

**STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT**

IN THE MATTER OF: DREWRY'S COMPANY, f/k/a DREWRY'S
BREWING COMPANY, DREWRY'S LTD.
USA, f/k/a DREWRY'S BREWING
COMPANY, and FRANCIS P. MANZO III.

File No. 1600228

NOTICE OF HEARING

TO THE RESPONDENT:

Francis P. Manzo III, President
Drewry's Company and Drewry's Ltd. USA
5402 Brittany Dr.
McHenry, IL 60050

You are hereby notified that pursuant to Section 11.F of the Illinois Securities Law of 1953 [815 ILCS 5/1 *et seq.*] (the "Act") and Subpart K of the Rules and Regulations Under the Illinois Securities Law of 1953 [14 Ill. Adm. Code 130 *et seq.*] (the "Rules") a public hearing will be held at 421 E. Capitol Ave., 2nd Fl., Springfield, Illinois, 62701, on the 21st day of September, 2016 at the hour of 10:00 a.m. or as soon thereafter as counsel may be heard, before Jon K. Ellis or such other duly designated Hearing Officer of the Secretary of State.

Said hearing will be held to determine whether an Order should be entered prohibiting Drewry's Company, f/k/a Drewry's Brewing Company, Drewry's Ltd. USA, f/k/a Drewry's Brewing Company, and Francis P. Manzo III (the "Respondents") from offering or selling securities in the State of Illinois and whether to grant such other relief as may be authorized under the Act, including, but not limited to, imposition of a monetary fine, pursuant to Section 11.E(4) of the Act, payable within ten (10) business days of entry of the Order.

The grounds for such proposed action are as follows:

1. Respondent, Drewry's Company, is an Illinois corporation that was formerly known as Drewry's Brewing Company, a Nevada corporation.
2. Respondent, Drewry's Ltd. USA, is an Indiana corporation that was formerly known as Drewry's Brewing Company, an Indiana corporation.

Notice of Hearing

-2-

3. Respondent, Francis P. Manzo III, is an individual who is the President of Drewrys Company and Drewrys Ltd. USA, according to records.
4. The Respondents (collectively, "Drewrys") have the same last known address at 5402 Brittany Dr., McHenry, IL 60050.
5. In or around May 2015, an Illinois resident saw Drewrys beer being sold in a store in Illinois.
6. He went online and found a website for the Drewrys Brewing Company that was soliciting investors.
7. He received an online subscription agreement form and paid \$250 to purchase shares.
8. The online subscription agreement stated the offering was for shares of "the capital stock of Drewrys Ltd. USA at the subscription price of \$0.10 Dollars [sic] per share."
9. The online subscription agreement also stated:

The Subscriber hereby acknowledges and certifies that the Subscriber received and read the Private Placement Memorandum of Drewrys Ltd. USA dated June 25, 2014 and any supplements thereto...

The offer to sell Shares was communicated to the Subscriber by the Company in such a manner that the Subscriber was able to ask questions of and receive answers from the Company concerning the terms and conditions of this transaction and that at no time was Subscriber presented with or solicited by any brochure, public promotional meeting, newspaper or magazine article, radio or television advertisement or any other form of advertising or general solicitation...

10. Bank records indicate that \$250 was debited from the Illinois resident's account in the name of Drewrys Brewing Co.
11. On May 14, 2015, the Illinois resident received an email from "DB" at Drewrys Brewing Company that stated:

Thank you for your interest in investing in Drewrys Brewing Company, your support is appreciated. We will send you a signed hard copy of this stock subscription agreement for your signature, along with a stock certificate.

Your support means a lot to us. Please don't hesitate to get in touch if you have any questions, thoughts or ideas to make Drewrys the big success we all know it will be.

Notice of Hearing

-3-

12. On June 15, 2015, the Illinois resident sent an email to DB asking why he had not received his stock certificate.
13. On July 21, 2015, the Illinois resident told DB, in a second email, that he still hadn't received his stock certificate and asked when he would receive it.
14. On July 23, 2015, the Illinois resident sent a third email, this time to Manzo, asking when he would receive his stock certificate.
15. That same day, the Illinois resident received a reply email from Manzo stating that DB, the person who handled all the stock sales, was ill and unavailable and asking the Illinois resident to send a copy of the subscription agreement to him, and tell him how much was invested and when the investment was made.
16. That same day, the Illinois resident forwarded the email he received on May 14, 2015 from DB and explained that the email was all he had received since he made his \$250 investment.
17. On August 27, 2015, after not receiving a reply, the Illinois resident sent an email stating, "If I can't get a certificate showing stock ownership, please refund my \$250.00 sent to you."
18. On September 3, 2015, the Illinois resident received an email from Manzo (perhaps by mistake) that was addressed to DB. The message stated, "He's yours. Please address this issue. I don't know anything about him, plus even if his check was cashed. I can't have the SEC following up if it's one of your investors."
19. That same day, the Illinois resident explained, in an email, that the investment was made using his Mastercard check card and taken from his bank account.
20. On September 21, 2015, the Illinois resident told Manzo, in an email, that he still had not heard anything about his stock certificate or a refund.
21. That same day, Manzo replied, in an email, stating merely, "Kind regards, -Francis Manzo."
22. On September 22, 2015, the Illinois resident replied, in an email, that he was going to contact the Attorney General's Office to try to get help with the matter.
23. On September 23, 2015, Manzo replied, in an email:

Doesn't matter at this stage. You are on record as a shareholder of Drewrys USA Limited. [DB] who is President of that company I believe is terminally ill. I have not spoken with him in months, does not return emails, and I just leave voice

Notice of Hearing

-4-

messages on his phone. Here's his number [xxx-xxx-xxxx]. You can leave a voice message also. If you can get a hold of him, tell him to call me. Thanks, Frank

[sic].

24. That same day, the Illinois resident replied, in an email, that he appreciated getting a response and asked if the business was going to "fold."
25. September 24, 2015, Manzo replied that the business was just growing at a slower pace than was expected.
26. On or about, September 23, 2015, the Illinois resident filed a complaint with the Illinois Attorney General's Office.
27. On or about January 30, 2016, Manzo sent a letter to the Illinois Attorney General's Office, in response to the complaint, stating that the Illinois resident's "share ownership is duly recorded on the Shareholders' Register on the Company's books and records." The letter was signed by Manzo as President of Drewrys Company, d/b/a Drewrys Brewing Company.
28. On or about May 5, 2016, pursuant to Sections 11.C and 11.D of the Act, the Illinois Securities Department (the "Department") sent a letter to Drewrys Brewing Company asking for statements regarding why the Illinois resident did not receive a statement of ownership (in lieu of a certificate) or any other reports or statements regarding the company, why the Illinois resident initially was told he would receive a stock certificate, and whether the investment had been returned or not.
29. On or about May 13, 2016, the Department received a reply from Manzo, as President of Drewrys Company, that stated the company was going to order paper certificates to issue to shareholders and that the company was operating at a loss, so no subscriptions had been returned.
30. On or about July 5, 2016, the Illinois resident received a stock certificate for 2,500 shares from Drewrys Ltd USA in South Bend, Indiana (dated June 30, 2016). However, the Illinois resident still did not receive any report, statement, or other document regarding the status of his investment or Drewrys.
31. Securities and Exchange Commission (SEC) records indicated that Drewrys Ltd. USA filed a Form D, on or about August 6, 2014, which was signed by DB, as the Vice President of the company, for a Regulation D Rule 505 exemption. The minimum investment was \$250. (To qualify for a Rule 505 exemption, a company cannot publicly solicit or advertise to sell the securities.)

Notice of Hearing

-5-

32. SEC records also indicated that a Form S-1 was filed by Drewrys Brewing Company (incorporated in Nevada) and the effective date was August 6, 2012.
33. Department records indicated that the *only* filing made in Illinois by *any* Drewrys entity was a Form S-1 filing made by Drewrys Brewing Company that expired on August 7, 2014.
34. The above-mentioned activity constitutes the public offering of securities, as those terms are defined pursuant to Section 2.1 and 2.5a of Act.
35. Section 5 of the Act provides, *inter alia*, that all securities, unless otherwise provided in Section 2a, 3, 4, 6 or 7 of the Act, shall be registered prior to their offer or sale in the State of Illinois.
36. Section 12.A of the Act provides, *inter alia*, that it shall be a violation of the Act to offer or sell any security except in accordance with the Act.
37. At all times relevant hereto, the securities publicly offered by Respondents were unregistered in the State of Illinois and, due to the public nature of the offering on Respondents' website, there was no applicable exemption that did not require a filing.
38. Section 12.B of the Act provides, *inter alia*, that it shall be a violation of the Act to deliver to a purchaser any security required to be registered under the Act, unless accompanied or preceded by a prospectus that meets the requirements of the applicable subsection of Section 5, Section 6, or Section 7 of the Act.
39. At all times relevant hereto, the securities purchased by the Illinois resident were not accompanied or preceded by a prospectus meeting the requirements of the Act.
40. Section 12.D of the Act provides, *inter alia*, that it shall be a violation of the Act to fail to file with the Secretary of State any application, report, or document required to be filed under the Act.
41. At all times relevant hereto, Respondents did not have an effective filing in Illinois for Drewrys Ltd. USA (or any other Drewrys entity) and Respondents' statement to the Department was materially incomplete.
42. Section 12.G of the Act provides, *inter alia*, that it shall be a violation of the Act to obtain money or property through the sale of securities by means of any untrue statement of a material fact or any omission to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading.

Notice of Hearing

-6-

43. At all times relevant hereto, Respondents obtained money from the Illinois resident without explaining, at a minimum, the purpose and activities of Drewrys Ltd. USA, the relationship between the different Drewrys entities, how the offering proceeds would be used, the risk involved in the investment, whether there was a market for the securities, or the State and Federal regulations related to the offering.
44. Section 12.H of the Act provides, *inter alia*, that it shall be a violation of the Act to sign or circulate any statement, prospectus, or other paper or document required by any provision of the Act or pertaining to any security knowing or having reasonable grounds to know any material representation therein contained to be false or untrue.
45. At all times relevant hereto, Respondents' online subscription agreement contained false, material representations, such as those stating the Subscriber had read the Private Placement Memorandum and there had not been any advertising or general solicitation. Furthermore, emails to the Illinois resident indicated that he was falsely told that DB was the President of Drewrys Ltd. USA and that he would receive a stock certificate when, in fact, there was no record of the Illinois resident even being a shareholder until he contacted Manzo and proved that he had made an investment, despite Manzo's doubts.
46. By virtue of the foregoing, Respondents, Drewrys Company, f/k/a Drewrys Brewing Company, Drewrys Ltd. USA, f/k/a Drewrys Brewing Company, and Francis P. Manzo III, have violated Sections 12.A, 12.B, 12.D, 12.G, and 12.H of the Act.
47. Section 11.E(2) of the Act provides, *inter alia*, that if the Secretary of State finds that any person has violated subsection C, D, E, F, G, H, I, J, or K of Section 12 of the Act, the Secretary of State may by written order temporarily or permanently prohibit or suspend the person from offering or selling any securities in this State.
48. Section 11.E(4) of the Act provides, *inter alia*, that the Secretary of State, after finding that any provision of the Act has been violated, may impose a fine as provided by rule, regulation, or order not to exceed ten thousand dollars (\$10,000) for each violation of the Act, may issue an order of public censure, and may charge as costs of investigation all reasonable expenses.
49. By virtue of the foregoing, Respondents are subject to a fine of up to ten thousand dollars (\$10,000) per violation, costs of investigation, an order of censure, and an order which permanently prohibits the Respondents from offering or selling any securities in this State.

You are further notified that you are required, pursuant to Section 130.1104 of the Rules, to file an answer to the allegations outlined above within thirty (30) days of receipt of this Notice. A failure to do so within the prescribed time shall be deemed an admission of the allegations contained in the Notice of Hearing and waives your right to a hearing.

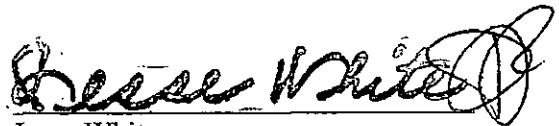
Notice of Hearing

-7-

You may be represented by legal counsel, present evidence, cross-examine witnesses, and otherwise participate. However, a failure to appear shall constitute default.

Delivery of Notice to the designated representative of a Respondent constitutes service upon such Respondent.

ENTERED: This 12th day of July, 2016.



Jesse White
Secretary of State
State of Illinois

Attorney for the Secretary of State:

Shannon Bond
Illinois Securities Department
421 E. Capitol Ave., 2nd Fl.
Springfield, IL 62701
Telephone: (217) 524-0648

Hearing Officer:

Jon K. Ellis