

STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION

IN THE MATTER OF:)
)
BARRY BRYANT)
DOT FARMS)
)
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)
RESPONDENTS)) ADMINISTRATIVE ORDER
) NO. CD-2018-0018

CEASE AND DESIST ORDER

The Alabama Securities Commission ("Commission"), having authority to administer and provide for the enforcement of all provisions of Title 8, Chapter 6, Code of Alabama 1975, the Alabama Securities Act ("Act"), upon due consideration of the subject matter hereof, and having confirmed information of the offers for sale and/or sale of securities, into, within or from the state of Alabama, has determined as follows:

RESPONDENTS

1. **BARRY BRYANT ("BRYANT")**, during all times involving the offer and sale of the security relevant to this order, represented himself as an agent of **DOT FARMS AND SHARON AND DOT TRUCKING**. **BRYANT** is an Alabama resident with a residential address of 6667 Alabama Highway 22 North, Valley Grande, AL 36707.

2. **DOT FARMS ("DOT FARMS")**, during all times involving the offer and sale of the security relevant to this order was an Alabama entity with a business address of 375 Clara Gardner Road, Lowndesboro, Alabama 36752. **DOT FARMS** is not registered with the Alabama Secretary of State. In a "Dot Farms Executive Summary" provided to funded.com, **DOT FARMS** is described as "wholly owned by

Sharon & Dot Trucking Inc." as their "research division" looking for ventures that would make profitable use of their available land and assets.

OTHER RELATED PARTIES

3. **SHARON AND DOT TRUCKING, INC ("S&DTI")**, during all times involving the offer and sale of the security relevant to this order, was an Alabama based entity with a business address of 375 Clara Gardner Road, Lowndesboro, Alabama 36752. According to the dotfarms.biz website, **S&DTI** is a refrigerated transport company that transports produce grown by it's affiliated company, **DOT FARMS**, and will also transport shrimp harvested by **DOT FARMS**.

STATEMENT OF FACTS

4. On November 9, 2017, the Commission received information that **BRYANT**, as CEO of **S&DTI**, solicited an Alabama resident by mail to invest in an organic freshwater shrimp plant that is located at 375 Clara Gardner Road, Lowndesboro, Alabama. The Alabama resident was not known to BRYANT prior to the solicitation and the resident did not show any prior interest in **BRYANT, S&DTI, or DOT FARMS**. The solicitation stated, "*not only will you earn on Preferred or Common Shares, but you will receive, as an incentive, a 20% bonus in Common Shares.*" The solicitation then directs the resident to the website, www.dotfarms.biz.

5. On November 9, 2017, a review of the website, www.dotfarms.biz, revealed a copyright for **S&DTI**, with hyperlinks labeled Site Map, Investment Opportunity, Land Clearing, Home, Pond Building, About Us, Oronomics Systems, Shrimp Background, Other Equipment, Blog, and Contact Us. According to the website, the investment opportunity is that "*Preferred Shares earn 10% on your investment plus*

10% on referral INV" and that "Common Shares begin at \$10,000."

6. The www.dotfarms.biz website contains a hyperlink titled "*Invest Now*," that directs the user to a funded.com page. The funded.com page is titled "*Us Farmed Freshwater Shrimp*" and states that **DOT FARMS** has a \$500,000.00 capital goal.

7. **BRYANT** instructs potential investors to e-mail him at washmaeella@aol.com after the investment has been completed. The e-mail should contain the investors contact information and a picture that will be placed on the www.dotfarms.biz website. The funded.com webpage indicates that ten investors have invested in Us Freshwater Shrimp for a total of \$950.00.

8. On February 1, 2018, the Commission staff noted that the www.dotfarms.biz website was updated and contained the following statement: "*Preferred Shares earn 50% on your investment*."

9. Pursuant to a review of registration files on February 21, 2018, the Commission staff noted that **BRYANT** was not registered to offer and sell securities in the State of Alabama. Additionally, the securities offered and sold for **DOT FARMS** were not registered, nor subject to a perfected exemption from registration.

10. A search of the United States Securities and Exchange Commission's Edgar website revealed no filings for **DOT FARMS** or **S&DTI**.

CONCLUSIONS OF LAW

11. Pursuant to Section 8-6-2(10), Code of Alabama 1975, Alabama's statutory definition of a security includes any note, bond, debenture or other evidence of indebtedness. The stock offered and sold by **RESPONDENTS** is a security under the

Act.

12. Pursuant to Section 8-6-2(5), Code of Alabama 1975, the definition of Issuer includes, "every person who proposes to issue, has issued, or shall hereafter issue any security". **DOT FARMS** issued stock constituting a security and is an "issuer" as defined by the Act.

13. Pursuant to Section 8-6-2(2), Code of Alabama 1975, an Agent is an individual other than a dealer who represents a dealer or issuer in effecting or attempting to effect sales of securities. **BRYANT** effected the solicitation and sale of a security, to-wit: stock, on behalf of **DOT FARMS** and is an Agent as defined in the Act.

14. Pursuant to Section 8-6-3(a), Code of Alabama 1975, it is unlawful for any person to transact business in this state as an agent or dealer for securities unless such person is registered under the Act. **BRYANT**, by offering and selling a security, to-wit: stock, acted as an agent of **DOT FARMS** in Alabama. **BRYANT** was not registered as an agent with the Commission at the time of the transaction; therefore, **BRYANT** acted as an unregistered agent in violation of the Act.

15. Pursuant to Section 8-6-3(a), Code of Alabama 1975, it is unlawful for any dealer or issuer to employ an agent to transact business in securities in Alabama unless the agent is registered with the Commission. Bryant acted as an unregistered agent on behalf of **DOT FARMS** in soliciting the sale of a security, to-wit: stock of **DOT FARMS**, in violation of the Act.

16. Pursuant to Section 8-6-4, Code of Alabama 1975, it is unlawful for any person to offer or sell any security in this state unless the security: (1) is registered under the Act; (2) the security is exempt from registration under 8-6-10; or (3) the transaction is exempt under Section 8-6-11. The securities offered by **BRYANT**; to-wit: stock issued by **DOT FARMS**, were neither registered nor subject to a perfected exemption from registration in Alabama at the time of solicitation or sale and were offered and sold in violation of the Act.

This Order does not prevent the Commission from seeking such other civil or criminal remedies that are available to it under the Act.

This Order is appropriate in the public interest for the protection of investors and is consistent with the purposes of the Act.

Additionally, if the allegations set forth herein are found to be true, through either administrative adjudication, failure of the **RESPONDENTS** to make a timely request for a hearing, or default of the **RESPONDENTS**, it is the intention of the Commission to impose sanctions upon the **RESPONDENTS**. Such sanctions may include, *inter alia*, an administrative assessment imposed on **RESPONDENTS**, an additional administrative assessment for investigative costs arising from the investigation of the violation(s) described herein against the **RESPONDENTS**, and a permanent order to bar **RESPONDENTS** from participation in any securities related industry in the state of Alabama.

ACCORDINGLY, IT IS HEREBY ORDERED that **RESPONDENTS**, Barry Bryant and Dot Farms immediately **CEASE AND DESIST** from further offers or sales of any security into, within or from the state of Alabama.

Entered at Montgomery, Alabama, this 17th day of August, 2018.

ALABAMA SECURITIES COMMISSION
401 Adams Avenue, Suite 280
Montgomery, AL 36104
(334) 242-2984

BY:

JOSEPH P. BORG
Director

