



1 B. Defendants admit service of the Summons and the Complaint filed in this matter.

2 C. Defendants have read the Complaint, this Stipulation and the proposed Final  
3 Judgment of Permanent Injunction.

4 D. Defendants stipulated and agreed that the Final Judgment as specified herein shall be  
5 entered against them. The agreement was recorded and the court may enter judgment pursuant to the  
6 terms of this settlement as provided for in the Code of Civil Procedure § 664.6.

7 E. Defendants voluntarily consent to the entry by this court of the Final Judgment,  
8 without notice of further proceedings.

9 F. Defendants hereby waive all rights to appeal the entry of the Final Judgment.

10 G. Plaintiff and Defendants stipulate and agree that if any paragraph, clause, or provision  
11 of this Stipulation or of the Final Judgment entered thereto, or the application thereof, is held invalid  
12 or unenforceable, such decision shall affect only the paragraph, clause or provision so construed or  
13 interpreted, and the invalidity shall not affect the provisions or the application of the Stipulation, or  
14 of the Final Judgment entered thereto, which can be given effect without the invalid provisions or  
15 application, and to this end, the provisions of the Stipulation, and of the Final Judgment entered  
16 thereto, are declared by Plaintiff and Defendant to be severable.

17 H. Plaintiff and Defendants stipulate and agree that this Stipulation may be executed in  
18 one or more separate counterparts, each of which when so executed, shall be deemed an original.  
19 Such counterparts shall together constitute and be one and the same instrument.

20 I. Defendants stipulate and agree that they enter into this Stipulation voluntarily and  
21 without coercion, and acknowledge that no promises, threats or assurances have been made by  
22 Plaintiff or any officer, or agent thereof to induce them to enter into this Stipulation.

23

24 **SPECIFIC RELIEF IN THE FINAL JUDGMENT STIPULATED TO BY THE PARTIES:**

25 1. Defendants stipulate to the entry of a Final Judgment providing that the Defendants  
26 Andrew Huy Han, Nicholas Asset Management, Inc., and their agents, employees, attorneys in fact  
27 in their capacities as such, and all persons acting in concert or participating with them, shall be and  
28

1 are hereby permanently enjoined from engaging in, committing, aiding and abetting, or performing  
2 directly or indirectly, by any means whatsoever, any of the following acts:

3 a. Violating Corporations Code Section 25230 by conducting business as an  
4 investment advisor without having first applied for and secured from the commissioner a certificate,  
5 then in effect, authorizing the investment advisor to do so or unless the investment advisor is  
6 exempted by the provisions of Chapter 1 of this part or unless the investment advisor is subject to  
7 Section 25230.1; and

8 b. Violating Corporations Code Section 25210 by effecting any transaction in, or  
9 inducing or attempting to induce the purchase or sale of, any security in this state, including but not  
10 limited to the securities described in the Complaint, without having first applied for and secured  
11 from the commissioner a certificate, then in effect, authorizing Defendant or any business entity he  
12 directly or indirectly controls, to act or conduct business as a broker dealer; and

13 c. Removing, destroying, mutilating, concealing, altering, transferring or  
14 otherwise disposing of, in any manner, any books, records, computer files, correspondence,  
15 brochures, manuals or any other writings or documents of any kind as defined under Evidence Code  
16 Section 250 relating to the transactions and course of conduct as alleged in the Complaint filed in  
17 this action, that are in the possession, custody or control of Defendant for a period of four years from  
18 the date of the entry of the Final Judgment.

19 2. Defendants Andrew Huy Han, Nicholas Asset Management, Inc., acknowledges that  
20 the entry of the Final Judgment pursuant to this Stipulation shall not preclude any other federal, state  
21 or county agency from initiating any other prosecution based upon the allegations contained in the  
22 Complaint in the above-entitled case or based on any other acts by the Defendants which may violate  
23 California or federal law.

24 3. Defendants Andrew Huy Han, Nicholas Asset Management, Inc., agree and  
25 acknowledge that nothing in this Stipulation or in the Final Judgment in this matter, shall preclude  
26 the Commissioner, or his agents or employees, to the extent authorized by law, from referring any  
27 evidence or information regarding this matter to any district attorney or any other state or federal law  
28 enforcement official, or from assisting, cooperating, or co-prosecuting with regards to any

1 investigation and/or action brought by any other federal, state or county agency. Defendants Andrew  
2 Huy Han, Nicholas Asset Management, Inc., further agree and acknowledge that nothing in this  
3 Stipulation or in the Final Judgment in this matter shall bind or otherwise prevent any other federal,  
4 state or county agency from the performance of its duties.

5 4. The parties stipulate and agree that each party shall bear its own costs.

6 5. The parties stipulate and agree that this court shall retain jurisdiction of this action in  
7 order to implement and enforce the terms of the Stipulation and the entry of the Final Judgment  
8 pursuant thereto, and to entertain any suitable application or motion for additional relief or  
9 modification of any order made herein within the jurisdiction of the court.

10 Dated: August 4, 2009

11 Plaintiff, THE PEOPLE OF THE STATE OF  
12 CALIFORNIA, by and through PRESTON  
13 DUFAUCHARD, California Corporations  
Commissioner

14 By: \_\_\_\_\_  
15 Sean M. Rooney  
16 Senior Corporations Counsel  
Enforcement Division

17  
18 Dated: July 2, 2009

19 Defendant Andrew Huy Han d.b.a. Nicholas  
20 Asset Management, Inc.

21 By: \_\_\_\_\_  
22 Andrew Huy Han

23 Dated: July 2, 2009

24 Approved as to form and content:

25  
26 By: \_\_\_\_\_  
27 Karin Easter Gurwell as Attorney for Defendant  
28 Andrew Huy Han d.b.a. Nicholas Asset  
Management, Inc.