

STATE OF MICHIGAN  
DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS  
CORPORATIONS, SECURITIES, AND COMMERCIAL LICENSING BUREAU

In the Matter of:

Complaint No. 344215

JULIE MINUSKIN  
Unregistered

Respondent.

This 19<sup>th</sup> day of January, 2022  
Issued and entered

NOTICE AND ORDER TO CEASE AND DESIST

Linda Clegg, the director (“Administrator”) of the Corporations, Securities, and Commercial Licensing Bureau (“Bureau”), pursuant to her statutory authority and responsibility to administer and enforce the Michigan Uniform Securities Act (2002), 2008 PA 551, as amended, MCL 451.2101 *et seq* (“Securities Act”), hereby orders Julie Minuskin (“Respondent”) to cease and desist from materially aiding in violations of MCL 451.2301, MCL 451.2401, MCL 451.2402, and MCL 451.2501 of the Securities Act by Retire Happy, LLC; Josh Stoll; DNF Gap Funding, LLC; and CryoTherm USA, Inc., contrary to the Securities Act. Respondent is notified of the opportunity to request a hearing in this matter.

**I. BACKGROUND**

**A. The Respondent**

1. Julie Minuskin is an individual from Nevada who is or was the founder, CEO, and managing member of Retire Happy, LLC, a Nevada-organized limited liability company. Respondent was a control person for Retire Happy, LLC and directed its operations. She holds no registrations and has registered no securities offerings under the Securities Act in Michigan.

**B. Findings of Fact**

1. Bureau staff investigated Respondent's activities under the Securities Act after receiving a consumer complaint related to investments in DNF Gap Funding, LLC and CryoTherm USA, Inc. that were offered and sold by Retire Happy, LLC and Josh Stoll.
2. The investigation developed evidence that Respondent owned and operated Retire Happy, LLC and was responsible for directing its operations as its founder and CEO, including employing and directing Stoll to engage in the offer and sale of notes issued by DNF Gap Funding, LLC and CryoTherm USA, Inc. for a finder's fee payable to Retire Happy, LLC.
3. The Bureau, concurrent with the issuance of this Notice and Order to Cease and Desist is issuing the following administrative cease and desist orders under MCL 451.2604:
  - A. Complaint No. 344211, DNF Gap Funding, LLC, for violating MCK 451.2301, MCL 451.2402(4), and MCL 451.2501;
  - B. Complaint No. 344212, Retire Happy, LLC, for violating MCL 451.2301, MCL 451.2401, MCL 451.2402(4), and MCL 451.2501;
  - C. Complaint No. 344213, CryoTherm USA, Inc., for violating MCL 451.2301, MCL 451.2402(4), and MCL 451.2501; and
  - D. Complaint No. 344214, Josh Stoll, for violating MCL 451.2301, MCL 451.2402(1), and MCL 451.2501.
4. Respondent as the founder, CEO, and managing member of Retire Happy, LLC was a direct causal connection between the conduct leading to the issuance of the Notices and Orders to Cease and Desist in the preceding paragraph and the harm caused to the Michigan investor harmed by that conduct.
5. Respondent knew or should have known that the securities offered and sold to the Michigan investor were not registered or exempt, that Retire Happy, LLC was not registered or exempt as a broker-dealer, that Josh Stoll was not registered or exempt as an agent, and that Josh Stoll was making false or misleading statements in connection with the offer and sale of the notes issued by DNF Gap Funding, LLC and CryoTherm USA, Inc.

## II. RELEVANT STATUTORY PROVISIONS

1. Section 604(1) of the Securities Act, MCL 451.2604(1), states in part:

If the administrator determines that a person has engaged, is engaging, or is about to engage in an act, practice, or course of business constituting a violation of this act or a rule adopted or order issued under this act, *or that a person has materially aided, is materially aiding, or is about to materially aid an act, practice, or course of business constituting a violation of this act, or a rule adopted or order issued under this act*, the administrator may do 1 or more of the following:

- (a) Issue an order directing the person to cease and desist from engaging in the act, practice, or course of business or to take other action necessary or appropriate to comply with this act... (*Emphasis added*).

## III. CONCLUSIONS OF LAW

1. Respondent Julie Minuskin materially aided DNF Gap Funding, LLC; Retire Happy, LLC; CryoTherm USA, Inc.; and Josh Stoll in violating sections 301, 401, 402, and 501 of the Securities Act, MCL 451.2301, 451.2401, 451.2402, and 451.2501, justifying the issuance of an order pursuant to section 604(1) of the Securities Act, MCL 451.2604(1).

## IV. ORDER

IT IS THEREFORE ORDERED, pursuant to section 604 of the Securities Act, MCL 451.2604, that:

- A. Respondent shall immediately CEASE AND DESIST from materially aiding in violations of the Securities Act, contrary to the Securities Act.
- B. Pursuant to section 604(2) of the Securities Act, this Notice and Order to Cease and Desist is IMMEDIATELY EFFECTIVE.
- C. In a Final Order, the Administrator intends to impose civil fines of \$20,000.00 against Respondent under MCL 451.2604(4). This Notice and Order to Cease and Desist may become final pursuant to Section VI, below.
- D. Pursuant to section 508 of the Securities Act, MCL 451.2508, a person that willfully violates the Securities Act, or an order issued under the Securities Act, is guilty of a felony punishable by imprisonment for not more than 10 years or a fine of not more than \$500,000.00 for each violation, or both. An individual convicted

of violating a rule or order under this act may be fined, but shall not be imprisoned, if the individual did not have knowledge of the rule or order.

**V. NOTICE OF OPPORTUNITY FOR HEARING**

Section 604 of the Securities Act, MCL 451.2604, provides that Respondent has 30 days beginning with the first day after the date of service of this Notice and Order to Cease and Desist to submit a written request to the Administrator asking that this matter be scheduled for a hearing. If the Administrator receives a written request in a timely manner, the Administrator shall schedule a hearing within 15 days after receipt of the request. The written request for a hearing must be addressed to:

Corporations, Securities & Commercial Licensing Bureau  
Regulatory Compliance Division  
P.O. Box 30018  
Lansing, MI 48909

By email: [CSCL-FOIA@Michigan.gov](mailto:CSCL-FOIA@Michigan.gov)

**VI. ORDER FINAL ABSENT HEARING REQUEST**

- A. Under section 604 of the Securities Act, MCL 451.2604, the Respondent's failure to submit a written request for a hearing to the Administrator within 30 days after the service date of this **NOTICE AND ORDER TO CEASE AND DESIST** shall result in this order becoming a **FINAL ORDER** by operation of law. The **FINAL ORDER** includes the imposition of the fines cited described in section IV.C., and the fine amounts set forth below will become due and payable to the Administrator within sixty (60) days after the date this order becomes final:

\$20,000.00 – Julie Minuskin, under section 604 of the Securities Act, MCL 451.2604.

- B. CIVIL FINE payments should be payable to the STATE OF MICHIGAN and contain identifying information (e.g., names and complaint numbers) and mailed to the following address:

Corporations, Securities & Commercial Licensing Bureau  
Final Order Monitoring  
P.O. Box 30018  
Lansing, MI 48909

- C. Failure to comply with the terms of this Order within the time frames specified may result in additional administrative penalties, including the summary suspension or continued suspension of all registrations held by Respondent under the Securities Act,

the denial of any registration renewal, and/or the denial of any future applications for registration, until full compliance is made. Respondent may voluntarily surrender or withdraw a registration under the Securities Act; however, the surrender or withdrawal will not negate the summary suspension or continued suspension of the relevant registrations or any additional administrative proceedings if a violation of this Order or the Securities Act occurred.

- D. Failure to pay the civil fines within six (6) months after this Order becomes final may result in the referral of the civil fines to the Michigan Department of Treasury for collection action against Respondents.

DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS  
CORPORATIONS, SECURITIES, AND COMMERCIAL LICENSING BUREAU



Linda Clegg, Administrator and Director  
Corporations, Securities & Commercial  
Licensing Bureau



Date