USSPI MEDIA, INC.

ANNUAL UPDATE
FOR YEAR ENDING DECEMBER 31, 2014

UNAUDITED

USSPI MEDIA, INC.
f/k/a Alternate Marketing Networks, Inc.

4675 – 32nd Avenue
Hudsonville, MI 49426
(616) 662-6420

www.usspi.com

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

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

USSPI Media, Inc. (Effective July 6, 2012)
Formerly known as Alternate Marketing Networks, Inc. (May 1998 to July 6, 2012)
Formerly known as Alternate Postal Delivery, Inc. (Inception to May 1998)

2) Address of the issuer's principal executive offices

Company Headquarters
Address 1: 428 E. State Parkway, Ste. 226
Address 2: Schaumburg, Illinois 60173
Address 3:
Phone: (847) 490-6000
Email: pmiller@usspi.com
Website(s): www.usspi.com
www.ussuburbanpress.com (inactive)
www.usspi-ezips.com
www.altmarknet.com
www.inmarketsolution.com

IR Contact
Address 1: 4675 – 32nd Avenue
Address 2: Hudsonville, Michigan 49426
Address 3:
Phone: (616) 299-2075
Email: pmiller@usspi.com
Website(s): www.usspi.com

3) Security Information

Trading Symbol: USPI
Exact title and class of securities outstanding: Common Stock
CUSIP: 903375 103
Par or Stated Value: $.01
Total shares authorized: 50,000,000 as of: March 17, 2015
Total shares outstanding: 8,046,656 as of: March 17, 2015

Transfer Agent
Name: Continental Stock Transfer & Trust Company
Address 1: 17 Battery Place – 8th Floor
Address 2: New York, NY 10004
Address 3:
Phone: (212) 509-4000
Is the Transfer Agent registered under the Exchange Act?* Yes: ☒ No: ☐

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

List any restrictions on the transfer of security:

None

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

None

4) Issuance History

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

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

The Company has not had any offerings or issuances of any of its securities at any time during the past two fiscal years or any interim period.

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

C. The number of shares offered;

D. The number of shares sold;

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

F. The trading status of the shares; and

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; *provided*, *however*, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than ten percent (10%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

5) Financial Statements

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

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

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

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

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

Financial statements are appended to this disclosure document

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

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;

USSPI Media, Inc. conducts operations through its subsidiaries, National Home Delivery, Inc. ("NHDI") and InMarketSolution, Inc. ("IMS"). NHDI is a wholly-owned subsidiary, and IMS is an 80% owned subsidiary of the Company. The Company's financial statements are consolidated with those of NHDI and IMS for both tax and accounting purposes. The principal business of NHDI is the media buying and placement of national targeted advertisements and promotional material in local media. The principal business of IMS is the printing and mailing of "pay for performance" advertising programs to automobile dealers throughout the United States.

The Company currently has a total of 17 employees who work out of leased office facilities in Schaumburg, Illinois (9 employees), Hudsonville, Michigan (3 employees), Chicago, IL (4 employees), and New York, NY (one employee). We believe our physical facilities and personnel are adequate to conduct our current operations. The Company is not, and has never been, a shell company.

Our email marketing programs, provided primarily through our technology partner InfoGroup, are subject to the CAN-SPAM Act of 2003, which regulates the distribution and content of unsolicited commercial emails. We have established internal practices and procedure to comply with the Act. Some states restrict or prohibit "pay for performance" marketing programs for automobile sales, which may negatively affect the Company's ability to sell these types of services into those states. The Company considers relevant state statutues and regulations before offering services in any state. We are not aware of any other government regulations that could reasonably be expected to have a negative impact on our business.

The Company has not made any material investment in research and development during the last two years. It has used its strategic alliances to add services to its existing NHDI business. In August 2014, the Company started a second subsidiary, InMarketSolution, Inc., of which it owns 80%. The Company has loaned $250,000 to IMS and may loan more to IMS if needed for startup costs. The loan bears interest at 3.25% and is payable on demand.

The Company does not expect to incur any material costs or expend any material efforts to comply with environmental laws.

Dividend History

The Company has paid a cash dividend on its Common Stock over the past seven years including 2012. Future dividend policy will be determined by the Company's Board of Directors based upon the Company's earnings, if any, its capital needs and other relevant factors.

Cash Dividend History

2006	$.05 per share	July 17, 2006
2007	$.10 per share	June 20, 2007
2008	$.07 per share	June 24, 2008
2009	$.03 per share	July 1, 2009

2010	$.05 per share	July 1, 2010
2011	$.07 per share	July 7, 2011
2012	$.07 per share	August 15, 2012
2012	$.04 per share	December 26, 2012
2013	$.03 per share	August 1, 2013

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

April 8, 2002. Delaware.

The Company was incorporated in the State of Michigan on December 15, 1988. It reincorporated in the State of Delaware effective April 8, 2002.

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

Primary: 7319 Advertising Services
Secondary: None

D. The issuer's fiscal year end date;

December 31

E. Principal products or services, and their markets;

USSPI Media, Inc. is a marketing services company with a variety of advertising media options offered through its two subsidiaries, NHDI and IMS.

NHDI is a media agency that specializes in local newspaper and digital media buying and placement. This is accomplished through two brand names: U.S. Suburban Press (USSPI) and eZips from USSPI Media. Both brands gather specifications on the media, negotiate rates, place insertion orders (similar to a purchase order) and collect proof of performance for the national advertiser or advertising agency, in a one order/one bill environment. The differences of the brands are based on the type of media. For example, USSPI collects data and places orders in suburban markets utilizing small circulation daily and large weekly newspapers in geography surrounding top U.S. markets. EZips from USSPI Media provides local and national email campaigns through its technology partner InfoGroup. NHDI and CityTwist, a former email technology partner, terminated their relationship in March 2015.

NHDI has provided national advertisers in the U.S. with targeted advertising on a hyper-local level as well as a one-order, one-bill system since its inception. NHDI has over 3,000 newspapers in its proprietary database. NHDI fills the crucial role of aggregating local newspaper and digital media into custom networks that are efficient and easy for national advertisers to buy and through which they can effectively reach their target markets. NHDI makes it easy for national advertisers and agencies to buy in highly-local but fragmented markets where the local media have many different specifications and rate structures.

NHDI's clients are large advertising and media agencies who partner with NHDI for specific media buying projects.

IMS is a marketing company started in August 2014 that provides "pay for performance" advertising programs to automobile dealers in the United States. IMS provides a program that includes a proprietary bundle of data, print, direct mail and a guaranteed tracking solution to automobile dealers, which results in the sale of individual automobiles.

The Company's technology partners for digital and printed marketing products include The Kennedy Group in Cleveland, Ohio and Info Group in Omaha, Nebraska. The Kennedy Group provides a proprietary printed advertising label program and Info Group provides consumer and business email databases. IMS' strategic partners include Mail America in Wheeling, West Virginia. Mail America provides printing and direct mail services.

7) Describe the Issuer's Facilities

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

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

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

The Company leases the following offices in Schaumburg, IL, Hudsonville, MI and Chicago, IL. The company rents office space in New York, NY.

Location	Square Feet (approx.)	Term
Schaumburg, IL	3,535	Through March 31, 2019
Hudsonville, MI	1,300	Through May 31, 2019
Chicago, IL	250	Through June 30, 2015
New York, NY	100	Month to month

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.

Phillip D. Miller (CEO, Chairman and control person as defined above); Sandra J. Smith (CFO and Director); Lee O'Connell (control person as defined above); Stan Henry (control person as defined above); Kenneth Schwartz (President of IMS). Mr. Miller is also founder and chairman of Alternate Postal Direct, Inc. Ms. Smith is a part time contract employee of the Company. The payments she receives are paid to Alternate Postal Direct, Inc. of which she is president.

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

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

   No

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

   No

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

   No

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.

   No

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

Phillip D. Miller	6,146,753 shares*
Lee O'Connell	3,081,592 shares**
Stan Henry	883,953 shares

*Mr. Miller has sole dispositive power over 3,065,161 shares and sole voting power over 6,146,753 shares.

** Ms. O'Connell has sole dispositive power over 3,081,592 shares.

The address for Mr. Miller is 4675 – 32nd Avenue, Hudsonville, MI 49426 and Ms. O'Connell is 21120 Highwood Road, Kildeer, Illinois 60047. Mr. Henry's address is 29 Fieldstone Lane, Oyster Bay, NY11771.

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: Benjamin M. Alexander, Esq.
Firm: Greenberg Glusker Fields Claman & Machtinger LLP
Address 1: 1900 Avenue of the Stars, 21st Floor
Address 2: Los Angeles, CA 90067
Phone: (310) 201-7522
Email: balexander@greenbergglusker.com

Accountant or Auditor
Name: Renee A. Stormes, CPA
Firm: Rehmann Robson
Address 1: 2330 East Paris Ave. SE
Address 2: Grand Rapids, MI 49546
Phone: (616) 975-2824
Email: renee.stormes@rehmann.com

Investor Relations Consultant
Name: NONE
Firm:
Address 1:
Address 2:
Phone:
Email:

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.
Name: NONE
Firm:
Address 1:
Address 2:
Phone:
Email:

10) Issuer Certification

Chief Executive Officer

I, Phillip D. Miller, certify that:

1. I have reviewed this annual disclosure statement of USSPI Media, Inc.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

March 30, 2015

/s/ Phillip D. Miller
(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Chief Executive Officer and Chairman

Chief Financial Officer

I, Sandra J. Smith, certify that:

1. I have reviewed this annual disclosure statement of USSPI Media, Inc.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

March 30, 2015

/s/ Sandra J. Smith
(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Chief Financial Officer

USSPI Media, Inc. and Subsidiaries
Summary Balance Sheet
December 31, 2014
(unaudited)

	2014
ASSETS	
Cash	$ 1,743,273
Accounts Receivable, Net	2,807,233
Prepaid Expenses and Other Assets	285,376
Total Current Assets	4,835,882
Property, Equipment and Software, Net	19,604
Goodwill, Net	885,942
TOTAL ASSETS	$5,741,428
LIABILITIES	
Notes Payable	-
Accounts Payable	2,652,686
Accrued Expenses	153,075
TOTAL LIABILITIES	2,805,761
EQUITY	
Common Stock	95,207
Additional Paid in Capital	13,925,610
Treasury Stock	(334,607)
Accumulated Deficit	(10,750,543)
TOTAL EQUITY	2,935,667
TOTAL LIABILITIES & EQUITY	$5,741,428

See notes to unaudited financial statements.

USSPI Media, Inc. and Subsidiaries
Summary Statement of Operations
For the year ended December 31, 2014
(unaudited)

	2014
Gross Billing	$ 11,794,181
Cost of Revenues	10,037,259
Gross Profit	1,756,922
Gross Profit %	14.9%
Selling, General & Administrative Expenses	1,868,404
Income (Loss) from Operations	(111,482)
Interest and Other Income (Expense)	568
Income (Loss) Before Income Taxes	(110,914)
Income Tax Expense (Benefit)	(35,900)
Net Income (Loss)	$ (75,014)
Diluted Weighted Average Shares Outstanding	8,046,656
Income Per Share:	
Net Income (Loss) Per Share	(.01)

See notes to unaudited financial statements.

USSPI Media, Inc. and Subsidiaries
Summary Statement of Cash Flows
For the year ended December 31, 2014
(unaudited)

	2014
Operating Activities:	
Net Income (Loss)	**$ (75,014)**
Non Cash Adjustments:	
Depreciation and Amortization	**7,273**
(Gain)/Loss on Asset Sales	**(568)**
Changes in Assets and Liabilities:	
(Increase)/Decrease in:	
Accounts Receivable	**323,053**
Other Assets	**(85,290)**
Increase/(Decrease) in:	
Accounts Payable	**(247,251)**
Accrued Liabilities	**99,463**
Net Cash provided by or (used in)	
Operating Activities	**21,666**
Investing Activities:	
Purchases of Property and Equipment	**(8,348)**
Proceeds from Sales of Equipment	**1,250**
Purchases of Software	**-**
Net Cash Used in Investing Activities:	**(7,098)**
Financing Activities:	
Dividends Paid	**-**
Payments on Notes Payable	**-**
Stock sold in subsidiary	**2,000**
Stock Repurchases	**-**
Increase/(Decrease) in Bank Notes Payable	**-**
Payments on Notes Receivable	**-**
Net Cash provided by or (used in)	
Financing Activities	**2,000**
Net Increase (Decrease) in Cash	**16,568**
Cash at Beginning of Period	**1,726,705**
Cash at End of Period	**$ 1,743,273**

See notes to unaudited financial statements.

USSPI Media, Inc. and Subsidiaries
Summary Statement of Shareholders Equity
For the Year Ended December 31, 2014
(unaudited)

	Common Stock		Treasury Stock		Additional Paid in Capital	Accumulated Deficit	Total Value
	Shares	Amount	Shares	Amount			
Balances January 1, 2014	9,520,695	$95,207	(1,474,039)	$(334,607)	$13,923,610	$(10,675,529)	$3,008,681
Dividends Paid						-	-
Stock solid in subsidiary					$2,000	-	$2,000
Annual Results						$(75,014)	$(75,014)
Balances December 31, 2014	9,520,695	$95,207	(1,474,039)	$(334,607)	$13,925,610	$(10,750,543)	$2,935,667

USSPI Media, Inc. and Subsidiaries
Notes to Unaudited Financial Statements
December 31, 2014

1. Business

USSPI Media, Inc. conducts operations through its subsidiaries, National Home Delivery, Inc. ("NHDI") and InMarketSolution, Inc. ("IMS"). NHDI is a wholly-owned subsidiary, and IMS is an 80% owned subsidiary of the Company. The Company's financial statements are consolidated with those of NHDI and IMS for both tax and accounting purposes

NHDI, is a media agency that specializes in national digital and newspaper placement and provides turnkey digital offerings to a network of local media partners. This is accomplished through the Company's two brand names: U.S. Suburban Press (USSPI) and eZips from USSPI Media.

NHDI has provided national advertisers in the U.S. with targeted advertising on a hyper-local level as well as a one-order, one-bill system since its inception. NHDI has over 3,000 newspapers in its proprietary database. NHDI fills the crucial role of aggregating local newspaper and digital media into custom networks that are efficient and easy for national advertisers to buy and effectively use to reach their target markets.

IMS is a marketing company that provides "pay for performance" advertising programs to automobile dealers throughout the United States. IMS provides a program that includes a proprietary bundle of data, print, direct mail and a guaranteed tracking solution to automobile dealers, which results in the sale of individual automobiles.

2. Common Stock

As of December 31, 2014, the Company had authorized 50,000,000 shares of Common Stock, $.01 par value, of which 8,046,656 were issued and outstanding. As of March 17, 2015, the Company had 8,046,656 shares

issued and outstanding. The Company's Common Stock is traded on the Pink Sheets under the symbol USPI (formerly ALTM). On October 3, 2003, the Company filed a Form 15 for termination of registration of its stock with the Securities and Exchange Commission (SEC). This filing became effective on January 2, 2004, and the Company is no longer obligated to file reports with the SEC.

3. Notes Payable

The Company has an agreement with a bank providing for a $1,000,000 line of credit to the Company's wholly-owned sole subsidiary. Available borrowings are based on sixty five percent (65%) of accounts receivable not more than ninety (90) days old and subject to certain other restrictions and conditions. There were no borrowings outstanding at December 31, 2014.

4. Income Taxes

Income tax expense (benefit) for the year ended December 31, 2014 consists of the following:

	Year ended December 31, 2014
Federal	$ -
Federal Prior Year	(40,329)
State current	3,328
State prior year	1,101
	$ (35,900)

5. Accounting Policies, Estimates and Judgments

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Assumptions and estimates of future earnings and cash flow are used in the periodic analyses of the recoverability of goodwill, deferred tax assets, and property, plant and equipment. Historical experience and trends are used to estimate reserves, including reserves for bad debts. To the extent that future earnings, cash flows and costs and losses are determined to be different from the assumptions and estimates used, adjustments may be required.

The Company owns life insurance policies on key members of management, of which the Company is the beneficiary. In June 2013, the Company recorded other income of $403,529 as the result of the death of its president. The Company continues to hold a key man policy on its CEO.