

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Rel. No. 59034 / December 1, 2008

Admin. Proc. File No. 3-13086

In the Matter of
WORLD ASSOCIATES, INC.

ORDER DISMISSING PROCEEDING

On July 2, 2008, administrative proceedings were instituted against World Associates, Inc. ("World Associates"), pursuant to Section 12(j) of the Securities Exchange Act of 1934. 1/ On July 22, 2008, World Associates filed with the Commission a Form 15-12G/A, pursuant to Rule 12g-4(a)(2) of the Exchange Act, 2/ seeking to deregister its securities voluntarily. In the Form 15-12G/A, World Associates certified that it sought termination based on Exchange Act Rule 12g-4(a)(2), which permits the termination of registration if the issuer certifies that the class of securities being deregistered is "held of record . . . by less than 500 persons, where the total assets of the issuer have not exceeded \$10 million on the last day of each of the issuer's most recent three fiscal years." In the Form 15-12G/A, World Associates certified that its approximate number of holders of record was 311, as of July 14, 2008. The Form 15-12G/A became effective automatically, upon the expiration of ninety days, on October 20, 2008.

On October 30, 2008, the Division of Enforcement filed a motion to dismiss the proceeding, based on the deregistration of World Associates's securities. 3/ We have determined

1/ 15 U.S.C. § 78l(j).

2/ 17 C.F.R. § 240.12g-4(a)(2).

3/ World Associates has not filed a response to the Division of Enforcement's motion.

to grant the Division's motion. World Associates no longer has a class of securities registered under Section 12 of the Exchange Act. Because revocation or suspension of registration are the only remedies available in this proceeding instituted pursuant to Exchange Act Section 12(j), we find it appropriate to dismiss the proceeding. ^{4/}

Accordingly, it is ORDERED that this proceeding be, and it hereby is, dismissed.

By the Commission.

Florence E. Harmon
Acting Secretary

^{4/} See TelecoBlue, Inc., Securities Exchange Act Rel. No. 58061 (June 30, 2008), __ SEC Docket ____ (dismissing Section 12(j) proceeding with respect to a respondent that "no longer ha[d] a class of securities registered under Section 12 of the Exchange Act"); Enamelon, Inc., Exchange Act Rel. No. 52956 (Dec. 15, 2005), 86 SEC Docket 2944 (same).