

***Company Information and Disclosure Statement***  
***Issuers' Quarterly Disclosure***  
***For Period Ended June 30, 2012***

**Media Sentiment, INC.**  
**OTCPK: MSEZ**

## ISSUER INFORMATION AND DISCLOSURE STATEMENT

Media Sentiment, Inc.

### Cautionary Note Regarding Forward-Looking Statements

Information set forth in this Initial Company Information and Disclosure Statement (the “Initial Disclosure Statement”) contains forward-looking statements, which involve a number of risks and uncertainties that could cause our actual results to differ materially from those reflected in the forward-looking statements. Forward-looking statements can be identified by use of the words “expect,” “project,” “may,” “might,” “potential,” and similar terms. Media Sentiment, Inc. (“MSEZ”, “we” or the “Company”) cautions readers that any forward-looking information is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking information. Forward-looking statements involve a number of risks, uncertainties or other factors beyond our control. These factors include, but are not limited to, our ability to implement our strategic initiatives, economic, political and market conditions and price fluctuations, government and industry regulation, competition and other factors. We undertake no obligation to update any forward looking statement, whether as a result of new information, future events or otherwise.

## Item 1

Exact name of the issuer and the address of its principal executive offices.

### Issuer: The Exact Name of the Issuer and Its Predecessor(s) (if any)

The exact name of the issuer is Media Sentiment, Inc. (herein referred to as "Issuer") incorporated in the State of Wyoming.

### The Address of the Issuer's Principal Executive Offices

#### Media Sentiment, Inc.

529 Buchanan Street

San Francisco, CA 94102

Website: <http://www.mediasentiment.com>

Phone: (415) 861-3421

Email: [investors@mediasentiment.com](mailto:investors@mediasentiment.com)

## Item 2

### Shares outstanding.

#### Common Stock

(i) Period end date	For the period ended June 30, 2012
(ii) Number of shares authorized;	49,880,000,000 \$.0000001 par value;
(iii) Number of shares outstanding;	6,033,601,970 \$.0000001 par value;
(iv) Freely tradable shares (public float);	1,128,526,970 \$.0000001 par value;
Total number of beneficial shareholders; and	N/A
Total number of shareholders on record.	142

#### Preferred A Stock

(i) Period end date	For the period ended June 30, 2012
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(ii) Number of shares authorized;	10,000,000 \$.0000001 par value
(iii) Number of shares outstanding;	2,000,000
(iv) Freely tradable shares (public float);	
Total number of beneficial shareholders; and	
Total number of shareholders on record.	2

**Preferred B Stock**

(i) Period end date	For the period ended June 30, 2012
(ii) Number of shares authorized;	90,000,000 \$.0000001 par value
(iii) Number of shares outstanding;	3,000,000
(iv) Freely tradable shares (public float);	
Total number of beneficial shareholders; and	
Total number of shareholders on record.	3

**Item 3 Interim financial statements.**

**MEDIA SENTIMENT, INC.**

*(A Development Stage Company)*

**Comparative Financial Statements**

**For the Six Months ended June 30, 2012 and 2011**

**MEDIA SENTIMENT, INC.**  
*(A Development Stage Company)*

## **Table of Contents**

**June 30, 2012**

<b>Balance Sheets as of June 30, 2012 and December 31, 2011</b>	<b>F-1</b>
<b>Statements of Operations for the Three Months Ended June 30, 2012 and June 30, 2011 and for the Period from October 1, 2009 (Inception of Development Stage) to June 30, 2012</b>	<b>F-2</b>
<b>Statements of Operations for the Six Months Ended June 30, 2012 and June 30, 2011 and for the Period from October 1, 2009 (Inception of Development Stage) to June 30, 2012</b>	<b>F-3</b>
<b>Statement of Stockholders' Deficit as of June 30, 2012</b>	<b>F-4</b>
<b>Statements of Cash Flows for the Three Months Ended June 30, 2012 and 2011 and for the Period from October 1, 2009 (Inception of Development Stage) to June 30, 2012</b>	<b>F-5</b>
<b>Notes to Financial Statements</b>	<b>F-6 – F-9</b>

# MEDIA SENTIMENT, INC.

(A Development Stage Company)

## Balance Sheets

	June 30, 2012	December 31, 2011
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash	\$ 22,041	\$ 49
Deposits	0	1,500
Other assets	0	0
<b>Total Current Assets</b>	<u>22,041</u>	<u>1,549</u>
<b>Equipment, net of accumulated depreciation</b>	1,000	1,250
<b>TOTAL ASSETS</b>	<u>\$ 23,041</u>	<u>\$ 2,799</u>

### LIABILITIES AND STOCKHOLDERS' DEFICIT

#### Current Liabilities

Accounts payable and accrued expenses	\$ 18,410	\$ 19,759
Accounts payable - related party	80,230	88,648
Notes payable	6,325	6,325
Notes payable - related party	279,919	324,269
<b>Total Current Liabilities</b>	<u>384,884</u>	<u>439,001</u>

#### Stockholders' Deficit

Common stock: 49,880,000,000 shares  
authorized,

\$.0000001 par value; 7,403,601,970 shares

issued and outstanding at December 31, 2011

6,033,601,970 shares issued and outstanding at June 30, 2012	9,569	8,939
Preferred A stock: 10,000,000 shares authorized, \$.0000001 par, 2,000,000 shares issued and outstanding at December 31, 2011 and June 2012	0	0
Preferred B stock: 90,000,000 shares authorized, \$.0000001 par 2,000,000 shares issued and outstanding at June 2012	0	0
<b>Additional paid-in capital</b>	2,058,010	1,993,140
<b>Accumulated deficit</b>	(2,429,422)	(2,438,280)
<b>Total Stockholders' Deficit</b>	<u>(361,843)</u>	<u>(436,201)</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	\$ <u>23,041</u>	\$ <u>2,799</u>

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

**MEDIA SENTIMENT, INC.***(A Development Stage Company)***Statements of Operations**

For the Three Months ended June 30, 2012 and 2011

For the Period from October 1, 2009 (Inception of Development Stage) to June 30, 2012

	Three months ended:		October 1, 2009
	June 30, 2012	June 30, 2011	Through
			June 30, 2012
<b>Gross revenues</b>	\$ 187	\$ 273	\$ 11,400
<b>Operating expenses</b>			
Sales and marketing expenses	0	1,500	9,255
Operating and administrative expenses	8,368	2,521	56,659
Depreciation	125	125	500
<b>Total operating expenses</b>	8,368	4,146	66,414
<b>Operating loss</b>	(8,306)	(3,873)	(55,014)
<b>Other income (expense)</b>			
Forgiveness of debt	20,000	0	45,000
Interest and finance expense	(4,594)	(5,033)	(53,059)
Other	(12,878)	0	(30,182)
<b>Total other income (expense)</b>	2,528	(5,033)	(38,242)
<b>Net Loss</b>	\$ (5,778)	\$ (8,906)	\$ (93,256)

Weighted average number of shares



**MEDIA SENTIMENT, INC.***(A Development Stage Company)***Statements of Operations**

For the Six Months ended June 30, 2012 and 2011

For the Period from October 1, 2009 (Inception of Development Stage) to June 30, 2012

	Six months ended:		October 1, 2009
	June 30, 2012	June 30, 2011	Through June 30, 2012
<b>Gross revenues</b>	\$ 426	\$ 534	\$ 11,400
<b>Operating expenses</b>			
Sales and marketing expenses	0	1,584	9,255
Operating and administrative expenses	12,407	2,521	56,659
Depreciation	250	125	500
<b>Total operating expenses</b>	12,657	4,230	66,414
<b>Operating loss</b>	(12,231)	(3,697)	(55,014)
<b>Other income (expense)</b>			
Forgiveness of debt	45,000		45,000
Interest and finance expense	(9,582)	(10,066)	(53,059)
Other	(14,328)	(800)	(30,182)
<b>Total other income (expense)</b>	21,090	(10,866)	(38,242)
<b>Net Loss</b>	\$ 8,859	\$ (14,562)	\$ (93,256)

Weighted average number of shares



**MEDIA SENTIMENT, INC.**  
(A Development Stage Company)

**Statements of Cash Flows**

For the Three Months ended June 30, 2012 and 2011

For the Period from October 1, 2009 (Inception of Development Stage) to June 30, 2012

	Three months ended:		October 1, 2009
	June 30, 2012	June 30, 2011	through June 30, 2012
<b>Cash Flows from Operation Activities:</b>			
Net income (loss) for the period	\$ (5,778)	\$ (8,906)	\$ (93,256)
<b>Adjustments to Reconcile Net Loss to</b>			
<b>Cash used in Operating Activities:</b>			
Depreciation and amortization	125	125	500
<b>Changes in Asstes and Liabilities</b>			
Decrease in accounts receivable	0	0	0
Decrease in deposits	1,500		1,400
Increase in accounts payable and accrued expenses	(19,354)	2,523	27,762
<b>Net Cash provided by Operating Activities</b>	<b>(23,756)</b>	<b>(5,257)</b>	<b>(84,594)</b>
<b>Cash Flows from Investing Activities:</b>			
Purchase of equipment		(1,500)	(1,500)
<b>Net cash provided by Investing Activities</b>		<b>(1,500)</b>	<b>(1,500)</b>
<b>Cash Flows from Financing Activities:</b>			
Proceeds from notes payable-related party	(20,000)		(5,981)

Proceeds from notes payable		74	6,325
Additional paid-in capital	64,870	6,300	79,130
Issuance of common stock	630	(15)	5,929
Issuance of preferred series A			
Issuance of preferred series B			
<b>Net Cash Provided by Financing Activities</b>	<u>45,500</u>	<u>6,359</u>	<u>85,903</u>
<b>Net cash increase for the period</b>	21,993	(398)	20,809
<b>Cash - Beginning Balance</b>	48	422	1,232
<b>Cash - Ending Balance</b>	<u>\$ 22,041</u>	<u>\$ 24</u>	<u>\$ 22,041</u>

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

**MEDIA SENTIMENT, INC.**  
*(A Development Stage Company)*  
**Notes to Financial Statements**

**June 30, 2012**

**Note 1. Description of Business**

Media Sentiment Inc. (the Company) was incorporated during October 2006, under the laws of the State of Nevada, as a wholly owned subsidiary of California News Tech (CNT) to market the internet search tools developed by CNT. At this time, most of the assets of CNT were transferred to the Company.

On May 17, 2007, CNT completed a reverse merger with Debut Broadcasting Corporation, Inc., a Tennessee corporation (DBI) whereby it succeeded to the business of DBI and it changed its name to Debut Broadcasting Corporation, Inc. As a result of this merger, however, it was determined that the two business operations would be better served if operated and accounted for separately. Consequently, DBI's board of directors approved the distribution of all of its Media Sentiment shares to the CNT shareholders of record on April 20, 2007 on a pro-rata basis. DBI then, set aside all of its 3,640,440 outstanding shares of Media Sentiment for this purpose.

On August 23, 2010 the Company amended its Articles of Incorporation and filed its Amended Articles of Incorporation in Wyoming where the Company re-domiciled. The Amended Articles of Incorporation reduced the par value of all shares to .0000001. The Company is authorized to issue 49,880,000,000 shares of common stock, 10,000,000 shares of Preferred Stock Series A, 90,000,000 shares of Preferred Stock Series B, and 20,000,000 shares of Preferred Stock Series C.

**Note 2. Summary of Significant Accounting Policies**

**Development Stage Company**

The Company is considered to be a development stage company. A development stage company is one in which planned principal operations have not commenced or if its operations have commenced, there have been no significant revenues there from. The Company has transitioned to development stage as of October 1, 2009.

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates and could affect future operating results.

## **Equipment**

Equipment is recorded at cost, less accumulated depreciation. Depreciation is computed using the straight-line method over estimated useful lives of three to five years. The straight-line method of depreciation is also used for income tax purposes.

**MEDIA SENTIMENT, INC.**  
*(A Development Stage Company)*  
**Notes to Financial Statements**

**June 30, 2012**

**Note 2. Summary of Significant Accounting Policies (Continued)**

**Impairment of Long-Lived Assets**

The Company evaluates the recoverability of its equipment, product and website development costs and recognizes the impairment of long-lived assets in the event the net book value of such assets exceeds net realizable value. The Company evaluates asset recoverability at each balance sheet date or when an event occurs that may impair recoverability of the assets.

**Revenue Recognition**

The Company recognizes net revenue when the earnings process is complete, as evidenced by:

- an agreement with the customer;
- delivery to and acceptance of the product by the customer has occurred;
- the amount of the fees to be paid by the customer are fixed or determinable; and
- collection of these fees is probable.

If an acceptance period is contractually provided, license revenues are recognized upon the earlier of customer acceptance or the expiration of that period. In instances where delivery is electronic and all other criteria for revenue recognition have been achieved, the product is considered to have been delivered when the customer is provided the access code to download the software from the Internet.

Because of possible price fluctuations or technology obsolescence, subscription revenue will be deferred and recorded on a monthly basis as earned. Delivery, selling or other costs billed to the customers is included in net revenue and the related delivery, selling or other costs is included in the cost of selling subscriptions.

**Product Development**

Where there is reasonable assurance of recovery, development costs are capitalized. Capitalization of costs ceases when the product is available for general release to customers. Annual amortization of capitalized costs is the greater of amortization computed using the straight-line method over the remaining estimated economic life of the product or computed using the ratio of the product's current and anticipated future gross revenue.

## **Stock-based Compensation Plans**

The Company has no stock-based compensation plans.

## **Financial Reporting**

The Company's financial statements have been prepared, without audit, in accordance with generally accepted accounting principles and are consistent with the presentation and disclosures in the audited financial statements and notes thereto for the year ended December 31, 2009.

**MEDIA SENTIMENT, INC.**  
*(A Development Stage Company)*  
**Notes to Financial Statements**  
**June 30, 2012**

**Note 2. Summary of Significant Accounting Policies (Continued)**

**Income Taxes and Deferred Taxes**

The Company utilizes the liability method of accounting for income taxes. Deferred tax liabilities or assets are recognized for the expected future tax consequences of temporary differences between the book and tax bases of assets and liabilities. The Company regularly assesses the likelihood that the deferred tax assets will be recovered from future taxable income, and a valuation allowance is recorded to reduce the deferred tax assets to the amounts that are believed to be realizable.

A full valuation allowance on any future tax benefits is being provided until the Company can sustain a level of profitability that demonstrates the ability to utilize these assets.

**Basic and Fully-diluted Loss per Common Share**

Net loss per common share is based on the weighted average number of shares outstanding during the year. Fully-diluted net loss per common share is not reported because, under current conditions, the loss per share is anti-dilutive.

**Certain Significant Risks and Uncertainties**

The Company participates in the high technology industry and believes that changes in any of the following areas could have a material adverse effect on the Company's future financial position, results of operations or cash flows: advances and trends in new technologies; competitive pressures in the form of price reductions; market acceptance of the Company's services; development of sales channels; litigation or claims against the Company based on intellectual property, regulatory or other factors.

**Note 3.           Going Concern and Liquidity**

Without raising additional capital the Company may not be able to continue operations. Historically, the Company has incurred significant losses and negative cash flows from operations. As of June 30, 2012, the accumulated deficit was \$ 2,429,421 and the negative working capital was \$ 362,843. The negative working capital includes \$ 279,919 in current notes payable and \$ 80,230 in accrued expenses owed to related parties. The Company plans to fund operations through private placements and a public offering. There is no assurance that these sources of capital will available to the Company in the future.

**Note 4.           Notes Payable to Related Parties**

The notes payable of \$279,919 at June 30, 2012 and \$324,269 at December 31, 2011 are due to an officer and director of the Company, Marian Munz and his wife Tunde Munz. These notes are convertible, at the option of the note holder, into common and preferred shares of Media Sentiment, Inc on a non-dilutive basis, subject to adjustment for splits and reverse splits.

**MEDIA SENTIMENT, INC.**  
*(A Development Stage Company)*  
**Notes to Financial Statements**

**June 30, 2012**

**Note 5. Common and Preferred Stock**

At June 30, 2012, the Company's authorized share capital consists of 50,000,000,000 shares at \$0.0000001 par value. At June 30, 2012 there were 8,033,601,970 common shares, 2,000,000 preference A shares issued and outstanding and 13,000,000 preference B shares issued and outstanding. At December 31, 2011 there were 7,403,601,970 common shares and 2,000,000 preference A shares and 13,000,000 preference B issued and outstanding. There are no preference C shares issued and outstanding.

Preference A converts to common at a price of \$1.00 in a ratio of  $4(o/s \text{ common} + o/s \text{ series B} + o/s \text{ series C}) / (o/s \text{ series B} + o/s \text{ series C})$  and votes by common equivalents. Preference B converts to common at a price of \$2.50 and a rate of 2,500,00 shares of common for each share of preference B stock and includes a liquidation premium of \$1.00 per share plus all unpaid dividends, dilution protection, and votes as ten shares of common stock. Preference C converts to 500 shares of common stock and includes liquidation rights of \$1.00 per share plus unpaid dividends and provides dilution protection.

On October 18, 2010 the Company acquired all the outstanding shares of beneficial interest in FOTO Trust, a California business trust, in exchange for 2,400,000,000 shares of common stock and 12,000,000 shares of Series B preferred stock in Media Sentiment Inc. On September 6, 2011 this transaction was rescinded. On May 18, 2012 2,000,000 of the common and all the preferred shares related to the purchase of FOTO Trust were cancelled.

During the second quarter the Company issued 630,000,000 shares of common stock subject to Rule 504 of the Securities Act of 1933 in exchange for cash and other consideration.

**Note 6. Commitments and Contingencies**

The Company has no contractual commitments.

**Note 7.        Income Taxes**

The tax effect of significant temporary differences representing future tax assets and future tax liabilities has been fully offset by a valuation allowance. The Company has determined that realization is uncertain and therefore a valuation allowance has been recorded against this future income tax asset.

As of December 31, 2011, the Company had a net operating loss carry-forward for U.S. federal income tax purposes of approximately \$ 719,000. The federal net operating loss carry-forward, if not utilized, will expire in 2027.

**MEDIA SENTIMENT, INC.**

*(A Development Stage Company)*

**Statements of Statement of Shareholders' Deficit**

**For the Six Months ended June 30, 2012**

	Common		Preferred A		Preferred B		Additional	Accumulated	Total
	Shares (000)	Amount	Shares (000)	Amount	Shares (000)	Amount	Paid-in Capital	Deficit	
Balance									
December 31, 2011	7,403,602	\$ 8,939	2,000	\$ 0.00	14,000	\$ 0	\$ 1,993,140	\$ (2,438,280)	\$ (436,201)
Issuance of common Stock	630,000	630					64,870		65,500
Cancellation of Foto Trust Transaction	(2,000,000)				(12,000)				
Net income for the six months ended									
March 31, 2012								8,859	8,859

Balance															
June 30,, 2012	6,033,602	\$	9,569	2,000	\$	0	2,000	\$	0	\$	2,058,010	\$	(2,429,422)	\$	(361,843)
	<u><u>        </u></u>		<u><u>        </u></u>	<u><u>        </u></u>		<u><u>        </u></u>	<u><u>        </u></u>		<u><u>        </u></u>		<u><u>        </u></u>		<u><u>        </u></u>		<u><u>        </u></u>

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

## **Item 4**

### **Management's discussion and analysis or plan of operation.**

#### **Plan of the operation**

We believe that there have been dramatic qualitative and quantitative changes in media reporting over the last decade, including the advent of social media networks. Persons interested in media reports now have a variety of options and vast stores of information to negotiate. For frequent users of media reports, such as active stock market traders, the processing and assimilation of data has become much more complex. Also, with the advent of online trading and Electronic Communication Networks (ECN) that enable trading directly, the speed at which investors and traders may need to make decisions has increased dramatically as well.

Our business model relies on our capability to give customers near real-time measurement and trend analysis of the media sentiment regarding the public companies they may wish to track. We believe customers are interested in media sentiment because they believe that media sentiment either reflects public sentiment, drives public sentiment, or both, and that public sentiment affects the general economy and particular companies. We create our research product, Media Sentiment, by using our computer systems to search the Internet for publicly available media reports about publicly traded companies. Our computer systems are comprised of equipment we have purchased in addition to equipment that we lease from our internet service providers, Godaddy.com, Inc. We use proprietary Internet search engine technology that is focused on searching strictly news and publicly traded corporate websites. We do not pay to access any news sites; our searches are restricted to information available for free to the public. Our computer systems analyze the news reports published on the Internet using our proprietary software to measure the sentiment.

More and more people are trading stocks by using online brokerage accounts. These investors and traders have the ability to press on a submit button and execute trades within seconds. Also, these online investors and traders have access to real time news coming directly from the publicly traded companies the moment they report their material events. We believe that there is a need for online management tools capable of processing the news and information at these online speeds.

We have created the Media Sentiment® as a unique set of tools to add value to the online financial information market.

We intend to add two more tools to the media sentiment set of tools. These new tools are based on social networking technology, a technology sector that has seen a tremendous growth recently.

The two new social networking technology tools are meant to empower the wisdom of the crowds: sharing of predictive sentiment coming from news stories and web documents with friends and followers, for profits. For the first time, a social network will focus on profits for the benefit of network participants. Ownership of two powerful trademarks enables the formation and preservation of this social network:



Thumbs Up image – a registered trademark

Media Sentiment® – a registered trademark to protect the term “social media sentiment.”

The social media sentiment tools will have a social networking focus on the positive or negative sentiment resulting either from video reports or from web documents that predicts moves in earnings, stock prices, indexes, funds, sectors, industries, markets, products, movies etc.

We have been successful at introducing our media sentiment tools to early adopters via direct marketing activities. We have not had the necessary capital so far to market our new products in such a way that would allow us to gain sufficient market share to bring the company to profitability.

Our intent is to launch the new social networking technologies and increase valuation by growing the social networks as fast as possible during the following twelve months, through additional financing of the marketing and sales activities. We will need to finance the marketing and sales activities through a combination of sales, strategic partnerships and external financing. External financing sources and/or strategic partnerships might include additional investments in the company. We will also continue to market the products directly to our target market via online or offline direct marketing activities.

#### **Item 5 Legal proceedings.**

We are not a party to any pending legal proceeding. We are not aware of any pending legal proceeding to which any of our officers, directors, or any beneficial holders of 5% or more of our voting securities are adverse to us or have a material interest adverse to us.

#### **Item 6 Defaults upon senior securities.**

Not Applicable.

#### **Item 7 Other information.**

Not Applicable.

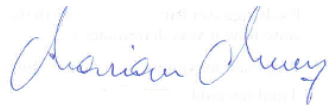
#### **Item 8 Exhibits.**

Not Applicable.

**Item 9 Certifications.**

I, Marian Munz, certify that: 1. I have reviewed this quarterly disclosure statement of Media Sentiment, 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.

Date: August 20, 2012



Marian Munz  
President & CEO