




JasonCoombs.CEO ❤️🧐💰

@JasonCoombsCEO

...

When resale value of crypto DOES depend on efforts of others, AND a decentralized “common enterprise” (like centralized one) DOES exist, AND somebody engages in a “first sale” to the public of newly-created coins, STILL IT’S NOT A SECURITY when the “efforts” are purely voluntary.

 **JasonCoombs.CEO** ❤️🧐💰 @JasonCoombsCEO · 19h

Replying to @JasonCoombsCEO and @attorneyjeremy1

PROBLEM for Coinbase and #Bitcoin and #crypto in general in our litigation with @SECGov is simple:

NOBODY who buys crypto is led to expect profit from efforts of others, but, in every other respect, the SEC can and will show tokens ARE “decentralize...

7:33 AM · 8/5/23



JasonCoombs.CEO ❤️🧐💰

@JasonCoombsCEO

...

Replying to @JasonCoombsCEO

1. Pretend there is nobody to sue to compel performance on promises made,
2. Revise history to make it appear no promoter led people to expect profit based on efforts of others who work to produce economic value for investors,
3. Say there is no “financial instrument” in #crypto.


7:47 AM · 8/5/23



JasonCoombs.CEO ❤️🧐💰
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Replying to @JasonCoombsCEO

4. Economic reality doesn't care about labels, words or politics,
5. The design of a cryptocurrency or crypto asset or digital collectible MUST NOT form the "essential ingredients" of a Howey "scheme" that leads people to expect the effort of others or economic benefit therefrom.

 **JasonCoombs.CEO** ❤️🧐💰 @JasonCoombsCEO · 5/11/23

Replying to @ShaneBr25009791 @CryptoLawUS and 5 others

I am not on the other side of your argument about this.

What we CAN say though, is that if you engineer a new financial instrument that you sell to get the money you use to promote the financial instrument to partners and the public, THAT sale is regulated by securities law. 1/2

7:52 AM · 8/5/23



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Replying to @JasonCoombsCEO

6. Even in its original form in January 2009 #Bitcoin ₿ might satisfy every element of the Howey Test even when properly constructed without the incorrect “Forman Test” “reasonable expectation” fraud committed by @SECGov since 1975
7. \$BTC DOES appear to be a “financial instrument”

 **JasonCoombs.CEO** ❤️🧐💰 @JasonCoombsCEO · 8/6/21

Replying to @HaileyLennonBTC @CFTCquintenz and @NYcryptolawyer

A commodity NEVER creates “common enterprise” between owners of financial market value represented by the asset.

Regulatory problem with crypto: creates financial instrument in a decentralized common enterprise where the market value is shared by pass...

7:56 AM · 8/5/23



JasonCoombs.CEO ❤️🧐💰
@JasonCoombsCEO

8. Voluntary effort DOES NOT avoid obligation of securities law when “scheme” (technical design producing “financial instrument” instead of commodity) leads investors to expect profit.

9. Pure-commodity [#crypto](#) is voluntary AND WITHOUT “scheme” i.e. Howey “led to expect” element.

JasonCoombs.CEO ❤️🧐💰 @JasonCoombsCEO · 19h

Replying to [@JasonCoombsCEO](#) and [@attorneyjeremy1](#)

Read REVAK carefully: ESSENTIAL INGREDIENTS of an investment contract are NOT a literal “contract” (dissenting opinion by Justice Frankfurter 🍌 clarified) but fact investors ARE led to expect economic reality: value of asset, market value of security, comes from EFFORT OF OTHERS
twitter.com/jasoncoombsceo...

8:28 AM · 8/5/23



JasonCoombs.CEO ❤️🧐💰
@JasonCoombsCEO

Replying to @JasonCoombsCEO and @SECGov

10. Even if **#Bitcoin** 🍊 DOES create a “financial instrument” by satisfying Howey’s “led to expect” element, when Howey Test is properly constructed, apparently Congress provided an exemption from ALL of federal securities regulation for “financial instruments” issued by non-profits.

 **JasonCoombs.CEO** ❤️🧐💰 @JasonCoombsCEO · 4d

Replying to @JasonCoombsCEO @JoelKatz and 4 others

If a NON-PROFIT group (like the Founders of Ripple when you do software development work to build XRP so it might exist + ANYONE in the world might use it) “issues” XRP as a “security” that is Exempted from the Securities Act. No financial reward STRUCTURED OR SCHEMED. Full stop.
twitter.com/jasoncoombsceo...

8:32 AM · 8/5/23



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@JasonCoombsCEO

11. Congress, in 1934, as part of Exchange Act, expressly exempted “unlisted securities” trading on Exchanges. The “unregistered securities” that trade on Exchanges ARE EXEMPT from the extra regulation imposed on “registered securities”

See Slack v. Pirani supremecourt.gov/opinions/22pdf...

JasonCoombs.CEO ❤️🤔💰 @JasonCoombsCEO · 4d

Replying to @JasonCoombsCEO @JoelKatz and 4 others

See:

Securities and Exchange Commission Report on Trading in Unlisted Securities Upon Exchanges (January 3, 1936)

(Prepared pursuant to Exchange Act as directed by Congress, because legislators DID NOT intend to prohibit unlisted unregistered securities!)
play.google.com/books/reader?i...

SECURITIES AND EXCHANGE COMMISSION

REPORT ON TRADING IN UNLISTED SECURITIES UPON EXCHANGES

Pursuant to Section 12 (f)
of the Securities Exchange Act of 1934



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WASHINGTON, D. C.

January 3, 1936