

UNITED STATES OF AMERICA  
before the  
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934  
Release No. 91043 / February 2, 2021

Admin. Proc. File No. 3-19651

In the Matter of

PRIMERA FOODS CORPORATION,  
RUBICON CORP. A/K/A OSPREY HOLDING, INC.,  
AND  
SUPER 8 MOTELS TEXAS LTD.

ORDER TO SHOW CAUSE AS TO PRIMERA FOODS CORPORATION AND SUPER 8 MOTELS TEXAS LTD., AND ORDER REGARDING SERVICE AS TO RUBICON CORP. A/K/A OSPREY HOLDING, INC.

The Securities and Exchange Commission (“Commission”) issued an Order Instituting Proceedings (“OIP”) on January 13, 2020, pursuant to Section 12(j) of the Securities Exchange Act of 1934, against respondents Primera Foods Corporation and Super 8 Motels Texas Ltd. (“Respondents”).<sup>1</sup>

On December 21, 2020, the Division of Enforcement filed a motion requesting that the Commission find Respondents in default for not filing answers and that it revoke the registration of each class of their securities based on the record and the allegations in the OIP. The motion included the Declaration of Gina Joyce stating that, pursuant to Commission Rule of Practice 141(a)(2)(ii),<sup>2</sup> service of the OIP was made on Primera Foods on January 15, 2020, and service of the OIP was made on Super 8 Motels Texas on January 14, 2020.<sup>3</sup>

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<sup>1</sup> *Primera Foods Corp.*, Exchange Act Release No. 87947, 2020 WL 136652 (Jan. 13, 2020). As discussed below, the OIP also instituted proceedings against Rubicon Corp. a/k/a Osprey Holding, Inc.

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

<sup>3</sup> The Declaration also stated that service of the OIP was made on Rubicon Corp. a/k/a Osprey Holding, Inc. by mailing the OIP “to the address shown on its most recent EDGAR filing.” However, the Commission’s EDGAR database does not reflect any filings by Rubicon Corp. See Rule of Practice 323, 17 C.F.R. § 201.323 (permitting the Commission to take official notice of “any matter in the public official records of the Commission”). Accordingly, by February 16, 2021, the Division is ordered to file a status update that attaches (1) a corrected declaration regarding its service of the OIP on Rubicon Corp., (2) Rubicon Corp.’s most recent

As stated in the OIP, Respondents' answers were required to be filed within ten days of the service of the OIP.<sup>4</sup> As of the date of this order, Respondents have not filed answers. The prehearing conference and hearing as to Respondents are thus continued indefinitely.

Accordingly, Primera Foods Corporation and Super 8 Motels Texas Ltd. are ORDERED to SHOW CAUSE by February 16, 2021, why the registration of their securities should not be revoked by default due to their 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 Respondents fail to respond to this order to show cause, they may be deemed in default, the proceeding may be determined against them, and the registration of their securities may be revoked.<sup>5</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>6</sup> Also, the

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filing with the Commission, and (3) if applicable, Rubicon Corp.'s most recent periodic filing with the Commission.

<sup>4</sup> *Primera Foods*, 2020 WL 136652, at \*2; Rules of Practice 151(a), 160(b), 220(b), 17 C.F.R. §§ 201.151(a), 201.160(b), 201.220(b).

<sup>5</sup> Rules of Practice 155, 180, 17 C.F.R. §§ 201.155, 201.180; *see Primera Foods*, 2020 WL 136652, 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>6</sup> *Pending Administrative Proceedings*, Exchange Act Release No. 88415, 2020 WL 1322001 (Mar. 18, 2020), <https://www.sec.gov/litigation/opinions/2020/33-10767.pdf>.

Commission's Rules of Practice were recently amended to include new e-filing requirements, which take effect on April 12, 2021.<sup>7</sup>

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

Vanessa A. Countryman  
Secretary

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<sup>7</sup> *Amendments to the Commission's Rules of Practice*, 85 Fed. Reg. 86,464, 86,474 (Dec. 30, 2020); *see also* *Amendments to the Commission's Rules of Practice*, Exchange Act Release No. 90442, 2020 WL 7013370 (Nov. 17, 2020); *Instructions for Electronic Filing and Service of Documents in SEC Administrative Proceedings and Technical Specifications*, <https://www.sec.gov/efapdocs/instructions.pdf>. The amendments also impose other obligations on parties to administrative proceedings such as a new redaction and omission of sensitive personal information requirement. *Amendments to the Commission's Rules of Practice*, 85 Fed. Reg. at 86,465–81.