

1 STATE OF CALIFORNIA  
2 BUSINESS, TRANSPORTATION AND HOUSING AGENCY  
3 DEPARTMENT OF FINANCIAL PROTECTION AND INNOVATION

4 **TO:** Retire Happy, LLC  
4840 W University Ave A-1  
5 Las Vegas, Nevada, 89103

6 Julie A. Minuskin  
4840 W University Ave A-1  
7 Las Vegas, Nevada, 89103

8 Joshua P. Stoll  
4840 W University Ave A-1  
9 Las Vegas, Nevada, 89103  
10

11 **DESIST AND REFRAIN ORDER**  
12 **(For violations of sections 25210, 25230, and 25401 of the Corporations Code)**

13 The Commissioner of the Department of Financial Protection and Innovation (Commissioner)  
14 finds that:

15 1. At all relevant times, Retire Happy, LLC (Retire Happy) was a Nevada limited  
16 liability company, with its principal place of business at 4840 W University Ave, A-1, Las Vegas,  
17 Nevada 89103. It maintained a website at www.retirehappy.com.

18 2. At all relevant times, Julie A. Minuskin (Minuskin) was the owner and managing  
19 member of Retire Happy.

20 3. At all relevant times, Joshua P. Stoll (Stoll) was employed by Retire Happy as a  
21 “retirement account specialist” under the direction and control of Minuskin.

22 I. Related Entities

23 4. Provident Trust Group, LLC (Provident) is a Nevada limited liability company  
24 with a principal place of business located at 8880 W. Sunset Road, Suite 250, Las Vegas, Nevada  
25 89148. Provident provides trust administration services, fund administration services, escrow  
26 services, asset custody and related services for self-directed individual retirement accounts (IRA),  
27 and 401(k) administration.  
28

1           5.       Adomani, Inc. (Adomani) is a Delaware corporation, formed on December 19,  
2 2016, with a last known principal place of business at 4740 Green River Road, Suite 106, Corona,  
3 California 92880.

4           6.       Cryotherm USA, Inc. (Cryotherm) was a Florida corporation formed on July 19, 2012,  
5 with a last known principal place of business at 2602 NE 10th Street, Camas, Washington  
6 98607.

7           7.       Dibo Holdings, LLC (Dibo Holdings) was a Florida limited liability company formed  
8 on July 25, 2011, with a last known principal place of business located at 501 Boating Club Road,  
9 Saint Augustine, Florida 32084.

10          8.       DNF Gap Funding, LLC (DNF Gap Funding) is a Nevada limited liability company  
11 formed on May 1, 2014, with a last known principal place of business located at 1810 E. Sahara  
12 Avenue, Suite 215, Las Vegas, Nevada 89104.

13          9.       Dream Team 1416, LLC (“Dream Team 1416”) was a Florida limited liability  
14 company formed on October 10, 2017, with a last known principal place of business located at 24  
15 Cathedral Place, Suite 200, Saint Augustine, Florida 32084.

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

19          11.       Golden Genesis, Inc. (Golden Genesis) is a Nevada corporation formed on March  
20 31, 2016, with a last known principal place of business located at 137 N. Guadalupe Street, San  
21 Marcos, Texas 78666.

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

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

28

1           14. Tired of Mining, LLC (Tired of Mining), is a Nevada limited liability company  
 2 formed on November 6, 2017, with a last known place of business at 4840 W. University Ave., A-1,  
 3 Las Vegas, NV 89103.

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

7           16. Virtual Communications Corporation (Virtual Communications) is a Nevada  
 8 corporation formed on January 26, 2012, with a last known principal place of business located at  
 9 6029 S. Fort Apache Road, Suite 130, Las Vegas, Nevada 89148.

10           17. Water Street Partners, LLC (Water Street Partners) is a Nevada limited liability  
 11 company formed on November 6, 2017, with a last known principal place of business located at 46 S.  
 12 Water Street, Henderson, Nevada 89015.

13           18. 1059 N. Wolcott, LLC (1059 N. Wolcott) was an Illinois limited liability company  
 14 formed on March 21, 2019, with a last known principal place of business located at 803 N. Campbell  
 15 Ave, Unit 2C, Chicago, Illinois 60622.

16           19. 2528 N. California, LLC (2528 N. California) is an Illinois limited liability company  
 17 formed on February 27, 2018, with a last known principal place of business located at 2528 N.  
 18 California Avenue, Chicago, Illinois 60647.

19           20. Each entity identified in paragraphs 5 through 19 shall hereinafter be referred to as an  
 20 “Issuer” and collectively as “Issuers.”

21   II. FACTUAL BACKGROUND

22           21. At all relevant times, Retire Happy operated a website that styled itself as providing  
 23 information on the benefits of self-directed individual retirement accounts (IRA). According to Retire  
 24 Happy’s website, the company claimed it “creates new approaches for clients to experience and learn  
 25 about a variety of lending opportunities, while simultaneously being educated on how to self-direct  
 26 their individual retirement account (IRA).” Retire Happy’s website also stated, it “prefers to educate  
 27 clients about alternative lending opportunities that are income producing, such as real estate.” In  
 28 addition to its website, Retire Happy representatives also shared information about the benefits of

1 self-directed IRAs and Retire Happy's services at various seminars. According to information Retire  
2 Happy emailed prospective clients, it promised to assist investors who did not have experience or  
3 knowledge about choosing their own investments by educating them on their options and making  
4 sure they accomplish their goals.

5         22. Retire Happy agents, including Stoll, cold called California residents, and explained  
6 how the company could help them self-direct their retirement savings and earn better returns than the  
7 stock market.

8         23. To participate in self-directed opportunities, Retire Happy told potential clients they  
9 had to transfer their money to a self-directed IRA custodian. Retire Happy encouraged potential  
10 clients to open self-directed IRA accounts with Provident. Retire Happy's staff even helped potential  
11 clients complete Provident's account set-up paperwork.

12         24. A 2012 Professional Alliance Agreement between Retire Happy and Provident  
13 provided that Provident would pay Retire Happy for each referral resulting in a successful new  
14 account opening as follows: (a) a one-time fee of twenty percent (20%) of net profits for trust and  
15 escrow services during the first year after the account was opened; (b) a one-time \$100.00 fee for  
16 each IRA and 401(k) account opened; (c) a one-time fee of twenty percent (20%) of net profits for  
17 fund administration services during the first year after the account was opened; and (d) a one-time fee  
18 of twenty percent (20%) of net profits for irrevocable life insurance trusts during the first year after  
19 the account was opened. The terms of this agreement also obligated Retire Happy to disclose the  
20 referral fees under the Professional Alliance Agreement to its clients.

21         25. Additionally, a 2015 Professional Alliance Fee Agreement between Retire Happy and  
22 Provident provided that, in addition to the fees that Retire Happy received under the Professional  
23 Alliance Agreement, Retire Happy would also receive fees according to the Fee Addendum attached  
24 to the Provident Fee Agreement if Retire Happy met a minimum production requirement of twenty-  
25 five (25) new accounts for referred customers per month. Specifically, Retire Happy would receive  
26 \$100 for each new Traditional/Roth IRA, SEP and Simple IRA, and Individual (K) plan account  
27 opened at Provident by a Retire Happy referred customer.

28

1           26.     Retire Happy received compensation for referring potential clients to Provident. It did  
2 not disclose this compensation to its California clients.

3           27.     California investors rolled over existing retirement and investment accounts into their  
4 Provident self-directed IRA accounts. By naming Retire Happy as the agent for transactions in their  
5 Provident Trust accounts, these investors became Retire Happy clients.

6           28.     Stoll contacted Retire Happy's California clients by electronic mail and by phone and  
7 promoted investment opportunities from various Issuers, primarily in the form of promissory notes.  
8 These promissory notes were issued by companies other than Retire Happy (Notes).

9           29.     The Commissioner finds that the Notes offered and sold by Retire Happy to California  
10 investors were investment contracts and therefore constituted securities pursuant to Corporations  
11 Code section 25019.

12          30.     Retire Happy entered into contracts with the Issuers to receive compensation for  
13 facilitating offers and sales of Issuer securities.

14          31.     According to one Issuer Finder's Fee Agreement (Finder's Fee Agreement),  
15 Retire Happy "has introduced and/or will introduce potential investors" to the Issuer for  
16 compensation. Specifically, the Finder's Fee Agreement states among other things that Retire Happy  
17 is authorized to "identify potential Investors interested in investing in the [Issuer's] Promissory Note"  
18 and that Retire Happy will "identify six million (\$6,000,000.00) [from investor funds] for the  
19 [Issuer] within 12 months"; investors will be given promissory notes and that for every investment,  
20 Retire Happy would receive "twelve percent (12%) of the proceeds"; and that Retire Happy's fees  
21 were to be "based on the gross amount invested, prior to any deductions, expenses or offsets of any  
22 kind." The Finder's Fee Agreement further states that "[t]his agreement relates solely to [Retire  
23 Happy's] services as a finder in introducing the [Issuer] to prospective investors" and that "[t]here are  
24 no additional services that [Retire Happy] is required to perform to be entitled to the above  
25 compensation in the event an investment is made."

26          32.     Further, the Finder's Fee Agreement provided that "[t]he investors which [Retire  
27 Happy] will introduce to [the Issuer] will be named and listed by signed copies of the Promissory  
28 note provided by the [Issuer]."

1           33.     Retire Happy entered into a finder’s fee agreement that identified among other things,  
2 the amount of money Retire Happy intended to raise for the Issuer, and the percentage of gross  
3 proceeds invested by each investor the Issuer agreed to pay Retire Happy.

4           34.     Retire Happy raised at least \$1,500,000 from California investors for the Issuer  
5 securities it offered and sold in the state.

6           35.     When presenting an investment opportunity, Stoll often told investors that investing in  
7 the Notes was safe and provided steady income in the form of a monthly interest payment. Stoll also  
8 represented that the Notes guaranteed at least a 10% return. Stoll assured California investors that  
9 many of the Issuer investment opportunities Retire Happy promoted were low risk because they were  
10 secured by assets such as real estate or intellectual property. Stoll also told investors that the Note  
11 opportunities would earn a better return than the traditional stock market.

12          36.     Retire Happy facilitated the investment of funds by California investors into the  
13 securities of the Issuers. Stoll often recommended the amount of money California investors should  
14 invest in offered Notes based on the amount the Issuer needed to raise. Retire Happy sent investors  
15 paperwork authorizing Provident to direct the investor’s funds to an identified Issuer’s Note. The  
16 investment details, including investment amount, interest rate, and note term were already filled out;  
17 the investor only needed to sign and return the paperwork.

18          37.     When an investor’s Provident account showed available funds, Stoll offered additional  
19 opportunities to reinvest funds.

20          38.     At all relevant times, Retire Happy received compensation for facilitating offers and  
21 sales of Issuer securities to California investors. Retire Happy did not disclose the compensation it  
22 received from Issuers to California investors.

23          39.     On or about March 31, 2020, the Enforcement Section of the Securities Division of the  
24 Office of Secretary of State for the state of Missouri issued an Order to Cease and Desist and Order to  
25 Show Cause Why Restitution, Civil Penalties, Costs, and other Administrative Relief Should Not Be  
26 Imposed in Case No.: AP-20-06 (Missouri Order). The Missouri Order alleged, among other things,  
27 that Retire Happy, Minuskin, and Stoll committed multiple securities violations by offering and  
28 selling unregistered securities; that Retire Happy acted as an unregistered broker dealer; that Stoll

1 acted as an unregistered agent, and that Retire Happy and Stoll acted as an unregistered investment  
2 adviser/investment adviser representatives. Following a multiple day hearing, in which Retire Happy,  
3 Minuskin, and Stoll contested the allegations against them, the Missouri Commissioner of Securities  
4 issued Findings of Fact, Conclusions, and Final Order to Cease and Desist And Order Awarding Civil  
5 Penalties, Costs, and Restitution (Missouri Final Order). The Missouri Final Order, among other  
6 things, found that Retire Happy and Stoll received compensation for providing investment advice to  
7 investors pursuant to the terms of Retire Happy’s Professional Alliance Agreement with Provident  
8 and Issuer Finder’s Fee Agreements. Additionally, the Missouri Final Order concluded that Retire  
9 Happy, Minuskin, and Stoll made misleading statements to investors by stating that investing in  
10 promissory notes is better than investing in the stock market because an investor can earn superior  
11 interest.

12 40. On or about April 8, 2022, the Securities and Exchange Commission (SEC) filed a  
13 federal complaint (Complaint) in the Southern District of California against Minuskin, Stoll, Dennis  
14 DiRicco (principal of a Note issuer), Thomas Casey (principal of a Note issuer), and Golden Genesis,  
15 Inc. (Note Issuer) for multiple violations of the Securities Exchange Act. The SEC’s Complaint  
16 alleged that Minuskin and Stoll offered and sold unregistered securities and acted as unregistered  
17 brokers. The Complaint also alleged that Minsukin committed fraud by directly making, and  
18 indirectly through Stoll repeating, statements to investors that Notes issued by Issuers Golden  
19 Genesis and Until Tomorrow were “safe and secure investments” although Minuskin had never  
20 conducted due diligence on these investment opportunities and had no legitimate basis for making  
21 such statements. The SEC alleged that prior regulatory and civil actions against Dennis DiRicco and  
22 Thomas Casey were never disclosed to investors, including a 2009 California Department of  
23 Corporations Desist and Refrain Order against DiRicco for securities violations. The Complaint  
24 further alleged that Minuskin aided and abetted fraudulent conduct by instructing Stoll to continue to  
25 promote Golden Genesis and Until Tomorrow as safe and secure investments when she had  
26 information that investor funds were being used to pay other investors. On or about July 29, 2022,  
27 The Clerk of the Southern District of California entered a Default Judgment against Minuskin and  
28 Stoll in Civil Case No. 3:22-cv-00483-RSH-AGH.

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**III. DESIST AND REFRAIN ORDER**

41. The Department of Financial Protection and Innovation (Department) regulates California broker-dealers and investment advisers, under the Corporate Securities Law of 1968 (CSL) (Cal. Corp. Code §§ 25000-25707).

42. It is unlawful for a broker-dealer to effect any transaction in, or induce or attempt to induce the purchase or sale of, any security in California unless the broker-dealer has first applied for and secured from the Commissioner a certificate, then in effect, authorizing that person to act in that capacity or unless the person is exempt from certification. (Corp. Code, § 25210, subd. (a).)

43. The CSL defines “broker-dealer” in Corporations Code section 25004 as “any person engaged in the business of effecting transactions in securities in this state for the account of others or for his own account.” Section 25210, subdivision (a), prohibits a broker-dealer from effecting “any transaction in, or induce or attempt to induce the purchase or sale of, any security in this state unless the broker-dealer has first applied for and secured from the commissioner a certificate, then in effect, authorizing that person to act in that capacity.”

44. As described above, Retire Happy, Minuskin, and Stoll offered, sold, and effected securities transactions, in California.

45. At all relevant times, Retire Happy, Minuskin, and Stoll did not have certificates issued by the Commissioner authorizing them to engage in the business of a broker-dealer in California. Retire Happy, Minuskin, and Stoll were not exempt from the certification requirement.

46. At all relevant times, Retire Happy, by and through its agents, recommended that California investors purchase Notes using self-directed IRA accounts. Retire Happy advised investors that these Notes would provide steady monthly income and a high rate of return. Retire Happy, Minuskin, and Stoll received compensation for promoting Issuers’ Notes.

47. It is unlawful for any person to conduct business as an investment adviser in California unless the person has first applied for and secured from the Commissioner a certificate, then in effect, authorizing the person to do so or unless the person is exempt from certification. (Corp. Code, § 25230, subd. (a).)



1           48.     “Investment adviser” means any person who, for compensation, engages in the  
2 business of advising others, either directly or through publications or writings, as to the value of  
3 securities or as to the advisability of investing in, purchasing, or selling securities, or who, for  
4 compensation and as a part of a regular business, publishes analyses or reports concerning securities.  
5 (Corp. Code, § 25009, subd. (a).) Through its representatives or associated individuals, an investment  
6 adviser makes recommendations or otherwise renders advice regarding securities, manages accounts  
7 or portfolios of clients, or determines which recommendation or advice regarding securities should be  
8 given. (§ 25009.5, subd. (a).)

9           49.     At all relevant times, Retire Happy, Minuskin, and Stoll did not have certificates  
10 issued by the Commissioner authorizing them to conduct business as an investment adviser in  
11 California. Retire Happy, Minuskin, and Stoll were not exempt from the certification requirement.

12           50.     In addition, Retire Happy, Minuskin, and Stoll made material misrepresentations or  
13 omissions of material facts in connection with the offer and sale of Notes, including, but not limited  
14 to, the following:

15                 a.       That the Notes promoted by Retire Happy were safe. Retire Happy, Minuskin,  
16 and Stoll did not conduct due diligence on these investment opportunities and had no legitimate basis  
17 for making such statements.

18                 b.       That the Notes promoted by Retire Happy would earn better returns than the  
19 traditional stock market. Retire Happy, Minuskin, and Stoll did not conduct due diligence on these  
20 investment opportunities and had no legitimate basis for making such statements.

21                 c.       That the Notes Retire Happy promoted were low risk because they were  
22 secured by assets such as real estate or intellectual property. Retire Happy, Minuskin, and Stoll did  
23 not conduct due diligence on these investment opportunities and had no legitimate basis for making  
24 such statements.

25                 d.       Retire Happy, Minuskin, and Stoll failed to disclose that they were receiving  
26 compensation received for referring California investors to Provident to open self-directed accounts.

27                 e.       Retire Happy, Minuskin, and Stoll failed to disclose that they were receiving  
28 compensation for raising money from California investors for Issuers.

1           Based upon the foregoing, the Commissioner of Financial Protection and Innovation, finds  
2 that Retire Happy, LLC, Julie A. Minuskin, and Joshua P. Stoll have effected transactions in  
3 securities as broker-dealers without having first applied for and secured from the Commissioner a  
4 certificate, then in effect, authorizing these persons to act in that capacity, in violation of  
5 Corporations Code section 25210.

6           Pursuant to Corporations Code section 25532, Retire Happy, LLC, Julie A. Minuskin, and  
7 Joshua P. Stoll are hereby ordered to desist and refrain from effecting any transaction, in, or inducing,  
8 or attempting to induce the purchase or sale of, any security in this state, unless and until they have  
9 first applied for and secured from the Commissioner a certificate authorizing them to act as a broker-  
10 dealer, or unless exempt.

11           Further, the Commissioner is of the opinion that Retire Happy, LLC, Julie A. Minuskin, and  
12 Joshua P. Stoll have conducted business as investment advisers in this state without first securing  
13 from the Commissioner a certificate authorizing them do so or unless they are exempt, in violation of  
14 Corporations Code section 25230. Moreover, neither Retire Happy, LLC, Julie A. Minuskin, nor  
15 Joshua P. Stoll are exempt from the requirements of Corporations Code section 25230.

16           Pursuant to Corporations Code section 25532, Retire Happy, LLC, Julie A. Minuskin, and  
17 Joshua P. Stoll are hereby ordered to desist and refrain from acting as investment advisers in the State  
18 of California unless and until they have first applied for and secured from the Commissioner a  
19 certificate authorizing them to act as an investment adviser, or established a valid exemption.

20           The Commissioner is further of the opinion that the Notes were offered or sold in this state by  
21 means of untrue statements of material fact or omissions of material facts necessary to make the  
22 statements made, in the light of the circumstances under which the statements were made, not  
23 misleading, in violation of Corporations Code section 25401.

24           Furthermore, Retire Happy, LLC, Julie A. Minuskin, and Joshua P. Stoll are ordered to desist  
25 and refrain from offering securities in this state by means of untrue statements of material fact or  
26 omissions of material facts necessary to make the statements made, in the light of the circumstances  
27 under which the statements were made, not misleading in violation of Corporations Code section  
28 25401.

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

This Order is necessary, in the public interest, for the protection of investors, and consistent with the purposes, policies, and provisions of the CSL.

DATED: March 24, 2023  
Sacramento, California

CLOTHILDE V. HEWLETT  
Commissioner of Financial Protection and Innovation



By: \_\_\_\_\_  
MARY ANN SMITH  
Deputy Commissioner  
Enforcement Division