

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF TEXAS  
SHERMAN DIVISION**

**SECURITIES AND EXCHANGE COMMISSION,**

Plaintiff,

v.

**THOMAS D. COLDICUTT, JR.,  
ELIZABETH L. COLDICUTT,  
ROBERT C. WEAVER, JR.,  
CHRISTOPHER C. GREENWOOD,  
LINDA S. FARRELL, and  
SUSANA GOMEZ,**

Defendants,

Civil Action No.

4:12-CV-00505

**COMPLAINT**

Plaintiff Securities and Exchange Commission (“Commission”) alleges:

**SUMMARY OF THE ACTION**

1. Between 2006 and 2011, married Defendants Tom and Elizabeth Coldicutt (collectively, “Coldicutts”) orchestrated and controlled a scheme to create, register, and sell public shell companies while concealing their involvement from the Commission and the investing public.

2. Working through trusted nominee officers and directors, the Coldicutts directed the incorporation of 15 purported mining companies (“Coldicutt Companies”) primarily in Southern California where they live and work, as well as in Oregon, Arizona, Idaho and the United Kingdom. None of the Coldicutt Companies engaged in substantive mining operations. Nor did the Coldicutts intend that they ever engage in any actual mining.

3. After the Coldicutt Companies were incorporated by, among others, Linda Farrell,

Christopher Greenwood, and Robert Weaver, the Coldicutt often provided funding to capitalize and take the companies public, provided funding for investors to purchase shares in registered offerings, and also directed the nominees in obtaining OTC Bulletin Board listing, filing periodic and annual reports with the Commission, and ultimately selling the Coldicutt Companies. The Coldicutt realized nearly \$5,000,000 in profits from these transactions.

4. Although Farrell, Gomez, Greenwood, and Weaver, among others, were to run the public Coldicutt Companies, none of them had any experience in the mining industry, and only Weaver had prior experience in the securities industry. Without their participation in the Coldicutt's fraudulent scheme, however, the scheme would have failed.

5. In addition to their service as corporate nominees willing to cloak the Coldicutt's control over the Coldicutt Companies, Greenwood and Weaver appropriated the Coldicutt's blueprint to form, take public, and sell shell companies of their own.

#### **JURISDICTION AND VENUE**

6. The Commission brings this action under the authority conferred upon it by Section 20(b) of the Securities Act of 1933 [15 U.S.C. § 77t(b)] ("Securities Act") and Section 21(d) of the Securities Exchange Act of 1934 [15 U.S.C. § 78u(d)] ("Exchange Act"). The Commission seeks the imposition of civil penalties pursuant to Section 21A of the Exchange Act [15 U.S.C. § 78u-1].

7. This Court has jurisdiction over this action under Section 22 (a) of the Securities Act [15 U.S.C. § 77v(a)] and Section 27 of the Exchange Act [15 U.S.C. § 78aa]. Defendants have, directly and indirectly, made use of the means or instrumentalities of interstate commerce and/or the mails in connection with the transactions described in this Complaint.

8. Venue is proper under Section 22(a) of the Securities Act [15 U.S.C. § 77v(a)]

and Section 27 of the Exchange Act [15 U.S.C. § 78aa], because transactions, acts, practices and courses of business described below occurred within this judicial district. In particular, Defendants utilized the services of Signature Stock Transfer, Inc., a registered stock transfer agent, located at all relevant times in Collin County, Texas, and directed it to issue, transfer or cancel certificates of stock in the Coldicutt Companies.

### **DEFENDANTS**

9. Thomas Davis Coldicutt, Jr. (“Tom Coldicutt”) is a 68 year old Canadian citizen and resident of Rancho Mirage, California. He is married to Defendant Elizabeth Lynelle Coldicutt. He asserted his Fifth Amendment privilege against self-incrimination and declined to testify in the Commission’s investigation.

10. Elizabeth Lynelle Coldicutt (“Elizabeth Coldicutt”) is a 63 year old resident of Rancho Mirage, California. She is married to Tom Coldicutt and, like her husband, asserted the Fifth Amendment privilege against self-incrimination and declined to testify in the Commission’s investigation.

11. Robert C. Weaver, Jr. (“Weaver”) is a 68 year old resident of San Diego, California. Weaver is licensed to practice law in the State of California, and is a close friend and business associate of Tom Coldicutt.

12. Christopher C. Greenwood is a 33 year old resident of San Diego California. He is Elizabeth Coldicutt’s son and Tom Coldicutt’s stepson.

13. Linda S. Farrell is a 50 year old resident of Indio, California. She has worked for Tom Coldicutt since 2000.

14. Susana Gomez is a 48 year old resident of Chula Vista, California who worked, or works, as a part-time housekeeper and caterer for the Coldicutts.

## FACTS

### **A. The Coldicutts Have Prior Experience In The Securities Industry And Were Previously Permanently Enjoined From Violating The Federal Securities Laws.**

15. The Coldicutts each worked in the securities industry years before they concocted the scheme at issue in this action.

16. In December 1985, while Tom Coldicutt was working as the branch manager of Osler Wills Bickle Limited's Vancouver office, the Vancouver Stock Exchange suspended his license for five years based on, among other things, his unauthorized acceptance of third-party orders for trades in client accounts and for permitting unregistered representatives to deal directly with clients.

17. Tom Coldicutt was later employed, between 1991 and 1994, as a principal of registered broker dealer Burnett, Grey & Co., during which time he held Series 7, 24, 27, and 63 licenses.

18. Between 1987 and 1993, Elizabeth Coldicutt worked as a registered representative associated with FCN Financial Services, Inc. and Burnett Grey & Co., the latter of which she was also President and majority owner, and held Series 7, 24, 27 and 63 licenses.

19. Through their work at Burnett Grey & Co. and FCN, the Coldicutts became involved in marketing and trading unregistered stock of a sham corporation. Consequently, in 1992 the Southern District of California permanently enjoined both Coldicutts, by default, from further violations Sections 5(a) and 5(c) of the Securities Act based on their roles in the market manipulation scheme.

20. In 2001, the Ninth Circuit upheld the Southern District of California's refusal to dissolve the injunction against Elizabeth Coldicutt, who claimed that she was no longer a licensed securities broker and that there existed "simply no danger" that she would violate the

injunction in the future or return to the securities industry.

**B. The Coldicutts Returned To The Securities Industry In 2007 With A Scheme To Form, Register, And Sell Public Shell Companies Without Disclosing Their Role To The Public Or The Commission.**

21. After being permanently enjoined from violating Sections 5(a) and 5(c) of the Securities Act, the Coldicutts purportedly went on to work in other fields.

22. But as former brokers, the Coldicutts were familiar with the federal securities laws and the process for taking a company through the registration process with the Commission.

23. Thus, by 2006 the Coldicutts had returned to the securities industry to launch a fraudulent scheme of their own design, through which they directed the creation, registration, public offering, and ultimate sale of more than 15 public shell companies formed ostensibly to pursue mining but, in reality, were merely formed to be sold as clean shells for the benefit of the Coldicutts and their network of corporate nominees.

24. The Coldicutts followed a basic blueprint to accomplish their goals of creating and selling public shells without alerting the public or the Commission to the fact or extent of their involvement.

25. Together and separately, Tom Coldicutt and Elizabeth Coldicutt directly and knowingly violated the federal securities laws by:

- Hand selecting nominee officers and directors with no mining experience to operate the Coldicutt Companies;
- Providing necessary funds to capitalize the Coldicutt Companies;
- Providing the names of, introducing, and recommending geologists, bookkeepers, auditors, and attorneys to perform work on behalf of the Coldicutt Companies;
- Scouting and selling stock in the Coldicutt Companies to purported investors, and providing the funds for many, and in some cases all, investors to make their purchases of stock;

- Maintaining control of shares purchased in the Coldicutt Companies' public offerings;
- Reviewing Coldicutt Company Commission filings including registration statements and periodic reports;
- Directing the management of the Coldicutt Companies; and
- Marketing the Coldicutt Companies for sale, negotiating sales, and retaining the majority of sale proceeds, while at all relevant times knowingly and intentionally hiding these facts from the Commission and the public.

**C. Tom and Elizabeth Coldicutt Recruited Friends And Family To Fraudulently Form, Offer And Sell Shares In, And Sell Public Shell Companies Such As Mesquite Mining, Inc.**

26. The Coldicutts repeatedly employed the same process to direct or assist the formation, registration, and ultimate sale of 15 public companies. One such company, Mesquite Mining, Inc. ("Mesquite"), illustrates their process.

27. Mesquite was incorporated in October 2007 by a personal friend of Elizabeth Coldicutt ("Mesquite Nominee"), acting under Elizabeth Coldicutt's direction and control. Mesquite's bylaws are substantially similar to the bylaws of other, previously formed Coldicutt Companies.

28. Elizabeth Coldicutt provided \$15,000 to the Mesquite Nominee to capitalize the company and purchase Mesquite stock. Elizabeth Coldicutt provided the money through her company, White Castle Productions, Inc. ("White Castle").

29. White Castle purports to be a film production company but is actually a mere conduit through which Elizabeth Coldicutt provided money to the Coldicutt Companies' nominee officers, directors, and shareholders and, in turn, received proceeds from the ultimate sales of the clean public shells.

30. Mesquite filed a Form S-1 registration statement with the Commission on

February 21, 2008, to offer one million shares of stock at a price of \$0.025 per share, seeking to raise up to \$25,000.

31. Mesquite's Form S-1 is nearly identical to registration statements filed by other Coldicutt Companies, and makes no mention of Elizabeth Coldicutt's participation, involvement, funding, or control over the company.

32. Rather, the Form S-1 declares the Mesquite Nominee the company's sole officer and director, and describes Mesquite as an exploration stage company formed to pursue a mining opportunity in Nevada. In fact, the company was formed purely to exist as a public shell to be sold for the benefit of the Coldicutts, other Defendants, and their network of friends and family. Importantly, the Mesquite Nominee had no experience in the fields of mining or mineral exploration and no knowledge about how to form or run a public company.

33. Mesquite's Form S-1 goes on to claim that the Mesquite Nominee's own purchase of common stock for \$15,000 provided the company's initial funding. In fact, as alleged above, Elizabeth Coldicutt provided \$15,000 to the Mesquite Nominee for the purpose of incorporating and funding Mesquite.

34. The Mesquite Nominee obtained a mining claim and engaged a geologist, both recommended by Elizabeth Coldicutt, to prepare a geologic report opining on the merits and mining prospects of the subject claim. Mesquite's geologist, Mr. Lawrence Sookochoff, is listed as the sole geologic expert in filings by several other Coldicutt Companies, all of which abandoned mining after their public offerings and were ultimately sold as public shells.

35. Mesquite's Form S-1 went effective on March 14, 2008. The public offering raised \$25,000 from 25 shareholders, including 17 shareholders located in Tijuana, Mexico.

36. Despite Mesquite's Form S-1 representing that the Mesquite Nominee would

market and sell the company's shares, she did not know or solicit a single shareholder. Rather, the Coldicutt and Defendant Gomez supplied all of Mesquite's investors. And, notably, the Coldicutt provided the funds by which each of Mesquite's investors purchased stock in the company.

37. Stock certificates were not delivered to shareholders, but were instead sent to Claridge & Associates LLC ("Claridge"), a financial consulting company owned and operated by Tom Coldicutt.

38. Mesquite went on to file materially false and misleading Forms 10-Q with the Commission on April 29, 2008, August 6, 2008, October 21, 2008 and May 11, 2009, as well as a materially false and misleading Form 10-K on March 4, 2009 ("Periodic Reports").

39. While the Mesquite Nominee signed and certified each of Mesquite's Periodic Reports, the Coldicutt directed their preparation, or helped prepare and review them before they were filed with the Commission.

40. As was the case with all other Coldicutt Companies, Mesquite's Periodic Reports failed to disclose the fact or extent of the Coldicutt's involvement with, and control over, the company, and also misrepresented the company's business purpose and source of funding.

41. Mesquite even went so far as to falsely claim in its October 21, 2008 Form 10-Q that it was "currently conducting mineral exploration activities on the [mining claim] in order to assess whether it contains any commercially exploitable mineral reserves," and was "in discussions with the geologist on his findings and recommendations" even though geologist Lawrence Sookochoff had already advised the company that he could not recommend further exploration of the claim.

42. Like all other Coldicutt Companies, Mesquite abandoned its alleged pursuit of



mining opportunities.

43. In June 2009, Tom Coldicutt negotiated an agreement to sell one million shares of Mesquite Mining stock and accompanying stock powers for \$225,000, from which Claridge – Tom Coldicutt’s company – received \$233,435. Claridge then paid \$33,750 to the Mesquite Nominee and \$57,517 to White Castle – Elizabeth Coldicutt’s company.

44. Mesquite’s investors received minimal or no proceeds from the sale, a universal pattern across all Coldicutt Companies. Investors who did receive a portion of the sale proceeds received only a nominal amount bearing no relation to their purported investment in the company.

**D. Weaver, Greenwood, Farrell, and Gomez Provided Substantial Assistance In Carrying On The Fraud.**

45. Intending to conceal their role in the formation, funding, management, and sale of the Coldicutt Companies, it was critical that the Coldicutts secure the assistance of trusted nominee officers and directors willing to serve as straw men.

**1. Robert Weaver provided substantial assistance, including legal advice, to the Coldicutt Companies.**

46. Robert Weaver is a California-licensed lawyer who has been practicing law for nearly 30 years and has known Tom Coldicutt for 20 years, during which time he has held himself out to the public as an associate of Claridge – Tom Coldicutt’s company.

47. At all relevant times, Robert Weaver knew the Coldicutts intended to form, register, market and later sell public shell companies with the aid of nominee officers and directors, and he provided substantial assistance to help them do so.

48. To advance the Coldicutts’ scheme, Weaver authored opinion letters, served as securities counsel, helped prepare and review reports filed with the Commission, or acted as

escrow agent for the sale of certain Coldicutt Companies.

49. Each of these Coldicutt Companies purported to be formed to pursue mining claims but failed to engage in any substantive mining or exploration activities. They all abandoned mining after conducting registered offerings of their stock, and were ultimately sold to third parties.

50. In addition to providing substantial assistance to the Coldicutts, Weaver himself created, marketed, and sold several shell companies ostensibly managed by his own friend and family corporate nominees.

51. Weaver incorporated Centaurus Resources Corp. (“Centaurus”) in July 2007. He acted as Centaurus’s sole officer and director and funded the company with \$15,000.

52. In September 2007, Centaurus filed Form SB-2 with the Commission to register the public offer and sale of its stock. The registration statement mimicked those of other Coldicutt Companies and claimed that Centaurus was a mining exploration company even though Weaver had no prior mining experience.

53. Twenty-nine investors, including 11 Mexican investors provided by Defendant Gomez, purchased all of Centaurus’s offered shares. At least some of the 40 investors purchased shares with money loaned by Defendants. None of the investors received stock certificates.

54. Between December 28, 2007 and April 3, 2009, Weaver signed and certified, on behalf of Centaurus, two Forms 10-QSB, three Forms 10-Q, and one Form 10-K that were filed with the Commission. Each filing materially misrepresented or omitted facts about the company’s intentions to pursue mining, the source of monies used to purchase shares in the public offering, and the fact and extent of involvement and control by the Coldicutts.

55. Centaurus never engaged in substantive mining activities. Rather, Tom Coldicutt

negotiated a May 2009 sale of the company for \$225,000. Out of those sale proceeds, the Coldicutt received \$144,074 through Claridge and White Castle and Weaver received \$74,295. American investors received a small percentage of the sale proceeds. Centaurus's 11 Mexican investors appear to have received nothing.

**2. Linda Farrell participated in nearly all aspects of the Coldicutt's scheme.**

56. Farrell has worked for Tom Coldicutt since 2000, and since 2002 has worked as Claridge's administrative assistant and office manager. Farrell helped Tom Coldicutt create, register, and sell most of the Coldicutt Companies, despite her lack of experience in the mining or securities industries.

57. In furtherance of the Coldicutt's scheme, Farrell:

- prepared checks that were used to provide funds to incorporate Coldicutt Companies and to purchase publicly offered shares;
- purchased and filled out money orders for new investors to purchase stock in registered offerings;
- coordinated the preparation of subscription agreements, registration documents, and periodic reports for the Coldicutt Companies, despite her lack of knowledge about the Commission's registration or reporting requirements;
- gathered stock certificates which she delivered to Claridge rather than to shareholders;
- Recruited family and friends to serve as nominee officers and directors;
- Communicated with transfer agents; and
- Assisted Tom Coldicutt in selling the Coldicutt Companies.

58. In addition, Farrell agreed to serve as the corporate nominee of Rite Time Mining, Inc. ("Rite Time"), a Coldicutt Company.

59. Working under Tom Coldicutt's direction, Farrell incorporated Rite Time in May

2006, and on February 2007 filed with the Commission a Form SB-2 registration statement seeking to register the public offer and sale of 1.25 Million shares for up to \$25,000.

60. Rite Time's registration statement, articles of incorporation and bylaws mimicked those of other Coldicutt Companies. Rite Time's registration statement claimed that Farrell was its sole officer and director, that she provided all of the company's capital, that the company intended to develop a mining claim, and that Farrell would market and sell the company's shares in the public offering. As with Mesquite and the other Coldicutt Companies, these statements were materially misleading.

61. Farrell signed and certified four Forms 10-QSB for Rite Time, which were filed with the Commission on April 23, 2007, July 17, 2007, October 3, 2007, and March 28, 2008, all of which were materially false and misleading insofar as they misrepresented the source of the company's funding, the funding of its shareholders' own investments, the stated business plan, and the control exerted by the Coldicutts.

62. In reality, the Coldicutts and Farrell intended to create and sell a public shell, intentionally omitted any reference to the Coldicutts throughout all Commission filings, and Tom Coldicutt – acting through Claridge – provided all of the funds to form and capitalize Rite Time and from which all of its 27 investors purchased company stock.

63. Rite Time abruptly and without explanation changed its name to Federal Sports & Entertainment, Inc. in April 2008 and then, in its July 14, 2008 Form 10-QSB, announced it would abandon its plan to pursue mining opportunities after receiving a single geologic report from James McLeod, a geologist paid for and recommended by Claridge and Tom Coldicutt.

64. Like Sookochoff, McLeod was regularly engaged to provide geologic reports concerning the Coldicutt Companies' mining claims. Of the 47 issuers for whom McLeod has

been listed as a geologist in Commission filings, including the Coldicutt Companies, none has operated a successful mining venture.

65. McLeod concluded that Rite Time should not pursue its Nevada mining claim. Upon learning of his conclusions, Farrell obtained Tom Coldicutt's help in selling Rite Time.

66. Tom Coldicutt negotiated the sale of Rite Time for \$375,000 in in September 2008. Claridge – Tom Coldicutt's company – received \$371,235 in sale proceeds, from which it paid Farrell \$27,500. Each of Rite Time's purported 27 investors, all of whom invested with money provided by Claridge, received a meager \$250 from the proceeds of the sale – bearing no relation to each investor's stake of shares held in the company – for a total investor distribution of \$6,750.

67. In addition to serving as Claridge's administrative assistant and office manager and Rite Time's nominee director, Farrell also provided substantial assistance to the Coldicutt's scheme by recruiting her sister and friend to serve as nominee officers and directors of Laredo Mining, Inc. and Wolfe Creek Mining, Inc., both Coldicutt Companies.

68. Like all other Coldicutt Companies, Tom Coldicutt directed the formation and registration of these entities, funded them and their investors, and utilized the nominees' assistance in filing with the Commission materially false and misleading Forms 10-Q and 10-Q/A that omitted material facts concerning the Coldicutt's involvement, the source of company funds, and the company's business plan. Ultimately, Tom Coldicutt negotiated the sale of both companies, with Claridge and White Castle receiving a majority of the proceeds while also paying off the nominees and distributing a meager sum to investors, which distributions bore no relation to the size of their purported investment in the company.

**3. Elizabeth Coldicutt's son, Christopher Greenwood, also provided meaningful assistance in carrying out the fraud.**

69. Christopher Greenwood, Elizabeth Coldicutt's son from a prior marriage, is a self-employed bookkeeper with no mining experience.

70. Greenwood provided bookkeeping services for several Coldicutt Companies.

71. Greenwood is also part owner of Greenwood Capital LLC, which received and distributed proceeds from the sales of Coldicutt Companies including Las Rocas Mining Corp. and Red Sun Mining, Inc.

72. Greenwood also furthered the Coldicutts' scheme by recruiting a friend to serve as a nominee officer and director for Red Sun Mining, Inc., a Coldicutt Company that employed the Coldicutts' blueprint through to the ultimate sale of the company in July 2009.

73. Recognizing its value and success, Greenwood appropriated the Coldicutt blueprint for his own benefit when he incorporated Las Rocas Mining, Inc. ("Las Rocas") in September 2006. Greenwood was Las Rocas's sole officer and director, and purchased two million shares for \$5,000 to capitalize the company.

74. In March 2007, Greenwood filed a Form SB-2 to register the public offer and sale of one million shares of Las Rocas stock for up to \$25,000, and completed the offering by June 2007 after selling all of the shares to 25 of Elizabeth Coldicutt's friends and family who invested with money provided to them by Elizabeth Coldicutt.

75. Between July 10, 2007 and January 14, 2008, Greenwood signed and certified four Forms 10-QSB for Las Rocas, all of which materially misrepresented or omitted facts including that Elizabeth Coldicutt provided the funds used to purchase shares in the registered offering, the true purpose behind the company's formation, and the control exercised by the Coldicutts.

76. In September 2007, even before receiving a geologic report covering Las Rocas's mining claim, Greenwood asked Tom Coldicutt to find a buyer for the company, which was sold the following month for \$760,000. Once again, this was great news for Defendants but bad news for investors. The Coldicutts received more than \$615,000 from the sale – through Claridge and White Castle – and Greenwood received more than \$100,000.

**4. Susana Gomez furthered the fraud by, among other things, providing more than 200 nominee investors to at least 12 Coldicutt Companies.**

77. Susana Gomez met the Coldicutts more than 15 years ago, while working for them as a caterer and part-time housekeeper. Beyond her work for the Coldicutt Companies, Gomez has no experience in the mining or securities fields.

78. Gomez provided at least 12 Coldicutt Companies the names of more than 200 investors, all of whom live in Tijuana, Mexico (“Mexican Investors”).

79. For instance, Gomez provided the names of all of the investors for Bomps Mining, Inc., Mondas Minerals Corp., Saguaro Resources, Inc. and Wilson Creek Mining Corp., all Coldicutt Companies. She provided the names of some of the investors for other Coldicutt Companies such as Centaurus Resources Corp., Green Star Mining, Inc., Mesquite, Red Sun Mining, Inc., Sienna Resources, Inc., Wolfe Creek Mining, Inc. and Wollemi Mining Corporation.

80. The Coldicutts advanced funds for the Mexican Investors' purchase of shares offered by the Coldicutt Companies, and Gomez sometimes used those funds to purchase money orders in the United States for some of the Mexican Investors.

81. In addition to scouting investors for the Coldicutts, Gomez agreed to serve as the sole officer and director of Wollemi Mining Corp. when Tom Coldicutt's son resigned from that role in or about September 2008.

82. Between October 27, 2008 and August 11, 2009, Gomez signed, certified, and filed with the Commission three Forms 10-Q and one Form 10-K on behalf of Wollemi. Each of these filings contained materially false and misleading statements and omissions regarding the company's business purpose, source of funding, and the Coldicutt's involvement.

83. Tom Coldicutt negotiated the sale of Wollemi for \$225,000 in October 2009, despite Wollemi's claim in a March 12, 2009 Form 10-K that initial geologic exploration results had been promising and that the company was reviewing its geologist's recommendation to pursue further exploration. From the sale proceeds, Claridge received \$190,000 and Weaver received \$32,393. While some American investors received meager distributions unrelated to their purported investment, none of the Mexican Investors received payments.

84. In exchange for her myriad services, Claridge, White Castle, and Weaver paid Gomez a total of \$54,550 between November 2007 and October 2010.

85. In summary, since 2007, the Coldicutt's, along with Weaver, Farrell, Greenwood, Gomez and other friends, family, and acquaintances formed, funded, registered, offered and sold stock in, and ultimately sold 15 public shell companies, all of which claimed to be formed to pursue mining opportunities, none of which engaged in mining activities, and all of which were sold as public shell companies with little or no return to investors. Those companies are:

<b>Name of Coldicutt Company</b>	<b>Date of Formation</b>	<b>Date of Sale</b>	<b>Sale Price</b>
Las Rocas Mining, Inc.	09.29.06	10.15.07	\$760,000
Wilson Creek Mining Corp.	09.20.06	01.31.08	\$600,000
Rite Time Mining, Inc.	05.03.06	09.17.08	\$375,000
Wolfe Creek Mining, Inc.	06.26.07	01.14.09	\$275,000
Canusa Capital Corp.	12.27.06	04.28.09	\$225,000
Centaurus Resources, Corp.	07.23.07	05.11.09	\$225,000
Mesquite Mining, Inc.	10.23.07	07.27.09	\$225,000
Red Sun Mining, Inc.	06.28.07	07.30.09	\$210,000
Wollemi Mining, Inc.	10.09.07	10.20.09	\$225,000
Laredo Mining, Inc.	03.31.08	10.23.09	\$225,000



Sienna Resources Corp.	07.20.07	11.03.09	225,000
Green Star Mining Corp.	01.22.08	12.04.09	\$230,000
Bomps Mining, Inc.	07.16.08	03.25.10	\$325,000
Saguaro Resources, Inc.	10.29.08	12.29.10	\$375,000
Mondas Minerals Corp.	04.25.08	02.04.11	\$335,000
		<b>TOTAL</b>	<b>\$4,835,000</b>

**FIRST CLAIM FOR RELIEF**  
**Violations of Section 17(a) of the Securities Act**  
**(against Tom Coldicutt, Elizabeth Coldicutt, Farrell, Weaver, and Greenwood)**

86. The Commission realleges and incorporates by reference each and every allegation contained in Paragraphs 1 through 85.

87. Tom Coldicutt, Elizabeth Coldicutt, Farrell, Weaver and Greenwood, by engaging in the conduct described above, directly or indirectly, in the offer or sale of securities, by the use of the means or instruments of transportation or communication in interstate commerce or by the use of the mails:

- (a) with scienter, employed devices, schemes, or artifices to defraud;
- (b) obtained money or property by means of untrue statements of material facts or omissions to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading, and
- (c) engaged in transactions, practices, or courses of business which operate or would operate as a fraud or deceit upon the purchasers of such securities.

88. By reason of the foregoing, Defendants Tom Coldicutt, Elizabeth Coldicutt, Farrell, Weaver and Greenwood each violated Section 17(a) of the Securities Act [15 U.S.C. § 77q].

**SECOND CLAIM FOR RELIEF**  
**Violations of Section 10(b) of the Exchange Act  
and Rules 10b-5(a) and 10b-5(c) thereunder  
(against Tom Coldicutt and Elizabeth Coldicutt)**

89. The Commission realleges and incorporates by reference each and every allegation contained in Paragraphs 1 through 88.

90. Tom Coldicutt and Elizabeth Coldicutt, by engaging in the conduct described above, directly or indirectly, by use of the means and instrumentalities of interstate commerce, or of the mails, or of any facility of any national security exchange, in connection with the purchase or sale of securities, knowingly or recklessly:

- (a) employed devices, schemes, or artifices to defraud; and
- (b) engaged in acts, practices, or courses of business which operate or would operate as a fraud or deceit upon any person.

91. By reason of the foregoing, Defendants Tom Coldicutt and Elizabeth Coldicutt violated Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rules 10b-5(a) and 10b-5(c) thereunder [17 C.F.R. § 240.10b-5(a), (c)].

**THIRD CLAIM FOR RELIEF**  
**Violations of Section 10(b) of the Exchange Act and Rule 10b-5 thereunder  
(against Farrell, Weaver, and Greenwood)**

92. The Commission realleges and incorporates by reference each and every allegation contained in Paragraphs 1 through 91.

93. Farrell, Weaver, and Greenwood, directly or indirectly, by use of the means and instrumentalities of interstate commerce or the mails, or of the facilities of a national securities exchange, in connection with the purchase or sale of securities, knowingly or recklessly

- (a) employed devices, schemes, or artifices to defraud;

- (b) made an untrue statement of a material fact or omitted to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; and
- (c) engaged in acts, practices, or courses of business which operate or would operate as a fraud or deceit upon any person.

94. By reason of the foregoing, Defendants Farrell, Weaver, and Greenwood violated Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5].

**FOURTH CLAIM FOR RELIEF**  
**Violations of Section 10(b) of the Exchange Act and Rule 10b-5(b) thereunder**  
**(against Gomez)**

95. The Commission realleges and incorporates by reference each and every allegation contained in Paragraphs 1 through 94.

96. Gomez, directly or indirectly, by use of the means and instrumentalities of interstate commerce or the mails, or of the facilities of a national securities exchange, in connection with the purchase or sale of securities, knowingly or recklessly obtained money or property by means of, or otherwise made, untrue statements of material fact, or has omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.

97. Hence, Gomez violated Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5(b) thereunder [17 C.F.R. § 240.10b-5(b)].

**FIFTH CLAIM FOR RELIEF**  
**Control Person Liability, Under Section 20(a) of the Exchange Act,  
For Violations of Section 10(b) of the Exchange Act  
and Rule 10b-5 thereunder  
(against Tom Coldicutt and Elizabeth Coldicutt)**

98. The Commission realleges and incorporates by reference each and every allegation contained in Paragraphs 1 through 97.

99. By engaging in the conduct described above, Tom Coldicutt and Elizabeth Coldicutt violated Exchange Act Section 10(b) [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5].

100. At all relevant times, Tom Coldicutt and Elizabeth Coldicutt orchestrated, oversaw, and directed the operation of the Coldicutt Companies through their direct or indirect control of a network of trusted nominee officers that included Defendants Greenwood, Weaver, Farrell, and Gomez, and without ever disclosing the fact or extent of their involvement. Tom Coldicutt and Elizabeth Coldicutt funded the Coldicutt Companies and their investors, directed the nominee officers' formation and day to day management of the companies, and ultimately negotiated sales of the companies.

101. Hence, Tom Coldicutt and Elizabeth Coldicutt constitute "control persons" within the meaning of Section 20(a) of the Exchange Act [15 U.S.C. § 78t(a)] and, as such, are liable for Defendants Greenwood, Weaver, Farrell, and Gomez's violations of Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5].

**SIXTH CLAIM FOR RELIEF**  
**Aiding and Abetting Violations of Exchange Act Section 10(b) and Rule 10b-5 Thereunder  
(against all Defendants)**

102. The Commission realleges and incorporates by reference herein each and every allegation contained in Paragraphs 1 through 101.

103. Through the conduct described above, each and every of the Defendants substantially assisted one another's violations of Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5] by, among other things, participating in the drafting of false and misleading reports filed with the Commission and participating in the cloaking, secreting, and failure to disclose the fact and extent of Tom Coldicutt and Elizabeth Coldicutt's control of the Coldicutt Companies.

104. Defendants were aware that their conduct and the substantial assistance they provided one another in perpetrating the violations was improper.

105. Thus, Tom Coldicutt, Elizabeth Coldicutt, Linda Farrell, Robert Weaver, Christopher Greenwood, and Susana Gomez each aided and abetted one another's violations of Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5].

**SEVENTH CLAIM FOR RELIEF**

**Aiding and Abetting Violations of Exchange Act Section 15(d)  
and Rules 12b-20, 15d-1, and 15d-13 Thereunder  
(against Tom Coldicutt, Elizabeth Coldicutt, Farrell, Weaver, and Gomez)**

106. The Commission realleges and incorporates by reference each and every allegation contained in Paragraphs 1 through 105.

107. Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)] and Rules 15d-1 and 15d-13 require issuers to file annual and quarterly reports in conformity with the Commission's rules and regulations. Exchange Act Rule 15d-1 [17 C.F.R. § 240.15d-1] requires the filing of accurate annual reports and Exchange Act Rule 15d-13 [17 C.F.R. § 240.15d-13] requires the filing of accurate quarterly reports. Rule 12b-20 [17 C.F.R. § 240.12b-20] requires an issuer to include in its annual and quarterly reports material information as may be necessary to make the required statements, in light of the circumstances in which they were made, not misleading.

108. Tom Coldicutt, Elizabeth Coldicutt, Farrell, Weaver, and Gomez caused the Coldicutt Companies, discussed above, to file annual and quarterly reports with the Commission that failed to conform to the Commission's rules and regulations.

109. While they did not sign or certify any Coldicutt Companies' annual or periodic reports, Tom Coldicutt and Elizabeth Coldicutt knew that such reports were false and misleading and provided substantial assistance in the drafting, preparation, review, and filing of the reports, all while concealing the fact and extent of their own involvement in the formation, funding, day to day management, and ultimate sale of the Coldicutt Companies.

110. Weaver, Farrell and Gomez each acted as a nominee officer or director of one or more Coldicutt Companies and, in that capacity, each signed and certified numerous annual and quarterly reports filed with the Commission, which reports were materially false and misleading.

111. Hence, Tom Coldicutt, Elizabeth Coldicutt, Farrell, Weaver, and Gomez aided and abetted violations of Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)] and Rules 12b-20 [17 C.F.R. § 240.12b-20], 15d-1 [17 C.F.R. § 240.15d-1], and 15d-13 thereunder [17 C.F.R. § 240.15d-13].

**EIGHTH CLAIM FOR RELIEF**  
**Aiding and Abetting Violations of Exchange Act Section 15(d)**  
**and Rules 12b-20 and 15d-13 thereunder**  
**(against Greenwood)**

112. The Commission realleges and incorporates by reference each and every allegation contained in Paragraphs 1 through 111.

113. Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)] and Rule 15d-13 require issuers to file quarterly reports in conformity with the Commission's rules and regulations. Exchange Act Rule 15d-13 [17 C.F.R. § 240.15d-13] requires the filing of accurate quarterly reports. Rule 12b-20 [17 C.F.R. § 240.12b-20] requires an issuer to include in its annual and

quarterly reports material information as may be necessary to make the required statements, in light of the circumstances in which they were made, not misleading.

114. Greenwood agreed to act as a nominee officer or director of one or more Coldicutt Companies and, in that capacity, signed and certified numerous quarterly reports filed with the Commission, which reports were materially false and misleading and failed to conform to the Commission's rules and regulations.

115. Further, Greenwood knew that such reports were false and misleading and he provided substantial assistance in the drafting, preparation, review, and filing of the reports, all while concealing the fact and extent of Tom Coldicutt and Elizabeth Coldicutt's involvement in the formation, funding, day to day management, and ultimate sale of the Coldicutt Companies.

116. Consequently, Greenwood aided and abetted violations of Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)] and Rules 12b-20 [17 C.F.R. § 240.12b-20] and 15d-13 thereunder [17 C.F.R. § 240.15d-13] thereunder.

**NINTH CLAIM FOR RELIEF**  
**Violations of Exchange Act Rule 15d-14**  
**(against Farrell, Weaver, Greenwood, and Gomez)**

117. The Commission realleges and incorporates by reference each and every allegation contained in Paragraphs 1 through 116.

118. By engaging in the conduct described above, Farrell, Weaver, and Greenwood, directly or indirectly signed personal certifications, required by Section 302 of the Sarbanes-Oxley Act of 2002, indicating that they reviewed periodic reports containing financial statements filed with the Commission pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)] and that (a) based on their knowledge, the reports did not contain any untrue statements of material fact or omit to state a material fact necessary to make the statements made, in light of

the circumstances under which such statements were made, not misleading with respect to the periods covered by the reports; (b) based on their knowledge, the information contained in these reports fairly presented, in all material respects, the financial condition and results of the subject company's operations; (c) that each of them was responsible for establishing and maintaining adequate internal controls over financial reporting and did in fact do so; and (d) that they had disclosed to the subject company's auditors all significant deficiencies in internal controls and all instances of fraud. Defendants Farrell, Weaver, Greenwood, and Gomez knew or should have known that these certifications were false.

119. Consequently, Defendants Farrell, Weaver, Greenwood, and Gomez violated Exchange Act Rule 15d-14 [17 C.F.R. § 240.15d-14].

**RELIEF REQUESTED**

WHEREFORE, the Commission respectfully requests that this Court enter a judgment:

I.

Finding that each of the Defendants Tom Coldicutt, Elizabeth Coldicutt, Linda Farrell, Robert Weaver, Christopher Greenwood, and Susana Gomez committed the violations alleged above;

II.

A. Permanently enjoining Defendants Tom Coldicutt and Elizabeth Coldicutt from further violations of Section 17(a) of the Securities Act and Section 10(b) of the Exchange Act and Rule 10b-5 thereunder, and from aiding and abetting further violations of Sections 10(b) and 15(d) of the Exchange Act and Rules 10b-5, 12b-20, 15d-1, and 15d-13 thereunder;

B. Permanently enjoining Defendants Linda Farrell and Robert Weaver from further violations of Section 17(a) of the Securities Act and Section 10(b) and of the Exchange Act and



Rules 10b-5 and 15d-14 thereunder, and from aiding and abetting further violations of Sections 10(b) and 15(d) of the Exchange Act and Rules 10b-5, 12b-20, 15d-1, 15d-13 thereunder;

C. Permanently enjoining Defendant Christopher Greenwood from further violations of Section 17(a) and Section 10(b) of the Exchange Act and Rules 10b-5 and 15d-14 thereunder; and from aiding and abetting further violations of Sections 10(b) and 15(d) of the Exchange Act and Rules 10b-5, 12b-20, and 15d-13 thereunder; and

D. Permanently enjoining Defendant Susana Gomez from further violations of Section 10(b) of the Exchange Act and Rules 10b-5 and 15d-14 thereunder, and from aiding and abetting violations of Sections 10(b) and 15(d) of the Exchange Act and Rules 10b-5, 12b-20, 15d-1, and 15d-13 thereunder.

### III.

Ordering each of the Defendants to disgorge any ill-gotten gains and/or unjust enrichment realized by each of them, plus prejudgment interest thereon;

### IV.

Ordering each of the Defendants to pay an appropriate civil monetary penalty pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)];

### V.

Permanently barring each of the Defendants from serving as an officer or director of any issuer required to file reports with the Commission under Sections 12(b), 12(g), or 15(d) of the Exchange Act [15 U.S.C. §§ 78l(b), 78l(g), and 78o(d)], pursuant to Section 21(d)(2) of the Exchange Act [15 U.S.C. § 78u(d)(2)];

VI.

Permanently barring each of the Defendants from participation in any offering of penny stock, including engaging in activities with a broker, dealer, or issuer for purposes of issuing, trading, or inducing or attempting to induce the purchase or sale of any penny stock and finding that all equity stocks are penny stock unless exempted per Exchange Act Section 3(a)(51) [15 U.S.C. § 78c (a)(51)(A)] and Exchange Act Rule 3a51-1 [17 C.F.R. § 240.3a51-1]; and

VII.

Retaining jurisdiction over this action to implement and carry out the terms of all orders and decrees that may be entered; and

VIII.

Granting such other relief as the Court deems just and appropriate.

Dated: August 13, 2012.

Respectfully submitted,

/s/ Jessica B. Magee

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