

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-19649

<p>In the Matter of</p> <p>Toshoan Holdings, Inc., <i>et al.</i></p> <p>Respondents.</p>

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

The Division of Enforcement (“Division”), by counsel, 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 TOA Optical Tech, Inc. (“TOA Optical”) (CIK No. 1582718) and against Toshoan Holdings, Inc. (“Toshoan”) (CIK No. 1567860) (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 January 10, 2020, the Commission issued an Order Instituting Proceedings (“OIP”) against Respondents 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 the Respondents failed to answer or otherwise respond to

the OIP, the Division now seeks entry of an order finding respondents Toshuan and TOA Optical to be in default in this proceeding.

Commission Rule of Practice 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. Commission Rule of Practice 160(a) provides that Saturdays, Sundays and Federal legal holidays are to be counted as part of the 10 day period, and Commission Rule of Practice 160(b) extends that time by three days if service is made by mail.

The Declaration of Gina Joyce to Assist Secretary with Record of Service (attached hereto as Exhibit A) (“Joyce Declaration”) establishes that on January 20, 2020, service upon Toshuan of the OIP, along with a letter from the Commission’s Secretary, and a letter from the Division offering discovery pursuant to Rule of Practice 230 (collectively the “Service Documents”), was attempted by Express Mail delivery at the address provided in its last EDGAR filing with the Commission, in accordance with Commission Rule of Practice 141(a)(2)(ii). Toshuan’s answer to the OIP was due by Monday, February 3, 2020. However, Toshuan has neither filed an answer nor made any other response to the OIP in this proceeding.

The Joyce Declaration also establishes that on January 20, 2020, service upon TOA Optical of the Service Documents was attempted by Express Mail delivery at the address provided in its last EDGAR filing with the Commission, in accordance with Commission Rule of Practice 141(a)(2)(ii). TOA Optical’s answer to the OIP was due by Monday, February 3,

2020. TOA Optical has neither filed an answer nor made any other response to the OIP in this proceeding.

The Respondents at issue are delinquent in their filings with the Commission and have been delinquent for over two years. In addition, the Respondents' failure to answer supports revocation of the registration of each class of the Respondents' securities. Accordingly, the Division moves for an order, pursuant to Rule 155(a)(2), finding these 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 Toshoan Holdings, Inc. and TOA Optical Tech, Inc.; and 3) revoke the registration of each class of their securities registered pursuant to Section 12 of the Exchange Act.

Dated: December 17, 2020

Respectfully submitted,

Gina Joyce

David Misler (202) 551-2210

Gina Joyce (202) 551-4850

Securities and Exchange Commission

100 F Street, N.E., Room 5120

Washington, D.C. 20549-5010

COUNSEL FOR
DIVISION OF ENFORCEMENT

CERTIFICATE OF SERVICE

I hereby certify that true copies of the Division of Enforcement's Motion for Default and Brief in Support were served on the following on this 17th day of December, 2020, in the manner indicated below:

By Email:
Office of the Secretary
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-2557

By UPS:

Toshoan Holdings, Inc.
1-1-36, Nishhiawaji Higashiyodogawa-ku,
Osaka, 533-0031
Japan

By UPS:

TOA Optical Tech, Inc.
1-1-36, Nishhiawaji Higashiyodogawa-ku,
Osaka, 533-0031
Japan

Gina Joyce

Gina Joyce

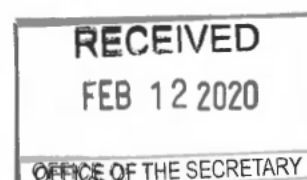
UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-19649

In the Matter of

Toshoan Holdings, Inc., *et al.*,

Respondents.



**DECLARATION OF GINA JOYCE
TO ASSIST SECRETARY WITH RECORD OF SERVICE**

GINA JOYCE, pursuant to 28 U.S.C. § 1746, declares:

1. I am a Senior Counsel with the Division of Enforcement (“Division”) of the Securities and Exchange Commission, and co-counsel for the Division in the captioned administrative proceeding. I am submitting this Declaration to assist the Secretary in maintaining a record of service on the respondents in the captioned proceedings pursuant to Rule 141(a)(3).

2. Among other means, Securities and Exchange Commission (“Commission”) Rule of Practice 141(a)(2)(ii) permits service on a corporation or entity by delivering a copy of an Order Instituting Administrative Proceedings (“OIP”) to an agent authorized by appointment or law to receive such service or, in the case of an issuer with a class of securities registered with the Commission, by sending the OIP via U.S. Postal Service certified, registered, or Express Mail and obtaining a confirmation of attempted delivery on the most recent address shown on the entity’s most recent filing with the Commission.

Further, the OIP in this matter authorizes service of the OIP “by any means permitted by the Commission’s Rules of Practice.”

3. Both Respondents Toshuan Holdings, Inc., CIK 1567860 (“Toshuan”) and TOA Optical Tech, Inc., CIK 1582718 (“TOA Optical”) are located in Japan. In order to determine if mail service is an acceptable means of service in Japan, I determined that both Japan and the United States are signatories to the Hague Convention on the Service Abroad of Judicial and Extrajudicial Documents in Civil or Commercial Matters (“The Hague Convention”), 20 U.S.T. 361, T.I.A.S. 6638, 658 U.N.T.A. 163 (1964). Article 10(a) of the Hague Convention provides that, unless the country of destination objects, parties may send judicial documents directly to persons abroad through postal channels. Japan does not object to such service. *Ackermann v. Levine*, 788 F.2d 830, 839 – 840 (2d Cir. 1986); *Monco v. Zoltek Corp.*, No. 17-CV-6882, 2018 WL 3190817(N.D. Ill. Apr. 24, 2018); see also *Water Splash, Inc. v. Menon*, 137 S.Ct. 1504, 1513 (2017). Therefore, the Division asked the Commission’s Secretary to attempt service on the Respondents via U.S. Priority Mail Express.

4. The Office of the Secretary provided me with the U.S. Priority Mail Express tracking numbers for the copies of the Order Instituting Proceedings (“OIP”)¹ that were mailed by the Secretary to the respondents in these proceedings. I input each of the tracking numbers into the U.S. Postal Service’s (“USPS’s”) package tracking system on its Internet website located at www.usps.com, and printed out the tracking confirmations in order to obtain confirmation of the delivery or attempted delivery of the OIP on each

¹Each service package included the OIP, a letter from the Commission’s Secretary, and a letter from the Division offering discovery pursuant to Rule of Practice 230.

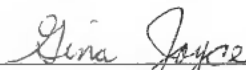
respondent. A true copy of the tracking confirmations for all of the respondents for whom express mail service was attempted is attached as Exhibit 1, hereto.

5. The Secretary mailed the OIP to respondent Toshooan via Priority Mail Express, Tracking No. EZ 076835376 US, to the address shown on its most recent EDGAR filing at 1-1-36, Nishhiawaji Higashiyodogawa-ku, Osaka, 533-0031 Japan. This address is taken from Toshooan's last filing with the Commission, which was a Form 12b-25 filed with the Commission on September 14, 2015. The USPS tracking system confirms that delivery was attempted on January 20, 2020. The addressee was not available. The package was returned to the SEC. *See* Exhibit 1 at pp. 1 - 4.

6. The Secretary mailed the OIP to respondent TOA Optical via Priority Mail Express, Tracking No. EZ 076835362 US, to the address shown on its most recent EDGAR filing at 1-1-36, Nishhiawaji Higashiyodogawa-ku, Osaka, 533-0031 Japan. This address is taken from TOA Optical's last filing with the Commission, which was a Form 8-K filed with the Commission on July 9, 2015. The USPS tracking system confirms that delivery was attempted on January 20, 2020. The addressee was not available. The package was returned to the SEC. *See* Exhibit 1 at pp. 5 - 8.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on February 12, 2020.



Gina Joyce

Track Another Package +

Tracking Number: EZ076835376US

Remove X

Scheduled Delivery by

TUESDAY

21 JANUARY
2020 ⓘ

Feedback

 **Delivered**

January 27, 2020 at 9:32 am
Delivered
WASHINGTON, DC 20549

Get Updates ∨

Text & Email Updates



Tracking History



January 27, 2020, 9:32 am

Delivered

WASHINGTON, DC 20549

Your item was delivered at 9:32 am on January 27, 2020 in WASHINGTON, DC 20549 to SEC 20549 R26. The item was signed for by C RIOS.

January 25, 2020, 11:48 am

Available for Pickup

WASHINGTON, DC 20549

January 25, 2020, 10:36 am

Arrived at Post Office

WASHINGTON, DC 20018

January 25, 2020, 4:25 am

Arrived at USPS Regional Facility

WASHINGTON DC DISTRIBUTION CENTER

January 23, 2020, 9:29 pm

Processed Through Facility

ISC NEW YORK NY(USPS)

Origin Post is Preparing Shipment

January 20, 2020, 6:54 pm

Addressee not available - Item returned to sender

JAPAN

January 20, 2020, 3:24 pm

Out for Delivery

JAPAN

January 18, 2020, 6:24 pm

Missed delivery - Will attempt delivery on next working day

JAPAN

January 18, 2020, 6:20 pm

Out for Delivery

JAPAN

Feedback

January 18, 2020, 2:13 pm

Arrival at Post Office

JAPAN

January 18, 2020, 9:43 am

Processed through Facility

OSAKA INT, JAPAN

January 18, 2020, 9:42 am

Customs Clearance Processing Complete

JAPAN

January 18, 2020, 9:00 am

Held in Customs

OSAKA INT, JAPAN

January 18, 2020, 8:59 am

Customs Clearance

JAPAN

January 17, 2020, 11:21 pm

Processed Through Facility

JAPAN

January 17, 2020, 2:24 pm

Departed

OSAKA, JAPAN

January 16, 2020, 10:00 pm

Departed

TOKYO, JAPAN

January 15, 2020, 11:05 am

Departed

NEW YORK, UNITED STATES

Feedback

January 15, 2020, 6:35 am
Arrived
NEW YORK, UNITED STATES

January 14, 2020, 10:18 am
Processed Through Regional Facility
JAMAICA NY INTERNATIONAL DISTRIBUTION CENTER

January 14, 2020, 10:18 am
Arrived at Regional Facility
JAMAICA NY INTERNATIONAL DISTRIBUTION CENTER

January 13, 2020, 11:27 pm
Departed USPS Regional Facility
LINTHICUM HEIGHTS MD DISTRIBUTION CENTER

January 13, 2020, 7:51 pm
Arrived at USPS Regional Facility
LINTHICUM HEIGHTS MD DISTRIBUTION CENTER

January 13, 2020, 7:32 pm
Departed Post Office
WASHINGTON, DC 20002

January 13, 2020, 3:51 pm
USPS in possession of item
WASHINGTON, DC 20002

Feedback

Product Information



See Less

[Track Another Package +](#)

Tracking Number: EZ076835362US

[Remove X](#)

Scheduled Delivery by

TUESDAY

21 JANUARY
2020 ⓘ

Feedback

 **Delivered**

January 27, 2020 at 9:32 am
Delivered
WASHINGTON, DC 20549

[Get Updates](#) ▾

Text & Email Updates



Tracking History



January 27, 2020, 9:32 am

Delivered

WASHINGTON, DC 20549

Your item was delivered at 9:32 am on January 27, 2020 in WASHINGTON, DC 20549 to SEC 20549 R26. The item was signed for by C RIOS.

January 25, 2020, 11:48 am

Available for Pickup

WASHINGTON, DC 20549

January 25, 2020, 10:36 am

Arrived at Post Office

WASHINGTON, DC 20018

January 25, 2020, 4:25 am

Arrived at USPS Regional Facility

WASHINGTON DC DISTRIBUTION CENTER

January 24, 2020, 5:44 pm

Arrived at USPS Regional Facility

JAMAICA NY INTERNATIONAL DISTRIBUTION CENTER

January 23, 2020, 9:29 pm

Processed Through Facility

ISC NEW YORK NY(USPS)

Origin Post is Preparing Shipment

January 20, 2020, 6:54 pm

Addressee not available - Item returned to sender

JAPAN

January 20, 2020, 3:24 pm

Out for Delivery

JAPAN

January 18, 2020, 6:24 pm

Missed delivery - Will attempt delivery on next working day

JAPAN

Feedback

January 18, 2020, 6:20 pm
Out for Delivery
JAPAN

January 18, 2020, 2:13 pm
Arrival at Post Office
JAPAN

January 18, 2020, 9:44 am
Processed through Facility
OSAKA INT, JAPAN

January 18, 2020, 9:43 am
Customs Clearance Processing Complete
JAPAN

January 18, 2020, 9:00 am
Held in Customs
OSAKA INT, JAPAN

January 18, 2020, 8:59 am
Customs Clearance
JAPAN

January 17, 2020, 11:21 pm
Processed Through Facility
JAPAN

January 17, 2020, 2:24 pm
Departed
OSAKA, JAPAN

January 16, 2020, 10:00 pm
Departed
TOKYO, JAPAN

Feedback

January 15, 2020, 11:05 am
Departed
NEW YORK, UNITED STATES

January 15, 2020, 6:35 am
Arrived
NEW YORK, UNITED STATES

January 14, 2020, 10:18 am
Processed Through Regional Facility
JAMAICA NY INTERNATIONAL DISTRIBUTION CENTER

January 14, 2020, 10:18 am
Arrived at Regional Facility
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January 13, 2020, 11:27 pm
Departed USPS Regional Facility
LINTHICUM HEIGHTS MD DISTRIBUTION CENTER

January 13, 2020, 7:51 pm
Arrived at USPS Regional Facility
LINTHICUM HEIGHTS MD DISTRIBUTION CENTER

January 13, 2020, 7:32 pm
Departed Post Office
WASHINGTON, DC 20002

January 13, 2020, 3:46 pm
USPS in possession of item
WASHINGTON, DC 20002

Feedback

Product Information

