

**ADMINISTRATIVE PROCEEDING
BEFORE THE
SECURITIES COMMISSIONER OF SOUTH CAROLINA**

IN THE MATTER OF:)	
)	
Retire Happy, LLC, Julie A. Minuskin, Joshua P. Stoll, and Terry F. McDonald,)	ORDER TO CEASE AND DESIST
)	Matter No. 20203524
)	
Respondents.)	
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I. PRELIMINARY STATEMENT

Pursuant to the authority granted to the Securities Commissioner of South Carolina (the “Securities Commissioner”) under the South Carolina Uniform Securities Act of 2005, S.C. Code Ann. § 35-1-101, *et seq.*, and the regulations and rules promulgated thereunder (the “Act”), and delegated to the Securities Division of the Office of the Attorney General of the State of South Carolina (the “Division”) by the Securities Commissioner, the Division conducted an investigation into the securities-related activities of Retire Happy, LLC (“Retire Happy”), Julie A. Minuskin (“Minuskin”), Joshua P. Stoll (“Stoll”), and Terry F. McDonald (“McDonald”) (collectively, the “Respondents”). In connection with its investigation, the Division has determined that evidence exists to support the Finding of Facts and Conclusions of Law set forth below, and the issuance of this Order to Cease and Desist.

II. JURISDICTION

1. The Securities Commissioner has jurisdiction over this matter pursuant to S.C. Code Ann. § 35-1-601(a).

III. RELEVANT PERIOD

2. Except as otherwise expressly stated, the conduct described herein occurred between January 1, 2012 to December 31, 2021 (the “Relevant Period”).

IV. RESPONDENTS

3. Retire Happy was a Nevada limited liability company formed on January 18, 2012, with a last known principal place of business located at 4840 W. University Ave, A-1, Las Vegas, Nevada 89103. Retire Happy was administratively dissolved on January 21, 2021.

4. During the Relevant Period, Retire Happy was neither registered nor exempt from registration with the Division as a broker-dealer or investment adviser.

5. Minuskin is a Nevada resident. During the Relevant Period, Minuskin was the sole managing member, chief executive officer, and registered agent of Retire Happy.

6. During the Relevant Period, Minuskin was neither registered nor exempt from registration with the Division as an agent or investment adviser representative.

7. Stoll is a Nevada resident. During the Relevant Period, Stoll was a sales agent employed by Retire Happy and under the direction and control of Minuskin.

8. During the Relevant Period, Stoll was neither registered nor exempt from registration with the Division as an agent or investment adviser representative.

9. McDonald (Central Registration Depository (“CRD”) Number 5763161) is a Nevada resident. During the Relevant Period, McDonald was a sales agent employed by Retire Happy and under the direction and control of Minuskin.

10. During the Relevant Period, McDonald was neither registered nor exempt from registration with the Division as an agent or investment adviser representative.

V. RELATED PARTIES

11. Provident Trust Group, LLC (“Provident”) is a Nevada limited liability company formed on August 14, 2009 with a principal place of business located at 8880 W. Sunset Road, Suite 250, Las Vegas, Nevada 89148. Among other things, Provident provides trust administration services, fund administration services, escrow services, asset custody and related services for self-directed individual retirement accounts (“SDIRA”), and 401(k) administration.

12. Adomani, Inc., presently known as Envirotech Vehicles, Inc., (“Adomani”) is a Delaware corporation formed on November 29, 2016 with a principal place of business located at 1215 Graphite Drive, Corona, California 92881.

13. Austin Land Development, LLC (“Austin Land Development”) is a Nevada limited liability company formed on June 28, 2018 with a principal place of business located at 9232 Marlia Street, Las Vegas, Nevada 89123.

14. Cryotherm USA, Inc. (“Cryotherm”) was a Florida corporation formed on July 19, 2012 with a last known principal place of business at 2602 NE 10th Street, Camas, Washington 98607. Cryotherm was dissolved on March 23, 2020.

15. Dibo Holdings, LLC (“Dibo Holdings”) was a Florida limited liability company formed on July 25, 2011 with a last known principal place of business located at 501 Boating Club Road, Saint Augustine, Florida 32084. Dibo Holdings was dissolved on January 27, 2021.

16. DNF Gap Funding, LLC (“DNF Gap Funding”) is a Nevada limited liability company formed on May 1, 2014 with a principal place of business located at 1810 E. Sahara Avenue, Suite 215, Las Vegas, Nevada 89104.

17. Dream Team 1416, LLC (“Dream Team 1416”) was a Florida limited liability company formed on October 10, 2017 with a last known principal place of business located at 24

Cathedral Place, Suite 200, Saint Augustine, Florida 32084. Dream Team 1416 was dissolved on September 25, 2020.

18. Glen Oaks Resort, LLC (“Glen Oaks Resort”) is a Florida limited liability company formed on August 2, 2017 with a principal place of business located at 5711 Richard Street, Suite One, Jacksonville, Florida 32216.

19. Golden Genesis, Inc. (“Golden Genesis”) is a Nevada corporation formed on March 31, 2016 with a last known principal place of business located at 137 N. Guadalupe Street, San Marcos, Texas 78666. Golden Genesis previously operated under the name NuPlasma and currently does business as SpecPlasma.

20. JAM Trust is a trust for which Minuskin is the trustee and has a last known address of 7268 W. Camero Ave., Las Vegas, Nevada 89113.

21. Minuskin & Company, Inc. (“Minuskin & Co.”) was a Nevada corporation formed on July 5, 2016 with a last known principal place of business located at 4840 W. University Ave, Suite A-1, Las Vegas, Nevada 89103. Minuskin & Co. was dissolved on July 31, 2019.

22. Monarch Capital Investment Fund, LLC (“Monarch Capital”) is a California limited liability company formed on January 20, 2014 with a last known principal place of business located at 620 Newport Center Drive, Suite 1100, Newport Beach, California 92660.

23. SkinCareGuide Company Limited (“SkinCareGuide”) is a British Columbia company with a principal place of business located at 750 West Pender, Suite 1004, Vancouver, British Columbia, Canada V6C 2T8.

24. T&M Urban Group, LLC (“T&M Urban Group”) is a Nevada limited liability company formed on March 18, 2015 with a last known principal place of business located at 2830 Gables Vale Court, Las Vegas, Nevada 89121.

25. Until Tomorrow Drivetrains, LLC (“Until Tomorrow Drivetrains”) is a California limited liability company formed on November 28, 2016 with a last known principal place of business at 3705 Haven Ave, Suite 108, Menlo Park, California 94025.

26. Virtual Communications Corporation (“Virtual Communications”) is a Nevada corporation formed on January 26, 2012 with a principal place of business located at 6029 S. Fort Apache Road, Suite 130, Las Vegas, Nevada 89148. Virtual Communications filed for bankruptcy in 2018.

27. Water Street Partners, LLC (“Water Street Partners”) is a Nevada limited liability company formed on November 6, 2017 with a principal place of business located at 46 S. Water Street, Henderson, Nevada 89015.

28. Zali Holdings, LLC (“Zali Holdings”) is a Florida limited liability company formed on April 1, 2013 with a principal place of business located at 52 Tuscan Way, Saint Augustine, Florida 32084.

29. 1059 N. Wolcott, LLC (“1059 N. Wolcott”) was an Illinois limited liability company formed on March 21, 2019 with a last known principal place of business located at 803 N. Campbell Ave, Unit 2C, Chicago, Illinois 60622. Wolcott was dissolved on December 4, 2020.

30. 2528 N. California, LLC (“2528 N. California”) is an Illinois limited liability company formed on February 27, 2018 with a principal place of business located at 2528 N. California Avenue, Chicago, Illinois 60647.

31. Each related party identified in paragraphs 12 through 30 shall hereinafter be referred to as an “Issuer” and collectively as “Issuers.”

VI. FINDING OF FACTS

A. Retire Happy's Business Operations

32. Retire Happy was founded in order to promote SDIRAs to investors as a vehicle to participate in alternative investments.

33. Retire Happy's website provided information on SDIRAs and offered Retire Happy's services to help individuals with opening SDIRAs so that the investors could place their retirement funds into alternative investments.

34. Retire Happy partnered with seminar groups that offered courses on investing strategies in order to obtain contact information for potential investors' who indicated interest in establishing SDIRAs and/or alternative investments.

35. Retire Happy sales agents used the information obtained through Retire Happy's partnership with the seminar groups to cold-call the identified investors and promote using SDIRAs to purchase alternative investments with their retirement nest eggs.

36. In order for an investor to participate in the investment opportunities promoted by Retire Happy, investors had to liquidate their existing individual retirement accounts and transfer those assets to a SDIRA at Provident.

37. Retire Happy sales agents would then promote investment opportunities in alternative investments, mainly in the form of promissory notes, to investors. Retire Happy sales agents often represented to investors that these investment opportunities were safe, short-term investments that would provide a guaranteed return and were safer than investing in the stock market.

38. Retire Happy maintained prepared promissory notes for each Issuer that were pre-signed by the Issuers. Once an investor was interested in pursuing an investment opportunity,

Retire Happy sales agents would fill in the investor's name, amount of investment, Provident account title and number, and date before sending the promissory note to the investor for signature.

39. Retire Happy's office was a high-pressure boiler room operation targeting investors at or near retirement age.

B. Relationship Between Retire Happy and Provident

40. On or around April 2012, Retire Happy and Provident entered into a Professional Alliance Program Referral Agreement (the "Provident Agreement"). Under the terms of the Provident Agreement, for each customer account established on the books and records of Provident as a result of a referral by Retire Happy, Provident agreed to pay Retire Happy as follows:

- a. A one-time fee of twenty percent (20%) of net profits received by Provident from such referred customer for trust and escrow services during the first year after the account was opened;
- b. A one-time \$100.00 fee for each IRA and 401(k) account opened;
- c. A one-time fee of twenty percent (20%) of net profits received by Provident from such referred customer for fund administration services during the first year after the account was opened; and
- d. A one-time fee of twenty percent (20%) of net profits received by Provident from such referred customer for irrevocable life insurance trusts during the first year after the account was opened.

41. The Provident Agreement obligated Retire Happy, among other things, to disclose the referral fees under the Provident Agreement to its clients.

42. On or around September 2015, Retire Happy and Provident entered into a Professional Alliance Fee Agreement (the "Provident Fee Agreement"). The Provident Fee

Agreement provided that, in addition to the fees that Retire Happy received under the Provident Agreement, Retire Happy would also receive fees according to the Fee Addendum attached to the Provident Fee Agreement if Retire Happy met a minimum production requirement of twenty-five (25) new accounts for referred customers per month. Specifically, Retire Happy would receive \$100 for each Traditional/Roth IRA, SEP and Simple IRA, and Individual (K) Plan accounts opened at Provident by a Retire Happy referred customer.

C. Relationships Between Retire Happy and Issuers

43. Retire Happy entered into consulting agreements (“Consulting Agreements”) with each of the Issuers.

44. Under the terms of the Consulting Agreements, in exchange for “identify[ing] potential investors interested in investing in the [Issuer]’s Promissory note,” the Issuer agreed to pay Retire Happy a specified percentage—typically between 9% and 12%—of the gross dollar amount (prior to any deductions, expenses, or offsets of any kind) invested by each investor.

45. The Consulting Agreements provided the total amount of funding Retire Happy intended to raise for the Issuer, which commonly ranged between \$2,000,000 and \$6,000,000, depending on the Issuer.

46. Further, the Consulting Agreements provided that “[t]he investors which [Retire Happy] will introduce to [the Issuer] will be named and listed by signed copies of the Promissory note provided by the [Issuer].”

D. Investments by South Carolina Residents

47. During the Relevant Period, Retire Happy offered and sold at least \$1,936,400.00 of unregistered and non-exempt securities to at least twelve (12) South Carolina investors (the “SC Investors”).

i. South Carolina Investor One (“SC1”)

48. SC1 is a sixty-two-year-old Aiken, South Carolina resident.

49. On or around February 20, 2014, SC1 established a SDIRA at Provident (“SC1’s SDIRA”). SC1’s SDIRA New Account Application listed Retire Happy as the Authorized Agent for the account. Retire Happy employees played an instrumental role in facilitating the completion of forms and other paperwork required to establish SC1’s SDIRA.

50. On or around February 27, 2014, upon Retire Happy’s prompting and with Retire Happy’s assistance, SC1 transferred funds, including liquidating all assets in a traditional IRA, to SC1’s SDIRA in the amount of \$377,473.06.

51. On January 22, 2016, SC1, based on the advice and statements of Stoll, purchased through Retire Happy a promissory note to Dibo Holdings for \$4,000.00.

52. On February 16, 2016, SC1, based on the advice and statements of Stoll, purchased through Retire Happy a promissory note to DNF Gap Funding for \$49,000.00.

53. On February 16, 2016, SC1, based on the advice and statements of Stoll, purchased through Retire Happy a promissory note to Monarch Capital for \$67,000.00.

54. On May 13, 2016, SC1, based on the advice and statements of Stoll, purchased through Retire Happy a promissory note to Monarch Capital for \$69,000.00.

55. On November 17, 2016, SC1, based on the advice and statements of Stoll, purchased through Retire Happy a promissory note to Monarch Capital for \$20,000.00.

56. On November 21, 2016, SC1, based on the advice and statements of Stoll, purchased through Retire Happy a promissory note to Monarch Capital for \$10,000.00.

57. On April 28, 2017, SC1, based on the advice and statements of Stoll, purchased through Retire Happy a promissory note to DNF Gap Funding for \$130,000.00.

58. On May 17, 2018, SC1, based on the advice and statements of Stoll, purchased through Retire Happy a promissory note to DNF Gap Funding for \$32,000.00.

59. At all times relevant to this matter, there was no registration, granted exemption, or notice filing indicating status as a “federal covered security” for any of the promissory notes purchased by SC1.

60. To date, SC1 has a combined total loss of \$327,164.38.

ii. South Carolina Investor Two (“SC2”)

61. SC2 is a seventy-year-old Goose Creek, South Carolina resident.

62. On or around November 8, 2017, SC2 established a SDIRA at Provident (“SC2’s SDIRA”). SC2’s SDIRA New Account Application listed Minuskin and Retire Happy as the Authorized Agents for the account. Minuskin played an instrumental role in facilitating the completion of forms and other paperwork required to establish SC2’s SDIRA.

63. On January 8, 2018, upon Minuskin’s prompting and with her assistance, SC2 transferred funds, including liquidating all assets in a traditional IRA, to SC2’s SDIRA in the amount of \$297,262.40,

64. On January 22, 2018, Retire Happy charged SC2 \$1,500 for a “Preliminary Action Plan” represented as a client service charge for helping SC2 in opening SC2’s SDIRA at Provident.

65. On February 1, 2018, SC2, based on the advice and statements of Minuskin, purchased through Retire Happy a promissory note to T&M Urban Group for \$80,000.00.

66. On February 5, 2018, SC2, based on the advice and statements of Minuskin, purchased through Retire Happy a promissory note to Golden Genesis for \$80,000.00.

67. On February 12, 2018, SC2, based on the advice and statements of Minuskin, purchased through Retire Happy a promissory note to Glen Oaks Resort for \$80,000.00.

68. On April 23, 2018, SC2, based on the advice and statements of Minuskin, purchased through Retire Happy a promissory note to T&M Urban Group for \$25,000.00.

69. On July 25, 2018, SC2, based on the advice and statements of Minuskin, purchased through Retire Happy a promissory note to Austin Land Development for \$25,000.00.

70. On April 1, 2019, SC2, based on the advice and statements of Minuskin, purchased through Retire Happy a promissory note to 1059 N. Wolcott for \$14,000.00.

71. At all times relevant to this matter, there was no registration, granted exemption, or notice filing indicating status as a “federal covered security” for any of the promissory notes purchased by SC2.

72. To date, SC2 has a combined total loss of \$192,208.15.

iii. South Carolina Investor Three (“SC3”)

73. SC3 is a sixty-four-year-old Simpsonville, South Carolina resident.

74. On or around May 2, 2018, SC3 established a SDIRA at Provident (“SC3’s SDIRA”). SC3’s SDIRA New Account Application listed Minuskin and Retire Happy as the Authorized Agents for the account. Minuskin played an instrumental role in facilitating the completion of forms and other paperwork required to establish SC3’s SDIRA.

75. On May 16, 2018, upon Minuskin’s prompting and with her assistance, SC3 transferred funds, including liquidating all assets in a traditional IRA, to SC3’s SDIRA in the amount of \$404,145.69.

76. On May 18, 2018, Retire Happy charged SC3 \$1,500.00 for a “Preliminary Action Plan” represented as a client services charge for helping SC3 in opening SC3’s SDIRA at Provident.

77. On May 29, 2018, SC3, based on the advice and statements of Minuskin, purchased through Retire Happy a promissory note to Golden Genesis for \$50,000.00.

78. On June 4, 2018, SC3, based on the advice and statements of Minuskin, purchased through Retire Happy a promissory note to Glen Oaks Resort for \$200,000.00.

79. On June 14, 2018, SC3, based on the advice and statements of Minuskin, purchased through Retire Happy a promissory note to Dream Team 1416 for \$100,000.00.

80. On July 25, 2018, SC3, based on the advice and statements of Minuskin, purchased through Retire Happy a promissory note to Austin Land Development for \$50,000.00.

81. On March 25, 2019, SC3, based on the advice and statements of Minuskin, purchased through Retire Happy a promissory note to JAM Trust for \$99,000.00.

82. At all times relevant to this matter, there was no registration, granted exemption, or notice filing indicating status as a “federal covered security” for any of the promissory notes purchased by SC3.

83. To date, SC3 has a combined total loss of \$182,095.02.

iv. South Carolina Investor Four (“SC4”)

84. SC4 is a seventy-one-year-old Anderson, South Carolina resident.

85. On or around August 31, 2016, SC4 established a SDIRA at Provident (“SC4’s SDIRA”). SC4’s SDIRA New Account Application listed Retire Happy as the Authorized Agent for the account. Retire Happy employees played an instrumental role in facilitating the completion of forms and other paperwork required to establish SC4’s SDIRA.

86. On September 19, 2016, upon McDonald’s prompting and with his assistance, SC4 transferred funds, including liquidating all assets in a traditional IRA, to SC4’s SDIRA in the amount of \$169,143.54.

87. On or around September 27, 2016, Retire Happy charged SC4 \$1,500.00 for a “Preliminary Action Plan” represented as a client services charge for helping SC4 in opening SC4’s SDIRA at Provident.

88. On September 27, 2016, SC4, based on the advice and statements of McDonald, purchased through Retire Happy a promissory note to Golden Genesis for \$100,000.00.

89. On September 27, 2016, SC4, based on the advice and statements of McDonald, purchased through Retire Happy a promissory note to Monarch Capital for \$66,000.00.

90. On July 25, 2018, SC4, based on the advice and statements of McDonald, purchased through Retire Happy a promissory note to Austin Land Development for \$19,600.00.

91. At all times relevant to this matter, there was no registration, granted exemption, or notice filing indicating status as a “federal covered security” for any of the promissory notes purchased by SC4.

92. To date, SC4 has a combined total loss of \$140,895.03.

v. *South Carolina Investor Five (“SC5”)*

93. SC5 is a fifty-seven-year-old Georgetown, South Carolina resident.

94. On or around May 15, 2016, SC5 established a SDIRA at Provident (“SC5’s SDIRA”). SC5’s SDIRA New Account Application listed Retire Happy as the Authorized Agent for the account. Retire Happy and Stoll played an instrumental role in facilitating the completion of forms and other paperwork required to establish SC5’s SDIRA.

95. On June 13, 2016, upon Stoll’s prompting and with his assistance, SC5 transferred funds, including liquidating all assets in a traditional IRA, to SC5’s SDIRA in the amount of \$45,000.00.

96. On July 5, 2016, SC5, based on the advice and statements of Stoll, purchased through Retire Happy a promissory note to Monarch Capital for \$22,000.00.

97. On July 5, 2016, SC5, based on the advice and statements of Stoll, purchased through Retire Happy a promissory note to Golden Genesis for \$22,000.00.

98. On February 6, 2017, with Stoll's assistance, SC5 transferred funds, including liquidating all assets in a traditional IRA, to SC5's SDIRA in the amount of \$50,400.56.

99. On February 27, 2017, SC5, based on the advice and statements of Stoll, purchased through Retire Happy a promissory note to Until Tomorrow Drivetrains for \$52,500.00.

100. On June 14, 2018, SC5, based on the advice and statements of Stoll, purchased through Retire Happy a promissory note to Dream Team 1416 for \$5,000.00.

101. At all times relevant to this matter, there was no registration, granted exemption, or notice filing indicating status as a "federal covered security" for any of the promissory notes purchased by SC5.

102. To date, SC5 has a combined total loss of \$58,864.01.

vi. South Carolina Investor Six ("SC6")

103. SC6 is a fifty-four-year-old Columbia, South Carolina resident.

104. On or around July 10, 2013, SC6 established a SDIRA at Provident ("SC6's SDIRA"). SC6's SDIRA New Account Application listed Retire Happy as the Investment Adviser for the account. Retire Happy employees played an instrumental role in facilitating the completion of forms and other paperwork required to establish SC6's SDIRA.

105. On or around July 22, 2013, upon Retire Happy's prompting and with Retire Happy employees' assistance, SC6 transferred funds, including liquidating a life insurance policy, to SC6's SDIRA in the amount of \$28,420.18.

106. On or around July 24, 2013, Retire Happy charged SC6 \$1,995.00 for a “Preliminary Action Plan” represented as a client services charge for helping SC6 in opening SC6’s SDIRA at Provident.

107. On September 12, 2013, SC6, based on the advice and statements of Stoll, purchased through Retire happy a promissory note to Zali Holdings for \$24,000.00.

108. On February 3, 2016, SC6, based on the advice and statements of Stoll, purchased through Retire Happy a promissory note to Monarch Capital for \$13,500.00.

109. On February 8, 2016, SC6, based on the advice and statements of Stoll, purchased through Retire Happy a promissory note to Cryotherm for \$24,000.00.

110. On May 2, 2018, SC6, based on the advice and statements of Stoll, purchased through Retire Happy a promissory note to Water Street Partners for \$18,000.00.

111. At all times relevant to this matter, there was no registration, granted exemption, or notice filing indicating status as a “federal covered security” for any of the promissory notes purchased by SC6.

112. To date, SC6 has a combined total loss of \$43,702.78,

vii. South Carolina Investor Seven (“SC7”)

113. SC7 is a sixty-two-year-old Goose Creek, South Carolina resident.

114. On or around October 10, 2017, SC7 established a SDIRA at Provident (“SC7’s SDIRA”). SC7’s SDIRA New Account Application listed Minuskin and Retire Happy as the Authorized Agents for the account. Minuskin played an instrumental role in facilitating the completion of forms and other paperwork required to establish SC7’s SDIRA.

115. On January 18, 2018, upon Minuskin's prompting and with her assistance, SC7 transferred funds, including liquidating all assets in a traditional IRA, to SC7's SDIRA in the amount of \$62,581.36.

116. On January 22, 2018, Retire Happy charged SC7 \$1,500.00 for a "Preliminary Action Plan" represented as a client services charge for helping SC7 in opening SC7's SDIRA at Provident.

117. On March 26, 2018, SC7, based on the advice and statements of Minuskin, purchased through Retire Happy a promissory note to 2528 N. California for \$30,000.00.

118. On July 30, 2018, SC7, based on the advice and statements of Minuskin, purchased through Retire Happy a promissory note to Austin Land Development for \$5,400.00.

119. On August 3, 2018, SC7, based on the advice and statements of Minuskin, purchased through Retire Happy a promissory note to Glen Oaks Resort for \$24,400.00.

120. At all times relevant to this matter, there was no registration, granted exemption, or notice filing indicating status as a "federal covered security" for any of the promissory notes purchased by SC7.

121. To date, SC7 has a combined total loss of \$31,223.74.

viii. South Carolina Investor Eight ("SC8")

122. SC8 is a sixty-nine-year-old Easley, South Carolina resident.

123. On or around November 30, 2016, SC8 established a SDIRA at Provident ("SC8's SDIRA"). SC8's SDIRA New Account Application listed Retire Happy as the Authorized Agent for the account. Retire Happy employees played an instrumental role in facilitating the completion of forms and other paperwork required to establish SC8's SDIRA.

124. On December 27, 2016, upon Retire Happy's prompting and with Retire Happy's assistance, SC8 transferred funds, including liquidating all assets in a traditional IRA, to SC8's SDIRA in the amount of \$97,587.21.

125. On or around January 4, 2017, Retire Happy charged SC8 \$1,500.00 for a "Preliminary Action Plan" represented as a client services charge for helping SC8 in opening SC8's SDIRA at Provident.

126. On or around January 18, 2017, SC8, based on the advice and statements of Stoll, purchased through Retire Happy a promissory note to Until Tomorrow Drivetrains for \$93,000.00.

127. On or around November 2, 2017, SC8, based on the advice and statements of Stoll, purchased through Retire Happy a promissory note to Glen Oaks Resort for \$70,000.00.

128. On or around November 20, 2017, SC8, based on the advice and statements of Stoll, purchased through Retire Happy a promissory note to Minuskin & Co. for \$26,000.00.

129. On or around April 5, 2019, SC8, based on the advice and statements of Stoll, purchased through Retire Happy a promissory note to 1059 N. Wolcott for \$24,000.00.

130. At all times relevant to this matter, there was no registration, granted exemption, or notice filing indicating status as a "federal covered security" for any of the promissory notes purchased by SC8.

131. To date, SC8 has a combined total loss of \$22,938.67.

ix. South Carolina Investor Nine ("SC9")

132. SC9 is sixty-seven-year-old Harleyville, South Carolina resident.

133. On or around August 23, 2013, SC9 established a SDIRA at Provident ("SC9's SDIRA"). SC9's SDIRA New Account Application listed Retire Happy as the Authorized Agent

for the account. Retire Happy employees played an instrumental role in facilitating the completion of forms and other paperwork required to establish SC9's SDIRA.

134. On or around August 30, 2013, upon Retire Happy's prompting and with Retire Happy's assistance, SC9 transferred funds, including liquidating all assets in a traditional IRA, to SC9's SDIRA in the amount of \$23,581.57.

135. On or around September 26, 2013, SC9, based on the advice and statements of Stoll, purchased through Retire Happy a promissory note to Virtual Communications for \$22,000.00.

136. 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 promissory note purchased by SC9.

137. To date, SC9 has a total loss of \$19,690.00.

x. *South Carolina Investor Ten ("SC10")*

138. SC10 is a fifty-seven-year-old Rock Hill, South Carolina resident.

139. On or around July 7, 2016, SC10 established a SDIRA at Provident ("SC10's SDIRA"). SC10's SDIRA New Account Application listed Retire Happy as the Authorized Agent for the account. Retire Happy employees played an instrumental role in facilitating the completion of forms and other paperwork required to establish SC10's SDIRA.

140. On or around August 4, 2016, upon Stoll's prompting and with Stoll's assistance, SC10 transferred funds, including money from a separately held investment account, to SC10's SDIRA in the amount of \$20,953.04.

141. On or around August 31, 2016, SC10, based on the advice and statements of Stoll, purchased through Retire Happy a promissory note to Golden Genesis for \$20,000.00.

142. 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 promissory note purchased by SC10.

143. To date, SC10 has a total loss of \$15,499.93.

xi. South Carolina Investor Eleven (“SC11”)

144. SC11 is a seventy-four-year-old Rock Hill, South Carolina resident.

145. On or around December 12, 2013, SC11 established a SDIRA at Provident (“SC11’s SDIRA”). SC11’s SDIRA New Account Application listed Retire Happy as the Authorized Agent for the account. Retire Happy employees played an instrumental role in facilitating the completion of forms and other paperwork required to establish SC11’s SDIRA.

146. On or around January 2, 2014, upon Retire Happy’s prompting and with Retire Happy’s assistance, SC11 transferred funds, including liquidating all assets in a traditional IRA, to SC11’s SDIRA in the amount of \$56,245.62.

147. On or around January 9, 2014, Retire Happy charged SC11 \$995.00 for a “Preliminary Action Plan” represented as a client services charge for helping SC11 in opening SC11’s SDIRA at Provident.

148. On or around January 9, 2014, SC11, based on the advice and statements of Stoll, purchased through Retire Happy a promissory note to SkincareGuide for \$31,000.00.

149. On or around August 13, 2015, SC11, based on the advice and statements of Stoll, purchased through Retire Happy a promissory note to Adomani for \$36,000.00.

150. At all times relevant to this matter, there was no registration, granted exemption, or notice filing indicating status as a “federal covered security” for any of the promissory notes purchased by SC11.

xii. South Carolina Investor Twelve (“SC12”)

151. SC12 is an eighty-one-year-old Spartanburg, South Carolina resident.

152. On or around January 17, 2014, SC12 established a SDIRA at Provident (“SC12’s SDIRA”). SC12’s SDIRA New Account Application listed Retire Happy as the Authorized Agent for the account. Retire Happy employees played an instrumental role in facilitating the completion of forms and other paperwork required to establish SC12’s SDIRA.

153. On or around January 17, 2014, upon Retire Happy’s prompting and with Retire Happy’s assistance, SC12 transferred funds, including liquidating all assets in a traditional IRA, to SC12’s SDIRA in the amount of \$12,232.76.

154. On or around January 31, 2014, Retire Happy charged SC12 \$995.00 for a “Preliminary Action Plan” represented as a client services charge for helping SC12 in opening SC12’s SDIRA at Provident.

155. On February 14, 2014, SC12, based on the advice and statements of Stoll, purchased through Retire Happy a promissory note to Zali Holdings for \$4,000.00.

156. 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 promissory note purchased by SC12.

E. Misrepresentations and Omissions

157. Neither Minuskin, Stoll, McDonald, nor anyone else at Retire Happy disclosed to SC Investors the compensation Retire Happy would receive for introducing SC Investors to Provident.

158. Neither Minuskin, Stoll, McDonald, nor anyone else at Retire Happy disclosed to SC Investors the compensation Retire Happy would receive from SC Investors' purchase of the respective Issuer's promissory notes.

159. Neither prior to nor at the time of purchase of the respective Issuer's promissory notes did Minuskin, Stoll, McDonald, nor anyone else at Retire Happy disclose to SC Investors that the promissory notes were not registered or exempt from registration in the State of South Carolina.

160. Neither prior to nor at the time of SC Investors' purchase of the respective Issuer's promissory notes did Minuskin, Stoll, McDonald, nor anyone else at Retire Happy:

- a. Introduce SC Investors or provide SC Investors access to any members of management at the Issuer so as to afford SC Investors the opportunity to conduct investor due diligence;
- b. Provide SC Investors with a prospectus, an offering memorandum, or similar offering documents;
- c. Provide SC Investors with a current copy of the Issuer's financials; or
- d. Disclose or explain the specific risks inherent in investing in the Issuer's promissory note.

161. Neither prior to nor at the time of SC Investors' purchase of the respective Issuer's promissory notes did Minuskin, Stoll, McDonald, nor anyone else at Retire Happy disclose to SC Investors that:

- a. Retire Happy was not registered or exempt from registration as a broker-dealer in the State of South Carolina;

- b. Retire Happy was not registered or exempt from registration as an investment adviser in the State of South Carolina;
- c. Minuskin was not registered or exempt from registration as an agent in the State of South Carolina;
- d. Minuskin was not registered or exempt from registration as an investment adviser representative in the State of South Carolina;
- e. Stoll was not registered or exempt from registration as an agent in the State of South Carolina;
- f. Stoll was not registered or exempt from registration as an investment adviser representative in the State of South Carolina;
- g. McDonald was not registered or exempt from registration as an agent in the State of South Carolina; or
- h. McDonald was not registered or exempt from registration as an investment adviser representative in the State of South Carolina.

162. Neither prior to nor at the time SC1, SC4, SC5, and SC6 purchased Monarch Capital's promissory notes did Minuskin, Stoll, McDonald, or anyone else at Retire Happy disclose to the relevant SC Investors the relevant financial and legal history of Monarch Capital's managing member Timothy Peabody ("Peabody"), including, but not limited to:

- a. A 1998 judgment against Peabody in the amount of \$2,932;
- b. A 2012 judgment against Peabody in the amount of \$900;
- c. A 2012 judgment against Peabody in the amount of \$2,595;
- d. A 2014 judgment against Peabody in the amount of \$9,511; and
- e. A 2016 judgment against Peabody in the amount of \$162,031.

163. Neither prior to nor at the time SC2, SC3, SC4, SC5, and SC10 purchased Golden Genesis's promissory notes did Minuskin, Stoll, McDonald, or anyone else at Retire Happy disclose to the relevant SC Investors that:

- a. Thomas Casey, Golden Genesis's president, chairman, and chief executive officer, had been subject to a U.S. Securities and Exchange Commission settlement related to his other company, Audre Recognition Systems, Inc.; and
- b. Dennis DiRicco's ("DiRicco"), Golden Genesis's corporate secretary and board member, relevant regulatory and legal history consisted of:
 - i. A 1989 guilty plea to preparation of a false tax return in United States federal court after which he was required to serve five years of probation;
 - ii. 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 which he was sentenced to four months in prison and one year of supervised release;
 - iii. A 2008 desist and refrain order issued against DiRicco 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;
 - iv. A 2013 personal filing under Chapter 7 for bankruptcy; and
 - v. A 2013 adversary bankruptcy case filed against DiRicco alleging fraudulent conversion and damages.

(collectively, "DiRicco's Relevant Regulatory and Legal History").

164. Neither prior to nor at the time SC6 purchased Cryotherm's promissory note did Minuskin, Stoll, or anyone else at Retire Happy disclose to SC6 DiRicco's Relevant Regulatory and Legal History. DiRicco served as Cryotherm's chief financial officer.

165. Neither prior to nor at the time SC5 and SC8 purchased Until Tomorrow Drivetrains's promissory notes did Minuskin, Stoll, or anyone else at Retire Happy disclose to SC5 or SC8 DiRicco's Relevant Regulatory and Legal History. DiRicco served as Until Tomorrow Drivetrains's managing member, executive director, secretary, and chief financial officer.

VII. CONCLUSIONS OF LAW

166. Paragraphs 1 through 165 are incorporated by reference as though fully set forth herein.

167. The promissory notes offered and sold by the Respondents are securities, as defined by S.C. Code Ann. § 35-1-102(29).

168. Retire Happy acted as a broker-dealer in connection with the offer and sale of securities in South Carolina, as defined by S.C. Code Ann. § 35-1-102(4).

169. Retire Happy was not registered as a broker-dealer with the Division or exempt from such registration in violation of S.C. Code Ann. § 35-1-401(a).

170. Retire Happy acted as an investment adviser by providing investment advice regarding securities to SC Investors for compensation, as defined by S.C. Code Ann. § 35-1-102(15).

171. Retire Happy was not registered as an investment adviser with the Division or exempt from such registration in violation of S.C. Code Ann. § 35-1-403(a).

172. Minuskin acted as an agent in connection with the offer and sale of securities in South Carolina, as defined by S.C. Code Ann. § 35-1-102(2).

173. Minuskin was not registered as an agent with the Division or exempt from such registration in violation of S.C. Code Ann. § 35-1-402(a).

174. Minuskin acted as an investment adviser representative by providing investment advice regarding securities to SC Investors for compensation, as defined by S.C. Code Ann. § 35-1-102(16).

175. Minuskin was not registered as an investment adviser representative with the Division or exempt from such registration in violation of S.C. Code Ann. § 35-1-404(a).

176. Stoll acted as an agent in connection with the offer and sale of securities in South Carolina, as defined by S.C. Code Ann. § 35-1-102(2).

177. Stoll was not registered as an agent with the Division or exempt from such registration in violation of S.C. Code Ann. § 35-1-402(a).

178. Stoll acted as an investment adviser representative by providing investment advice regarding securities to SC Investors for compensation, as defined by S.C. Code Ann. § 35-1-102(16).

179. Stoll was not registered as an investment adviser representative with the Division or exempt from such registration in violation of S.C. Code Ann. § 35-1-404(a).

180. McDonald acted as an agent in connection with the offer and sale of securities in South Carolina, as defined by S.C. Code Ann. § 35-1-102(2).

181. McDonald was not registered as an agent with the Division or exempt from such registration in violation of S.C. Code Ann. § 35-1-402(a).

182. McDonald acted as an investment adviser representative by providing investment advice regarding securities to SC Investors for compensation, as defined by S.C. Code Ann. § 35-1-102(16).

183. McDonald was not registered as an investment adviser representative with the Division or exempt from such registration in violation of S.C. Code Ann. § 35-1-404(a).

184. In violation of S.C. Code Ann. § 35-1-501, the Respondents, in connection with the offer, sale, or purchase of a security, directly or indirectly, in this State: (1) employed a device, scheme, or artifice to defraud; (2) made untrue statements of material fact or omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; and (3) engaged in an act, practice, or course of business that operated or would operate as a fraud or deceit upon another person.

185. In violation of S.C. Code Ann. § 35-1-502, the Respondents, in connection with advising others for compensation, either directly or indirectly or through publications or writings, as to the value of securities or the advisability of investing in, purchasing, or selling securities or that, for compensation and as part of a regular business, issues or promulgates analyses or reports relating to securities: (1) employed a device, scheme, or artifice to defraud another person; and (2) engaged in an act, practice, or course of business that operated or would operate as a fraud or deceit upon another person.

186. The Respondents' violations of the Act set forth above provide the basis for this Order, pursuant to S.C. Code Ann. § 35-1-604(a)(1).

187. This Order is appropriate and in the public interest, pursuant to the Act.

VIII. ORDER

NOW THEREFORE, pursuant to S.C. Code Ann. § 35-1-604(a)(1), it is hereby **ORDERED** that:

- a. Each Respondent and every successor, affiliate, control person, agent, servant, and employee of each of the Respondents, and every entity owned, operated, or

indirectly or directly controlled by or on behalf of each of the Respondents shall **CEASE AND DESIST** from transacting business in this State in violation of the Act;

- b. The Respondents shall jointly and severally pay a civil penalty in the amount of one million five hundred ten thousand dollars (\$1,510,000.00) if this Order becomes effective by operation of law, or, if a Respondent seeks a hearing and any legal authority resolves this matter, pay a civil penalty in an amount not to exceed ten thousand dollars (\$10,000.00) for each violation of the Act by the Respondent(s); and
- c. The Respondents shall jointly and severally pay the costs associated with this investigation in the amount of twenty-one thousand ninety-eight dollars and eighty-eight cents (\$21,098.88) if this Order becomes effective by operation of law, or, if a Respondent seeks a hearing and any legal authority resolves this matter, pay the actual costs associated with the investigation and legal proceeding in accordance with S.C. Code Ann. § 35-1-604(e).

IX. NOTICE OF OPPORTUNITY FOR HEARING

Each of the Respondents is hereby notified that she/he/it has the right to a formal hearing on the matters contained herein. To schedule a hearing, a Respondent must file with the Division within thirty (30) days after the date of service of this Order, a written Answer specifically requesting a hearing. If any Respondent requests a hearing, the Division, within fifteen (15) days after receipt of a written request, will schedule a hearing for that Respondent. The written request shall be delivered to the Office of the Attorney General, 1000 Assembly Street, Columbia, South

Carolina 29201, or mailed to the Office of the Attorney General, Attention: Securities Division, P.O. Box 11549, Columbia, South Carolina 29211-1549.

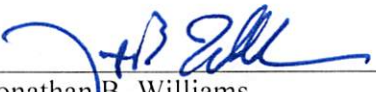
In the written Answer, a Respondent, in addition to requesting a hearing, shall admit or deny each factual allegation in this Order, shall set forth specific facts on which the Respondent relies, and shall set forth concisely the matters of law and affirmative defenses upon which the Respondent relies. If the Respondent is without knowledge or information sufficient to form a belief as to the truth of an allegation, the Respondent shall so state.

Failure by a Respondent to file a written request for a hearing in this matter within the thirty-day (30) period stated above shall be deemed a waiver by that Respondent of the right to such a hearing. Failure by a Respondent to file an Answer, including a request for a hearing, shall result in this Order becoming final by operation of law. The regulations governing the hearing process can be found at S.C. Code of Regulations § 13-604.

This Order does not prevent the Division or any law enforcement agency from seeking additional civil or criminal remedies as are available under the Act, including remedies related to the offers and sales of securities by the Respondents set forth above.

ENTERED, this the 25 day of May, 2022.

ALAN WILSON
SECURITIES COMMISSIONER

By: 
Jonathan B. Williams
Assistant Deputy Attorney General