OTC Disclosure Statement for Mentor Capital, Inc.

Effective Date: September 30, 2014

1) Name of the issuer and its predecessors, if any, in the past five years

Mentor Capital, Inc.

2) Address of the issuer's principal executive offices

Company Headquarters:

Address: 511 Fourteenth Street, Suites A-2, A-4, A-6, Ramona, CA 92065
Phone: (760) 788–4700
Fax: (760) 788–2525
Email: Chet@mentorcapital.com
Website: www.mentorcapital.com

IR Contact:

Our investor relations are handled by the Company and its management directly

3) Security Information

Exact title and class of securities outstanding: Common Stock
Trading Symbol: MNTR
CUSIP: 587 183104
Par or Stated Value: No par value
Total shares authorized: 400,000,000 shares of Common Stock authorized as of September 30, 2014
Total shares outstanding: As of September 30, 2014, **14,483,373** shares of Common Stock were issued and outstanding held of record by 4,256 shareholders. Holders of the Company's Common Stock are entitled to one vote each per share and may exercise cumulative voting rights under California Law. Holders of Common Stock are entitled to receive *pro rata* such dividends, if any, as may be declared by the Board of Directors of the Company, out of funds legally available therefore, subject to any preferential dividend rights of outstanding preferred stock.

Upon liquidation, dissolution or winding up of the Company, the holders of Common Stock are entitled to receive *pro rata* the net assets of the Company available after the payment of all creditors and liquidation preferences, if any, of any outstanding Preferred Stock. Holders of Common Stock have no preemptive subscription, conversion or redemption rights. The outstanding shares of Common Stock are fully paid and non- assessable.

Additional classes of securities:

Exact title and class of securities outstanding: Preferred Stock
Trading Symbol: None
CUSIP: None
Par or Stated Value: No par value

Total shares authorized: 100,000,000 shares of Preferred Stock authorized as of September 30, 2014
Total shares outstanding: No shares of Preferred Stock issued as of September 30, 2014

Exact title and class of securities outstanding: Warrants (Series B, Series D and Series H)
Trading Symbol: None
Par or Stated Value: No par value
Details related to Warrants: On January 11, 2000, after receiving a subject "No Comment" letter from the SEC, the Company's Plan of Reorganization was confirmed by the United States Bankruptcy Court of Northern California. As part of the Confirmed Plan, the Company issued freely tradable warrants in four classes to various creditors and claimants according to their relative seniority of claim and designated treatment under the Plan. Except for 400 shares from a 2005 acquisition, and 393,125 shares plus 689,159 Series H warrants allocated to an investment bank in 2009 related to an incomplete merger, each and every security of the Company is issued pursuant to the Plan and Court Order. As a result of the exemption afforded by 11 USC Section 1145, the shares issued under the Order are all freely tradable, the warrants issued are all freely tradable, and the shares that spring from the warrants are all immediately freely tradable. As of September 30, 2014, the following warrants were issued and outstanding:

Series – B (4,500) at a $0.11 per share Strike Price (11 USC Section 1145) CUSIP: 587 183120
Series – D (14,504,766) at a $1.60 per share Strike Price (11 USC Section 1145) CUSIP: 587 183146

Series – H (689,159) at a $7.00 per share Strike Price (Investment Bank) CUSIP: None

Total (15,198,425)

The investment banking warrants, Series H, are subject to cashless exercise based on the ten day trailing average closing bid price of MNTR shares and are held by four non-affiliate entities.

The 11 USC Section 1145 warrants, if not exercised timely, may be redeemed by the Company or assigned by the Company to any designee for exercise. The Company, or designee through the Company, is required to pay the original holder 10 cents per warrant, 30 days after all warrants of a class are exercised, Subject to these prior call provisions, the warrants otherwise expire May 11, 2038. The warrants have a non-dilutive quality approved by the US Bankruptcy Court under Section 1145 of the US Bankruptcy Code, and previously subject to review by the Securities & Exchange Commission, which issued a no comment letter; FINRA which reviewed and approved trading; and DTC which effected an earlier reverse split. That is, a reverse split of the shares, which is viewed with disfavor by the Company and is not now anticipated or planned for, specifically does not affect the exercise price of the warrants. All original shareholders hold warrants. Any new shareholder may become a company designee to act as a substitute exerciser of warrants, by contacting the Company, subject to availability of warrants and compliance with securities law and the Confirmed Plan.

Transfer Agent:

Name: Action Stock Transfer
Address: 2469 E Fort Union Blvd, # 214, Salt Lake City, UT 84121
Phone: (801) 274-1088

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

List any restrictions on the transfer of security:

None

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

None

List any acquisition or reorganization currently anticipated or that occurred within the past 12 months:

The Company has paid $1.5 Million to the owners of Bhang Corporation who retain those funds, but have repudiated the associated contract in its entirety. The Company has filed suit against Bhang and certain Bhang owners in Federal District Court for contract rescission and for the return of the $1.5 Million.

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 equity securities, including debt convertible into equity 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:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

The Company has had no offering of securities in the past two fiscal years or year to date. All issuances of securities have been pursuant to the exercise of various Warrants by existing securities holders.

B. Any jurisdictions where the offering was registered or qualified:

N/A

C. The number of shares offered;

N/A

D. The number of shares sold:

The Company has issued the following securities since fiscal year 2012:

2012	1,641,484 shares of common stock
Q1 2013	423,804 shares of common stock
Q2 2013	1,821,460 shares of common stock
Q3 2013	10,464 shares of common stock
Q4 2013	80,094 shares of common stock
Q1 2014	7,744,631 shares of common stock
Q2 2014	343,888 shares of common stock
Q3 2014	2,832 shares of common stock

E. The price at which the shares were offered, and the amount actually paid to the issuer:

Period	Price Per Share*	Offering Price	Actual Amount Paid
2012	$0.17 per share	$ 275,540	$ 275,540
Q1 2013	$0.11 per share	46,618	46,618
Q2 2013	$0.11 per share	221,649	221,649
Q3 2013	$0.11 per share	1,151	1,151
Q4 2013	$0.11 per share	8,810	8,810
Q1 2014	$0.53 per share	4,076,499	4,076,499
Q2 2014	$1.60 per share**	550,221	550,221
Q3 2014	$1.60 per share	4,531	4,531

* Average price of warrants exercised during the quarter.

**The Series D warrants were reduced in price to $1.60 per share on June 18, 2014 to remain in compliance with the contingent payoff provision of the Bhang Corporation contract, which is triggered by the reduction of the warrant strike price. At no time after that date was the theoretical net proceeds of exercise and sale more than the standard 10 cent redemption proceeds and no warrants were exercised in the normal course by anybody. At the end of June it was calculated that approximately $36,788 more in Series B warrants were exercised by assorted shareholders than were authorized. The entirety of that $36,788 was credited against Billingsley's account and he agreed to instead pay $535,101 or $1.60/sh for the 334,438 shares he had previously purchased for $0.11 /sh or $36,788. No other adjustment was asked of any other shareholder.

Average price per share includes effect of cashless exercise of 565,547 consultant warrants for 354,410 shares of common stock.

The Company relies upon an exemption from registration of the sale of the above cashless exercise securities under Section 144 for warrants issued and held since 2009.

F. The trading status of the shares:

As set forth above, as a result of the exemption afforded by 11 USC Section 1145 and the Bankruptcy Court's Plan of Reorganization and Court Order, the shares issued under such Plan and Order are all freely tradable, the warrants issued are all freely tradable, and the shares that spring from the warrants are all immediately freely tradable

G. Whether the certificates or other documents that evidence 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:

No. See 4.F., above

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

A. Balance sheet;
B. Statement of income;
C. Statement of cash flows;
D. Financial notes; and
E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otciq.com in the field below.

Response: The Company's annual reports for the periods ending December 31, 2012 "Annual Report," and December 31, 2013, "Annual Report," were posted on OTCIQ.com on November 14, 2014, the September 30, 2014 three month and nine month Q3 "Quarterly Report," was posted on OTCIQ.com on November 14, 2014.

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. Description of the issuer's business operations:

The linear predecessor to the Company was founded with $1,000 by our CEO in 1985 and incorporated in the State of California in 1994. It operated a small chain of athletic clubs, a trucking company, food companies and was involved in various investments and investment vehicles. In 1997 it merged with a group of approximately fifteen oil and gas partnerships which proved to be unsuccessful, and in 1998 the Company entered a Chapter 11 bankruptcy reorganization in the Northern District of California. The court allowed the original issuance of approximately $145 Million in warrants to the claimants and creditors. The warrants were in (4) four steps, have been reset to lower prices, and have been exercised at $0.09, $0.11, $0.65, $1.00, $1.60, and $7.00 per share. At $1.60 per share, $23 Million in warrant proceeds are yet to perhaps be realized from exercise. The Court order serves as a registration and all the shares, warrants and shares that spring from the warrants are freely tradable under the Section 1145 USC exemption. An SEC "No Comment" letter was received and the Plan was confirmed January 11, 2000. The Company exited the reorganization owning a small ATM business with fifty installed ATM machine locations and began to acquire or invest in smaller private businesses. It soon acquired and still retains just over a 50% interest in a $2.2 Million annual revenue service business in Phoenix.

In 2009 the Company began to focus on leading edge cancer treatment-related companies, and created the Company's proprietary Cancer Immunotherapy Index. Starting in 2012, highly science-based, leading-edge cancer investments collapsed when government health care decision makers announced they would no longer reimburse the new expensive therapies. (e.g. Dendreon, the $5 Billion market leader, dropped from $44 per share to $2.90 per share.) In June 2013, the Company's CEO was approached to invest in a cancer related medical

marijuana project and in August 2013 made the decision to start the process to take Mentor Capital into the medical marijuana space. The goal was to pursue an alternative approach to assist in the fight against cancer and the effects of the disease while seeking significant shareholder returns. The Company then began the process of rotating out of its highly technical cancer development positions as profitable opportunities to exit presented themselves.

As result of these actions, the Company has the following residual cancer related private holdings: $55,942 Brighter Day Health and $8,850 Shaw Capital (Medical Devices). To preserve the cancer fighting benefits from any difficult to exit positions, the Company will carry them without emphasis until it can complete a socially responsibly migration to finish the move toward being a pure play in the medical marijuana and cannabis field.

The Company's maintains a medical bias toward the application of cannabis to cancer wasting, calming seizures, smoothing the effects of Parkinson's disease, reducing ocular pressures from glaucoma and blunting chronic pain. Because adult social use and medical marijuana opportunities substantially overlap, the Company examined the societal impact of marijuana use, including a medical oriented analysis and survey of the reduction of harmful impact on society, primarily because of a substitution effect.

Our research suggests that there are a certain percentage of people that because of personality, lifestyle or physiology seek out intoxicants to "get high." This percentage is relatively fixed. The common pathways to a recreational high are crack, crystal meth, heroin, alcohol and marijuana. Of the five, marijuana is far and away the least addictive and least harmful of the five recreational intoxicants in typical use. Early indications are that following the legalization of marijuana in a state, although the incidence of total intoxicant use did not increase, deaths by overdose decreased by approximately 20%. This decrease in overdose deaths is generally because opiates dangerously decrease respiration and pulse rate and marijuana does not.

As a public company focusing on the legal cannabis industry, Mr. Billingsley became a founding director and officer of the board of directors of the Nevada Cannabis Industry Association in November 2013. The Company now makes new investments solely in medical and social use cannabis companies.

The Company goal is to bring a large amount of capital, sourced from the public markets to the Cannabis space. The Company then seeks to identify leaders in several vertical sectors of the marijuana market and significantly invests in those leaders. If possible, the Company assists the well-funded leaders to conduct a roll-up in their respective sectors or otherwise aggressively expand. In the ideal scenario, those successful companies could then go public on a stand-alone basis by the Company issuing a special dividend of the cannabis company shares out to the Company shareholders. The Company's approach and capital structure allow its shareholders to convert approximately $23 Million in existing warrants into common shares at approximately $1.60 per share. As funding is made available to the Company from its investors, the Company intends to use the majority of the proceeds to be split *pro rata* amongst the cannabis companies that have ownership interests held by the Company. The Company specifically requires the existing operators to continue to operate the business. Retaining operating control and having the potential to receive significant funding are the two key advantages to cannabis founders working with the Company.

Currently the Company has the following cannabis-related investments in place: $1,500,000 receivable from Bhang Chocolate Company, Inc. [please see the section entitled "Subsequent Events" for additional information]; $200,000 MicroCannabiz, LLC (51%) ("MCB") ($68,000 of which was funded at September 30, 2014); $100,000 into Nevada Cannabis Ventures (100%), for the formation of a yet to be named cannabis fund run by others; a legacy investment of $242,545 in Waste Consolidators, Inc. ("WCI") (a 51% ownership which is eliminated in the consolidated financial statements at for the nine months ended September 30, 2014); $90,000 investment in a purchased receivable; and, $19,650 investment across the Cannabis Index. Total 2014 new cash investment is $1,758,000.

***Mentor Capital, Inc. is in full compliance with the terms of its contract with the renamed Bhang Corporation that grants Mentor 60% of Bhang in return for payment in a combination of cash and stock over time. This follows the lowering of the outstanding warrant strike price to accelerate funds, which in turn triggers the contingent payoff provision in the contract. The contingent payoff terms trump other contract sections and allow for orderly continuation of the contract under changing circumstances. The payment term is open ended, lasting until all warrants are exercised, perhaps over approximately three years. Other supplemental funding sources available to any public company may, of course, also be utilized over the time period to pay off the obligation, and any cash shortfall that then finally exists may expressly be made up for in stock.

Bhang owners have received $1.5 Million from the Company and have repudiated the contract they signed. They have proposed to retain the $1.5 Million and give the Company and its shareholders nothing in return, which is untenable. The Company has sued Bhang and certain Bhang owners in Federal District Court for contract rescission and the return of the $1.5 Million. (See Subsequent Events).

The Company has a significant acquisition and investment pipeline that activated January 17, 2014 with the onset of active cannabis trading.

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

The Company was organized as a California corporation on June 29, 1994.

C. The issuer's primary and secondary SIC Codes:

SIC Code 6719 (Holding Companies) and SIC Code 6799 (Investors), primarily related to medicinal chemicals and botanical products (SIC Code 2833)

D. The issuer's fiscal year end date:

December 31

E. Principal products or services, and their markets

Cannabis and hemp products and related services, primarily related to the medical marijuana consumer market, and, where it is legal, adult recreational use.

7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company leases on a month-to-month basis approximately 2,000 square feet of office space for $2,050 per month. Portfolio companies have significant other facilities.

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.

Officers:

Chet Billingsley, 61 years old, is our CEO, and as such, oversees, manages and is responsible for executing on the Company's operations and business plan with particular emphasis on capital formation, M&A and cannabis investments. He received his undergraduate education at West Point, and a Master's Degree in Applied Physics from Harvard, with concurrent study at Harvard Business School and at MIT especially studying proton radiology as applied to difficult to treat cancers, in conjunction with Mass General Hospital. Mr. Billingsley spent the major portion of his early career at General Electric in technical sectors in project, turn-around and international management positions. In 1985 he formed Tech Start, the predecessor to Mentor Capital in the heart of Silicon Valley. He has held the general manager or president position continually since founding the company with $1,000. In 1995, he took the Company public and has directed the successful acquisition or investment in nearly forty operating business or entities since that time.

Lori J. Stansfield, CPA, 55 years old, is our CFO, and is awaiting board confirmation of her status as an officer of the Company. During her life-long career in accounting and finance, she has written, taught, prepared financials, audited, and supervised multi-client, multi-CPA audit operations. Having previously been both CFO for $70 Million company and later Director of Audit Services at a respected accounting firm, she is extremely well qualified to act as our CFO as we prepare our financial statements for audit on a path toward uplisting. She has extensive experience in review and compliance with national and international regulatory, GAAP and SEC 10Q and 10K disclosures for broker dealers, private equity funds, hedge funds, and publicly traded partnerships in addition to audits over a range of operating companies and types. She graduated Magna cum Laude in accounting from the University of Colorado in Denver also received Masters Degree in Marketing there. She has been certified as a public accountant in both Colorado and California.

Stan Shaul, 49 years old, is our Treasurer, and has over 25 years of experience in software engineering with emphasis on web development, database design and legacy systems integration, as an owner, CEO and consultant. He graduated with a Bachelor's degree in Mathematics and Computer Science from UCLA.

James Blazeck, P.E., 62 years old, is our Secretary, and is a senior engineering and programs manager in the nuclear industry. Previously he was the founder and president of Quest Process Management Systems, Inc. He received his Bachelor's Degree at in electrical engineering from the University of Pittsburgh and a Masters Degree in computers and systems from Rensselaer Polytechnic Institute.

Directors:

Chet Billingsley, 61 (see bio above)

Stan Shaul, 49 (see bio above)

James Blazeck, P.E., 62 (see bio above)

Robert B. Meyer, 75 years old, is one of the nation's leading authorities in the barter industry, as founder, publisher and editor of *Barter News* since 1979, and of the monthly newsletter, *The Competitive Edge*, since 2003. More recently, he authored the 532-page *Barter News FastStart Barter Program*. He is a frequent speaker and consultant for the commercial barter community and has been won numerous awards from the barter industry. Mr. Meyer is a former professional baseball player, playing in the major leagues with New York Yankees**,** Kansas City Athletics, Los Angeles Angels, Seattle Pilots and Milwaukee Brewers from 1960-1971.

Earl Kornbrekke, 71 years old, was a computer engineer for Tandem computers, now a division of Hewlett Packard, in charge of international installations of systems related to ATM networks, banks, stock exchanges, and similar commercial transaction processing applications. Mr. Kornbrekke then founded and operated a regional vending business, which he sold in the 1990s. He was the largest investor in the Company's predecessors, Main Street Athletic Clubs and Best Express.

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);

   No/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;

   No/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

   No/None

3. 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.

   No/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.

Chet Billingsley
c/o Mentor Capital, Inc.
511 Fourteenth Street, Suite A-2
Ramona, CA 92065

	486	shares in brokerages
	5,000,485	shares in escrow
34.8%;	5,000,971	shares of common stock

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:

Tax CPA:

Poortinga Accountancy Corp
1140 Main Street, Suite 213
Ramona, CA 92065
Telephone: 760-789-0280
Email: jscott@poortingacpa.com

Auditors:

Albert Wong & Co LLP
Certified Public Accountants
139 Fulton Street, Suite 818B,
New York, NY 10038
Telephone: 212-226-9088
Email: clive@albertwongllp.com

Providing public company audit-related services for fiscal years 2012, 2013 and 2014 for Mentor Capital, Inc.

Legal:

The Corporate Law Group
1342 Rollins Rd.
Burlingame, CA 94010
Telephone: (650)227-8000
Email: info@tclg.com

Founder Paul Marrotta was the Company's original incorporator and took it public in 1995.

Special Counsel:

Campeau, Goodsell & Smith
440 North First Street Suite 100
San Jose, CA 95122
Telephone: (408) 295-9555
Email: info@campeaulaw.com

Founder Wayne Thomas (now retired), of the then Campeau & Thomas, was the Senior and Managing Partner that guided the Company through its reorganization. The firm continued its support of the Company in providing a legal brief on the Section 1145 exemption and tradability of the Company's shares that assisted with FINRA's approval of the trading of MNTR's common stock several years ago.

10) Subsequent Events

On August 11, 2014, the Company filed a complaint, as amended, in Federal District Court for the Northern District of California for rescission against Bhang Chocolate Company, Inc., Bhang Corporation, Scott Van Rixel, and William Waggoner. The Company alleges that the defendants have failed and refused to perform their obligations under that certain Bhang Chocolate – Mentor Capital Cannabis Brands Cooperative Funding Agreement, (the "Bhang Agreement"), entered into by and between Bhang Corporation, fka as Bhang Chocolate Company, Inc., (hereinafter, "Bhang") and the Company. The Company has rescinded the Bhang Agreement and seeks the return of $1,500,000 paid to Bhang as consideration under the Bhang Agreement.

On September 5, 2014, the Company filed a complaint in California Superior Court, County of San Mateo against WM. E. Fielding & Associates, Inc., alleging causes of action for fraud and conversion associated with a wire transfer of $621,250 ostensibly to cover the purchase price of a refundable loan insurance premium for a loan the Company was seeking. When the loan was not funded the Company sought a return of the wired amounts but, as of yet, the funds have not been returned.

11) 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).

The certifications shall follow the format below:

I, Chet Billingsley and I, Lori J. Stansfield, certify that:

1. I have reviewed this Disclosure Statement of Mentor Capital, Inc.;

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.

November 14, 2014

/s/ Chet Billingsley_____
Chet Billingsley, CEO

/s/ Lori J. Stansfield_____
Lori J. Stansfield, CFO