

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 70094 / August 2, 2013

ADMINISTRATIVE PROCEEDING
File No. 3-15404

<p>In the Matter of</p> <p>Convergence Ethanol, Inc.,</p> <p>Respondent.</p>

**ORDER INSTITUTING
ADMINISTRATIVE 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 the Respondent named in the caption.

II.

After an investigation, the Division of Enforcement alleges that:

A. RESPONDENT

1. Convergence Ethanol, Inc. (“CETH”) ¹ (CIK No. 23778) is a revoked Nevada corporation located in Las Vegas, Nevada. On June 5, 2012, the Secretary of the Commission, pursuant to delegated authority, entered a consent order revoking the registration of each class of CETH’s securities registered with the Commission pursuant to Exchange Act Section 12(g). *In the Matter of Alderox, Inc., et al. (as to Convergence Ethanol, Inc.)*, Exchange Act Rel. No. 67117, Administrative Proceeding File No. 3-14886 (June 5, 2012).

B. MATERIALLY DEFICIENT REGISTRATION FORM

2. On December 18, 2012, CETH filed a Form 10 with the Commission to re-register its common stock under Exchange Act Section 12(g).

¹ The short form of the issuer’s name is its former ticker symbol.

3. On December 20, 2012 the Division of Corporation Finance sent a letter to CETH advising it of certain deficiencies in its original Form 10. Thereafter, on January 17, 2013, CETH filed an amended Form 10-A (“Amended Form 10”). The Amended Form 10 contained the following deficiencies:

- i. The Amended Form 10 failed to include “since inception” figures for its statements of income, cumulated deficit, and cumulative cash flow in its periodic and annual financials statements as required by ASC Topic 915. The annual figures are required to be audited.
- ii. The Amended Form 10 also failed to include interim financial information for the period ended December 31, 2012. According to Rule 3-12 of Regulation S-X, if the financial statements included in a filing are date as of a date 135 days or more before the expected effective date of the filing, the financial statements must be updated to include interim financial information prior to effectiveness.
- iii. The Management’s Discussion and Analysis in the Amended Form 10 fails to comply with Item 303 of Regulation S-K in several respects. For example, the financial information presented therein does not match that presented in the financial statements and relates to different periods.

4. CETH’s Amended Form 10 became effective, and its common stock became registered pursuant to Exchange Act Section 12(g), by operation of law, on February 16, 2013. As of July 25, 2013, no ticker symbol had been issued to CETH nor had public trading commenced.

5. As a result of the foregoing, the Respondent re-registered its common stock on the basis of the materially deficient Amended Form 10. Exchange Act Section 12(g) requires issuers wishing to register a class of securities pursuant thereto to “file[] with the Commission a registration statement . . . containing such information and documents as the Commission may specify . . .” Form 10, promulgated by the Commission pursuant to Exchange Act Sections 12(b) and 12(g), is the primary form used by issuers seeking to register securities thereunder, and contains fifteen items which require certain specific information spelled out in Regulations S-K and S-X concerning, among other things, the issuer’s business and financial position.

6. As a result of the foregoing, Respondent failed to comply with Exchange Act Section 12(g), Rule 12b-20 and Regulations S-K and S-X 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 hereof are true and, in connection therewith, to afford the Respondents 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 registered pursuant to that may become registered pursuant thereto.

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 Respondent 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 Respondent fail to file the directed Answers, or fail to appear at a hearing after being duly notified, the Respondent, and any successor under Exchange Act Rules 12b-2 or 12g-3, and any new corporate names of the Respondent, 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 the Respondent personally or by certified, registered, or Express Mail, or by other means permitted by the Commission Rules of Practice.

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.

Elizabeth M. Murphy
Secretary