

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES ACT OF 1933
Release No. 11025 / January 21, 2022

SECURITIES EXCHANGE ACT OF 1934
Release No. 94028 / January 21, 2022

INVESTMENT COMPANY ACT OF 1940
Release No. 34479 / January 21, 2022

ADMINISTRATIVE PROCEEDING
File No. 3-20708

In the Matter of

Cody C. Biggs,

Respondent.

**ORDER INSTITUTING ADMINISTRATIVE
AND CEASE-AND-DESIST PROCEEDINGS,
PURSUANT TO SECTION 8A OF THE
SECURITIES ACT OF 1933, SECTIONS
15(b) AND 21C OF THE SECURITIES
EXCHANGE ACT OF 1934, AND SECTION
9(b) OF THE INVESTMENT COMPANY
ACT OF 1940, MAKING FINDINGS, AND
IMPOSING REMEDIAL SANCTIONS AND
A CEASE-AND-DESIST ORDER**

I.

The Securities and Exchange Commission (“SEC” or “Commission”) deems it appropriate and in the public interest that public administrative and cease-and-desist proceedings be, and hereby are, instituted pursuant to Section 8A of the Securities Act of 1933 (“Securities Act”), Sections 15(b) and 21C of the Securities Exchange Act of 1934 (“Exchange Act”) and Section 9(b) of the Investment Company Act of 1940 (“Investment Company Act”) against Cody C. Biggs (“Biggs” or “Respondent”).

II.

In anticipation of the institution of these proceedings, Respondent has submitted an Offer of Settlement (the “Offer”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over him and the subject matter of these proceedings, which are admitted, and except as provided herein in Section V, Respondent consents

to the entry of this Order Instituting Administrative and Cease-and-Desist Proceedings, Pursuant to Section 8A of the Securities Act of 1933, Sections 15(b) and 21C of the Securities Exchange Act of 1934, and Section 9(b) of the Investment Company Act of 1940, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order (“Order”).

III.

On the basis of this Order and Respondent’s Offer, the Commission finds¹ that

Summary

1. Throughout 2016 to 2018, Biggs solicited investors in unregistered securities offerings conducted by Resolute Capital Partners LTD, LLC (“RCP”) and Homebound Resources, LLC (“Homebound”). No registration statement was in effect or had been filed as to the offerings, which all involved oil and gas development projects in Texas.

2. Biggs was not registered as a broker-dealer or associated with a registered broker-dealer. Biggs nevertheless offered and sold millions of dollars of unregistered oil and gas securities, and received thousands of dollars of compensation in the form of sales commissions.

3. Respondent violated Sections 5(a) and 5(c) of the Securities Act by offering and selling securities without having a registration statement filed or in effect with the Commission with respect to such offerings, and violated Section 15(a) of the Exchange Act by acting as an unregistered broker-dealer in connection with the offerings.

Respondent

4. **Cody Christopher Biggs, age 39**, resides in Bettendorf, Iowa. Biggs is an insurance agent licensed in the states of Alabama, Florida, Illinois, Iowa, Mississippi, New York, Tennessee, Texas and Wisconsin, and the President and Owner of A Acadian Assurance, Inc. Biggs has never been associated with a registered broker-dealer.

Other Relevant Entities

5. **Resolute Capital Partners LTD, LLC (“RCP”)** is a Nevada company with offices in Texas, California and Minnesota. RCP created numerous oil and gas debt and equity investment vehicles using wells identified by Homebound Resources, LLC and its affiliates. A recent Commission Order found that RCP violated Sections 5(a) and (c) and 17(a)(2) and (a)(3) of the Securities Act in the offer and sale of oil and gas securities. *See In the Matter of Resolute Capital Partners, Ltd, LLC, et al.*, AP File No. 3-20597 (Sept. 24, 2021).

¹ The findings herein are made pursuant to Respondent’s Offer and are not binding on any other person or entity in this or any other proceeding.

6. **Homebound Resources, LLC** (“Homebound”) is a Texas company located in Irving, Texas. Homebound acted as a project sponsor for RCP’s offerings and was responsible for identifying and purchasing the oil and gas wells in which the RCP investment vehicles owned working interests. A recent Commission Order found that Homebound violated Sections 5(a) and (c) and 17(a)(2) and (a)(3) of the Securities Act in the offer and sale of oil and gas securities. *See In the Matter of Resolute Capital Partners, Ltd, LLC, et al.*, AP File No. 3-20597 (Sept. 24, 2021).

Facts

The Unregistered Offerings

7. From 2016 to 2018, RCP and Homebound sponsored a series of securities offerings purportedly designed to fund oil and gas exploration. The securities took two forms – equity securities in the form of membership interests in pooled investment vehicles, and debt securities in the form of promissory notes promising returns of 8% to 12% per year.

8. No registration statement was in effect or had been filed as to the offerings.

Respondent Sold Securities in Unregistered Offerings

9. Biggs is a licensed insurance agent. Between 2016 and 2018, he sold the oil and gas securities sponsored by Homebound and RCP in unregistered offerings. Although he had an agreement with Homebound that purported to limit his services to finding and referring potential investors, Respondent in fact participated in the sale of securities to investors and received compensation in the form of commissions. Specifically, he received a 10% commission on the sale of RCP/Homebound oil and gas securities.

10. Biggs held himself out as part of the RCP/Homebound team and provided prospective investors with the RCP/Homebound marketing materials. In emails soliciting investments in RCP/Homebound offerings, Biggs described the securities as being high demand and low supply, and stated that he had special authorization to sell the securities at an initial investment amount lower than other sellers.

11. Biggs also invited prospective investors to seminars and dinners where he and the principals of RCP and Homebound promoted the offerings. In one such invitation to prospective investors, Biggs described the rates of return and tax benefits of the offerings.

12. Biggs sent solicitation emails to prospective investors. Biggs sometimes described the features of the oil and gas securities in the emails, and also provided a link to a marketing document referred to as a “one-pager,” which provided prospective investors with additional information about the securities.

13. Between 2016 and 2018, Biggs received ill-gotten gains of \$77,103 from the sale of oil and gas securities sponsored by RCP and Homebound.

Violations

14. As a result of the conduct described above, Respondent willfully violated Section 5(a) of the Securities Act, which states that “[u]nless a registration statement is in effect as to a security, it shall be unlawful for any person, directly or indirectly, (1) to make use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell such security through the use or medium of any prospectus or otherwise, or (2) to carry or cause to be carried through the mails or in interstate commerce, by any means or instruments of transportation, any such security for the purpose of sale or for delivery after sale.”

15. As a result of the conduct described above, Respondent willfully violated Section 5(c) of the Securities Act, which states that “[i]t shall be unlawful for any person, directly or indirectly, to make use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy through the use or medium of any prospectus or otherwise any security, unless a registration statement has been filed as to such security.”

16. As a result of the conduct described above, Respondent willfully violated Section 15(a) of the Exchange Act, which makes it unlawful for any broker or dealer “to effect any transactions in, or to induce or attempt to induce the purchase or sale of, any security . . . unless such broker or dealer is registered in accordance” with Section 15(b) of the Exchange Act. Section 3(a)(4) of the Exchange Act defines “broker” generally to mean “any person engaged in the business of effecting transactions in securities for the account of others.”

Disgorgement and Civil Penalties

17. The disgorgement and prejudgment interest ordered in paragraph IV.E are consistent with equitable principles and do not exceed Respondent’s net profits from his violations and will be distributed to harmed investors, if feasible. The Commission will hold funds paid pursuant to paragraph IV.E in an account at the United States Treasury pending a decision whether the Commission in its discretion will seek to distribute funds. If a distribution is determined feasible and the Commission makes a distribution, upon approval of the distribution final accounting by the Commission, any amounts remaining that are infeasible to return to investors, and any amounts returned to the Commission in the future that are infeasible to return to investors, may be transferred to the general fund of the U.S. Treasury, subject to Section 21F(g)(3) of the Exchange Act.

IV.

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

Accordingly, pursuant to Section 8A of the Securities Act, Sections 15(b)(6) and 21C of the Exchange Act, and Section 9(b) of the Investment Company Act, it is hereby ORDERED that:

A. Respondent shall cease and desist from committing or causing any violations and any future violations of Sections 5(a) and 5(c) of the Securities Act.

B. Respondent shall cease and desist from committing or causing any violations and any future violations of Section 15(a) of the Exchange Act.

C. Respondent shall be, and hereby is:

barred from association with any broker, dealer, investment adviser, municipal securities dealer, municipal advisor, transfer agent, or nationally recognized statistical rating organization;

prohibited from serving or acting as an employee, officer, director, member of an advisory board, investment adviser or depositor of, or principal underwriter for, a registered investment company or affiliated person of such investment adviser, depositor, or principal underwriter; and

barred from participating in any offering of a penny stock, including: acting as a promoter, finder, consultant, agent or other person who engages in activities with a broker, dealer or issuer for purposes of the issuance or trading in any penny stock, or inducing or attempting to induce the purchase or sale of any penny stock.

with the right to apply for reentry after two years to the appropriate self-regulatory organization, or if there is none, to the Commission.

D. Any reapplication for association by Respondent will be subject to the applicable laws and regulations governing the reentry process, and reentry may be conditioned upon a number of factors, including, but not limited to, compliance with the Commission's Order and payment of any or all of the following: (a) any disgorgement or civil penalties ordered by a Court against the Respondent in any action brought by the Commission; (b) any disgorgement amounts ordered against the Respondent for which the Commission waived payment; (c) any arbitration award related to the conduct that served as the basis for the Commission's Order; (d) any self-regulatory organization arbitration award to a customer, whether or not related to the conduct that served as the basis for the Commission Order; and (e) any restitution order by a self-regulatory organization, whether or not related to the conduct that served as the basis for the Commission's Order.

E. Respondent shall pay disgorgement of \$77,103, prejudgment interest of \$9,762, and a civil penalty of \$25,000 to the Commission. The Commission will hold funds paid pursuant to this paragraph in an account at the United States Treasury pending a decision whether the Commission, in its discretion, will seek to distribute funds or transfer them to the general fund of the United States Treasury, subject to Section 21F(g)(3) of the Exchange Act. The Commission may distribute civil money penalties collected in this proceeding if, in its discretion, the Commission orders the establishment of a Fair Fund pursuant to 15 U.S.C. § 7246, Section 308(a) of the Sarbanes-Oxley Act of 2002. If timely payment of disgorgement and prejudgment interest is not made, additional interest shall accrue pursuant to SEC Rule of Practice 600. If timely payment of the civil monetary penalty is not made, additional interest shall accrue pursuant to 31 U.S.C. § 3717.

F. Payment shall be made in the following installments: \$30,000 shall be paid within seven (7) days of the entry of this Order and additional payments of \$20,466 shall be paid within ninety (90) days, 180 days, and 270 days from the entry of this Order. A final payment will be due within 365 days from the entry of this Order, and prior to making that payment Respondent shall contact the staff of the Commission for the amount due. Payments shall be applied first to post order interest, which accrues pursuant to SEC Rule of Practice 600 and 31 U.S.C. § 3717. If Respondent fails to make any payment by the date agreed and/or in the amount agreed according to the schedule set forth above, all outstanding payments under this Order, including post-order interest, minus any payments made, shall become due and payable immediately at the discretion of the staff of the Commission without further application to the Commission.

Payment must be made in one of the following ways:

- (1) Respondent may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request;
- (2) Respondent may make direct payment from a bank account via Pay.gov through the SEC website at <http://www.sec.gov/about/offices/ofm.htm>; or
- (3) Respondent may pay by certified check, bank cashier's check, or United States postal money order, made payable to the Securities and Exchange Commission and hand-delivered or mailed to:

Enterprise Services Center
Accounts Receivable Branch
HQ Bldg., Room 181, AMZ-341
6500 South MacArthur Boulevard
Oklahoma City, OK 73169

Payments by check or money order must be accompanied by a cover letter identifying Biggs as the Respondent in these proceedings, and the file number of these proceedings; a copy of

the cover letter and check or money order must be sent to Carolyn Welshhans, Associate Director, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549.

G. Regardless of whether the Commission in its discretion orders the creation of a Fair Fund for the penalty ordered in this proceeding, amounts ordered to be paid as a civil money penalty pursuant to this Order shall be treated as a penalty paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Respondent agrees that in any Related Investor Action, he shall not argue that he is entitled to, nor shall he benefit by, offset or reduction of any award of compensatory damages by the amount of any part of Respondent's payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Respondent agrees that he shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the Commission. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this proceeding. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against Respondent by or on behalf of one or more investors based on substantially the same facts as alleged in the Order instituted by the Commission in this proceeding.

V.

It is further Ordered that, solely for purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy Code, 11 U.S.C. § 523, the findings in this Order are true and admitted by Respondent, and further, any debt for disgorgement, prejudgment interest, civil penalty or other amounts due by Respondent under this Order or any other judgment, order, consent order, decree or settlement agreement entered in connection with these proceedings, is a debt for the violation by Respondent of the federal securities laws or any regulation or order issued under such laws, as set forth in Section 523(a)(19) of the Bankruptcy Code, 11 U.S.C. § 523(a)(19).

By the Commission.

Vanessa A. Countryman
Secretary