

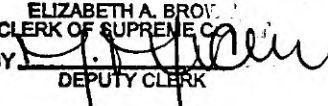
IN THE SUPREME COURT OF THE STATE OF NEVADA

JT CAPITAL NEVADA, INC., A  
NEVADA CORPORATION,  
Appellant,  
vs.  
RONE CHANG A/K/A YING YING  
CHANG, AN INDIVIDUAL; AND C&C  
LAS VEGAS, LLC, A NEVADA  
LIMITED LIABILITY COMPANY,  
Respondents.

No. 87711

FILED

DEC 11 2024

ELIZABETH A. BROY  
CLERK OF SUPREME COURT  
BY   
DEPUTY CLERK

*ORDER OF REVERSAL AND REMAND*

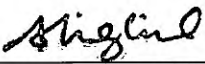
This is an appeal from a district court judgment, certified as final under NRCP 54(b), in a contract action. Eighth Judicial District Court, Clark County; Kathleen E. Delaney, Judge.

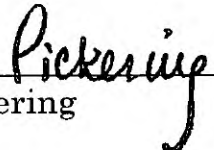
Appellant JT Capital extended a loan to respondents (collectively Chang) secured by a deed of trust. When Chang defaulted, JT Capital and nonparty James Liu filed the underlying action. The district court dismissed the complaint as to JT Capital, agreeing with Chang's argument that the loan was voidable because JT Capital was not licensed under NRS Chapter 645B (Mortgage Companies; Loan Originators). *Cf.* NRS 645B.920 (providing that a contract governed by NRS Chapter 645B is voidable if the person extending the loan is unlicensed when they are required to be).

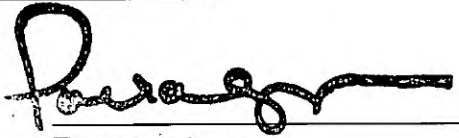
We conclude that the district court erred in dismissing the complaint as to JT Capital. *See Buzz Stew, LLC v. City of N. Las Vegas*, 124 Nev. 224, 228, 181 P.3d 670, 672 (2008) (reviewing de novo an order granting a motion to dismiss under NRCP 12(b)(5)). The district court concluded that JT Capital fell within either NRS 645B.0125's definition of "Mortgage loan originator" or NRS 645B.0127's definition of "Mortgage

company,” such that it needed to have a license. But the only conceivable subsection that JT Capital could fall within is NRS 645B.0127(1)(c), which provides that a “Mortgage company” includes a person who “[h]olds himself or herself out as being able to make loans secured by liens on real property.” Chang has proffered no definition of “holds himself or herself out,” and JT Capital’s complaint contains no factual allegations suggesting that it falls within any reasonable definition of that term.<sup>1</sup> *Cf. Buzz Stew*, 124 Nev. at 228, 181 P.3d at 672 (accepting as true the allegations in a complaint when reviewing a motion to dismiss under NRCP 12(b)(5)). Accordingly, the district court erred in dismissing JT Capital’s complaint. To the extent Chang contends that JT Capital failed to argue in district court that it did not fall within the definition of “Mortgage company,” this contention is belied by the record. We therefore

ORDER the judgment of the district court REVERSED AND REMAND this matter to the district court for proceedings consistent with this order.

  
\_\_\_\_\_, J.  
Stiglich

  
\_\_\_\_\_, J.  
Pickering

  
\_\_\_\_\_, J.  
Parraguirre

<sup>1</sup>It appears that “holds himself or herself out” is synonymous with representing that one has the legal authority to engage in a certain line of business. *See, e.g., Hold out, Black’s Law Dictionary* (12th ed. 2024) (defining “hold out” as “[t]o represent (something) as true . . . ; esp., to represent (oneself or another) as having a certain legal status, as by claiming to be an agent or partner with authority to enter into transactions.”).

cc: Hon. Kathleen E. Delaney, District Judge  
Janet Trost, Settlement Judge  
Kerr Simpson Attorneys at Law  
Hong & Hong  
Eighth District Court Clerk