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Monetiva, Inc.

**ADMINISTRATIVE PROCEEDING**

**Before The**

**SECURITIES AND EXCHANGE COMMISSION**

In the Matter of

Healthway Shopping Network,  
Monetiva, Inc., and  
Unity Global Holdings, Ltd.,

Respondents,

File No. 3-19343

Securities Exchange Act of 1934  
Release No. 86654  
August 14, 2019

**Respondent Monetiva, Inc.'s Opposition to  
Motion for Ruling on the Pleadings**

Respondent Monetiva, Inc. (“Monetiva”), by undersigned counsel, respectfully opposes the Motion for Ruling on the Pleadings against Monetiva, Inc. As explained below, although Monetiva acknowledges it has not complied with all of its filing requirements, the penalty of delisting would be excessive under the circumstances because none of Monetiva’s omissions were intentional or deliberate, Monetiva is actively in the process of correcting its deficient filings, and delisting would harm the company and its shareholders.

### **Background**

Monetiva is a Delaware corporation located in Newport Beach, California. Monetiva has a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Monetiva registered its stock with the Commission on Form 10-12G on or about August 9, 2016. (Sawaya Decl., ¶ 2.)

Monetiva’s auditor is KCCW Accountancy Corp. (“KCCW”), a certified public accounting firm in Southern California that is registered with the Public Company Accounting Oversight Board. Monetiva engaged KCCW to audit Monetiva’s annual financial statements and review Monetiva’s quarterly financial statements, and to assist Monetiva in complying with its annual and quarterly filing requirements with the Commission. (Sawaya Decl., ¶ 4.)

After an audit and a review, respectively, by KCCW that took substantially longer than Monetiva anticipated, Monetiva filed its Form 10-K for the fiscal year ended December 31, 2017 on or about June 21, 2019, and its Form 10-Q for the quarterly period ended March 31, 2018 on or about September 6, 2019. (Sawaya Decl., ¶ 5.)

For reasons still unknown to Monetiva, and despite frequent inquiries by Monetiva, KCCW has not yet completed its audit of the financial statements of Monetiva for the year ended December 31, 2018. Nor has KCCW completed its reviews of the financial statements of Monetiva for the quarterly period ended June 30, 2018, or for any quarterly periods thereafter. (Sawaya Decl., ¶ 6.)

Monetiva has advised KCCW of the Commission's Order Instituting Administrative Proceedings ("OIP") and requested an update of the audit and review process, and impressed upon KCCW the importance of completing this process properly as soon as possible. (Sawaya Decl., ¶ 7.)

Monetiva's prior securities counsel did not advise Monetiva's President that he was obligated to file with the Commission a Form 3, or that Monetiva was obligated to file with the Commission a Form 12b-25 for overdue filings, and Monetiva was not previously aware of such requirements. Monetiva also did not receive any delinquency letters from the Commission's Division of Corporation Finance. The OIP was the first notice that Monetiva received from the Commission regarding non-compliance with its filing requirements. (Sawaya Decl., ¶ 9,10, 12.)

Monetiva has recently engaged the law firm of Stradling Yocca Carlson & Rauth, PC ("Stradling") as its securities counsel, and has instructed Stradling to file all necessary forms on behalf of Monetiva and its President as soon as possible. (Sawaya Decl., ¶ 11.)

## **Argument**

Monetiva's registered securities should not be revoked under Exchange Act Section 12. None of Monetiva's prior missed filings was intentional or deliberate. Monetiva relied upon the professional assistance and advice of its auditor and its former securities counsel, and Monetiva is actively correcting their deficiencies. Delisting is an excessive remedy that could harm the company and its shareholders.

**A. Monetiva did not intentionally or deliberately delay the filing of its reports, and the company intends to file all overdue reports promptly.**

Although Monetiva has not complied with all of its filing requirements, this is not due to any intentional or deliberate act by the company. Monetiva engaged KCCW Accountancy Corp., a certified public accounting firm in Southern California that is registered with the Public Company Accounting Oversight Board, to audit Monetiva's annual financial statements and review Monetiva's quarterly financial statements, and to assist Monetiva in complying with its annual and quarterly filing requirements with the Commission. (Sawaya Decl., ¶ 4.)

For reasons unknown to Monetiva, KCCW took much longer than anticipated to complete its audit of the financial statements of Monetiva for the year ended December 31, 2017, and its review of the financial statements of Monetiva for the quarter ended March 31, 2018. KCCW also has taken longer than expected to complete its reviews of the financial statements of Monetiva for the quarterly period ended June 30, 2018, and for the quarterly periods thereafter, as well as its audit of the financial statements of Monetiva for the year ended December 31, 2018. (Sawaya Decl., ¶¶ 5-6.)

Nevertheless, Monetiva has advised KCCW of the Commission's Order Instituting Administrative Proceedings ("OIP") and requested an update of the audit and review process, and impressed upon KCCW the importance of completing this process properly as soon as possible. (Sawaya Decl., ¶ 7.)

In response, KCCW advised Monetiva this week that it should be able to complete its audit and reviews on or before the dates set forth below. Once each audit and review is complete, Monetiva intends to file promptly all past-due annual and quarterly reports with the Commission on or before the dates set forth below.

Form	KCCW estimated completion date	Monetiva estimated filing date
Q2 2018 10-Q	Sept. 27, 2019	Sept. 30, 2019
Q3 2018 10-Q	Oct. 4, 2019	Oct. 4, 2019
2018 10-K	Nov. 19, 2019	Nov. 19, 2019
Q1 2019 10-Q	Nov. 19, 2019	Nov. 19, 2019
Q3 2019 10-Q	Nov. 19, 2019	Nov. 19, 2019
Q3 2019 10-Q	Nov. 19, 2019	Nov. 19, 2019

(Sawaya Decl., ¶ 8.)

**B. Monetiva did not intentionally or deliberately fail to file other forms, and the company intends to file all necessary forms promptly.**

Monetiva was not aware of any other filing requirements that it missed. Monetiva's prior securities counsel did not advise Monetiva's President that he should file with the Commission a Form 3, or that Monetiva should file with the Commission a Form 12b-25 for overdue filings, and Monetiva was not previously aware of such requirements. (Sawaya Decl., ¶¶ 9-10.)

Monetiva also was not aware of any delinquency letters from the Commission's Division of Corporation Finance. The OIP was the first notice that Monetiva received from the Commission regarding non-compliance with its filing requirements. (Sawaya Decl., ¶ 12.)

To correct any deficiencies, Monetiva has engaged the law firm of Stradling Yocca Carlson & Rauth, PC ("Stradling") as its securities counsel, and has instructed Stradling to file all necessary forms on behalf of Monetiva and its President as soon as possible. (Sawaya Decl., ¶ 11.)

**C. Delisting is an excessive remedy under the circumstances.**

Monetiva acknowledges it has not yet complied with all of its filing obligations, but it notes that none of its deficiencies was intentional or deliberate. Monetiva relied, to its detriment, upon the professional assistance and advice of its auditor and former securities counsel. (Sawaya Decl., ¶ 13.)

Now that Monetiva is aware of the problem, it has engaged new securities counsel and is actively working to remedy the situation, which includes a short timeline for submitting all overdue filings as set forth on page 5, *supra*.


Lastly, Monetiva notes that revocation of the registration of its securities could cause substantial harm to Monetiva and its shareholders. Monetiva has filed applications with Master Card and Visa through multiple banks worldwide for its prepaid card business, and is in the process of obtaining licenses to do business in China, India, Europe and Mexico. Those applications and licenses are based in part upon Monetiva's public company status, and it could cause a severe financial blow to Monetiva and its shareholders if the company is delisted and its applications and

licenses are negatively impacted as a result. Further, management's credibility will be impaired with its commitments to the shareholders and investment community, which could impact future fundraising necessary to operate the company. (Sawaya Decl., ¶ 14.)

### Conclusion

For the reasons set forth above, Monetiva respectfully requests that the Commission deny the Division's motion to revoke the registration of Monetiva's securities.

Respectfully submitted,



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Counsel for Respondent Monetiva, Inc.

**CERTIFICATE OF SERVICE**

I am employed by Stradling Yocca Carlson & Rauth in the County of Orange, State of California. I am over the age of 18 and not a party to the within action. My business address is: 660 Newport Center Drive, Suite 1600, Newport Beach, CA 92660-6422. On September 25, 2019, I served the within document(s): **Respondent Monetiva, Inc.'s Opposition to Motion for Ruling on the Pleadings**

X	<b>By overnight delivery.</b> I enclosed the above-referenced document(s) in an envelope or package designated by an overnight delivery carrier with delivery fees paid or provided for and addressed to the person(s) at the address(es) listed below. I placed the envelope or package for collection and overnight delivery at an office or a regularly utilized drop box of the overnight delivery carrier.
X	<b>By electronic courtesy service.</b> I caused the above-referenced document to be transmitted via email to email addresses on the Service List.

<p>Vanessa A. Countryman, Secretary Office of the Secretary U.S. Securities and Exchange Commission 100 F Street, N.E. Washington, D.C. 20549-1090 Telephone: (202) 551-5400 Email: APFilings@sec.gov alj@sec.gov</p> <p><b><u>ORIGINAL AND THREE COPIES VIA ELECTRONIC COURTESY SERVICE &amp; OVERNIGHT DELIVERY</u></b></p>	<p>David S. Frye, Esq. Division of Enforcement U.S. Securities and Exchange Commission 100 F Street, N.E. Washington, D.C. 20549-6010 Telephone: (202) 551-4728 Facsimile: (202) 772-9366</p> <p><b><u>VIA OVERNIGHT DELIVERY ONLY</u></b></p>
<p>James Carlson, Esq. Gina Joyce, Esq. U.S. Securities and Exchange Commission 100 F Street, N.E. Washington, D.C. 20549-5010 JC Telephone: (202) 551-3711 GJ Telephone: (202) 551-4850</p> <p><i>Counsel for Division of Enforcement</i></p> <p><b><u>VIA OVERNIGHT DELIVERY ONLY</u></b></p>	

I declare that I am employed in the office of a member of the bar of this court whose direction the service was made. I declare under penalty of perjury under the laws of the State of California that the above is true and correct. Executed on September 25, 2019, at Newport Beach, California.

  
Jojo Graziano