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***Not admitted in the U.S. District Court for the Eastern District of New York**

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK**

**SECURITIES AND EXCHANGE
COMMISSION,**
Plaintiff,

v.

CHARLIE ABUJUDEH,
Defendant.

Civil Action No. 21-CV-____ ()

JURY TRIAL DEMANDED

COMPLAINT

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

SUMMARY

1. This is a securities fraud enforcement action. Defendant Charlie Abujudeh engaged in fraudulent schemes to sell publicly traded stock to retail investors. From not later than August 2019 through at least September 2020 (the “Relevant Period”), Abujudeh, acting in concert with others, schemed to fraudulently sell the stock of microcap companies Odyssey Group International, Inc. (“Odyssey”), Scepter Holdings, Inc. (“Scepter”), and CannaPharmaRx, Inc. (“CannaPharmaRx”) to investors in the public United States securities markets.

2. The linchpin of Abujudeh's schemes was his control of nearly all of the stock that was deposited with brokerage firms and available for public trading (the "float") for each of these securities. This control enabled him to manipulate the market for these securities using a variety of deceptive tactics, most often through deceptive promotional campaigns that he funded and controlled.

3. With respect to Odyssey, by August 2019, Abujudeh had amassed 2.5 million shares which constituted about 98 percent of the Odyssey float. Abujudeh and those with whom he was acting in concert then hired stock promoters to tout Odyssey to potential investors over the phone using high-pressure sales tactics. Abujudeh referred to these stock promoters as his "phone room," which began soliciting investors in or around January 2020. Abujudeh knew or was reckless in not knowing that the phone room promoting Odyssey on his behalf engaged in deceptive conduct, including by making false and misleading statements to investors, and concealing material facts regarding, among other things: Abujudeh's control of nearly the entire Odyssey float; Abujudeh and his associates' funding of the phone room; Abujudeh's intention to sell his Odyssey stock into the demand his phone room generated; Abujudeh's coordination of the promotional campaign with others, including one or more Odyssey shareholders and/or company affiliates; and Abujudeh's plan to share the profits from his stock sales with such individuals.

4. Using these deceptive tactics, the phone room touting Odyssey on Abujudeh's behalf convinced unwitting investors to purchase thousands of shares of Odyssey stock. The volume of trading, however, failed to meet Abujudeh's expectations. So Abujudeh and his associates fired the phone room and agreed to hire an individual whom they believed ran a different phone room that was capable of convincing investors to purchase hundreds of

thousands of shares per week. Abujudeh was unaware, however, that the individual he and his associates were attempting to hire was, in fact, a cooperating witness (“CW”) who was working undercover on behalf of the Federal Bureau of Investigation (“FBI”). The CW recorded numerous phone calls and captured numerous encrypted text communications with Abujudeh and two of his associates, including an associate identified herein as “Person 2.” Abujudeh agreed to pay the CW a 35 percent commission on Odyssey purchases from Abujudeh that the CW generated through his phone room, and required the CW to convince investors to buy at least 40,000 Odyssey shares per day, or he would terminate their deal. That 40,000 share requirement far surpassed ordinary investor interest in Odyssey stock; in the 30 months preceding Abujudeh’s promotional campaigns, Odyssey shares were traded on just 25 days; on those 25 days, the trading volume averaged just 351 shares per day.

5. Abujudeh and Person 2, working in concert with others, enlisted the CW to participate in Abujudeh’s fraudulent scheme to manipulate the market for Odyssey shares so that Abujudeh could liquidate his Odyssey shares at artificially inflated prices. In recorded calls and encrypted text messages, they discussed with the CW various aspects of the scheme, including, among other things:

- the manner in which they would manipulate the price of Odyssey shares;
- the importance of Abujudeh’s control of the float to the successful execution of the scheme;
- Abujudeh’s close relationship with Odyssey’s management and his advance notice of press announcements from the company that could be used in connection with the stock promotion campaign; and

- the fact that Abujudeh and Person 2 were working in concert with other Odyssey shareholders and/or company affiliates, and that these individuals expected to profit from Abujudeh's promotional campaigns.

6. In connection with his fraudulent scheme, Abujudeh orchestrated with the CW two transactions in which Abujudeh believed he was selling stock to investors who had been recruited by the CW. Abujudeh and the CW coordinated the timing, offering price, and bidding price for these market transactions, which resulted in Abujudeh unwittingly selling 7,000 Odyssey shares to the FBI for approximately \$15,840. Abujudeh wired the CW's commission of \$5,492 for these stock sales to a bank account controlled by the FBI.

7. Ultimately, Abujudeh was unable to hire the CW because neither the CW nor the FBI was actually running a phone room to promote penny stocks. So Abujudeh instead funded and controlled an email and web-based promotional campaign touting Odyssey stock to investors.

8. Abujudeh's email and web campaign, like his phone room, was part of his deceptive scheme to sell his Odyssey shares. Among other things, Abujudeh caused the stock promoters he hired to conceal that he controlled virtually all of the Odyssey float; funded the promotional campaign; intended to sell his Odyssey stock into the demand his digital promotions generated; and coordinated the promotional campaign with others, including one or more Odyssey shareholders and/or affiliates with whom he was sharing the proceeds from his stock sales. The digital promotions carried various disclaimers, but often failed to disclose material information, including the information described above, and were part of Abujudeh's scheme to defraud investors.

9. Abujudeh's deceptive promotional campaign was successful. In all, Abujudeh generated approximately \$2.6 million in illicit proceeds by selling Odyssey stock to investors during the promotions he funded. As Abujudeh closed in on liquidating all 2.5 million of his Odyssey shares and had concluded his promotional campaign in or around July 2020, he began paying an Odyssey insider with whom he had been coordinating a total of \$350,000.

10. Abujudeh's scheme operated in a similar manner with respect to at least two other companies, Scepter and CannaPharmaRx. He funded and controlled email and web-based promotional campaigns touting these securities without disclosing that he controlled the vast majority of the float for each of them and that he was simultaneously selling his shares into the increased demand that his campaigns had generated. In all, Abujudeh generated approximately \$3.2 million in illicit proceeds by selling his Scepter stock, and another \$3.3 million in illicit proceeds by selling his CannaPharmaRx stock, during his respective campaigns promoting these companies.

11. At the time that Abujudeh sold his Odyssey, Scepter, and CannaPharmaRx 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 the relevant securities laws described herein. No exception from the registration requirement applied.

VIOLATIONS

12. As a result of the conduct alleged herein, Abujudeh violated, and unless restrained and enjoined will continue to violate, Sections 5(a), 5(c), 17(a)(1) and (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)].

NATURE OF THE PROCEEDINGS AND RELIEF SOUGHT

13. The Commission seeks emergency preliminary relief, including a temporary restraining order against further violations of the federal securities laws and an emergency asset freeze to preserve the assets necessary to satisfy an eventual judgment against the defendant, including disgorgement of ill-gotten gains. The Commission also requests an immediate accounting, a repatriation order, and an evidence preservation order to facilitate the prompt resolution of this matter on the merits.

14. The Commission further seeks a permanent injunction against the defendant, enjoining him 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; 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 the defendant 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 prohibiting the defendant from acting as an officer or director of any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 781], or that is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)]; and such other relief as the Court may deem appropriate.

JURISDICTION AND VENUE

15. 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].

16. 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 Eastern District of New York, 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, on at least two occasions, Abujudeh wired proceeds from unlawful stock sales to a bank account located in the Eastern District of New York. In addition, several individuals residing in the Eastern District of New York purchased Odyssey, Scepter, and CannaPharmaRx stock during promotional campaigns Abujudeh funded during the Relevant Period

DEFENDANT

17. Charlie Abujudeh, age 48, is a California resident.

RELATED INDIVIDUALS AND ENTITIES

18. Investor 1, age 51, is a California resident. Stock promoters hired directly or indirectly by Abujudeh and his associates used deceptive tactics to persuade Investor 1 to buy Odyssey shares.

19. Investor 2, age 62, is an Oklahoma resident. Stock promoters hired directly or indirectly by Abujudeh and his associates used deceptive tactics to persuade Investor 2 to buy Odyssey shares.

20. Person 1, age 52, is a California resident and is a founder of Odyssey who is the beneficial owner of more than 10 percent of Odyssey's outstanding shares. During the Relevant Period, Person 1 was involved in Odyssey's operations and communicated directly with Odyssey's CEO on company matters.

21. Person 2, age 62, is a California resident. Person 2 schemed with Abujudeh to promote Odyssey and other companies, as discussed herein.

22. Odyssey Group International, Inc. describes itself as being primarily “in the business of surgical & medical instruments & apparatus” and in the “development and acquisition of medical products and health related technologies.” Odyssey (Ticker: ODYY) trades on OTC Link (previously, the “Pink Sheets”), operated by OTC Markets Group, Inc. Odyssey was incorporated in Nevada in 2014, and has executive offices in Irvine, California.

23. Scepter Holdings, Inc., describes itself as managing “the sales and brand development of high-performance consumer packaged goods.” Scepter (Ticker: BRZL) trades on OTC Link. Scepter was incorporated in 2007 in Nevada, and has executive offices in Las Vegas, Nevada.

24. CannaPharmaRx, Inc., describes itself as intending “to engage in acquisitions or joint ventures with a company or companies that will allow [it] to become a national or internationally branded cannabis cultivation company, or otherwise engage in the cannabis industry.” CannaPharmaRx (Ticker: CPMD) trades on OTC Link. CannaPharmaRx was incorporated in Colorado in 1998 under another name and was eventually re-domiciled in Delaware in 2010, and has executive offices in Calgary, Alberta.

BACKGROUND

25. 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. 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 about those from whom they would be buying that stock.

26. 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 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 the outstanding shares of a 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.

27. “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. 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 submitted and 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.

28. “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, which strictly limit 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.

29. 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.

30. 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.

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

32. 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

Example 1: Odyssey

33. Odyssey was incorporated in Nevada in March 2014 and operated as a publicly traded company during the Relevant Period.

34. In 2014, approximately 37 individuals and entities purchased a total of 14,750,000 shares of Odyssey in a private placement for a total of \$147,500. Odyssey filed a Form S-1 registration statement with the Commission that became effective (as amended) on or about July 30, 2015. The stated purpose of the Form S-1 was to register the sale of these 14,750,000 shares by the 37 individuals and entities to the public.

Abujudeh's Acquisition of Odyssey Shares

35. Among the 14,750,000 Odyssey shares identified in the Form S-1 were 2.5 million shares owned by a California company. Abujudeh later purchased the 2.5 million shares held by this California company for \$100,000 pursuant to a stock purchase agreement dated August 8, 2019. Abujudeh purchased the shares through his company, Intermarket Associates LLC ("Intermarket"). Abujudeh incorporated Intermarket in 2018 and is the company's sole member and manager.

36. Abujudeh provided an attorney opinion letter to Odyssey's transfer agent, which then issued Intermarket's 2.5 million shares without restrictive legends.¹ Abujudeh then deposited the shares with brokerage firms in or about August 2019.

¹ 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. They often rely on opinion letters from attorneys in determining whether restrictive legends should be removed from shares.

37. 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.”

38. At the time of the deposit, Abujudeh, through Intermarket, controlled approximately 98 percent of the deposited shares available for trading (i.e., the float).

Abujudeh Funds a Deceptive Telephone Promotion Victimizing Investor 1 and Investor 2

39. Investor 1 was not a sophisticated investor and had never invested in penny stocks. Investor 1 instead invested primarily in diversified mutual funds through his 401(k) retirement account, which was held at a large broker-dealer affiliated with one of the largest mutual fund companies in the world. In late January 2020, an individual purporting to be from “Investor’s Quarterly” (“IQ”) contacted Investor 1 multiple times by phone, touting Odyssey as an investment. In one of the calls, the caller claiming to be an IQ representative was joined by another individual who falsely claimed that he worked for the broker-dealer where Investor 1 held his retirement investments. These two individuals convinced Investor 1 to roll over his company-directed 401(k) account into a self-directed IRA brokerage account; sell his shares of a diversified retirement fund (worth about \$130,000 at the time); and purchase Odyssey shares with the proceeds. These individuals were part of the phone room that was promoting Odyssey on behalf of Abujudeh and his associates.

40. The callers who identified themselves as IQ representatives continued to communicate with Investor 1 about Odyssey shares by phone, text messages, and email from late January through March 2020. On January 30, 2020, one of the IQ representatives convinced Investor 1 to make his first four purchases of Odyssey stock, totaling 8,000 shares for \$16,290.

After Investor 1 successfully bought his first lot of Odyssey shares, the IQ representative emailed Investor 1: “Congrats [Investor 1], Your Order was filled it looks like!” Later that day, the same IQ representative wrote, “I saw some orders go through I hope they were yours!” They were, in fact, Investor 1’s orders, as he accounted for 97 percent of the trading in Odyssey’s stock that day. This IQ representative told Investor 1 over the phone that Investor 1 would likely grow his retirement savings over the next four months to about a quarter million dollars.

41. Over the next few weeks, the IQ representatives instructed Investor 1 precisely when and at what price to bid on Odyssey shares using his online brokerage account, funded by liquidating his retirement savings. The IQ representatives pressured Investor 1 to be available at all times to execute Odyssey trades. Moreover, the IQ representatives instructed Investor 1 to make bids at specific, escalating prices over time.

42. From January 30 through February 20, 2020, Investor 1 bought approximately 61,800 Odyssey shares for approximately \$126,000. Nearly every Odyssey share that Investor 1 bought was sold into the market by Abujudeh, through his company, Intermarket, as shown in the chart below.

Date	Shares Purchased by Investor 1	Shares Sold by Abujudeh (Intermarket)	Total Market Volume	Closing Price
1/30/2020	8,000	(8,250)	8,262	\$ 2.04
1/31/2020	20,000	(21,850)	22,350	\$ 2.00
2/3/2020	5,000	(9,340)	9,350	\$ 2.00
2/4/2020	10,000	(12,400)	13,000	\$ 2.01
2/5/2020	4,000	(4,000)	4,000	\$ 2.01
2/6/2020	4,500	(4,100)	4,600	\$ 2.08
2/7/2020	5,000	(10,000)	10,142	\$ 2.10
2/11/2020	5,000	(9,100)	9,470	\$ 2.14
2/18/2020	100	(4,777)	5,877	\$ 2.19
2/19/2020	100	(700)	700	\$ 2.23
2/20/2020	100	(100)	280	\$ 2.27

43. By mid-February, Investor 1 was becoming concerned about Odyssey's performance and was having difficulty reaching his contacts at IQ. So Investor 1 contacted Odyssey directly by phone. Person 1 returned Investor 1's call on behalf of Odyssey on February 18, 2020, leaving a voicemail in which he stated he was a founder of Odyssey and was returning Investor 1's call because the CEO was out of the country. Investor 1 eventually spoke by phone several times with Person 1, who denied knowing the IQ representatives and provided general information about Odyssey and the fluctuation of its stock price.

44. Person 1 was the beneficial owner of more than 10 percent of the total outstanding shares of Odyssey,² was involved in the company's operations, and communicated regularly with Odyssey's CEO by email about the company's business. Through those interactions with the company and its CEO, Person 1 also had inside information about the Company's operations and often had advance notice of press releases. Person 1 was therefore an "affiliate" of Odyssey under the relevant securities laws and rules promulgated thereunder. Person 1 was also in frequent contact by phone with Abujudeh; dozens of communications took place between January 1, and July 10, 2020. As Abujudeh closed in on selling all 2.5 million of his Odyssey shares into the promotional campaigns he funded, Abujudeh paid Person 1 a total of \$350,000 through Company A. According to wire transfer records, the payments were for "marketing" and "consulting services." Commission staff spoke to Person 1 by telephone on March 15, 2021.

² Person 1's shares were held in the name of a separate entity ("Company A"). According to SEC filings, Company A is purportedly owned by Person 1's wife. However, Person 1 has identified himself as a former managing director of Company A; told the Odyssey CEO that he controlled Company A; and continued to control the disposition of Odyssey stock held in the name of Company A during the Relevant Period. For example, in or about July 2020, Person 1 acting on behalf of Company A, instructed a transfer agent to divide Company A's holdings of stock between two entities and to send the new stock certificates to him at his home address, providing his personal telephone number and email to the transfer agent for follow up. Person 1 also has signing authority for Company A's bank account.

In that call, Person 1 denied knowing Abujudeh. However, records reflect that Person 1 and Abujudeh called each other twice within the month following the March 15, 2021 conversation with Commission staff.

45. Investor 1's final purchase of Odyssey shares occurred on February 20, 2020. Soon thereafter, an IQ representative told Investor 1 to sell his Odyssey shares and purchase a different penny stock that was the subject of another, unrelated promotional campaign. Investor 1 was unaware that in late February 2020, Abujudeh and his associates fired the operators of IQ, which caused IQ to tout a different penny stock to Investor 1. Following instructions from IQ representatives, on March 5, 2020, Investor 1 began selling his 61,800 Odyssey shares. He did so mostly in two large tranches on March 10 (11,165 shares) and April 1, 2020 (48,985 shares).

46. Investor 1 lost approximately \$39,533 from his Odyssey investment. Because there were, at the time, few people seeking to buy Odyssey shares, the thousands of shares Investor 1 offered into the market could have caused the share price to collapse. However, at the time, Abujudeh still owned just under 2.5 million shares of Odyssey stock and was planning to hire new stock promoters. In order to preserve the value of his own shares, and support the success of his future promotion of the stock, Abujudeh purchased most of the Odyssey shares that Investor 1 sold in the market, thereby propping up the share price.

47. IQ representatives solicited another individual, Investor 2, to purchase Odyssey stock in January 2020. On or about January 27, 2020, an IQ representative placed an unsolicited phone call to Investor 2, during which he told Investor 2 that Odyssey was a great investment opportunity and that Investor 2 needed to invest quickly. Investor 2 was not familiar with Odyssey, nor had he ever invested in a microcap stock. Also on January 27, 2020, IQ sent an

email to Investor 2 that stated in part: “We believe the shares of ODYY will double in value prior to the end of the calendar year.”

48. Beginning on January 28, 2020, Investor 2 followed IQ’s recommendation and used his retirement savings to purchase Odyssey stock on four separate dates, buying a total of 6,000 shares. Investor 2 acquired those shares at prices between \$2.02 and \$2.19 per share.

49. On January 30, 2020, IQ sent an email to Investor 2 that stated in part: “[L]et me know how many shares of ODYY you were able to pick-up today, and at what price. Its [sic] important that we track how many shares are purchased based on our recommendation because it impacts our selling strategy as well.” IQ emailed again on February 12, 2020 about tracking Investor 2’s purchases because “our sell recommendation is at least partially predicated on the number of shares we believe will be liquidated when we do provide said recommendation.” IQ did not inform Investor 2 that Abujudeh was paying commission on all Odyssey purchases that IQ generated, and that IQ was tracking investors’ purchases to ensure those commissions were paid.

50. When Investor 2 later tried to contact IQ with concerns about Odyssey’s declining stock price, IQ did not respond. Investor 2 sold all of his shares on May 26, 2020, sustaining a loss of approximately \$7,217.

51. Abujudeh knew, or was reckless in not knowing, that the stock promoters that he directly and indirectly hired would not disclose that he controlled nearly the entire float of Odyssey shares; that he and his associates were funding the promotion, paying the promoters a commission based on the Odyssey stock purchases they generated; that he was selling shares into the promotion he and his associates funded; and that Abujudeh was coordinating the stock promotion and his sale of Odyssey stock with one of more Odyssey shareholders and/or

affiliates, including Person 1. He further knew or was reckless in not knowing that the stock promoters that he directly and indirectly hired would employ additional deceptive means as described above to convince investors to purchase Odyssey shares. Abujudeh's state of mind is evidenced, in part, by subsequent conversations in which he and his associates described their fraudulent intent and deceptive scheme to the CW and others in a series of encrypted text messages and recorded conversations.

52. Abujudeh's conduct in carrying out this promotional campaign, as described herein, 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. Abujudeh engaged in this conduct and employed this scheme in connection with the offer and sale of Odyssey shares, including shares offered and or sold to Investors 1 and 2. This conduct was also part of a broader deceptive scheme to defraud and/or a broader set of acts, practices, and courses of business that operated or would operate as a fraud or deceit in connection with the offer and sale of Odyssey stock as described herein.

Abujudeh's Scheme To Manipulate the Market for Odyssey Shares By Hiring the CW

53. In February 2020, while Investor 1 was still buying Odyssey shares at the recommendation of IQ, Abujudeh and his associates, including Person 2, were planning to hire a different phone room to promote Odyssey to investors. Abujudeh was dissatisfied with the volume of Odyssey purchases IQ was generating. Abujudeh explained to the CW in a conversation surreptitiously recorded by the CW on February 26, 2020: "I've got a phone room, and it's just been excuse after excuse. . . ." He said that the stock promoters he had hired "jerked us around . . . for more than six weeks now," which put Abujudeh "behind the eight ball" and eager to quickly generate high demand for Odyssey shares. He and Person 2 further complained

in another conversation that the phone room was claiming credit for generating bids on Odyssey stock, when Abujudeh knew that he had placed the bids himself to support the share price and to generate trading volume.

54. Acting at the direction of the FBI, the CW told Abujudeh that he ran a stock promotion call room in Medellin, Colombia that could generate up to \$3.5 million per month in stock purchases, depending on the penny stock at issue. Abujudeh and Person 2 fired IQ and offered the Odyssey promotional campaign to the CW on February 26, 2020. With Abujudeh on the phone, Person 2 told the CW: “I’m here with Charlie [Abujudeh]. And basically, long story short, ODYY [the ticker symbol for Odyssey] is available if you can start quick. Just fired the other phone line that was on it. And Charlie’s built landing pages. Everything’s ready to go.” IQ was, in Person 2’s words, “the other line” that was promoting Odyssey.³ “Landing pages” refers to promotional websites to which stock promoters can refer potential stock purchasers, either by phone or email.

55. Abujudeh, and Person 2 agreed to pay the CW 35% of Odyssey stock purchases from Abujudeh that the CW’s phone room generated. Abujudeh expected the CW to generate purchases of 100,000 shares in the first week the call room operated, and approximately 500,000 shares per week thereafter. Abujudeh further required the CW to generate purchases of at least 40,000 Odyssey shares per day (200,000 shares per week). As noted above, from the first public trade of Odyssey shares in 2017 until the time Odyssey hired IQ (about 30 months), the total

³ Abujudeh was in direct communication with a Canadian individual who purported to run the phone room that identified itself as IQ. As noted above, shortly after Abujudeh and his associates fired IQ, the IQ representatives instructed Investor 1 to sell his Odyssey shares and purchase shares of another penny stock that was the subject of an unrelated promotional campaign.

volume of odyssey trading was 8,765 shares—far less than Abujudeh hired the CW to generate in a single day.

56. Over the course of several conversations and encrypted text messages from January 29 through March 11, 2020, Abujudeh and Person 2 continued to discuss with the CW and others how the fraud scheme would operate.

Abujudeh’s Control of the Odyssey Float

57. First, Abujudeh and Person 2 understood that it was essential for Abujudeh to control the Odyssey float at the outset of the promotion. Otherwise, third parties could sell into Abujudeh’s promotion, depressing share prices, undercutting his profits, and otherwise benefiting from the inflated demand that Abujudeh’s promotion would create. Indeed, Abujudeh’s control of the float was the linchpin of their scheme—and a subject that Abujudeh and Person 2 discussed with the CW numerous times, including on February 11, 2020. In a recorded call that day, the CW noted that according to information publicly available on OTC Markets, the Odyssey float was approximately 15 million shares. But Abujudeh corrected him: “No there’s is not. . . . [T]here’s nothing outside our control. They’re probably 100,000 shares max.” Abujudeh understood that despite a large number of unrestricted Odyssey shares in existence, his nearly 2.5 million Odyssey shares constituted almost all of the shares that were deposited and available for public trading.

58. Abujudeh and the CW continued to discuss the importance of controlling the Odyssey float on February 26, 2020, when Abujudeh confirmed that he controlled all but approximately 100,000 Odyssey shares available to trade:

CW	I’ve been doing this for a very long time, obviously. And the one thing that kills a deal is when there are shares that we don’t control. When there are people that actively have stock that are selling into what we’re trying to do, it usually – it kills us, man.
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	So do you – How many shares do you think the other room maybe put through, or what do you think is out of our control?
Abujudeh	There's probably . . . 80,000 out of control.
CW	It's not horrible. . . . Do you know about what they paid for it?
Abujudeh	Oh, over two bucks. . . . And there was originally 20,000 in the float, which is normal. I mean –
CW	Yeah so you were saying – I mean, in total there might be about 100K against us.
Abujudeh	Exactly. The sooner you can start the better . . .

In this call, Abujudeh confirmed that he had sold very few of his 2.5 million Odyssey shares through the prior phone room (IQ) he and his associates hired, and that there were no more than 100,000 Odyssey shares owned by anyone other than him (including the roughly 67,000 shares purchased by victims of his prior phone room—Investors 1 and 2).

Abujudeh's Scheme To Manipulate Trading Volume and Share Price Through Deceptive Promotion and Control of the Float

59. Abujudeh understood that by hiring the CW he would be able to not only generate demand for Odyssey shares through deceptive sales pitches. He also could convince Odyssey investors to hold their shares, and thereby support Odyssey's share price, while Abujudeh dumped his shares into the market.

60. In one of their earliest conversations, Abujudeh and the CW discussed how they intended to manipulate the market for Odyssey shares by recruiting investors to bid at steadily escalating prices, and employing daily trading volume targets:

Abujudeh	We're offered at 2.14 right now.
CW	Okay, perfect, perfect. So you know the deal then. So that's – we'll kind of just set like a daily parameter. Maybe we'll do – start with 50,000 [shares] at [\$]2.15 and then we'll do 50,000 at [\$]2.16 and 50,000 at [\$]2.17. You know?
Abujudeh	Exactly.
CW	... It'll be easy, man.

61. Abujudeh and Person 2 both discussed with the CW a plan to recruit investors to purchase relatively small stakes in the company—as little as 1,000 shares, for example, at the

outset. Abujudeh and Person 2 both understood that bringing in new investors would generate demand for the stock and increase its share price, and that the CW would then return to the same investors after the share price had risen and use deceptive tactics to convince those shareholders to dramatically increase their investments over time, enabling Abujudeh to dump more shares.

62. In a March 10, 2020 conversation with Abujudeh, for example, the CW stated that in the first weeks of the campaign, what matters more than the total volume of shares sold was that “we get 20 investors, 30, 40 investors . . . to look at the stock. Then it goes up 12 or 13 percent. They start believing the story. . . . and then the big money starts to come on top of that.” The CW told Abujudeh that the initial shareholders would “have price targets or reason to believe it might go to 5 or 6 [dollars per share], and they buy a thousand shares at 2 [dollars per share]. And then it’s at 2.20 and they feel like, ‘Holy shit. This thing is really working. I need to get 5,000 more shares.’ And then it’s at 2.50, and they’re saying, ‘Oh my God. I’m about to miss out.’ Then they go up to 10, 20, 30,000 shares. . . . That is, like, the whole business model. . . .” Abujudeh replied, “I got you.”

63. Abujudeh recognized that as he sold his shares into the promotion, the individuals who bought his shares could re-sell them, potentially depressing the stock price and/or earning profits that Abujudeh would have otherwise captured. For example, on March 6, 2020, Abujudeh and the CW discussed the then-current market offers to sell Odyssey stock, and Abujudeh expressed frustration that one of the offers was from an individual he believed was recruited by IQ:

CW	[Y]esterday, I'm sure you probably saw that . . . NITE ⁴ was offering like 5,600 shares at like two-twenty-nine [\$2.29 per share].
Abujudeh	Yes.

⁴ NITE is the identifier for market maker Knight Capital Group.

CW	Yeah, man. And so obviously I assumed that was not us.
Abujudeh	No, that definitely wasn't us. And I think what it was is those idiots got somebody to buy it. And of course, we paid them on it. And now, that person wants out.

In this portion of the conversation, Abujudeh confirmed that he was not the seller offering 5,600 Odyssey shares at \$2.29 per share. Abujudeh then informed the CW that he believed the prior stock promoters (“those idiots”), who were working for Abujudeh and his associates, had convinced someone to purchase the Odyssey stock but failed to convince that purchaser to hold the stock once Abujudeh and his associates paid the promoters their commission on the sale.⁵ The CW reassured Abujudeh that although some investors would inevitably sell early, he intended to “pitch” Odyssey as a longer-term investment so that his investors would hold onto the stock:

[Y]ou can't help it, it'll happen eventually. You know, people will try to do that. But I'm pretty damn good at keeping a tight, you know, wrap on my clients, man. . . . [S]ome people pitch real shitty. We pitch for, you know, six months out. So these guys' [i.e., people he convinces to buy Odyssey] understanding is that it's going to be a process. There might be some ups, there might be some downs, but we're in it for the big haul, you know.

64. Abujudeh acknowledged the plan and discussed the possibility of conducting a joint email promotional campaign after Abujudeh sold his shares allowing certain investors the CW recruited to “also get out” of their positions in Odyssey and be recruited for other stock promotion schemes.

65. In a later conversation with Abujudeh, the CW reassured him again that the CW's personal conversations with investors would mitigate the risk of investors taking short-term

⁵ Abujudeh expressed frustration with the performance of his prior phone room in other conversations as well. On March 10, 2020, for example, Abujudeh told the CW, “I just don't want us to waste another week and move like 40, 50,000 shares and—I've wasted two months with these idiots that” Person 2 and another associate “introduced us to.”

profits and selling significant quantities of shares during the promotion: “You’re not going to see people flipping out and dumping because they’re talking to a voice. They understand it’s going to take six months. You know, they’re looking for certain things to happen.” The CW said he acts “like the director of investor relations” on his calls with investors. The CW and Abujudeh discussed how the CW’s ability to speak directly with his investors could minimize the risk of any large sell-offs.

66. Abujudeh understood that the CW would not reveal that Abujudeh was funding the promotion and simultaneously dumping his stock, which constituted nearly the entire supply of Odyssey shares. In fact, Abujudeh and Person 2 agreed that commission payments for the phone room sales would be routed through a third party that did not own Odyssey shares to conceal his involvement. They further agreed that they would sign what the CW described as “something like a retainer agreement for marketing services or something stupid like that.”

Abujudeh Coordinated His Actions With One or More Odyssey Shareholders and/or Affiliates

67. Over the course of several conversations, Abujudeh and Person 2 described Abujudeh’s relationship with Odyssey and their coordination of their promotion and share sales with one or more Odyssey shareholders and/or affiliates.

68. On February 11, 2020, for example, Abujudeh and Person 2 confirmed they had a close relationship with the company and that Abujudeh had advance notice of press releases from the company:

CW	But let me ask you guys a question. How, how tight are you guys with ODYY? If we need some news or need a PR [press release] or something like that, can we get it out?
Abujudeh	[inaudible] We’ve got news tomorrow. [inaudible] . . . [To Person 2, referring to prior promoter:] . . . he’s required three news releases so far. The company can’t just keep making up shit.

Person 2	Yeah, no we're tight with the company. Good relationship with the company.
CW	Okay, cool. Just, yeah, you just want to make sure the CEO is not, like, against us, you know what I'm saying? If we need a news article or we need, you know, something to, to help us if we get stuck, it's sometimes nice to –
Abujudeh	There, there was recent news on it and there's news going to be on it tomorrow.

69. On March 9, 2020, Person 2 called the CW to provide “just a little more background” about Abujudeh’s relationship with Odyssey. Person 2 stated that the “relationship with corporate . . . is a little bit strained because of false promises of different IR [investor relations] groups” that were previously involved in promoting Odyssey’s stock. Person 2 further conveyed that Odyssey’s management (which he described as “the corporate end”) was frustrated by the lack of trading volume generated from Abujudeh’s promotion of Odyssey involving prior news releases, and noted that the prior promoters had misled Abujudeh and Person 2 about their ability to generate trading volume from company news.

70. In a March 11, 2020, call with Person 2, the CW said that Abujudeh had unrealistic expectations of sustaining a phone campaign that would keep a share price well above \$2 per share while supporting Abujudeh’s dump of millions of shares. Person 2 explained Abujudeh’s desire to maintain a higher share price:

ODYY [the ticker symbol for Odyssey] has been going on for—shit, we’ve been involved for two months and he [Abujudeh] probably – he’s had it for four months probably. . . . and the problem is he’s got a company that’s expecting a million bucks four months ago. And they’re calling him every day: “Where’s my million bucks?” He’s got pressure, pressure, pressure and the problem is he puts that pressure on me and he puts that pressure on you. So I try to find solutions for him. Right? So, if you’re not going – \$100,000 a day, he [Abujudeh] calls me: “Why is [the CW] not doing \$100,000 a day? You said he was a great guy and could do miracles and all this stuff.” I’m like: “What the fuck?” You know what I mean?

71. Moreover, Abujudeh was coordinating his share dump with one or more other shareholders, who would sell their shares after Abujudeh liquidated his. In late January 2020, Person 2 told the CW in an encrypted text message that the Odyssey promotion would involve “2.5 million shares, then another 2 million after that.” As described herein, Abujudeh was dumping his 2.5 million shares into the market; the additional 2 million shares to follow belonged to one or more other shareholders awaiting the completion of Abujudeh’s sales.

72. In later text messages and a conversation with the CW in March 2020, Person 2 explained there were likely an additional 2.5 million shares to follow Abujudeh’s sales. Person 2 explained that Abujudeh has “investors that bought the debt got all the shares. They got, I think, a total of 5 million shares and for that 5 million shares they got dollar expectations. And like the company wants like, oh, 2 million. His investors want—everybody wants a certain amount of cash.”

73. Regarding the CW’s commission, Person 2 explained that he and Abujudeh had numerous stocks that were deposited with brokers and that they might hire the CW to promote them, but they could afford to pay the CW only 35 percent of sales (not the 50 percent the CW requested) because of high fees associated with depositing the stock (“20 percent for deposit”); significant kickbacks to the companies they were promoting (“[W]e have a couple businesses that want 30 percent and they’re pretty stringent about it to be cooperative”); and additional payments to investors (“the guys that have put the money up for the note, another 10” percent).

Abujudeh Coordinated and Executed Matched Orders as Part of His Market Manipulation Scheme

74. Abujudeh, Person 2, and the CW agreed to conduct a series of transactions in which Abujudeh and Person 2 believed the CW would convince some of his “investors” to purchase Abujudeh’s shares at specific prices. The CW told Abujudeh that these transactions

were intended to test Abujudeh’s control of the float, get investors interested in the stock, and ensure that once the CW’s promotional efforts began, they could match their bids and offers so that the CW’s “investors” would be purchasing shares on the open market from Abujudeh instead of from other market participants. In reality, the CW was not contacting any investors, and the FBI was conducting the matched trades with Abujudeh.

75. To conduct these transactions, Abujudeh and the CW discussed the market for Odyssey shares, including not only the best outstanding bids to buy the stock and offers to sell the stock, but detailed data that included the aggregated quantities of shares behind all of the bids and offers in the marketplace—i.e., the aggregated quantities of shares for sale at each offering price, and the aggregated quantities of shares sought at each bidding price. This type of detailed market data is often referred to as “Level II” market data and is generally available to the public for a fee.

76. The first matched orders between Abujudeh and the FBI occurred on March 6, 2020. To ensure that the FBI’s bids would be matched with Abujudeh’s offers, Abujudeh and the CW discussed the marketplace for Odyssey shares and the exact price at which Abujudeh would offer his shares. After noting that there was an outstanding offer from another party to sell shares at \$2.29 per share, they decided to target \$2.28 per share:

CW	... Let’s go 2.28. Let’s just start fresh a penny lower than these guys. And as soon as I see us up – who will we be through, do you know? Are we C-Del? ⁶
Abujudeh	Yeah, C-Del.
CW	Alright, cool. So when I see 2.28 I’ll let the floodgates open.
Abujudeh	Okay. I’ll tell my men.
CW	Alright, brother. And then we’ll consolidate man, like, throughout the day, okay?

⁶ C-Del refers to market maker Citadel Securities LLC (Identifier: CDEL).

Abujudeh	Okay, perfect. Let's see if you can get most of the trades done here by noon my time so I can have time to get your wire out.
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Abujudeh and the CW successfully matched their offer and bid at \$2.28 per share resulting in Abujudeh's sale of 4,000 Odyssey shares for \$9,120. Abujudeh confirmed the 4,000-share transaction with the CW in a phone call later in the morning on March 6, 2020. This was the only trade in the market for Odyssey stock on March 6. That same day, Abujudeh "got [the CW's] wire out," sending \$3,192 in sales commissions for the CW from Abujudeh's personal bank account to an FBI-controlled bank account.

77. On March 9, 2020, Abujudeh and the CW coordinated another transaction in which the CW matched the FBI's bid to Abujudeh's offer for Odyssey stock. An exchange of encrypted text messages about the transaction follows:

CW	Give me a call to discuss strategy. I see the 225 is back
Abujudeh	We're at 2.24
CW	Yep I see it, going after it now
Abujudeh	K
CW	Small trade, can we just verify it was captured? and then we have some more coming right behind it
Abujudeh	1k shares sold
CW	Excellent. More coming now hopefully.
Abujudeh	K

78. In this exchange, the CW noted that there was a seller offering Odyssey shares at \$2.25 per share ("I see the 225 is back"). Abujudeh then informed the CW that his offer was for \$2.24 per share, which the CW acknowledged and successfully matched with a \$2.24 bid (through the FBI). On March 9, Abujudeh sold a total of 3,072 Odyssey shares for \$2.24 per share as discussed in the encrypted text messages above, and the FBI-controlled brokerage account purchased 3,000 shares. Total market volume on March 9 was 3,172 shares. The next day, Abujudeh wired \$2,300 in sales commissions for the CW from his personal bank account to an FBI-controlled bank account.

79. Abujudeh's commission payments of \$5,492 to the CW for his coordinated stock purchases is roughly consistent with their agreement that the CW would earn 35% commission on the shares Abujudeh sold to his investors.

80. The conduct described above involving Abujudeh, Person 2 and others 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. Abujudeh engaged in this conduct and employed this scheme in connection with the offer and sale of Odyssey shares, including, specifically, the 4,000 Odyssey shares Abujudeh offered and sold on March 6, 2020, and the 3,072 he offered and sold on March 9, 2020. This conduct was also part of a broader deceptive scheme to defraud and/or a broader set of as acts, practices, and courses of business that operated or would operate as a fraud or deceit in connection with the offer and sale of Odyssey stock as described herein.

Abujudeh's Digital Promotion of Odyssey

81. Abujudeh, Person 2, and their associates were, of course, unable ultimately to hire the CW to run a promotional call center because he was working at the direction of the FBI. Abujudeh next funded and controlled a digital campaign that promoted Odyssey stock to potential investors through display ads and dozens of newsletters that contained links to at least one website touting Odyssey. Abujudeh had previously discussed with the CW his intention to launch a digital promotion campaign for Odyssey. In a February 26, 2020 call with the CW, for example, he stated: "The sooner you can start the better, because I was going to turn the lights on with the PPC [i.e., pay-per-click advertising] and the e-mails tomorrow and the next day." Abujudeh's paid email promotions, in fact, started soon after his relationship with the CW ended, running from March through early July 2020.

82. Abujudeh used Intermarket to pay for his digital promotional campaigns. For example, between June 5 and July 6, 2020, Intermarket made four wire payments totaling \$430,000 to a Florida company for “Marketing ODYY.” This company (the “Florida Promoter”) acted as both a stock promoter and a broker for stock promoters. Thus, the Florida Promoter not only distributed Odyssey promotion materials to its own lists of potential investors, but also operated as a pass-through entity, and accordingly used a portion of the \$430,000 to pay a New York company for “Marketing Awareness Services for Odyssey Group Intl Inc,” according to billing records. Because of this layering, the New York company (and others) identified the Florida Promoter, rather than Abujudeh and Intermarket, as the party that funded the promotion.

83. Abujudeh hired the Florida Promoter to promote various stocks over the course of several years. Abujudeh typically paid the Florida Promoter a lump sum dedicated to a particular campaign, such as Odyssey. Abujudeh controlled the timing, duration, cost, and type of media for each campaign. Abujudeh hired other promoters following the same pattern. Abujudeh approved all of the Florida Promoter’s expenditures—including the hiring of subcontractors and other promoters to conduct portions of Abujudeh’s promotional campaigns.

84. Abujudeh also directly approved the content of certain promotional materials. For example, on February 14, 2020, Abujudeh received an email stating, “Hi Charlie, I’ve attached your landing page [for Odyssey]. Please have all of the content checked for accuracy and let me know if you would like anything changed. Once I have your approval I’ll get started on emails.”

85. The landing page (i.e., website) that Abujudeh approved was hosted at the domain dearwallstreet.com, and the Florida Promoter embedded a link to this website in its promotional emails. The landing page claimed that Odyssey stock was a “**Way to Capitalize On The Trillion Dollar Healthcare Sector.**” (Emphasis original). The landing page further described

Odyssey as being “in a prime position to potentially dominate the market” for medical devices in the United States, with “heart monitoring and screening” technology that is “well poised to take the market by storm.” The page also described Odyssey’s partnership with a biopharmaceutical company that “could quite possibly facilitate the release of the FIRST EVER concussion treatment drug. Which would be an IMMENSE feat in an untouched market.” Odyssey’s personal anti-choking device was described as being potentially “**AS BIG AS THE BABY MONITOR.**” (Emphasis original).

86. Once the landing page was launched, it also contained a disclaimer with the following statement regarding compensation for the promotion:

Pursuant to an agreement between Quantum Capital and DearWallstreet.com, we were hired to publicly disseminate information about ((ODYY)) including on the Website and other media including Facebook and Twitter. We were paid up to \$300k in cash from Quantum Capital. We own zero shares of ((ODYY)) which we purchased in the open market. We may buy or sell additional shares of ((ODYY)) in the open market at any time, including before, during or after the Website and Information, provide public dissemination of favorable Information.

Abujudeh knew or was reckless in not knowing that this information was false and misleading, and/or omitted material information he was obligated to disclose. First, this landing page, like many of the promotional materials Abujudeh funded, stated that “Quantum Capital” funded the promotion and/or hired the promoters. This was false. Abujudeh paid for the promotion through Intermarket, and he controlled the content of the promotion. “Quantum Capital” did not pay for the promotion.

87. Abujudeh instructed the Florida Promoter to identify Quantum Capital as the paying party. Based on the Florida Promoter’s lengthy history of running promotional campaigns for Abujudeh, the Florida Promoter did not attempt to confirm whether the actual paying party matched the name Abujudeh had directed him to use in the disclaimer. Abujudeh

was at one point the sole member of Quantum Capital Funding LLC, an Arizona company with a different name that is currently (and was at the time of the promotion) owned by his ex-wife who does not share a last name with Abujudeh. This further obscured any connection between Abujudeh and the promotion.

88. Moreover, the disclaimer omitted the material information that Abujudeh and/or Intermarket controlled the vast majority of the Odyssey shares available for trading, and that Abujudeh intended to sell—and was in fact selling—those shares during the promotion he funded. Finally, the disclaimer failed to disclose that the promotional campaign was run in coordination with at least one Odyssey affiliate.⁷ Abujudeh knowingly or recklessly concealed this information from the stock promoters he hired.

89. Between March 26, 2020 and July 6, 2020, Abujudeh funded more than forty emails promoting Odyssey. Despite having sold Odyssey stock on a majority of trading days in February 2020, while Investor 1 was buying Odyssey stock, Abujudeh, through Intermarket, did not sell any Odyssey shares from March 9, 2020, the date of his matched trade with the CW, and March 25, 2020. On March 25, 2020, the day before Abujudeh's email promotion began, Intermarket both bought and sold 500 shares of Odyssey stock in two different transactions. Abujudeh bought 500 shares at \$1.30 each, and sold 500 at \$1.25 each, losing a total of \$25 on his two trades that day. Notably, there was no other trading in Odyssey stock that day; Abujudeh's trades created an illusion of legitimate market activity in Odyssey ahead of promotional emails going out to unwitting retail investors. On March 27, 2020, the day after the first promotional email was distributed, Abujudeh sold 20,109 shares.

⁷ In addition to his communications with Person 1, Abujudeh submitted the proposed landing page (without the disclaimer) to another company affiliate and significant Odyssey shareholder, who in turn, sought and obtained the CEO's approval of landing page content.

90. Emails funded by Abujudeh continued to promote Odyssey in various ways for several months. For example, on April 23, 2020, “Stock of the Week” sent out an email, subject: “[Subscriber Name], this could be the Next Med-Tech Stock to Deliver Massive Returns.” The email text stated: “**There’s a Med-Tech Company on Wall Street Going Quietly Undetected** that is involved with several revolutionary medical devices that could soon hit the market!” (Emphasis original, hyperlink to landing page). The email claimed that the company’s devices were “cutting edge and game changing” and that “if Wall Street learns about the devices this company has, it could lead to one of the biggest breakouts in the healthcare arena this year!” The email specifically touted the stock’s “**super small trading float.**” (Emphasis original). The email did not name Odyssey, but contained text hyperlinks to the above-described landing page: “**Hurry And Find Out More HERE Before Wall Street Discovers This undervalued Bargain!**” (Emphasis original, hyperlink to landing page). The email stated that it was paid for by a third party, but did not identify that party, let alone the fact that the third party, Abujudeh, dominated the market for Odyssey shares and intended to sell all of his holdings into the promotion. Another nearly identical email dated April 21, 2020, from “Market Profit Center” entirely failed to disclose it was a paid promotion.

91. Another promotional email dated May 11, 2020, from “Pro Trader Elite” carried a subject line: “Medtech is about to skyrocket.” The body of the email contained the header “**This Could Be The Next BioTech Stock To Rally**” (emphasis original) and included a link to Abujudeh’s Odyssey landing page. The fine print disclaimer noted that the Florida Promoter had paid for the promotion and that “a third party of [Pro Trader Elite] LLC may have shares and may liquidate.” At this point Abujudeh had already sold nearly 200,000 shares into the

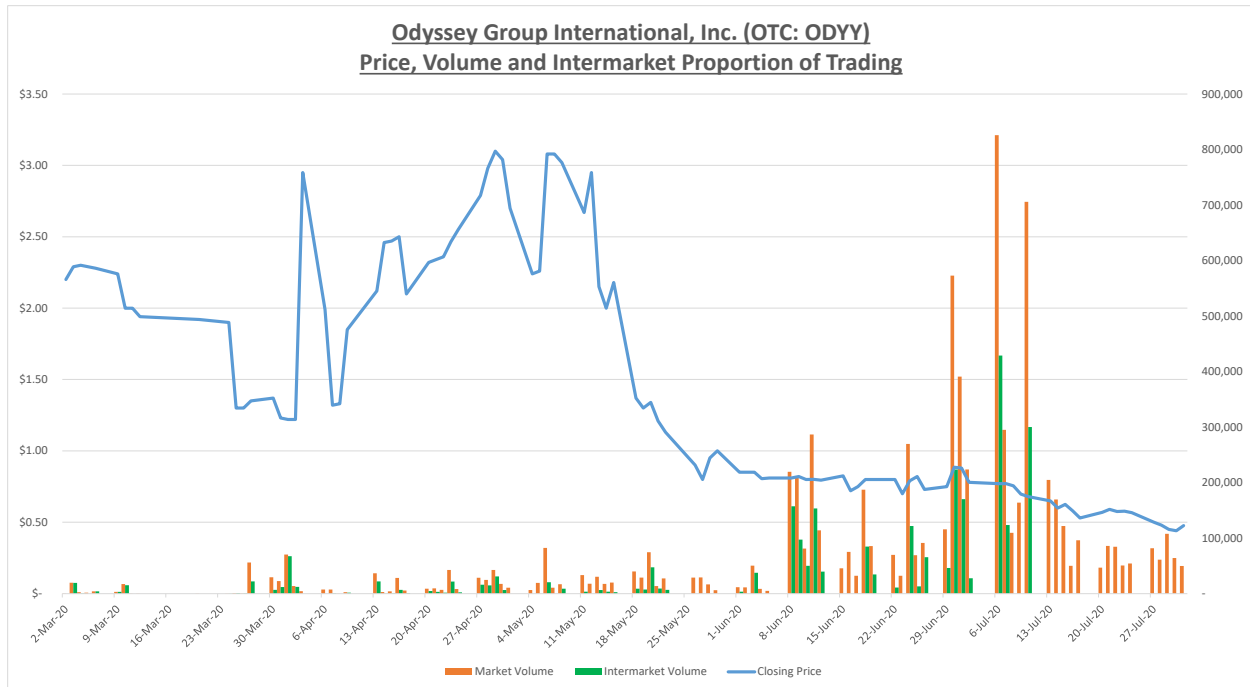
promotion he funded, and in the next month alone would sell nearly 600,000 more shares into the promotion.

92. As described above, among the promotional emails that carried fine-print disclaimers, the disclaimer content varied. Some stated that the emails were part of a paid campaign without accurately identifying the payer, or the payer's role as a seller, for example; others stated that investors should assume the payer held Odyssey shares and intended to sell them. But these email disclaimers nonetheless provided inaccurate, incomplete, and misleading information.

93. Abujudeh was aware of the content of many of these promotional emails, the distribution of which he funded. Abujudeh subscribed to and opened emails from at least some of the distribution lists to which the emails were sent. One promoter indicated that his tracking data showed that Abujudeh was opening emails regularly throughout the Relevant Period.

94. Abujudeh knew or was reckless in not knowing that the promotional campaign he was funding included emails such as the ones quoted above, that omitted material facts that were required to be disclosed or were otherwise deceptive. Abujudeh concealed that he paid for the promotion; he was selling Odyssey stock during the promotion; he controlled the vast majority of the Odyssey float; and he was coordinating the promotion and his stock sales with others, including at least one Odyssey affiliate.

95. The promotional campaign was successful, generating enough demand for Odyssey stock to enable Abujudeh to finish selling all 2.5 million of his shares, as shown in the chart below. In all, Abujudeh generated approximately \$2.6 million in proceeds from selling his Odyssey stock into the various promotions he funded, and accounted for much of the trading volume during that time, as shown in the graph below.



96. On July 8, 2020, as he prepared to liquidate his last Odyssey shares, Abujudeh wrote a \$200,000 check from his Intermarket account to Person 1's Company A, for "consulting services." A \$100,000 wire followed on July 21, 2020, and a \$50,000 wire was sent September 4, 2020, for "marketing." Person 1, in turn, sent half of each of those money transfers to a company controlled by another Odyssey shareholder.

97. Abujudeh's conduct in carrying out this digital promotional campaign, as described herein, 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. Abujudeh engaged in this conduct and employed this scheme in connection with the offer and sale of Odyssey shares. This conduct was also part of a broader deceptive scheme to defraud and/or a broader set of acts, practices, and courses of business that operated or would operate as a fraud or deceit in connection with the offer and sale of Odyssey stock as described herein.

Abujudeh's Unregistered Offers and Sales Of Odyssey Stock

98. Because Abujudeh: (1) controlled the float of Odyssey stock; (2) coordinated his promotional activities and stock sales with Person 1, an Odyssey insider and significant shareholder with the power to influence the management of the company; and (3) paid Person 2 of a portion of the proceeds of Abujudeh's Odyssey stock sales, Abujudeh was himself an affiliate of Odyssey who was offering and selling Odyssey shares, and/or was otherwise offering and selling shares on behalf of Odyssey itself through Person 2.

99. At the time that Abujudeh sold his Odyssey 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. No exception from the registration requirement applied.

Additional Publicly Traded Companies Dumped by Abujudeh

100. In addition to the stock of Odyssey, Abujudeh, acting in concert with others, sold the stock of other publicly traded companies, including Scepter and CannaPharmaRx, during promotions that he funded. He did so while concealing that he controlled the vast majority of the float in these securities and that he was selling the entirety of his holdings into his promotions. Moreover, Abujudeh sold his shares during the Relevant Period without registering the sales with the Commission pursuant to Section 5 of the Securities Act. No exception from the registration requirement applied. In these instances, Abujudeh was acting as an affiliate of the issuer by virtue of his control over, at a minimum, the vast majority of the shares that were deposited and available for trading in these companies, as described in the chart below:

Issuer	Duration of Promotion	Approximate Percentage of Float Abujudeh Controlled Before Promotion	Minimum Gross Proceeds from Abujudeh's Sales
Scepter Holdings, Inc. (BRZL)	2/2020-8/2020	91%	\$3.2M
CannaPharmaRx, Inc. (CPMD)	8/2020-9/2020	80%	\$3.3M

101. The promotions Abujudeh funded for these stocks included emails and landing pages, like the ones he funded for Odyssey.

102. For example, on March 3, 2020, an email sent to potential investors stated at the top in blue bold letters, “**BRZL has shifted in a PARABOLIC state and a MASSIVE Short Squeeze Opportunity could send share prices past \$0.14 at any moment! Make sure you act fast!**” (Emphasis original). The disclaimer at the bottom of this email stated, in relevant part: “We do not own any shares in BRZL. We have been compensated \$35k cash via bank wire by a third party, Quantum Capital, LLC, to conduct investor relations advertising and marketing for BRZL The third party, profiled company, or their affiliates likely wish to liquidate shares of the profiled company at or near the time you receive this communication, which has the potential to hurt share prices.” This disclaimer was written in white text on a white background and is only visible when manipulated, for example, by selecting the text and changing its color.

103. An April 30, 2020 mass email that Abujudeh funded stated in part, “As I said, if you missed out on **BRZL** so far this week... **DO NOT MISS IT TODAY!**” The disclaimer stated: “TheWolfPennyStocks.com has been compensated seventy-four thousand dollars cash via bank wire by a third party, [the Florida Promoter] for a one week Scepter Holdings Inc. marketing Services contract. **TheWolfPennyStocks.com does not own any shares of BRZL.**”

TheWolfofPennyStocks.com does not investigate the background of any third party. The third party may have shares and may liquidate it, which may negatively affect the stock price.”

104. Until at least June 16, 2021, Scepter had a landing page hosted at <http://dearwallstreet.com/ar/brzl/>. That landing page, along with the landing pages for Odyssey and CannaPharmaRx were taken down at some point on or after June 16, 2021. The Scepter landing page bears the date February 26, 2020, and indicates it is sponsored by Quantum Capital. The landing page opens by stating, “**With revenues and sales skyrocketing, Scepter [] may soon become one of the most beloved stocks on Wall Street!**” (Emphasis original.) The page touts a “recent endeavor with hand sanitizer and nose air filters” and highlights increasing coronavirus cases concluding, “**Scepter Holdings, Inc., (OTCPK: BRZL) may be poised to see monstrous upside as the company is involved with products that could become staples for many households across the nation!**” (Emphasis added.)

105. The Scepter landing page includes a disclaimer stating “We were paid up to \$600,000 in cash from Quantum Capital. We own zero shares of ((BRZL)) which we purchased in the open market.” The disclaimer omitted material information that Abujudeh and/or Intermarket controlled the vast majority of the Scepter shares available for trading, and that Abujudeh intended to sell—and was in fact selling—those his shares during the promotion he funded.

106. One promoter who had been hired to tout Scepter described how Abujudeh, or someone acting on Abujudeh’s behalf, repeatedly went in person to a bank to deposit money directly into the promoter’s account. Once the money was deposited, Abujudeh contacted the promoter to tell him who to identify as the paying party. For the Scepter campaign, Abujudeh

told this promoter to identify Quantum Capital, LLC as the third party paying for the promotion, and he did.

107. Abujudeh discussed his email promotion of Scepter (identifying the company by name and ticker symbol) with the CW:

Abujudeh	Look at the volume.
CW	Interesting.
Abujudeh	You see, that was a 45 grand spend.
CW	What do you think it netted?
Abujudeh	We spent 45 and we netted – we profited about 140.
CW	Okay. So not bad. Is that normal? Like 3 to 1, you think, on return?
Abujudeh	Oh, yeah. Yeah. That's normal.

108. Abujudeh similarly promoted CannaPharmaRx in emails like one that was sent to potential investors on September 1, 2020, which stated in part, “Usually you can find a bounce play with 20-30% upside. But . . . nearly **150% IMMEDIATE UPSIDE!?! This is no joke!** And **CPMD** *already* Bounced 41% on Monday! . . . So are you ready to ‘Catch the Bounce’ again today to potentially even greater highs?” (Emphasis original.) The disclaimer on this email noted that the publisher had been compensated \$70,000 by a Kansas company, and noted only that a “third party may have shares and may liquidate it, which may negatively affect the stock price.” From August 28 to September 28, 2020, Intermarket sent the Kansas company three wires totaling approximately \$319,000 for “CPMD.”

109. CannaPharmaRx had a landing page hosted at <http://dearwallstreet.com/ar/cpmd/>. The recently removed landing page bears the date July 2, 2020 and indicates it is sponsored by Quantum Capital. The landing page refers to loosening of government regulations and strong demand for cannabis, particularly in light of the coronavirus pandemic. The page concludes, “CannaPharmaRx, Inc. (OTC: CPMD) could become one of Canada’s biggest and most important companies in the cannabis market and is worth watching at current levels!”

110. The CannaPharmaRx landing page includes a disclaimer stating: “We were paid up to \$300k in cash from Quantum Capital. We own zero shares of ((CPMD)) which we purchased in the open market.” The disclaimer omitted material information that Abujudeh and/or Intermarket controlled the vast majority of the CannaPharmaRx shares available for trading, and that Abujudeh intended to sell—and was in fact selling—those shares during the promotion he funded.

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

111. Paragraphs 1 through 110 above are re-alleged and incorporated by reference as if fully set forth herein.

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

113. By reason of the conduct described above, defendant Abujudeh, 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.

114. By reason of the conduct described above, defendant Abujudeh 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)

115. Paragraphs 1 through 110 above are re-alleged and incorporated by reference as if fully set forth herein.

116. During the Relevant Period, the stock of Odyssey, Scepter, and CannaPharmaRx was each a security under Section 3(a)(10) of the Exchange Act [15 U.S.C. §78c(a)(10)].

117. By reason of the conduct described above, defendant Abujudeh, 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.

118. By reason of the conduct described above, defendant Abujudeh 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
UNREGISTERED OFFERINGS OF SECURITIES
(Violations of Sections 5(a) and 5(c) of the Securities Act)

119. Paragraphs 1 through 110 above are re-alleged and incorporated by reference as if fully set forth herein.

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

121. By reason of the conduct described above, defendant Abujudeh, 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.

122. As a result, defendant Abujudeh violated Sections 5(a) and (c) of the Securities Act [15 U.S.C. §§77e(a) and (c)].

PRAYER FOR RELIEF

WHEREFORE, the Commission respectfully requests that this Court:

A. Temporarily, preliminarily, and permanently restrain the Defendant, his officers, 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 Sections 5, and 17(a) of the Securities Act [15 U.S.C. §§ 77e and 77q], and Sections 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. Order the Defendant to disgorge, with prejudgment interest, all ill-gotten gains obtained by reason of the unlawful conduct alleged in this Complaint;

C. Order the Defendant 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)];

D. Enter an order barring the Defendant 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)];

E. Enter an order barring the Defendant from acting as an officer or director of any issuer that has a class of securities registered pursuant to Section 12 of the Exchange Act [15 U.S.C. § 781], or that is required to file reports pursuant to Section 15(d) of the Exchange Act [15 U.S.C. § 78o(d)];

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

G. 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 22nd day of July, 2021.

Respectfully submitted,

s/ Nita K. Klunder

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