

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
May 6, 2009

ADMINISTRATIVE PROCEEDING
File No. 3-13462

In the Matter of	:	
	:	ORDER INSTITUTING PUBLIC
	:	ADMINISTRATIVE PROCEEDINGS
ROYAL SPRING WATER, INC.,	:	AND NOTICE OF HEARING PURSUANT
	:	TO SECTION 12(j) OF THE SECURITIES
Respondent	:	EXCHANGE ACT OF 1934

I.

The Securities and Exchange Commission's ("Commission") official public files disclose that Royal Spring Water, Inc. ("Royal Spring" or "Respondent"), a Nevada corporation headquartered in Van Nuys, California, has been in the business of bottling drinking water. Royal Spring's shares are registered with the Commission pursuant to Section 12(g) of the Securities Exchange Act of 1934 ("Exchange Act") and the Respondent files its annual and quarterly reports on Forms 10-KSB and 10-QSB respectively.

II.

As a result of its investigation, the Division of Enforcement alleges that Royal Spring failed to comply with Section 13(a) of the Exchange Act and Rules 13a-1 and 13a-13 thereunder by failing to file Form 10-KSB for the year ended August 31, 2008, Forms 10-QSB for the quarters ended November 30, 2007, February 29, 2008 and May 31, 2008, and Form 10-Q for the quarter ended November 30, 2008.

III.

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate for the protection of investors that public proceedings be instituted pursuant to Section 12(j) of the Exchange Act to determine:

A. Whether the allegations set forth in Section II, above, are true, and in connection therewith, afford the Respondent an opportunity to establish any defenses to such allegations; and

B. Whether the registration pursuant to Section 12(g) of the Exchange Act of the common stock of Royal Spring, identified in Section I, above, should be suspended for a period not exceeding twelve months, or revoked, pursuant to Section 12(j) of the Exchange Act.

IV.

IT IS HEREBY ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III, above, be held at a time and place to be fixed and before an Administrative Law Judge to be designated by further order as provided by Rule 200 of the Commission's Rules of Practice [17 C.F.R. § 201.200].

IT IS FURTHER ORDERED that the Respondent shall file an answer to the allegations contained in the Order Instituting Proceedings within twenty (20) days after service of this Order, as provided by Rule 220 of the Commission's Rules of Practice [17 C.F.R. § 201.220].

If the Respondent fails to file the directed answer or fails to appear at a hearing after being duly notified, the Respondent may be deemed in default and the proceedings may be determined against him upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 221(f), and 310 of the Commission's Rules of Practice [17 C.F.R. §§ 201.155(a), 201.221(f) and 201.310].

This Order shall be served upon the Respondent personally or by certified mail forthwith.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 120 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice.

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision on this matter, except as witness or counsel in proceedings held pursuant to this notice.

Because this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed to be subject to the provisions of Section 553 delaying the effective date of any final Commission action.

By the Commission.

Elizabeth M. Murphy
Secretary