

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 66117 / January 6, 2012**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-14686**

<p><b>In the Matter of</b></p> <p><b>RPM Advantage, Inc.,</b></p> <p><b>Respondent.</b></p>
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**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. RPM Advantage, Inc. (CIK No. 1077385) (“RPMV”) is a Nevada corporation located in Houston, Texas. On November 8, 2011, the Commission, pursuant to delegated authority, accepted RPMV’s offer of settlement and, pursuant to Exchange Act Section 12(j), revoked the registration of each class of its securities registered pursuant to Exchange Act Section 12(g). *In the Matter of Circadian, Inc. et al. (as to Communitronics of America, Inc. (n/k/a RPM Advantage, Inc.))*, Exchange Act Release No. 65704, Administrative Proceeding File No. 3-14301 (“RPMV Revocation Order”).

**B. MATERIALLY DEFICIENT REGISTRATION FORM**

2. On November 9, 2011, RPMV filed a Form 10 with the Commission (“RPMV Form 10”) to re-register its common stock under Exchange Act Section 12(g)

3. On November 23, 2011, the Commission’s Division of Corporation Finance sent a letter to RPMV identifying numerous deficiencies in the RPMV Form 10. These included, among others, the following:

- a. The RPMV Form 10 falsely implied that the company has operations and assets when in fact it has none; The RPMV Form 10 falsely implied that it is currently an independent operator in the exploration and production segment of the oil and gas industries when in fact it is not;
  - b. The independent public accountant's report for the review period covering the period as of September 30, 2011, was dated July 5, 2011, a date prior to the end of the period which was the subject of the review, in direct violation of Rule 8-03 of Exchange Act Regulation S-X. Moreover, the review covered only the nine months ended September 30, 2011 and not the prior periods ended as presented in the financial statements, as required.
  - c. RPMV 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.
4. The RPMV Form 10 also contains several statements which are directly untrue or materially misleading descriptions of the events related to the administrative proceeding that resulted in the revocation of the Exchange Act registration of its common stock. First, RPMV claimed to have filed "all delinquent [sic] filing [sic]" during the pendency of the administrative proceeding, whereas EDGAR establishes that RPMV completely failed to file nine periodic reports for the periods from December 31, 2002 through December 31, 2004, inclusive. Second, RPMV represented that its amendments to its late-filed periodic reports "addressed and corrected all the mistakes that the [Division] claimed existed" in its initial filings made after the institution of the earlier administrative proceedings, whereas the amendments failed to correct all of the material deficiencies in the prior filings and introduced new material deficiencies that have yet to be corrected.
5. The Respondent filed a materially deficient Form 10 to re-register its stock and has failed to amend or withdraw that filing. 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 deny or suspend the effective date of the RPMV Form 10 (including amendments, if any, that may be filed) or suspend for a period not exceeding twelve months, or revoke the registration of each class of securities 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 fails to file the directed Answers, or fails 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