

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-19495

In the Matter of

Changing Technologies, Inc.,

Respondent.

DIVISION OF ENFORCEMENT'S MOTION FOR
DEFAULT AND BRIEF IN SUPPORT

The Division of Enforcement ("Division"), by counsel, pursuant to Commission Rules of Practice Rules 154(a) and 155(a)(2) respectfully moves the Securities and Exchange Commission ("Commission") for an order entering a default against Changing Technologies, Inc. (CIK No. 1581378) ("CHGT" or "Respondent") in this proceeding and ordering the revocation of the registration of each class of Respondent's securities registered pursuant to Section 12 of the Securities Exchange Act of 1934 ("Exchange Act").

Argument

On September 25, 2019, the Commission issued an Order Instituting Proceedings ("OIP") against Respondent which has securities registered with the Commission under Section 12(g) of the Exchange Act. The OIP alleges the Respondent is delinquent in filing its mandated periodic reports. Because Respondent failed to answer or otherwise respond to the OIP, the Division now seeks entry of an order finding respondent CHGT to be in default in this proceeding.

Commission Rule of Practice 220(b) states that where an answer is required to be filed by rule or order, the respondent “shall do so within 20 days after service upon the respondent of the order instituting proceedings” unless a different period is provided by rule or order. Here, the OIP requires “an Answer [to be filed] to the allegations contained in this Order within ten (10) days after service of this Order.” OIP at IV. Commission Rule of Practice 160(a) provides that Saturdays, Sundays and Federal legal holidays are to be counted as part of the 10 day period, and Commission Rule of Practice 160(b) extends that time by three days if service is made by mail.

The Declaration of Gina Joyce to Assist Secretary with Record of Service (attached hereto as Exhibit A) establishes that on September 27, 2019, CHGT was served with the OIP, along with a letter from the Commission’s Secretary, and a letter from the Division offering discovery pursuant to Rule of Practice 230, by Express Mail delivery at the address provided in its last EDGAR filing with the Commission, in accordance with Commission Rule of Practice 141(a)(2)(ii). CHGT’s answer to the OIP was due by Thursday, October 10, 2019. However, CHGT has neither filed an answer nor made any other response to the OIP in this proceeding.

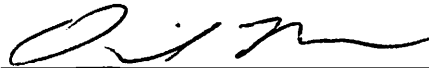
The Respondent at issue is delinquent in its filings with the Commission and has been delinquent for over two years. In addition, the Respondent’s failure to answer supports revocation of the registration of each class of Respondent’s securities. Accordingly, the Division moves for an order, pursuant to Rule 155(a)(2), finding this Respondent to be in default in this proceeding and ordering that the registration of each class of its securities registered pursuant to Exchange Act Section 12 be revoked.

Conclusion

For the reasons set forth above, the Division respectfully requests that the Commission:
1) grant the Division's Motion; 2) enter an order of default against CHGT; and 3) revoke the registration of each class of its securities registered pursuant to Section 12 of the Exchange Act.

Dated: November 20, 2019

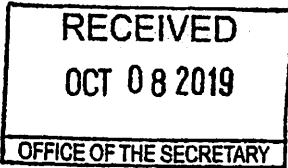
Respectfully submitted,



David Misler (202) 551-2210
Gina Joyce (202) 551-4850
Securities and Exchange Commission
100 F Street, N.E., Room 5120
Washington, D.C. 20549-5010

COUNSEL FOR
DIVISION OF ENFORCEMENT

EXHIBIT A



UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-19495

In the Matter of
Changing Technologies, Inc.,
Respondent.

DECLARATION OF GINA JOYCE
TO ASSIST SECRETARY WITH RECORD OF SERVICE

GINA JOYCE, 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.

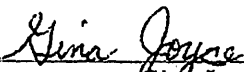
Further, the OIP in this matter authorizes service of the OIP “by any means permitted by the Commission’s Rules of Practice.” Therefore, the Division asked the Commission’s Secretary to first attempt service on the Respondents via U.S. Priority Mail Express.

3. The Office of the Secretary provided me with the U.S. Priority Mail Express tracking number for the copy of the Order Instituting Proceedings (“OIP”)¹ that was mailed by the Secretary to the respondent in these proceedings. I input the tracking number 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 confirmation in order to obtain confirmation of the delivery of the OIP to, and service on, the respondent. A true copy of the tracking confirmation for the respondent to whom express mail service was delivered is attached as Exhibit 1, hereto.

4. The Secretary mailed the OIP to respondent Changing Technologies, Inc., CIK #1581378 (“CHGT”), via Priority Mail Express, Tracking No. ER 006877431 US, to the address shown on its most recent EDGAR filing at 14173 Norwest Freeway, Suite 240, Houston, TX 77040. This address is taken from CHGT’s last filing with the Commission, which was a Form 12b-25 filed with the Commission on September 29, 2016. The USPS tracking system confirms that the package was delivered on September 27, 2019. *See* Exhibit 1 at pp. 1 - 2.

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

Executed on October 8, 2019.


Gina Joyce

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.

[Track Another Package +](#)

Tracking Number: ER006877431US

[Remove X](#)

Scheduled Delivery by

FRIDAY

27 SEPTEMBER
2019 ⓘ

by
3:00pm ⓘ

Feedback

 **Delivered**

September 26, 2019 at 3:42 pm
Delivered
HOUSTON, TX 77040

[Get Updates](#) ✓

-
- [Text & Email Updates](#) ✓

 - [Proof of Delivery](#) ✓

 - [Tracking History](#) ^

September 26, 2019, 3:42 pm
Delivered
HOUSTON, TX 77040

Your item was delivered at 3:42 pm on September 26, 2019 in HOUSTON, TX 77040. Waiver of signature was exercised at time of delivery.

September 26, 2019, 2:24 pm
Notice Left (No Authorized Recipient Available)
HOUSTON, TX 77040

September 26, 2019, 12:56 pm
Arrived at Post Office
HOUSTON, TX 77040

September 26, 2019, 8:16 am
Arrived at USPS Regional Destination Facility
NORTH HOUSTON TX DISTRIBUTION CENTER

September 25, 2019, 8:16 pm
Departed USPS Regional Origin Facility
LINTHICUM HEIGHTS MD DISTRIBUTION CENTER

September 25, 2019, 8:00 pm
USPS in possession of item
ROSEDALE, MD 21237

September 25, 2019, 7:36 pm
Arrived at USPS Regional Origin Facility
LINTHICUM HEIGHTS MD DISTRIBUTION CENTER

Feedback

Product Information



See Less ^

CERTIFICATE OF SERVICE

I hereby certify that true copies of the Division of Enforcement's Motion for Default and Brief in Support were served on the following on this 26th day of November, 2019, in the manner indicated below:

By Hand:
Office of the Secretary
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-2557

By UPS:

Changing Technologies, Inc.
14173 Norwest Freeway, Suite 240
Houston, TX 77040



David Misler