



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE

IN THE MATTER OF:)

CRYOTHERM USA, INC.;)
JOHN (JIANXIN) WANG; and)
DENNIS R. DI RICCO,)

Case No.: AP-21-05

Respondents.)

Serve: Cryotherm USA, Inc.)
c/o Dennis R. Di Ricco)
26002 NE 10th Street)
Camas, WA 98607)
ddricco@gmail.com)

John (Jianxin) Wang)
300 Berry Street, #810)
San Francisco, CA 94158)
sfjohnwang@yahoo.com)

Dennis R. Di Ricco)
26002 NE 10th Street)
Camas, WA 98607)
ddricco@gmail.com)

**ORDER TO CEASE AND DESIST AND ORDER TO SHOW CAUSE WHY CIVIL
PENALTIES, COSTS, AND OTHER ADMINISTRATIVE RELIEF SHOULD NOT
BE IMPOSED**

On May 24, 2021, the Enforcement Section of the Missouri Securities Division of the Office of Secretary of State ("the Enforcement Section"), through Director of Enforcement Douglas. M. Jacoby, submitted a Petition for Order to Cease and Desist and Order to Show Cause Why Civil Penalties, Costs, and Other Administrative Relief Should Not Be Imposed ("the Petition"). After receiving the Petition, the Missouri Commissioner of Securities ("the Commissioner") issues the following order:

I. ALLEGATIONS OF FACT

The Petition alleges the following facts:

A. Introduction

Between December 1, 2015, and October 31, 2020 (“Relevant Period”), Respondents engaged in acts and practices in violation of Sections 409.3-301, 409.4-402(d) and 409.5-501 of the Missouri Securities Act of 2003¹ by employing a third-party agent, for compensation, to raise funds for Cryotherm USA, Inc. (“Cryotherm”) through sales of unregistered, non-exempt promissory note securities (“Notes”). The nationwide fund raising campaign targeted at least one Missouri resident who purchased a Note. At no time was the third-party agent or any of its employees registered in the State of Missouri to conduct such activity. Following the sale of the Notes to investors, Respondents engaged in a fraudulent scheme circulating investors’ funds back to investors in the form of monthly interest payments and misappropriated a majority of the remaining funds for their own personal benefit.

B. Respondents and Related Parties

1. Cryotherm was a Florida corporation formed in July 2012 with a last known principal place of business located at 26002 NE 10th Street, Camas, Washington 98607. A notice of dissolution was filed with the State of Florida for Cryotherm on March 23, 2020. Cryotherm purportedly specialized at cryogenic treatment of metal tools and plastic wares.
2. John (Jianxin) Wang (“Wang”) is a seventy-one-year-old native of the People’s Republic of China and current California resident residing at 300 Berry Street, #810, San Francisco, California 94158. During the Relevant Period, Wang was signatory on Cryotherm’s savings and checking accounts at Wells Fargo Bank, N.A. (“WFCO”). Wang is identified on the Notes as the chief executive officer (“CEO”) of Cryotherm.
3. Dennis R. Di Ricco (“Di Ricco”) is a seventy-three-year-old resident of Washington State with a last known address of 26002 NE 10th Street, Camas, Washington 98607. Prior to relocating to Washington State, Di Ricco resided in California at 343 Franklin Street, Mountain View, California 94041, from approximately April 2014 through September 2018. During the Relevant Period, Di Ricco was signatory on Cryotherm’s savings and checking accounts at WFCO. Various documents identify Di Ricco as founder, CEO, and tax consultant of Cryotherm.
4. Retire Happy, LLC (“Retire Happy”), was a Nevada limited liability company with a last known address at 4840 W. University Ave, A-1, Las Vegas, Nevada 89103. Retire Happy purportedly specialized in educating individuals on so-called self-directed retirement accounts and alternative investments. Retire Happy was administratively dissolved on January 21, 2021.
5. Review of Central Registration Depository (“CRD”) records indicates that, during the

¹ Unless otherwise noted, all statutory references are to the 2016 Revised Statutes of Missouri.

Relevant Period, Retire Happy was not registered or exempt from registration in Missouri or Nevada as a broker-dealer.

6. Land Jewels, Inc. (“Land Jewels”), is a Nevada corporation with a last known principal address of 4340 S. Valley View Blvd., Suite 224, Las Vegas, Nevada 89103. Land Jewels purportedly engages in a variety of activities including, among other things, real estate investments. During the Relevant Period, Land Jewels was solely owned and operated by Julie Ann Minuskin (“Minuskin”).
7. Review of CRD records indicates that, during the Relevant Period, Land Jewels was not registered or exempt from registration in Missouri or Nevada as a broker-dealer.
8. Minuskin is a forty-three-year-old Nevada resident with a last known address at 7268 W. Camero Ave., Las Vegas, Nevada 89113-4643. During the Relevant Period, Minuskin was the sole managing member and chief executive officer of Retire Happy and founder, sole owner and president of Land Jewels.
9. Review of CRD records indicate that Minuskin, during the Relevant Period, was not registered or exempt from registration in Missouri or Nevada as a broker-dealer agent.
10. Provident Trust Group, LLC (“Provident”), is a Nevada limited liability company with a principal place of business at 8880 W. Sunset Rd, Suite 250, Las Vegas, Nevada 89148. Provident provides administration, asset custody and related services for self-directed retirement accounts.
11. Electric Drivetrains, LLC (“EDT”), is a California limited liability company with a mailing address of 26002 NE 10th Street, Camas, Washington 98607. EDT purports to be a private investment company and, based on information and belief, is controlled by Di Ricco.
12. Taxes by DDR, Inc. (“Taxes by DDR”), is a California corporation with a last known business address of 26002 NE 10th Street, Camas, Washington 98607. Taxes by DDR purports to be an accounting and tax consulting business and is controlled by Di Ricco. During the Relevant Period, Di Ricco was the sole director, chief executive officer, corporate secretary, and chief financial officer of Taxes by DDR.
13. Until Tomorrow Drivetrains, LLC (“UTD”), is a California limited liability company formed on November 28, 2016. UTD purports to be a private investment company and, based on information and belief, is controlled by Di Ricco.
14. Alan K. Brooks (“A. Brooks”) is a Colorado resident and long-time acquaintance of Di Ricco.

C. Origin of this Matter

15. This matter arises from facts discovered in another matter, *In the Matter of Retire Happy, LLC, Julie A. Minuskin and Joshua P. Stoll*, Case No. AP-20-06.² In that matter, Retire

² See Findings of Fact, Conclusions of Law, and Final Order to Cease and Desist and Order Awarding Civil Penalties,

Happy was found, among other things, to have transacted business in the State of Missouri as a broker-dealer and investment adviser without registration or applicable exemption and fraudulently offered and sold unregistered, non-exempt promissory note securities through its staff of unregistered agents and investment adviser representatives to at least twelve Missouri residents. In that matter, Retire Happy had been engaged as an agent by several small start-up companies to raise capital by soliciting investors and facilitating the execution of the promissory note securities transactions. The Respondent in the current matter, Cryotherm, was one of those small start-up companies.

D. Relationship Between Cryotherm and Retire Happy

16. On or around December 21, 2015, Respondents engaged Minuskin and her staff at Retire Happy to act as their agent to raise \$2 million in total funding for Cryotherm.
17. In exchange for Retire Happy's fundraising efforts, Respondents agreed to pay total compensation equal to twenty percent (20%) of the gross dollar amount of funds raised and apportion the compensation, paying half to Retire Happy and diverting the other half to Land Jewels.
18. Based on information and belief, from the portion of compensation Cryotherm paid to Land Jewels, Di Ricco was paid a "success fee" for introducing Cryotherm to Minuskin and Retire Happy.
19. Di Ricco had prior experience engaging the fund-raising services of Retire Happy for other start-up enterprises he controlled.
20. For example, in January 2015 Di Ricco had engaged Retire Happy to raise approximately \$5.15 million in debt in the form of unsecured promissory notes for Adomani, Inc., a start-up enterprise Di Ricco co-founded in 2012 and for which Di Ricco served as de facto chief financial officer until 2017.
21. For Adomani, Retire Happy sold unsecured and unregistered Adomani promissory notes to approximately 113 individual investors across thirty-four (34) states. In exchange for Retire Happy's fundraising efforts, Adomani paid Retire Happy more than \$500,000 in compensation. Under Di Ricco's authority, Adomani also paid nearly \$13,000 in compensation to Land Jewels despite Land Jewels having no apparent involvement in the Adomani fundraising effort.
22. For Cryotherm, Retire Happy also engaged in nationwide solicitations, by means of telephone and email, to contact and identify potential Note investors and, in the course of doing so, targeted at least one Missouri resident.
23. As agent, Retire Happy not only identified prospective investors but also facilitated execution of the Notes, on behalf of Respondents, directly with the investors. To facilitate the executions, Retire Happy maintained a prepared electronic template of the Note and an

Costs, and Restitution, dated March 10, 2021, at <https://www.sos.mo.gov/CMSImages/Securities/AP-20-06F.pdf>

electronic specimen of Wang's signature, both of which had been reviewed and authorized by Respondents.

24. Upon identifying an investor, Retire Happy staff would affix Wang's signature to the template Note document and insert the investor's name, the investor's Provident account title and number, the investment amount, and the date before emailing the Note to the investor for countersignature and instructing the investor where on the Note to sign.
25. Depending on the frequency of sales, Retire Happy would forward the fully executed Notes to Respondents one at a time or in batches, and coordinate with each investor and Provident to ensure payment of the investor's funds to Cryotherm's account at WFCO ending in #8212 ("the Cryotherm Checking Account").
26. Along with a copy of each fully executed Note, Retire Happy provided Respondents with the name, telephone number (including area code) and email address of each investor.
27. As principal, Respondents reasonably knew or should have known that their agent Retire Happy was not only engaging in general solicitations to sell Notes but also directly facilitating the execution of the Notes directly with investors.
28. As a result of Retire Happy's solicitation and execution efforts, Retire Happy raised a total of \$2,067,700 for Respondents from the sales of Notes to fifty-three (53) individual investors from twenty-six (26) states across the U.S. during the Relevant Period.
29. In all fifty-three instances, the source of funds used to purchase the Notes came from the individual retirement accounts ("IRAs"), Roth IRAs, and 401(k) retirement accounts of the investors.
30. In compensation for Retire Happy's fundraising success, Respondents paid the agreed upon twenty percent (20%) fee, apportioned equally between Retire Happy and Land Jewels.
31. A review of the Cryotherm Checking Account shows the following activity during the Relevant Period:
 - a. From January 4 through January 8, 2016, total deposits of \$478,500 from the sale of seven (7) Notes;
 - b. On January 8, 2016, a \$95,700 cash withdrawal by Di Ricco in the form of two cashier's checks, one paid to the order of Retire Happy and the other paid to the order of Land Jewels, each in the amount of \$47,850;
 - c. On January 11 through January 15, 2016, total deposits of \$661,700 from the sale of fifteen (15) Notes;
 - d. On January 15, 2016, two separate cash withdrawals by Di Ricco in the form of cashier's checks, one paid to the order of Retire Happy and the other paid to the

- order of Land Jewels, each in the amount of \$66,170;
- e. From January 19 through January 25, 2016, total deposits of \$511,800 from the sale of fourteen (14) Notes;
 - f. On January 25, 2016, a \$102,360 cash withdrawal by Di Ricco in the form of two cashier's checks, one paid to the order of Retire Happy and the other paid to the order of Land Jewels, each in the amount of \$51,180;
 - g. From January 26 through January 28, 2016, total deposits of \$45,500 from the sale of three (3) Notes;
 - h. On February 1, 2016, two separate cash withdrawals by Di Ricco each in the form of a cashier's check, one paid to the order of Retire Happy and the other paid to the order of Land Jewels, each in the amount of \$14,050;³
 - i. On February 5, 2016, total deposits of \$88,000 from the sale of two (2) Notes;
 - j. On February 5, 2016, a \$17,600 cash withdrawal by Di Ricco in the form of two cashier's checks, one paid to the order of Retire Happy and the other paid to the order of Land Jewels, each in the amount of \$8,800;
 - k. From February 8 through February 12, 2016, total deposits of \$215,000 from the sale of seven (7) Notes;
 - l. On February 12, 2016, a \$43,000 cash withdrawal by Di Ricco in the form of two cashier's checks, one paid to the order of Retire Happy and the other paid to the order of Land Jewels, each in the amount of \$21,500;
 - m. From February 16 through February 25, 2016, total deposits of \$67,200 from the sale of five (5) Notes; and
 - n. On February 29, 2016, a \$11,440⁴ cash withdrawal by Di Ricco in the form of two cashier's checks, one paid to the order of Retire Happy and the other paid to the order of Land Jewels, each in the amount of \$5,720; and on March 2, 2016, a \$2,000 cash withdrawal by Di Ricco in the form of two cashier's checks, one paid to the order of Retire Happy and the other paid to the order of Land Jewels, each in the amount of \$1,000.

32. In addition to the foregoing payments, a review of the Cryotherm Checking Account

³ Based on information and belief, Respondents mistakenly overpaid Retire Happy by \$19,000 as a result of erroneously adding two promissory note sales – a \$67,000 Note sold to a Texas resident and a \$28,000 Note sold to a Colorado resident, each on January 25, 2016 – for which they previously paid compensation to Retire Happy on January 25, 2016.

⁴ Based on information and belief, due to an inadvertent calculation error, this payment to Retire Happy was \$2,000 short of the expected \$13,440, but was promptly rectified by the withdrawal on March 2, 2016, after being brought to the attention of Di Ricco by Minuskin.

records also shows a \$300,000 wire transfer on January 26, 2016, to the Chase Bank account of Land Jewels ending in #4670.

E. Offer and Sale of Note to Missouri Resident, MR1 ("MR1")

33. On or around December 1, 2015, a Retire Happy sales representative contacted then fifty-eight-year-old Rolla, Missouri resident, MR1, and solicited a Note.
34. On February 9, 2016, MR1 executed a Note in the amount of \$11,000 with the following terms, in relevant part:
 - a. A stated rate of 10% annual interest, payable monthly;
 - b. An initial term to maturity of 18 month from the date of execution with an option to extend for an additional 6 months;⁵
 - c. A promise by the Borrower to pay the Holder the principal amount of the investment and the stated rate of interest, until paid in full;
 - d. Borrower shall make eighteen payments to Holder in the amount of \$91.67, the first of which shall be due on March 1, 2016, and all subsequent payments due the last day of each month thereafter;
 - e. If a scheduled payment is not paid by the Borrower within a five-day grace period, then the payment is deemed delinquent and a five percent (5%) late fee on the delinquent payment is assessed;
 - f. Unless otherwise agreed or required by law, payments will be applied first to any unpaid collection costs, then to any late charges, then to any accrued unpaid interest, then to any deferred interest and then to principal;
 - g. If any scheduled payment remains delinquent and unpaid for fifteen days or more, then upon failure of Borrower to cure after the expiration of a ten day written notice from Holder to Borrower of a delinquency, then said failure to cure constitutes a default event of this note ("Default Event"). If a Default Event occurs, then payment on this note is accelerated, the entire remaining amount under the note becomes immediately due to Holder; and
 - h. This note is secured by a UCC-1 on all assets of Holder.
35. The term "Borrower" is identified on the Note as Cryotherm and the term "Holder" is identified as MR1's IRA held by Provident.
36. The Note purchased by MR1 is countersigned on behalf of Cryotherm by Wang as CEO of

⁵ The option to extend the 18-month term for an additional six months failed to specify whether such option was held by one or both parties, or whether the extension had to be memorialized in writing.

Cryotherm.

37. A check of the records maintained by the Commissioner indicates that at all times relevant to this matter, there was no registration, granted exemption, or notice filing indicating status as a “federal covered security” for the Note purchased by MR1.
38. In AP-20-06, the Commissioner found that at the time the Note was solicited and sold to MR1, no employees of Retire Happy were registered or exempt from registration as a broker-dealer agent in the State of Missouri.
39. According to MR1, at no time prior to or at the time MR1 purchased the Note did Respondents, either directly or indirectly through Retire Happy, disclose to MR1:
 - a. that the Note was not registered or exempt from registration in the State of Missouri;
 - b. that Retire Happy was not registered or exempt from registration as a broker-dealer in the State of Missouri;
 - c. that none of the employees of Retire Happy were registered or exempt from registration as broker-dealer agents in the State of Missouri;
 - d. Di Ricco’s relevant regulatory and legal history, including, but not limited to:
 - (1) a 2008 cease and desist order was issued to Di Ricco by the California Commissioner of Business Oversight for selling unqualified, nonexempt securities, acting as an unlicensed broker-dealer and investment adviser, and making material misrepresentations to investors in violation of state securities laws;
 - (2) a 2013 personal filing under Chapter 7 for bankruptcy;
 - (3) a 2013 adversary bankruptcy case filed against Di Ricco alleging fraudulent conversion and damages;
 - (4) a 2001 felony conviction for the interference with due administration of justice pursuant to 26 U.S.C. 7212 in United States federal court in Case No. 3:99-CR-00414MJJ in which he was sentenced to 4 months prison and 1 year supervised release; and
 - (5) a 1989 plea of guilty to preparation of a false tax return in United States federal court after which he was required to serve 5 years of probation; or
 - e. that there were no assets of the borrower actually securing the Note.

40. According to MR1, MR1's purchase of the Note was a passive investment for which there was no attendant expectation that MR1 was to participate in the management or operation of Cryotherm's day-to-day business.
41. A review of the Cryotherm Checking Account records shows receipt of a wire transfer on February 22, 2016, in the amount of \$11,000 from MR1's IRA at Provident.
42. A review of the monthly statements from MR1's IRA shows receipt of \$3,046.14 in interest payments on the Note between March 2016 and November 2018.
43. On September 17, 2020, in an effort to gather additional information in the course of its investigation of this matter, the Enforcement Section sent an initial target letter to the attention of Wang via certified mail. Upon receiving the letter, Wang contacted the Enforcement Section by telephone and requested additional time to respond.
44. On October 16, 2020, Di Ricco sent an email to MR1 notifying MR1 that Cryotherm was in the process of finally paying MR1 monies due to MR1 under the terms of the Note that MR1 purchased on February 9, 2016.
45. A review of the monthly statements from MR1's IRA shows a wire deposit on October 19, 2020, in the amount of \$12,343.38 representing repayment of MR1's principal loan amount and unpaid interest.

F. Additional Findings

46. A review of records from the Cryotherm Checking Account and Cryotherm's account at WFCO ending in #2484 ("Cryotherm Savings Account") (together, "Cryotherm Bank Accounts") shows no evidence of any business revenue during the Relevant Period.
47. Between February 1, 2016, and May 30, 2018, in the absence of business revenue, Respondents employed a scheme whereby Respondents paid the monthly interest to Note investors, including MR1, from the pool of funds Respondents raised from those very same investors from the sale of Notes through Retire Happy during the Relevant Period.
48. According to the records of the Cryotherm Bank Accounts, between February 1, 2016, and May 30, 2018, as Respondents made monthly interest payments to Note investors with the investors' own funds, Respondents slowly exhausted investors' funds by using the funds for their own personal use, including, but not limited to, the following:
 - a. \$1,219.57 for non-business related food and drink by Di Ricco and Wang;
 - b. \$108,500 in continuous \$5,000 personal monthly payments;
 - c. \$139,891.78 in unexplained cash withdrawals by Di Ricco;
 - d. \$32,983.76 in travel-related expenses incurred by Di Ricco and Wang, including

several trips to Las Vegas, Nevada; and

- e. \$75,211.79 in miscellaneous expenses, including, among other things,
- (1) \$327.22 for flowers purchased by Di Ricco as a birthday gift to Minuskin;
 - (2) \$62.83 for local gasoline purchases by Di Ricco;
 - (3) \$238.00 for flowers from Emily Joubert Home & Garden in Woodside, California purchased by Di Ricco; and
 - (4) \$39.42 purchase from See's Candies by Di Ricco.
49. On November 18, 2016, Di Ricco withdrew \$500,000 of investor funds from the Cryotherm Savings Account and marked such withdrawal as “loan to A. Brooks,” though there is no evidence that A. Brooks actually received the funds.
50. Additionally, Di Ricco withdrew \$1 million of investor funds from the Cryotherm Savings Account and deposited the funds into the bank accounts of various other entities Di Ricco controlled, including UTD and EDT.⁶
51. The Enforcement Section verified through multiple sources that no UCC-1 Financing Statement filed by Respondents or any other person was ever filed to perfect the security interest represented in the Note purchased by MR1.

II. COMMISSIONER’S DETERMINATIONS AND FINDINGS

One Violation of Offering and Selling an Unregistered, Non-Exempt Security

52. **THE COMMISSIONER DETERMINES** that Respondents offered and sold an unregistered, non-exempt security in the form of a promissory note security to MR1, in the State of Missouri, in violation of Section 409.3-301.
53. Respondents’ violation of Section 409.3-301 constitutes an illegal act, practice, or course of business subject to the Commissioner's authority under Section 409.6-604.

One Violation of Employing an Unregistered Agent

54. **THE COMMISSIONER FURTHER DETERMINES** that Respondents, in the course of issuing securities, employed or associated with an agent who transacted business in the State of Missouri on behalf of Respondents while not being registered or exempt from registration as a broker agent in the State of Missouri, in violation of Section 409.4-402(d).
55. Respondents’ violation of Section 409.4-402(d) constitutes an illegal act, practice, or

⁶ The funds were withdrawn in two lots: \$500,000 transferred to UTD on December 15, 2016, and \$500,000 transferred to EDT on April 20, 2017.

course of business subject to the Commissioner's authority under Section 409.6-604.

Three Violations of Section 409.5-501

56. **THE COMMISSIONER FURTHER DETERMINES** that Respondents, in connection with the offer and sale of a security: (i) employed a device, scheme, or artifice to defraud, (ii) made untrue statements of material fact or omitted to state a material fact necessary in order to make the statement made, in light of the circumstances under which it is made, not misleading, and (iii) engaged in an act, practice or course of business that operates or would operate as a fraud or deceit upon another person, in violation of Section 409.5-501.
57. Respondents' violations of Section 409.5-501 constitutes an engagement in an illegal act, practice, or course of business subject to the Commissioner's authority under Section 409.6-604.
58. An order is in the public interest and is consistent with the purposes of the Missouri Securities Act of 2003. *See* Section 409.6-605(b).

III. ORDER

NOW, THEREFORE, it is hereby ordered that Respondents, their agents, employees and servants, and all other persons participating in or about to participate in the above-described violations with knowledge of this order be prohibited from violating or materially aiding in any violation of:

- A. Section 409.3-301, by offering or selling any securities as defined by Section 409.1-102(28), in the State of Missouri unless those securities are registered with the Securities Division of the Office of the Secretary of State in accordance with the provisions of Section 409.3-301;
- B. Section 409.4-402(d), by employing an unregistered agent to transact business in the State of Missouri; and
- C. Section 409.5-501, by, in connection with the offer or sale of securities, employing a device, scheme or artifice to defraud, making an untrue statement of a material fact or omitting to state a material fact necessary in order to make the statement made, in light of the circumstances under which it is made, not misleading, or engaging in an act, practice, or course of business that operates or would operate as a fraud or deceit upon another person.

IV. STATEMENT

Pursuant to Section 409.6-604, the Commissioner hereby states that he will determine whether to grant the Enforcement Section's requests for:

- A. \$25,000 against Respondents, jointly and severally, for a single violation of Section 409.3-301, in a final order, unless Respondents request a hearing and show cause why the penalties

should not be imposed;

- B. \$25,000 against Respondents, jointly and severally, for a single violation of Section 409.4-402(d), in a final order, unless Respondents request a hearing and show cause why the penalties should not be imposed; and
- C. \$75,000 against Respondents, jointly and severally, for three violations of Section 409.5-501, in a final order, unless Respondents request a hearing and show cause why the penalties should not be imposed.

SO ORDERED:

WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY,
MISSOURI THIS 28TH DAY OF MAY, 2021.



JOHN R. ASHCROFT
SECRETARY OF STATE

A handwritten signature in blue ink, reading "David M. Minnick", written over a horizontal line.

DAVID M. MINNICK
COMMISSIONER OF SECURITIES



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE

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NOTICE

TO: Respondents and any unnamed representatives aggrieved by this Order:

You may request a hearing in this matter within thirty (30) days of receipt of this Order pursuant to Section 409.6-604(b), RSMo (2016), and 15 CSR 30-55.020. Any request for a hearing before the Commissioner must contain:

- a. a brief statement of the facts;
- b. a summary of the factual and legal issues involved;
- c. a request for relief;
- d. suggestions in support of the relief sought, including the relevant statutes;
- e. the name of the party requesting the hearing; and
- f. the name of the attorney representing the party, if any.

Within fifteen (15) days after receipt of a request in a record from a person or persons subject to the order, the Commissioner will schedule this matter for a hearing.

A request for a hearing must be mailed or delivered, in writing to:

David M. Minnick, Commissioner of Securities
Office of the Secretary of State, Missouri
600 West Main Street, Room 229
Jefferson City, MO 65102

CERTIFICATE OF SERVICE

I hereby certify that on this 1st day of June, 2021, a copy of the foregoing Order to Cease and Desist and Order to Show Cause Why Civil Penalties, Costs and Other Administrative Relief Should Not Be Imposed in the above styled case was **mailed via certified U.S. mail and emailed to:**

Cryotherm USA, Inc.
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Laurie Dawson
Securities Office Manager