

herein, except as to the Commission's jurisdiction over her and the subject matter of these proceedings, and the findings contained in Section III.2 below, which are admitted, Respondent consents to the entry of this Order Instituting Administrative Proceedings Pursuant to 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. Sidoti, age 43, resides in Winchester, California. Sidoti is a member of the California State Bar. Sidoti's practice focuses on the federal securities laws. Sidoti has never held any securities licenses and is not registered with the Commission in any capacity.

2. On October 19, 2020, the Commission filed a complaint against Sidoti in SEC v. Sidoti (Civil Action No. 5:20-cv-2178), in the United States District Court for the Central District of California. On May 13, 2022, the court entered an order permanently enjoining Sidoti by consent, from future violations of Sections 5(a), 5(c), 17(a)(1) and (3) of the Securities Act of 1933, and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder. The final judgment also enjoined Sidoti, for a period of five years, from directly or indirectly providing professional legal services to any person or entity in connection with the offer or sale of securities pursuant to, or claiming, an exemption under Section 4(a)(1) of the Securities Act, predicated on Securities Act Rule 144, or any other exemption from the registration provisions of the Securities Act, including, without limitation, participation in the preparation or issuance of any opinion letter relating to such offering or sale. In addition, the final judgment barred Sidoti, for a period of five years, from participating in an offering of a penny stock. Sidoti consented to the entry of the order without admitting or denying the allegations of the Complaint (except as to jurisdiction and as provided in paragraph VIII of the order).

3. The Commission's Complaint alleged, among other things, that Sidoti knowingly filed a misleading Form S-1 registration statement for a shell company she helped to create, and then arranged the sale of that shell company to a control group, delivering control of the entity and almost all of its stock. The Complaint further alleged that Sidoti at least recklessly disregarded that the purchasers of the shell were a single control group who concealed the fact that they owned almost all of the company's purportedly free-trading shares by dividing those shares among numerous nominee entities. The Complaint alleges that Sidoti prepared false and misleading opinion letters that were sent to a transfer agent so that the control group's stock would not be restricted from resale, and then prepared a false and misleading letter to the Depository Trust Corporation (DTC) to enable the control group to deposit its shares so the stock could be sold more easily to investors in the retail market. The Complaint alleges that Sidoti's actions enabled the control group to dump its shares into the retail market in conjunction with a promotional campaign. The Complaint asserted that Sidoti's opinion letters were necessary for the transfer agent to issue the control group's shares without restrictive legends, and to deposit the shares with DTC, which ultimately allowed for the stock to be sold to the public on an unregistered basis and as part of the control group's fraudulent scheme.

IV.

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

Accordingly, it is hereby ORDERED pursuant to Rule 102(e)(3)(i) of the Commission's Rules of Practice, effective immediately, that:

A. Sidoti is suspended from appearing or practicing before the Commission as an attorney for five years from the date of the Order.

B. After five years from the date of the Order, Respondent may request that the Commission consider Respondent's reinstatement by submitting an application to the attention of the Office of the General Counsel.

C. In support of any application for reinstatement to appear and practice before the Commission as an attorney, Respondent shall provide a certificate of good standing from each state bar where Respondent is a member.

D. In support of any application for reinstatement, Respondent shall also submit a signed affidavit truthfully stating, under penalty of perjury:

1. That Respondent has complied with the Commission suspension Order, and with any related orders and undertakings including any orders in SEC v. Sidoti or any related Commission proceedings, including any orders requiring payment of disgorgement or penalties;
2. That Respondent is not currently suspended or disbarred as an attorney by a court of the United States (or any agency of the United States) or the bar or court of any state, territory, district, commonwealth, or possession;
3. That Respondent, since the entry of the Order, has not been convicted of a felony or a misdemeanor involving moral turpitude that would constitute a basis for a forthwith suspension from appearing or practicing before the Commission pursuant to Rule 102(e)(2);
4. That Respondent, since the entry of the Order:
 - a. has not been charged with a felony or a misdemeanor involving moral turpitude as set forth in Rule 102(e)(2) of the Commission's Rules of Practice, except for any charge concerning the conduct that was the basis for the Order;

- b. has not been found by the Commission or a court of the United States to have committed a violation of the federal securities laws, and has not been enjoined from violating the federal securities laws, except for any finding or injunction concerning the conduct that was the basis for the Order;
 - c. has not been charged by the Commission or the United States with a violation of the federal securities laws, except for any charge concerning the conduct that was the basis for the Order;
 - d. has not been found by a court of the United States (or any agency of the United States) or any state, territory, district, commonwealth, or possession, or any bar thereof to have committed an offense (civil or criminal) involving moral turpitude, except for any finding concerning the conduct that was the basis for the Order;
 - e. has not been charged by the United States (or any agency of the United States) or any state, territory, district, commonwealth, or possession, civilly or criminally, with having committed an act of moral turpitude, except for any charge concerning the conduct that was the basis for the Order; and
 - f. has not been subject to disciplinary action by a bar, court or agency of any state for violations of applicable rules of professional conduct, except for any charge concerning the conduct that was the basis for the Order;
5. That Respondent's conduct is not at issue in any pending investigation of the Commission's Division of Enforcement or any criminal law enforcement investigation.
6. That Respondent is not the subject of any complaints to, or investigations by, the bar or court of any state, territory, district, commonwealth, or possession, except to the extent that such complaints concern the conduct that was the basis for the Order;
7. That Respondent has complied with any and all orders, undertakings, or other remedial, disciplinary, or punitive sanctions resulting from any action taken by the bar or court of any state, territory, district, commonwealth, or possession, or other regulatory body; and
8. That Respondent undertakes to notify the Office of General Counsel immediately in writing if any information submitted in support of the application for reinstatement becomes materially false or misleading or otherwise changes in any material way while the application is pending.

E. Respondent shall also provide a detailed description of:

1. Respondent's professional history since the imposition of the Order, including
 - (a) all job titles, responsibilities and role at any employer;
 - (b) the identification and description of any work performed for entities regulated by the Commission, and the persons to whom Respondent reported for such work;
2. The circumstances under which Respondent's membership in a state bar or any court for which Respondent was a member has lapsed or otherwise is no longer active and an explanation of why for each; and
3. Respondent's plans for any future appearance or practice before the Commission.

F. The Commission may conduct its own investigation to determine if the foregoing attestations are accurate.

G. If Respondent provides the documentation and attestations required in this Order and the Commission (1) discovers no contrary information therein, and (2) determines that Respondent truthfully and accurately attested to each of the items required in Respondent's affidavit, and the Commission discovers no information, including under Paragraph F, indicating that Respondent has violated a federal securities law, rule or regulation or rule of professional conduct applicable to Respondent since entry of the Order (other than by conduct underlying Respondent's original Rule 102(e) suspension), then, unless the Commission determines that reinstatement would not be in the public interest, the Commission shall reinstate the respondent for cause shown.

H. If Respondent is not able to provide the documentation and truthful and accurate attestations required in this Order or if the Commission has discovered contrary information, including under Paragraph F, the burden shall be on the Respondent to provide an explanation as to the facts and circumstances pertaining to the matter setting forth why Respondent believes cause for reinstatement nonetheless exists and reinstatement would not be contrary to the public interest. The Commission may then, in its discretion, reinstate the Respondent for cause shown.

I. If the Commission declines to reinstate Respondent pursuant to Paragraphs G and H, it may, at Respondent's request, hold a hearing to determine whether cause has been shown to permit Respondent to resume appearing and practicing before the Commission as an attorney.

By the Commission.

Vanessa A. Countryman
Secretary