

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 90888 / January 11, 2021

Admin. Proc. File No. 3-19433

In the Matter of

AMERICAN PATRIOT BRANDS, INC. A/K/A
THE GRILLED CHEESE TRUCK, INC. AND
BIG TREE GROUP, INC.

ORDER DISMISSING PROCEEDINGS AS TO BIG TREE GROUP, INC.

On September 19, 2019, the Securities and Exchange Commission issued an Order Instituting Proceedings (“OIP”), pursuant to Section 12(j) of the Securities Exchange Act of 1934, against respondent Big Tree Group, Inc. (“Respondent”).¹ The OIP alleged that Big Tree Group had violated periodic reporting requirements and sought to determine, based on those allegations, whether it was “necessary and appropriate for the protection of investors to suspend . . . or revoke the registration” of its securities.

On November 21, 2019, the Division of Enforcement filed a motion for an order entering a default against Respondent and revoking the registration of its securities. However, it is unclear from the record whether service of the OIP was made on Respondent pursuant to Commission Rule of Practice 141(a)(2)(ii).² The Division used an address for Respondent that was not taken from its most recent filing with the Commission, and the Division did not confirm that its method of delivery otherwise fulfilled service requirements.³ If service was not valid, Respondent was not under any obligation to file an answer, and would not be subject to a default.

¹ *American Patriot Brands, Inc. a/k/a The Grilled Cheese Truck, Inc.*, Exchange Act Release No. 86918, 2019 WL 4303118 (Sept. 10, 2019). The OIP also instituted proceedings against American Patriot Brands, Inc. a/k/a The Grilled Cheese Truck, Inc. The registration of that respondent’s securities was subsequently revoked pursuant to a settlement. *See American Patriot Brands, Inc. a/k/a The Grilled Cheese Truck, Inc.*, Exchange Act Release No. 87263, 2019 WL 5088995 (Oct. 9, 2019). This order does not apply to that respondent.

² 17 C.F.R. § 201.141(a)(2)(ii).

³ The OIP was not sent to a designated registered agent. While service of an OIP on a corporation can be effected “by delivering a copy of the order instituting proceedings to an officer, managing or general agent, or any other agent authorized by appointment or law to

On January 29, 2020, Respondent filed with the Commission a Form 15 seeking to terminate voluntarily the registration of its securities under Section 12(g) of the Exchange Act.⁴ Exchange Act Rule 12g-4(a)(1) permits the termination of registration if the issuer certifies that its class of securities being deregistered is held of record by fewer than 300 persons.⁵ In its Form 15, Respondent certified that it had approximately 198 holders of record as of January 20, 2020.

Under Rule 12g-4(a), an issuer's registration is terminated 90 days after the issuer files a Form 15—in this case, April 19, 2020.⁶ Enforcement made no filings with respect to the Form 15 between the time Respondent filed the Form 15 and the time the Form 15 became effective. Now that the Form 15 has become effective, Respondent no longer has a class of securities registered under Section 12 of the Exchange Act. Because revocation and suspension of registration are the only remedies available in a proceeding instituted under Exchange Act Section 12(j), we find it appropriate to dismiss this proceeding against Respondent.⁷

Accordingly, it is ORDERED that this proceeding is dismissed with respect to Big Tree Group, Inc.

By the Commission.

Vanessa A. Countryman
Secretary

receive such notice,” 17 C.F.R. § 201.141(a)(2)(ii), the Division did not confirm the OIP was received by one of these entities, or complied with the rule by some other means.

⁴ 15 U.S.C. § 78l(g).

⁵ 17 C.F.R. § 240.12g-4(a)(1).

⁶ 17 C.F.R. § 240.12g-4(a).

⁷ See, e.g., *Colorado Goldfields, Inc.*, Exchange Act Release No. 87236, 2019 WL 4916616, at *1 (Oct. 4, 2019) (dismissing Section 12(j) proceeding where respondent filed Form 15 after OIP was instituted, form became effective, and respondent no longer had a class of securities registered under Exchange Act Section 12); *Expleo Solutions, Inc.*, Exchange Act Release No. 78638, 2016 WL 4426914, at *1 (Aug. 22, 2016) (same); *Ruby Creek Resources, Inc.*, Exchange Act Release No. 76060, 2015 WL 5718239 (Sept. 30, 2015) (same); *DRC Ventures, Inc.*, Exchange Act Release No. 74153, 2015 WL 331958, at *1 (Jan. 27, 2015) (same).