

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

ADMINISTRATIVE PROCEEDINGS RULINGS
Release No. 4733/April 4, 2017

ADMINISTRATIVE PROCEEDING
File No. 3-17865

In the Matter of

CIRTRAN CORP.,
CONOLOG CORP.,
BLINK TECHNOLOGIES, INC.
(F/K/A EPUNK, INC.), and
WORLD SURVEILLANCE GROUP, INC.

ORDER FOR STATEMENT OF
POSITION AS TO RESPONDENT
BLINK TECHNOLOGIES, INC.

Background

On March 3, 2017, the Securities and Exchange Commission issued an order instituting proceedings (OIP) pursuant to Section 12(j) of the Securities Exchange Act of 1934, alleging that Respondents have securities registered with the Commission and are delinquent in their periodic filings. Respondents were served with the OIP by March 8 and their answers were due by March 21, 2017. *CirTran Corp.*, Admin. Proc. Rulings Release No. 4682, 2017 SEC LEXIS 773 (ALJ Mar. 15, 2017). On March 9, 2017, Respondent Blink Technologies, Inc. (f/k/a ePunk, Inc.), filed a Form 15, but it has not filed an answer.¹ *See* Tr. 5-6, 12-13.

At a prehearing conference on March 28, 2017, Dean Miller, CEO, and Joseph Emas—an attorney who did not appear in a representative capacity—appeared on behalf of Blink Technologies, in addition to the Division of Enforcement. Tr. 3-4, 9.

The Division requested that I default Blink Technologies and revoke the registration of its securities. Tr. 6, 9. The Division believes that revocation is in the public interest because Blink Technologies has not filed periodic reports since it filed a Form 10-Q for the period ended June 30, 2014, but its securities are still being traded; the company is quoted on OTC Link, it has

¹ Exchange Act Section 12(g)(4) provides that the registration of any class of securities “shall be terminated ninety days, or such shorter period as the Commission may determine, after the issuer files a certification with the Commission that the number of holders of record of such class of security is reduced to less than 300 persons.” 15 U.S.C. § 78l(g)(4); *see also* 17 C.F.R. § 240.12g-4. An issuer files the certification on Form 15. The Commission shall deny termination of registration if it finds that the certification is untrue. 15 U.S.C. § 78l(g)(4).

six market makers, and is eligible for the “piggyback” exception of the Exchange Act. OIP at 2; Tr. 9.

Miller and Emas would prefer that Blink Technologies be allowed to withdraw its registration by allowing the Form 15 to take effect. Tr. 7, 11. Miller represented that Blink Technologies is a small technology company attempting to bring a software platform to market and that it ran out of funds and could not afford to make the periodic filings. Tr. 10. It has brought its filings in Nevada up to date and now has an active corporate status in the state.² Tr. 7, 11. Miller represented that Blink Technologies did not receive notice that its filings were delinquent, but now it has a new registered agent in Nevada and is in discussions with its auditors about potentially getting its accounting in line.³ Tr. 11. Emas explained that assuming the withdrawal is allowed to become effective, the company intends to obtain financial resources, and if they succeed in building the business, refile a Form 10 or Form S-1. Tr. 7. Blink Technologies does not currently have the resources necessary to bring its Commission filings up to date. Tr. 7.

At the prehearing conference, I waived Blink Technologies’ obligation to file a written answer, because I accept Miller’s explanation that he believed his explanation of his company’s position to the Division and his participation in the prehearing conference to be an answer. Tr. 12-14; *see* 17 C.F.R. § 201.220.

Order

Exchange Act Section 12(j) empowers the Commission as it deems necessary or appropriate for the protection of investors to suspend for up to twelve months or to revoke the registration of a security if an issuer has failed to file required periodic reports. 15 U.S.C. § 78l(j). Blink Technologies does not dispute the factual allegations in the OIP, and in any event, they are confirmed on EDGAR.⁴ 17 C.F.R. § 201.323 (allowing official notice to be taken

² The Nevada Secretary of State website shows Blink Technologies, Inc., as an active corporation, with Dean Miller as its President, Treasurer, and Director. <http://nvsos.gov/sosentitysearch/CorpDetails.aspx?lx8nvq=nX31fYI6XQ0516fOae2vSQ%253d%253d&nt7=0> (last accessed Apr. 4, 2017).

³ Emas stated that earlier the company could not afford to pay its registered agents in Nevada. Tr. 7.

⁴ I take official notice of the fact that on April 4, 2017, Blink Technologies was shown on the OTC Markets website with a skull and crossbones symbol, last trade at \$0.00646, volume none. *See* 17 C.F.R. § 201.323; <https://www.otcmarkets.com/research/companyDirectory?symbol=BLINK%20TECHNOLOGIE%20S> (last accessed Apr. 4, 2017) (browse for Blink Technologies’ entry). OTC Link states that “OTC Markets Group Inc. (“OTC Markets”) has discontinued the display of quotes on www.otcmarkets.com for this security because it has been labeled Caveat Emptor (Buyer Beware) . . .” <https://www.otcmarkets.com/stock/PUNK/quote> (last accessed Apr. 4, 2017).

of information in the Commission's public official records). The issue is how to proceed, and specifically, how to balance the need to protect investors with Blink Technologies' desire to rebuild its business on its own terms. My perusal of previous cases shows that sometimes registrations have been revoked where a Form 15 was filed after the OIP was issued, but that there are also cases that waited until the ninety days expired, which here would be on June 7, 2017, whereupon the Division would request dismissal of the proceeding. *Compare CNC Dev., Ltd.*, Exchange Act Release No. 70325, 2013 SEC LEXIS 2608, at *1 n.2, *8 (ALJ Sept. 5, 2013) (revoking registration despite filing of Form 15), *and Secured Dig. Applications, Inc., with Largo Vista Grp., Ltd.*, Initial Decision Release No. 486, 2013 SEC LEXIS 1317, at *2 (ALJ May 3, 2013) (Division agreed to allow Form 15 to become effective), *and Largo Vista Grp., Ltd.*, Exchange Act Release No. 70803, 2013 SEC LEXIS 3461, at *2-3 (Nov. 4, 2013) (Commission dismissing proceeding as to a respondent whose Form 15 had become effective).

Another way to protect investors and resolve the issue would be for the Division of Corporation Finance to allow the Form 15 to take effect immediately, before ninety days has expired. *See* 15 U.S.C. § 78l(g)(4); 17 C.F.R. § 240.12g-4 (allowing the Commission to accelerate the effectiveness of a Form 15).

I request that each party file a brief statement by April 14, 2017, setting out its position.

Brenda P. Murray
Chief Administrative Law Judge