



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE

IN THE MATTER OF:)
)
GOLDEN GENESIS, INC., d/b/a NUPLASMA;) AP-20-13
THOMAS F. CASEY; DENNIS R. DI RICCO;)
and CYNTHIA E. WADE,)
)
Respondents.)
)
)
Serve: Golden Genesis, Inc., d/b/a NuPlasma)
16486 Bernardo Center Drive, #170)
San Diego, CA 92128)
)
Thomas F. Casey)
914 Rainbow Crest Road)
Fallbrook, CA 92028-9618)
)
Dennis R. Di Ricco)
26002 NE 10th Street)
Camas, WA 98607)
)
and)
)
Cynthia E. Wade)
914 Rainbow Crest Road)
Fallbrook, CA 92028-9618)

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

On August 27, 2020, 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, Restitution, 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 April 4, 2016 and July 6, 2020 (“Relevant Period”), Respondents perpetrated a scheme that has defrauded more than 240 investors across the United States out of more than \$9 million through the sale of high-yielding promissory notes of Golden Genesis, Inc. (“Notes”). Among those investors defrauded are seven (7) Missouri residents (“MRs”) who, between May 20, 2016, and January 7, 2019, purchased a total of \$365,500 in Notes through an unregistered broker-dealer engaged by Respondents. At all times relevant to this matter, the Notes were unregistered, non-exempt securities in the State of Missouri. In connection with the offers and sales of the Notes to the MRs, Respondents made false or misleading statements to the MRs through pitch materials that represented to the MRs that their money was going to be used to develop and operate plasmapheresis centers. Instead, Respondents used investor funds in a manner contrary to the representations made to the investors and employed a Ponzi scheme to pay investors their purported returns. As a result of Respondents’ scheme, many investors, including the seven Missouri residents – four of whom were elderly at the time of their investment – sustained significant losses on their investments. By engaging in these activities and conduct, Respondents violated Sections 409.3-301, 409.4-402(d) and 409.5-501 of the Missouri Securities Act.¹

B. Respondents and Related Parties

1. Golden Genesis, Inc. (“GG”), is a Nevada corporation formed in March 2016 with a last known principal place of business at 16486 Bernardo Center Drive, #170, San Diego, CA 92128. GG purports to develop and operate plasmapheresis centers under the tradename NuPlasma.
2. Thomas F. Casey (“Casey”) is a sixty-eight-year-old California resident with a last known address at 914 Rainbow Crest Rd., Fallbrook, CA 92028-9618. During the Relevant Period, Casey was a co-owner of GG and served as GG’s president, chairman, chief executive officer and was a signatory on all GG bank accounts.
3. Cynthia E. Wade (“Wade”) is a sixty-two-year-old California resident residing at 914 Rainbow Crest Rd., Fallbrook, CA 92028-9618. Wade was a co-owner and head of administration for GG and, from May 25, 2018, a signatory on GG’s bank accounts at J.P. Morgan Chase & Company (“JPMC”).
4. Dennis R. Di Ricco (“Di Ricco”) is a seventy-two-year-old resident of Washington State with a last known address at 26002 NE 10th Street, Camas, WA 98607. During the Relevant Period, Di Ricco was a co-owner of GG and served as GG’s chief financial officer, corporate secretary and, until June 26, 2018, was a signatory on GG’s bank accounts.

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

5. Retire Happy, LLC (“Retire Happy”) was a Nevada limited liability company with a last known principal place of business at 4840 W. University Ave, A-1, Las Vegas, NV 89103. Retire Happy purportedly specialized in educating individuals on various types of qualified retirement accounts and alternative investments.
6. Review of Central Registration Depository (“CRD”) records indicates that, during the Relevant Period, Retire Happy was not registered or exempt from registration in Missouri or Nevada as a broker-dealer or investment adviser.
7. Land Jewels, Inc. (“Land Jewels”), is a Nevada corporation with a last known principal place of business at 4340 S. Valley View Blvd., #224, Las Vegas, NV 89103. Land Jewels purportedly engaged 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 Minuskin.
8. 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 or investment adviser.
9. Julie A. Minuskin (“Minuskin”) is a forty-two-year-old Nevada resident with a last known address at 7268 W. Camero Ave., Las Vegas, NV 89113-4643. During the Relevant Period, Minuskin was a co-owner of GG, the sole managing member and chief executive officer of Retire Happy and the sole managing member of Land Jewels.
10. Review of CRD records indicate that Minuskin, during the Relevant Period, was not registered or exempt from registration in Missouri or Nevada as an investment adviser representative or broker-dealer agent.
11. 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.
12. Electric Drivetrains, LLC (“EDT”), is a California limited liability company with a mailing of 26002 NE 10th Street, Camas, WA 98607. EDT purports to be a private investment company and, based on information and belief, is controlled by Di Ricco. EDT was an issuer of promissory notes through Retire Happy from January 31, 2017, through April 27, 2017.
13. Taxes by DDR, Inc. (“Taxes by DDR”), is a California corporation with a last known business address of 26002 NE 10th Street, Camas, WA 98607. Taxes by DDR purports to be an accounting 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.
14. Until Tomorrow Drivetrains, LLC (“UTD”), is a California limited liability company that,

based on information and belief, was founded by Di Ricco in November 2016. From November 2016 to May 2017, UTD had a registered business address tied to Di Ricco: 343 Franklin Street, Mountain View, CA 94041. Since that time, UTD changed its registered address to a property linked to a known associate of Di Ricco's, Alan Brooks, at 45 Hunter Ranch Rd, Napa, CA 94558. UTD purports to be a private investment company. UTD was an issuer of promissory notes through Retire Happy from December 7, through February 27, 2017.

15. West Coast Oil Holdings, LLC ("WCO"), is a Florida limited liability company with a last known principal place of business located at 5920 Lakewood Ranch Blvd., Bradenton, FL 34211. During the Relevant Period, Alan Brooks was a managing member of WCO. WCO was an issuer of promissory notes through Retire Happy from February 25, 2016, through March 16, 2017.
16. Alan K. Brooks ("Brooks") is a sixty-eight-year-old Colorado resident with a last known address at 10452 Marigold Ct., Highlands Ranch, CO 80126. During the Relevant Period, Brooks was the agent for service of process for both Taxes by DDR and UTD, and a managing member of WCO. Based on information and belief, Brooks was also an investor in Notes during the Relevant Period.

C. Origin of this Matter

17. 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. In that matter, Retire Happy is alleged to have, among other things, operated as an unregistered broker-dealer in the State of Missouri by offering and selling unregistered, non-exempt promissory notes of various issuers to Missouri investors. In that matter, several small companies had engaged Retire Happy to raise capital by soliciting investors and facilitating the execution of their respective promissory notes. The Respondent in this matter, GG, was one of those small companies.

D. The Offering and Sale of Golden Genesis Notes to Investors

18. Based on information and belief, GG and Casey were introduced to Retire Happy by Di Ricco in or around March 2016.
19. On April 1, 2016, GG and Casey entered into a written consulting agreement ("Consulting Agreement") with Retire Happy. Under the terms of the Consulting Agreement, in exchange for "identify[ing] potential investors interested in investing in the [GG] Promissory Note", Respondents agreed to pay Retire Happy twelve percent (12%) of the gross dollar amount (prior to any deductions, expenses or offsets of any kind) invested by each investor. In the Consulting Agreement, Retire Happy agreed to identify \$6 million of total funding for Respondents within twelve months following the execution of the Consulting Agreement. Further, the Consulting Agreement stated that "[t]he investors which [Retire Happy] will introduce to [Respondents] will be named and listed by signed copies of the Promissory Note *provided by [Respondents]*" (emphasis added). Finally, a

prominent representation appears in the Consulting Agreement stating that Retire Happy “is not a licensed securities dealer” and that the Consulting Agreement is “not intended for the purpose of buying, selling or trading securities.”

20. Retire Happy operated well beyond its defined role, as stated in the Consulting Agreement, of simply introducing prospective investors to Respondents. Specifically, Retire Happy supplied the Note document used in the transaction, assisted investors with rolling over their retirement accounts to Provident in preparation for the Note investment and controlled most of the transactional process with respect to the execution of the Notes.
21. The Note document was provided to GG and Casey by Retire Happy and created from a template promissory note document of unknown origin. Although Retire Happy shared a copy of the template promissory note document with Casey for review prior to initiating any offers or sales, Retire Happy made it clear to Casey that the language of the document was not to be altered, modified or amended. Retire Happy only permitted Casey to elect whether interest on the Notes was to be calculated daily, monthly or annually, and to select the timing of the interest and principal payments to the investor. To make the election, Casey placed a checkmark next to the appropriate selection, which appeared on the front page of the template Note document. Casey also signed the template promissory note document. From that point forward, the template promissory note document was ready for use.
22. For purposes of investor solicitations, Retire Happy coordinated with Casey to develop a ten-page presentation (“Presentation”) that served as pitch material for Retire Happy to disseminate via email to prospective investors. The Presentation, which attempted to provide a brief description of GG’s business and an explanation for the fund raising, was festooned with stock photos, emblems of prominent universities that bore no discernable affiliation with GG, unsubstantiated claims, arithmetic inconsistencies and, oddly, an offer for investors to receive special discounts on purchasing actual units of plasma from GG once it was actively harvesting plasma from donors.
23. The Presentation stated the following, in relevant part:
 - a. “Golden Genesis is seeking \$6 million in financing to develop 6 plasmapheresis centers that will collect blood plasma from donors between the ages of 18 and 25”;
 - b. “Ten Percent (10%) simple interest paid on the last day of each month”;
 - c. “Each loan is due two years from the date received by Golden Genesis, Inc.”; and
 - d. “Notes are secured by a promissory note [*sic*] and a UCC-1 Financing Statement on all assets of Golden Genesis, Inc., including equipment, inventory (together with a rolling, multi-million dollar, 60 - 90 day supply of plasma at each operational facility), receivables, intellectual property, patents, and bank accounts. Copies of the UCC-1 will be sent to the lenders once filed.” (“Security Promise #1”).

24. Working off a list of investor leads, which Retire Happy had purchased from a third-party provider, Retire Happy staff, all of whom were unregistered agents in the State of Missouri, began contacting leads, on behalf of GG, by telephone and/or email. In their communications with leads, Retire Happy staff would extol the benefits of so-called “self-directed IRAs” and “Solo 401K” retirement accounts, held at certain custodians like Provident, and the “alternative investments,” like the Notes, that could be made in such accounts, which would be prohibited in IRA and 401(k) accounts at more prominent custodians. In preparation of selling the lead a Note, Retire Happy staff solicited, and in many instances also actively assisted, the lead in opening an IRA or 401(k) retirement account at Provident or, if the lead already had an established IRA or 401(k) retirement account at a well-known financial institution, like Vanguard and Fidelity, rolling over their IRA or 401(k) account to Provident.
25. Within the course of these communications, Retire Happy disseminated the Presentation to the lead. Retire Happy staff placed follow-up calls to the leads to further induce their decision to invest in a Note.
26. Upon converting a lead into a prospective investor of a Note, Retire Happy would facilitate the execution of the Note without any involvement or participation of Respondents in the transactional process. Retire Happy maintained control of the prepared electronic form Note, which was pre-signed by Respondent Casey. To facilitate execution of the Note, Retire Happy staff would fill-in the investor’s name and Provident account title and number, the investment amount, and date, before emailing the form to the investor for countersignature and instructing the investor where on the form to sign.
27. Depending on the frequency of sales, Retire Happy would forward the fully executed Notes to Respondents one at a time or in batches, and provide Respondents with the name and email address, but no additional contact information, of each investor.
28. Respondent Casey’s signature appears on behalf of GG on the Notes purchased by all seven MRs in this matter.
29. In compensation for Retire Happy’s fund raising efforts, Respondents paid Retire Happy the agreed upon twelve percent (12%) fee (“Fee”), as per the Consulting Agreement.
30. A review of GG’s bank account records shows that Respondents routinely bifurcated the payment of the Fee to Retire Happy by paying ten percent of the total Fee to Retire Happy and paying the remaining two percent of the Fee to Land Jewels.

31. In 2016, the following four (4) MRs were offered and sold a Note through Retire Happy as described above:

Investor	Date of Investment	Age of Investor on Date of Investment	Interest Rate on the Note	Term of the Note	Amount Invested
MR1	5/20/2016	58	10% APR paid monthly	24 months [†]	\$20,000
MR2	8/10/2016	68	10% APR paid monthly	24 months [†]	\$14,000
MR3	8/29/2016	62	10% APR paid monthly	24 months [†]	\$26,500
MR4	10/5/2016	63	10% APR paid monthly	24 months [†]	\$100,000

[†]The Note provided that the 24-month term could be extended for an additional six months, but did not specify whether such option was held by one party or both parties, or whether the extension had to be memorialized in writing.

32. By October 2017 – more than a year after selling Notes to MR1-MR4 – despite having raised more than \$6 million from the nationwide sale of Notes through Retire Happy, Respondents had not opened a single plasmapheresis center or generated any business revenue.
33. After GG purportedly opened its first plasmapheresis center in San Marcos, Texas, on November 14, 2017, upon information and belief, GG and Casey coordinated with Retire Happy to develop new, updated pitch material for Retire Happy to disseminate via email to investor leads (the “Lending Opportunity Brochure”). The front cover of the Lending Opportunity Brochure prominently featured the NuPlasma trademark and Retire Happy’s corporate logo. The inside of the document was adorned with photos of the San Marcos outlet and contained more unsubstantiated claims but provided no substantive information about GG or its business. On page 2 of the Lending Opportunity Brochure, under the title “Lending Opportunity,” the document stated the following, in relevant part:
- a. Golden Genesis is now raising funds “to cover additional leasehold expenses and construction costs as well as unexpected expenses due to an extended original timeline as a result of Hurricane Harvey delays”;
 - b. Funding is to take the form of twelve-month promissory notes (with borrower’s option to extend the term for an additional six months) paying monthly interest of ten percent;
 - c. “The company will exit loan obligations using revenue generated funds from business operations”; and
 - d. “Promissory note secured by a UCC-1 Financing Statement on all assets of borrower, including, but not limited to, equipment, inventory, receivables, intellectual property, patents, and bank accounts” (“Security Promise #2”).

34. On the final page of the Lending Opportunity Brochure the following statement precedes a signature line for Respondent Casey on behalf of GG:

I hereby apply for a loan as summarized above. I certify that all the above information contained in the above Loan Summary is true and correct and that I have sufficient income, liquidity and cash flow to make the proposed payments as well as all my other obligations.

35. Based on information and belief, the Lending Opportunity Brochure was disseminated to investor leads from approximately January 2018 through September 2019.
36. The following three (3) MRs were offered and sold a Note through Retire Happy as described above:

Investor	Date of Investment	Age of Investor on Date of Investment	Interest Rate of the Note	Term of the Note	Amount Invested
MR5	2/1/2018	58	10% APR paid monthly	12 months	\$79,000
MR6	2/2/2018	52	10% APR paid monthly	12 months	\$100,000
MR7	1/7/2019	65	10% APR paid monthly	12 months	\$26,000

37. A review of GG’s bank account records shows incoming deposits, reflecting the capital raised by Retire Happy from the sale of Notes during the Relevant Period to be \$9,209,700.
38. The last known sale of a Note through Retire Happy occurred on September 18, 2019. The sale was made to a non-Missouri resident investor.
39. Based on information and belief, on or around February 14, 2020, Retire Happy ceased business operations.
40. Based on information and belief, Respondents, to date, continue to raise funds from new investors through the offer and sale of promissory notes booked into Provident accounts, but it is unclear whether former Retire Happy employees continue to be involved in these transactions.

E. Additional Findings

41. 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 Notes purchased by MR1-MR7.
42. At no time prior to or at the time MR1-MR7 purchased a Note did Respondents, either directly or indirectly through Retire Happy disclose to the MR1-MR7:

- a. that the Notes were not registered or exempt from registration in the State of Missouri;
 - b. that Retire Happy was not registered or exempt from registration to offer and sell securities in the State of Missouri;
 - c. that no employees of Retire Happy were registered or exempt from registration to offer and sell securities in the State of Missouri; and
 - d. Di Ricco’s relevant regulatory and legal history, including, but not limited to:
 - a 2008 cease and desist order issued 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;
 - a 2013 personal filing under Chapter 7 for bankruptcy; and
 - a 2013 adversary bankruptcy case filed against Di Ricco alleging fraudulent conversion and damages.
43. A review of records from GG’s bank accounts shows that Respondents remitted more than \$1 million in transaction-based compensation to Retire Happy and Land Jewels in connection with the sales of Notes to investors across the nation during the Relevant Period.
44. At no time prior to or after the purchase of a Note by MR1-MR7 did Respondents, directly or indirectly through Retire Happy, disclose to any MR the transaction-based compensation Retire Happy (or Land Jewels) would receive (or did receive) from Respondents as a result of the MR’s purchase of the Note.
45. Although each Note purchased by MR1-MR7 contains the following security language:
- “This note is secured by a UCC-1 Financing Statement on all assets of Holder, including, but not limited to, equipment, inventory, receivables, intellectual property, patents, and bank accounts”*,

“Holder” is defined on the Note document as the settlement counterparty on the transaction to GG – namely, the retirement account of the MR located at Provident. As such, if read literally, the security language would illogically suggest that the lender was providing the security interest for the lender’s own loan. Assuming the word “Holder” was an honest typographical error and should have read “Borrower,” which would have been consistent with Security Promise #1 in the Presentation and Security Promise #2 in the Lending Opportunity Brochure, a check of the records maintained by the Secretaries of States for Missouri, Nevada and California confirmed that at all times relevant to this matter, there was no UCC-1 Financing Statement filed by Respondents to perfect the security interest represented in the Notes purchased by the MRs. Consequentially, the security language

contained in the Notes misrepresented the Notes to MR1-MR7 as secured promissory notes when, in fact, they were not.

46. Throughout the Relevant Period, as Respondents diligently serviced the interest payments to unsuspecting Note holders, creating the illusion of a viable and financially sound start-up enterprise, GG, underneath its manufactured appearance, was at its core a Ponzi scheme, whereby Respondents financed GG's debt service on outstanding Notes from proceeds collected from the sale of Notes to new investors.
47. For example, in 2016, according to GG's bank records, despite GG generating no business revenue, only "income" from investor funds totaling more than \$4.8 million, GG was still able to pay an average monthly debt service of \$27,332.76 on outstanding Notes to investor accounts at Provident from April 2016 through December 2016.
48. Also, after purportedly opening its first plasmapheresis store in San Marcos, Texas, on November 14, 2017, GG's bank records indicate that GG received no obvious business revenue for the year. As in 2016, GG's only "income" for 2017 were from investors totaling more than \$1.7 million. Despite having no apparent business revenue, GG paid an average monthly debt service of \$47,593.83 on outstanding Notes to investor accounts at Provident from January 2017 through December 2017.
49. A review of GG's bank account records from 2018 and 2019 show similar activity as describe above, in which GG did not earn sufficient revenue to support its debt service to investors.
50. Additionally, in the midst of the Ponzi scheme, Respondents misappropriated investor funds out of GG's bank accounts into the accounts of unaffiliated entities controlled by Respondent Di Ricco for uses that ran contrary to the representations Respondents made to the MRs at the time of their investment.
51. For example, according to GG's bank account records, Di Ricco made a withdrawal of \$2.5 million from GG's savings account ending in #3416 ("**GG Account #3416**") on January 23, 2017. In the months leading up to that withdrawal, Di Ricco had effected two large funds transfers via telephone on October 1, 2016 and November 22, 2016, in the amounts of \$2 million and \$1 million, respectively, from GG's checking account ending in #2995 ("**GG Account #2995**") to GG Account #3416. Prior to those telephone transfers, the only "income" that had been received into GG Account #2995, other than \$434.01 in interest and \$1000 for the sale of GG stock to Casey, Wade, Di Ricco, and Minuskin, was approximately \$4.5 million from the sale of Notes to investors, including MR1-MR4.
52. Upon withdrawing the \$2.5 million from GG Account #3416, Di Ricco deposited the funds into the bank account of an unaffiliated but Di Ricco-controlled entity, UTD. A review of UTD's bank account records confirm a deposit of \$2.5 million being made by Di Ricco on January 23, 2017.
53. Two days later, on January 25, 2017, Di Ricco transferred the \$2.5 million from UTD's

bank account to the bank account of another unaffiliated but DiRicco-controlled entity, EDT. A review of EDT's bank account records confirms a deposit of \$2.5 million being made by Di Ricco on January 25, 2017.

54. GG received a series of payments from July 14, 2017, to December 28, 2017, into its bank accounts from EDT totaling nearly \$2.7 million. According to GG's bank account records, GG received the funds either through wire transfers directly from EDT's bank account or through deposits made by Di Ricco that, upon further analysis of EDT's bank records, show having originated from EDT. Di Ricco and Casey neither disclosed to MR1-MR4 Di Ricco's use of investor funds – which arguably included the funds invested by MR1-MR4 – nor did they request permission from MR1-MR4 to use their funds in this manner.
55. On April 5, 2017, Respondent Casey misused investor funds for his personal benefit by, among other things, arranging for himself personal loans totaling \$40,000.
56. According to GG bank records, Casey wrote check #2096 in the amount of \$20,000 to himself on April 5, 2017, and wrote check #2123 in the amount of \$20,000 to himself on May 2, 2017. The memo field of both checks reads, "Distribution-Loan to Shareholder." Casey neither disclosed to MR1-MR4 his personal use of investor funds – which arguably included the funds invested by MR1-MR4 – nor did Casey request permission from MR1-MR4 to use their funds for this purpose.
57. When, from time to time, random investors contacted Respondents requesting a return of their principal following the original maturity date of their Notes², Respondents routinely paid the requested principal back to the complaining investor, albeit with a ten percent haircut, ahead of paying the principal back to prior investors.
58. For example, a review of GG bank records shows a withdrawal of \$27,450 on October 11, 2018, in the form of a wire transfer to Provident for the benefit of investor TB's Roth IRA account. Recent telephone conversations with TB confirmed to the Enforcement Section that TB had complained to Retire Happy regarding the return of TB's principal following the August 8, 2018, original maturity date of TB's Note. According to transaction records obtained from Provident, TB had purchased a \$30,500 Note through Retire Happy on August 11, 2016. Meanwhile, MR1 and MR2, who according to those same Provident records, had purchased a \$20,000 Note on May 5, 2016, and a \$14,000 Note on August 10, 2016, respectively, have not, to date, received any return of their principal.
59. Additionally, a review of GG bank records shows a withdrawal of \$24,300 on November 30, 2018, in the form of a wire transfer to Provident for the benefit of investor JR's 401(k) account. Recent telephone conversations with JR confirmed to the Enforcement Section that JR had complained to Retire Happy regarding the return of JR's principal following the November 14, 2018, original maturity date of TB's Note. According to transaction records obtained from Provident, JR had purchased a \$27,000 Note through Retire Happy

² In order to string investors along and sustain the Ponzi scheme for as long as possible, Respondents typically unilaterally, without providing any notice to the investor, exercised the option to extend the term of the investor's Note for an additional six months.

on November 14, 2016. Meanwhile, MR1 and MR2, have not, to date, received any return of their principal.

60. On January 7, 2019, the date on which the last Missouri investor, MR7, purchased a Note, Respondents were more than five weeks deficient in returning the principal owed to several prior investors³, among them, MR1. Yet, at no time prior to or at the time MR7 purchased the Note did Respondents, either directly or indirectly through Retire Happy disclose to MR7 that Respondents were delinquent in returning principal to previous investors.
61. To date, despite having raised more than \$9 million from the nationwide sale of Notes through Retire Happy, Respondents have only opened the one purported plasmapheresis center in San Marcos, Texas. Furthermore, Respondents have not fully paid the debt service on the Notes purchased by MR1-MR7.
62. The following table summarizes the current status of the Note investments by the seven MRs:

Investor	Date of Investment	Age of Investor on Date of Investment	Amount Invested	Loss on Investment
MR1	5/20/2016	58	\$20,000	\$20,000 [†]
MR2	8/10/2016	68	\$14,000	\$14,000 [†]
MR3	8/29/2016	62	\$26,500	\$26,500 [†]
MR4	10/5/2016	63	\$100,000	\$100,000 [†]
MR5	2/1/2018	58	\$79,000	\$80,316.67 [‡]
MR6	2/2/2018	52	\$100,000	\$101,666.67 [‡]
MR7	1/7/2019	65	\$26,000	\$27,733.33 [‡]

[†]All expected interest payments were received.

[‡]Includes unreturned principal plus unpaid interest.

63. To date, the seven MRs have sustained an aggregate loss on their investments in the Notes of approximately \$370,216.67.

II. COMMISSIONER'S DETERMINATIONS AND FINDINGS

Multiple Violations of Offering and Selling Unregistered, Non-Exempt Securities

64. **THE COMMISSIONER DETERMINES** that Respondents offered and sold unregistered, non-exempt securities in the form of seven promissory notes to MR1-MR7, in the State of Missouri, in violation of Section 409.3-301.
65. At the time Respondents engaged in the conduct set forth above, four MRs were more than sixty-years-old and were elderly persons, as that term is defined under Section 409.6-604(d)(3)(B).

³ Based on the amended maturity date related to GG's unilateral election to extend interest payments on all Notes an additional six months.

66. Respondents' violations of Section 409.3-301 constitute an illegal act, practice, or course of business subject to the Commissioner's authority under Section 409.6-604.

Multiple Violations of Employing an Unregistered Agent

67. **THE COMMISSIONER FURTHER DETERMINES** that Respondents, in the course of issuing securities, employed or associated with an agent who transacted business seven times 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).
68. At the time Respondents engaged in the conduct set forth above, four MRs were more than sixty-years-old and were elderly persons, as that term is defined under Section 409.6-604(d)(3)(B).
69. Respondents' violations of Section 409.4-402(d) constitutes an illegal act, practice, or course of business subject to the Commissioner's authority under Section 409.6-604.

Multiple Violations of Section 409.5-501

70. **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 a state 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.
71. At the time Respondents engaged in the conduct set forth above, four MRs were more than sixty-years-old and were elderly persons, as that term is defined under Section 409.6-604(d)(3)(B).
72. Respondents' violations of Section 409.5-501 constitute engagement in an illegal act, practice, or course of business subject to the Commissioner's authority under Section 409.6-604.
73. 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. \$235,000 against Respondents, jointly and severally, for seven violations of Section 409.3-301, when four of these violations was committed against an elderly person, in a final order, unless Respondents request a hearing and show cause why the penalties should not be imposed;
- B. \$235,000 against Respondents, jointly and severally, for seven violations of Section 409.4-402(d), when four of these violations was committed against an elderly person, in a final order, unless Respondents request a hearing and show cause why the penalties should not be imposed;
- C. \$235,000 against Respondents, jointly and severally, for seven violation of Section 409.5-501, when four of these violations was committed against an elderly person, in a final order, unless Respondents request a hearing and show cause why the penalties should not be imposed;
- D. an order to pay restitution in the amount of \$370,216.67 against Respondents, jointly and severally, plus annual interest at a rate of eight percent from the dates of the violations, for any loss, including the amount of any actual damages that may have been caused by the Respondents' conduct;
- E. an award of the costs of the investigation in the amount of at least \$20,000 against Respondents, jointly and severally, in this proceeding and awarding any additional amounts to be determined after review of evidence submitted by the Enforcement Section, unless Respondents request a hearing and show cause why an award should not be made; and
- F. an order that the Commissioner provides such other relief as he deems just unless Respondents request a hearing and show cause why the relief should not be imposed.

SO ORDERED:

WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY,
MISSOURI THIS 31st DAY OF AUGUST, 2020.



JOHN R. ASHCROFT
SECRETARY OF STATE


DAVID M. MINNICK
COMMISSIONER OF SECURITIES



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE

IN THE MATTER OF:)
)
 GOLDEN GENESIS, INC., d/b/a NUPLASMA;) AP-20-13
 THOMAS F. CASEY; DENNIS R. DI RICCO;)
 and CYNTHIA E. WADE,)
)
Respondents.)
)
)
 Serve: Golden Genesis, Inc., d/b/a NuPlasma)
 16486 Bernardo Center Drive, #170)
 San Diego, CA 92128)
)
 Thomas F. Casey)
 914 Rainbow Crest Road)
 Fallbrook, CA 92028-9618)
)
 Dennis R. Di Ricco)
 26002 NE 10th Street)
 Camas, WA 98607)
)
 and)
)
 Cynthia E. Wade)
 914 Rainbow Crest Road)
 Fallbrook, CA 92028-9618)

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, 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 31st day of August, 2020, a copy of the foregoing Order to Cease and Desist and Order to Show Cause Why Restitution, Civil Penalties, Costs, and Other Administrative Relief Should Not Be Imposed in the above styled case was **mailed via certified U.S. mail to:**

Golden Genesis, Inc.
16486 Bernardo Center Drive, #170
San Diego, CA 92128

Thomas F. Casey
914 Rainbow Crest Rd.
Fallbrook, CA 92028-9618

Dennis R. Di Ricco
26002 NE 10th Street
Camas, WA 98607

Cynthia E. Wade
914 Rainbow Crest Road
Fallbrook, CA 92028-9618



Laurie Dawson
Securities Office Manager