



STATE OF MISSOURI
OFFICE OF SECRETARY OF STATE

IN THE MATTER OF:)
)
CANNABIS PLUS MISSOURI, L.L.C.;) Case No. AP-20-10
CAN PLUS MO INVESTMENTS;)
SHAWN HARRISON; KRISTIE HARRISON;)
and KEVIN LARSON,)
)
Respondents.)

CONSENT ORDER

SUMMARY OF SECURITIES DIVISION’S ALLEGATIONS

1. The Enforcement Section of the Missouri Securities Division of the Office of Secretary of State (“**Enforcement Section**”), through Securities Enforcement Counsel Steven Kretzer, has alleged that Cannabis Plus Missouri, L.L.C. (“**Cannabis Plus**”), Can Plus MO Investments (“**MO Investments**”), Shawn Harrison (“**S. Harrison**”), Kristie Harrison (“**K. Harrison**”), and Kevin Larson (“**Larson**”) (collectively “Respondents”), violated Sections 409.3-301, and 409.5-501 RSMo. (2016)¹, by offering and selling unregistered, non-exempt securities in and/or from the State of Missouri. This violation constitutes grounds to issue an order pursuant to Section 409.6-604.
2. Respondents and the Enforcement Section desire to settle the allegations and the matters raised by the Enforcement Section relating to the Respondent’s alleged violations of Sections 409.3-301, and 409.5-501.

CONSENT TO JURISDICTION

3. Respondents and the Enforcement Section stipulate and agree that the Missouri Commissioner of Securities (“**the Commissioner**”) has jurisdiction over Respondents and these matters pursuant to the Missouri Securities Act of 2003, Chapter 409 *et seq.*
4. Respondents and the Enforcement Section stipulate and agree that the Commissioner has authority to enter this Order pursuant to Section 409.6-604(h), which provides:

¹Unless otherwise noted, all statutory references are to the 2016 Revised Statutes of Missouri.

“The commissioner is authorized to issue administrative consent orders in the settlement of any proceeding in the public interest under this act.”

WAIVER AND EXCEPTION

5. Respondents waive Respondents’ rights to a hearing with respect to this matter.
6. Respondents waive any rights that Respondents may have to seek judicial review or otherwise challenge or contest the terms and conditions of this Order. Respondents specifically forever release and hold harmless the Missouri Office of Secretary of State, Secretary of State, Commissioner of Securities, and their respective representatives and agents from any and all liability and claims arising out of, pertaining to, or relating to this matter.
7. Respondents stipulate and agree with the Enforcement Section that, should the facts contained herein prove to be false or incomplete, the Enforcement Section reserves the right to pursue any and all legal or administrative remedies at its disposal.

CONSENT TO COMMISSIONER’S ORDER

8. Respondents and the Enforcement Section stipulate and agree to the issuance of this Consent Order without further proceedings in this matter, agreeing to be fully bound by the terms and conditions specified herein.
9. Respondents agree not to take any action or to make or permit to be made any public statement creating the impression that this Order is without factual basis. Nothing in this paragraph affects Respondents’ (a) testimonial obligations; (b) right to take legal or factual positions in defense of litigation or in defense of other legal proceedings in which the Commissioner is not a party; or (c) right to make public statements that are factual.
10. Respondents agree that Respondents are not the prevailing party in this action since the parties have reached a good faith settlement.
11. Respondents neither admit nor denies the allegations made by the Enforcement Section, but consents solely for the purpose of this matter only and not for any other matter, to the Commissioner’s Findings of Fact, Conclusions of Law, and Order as set forth below solely for the purposes of resolving this proceeding and any proceeding that may be brought to enforce the terms of this Consent Order.

COMMISSIONER’S FINDINGS OF FACT, CONCLUSIONS OF LAW, AND ORDER

I. FINDINGS OF FACT

12. Cannabis Plus is a limited liability company registered with the State of Missouri on May 13, 2019. Cannabis Plus is assigned charter number LC001647773. Cannabis Plus, created

for the distribution of medical marijuana with registered agent Larson, is located at 2547 Sunrise Drive, Eureka, Missouri 63025.

13. At all times relevant no registration, granted exemption, and/or notice filing indicating status as a “federal covered security” for any securities issued by Cannabis Plus existed.
14. Cannabis Plus never registered in Missouri as an investment adviser, investment adviser representative, broker-dealer, broker-dealer agent, and/or issuer agent.
15. S. Harrison is a 43-year-old Eureka, Missouri resident with the address of 2547 Sunrise Drive, Eureka, MO 63025. S. Harrison is the sole organizer for Cannabis Plus and listed as CEO.
16. Larson is a 46-year-old Eureka, Missouri resident with the address of 620 Grand View Ridge Court, Eureka, MO 63025-3718.
17. K. Harrison is a 36-year-old Eureka, Missouri resident with the address of 2547 Sunrise Drive, Eureka, MO 63025.
18. At all times relevant there was no registration, granted exemption, and/or notice filing indicating status as a “federal covered security” for any securities issued by S. Harrison, Larson, nor K. Harrison.
19. Neither S. Harrison, Larson, nor K. Harrison have ever been registered in Missouri as investment adviser representatives, broker-dealer agents, and/or issuer agents.
20. MO Investments is a fictitious name registered with the Missouri Secretary of State on April 29, 2019. MO Investments was assigned fictitious name number X001356897. The named owner is K. Harrison with 100% ownership.

Enforcement Section’s Investigation

Missouri Resident (“MR1”)

21. On February 9, 2020, the Enforcement Section received correspondence from a 32-year-old Fenton, Missouri resident (“MR1”), who related that in mid-March 2019, MR1 attended a presentation along with other participants at a restaurant in Eureka, MO wherein an investor pitch for Cannabis Plus presented by Larson and S. Harrison occurred, and during which MR1 was formally introduced to S. Harrison.
22. On April 11, 2019, MR1 signed a promissory note for Cannabis Plus that included the following terms:
 - a. the amount invested totaled \$25,000 with a return of 12% per annum and maturity date thirty-six (36) months after signing;

- b. MR1 had twenty-four (24) months to invest additional funds; and
 - c. S. Harrison signed on April 14, 2019 as CEO.
23. On April 21, 2019, MR1 addressed check number 1322 to MO Investments in the amount of \$5,000 as partial payment for the promissory note and planned to pay an additional \$20,000 at a later date.
 24. Since the initial payment, MR1 unsuccessfully tried to make contact with S. Harrison on several occasions.
 25. As of June 1, 2020, MR1 received no return for MR1's investment.

Missouri Residents 2 & 3 ("MR2" & "MR3")

26. On April 9, 2020, a 47-year-old Eureka, Missouri resident ("MR2") and his 47-year-old spouse ("MR3"), contacted the Enforcement Section and related that Larson introduced S. Harrison to MR2 and MR3 on March 30, 2019 and that in April 2019, a second meeting occurred between MR2, MR3, Larson, and S. Harrison at Larson's residence.
27. On May 1, 2019, MR3 issued check number 1417 to MO Investments in the amount of \$5,000.00 as an initial payment for a promissory note with terms identical to MR1's note.
28. Larson went to MR2 and MR3's home to collect the investment and a copy of their note was delivered via MR2's email.
29. Since the initial payment, MR2 and MR3 unsuccessfully tried to obtain information pertaining to their investment from S. Harrison.
30. As of June 1, 2020, MR2 and MR3 received no return for their investment.

Can Plus MO Investment Bank Records

31. MR1 provided a copy of the cancelled check used to invest. Endorsed by K. Harrison, the check indicated it had been cashed at Rockwood Bank.
32. Rockwood Bank records revealed an account under MO Investments with account number 13222501 and that K. Harrison opened the account as a sole proprietor on April 29, 2019.
33. MR1's investment check, check number 1322, was deposited April 29, 2019.
34. MR2 and MR3's investment check, check number 1417, deposited May 2, 2019, was endorsed by K. Harrison.
35. Between April 29, 2019 and May 09, 2019, there were five (5) unexplained cash withdrawals totaling \$9,118.47.

36. On August 23, 2019, the account had a negative balance of \$76.04 and Rockwood Bank force closed the account.

II. CONCLUSIONS OF LAW

37. The Commissioner finds that Respondents issued and sold unregistered, non-exempt securities in violation of Section 409.3-301 and that this conduct constitutes grounds to issue an order pursuant to Section 409.6-604.
38. The Commissioner finds that Respondents made multiple misrepresentations in connection with the sale of a security in violation of Section 409.5-501 and that this conduct constitutes grounds to issue an order pursuant to Section 409.6-604.
39. The Commissioner, after consideration of the stipulations set forth above and on the consent of Respondents and the Enforcement Section, finds and concludes that the Commissioner has jurisdiction over Respondents and this matter and that the following Order is in the public interest, necessary for the protection of public investors and consistent with the purposes intended by Chapter 409, RSMo.

III. ORDER

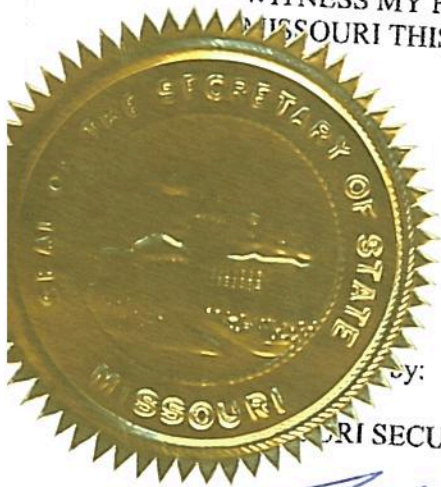
NOW, THEREFORE, it is hereby Ordered that:

40. Respondents, their agents, employees and servants, and all other persons participating in the above-described alleged violations with knowledge of this order are permanently enjoined and restrained from engaging in violations of Sections 409.3-301 and 409.5-501.
41. Respondents shall pay to the Missouri Secretary of State's Investor Education and Protection Fund in the amount of \$8,000. This amount shall be made payable to the Missouri Secretary of State's Investor Education and Protection Fund. This amount shall be sent to the Missouri Securities Division at 600 W. Main Street, Jefferson City, Missouri 65101. ***This amount will be suspended upon a showing that restitution and investigation costs have been paid in full as described herein.***
42. Respondents shall pay restitution in the amount of \$10,000 plus interest calculated at the rate of eight percent (8%) per annum from May 1, 2019 until paid in full (\$11,016.96 as of August 1, 2020), joint and several. Respondents S. Harrison and K. Harrison agree to pay \$2,500 by August 1, 2020. The balance shall be paid in monthly payments by Respondents S. Harrison and K. Harrison at no less than \$1,000 per month beginning October 1, 2020 and continuing until restitution is paid in full and in accordance with the payment schedule attached hereto as Exhibit A. This amount shall be made payable to the Missouri Secretary of State's Investor Restitution Fund, and the Commissioner will take reasonable and necessary actions to distribute such funds to the investors listed in Exhibit B. This amount shall be sent to the Securities Division at 600 W. Main Street, Jefferson City, Missouri 65101.

43. Respondents S. Harrison and K. Harrison shall pay to the Missouri Secretary of State's Investor Education and Protection Fund the sum of \$2,000 for costs of the investigation of this matter, joint and several, paid in full by August 1, 2021 consistent with the payment schedule attached hereto as Exhibit A. This shall be payable to the Missouri Secretary of State's Investor Education and Protection Fund. This amount shall be sent to the Missouri Securities Division at 600 W. Main Street, Jefferson City, Missouri 65101.
44. Upon Respondents' failure to comply with the terms of this Consent Order, all remaining payments shall become immediately due and payable upon operation of law, and such immediately due payments shall be in addition to all other penalties then available under the law.
45. Respondents shall pay their own costs and attorneys' fees with respect to this matter.

SO ORDERED:

WITNESS MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY,
MISSOURI THIS 15th DAY OF JULY, 2020.



JOHN R. ASHCROFT
SECRETARY OF STATE

David M. Minnick

DAVID M. MINNICK
COMMISSIONER OF SECURITIES

MISSOURI SECURITIES DIVISION

Steven M. Kretzer

STEVEN M. KRETZER
Securities Enforcement Counsel

Kevin Larson

KEVIN LARSON
Pro Se

DAVID B. COSGROVE
Attorney for Cannabis Plus, LLC,
Can Plus MO Investments,
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Kristie Harrison

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- 45. Respondents shall pay their own costs and attorneys' fees with respect to this matter.

SO ORDERED:



IN MY HAND AND OFFICIAL SEAL OF MY OFFICE AT JEFFERSON CITY,
THIS 5th DAY OF JULY, 2020.

JOHN R. ASHCROFT
SECRETARY OF STATE

David M. Minnick
DAVID M. MINNICK
COMMISSIONER OF SECURITIES

MISSOURI SECURITIES DIVISION

Steven M. Kretzer
STEVEN M. KRETZER
Securities Enforcement Counsel

David B. Cosgrove
DAVID B. COSGROVE
Attorney for Cannabis Plus, LLC,
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RESPONDENTS' PAYMENT SCHEDULE
(EXHIBIT A)


The parties agree to the following payment schedule pursuant to the Consent Order:


| DATE | PAYMENT DESIGNATION | AMOUNT | BALANCE |
|-------------|--|--------------------|----------------|
| 8/1/20 | TOTAL RESTITUTION W INTEREST (8%) | - | \$11,016.96 |
| 8/1/20 | Investor Restitution Fund | \$2,500.00 | \$8,516.96 |
| 9/1/20 | Investor Restitution Fund | - | \$8,573.74 |
| 10/1/20 | Investor Restitution Fund | \$1,000.00 | \$7,630.90 |
| 11/1/20 | Investor Restitution Fund | \$1,000.00 | \$6,681.77 |
| 12/1/20 | Investor Restitution Fund | \$1,000.00 | \$5,726.32 |
| 1/1/21 | Investor Restitution Fund | \$1,000.00 | \$4,764.50 |
| 2/1/21 | Investor Restitution Fund | \$1,000.00 | \$3,796.26 |
| 3/1/21 | Investor Restitution Fund | \$1,000.00 | \$2,821.57 |
| 4/1/21 | Investor Restitution Fund | \$1,000.00 | \$1,840.38 |
| 5/1/21 | Investor Restitution Fund | \$1,000.00 | \$852.65 |
| 6/1/21 | Investor Restitution Fund | \$852.65 | - |
| 7/1/21 | Investor Education and Protection Fund | \$1,000.00 | \$1,000.00 |
| 8/1/21 | Investor Education and Protection Fund | \$1,000.00 | - |
| | | | |
| | GRAND TOTAL | \$13,352.65 | |


Consented to by:

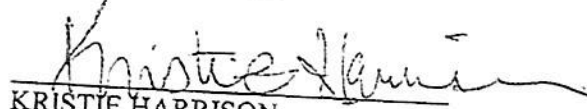
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