



**Item 4.01            Changes in Registrant's Certifying Accountant.**

On February 6, 2020, Gadsden Properties, Inc. (the "Company") received a letter from Friedman LLP ("Friedman") resigning as the Company's principal accountant to audit the Company's financial statements. Friedman was engaged by the Company on August 2, 2019 following the Company's dismissal of its previous auditor as reported on a Current Report on Form 8-K, filed with the Securities and Exchange Commission on August 8, 2019. The Company is finalizing its engagement of a new auditor that will replace Friedman and will file another current report on Form 8-K as soon as this new auditor is formally engaged.

During the period of Friedman's engagement until its resignation, there were (1) no disagreements with Friedman on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreements, if not resolved to the satisfaction of Friedman, would have caused Friedman to make reference to the subject matter of the disagreements in connection with its reports, and (2) no events of the type listed in paragraphs (A) through (D) of Item 304(a)(1)(v) of Regulation S-K.

The Company furnished Friedman with a copy of this disclosure, providing Friedman with the opportunity to furnish the Company with a letter addressed to the Securities and Exchange Commission stating whether it agrees with the statement made by the Company herein in response to Item 304(a) of Regulation S-K and, if not, stating the respect in which it does not agree.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this current report to be signed on its behalf by the undersigned hereunto duly authorized.

**Gadsden Properties, Inc.**

Date: February 24, 2020

By: /s/ Douglas Funke  
Douglas Funke  
Chief Executive Officer

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