



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE

IN THE MATTER OF:)
)
CRYOTHERM USA, INC.;) Case No.: AP-21-05
JOHN (JIANXIN) WANG; and)
DENNIS R. DI RICCO,)
)
Respondents.)

CONSENT ORDER

1. The Enforcement Section of the Missouri Securities Division of the Office of Secretary of State (“**Enforcement Section**”), through Director of Enforcement, Douglas M. Jacoby, has alleged that from December 2015 through June 2018 (“**Relevant Period**”), Respondents engaged in acts and practices in violation of Sections 409.3-301 and 409.4- 402(d) 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 (each, a “**Note**,” altogether, “**Notes**”). The nationwide fundraising 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.
2. Respondents and the Enforcement Section desire to settle the allegations and the matters raised by the Enforcement Section relating to the Respondents’ alleged violations of Sections 409.3-301 and 409.4-402(d).

CONSENT TO JURISDICTION

3. Respondents and the Enforcement Section stipulate and agree that the Missouri Commissioner of Securities (“**Commissioner**”) has jurisdiction over Respondents and these matters pursuant to the Missouri Securities Act of 2003, Chapter 409, *et seq.*¹
4. Respondents and the Enforcement Section stipulate and agree that the Commissioner has authority to enter this Order pursuant to Section 409.6-604(h) which provides:

¹ Unless otherwise noted, all statutory references are to the 2020 Supp. Revised Statutes of Missouri.

“The commissioner is authorized to issue administrative consent orders in the settlement of any proceeding in the public interest under this act.”

WAIVER AND EXCEPTION

5. Respondents waive Respondents’ rights to a hearing with respect to this matter.
6. Respondents waive any rights that Respondents may have to seek judicial review or otherwise challenge or contest the terms and conditions of this Order. Respondents specifically forever release and hold harmless the Missouri Office of Secretary of State, Secretary of State, Commissioner of Securities, and their respective representatives and agents from any and all liability and claims arising out of, pertaining to, or relating to this matter.
7. Respondents stipulate and agree with the Enforcement Section that, should the facts contained herein prove to be false or incomplete in a material way, the Enforcement Section reserves the right to pursue any and all legal or administrative remedies at its disposal.
8. Respondents specifically and voluntarily waive any rights to claim that they are unable to pay, now or at any time hereafter, any debt for disgorgement, civil penalty or other amount imposed in this Order.

CONSENT TO COMMISSIONER’S ORDER

9. Respondents and the Enforcement Section stipulate and agree to the issuance of this Order without further proceedings in this matter, agreeing to be fully bound by the terms and conditions specified herein.
10. Respondents agree not to take any action or to make or permit to be made any public statement creating the impression that this Order is without factual basis. Nothing in this paragraph affects Respondents’ (a) testimonial obligations; (b) right to take legal or factual position in defense of litigation or in defense of other legal proceedings in which the Commissioner is not a party; or (c) right to make public statements that are factual.
11. Respondents agree that Respondents are not the prevailing party in this action since the parties have reached a good faith settlement.
12. Respondents neither admit nor deny the allegations made by the Enforcement Section, but consent solely for the purpose of this matter only and not for any other matter, to the Commissioner’s Findings of Fact, Conclusions of Law, and Order as set forth below solely for the purposes of resolving this proceeding and any proceeding that may be brought to enforce the terms of this Order.

COMMISSIONER’S FINDINGS OF FACT, CONCLUSIONS OF LAW, AND ORDER

I. FINDINGS OF FACT

A. *Respondents*

13. Cryotherm was a Florida corporation formed in July 2012, with a last known principal place of business located at 26002 NE 10th Street, Camas, WA 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.
14. John (Jianxin) Wang (“**Wang**”) is a seventy-two-year-old native of the People’s Republic of China and, since 2008, US citizen and current resident of San Francisco, California. 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.
15. Dennis R. Di Ricco (“**Di Ricco**”) is a seventy-three-year-old resident of Washington State. Prior to relocating to Washington State, Di Ricco resided in Mountain View, California, from approximately April 2014 through September 2018. During the Relevant Period, Di Ricco was signatory on Cryotherm’s savings and checking accounts at WFCO and served as Cryotherm’s chief financial officer (“**CFO**”). Various documents identify Di Ricco as founder and tax consultant of Cryotherm. Since October 2020, Di Ricco claims to be the current CEO of Cryotherm.

B. *Related Parties*

16. Retire Happy, LLC was a Nevada limited liability company with a last known address at 4840 W. University Ave, A-1, Las Vegas, NV 89103. Retire Happy purportedly specialized in educating individuals on so-called self-directed retirement accounts and alternative investments. Retire Happy, LLC was administratively dissolved on January 21, 2021.
17. Review of Central Registration Depository (“**CRD**”) records indicates that, during the Relevant Period, Retire Happy, LLC was not registered or exempt from registration in Missouri or Nevada as a broker-dealer.
18. 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, NV 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**”).
19. 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.
20. Minuskin is a forty-three-year-old Nevada resident. During the Relevant Period, Minuskin was the sole managing member and chief executive officer of Retire Happy, LLC and founder, sole owner and president of Land Jewels.

21. 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.
22. 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.

C. Origin of this Matter

23. 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 (“**AP-20-06**”).² In that matter, Retire Happy, LLC 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, LLC was found to have 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. A Respondent in the current matter, Cryotherm, was one of those small start-up companies.

D. Relationship Between Cryotherm and Retire Happy, LLC

24. On or around December 21, 2015, Respondent Cryotherm, through Respondent Di Ricco,³ engaged Minuskin and her staff at Retire Happy, LLC (altogether, “**Retire Happy**”) to raise \$2 million in funding for Cryotherm.
25. In exchange for Retire Happy’s fundraising efforts, Cryotherm agreed to pay compensation equal to twenty percent (20%) of the gross dollar amount of funds raised, which was ultimately apportioned equally between Retire Happy, LLC and Land Jewels.
26. On behalf of Cryotherm, Retire Happy 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.
27. Retire Happy not only identified prospective investors but also facilitated execution of the Notes, on behalf of Cryotherm, directly with the investors.
28. To facilitate the executions, Retire Happy maintained a prepared electronic template of the Note and an electronic specimen of Wang’s signature, both of which had been reviewed and authorized by Cryotherm, through Respondent Di Ricco.⁴

² See Findings of Fact, Conclusions of Law, and Final Order to Cease and Desist and Order Awarding Civil Penalties, Costs, and Restitution, dated March 10, 2021 at <https://www.sos.mo.gov/CMSImages/Securities/AP-20-06F.pdf>.

³ E-mail correspondence, dated December 19, 2015, between Di Ricco and Minuskin establish Di Ricco’s involvement in obtaining Wang’s signature on the engagement agreement between Cryotherm and Retire Happy.

⁴ E-mail correspondence, dated December 19, 2015, between Di Ricco and Minuskin establish Di Ricco’s involvement in obtaining Wang’s signature on a Note template to be maintained and used by Retire Happy for purposes of raising funds for Cryotherm.

29. Upon identifying an investor, Retire Happy staff would affix an electronic specimen of 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.
30. Retire Happy would coordinate with each investor and Provident to ensure payment of the investor's funds to Cryotherm's bank account at WFCO.
31. As a result of Retire Happy's solicitation and execution efforts, Retire Happy raised a total of \$2,067,700 for Cryotherm from the sales of Notes to fifty-three (53) individual investors from twenty-six (26) states across the U.S. during the Relevant Period.
32. 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.
33. In one of those fifty-three instances, a Note was offered and sold to a Missouri resident.

E. Offer and Sale of Note to Missouri Resident

34. On or around December 2015, a Retire Happy representative contacted then fifty-eight-year-old Rolla, Missouri resident ("MR") and solicited MR a Note.
35. As a result of Retire Happy's solicitation, MR executed an 18-month Note on February 9, 2016, in the amount of \$11,000.⁵
36. Retire Happy affixed an electronic specimen of then Cryotherm CEO John Wang's signature to the Note.
37. 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 in the State of Missouri.
38. On February 22, 2016, a wire transfer in the amount of \$11,000 from MR's Provident IRA was received into Cryotherm's bank account at WFCO.
39. In AP-20-06, the Commissioner found:
 - a. that the Note purchased by MR is a security under Section 409.1-102(28); and
 - b. that at the time the Note was solicited and sold to MR, no employees of Retire Happy were registered or exempt from registration as a broker-dealer agent in the State of Missouri.

⁵ The Note included an option to extend the initial 18-month term of the Note for an additional six months.

40. As of February 9, 2018, MR had not received all the expected interest payments or any return of MR's \$11,000 principal investment in the Note.
41. On October 19, 2020, after the Enforcement Section initiated an investigation of this matter, MR's Provident IRA received a wire deposit in the amount of \$12,343.38, representing full payment of MR's investment in the Note.

II. CONCLUSIONS OF LAW

42. **THE COMMISSIONER CONCLUDES** that the Note purchased by MR is a security under Section 409.1-102(28).
43. **THE COMMISSIONER CONCLUDES** Respondents offered and sold an unregistered, non-exempt security in the form of a promissory note security to MR, in the State of Missouri, in violation of Section 409.3-301.
44. **THE COMMISSIONER CONCLUDES** 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).
45. **THE COMMISSIONER CONCLUDES** that the violations above are sufficient to issue an order in accordance with Section 409.6-604.
46. The Commissioner, after consideration of the stipulations set forth above and on consent of the Respondents and the Securities Division, finds and concludes that the Commissioner has jurisdiction over Respondents in this matter and that the following order is in the public interest, necessary for the protection of public investors, and consistent with the purposes intended by Chapter 409.

III. ORDER

NOW, THEREFORE, it is hereby ordered that:

47. Respondents, their respective agents, employees and servants, and all other persons participating in the above-described alleged violations with knowledge of this Order are permanently enjoined and restrained from engaging in violations of Sections 409.3-301 and 409.4-402(d).
48. Respondents shall pay \$75,000 to the Missouri Secretary of State's Investor Education and Protection Fund at the time of signing this Order. This amount shall be made payable to the **Missouri Investor Education and Protection Fund** and sent to the Missouri Securities Division at 600 W. Main Street, Jefferson City, Missouri 65101.

49. Respondents shall pay their own costs and attorneys' fees with respect to this matter.

SO ORDERED:

WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY,
MISSOURI THIS 30th DAY OF AUGUST, 2021.



JOHN R. ASHCROFT
SECRETARY OF STATE

A handwritten signature in blue ink, appearing to read "David M. Minnick".

DAVID M. MINNICK
COMMISSIONER OF SECURITIES

Consented to by:
MISSOURI SECURITIES DIVISION

Douglas M. Jacoby
Director of Enforcement

DENNIS R. DI RICCO

JOHN (JIANXIN) WANG

A handwritten signature in black ink, appearing to read "John (Jianxin) Wang".

CRYOTHERM USA, INC.

By:

Title:

49. Respondents shall pay their own costs and attorneys' fees with respect to this matter.

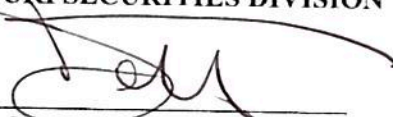
SO ORDERED:

WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY,
MISSOURI THIS _____ DAY OF AUGUST, 2021.

JOHN R. ASHCROFT
SECRETARY OF STATE

DAVID M. MINNICK
COMMISSIONER OF SECURITIES

Consented to by:
MISSOURI SECURITIES DIVISION



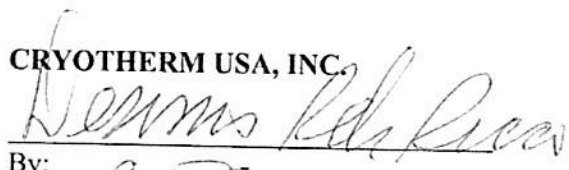
Douglas M. Jacoby
Director of Enforcement

DENNIS R. DI RICCO



JOHN (JIANXIN) WANG

CRYOTHERM USA, INC.


By: CEO

Title: _____