

**BEFORE THE ARKANSAS SECURITIES COMMISSIONER**

**CASE NO. S-19-0008**

**ORDER NO. S-19-0008-19-0R01**

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ARKANSAS SECURITIES DEPT.

**IN THE MATTER OF:**

**BOTTOMS UP REAL ESTATE INVESTMENTS, LLC**

**RESPONDENT**

**CONSENT ORDER**

This Consent Order is entered pursuant to the Arkansas Securities Act, codified at Ark. Code Ann. §§ 23-42-101 through 23-42-509 ("Act"), the Rules of the Arkansas Securities Commissioner ("Rules") promulgated under the Act and the Arkansas Administrative Procedures Act, codified at Ark. Code Ann. §§ 25-16-201 through 25-16-303, in accordance with an agreement by and between the Staff of the Arkansas Securities Department and Bottoms Up Real Estate Investments, LLC ("Bottoms Up Real Estate"), in full and final settlement of all claims that could be brought against Bottoms Up Real Estate by the Staff on the basis of the facts set forth herein. Bottoms Up Real Estate admits the jurisdiction of the Act and the Arkansas Securities Commissioner ("Commissioner"), neither admits nor denies the findings of fact, waives its right to a formal hearing, consents to the entry of this order, and agrees to abide by its terms.

**FINDINGS OF FACT**

1. Between October 16, 2018 and December 4, 2018, agents or employees of Bottoms Up Real Estate sold securities issued by Bottoms Up Real Estate to seven Arkansas residents. On December 21, 2018, Bottoms Up Real Estate filed a Notice of Sale of Securities on United States Securities and Exchange Commission ("SEC") Form D with the Arkansas Securities Department ("Department") for the Bottoms Up Real Estate securities offering.

2. Bottoms Up Real Estate fully cooperated with the Staff during the Staffs investigation of this matter.

#### APPLICABLE LAW

3. Ark. Code Ann. § 23-42-509(c)(1) and Rule 509.01(b)(2) state that with respect to any security that is a covered security under Section 18(b)(4)(F) of the Securities Act of 1933, the Commissioner, by rule or order, may require the issuer to file a notice on SEC Form D and a consent to service of process signed by the issuer no later than fifteen (15) days after the first sale of such covered security in this state.

#### CONCLUSIONS OF LAW

4. The Commissioner concludes that the Notice of Sale of Securities on SEC Form D filed by Bottoms Up Real Estate with the Department outside of the time limit after the first sale of securities to seven Arkansas residents, as detailed in paragraph one, was a violation of Ark. Code Ann. § 23-42-509(c)(1) and Rule 509.01(b)(2) of the Rules.

5. This Consent Order is not intended to indicate that Bottoms Up Real Estate should be subject to any statutory disqualification set forth in (a) the federal securities laws or regulations promulgated thereunder, (b) the rules and regulations of any self-regulatory organizations, or (c) various states' securities laws, including any disqualifications from relying upon exemptions from registration or associated safe harbor provisions. The Staff and the Commissioner confirm that disqualification under 17 C.F.R. Section 230.506(d)(1)(iii)(B) should not arise as a consequence of this Consent Order.

#### UNDERTAKING

In settlement of this matter Bottoms Up Real Estate agrees to pay a fine in the amount of \$1,000.00.

ORDER

IT IS THEREFORE ORDERED that Bottoms Up Real Estate pay a fine in the amount of \$1,000.00 to the Department within 10 days of the entry of this order.

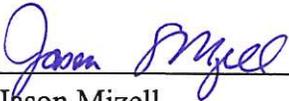


B. Edmond Waters  
Arkansas Securities Commissioner

2-22-2019

Date

APPROVED AS TO FORM  
AND CONTENT:



Jason Mizell  
Managing Member of Bottoms Up Real  
Estate Investments, LLC

2/21/19

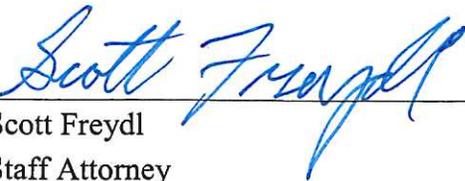
Date



Drake Mann  
Attorney for the Respondent

2/22/19

Date



Scott Freydl  
Staff Attorney

2/22/19

Date