

OTC Pink Basic Disclosure Guidelines

1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Mindpix Corporation

- Formerly=PrimeHoldings.com, Inc. until 10-07

2) Address of the issuer's principal executive offices

Company Headquarters

Address 1:

Address 2: 940 Lincoln Road, Suite 315 Miami Beach, Florida 33139

Address 3: _____

Phone: 1(305) 938-0567

Email: info@mpixcorporation.com

Website(s): www.mpixcorporation.com

3) Security Information

Trading Symbol: MPIX

Exact title and class of securities outstanding: Common Shares

CUSIP: 602673

Par or Stated Value: \$12,890,338

Total shares authorized: 1,500,000,000

as of: 09/30/2013

Total shares outstanding: 1,134,316,084

as of: 09/30/2013

Transfer Agent

Name: Standard Registrar & Transfer Company

Address 1: 1258 South 1840 E. Draper, UT 84020

Address 2: _____

Address 3: _____

Phone: 801-571-8844

Is the Transfer Agent registered under the Exchange Act?* Yes: X No: ☐

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

NONE

Describe any trading suspension orders issued by the SEC in the past 12 months.

NONE

Within the past year please list any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization:

NONE

4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

The following shares were issued for the retirement of debt. The shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

# of Shares	Issue Date	Recipient
1,500,000	1/25/12	New Unified Corp
5,000,000	1/25/12	New Unified Corp
3,000,000	2/15/12	New Unified Corp
2,000,000	2/15/12	Christmas Ministries
1,000,000	2/15/12	Robert Janssen
1,000,000	2/15/12	Vince Nerlino
3,000,000	2/17/12	Thomas D Williamson
1,500,000	2/17/12	Thomas D Williamson
590,000	2/17/12	Waldorf Crawford
560,000	2/17/12	Mont Beardall
480,000	2/17/12	Gilbert Howe
400,000	2/17/12	Pat Mullins
300,000	2/17/12	Derek Mullins
265,000	2/17/12	Wally Boyko
250,000	2/17/12	Ralph Adams
250,000	2/17/12	William Apgood
210,000	2/17/12	Mark Nyman
150,000	2/17/12	Litewaves
150,000	2/17/12	Larry Reed
150,000	2/17/12	Ron Bucci
100,000	2/17/12	Jerry Mullins
100,000	2/17/12	William Shupe
100,000	2/17/12	Keith Swenson
100,000	2/17/12	Mark Bay
80,000	2/17/12	Angela Soleberg
1,000,000	2/17/12	Mont Beardall
500,000	2/17/12	William Shupe
1,300,000	2/17/12	Mark Ballif
1,500,000	2/17/12	Mark Ballif
1,000,000	2/17/12	Executive Consulting
610,000	2/17/12	Rockport Equities LLC

25,000,000	3/6/12	New Unified Corp.
3,125,000	3/20/12	Magna Group
3,200,000	3/20/12	FairHills Capital Offshore
1,125,000	3/21/12	Gel Properties
1,125,000	3/21/12	Gel Properties
5,500,000	4/18/12	FairHills Capital Offshore
4,500,000	4/18/12	New Unified Corp
2,250,000	4/26/12	Gel Properties
70,000,000	9/12/12	Emax Media, Inc.
20,000,000	9/12/12	New Unified Corp
40,000,000	12/12/12	New Unified Corp
50,000,000	12/13/12	Emax Music Corporation
50,000,000	12/13/12	Entertainment Max, Inc.
50,000,000	12/13/12	Emax Alive, Inc.
50,000,000	12/13/12	Me Too Records
40,000,000	12/13/12	New Unified Corp.
43,833,333	12/13/12	Emax Media, Inc.
30,454,545	12/13/12	Emax Media, Inc.
25,000,000	12/13/12	New Unified Corp
30,000,000	12/13/12	Emax Media, Inc.

The following securities were issued for services rendered to the Company. The shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

1,000,000	2/15/12	Dorliss Bright
4,000,000	2/17/12	Chris and Michelle Koprivich
5,000,000	2/17/12	Armando Almirall
5,000,000	2/17/12	Roxanna Weber
2,000,000	2/17/12	Catherine Tanner
2,000,000	2/17/12	Gerardo Bernard
5,000,000	2/17/12	Mary Waldman
2,000,000	2/17/12	Eric Jeter
1,650,000	2/17/12	Sullivan Family Trust (ESOP)
400,000	2/17/12	David Ballif (ESOP)
25,000,000	2/22/12	Arrow Studios
675,000	3/20/12	Gregory Starr
7,500,000	6/14/12	John R. and Cynthia L Kirby JTWRS
1,875,000	6/15/12	Paul Wadnina
125,000	6/16/12	Maureen and Jeff Jacobson
250,000	6/17/12	Valeria Monterosa
250,000	6/18/12	Victoria Monterosa
4,000,000	6/19/12	Gary Freeman
3,000,000	6/20/12	Yuval Atias

2,000,000	6/21/12	Just Marketing Group, Inc.
2,000,000	6/22/12	Rockport Equities
75,000,000	12/13/12	Armando Almirall
30,000,000	12/13/12	The Weber Family Trust
20,000,000	12/13/12	German Gonzalez
5,000,000	12/13/12	Julius John
5,000,000	12/13/12	Executive Consulting International
25,000,000	12/13/12	Armando Almirall
15,000,000	12/13/12	The Weber Family Trust
10,000,000	12/13/12	Vince Nerlino
4,200,000	12/21/12	William McCoy Odom
1,400,000	12/21/12	Rosangela Carlin Odom
1,500,000	12/21/12	Kelly Odom Fluharty
1,500,000	12/21/12	William McCoy Odom
4,200,000	12/21/12	Ricardo J Soto and Patsy Soto
10,000,000	12/21/12	Elizabeth James
10,000,000	12/21/12	Tamara Felton
10,000,000	12/21/12	Autumn Erhard
20,000,000	4/26/2013	Edwin Winfield
1,050,000	4/30/2013	Artists Innovations
360,000	4/30/2013	Me Too Records
360,000	4/30/2013	Emax Alive Inc

The following shares were issued for cash:

4,200,000	1/9/2013	Wydah Communications Inc
5,000,000	1/24/2013	MLJ Partners Corp
20,000,000	2/1/2013	Blulife Inc
30,000,000	Feb-13	Blulife Inc
1,000,000	3/14/2013	William Odom
1,000,000	3/14/2013	William Odom
1,000,000	3/14/2013	William Odom
1,000,000	3/14/2013	William Odom
1,400,000	3/14/2013	Roseangela Carlin Odom
1,500,000	3/14/2013	Kelly Odom Fluharty
1,500,000	3/14/2013	William MCCoy Odom JR
5,400,000	3/14/2013	William MCCoy Odom
1,000,000	3/14/2013	The St Judes Childrens Research Hospital
1,000,000	3/14/2013	Wounded Warrior Project
500,000	3/14/2013	Renata Carlin Marques
500,000	3/14/2013	Nathaly Carlin Marques
2,100,000	3/14/2013	Roy James
2,100,000	3/14/2013	Richard Scalco
4,200,000	3/14/2013	Elsi Pang
8,000,000	3/14/2013	Blulife Inc
2,100,000	3/14/2013	John Pirone
20,000,000	3/15/2013	MLJ Partners Corp

20,000,000	3/25/2013	MLJ Partners Corp
10,000,000	3/28/2013	Edwin Winfield
4,200,000	4/2/2013	John Pilger
1,050,000	4/2/2013	Benjamin Davis Smelley
1,050,000	4/2/2013	Jacob Carleton Smelley
10,000,000	4/2/2013	Blulife Inc
20,000,000	4/18/2013	Blulife Inc
5,000,000	4/18/2013	Blulife Inc
30,000,000	5/3/2013	MLJ Partners Corp
4,200,000	5/23/2013	Blulife Inc
37,500,000	8/20/2013	William Odom etal
3,750,000	4/8/2013	William Odom etal
3,750,000	5/14/2013	William Odom etal
8,000,000	5/21/2013	William Odom
5,000,000	7/25/2013	Ronald G Gielow
10,000,000	6/28/2013	Ronald G Gielow
15,000,000	8/29/2013	Sidney J Lorio
16,250,000	9/4/2013	Private Trust Company
2,100,000	12/17/2012	Benjamin and Jacob Smelley
4/11/2013	6,250,000	John Pilger

The following shares were returned to the Company for cancellation:

50,000,000	4/30/2013	Artists Innovations
500,000	5/1/2013	Artists Innovations
360,000	5/1/2013	Me Too Records
360,000	5/1/2013	Emax Alive Inc
50,000,000	2/1/2213	Emax Music Corporation
50,000,000	2/27/2013	Entertainment Max, Inc.
50,000,000	4/30/2013	Emax Alive, Inc.
50,000,000	4/1/3013	Me Too Records
40,000,000	2/27/2013	New Unified Corp.
30,454,545	2/27/2013	Emax Media, Inc.
20,000,000	2/27/2013	New Beginnings 2012 Concert LLC
7,500,000	2/5/2013	John Rand Cynthia L Kirby JTWS
30,000,000	2/27/2013	The Weber Family Trust
20,000,000	4/24/2013	Wayne Kalish
100,000,000	8/22/2013	Armando Almirall
100,333,333	9/26/2013	Roxanne Weber
75,000,000	8/1/2013	Roxanne Weber

5) Financial Statements

The Company's financial statements for the Quarter ended September 30, 2013 have been posted on the OTC Markets website on November 15, 2013 and are incorporated herein.

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. a description of the issuer's business operations;

Mindpix Corporation (OTC Pink: MPIX) is a multi-platform media company technology driven media services and entertainment company focused on owning, creating and/or managing multi-platform music, entertainment, sports and US Hispanic properties. MPIX is a go to source for the production, distribution and monetization of major music and entertainment events. MPIX owns, develops and licenses intellectual properties and program content across a full spectrum of media; the "Four Screens" consumers connect to: Live Events, Television, Internet and Mobile Media. This 360-degree approach to media in all areas truly differentiates MPIX.

B. Date and State (or Jurisdiction) of Incorporation:

Incorporated in Nevada 2004

C. the issuer's primary and secondary SIC Codes;

7812

D. the issuer's fiscal year end date;

12/31

E. principal products or services, and their markets;

Mindpix Corporation provides the critical on-line video technology, production, digital marketing, audience development, payment services, sponsor acquisition, digital and traditional media distribution services to drive revenue for live and VOD (video on demand) events globally. Locations of Personnel are in Florida and New York.

7) Describe the Issuer's Facilities

The Company does not currently lease or own any property.

8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

- A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

EXECUTIVE OFFICERS:

President and CEO: Victor Siegel

Chief Operations Officer: Saul Federman II

Secretary and Treasurer: Reina Ziegler

DIRECTORS:

Rick Garson

Victor Seigel

German Gonzales

Julius John

CONTROL PERSONS (greater than 5% owners):

None

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);

NONE

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;

NONE

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

NONE

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.

NONE

C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

NONE

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

Name: Jonathan Leinwand

Firm: Jonathan D Leinwand, PA

Address 1: 200 South Andrews Ave

Address 2: Ft. Lauderdale FL 33301

Phone: _____

Email: _____

Accountant or Auditor

Name: David Brooks
Firm: D Brooks and Associates
Address 1: West Palm Beach
Address 2: _____
Phone: (954)592-2507
Email: David@dbrookscpa.com

10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

I, Victor Siegel certify that:

1. I have reviewed this quarterly disclosure statement of Mindpix Corporation;
2. 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
3. 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.

11/14/13 [Date]

/s/ Victor Siegel
[CEO's Signature]

/s/ Victor Siegel
[CFO's Signature]