MediaG3, Inc.
A Delaware Corporation

Corporate Information
Financial and shareholder information for the years ended December 31, 2012 and 2011

Part A General Company Information

ITEM I. The exact name of the issuer and its predecessor.

The name of the issuer is “MediaG3, Inc.” (“media g^3”, “MDGC”, “the Company”, “We”, “Us”, “Our”, or “Issuer”). The issuer did not acquire capital or assets from a predecessor during the preceding five-year period.

ITEM II. The address of the issuer's principal executive offices as of December 31, 2012.

MediaG3, Inc.
1501 S. Federal Way
Boise ID 83705

Website: www.mediag3.com
Phone: 208-321-4188 ext. 2
Email: admin@mediag3.com

ITEM III. The jurisdiction(s) and date of the issuer's incorporation or organization.

MediaG3, Inc. is a Delaware corporation formed on December 21, 2005.

ITEM IV. The name and address of the transfer agent.

First American Stock Transfer, Inc.
4747 N. 7th Street, Ste 170
Phoenix, AZ 85014
Phone: (602) 485-1346
Fax: (602) 788-0423

ITEM V. The nature of the issuer's business.

A. *Business Development.*

MediaG3, Inc. was incorporated in the State of Delaware on December 21, 2005, and became an operating company on December 28, 2005. MediaG3, Inc.’s principal place of business is in Boise, Idaho, USA.

MediaG3, Inc. is principally engaged in the design, development and deployment of wireless broadband Internet, wireless networks, fixed and mobile Internet, communications, media and entertainment products and services for individuals and companies of all sizes.

1. **the form of organization of the issuer;**
   MediaG3, Inc. is a Delaware Corporation.

2. **the year that the issuer was organized;**
   MediaG3, Inc. was organized in 2005.

3. **the issuer's fiscal year end date;**
   MediaG3, Inc.’s year end date is December 31st.

4. **whether the issuer has been in bankruptcy, receivership, or any similar proceeding;**
   The Company has not been involved as a debtor in any bankruptcy, receivership, or any similar proceeding during the immediately preceding three years.

5. **any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets;**
   In January 2009, media g^3 discontinued operations of Little Sheep and Oriental Media divisions, and sold the divisions. In August 2009, media g^3 merged with Imperial Wireless, and a change of management and stock control occurred; this is further discussed below in the business sections. In November 2011, media g^3 formed Wytec International, a Nevada corporation, as a subsidiary. Five US patents acquired as part of an asset purchase agreement from ADML Holdings, Ltd., November 2007 were assigned to Wytec International. In the three months ended December 31, 2011, media g^{3}entered into a stock purchase agreement to sell 1,000,000 shares of Wytec International to Competitive Companies, Inc., subject to various terms and conditions, which was anticipated to close in 2012.

6. **any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments;**
   During the fiscal years ending 2008, 2009, 2010, 2011, and 2012, media g^3 defaulted on several notes to unrelated individuals and shareholders. All notes combined, the total principal of the defaulted loans are $895,491. The company is currently involved in negotiations regarding the validity, nature, and fair settlements of these notes.

7. **any change of control;**
   The only change in control of the Company during the immediately preceding three-year period is the one discussed above in item 5.

8. **any increase of 10% or more of the same class of outstanding equity securities;**
   During the immediately preceding three-year period, there have been several such increases. In the year ended December 31, 2009, our authorized shares were increased to the current level of 1,500,000,0000.

9. **any past, pending, or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;**
   The Company has no present intention for a stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization, nor have there been any stock splits, stock dividends, recapitalizations, mergers, acquisitions, spin-offs, or reorganization in the immediately preceding three-year period.

10. **any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board; and**
    During the immediately preceding three year period, the Company's shares have not been delisted by any securities exchange. In an effort to save costs, the Company filed a Form 15 with the SEC on July 8, 2009, and thereby avoided the continuing requirement to file periodic reports with the SEC. As a result, shares of the Company are no longer traded on the OTC Bulletin Board. Shares of the Company are now traded only on the PinkSheets.

11. **any current, past, pending, or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past, or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.**
    From time to time, the Company is subject to claims, controversies, and litigation in the ordinary course of business, including contract, franchise, and employment-related matters. In the course of enforcing its rights under existing and former agreements, the Company is subject to complaints and letters threatening litigation concerning the interpretation and applicability of these agreements, particularly in cases involving defaults and terminations of franchise agreements. The Company is a party to several claims dealing with shareholder notes that are addressed in the section 6 above.

B. ***Business of Issuer.***

OVERVIEW

media g^3 incorporated in Delaware in December 2005 and is principally engaged in the design, development and deployment of wireless broadband and wireless network products, services and solutions. Our products and services significantly reduce the cost of communications and produce greater efficiency in communication with tangible results.

media g^3's products and services have been designed to make wireless broadband communications possible in areas where the lack of or cost of fixed or wireless infrastructures has made it prohibitive to do so. media g^3's products and services are specifically designed to enable cost effective solutions for wireless communications and content delivery to targeted customers, provide complimentary off-load capabilities for other wireless providers and wireless broadband to those lacking in infrastructure, speed or throughput.

Current Operations

media g^3's near term business growth plan is focused on developing and building small cell or micro cell networks and network models to generate revenue via subscribers. Business plan and specific details about our micro cell networks will be forthcoming on our website.

Imperial Wireless

Imperial Wireless, iWiFi and iWiFiHere brands and others will be used to market and sell Internet and network products and services.

Products

The company offers point-to-point and point-to-multipoint digital microwave transmission systems for first/last mile access, middle mile/backhaul, and long distance trunking applications. The company's products include broadband wireless access base stations and customer premises equipment for fixed and mobile point-to-point digital microwave radio systems for Internet access, backhaul, trunking, and license-exempt applications; and supporting network deployments, network expansion, and capacity upgrades. media g^3 offers products and services to make wireless broadband communications possible in vast areas where the lack of fixed or wireless infrastructures has hereto for made it prohibitive to do so. media g^3's product portfolio offers this equipment, the installation of this equipment, and the service/repair of this equipment at significantly reduced cost to greatly improve the effectiveness of corporate, small business, and residential communications.

Services

media g^3 offers Internet and Internet-related products and services. The company also engages in residential ISP services, broadband wholesale marketing, and retail direct fiber connections to the internet for large and small businesses.

Historical

In November 2007, media g^3 entered into an Asset Purchase Agreement, with ADML Holdings, Ltd., a Cayman Islands corporation ("ADML"), for the acquisition of certain ADML assets. These assets included (i) five United States patents, one European patent, one China counterpart patent, and accompanying intellectual property; (ii) fixed assets such as computers and test equipment; (iii) certain inventory; and (iv) work in process. In consideration for the acquisition of these assets, media g^3 issued to ADML an aggregate of 6,000,000 shares of media g^3 common stock.

In December 2007, media g^3 acquired 94% of Broadband Information Technologies, Ltd. ("BIT"), a Liechtenstein company responsible for business and sales channel development of ADML's broadband wireless product in the China market. media g^3 issued an aggregate of 1,340,000 shares of restricted common stock to the five holders of BIT from whom the interest was acquired. The control of BIT allowed media g^3 to secure already established partnership and marketing channels in China.

media g^3's broadband wireless system, mg^3 wireless, was a bi-directional broadband system that was highly effective, economical and scalable for vast areas where lack of fixed or wireless infrastructure prevails. mg^3 wireless was customized to operate on a specific radio frequency anywhere between 24GHz and 43GHz, and broadcasts point-to-multipoint with 90 degree coverage per sector

media g^3 had discussions with Chinese government agencies in charge of telecommunication to use these advanced broadband wireless products in their "Rural Coverage" project to provide two-way high speed Internet and television coverage to rural areas, where 80%, or 900 million, of Chinese reside. media g^3 negotiated a frame supply contract with Business Corp Services Incorporation, a large Philippines broadband wireless integrator, to supply up to $10 million of media g^3 broadband wireless systems. media g^3 also negotiated for additional broadband wireless contracts with another Philippines company. However, media g^3, as of this date, has not entered into any agreements or understandings with any of these companies.

MARKET ANALYSIS AND COMPETITION

Internet and wireless subscribers are finding their service providers currently lack the capacities to adequately provide the data they need, the data speeds they want or they are being charged more for additional quality of service. This "spectrum crisis" is more than apparent in most cities. Existing wireless carriers and local Internet service providers are searching for economical solutions to "off-load" their data demand to local small or micro cells. media g^3's micro cell network models have been designed specifically to meet these bandwidth needs and are a perfect complementary solution.

While Internet usage and demand continues to grow, providers are looking for next generation technologies and solutions to expand their revenue streams, secure their market position and prepare for fierce competition.

Content providers and advertisers need more efficient channels to deliver information to targeted customers. While more and more companies are entering the short message services business, the multimedia services market is wide open, less tapped and fast growing.

Every distribution channel for Internet related products, devices, accessories or services as well as content, media providers and others, need to communicate with potential customers who are interested in purchasing their products, information and services. Most manufacturers, distribution and supply channels are now leveraging Internet and social media to replace expensive TV and printed advertisement, catalogs and direct mail. More importantly, the product manufacturers are searching for very well defined and fully opt-in customer bases to which they can promote and market their products and services correctly, wisely and effectively.

We expect to offer complete wireless Internet and network solutions for companies looking to extend and enhance their communication needs. We believe our efficient and well-targeted marketing approach will produce tremendous results and opportunities.

Technology, Products and Services

media g^3 plans to enhance and expand on its technology, product lines and service offerings through upgrades, modifications and additional development on network and distribution models. Acquired and developed technologies enable media g^3 to offer wireless products, services and solutions, at a reasonable price, to meet the needs of next generation Internet users.

mg^3 Wireless

mg^3 wireless offers a variety of fixed and wireless broadband products, services and solutions referred to as wireless networks, access points or micro cells; using a hybrid of wired, 802.11, 802.16 and Local Multipoint Distribution Systems (LMDS) which may use licensed or unlicensed frequencies. Target markets are those in which the availability of broadband access is limited by a shortage of existing telecommunications infrastructure over the “last mile” between the typical wireless carriers, cable or fiber optic networks and their customers; lack of capacity or delivery speed available.

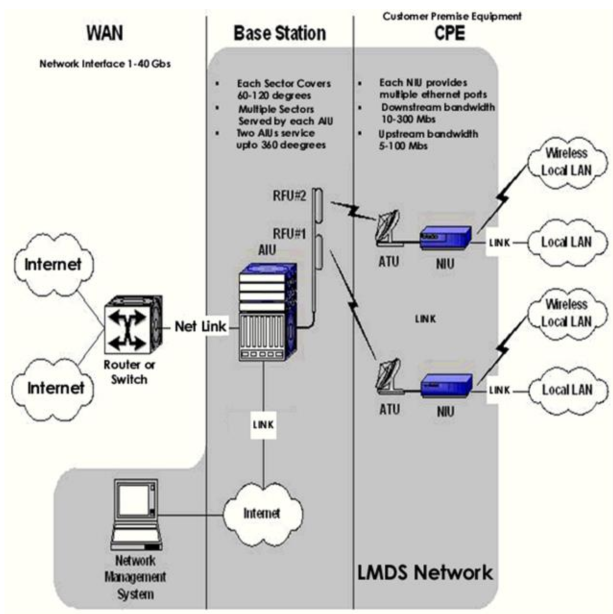
mg^3 wireless is typically a sectorized, point-to-multipoint communications system “over the air” that provides a two-way wideband signal transmission into service areas up to seven miles in diameter where it would be prohibitively expensive to lay fiber or cable to reach these populations.

mg^3 wireless networks consist of the following three components:

1. Base Station – includes a Radio Frequency Unit (RFU) and an Air Interface Unit (AIU). The RFU is the LMDS transceiver located at the base station, providing 30-360 degree sector coverage for LMDS and wireless signals. The AIU is the LMDS or wireless indoor base station equipment. The AIU contains interface equipment for network connections between the core network and LMDS airlink.

2. Customer Premise Equipment (CPE) – consists of Antenna Transceiver Units (ATU) and Network Interface Units (NIU). The ATU is the LMDS or wireless transceiver for Customer Premise Equipment. The NIU is the indoor component of the LMDS system, which provides the user interfaces.

3. Network Management System – provides the ability to remotely monitor and configure system elements and back office management software.



The mg^3 wireless network can be customized to operate on unlicensed or licensed radio frequencies up to 90 Ghz. mg^3's LMDS system was developed for China's 26 GHz. frequency band, which carries the distinction of being the only LMDS system approved via rigorous network testing in China's laboratories and field trials and awarded a network access license in May 2005. Further, mg^3's LMDS was developed as the only system that operates at the new European frequency band of 43 GHz.

mg^3 wireless operated a successful live field test for two years and was accepted by the Philippines government and broadband operators. The technology and product were also been approved by the Philippines President and Prime Minister for nationwide implementation.

mg^3 wireless completed a two year system trial in China and was certified by State Administration of Radio, Film and Television (SARFT). media g^3 has also received three network certifications, which make selling and implementing mg^3 wireless in China possible.

Competition

As an early stage company, we are entering an extremely competitive market. We plan to deploy local multipoint distribution service (LMDS), a critical last mile broadband wireless connectivity system between fixed points on the broadband network backbone (satellite, cable or fiber) and multiple subscriber locations (offices, houses or apartment buildings) over wireless connections, thereby eliminating the need for costly fiber and cable extensions. The technology is engineered to be highly cost effective and scalable for growing subscriber coverage and additional services. We believe that no other company is able to offer the same or similar bandwidth and high frequency.

GOVERNMENT REGULATION

We are not currently subject to direct federal, state or local regulation other than regulations applicable to businesses generally or directly applicable to electronic commerce. However, the Internet is increasingly popular. As a result, it is possible that a number of laws and regulations may be adopted with respect to the Internet. These laws may cover issues such as user privacy, freedom of expression, pricing, content and quality of products and services, taxation, advertising, intellectual property rights and information security. Furthermore, the growth of electronic commerce may prompt calls for more stringent consumer protection laws. Several states have proposed legislation to limit the uses of personal user information gathered online or require online services to establish privacy policies.

We are not certain how business may be affected by the application of existing laws governing issues such as property ownership, copyrights, encryption and other intellectual property issues, taxation, libel, obscenity and export or import matters. The vast majority of such laws were adopted prior to the advent of the Internet. As a result, they do not contemplate or address the unique issues of the Internet and related technologies. Changes in laws intended to address such issues could create uncertainty in the Internet market place. Such uncertainty could reduce demand for services or increase the cost of doing business as a result of litigation costs or increased service delivery costs. In addition, because our services are available over the Internet in multiple states and foreign countries, other jurisdictions may claim that we are required to qualify to do business in each such state or foreign country. We are qualified to do business only in Idaho. Our failure to qualify in a jurisdiction where it is required to do so could subject us to taxes and penalties. It could also hamper our ability to enforce contracts in such jurisdictions. The application of laws or regulations from jurisdictions whose laws currently apply to our business could have a material adverse effect on our business, results of operations and financial condition.

Other than the foregoing, no governmental approval is needed for the sale of our products or services.

TRADEMARKS

We consider our intellectual property to be a key cornerstone and asset of our business. We rely on a combination of trademark, copyright and trade secret protection laws, as well as confidentiality procedures and contractual provisions to protect our intellectual property. Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy or otherwise obtain and use our technology. Monitoring unauthorized use of our products is difficult and costly, and we cannot be certain that the steps we have taken will prevent misappropriations of our technology, particularly in foreign countries where the laws may not protect our proprietary rights.

In addition, third parties may initiate litigation against us alleging infringement of their proprietary rights. In the event of a successful claim of infringement and our failure or inability to develop non-infringing technology or license the infringed or similar technology on a timely basis, our business could be harmed. In addition, even if we are able to license the infringed or similar technology, license fees could be substantial and may adversely affect our results of operations.

We acquired five United States patents as part of the ADML asset acquisition, relating to the engineering design of the Customer Premise Equipment (CPE), as well as a patent on signal transmission through a high power millimeter wave device and a key patent for sectorized, wireless point-to-multipoint communications systems. The Chinese patent office awarded a Notice of Allowance in June 2006 on the latter patent, and subsequently issued a corresponding patent. Furthermore, we have also acquired a European patent on our sectorized, wireless multipoint communications system technology which provides protection in a number of major

European countries, including but not limited to the United Kingdom, Germany, France and Italy. Where practical and appropriate, we intend to obtain patents and trademarks to protect our intellectual property.

RISK FACTORS

The Company's business and investment in its common stock are subject to certain risks, which the Company believes includes the following:

We are an early stage company and have a limited operating history on which to evaluate our potential for future success.

Although the companies that we have acquired have from two to three years of operating history, our parent company, media g^3, was formed in December 2005, merged with Imperial Wireless in 2009, has been in a development stage for the past 3 years and just beginning operations. Therefore, we have a limited operating history upon which you can evaluate our business and prospects. In addition, we are currently refining our services and products for commercial sale, and we expect that some of our new products will not be commercially available until 1st Quarter 2013. Also, there can be no assurance that we will derive significant revenues from either of these products.

We are an early stage company. You must consider the risks and uncertainties frequently encountered by early stage companies in new and rapidly evolving markets such as competing technologies, lack of customer acceptance of a new or improved service or product and obsolescence of the technology before it can be fully commercialized. If we are unsuccessful in addressing these risks and uncertainties, our business, results of operations and financial condition will be materially and adversely affected.

Doubts exist about our ability to continue as a going concern.

Our financial statements have been presented on the basis that we are a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. We have sustained operating losses since inception.

As of December 31, 2012, we have a working capital deficit of $1,071,653, and an accumulated deficit of $17,745,006. During the year ended December 31, 2012, we had a net loss of $403,038 and cash used in operating activities of $5,485. Our ability to continue in existence is dependent on our ability to develop additional sources of capital, and/or achieve profitable operations and positive cash flows. Management’s plan is to aggressively pursue our present business plan. Since inception, we have funded our operations through the issuance of common stock and related party loans and advances, and will seek additional debt or equity financing as required. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

If we do not obtain additional capital, we may be unable to sustain our business.

Our operating plans for 2013 are focused on the development and marketing of our wireless broadband Internet services and related wireless broadband communication products. We estimate that approximately $2 million will be required to support this plan for the next 12 months. Since our inception in 2005, we have received funds from the sale of common stock, and we have received from time to time advances and funds in the form of short term notes from our Chief Executive Officer and other parties. We are actively seeking additional funding, but to date have not entered into any agreements or other arrangements for such additional financing other than those already discussed elsewhere in this document. There can be no assurance that the required additional financing will be available on terms favorable to us or at all.

If adequate funds are not available or are not available on acceptable terms when required, we may be required to significantly curtail our operations or may not be able to fund expansion, take advantage of unanticipated acquisition opportunities, develop or enhance services or products or respond to competitive pressures. These circumstances could have a material adverse effect on our business, results of operations and financial condition. If additional funds are raised through the issuance of equity or convertible debt securities, our then existing shareholders may experience substantial dilution, and such securities may have rights, preferences and privileges senior to those of our common stock.

Our business revenue generation model is unproven and could fail.

Our revenue model is new and evolving, and we cannot be certain that it will be successful. Our ability to generate revenue will depend, among other things, on our ability to provide effective online and wireless rich-media services and products to our customers. Our success will be largely dependent upon our ability to educate potential customers about the features and benefits of rich-media e-mail technology and applications. We cannot assure you that our business model will be successful or that we can sustain revenue growth or achieve or sustain profitability.

Our future revenues are unpredictable and our quarterly operating results may fluctuate significantly.

We have a very limited operating history. We cannot forecast with any degree of certainty the amount of revenue to be generated by any of our products or services. In addition, we cannot predict the consistency of our quarterly operating results. Factors which may cause our operating results to fluctuate significantly from quarter to quarter include:

- our ability to attract new and repeat customers;
- our ability to keep current with the evolving requirements of our target markets;
- our ability to protect our proprietary technology;
- the ability of our competitors to offer new or enhanced products or services; and
- unanticipated delays or cost increases with respect to research and development.

Because of these and other factors, we believe that quarter-to-quarter comparisons of our results of operations will not be good indicators of our future performance. If our operating results fall below the expectations of securities analysts and investors in some future periods, then our stock price may decline.

If we are not able to compete effectively in the highly competitive communications industry, we may be forced to reduce or cease operations.

Our ability to compete effectively with our competitors depends on the following factors, among others:

- the performance of our products, services and technology in a manner that meets customer expectations;
- our ability to price our services and products at a price point that is competitive with similar or comparable services and products offered by our competitors while still providing us with an acceptable gross margin;
- general conditions in the communications and wireless industries;
- the success of our efforts to develop, improve and satisfactorily address any issues relating to our technology;
- our ability to compete effectively with companies that have substantially greater market presence and financial, technical, marketing and other resources than us, including advertising agencies and print and broadcast media companies; and
- our ability to adapt to the consolidation of our competitors or the entry into the market of new competitors.

Failure to attract and retain personnel could have an adverse impact on our operations.

Our future success depends on our ability to identify, attract, hire, retain and motivate other well-qualified managerial, technical, sales and marketing personnel. There is intense competition for these individuals, and there can be no assurance that these professionals will be available in the market or that we will be able to meet their compensation requirements.

Acts of terrorism, responses to acts of terrorism and acts of war may impact our business and our ability to raise capital.

Future acts of war or terrorism, national or international responses to such acts, and measures taken to prevent such acts may harm our ability to raise capital or our ability to operate, especially to the extent we depend upon activities conducted in foreign countries. In addition, the threat of future terrorist acts or acts of war may have effects on the general economy or on our business that are difficult to predict. We are not insured against damage or interruption of our business caused by terrorist acts or acts of war.

Risk Factors Related to Our Securities

Shares eligible for future sale by our current shareholders may adversely affect our stock price.

If the trading volume of our common stock is low, the sale of a significant number of shares of common stock at any particular time could be difficult to achieve at the market prices prevailing immediately before such shares are offered. In addition, sales of substantial amounts of common stock under Securities and Exchange Commission Rule 144 or otherwise could adversely affect the prevailing market price of our common stock and could impair our ability to raise capital at that time through the sale of our securities.

Our common stock price is likely to be highly volatile; our common stock is penny stock.

The market price of our common stock is likely to be highly volatile as the stock market in general, and the market for technology companies in particular, has been highly volatile. The trading prices of many technology companies' stocks have been highly volatile.

Factors that could cause such volatility in our common stock may include, among other things:

- actual or anticipated fluctuations in our quarterly operating results;
- announcements of technological innovations;
- changes in financial estimates by securities analysts;
- conditions or trends in our industry; and
- changes in the market valuations of other comparable companies.

In addition, we intend to apply for the trading of our common stock on the Over-the-Counter Bulletin Board (OTCBB). There can be no assurance that we will be able to successfully apply for listing on the OTCBB or eventually on the American Stock Exchange, the NASDAQ Global Select Market, or the NASDAQ Capital Market due to the trading price of our common stock, our working capital and revenue history. Failure to list our shares on the OTCBB, the American Stock Exchange, or one of the NASDAQ Markets will impair the liquidity of our common stock.

The Securities and Exchange Commission has adopted regulations which generally define a "penny stock" to be any security that 1) is priced under five dollars, 2) is not traded on a national stock exchange or on NASDAQ, 3) may be listed in the "pink sheets" or the OTCBB, and 4) is issued by a company that has less than $5 million in net tangible assets and has been in business less than three years, or by a company that has under $2 million in net tangible assets and has been in business for at least three years, or by a company that has revenues of less than $6 million for three years.

Penny stocks can be very risky. Penny stocks are low-priced shares of small companies not traded on an exchange or quoted on NASDAQ. Prices often are not available. Investors in penny stocks are often unable to sell stock back to the dealer that sold them the stock. Thus, an investor may lose his/her investment. Our common stock is a penny stock and thus is subject to

rules that impose additional sales practice requirements on broker-dealers who sell such securities to persons other than established customers and accredited investors, unless the common stock is listed on one of the NASDAQ Markets. Consequently, the penny stock rules may restrict the ability of broker-dealers to sell our securities, and may adversely affect the ability of holders of our common stock to resell their shares in the secondary market.

We have no current plans to pay dividends.

We have never paid cash dividends on our common stock and we do not expect to pay cash dividends on our common stock at any time in the foreseeable future. The future payment of dividends directly depends upon the future earnings, capital requirements, financial requirements and other factors that our Board of Directors will consider. Since we do not anticipate paying cash dividends on our common stock, the return on investment on our common stock will depend solely on an increase, if any, in the market value of the common stock.

Holders of our common stock may be diluted in the future.

We are authorized to issue up to 1,500,000,000 shares of common stock with a $.001 par value. To the extent of such authorization, our Board of Directors will have the ability, without seeking stockholder approval, to issue additional shares of common stock in the future for such consideration as our Board of Directors may consider sufficient. The issuance of additional common stock in the future will reduce the proportionate ownership and voting power of our common stock held by existing stockholders.

We could issue "blank check" preferred stock without stockholder approval with the effect of diluting then current stockholder interests and impairing their voting rights, and provisions in our charter documents and under Delaware law could discourage a takeover that stockholders may consider favorable.

Our Certificate of Incorporation authorizes the issuance of up to 5,000,000 shares of “blank check” preferred stock with designations, rights and preferences as may be determined from time to time by our Board of Directors. Accordingly, our Board of Directors is empowered, without stockholder approval, to issue a series of preferred stock with dividend, liquidation, conversion, voting or other rights which could dilute the interest of, or impair the voting power of, our common stockholders. The issuance of a series of preferred stock could be used as a method of discouraging, delaying or preventing a change in control. For example, it would be possible for our Board of Directors to issue preferred stock with voting or other rights or preferences that could impede the success of any attempt to change control of our Company. In addition, advanced notice is required prior to stockholder proposals.

Delaware law also could make it more difficult for a third party to acquire us. Specifically, Section 203 of the Delaware General Corporation Law may have an anti-takeover effect with respect to transactions not approved in advance by our board of directors, including discouraging attempts that might result in a premium over the market price for the shares of common stock held by our stockholders.

Income Taxes

The Company has recognized a deferred tax asset, which is subject to analysis under Section 382 of the IRC. Under Section 382, if the sale (or cumulative sales) of shares in the Company during any three-year period results in a “change of control,” the deferred tax asset may be impaired. To date, however, there has not been a “change of control” that would impair this asset, and at this time, the Company is not aware of any circumstance that would result in a “change of control.” Nevertheless, the Company does have a few large, individual shareholders who own collectively more than a majority of the outstanding shares of the Company and could, in combination, effect a “change of control” of the Company, resulting in the impairment of the deferred tax asset.

Cautions Regarding Forward Looking Statements

This initial disclosure statement includes forward-looking statements within the meaning of the Securities Act of 1933 (the “Securities Act”) and the Securities Exchange Act of 1934. When used in this report, words such as “anticipate,” “believe,” “estimate,” “expect,” “intend,” or “plan,” as they relate to the Company or its management, are intended to identify such forward-looking statements. All statements regarding the Company or the Company's expected future financial position, business strategy, cost savings, and operating synergies, projected costs, and plans and objectives of management for future operations are forward-looking statements. Although the Company believes the expectations reflected in such forward-looking statements are based on reasonable assumptions, no assurance can be given that such expectations will prove to have been correct. Important factors that could cause actual results to differ materially from the expectations reflected in the forward-looking statements herein include, among others, the factors set forth above under the caption "Risk Factors," general economic and business and market conditions, changes in federal and state laws, and increased competitive pressure in the automotive aftermarket industry.

1. **the issuer's primary and secondary SIC Codes;**
   Standard Industrial Code for the Company's main line of business is 7380.

2. **if the issuer has never conducted operations, is in the development stage, or is currently conducting operations;**
   The Company and its affiliates are currently in the development stage and have limited operations.

3. **if the issuer is considered a "shell company" pursuant to Securities Act Rule 405;**
   The Company is not a "shell company".

4. **the names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement;**
   As mentioned throughout this disclosure statement, the Company's operations are not conducted, directly or indirectly, through wholly-owned subsidiaries.

5. **the effect of existing or probable governmental regulations on the business;**
   As discussed above, there are numerous governmental regulations which impact the operations of the Company. These regulations include: environmental, tax, corporate governance, various licensing requirements, and franchise compliance laws and regulations at both the state and federal level.

6. **an estimate of the amount spent during each of the last two fiscal years on research and developmental activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers;**
   The Company has not spent any material amounts in the last two fiscal years on research or development activities.

7. **costs and effects of compliance with environmental laws (federal, state and local);**
   The business of the Centers face a wide range of regulations, including environmental laws and regulations, occupational regulations (including OSHA); and local licensing requirements. To address concerns associated with environmental laws and regulations at company owned centers, the Company has purchased insurance and established processes and procedures to minimize risk. The costs of compliance have not adversely affected operations.

8. **the number of total employees and number of full-time employees;**
The Company currently has no full-time employees, and contracts with independent contractors in order to perform the work required.

ITEM VI. The nature of products or services offered.

A. principal products or services, and their markets;

Wireless & Network Products

media g^3 principally offers wireless broadband Internet access as well as Internet related products and services. Users will be able to sign up for a variety of services online including daily, weekly or monthly Internet service. media g^3 designs, develops and deploys wireless broadband Internet service, wireless networks as well as fixed and wireless Internet products and accessories. Details pertaining to service availability, networks and network models will be available via our website http://www.media g3.com

Online Store Internet Related Products & Services

media g^3's online store offers a variety of Internet related products and services. We plan to engage in a robust business development effort to sign up partnerships with all major wireless service providers and acquire clients who need to market their content. These two frontiers will be tackled simultaneously and we expect one will fuel the other and vice versa.

The sales strategies for mg^3 mobile™ also include partnerships with hand-held wireless device manufactures. Our plan is to work with one or more mobile phone carriers and hand-held wireless device manufactures to designate certain models as "preferred" mobile phones or allow for "preferred" wireless service on our networks. We plan to work with manufacturers to integrate and test to make sure these preferred mobile phones and networks will work seamlessly with mg^3 mobile™. We plan to work with our wireless service providers to promote these preferred mobile phones to customers. mg^3 multimedia service will only be made available for these preferred mobile phones. When customers sign up for the service, they will purchase one of the preferred mobile phones at a discounted price. A small piece of mg^3 mobile™ client software will be downloaded onto the mobile phone during registration. That piece of client software will facilitate the efficient viewing, interaction as well as tracking capabilities.

B. distribution methods of the products or services;

Discussed in the above discussion of products.

C. status of any publicly announced new product or service;

The Company has not made any public announcement regarding new products or services.

D. competitive business conditions, the issuer's competitive position in the industry, and methods of competition;

As an early stage company, we are entering an extremely competitive market. Our plan to deploy high speed wireless broadband Internet, Wi-Fi, WiMax or local multipoint distribution service (LMDS), a crucial last mile broadband wireless connectivity system between fixed points on the broadband network backbone (satellite, cable or fiber) and multiple subscriber locations (offices, houses or apartment buildings) over wireless connections, thereby eliminating the need for costly fiber and cable extensions. The technology is engineered to be highly cost effective and scalable for growing subscriber coverage and additional services. We believe no other company is able to offer the same or similar bandwidth and high frequency for a comparable price.

E. sources and availability of raw materials and the names of principal suppliers;

In general, the Company, its subsidiaries, and Centers in the System do not rely upon “raw materials” in the operation of their businesses.

F. dependence on one or a few major customers;

The Company is not dependent upon one or a few major customers.

G. patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration; and

We consider our intellectual property to be a key cornerstone and asset of our business. We rely on a combination of trademark, copyright and trade secret protection laws, as well as confidentiality procedures and contractual provisions to protect our intellectual property. Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy or otherwise obtain and use our technology. Monitoring unauthorized use of our products is difficult and costly, and we cannot be certain that the steps we have taken will prevent misappropriations of our technology, particularly in foreign countries where the laws may not protect our proprietary rights.

In addition, third parties may initiate litigation against us alleging infringement of their proprietary rights. In the event of a successful claim of infringement and our failure or inability to develop non-infringing technology or license the infringed or similar technology on a timely basis, our business could be harmed. In addition, even if we are able to license the infringed or similar technology, license fees could be substantial and may adversely affect our results of operations.

We acquired five United States patents as part of the ADML asset acquisition, relating to the engineering design of the Customer Premise Equipment (CPE), as well as a patent on signal transmission through a high power millimeter wave device and a key patent for sectorized, wireless point-to-multipoint communications systems. The Chinese patent office awarded a Notice of Allowance in June 2006 on the latter patent, and subsequently issued a corresponding patent. Furthermore, we have also acquired a European patent on our sectorized, wireless multipoint communications system technology which provides protection in a number of major European countries, including but not limited to the United Kingdom, Germany, France and Italy. Where practical and appropriate, we intend to obtain patents and trademarks to protect our intellectual property.

H. the need for any government approval of principal products or services and the status of any requested government approvals.

We are not currently subject to direct, federal, state or local regulation other than regulations applicable to businesses generally or directly applicable to electronic commerce. However, the Internet is increasingly popular. As a result, it is possible that a number of laws and regulations may be adopted with respect to the Internet. These laws may cover issues such as user privacy, freedom of expression, pricing, content and quality of products and services, taxation, advertising, intellectual property rights and information security. Furthermore, the growth of electronic commerce may prompt calls for more stringent consumer protection laws. Several states have proposed legislation to limit the uses of personal user information gathered online or require online services to establish privacy policies.

We are not certain how business may be affected by the application of existing laws governing issues such as property ownership, copyrights, encryption and other intellectual property issues, taxation, libel, obscenity and export or import matters. The vast majority of such laws were adopted prior to the advent of the Internet. As a result, they do not contemplate or address the unique issues of the Internet and related technologies. Changes in laws intended to address such issues could create uncertainty in the Internet market place. Such uncertainty could reduce demand for services or increase the cost of doing business as a result of litigation costs or increased service delivery costs. In addition, because our services are available over the Internet in multiple states and foreign countries, other jurisdictions may claim that we are required to qualify to do business in each such state or foreign country. We are qualified to do business only in Idaho. Our failure to qualify in a jurisdiction where it is required to do so could subject us to taxes and penalties. It could also hamper our ability to enforce contracts in such jurisdictions. The application of laws or regulations from jurisdictions whose laws currently apply to our business could have a material adverse effect on our business, results of operations and financial condition.

Other than the foregoing, no governmental approval is needed for the sale of our products or services.

ITEM VII. The nature and extent of the issuer's facilities.

The Company's corporate headquarters are located in Boise, Idaho. In the opinion of management, the Company's current space is adequate for its operating needs.

Part B Share Structure and Issuance History

ITEM VIII. The exact title and class of securities outstanding.

The authorized stock of the Company consists of 1,500,000,000 shares of common stock and 5,000,000 shares on preferred stock, $.001 par value, of which 1,493,509,343 and 1,470,958,992 shares of common stock were outstanding at December 31, 2012 and 2011, respectively, and there was no preferred stock outstanding as of December 31, 2012 and 2011. Our CUSIP No. is 58448D and our Trading Symbol is MDGC.PK.

ITEM IX. Description of the security.

A. **Par or Stated Value for each class of outstanding securities.**
Authorized Common Stock—Par Value $0.001

B. **Common or Preferred Stock.**

1. **For common equity, describe any dividend, voting and preemption rights.**

   The common stock of the Company has no rights to any dividend or any preemption rights. Only shareholders of record on the books of the Company at the close of the record date will be entitled to vote at any subsequent annual meeting of shareholders, whether in person or by proxy. Each share of common stock is entitled to one vote for each matter submitted to the shareholders for approval.

2. **For preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions.**

   The Company has not designated any class of preferred stock, and currently has no plans to do so.

3. **Describe any other material rights of common or preferred stockholders.**

   Other than the rights discussed above, the holders of common or preferred shares of the Company have no other material rights.

4. **Describe any provision in issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.**

   There is not a provision in the issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer. Additionally, see "Risk Factors".

ITEM X. The number of shares or total amount of the securities outstanding for each class of securities authorized.

Period End Date		December 31, 2012	December 31, 2011
i.	Authorized—Common	1,500,000,000	1,500,000,000
ii.	Issued and Outstanding	1,493,509,343	1,470,958,992

i.	Authorized—Preferred	5,000,000	5,000,000
ii.	Issued and Outstanding	-0-	-0-

ITEM XI. List of securities offerings and shares issued for services in the past two years.

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer (1) within the two-year period ending on the last day of the issuer's most recent fiscal year and (2) since the last day of the issuer's most recent fiscal year.

On January 20, 2010, a warrant was exercised for 154,744,444 shares of our common stock for the cashless option under the terms warrant. Additionally, on June 14, 2010, an additional warrant was exercised for 19,915,966 shares of our common stock for the cashless option under the terms warrant

During the year ended December 31, 2010, we also issued 93,719,998 shares of our common stock for services rendered to us, and has been valued at $294,740, and is reflected in consulting fees.

On June 20, 2010, we purchased Media Credits that are current assets, for our use to promote our business plan, valued at $5,000,000 in exchange for 10,000,000 shares of our common stock. In addition, on August 18, 2010, we purchased additional Media Credits that are current assets, for our use to promote our business plan, valued at $5,000,000 in exchange for an additional 10,000,000 shares of our common stock.

On September 1, 2010, we issued 60,000,000 shares of our restricted common stock for payment of an outstanding debt and finance charges totaling $157,000, including $120,000 for the outstanding advances, and $37,000 for finance charges.

On February 11, 2011, we issued 50,000,000 shares of our common stock for payment of an outstanding debt and finance charges totaling $150,000, including $115,385 for the outstanding advances, and $34,616 for finance charges.

On May, 2011, we issued 43,000,000 shares of our restricted common stock for payment of an outstanding debt, totaling $154,800.

On August 10, 2011, we closed a private placement for 83,000,000 shares of our common stock for $25,000 in cash. Additionally, on September 28, 2011, we closed another private placement for 65,000,000 shares of our common stock for $26,000 in cash.

On November 17, 2011, we closed a private placement for 65,000,000 shares of our common stock for $26,000 in cash.

On January 25, 2012, we closed a private placement for 25,000,000 shares of our common stock for $8,750 in cash.

On April 12, 2012, we retired 85,750,000 shares of our restricted common stock to the treasury.

On April 18, 2012, we issued 42,000,000 shares of our restricted common stock for payment of an outstanding debt, totaling $25,200.

On April 18, 2012, we closed a private placement for 9,000,000 shares of our common stock for $6,000 in cash.

On May 10, 2012, we closed a private placement for 21,000,000 shares of our common stock for $25,000 in cash.

On July 31, 2012, we closed a private placement for 1,000,000 shares of our common stock for $1,000 in cash.

On September 4, 2012, we closed a private placement for 10,300,351 shares of our common stock for $10,300 in cash.

On October 4, 2012, we retired 20,000,000 shares of our restricted common stock to the treasury.

On October 4, 2012, we closed a private placement for 20,000,000 shares of our common stock for $20,000 in cash.

On December 10, 2012, we retired 35,000,000 shares of our restricted common stock to the treasury.

On December 10, 2012, we closed a private placement for 35,000,000 shares of our common stock for $35,000 in cash.

Part C Management and Control Structure

ITEM XII. The name of the chief executive officer, members of the board of directors, as well as control persons.

MediaG3, Inc.
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Corporate Information
Financial and shareholder information for the years ended December 31, 2012 and 2011

A. ***Officers and Directors.*** **In responding to this item, please provide the following information for each of the issuer's executive officers, directors, general partners and control persons, as of the date of this information statement.**

As of December 31, 2012:

Name	**Position**	**Name**	**Position**
Byron Ryals 1501 S. Federal Way Boise ID 83705	Director / CEO	Stephen Moynihan 1501 S. Federal Way Boise, ID 83705	Director / CFO / CPA
Robert Guidry 1501 S. Federal Way Boise, ID 83705	Director	Val Westergard 1501 S. Federal Way Boise ID 83705	Chariman / CTO

Byron Ryals – Director / CEO

Byron Ryals is the owner of Ryals Communication Engineering since 1985, a wireless application engineer with extensive experience in national marketing operations and citywide communication system deployments. Mr. Ryals was appointed Vice-Chairman of the Board and Chief Executive Officer.

Robert Guidry - Director

Mr. Guidry is an attorney with over 10 years of experience specializing in commercial litigation and product liability claims. He is the corporate secretary.

Stephen Moynihan – Director / CFO

Stephen Moynihan has over 25 years' experience in accounting, business management and advisory services, leading a wide-array of audits, and due diligence programs. Mr. Moynihan will oversee, manage and report all accounting, financial, and compliance requirements to maintain financially current, fully-reporting SEC filing status for media g^3. Further, Mr. Moynihan will also manage other financial responsibilities as they relate to capital raises, debt funding considerations and merger and acquisition activities.

Val Westergard – Chairman/CTO

Imperial Wireless founder, Val Westergard has been an innovator in fixed and mobile wireless networks, satellite and antenna technologies, security, computer systems, audio/video, multi-media, wireless Internet and telephone industries for over thirty years. He played a key role in the inception and development of software presentation applications now being used in businesses, churches and schools worldwide. Mr. Westergard was a co-founder of one of the first portable and in-vehicle, voice-activated, mobile, navigation and communication computer systems. Mr. Westergard has created, founded, partnered, operated and contributed to many other successful business ventures.

B. Legal/Disciplinary History. **Please identify whether any of the foregoing persons have, in the last five years, been the subject of:**

1. **A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);**
   NOT APPLICABLE

2. **The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;**
   NOT APPLICABLE

3. A **finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or**
   NOT APPLICABLE

4. **The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.**
   NOT APPLICABLE

C. ***Disclosure of Certain Relationships.*** **Describe any relationships existing among and between the issuer's officers, directors and shareholders.**
NOT APPLICABLE

D. Disclosure of Conflicts of Interest. **Describe any related party transactions or conflicts of interests. Provide a description of circumstances, parties involved and mitigating factors for any related party transactions or executive officer or director with competing professional or personal interests.**
NOT APPLICABLE

E. Related Parties Transactions. **Describe any transaction during the issuer's last two full fiscal years and the current fiscal year or any currently proposed transaction, involving the issuer, in which (i) the amount involved exceeds the lesser of $120,000 or one percent of the average of the issuer's total assets at the year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest.**

As of December 31, 2010 and 2009, the Company and its subsidiaries owed $101,969 and $94,558, respectively, to shareholders of the Company. Of these amounts, $94,558 was a loan from William Yuan, founder and former Chief Executive Officer of the Company, in 2006, and bears interest at the rate of 8% per annum. During the current year ended December 31, 2012, we negotiated a settlement offer with our former President, and expect to finalize the details and execute the agreement in the first quarter of 2012.

ITEM XIII. Beneficial Owners.

As of December 31, 2012:

Name	**Position**
Val Westergard 1501 S. Federal Way Boise ID 83705	Chariman / CTO

ITEM XIV. The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure:

1. **Investment Banker** NOT APPLICABLE
2. **Promoters** NOT APPLICABLE
3. **Counsel** Corrigan Law
   San Diego, CA

   Duane Morris, LLP.
   San Francisco, CA
4. **Accountant or Auditor** None
5. **Public Relations Consultant(s)** NOT APPLICABLE
6. **Investor Relations** media g^3, Inc.
   1501 S. Federal Way
   Boise, ID 83705
   Telephone: (208) 321-4188 x 2

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement—the information shall include the telephone number and e-mail address of each advisor. NOT APPLICABLE

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Part D Financial Information

ITEM XV. Financial information for the issuer's most recent fiscal period.

MEDIA G3, INC AND SUBSIDIARIES

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MEDIA G3, INC AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

	December 31, 2012	December 31, 2011
ASSETS		
CURRENT ASSETS		
Cash	$ 55	$ 15,835
Accounts receivable, less allowance for bad debt $475,000	-	4,400
Finished goods Inventory, net	316,131	295,116
Prepaid expenses and deposits	122,100	122,100
TOTAL CURRENT ASSETS	438,286	437,450
Property and Equipment, net	7,060,730	9,082,701
OTHER ASSETS		
Goodwill	1,564,037	1,564,037
Other non-current assets	22,419	22,419
TOTAL OTHER ASSETS	1,586,456	1,586,456
Total Assets	$ 9,085,472	$ 11,106,608
LIABILITIES AND STOCKHOLDERS' EQUITY		
CUURENT LIABILITIES		
Accounts payable	$ 1,244,188	$ 982,982
Shareholder Loan	57,370	128,715
Accrued shareholder Loan interest	-	43,165
Notes Payable - Current	49,091	39,091
Accrued wages, payroll taxes, and benefits	-	1,656,906
Accrued wages - related party	-	180,000
Accrued Liabilities	6,500	6,500
Accrued Interest - notes payable	152,790	95,940
TOTAL CURRENT LIABILITIES	1,509,939	3,133,298
NON-CURRENT LIABILITIES		
Notes Payable - non-current	740,000	740,000
TOTAL NON-CURRENT LIABILITIES	740,000	740,000
TOTAL LIABILITIES	2,249,939	3,873,298

MediaG3, Inc.
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STOCKHOLDERS' EQUITY		
Preferred stock, par value $.001 per share, 5,000,000 shares authorized, none issued and outstanding	-	-
Common stock, par value $.001, 1,500,000,000 shares authorized, 1,493,509,343 issued and outstanding - 2012 1,470,958,992 issued and outstanding - 2011	1,493,509	1,470,958
Paid in capital	23,116,461	23,133,750
Accumulated other comprehensive (loss) income	(29,431)	(29,431)
(Deficit) accumulated during the development stage	(17,745,006)	(17,341,968)
Total Stockholders' Equity	6,835,533	7,233,309
Total Liabilities and Stockholders' Equity	$ 9,085,472	$ 11,106,608

SEE ACCOMPANYING NOTES TO FINANCIAL STATEMENTS

MediaG3, Inc.
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MEDIA G3, INC AND SUBSIDIARIES

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	For the years ended December 31,	
	2012	2011
REVENUES	$ 22,000	$ 489,037
COST OF GOOD SOLD	66,820	66,954
GROSS PROFIT	(44,820)	422,083
EXPENSES		
Salaries, payroll taxes and benefits	-	-
Professional, Consulting, Accounting and Audit fees	190,954	61,163
Consulting Fees	2,250	190,750
Rent expense	8,400	8,050
Research and Development	-	12,315
Amortization & depreciation	2,021,971	2,022,784
Bad debt expense	-	475,000
General and administrative	14,848	37,469
Total expenses	2,238,423	2,805,531
Interest Expense	75,800	77,116
LOSS FROM OPERATIONS	(2,359,043)	(2,462,564)
GAIN ON DEBT SETTLEMENT	1,956,005	-
COMPREHENSIVE LOSS	$ (403,038)	$ (2,462,564)
NET (LOSS) PER SHARE - BASIC	*	*
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	1,490,878,613	1,443,247,882

* less than $(.01) per share

SEE ACCOMPANYING NOTES TO FINANCIAL STATEMENTS

	Common Stock Shares	Amount	Capital	Stage	loss	Total
Balances, December 31, 2009, (unaudited)	853,867,474	853,867	22,917,302	(12,550,429)	(29,431)	11,191,309
Cashless exercise of outstanding warrants for Convertible debt on January 20, 2010	137,455,554	137,456	(137,456)	-		-
Shares issued for services performed and completed at $0.007 per share on April 15, 2010	16,719,998	16,720	100,320	-		117,040
Cashless exercise of outstanding warrants for Convertible debt on June 14, 2010	19,915,966	19,916	(19,916)	-		-
Shares issued for media credits purchased with stock on June 20, 2010	10,000,000	10,000	4,990,000	-		5,000,000
Shares issued for services performed and completed at $0.0023 per share on August 11, 2010	50,000,000	50,000	65,000	-		115,000
Shares issued for services performed and completed at $0.0023 per share on August 11, 2010	25,000,000	25,000	32,500	-		57,500
Shares issued for services performed and completed at $0.0026 per share on August 18, 2010	2,000,000	2,000	3,200	-		5,200
Shares issued for media credits purchased with stock on August 18, 2010	10,000,000	10,000	4,990,000	-		5,000,000
Net (loss) for the year				(2,328,976)		(2,328,976)
Balances, December 31, 2010, (unaudited)	1,184,958,992	$ 1,184,958	$ 33,037,950	$ (14,879,405)	$ (29,431)	$ 19,314,073

Shares issued for repayment of debt and finance charge at $0.003 per share on February 11, 2011	50,000,000	50,000	100,000	-		150,000
Shares issued for fees for suit settlement at $0.0036 per share on May, 2011	43,000,000	43,000	111,800	-		154,800
Shares issued for cash at $0.0003 per share on August 10, 2011	83,000,000	83,000	(58,000)	-		25,000
Shares issued for cash at $0.0004 per share on September 28, 2011	65,000,000	65,000	(39,000)	-		26,000
Shares issued for cash at $0.0004 per share on November 17, 2011	65,000,000	65,000	(39,000)	-		26,000
Cancellation of media credits for non-use and return to treasury December 31, 2011	(20,000,000)	(20,000)	(9,980,000)	-		(10,000,000)
Net (loss) for the year				(2,462,564)		(2,462,564)
Balances, December 31, 2011, (unaudited)	1,470,958,992	$ 1,470,958	$ 23,133,750	$ (17,341,968)	$ (29,431)	$ 7,233,308
Shares issued for cash at $0.00035 per share on January 25, 2012	25,000,000	25,000	(16,250)			8,750
Shares retired to treasury on April 12, 2012	(85,750,000)	(85,750)	171,500			85,750
Shares issued for cash at $0.0006 per share on April 18, 2012	42,000,000	42,000	(16,800)	-		25,200
Shares issued for cash at $0.00066 per share on April 18, 2012	9,000,000	9,000	(3,000)	-		6,000
Shares issued for cash at $0.0012 per share on May 10, 2012	21,000,000	21,000	4,000	-		25,000

Shares issued for cash at $0.001 per share on July 31, 2012	1,000,000	1,000	9,000	-		1,000
Shares issued for cash at $0.001 per share on September 4, 2012	10,300,351	1,030	9,270	-		10,300
Shares retired to treasury on October 4, 2012	(20,000,000)	(20,000)	-	-		(20,000)
Shares issued for cash at $0.001 per share on October 4, 2012	20,000,000	20,000	-	-		20,000
Shares retired to treasury on December 10, 2012	(35,000,000)	(35,000)	-	-		(35,000)
Shares issued for cash at $0.001 per share on December 10, 2012	35,000,000	35,000	-	-		35,000
Net loss for the period				(403,038)		(403,038)
Balances, December 31, 2012, (unaudited)	1,493,509,343	$ 1,493,509	$ 23,116,461	$ (17,745,006)	$ (29,431)	$ 6,835,533

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MEDIA G3, INC AND SUBSIDIARIES

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the years ended December 31,	
	2012	2011
OPERATING ACTIVITIES		
Net (loss)	$ (403,038)	$ (2,462,564)
Adjustments to reconcile net income (loss) to net cash used by operating activities		
Stock issued for services		
Gain on Debt settlement	(1,956,005)	-
Depreciation and amortization	2,022,784	2,022,784
Changes in operating assets and liabilities		
Accounts payable	361,206	21,445
Accounts receivable	(4,400)	(4,400)
Other payables and accrued liabilities	(5,953)	75,800
Prepaid expenses	-	-
Finished goods inventory	(21,015)	58,476
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	(5,485)	(133,659)
INVESTING ACTIVITIES		
Sale of property and equipment	-	(116)
Purchase of property and equipment	-	-
NET CASH PROVIDED BY INVESTING ACTIVITIES	-	(116)
FINANCING ACTIVITIES		
Proceeds from sale of common stock	51,050	77,000
Proceeds from notes payable	10,000	45,830
Proceeds from shareholder loan payable	(71,345)	26,745
Repayments to shareholder loan payable	-	-
NET CASH PROVIDED BY FINANCING ACTIVITIES	(10,295)	149,576
NET INCREASE (DECREASE) IN CASH	(15,780)	15,801
CASH, BEGINNING OF PERIOD	15,835	34
CASH, END OF PERIOD	$ 55	$ 15,835

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SUPPLEMENTAL SCHEDULE OF CASH PAYMENTS		
Interest Paid	$ -	$ -
Taxes Paid	$ -	$ -
SUPPLEMENTAL SCHEDULE OF NON-CASH PAYMENTS		
Acquisitions paid for in common stock:		
Prepaid Expenses - current	$ -	$ (10,000,000)
Common stock issued	-	10,000,000
	$ -	$ -
Notes payable and interest converted to common shares of stock		
Notes Payable converted - current	-	$ 115,385
Accrued Interest converted	-	34,616
Common Stock issued	-	(150,000)
	$ -	$ -
Cashless exercise of warrants for common stock		
Common Stock	$ -	$ -
Paid in Capital	-	-
	$ -	$ -

SEE ACCOMPANYING NOTES TO FINANCIAL STATEMENTS

MEDIA G3 AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
For the years ended December 31, 2012 and 2011

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ORGANIZATION

(A) Organization
media g^3, Inc. was incorporated in the State of Delaware on December 21, 2005, and became an operating company immediately upon acquiring two operating subsidiaries on December 28, 2005. media g^3's principal place of business is in Boise, Idaho, USA.

media g^3 is principally engaged in providing WiFi and wireless networks and ultra high speed wireless broadband Internet products and solutions.

media g^3′s WiFi network and wireless Internet services provide access to end users at speeds from 20 to 100Mbps as well as higher-speed, point-to-point and point to multi-point wireless Internet data links up to 1Gbps.

media g^3′s WiFi network and wireless Internet solutions can move much larger amounts of data through multiple spectrums offering a primary or complimentary solution well fitted for urban and rural areas.

media g^3's products and services have been designed to make wireless broadband communications possible in areas where the lack of or cost of fixed or wireless infrastructures has made it prohibitive to do so. media g^3's products and services are specifically designed to enable cost effective solutions for wireless communications and content delivery to targeted customers, provide complimentary off-load capabilities for other wireless providers and wireless broadband to those lacking in infrastructure, speed or throughput.

media g^3's near term business growth plan is focused on developing and building small cell or micro cell networks and network models to generate revenue via subscribers. Business plan and specific details about our micro cell networks are continually updated on our website and through press releases.

media g^3 offers point-to-point and point-to-multipoint digital microwave transmission systems for first/last mile access, middle mile/backhaul, and long distance trunking applications. media g^3's products include broadband wireless access base stations and customer premises equipment for fixed and mobile point-to-point digital microwave radio systems for Internet access, backhaul, trunking, and license-exempt applications; and supporting network deployments, network expansion, and capacity upgrades. media g^3 offers products and services to make wireless broadband communications possible in vast areas where the lack of fixed or wireless infrastructures has hereto for made it prohibitive to do so. media g^3's product portfolio offers this equipment, the installation of this equipment, and the service/repair of this equipment at significantly reduced cost to greatly improve the effectiveness of corporate, small business, and residential communications.

media g^3 offers Internet and Internet-related products and services. media g^3 also engages in residential ISP services, broadband wholesale marketing, and retail direct fiber connections to the internet for large and small businesses.

MEDIA G3 AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
For the years ended December 31, 2011 and 2010

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ORGANIZATION – continued

(B) Principles of consolidation
The consolidated financial statements include the accounts of media g^3 and its wholly owned subsidiaries from the date of acquisition, and are prepared in accordance with accounting principles generally accepted in the United States of America. All inter-company accounts and transactions have been eliminated.

Certain amounts in previous periods have been reclassified to conform to the current presentation. The reclassifications had no impact on total assets or net loss as previously reported.

(C) Use of estimates
The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(D) Going concern
Our financial statements have been presented on the basis that we are a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. We have sustained operating losses since inception.

As of December 31, 2012 we have a working capital deficit of $1,071,653, and an accumulated deficit of $17,745,006. During the year ended December 31, 2012 we had a net loss of $403,038 and cash used in operating activities of $5,485. Our ability to continue in existence is dependent on our ability to develop additional sources of capital, and/or achieve profitable operations and positive cash flows. Management's plan is to aggressively pursue our present business plan. Since inception we have funded our operations through the issuance of common stock and related party loans and advances, and will seek additional debt or equity financing as required. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

(E) Cash and cash equivalents
Cash and cash equivalents include cash on hand and demand deposits with a bank with an original maturity of less than 3 months.

(F) Accounts receivable
Trade accounts receivable are recorded at the invoiced amount and do not bear interest. The allowance for doubtful accounts is the Company's best estimate of the amount of probable credit losses in the Company's existing accounts receivable; however, changes in circumstances relating to accounts receivable may result in a requirement for additional allowances in the future. The Company determines the allowance based on historical write-off experience, current market trends, and customers' ability to pay outstanding balances. The Company continually reviews its allowance for doubtful accounts.

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1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ORGANIZATION – continued

(G) Finished goods inventory
Inventories are stated at the lower of cost or market value, cost being determined on a first in, first out method. The Company provides for inventory allowances for excess and obsolete inventories determined principally by customer demand and each inventory item's activity. Inventories consist of finished goods.

(H) Intangible assets
The Company amortizes intangible assets, which consist of a purchased software and trademark, over their estimated useful lives unless such lives are deemed indefinite. Amortizable intangible assets are tested for impairment based on undiscounted cash flows, and, if impaired, written down to fair value based on either discounted cash flows or appraised valued. Intangible assets with indefinite lives are tested annually for impairment and written down to fair value as required.

(I) Property and Equipment
Property and equipment are stated at cost, less accumulated depreciation and amortization. Expenditures for additions, major renewals and betterments are capitalized and expenditures for maintenance and repairs are charged to expense as incurred.

Depreciation and amortization are provided on a straight-line basis, less estimated residual value over the asset's estimated useful lives. The estimated useful lives are as follows:

Software	3 years
Machinery	10 years
Other equipment	5 years
Office equipment	3 years
Leasehold improvements	3 years

(J) Long-lived assets
The Company reviews property and equipment and other long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability is measured by comparison of the assets' carrying amount to future undiscounted net cash flows the assets are expected to generate. Cash flow forecasts are based on trends of historical performance and management's estimate of future performance, giving consideration to existing and anticipated competitive and economic conditions. If such assets are considered impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the projected discounted future cash flows arising from the assets or their fair values, whichever is more determinable. The Company did not record any impairment of long-lived assets during the years ended December 31, 2012 and 2011.

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1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ORGANIZATION – continued

(K) Fair value of financial instruments
Statement of Financial Accounting Standards No. 107, "Disclosure about Fair Value of Financial Instruments," requires certain disclosures regarding the fair value of financial instruments. Cash, receivables, payables and accrued liabilities are reflected in the financial statements at fair value because of the short-term maturity of the instruments.

(L) Revenue recognition
The Company's revenue is primarily derived by providing wireless broadband Internet services, wireless Internet and network related equipment, products and services.

To the extent that Internet or network service contracts extend over multiple accounting periods, revenues are recognized based on the percentage of completion method. Revenues from customer contracts requiring significant production, modifications, or customization are recognized over the installation and customization period. Labor hours and direct project expenses are used to determine the stage of completion. Revisions in estimated contract profits are made in the period, in which the circumstances requiring the revision become known. Provisions, if any, are made currently for anticipated losses on uncompleted contracts.

Revenues from network advertisement, database management and network consulting are recognized when services are rendered and obligations under related contracts are fulfilled.

If a merchant customer can no longer operate its business due to causes beyond human control, such as war, major natural disaster and death etc., then the Company would take back the remaining merchandise at half the sales price. No provision for returns under this provision has been made, since there is no evidence or history of impairment, nor are any potential losses reasonably estimable.

The Company assesses collectability based on a number of factors, including past transaction history with the customer and the credit worthiness of the customer. The Company generally does not request collateral from its customers. If the Company determines that collection of an account is not probable, it defers the amount and recognizes revenue at the time collection becomes probable, which is generally upon receipt of cash.

(M) Income taxes
The Company accounts for income taxes under the Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes" ("SFAS 109"). Under SFAS 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under SFAS 109, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that included the enactment date.
Utilization of net operating losses and tax credit carryforwards may be subject to a substantial annual limitation due to the ownership change limitations provided by the Internal Revenue Code and similar state provisions. The annual limitation may result in the expiration of net operating losses and tax credits before utilization.

MEDIA G3 AND SUBSIDIARIES
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1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ORGANIZATION
– continued

The Company provides a valuation allowance for deferred tax assets when it is more likely than not that the net deferred tax assets will not be realized. At December 31, 2012, the Company had deferred tax assets of approximately $17,745,006 consisting of net operating loss carryforwards. Based on a number of factors, including the lack of a history of profits and future projected taxable income; management believes that there is sufficient uncertainty regarding the realization of deferred tax assets such that a full valuation allowance has been provided.

(N)

(O) Other comprehensive income (loss)
The foreign currency translation gain or loss resulting from translation of the consolidated financial statements expressed in RMB to the US$ is reported as other comprehensive loss or gain in the consolidated statements of operations and comprehensive loss, and as a separate component of shareholders' deficit in the consolidated balance sheets.

(P)

(Q) Advertising Expense
Advertising costs are expensed as incurred. Advertising expense was $546 and $465, for the year ended December 31, 2012 and 2011, respectively.

(R) Recent accounting pronouncements

The following is a list of recent accounting pronouncements summarized below:

In October 2009, the FASB issued Accounting Standards Update ("ASU") No. 2009-13, "Multiple- Deliverable Revenue Arrangements a consensus of the FASB Emerging Issues Task Force," ("ASU 2009-13"). This update provides amendments to the criteria of ASC 605, "Revenue Recognition," for separating consideration in multiple-deliverable arrangements. The amendments to this update establish a selling price hierarchy for determining the selling price of a deliverable. This Accounting Standards Update will be applied on a prospective basis for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, with earlier application permitted. Alternatively, an entity can elect to adopt this standard on a retrospective basis. The Company adopted the measurement requirements of this guidance prospectively with no impact to the financial statements.

In May 2011, the FASB issued ASU No. 2011-04 which relate to fair value measurement (FASB ASC Topic 820), which amends current guidance to achieve common fair value measurement and disclosure requirements in U.S. GAAP and International Financial Reporting Standards. The amendments generally represent clarification of FASB ASC Topic 820, but also include instances where a particular principle or requirement for measuring fair value or disclosing information about fair value measurements has changed. The guidance also expands the disclosures for fair value measurements that are estimated using significant unobservable (Level 3) inputs. This guidance is effective during interim and annual periods beginning after December 15, 2011 and is to be applied

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1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ORGANIZATION
– continued

prospectively. The adoption of this standard will not materially impact the Company's financial statement statements.

In June 2011, the FASB issued Accounting Standards Update No. 2011-5, Presentation of Comprehensive Income. This standard requires presentation of the items of net income and other comprehensive income in one continuous statement, referred to as the statement of comprehensive income, or in two separate, but consecutive, statements of net income and other comprehensive income. The new requirements are effective for fiscal years beginning after December 15, 2011. Early adoption is permitted and full retrospective application is required. The Company does not expect a significant impact on the Company's financial positions as a result of adoption of these new requirements.

In September 2011, the FASB issued Accounting Standards Update (“ASU”) No. 2011-08, Intangibles — Goodwill and Other (Topic 350). This Accounting Standards Update amends FASB ASC Topic 350. This amendment specifies the change in method for determining the potential impairment of goodwill. It includes examples of circumstances and events that the entity should consider in evaluating whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. The amendments are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. The Company is currently evaluating the future impact this ASU will have on their consolidated financial position and results of operations.

Accounting standards that have been issued or proposed by FASB that do not require adoption until a future date are not expected to have a material impact on the consolidated financial statements upon adoption.

2. OTHER CURRENT ASSETS

Other current assets consist of the following:

	December 31, 2012 (unaudited)	December 31, 2011 (unaudited)
	$	$
Other receivables	-0-	-0-
Prepayments	122,100	122,100
Trade deposit	-0-	-0-
	$ 122,100	$ 122,100

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On October 1, 2011, the options to use these Media Credits expired although we maintain the option to resurrect or use them if we choose. Because of this we have reversed this entry and the 20,000,000 shares of our common stock that were issued have been returned to us and cancelled.

3. PROPERTY AND EQUIPMENT, NET

Property and equipment consists of the following:

	December 31, 2012 (unaudited)	December 31, 2011 (unaudited)
Machinery and office equipment	$ 10,324,431	$ 10,324,431
Less: accumulated depreciation	(4,353,853)	(3,884,520)
	$ 5,970,578	$ 6,439,911

Significant purchases of fixed assets for cash during the years ended December 31, 2012 and 2011 were $-0- and $-0-, respectively.

The depreciation expense for the years ended December 31, 2012 and 2011 was $469,333 and $469,333, respectively.

4. SOFTWARE

Software consists of the following:

	December 31, 2012 (unaudited)	December 31, 2011 (unaudited)
Software	$ 6,529,247	$ 6,529,247
Less: accumulated amortization	(5,439,908)	(3,886,457)
	$ 1,089,339	$ 2,642,790

The amortization expense for the years ended December 31, 2012 and 2011 was $1,553,451 and $1,553,451, respectively.

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5. NOTES PAYABLE

In November 2007, the Company entered into a note and equity purchase agreement with an individual and issued a convertible promissory note in the original principal amount of $300,000. The note bears interest at the rate of 10% per annum and matures in 12 months from the date of the note. The holder of the note may, at his option, convert the outstanding principal and interest into common stock at the then market price. The Company will also issue to the holder of the note shares of the Company's common stock with an aggregate value equal to 10% of the principal amount of the note divided by $3.00 per share. Such shares will be issued on the earlier to occur of (i) conversion of the note and (ii) maturity of the note. On April 21, 2008, we received an additional $100,000 from the same note holder under the same terms as above. During the year ended December 31, 2008, we entered into several notes payable bearing an interest rate of 10%, and mature in 12 months from the date of the note. We received an aggregate amount of $340,000 under these notes. As of December 31, 2012 and 2011, all the above notes are still outstanding and payable in the amounts totaling $740,000. (See page 2, section 6 above)

During the nine months ended September 30, 2011, we received advances from a note payable from an unrelated party for $19,015, and is payable on demand. We also converted part of the same note holder's notes for a total of $150,000 to 50,000,000 shares of our common stock. This represented $115,385 in principal and $34,616 in accrued interest.

On September 22, 2011, we received an advance from a note payable from an unrelated party for $10,000, and non-interest bearing and is payable on demand. Additionally, on October 1, October 19, October 26, and November 9, 2011, we received advances from notes payable from an unrelated party for $12,315, $2,000, $5,000, and $2,500, respectively, and these are non-interest bearing and are payable on demand.

During the years ended December 31, 2012 and 2011, we expensed $75,800 and $77,116, respectively, and is reflected in interest expense.

6. OTHER PAYABLES AND ACCRUED LIABILITIES

Other payables and accrued liabilities consisted of the following:

		December 31, 2012 (unaudited)		December 31, 2011 (unaudited)
Compensation payable to shareholder	$	-	$	180,000
Accrued expenses		6,500		6,500
Accrued interest		152,790		139,105
Employee benefits payable		-		106,535
Accrued staff salaries		-		1,447,500
Other taxes payable		-		102,871
	$	159,290	$	1,982,511

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7. LOSS PER SHARE CALCULATION

Basic earnings per share ("EPS") are computed by dividing net loss by the weighted average number of common shares outstanding during the period. Basic earnings per share exclude any dilutive effects of options, warrants and convertible securities. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period.

8. SHAREHOLDERS' EQUITY

The authorized stock of the Company consists of 1,500,000,000 shares of common stock and 5,000,000 shares on preferred stock, $.001 par value, of which 1,493,509,343 and 1,470,958,992 shares of common stock were outstanding at December 31, 2012 and 2011, respectively, and there was no preferred stock outstanding as of December 31, 2012 and 2011.

On February 11, 2011, we issued 50,000,000 shares of our common stock for payment of an outstanding debt and finance charges totaling $150,000, including $115,385 for the outstanding advances, and $34,616 for finance charges.

On May, 2011, we issued 43,000,000 shares of our restricted common stock for payment of an outstanding debt, totaling $154,800.

On August 10, 2011, we closed a private placement for 83,000,000 shares of our common stock for $25,000 in cash. Additionally, on September 28, 2011, we closed another private placement for 65,000,000 shares of our common stock for $26,000 in cash.

On September 28, 2011, we closed a private placement for 65,000,000 shares of our common stock for $26,000 in cash.

On November 17, 2011, we closed a private placement for 65,000,000 shares of our common stock for $26,000 in cash.

On December 31, 2011, we retired 20,000,000 shares of our restricted common stock to the treasury.

On January 25, 2012, we closed a private placement for 25,000,000 shares of our common stock for $8,750 in cash.

On April 12, 2012, we retired 85,750,000 shares of our restricted common stock to the treasury.

On April 18, 2012, we issued 42,000,000 shares of our restricted common stock for payment of an outstanding debt, totaling $25,200.

On April 18, 2012, we closed a private placement for 9,000,000 shares of our common stock for $6,000 in cash.

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On May 10, 2012, we closed a private placement for 21,000,000 shares of our common stock for $25,000 in cash.

On July 31, 2012, we closed a private placement for 1,000,000 shares of our common stock for $1,000 in cash.

On September 4, 2012, we closed a private placement for 10,300,351 shares of our common stock for $10,300 in cash.

On October 4, 2012, we retired 20,000,000 shares of our restricted common stock to the treasury.

On October 4, 2012 we closed a private placement for 20,000,000 shares of our common stock for $20,000 in cash.

On December 10, 2012 we retired 35,000,000 shares of our restricted common stock to the treasury.

On December 10, 2012 we closed a private placement for 35,000,000 shares of our common stock for $35,000 in cash.

9. COMMITMENTS AND CONTINGENCIES

In November 2011, media g^3 formed Wytec International, a Nevada corporation, as a subsidiary. Five US patents acquired as part of an asset purchase agreement from ADML Holdings, Ltd., November 2007 were assigned to Wytec International. In the three months ended December 31, 2011, media g^3 entered into a stock purchase agreement to sell 1,000,000 shares of Wytec International to Competitive Companies, Inc., subject to various terms and conditions, which was anticipated to close in 2012.

10. RELATED PARTY TRANSACTIONS

As of December 31, 2012 and 2011, the Company and its subsidiaries owed $57,370 and $124,125, respectively, to shareholders of the Company.

11. SUBSEQUENT EVENTS

In accordance with Accounting Standards Codification (ASC) topic 855-10 “Subsequent Events”, the Company has evaluated subsequent events through the date which the financial statements were available to be issued. On January 28, 2013, the Company announced its new Board of Directors and Officers as listed in ITEM XII above. The Company has determined that no other events warrant disclosure or recognition in the financial statements, except for the events listed below:

ITEM XVI. Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

The company has provided the preceding two years financial statements for the years ended December 31, 2011 and 2010 on the Pink Sheets Publishing system. These have been posted by the Company on OTC Markets web site and are available at http://www.otcmarkets.com/stock/MDGC/filings Filings & Disclosures.

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ITEM XVII. Management's Discussion and Analysis.

A. ***Plan of Operation***

a. a discussion of how long the issuer can satisfy its cash requirements and whether it will have to raise additional funds in the next twelve months;

Our operating plans for 2013 are focused on the development and marketing of our wireless broadband Internet services and related wireless broadband communication products. We estimate that approximately $2 million will be required to support this plan for the next 12 months. Since our inception in 2005, we have received funds from the sale of common stock, and we have received from time to time advances and funds in the form of short term notes from our Chief Executive Officer and other parties. We are actively seeking additional funding, but to date have not entered into any agreements or other arrangements for such additional financing other than those already discussed elsewhere in this document. There can be no assurance that the required additional financing will be available on terms favorable to us or at all.

If adequate funds are not available or are not available on acceptable terms when required, we may be required to significantly curtail our operations or may not be able to fund expansion, take advantage of unanticipated acquisition opportunities, develop or enhance services or products or respond to competitive pressures. These circumstances could have a material adverse effect on our business, results of operations and financial condition. If additional funds are raised through the issuance of equity or convertible debt securities, our then existing shareholders may experience substantial dilution, and such securities may have rights, preferences and privileges senior to those of our common stock.

b. a summary of any product research and development that the issuer will perform for the term of the plan;
NOT APPLICABLE

c. any expected purchases or sale of plant and significant equipment; and
NOT APPLICABLE

d. any expected significant changes in the number of employees.
NOT APPLICABLE

B. ***Management Discussion and Analysis of Financial Condition and Results of Operations.***

For the fiscal years ended December 31, 2012 and 2011.

Introduction

The following discussion should be read in conjunction with the consolidated Financial Statements of the Company and related notes thereto included elsewhere herein.

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C. Results of Operations

Comparison of the year ended December 31, 2012 to the year ended December 31, 2011.

D. Off-Balance Sheet Arrangements.

The Company does not have any material off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on our financial condition.

Part E Exhibits

ITEM XVIII. Material Contracts.

None for the period ending December 31, 2012.

ITEM XIX. Articles of Incorporation and Bylaws.

These have been posted by the Company at http://www.otcmarkets.com/stock/MDGC/filings Filings & Disclosures.

ITEM XX. Issuer's Certifications.

CHIEF EXECUTIVE OFFICER CERTIFICATION:

I, Byron Ryals, Chief Executive Officer, certify that:

I have reviewed this initial disclosure statement of media g^3, Inc.

1. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
2. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

IN WITNESS WHEREOF, the undersigned has executed this Certification as of this 30th of March, 2013.
Certified By: /s/ Byron Ryals

Byron Ryals

Chief Executive Officer

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NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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CHIEF FINANCIAL OFFICER CERTIFICATION:

I, Stephen Moynihan, Chief Financial Officer, certify that:

I have reviewed this initial disclosure statement of media g^3, Inc.

3. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
4. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

IN WITNESS WHEREOF, the undersigned has executed this Certification as of this 30th of March, 2013.
Certified By: /s/ Stephen Moynihan

Stephen Moynihan

Chief Financial Officer

[A signed original of this written certification will be retained by media g^3, Inc. and furnished to the Pink Sheets or its staff upon request.]

Part F Miscellaneous

Item XXI. Purchase of Equity Securities by the Issuer and Affiliated Purchasers.
The Company has a plan to repurchase up to 30% of the equity securities of the Company as cash flow and market conditions allow.