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8 BEFORE THE DEPARTMENT OF FINANCIAL PROTECTION AND INNOVATION
9 OF THE STATE OF CALIFORNIA

10 In the Matter of:
11 THE COMMISSIONER OF FINANCIAL
PROTECTION AND INNOVATION,
12 Complainant,
13 v.
14 EDWIN LICKISS and FOUNDATION
15 FINANCIAL GROUP,
16 Respondents.

ACCUSATION IN SUPPORT OF ORDER TO
BAR EDWIN LICKISS, FROM ANY POSITION
OF EMPLOYMENT, MANAGEMENT OR
CONTROL OF ANY INVESTMENT ADVISER,
BROKER-DEALER OR COMMODITY
ADVISED;

NOTICE OF INTENT TO ISSUE ORDER
LEVYING ADMINISTRATIVE PENALTIES;

DESIST AND REFRAIN ORDER; AND

CLAIM FOR ANCILLARY RELIEF;

(Cal. Corp. Code §§ 25232.1, 25252, and 25532)

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20 The Commissioner of Financial Protection and Innovation (Commissioner) alleges and charges
21 as follows:

22 I.
23 **INTRODUCTION**

24 1. The Commissioner brings this action pursuant to the provisions of the Corporate
25 Securities Law of 1968 (CSL)¹, which covers the offer and sale of securities. Under Financial Code
26 section 326(a), the Commissioner is authorized to administer and enforce the provisions of the CSL
27 and the regulations promulgated thereunder.

28 ¹ See Cal. Corp. Code §§ 25000-25707. Unless stated otherwise, all section references are to the California Corporations Code.

ACCUSATION IN SUPPORT OF ORDER TO BAR EDWIN LICKISS; NOTICE OF INTENT TO
ISSUE ORDER LEVYING ADMINISTRATIVE PENALTIES; DESIST AND REFRAIN ORDER;
AND CLAIM FOR ANCILLARY RELIEF

1 f. The securities were offered through a licensed broker-dealer.

2 9. In fact, none of these statements were true. No investor money was used to purchase
3 bonds, government or otherwise. At least one investor received a small portion of the original deposit
4 after asking to withdraw some invested funds, but received no profits. At least seven investors have
5 made multiple requests for a refund from the Respondents, but have been unsuccessful.

6 III.

7 **ACCUSATION TO BAR EDWIN LICKISS FROM ANY POSITION OF EMPLOYMENT,**
8 **MANAGEMENT, OR CONTROL OF ANY INVESTMENT ADVISER, BROKER-DEALER,**
9 **OR COMMODITY ADVISER**

10 10. Section 25232.1 provides, in pertinent part:

11 The commissioner may, after appropriate notice and opportunity for
12 hearing...bar...from any position of employment, management or control
13 of any investment adviser, broker-dealer or commodity adviser, any officer,
14 director, partner, employee of, or person performing similar functions for,
15 an investment adviser, or any other person, if he or she finds that the...bar
is in the public interest and that the person has committed any act or
omission enumerated in subdivision...(e)...of Section 25232....

16 11. Section 25232, in relevant part, provides:

17 (e) Has willfully violated any provision of...Title 4 (commencing with Section
18 25000)...

19 12. In accordance with section 25232.1, the Commissioner may bar any person, based on
20 willful violations of sections of the CSL or rules adopted thereunder.

21 13. The Commissioner re-alleges and incorporates by reference paragraphs 1 to 9, as
22 though fully set forth herein.

23 14. In this case, Respondents have willfully violated multiple sections of the CSL and
24 regulations including: (1) Section 25110, by offering and sell securities in this state, unless such
25 security or transaction has been qualified or unless such security is exempted or not subject to
26 qualification; and (2) Section 25401, by offering and selling securities by means of written or oral
27 communications which included untrue statements of material fact or omitted to state material facts

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1 necessary in order to make the statements made, in the light of the circumstances under which they
2 were made, not misleading.

3 15. Additionally, it is in the public interest because the “treasury bonds” were fictitious and
4 the investors of the securities offering never received back their funds.

5 **IV.**

6 **NOTICE OF INTENT TO ISSUE ORDER LEVYING ADMINISTRATIVE PENALTIES**

7 16. NOTICE IS HEREBY GIVEN, pursuant to section 25233, of the intention of the
8 Commissioner to issue an order levying administrative penalties against Edwin Lickiss and
9 Foundation Financial Group for the statutory amount of not more than one thousand dollars
10 (\$1,000.00) for the first violation, and not more than two thousand five hundred dollars (\$2,500.00)
11 for each subsequent violation, or according to proof, for the Respondents’ willful violations of the
12 CSL.

13 17. The Commissioner re-alleges and incorporates by reference paragraphs 1 to 9, as
14 though fully set forth herein.

15 18. Section 25252 authorizes the Commissioner to issue an order levying administrative
16 penalties against any person for willful violations of any provision of CSL and any rules promulgated
17 thereunder.

18 19. Based on the foregoing findings, the Commissioner finds that the Respondents offered
19 unqualified, non-exempt securities and failed to disclose material facts, to at least seven investors, in
20 violation of sections 25110 and 25401.

21 WHEREFORE, good cause showing, and pursuant to section 25252(a), the Commissioner
22 intends to issue an order levying administrative penalties, individually, jointly and severally, against
23 Lickiss and FFG, as follows:

24 a. That pursuant to section 25252(a), the Commissioner levy administrative
25 penalties of \$1,000.00 for the first violation of section 25110, \$2,500.00 for each subsequent violation,
26 as listed below, for a total amount of \$458,500.00 or according to proof:

- 27 i. First violation: \$1,000.00 for the first offer of a security; and
- 28 ii. Additional violations: \$2,500.00 for the remaining 183 transactions.

1 under said law or unless exempt. The sale of such securities is subject to qualification under said law
2 and such securities are being or have been offered for sale without first being so qualified.

3 **B. Corporations Code section 25401**

4 22. Further, the Commissioner is of the opinion that the securities issued by Respondents,
5 were offered and sold in this state by means of written or oral communications which included untrue
6 statements of material fact or omitted to state material facts necessary in order to make the statements
7 made, in the light of the circumstances under which they were made, not misleading, in violation of
8 section 25401.

9 23. Pursuant to section 25532, Edwin Lickiss and Foundation Financial Group are hereby
10 ordered to desist and refrain from offering, selling, buying, or offering to buy any security in the State
11 of California, including, but not limited to bonds or investment contracts, by means of any written or
12 oral communication which includes an untrue statement of a material fact or omits to state a material
13 fact necessary in order to make the statements made, in the light of the circumstances under which
14 they were made, not misleading.

15 **VI.**

16 **CLAIM FOR ANCILLARY RELIEF IN THE FORM OF RESITUTION**

17 24. Complainant re-alleges and reincorporates by reference, as set forth fully above in
18 paragraphs 1 to 9.

19 25. Section 25532(e) authorizes the Commissioner to seek ancillary relief on behalf of any
20 person injured by violations of any provision of the Corporations Code and any rules promulgated
21 thereunder.

22 26. Based on the foregoing findings, the Commissioner finds that Respondents offered and
23 sold unqualified, nonexempt securities in California, in the amount of at least \$4,732,882.00, and
24 made numerous material misrepresentations and omissions of fact, to at least seven investors, in
25 violation of sections 25110 and 25401.

26 WHEREFORE, IT IS PRAYED, for an order of ancillary relief pursuant to section 25532,
27 individually, jointly and severally against Edwin Lickiss and Foundation Financial Group as follows:

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A) Full Restitution, consisting of Investors' investment principal in the amount of \$4,732,882.00, and interest accumulated on the investment principal or according to proof.

VII.
CONCLUSION

Based upon the foregoing, the Commissioner finds that grounds exist, and that it is in the public interest, to issue the following orders: (1) barring Edwin Lickiss from any position of employment, management or control of any investment adviser, broker-dealer or commodity adviser pursuant to section 25232.1; (2) levy administrative penalties against Edwin Lickiss and Foundation Financial Group totally \$2,795,000.00; (3) desist and refrain order against Edwin Lickiss and Foundation Financial Group; and (4) claim for ancillary relief against Edwin Lickiss and Foundation Financial Group, in the form of restitution, totaling \$4,732,882.00. The Commissioner hereby notifies Edwin Lickiss and Foundation Financial Group of his intention to make such orders final.

These Orders are necessary, in the public interest, for the protection of investors, and consistent with the purposes, policies, and provisions of the CSL.

DATED: March 23, 2026
Sacramento, California

KHALIL MOHSENI
Commissioner of Financial Protection and Innovation



By: _____
MARY ANN SMITH
Deputy Commissioner
Enforcement Division