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Utah Department of Commerce
Division of Securities

Division of Securities
Utah Department of Commerce
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Salt Lake City, UT 84114-6760
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**BEFORE THE DIVISION OF SECURITIES
OF THE DEPARTMENT OF COMMERCE
OF THE STATE OF UTAH**

IN THE MATTER OF:

**RIDGELAND WYOMING, INC.,
VYSN CAPITAL, LLC,
BRYAN R. FARRIS,
SHAWN BLAINE SMART**

Respondents.

**STIPULATION AND CONSENT
ORDER AS TO RESPONDENTS
RIDGELAND WYOMING, INC. and
BRYAN R. FARRIS**

**Docket No. SD-11-0052
Docket No. SD-11-0053
Docket No. SD-11-0054
Docket No. SD-11-0055**

The Utah Division of Securities ("Division"), by and through its Director of Enforcement, Thomas Brady, and Respondents Ridgeland Wyoming, Inc. ("Ridgeland"), and Bryan R. Farris ("Farris"), hereby stipulate and agree as follows:

1. Respondents have been the subject of an investigation by the Division into allegations that they violated the Utah Uniform Securities Act ("Act"), Utah Code Ann. § 61-1-1, *et seq.*
2. On or about July 12, 2011, the Division initiated an administrative action against Respondents by filing an Order to Show Cause and a Notice of Agency Action. An

Amended Order to Show Cause was filed February 21, 2012.

3. Respondents Ridgeland and Farris hereby agree to settle this matter with the Division by way of this Stipulation and Consent Order (“Order”). If entered, the Order will fully resolve all claims the Division has against Respondents pertaining to the July 12, 2011 Order to Show Cause and the February 21, 2012, Amended Order to Show Cause.
4. Respondents admit that the Division has jurisdiction over them and the subject matter of this action.
5. Respondents hereby waive any right to a hearing to challenge the Division’s evidence and present evidence on its behalf.
6. Respondents have read this Stipulation and Consent Order, understand its contents, and voluntarily agree to the entry of the Order set forth below. No promises or other agreements have been made by the Division, nor by any representative of the Division, to induce Respondents to enter into this Order, other than as described in this Order.
7. Respondents are represented by Mark Stubbs of Fillmore Spencer, and are satisfied with his advice and representation in this matter.

I. FINDINGS OF FACT

8. Ridgeland Wyoming, Inc. (Ridgeland) is a Utah corporation, registered on November 20, 2006. Bryan R. Farris and Gary Frank Lawyer (Lawyer) are listed as officers and directors of Ridgeland. Ridgeland’s status as a business entity is active. Ridgeland has never been

licensed by the Division as a broker/dealer agent or as an issuer/agent to sell securities.

9. Bryan R. Farris (Farris) was, at all relevant times, a resident of the State of Utah. Farris is an attorney licensed to practice law in the State of Utah, and practices securities law, but has never been licensed in the securities industry in any capacity.

GENERAL ALLEGATIONS

10. From February 2007 to April 2007, Respondents offered and sold securities to at least two investors, in or from Utah, and collected no less than \$200,000.
11. Respondents made material omissions in connection with the offer of a security to the two investors listed below.
12. A portion of the investors' \$200,000 in principal was used by the Respondents for purposes not disclosed to the investors.

INVESTOR R.J.

13. In February 2007, R.J. briefly met with Farris, Shawn Smart, and Lance Schiffman in Utah County, Utah to discuss an investment opportunity in an oil well project called Moorcroft West Minnelusa 3-Well Prospect.¹
14. Farris was the primary presenter at the meeting. During the meeting, Farris made the following statements about a potential investment in the Project:

¹On August 6, 2008, Farris and Lawyer filed a Regulation D offering with the United States Securities and Exchange Commission listing Moorcroft West Minnelusa 3-Well Prospect as the issuer.

- a. Ridgeland had three wells in Wyoming;
 - b. They could start drilling the first of the wells within a week;
 - c. Farris/Ridgeland was the operator;
 - d. Farris had experience in oil and gas;
 - e. The wells were located in an existing field with resources nearby;
 - f. They had all the money they needed and the financing was in place;
 - g. R.J. would receive a 3% working interest in wells located in Wyoming subject to a 25% “carried working interest” for Ridgeland;
 - h. The investment involved risk;
 - i. R.J.’s investment funds would be used to drill the wells; and
 - j. If a well was successful, there would be a cash call.
15. During the meeting, R.J. reviewed a Power Point presentation and received an operating agreement, a COPAS² document, and a subscription agreement.
 16. Based on Farris’s statements, and after having reviewed this opportunity with his own advisors, R.J. invested \$100,000 in the Project. On or about March 14, 2007, R.J. wrote a check in the amount of \$100,000 to Ridgeland which was deposited into Ridgeland’s Chase Bank account.
 17. Neither Ridgeland nor Farris disclosed to R.J. that 40% of his investment would be used to

²Council of Petroleum Accountants Societies Accounting Procedure.

pay another entity a “finder’s fee.”

II. CONCLUSIONS OF LAW

18. The investment opportunities offered and sold by Respondents are securities under § 61-1-13 of the Act.
19. In connection with the offer and sale of a security to the investors, Respondents, directly or indirectly, failed to disclose material information, including, but not limited to, the following, which was necessary in order to make statements made not misleading:
 - a. Another entity would receive a 40% finder’s fee for the investment;
This act constitutes a violation of Utah Code Ann. §61-1-1.
21. Ridgeland engaged and compensated another entity, VYSN, as an agent in the offering and/or sale of a security in Utah.
22. VYSN was not licensed as an agent for the company issuing the securities.
23. Accordingly, each offer or sale of securities by VYSN violated Section 61-1-3(1) of the Act.
24. Ridgeland, Farris, violated § 61-1-3(2)(a) by engaging unlicensed agents to sell securities.

III. REMEDIAL ACTIONS/SANCTIONS

25. Respondents neither admit nor deny the Division’s findings and conclusions, but consent to the sanctions below being imposed by the Division.
26. Respondents represent that the information they have provided to the Division as part of the Division’s investigation is accurate and complete.

27. Respondents agree to cease and desist from violating the Utah Uniform Securities Act, and to comply with the requirements of the Act in all future business in this state.
28. Pursuant to Utah Code Ann. § 61-1-6, and in consideration of the guidelines set forth in Utah Admin. Code Rule R164-31-1, Respondents agree to pay a fine to the Division in the amount of \$52,250.08. The amount of the fine shall be reduced by giving credit for payment of the approximately \$33,250.08 loss to investors R.J. and M.G. Respondents agree to pay \$33,250.08 to investors R.J. and M.G. within two years, and the balance to the Division within five years of the entry of the Order below.
29. Respondents agree that they will not seek to be licensed in any capacity in the securities industry in Utah. Respondents further agree that they will not engage or participate in any transactions that involve “finders” or paying “finders’ fees.”
30. Respondents agree to cooperate with, including providing testimony in, the Division’s action against the other respondents named in this action.
31. Gary Frank Lawyer, who was named as a Respondent in the original Order to Show Cause filed on or about July 12, 2011, shall be dismissed from this administrative proceeding and action with prejudice.

IV. FINAL RESOLUTION

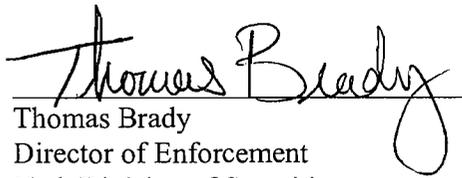
32. Respondents acknowledge that this Order, upon approval by the Utah Securities Commission, shall be the final compromise and settlement of this matter. Respondents

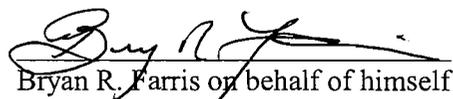
further acknowledges that if the Commission does not accept the terms of the Order, it shall be deemed null and void and without any force or effect whatsoever.

33. Respondents acknowledge that the Order does not affect any civil or arbitration causes of action that third-parties may have against them arising in whole or in part from their actions and that the Order does not affect any criminal causes of action that may arise as a result of the conduct referenced herein. Respondents also acknowledge that any civil, criminal, arbitration or other causes of actions brought by third-parties against them have no effect on, and do not bar, this administrative action by the Division against them.
34. This Order constitutes the entire agreement between the parties herein and supersedes and cancels any and all prior negotiations, representations, understandings, or agreements between the parties. There are no verbal agreements which modify, interpret, construe, or otherwise affect this Order in any way.

Dated this 23 day of April, 2012

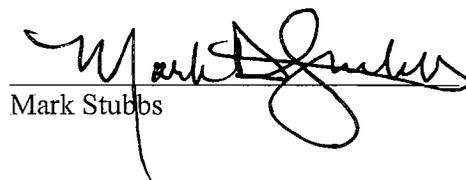
Dated this 19 day of April, 2012


Thomas Brady
Director of Enforcement
Utah Division of Securities


Bryan R. Farris on behalf of himself
and Ridgeland Wyoming, Inc.

Approved:


D. Scott Davis


Mark Stubbs

Assistant Attorney General

Attorney for Bryan Farris and
Ridgeland Wyoming, Inc.

ORDER

IT IS HEREBY ORDERED THAT:

1. The Division has made a sufficient showing of Findings of Fact and Conclusions of Law to form a basis for this settlement.
2. Respondents shall cease and desist from violating the Utah Uniform Securities Act, and comply with the requirements of the Act in all future business in this state.
3. Pursuant to Utah Code Ann. § 61-1-20, and in consideration of the guidelines set forth in Utah Admin. Code Rule R164-31-1, Respondents shall pay a fine to the Division in the amount of \$52,250.08. The amount of the fine shall be reduced by giving credit for payment of the approximately \$33,250.08 loss to investors R.J. and M.G. Respondents shall pay \$33,250.08 to investors R.J. and M.G. within two years, and the balance to the Division within five years of the entry of this Order.
4. Respondents shall not be licensed in any capacity in the securities industry in Utah. Respondents shall not solicit or participate in any transactions that involve “finders” or paying “finders’ fees.”
5. Respondents agree to cooperate with, including providing testimony in, the Division’s action against the other respondents named in this action.

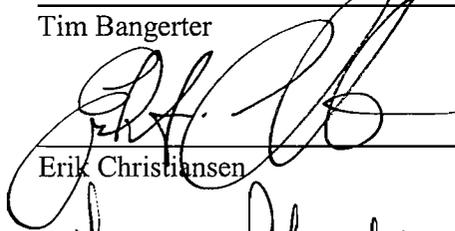
6. Gary Frank Lawyer, who was named as a Respondent in the Order to Show Cause filed on or about July 12, 2011, is hereby dismissed as a party to this proceeding with prejudice.

BY THE UTAH SECURITIES COMMISSION:

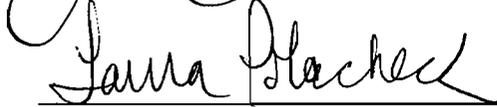
DATED this 31 day of May, 2012.



Tim Bangerter



Erik Christiansen



Laura Polacheck

Jane Cameron



Brent Baker

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that I personally served a true and correct copy of the foregoing on this 5th day of JUNE, 2012 to the following:

Mark D. Stubbs Joseph M. Hepworth FILLMORE SPENCER LLC 3301 N. University Ave. Provo, Utah 84604	Sent via: <input type="checkbox"/> Hand-Delivery <input type="checkbox"/> Facsimile: <input checked="" type="checkbox"/> Mailed (U.S. Mail, postage prepaid) <input type="checkbox"/> Other: email <u>mstubbs@fslaw.com</u>
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