

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE
PROCEEDING File No. 3-20537

In the Matter of :
 :
 :
GTV Media Group, Inc., Saraca :
Media Group, Inc., and Voice of :
Guo Media, Inc., :
 :
Respondents. :
 :

NOTICE FOR DISTRIBUTION OF THE GTV MEDIA GROUP FAIR FUND

This Plan Notice is issued pursuant to the Commission-approved Plan of Distribution (“Distribution Plan”). This is not a solicitation from a lawyer.

If you purchased the stock or digital asset securities of the companies listed below (the “Securities”) during the corresponding “Relevant Period(s)” and suffered a loss as a result of the conduct described in the Order Instituting Cease-and-Desist Proceedings in the above-captioned matter, you may be eligible for compensation from the GTV Media Group Fair Fund.

G Entities Securities and Corresponding Relevant Period(s) (Inclusive)

Security	Relevant Period Start Date	Relevant Period End Date
GTV Common Stock	4/20/2020	6/2/2020
Digital Assets: G-Coins or G-Dollars	4/1/2020	6/30/2020

In order to be considered for eligibility for a distribution from the GTV Media Group Fair Fund, you must submit a completed and signed Proof of Claim Form (“Claim Form”) to the Fund Administrator¹, with adequate documentation of your transactions: **online no later than 11:59 p.m. PST on June 6, 2022 (the “Claims Bar Date”); by First Class Mail, postmarked by June 6, 2022; or if not by First Class Mail, received by the Fund Administrator by June 6, 2022.** The Claims Bar Date is June 6, 2022, identified in the Distribution Plan. Further directions for submitting a claim, including the online claims process and physical address are set forth below and on the Claim Form.

¹ Any capitalized terms used in this Plan Notice that are not otherwise defined herein shall have the meaning ascribed to them in the Distribution Plan, which is available on the website established for the GTV Media Group Fair Fund at www.GTVMediaGroupFairFund.com.

The information contained in this Plan Notice is only a summary. More detailed information and important documents can be found on the website dedicated to this matter at www.GTVMediaGroupFairFund.com (the “Distribution Website”).

Please Note: Receipt of this Plan Notice does not mean you are eligible to receive a Distribution Payment; eligibility will be determined in accordance with the Commission-approved Distribution Plan (the “Plan”) upon receipt of your Claim Form and necessary documentation.

PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY BECAUSE YOU MAY BE ELIGIBLE FOR COMPENSATION FROM THE GTV MEDIA GROUP FAIR FUND. THIS NOTICE CONTAINS IMPORTANT INFORMATION REGARDING YOUR POTENTIAL ELIGIBILITY TO SHARE IN THE GTV MEDIA GROUP FAIR FUND.

Background

The Administrative Proceeding

On September 13, 2021, the U.S. Securities and Exchange Commission (“SEC”) issued the Order instituting and simultaneously settling cease-and-desist proceedings against the Respondents GTV Media Group (“GTV”), Saraca Media Group (“Saraca”), and Voice of Guo Media, Inc. In the Order, the SEC found that from approximately April 2020 through June 2020, Respondents generally solicited thousands of individuals to invest in the GTV Stock offering. The SEC further found that during the same period, GTV and Saraca (“the G Entities”) also solicited individuals to invest in the Digital Asset offering. As a result of these two unregistered securities offerings, whose proceeds were commingled, Respondents collectively raised approximately \$487 million from more than 5,000 investors, including individuals in the United States.

Respondents disseminated information about the two offerings to the general public through publicly available videos on the G Entities’ websites, as well as on social media platforms such as YouTube and Twitter. With respect to the GTV Stock offering, Respondents provided prospective investors with access to Google Drives that contained investment agreements and wire instructions for investors to send funds to purchase securities. The G Entities also solicited investments in the Digital Asset offering on the G Entities’ public websites, social media platforms, and mobile applications.

The G Entities promoted the purchase of the Digital Assets as an investment with a likelihood of significant returns based on the G Entities’ ability to develop an online platform through which investors would be able to transact using either G-Coins or G-Dollars. The G Entities had not developed or distributed the Digital Assets or a platform that would allow users to transact with or sell digital assets.

The GTV Media Group Fair Fund, the Tax Administrator, and the Fund Administrator

The SEC collectively ordered the Respondents to pay \$486,745,063 in disgorgement, \$17,688,365 in prejudgment interest, and \$35,000,000 in civil money penalties, for a total of \$539,433,428, to the SEC. The SEC also created the Fair Fund, pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, so the penalties paid, along with the disgorgement and interest paid, can be distributed to harmed investors.

To date, the Respondents have paid a total of \$455,439,194.49. Any additional funds collected from the Respondents, pursuant to the Order will be added to the Fair Fund. The Fair Fund has been deposited at the United States Department of the Treasury’s Bureau of the Fiscal Service (“BFS”) for investment.

On October 14, 2021, the SEC appointed Miller Kaplan Arase LLP as the tax administrator (the “Tax Administrator”) for the Fair Fund to handle the tax obligations of the Fair Fund.² The Tax Administrator will be compensated for reasonable fees and expenses from the Fair Fund in accordance with its 2019-2021 Engagement Letter Agreement with the SEC.

On November 23, 2021, the SEC appointed JND Legal Administration (“JND”), as the fund administrator for the Fair Fund (the “Fund Administrator”), and the Fund Administrator has obtained a bond in the amount of \$455,439,194.49, as ordered.³ Pursuant to Rule 1105(a) of the SEC’s Rules, 17 C.F.R. § 201.1105(a), the Fund Administrator may be removed at any time by order of the SEC or hearing officer.

The Plan

The Plan provides for the distribution of the Fair Fund, comprised of disgorgement, prejudgment interest, and civil money penalties paid by GTV Media Group, Inc. (“GTV”), Saraca Media Group, Inc. (“Saraca” and together with GTV, the “G Entities”), and Voice of Guo Media, Inc. (“VOG”) (collectively, the “Respondents”) in the above-captioned matter.

On **April 7, 2022**, the SEC approved the Plan. The approved Distribution Plan is available on the Distribution Website at www.GTVMediaGroupFairFund.com as well as on the SEC public webpage for this matter, <https://www.sec.gov/divisions/enforce/claims/gtv-media-group.htm>.

Who May Be Eligible for a Distribution?

If you invested in one of the securities listed in the chart on page 1 of this notice, during the corresponding Relevant Period(s); are not an Excluded Party as defined in the Plan; and suffered a loss according to the Plan, you may be eligible for a distribution from the GTV Media Group Fair Fund.

To be considered for a Distribution Payment, you must timely submit a completed and signed Claim Form including adequate documentation for claimed transactions. If you believe you may be eligible for a distribution and are not an Excluded Party (see below), you should timely submit a completed and signed Claim Form.

“Excluded Parties” are defined in paragraph 17 of the Plan as follows and are not eligible to receive a distribution from the GTV Media Group Fair Fund:

- (a) The Respondents;
- (b) Present or former officers or directors of the Respondents or any assigns, creditors, heirs, distributees, spouses, parents, dependent children or controlled entities of any of the foregoing persons or entities;
- (c) Any employee or former employee of the Respondents or any of its affiliates

² See Order Appointing Tax Administrator, Exchange Rel. No. 93313 (Oct. 14, 2021).

³ See Order Appointing Fund Administrator and Setting Administrator’s Bond Amount, Exchange Act Rel. No. 93666 (Nov. 23, 2021)

who has been terminated for cause or has otherwise resigned, in connection with the conduct described in the Order;

- (d) Any Person who, as of the Claims Bar Date, has been the subject of criminal charges related to the conduct described in the Order or any related Commission action;
- (e) Any firm, trust, corporation, officer, or other entity in which Respondents have or had a controlling interest;
- (f) The Fund Administrator, its employees, and those persons assisting the Fund Administrator in its role as the Fund Administrator; or
- (g) Any purchaser or assignee of another Person's right to obtain a recovery from the Fair Fund for value; provided, however, that this provision shall not be construed to exclude those Persons who obtained such a right by gift, inheritance or devise.

Allocation of the GTV Media Group Fair Fund

A Plan of Allocation has been prepared that provides the formula by which Distribution Payments will be determined (*See Exhibit A of the Plan*). The Net Available Fair Fund will be distributed to Eligible Claimants in accordance with that Plan of Allocation.

All Distribution Payments will be subject to a "Minimum Distribution Amount" - if a Potential Claimant's Distribution Payment is less than \$10.00, that Potential Claimant will not receive a Distribution Payment and the funds will be distributed to Eligible Claimants whose Distribution Payments are equal to or greater than \$10.00. *See Exhibit A of the Plan.*

Claim Form

Your Claim Form may be submitted online, by First Class Mail, or other delivery. A paper Claim Form has been included with this Plan Notice. If you require additional copies of the Claim Form, you may obtain them from the Distribution Website.

Your completed and signed Claim Form, including adequate supporting documentation, must be submitted online no later than 11:59 p.m. PST on the Claims Bar Date. following the directions at www.GTVMediaGroupFairFund.com. Alternatively, you may submit your completed and signed Claim Form by **First Class Mail, postmarked by the Claims Bar Date or, if not sent by First Class Mail, received by the Fund Administrator by the Claims Bar Date.** Mailed and/or otherwise physically delivered Claim Forms should be directed to the following address:

GTV Media Group Fair Fund
c/o JND Legal Administration
PO Box 91403
Seattle, WA 98111

If you fail to timely submit a completed and signed Claim Form by the deadline, you may be barred from receiving a payment from the GTV Media Group Fair Fund. The Claim Form must be accompanied by adequate supporting documentation for each transaction listed in the Claim. You will be responsible for demonstrating timely submission of your Claim Form.

If you submit a Claim Form that fails to provide all required information, or is otherwise deficient, you may receive a Claim Status Notice advising you of the reason(s) why the claim is deficient and providing to you an opportunity to cure such deficiencies.

Additional Information

Additional information regarding the GTV Media Group Fair Fund, including the Distribution Plan, the Plan Notice, the Claim Form, relevant deadlines, and related materials are available on the Distribution Website at www.GTVMediaGroupFairFund.com. You may obtain additional information or request copies of the Claim Form by contacting the Fund Administrator toll-free at 866-853-5013, emailing info@GTVMediaGroupFairFund.com, or writing to:

GTV Media Group Fair Fund
c/o JND Legal Administration
PO Box 91403
Seattle, WA 98111

PLEASE CHECK THE WEBSITE WWW.GTVMEDIAGROUPFAIRFUND.COM FOR UPDATES