OTC Markets Group Inc.
New York, NY 10013

ANNUAL REPORT
(Unaudited)

For The Year Ending May 31, 2015
(Unaudited)

INGEN TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Georgia	000-28704	84-1122431
(State or other jurisdiction of incorporation)	(Commission file number)	(IRS Employer Identification Number)

3410 La Sierra Avenue, Suite F-507
Riverside, CA 92503

(Address of principal executive offices) (zip code)

Registrant's telephone number, including area code: 951-688-7840

Information required for compliance with the provisions of the

OTC Markets Group Inc. (f/k/a Pink Sheets, LLC)

OTC Pink Basic Disclosure Guidelines

(Version 1.1 – April 25, 2013)

The following information specifies forward-looking statements of our management; this Issuer Information Statement contains certain "forward-looking statements" (as such term is defined in Section 21E of the Securities Exchange Act of 1934, as amended). These statements reflect our current expectations regarding our possible future results of operations, performance, and achievements. These forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, regulation of the Securities and Exchange Commission, and common law.

Wherever possible, we have tried to identify these forward-looking statements by using words such as "anticipate," "believe," "estimate," "expect," "plan," "intend," and similar expressions. These statements reflect our current beliefs and are based on information currently available to us. Accordingly, these statements are subject to certain risks, uncertainties, and contingencies, which could cause our actual results, performance, or achievements to differ materially from those expressed in, or implied by, such statements. These risks, uncertainties and contingencies include, without limitation, the factors set forth under "Item VI Describe the Issuer's Business, Products and Services." We have no obligation to update or revise any such forward-looking statements that may be made to reflect events or circumstances after the date of this Issuer Information Disclosure.

In preparing condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States of America, management makes estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheet and revenue and expenses in the statement of operations. Actual results could differ from those estimates. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim and year end periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year.

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ITEM 1 – The exact name of the issuer and its predecessors (if any)

Ingen Technologies Inc.

The company has had no other names used by predecessor entities in the past five years.

ITEM 2 – Address of the issuer's principal executive offices

Issuer Address:

Ingen Technologies Inc.
3410 La Sierra Ave.
Suite F 507
Riverside, CA 92503
Phone: 951-688-7840
Email: info@ingen-tech.com
Website: www.ingen-tech.com

Investor Relations Address:

NFC Corp
105 Centre St.
Dover, MA 02030
Phone: 781 444 6100
Fax: 781 444 6101
Website: http://www.nationalfc.com/
Email: mailto:info@nationalfc.com

ITEM 3 – Security Information

Trading Symbol: IGNT
Exact title and class of securities outstanding: Common
CUSIP: 45684G 508
Par or Stated Value: No Par
Total shares authorized: 8,000,000,000 as of: 11/30//2014
Total shares outstanding 671,460,837as of: 11/30/2014

Transfer Agent

Worldwide Stock Transfer
1 University Plaza
Suite 505
Hackensack, NJ 07601
Tel (201)-820-2008
Fax (201) 820-2010
ykopstick@wwstr.com
www.worldwidestocktransfer.com

The Transfer Agent is registered under the Exchange Act, and this information is included in the OTC Pink Current Information tier. There are no restrictions on the transfer of this security, and there have been no trading suspension orders issued by the SEC in the past 12 months. The company has not executed any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, nor reorganization either currently/anticipated within the past 12 months; as defined within the OTC Guidelines.

SHARES OUTSTANDING SUMMARY

A. Common Stock – We are authorized to issue 8.0 billion shares of no par Common Stock. The company's Common Stock is traded through the OTC Markets Pink Sheets Electronic quotation Service under the symbol "IGNT" (CUSIP-45684G409). As of May 31, 2015 there were 1,671,460,837 shares of the company's Common Stock that were outstanding.

B. Preferred Stock – We are authorized to issue 100,000,000 Series-A preferred shares of no par value preferred stock. The Series-A preferred shares have a preferred liquidation right of $1.00 per share. They receive 10 shares of voting rights and each share is convertible into 10 shares of common stock. The Series-A preferred shares are not subject to reverse stock splits and do not adjust in the event of a reverse stock split on the company's common stock. As of May 31, 2015 there were 96,217,402 shares of Series-A preferred stock outstanding.

Current information:

Stock Price ending August 19, 2015: $.0002

Common Stock –	1,671,460,837	Shares Outstanding as of August 19, 2015
	8.0 billion	Shares Authorized
	1,102,286,922	Freely tradable
	0	Beneficial shareholders
	687	Active Shareholders of record
Preferred Stock –	96,217,402	Shares Outstanding as of August 19, 2015
	100,000,000	Shares Authorized
	0	Freely tradable
	0	Beneficial shareholders
	43	Shareholders of record

As of May 31, 2015

Stock Price ending May 29, 2015: $.0002

Common Stock –	671,460,837	Shares Outstanding as of May 29, 2015
	8.0 billion	Shares Authorized
	602,286,922	Freely tradable
	1	Beneficial shareholders
	671	Shareholders of record
Preferred Stock –	94,011,695	Shares Outstanding as of May 29, 2015
	100,000,000	Shares Authorized
	0	Freely tradable
	0	Beneficial shareholders
	40	Shareholders of record

ITEM 4 – Issuance History (Two Years)

Stock Issuances for Period from March 1, 2013 through May 31, 2015

On March 22, 2013, the Company converted 600,000 Preferred Series-A shares to 6,000,000 common shares pursuant to a conversion request from Merville McCollum. The stock is issued based on a per share price of $.0024 which shall equal 6,000,000 shares in value of $14,400 Principal Amount.

On March 22, 2013, the Company retired $3,600.in debt according to the Loan Agreement dated March 5, 2013, where Scott Sand has loaned the Company $85,398 in principal. The Company has authorized the issuance of 2,000,000 restricted common shares at a value of $.0018 per share for the principal amount of $3,600.

On March 25, 2013, the Company converted 2,000,000 Preferred Series-A shares to 20,000,000 restricted common shares pursuant to a conversion request from Beneficial Owner, Scott Sand. The stock is issued based on a per share price of $.0025 which shall equal 2,000,000 shares in value of $50,000 Principal Amount.

On March 26, 2013, the Company converted two transactions of 1,000,000 Preferred Series A shares for a total of 2,000,000 Preferred Series A Shares to 20,000,000 common shares for Rocco Albaneso in relation to share purchase agreement dated 12/14/2009 and 4/4/2011. The stock is issued based on a per share price of $.0025 which shall equal 2,000,000 common shares in value of $50,000 Principal Amount.

On March 26, 2013, the Company issued 10,000,000 restricted shares to Sage Marketing Advisors, LLC and Jeff Chicola, Managing Partner for Consulting Services in connection with a Consulting Agreement executed on February 26, 2013. The stock is issued based on a per share price of $.0025 which shall equal $25,000 Principal Amount. On July 19, 2013, the Company terminated its Consulting Agreement with Sage Marketing Advisors and the Managing Partner, Jeffrey R. Chicola. The Consulting Agreement dated February 26, 2013, and executed by both parties on March 3, 2013 included the issuance of 30,000,000 common shares as pre-payment for future services to be rendered. On July 17, 2013, the Company received notice from Mr. Chicola, Managing Partner of Sage Marketing Advisors, that he was unsuccessful with depositing the shares with any of his brokers. Due to this matter Sage Marketing Advisors was unable to perform any services under the terms and conditions set forth within the Agreement.

On March 26, 2013, the Company converted 600,000 Preferred Series A shares to 6,000,000 common shares to Rocco Albaneso according to the share purchase agreement dated 8/24/2009. The stock is issued based on a per share price of $.002 which shall equal 6,000,000 shares in value of $12,000 Principal Amount.

On April 2, 2013, the Company issued 15,000,000 Common Shares to a third party investor as part of a conversion request and convertible note in the amount of $700,000 dated April 4, 2011. The Stock is issued based on a per share price $0.001 which shall equal 15,000,000 shares in value of $ 15,000 PRINCIPAL AMOUNT.

On April 15, 2013, the Company converted two transactions of 1,000,000 and 625,000 Preferred Series A shares for a total of 1,625,000 Preferred Series A Shares to 16,250,000 common shares for David Garnett in relation to share purchase agreements dated 8/26/2009 and 10/20/2009. The stock is issued based on a per share price of $.0017 which shall equal 16,250,000 common shares in value of $27,625 Principal Amount.

On April 29, 2013, the Company issued 15,000,000 Common Shares to a third party investor as part of a conversion request and convertible note in the amount of $700,000 dated April 4, 2011. The Stock is issued based on a per share price $0.0005 which shall equal 15,000,000 shares in value of $ 7,500 PRINCIPAL AMOUNT.

On August 17, 2013, the Company issued 13,000,000 Common Shares to a third party investor as part of a conversion request and convertible note in the amount of $700,000 dated April 4, 2011. The Stock is issued based on a per share price $0.0005 which shall equal 13,000,000 shares in value of $ 6,500 PRINCIPAL AMOUNT.

On August 24, 2013, the Company issued 35,000,000 Common Shares to Rocco Albaneso as part of a conversion request and convertible note in the amount of $36,000 dated September 1, 2009. The Stock is issued based on a per share price $0.0006 which shall equal 30,000,000 shares in value of $ 18,000 PRINCIPAL AMOUNT.

On June 21, 2013, the Company issued 15,000,000 Common Shares to a third party investor as part of a conversion request and convertible note in the amount of $700,000 dated April 4, 2011. The Stock is issued based on a per share price $0.00055 which shall equal 15,000,000 shares in value of $ 8,250 PRINCIPAL AMOUNT.

On July 3, 2013, the Company issued 30,000,000 Common Shares to Rocco Albaneso as part of a conversion request and convertible note in the amount of $36,000 dated September 1, 2009. The Stock is issued based on a per share price $0.0006 which shall equal 30,000,000 shares in value of $ 18,000 PRINCIPAL AMOUNT.

On July 25, 2013, the Company issued 13,000,000 Common Shares to a third party investor as part of a conversion request and convertible note in the amount of $700,000 dated April 4, 2011. The Stock is issued based on a per share price $0.0005 which shall equal 13,000,000 shares in value of $ 6,500 PRINCIPAL AMOUNT.

On August 29, 2013, the Company issued 28,000,000 Common Shares to Xcel Associates Inc. as part of a conversion of 2,800,000 Preferred Series-A Stock. The Series-A preferred shares have a preferred liquidation right of $1.00 per share. They receive 10 shares of voting rights and each share is convertible into 10 shares of common stock. The Series-A preferred shares are not subject to reverse stock splits and do not adjust in the event of a reverse stock split on the company's common stock The shares were purchased by Xcel Associates Inc. pursuant to a Share Purchase Agreement dated January 13, 2010 in the amount of $10,000 for 1,000,000 Preferred Series-A stock, a Share Purchase Agreement dated January 1, 2010 in the amount of $10,000 for 1,000,000 Preferred Series-A stock, and a Share Purchase Agreement dated January 1, 2010 in the amount of $20,000 for 1,000,000 Preferred Series-A stock where 800,000 shares were converted. The Common Stock is issued based on a per share price $0.0011 as of the close on August 28, 2013 which shall equal 28,000,000 shares in value of $ 30,800 PRINCIPAL AMOUNT.

On September 3, 2013, the Company issued 18,000,000 Common Shares to a third party investor as part of a conversion request and convertible note in the amount of $700,000 dated April 4, 2011. The Stock is issued based on a per share price $0.0005 which shall equal 18,000,000 shares in value of $ 9,000 PRINCIPAL AMOUNT.

On September 11, 2013, the Company issued 15,000,000 Common Shares to a third party investor as part of a conversion request and convertible note in the amount of $700,000 dated April 4, 2011. The Stock is issued based on a per share price $0.0004 which shall equal 18,000,000 shares in value of $ 6,000 PRINCIPAL AMOUNT.

On September 19, 2013, the Company issued 2,000,000 Preferred Series-A Shares to AJW Qualified Partners LLC as part of the Settlement Agreement. On September 10, 2013, the Company entered into an AGREEMENT FOR SETTLEMENT, RELEASE, AND ASSIGNMENT OF NOTES with the Joint Liquidators, Ian D. Stokoe and David A.K. Walker (together, the "Joint Liquidators") of PwC Corporate Finance and Recovery (Cayman) Ltd. on behalf of (AJW Master Fund, Ltd., AJW Master Fund II, Ltd., AJW Offshore, Ltd., AJW Partners, LLC, AJW Partners II, LLC, AJW Qualified Partners, LLC, New Millennium Capital Partners II, LLC, and New Millennium Capital Partners III, LLC). Ingen issued certain Callable Secured Convertible Notes (the "Notes") to the Funds with a total principal amount of $1,633,939.73 as of December 31, 2011, and is in default on the Notes. The Funds are judgment creditors of Ingen, as reflected in a judgment obtained in New York Supreme Court, filed and docketed on October 19, 2009 (the "Judgment"); and the Funds have filed a post-judgment action against Ingen in New York Supreme Court, Index No. 1543581/2013, which is now pending (the "Post-Judgment Lawsuit"). The Funds and Ingen desire to compromise and settle fully and finally, by the execution of this Agreement, all claims, causes of action, judgments and debts of any kind whatsoever, whether known or unknown, that arise or could have arisen from Ingen's failure to pay the amounts due to the Funds as required under the Notes. A Third-Party accredited investor has agreed under the AGREEMENT FOR SETTLEMENT, RELEASE, AND ASSIGNMENT OF NOTES to acquire the Notes, in full for $300,000 and to make payments on behalf of Ingen to the Funds to induce the Funds to discontinue and/or release claims they have or may have against Ingen.

On September 20, 2013, the Company issued 20,000,000 Common Shares to a third party investor as part of a conversion request and convertible note in the amount of $700,000 dated April 4, 2011. The Stock is issued based on a per share price $0.00045 which shall equal 18,000,000 shares in value of $ 9,000 PRINCIPAL AMOUNT.

On October 2, 2013, the Company issued 3,600,000 Preferred Series-A Shares to Rocco Albaneso as part of a contract agreement between Albaneso, Maremanno Corporation and Ingen, whereas Meramanno Corporation would provide consulting services. The stock is issued based on a per share price $0.0016 which shall equal 3,600,000 shares in value of $ 6,000 PRINCIPAL AMOUNT.

On December 19, 2013, the Company issued 25,000,000 Common Shares to a third party investor as part of a conversion request and convertible note in the amount of $700,000 dated April 4, 2011. The Stock is issued based on a per share price $0.0005 which shall equal 25,000,000 shares in value of $12,500 PRINCIPAL AMOUNT.

On January 13, 2014, the Company issued 24,000,000 Common Shares to a third party investor as part of a conversion request and convertible note in the amount of $700,000 dated April 4, 2011. The Stock is issued based on a per share price $0.0004 which shall equal 24,000,000 shares in value of $9,600 PRINCIPAL AMOUNT.

On March 10, 2014, the Company issued 24,900,000 Common Shares to a third party investor as part of a conversion request and convertible note in the amount of $700,000 dated April 4, 2011. The Stock is issued based on a per share price $0.0005 which shall equal 24,900,000 shares in value of $12,450 PRINCIPAL AMOUNT.

On March 11, 2014, the Company issued 42,000,000 Common Shares to a third party investor as part of a conversion request and convertible note in the amount of $315,000 dated August 7, 2007. The stock was issued based on a per share price $0.0004 which shall equal 42,000,000 shares in value of $ 16,800 PRINCIPAL AMOUNT.

On March 27, 2014, the Company issued 35,000,000 Common Shares to a third party investor as part of a conversion request and convertible note in the amount of $700,000 dated April 4, 2011. The Stock is issued based on a per share price $0.00045 which shall equal 35,000,000 shares in value of $15,750 PRINCIPAL AMOUNT.

On May 5, 2014, the Company issued 21,000,000 Common Shares to a third party investor as part of a conversion request and convertible note in the amount of $700,000 dated April 4, 2011. The Stock is issued based on a per share price $0.00045 which shall equal 21,000,000 shares in value of $9,450 PRINCIPAL AMOUNT.

On May 15, 2014, the Company issued 30,000,000 Common Shares to a third party investor as part of a conversion request and convertible note in the amount of $700,000 dated April 4, 2011. The Stock is issued based on a per share price $0.00045 which shall equal 30,000,000 shares in value of $13,500 PRINCIPAL AMOUNT.

On June 13, 2014, the Company issued 4,273,3334 restricted common shares each to Ashley Klearman, Joshua Klearman Brandon and Jon Klearman as part of a contract agreement between the company and Bradley Klearman. According to the 8K filed on September 28, 2009 and the Sales Employment Agreement, made on January 1, 2008, by and between Ingen Technologies and Brad C Klearman, and as per our written settlement letter dated July 15, 2010, addressed to Vincent R Krekeler, regarding the estate settlement of Bradley Craig Klearman, the company has agreed to allow 12,820,000 restricted Common Shares to be issued according to the agreement and subsequent settlement agreement. The Company had agreed to issue this quantity of shares based on the following: For his services the Company owes Brad Klearman 300,000 Common Shares plus $100,160.00 divided by the agreed upon value of $ 0.008 per share, which totals to 12,520,000 restricted Common Shares. The sum of the two amounts of shares owed is 12,820,000.

On June 17, 2014, the Company canceled 42,000,000 Common Shares to a third party investor as part of a conversion request issued on March 11, 2014 regarding a note in the amount of $315,000 dated August 7, 2007. The stock was issued based on a per share price $0.0004 which shall equal 42,000,000 shares in value of $ 16,800 PRINCIPAL AMOUNT.

On June 24, 2014, the Company issued 33,000,000 Common Shares to a third party investor as part of a conversion request and convertible note in the amount of $700,000 dated April 4, 2011. The Stock is issued based on a per share price $0.0003 which shall equal 33,000,000 shares in value of $9,900.00 PRINCIPAL AMOUNT.

On February 6, 2015, the Company issued 500,000,000 Common Shares to David S. Hanson, the CEO of Ingen Technologies, Inc. as part of a Board Resolution authorizing the issue of 500,000,000 common shares at a price of $.0001 for $50,000, and 12,500,000 Preferred Series-A Shares at a price of $.001 for $12,500 to retire $62,500 in debt owed to Mr. Hanson from the Company pursuant to the 8K filed on March 27, 2014.

On February 6, 2015, the Company issued 500,000,000 Common Shares to Gary B. Tilden, the Chairman/COO of Ingen Technologies, Inc. as part of a Board Resolution authorizing two issuances for a total of $100,000 whereas; the company has agreed to issue 500,000,000 common shares, in lieu of Preferred Shares at a price of $.0001 for $50,000, and 50,000,000 Preferred Series-A Shares at a price of $.001 for $50,000 to retire $100,000 in debt owed to Mr. Tilden from the Company pursuant to the 8K filed on March 27, 2014.

On February 6, 2015, the Company issued 1,000,000 Preferred Series-A Shares to Richard Campbell, the Director of Ingen Technologies, Inc. as part of a Board Resolution authorizing the issuance in accordance to Mr. Campbell's Director Agreement, the Company owes him an additional 500,000 each in Preferred Series-A Stock for the past two years (2013 and 2014 respectively) for a total of 1,000,000 shares pursuant to the 8K filed on March 27, 2014.

On February 6, 2015, the Company issued 1,000,000 Preferred Series-A Shares to Donn Miller, the Director of Ingen Technologies, Inc. as part of a Board Resolution authorizing the issuance in accordance to Mr. Campbell's Director Agreement, the Company owes him an additional 500,000 each in Preferred Series-A Stock for the past two years (2013 and 2014 respectively) for a total of 1,000,000 shares pursuant to the 8K filed on March 27, 2014.

On February 6, 2015, According to the Board of Director meeting on January 15, 2015 the Company agreed to cancel certain Preferred Series-A Stock owned by Scott Sand, a Former Beneficial Owner, in the aggregate amount of 62,294,293 shares. Specifically, certificate(s) no. 24 in the amount of 246,667 shares issued on May 16, 2008, certificate(s) no. 28 in the amount of 1,047,626 issued on November 3, 2008, certificate(s) no. 41 in the amount of 50,000,000 issued on January 21, 2009, and certificate no. 58 in the amount of 11,000,000 issued on June 23, 2009, pursuant to the 8K filed on March 27, 2014.

ITEM-5 CONDENSED FINANCIAL STATEMENTS (UNAUDITED)
Fiscal Year Ending May 31, 2015

Ingen Technologies, Inc.		
Unaudited Consolidated Balance Sheet		
Year Ending May 31, 2015		
	Balance as	
	of May 31, 2015	
ASSETS		
Current assets		
Cash	$	867.00
Inventories	$	189,195.00
Prepaid expenses		-0-
Total current assets	**$**	**190,062.00**
Property and equipment, net of accumulated		
depreciation of $128,556	$	128,556.00
TOTAL ASSETS	**$**	**318,618.00**
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable	$	405,298.00
Accrued expenses	$	6,754.00
Accrued Officer's Salaries/Employee Salaries	$	143,000.00
Short-term notes	$	-
Convertible notes payable	$	6,707,330.00
Total current liabilities	**$**	**7,262,382.00**
Long-term liabilities		
Derivative liability	$	15,580,014.00
Total long-term liabilities	$	15,580,014.00
Total liabilities	**$**	**22,842,396.00**
Stockholders' deficit		
Preferred stock, Series A, no par value, preferred liquidation		
value of $1.00 per share, 100,000,000 shares authorized		
and 96,217,402 issued and outstanding as of May 31, 2015		
total liquidation preference of $96,217,402	$	898,116.00
Common stock, no par value, authorized 8,000,000,000 shares		
8,000,000,000 shares,		
1,671,460,837 issued and outstanding as of May 31, 2015	$	20,749,337.00
Accumulated deficit	$	(33,357,009.00)
Total stockholders' deficit	$	(10,814,222.00)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	**$**	**318,618.00**
See notes to consolidated financial statements		

Ingen Technologies, Inc.		
Unaudited Consolidated Statement of Operations		
For the Year Ending May 31, 2015		
		For the year ended
		31-May-15
Sales	$	13,565.00
Cost of sales	$	(583.00)
Gross Profit	$	12,982.00
Selling, general and administrative expenses	$	(667,732.00)
Operating loss	$	(654,750.00)
Other (expenses)		
Interest expense	$	(357,691.00)
Change in derivative liability	$	101,387.00
Net loss before taxes	$	(1,012,441.00)
Provision for income taxes		-0-
Net loss	$	(1,012,441.00)
Basic and diluted net loss per share		-0.0004
Weighted average number of shares outstanding		1,671,460,837
		For the year ended
		5/31/2015
Numerator: Net loss	$	668,584.00
Denominator:		
Weighted Average Number of Shares		1,671,460,837
Net loss per share - Basic and diluted		-0.0004
See notes to consolidated financial statements		

Ingen Technologies, Inc. and Subsidiary						
Unaudited Consolidated Statement of Stockholders' Deficit						
For The Year Ending May 31, 2015						
	Series A Preferred Stock		**Common Stock**		**Retained**	
	Shares	Amount	Shares	Amount	Earnings	Total
Balance at February 28, 2015	**96,217,402**	**$ 673,521.00**	**1,671,640,837**	**$ 1,170,148.00**	**$ (33,494,767.00)**	**$ (10,814,222.00)**
Conversion of Series A Preferred stock						
into common stock						-
Issuance of Series A Preferred stock						
for services			0	$ -		
Issuance of common stock for conversions of notes			0	$ -		$ -
Net loss for Quarter ended May 31, 2015		-	-	-	$ -	$ -
Balance at May 31, 2015	**96,217,402**	**$ 673,521.00**	**1,671,640,837**	**$ 1,170,148.00**	**$ (33,494,767.00)**	**$ (10,814,222.00)**

Ingen Technologies, Inc.		
Unaudited Consolidated Statement of Cash Flows		
For The Year Ending May 31, 2015		
		For the year ended
		31-May-15
Cash flow from operating activities		
Net loss	$	(100,937.00)
Expenses paid with stock and options	$	-
Expenses paid through issuance of notes	$	4,002,151.00
Change in derivative liabilities	$	2,686,603.00
(Increase) decrease in prepaid ex		
(Decrease) increase in accounts payable	$	805.00
(Decrease) increase in accrued expenses	$	26,587.00
(Increase) decrease in inventory	$	(22,454.00)
Net cash used in operating activities	$	6,615,209.00
Cash flow from investing activities		
Purchase of property and equipment	$	-
Net cash used in investing activities	$	-
Cash flow from financing activities		
Proceeds from stockholder and officer loans	$	7,775.00
Net cash provided by financing activities	$	7,775.00
Net cash increase (decrease)	$	6,908.00
Cash at beginning of Quarter	$	1,836.00
Cash at end of Quarter	$	867.00
Supplemental information		
Cash paid for taxes	$	-
Cash paid for interest expense	$	-
Non-Cash Activities:		
Returned 0 common shares to treasury		-
preferred stock for common s		$0
Issuance of Series A preferred stock for services		-
Issuance of common stock for conversion of notes		$0
See notes to consolidated financial statements		

Ingen Technologies, Inc.
Notes to Unaudited Consolidated Financial Statements
For the Quarter Ending May 31, 2015

NOTE 1 - NATURE OF BUSINESS

Primary SIC Code - 3841 - Surgical and medical instruments, as of May 31, 2015

The company has never been a “shell company.” Pursuant to SEC Rule 144(i)(1) and Rule 144 (i)(2), Ingen Technologies, Inc., the Georgia Corporation (the “Issuer”), and pursuant to the corporate history herein, has always kept significant operations with assets greater than cash equivalents including, but not limited to, real property, intellectual property, and inventory.

Ingen Technologies, the Public Georgia Corporation, was incorporated in Georgia on April 10, 1998. The public company wholly owns a revenue producing subsidiary in the medical industry. The medical subsidiary has the same name as the public holding company, Ingen Technologies, Inc. (A Nevada Corporation), and is a Medical Device Manufacturing Corporation licensed in the State of California with the Department of Public Health which manufactures patented & proprietary medical products that are globally distributed for the respiratory industry and registered with the U.S. Food & Drug Administration. The company was granted FDA licensing, and ISO Certification, accordingly. The wholly owned subsidiary is also named Ingen Technologies, Inc., a Nevada corporation incorporated on June 10, 1999 (the "Company" or "Ingen Technologies"). The public company is current with its reporting obligations with OTC Markets under the symbols “IGNT". Ingen Technologies, Inc. (the Georgia corporation) owns 100% of the capital stock of Ingen Technologies, Inc., (the Nevada corporation). The public company has a fiscal year-end date of May 31st.

Ingen Technologies Corporate History

Ending May 31, 2015

The company has never been a “Shell-Company”. Pursuant to SEC Rule 144(i)(1) and Rule 144 (i)(2), Ingen Technologies, Inc., the Georgia Corporation (the “Issuer”), and pursuant to the corporate history herein, has always kept significant operations with assets greater than cash equivalents including, but not limited to, real property, intellectual property, and inventory.

The Company was incorporated under the laws of the State of Colorado on August 3, 1989, under the name of Regional Equities Corporation. The principals of this new corporation decided to develop and operate a chain of restaurants, and in August of 1990 changed its name to Classic Restaurants and completed an initial public offering of units consisting of its Class A Common Stock and three separate classes of warrants. All of the warrants issued in connection with the offering expired without any being exercised. The Company developed two Florida based restaurants. Effective upon the close of trading on July 12, 1994, the Company effectuated a 1-for-10,000 reverse stock split of its Class-A Common Stock. Effective on the close of trading on November 7, 1994, the Company effectuated a 10-for-1 forward stock split of its Class A and Class B Common Stock. In September 1995, the Company declared a 50% share dividend payable to the holders of record of its Class A and Class B Common Stock on October 13, 1995. At a special meeting of the shareholders of the Company held on April 13, 1998, the shareholders voted to close down the restaurants and approve a merger of the Company with and into Creative Recycling Technologies, Inc. ("CRTZ"), incorporated under the laws of the State of Georgia.

CRTZ developed a rubber tire recycling technology. The Company moved the state of incorporation from Colorado to Georgia. The merger became effective on April 14, 1998. As of the effective date of the merger, the Company ceased to exist as a separate legal entity, and CRTZ assumed, and became the owner of all of the liabilities and assets of the Company by operation of law. Under the Agreement and Plan of Merger, common and preferred shareholders received, for each share of common or preferred stock which they owned, one share of common or preferred stock in CRTZ which has the same rights, preferences and limitations as the shares which they owned in we immediately before the effective date of the merger. Effective upon the close of trading on April 14, 1998, the Company effectuated a 1-for-20 reverse stock split of its Class A and Class B Common Stock. The Company was dissolved on December 11, 1998 after a grievance regarding breach of the merger agreement of April 14, 1998.

On March 22, 2004, a merger agreement was approved between Creative Recycling Technologies (CRTZ) and Ingen Technologies, Inc., a private Nevada Corporation. Ingen Technologies, Inc. survived as the new subsidiary of Creative Recycling Technologies for the sole purpose of operating the new business. Creative Recycling Technologies changed its name to Ingen Technologies Inc., and remained a Georgia corporation, with completely new management and an active business plan in the medical devices industry, operated through the new subsidiary; “Ingen Technologies Inc.”, a Nevada Corporation, and wholly owned subsidiary of the public Company, Ingen Technologies Inc., a Georgia corporation.

The current subsidiary, Ingen Technologies, Inc. (the Nevada corporation), was founded and incorporated by Scott R. Sand on June 10, 1999. Upon the effective date of the merger in March of 2004, Mr. Sand became the Chief Executive Officer and Chairman of the Board of Directors for both the public company and the subsidiary. In February of 2011, Mr. Sand resigned his board position and officer position with the public company. Mr. Sand is currently an employee and major note holder to Ingen Technologies Inc. (the Georgia Corporation). The Company entered into an Employment Agreement with Mr. Sand to pay him $100,000 over a twelve-month period on February 4, 2014. The Company issued a convertible debenture to Mr. Sand in full payment for the contract. The terms of the debenture enable Mr. Sand to convert any portion of the debt into common stock on a quarterly basis at a discount rate of 50% to the trading price of the Company’s common stock. The debenture carries an interest rate of 12% per annum.

On December 5, 2005, the Company effected changes to the capital structure that reduced the number of authorized common shares from 500 million to 100 million. The number of authorized preferred shares remained unchanged at 40 million and was designated as Series-A Convertible Preferred Stock. The stockholders authorized a reverse split of common shares on a ratio of 40 into 1 and preferred shares on a ratio of 3 into 1.

On November 16, 2006, Ingen purchased the intellectual property rights for Oxyview. Ingen had co-invented the Oxyview product with a third party. The agreement gave Ingen sole ownership of the product and intangible pending patents associated with Oxyview. Patents for Oxyview are pending in the United States, Japan, People's Republic of China and the European Communities. Oxyview relates to flow meters which provide a visual signal for gas flow through a conduit. More particularly it relates to a flow meter which provides a visual cue viewable with the human eye, as to the flow of gas through a cannula which conventionally employs very low pressure and gas volume to a patient using the Oxyview. Ingen began selling Oxyview in November of 2006.

On February 12, 2008, the shareholders approved a resolution to amend the Articles of Incorporation to increase the number of authorized shares of common stock from 100,000,000 to 750,000,000, and authorized a reverse split of common shares on a ratio of 600 into 1, effective on August 27, 2008; thereby reducing the number of issued and outstanding shares from 342,946,942 to 572,259. The Series-A Convertible Preferred shares were not affected by this reverse stock split.

On August 27, 2008, Ingen effectuated a reverse stock split at a rate of one share for every six hundred (600) then outstanding. The Series A Preferred stock was not affected by these reverse stock splits.

On January 22, 2009, the stockholders authorized a reverse split of common shares on a ratio of 3,000 into 1. This reverse stock split went into effect on March 18, 2009. The cumulative effect of the two reverse stock splits in August 2008 and March 2009 was a rate of one share for every 1,800,000. The stockholders also approved an increase in the number of authorized shares of common stock to 2.5 billion and an increase in the number of authorized shares of the Series-A preferred stock to 100 million. There was a change in the rights of the Series-A preferred stock to include special voting rights, giving them 10 votes per share (previously each share received one vote, on equal footing with the common stock). The Series A preferred shares are now convertible into 10 shares of common stock (they previously were convertible at a rate of one for one).

On September 25, 2009, the shareholders authorized an increase of our authorized number of shares of common stock from 2.5 billion to 3.5 billion.

On April 12, 2010, the shareholders authorized an increase of our authorized number of shares of common stock from 3.5 billion to 8 billion.

On September 20, 2010, at the Annual Shareholder Meeting, the stockholders authorized a reverse split of common shares on a ratio of 1,000 into 1. The effects of all reverse stock splits, including this one, have been adjusted for in the financial statements herein. FINRA effectuated the reverse split on November 22, 2010.

In October-2010 the company accepted the resignations from the following Directors: Yong Sin Khoo, Christopher A. Wirth, Stephen O'Hara, John Finazzo and Charles E. Vorwaller.

On January 31, 2011, the Honorable Patricia A. Seitz, United States District Judge for the Southern District of Florida, signed a JUDGMENT OF PERMANENT INJUNCTION AND OTHER RELIEF AS TO DEFENDANT INGEN TECHNOLOGIES, INC. The Judgment permanently enjoins the Company from violating Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 of the Securities and Exchange Commission ("SEC). The Judgment also provides for disgorgement and a civil penalty, the amounts of which are to be determined once the SEC files a motion (not as yet filed). The Judgment incorporates the Company's Consent by reference. The Court retained jurisdiction. A full and complete copy of the Court's Judgment is incorporated herein by this reference.

On February 4, 2011 during a special meeting held by the Board of Directors, there was a majority vote to appoint Gary Tilden as Chief Operations Officer and a member of the Board of Directors for Ingen Technologies, Inc.

On February 14, 2011, at a duly constituted special meeting of the Directors of Ingen Technologies, Inc., Scott Sand resigned as the CEO and Chairman of the Board; the CFO and Secretary, Thomas J. Neavitt, was appointed interim CEO and Gary Tilden is elected as Chairman of the Board and Corporate Secretary. Scott Sand is no longer CEO or Chairman of the Board of Ingen Technologies. An 8-K is filed with Edgar regarding this matter. Thomas Neavitt was released as Corporate Secretary and Treasurer.

On April 22, 2011 the company filed an 8-K regarding Ingen Technologies, Inc., a Georgia corporation (the "Company") and its CEO, Scott R. Sand, who were named as defendants in an enforcement action filed by the Securities and Exchange Commission. The Complaint was filed on October 7, 2010 in the Southern District of Florida. Case Number 1:10-cv-23602-PAS styled Securities and Exchange Commission vs. Scott R. Sand and Ingen Technologies, Inc. On December 28, 2010, the Securities and Exchange Commission submitted the signed Consent of Defendant, Ingen Technologies, Inc. to resolve the issues of liability against the Company. The Company agreed to a Judgment of Permanent Injunction and Other Relief which, among other things, permanently restrains and enjoins the Company from violations of Section 17(a) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934, and Rule 10b-5 of the Exchange Act Rules. The Company was fined $25,000.

On September 7, 2011 the SEC had dismissed all monetary claims against Mr. Scott Sand, former CEO and former Chairman of the Board; including any civil penalties and disgorgement. The Plaintiff (SEC) Notice of Voluntary Dismissal Case 1:10-cv-23602-PAS was filed in the United States District Court, Southern District of Florida on September 7, 2011.

On September 7, 2012 an 8-K was filed with the SEC In connection with the Special Meeting with the Board of Directors of Ingen Technologies, Inc., a Georgia corporation, held on September 7, 2012, the existing majority of the Board of Directors appointed Richard G. Campbell, David Holland and Michael Cooper to serve as Directors. The Directors were stated to serve until the next shareholders meeting.

On March 10, 2013, the company accepted the resignation of David Holland and Michael Cooper as members of the Board of Directors.

On April 15, 2013, in connection with the Special Meeting with the Board of Directors of Ingen Technologies, Inc., a Georgia corporation, and pursuant to the majority vote of the Beneficial Shareholder on April 15, 2013, the following members were elected to serve on the Board of Directors. Gary B. Tilden, Chairman of the Board, Thomas J. Neavitt, Director and CEO, Richard Campbell, Director.

On April 29, 2013, the Registrant and its Board of Directors, and majority shareholder(s) adopted the PURCHASE and AGREEMENT OF ACQUISITION (the "Acquisition") dated April 29, 2013, with ATMC Inc., a Nevada corporation ("ATMC"). A copy of the PURCHASE and AGREEMENT OF ACQUISITION is filed as Exhibit 2.1 within the 8K filed with the SEC on April 29, 2013.

In connection with the Special Meeting with the Board of Directors of Ingen Technologies, Inc., a Georgia corporation, held on June 12, 2013, the existing majority of the Board of Directors appointed Donn Miller to serve as a Director. The Director will serve until the next shareholders meeting.

On September 10, 2013, the Company entered into an AGREEMENT FOR SETTLEMENT, RELEASE, AND ASSIGNMENT OF NOTES with the Joint Liquidators, Ian D. Stokoe and David A.K. Walker (together, the "Joint Liquidators") of PwC Corporate Finance and Recovery (Cayman) Ltd. on behalf of (AJW Master Fund, Ltd., AJW Master Fund II, Ltd., AJW Offshore, Ltd., AJW Partners, LLC, AJW Partners II, LLC, AJW Qualified Partners, LLC, New Millennium Capital Partners II, LLC, and New Millennium Capital Partners III, LLC). Ingen issued certain Callable Secured Convertible Notes (the "Notes") to the Funds with a total principal amount of $1,633,939.73 as of December 31, 2011, and is in default on the Notes. The Funds are judgment creditors of Ingen, as reflected in a judgment obtained in New York Supreme Court, filed and docketed on October 19, 2009 (the "Judgment"); and the Funds have filed a post-judgment action against Ingen in New York Supreme Court, Index No. 1543581/2013, which is now pending (the "Post-Judgment Lawsuit"). The Funds and Ingen desire to compromise and settle fully and finally, by the execution of this Agreement, all claims, causes of action, judgments and debts of any kind whatsoever, whether known or unknown, that arise or could have arisen from Ingen's failure to pay the amounts due to the Funds as required under the Notes. A Third-Party accredited investor has agreed under the AGREEMENT FOR SETTLEMENT, RELEASE, AND ASSIGNMENT OF NOTES to acquire the Notes, in full for $300,000 and to make payments on behalf of Ingen to the Funds to induce the Funds to discontinue and/or release claims they have or may have against Ingen.

On September 26, 2013 the company engaged John Root, Attorney, to provide legal services in resolving all concerns with the Depository Trust Company (DTC) regarding the Global Lock/"Chill". Occasionally a problem may arise with a company or its securities on deposit at The Depository Trust Company (DTC). In some of those cases DTC may impose a "chill" or a "freeze" on all the company's securities. A "chill" is a restriction placed by DTC on one or more of DTC's services, such as limiting a DTC participant's ability to make a deposit or withdrawal of the security at DTC. A chill may remain imposed on a security for just a few days or for an extended period of time depending upon the reasons for the chill and whether the issuer or transfer agent corrects the problem.

On November 1, 2013, In connection with the Special Meeting with the Board of Directors of Ingen Technologies, Inc., a Georgia corporation, and pursuant to the majority vote of the Beneficial Shareholder on November 1, 2013, David S. Hanson was elected to serve on the Board of Directors.

On February 4, 2014, in connection with the Special Meeting with the Board of Directors of Ingen Technologies, Inc., a Georgia corporation, and pursuant to the majority vote of the Beneficial Shareholder on February 4, 2014 David S. Hanson was appointed to serve as Chief Executive Officer of Ingen Technologies, Inc. Mr. Thomas Neavitt resigned as CEO.

On October 7, 2014 our former CFO, and Interim CEO, Thomas Neavitt, quietly passed away in Las Vegas. Mr. Neavitt served as the company's CFO from 2004 through 2014. The company will assign all debts owed to his beneficiary.

On October 10, 2014 Francis McDermott passed away of natural causes. Mr. McDermott and his wife Betty McDermott were the founders and creators of BAFI©, OxyAlert© and Oxyview©. The company is in the process of assigning the existing agreements to Mr. & Mrs. McDermott's beneficiary. The McDermott's were instrumental in developing the company's products from 1998 through 2014. They will sadly be missed.

On October 15, 2014, the Company sent a letter to the Depository Trust & Clearing Company requesting that the DTC recognize their responsibility to lift any/all restrictions placed upon Ingen's Common Stock for the good of Ingen's 671 shareholders. Previously, on October 20, 2009 the Company was notified by DTC's Deputy General Counsel, Isaac Montal, that there was a Chill placed on Ingen's securities. On October 20, 2009 the Company's General Counsel, Richard Weed, contacted DTC's Deputy General Counsel to confirm the reasons for DTC's decision to place a Chill, and requested the information required to remove the Chill. On October 23, 2009 Attorney Richard Weed, along with the assistance of Ingen's transfer agent, Worldwide Stock Transfer, provided all information to Mr. Montal as requested by DTC's Deputy General Counsel, Isaac Montal. Between October 23, 2009 and February 20, 2014, the Company did not receive any communication from DTC, despite multiple requests from Ingen to remove the Chill. On February 20, 2014 the Company hired Attorney John Root to make contact with DTC regarding the status of removing the Chill. Between February 20, 2014 and June 19, 2014 Mr. Root was engaged with providing various information with DTC required to remove the Chill. On June 9, 2014 Attorney John Root was directly notified by DTC of a Global Lock related to a Chill from 2009. DTC neglected to notify Ingen of the Global Lock, and attorney John Root was unaware of any notification sent by Federal Express due to a personal illness. On June 10, 2014 Ingen sent a formal request to DTC requesting an update, unknowingly that DTC had sent notification to John Root on June 9, 2014. DTC responded to Ingen, informing and providing Ingen's Chairman, Gary Tilden, with a copy of the letter that was sent to John Root on June 9, 2014. Based on the communication, DTC agreed to allow Ingen additional time to respond to removing the Global Lock and Chill. On June 19, 2014 the Company replaced Attorney John Root with Attorney William Haseltine in order to resolve all matters related to the Company and the Depository Trust Company concerning removal of the Global Lock and Chill. On July 8, 2014 Attorney William Haseltine submitted all of the required documents and responses to the Depository trust Company in order to remove the Global Lock and terminate the restrictions placed on the Company's securities. On July 29, 2014 the company received a request from DTC for additional modifications to the DTC Response Letter. On August 26, 2014 Attorney William Haseltine provided the final opinion and response to DTC in order to lift the Global Lock. Refer to the 8K filed on October 22, 2014.

On January 21, 2015 the company entered into a legal retainer agreement with the Securities Compliance Group LTD authorizing their legal representation to successfully provide corporate legal services to petition the SEC in relation to the final requirements of removing the Global Lock/Chill imposed upon the Client's securities by the Depository Trust Company. The Company has previously fully complied with the DTC as in reference to the 8K filing on March 27, 2015.

According to the Board of Director meeting on February 20th, 2015, the Board unanimously agreed to facilitate a name change of the existing corporation and amending our Certificate of Incorporation ("Certificate of Incorporation") to effect a reverse stock split of our currently issued and outstanding shares of each class of Capital Stock, mainly our Common Stock Series by a ratio of twenty five hundred for-one (2500:1), or as soon as it is approved by FINRA without reducing the number of our authorized shares of capital stock (the "Reverse Stock Split"). Refer to Exhibit 10.9 of the 8K filed on March 27, 2015.

In connection with the Board Meeting on March 19, 2015 of Ingen Technologies, Inc., a Georgia corporation, held on March 19, 2015, the majority of stockholders re-elected Directors David Hanson, Gary Tilden, Richard Campbell and Donn Miller. Further, the Board appointed David Hanson as the CEO and Gary Tilden as the COO.

Convertible Note(s) Outstanding History Summary
Ending May 31, 2015

12% $315,000 CONVERTIBLE DEBT DATED AUGUST 7, 2007

On August 7, 2007, we issued to an individual a note in the amount of $315,000 in consideration for services rendered under an agreement entered into on the same date. The note was issued with a 12% interest rate and a one-year term. This note is convertible at a 50% discount to the average closing price of the three days prior to conversion. On March 13, 2014, the Company issued 42,000,000 Common Shares to a third party investor as part of a conversion request and convertible note in the amount of $315,000 dated August 7, 2007. The Stock is issued based on a per share price $0.00055 which shall equal 42,000,000 shares in value of $ 23,100 PRINCIPAL AMOUNT. On June 17, 2014 the company retired the 42,000,000 shares and returned them to the treasury. As of May 31, 2015 the company owed the note holder $156,550 of this original note balance and $204,872 in accumulated interest.

$45,000 CONVERTIBLE DEBT DATED SEPTEMBER 1, 2009

On September 1, 2009, the Company issued to an individual a note in the amount of $45,000 in consideration for a contract to deliver services from September 2009 through August 2010. The note was issued without an interest rate and is due on demand. This note is convertible at a 50% discount to the average closing price of the three days prior to conversion with a maximum conversion price of $0.02. As of May 31, 2015 the company owed the note holder the entire balance was $45,000.

$48,000 CONVERTIBLE DEBT DATED SEPTEMBER 1, 2009

On September 1, 2009, the Company issued to an individual a note in the amount of $48,000 in consideration for a contract to deliver services from September 2009 through August 2010. The note was issued without an interest rate and is due on demand. This note is convertible at a 50% discount to the average closing price of the three days prior to conversion with a maximum conversion price of $0.02. As of May 31, 2015 the company owed the note holder the entire balance was $48,000.

$300,000 CONVERTIBLE DEBT DATED SEPTEMBER 1, 2009

On September 1, 2009, the Company issued to MedOx Corporation, Inc. a note in the amount of $300,000 in consideration for a contract to deliver services from September 2009 through February 2010. The note was issued without an interest rate and is due on demand. This note is convertible at a 40% discount to the average closing price of the three days prior to conversion with a maximum conversion price of $0.02. On February 26, 2015 this note was assigned to Jeff Gleckman. As of May 31, 2015 the company owed the note holder the entire balance was $300,000.

6% $50,000 CONVERTIBLE DEBT DATED DECEMBER 2, 2009

On December 2, 2009, the Company issued to an individual a 6% note in the amount of $50,000 in consideration for legal retainer. The note was issued with an interest rate of 6% due on demand. This note is convertible at a 40% discount to the average closing price of the three days prior to conversion with a maximum conversion price of $0.02. The note holder had applied fees in the amount of $27,657 against the note balance. There were no conversions on this note ending in the quarter May 31, 2015 with a total principal balance of $8,298 in and $5,705 in interest.

6% $60,000 CONVERTIBLE DEBT DATED June 11, 2010

On June 11, 2010, the Company issued to an accredited investor purchased a note in the amount of $60,000 issued with a 6% interest rate. This note is convertible at a 50% discount to the average closing price of the three days prior to conversion with a maximum conversion price of $0.30 On April 5, 2012 the note holder converted $8,761.27 at a price of $.00175 for 5,006,441 shares. As of May 31, 2015 the company owed the note holder $51,238 of this original note balance and $13,433 in accumulated interest.

$24,000 CONVERTIBLE DEBT DATED AUGUST 15, 2010

On August 15, 2010, the Company issued to an individual a note in the amount of $24,000 in consideration for services rendered under a Distribution Agreement entered into on the same date. The note was issued without interest and is due on demand. This note is convertible at a 40% discount to the average closing price of the three days prior to conversion with a maximum conversion price of $0.30. As of May 31, 2015 the company owed the note holder the entire balance was $24,000.

$45,000 CONVERTIBLE DEBT DATED SEPTEMBER 1, 2010

On September 1, 2010, the Company issued to an individual a note in the amount of $45,000 in consideration for a contract to deliver services from September 2010 through August 2011. The note was issued without an interest rate and is due on demand. This note is convertible at a 40% discount to the average closing price of the three days prior to conversion with a maximum conversion price of $0.02. As of May 31, 2015 the company owed the note holder the entire balance was $45,000.

6% $49,000 CONVERTIBLE DEBT DATED JANUARY 1, 2011

On January 1, 2011, the Company issued to Gary Tilden (who was appointed as our Chief Operations Officer on February 4, 2011 and our Chairman and Corporate Secretary on February 14, 2011) a note in the amount of $49,000 in consideration for serving as a consultant for the Company. The note was issued with a 6% interest rate and is payable on demand. The note is convertible at 50% of the average closing bid price on the three days prior to conversion (with a maximum conversion price of $0.02 per share). As of May 31, 2015 the company owed the note holder the principal balance of $49,000 and interest of $10,114.

6% $16,333 CONVERTIBLE DEBT DATED JANUARY 1, 2011

On January 1, 2011, According to the Consulting Agreement with Gary Tilden issued on January 1, 2011, the Company has agreed to issue a Convertible Note for $16,333.00. The Consulting agreement states that Mr. Tilden is to receive a total annual salary of $85,000.00 which was to paid $36,000.00 in cash, or $3,000.00 per month plus $49,000.00 annually, or $4083.25 monthly by Convertible Note. Since Mr. Tilden received a new Agreement, effective May 1, 2012, the amount of $16,333.00 is for adjusted salary for the first (4) months of 2012 (Jan. 1 – April 30, 2012). As of May 31, 2015 the company owed the note holder the principal balance of $16,333 and interest of $5,852.

6% $703,608 CONVERTIBLE DEBT DATED FEBRUARY 22, 2011

On February 22, 2011, the Company issued to Scott Sand a note in the amount of $703,608 for debts owed to him through cash loans Mr. Sand made to the company between 2004 through August 31, 2010 pursuant to previous filings and disclosure. The company agreed to remove this debt from accrued loans with 12% interest to a 6% Convertible Debt. There is no discount to market, the note was issued with a 6% interest rate at 100% of the average bid price on the three days prior to the date of Conversion and is payable on demand. This note has been transferred to a third party accredited investor on October 31, 2012. As of May 31, 2015 the company owed the note holder the entire balance of $703,608 and interest of $182,556.

$15,128 CONVERTIBLE DEBT DATED AUGUST 1, 2013

On August 1, 2013, the Company issued to an individual a note in the amount of $15,128 in consideration for a debt on the office lease for the company and this debt was removed from the company's account payables. The note was issued without an interest rate and is due on demand. This note is convertible at a 30% discount to the average closing price of the three days prior to conversion with a maximum conversion price of $0.02. As of May 31, 2015 the company owed the note holder the entire balance was $15,128.

6% $389,051 CONVERTIBLE DEBT DATED JANUARY 15, 2015

According to the Board of Director meeting on January 15, 2015 the Company has agreed to retire certain debt(s) owed to Gary Tilden, the Chairman and COO of the company. Ending November 30, 2014 the company owed an aggregate amount of salary to Mr. Tilden in the principal amount of $348,000, plus unpaid expenses of $18,130. This unpaid salary and expenses has accrued at an interest rate of 6%, with an outstanding interest of $21,652 for salary and another $1,269 for expenses. Further, in accordance to Mr. Tilden's Employment Agreement, the Company owes him an additional $50,000 each in Preferred Series-A Stock for the past two years for a total of $100,000. The company has agreed to convert the Salary and Expenses to an 6% convertible note in total value of $389,051 with 40% discount to the average of the three lowest trades in the previous 10 days to conversion.. Further, the company has agreed to convert the $100,000 to Shares. The Articles of Incorporation state that the Preferred Series-A shares can be converted to Common Shares at a rate of 1 Preferred Share for 10 Common Shares. There will be two issuances for a total of $100,000 whereas; the company has agreed to issue 500,000,000 common shares, in lieu of Preferred Shares at a price of $.0001 for $50,000, and 50,000,000 Preferred Series-A Shares at a price of $.001 for $50,000. As of May 31, 2015 the company owed the note holder the entire balance of $389.051 and interest of $5,708.

6% $141,159 CONVERTIBLE DEBT DATED JANUARY 15, 2015

According to the Board of Director meeting on January 15, 2015 the Company has agreed to retire certain debt(s) owed to David Hanson, the CEO of the company. Ending November 30, 2014 the company owed an aggregate amount of salary to Mr. Hanson in the principal amount of $130,500, plus unpaid expenses of $7,695. This unpaid salary and expenses has accrued at an interest rate of 6%, with an outstanding interest of $2,772 for salary and another $192 for expenses. Further, in accordance to Mr. Hanson's Employment Agreement, the Company owes him an additional $62,500 in Preferred Series-A Stock during the past year. The company has agreed to convert the Salary and Expenses to a 6% convertible note in total value of $141,159 with 40% discount to the average of the three lowest trades in the previous 10 days to conversion. Further, the company has agreed to convert the $62,500 to Shares. The Articles of Incorporation state that the Preferred Series-A shares can be converted to Common Shares at a rate of 1 Preferred Share for 10 Common Shares. There will be two issuances for a total of $62,500 whereas; the company has agreed to issue 500,000,000 common shares at a price of $.0001 for $50,000, and 12,500,000 Preferred Series-A Shares at a price of $.001 for $12,500. As of May 31, 2015 the company owed the note holder the entire balance of $141,159 and interest of $2,071.

6% $43,759 CONVERTIBLE DEBT DATED JANUARY 15, 2015

According to the Board of Director meeting on January 15, 2015 the Company has agreed to retire certain debt(s) owed to Richard Campbell, the Director of the company. Ending November 30, 2014 the company owed an aggregate amount of Expenses to Mr. Campbell in the principal amount of $43,759, inclusive of $4,500 in expenses and $39,259 owed for Engineering Services under RC Product Development and Engineering of Which Richard Campbell is President. This unpaid expense has not accrued interest. Further, in accordance to Mr. Campbell's Director Agreement, the Company owes him an additional 500,000 each in Preferred Series-A Stock for the past two years for a total of 1,000,000 shares. The company has agreed to convert the Salary and Expenses to an 6% convertible note in total value of $43,759 with 40% discount to the average of the three lowest trades in the previous 10 days to conversion. Further, the company has agreed to issue 1,000,000 Preferred Series-A Shares. The Articles of Incorporation state that the Preferred Series-A shares can be converted to Common Shares at a rate of 1 Preferred Share for 10 Common Shares. As of May 31, 2015 the company owed the note holder the entire balance of $43,759 and interest of $642.

6% $4,500 CONVERTIBLE DEBT DATED JANUARY 15, 2015

According to the Board of Director meeting on January 15, 2015 the Company has agreed to retire certain debt(s) owed to Donn Miller, the Director of the company. Ending November 30, 2014 the company owed an aggregate amount of Expenses to Mr. Miller in the principal amount of $4,500. This unpaid expense has not accrued interest. Further, in accordance to Mr. Miller's Director Agreement, the Company owes him an additional 500,000 each in Preferred Series-A Stock for the past year for a total of 1,000,000 shares. The company has agreed to convert the Expenses to an 6% convertible note in total value of $4,500 with 40% discount to the average of the three lowest trades in the previous 10 days to conversion. Further, the company has agreed to issue 1,000,000 Preferred Series-A Shares. The Articles of Incorporation state that the Preferred Series-A shares can be converted to Common Shares at a rate of 1 Preferred Share for 10 Common Shares. As of May 31, 2015 the company owed the note holder the entire balance of $4,500 and interest of $66.

6% $196,968 CONVERTIBLE DEBT DATED JANUARY 15, 2015

According to the Board of Director meeting on January 15, 2015 the Company has agreed to retire certain debt(s) owed to Scott Sand, a beneficial note holder of the company. Mr. Sand loaned cash to the company between April of 2012 and November 30, 2014. Ending November 30, 2014 the company owed a total principal amount of $148,235. This principal amount accrued interest at a rate of 6% for a total amount of $48,733. The Board of Directors have agreed to convert a total amount of $196,968 to a 6% convertible note with discount features of 40% of the average lowest three trades in the previous 20 days to conversion. The maturity date of this note is January 15, 2016. As of May 31, 2015 the company owed the note holder the entire balance of $196,968 and interest of $2,890.

6% $3,114,714.65 CONVERTIBLE DEBT DATED JANUARY 15, 2015

According to the Board of Director meeting on January 15, 2015 the Company agreed to cancel certain Preferred Series-A Stock owned by Scott Sand, a Beneficial Owner, in the aggregate amount of 62,294,293 shares. Specifically, as reference to the attached copy; certificate(s) no. 24 in the amount of 246,667 shares issued on May 16, 2008, certificate(s) no. 28 in the amount of 1,047,626 issued on November 3, 2008, certificate(s) no. 41 in the amount of 50,000,000 issued on January 21, 2009, and certificate no. 58 in the amount of 11,000,000 issued on June 23, 2009, The Board of Directors authorized a resolution stating that the shares would be canceled and replaced with a Convertible Note. According to the Articles of Incorporation, the Preferred Series-A shares have a conversion feature of 10 common shares for each Preferred Series-A

share. The company has agreed to convert these shares at an equivalent amount of 622,942,930 common shares at a common share price of $.005, which is equivalent to $3,114,714.65. The interest rate on this note will be 6%, and the conversion feature will be 40% discount to the average of the three lowest trade in the previous 10 days to conversion. This note will have a maturity date of January 15, 2016. As of May 31, 2015 the company owed the note holder the entire balance of $3,114,714 and interest of $45,704.

6% $112,000 CONVERTIBLE DEBT DATED March 19, 2015

According to the Board of Director meeting on March 19, 2015 the Company has agreed to renew the Employment Agreement with Scott Sand. Mr. Sand had an Employment Agreement dated February 4, 2014 whereas SAND will receive an annual salary of $100,000 in the form of a convertible note with conversion features of 50% discount and 12% interest. Ending February 3, 2015 the company owed a total principal amount of $100,000 to Mr. Sand under the terms of his Employment Agreement. This principal amount accrued interest at a rate of 12% for a total amount of $12,000. The Board of Directors have agreed to convert a total amount of $112,000 to an 6% convertible note with discount features of 40% of the average lowest three trades in the previous 20 days to conversion. The maturity date of this note is March 20, 2016. As of May 31, 2015 the company owed the note holder the entire balance of $112,000 and interest of $1,643.

Wrap-Around Agreements with Convertible Note(s)
Features Outstanding History Summary Ending May 31, 2015

15% $ 796,423 Wrap-Around Agreement September 1, 2009

On September 1, 2009, the Company issued to an Accredited Investor a note in the form of a Wrap-Around Agreement in the amount of $796,423 for debts the company owed to its former CEO and Chairman, Scott Sand, regarding various cash loans Mr. Sand made to the company between 2004 through August 31, 2010 according to previous public filings and disclosure previously filed. The company agreed to remove this debt from accrued loans with 15% interest to a Wrap-Around Agreement with a third party accredited investor. The agreement allows the investor to convert the amount to free trading shares at 50% of the closing price of the previous day, not to exceed a price of $0.015/share, and the note was issued with a 15% interest rate. The accredited investor had converted $450,000 prior to February, 2010 as disclosed in the audited financial statements at that time. As of May 31, 2015 the total principal balance of this note is $376,423 and interest of $328,827.

6% $60,000 Wrap-Around Agreement February 14, 2011

On February 14, 2011, the Company issued to an Accredited Investor a note in the form of a Wrap-Around Agreement in the amount of $60,000 for debts the company owed to its former CEO and Chairman, Scott Sand, regarding various cash loans Mr. Sand made to the company between 2004 through August 31, 2010 according to previous public filings and disclosure previously filed. The company agreed to remove this debt from accrued loans with 12% interest to a Wrap-Around Agreement with a third party accredited investor. The agreement allows the investor to convert the amount to free trading shares at 50% of the closing price of the previous day, not to exceed a price of $0.015/share, and the note was issued with a 6% interest rate. As of August 31, 2012 the accredited investor had converted $30,000 for a total of 1,999,999 unrestricted common shares at a discounted share price of $.015 on 2/15/2011. The actual closing share price on 2/14/2011 was $.03. The note holder converted $9,500 on December 14, 2012 at a price of $.0019, which was 50% of the previous day's close of $.0038 for 5,000,000 common shares. The note holder converted $10,400 on January 11, 2013 at a price of $.0013, which was 50% of the previous day's close of $.0026 for 8,000,000 common shares. As of May 31, 2015 the company owed the note holder $10,100 of this original note balance and $4,440 in accumulated interest.

6% $100,000 Wrap-Around Agreement March 2, 2011

On March 2, 2011, the Company issued to an Accredited Investor a note in the form of a Wrap-Around Agreement in the amount of $100,000 for debts the company owed to its former CEO and Chairman, Scott Sand, regarding various cash loans Mr. Sand made to the company between 2004 through August 31, 2010 according to previous public filings and disclosure previously filed. The company agreed to remove this debt from accrued loans with 12% interest to a Wrap-Around Agreement with a third party accredited investor. The agreement allows the investor to convert the amount to free trading shares at 50% of the closing price of the previous day, not to exceed a price of $0.015/share, and the note was issued with a 6% interest rate. As of August 31, 2012 the accredited investor had converted $72,690.75 for a total of 10,785,741 unrestricted common shares at a discounted share price of $.015 on 3/23/2011 for 666,666 unrestricted common shares, $.01 on 6/12/2012 for 4,619,075 unrestricted common shares, and $.003 on 8/22/2012 for 5,500,000 unrestricted common shares. The actual closing share price on 3/22/2011 was $.03, on 6/11/2012 $.02 and on 8/21/2012 $.006. On 09/6/2012 the accredited investor converted $11,880 for a total of 5,400,000 common shares at a stock price of $.0022 (the previous day's closing price was $.0044). On 11/12/2012 the accredited investor converted $8,000 for a total of 4,000,000 common shares at a stock price of $.002 (the previous day's closing price was $.004). On 11/29/2012 the accredited investor converted $12,500 for 5,000,000 common shares at a stock price of $.0025 (the previous day's closing stock price was $.005). There is a remaining interest balance of $886.25 on this note as of May 31, 2015.

12% $700,000 Wrap-Around Agreement April 4, 2011

On April 4, 2011, the Company issued to an Accredited Investor a note in the form of a Wrap-Around Agreement in the amount of $700,000 for debts the company owed to its former CEO and Chairman, Scott Sand, regarding various cash loans Mr. Sand made to the company between 2004 through August 31, 2010 according to previous public filings and disclosure previously filed. The company agreed to remove this debt from accrued loans with 12% interest to a Wrap-Around Agreement with a third party accredited investor. The agreement allows the investor to convert the amount to free trading shares at 50% of the closing price of the previous day, not to exceed a price of $0.015/share, and the note was issued with a 12% interest rate. As of May 31, 2015 the accredited investor had converted a total of $170,500 of debt to stock, and there is a remaining principal balance of $529,500 on this note with an additional interest of $309,384.

6% $399,000 Wrap-Around Agreement January 8, 2013

On January 8, 2013, the Company issued to an Accredited Investor a note in the form of a Wrap-Around Agreement in the amount of $399,000 for debts the company owed to its former CEO and Chairman, Scott Sand, regarding various cash loans Mr. Sand made to the company between 2004 through August 31, 2010 according to previous public filings and disclosure previously filed. The company agreed to remove this debt from accrued loans with 6% interest to a Wrap-Around Agreement with a third party accredited investor. The agreement allows the investor to convert the amount to free trading shares at 50% of the closing price of

the previous day, not to exceed a price of $0.015/share, and the note was issued with a 6% interest rate. As of May 31, 2015 the accredited investor had not converted any debt to stock, and there is a remaining balance of $399,000 on this note with a total interest of $52,817.

SUMMARY OF Convertible/Debt-Wrap Agreement(s) HISTORY AS OF May 31, 2015

From June 1, 2008 through May 31, 2015, the Company entered into a series of Convertible/Debt-Wrap agreements with existing agreements totaling $7,764,643.65 with remaining total principal of $6,797,329.88 and with accumulated interest of $1,177,610.

STOCK ISSUANCES SUMMARY for quarter ending May 31, 2015

In the quarter ended May 31, 2015, there were no issuances of Common Stock.

There were no issuances or conversion of Preferred Series-A stock to common stock. The Company's Articles of Incorporation filed with the State of Georgia specify in Section 3.4(f) the (Conversion Rights) for each Preferred Series-A share whereas: each share of Preferred Series-A stock is convertible at any time after the date of issuance of such share into ten (10) shares of fully paid and non-assessable share of common stock.

Patents, trademarks, licenses, franchises, concessions or royalty agreements
Ending May 31, 2015

Patents, trademarks and trade secrets are essential to the profitability of our products, and our company policy is to pursue intellectual property protection aggressively for all our products.

Intellectual Property

Issued U.S. Patents:

OxyAlert® October 24, 2000, US Patent no. 6,137,417 and expires August 24, 2019
OxyAlert® December 4, 2001, US Patent no. 6,326,896 and expires October 24, 2020

Issued Foreign Patents:

Oxyview® July 1, 2009, Chinese Patent no. 200710005067.4 and expires April 23, 2029

Pending U.S. Patents:

Oxyview® filed June 16, 2006, pending serial no. 78-886168
Smart Color Cannula- Provisional patents filed on 6/25/2010
Ingen Drug Thermos - Provisional patents filed on 6/25/2010

Pending Foreign Patents:

Oxyview® Japanese Patent Application no. 2006-331151
Oxyview® European Patent Application no. 06,122,455.6

Registered Trademarks:

BAFI® on November 21, 2000 registration no. 2,406,214
OxyAlert® on April 4, 2006, registration no. 3,076,716
GasAlert® on April 11, 2006, registration no. 3,079,488
Oxyview® on August 20, 2008, registration no. 3,433,217
Secure Balance® April 12, 2009 registration no. 77-405551
Smart Nasal Cannula® February 18, 2010 Pending serial number 77,962,717
INGEN Pulse Oximeter® February 18, 2010 Pending serial number 77,962,724

License and Certifications

The following is a summary of our Licenses and Certifications

Licenses:

Business License with the City of Riverside: License No. BL00146855 Expires on 1/31/2016
Device Manufacturing License, State of California: License No. 59495 Expires on 01/15/2014 (Renewal Pending)

Certifications:

Certificate of Registration with the Food & Drug Administration No. 3005686889 (Renewal Pending)
Certificate of Registration ISO 13485:2003 No. 558809 Expires 03/14/2013 (Renewal Pending)
Certificate of Existence with the State of Georgia issued on 03/09/2016
Certificate of Existence with the State of Nevada issued on 03/09/2016
Export Certificate No. 47146 for Taiwan issued on 03/19/2008
Export Certificate No. 47146 for China issued on 03/19/2008
Export Certificate No. 47146 for Saudi Arabia issued on 10/02/2008

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

The accompanying unaudited interim consolidated financial statements of Ingen Technologies, Inc. ("Ingen" or the "Company") have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission ("SEC"), and should be read in conjunction with the financial statements and notes thereto contained in the Company's annual report for the Quarter Ending May 31, 2015.

In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the consolidated financial statements which would substantially duplicate the disclosure contained in the unaudited consolidated financial statements for the most recent fiscal year ended May 31, 2015, and the most recent quarter ending February 28, 2015 have been omitted.

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 at the date of the balance sheet. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid short-term investments purchased with an original maturity of twelve months or less to be cash equivalents. The Company maintains its cash in institutions insured by the Federal Deposit Insurance Corporation ("FDIC").

Subsequent Events

Ingen evaluated subsequent events through the date these financial statements were issued for disclosure purposes.

Recent Accounting Pronouncements

Ingen's management does not believe that any recently issued effective pronouncements, or pronouncements issued but not yet effective, if adopted, would have a material effect on the accompanying financial statements.

The accompanying unaudited consolidated financial statements of Ingen 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. The Company sustained a net loss and utilized cash for operating activities of for the three months ended May 31, 2015. The Company had a working capital deficiency, stockholders' deficiency and accumulated deficit, respectively, at May 31, 2015. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. Without realization of additional capital, it would be unlikely for Ingen to continue as a going concern. Ingen's management plans on raising cash from public or private debt or equity financing, on an as needed basis, and in the longer term, revenues from the medical and telecom subsidiaries. Ingen's ability to continue as a going concern is dependent on these additional cash financings, and, ultimately, upon achieving profitable operations through the development of its businesses.

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Principle of Consolidation and Presentation

The accompanying consolidated financial statements include the accounts of Ingen Technologies, Inc. and its subsidiary after elimination of all intercompany accounts and transactions. Certain prior period balances have been reclassified to conform to the current period presentation.

Use of estimates

The preparation of the accompanying consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make certain estimates and assumptions that directly affect the results of reported assets, liabilities, revenue, and expenses. Actual results may differ from these estimates.

Revenue Recognition

The Company recognizes product revenue when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable, and collection is probable. In instances where final acceptance of the product is specified by the customer, revenue is deferred until all acceptance criteria have been met. No provisions were established for estimated product returns and allowances based on the Company's historical experience. All orders are customized with substantial down payments or prepayment arrangements. Products are released upon receipt of the remaining funds.

Certain of the Company's sales include a limited right for the customer to return the product if they are not satisfied. In accordance with SFAS No. 48, *Revenue Recognition When Right of Return Exists*, the Company makes periodic assessments of return activity and if necessary records a reserve for product returns.

Cash Equivalents

For purposes of the statements of cash flows, the Company considers all highly liquid debt instruments with an original maturity of three months or less to be cash equivalents.

Fair Value of Financial Instruments

The Company's financial instruments consist principally of cash, accounts receivable, inventories, accounts payable and borrowings. The Company believes the financial instruments' recorded values approximate current values because of their nature and respective durations. The fair value of embedded conversion options and stock warrants are based on a Black-Scholes fair value calculation. The fair value of convertible notes payable has been discounted to the extent that the fair value of the embedded conversion option feature exceeds the face value of the note. This discount is being amortized over the term of the convertible note.

Inventories

The Company carries its inventories at cost, inclusive of freight and sales taxes.

Property and Equipment

Property and Equipment are valued at cost. Maintenance and repair costs are charged to expenses as incurred. Depreciation is computed on the straight-line method based on the following estimated useful lives of the assets: 5 years for computer, software and office equipment, and 7 years for furniture and fixtures.

Convertible Notes Payable and Derivative Liabilities

The Company accounts for convertible notes payable and warrants in accordance with Statement of Financial Accounting Standards (SFAS) No. 133, "Accounting for Derivative Instruments and Hedging Activities." This standard requires the conversion feature of convertible debt be separated from the host contract and presented as a derivative instrument if certain conditions are met. Emerging Issue Task Force (EITF) 00-19, "Accounting for Derivative Financial Instruments Indexed to and Potentially Settled in a Company's Own Stock" and EITF 05-2, "The Meaning of "Conventional Convertible Debt Instrument" in issue NO. 00-19" were also analyzed to determine whether the debt instrument is to be considered a conventional convertible debt instrument and classified in stockholders' equity.

All convertible notes payable were evaluated and determined not to be conventional convertible debt instruments and, therefore, because of certain terms and provisions including liquidating damages under the associated registration rights agreement the embedded conversion option was bifurcated and has been accounted for as a derivative liability instrument. The stock warrants issued in conjunction with the convertible notes payable were also evaluated and determined to be a derivative instrument and, therefore, classified as a liability on the balance sheet. The accounting guidance also requires that the conversion feature and warrants be recorded at fair value for each reporting period with changes in fair value recorded in the consolidated statements of operations.

A Black-Scholes valuation calculation was applied to both the conversion features and warrants at issuance dates and again on every subsequent quarter. The issuance date valuation was used for the effective debt discount that these instruments represent. The debt discount is amortized over the life of the debts using the effective interest method. The May 31, 2014 and May 31, 2015 valuations were used to record the fair value of these instruments at the end of the reporting period with any difference from prior period calculations reflected in the consolidated statement of operations.

Common Stock

On August 27, 2008, Ingen effectuated a reverse stock split at a rate of one share for every six hundred (600) then outstanding. The Series A Preferred stock was not affected by this reverse stock split. On March 18, 2009, Ingen effectuated another reverse stock split. This additional reverse split was at a rate of one share for every three thousand (3,000) then outstanding. The cumulative effect of these two reverse stock splits was a rate of one share for every 1,800,000. The Series A Preferred stock was not affected by these reverse stock splits. On September 28, 2009, the Company increased its number of authorized shares of common stock from 2.5 billion to 3.5 billion. On April 12 2010, the Company increased its total authorized common shares from 3.5 billion to 8.0 billion. On November 22, 2010, the Company effectuated another reverse stock split on its common stock at a rate of one share for every one thousand (1,000) then outstanding. The total cumulative effect of the three reverse stock splits since August 2008 is one share for every 1.8 billion. The effects of all reverse stock splits are reflected in the unaudited financial statements contained herein and as a part of the Corporate History section.

Preferred Stock

Ingen has authorized 100,000,000 shares of Series A Convertible Preferred Stock. The Series A stock is not entitled to dividends. Ingen has the right but not the obligation to redeem each share of Series A stock at a price of $1.00 per share. In the event of voluntary or involuntary liquidation, dissolution, or winding up of the corporation, each share of Series A shall be entitled to receive from the assets of the Company $1.00 per share, which shall be paid or set apart before the payment or distribution of any assets of the corporation to the holders of the Common Stock or any other equity securities of the Company. Each share of Series A shall be entitled to vote on all matters with the holders of the Common Stock. Each share of Series A stock shall be entitled to ten votes. The holders of the Series A voting as a class shall be entitled to elect one person to serve on the Company's Board of Directors. The Series A is convertible into ten shares of fully paid and non-assessable share of Common Stock upon 65 days of written notice. The Series A stock shall not be affected by or subject to adjustment following any change to the amount of authorized shares of Common Stock or the amount of Common Stock issued and outstanding caused by any split or consolidation of the Company's Common Stock.

Income Taxes

Income tax expense is based on pretax financial accounting income. Deferred tax assets and liabilities are recognized for the expected tax consequences of temporary differences between the tax bases of assets and liabilities and their reported amounts. The Company records a valuation allowance to reduced deferred tax assets to the amount that is believed more likely than not to be realized.

Net Loss Per Share

Basic net loss per share includes no dilution and is computed by dividing net loss available to common stockholders by the weighted average number of common stock outstanding for the period. Diluted net loss per share does not differ from basic net loss per share since potential shares of common stock are anti-dilutive for all periods presented. Potential shares consist of Series A preferred stock and outstanding warrants.

Management does not believe there would have been a material effect on the accompanying financial statements had any recently issued, but not yet effective, accounting standards been adopted in the current period.

NOTE 3 - LIQUIDITY/GOING CONCERN

The Company has an accumulated deficit of $33,357,009 as of May 31, 2015, and has had negative cash flows from operating activities during the period from reactivation (March 22, 2004) through May 31, 2015 as well as very limited cash resources as of May 31, 2015. The loss was primarily due to the issuance of common stock and conversions for both note holders and professional services. These factors raise substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. Management plans to continue to seek to build the foundations of its medical businesses, but it may be unable to do for a number of reasons, including the inability to reach final agreements with its partners and the inability to raise sufficient funds to commence and operate its business.

NOTE 4 - PROPERTY AND EQUIPMENT

Property and equipment is summarized as follows:

	As of May 31, 2015
Dies, Molds & Tooling	128,566
Leasehold Improvements	-0-
	128,566
Less accumulated depreciation	-0-
Property and Equipment, net	$ 128,566

NOTE 5 - ACCRUED EXPENSES

Accrued expenses at May 31, 2015 consist of:

	As of May 31, 2015
Accrued compensation	$ 143,000
Accrued interest expense	3,139
Accrued taxes	-0-
Accrued royalties payable	1,663
Total	$ 147,802

NOTE 6 – RELATED PARTY TRANSACTIONS AND BALANCES

According to the Board of Director meeting on January 15, 2015 the Company has agreed to retire certain debt(s) owed to Scott Sand, a beneficial note holder of the company. Mr. Sand loaned cash to the company between April of 2012 and November 30, 2014. Ending November 30, 2014 the company owed a total principal amount of $148,235. This principal amount accrued interest at a rate of 6% for a total amount of $48,733. The Board of Directors have agreed to convert a total amount of $196,968 to a 6% convertible note with discount features of 40% of the average lowest three trades in the previous 20 days to conversion. The maturity date of this note is January 15, 2016. Refer to Exhibit 10.8 of the 8K filed on March 27, 2015.

According to the Board of Director meeting on March 19, 2015 the Company has agreed to renew the Employment Agreement with Scott Sand. Mr. Sand had an Employment Agreement dated February 4, 2014 whereas SAND will receive an annual salary of $100,000 in the form of a convertible note with conversion features of 50% discount and 12% interest. Ending February 3, 2015 the company owed a total principal amount of $100,000 to Mr. Sand under the terms of his Employment Agreement. This principal amount accrued interest at a rate of 12% for a total amount of $12,000. The Board of Directors have agreed to convert a total amount of $112,000 to an 6% convertible note with discount features of 40% of the average lowest three trades in the previous 20 days to conversion. The maturity date of this note is March 20, 2016. Refer to Exhibit 10.8 of the 8K filed on March 27, 2015.

According to the Board of Director meeting on January 15, 2015 the Company agreed to cancel certain Preferred Series-A Stock owned by Scott Sand, a Beneficial Owner, in the aggregate amount of 62,294,293 shares. Specifically, as reference to the attached copy; certificate(s) no. 24 in the amount of 246,667 shares issued on May 16, 2008, certificate(s) no. 28 in the amount of 1,047,626 issued on November 3, 2008, certificate(s) no. 41 in the amount of 50,000,000 issued on January 21, 2009, and certificate no. 58 in the amount of 11,000,000 issued on June 23, 2009, The Board of Directors authorized a resolution stating that the shares would be canceled and replaced with a Convertible Note. According to the Articles of Incorporation, the Preferred Series-A shares have a conversion feature of 10 common shares for each Preferred Series-A share. The company has agreed to convert these shares at an equivalent amount of 622,942,930 common shares at a common share price of $.005, which is equivalent to $3,114,714.65. The interest rate on this note will be 6%, and the conversion feature will be 40% discount to the average of the three lowest trade in the previous 10 days to conversion. This note will have a maturity date of January 15, 2016. Refer to Exhibit 10.8 of the 8K filed on March 27, 2015.

According to the Board of Director meeting on January 15, 2015 the Company has agreed to retire certain debt(s) owed to Gary Tilden, the Chairman and COO of the company. Ending November 30, 2014 the company owed an aggregate amount of salary to Mr. Tilden in the principal amount of $348,000, plus unpaid expenses of $18,130. This unpaid salary and expenses has accrued at an interest rate of 6%, with an outstanding interest of $21,652 for salary and another $1,269 for expenses. Further, in accordance to Mr. Tilden's Employment Agreement, the Company owes him an additional $50,000 each in Preferred Series-A Stock for the past two years for a total of $100,000. The company has agreed to convert the Salary and Expenses to an 6% convertible note in total value of $389,051 with 40% discount to the average of the three lowest trades in the previous 10 days to conversion.. Further, the company has agreed to convert the $100,000 to Shares. The Articles of Incorporation state that the Preferred Series-A shares can be converted to Common Shares at a rate of 1 Preferred Share for 10 Common Shares. There will be two issuances for a total of $100,000 whereas; the company has agreed to issue 500,000,000 common shares, in lieu of Preferred Shares at a price of $.0001 for $50,000, and 50,000,000 Preferred Series-A Shares at a price of $.001 for $50,000. Refer to Exhibit 10.4 of the 8K filed on March 27, 2015.

According to the Board of Director meeting on January 15, 2015 the Company has agreed to retire certain debt(s) owed to David Hanson, the CEO of the company. Ending November 30, 2014 the company owed an aggregate amount of salary to Mr. Hanson in the principal amount of $130,500, plus unpaid expenses of $7,695. This unpaid salary and expenses has accrued at an interest rate of 6%, with an outstanding interest of

$2,772 for salary and another $192 for expenses. Further, in accordance to Mr. Hanson's Employment Agreement, the Company owes him an additional $62,500 in Preferred Series-A Stock during the past year. The company has agreed to convert the Salary and Expenses to a 6% convertible note in total value of $141,159 with 40% discount to the average of the three lowest trades in the previous 10 days to conversion. Further, the company has agreed to convert the $62,500 to Shares. The Articles of Incorporation state that the Preferred Series-A shares can be converted to Common Shares at a rate of 1 Preferred Share for 10 Common Shares. There will be two issuances for a total of $62,500 whereas; the company has agreed to issue 500,000,000 common shares at a price of $.0001 for $50,000, and 12,500,000 Preferred Series-A Shares at a price of $.001 for $12,500. Refer to Exhibit 10.5 of the 8K filed on March 27, 2015.

According to the Board of Director meeting on January 15, 2015 the Company has agreed to retire certain debt(s) owed to Richard Campbell, the Director of the company. Ending November 30, 2014 the company owed an aggregate amount of Expenses to Mr. Campbell in the principal amount of $43,759, inclusive of $4,500 in expenses and $39,259 owed for Engineering Services under RC Product Development and Engineering of Which Richard Campbell is President. This unpaid expense has not accrued interest. Further, in accordance to Mr. Campbell's Director Agreement, the Company owes him an additional 500,000 each in Preferred Series-A Stock for the past two years for a total of 1,000,000 shares. The company has agreed to convert the Salary and Expenses to an 6% convertible note in total value of $43,759 with 40% discount to the average of the three lowest trades in the previous 10 days to conversion. Further, the company has agreed to issue 1,000,000 Preferred Series-A Shares. The Articles of Incorporation state that the Preferred Series-A shares can be converted to Common Shares at a rate of 1 Preferred Share for 10 Common Shares. Refer to Exhibit 10.6 of the 8K filed on March 27, 2015.

According to the Board of Director meeting on January 15, 2015 the Company has agreed to retire certain debt(s) owed to Donn Miller, the Director of the company. Ending November 30, 2014 the company owed an aggregate amount of Expenses to Mr. Miller in the principal amount of $4,500. This unpaid expense has not accrued interest. Further, in accordance to Mr. Miller's Director Agreement, the Company owes him an additional 500,000 each in Preferred Series-A Stock for the past year for a total of 1,000,000 shares. The company has agreed to convert the Expenses to an 6% convertible note in total value of $4,500 with 40% discount to the average of the three lowest trades in the previous 10 days to conversion. Further, the company has agreed to issue 1,000,000 Preferred Series-A Shares. The Articles of Incorporation state that the Preferred Series-A shares can be converted to Common Shares at a rate of 1 Preferred Share for 10 Common Shares. Refer to Exhibit 10.7 of the 8K filed on March 27, 2015.

On January 21, 2015 the company entered into a legal retainer agreement with the Securities Compliance Group LTD authorizing their legal representation to successfully provide corporate legal services to petition the SEC in relation to the final requirements of removing the Global Lock/Chill imposed upon the Client's securities by the Depository Trust Company. The Company has previously fully complied with the DTC as in reference to the 8K filing on October 22, 2014.

According to the Board of Director meeting on March 19th, 2015, the Board unanimously agreed to revise any/all Director Agreements for David S Hanson, Gary B Tilden, Richard G Campbell and Donn W Miller. The Directors Agreements were revised to insure accuracy and updated to comply with corporate objectives.

According to the Board of Director meeting on March 19th, 2015, the Board unanimously agreed to offer revised Employment Agreements for David S Hanson, CEO and Gary B Tilden, COO. The Employment Agreements were revised to insure accuracy and updated to correspond with the current business operations.

According to the Board of Director meeting on March 19, 2015 the Company has agreed to renew the Employment Agreement with Scott Sand. Mr. Sand had an Employment Agreement dated February 4, 2014 whereas SAND will receive an annual salary of $100,000 in the form of a convertible note with conversion features of 50% discount and 12% interest. Ending February 3, 2015 the company owed a total principal amount of $100,000 to Mr. Sand under the terms of his Employment Agreement. This principal amount accrued interest at a rate of 12% for a total amount of $12,000. The Board of Directors have agreed to convert a total amount of $112,000 to an 6% convertible note with discount features of 40% of the average lowest three trades in the previous 20 days to conversion. The maturity date of this note is March 20, 2016.

Officer/Director/Beneficial Holder Loans & Expenses for Quarter Ending May 31, 2015

Officer Loans	Current Loans	Past Due	Total of Expenses	Accrued Interest at 6%
Gary Tilden	$ 2,868.00	$ 903.00	$ 3,771.00	$ 68.59
David Hanson	$ 1,927.99	$ 1,055.92	$ 2,983.91	$ 59.26
R. Campbell	$ -	$ -	$ -	$ -
Donn Miller	$ -	$ -	$ -	$ -
Total	**$ 4,795.99**	**$ 1,958.92**	**$ 6,754.91**	**$ 127.85**

Officer/Director Accrued Unpaid Salary & Shares for Quarter Ending May 31, 2015

Name	Amount of Salary	Shares Due	Total	ACCRUED INTEREST 6%
G. Tilden	$ 36,000.00	$ 35,500.00	$ 71,500.00	$ 1,569.92
D. Hanson	$ 36,000.00	$ 35,500.00	$ 71,500.00	$ 1,569.92
R. Campbell	$ -	$ -	$ -	$ -
Donn Miller	$ -	$ -	$ -	$ -
Total	**$ 72,000.00**	**$ 71,000.00**	**$ 143,000.00**	**$ 3,139.84**

NOTE 7 - CONVERTIBLE NOTES PAYABLE AND DERIVATIVE LIABILITIES
For the Quarter Ending May 31, 2015

Ingen Technologies, Inc.							
Derivative Liabilities Ending May 31, 2015							
		Original	Interest	Current	Accrued		Conversion
Note Date	Investor/Note Holder	Balance	Rate	PRINCIPAL Balance	Interest	Total	Discount
8/7/2007	Salvatore Amato	$ 315,000.00	12%	$ 156,550.00	$ 204,872.00	$ 361,422.00	50%
9/1/2009	Richard Campbell	$ 45,000.00	0%	$ 45,000.00	$ -	$ 45,000.00	50%
9/1/2009	Robert Sand	$ 48,000.00	0%	$ 48,000.00	$ -	$ 48,000.00	50%
9/1/2009	MedOx Corporation	$ 300,000.00	0%	$ 300,000.00	$ -	$ 300,000.00	50%
9/1/2009	Rocco Albaneso	$ 36,000.00	0%	$ 18,000.00	$ -	$ 18,000.00	50%
12/2/2009	Peter Wilke	$ 50,000.00	6%	$ 8,298.00	$ 5,705.00	$ 14,003.00	50%
2/12/2010	JSJ Investments, Inc.	$ 796,423.00	15%	$ 376,423.00	$ 328,827.00	$ 705,250.00	50%
6/11/2010	JSJ Investments, Inc.	$ 60,000.00	6%	$ 51,239.00	$ 13,433.00	$ 64,672.00	50%
8/15/2010	Chris Kaminsky	$ 24,000.00	0%	$ 24,000.00	$ -	$ 24,000.00	50%
9/1/2010	Richard Campbell	$ 45,000.00	0%	$ 45,000.00	$ -	$ 45,000.00	50%
1/1/2011	Gary B. Tilden	$ 49,000.00	6%	$ 49,000.00	$ 10,114.00	$ 59,114.00	50%
1/1/2011	Gary B. Tilden	$ 16,333.00	6%	$ 16,333.00	$ 5,852.00	$ 22,185.00	50%
2/14/2011	JSJ Investments, Inc.	$ 60,000.00	6%	$ 10,100.00	$ 4,440.00	$ 14,540.00	50%
2/22/2011	JSJ Investments, Inc.	$ 703,608.00	6%	$ 703,608.00	$ 182,556.00	$ 886,164.00	50%
3/2/2011	JSJ Investments, Inc.	$ 100,000.00	6%	$ -	$ 886.00	$ 886.00	50%
4/4/2011	JSJ Investments, Inc.	$ 700,000.00	12%	$ 529,500.00	$ 309,384.00	$ 838,884.00	50%
1/8/2013	JSJ Investments, Inc.	$ 399,000.00	6%	$ 399,000.00	$ 52,817.00	$ 451,817.00	50%
5/1/2013	Abolfazl Ghias	$ 15,128.00	0%	$ 15,128.00	$ -	$ 15,128.00	50%
1/15/2015	Gary B. Tilden	$ 389,051.00	6%	$ 389,051.00	$ 5,708.00	$ 394,759.00	40%
1/15/2015	David Hanson	$ 141,159.00	6%	$ 141,159.00	$ 2,071.00	$ 143,230.00	40%
1/15/2015	Richard Campbell	$ 43,759.00	6%	$ 43,759.00	$ 642.00	$ 44,401.00	40%
1/15/2015	Donn Miller	$ 4,500.00	6%	$ 4,500.00	$ 66.00	$ 4,566.00	40%
1/15/2015	Scott Sand	$ 196,968.00	6%	$ 196,968.00	$ 2,890.00	$ 199,858.00	40%
1/15/2015	Scott Sand	$ 3,114,714.65	6%	$ 3,114,714.65	$ 45,704.00	$ 3,160,418.65	40%
3/19/2015	Scott Sand	$ 112,000.00	6%	$ 112,000.00	$ 1,643.00	$ 113,643.00	40%
TOTALS		$ 7,764,643.65		$ 6,797,330.65	$ 1,177,610.00	$ 7,974,940.65	

Maturities of Notes Payable:

All notes payable on our balance sheet as of May 31, 2015 are current liabilities; the principal balance face value of these current liability notes (due by May 31, 2015) is $6,797,330.65.

NOTE 8 – EQUITY SECURITIES

SHARES OUTSTANDING SUMMARY

A. Common Stock – We are authorized to issue 8.0 billion shares of no par Common Stock. The company's Common Stock is traded through the OTC Markets Pink Sheets Electronic quotation Service under the symbol "IGNT" (CUSIP-45684G409). As of May 31, 2015 there were 1,671,460,837 shares of the company's Common Stock that were outstanding.

B. Preferred Stock – We are authorized to issue 100,000,000 Series-A preferred shares of no par value preferred stock. The Series-A preferred shares have a preferred liquidation right of $1.00 per share. They receive 10 shares of voting rights and each share is convertible into 10 shares of common stock. The Series-A preferred shares are not subject to reverse stock splits and do not adjust in the event of a reverse stock split on the company's common stock. As of May 31, 2015 there were 96,217,402 shares of Series-A preferred stock outstanding.

NOTE 9 - INCOME TAXES

Provision for income tax for the fiscal year ended May 31, 2015 was zero. The company is required to file Federal and State Tax Returns for the year ending May 31, 2015 to the State of Georgia, State of Nevada and the State of California. The company anticipates the preparation and submission of these filings on or before October 1, 2015. Further, considering the Net Operating Loss, and small revenue; the company anticipates no money owed to any of the State or Federal agencies other than late fees.

As of May 31 2015, the Company has net operating loss carry forwards, approximately, of $15.5 million, to reduce future federal and state taxable income. To the extent not utilized, the carry forwards will begin to expire through 2028. The Company's ability to utilize its net operating loss carry forwards is uncertain and thus the Company has not booked a deferred tax asset, since future profits are indeterminable.

NOTE 10 - *NET LOSS PER SHARE*

The following table sets forth the computation of basic and diluted net loss per share:

		For the year ended
		5/31/2015
Numerator: Net loss		$ 668,584.00
Denominator:		
Weighted Average Number of Shares		1,671,460,837
Net loss per share - Basic and diluted		-0.0004

As the Company incurred a net loss for the quarter ending May 31, 2015, it has excluded the calculation of diluted net loss per shares representing the potential conversion of the Series A preferred stock and all convertible notes that could be converted at the market price.

NOTE 11 – PATENT COSTS

The Company has incurred $67,345 of legal costs of filing for patents and the purchase of the exclusive rights for a patent for Oxyview with common stock valued at $60,000. Although some of the patents are still pending with the US Patent and Trademark office, the Company is using the issued patents and selling its Oxyview units. After an impairment analysis was conducted this cost was written off in the quarter ended August 31, 2007. There were no expenditures for costs related to patents or trademarks ending May 31, 2015.

NOTE 12 - GUARANTEES

The Company from time to time enters into certain types of contracts that contingently require the Company to indemnify parties against third-party claims. These contracts primarily relate to: (i) divestiture agreements, under which the Company August provide customary indemnifications to purchasers of the Company's businesses or assets; and (ii) certain agreements with the Company's officers, directors and employees, under which the Company August be required to indemnify such persons for liabilities arising out of their employment relationship.

The terms of such obligations vary. Generally, a maximum obligation is not explicitly stated. Because the obligated amounts of these types of agreements often are not explicitly stated, the overall maximum amount of the obligation cannot be reasonably estimated. Historically, the Company has not been obligated to make significant payments for these obligations, and no liabilities have been recorded for these obligations on its balance sheet as of May 31, 2015.

NOTE 13 - STOCK OPTIONS

There were no Stock Options issued during the quarter ending May 31, 2015.

NOTE 14 - WARRANTS

There were no Warrants during the quarter ending May 31, 2015.

NOTE 15 – LEGAL ISSUES

From time to time, we may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties and an adverse result in these or other matters may arise from time to time that may harm our business. We are currently not aware of any such legal proceedings or claims that we believe will have a material adverse effect on our business, financial condition or operating results.

On February 14, 2011, Accelerize New Media Inc. filed an entry of default in the Superior Court of California, County of Orange: Case no. 30-2011-00449357-CU-BC-CJC for an amount of $29,039.56 that include $24,000 for past due services and $5,039 in legal fees and costs to file the complaint. The company is no longer pursuing any negotiations with Mr. Brooks, the legal counsel for the plaintiff.

On August 13, 2011 Summons Case no. 024632/2011 filed in New York, New York in the amount of $18,000.00 regarding Media Planet Publishing House Inc. for advertising services. The Board of Directors is discussing an assignment of debt and dismissal of action regarding this matter.

On September 22, 2011, Preferred Western Collection Inc. filed a Summons/Complaint against Ingen in the Superior Court of California, County of San Bernardino: Case no. CIVDS1111100 for an amount of $5,000 for past due services owed of $2,377 for employee insurance fees. The Board of Directors is discussing an assignment of debt and dismissal of action regarding this matter.

On September 10, 2013, the Company entered into an AGREEMENT FOR SETTLEMENT, RELEASE, AND ASSIGNMENT OF NOTES with the Joint Liquidators, Ian D. Stokoe and David A.K. Walker (together, the "Joint Liquidators") of PwC Corporate Finance and Recovery (Cayman) Ltd. on behalf of (AJW Master Fund, Ltd., AJW Master Fund II, Ltd., AJW Offshore, Ltd., AJW Partners, LLC, AJW Partners II, LLC, AJW Qualified Partners, LLC, New Millennium Capital Partners II, LLC, and New Millennium Capital Partners III, LLC). Ingen issued certain Callable Secured Convertible Notes (the "Notes") to the Funds with a total principal amount of $1,633,939.73 as of December 31, 2011, and is in default on the Notes. The Funds are judgment creditors of Ingen, as reflected in a judgment obtained in New York Supreme Court, filed and docketed on October 19, 2009 (the "Judgment"); and the Funds have filed a post-judgment action against Ingen in New York Supreme Court, Index No. 1543581/2013, which is now pending (the "Post-Judgment Lawsuit"). The Funds and Ingen desire to compromise and settle fully and finally, by the execution of this Agreement, all claims, causes of action, judgments and debts of any kind whatsoever, whether known or unknown, that arise or could have arisen from Ingen's failure to pay the amounts due to the Funds as required under the Notes. A Third-Party accredited investor has agreed under the AGREEMENT FOR SETTLEMENT, RELEASE, AND ASSIGNMENT OF NOTES to acquire the Notes, in full for $300,000 and to make payments on behalf of Ingen to the Funds to induce the Funds to discontinue and/or release claims they have or may have against Ingen pursuant to the removal of any Global Lock from DTC.

Litigation of Debts and Noteholders as of May 31, 2015

Date Filed	Court Case Docket Number	Amount	Description	Contact Information	Telephone No.	Name	Notes
1/31/2011	Securities & Exchange	$ 25,000.00	Civil Fine	801 Brickell Avenue, Suite 1800 Miami, Fl 33131	305 982-6300	Jim Carlson, Attorney	1:10-cv-23602-PAS
2/14/2011	Accelerize New Media Inc.	$ 29,039.56	Advertising	20411 SW Birch Street, Newport Beach CA 92660		Sullivan & Worcester LLP	30-2011-00449357-CU-BC-CJC
8/13/2011	Media Planet Publishing House	$ 18,000.00	Advertising	370 1st Ave., 1E New York, NY 10010	646-535-8505	David Kaufman	024632/2011
9/22/2011	Preferred Employers Insurance	$ 5,000.00	Insurance	275 E. Douglas Ave, #110 El Cajon CA 92020	619-563-7711	Thomas Buchenau	CIVDS1111100
8/30/2013	AJW, Et, Al. (PWC)	$ 1,633,939.73	Settlement	One Penn Plaza 49th Fl., N		Jeff Gross, Attorney	
Total		**$ 1,710,979.29**					

None of the other officers and directors listed had been the subject of any criminal proceedings or any other legal or disciplinary action.

A. Disclosure of Family Relationships

There are no family relationships of our officers, directors or any other beneficial owners of more than five percent of any class of our stock.

B. Disclosure of Related Party Transactions

NOTE 16 – SUBSEQUENT EVENTS

Management's Discussion and Analysis of Financial Condition and Results of Operations.
Cautionary Note Regarding Forward–Looking Statements
For the Year Ending May 31, 2015

We urge you to read the following discussion in conjunction with management's discussion and analysis contained in our Annual Report on OTC Markets for the year ended May 31, 2014, as well as with our unaudited condensed financial statements and the notes thereto included elsewhere herein.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

Our prospects are subject to uncertainties and risks. In this Annual Report we make forward-looking statements that also involve substantial uncertainties and risks. These forward-looking statements are based upon our current expectations, estimates and projections about our business and our industry, and reflect our beliefs and assumptions based upon information available to us at the date of this report. In some cases, you can identify these statements by words such as "if," "may," "might," "will, "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," "continue," and other similar terms. These forward-looking statements include, among other things, projections of our future financial performance and our anticipated growth, descriptions of our strategies, our product and market development plans, and other objectives, expectations and intentions, the trends we anticipate in our business and the markets in which we operate, and the competitive nature and anticipated growth of those markets.

We caution readers that forward-looking statements are predictions based on our current expectations about future events. These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties and assumptions that are difficult to predict. Our actual results, performance or achievements could differ materially from those expressed or implied by the forward-looking statements as a result of a number of factors, including but not limited to the risks and uncertainties discussed in our other filings with the SEC or our sales results or changes in costs associated with ingredients for our products, manufacture of our products, distribution and sales. We undertake no obligation to revise or update any forward-looking statement for any reason.

Overview:

Ingen Technologies, Inc. is primarily engaged in the medical device manufacturing business with a wholly owned subsidiary that owns intellectual property within the medical industry, specifically the Respiratory Markets, respectively. We still have the manufacturing and marketing platforms to produce our core product Oxyview™ and Smart Cannula™ and intend to continue to manufacture and distribute them direct to the consumer.

We reported gross sales of $13,565 for the year ended May 31, 2015, as compared to $6,314 for the year ending May 31, 2014. The sales have increased compared to the year ended May 31, 2014 in the amount of $7,251 due the change in health care reform and focus on moving Oxyview inventory. The company requires capital to hire adequate personnel for marketing and distribution of its medical products.

On an income statement, we calculate our cost of sales as the cost of purchasing raw materials and manufacturing finished products. Equal to the beginning inventory plus the cost of goods purchased during this period minus the ending inventory is considered our Cost Of Goods Sold (COGS). We reported gross sales of $13,565 and cost of sales of $583 in the Year-Ending May 31, 2015 with a gross profit of $12,982 (a gross margin of more than 95%), as compared to the gross sales of $6,314 and cost of sales of $1,442 in the Year-Ending May 31, 2014 with a gross profit of $4,872 (a gross margin of more than 78%).

Our selling, general and administrative expenses ("SG&A") were ($667,732) for the year ended May 31, 2015, and ($367,295) for the Year-Ending May 31, 2014. This was an increase of $300,437 ending May 31, 2015. The increase was attributable to the increase in salary with an additional officer, and other costs associated with the execution of the Plan of Reorganization filed on April 15, 2012 on OTC Markets.

We reported accumulated interest expense of ($357,691) on notes, expenses and back due salary in our year ending May 31, 2015 and $418,893 for the Year-Ending May 31, 2014. This represents a decrease in interest expense of $61,202 as compared to May 31, 2014. This decrease is due to reduction of various notes for the year ending May 31, 2015.

The Company intends on making attempts to raise capital through stock sales and note issuances. Management believes that with adequate funds it can increase sales of its products and move toward positive cash flow.

Plan of Operation

As of May 31, 2015, Ingen continues as a medical device manufacturer focused on pursuing business opportunities in the growing medical sector. Through our subsidiaries, we are seeking to invest in businesses associated with the growing, marketing, research and development, training, distribution and retail sale of our patented medical products, both in the United States and worldwide. As of the date of this report, we have commenced the actual production and sale of our medical products.

During this year we were focused on removing our Global-Lock imposed upon the Company by DTCC, as well as seeking to increase sales through a direct marketing effort which resulted in more sales of our Oxyview products. Our plan of operation for the next 12 months is to continue to seek to acquire or establish joint ventures with businesses in the medical and digital media sector. To that end, we have several acquisition candidates in the digital media industry, and will evaluate a binding letter of intent to acquire these businesses and develop the funding to acquire these businesses. Based on the current plans and objectives, we will have significant foreseeable cash requirements related to the establishment of our business, including the acquisition of companies and related costs. Additionally, we will have expenses that related to maintaining our Company's good standing or the payment of expenses associated with legal fees, accounting fees, outstanding debt and other general operating expenses. No assurances can be given that we will be able to fund our business or establish our operations, which could cause us to reevaluate our business strategy in its entirety and could lead to the failure of our business.

LIQUIDITY AND CAPITAL RESOURCES

At May 31, 2015, our current assets totaled $318,618 and our total current liabilities were $22,842,396. The accumulated deficit was $(33,357,009), and the stockholders deficit was $(10,814,222.00).

OFF-BALANCE SHEET ARRANGEMENTS

We do not have off-balance sheet arrangements, financings, or other relationships with unconsolidated entities or other persons, also known as "special purpose entities" (SPEs).

NEW MATERIAL COMMITMENTS

On January 21, 2015 the company entered into a legal retainer agreement with the Securities Compliance Group LTD authorizing their legal representation to successfully provide corporate legal services to petition the SEC in relation to the final requirements of removing the Global Lock/Chill imposed upon the Client's securities by the Depository Trust Company. The Company has previously fully complied with the DTC as in reference to the 8K filing on October 22, 2014. Refer to Exhibit 10.1 of the 8K filed on March 27, 2015.

According to the Board of Director meeting on March 19th, 2015, the Board unanimously agreed to revise any/all Director Agreements for David S Hanson, Gary B Tilden, Richard G Campbell and Donn W Miller. The Directors Agreements were revised to insure accuracy and updated to comply with corporate objectives. Refer to Exhibit 10.2 of the 8K filed on March 27, 2015.

According to the Board of Director meeting on March 19th, 2015, the Board unanimously agreed to offer revised Employment Agreements for David S Hanson, CEO and Gary B Tilden, COO. The Employment Agreements were revised to insure accuracy and updated to correspond with the current business operations. Refer to Exhibit 10.3 of the 8K filed on March 27, 2015.

In connection with the Board Meeting on March 19, 2015 of Ingen Technologies, Inc., a Georgia Corporation, held on March 19, 2015, the majority of stockholders re-elected Directors David Hanson, Gary Tilden, Richard Campbell and Donn Miller. Further, the Board appointed David Hanson as the CEO and Gary Tilden as the COO.

According to the Board of Director meeting on February 20th, 2015, the Board unanimously agreed to do the following:

1. Facilitate a name change of the existing corporation.

2. Amending our Certificate of Incorporation ("Certificate of Incorporation") to effect a reverse stock split of our currently issued and outstanding shares of each class of Capital Stock, mainly our Common Stock Series by a ratio of twenty five hundred for-one (2500:1), or as soon as it is approved by FINRA without reducing the number of our authorized shares of capital stock (the "Reverse Stock Split"). Refer to Exhibit 10.9 of the 8K filed on March 27, 2015.

According to the Board of Director meeting on January 15, 2015 the Company has agreed to retire certain debt(s) owed to Gary Tilden, the Chairman and COO of the company. Ending November 30, 2014 the company owed an aggregate amount of salary to Mr. Tilden in the principal amount of $348,000, plus unpaid expenses of $18,130. This unpaid salary and expenses has accrued at an interest rate of 6%, with an outstanding interest of $21,652 for salary and another $1,269 for expenses. Further, in accordance to Mr. Tilden's Employment Agreement, the Company owes him an additional $50,000 each in Preferred Series-A Stock for the past two years for a total of $100,000. The company has agreed to convert the Salary and Expenses to an 6% convertible note in total value of $389,051 with 40% discount to the average of the three lowest trades in the previous 10 days to conversion.. Further, the company has agreed to convert the $100,000 to Shares. The Articles of Incorporation state that the Preferred Series-A shares can be converted to Common Shares at a rate of 1 Preferred Share for 10 Common Shares. There will be two issuances for a total of $100,000 whereas; the company has agreed to issue 500,000,000 common shares, in lieu of Preferred Shares at a price of $.0001 for $50,000, and 50,000,000 Preferred Series-A Shares at a price of $.001 for $50,000. Refer to Exhibit 10.4 of the 8K filed on March 27, 2015.

According to the Board of Director meeting on January 15, 2015 the Company has agreed to retire certain debt(s) owed to David Hanson, the CEO of the company. Ending November 30, 2014 the company owed an aggregate amount of salary to Mr. Hanson in the principal amount of $130,500, plus unpaid expenses of $7,695. This unpaid salary and expenses has accrued at an interest rate of 6%, with an outstanding interest of $2,772 for salary and another $192 for expenses. Further, in accordance to Mr. Hanson's Employment Agreement, the Company owes him an additional $62,500 in Preferred Series-A Stock during the past year. The company has agreed to convert the Salary and Expenses to a 6% convertible note in total value of $141,159 with 40% discount to the average of the three lowest trades in the previous 10 days to conversion. Further, the company has agreed to convert the $62,500 to Shares. The Articles of Incorporation state that the Preferred Series-A shares can be converted to Common Shares at a rate of 1 Preferred Share for 10 Common

Shares. There will be two issuances for a total of $62,500 whereas; the company has agreed to issue 500,000,000 common shares at a price of $.0001 for $50,000, and 12,500,000 Preferred Series-A Shares at a price of $.001 for $12,500. Refer to Exhibit 10.5 of the 8K filed on March 27, 2015.

According to the Board of Director meeting on January 15, 2015 the Company has agreed to retire certain debt(s) owed to Richard Campbell, the Director of the company. Ending November 30, 2014 the company owed an aggregate amount of Expenses to Mr. Campbell in the principal amount of $43,759, inclusive of $4,500 in expenses and $39,259 owed for Engineering Services under RC Product Development and Engineering of Which Richard Campbell is President. This unpaid expense has not accrued interest. Further, in accordance to Mr. Campbell's Director Agreement, the Company owes him an additional 500,000 each in Preferred Series-A Stock for the past two years for a total of 1,000,000 shares. The company has agreed to convert the Salary and Expenses to an 6% convertible note in total value of $43,759 with 40% discount to the average of the three lowest trades in the previous 10 days to conversion. Further, the company has agreed to issue 1,000,000 Preferred Series-A Shares. The Articles of Incorporation state that the Preferred Series-A shares can be converted to Common Shares at a rate of 1 Preferred Share for 10 Common Shares. Refer to Exhibit 10.6 of the 8K filed on March 27, 2015.

According to the Board of Director meeting on January 15, 2015 the Company has agreed to retire certain debt(s) owed to Donn Miller, the Director of the company. Ending November 30, 2014 the company owed an aggregate amount of Expenses to Mr. Miller in the principal amount of $4,500. This unpaid expense has not accrued interest. Further, in accordance to Mr. Miller's Director Agreement, the Company owes him an additional 500,000 each in Preferred Series-A Stock for the past year for a total of 1,000,000 shares. The company has agreed to convert the Expenses to an 6% convertible note in total value of $4,500 with 40% discount to the average of the three lowest trades in the previous 10 days to conversion. Further, the company has agreed to issue 1,000,000 Preferred Series-A Shares. The Articles of Incorporation state that the Preferred Series-A shares can be converted to Common Shares at a rate of 1 Preferred Share for 10 Common Shares. Refer to Exhibit 10.7 of the 8K filed on March 27, 2015.

According to the Board of Director meeting on January 15, 2015 the Company has agreed to retire certain debt(s) owed to Scott Sand, a beneficial note holder of the company. Mr. Sand loaned cash to the company between April of 2012 and November 30, 2014. Ending November 30, 2014 the company owed a total principal amount of $148,235. This principal amount accrued interest at a rate of 6% for a total amount of $48,733. The Board of Directors have agreed to convert a total amount of $196,968 to a 6% convertible note with discount features of 40% of the average lowest three trades in the previous 20 days to conversion. The maturity date of this note is January 15, 2016. Refer to Exhibit 10.8 of the 8K filed on March 27, 2015.

According to the Board of Director meeting on March 19, 2015 the Company has agreed to renew the Employment Agreement with Scott Sand. Mr. Sand had an Employment Agreement dated February 4, 2014 whereas SAND will receive an annual salary of $100,000 in the form of a convertible note with conversion features of 50% discount and 12% interest. Ending February 3, 2015 the company owed a total principal amount of $100,000 to Mr. Sand under the terms of his Employment Agreement. This principal amount accrued interest at a rate of 12% for a total amount of $12,000. The Board of Directors have agreed to convert a total amount of $112,000 to an 6% convertible note with discount features of 40% of the average lowest three trades in the previous 20 days to conversion. The maturity date of this note is March 20, 2016. Refer to Exhibit 10.8 of the 8K filed on March 27, 2015.

According to the Board of Director meeting on January 15, 2015 the Company agreed to cancel certain Preferred Series-A Stock owned by Scott Sand, a Beneficial Owner, in the aggregate amount of 62,294,293 shares. Specifically, as reference to the attached copy; certificate(s) no. 24 in the amount of 246,667 shares issued on May 16, 2008, certificate(s) no. 28 in the amount of 1,047,626 issued on November 3, 2008, certificate(s) no. 41 in the amount of 50,000,000 issued on January 21, 2009, and certificate no. 58 in the amount of 11,000,000 issued on June 23, 2009, The Board of Directors authorized a resolution stating that the shares would be canceled and replaced with a Convertible Note. According to the Articles of Incorporation, the Preferred Series-A shares have a conversion feature of 10 common shares for each Preferred Series-A share. The company has agreed to convert these shares at an equivalent amount of 622,942,930 common shares at a common share price of $.005, which is equivalent to $3,114,714.65. The interest rate on this note will be 6%, and the conversion feature will be 40% discount to the average of the three lowest trade in the previous 10 days to conversion. This note will have a maturity date of January 15, 2016. Refer to Exhibit 10.8 of the 8K filed on March 27, 2015.

DEFAULTS UPON SENIOR SECURITIES

There are currently no defaults upon senior securities as of May 31, 2015.

PENDING RESTATEMENTS

Ingen Technologies Inc. is an OTC Markets "PINK" Reporting company, current with its reporting obligations. On December 4, 2008 the company filed Form 15-12g and [is not] required to report per the (CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934).

On February 9, 2009 the company received a Comment Letter from the SEC regarding a request to make some changes to the Form-10KSB for the years ending 2006, 2007 and 2008. The financial statements required certain amended information for resubmission to the SEC (EDGAR). The company complied with the request and amended and filed these reports, respectively.

In April of 2011 the Company had suspended the process of completing a previous audit for the fiscal year ended August 31, 2009 as of the annual report ending August 31, 2010, and at that time certain adjustments were being made to the unaudited financial statements for August 31, 2009 through August 31, 2010. As of the quarter ending February 28, 2013, the Company's management has agreed to commence with the process of working toward amending and resubmitting the required financial statements and filing the amended Forms 10-QSB and 10-KSB with the Securities and Exchange Commission for periods specified, and continuing through February 28, 2013. Management has determined to return to "Fully Reporting" under the Securities and Exchange Commission.

Specifically, the company engaged the auditing firm of Anton & Chia LLP located at 4340 Von Karman Ave., Suite 150, Newport Beach, CA, 92660 on August 4, 2010 in connection with the audits of the consolidated balance sheets of Ingen Technologies, Inc. (the "Company") as of August 31, 2008 and 2007, and the related consolidated statements of operations, stockholders' deficit and cash flows for each of the years then ended, for the purpose of expressing an opinion as to whether the consolidated financial statements present fairly, in all material respects, the consolidated financial position, results of operations, and cash flows of Ingen Technologies, Inc. in conformity with U.S. generally accepted accounting principles. The auditor's had completed the 10-K/A for the fiscal year ending August 31, 2008, and this report was filed with the SEC (EDGAR) on August 10, 2010. The auditor's had completed the 10-Q/A for the quarter ending August 31, 2008, and this report was filed with the SEC (EDGAR) on September 29, 2010. The auditor's had completed the 10 Q/A for the quarter ending November 30, 2008, and this report was filed with the SEC (EDGAR) on October 5, 2010.

As of May 31, 2015 the Company intends to file the required reports to become Sec Reporting pursuant to the removal of the Global LOCK imposed by DTC.

ITEM 6 - Describe the Issuer's Business, Products and Services

Business Description

The Company manufactures proprietary medical equipment and has developed markets for patients suffering with COPD (Chronic Obstructive Pulmonary Disease) and who require oxygen therapy through home healthcare, hospitals, military and government based medical facilities. Ingen specifically manufactures oxygen flow meters and nasal cannulas under the trademark name Oxyview® and Smart Nasal Cannula®. Ingen's Oxyview® is a pneumatic oxygen in-line flow meter. The Oxyview® is manufactured in two models; model 206A and model 203A. The 206A is a reusable flow meter that attaches in-line with any nasal cannula and can measure the flow of oxygen between 0-6 l/m. The 203A is a reusable flow meter that attaches in-line with any nasal cannula and can measure the flow of oxygen between 0-3 l/m. The SMART Nasal Cannula® with Oxyview® is a disposable nasal cannula that includes the Oxyview® assembled and in-line. The Smart Nasal Cannula® comes in six different models; models 203NCA, 206NCA, 203NCP, 206NCP, 203NCI and 206NCI. The 206NCA and 203NCA is the adult nasal cannula, the 206NCP and 203NCP is the child/pediatric nasal cannula, and the 206NCI and 203NCI is the infant nasal cannula. Ingen's Oxyview® is a pneumatic metering device that displays and confirms the oxygen flow rate near the patient. The Oxyview® flow meter easily and quickly installs on to the oxygen tubing, in-line, nearest the patient where oxygen flow matters the most. Without the Oxyview®, patients cannot confirm oxygen flow traveling through the oxygen tubing, and as a result August create anxiety as well as unnecessary patient service calls to the (DME) provider. Oxyview® also allows the home (DME) provider to trouble-shoot other equipment problems over the telephone which eliminates an on-site visit with the patient. More important, the Oxyview® provides the patient with more assurance by providing information that will confirm adequate and prescribed oxygen flow. In most cases, the Oxyview® cost's less than a single service call.

During the quarter ending May 31, 2015, Management has focused on direct sales with its existing distributors. Although the Company was ISO Certified on March 15, 2010, and continues to do business as a medical device manufacturer with products registered under the U.S. Food & Drug Administration, ISO certification has not been renewed. The company plans to renew the certification at a later date. The company holds a manufacturing license issued by the State of California Department of Public Health Food & Drug Branch and is in the process of renewing this license once manufacturing commences in the near future.

The US Home Healthcare Market

Oxyview® has a major marketing sector in the home health care market. At present home health agencies, hospices, and home care aid organizations make up most of the industry. About 20,000 organizations across the nation deliver healthcare to 8 million individuals with an acute illness, a long-term medical condition, a permanent disability, or a terminal illness. The US home healthcare industry comprising about 20,000 companies and agencies generates total annual revenue of $55 billion. The industry is characterized by fragmentation, consequently, the top 50 companies by size hold less than 25 percent market share.

An essential component to COPD patients using oxygen at home is the oxygen flow meter. The oxygen flow meter can measure flow rate and confirm that the right amount of oxygen is being delivered. Oxyview® provides vital information related to functionality of the oxygen nasal cannula and all of the oxygen equipment. If any malfunction occurs with the other oxygen devices the Oxyview® will immediately display the oxygen flow and will confirm any obstruction or discontinuance of oxygen flow. This is usually achieved by a pneumatic flow meter, however most that are currently on the market are expensive digital meters in the cost range of $500-$2000, attach at the tank and/or are gravity-operated, which means that they only work in the vertical position with or without the cannula attached at the delivery source. In contrast, Oxyview® is cost effective and attaches in-line to the nasal cannula; closer to where the patient is breathing. Oxyview® is accurate and works hands-free in any position, whereas the conventional flow meter is less than 80 percent accurate and does not attach to the cannula.

Gravity-operated devices are also inconvenient for the patient since they must be attached directly to the tank. If the tank is tilted even slightly, the gravity-operated flow meter becomes even more inaccurate and may cease functioning because friction is too great. One alternative is a digital flow meter, but these may be prohibitively expensive.

The company introduced the new Oxyview® Smart Nasal Cannula® in August -2009. The company offers both a reusable Oxyview® and a disposable Smart Nasal Cannula® with Oxyview® attached to a nasal cannula. Oxyview® is reusable and the Smart Nasal Cannula® is a disposable soft-tip, latex free cannula that incorporates the Oxyview® in-line and requires no batteries, and pneumatically works all the time in any position with all liquid or gas O2 systems. Recent advances in pneumatic oxygen flow meters aim to address patient convenience, accuracy, cost and gravitational limitations of flow accuracy to enhance patient compliance by offering better ease of use—for manufacturers, suppliers and both in-patients and out-patients. In retrospect, most flow meters in the market are expensive, attach at the tank and can only work in the vertical position as they are dependent on gravity in order to operate. These gravity dependent flow meters are only accurate within +-20%, which is a huge error margin. It is also inconvenient for the patient since they must keep the tank within vision to check the gauges for flow rate. If the tank is tilted, even slightly, the gravity dependent flow meter becomes even more inaccurate and sometimes doesn't work at all due to friction. The digital flow meters in the market place are accurate and not dependent on gravity, but are cost prohibitive in price range. The Oxyview® is a high-quality price-competitive product that works with all respiratory equipment, such as CPAP, concentrators, liquid and gas cylinders. This device is accurate within +-3%, and is not gravity dependent, therefore it can be placed "in-line" anywhere on the tubing and close to the cannula/patient. The patient can store the tank, concentrator or any other respiratory equipment at a distance of convenience, even out of visual range, and just by looking at the Oxyview® they can have the "peace of mind" that there is proper oxygen flow where the patient needs it the most. The patient can quickly see if the flow of oxygen has been obstructed, or if the regulator or concentrator is functioning properly. Oxyview® is very patient friendly, reliable and easy to use. Respiratory equipment manufacturers, medical suppliers and oxygen suppliers now have a more accurate and cost effective means to calibrate their equipment with the use of Oxyview®. Battery-free devices, such as Oxyview® August also be attached 24/7, permitting round-the-clock, real-time measures of oxygen flow rate and monitoring for leaks or malfunctions. Another enhancement is the ability to place the oxygen source (concentrator, respiratory equipment, CPAP, gas/liquid cylinder) at any distance from the patient because these newer devices are mounted close to the patient and "in-line" with the oxygen tubing.

Markets and Distribution

Prior to developing the home health care based and government based markets and distribution, in June 2006 the company invested $45,000 to engage InTouch Life Sciences, LLC to perform an independent market survey and study for Oxyview®. On November 20, 2006, InTouch Life Sciences, LLC, based in Raleigh-North Carolina, submitted the final report for the sole purpose to provide Ingen with information regarding the United States market opportunity for Oxyview®. InTouch Life Sciences, LLC is a consulting firm that provides research reports for companies in all aspects of commercializing life science technologies by providing experienced medical device executives and consultants with expertise in company research, product development, licensing and sales. The market survey conducted in 2006 indicated that the US respiratory market represents total annual revenues of $8 billion dollars of which $4 billion August provide market applications for Oxyview®. This market is mainly comprised of respiratory equipment manufacturers, and home oxygen service providers. As of August 31, 2012, the worldwide market for respiratory devices had an estimated worth of $4.5 billion in 2010, according to Global Data research, in addition to forecasts predicting a $2.6 billion increase by 2017. This 7% annual growth rate will continue to offer significant opportunities for our company. As of May 31, 2015, this trend continues to support growth. As the statistics become available the company will disclose and update their findings.

In February of 2011 the company received a GSA (Government Services Administration) Department of Veterans Affairs Federal Supply Contract Award that expires in 2016. The company is now exploring various opportunities with government-based medical equipment suppliers that would provide Oxyview® to VA Hospitals and Department of Defense military medical facilities. During 2011 the Company invested $50,000 with KGMA Consultants to market the VA Hospitals and Department of Defense. Ingen plans to deliver product to GSA facilities in 2013. The company is actively evaluating GSA distributors to move the Oxyview products in to the VA Hospitals and Department of Defense markets.

Ingen has focused its efforts with introducing and branding Oxyview® through major industry publications, including Advanced Magazine, Respiratory Therapy Magazine, HME Today (Home Medical Equipment), AARC Times (American Academy of Respiratory Care), NHOPA (National Home Oxygen Patient Association), National COPD Foundation, COPD Digest and Today's Senior Magazine. The company established a web-based direct sales purchase program in 2009 that allows consumers/patients to purchase product direct from the Ingen Website. The company engaged Enet Technologies Inc. in 2010 to enhance the company website through improving the keyword analysis, search engine optimization, link building and an organic campaign to increase website visibility and product sales. In August -2012 the company management decided to shift from direct sales to a national sales distribution program with a large national medical equipment & products supplier.

New Products or Services

As of May 31, 2015 the Company continues to execute its plan of reorganization. In August -2012 the Company's management agreed to execute a Plan of Reorganization (filed and disclosed under OTC Market – Supplemental Information on April 15, 2012) that would include reductions in debt and liabilities, various merger/acquisition proposals, new medical product distribution programs and advancing the company from the OTC Pink to a NASDAQ fully reporting company listed on the OTC Markets QX exchange. As of February 28, 2013, the company's National Distributor, Independent Medical Inc has appointed JRS Medical, Inc., and Direct Buy Medical Inc. to handle all product sales for Ingen Technologies.

Competition

The competition with flow meter technology is vast. Since Oxyview® is the only pneumatic flow meter using the company's proprietary "gravity-independent" technology that allows it to work in any position under wider temperature, humidity and altitude ranges, other flow meters available in the market all use the "gravity-dependent" technology that has been available for the past 60 years. The company has identified 3 major manufacturers of oxygen flow meters, all of whom manufacture the gravity dependent [ball in tube] flow meter that can only attach directly to the delivery system and not on the oxygen tubing/cannula. Specifically, there are two manufacturers of in-line oxygen flow meters inclusive of the Liter-Meter manufactured by Erie Medical, Inc., and the Rotameter manufactured by King Instruments. Both of these devices are gravity-dependent flow meters that include glass housings and are heavier as compared to the Oxyview®. Oxyview® weighs approximately 4 grams and is less than ¼ the weight of the Liter-Meter and Rotameter. The Oxyview® is produced of medical grade polycarbonate which is lighter, more durable and less of a safety factor compared to the glass house used on the competitive models. More important, Oxyview® is not gravity dependent and works in any position, providing a more accurate reading and more user friendly environment for the patients and clinicians. The Liter-Meter and Rotameter are gravity dependent, and must be held in a vertical position to gravity in order to provide a reading. Oxyview® is not affected by normal temperature changes and humidity, and can function at high altitudes for private and commercial aviation use; whereas the Liter-Meter and Rotameter are affected by temperature, humidity and gravity, and become even more unstable in providing a reading for oxygen flow rate.

The competition for oxygen nasal cannulas is highly competitive. The company has identified Salter Labs as the dominant manufacturer of oxygen nasal cannulas. There are hundreds of smaller China based manufacturers, and all are very price competitive. None of the competitors manufacture or sell an oxygen nasal cannula and flow meter combined. Ingen is the only company that manufactures and sells an oxygen nasal cannula with the flow meter attached in-line. The company must sell the Oxyview® Nasal Cannula at a higher price than compared to the price of a nasal cannula without a flow meter device attached. This has proven to be challenging in a price sensitive market, however. There are greater advantages for improving oxygen therapy when using a nasal cannula that offers the display and accuracy of the oxygen flow rate and the company has gained the support and confidence of leading clinicians in the respiratory industry.

Dependence on one or a few major customers

The company has a wide variety of customers and is not dependent on any one customer for a substantial portion of its business.

ITEM 7 - Describe the Issuer's Facilities

As of May 31, 2015 the company leases its mailing address at 3410 La Sierra Avenue, Suite 507 Riverside, California 92503. The company warehouses its medical products and leases space at Tyler Mall Mini Storage located at 10090 Indiana Avenue, Riverside, CA 92503. The company keeps offices at 3260 Blackhawk Circle, Riverside, CA 92503 and does not own or lease this property. The company owns its tooling and equipment for manufacturing its medical products. All tooling and equipment is stored and all products are manufactured at our contract manufacturer, Accent Plastics, located at 1925 Elise Circle, Corona, CA 92879.

ITEM 8 - Officers, Directors, and Control Persons

Executive Management of Ingen Technologies
Year Ending May 31, 2015

Ingen Technologies Inc.			
Fiscal Year Ending May 31, 2015			
Annual List of Officers			
Name	**Title**	**Age**	**Effective Appointment Date**
Gary B. Tilden	Chairman, Secretary and COO	60	Monday, February 14, 2011
David S. Hanson	Chief Executive Officer	70	Tuesday, February 04, 2014
Richard Campbell	Director	81	Tuesday, August 14, 2012
Donn Miller	Director	70	Wednesday, June 12, 2013

GARY TILDEN, CHAIRMAN OF THE BOARD, COO & CORPORATE SECRETARY: The Company engaged Gary Tilden in 2010 to be a part of the ISO development team, specifically to manage and direct the development of the technical files for production of Ingen's medical products, as he accepted the position of Chief Operations Officer. In 2011 Mr. Tilden was appointed and accepted the position of Chairman of the Board of Directors, where he currently serves. Gary has over 40 years of experience in management, design, automation, machining and marketing for medium sized to major manufacturing companies. As the founder/owner of his own businesses for 20 years, he designed and manufactured products for the home building industry. With several certifications in various fabrications and Mr. Tilden is a graduate from Dale Carnegie University, with emphasis in Sales and Marketing. He has experience in working with Jef-Co Manufacturing and Aristokraft Cabinets, a subsidiary of Master Brands, the largest cabinet manufacturer in the US. In addition to his work history, Gary has worked as an automation sales representative since 1993, working with upper level management and the owners of many of the largest manufacturers in the US and worldwide while assisting with the implementation of various cutting edge technologies based automation assembly systems. Gary has spent most of his career in southern California where he graduated from Foothill High School, attended California based Orange Coast College and Santa Ana College with studies in Business Management, Business Law and Accounting.

DAVID S. HANSON, CHIEF EXECUTIVE OFFICER: Mr. Hanson has extensive experience developing and bringing to market technology based consumer products from their initial concept to becoming nationally recognized brands. He has worked for publicly traded companies as well as being a Senior Executive, Co-Founder, and Member of the Board of Directors of "start ups" creating products that have been become market leaders. David began his career with CBS in New York and then joined Viacom International, Inc., at its inception, and became a member of the senior management team to expand their cable television holdings. As Regional Manager of Viacom's largest cable group, he was responsible for the construction and day to day operations of cable systems delivering television programming to large metropolitan areas. As Vice President of New Market Development, he had nationwide responsibility for the company's cable franchising activities. As a result of his presentations to elected city officials, Viacom was awarded a number of exclusive cable television franchises. He had a major role in the development of the Showtime Entertainment Network, from its concept to successfully marketing the service throughout the country. For his achievements in the Cable Television Industry, Hanson is recognized as one of Cable's "Pioneers". As CEO of a firm specializing in mergers, acquisitions and strategic alliances, he has worked closely with senior management teams and the company's Boards of Directors to provide strategic advice and raise capital for growth opportunities. As a senior executive of DIVA, he managed the creation and distribution of the pioneering technology now referred to as "On Demand" Television. He had a major role in raising hundreds of millions of dollars in funding, as well as recruiting and managing an executive team with a staff that grew from 5 to 280 employees. He was the Co-Founder and member of the Board of Directors of Agile-TV who invented the technology to enable search functionality by using highly accurate, natural language voice commands. This type of voice recognition is now available in cell phones throughout the world and is being offered by the cable television industry to search for programming on cable. Hanson has been a member of the Board of Directors of Private and Public Entities for over 30 years. As an elected official, he has volunteered his time and business experience to help manage fire and rescue organizations in California. As a result of his involvement in making rural communities safer from catastrophic wild land fires, he was recently recognized by the California State Legislature via a State Resolution.

RICHARD CAMPBELL, DIRECTOR: As the owner of his own company in 1985 to the present, Richard Campbell has been successfully involved with product development, engineering and manufacturing for the past 48 years. As the President of Campbell Plastics Engineering & Manufacturing from 1985 – 2003, Richard had 100 employees and manufactured M-45 Gas Masks under a $20 Million Military Government Contract. In 2003 he became President of RC Product Development & Engineering where he specialized in designing new products for a variety of companies. Prior to operating his own businesses, Mr. Campbell worked his way up to Plant Manager of 900 employees in the Gauze-Fibre Mill of Johnson & Johnson where he was employed from 1972 through 1980. Following his success at Johnson & Johnson, Richard accepted the position of Director of Device Manufacturing for the Hospital Products Division of Abbott Laboratories where he worked until 1985. Mr. Campbell began his career with Falcon Plastics, Division of B-D in 1964 as the Engineering Manager, and worked his way up the ladder first to Chief Engineer and on to Plant Manager of 950 Employees where he gained a working knowledge of special equipment design, tooling and automation. A charitable individual, Richard Campbell has served in organizational and advisory capacities, as well as serving on the Board of Care Connexxus and IQ Management. He has achieved the issuance of several patents, including devices for Abbot Labs, the M-45 Gas Mask and the Oxyview product for Ingen Technologies. Richard Campbell graduated from the University of Chicago with his EMBA. He later attended West Coast University where he graduated with his MMS, and further attended the University of California at Los Angeles where he graduated with his BSME. He has been married for the past 51 years and raised three children, and now has six grandchildren.

DONN MILLER, DIRECTOR: Donn Miller has an extensive career that spans over 40 years in the Engineering/Construction, Real Estate and Telecom industry. Donn started his career with Fluor Corporation in Los Angeles as an engineer upon graduation from Brigham Young University in 1967. After a successful career with Fluor, he founded Remcor, Inc., a real estate marketing firm in San Jose, California, and Miller Noble & Company in Salt Lake City, Utah where these businesses operated during a 20 year period. In 1987 Donn entered the Telecom industry where he founded Operator Services West, Inc. in Las Vegas, providing all telecom services for the majority of the major hotel/casinos until it was sold to Com Systems in 1993. He served as Vice President of Frontier Communications in charge of operations and development of the hospitality long distance / operator services division and retired in 2001.

Beneficial Shareholders

The following is a list of the entities of shares owned by Affiliates, and any/all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities.

Ingen Technologies Inc.					
Beneficial Ownership Fiscal Year Ending May 31, 2015					
			Common Stock		Series-A Convertible Preferred Stock
Name of Beneficial Owner	Address of Beneficial owner	hares of Common Stock Beneficially Owned	Total Percentage of Voting Power	Shares of Series-A Convertible Preferred Stock Beneficially Owned	Total Percentage of Voting Power
Gary B. Tilden-Chairman	3410 La Sierra Avenue, Suite F506 Riverside CA 92503.	500,000,000.00	30%	52,961,402.00	55%
David Hanson-CEO	3410 La Sierra Avenue, Suite F506 Riverside CA 92503.	500,000,000.00	30%	12,500,000.00	13%
Richard Campbell-Director	3410 La Sierra Avenue, Suite F506 Riverside CA 92503.	799,000.00	0%	1,000,000.00	1%
Donn Miller-Director	3410 La Sierra Avenue, Suite F506 Riverside CA 92503.	-	0%	1,000,000.00	1%
Total		**1,000,799,000.00**	**60%**	**67,461,402.00**	**70%**

ITEM 9 – Third Party Providers

Service Providers

Auditor/Accountant

Anton & Chia LLP
4400 MacArthur Blvd
Suite 970
Newport Beach, CA, 92660
Office: 949.769.8905
Direct: 949.300.6928
Fax: 949.769.8901
Email: anton@ancsecservices.com
Website: www..ancsecservices.com

Legal Counsel

Haseltine Law Office
1629 K St NW, Ste 300
Washington, DC 20006
info@wbhlaw.net
Phone: 703 627 2652
Fax:: 703 372 5173

Investor Relations Firm

NFC Corp
105 Centre St.
Dover, MA 02030
Phone: 781 444 6100
Fax: 781 444 6101
Website: http://www.nationalfc.com/
Email: mailto:info@nationalfc.com

ITEM 10 - *ISSUERS CERTIFICATIONS*

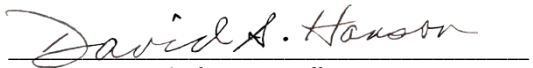
I, David S Hanson, certify that:

1. I have reviewed this Annual Report for the Year Ending May 31, 2015 of Ingen Technologies, 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.

August 20, 2015



David S. Hanson, Chief Executive Officer

And;

I, Gary Tilden, certify that:

1. I have reviewed this Annual Report for the Year Ending May 31, 2015 of Ingen Technologies, 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.

August 20, 2015



Gary B. Tilden, Chairman of the Board
Chief Operations Officer
Corporate Secretary