

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 91539 / April 12, 2021

Admin. Proc. File No. 3-19646

In the Matter of UNITED CITY CORP. and WORLDWIDE INTERNET MARKETING, INC.

ORDER REGARDING SERVICE AS TO UNITED CITY CORP.

The Securities and Exchange Commission (“Commission”) issued an Order Instituting Proceedings (“OIP”) on January 10, 2020, pursuant to Section 12(j) of the Securities Exchange Act of 1934, against respondents United City Corp. and Worldwide Internet Marketing, Inc. (collectively, “Respondents”).¹ On December 21, 2020, the Division of Enforcement filed a motion requesting that the Commission find Respondents in default for not filing answers and that it revoke the registration of their securities based on the record and the allegations in the OIP. The motion included a Declaration of Gina Joyce, which stated that, pursuant to Commission Rule of Practice 141(a)(2)(ii), service was made on United City Corp. on January 15, 2020, by mailing the OIP “to the address shown on its most recent EDGAR filing.”

On March 18, 2021, the Commission issued an order regarding service as to United City Corp., which noted that the Commission’s EDGAR database does not reflect any filings by that issuer.² The order thus directed the Division to “file a status update that attaches (1) a corrected declaration regarding its service of the OIP on United City Corp. (which does not refer to an ‘EDGAR filing’), (2) United City Corp.’s most recent filing with the Commission (for the purpose of establishing service pursuant to Rule of Practice 141(a)(2)(ii)), and (3) United City Corp.’s most recent periodic filing with the Commission (which is referenced in the OIP).”³ The Division’s response to the order attached (1) United City Corp.’s annual report for the year ended December 31, 1988 on Form 10-K, which was received by the Commission on September 27, 1989; (2) a delinquency letter sent to United City Corp. by the Division of Corporation Finance

¹ *United City Corp.*, Exchange Act Release No. 87936, 2020 WL 122740 (Jan. 10, 2020).

² *United City Corp.*, Exchange Act Release No. 91353, 2021 WL 1043142 (Mar. 18, 2021).

³ *Id.* at *1.

dated May 31, 2016; (3) and the declaration of Gina Joyce that the Division had previously filed with its motion for default that attempted to establish service of the OIP upon Respondents.⁴

The Division's response does not provide the items requested by the Commission's March 18, 2021 order. Rule of Practice 141(a)(2)(ii) permits service upon "an issuer of a class of securities registered with the Commission, by sending a copy of the [OIP] addressed to the most recent address shown on *the entity's most recent filing with the Commission* by U.S. Postal Service certified, registered, or express mail and obtaining a confirmation of attempted delivery."⁵ According to the Division's declaration, "United City's last filing with the Commission" was "a Form 8-K filed with the Commission on January 5, 1990," and it was from this filing that the service address for the OIP was taken. Instead of providing this filing, the Division's response attached a Form 10-K from United City Corp. filed with the Commission in 1989.⁶ Accordingly, by April 26, 2021, the Division is again ordered to file a status update which attaches United City Corp.'s most recent filing with the Commission.

The parties' attention is called to the Commission's March 18, 2020 order regarding the filing and service of papers, which provides that pending further order of the Commission parties to the extent possible shall submit all filings electronically at apfilings@sec.gov.⁷ Also, the

⁴ It appears that the Division's response, which was sent to the apfilings@sec.gov inbox and was not accompanied by a certificate of service, failed to comply with Rules of Practice 150 and 151(d), which require that parties serve papers on each other and that papers filed with the Commission be accompanied by a certificate of service. *See* 17 C.F.R. §§ 201.150, .151(d). The Division is reminded that future filings, including its response to this order, should comply with these rules. *See RARAN Corp.*, Exchange Act Release No. 91513, 2021 WL 1316877, at *1 (Apr. 8, 2021) ("The Division should not send communications to the apfilings@sec.gov email account without serving the communications on the other parties.").

⁵ 17 C.F.R. § 201.141(a)(2)(ii) (emphasis added).

⁶ According to the OIP, this Form 10-K is not United City Corp.'s most recent periodic filing, and it is therefore also not responsive to the March 18, 2021 order's request for United City Corp.'s most recent periodic filing with the Commission in addition to its most recent filing with the Commission. *See United City Corp.*, 2020 WL 122740, at *1 ("United City is delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-Q for the period ended September 30, 1989.").

⁷ *See Pending Administrative Proceedings*, Exchange Act Release No. 88415, 2020 WL 1322001 (March 18, 2020), <https://www.sec.gov/litigation/opinions/2020/33-10767.pdf>.

Commission's Rules of Practice were recently amended to include new e-filing requirements, which take effect on April 12, 2021.⁸

For the Commission, by the Office of the General Counsel, pursuant to delegated authority.

Vanessa A. Countryman
Secretary

⁸ *Amendments to the Commission's Rules of Practice*, 85 Fed. Reg. 86,464, 86,474 (Dec. 30, 2020); *see also* *Amendments to the Commission's Rules of Practice*, Exchange Act Release No. 90442, 2020 WL 7013370 (Nov. 17, 2020); *Instructions for Electronic Filing and Service of Documents in SEC Administrative Proceedings and Technical Specifications*, <https://www.sec.gov/efapdocs/instructions.pdf>. The amendments also impose other obligations on parties to administrative proceedings such as a new redaction and omission of sensitive personal information requirement. *Amendments to the Commission's Rules of Practice*, 85 Fed. Reg. at 86,465–81.