USSPI MEDIA, INC.
NOTICE
OF
SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD DECEMBER 30, 2015

As a stockholder ("Stockholder") of USSPI Media, Inc., a Delaware corporation (the "Company"), you are cordially invited to be present at a special meeting of the Stockholders (the "Special Meeting") to be held at our offices at 4675 32nd Avenue, Hudsonville, MI 49426, on December 30, 2015 at 10 a.m., Eastern Standard Time.

The Special Meeting is being held to consider and vote on the dissolution and liquidation of the Company (the "Proposed Liquidation"), as described in more detail in the accompanying Proxy Statement. The Proxy Statement also has important disclosures about the proposals that you should consider.

If approved, the Proposed Liquidation would comprise several steps, including:

1. the Company's sale of all of the stock of its wholly-owned subsidiary, National Home Delivery, Inc. ("NHDI"), which sale (the "NHDI Sale") will be to an entity or entities owned, directly or indirectly, by Phillip Miller, the Company's Chief Executive Officer and Chairman of the Board, and Michelle Hammons, NHDI's Vice President of Operations at a price based on an independent valuation analysis unless a third party offers a higher purchase price on similar terms;

2. the Company's sale of all of the stock and debt of InMarketSolution, Inc. that it owns, which sale (the "IMS Sale") will be to an entity or entities owned, directly or indirectly, by Phillip Miller and Stanley Henry, a director of the Company at a price based on an independent valuation analysis unless a third party offers a higher purchase price on similar terms; and

3. the distribution of the Company's cash on hand, including the proceeds of the NHDI Sale and the IMS Sale but excluding costs of the dissolution and liquidation, to all stockholders of the Company, *pro rata* to the number of shares held by each stockholder, which the Company currently estimates will be approximately $0.29 per share after transaction costs.

The description of the Liquidation Proposal above is only a summary. Please see the accompanying Proxy Statement for additional important information about the Liquidation Proposal.

The Board of Directors has fixed November 13, 2015 as the record date (the "Record Date" for the determination of the Stockholders entitled to notice of and to vote at the Special Meeting. Holders of record of the Company's outstanding shares of common stock at the close of business on the Record Date will be entitled to one vote for each share of common stock held.

We encourage your participation by attending the Special Meeting. Please complete, sign and return the enclosed proxy even if you intend to attend the Special Meeting in person. If you attend the Special Meeting in person and cast your vote at the meeting, your proxy will be automatically revoked and will not be voted.

BY ORDER OF THE BOARD OF DIRECTORS

Phillip Miller
Chief Executive Officer
December 3, 2015

USSPI MEDIA, INC.
4675 32nd Avenue
Hudsonville, MI 49426

PROXY STATEMENT

FOR THE SPECIAL MEETING OF STOCKHOLDERS
To Be Held on December 30, 2015

INFORMATION CONCERNING SOLICITATION AND VOTING

WHY DID YOU SEND ME THIS PROXY STATEMENT?

The Board of Directors (the "Board") of USSPI, a Delaware corporation, seeks your proxy for use at our Special Meeting of Stockholders (or any adjournment, postponement or rescheduling thereof, referred to as the "special meeting") to be held on December 30 2015, at 10:00 a.m. (Eastern Standard Time). Our special meeting will be held at our offices at 4675 32nd Avenue, Hudsonville, MI 49426. Unless otherwise indicated, or the context requires otherwise, references in this proxy statement to the "Company," "USSPI," "we," "us," and "our" or similar terms are to USSPI Media, Inc. and its subsidiaries. The approximate date on which the proxy materials, including this proxy statement and the accompanying form of proxy, are first being sent or given to stockholders is December, 2015.

WHAT AM I VOTING ON?

At the special meeting, stockholders will be asked to approve the dissolution and liquidation of the Company (the "Proposed Liquidation"), as described in more detail in this Proxy Statement.

If approved, the Proposed Liquidation would comprise several steps, including:

1. the Company's sale of all of the stock of its wholly-owned subsidiary, National Home Delivery, Inc. ("NHDI"), which sale (the "NHDI Sale") will be to an entity or entities owned, directly or indirectly, by Phillip Miller, the Company's Chief Executive Officer and Chairman of the Board, and Michelle Hammons, NHDI's Vice President of Operations at a price based on an independent valuation analysis unless a third party offers a higher purchase price on similar terms;

2. the Company's sale of all of the stock and debt of InMarketSolution, Inc. that it owns, which sale (the "IMS Sale") will be to an entity or entities owned, directly or indirectly, by Phillip Miller and Stanley Henry, a director of the Company at a price based on an independent valuation analysis unless a third party offers a higher purchase price on similar terms; and

3. the distribution of the Company's cash on hand, including the proceeds of the NHDI Sale and the IMS Sale but excluding costs of the dissolution and liquidation, to all stockholders of the Company, *pro rata* to the number of shares held by each stockholder, which the Company currently estimates will be approximately $0.29 per share after transaction costs.

The description of the Liquidation Proposal above is only a summary. Please review this Proxy Statement for additional important information about the Liquidation Proposal.

WHO CAN VOTE?

Only holders of record of our common stock at the close of business on November 13, 2015, the record date, will receive notice of, and be entitled to vote at, our special meeting. At the close of business on the record date, 8,046,656 shares of common stock, par value $.01 per share, were outstanding and entitled to vote. Our common stock is our only class of voting securities.

Stockholder of Record: Shares Registered in Your Name

If, on November 13, 2015, your shares were registered directly in your name with our transfer agent, Continental Stock Transfer & Trust Company, then you are a stockholder of record. As a stockholder of record, you may vote in person at the special meeting or vote by proxy. Whether or not you plan to attend the special meeting, we urge you to sign, date and return the enclosed proxy card to ensure your vote is counted.

Beneficial Owner: Shares Registered in the Name of a Broker, Bank or Agent

If, on November 13, 2015, your shares were held, not in your name, but rather in an account at a bank, brokerage firm, or other agent or nominee, then you are the beneficial owner of shares held in "street name" and proxy materials are being forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the special meeting. As a beneficial owner, you have the right to direct your bank, broker or other agent or nominee on how to vote the shares in your account. You are also invited to attend the special meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the special meeting unless you request and obtain a power of attorney or other proxy authority from your bank, broker or other agent or nominee, and bring it to our special meeting.

WHAT CONSTITUTES A QUORUM?

A quorum of stockholders is necessary to hold a valid meeting. The presence, in person or by proxy, of the holders of a majority of the issued and outstanding shares of common stock entitled to vote at the special meeting will constitute a quorum for the transaction of business at the special meeting. On the record date, there were 8,046,656 shares issued and outstanding and entitled to vote. Thus, at least 4,023,329 shares must be represented by stockholders present at the special meeting or by proxy to have a quorum.

Your shares will be counted towards the quorum only if you submit a valid proxy (or one is submitted on your behalf by your broker, bank or other nominee) or if you vote in person at the special meeting. Abstentions and broker non-votes will be counted towards the quorum requirement. Broker non-votes occur when a broker or other nominee that holds shares for a beneficial owner does not vote on a proposal because the broker or other nominee does not have discretionary authority to vote on the proposal and has not received voting instructions from the beneficial owner.

WHAT VOTE IS REQUIRED TO APPROVE THE PROPOSED LIQUIDATION?

The Proposed Liquidation must receive a “For” vote of the holders of the majority of shares present in person or represented by proxy at the special meeting and entitled to vote on such matter to be approved. An abstention or broker non-vote will have the same legal effect as an “against” vote on each of the Proposals.

Additionally, the Company will not proceed with the Proposed Liquidation unless a majority of all shares present at the special meeting in person or by proxy not owned or controlled by Messrs. Miller and Henry vote “For” the Proposed Liquidation.

HOW DO I VOTE IF I ATTEND THE SPECIAL MEETING?

If you are a stockholder of record, you can attend the special meeting and vote in person the shares you hold directly in your name on any matters properly brought before the special meeting. If you choose to do that, please bring the enclosed proxy card and proof of identification. If you want to vote in person at our special meeting and you hold our common stock through a bank, broker or other agent or nominee, you must obtain a power of attorney or other proxy authority from that organization and bring it to our special meeting as well as the proof of identification.

Follow the instructions from your bank, broker or other agent or nominee included with these proxy materials, or contact your bank, broker or other agent or nominee to request a power of attorney or other proxy authority. Voting in person at the special meeting will revoke any prior proxy you may have submitted.

HOW DO I VOTE IF I DO NOT ATTEND THE SPECIAL MEETING?

Stockholders of record who do not attend the special meeting may vote by mail. Please sign, date and return the enclosed proxy card in the enclosed postage-paid return envelope.

By casting your vote, you are authorizing the individual listed on the proxy card to vote your shares in accordance with your instructions.

If you are a beneficial owner of shares registered in the name of your bank, broker or other agent or nominee, you should have received a proxy card and voting instructions with these proxy materials from that organization rather than from us. Simply complete and mail the proxy card to ensure that your vote is counted. If you did not receive a proxy card, please follow the instructions from your bank, broker or other agent or nominee included with these proxy materials, or contact your bank, broker or other agent or nominee to request a proxy card.

WHAT DOES IT MEAN IF I RECEIVE MORE THAN ONE PROXY CARD?

If you receive more than one proxy card from us or your bank, your shares are registered in more than one name or are registered in different accounts. Please complete, sign and return each proxy card to ensure that all of your shares are voted.

HAS THE BOARD OF DIRECTORS MADE A RECOMMENDATION REGARDING THE MATTERS TO BE ACTED UPON AT THE SPECIAL MEETING?

No. The Board has approved the Proposed Liquidation, but because two of the three members of our Board of Directors have an interest in the IMS Sale and one of our directors has an interest in the NHDI Sale, our Board of Directors has not made a recommendation on how you should vote at the special meeting. The Board of Directors has appointed a Special Committee of the Board of Directors, comprising the third director, Sandra Smith (the "Special Committee") to evaluate, approve and make a recommendation with respect to the Proposed Liquidation. Sandra Smith also serves as the Chief Financial Officer of the Company.

HAS THE SPECIAL COMMITTE MADE A RECOMMENDATION REGARDING THE MATTERS TO BE ACTED UPON AT THE SPECIAL MEETING?

The Special Committee recommends a vote "For" the Proposed Liquidation.

CAN I CHANGE MY VOTE?

Yes. You may revoke your proxy by doing any of the following:

i. You may send a written notice that you are revoking your proxy to our Corporate Secretary at the address indicated below prior to the special meeting.

ii. You may submit another properly completed proxy card with a later date, so long as it is received prior to the special meeting.

iii. You may attend the special meeting and vote in person. Simply attending the special meeting will not, by itself, revoke your proxy.

Any written notice of revocation, or later dated proxy, should be delivered to:

USSPI Media, Inc., 4675 32nd Avenue, Hudsonville, MI 49426, Attention: Corporate Secretary

If your shares are held by your broker or bank as a nominee or agent, you should follow the instructions provided by your broker or bank.

THE PROPOSED LIQUIDATION

Summary of the Proposed Liquidation

If approved, the Proposed Liquidation would be implemented through the Plan of Complete Liquidation and Dissolution attached as *Appendix A* (the "Plan"). A vote "For" the Proposed Liquidation means approval of the Plan. The Board has approved the Plan, but stockholder approval is also required.

The Proposed Liquidation would comprise several steps, including:

1. The Company's sale of all of the stock of its wholly-owned subsidiary, NHDI. The NHDI Sale will be on an "as-is" basis to an entity or entities owned, directly or indirectly, by Phillip Miller, the Company's Chief Executive Officer and Chairman of the Board, and Michelle Hammons, NHDI's Vice President of Operations for a purchase price of $50,000, subject to a working capital adjustment, a price based on an independent valuation analysis, unless a third party offers a higher purchase price on similar terms. See "*The NHDI Sale*."

2. The Company's sale of all of the stock and debt of IMS that it owns. The Company owns 80% of the outstanding stock of IMS and holds a promissory note (the "Note") from IMS with an outstanding principal amount of $725,000 as of December 2, 2015. The IMS Sale will be to an entity or entities owned, directly or indirectly, by Phillip Miller and Stanley Henry, a director of the Company for a purchase price of $28,000, subject to a working capital adjustment, plus the outstanding balance on the Note, a price based on an independent valuation analysis, unless a third party offers a higher purchase price on similar terms. See "*The IMS Sale*."

3. The Company would pay off all of its creditors in full (excluding any debts owed by NHDI or IMS, as those entities would no longer be a part of the Company). As of December 2, 2015, those creditors were owed approximately $3,000.

4. The Company would pay any other costs associated with the Proposed Liquidation. The Company estimates that those costs will be in the range of $50,000 to $75,000.

5. The Company would file a certificate of dissolution with the State of Delaware.

6. The Company would distribute its remaining cash, including the proceeds of the NHDI Sale and the IMS Sale, to its stockholders, *pro rata* to the number of shares held by each stockholder, in an amount that the Company currently estimates will be approximately $0.29 per share.

Background of the Proposed Liquidation

In the first quarter of 2015, management of the Company and the Board were concerned by the continuing decline in the revenues and profitability of the Company, and whether those trends could be reversed. Revenue for 2011 was $20,969,000; revenue for 2014 was $11,794,000. Net income was $596,000 in 2011; in 2014 the Company suffered a net loss of $75,000. See "*Appendix B – Financial Statements*."

NHDI’s principal business is the sale of newspaper run of press (“ROP”) advertising, an industry generally believed to be in decline. Based on continuing industry wide reductions in spending by national advertisers on certain newspaper advertising products, a trend that the Company expects will continue, and internal projections, management and the Board concluded that it was unlikely that NHDI would ever again be profitable. Those considerations led the Company to conduct goodwill impairment testing, including having the Valuation Analysis described below completed, and to conclude that there was a goodwill impairment, resulting in a write off of $885,942 in the third quarter of 2015.

IMS was incorporated in July 2015, to provide direct marketing services to automobile dealers. As the newspaper business was declining, the Company determined to use some of its cash reserves to invest in IMS, believing it to be a promising startup company. IMS’s business model is based on “pay for performance" and uses select data, targeted direct mail, email and on-line display ads. As a complementary advertising business, the Company believed it would begin seeing profits from IMS at about the same time as NHDI would begin seeing substantial losses.

While management and the Board believe that IMS will likely eventually become profitable, it will continue to suffer losses in the immediate future. IMS’s product development took longer and required more funding than originally anticipated. At the same time, ROP revenues (both NHDI’s and industry-wide) declined precipitously, as did NHDI’s profitability. The Company realized that scaling the sales of IMS would require significant additional debt or equity financing before reaching profitability and that there was no assurance that even with that additional investment IMS would become profitable.

The combination of the decline of ROP advertising, the effect of that decline on NHDI, IMS’s need for additional funding and the risks associated with a taking an early stage company to profitability, the Company began considering strategic options that would preserve cash and possibly provide a premium share price to its stockholders and engaged Rehmann Consulting, a division of Rehmann Robson to conduct a valuation analysis (the “Valuation Analysis”) of the Company’s common stock. The Valuation Analysis concluded that the estimated fair value of the Company’s common stock was $0.31 per share, as of June 30, 2015. Rehmann Robson provides accounting services to the Company from time to time, but does not audit, review or compile the Company’s financial statements.

That estimated fair value was based on the calculated value of NHDI and IMS (the “Subsidiaries”) and the cash and receivable balance at USSPI. The Valuation Analysis calculated that the market value of NHDI was $217,000 and that the market value of the Company’s interest in IMS was $13,000, each as of June 30, 2015. The valuation of NHDI was based on the adjusted net asset value method and comprised property, equipment and software values at $50,000 and an excess of other assets over liabilities of approximately $167,000. The valuation of IMS was based on the discounted cash flow method.

Based on that valuation and the concerns over revenues and profitability, the Board concluded that if buyers could be found for NHDI and IMS at their respective valuations, the Company should sell those subsidiaries and distribute the proceeds from those sales, as well as the Company’s cash reserves to its stockholders and dissolve. The Board reached that conclusion because it believed that to be a better result for the Company and its stockholders than continuing to operate at a loss and providing the additional capital that IMS would require to achieve profitability.

Given the low valuations of the Subsidiaries, and IMS's status as an early stage company, the Board concluded that it was unlikely that engaging an investment banker or business broker to sell the Subsidiaries would be feasible and instead relied on industry contacts to let it be known that the Subsidiaries were for sale.

No interest was expressed in IMS by any third parties. Stan Henry informed the Company that he would be willing to buy 50% of the Company's interest in IMS if Phillip Miller bought the other 50% for an aggregate purchase price of $13,000 (based on the Valuation Analysis) and the purchase of the Note for its outstanding balance.

A single buyer came forward for NHDI, who initially offered $50,000 (corresponding to the value of the NHDI's property, equipment and software used in the Valuation Analysis) plus the excess of assets other than property, equipment and software over liabilities (corresponding to the remainder of the value of NHDI calculated in the Valuation Analysis). That buyer ultimately decided not to purchase NHDI, informing the Company that he believed it to be too risky. Following the termination of those negotiations, Michelle Hammons, NHDI's vice president of operations, expressed a willingness to buy a portion of NHDI on similar terms, but only if Mr. Miller purchased the rest of NHDI. Mr. Miller and Ms. Hammons approached another member of NHDI's management about participating in a purchase of NHDI. That potential buyer initially expressed interest in the transaction, but ultimately declined, citing risk concerns. Mr. Miller and Ms. Hammons are still willing to go forward with the transaction.

On November 12, 2015, the Company announced it was considering sales of the Subsidiaries to members of the Company's management, but that those sales would be contingent on not receiving any other *bona fide* offers that might provide more value to the Company and its stockholders. To date, the Company has not received any enquiries regarding purchasing either Subsidiaries or any offer from any third party willing to purchase either Subsidiary, except as described above.

On November 20, 2015, the Board appointed Sandra Smith, the third member of the Board, as a Special Committee of the Board to evaluate the NHDI Sale and the IMS Sale (the "Special Committee"). On December 1, 2015, the Special Committee decided to approve the NHDI Sale, but informed Messrs. Miller and Henry that the offered purchase price for the Company's interest in IMS, $13,000, was too low and that the Company would be willing to sell its interest in IMS for $28,000 (in each case, exclusive of the Note purchase). Messrs. Miller and Henry accepted the counterproposal. See "*The Special Committee*."

The NHDI Sale

Mr. Miller and Ms. Hammons (or entities owned, directly or indirectly by them) will acquire all of the outstanding shares of NHDI from the Company. Mr. Miller will purchase the majority of the shares. The sale will be contingent on the approval of the Proposed Liquidation by a majority of all shares present at the special meeting in person or by proxy not owned or controlled by Messrs. Miller and Henry. The Company will have the right to cancel the NHDI

Sale if it has received an offer from a third party offering a higher purchase price on similar terms prior to the closing of the NHDI Sale. The NHDI Sale is expected to close (the "NHDI Closing") promptly following the special meeting.

The aggregate purchase price for NHDI will be an amount equal to $50,000 plus the amount of accounts receivable and prepaid expenses less the amount of accounts payable and accrued expenses, all as of the date of the NHDI Closing. Any cash held by NHDI will be paid to USSPI prior to the NHDI Closing.

The NHDI Sale will be on an "as-is" basis; the Company will not make representations or warranties about NHDI or its business to the purchaser. Representations and warranties will be limited to the Company's ownership of the shares of NHDI and the Company's power and authority to sell the shares of NHDI. The Company will have no indemnification obligations to the purchasers and will not be required to maintain its corporate existence.

The IMS Sale

Messrs. Miller and Henry (or entities owned, directly or indirectly by them) will acquire all of the outstanding shares of IMS owned by the Company (the "Company's IMS Shares") and the Note from the Company. The Company owns 80% of the outstanding shares of IMS. Messrs. Miller and Henry will each purchase one-half of the Company's IMS Shares. The sale will be contingent on the approval of the Proposed Liquidation by a majority of all shares present at the special meeting in person or by proxy not owned or controlled by Messrs. Miller and Henry. The Company will have the right to cancel the IMS Sale if it has received an offer from a third party offering a higher purchase price on similar terms prior to the closing of the IMS Sale. The IMS Sale is expected to close (the "IMS Closing") promptly following the special meeting.

The aggregate purchase price for the Company's IMS Shares will be $28,000. Any cash held by IMS will be paid to USSPI prior to the IMS Closing. The purchase price for the Note will be the outstanding balance due on the Note as of the date of the IMS Closing. As of December 2, 2015, the outstanding principal balance on the Note was $725,000.

The IMS Sale will be on an "as-is" basis; the Company will not make representations or warranties about IMS or its business to the purchaser. Representations and warranties will be limited to the Company's ownership of the Company's IMS Shares and the Company's power and authority to sell the shares of NHDI. The Company will have no indemnification obligations to the purchasers and will not be required to maintain its corporate existence.

The Special Committee

Because two of the three members of our Board of Directors have an interest in the IMS Sale and one of our directors has an interest in the NHDI Sale, our Board of Directors appointed a Special Committee of the Board of Directors, comprising the third director, Sandra Smith (the "Special Committee") to evaluate, approve and make a recommendation with respect to the Proposed Liquidation and to negotiate with the purchasers of the Subsidiaries. Sandra Smith also serves as the Chief Financial Officer of the Company. Ms. Smith is also president of Alternate Postal Direct, Inc., of which Mr. Miller is the founder and chairman. The Special Committee's report is below:

The Special Committee has completed its review of the process of selling the Subsidiaries as part of a liquidation process.

The review consisted of reviewing and, with respect to IMS, updating the Valuation Analysis prepared as of June 30, 2015. The management parties had agreed to use these valuations as the basis for the purchase price they were willing to pay for the Subsidiaries. These proceeds were then to be added to the existing cash to be paid out to stockholders of the Company in the Proposed Liquidation.

The Valuation Analysis determined the value of NHDI based on the adjusted net asset value method, due to the expectation that NHDI would not be profitable in the future. The Special Committee agrees that this is the best method to value NHDI. The adjusted net asset value method takes the fair market value of assets and liabilities. In the Valuation Analysis, the only item that is not at financial statement book value is property, equipment and software. These items were valued at $50,000, which was approximately $36,000 over net book value. Due to the use of the assets and liabilities, the resulting purchase price changes as working capital changes occur. The Company currently estimates that the values of the adjusted net asset value will be approximately $50,000 as the other assets and liabilities will be approximately equal at December 31, 2015. The final numbers should be available around January 15, 2016 when the December financial statements can be completed. The Special Committee made no changes to these assumptions and found no need to update the Valuation Analysis with respect to NHDI other than using the actual values of assets other than property, equipment and software and of liabilities.

The Valuation Analysis determined the value of IMS based on the discounted cash flow method. This method takes the estimated future earnings and applies certain present value and discount factors. The Special Committee reviewed the projections used in the Valuation Analysis and updated them for current 2015 projections, as well as reviewing the 2016 budget. The Special Committee used the results projected by the updated projections in the formulas used in the Valuation Analysis's valuation model. Based on these updated financial projections and the changes in the interest bearing debt balance, the Special Committee has determined that the estimated fair market value of 80% ownership of IMS to be $28,000 rather than $13,000 as was the valuation determined by the Valuation Analysis. This valuation also assumes the buyers will purchase the Note from USSPI at a purchase price equal to the outstanding balance on the Note. The Special Committee estimates that the outstanding balance on the Note at the IMS Closing will be $765,000 rather than $584,529 outstanding on June 30, 2015, the date of the valuation set forth in the Valuation Analysis.

The Special Committee concluded that Valuation Analysis obtained by the Company is sufficient and the Special Committee's engagement of another valuation expert to perform additional valuations or render a fairness opinion would likely cost the Company more money that it would recoup in any increase (if any) in the purchase price for either Subsidiary. The Special Committee also concluded that based on NHDI's anticipated lack of profitability, IMS's status as an early stage company, the nature of the industry and the Company's announcement of its consideration of sales of the Subsidiaries, retaining an investment banker or business broker to sell the Subsidiaries would not increase the purchase price of either. Therefore, the Special Committee approves the NHDI Sale and the IMS Sale, and the Proposed Liquidation and recommends that stockholder vote "For" the Proposed Liquidation.

Appendix A

PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION

of

USSPI MEDIA, INC.

This Plan of Complete Liquidation and Dissolution (the “Plan”) is intended to constitute a plan of distribution under Section 281(b) of the General Corporation Law of the State of Delaware (“DGCL”) and accomplish the complete liquidation and dissolution of USSPI Media, Inc., a Delaware corporation (the “Company”), in accordance with the DGCL.

Approval of Plan. The Board of Directors of the Company (the “Board”) has adopted this Plan and presented the Plan to the Company’s stockholders to take action on the Plan. If the Plan is adopted by the requisite vote of the Company’s stockholders, the Plan shall constitute the adopted Plan of the Company.

Certificate of Dissolution. Subject to Section 14 hereof, promptly after the stockholders approve the dissolution of the Company, the Company shall file with the Secretary of State of the State of Delaware a certificate of dissolution (the “Certificate of Dissolution”) in accordance with the DGCL (the time of such filing, or such later time as stated therein, the “Effective Time”).

Cessation of Business Activities. After the Effective Time, the Company shall not engage in any business activities except to the extent necessary to preserve the value of its assets, wind up its business affairs, and distribute its assets in accordance with this Plan.

Continuing Employees and Consultants. For the purpose of effecting the dissolution of the Company, the Company may hire or retain, at the discretion of the Board, such employees, consultants and advisors as the Board deems necessary or desirable to supervise or facilitate the dissolution and winding up of the Company.

Dissolution Process. From and after the Effective Time, the Company (or any successor entity of the Company) shall complete the following corporate actions:

The Company (a) shall pay or make reasonable provision to pay all claims and obligations, including all contingent, conditional or unmatured contractual claims known to the Company, (b) shall make such provision as will be reasonably likely to be sufficient to provide compensation for any claim against the Company which is the subject of a pending action, suit or proceeding to which the Company is a party, and (c) shall make such provision as will be reasonably likely to be sufficient to provide compensation for claims that have not been made known to the Company or that have not arisen but that, based on facts known to the Company, are likely to arise or to become known to the Company within 10 years after the date of dissolution. All such claims shall be paid in full and any such provision for payment made shall be made in full if there are sufficient assets. If there are insufficient assets, such claims and obligations shall be paid or provided for according to their priority and, among claims of equal priority, ratably to the extent of assets legally available therefor.

After the payments are made pursuant to clause (i) above, if there are any assets remaining, the Company shall distribute to its stockholders, in accordance with the liquidation preferences of the Company's Amended and Restated Certificate of Incorporation, as amended through the Effective Time, all remaining assets, including all available cash, including the cash proceeds of any sale, exchange or disposition, except such cash, property or assets as are required for paying or making reasonable provision for the claims and obligations of the Company. Such distribution may occur all at once or in a series of distributions and shall be in cash or assets, in such amounts, and at such time or times, as the Board in its absolute discretion, may determine. If and to the extent deemed necessary, appropriate or desirable by the Board, in its absolute discretion, the Company may establish and set aside a reasonable amount of cash and/or property to satisfy claims against the Company, including, without limitation, tax obligations, all expenses related to the sale of the Company's property and assets, all expenses related to the collection and defense of the Company's property and assets, and the liquidation and dissolution provided for in this Plan.

Cancellation of Stock. The distributions to the Company's stockholders pursuant to Section 5 hereof shall be in complete cancellation of all of the outstanding shares of stock of the Company. From and after the Effective Time, and subject to applicable law, each holder of shares of capital stock of the Company shall cease to have any rights in respect thereof, except the right to receive distributions pursuant to and in accordance with Section 5(ii) hereof. As a condition to receipt of any distribution to the Company's stockholders, the Board, in its absolute discretion, may require the Company's stockholders to (i) surrender their certificates evidencing their shares of stock to the Company, or (ii) furnish the Company with evidence satisfactory to the Board of the loss, theft or destruction of such certificates, together with such surety bond or other security or indemnity as may be required by and satisfactory to the Board. The Company will close its stock transfer books and discontinue recording transfers of shares of stock of the Company at the Effective Time, and thereafter certificates representing shares of stock of the Company will not be assignable or transferable on the books of the Company except by will, intestate succession, or operation of law.

Conduct of the Company Following Approval of the Plan. Under Delaware law, dissolution is effective upon the filing of a certificate of dissolution with the Secretary of State of the State of Delaware or upon such future effective date as may be set forth in the certificate of dissolution. Section 278 of DGCL provides that a dissolved corporation continues to exist for three (3) years after the date of dissolution for purposes of prosecuting and defending suits by or against the corporation and enabling it to settle and close its business and dispose of and convey its remaining assets, but not for the purpose of continuing the business of the corporation as a going concern. A corporation can continue to exist beyond the three (3) year period, if ordered by a court, for the sole purpose of prosecuting or defending any action, suit or proceeding that was brought before or during the three (3) year period after the date of dissolution, until any judgments, orders or decrees are fully executed. The powers of the directors continue during this time period in order to allow them to take the necessary steps to windup the affairs of the corporation.

Absence of Appraisal Rights. Under Delaware law, the Company's stockholders are not entitled to appraisal rights for their shares of capital stock in connection with the transactions contemplated by the Plan.

Abandoned Property. If any distribution to a stockholder cannot be made, whether because the stockholder cannot be located, has not surrendered certificates evidencing the capital stock as required hereunder or for any other reason, the distribution to which such stockholder is entitled shall be transferred, at such time as the final liquidating distribution is made by the Company, to the official of such state or other jurisdiction authorized by applicable law to receive the proceeds of such distribution. The proceeds of such distribution shall thereafter be held solely for the benefit of and for ultimate distribution to such stockholder as the sole equitable owner thereof and shall be treated as abandoned property and escheat to the applicable state or other jurisdiction in accordance with applicable law. In no event shall the proceeds of any such distribution revert to or become the property of the Company.

Stockholder Consent to Sale of Assets. Adoption of this Plan by the requisite vote of the outstanding capital stock shall constitute the approval of the stockholders of the sale, exchange or other disposition in liquidation of all of the property and assets of the Company, whether such sale, exchange or other disposition occurs in one transaction or a series of transactions, and shall constitute ratification of all contracts for sale, exchange or other disposition that are conditioned on adoption of this Plan.

Expenses of Dissolution. In connection with and for the purposes of implementing and assuring completion of this Plan, the Company may, in the absolute discretion of the Board, pay any brokerage, agency, professional and other fees and expenses of persons rendering services to the Company in connection with the collection, sale, exchange or other disposition of the Company's property and assets and the implementation of this Plan.

Compensation. In connection with and for the purpose of implementing and assuring completion of this Plan, the Company may, in the absolute discretion of the Board, pay the Company's officers, directors, employees, agents and representatives, or any of them, compensation or additional compensation above their regular compensation, including pursuant to severance and retention agreements, in money or other property, in recognition of the extraordinary efforts they, or any of them, will be required to undertake, or actually undertake, in connection with the implementation of this Plan. Adoption of this Plan by the stockholders shall constitute the approval of the Company's stockholders of the payment of any such compensation.

Indemnification. The Company shall continue to indemnify its officers, directors, employees, agents and trustee in accordance with its [Restated] Certificate of Incorporation, Bylaws, and contractual arrangements as therein or elsewhere provided, the Company's existing directors' and officers' liability insurance policy and applicable law, and such indemnification shall apply to acts or omissions of such persons in connection with the implementation of this Plan and the winding up of the affairs of the Company. The Board is authorized to obtain and maintain insurance as may be necessary to cover the Company's indemnification obligations.

Modification or Abandonment of the Plan. Notwithstanding authorization or consent to this Plan and the transactions contemplated hereby by the stockholders, the Board may modify, amend or abandon this Plan and the transactions contemplated hereby without further action by the stockholders to the extent permitted by the DGCL.

Authorization. The Board is hereby authorized, without further action by the stockholders, to do and perform or cause the officers of the Company, subject to approval of the Board, to do and perform, any and all acts, and to make, execute, deliver or adopt any and all agreements, resolutions, conveyances, certificates and other documents of every kind that are deemed necessary, appropriate or desirable, in the absolute discretion of the Board, to implement this Plan and the transaction contemplated hereby, including, without limiting the foregoing, all filings or acts required by any state or federal law or regulation to wind up its affairs.

Appendix B

FINANCIAL STATEMENTS

Financial Information for the period ended December 31, 2012

USSPI Media, Inc. and Subsidiary
Summary Balance Sheet
December 31, 2012
(unaudited)

	2012
ASSETS	
Cash	$ 967,386
Accounts Receivable, Net	5,264,472
Prepaid Expenses and Other Assets	387,213
Total Current Assets	6,619,071
Property, Equipment and Software, Net	9,242
Goodwill, Net	885,942
TOTAL ASSETS	$7,514,255
LIABILITIES	
Notes Payable	-
Accounts Payable	4,518,233
Accrued Expenses	45,994
TOTAL LIABILITIES	4,564,227
EQUITY	
Common Stock	95,207
Additional Paid in Capital	13,923,610
Treasury Stock	(334,607)
Accumulated Deficit	(10,734,182)
TOTAL EQUITY	2,950,028
TOTAL LIABILITIES & EQUITY	$7,514,255

See notes to unaudited financial statements.

USSPI Media, Inc. and Subsidiary
Summary Statements of Operations
For the year ended December 31, 2012
(unaudited)

	2012
Gross Billing	$ 20,591,781
Cost of Revenues	17,533,409
Gross Profit	3,058,372
Gross Profit %	14.9%
Selling, General & Administrative Expenses	2,159,148
Income (Loss) from Operations	899,224
Interest and Other Income (Expense)	12,770
Income Before Income Taxes	911,994
Income Tax Expense (Benefit)	344,355
Net Income	$ 567,639
Diluted Weighted Average Shares Outstanding	8,046,656
Income Per Share:	
Net Income Per Share	.07

See notes to unaudited financial statements.

USSPI Media, Inc. and Subsidiary
Summary Statements of Cash Flows
For the year ended December 31, 2012
(unaudited)

	2012
Operating Activities:	
Net Income (Loss)	$ 567,639
Non Cash Adjustments:	
Depreciation and Amortization	5,156
(Gain)/Loss on Asset Sales	-
Changes in Assets and Liabilities:	
(Increase)/Decrease in:	
Accounts Receivable	(448,587)
Other Assets	(164,465)
Increase/(Decrease) in:	
Accounts Payable	384,801
Accrued Liabilities	4,546
Net Cash provided by or (used in)	
Operating Activities	349,090
Investing Activities:	
Purchases of Property and Equipment	(3,683)
Proceeds from Sales of Equipment	-
Purchases of Software	-
Net Cash Used in Investing Activities:	(3,683)
Financing Activities:	
Dividends Paid	(885,132)
Payments on Notes Payable	-
Stock Repurchases	-
Increase/(Decrease) in Bank Notes Payable	-
Payments on Notes Receivable	-
Net Cash provided by or (used in)	
Financing Activities	(885,132)
Net Increase (Decrease) in Cash	(539,725)
Cash at Beginning of Period	1,507,111
Cash at End of Period	$ 967,386

See notes to unaudited financial statements.

USSPI Media, Inc. and Subsidiary
Summary Statement of Shareholders Equity
For the Year Ended December 31, 2012
(unaudited)

	Common Stock		Treasury Stock		Additional Paid in Capital	Accumulated Deficit	Total Value
	Shares	Amount	Shares	Amount			
Balances January 1, 2012	9,520,695	$95,207	(1,474,039)	$(334,607)	$13,923,610	$(10,416,689)	$3,267,521
Dividends Paid						$(885,132)	$(885,132)
Annual Results						$567,639	$567,639
Balances December 31, 2012	9,520,695	$95,207	(1,474,039)	$(334,607)	$13,923,610	$(10,734,182)	$2,950,028

USSPI Media, Inc. and Subsidiary
Notes to Unaudited Financial Statements
December 31, 2012

1. Business

USSPI Media Inc.'s sole operating subsidiary, National Home Delivery, Inc., is a media buying agency that specializes in national digital and newspaper placement and provides turnkey digital offerings to a network of local media partners. This is accomplished through the Company's three brand names, U.S. Suburban Press (USSPI), Specialty Media Solutions (SMS) and eZips from USSPI Media.

The subsidiary has provided national advertisers in the U.S. with targeted advertising on a hyper-local level as well as a one-order, one-bill system for over 40 years. The Company has over 2,000 newspapers in its proprietary database. USSPI fills the crucial role of aggregating local newspaper and digital media into custom networks that are efficient and easy for national advertisers to buy and effectively use to reach their target markets.

2. Common Stock

As of December 31, 2012, the Company had authorized 50,000,000 shares of Common Stock, $.01 par value, of which 8,046,656 were issued and outstanding. As of March 11, 2013, the Company had 8,046,656 shares issued and outstanding. The Company's Common Stock is traded on the Pink Sheets under the symbol USPI (formerly ALTM). On October 3, 2003, the Company filed a Form 15 for termination of registration of its stock with the Securities and Exchange Commission (SEC). This filing became effective on January 2, 2004, and the Company is no longer obligated to file reports with the SEC.

3. Notes Payable

The Company has an agreement with a bank providing for a $1,000,000 line of credit to the Company's wholly-owned sole subsidiary. Available borrowings are based on sixty five percent (65%) of accounts receivable not more than ninety (90) days old and subject to certain other restrictions and conditions. There were no borrowings outstanding at December 31, 2012.

4. Income Taxes

Income tax expense (benefit) for the year ended December 31, 2012 consists of the following:

	Year ended December 31, 2012
Federal	$290,237
State	54,118
	$344,355

Accounting Policies, Estimates and Judgments

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

Financial Information for the period ended December 31, 2013

USSPI Media, Inc. and Subsidiary
Summary Balance Sheet
December 31, 2013
(unaudited)

	2013
ASSETS	
Cash	$ 1,726,705
Accounts Receivable, Net	3,130,286
Prepaid Expenses and Other Assets	159,757
Total Current Assets	5,016,748
Property, Equipment and Software, Net	19,211
Goodwill, Net	885,942
TOTAL ASSETS	$5,921,901
LIABILITIES	
Notes Payable	-
Accounts Payable	2,899,937
Accrued Expenses	13,283
TOTAL LIABILITIES	2,913,220
EQUITY	
Common Stock	95,207
Additional Paid in Capital	13,923,610
Treasury Stock	(334,607)
Accumulated Deficit	(10,675,529)
TOTAL EQUITY	3,008,681
TOTAL LIABILITIES & EQUITY	$5,921,901

See notes to unaudited financial statements.

USSPI Media, Inc. and Subsidiary
Summary Statements of Operations
For the year ended December 31, 2013
(unaudited)

	2013
Gross Billing	$ 13,171,478
Cost of Revenues	(11,384,905)
Gross Profit	1,786,573
Gross Profit %	13.6%
Selling, General & Administrative Expenses	1,794,532
Income (Loss) from Operations	(7,959)
Interest and Other Income (Expense)	403,529
Income Before Income Taxes	395,570
Income Tax Expense (Benefit)	95,517
Net Income	$ 300,053
Diluted Weighted Average Shares Outstanding	8,046,656
Income Per Share:	
Net Income Per Share	.04

See notes to unaudited financial statements.

USSPI Media, Inc. and Subsidiary
Summary Statements of Cash Flows
For the year ended December 31, 2013
(unaudited)

	2013
Operating Activities:	
Net Income (Loss)	$ 300,053
Non Cash Adjustments:	
Depreciation and Amortization	3,615
(Gain)/Loss on Asset Sales	-
Changes in Assets and Liabilities:	
(Increase)/Decrease in:	
Accounts Receivable	2,134,186
Other Assets	227,456
Increase/(Decrease) in:	
Accounts Payable	(1,618,296)
Accrued Liabilities	(32,711)
Net Cash provided by or (used in)	
Operating Activities	1,014,303
Investing Activities:	
Purchases of Property and Equipment	(13,584)
Proceeds from Sales of Equipment	-
Purchases of Software	-
Net Cash Used in Investing Activities:	(13,584)
Financing Activities:	
Dividends Paid	(241,400)
Payments on Notes Payable	-
Stock Repurchases	-
Increase/(Decrease) in Bank Notes Payable	-
Payments on Notes Receivable	-
Net Cash provided by or (used in)	
Financing Activities	(241,400)
Net Increase (Decrease) in Cash	759,319
Cash at Beginning of Period	967,386
Cash at End of Period	$ 1,726,705

See notes to unaudited financial statements.

USSPI Media, Inc. and Subsidiary
Summary Statement of Shareholders Equity
For the Year Ended December 31, 2013
(unaudited)

	Common Stock		Treasury Stock		Additional Paid in Capital	Accumulated Deficit	Total Value
	Shares	Amount	Shares	Amount			
Balances January 1, 2013	9,520,695	$95,207	(1,474,039)	$(334,607)	$13,923,610	$(10,734,182)	$2,950,028
Dividends Paid						$(241,400)	$(241,400)
Annual Results						$300,053	$300,053
Balances December 31, 2013	9,520,695	$95,207	(1,474,039)	$(334,607)	$13,923,610	$(10,675,529)	$3,008,681

USSPI Media, Inc. and Subsidiary
Notes to Unaudited Financial Statements
December 31, 2013

1. Business

USSPI Media Inc.’s sole operating subsidiary, National Home Delivery, Inc., is a media buying agency that specializes in national digital and newspaper placement and provides turnkey digital offerings to a network of local media partners. This is accomplished through the Company’s two brand names, U.S. Suburban Press (USSPI) and eZips from USSPI Media.

The subsidiary has provided national advertisers in the U.S. with targeted advertising on a hyper-local level as well as a one-order, one-bill system for over 40 years. The Company has over 3,000 newspapers in its proprietary database. USSPI fills the crucial role of aggregating local newspaper and digital media into custom networks that are efficient and easy for national advertisers to buy and effectively use to reach their target markets.

2. Common Stock

As of December 31, 2013, the Company had authorized 50,000,000 shares of Common Stock, $.01 par value, of which 8,046,656 were issued and outstanding. As of March 13, 2014, the Company had 8,046,656 shares issued and outstanding. The Company’s Common Stock is traded on the Pink Sheets under the symbol USPI (formerly ALTM). On October 3, 2003, the Company filed a Form 15 for termination of registration of its stock with the Securities and Exchange Commission (SEC). This filing became effective on January 2, 2004, and the Company is no longer obligated to file reports with the SEC.

3. Notes Payable

The Company has an agreement with a bank providing for a $1,000,000 line of credit to the Company's wholly-owned sole subsidiary. Available borrowings are based on sixty five percent (65%) of accounts receivable not more than ninety (90) days old and subject to certain other restrictions and conditions. There were no borrowings outstanding at December 31, 2013.

4. Income Taxes

Income tax expense (benefit) for the year ended December 31, 2013 consists of the following:

	Year ended December 31, 2013
Federal	$105,355
State current	1,987
State prior year	$(11,823)
	95,519

5. Accounting Policies, Estimates and Judgments

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

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

Financial Information for the period ended December 31, 2014

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

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

See notes to unaudited financial statements.

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

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

See notes to unaudited financial statements.

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

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

See notes to unaudited financial statements.

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

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

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

1. <u>Business</u>

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

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

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

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

2. Common Stock

As of December 31, 2014, the Company had authorized 50,000,000 shares of Common Stock, $.01 par value, of which 8,046,656 were issued and outstanding. As of March 17, 2015, the Company had 8,046,656 shares issued and outstanding. The Company's Common Stock is traded on the Pink Sheets under the symbol USPI (formerly ALTM). On October 3, 2003, the Company filed a Form 15 for termination of registration of its stock with the Securities and Exchange Commission (SEC). This filing became effective on January 2, 2004, and the Company is no longer obligated to file reports with the SEC.

3. Notes Payable

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

4. Income Taxes

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

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

5. Accounting Policies, Estimates and Judgments

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

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

Financial Information for the period ended September 30, 2015

USSPI Media, Inc. and Subsidiaries
Summary Balance Sheets
(unaudited)

ASSETS	September 30, 2015	December 31, 2014
Cash	$1,785,108	$1,743,273
Accounts Receivable, Net	1,590,921	2,807,233
Prepaid Expenses and Other Assets	114,673	285,376
Total Current Assets	3,490,702	4,835,882
Property, Equipment and Software, Net	20,239	19,604
Goodwill, Net	-	885,942
TOTAL ASSETS	$3,510,941	$5,741,428
LIABILITIES		
Notes Payable – Note 3	-	-
Accounts Payable	1,632,954	2,652,686
Accrued Expenses	85,882	153,075
TOTAL LIABILITIES	1,718,836	2,805,761
EQUITY		
Common Stock – Note 2	95,207	95,207
Additional Paid in Capital	13,925,610	13,925,610
Treasury Stock	(334,607)	(334,607)
Accumulated Deficit	(11,894,105)	(10,750,543)
TOTAL EQUITY	1,792,105	2,935,667
TOTAL LIABILITIES & EQUITY	$3,510,941	$5,741,428

See notes to unaudited financial statements.

USSPI Media, Inc. and Subsidiaries
Summary Statement of Operations
(unaudited)

	Three Months Ended September 30		Nine Months Ended September 30	
	2015	2014	2015	2014
Gross Billing	$2,194,649	$2,446,441	$7,067,126	$8,123,246
Cost of Revenue	1,793,694	2,097,403	5,863,751	6,901,964
Gross Profit	400,955	349,038	1,203,375	1,221,282

Gross Profit %	18.3%	14.3%	17.0%	15.0%
Selling, General & Administrative Expenses	391,622	510,031	1,463,322	1,328,971
Income (Loss) From Operations	9,333	(160,993)	(259,947)	(107,689)
Goodwill Impairment	(885,942)		(885,942)	
Interest and Other Income (Expense)	110	568	110	568
Total Other Income and Expenses	(885,832)	568	(885,832)	568
Income (Loss) Before Income Taxes	(876,499)	(160,425)	(1,145,779)	(107,121)
Income Tax Expense (Benefit) – Note 4	0	(20 ,124)	(2,217)	(36,688)
Net Income (Loss)	$(876,499)	$(140,301)	$(1,143,562)	$(70,433)
Diluted Weighted Average Shares Outstanding	8,046,656	8,046,656	8,046,656	8,046,656
Income Per Share:				
Net Income (Loss) Per Share	$(0.11)	$(0.02)	$(0.14)	$(0.01)

See notes to unaudited financial statements.

USSPI Media, Inc. and Subsidiaries
Summary Statements of Cash Flows
(unaudited)

	Three Months Ended September 30		Nine Months Ended September 30	
	2015	2014	2015	2014
Operating Activities:				
Net Income (Loss)	$(876,499)	$(140,301)	$(1,143,562)	$(70,433)
Non Cash Adjustments:				
Depreciation and Amortization	2,768	1,611	6,982	4,446
Goodwill Impairment	885,942	-	885,942	-
(Gain)/Loss on Asset Sales	0	(568)	0	(568)
Changes in Assets and Liabilities:				
(Increase)/Decrease in:				
Accounts Receivable	(278,786)	(31,924)	1,216,312	1,300,453

Other Assets	143,018,	(173,022)	170,703	(168,778)
Increase/(Decrease) in:				
Accounts Payable	(314,700)	(7,722)	(1,019,732)	(1,156,457)
Accrued Liabilities	47,840	(1,044)	(67,193)	7,907
Net Cash Provided by or (Used in)				
Operating Activities	(390,417)	(352,970)	49,452	(83,430)
Investing Activities:				
Purchases of Property and Equipment	(7,212)	(4,608)	(7,617)	(5,050)
Proceeds from Sales of Equipment	0	1,250	0	1,250
Purchases of Software	0	0	0	0
Net Cash Used in Investing Activities:	(7,212)	(3,358)	(7,617)	(3,800)
Financing Activities:				
Dividends Paid	0	0	0	0
Payments on Notes Payable	0	0	0	0
Stock sold in subsidiary	0	2,000	0	2,000
Stock Repurchases	0	0	0	0
Increase/(Decrease) in Bank Notes Payable	0	0	0	0
Payments on Notes Receivable	0	0	0	0
Net Cash Provided by or (Used in)				
Financing Activities	0	2,000	0	2,000
Net Increase (Decrease) in Cash	(397,629)	(354,328)	41,835	(85,230)
Cash at Beginning of Period	2,182,737	1,995,803	1,743,273	1,726,705
Cash at End of Period	$1,785,108	$1,641,475	$1,785,108	$1,641,475

USSPI Media, Inc. and Subsidiaries
Notes to Unaudited Financial Statements
September 30, 2015

1. Business

USSPI Media, Inc. conducts operations through its subsidiaries, National Home Delivery, Inc. (“NHDI”) and InMarketSolution, Inc. (“IMS”). NHDI is a wholly-owned subsidiary, and IMS is an

80% owned subsidiary of the Company. The Company's financial statements are consolidated with those of NHDI and IMS for both tax and accounting purposes

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

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

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

2. Common Stock

As of September 30, 2015, the Company had authorized 50,000,000 shares of Common Stock, $.01 par value, of which 8,046,656 were issued and outstanding. The Company's stock is quoted on the OTC Pink Current Information® tier of OTC Markets Group under the symbol USPI (formerly ALTM). On October 3, 2003, the Company filed a Form 15 for termination of registration of its stock with the Securities and Exchange Commission. This filing became effective on January 2, 2004, and the Company is no longer obligated to file reports with the Securities and Exchange Commission.

3. Notes Payable

The Company has an agreement with a bank providing for a $1,000,000 line of credit to the Company's wholly-owned sole subsidiary. Available borrowings are based on sixty five percent (65%) of accounts receivable not more than ninety (90) days old and subject to certain other restrictions and conditions. There were no borrowings outstanding at September 30, 2015 and 2014.

4. Goodwill

The Company made an interim assessment of the value of goodwill due to the significant decline in revenue associated with the newspaper advertising industry. As a result of an independent valuation made on the Company and each of its two subsidiaries, the Company wrote off the balance of goodwill of $885,942.

5. Income Taxes

Income tax expense (benefit) for the nine months ended September 30, 2015 and 2014 consists of the following:

	Nine months ended September 30	
	2015	2014
Federal	$0	$0
Federal (prior year)	0	(40,329)
State (current)	0	2,540
State (prior year)	(2,217)	1,101
	$(2,217)	$(36,688)

6. Accounting Policies, Estimates and Judgments

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

The Company owns life insurance policies on key members of management, of which the Company is the beneficiary. The Company continues to hold a key man policy on its CEO and president of IMS.