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**STATE OF CALIFORNIA**  
**BUSINESS, CONSUMER SERVICES AND HOUSING AGENCY**  
**DEPARTMENT OF BUSINESS OVERSIGHT**

TO: All American Pet Company, Inc.  
Barry Schwartz  
1100 Glendon Avenue, 17<sup>th</sup> Floor  
Los Angeles, CA 90024

[www.allamericanpetcompany.com](http://www.allamericanpetcompany.com)

**DESIST AND REFRAIN ORDER**

**(For Violations of Corporations Code sections 25102.1(d) and 25401)**

The Commissioner of Business Oversight of the State of California (“Commissioner”) finds that:

1. At all relevant times, All American Pet Company, Inc. is and was a Maryland Corporation, incorporated on January 3, 2006, and a Nevada corporation, incorporated on May 22, 2012. All American Pet Company, Inc. maintains an address at 1100 Glendon Avenue, 17<sup>th</sup> Floor, Los Angeles, California 90024 and a website at [www.allamericanpetcompany.com](http://www.allamericanpetcompany.com).
2. With respect to All American Pet Company, Inc., Barry Schwartz is the Chief Executive Officer and Chairman of the Board and Lisa Bershan is the President, Secretary and Director.
3. Beginning as early as September 2011, All American Pet Company offered securities in the form of common stock in All American Pet Company, Inc. in California.
4. These securities were offered in this state in issuer transactions. The Department of Business Oversight has not issued a permit or other form of qualification authorizing any person to offer these securities in this state.
5. In addition, various offering documents of All American Pet Company, Inc. represent that the offerings of securities in All American Pet Company, Inc. are made in reliance on Regulation D,17

1 C.F.R. § 230.506 (2014) of the Securities Act of 1933. However, All American Pet Company, Inc.  
2 and Barry Schwartz failed to file the Form D exemption notice, consent to service of process, and  
3 filing fee with the Commissioner pursuant to Corporations Code section 25102.1, subdivision (d).  
4 Nor did All American Pet Company, Inc. and Barry Schwartz file a Form D exemption notice with  
5 the Securities and Exchange Commission with respect to its various securities offerings as required  
6 by federal law, 17 C.F.R. §230.503 (2014).

7 Based upon the foregoing findings, the California Commissioner of Business Oversight is of  
8 the opinion that the common stock offered by All American Pet Company, Inc., and Barry Schwartz  
9 are securities subject to the requirements of section 25102.1, subdivision (d), of the Corporate  
10 Securities Law of 1968 (California Corporations Code section 25000 et seq.). Furthermore, the  
11 Commissioner is of the opinion that All American Pet Company, Inc. and Barry Schwartz have not  
12 met the requirements of section 25102.1, specifically, the filing of a Form D exemption notice,  
13 consent to service of process, and filing fee with the Commissioner. Pursuant to section 25532,  
14 subdivision (a) (2), of the Corporate Securities Law of 1968, All American Pet Company, Inc. and  
15 Barry Schwartz are hereby ordered to desist and refrain from the further offer of securities in All  
16 American Pet Company, Inc. in the State of California, unless and until these requirements have  
17 been met.

18 In addition, the Commissioner is of the opinion that securities were offered by means of oral  
19 or written communication which includes an untrue statement of material fact or omits to state a  
20 material fact necessary in order to make the statements made, in light of the circumstances under  
21 which they were made, not misleading, in violation of section 25401 of the Corporate Securities Law  
22 of 1968. Specifically, the various offering documents of All American Pet Company represent that  
23 common stock is being offered under exemption from registration as allowed by the Securities and  
24 Exchange Act of 1933 Regulation D (506) when, in fact, there has been a failure to satisfy this  
25 exemption due to a lack of Form D exemption notice being filed with the Securities and Exchange  
26 Commission. Pursuant to section 25532, subdivision (c), of the Corporate Securities Law of 1968,  
27 All American Pet Company, Inc. and Barry Schwartz are hereby ordered to desist and refrain from  
28 the further offer of securities in All American Pet Company, Inc. by means of any oral or written  
communication which includes an untrue statement of material fact or omits to state a material fact

1 necessary in order to make the statements made, in light of the circumstances under which they were  
2 made, not misleading.

3           This Order is necessary, in the public interest, for the protection of investors and consistent  
4 with the purposes, policies, and provisions of the Corporate Securities Law of 1968.

5 Dated: November 14, 2014

JAN LYNN OWEN  
Commissioner of Business Oversight

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8 By \_\_\_\_\_  
9 MARY ANN SMITH  
10 Deputy Commissioner  
11 Enforcement Division  
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