

UNITED STATES OF AMERICA  
before the  
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934  
Release No. 96280 / November 9, 2022

Admin. Proc. File No. 3-20980

In the Matter of  
  
METWOOD INC.  
(A/K/A EMERGE HEALTH INTERNATIONAL INC.)

ORDER GRANTING EXTENSION OF TIME

The Securities and Exchange Commission (“Commission”) issued an Order Instituting Proceedings (“OIP”) on August 18, 2022, pursuant to Section 12(j) of the Securities Exchange Act of 1934, against Metwood Inc. (a/k/a Emerge Health International Inc.) (“Respondent”).<sup>1</sup> Respondent was served with the OIP on August 20, 2022, and its answer to the OIP was due ten days later.<sup>2</sup> As of the date of this order, Respondent has not filed an answer.

On October 11, 2022, the Commission issued an order that Respondent show cause by October 25, 2022, why the registration of its securities should not be revoked by default due to its failure to file an answer and to otherwise defend this proceeding.<sup>3</sup> As of the date of this order, Respondent has not filed a response to the order to show cause.

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<sup>1</sup> *Metwood Inc.*, Exchange Act Release No. 95538, 2022 WL 3575926 (Aug. 18, 2022).

<sup>2</sup> *Id.* at \*2; Rules of Practice 151(a), 160(b), 220(b), 17 C.F.R. §§ 201.151(a), 201.160(b), 201.220(b).

<sup>3</sup> *Metwood Inc.*, Exchange Act Release No. 96020, 2022 WL 6981558 (Oct. 11, 2022). The order to show cause also noted that on October 5, 2022, Respondent had filed a Form 15 to terminate the registration of its securities under Exchange Act Section 12(g). *Id.* at \*1 n.3. But the order to show cause informed Respondent that it may be deemed to be in default and the registration of its securities revoked before its Form 15 becomes effective if it does not file an answer or otherwise respond to the show cause order. *Id.* On October 24, 2022, the Division of Enforcement filed a motion for default and for expedited consideration of its motion.

On October 24, 2022, William Eilers, Esq., sent Commission staff an email, which the Office of the Secretary added to the record as a motion for an extension of time.<sup>4</sup> Eilers represented that he was “engaged by the issuer as of today” and was “asking for an extension of ten days from today, December 24, 2022 [sic] to respond to the recent request for Order to Show Cause.”<sup>5</sup> The Division did not file an opposition to Eilers’s emailed extension request.

Under the circumstances, we have determined that it is appropriate for good cause shown to grant a ten-day extension of time for Respondent to respond to the order to show cause.<sup>6</sup> However, if Eilers continues to represent Respondent, he is reminded of his obligation to file a notice of appearance pursuant to Rule of Practice 102(d)(2),<sup>7</sup> as well as his obligation to comply with the filing requirements of the Rules of Practice, including the electronic filing requirements.<sup>8</sup> Respondent is similarly reminded of its own obligation to adhere to the Rules of Practice, regardless of whether it retains Eilers or another attorney or proceeds pro se.<sup>9</sup>

Accordingly, it is ORDERED that the time for Respondent to file a response to the order to show cause is extended to November 21, 2022. Respondent’s submission shall address the reasons for its failure to timely file an answer and include a proposed answer to be accepted in the event that the Commission does not enter a default against it.

If Respondent fails to respond to the order to show cause, it may be deemed in default, the proceeding may be determined against it, and the registration of its securities may be

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<sup>4</sup> We remind the parties that their filings must comply with the Rules of Practice. The electronic filing requirements are described in the *Amendments to the Commission’s Rules of Practice*, Exchange Act Release No. 90442, 2020 WL 7013370 (Nov. 17, 2020), 85 Fed. Reg. 86,464, 86,465-81 (Dec. 30, 2020), <https://www.sec.gov/rules/final/2020/34-90442a.pdf> and *Instructions for Electronic Filing and Service of Documents in SEC Administrative Proceedings and Technical Specifications*, <https://www.sec.gov/efapdocs/instructions.pdf>. The rules require the redaction or omission of sensitive personal information. 85 Fed. Reg. at 86,465-81.

<sup>5</sup> We assume that the reference to December rather than October 24, 2022, was a typo.

<sup>6</sup> See Rule of Practice 161(a)-(b)(1), 17 C.F.R. § 201.161(a)-(b)(1); *In re Pending Administrative Proceedings*, Securities Act Release No. 10767, 2020 WL 1322001 (Mar. 18, 2020), <https://www.sec.gov/litigation/opinions/2020/33-10767.pdf> (providing that, pending further order of the Commission, reasonable requests for extensions of time will not be disfavored as stated in Rule 161).

<sup>7</sup> 17 C.F.R. § 201.102(d)(2).

<sup>8</sup> See *supra* note 4. We instruct the Office of the Secretary to forward a copy of this order to Eilers’s email address. However, Eilers should not expect to be served with any future orders entered in this proceeding unless he files a notice of appearance.

<sup>9</sup> See *Micah J. Eldred*, Exchange Act Release No. 96083, 2022 WL 9195015, at \*2 n.12 (Oct. 14, 2022) (noting that even unrepresented parties are expected to comply with our rules).

revoked.<sup>10</sup> Upon review of the filings in response to this order, the Commission will either direct further proceedings by subsequent order or issue a final order resolving the matter.

The parties' attention is again directed to the most recent amendments to the Commission's Rules of Practice, which took effect on April 12, 2021, and which include e-filing requirements.<sup>11</sup>

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

Vanessa A. Countryman  
Secretary

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<sup>10</sup> Rules of Practice 155, 180, 17 C.F.R. §§ 201.155, 201.180; *see Metwood*, 2022 WL 3575926, at \*2 (“If Respondent fails to file the directed Answer, . . . [it] may be deemed in default and the proceedings may be determined against [it] . . .”).

<sup>11</sup> *See supra* note 4.