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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION, **Plaintiff,** **v.** **GTF ENTERPRISES, INC., GEDREY THOMPSON, DEAN LEWIS, and SEZZIE GOODLUCK,** **Defendants.**	**10 Civ. No. ____** **COMPLAINT**

Plaintiff Securities and Exchange Commission ("Commission") for its Complaint against GTF Enterprises, Inc. ("GTF"), Gedrey Thompson ("Thompson"), Dean Lewis ("Lewis"), and Sezzie Goodluck ("Goodluck") (collectively "Defendants"), alleges as follows:

SUMMARY OF ALLEGATIONS

1. This action concerns a fraudulent scheme orchestrated by Gedrey Thompson ("Thompson") and GTF Enterprises, Inc. ("GTF") an unregistered investment company that he owned and controlled. From at least 2004 through 2009, Thompson conducted an offering fraud and ponzi scheme, targeting unsophisticated investors primarily in the Caribbean and African-American community in Brooklyn, New York. Thompson and GTF, with the assistance of

Lewis, an account manager for GTF, and others, conned at least 20 investors into investing over $800,000 in GTF by promising lofty, but false, investment returns with guaranteed safety of principal, among other things. Instead, of using investors' money as promised, Thompson misappropriated hundreds of thousands of dollars for his personal use. Many GTF investors lost their life savings in the scheme.

2. Thompson, operating through GTF, conducted an unregistered offering of GTF securities. He induced investors to purchase shares of GTF by falsely claiming that he would use their funds to trade in options, futures, commodities, or other securities. Thompson falsely claimed that GTF investments were risk-free, and that investors would receive a guaranteed, pre-determined, rate of return ranging from 4 to 20 percent per quarter. In a promotional brochure that Thompson distributed to prospective investors when soliciting their investment, Thompson represented that GTF practiced "[s]ound and careful investing" and "assume[d] all of the trading risk." The GTF brochure also stated that GTF "associates" had years of experience and education in the banking and brokerage industry "working for the top financial firms on Wall Street." These representations were false. In personal communications with investors, Thompson misrepresented his trading qualifications and employment history and those of the GTF "associates," as well as GTF's success as a money manager.

3. Contrary to Thompson's representations that he would trade securities for the benefit of the GTF investors, Thompson invested only a fraction of the investors' funds. Thompson lost all of the invested funds trading in options and failed to disclose these losses to actual or prospective GTF investors. In addition, Thompson misappropriated thousands of dollars for his personal use, to pay for trips for himself and his girlfriend, private school tuition for his son, and meals at restaurants, among other personal expenses.

4. Thompson and GTF routinely fabricated and issued quarterly account statements to investors showing artificially inflated returns. Thompson generated these statements as recently as January 2009, in order to conceal the scheme. The phony account statements caused investors to believe that GTF had generated the lofty returns that Thompson and other GTF representatives had promised and some investors invested additional money in reliance on the fake account balances.

5. Lewis, who left GTF in approximately 2008, assisted Thompson and GTF in the fraudulent scheme. Lewis falsely told prospective investors that their principal investment in GTF would be guaranteed by insurance and real estate investments. Lewis also provided prospective investors with the GTF brochure, telling them that the brochure's representations about the nature of their investments and the safeguarding thereof by Thompson and GTF were accurate. During that time, Lewis solicited and obtained $170,000 in investments from at least five investors and received approximately $29,000 from the fraud.

6. Sezzie Goodluck ("Goodluck") also assisted Thompson and GTF with the scheme. Goodluck, at the time an employee of J.P. Morgan Chase Bank ("Chase"), was GTF's Assistant Treasurer and recruited at least two Chase customers to invest in GTF -- without disclosing those outside activities to Chase. In addition, Goodluck attended at least two meetings, along with Thompson and Lewis, to pitch the GTF investments to prospective investors whom she had recommended. Goodluck personally obtained approximately $78,000 of investor funds from GTF's Chase account, provided Thompson with cash from the same account to pay his personal expenses, and facilitated withdrawal payments to GTF investors.

VIOLATIONS

7. By virtue of the conduct alleged herein:

   a. GTF and Thompson, directly or indirectly, singly or in concert, have engaged in acts, practices, and courses of business that constitute violations of Sections 5(a), 5(c) and 17(a) of the Securities Act of 1933 ("Securities Act") [15 U.S.C. §§ 77e(a), 77e(c) and 77q(a)], Section 10(b) of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10b-5];

   b. GTF directly or indirectly, singly or in concert, has engaged in acts, practices, and courses of business that constitute violations of Section 7(a) of the Investment Company Act of 1940 ("Company Act") [15 U.S.C. § 80a-7(a)];

   c. Thompson, directly or indirectly, singly or in concert, has engaged in acts, practices, and courses of business that constitute violations of Sections 206(1), 206(2), and 206(4) of the Investment Advisers Act of 1940 ("Advisers Act") [15 U.S.C. §§ 80b-6(1), 80b-6(2), 80b-6(4)] and Rule 206(4)-8 thereunder [17 C.F.R. § 275.206(4)-8];

   d. Lewis, directly or indirectly, singly or in concert, has engaged in acts, practices, and courses of business that constitute violations of Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)] and 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];

e. Lewis and Goodluck, directly or indirectly, singly or in concert, have engaged in acts, practices, and courses of business that constitute aiding and abetting violations of Sections 206(1), 206(2), and 206(4) of the Advisers Act [15 U.S.C. §§ 80b-6(1), 80b-6(2), 80b-6(4)] and Rule 206(4)-8 thereunder [17 C.F.R. § 275.206(4)-8]; and

f. Goodluck, directly or indirectly, singly or in concert, has engaged in acts, practices, and courses of business that constitute aiding and abetting 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].

8. Unless permanently restrained and enjoined, Defendants will again engage in the acts, practices, transactions and courses of business set forth in this Complaint and in acts, practices, transactions and courses of business of similar type and object.

JURISDICTION AND VENUE

9. The Commission brings this action pursuant to the authority conferred upon it by Section 20(b) of the Securities Act [15 U.S.C. § 77t(b)], Section 21(d)(1) of the Exchange Act [15 U.S.C. § 78u(d)(1)], Section 209(d) of the Advisers Act [15 U.S.C. § 80b-9(d)], and Section 42(d) of the Company Act, [15 U.S.C. § 80a-43], seeking a final judgment: (i) restraining and permanently enjoining Defendants from engaging in the acts, practices, transactions and courses of business alleged herein; (ii) requiring the Defendants to disgorge the ill-gotten gains they received as a result of their violations and to pay prejudgment interest thereon; and (iii) imposing civil monetary penalties pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)], Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)], and Section 209(e) of the Advisers Act [15 U.S.C. § 80b-9(e)].

10. The Court has jurisdiction over this action pursuant to Sections 20(b) and 22(a) of the Securities Act [15 U.S.C. §§ 77t(b) and 77v(a)], Sections 21(d) and 27 of the Exchange Act [15 U.S.C. §§ 78u(d), 78aa], Sections 209 and 214 of the Advisers Act [15 U.S.C. §§ 80b-9 and 80b-14], and Section 44 of the Company Act [15 U.S.C. § 80a-43].

11. Venue is proper in the Southern District of New York pursuant to Section 22(a) of the Securities Act [15 U.S.C. § 77v(a)], Section 27 of the Exchange Act [15 U.S.C. § 78aa], Section 214 of the Advisers Act [15 U.S.C. § 80b-14], and Section 44 of the Company Act [15 U.S.C. § 80a-43]. Certain of the transactions, acts, practices and courses of business alleged in this Complaint occurred in the Southern District of New York. Specifically, GTF's offices were located in Manhattan.

12. In connection with the transactions, acts, practices and courses of business alleged in this Complaint, Defendants, directly or indirectly, singly or in concert, have made use of the means and instrumentalities of interstate commerce, or of the mails, or of the facilities of a national securities exchange.

DEFENDANTS

13. **GTF** is a New York corporation with its principal place of business in New York, New York. Thompson incorporated GTF in 2003, and is its only shareholder, with sole trading authority and control over it. GTF is not and never has been registered with the Commission in any capacity and has not registered any offering of securities under the Securities Act or any class of securities under the Exchange Act.

14. **Thompson,** age 37, may reside in Brooklyn, New York, Virginia, or Jamaica, West Indies. Thompson is the principal and sole shareholder of GTF. He is not and has never been registered with the Commission in any capacity, and he holds no securities licenses.

15. **Lewis**, age 37, resides in Fairlawn, New Jersey. Lewis was an account manager for GTF from 2006 to 2008. Lewis solicited and obtained investments from at least 5 investors and received at least $29,000 in commissions from GTF. Lewis holds no securities licenses.

16. **Goodluck**, age 33, resides in Brooklyn, New York. Goodluck was GTF's Assistant Treasurer. Goodluck holds no securities licenses.

FACTS

17. Between 2004 and 2009, Thompson and GTF, with the assistance of Lewis and Goodluck, engaged in an offering fraud and ponzi scheme, raising over $800,000 from at least 20 investors who invested in GTF. Thompson primarily targeted unsophisticated investors in the Caribbean and African-American communities in Brooklyn, New York.

False Statements to Investors

18. Thompson, Lewis, and GTF represented to investors that their money would be invested in options, futures and/or commodities, or other securities. Thompson represented to prospective investors that their investments were risk-free and guaranteed them a pre-determined rate of return per quarter, ranging between 4 and 20 percent, regardless of how GTF performed in the market. In verbal and written communications, Thompson guaranteed the safety of an investment with GTF. Thompson told one prospective investor that even when the market was bad, her investment would be "150 percent guaranteed." In a promotional brochure Thompson provided to prospective GTF investors, Thompson touted GTF as "miles ahead of other investment management companies" because it assumed all of the trading risk. Through the brochure, Thompson described GTF's trading strategy as "risk-averse." Each of these representations was false.

19. In the GTF brochure, Thompson claimed that GTF protected investors from loss via a number of specific strategies: in addition to placing a so-called "two percent stop-loss" on each option, GTF purportedly invested only 30 percent of an investor's investment in the stock market and diversified the investment in four different market sectors.

20. Thompson quantified the risk of loss by showing prospective investors a bogus formula in the GTF brochure that purported to determine the number of incorrect trades that would have to occur for an investor to lose 30% of the investor's investment. Thompson claimed that GTF would have to make 50 consecutive incorrect trades in one quarter before the investor would experience a loss on a hypothetical investment of $15,000, suggesting that any such loss was highly unlikely.

21. None of these representations by GTF had any basis in reality. Neither Thompson nor GTF assumed the trading risk for the GTF investments, nor did they place a "stop-loss" on the trades.

22. Thompson also misrepresented to prospective investors his trading qualifications and those of key GTF "associates." He falsely claimed that GTF was comprised of "extremely knowledgeable GTF strategists" with over "10 years of experience and education working with the top financial firms on Wall Street." Thompson baselessly touted his success as a money manager, showing at least one prospective investor lofty returns that another GTF investor had purportedly earned, and telling another that he could make the investor a millionaire if the investor invested with GTF.

23. In order to invest in GTF, investors wrote checks or wired funds to GTF that Thompson deposited and pooled into one bank account held at Chase in GTF's name. Investors signed a contract, co-signed by Thompson, or in some instances Lewis, that represented the

quarterly interest rate that the investor was to receive on the investment. Thompson commingled all investor funds into one pool of money for trading purposes from which he purported to allocate gains to each investor at their contracted interest rate.

24. Thompson explained and discussed his purported investment strategy with investors and he and GTF issued to investors numerous periodic account statements that claimed to accurately represent the value of their investments. Thompson maintained exclusive control over investor funds, including money in brokerage accounts and bank accounts, and made all investment decisions.

Undisclosed Trading Losses and Misappropriation of Investors' Funds

25. GTF investors entrusted Thompson and GTF with over $800,000 to invest on their behalf. However, Thompson only invested approximately $100,000 of those funds in the GTF brokerage account.

26. Contrary to Thompson's representations that he and GTF employed a "risk-averse" trading strategy, Thompson conducted a risky options trading strategy, and began suffering losses immediately, eventually losing all of the funds invested. At various times, Thompson executed no trades on GTF's behalf and did not transfer any money into GTF's brokerage account. During 2006, Thompson transferred only $13,500 to the brokerage account and executed two trades. From October 2006 forward, the account balance never rose above $62.00.

27. Thompson used GTF as his personal piggy bank. From September 2006 to February 2008, Thompson and GTF solicited $650,000 in funds for investment. However, Thompson did not transfer any of those funds to the GTF brokerage account. Instead, Thompson withdrew at least $465,000 in cash, and transferred at least $52,000 to his personal accounts. In

addition, Thompson spent approximately $15,000 on personal expenses such as exotic trips for himself and his girlfriend, restaurants, and private school tuition for his son. On one occasion, Thompson deposited an investor check into the GTF bank account and wired it to his personal account almost immediately thereafter.

28. Thompson also used at least $77,000 from certain investors to satisfy withdrawal requests from other investors. On several occasions in 2004, 2005, and 2007, Thompson exhibited a pattern of obtaining funds from investors and using those funds, in whole or in part, to pay other investors -- sometimes round-tripping the investors' funds between GTF's brokerage and bank accounts. For example, in July 2004, Thompson used $10,000 of an investor's $13,000 investment to pay another investor. In July 2005, Thompson used all $5,000 of an investor's investment to pay another investor. In 2007, Thompson wired approximately $3,000 of an investor's $30,000 investment to another GTF investor. By the end of March 2009, rather than earning investors a high, risk-free return, Thompson had dissipated the assets in the GTF bank and brokerage accounts. Thompson never disclosed these losses or his misappropriation to GTF's investors.

Perpetuation of the Fraud Through Fictitious Account Statements

29. In order to conceal and perpetuate the scheme, Thompson and GTF provided investors with fictitious quarterly account statements. The fabricated statements showed investors that, under Thompson's management, their investments had achieved the lofty, but false, returns that he promised (between 4 and 20 percent quarterly). The fictitious statements also showed investors a steady principal balance, net of any authorized withdrawals. However, these returns were false -- GTF never had a profitable quarter and the bulk of solicited investor funds was never invested.

30. Thompson and GTF mailed fictitious quarterly statements to investors, most recently in January 2009, for the period October 1, 2008 through December 31, 2008.

31. Several investors relied upon the balances and steady returns shown in GTF's account statements when they decided to keep their money with GTF and/or to invest additional money. For example, one investor who initially invested $10,000 invested an additional $5,000 because of the returns that were purportedly reflected on GTF's fabricated statements. The investor, who told Thompson that she was saving for her retirement and for her children's college education, lost her entire investment. Another investor, who made two investments of $120,000 each, for a total of $240,000, based his second investment on the growth he had seen in his account and reflected on the fictitious GTF account statements.

Lewis

32. In July 2006, Lewis became a GTF account manager and by the time he left GTF in 2008, he had solicited at least 5 investors into the GTF fund. Lewis tried, unsuccessfully, to solicit other prospective investors, including one in Florida and another in Texas. Lewis solicited investors by touting GTF as a "reputable firm" that guaranteed its investors a very good, or high, rate of return and as a minority-owned firm managed by one of their own.

33. Lewis informed prospective investors that their money would be managed by Thompson and that Thompson had traders who would invest their money in options, futures and currency. However, Lewis had never been to GTF's offices nor met or spoken with the traders Thompson purported to have. Lewis also falsely told prospective investors that their investments were secure because GTF had insurance and the investments were backed by real estate investments in Houston, Texas.

34. However, GTF has no investment insurance or any real estate holdings in Texas, and Lewis knew or should have known that these representations were false. Lewis also told prospective investors that many others had invested with GTF, and that investors had been able to withdraw their principal and interest. However, Lewis knew or should have known at the time he made that representation that GTF had no investors who successfully withdrew their full principal and interest.

35. Lewis provided each prospective investor with the GTF brochure, telling them that the representations contained in the brochure were accurate, even though he knew or should have known that they were not. Lewis also orally reiterated representations in the brochure that GTF would put only 30 percent of the investors' money in the market, diversified in four different market sectors, and that a stop-loss provision had been placed on each trade. However, these representations, along with others in the GTF brochure, were false or misleading and Lewis never investigated the veracity of GTF's claims before repeating those false representations to investors.

36. Lewis collected a commission for each investor whose investment he solicited and obtained, receiving a total of approximately $29,000.

Goodluck

37. Goodluck, at the time an employee of Chase, was GTF's Assistant Treasurer. From June 2008 until March 2009, when the GTF bank account was closed, Goodluck conducted transactions in GTF's bank account. Goodluck withdrew money from the bank account to provide cash to Thompson and to pay her and Thompson's personal credit card expenses. Goodluck also withdrew approximately $78,000 from the account, in amounts ranging from as

high as $20,000 to as low as $10, and deposited approximately $29,834 in cash into her personal bank accounts.

38. Goodluck also referred at least two prospective investors to Thompson, both of whom subsequently invested in GTF. Both investors were Chase customers who had met Goodluck through her employment at the bank. Goodluck told one investor that the investor could earn a higher return with GTF than with the bank, and that she, Goodluck, had invested $30,000 in GTF herself, and had withdrawn $10,000. Based on Goodluck's referral and after talking to Thompson, the investor invested $35,000, all of which was eventually lost.

39. In addition, Goodluck introduced Thompson to at least two more prospective investors and accompanied Lewis and Thompson to the homes of those prospective investors to solicit investments. In these meetings Goodluck actively promoted GTF as a sound investment.

Investor Losses As a Result of the Fraud

40. Misrepresentations made by the defendants caused numerous investors to invest and to lose sums of money that were significant for them. Nearly all of the GTF investors were unsophisticated and, for most, their investments in GTF represented their life savings. Almost all of these investors lost their entire investment.

41. Thompson persuaded some investors to invest retirement money, saying that an investment in GTF would earn them a higher yield. For example, Thompson solicited one elderly investor, who is retired, to invest $226,919.63, money that had been saved in the event she needed nursing home care. The investor transferred her money from a well-known investment firm to GTF after Thompson told her that her investment with GTF would earn higher rates. When the market turned in 2008, Thompson reassured the investor that her money was safe. The investor believed her investment had grown to $334,377.53, the amount reflected

in her most recent GTF account statement. However, unbeknownst to the investor, Thompson ceased investing funds on behalf of investors more than a year before he obtained her investment. GTF's bank account statements show that Thompson withdrew and used all of the investor's money for unauthorized purposes.

42. Another elderly investor, also retired, who invested a total of $240,000 and received $65,000 in monthly withdrawals, lost $185,000.

43. From 2004 to 2008, Thompson and GTF obtained at least $826,850 in investor funds. Of those funds, Thompson transferred approximately $100,000 to the GTF brokerage account losing all of it through trading in options. Thompson returned only approximately $200,000 to investors and misappropriated the remainder, approximately $626,580.

FIRST CLAIM FOR RELIEF

Violations of Sections 5(a) and 5(c) of the Securities Act (GTF and Thompson)

44. The Commission realleges and incorporates by reference each and every allegation contained in paragraphs 1 through 43.

45. No registration statement was ever filed with the Commission or in effect with respect to the GTF investments and no exemption from registration was available.

46. GTF and Thompson, directly or indirectly, singly or in concert:

(a) made use of the means or instruments of transportation or communication in interstate commerce or of the mails to sell securities through the use or medium of a prospectus or otherwise; or carried securities or caused such securities to be carried through the mails or in interstate commerce, by means or instruments of transportation, for the purpose of sale or for delivery after sale; and

(b) made use of the means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy, through the use or medium of any prospectus or otherwise, securities without a registration statement having been filed or being in effect with the Commission as to such securities.

47. By reason of the foregoing, GTF and Thompson have violated, are violating, and unless enjoined, will continue to violate Sections 5(a) and 5(c) of the Securities Act [15 U.S.C. §§ 77e(a) and 77e(c)].

SECOND CLAIM FOR RELIEF

Violations of Section 7(a) of the Company Act (GTF)

48. The Commission realleges and incorporates by reference each and every allegation contained in paragraphs 1 through 47.

49. GTF has issued securities in a public offering and is and has been or has held itself out as being engaged primarily, and proposes and has proposed to engage primarily, in the business of investing, reinvesting, or trading in securities.

50. As a result of the foregoing, GTF was and is an investment company under Section 3(a)(l) of the Company Act, 15 U.S.C. § 80a-3(a)(l). Because no exemption or exclusion from registration is available, GTF was and is required to register with the Commission under Section 7(a) of the Company Act, 15 U.S.C. § 80a-7(a). It is not so registered and has acted as an investment company without being registered.

51. By reason of the foregoing, GTF has violated, is violating, and unless restrained and enjoined will continue to violate, Section 7(a) of the Company Act [15 U.S.C. § 80a-7(a)].

THIRD CLAIM FOR RELIEF

Direct Violations (GTF, Thompson and Lewis) and Aiding and Abetting Violations (Goodluck) of Section 10(b) of the Exchange Act and Rule 10b-5 Thereunder

52. The Commission realleges and incorporates by reference each and every allegation contained in paragraphs 1 through 51.

53. GTF, Thompson, and Lewis, 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 the facilities of a national securities exchange, directly or indirectly, singly or in concert, with scienter, have:

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

(b) made untrue statements of material facts or have omitted to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or

(c) engaged in acts, transactions, practices and courses of business which operated or would have operated as a fraud or deceit upon any person.

54. The misstatements and omissions of fact detailed in paragraphs 1 through _ were material.

55. By reason of the foregoing, GTF, Thompson, and Lewis, directly or indirectly, violated, and unless enjoined will again violate, 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].

56. By conducting transactions in the GTF bank account, providing cash to Thompson and paying her and Thompson’s credit card bills, and referring prospective investors to Thompson, with scienter, Goodluck, by use of the means or instrumentalities of interstate commerce, or of the mails, aided and abetted GTF, Thompson, and Lewis in their 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].

FOURTH CLAIM FOR RELIEF

Violations of Section 17(a) of the Securities Act
(GTF, Thompson, Lewis)

57. The Commission realleges and incorporates by reference each and every allegation contained in paragraphs 1 through 56.

58. GTF, Thompson and Lewis, in the offer or sale of securities, by use of the means or instruments of transportation or communication in interstate commerce, or by the use of the mails, directly or indirectly, singly or in concert, with scienter have:

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

(b) obtained money or property by means of untrue statements of material fact or by omitting to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or

(c) engaged in acts, transactions, practices and courses of business which operated or would have operated as a fraud or deceit upon purchasers of securities.

59. By reason of the foregoing, GTF, Thompson, and Lewis, directly or indirectly, violated, and unless enjoined will again violate, Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)].

FIFTH CLAIM FOR RELIEF

Direct Violations (Thompson) and Aiding and Abetting Violations (Lewis and Goodluck) of Sections 206(1), 206(2), and 206(4) of the Advisers Act and Rule 206(4)-8 Thereunder

60. The Commission realleges and incorporates by reference each and every allegation contained in paragraphs 1 through 59.

61. At all relevant times, Thompson acted as an investment adviser, as defined by Section 202(a)(11) of the Advisers Act [15 U.S.C. § 80b-2(a)(11)], to the GTF investment fund and also to certain investors in that fund.

62. Thompson violated Section 206(1), 206(2), and 206(4) of the Advisers Act and Rule 204-(8) thereunder, by engaging in the acts and conduct alleged above, directly or indirectly, through use of the means or instruments of transportation or communication in interstate commerce, or by the use of the mails, and while engaged in the business of advising others for compensation as to the advisability of investing in, purchasing, or selling securities, with scienter, has:

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

(b) engaged in transactions, practices, and courses of business which operated or would have operated as a fraud or deceit upon investors or prospective investors;

(c) engaged in acts, practices, and courses of business which were fraudulent, deceptive, or manipulative; or

(d) made untrue statements of material facts or omitted to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading, to any investor or prospective investor in a pooled investment vehicle.

63. By reason of the foregoing, Thompson, directly or indirectly, violated, and unless enjoined will again violate, Sections 206(1), 206(2), and 206(4) of the Advisers Act [15 U.S.C. §§ 80b-6(1), 80b-6(2), 80b-6(4)] and Rule 206(4)-8 thereunder [17 C.F.R. § 275.206(4)-8].

64. By soliciting GTF investors by making untrue statements of material facts, or omitting to state material facts necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading, with scienter, Lewis, by use of the means or instrumentalities of interstate commerce, or of the mails, aided and abetted Thompson in his violations of Sections 206(1), 206(2), and 206(4) of the Advisers Act [15 U.S.C. §§ 80b-6(1), 80b-6(2), 80b-6(4)] and Rule 206(4)-8 thereunder [17 C.F.R. § 275.206(4)-8].

65. By conducting transactions on the GTF bank account, providing cash to Thompson and paying her and Thompson's credit card bills, and referring prospective investors to Thompson, Goodluck, by use of the means or instrumentalities of interstate commerce, or of the mails, aided and abetted Thompson in his violations of Sections 206(1), 206(2), and 206(4) of the Advisers Act [15 U.S.C. §§ 80b-6(1), 80b-6(2), 80b-6(4)] and Rule 206(4)-8 thereunder [17 C.F.R. § 275.206(4)-8].

PRAYER FOR RELIEF

WHEREFORE, the Commission respectfully requests that this Court issue a Final Judgment:

I.

Permanently restraining and enjoining:

(a) GTF and Thompson and their agents, servants, employees and attorneys, and all 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), 5(c) and 17(a) of the Securities Act [15 U.S.C. §§ 77e(a), 77e(c), and 77q(a)], 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];

(b) GTF and GTF's agents, servants, employees and attorneys, and all persons in active concert or participation with them who receive actual notice of the injunction by personal service or otherwise, from violating Section 7(a) of the Company Act [15 U.S.C. § 80a-7(a)];

(c) Thompson and Thompson's agents, servants, employees and attorneys, and all persons in active concert or participation with them who receive actual notice of the injunction by personal service or otherwise, from violating Sections 206(1), 206(2), and 206(4) of the Advisers Act [15 U.S.C. §§ 80b-6(1), 80b-6(2), 80b-6(4)] and Rule 206(4)-8 thereunder [17 C.F.R.§ 275.206(4)-8];

(d) Lewis and Lewis' agents, servants, employees and attorneys, and all persons in active concert or participation with them who receive actual notice of the injunction by personal service or otherwise, from violating Sections 17(a) of the Securities Act [15

U.S.C. §§ 77q(a)], 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], and Sections 206(1), 206(2), and 206(4) of the Advisers Act [15 U.S.C. §§ 80b-6(1), 80b-6(2), 80b-6(4)] and Rule 206(4)-8 thereunder [17 C.F.R.§ 275.206(4)-8]; and

(e) Goodluck and Goodluck's agents, servants, employees and attorneys, and all persons in active concert or participation with them who receive actual notice of the injunction by personal service or otherwise, from violating 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], and Sections 206(1), 206(2), and 206(4) of the Advisers Act [15 U.S.C. §§ 80b-6(1), 80b-6(2), 80b-6(4)] and Rule 206(4)-8 thereunder [17 C.F.R.§ 275.206(4)-8].

II.

Ordering GTF and Thompson jointly and severally liable for disgorgement of any and all ill-gotten gains they received as a result of their violations of the federal securities laws, plus prejudgment interest thereon.

III.

Ordering each of Lewis and Goodluck liable for disgorgement of any and all ill-gotten gains each received as a result of their violations of the federal securities laws, plus prejudgment interest thereon.

IV.

Ordering Defendants to pay civil money penalties pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)], Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)], and Section 209(e) of the Advisers Act [15 U.S.C. § 80b-9(e)]; and

V.

Granting such other and further relief as the Court may deem just and proper.

Dated: New York, New York
May 26, 2010

By ___________________________

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