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**STATE OF WASHINGTON
DEPARTMENT OF FINANCIAL INSTITUTIONS
SECURITIES DIVISION**

IN THE MATTER OF DETERMINING
Whether there has been a violation of the
Securities Act of Washington by:

Andrew W. Morrison;
Path Investments Group, LLC;
CityGuru, Inc.
f/k/a On The Go Technologies, Inc.,

Respondents.

Order No. S-15-1785-24-CO01

CONSENT ORDER

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INTRODUCTION

On June 27, 2016, the Securities Administrator of the Securities Division of the Department of Financial Institutions (Securities Division) issued a Statement of Charges and Notice of Intent to Enter Order to Cease and Desist, Impose Fines, and Charge Costs (Statement of Charges), S-15-1785-16-SC01, against Respondents Andrew W. Morrison, Path Investments Group, LLC, and CityGuru, Inc. f/k/a On The Go Technologies, Inc. Pursuant to the Securities Act of Washington, RCW 21.20, the Securities Division and Andrew W. Morrison, Path Investments Group, LLC, and CityGuru, Inc. f/k/a On The Go Technologies, Inc. hereby enter into this Consent Order in settlement of the matters alleged in the Statement of Charges. Andrew W. Morrison, Path Investments Group, LLC, and CityGuru, Inc. f/k/a On The Go Technologies, Inc. neither admit nor deny the Findings of Fact and Conclusions of Law as set forth below.

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FINDINGS OF FACT

Respondents

1. Andrew "Drew" W. Morrison ("Morrison") is an Iowa resident. Morrison also uses the name Andrew W. Jang. Morrison has never been registered with the Securities Division in any capacity.

CONSENT ORDER

DEPARTMENT OF FINANCIAL INSTITUTIONS
Securities Division
PO Box 41200
Olympia, WA 98504-1200
360-902-8760

1 6. Morrison solicited the two investors between May and July 2010. In approximately May 2010,
2 Morrison solicited a California resident to invest \$20,000 in Path Investments Group. This investor first met
3 Morrison in 2009, and they had made prior real estate investments with Path Investments Group when
4 Morrison resided in Arizona. Morrison led this investor to believe that his funds would be used to purchase
5 distressed properties in Arizona. Subsequently, in approximately July 2010, Morrison solicited his friend, an
6 Oklahoma resident, to invest \$10,000 in Path Investments Group. Morrison represented to this investor that
7 he owned real estate in Arizona and that he “flipped” houses. Morrison told this investor that on average, his
8 real estate projects were making 10% to 15% returns. This investor decided to invest because she trusted
9 Morrison and Morrison appeared to be successful.

10 7. Morrison provided the investors with documents to evidence their investment. The first
11 investor received a promissory note, dated May 9, 2010, with a six-month maturity date. According to the
12 note, the interest rate would be 19.5% of the profits from each real estate investment property. Morrison
13 provided the second investor with a term sheet, dated July 12, 2010, which referred to her investment as a
14 “limited joint venture partnership.” The investment was for 12 months with a 5.5% annualized return. The
15 term sheet also indicated that the investor would receive a “split” of 75% (purportedly of the profits from each
16 real estate investment property).

17 8. The investors have not received the majority of their principal back, or any interest, from their
18 investments. In December 2010, the first investor received a \$5,000 principal payment from Morrison.
19 However, Morrison defaulted on any further payments pursuant to the promissory note. After the second
20 investor’s investment had matured, Morrison represented to her that she had made approximately a 20% return
21 on her \$10,000 investment. Morrison solicited this investor to roll over her principal and earnings into a new
22 investment in On The Go, as discussed below.

On The Go

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2 9. Between March and October 2011, Morrison raised at least \$112,000 through the sale of On
3 the Go stock to at least four investors, including one Washington resident. Morrison represented that On The
4 Go was developing a smart phone application (“app”) that would assist hotel concierges when making travel
5 recommendations to hotel guests. Hotel guests would be invited to download the app, which would provide
6 them with a custom itinerary, directions, and reviews for specific sites recommended by the hotel concierge.

7 10. In approximately October 2011, Morrison solicited a Path Investments Group investor to invest
8 in On The Go, and he represented that she could make between \$200,000 and \$700,000 on a \$20,000
9 investment. When the investor informed Morrison that she had limited funds to invest, Morrison told her that
10 she could roll over her prior Path Investments Group investment and earnings, which Morrison represented
11 totaled \$12,282.18. The investor agreed to roll over these funds, and invested an additional \$7,717.82, for a
12 total investment of \$20,000.

13 11. Over the course of 2011, Morrison solicited several other investors, including a former co-
14 worker, an acquaintance that he met during his previous employment, and a referral from another investor.
15 Morrison represented to an investor that an accounting firm predicted that On the Go would net \$70 million
16 dollars per year, and that an investment in 0.25% of the profits would provide a minimum return of \$177,000
17 per year. Morrison further represented to this investor that the value of the investment would triple or
18 quadruple when the company completed an IPO. Morrison represented to another investor that the investment
19 was the “next big thing”, and they would be “millionaires.” Morrison failed to provide a reasonable basis for
20 these projected returns on investment.

21 12. Morrison provided investors with a Private Placement Memorandum (“PPM”). The PPM
22 represented that Morrison held 39% of On the Go’s shares, and that he was selling 5% of his shares to
23 investors. The PPM represented that investor funds would be used by On the Go as working capital for the

1 development of its products and technology. In the PPM, Morrison represented to investors that in the “worst
2 case” scenario, another business he owned, Path Investments Group, would return 65% of their initial
3 investment to them. Morrison did not disclose any other details regarding why Path Investments Group would
4 be liable for On The Go’s liabilities. Moreover, Morrison failed to disclose that Path Investments Group had
5 previously defaulted on a promissory note and owed more than \$15,000 to one of its investors.

6 13. The PPM instructed investors to wire funds to a bank account in the name of Path Investments
7 Group. Between March and August 2011, two investors wired their investment funds to this account. Morrison
8 represented to one investor that Path Investments Group was the “executor” and was handling the finances
9 for the offering, but he did not disclose or explain why investor funds were deposited into an account in the
10 name of Path Investments Group, rather than On The Go. Morrison failed to disclose that On The Go investor
11 funds would be commingled with Path Investments Group funds.

12 14. Morrison arranged for two On the Go investors to wire their investment funds directly to his
13 personal bank account, and he retained approximately one-fourth of their funds. In October 2011, two
14 investors wired a total of approximately \$27,717 to Morrison’s personal bank account, which had a negative
15 balance at the time of the first deposit. Morrison transferred a total of \$21,000 of these funds to the Path
16 Investments Group bank account. Morrison retained the remaining \$6,717 of investor funds in his personal
17 bank account.

18 15. In March 2012, Morrison solicited at least two investors to make additional investments by
19 making projections about the future value of On The Go stock. Morrison represented that it was the last chance
20 for investors to buy additional shares on the “ground level” before other large investors would come in and
21 double the value of the shares. Morrison represented that after these large investors made their investments,
22 the value of On the Go stock would double or triple again, due to revenue the company would be making.
23 Morrison represented that On the Go was currently worth \$1 million dollars and that On the Go planned on

1 being sold or conducting an IPO as a \$100 million dollar company. Morrison failed to provide a reasonable
2 basis for the projected share value or the purported valuation. When soliciting one investor, Morrison
3 represented that he had just invested another \$100,000, when in fact he had not. Neither of the investors
4 decided to invest additional funds.

5 CityGuru

6 16. In November 2012, Morrison changed On The Go's name to CityGuru. After the company's
7 name change, the nature of the business changed to a VIP services company. CityGuru organized VIP-style
8 events, some of which were benefit functions that were held for non-profit organizations. CityGuru also sold
9 memberships that allowed members to book VIP-type dining, shopping, and travel experiences. After the
10 name change, at least two On The Go investors requested that Morrison provide them with updated paperwork
11 stating that their stock ownership was in CityGuru. Morrison failed to provide the requested documentation.

12 17. Between approximately January 2013 and June 2014, Morrison raised approximately \$47,000
13 through the sale of CityGuru stock and promissory notes. Morrison solicited at least five of his friends and
14 acquaintances to invest, including one Washington resident. Morrison also solicited two On The Go investors,
15 but neither investor decided to invest additional funds. When soliciting investors, Morrison represented that
16 investor funds would be used to pay for CityGuru business expenses such as advertising, technology, and
17 employee wages. Morrison instructed the majority of investors to wire their investment funds to his personal
18 bank account. Morrison failed to disclose to investors why their funds would be deposited into his personal
19 bank account rather than a business bank account.

20 18. Morrison offered and sold promissory notes to at least four investors. The notes had a variety
21 of terms, and at least some were convertible into stock. For example, one investor that invested a total of
22 \$15,000 between May and June 2014 received two convertible promissory notes. The first note had a 4% per
23 month interest rate and a one-year term, and the second note had a 40% interest rate and a six-month term.

1 When the notes matured, the investor had the option of cashing out the principal and interest, or converting
2 all or part of the principal and interest into CityGuru shares at a discount. The first note was convertible at a
3 30% discount and the second note was convertible at a 35% discount.

4 19. Morrison offered and sold CityGuru stock to at least one investor. In approximately April 2014,
5 Morrison solicited a Washington resident to purchase some of his personal shares in CityGuru. The investor
6 invested \$5,000 for the purchase of 15,000 of Morrison's shares in CityGuru. Morrison provided the investor
7 with a one-year promissory note, rather than a stock certificate, to evidence the investment. The promissory
8 note, dated May 1, 2014, stated that 1,250 shares would vest per month.

9 20. Morrison repeatedly made misleading profit projections when soliciting investors. When
10 soliciting promissory note investors, Morrison represented that a \$5,000 investment could earn approximately
11 \$100,000 to \$150,000, and he estimated that CityGuru would be sold in 2-3 years with a share price of \$10-
12 \$17 per share. When soliciting the stock investor, Morrison represented that the investor would make
13 approximately \$100,000 within a few years on a \$5,000 investment. Morrison failed to provide a reasonable
14 basis for the projected return on investment and value of the shares.

15 21. Morrison failed to disclose material information to CityGuru investors. Morrison failed to
16 disclose to investors that his prior venture, Path Investments Group, had defaulted on a promissory note and
17 still owed more than \$15,000 to one of its investors. Morrison also failed to disclose to several investors that
18 on January 28, 2013, a Path Investments Group investor filed a civil action against him in King County
19 Superior Court for breach of a promissory note. Further, Morrison failed to provide investors with current
20 CityGuru financial statements, an operational history of the company, and information regarding the
21 outstanding On The Go stock.

1 **Registration Status**

2 22. Path Investments Group has never been registered to sell promissory notes or limited joint
3 venture partnerships in the State of Washington, nor has it filed a claim of exemption from registration.

4 23. CityGuru, Inc. f/k/a On The Go Technologies, Inc. has never been registered to sell On The
5 Go stock or CityGuru stock in the State of Washington, nor has it filed a claim of exemption from registration
6 for the sale of stock. On May 24, 2013, CityGuru, Inc. filed with the Securities Division a claim of exemption
7 from registration for a \$100,000 debt offering under Regulation D, Rule 506 and WAC 460-44A-506.

8 24. Andrew W. Morrison has never been registered as a securities salesperson or broker-dealer in
9 the State of Washington.

10 Based upon the above Findings of Fact, the following Conclusions of Law are made:

11 **CONCLUSIONS OF LAW**

12 1. The offer and/or sale of the promissory notes, stock, and limited joint venture partnership as
13 described above constitutes the offer and/or sale of a security as defined in RCW 21.20.005(14) and (17).

14 2. Path Investments Group, LLC and CityGuru, Inc. f/k/a On The Go Technologies, Inc. have
15 each violated RCW 21.20.140 because, as set forth in the Tentative Findings of Fact, Path Investments Group,
16 LLC sold a promissory note and limited joint venture partnership and CityGuru, Inc. f/k/a On The Go
17 Technologies, Inc. sold On The Go and CityGuru stock for which no registration is on file with the Securities
18 Administrator, and for which no valid claim of exemption exists.

19 3. Andrew W. Morrison violated RCW 21.20.040 by offering and selling a promissory note and
20 limited joint venture partnership in Path Investments Group, LLC and On The Go and CityGuru stock while
21 not registered as a securities salesperson or broker-dealer in the State of Washington.

22 4. Andrew W. Morrison and CityGuru, Inc. f/k/a On The Go Technologies, Inc., have each
23 violated RCW 21.20.010 because, as set forth in the Tentative Findings of Fact, in connection with the offer

1 and sale of securities they each made misstatements of material fact or omitted to state material facts necessary
2 in order to make the statements made, in light of the circumstances under which they were made, not
3 misleading.

4 Based upon the foregoing and finding it in the public interest:

5 **CONSENT ORDER**

6 IT IS AGREED AND ORDERED that Respondents Path Investments Group, LLC and CityGuru, Inc.
7 formerly known as (f/k/a) On The Go Technologies, Inc, and their agents and employees, shall each cease
8 and desist from offering and/or selling securities in any manner in violation of RCW 21.20.140, the securities
9 registration section of the Securities Act of Washington.

10 IT IS AGREED AND ORDERED that Respondent Andrew W. Morrison, and their agents and
11 employees, shall each cease and desist from offering and/or selling securities in any manner in violation of
12 RCW 21.20.040, the registration section of the Securities Act of Washington.

13 IT IS AGREED AND ORDERED that Respondent Andrew W. Morrison, Path Investments Group,
14 LLC, and CityGuru, Inc. (f/k/a) On The Go Technologies, Inc, and their agents and employees, shall each
15 cease and desist from violating RCW 21.20.010, the anti-fraud section of the Securities Act of Washington.

16 IT IS AGREED AND ORDERED that Respondents Andrew W. Morrison, Path Investments Group,
17 LLC, and CityGuru, Inc. shall be jointly and severally liable for and pay a fine in the amount of \$1,000.

18 IT IS AGREED that Respondents Andrew W. Morrison, Path Investments Group, LLC, and CityGuru,
19 Inc. (f/k/a) On The Go Technologies, Inc entered into this Consent Order freely and voluntarily and with a
20 full understanding of its terms and significance.

21 IT IS AGREED that the Securities Division has jurisdiction to enter this order.
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1 IT IS AGREED that in consideration of the foregoing, Respondents Andrew W. Morrison, Path
2 Investments Group, LLC, and CityGuru, Inc. (f/k/a) On The Go Technologies, Inc waive their right to a
3 hearing and to judicial review of this matter pursuant to Chapter 34.05 RCW.

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5 **WILLFUL VIOLATION OF THIS ORDER IS A CRIMINAL OFFENSE.**

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7 Signed this 14 day of October 2024.

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10 Signed by:
Path Investments Group, LLC,

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12 /s/ Andrew Morrison
Andrew Morrison
President

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14 Signed by:
CityGuru, Inc. (f/k/a) On The Go Technologies, Inc.

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16 /s/ Andrew Morrison
Andrew Morrison
CEO

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20 Signed by:
/s/ Andrew Morrison
Andrew Morrison, Individually

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1 SIGNED and ENTERED this 22 day of October 2024.



8 _____ /s/
William M. Beatty
9 Securities Administrator

10 Approved by:

Presented by:

11 _____ /s/
12 Brian Guerard
13 Chief of Enforcement

_____ /s/
Kassidy Smith
14 Financial Legal Examiner

15 Reviewed by:

16 _____ /s/
17 Holly Mack-Kretzler
18 Financial Legal Examiner Supervisor