BEFORE THE
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

In the Matter of:

**SDG Futures Regenerative Impact Ventures, LLC; Regenerative Impact Partners, LLC; Regenerative Impact, LLC; Ethos Botanics, LLC; Quang-Vu Dang; Melinda Woolf a/k/a Melinda Skipworth; & William Kesselring**,

Respondents.

**FINAL ORDER BY CONSENT TO CEASE AND DESIST INCLUDING RESTITUTION, INTEREST, AND CIVIL PENALTIES**

WDFI Case No. S-244705 (EX)

**I.**

The Administrator of the State of Wisconsin, Department of Financial Institutions, Division of Securities ("Division"), having legal authority and jurisdiction to administer and enforce the Wisconsin Uniform Securities Law, Wis. Stats. Ch. 551 ("Ch. 551") and rules and orders promulgated thereunder, and having determined that this action is necessary and appropriate in the public interest and for the protection of investors, enters the following Order.

**II.**

Based on the Summary Order and the attached Waiver and Consent to Order, duly executed by all Respondents and including the voluntarily consent to jurisdiction of the Division and waiver of any right to written findings of fact, conclusions of law, hearing, or review of any kind, the Administrator ORDERS the following:

**III.**

**A. Consent orders issued pursuant to Wis. Stat. § 551.604**

(1) IT IS ORDERED that RESPONDENTS, their agents, servants, officers, employees, successors, affiliates, and every entity and person directly or indirectly controlled or organized by or on behalf of any RESPONDENT, shall cease and desist from making or causing to be made to any person or entity in Wisconsin or in relation to any other offer or acceptance in this state or offer from this state, any further offers or sales of securities unless and until such securities qualify as federal covered securities, federal exempt securities or are registered under Ch. 551 or successor statute, pursuant to Wis. Stat. §§ 551.604(1)(a) and (2).

(2) IT IS FURTHER ORDERED that exemptions from registration set forth at Ch. 551 or successor statute that might otherwise apply to any offer or sale of any security of or by any RESPONDENT, their agents, servants, officers, employees, successors, affiliates, and every entity and person directly or indirectly controlled or organized by or on behalf of any RESPONDENT, are hereby revoked to the full extent of the authority in Wis. Stats. §§ 551.604(1)(b) and (2).

(3) IT IS FURTHER ORDERED that all exemptions from registration set forth in Wis. Stat. §§ 551.201 and 551.202 that may otherwise apply to a specific security, transaction or offer of or by RESPONDENTS, their agents, servants, officers, employees, successors, affiliates, and every entity and person directly or indirectly controlled or organized by or on behalf of any RESPONDENT, are hereby revoked to the full extent of the authority in Wis. Stats. §§ 551.604(1)(c) and (2).

(4) IT IS FURTHER ORDERED that RESPONDENTS, their successors, affiliates, controlling persons, officers, agents, servants, employees and every entity and person directly or indirectly controlled or hereafter organized by or on behalf of any RESPONDENT, are prohibited from violating Wis. Stat. § 551.501 and Wis. Stat. § 551.502 or successor statute.

(5) IT IS FURTHER ORDERED that RESPONDENTS shall jointly and severally pay restitution in the amount of **$204,000.00**, pursuant to Wis. Stat. § 551.604(4m), to the investors and in the manner identified in Exhibit A, attached and incorporated here as if set forth in full.

(6) IT IS FURTHER ORDERED that RESPONDENTS shall jointly and severally pay interest in the amount of **$36,890.41**, pursuant to Wis. Stat. § 551.604(4m) and calculated at the legal rate under Wis. Stat. § 138.04 from the date of investment through June 30, 2024, to the investors and in the manner identified in incorporated Exhibit A. Additional interest is suspended and shall be waived by the Division, provided that Respondents comply with all terms of repayment in this Order.

(7) IT IS FURTHER ORDERED that RESPONDENTS shall make the required payments for restitution and interest pro rata and by timely delivery directly to the identified Investors as provided in Exhibit A of good, non-cancellable funds, with proof of each payment served concurrently on the Division. Respondents may make monthly payments greater than the required amount in the payment schedule in Exhibit A, and the excess amounts will be credited to subsequent monthly minimum payments. Excess payments must otherwise comply with the terms of the Order concerning payments.

(8) IT IS FURTHER ORDERED that RESPONDENTS shall jointly and severally pay a civil penalty in the amount of **$50,000.00**. The civil penalty is suspended and shall be waived by the Division, provided that Respondents comply with all terms of repayment in this Order. The civil penalty is due in full within 30 days of Respondents' failure to adhere to any term of the payments required by this Order.

(9) IT IS FURTHER ORDERED that payments that are more than 30 days past due or not adhering to the payment terms set forth in this Order may result, without additional notice to Respondents, in certification of the entire judgment, including any suspended amounts for restitution, interest, or civil penalty, to the state debt collection program under Wis. Stat. § 71.93 , or successor statute, and/or may be enforced by filing the consent order with a court of competent jurisdiction pursuant to Wis. Stat. § 551.604(7) and/or any other enforcement options available to the Division under the law.

(10) IT IS FURTHER ORDERED that any agreement to modify the terms of this Order must be in writing and signed by authorized representatives of all applicable parties.

(11) PLEASE TAKE NOTICE that orders of the Administrator are effective as of the issuance of the order, pursuant to Wis. Stat. § 551.604(2). You are advised that any willful violation of an order issued by the Division under Ch. 551 is a criminal offense punishable under the provisions of Wis. Stat. § 551.508.

(12) IT IS FURTHER ORDERED that, solely for purposes of exception to discharge set forth in Section 523(a)(19) of the Bankruptcy Code, 11 U.S.C. § 523, the findings of fact and conclusions of law in the Summary Order are accepted and adopted by the Administrator as true. The Administrator further finds, concludes, and orders, consistent with Respondents' Waiver and Consent to Order, that any debt for restitution, interest, and civil penalties due by Respondents under this Order constitutes a debt for the violation by Respondents of the securities laws of the State of Wisconsin, or regulations or orders issued under the same, and results from this Consent Order in a State administrative proceeding, both as set forth in Section 523(a)(19) of the Bankruptcy Code, 11 U.S.C. §523(a)(19).

**B. Service of Order**

(13) IT IS FURTHER ORDERED that this Order shall be served promptly by email to each party named in the order who has filed a Consent to Electronic Service with the Division or as provided in any Waiver and Consent in the matter. If a Consent to Electronic Service is not on file or has been revoked by the signatory, this order shall be sent promptly by certified mail to each party named in the order at his or her last known address or to the party's attorney of record, or shall be personally served upon the party or the party's attorney of record, pursuant to Wis. Admin. Code § DFI-Sec. 8.06. This order shall also be served upon the office of the administrator pursuant to Wis. Stat. § 551.611.

(14) PLEASE TAKE NOTICE that the date of the service of this Order is the date it is placed in the mail if service is by certified mail. If a party or the party's attorney is personally served, the date of service is the date service is completed. The date of service by email is the date the email is transmitted. You are advised that any willful violation of an order issued by the Division under Ch. 551 is a criminal offense punishable under the provisions of Wis. Stat. § 551.508.

**C. Notices**

(15) PLEASE TAKE FURTHER NOTICE violations of this Order may be enforced by any investor, or by the Division whether acting in its own right or on behalf of the investor, by petitioning any court of competent jurisdiction to enforce the terms of the order.

(16) PLEASE TAKE FURTHER NOTCE failure to provide a copy of this Order to prospective investors may be a material misrepresentation in violation of Ch. 551 and this Order.

(17) PLEASE TAKE FURTHER NOTICE that this Order is not intended to form the basis for any disqualification of Respondents under Rule 506(d) of Regulation D under the Securities Act of 1993.

EXECUTED at Madison, Wisconsin, this 12th day of May, 2026.

Leslie M. Van Buskirk

Leslie M. Van Buskirk
Administrator

Division of Securities
State of Wisconsin, Department of Financial Institutions
4822 Madison Yards Way, 4th Floor
Madison, Wisconsin 53705

**In the Matter of SDG FUTURES REGENERATIVE IMPACT VENTURES, LLC ET AL.**
**DFI Case No. S-244705 (EX)**

**EXHIBIT A**
**Investor Information for Restitution and Interest**

| Investor Name | Restitution (USD) | Date of Violation | Interest Through Date | Interest Due | Total Owed |
|---|---|---|---|---|---|
| [redacted] | $60,000.00 | 12/2/2021 | 6/30/2024 | $7,734.25 | $67,734.25 |
| [redacted] | $20,000.00 | 2/15/2020 | 6/30/2024 | $4,375.34 | $24,375.34 |
| [redacted] | $50,000.00 | 11/9/2019 | 6/30/2024 | $11,609.59 | $61,609.59 |
| [redacted] | $20,000.00 | 11/7/2019 | 6/30/2024 | $4,649.32 | $24,649.32 |
| [redacted] | $32,000.00 | 11/16/2021 | 6/30/2024 | $4,195.07 | $36,195.07 |
| [redacted] | $10,000.00 | 8/28/2021 | 6/30/2024 | $1,420.55 | $11,420.55 |
| [redacted] | $12,000.00 | 8/28/2019 | 6/30/2024 | $2,906.30 | $14,906.30 |
| **TOTAL (USD):** | **$204,000.00** | - | - | **$36,890.41** | **$240,890.41** |

**Payment Schedule**

| Payment Date | Payment | Balance Due |
|---|---|---|
| 7/1/2026 | $ (74,676.03) | $166,214.38 |
| 8/1/2026 | $ (13,851.20) | $152,363.18 |
| 9/1/2026 | $ (13,851.20) | $138,511.98 |
| 10/1/2026 | $ (13,851.20) | $124,660.78 |
| 11/1/2026 | $ (13,851.20) | $110,809.58 |
| 12/1/2026 | $ (13,851.20) | $96,958.38 |
| 1/1/2027 | $ (13,851.20) | $83,107.18 |
| 2/1/2027 | $ (13,851.20) | $69,255.98 |
| 3/1/2027 | $ (13,851.20) | $55,404.78 |
| 4/1/2027 | $ (13,851.20) | $41,553.58 |
| 5/1/2027 | $ (13,851.20) | $27,702.38 |
| 6/1/2027 | $ (13,851.20) | $13,851.18 |
| 7/1/2027 | $ (13,851.18) | $0.00 |
| **TOTALS:** | **$240,890.41** | |

BEFORE THE
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

| | |
|---|---|
| In the Matter of:<br><br>**SDG FUTURES REGENERATIVE IMPACT VENTURES, LLC; REGENERATIVE IMPACT PARTNERS, LLC; REGENERATIVE IMPACT, LLC; QUANG-VU DANG; MELINDA WOOLF A/K/A MELINDA SKIPWORTH; & WILLIAM KESSELRING,**<br><br>Respondents. | **SUMMARY ORDER TO CEASE AND DESIST WITH CIVIL PENALTIES AND RESTITUTION**<br><br>DFI Case No. S-244705 (EX) |

**I.**

The Administrator of the State of Wisconsin, Department of Financial Institutions, Division of Securities ("Division"), having legal authority and jurisdiction to administer and enforce the Wisconsin Uniform Securities Law, Wis. Stats. Ch. 551 ("Ch. 551") and rules and orders promulgated thereunder and having determined that this action is necessary and appropriate in the public interest and for the protection of investors, hereby enters this Order as follows:

**II.**

Division staff have presented evidence sufficient for the Administrator to make the following findings of fact and conclusions of law:

## A. <u>FINDINGS OF FACTS</u>

### Respondents

1. Respondent **SDG FUTURES REGENERATIVE IMPACT VENTURES, LLC** is a business entity registered in Wyoming (Entity Number 2019-000858979) with a registered address and principal place of business at 30 N Gould St Ste R., Sheridan, WY 82801.

2. Respondent **REGENERATIVE IMPACT PARTNERS, LLC**, is a business entity registered in Wyoming (Entity Number 2019-000860378) and Wisconsin (Entity Number R074949) with a registered address and principal place of business at 30 N Gould St Ste R., Sheridan, WY 82801.

3. Respondent **REGENERATIVE IMPACT, LLC**, is a business entity registered in Wyoming (Entity Number 2020-000939632) with a registered address and principal place of business at 30 N Gould St Ste R., Sheridan, WY 82801.

4. Respondent **ETHOS BOTANICS, LLC** ("Ethos") is a business entity registered in Wyoming (Entity Number 2020-000904170) with a registered address and principal place of business at 30 N Gould St Ste R., Sheridan, WY 82801.[1]

5. Respondent **QUANG-VU DANG** ("Dang") is an adult male resident of Ojai, California. His most recent known address is 110 W. Matilija Street, Apt. E. Ojai, CA 93023.

6. Respondent **MELINDA WOOLF A/K/A MELINDA SKIPWORTH** ("Woolf") is an adult female resident of Milton, Wisconsin. Her most recent known address is 3473 Pickard Drive, Milton WI 53563. Respondent Woolf also does business under the name **FUTURE FOR HUMANITY FOUNDATION** (a/k/a "Future of Humanity Foundation").

7. Respondent **WILLIAM "BILLY" KESSELRING** ("Kesselring") is an adult male resident of Milton, Wisconsin. His most recent known address is 3473 Pickard Drive, Milton WI 53563.[2]

**General Conduct**

8. At all material times, each of the Individual Respondents served as a control person for the Regenerative Impact entities.

9. Respondents Woolf and Dang are the original principals and founders of Regenerative Impact. Woolf and Dang are both listed as key team members for Regenerative Impact in their prospectus or other solicitation materials.

10. By his own admission, Respondent Kesselring joined Regenerative Impact as a control person responsible for "Operations Management" in 2019.

11. At no time has any Respondent been registered with the Division in any capacity.

12. Respondents generally represented Regenerative Impact as being in the agriculture services and agricultural products industry, primarily relating to the growth, harvesting, processing, and commercial use of hemp, including textile and CBD product development and sales.

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[1] All business entity Respondents are referenced together as "Regenerative Impact" in the remainder of this Order.

[2] Respondents Dang, Woolf, and Kesselring are referenced together as "Individual Respondents" in the remainder of this Order.

***Solicitation of Investors for Regenerative Impact***

13. At least by August 2019, Respondents began soliciting potential Wisconsin investors and induced them to invest in Regenerative Impact, including using materially false and fraudulent pretenses and representations.

14. As a result, Respondents obtained more than $200,000.00 from at least seven investors (not including any named Respondents) residing and located in Wisconsin at the time of their transactions. These investments are reflected in Exhibit 1, attached to the end of this Order and incorporated here by reference.[3]

15. In soliciting the above investments, Respondents knowingly and intentionally made statements and representations, which were materially false about, among other things, the nature and extent of Respondents' prior and current business relationships and affiliates.

16. Notable examples of such misrepresentations, or omissions, include:

    a. Certain of Respondents' solicitation materials to investors list Regenerative Impact's key "Team Members." These materials include "Mahesh Talear" – who is actually Mehesh Talwar, the CEO of Nanopure Technologies, LLC and a MS in Chemical Engineering – as a key team member. Contrary to Respondents' assertions, Talwar had no official role with Regenerative Impact and no involvement with Respondents' business planning or business dealings, other than providing Respondents with a sampling of tinctures he developed and produced on his own, using his own materials, and for which he has not received any compensation.

    b. Respondents routinely failed to identify, or misrepresented the scope of, Respondent Woolf's involvement with Regenerative Impact in their communications to investors, potential investors, and the Division.

    c. Respondents made deceptive, misleading, false, and untrue representations regarding the nature and scope of past affiliations or work of Respondents with the federal government of the United States or the United Nations.

17. Respondents made materially false representations to investors and potential investors regarding Regenerative Impact's reporting of revenue, profits, growth, volume of business, and overall financial performance to investors.

18. For instance, Respondents represented to investors they would provide quarterly reports of financials and performance, as well as annual audited financials.

[3] Including non-Wisconsin investor funds, Respondents have received approximately one and a half million dollars in investment funds for Regenerative Impact from investors during the period between June 1, 2019 and November 29, 2022.

19. In reality, over several years Respondents provided only a few quarterly updates and never provided any audited financials.

20. Respondents also refused to provide additional financial information to investors upon any investor's request.

21. Additionally, Respondents falsely represented to investors their anticipated return on investment. Respondents' prospectus or other related solicitation materials represented returns on investment of thirty percent (30%) or higher annually, and in some materials and representations even offered such returns over a single growing season or represented adjusted annual returns as high as five hundred percent (500%).

22. Respondents also made false material representations about the use of investor funds. Respondents represented that the majority of investor funds (specifically 78% or $365,000 in the prospectus) would go to the farming efforts, and a smaller portion (22% or $100,000 in the same prospectus) would go to "Management Services" including "legal, accounting, sales and marketing, and expert services to ensure this project is successful."

23. Contrary to the prospectus, the vast majority of investor funds went directly into the pockets of the Individual Respondents, or were directed to benefit the Individual Respondents by first laundering the funds through other financial accounts of the control persons, including especially through Respondent Ethos Botanics, LLC.

24. Additionally, and contrary to Respondents' representations to investors and potential investors that they would use investor money for specific, legitimate business purposes, Respondents instead converted such funds for personal use, or redirected the funds without authorization from investors for other, undisclosed business uses.

25. Respondents similarly omitted key pieces of information from investors both before and after their investments.

26. By way of example, Respondents omitted material information about each of the following facts while discussing with potential investors the relative risks and potential benefits of investing with them:

    a. Respondent Kesselring's 2009 and 2018 mortgage foreclosure proceedings, as well as more recent tax delinquencies and entry of a tax warrant in 2020;

    b. Civil proceedings against Woolf and Dang, including a 2019 action for breach of contract against them in relation to other, related businesses Woolf and Dang were operating together, namely the Future of Humanity Foundation and Uhai Blockchain;

    c. Risk of loss, including purported total investment loss, resulting from adverse weather, blight, or climatological conditions, or even from a single crop failure; and

d. Lack of registration of the Respondents or their offerings with any applicable financial industry regulator.

27. Each of the above-referenced investors (excluding Respondent Kesselring) in paragraph 10 relied on the misrepresentations by Respondents in making the decision to invest. And the information omitted by Respondents was necessary to make the other, affirmative statements made by Respondents, including about expected profits and risks of loss, not misleading.

28. The above-referenced investors (again, excluding Respondent Kesselring) were not control persons and did not have any active role in the managerial efforts of the Regenerative Impact entities.

29. Despite requests for the return of their money, Respondents have not reimbursed the identified investors for their losses (again, excluding any named Respondent).

30. Respondents' offers and sales of interests in Regenerative Impact were made by Respondents while in Wisconsin and directed to potential investors residing and located in Wisconsin.

31. In the alternative, the investors' offers to purchase an interest in Regenerative Impact originated from and were therefore made and accepted in Wisconsin.

32. None of the investors was an accredited investor at the time of their respective investment.

33. At no time was any Respondent or offering registered with the Division, the Securities and Exchange Commission ("SEC"), or the Financial Industry Regulatory Authority ("FINRA").

## B. CONCLUSIONS OF LAW

### *Legal Authority and Jurisdiction*

1. The Administrator has legal authority and jurisdiction over the conduct described above, pursuant to Wis. Stats. Ch. 551 and the rules and orders promulgated thereunder.

2. The offerings and sales between Respondents and the investors were securities pursuant to Wis. Stat. § 551.102(28).

3. Pursuant to Wis. Stat. § 551.501(1), it is unlawful for a person, in connection with the offer, sale, or purchase of a security, directly or indirectly, to employ a device, scheme, or artifice to defraud.

4. Pursuant to Wis. Stat. § 551.501(2), it is unlawful for a person, in connection with the offer, sale, or purchase of a security, directly or indirectly, to make an untrue statement of a material fact or to omit to state a material fact necessary in order to

make the statements made, in light of the circumstances under which they were made, not misleading.

5. Pursuant to Wis. Stat. § 551.501(3), it is unlawful for a person, in connection with the offer, sale, or purchase of security, directly or indirectly, to engage in an act, practice, or course of business that operates or would operate as a fraud or deceit upon another person.

### *Violations*

6. As described above for each investor, Respondents violated Wis. Stat. § 551.301 by selling, offering to sell, and accepting offers to purchase securities in this state that were not registered and were not exempt from registration.

7. As described in detail above, Respondents violated Wis. Stat. § 551.501(1) when in connection with the offer, sale, or purchase of a security, Respondents employed a device, scheme, or artifice to defraud each identified investor, including by providing them with false and deceptive financial condition and operations information, creating and sending false and deceptive account statements and other financial documents, failing to disclose the true financial condition and operations information for Regenerative Impact, falsely claiming affiliations, relationships, and associations with third parties and failing to disclose the use of investment funds for personal expenses.

8. As described in detail above, Respondents violated Wis. Stat. § 551.501(2) when in connection with the offer, sale, or purchase of a security, Respondents omitted statements of material fact and made misrepresentations of material facts to each identified investor, including by providing them with false and deceptive financial condition and operations information, failure to provide promised account statements and other financial documents, falsely claiming affiliations, relationships, and associations with third parties, failing to disclose the true financial condition and operations information for Regenerative Impact, and failing to disclose use of investment funds for personal expenses.

9. As described in detail above regarding each investor, Respondents violated Wis. Stat. § 551.501(3) when in connection with the offer, sale, or purchase of a security, Respondents engaged in an act, practice, or course of business that operated as a fraud or deceit upon another person, including by providing to the identified investors false and deceptive financial condition and operations information, creating and sending false and deceptive account statements and other financial documents, falsely claiming affiliations, relationships, and associations with third parties, failing to disclose the true financial condition and operations information for Regenerative Impact, and failing to disclose use of investment funds for personal expenses.

## III.

In view of the above findings of fact and conclusions of law, the Administrator deems it necessary and appropriate in the public interest and for the protection of investors, and pursuant to its legal authority and jurisdiction under Ch. 551, to wit Wis. Stat. § 551.604, to issue the following orders and notices:

**A. Summary Orders issued pursuant to Wis. Stat. § 551.604(2)**

1. IT IS ORDERED summarily that Respondents, along with their agents, servants, officers, employees, successors, affiliates, and every entity and person directly or indirectly controlled or organized by or on behalf of Respondents, shall cease and desist from making or causing to be made, either to any person or entity in Wisconsin or in relation to any other offer or acceptance in this state or offer from this state, any further offers or sales of securities unless and until such securities qualify as federal covered securities, federal exempt securities or are registered under Ch. 551 or successor statute, pursuant to Wis. Stat. §§ 551.604(1)(a) and (2).

2. IT IS FURTHER ORDERED that all exemptions from registration set forth at Ch. 551 or successor statute that might otherwise apply to any offer or sale of any security of or by Respondents and their agents, servants, officers, employees, successors, affiliates, and every entity and person directly or indirectly controlled or organized by or on behalf of Respondents, are hereby revoked, pursuant to Wis. Stats. §§ 551.604(1)(b) and (2).

3. IT IS FURTHER ORDERED that all exemptions from registration set forth in Wis. Stat. §§ 551.201 and 551.202 that may otherwise apply to a specific security, transaction or offer of or by Respondents and their agents, servants, officers, employees, successors, affiliates, and every entity and person directly or indirectly controlled or organized by or on behalf of Respondents, are hereby revoked, pursuant to Wis. Stats. §§ 551.604(1)(c) and (2).

4. IT IS FURTHER ORDERED summarily that Respondents and their successors, affiliates, controlling persons, officers, agents, servants, employees and every entity and person directly or indirectly controlled or hereafter organized by or on behalf of Respondents, are prohibited from violating Wis. Stat. § 551.501 or successor statute.

5. IT IS FURTHER ORDERED summarily that Respondents and their successors, affiliates, controlling persons, officers, agents, servants, employees, and every entity and person directly or indirectly controlled or hereafter organized by or on behalf of Respondents, are prohibited from violating Ch. 551 or successor statute that might otherwise apply to any offer or sale of a security of or by Respondents.

**B. Proposed Orders pursuant to Wis. Stat. § 551.604(2)**

1. IT IS PROPOSED that a final order be issued against Respondents jointly and severally to pay restitution in the amount of **$204,000.00** to the investors identified in Exhibit 1, along with interest at the legal rate under Wis. Stat. § 138.04, starting from the date of the transaction through the date of full satisfaction. Payments shall be

made payable to the Wisconsin Department of Financial Institutions and shall be remitted to the Division no later than 30 calendar days from the issuance of this Order, or if a petition for a hearing is filed as provided under Wis. Stat. § 551.604(2), by a date to be fixed by final order. Partial payments shall be applied pro rata to each investor.

2. IT IS FURTHER PROPOSED that a final order be issued imposing a civil penalty in the form of an administrative assessment against the individual Respondents in the total amount of **$300,000.00 ($100,000.00 for each Individual Respondent)** for the multiple, severe violations committed against the identified investors pursuant to Wis. Stat. § 551.604(4). Respondents shall make their respective payments no later than 30 calendar days from the issuance of the Order by wire transfer payable to the Wisconsin Department of Financial Institutions, with a cover letter identifying their full name and current contact information (with relevant tax identification information) and the case number of these proceedings. A copy of the cover letter must be sent to Division of Administrative Services & Technology at the Wisconsin Department of Financial Institutions via email. Respondents shall contact the Division for the wire instructions and cover letter contact information in time to make all required payments before the deadline.

3. IT IS FURTHER PROPOSED that a final order be issued imposing the actual costs of the investigation or proceeding pursuant to Wis. Stat. § 551.604(5) against the Respondents jointly and severally.

## C. Issuance and Service of Order

1. PLEASE TAKE NOTICE that the orders of the Administrator are effective as of the date of issuance of the order, pursuant to Wis. Stat. § 551.604(2).

2. IT IS FURTHER ORDERED that this order shall be sent promptly by certified mail to each party named in the order at his or her last known address or to the party's attorney of record, or shall be personally served upon the party or the party's attorney of record, pursuant to Wis. Admin. Code § DFI-Sec. 8.06. This order shall also be served upon the office of the administrator pursuant to Wis. Stat. § 551.611.

3. PLEASE TAKE NOTICE that if service of the order is by certified mail, the date of the service is the date it is placed in the mail. If service is by personal service, the date of the service of this order is the date personal service is completed.

## D. Notice of Hearing Rights

1. PLEASE TAKE NOTICE that you have the right to request a hearing. Every request for a hearing shall be in the form of a written petition filed with the Division, pursuant to Wis. Admin. Code § DFI-Sec. 8.01 and Wis. Stat. § 227.42. A petition for a hearing to review the order shall:

a) Plainly admit or deny each specific allegation, finding, and conclusion in the order and incorporated papers. However, if the petitioner lacks sufficient knowledge or information to permit an admission or denial, the petition shall so state, and that statement shall have the effect of a denial; and

b) State all affirmative defenses. Affirmative defenses not raised in the request for hearing may be deemed waived.

2. PLEASE TAKE FURTHER NOTICE that you may file your written petition:

a) By mailing the written petition to:

Division of Securities
Wisconsin Department of Financial Institutions
P.O. Box 1768
Madison, Wisconsin 53701-1768

b) By delivering the written petition in person to:

Division of Securities
Wisconsin Department of Financial Institutions
4822 Madison Yards Way, North Tower, 4th Floor
Madison, Wisconsin 53705

c) By faxing the written petition to 608-264-7979.

3. PLEASE TAKE FURTHER NOTICE that the petition for hearing must be filed with the Division. Pursuant to Wis. Stat. § 551.102(8), "filing" means "receipt." Therefore, a petition is not "filed" with the Division until it is actually "received" by the Division. If the Division does not receive your written petition before midnight on the 30th day after the date of service of this order, your right to a hearing will be waived and the Summary Order shall become final by operation of law.

4. PLEASE TAKE FURTHER NOTICE that, within 15 days after receipt of a request in a record from you, the matter will be scheduled for a hearing or other public administrative proceedings, pursuant to Wis. Stats. §§ 551.604(2) and (3).

5. PLEASE TAKE FURTHER NOTICE that if you do not request a hearing and none is ordered by the Administrator within 30 days after the date of service of this order, the findings of fact, conclusions of law, and summary and proposed orders, including restitution and civil penalties, sought in a statement in the order, become final by operation of law, pursuant to Wis. Stat. § 551.604(2), and the order may be filed as a certified final order with the clerk of a court of competent jurisdiction pursuant to Wis. Stat. § 551.604(6).

6. PLEASE TAKE FURTHER NOTICE violations of this order, once final, may be enforced by any investor, or by the Division pursuant to Wis. Stat. § 551.604(7) whether acting in its own right or on behalf of the investor, by petitioning any court of competent jurisdiction to enforce the terms of the order.

7. PLEASE TAKE FURTHER NOTICE failure to provide a copy of this Order to prospective investors may be a material misrepresentation in violation of Ch. 551 and this Order.

8. PLEASE TAKE FURTHER NOTICE that any willful violation of an Order issued by the Division under Ch. 551 is a criminal offense punishable under the provisions of Wis. Stat. § 551.508.

EXECUTED at Madison, Wisconsin, and effective on this 25th day of November, 2025.

Leslie M. Van Buskirk

Leslie M. Van Buskirk
Administrator

Division of Securities
State of Wisconsin
Department of Financial Institutions
4822 Madison Yards Way
North Tower, 4th Floor
Madison, Wisconsin 53705

## EXHIBIT 1

### Investor Information and Amounts Due for Restitution

| Investor Name | Address | DOB | Date of Investment or Loss | Amount |
|---|---|---|---|---|
| [redacted] | [redacted] | [redacted] | 3/24/2023 | $60,000.00 |
| [redacted] | [redacted] | [redacted] | 2/15/2020 | $20,000.00 |
| [redacted] | [redacted] | [redacted] | 11/9/2019 | $50,000.00 |
| [redacted] | [redacted] | [redacted] | 11/7/2019 | $20,000.00 |
| [redacted] | [redacted] | [redacted] | 11/16/2021 | $32,000.00 |
| [redacted] | [redacted] | [redacted] | 8/28/2021 | $10,000.00 |
| [redacted] | [redacted] | [redacted] | 8/28/2019 | $12,000.00 |
| **TOTAL:** | | | | **$204,000.00** |

BEFORE THE
STATE OF WISCONSIN
DEPARTMENT OF FINANCIAL INSTITUTIONS
DIVISION OF SECURITIES

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In the Matter of:

**WAIVER AND CONSENT TO ORDER**

**SDG Futures Regenerative Impact Ventures, LLC; Regenerative Impact Partners, LLC; Regenerative Impact, LLC; Ethos Botanics, LLC; Quang-Vu Dang; Melinda Woolf a/k/a Melinda Skipworth; & William Kesselring**,

WDFI Case No. S-244705 (EX)

Respondents.

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The undersigned Respondent(s), having entered an appearance, by this Waiver and Consent to Order ("Waiver") hereby affirm consent to the jurisdiction of the Division of Securities for the State of Wisconsin, Department of Financial Institutions ("Division") over Respondent(s) and the subject matter of this action; waive of any rights to hearing or review with respect to this matter, including waiving findings of fact and conclusions of law as may otherwise be required for a final order; and state the intent not to contest and thereby consent to the issuance of the attached Final Order by Consent to Cease and Desist Including Restitution, Interest, and Civil Penalties ("Order") without admitting or denying the factual findings and conclusions of law in the Division's Summary Order, except as to jurisdiction. Respondents further acknowledge, and agree not to contest, the nature and source of the debt as described in Section III, paragraph 12 of the Order.

Each Respondent agrees that, in exchange for Respondent's binding consent and agreement to cease and desist from further violations of Ch. 551, the revocation of certain exemptions, and other conditions as described in the attached Order, the Division agrees to resolve this matter by issuance of the attached Order. Subject to Respondent's compliance with the attached Order, the Division agrees to forgo further legal action in relation to the Summary Order. If Respondent fails to comply with any condition or term of the consent order, the Division reserves all rights under the law, including enforcing the Order against Respondent.

Each undersigned Respondent understands and agrees that the attached Order shall prohibit the Respondent from transacting any securities business in the State of Wisconsin, unless explicitly excepted, effective on the date the Order is issued. Each undersigned Respondent understands the Order, when signed by the Administrator of the Division of Securities, is effective on the date issued and that a willful violation of an Order signed by the Administrator is a criminal offense pursuant to Wis. Stat. § 551.508.

This Waiver may be executed by electronic transmission and in counterparts, each of the signatures taken independently to be combined together and construed as a whole, and a copy of a signature transmitted by electronic transmission shall be valid as an original.

By executing this Waiver, each undersigned Respondent attests and affirms that (s)he is competent to sign this waiver and consent form on his/her own behalf; is duly authorized to sign on behalf of any legal entity; and signs knowingly, voluntarily, and free from compulsion, duress, or the promise of additional terms or benefits not stated in the Waiver or Order. Executing this Waiver also serves as consent to service of the Order by electronic means through counsel.

WAIVER AND CONSENT TO ORDER

FOR RESPONDENT SDG Futures Regenerative Impact Ventures, LLC

Melinda Woolf
Melinda Woolf (May 10, 2026 23:11:06 CDT)
______________________________
Signatory

Printed Name: Melinda Woolf

Title (as applicable): Member and Authorized Signatory

State of ____________)
)
County of ____________)

Subscribed before me this

__________ of _________________, 2026.

____________________________
Notary Public

My commission is permanent/expires _______________

This Waiver may be executed by electronic transmission and in counterparts, each of the signatures taken independently to be combined together and construed as a whole, and a copy of a signature transmitted by electronic transmission shall be valid as an original.

By executing this Waiver, each undersigned Respondent attests and affirms that (s)he is competent to sign this waiver and consent form on his/her own behalf; is duly authorized to sign on behalf of any legal entity; and signs knowingly, voluntarily, and free from compulsion, duress, or the promise of additional terms or benefits not stated in the Waiver or Order. Executing this Waiver also serves as consent to service of the Order by electronic means through counsel.

WAIVER AND CONSENT TO ORDER

FOR RESPONDENT Regenerative Impact Partners, LLC

Melinda Woolf
Melinda Woolf (May 10, 2026 23:11:06 CDT)
Signatory

Printed Name: Melinda Woolf

Title (as applicable): Member and Authorized Signatory

State of ____________)
)
County of ____________)

Subscribed before me this

__________ of ________________, 2026.

____________________________
Notary Public

My commission is permanent/expires _______________

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WAIVER AND CONSENT TO ORDER

FOR RESPONDENT Regenerative Impact, LLC

Melinda Woolf
Melinda Woolf (May 10, 2026 23:11:06 CDT)
Signatory

Printed Name: Melinda Woolf

Title (as applicable): Member and Authorized Signatory

State of ____________)
)
County of ____________)

Subscribed before me this

__________ of _________________, 2026.

_____________________________
Notary Public

My commission is permanent/expires _______________

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WAIVER AND CONSENT TO ORDER

FOR RESPONDENT Ethos Botanics, LLC

Melinda Woolf
Melinda Woolf (May 10, 2026 23:11:06 CDT)

Signatory

Printed Name: Melinda Woolf

Title (as applicable): Member and Authorized Signatory

State of ____________)
)
County of ____________)

Subscribed before me this

__________ of _________________, 2026.

____________________________
Notary Public

My commission is permanent/expires _______________

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By executing this Waiver, each undersigned Respondent attests and affirms that (s)he is competent to sign this waiver and consent form on his/her own behalf; is duly authorized to sign on behalf of any legal entity; and signs knowingly, voluntarily, and free from compulsion, duress, or the promise of additional terms or benefits not stated in the Waiver or Order. Executing this Waiver also serves as consent to service of the Order by electronic means through counsel.

WAIVER AND CONSENT TO ORDER

FOR RESPONDENT Melinda Woolf a/k/a Melinda Skipworth

Melinda Woolf
Melinda Woolf (May 10, 2026 23:11:06 CDT)
Signatory

Printed Name: Melinda Woolf

Title (as applicable): ____________________

State of ____________)
)
County of ____________)

Subscribed before me this

__________ of ________________, 2026.

____________________________
Notary Public

My commission is permanent/expires _______________

This Waiver may be executed by electronic transmission and in counterparts, each of the signatures taken independently to be combined together and construed as a whole, and a copy of a signature transmitted by electronic transmission shall be valid as an original.

By executing this Waiver, each undersigned Respondent attests and affirms that (s)he is competent to sign this waiver and consent form on his/her own behalf; is duly authorized to sign on behalf of any legal entity; and signs knowingly, voluntarily, and free from compulsion, duress, or the promise of additional terms or benefits not stated in the Waiver or Order. Executing this Waiver also serves as consent to service of the Order by electronic means through counsel.

WAIVER AND CONSENT TO ORDER

FOR RESPONDENT Quang-Vu Dang

Quang-Vu Dang (May 8, 2026 09:03:28 HST)
Signatory

Printed Name: Quang-Vu Dang

Title (as applicable): ______________________

State of ____________)
)
County of ____________)

Subscribed before me this

__________ of ________________, 2026.

____________________________
Notary Public

My commission is permanent/expires ______________

This Waiver may be executed by electronic transmission and in counterparts, each of the signatures taken independently to be combined together and construed as a whole, and a copy of a signature transmitted by electronic transmission shall be valid as an original.

By executing this Waiver, each undersigned Respondent attests and affirms that (s)he is competent to sign this waiver and consent form on his/her own behalf; is duly authorized to sign on behalf of any legal entity; and signs knowingly, voluntarily, and free from compulsion, duress, or the promise of additional terms or benefits not stated in the Waiver or Order. Executing this Waiver also serves as consent to service of the Order by electronic means through counsel.

WAIVER AND CONSENT TO ORDER

FOR RESPONDENT William Kesselring

William Kesselring
William Kesselring (May 11, 2026 00:42:52 CDT)
Signatory

Printed Name: William Kesselring

Title (as applicable): ______________________

State of ____________)
)
County of ____________)

Subscribed before me this

__________ of ________________, 2026.

____________________________
Notary Public

My commission is permanent/expires _______________

# State of Wisconsin
*Department of Financial Institutions*

Tony Evers, **Governor** Wendy K. Baumann, **Secretary-designee**

**AFFIDAVIT OF SERVICE**
**AND COMPLIANCE WITH WIS. STAT. § 551.611**

STATE OF WISCONSIN )
) ss.
COUNTY OF DANE )

I, MICHAEL GAVIGAN, first being duly sworn, depose and state:

1. I am employed with the State of Wisconsin, Department of Financial Institutions, Division of Securities.
2. In compliance with Wis. Stat. § 227.48 and Wis. Admin. Code. §§ DFI-Sec 8.06 and 8.07, on the date of this Affidavit and in the course of regularly conducted activity, I have caused to be served by email upon Attorneys Alicia N. Washington and John T. Domaszek on behalf of SDG Futures Regenerative Impact Ventures, LLC, et al. at their last known email addresses Alicia.Washington@pierferd.com and John.Domaszek@pierferd.com:
   i. A copy of the Final Order by Consent to Cease and Desist including Restitution, Interest, and Civil Penalties, Exhibit 1, Summary Order to Cease and Desist with Civil Penalties and Restitution, Waiver and Consent to Order; DFI Case No. S-244705 (EX); and
   ii. A copy of this Affidavit of Service.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

MICHAEL GAVIGAN
State of Wisconsin
Department of Financial Institutions
Office of the Secretary

Subscribed and sworn to before me

This 12th day of May, 2026.

Notary Public, State of Wisconsin
My commission is permanent.

(Notary Seal)

ROBIN S. JACOBS
NOTARY
PUBLIC
STATE OF WISCONSIN