

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

**SECURITIES AND EXCHANGE
COMMISSION,**

Plaintiff,

v.

**VINCENZO CARNOVALE and
AMAR BAHADOORSINGH,**

Defendants.

Civil Action No. 21-CV-____ (____)

JURY TRIAL DEMANDED

COMPLAINT

Plaintiff, Securities and Exchange Commission (the “Commission”), alleges the following against the defendants:

SUMMARY

1. This is a securities fraud enforcement action. Defendants Vincenzo Carnovale (“Carnovale”) and Amar Bahadoorsingh (“Bahadoorsingh”) (collectively, the “Defendants”) engaged in fraudulent schemes to sell and cause to be sold publicly-traded stock to investors. From 2016 through at least October 2020 (the “Relevant Period”), their goal was to secretly gain control of thinly-traded microcap companies, hire stock promoters to generate demand for their shares, and then profit by selling those shares illegally to unsuspecting investors.

2. They succeeded, generating substantial illicit profits while defrauding investors in several related ways. First, Carnovale and Bahadoorsingh concealed the fact that they controlled the securities of publicly traded companies, including the securities of Momentous Holdings Corp. (“Momentous”) and Uneeqo, Inc. (“Uneeqo”). Second, Defendants misled investors, brokers, and transfer agents about the provenance of these securities and Defendants’ beneficial

ownership of them, in order to convince these parties that the shares were eligible for trading in public markets. Bahadoorsingh went so far as to fabricate documents that he provided, directly and indirectly, to brokers and transfer agents to evade due diligence procedures they employed to comply with securities laws. Third, they deceived investors by causing the companies to make materially false and misleading statements in their publicly filed financial statements and reports. Finally, they hired stock promoters to generate demand for their shares, and sold those shares to unwitting retail investors during the promotions that they orchestrated.

3. During the Relevant Period, Carnovale and Bahadoorsingh controlled a significant portion of the total outstanding shares of Momentous and Uneeqo, and an even larger portion of the shares available to trade in public markets. They hid their ownership of these shares by making it appear that the shares were instead owned by multiple unaffiliated entities. In reality, those entities were holding the stock as nominees for Carnovale and Bahadoorsingh.

4. Defendants' specific roles in the fraudulent schemes varied depending on the timeframe and the specific security at issue. Throughout the Relevant Period, however, their secret control of large quantities of Momentous and Uneeqo stock, along with their power to direct the management and policies of the companies at various times during the Relevant Period, were the linchpin of the fraudulent schemes.

5. With respect to Momentous, Defendants' control of the company enabled them secretly to sell nearly a million shares: (a) without registering the offers or sales of stock with the Commission; (b) without disclosing accurate information to investors, brokerage firms, or transfer agents about their control over the company; and (c) without complying with limitations on the sale of stock by company "affiliates" (defined below) like themselves. Similarly, with respect to Uneeqo, Carnovale initially hid his control of millions of shares in nominee entities,

concealed his ownership position from investors, and profited handsomely as he sold approximately 1.7 million shares during a promotional campaign he secretly funded. Later, he and Bahadoorsingh directly and indirectly provided false and misleading information to brokers and transfer agents via fabricated documents about shares that were ultimately sold to the public. They also provided false and misleading information to investors in publicly filed financial statements and disclosures. Carnovale and Bahadoorsingh then prepared to consolidate the outstanding shares of Uneeqo through a reverse split, enabling them to engage in further fraud on the market (supported by another promotional campaign). Before they could accomplish this phase of the fraud scheme, the Commission suspended trading in Uneeqo stock. Carnovale and Bahadoorsingh nonetheless had previously earned hundreds of thousands of dollars in illegal Uneeqo stock sales.

6. As a result of the conduct alleged herein, Carnovale and Bahadoorsingh violated, and unless restrained and enjoined will continue to violate, Sections 5(a), 5(c), 17(a)(1), and 17(a)(3) of the Securities Act of 1933 (“Securities Act”) [15 U.S.C. §§77e(a), (c) and 77q(a)(1), (3)], Section 10(b) of the Securities Exchange Act of 1934 (“Exchange Act”) [15 U.S.C. §78j(b)], and Rules 10b-5(a) and (c) thereunder [17 C.F.R. §240.10b-5(a), (c)].

7. As a result of his conduct alleged herein, Bahadoorsingh further violated, and unless restrained and enjoined will continue to violate, Section 17(a)(2) of the Securities Act, Section 10(b) of the Exchange Act, and Rule 10b-5(b) thereunder [17 C.F.R. §240.10b-5(b)].

8. The Commission seeks a permanent injunction against the Defendants, enjoining them from engaging in transactions, acts, practices, and courses of business of the type alleged in this Complaint, disgorgement of all ill-gotten gains from the unlawful conduct set forth in this Complaint, together with prejudgment interest pursuant to Section 21(d) of the Exchange Act [15

U.S.C. §§77u(d)]; civil penalties pursuant to Section 20(d) of the Securities Act [15 U.S.C. §77t(d)] and/or Section 21(d)(3) of the Exchange Act [15 U.S.C. §78u(d)(3)]; an order barring defendants Carnovale and Bahadoorsingh from participating in any offering of a penny stock, pursuant to Section 20(g) of the Securities Act [15 U.S.C. §77t(g)] and/or 21(d) of the Exchange Act [15 U.S.C. §78u(d)]; an order barring Defendants from directly or indirectly, including, but not limited to, through an entity owned or controlled by any of them, participating in the issuance, purchase, offer, or sale of any security; provided, however, that such injunction shall not prevent Defendants from purchasing or selling securities listed on a national securities exchange for their own personal accounts; and such other relief as the Court may deem appropriate.

JURISDICTION AND VENUE

9. This Court has jurisdiction over this action pursuant to Section 22(a) of the Securities Act [15 U.S.C. §77v(a)] and Sections 21(d), 21(e), and 27 of the Exchange Act [15 U.S.C. §§78u(d), 78u(e), and 78aa].

10. Venue lies in this Court pursuant to 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]. Certain of the acts, practices, transactions and courses of business alleged in this Complaint occurred within the District of Massachusetts, and were effected, directly or indirectly, by making use of means or instrumentalities of transportation or communication in interstate commerce, or the mails. For example, certain individuals who reside in Massachusetts purchased Momentous stock during a promotional campaign funded by Carnovale. Other individuals who reside in Massachusetts purchased Uneeqo stock during the time period when Defendants knowingly caused false and misleading financial information to be published to the investing public.

DEFENDANTS

11. Vincenzo Carnovale, age 44, is a resident of British Columbia, Canada, and a dual citizen of Italy and Canada.

12. Amar Bahadoorsingh, age 51, is a resident of British Columbia, Canada, and a dual citizen of the United Kingdom and Canada.

RELATED INDIVIDUALS AND ENTITIES

13. Person 1, age 72, is a resident of Florida and a United States citizen.

14. Momentous Holdings Corp. currently operates as an alcoholic beverage producer. Momentous (Ticker: MMNT) trades on OTC Link (previously, the “Pink Sheets”), operated by OTC Markets Group, Inc. Momentous was incorporated in Nevada in 2015, and its principal place of business is London.

15. Uneeqo Inc. is a Nevada corporation with principal executive offices in Las Vegas, Nevada. The company has described itself at various times as a “metal mining” company, a software services provider, and most recently, a “disinfecting service and solutions” company. Uneeqo’s common stock was registered with the Commission pursuant to Section 12(g) of the Exchange Act from June 2013 until December 2017. During the Relevant Period, Uneeqo (Ticker: UNEQ) traded on OTC Link. Pursuant to Section 12(k)(1) of the Exchange Act, the Commission suspended trading in Uneeqo’s common stock for ten business days, from October 22, 2020, to November 4, 2020. After the Commission suspended trading, OTC Markets Group, Inc. discontinued the display of quotations for Uneeqo.

BACKGROUND

16. Before selling stock, persons who control the stock of public companies (“control persons”) are required to: (a) register the stock sales with the Commission pursuant to Section 5

of the Securities Act [15 U.S.C. §77e]; (b) sell the stock pursuant to an applicable exemption from registration; or (c) sell the stock pursuant to conditions set forth in SEC Rule 144 [17 C.F.R. §240.144], including limitations on the amount of stock a control person can legally sell. Also, investors in certain public companies (including Uneeqo for a portion of the Relevant Period) are required to disclose publicly any ownership interest in excess of 5% of the company's stock. Such registration requirements, sale restrictions, and disclosure obligations are safeguards designed to inform investors about the nature of the stock they are holding or considering buying, and from whom they would be buying that stock.

17. An "affiliate" of a publicly traded company (also known as an "issuer") is a person or entity that, directly or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, such issuer (*i.e.*, a "control person"). "Control" means the power to direct or cause the direction of the management and policies of the company in question. Affiliates include officers, directors, and controlling shareholders, as well as any person who is "under common control" with, or has common control of, an issuer. Absent registration of the stock, affiliates are only permitted to sell a small percentage of their stock according to SEC Rule 144 [17 C.F.R. §230.144]. A group of individuals and/or entities acting in concert may collectively be an "affiliate" of an issuer.

18. "Restricted stock" is stock of an issuer that is acquired from an issuer, or an affiliate of the issuer, in a private transaction that is not registered with the Commission. Stock held by an issuer or affiliate of an issuer is restricted stock. Absent an exemption under the federal securities laws and rules, restricted stock cannot legally be offered or sold to the public unless a securities registration statement has been filed with the Commission (for an offer) or is in effect (for a sale). Such registration statements are filed with the Commission on Form S-1

and are often referred to as “S-1 registration statements.” The S-1 registration statement contains important information about an issuer’s business operations, financial condition, results of operation, risk factors, and management.

19. “Unrestricted stock” is stock that may legally be offered and sold in the public marketplace by a non-affiliate, ordinarily having previously been subject to a registration statement filed with the Commission. Registration statements are transaction specific, however, and apply to each separate offer and sale as detailed in the registration statement. Registration does not attach to the security itself, and registration at one stage for one party does not necessarily suffice to register subsequent offers and sales by the same or different parties. Thus, when a control person buys publicly-traded or otherwise unrestricted shares in the company that person controls, those shares automatically become subject to the legal restrictions on sales by an affiliate, strictly limiting the quantity of shares that may be sold in the public markets absent registration. Without registration, affiliates are prohibited from selling large quantities of an issuer’s shares, regardless of how the affiliates obtained those shares.

20. A “transfer agent” is a company that, among other things, issues and cancels certificates of a company’s stock to reflect changes in ownership. Many companies that have publicly traded securities use transfer agents to keep track of the individuals and entities that own their stocks. Transfer agents routinely keep track of whether shares are restricted from resale.

21. The Over-the-Counter (“OTC”) Markets is a stock quotation service that facilitates public trading of shares in public companies that are not otherwise listed on national securities exchanges (like NASDAQ or the New York Stock Exchange). Public companies that do not have an obligation to file reports with the Commission may, nonetheless, choose to file

public reports (such as quarterly and annual statements and other periodic disclosures) on the OTC Markets website for investors to review and consider when making investment decisions.

22. A “beneficial owner” of a security is any person who, directly or indirectly, through any contract arrangement, understanding, relationship, or otherwise, has or shares investment power, which includes the power to dispose, or to direct the disposition of, such security.

23. “Penny stock,” as used herein, generally refers to a security issued by a very small company that trades at less than \$5 per share.

24. A “convertible note,” as used herein, is a promissory note issued by a company that entitles the lender to convert the company’s debt into equity in the company.

25. A company is considered “public” when its securities trade on established markets and the company discloses certain business and financial information regularly to the investing public.

THE FRAUDULENT SCHEMES TO CONCEAL STOCK OWNERSHIP AND TO MISREPRESENT SHARES AS UNRESTRICTED

Example 1: Momentous

26. Momentous was incorporated in Nevada in May 2015 and operated as a publicly traded company during the Relevant Period.

27. On or about December 31, 2015, Momentous’ S-1 registration statement became effective, registering the offering of up to 5,000,000 shares of common stock at an offering price of \$0.04 per share.

28. On or about April 12, 2016, 30 U.K. nationals purported to purchase 1,285,000 shares of Momentous for a total of \$51,400 (the “Momentous S-1 Shareholders”). These were the only shares Momentous issued without restrictive legends. The absence of restrictive legends

on the stock certificates indicates that the shares are immediately and freely tradeable. As noted, however, whether subsequent sales require registration with the Commission is determined on a transaction-by-transaction basis, regardless of whether shares were at some previous time deemed “unrestricted.”

29. On September 26, 2018, Momentous approved a stock dividend that operated as a 7-for-1 forward split of its common stock, which increased from 1,285,000 to 8,995,000 the total number of shares derived from those issued to the Momentous S-1 Shareholders.¹

Acquisition of Momentous Shares

30. At some point before August 2016, Carnovale amassed control over all of the shares issued to the Momentous S-1 Shareholders, which amounted to approximately 34% of the total Momentous shares outstanding and 100% of the Momentous shares issued without a restrictive legend.

31. Beginning in or about August 2016, Carnovale directed that the physical stock certificates issued to the Momentous S-1 Shareholders be held with: (1) a Vancouver-based organization run by an individual named Fred Sharp (the “Sharp Group”), and (2) a Switzerland-based entity (Wintercap SA) that held itself out as an asset manager. The Sharp Group and Wintercap SA were actually in the business of helping their clients disguise control and ownership of penny stocks, and have been separately charged by the Commission.² Specifically,

¹ For clarity, all subsequent references to Momentous shares reflect post-split totals.

² The Commission charged Wintercap SA and its principal, Roger Knox, on October 2, 2018, with violating the antifraud provisions of the Securities Act and the Exchange Act as a result of engaging in a multiyear scheme involving the illegal sale of stock of at least 50 publicly traded companies. *See SEC v. Knox et al.*, No. 18-cv-12058 (D. Mass. filed October 2, 2018).

The Commission charged the Sharp Group and several other individuals on August 5, 2021, with violating antifraud provisions of the Securities Act and the Exchange Act as a result of engaging in a multiyear scheme involving the

the Sharp Group concealed the identities of its clients like Carnovale by offering an array of services, including forming and providing offshore nominee companies that could hold shares for undisclosed control persons; providing and administering an encrypted communication network; and arranging for clients to deposit stock in offshore trading platforms, including Wintercap SA, to obfuscate the control persons' association with their public company stock.

32. Over time, beginning in early 2017, Carnovale and Bahadoorsingh caused large tranches of the Momentous shares to be transferred to nominee entities that they controlled, including Travel Data Solutions LLC ("Travel Data Solutions"), a Wyoming company, and Success Zone Technology Limited ("Success Zone"), a Hong Kong company.

Fraudulent Representations to Brokers

33. To effectuate some of these transfers, Bahadoorsingh directed Person 1 to assist him in fabricating documents to falsely claim that Bahadoorsingh's and Carnovale's nominees had paid the Momentous S-1 Shareholders to acquire their shares. The purpose of these fabricated documents was to deceive brokerage firms into concluding that the Momentous shares should be made immediately available for trading and not otherwise subject to registration, holding, and disclosure requirements, or limitations on affiliate sales.

- a. For example, in January 2019, Bahadoorsingh and Person 1 arranged for the deposit of 726,250 purportedly free-trading Momentous shares into a brokerage account held by Defendants' nominee Success Zone. In connection with the deposit, Bahadoorsingh and Person 1 provided Success Zone's brokerage firm ("Broker A") with documents that purported to be Success

illegal sale of stock of hundreds of publicly traded companies. *See SEC v. Sharp et al.*, No 21-cv-11276 (D. Mass. filed August 5, 2021).

Zone's bank records showing wire-transfer payments in 2016 from Success Zone to Momentous S-1 Shareholders in exchange for their shares. Each of these wire-transfer records was fabricated; the wire transfers reflected in them never occurred. Indeed, Bahadoorsingh and Person 1 fabricated several of these documents in late 2018.

- b. Similarly, in March 2019, Bahadoorsingh and Person 1 again provided Broker A with fabricated documents that purported to be proof of payments in 2016 and 2017 for 748,500 Momentous shares purportedly obtained from four Momentous S-1 Shareholders.³ Once again, each of these wire-transfer records was fabricated; the wire transfers reflected in these fabricated documents never occurred. Bahadoorsingh and Person 1 fabricated some of these documents in late 2018 and early 2019 and provided all of the fabricated documents to Broker A in connection with the deposit and eventual sale of a portion of these Momentous shares.

34. The false and misleading statements in these fabricated documents obscured the provenance of these shares as well as Carnovale's and Bahadoorsingh's control over them. The fabricated documents were intended to cause Broker A to conclude that Success Zone had purchased the shares years before from individuals who themselves had obtained the shares through a registered sale, and that the shares were therefore unrestricted and available for

³ In several instances, Bahadoorsingh and Carnovale retained 10% of the shares of the Momentous S-1 Shareholders in those shareholders' names. The stock certificates were sent to a California attorney whom the Commission charged in 2018 with violating Sections 5(a) and 5(c) of the Securities Act. *See SEC v. Owen H. Naccarato*, 17-cv-24682-JLK (S.D. Fla.). This attorney's law office shares the same address with Defendants' nominee, Travel Data Solutions.

Success Zone to sell to the investing public. Success Zone, however, never paid any Momentous S-1 Shareholder for the shares.

35. Around the time of these transfers, Carnovale and Bahadoorsingh were the beneficial owners of at least 34% of the total outstanding shares of Momentous; at least 94% of the Momentous shares issued without restrictive legends; and at least 82% of the Momentous shares deposited with brokers and available for trading (the “float”).

36. Bahadoorsingh and Person 1 (acting at Bahadoorsingh’s direction) later made additional false and misleading statements to Broker A in order to collect and distribute proceeds from Defendants’ sale of Momentous shares held by Success Zone. Bahadoorsingh and Person 1 had learned that: (1) Broker A would transfer funds only to a bank account in the same name as the customer’s brokerage account; and (2) Broker A conducted heightened anti-money laundering (“AML”) diligence for any wire transfers to foreign bank accounts. Success Zone was a Hong Kong entity with no operations in the U.S. and no U.S. bank account. Therefore, any wire transfers from Broker A to Success Zone’s foreign bank account would have triggered heightened AML diligence by Broker A.

37. In order to circumvent Broker A’s wire-transfer restrictions and AML diligence, Bahadoorsingh (and Person 1 acting at his direction) instructed Broker A to send future wire transfers not to Success Zone’s foreign bank account, but instead to a U.S. Bank account for a separate but similarly named Wyoming company. Specifically, Bahadoorsingh and Person 1 controlled a Wyoming company called “Success Zone Technology Limited, *LLC*.” (emphasis added). Person 1, at Bahadoorsingh’s direction, had previously opened a U.S. bank account in the name of that Wyoming company. In March 2019, Bahadoorsingh and Person 1 submitted standing wire transfer instructions to Broker A listing the following information:

Customer Account Name	Success Zone Technology
Customer Bank Account Name	Success Zone Technology

This information was false and misleading. The true customer account name was “Success Zone Technology Limited,” and the bank account name was “Success Zone Technology Limited, LLC.” By truncating the different names on these accounts, Bahadoorsingh and Person 1 intended to mislead Broker A to conclude the accounts were in the same name and held by the same entity.

38. Broker A accepted the standing wire instruction and would later process several wire transfers for Bahadoorsingh and Person 1 to the U.S. bank account held in the name of the unrelated U.S. entity that they used to further the fraud scheme. As a result of this deception, Bahadoorsingh was able to collect and distribute approximately \$500,000 in proceeds from the sale of Momentous shares through Success Zone.

Fraudulent Representations to Firm that Obtained and Sold Momentous Shares

39. Bahadoorsingh and Person 1 also provided false and misleading information (sometimes in the form of fabricated documents) to an entity that held itself out as a venture capital and private equity firm (“Firm A”). Bahadoorsingh and Person 1 sold approximately 1.5 million shares of Momentous stock to Firm A. Bahadoorsingh and Person 1 knew, or were reckless in not knowing, that Firm A, would, in turn, provide this false and misleading information to its broker (“Broker B”) in order to deposit and eventually sell Momentous shares to the investing public.

40. In or about late 2019 and into early 2020, Bahadoorsingh helped to orchestrate a set of transactions involving Momentous, Firm A, and one of Defendants’ nominees, Travel Data Solutions. Firm A agreed to provide financing to Momentous in the form of a \$250,000

convertible promissory note. Securing this financing was important to Momentous; it was the company's principal source of cash for fiscal year 2020. Firm A only agreed to provide this financing to Momentous, however, because Bahadoorsingh simultaneously agreed to sell to Firm A approximately 1.5 million purportedly unrestricted shares of Momentous stock at a discount of more than 90% from the then-current market price for Momentous shares. The shares were to be sold by Defendants' nominee, Travel Data Solutions.⁴

41. In or about January 2020, Bahadoorsingh (or Person 1 acting at Bahadoorsingh's direction) provided Firm A with a letter Bahadoorsingh had previously written to an attorney acting on behalf of Travel Data Solutions, in which he attested that Travel Data Solutions had purchased its shares directly from several Momentous S-1 shareholders in 2017 and 2018. These representations were false and misleading. Travel Data Solutions had actually obtained the shares from Carnovale—not from the Momentous S-1 Shareholders. Moreover, Bahadoorsingh caused Firm A to be provided with fabricated documents purporting to show payments from the Travel Data Solutions bank account to several Momentous S-1 shareholders. The true bank records for Travel Data Solutions show no payments to any Momentous S-1 Shareholders for their shares.

42. Firm A then sought to deposit some of its Momentous shares in its account with Broker B. In conducting diligence on Firm A's deposit request, Broker B sought additional documentation regarding the Momentous S-1 Shareholders—specifically identification and proof-of-address documents for these individuals. Firm A, in turn, asked Bahadoorsingh for

⁴ The convertible note allowed for the holder (Firm A) to convert the debt into Momentous common stock at a fixed price of \$.25 per share—a price that was substantially higher than what Firm A paid for the \$1.5 million Momentous shares it purchased from Defendants through Travel Data Solutions. Firm A never converted the debt into additional shares of Momentous.

such documents. Bahadoorsingh did not have any such proof-of-address documents, so he fabricated them.

43. Using the messaging application WhatsApp, Bahadoorsingh discussed his fabrication of these proof-of-address documents with Person 1 in a series of encrypted text messages. On January 21, 2020, Bahadoorsingh wrote to Person 1 that Broker B would “need[] IDs and proof of address for each of the prior [share]holders.” Bahadoorsingh specifically named five of the Momentous S-1 shareholders and one other nominee entity. He added that he “need[ed] actual utility bills etc.” Person 1 responded: “I have all packages – no ids and no utility bills.” Person 1 also noted: “[Broker A] never asked.” Bahadoorsingh replied with a string of expletives and stated, “I need to do utility bills[.] [W]ill take me 2 hours.” He later asked Person 1 to review the documents and noted that he “found a mistake” in the documents he had fabricated relating to one of the Momentous S-1 Shareholders. Bahadoorsingh then caused these fabricated documents to be sent to Firm A. Firm A, in turn, submitted these fabricated documents to Broker B, and on or about January 22, 2020 Broker B then accepted the 1.5 million Momentous shares for deposit, making them immediately available for sale to the investing public. Firm A ultimately sold at least 300,000 of these shares into the market to investors.

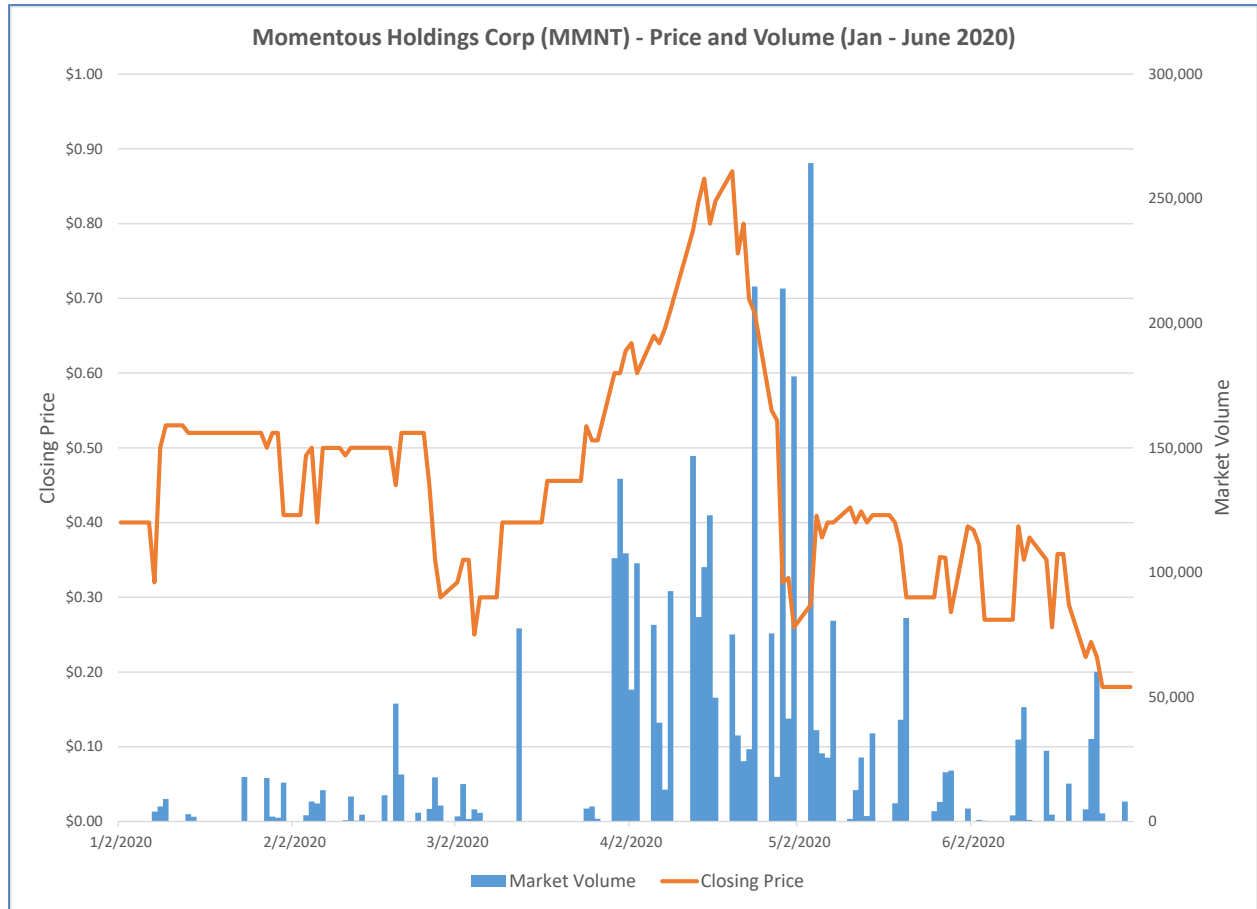
Defendants’ Campaign to Promote Momentous Stock

44. In the spring of 2020, Bahadoorsingh and Carnovale directly or indirectly hired stock promoters to tout Momentous stock to the public. Bahadoorsingh and Person 1 discussed payments for the promotional campaign over WhatsApp. For example, on March 17, 2020, Bahadoorsingh directed Person 1 to transfer funds from Success Zone to Bahadoorsingh’s personal bank account so he could purchase bitcoin for Carnovale and transfer the cryptocurrency to the stock promoters. Bahadoorsingh told Person 1 the next day: “bro i have to

get the BTC [*i.e.*, bitcoin] done and V [*i.e.*, Carnovale] needs to use that to support market.” A few hours later, Bahadoorsingh reiterated to Person 1 that Carnovale “needs that to move the market up tomorrow.” Over the next two days, Person 1 transferred \$14,000 from the bank account for Success Zone Technology Limited, LLC (*i.e.*, the Wyoming company) to Bahadoorsingh’s personal bank account. Bahadoorsingh used at least \$11,750 of this cash to purchase bitcoin over the next five days.

45. The stock promotion included calls and emails to investors from an entity that identified itself as “Sachs Trading.” The messages touted Momentous to potential investors, including senior citizens. For example, a potential investor received an email from “Sachs Trading” on April 8, 2020, claiming that Momentous was “Analyst’s Choice Recommendation of 2020.” The email stated, “our Analysts believe that with some of the news coming down the pipeline in 2020 for [Momentous], it could result in 500-1000 percent returns.” The promotion further noted that “If [Momentous] get[s] the product to market later this year we anticipate the stock will more than quadruple in value.” The recipient of that email ultimately purchased Momentous shares. The email failed to disclose that Bahadoorsingh and Carnovale paid for the stock promotion and that they were the beneficial owners of significant quantities of Momentous stock.

46. Carnovale and Bahadoorsingh’s efforts to promote Momentous stock led to a significant increase in the stock’s price and trading volume in April 2020, as illustrated below:



47. During March and April 2020, Bahadoorsingh and Carnovale, through nominee Success Zone, sold approximately 476,601 shares of Momentous, netting approximately \$279,000. Bahadoorsingh deposited approximately \$142,000 of the proceeds into his personal bank account, and transferred approximately \$50,000 of those proceeds to Carnovale, via two of Carnovale’s nominee companies. Additional proceeds were distributed to Person 1 and the stock promoters.

48. In April 2020, Bahadoorsingh, Carnovale, and Person 1 used the encrypted messaging app Signal to communicate about: the potential deposit of additional Momentous shares in nominee entities; Person 1’s efforts to enter bids for Momentous stock to support the price in late April (Bahadoorsingh described Person 1 to Carnovale as a “team player” for his

Momentous bids); and additional payments to the stock promoters (Bahadoorsingh told Carnovale and Person 1: “ill [sic] get the wire up to the PR asap.”).

49. Around the start of the promotion, Carnovale and Bahadoorsingh were the beneficial owners of approximately 23% of the total outstanding shares of Momentous; approximately 77% of the Momentous shares issued without restrictive legends; and approximately 52% of the float. As noted, the stock promoters did not disclose the ownership position of Carnovale or Bahadoorsingh, or the fact that major shareholders had paid for the promotion. Moreover, Momentous’ annual report (Form 10-K) for fiscal year 2019 did not disclose the fact that Carnovale and Bahadoorsingh beneficially owned more than 5% of Momentous’ common stock, as Defendants had hidden their ownership interests through the use of asset managers such as Wintercap and nominee entities such as Travel Data Solutions and Success Zone. Momentous filed this annual report with the Commission on or about December 18, 2019.⁵ Investors were therefore unaware that the majority of shares available for trading belonged to Defendants, who were working together to generate demand for the stock and increase the stock price.

50. Because Bahadoorsingh and Carnovale controlled a significant percentage of Momentous’ outstanding shares, its unrestricted shares, and its float; had the power to affect the price of Momentous shares as described above; and helped secure financing for the company, they had the power to control and influence, directly or indirectly, the management and policies

⁵ Momentous publicly filed its Form 10-K for the fiscal year ending May 31, 2019, with the Commission on or about December 18, 2019. The company publicly filed its Form 10-K for the fiscal year ending May 31, 2020, with the Commission on or about February 26, 2021. This later report also failed to disclose Defendants’ beneficial ownership stake in Momentous.

of Momentous. Defendants were therefore affiliates of Momentous at the time they directly or indirectly sold Momentous stock.

51. At the time that Bahadoorsingh and Carnovale directly or indirectly sold Momentous stock, there was not a registration statement for those sales on file with the Commission or in effect as to those transactions, as required by Section 5 of the Securities Act.

52. Bahadoorsingh and Carnovale knew, or were reckless in not knowing, that they were required to register their sales of Momentous stock with the Commission. Their state of mind is demonstrated by, among other things, the actions they took to conceal their ownership of the Momentous shares they controlled, their pattern of behavior on similar stock deals, and their direction of the Momentous trades.

53. The conduct of Bahadoorsingh and Carnovale set forth in Paragraphs 26 through 52 (including fabricating documents, making material misrepresentations to brokers, hiding their beneficial ownership of large tranches Momentous shares, and simultaneously touting the company while dumping those shares into the market) constituted a scheme to defraud, and/or acts, practices, and courses of business that operated or would operate as a fraud or deceit upon other persons. Defendants engaged in this conduct and employed this fraud scheme in connection with the offer and sale of Momentous shares.

Example 2: Uneeqo

54. Uneeqo was incorporated in Nevada in January 2012 and operated as a publicly traded company during the Relevant Period.⁶

⁶ The company was originally incorporated under the name Kore Resources, Inc. On May 27, 2016, the company changed its name to Uneeqo, Inc. and its ticker symbol to “UNEQ.”

55. In 2012, approximately 35 South Korean residents purportedly purchased a total of 5,000,000 shares of Uneeqo in a private placement for a total of \$50,000. Uneeqo filed a Form S-1 registration statement with the Commission that became effective (as amended) on or about June 19, 2013. The stated purpose of the Form S-1 was to register the sale of these 5,000,000 shares by the 35 South Korean residents (the “Uneeqo S-1 Shareholders”) to the public at \$.02 per share. The total number of these purportedly free-trading shares grew to 50 million after the company effected a 10-for-1 share split in December 2013.

Carnovale’s Acquisition of Uneeqo Shares

56. Beginning in 2014 and continuing through 2016, Carnovale acquired at least 23 million of the Uneeqo S-1 Shareholders’ 50 million shares. All of the shares Carnovale acquired had been issued without restrictive legends.

57. Carnovale split his 23 million shares among several nominee entities (the “Uneeqo Nominees”), in amounts at or below 5% of the total number of outstanding Uneeqo common shares. He once again used the Sharp Group and Wintercap, described above, along with another purported asset manager based in Switzerland, Blacklight SA, to provide the nominee entities, disguise his connection to the nominee entities, and disguise the nominee entities’ connections to each other.⁷

58. Shareholders seeking to disguise their ownership interests often seek to hold less than 5% of an issuer’s outstanding stock in any single nominee entity. This is because brokers

⁷ The Commission charged Blacklight and its principals, Anthony Killarney and Kenneth Ciapala, on January 2, 2020, with violating the antifraud provisions of the Securities Act and the Exchange Act as a result of engaging in a multiyear scheme involving the illegal sale of stock of at least 45 publicly traded companies. *See SEC v. Bajic et al.*, No. 20-cv-00007 (S.D.N.Y. filed January 2, 2020). *See also SEC v. Ciapala et al.*, No 20-cv-00008 (S.D.N.Y filed January 2, 2020).

conducting due diligence pursuant to Securities Act Section 4(a)(4) and Rule 144 thereunder typically inquire whether a would-be seller owns more than 5% of an issuer's stock.

59. Further, for companies like Uneeqo that trade on the "Pink Open Market," OTC Markets Group distinguishes between issuers based on the quality of their financial disclosures. Specifically, OTC Markets Group designates the companies' financial reporting as "current" (the highest quality designation), "limited," or "no information." In order to be designated "current," companies must disclose their shareholders who beneficially own more than 5% of the company stock. Because of the manner in which Carnovale hid his ownership stake, Uneeqo did not disclose Carnovale as owning more than 5% of Uneeqo's stock, but Uneeqo was still listed as "current" on the OTC Markets Group website from at least May 2016 through October 2016. This designation provided an indication of the quality and quantity of information disclosed to potential investors at precisely the time when Carnovale was paying stock promoters to generate demand for Uneeqo stock and was profiting from the sale of his undisclosed shares, as described below.

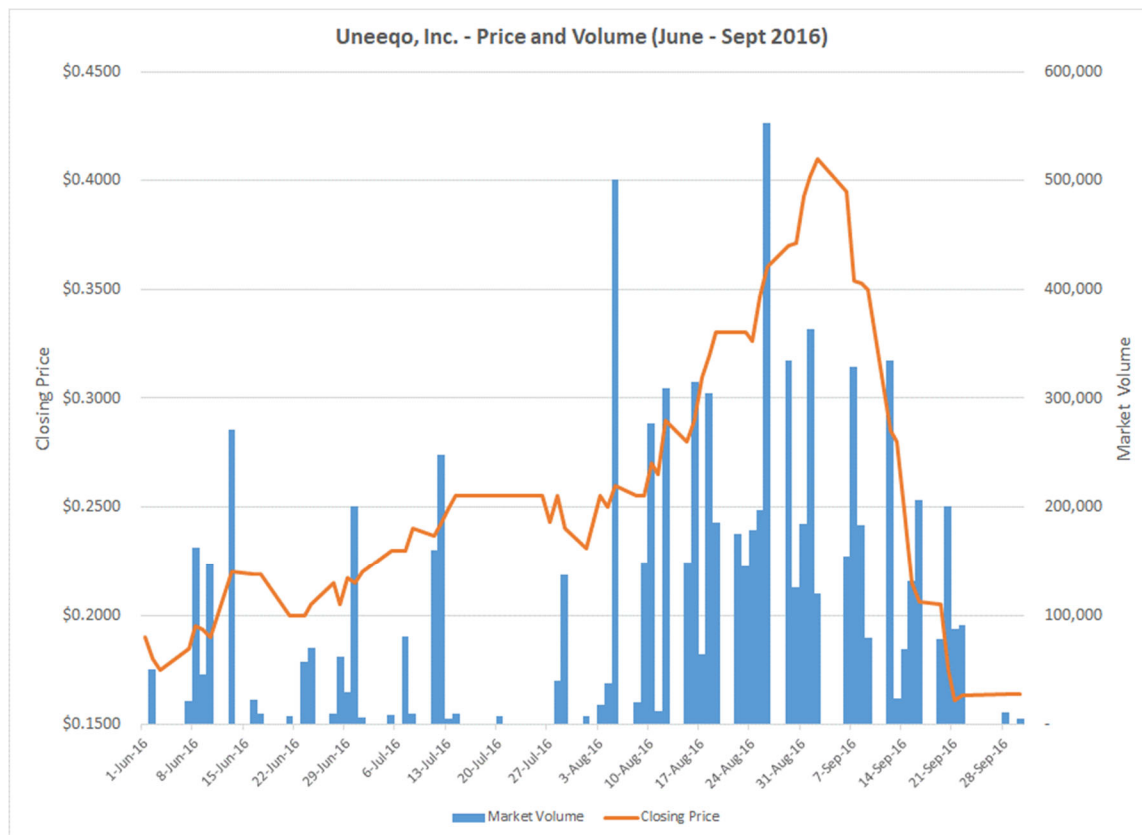
60. Maintaining the appearance that each of his nominee entities held no more than 5% of a company's stock was intentional and was the same technique Carnovale used to disguise his ownership interest in other penny stocks he sold to the investing public during the Relevant Period. For example, in encrypted messages from 2013 with a member of the Sharp Group concerning a different penny stock, Carnovale confirmed that he wanted his ownership stake broken up into various nominees with each holding less than 5% of the company's shares. In encrypted messages from 2015 concerning yet another penny stock, Carnovale asked personnel at Wintercap (at the time, known as Silverton SA): "How many under 5% blocks can you take?"

Carnovale's Campaign to Promote Uneeqo stock

61. In the summer of 2016, Carnovale hired a stock promoter to tout Uneeqo stock to the public and thereby facilitate the dumping of his own Uneeqo shares. In August 2016, Carnovale bragged in an encrypted message with an individual at Wintercap that the Uneeqo promotion "is mine." Carnovale paid the stock promoter approximately \$175,000 for his services, funded directly by proceeds of his Uneeqo stock sales. He made the payments through nominee entities to companies affiliated with the stock promoter. The approximate dates and amounts of those payments are summarized in the chart below.

DATE	AMOUNT
6/21/2016	\$16,500
7/5/2016	\$5,000
7/27/2016	\$16,500
8/15/2016	\$14,625
8/23/2016	\$32,500
8/31/2016	\$55,000
9/22/2016	\$35,000
TOTAL	\$175,125

62. Carnovale's efforts to promote Uneeqo's stock led to a significant increase in the price and trading volume of Uneeqo's stock from late June through the end of September 2016, as shown in the chart below.



63. Between June 24, 2016, and September 30, 2016, during the promotional campaign that Carnovale funded, Carnovale sold approximately 1.7 million shares (net) of Uneeqo stock, netting approximately \$509,000 in proceeds. Carnovale sold these shares through several of the Uneeqo Nominees, disguising the fact that at or around the start of the promotional campaign, he beneficially owned at least 21% of Uneeqo's outstanding shares, and at least 40% of all the Uneeqo shares deposited with brokers and available for trading (the "float"). Carnovale knew, or was reckless in not knowing, that the promoters he hired to tout Uneeqo would not disclose that he paid for the promotion, that he controlled a significant portion of the company's stock and its float, or that he intended to sell his shares to investors whom the promoters persuaded to buy Uneeqo.

64. Using the encrypted Threema messaging application, Carnovale communicated with personnel at Wintercap SA about his Uneeqo shares between at least August 3 and August

16, 2016. On August 12, 2016, Carnovale asked Wintercap personnel for “[a]ny recaps” of stock sales on Carnovale’s behalf. Wintercap personnel asked him which stocks he was referring to, and Carnovale responded: “BPSR, UNEQ and ARSN my deals :).” Wintercap personnel informed him: “You SOLD 115k UNEQ @ 0.2754.” Carnovale responded: “Have a bottle of wine on me tonight.” He later added, “When I make my way back to Europe in couple months we have a dinner on me no limit.” Carnovale continued to communicate via Threema about the status of his Uneeqo shares.

65. Section 13(d) of the Exchange Act and the Commission’s rules promulgated thereunder require individuals acting alone or in a group to file reports with the Commission, which are available to investors, when those shareholders acquire more than 5% of the outstanding stock of a company registered under Section 12. Uneeqo was a company registered under Section 12 of the Exchange Act from June 2013 through December 2017.

66. Carnovale, acting in concert with others in the Sharp Group and at Wintercap SA and Blacklight SA, controlled the Uneeqo Nominees. As a result, through the Uneeqo Nominees, Carnovale was the beneficial owner, alone or in a group with others, of more than 5% of Uneeqo’s publicly traded stock, and he was required to disclose that interest under Section 13(d) of the Exchange Act. Carnovale intentionally or recklessly failed to do so.

67. Specifically, Carnovale was required to file a public disclosure report—a “Schedule 13D”—with the Commission pursuant to Section 13(d) of the Exchange Act and Rules 13d-1 and 13d-2 thereunder because he was the beneficial owner of greater than 5% of Uneeqo’s common stock. Carnovale was further required to file a Schedule 13D Amendment whenever his ownership position (or the ownership position of any group of which he was a member) in Uneeqo materially changed. Carnovale never filed a Schedule 13D, or a Schedule

13D Amendment disclosing his beneficial ownership of more than 5% of Uneeqo's stock or any material change in his beneficial ownership of the stock.

68. At all times relevant to this Complaint, Carnovale knew about and understood, or recklessly disregarded, Section 13(d) of the Exchange Act, and his obligations under that statute and the rules promulgated thereunder to disclose his direct or indirect ownership of more than 5% of Uneeqo's outstanding shares, and to amend his disclosure based on any material change in his beneficial ownership of the stock.

69. When Carnovale disguised his beneficial ownership of significant quantities of Uneeqo stock, facilitating his sale of that stock as described herein, Carnovale knowingly or recklessly engaged in a scheme to defraud Uneeqo investors.

Fraudulent Representations Regarding Uneeqo Convertible Debt

70. By late 2018, Bahadoorsingh became more actively involved in Carnovale's fraud scheme. On February 15, 2019, Bahadoorsingh sold to Firm A a \$65,000 convertible note that Uneeqo had purportedly issued to his nominee company, Travel Data Solutions. Bahadoorsingh, or Person 1 acting at his direction, provided Firm A with fabricated documentation purporting to show that, on September 8, 2016, Travel Data Solutions had wired Uneeqo \$65,000 from Travel Data's Bank of America account. No such payment was ever made. The document, which purported to come from Bank of America, was fabricated. Between February 2019 and June 2020, Firm A converted portions of the \$65,000 note more than a dozen times, ultimately causing Uneeqo to issue more than 490 million shares to Firm A without restrictive legends.

71. Every time that Firm A converted a portion of the \$65,000 note, Firm A provided to Uneeqo's transfer agent a package of supporting documents required by the transfer agent, including the note itself and the fabricated wire remittance record.

72. On February 22, 2019, Uneeqo issued another convertible note, this time directly to Firm A, in the amount of \$60,000. Uneeqo received no money from Firm A as a result of this transaction. Instead, on March 1, 2019, Firm A wired \$60,000 to the personal bank account of an associate of Bahadoorsingh. IP address logs indicate that Bahadoorsingh then accessed his associate's personal bank account and transferred substantially all the money to himself and other associates.

Bhadoorsingh's Involvement in the Management of Uneeqo

73. Throughout 2019 and 2020, Bahadoorsingh exercised control over various aspects of the management of Uneeqo. In December 2019, Person 1, acting at Bahadoorsingh's direction, created an email account for the company that was listed publicly on the company's profile page on the OTC Markets Group website. Bahadoorsingh repeatedly accessed that company email account, as evidenced by IP address access logs showing that the same IP addresses were used to access the Uneeqo email account along with Bahadoorsingh's personal email accounts and Bahadoorsingh's personal bank account. Bahadoorsingh (and Person 1 acting at Bahadoorsingh's direction) used the Uneeqo email account to conduct company business, including sending and receiving communications with a transfer agent regarding Uneeqo shares. Bahadoorsingh signed some of these emails with the name of Uneeqo's CEO. IP address data also indicates that Bahadoorsingh accessed Uneeqo's OTC Market Group's Disclosure and News Service, OTCIQ. Companies use this service to distribute information to investors, brokers, and other market participants, as well as news media.

74. Moreover, from at least January 2020 through July 2020, Bahadoorsingh and Person 1 discussed their involvement in the management of Uneeqo, including, among other things, control of the corporate email account, updating the Uneeqo website, preparing corporate

documents, and submitting financial statements and accompanying reports to the OTC Market Group's website.

False and Misleading Statements in Public Reports

75. Uneeqo's financial statements and reports for the fiscal year ending June 30, 2019 (uploaded to OTC Markets by Person 1 at Bahadoorsingh's direction in January 2020) stated that in September 2016, Uneeqo "entered into a promissory note with Travel Data Solutions in the amount of \$65,000," and that the note "is currently in default." The financial statements and reports further described this note as having "Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)" of "8%." The conversion terms purported to describe to investors the potential effect of the convertible debt on the number of outstanding shares.

76. These statements were false and/or materially misleading. Among other deficiencies, they omitted to disclose that in February 2019, Travel Data Solutions (*i.e.*, Bahadoorsingh) had sold this note to Firm A, as described above, and that Firm A had renegotiated the terms of the note for a much lower conversion rate—a fixed price of \$.0001 per share, entitling Firm A to 776,794,500 shares based on the face value of the note with accrued interest. This omission deprived investors of material information regarding the risk of significant dilution of their Uneeqo shares.

77. Indeed, in March 2020, Bahadoorsingh and Person 1 discussed over WhatsApp their own inability to earn money from sales of their Uneeqo shares precisely because Firm A had diluted their position and depressed share prices by converting the note Firm A had purchased from Travel Data Solutions into millions of immediately tradable Uneeqo shares. Bahadoorsingh and Person 1 discussed inducing Uneeqo to effectuate a large reverse split to

reduce the number of shares outstanding. Person 1 speculated, however, that such a reverse split would simply cause Firm A to “issue a boat load” of shares again and negate the effect of any reverse split. Bahadoorsingh assured Person 1, however that Bahadoorsingh, Carnovale, and the president of Firm A “agreed that after the split[,] the stock [w]as ours.” About two weeks later, Bahadoorsingh assured Person 1 that Carnovale had communicated with Firm A and that “they will play ball after teh [sic] split.”

78. Carnovale continued to communicate with Bahadoorsingh and Person 1 about Uneeqo, as well as Momentous, through at least April 2020. For example, on April 24, 2020, Carnovale participated in a group chat with Bahadoorsingh and Person 1 on the encrypted messaging app Signal. Carnovale asked about the progress of share deposits for Uneeqo (which Carnovale, Bahadoorsingh, and Person 1 referred to as “UN”), Momentous (which they referred to as “MM”), and another security. After Bahadoorsingh provided an update on the conversion and issuance of Uneeqo shares, Carnovale asked, “What about website, OTCmarkets [sic] update for UN? Can you email me a current [shareholder] list pls”? Bahadoorsingh reported back the website would be “live Monday,” and that he would provide a shareholder list “when I issue the 20mm [share] control block.”

79. On October 22, 2020, the Commission suspended trading in Uneeqo stock for a period of ten business days due to concerns about: “(1) the accuracy of disclosures regarding certain promissory notes; (2) the accuracy of the Company’s annual financials for the year ended June 30, 2020 and made public on October 14, 2020, including the number of shares available to trade; and (3) unusual trading activity in or around October 2020 affecting the market for Uneeqo’s securities.” Shortly after the Commission suspended trading, OTC Markets Group discontinued the display of quotations for Uneeqo.

FIRST CLAIM FOR RELIEF
FRAUD IN THE OFFER OR SALE OF SECURITIES
(Violations of Sections 17(a)(1) and (3) of the Securities Act by
Carnovale and Bahadoorsingh)

80. Paragraphs 1 through 79 above are re-alleged and incorporated by reference as if fully set forth herein.

81. During the Relevant Period, the stock of Momentous and Uneeqo was each a security under Section 2(a)(1) of the Securities Act [15 U.S.C. §77b(a)(1)].

82. By reason of the conduct described above, defendants Carnovale and Bahadoorsingh, in connection with the offer or sale of securities, by the use of the means or instrumentalities of interstate commerce or of the mails, directly or indirectly, acting intentionally, knowingly, recklessly or negligently (i) employed devices, schemes, or artifices to defraud; and (ii) engaged in transactions, practices, or courses of business which operated or would operate as a fraud or deceit upon any persons, including purchasers or sellers of the securities.

83. By reason of the conduct described above, defendants Carnovale and Bahadoorsingh violated Securities Act Sections 17(a)(1) and (3) [15 U.S.C. §77q(a)(1) and (3)] and will continue to violate those sections unless enjoined.

SECOND CLAIM FOR RELIEF
FRAUD IN CONNECTION WITH THE PURCHASE OR SALE OF SECURITIES
(Violations of Section 10(b) of the Exchange Act and Rules 10b-5(a) and (c)
thereunder by Carnovale and Bahadoorsingh)

84. Paragraphs 1 through 79 above are re-alleged and incorporated by reference as if fully set forth herein.

85. During the Relevant Period, the stock of Momentous and Uneeqo was each a security under Section 3(a)(1) of the Exchange Act [15 U.S.C. §78c(a)(10)].

86. By reason of the conduct described above, defendants Carnovale and Bahadoorsingh, directly or indirectly, in connection with the purchase or sale of securities, by the use of the means or instrumentalities of interstate commerce or of the mails, or of any facility of any national securities exchange, intentionally, knowingly or recklessly, (i) employed devices, schemes, or artifices to defraud; and (ii) engaged in acts, practices, or courses of business which operated or would operate as a fraud or deceit upon any persons, including purchasers or sellers of the securities.

87. By reason of the conduct described above, defendants Carnovale and Bahadoorsingh violated Exchange Act Section 10(b) [15 U.S.C. §78j(b)] and Rules 10b-5(a) and (c) [17 C.F.R. §240.10b-5(a) and (c)] thereunder.

THIRD CLAIM FOR RELIEF
OBTAINING MONEY OR PROPERTY BY MISREPRESENTATIONS IN
CONNECTION WITH THE OFFER OR SALE OF SECURITIES
(Violation of Section 17(a)(2) of the Securities Act by Bahadoorsingh)

88. Paragraphs 1 through 79 above are re-alleged and incorporated by reference as if fully set forth herein.

89. During the Relevant Period, the stock of Uneeqo was a security under Section 3(a)(1) of the Exchange Act [15 U.S.C. §78c(a)(10)].

90. By reason of the conduct described above, defendant Bahadoorsingh, in connection with the offer or sale of securities of Uneeqo, by the use of the means or instrumentalities of interstate commerce or of the mails, directly or indirectly, acting with the requisite degree of knowledge, state of mind or negligence, 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.

91. By reason of the conduct described above, the defendant violated Securities Act Section 17(a)(2) [15 U.S.C. § 77q(a)(2)] and will continue to violate that section unless enjoined.

FOURTH CLAIM FOR RELIEF
FRAUD IN CONNECTION WITH THE PURCHASE OR SALE OF SECURITIES
(Violations of Section 10(b) of the Exchange Act and
Rule 10b-5(b) thereunder by Bahadoorsingh)

92. Paragraphs 1 through 79 above are re-alleged and incorporated by reference as if fully set forth herein.

93. During the Relevant Period, the stock of Uneeqo was a security under Section 3(a)(1) of the Exchange Act [15 U.S.C. §78c(a)(10)].

94. By reason of the conduct described above, defendant Bahadoorsingh, directly or indirectly, in connection with the purchase or sale of securities, by the use of the means or instrumentalities of interstate commerce or of the mails, or of any facility of any national securities exchange, intentionally, knowingly or recklessly, made untrue statements of material facts or 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.

95. By reason of the conduct described above, Bahadoorsingh violated Exchange Act Section 10(b) [15 U.S.C. § 78j(b)] and Rule 10b-5(b) [17 C.F.R. § 240.10b-5(b)] thereunder.

FIFTH CLAIM FOR RELIEF
UNREGISTERED OFFERINGS OF SECURITIES
(Violations of Sections 5(a) and 5(c) of the Securities Act by Carnovale and Bahadoorsingh)

96. Paragraphs 1 through 79 above are re-alleged and incorporated by reference as if fully set forth herein.

97. During the Relevant Period, the stock of Momentous was a security under Section 2(a)(1) of the Securities Act [15 U.S.C. §77b(a)(1)].

98. By reason of the conduct described above, defendants Carnovale and Bahadoorsingh, directly or indirectly: (a) made use of the means or instruments of transportation or communication in interstate commerce or of the mails to sell, through the use or medium of a prospectus or otherwise, securities as to which no registration statement has been in effect and for which no exemption from registration has been available; and/or (b) made use of the means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell, through the use or medium of a prospectus or otherwise, securities as to which no registration statement has been filed and for which no exemption from registration has been available.

99. As a result, defendants Carnovale and Bahadoorsingh violated Sections 5(a) and (c) of the Securities Act [15 U.S.C. §§77e(a), (c)].

PRAYER FOR RELIEF

WHEREFORE, the Commission respectfully requests that this Court:

A. Enter a permanent injunction restraining defendants Carnovale and Bahadoorsingh, their agents, servants, employees and attorneys, and those persons in active concert or participation with them who receive actual notice of the injunction by personal service or otherwise, from violating Sections 5(a) and (c), and 17(a)(1) and (3) of the Securities Act [15 U.S.C. §§77e(a), (c); 77q(a)(1) and (3)], and Section 10(b) of the Exchange Act [15 U.S.C. §§78j(b)] and Rules 10b-5(a) and (c) thereunder [17 C.F.R. §240.10b-5(a) and (c)].

B. Enter a permanent injunction restraining defendant Bahadoorsingh, his agents, servants, employees and attorneys, and those persons in active concert or participation with him

who receive actual notice of the injunction by personal service or otherwise, from violating Section 17(a)(2) of the Securities Act [15 U.S.C. §§77e(a), (c); 77q(a)(1) and (3)], and 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)].

C. Order Defendants to disgorge, with prejudgment interest, all ill-gotten gains obtained by reason of the unlawful conduct alleged in this Complaint pursuant to Section 21(d)(7) of the Exchange Act [15 U.S.C. §78u(d)(7)];

D. Order Defendants to pay civil monetary penalties 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)];

E. Enter an order barring Defendants Carnovale and Bahadoorsingh from participating in any offering of a penny stock, pursuant to Section 20(g) of the Securities Act [15 U.S.C. § 77t(g)] and 21(d) of the Exchange Act [15 U.S.C. § 78u(d)];

F. Enter an order barring Defendants from directly or indirectly, including, but not limited to, through an entity owned or controlled by any of them, participating in the issuance, purchase, offer, or sale of any security; provided, however, that such injunction shall not prevent Defendants from purchasing or selling securities listed on a national securities exchange for their own personal accounts;

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

H. Grant such other and further relief as this Court may deem just and proper.

JURY DEMAND

The Commission demands a jury in this matter for all claims so triable.

DATED this 2nd day of December, 2021.

Respectfully submitted,

/s/ David J. D'Addio

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