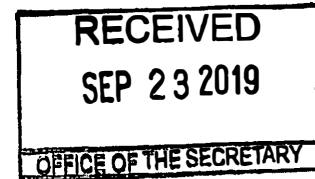


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UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING

File No. 3-19382



In the Matter of

Bakken Resources, Inc.,
Ireland Inc., and
Worlds Mall, Inc.,

Respondents.

MOTION FOR RULING ON THE
PLEADINGS AGAINST IRELAND,
INC.

The Division of Enforcement (“Division”), by counsel, pursuant to Commission Rule of Practice 250(a), respectfully moves for a ruling on the pleadings against Ireland Inc. (“Ireland” or “the Company”). Ireland’s admissions in its answer provide the Commission with all the support it needs to order the revocation of the registration of Ireland’s securities. Accordingly, even accepting all of Ireland’s factual allegations as true and drawing all reasonable inferences in its favor, and notwithstanding Ireland’s filing of a Form 15-121G, the Division is entitled to an order revoking each class of the Company’s securities registered with the Commission pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”) as a matter of law.

BRIEF IN SUPPORT

I. Statement of Facts

Ireland Inc. is a Nevada corporation located in Henderson, Nevada that has a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Ireland has failed to file any of its periodic reports with the Commission since it filed its Form 10-Q for the period ended September 30, 2017, which reported a net loss of

\$3,115,582 for the prior nine months. Prior to the issuance of the Commission's trading suspension order, *Bakken Resources, et al.*, Exchange Act (Release No. 86778 (August 27, 2019)), the Company's stock (symbol "IRLD") was quoted on OTC Link, had seven market makers, and was eligible for the "piggyback" exception of Exchange Act Rule 15c2-11(f)(3).¹ On September 9, 2019, after this proceeding was instituted, Ireland filed a Form 15-12G seeking to voluntarily de-register its securities.

II. Relevant Procedural History

On August 27, 2019, the Commission issued its OIP as to Ireland. *Bakken Resources, et al.*, Exchange Act Release No. 86777. On September 9, 2019, Ireland filed an answer in which it admitted that it was delinquent in its filings. In its answer, Ireland also averred that it has filed a Form 15-12G, a certification and notice of termination of registration under Section 12(g) of the Exchange Act or suspension of its duty to file reports under Sections 13 and 15(d) of the Exchange Act, and contends that revocation is not necessary or appropriate for the protection of investors. Rule of Practice 250(a) provides for a motion for ruling on the pleadings within fourteen days of a respondent's answer where – as is the case here – even accepting all the non-movant's factual

¹ The Division requests that the Commission take official notice of Ireland's filings on EDGAR, which is permissible on a motion for a ruling on the pleadings. See *Adrian D. Beamish, CPA*, Admin. Proceedings Rulings Release No. 4504, 2017 SEC LEXIS 47, at *1-2 (Jan. 6, 2017) ("Such motions must be decided based only on the pleadings, matters subject to judicial notice, matters of public record (such as the contents of the Federal Register), and documents attached to, or incorporated by reference in, the complaint.") The Division submits that Ireland's EDGAR filings are matters of public record and can be the subject of official notice by the Commission under Rule of Practice 323, which is equivalent to judicial notice.

allegations as true and drawing all inferences in the non-movant's favor, the movant is entitled to a ruling as a matter of law. Commission Rule of Practice 250(a).

III. Argument

This administrative proceeding was instituted under Section 12(j) of the Exchange Act. Section 12(j) empowers the Commission to either suspend (for a period not exceeding twelve months) or permanently revoke the registration of a class of securities if the respondent has failed to comply with any provision of the Exchange Act or the rules and regulations thereunder. That relief is appropriate here.

A. The Division Is Entitled to a Ruling on the Pleadings Against Ireland for Violations of Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 Thereunder.

Section 13(a) of the Exchange Act and the rules promulgated thereunder require issuers of securities registered pursuant to Section 12 of the Exchange Act to file periodic and other reports with the Commission. Exchange Act Section 13(a) is the cornerstone of the Exchange Act, establishing a system of periodically reporting core information about issuers of securities. The Commission has stated:

Failure to file periodic reports violates a central provision of the Exchange Act. The purpose of the periodic filing requirements is to supply investors with current and accurate financial information about an issuer so that they may make sound decisions. Those requirements are “the primary tool[s] which Congress has fashioned for the protection of investors from negligent, careless, and deliberate misrepresentations in the sale of stock and securities.” Proceedings initiated under Exchange Act Section 12(j) are an important remedy to address the problem of publicly traded companies that are delinquent in the filing of their Exchange Act reports, and thereby deprive investors of accurate, complete, and timely information upon which to make informed investment decisions.

.....*Gateway International Holdings, Inc.*, Exchange Act Release No. 53907, 2006 SEC

LEXIS 1288 at *26 (May 31, 2006) (quoting *SEC v. Beisinger Indus. Corp.*, 552 F.2d 15, 18 (1st Cir. 1977)).

As explained in the initial decision in the *St. George Metals, Inc.* administrative proceeding:

Section 13(a) of the Exchange Act and the rules promulgated thereunder require issuers of securities registered pursuant to Section 12 of the Exchange Act to file periodic and other reports with the Commission. Exchange Act Rule 13a-1 requires issuers to submit annual reports, and Exchange Act Rule 13a-13 requires issuers to submit quarterly reports. No showing of scienter is necessary to establish a violation of Section 13(a) or the rules thereunder.

St. George Metals, Inc., Initial Decision Release No. 298, 2005 SEC LEXIS 2465, at *26 (Sept. 29, 2005); accord *Gateway*, 2006 SEC LEXIS 1288 at *18, *21 n. 28; *Stansbury Holdings Corp.*, Initial Decision Release No. 232, 2003 SEC LEXIS 1639 at *15 (July 14, 2003); and *WSF Corp.*, Initial Decision Release No. 204, 2002 SEC LEXIS 3584 at *14 (May 8, 2002).

Ireland does not dispute its violations under Section 13(a) and the rules thereunder. Because Ireland does not dispute the factual allegations in the OIP, it is established by the pleadings that Ireland has failed to file its periodic reports for almost two years, *i.e.*, any of its periodic reports after its Form 10-Q for the period ended September 30, 2017.

B. Revocation Is the Appropriate Sanction for Ireland's Serial Violations of Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 Thereunder.

Exchange Act Section 12(j) provides that the Commission may revoke or suspend a registration of a class of an issuer's securities where it is "necessary or appropriate for the protection of investors." The Commission's determination of which sanction is appropriate "turns on the effect on the investing public, including both current and prospective investors, of the issuer's violations, on the one hand, and the Section 12(j) sanctions on the other hand." *Gateway*, 2006 SEC LEXIS 1288, at *19-20. In making this determination, the Commission has said it will consider, among other things: (1) the seriousness of the issuer's violations; (2) the isolated or recurrent nature of the violations; (3) the degree of culpability involved; (4) the extent of the issuer's efforts to remedy its past violations and ensure future compliance; and (5) the credibility of the issuer's assurances against future violations. *Id.*; see also *Steadman v. SEC*, 603 F.2d 1126, 1140 (5th Cir. 1979) (setting forth the public interest factors that informed the Commission's *Gateway* decision). Although no one factor is controlling, *Stansbury*, 2003 SEC LEXIS 1639, at *14-*15; *WSF Corp.*, 2002 SEC LEXIS 3584 at *5, *18, the Commission has stated that it views the "recurrent failure to file periodic reports as so serious that only a strongly compelling showing with respect to the other factors we consider would justify a lesser sanction than revocation." *Impax Laboratories, Inc.*; Exchange Act Release No. 57864, 2008 SEC LEXIS 1197 at *27 (May 23, 2008). An analysis of the factors above confirms that revocation of the registration of Ireland's securities is appropriate.

1. Ireland's Violations Are Serious and Egregious.

As established by the pleadings in this proceeding, Ireland's conduct is serious and egregious. Ireland has not filed any periodic reports since it filed a Form 10-Q for the period ended September 30, 2017. Given the central importance of the reporting requirements imposed by Section 13(a) and the rules thereunder, the Commission and Administrative Law Judges have found violations of these provisions of the same and of lesser duration to be egregious, and Ireland's violations support an order of revocation for each class of its securities. *See WSF Corp.*, 2002 SEC LEXIS 3584 at *14 (respondent failed to file periodic reports over two-year period); *Freedom Golf Corp.*, Initial Decision Release No. 227, 2003 SEC LEXIS 1178, at *5 (May 15, 2003) (respondent's failure to file periodic reports for less than one year was egregious).

2. Ireland's Violations of Section 13(a) Are Both Recurrent and Continuous.

Ireland's violations are not unique and singular, but continuous. The Company has failed to file any of its periodic reports since the period ended September 30, 2017. According to EDGAR, Ireland also failed to file any Forms 12b-25 seeking extensions of time to make its periodic filings for any of its periodic reports from the period ended December 31, 2017 and thereafter, which is a total of seven Forms 12b-25. Such blatant disregard of the filing requirements constitutes an egregious and recurrent violation. *See Investco, Inc.*, Initial Decision Release No. 240, 2003 SEC LEXIS 2792, at *6 (Nov. 24, 2003)(delinquent issuer's actions were found to be egregious and recurrent where there was no evidence that any extension to make the filings was sought). The serial and continuous nature of Ireland's violations of Exchange Act Section 13(a) further supports the sanction of revocation here. *See, e.g., Impax Laboratories, Inc.*, Exchange Act

Release No.57864, 2008 SEC LEXIS 1197, at 25-26 (May 23, 2008) (respondent's

failure to file eight required periodic reports over an 18-month period considered recurrent).

3. Ireland's Degree of Culpability Supports Revocation.

For many of the same reasons that Ireland's violations were long-standing and serious, they suggest a high degree of culpability. In *Gateway*, the Commission stated that, in determining the appropriate sanction in connection with an Exchange Act Section 12(j) proceeding, one of the factors it will consider is "the degree of culpability involved." *Gateway*, 2006 SEC LEXIS 1288 at *19-20. The Commission found that the delinquent issuer in *Gateway* "evidenced a high degree of culpability," because it "knew of its reporting obligations, yet failed to file" twenty periodic reports and only filed two Forms 12b-25. *Id.* at *21. Similar to the respondent in *Gateway*, according to EDGAR, Ireland has failed to file any of its seven required Forms 12b-25 seeking extensions of time to make its periodic filings for any of its delinquent reports for almost two years. Because Ireland knew of its reporting obligations and nevertheless failed to file its periodic reports, and failed to file the required Forms 12b-25 informing investors of the reasons for its delinquency and the plan to cure its violations, it has shown more than sufficient culpability to support revocation.

4. Ireland Has Made No Efforts to Remedy its Past Violations, nor Has It Made Assurances against Future Violations.

Ireland has made no efforts to remedy its past violations by, for example, filing any of its delinquent periodic reports. Instead, the Company has filed a Form 15 and thus eliminated its obligation to file periodic reports.

C. Revocation is the Appropriate Remedy for Ireland.

As discussed above, a full analysis of the *Gateway* factors establishes that revocation is the appropriate remedy for Ireland's recurrent violations of the periodic filings requirements, particularly since the company's stock can continue to trade on the Pink Sheets both before and after its Form 15 becomes effective. Ireland's recurrent failures to file its periodic reports have not been outweighed by "a strongly compelling showing with respect to the other factors" which "would justify a lesser sanction than revocation." *Impax Laboratories, Inc.*, 2008 SEC LEXIS 1197 at *27.

Moreover, revocation will not be overly harmful to whatever business operations, finances, or shareholders Ireland may have. The remedy of revocation will not cause Ireland to cease being whatever kind of company it was before its securities registration was revoked. The remedy instead will ensure that until Ireland becomes current and compliant on its past and current filings, its shares cannot trade publicly on the open market (but may be traded privately). See *Eagletech Communications, Inc.*, Exchange Act Release No. 54095, 2006 SEC LEXIS 1534 at *9 (July 5, 2006) (revocation would lessen, but not eliminate, shareholders' ability to transfer their securities); *Blink Technologies*, Initial Decision Release No. 1134, 2017 LEXIS 1405 at *8-9 (May 11, 2017) (noting that issuer's stock might trade on OTC Link, but no member of a national securities exchange, broker or dealer would be able to participate.)

Revocation will not only protect current and future Ireland investors, who presently lack the necessary information about the Company because of its failure to make Exchange Act filings; it will also deter other similar companies from becoming lax in their reporting obligations. See, e.g., *id.* at *9 (ordering revocation despite issuer's

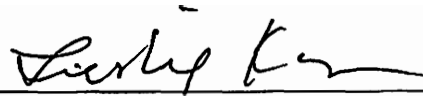
... filing of a Form 15, noting that issuer's stock would still be traded privately, but "it will not have the aura of registration and will have the stigma of revocation. . . .)

III. Conclusion

For the reasons set forth above, the Division respectfully requests that the Commission grant the Division's motion for judgment on the pleadings and revoke the registration of each class of Ireland's securities registered under Exchange Act Section 12.

Dated: September 20, 2019

Respectfully Submitted,



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CERTIFICATE OF SERVICE

In accordance with Rule 150 of the Commission's Rules of Practice, Leslie Kazon, an attorney, hereby certifies that on September 20, she caused true and correct copies of the Division of Enforcement's Motion for Ruling on the Pleadings against Ireland Inc. to be served on the following in the manner:

By FAX (202-772-9324) and UPS
Office of the Secretary
U.S. Securities and Exchange Commission
100 F Street NE, Mail Stop 1090
Washington, DC 20549

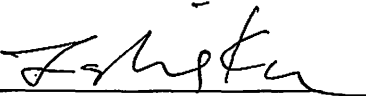
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