# UNITED STATES OF AMERICA Before the SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING File No. 3-16885 RECEIVED NOV 06 2015

**OFFICE OF THE SECRETARY** 

In the Matter of

:

OSK Capital I Corp., et al.,

Respondents.

# DIVISION OF ENFORCEMENT'S BRIEF RE AUGUST 1, 2001 FILING OF POWERNOMICS ENTERPRISE CORP.

## **INTRODUCTION**

This brief is submitted pursuant to the Court's order of October 26, 2015. The Division of Enforcement ("Division"), after conferring with the Division of Corporation Finance, has determined that the August 1, 2001 filing on EDGAR by Respondent PowerNomics Enterprise Corp. ("PowerNomics") should have no impact on the pending proceeding under Section 12(j) of the Securities Exchange Act of 1934 ("Exchange Act").

#### ARGUMENT

On September 6, 2000, PowerNomics registered its common stock under Exchange Act Section 12(g) pursuant to a Form 8-A12G. On August 1, 2001, PowerNomics filed a posteffective amendment to its Form SB-2 stating that its registration was declared effective by the Commission on February 3, 2001. When the Form SB-2 went effective, the Form 8A12G went effective as well, and PowerNomics' common stock became registered under Exchange Act Section 12(g). While the August 1, 2001 filing states that PowerNomics terminated the offering because it failed to raise the minimum of 250,000 shares, and all funds plus interest were returned to investors, this did not cancel the Section 12(g) registration. If PowerNomics wanted to terminate the Section 12(g) registration, it should have filed a Form 15. Thus, the August 1, 2001 post-effective amendment has no impact on this proceeding.

## CONCLUSION

For the reasons set forth above, the Division submits that the Court should find that PowerNomics' August 1, 2001 filing has no impact on this proceeding, and that this proceeding should continue pursuant to Exchange Act Section 12(j).

Dated: November 6, 2015

Respectfully submitted,

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COUNSEL FOR DIVISION OF ENFORCEMENT

## CERTIFICATE OF SERVICE

I hereby certify that true copies of the Division of Enforcement's Brief Re August 1, 2001 Filing of PowerNomics Enterprise Corp. were served on the following on this 6th day of November, 2015 in the manner indicated below:

By Hand:

The Honorable Jason S. Patil Administrative Law Judge Securities and Exchange Commission 100 F Street, N.E. Washington, D.C. 20549-2557

By U.S. Mail:

PowerNomics Enterprise Corp. 200 Highpoint Dr., Suite 125 Chalfont, PA 18914

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