

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-20297

In the Matter of

**MJ Biotech, Inc. (f/k/a Michael James
Enterprises, Inc.)**

Respondent.

DIVISION OF ENFORCEMENT'S RESPONSE IN
OPPOSITION TO RESPONDENT'S MOTION TO SET ASIDE DEFAULT

The Division of Enforcement ("the Division") respectfully opposes the Motion to Set Aside Default and Brief in Support (the "Motion") filed by MJ Biotech, Inc. ("Respondent" or "MJ Biotech") in response to the Commission's default revocation order entered on September 3, 2021. The Commission should deny Respondent's Motion because it has not made a showing of good cause to set aside the default. As set forth in detail below, Respondent's Motion was not served within a reasonable time, it fails to state the reasons why the Respondent waited 140 days after allegedly learning of the proceedings to move to set aside, and it did not present a legally cognizable defense.

I. FACTUAL BACKGROUND AND PROCEDURAL HISTORY

On December 17, 2020, the Commission's Division of Corporation Finance ("Corporation Finance") sent a delinquency letter to Respondent, at the attention of Maxine C.

Pierson, requesting compliance with its periodic filing requirements, which was delivered.¹ (*See* Exhibit 1). The Commission Instituted proceedings on May 11, 2021 noting that Respondent was delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-K for the period ended December 31, 2018. Simultaneously with the institution of this proceeding, the Commission issued an order suspending trading in MJ Biotech’s stock (ticker MJTV) for ten business days. *MJ Biotech, Inc. (f/k/a Michael James Enterprises, Inc.)*, Exchange Act Rel. No. 91850, 2021 WL 1911710 (May 11, 2021). At the time of Institution, Respondent had failed to file two Forms 10-K and six Forms 10-Q. The Office of the Secretary mailed the Order Instituting Proceedings (“OIP”) to Respondent, via Priority Mail Express, Tracking No. EE242629092US, to the address shown on its most recent EDGAR filing at 109 East 17th Street, Suite 80 Cheyenne, Wyoming 82001. This address was taken from MJ Biotech’s last filing with the Commission which, by that time, was a Form 8-K filed on January 12, 2021. The USPS tracking system confirmed that it was delivered on May 14, 2021. The Division filed the Declaration of Sandhya C. Harris (the “Service Declaration”) establishing service pursuant to 141(a)(2)(ii) and the Commission ordered Respondent to show cause by June 30, 2021. *MJ Biotech, Inc. (f/k/a Michael James Enters., Inc.)*, Exchange Act Release No. 92191, 2021 WL 2474157 (June 16, 2021). Respondent failed to respond to the Order to Show Cause and its registration was revoked on September 3, 2021. *MJ Biotech, Inc. (f/k/a Michael James Enters., Inc.)*, Exchange Act Release No. 92880, 2021 WL 4067015 (September 3, 2021). Respondent’s counsel contacted the Division on October 8, 2021 asserting that his client was never served, and had first learned of this proceeding on September 11, 2021.

¹ At the time that the delinquency letter was sent, the Division relied on the address listed in Respondent’s last filing which, at that time, was an August 14, 2019 NT 10-Q that listed an address of 4781 North Congress Avenue, Suite 1102 Boynton Beach, Florida 33426.

The Division forwarded the Service Declaration to Respondent's counsel who confirmed receipt. (Exhibit 1). The Motion was filed on January 28, 2022 along with the affidavit of MJ Biotech, Inc.'s Maxine Pierson (the "Affidavit"), and a Comprehensive 10-K for the Years ended 2019 to 2020 (the "Comprehensive 10-K").

II. ARGUMENT

A. STANDARDS APPLICABLE TO RESPONDENT'S MOTION TO SET ASIDE

Rule of Practice 155(b) permits the Commission, at any time, to set aside a default for "good cause shown" provided that motion to set aside a default (1) is made within a reasonable time, (2) states the reasons for the failure to appear or defend, and (3) specifies the nature of the proposed defense in the proceeding. 17 C.F.R. § 201.155(b). Where a defaulting respondent fails to make a sufficient showing on any one of the three identified elements, the Commission need not consider whether the other two elements are established. *In the Matter of the Application of DAVID MURA*, Exchange Act Rel. No. 72080, 2014 SEC LEXIS 5086, at *15 (May 2, 2014).

B. THE RESPONDENT HAS NOT MADE A SUFFICIENT SHOWING ON ALL THREE ELEMENTS SPECIFIED IN RULE OF PRACTICE 155(b) TO JUSTIFY SETTING ASIDE A DEFAULT

1. The Motion Was Not Made Within a Reasonable Time

Respondent alleges that they were unaware of these proceedings until September 11, 2021 when their registered agent forwarded the Commission Opinion revoking MJ Biotech's registration. Affidavit at 7. Twenty-eight days later, on October 8, 2021, Respondent's counsel contacted the Division asserting that his client was never served with the OIP. In response, the Division forwarded the Service Declaration to Respondent's counsel who confirmed receipt. *See* Exhibit 1 The next communication that was received from Respondent's counsel was the January 28, 2022 Motion, one hundred and forty days after first claiming to have become aware of these proceedings.

A respondent is typically given ten days to file an answer to allegations contained in the OIP. After service has been confirmed, the Commission gives Respondents another 14 days to show cause. To reiterate in the context of the normal rules governing an administrative proceeding, this Respondent learned of the case on September 11, 2021 and her attorney filed the Motion 140 days later. Thus, even accepting Respondent's claim that it first learned of these proceedings on September 11, 2021, its response is months late.

As noted in *In the Matter of the Application of DAVID MURA*, Exchange Act Rel. No. 72080, 2014 SEC LEXIS 5086, *19, (May 2, 2014), "where a party fails to challenge a default within a reasonable time, it is appropriate to decline to set aside the default on this basis alone. Indeed, it would be incongruous to allow a party to obtain relief from a default entered for failure to engage in the administrative process, where the party continued to disregard the process by delaying longer than a reasonable time before filing its motion to set aside." The Respondent in the Mura case, a pro se litigant who contacted the law judge 10 days after the default order was sent, was found to have acted in a reasonable time under 155(b). *Id.* at *29. MJ Biotech, unlike the Respondent in the Mura case, was represented by counsel from at least October 28, 2021 forward. Unlike Mura, MJ Biotech waited at least one hundred and thirteen days after obtaining counsel to move for relief under 155(b).

2. The Motion Does not Give Sufficient Reasons for Respondent's Failure to Timely Appear or Defend

While the Division is sensitive to the health issues described in the Affidavit, the Respondent has not given sufficient reasons for waiting one hundred and forty days after it's CEO learned of the default (Affidavit at 7), and one hundred and thirteen days after counsel's initial contact with the Division to move to set aside the default.

3. The Respondent Has Not Made A Legally Cognizable Proposed Defense

A A Sanction Other Than Revocation Would Reward Those Issuers Who Fail To File Required Periodic Reports When Due Over An Extended Period Of Time And “Make Last-Minute Filings Only After Becoming The Subject Of Exchange Act Section 12(J).

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 reports with the Commission. Exchange Act Rule 13a-1 requires issuers to file an annual report, Forms 10-K or 10-KSB, within ninety days of the end of its fiscal year. *See* 17 C.F.R. §§ 249.310, .310b. Exchange Act Rule 13a-13 requires issuers to file quarterly reports, Forms 10-Q or 10-QSB, within forty-five days of the end of each quarter preceding the annual report. *See* 17 C.F.R. §§ 249.308a, .308b. AIC International, Inc., Initial Decision Rel. No. 324, 2006 SEC LEXIS 2996, *12.

This proceeding was instituted under Exchange Act Section 12(j). Section 12(j) empowers the Commission, where it deems it “necessary and appropriate for the protection of investors” to either suspend (for a period not exceeding twelve months) or permanently revoke a security’s registration “if the Commission finds, on the record after notice and opportunity for hearing, that the issuer of such security has failed to comply with any provision of this title or the rules and regulations thereunder.” Revocation is appropriate in a Section 12(j) proceeding where, as here, there is no dispute that the registrant has failed to comply with Exchange Act Section 13(a). *See Bilogic, Inc.*, Initial Decision Rel. No. 322, 2006 SEC LEXIS 2596, at *12 (November 9, 2006); *iBiz Technology Corp.*, Initial Decision Rel. No. 312, 2006 SEC LEXIS 1406, (June 16, 2006); *St. George Metals, Inc.*, Initial Decision Rel. No. 298, 2005 SEC LEXIS 2465, at *12

(September 29, 2005); *Investco, Inc.*, Initial Decision Rel. No. 240, 2003 SEC LEXIS 2792, at *7 (November 24, 2003)

Respondent's Motion asserts that had they been able to respond to the Commission's notices and present evidence of their efforts to become timely with their reporting obligations, a default would not have been entered. (Motion at 14). Although answering the proceedings would certainly have prevented a default judgement that does not mean Respondent has a valid defense. Even if Respondent had timely responded to the OIP, and even if they had updated the Commission as to their attempts to get current or had become current, revocation would still have been appropriate. As noted in *Absolute Potential, Inc. (f/k/a Absolute Waste Services, Inc.)*, Exchange Act Rel. No. 71866, "revocation may be warranted in these circumstances to address not only the harm to current and prospective investors in the non-compliant issuer but also to address the broader systemic harm that follows from registrants who "game the system" by complying with their unambiguous reporting obligations only when they are confronted by imminent revocation: A sanction other than revocation would "reward those issuers who fail to file required periodic reports when due over an extended period of time" and "make last-minute filings [only after becoming the subject of Exchange Act Section 12(j) proceedings] in an effort to bring themselves current with their reporting obligations." Such conduct prolongs "indefinitely the period during which public investors would be without accurate, complete, and timely reports" and significantly detracts from the Exchange Act's reporting requirements. *Absolute Potential, Inc. (f/k/a Absolute Waste Services, Inc.)*, Exchange Act Rel. No. 71866, 2014 SEC LEXIS 1193, at *27 (April 4, 2014).

B A Registrants Filing Of A Comprehensive Annual Report Would Not Foreclose Enforcement Action For The Registrant's Filing Delinquencies.

As a general matter, the comprehensive 10-K for the periods ended December 31, 2019 through December 31, 2020 attached to the Respondent's Affidavit does not "effectively cure" the alleged non-compliance as asserted in paragraph 18 of the Motion. As noted in the Financial Reporting Manual 1320.4, "a registrant's filing of a comprehensive annual report does not absolve a registrant from any liability under the Exchange Act for failing to file all required reports and would not foreclose enforcement action for the registrant's filing delinquencies." *See* Division of Corporation Finance Financial Reporting Manual, Section 1320.4.

Further, a preliminary review of the Respondent's Comprehensive 10-K, conducted by Corporation Finance, identified several material deficiencies, some of which are outlined below.

1. The Comprehensive 10-K does not bring the company up to date, they are still three quarterly reports behind.
2. The Comprehensive 10-K does not contain 302 or 906 officer certifications.
3. The first set of financials within the Comprehensive 10-K compares the December 31, 2019 results with December 31, 2018 results however the December 31, 2018 report were prepared by the previous audit firm. PCAOB standards and S-X require the prior audit firm re-issue its report for inclusion in this subsequent filing.
4. The Comprehensive 10-K fails to meet the requirements of Item 403 of Regulation S-K which requires disclosure of both beneficial ownership of a voting class of securities greater than 5% and security ownership by management. Comprehensive 10-K at page 21.

In addition to the material deficiencies identified, the January 13, 2022 audit report also notes that "as of and for the year ended December 31, 2020, the Company continued to have a working capital deficit and continued to incur substantial losses which continues to give rise to the

substantial doubt that the Company will continue as a going concern.” Comprehensive 10-K at pg. 87. In *Citizens Capital Corp.*, the Commission found that the respondent’s delinquent and deficient filings indicated that it did not appreciate the importance of regularity compliance. The Commission noted that “the Company’s efforts to remedy its violations are inadequate, and its assurances against future violations lack credibility.” *Citizens Capital Corp.*, Exchange Act Release No. 67313, 2012 SEC LEXIS 2024 at *42. There, as here, revocation was amply warranted by the facts and circumstances and the need to protect investors. *Id.* See also *China Biotics, Inc.*, Exchange Act Release No. 70800, 2013 SEC LEXIS 3451, at *95 (Nov. 4, 2013), (revoked the issuer’s registration under Section 12(j) in part due to deficient filings, noting that “for the system to work properly the information reported must be both current and adequate. Revocation serves the public interest in ensuring timely, accurate, and complete Exchange Act reporting.”); *Nature’s Sunshine Products, Inc.*, Exchange Act Release No. 59268, 2009 SEC LEXIS 81 (Jan. 21, 2009) (revoking registration under Section 12(j) and citing deficient filings as one basis); *American Stellar Energy, Inc.*, Exchange Act Release No. 64897, 2011 SEC LEXIS 2455 (July 18, 2011) (revoking registration under Section 12(j) and citing deficient filings as one basis).

C The Respondent’s Delinquency Pre-Dates The Circumstances Outline In The Affidavit

The Respondent’s delinquencies started well before the health issues outlined the Affidavit. As mentioned above, there were eight periodic reports missing in April of 2021. Between May of 2019 (when the first filing was missed) and May of 2021 (when these proceedings were instituted), the Respondent only filed one of the eight required notifications of inability to timely file on Form 12b-25. (See § 240.12b-25). See *Investco, Inc.*, 2003 SEC LEXIS 2792, at *6

(delinquent issuer's actions were found to be egregious and recurrent when there was no evidence that any extensions to make the filings were sought); *See* also Calais Resources, Inc., 2012 SEC LEXIS 2023 at *16-17 (noting failures to file Forms 12b-25 as supporting revocation order).

D The Division Has Fulfilled its Service Obligations Under Rule 141(a)(2)

Respondent's Motion repeatedly asserts that actual receipt of the OIP and the Order to Show cause has not been determined. In doing so, Respondent appears to rely on Rule 150(c)(2) which references service of papers *by parties*. The standard for orders instituting proceedings and other orders and decisions, as set forth in Rule 141(a)(2), provides that service of the OIP on a corporation or entity may be obtained by confirmation of attempted delivery on the most recent address shown on the entity's most recent filing with the Commission. As noted in the Order to Show Cause, the June 2, 2021 Declaration of Sandhya C. Harris established that, pursuant to Commission Rule of Practice 141(a)(2)(ii), service of the OIP was made on Respondent on May 14, 2021. *MJ Biotech, Inc. (f/k/a Michael James Enters., Inc.)*, Exchange Act Release No. 92191, 2021 WL 2474157 (June 16, 2021). As further evidence of actual mailing, the Division is attaching a scan of the mailing envelope, displaying the mailing address and tracking information cited to in the declaration, which was used to mail the OIP as Exhibit 2.

E The Reporting Requirements Are Intended To Provide The Public, Particularly Current And Prospective Shareholders, With Material, Timely, And Accurate Information About An Issuer's Business

Finally, Respondent's Motion argues that the revocation of the registration has had a negative effect on the company's investors. But the Commission has repeatedly held that an issuer's failure to file periodic reports deprives both existing and prospective holders of its registered

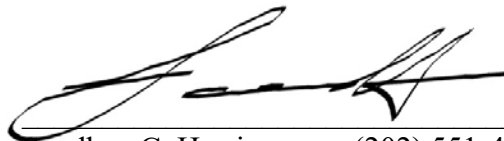
stock to make informed investment decisions based on current and reliable information. *See Accredited Bus. Consolidators*, 2015 WL 5172970, at *2; *Absolute Potential, Inc.*, 2014 SEC LEXIS 1193, at *32 (noting that “the reporting requirements “are intended to . . . provid(e) the public, particularly current and prospective shareholders, with material, timely, and accurate information about an issuer’s business”). *See also United States v. Arthur Young & Co.*, 465 U.S. 805, 810 (1984) (observing that “[c]orporate financial statements are one of the primary sources of information available to guide the decisions of the investing public”).

III. Conclusion

For the reasons set forth above, the Division respectfully requests that the Commission deny Respondent’s Motion.

Dated: February 4, 2022

Respectfully submitted,



Sandhya C. Harris (202) 551-4882
Christopher Bruckmann (202) 551-5986
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-6011
harrissan@sec.gov
bruckmann@sec.gov

COUNSEL FOR
DIVISION OF ENFORCEMENT

CERTIFICATE OF SERVICE

I hereby certify that I caused true copies of the Division of Enforcement's Opposition to Respondent's Motion to Set Aside Default, and Exhibits thereto, to be served on the following on February 4, 2021, in the manner indicated below:

BY EMAIL SERVICE

MJ Biotech, Inc. (f/k/a Michael James Enterprises, Inc.)
c/o Robert J. Kinney
Heimerl Law Firm
32 Dumont Road
Post Office Box 964
Far Hila, New Jersey
07931
robert@heimerllawfirm.com

(counsel to respondent)



Sandhya C. Harris

Exhibit 1

Harris, Sandhya

From: Robert Kinney <robert@heimerllawfirm.com>
Sent: Monday, October 11, 2021 9:25 AM
To: Bruckmann, Christopher
Cc: Harris, Sandhya
Subject: RE: MJ Biotech, AP File No. 3-20297

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Mr. Bruckmann and Ms. Harris:

Thank you for the information.

Regards,

Bob Kinney
Heimerl Law Firm

On 10/08/2021 5:29 PM Bruckmann, Christopher <bruckmann@sec.gov> wrote:

Mr. Kinney,

The SEC's Rules of Practice, Rule 141(a)(2)(ii) provides that an Order Instituting Proceedings may be served on an issuer at the address shown on the issuer's most recent filing with the Commission. At the time the Order Instituting Proceedings was filed, MJ Biotech's most recent filing was a Form 8-K filed with the SEC on January 12, 2021. That filing listed an address of 109 East 17th Street, Suite 80, Cheyenne, Wyoming 82001. (A subsequent Form 8-K also listed this same address). A copy of the Order Instituting Proceedings was sent to this address by Priority Mail Express, and the tracking number indicates that it was delivered to the mailbox at that address on May 14, 2021 (see attached service declaration and exhibit). For your convenience, the SEC's Rules of Practice are linked below.

We trust this satisfies your question regarding service in this matter. Please feel free to reach out if you have any other questions.

Regards,

Chris Bruckmann

<https://www.ecfr.gov/current/title-17/chapter-II/part-201#201.141>

From: Robert Kinney <robert@heimerllawfirm.com>
Sent: Friday, October 8, 2021 2:10 PM
To: Bruckmann, Christopher <bruckmann@SEC.GOV>
Subject: Re: MJ Biotech, AP File No. 3-20297

Harris, Sandhya

From: Bruckmann, Christopher
Sent: Friday, October 8, 2021 5:30 PM
To: Robert Kinney
Cc: Harris, Sandhya
Subject: RE: MJ Biotech, AP File No. 3-20297
Attachments: 3-20297_2021.06.21_Service Declaration Exhibit.pdf; 3-20297_2021.06.21_Service Declaration.pdf

Mr. Kinney,

The SEC's Rules of Practice, Rule 141(a)(2)(ii) provides that an Order Instituting Proceedings may be served on an issuer at the address shown on the issuer's most recent filing with the Commission. At the time the Order Instituting Proceedings was filed, MJ Biotech's most recent filing was a Form 8-K filed with the SEC on January 12, 2021. That filing listed an address of 109 East 17th Street, Suite 80, Cheyenne, Wyoming 82001. (A subsequent Form 8-K also listed this same address). A copy of the Order Instituting Proceedings was sent to this address by Priority Mail Express, and the tracking number indicates that it was delivered to the mailbox at that address on May 14, 2021 (see attached service declaration and exhibit). For your convenience, the SEC's Rules of Practice are linked below.

We trust this satisfies your question regarding service in this matter. Please feel free to reach out if you have any other questions.

Regards,

Chris Bruckmann

<https://www.ecfr.gov/current/title-17/chapter-II/part-201#201.141>

From: Robert Kinney <robert@heimerllawfirm.com>
Sent: Friday, October 8, 2021 2:10 PM
To: Bruckmann, Christopher <bruckmann@SEC.GOV>
Subject: Re: MJ Biotech, AP File No. 3-20297

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Mr. Bruckmann:

Thank you. Your new boss, Mr. Grewal, was my old boss, coincidentally.

Bob Kinney
908-470-0200
908-448-5454 (cell)

On 10/08/2021 2:03 PM Bruckmann, Christopher <bruckmann@sec.gov> wrote:

Robert,

Thank you for speaking with me. I will try to get back in touch with you later today.

Take care,

Christopher Bruckmann

Trial Counsel

Division of Enforcement – Trial Unit

U.S. Securities and Exchange Commission

100 F Street, N.E.

Washington, D.C. 20549-5949

202-551-5986

bruckmannc@sec.gov

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CHEYENNE WY DISTRIBUTION CENTER**May 13, 2021, 11:04 pm**Departed USPS Regional Facility
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