

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

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-20916**

**In the Matter of**

**IHSAN DARIUSH IBRAHIM  
GHOLIZADEH INC., and IHSAN  
DARIUSH IBRAHIM GHOLIZADEH  
TRANSFER TRUST,**

**Respondents.**

**DIVISION OF ENFORCEMENT'S  
MOTION FOR EXTENSION OF  
TIME TO FILE MOTION FOR  
RULING ON THE PLEADINGS**

The Division of Enforcement (“the Division”), pursuant to Commission Rules of Practice (“Rules”) 154(a) [17 C.F.R. § 201.154(a)] and 161(a) [17 C.F.R. § 201.161(a)], respectfully moves the Securities and Exchange Commission (“the Commission”) for an extension of time until Monday, October 17, 2022, to file a Rule 250(a) motion for ruling on the pleadings and for entry of an order revoking, under Section 17A(c)(3) of the Securities Exchange Act of 1934 (“Exchange Act”) [15 U.S.C. § 78q-1(c)(3)], Hsan Dariush Ibrahim Gholizadeh Inc.’s (“Gholizadeh Inc.”), and Ihsan Dariush Ibrahim Gholizadeh Transfer Trust’s (“Gholizadeh Trust”)—collectively “the Respondents”—registrations as transfer agents. The Division seeks a two-month extension to try to negotiate a settlement with Respondents, because their Response requests the same relief the Division seeks in this proceeding.

**Procedural Background**

On June 30 2022, the Commission issued an Order Instituting Proceedings (“OIP”) against the Respondents, each of which registered with the Commission as transfer agents, pursuant to

Exchange Act § 17A(c)(2) of the Exchange Act [15 U.S.C. § 78q-1(c)(2)] and Rule 17Ac2-1(a) [17 C.F.R. § 240.17Ac2-1(a)] thereunder.

The OIP alleges that the Respondents: filed Forms TA-1 that included false addresses for Respondents' principal offices; failed to file amended Forms TA-1 within 60 days of information on the Forms TA-1 becoming inaccurate; failed to file annual reports for 2020 and 2021 by March 31 of the following year; engaged in activity as transfer agents in contravention of rules and regulations prescribed by the Commission; and failed to provide other records requested by the Staff as part of an examination.

Respondents were served with copies of the OIP and Secretary's letter on July 8, 2022. *See* Declaration to Assist with Record of Service and to Provide Status Report at ¶¶ 6-8 and 12, filed on August 10, 2022, in the instant action.

On August 1, 2022, the Commission's Washington, D.C., office received via U.S. Postal Service delivery a copy of Gholizadeh Inc.'s and Gholizadeh Trust's combined "Acknowledgment and Acceptance of 'Commissions' Offer Compelling [sic] Respondents' Performance; Confession and Avoidance; Order for Commission to Cancel Transfer Agent Registration Pursuant Section 17a(C)(4)(B) of the Act" ("the Response").<sup>1</sup> *Id.* at ¶ 9. A note preceding the body of the Response indicates that a copy of the Response was also sent to the Office of the Secretary by certified mail and return receipt. *Id.* at ¶ 10; *see also* Attachment 1 (Response).

In the Response, Respondents make clear that they do not object to revocation of their transfer agent registrations; in fact, they expressly seek such an outcome:

**Respondents IHSAN DARIUSH IBRAHIM GHOLIZADEH INC., and IHSAN DARIUSH IBRAHIM GHOLIZADEH TRANSFER TRUST, ("Organizations" or "Trust") hereby humbly requests the cancelation, termination of Transfer Agent Registrations and ALL connected and subsequent filings and requests removal of**

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<sup>1</sup> A copy of the Response is submitted with this motion as Attachment 1.

all public records associated with respondents. Respondents deem it appropriate and in the public and private interests of all parties that these relations end (underline added).

Response (Attachment 1) at ¶ I. Additionally, Respondents state that they request and authorize the Commission “to **cancel, terminate and withdraw said registrations** for these organizations (emphasis added).” *Id.* at ¶ IV.C.

The Response also states that the “Organization currently has no way to access the eFAP system or EDGAR so physical copies of this response will be mailed using USPS certified mail, return receipt to all parties.” *Id.* at II.A.3.

Respondents’ service of their Response by U.S. Postal Service on the Secretary and the Division, and their explanation as to why they could not electronically file, *id.* at ¶ II.A.3., satisfies Rules 150-153, and their Response appears to qualify as an answer under Rule 220. As such, any motion, pursuant to Rule 250(a) for a ruling on the pleadings must be filed no later than 14 days after Respondents’ answer has been filed.

For purposes of the Rule 250(a) fourteen-day period, the Division considers August 1 as the filing date, since that is the date it received Respondents’ filing (although alternative time calculations may be possible). Thus, any Rule 250(a) motion is due on August 15, 2022, at the earliest, per the computation of time under Rule 160(a).

Although the Division has attempted to communicate with Respondents’ representative, Ihsan Dariush Ibrahim Gholizadeh (“Gholizadeh”), by email, Gholizadeh has not replied in kind. Recently, the Division sent copies of the August 10, 2022, filings to Respondents by U.S. Postal Service Express Mail, and in a cover letter offered to discuss settlement.

### **Argument**

Given the time it will take to communicate by mail to try to reach a settlement and the fact that it may be difficult to communicate with Respondents' representative in late August if he is traveling on vacation, the Division respectfully requests a two-month extension of Rule 250(a)'s fourteen-day period, so that any motion for a ruling on the pleadings would be due on Monday, October 17, 2022.

Reasonable requests for extensions of time are favored. *In re: Pending Admin. Proceedings*, Exchange Act Release No. 88415, 2020 WL 1322001, at \*1 (Mar. 18, 2020) (stating that, "pending further order of the Commission, all reasonable requests for extensions of time will not be disfavored as stated in Rule 161" (emphasis added) (citing 17 C.F.R. § 201.161(b)(1))); 17 C.F.R. § 201.161(b) ("[E]xtensions of time for filing papers shall not exceed 21 days unless the Commission...states on the record or sets forth in a written order the reasons why a longer period of time is necessary."). The Division's extension request is reasonable in its purpose, which is to resolve these proceedings through settlement given that Respondents clearly indicate in their Response that they do not object to the remedy sought by the Division—revocation of transfer agent registrations. And a two-month extension is warranted given the difficulty of communicating with Respondents' representative by mail; the amount of time it takes to communicate through the mail is exponentially longer than by email.

### **Conclusion**

For the reasons set forth above, the Division respectfully requests that the Commission: 1) grant the Division's Motion; and 2) enter the attached order extending until October 17, 2022, the deadline for filing of a motion for entry of a ruling on the pleadings.

Dated: August 15, 2022

Respectfully submitted,

/s/ Gregory N. Miller

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