

UNITED STATES OF AMERICA  
BEFORE THE  
SECURITIES AND EXCHANGE COMMISSION

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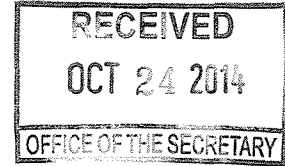
In the Matter of

GLOBAL GREEN, INC.,  
NUTRITIONAL HEALTH INSTITUTE  
LABORATORIES, LLC, and  
DR. MEHRAN GHAZVINI

Petitioners.

File No. 500-1

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3-16211

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PETITIONERS', GLOBAL GREEN, INC., NUTRITIONAL HEALTH INSTITUTE  
LABORATORIES, LLC, AND DR. MEHRAN GHAZVINI  
SWORN PETITION FOR TERMINATION OF SUSPENSION OF  
TRADING SECURITIES

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## **I. GLOBAL GREEN INC.**

### **A. SUMMARY OF PETITION**

This Petition for Termination of Suspension of Trading Securities (“Petition”) of GLOBAL GREEN, INC. (“GGI” or the “Company”) is brought pursuant to Securities and Exchange Commission (“SEC”) Rules of Practice 550. The Petition is being filed by GGI, NUTRITIONAL HEALTH INSTITUTE LABORATORIES, LLC, a Florida limited liability company (“NHIL”) and DR. MEHRAN GHAZVINI (“Dr. Ghazvini”)<sup>1</sup>, in his capacity as an officer and director of GGI and NHIL.

On September 25, 2014, the SEC, pursuant to Section 12(k)(1)(A) of the Securities and Exchange Act of 1934, as amended (“Exchange Act”), 15 U.S.C. 78 l(k)(1)(A), suspended the trading of securities of GGI for ten days until October 8, 2014 (“Suspension Order”). The Petitioners, GGI, NHIL, and Dr. Merham Ghazvini are persons who have been adversely affected by the Suspension Order and will show that the Suspension Order is unnecessary in the public interest and is unnecessary for protecting investors.

### **B. PETITIONERS HAVE BEEN ADVERSELY AFFECTED**

Both GGI and Dr. Ghazvini, individually and as an officer and director of GGI, have been adversely affected by the trading suspension of GGI securities. The effect of the Suspension Order has also adversely affected NHIL and all of the Company’s shareholders by limiting access to the capital markets and eliminating the market places through which the securities of GGI have been traded on. The Company’s securities are regulated by the SEC and therefore, the Company is within the “zone-of-interests” regulated by the SEC. *Accord Apter v.*

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<sup>1</sup> NHIL is the majority shareholder of the Company. Dr. Ghazvini has the right to vote a majority of the shares of NHIL.

*Richardson*, 510 F.2d 351 (7<sup>th</sup> Cir. 1975). This economic injury to the Company is equally applicable to Dr. Ghazvini, individually. In his capacity as an officer and director, Dr. Ghazvini owes the shareholders of GGI a fiduciary duty, which includes the obligation to ensure the trading market places for the securities of the Company are maintained. As a result, GGI, NHIL, and Dr. Ghazvini have been adversely affected by the Suspension Order.

### **C. GLOBAL GREEN, INC. HISTORY**

GGI (formerly Global Tech Assets, Inc.) was initially incorporated on July 12, 2004, under the laws of the state of Florida, as a wholly-owned subsidiary of Global Assets & Services, Inc. (“GASI”), a public company. On November 10, 2010, GGI entered into a share exchange agreement with NHIL and its wholly owned subsidiary, Global Green International, Inc. (“GGII”), which resulted in NHIL owning approximately 93% of the issued and outstanding common stock of GGI and GGII becoming a wholly owned subsidiary of the Company. As of the date of this Petition, NHIL owns approximately 80% of the common stock of GGI as its parent and is the majority and controlling shareholder of the Company. Dr. Ghazvini has the right to vote a majority of the NHIL shares and therefore, controls that entity..

The current business plan of the Company is to manufacture, distribute, and market a vaccine that has been developed to treat salmonella in poultry known as “Salmogenics”. The Salmogenics vaccine is patented and owned by NHIL, the parent of GGI. The Company has the exclusive rights to manufacture, distribute, and market the vaccine on behalf of NHIL through a perpetual licensing agreement with NHIL’s wholly owned subsidiary, GGII.

To market the Salmogenics vaccine, the Company has successfully completed certain USDA requirements through efficacy studies it has conducted and is in the final phase for USDA approval of its vaccine. In July, 2013, the Company signed an agreement with Merial Ltd.

(“Merial”), the Animal Health Division of Sanofi, to carry out an internal evaluation of the Company’s patented Salmogenics vaccine technology. At the conclusion of the evaluation, Merial had an option to enter into a license agreement with the Company for the manufacture, distribution, and sale of the vaccine. On May 7, 2014, the Company announced the agreement with Merial had been extended for an additional 90-days until October 1, 2014. On October 3, 2014, the Company announced that the agreement with Merial to evaluate the vaccine had expired.

#### **D. GLOBAL GREEN INC., SEC FILINGS**

The Company has complied with Section 13 or 15(d) of the Exchange Act since October of 2011 when it registered 147,516,080 shares of common stock on Form S-1 with the SEC for numerous shareholders at a price of \$.25. In July of 2013, the Company registered an additional 100,000,000 shares of common stock with the SEC on Form S-1 for the benefit of NHIL, its parent company and majority shareholder.

The SEC filings disclose the Company’s shares are “penny stocks” and that the shares are thinly traded. Since the Company’s shares have been identified as “penny stocks”, broker dealers are discouraged from executing trades in the Company shares due to investor suitability requirements and a purchaser’s written agreement that is needed prior to entering into a transaction as mandated by Rule 15g-9 of the Exchange Act. The Company is in the developmental stage of its business, has generated no revenues from its operations and has received “going concern” opinions from its auditors for the past three years. The Company has minimal assets and a negative net worth according to its most recent quarterly report filed August 12, 2014, with the SEC on Form 10-Q for the quarterly period ending June 30, 2014.

## **E. GLOBAL GREEN INC. TRADING HISTORY**

On March 21, 2012, the Company's common stock was accepted for trading by FINRA on the OTCBB and by OTC Markets Group, Inc., for its OTCQB market place and assigned the symbol "GOGC". In November of 2012, the Company's stock was declared eligible for deposit with the Depository Trust Company. The Company had approximately 290 shareholders as of December 31, 2013. During 2012, the GOGC common stock traded from a high of \$0.55 to a low of \$0.0450. During 2013, the GOGC common stock traded from a high of \$0.072 to a low of \$0.008. Prior to the SEC's trading suspension, on September 26, 2014, the Company's common stock traded at \$0.02. For the previous three months prior to the issuance of the Suspension Order, the average daily trading volume for the Company's shares was approximately 26,000. Since the Suspension Order was entered, there has been no trading volume reported for the Company's shares by the OTCBB or the OTCQB. The ten day temporary trading suspension of the Company's shares has, therefore, had a more lasting impact and has virtually delisted the shares from trading through these market places.

## **F. GLOBAL GREEN INC. PRESS RELEASES**

The Company's first press release was issued on May 10, 2012 and until the date of the Suspension Order, there have been 21 press releases made. After the Suspension Order, there have been two additional press releases issued by the Company. The following is a summary of each press release:

1. May 10, 2012 Global Green, Inc. Launches New Website
2. May 15, 2012 Global Green, Inc. Announces Conclusion of Final Study Conducted for USDA Approval of Salmonella Vaccine

3. July 2, 2012 Global Green, Inc., Cites Recent Industry Studies that Reinforce Significance of Its' Salmonella Vaccine, Salmogenics
4. July 11, 2012 Global Green, Inc., Invited to Present at 2012 World Animal Health Congress
5. July 25, 2012 Global Green, Inc., Focused on \$5.4 Billion Veterinary Vaccine Market
6. Aug. 8, 2012 Global Green, Inc., Initiates Advanced Trial in Quest of Salmonella Free Egg
7. Dec. 19, 2012 Global Green, Inc., Announces Trial Studies Indicate Use of Salmogenics May Improve Performance of Broilers
8. March 5, 2013 Global Green's Salmonella Vaccine Produces No Stress in Poultry and Strengthens Immune System
9. April 3, 2013 Global Green's Chief Scientist and VP-R&D to be Keynote Speaker at Texas A&M University System's Scientific Event
10. May 15, 2013 Studies Reaffirm Global Green's Poultry Vaccine Meets Need of Preventive Method Against Salmonella at the Farm Level
11. June 4, 2013 Global Green's Salmonella Vaccine Could Contribute to Sustainable Long-Term Poultry Health and Performance
12. Sep. 4, 2013 Global Green, Inc., Signs Agreement with Merial for Evaluation of Salmonella Vaccine and License Option
13. Sep. 11, 2013 Global Green, Inc., Poultry Vaccine for Salmonella to Offer Chemical-Free Solution
14. Oct. 23, 2013 Global Green, Inc.'s Salmonella Vaccine Could Meet the Eight Point Ideal Vaccine Criteria Outlined at Poultry Science Outlook Seminar
15. Nov. 6, 2013 Global Green, In., to Proceed with Plans to Construct a Manufacturing Facility
16. Dec. 17, 2013 Global Green Inc.'s Salmonella Vaccine Meets FDA Food Policy of Phasing Out Antibiotics on Farms



17. March 12, 2014 Global Green, Inc. Cites Studies Indicating Salmonella is Possible to Eradicate
18. May 7, 2014 Global Green, Inc. Announces Extension of Agreement with Merial for Evaluation of Salmonella Vaccine and License Option
19. June 4, 2014 Global Green, Inc. Cites Industry Studies on Airborne Transmission of Salmonella
20. August 5, 2014 Global Green Cites Research Finding Salmonella Detection Continues to Fail
21. Sept. 26, 2014 Global Green Responds to SEC Action
22. Oct. 3, 2014 Global Green Announces Expiration of Merial Agreement
23. Oct. 9, 2014 Global Green, Inc. Hires Law Firm to Handle Petition to be Filed with SEC

## **II. GLOBAL GREEN, INC. PRESS RELEASES ARE ADEQUATE AND ACCURATE**

The Suspension Order stated that questions have arisen regarding the adequacy and accuracy of the press releases concerning the Company's operations but fails to disclose or identify the press releases that are objectionable. The Company's CEO, Dr. Ghazvini, has read and reviewed all of the press releases issued by the Company and has affirmed that the information released accurately discloses the Company's operations.

In addition, the press releases are adequate and accurate when the "total mix" of publicly available information is considered. The Company has consistently filed with the SEC quarterly and annual reports disclosing all of the information material to the Company's operations. Since March 21, 2012, the Company has also filed seven 8-K reports with the SEC relating to the disclosure of material events. For example, on October 3, 2014, the Company reported that its

agreement with Merial to perform an evaluation study of the Salmogenics vaccine had expired on October 1, 2014.

Since the Suspension Order does not identify the press releases that are objectionable and does not identify, with any specificity, what is inadequate or inaccurate about the press releases, Petitioners are at a distinct disadvantage. SEC Rule 550 requires the Petitioners to set forth reasons the suspension of trading should not continue and to state with particularity the facts upon which the Petitioners' rely. Since the Petitioners are unaware of what the SEC deems objectionable and which press releases are at issue, Petitioners request they be given an opportunity to respond and fully comply with SEC Rule 550 when the objectionable information or lack of information in the press releases is disclosed by the SEC.

### **III. THE SUSPENSION ORDER IS NOT IN THE PUBLIC INTEREST**

The Suspension Order is not in the public interest because (i) GGI did not violate a regulatory requirement by acting in a fraudulent, deceitful, or manipulative manner; (ii) there has been no harm to any persons arising from the press releases; (iii) GGI has not been enriched from the press releases; (iv) GGI has no prior record of regulatory violations; and (v) there is no need to deter GGI from having its shares traded.

### **IV. THE SUSPENSION IS NOT NECESSARY FOR THE PROTECTION OF INVESTORS**

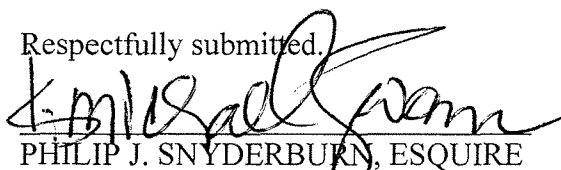
A prospective investor desiring to purchase the common stock of GGI has access to all material information relating to the Company's operations through filings made with the SEC. The quarterly, annual, and 8-K reports have made the Company transparent and as such, a prospective investor has access to full and fair disclosure of all material facts about the Company. A review of the stock price of the Company reveals that it has declined from a high

of \$0.55 in early 2012 and has continued to decline to its present price of \$0.02, information that has been made available to the public.

## V. CONCLUSION

Petitioners request that the Commission enter an order terminating the suspension of trading in the securities of GGI since the press releases issued were adequate and accurate in describing the Company's operations. Alternatively, Petitioners would request that the alleged inadequacies and/or inaccuracies within the press releases at issue be identified and stated with particularity so that Petitioners can properly reply pursuant to SEC Rule 550.

Respectfully submitted,



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