

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-20550**

<p><b>In the Matter of</b></p> <p><b>Calmare Therapeutics Incorporated.,</b></p> <p><b>Respondent.</b></p>
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**DIVISION OF ENFORCEMENT’S REPLY MEMORANDUM OF LAW IN SUPPORT**  
**OF ITS MOTION FOR SUMMARY DISPOSITION**

The Division of Enforcement (“Division”), pursuant to Rules of Practice 154 and 250, hereby submits this Reply Memorandum of Law in Support of Its Motion for Summary Disposition. Despite the claims by Calmare Therapeutics Incorporated (“Respondent” or “Calmare”), there are no disputed material facts in this matter, and the Commission should revoke the registration of each class of securities Calmare registered pursuant to Section 12 of the Securities Exchange Act of 1934 (“Exchange Act”).

**PRELIMINARY STATEMENT**

In Respondent’s Brief in Opposition to Division of Enforcement’s Motion for Summary Disposition (hereinafter “Opp.”), Calmare claims that there are disputed material facts in this proceeding, and relies heavily on an ALJ’s decision that initially denied summary disposition in the administrative proceeding *Can-Cal*, AP Rulings Release No. 6525, 2019 SEC LEXIS 655 (Mar. 28, 2019). But, as discussed below, even if the facts asserted by Calmare are true, they are not a basis to deny summary disposition. And Calmare’s reliance on *Can-Cal* is misplaced for several reasons, including that *Can-Cal* had filed *all* of its missing annual reports and provided

unaudited financial information in lieu of its quarterly reports, whereas Calmare has not filed a single one of its *nineteen* delinquent filings.

## ARGUMENT

### **I. There Are No Disputed Material Facts in This Proceeding.**

In its brief, Calmare claims that there are six “Disputed Issues of Material Fact and Law.” Opp. at 4. As a preliminary matter, disputes of law do not prevent the Commission from granting summary disposition. Indeed, it is almost inherent in the summary disposition process that the parties will have material legal disputes that need to be ruled on. Turning to the six issues identified by Calmare, none of the identified areas of purported dispute are actually disputed material facts.

First, Calmare claims that it is a medical device company holding certain patents and exclusive rights. This is not material to the summary disposition motion, and although the Division reserves the right to contest this at any hearing, the Commission can assume these facts are true and still grant summary disposition to the Division.

Second, Calmare asserts it has certain unspecified government contracts plus a \$2.5 million contract with the U.S. Veterans Hospital.<sup>1</sup> Although the Division reserves the right to contest this at any hearing, the Commission can assume these facts are true and still grant summary disposition to the Division. In doing so, the Commission should also assume as true Calmare’s own statements that the contract was not funded in 2020,<sup>2</sup> and note that Calmare has

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<sup>1</sup> To the Division’s knowledge, there is no such government organization as the “U.S. Veterans Hospital.” The Division assumes that Calmare intends to refer to a contract with the U.S. Department of Veteran Affairs, which operates numerous veteran’s hospitals, and which is the organization Conrad Mir asserts that Calmare has a contract with in paragraph 5 of his declaration (hereinafter “Mir. Decl.”)

<sup>2</sup> Mir. Decl. at ¶6.

provided no documentation whatsoever regarding funding of the contract since then or whether any actual revenue has been received by Calmare pursuant to this contract.

Third, Calmare admits it has experienced past financial hardships, and blames this in part on the pandemic. The Division does not dispute these facts, but stresses that pandemic-related excuses cannot be the whole explanation for Calmare's financial problems or delinquency, as Calmare first became delinquent in 2017, *two years before the pandemic began*.

Fourth, Calmare asserts that it "has taken steps to become compliant but has been unable to become compliant due to past financial hardship." Although the Division reserves the right to contest this at any hearing, the Commission can assume these facts are true and still grant summary disposition to the Division. Even assuming Calmare has, after nearly five years of delinquency, begun the process of engaging auditors to become current, and even assuming that Calmare's delinquency is due entirely to its past financial hardship, those facts do not excuse this extended delinquency, and the Commission can still grant summary disposition for the Division.

Fifth, Calmare asserts that if its contracts with the federal government remain viable they will provide sufficient revenue for Calmare to become current and remain current. Although the Division reserves the right to contest this at any hearing, the Commission can assume these facts are true and still grant summary disposition to the Division. Calmare has had the \$2.5 million contract in place since June 2020, and has not made a single filing in that nearly two-year period. Accordingly, assuming the contracts are providing Calmare sufficient revenue to become current, then Calmare's delinquency over the past 21 months is willful and deliberate. And even if that is not the case, the fact that Calmare may now have revenue to become current does not excuse nearly five years' of delinquency. Additionally, Calmare blames the Covid pandemic for

its delinquency,<sup>3</sup> but did not make periodic filings for two years before the pandemic began, nor has it made a single filing in the year since Covid vaccines become widely available.

Sixth, Calmare asserts that if the Commission revokes the registration of Calmare's stock, Calmare's government contracts will be cancelled. Although the Division reserves the right to contest this at any hearing, the Commission can assume these facts are true and still grant summary disposition to the Division. The fact that there may be collateral consequences to revocation is not a basis to deny summary disposition in the fact of Calmare's longstanding delinquency.

The key material fact in this case—Calmare's longstanding delinquency—was stipulated to by the parties.<sup>4</sup> Thus, there are no disputed material facts, and the Commission can grant summary disposition in this matter.

## **II. Calmare's Reliance on Can-Cal Is Misplaced**

Throughout its brief, Calmare relies heavily on the ALJ's decision in Can-Cal denying the Division's request for summary judgment in a Section 12(j) proceeding, claiming that "substantially resemble those in *Can-Cal*." Opp. at 7. In truth, there are major differences between Can-Cal and Calmare. First, at the time that summary judgment was denied, Can-Cal ***had filed all of its delinquent annual reports*** and also arguably filed the information required in its missing quarterly reports. *Can-Cal*, AP Rulings Release No. 6525, 2019 SEC LEXIS 655 at \*4-5. In stark contrast, Calmare has not filed a single one of its missing reports. Rather, Calmare has taken the opposite path of Can-Cal. Whereas Can-Cal filed delinquent periodic reports after the Commission instituted proceedings against it, Calmare missed an additional periodic report

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<sup>3</sup> See Division of Enforcement's Motion for Summary Disposition and Brief in Support (hereinafter "Motion") at 4-5 (specifying Calmare's failure to avail itself of the Commission's specified procedures for companies affected by the Covid pandemic).

<sup>4</sup> See Motion at 3.

after the Order Instituting Proceedings against it was filed.<sup>5</sup> Additionally, given Calmare's vague plans regarding its future filings, it seems unlikely that Calmare will be in a position to file its Form 10-K for the period ending December 31, 2021 by the time it is due on March 31, 2022, at which time Calmare will be fully five years' delinquent in its filings.

Second, Calmare's reliance on Can-Cal is misplaced because Can-Cal was missing far fewer filings than Calmare. At the time Section 12(j) proceedings were instituted against Can-Cal in June 2017, Can-Cal had last filed a period report for the period ending September 2015, meaning that Can-Cal was less than two years delinquent in its filings. *See Can-Cal*, Exchange Act Release No. 80892, 2017 SEC LEXIS 1688 at \*1 (Jun. 8, 2017). In contrast, at the time this proceeding was instituted, Calmare was missing eighteen filings,<sup>6</sup> missed its nineteenth on November 15, 2021, and has another filing due on March 31, 2022,<sup>7</sup> with no apparent plan to file it.

Third, Can-Cal did not just assert that it had an unfunded contract from which it might get revenue to begin becoming compliant in the future, Can-Cal had a demonstrated source of revenue it had actually used to file all of its delinquent annual reports. *Can-Cal*, AP Rulings Release No. 6525, 2019 SEC LEXIS 655 at \*5-6.

Fourth, after Can-Cal initially avoided having the registration of its securities revoked, it again became delinquent. When this happened, the same ALJ in the same proceeding revoked the registration of Can-Cal's securities without a hearing. *See Can-Cal*, Initial Decision Release No. 1395, 2020 SEC LEXIS 3535 (Jan. 28, 2020).

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<sup>5</sup> Supplemental Declaration of Gina Joyce in Support of the Division's Motion for Summary Disposition ("Supp. Joyce Decl.") at ¶3.

<sup>6</sup> Motion at 4.

<sup>7</sup> Supp. Joyce Decl. at ¶3.

Accordingly, the facts of this case are nothing like the facts of the *Can-Cal* decisions, and Calmare's reliance on that proceeding is misplaced.

### **III. Calmare's Other Arguments Are Unavailing**

Calmare's other arguments against revocation do not warrant denying summary disposition. Calmare makes vague claims that it has taken steps to become compliant, and asserts that it has hired auditors. But the party opposing summary disposition "may not rely on bare allegations or denials but instead must present specific facts showing a genuine issue of material fact for a hearing." *China-Biotics, Inc.*, Exchange Act Release No. 70800, 2013 WL 5883342 at \*16 (Nov. 4, 2013). A vague assertion that Calmare will become compliant does not meet this standard. *See A-Power Energy Generation Systems, Ltd.*, Initial Decision Release No. 470, 2012 WL 5377787 at \*1 (Nov. 2, 2012) (finding that although A-Power "represents that it plans to return to compliance," such plans were insufficient to avoid revocation under Section 12(j)). Indeed, faced with such longstanding delinquency, even if Calmare filed all of its delinquent reports tomorrow, revocation would still be appropriate. *See Absolute Potential*, Exchange Act Release No. 71866, 2014 SEC LEXIS 1193 (Apr. 4, 2014) (revoking registration despite the fact that Absolute had filed its 20 missing reports).

Calmare asserts that revoking the registration of its securities will harm present shareholders, in part because Calmare believes its government contracts will be canceled. But Calmare fails to consider that revocation is a prospective remedy designed to protect prospective investors. *See Citizens Capital Corp.*, Exchange Act Release No. 67313, 2012 WL 2499350 at \*8 (June 29, 2012); *A-Power Energy Generation Systems*, Exchange Act Release No. 69439, 2013 WL 1755036 at \*3 (April 24, 2013).

All of Calmare's arguments fail to account for how serious its nearly five-year period of delinquency is. Although no particular factor set forth in *Gateway International Holdings, Inc.*, Exchange Act Release No. 53907, 2006 SEC LEXIS 1288 (May 31, 2006) is controlling, the Commission has repeatedly reaffirmed that "'recurrent failure to file periodic reports' is 'so serious that only a strongly compelling showing with respect to the other factors we consider would justify a lesser sanction than revocation.'" *Absolute*, Exchange Act Release No. 71866, 2014 SEC LEXIS 1193 at \*24 (April 4, 2014). Calmare's vague assurances do not meet that standard, especially since their prior representations have not held true. (See Motion at 15-16 documenting Calmare's multiple prior representations to the Commission and investors about delinquent filings that it failed to meet).

#### CONCLUSION

Accordingly, the Division respectfully requests that the Commission grant summary disposition and issue an order revoking the registration of each class of securities Calmare registered pursuant to Section 12 of the Exchange Act.

Dated: March 15, 2022

Respectfully submitted,

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**CERTIFICATE OF SERVICE**

I hereby certify that a true copy of the Division of Enforcement's Reply Memorandum of Law in Support of its Motion for Summary Disposition was served on the following on March 15, 2022, in the manner indicated below:

Via eFap:

Office of the Secretary

By Email Service

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/s/ Christopher Bruckmann  
Christopher Bruckmann



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<input type="checkbox"/>	▶	SC 3G/A	005 30 28	<a href="#">02/04/20 4</a>	0	<a href="#">02/04/20 4</a>							
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<input type="checkbox"/>	▶	SC 3G	005 30 28	<a href="#">09/27/20 3</a>	0	<a href="#">09/27/20 3</a>							
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<input type="checkbox"/>	▶	S 8	333 9 070	<a href="#">09/09/20 3</a>	0	<a href="#">09/09/20 3</a>					09/09/20 3	EX	
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<input type="checkbox"/>	▶	<a href="#">0 Q/A</a>	<a href="#">00 08696</a>	<a href="#">/30/20 2</a>	0	<a href="#">/30/20 2</a>	09/30/20 2	
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							05/3 /20 3	CX
							/ 5/20 2	CX
							05/3 /20 3	CX
							08/ 4/20 2	CX
							06/07/20 2	EX
							05/3 /20 3	CX
							05/ 5/20 2	CX
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							0 /30/20 2	
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							0 / 3/20 2	CT
							0 / 3/20 2	CT
							0 /06/20 2	EX
							2/2 /20	CX
							2/09/20	EX
							04/ 6/20 2	CX
							/0 /20	EX
							09/2 /20	CT
							09/ 5/20	EX
							08/ 9/20	EX

<input type="checkbox"/>	▶	<a href="#">_0 Q</a>	<a href="#">00 08696</a>	<a href="#">08/ 5/20</a>	0	<a href="#">08/ 5/20</a>	06/30/20				04/ 6/20 2	CX
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