

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES ACT OF 1933**  
**Release No. 10737 / December 18, 2019**

**In the Matter of**

**BLOCKCHAIN OF THINGS, INC.**

**Respondent.**

**ORDER UNDER RULE 506(d)(2)(ii) OF  
THE SECURITIES ACT OF 1933  
GRANTING A WAIVER OF THE RULE  
506(d)(1)(v)(B) DISQUALIFICATION  
PROVISION**

**I.**

Blockchain of Things, Inc. (“BCOT”) has submitted a letter, dated December 17, 2019, requesting that the Securities and Exchange Commission (the “Commission”) grant a waiver of disqualification under Rule 506(d)(2)(ii) of Regulation D of the Securities Act of 1933 (the “Securities Act”) due to the entry on December 18, 2019, of an order instituting administrative and cease-and-desist proceedings against BCOT (the “Cease and Desist Order”). The Cease-and-Desist Order requires, among other things, BCOT to cease and desist from committing or causing any violations and any future violations of Sections 5(a) and 5(c) of the Securities Act.

**II.**

Rule 506(d)(2)(ii) of Regulation D provides that disqualification “shall not apply . . . upon a showing of good cause and without prejudice to any other action by the Commission, if the Commission determines that it is not necessary under the circumstances that an exemption be denied.”

**III.**

Based on the facts and representations in the request for a waiver of disqualification submitted by BCOT, and assuming that BCOT complies with the Cease and Desist Order, the Commission has determined that BCOT has made a showing of good cause under Rule 506(d)(2)(ii) of Regulation D that it is not necessary under the circumstances to deny reliance on the Regulation D exemption by reason of the entry of the Cease and Desist Order. Any different facts from those represented or failure to comply with the terms of the Cease and Desist Order would require us to revisit our determination that good cause has been shown and could constitute grounds to revoke or further condition the waiver. The Commission reserves the right, in its sole discretion, to revoke or further condition the waiver under those circumstances.

In addition, this waiver of disqualification will not apply to offerings if BCOT fails to comply with the representation set forth in the request letter concerning consultation with Commission staff prior to the distribution of a digital asset other than on a registered basis or pursuant to an exemption from registration.

Accordingly, **IT IS ORDERED**, pursuant to Rule 506(d)(2)(ii) of Regulation D under the Securities Act, that a waiver from the application of the disqualification provision of Rule 506(d)(1)(v)(B) of Regulation D under the Securities Act resulting from the entry of the Cease and Desist Order is hereby granted to BCOT.

By the Commission.

Vanessa A. Countryman  
Secretary