

**COMMONWEALTH OF MASSACHUSETTS
OFFICE OF THE SECRETARY OF THE COMMONWEALTH
SECURITIES DIVISION
ONE ASHBURTON PLACE, ROOM 1701
BOSTON, MASSACHUSETTS 02108**

IN THE MATTER OF:)
)
PINK RIBBON ICO)
)
_____)

Docket No. E-2018-0029

CONSENT ORDER

I. PRELIMINARY STATEMENT

This Consent Order (“Order”) is entered into by the Massachusetts Securities Division (the “Division”) and Daniel Cash (hereinafter “Cash”) with respect to the investigation (Docket No. E-2018-0029) by the Enforcement Section of the Division (the “Enforcement Section”) uncovering violations of MASS. GEN. LAWS ch. 110A, the Massachusetts Uniform Securities Act (the “Act”), and the corresponding regulations promulgated thereunder at 950 MASS. CODE REGS. 10.00 – 14.414 (the “Regulations”).

On March 9, 2018, Cash submitted an Offer of Settlement (“Offer”) to the Division. Cash neither admits nor denies the Statement of Facts set forth in Section V and the Violations of Law set forth in Section VI herein, and consents to the entry of this Order by the Division, consistent with the language and terms of the Offer, settling the investigation (Docket No. E-2018-0029) hereby with prejudice.

II. JURISDICTION AND AUTHORITY

1. As provided for by the Act, the Division has jurisdiction over matters relating to securities. The Act authorizes the Division to regulate the offers and/or sales of securities, as well as those individuals offering and/or selling securities within the Commonwealth.
2. The Offer was made and this Order is entered in accordance with the Act. Specifically, the acts and practices investigated by the Enforcement Section took place in Massachusetts and were directed toward Massachusetts investors.

III. RELEVANT TIME PERIOD

3. Except as otherwise expressly stated, the conduct described herein occurred during the approximate time period of December 1, 2017 to the present (the “Relevant Time Period”).

IV. RESPONDENT

4. Daniel Cash is a natural person with a last known address in Marstons Mills, Massachusetts.
5. Pink Ribbon ICO is a Massachusetts entity with a principal place of business in Marstons Mills, Massachusetts.

V. STATEMENT OF FACTS

6. Cash created Pink Ribbon ICO, which purports to be a publicly traded company on the blockchain that supports women and families facing financial burdens from cancer.
7. Cash created a Facebook page titled “Pink Ribbon ICO” (hereinafter the “Pink Ribbon Facebook Page”).

8. The Pink Ribbon Facebook Page stated that Pink Ribbon ICO planned to create 26 million coins.
9. The Pink Ribbon Facebook Page stated that 8 million of which would be kept in holding by the creator.
10. The Pink Ribbon Facebook Page stated that “8 million of the proceeds will be given to the families in need.”
11. The Pink Ribbon Facebook Page stated “5 million coins would be used in mining to further advance the value of the funds in order to further perpetuate the fund.
12. The Pink Ribbon Facebook Page stated “5 million coins will be traded on the open market, which will increase the market cap, which inevitably increases[sic] the value of each individual coin, bringing more money to the families in need.”
13. After receiving the Division’s February 2, 2018 inquiry letter, Cash represented to the Division that he decided to “terminate” the Pink Ribbon Facebook Page.
14. As of February 21, 2018, the Pink Ribbon Facebook Page was still publicly accessible.
15. Pink Ribbon ICO Coins (hereinafter “PRC”) were to be available for purchase using USD or other cryptocurrencies.
16. Cash intended to pool funds raised from the sale of PRC “to support[] women and families facing financial burdens from cancer.”
17. Potential investors would have purchased PRC with a reasonable expectation of profits from the efforts of Cash.
18. During the Relevant Time Period, Cash has not been registered in any capacity in the securities industry in Massachusetts.

19. PRC are not registered in Massachusetts.

VI. VIOLATIONS OF LAW

Count I – Violations of MASS. GEN. LAWS ch. 110A, § 301

20. Section 301 of the Act provides:

It is unlawful for any person to offer or sell any security in the commonwealth unless:--

- (1) the security is registered under this chapter;
- (2) the security or transaction is exempted under section 402; or
- (3) the security is a federal covered security.

MASS. GEN. LAWS ch. 110A, § 301.

21. Section 401(k) of the Act provides:

“Security” means any note; stock; treasury stock; bond; debenture; evidence of indebtedness; certificate of interest or participation in any profit-sharing agreement; collateral-trust certificate; preorganization certificate or subscription; transferable share; investment contract; voting-trust certificate; certificate of deposit for a security; certificate of interest or participation in an oil, gas, or mining title or lease or in payments out of production under such a title or lease; or, in general, any interest or instrument commonly known as a “security,” or any certificate of interest or participation in, temporary or interim certificate for, receipt for, guarantee of, or warrant or right to subscribe to or purchase, any of the foregoing. “Security” does not include any insurance or endowment policy or annuity contract under which an insurance company promises to pay money either in a lump sum or periodically for life or some other specified period.

MASS. GEN. LAWS ch. 110A, § 401(k).

22. Section 14.401 of the Regulations provides:

Investment Contract, as used in Section 401(k) of the Act, includes:

- (1) any investment in a common enterprise with the expectation of profit to be derived through the essential managerial efforts of someone other than the investor. As used in 950 CMR 14.401, a "common enterprise" means an enterprise in which the fortunes of the investor are interwoven with and dependent upon the efforts and successes of those seeking the investment or a third party; and

(2) any investment by which an offeree furnishes initial value to an offeror, and a portion of this initial value is subject to the risks of the enterprise, and the furnishing of the initial value is induced by the offeror's promises or representations which give rise to a reasonable understanding that a valuable benefit of some kind over and above the initial value will accrue to the offeree as a result of the operation of the enterprise, and the offeree does not receive the right to exercise practical and actual control over the management of the enterprise.

950 MASS. CODE REGS. 14.401.

23. The Enforcement Section alleges that the conduct of Cash, as described above, constitutes violations of MASS. GEN. LAWS ch. 110A, § 301.

VII. ORDER

IT IS HEREBY ORDERED:

- A. Cash shall permanently cease and desist from selling unregistered or non-exempt securities in the Commonwealth of Massachusetts;
- B. Cash is censured by the Division;
- C. Cash shall discontinue making offers and sales of PRC in Massachusetts until PRC, or other such offerings, are registered as securities or exempt from registration as securities in Massachusetts. For any future registered or exempt offers of securities in Massachusetts, Cash shall file a Form U-2, Consent to Service of Process, with the Division as required by MASS. GEN. LAWS. ch. 110A, § 414(g);
- D. Prior to making any offers or sales of any future registered or exempt from registration securities in Massachusetts, Cash shall provide the Enforcement Section with written notice of such securities offerings; and
- E. Upon issuance of the Order, if Cash fails to comply with any of the terms set forth in the Division's Order, the Enforcement Section may take appropriate action. Additionally, after a fair hearing and the issuance of an appropriate order finding that

Cash has not complied with the Order, the Enforcement Section may move to have the Order declared null and void, in whole or in part, and re-institute the associated investigation.

VIII. NO DISQUALIFICATION

This Order waives any disqualifications in the Massachusetts laws, or rules or regulations thereunder, including any disqualifications from relying upon the registration exemptions or safe harbor provisions to which Cash may be subject. This Order is not intended to form the basis of any disqualifications under federal securities laws, rules or regulations thereunder, including but not limited to Section 3(a)(39) of the Securities Exchange Act of 1934 or Rule 506 of Regulation D under the Securities Act of 1933.

**WILLIAM FRANCIS GALVIN
SECRETARY OF THE COMMONWEALTH**

By: 

Bryan J. Lantagne
First Deputy – Secretary of State
Director – Massachusetts Securities Division
One Ashburton Place, Room 1701
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Date: March 27, 2018