

# Pocketful of Quarters, Inc.

## Response of the Division of Corporation Finance

July 25, 2019

Re: Pocketful of Quarters, Inc.  
Incoming letter dated July 25, 2019

Based on the facts presented, the Division will not recommend enforcement action to the Commission if, in reliance on your opinion as counsel that the Quarters are not securities, PoQ offers and sells the Quarters without registration under Section 5 of the Securities Act and does not register Quarters as a class of equity securities under Section 12(g) of the Exchange Act. Capitalized terms have the same meanings as defined in your letter.

In reaching this position, we particularly note that:

- PoQ will not use any funds from Quarters sales to build the Quarters Platform, which has been fully developed and will be fully functional and operational immediately upon its launch and before any of the Quarters are sold;
- the Quarters will be immediately usable for their intended purpose (gaming) at the time they are sold;
- PoQ will implement technological and contractual provisions governing the Quarters and the Quarters Platform that restrict the transfer of Quarters to PoQ or to wallets on the Quarters Platform;
- gamers will only be able to transfer Quarters from their Quarters Hot Wallets for gameplay to addresses of Developers with Approved Accounts or to PoQ in connection with participation in e-sports tournaments;
- only Developers and Influencers with Approved Accounts will be capable of exchanging Quarters for ETH at pre-determined exchange rates by transferring their Quarters to the Quarters Smart Contract;
- to create an Approved Account, Developers and Influencers will be subject to KYC / AML checks at account initiation as well as on an ongoing basis;
- Quarters will be made continuously available to gamers in unlimited quantities at a fixed price;
- there will be a correlation between the purchase price of Quarters and the market price of accessing and interacting with Participating Games; and
- PoQ will market and sell Quarters to gamers solely for consumptive use as a means of accessing and interacting with Participating Games.

This position is based on the representations made to the Division in your letter. Any different facts or conditions might require the Division to reach a different conclusion. Further, this response expresses the Division's position on enforcement action only and does not express any legal conclusion on the question presented or on the applicability of any other laws, including the Bank Secrecy Act and anti-money laundering and related frameworks.

Sincerely,

Jonathan A. Ingram  
Chief Legal Advisor, FinHub  
Division of Corporation Finance