

**STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION**

IN THE MATTER OF:

NFN8 GROUP, INC

RESPONDENT

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ADMINISTRATIVE AGREEMENT

NO. CO-2022-0010

STIPULATION AGREEMENT

The Alabama Securities Commission ("Commission"), having the 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 and agreed as follows:

STIPULATION OF FACTS

1. NFN8 GROUP, INC ("NFN8") is a Nevada Corporation, with a business address of 13809 Research Blvd, Suite 785, Austin, Texas 78729.

2. On March 18, 2021 and on May 20, 2021, NFN8 submitted a filing and an amended filing, respectively, pursuant to Rule 506(b) of Regulation D ("Form D") through the Electronic Filing Depository. The Form D reflected that NFN8 and its affiliates (collectively, the "ISSUER") had paid commissions in connection with securities transactions involving investors in Alabama.

3. On May 28, 2021, the Commission sent the ISSUER a deficiency letter regarding its Amended Form D. The deficiency letter requested that the ISSUER identify the individual and firm that effected the securities transactions involving Alabama investors.

4. Between May 28, 2021 and November 11, 2021, the Commission and the ISSUER corresponded regarding the individuals that solicited the securities transactions

involving three investors in Alabama (the "SECURITIES"), the Alabama investors, the SECURITIES and their related offering documents, and the compensation paid in connection with these SECURITIES. The ISSUER disclosed to the Commission that, in reliance upon the advice of its counsel, it had paid its Agents, PC and JM, commissions in connection with the sale of the SECURITIES.

5. The Central Registration Depository ("CRD") reflects that neither PC nor JM has ever been registered in the State of Alabama.

6. On April 4, 2022, the ISSUER tendered offers of rescission to the Alabama investors who purchased the SECURITIES since PC and JM were not registered in the State of Alabama at the time of the sales. The ISSUER has furnished to the Commission copies of the rescission offers sent to the Alabama investors.

ACCEPTANCE AND CONSENT TO REMEDIAL MEASURES

WHEREAS, pursuant to *Code of Alabama 1975*, Section 8-6-3(a), it is unlawful for any dealer or issuer to employ an agent for the solicitation of a security unless the agent is registered or another applicable exemption applies.

WHEREAS, the ISSUER admits that it employed PC and JM as agents and that it paid commissions to PC and JM in connection with their solicitation of Alabama investors on behalf of the ISSUER while not being registered, thereby inadvertently violating the Act.

WHEREAS, the ISSUER admits that the information and assertions presented to the Commission during its investigation of this matter are true and correct; that the ISSUER understands the Commission relied upon such information and assertions in its determination to accept this Agreement; and that should such information or assertions prove to be incorrect or misrepresented, the Commission may seek such other administrative, civil or criminal remedies that may be available to it under the provisions of the Act.

WHEREAS, the ISSUER has voluntarily agreed to waive all rights to a hearing upon execution of this Agreement and has consented to this Agreement.

WHEREAS, the Commission finds this Agreement necessary and appropriate in the public interest for the protection of investors and consistent with the purposes fairly intended by the policy and provisions of the Act.

WHEREAS, the Commission and the ISSUER are desirous of settling this matter as hereafter set forth and agree to the execution of this Agreement.

THEREFORE, the ISSUER accepts and consents solely for the purpose of resolving this proceeding, prior to a hearing and without an adjudication of any issue of law or fact, to the following:

1. That the ISSUER has agreed that it will refrain from paying any commission in connection with any and all securities transactions in the State of Alabama to any agent who is not properly registered or exempt from registration under the Act.

That in accordance with Section 8-6-19(j)(1), Code of Alabama 1975, the ISSUER shall pay to the State of Alabama an administrative assessment of Fifty Thousand Dollars (\$50,000.00), said funds to be tendered in certified funds contemporaneously with the execution of this Agreement.

3. That in accordance with Section 8-6-19(K)(1), Code of Alabama 1975, the ISSUER shall pay to the Alabama Securities Commission, as reimbursement for the Commission's cost for investigating this matter, the sum of Forty Thousand Dollars (\$40,000.00), said funds to be tendered in certified funds contemporaneously with the execution of this Agreement.

4. That the ISSUER shall contribute to the Alabama Council on Economic Education the sum of Thirty Thousand Dollars (\$30,000.00), said funds to be tendered in certified funds contemporaneously with the execution of this Agreement.

5. That the execution of this Agreement will resolve any and all issues related to the sales of the SECURITIES in Alabama as to NFN8, its employees, affiliates, subsidiaries, and agents.

AGREED and CONSENTED to on dates indicated:

NFN8 GROUP, INC

Ji
SIGNATURE

4-18-22
DATE

Josh Moore
PRINTED NAME

**STATE OF ALABAMA
ALABAMA SECURITIES COMMISSION**

[Signature]
JOSEPH P. BORG
Director

4/22/2022
DATE

