

**EVERLERT, INC.**  
(A Nevada Corporation)

**Annual Report**  
**As of December 31<sup>st</sup>, 2014**

**520 South Grand Ave, Suite 665  
Los Angeles, CA 90071  
Phone: 877-224-0217  
Fax: 626-513-8816**

**OTC: EVLI  
(CUSIP: 300362308)**

ISSUER INFORMATION AND DISCLOSURE STATEMENT  
PURSUANT TO RULE 15C2-11(A)(5) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
EVERLERT, INC.

DATED: March 23, 2015

ALL INFORMATION FURNISHED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OF EVERLERT, INC. IN ACCORDANCE WITH RULE 15C-11 PROMULGATED UNDER THE SECURITIES EXCHANGE ACT OF 1934, AMENDED.

NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED HEREIN IN CONNECTION WITH THE COMPANY.

ANY REPRESENTATION NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY. DELIVERY OF THIS INFORMATION DOES NOT IMPLY THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE OF THE ISSUER INFORMATION AND DISCLOSURE STATEMENT.

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**Item 1) Name of the Issuer and its predecessors**

The exact name of the issuer is EVERLERT, INC.

Name change history: Not Applicable

State and Date of Incorporation; Nevada – February 3, 1998.

**Item 2) Address of the Issuer's principal executive offices**

**Company Headquarters**

520 South Grand Ave, Suite 665

Los Angeles, CA 90071

Phone: 877-224-0217

Fax: 626-513-8816

Email: [contact@everlertinc.com](mailto:contact@everlertinc.com)

Website: [www.Everlertinc.com](http://www.Everlertinc.com)

**Item 3) Security Information**

Trading Symbol: EVLI (OTC)

Exact title and class of securities outstanding:

Except as otherwise noted, all share and per share amounts set forth in this ANNUAL REPORT have been adjusted to reflect the 1-for-6 reverse stock split of the Company's common stock that was effective on February 10, 2015.

| <u>Title/Class</u> | <u>Shares Outstanding</u> |
|--------------------|---------------------------|
| Common Stock       | 96,991,557                |

(OLD CUSIP: 300362209)

(NEW CUSIP EFFECTIVE 2/10/15: 300362308)

Common Stock, par value \$0.001, 800,000,000 shares authorized: 100,395,223 issued and 96,991,557 outstanding shares.

Common Stock - The authorized capital stock of the Company includes 800,000,000 shares of common stock, par value \$0.001 per share. The holders of the shares: (a) have equal ratable rights to dividends from funds legally available therefore, when, as, and if declared by the Board of Directors of the Company; (b) are entitled to share ratably in all of the assets of the Company available for distribution upon winding up of the affairs of the Company; and (c) are entitled to one non-cumulative vote per share on all matters on which shareholders may vote at all meetings of shareholders. These securities do not have any of the following rights: (a) cumulative or special voting rights; (b)

preemptive rights to purchase in new issues of shares; (c) preference as to dividends or interest; (d) preference upon liquidation; or (e) any other special rights or preferences. In addition, the shares are not convertible into any other security. There are no restrictions on dividends under any loan other financing arrangements or otherwise.

Total Shares authorized:

Common Stock: 800,000,000 as of December 31, 2014

Total Shares outstanding:

Common Stock: 96,991,557 as of December 31, 2014

Total number of beneficial shareholders: 237

Total number of shareholders of record: There are 237 beneficial Shareholders as of December 31, 2014

**Transfer Agent**

Transfer Online, Inc.

512 SE Salmon St.

Portland, OR 97214

Phone: (503) 595-2974

Fax: (503) 227-6874

Is the Transfer Agent registered under the Exchange Act: YES

List any restrictions on the transfer of security; NONE

Describe any trading suspensions orders issued by the SEC in the past 12 months; NONE

## Item 4) Issuance History

During the past two fiscal years the company issued stock for convertible promissory notes, acquisition and for services exercised as follows:

- On December 12, 2014, 7 investors chose to convert all of the remaining Convertible Notes with a total balance owed (including interest) of \$449,034 into 28,233,372 Restricted Common Shares of the Company.
- On December 8, 2014, the Company issued 423,170 of Preferred Class "F" stock in exchange for the conversion of \$423,170 of Convertible Notes by two Convertible Note holders.
- Effective December 10, 2014, the Company issued to each of its 5 active Officer's 3,333,333 restricted shares of common stock for services rendered for a total issuance of 16,666,667 shares. In addition, two of the Company's consultants, received 4,166,667 shares of common stock in total for consulting services.
- On November 3, 2014, the Company issued to shareholders of record on November 3rd, a ten percent (10%) dividend from a newly designated class of Preferred Stock, "Class E". A reserve of 3,403,667 shares of the Company's common stock was held in reserve to fulfill the future conversion of its Class "E" Preferred Stock.
- On September 2, 2014, a shareholder received 3,333,333 shares of the Company's common stock in exchange for a debt conversion. The principal amount of the debt note converted was \$100,000 and it was converted at a rate of \$0.005 per share. The debt was assigned by another party in a private transaction.
- April 3, 2014, a shareholder returned 69,445 restricted shares of the Company's common stock that was mistakenly issued. The Company issued 41,667 restricted shares of the Company's common stock for debt. The principal amount of the debt note when converted was \$15,000 and was converted at a rate of \$0.06 per share on February 21, 2014. The balance of 27,778 restricted common shares was canceled by the Company.
- March 27, 2014, the Company issued 62,500 restricted shares of the Company's common stock on a partial conversion of a \$75,000 convertible debt note issued by the Company on November 15, 2013. The principal amount of the partial debt note when converted was \$37,500 and was converted at a rate of \$0.60 per share.
- February 22, 2014, the Company issued 62,500 restricted shares of the Company's common stock on conversion of a \$15,000 convertible debt note issued by the Company on February 21, 2014. The principal amount of the debt note when converted was \$15,000 and was converted at a rate of \$0.22 per share.
- February 12, 2014, the Company issued 100,000,000 preferred Class "D" shares to a shareholder of the company in exchange for returning 91,666,667 restricted common shares to treasury.

- On December 17, 2013, the Company issued 2,777,778 restricted shares of the Company's common stock on conversion of a \$250,000.00 convertible note issued by the Company on December 4, 2013. The amount of the debt note when converted was \$250,000.00 and was converted at a rate of \$0.09 per share.
- On October 28, 2013, the Company issued 2,799,315 shares of the Company's common stock on a note the result for consideration for services rendered to Totalpost Services, Inc. dated August 15, 2012. The amount of the note when converted was \$15,000.00 of principal, plus \$1,795.89 of accrued interest, for a total of \$16,795.89 and was converted at a rate of \$0.006 per share. The Corporation engaged the consultant's expertise in professional services in the area of strategic management, marketing, and business development.

On June 3, 2013, the Company was notified of the transfer of a note held by Keystone Gate Company, LTD. On August 25, 2013, Keystone Gate Company, LTD requested that the total due and owing under the terms of the promissory note, which was \$16,795.89, be converted to common shares of the Company at the rate of \$0.006 per share, for 2,799,315 common shares of the Company.

- On July 23rd, 2013, the Company issued 1,666,667 shares of the Company's common stock after conversion of 5,000,000 of Preferred Stock, Class "A" by a shareholder. The class of preferred stock was subsequently retired by the Board of Directors.
- On May 14<sup>th</sup>, 2013, the Company issued 160,960 shares of the Company's common stock on a \$ 30,000 convertible debt note originating on December 20, 2006 to Fordham Associates, Inc.

On April 23, 2013, Fordham Associates, Inc. entered into a Securities Transfer Agreement with SGI Group, LLC, whereby SGI Group, LLC acquired \$15,000.00 worth of the principal of the note, plus \$9,143.84 of accrued interest, for a total of \$24,143.84. On May 14, 2013, SGI Group, LLC requested that the total due and owing under the terms of the promissory note, which was \$24,143.84, be converted to common shares of the Company at the rate of \$0.30 per share, which was 80,480 common shares of the Company.

On April 23, 2013, Fordham Associates, Inc. entered into a Securities Transfer Agreement with Eastern Institutional Funding, LLC, whereby Eastern Institutional Funding, LLC acquired \$15,000.00 worth of the principal of the note, plus \$9,143.98 of accrued interest, for a total of \$24,143.98. On May 14, 2013, Eastern Institutional Funding, LLC requested that the total due and owing under the terms of the promissory note, which was \$24,143.98, be converted to common shares of the Company at the rate of \$0.30 per share, which was 80,480 common shares of the Company.

- On February 8<sup>th</sup>, 2013 16,000 preferred Series C stock was returned to treasury and the class was retired.

Pursuant to an agreement dated February 8th, 2013, between Everlert, Inc. and former executive of the company and director, Lee Davidson, the Company agreed to sell Orpheus Capital, LLC to Mr. Davidson in exchange for the return of 16,000 Series C Preferred stock he owned to the Company's treasury. The value of the transaction is \$48,000. On February 8th, 2013, the Board of Directors passed a unanimous resolution

to cancel Series C Preferred stock as a class. The Company realized a loss on the retirement of this Class of stock.

- In December 2012, the Company issued 1,051,607 free trading shares of the Company's common stock on a debt note the result for consideration for services rendered dated January 1, 2009. The amount of the debt note when converted was \$31,548.00 and was converted at a rate of \$.03 per share. The Corporation engaged the consultant's expertise in professional services in the area of Real Estate Business Development.
- In December 2012, the Company issued 1,117,738 free trading shares of the Company's common stock on a debt note the result for consideration for services rendered dated September 9, 2009. The amount of the debt note when converted was \$33,532.14 and was converted at a rate of \$.03 per share. The Corporation engaged the consultant's expertise in the capacity of Real Estate Business Development, Strategic Assessment and Marketing, as it pertains to real estate owned by the Corporation and its subsidiaries.
- In November, 2012, the Company purchased 100% of Totalpost Services, Inc. (a Delaware corporation) in a stock for stock exchange by issuing 108,333,333 of Common Stock.

Pursuant to the share exchange agreement dated November 12<sup>th</sup> 2012 by and between David Hymers and Everlert, David Hymers exchanged 1,500 of his common shares of Totalpost Services, Inc. (a Delaware Corporation) to Everlert, Inc. and \$20,000 to pay for transaction costs in exchange for 108,333,333 common shares of Everlert, Inc. Subsequent to the exchange, Everlert owns all of the outstanding stock of Totalpost Services, Inc., making it a wholly owned subsidiary of Everlert. The Director's of the Company passed a unanimous written consent to issue the restricted (Rule 144) shares from treasury on November 15, 2012.

## **Item 5) Financial Statements**

The following statements, dated December 31, 2014 are attached at the end of this Annual Report (For period ending December 31, 2014), under the heading: Financial Statements.

- a. Balance Sheet;
- b. Income Statement;
- c. Statement of Cash Flows;
- d. Statement of Changes in Stockholders Equity;
- e. Financial Notes; and
- f. Management's Certification

The Company will provide updates to the balance sheet, profit and loss, and retained earnings statements no later than 90 days after the fiscal year and 45 days after the end of any fiscal quarter.

## **Item 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;**

Historically, Everlert, Inc. was a manufacturer and seller of high quality postage ink cartridges that are accepted by the US Postal Service (USPS).

In October of 2014, the Company's board of directors decided to diversify the Company's operations by pursuing several new business opportunities in Entertainment and Real Estate as of December 31, 2014. In order to formalize these operations that have been under development since September 2014,

Everlert Entertainment, Inc. was formed on January 6, 2015 as a Nevada Corporation. Everlert Entertainment Inc. is a provider of strategic management for entertainment related projects based on intellectual properties licensed to the Company. These projects include films, TV, music and digital media.

Everlert Properties Inc. was formed on December 29, 2014, as a Nevada Corporation. This subsidiary consults with property owners to evaluate and propose development strategies, as well as evaluate possible sources of project financing in the form of structured financings.

Totalpost Services Inc., which was acquired by Everlert Inc. on November 11, 2012, is a provider of quality ink cartridges in the US postage meter industry. The prices of the ink cartridges offered by the Company are lower than competitors and the quality of the cartridges are unmatched in the industry. As part of the Everlert Inc.'s decision to diversify operations and as part of the Board of Director's initiative to reduce company liabilities, Totalpost Services was sold to its original owners on February 20, 2015.

Everlert Inc. acts as a holding company for its three wholly owned subsidiaries. At this time, Everlert Entertainment Inc. has the right to intellectual properties with well known celebrities from music, sports and other entertainment sectors. Current projects under development include documentary films, biographies, TV programming, music and digital media. In addition, Everlert Entertainment Inc. has partnered with Gleopoint Mobility, a leading innovator in mobile gaming and proximity marketing platforms for the development of mobile applications.

Everlert Properties Inc. is in the process of evaluating residential real estate and senior living properties through joint ventures with landowners with properties in Southern California.

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

Everlert, Inc. was originally incorporated under the laws of the State of Nevada on February 3, 1998.

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



Primary: 512110 Motion Picture and Video Production (Everlert Entertainment, Inc.)

Primary: 233110 Land Subdivision and Land Development (Everlert Properties, Inc.)

Secondary: 511205 Office Supplies – Wholesale (Totalpost Services, Inc. - Subsidiary)

D. the issuer's fiscal year end date;

December 31

E. principal products or services, and their markets;

Totalpost Services, Inc. (Subsidiary)

1. Principal products or services, and their markets;

Totalpost Services, Inc. a provider of quality ink cartridges in the US postage meter industry. The prices of the ink cartridges offered by the Company are lower than competitors and the quality of the cartridges are unmatched in the industry. Virtually all businesses use a postage meter cartridge on a daily basis to fulfill their mailing needs, creating a large demand for our quality cartridges. As part of the Everlert Inc.'s decision to diversify and in line with the Board of Director's decision to reduce company liabilities, Totalpost Services was sold to its original owners on February 20, 2015.

Everlert Entertainment Inc. (Subsidiary)

The Company also provides entertainment related services and projects through its wholly owned subsidiary, Everlert Entertainment Inc. Everlert Entertainment Inc. is provider of strategic management for entertainment related projects based on intellectual properties licensed to the Company. Projects include films, TV, music and digital media.

Everlert Properties, Inc. (Subsidiary)

Everlert also established a real estate division during the fourth quarter of 2014. Everlert Properties Inc, consults with property owners to evaluate and propose development strategies as well as evaluate possible sources of project financing in the form of structured financing.

2. Distribution methods of the products or services;

Orders for Totalpost's postage meter ink cartridges are fulfilled from its main distribution center and warehouse located in Monrovia, California. The products are shipped via mail.

Everlert Entertainment identifies talent and projects that will benefit from the Company's creative intellectual property development programs that include enhancing image through production of content based on the talent through TV, movies and digital media projects.

Real Estate projects are identified by the Company and qualifying projects are approached with offers for consulting projects that are designed to assist property owners in realizing the value of their properties. These operations rely on the management's experience and the use of outsourced partners.

3. Status of any publicly announced new product or service;

The Company launched the Real Estate and Entertainment divisions during the Fourth Quarter of 2014. The new divisions were referenced in publicly issued press releases on November 5, 2014, November 11, 2014, and February 10, 2015, respectively.

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

The Company competes with a select few producers of postage ink cartridges. Since the Company primarily sells on a wholesale basis to retailers and distributors, there are not that many competitors. The large bulk orders from customers allow the Company to take advantage of economies of scale, resulting in lower prices and more efficiencies pertaining to the production and fulfillment processes. Based on annual sales, production, customer service and quality of its products, the Issuer is one of the top three of all whole sellers of postage ink cartridges located in the US. The primary method of competition in the postage industry is lower prices, aggressive online marketing, exceptional customer support, and high quality cartridges.

5. Sources and availability of raw materials and the names of principal suppliers;

Presently, the principal supplier of the postage meter ink cartridges is Totalpost Services, PLC in the United Kingdom. This Company does not have any direct ownership or control of Totalpost Services, Inc. in the US. However, they have the same common owner, David Hymers. It is the Company's intention to build its own production line in-house in order to manage the supply chain internally to reduce costs and decrease lead time of stock shipments.

6. Dependence on one or a few major customers;

The Company does not depend on a few major customers; rather, it has a recurring base of customers that purchase large stock orders that include over 20 customers. Additionally, more than thirty percent of the Company's total sales stems from a myriad of different retail consumers that include e-commerce sales.

7. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration;

None as of 12/31/14

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

The Company's postage meter ink cartridges are in compliance with the standards set forth by the US Postal Service, as well as the UK's Royal Mail.

9. The company's entertainment projects are developed through industry relationships with celebrities in sports, music and entertainment.
10. The competition for the Company's entertainment projects is high as there are many larger and more established companies in the industry. Everlert Entertainment believes that it is able to establish and maintain relationships with talent by its direct contacts and strong individual support of its talent and hands on project development methods.
11. Everlert Properties also faces heavy competition for obtaining viable real estate projects in Southern California where there are many development companies that are more developed, have more access to capital, and have been in business for many years.
12. Everlert Properties is relying on the development experience of its management and the direct personal relations that have been developed over the years.
13. Everlert Properties is also relying on its ability to understand the issues of real estate property development, financing and project marketing. The Company plans to augment its in-house capabilities with extensive use of third party suppliers and consultants.

## **Item 7) Describe the Issuer's Facilities**

The Company's principal corporate office and warehouse was located at 825 S. Primrose Ave, Suite A, Monrovia, CA 91016 as of December 31, 2014. Totalpost Services has three year lease for the 4,500 square foot facility. The monthly rent is \$3,450. Please refer to a summary of the lease agreement included in the attached Financial Notes. We believe that the space is adequate for the current operations of the business, as well as the expected growth in the near future.

In February of 2015, Everlert relocated its corporate office to 520 South Grand Ave, Suite 665, Los Angeles, CA 90071 and signed a 5 year lease. The suite is 1,381 square feet and the monthly rent is \$2,762.

## **Item 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 and Directors

##### **President and CEO/ Secretary /Treasurer/ Director**

1. Mark Blankenship, President and CEO

520 South Grand Ave, Suite 665  
Los Angeles, CA 90071

2. Mr. Blankenship is a retired attorney that ended his legal career as a prominent civil rights attorney. For a majority of his career, Mr. Blankenship specialized as a Securities & Transactions and Land Use attorney, during which he helped create and structure complex transactions involving the acquisition and development of large assets, all of which involved the participation and involvement of public finance, private equity and debt. During the latter part of his career as an attorney, Mr. Blankenship emerged as a prominent and high profile Civil Rights Attorney who litigated approximately one hundred Jury Trials to Verdict and was headlined by regional media as the "Lawyer for Underdogs". Mr. Blankenship has received awards and accolades for his legal advocacy that include The Tyisha Miller "Justice Award" as well as the "Martin Luther King 'Keeping the Dream Alive Award" bestowed upon Mr. Blankenship by the NAACP. Mr. Blankenship has served private equity companies as an attorney and has successfully assisted them in structuring many transactions as well as participating as a Principal in many of these transactions as a Venture Capitalist, Financier and Developer. Mr. Blankenship also funded and evolved a manufacturing company that produced building products that were distributed all over the world.

Mr. Blankenship holds a Juris Doctorate degree from Tulane University's School of Law, attended Harvard University for undergraduate graduate studies, and holds a Bachelor's of Arts degree in Political Science from Yale University. He is involved in numerous philanthropic works and has been an active Impresario of the Performing Arts via his creation of the artistically influential The Blankenship Ballet Company and Blankenship Cabaret Theatre, which Mr. Blankenship has been recognized by the media for revitalizing historic buildings to evolve cultural patrimony in Venice Beach and on 'Gallery Row' in the 'Historic Core' of downtown Los Angeles, as well as other regions of Southern California. In 1990, he ran as a top contender in the Republican Party for a seat in in the 35th District of the United States Congress.

3. Mr. Blankenship was previously the VP of Mergers and Acquisitions for Everlert, Inc and Secretary.
4. Mr. Blankenship is currently compensated \$15,000 a month pursuant to his compensation agreement with the Company.
5. Mr. Blankenship is also the CEO of Everlert Entertainment, Inc., which was formed on January 6, 2015

6. Mr. Blankenship is the beneficial owner of 3,333,333 common shares of the Company as of December 31, 2014.

**Chief Financial Officer/ Director**

1. Robert L. Hymers III

520 South Grand Ave, Suite 665  
Los Angeles, CA 90071

2. Mr. Hymers is a licensed CPA in the state of California. During his career as a tax professional at Ernst & Young, LLP, Mr. Hymers provided tax services to several prominent entertainment companies. His extensive experience with Entertainment and Postage industries together with his prolonged involvement with Everlert in different roles makes him a key asset to the Company. Mr. Hymers has also served as the CFO of a publicly traded company called Global Hemp Group (OTC: GBHPF) and Spare Backup, Inc. (OTC: SPBU) and is the Managing Partner of Pinnacle Tax Services, LLC. Mr. Hymers holds a Master of Science in Taxation degree and a Bachelor's of Science degree in Accountancy from California State University Northridge. He is the founding managing editor of the University's "Tax Development Journal."
3. Mr. Hymers served as the president and CEO of Everlert until he resigned in July of 2014. He has also served as the Vice President of Totalpost Services Inc. from 2011 until his resignation from Totalpost in January 2015.
4. Mr. Hymers is currently being compensated \$15,000 a month pursuant to his compensation agreement with Everlert.
5. Mr. Hymers is the beneficial owner of 3,333,333 shares of the Company as of December 31, 2014. On February 20, 2015, Mr. Hymers purchased an additional 16,666,667 common shares from in a private transaction with an affiliate of the Company, which increased his total holdings to 20,000,000 shares of Everlert.

**Chief Operating Officer/ Director**

1. Kasra Barghi

520 South Grand Ave, Suite 665  
Los Angeles, CA 90071

Mr. Barghi began his career in the real estate industry by taking on a role in the marketing department of Countrywide Home Loans, where he was trained by top loan originators. He then moved to Prime Directive Funding where he helped process loans. He supervised 16 junior loan officers and realtors and was involved in funding over \$158M of home mortgage loans.

His career path then led him to a management role with International Mortgage Solutions, where he was a Branch Manager. At I.M.S., Mr. Barghi managed a team of 22 Senior Loan Officers, Realtors, and Underwriters. In his first year, he

was responsible for originating \$528 million worth of home mortgage loans funded together with his team.

In addition to Mr. Barghi's positions with several reputable real estate firms, he has also extensive private equity and asset management experience. He has personally managed various classes of Real Estate properties, commercial developments, and acquisitions throughout London, Dubai, Istanbul and Southern California.

2. Mr. Barghi was appointed as COO and Director on December 10, 2014.
3. Mr. Barghi is currently being compensated \$2,000 a month pursuant to his compensation agreement with Everlert.
4. Mr. Barghi is the beneficial owner of 3,333,333 shares of the Company as of December 31, 2014.

#### **Director and In-House Legal Counsel**

1. Darin Shaw

520 South Grand Ave, Suite 665  
Los Angeles, CA 90071

2. Darin Shaw is an experienced attorney with a diverse background in both corporate litigation and in business counseling. Mr. Shaw has advised and represented numerous companies in matters involving labor law, securities compliance, M&A transactions and general business law. Mr. Shaw has drafted and litigated contracts involving business and entertainment. He has also litigated breach of warranty cases, improper debt collection and debt reduction cases. In addition to his legal background, Mr. Shaw is experienced as a trial attorney, having tried several trials before a jury and obtained a significant jury verdict against Chrysler, LLC. Mr. Shaw has a J.D. from Loyola Law School. He also holds a Bachelor of Arts in Broadcast Journalism from Weber State University and graduated summa cum laude.
3. Mr. Shaw is compensated \$2,000 a month for his role as a director and legal counsel of Everlert based upon the terms of his contract.
4. Mr. Shaw is the beneficial owner of 3,333,333 common shares of the Company as of December 31, 2014.
5. Mr. Shaw previously held the position of CEO and President of Everlert, Inc.
6. Darin Shaw was appointed as Chief Executive Officer and President of the Board of Directors by the Board of Directors on July 15, 2014, replacing Robert Hymers, who resigned from the positions. He was replaced by Mark Blankenship.

#### **Director**

1. Virgil Nickell

520 South Grand Ave, Suite 665  
Los Angeles, CA 90071

2. Mr. Nickell served in the U.S Navy and subsequently spent 23 years working as a production planner at the Long Beach Naval Shipyard. Concurrent with his career as a planner, Mr. Nickell is a successful real estate investor. He owns and actively manages several rental properties throughout Southern California. For several years, Mr. Nickell has been actively involved in the ministry as a licensed minister of a Baptist church located in Orange County, California. Mr. Nickell has extensive community ties and involvement with charitable organizations. He was a past president of the Rotary Club of Westminster, served as the VP of the Republican Assembly of California, and was the Assistant Director of the Veteran Charities of Orange County for many years.
3. Mr. Nickell was previously engaged as a consultant for Totalpost Services, Inc., the Company's operating subsidiary, since 2013. He also served as the Company's Treasure prior to being succeeded by Mark Blankenship.
4. Mr. Nickell is compensated \$2,000 a month for his role as a director and legal counsel of Everlert based upon the terms of his contract.
5. Mr. Nickell is the beneficial owner of 3,433,333 shares of the Company as of December 31, 2014.

A. Control Persons

David Hymers' owns 16,666,667 common shares of Everlert, Inc., which gives him an ownership interest of 17.18% of Everlert, Inc. In addition, Mr. Hymers' owns 100,000,000 preferred stock, Class "D" of Everlert, Inc., which gives him liquidation preference and voting rights of one non-cumulative vote per share.

David Hymers' mailing address is as follows:  
825 S. Primrose Ave, Suite A  
Monrovia, CA 91016

No family relationship exists among and between the Company's directors, officers or owners of more than 5% of any class of the Company's securities. The largest shareholder of the Company (David Hymers) and a Board Member (Robert Hymers) share the same last name, but are not considered to have a family relationship since they are distant relatives and have had no direct family relationship for over four generations.

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.

David Hymers' owns 16,666,667 common shares of Everlert, Inc., which gives him an ownership interest of 17.18% of Everlert, Inc. Mr. Hymers' owns 100,000,000 preferred stock, Class "D" of Everlert, Inc., which gives him liquidation preference and voting rights of one non-cumulative vote per share. Combining the common shares and Preferred shares owned by David Hymers, his voting power is equivalent to 29.33% of all outstanding shares entitled to vote as of December 31, 2014 and prior to the acquisition of his common shares on February 20, 2015.

David Hymers' U.S. mailing address is as follows:  
825 S. Primrose Ave, Suite A  
Monrovia, CA 91016

## Item 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:

Elliott Taylor, Esq.  
Taylor and Associates  
6313 Shenandoah Park Ave  
Salt Lake City, UT, 84121  
(801) 207-8272  
elliott@taylorlaw.org



Accountant or Auditor

Sadler, Gibb & Associates, LLC  
2455 E. Parleys Way, Suite 320  
Salt Lake City, UT, 84109  
kgibb@sadlergibb.com

Investor Relations

Hayden Financial Corp.  
21560 Toledo Road  
Boca Raton, FL, 33433 United States  
877-658-0376

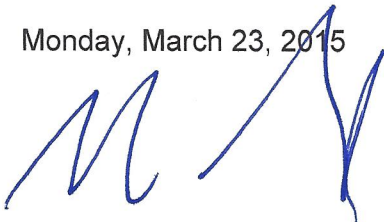
## Item 10) Issuer Certification

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).

The certifications shall follow the format below: I, Mark Blankenship certify that:

1. I have reviewed this annual disclosure statement of Everlert, Inc.;
2. Based on my knowledge, information and belief 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, information and belief 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.

Monday, March 23, 2015



Mark Blankenship  
President and CEO

I, Robert Hymers certify that:

1. I have reviewed this annual disclosure statement of Everlert, Inc.;
2. Based on my knowledge, information and belief 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, information and belief 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.

Monday, March 23, 2015

A handwritten signature in blue ink, appearing to read "Robert Hymers", with a stylized flourish at the end.

Robert Hymers  
Chief Financial Officer/Director

# **Everlert, Inc.**

## **Consolidated Financial Statements (Unaudited)**

**Footnotes to the Financial Statements  
From Inception (February 3, 1998) to December 31, 2014  
(Stated in US Dollars)**

**520 South Grand  
Suite 665  
Los Angeles CA 90071  
Phone: 877-224-0217**

**OTC: EVLI  
(CUSIP: 300362308)**

**EVERLERT, INC.**  
**Consolidated Balance Sheet**  
**(Unaudited)**  
**(Stated in US Dollars)**

| <b>ASSETS</b>  | December 31,<br>2014 | December 31,<br>2013 |
|--|----------------------|----------------------|
| <b>Current Assets:</b>   |                      |                      |
| Cash and Equivalents   | 43,490               | 34,248               |
| Accounts Receivable  | 17,779               | 1,632                |
| Inventory  | 128,940              | 141,478              |
| Other Current Assets   | 42,196               | 42,197               |
| Total current assets   | \$ 232,405           | \$ 219,554           |
| <b>Fixed Assets</b>  |                      |                      |
| Equipment and Furniture  | 8,115                | 8,115                |
| Other Machinery and Equipment  | -                    | -                    |
| Accumulated Depreciation   | (8,115)              | (6,874)              |
| Total Fixed Assets, Net  | \$ -                 | \$ 1,241             |
| <b>Other Assets</b>  |                      |                      |
| Investment in JV   | 132,500              | -                    |
| Intangible Asset - License   | 1,050,000            | 1,975,000            |
| Total Other Assets   | \$ 1,182,500         | \$ 1,975,000         |
| <b>Total Assets</b>  | <b>\$ 1,414,905</b>  | <b>\$ 2,195,795</b>  |
| <b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>   |                      |                      |
| <b>Current Liabilities:</b>  |                      |                      |
| Accounts payable and accrued expenses  | 146,803              | 414,120              |
| Other Current Liabilities  | 420,699              | 177,135              |
| Current Liabilities of Discontinued Operations   | -                    | 350,000              |
| Convertible Notes Payable  | -                    | 76,856               |
| Total Current Liabilities  | \$ 567,502           | \$ 1,018,111         |
| <b>Long-Term Liabilities:</b>  |                      |                      |
| Long Term Loan   | 373,384              | 371,238              |
| Other Unsecured Long-Term Payable  | 1,066,796            | 1,074,081            |
| Total Long-Term Liabilities  | \$ 1,440,180         | \$ 1,445,319         |
| <b>Total Liabilities</b>   | \$ 2,007,682         | \$ 2,463,430         |
| <b>Stockholders' Deficit:</b>  |                      |                      |
| Preferred Stock, Class "D", par value \$0.001, 100,000,000 shares authorized, 100,000,000 issued or outstanding.               | 550,000              | -                    |
| Preferred Stock, Class "E", par value \$0.001, 25,000,000 shares authorized, 20,421,569 issued or outstanding.                 | 243,017              | -                    |
| Preferred Stock, Class "F", par value \$0.001, 1,000,000 shares authorized, 423,170 issued or outstanding.                     | 423,170              | -                    |
| Common Stock, 800,000,000 shares authorized; par value \$0.001 per share; 100,395,223 shares issued and 96,991,557 outstanding | 96,992               | 733,591              |
| Additional Paid -In Capital  | 6,002,932            | 4,359,799            |
| Accumulated Deficit - Discontinued Operations  | (4,146,855)          | (4,146,855)          |
| Accumulated Deficit  | (3,762,032)          | (1,214,170)          |
| Total Stockholders' Equity (Deficit)   | \$ (592,777)         | \$ (267,635)         |
| <b>Total Liabilities and Stockholders' Equity</b>  | <b>\$ 1,414,905</b>  | <b>\$ 2,195,795</b>  |

The accompanying notes are an integral part of these financial statements.

**EVERLERT, INC.**  
**Consolidated Income Statement**  
**(Unaudited)**  
**(Stated in US Dollars)**

|   | For the twelve<br>months ended<br>12/31/14 | For the twelve<br>months ended<br>12/31/13 |
|---|--|--|
| Net Revenue                                 | \$ 492,313                                 | \$ 673,898                                 |
| Cost of Goods Sold                          | <u>333,082</u>                             | <u>414,184</u>                             |
| Gross Profit                                | \$ 159,231                                 | \$ 259,714                                 |
| Operating Expenses:                         |  |  |
| Advertising and Promotion                   | 14,922                                     | 8,829                                      |
| Amortization and Depreciation               | 1,540                                      | 3,600                                      |
| Bad Debt                                    | 626  | 7,401                                      |
| General and Administrative                  | 925,165                                    | 830,026                                    |
| Officer's Stock Compensation                | 600,000                                    | -  |
| Office Rent                                 | 43,392                                     | 42,100                                     |
| Payroll Expenses                            | 309,538                                    | 262,941                                    |
| Payroll Taxes                               | 68,038                                     | 66,572                                     |
| Shipping and Freight Expense                | 36,572                                     | 70,295                                     |
| TP Security Systems - Start Up              | 95,541                                     | -  |
| Taxes and State Fees                        | <u>23,774</u>                              | <u>2,064</u>                               |
| Total Operating Expenses                    | \$ 2,119,107                               | \$ 1,293,828                               |
| Operating Income (Loss)                     | \$ (1,959,876)                             | \$ (1,034,114)                             |
| Other Income (Expense):                     |  |  |
| Interest Expense                            | (117,799)                                  | (3,652)                                    |
| Cancellation of Debt Income                 | 858,361                                    |  |
| Legal Accrual                               | (50,000)                                   | -  |
| Other Income                                | 3,083                                      |  |
| Loss on discontinued operations, net of tax | <u>-</u>                                   | <u>(3,875)</u>                             |
| Total other Income (Expense)                | \$ 693,645                                 | \$ (7,527)                                 |
| Net Income (Loss)                           | \$ (1,266,231)                             | \$ (1,041,641)                             |
| Basic Loss Per Common Share                 | \$ (0.012)                                 | \$ (0.009)                                 |
| Weighted Average Number of Common Shares    | 109,296,984                                | 122,265,129                                |

The accompanying notes are an integral part of these financial statements.

**EVERLERT, INC.**  
**STATEMENTS OF STOCKHOLDER'S EQUITY**  
From Inception (February 3, 1998) to December 31, 2014  
(Stated in US Dollars)

|  | Preferred Stock |            | Common Stock |             | Paid in      | Accumulated Deficit -   | Accumulated    | Total          |
|--|-----------------|------------|--------------|-------------|--------------|-------------------------|----------------|----------------|
|  | Shares          |            | Shares       |             | Capital      | Discontinued Operations | Deficit        | Equity         |
| Balance, December 31, 2005                   | 16,000          | \$ 16      | 21,525,840   | \$ 21,526   | \$ 3,513,134 | \$ (3,564,676)          | \$             | \$ (30,000)    |
| Share Exchange (see note 1)                  |                 |            | 19,373,256   | \$ 19,373   | \$ 96,866    |                         |                | \$ 116,240     |
| Share Exchange (see note 2)                  |                 |            | 12,915,504   | \$ 12,916   | \$ 64,578    |                         |                | \$ 77,493      |
| Net Loss                                     |                 |            |              |             | \$           | (42)                    |                | \$ (42)        |
| Balance, December 31, 2006                   | 16,000          | \$ 16      | 53,814,600   | \$ 53,815   | \$ 3,674,578 | \$ (3,564,718)          |                | \$ 163,691     |
| Shares Issued - (see note 3)                 |                 |            | 33,913,760   | \$ 33,914   | \$ 169,569   |                         |                | \$ 203,483     |
| Shares Issued - (see note 4)                 | 5,000,000       | \$ 5,000   | 17,500,000   | \$ 17,500   | \$ 87,500    |                         |                | \$ 110,000     |
| Shares Issued - (see note 5)                 |                 |            | 16,666,667   | \$ 16,667   | \$ 83,333    |                         |                | \$ 100,000     |
| Net Loss                                     |                 |            |              |             | \$           | (176,549)               |                | \$ (176,549)   |
| Balance, December 31, 2007                   | 5,016,000       | \$ 5,016   | 121,895,027  | \$ 121,895  | \$ 4,014,980 | \$ (3,741,267)          |                | \$ 400,624     |
| REVERSE SPLIT: 1:5000 (see note 6)           |                 |            | 24,398       | \$ 24       | \$ 121,871   |                         |                | \$ -           |
| Shares Issued - (see note 7)                 |                 |            | 4,333,333    | \$ 4,333    | \$ 21,667    |                         |                | \$ 26,000      |
| Net Loss                                     |                 |            |              |             | \$           | (74,304)                |                | \$ (74,304)    |
| Balance, December 31, 2008                   | 5,016,000       | \$ 5,016   | 4,357,732    | \$ 4,358    | \$ 4,158,517 | \$ (3,815,571)          |                | \$ 352,320     |
| Net Loss                                     |                 |            |              |             | \$           | (39,281)                |                | \$ (39,281)    |
| Balance, December 31, 2009                   | 5,016,000       | \$ 5,016   | 4,357,732    | \$ 4,358    | \$ 4,158,517 | \$ (3,854,852)          |                | \$ 313,039     |
| Net Loss                                     |                 |            |              |             | \$           | (274,893)               |                | \$ (274,893)   |
| Balance, December 31, 2010                   | 5,016,000       | \$ 5,016   | 4,357,732    | \$ 4,358    | \$ 4,158,517 | \$ (4,129,745)          |                | \$ 38,146      |
| Net Loss                                     |                 |            |              |             | \$           | (13,235)                |                | \$ (13,235)    |
| Balance, December 31, 2011                   | 5,016,000       | \$ 5,016   | 4,357,732    | \$ 4,358    | \$ 4,158,517 | \$ (4,142,980)          |                | \$ 24,911      |
| Shares issued for Totalpost- (see note 8)    |                 |            | 108,333,333  | \$ 108,333  | \$ 478,296   |                         |                | \$ 586,629     |
| Shares issued - (see note 9)                 |                 |            | 1,051,607    | \$ 1,052    | \$ 30,496    |                         |                | \$ 31,548      |
| Shares issued - (see note 10)                |                 |            | 1,117,738    | \$ 1,118    | \$ 39,121    |                         |                | \$ 40,238      |
| Prior Period Adjustment to Retained Earnings |                 |            |              |             |              |                         | \$ (48,288)    | \$ (48,288)    |
| Net Loss                                     |                 |            |              |             |              |                         | \$ (128,116)   | \$ (128,116)   |
| Balance, December 31, 2012                   | 5,016,000       | \$ 5,016   | 114,860,410  | \$ 114,860  | \$ 4,706,430 | \$ (4,142,980)          | \$ (176,404)   | \$ 506,922     |
| Shares retired - (see note 11)               | (16,000)        | \$ (16)    |              |             | \$ (47,984)  |                         |                | \$ (48,000)    |
| Shares Issued - (see note 12)                |                 |            | 160,959      | \$ 161      | \$ 48,127    |                         |                | \$ 48,288      |
| Shares Issued - (see note 13)                | (5,000,000)     | \$ (5,000) | 1,666,667    | \$ 1,667    | \$ 3,333     |                         |                | \$ -           |
| Shares Issued - (see note 14)                |                 |            | 2,799,315    | \$ 2,799    | \$ 13,997    |                         |                | \$ 16,796      |
| Shares Issued - (see note 15)                |                 |            | 2,777,778    | \$ 2,778    | \$ 247,222   |                         |                | \$ 250,000     |
| Loss on discontinued operations              |                 |            |              |             | \$           | (3,875)                 |                | \$ (3,875)     |
| Net Loss                                     |                 |            |              |             |              |                         | \$ (1,037,766) | \$ (1,037,766) |
| Balance, December 31, 2013                   | 0               | \$ -       | 122,265,129  | \$ 122,265  | \$ 4,971,125 | \$ (4,146,855)          | \$ (1,214,170) | \$ (267,636)   |
| Shares retired - (see note 16)               |                 |            | -91,666,667  | \$ (91,667) | \$ (458,333) |                         |                | \$ (550,000)   |
| Preferred "D" shares issued (see note 17)    | 100,000,000     | \$ 550,000 |              |             | \$ -         |                         |                | \$ 550,000     |
| Shares Issued - (see note 18)                |                 |            | 69,445       | \$ 69       | \$ 14,931    |                         |                | \$ 15,000      |
| Shares Issued - (see note 19)                |                 |            | 62,500       | \$ 63       | \$ 37,437    |                         |                | \$ 37,500      |
| Shares Retired - (see note 20)               |                 |            | -27,778      | \$ (28)     | \$ 28        |                         |                | \$ 0           |
| Shares Issued - (see note 21)                |                 |            | 3,333,333    | \$ 3,333    | \$ 96,667    |                         |                | \$ 100,000     |
| Warrant Redemption - (see note 22)           |                 |            |              | \$ -        | \$ 5,000     |                         |                | \$ 5,000       |
| Shares Issued - (see note 23)                |                 |            | 16,666,668   | \$ 16,667   | \$ 583,333   |                         |                | \$ 600,000     |
| Shares Issued - (see note 24)                |                 |            | 28,233,372   | \$ 28,233   | \$ 420,801   |                         |                | \$ 449,034     |
| Shares Issued - (see note 25)                |                 |            | 4,166,667    | \$ 4,167    | \$ 145,833   |                         |                | \$ 150,000     |
| Shares Issued - (see note 26)                |                 |            | 13,888,889   | \$ 13,889   | \$ 186,111   |                         |                | \$ 200,000     |
| Preferred "E" shares issued (see note 27)    | 20,421,569      | \$ 243,017 |              |             |              |                         | \$ (243,017)   | \$ -           |
| Preferred "F" shares issued (see note 28)    | 423,170         | \$ 423,170 |              |             |              |                         |                | \$ 423,170     |
| Prior Period Adjustment to Retained Earnings |                 |            |              |             |              |                         | \$ (1,038,614) | \$ (1,038,614) |
| Net Loss                                     |                 |            |              |             |              |                         | \$ (1,266,231) | \$ (1,266,231) |
| Balance, December 31, 2014                   | 120,844,739     | 1,216,187  | 96,991,557   | 96,992      | 6,002,932    | (4,146,855)             | (3,762,032)    | (592,777)      |

The accompanying notes are an integral part of these financial statements.

**EVERLERT, INC.**  
**Consolidated Statement of Cash Flows**  
**(Unaudited)**  
**(Stated in US Dollars)**

|  | For the<br>Twelve Month Period<br>12/31/14 | For the<br>Twelve Month Period<br>12/31/13 |
|--|--|--|
| <b><u>Operating Activities</u></b>                           |  |  |
| Net Income (loss)  | \$ (1,266,231)                             | \$ (1,041,641)                             |
| Depreciation   | 1,540                                      | 3,600                                      |
| Loss On Discontinued Operations                              | -  | 3,875                                      |
| Share Based Compensation                                     | 600,000                                    | 0  |
| <i>Changes in operating assets and liabilities</i>           |  |  |
| (Increase) Decrease in Accounts Receivable                   | (16,147)                                   | 19,714                                     |
| (Increase) Decrease in Other Current Assets                  | 1  | 82,056                                     |
| (Increase) Decrease in Intangible Assets                     | 925,000                                    | -  |
| (Increase) Decrease in Inventory                             | 12,538                                     | (141,477)                                  |
| Increase (Decrease) in Accounts Payable and Accrued Expenses | (817,528)                                  | 335,814                                    |
| Increase (Decrease) in Other Current Liabilities             | (183,292)                                  | 536,536                                    |
| Increase (Decrease) in Unsecured Notes                       | (7,285)                                    | 1,049,999                                  |
| Increase (Decrease) in Long Term Loan                        | 2,146                                      | (18,250)                                   |
| (Increase) Decrease in Other Assets                          | -  | (1,050,000)                                |
| <b>Net cash used in operating activities</b>                 | <b><u>\$ (749,258)</u></b>                 | <b><u>\$ (219,773)</u></b>                 |
| <b><u>Investing Activities</u></b>                           |  |  |
| Investment in JV   | 132,500                                    | -  |
| <b>Net cash used in investing activities</b>                 | <b><u>\$ 132,500</u></b>                   | <b><u>\$ -</u></b>                         |
| <b><u>Financing Activities</u></b>                           |  |  |
| Cash Proceeds from Issuance of Convertible Notes             | 706,000                                    | 250,000                                    |
| Cash Proceeds from Subscription Agreements                   | 185,000                                    | -  |
| <b>Net Cash provided by financing activities</b>             | <b><u>\$ 891,000</u></b>                   | <b><u>\$ 250,000</u></b>                   |
| Net change in cash   | 9,242                                      | 30,227                                     |
| Cash at beginning of period                                  | \$ 34,248                                  | \$ 4,023                                   |
| Cash at end of period  | <u>\$ 43,490</u>                           | <u>\$ 34,248</u>                           |

The accompanying notes are an integral part of these financial statements.

## **Note A - Nature of Business and Summary of Significant Accounting Policies**

### **The Company**

Everlert, Inc. (hereinafter referred to as the “Company”) is a publicly traded company that controls the following wholly owned subsidiaries Totalpost Services, Inc., Everlert Entertainment, Inc., and Everlert Properties, Inc. All of the subsidiaries’ financial activity are included in the consolidated financial statements of the Company.

In October of 2014, the Company’s board of directors decided to diversify Company operations by pursuing new business opportunities in Entertainment and Real Estate. As of the date of this annual filing, the Company has a number of new projects in development.

Everlert Entertainment, Inc. was formed on January 6, 2015, as a Nevada Corporation. Everlert Entertainment Inc. is provider of strategic management for entertainment related projects based on intellectual properties licensed to the Company. Projects include films, TV, music and digital media.

Everlert Properties Inc. was formed on December 29, 2014, as a Nevada Corporation. Everlert Properties Inc., consults with property owners to evaluate and propose development strategies as well as evaluate possible sources of project financing in the form of structured financing.

Totalpost Services Inc. was acquired by Everlert Inc. on November 11, 2012 and is a prominent provider of quality ink cartridges in the US postage meter industry. The prices of the ink cartridges offered by the Company are lower than competitors and the quality of the cartridges are unmatched in the industry. Furthermore, the ink cartridges are re-manufactured from each of the respective OEM’s, allowing Everlert to be able to offer competitive pricing. Pitney Bowes, Neopost/Hasler, FP are just a few of the meter cartridge manufactures that Everlert produces cartridges for. Virtually all US based businesses use a postage meter cartridge on a daily basis to fulfill their mailing needs, creating a large demand for our quality cartridges. As part of Everlert Inc.’s decision to diversify and in line with the Board of Director’s decision to reduce company liabilities, Totalpost Services was sold to its original owners on February 20, 2015.

Everlert Inc. acts as a holding company for its three wholly-owned subsidiaries. At this time, Everlert Entertainment Inc. has the right to intellectual properties with well-known celebrities from music, sports and other entertainment sectors. Current projects under development include documentary films biographies, TV programming, music and digital media. Everlert Entertainment Inc. has partnered with Gleopoint Mobility, a leading innovator in mobile gaming and proximity marketing platforms for the development of mobile applications.

Everlert Properties Inc. is in the process of evaluating residential real estate and senior living properties through joint ventures with landowners with properties in Southern California.

The business’ address as of December 31, 2014 was 825 S. Primrose Ave, Suite A, Monrovia, CA 91016 USA. The Company moved its headquarters to 520 South Grand, Suite 665, Los Angeles, CA 90071 in February 2015. As of December 31, 2014, the Company conducted its business operations through three wholly owned subsidiaries: Totalpost Services, Inc., Everlert Entertainment Inc., and Everlert Properties Inc.



The following information is presented with the inclusion of financial and other information on Totalpost Services Inc. as of December 31, 2014 even though Totalpost Services, Inc. was sold on February 20, 2015. Totalpost was sold back to an affiliate of Everlert Inc. who originally sold Totalpost Services to Everlert in a share exchange transaction on November 11, 2012. The transaction called for the purchaser of Totalpost Services Inc. to exchange 100,000,000 shares of Everlert Preferred Stock, Class "D", par value \$0.001 and the assume all debt and obligations of Totalpost Services that totaled \$1,708,187 at the date of the transaction, bringing the total value of the sale to \$1,708,187. A summary of the significant accounting policies applied in the preparation of the accompanying financial statement are as follows.

### **Nature of Operations & Corporate Structure**

Everlert, Inc., a Nevada corporation ("registrant"), was originally incorporated on February 3, 1998, and has adopted a December 31st year-end. In February 1998, the articles of incorporation were amended to add to the authorized shares 5 million shares of preferred stock and increase the authorized common stock to 50,000,000 shares. In December 2003, the articles of incorporation were amended to increase the number of authorized common shares to 800,000,000. In December 2006, the articles of incorporation were amended to add to the authorized shares, 5 million shares of preferred stock designated as Series "A" Preferred.

In December 2006, the Company acquired 90% of Orpheus Capital, LLC in a stock for stock exchange by issuing 19,373,256 Common Stock Shares at par \$0.001 for a total purchase price of \$116,240. The acquisition was accounted for by using the purchase method of accounting and, accordingly, Orpheus Capital, LLC's operating results and financial position have been included in the consolidated financial statements since the date of acquisition through the date of the sale discussed below on February 8, 2013 to Mr. Davidson.

Pursuant to an agreement dated February 8<sup>th</sup>, 2013, between Everlert, Inc. and former executive and director, Lee Davidson, the Company agreed to sell its 90% interest in Orpheus Capital, LLC to Mr. Davidson in exchange for the return of 16,000 Series C Preferred stock that he owned to the Company's treasury. The transaction was valued at \$48,000. On February 8<sup>th</sup>, 2013, the Board of Directors unanimously passed a resolution to cancel the Series C Preferred stock as a designated class. The Company realized a loss on the retirement of this class of stock.

Mr. Davidson resigned as an officer of Everlert on February 15, 2013, subsequent to the consummation of the sale of Orpheus Capital LLC. As part of his employment agreement, Mr. Davidson was entitled to \$350,000 in severance pay for the length of his service as an officer and director of Everlert that was due and payable upon his resignation. As of December 31, 2014, \$100,000 of this debt has been assigned to a third party and converted to 3,333,333 common shares. The remaining balance of \$250,000 was canceled by Mr. Davidson during the Fourth Quarter - 2014.

Pursuant to the share exchange agreement dated November 12<sup>th</sup> 2012, by and between Totalpost Services Inc. and Everlert, David Hymers the 100% owner of Totalpost Services Inc. exchanged 1,500 of his common shares of Totalpost Services, Inc (a Delaware Corporation) to Everlert, Inc. and \$20,000 to pay for certain transaction costs related to the transfer in exchange for 108,333,333 common shares of Everlert, Inc. Subsequent to the exchange, Everlert owned

all of the outstanding stock of Totalpost Services, Inc., making it a wholly owned subsidiary of Everlert.

On July 23rd, 2013, the Company issued 1,666,667 shares of the Company's common stock based on the conversion of 5,000,000 of Preferred Stock, Class "A" by a shareholder. The class of preferred stock was subsequently retired by the Board of Directors.

On February 12, 2014, the Company issued 100,000,000 preferred Class "D" shares to David Hymers an affiliate of Everlert Inc. in exchange for returning 91,666,667 restricted common shares to treasury.

On November 3, 2014, the Company issued to shareholders of record on November 3rd, a ten percent (10%) dividend from a newly designated class of Preferred Stock, "Class E". A reserve of 3,403,667 shares of the Company's common stock was held in reserve to fulfill the future conversion of its Class "E" Preferred Stock.

On December 8, 2014, the Company issued 423,170 of Preferred Class "F" stock in exchange for the conversion of \$423,170 of Convertible Notes by two note holders.

Effective February 10, 2015, the Company completed a 1 for 6 reverse stock split of the Company's common stock.

On February 20, 2015, an Everlert Inc. related party acquired 100% of Totalpost Services, Inc. in exchange for 100,000,000 shares of Everlert Preferred Stock, Class "D", par value \$0.001 for the assumption of all debt and obligations of Totalpost. The sale price included the payment of 100,000,000 Class "D" Preferred Stock owned by the buyer and its subsequent cancelation and the assumption by the purchaser of all debt and financial obligations of Totalpost Services, amounting to \$1,708,187, which resulted in a reduction of Everlert Inc.'s liabilities on a consolidated basis of \$1,708,187.

As of December 31, 2014, the amount of accumulated deficit from inception (February 3, 1998) through December 31, 2014 is \$7,908,887.

### **Basis of Consolidation**

The consolidated financial statements reflect the financial results of the Company, Totalpost Services Corporation, a Delaware Corporation, as well as Everlert Entertainment, Inc., a Nevada Corporation. These are the Company's two active subsidiaries as of December 31, 2015. All significant inter-company transactions have been eliminated in consolidation.

The Company's mergers and acquisitions were accounted for as purchases in accordance with ASC 805, *Business Combinations* (previously codified as SFAS No. 141). ASC 805 requires all business combinations initiated after June 30, 2001 to be accounted for under the purchase method of accounting. The fair value of the consideration given by the Company in the mergers was used as the valuation basis for each of the combinations. The accompanying consolidated statements of operation and cash flows include the results of the properties purchased through the mergers and acquisitions from their respective closing dates.

## **Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) in the United States requires management to make estimates and assumptions that affect amounts reported and disclosed in the financial statements and the accompanying notes. Actual results could differ materially from these estimates. On an ongoing basis, we expect to evaluate our estimates, including those related to the accounts receivable, the accounts payable and sales allowances, fair values of marketable and non-marketable securities, fair values of intangible assets and goodwill, useful lives of intangible assets, property and equipment, fair values of options to purchase our common stock, and income taxes, among others. We expect to base our estimates on historical experience and on various other assumptions that are believed to be reasonable, and the results of which form the basis for making judgments about the carrying values of assets and liabilities.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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 or revenues and expenses during the reporting period. Actual results could differ materially from those estimates. Significant accounting policies and estimates underlying the accompanying financial statements include:

It is reasonably possible that the estimates may change in the future.

## **Fair Value of Financial Instruments**

The carrying amounts of our financial instruments, including cash and cash equivalents, marketable securities, Accounts Receivable, Accounts Payable and accrued liabilities, approximate fair value because of their generally short maturities.

## **Cash and Cash Equivalents and Marketable Securities**

We invest our excess cash in money market funds and in highly liquid debt instruments of U.S. municipalities, corporations and the US government and its agencies. All highly liquid investments with stated maturities of three months or less from date of purchase are classified as cash equivalents; all highly liquid investments with stated maturities of greater than three months are classified as marketable securities.

## **Property and Equipment**

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation is computed using the straight-line method over the estimated useful lives of the assets. Leasehold improvements, if any, are amortized over the shorter of the lease term or the estimated useful lives of the assets. Depreciation for equipment commences once it is placed in service and depreciation for buildings and leasehold improvements commences once they are ready for their intended use.

## Depreciation

Depreciable property, when utilized by the Company and not held for sale, is expected to be depreciated using a straight-line method over the estimated useful lives of the assets as follows:

|                                   |            |
|-----------------------------------|------------|
| Land improvements                 | 3-20 years |
| Buildings and improvements        | 3-14 years |
| Furniture, fixtures and equipment | 5-10 years |
| Computer software                 | 5 years    |

## Long-Lived to Assets Including Goodwill and Other Acquired Intangible Assets

The Company reviews property and equipment and intangible assets, including goodwill, for impairment whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. Recoverability of these assets is measured by comparison of carrying amounts to the future on discounted cash flows the assets are expected to generate. If property and equipment and intangible assets are considered to be impaired, the impairment to be recognized equals the amount by which the carrying value of the asset exceeds its fair market value. The Company has made no adjustments to long-lived assets in any of the years presented. In accordance with ASC 350, *Intangibles – Goodwill and Other* (Previously SFAS No.142), the Company tests goodwill, if any, for impairment at least annually, or more frequently if events or changes in circumstances indicate that this asset may be impaired.

ASC 350 also requires that intangible assets with definite lives be amortized over their estimated useful lives and reviewed for impairment whenever events or changes in circumstances indicate an asset's carrying value may not be reasonable in accordance with ASC 360, *Property, Plant and Equipment* (Previously SFAS No.144).

## Legal Costs

Legal costs are expensed as incurred.

## Discontinued Operations

The Company discontinued operations of Orpheus Capital, LLC, effective the date that it was sold on February 8<sup>th</sup>, 2013. The Company followed guidelines set forth in ASC 205-20, *Presentation of Financial Statements, Discontinued Operations*. The Accumulated deficit of Discontinued Operations as of December 31, 2014 was \$4,146,855.

## Gains on Real Estate Sales

Gains on disposition of properties are recognized using the full accrual method in accordance with the provisions of ASC 360-20, *Real Estate Sales* (Previously SFAS No.66), provided that various criteria relating to the terms of sale and any subsequent involvement by the Company with the properties sold are met.

## **Advertising and Promotional Expenses**

Advertising and promotional costs are expensed as incurred.

## **Stock-based Compensation**

In December 2004, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards ("SFAS") No. 123 (revised 2004), *Share-based Payment* ("SFAS 123R"), that addresses the accounting for share-based payment transactions in which an enterprise receives employee services in exchange for equity instruments of the enterprise or liabilities that are based on the fair value of the enterprise's equity instruments or that may be settled by the issuance of such equity instruments. SFAS 123R eliminates the ability to account for share-based compensation transactions using the intrinsic value method under Accounting Principles Board Opinion No.25, *Accounting for Stock Issued to Employees* ("APB 25"), and it generally requires instead that such transactions be accounted for using a fair-value-based method. This standard is now codified as ASC 718, *Compensation – Stock Compensation*.

## **Liquidity**

As shown in the accompanying financial statements, the Company has incurred a net loss of \$1,266,231 for the year ended December 31, 2014, and a cumulative loss from inception (February 3, 1998) of \$7,908,887. The accumulated deficit from current operations not related to discontinued operations is \$3,762,032.

## **Litigation**

The Company may be subject to various claims or threatened lawsuits in the normal course of business. Management believes that the outcome of any such lawsuits would not have a materially adverse effect on the Company's financial position, results of operations or cash flows.

## **Note B – Commitments and Contingencies**

### **Operating Leases**

Totalpost Services, Inc. leases corporate office space on a month to month basis under an operating lease agreement. The Company pays a portion of the related operating expenses under this lease agreement in addition to the basic monthly rental. Rent expense under this lease is expensed as incurred monthly at the rate of approximately \$3,450 beginning July 1, 2012 under the amended lease agreement, pursuant to ASC 840, *Leases*. Totalpost Services intends to renew the lease when it is up for renewal in July of 2015. However, as of the date of this annual filing, Totalpost Services, Inc. was sold on February 20, 2015. The details of the transaction are fully discussed in the "Subsequent Events" footnote.

At December 31, 2014, future minimum payments under operating leases are as follows for the next three years and a thereafter:

| <b>Lease<br/>Expense</b> | <b>Amount</b> |
|--------------------------|---------------|
| 2015                     | \$ 20,700     |
| Total                    | \$ 20,700     |

### **Note C – Loans and Notes Payable**

Long-term debt and Convertible notes consists of the following at December 31, 2014:

| <b>Description</b>          | <b>Origination</b> | <b>12/31/14</b> | <b>12/31/13</b> |
|-----------------------------|--------------------|-----------------|-----------------|
| Convertible Notes Payable   | Various            | \$ 0            | \$ 76,856       |
| Long-Term Trade Debt        | Various            | \$ 373,384      | \$ 371,238      |
| Unsecured Long Term Payable | Various            | \$ 1,060,796    | \$1,074,081     |
| Total Loans                 |                    | \$ 1,440,180    | \$1,522,175     |

On December 12, 2014, 7 investors chose to convert all of the remaining Convertible Notes with a total balance owed (including interest) of \$449,034 into 28,233,372 Restricted Common Shares of the Company.

On December 8, 2014, the Company issued 423,170 of Preferred Class “F” stock in exchange for the conversion of \$423,170 of Convertible Notes by two note holders.

Long-Term debt is comprised of Totalpost Services’ trade debt for postage ink cartridges from suppliers.

### **Note D – Income Taxes**

The Company has adopted Financial Accounting Standard No. 109, ASC 740, *Income Taxes*, which requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statement or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between financial statements and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Temporary differences between taxable income reported for financial reporting purposes and income tax purposes are insignificant.

At September 30, 2014, the Company has available for federal income tax purposes a net operating loss carry forward from continuing operations of approximately \$7,908,887. Such losses may not be fully deductible is due to the significant amounts of non-Cash service costs in the change in ownership rules Under Section 382 of the Internal Revenue Code. The Company has established a valuation allowance for the full tax benefit of the operating loss carryovers due to the uncertainty regarding realization. There is no tax benefit recorded due to this allowance as of December 31, 2014. In addition, there are no uncertain tax positions pursuant to ASC 740.

The Company recorded a liability of \$19,269 as of December 31, 2014, due to the IRS assessing penalty and interest for tax years 2011 and 2010. During those tax years, Totalpost Services failed to file a timely Form 5472 to reflect the foreign shareholder of the Company at

the time. The Company has entered into a monthly installment payment arrangement whereby the Company will pay off the balance in full over a two year period.

### **Note E – Going Concern**

The accompanying consolidated statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the financial statements since inception through December 31, 2014, the Company incurred a loss from operations of \$7,908,887; however, it has not maintained profitable operations under its current operation plan. This may indicate that the Company will be unable to continue as a going concern for a reasonable period of time.

The Company's existence is dependent upon management's ability to develop profitable operations. Management anticipates the Company will attain profitable status and improve its liquidity for the continued developing, marketing and selling of its products. The accompanying financial statements do not include any adjustments that might result should the Company be unable to continue as a going concern. If operations and cash flows continue to improve through these efforts, management believes that the Company can continue to operate and achieve profitability. However, no assurance can be given that management's action will result in profitable operation or the resolution of its liquidity problems.

### **Note F – Net Income (Loss) Per Common Share**

The Company computes earnings per share under Accounting Standards Codification (ASC) 260, "Earnings per Share." Net loss per common share is computed by dividing net loss by the weighted average number of shares of common stock and dilutive common stock equivalents outstanding during the year.

### **Note G – Shareholders' Equity**

#### ***Preferred Stock***

*Class D* - The authorized capital stock of the Company includes 100,000,000 shares of preferred stock, Class "D", par value \$0.001 per share. The holders of the shares: (a) have equal ratable rights to dividends from funds legally available therefore, when, as, and if declared by the Board of Directors of the Company; (b) are entitled to liquidation preference of shares ratably in all of the assets of the Company available for distribution upon winding up of the affairs of the Company; and (c) are entitled to one non-cumulative vote per share on all matters on which shareholders may vote at all meetings of shareholders; (d) are not entitled to convert shares to common stock of the Company. As of December 31, 2014, the Company had 100,000,000 shares of preferred stock, Class "D" issued and outstanding.

*Class E* - The authorized capital stock of the Company includes 25,000,000 shares of preferred stock, Class "E", par value \$0.001 per share. The holders of the shares: (a) are not entitled to receive any dividends; (b) are not entitled to liquidation rights; and (c) are entitled to one non-cumulative vote per share on all matters on which shareholders may vote at all meetings of

shareholders; (d) are entitled to convert shares to one common stock of the Company for each preferred share after a one year hold period from the issuance of this preferred class. As of December 31, 2014, the Company had 20,421,558 shares of preferred stock, Class "E" issued and outstanding.

*Class F* – On December 11, 2014, the Board of Directors, pursuant to action taken by unanimous written consent of the Shareholders on December 11, 2014, approved an amendment to Everlert Inc.'s Articles of Incorporation that allows the Board of Directors to issue Preferred stock from time to time with terms to be determined by the Board of Directors. This type of Preferred is commonly known as "Blank Check" Preferred. As a result of this amendment, the Board of Directors set terms and authorized the Corporation's Class "F" Convertible Preferred Stock. The number of shares designated as Class "F" Preferred shares is 1,000,000 with a par value of \$.0001 per share and a stated value of \$1 per share. This class of Preferred Stock has no voting rights, but can be converted, at any time at the option of the Holder into common stock of the Company. As of December 31, 2014, the Company had 423,170 shares of preferred stock, Class "F" issued and outstanding.

### ***Common Stock***

The authorized capital stock of the Company includes 800,000,000 shares of common stock, par value \$0.001 per share. The holders of the shares: (a) have equal ratable rights to dividends from funds legally available and therefore, when, as, and if declared by the Board of Directors of the Company; (b) are entitled to share ratably in all of the assets of the Company available for distribution upon winding up of the affairs of the Company; and (c) are entitled to one non-cumulative vote per share on all matters on which shareholders may vote at all meetings of shareholders. These securities do not have any of the following rights: (a) cumulative or special voting rights; (b) preemptive rights to purchase new issues of shares; (c) preference as to dividends or interest; (d) preference upon liquidation; or (e) any other special rights or preferences. In addition, the shares are not convertible into any other security. There are no restrictions on dividends under any loan, other financing agreements or otherwise.

On December 17, 2014, by shareholder consent, the Articles of Incorporation were amended to authorize the Corporation's board of directors to have the authority to authorize the issuance of Preferred Stock from time to time in one or more classes or series, and to state in the adopted resolution or resolutions from time to time providing for the issuance thereof. The Board of Directors is authorize whether the class or series shall have voting rights, full or limited, the nature and qualifications, limitations and restrictions on those rights, or whether the class or series will be without voting rights. The number of shares to constitute the class or series and the designation thereof, the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations, or restrictions thereof, if any, with respect to any class or series. Whether or not the shares of any class or series shall be redeemable and if redeemable, the redemption price or prices, and the time or times at which, and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption; Whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking funds be established, the amount and the terms and provisions thereof. The dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the



preference to, or the relation to the payment of dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate. The preferences, if any, and the amounts thereof which the holders of any class or series thereof are entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of assets of, the Corporation. Whether or not the shares of any class or series are convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions and such other rights and provisions with respect to any class or series as the Board of Directors deem advisable. The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any respect. The Board of Directors may increase the number of shares of the Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any existing class or series of the Preferred Stock.

Effective February 10, 2015, the Company completed a 1 for 6 reverse stock split of the Company's common stock. The financial statements and footnotes for the year ended December 31, 2014, have been presented on a post-split basis.

As of December 31, 2014, the Company had 100,395,223 shares of common stock issued and 96,991,557 outstanding.

### ***Dividends***

The Company does not currently intend to pay cash dividends. Because the Company does not intend to make cash distributions, potential shareholders would need to sell their shares to realize a return on their investment. There can be no assurances of the projected values of the shares, nor can there be any guarantees of the success of the Company.

A distribution of revenues will be made only when, in the judgment of the Company's board of directors, is in the best interest of the Company's stockholders to do so. The Board of Directors will review, among other things, the financial status of the Company and any future cash needs of the Company in making its decision.

### ***Subsequent Events***

On February 25, 2015, the Board of Directors appointed Mark Blankenship to serve as President, Secretary and Treasurer of Everlert Inc. and to retain his position as a Director and President of Everlert Entertainment Inc. The following individuals were reappointed to the Board of Directors: Robert Hymers, Darin Shaw, Kasra Barghi, Virgil Nickell, and Mark Blankenship.

On February 1, 2015, the Company entered into a 5 year lease to occupy a 1,381 square foot office space at the Biltmore Court at 520 South Grand Ave, Suite 665, Los Angeles, CA. The monthly rent is \$2,762 a month. As of the date of the spinoff of Totalpost that occurred on February 20, 2015 with David Hymers, Everlert is no longer liable for the remainder of the lease term on the space located at 825 S. Primrose Ave, Suite, A, Monrovia, CA 91016.

On February 20, 2015, Everlert Inc. sold its Totalpost Services, Inc. subsidiary to a related party in exchange for 100,000,000 shares of Everlert Preferred Stock, Class "D", par value \$0.001. The price paid by the purchaser included the transfer of the Preferred Stock, Class "D", par value \$0.001 to Everlert for cancelation and the assumption by the buyer of all debt and financial obligations of Totalpost Services Inc., totaling \$1,708,187 at the time of the closing. The transaction is being accounted for as a tax free reorganization. The financial obligations assumed by the buyer was comprised of \$1,050,000 owed for licensing rights, which will no longer be a liability on the Company's books subsequent to the spinoff of Totalpost in exchange for the Preferred "D" shares being returned to treasury. Also, any payments due to vendors, employees, and all other Totalpost Services Inc. liabilities and obligations will no longer be an obligation of Everlert Inc. subsequent to the spinoff. The reduction in liabilities that occurred as a result of the sale of Totalpost will be reflected on Everlert Inc.'s March 31, 2015, financial statements.

The Everlert Inc. Preferred Stock, Class "D", par value \$0.001 that was used to purchase Totalpost Services will be returned to treasury and canceled.

### **Description of equity transactions:**

#### **As of the year ended December 31, 2014:**

- i. There were 800,000,000 shares of common stock authorized with \$0.001 par value.

There are 100,000,000 preferred Class "D" stock authorized with \$0.001 par value.

There are 25,000,000 preferred Class "E" stock authorized with \$0.001 par value.

- ii. There were 100,395,223 issued and 96,991,557 outstanding shares.

There are 100,000,000 preferred Class "D" stock issued and outstanding

There are 20,421,558 preferred Class "E" stock issued and outstanding

There are 423,170 of Preferred Class "F" issued and outstanding.

Effective February 10, 2015, the Company completed a 1 for 6 reverse stock split of the Company's common stock.

- iii. The Company had approximately 237 beneficial shareholders.

- iv. The Company had approximately 237 shareholders of record.

#### **As of the quarter ended September 30, 2014:**

- v. There were 800,000,000 shares of common stock authorized with \$0.001 par value.

There are 100,000,000 preferred Class "D" stock authorized with \$0.001 par value.

There are 25,000,000 preferred Class "E" stock authorized with \$0.001 par value.

vi. There were 34,035,963 shares of Common Stock issued and outstanding.

There are 100,000,000 preferred Class "D" stock issued and outstanding

There are 20,421,558 preferred Class "E" stock issued and outstanding

vii. The Company had approximately 221 beneficial shareholders.

viii. The Company had approximately 221 shareholders of record.

Notes:

21 On September 2, 2014, 3,333,333 free trading shares of the Company's common stock were issued in exchange for a debt conversion. The principal amount of the debt note converted was \$100,000 and it was converted at a rate of \$0.03 per share. The debt was assigned by another party in a private transaction.

22 On September 11, 2014, an investor redeemed a warrant option for \$5,000 that was included as part of a convertible note that the investor entered on February 21, 2014.

**As of the quarter ended June 30, 2014:**

23 There were 800,000,000 shares of common stock authorized with \$0.001 par value.

There are 100,000,000 preferred Class "D" stock authorized with \$0.001 par value.

24 There were 30,702,629 shares of Common Stock issued and outstanding.

There are 100,000,000 preferred Class "D" stock issued and outstanding

25 The Company had approximately 221 beneficial shareholders.

26 The Company had approximately 221 shareholders of record.

Notes:

20 April 3, 2014, a shareholder returned 60,445 restricted shares of the Company's common stock that was mistakenly issued. The Company issued 41,667 restricted shares of the Company's common stock for debt. The principal amount of the debt note when converted was \$15,000 and was converted at a rate of \$0.36 per share on February 21, 2014. The balance of 27,778 restricted common shares was canceled by the Company.

**As of the quarter ended March 31, 2014:**

27 There were 800,000,000 shares of common stock authorized with \$0.001 par value.

There are 100,000,000 preferred Class "D" stock authorized with \$0.001 par value.

28 There were 30,730,574 shares of Common Stock issued and outstanding.

There are 100,000,000 preferred Class "D" stock issued and outstanding

29 The Company had approximately 221 beneficial shareholders.

30 The Company had approximately 221 shareholders of record.

Notes:

16 On February 12, 2014, 91,666,667 restricted common shares were returned to the Company by a shareholder.

17 On February 12, 2014, the Company issued 100,000,000 shares of Preferred Stock, Class "D" to a shareholder in exchange for the return of 550,000,000 shares of restricted common stock.

18 On February 22, 2014, the Company issued 69,445 restricted shares of the Company's common stock for conversion of debt note originating on February 21, 2014.

19 On March 27, 2014, the Company issued 62,500 restricted shares of the Company's common stock for conversion of a partial debt note originating on November 14, 2013.

**As of the year ended December 31, 2013:**

i. There were 800,000,000 shares of common stock authorized with \$0.001 par value.

ii. There were 122,265,129 shares of Common Stock issued and outstanding.

iii. The Company had approximately 231 beneficial shareholders.

iv. The Company had approximately 231 shareholders of record.

Notes:

14 On October 28, 2013, the Company issued 2,799,315 shares of the Company's common stock in consideration for services rendered.

15 On December 17, 2013, the Company issued 2,777,778 restricted shares of the Company's common stock for conversion of debt note originating on December 4, 2013.

**As of the quarter ended September 30, 2013:**

i. There are 800,000,000 shares of common stock authorized with \$0.001 par value.

There are 5,000,000 preferred Series A stock authorized with \$0.001 par value.

- ii. There are 116,688,036 shares of Common Stock issued and outstanding.
- iii. The Company has approximately 221 beneficial shareholders.
- iv. The Company has approximately 221 shareholders of record.

Notes:

- 13. On July 23rd, 2013, the Company issued 1,666,667 free trading shares of the Company's common stock after conversion of 5,000,000 of Preferred Stock, Class "A" by a shareholder. The class of preferred stock was subsequently retired by the Board of Directors.

**As of the quarter ended June 30, 2013:**

- i. There are 800,000,000 shares of common stock authorized with \$0.001 par value.  
There are 5,000,000 preferred Series A stock authorized with \$0.001 par value.
- ii. There are 115,021,370 shares of Common Stock issued and outstanding.  
There are 5,000,000 preferred Series A stock issued and outstanding
- iii. The Company has approximately 221 beneficial shareholders.
- iv. The Company has approximately 221 shareholders of record.

Notes:

- 12. On May 14<sup>th</sup>, 2013, the Company issued 160,960 free trading shares of the Company's common stock on a \$30,000 convertible debt note originating on December 20, 2006 to Fordham Associates, Inc.

**As of the quarter ended March 31, 2013:**

- i. There are 800,000,000 shares of common stock authorized with \$0.001 par value.  
There are 5,000,000 preferred Series A stock authorized with \$0.001 par value.
- ii. There are 114,860,410 shares of Common Stock issued and outstanding.  
There are 5,000,000 preferred Series A stock issued and outstanding
- iii. The Company has approximately 222 beneficial shareholders.
- iv. The Company has approximately 222 shareholders of record.

Notes:

11. On February 8<sup>th</sup>, 2013 16,000 preferred Series C stock was purchased by the Company and returned to treasury in a transaction valued at \$48,000. The class of preferred stock was subsequently retired by the Board of Directors.

**As of the year ended December 31, 2012:**

- i. There were 800,000,000 shares of common stock authorized with \$0.001 par value.
  - a. There were 5,000,000 preferred Series A stock authorized with \$0.001 par value. There were 5,000,000 Series C stock authorized with \$0.001 par value
- ii. There were 114,860,410 shares of Common Stock issued and outstanding.
  - a. There were 5,000,000 preferred Series A stock issued and outstanding
  - b. There were 16,000 preferred Series C stock issued and outstanding
- iii. The Company had approximately 215 beneficial shareholders.
- iv. The Company had approximately 215 shareholders of record.

Notes:

- 8 In November, 2012, the Company purchased 100% of Totalpost Services, Inc. (a Delaware corporation) in a stock for stock exchange by issuing 108,333,333 Common Stock.
- 9 In December 2012, the Company issued 1,051,607 shares of the Company's common stock in consideration for services rendered.
- 10 In December 2012 the Company issued 1,117,738 shares of the Company's common stock in consideration for services rendered.

**As of the year ended December 31, 2011:**

- i. There were 800,000,000 shares of common stock authorized with \$0.001 par value.  
  
There were 5,000,000 preferred Series A stock authorized with \$0.001 par value.  
There were 5,000,000 Series C stock authorized with \$0.001 par value
- ii. There were 4,358,232 shares of Common Stock issued and outstanding.  
  
There were 5,000,000 preferred Series A stock issued and outstanding

- There were 16,000 preferred Series C stock issued and outstanding
- iii. The Company had approximately 212 beneficial shareholders.
  - iv. The Company had approximately 212 shareholders of record.

**As of the year ended December 31, 2010:**

- i. There were 800,000,000 shares of common stock authorized with \$0.001 par value.  
  
There were 5,000,000 preferred Series A stock authorized with \$0.001 par value.  
There were 5,000,000 Series C stock authorized with \$0.001 par value
- ii. There were 4,358,232 shares of Common Stock issued and outstanding.  
  
There were 5,000,000 preferred Series A stock issued and outstanding  
  
There were 16,000 preferred Series C stock issued and outstanding
- iii. The Company had approximately 212 beneficial shareholders.
- iv. The Company had approximately 212 shareholders of record.

**As of the year ended December 31, 2009:**

- i. There were 800,000,000 shares of common stock authorized with \$0.001 par value.  
  
There were 5,000,000 preferred Series A stock authorized with \$0.001 par value.  
There are 5,000,000 Series C stock authorized with \$0.001 par value
- ii. There were 4,358,232 shares of Common Stock issued and outstanding.  
  
There were 5,000,000 preferred Series A stock issued and outstanding  
  
There were 16,000 preferred Series C stock issued and outstanding
- iii. The Company had approximately 212 beneficial shareholders.
- iv. The Company had approximately 212 shareholders of record.

**As of the year ended December 31, 2008:**

- i. There were 800,000,000 shares of common stock authorized with \$0.001 par value.  
  
There were 5,000,000 preferred Series A stock authorized with \$0.001 par value. There were 5,000,000 Series C stock authorized with \$0.001 par value
- ii. There were 4,358,232 shares of Common Stock issued and outstanding.  
  
There were 5,000,000 preferred Series A stock issued and outstanding  
  
There were 16,000 preferred Series C stock issued and outstanding
- iii. The Company had approximately 212 beneficial shareholders.
- iv. The Company had approximately 212 shareholders of record.

Notes:

- 6. In January 2008, the Company authorized a rollback of its common shares of 5,000 to 1.
- 7. In July 2006, the Company issued 4,333,333 shares of the Company's common stock in consideration for services rendered.

**As of the year ended December 31, 2007:**

- i. There were 800,000,000 shares of common stock authorized with \$0.001 par value.  
  
There were 5,000,000 preferred Series A stock authorized with \$0.001 par value. There were 5,000,000 Series C stock authorized with \$0.001 par value
- ii. There were 121,895,027 shares of Common Stock issued and outstanding.  
  
There were 5,000,000 preferred Series A stock issued and outstanding  
  
There were 16,000 preferred Series C stock issued and outstanding
- iii. The Company had approximately 212 beneficial shareholders.
- iv. The Company had approximately 212 shareholders of record.

Notes:

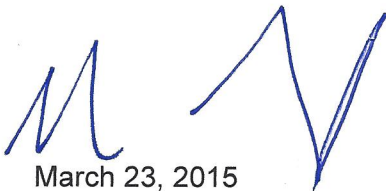
- 1. In December, 2006, the Company acquired 90% of the Orpheus Capital, LLC is a stock or stock exchange by issuing 19,373,256 Common Stock Shares at par or \$0.001.



2. In December, 2006, the Company purchased 100% of Everlert Communications, Inc. (a California corporation) in a stock for stock exchange by issuing 12,915,504 Common Stock.
3. In June 2007, the Company 33,913,760 shares of the Company's Common stock for professional services to Company executives and consultants in consideration for services rendered.
4. In August 2007, the Company issued 5,000,000 shares of the Company's Class "A" Preferred stock and 17,500,000 shares of the Company's common stock in consideration for services rendered.
5. In October 2007, the Company issued 16,666,667 shares of the Company's Common stock in consideration for services rendered.

### **CERTIFICATION**

I, Mark Blankenship, President and Chief Executive Officer of Everlert, Inc., hereby certifies that the un-audited financial statements and related footnotes hereto present fairly, in all material respects, the financial position of Everlert, Inc. and the results of its operations and cash flows as of and for the year ending December 31, 2014, in conformity with accounting principles generally accepted in the United States, consistently applied to the best of my knowledge, information and belief.



March 23, 2015

Mark Blankenship, President and CEO

EVERLERT, INC.