

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-19429

In the Matter of

NXChain, Inc.
f/k/a AgriVest Americas, Inc., *et al.*,

Respondents.

DIVISION OF ENFORCEMENT'S MOTION FOR
DEFAULT AS TO ROCK ENERGY RESOURCES, INC. AND
SOUM CORP., FOR EXPEDITED CONSIDERATION AS TO
SOUM CORP., AND BRIEF IN SUPPORT

Motion

On September 9, 2019, the Commission issued an Order Instituting Proceedings NXChain, Inc. f/k/a AgriVest Americas, Inc., Rock Energy Resources, Inc., and SoOum Corp. (the "Respondents"), all of which have securities registered with the Commission under Section 12(g) of the Securities Exchange Act of 1934 ("Exchange Act") and are delinquent in filing their mandated periodic reports. The Division hereby moves that the Commission find that Respondents Rock Energy Resources, Inc. ("RCKE") and SoOum Corp. ("SOUM") (collectively the "Defaulting Respondents") are in default in this proceeding and enter an order revoking the registration of each class of their securities registered pursuant to Exchange Act Section 12(g). The Division further moves that the Commission expedite its consideration of this Motion as to SOUM and enter its decision prior to December 18, 2019, when a Form 15-12G filed by SOUM becomes effective.

Brief in Support

I. Status of the Proceeding

As shown in the Declaration of David S. Frye to Assist Secretary with Record of Service, a copy of which is attached as Exhibit 1, hereto, the Defaulting Respondents were served by Priority Mail Express by or before September 12, 2019, in accordance with Rule 141(a)(2)(ii) of the Commission's Rules of Practice.¹ Neither of the Defaulting Respondents filed answers on or before the deadline for filing answers based on the date of service, and thus both are in default.

III. Motion for Default.

The Defaulting Respondents are delinquent in their filings with the Commission. Each issuer has a class of securities registered pursuant to Exchange Act Section 12(g). RCKE has failed to file any periodic reports for 78 months and SOUM has failed to file any periodic reports for 18 months. Both Respondents failed to file answers or otherwise appear in this proceeding. Accordingly, the Division moves for an order, pursuant to Rule 155(a)(2), finding the Respondents to be in default in this proceeding and ordering that the registration of each class of their securities registered pursuant to Exchange Act Section 12 be revoked.

IV. SOUM's Form 15 and Request for Expedited Consideration of this Motion as to SOUM

On September 19, 2019, presumably in response to this proceeding SOUM filed a 15-12G to terminate the registration of its securities. This form will not take effect until December 18, 2019. The Division therefore requests that the Commission give expedited consideration of

¹ SOUM was served on September 12, 2019 by attempted delivery on the address shown in its then most recent filing with the Commission, a Form 8-K filed with the Commission on April 17, 2018. A true copy of the first page of that filing is attached hereto as Exhibit 2.

this Motion as to SOUM such that any final order be entered prior to the effective date of the Form 15-12G. While SOUM's Form 15-12G suspends its duty to file reports coming due after its filing date, it does not erase or forgive its past violations of the reporting requirements. While SOUM's counsel has told the staff that it intends to file a Form 10-12G at some point in the future, he also indicated that its purpose in filing a 15-12G is to avoid the effects of a revocation order, *i.e.* it wants to continue to trade while extending its delay before it provides the market with current and timely information. Administrative Law Judges in similar situations have held that a 15-12G does not preclude entry of a revocation order in similar situations. *EarthDragon Resources, Inc.*, Initial Decision Rel. No. 786, Admin. Proc. File No. 3-16467 (May 4, 2015)(on entry of default). *Blink Technologies, Inc.*, Initial Decision Rel. No. 17865, Admin. Proc. File No. 3-17865 (May 11, 2017)(contested proceeding).

Conclusion

For the reasons set forth above, the Division respectfully requests that the Commission grant the Division's Motion for Default as to the Defaulting Respondents, and enter an order revoking the registration of each class of their securities registered pursuant to Exchange Act Section 12(g). The Division further requests that the Commission consider its Motion as to SOUM on an expedited basis with a final decision being entered prior December 18, 2019, *i.e.* the effective date of the Form 15-12G, after which the Commission will lose jurisdiction to enter the remedies available under Exchange Act Section 12(j).

Dated: October 16, 2019

Respectfully submitted,



James Carlson 202/551-3711
David S. Frye 202/551-4728
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-6010

COUNSEL FOR
DIVISION OF ENFORCEMENT

CERTIFICATE OF SERVICE

I hereby certify that I caused true copies of the Division of Enforcement's Motion for Default as to Rock Energy Resources, Inc. and SoOum Corp., for Expedited Consideration as to Sooum Corp., and Brief in Support, and Exhibits thereto, to be served on the following on October 16, 2019, in the manner indicated below:

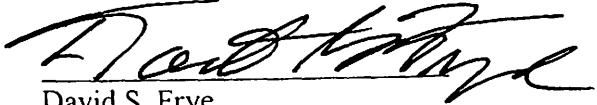
By Email:

apfilings@sec.gov

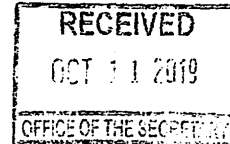
By First Class Mail and Email (where indicated):

Rock Energy Resources, Inc.
10350 Richmond Avenue, Suite 2100
Houston, TX 77042

SoOum Corp.
590 Madison Avenue, Suite 1800
New York, NY 10022
will@sooum.com
jones@corplaw.net


David S. Frye

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION



ADMINISTRATIVE PROCEEDING
File No. 3-19429

In the Matter of

NXChain, Inc. f/k/a AgriVest Americas,
Inc., *et al.*,

Respondents.

DECLARATION OF DAVID S. FRYE
TO ASSIST SECRETARY WITH RECORD OF SERVICE

DAVID S. FRYE, pursuant to 28 U.S.C. § 1746, declares:

1. I am a Senior Counsel with the Division of Enforcement ("Division") of the Securities and Exchange Commission, and co-counsel for the Division in the captioned administrative proceeding. I am submitting this Declaration to assist the Secretary in maintaining a record of service on the respondents in the captioned proceedings pursuant to Rule 141(a)(3).

2. Among other means, Securities and Exchange Commission ("Commission") Rule of Practice 141(a)(2)(ii) permits service on a corporation or entity by delivering a copy of an Order Instituting Administrative Proceedings ("OIP") to an agent authorized by appointment or law to receive such service or, in the case of an issuer with a class of securities registered with the Commission, by sending the OIP via U.S. Postal Service certified, registered, or Express Mail and obtaining a confirmation of attempted delivery on the most recent address shown on the entity's most recent filing with the Commission.

Further, the OIP in this matter authorizes service of the OIP "by any means permitted by the Commission's Rules of Practice." Therefore, the Division asked the Commission's Secretary to first attempt service on the Respondents via U.S. Priority Mail Express.

3. The Office of the Secretary provided me with the U.S. Priority Mail Express tracking numbers for the copies of the Order Instituting Proceedings ("OIP")¹ that were mailed by the Secretary to the respondents in these proceedings. I input each of the tracking numbers into the U.S. Postal Service's ("USPS's") package tracking system on its Internet website located at www.usps.com, and printed out the tracking confirmations in order to obtain confirmation of the delivery or attempted delivery of the OIP on each respondent. A true copy of the tracking confirmations for all of the respondents for whom express mail service was attempted is attached as Exhibit 1, hereto.

4. The Secretary mailed the OIP to respondent NXChain, Inc. f.k.a AgriVest Americas, Inc., CIK 1039757 ("NXCN"), via Priority Mail Express, Tracking No. EJ 140718999 US, to the address shown on its most recent EDGAR filing at 17702 Mitchell North, Irvine, CA 92614. This address is taken from NXCN's last filing with the Commission, which was a Form 8-K filed with the Commission on December 7, 2018. The USPS tracking system confirms that the package was delivered on October 7, 2019. See Exhibit 1 at pages 1 - 2.

5. The Secretary mailed the OIP to respondent Rock Energy Resources, Inc., CIK 778165 ("RCKE"), via Priority Mail Express, Tracking No. EJ 047974092 US, to the address shown on its most recent EDGAR filing at 10350 Richmond Avenue, Suite 2100, Houston, Texas 77042. This address is taken from RCKE's last filing with the

¹Each service package included the OIP, a letter from the Commission's Secretary, and a letter from the Division offering discovery pursuant to Rule of Practice 230

Commission, which was a Form NT 10-K filed with the Commission on March 29, 2013.

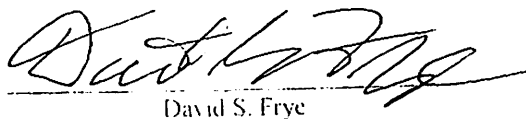
The USPS tracking system confirms that delivery was attempted on September 11, 2019.

The addressee was unknown at address. See Exhibit 1 at pages 3 - 4

6. The Secretary mailed the OIP to respondent SoOum Corp., CIK 78311 ("SOUM"), via Priority Mail Express, Tracking No. EJ 047974101 U.S. to the address shown on its most recent EDGAR filing at 1533 Vernon Road, CR 3140 #7, Vernon, AZ 85940. This address is taken from SOUM's last filing with the Commission, which was a Form 8-K filed with the Commission on April 17, 2018. The USPS tracking system confirms that delivery was attempted on September 12, 2019. The address was insufficient. See Exhibit 1 at pages 5 - 7.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on October 10, 2019.


David S. Frye

USPS Tracking®

[FAQs >](#)

[Track Another Package +](#)

Tracking Number: EJ140718999US

[Remove X](#)

Your item was delivered in or at the mailbox at 1:17 pm on October 7, 2019 in IRVINE, CA 92614.

 **Delivered**

October 7, 2019 at 1:17 pm
Delivered, In/At Mailbox
IRVINE, CA 92614

[Get Updates](#) ▾

Feedback

- Text & Email Updates ▾
- Proof of Delivery ▾
- Tracking History ▴

October 7, 2019, 1:17 pm
Delivered, In/At Mailbox
IRVINE, CA 92614

Your item was delivered in or at the mailbox at 1:17 pm on October 7, 2019 in IRVINE, CA 92614.

10/8/2019

Exhibit 1; Page 1

9/12/2019

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USPS Tracking®

FAQs > (<https://www.usps.com/faqs/uspstracking-faqs.htm>)

Track Another Package +

Tracking Number: EJ047974092US

Remove X

Your item was returned to the sender on September 11, 2019 at 10:09 am in HOUSTON, TX 77042 because the addressee was not known at the delivery address noted on the package.

Alert

September 11, 2019 at 10:09 am
Addressee Unknown
HOUSTON, TX 77042

Get Updates v

Feedback

- Text & Email Updates v
- Proof of Delivery v
- Tracking History ^

September 11, 2019, 10:09 am
Addressee Unknown
HOUSTON, TX 77042

Your item was returned to the sender on September 11, 2019 at 10:09 am in HOUSTON, TX 77042 because the addressee was not known at the delivery address noted on the package.

September 11, 2019, 9:58 am
Arrived at Post Office
HOUSTON, TX 77042

9/12/2019

USPS.com - USPS Tracking® Results

September 11, 2019, 7:43 am
Arrived at USPS Regional Facility
NORTH HOUSTON TX DISTRIBUTION CENTER

September 10, 2019, 10:43 pm
Departed USPS Regional Facility
LINTHICUM HEIGHTS MD DISTRIBUTION CENTER

September 10, 2019, 7:32 pm
Arrived at USPS Regional Facility
LINTHICUM HEIGHTS MD DISTRIBUTION CENTER

Product Information



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FAQs (<https://www.usps.com/faqs/uspstracking-faqs.htm>)

USPS Tracking®

[FAQs >](#)

[Track Another Package +](#)

Tracking Number: EJ047974101US

[Remove X](#)

Your item was delivered at 7:31 am on September 16, 2019 in WASHINGTON, DC 20549 to SEC 20549 R26. The item was signed for by D HANDON.

Delivered

September 16, 2019 at 7:31 am
Delivered
WASHINGTON, DC 20549

[Get Updates v](#)

[Feedback](#)

[Text & Email Updates](#)



[Proof of Delivery](#)



[Tracking History](#)



September 16, 2019, 7:31 am
Delivered
WASHINGTON, DC 20549

Your item was delivered at 7:31 am on September 16, 2019 in WASHINGTON, DC 20549 to SEC 20549 R26. The item was signed for by D HANDON.

September 14, 2019, 1:12 pm
Available for Pickup
WASHINGTON, DC 20549

9/17/2019

USPS.com® - USPS Tracking® Results

September 14, 2019, 12:29 pm
Arrived at Post Office
WASHINGTON, DC 20018

September 14, 2019, 10:20 am
Available for Pickup
WASHINGTON, DC 20549

September 14, 2019, 8:23 am
Arrived at USPS Regional Facility
WASHINGTON DC V STREET DISTRIBUTION CENTER

September 13, 2019
In Transit to Next Facility

September 12, 2019, 8:28 pm
Departed USPS Regional Facility
PHOENIX AZ DISTRIBUTION CENTER

September 12, 2019, 2:32 pm
Insufficient Address
VERNON, AZ 85940

September 12, 2019, 8:07 am
Insufficient Address
VERNON, AZ 85940

September 12, 2019, 7:51 am
Arrived at Post Office
VERNON, AZ 85940

September 11, 2019, 6:30 am
Arrived at USPS Regional Facility
PHOENIX AZ DISTRIBUTION CENTER

September 10, 2019, 10:43 pm
Departed USPS Regional Facility
LINTHICUM HEIGHTS MD DISTRIBUTION CENTER

<https://tools.usps.com/go/TrackConfirmAction?tRef=fullpage&ILc=2&text=28777=&ILLabels=EJ047974101US%2C>

Feedback

2/3

Exhibit 1; Page 6

Exhibit 1, Page 8

9/17/2019

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September 10, 2019, 7:32 pm
Arrived at USPS Regional Facility
LINTHICUM HEIGHTS MD DISTRIBUTION CENTER

Product Information



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[FAQs](#)

Feedback

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) April 16, 2017

SoOum Corp.

(Name of small business in its charter)

Minnesota
(State or other jurisdiction of
incorporation)

000-7475
(Commission File Number)

41-0831186
(IRS Employer Identification No.)

1533 Vernon Rd
CR 3140 #7
Vernon, AZ 85940
(Address of principal executive offices)

Registrant's telephone number (480) 287-6675

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions.

- Written communications pursuant to Rule 425 under the Securities Act
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act