

Campbell Michael
Form SC 13D/A
September 30, 2010

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 21549

Schedule 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

RESOURCE HOLDINGS, INC.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

76123C105

(CUSIP Number)

Michael Campbell
11753 Willard Avenue
Tustin, CA 92782
(714) 832-3249

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

September 28, 2010

(Date of Event which Requires Filing

of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box o.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of

Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

- 1 name of reporting person
i.r.s. identification no. of above person (entities only)
- Michael Campbell
- 2 check the appropriate box if a member of a group* N/A (A) []
(B) []
- 3 sec use only
- 4 source of funds*
- 5 check if disclosure of legal proceedings is required pursuant to items 2(d) or 2(e) []
- 6 citizenship or place of organization
United States
- | | | | |
|--------------|----|--------------------------|----------|
| number of | 7 | sole voting power | |
| shares | | 15,957,500 shares | |
| beneficially | 8 | shared voting power | 0 shares |
| owned by | 9 | sole dispositive power | |
| each | | 15,957,500 shares | |
| reporting | 10 | shared dispositive power | 0 shares |
| person | | | |
| with | | | |
- 11 aggregate amount beneficially owned by each reporting person
15,957,500 shares
- 12 check box if the aggregate amount in row (11) excludes certain shares []
- 13 percent of class represented by amount in row (11)
66.3%
- 14 type of reporting person*
IN

This Amendment No. 2 (this "Amendment") amends and supplements the Schedule 13D filed with the Securities and Exchange Commission on November 14, 2009, as amended by Amendment No. 1 thereto filed with the Securities and Exchange Commission on March 12, 2010 (collectively, the "Schedule 13D"), by Michael Campbell with respect to common stock, \$.001 par value per share (the "Common Stock") of Resource Holdings, Inc. (f/k/a SMSA El Paso II Acquisition Corp.), a Nevada corporation (the "Issuer"). Capitalized terms used in this Amendment without definition shall have the meanings ascribed to them in the Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 of Schedule 13D is hereby amended and restated as follows:

Pursuant to Rule 13d-3(a), at the close of business on September 29, 2010, the Issuer had 24,068,754 shares of Common Stock issued and outstanding. After the consummation of the transactions described in Item 4 and the dispositions of Common Stock described hereinafter in this Item 5, Michael Campbell has sole power to vote and direct the disposition of 15,957,500 shares of Common Stock, which constitutes approximately 66.3% of the outstanding shares of Common Stock of the Issuer.

Between November 12, 2009 and January 21, 2010, Mr. Campbell sold an aggregate of 1,130,000 shares of Common Stock for a purchase price of \$0.10 per share in various privately negotiated transactions. Each such sale was made in a transaction that was exempt from registration under the Securities Act, and each purchaser represented to Mr.

Campbell that such purchaser understood that the acquired shares are “restricted securities” within the meaning of Rule 144 under the Securities Act and are subject to the resale limitation imposed thereby and by the Securities Act. Mr. Campbell used substantially all of the proceeds from the sale of such shares of Common Stock to fund corporate business development and capital raising expenses of the Issuer including related travel costs.

On March 2, 2010, pursuant to a Letter Agreement, dated February 26, 2010, Mr. Campbell transferred 400,000 shares of Common Stock to an investor as an incentive for such investor to invest in the Issuer. Also on March 2, 2010, pursuant to a Contribution Agreement, dated February 26, 2010, Mr. Campbell contributed 250,000 shares of Common Stock to the Issuer, to be held as treasury shares.

On September 28, 2010, pursuant to a Letter Agreement, dated September 28, 2010, Mr. Campbell transferred 1,412,500 shares of Common Stock to various individuals, at the direction of Timothy McLaughlin, as compensation for consulting services provided by Mr. McLaughlin to the Issuer.

On September 28, 2010, pursuant to a Letter Agreement, dated September 28, 2010, Mr. Campbell also transferred 850,000 shares of Common Stock to John Whitcomb Kennedy, as compensation for consulting services provided by Mr. Kennedy to the Issuer.

Mr. Campbell has not effected any other transactions in the Common Stock during the past 60 days, except as described in this Schedule 13D. Mr. Campbell has the sole right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock owned by him.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: September 30, 2010

By: /s/ Michael Campbell
Michael Campbell