



STATE OF WASHINGTON
DEPARTMENT OF FINANCIAL INSTITUTIONS
SECURITIES DIVISION

P.O. Box 9033 • Olympia, Washington 98507-9033
Telephone (360) 902-8760 • TDD (360) 664-8126 • FAX (360) 902-0524 • Web Site: www.dfi.wa.gov

March 27, 2018

VIA E-MAIL [REDACTED]

Mr. Matthew Markus
Pembient, Inc.
1700 Westlake Ave N. Suite 200
Seattle, WA 98109

Re: Pembient, Inc., DFI File No. 048708

Dear Mr. Markus,

The Securities Division of the Department of Financial Institutions has received information indicating that you and Pembient, Inc. have offered and/or sold securities in the State of Washington, including, but not limited to, an offering in 2015 and an Initial Coin Offering in 2017.

Under the Securities Act of Washington, it is unlawful for any person to offer or sell any security in this state unless the security is exempt, sold in an exempt transaction or is registered. The Act provides for administrative, civil, and criminal sanctions for violations of the Act. You may wish to consult with an attorney about the applicability of the Securities Act of Washington, Chapter 21.20 RCW.

Pursuant to RCW 21.20.370, please provide a detailed written statement of facts describing the nature and scope of the offering of securities. Please deliver your written statement of facts to the attention of [REDACTED] at the Washington State Department of Financial Institutions, Securities Division, P.O. Box 9033, Olympia, WA 98507-9033, on or before **April 17, 2018**. You may also send it by email to [REDACTED]@dfi.wa.gov.

Your response should include the following:

1. A description of each offering that was conducted, including the total amount raised for each offering and the number of purchasers in each offering;
2. A copy of all versions of any offering memorandum, private placement memorandum, prospectus, disclosure document, or any other written material provided to purchasers or potential purchasers;
3. All agreements entered into with purchasers (including, but not limited to, subscription agreements, stock purchase agreements, or other evidence of

investment or indebtedness), and all questionnaires and/or forms completed by purchasers or potential purchasers.

4. All newsletters or email updates sent to purchasers.

Your cooperation in this matter is appreciated. If you have any questions, please contact me at [REDACTED] or via email at [REDACTED] [@dfi.wa.gov](mailto:[REDACTED]@dfi.wa.gov).

Sincerely,

A large black rectangular redaction box covering the signature of the sender.

Financial Legal Examiner Supervisor