

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF CONNECTICUT
BRIDGEPORT DIVISION**

In re: HO WAN KWOK, <i>et al.</i> , Debtors.	Chapter 11 Case No. 22-50073 (JAM) Jointly Administered
LUC A. DESPINS, CHAPTER 11 TRUSTEE, Plaintiff, v. JASON MILLER, Defendant.	Adv. Proceeding No. 24-05219 (JAM) MAY 30, 2025

ANSWER AND AFFIRMATIVE DEFENSES

1. Denied.
2. Denied.
3. Denied.
4. Admitted, but the Court lacks jurisdiction to enter final judgment pursuant to Stern v. Marshall, 564 U.S. 462 (2011).
5. Admitted.
6. Denied. New York state law does not apply.
7. Admitted.
8. Admitted.
9. Admitted.

10. Admitted.

11. Denied.

12. Admitted.

13. Denied.

14. Defendant admits that the Trustee has commenced such actions and admits their results, but maintains that such proceedings are irrelevant and immaterial to this proceeding.

15. Denied.

16. Defendant admits that the Trustee has commenced such actions and admits their results, but maintains that such proceedings are irrelevant and immaterial to this proceeding.

17. Defendant admits that the Trustee has commenced such actions and admits their results, but maintains that such proceedings are irrelevant and immaterial to this proceeding.

18. Defendant admits that the Trustee has commenced such actions and admits their results, but maintains that such proceedings are irrelevant and immaterial to this proceeding.

19. Defendant neither admits nor denies the allegations in this paragraph but leave Plaintiff to his proof.

20. Denied.

21. Admitted.

22. Admitted.

23. Admitted.

24. Denied.

25. Denied.

26. Denied.

27. Denied.

28. Defendant admits that the Debtor has been convicted of certain federal crimes, but denies any connection between these crimes and the transfers at issue.

29. Denied.

30. Denied.

31. Admitted.

32. Denied.

FIRST CLAIM

**(Claim to Avoid and Recover Actual Fraudulent Transfers pursuant to
Bankruptcy Code §§ 548(a)(1)(A) and 550(a))**

33. Defendant repeats his answers contained in paragraphs 1-32 as if set forth herein.

34. Denied.

35. a. Denied.

b. Denied.

c. Denied.

d. Denied.

e. Denied.

f. Admitted.

g. Admitted.

36. Denied.

SECOND CLAIM

**(Claim to Avoid and Recover Actual Fraudulent Transfers pursuant to N.Y. Debt. & Cred.
Law sections 273, 274, and 276, and Bankruptcy Code sections 544(b) and 550(a))**

37. Defendant repeats his answers contained in paragraphs 1-32 as if fully set forth herein.

38. Denied.

39. a. Denied.

- b. Denied.
 - c. Denied.
 - d. Denied.
 - e. Denied.
 - f. Admitted.
 - g. Admitted.
40. Denied.

THIRD CLAIM

**(Claim to Avoid and Recover Constructive Fraudulent Transfer Pursuant to
Bankruptcy Code §§ 548(a)(1)(B) and 550(a))**

41. Defendant repeats his answers contained in paragraphs 1-32 as if fully set forth herein.
42. Admitted, but the actual transferor, who was not the Debtor received reasonably equivalent value.
43. Admitted, but the actual transferor, who was not the Debtor was not insolvent.
44. Admitted, but the actual transferor, who was not the Debtor was not engaged in a business or transaction, or was about to engage in a business or transaction, for which any property remaining with the Debtor was an unreasonably small amount of capital.
45. Admitted, but the actual transferor, who was not the Debtor did not intend to incur or believed that he would incur, debts that would be beyond his ability to pay as such debts matured.
46. Denied.

FORTH CLAIM

**(Claim to Avoid and Recover Constructive Fraudulent Transfers Pursuant to N.Y. Debt. &
Cred. Law sections 273(a)(2), 274 and 276 and Bankruptcy Code sections 544(b) and
550(a))**

47. Defendant repeats his answers contained in paragraphs 1-32 as if fully set forth herein.

48. Admitted, but the actual transferor, who was not the Debtor received reasonably equivalent value.

49. Admitted, but the actual transferor, who was not the Debtor was not insolvent.

50. Admitted, but the actual transferor, who was not the Debtor was not engaged in a business or transaction, or was about to engage in a business or transaction, for which any property remaining with the Debtor was an unreasonably small amount of capital.

51. Admitted, but the actual transferor, who was not the Debtor did not intend to incur or believed that he would incur, debts that would be beyond his ability to pay as such debts matured.

52. Denied.

First Affirmative Defense

As to the Second Count and Fourth Count, the transfers are governed by the laws of the Commonwealth of Virginia not the State of New York.

Second Affirmative Defense **(Value in Good Faith)**

The Defendant provided value in good faith to the transferor pursuant to 11 U.S.C. §548(c).

Third Affirmative Defense **(Value in Good Faith)**

The Defendant, as a subsequent transferee for value is protected by 11 U.S.C. §550(b).

Fourth Affirmative Defense **(Delaware Law)**

Delaware law does not permit reverse-piercing of the corporate veil.

Fifth Affirmative Defense

The Trustee's claim is barred by In Re: Howland, 674 Fed. Appx. 482 (6th Cir. 2017).

Sixth Affirmative Defense
(*Nunc Pro Tunc* Claim Barred)

The Trustee's claims rely upon impermissible *nunc pro tunc* relief.

Seventh Affirmative Defense
(Failure to Plead with Sufficient Particularity)

Pursuant to Fed. R. Bankr. P. 7009(b), the Trustee must plead fraud with particularity.

Plaintiff failed to do so.

Eighth Affirmative Defense
(Lack of Standing)

The Trustee lacks standing to pursue the claims at issue.

Ninth Affirmative Defense
(*In Pari Delicto*)

The Trustee's claims are barred pursuant to the doctrine of *in pari delicto*.

Tenth Affirmative Defense
(Lack of Beneficial Ownership)

The Trustee is not the beneficial owner of the entity or entities which made the Transfers.

Eleventh Affirmative Defense
(NYU UTA)

The transfers were not transfers of assets under NY CLS Dr & Cr 270(b).

Twelfth Affirmative Defense
(NYU UTA)

The Defendant is a good faith transferee for value pursuant to NY CLS Dr & Cr §277(b)(1)(ii)(A) and §277(d).

Jury Trial Demanded

**DEFENDANT
JASON MILLER**

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CERTIFICATION OF SERVICE

I hereby certify that on May 30, 2025 a copy of the foregoing was filed electronically and served by operation of this Court's CM/ECF system on the following:

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JASON MILLER**

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