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8 **UNITED STATES DISTRICT COURT**
9 **SOUTHERN DISTRICT OF CALIFORNIA**

10
11
12 SECURITIES AND EXCHANGE
13 COMMISSION,

14 Plaintiff,

15 vs.

16 ANDREW T.E. COLDICUTT,

17 Defendant.
18

Case No. '22CV0274 MMAKSC

COMPLAINT

19
20 Plaintiff Securities and Exchange Commission (“SEC”) alleges:

21 **SUMMARY**

22 1. This case concerns violations of the federal securities laws by defendant
23 Andrew T.E. Coldicutt (“Defendant” or “Coldicutt”), a self-described “Securities
24 Compliance” attorney in San Diego. Beginning in 2017, Coldicutt participated in
25 fraudulent scheme to create a sham public company and register an offering of its
26 securities with the SEC, concealing from SEC filings the company’s true control
27 persons/promoters and source of funding, and his role as its securities attorney.

28 2. Approached by two managers of a hedge fund who sought to acquire a

1 public company whose shares they could freely trade, Coldicutt made a company up
2 out of thin air (“Issuer A”), that was purportedly a fruit-harvesting and distribution
3 business. Coldicutt knew that Issuer A was a total sham, run by a puppet CEO, and
4 funded by the undisclosed promoters. Knowing that his clients sought to carry out a
5 pump and dump of the company’s shares, Coldicutt prepared and filed with the SEC
6 a materially misleading Form S-1 registration statement and several amendments
7 thereto, including a fictitious business plan and fake form business agreements that he
8 drafted (the “Issuer A Form S-1”). Having been previously sued by the SEC in two
9 subpoena enforcement actions, to avoid arousing suspicions, Coldicutt arranged for
10 another lawyer to sign the attorney opinion letter that accompanied Issuer A’s SEC
11 filings, and took steps to make the puppet CEO’s public persona appear legitimate.

12 3. By means of Coldicutt’s fraudulent conduct, Issuer A’s registration
13 statement went effective in 2019, fraudulently offering its securities to the public
14 markets. Defendant received attorneys’ fees and a bonus payment as a result of his
15 role in the fraud.

16 4. Unbeknownst to Coldicutt, the undisclosed control persons/promoters
17 who posed as his clients were an undercover FBI agent and a cooperating witness, as
18 were several of their associates with whom Coldicutt interfaced in taking Issuer A
19 public. Thus, Coldicutt’s scheme to offer Issuer A’s shares to the public through
20 materially misleading SEC filings and other deceptive acts was the subject of
21 numerous audio recordings, which reflect both his scienter and his actions in real
22 time.

23 5. Through this conduct, Defendant violated Section 17(a) of the Securities
24 Act, 15 U.S.C. §77q(a)(1)-(3). The SEC seeks a permanent injunction against future
25 violations of Section 17(a) of the Securities Act; a permanent injunction against
26 directly or indirectly providing, or receiving compensation from the provision of,
27 professional legal services to any person or entity in connection with the offer or sale
28 of securities by means of a registration statement, prospectus, offering circular, or

1 private placement memorandum, including, without limitation, preparing or issuing
2 any opinion letter relating to such offer or sale; a civil penalty; and a penny stock bar.

3 JURISDICTION AND VENUE

4 6. The Court has jurisdiction over this action pursuant to Sections 20(b),
5 20(d)(1) and 22(a) of the Securities Act, 15 U.S.C. §77t(b), 77t(d)(1)(a).

6 7. Defendant has, directly or indirectly, made use of the means or
7 instrumentalities of transportation or communication in interstate commerce, or by
8 use of the mails, to engage in the transactions, acts, practices and courses of business
9 alleged in this complaint.

10 8. Venue is proper in this district pursuant to Section 22(a) of the Securities
11 Act, 15 U.S.C. § 77v(a), and Section 27(a) of the Exchange Act, 15 U.S.C. § 78aa(a),
12 because certain of the transactions, acts, practices and courses of conduct constituting
13 violations of the federal securities laws occurred within this district. In addition,
14 venue is proper in this district because Defendant resides in this district.

15 THE DEFENDANT

16 9. **Andrew T.E. Coldicutt**, age 41, is a Canadian citizen residing in San
17 Diego, California. He is a securities attorney licensed to practice law in the State of
18 California, and founder of the Law Offices of Andrew Coldicutt.

19 10. On May 4, 2017, the SEC filed a subpoena enforcement application
20 against Coldicutt and his law firm in connection with investigative subpoenas issued
21 by the SEC staff. *SEC v. Andrew T.E. Coldicutt, et al.*, Case No. 2:17-cv-03401
22 (C.D. Cal. May 4, 2017), Case No. 2:17-mc-00068 (CAS) AFMx, Case No. 2:17-cv-
23 03888 (CAS) AFMx. The Court issued an order to show cause on May 11, 2017
24 (Dkt. No. 8), followed by an order compelling compliance on June 8, 2017 (Dkt. No.
25 15). The SEC filed a supplemental subpoena enforcement application against
26 Coldicutt and his law firm on July 7, 2017 (Dkt. No. 16), which likewise resulted in
27 an order to show cause (Dkt. No. 17), followed by an order compelling compliance.
28 *SEC v. Coldicutt*, No. 2:17-cv-03888 (CAS) AFMx, 2017 U.S. Dist. LEXIS 121056

1 (C.D. Cal. Jul. 31, 2017).

2 **RELATED ENTITIES AND INDIVIDUALS**

3 11. **Issuer A** is a Wyoming corporation, located in San Diego, California.
4 According to its registration statement, it is a development stage company, planning
5 to harvest and distribute surplus fruit from homeowners' backyards. Through its June
6 17, 2019 registration statement and three amendments thereto, Issuer A registered an
7 initial public offering of 30 million shares of its common stock for \$0.01 per share,
8 for a total of \$300,000. The registration statement went effective on September 11,
9 2019, and Issuer A is now a reporting company obligated to file reports pursuant to
10 Sections 13 and 15(d) of the Exchange Act.

11 12. **Consulting Company B** is a Delaware limited liability company, which
12 Issuer A's registration statement identifies as providing loans to Issuer A.

13 **THE ALLEGATIONS**

14 **A. Coldicutt is Hired by the "Fund Managers"**

15 13. On or about May 8, 2017, two purported hedge fund managers ("Fund
16 Manager 1" and "Fund Manager 2," collectively the "Fund Managers") contacted
17 Coldicutt to inquire about potential legal representation for their supposed hedge fund
18 (the "Fund").

19 14. Fund Manager 1 was in fact an undercover FBI agent.

20 15. Fund Manager 2 was in fact a cooperating witness.

21 16. The Fund Managers told Coldicutt they were seeking representation as
22 to, among other things, creating new companies and taking them public.

23 17. Coldicutt set up a meeting with the Fund Managers for on or about
24 May 16, 2017, in Del Mar, California.

25 18. During their initial May 16 meeting, the Fund Managers told Coldicutt
26 that they wanted to create a company and take it public.

27 19. Subsequently, on or about June 13, 2017, Fund Manager 1 emailed
28 Coldicutt that he and Fund Manager 2 wanted to retain Coldicutt.

1 20. On or about June 14, 2017, Coldicutt provided the Fund Managers his
2 estimate of legal fees, including that he charged \$25,000 to create a company and
3 take it public.

4 21. On or about June 15, 2017, Fund Manager 2 emailed Coldicutt asking
5 for information about the fees charged by various third party associates that he had
6 mentioned to the Fund Managers, including accountants, an auditor, and transfer
7 agents.

8 22. On or about June 21, 2017, Fund Manager 1 signed Coldicutt's
9 engagement letter on behalf of the Fund and wired \$5,000 to Coldicutt's attorney
10 trust account as a retainer.

11 **B. The Fund Managers and Coldicutt Plan to Take Issuer A Public**

12 23. On or about July 18, 2017, the Fund Managers held a planning meeting
13 with Coldicutt in Del Mar, California.

14 24. During the July 18 meeting, Coldicutt described to the Fund Managers
15 how he could create the façade of a *bona fide* business, take it public, and obtain
16 quotation clearance for its stock to trade on the over-the-counter market.

17 25. During the July 18 meeting, Coldicutt offered to provide the Fund
18 Managers with information about stock promoters in whom they were interested.

19 26. Coldicutt stated during the July 18 meeting that he did not get involved
20 in stock promotions; instead, he found it best to remain on the periphery of the
21 microcap market because it meant that he “dodged bullets.”

22 27. During the July 18 meeting, Coldicutt suggested to the Fund Managers
23 several ways to avoid regulatory scrutiny when creating a public shell company.

24 28. First, the Fund Managers had to come up with a strong business plan for
25 the shell company from which to prepare a registration statement, to persuade the
26 SEC that the shell company was a real business.

27 29. Coldicutt stated that he was good at writing business plans and could do
28 so for any type of business. There was a peach on the table where the meeting took

1 place, which had come from a nearby tree in the Fund Managers' yard. Coldicutt
2 joked that he could write a plan for a company that would pick surplus peaches from
3 homeowners' backyards. Throughout the meeting, the Fund Managers and Coldicutt
4 joked about a peach picking business, which ultimately became Issuer A.

5 30. Second, Coldicutt stated that to give the appearance of legitimacy, the
6 shell company would need initial startup money.

7 31. Coldicutt suggested documenting the initial funding in the form of a
8 loan.

9 32. Third, Coldicutt stated that the Fund Managers should select a CEO with
10 a business background for the shell company, and "not a Starbucks barista."

11 33. Fourth, Coldicutt stated that the Fund Managers would need an outside
12 CFO or bookkeeper to prepare the financial statements, as well as an outside auditor.

13 34. Coldicutt offered to suggest accountants and auditing firms for the Fund
14 Managers' consideration.

15 35. To avoid regulatory scrutiny, Coldicutt suggested selecting an audit firm
16 that had previously conducted audits in the business sector of the shell company.

17 36. Fifth, Coldicutt stated that the Fund Managers should find 25 to 30
18 shareholders to invest in a private offering.

19 37. Coldicutt advised documenting the private offering with private
20 placement memoranda and copies of investor checks.

21 38. Coldicutt advised that the investors should be "friendly" with the Fund
22 Managers so that they would hold or trade the stock as the Fund Managers chose.

23 39. Coldicutt explained that, in order to get quotation clearance, FINRA
24 would want to see a shareholder base, with actual investors who put their own money
25 into the company.

26 40. Coldicutt cautioned that the investors had to be "real" because their
27 names would appear in the S-1.

28 41. The Fund Managers expressed concern to Coldicutt about the names of

1 the private offering shareholders, particularly their own names or the Fund’s names,
2 appearing in the Form S-1.

3 42. Coldicutt suggested instead having the 25 to 30 shareholders buy the
4 shares from the Form S-1 once it was effective.

5 43. During the July 18 meeting, the Fund Managers asked about the status of
6 the SEC’s subpoena enforcement action against Coldicutt.

7 44. Fund Manager 1 asked if “things got difficult” for Coldicutt, whether
8 they would still be able to work with him.

9 45. Coldicutt responded that he could still do the legwork but that he would
10 have another microcap attorney “do the rest.”

11 46. During the July 18 meeting, the Fund Managers told Coldicutt that they
12 would proceed with taking a shell company public.

13 47. Fund Manager 1 told Coldicutt that the Fund Managers planned to pivot
14 the shell company into the cannabis business, and run a stock promotional campaign.

15 48. Coldicutt replied that “we” should come up with a business idea.

16 49. Coldicutt stated that he could write the business plan.

17 50. Coldicutt suggested that the shell company be a peach-picking company,
18 and the Fund Managers agreed.

19 51. Coldicutt advised the Fund Managers to start looking for a CEO for the
20 shell company.

21 **C. Coldicutt Prepares a Fictitious Business Plan for Issuer A**

22 52. After the July 18 meeting, Coldicutt drafted a business plan for Issuer A.

23 53. The business plan described Issuer A as a company that would collect
24 unpicked fruit from homeowners in the Southern California area, consolidate it, and
25 sell it to grocery stores and the public generally.

26 54. Coldicutt knew, when he drafted the business plan, that it was fictitious.

27 55. Coldicutt knew, when he drafted the business plan, that the Fund
28 Managers planned for Issuer A to operate in the cannabis industry and run a stock

1 promotion campaign.

2 **D. Coldicutt and the Fund Managers Discuss Issuer A’s Source of**
3 **Funding**

4 56. Coldicutt met with the Fund Managers on or about September 27, 2017
5 in Del Mar, California.

6 57. At the September 27 meeting, the Fund Managers introduced Coldicutt
7 to a consultant who would purportedly provide funding for Issuer A (the
8 “Consultant”).

9 58. The Fund Managers told Coldicutt that Consulting Company B was the
10 Consultant’s company.

11 59. At the September 27 meeting, the Fund Managers and the Consultant
12 discussed, in front of Coldicutt, that Fund Manager 1’s money would go to
13 Consulting Company B, and would then be loaned to Issuer A.

14 60. Coldicutt suggested at the September 27 meeting that Consulting
15 Company B’s loans would become convertible to Issuer A stock, which would
16 generate more free trading shares.

17 61. At the September 27 meeting, Coldicutt provided a copy of the Issuer A
18 business plan to the Fund Managers and the Consultant.

19 62. On or about October 16, 2017, the Fund Managers informed Coldicutt
20 that they had selected a puppet CEO (“the Puppet”), to serve as Issuer A’s CEO.

21 63. Coldicutt understood that the Puppet was controlled by the Fund
22 Managers.

23 64. The Puppet was, unbeknownst to Coldicutt, an undercover FBI agent.

24 65. Although the Puppet was the nominal CEO, Coldicutt communicated on
25 decisions concerning Issuer A with the Fund Managers and the Consultant,
26 sometimes including the Puppet and sometimes not including him.

1 **E. Coldicutt Takes Additional Steps to Make Issuer A Appear**
2 **Legitimate and Avoid Arousing Regulatory Suspicion**

3 66. Between late 2017 and approximately mid-August of 2018, Coldicutt
4 periodically contacted the Fund Managers about Issuer A.

5 67. On or about November 14, 2017, in Del Mar, California, Fund
6 Manager 1 introduced Coldicutt to an associate of his (the “Associate”), whose role
7 he indicated was to help make Fund Manager 1’s new companies appear legitimate
8 and to organize stock promotions.

9 68. On November 20, 2017, Coldicutt incorporated Issuer A in Wyoming.

10 69. The Associate, unbeknownst to Coldicutt, was a cooperating witness.

11 70. From that point in time, the Associate became Coldicutt’s main point of
12 contact regarding Issuer A.

13 71. In or about May 10, 2019, Coldicutt recommended to the Associate an
14 audit firm (“Audit Firm C”), to serve as the outside auditor for Issuer A.

15 72. Coldicutt explained to the Associate that Audit Firm C had experience
16 with microcap issuers, but did not audit so many microcap firms that it might arouse
17 regulatory suspicion.

18 73. Coldicutt explained to the Associate that if the audit fee for Issuer A was
19 too low, that could arouse regulatory suspicion.

20 74. During the same call, Coldicutt suggested to the Associate that the
21 Puppet update his social media profile.

22 75. Coldicutt stated he had done some internet searches on the Puppet and
23 found very little information.

24 76. Coldicutt told the Associate that most people have a biographical profile
25 on social media, and the lack of one for the Puppet “looked strange.”

26 77. Coldicutt recommended that the Puppet’s profile go back five years and
27 that it should show him “doing something.”

28 78. The Associate later told Coldicutt that the Puppet had created a social

1 media profile, per his suggestion.

2 79. In or about January 19, 2018, the Fund Managers told Coldicutt that a
3 stock promoter with whom they had met was leery of working with Coldicutt, due to
4 the SEC subpoena enforcement actions against him.

5 80. On May 20, 2019, Coldicutt emailed the Puppet and the Associate,
6 attaching an engagement letter for another attorney (“Attorney D”) who would
7 provide the opinion letter for Issuer A’s Form S-1, instead of Coldicutt providing it.

8 81. In an email dated June 5, 2019 from Coldicutt to Audit Firm C, Issuer
9 A’s bookkeeper, and the Puppet, Coldicutt falsely stated that changing attorneys had
10 been the Puppet’s idea.

11 82. Coldicutt however continued to perform legal work for Issuer A.

12 83. In conversations with the Associate between at least May 15, 2019 and
13 July 30, 2019, the Associate reiterated to Coldicutt that the Fund Managers intended
14 to rebrand Issuer A as a cannabis company and then run a promotional campaign in
15 order to sell its shares at a profit.

16 84. The Associate also told Coldicutt he was working on other similar deals
17 with the Fund Manager, which Coldicutt said he would be interested in working on.

18 **F. Coldicutt Prepares and Files with the SEC Issuer A’s Materially**
19 **False and Misleading Registration Statement and Amendments**
20 **thereto**

21 85. Coldicutt had begun to prepare Issuer A’s draft Form S-1 as early as
22 October 2017.

23 86. On or about May 10, 2019, Coldicutt sent the draft S-1 by email for
24 review by Issuer A’s auditor, bookkeeper, and the Puppet.

25 87. On June 17, 2019, Coldicutt filed Issuer A’s initial Form S-1 with the
26 SEC.

27 88. Between June and August, 2019, Coldicutt, on behalf of Issuer A,
28 subsequently responded to several comments on the S-1 from the SEC’s Division of

1 Corporation Finance.

2 89. Coldicutt prepared and filed Issuer A's amended Forms S-1 on July 25,
3 August 5, and August 27, 2019.

4 90. The Issuer A Form S-1 went effective on September 11, 2019.

5 91. The Issuer A Form S-1 was materially false and misleading in several
6 aspects, and gave the false impression that Issuer A was an actual fruit harvesting and
7 distribution business, whereas it was a sham company.

8 **a. Misstatements regarding Issuer A's business**

9 92. The Issuer A Form S-1 characterized Issuer A as a development stage
10 company that would go into the fruit harvesting and distribution industry.

11 93. In reality, Coldicutt had simply made up the company.

12 94. Coldicutt had been told, by the time he prepared the Form S-1, that the
13 Fund Managers' actual plan for Issuer A's business was to convert it into a cannabis
14 company and carry out a stock promotion campaign.

15 95. Coldicutt knew, or was reckless or negligent in not knowing, that the
16 description of the business plan in Issuer A's Form S-1 was false and misleading.

17 96. It would have been important to a reasonable investor to know the true
18 nature of the business that they were investing in and thus important for them to
19 know that Issuer A's actual intended business was to eventually be a cannabis
20 company that would be subject to a stock promotion campaign.

21 **b. Deceptive sham form agreements**

22 97. The Issuer A Form S-1 had, as attachments, purported form agreements
23 with third parties, for the fruit harvesting and distribution business.

24 98. Coldicutt created the sham form agreements.

25 99. One of the sham agreements purported to be between Issuer A and a
26 homeowner, to allow the company to harvest the latter's surplus fruit.

27 100. The other sham agreement purported to be between Issuer A and a fruit
28 picker.

1 101. The form agreements deceptive, because, they gave the impression that
2 Issuer A was focused upon developing as a fruit harvesting and distribution business,
3 even though, and as Coldicutt had been told, the Fund Managers planned to rebrand
4 Issuer A as a cannabis company.

5 102. Coldicutt knew, or was reckless or negligent in not knowing, that the
6 form agreements were deceptive.

7 103. It would have been important to a reasonable investor to know that the
8 agreements did not reflect actual intended business operations of Issuer A.

9 **c. Undisclosed control person/promoter**

10 104. The Issuer A Form S-1 stated that the Puppet was Issuer A's sole
11 officer, director, promoter, and control person.

12 105. The Fund Managers were not mentioned in the S-1.

13 106. Coldicutt knew the Fund Managers were in control of both Issuer A and
14 the Puppet.

15 107. The identification of solely the Puppet as Issuer A's control person and
16 promoter was false and misleading, given Fund Manager 1's control of the company.

17 108. Coldicutt knew, or was reckless or negligent in not knowing, that the
18 Form S-1 was false or misleading in its description of Issuer A's control
19 persons/promoters.

20 109. It would have been important to a reasonable investor to know who was
21 running the company in which they were considering an investment and thus that
22 Issuer A was actually controlled/promoted by the Fund Managers rather than the
23 Puppet.

24 **d. Misleading statements re: funding by the Puppet**

25 110. The Issuer A Form S-1 stated that in 2017, the Puppet provided Issuer A
26 \$5,000 in initial funding for 5 million shares of its common stock.

27 111. This description of Issuer A's funding was false.

28 112. In reality, Coldicutt recharacterized the \$5,000 retainer that he had

1 received from Fund Manager 1 on behalf of the Fund as funding by the Puppet.

2 113. Contrary to the statement in the S-1, the Puppet did not provide any
3 initial funding to Issuer A.

4 114. Coldicutt knew, or was reckless or negligent in not knowing, that the
5 Puppet had not provided the \$5,000 referenced in the Form S-1.

6 115. It would have been important to a reasonable investor to know that
7 Issuer A's undisclosed control persons/promoters had actually provided it the \$5,000
8 referenced, rather than its disclosed CEO.

9 **e. Misleading statements re: funding from Consulting Company B**

10 116. The Issuer A Form S-1 stated that, from November 20, 2017 to May 20,
11 2019, Consulting Company B had provided \$29,000 in funding to Issuer A, in return
12 for promissory notes.

13 117. The statement regarding Issuer A's receipt of funding from Consulting
14 Company B was false and misleading.

15 118. Coldicutt had been told that Consulting Company B was merely a front
16 for Fund Manager 1's financing of the company.

17 119. Coldicutt knew, or was reckless or negligent in not knowing, that the
18 description of the source of Issuer A's startup funding from Consulting Company B
19 was false and misleading.

20 120. It would have been important to investors to know that Issuer A's actual
21 startup funding came from its undisclosed control persons/promoters.

22 **f. Concealment of Coldicutt's identity**

23 121. Issuer A's Form S-1 included an attorney opinion letter concluding that
24 the shares to be issued in the offering were validly issued, fully paid, and non-
25 assessable.

26 122. Attorney D signed the opinion letter.

27 123. Coldicutt had Attorney D sign the opinion letter in order to hide
28 Coldicutt's name from Issuer A's Form S-1 filed with the SEC.

1 124. Coldicutt wanted to keep his name out of the Form S-1 to avoid arousing
2 the SEC’s suspicion, since he was the subject of the two prior subpoena enforcement
3 applications.

4 **G. Coldicutt’s Receipt of Funds**

5 125. Coldicutt received at least \$39,500 for his role in Issuer A’s fraudulent
6 Form S-1.

7 126. First, Coldicutt received approximately \$37,000 in attorneys’ fees for
8 preparing the Issuer A Form S-1 and reviewing and answering follow-up questions
9 from the SEC.

10 127. This included, among other fees paid to him, Coldicutt’s \$5,000 retainer
11 and the \$5,000 received from Consulting Company B.

12 128. Second, Coldicutt received a bonus or “progress payment” from the
13 Associate, which was paid by Fund Manager 1, and which was tied to the filing of
14 Issuer A’s Form S-1.

15 129. On or about May 15, 2019, the Associate told Coldicutt that Fund
16 Manager 1 was going to pay him \$100,000, once Issuer A’s registration statement
17 was declared effective and its stock received a trading symbol.

18 130. The Associate also stated to Coldicutt that he was going to try to get
19 progress payments from Fund Manager 1, so he could receive some of the money as
20 soon as Issuer A’s registration was filed, and some when it went effective.

21 131. The Associate offered to share a portion of the progress payments with
22 Coldicutt.

23 132. On or about June 28, 2019, approximately one week after Issuer A’s
24 initial Form S-1 was filed with the SEC, Coldicutt received \$2,500 from the
25 Associate, half of the first such progress payment.

1 **FIRST CLAIM FOR RELIEF**

2 **Fraud in the Offer or Sale of Securities**

3 **Violations of Sections 17(a)(1) and (3) of the Securities Act**

4 133. The SEC realleges and incorporates by reference paragraphs 1 through
5 132 above.

6 134. Defendant Coldicutt, a securities attorney, intentionally created a
7 fictitious company with a sham business plan and fake form agreements; prepared
8 and filed with the SEC its Form S-1 registration statement and amendments thereto,
9 which concealed the issuer's true control, business nature and source of funding; and
10 hid his role in the offering, while undertaking other deceptive acts to buttress the
11 company's purported legitimacy and avoid arousing regulatory suspicion.

12 135. By engaging in the conduct described above, Defendant Coldicutt,
13 directly or indirectly, in the offer or sale of securities, and by the use of means or
14 instruments of transportation or communication in interstate commerce or by use of
15 the mails directly or indirectly: (a) employed devices, schemes, or artifices to
16 defraud; and (b) engaged in transactions, practices, or courses of business which
17 operated or would operate as a fraud or deceit upon the purchaser.

18 136. Defendant Coldicutt, with scienter, employed devices, schemes and
19 artifices to defraud; and, with scienter or negligence, engaged in transactions,
20 practices, or courses of business which operated or would operate as a fraud or deceit
21 upon the purchaser.

22 137. By engaging in the conduct described above, Defendant Coldicutt
23 violated, and unless restrained and enjoined will continue to violate, Sections 17(a)(1)
24 and 17(a)(3) of the Securities Act, 15 U.S.C. §§ 77q(a)(1), 77q(a)(3).

25 **SECOND CLAIM FOR RELIEF**

26 **Fraud in the Offer or Sale of Securities**

27 **Violations of Section 17(a)(2) of the Securities Act**

28 138. The SEC realleges and incorporates by reference paragraphs 1 through

1 132 above.

2 139. Defendant Coldicutt, a securities attorney, obtained money by means of
3 materially misleading statements in Issuer A's Form S-1 registration statements and
4 the amendments thereto. The registration statement falsely portrayed the company's
5 business; its true control and sources of funding; fictitious form agreements for its
6 business operations; and it omitted Coldicutt's role as the company's securities
7 attorney. As a result of his conduct, Coldicutt obtained attorneys fees and a bonus
8 payment.

9 140. By engaging in the conduct described above, Defendant Coldicutt,
10 directly or indirectly, in the offer or sale of securities, and by the use of means or
11 instruments of transportation or communication in interstate commerce or by use of
12 the mails directly or indirectly: (b) obtained money or property by means of untrue
13 statements of a material fact or by omitting to state a material fact necessary in order
14 to make the statements made, in light of the circumstances under which they were
15 made, not misleading.

16 141. Defendant Coldicutt, with scienter or negligence, obtained money or
17 property by means of untrue statements of a material fact or by omitting to state a
18 material fact necessary in order to make the statements made, in light of the
19 circumstances under which they were made, not misleading.

20 142. By engaging in the conduct described above, Defendant Coldicutt
21 violated, and unless restrained and enjoined will continue to violate, Section 17(a)(2)
22 of the Securities Act, 15 U.S.C. § 77q(a)(2).

23 **PRAYER FOR RELIEF**

24 WHEREFORE, the SEC respectfully requests that the Court:

25 **I.**

26 Issue findings of fact and conclusions of law that Defendant committed the
27 alleged violations.
28

1 **II.**

2 Issue a judgment, in a form consistent with Rule 65(d) of the Federal Rules of
3 Civil Procedure, permanently enjoining Defendant, and his officers, agents, servants,
4 employees and attorneys, and those persons in active concert or participation with
5 any of them, who receive actual notice of the judgment by personal service or
6 otherwise, and each of them, from violating Section 17(a) of the Securities Act [15
7 U.S.C. §77q(a)].

8 **III.**

9 Issue a judgment, in a form consistent with Rule 65(d) of the Federal Rules of
10 Civil Procedure, permanently enjoining Defendant, and his officers, agents, servants,
11 employees and attorneys, and those persons in active concert or participation with
12 any of them, who receive actual notice of the judgment by personal service or
13 otherwise, and each of them, from directly or indirectly providing, or receiving
14 compensation from the provision of, professional legal services to any person or
15 entity in connection with the offer or sale of securities by means of a registration
16 statement, prospectus, offering circular, or private placement memorandum,
17 including, without limitation, preparing or issuing any opinion letter relating to such
18 offer or sale.

19 **IV.**

20 Order Defendant to pay a civil penalty under Section 20(d) of the Securities
21 Act [15 U.S.C. § 77t(d)].

22 **V.**

23 Bar Defendant from participating in any offering of a penny stock, including:
24 acting as a promoter, finder, consultant, agent or other person who engages in
25 activities with a broker, dealer or issuer for purposes of the issuance or trading in any
26 penny stock, or inducing or attempting to induce the purchase or sale of any penny
27 stock under Section 20(g) of the Securities Act [15 U.S.C. § 77t(g)].
28

1 **VI.**

2 Retain jurisdiction of this action in accordance with the principles of equity and
3 the Federal Rules of Civil Procedure in order to implement and carry out the terms of
4 all orders and decrees that may be entered, or to entertain any suitable application or
5 motion for additional relief within the jurisdiction of this Court.

6 **VII.**

7 Grant such other and further relief as this Court may determine to be just and
8 necessary.

9 Dated: March 1, 2022

10 */s/ Amy Jane Longo*

11 _____
12 Amy Jane Longo
13 Roberto A. Tercero
14 Attorneys for Plaintiff
15 Securities and Exchange Commission
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