

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 88280 / February 25, 2020

ADMINISTRATIVE PROCEEDING
File No. 3- 19709

In the Matter of

THOMAS J. CRAFT, JR.,

Respondent.

**ORDER INSTITUTING PUBLIC
ADMINISTRATIVE PROCEEDINGS
PURSUANT TO SECTION 4C OF THE
SECURITIES EXCHANGE ACT OF 1934
AND RULE 102(e) OF THE
COMMISSION'S RULES OF PRACTICE,
MAKING FINDINGS, AND IMPOSING
REMEDIAL SANCTIONS**

I.

The Securities and Exchange Commission ("Commission") deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted against Thomas J. Craft, Jr. ("Respondent" or "Craft") pursuant to Section 4C¹ of the Securities Exchange Act of 1934 ("Exchange Act") and Rule 102(e)(1)(ii) of the Commission's Rules of Practice.²

¹ Section 4C provides, in relevant part, that:

The Commission may censure any person, or deny, temporarily or permanently, to any person the privilege of appearing or practicing before the Commission in any way, if that person is found . . . (1) not to possess the requisite qualifications to represent others . . . (2) to be lacking in character or integrity, or to have engaged in unethical or improper professional conduct; or (3) to have willfully violated, or willfully aided and abetted the violation of, any provision of the securities laws or the rules and regulations thereunder.

² Rule 102(e)(1)(ii) provide, in pertinent part, that:

Commission may . . . deny, temporarily or permanently, the privilege of appearing or practicing before it . . . to any person who is found . . . (ii) to be lacking in character or integrity or to have engaged in unethical or improper professional conduct[.]

II.

In anticipation of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over him and the subject matter of these proceedings, and the findings contained in Section III (1) below, which are admitted, Respondent consents to the entry of this Order Instituting Public Administrative Proceedings Pursuant to Section 4C of the Securities Exchange Act of 1934 and Rule 102(e) of the Commission’s Rules of Practice, Making Findings and Imposing Remedial Sanctions (“Order”), as set forth below.

III.

On the basis of this Order and Respondent’s Offer, the Commission finds that:

1. Craft, age 54, was admitted to the practice of law in the state of Florida on April 29, 1991. He maintains a law practice that includes representing public companies in securities-related matters.
2. Between at least 2015 and 2018, Craft has maintained a professional working relationship with Richard Jeffrey Rubin (“Rubin”), a disbarred former attorney. During that relationship, Rubin authored at least fourteen Rule 144 letters that bore Craft’s signature to transfer agents opining that certain shares of stock could be sold without being registered with the Commission. Craft did not perform any independent research or due diligence on any of these opinion letters.
3. Between at least 2017 and 2018, Rubin also prepared three opinion letters for S-1 registration statements that were forwarded to Craft for his signature, and which Craft signed. Craft did not perform independent research or due diligence on any of these opinion letters. Among the three S-1 Registration Statement opinion letters that Craft rotely signed and that were filed with the Commission were:
 - a May 7, 2018 Opinion Letter for KinerajaPay Corp for its Form S-1 Registration Statement filed May 8, 2018;
 - an April 11, 2017 Opinion Letter for eWellness Healthcare Corporation for its Form S-1 Registration Statement filed April 11, 2017; and
 - a September 6, 2017 Opinion Letter for E-Qure Corp. for its Form S-1 Registration Statement filed September 6, 2017.

IV.

Based on the foregoing, the Commission finds that Respondent, by signing opinion letters prepared by Rubin where he did no independent research or due diligence, has engaged in improper professional conduct as provided in Section 4C(a)(2) of the Exchange Act and Rule 102(e)(1)(ii) of the Commission's Rules of Practice, in that Respondent violated:

(1) Florida Bar Rule 4-5.5, which provides that "A lawyer shall not practice law in a jurisdiction * * * in violation of the regulation of the legal profession in that jurisdiction, or in violation of the regulation of the legal profession in the lawyer's home state or assist another in doing so";

(2) Florida Bar Rule 4-4.1, which provides that "In the course of representing a client a lawyer shall not knowingly * * * make a false statement of material fact or law to a third person"; and

(3) Florida Bar Rule 4-8.4(c), which provides that "A lawyer shall not * * * engage in conduct involving dishonesty, fraud, deceit, or misrepresentation."

V.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanction agreed to in Respondent's Offer.

Accordingly, it is hereby ORDERED, effective immediately, that Craft is denied the privilege of appearing or practicing before the Commission.

By the Commission.

Vanessa A. Countryman
Secretary