

UNITED STATES OF AMERICA

Before the

SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING

In the Matter of

Zenosense, Inc.

Respondent

File No. 3-20743

ANSWER

Pursuant to Rule 220 of the Securities and Exchange Commission Rules of Practice Zenosense, Inc., (“Zeno”) by and through its undersigned counsel, hereby submits its Answer to the Order Instituting Proceeds and Notice of Hearing Pursuant To Section 12(j) of The Securities Exchange Act of 1934 (the “Order”), as follows:

1. As the allegation of Paragraph 1, Respondent admits it is a Nevada corporation with a CIK number of 1458581 and that it filed a Form 10-K for the year ended December 31, 2021. Respondent does not have sufficient information and knowledge to form a belief as the truth of the remaining allegations of the paragraph.
2. Respondent denies the allegations of Paragraph 2.
3. Paragraph 3 is a matter of law and no response is required.
4. Respondent denies the allegations of Paragraph 4

AFFIRMATIVE DEFENSES

First Affirmative Defense

Respondent has undertaken to prepare and file the periodic reports that the Division alleges have not been filed and intends to devote significant resources to satisfying its reporting obligations. Therefore, the hearing officer should not revoke Respondent's registration pursuant to 12(j) of the Securities Exchange Act of 1934. See *In the Matter of Phlo Corporation, James B. Hovis, and Anne P. Hovis*, Administrative Proceeding File 3-11909 (March 30, 2007) (SEC Release No. 55562); *In the matter of E-Smart Technologies, Inc.*, Administrative Proceeding File No. 3-10977 (October 12, 2004) (SEC Release No. 50514).

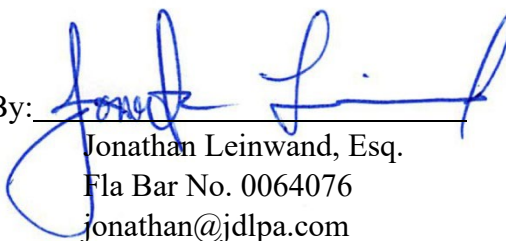
SECOND AFFIRMATIVE DEFENSE

The Division's position that it is necessary and appropriate for the protection of investors to suspend for a period not exceeding twelve months, or revoke the registration of each class of securities registered pursuant to Section 12 of the Exchange Act of the Respondent is inconsistent with Section 13(a) of the Securities Exchange Act of 1934 and Rules 13a-1 and 13a-13 thereunder.

Dated: February 18, 2022

Respectfully Submitted,

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