

UNITED STATES OF AMERICA  
before the  
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934  
Release No. 73900 / December 19, 2014

Admin Proc. File No. 3-15993

In the Matter of

ACCREDITED BUSINESS CONSOLIDATORS CORP.,  
ASHERXINO CORP.,  
BAKERS FOOTWEAR GROUP, INC.,  
CARD ACTIVATION TECHNOLOGIES INC.,  
HIGH PLAINS GAS, INC., and  
PACIFIC COPPER CORP.

ORDER REQUESTING ADDITIONAL BRIEFS

On July 31, 2014, the Commission instituted administrative proceedings against High Plains Gas, Inc. ("High Plains") and five other respondents pursuant to Section 12(j) of the Securities Exchange Act of 1934.<sup>1</sup> The Order Instituting Proceedings ("OIP") alleges in relevant part that High Plains, a Nevada corporation located in Gillette, Wyoming, with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g), has failed to file any of its required periodic reports since it filed a Form 10-Q for the period ending September 30, 2012. If those allegations are proven, the OIP authorizes as the available sanctions the suspension or revocation of the registration of High Plains' securities.

The Division of Enforcement has moved to dismiss the proceedings against High Plains because on August 5, 2014, High Plains filed a Form 15-12G with the Commission seeking to deregister its securities.<sup>2</sup> According to the Division, that filing went effective on November 3, 2014, after ninety days had elapsed. The Division contends that, "[b]ecause High Plains has no securities registered" with the Commission, "there are no securities to be suspended or revoked" in the proceedings. High Plains has not filed a response to the motion.

Based on a review of High Plains' Form 15-12G, we believe that the Commission would benefit from further briefing because the company does not appear to meet the requirements of the provisions it cited as grounds for deregistration. On the form, High Plains claimed eligibility for deregistration under two provisions, Exchange Act Rule 12g-4(a)(1) and Rule 12g-4(a)(2). Under Rule 12g-4(a)(1), an issuer may voluntarily terminate its reporting obligations if there are fewer

<sup>1</sup> 15 U.S.C. § 78l(j).

<sup>2</sup> See High Plains Gas, Inc., Form 15-12G filed Aug. 5, 2014, at 1, *available at* <http://www.sec.gov/Archives/edgar/data/1327195/000136086514000035/form15august42013.htm>.

than 300 holders of its securities.<sup>3</sup> But while High Plains claimed it met this requirement, it also stated on the Form 15-12G that it has 323 holders of its securities.

High Plains also does not appear to meet the requirements of Rule 12g-4(a)(2). That rule permits an issuer to terminate its reporting obligations if there are fewer than 500 holders of its securities *and* the issuer's total assets "have not exceeded \$10 million on the last day of each of the issuer's most recent three fiscal years."<sup>4</sup> But a review of High Plains' filings on the Commission's website shows that, although High Plains has not filed annual reports for the last two fiscal years, it reported total assets of more than \$30 million for the fiscal year ending 2011, which exceeds the \$10 million threshold under Rule 12g-4(a)(2).<sup>5</sup>

Accordingly, it is ORDERED that each party shall file a brief by January 5, 2015, not to exceed 2,500 words, addressing the seeming deficiencies in High Plains' Form 15-12G and the impact, if any, these deficiencies have on the effectiveness of the deregistration of High Plains' securities. If the Division deems it appropriate, it may withdraw its motion.

For the Commission, by the Office of the General Counsel, pursuant to delegated authority.<sup>6</sup>

Brent J. Fields  
Secretary

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<sup>3</sup> 17 C.F.R. § 240.12g-4(a)(1).

<sup>4</sup> 17 C.F.R. § 240.12g-4(a)(2).

<sup>5</sup> We also note that High Plain's Form 15-12G filing appears to have been misdated August 4, 2013, when the filing was filed with the Commission on August 5, 2014.

<sup>6</sup> *Id.* § 200.30-14(g)(1)(vii).