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EJIKE E OKPA II
MEMBER

IN THE MATTER OF	§
KEYE MIDAS WEALTH MANAGEMENT	§
WORLDWIDE AKA KEYE MIDAS WEALTH	§
MANAGEMENT SERVICES AKA KEYE MIDAS	§
PRIVATE WEALTH MANAGEMENT SERVICES	§
AKA KMWM; ROBERT JOSEPH RAIMONDO;	§
LILIAN SWIFT; CHRISTIE RAIMONDO	§
GABBIADINI AKA CHRISTIE RAIMONDO;	§
NICOLAS E. BIANGEL; NICK CUBAN; ALAN	§
ROZICH AND ANNA LEFCOVITCH	§

Order No. ENF-21-CDO-1842

Keye Midas Wealth Management Worldwide aka Keye Midas Wealth Management Services aka Key Midas Private Wealth Management Services aka KMWM

Service by certified mail, return receipt requested, addressed to (1) 9950 Jordan Avenue, #4, Chatsworth, California 91311; (2) 377 Vineyard Lane, Exton, Pennsylvania 19341; and (3) 1200 Towne Center Boulevard, #2008, Provo, Utah 84601.

Robert Joseph Raimondo

Service by certified mail, return receipt requested, addressed to (1) 9950 Jordan Avenue, #4, Chatsworth, California 91311; (2) 377 Vineyard Lane, Exton, Pennsylvania 19341; and (3) 1200 Towne Center Boulevard, #2008, Provo, Utah 84601.

Lilian Swift

Service by certified mail, return receipt requested, addressed to (1) 9950 Jordan Avenue, #4, Chatsworth, California 91311; (2) 377 Vineyard Lane, Exton, Pennsylvania 19341; and (3) 1200 Towne Center Boulevard, #2008, Provo, Utah 84601.

Christie Raimondo Gabbiadini aka Christie Raimondo

Service by certified mail, return receipt requested, addressed to (1) 9950 Jordan Avenue, #4, Chatsworth, California 91311; (2) 377 Vineyard Lane, Exton, Pennsylvania 19341; and (3) 1200 Towne Center Boulevard, #2008, Provo, Utah 84601.

Nicolas E. Biangel

Service by certified mail, return receipt requested, addressed to (1) 9950 Jordan Avenue, #4, Chatsworth, California 91311; (2) 377 Vineyard Lane, Exton, Pennsylvania 19341; and (3) 1200 Towne Center Boulevard, #2008, Provo, Utah 84601.

Nick Cuban

Service by certified mail, return receipt requested, addressed to (1) 9950 Jordan Avenue, #4, Chatsworth, California 91311; (2) 377 Vineyard Lane, Exton, Pennsylvania 19341; and (3) 1200 Towne Center Boulevard, #2008, Provo, Utah 84601.

Alan Rozich

Service by certified mail, return receipt requested, addressed to (1) 9950 Jordan Avenue, #4, Chatsworth, California 91311; (2) 377 Vineyard Lane, Exton, Pennsylvania 19341; and (3) 1200 Towne Center Boulevard, #2008, Provo, Utah 84601.

Anna Lefcovitch

Service by certified mail, return receipt requested, addressed to (1) 9950 Jordan Avenue, #4, Chatsworth, California 91311; (2) 377 Vineyard Lane, Exton, Pennsylvania 19341; and (3) 1200 Towne Center Boulevard, #2008, Provo, Utah 84601.

EMERGENCY CEASE AND DESIST ORDER

This is your OFFICIAL NOTICE of the issuance by the Securities Commissioner of the State of Texas (“**Securities Commissioner**”) of an EMERGENCY CEASE AND DESIST ORDER pursuant to Section 23-2 of The Securities Act, Tex. Rev. Civ. Stat. Ann. arts. 581-1-581-45 (the “**Securities Act**”).

The Enforcement Division of the Texas State Securities Board has presented evidence sufficient for the Securities Commissioner to find:

FINDINGS OF FACT

1. Keye Midas Wealth Management Worldwide aka Keye Midas Wealth Management Services aka Keye Midas Private Wealth Management Services aka KMWM (“**Respondent Keye Midas**”) may be served by certified mail, return receipt requested, addressed to (1) 9950 Jordan Avenue, #4, Chatsworth, California 91311; (2) 377 Vineyard Lane, Exton, Pennsylvania 19341; and (3) 1200 Towne Center Boulevard, #2008, Provo, Utah 84601.
2. Roberto Joseph Raimondo (“**Respondent Raimondo**”) is the Founder, Chief Executive Officer, Chief Financial Officer and Director of Operations for Respondent Keye Midas. He may be served by certified mail, return receipt requested, addressed to (1) 9950 Jordan Avenue, #4, Chatsworth, California 91311; (2) 377 Vineyard Lane, Exton, Pennsylvania 19341; and (3) 1200 Towne Center Boulevard, #2008, Provo, Utah 84601.
3. Lillian Swift (“**Respondent Swift**”) is the Chief Operating Officer and Chief Investment Officer of Respondent Keye Midas. She may be served by certified mail, return receipt requested, addressed to (1) 9950 Jordan Avenue, #4, Chatsworth, California 91311; (2) 377 Vineyard Lane, Exton, Pennsylvania 19341; and (3) 1200 Towne Center Boulevard, #2008, Provo, Utah 84601.

4. Christie Raimondo Gabbiadini aka Christie Raimondo ("**Respondent Gabbiadini**") is the Chief Marketing Officer and Chief Publicist of Respondent Keye Midas. She may be served by certified mail, return receipt requested, addressed to (1) 9950 Jordan Avenue, #4, Chatsworth, California 91311; (2) 377 Vineyard Lane, Exton, Pennsylvania 19341; and (3) 1200 Towne Center Boulevard, #2008, Provo, Utah 84601.
5. Nicolas E. Biangel ("**Respondent Biangel**") is the Manager of Respondent Keye Midas. He may be served by certified mail, return receipt requested, addressed to (1) 9950 Jordan Avenue, #4, Chatsworth, California 91311; (2) 377 Vineyard Lane, Exton, Pennsylvania 19341; and (3) 1200 Towne Center Boulevard, #2008, Provo, Utah 84601.
6. Nick Cuban ("**Respondent Cuban**") is an agent for Respondent Keye Midas. He may be served by certified mail, return receipt requested, addressed to (1) 9950 Jordan Avenue, #4, Chatsworth, California 91311; (2) 377 Vineyard Lane, Exton, Pennsylvania 19341; and (3) 1200 Towne Center Boulevard, #2008, Provo, Utah 84601.
7. Anna Lefcovitch ("**Respondent Lefcovitch**") is an agent for Respondent Keye Midas. She may be served by certified mail, return receipt requested, addressed to (1) 9950 Jordan Avenue, #4, Chatsworth, California 91311; (2) 377 Vineyard Lane, Exton, Pennsylvania 19341; and (3) 1200 Towne Center Boulevard, #2008, Provo, Utah 84601.
8. Alan Rozich ("**Respondent Rozich**") is an agent and the Sustainability Science and Technology Consultant for Respondent Keye Midas. He may be served by certified mail, return receipt requested, addressed to (1) 9950 Jordan Avenue, #4, Chatsworth, California 91311; (2) 377 Vineyard Lane, Exton, Pennsylvania 19341; and (3) 1200 Towne Center Boulevard, #2008, Provo, Utah 84601.

SUMMARY

9. Catherine D. "Cathie" Wood is the Chief Executive Officer and Chief Investment Officer of ARK Investment Management (CRD No. 169525) ("**ARK Invest**"), an investment adviser registered with the United States Securities and Exchange Commission (the "**SEC**") and notice-filed with Texas.
10. ARK Invest is the investment adviser for certain exchange-traded funds that specialize in thematic investing in disruptive innovation. These exchange-traded funds include ARK Innovation ETF (\$ARKK), ARK Genomic Revolution ETF (\$ARKG), ARK Autonomous Technology & Robots ETF (\$ARKQ), ARK Next Generation Internet ETF (\$ARKW), ARK Fintech Innovation ETF (\$ARKF) and ARK Space Exploration and Innovation ETF (\$ARKX).
11. As of February 28, 2021, ARK Invest managed approximately \$79 billion in assets under management and as of March 31, 2021, ARK Innovation held around \$22 billion in net assets.

12. An unregistered sales agent is falsely impersonating ARK Invest and falsely claiming an affiliation with ARK Innovation ETF as part of a bait-and-switch scheme to divert victims to an unrelated unregistered securities dealer.
13. This unrelated unregistered securities dealer is promoting fraudulent investment plans tied to various products, including stocks, bonds, real estate and cryptocurrency mining, that purport to pay lucrative, fixed returns over fixed terms.
14. The Securities Commissioner is entering this Emergency Cease and Desist Order to stop the illegal and fraudulent scheme and protect Texans from immediate and irreparable harm.

RESPONDENT KEYE MIDAS

15. Respondent Keye Midas is claiming it is organized as a corporation in Rhode Island and it maintains offices in California, Pennsylvania and Utah.
16. Respondents Raimondo, Swift, Gabbiadini and Biangel are managers of Respondent Keye Midas.
17. Respondents Keye Midas, Raimondo, Swift, Gabbiadini and Biangel are representing Respondent Keye Midas filed with the US Patent and Trademark Office by referring to it as “Keye Midas Wealth Management®.”
18. Respondents Keye Midas, Raimondo, Swift, Gabbiadini and Biangel are promoting Respondent Keye Midas as an investment adviser that provides investment advice and services.
19. They are also promoting its founders, claiming they bring years of investment expertise and their unique experiences working with and managing some of the world’s most prominent businesses and individuals.

THE ADVERTISEMENT

20. Respondent Cuban, acting as an agent of Respondent Keye Midas, published an advertisement in the financial services sections of Craigslist targeting residents of San Antonio, Texas.
21. The advertisement was titled “How to make 40 % Monthly with your \$1400 Economic Impact Payments.”
22. The advertisement incorporated the logo for ARK Invest and falsely portrayed Respondent Cuban as an agent of ARK Invest and the ARK Innovation ETF.
23. The advertisement did not solicit investments issued by the ARK Innovation ETF or any other exchange-traded fund managed by ARK Invest. Instead, the advertisement promoted cryptocurrency investments that purportedly earn returns of at least 40% per month.

24. The advertisement also leveraged COVID-19, changes in the economy and markets and “fear of missing out,” often referred to as FOMO. The advertisement read in part:

The outbreak of Covid-19 virus has cause a lot of shifts which has in many ways changed the way the world operates in these times. Most Top investors and institutions Are shifting their funds to cryptocurrency , Artificial Intelligence Innovation and index funds that aren't impacted by the economy. The world is in an economic boom and if you don't get on the wave now. You will be left behind, the economy has been impacted and with the prediction of a meltdown in the near future this has led to uncertainty is pushing investors to cryptocurrency's other innovative portfolios, that are likely to gain tremendous profits in the near future. Here at Ark innovation we are all in this together riding the wave and empowering our investors.

25. Furthermore, the advertisement falsely claimed the investments were licensed as “Ark-Investments.”

THE AGENT SOLICITATIONS

26. Respondents Cuban, Lefcovitch and Rozich are soliciting potential investors after they respond to the advertisement.
27. Respondents Cuban, Lefcovitch and Rozich are not offering potential investors the opportunity to purchase shares issued by ARK Innovation or a fund managed by ARK Invest. Instead, they are pitching investments issued by Respondent Keye Midas.

THE KEYE MIDAS WEBSITE

28. Respondent Keye Midas maintains a website accessible by the public at <https://keyemidaswm.com> (the “**Keye Midas Website**”).
29. The Keye Midas Website claims Respondent Keye Midas employs a team of professionals experienced in investment banking, investment management and securities.
30. The Keye Midas Website also claims Keye Midas deals in various products and assets, including stocks, bonds, forex, real estate and cryptocurrency mining.

THE INVESTMENT PLANS

31. The Keye Midas Website is promoting investment plans referred to as the Great Mogul, the Excelsior, the Idol's Eye and the Regent. It is describing the investment plans as follows:
- A. Investors can purchase the Great Mogul for a minimum of \$7,500 up to a maximum of \$44,999.99 and earn a 30% return over a term of six months;

- B. Investors can purchase the Excelsior for a minimum of \$50,000 up to a maximum of \$149,999.99 and earn a 45% return over a term of six months;
 - C. Investors can purchase the Idol's Eye for a minimum of \$200,000 up to a maximum of \$499,999.99 and earn a 60% return over a term of six months; and
 - D. Investors can purchase the Regent for a minimum of \$550,000 up to a maximum of \$999,999.99 and earn an 80% return over a term of six months.
32. Respondent Keye Midas is providing potential investors with a prospectus for the Great Mogul, the Excelsior, the Idol's Eye and the Regent.
33. The terms of these investment plans as set forth in the prospectus differ from the terms of these investment plans as set forth in the Keye Midas Website. The prospectus describes these investment plans as follows:
- A. Investors can purchase the Great Mogul for a minimum of \$7,500 up to a maximum of \$45,000.00 and earn a 20% annual return over a term of five to 40 years;
 - B. Investors can purchase the Excelsior for a minimum of \$50,000 up to a maximum of \$150,000.00 and earn a 25% annual return over a term of five to 40 years;
 - C. Investors can purchase the Idol's Eye for a minimum of \$200,000 up to a maximum of \$500,000.00 and earn a 35% annual return over a term of five to 40 years; and
 - D. Investors can purchase the Regent for a minimum of \$550,000 up to a maximum of \$999,999.00 and earn a 45% annual return over a term of five to 40 years.
34. Respondent Keye Midas is describing its management of the investments as follows:
- A. It is representing that, upon receipt of funds, Respondent Keye Midas "invests them and starts to trade or mine;"
 - B. It is representing all accounts are handled by account managers that directly deal with investors;
 - C. It is representing that "[i]nvestments are handled and traded... without any external influence from the client;"

- D. It is representing the financial success depends on Respondent Keye Midas' "dedicated financial advisors, teams, [and] investment consultants;" and
 - E. It is representing funds are secure in the event of a "market crash" because it provides "money-back guarantees" and it has a "risk management department that keeps [the] investment protected."
35. Respondent Keye Midas is representing that it earns a commission on the investments. It variously claims it takes a 3% commission from each trade and that it charges a 15% commission whenever the client withdraws funds before the stipulated cycle.

THE REFERRAL PROGRAM

36. Respondent Keye Midas is using a referral program to encourage investors to recruit new investors.
37. Respondent Keye Midas is promising to pay investors 5% of the principal amount deposited by new investors.

REPRESENTATIONS ABOUT COMPLIANCE WITH THE SEC

38. Respondent Rozich is suggesting Respondent Keye Midas is compliant with the SEC, telling investors that "we all have to make sure our friends with the SEC are happy" and explaining that he makes sure "things are papered-up right."

SECURITIES REGISTRATION VIOLATIONS

39. Respondents have not been registered and/or notice-filed with the Securities Commissioner as dealers, agents, investment advisers or investment adviser representatives at any time material hereto.
40. The investment plans have not been registered by qualification, notification, or coordination and no permit has been granted for their sale in Texas.

FRAUD, DECEIT AND THE ORGANIZATION OF RESPONDENT KEYE MIDAS

41. As described herein, in connection with the offer of the investment plans, Respondents Keye Midas, Raimondo, Swift, Gabbiadini and Biangel are representing Respondent Keye Midas is organized as a corporation in Rhode Island. This statement constitutes the misrepresentation of a relevant fact because Respondent Keye Midas is not registered as a corporation with the Rhode Island Department of State, Secretary of State.
42. As described herein, Respondents are representing Respondent Keye Midas maintains offices in Pennsylvania, Utah and/or California. These statements are materially misleading or otherwise likely to deceive the public because Respondent

Keye Midas is not organized or incorporated with the Secretaries of State for Pennsylvania, Utah and California.

FRAUD AND THE FICTITIOUS CORPORATE OFFICES

43. As described herein, in connection with the offer of the investment plans, Respondents Keye Midas, Raimondo, Swift, Gabbiadini and Biangel are representing Respondent Keye Midas maintains an office at 377 Vineyard Lane, Exton, Pennsylvania 19341. This statement constitutes a misrepresentation of a relevant fact because this is a residential address and Respondent Keye Midas does not maintain an office at this address.
44. As described herein, in connection with the offer of the investment plans, Respondents Keye Midas, Raimondo, Swift, Gabbiadini and Biangel are representing Respondent Keye Midas maintains an office at 1200 Towne Center Boulevard, #2008, Provo, Utah 84601. This statement constitutes a misrepresentation of a relevant fact because a performing arts theater is located at this address and Respondent Keye Midas does not maintain an office at this address.
45. As described herein, in connection with the offer of the investment plans, Respondents Keye Midas, Raimondo, Swift, Gabbiadini and Biangel are representing Respondent Keye Midas maintains an office at 9950 Jordan Avenue, #4, Chatsworth, California 91311. This statement constitutes a misrepresentation of a relevant fact because this is a residential address and Respondent Keye Midas does not maintain an office at this address.
46. In connection with the offer of the investment plans, Respondents are intentionally failing to disclose the true location of the office of Respondent Keye Midas, and this information constitutes a material fact.

FRAUD AND CORPORATE FINANCIAL INFORMATION

47. In connection with the offer of the investment plans, Respondents Keye Midas, Raimondo, Swift, Gabbiadini and Biangel are intentionally failing to disclose the following financial information relating to Respondent Keye Midas, and this information constitutes material facts:
 - A. The total assets and liabilities of Respondent Keye Midas including the type, number and cost basis of its cryptocurrencies;
 - B. The aggregate amount of discretionary and non-discretionary assets under management and the aggregate amount of assets under advisement; and
 - C. Any financial information relating to its “money-back guarantees” and other information about the strategy used by its “risk management department” that “keeps [the] investment protected.”

FRAUD AND THE STRATEGIES FOR GENERATING RETURNS

48. In connection with the offer of the investment plans, Respondents Keye Midas, Raimondo, Swift, Gabbiadini and Biangel are intentionally failing to disclose the following information relating to the use of investor funds and strategies for generating returns:
- A. The strategies for allocating principal to stock, bonds, cryptocurrencies, cryptocurrency mining investments and other products or assets;
 - B. Information identifying the persons responsible for managing principal and generating returns, as well as information identifying their business repute, qualifications and experience;
 - C. The identity of the dealers for transactions involving stock, bonds and other securities and the identity of the exchange for transactions involving cryptocurrencies;
 - D. The amount of third-party brokerage or exchange commissions or fees, as well as other costs associated with trading, maintenance and operation of accounts; and
 - E. The expenses and fees associated with the use of client funds to purchase investments in mutual funds, exchange-traded funds or other collective unitized vehicles.

FRAUD AND THE CONCEALMENT OF RESPONDENT RAIMONDO'S BANKRUPTCY

49. In connection with the offer of the investment plans, Respondents Keye Midas and Raimondo are not disclosing that on or about January 16, 2020, Respondent Raimondo filed for Chapter 7 bankruptcy in United States Bankruptcy Court, Central District of California, Case Number 1:20-bk-10121-VK, and that the case was discharged on or about April 30, 2020.

FRAUD AND THE IMPERSONATION OF ARK INVEST

50. In connection with the offer of the investment plans, Respondents Keye Midas and Cuban are claiming an affiliation with ARK Invest, and these statements constitute misrepresentations of relevant facts.
51. In connection with the offer of the investment plans, Respondents Keye Midas and Cuban are claiming an affiliation with ARK Innovation ETF, and these statements constitute misrepresentations of relevant facts.

MISLEADING STATEMENTS AND SECURITIES REGULATION

52. As described herein, Respondents Keye Midas, Raimondo, Swift, Gabbiadini and Biangel are promoting Respondent Keye Midas as an investment adviser that

provides investment advice and services. These statements are materially misleading or otherwise likely to deceive the public because Respondent Keye Midas is not registered or notice-filed as an investment adviser with the SEC and/or Texas State Securities Board.

53. As also described herein, Respondent Cuban published an advertisement for investments issued by Respondent Keye Midas and represented the investments are licensed as “Ark-Investments.” These statements are materially misleading or otherwise likely to deceive the public because the investments issued by Respondent Keye Midas are not registered with the SEC or the Texas State Securities Board.
54. As also described herein, Respondent Rozich is suggesting Respondent Keye Midas is compliant with the SEC, telling investors that “we all have to make sure our friends with the SEC are happy” and explaining that he will make sure “things are papered-up right.” These statements are materially misleading or otherwise likely to deceive the public because the investment plans are not registered with the SEC and the SEC EDGAR database reflects no filings by or on behalf of Respondent Keye Midas.

DECEIT AND THE US PATENT AND TRADEMARK OFFICE

55. As described herein, Respondents Keye Midas, Raimondo, Swift, Gabbiadini and Biangel are representing Respondent Keye Midas filed with the US Patent and Trademark Office by referring to it as “Keye Midas Wealth Management®.” This statement is materially misleading or otherwise likely to deceive the public because the US Patent and Trademark Office does not have any records reflecting the federal registration of this mark.

DECEIT AND THE REFERRAL PROGRAM

56. As described herein, Respondents Keye Midas, Raimondo, Swift, Gabbiadini and Biangel are telling investors Respondent Keye Midas has adopted a referral program and will pay investors a commission of 5% of the principal amount deposited by recruited investors. These statements are materially misleading or otherwise likely to deceive the public because:
 - A. Persons who offer and sell securities in Texas, including the investment plans, who are not registered as dealers or agents and who do not qualify for an exemption violate Section 12 of the Securities Act; and
 - B. Persons who offer and sell the investment plans in Texas are offering unregistered securities in violation of Section 7 of the Securities Act.

FRAUD AND THE RISKS ASSOCIATED WITH CRYPTOCURRENCIES

57. In connection with the offer of the investment plans, Respondents are intentionally failing to disclose the following risks associated with cryptocurrencies, and these risks constitute material facts:
- A. Governments may adopt legislation or regulations that may negatively impact the use, transfer, exchange, or price of cryptocurrencies;
 - B. Cryptocurrencies are volatile, and the price of a cryptocurrency as it relates to fiat currency may decrease over a short period of time, resulting in significant loss to owners of cryptocurrencies;
 - C. A system or technical failure, or deficient source code, may negatively impact the ability to exchange cryptocurrencies for fiat currencies, as well as the price of cryptocurrencies;
 - D. A hacking incident or malicious attack may negatively impact the price of cryptocurrencies;
 - E. Cryptocurrencies compete with all other cryptocurrencies, and this competition may negatively impact the price of a specific cryptocurrency; and
 - F. Celebrities and other public figures may make public statements that negatively impact the price of a specific cryptocurrency.

FRAUD AND THE RISKS ASSOCIATED WITH CRYPTOCURRENCY MINING

58. In connection with the offer of the investment plans, Respondents are intentionally failing to disclose the following risks associated with cryptocurrency mining, and these risks constitute material facts:
- A. The identity, business repute and qualifications of persons responsible for managing hardware and mining operations;
 - B. The specific types of cryptocurrencies targeted by cryptocurrency miners;
 - C. The type of hardware used to mine cryptocurrencies;
 - D. Information about the costs of powering hardware and mining operations, including the average electricity costs accrued by hardware and the ratio of average power cost to computational hash rate;
 - E. The strategy or procedures for overcoming hardware failures, power outages and network disconnections;

- F. Information about the security of the premises of the mining farms and any other facility that maintains custody of hardware or other equipment involved in cryptocurrency mining;
- G. Information about the security of hardware used to custodialize cryptocurrencies secured through mining; and
- H. Cryptocurrency miners compete with other cryptocurrency miners, and this competition, as well as changes in the environment, may decrease the number of coins secured through mining.

FRAUD AND THE RISKS ASSOCIATED WITH FOREX TRADING

59. In connection with the offer of the investment plans, Respondents are intentionally failing to disclose the following risks associated with trading forex, and these risks constitute material facts:
- A. Fluctuations in a country's interest rates may lead to fluctuations in a currency's value, thereby negatively impacting the ability to close a trade for a profit;
 - B. Fluctuations in the foreign exchange rate between the time of placing a trade and the time of closing a trade may negatively impact the price of a forex contract;
 - C. A system or technical failure in a platform for executing trades may negatively impact the ability to close a trade for a profit;
 - D. Leveraging transactions on margin, once called, may lead to substantial losses in excess of initial investments; and
 - E. The fees associated with trading foreign currencies.

FRAUD AND THE RISKS ASSOCIATED WITH THE STOCK MARKET

60. In connection with the offer of the investment plans, Respondents are intentionally failing to disclose the following risks associated with trading stock, and these risks constitute material facts:
- A. A stock's value may not precisely correlate with the performance of an issuer;
 - B. A stock's value may not only be affected by the financial health of a company but also the broader health of the stock market as a whole;
 - C. The stock market may be impacted by interest rates and monetary policy;
 - D. Political or economic news may affect the price of a particular stock;

- E. Inflation may affect the value of a particular stock; and
- F. A stock may be illiquid if a particular stock begins to lose value.

CONCLUSIONS OF LAW

1. The investment plans are securities as the term is defined by Section 4.A of the Securities Act.
2. Respondents are violating Section 7 of the Securities Act by offering securities in Texas at a time when the securities are not registered with the Securities Commissioner.
3. Respondents are violating Section 12 of the Securities Act by offering securities in Texas without being registered pursuant to the provisions of Section 12 of the Securities Act.
4. Respondents are engaging in fraud in connection with the offer for sale of securities.
5. Respondents are making offers containing statements that are materially misleading or otherwise likely to deceive the public.
6. Respondents' conduct, acts, and practices threaten immediate and irreparable public harm.
7. The foregoing violations constitute bases for the issuance of an Emergency Cease and Desist Order pursuant to Section 23-2 of the Securities Act.

ORDER

1. It is therefore ORDERED Respondents immediately CEASE AND DESIST from offering for sale any security in Texas until the security is registered with the Securities Commissioner or is offered pursuant to an exemption from registration under the Securities Act.
2. It is further ORDERED Respondents immediately CEASE AND DESIST from acting as securities dealers or agents in Texas until Respondents are registered with the Securities Commissioner or are acting pursuant to an exemption from registration under the Securities Act.
3. It is further ORDERED Respondents immediately CEASE AND DESIST from engaging in any fraud in connection with the offer for sale of any security in Texas.
4. It is further ORDERED Respondents immediately CEASE AND DESIST from offering securities in Texas through an offer containing a statement that is materially misleading or otherwise likely to deceive the public.

NOTICE

Pursuant to Section 23-2 of the Securities Act, you may request a hearing before the 31st day after the date you were served with this Order. The request for a hearing must be in writing, directed to the Securities Commissioner, and state the grounds for the request to set aside or modify the Order. Failure to request a hearing will result in the Order becoming final and non-appealable.

You are advised under Section 29.D of the Securities Act that any knowing violation of an order issued by the Securities Commissioner under the authority of Section 23-2 of the Texas Securities Act is a criminal offense punishable by a fine of not more than \$10,000, or imprisonment in the penitentiary for two to ten years, or by both such fine and imprisonment.

SIGNED AND ENTERED by the Securities Commissioner this 17th day of June, 2021.



TRAVIS J. ILES
Securities Commissioner