

# NEW ASIA HOLDINGS, INC.

## FORM 10-K (Annual Report)

Filed 04/10/14 for the Period Ending 12/31/13

Telephone	65-6702-3808
CIK	0001485029
Symbol	NAHD
SIC Code	3949 - Sporting and Athletic Goods, Not Elsewhere Classified
Industry	Investment Trusts
Sector	Financials
Fiscal Year	12/31

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

**FORM 10-K**

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2013

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number : 333-165961

**DM Products, Inc.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation or organization)

**45-0460095**

(I.R.S. Employer Identification No.)

**P.O. Box 2458**

**Walnut Creek, CA**

(Address of principal executive offices)

**94595**

(Zip Code)

Registrant's telephone number: **925-943-2090**

Securities registered under Section 12(b) of the Exchange Act:

Title of each class

**none**

Name of each exchange on which registered

**not applicable**

Securities registered under Section 12(g) of the Exchange Act:

Title of class

**none**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. **Yes [ ] No [X]**

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. **Yes [ ] No [X]**

Indicate by checkmark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. **Yes [X] No [ ]**

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). **Yes [ ] No [X]**

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [  ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

**Large accelerated filer** [  ] **Accelerated filer** [  ] **Non-accelerated filer** [  ] **Smaller reporting company** [  ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). **Yes** [  ] **No** [  ]

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed fourth fiscal quarter. **\$273,339.**

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. 1,821,855 as of March 30, 2014 .

## **TABLE OF CONTENTS**

### **PART I**

- Item 1. Business
- Item 1A. Risk Factors
- Item 1B. Unresolved Staff Comments
- Item 2. Properties
- Item 3. Legal Proceedings
- Item 4. Mine Safety Disclosures

### **PART II**

- Item 5. Market for Registrant's Common Equity and Related Stockholder Matters and Issuer Purchases of Equity Securities
- Item 6. Selected Financial Data
- Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations
- Item 7A. Quantitative and Qualitative Disclosures About Market Risk
- Item 8. Financial Statements and Supplementary Data
- Item 9. Changes In and Disagreements With Accountants on Accounting and Financial Disclosure
- Item 9A. Controls and Procedures
- Item 9B. Other Information

### **PART III**

- Item 10. Directors, Executive Officers and Corporate Governance
- Item 11. Executive Compensation
- Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters
- Item 13. Certain Relationships and Related Transactions, and Director Independence
- Item 14. Principal Accountant Fees and Services

### **PART IV**

- Item 15. Exhibits, Financial Statement Schedules

**PART I**

**Item 1. Business**

**Company Overview**

Until April, 2013, DM Products was in the business of locating inventive products and introducing these products through a Direct Response Model, a form of marketing that allows potential consumers direct access to the seller without the necessity of traditional retail. Our primary focus was on infomercials (long-form television commercials, typically five minute or longer). The Company operated the Direct Response Model through its wholly owned subsidiary Direct Success, Inc. until its dissolution on April 23, 2013. Within the last five years, we have only marketed one product, a fishing lure product known as the Banjo Minnow Fishing Lure System (“Banjo Minnow”). Direct Success, Inc. owned 75% interest in a joint venture, known as Direct Success LLC #3, which held the exclusive rights to manufacture, use, distribute, sell, advertise, promote and otherwise exploit the Banjo Minnow until June 30, 2012. The exclusive rights to the Banjo Minnow were obtained through a Manufacturing, Marketing and Distribution Agreement entered into between Direct Success LLC #3 and Banjo Buddies, the inventor and owner of the intellectual property rights of the Banjo Minnow, in October, 2003. This Agreement, together with modifications made pursuant to an Arbitration settlement, required Direct Success, LLC#3 to pay Banjo Buddies a royalty in the amount 5% for the sale of all products through December 31, 2011, with DM Products maintaining an option to extend, and extended the licensing period for an additional six (6) months.

The Company dissolved both Direct Success, Inc. and Direct Success, LLC 3 respectively on April 23, 2013 and April 5, 2013, since it is no longer received income from the Banjo Minnow and was no longer participating in infomercial projects. Since then, the Company has been considering changing its business model.

**Non-Binding Letter of Intent – Iris Corporation Berhad**

On May 5, 2013, the Company entered into a non-binding Letter of Intent with Iris Corporation Berhad for the purchase of certain assets in exchange for 96.75% of the outstanding stock of DM Products. Both parties to the transaction acknowledge that the Letter of Intent does not contain all matters upon which a Definitive Agreement (“Agreement”) must be reached. Further, the obligations of the Parties to consummate the Agreement are subject to the negotiations and execution of the Agreement in form and substance satisfactory to all Parties and their respective counsel and further due diligence analysis. As of the date of this filing, a draft Agreement has been authorized and approved by written consent of the Directors of DM Products, Inc. and its majority Shareholders. The draft Agreement is a contract between the Company and Earth Heat Limited (an affiliate of Iris Corporation Berhad) and is consistent with the terms presented in the Letter of Intent. The draft Agreement was never executed and the Letter of Intent has since expired.

***Dyatlov Pass Productions, LLC***

In December, 2012, the Company began negotiations with Magnum Real Estate Services, Inc., a Delaware corporation and Don Baker, an individual, for the formation of Dyatlov Pass Productions, LLC, a Nevada limited liability company. It is the intent of the joint venture to raise capital sufficient to produce, promote and distribute a film based on screenplay written by Don Baker. Pursuant to an agreement entered into subsequent to the filing period contained herein, DM Products, Inc. owns 33 1/3% of Dyatlov Pass Productions, LLC. However, the Company surrendered its interest and participation in Dyatlov Pass Productions by way of Board Resolution on April 29, 2013.

## ***Corporate History***

We were incorporated on March 1, 2001 under the laws of the state of Nevada under the name Effective Sports Nutrition Corporation. On April 11, 2005, Effective Sports Nutrition changed its name to Midwest E.S.W.T. Corp. On July 18, 2005, the company entered into a share exchange agreement (the “Share Exchange Agreement”) with Direct Success, Inc., a California corporation. As a result of the agreement, Midwest E.S.W.T issued an aggregate of 114,851,043 shares of common stock to the shareholders of Direct Success, Inc. in exchange for all of the issued and outstanding common stock in Director Success, Inc. On December 14, 2005, Midwest E.S.W.T changed its name to DM Products, Inc. As a result of this transaction, Direct Success, Inc. is the wholly owned subsidiary of the registrant, DM Products, Inc. At the time of the share exchange agreement with Direct Success, Inc., Direct Success had an accumulated loss of \$6,195,881.

## **Employees**

During 2013, Mr Cockrum did not receive a salary for compensation and his salary was not accrued. We do not expect any material changes in the number of employees over the next twelve month period. However, we will be conducting most of our business through agreements with consultants and third parties.

## **Item 1A. Risk Factors.**

A smaller reporting company is not required to provide the information required by this Item.

## **Item 1B. Unresolved Staff Comments**

A smaller reporting company is not required to provide the information required by this Item.

## **Item 2. Properties**

### **Executive Offices**

Our executive offices are located at P.O. Box 2458, Walnut Creek, CA 94595.

## **Item 3. Legal Proceedings**

We are not currently a party to any pending legal proceeding. We are not aware of any pending legal proceeding to which any of our officers, directors, or any beneficial holders of 5% or more of our voting securities are adverse to us or have a material interest adverse to us.

## **Item 4. Mine Safety Disclosures**

None.

**PART II****Item 5. Market for Registrant's Common Equity and Related Stockholder Matters and Issuer Purchases of Equity Securities****Market Information**

Our common stock trades over-the-counter in the recently created OTCQB marketplace under the symbol DMPD. This new comprehensive over-the-counter market tier includes the securities of over 768 SEC reporting companies and banks formerly designated as Pink Sheets stocks, in addition to the 3,050 securities that are currently quoted in both Pink OTC Markets' electronic inter-dealer quotation system and FINRA's OTCBB. All securities in the new OTCQB tier are displayed on [www.otcmarkets.com](http://www.otcmarkets.com) with an icon reading, "OTCQB." We commenced trading on the OTCQB following our S-1 effective date of October 15, 2010. Prior to this date, our common stock traded on Pink Sheets, which is sponsored by FINRA. The Pink Sheets is a network of security dealers who buy and sell stock. The dealers on both the Pink Sheets and OTCQB are connected by a computer network that provides information on current "bids" and "asks", as well as volume information.

On November 9, 2010, Financial Industry Regulatory Authority cleared the Company's request for trading on the OTC Bulletin Board. This ruling was made pursuant to FINRA Rule 6440 and Rule 15c2-11 under the Securities Exchange Act of 1934 and became effective on November 9, 2010. The stock traded under the symbol DMPD.BB.

In February, 2011, we learned that market makers trading in our stock dropped use of FINRA's OCCBB because of the added fees necessary to keep that designation. With the advent of the OTCQB, these brokers are trading our securities exclusively on the OTCQB and not the OTCBB. We do not believe it necessary at this time to reapply for quotation on the OTCBB because of the new trend in trading on the OTCQB.

The following table sets forth the range of high and low bid quotations for our common stock for each of the periods indicated as reported by the OTCBB. These quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not necessarily represent actual transactions.

	<b>2012</b>		<b>2013</b>	
	<u>High</u>	<u>Low</u>	<u>High</u>	<u>Low</u>
First Quarter	.001	.0006	.545	.150
Second Quarter	.003	.0007	1.79	0.188
Third Quarter	.0009	.0005	.282	.100
Fourth Quarter	.002	.0006	.100	.0700

## **Penny Stock**

The SEC has adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a market price of less than \$5.00, other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock, to deliver a standardized risk disclosure document prepared by the SEC, that: (a) contains a description of the nature and level of risk in the market for penny stocks in both public offerings and secondary trading; (b) contains a description of the broker's or dealer's duties to the customer and of the rights and remedies available to the customer with respect to a violation of such duties or other requirements of the securities laws; (c) contains a brief, clear, narrative description of a dealer market, including bid and ask prices for penny stocks and the significance of the spread between the bid and ask price; (d) contains a toll-free telephone number for inquiries on disciplinary actions; (e) defines significant terms in the disclosure document or in the conduct of trading in penny stocks; and (f) contains such other information and is in such form, including language, type size and format, as the SEC shall require by rule or regulation.

The broker-dealer also must provide, prior to effecting any transaction in a penny stock, the customer with (a) bid and offer quotations for the penny stock; (b) the compensation of the broker-dealer and its salesperson in the transaction; (c) the number of shares to which such bid and ask prices apply, or other comparable information relating to the depth and liquidity of the market for such stock; and (d) a monthly account statement showing the market value of each penny stock held in the customer's account.

In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from those rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written acknowledgment of the receipt of a risk disclosure statement, a written agreement as to transactions involving penny stocks, and a signed and dated copy of a written suitability statement.

These disclosure requirements may have the effect of reducing the trading activity for our common stock. Therefore, stockholders may have difficulty selling our securities.

## **Holders of Our Common Stock**

As of December 31, 2013, we had 1,629,614 shares of our common stock issued and outstanding, held by two hundred ninety eight (298) shareholders of record.

## **Dividends**

There are no restrictions in our articles of incorporation or bylaws that prevent us from declaring dividends. The Nevada Revised Statutes, however, do prohibit us from declaring dividends where after giving effect to the distribution of the dividend:

1. we would not be able to pay our debts as they become due in the usual course of business, or;
2. our total assets would be less than the sum of our total liabilities plus the amount that would be needed to satisfy the rights of shareholders who have preferential rights superior to those receiving the distribution.



We have not declared any dividends and we do not plan to declare any dividends in the foreseeable future.

### **Recent Sales of Unregistered Securities**

**During the Calendar year of 2013, there were no sales of unregistered securities.**

### **Securities Authorized for Issuance under Equity Compensation Plans**

We do not have any equity compensation plans.

### **Item 6. Selected Financial Data**

A smaller reporting company is not required to provide the information required by this Item.

### **Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations**

#### **Forward-Looking Statements**

Certain statements, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives, and expected operating results, and the assumptions upon which those statements are based, are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements generally are identified by the words “believes,” “project,” “expects,” “anticipates,” “estimates,” “intends,” “strategy,” “plan,” “may,” “will,” “would,” “will be,” “will continue,” “will likely result,” and similar expressions. We intend such forward-looking statements to be covered by the safe-harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and are including this statement for purposes of complying with those safe-harbor provisions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. Our ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse affect on our operations and future prospects on a consolidated basis include, but are not limited to: changes in economic conditions, legislative/regulatory changes, availability of capital, interest rates, competition, and generally accepted accounting principles. These risks and uncertainties should also be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Further information concerning our business, including additional factors that could materially affect our financial results, is included herein and in our other filings with the SEC.

#### **Results of Operations for the Years Ended December 31, 2013 and 2012**

#### **Liquidity and Capital Resources**

As of December 31, 2013, we had total assets in the amount of \$10,717, consisting of \$10,589 in cash , and property and equipment of \$128. Our total current liabilities as of December 31, 2013 were \$348,727. We had a working capital deficit of (\$338,138) as of December 31, 2013.

Our current monthly fixed expenses (“Burn Rate”) are approximately \$15,000. Since the termination of our distribution contract with Tristar, the Company has no current source of revenue and needs to raise additional capital in order to sustain operations.

As of December 31, 2013, our cash reserves were \$ 10,589. All credit lines were closed by choice and no monies are owed to these lines. If we need to and cannot raise additional capital, we would be forced to discontinue operations.

Infomercials was our sole source of revenue in early 2013 that was generated from 2012 sales.

Our current monthly fixed expenses (“Burn Rate”) are approximately \$7,000. Since the termination of our distribution contract with Tristar, the Company has no current source of revenue and needs to raise additional capital in order to sustain operations.

As of December 31, 2013, our cash reserves were \$10,589. If we need to and cannot raise additional capital, we would be forced to discontinue operations.

Infomercials were our sole source of revenue. Our revenue was \$106,535 for the year ended December 31, 2012 and \$0 for the year ended December 31, 2013.

### **Off Balance Sheet Arrangements**

As of December 31, 2013, there were no off balance sheet arrangements.

### **Going Concern**

Our independent auditor’s report expresses substantial doubt about our ability to continue as a going concern. Management shares such concern in the event the company is unable to attract and obtain additional products and successfully implement our business plan, including increased revenues and additional funding. We have operated with limited operating capital and we will continue to face immediate and substantial cash needs. We did not obtain a profit during fiscal year 2013 and there is no assurance that we will show a net profit in 2014. We need to obtain additional funding to implement our business plan and continue as a going concern.

### **Critical Accounting Policies**

#### **Recently Issued Accounting Pronouncements**

On December 1, 2009 the Company adopted the guidance in Accounting Standards Codification (“ASC”) 805, “Business Combinations”. ASC 805 establishes principles and requirements for how the acquirer in a business combination (i) recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any non-controlling interest in the acquired business; (ii) recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase; and (iii) determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. The adoption of this statement had no effect on the Company’s reported financial position or results of operations.

On December 1, 2009, the Company adopted the newly ratified guidance which is part of ASC 815-40, “Contracts in Entity’s Own Equity”. ASC 815-40 provides guidance for determining whether an equity-linked financial instrument (or embedded feature) is indexed to an entity’s own stock. The adoption of this statement had no effect on the Company’s reported financial position or results of operations.

In April 2010, the FASB issued ASU No. 2010-17, "Revenue Recognition - Milestone Method (Topic 605): Milestone Method of Revenue Recognition" (codified within ASC 605 - Revenue Recognition). ASU 2010-17 provides guidance on defining a milestone and determining when it may be appropriate to apply the milestone method of revenue recognition for research or development transactions. ASU 2010-17 is effective for interim and annual periods beginning after June 15, 2010. The adoption of this statement had no effect on the Company’s reported financial position or results of operations.

In March 2010, the FASB issued ASU No. 2010-11, "Derivatives and Hedging (Topic 815): Scope Exception Related to Embedded Credit Derivatives" (codified within ASC 815 - Derivatives and Hedging). ASU 2010-11 improves disclosures originally required under SFAS No. 161. ASU 2010-11 is effective for interim and annual periods beginning after June 15, 2010. The adoption of this statement had no effect on the Company's reported financial position or results of operations.

In May 2010, the FASB (Financial Accounting Standards Board) issued Accounting Standards Update 2010-19 (ASU 2010-19), Foreign Currency (Topic 830): Foreign Currency Issues: Multiple Foreign Currency Exchange Rates. The amendments in this Update are effective as of the announcement date of March 18, 2010. The Company does not expect the provisions of ASU 2010-19 to have any effect on the Company's reported financial position or results of operations.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

A smaller reporting company is not required to provide the information required by this Item.

**Item 8. Financial Statements and Supplementary Data**

Index to Financial Statements Required by Article 8 of Regulation S-X:

<b>Report of Independent Registered Public Accounting Firm</b>	<b>F - 1</b>
<b>Consolidated Balance Sheets as of December 31, 2013 and 2012</b>	<b>F - 2</b>
<b>Consolidated Statements of Operations for the years ended December 31, 2013 and 2012</b>	<b>F - 3</b>
<b>Consolidated Statement of Stockholders' Deficit as of December 31, 2013</b>	<b>F - 4</b>
<b>Consolidated Statements of Cash Flows for the years ended December 31, 2013 and 2012</b>	<b>F - 5</b>
<b>Notes to Consolidated Financial Statements</b>	<b>F - 6 – F - 12</b>

Silberstein Ungar, PLLC CPAs and Business Advisors

Phone (248) 203-0080  
Fax (248) 281-0940  
30600 Telegraph Road, Suite 2175  
Bingham Farms, MI 48025-4586  
www.sucpas.com

**Report of Independent Registered Public Accounting Firm**

To the Board of Directors of  
DM Products, Inc.  
Walnut Creek, California

We have audited the accompanying consolidated balance sheets of DM Products, Inc. (the “Company”) as of December 31, 2013 and 2012, and the related consolidated statements of operations, stockholders’ deficit, and cash flows for the years then ended. These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of DM Products, Inc. as of December 31, 2013 and 2012, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that DM Products, Inc. will continue as a going concern. As discussed in Note 10 to the financial statements, the Company has incurred losses from operations, has negative working capital, and is in need of additional capital to grow its operations so that it can become profitable. These factors raise substantial doubt about the Company’s ability to continue as a going concern. Management’s plans with regard to these matters are described in Note 10. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Silberstein Ungar, PLLC

Bingham Farms, Michigan  
March 30, 2014

**DM PRODUCTS, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
**AS OF DECEMBER 31, 2013 AND 2012**

	<u>December 31, 2013</u>	<u>December 31, 2012</u>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 10,589	\$ 34,762
Royalties receivable	<u>-</u>	<u>1,541</u>
Total Current Assets	10,589	36,303
Property and Equipment - net	<u>128</u>	<u>428</u>
<b>TOTAL ASSETS</b>	<u><b>\$ 10,717</b></u>	<u><b>\$ 36,731</b></u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>Current Liabilities</b>		
Accounts payable – related party	\$ 47,074	\$ 50,302
Accrued expenses – related party	301,653	293,653
Sales tax payable	<u>-</u>	<u>2,424</u>
Total Current Liabilities	<u>348,727</u>	<u>346,379</u>
Total Liabilities	<u>348,727</u>	<u>346,379</u>
<b>Stockholders' Deficit</b>		
Preferred Stock, \$.001 par value, 30,000,000 shares authorized, 0 shares issued and outstanding	-	-
Common Stock, \$.001 par value, 400,000,000 shares authorized, 1,557,807 shares issued and outstanding (1,454,085 – 2012)	1,558	273,339
Additional paid in capital	1,245,012	642,345
Accumulated deficit	<u>(1,584,580)</u>	<u>(1,522,860)</u>
Total DM Products, Inc. Stockholders' Deficit	<u>(338,010)</u>	<u>(607,176)</u>
Non-controlling interest	<u>-</u>	<u>297,528</u>
Total Stockholders' Deficit	<u>(338,010)</u>	<u>(309,648)</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<u><b>\$ 10,717</b></u>	<u><b>\$ 36,731</b></u>

*See accompanying notes to consolidated financial statements.*

**DM PRODUCTS, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012**

	<b>For the year ended December 31, 2013</b>	<b>For the year ended December 31, 2012</b>
<b>REVENUES</b>		
Royalty income	\$ -	\$ 106,535
<b>OPERATING EXPENSES</b>		
Professional fees	22,754	21,542
Salaries and wages	-	120,500
Consulting	41,343	13,052
General and administrative	35,189	93,000
<b>TOTAL OPERATING EXPENSES</b>	<b>99,286</b>	<b>248,094</b>
<b>LOSS FROM OPERATIONS</b>	<b>(99,286)</b>	<b>(141,559)</b>
<b>OTHER INCOME</b>	<b>37,924</b>	<b>-</b>
<b>(LOSS) FROM OPERATIONS AND BEFORE NON-CONTROLLING INTEREST</b>	<b>(61,362)</b>	<b>(141,559)</b>
<b>LESS: INCOME ATTRIBUTABLE TO NON-CONTROLLING INTEREST</b>	<b>358</b>	<b>25,222</b>
<b>LOSS BEFORE PROVISION FOR INCOME TAXES</b>	<b>(61,720)</b>	<b>(166,781)</b>
<b>PROVISION FOR INCOME TAXES</b>	<b>-</b>	<b>-</b>
<b>NET LOSS</b>	<b>\$ (61,720)</b>	<b>\$ (166,781)</b>
<b>LOSS PER SHARE: BASIC AND DILUTED</b>	<b>\$ (0.04)</b>	<b>\$ (0.11)</b>
<b>WEIGHTED AVERAGE COMMON SHARES OUTSANDING: BASIC AND DILUTED</b>	<b>1,525,083</b>	<b>1,461,469</b>

*See accompanying notes to consolidated financial statements.*

**DM PRODUCTS, INC.**  
**CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT**  
**AS OF DECEMBER 31, 2013**

	<u>Common</u> <u>Shares</u>	<u>Stock</u> <u>Amount</u>	<u>Additional</u> <u>Paid in</u> <u>Capital</u>	<u>Non-</u> <u>Controlling</u> <u>Interest</u>	<u>Accumulated</u> <u>Deficit</u>	<u>Total</u> <u>Stockholders'</u> <u>Deficit</u>
Balance, December 31, 2011	1,503,987	\$ 282,721	\$ 632,963	\$ 272,306	\$ (1,356,079)	\$ (168,089)
Shares surrendered per settlement and release agreement	(79,060)	(14,864)	14,864	-	-	-
Shares issued per settlement and release agreement previously cancelled	29,158	5,482	(5,482)	-	-	-
Net income (loss) for the year ended December 31, 2012	-	-	-	25,222	(166,781)	(141,559)
Balance, December 31, 2012	1,454,085	273,339	642,345	297,528	(1,522,860)	(309,648)
Shares issued per agreement for services	103,722	33,000	-	-	-	33,000
Effect of 1-188 reverse stock split, July 17, 2013	-	(304,781)	304,781	-	-	-
Net income (loss) for the year ended December 31, 2013	-	-	-	358	(61,720)	(61,362)
To close out non-controlling interest	-	-	297,886	(297,886)	-	-
Balance, December 31, 2013	<u>1,557,807</u>	<u>\$ 1,558</u>	<u>\$ 1,245,012</u>	<u>\$ -</u>	<u>\$ (1,584,580)</u>	<u>\$ (338,010)</u>

*See accompanying notes to consolidated financial statements.*

**DM PRODUCTS, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012**

	<b>For the year ended December 31, 2013</b>	<b>For the year ended December 31, 2012</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss for the period	\$ (61,362)	\$ (141,559)
Adjustments to Reconcile Net Loss to Net Cash Used in Operating Activities:		
Depreciation	300	300
Share-based compensation	33,000	-
Changes in assets and liabilities:		
Royalties receivable	1,541	14,294
Prepaid expenses	-	10,656
Accounts payable	(3,228)	4,982
Sales tax payable	(2,424)	4,982
Accrued expenses	8,000	120,000
Net Cash Provided by (Used in) Operating Activities	<u>(24,173)</u>	<u>8,673</u>
Net increase (decrease) in cash and cash equivalents	(24,173)	8,673
Cash and cash equivalents, beginning of period	<u>34,762</u>	<u>26,089</u>
Cash and cash equivalents, end of period	<u>\$ 10,589</u>	<u>\$ 34,762</u>
<b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>		
Cash paid for interest	<u>\$ -</u>	<u>\$ 734</u>
Cash paid for income taxes	<u>\$ 2,300</u>	<u>\$ 3,342</u>

*See accompanying notes to consolidated financial statements.*



**DM PRODUCTS, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2013**

**Note 1: Summary of Significant Accounting Policies**

Nature of Operations

DM Products, Inc. (the Company) was incorporated on March 1, 2001 as Effective Sport Nutrition Corporation. Subsequently, on April 11, 2005, the Company changed its name to Midwest E.S.W.T Corp and on December 14, 2005, it changed its name again to DM Products, Inc.

On July 18, 2005, the Company acquired Direct Success, Inc. a California Corporation in exchange for 70 % of the Company's Common Stock, making Direct Success, Inc. a wholly owned subsidiary of the Company. Midwest E.S.W.T agreed that a total of 114,851,043 shares of Restricted Common Stock were to be issued to shareholders of Direct Success, Inc.

The Company operates from Walnut Creek, California and it wholly owns Direct Success, Inc which owns 75% of Direct Success, LLC 3, a limited liability company formed on or about August 16, 2002. Direct Success, Inc entered into a joint venture with Buena Vista Infomercial Corporation which owns 25%. The purpose is to market products through direct response to television infomercials. The companies obtain the distribution, production, and licensing rights to a product in exchange for royalty agreements based on the sales of the products. The Company sets up the production, marketing and the distribution of the products.

On July 14, 2010 the Company incorporated a wholly-owned subsidiary corporation Aliano, Inc. dba Aliano Westlake Village. The purpose of this fragrance and personal care division is to create, manufacture, distribute and sell prestige fragrances and beauty related products. Effective as of July 26, 2010 Aliano Inc. entered into an agreement with Portia Entertainment Group LLC for legal services described in the agreement. As per the agreement Portia Entertainment Group LLC is entitled to receive a fee of 5% on the Net Income earned by Aliano Inc. for celebrity endorsees introduced by Portia.

On April 8, 2010 a Form S-1 Registration Statement was completed and submitted to the Securities and Exchange Commission. The registration filing was declared effective on October 15, 2010. On April 21, 2010 a Information Statement Form 211 was submitted to the Financial Industry Regulatory Authority (FINRA) for active trading on the Over the Counter Bulletin Board (OTCBB). The filing was approved on November 09, 2010.

On December 27, 2012 the Company dissolved Aliano, Inc., dba Aliano Westlake Village, since the corporation has been unsuccessful in raising sufficient capital to commence operations. As a result of this dissolution, the intercompany loan between the Company and Aliano, Inc. was written off in the respective books with no effect in the consolidated balance sheet and in the consolidated statement of operations.

On April 11, 2013, Articles of Incorporation were filed with the California Secretary of State for the creation of a new division, ELK Films, Inc. This division was established for both film production and distribution.

On December 14, 2013, the Company dissolved ELK Films, Inc. since the corporation has been unsuccessful in raising sufficient capital to commence operations. As a result of this dissolution, the intercompany loan between the Company and ELK Films, Inc. were written off in the respective books with no effect in the consolidated balance sheet and in the consolidated statement of operations.

Basis of Consolidation

The consolidated financial statements include the accounts of DM Products, Inc., Aliano, Inc., Direct Success, Inc. and the accounts of its 75% owned subsidiary Direct Success LLC 3. All material inter-company transactions have been eliminated. As of December 31, 2013, both subsidiaries have been dissolved.

**DM PRODUCTS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2013**

**Note 1: Summary of Significant Accounting Policies (Continued)**

Basis of Presentation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America and are presented in US dollars.

Accounting Basis

The Company uses the accrual basis of accounting and accounting principles generally accepted in the United States of America ("GAAP" accounting). The Company has adopted a December 31 fiscal year end.

Cash and Cash Equivalents

All highly liquid investments with maturities of three months or less are considered to be cash equivalents. At December 31, 2013 and 2012, the Company had cash balances of \$10,589 and \$34,762, respectively.

Fair Value of Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, royalties receivable, prepaid expense, accounts payable, accrued expenses, and sales tax payable. The carrying amount of these financial instruments approximates fair value due either to length of maturity or interest rates that approximate prevailing market rates unless otherwise disclosed in these financial statements.

Use of Estimates

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

Revenue Recognition

The Company records revenue in accordance with ASC Topic 605 - Revenue Recognition. During the year ended December 31, 2013 revenues came from royalties from the contract Banjo Minnow the fishing lure with TriStar Products, Inc. Revenues derived from the Company license sales are recognized when (1) there is evidence of an arrangement, (2) collection of our fee is considered probable and (3) the fee is fixed and determinable.

Direct Success entered into a manufacturing, marketing and distribution agreement with Banjo Buddies who is the inventor of Banjo Minnow, a fishing lure which Direct Success 3 had a license agreement to market the product since Oct 2002. The Company entered into a modification of said agreement in April 2005. On or about May 11, 2005, Direct Success LLC 3, subcontracted the manufacturing and distribution rights to TriStar Products, Inc. In March 2007, Direct Success granted back to Banjo, the right to license and privilege for internet sales and small parts sale of the product. Under the agreement, Banjo will pay Direct Success 4% royalty on all gross sales of product. As of date of settlement, effective January 1, 2010, Direct Success no longer receives the 4% royalty for internet and part sales from Banjo Buddies. The revenues are strictly based on the contractual obligation contained in the agreement with Tristar Products, Inc., which are the royalties received from the sales of the Banjo Minnow. These royalty arrangements with Tristar provide the Company with a flat \$4.00 (for unit sales under \$18) and \$5.00 (for unit sales over \$18), per unit sold domestically, and \$2.50 per unit sold internationally. The present retail price for the Banjo Minnow is \$19.95. As of December 31, 2012, no more revenues related to the Banjo Minnow will be recognized due to the terms of the agreement.

Concentration of Risk

The Company is earning (over 90%) the majority of the royalty income from Tristar Products, Inc. Since the Company is depending on Tristar Products, Inc, the inability of Tristar to perform in the future may have a material adverse effect on the Company's financial condition.

**DM PRODUCTS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2013**

**Note 1: Summary of Significant Accounting Policies (Continued)**

Income Taxes

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized. It is the Company's policy to classify interest and penalties on income taxes as interest expense or penalties expense. As of December 31, 2013, there have been no interest or penalties incurred on income taxes.

Advertising Policy

The Company recognizes advertising expense as incurred. Advertising expense for the years ended December 31, 2013 and 2012 were \$0.

Basic Income (Loss) Per Share

Basic income (loss) per share is calculated by dividing the Company's net loss applicable to common shareholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share is calculated by dividing the Company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. There are no such common stock equivalents outstanding as of December 31, 2013.

Stock-Based Compensation

The Company accounts for employee stock-based compensation in accordance with the guidance of FASB ASC Topic 718, *Compensation – Stock Compensation* which requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values.

The Company follows ASC Topic 505-50, formerly EITF 96-18, “*Accounting for Equity Instruments that are Issued to Other than Employees for Acquiring, or in Conjunction with Selling Goods and Services*,” for stock options and warrants issued to consultants and other non-employees. In accordance with ASC Topic 505-50, these stock options and warrants issued as compensation for services provided to the Company are accounted for based upon the fair value of the services provided or the estimated fair market value of the option or warrant, whichever can be more clearly determined. The fair value of the equity instrument is charged directly to operating expense and additional paid-in capital over the period during which services are rendered. There were 31,915 shares issued to a non-employee with a value of \$6,000 during the year ended December 31, 2013, and \$27,000 of share-based compensation issued to employees and directors in 2013.

There was no stock-based compensation issued to non-employees during the year ended December 31, 2012.

Recent Accounting Pronouncements

The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company's results of operations, financial position or cash flows.

**Note 2: Property and Equipment**

Property and equipment are carried at cost. Major expenditures and those which substantially increase useful lives are capitalized. Maintenance, repairs and minor renewals are charged to operations when incurred. When property and equipment is sold or otherwise disposed of, the asset account and related accumulated depreciation account are relieved, and any gain or loss is included in operations. Once placed in service, depreciable assets are depreciated over their estimated useful lives using both accelerated and straight-line methods.

Depreciation expenses totaled \$300 for the years ended December 31, 2013 and 2012.

**DM PRODUCTS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2013**

**Note 3: Non-Controlling Interest**

The Company has owned 75% of Direct Success LLC 3 (LLC 3) since 2002. The assets and liabilities of Direct Success LLC 3 have been included in these consolidated financial statements. The 25% of LLC 3 not owned by the Company has been presented as a non-controlling interest in these financial statements. As of December 31, 2013, both entities were completely dissolved.

**Note 4: Accrued Expenses**

Accrued expenses consisted of the following at December 31:

	<u>2013</u>	<u>2012</u>
Accrued wages	\$ 285,653	\$ 285,653
Accrued directors' fees	16,000	8,000
Total accrued expenses	<u>\$ 301,653</u>	<u>\$ 293,653</u>

Wages are accrued under an employee agreement entered into on the April 20, 2007 by and between the Company and Kurt Cockrum, who is the CEO, President, Board Chairman, and a Director. According to the agreement, the employee's starting salary is \$6,000 per month during the first 90 days following execution of the agreement or after \$500,000 in capital is raised. After such period of time, the employee's salary was increased to \$10,000 per month. Should the company determine it in the best interest not to pay employee's entire monthly compensation, at any time, any such compensation shall be treated as deferred compensation and will accumulate on the books and be provided to the employee at the employee's sole discretion, taking into consideration the funds available and the best interest of the Company.

The accrued wages owed under the employment agreement as of December 31, 2013 and 2012 were \$285,653. Salary expense to the related party was \$0 and \$120,000 for the years ended December 31, 2013 and 2012, respectively.

The Board of Directors passed a resolution on October 15, 2012 to compensate Directors, Secretary, Treasurer, CEO, President, and Board Chairman by issuing common stock annually. The policy is retroactive with an effective date of January 1, 2010. Per the policy, the Company owed Kurtis Cockrum, who is the CEO, President, Board Chairman, and a Director, \$6,000 worth of common stock, and James Clarke, who is a Director, Secretary, and Treasurer, \$2,000 worth of common stock as of December 31, 2011. The Company has issued to Kurtis Cockrum \$6,000 worth of common stock on April 24, 2013 and to James Clarke \$2,000 worth of common stock on May 6, 2013 to settle the balance. For the calendar year 2012, the Company owed Kurtis Cockrum \$13,000 worth of common stock and James Clarke \$6,000 worth of common stock. This amount has been recorded as director fees in the second quarter of 2013 and the Company has issued to Kurtis Cockrum \$13,000 worth of common stock and \$6,000 worth of common stock on April 24, 2013 to settle the balance. For the calendar year 2013, the Company owed Kurtis Cockrum \$10,000 worth of common stock and James Clarke \$6,000 worth of common stock. The amount has been recorded as accrued director fees at December 31, 2013. The entire balance of \$16,000 is still outstanding as of December 31, 2013.

**Note 5: Other Income**

On July 10, 2013, the Company received an advance of \$8,000 from Iris Corporation related to entering a Letter of Intent for the potential acquisition of the Company. On October 16, 2013 and October 31, 2013, the Company received additional advances of \$15,000 and \$12,500. The total of the advances received from Iris Corporation amounted to \$35,500 at December 31, 2013. The Company has recently placed Iris Corporation on notice that it is in default under the Letter of Intent for acquisition and does not believe it is obligated to return any of the sums advanced to the Company.

**DM PRODUCTS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2013**

**Note 6: Common Stock**

The Company has 430,000,000 shares of capital stock authorized, consisting of 400,000,000 shares of \$0.001 par value common stock, and 30,000,000 shares of \$.001 par value preferred stock. The Company had 1,557,807 shares of common stock issued and outstanding as of December 31, 2013 and 1,454,085 shares issued and outstanding as of December 31, 2012.

On April 24, 2013, 15,957 shares of restricted common stock were issued to James Clarke for services performed as Secretary, Treasurer, and member of the Board of Directors of the Company for the calendar year 2012. These services were valued at \$6,000, which is the fair market value of the shares at the time of issuance.

On April 24, 2013, 50,531 shares of restricted common stock were issued to Kurtis Cockrum for services performed as President and Chairman of the Board of Directors of the Company for the calendar years 2012 and 2011. These services were valued at \$19,000, which is the fair market value of the shares at the time of issuance.

On April 29, 2013, 31,915 shares of restricted common stock were issued to Scott Kline for consulting services performed for the Company. The invoice amount for these services was \$6,000.

On May 6, 2013, 5,319 shares of restricted common stock were issued to James Clarke for services performed as Secretary, Treasurer, and member of the Board of Directors of the Company for the calendar years 2012 and 2011. These services were valued at \$2,000, which is the fair market value of the shares at the time of issuance.

On July 17, 2013, FINRA approved a one for one hundred eighty eight (1:188) reverse stock split of the Corporation's issued and outstanding common stock. Following the reverse split, the number of outstanding shares of the Corporation's common stock decreased from 306,339,011 shares to 1,557,807 shares with effective date of July 17, 2013. All share and per share data reflected in the financial statements have been adjusted to reflect the results of the stock split.

**Note 7: Related Party Transactions**

The accrued wages owed under the employment agreement as of December 31, 2013 and 2012 were \$285,653. Salary expense to this related party was \$0 and \$120,000 for the year ended December 31, 2013 and 2012, respectively. See note 4.

The Company has issued to Kurtis Cockrum 15,957 of common stock worth \$6,000 on April 24, 2013 and to James Clarke 5,320 of common stock worth \$2,000 on May 6, 2013 to settle the balance outstanding as of December 31, 2011. For the calendar year 2012, the Company owed Kurtis Cockrum \$13,000 worth of common stock and James Clarke \$6,000 worth of common stock. This amount has been recorded as director fees in the second quarter 2013 and the Company has issued to Kurtis Cockrum 34,574 of common stock worth \$13,000 and 15,957 of common stock worth \$6,000 on April 24, 2013 to settle the balance. For the calendar year 2013, the Company owed Kurtis Cockrum \$10,000 worth of common stock and James Clarke \$6,000 worth of common stock. The amount has been recorded as accrued director fees at December 31, 2013. The entire balance of \$16,000 is still outstanding as of December 31, 2013. See note 4 and note 6.

**Note 8: Commitments and Contingencies**

The CEO and employees of the Company work from their homes. The fair market value of rents contributed by the related parties is estimated to be \$50 per month, which is immaterial to the Company's financial statements, and has not been recorded on the Company's books.

**DM PRODUCTS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2013**

**Note 9: Income Taxes**

As of December 31, 2013, the Company had net operating loss carry forwards of approximately \$1,584,580 that may be available to reduce future years' taxable income through 2032. Future tax benefits which may arise as a result of these losses have not been recognized in these financial statements, as their realization is determined not likely to occur and accordingly, the Company has recorded a valuation allowance for the deferred tax asset relating to these tax loss carry-forwards.

The provision for federal income tax consists of the following:

	<u>2013</u>	<u>2012</u>
Federal income tax benefit attributable to:		
Current operations	\$ 20,984	\$ 56,705
Less: valuation allowance	(20,984)	(56,705)
Net provision for Federal income taxes	<u>\$ 0</u>	<u>\$ 0</u>

The cumulative tax effect at the expected rate of 34% of significant items comprising our net deferred tax amount is as follows:

	<u>2013</u>	<u>2012</u>
Deferred tax asset attributable to:		
Net operating loss carryover	\$ 538,756	\$ 517,772
Less: valuation allowance	(538,756)	(517,772)
Net deferred tax asset	<u>\$ 0</u>	<u>\$ 0</u>

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry forwards of \$1,584,580 for federal income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carry forwards may be limited as to use in future years.

**Note 10: Going Concern**

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has sustained substantial losses since inception, has a working capital deficit, and is in need of additional capital to grow its operations so that it can become profitable.

In view of this matter, the ability of the Company to continue as a going concern is dependent upon growth of revenues and the ability of the Company to raise additional capital. Management believes that its successful ability to raise capital and increases in revenues will provide the opportunity for the Company to continue as a going concern.

**DM PRODUCTS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2013**

**Note 11: Subsequent Events**

The Company has decided to issue 100,000 shares of common stock to Kurtis Cockrum and 60,000 shares of common stock to James Clarke in February 2014 for services performed in 2013 on the Board of Directors. The services were valued at \$10,000 and \$6,000, respectively, and have been recorded in the fourth quarter of 2013 as an expense.

In 2013, 13,500,000, pre-split shares were issued incorrectly as a result of using an incorrect share price and that in order to correct the error, the Company is cancelling the shares given and reissuing the correct number of shares through the transfer agent. This event was recognized as of December 31, 2013. The incorrect shares were issued prior to the 1:188 reverse split in July of 2013. Actual shares cancelled are 71,809 post-reverse split.

In accordance with ASC 855-140, the Company has analyzed its operations subsequent to December 31, 2013 to the date these financial statements were issued, and has determined that it does not have any material subsequent events to disclose in these financial statements other than the event described above.

## **Item 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

## **Item 9A(T). Controls and Procedures**

### **Disclosure Controls and Procedures**

We carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of December 31, 2013. This evaluation was carried out under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, Mr. Kurtis Cockrum. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2013 our disclosure controls and procedures are effective. There have been no significant changes in our internal controls over financial reporting during fourth quarter of 2013 that have materially affected or are reasonably likely to materially affect such controls.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act are recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

### **Limitations on the Effectiveness of Internal Controls**

Our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will necessarily prevent all fraud and material error. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving our objectives and our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective at that reasonable assurance level. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the internal control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate.



## Management’s Annual Report on Internal Control over Financing Reporting

Our management is responsible for establishing and maintaining adequate control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under Securities Exchange Act of 1934. Under the supervision and with the participation of our principal executive and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the “COSO Framework”). Based on this evaluation under the COSO Framework, management concluded that its internal control over financial reporting was effective as of December 31, 2013.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management’s report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit us to provide only management’s report in this annual report.

### Item 9B. Other Information

None

## PART III

### Item 10. Directors, Executive Officers and Corporate Governance

The following table contains information with respect to our current executive officers and directors:

<b>Name</b>	<b>Age</b>	<b>Principal Positions With Us</b>
Kurtis L. Cockrum	62	President, Chairman of Board of Directors
James Clarke	67	Secretary, Treasurer, Board Member

**Kurtis L. Cockrum.** Mr. Cockrum is currently the President and Chairman of the Board of Directors for DM Products, Inc. He has over 33 years of experience working in the Material Handling Industry, more specifically in warehouse distribution and fulfillment. He worked for Interlake, Inc., the world’s leading Materials Handling equipment supplier from 1973 thru 1983. In 1983 he founded Kacee Construction Company, a subsidiary of Cockrum Enterprises, Inc., a private company, where he was the CEO and President. He is also presently a board member of a publicly traded company, DM Products, a company currently trading on Pink Sheets, which specializes in producing Infomercials along with marketing, distribution and fulfillment of their products. From April 2007 to March of 2008 he was President and Board Chairman. March of 2008 till October of 2009 he held the position of V.P. of Operations. He was then reappointed to the Board and retained his former positions as President and Board Chairman. Working with DM Products for three and one half years, he has worked extensively with manufacturing of products, product search and development, marketing and sales, call and customer service centers, infomercial creation and execution, financial management, media buying time, project budgeting, short and long term planning, and contract negotiations in the Direct Response industry He is also a certified OSHA outreach trainer.

In addition, Mr. Cockrum has been involved with several organizations throughout the community, volunteering and helping out with the community's youth and his church, serving on various boards and committees. He is presently serving in an advisory capacity to Pacific Lutheran Theological Seminary in Berkeley, California.

**James Clarke.** James Clarke is currently on the Board of DM Products, Inc. and holds the positions of Secretary and Treasurer. He was President and Board Chairman from March of 2007 until October 2009. Mr. Clarke has over 30 years of Senior and Executive level management experience, including developing operations and building international distribution networks throughout the U.S. and worldwide. He founded five companies: Quintec Industries (1973-1981); Circuit Products West, Inc. (1981-1984); Carter International, Inc. (1985-1990); The Delphi Group (1991-1993), and; Capital Marketing Group (1993-2005). Over the past 20 years, he operated as President or CEO with several other companies, and has previous Board experience. He received his BS in Business Administration and MS in Marketing from Oklahoma State University.

#### **Term of Office**

Our directors are appointed for a one-year term to hold office until the next annual general meeting of our shareholders or until removed from office in accordance with our bylaws. Our officers are appointed by our board of directors and hold office until removed by the board.

#### **Significant Employees**

At present, Kurtis Cockrum is serving as both President and Chairman and has been a significant figure in directing all aspects of company activity. His overall experience in business start-ups is vital to the success of DM Products. (For more information concerning Mr. Cockrum's qualifications to lead our company, see his full Bio contained elsewhere in this disclosure statement.)

There are no other significant employees at this time.

#### **Family Relationships**

There are no family relationships between or among the directors, executive officers or persons nominated or chosen by us to become directors or executive officers.

#### **Involvement in Certain Legal Proceedings**

To the best of our knowledge, during the past five years, none of the following occurred with respect to our present or former director, executive officer, or employee: (1) any bankruptcy petition filed by or against any business of which such person was a general partner or executive

officer either at the time of the bankruptcy or within two years prior to that time; (2) any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses); (3) being subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his or her involvement in any type of business, securities or banking activities; and (4) being found by a court of competent jurisdiction (in a civil action), the SEC or the Commodities Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended or vacated.

### **Committees of the Board**

Our company currently does not have nominating, compensation or audit committees or committees performing similar functions nor does our company have a written nominating, compensation or audit committee charter. Our directors believe that it is not necessary to have such committees, at this time, because the functions of such committees can be adequately performed by the board of directors.

Our company does not have any defined policy or procedural requirements for shareholders to submit recommendations or nominations for directors. The board of directors believes that, given the stage of our development, a specific nominating policy would be premature and of little assistance until our business operations develop to a more advanced level. Our company does not currently have any specific or minimum criteria for the election of nominees to the board of directors and we do not have any specific process or procedure for evaluating such nominees. The board of directors will assess all candidates, whether submitted by management or shareholders, and make recommendations for election or appointment.

A shareholder who wishes to communicate with our board of directors may do so by directing a written request addressed to our CEO and director, Kurtis Cockrum, at the address appearing on the first page of this annual report.

### **Code of Ethics**

Our board of directors adopted our code of ethical conduct that applies to all of our employees and directors, including our principal executive officer, principal financial officer, principal accounting officer or controller, and persons performing similar functions.

We believe the adoption of our Code of Ethical Conduct is consistent with the requirements of the Sarbanes-Oxley Act of 2002.

Our Code of Ethical Conduct is designed to deter wrongdoing and to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely and understandable disclosure in reports and documents that we file or submit to the Securities & Exchange Commission and in other public communications made by us;
- Compliance with applicable governmental laws, rules and regulations;
- The prompt internal reporting to an appropriate person or persons identified in the code of violations of our Code of Ethical Conduct; and
- Accountability for adherence to the Code.

### Item 11. Executive Compensation

The table below summarizes all compensation awarded to, earned by, or paid to our officers for all services rendered in all capacities to us for our fiscal years ended December 31, 2012 and 2013.

#### SUMMARY COMPENSATION TABLE

Name and principal position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Kuris L. Cockrum, President (1)(2)	2013	0	0	10,000	0	0	0	0	10,000
	2012	120,000	0	19,000	0	0	0	0	139,000
James R. Clarke(3)	2013	0	0	6,000	0	0	0	0	6,000
Secretary/Treasurer	2012	0	0	8,000	0	0	0	0	8,000

- (1) The aggregate grant date fair value of the stock awards issued at \$20,000 is computed in accordance with FASB ASC Topic 718. The values attributable to the stock compensation were based on the existing sales of our common stock and the restrictions on re-sale at the time of issuance. Please refer to Note 1 of our audited financial statements for the years ended December 31, 2013 and 2012.
- (2) Mr. Cockrum didn't not receive any salary compensation in 2013 due to lack of funds but did receive stock for service as a director. Compensation was not accrued for 2013.
- (3) The aggregate grant date fair value of the stock awards issued at \$10,000 is computed in accordance with FASB ASC Topic 718. The values attributable to the stock compensation were based on the existing sales of our common stock and the restrictions on re-sale at the time of issuance. Please refer to Note 1 of our audited financial statements for the years ended December 31, 2013 and 2012.

**Outstanding Equity Awards at Fiscal Year-End**

The table below summarizes all unexercised options, stock that has not vested, and equity incentive plan awards for each named executive officer as of December 31, 2013.

<b>OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END</b>									
<b>OPTION AWARDS</b>						<b>STOCK AWARDS</b>			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Nonexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Unearned Shares, Units or Other Rights That Have Not Vested (#)
Kuris L. Cockrum,	-	-	-	-	-	-	-	-	-
James R. Clarke	-	-	-	-	-	-	-	-	-

**Employment Arrangement's with Named Executive Officers**

The company's only employment contract is with its President, Kurt Cockrum. Such agreement was effective April 20, 2007 and continues unless and until terminated by either party pursuant to their rights under California law. Compensation is \$10,000 per month. Due to lack of funds available in 2007 and 2008, a portion of Executive salaries were deferred from 2007, 2008 and 2010, 2011 until 2012. Approximately \$285,653 in salary is still owed from years 2007, 2008, 2010, 2011 and 2012. Mr. Cockrum's salary was waived and not accrued in 2013.

## DIRECTORS' COMPENSATION TABLE

Name	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Kurtis L. Cockrum	2013	0	0	10,000	0	0	0	0	10,000
Kurtis L. Cockrum	2012	120,000	0	19,000	0	0	0	0	139,000
James R. Clarke	2013	0	0	6,000	0	0	0	0	6,000
James R. Clarke	2012	0	0	8,000	0	0	0	0	8,000

### Director Compensation

Kurt Cockrum and James Clarke are the only director's to have received any salary compensation for their services on the board of directors. In 2013, shares of our common stock were issued to our directors for services performed. We have considered offering additional compensation to our directors should we see a growth in our revenues and net worth.

### Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table sets forth certain information, as of December 31, 2013, with respect to the beneficial ownership of our common stock by (i) all of our directors, (ii) each of our executive officers named in the Summary Compensation Table, (iii) all of our directors and named executive officers as a group, and (iv) all persons known to us to be the beneficial owner of more than five percent (5%) of any class of our voting securities.

Name and Address of Beneficial Owner	Common Stock Amount and Nature of Beneficial Ownership	Percent of Ownership (1)
Kurtis L. Cockrum 1507 Elise Ct. Walnut Creek, CA 94596	374,092	22.95%
James Clarke 2031 B Via Mariposa East Laguna Woods, CA 92637	56,737	3.48%
All officer and directors 5% SHAREHOLDERS	430,829	26.4%
Michael S. DeBenon 20522 Pierview Lane Huntington Beach, CA 92646	176,175	10.8%

(1) The percentages are based on 1,629,614 shares of common stock outstanding on December 31, 2013.

**Item 13. Certain Relationships and Related Transactions, and Director Independence**

Other than the transactions described below and under the heading “Executive Compensation” (or with respect to which such information is omitted in accordance with SEC regulations), since December 31, 2011 there have not been, and there is not currently proposed, any transaction or series of similar transactions to which we were or will be a participant in which the amount involved exceeded or will exceed the lesser of \$120,000 or one percent of the average of our total assets at year-end for the last two completed fiscal years, and in which any director, executive officer, holder of 5% or more of any class of our capital stock or any member of the immediate family of any of the foregoing persons had or will have a direct or indirect material interest.

**Item 14. Principal Accounting Fees and Services**

Below is the table of Audit Fees (amounts in US\$) billed by our auditor in connection with the audit and quarterly reviews of the Company’s financial statements for the years ended:

Financial Statements for the Year Ended December 31	Audit Services	Audit Related Fees	Tax Fees	Other Fees
2013	\$7,900	\$0	\$0	\$0
2012	\$7,250	\$0	\$0	\$0

**PART IV****Item 15. Exhibits, Financial Statements Schedules***(a) Financial Statements and Schedules*

The following financial statements and schedules listed below are included in this Form 10-K.

Financial Statements (See Item 8)

*(b) Exhibits*

Exhibit Number	Description
3.1	Articles of Incorporation (1)
3.2	Certificate of Amendment(1)
3.3	By-Laws(1)
3.4	Certificate of Amendment, Article of Incorporation (3).
5.1	Certificate of Designation, Series “A” Preferred Stock (4)
8.1	Certificate of Dissolution of Aliano, Inc.
8.2	Certificate of Dissolution of ELK Films, Inc.
10.1	Share Exchange Agreement, dated July 18, 2005(1)
10.2	Employment Agreement of Kurt Cockrum(1)
10.3	Monthly Retainer Agreement with Michael S. DeBenon(1)
10.4	Manufacturing, Marketing and Distribution Agreement with Banjo Buddies, Inc.(1)
10.5	Modification of Manufacturing, Marketing and Distribution Agreement with Banjo Buddies, Inc.(1)
10.6	Manufacturing, Marketing and Distribution Agreement with Tristar Products, Inc.(1)
10.7	Addendum to Manufacturing, Marketing and Distribution Agreement with Tristar Products, Inc.(1)
10.8	Settlement Agreement and Release with Banjo Buddies, Inc.(1)
10.9	Operating Agreement of Direct Success LLC #3 between Direct Success, Inc. and Buena Vista Infomercials, Inc. (2)
10.10	Settlement and Release Agreement with Script To Screen Productions, M2 Marketing and Management Services , Inc. (5)
14.1	Code of Ethics (6)
23.1	Consent of Independent Registered Public Accounting firm (6)



31.1	Certification of Chief Executive Officer pursuant to Securities Exchange Act Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Securities Exchange Act Rule 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(1) Previously included as an Exhibit to the Registration Statement on Form S-1 filed with the Securities and Exchange Commission on April 8, 2010.

(2) Previously included as an Exhibit to the Registration Statement on Form S-1 filed with the Securities and Exchange Commission on September 30, 2010.

(3) Previously included as an Exhibit to Form 8K filed with the Securities and Exchange Commission on December 14, 2011.

(4) Previously included as an Exhibit to Form 8K filed with the Securities and Exchange Commission on December 14, 2011.

(5) Previously included as an Exhibit to Form 8K filed with the Securities and Exchange Commission on February 7, 2012.

(6) Previously included as an Exhibit to Form 10K filed with the Securities and Exchange Commission on March 30, 2011.

## SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DM Products, Inc.

By: /s/ Kurtis Cockrum  
Kurtis Cockrum  
President, Chairman of the Board of Directors, Principal Executive Officer, Principal Accounting Officer, and Director  
April 10, 2014

In accordance with Section 13 or 15(d) of the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

By: /s/ Kurtis Cockrum  
Kurtis Cockrum  
President, Chairman of the Board of Directors, Principal Executive Officer, Principal Accounting Officer, and Director  
April 10, 2014

By: /s/ James Clarke  
James Clarke  
Chief Financial Officer, Principal Financial Officer, Treasurer, Secretary and Director  
April 10, 2014



Silberstein Ungar, PLLC CPAs and Business Advisors

---

Phone (248) 203-0080  
Fax (248) 281-0940  
30600 Telegraph Road, Suite 2175  
Bingham Farms, MI 48025-4586  
www.sucpas.com

April 9, 2014

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Board of Directors  
DM Products, Inc.  
Walnut Creek, CA

To Whom It May Concern:

Silberstein Ungar, PLLC hereby consents to the use in the Form 10-K, Annual Report Pursuant to Section 13 or 15(d) of the Securities Act of 1934, filed by DM Products, Inc. of our report dated March 30, 2014, relating to the financial statements of DM Products, Inc. as of and for the years ending December 31, 2013 and 2012.

Sincerely,

/s/ Silberstein Ungar, PLLC

Silberstein Ungar, PLLC

Bingham Farms, Michigan

---



**CERTIFICATIONS**

I, Kurtis Cockrum, certify that;

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2011 of DM Products, Inc. (the “registrant”).
2. Based on my knowledge, this report 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 the period covered by this report;
3. Based on my knowledge, the financial statements and other financial information included in this report, fairly represent in all respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(c) and 15d-15(c) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluations; and
  - d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: April 10, 2014

/s/ Kurtis Cockrum

BY: Kurtis Cockrum

Title: Chief Executive Officer

---



## CERTIFICATIONS

**I, James Clarke, certify that;**

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2011 of DM Products, Inc. (the “registrant”).
2. Based on my knowledge, this report 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 the period covered by this report;
3. Based on my knowledge, the financial statements and other financial information included in this report, fairly represent in all respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(c) and 15d-15(c) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have;
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluations; and
  - d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: April 10, 2014

/s/ James Clarke

BY: James Clarke

Title: Chief Financial Officer

---





CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND  
CHIEF FINANCIAL OFFICER  
PURSUANT TO  
18 U.S.C SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual Report of DM Products, Inc. (the "Company") on Form 10-K for the year ended December 31, 2013 filed with the Securities and Exchange Commission (the "Report"), We, Kurtis Cockrum and James Clarke, Chief Executive Officer and Chief Financial Officer, respectively, of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the consolidated financial condition of the Company as of the dates presented and the consolidated result of operations of the Company for the periods presented.

By: /s/ Kurtis Cockrum

Name: Kurtis Cockrum

Title: Principal Executive Officer and Director

Date: April 10, 2014

By: /s/ James Clarke

Name: James Clarke

Title: Principal Financial Officer and Director

Date: April 10, 2014

This certification has been furnished solely pursuant to Section 906 of the Sarbanes- Oxley Act of 2002.

---

