

**ORDER NO. 2026-001**

<b>IN THE MATTER OF:</b>	§	<b>BEFORE:</b>
	§	
<b>GPD HOLDINGS LLC DBA COINFLIP</b>	§	<b>THE BANKING</b>
	§	<b>COMMISSIONER OF TEXAS</b>
<b>CHICAGO, ILLINOIS</b>	§	
	§	<b>AUSTIN, TRAVIS COUNTY, TEXAS</b>

**CONSENT ORDER**

On this day, the matter of GPD Holdings LLC dba CoinFlip (Respondent) was submitted to me, Charles G. Cooper, Banking Commissioner (Commissioner) of the State of Texas, for consideration and action.

1. Respondent is an Illinois-based fintech company that operates kiosks and an online website whereby customers may purchase and sell virtual currency.

2. The Texas Department of Banking (Department) has jurisdiction over the subject matter of this proceeding pursuant to *Texas Finance Code* (Finance Code) Chapter 152 (Chapter 152). The Commissioner has the authority to issue this Consent Order (Order) and to assess administrative penalties pursuant to Finance Code §§ 152.406 and 152.407.

3. Respondent has been properly notified of its right to an administrative hearing under Chapter 152.

4. The undersigned representative of Respondent has full authority to enter into and bind the respective Respondent to the terms and conditions of this Order.

5. The statutory provisions at issue in this matter include, but are not limited to, Finance Code §§ 152.003, 152.101, 152.406 and 152.407.

6. Any violation of this Order could subject Respondent to additional regulatory or enforcement actions authorized by Chapter 152 and other provisions of Texas law. Nothing in this Order diminishes the regulatory or enforcement powers of the Department, the Commissioner, or the Finance Commission of Texas under Chapter 152, or other applicable law.

7. For purposes of this proceeding, Respondent knowingly and voluntarily waives:
  - a. service upon Respondent of this Order;
  - b. the right to present defenses to the allegations in this proceeding;
  - c. notice and hearing prior to imposition of this Order;
  - d. the filing of proposed findings of fact and conclusions of law;
  - e. the issuance of a proposal for decision by an administrative law judge;
  - f. the filing of exceptions and briefs with respect to such proposal for decision;
  - g. judicial review of this Order as provided by *Texas Government Code* § 2001.171 *et seq.*; and
  - h. any other challenge to the validity of this Order in law or equity.
  
8. Respondent and the Commissioner agree to this Order solely for the purpose of this proceeding, and without Respondent admitting or denying the factual findings of the Commissioner stated herein or any violations of law or regulations. This Order does not constitute an admission by Respondent that Chapter 152, or a rule adopted, or order issued under Chapter 152 has been violated.

### **I. Findings**

9. The Commissioner has considered this matter and finds as follows:
  - a. On July 19, 2023, the Department and Respondent entered into a consent order concerning violations by Respondent for conducting unlicensed money transmission activity in Texas and assessing an administrative penalty in the amount of \$31,600. Specifically, Respondent engaged in unlicensed money transmission by engaging in transactions involving stablecoins with customers located in Texas through Respondent's virtual currency kiosks. The order mandated that the Respondent cease the unlicensed activity until such time that it obtains from the Department a license to engage in the

business of money transmission in this state, or confirmation from the Department that such activity is exempt from the licensure requirement.

b. On May 1, 2024, Respondent applied for a money transmission license under Chapter 152 of the Texas Finance Code. During its review of Respondent's application, the Department discovered that CF Preferred LLC, an unlicensed affiliate that Respondent merged with on October 25, 2024, had been selling stablecoin through its online trading platform, the Order Desk, since February 13, 2024, though it was not licensed. The sale of stablecoin continued until the Department discovered the stablecoin sales in October of 2025. Once notified, Respondent ceased all further sales of stablecoin to Texas customers via the Order Desk.

c. Finance Code § 152.003(22)(A)(iii) defines money transmission to specifically include "receiving money for money transmission services from a person located in this state." Under Finance Code § 152.003(19)(A)(iii), the definition of "money" or "monetary value" includes stablecoin that is pegged to a sovereign currency, is fully backed by assets held in reserve, and grants a holder of the stablecoin the right to redeem the stablecoin for sovereign currency from the issuer. The Department has interpreted "money transmission services" to mean (a) the receipt of money or monetary value by any means, and (b) a reciprocal promise to make money or monetary value available at a later time or different location. Chapter 152 deems a person to be engaging in the business of money transmission if "the person receives compensation or expects to receive compensation, directly or indirectly, for conducting money transmission". Finance Code § 152.101(b). The Department has concluded that Respondent conducted unlicensed money transmission by selling stablecoin, either through its subsequently merged affiliate, CF Preferred, or directly through the Order desk, from February 13, 2024, to October of 2025.

d. Finance Code § 152.101(a) provides that “a person may not engage in the business of money transmission or advertise, solicit, or hold itself out as engaging in the business of money transmission” without a license unless it is an authorized delegate of a license holder, is excluded from licensure under Chapter 152, or has been granted an exemption under Chapter 152.

e. As described above, the Department has concluded that: (i) Respondent conducted money transmission in Texas as defined in Chapter 152; (ii) the Department had not licensed Respondent; (iii) Respondent was not an authorized delegate of a license holder; (iv) Respondent was not excluded from licensure under Chapter 152; and (v) Respondent had not been granted an exemption under Chapter 152. Consequently, the Commissioner finds that Respondent violated Finance Code § 152.101.

f. As required by Finance Code § 152.407(d), the Commissioner has considered the seriousness of the violations, Respondent’s compliance history, and Respondent’s good faith in attempting to comply with Chapter 152.

10. Nothing in this Order shall prohibit Respondent from obtaining a money transmission license from the Department in the future.

11. This Order does not restrict the Department with respect to any enforcement action, or other recourse, regarding any other violations by Respondent not now known to the Department which may come to the attention of the Department. Nothing herein shall be construed to limit Respondent’s right to contest any future finding or determination of non-compliance.

12. The terms, conditions, and limitations of this Order may be amended or terminated at any time upon the written agreement of both parties.

## **Order**

It is hereby ORDERED, ADJUDGED, and DECREED that:

13. Within 30 days of the Effective Date of this Order, Respondent will pay \$40,839.75 to the Department as an administrative penalty under Finance Code § 152.407.

14. Respondent shall continue making a good faith effort to fulfill all the requirements to obtain a license to conduct money transmission in Texas as detailed in Chapter 152 of the Finance Code and to not engage in further unlicensed money transmission until a license is obtained.

**Effective Date**

This Order against Respondent is effective on the date signed by the Commissioner and is final and non-appealable as of that date.

Signed on this 24<sup>th</sup> day of February, 2026.

/s/ Charles G. Cooper  
Charles G. Cooper  
Commissioner, Department of Banking

**AGREED AS TO FORM AND SUBSTANCE:**

/s/ Benjamin Weiss  
Benjamin Weiss  
CEO  
GPD Holdings LLC dba Coinflip

Date: February 19, 2026