

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

In the Matter of	:	
	:	
CIRCADIAN, INC.,	:	
CLEAN ENERGY COMBUSTION, INC.	:	INITIAL DECISION AS TO
(n/k/a CLEAN ENERGY COMBUSTION	:	COMMUNITRONICS OF AMERICA, INC.
SYSTEMS, INC.),	:	(n/k/a RPM ADVANTAGE, INC.) ¹
COLLECTIBLE CONCEPTS GROUP, INC.,	:	July 18, 2011
COMMUNITRONICS OF AMERICA, INC.	:	
(n/k/a RPM ADVANTAGE, INC.), and	:	
CONSYGEN, INC.	:	

APPEARANCES: Neil J. Welch, Jr., and Duane K. Thompson for the
Division of Enforcement, Securities and Exchange Commission

David K. Pressler, Chairman/CEO for Respondent
Communitronics of America, Inc. (n/k/a/ RPM Advantage, Inc.)

BEFORE: Carol Fox Foelak, Administrative Law Judge

SUMMARY

This Initial Decision revokes the registration of the registered securities of Communitronics of America, Inc. (n/k/a RPM Advantage, Inc.) (RPM Advantage). The revocation is based on RPM Advantage's failure to file required periodic reports with the Securities and Exchange Commission (Commission). After this proceeding was instituted, RPM Advantage filed past-due and current periodic reports, but the reports are materially deficient.

I. INTRODUCTION

A. Procedural Background

The Commission initiated this proceeding with an Order Instituting Proceedings (OIP), pursuant to Section 12(j) of the Securities Exchange Act of 1934 (Exchange Act), on March 22,

¹ The proceeding has ended as to the other four captioned Respondents. Circadian, Inc., Exchange Act Release No. 64332 (A.L.J. Apr. 25, 2011).

2011. At an April 28, 2011, prehearing conference, the parties requested leave to file motions for summary disposition and consented to an initial decision based on the pleadings. Leave was granted, pursuant to 17 C.F.R. § 201.250(a); the due dates for the motions for summary disposition and oppositions were June 23, 2011, and July 8, 2011, respectively. Circadian, Inc., Admin. Proc. No. 3-14301 (A.L.J. Apr. 28, 2011) (unpublished). The pleadings were timely filed.

This Initial Decision is based on RPM Advantage's Answer to the OIP, the pleadings, and the Commission's public official records concerning RPM Advantage, of which official notice is taken pursuant to 17 C.F.R. § 201.323. There is no genuine issue with regard to any material fact, and this proceeding may be resolved by summary disposition, pursuant to 17 C.F.R. § 201.250. Any other facts in RPM Advantage's pleadings have been taken as true, in light of the Division of Enforcement's (Division) burden of proof and pursuant to 17 C.F.R. § 201.250(a). All arguments and proposed findings and conclusions that are inconsistent with this decision were considered and rejected.

B. Allegations and Arguments of the Parties

The OIP alleges that RPM Advantage's securities are registered with the Commission pursuant to Section 12(g) of the Exchange Act and that RPM Advantage had not filed any required periodic reports since 2006. RPM Advantage argues that the proceeding should be dismissed since it has now filed past-due and current reports. The Division requests that the registration of RPM Advantage's securities be revoked, noting the company's lengthy period of delinquency and arguing that the reports it filed during the pendency of this proceeding are materially deficient.

C. Exhibits Admitted into Evidence

The following items, attached to the Division's motion for summary disposition are admitted as Division Exhibits 2, 6, 8-10, 13-15:

Letter from Marva D. Simpson, Special Counsel, Office of Enforcement Liaison, Division of Corporation Finance, to David Pressler, President, Communitronics of America, Inc., dated October 28, 2004 (Div. Ex. 2);

Print-out of screenshot, downloaded June 22, 2011, from www.otcquote.com showing quote and company information for RPM Advantage, with a caveat emptor and skull-and-crossbone designation (Div. Ex. 6);

Second Amended Complaint, filed Nov. 12, 2008, and Defendant LMJ Holdings' Answer to Plaintiff's Amended Complaint, filed January 8, 2010, in Buchanan v. RPM Advantage, Inc., No. 4:07-cv-40190 (D. Mass) (Div. Ex. 9);

Print-out of screenshot, downloaded June 22, 2011, from <http://nvos.gov> showing the Nevada Secretary of State's entity details of Hamerslag, Sulzberger and Borg., Inc. (Div. Ex. 10);

Criminal Justice Division – Circuit Court – Hillsborough County, Florida, docket sheet for Florida v. Jefferson, Case No. 87-8291 (Div. Ex. 13);

Declaration of Chauncey L. Martin, dated June 22, 2011 (Div. Ex. 14);

Declaration of William Fagan, dated May 24, 2011, with attached Exhibit 1 (Div. Ex. 15);

The following item, attached as Exhibit A to RPM Advantage's Opposition, is admitted as Respondent Exhibit A:

Affidavit of Mickey Stant Jefferson, dated July 8, 2011 (Resp. Ex. A).

II. FINDINGS OF FACT

RPM Advantage (CIK No. 1077385)² is a Nevada corporation located in Houston, Texas, with a class of equity securities registered with the Commission pursuant to Exchange Act Section 12(g). Answer at 1-2; official notice. The Commission's public official records contained in EDGAR³ show that, at the time this proceeding was initiated, RPM Advantage was delinquent in its periodic filings with the Commission, having not filed any periodic reports since it filed a Form 10-QSB⁴ for the quarter ended June 30, 2006.⁵ The company did not file any Forms 12b-25 (Notification of Late Filing) during the years of its delinquency to state the reasons for its failure to file timely periodic reports. After this proceeding was initiated, starting in April 2011, RPM Advantage filed a number of past-due and current reports;⁶ all reports were filed on Forms 10-KSB or 10-QSB.

During the years of its delinquency, RPM Advantage was occupied with other matters: a merger with Resource Protection Management, LP, a rescission of that merger, a merger with James E. Buchanan Electric, Inc., and ensuing litigation that lasted until December 2010. RPM Advantage

² The CIK number is a unique identifier for each corporation in EDGAR. The user can retrieve filings of a corporation by using its CIK number.

³ Reference to any required filings of RPM Advantage is supported by the Commission's public official records contained in EDGAR, of which official notice is taken pursuant to 17 C.F.R. § 201.323.

⁴ Forms 10-KSB and 10-QSB could be filed, in lieu of Forms 10-K and 10-Q, by a "small business issuer," pursuant to 17 C.F.R. §§ 228.10-.703 (Regulation S-B). These "SB" forms are no longer in use. See Smaller Reporting Company Regulatory Relief and Simplification, 73 Fed. Reg. 934 (Jan. 4, 2008) (eliminating Regulation S-B and phasing out the forms associated with it).

⁵ Commission staff corresponded with the company on October 28, 2004, concerning a previous delinquency in filing periodic reports. Div. Ex. 2. Thereafter, the Commission's public official records contained in EDGAR show, in 2006 the company filed periodic reports for 2005 as well as for two quarters in 2006, before lapsing into delinquency again. The company never filed the missing reports from its earlier period of delinquency that started with the period ended December 31, 2002.

⁶ RPM Advantage did not file a report for the quarter ended September 30, 2006.

Opposition (Opp'n) at 2-3, 5. Thereafter, RPM Advantage searched for and successfully discharged its former auditors; then it engaged new auditors who assisted in completing the past-due and current reports.⁷ Opp'n at 3-5.

RPM Advantage's recently filed past-due and current reports have a number of deficiencies. Div. Ex. 14. These include mathematical inconsistencies in amounts reported among accounts and reports, failure to include management's reports on internal controls over financial reporting, failure, as a development stage company, to present cumulative financial information from the inception of the entity, use of Forms 10-KSB and 10-QSB after the date when Forms 10-K and 10-Q were required, and other deficiencies. Div. Ex. 14.

RPM Advantage's annual reports for the years ended December 31, 2006 through 2010, show LMJ Holdings, Inc., as the owner of 35,535,296 shares of the company's common stock; for the years ended December 31, 2006 through 2008, this was shown as 79.79% of the outstanding common stock. LMJ Holdings, Inc., is wholly owned by Mickey Stant Jefferson a/k/a L. Mychal Jefferson II (Jefferson).⁸ Div. Ex. 9 at 2, 14. The 2009 and 2010 annual reports show Hamerslag, Sulzberger and Borg, Inc. (Hamerslag), as the owner of 445,000,156 shares, shown as 85% - 90%, of RPM Advantage's outstanding common stock.⁹ Jefferson is the sole officer and director of Hamerslag. Div. Ex. 10. None of RPM Advantage's reports identify Jefferson as the beneficial owner of 10% or more of the outstanding common stock or in any other way.¹⁰

RPM Advantage "has immediately upon any request instituted promptly its actions to resolve any of its deficiencies and relied heavily on its accountants in the process [and] has responded promptly to any and all notices it may have received in that regard to its filing obligations as it knew them to be." Opp'n at 4. The company represents that the deficiencies in its recently filed reports, which it believes are not material, "at this time have been corrected for restatement and filing according to reports from our qualified SEC accountants who the respondent relies on to make, assemble and complete on our behalf. Opp'n at 4. It also states that, as of July 8, 2011, it "is reviewing and filing any required periodic filing and required attendant filing as

⁷ The Commission's public official records contained in EDGAR show that RPM Advantage filed Forms 8-K reporting the change in auditors, and amended them in response to correspondence from Commission staff regarding the Public Company Accounting Oversight Board's having revoked the registration of the prior auditor.

⁸ Official notice, pursuant to 17 C.F.R. § 201.323, is taken of the fact that Jefferson is a convicted felon, having been convicted in the state of Florida in 1988 of Grand Theft Auto and sentenced to one year and one day of incarceration. Div. Ex. 13.

⁹ By virtue of this dilution, the 2009 report shows that LMJ Holdings, Inc., 35,535,296 shares drops to 7.25% of outstanding common stock. (The 2010 report shows this as the mathematically incorrect figure of 0.0725%).

¹⁰ The Division also alleges that Jefferson is an undisclosed de facto officer of RPM Advantage. RPM Advantage denies this. Opp'n at 5, Resp. Ex. A. In light of the Division's burden of proof and the provisions of 17 C.F.R. § 201.250(a), it cannot be found that Jefferson is an undisclosed de facto officer of the company.

required by regulation to assure its compliance completely.” Opp’n at 5. To date, however, no restated reports have been filed.

According to RPM Advantage’s annual reports, the company had zero revenues each year for the years 2004 through 2010 and zero assets.¹¹ As of December 31, 2010, the company reported an accumulated deficit of \$7,478,191 and negative shareholder equity (\$105,950). The audit report contains a going concern statement.

III. CONCLUSIONS OF LAW

Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder require public corporations to file annual and quarterly reports with the Commission. “Compliance with those requirements is mandatory and may not be subject to conditions from the registrant.” America’s Sports Voice, Inc., Exchange Act Release No. 55511 (Mar. 22, 2007), 90 SEC Docket 879, 885, recon. denied, Exchange Act Release No. 55867 (June 6, 2007), 90 SEC Docket 2419. Scienter, which is often described as “a mental state embracing intent to deceive, manipulate, or defraud,” is not required to establish violations of Exchange Act Section 13(a) and Rules 13a-1 and 13a-13. See SEC v. McNulty, 137 F.3d 732, 740-41 (2d Cir. 1998); SEC v. Wills, 472 F. Supp. 1250, 1268 (D.D.C. 1978). It is undisputed that RPM Advantage failed to file its required periodic reports for any period after the quarter ended June 30, 2006, and remained delinquent until it started filing past-due reports in April 2011.

Further, the recently-filed past-due reports are materially deficient. The standard of materiality is whether or not a reasonable investor or prospective investor would have considered the information important in deciding whether or not to invest. See Basic Inc. v. Levinson, 485 U.S. 224, 231-32, 240 (1988); TSC Indus., Inc. v. Northway, Inc., 426 U.S. 438, 449 (1976); SEC v. Steadman, 967 F.2d 636, 643 (D.C. Cir. 1992). RPM Advantage’s failure to identify Jefferson as a beneficial owner of more than 5% of its common stock, in itself a violation of 17 C.F.R. § 229.403, clearly meets the standard of materiality, as does the unexplained mathematical inconsistencies in amounts reported among accounts and reports. Additionally, the annual reports for 2007 and thereafter do not include management’s reports on internal controls over financial reporting, which renders the reports materially deficient.¹² A periodic report that is materially deficient violates Exchange Act Section 13(a). See Nature’s Sunshine Prods., Inc., Exchange Act Release No. 59268 (Jan. 21, 2009), 95 SEC Docket 13488, 13498.

¹¹ While the annual filings show zero assets for 2009 in Part II, Item 6 (Selected Financial Data), elsewhere in the filings, the balance sheet shows \$88,558 in prepaid expenses. Additionally, while the annual filings show zero revenues for 2006, the company’s Form 10-QSB for the three months ended June 30, 2006, shows revenues (unaudited) of \$3,948,585. These inconsistencies, among others, are not explained elsewhere in the company’s periodic reports or its pleadings in this proceeding.

¹² See 17 C.F.R. § 229.308T. “[F]ailure to provide this management report renders the annual report materially deficient.” Regulation SK: Compliance and Disclosure Interpretation, Question 115.02, available at www.sec.gov/divisions/corpfin/guidance/regs-kinterp.htm.

Accordingly, RPM Advantage violated Exchange Act Section 13(a) and Exchange Act Rules 13a-1 and 13a-13, and it continues to be in violation of those provisions.

IV. SANCTION

The Division requests that the registration of RPM Advantage's securities be revoked.¹³ In proceedings pursuant to Section 12(j) of the Exchange Act against issuers that violated Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder, the determination "of what sanctions will ensure that investors will be adequately protected . . . turns on the effect on the investing public, including both current and prospective investors, of the issuer's violations, on the one hand, and the Section 12(j) sanctions, on the other hand." Gateway Int'l Holdings, Inc., Exchange Act Release No. 53907 (May 31, 2006), 88 SEC Docket 430, 438-39 (citing Steadman v. SEC, 603 F.2d 1126, 1139-40 (5th Cir. 1979)). The Commission "consider[s], among other things, the seriousness of the issuer's violations, the isolated or recurrent nature of the violations, the degree of culpability involved, the extent of the issuer's efforts to remedy its past violations and ensure future compliance, and the credibility of its assurances, if any, against further violations." Id. at 439.

The violations were serious in that failure to file periodic reports violates a crucial provision of the Exchange Act. The purpose of the periodic reporting requirements is to publicly disclose current, accurate financial information about an issuer so that investors may make informed decisions:

The reporting requirements of the Securities Exchange Act of 1934 is the primary tool which Congress has fashioned for the protection of investors from negligent, careless, and deliberate misrepresentations in the sale of stock and securities. Congress has extended the reporting requirements even to companies which are "relatively unknown and insubstantial."

SEC v. Beisinger Indus. Corp., 552 F.2d 15, 18 (1st Cir. 1977) (quoting legislative history); accord e-Smart Techs., Inc., Exchange Act Release No. 50514 (Oct. 12, 2004), 57 S.E.C. 964, 968-69.

RPM Advantage's violations are recurrent in that it has repeatedly failed to file periodic reports. RPM Advantage failed to notify the Commission and its investors of its inability to timely file Forms 10-K and 10-Q on Forms 12b-25, in violation of 17 C.F.R. § 240.12b-25.¹⁴ Concerning culpability, the record shows that RPM Advantage knew of its reporting obligations but was unable or otherwise failed to comply with them. RPM Advantage's efforts to remedy its past violations and ensure future compliance have not yet borne fruit in the form of complete and accurate past-due and current periodic reports. As described above, many material errors are present in RPM Advantage's catch-up effort. The company appears to blame its auditors for the deficiencies and to be willing to react to notifications from Commission staff, but its violations will continue unless and

¹³ The only remedies available in this proceeding, pursuant to Section 12(j) of the Exchange Act, to address the company's reporting violations are revocation or suspension of registration of its securities.

¹⁴ Although the OIP does not allege violations based upon the Company's failure to file Forms 12b-25, "we may consider those failures, as well as other matters outside the OIP, in assessing appropriate sanctions." Gateway, 88 SEC Docket at 440 n.30.

until it files accurate amended reports. Finally, the fact that the company has no revenue bodes ill for its future compliance; without a revenue source to fund the expenses of auditing or reviewing its financial statements and filing periodic reports in the future, compliance is unlikely. Indeed, by noting that the years of its delinquency were occupied with mergers, rescission, and litigation, the company in effect admitted that its resources could not extend to filing periodic reports as well.

In sum, to whatever extent RPM Advantage has made efforts toward remedying its past violations and ensuring future compliance, the investing public still does not have access to complete past and current financial information, and the date when these deficiencies will be cured cannot be predicted. Thus, neither dismissal of the proceeding, as requested by RPM Advantage, nor a suspension of registration for a period of twelve months or less is an appropriate disposition.¹⁵ Rather, revocation of the registration of RPM Advantage's registered securities will serve the public interest and the protection of investors, pursuant to Section 12(j) of the Exchange Act. Of course, at any time following the revocation, RPM Advantage may re-register its securities under Exchange Act Section 12(g) by filing a Form 10 with the Commission, using the audited financial statements that are in the process of restatement.

V. ORDER

IT IS ORDERED that, pursuant to Section 12(j) of the Securities Exchange Act of 1934, 15 U.S.C. § 78l(j), the REGISTRATION of the registered securities of RPM Advantage Corp. IS REVOKED.

This Initial Decision shall become effective in accordance with and subject to the provisions of Rule 360 of the Commission's Rules of Practice, 17 C.F.R. § 201.360. Pursuant to that Rule, a party may file a petition for review of this Initial Decision within twenty-one days after service of the Initial Decision. A party may also file a motion to correct a manifest error of fact within ten days of the Initial Decision, pursuant to Rule 111 of the Commission's Rules of Practice, 17 C.F.R. § 201.111. If a motion to correct a manifest error of fact is filed by a party, then that party shall have twenty-one days to file a petition for review from the date of the undersigned's order resolving such motion to correct a manifest error of fact.

The Initial Decision will not become final until the Commission enters an order of finality. The Commission will enter an order of finality unless a party files a petition for review or a motion to correct a manifest error of fact or the Commission determines on its own initiative to review the Initial Decision as to a party. If any of these events occur, the Initial Decision shall not become final as to that party.

Carol Fox Foelak
Administrative Law Judge

¹⁵ Compare e-Smart Techs., Inc., 57 S.E.C. at 970, e-Smart, Initial Decision Release No. 272 (A.L.J. Feb. 3, 2005), 84 SEC Docket 2979, 2984, stating that a company's "subsequent filing history is an important factor to be considered in determining whether revocation is 'necessary or appropriate for the protection of investors'" within the meaning of Section 12(j) of the Exchange Act. In the instant case, the subsequent filings of periodic reports are deficient, so that the investing public still does not have access to accurate financial information about the issuer.