

TRAVIS J. ILES
SECURITIES COMMISSIONER



CLINTON EDGAR
DEPUTY SECURITIES COMMISSIONER

Mail: P.O. BOX 13167
AUSTIN, TEXAS 78711-3167

Phone: (512) 305-8300
Facsimile: (512) 305-8310

Texas State Securities Board

208 E. 10th Street, 5th Floor
Austin, Texas 78701-2407
www.ssb.texas.gov

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CHAIR

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IN THE MATTER OF
LOUDMINES AND ROSE DAVIS

§
§

Order No. ENF-20-CDO-1812

LOUDMINES

4937 Michael Drive, Houston, Texas 77017

ROSE DAVIS

4937 Michael Drive, Houston, Texas 77017

EMERGENCY CEASE AND DESIST ORDER

This is your OFFICIAL NOTICE of the issuance by the Securities Commissioner of the State of Texas ("Securities Commissioner") of an EMERGENCY CEASE AND DESIST ORDER pursuant to Section 23-2 of The Securities Act, Tex. Rev. Civ. Stats. Ann. arts. 581-1-581-45 (the "Texas Securities Act").

The Enforcement Division of the Texas State Securities Board has presented evidence sufficient for the Securities Commissioner to find that:

FINDINGS OF FACT

1. LoudMines ("Respondent LoudMines") claims to maintain its office at 4937 Michael Drive, Houston, Texas 77017.
2. Rose Davis ("Respondent Davis") is an employee of Respondent LoudMines, and she may be served at 4937 Michael Drive, Houston, Texas 77017.

CRYPTOCURRENCY INVESTMENTS

3. Respondent LoudMines claims to be an international cryptocurrency trading platform that trades bitcoin and mines cryptocurrency through remote datacenters.
4. Respondent LoudMines is now issuing cryptocurrency investments that incorporate bitcoin trading, and potential investors can purchase the cryptocurrency investments through its public internet website at www.loudmines.com (the "LoudMines Website").
5. The LoudMines Website describes the investments as Investment Plans and explains their terms as follows:

- A. Respondent LoudMines is representing a minimum investment in the amount of 0.2 bitcoin in its Starter Investment Plan will return more than 35 percent in daily profits;
 - B. Respondent LoudMines is representing a minimum investment in the amount of 0.47 bitcoin in its Silver Investment Plan will return more than 65 percent in daily profits;
 - C. Respondent LoudMines is representing a minimum investment in the amount of 1.46 bitcoin in its Gold Investment Plan will return more than 100 percent in daily profits; and
 - D. Respondent LoudMines is representing a minimum investment in the amount of 13.84 bitcoin in its Platinum Investment Plan will return more than 600 percent in daily profits.
6. Respondent LoudMines is representing it charges commissions in the form of transaction fees that are included in the costs of the investments.

GUARANTEES OF PROFITABILITY

- 7. Respondent LoudMines claims it is able to generate profits and provide a source of passive income regardless of changes in the price of bitcoin.
- 8. Respondent Davis is telling investors that an investment of 0.15 bitcoin is guaranteed to return a profit of 0.46 bitcoin within fourteen days of completing the trading process.
- 9. Respondent Davis is telling investors there is no risk of losing money.

THE FALSE CLAIM THAT LOUDMINES HAS BEEN TRADEMARKED

- 10. Respondent LoudMines falsely claims the name LoudMines has been trademarked.

THE FALSE CLAIM THAT RESPONDENT LOUDMINES IS A TEXAS BUSINESS

- 11. Respondent LoudMines is representing it maintains its office at 4937 Michael Drive, Houston, Texas 77017.
- 12. Although Respondent LoudMines is representing it maintains its office in Texas, Respondent LoudMines has not filed with the Texas Secretary of State and is not authorized by the Texas Secretary of State to transact business in Texas as a foreign or domestic entity.
- 13. Additionally, although Respondent LoudMines is representing it maintains its office at 4937 Michael Drive, Houston, Texas 77017, this address is associated with a

residence and not a corporate office, data mining center, or a similar business operation.

REGISTRATION VIOLATIONS

14. Respondents have not been registered with the Securities Commissioner as dealers or agents at any time material hereto.
15. The investments in the Starter, Silver, Gold and Platinum Investment Plans have not been registered by qualification, notification, or coordination at any time material hereto, and no permit has been granted for their sale in Texas.

FRAUD AND THE FAILURE TO DISCLOSE INFORMATION RELATING TO PRINCIPALS AND MANAGERS

16. In connection with the offer of investments in the Starter, Silver, Gold and Platinum Investment Plans, Respondents are intentionally failing to disclose the following material facts relating to the principals and managers of Respondent LoudMines:
 - A. Respondents are intentionally failing to disclose the identity of the principals and managers of Respondent LoudMines; and
 - B. Respondents are intentionally failing to disclose the business repute, qualifications and experience of the principals and managers of Respondent LoudMines.

FRAUD AND DECEPTION AND THE BUSINESS OF RESPONDENT LOUDMINES

17. In connection with the offer of investments in the Starter, Silver, Gold and Platinum Investment Plans, Respondents are intentionally failing to disclose the strategy for generating profits.
18. In connection with the offer of investments in the Starter, Silver, Gold and Platinum Investment Plans, Respondent LoudMines is intentionally failing to disclose the assets, liabilities or other financial information that demonstrates its ability to pay profits to investors regardless of the price of Bitcoin.

FRAUD AND THE REPRESENTATIONS THAT LOUDMINES HAS BEEN TRADEMARKED

19. In connection with the offer of investments in the Starter, Silver, Gold and Platinum Investment Plans, Respondent LoudMines is misrepresenting LoudMines has been trademarked, and this misrepresentation constitutes a misrepresentation of a relevant fact.

**DECEPTION AND REPRESENTATIONS THAT
RESPONDENT LOUDMINES IS OPERATING AS A TEXAS BUSINESS**

20. Respondent LoudMines is representing it maintains its office at 4937 Michael Drive, Houston, Texas 77017. This statement is materially misleading or otherwise likely to deceive the public because:
- A. Respondent LoudMines has not filed with the Texas Secretary of State and is not authorized to transact business in Texas as a foreign or domestic entity; and
 - B. This address is associated with a residence and not a corporate office, data mining center, or a similar business operation that is capable of providing the services Respondents purport to offer investors.

**DECEPTION AND THE CONCEALMENT
OF THE RISKS ASSOCIATED WITH CRYPTOCURRENCIES**

21. Respondents are representing the investments in the Starter, Silver, Gold and Platinum Investment Plans will return profits regardless of the price of Bitcoin. This statement is materially misleading or otherwise likely to deceive the public because they are not disclosing the risks associated with cryptocurrencies and investments tied to cryptocurrencies, including the following risks:
- A. Governments may adopt legislation or regulations that may negatively impact the use, transfer, exchange, or price of cryptocurrencies;
 - B. Cryptocurrencies are volatile, and the price of a cryptocurrency as it relates to fiat currency may decrease over a short period of time, resulting in significant loss to owners of cryptocurrencies;
 - C. A system or technical failure, or deficient source code, may negatively impact the ability to exchange cryptocurrencies for fiat currencies, as well as the price of cryptocurrencies;
 - D. A hacking incident or malicious attack may negatively impact the price of cryptocurrencies; and
 - E. Cryptocurrencies compete with all other cryptocurrencies, and this competition may negatively impact the price of a specific cryptocurrency.

CONCLUSIONS OF LAW

- 1. The investments in the Starter, Silver, Gold and Platinum Investment Plans are securities as the term is defined by Section 4.A of the Securities Act.
- 2. Respondents are violating Section 7 of the Securities Act by offering securities for sale in Texas at a time when the securities are not registered with the Securities Commissioner.

3. Respondents are violating Section 12 of the Securities Act by offering securities for sale in Texas without being registered pursuant to the provisions of Section 12 of the Securities Act.
4. Respondents are engaging in fraud in connection with the offer for sale of securities.
5. Respondents have made an offer containing statements that are materially misleading or otherwise likely to deceive the public.
6. Respondent's conduct, acts, and practices threaten immediate and irreparable public harm.
7. The foregoing violations constitute bases for the issuance of an Emergency Cease and Desist Order pursuant to Section 23-2 of the Securities Act.

ORDER

1. It is therefore ORDERED Respondents immediately CEASE AND DESIST from offering for sale any security in Texas until the security is registered with the Securities Commissioner or is offered pursuant to an exemption from registration under the Securities Act.
2. It is further ORDERED Respondents immediately CEASE AND DESIST from acting as a securities dealer or agent in Texas until Respondents are registered with the Securities Commissioner or is acting pursuant to an exemption from registration under the Securities Act.
3. It is further ORDERED Respondents immediately CEASE AND DESIST from engaging in any fraud in connection with the offer for sale of any security in Texas.
4. It is further ORDERED Respondents immediately CEASE AND DESIST from offering securities in Texas through an offer containing a statement that is materially misleading or otherwise likely to deceive the public.

NOTICE

Pursuant to Section 23-2 of the Texas Securities Act, you may request a hearing before the 31st day after the date you were served with this Order. The request for a hearing must be in writing, directed to the Securities Commissioner, and state the grounds for the request to set aside or modify the Order. Failure to request a hearing will result in the Order becoming final and non-appealable.

You are advised under Section 29.D of the Texas Securities Act that any knowing violation of an order issued by the Securities Commissioner under the authority of Section 23-2 of the Texas Securities Act is a criminal offense punishable by a fine of not more than \$10,000, or imprisonment in the penitentiary for two to ten years, or by both such fine and imprisonment.

SIGNED AND ENTERED by the Securities Commissioner this 8th day of July,
2020.



TRAVIS J. ILES
Securities Commissioner