



ANNUAL REPORT
(for year ended December 31, 2011)

ISSUER INFORMATION AND DISCLOSURE STATEMENT
PURSUANT TO
RULE 15c2-11(a)(5)

MARCH 15, 2012

ALGAE FARM (USA), INC.
(f/k/a RUSSELL INDUSTRIES, INC.)
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Federal I.D. No.
88-0377615

CUSIP No.
01551R 200

ISSUER'S EQUITY SECURITIES

COMMON STOCK (as of 3/15/2012)

1,998,000,000 Shares Authorized
\$.0001 Par Value
608,491,180 Common Shares Issued and Outstanding

PREFERRED STOCK (as of 3/15/2012)

2,000,000 Shares Authorized
1,000,000 Series A Preferred Shares \$.001 Par Value
100,000 Series A Preferred Shares Issued and Outstanding
1,000,000 Series B Preferred Shares (\$.undesignated)
0 Series B Preferred Shares Issued and Outstanding

TRANSFER AGENT

Pacific Stock Transfer Company
4045 South Spencer Street
Suite 403
Las Vegas, NV 89119
TELEPHONE (702) 361-3033
FACSIMILE (702) 433-1979



Table of Contents

Section One

Part A General Company Information

Item I The exact name of the issuer and its predecessor (if any).....	3
Item II The address of the issuer's principal executive offices.....	3
Item III The jurisdiction(s) and date of the issuer's incorporation or organization.....	3

Part B Share Structure

Item IV The exact title and class of securities outstanding.....	3-4
Item V Par or stated value and description of the security.....	4
Item VI The number of shares or total amount of the securities outstanding for each class of securities authorized	5

Part C Business Information

Item VII The name and address of the transfer agent.....	6
Item VIII The nature of the issuer's business.....	6
Item IX The nature of products or services offered.....	6-8
Item X The nature and extent of the issuer's facilities.....	8

Part D Management Structure and Financial Information

Item XI The name of the chief executive officer, members of the board of directors, as well as control persons.....	9
Item XII Financial information for the issuer's most recent fiscal period.....	9
Item XIII Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.....	9
Item XIV Beneficial Owners.....	9-10
Item XV The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure:.....	10-11
Item XVI Management's Discussion and Analysis or Plan of Operation.....	12-14

Part E Issuance History

Item XVII List of securities offerings and shares issued for services in the past two years.....	14
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Part F Exhibits

Item XVIII Material Contracts.....	15
Item XIX Articles of Incorporation and Bylaws.....	15
Item XX Purchases of Equity Securities by the Issuer and Affiliated Purchasers.....	15
Item XXI Issuer's Certifications.....	16



**ALGAE FARM (USA), INC
(f/k/a RUSSELL INDUSTRIES, INC.)**

INFORMATION AND DISCLOSURE STATEMENT

MARCH 15, 2012

All information contained in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11(a)(5) promulgated by the Securities and Exchange Act of 1934, as amended. The enumerated items and captions contained herein correspond to the format as set forth in the Rule.

Section One

Part A General Company Information

Item I The exact name of the issuer and its predecessors (if any):

Algae Farm (USA), Inc.
f/k/a/ Russell Industries, Inc., (a Nevada Corporation)

Item II The address of its principal executive offices:

24523 Gosling Road
Unit G003
Spring, Texas 77389-2713

Item III The jurisdiction(s) and date of the issuer's incorporation:

Nevada
February 20, 1997

Part B Share Structure

Item IV The exact title of securities outstanding:

Common Stock, \$.0001 par value per share
Trading Symbol – ALGF.PK
CUSIP – 01551R 200

ISSUER'S EQUITY SECURITIES

COMMON STOCK (as of 3/15/2012)

1,998,000,000 Shares Authorized
\$.0001 Par Value

608,491,180 Common Shares Issued and Outstanding

PREFERRED STOCK (as of 3/10/2012)

2,000,000 Shares Authorized
1,000,000 Series A Preferred Shares \$.001 Par Value
100,000 Series A Preferred Shares Issued and Outstanding
1,000,000 Series B Preferred Shares (\$.undesignated)
0 Series B Preferred Shares Issued and Outstanding

Item V. Par or stated and description of the security:

Common – Par Value - .0001

Description - All Common stock shall be voting with rights, privileges and preferences designated at the time of issue at the discretion of the Board of Directors. Any dividends will be at the election of the Board of Directors. There are no preemption rights. There is no provision in issuer's charter or by-laws that would delay, defer or prevent a change of control for common stock other than an affirmative vote of the preferred stock (see preferred voting rights below).

Preferred - Par Value - .001

The number of shares constituting the Series A Preferred Shares shall be 1,000,000 with a par value of \$0.001. Each issued and outstanding Series A Preferred Shares shall be entitled to the number of votes equal to the result of: (i) the number of shares of common stock of the Company (the "Common Shares") issued and outstanding at the time of such vote multiplied by 1.10; divided by (ii) the total number of Series A Preferred Shares issued and outstanding at the time of such vote, at each meeting of shareholders of the Company with respect to any and all matters presented to the shareholders of the Company for their action or consideration, including the election of directors. Except as provided by law, holders of Series A Preferred Shares shall vote together with the holders of Common Shares as a single class. The Company shall not amend, alter or repeal the Series A Preferred Shares, special rights or other powers of the Series A Preferred Shares so as to affect adversely the Series A Preferred Shares, without the written consent or affirmative vote of the holders of at least a majority of the then outstanding aggregate number of shares of such adversely affected Series A Preferred Shares, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class. There are no provisions for dividend, conversion and liquidation rights, redemption or sinking fund at this time. Any provision for such will be at the discretion of the Board of Directors. There is no provision in issuer's charter or by-laws that would delay, defer or prevent a change of control other than an affirmative vote of the preferred stock (see preferred voting rights above).

Item VI. The number of shares or total amount of the securities outstanding for each class of securities authorized:

- (i) Period end date; 3/15/2012
- (ii) Number of common shares authorized; 1,998,000,000
- (iii) Number of shares outstanding; 608,491,180
- (iv) Freely tradable shares (public float); 67,162,107
- (v) Total number of beneficial shareholders; 2
- (vi) Total number of shareholders of record. 159

- (i) Period end date; 3/15/2012
- (ii) Number of preferred shares authorized; 2,000,000
- (iii) Number of shares outstanding; 100,000
- (iv) Freely tradable shares (public float); 000
- (v) Total number of beneficial shareholders; 1
- (vi) Total number of shareholders of record. 1

- (i) Period end date; 12/31/2011
- (ii) Number of common shares authorized; 1,998,000,000
- (iii) Number of shares outstanding; 608,491,180
- (iv) Freely tradable shares (public float); 67,162,107
- (v) Total number of beneficial shareholders; 2
- (vi) Total number of shareholders of record. 159

- (i) Period end date; 12/31/2011
- (ii) Number of preferred shares authorized; 2,000,000
- (iii) Number of shares outstanding; 100,000
- (iv) Freely tradable shares (public float); 000
- (v) Total number of beneficial shareholders; 1
- (vi) Total number of shareholders of record. 1

- (i) Period end date; 12/31/2010
- (ii) Number of common shares authorized; 1,998,000,000
- (iii) Number of shares outstanding; 5,315,478
- (iv) Freely tradable shares (public float); 4,643,446
- (v) Total number of beneficial shareholders; 2
- (vi) Total number of shareholders of record. 112

- (i) Period end date; 12/31/2010
- (ii) Number of preferred shares authorized; 2,000,000
- (iii) Number of shares outstanding; 100,000
- (iv) Freely tradable shares (public float); 000
- (v) Total number of beneficial shareholders; 1
- (vi) Total number of shareholders of record. 1

Part C Business Information

Item VII The name and address of the transfer agent

TRANSFER AGENT
Pacific Stock Transfer Company
4045 South Spencer Street
Suite 403
Las Vegas, NV 89119
Telephone (702) 361-3033
Facsimile (702) 433-1979

Transfer Agent is registered under the Exchange Act and is regulated by the Securities and Exchange Commission.

Item VIII The nature of the issuer's business.

A. Business Development.

Algae Farm (USA), Inc., (f/k/a Russell Industries, Inc) is a corporation formed under the laws of the State of Nevada. It was formed in 1997 and its fiscal year ends December 31.

During the past three years the Company has not been in bankruptcy, receivership or involved in any similar proceedings. The Company is in default in the terms of its financing arrangement with E-Lionheart (see *NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS, Note 5.* No other note, loan, lease, or other indebtedness or financing arrangement requiring the Company to make payments is in default. The Company completed the following stock splits:

Stock Splits

November 3, 2005	Shares increased by 2.5 for 1 split
October 6, 2006	Shares increased by 5 for 1 split
November 27, 2006	Shares decreased by 1 for 100 split
March 3, 2008	Shares decreased by 1 for 5,000 split
February 2, 2009	Shares decreased by 1 for 10,000 split
October 7, 2010	Shares decreased by 1 for 1,000 split
June 30, 2011	Shares increased by 11 for 10 split

Except as described herein, the Company has not during the past three years had any other stock splits, stock dividends, mergers, reorganizations or similar transactions. The Company has not been the subject of any delisting by a securities exchange or a deletion from the OTC Bulletin Board. Except as described herein, there is no current, pending or threatened legal proceedings or administrative actions against the Company nor has there been for the past three years.

Current Litigation

none

Previous Litigation for the past three years

Fundtech Solutions, LLC vs. Richard M Berman, an individual, and Russell Industries, Inc., a Nevada corporation. Case was filed on 5/12/09. Plaintiff dismissed case without prejudice on February 9, 2011.

B. Business of Issuer.

The Company's primary Standard Industrial Code (SIC) is 1499 - Miscellaneous nonmetallic mining ; its secondary SIC is 2860 – Industrial organic chemicals.

The Company is currently conducting (development stage enterprise) operations and has never been a "shell company". The Company has one subsidiary Algae Farm, LLC, a Nevada limited liability corporation.

Algae Farm (USA), Inc. (f/k/a Russell Industries, Inc and herein referred to as "ALGF") completed its *Proof of Concept Pilot to Scale* sustainable algae biomass production system in 2010. The initial bench prototype was completed on January 29, 2010. ALGF completed its scaled up model, on April 30, 2010. Our concept and mission is to grow high yield, predictable, reliable, scalable, sustainable algal biomass, in a climate controlled environment. The vessel or photo-bioreactor ("PBR") the Company has developed is designed to operate indoors. The production validation data generated from our *Proof of Concept Pilot to Scale* project was included with our technical and process data in our application for provisional patent protection in August 2010.

ALGF now plans to develop a *Pilot Production Plant* to commercialize its technology and prove its business model; to grow, harvest, extract, package and sell its algal biomass while achieving a positive margin. The *Pilot Production Plant* will be located in the Houston, Texas area. This production facility will be a unique indoor Algae Tank Farm ("ATF") that will produce and offer for sale algal biomass to be used in high value algae derived products such as Astaxanthin (pronounced astaxanthin), Omega 3, EPA, and DHA used as food supplements for the aquaculture, animal feed and nutraceutical industries.

ALGF spent \$ 3,517 and \$ 223,703 on research and development for the years ended December 31, 2011 and 2010 respectively.

ALGF has one (1) full time employee and engages contract labor and consultants when necessary and appropriate.

Item IX. The nature of products or services offered:

Specific algae strains will be grown, harvested and extracted indoors in uniquely designed production vessels that will provide reliable and sustainable high production yield in a climate controlled environment. Algal biomass will be used as key components of nutritional supplements. Present production methods employed by "competitors" use closed loop photo bioreactors and open "raceway" dependent upon outdoor sunlight. Their results have yet to yield sustainable, reliable high yield production partly due to dependence upon outdoor sunlight and unpredictable climate conditions. Specifically, the Company believes that if it can create optimal dependable climatic conditions on a 24/7 basis it should be able to produce its desired production yield. We plan to focus initial marketing efforts for our algal biomass on producers of the end product, such nutritional supplements, vitamins, aquaculture and animal feed markets. We plan to hire experienced algae specific operations management sufficient to ensure success of the project.

Item X The nature and extent of the issuer's facilities

The Company does not own any real estate. From November 2009 through January 2012, ALGF leased research, development and laboratory space from Houston Advanced Research Center, 4800 Research Forest Drive, Suite 131, The Woodlands, Texas 77381 for \$2,465 (including utilities and phone). In January, 2012 the Company began leasing a 1,300 square foot warehouse with two offices on a month to month basis for \$930 per month plus utilities and phone. The new location is located at 24523 Gosling Road, Unit G003, Spring, Texas 77389-2713. ALGF plans to continue to lease on a monthly basis until it is (financially) able to lease production space sufficient to begin its *Pilot Production Plant*.

Part D Management Structure and Financial Information

Item XI. The name of the Chief Executive Officer and members of the Board of Directors, as control persons:

A. Officers and Directors

Members of the Board serve until the next annual meeting of shareholders and until their successors are elected and qualified. Officers are appointed by and serve at the discretion of the Board.

Richard M. Berman	President, Chief Executive Officer and Chairman of the Board (sole Officer and Director)
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Richard M. Berman – Chairman of the Board and Chief Executive Officer

Mr. Berman was elected Chairman of the Board of the Company and appointed its Chief Executive Officer in July 2005. From April 2004 – August 2007 Mr. Berman was employed by Methodist Retirement Communities and Affiliated Organizations, (The Woodlands, TX) as its Senior Vice President for Business and Finance and Chief Financial Officer.

B. Legal/Disciplinary History

1. During the past five (5) years neither of the Company's officers or directors has a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding.
2. During the past five(5) years neither of the Company's officers or directors has the entry of an order, judgment, or decree by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities.
3. During the past five (5) years neither of the Company's officers or directors has a finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law.
4. During the past five (5) years neither of the Company's officers or directors has the entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

C. Disclosure of Family Relationships. None

D. Disclosure of Related Party Transactions. None

E. Disclosure of Conflicts of Interest. None

Item XII. Financial information for the issuer's most recent fiscal period:

The unaudited financial statements of the issuer as of December 31, 2011 are hereby incorporated by reference and can be found on www.Pinksheets.com.

Item XIII. Similar financial information for such part of the two preceding years as the issuer or its predecessor has been in existence: None

Item XIV. Beneficial Owners.

The following table sets forth as of March 15, 2012 certain information with respect to the beneficial ownership of our common stock by (i) any person we know to be the beneficial owner of more than 5% of any class of our voting securities, (ii) each director and named executive officer; and (iii) all current directors and executive officers as a group. As of March 15, 2012, there were 608,491,180 shares of common stock outstanding. To our knowledge, each of the persons named in the table below has sole voting and investment power with respect to all shares beneficially owned by them.

	No. of Shares Now Held	% of Total	As Adjusted	
			No. of shares After Offering if All Securities Sold	% of Total

Common Stock:

Richard M. Berman (1) 24523 Gosling Rd, Unit G003 Spring, TX 77389	534,207,310	88.%	534,207,310
American Uranium Management, LLC (1) 24523 Gosling Rd, Unit G003 Spring, TX 77389	277,086	.0005%	277,086
E-Lionheart Associates, LLC (2) 254 Main Street, Suite 390 White Plains, NY 10601	*	*	*

- (1) Mr. Berman, our president and chief executive officer and a director (as well as a major stockholder of) owns 400,000,000 shares of Company Common Stock and is the controlling member of American Uranium Management, LLC.
- (2) * In 2009 and 2010 E-Lionheart loaned \$1,000,000 to the Company. These loans will be convertible into Company Common Stock at 50% of the bid price on the day of conversion.

Item XV. The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure

Jonathan F. Elliston, Esq.
564 Wilcrest Drive
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jfelliston@sbcglobal.net

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The Woodlands, TX 77381
(832) 797-8875
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Garden City, NY 11530
516 228-8181 Voice
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Encino, CA 91436
Tel: 818-788-7007
ross@khrlaw.com

Walter J. Bird, Attorney at Law
532 W. Oakcrest, PO Box 14
Monticello, UT 84535
(435) 587-1050
walterbird@hotmail.com

University of Texas Culture Collection of Algae
The University of Texas at Austin
Dr. Jerry Brand, Director
1 University Station A6700
Austin, TX 78712-0183
(512) 471-4019
utalgae@uts.ccutexas.edu

Lone Star Biotechnology Institute
Lone Star College Montgomery
Dr. Daniel Kainer, Director
3200 College Park Drive
Conroe, TX 77384-4500
(936) 273-7060
dkainer@LoneStar.edu

Item XVI. Management's Discussion and Analysis or Plan of Operation

MANAGEMENT'S DISCUSSION AND ANALYSIS OF CERTAIN RELEVANT FACTORS

Background and Basis of Presentation

The accompanying consolidated financial statements include the accounts of Russell Industries, Inc. and its wholly-owned subsidiaries and have been prepared on a going concern basis in accordance with U.S. generally accepted accounting principles. All significant intercompany accounts and transactions have been eliminated. Since April 11, 2006, the Company has been in a development stage.

Operating results for the years ended December 31, 2010 and 2011, are not necessarily indicative of the results that may be expected in the future.

Critical Accounting Policies

We have identified critical accounting policies based upon the significance of the accounting policy to our overall financial statement presentation, as well as the complexity of the accounting policy and our use of estimates and subjective assessments. We have concluded our critical accounting policies are as follows:

Long Lived Assets

The Company's investment in unpatented mining claims is recorded at cost. Because these claims are in the early stage of exploration, no review for impairment has been made.

During 2012, the Company expects to acquire equipment and property associated with the production of algal biomass. These assets will be capitalized and reviewed for impairment as the algae market develops in the future.

Derivatives

The Company has raised capital via the issuance of convertible debt that can be converted to registered common stock at a discount to the trading price. As a result, financial derivatives have been created. Generally, the difference between the sales price and the closing price on the date of issuance has been recorded as a discount and amortized to the income statement over time or upon conversion of the debt to common stock.

Research and Development

All costs and expenses associated with the algae biomass production technology are expensed when incurred as research and development. Such costs and expenses are eligible for research and development tax credits. Once the technology has been developed and a revenue producing facility has been built, expenses associated with the production of algal biomass will be expensed as a cost of sales.

Net Loss Per Share

Net loss per share is computed using the weighted average number of shares of common stock outstanding during the applicable period. Shares associated with preferred shares were not included because they are antidilutive. There is no difference between basic and diluted net loss per share for any period presented.

Liquidity and Capital Resources

As of December 31, 2011, we had working capital deficit of \$1,793,892. For the year ended December 31, 2011, we incurred a net loss of \$1,832,804. This loss included \$1,367,980 of non-cash related expenses.

The Company is in the development stage of operations and has generated revenue and does not expect any meaningful revenue until late 2012. Our ability to generate sufficient cash flows from operations to meet our operating and capital requirements is uncertain, and we must raise additional capital in order to fund development of our algae biomass technology. These matters raise substantial doubt about our ability to continue as a going concern.

Results of Operations - Analysis of Years Ended December 31, 2011 and December 31, 2010

The net loss of \$1,832,804 for 2011 reflects a decrease of \$999,062 from the net loss of \$2,831,866 in 2009. This increase in net loss is primarily a result of:

- an increase in general and administrative expenses of \$2,662,867;
- a gain on Sale of Unpatented Mining Claims of \$187,500; offset by
- an increase in Change in Fair Value of Derivatives of \$534,915;
- a decrease of legal and professional fees of \$6,494;
- a decrease in research and development expenses of \$220,186; and
- a decrease in Amortization of Discounts on Debentures of \$732,500

Revenues

Revenues in 2011 or 2010 were \$37,500 and \$0, respectively.

Research and Development Expenses

The 2011 and 2010 research and development expenses were \$3,517 and \$223,703, respectively. These costs and the ramp-up costs associated the small scale manufacturing facility will cause negative gross profit. Our ability to improve gross margin will depend upon our ability to increase production volumes and production efficiencies. Our proprietary technology is ready for commercialization.

General and Administrative Expenses

The 2010 and 2009 general and administrative expenses were \$3,174,051 and \$511,184, respectively. This increase was due primarily to the issuance of restricted stock for services. We anticipate that general and administrative expense will increase in the future as warranted to coincide with increased production of the algae biomass.

Discounts on Issuances of Common Stock

During 2009 and 2010, we sold convertible debt that was convertible into common stock below the closing price on the date of issuance. As a result, for debt that was converted, we recorded a discount upon the issuance of such stock for the difference between the issuance price and the closing price on the date of issuance. The 2011 and 2010 current liability, net of discounts, of the convertible promissory notes is \$0 and \$61,643, respectively. The 2011 and 2010 amortization of discounts on debentures is \$61,644 and \$794,144, respectively.

Part E Issuance History

During the fiscal year ended December 31, 2010, the Company issued an aggregate of 3,225,795 (adjusted to reflect 1 for 1,000 reverse split) shares of its common stock to one (1) entity, E-Lionheart for an aggregate conversion of \$152,323 (or an average of \$0001 per share) of principal due on the Note dated October 15, 2009. The shares were issued in reliance upon the exemptions from the registration requirements of Section 5 of the Securities Act of 1933, as amended (the "Act"), pursuant to Section 4(2) of the Act. The certificates evidencing the above mentioned shares contain a legend (1) stating that the shares have not been registered under the Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Act.

During the fiscal year ended December 31, 2011, the Company issued an aggregate of 602,643,377 (adjusted to reflect 11 for 10 forward split) shares of its common stock to five (5) persons/entities, including Richard Berman the Company's CEO (533,767,278 shares), Klass, Helman and Ross (3,490,402 shares) and Scottsdale Capital Advisors (3,327,363 shares), Magna Group, LLC (7,058,334 shares) for an aggregate purchase price of \$2,137,582 for \$24,500 and Epic Worldwide, Inc. (55,000,000 shares) for \$18,000. In connection with this issuance the Company incurred costs of \$3,000 that were paid out of the gross proceeds. The shares were issued in reliance upon the exemptions from the registration requirements of Section 5 of the Securities Act of 1933, as amended (the "Act"), pursuant to Section 4(2) of the Act. The certificates evidencing the above mentioned shares contain a legend (1) stating that the shares have not been registered under the Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Act.

Part F Exhibits

Item XVIII Material Contracts

None that are made outside the ordinary course of business.

Item XIX Articles of Incorporation and Bylaws

Are hereby incorporated by reference and can be found on www.Pinksheets.com.

1. Articles of Incorporation dated February 20, 1997
2. Certificate of Amendment dated March 5, 2010
3. Certificate of Amendment dated September 20, 2010
4. Certificate of Amendment dated December 29, 2010
5. Certificate of Amendment dated January 6, 2011
6. Certificate of Amendment dated May 24, 2011
7. Bylaws

Item XX Purchases of Equity Securities by the Issuer and Affiliated Purchasers

None



Item XXI Issuer's Certifications:

I, Richard M. Berman, Chief Executive Officer of the issuer, certify that:

- a. I have reviewed this information and disclosure statement of Algae Farm (USA), Inc. f/k/a Russell Industries, Inc.
- b. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
- c. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

March 15, 2012

/s/ Richard M. Berman

Richard M. Berman
President, Chief Executive Officer, Director