

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING

File No. 3-19387

In the Matter of

**A La Carte Charts Corp.,
Iron Sands Corp., and
TOPAW, Inc.,**

Respondents.

**DIVISION OF ENFORCEMENT'S
MOTION FOR DEFAULT
AND BRIEF IN SUPPORT**

The Division of Enforcement ("Division"), pursuant to Commission Rules of Practice ("Rules") 154(a) and 155(a)(2), respectfully moves the Securities and Exchange Commission ("Commission") for an order entering a default against A La Carte Charts Corp. ("A La Carte") (CIK No. 1672900), Iron Sands Corp. ("Iron Sands") (CIK No. 1527727), and TOPAW, Inc. ("TOPAW") (CIK No. 1317456) (collectively "Respondents") in this proceeding and ordering the revocation of the registration of each class of Respondents' securities registered pursuant to Section 12 of the Securities Exchange Act of 1934 ("Exchange Act").

Argument

On August 28, 2019, the Commission issued an Order Instituting Proceedings ("OIP") against Respondents, each of which have securities registered with the Commission under Section 12(g) of the Exchange Act. The OIP alleges the Respondents are delinquent in filing their mandated periodic reports. Because each of the Respondents failed to answer or otherwise respond to the OIP, the Division now seeks entry of an order finding respondents A La Carte, Iron Sands, and TOPAW to be in default in this proceeding and revoking the

registration of their securities.

Rule 220(b) states that where an answer is required to be filed by rule or order, the respondent "shall do so within 20 days after service upon the respondent of the order instituting proceedings" unless a different period is provided by rule or order. Here, the OIP requires "an Answer [to be filed] to the allegations contained in this Order within ten (10) days after service of this Order." OIP at IV. Rule 160(a) provides that Saturdays, Sundays and federal legal holidays are to be counted as part of the ten-day period, and Rule 160(b) extends that time by three days if service is made by mail.

The Declaration of Leslie Kazon to Assist Secretary with Record of Service and in Support of Division's Motion for Default submitted herewith (cited as "Kazon Decl.") establishes that, on August 30, 2019, service upon A La Carte was attempted by Express Mail delivery at the address provided in A La Carte's last EDGAR filing with the Commission, in accordance with Rule 141(a)(2)(ii). A La Carte's answer to the OIP was therefore due no later than September 12, 2019. However, A La Carte has not filed an answer or made any other response to the OIP in this proceeding. Kazon Decl. ¶¶ 2, 3.

The Kazon Declaration also establishes that, on August 30, 2019, service of the OIP upon Iron Sands was attempted by Express Mail delivery at the address provided in Iron Sands' last EDGAR filing with the Commission, in accordance with Rule 141(a)(2)(ii). Iron Sands' answer to the OIP was therefore due no later than September 12, 2019. However, Iron Sands has not filed an answer or made any other response to the OIP in this proceeding. Kazon Decl. ¶¶ 2, 4.

The Kazon Declaration additionally establishes that, on August 30, 2019, service of the OIP upon TOPAW was made by Express Mail delivery at the address provided in

TOPAW's last EDGAR filing with the Commission, in accordance with Rule 141(a)(2)(ii). TOPAW's answer was therefore due no later than September 12, 2019. However, TOPAW has not filed an answer or made any other response to the OIP in this proceeding. Kazon Decl. ¶¶ 2, 5.

As the OIP alleges (and the Commission's records show), the Respondents are delinquent in their filings with the Commission and have been delinquent for over two years or, in TOPAW's case, for over thirteen years. *See* Rule 155(a) ("the allegations of [the OIP] may be deemed true" if the party fails to "[t]o answer...or otherwise defend the proceeding"). *See also Knowledgebroker, Inc.*, Exchange Act Release No. 88187, 2020 SEC LEXIS 422, *5 (Feb 12, 2020) (Comm. opinion finding it appropriate to deem the allegations of the OIP true because of the respondents' failures to answer the OIP or order to show cause). In addition, the Respondents' failure to answer supports revocation of the registration of each class of the Respondents' securities. *Knowledgebroker, Inc.*, 2020 SEC LEXIS 422 at *6. ("And because Respondents failed to answer the OIP or respond to the show cause order, they have submitted no evidence of any efforts to remedy their past violations and ensure future compliance. Nor have they made any assurances against further violations.")

Accordingly, the Division seeks an order, pursuant to Rule 155(a)(2), finding Respondents to be in default in this proceeding and ordering that the registration of each class of their securities registered pursuant to Exchange Act Section 12 be revoked.

Conclusion

For the reasons set forth above, the Division respectfully requests that the Commission:

- (1) Grant the Division's Motion;

- (2) Enter an order of default against A La Carte, Iron Sands, and TOPAW; and
- (3) Revoke the registration of each class of the Respondents' securities registered pursuant to Section 12 of the Exchange Act.

Dated: June 2, 2020

Respectfully submitted,

A handwritten signature in blue ink that reads "Leslie Kazon". The signature is fluid and cursive, with the first name "Leslie" being more prominent than the last name "Kazon".

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CERTIFICATE OF SERVICE

In accordance with Rule 150 of the Commission's Rules of Practice, Leslie Kazon, an attorney, hereby certifies that on June 2, 2020, she caused true and correct copies of (1) the Division of Enforcement's Motion for Default and Brief in Support, and (2) Declaration of Leslie Kazon to Assist Secretary with Record of Service and in Support of Division's Motion for Default to be served on the following via registered U.S. mail:

A La Carte Charts Corp.
42211 North 42nd Drive, A105
Phoenix, AZ 85086

Iron Sands Corp.
1999 Broadway, Suite 3700
Denver, CO 80202

TOPAW, Inc.
c/o Joel A. Lucas
3211 Burnbrook Lane
Baltimore, MD 21207

A handwritten signature in blue ink that reads "Leslie Kazon". The signature is fluid and cursive, with a long horizontal flourish at the end.

Leslie Kazon
Division of Enforcement