

this Order Instituting Administrative Proceedings Pursuant to Rule 102(e) of the Commission's Rules of Practice, Making Findings, and Imposing Remedial Sanctions ("Order"), as set forth below.

III.

On the basis of this Order and Respondent's Offer, the Commission finds that:

1. Birch, age 46, resides in Gainesville, Georgia. Birch is a member of the Georgia State Bar. Birch has never held any securities licenses and is not registered with the Commission in any capacity.

2. On September 20, 2021, the Commission filed a complaint against Birch in *SEC v. Robert Samuel Shumake, Jr., et al.* (Civil Action No. 21-cv-12193), in the United States District Court for the Eastern District of Michigan. On December 23, 2021, the court entered an order permanently enjoining Birch, by consent, from future violations of Sections 5(a), 5(c), and 17(a) of the Securities Act of 1933, and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 thereunder.

3. The Commission's complaint alleged, among other things, that Birch, along with others, conducted a fraudulent and unregistered crowdfunding offering through a cannabis company, raising over \$1 million from thousands of investors. Birch, with the assistance of others, prepared the offering statement for the company which misrepresented the use of proceeds from the offering. In addition, the offering statement falsely stated that the company employed an experienced management team and that it had contingently acquired certain real estate. The offering statement also omitted the significant involvement in the offering of an individual with a past criminal conviction. Finally, Birch diverted offering proceeds to herself and to her law firm.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanction agreed to in Respondent Birch's Offer.

Accordingly, it is hereby ORDERED pursuant to Rule 102(e)(3)(i) of the Commission's Rules of Practice, effective immediately, that:

Birch is suspended from appearing or practicing before the Commission as an attorney.

By the Commission.

Vanessa A. Countryman
Secretary