

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE**  
**COMMISSION**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-20297**

**In the Matter of**

**MJ Biotech, Inc. (F/K/A Michael  
James Enterprises, Inc.)**

**Respondents.**

**DECLARATION OF REBEKAH LINDSEY IN IN RESPONSE TO MJ  
BIOTECH, INC.'S MOTION TO SET ASIDE DEFAULT**

---

I, Rebekah Lindsey, pursuant to 28 U.S.C. § 1746, declare:

1. I am a Senior Staff Accountant in the Office of Enforcement Liaison (“OEL”) within the Division of Corporation Finance (“Corporation Finance”) at the Securities and Exchange Commission (“Commission”). I have held this position since April of 2022. I previously worked as a Senior Staff Accountant in Corporation Finance’s Disclosure Review Program from November 2008 in the Finance and Technology Industry Groups. In these groups, I examined company filings, including annual reports, quarterly reports, current reports, proxy statements and registration statements filed by reporting companies under the Securities Exchange Act of 1934 (the “Exchange Act”) and the Securities Act of 1933. I am submitting this Declaration in response to MJ Biotech, Inc.’s Motion to Set Aside Default.

2. MJ Biotech, Inc. (CIK No. 1543272) failed to file a timely annual report on Form 10-K for each of its fiscal years ended December 31, 2019 and 2020. They also failed to file timely quarterly reports on Form 10-Q for interim periods within those fiscal years. On September 3, 2021, the Commission issued an order revoking MJ Biotech, Inc.'s Exchange Act registration for failure to comply with periodic filing requirements.

3. On January 28, 2022, MJ Biotech, Inc. filed a Motion to Set Aside Default. In this motion, MJ Biotech, Inc. provided a draft of a Form 10-K that included fiscal years ended December 31, 2019 and 2020, and the interim periods therein. I reviewed this draft Form 10-K to determine whether it provides the disclosure for these periods required by Form 10-K, Form 10-Q, Regulation S-X, and Regulation S-K.

4. It is my opinion that the draft Form 10-K for the interim and annual periods ending December 31, 2019 and 2020 is materially deficient for the reasons set forth below.

5. Filing this draft Form 10-K will not bring the company into compliance with its periodic reporting requirements. In addition to the periods included in the draft, the company is also required to file Forms 10-K for the fiscal years ended December 31, 2021, 2022 and 2023 and Forms 10-Q for each interim period therein. They are also required to file a Form 10-Q for the interim period ended March 31, 2024.

6. The draft does not contain officer certifications required by Items 601(b)(31) and (32) of Regulation S-K for any annual or interim period.

7. The Item 1. Business Overview ("Item 1") disclosures provided pursuant to Item 101 of Regulation S-K appear materially deficient for the following reasons:

- The company describes a planned Hemp/CDB business. The company's

financial statements also describe a Covid business. Neither of these businesses are described in Item 1.

- The company refers to a primary product called “Golden Milk.” This product is not described anywhere in the draft filing.
- In the financial statements for [the quarter ended?] March 31, 2019, the company states: “Pursuant to that we have created a line of CBD infused Teas and Herbs for distribution through our agreement with MarijuanaDoctor.com. Marijuana Doctor operates 15 clinics in the state of Florida.” These products and this arrangement are not described under Item 1. References to some products are scattered throughout the draft, but no actual products are discussed in Item 1.
- In the financial statements for the quarter ended June 30, 2019, the company discloses that “On May 13, 2019, the Company and VideoKall, Inc. Signed Letter of Intent for a Strategic Partnership in Telehealth which manufactures CLINICSTOP which is and [sic] unmanned Micro telehealth clinic.” However, there is no discussion of this in Item 1.
- The company lists a website that is not currently maintained ([www.mjbiotech.us](http://www.mjbiotech.us)).

8. The Item 9A. Controls and Procedures disclosures provided pursuant to Items 307 and 308 of Regulation S-K appear materially deficient for the following reasons:

- Disclosure Controls and Procedures disclosure references only “the end of the annual period.” This disclosure should include a conclusion for each annual

and quarterly period included in the 10-K that would have been provided had each period been filed timely.

- Management's annual report on internal control over financial reporting ("ICFR") only addresses 2020. There is no disclosure that management assessed the effectiveness of ICFR and no disclosure of management's conclusion of the effectiveness of ICFR for 2019 that would have been provided had each period been filed timely.
- The company's disclosure about changes in ICFR does not address the appropriate periods since it refers to 2018.

9. The Changes in Registrant's Certifying Accountant provided in Item 14 of the 10-K pursuant to Item 304 of Regulation S-K is materially deficient. The disclosure states that the prior auditor's report was unmodified. However, the prior auditor's report included in the Form 10-K for Fiscal Year Ended December 31, 2018, filed July 1, 2019 was modified for going concern.

10. The annual audited financial statements provided pursuant to Item 8 of the Form 10-K appear materially deficient for the following reasons:

- The audited annual financial statements for the Fiscal Year Ended December 31, 2019 contain comparative financial statements for the fiscal year ended December 31, 2018, as required by Article 3 of Regulation S-X. The audit report included in the 10-K does not include 2018, nor does it reference or place reliance on work performed by the prior auditors. Because the 2018 financial statements appear in the draft and do not appear to have been reaudited by the new auditor, the prior auditor's report also must appear in

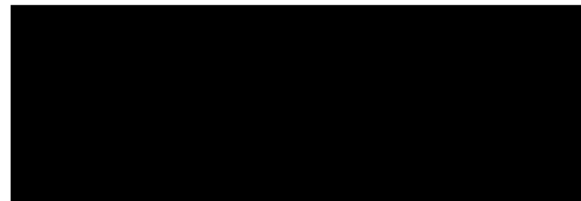
this filing as required by Article 2-05 of Regulation S-X. Without the reissuance of the predecessor audit report, the 2018 comparative financial statements are not audited.

- The company issued debt during the quarters ended March 31, 2019 and June 30, 2019. These debt issuances are not reflected in the Statement of Cash Flows as required by ASC 230-10-45-14.

11. The Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters disclosure in Item 12 of the 10-K, provided pursuant to Item 403 of Regulation S-K, is materially incomplete. The company discloses that it has voting preferred B shares that have 1,000 votes per share. The company has 4,125,300 preferred B shares outstanding on December 31, 2020, giving holders of the voting preferred B shares approximately 4.125 billion votes. No owners of those shares are listed in the Item 12 disclosure. Ms. Pierson appears to own a significant number of preferred B shares. Ms. Pierson also appears to own common shares not disclosed under Item 12. Paragraph 2 of Ms. Pierson's affidavit says she owns the company, but nothing in the Item 12 disclosure shows her level of ownership. This disclosure is necessary to show who controls the company.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 29, 2024.



---

Rebekah Lindsey