

BEFORE THE COMMISSIONER OF COMMERCE AND INSURANCE FOR THE STATE OF TENNESSEE

TENNESSEE SECURITIES DIVISION,)
Petitioner,)
v.) Matter No.: 22-00398
MASTERWORKS.IO, LLC, et al.)
Respondent.)

CONSENT ORDER

The Securities Division of the Tennessee Department of Commerce and Insurance ("Division") and Masterworks.io, LLC. ("Respondent"), by and through undersigned counsel, agree to the entry and execution of this Consent Order in accordance with Tennessee Code Annotated ("Tenn. Code Ann.") § 48-1-116 of the Tennessee Securities Act of 1980 ("Act"), as amended, and Tenn. Code Ann. §§ 48-1-101 to 48-1-201, subject to the approval of the Commissioner of the Tennessee Department of Commerce and Insurance ("Commissioner").

PARTIES

- 1. The Respondents are referred to herein as "Masterworks", which refers to seventy-three (73) separate issuers that are affiliated with Masterworks.io, LLC. These seventy-three (73) issuers are identified individually in Exhibit A.
- 2. The Division is the lawful agent through which the Commissioner discharges the administration of the Act pursuant to Tenn. Code Ann. § 48-1-115.

GENERAL STIPULATIONS

3. It is expressly understood that this Consent Order is subject to the Commissioner's

acceptance and has no force and effect until such acceptance is evidenced by the entry and

execution of the Commissioner.

4. It is expressly understood that this Consent Order is in the public interest, necessary

for the protection of investors, and consistent with the purposes fairly intended by the policy and

provisions of the Act.

5. This Consent Order is executed by the Commissioner, the Division, and the

Respondent to avoid further administrative action with respect to this cause. Should this Consent

Order not be accepted by the Commissioner, it is agreed that presentation to and consideration of

this Consent Order by the Commissioner shall not unfairly or illegally prejudice the Commissioner

from further participation or resolution of these proceedings.

6. The Respondent fully understands that this Consent Order will in no way preclude

additional proceedings by the Commissioner against the Respondent for acts and/or omissions not

specifically addressed in this Consent Order nor for facts and/or omissions that do not arise from

the facts or transactions herein.

7. The Respondent fully understands that this Consent Order will in no way preclude

proceedings by state government representatives, other than the Commissioner, for acts or

omissions addressed specifically in this Consent Order, violations of law under statutes, rules, or

regulations of the State of Tennessee that arise out of the facts, acts, or omissions contained in this

Consent Order, or acts or omissions addressed specifically herein that result from the execution of

this Consent Order.

8. The Respondent waives all further procedural steps and waive all rights to seek

judicial review of, or otherwise challenge the validity of this Consent Order, the stipulations and

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imposition of discipline contained herein, or the consideration and entry and execution of this

Consent Order by the Commissioner.

9. This Consent Order is submitted on the condition that, if accepted, the

Commissioner will not bring any future actions against the Respondents alleging violations based

on the same factual findings described herein.

FINDINGS OF FACT

10. On or about May 15, 2019, Masterworks, through affiliate Masterworks 001, LLC,

made its first sale of securities in Tennessee. (Exhibit A).

11. Masterworks did not make a notice filing to the Division twenty-one (21) days prior

to its first sale.

12. Masterworks also did not make a notice filing to the Division within ten (10) days

after its first sale.

13. From May 15, 2019, to January 24, 2022, Masterworks executed approximately

four hundred fifty-four (454) sales of securities to investors who were residents of Tennessee.

(Exhibit A).

14. For each of the four hundred fifty-four (454) security sales, Masterworks did not

submit a notice filing twenty-one (21) days prior to its first sale.

15. For each of the four hundred fifty-four (454) security sales, Masterworks also did

not make a notice filing to the Division within ten (10) days after its first sale.

16. On January 24, 2022, Masterworks, voluntarily and of its own accord, filed a

Regulation A, Tier 2 notice filing with the Division for each of the seventy-three (73) securities

offerings sold by the seventy-three (73) issuers comprising Masterworks and paid all associated

filing fees. (Exhibit B).

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CONCLUSIONS OF LAW

17. Pursuant to Tenn. Code Ann. § 48-1-115(a), the responsibility for the administration of the Act is vested in the Commissioner. The Division is the lawful agent through which the Commissioner discharges this responsibility pursuant to Tenn. Code Ann. § 48-1-115(b).

18. Tenn. Code Ann. § 48-1-116 provides that the Commissioner may make, promulgate, amend, and rescind such orders as are necessary to carry out the provisions of the Act upon a finding that such order is in the public interest, necessary for the protection of investors, and consistent with the purposes fairly intended by the policy and provisions of the Act.

19. Tenn. Code Ann. § 48-1-125(a)(1) provides:

. .

- (D) With respect to any security that is a covered security under §18(b)(4)(E) of the Securities Act of 1933, the issuer shall file with the commissioner, no later than fifteen (15) days after the first sale of such covered security in this state, a notice consisting of:
 - (i) Form D signed by the issuer; and
 - (ii) A nonrefundable filing fee of five hundred dollars (\$500).

. . .

20. Tenn. Code Ann. § 48-1-125(c)(2) states:

Any issuer of a covered security that does not promptly remedy a delay in payment of any fee or promptly remedy a delay in making any filing required under this part shall be deemed not to have complied with such filing or fee requirements. For purposes of this subdivision (c)(2), an issuer will have promptly remedied a delay in payment or filing if the issuer remits the required fee or filing within ten (10) business days of receipt of notification of the delay or underpayment.

21. Tenn. Code Ann. § 48-1-125(a)(1)(B) provides that:

- (B) An issuer planning to offer and sell securities in this state in an offering pursuant to Tier 2 of Regulation A shall submit the following at least twenty-one (21) days prior to the initial sale in this state:
 - (iii) A completed Regulation A-Tier 2 notice filing form, or copies of all documents filed with the securities and exchange commission;
 - (iv) A consent to service of process as required under § 48--1--124(e), if not filing on the Regulation A-Tier 2 notice filing form; and
 - (v) A nonrefundable filing fee of five hundred dollars (\$500).
- 22. Tenn. Comp. R. & Regs. 0780-04-02-.12(1)(b) provides that:
 - (b) Covered securities under T.C.A. § 48-1-125(a)(1)(B)
 - 1. An initial notice filing for a covered security which the issuer plans to offer pursuant to Tier 2 of Regulation A (17 C.F.R. §§ 230.251 *et seq.*) must contain:
 - (i) Either (a) a completed and properly executed Uniform Notice Filing of Regulation A Tier 2 Offering form; or (b) copies of all documents filed with the SEC:
 - (ii) A completed and properly executed consent to service of process on Form U-2, or in such other format acceptable to the Division, as provided under T.C.A. § 48-1-124(e), which may be included in the Uniform Notice Filing of Regulation A Tier 2 Offering form;
 - (iii) A completed and properly executed Form U-2A, if applicable; and
 - (iv) The filing fee as provided under T.C.A. § 48-1-125(a)(1)(B)(iii).
 - 2. An issuer planning to offer and sell securities under this subparagraph (1)(b) must make an initial notice filing with the Division no later than twenty-one (21) calendar days prior to the initial sale in this state.

- 3. Notice filings for any covered security under this subparagraph (1)(b) are effective for one (1) year commencing on the date the filing with the Division is completed.
- 4. A notice filing under this subparagraph (1)(b) may be filed with the Division by complying with the requirements for electronic filing under paragraph (7) of this Rule.
- 23. Tenn. Comp. R. & Regs. 0780-04-02-.12(5)(b)1 provides that:
 - (b) For purposes of T.C.A. §48-1-125(c)(2) and this paragraph (5), a failure to make a notice filing cannot be promptly remedied:
 - 1. If the security is a covered security other than a covered security exempt from federal registration under § 18(b)(4)(C) of the 1933 Act or Rule 506 of Regulation D (17 C.F.R. § 230.506) and the delay in making the notice filing as required under T.C.A. § 48-1-125(a)(1)(A)-(B) exceeds ten (10) business days from the date of the first sale of such security in this state;
- 24. The facts as stated above demonstrate that Masterworks intentionally failed to notice file its security offerings with the Division either twenty-one (21) days prior to the first sale or within ten (10) days after its first sale to Tennessee citizens in violation of Tenn. Code Ann. § 48-1-125(a)(1)(B) and Tenn. Code R. & Reg. 0780-04-02-.12(1)(b)2.
- 25. The Commissioner finds the following relief appropriate, in the public interest, and necessary for the protection of investors.

ORDER

NOW, THEREFORE, based on the foregoing, including the Respondent's waiver of the right to a hearing and appeal under the Act and the Tennessee Uniform Administrative Procedures Act, Tenn. Code Ann. §§ 4-5-101 *et seq.*, and the Respondent's admission to the jurisdiction of the Commissioner, the Commissioner finds that the Respondent agrees to the entry and execution of this Consent Order to settle this matter as evidenced by the Respondent's signature.

IT IS ORDERED, pursuant to Tenn. Code Ann. § 48-1-116(a), of the Act, that:

1. The Respondent shall **COMPLY** with the Act, as amended, and all rules

promulgated thereunder; and

2. The Respondent PAY A CONTRIBUTION to the State of Tennessee in the

amount of twenty thousand dollars (\$20,000), pursuant to the following payment terms:

a. The payment of such contribution shall be made by check payable to the

"Securities Enforcement and Legal Training Fund" within thirty (30) days of the execution

of this Order by the Commissioner. Page one (1) of this Consent Order must accompany

the payment for reference. Payment shall be mailed to the attention of:

State of Tennessee

Department of Commerce and Insurance

Attn: Catherine Tabor

500 James Robertson Parkway

Davy Crockett Tower

Nashville, Tennessee 37243

b. **GRACE PERIOD** – Payment shall be made in a timely manner if postmarked

within five (5) business days of the date payment is due.

3. The Respondent's failure to comply with the terms of this Consent Order, including

the manner and method of payment of the contribution described above, shall result in further

administrative disciplinary actions, which may include the assessment of additional civil penalties.

4. This Consent Order represents the complete and final resolution of and discharge

of all administrative and civil claims, demands, actions, and causes of action by the Commissioner

against the Respondent for violations of the Act with respect to the transactions involved in above-

referenced facts. However, excluded from and not covered by this paragraph, are any claims by

the Division arising from or relating to the enforcement of the Consent Order provisions contained

herein.

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5. This Consent Order is in the public interest and the best interests of the Parties. It

represents a settlement of the controversy between the Parties and is for settlement purposes only.

By the signatures affixed below, or in two (2) or more counterparts, the Respondent affirmatively

states the following: the Respondent freely agrees to the entry and execution of the Consent Order;

the Respondent waives the right to a hearing on, or a review of, the matters, the Findings of Fact,

and the Conclusions of Law underlying this Consent Order or the enforcement of this Consent

Order; and the Respondent encountered no threats or promises of any kind by the Commissioner,

the Division, or any agent or representative thereof.

6. By signing this Consent Order, the Commissioner, the Division, and the

Respondent affirmatively states its agreement to be bound by the terms of this Consent Order and

aver that no promises or offers relating to the circumstances described herein, other than the terms

of settlement as set forth in this Consent Order, are binding upon them.

7. This Consent Order may be executed in two or more counterparts, each of which

shall be deemed an original but all of which together shall constitute one and the same document.

The facsimile, email, or other electronically delivered signatures of the parties shall be deemed to

constitute original signatures, and facsimile or other electronic copies shall be deemed to constitute

duplicate originals.

ENTERED AND EXECUTED Mar 11, 2025

Carter Lawrence, Commissioner

Department of Commerce and Insurance

APPROVED FOR ENTRY AND EXECUTION:

Josh Holstein Masterworks.io, LLC, et al.

Elizabeth Bowling (Mar 10, 2025 15:28 CDT)

Elizabeth H. Bowling Assistant Commissioner for Securities Department of Commerce and Insurance

Catherine Tabor
Catherine Tabor (Mar 7, 2025 16:47 CST)

Catherine A. Tabor, BPR # 038467 Associate General Counsel for Securities Department of Commerce and Insurance

	Independent Brokerage Solutions, LLC	Independent Brokerage Solutions, LLC		Independent Brokerage Solutions, LLC		Independent Brokerage Solutions, LLC		Independent Brokerage Solutions, LLC		Independent Brokerage Solutions, LLC		Independent Brokerage Solutions, LLC	Independent Brokerage Solutions, LLC	Independent Brakenage Solutions 110	independent brokerage conditions, the	Independent Brokerage Solutions, LLC	Independent Brokerage Solutions, LLC	Independent Brokerage Solutions, LLC			Independent Brokerage Solutions, LLC Independent Brokerage Solutions, LLC			Independent Brokerage Solutions, LLC		Independent Brokerage Solutions, LLC, Arete Wealth Management Independent Brokerage Solutions, LLC		Independent Brokerage Solutions, LLC																										
DOFS TN Offering status as of February 22, 2022	5/15/2019 Closed	11/5/2019 Closed	9/17/2019 Closed	12/20/2019 Closed	1/29/2020 Closed	3/18/2020 Closed	4/20/2020 Closed	4/6/2020 Closed	6/29/2020 Closed	5/11/2020 Closed	6/8/2020 Closed	6/15/2020 Closed	7/27/2020 Closed	7/6/2020 Closed	8/3/2020 Closed	7/20/2020 Closed	9/9/2020 Closed	8/10/2020 Closed	8/17/2020 Closed	9/14/2020 Closed	9/1/2020 Closed	10/7/2020 Closed	11/10/2020 Closed	9/21/2020 Closed	10/14/2020 Closed	12/17/2020 Closed	10/27/2020 Closed	11/24/2020 Closed	11/16/2020 Closed	12/3/2020 Closed	12/22/2020 Closed	1/5/2021 Closed	1/19/2021 Closed	1/12/2021 Closed		2/3/2021 Closed	2/24/2021 Closed	3/22/2021 Closed	2/16/2021 Closed	4/1/2021 Closed		4/7/2021 Closed	5/26/2021 Closed			4/20/2021 Closed					7/2//2021 Closed	\rightarrow		8/13/2021 Live
EC Qualification date	5/10/2019	11/4/2019	9/11/2019	12/18/2019	1/10/2020	3/17/2020	4/9/2020	3/30/2020	6/26/2020	5/8/2020	6/8/2020	6/12/2020	7/24/2020	7/2/2020	7/31/2020	7/16/2020	9/9/2020	8/10/2020	8/14/2020	9/14/2020	8/28/2020	9/25/2020	11/10/2020	9/18/2020	10/9/2020	12/17/2020	10/19/2020	11/24/2020	11/16/2020	12/2/2020	12/22/2020	12/18/2020	1/11/2021	1/11/2021	2/2/2021	2/3/2021	2/23/2021	3/18/2021	2/12/2021	3/31/2021	3/31/2021	4/6/2021	5/20/2021	4/6/2021	7/19/2021	4/14/2021	6/1/2021	6/21/2021	6/21/2021	6/15/2021	1/23/2021	6/1/2021	7/13/2021	7/8/2021
Issuer	Masterworks 001, LLC	Masterworks 002, LLC	Masterworks 003, LLC	Masterworks 004, LLC	Masterworks 005, LLC	Masterworks 006, LLC	Masterworks 007, LLC	Masterworks 008, LLC	Masterworks 009, LLC	Masterworks 010, LLC	Masterworks 011, LLC	Masterworks 012, LLC	Masterworks 013, LLC	Masterworks 014, LLC	Masterworks 015, LLC	Masterworks 016, LLC	Masterworks 017, LLC	Masterworks 018, LLC	Masterworks 019, LLC	Masterworks 020, LLC	Masterworks 021, LLC	Masterworks 022, LLC	Masterworks 023, LLC	Masterworks 024, LLC	Masterworks 025, LLC	Masterworks 026, LLC	Masterworks 027, LLC	Masterworks 028, LLC	Masterworks 029, LLC	Masterworks 030, LLC	Masterworks 031, LLC	Masterworks 032, LLC	Masterworks 033, LLC	Masterworks 034, LLC	Masterworks 035, LLC	Masterworks 036, LLC	Masterworks 037, LLC	Masterworks 038, LLC	Masterworks 039, LLC	Masterworks 040, LLC	Masterworks 041, LLC	Masterworks 042, LLC	Masterworks 043, LLC	Masterworks 044, LLC	Masterworks 046, LLC	Masterworks 047, LLC	Masterworks 049, LLC	Masterworks 050, LLC	Masterworks 051, LLC	Masterworks 052, LLC	Masterworks 053, LLC	Masterworks 055, LLC		Masterworks 057, LLC
CIK	0001738134	0001750148	0001781737	0001791539	0001794758	0001800977	0001804279	0001804266	0001806903	0001806902	0001809772	0001810272	0001811847	0001812768	0001812818	0001813339	0001814041	0001816604	0001816907	0001817407	0001817381	0001819367	0001819377	0001819379	0001819368	0001819378	0001824043	0001824040	0001824042	0001824041	0001824229	0001829029	0001829027	0001829028	0001829031	0001829030	0001839143	0001839539	0001839158	0001839287	0001842525	0001842524	0001843102	0001843178	0001845195	0001845192	0001845484	0001845425	0001849907	0001849911	0001849912	0001851026	0001860446	0001860453
Reciept date TN File number	1/24/2022 N2022-0141	1/24/2022 N2022-0142	1/24/2022 N2022-0143	1/24/2022 N2022-0144	1/24/2022 N2022-0145	1/24/2022 N2022-0146	1/24/2022 N2022-0147	1/24/2022 N2022-0149	1/24/2022 N2022-0148	1/24/2022 N2022-0133	_	1/24/2022 N2022-0131	1/24/2022 N2022-0134	1/24/2022 N2022-0135	1/24/2022 N2022-0136	1/24/2022 N2022-0137	1/24/2022 N2022-0138	1/24/2022 N2022-0139	1/24/2022 N2022-0140	1/24/2022 N2022-0130	1/24/2022 N2022-0129	1/24/2022 N2022-0128	1/24/2022 N2022-0127	1/24/2022 N2022-0126	1/24/2022 N2022-0125	1/24/2022 N2022-0124	1/24/2022 N2022-0123	1/24/2022 N2022-0122	1/24/2022 N2022-0121									_			=-			1/24/2022 N2022-0106	1/24/2022 N2022-0105	1/24/2022 N2022-0104	1/24/2022 N2022-0103		4	1/24/2022 N2022-0099	1/24/2022 N2022-0098	_	_	1/24/2022 N2022-0094

Independent Brokerage Solutions, LLC	Independent Brokerage Solutions, LLC, Arete Wealth Management														
8/6/2021 Closed	8/10/2021 Live	8/17/2021 Closed	8/20/2021 Closed	8/24/2021 Live	8/27/2021 Live	9/8/2021 Closed	9/13/2021 Live	9/17/2021 Live	9/27/2021 Closed	9/24/2021 Live	10/1/2021 Live	10/13/2021 Live	10/22/2021 Live	10/18/2021 Live	11/1/2021 Live
7/30/2021	8/9/2021	7/23/2021	8/17/2021	8/20/2021	8/11/2021	9/3/2021	9/10/2021	9/17/2021	9/23/2021	9/23/2021	9/30/2021	10/12/2021	10/20/2021	10/18/2021	10/22/2021
Masterworks 060, LLC	Masterworks 061, LLC	Masterworks 062, LLC	Masterworks 063, LLC	Masterworks 064, LLC	Masterworks 065, LLC	Masterworks 066, LLC	Masterworks 069, LLC	Masterworks 070, LLC	Masterworks 071, LLC	Masterworks 072, LLC	Masterworks 073, LLC	Masterworks 076, LLC	Masterworks 078, LLC	Masterworks 079, LLC	Masterworks 083, LLC
0001860456	0001868615	0001869086	0001869078	0001869704	0001869760	0001870907	0001870901	0001874009	0001876356	0001876355	0001876348	0001882039	0001882020	0001882371	0001883068
1/24/2022 N2022-0092	1/24/2022 N2022-0091	1/24/2022 N2022-0090	1/24/2022 N2022-0089	1/24/2022 N2022-0088	1/24/2022 N2022-0087	1/24/2022 N2022-0086	1/24/2022 N2022-0085	1/24/2022 N2022-0157	1/24/2022 N2022-0156	1/24/2022 N2022-0155	1/24/2022 N2022-0154	1/24/2022 N2022-0153	1/24/2022 N2022-0152	1/24/2022 N2022-0151	1/24/2022 N2022-0150

Offering	Investors in Tennessee		Exemption
Masterworks 001			48-1-103(b)(4)
Masterworks 002		19	, , ,
Masterworks 003		6	48-1-103(b)(4)
Masterworks 004		4	48-1-103(b)(4)
Masterworks 005		5	48-1-103(b)(4)
Masterworks 006		13	48-1-103(b)(4)
Masterworks 007		5	48-1-103(b)(4)
Masterworks 008		4	48-1-103(b)(4)
Masterworks 009		4	48-1-103(b)(4)
Masterworks 010		1	48-1-103(b)(4)
Masterworks 011		1	48-1-103(b)(4)
Masterworks 012		3	48-1-103(b)(4)
Masterworks 013		2	48-1-103(b)(4)
Masterworks 014		13	48-1-103(b)(4)
Masterworks 015		3	48-1-103(b)(4)
Masterworks 016		2	48-1-103(b)(4)
Masterworks 017		11	48-1-103(b)(4)
Masterworks 018		4	48-1-103(b)(4)
Masterworks 019		6	48-1-103(b)(4)
Masterworks 020		2	48-1-103(b)(4)
Masterworks 021		7	48-1-103(b)(4)
Masterworks 022		1	48-1-103(b)(4)
Masterworks 023		2	48-1-103(b)(4)
Masterworks 024		1	48-1-103(b)(4)
Masterworks 025		3	48-1-103(b)(4)
Masterworks 026		1	48-1-103(b)(4)
Masterworks 027		5	48-1-103(b)(4)
Masterworks 028		2	48-1-103(b)(4)
Masterworks 029		9	48-1-103(b)(4)
Masterworks 030		13	48-1-103(b)(4)
Masterworks 031		2	48-1-103(b)(4)
Masterworks 032		6	48-1-103(b)(4)
Masterworks 033		7	48-1-103(b)(4)
Masterworks 034		2	48-1-103(b)(4)
Masterworks 035		9	48-1-103(b)(4)
Masterworks 036		15	48-1-103(b)(4)
Masterworks 037		5	48-1-103(b)(4)
Masterworks 038		6	48-1-103(b)(4)
Masterworks 039		2	48-1-103(b)(4)
Masterworks 040		5	48-1-103(b)(4)
Masterworks 041		18	
Masterworks 042		21	
Masterworks 043		7	48-1-103(b)(4)

Masterworks 044	20	
Masterworks 046	5	48-1-103(b)(4)
Masterworks 047	2	48-1-103(b)(4)
Masterworks 048	1	48-1-103(b)(4)
Masterworks 049	8	48-1-103(b)(4)
Masterworks 050	3	48-1-103(b)(4)
Masterworks 051	4	48-1-103(b)(4)
Masterworks 052	2	48-1-103(b)(4)
Masterworks 053	4	48-1-103(b)(4)
Masterworks 054	26	
Masterworks 055	10	48-1-103(b)(4)
Masterworks 056	8	48-1-103(b)(4)
Masterworks 057	5	48-1-103(b)(4)
Masterworks 058	29	
Masterworks 060	5	48-1-103(b)(4)
Masterworks 061	5	48-1-103(b)(4)
Masterworks 062	3	48-1-103(b)(4)
Masterworks 063	4	48-1-103(b)(4)
Masterworks 064	10	48-1-103(b)(4)
Masterworks 065	4	48-1-103(b)(4)
Masterworks 066	2	48-1-103(b)(4)
Masterworks 069	4	48-1-103(b)(4)
Masterworks 070	4	48-1-103(b)(4)
Masterworks 071	3	48-1-103(b)(4)
Masterworks 072	4	48-1-103(b)(4)
Masterworks 073	2	48-1-103(b)(4)
Masterworks 076	1	48-1-103(b)(4)
Masterworks 078	8	48-1-103(b)(4)
Masterworks 079	2	48-1-103(b)(4)
Masterworks 083	4	48-1-103(b)(4)