

UNITED STATES OF AMERICA
before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 93716 / December 3, 2021

Admin. Proc. File No. 3-19649

In the Matter of

TOSHOAN HOLDINGS, INC. and
TOA OPTICAL TECH, INC.

ORDER TO SHOW CAUSE AS TO TOSHOAN HOLDINGS, INC.

The Securities and Exchange Commission (“Commission”) issued an Order Instituting Proceedings (“OIP”) on January 10, 2020, pursuant to Section 12(j) of the Securities Exchange Act of 1934, against Toshioan Holdings, Inc. (“Respondent”).¹

On November 17, 2021, the Division of Enforcement filed a status report, which established that, pursuant to Commission Rule of Practice 141(a)(2)(ii),² service of the OIP was made on Respondent on November 5, 2021.

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

Accordingly, Respondent is ORDERED to SHOW CAUSE by December 17, 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

¹ *Toshioan Holdings, Inc.*, Exchange Act Release No. 87940, 2020 WL 122746 (Jan. 10, 2020). The OIP also instituted proceedings against TOA Optical Tech, Inc. This order does not apply to TOA Optical Tech, Inc., as to which the Commission issued a separate order to show cause. *Toshioan Holdings, Inc.*, Exchange Act Release No. 93515, 2021 WL 5107465 (Nov. 3, 2021).

² 17 C.F.R. § 201.141(a)(2)(ii); *see also* Del. Code tit. 8 § 321(b) (providing for service on a Delaware corporation via the Delaware Secretary of State).

³ *Toshioan Holdings, Inc.*, 2020 WL 122746, at *2; Rules of Practice 151(a), 160(b), 220(b), 17 C.F.R. §§ 201.151(a), 201.160(b), 201.220(b).

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.⁴ 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.⁵

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

Vanessa A. Countryman
Secretary

⁴ Rules of Practice 155, 180, 17 C.F.R. §§ 201.155, 201.180; *see Toshoan Holdings, Inc.*, 2020 WL 122746, at *2 (“If Respondent[] fail[s] to file the directed Answer[], . . . [it] may be deemed in default and the proceedings may be determined against [it] . . .”).

⁵ *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.