

UNITED STATES OF AMERICA  
before the  
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934  
Release No. 93492 / November 1, 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.

SECOND 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. (“Respondent”).<sup>1</sup>

On March 18, 2021, the Division of Enforcement filed a Declaration of Gina Joyce, which established that, pursuant to Commission Rule of Practice 141(a)(2)(ii),<sup>2</sup> service of the OIP was made on Respondent on January 21, 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). The OIP also instituted proceedings against respondents Primera Foods Corporation and Super 8 Motels Texas Ltd., and we have 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).

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

<sup>3</sup> The declaration stated that the OIP was mailed to the address listed on Respondent’s “most recent filing with the Commission,” in accordance with Rule of Practice 141(a)(2)(ii). 17 C.F.R. § 201.141(a)(2)(ii). Subsequent to the filing of the declaration, and following a review of Respondent’s EDGAR filings, the Commission directed the Division to confirm whether Respondent’s most recent filing with the Commission was a Form 10-Q for the period ended December 31, 1994 (as alleged in the OIP), or a Form 8-K filed on December 8, 1992 (as asserted in the Division’s declaration). *Primera Foods Corp.*, Exchange Act Release No. 93104, 2021 WL 4307297, at \*2 (Sept. 22, 2021). On October 28, 2021, the Division filed a status report confirming that Respondent’s most recent filing with the Commission was the 1992 Form

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

Accordingly, Respondent is ORDERED to SHOW CAUSE by November 15, 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 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>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 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.<sup>6</sup>

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

Vanessa A. Countryman  
Secretary

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8-K, that an EDGAR listing of the 1994 Form 10-Q as Respondent's latest filing is an error, and that the Division used Respondent's address provided on the Form 8-K for service of the OIP.

<sup>4</sup> *Primera Foods Corp.*, 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 Corp.*, 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> *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.