AMY JANE LONGO, Cal. Bar No. 198304
Email: longoa@sec.gov
KAREN MATTESON, Cal. Bar. No. 102103
Email: mattesonk@sec.gov
J. CINDY ESON, Cal. Bar. No. 219782
Email: esonjc@sec.gov

Attorneys for Plaintiff
Securities and Exchange Commission
Michele Wein Layne, Regional Director
Lorraine B. Echavarria, Associate Regional Director
John W. Berry, Regional Trial Counsel
5670 Wilshire Boulevard, 11th Floor
Los Angeles, California 90036
Telephone: (323) 965-3998
Facsimile: (323) 965-3908

UNITED STATES DISTRICT COURT

CENTRAL DISTRICT OF CALIFORNIA

SECURITIES AND EXCHANGE COMMISSION, Plaintiff, vs. CHRISTOPHER A.T. PEDRAS (aka CHRIS PEDRAS aka ANTONE THOMAS PEDRAS); SYLVESTER M. GRAY II; ALICIA BRYAN; MAXUM GOLD BNK HOLDINGS LIMITED; MAXUM GOLD BNK HOLDINGS LLC; FMP MEDICAL SERVICES LIMITED; and FMP MEDICAL SERVICES LLC, Defendants, and COMPTROLLER 2013 LIMITED, Relief Defendant.	Case No.: CV13-07932-DMG (JCGx) **COMPLAINT** **(FILED UNDER SEAL)**

LODGED
CLERK, U.S. DISTRICT COURT
OCT 28 2013
CENTRAL DISTRICT OF CALIFORNIA
BY DEPUTY

Plaintiff Securities and Exchange Commission ("SEC") alleges:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this action pursuant to Sections 20(b), 20(d)(1) and 22(a) of the Securities Act of 1933 ("Securities Act"), 15 U.S.C. §§ 77t(b), 77t(d)(1) & 77v(a), and Sections 21(d)(1), 21(d)(3)(A), 21(e) and 27(a) of the Securities Exchange Act of 1934 ("Exchange Act"), 15 U.S.C. §§ 78(u)(d)(1), 78u(d)(3)(A), 78u(e) & 78aa(a). Defendants have, directly or indirectly, made use of the means or instrumentalities of interstate commerce, of the mails, or of the facilities of a national securities exchange in connection with the transactions, acts, practices and courses of business alleged in this complaint.

2. Venue is proper in this district 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(a), because certain of the transactions, acts, practices and courses of conduct constituting violations of the federal securities laws occurred within this district.

SUMMARY

3. This is an action brought to halt an ongoing Ponzi scheme aimed at U.S. investors and perpetrated by the Defendants. Just in the last two weeks, regulators in New Zealand, where some of the corporate Defendants are located, cancelled the registration of one Defendant's securities and prohibited further sales of those securities because the Defendant's prospectus would likely mislead investors.

4. From July 2010 continuing through the present, Defendants, through five different U.S. and New Zealand-based entities, have offered and sold unregistered securities based on materially false representations and omissions, including more than $5.6 million raised from over 50 U.S. investors. Also, Defendants Christopher A.T. Pedras and his partner, Defendant Sylvester Gray, as well as their lead sales representative, Defendant Alicia Bryan, falsely represented the nature of these investments through an offering consisting of two successive phases: the Maxum Gold Small Cap Trade Program (the "Maxum Gold Trade Program") and the FMP Renal

Program (the "FMP Renal Program").

5. Defendants pitched the Maxum Gold Trade Program to investors as a "low risk" investment with returns ranging between 4%-8% per month, and claimed investor funds would be placed in escrow to facilitate a bank trade program. The securities offered as an investment in the Maxum Gold Trade Program take the form of investment contracts issued by Defendant Maxum Gold Bnk Holdings Limited, and a counterpart Nevada entity, Defendant Maxum Gold Bnk Holdings LLC (collectively, "Maxum Gold").

6. When Defendants were having trouble paying the promised returns to Maxum Gold Trade Program investors, Defendants shifted their efforts to promoting the FMP Renal Program to Maxum Gold Trade Program investors. In that program, Defendants claimed they were offering an investment in a company that would be publicly traded and would operate kidney dialysis clinics in New Zealand. Defendants are now offering this FMP Renal Program, and claim that it will instantaneously increase the value of Maxum Gold investors' investments by approximately 80%. The securities offered as an investment in the FMP Renal Program are stock issued by a New Zealand company, Defendant FMP Medical Services Limited, and a counterpart Nevada company, FMP Medical Services LLC (collectively, "FMP Medical"). Investors were instructed to wire monies to Relief Defendant Comptroller 2013 Limited, a New Zealand entity, in order to participate in the FMP Renal Program.

7. The stated uses of investors' funds and the returns promised by Defendants about the two investment programs were false. Instead, the programs are a Ponzi scheme. Neither the Maxum Gold Trade Program nor the FMP Renal Program are real. Rather, of the $5.6 million raised from investors: (1) Defendants have paid out more than $2.4 million in investor "returns" directly out of investors' funds; (2) Defendant Pedras has misappropriated nearly $2 million in cash, cars, retail purchases, and transfers to and from his related companies; and, (3) Defendants have paid out more than $1.2 million in sales commissions to a small network of sales agents who have helped promote the

scheme.

8. The investment contracts sold to investors in the Maxum Gold Trade Program and the stock offered to investors in the FMP Renal Program are securities under the federal securities laws. Defendants offered and sold, and continue to offer and sell, these securities to U.S. investors in unregistered transactions through the internet, by email and through phone calls, with no available exemption from registration. In doing so, Defendants have violated and are violating the registration provisions of Sections 5(a) and 5(c) of the Securities Act, 15 U.S.C. § 77f.

9. In offering and selling these securities to U.S. investors, Defendants, acting with scienter, made material misrepresentations and omissions as to the intended uses of investors' funds, the nature of the investments, and their expected returns. By this conduct, Defendants have violated and are violating the antifraud provisions of Section 17(a) of the Securities Act, 15 U.S.C. § 77q, and Section 10(b) of the Exchange Act, 15 U.S.C. § 78j(b), and Rule 10b-5 thereunder. As control persons who knowingly or recklessly provided substantial assistance under Section 20(a) of the Exchange Act, 15 U.S.C. § 78t(e), Pedras is liable for Maxum Gold's and FMP Medical's primary violations of the Exchange Act, and Gray is liable for Maxum Gold's primary violations of the Exchange Act.

10. By selling these securities through a network of sales agents and receiving and paying compensation therefrom, Pedras and Bryan have acted and continue to act as broker-dealers. However, neither is registered with the SEC as a broker-dealer and thus each has violated the broker-dealer registration requirements of Section 15(a) of the Exchange Act, 15 U.S.C. § 78(o).

11. The SEC seeks a temporary restraining order and preliminary and permanent injunctions prohibiting future such violations, an order freezing Defendants' assets, an order prohibiting destruction of documents, an accounting, disgorgement of Defendants' ill-gotten gains, and civil penalties.

THE DEFENDANTS

12. **Christopher A.T. Pedras** (a/k/a Chris Pedras, a/k/a Antone Thomas Pedras) is a U.S. citizen and resides in Turlock, California and Auckland, New Zealand. He is the sole owner and director of Defendants Maxum Gold Bnk Holdings Limited and FMP Medical Services LLC; the sole director of affiliate Maxum Bnk PCPT Limited; one of three officers of Defendant Maxum Gold Bnk Holdings, LLC; the sole director and shareholder of Defendant FMP Medical Services Limited; and the sole owner and director of Relief Defendant Comptroller 2013. He is either the exclusive signatory or one of two signatories on numerous bank accounts in the U.S. and New Zealand opened in the names of these entities. Pedras is not registered with the SEC in any capacity.

13. **Sylvester M. Gray** resides in Kaysville, Utah. Described by Pedras as his "partner," Gray is a corporate managing director and member of Defendant Maxum Gold Bnk Holdings, LLC; a member and Managing Director of affiliate Maxum Gold Bnk PCPT Limited; and an account executive for Maxum Gold. Gray is a co-signatory, with Pedras, on a U.S. bank account he opened in the name of Defendant Maxum Gold Bnk Holdings LLC. Gray is not registered with the SEC in any capacity.

14. **Alicia Bryan**, Maxum Gold's lead sales agent, resides in Bossier City, Louisiana. Bryan is the managing director of A & B Consulting, LLC, a company she formed in Nevada in August 2011. Bryan is not registered with the SEC in any capacity. In September 2008, Bryan pled guilty to a charge of attempted felony theft in the State of Louisiana, arising from her attempt to cash a counterfeit check from her then-employer, an internet company for whom she collected charitable donations and sent them to a purported disaster relief organization overseas.

15. **Maxum Gold Bnk Holdings Limited** was incorporated by Pedras in New Zealand on July 23, 2010. It is not registered with the SEC in any capacity, nor has it registered any securities with the SEC in any capacity.

16. **Maxum Gold Bnk Holdings LLC** was formed by Pedras and his wife, Ane K. Pedras, in Nevada on February 22, 2012. It is not registered with the SEC in any

capacity, nor has it registered any securities with the SEC in any capacity.

17. **FMP Medical Services LLC** was formed by Pedras in Nevada on September 7, 2012. It is not registered with the SEC in any capacity, nor has it registered any securities with the SEC in any capacity.

18. **FMP Medical Services Limited** was incorporated by Pedras in New Zealand on July 17, 2013. It is not registered with the SEC in any capacity, nor has it registered any securities with the SEC in any capacity.

RELIEF DEFENDANT

19. **Comptroller 2013 Limited** was incorporated by Pedras in New Zealand on March 19, 2013. It is not registered with the SEC in any capacity, nor has it registered any securities with the SEC in any capacity.

THE FRAUDULENT SCHEME

20. Since July 2010, Defendants have raised at least $5.6 million from more than 50 U.S. investors through a fraudulent offering consisting of two successive phases: the Maxum Gold Trade Program and the FMP Renal Program.

A. Background

1. The Maxum Gold Trade Program

21. Defendants represent that, through the Maxum Gold Trade Program, Maxum Gold acts as an intermediary between unidentified global banks trading unspecified financial instruments on a trading platform. According to Defendants, Maxum Gold serves as the intermediary between banks that want to trade with each other, but cannot legally do so directly, so instead they use Maxum Gold's trade platform. Maxum Gold then purports to pass along to investors portions of the profits from these trades.

22. Investors are offered investments in the Maxum Gold Trade Program at various levels. The "Starter Maxum Gold Trade Program" requires a minimum investment of between $5,000 and $10,000 and pays 4% a month for a six-month term. The "Standard Maxum Gold Trade Program" requires an investment of between $100,000 and $500,000 and pays 8% a month for a twelve-month term. Several

intermediate programs call for investments of between $50,000 and $80,000, and pay returns of 6% to 7% monthly. There are also advanced trade programs, which purportedly pay between 50% and 80% annually.

23. The investments in the Maxum Gold Trade Program take the form of investment contracts between the investors and Maxum Gold, where investors send in their monies to partake in the bank trade program, relying upon the efforts of Pedras, Gray and others at Maxum Gold to receive the promised returns.

24. In addition to Bryan, Defendants used at least half a dozen sales agents located in the U.S. to promote the Maxum Gold Trade Program to U.S. investors.

25. More than 50 U.S. investors invested funds in the Maxum Gold Bank Trade Program between July 2010 and mid-2012.

2. The FMP Renal Program

26. In the second half of 2012, Maxum Gold's payments to investors were delayed. Pedras represented during investor conference calls that the delay resulted from an audit by New Zealand regulators. In emails to investors, sales agents further attributed the delay to Maxum Gold changing banks and experiencing technical difficulties with its payment systems. Neither of these claims were true.

27. In October 2012, Bryan represented to investors and sales agents that the Maxum Gold Trade Program return rates were expected to drop. Bryan encouraged investors to invest more right away, to lock in the current, more favorable rates.

28. In early 2013, Defendants began marketing the FMP Renal Program via investor conference calls and email. During investor conference calls, Pedras told investors that they would soon be able to purchase shares of a New Zealand company, expected to be publicly traded and therefore liquid, that would operate kidney dialysis clinics in New Zealand. Pedras told investors that they could purchase "preferred" or "premium" shares in the FMP Renal Program by rolling over their investments from the Maxum Gold Trade Program, and instructed investors to wire monies to Relief Defendant Comptroller 2013, to participate in the FMP Renal Program.

29. In March 2013, Bryan sent emails to Maxum Gold investors, touting the FMP Renal Program. For example, on March 20, 2013, Bryan forwarded a newspaper article about another company's recently expired contract to offer lab testing services in Auckland, and wrote: "Now you can see the tip of the iceberg, imagine how huge an opportunity we're offering you via the FMP Renal Program!"

30. The investments in the FMP Renal Program are in the form of stock issued by Defendant FMP Medical Services Limited.

31. In addition to Bryan, Defendants used at least half a dozen sales agents located in the U.S. to promote the Maxum Gold Trade Program to U.S. investors.

32. From early 2013 to present, at least eight U.S. investors, the majority of them existing Maxum Gold investors, wired funds to Relief Defendant Comptroller 2013, for investment in the FMP Renal Program.

B. The Ponzi Scheme

33. Through both the Maxum Gold Trade Program and the FMP Renal Program, Defendants have raised approximately $5.6 million raised from U.S. investors.

34. However, these investor funds were not invested as the Defendants represented they would be under the two programs. Of the approximate $5.6 million raised, Defendants used: (a) approximately $2.4 million of new investor money to pay "profits" to old investors in Ponzi-like fashion, and (b) approximately $1.2 million to pay sales commissions (including at least $226,676 to Bryan, some of which she paid to other sales agents, and at least $14,110 to Gray).

35. Of the remaining nearly $2 million, Pedras has misappropriated for his personal use at least: (a) $1.4 million in cash withdrawals and transfers to his own accounts; (b) $217,274 in transfers to Pedras-related entities or Pedras's relatives; and (c) $337,949 in retail purchases, including, among other expenses, $131,074.01 on cars and car-related expenses, $99,424.05 on other retail expenditures, and $52,970 on travel and lodging.

36. These disbursements were all made contrary to Defendants' representations

to investors that their funds would be invested in a bank trade program (as promised to the Maxum Gold Trade Program investors) or in a renal dialysis business (as promised to the FMP Renal Program investors).

37. Throughout the relevant period, Pedras had signatory authority over all of the bank accounts of Defendants Maxum Gold and FMP Medical, and of Relief Defendant Comptroller 2013.

38. Also, during this time, Gray had signatory authority over the bank account of Defendant Maxum Gold Bnk Holdings LLC.

C. The False Representations Made with the Offerings

39. In addition to engaging in a fraudulent Ponzi scheme through the Maxum Gold Trade Program and the FMP Renal Program, Defendants also made false representations about these investments.

1. The Maxum Gold Trade Program

a. The Solicitations and the Representations

40. Defendants and a small group of sales agents market the investment in the Maxum Gold Trade Program in several ways, including through the internet, investor conference calls, through in-person meetings, and by email.

41. One of Maxum Gold's two websites, registered and controlled by Pedras, www.maxumgoldbnk.com, describes the Maxum Gold Trade Program and contains a chart with the available levels of investment. The website states that investment with Maxum Gold offers "low risk or reduced risk programming" and promises "common sense transaction[s] with realistic numbers that are obtainable each and every time."

42. The website states that investors' funds are invested in a bank trade program. According to the website, banks trade depositors' monies throughout the day on trade platforms and make profits from these trades. Because the banks are not allowed to participate directly in these trade platforms, the banks, according to the Maxum Gold website, use third parties to trade on their behalf.

43. The website claims that Maxum Gold acts as an intermediary for the banks,

and that Maxum Gold earns profits from the banks' trades, which generate the returns for Maxum Gold investors.

44. The investors are told they cannot know the identity of the banks or what they are trading. Specifically, the website states:

> **Who is the Bank of Trade:** you will never be given this information, if you did get it, why would you need the Trade Platform, operated by a skilled professional.
>
> **What are you trading:** Trading normally involves a paper issue of some kind; however the Platform may at its call, use other bank, currency or other documented credits to trade with, again a skilled professional can do this.

45. Maxum Gold's website also states that Maxum Gold's investors' funds are escrowed in their individual accounts:

> The investor is only involved for the purpose of audit only; as it is by law, that financial institutions are not allowed to participate directly; therefore, they have to find a Private Entity, either a Private Asset Management Company, or a Stock Brokerage firm, to trade with, for and on their behalf through a provable investor. (Cash in account). If the bank was to trade on its own it would be insider trading or market fixing which is a criminal offence. So the Platforms need you, and your banks need you, as the provable party that they are acting on behalf of in revenue generating trades.

The website states that investors' principal is retained in their "escrow" accounts and that the accounts are routinely audited and protected by New Zealand banking law.

46. To become a Maxum Gold customer, an investor is required to email Pedras indicating the level of program in which he or she is interested. Pedras then sends the investor a set of "pre-compliance" documents. Pedras and Gray are co-signatories on

many of the new account documents.

47. Once the investor signs the documents and wires his or her funds to Maxum Gold, Pedras causes an "account" to be opened for that investor. Investors can check their accounts on Maxum Gold's website using a password, to view their "balances" and "profits".

48. Pedras and Bryan conduct periodic investor conference calls touting the nature and benefits of the Maxum Gold Trade Program and the safety of investors' funds in escrow accounts.

49. Beginning sometime in 2011 and continuing through the summer of 2013, Bryan was the primary conduit among Maxum Gold, its investors and its sales agents. Bryan organized the periodic investor conference calls and participated in them through at least mid-2013.

50. Pedras represented on investor conference calls that Maxum Gold had been doing business for 15 to 20 years making regular payments to investors and had more than 6,000 clients. He also represented that investors' funds were maintained safely in escrow accounts.

51. In March 2012, Pedras conducted an in-person seminar at Paramount Studios in Los Angeles for actual and prospective investors. At the seminar, he described the nature and benefits of the Maxum Gold Trade Program and the safety of investors' funds in escrow accounts.

52. Pedras and Bryan routinely communicated with investors via email. Purported "educational materials" provided by email falsely reflect that investor funds are maintained in "non-depletion escrow accounts" and maintained "whole, safe and secure for the complete term of the Contract." Investors were also told there was a "firewall" between investors' escrow accounts and the accounts against which the banks were supposedly executing trades.

53. By the actions described above, Maxum Gold, Pedras and Bryan directly offered and sold the Maxum Gold Trade Program to investors; alternately, Pedras and

Bryan indirectly offered and sold the Maxum Gold Trade Program to investors because they were necessary participants and a substantial factor in the offer and sale of the Program to investors.

b. The Falsity of the Claims

54. Defendants' representations about the Maxum Bank Trade Program were false in several respects. Pedras, Gray and Bryan knew, or were reckless in not knowing, the falsity of the claims.

55. First, Maxum Gold's website contained misrepresentations concerning the intended use of investors' proceeds—namely, that the funds would be invested in a bank trade program. Pedras repeated these misrepresentations during investor conference calls and in person, and Bryan repeated them by email.

56. Contrary to these representations concerning the intended use of investors' proceeds, no investor funds have been invested in a bank trade program. Rather, as alleged above, investor funds were used to pay other investors and to pay sales agents, and were misappropriated by Pedras.

57. Second, Maxum Gold's website contained misrepresentations concerning the expected returns on investor proceeds. The website claimed the returns would range from 4% to 8% monthly. Pedras repeated these misrepresentations during investor conference calls, in person, and by email, and Bryan repeated them by email.

58. Contrary to these representations concerning the expected returns on investor proceeds, investors would not earn 4% to 8% monthly on their principal, because their funds were used to pay other investors and to pay sales agents, and were misappropriated by Pedras.

59. Third, Maxum Gold's website contained misrepresentations concerning the security of investors' principal in escrow accounts. The website claimed that they would be maintained whole and intact, as purportedly reflected in investors' online "account" and "profit" balances. Pedras repeated these misrepresentations during investor conference calls, in person and by email, and Bryan repeated them by email.

60. Contrary to these representations concerning the security of investors' principal, investor funds were not maintained in secure escrow accounts visible as online balances showing "accounts" and "profits", but were used to pay other investors and to pay sales agents, and were misappropriated by Pedras.

2. The FMP Renal Program

a. The Solicitations and The Representations

61. Beginning in 2013, Defendants and a small group of sales agents began promoting the FMP Renal Program to Maxum Gold investors during investor conference calls and by email.

62. During investor conference calls, Pedras described FMP Renal Program as a new venture investing in kidney dialysis clinics, which would offer liquidity because it would entail publicly traded shares of a New Zealand company (unlike Maxum Gold investment contracts, which were for a fixed term).

63. On August 26, 2013, through the New Zealand Registrar of Companies, Pedras registered an Investment Statement and Prospectus, amended on October 3, 2013 (the "FMP Medical Prospectus"), offering shares of FMP Medical for sale.

64. The second of Maxum Gold's websites, registered and controlled by Pedras, www.maxumgoldpcpt.com, offers Maxum Gold investors the ability to convert their investments in Maxum Gold into "limited shares" of FMP Medical. For each individual investor, the website lists a "Comparison Account Balance from Shares Offer" reflecting the current "value" of their Maxum Gold investment, and the promised "value" should they convert to shares of FMP Medical:

> If you choose to re-invest your position into this offering as you have indicate in your email request, your position will have benefited by [$$] more per share than your current MBG balance indicated above.

65. The offer states that if investors convert to FMP Medical, the value of their investment will automatically increase. For example, according to the website, if an

investor had $35,625.00 invested in Maxum Gold, and if he or she converted to shares of FMP Medical, he or she would then have a balance of $64,125.00, representing a stated "Increased Value of Investment" of $28,500.00. The website also links to FMP Medical's website, www.fmpmed.co.nz, where investors are offered to the ability to register to purchase the shares of FMP Medical.

66. During September 2013, Defendants' sales agents also sent Maxum Gold investors the same information by email, listing a Maxum Gold balance and then a corresponding "Comparison Account Balance from Shares Offer" should the investor convert to shares of FMP Medical.

67. On October 15, 2013, the New Zealand Financial Markets Authority ("NZFMA") issued orders cancelling FMP Medical's registration for failure to comply with New Zealand law, and prohibiting stock from being sold pursuant to the Prospectus in New Zealand. (Orders Cancelling Registration of Prospectus and Prohibiting Distribution of Investment Statement, dated October 15, 2013 (the "NZFMA Order"). Citing a "number of concerns about disclosures" in the Prospectus, the NZFMA Order states that, among other things:

> [T]he positive statements about work undertaken to investigate this venture are misleading by omitting to include information provided to FMA, namely that the research resides only in the director's head, that there is no retrievable correspondence or documentation to show for the claimed 18 months of feasibility planning, site identification has not been undertaken, and the claimed negotiations have not been documented.... In view of the apparent lack of any serious planning... we do not consider there is any reasonable basis to estimate that operations can commence within 12 months, making this statement likely to mislead investors.

68. By the actions described above, FMP and Pedras directly offered and sold

the FMP Renal Program to investors; alternately, Pedras indirectly offered and sold the FMP Renal Program to investors because he was a necessary participant and a substantial factor in the offer and sale of the Program.

b. The Falsity of the Claims

69. Defendants' representations about the FMP Renal Program were false in several respects. Pedras, Gray and Bryan knew, or were reckless in not knowing, the falsity of the claims.

70. First, Pedras's statements on investor conference calls, repeated by Bryan in emails, contained misrepresentations concerning the intended use of investors' proceeds—namely, that the funds would be invested in a business involving kidney dialysis clinics.

71. Contrary to these representations concerning the intended use of investors' proceeds, no investor funds were invested in a business to operate kidney dialysis clinics. Rather, investor funds were used to pay other investors and to pay sales agents, and were misappropriated by Pedras.

72. Second, Maxum Gold's website contained misrepresentations concerning the expected returns on investor proceeds. The website claimed that an investment in the FMP Renal program would instantaneously increase the value of a Maxum Gold investor's investment by 80%. Defendants' sales agents repeated these representations by email.

73. Contrary to these representations, investors will not immediately increase their investments' value by approximately 80% if they convert from the Maxum Gold Trade Program to shares of FMP Medical, because their funds have been used to pay other investors, to pay sales agents, and have been misappropriated by Pedras. The "Comparison Account Balance from Shares Offer" shown on Maxum Gold's website for each investor who converts to FMP Medical is fictitious, as it is derived from an equally phony Maxum Gold Trade Program account balance.

74. Third, Pedras misrepresented during investor conference calls that

investments in the FMP Renal Program would be liquid, because the shares would be publicly traded.

75. Contrary to this representation, shares of FMP Medical would not be liquid and the shares would not trade publicly. The NZFMA cancelled the registration of FMP Medical's shares. Moreover, investors cannot obtain increased liquidity by converting their Maxum Gold Trade Program investments to shares of FMP Medical, because investor funds have been used to pay other investors and to pay sales agents, and have been misappropriated by Pedras.

D. Pedras and Bryan Acted as Unregistered Broker-Dealers

76. To market the Maxum Gold Trade Program and the FMP Renal Program, Pedras and Bryan recruited and utilized a small group of sales agents. Agents received a 10% commission on investors' initial investments, also known as a "startup fee", and an ongoing 10% commission on investors' returns.

77. Between sometime in 2011 and the summer of 2013, Bryan was the main liaison for Maxum Gold's sales representatives. Through her company A&B Consulting, she hosted and set up the periodic investor conference calls, which the sales agents were required to attend. She communicated by email with sales agents concerning their commissions and from her personal bank account, paid sales agents' commissions. She sent sales agents "educational materials" about Maxum Gold. At times she would invite new investors to become sales agents themselves. She encouraged investors to increase their investment in the Maxum Gold Trade Program and convert to the FMP Renal Program.

78. Pedras and Bryan are thus engaged in, and regularly participate in, the business of offering, selling and otherwise effecting transactions in securities for the accounts of others. Pedras and Bryan have recruited sales agents; have actively solicited investors through Maxum Gold's website, through periodic investor conference calls, and by email; have executed transactions on behalf of U.S. investors; and have held funds on behalf of U.S. investors. Bryan paid and received, and Pedras paid, commissions on

investors' funds, constituting compensation for the offer and sale of securities.

79. As such, Pedras and Bryan are broker-dealers, as that term is defined in the federal securities laws. However Pedras and Bryan are not–and have never been–registered with the SEC as broker-dealers, nor were they associated with any registered broker-dealer.

80. During at least one call with investors, Pedras advised investors not to respond if contacted by the SEC, characterizing the SEC's investor questionnaires as "fake" and stating that the SEC's investigation was motivated by a "personal vendetta" against him. During her investigative testimony before the SEC, Bryan repeatedly invoked her Fifth Amendment privilege in response to questions concerning her affiliation with Pedras, Maxum Gold and FMP.

FIRST CLAIM FOR RELIEF

Unregistered Offer and Sale of Securities

Violations of Section 5 of the Securities Act

(against Defendants Maxum Gold, FMP Medical, Pedras and Bryan)

81. The SEC realleges and incorporates by reference paragraphs 1 through 80 above.

82. The investment contracts and shares that Defendants offered and sold to U.S. customers as alleged herein constitute "securities" as defined by the Securities Act and the Exchange Act.

83. Defendants Maxum Gold, FMP Medical, Pedras, Bryan and each of them, by engaging in the conduct described above, directly or indirectly, made use of means or instruments of transportation or communication in interstate commerce or of the mails, to offer to sell or to sell securities, or to carry or cause such securities to be carried through the mails or in interstate commerce for the purpose of sale or for delivery after sale.

84. No registration statement has been filed with the SEC or has been in effect with respect to the offering alleged herein.

85. By engaging in the conduct described above, defendants Maxum Gold, FMP

Medical, Pedras and Bryan have violated, and unless restrained and 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

Fraud in the Offer or Sale of Securities

Violations of Section 17(a) of the Securities Act

(against all Defendants)

86. The SEC realleges and incorporates by reference paragraphs 1 through 80 above.

87. Defendants, by engaging in the conduct described above, directly or indirectly, in the offer or sale of securities by the use of means or instruments of transportation or communication in interstate commerce or by use of the mails

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

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

(c) engaged in transactions, practices, or courses of business which operated or would operate as a fraud or deceit upon the purchaser.

88. By engaging in the conduct described above, Defendants have violated, and unless restrained and enjoined will continue to violate, Section 17(a) of the Securities Act, 15 U.S.C. § 77q(a).

THIRD 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 Thereunder

(against all Defendants as primary violators, and, alternatively, against Pedras and Gray as control persons)

89. The SEC realleges and incorporates by reference paragraphs 1 through 80

above.

90. Defendants, by engaging in the conduct described above, directly or indirectly, in connection with the purchase or sale of a security, by the use of means or instrumentalities or interstate commerce, of the mails, or of the facilities of a national securities exchange, with scienter:

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

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

(c) engaged in acts, practices or courses of business which operated or would operate as a fraud or deceit upon other persons.

91. By engaging in the conduct described above, Defendants have violated, and unless restrained and enjoined will continue to violate, Section 10(b) of the Exchange Act

92. Defendants Pedras and Gray, and each of them, were control persons of Defendants Maxum Gold, because they each possessed, directly or indirectly, the power to direct or cause the direction of the management and policies of Maxum Gold. Defendant Pedras was a control person of FMP Medical because he possessed, directly or indirectly, the power to direct or cause the direction of the management and policies of FMP Medical. Accordingly, pursuant to Section 20(a) of the Exchange Act, 15 U.S.C. § 78t(a), Defendants Pedras and Gray are liable to the SEC to same extent as Maxum Gold would be for Maxum Gold's violations of Section 10(b) and Rule 10b-5(b) thereunder, and Defendant Pedras is liable to the SEC to same extent as FMP Medical would be for FMP Medical's violations of Section 10(b) and Rule 10b-5(b) thereunder .

FOURTH CLAIM FOR RELIEF

Unregistered Broker-Dealer

Violations of Section 15(a) of the Exchange Act

(against Defendants Pedras and Bryan)

93. The SEC realleges and incorporates by reference paragraphs 1 through 80

above.

94. Defendants Pedras and Bryan have, by engaging in the conduct set forth above, made use of the mails and means or insturmentalities of interstate commerce to effect transactions in, and induced and attempted to induce the purchase or sale of, securities (other than exempted securities or commercial paper, bankers' acceptances, or commercial bills) without being registered with the SEC in accordance with Section 15 of the Exchange Act, § 78o, and without complying with any exemptions promulgated pursuant to Section 15(a)(2), 15 U.S.C. § 78o(a)(2).

95. By reason of the foregoing, Defendants Pedras and Bryan, directly and indirectly, violated, and unless enjoined will continue to violate, Section 15(a)(1) of the Exchange Act, 15 U.S.C.§ 78o(a)(1).

PRAYER FOR RELIEF

WHEREFORE, the SEC respectfully requests that the Court:

I.

Issue findings of fact and conclusions of law that Defendants committed the alleged violations.

II.

Issue orders, in a form consistent with Fed. R. Civ. P. 65(d), temporarily, preliminarily and permanently enjoining Defendants Maxum Gold, FMP Medical, Pedras, Bryan, and their officers, agents, servants, employees, and attorneys, and those persons in active concert or participation with any of them, who receive actual notice of the order by personal service or otherwise, and each of them, from violating Sections 5(a) and (c) of the Securities Act, 15 U.S.C. § 77e(a) and (c); enjoining all Defendants and their officers, agents, servants, employees, and attorneys, and those persons in active concert or participation with any of them, who receive actual notice of the order by personal service or otherwise, and each of them, from violating 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; and additionally enjoining

Defendants Pedras and Bryan and their officers, agents, servants, employees, and attorneys, and those persons in active concert or participation with any of them, who receive actual notice of the order by personal service or otherwise, and each of them, from violating Section 15(a)(1) of the Exchange Act, 15 U.S.C. § 78o(a)(1).

III.

Issue in a form consistent with Fed. R. Civ. P. 65, a temporary restraining order and a preliminary injunction freezing the assets of Defendants Maxum Gold, FMP Medical, and Pedras, and Relief Defendant Comptroller 2013; prohibiting each of the Defendants from destroying documents; and ordering accountings by each of the Defendants.

IV.

Order Defendants Maxum Gold, FMP Medical, Pedras, Gray and Bryan, and Relief Defendant Comptroller 2013, to disgorge all ill-gotten gains from their illegal conduct, together with prejudgment interest thereon.

V.

Order Defendants Maxum Gold, FMP Medical, Pedras, Gray, and Bryan to pay civil penalties under 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).

VI.

Retain jurisdiction of this action in accordance with the principles of equity and the Federal Rules of Civil Procedure in order to implement and carry out the terms of all orders and decrees that may be entered, or to entertain any suitable application or motion for additional relief within the jurisdiction of this Court.

//

//

//

//

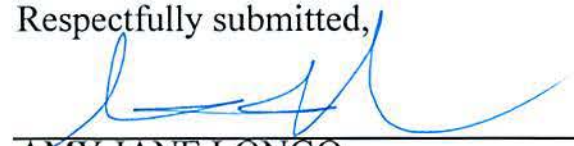
//

VII.

Grant such other and further relief as this Court may determine to be just and necessary.

DATED: October 25, 2013

Respectfully submitted,



AMY JANE LONGO
Attorney for Plaintiff
Securities and Exchange Commission