

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-20980

In the Matter of

**METWOOD Inc. (aka EMERGE
HEALTH INTERNATIONAL INC.),**

Respondent.

**DIVISION OF ENFORCEMENT’S MOTION FOR DEFAULT
AGAINST METWOOD INC. (aka EMERGE HEALTH INTERNATIONAL INC.),
MOTION FOR EXPEDITED CONSIDERATION, AND BRIEF IN SUPPORT**

Motion

The Securities and Exchange Commission (“Commission”) issued an Order Instituting Proceedings (“OIP”) against Metwood Inc. (a/k/a Emerge Health International, Inc.), ticker symbol MTWD (“MTWD”) pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”) alleging substantial delinquencies in its mandated periodic filings. The Division of Enforcement (the “Division”) hereby moves for an Order, pursuant to Rule 155(a)(2) of the Commission’s Rules of Practice, finding MTWD in default and revoking the registration of each class of its securities registered pursuant to Exchange Act Section 12(g). An order of revocation would protect investors by prohibiting MTWD’s securities from being traded on the over-the-counter markets and by deterring other issuers from ignoring the Commission’s reporting requirements.

Because MTWD filed a Form 15 on October 5, 2022, the Division further requests that the Commission expedite its consideration of this Motion and enter its decision by Monday, January 2, 2023, before MTWD's Form 15 becomes effective and the Commission loses jurisdiction. Investors would be at risk were that to happen because MTWD's securities could still be traded on the over-the-counter markets. Moreover, allowing MTWD to circumvent the administrative process would diminish the effectiveness of the Commission's filing program by providing other delinquent issuers with a blueprint to avoid responsibility for filing failures.

Brief in Support

Respondent MTWD is a Nevada corporation located in Mount Dora, FL with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). MTWD is 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 June 30, 2019. The Commission has held that delinquencies of similar frequency and duration mandate revocation to protect investors. *See, e.g., WSF Corp.*, Initial Decision Rel. No. 204, 2002 WL 917293, at *14 (May 8, 2002) (one Form 10-K and three Forms 10-Q); *Freedom Golf Corp.*, Initial Decision Release No. 227, 2003 SEC LEXIS 1178, at *5 (May 15, 2003) (one Form 10-K and one Form 10-Q); *iBIZ Technology Corp.*, Initial Decision Rel. No. 312 at 1, 2006 WL 1675913 (June 16, 2006) (one Form 10-K and two Forms 10-Q); *Ironclad Encryption Corp.*, Release No. 9426, 2022 WL 488507, at *3 (Feb. 15, 2022) (failure to file for "more than year"); *Triton Emission Sols. Inc.*, Release No. 94255, 2022 WL 488504, at *3 (Feb. 15, 2022) (same).

The OIP was served upon MTWD on August 20, 2022, making MTWD's Answer due on August 31, 2022. *See* September 16, 2022 Declaration of Sandhya C. Harris. Rather than file an Answer, on October 5, 2022, MTWD filed a Form 15 to voluntarily terminate the registration of its securities. The Form 15 will take effect on January 3, 2023. As of this filing, MTWD has still not filed an Answer, presumably counting on the Form 15 to relieve it of the obligation to account to the Commission for its delinquencies.

Currently, MTWD's common stock trades on the Expert Market of OTC Link, operated by OTC Markets Group Inc. ("Expert Market"). If the Commission were to revoke the registration of MTWD's securities, the securities could not be traded on any level of the over-the-counter market. If MTWD's Form 15 becomes effective before revocation, its securities will migrate to the Grey Market.¹ This would harm investors in two ways. First, it would put investors interested in MTWD's securities at risk by allowing the securities to be traded on the over-the-counter markets even though MTWD has shown that it is unable to provide accurate, complete and timely disclosures to current and prospective investors. Second, it would reduce the deterrence effect of the delinquent filings program by allowing MTWD to avoid responsibility for its filing failures through a procedural maneuver.

The Commission has acted quickly to prevent issuers' attempts to avoid responsibility for delinquencies through a Form 15 in the past, and should do the same here. *See, e.g., Validian Corp., Exchange Act Release No. 94949, 2022 WL 1604398, at*

¹¹ Although broker-dealers cannot publish quotations of Grey Market securities, they can still be purchased and sold on the Grey Market through a broker-dealer network. *Publication or Submission of Quotations Without Specified Information (Final Rule)*, Exchange Release No. 34-89891 at 241 (September 16, 2020), 85 FR 68124, 68172 (Oct. 27, 2020) (the Commission does not "restrict investors from trading OTC securities without quotations on the grey market.").

*3 (May 19, 2022); *WorldNet, Inc. of Nevada*, Exchange Act Release No. 94391, 2022 WL 716097, at *2 - 3 (Mar. 9, 2022); *Brightlane Corp.*, Exchange Act Release No. 93855, 2021 WL 6105920 at *2 - 3 (December 22, 2021); *Piedmont Mining Co.*, Exchange Act Release No. 90998, 2021 WL 302893, at *3 (Jan. 27, 2021); *NXChain, Inc. f/k/a AgriVest America, Inc., et al.*, Exchange Act Release No. 87652, 2019 WL 6528959 at *2-3 (December 3, 2019); *Cirtran Corp., Conolog Corp., Blink Techs., Inc. (f/k/a Epunk, Inc.), & World Surveillance Grp., Inc.*, 2017 WL 1953457 at *8 (May 11, 2017) (ALJ Initial Decision) and Finality Order, Release No. 81533 (September 7, 2017).

Conclusion

For the reasons set forth above, the Division respectfully requests that the Commission revoke the registration of each class of MTWD's securities registered pursuant to Exchange Act Section 12(g). The Division further requests that the Commission expedite its consideration of this Motion and issue a final decision on or before January 2, 2022, prior to the effective date of Respondent's Form 15.

Dated: October 24, 2022

Respectfully submitted,

/s/ Samantha M. Williams

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COUNSEL FOR
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CERTIFICATE OF SERVICE

I hereby certify that a true copy of the Notice of Appearance of Samantha Williams and Sandhya C. Harris as Co-Counsel for Division of Enforcement was served on October 24, 2022, in the manner indicated below:

By eFap:

Office of the Secretary

By UPS:

METWOOD Inc. (aka EMERGE HEALTH INTERNATIONAL INC.)
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Mount Dora, FL
32757



Sandhya C. Harris