

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**  
**September 3, 2008**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-13158**

**In the Matter of**

**Continental Beverage and Nutrition,  
Inc.,**

**Respondent.**

**ORDER INSTITUTING PROCEEDINGS  
AND NOTICE OF HEARING PURSUANT  
TO SECTION 12(j) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**I.**

The Securities and Exchange Commission (“Commission”) deems it necessary and appropriate for the protection of investors that public administrative proceedings be, and hereby are, instituted pursuant to Section 12(j) of the Securities Exchange Act of 1934 (“Exchange Act”) against Continental Beverage and Nutrition, Inc. (“Continental”).

**II.**

After an investigation, the Division of Enforcement alleges that:

**A. RESPONDENT**

1. Continental Beverage and Nutrition, Inc. (CIK No.0001074075) is a Delaware corporation located in Garden City, New York. Its common stock, symbol COBN, is registered with the Commission pursuant to Section 12(g) of the Exchange Act. As of June 28, 2008, the company’s stock was traded on the Pink Sheets, operated by the Pink OTC Markets Inc. (“Pink Sheets”), had nine market makers, and was eligible for the “piggyback” exception under Rule 15c2-11(f)(3) of the Exchange Act.

**B. DELINQUENT PERIODIC FILINGS**

2. Continental is delinquent in its periodic filings with the Commission and has repeatedly failed to meet its obligation to file timely reports, having not filed any periodic or other required reports since it filed, on January 20, 2007, a Form 10-QSB for the third quarter ended November 30, 2006. (See Chart of Delinquent Filings, attached hereto as Appendix 1). Continental also failed to file a timely report disclosing that its auditor resigned on February 9, 2007. Further, Continental failed to heed a delinquency

letter sent to it by the Division of Corporation Finance requesting compliance with its periodic filing obligations or, through its failure to maintain a valid address on file with the Commission as required by Commission rules, did not receive such letter.

3. Section 13(a) of the Exchange Act and the rules promulgated thereunder require issuers of securities registered pursuant to Section 12 of the Exchange Act to file with the Commission current and accurate information in periodic reports, even if the registration is voluntary under Section 12(g). Specifically, Rule 13a-1 requires issuers to file annual reports (Forms 10-K or 10-KSB), and Rule 13a-13 requires issuers to file quarterly reports (Forms 10-Q or 10-QSB). In addition, Rule 13a-11 and the provisions of Form 8-K require issuers to file a Form 8-K to report certain events, including the resignation of an auditor.

4. As a result of the foregoing, Continental failed to comply with Exchange Act Section 13(a) and Rules 13a-1, 13a-11, and 13a-13 thereunder.

### **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 administrative proceedings be instituted to determine:

A. Whether the allegations contained in Section II. are true and, in connection therewith, to afford Continental an opportunity to establish any defenses to such allegations; and,

B. Whether it is necessary and appropriate for the protection of investors to suspend, for a period not exceeding twelve months, or revoke the registration of each class of securities of Continental identified in Section II. and registered pursuant to Section 12 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. hereof shall be convened at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice [17 C.F.R. § 201.110].

IT IS HEREBY FURTHER ORDERED that Continental shall file an Answer to the allegations contained in this Order within ten (10) days after service of this Order, as provided by Rule 220(b) of the Commission's Rules of Practice [17 C.F.R. § 201.220(b)].

If Continental fails to file the directed Answer, or fails to appear at a hearing after being duly notified, Continental may be deemed in default and the proceedings may be determined against it upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f), and 310 of the

Commission's Rules of Practice [17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f), and 201.310].

This Order shall be served forthwith upon Continental personally or by certified or Express Mail, or by other means of verifiable delivery.

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 [17 C.F.R. § 201.360(a)(2)].

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 of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

By the Commission.

Florence E. Harmon  
Acting Secretary

Attachment

**Appendix 1**

**Chart of Delinquent Filings**

***Continental Beverage and Nutrition, Inc.***

<u>Form Type</u>	<u>Period Ended</u>	<u>Due Date</u>	<u>Date Rec'd</u>	<u>Months Delinquent (rounded up)</u>
<i>8-K</i>	02/09/07	02/15/07	Not filed	16
<i>10-KSB</i>	02/28/07	05/29/07	Not filed	13
<i>10-QSB</i>	05/31/07	07/16/07	Not filed	11
<i>10-QSB</i>	08/31/07	10/15/07	Not filed	8
<i>10-QSB</i>	11/30/07	01/14/08	Not filed	5
<i>10-KSB</i>	02/28/08	05/28/08	Not filed	2
<i>10-Q</i>	05/31/08	07/15/08	Not filed	1
			Total: 7	