

UNITED STATES OF AMERICA  
before the  
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934  
Release No. 84691 / November 29, 2018

Admin. Proc. File No. 3-18672

In the Matter of  
  
RS SODA HOLDINGS, INC.,  
SGREP, INC., AND SURFACE COATINGS, INC.,  
  
Respondents.

ORDER TO SHOW CAUSE

The Securities and Exchange Commission (“Commission”) issued an Order Instituting Proceedings (“OIP”) on August 24, 2018, pursuant to Section 12(j) of the Securities Exchange Act of 1934, against respondents RS Soda Holdings, Inc., SGREP, Inc., and Surface Coatings, Inc. (collectively, “Respondents”).<sup>1</sup>

On October 17, 2018, the Division of Enforcement filed the Declaration of David S. Frye, which stated that, pursuant to Rule 141(a)(2)(ii) of the Commission’s Rules of Practice,<sup>2</sup> service of the OIP was made on RS Soda Holdings, Inc., on August 27, 2018; service of the OIP was made on SGREP, Inc., on August 25, 2018; and service of the OIP was made on Surface Coatings, Inc., on August 25, 2018.

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

Accordingly, Respondents are ORDERED to SHOW CAUSE by December 11, 2018, why the registrations of their securities should not be revoked by default due to their failures to file an answer and to otherwise defend this proceeding. When a party defaults, the allegations in

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<sup>1</sup> *RS Soda Holdings, Inc.*, Exchange Act Release No. 83933, 2018 WL 4051253 (Aug. 24, 2018).

<sup>2</sup> 17 C.F.R. § 201.141(a)(2)(ii).

<sup>3</sup> Rules of Practice 151(a), 160(b), 220(b), 17 C.F.R. §§ 201.151(a), .160(b), .220(b).

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 their securities may be revoked.<sup>4</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.

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

Brent J. Fields  
Secretary

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<sup>4</sup> Rules of Practice 155, 180, 17 C.F.R. § 201.155, .180; *see RS Soda Holdings*, 2018 WL 4051253, at \*3 (“If Respondents fail to file the directed Answers, . . . [they] may be deemed in default and the proceedings may be determined against them . . .”).