UNITED STATES OF AMERICA

BEFORE THE

SECURITIES AND EXCHANGE COMMISSION

In the Matter of the Application of	§	
GOOD VIBRATION SHOES, INC.	§	**ADMINISTRATIVE PROCEEDING**
For Review of Action Taken by	§	
FINRA	§	
Administrative Proceeding No. 3-19238	§	

REPLY TO FINRA'S OPPOSITION TO THE APPL,ICATION FOR

GOOD VIBRATION SHOES, INC.

FOR REVIEW OF ACTION TAKEN BY FINRA

M. Richard Cutler
Attorney for Petitioner
Texas Bar No. 05298500
6575 West Loop South, Suite 500
Bellaire, TX 77401
(713) 888-0040 (telephone)
(713) 581-7150 (facsimile)
rcutler@cutlerlaw.com

September 17, 2020

RESPONSIVE ARGUMENTS

This matter involves an appeal from a determination by the Financial Industry Regulatory Authority ("FINRA"). On March 20, 2019 (18 months ago), Applicant, Allied Corp. (previously Good Vibration Shoes, Inc.) ("GVSI"), submitted an application to FINRA to complete a name change, obtain a new symbol, and conduct a reverse stock exchange pursuant to a merger, pursuant to FINRA Rule 6490. After months and months of delays, FINRA determined the application was deficient on June 21, 2019. Applicant filed an appeal to the Uniform Practice Committee of FINRA (the "Committee") on June 27, 2019. On August 16, 2019, while violating the time requirements of Rule 6490, the Committee affirmed FINRA's determination. The Company timely filed an application for reversal of FINRA's deficiency determination on August 22, 2019.

With respect to the majority of arguments in its application, the Company stands by the discussion and authorities set forth in the application. Further responsive discussion responsive to FINRA's opposition is otherwise briefly referenced below.

FINRA BLATANTLY FAILS TO PROTECT INVESTORS AND THE "PUBLIC INTEREST" BY THE DENIAL OF THE APPLICATION

FINRA's opposition screams in opposition to its established purpose which is "to protect investors and ensure the market's integrity," As set forth in its application, the Company makes clear that FINRA's actions in this matter are egregious, inconsistent, unlawful and clearly intended to HARM investors and destroy the Company.

The purported denial is due to the Company's inability to file certain public securities law filings more than SEVEN YEARS AGO, at a time when the Company's business had been failing and funding for such filings was not possible. As a result the Company filed a Form 15 to terminate reporting.

It is common sense that investors today could care less about filings from seven years ago for a business that resembled nothing of the Company today. How is that protecting investors? How is that protecting the public interest of raising capital and growing business?

At the outset, FINRA's actions have effectively already murdered the Company and destroyed investment by its shareholders and other investors. Not surprisingly given the exceptionally lengthy timeframe of FINRA's actions (and inactions), the corporate actions initially proposed by the Company have long ago been abandoned. Initial Investors who funded significant operations now see their investments as worthless. Investors who intended to fund the Company have disappeared and invested elsewhere. The Company's many shareholders have essentially all lost their investment in the Company. Essentially, it is simply not possible for a corporate transaction in the real world (unlike FINRA's world) to exist for more than 18 months without resolution. No rational investor continues in that fashion.

Nevertheless, despite pleas in their opposition from FINRA, this appeal action is far from moot. Investors have truly been harmed and require redress. Absent appropriate conclusion the Company could not take further action or file further corporate action requests through FINRA as they would by cost-prohibitive and given FINRA's position essentially pointless. Action on this matter by the commission is required to assure that this Company does not simply disappear with investors losing all of their investment or potential for recovery.

FINRA acknowledges in their opposition that Rule 6490 requires that denial of a corporate action can only be established if it is "necessary for protection of investors, the public interest and to maintain fair and orderly markets." *See* Opposition Brief Page 4 and FINRA Rule 6490. FINRA argues that "The Commission must dismiss GVSI's appeal if it finds that: (1) the specific grounds on which FINRA based its denial exist in fact; (2) the denial was in accordance with FINRA rules; and (3) those

rules are, and were applied in a manner, ***consistent with the purposes of the Exchange Act***" *See* Opposition Brief Page 10 [emphasis added]. FINRA also acknowledges that the denial is based solely on failure to file periodic reports from 2008 to 2013 prior to filing a Form 15, a period which is seven years ago and which related to a very different business and market for the Company. How could information allegedly missing from so long ago have any impact whatsoever on investors or the market? How does that have any relation to the "purposes of the Exchange Act" which are to provide ***current*** information to investors and prevent fraud? Instead, it is and has been the actions of FINRA is the denial of the corporate action which has damaged and harmed investors and thrown in the face concepts of public good through permitting companies to properly access capital markets and grow their businesses.

FINRA argues that its judgment and discretion in determining denial will not be replaced by the judgment of the Commission "***unless [FINRA's} decision is unsupported by the record."*** See Opposition Brief page 18 citing *Positron*, 2015 SEC LEXIS 442 at 24-25 and *mPhase,* 2015 SEC LEXIS 398 at 20. FINRA argues that the record here fully supports FINRA's denial. Nothing could be further from the truth – the record strongly argues that FINRA has acted arbitrarily relative to filings from seven years ago and with complete disregard for investors and the Company.

FINRA's denial is therefore punishment and harm to current shareholders for ancient, immaterial and far from "current" disclosure to GVSI's shareholders, and should be reversed.

THE CURRENT ISSUER MAKING THE ACTION IS NOT EVEN THE SAME COMPANY THAT DID NOT MAKE FILINGS ELEVEN YEARS AGO BECAUSE OF A HOLDING COMPANY RESTRUCTURE

Further, as set forth in significantly more detail in the Company's application, this issuer completed a three party merger pursuant to which it now is structured with a holding company structure,

such that even under applicable securities laws it would NOT be responsible for any past filing deficiencies. FINRA not only misreads those rules, but has also repeatedly acted inconsistently with respect to corporate action requests essentially identical to the Company's action – granting for this particular counsel at least four such applications before denying this one (which quite frankly has disclosure issues far longer ago than those which FINRA approved). Other counsel has also had numerous such structures approved by FINRA.

Contrary to FINRA's opposition, the Company has not undertaken a "tortured" interpretation of Rule 12g-3. Effectively, the Company is simply not a "successor issuer" required to continue prior company filings. In reality, under Rule 12g-3 a "successor issuer" is an entity which follows a merger of a company into another company, with that company obtaining the reporting status. As set forth in the application, the Company completed a three party structure resulting in the public company becoming a holding company for a subsidiary. That holding company simply does not have the obligation of the previous public company but rather begins anew with disclosure obligations.

FINRA's opposition even misreads the provisions of Exchange Act 12g-3(b) to argue that the Company has a registration obligation through this language: "Where in connection with a succession by merger, consolidation, exchange of securities, acquisition of assets or otherwise, securities of an issuer that are not already registered . . . are issued to the holders of any class of securities of another issuer ***that is required to file a registration statement*** . . . but has not yet done so, the duty to file such statement shall be deemed to have been assumed by the issuer of the class of securities so issued." 17 C.F.R. § 240.12g-3(b) [emphasis supplied]. FINRA makes no mention that under those rules the Company would NOT be required to file a registration statement because it did not and does not meet the shareholder requirement.

Further FINRA correctly notes the requirements of Rule 12g-3(g) that ""[a]n issuer that is deemed to have a class of securities registered pursuant to [S]ection 12 of the [Exchange] Act . . . shall file an annual report for each fiscal year ***beginning on or after*** the date as of which the succession occurred." 17 C.F.R. § 240.12g-3(g) [emphasis supplied]. Clearly even that rule is mistakenly read by FINRA as it does not require filings from seven years ago.

This transaction was structured identically to other entities after significant discussions with Larry Spirgel, Assistant Director of the U.S. Securities and Exchange Commission regarding succession-related issues under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), arising from circumstances identical to the hereinafter described reorganization of CareX into a holding company structure (the "Reorganization"). *See, e.g.* NUGL, Inc. (symbol "NUGL"), Joey New York, Inc. (symbol "JOEY") and Petlife Pharmaceuticals, Inc. (symbol "PTLF").

It abundantly clear that the Company is not the surviving or resulting corporation but that of a newly created parent holding company under Section 251(a) of the Delaware Act. As stated, the parent holding company formation was done in compliance with the Delaware Act and the parent, Good Vibration Shoes, Inc. (GVSI), is not a successor or survivor. The Statute is very clear and exacting as to the procedure and results, whereby Landmark Merger Sub was newly formed under Section 251(g) and only become the Parent and not a successor under Section 251(g). FINRA misreads previous precedent in the opposition. There is simply no administrative ruling, case law, no action letter, or other opinion that is in contradiction to the propriety of the action taken in this Reorganization or the results of the parent/holding company formation.

In addition, FINRA cites Exchange Act Rule 12g-3(g) for the proposition that periodic filing requirements apply for issuers such as GVSI. GVSI does NOT disagree that it would be required to

file reports SUBSEQUENT to the reorganization transaction. The Company had and continues to have every intention of completing subsequent reports. It has not been economically prudent to spend the required legal and accounting funds subsequent to this action by FINRA while this appeal is pending.

We believe that there can be no other conclusion. Landmark Merger Sub (renamed Landmark Technology Group, Inc.) has no obligation to file any delinquent filings with the Commission under Rules 12g-3 and 12b-2 in light of the fact of the parent/holding company formation, namely the Reorganization, and in light of the fact that there were less than 300 shareholders.

FINRA FAILED TO FOLLOW RULE 6490 IN ITS APPEAL AND DETERMINATION AND MUST THEREFORE PROCEED WITH THE ACTION

Finally, FINRA's actions were not only outrageous and egregious in the extraordinarily lengthy amount of time and irrational requests taken for the review of the action prior to their denial, but they failed to follow their own rules in the appeal to their internal committee. After more than 18 months of intentional delay in processing the action, FINRA failed to rule on the appeal within the month timeline set forth in the Rule. That of its own should require approval of the Company's request.

CONCLUSION

For all of the foregoing reasons, we respectfully request that the Commission reverse the decision of the DOP and FINRA in favor of Respondents.

Respectfully submitted,

September 16, 2020

_____

M. Richard Cutler
Attorney for Petitioner
Texas Bar No. 05298500
6575 West Loop South, Suite 500
Bellaire, TX 77401
713-888-0040

rcutler@cutlerlaw.com

CERTIFICATE OF SERVICE

I, M. Richard Cutler, certify that on September 16, 2020, I caused a copy of Eyecity.com's Reply to FINRA's Opposition to Application for Review to be served via electronic mail on:

Vanessa Countryman, Secretary
Securities and Exchange Commission
100 F Street, NE, Room 10915
Washington, DC 20549-1090

And electronic mail on:

Jante Turner
Associate General Counsel
FINRA – Office of General Counsel
1735 K Street NW
Washington, DC 20006
Jante.turner@finra.org

Respectfully submitted,

September 16, 2019

_____

M. Richard Cutler
Attorney for Petitioner
Texas Bar No. 05298500
6575 West Loop South, Suite 500
Bellaire, TX 77401
713-888-0040
rcutler@cutlerlaw.com