

UNITED STATES OF AMERICA  
before the  
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934  
Release No. 94622 / April 6, 2022

Admin. Proc. File No. 3-20761

In the Matter of  
CMS ASSET HOLDINGS, INC.

ORDER TO SHOW CAUSE

The Securities and Exchange Commission (“Commission”) issued an Order Instituting Proceedings (“OIP”) on February 14, 2022, pursuant to Section 12(j) of the Securities Exchange Act of 1934, against respondent CMS Asset Holdings, Inc. (“Respondent”).<sup>1</sup>

On March 2, 2022, 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 March 1, 2022.

---

<sup>1</sup> *CMS Asset Holdings, Inc.*, Exchange Act Release No. 94243, 2022 WL 462466 (Feb. 14, 2022).

<sup>2</sup> 17 C.F.R. § 201.141(a)(2)(ii); *see also Water Splash, Inc. v. Menon*, 137 S. Ct. 1504, 1512-13 & n.7 (2017) (holding that “in cases governed by the Hague Service Convention, service by mail is permissible if . . . the receiving state has not objected to service by mail . . . and . . . service by mail is authorized under otherwise-applicable law”); *La Dolce Vita Fine Dining Co. Ltd. v. Zhang Lan, et al.*, No. 1:19-mc-00536-ALC, 2020 WL 7321366, at \*5 (S.D.N.Y. Dec. 11, 2020) (finding that the British Virgin Islands do not object to service by mail under Article 10 of the Hague Service Convention and “authorize service by mail on corporate entities”); *Fagan v. Central Bank of Cyprus*, No. 19-80239-CIV, 2019 WL 2410075, at \*1 (S.D. Fla. June 7, 2019) (same).

As stated in the OIP, Respondent's answer was required to be filed within ten days of the service of the OIP.<sup>3</sup> 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 April 20, 2022, 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>4</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>5</sup>

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

Vanessa A. Countryman  
Secretary

---

<sup>3</sup> *CMS Asset Holdings, Inc.*, 2022 WL 462466, 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>4</sup> Rules of Practice 155, 180, 17 C.F.R. §§ 201.155, 201.180; *see CMS Asset Holdings, Inc.*, 2022 WL 462466, at \*2 (“If Respondent fails to file the directed Answer, . . . [it] may be deemed in default and the proceedings may be determined against [it] . . .”).

<sup>5</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.