

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 73855 / December 16, 2014

Admin. Proc. File No. 3-16211

In the Matter of
GLOBAL GREEN, INC., NUTRITIONAL
HEALTH INSTITUTE LABORATORIES,
LLC, and DR. MEHRAN GHAZVINI

ORDER DISMISSING PETITION
FOR TERMINATION OF
SUSPENSION OF TRADING
SECURITIES

We dismiss the Petition for Termination of Suspension of Trading Securities (the "Petition") filed by Global Green, Inc.; Nutritional Health Institute Laboratories, LLC; and Dr. Mehran Ghazvini. The Petition is untimely under Rule of Practice 550.¹

On September 25, 2014, the Commission issued an order (the "Suspension Order") pursuant to Section 12(k) of the Securities Exchange Act of 1934 that suspended trading in the securities of Global Green, Inc. (GOGC) for ten days.² The Suspension Order stated that there was a lack of current and accurate information concerning the issuer and that "[q]uestions have arisen concerning the adequacy and accuracy of press releases concerning the company's operations."³ By the Suspension Order's terms, the trading suspension terminated on October 8, 2014. The Petition was filed on October 23, 2014, more than two weeks later (and almost a month after petitioners first were on notice of the Suspension Order's issuance).⁴

The disposition of the Petition is controlled by Rule of Practice 550. As we explained in our recent order in *Accredited Business Consolidators Corp.*, the "means for Commission review

¹ 17 C.F.R. § 201.550.

² 15 U.S.C. § 78l(k)(1).

³ *All Grade Mining, Inc.*, 2014 WL 4755265 (Sept. 25, 2014), 79 Fed. Reg. 58399 (Sept. 29, 2014).

⁴ On September 26, Global Green issued a press release "announc[ing] that the SEC halted trading in its common stock." Global Green, Inc., *Global Green Responds to SEC Action* (Sept. 26, 2014) (last visited December 16, 2014), available at <http://www.globalgreeninc.com/global-green-responds-to-sec-action>. On October 3, five days before the suspension's termination, Global Green filed a Form 8-K, signed by Dr. Ghazvini (who also is the controlling shareholder of Nutritional Health Institute Laboratories, which in turn is the majority shareholder of Global Green), stating that the company "received written notice" of the Suspension Order on September 30 and "intend[ed] to follow appropriate appellate procedures." We take official notice of the Form 8-K pursuant to Rule of Practice 323, 17 C.F.R. § 210.323.

of a Section 12(k)(1)(A) order set forth in our Rules of Practice is the filing of a petition pursuant to Rule 550(a) 'requesting that the [summary] suspension be terminated' while the suspension order is still in effect."⁵ A Rule 550 petition must present reasons why the "suspension of trading should not continue."⁶ If the suspension is no longer in effect when the petition is filed, the petition is untimely and review of the temporary suspension order is not available.⁷ The time limit imposed by Rule 550 promotes the important interests of efficiency and finality in the administrative process, which we have recognized in a variety of other contexts.⁸

We apply Rule 550 here, as we did in *Accredited Business Consolidators*. Petitioners had the opportunity to pursue relief from the trading suspension but failed to timely avail themselves of it.⁹ They assert that the Suspension Order was not specific enough to enable them to prepare a meaningful response in that it did not "identify the press releases that are objectionable" or "identify . . . what is inadequate or inaccurate" about them.¹⁰ The procedurally proper way to raise such objections would be to file a timely petition for termination under Rule 550 before the suspension's expiration, as required by our Rules of Practice. Indeed, the Petition requests that the Commission identify the "inadequacies and/or inaccuracies" in the press releases and give petitioners the opportunity to file a supplemental brief before disposing of the matter; nothing stood in the way of petitioners seeking the identical relief from the Commission in a *timely* filed

⁵ Exchange Act Release No. 73420, 2014 WL 5386875, at *1 (Oct. 23, 2014) (alteration in original).

⁶ 17 C.F.R. § 201.550(a).

⁷ *Accredited Business Consolidators*, 2014 WL 5386875, at *2. As in *Accredited Business Consolidators*, "we do not address whether or how relief might be sought with respect to any of the potentially continuing collateral consequences of an already expired temporary suspension order" because petitioners have not requested any such relief. *Id.* at *2 n.19.

⁸ See, e.g., *Walter V. Gerasimowicz*, Exchange Act Release No. 72133, 2014 WL 1826641, at *2 & nn.18-19 (May 8, 2014) ("[S]trict compliance with filing deadlines facilitates finality and encourages parties to act timely in seeking relief.") (quotation marks omitted); *Pennmont Sec.*, Exchange Act Release No. 61967, 2010 WL 1638720, at *4 & n.21 (Apr. 23, 2010) (similar); *accord Talamantes-Penalver v. INS*, 51 F.3d 133, 137 (8th Cir. 1995) (stating that agency had a "significant" interest in "limiting the time for filing appeals" to a ten-day period).

⁹ See *supra* note 4. Petitioners do not attempt to justify the late filing of the Petition, so we have no occasion to decide what, if any, circumstances would warrant Commission consideration of an otherwise untimely petition.

¹⁰ Cf. *SEC v. Sloan*, 436 U.S. 103, 112 (1978) (holding that Section 12(k) statutorily confers upon the Commission "the power to summarily suspend trading in a security . . . without any . . . findings based upon a record").

petition.¹¹ If the Commission found it warranted, it could have cured any alleged procedural defect.¹²

We have determined to dismiss the Petition on the ground of untimeliness and without considering the substance of the arguments asserted therein. We find that our decisional process would not be significantly aided by holding a hearing on the matter.¹³ Accordingly, it is ORDERED that the Petition for Termination of Suspension of Trading Securities is DISMISSED.

By the Commission.

Brent Fields
Secretary

¹¹ See Rule of Practice 550(b), 17 C.F.R. § 201.550(b) (providing that the Commission has discretion to "request[] additional written submissions" prior to resolving a Rule 550 petition).

¹² E.g., *Singh v. Dep't of Homeland Security*, 526 F.3d 72, 77 (2d Cir. 2008) (requiring claim regarding alleged "lack of specificity" in notice initiating removal proceedings to be presented to the agency); *Green v. Baughman*, 214 F.2d 878, 878 (D.C. Cir. 1954) (per curiam) (requiring petitioner to present claim that "charges served on [him] by his agency lacked specificity" to the agency for "administrative determination in the first instance"); cf. *Woodford v. Ngo*, 548 U.S. 81, 89 (2006) (explaining that encouraging parties to properly exhaust the "administrative procedure may produce a useful record for subsequent judicial consideration") (quotation marks omitted).

¹³ We deny petitioners' motion for hearing. Citing *SEC v. Sloan*, *supra* note 10, petitioners assert that due process requires an opportunity for a hearing whenever a trading suspension exceeds ten days in duration. Their reliance on *Sloan* is misplaced, as the Court held only that trading suspensions summarily issued under Section 12(k) are statutorily limited to a single, ten-business-day period based on any single set of circumstances. The Suspension Order comports with *Sloan*: It expired on October 8, ten business days after issuance and two weeks before the Petition was filed. Petitioners' motion to expedite is denied as moot.