

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 93104 / September 22, 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.

THIRD 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, Rubicon Corp. a/k/a Osprey Holding, Inc. (“Rubicon”), and Super 8 Motels Texas Ltd.¹

To clarify certain matters related to the service of the OIP on Rubicon, we ordered the Division of Enforcement to file, among other things, “Rubicon Corp.’s most recent filing with the Commission.”² On March 18, 2021, the Division filed a corrected declaration regarding its service of the OIP on Rubicon and the first page of Rubicon’s Form 8-K dated December 7, 1992 (the “1992 Form 8-K”). According to the OIP, however, Rubicon made a later filing—namely, a Form 10-Q for the period ended December 31, 1994 (the “1994 Form 10-Q”).³ As a result, we ordered the Division to file a status report that attached Rubicon’s 1994 Form 10-Q.⁴

On June 4, 2021, the Division filed a status report indicating that it was unable to locate Rubicon’s 1994 Form 10-Q “due to pandemic-related restrictions on the operations at the federal records center.” The Division also asserted that the EDGAR database entry reflecting the 1994

¹ *Primera Foods Corp.*, Exchange Act Release No. 87947, 2020 WL 136652 (Jan. 13, 2020).

² *Primera Foods Corp.*, Exchange Act Release No. 91300, 2021 WL 933256, at *1 (Mar. 11, 2021).

³ *See Primera Foods Corp.*, 2020 WL 136652, at *1.

⁴ *Primera Foods Corp.*, Exchange Act Release No. 92069, 2021 WL 2182279, at *1 (May 28, 2021).

Form 10-Q may be in error and that Rubicon may have subsequently been acquired. The Division stated that it was continuing to investigate Rubicon's filing history and asked that the Commission allow the Division until July 2, 2021 to file a subsequent status report.

On July 2, 2021, the Division filed a second status report indicating that the Division could not yet determine whether Rubicon filed a 1994 Form 10-Q. The Division represented that restrictions related to the COVID-19 pandemic continue to prevent it from obtaining all of Rubicon's filing records. The Division also claimed that "there is conflicting information suggesting that Rubicon may not have filed a 1994 Form-Q" and that the EDGAR database entry may be an error. Thus, the Division contended that "it cannot be determined definitively whether Rubicon's last filing was the December 7, 1992 Form 8-K or a 1994 Form 10-Q."

Commission Rule of Practice 141(a)(2)(ii) provides that service must be made to the address shown on Rubicon's "most recent filing with the Commission."⁵ Because the Division has not yet established that the 1992 Form 8-K was the most recent filing with the Commission, we find that service of the OIP on Rubicon has not yet been established.

Accordingly, IT IS ORDERED that, by October 29, 2021, and every 28 days thereafter until service is accomplished, the Division of Enforcement shall file a declaration or status report providing additional information regarding its efforts to effect service of the OIP on Rubicon and confirm Rubicon's most recent filing with the Commission. Specifically, the Division is directed to establish that the service address it has used is taken from Rubicon's most recent Commission filing.

The parties' attention is directed to the most recent amendments to the Commission's Rules of Practice, which took effect on April 12, 2021, and which include new e-filing requirements.⁶

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

Vanessa A. Countryman
Secretary

⁵ 17 C.F.R. § 201.141(a)(2)(ii).

⁶ *Amendments to the Commission's Rules of Practice*, Exchange Act Release No. 90442, 2020 WL 7013370 (Nov. 17, 2020), 85 Fed. Reg. 86,464, 86,474 (Dec. 30, 2020), <https://www.sec.gov/rules/final/2020/34-90442a.pdf>; *Instructions for Electronic Filing and Service of Documents in SEC Administrative Proceedings and Technical Specifications*, <https://www.sec.gov/efapdocs/instructions.pdf>. The amendments impose other obligations 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.