

INFORMATION AND DISCLOSURE STATEMENT

Period Ending
September 30th, 2014



Verde Media Group Inc.

1901 Avenue of the Stars, 2nd Flr.
Los Angeles, CA 90067

FORWARD LOOKING STATEMENTS

THIS COMPANY INFORMATION AND DISCLOSURE STATEMENT, IN PARTICULAR, “MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS” AND “BUSINESS,” INCLUDE “FORWARD-LOOKING STATEMENTS” WITHIN THE MEANING OF SECTION 21E OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED. THESE STATEMENTS REPRESENT THE COMPANY’S EXPECTATIONS OR BELIEFS CONCERNING, AMONG OTHER THINGS, FUTURE REVENUE, EARNINGS, AND OTHER FINANCIAL RESULTS, PROPOSED ACQUISITIONS AND NEW PRODUCTS, ENTRY INTO NEW MARKETS, FUTURE OPERATIONS AND OPERATING RESULTS, FUTURE BUSINESS AND MARKET OPPORTUNITIES. THE COMPANY WISHES TO CAUTION READERS THAT THESE STATEMENTS INVOLVE RISK AND UNCERTAINTIES THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THE EXPECTATIONS AND BELIEFS CONTAINED HEREIN. FOR A SUMMARY OF CERTAIN RISKS RELATED TO THE COMPANY’S BUSINESS, SEE “RISK FACTORS.” UNDER “DESCRIPTION OF BUSINESS.”

Unless the context requires otherwise, references to the Company or Issuer are to Verde Media Group, Inc.

CUSIP: **92337T206**
Trading Symbol: **VMGI**

Cautionary Factors That May Affect Future Results (Cautionary Statements Under the Private Securities Litigation Reform Act of 1995)

The disclosure and analysis set forth herein contains certain forward looking statements, particularly statements relating to future actions, performance or results of current and anticipated products and services, sales efforts, expenditures, and financial results. From time to time, the Company also provides forward-looking statements in other publicly released materials, both written and oral. Consequently, no forward-looking statement can be guaranteed. Actual future results may vary materially.

The Company undertakes no obligation to update any forward-looking statements, but investors are advised to consult any further disclosures by the Company on this subject in its subsequent filings. Furthermore, as permitted by the Private Securities Litigation Reform Act of 1995, the Company provides these cautionary statements identifying risk factors, listed below, which could cause the Company's actual results to differ materially from expected and historical results. It is not possible to foresee or identify all such factors. Consequently, this list should not be considered an exhaustive statement of all potential risks, uncertainties and inaccurate assumptions.

RISK FACTORS

No Active Market. Although the Company's shares are listed on the OTC Markets Group Inc. listing service, the Company believes that the public trading price may be an inaccurate representation of the value of the Company because there is little or no trading volume in the Company's shares and no analysts or NASD market makers actively follow the Company.

We have never issued a Dividend and don't anticipate any Dividends in the future. Verde Media Group Inc. has never issued a dividend and we do not anticipate paying dividends on our common stock in the foreseeable future. Furthermore, we may also be restricted from paying dividends in the future pursuant to subsequent financing arrangements or pursuant to Delaware law.

You could be diluted from the Issuance of additional Common and Preferred Stock. Verde Media Group is authorized to issue up to 500,000,000 shares of common stock and 10,000,000 shares of preferred stock. To the extent of such authorization, our board of directors will have the ability, without seeking shareholder approval, to issue additional shares of common and preferred stock in the future for such consideration as the board may consider sufficient. The issuance of additional common stock in the future may reduce your proportionate ownership and voting power.

Volatility of Stock Prices. In the event that there is an established public market for the Company's Common Stock, market prices will be influenced by many factors and will be more subject to significant fluctuations in response to variations in operating results of the Company and other factors such as investor perceptions of the Company, supply and demand, interest rates, general economic conditions and those specific to the industry, developments with regard to the Company's activities, future financial condition and management.

Applicability of Low Priced Stock Risk Disclosure Requirements. The Common Stock of the Company may be considered a low priced security under rules promulgated under the Securities Exchange Act of 1934. Under these rules, broker-dealers participating in transactions in low priced securities must first deliver a risk disclosure document which describes the risks associated with such stocks, the broker-dealer's duties, the customer's rights and remedies, certain market and other information, and make a suitability determination approving the customer for low priced stock transactions based on the customer's financial situation, investment experience and objectives. Broker-dealers must also disclose these restrictions in writing to the customer, obtain specific written consent of the customer, and provide monthly account statements to the customer. With all these restrictions, the likely effect of designation as a low priced stock will be to decrease the willingness of broker-dealers to make a market for the stock, to decrease the liquidity of the stock and to increase the transaction cost of sales and purchases of such stock compared to other securities.



OTC Pink Basic Disclosure Guidelines

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

Verde Media Group, Inc., a Delaware corporation (hereinafter referred to as the “Company” or “Verde Media Group”) was incorporated in the State of Delaware December 23rd 2009 as Hidalgo Mining International Inc. The company was Hidalgo Mining International Inc. until notice of name change was filed with the State of Delaware September 9th 2010, changing the name from Hidalgo Mining International Inc. to Verde Media Group Inc. Formerly the Company was Communications Corporation of America Inc. until May 4th, 2007, State of Incorporation Delaware changed to Nevada concurrent with name change.

2) Address of the issuer’s principal executive offices

Company Headquarters

Address 1: Verde Media Group Inc.
1901 Avenue of the Stars 2nd Flr.
Los Angeles CA 90067

Phone: (310)-954-9160

Email: info@verdemediagroup.com

Website(s): www.verdemediagroup.com

3) Security Information

Trading Symbol: **VMGI**

Exact title and class of securities outstanding: **Common**

CUSIP: **92337T206**

Par or Stated Value: **.001**

Total shares authorized: **500,000,000** as of: Sept. 30, 2014

Total shares outstanding: **478,289,474** as of: Sept. 30, 2014

Additional class of securities-

Exact title and class of securities outstanding: **Preferred**

Par or Stated Value: **.001**

Total shares authorized: **10,000,000** as of: Sept. 30, 2014

Total shares outstanding: **1,300,000** as of: Sept. 30, 2014

Transfer Agent

Olde Monmouth Stock Transfer Co., Inc.
200 Memorial Pkwy
Atlantic Highlands, NJ 07716
Phone: 732-872-2727



OTC Pink Basic Disclosure Guidelines

Is the Transfer Agent registered under the Exchange Act?* Yes: ☒ 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 stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

1. Verde Biotechnology Corp. was formed in the State of Delaware and acquired by Verde Media Group Inc. as a wholly owned subsidiary. Verde Biotechnology Corp. acquired Butazyme LLC and BeautyJect Inc.

4) Issuance History

1. Verde Media Group retired 25,000,000 shares of common restricted and issued 3,289,474 shares of common stock for the reduction of \$5,000.00 of debt on September 18th, 2014
2. Verde Media Group issued 45,000,000 shares of common stock through the exercise of the companies warrant on May 30th, 2014
3. Verde Media Group canceled 45,000,000 shares of common restricted stock for the exercise of the companies warrant on May 30th, 2014
4. Verde Media Group issued 28,090,484 shares of common stock through the exercise of the companies warrant on January 10th, 2014
5. William F. Veve- For his services to the company was issued 35,000,000 shares of the companies restricted common stock on December 27th 2013.
6. Verde Media Group issued 27,646,990 shares of common stock through the exercise of the companies warrant on December 18th, 2013
7. William F. Veve- For his services to the company was issued 130,000,000 shares of the companies restricted common stock on December 16th 2013.
8. Verde Media Group issued 25,156,463 shares of common stock through the exercise of the companies warrant on November 29th, 2013
9. Verde Media Group issued 22,890,355 shares of common stock through the exercise of the companies warrant on November 15th, 2013
10. Verde Media Group issued 17,339,074 shares of common stock through the exercise of the companies warrant on October 29th, 2013
11. Verde Media Group issued 16,666,666 shares of common stock through the exercise of the companies warrant on October 17th, 2013
12. Verde Media Group issued 17,450,726 shares of common stock through the exercise of the companies warrant on October 13th, 2013
13. Verde Media Group issued 14,769,946 shares of common stock through the exercise of the companies warrant on September 27th, 2013
14. Verde Media Group issued 14,548,235 shares of common stock through the exercise of the companies warrant on September 27th, 2013
15. Verde Media Group issued 6,000,000 shares of restricted common stock for services on August 29th 2013.
16. Verde Media Group issued 5,000,000 shares of restricted common stock for \$20,000 in equity financing on August 9th 2013.
17. Verde Media Group issued 5,000,000 shares of restricted common stock for services on August 9th 2013.
18. Verde Media Group issued 5,000,000 shares of common stock through the exercise of the companies warrant on August 1st, 2013
19. Verde Media Group issued 8,000,000 shares of restricted common stock for services on July 18th 2013.
20. Verde Media Group issued 4,000,000 shares of restricted common stock for services on July 15th 2013.

5) Financial Statements- Balance sheet; Statement of income; Statement of cash flows; Financial notes;

Verde Media Group, Inc.
Balance Sheet

September 30, 2014

Assets

Current Assets

Cash	\$ 9,716
Accounts receivable	37,598
Total Current Assets	<u>47,314</u>

Property & Equipment	388
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Total Assets	\$ 47,702
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Liabilities and Stockholders' Equity (Deficit)

Current Liabilities

Accounts payable and accrued liabilities	\$ 514,534
Deposits	103,380
Notes payable	1,079,998
Notes payable - officer	12,997
Total Current Liabilities	<u>1,710,909</u>

Commitments and Contingencies

Stockholders' Equity (Deficit)

Preferred stock, \$0.001 par value, 10,000,000 shares authorized, 1,300,000 shares issued and outstanding	13,000
Common stock, \$0.001 par value, 500,000,000 shares authorized, 478,289,474 shares issued and outstanding	478,289
Additional paid in capital	2,733,493
Accumulated deficit	(4,887,989)
Total Stockholders' Equity	<u>(1,663,207)</u>

Total Liabilities and Stockholders' Equity (Deficit)	\$ 47,702
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Verde Media Group, Inc.
Statement of Operations

	For the Nine Months Ended September 30, 2014
Sales	\$ 38,884
Cost of sales	-
Gross profit	38,884
Selling, general and administrative expenses	257,025
Loss from operations	(218,141)
Other expense	
Interest expense	89,891
Total other expense	89,891
Net loss	\$ (308,032)

Verde Media Group, Inc.
Statement of Cash Flows

	For the Nine Months Ended September 30, 2014
Cash Flows From Operating Activities:	
Net loss	\$ (308,032)
Adjustments to reconcile net loss to net cash used in operating activities	
Depreciation expense	1,154
Financing costs for stock issuance below par	25,794
Changes in operating assets and liabilities:	
(Increase) decrease in:	
Accounts receivable	1,677
Increase (decrease) in:	
Accounts payable	113,950
Net Cash Used In Operating Activities	(165,457)
Cash Flows From Financing Activities:	
Proceeds from officers loans	5,006
Proceeds from warrant conversions	26,671
Proceeds/payments on loans payable, net	3,566
Deposits on warrant conversions	103,380
Net Cash Provided By Financing Activities	138,623
Net change in cash	(26,834)
Cash at beginning of period	36,550
Cash at end of period	9,716
<u>Supplemental disclosures of cash flow information:</u>	
Cash paid for interest	\$ -
Cash paid for taxes	\$ -

VERDE MEDIA GROUP, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
Period Ended September 30th, 2014

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of the Company is presented to assist in understanding the Company's financial statements. The financial statements and notes are representations of the Company's management who are responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the financial statements. The following policies are considered to be significant:

A. Accounting Method

The Company recognizes income and expenses based on the accrual method of accounting. The Company has elected a calendar year-end of December 31.

B. Cash and Cash Equivalents

Cash equivalents are generally comprised of certain highly liquid investments with original maturities of less than three months.

C. Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with U.S. 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 of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Results of Operations

Following is management's discussion of the relevant items affecting results of operations for the period ended September 30th, 2014.

Revenues. The Company did not generate revenue from operations and sales for the period ending September 30th 2014.

Salaries & Consulting. There were no salaries or consulting costs paid for the quarter.

Selling, General and Administrative Expenses. Selling, general and administrative expenses were \$257,025.00

Liquidity and Capital Resources. For the period ending September 30th, 2014, the Company has funded its operations from loans, exercise of warrants, and capital contributions from the Company's CEO, William F. Veve. Management anticipates less dependency on these financing options in future periods as it increases revenue to be realized through each of its divisions. The Company experienced a net loss of \$308,032.00 for period ending September 30th, 2014. In the absence of significant operating revenues, management believes that its capital resources are insufficient for ongoing operations. The Company will likely require additional financing to make any significant advancement in its business strategy. There is no assurance that the Company will be able to raise additional funds, or that such funds will be available on acceptable terms. Funds raised through future equity financing will likely be dilutive to current shareholders. Lack of additional funds will materially affect the Company and its business, and may cause the Company to cease operations.



OTC Pink Basic Disclosure Guidelines

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;

Verde Media Group Inc. ("Verde Media", "VMGI" or the "Company") is a publicly traded company listed on the OTC Markets traded under the stock symbol VMGI. The Company consists of three integrated divisions:

1. BioTech Division

The Biotech Division manages a portfolio of biotech companies currently comprised of the following:

Verde Biotechnology Corp. ("VBC")

VBC, incorporated in the State of Delaware, is a wholly owned subsidiary of Verde Media. VBC's focus is on: i) developing and producing high value bio-products from renewable biomass; and ii) scaling the technology to demonstrate commercial scale operations for third party licensing. VBC has recently acquired a majority interest in Butazyme LLC ("Butazyme" or "BTZ").

Butazyme, LLC.

Headquartered in Boston, Massachusetts, Butazyme, is a biotechnology company focused on producing highly concentrated, natural, microbial omega-3 oils from low cost feedstock such as municipal waste, animal waste and biomass derived sugar streams. The microbial derived Omega-3 oil market is expected to reach \$34 billion by 2016 with growth rates of 10-15%.¹ Butazyme is initially focused on integrating its omega-3 oil production within the aquaculture and livestock industries. The company has signed a joint venture agreement for the development of a commercial scale plant in Asia and expects revenues of \$16mm for its year ended 2016.

Beautyject Inc.,

Beautyject Inc., ("Beautyject" or "BJI"), incorporated in the State of Nevada, is a majority owned subsidiary of Verde Media. Beautyject is the first company to offer needle-free technology fully adapted to the beauty care and cosmetic markets. The injectors can be used to administer liquid cosmetic products such as, hyaluronic acid, vitamins and a variety of other products to the top layers of the skin through a non-invasive, needle-free, painless delivery system. Previously unavailable for private use, individuals can now administer unique formulations to treat superficial lines, minor skin damage, fine wrinkles, moisture and skin elasticity all at the convenience of their homes with no risk of needle stick injuries and damage to the skin. The company is in advanced discussions with an internationally recognized distribution group that has access to major broadcasting and satellite TV networks for the sale and distribution of its beauty products throughout North America and expects revenues to reach upwards of \$25 million in its third year of commercialization.

2. Verde Agency Division

¹ Packaged Facts, Global Market for EPA/DHA Omega-3 Products, September 2012



OTC Pink Basic Disclosure Guidelines

The Verde Agency Division (“Verde Agency”) provides public relations, marketing and corporate services to clients in various industries. Verde Agency is currently focusing its resources on supporting the VMGI portfolio of companies.

3. Verde Entertainment Division

The Verde Entertainment Division (“Verde Entertainment”) operates a managed media company with production, distribution, development and acquisition functions for film, television and multi-media. Utilizing all available media platforms the company has the capacity, experience and infrastructure to produce content ranging from corporate advertising and reality television to independent film. In addition, Verde Entertainment manages content libraries, digital imaging solutions and distribution functions for clients’ media needs. The Company developed, financed and produced the television series “Cowboy Mining”, produced and acquired the distribution rights to “Winter’s Wind” for world wide distribution and acquired other additional intellectual property rights for future production, distribution and financing.

B. Date and State (or Jurisdiction) of Incorporation: December 23rd 2009 Delaware

C. The issuer’s primary and secondary SIC Codes; 8731 8743 7812

D. The issuer’s fiscal year end date; December 31

E. Principal products or services, and their markets;

The Company currently has the following divisions:

Divisions

1. BioTech Division

Verde Biotechnology Corp. is focused on: i) developing and producing high value bio-products from renewable biomass; and ii) scaling the technology to demonstrate commercial scale operations for third party licensing. VBC has recently acquired a majority interest in Butazyme LLC (“Butazyme” or “BTZ”) and BeautyJect Inc.

- Production and sale of omega-3 oil to wholesale distributors;
- Licensing of proprietary technology with fixed royalty payments to partner waste producing facilities to produce omega-3 oils; and
- Subcontracted production of omega-3 to existing animal feed and milk producing facilities.

BeautyJect Inc. is focused on: i) offering needle-free technology fully adapted to the beauty care and cosmetic markets. The injectors can be used to administer liquid cosmetic products such as, hyaluronic acid, vitamins and a variety of other products to the top layers of the skin through a non-invasive, needle-free, painless delivery system.

2. Verde Agency Division

The Verde Agency Division (“Verde Agency”) provides public relations, marketing and corporate finance services to clients in various industries. Verde Agency is currently focusing its resources on supporting the VMGI portfolio of companies.



OTC Pink Basic Disclosure Guidelines

3. Verde Entertainment Division

Verde Entertainment manages content libraries, digital imaging solutions and distribution functions for clients' media needs. The Company developed, financed and produced the television series "Cowboy Mining", produced and acquired the distribution rights to "Winter's Wind" for world wide distribution available on iTunes, and acquired other additional intellectual property rights for future production, distribution and financing.

7) Describe the Issuer's Facilities

The Company's principal corporate office is located at 1901 Avenue of the Stars 2nd Floor, Los Angeles, CA 90067, where it rents office space. The Company believes that this space is currently adequate for its current operations.

8) Officers, Directors, and Control Persons

President/ CEO/Chairman-William F. Veve, 37, Mr. Veve studied International Business and Marketing at Northeastern University before earning an Associate's degree in Anthropology and a Bachelor's degree in Economics from the University of Vermont. After graduating he worked as an analyst with senior brokers at Merrill Lynch developing and managing client portfolios. After moving to Los Angeles, California to work in film and television, Mr. Veve held various production positions in both film and television. He went on to Co-Produce National Lampoon's "Cattle Call," nationally distributed by Lions Gate Films. Currently he is the President and CEO of Verde Media Group, Inc. a distribution, development, and Production Company. Mr. Veve is not an officer or director of a public company filing reports pursuant to The Securities Exchange Act of 1934.

CEO Verde Biotechnology Corp., BOD- Dr. S. Hussain I. Abidi, Ph.D., 36, Dr. Abidi received his doctorate degree at the University of Oxford specializing in the area of Molecular Genetics and Biotechnology. He continued his academic career at Harvard Medical School as a post-doctorate research fellow and studied reproductive stem cell biology. Dr. Abidi further research focused on metabolic engineering, the engineering of microbes for the production of high value bio products at the MIT department of Chemical Engineering. His deep domain experience uniquely integrates medical sciences and microbial research background with the development of commercial biotech applications including renewable and sustainable microbial omega-3 oil production platforms. He has produces an impressive body of work published in major journals such as Cell, Cell Research, BMC Genomics and authored a number of high profile patents licensed to start-up companies globally. Dr. Abidi is a member of American Society of Microbiology and elected as a fellow of Sigma Xi – one of the world's most eminent scientific research societies.

Vice President Communications and Agency Division Director, 40, Mr. DesLauriers comes from an extensive background in television, film, and multimedia production, as well as regional and national marketing content for clients including AIG Insurance, Blue Cross/Blue Shield, Sprint Technologies, Nissan, and Trek Bicycles. Mr. DesLauriers oversaw the transition from traditional digital video production to multi-media, multi-outlet promotional campaigns – overseeing design and implementation of video sharing web platforms and social media marketing for an array of corporate and nonprofit clientele.



OTC Pink Basic Disclosure Guidelines

B. Legal/Disciplinary History.

None of the above named persons have been subject of:

- A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
- 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;
- 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
- 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.

C. Beneficial Shareholders of 10% or more.

The following tables set forth certain information regarding beneficial ownership of the Company's common stock and preferred stock as of Jun. 30, 2014, by (i) each person (or group of affiliated persons) who is known by us to beneficially own more than 10% of the outstanding shares of our common stock, (ii) each director and executive officer of Verde Media Group, Inc., and (iii) all executive officers and directors of Verde Media Group, Inc., as a group. Unless indicated otherwise, the address for each officer, director and 10% stockholder is c/o Verde Media Group, Inc., 1901 Avenue of the Stars 2nd Floor, Los Angeles, CA 90067.

<u>Directors, Executive Officers and 10% Stockholders</u>	<u>Number of Shares (1)</u>	<u>Class</u>	<u>Percent of Class (1)</u>
William F. Veve (2)	317,000,000	Common	38.83%
William F. Veve, Dr. S. Hussain I. Abidi, (all officers and directors)	498,000,000	Common/Preferred	61.00% as a group

See Notes Below

(1) For each shareholder, the calculation of percentage of beneficial ownership based upon 500,000,000 shares of Common Stock authorized, and 1,000,000 shares of Preferred Stock issued and outstanding that are convertible into 260,000,000 shares of Common Stock. Except as otherwise indicated below, the persons and entity named in the table have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them, subject to applicable community property laws.

(2) Chairman of the Board of Directors, Chief Executive Officer, President. Mr. Veve has been issued 160,000,000 shares of the companies Common Stock and 700,000 shares of Preferred Stock. Each share of Preferred Stock converts into 260 shares of Common Stock. Dr. S. Hussain I. Abidi has been issued 600,000 shares of Preferred Stock. Each share of Preferred Stock converts into 260 shares of Common Stock



OTC Pink Basic Disclosure Guidelines

9) Third Party Providers

Securities and Exchange Counsel
OFSINK, LLC
230 Park Avenue, Suite 851
New York, New York 10169

RRBB

265 Davidson Avenue, Suite 210
Somerset, NJ 08873-4120

Accounting

10) Issuer Certification

I, William F. Veve certify that:

1. I have reviewed this Quarterly Disclosure for the Period Ending September 30th, 2014 of Verde Media Group 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.

9/14/2014 [Date]

/s/William F. Veve [CEO's Signature]

CEO [Title]
