

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 90873 / January 7, 2021

Admin. Proc. File No. 3-19638

In the Matter of

FRANKLIN SCIENTIFIC, INC. and GOODWELL INC.

ORDER TO SHOW CAUSE

The Securities and Exchange Commission (“Commission”) issued an Order Instituting Proceedings (“OIP”) on January 9, 2020, pursuant to Section 12(j) of the Securities Exchange Act of 1934, against Franklin Scientific, Inc. and Goodwell 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 each class of their securities based on the record and the allegations in the OIP. The motion included a Declaration of Gina Joyce, which stated that, consistent with Rule 141(a)(2)(ii) of the Commission’s Rules of Practice,² service of the OIP was made on Franklin Scientific, Inc. on January 13, 2020, and service of the OIP was made on Goodwell Inc. on January 27, 2020.

As stated in the OIP, Respondents’ answers were required to be filed within ten days of service of the OIP.³ As of the date of this order, Respondents have not filed answers. The prehearing conference and the hearing are thus continued indefinitely.

¹ *Franklin Sci., Inc.*, Exchange Act Release No. 87916, 2020 WL 108466 (Jan. 9, 2020).

² 17 C.F.R. § 201.141(a)(2)(ii); *see also* Rule of Practice 141(a)(2)(iv), 17 C.F.R. § 201.141(a)(2)(iv) (providing that service may be made upon foreign corporations or entities in a foreign country” by “[a]ny method specified in” Rule 141(a)(2)(ii) “that is not prohibited by the law of the foreign country”); *Ortega Dominguez v. Pyrgia Shipping Corp.*, No. Civ. A. 98-529, 1998 WL 310777, at *3 (E.D. La. June 11, 1998) (holding that “service of process by mail on a Greek defendant is permitted pursuant to Article 10(a)” of the Hague Convention “because Greece has not specifically objected to this provision”).

³ *Franklin Sci.*, 2020 WL 108466, at *2; Rules of Practice 151(a), 160(b), 220(b), 17 C.F.R. §§ 201.151(a), 201.160(b), 201.220(b).

Accordingly, Respondents are ORDERED to SHOW CAUSE by January 21, 2021 why the registrations of their securities should not be revoked by default due to their failure to file an answer and to otherwise defend this proceeding. When a party defaults, the allegations in the OIP will be deemed to be true and the Commission may determine the proceeding against that party upon consideration of the record without holding a public hearing.

If Respondents fail to respond to this order to show cause, they may be deemed in default, the proceeding may be determined against them, and the registration of their securities may be revoked.⁴ 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 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.⁵

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

Vanessa A. Countryman
Secretary

⁴ Rules of Practice 155, 180, 17 C.F.R. §§ 201.155, 201.180; *see Franklin Sci.*, 2020 WL 108466, at *2 (“If Respondents fail to file the directed Answers, . . . [they] may be deemed in default and the proceedings may be determined against them . . .”).

⁵ *See Pending Administrative Proceedings*, Exchange Act Release No. 88415, available at <https://www.sec.gov/litigation/opinions/2020/33-10767.pdf>.