

UNITED STATES OF AMERICA  
before the  
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934  
Release No. 90663 / December 14, 2020

Admin. Proc. File No. 3-19429

In the Matter of  
  
NXCHAIN, INC.  
F/K/A AGRIVEST AMERICAS, INC.,  
ROCK ENERGY RESOURCES, INC., AND  
SOOUM CORP.

ORDER TO SHOW CAUSE AS TO ROCK ENERGY RESOURCES, INC.

The Securities and Exchange Commission (“Commission”) issued an Order Instituting Proceedings (“OIP”) on September 9, 2019, pursuant to Section 12(j) of the Securities Exchange Act of 1934, against respondent Rock Energy Resources, Inc. (“Respondent”).<sup>1</sup>

On October 11, 2019, 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 Respondent on September 11, 2019. On October 16, 2019, the Division filed a motion requesting that the Commission find Respondent in default for not filing an answer and that it revoke the registration of each class of its securities based on the record and the allegations in the OIP.

---

<sup>1</sup> *NXChain, Inc. f/k/a AgriVest Americas, Inc.*, Exchange Act Release No. 86908, 2019 WL 4274123 (Sept. 9, 2019). The OIP also instituted proceedings against NXChain, Inc. f/k/a AgriVest Americas, Inc., and SoOum Corp. The Commission subsequently revoked the registration of the securities of NXChain, Inc. f/k/a AgriVest Americas, Inc. pursuant to a settlement. *NXChain, Inc. f/k/a AgriVest Americas, Inc.*, Exchange Act Release No. 87465, 2019 WL 5784731 (Nov. 5, 2019). The Commission also subsequently revoked the registration of the securities of SoOum Corp. *NXChain, Inc. f/k/a AgriVest Americas, Inc.*, Exchange Act Release No. 87652, 2019 WL 6528959 (Dec. 3, 2019).

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

As stated in the OIP, Respondent's answer was required to be filed within ten days of service of the OIP.<sup>3</sup> As of the date of this order, Respondent has not filed an answer. The prehearing conference and the hearing are thus continued indefinitely.

Accordingly, Respondent is ORDERED to SHOW CAUSE, by December 28, 2020, why the registration of its securities should not be revoked by default due to its 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 Respondent fails to respond to this order to show cause, it may be deemed in default, the proceeding may be determined against it, and the registration of its 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.

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](mailto:apfilings@sec.gov).<sup>5</sup>

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

Vanessa A. Countryman  
Secretary

---

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

<sup>4</sup> Rules of Practice 155, 180, 17 C.F.R. §§ 201.155, .180; *see NXChain, Inc. f/k/a AgriVest Americas, Inc.*, 2019 WL 4274123, at \*2 ("If Respondents fail to file the directed Answers, . . . [they] may be deemed in default and the proceedings may be determined against them . . .").

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