



OFFICE OF DISCIPLINARY COUNSEL

December 17, 2018

**BY FIRST-CLASS AND
CERTIFIED MAIL NO. 9414 7266 9904 2129 1989 77**

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Los Angeles, CA 90017

In re Lan P. Nguyen, Esquire
D.C. Bar Registration No. 500788
Disciplinary Docket No. 2017-D037

Dear Ms. Nguyen:

This office has completed its investigation of the above-referenced matter. We find that your conduct reflected a disregard of certain ethical standards under the District of Columbia Rules of Professional Conduct (the "Rules"). We are therefore issuing you this Informal Admonition pursuant to D.C. Bar Rule XI, §§ 3, 6, and 8.

This matter was docketed for investigation based on your correspondence to this office, self-reporting your misconduct.

Based upon our investigation, we find as follows:

From 2007 through 2011, you accepted referrals from Michael J. Muellerleile. Mr. Muellerleile was your former employer and mentor. You practiced securities law for a brief period of time from 2000 through 2003 as a law clerk and an associate attorney working under Mr. Muellerleile. Beginning in 2007, you agreed to assist Mr. Muellerleile as "special counsel" in connection with registration statements and opinion letters that were filed with the SEC for five companies that Mr. Muellerleile represented. Despite knowing that your name appeared on the cover pages of the registration statements, you did not prepare the documents. Each opinion letter stated that you had "examined all instruments, documents and records that we deemed relevant and necessary for the basis of our opinion hereinafter expressed . . . and relied upon representations made by the Company in documents examined by us and representations of the Company's officers." You relied on whatever documents and information Mr. Muellerleile made available to you. Between 2007 and 2011 you received payments totaling approximately \$11,000 for the services you rendered in connection with the registration statements and opinion letters.

On December 16, 2016, the Securities and Exchange Commission issued a Cease and Desist order and denied your privilege to appear or practice before the Commission as an attorney.

Based upon our investigation of this matter, we find that your conduct violated Rule 8.4(c).

Rule 8.4(c) (Misrepresentation)

Rule 8.4(c) prohibits the lawyer from engaging in “conduct involving dishonesty, fraud, deceit, or misrepresentation.” Here, we are focused only on conduct involving misrepresentation. *See In re Shorter*, 570 A.2d 760, 767 (D.C. 1990) (per curiam) (the four terms encompassed within Rule 8.4(c) “should be understood as separate categories, denoting differences in meaning or degree”); *In re Romansky*, 825 A.2d 311, 315 (D.C. 2003) (same).

You signed the registration statements and opinion letters representing that you had played a role in the creation of these documents and also that you reviewed the facts underlying the opinion letters. We find that by signing these documents you misrepresented your involvement in the registration statements and opinion letters filed with the SEC.

Conclusion

In issuing this informal admonition, we have taken into consideration that you self-reported the misconduct to the Office of Disciplinary Counsel, that you have cooperated during the investigation, that you have no prior discipline, that you have per the SEC’s Order, disgorged all profits received from Mr. Muellerleile in relation to these five SEC matters, and that you have accepted responsibility for your actions by accepting this informal admonition.

This letter constitutes an Informal Admonition pursuant to D.C. Bar Rule XI §§ 3, 6, and 8, and is public when issued. An Informal Admonition is the most lenient form of public discipline available. Please refer to the attachment to this letter of Informal Admonition for a statement of its effect and your right to have it vacated and have a formal hearing before a hearing committee.

If you change your mind and would like to have a formal hearing, you must submit a written request for a hearing to the Office of Disciplinary Counsel, with a copy to the Board on Professional Responsibility, within 14 days of the date of this letter, unless Disciplinary Counsel grants an extension of time. If a hearing is requested, this Informal Admonition will be vacated, and Disciplinary Counsel will institute formal charges pursuant to D.C. Bar R. XI § 8 (b). The case will then be assigned to a Hearing Committee, and a hearing will be scheduled by the Executive Attorney for the Board on Professional Responsibility pursuant to D.C. Bar

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R. XI § 8 (c). Such a hearing could result in a recommendation to dismiss the charges against you or a recommendation for a finding of culpability, in which case the sanction recommended by the Hearing Committee is not limited to an Informal Admonition.

Sincerely,

Caroll Donayre Somoza
Assistant Disciplinary Counsel

CDS:adlt