

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 91500 / April 7, 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 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 respondent Rubicon Corp. a/k/a Osprey Holding, Inc. (“Rubicon”).¹

On December 21, 2020, the Division of Enforcement filed a motion requesting that the Commission find Rubicon 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. The motion included the Declaration of Gina Joyce stating that, pursuant to Commission Rule of Practice 141(a)(2)(ii),² service of the OIP was made on Rubicon on January 21, 2020.³

¹ *Primera Foods Corp.*, Exchange Act Release No. 87947, 2020 WL 136652 (Jan. 13, 2020). The OIP also instituted proceedings against respondents Primera Foods Corporation and Super 8 Motels Texas Ltd., and the Commission has already issued an order to show cause as to those respondents. *Primera Foods Corp.*, Exchange Act Release No. 91043, 2021 WL 396766 (Feb. 2, 2021).

² 17 C.F.R. § 201.141(a)(2)(ii).

³ The Declaration stated that the OIP had been sent to “the address shown on [Rubicon’s] most recent EDGAR filing.” But Rubicon has never made any EDGAR filings with the Commission, so the Commission ordered the Division to file, among other things, Rubicon’s most recent filing with the Commission. *Primera Foods Corp.*, Exchange Act Release No. 91300, 2021 WL 933256, at *1 (Mar. 11, 2021). On March 18, 2021, the Division filed a declaration that attached the first page of Rubicon’s most recent filing with the Commission, which was filed on December 10, 1992, before the advent of mandatory EDGAR filing. Taken together, the Division’s filings demonstrate that the OIP was sent to the address shown on

As stated in the OIP, Rubicon's answer was required to be filed within ten days of the service of the OIP.⁴ As of the date of this order, Rubicon has not filed an answer. The prehearing conference and hearing as to Rubicon is thus continued indefinitely.

Accordingly, Rubicon is ORDERED to SHOW CAUSE by April 21, 2021, 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 Rubicon 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.⁵ 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.⁶ Also, the Commission's Rules of Practice were recently amended to include new e-filing requirements, which take effect on April 12, 2021.⁷

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

Vanessa A. Countryman
Secretary

Rubicon's most recent filing with the Commission and, as a result, complied with Rule 141(a)(2)(ii).

⁴ *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).

⁵ 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 . . .").

⁶ *Pending Administrative Proceedings*, Exchange Act Release No. 88415, 2020 WL 1322001 (Mar. 18, 2020), <https://www.sec.gov/litigation/opinions/2020/33-10767.pdf>.

⁷ *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.