

UNITED STATES OF AMERICA  
Before the  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Administrative Proceedings Rulings  
Release No. 6201 / October 16, 2018

Administrative Proceeding  
File No. 3-18208

In the Matter of

**HydroPhi Technologies Group,  
Inc.,  
iTalk Inc.,  
Soellingen Advisory Group, Inc.,  
and  
U.S. Rare Earths, Inc.**

**Order Finding Service,  
Directing Respondents to Show  
Cause, and Scheduling  
Prehearing Conference**

On September 25, 2017, the Securities and Exchange Commission issued an order instituting proceedings (OIP) against Respondents under Section 12(j) of the Securities Exchange Act of 1934. After a prior initial decision was vacated by the Commission, the proceeding was reassigned to me on September 12, 2018. *Pending Admin. Proc.*, Admin. Proc. Rulings Release No. 5955, 2018 SEC LEXIS 2264, at \*2–3 (ALJ). The parties were provided the opportunity to propose how further proceedings should be conducted. *HydroPhi Techs. Grp.*, Admin. Proc. Rulings Release No. 6008, 2018 SEC LEXIS 2388 (ALJ Sept. 18, 2018). None of the Respondents filed a proposal. The Division of Enforcement represents that it was unable to contact any of the Respondents.<sup>1</sup>

On September 29, 2017, the Division submitted a declaration of service that establishes that it served Respondents with the OIP by September 28, 2017, by mailing the OIP by U.S. Postal Service Priority Mail Express to each

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<sup>1</sup> The former CEO of Soellingen Advisory Group, Inc., told the Division that he did not contest revocation, but because he had resigned, he was unsure who controlled the company.

Respondent's most recent address shown on its most recent filing with the Commission in accordance with Rule of Practice 141(a)(2)(ii). 17 C.F.R. § 201.141(a)(2)(ii). As such, their answers were due by October 11, 2017. OIP at 3; 17 C.F.R. §§ 201.160(b), .220(b). To date, no Respondent has answered.

I ORDER that, by October 26, 2018, Respondents shall SHOW CAUSE why the registration of their securities should not be revoked by default due to their failure to file answers or otherwise defend this proceeding. If Respondents fail to respond to this order or otherwise defend the proceeding, they will be deemed in default and the registrations of their securities will be revoked. OIP at 3; 17 C.F.R. §§ 201.155(a)(2), .220(f).

I FURTHER ORDER that a telephonic prehearing conference will be held on November 28, 2018, at 1:00 p.m. EST, if this matter has not been concluded before then.

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James E. Grimes  
Administrative Law Judge