

STATE OF NEW JERSEY  
BUREAU OF SECURITIES  
P.O. Box 47029  
Newark, New Jersey 07101  
(973) 504-3600

**IN THE MATTER OF:**

Unocall

Respondent.

**SUMMARY CEASE AND  
DESIST ORDER**

Pursuant to the authority granted to Christopher W. Gerold, Chief of the New Jersey Bureau of Securities (“Bureau Chief”), under the Uniform Securities Law (1997), N.J.S.A. 49:3-47 to -83 (“Securities Law”) and certain regulations thereunder, and based upon documents and information obtained during the investigation by the New Jersey Bureau of Securities (“Bureau”), the Bureau Chief hereby finds that there is good cause and it is in the public interest to enter this Summary Cease and Desist Order (“Order”) against Unocall.

The Bureau Chief makes the following findings of fact and conclusions of law:

**FINDINGS OF FACT**

**The Respondent**

1. Unocall conducts its business on the internet, principally by means of a website accessible at <https://unocall.net> (“Unocall Website”), which contains a white paper (“Unocall White Paper”). In addition to the Unocall Website, Unocall maintains a social media presence at sites including Facebook, Twitter and YouTube. The Unocall Website and its social media presence (collectively

referred to as the “Unocall Websites”) are accessible to the general public, including residents of New Jersey.

2. The Unocall Website states that Unocall is developing an electronic wallet called the UNOpay Mobile Wallet and Decentralized Application. The Unocall White Paper describes, among other things, the Unocall UNOpay Mobile Wallet and Decentralized Application project, and the Unocall Ecosystem. The Unocall Ecosystem will purportedly offer users the opportunity to purchase Unocall tokens, to hold a stake in a secured wallet and to trade Unocall tokens, altcoins and fiat currencies through their UNOpay Mobile Wallet. Unocall is purportedly offering the Unocall tokens to raise capital to build the Unocall Ecosystem.

3. The Unocall Website and Unocall White Paper refer to the “Founder Unocall Indonesia.” The only information provided as to the founder is the name Oggan Sarfuddin NS, with an accompanying image. The Unocall Website and the Unocall White Paper also refer to the “team,” but fail to disclose any names, credentials, qualifications or biographical information as to who these individuals are or what experience they may provide. The Unocall Website does not offer contact information for the “founder” or any of the “team” members.

4. As described further below, Unocall offers investments (“Unocall Investments”) to the general public, including the residents of New Jersey. These investments are identified on the Unocall Website and in the Unocall White Paper as the “Unocall ICO” and the “Unocall Staking Program.” These investments are securities as defined by N.J.S.A. 49:3-49(m).

5. Unocall is not now and has never been registered with the Bureau to sell securities in the State of New Jersey.

### **Unocall Investments**

#### **i. Unocall ICO**

6. Unocall announced on the Unocall Website that it will be conducting an Initial Coin Offering (“Unocall ICO”) starting on May 1, 2019. Unocall refers to this first ICO as “Batch #1.” The Unocall Website further states that there will be five batches of the Unocall ICO, with the last batch ending on May 30, 2020. Unocall publishes the following graphic on the Unocall Website to demonstrate the projected deployment plan for the “Batch Package Options” associated with the Unocall ICO.



7. The Unocall tokens that are being sold through the Unocall ICO are described on the Unocall Website as “... easily implemented as payments for all online transactions and more unique is integrating Proof of Stake (PoS) on your mobile device to enjoy Passive Income in your Smart Wallet.” (sic)

8. The Unocall Website provides a timeline for the development of the Unocall UNOpay Mobile Wallet, Decentralized Application project and the Unocall Ecosystem, including the Unocall ICO. Unocall refers to this timeline as a “Roadmap,” and describes the stages as follows:

- a. August 2018 - UNOCALL Coin idea development, Team Building, Start online research in several developing countries against the impact of the Blockchain Technology.
- b. First Quarter 2019 - Concept development research and survey for Mobile Wallet Payment Marketplace Platform, online research in several developing countries: Brunei Darussalam, Malaysia, Indonesia, Singapore, Thailand, Philippines, Vietnam, Taiwan, India, Hong Kong.
- c. Second Quarter 2019 - Team Building Final, Platform Architecture, Project Feasibility, Smart Contract ERC20, White Paper, Ecosystem, Start ICO Preparation, Financial Plans, Marketing Strategy, Online ICO Website, Unocall ICO Publish, Promotion CoinGecko, Track ICO, News ICO.
- d. First Quarter 2020 - The end of ICO, Implementation of UNOpay Mobile Wallet and DApp, Unocall Coin Listed: CoinMarketCap, CoinGecko Exchange Listed Platform: HitBTC, Tidex, Coinbene, Bitfinex, Luno, Crex24 EtherDelta, Indodax, Coinbase Pro, Bithumb, Cryptopia, Coinexchange.

9. The Unocall Website describes that the distribution of the Unocall tokens will be as follows:

- a. 30% of the token distribution went to the founding team, which is detailed as:
  - i. 15% to founding team;
  - ii. 3% to the advisor team;
  - iii. 7% to the community reward; and
  - iv. 5% to the operation promotion.
- b. 70% of the remaining token distribution as follows:
  - i. 5% to private sale;
  - ii. 2% support round and
  - iii. 63% to the public sale ICO.

10. The Unocall Website further claims that the fund allocation for the ICO will be 10% to marketing, 30% to development, 51% to smart wallet proof of stake, and 9% to the network. There

is no explanation as to what steps the process or projects will undertake based on how much funding is secured through the ICO. Unocall does not identify any soft cap or hard cap for the offering.

11. The Unocall Website states that potential investors in the Unocall tokens may purchase them with the cryptocurrency Ethereum (“ETH”). Unocall “support[s] ethereum cryptocurrency as a payment for your chosen package.”

12. The Unocall Website states that investors may participate in the Unocall ICO – “Batch #1” with a minimum investment of 0.5 ETH.

**ii. The Unocall Staking Program**

13. In addition to the Unocall ICO, Unocall offers investments in its “Staking Program.” The Unocall Websites offer potential investors in New Jersey the opportunity to earn guaranteed interest of “0,18% - 0,88%” per day, through its Staking Program, with a total of 0.77188500 Ethereum to be received by the investor at the end of the month through the staking program.

14. The Unocall Website uses the following graphic to explain how the interest is earned.

**Staking Rewards: estimate of .77188500ETH/ Month**

UNOCALL STAKING REWARD				
PRICE ICO BATCH#1	BUY	YOU RECEIVE UNOCALL Coin	ICO BONUS 20%	TOTAL UNOCALL Coin
0,1 USD	10 ETH	28.169,01 CALL	5.633,80 CALL	33.802,81 CALL
SMART WALLET PROOF OF STAKE (PoS)		UNOCALL Coin PoS 51%	STAKING REWARD 0,18% - 0,88% /DAY	RECEIVE ETHEREUM /MONTH
28.169,01 CALL		14.366,19 CALL	0.02572950 ETH	0,77188500 ETH
*]Estimate 1 ETH = \$250 #0,5% #\$6,375/day				

15. The Unocall ICO and Unocall Staking Program securities are neither registered with the Bureau, nor “federally covered,” nor exempt from registration.

16. Unocall is not registered with the Bureau as a broker-dealer or in any capacity.

#### **The Use of Agents to Offer Securities**

17. The Unocall Website states that participants can “Earn network commissions and explore opportunities.” Unocall purports to offer a 15% referral bonus.

18. The Unocall White Paper states that participants involved in their network who “reference to relatives, friends or other people to be invited to buy a Batch Package during the ICO period, we give prizes in recognition events.” (sic)

#### **Omissions of Material Facts to Potential Investors by Unocall in the Offer of the Unocall tokens and Unocall Staking Program**

19. In connection with Unocall’s offer of securities in the Unocall ICO and the Unocall Staking Program, Unocall is omitting the following material facts:

- a. the identity of its principals;
- b. the form of entity;
- c. its physical address and its principal place of business;
- d. its assets and liabilities, or financial information about the business;
- e. the persons or entities that developed Unocall, including the number of Unocall tokens owned by these persons or entities, and the number of Unocall tokens owned by the principals of Unocall;
- f. any of the risks associated with the investments; and
- g. that the securities are not registered as required.

**Untrue Statements of Material Facts and Omissions of Material Facts in Connection With the Offer of the Unocall tokens and the Unocall Staking Program**

20. Unocall Website has the following disclaimer:

Nothing contained in this site is investment, legal or tax advice. Both the information and opinions contained on this site do not constitute a request or offer to buy or sell securities, futures options or other financial instruments. We sell tokens in the Unocall ecosystem in the interests of the public network based on the Blockchain Technology.

21. This disclaimer is materially misleading because:

- a. There is no basis provided that the investments in the Unocall ICO and Unocall Staking Program are not derived from the works of others;
- b. There is no basis provided that the investments in the Unocall ICO and Unocall Staking Program are not in a common enterprise;

**CONCLUSIONS OF LAW**

22. The Unocall tokens being offered through the Unocall ICO and the Unocall Staking Program are "securities" as defined by N.J.S.A. 49:3-49(m).

23. The Unocall tokens being offered through the Unocall ICO and the Unocall Staking Program are neither registered with the Bureau, nor "federally covered," nor exempt from registration, in violation of N.J.S.A. 49:3-60.

24. Unocall is effecting or attempting to effect transactions in securities for the accounts of others or for its own account without registration in violation of N.J.S.A. 49:3-56.

25. In connection with the offer and sale of the Unocall securities, Unocall is making materially false and misleading statements and/or omitting to state material facts necessary in order to make the statements made in light of the circumstances under which they were made, not misleading to investors, in violation of N.J.S.A. 49:3-52(b).

26. Unocall's offer of "reference" prizes, network commissions, and 15% referral fees constitutes the use of unregistered agents. Unocall is employing unregistered agents in violation of 49:3-56(h).

27. N.J.S.A. 49:3-67 empowers the Bureau Chief to issue orders that are reasonably necessary to carry out the provisions of the Securities Law.

28. N.J.S.A. 49:3-69(a)(1) empowers the Bureau Chief to issue a cease and desist order against persons engaged in prohibited activities, directing them to cease and desist from further illegal activity or doing acts in furtherance thereof.

29. Unocall's violations of the Securities Law are continuous and ongoing, therefore it is in the public interest and appropriate that this Order be issued.

### ORDER

Therefore, based upon all of the foregoing,

It is on this 7<sup>th</sup> day of August 2019 hereby **ORDERED** that:

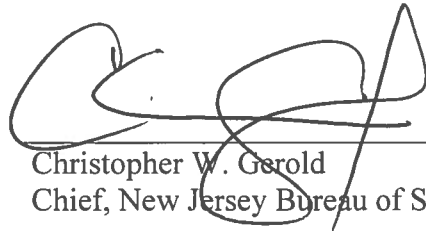
1. Unocall and any person, employee, officer, director, entity, or independent contractor under Unocall direction or control immediately CEASE AND DESIST from:
  - a. offering for sale any security in New Jersey until the security is registered with the Bureau or is offered for sale pursuant to an exemption from registration under the Securities Law;
  - b. acting as broker-dealers or agents in New Jersey until each is registered with the Bureau or are acting pursuant to an exemption from registration under the Securities Law;



- c. making material misstatements of fact, or omitting to state material facts necessary in order to make the statements made, in light of the circumstances under which they are made, not misleading in connection with its offer and/or sale of securities in New Jersey; and
- d. violating any other provisions of the Securities Law and any rules promulgated thereunder for the sale of any security in New Jersey.

2. All exemptions contained in N.J.S.A. 49:3-50 subsection (a) paragraph 9, 10, and 11 and subsection (b) are hereby **DENIED** as to Unocall.

3. All exemptions to the registration requirements provided by N.J.S.A. 49:3-56(b), N.J.S.A. 49:3-56(c) and N.J.S.A. 49:3-56(g) are hereby **DENIED** as to Unocall.



Christopher W. Gerold  
Chief, New Jersey Bureau of Securities

### **NOTICE OF RIGHT TO HEARING**

Pursuant to N.J.S.A. 49:3-69(a)(1)(i) the Bureau Chief shall entertain on no less than three days' notice a written application to lift the Order to Cease and Desist on written application of the person subject thereto and in connection therewith may, but need not, hold a hearing and hear testimony, but shall provide to the person subject thereto a written statement of the reasons for the Order to Cease and Desist.

Pursuant to N.J.S.A. 49:3-69(a)(1)(ii), upon service of notice of the Order to Cease and Desist issued by the Bureau Chief, the person subject thereto shall have up to 15 days to respond to the Bureau in the form of a written answer and written request for a hearing. The Bureau Chief shall, within five days of receiving the answer and request for a hearing, either transmit the matter to the Office of Administrative Law for a hearing or schedule a hearing at the Bureau of Securities.

Orders issued pursuant to N.J.S.A. 49:3-69 shall be subject to an application to vacate upon 10 days' notice, and a preliminary hearing on the Order shall be held in any event within 20 days after it is requested, and the filing of a motion to vacate the Order shall toll the time for filing an answer and written request for a hearing.

Pursuant to N.J.S.A. 49:3-69(a)(1)(iii), if any person subject to the Order fails to respond by filing a written answer and written request for a hearing with the Bureau or moving to vacate the order within the 15 day prescribed period, that person shall have waived the opportunity to be heard. The Order will be a Final Order and shall remain in effect until modified or vacated.

**NOTICE OF OTHER ENFORCEMENT REMEDIES**

You are advised that the Uniform Securities Law provides several enforcement remedies, which are available to be exercised by the Bureau Chief, either alone or in combination. These remedies include the right to seek and obtain injunctive and ancillary relief in a civil enforcement action, N.J.S.A. 49:3-69, and the right to seek and obtain civil penalties in an administrative or civil action, N.J.S.A. 49:3-70.1.

You are further advised that the entry of the relief requested does not preclude the Bureau Chief from seeking and obtaining other enforcement remedies against you in connection with the claims made against you