

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 95598 / August 25, 2022

Admin. Proc. File No. 3-20916

In the Matter of

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

ORDER

On June 30, 2022, the Securities and Exchange Commission issued an Order Instituting Administrative Proceedings (“OIP”) against Ihsan Dariush Ibrahim Gholizadeh Inc. and Ihsan Dariush Ibrahim Gholizadeh Transfer Trust (collectively, “Respondents”) pursuant to Section 17A(c)(3) of the Securities Exchange Act of 1934.¹ The OIP directed Respondents to file an answer to the allegations contained therein within 20 days of service of the OIP.²

On August 3, 2022, the Division of Enforcement filed a status report reflecting that, on July 8, 2022, it served the OIP on each Respondent by certified mail at the address listed on its most recent registration form, pursuant to Rule of Practice 141(a)(2)(iii), which provides that service on a registered transfer agent “may be made . . . by sending a copy of the order addressed to the most recent business address shown on the person’s registration form by U.S. Postal Service certified . . . mail and obtaining a confirmation of attempted delivery.”³ The status report also provided evidence that Ihsan Dariush Ibrahim Gholizadeh (“Gholizadeh”) signed for delivery of each OIP and represented that Gholizadeh signed the registration forms on Form TA-1 for Respondents and is listed as the CEO of Respondent Ihsan Dariush Ibrahim Gholizadeh Inc. and the Treasurer of Respondent Ihsan Dariush Ibrahim Gholizadeh Transfer Trust.

Attached to the status report was a document signed by Gholizadeh on July 8, 2022, and titled “Acknowledgment and Acceptance of ‘Commissions’ Offer Compel[ing] Respondents’ Performance; Confession and Avoidance; Order for Commission to Cancel Transfer Agent Registration Pursuant to Section 17A(c)(4)(B) of the Act” (“Response to the OIP”). The Response to the OIP acknowledges Respondents’ non-compliance with transfer agent reporting

¹ *Ihsan Dariush Ibrahim Gholizadeh Inc., and Ihsan Dariush Ibrahim Gholizadeh Transfer Trust*, Exchange Act Release No. 95184, 2022 WL 2357046 (June 30, 2022).

² *Id.* at *4.

³ *See* 17 C.F.R. § 201.141(a)(2)(iii).

requirements and “requests the cancelation, termination of Transfer Agent Registration and ALL connected and subsequent filings.” The Response to the OIP was sent by mail to the Commission’s Office of the Secretary, and we construe it as Respondents’ answer to the OIP.⁴

On August 15, 2022, the Division filed a motion requesting an extension of time to file a motion for ruling on the pleadings.⁵ The motion represents that the Division has been unsuccessful in communicating with Gholizadeh by email and that, on August 10, 2022, it sent a letter by mail to Gholizadeh offering to discuss settlement. The motion requests an extension of the deadline to file any motion for ruling on the pleadings to October 17, 2022.⁶

Accordingly, it is ORDERED that the prehearing conference and the hearing are continued indefinitely, that the parties file a status report concerning settlement negotiations and any other developments in the case by December 19, 2022, and that the deadline for filing a motion for a ruling on the pleadings is extended to December 19, 2022. We note that, if a settlement does not occur, the Division should consider whether a motion for a ruling on the pleadings or for summary disposition is the appropriate course to request remedial relief.⁷

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

Vanessa A. Countryman
Secretary

⁴ See 17 C.F.R. § 201.151(b) (providing that filings must be directed to the Commission’s Secretary), .152(a) (allowing filing by mail in limited circumstances).

⁵ See 17 C.F.R. § 201.250(a) (stating that “any party may move for a ruling on the pleadings on one or more claims or defenses, asserting that, even accepting all of the non-movant’s factual allegations as true and drawing all reasonable inferences in the non-movant’s favor, the movant is entitled to a ruling as a matter of law”).

⁶ See *id.* (requiring that a motion for a ruling on the pleadings be made “[n]o later than 14 days after a respondent’s answer has been filed”).

⁷ See *ERHC Energy, Inc.*, Exchange Act Release No. 90517, 2020 WL 6891409 (Nov. 24, 2020) (denying a motion for ruling on the pleadings aimed at achieving revocation of the registrations of securities); *Healthway Shopping Network*, Exchange Act Release No. 89374, 2020 WL 4207666 (July 22, 2020) (same); see also 17 C.F.R. § 201.250(c) (providing that the movant need only “show that there is no genuine issue with regard to any material fact and that the movant is entitled to summary disposition as a matter of law”).