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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

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