Alternative Reporting Standard:

Guidelines for Providing Adequate Current Information

OTC Markets Group encourages all issuers of OTC equity securities to make *adequate current information* available to the public markets. OTC Markets Group believes that federal securities laws, such as Rules 1Ob-5 and 15c2-11 of the Securities Exchange Act of 1934 ("Exchange Act") and Rule 144 of the Securities Act of 1933 ("Securities Act"), and state Blue Sky laws, require issuers to provide adequate current public information. With a view to encouraging compliance with these Jaws, OTC Markets Group has created these Guidelines for Providing Adequate Current Information ("Guidelines") in order to assist issuers with understanding their disclosure obligations under the Alternative Reporting Standard.[1]

In contrast to securities listed on U.S. stock exchanges, securities may trade in the OTC market whether or not they are registered with the SEC. There are three ways that issuers of OTC traded securities provide disclosure to investors:

- SEC Reporting Standard: Issuers may register a class of their securities with the SEC and comply with SEC reporting requirements.
- Alternative Reporting Standard: When SEC registration is not required, issuers generally must make the information publicly available pursuant to Rules 10b-5 and 15c2-11 under the Exchange Act and Rule 144(c)(2) under the Securities Act.
- International Information Standard: As an alternative to the SEC Reporting Standard, Rule 12g3-2(b) under the Exchange Act ("Rule 12g3-2(b)") permits non-U.S. companies with securities listed on a non-U.S. exchange to make publicly available to U.S. investors in English the same information that is made publicly available in their home countries.

OTC Markets Group believes *adequate current information* **must** be publicly available when an issuer's securities are quoted by a broker-dealer under the following circumstances:

- At the time of initial quotation in public markets;
- At any time corporate insiders or other affiliates of the issuer are offering, buying or selling the issuer's securities in the OTC market;
- During any period when a security is the subject of ongoing promotional activities having the effect of encouraging trading of the issuer's securities in the OTC market;

[1] This is not legal advice, and OTC Markets Group cannot assure anyone that compliance with our disclosure requirements will satisfy any legal requirements.

- At the time securities initially sold in a private placement become freely tradable in the OTC market; or

- At any time the issuer's securities are quoted on OTCQX or included in the Current Information OTC Market Tier.

Issuers with securities that have qualified for OTCQX International are providing adequate current information because such issuers either (i) have a class of their securities registered with the Securities and Exchange Commission ("SEC") under Section 12(g) of the Exchange Act and are current in their SEC reporting obligations or (ii) are non-U.S. issuers that are exempt from registration pursuant to Rule 12g3-2(b), are current and fully compliant with their obligations thereunder, and have posted the information required to be made publicly available pursuant to Rule 12g3-2(b), in English via the OTC Disclosure and News Service.

These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice.

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General Considerations

An issuer preparing a disclosure statement under the Alternative Reporting Standard shall consider the purpose of adequate disclosure. Current and potential investors in the issuer's securities should be provided with all "material" information -the information available to the issuer necessary for the investor to make a sound investment decision. The disclosure should enable an investor of ordinary intelligence and investment skills to understand the issuer's business and prospects.

The disclosure must therefore present the issuer's business plan and include a full and clear picture of the issuer's assets, facilities, properties, investments, management and other resources, as well as a complete description of how they will be used to make profits. The issuer's business plan should clearly describe the competition, regulatory environment and other risks to the issuer's business, as well as the issuer's plans for confronting these challenges.

It is also important for an investor to understand how the issuer raises capital and treats investors. At a minimum, the issuer must describe the ways it has raised capital by issuing shares in the past – to whom and the amount of consideration involved. The investor should also be provided with market information, including the past price history of any transactions in the issuer's shares.

Finally, the disclosure should use plain English.[2] This means using short sentences, avoiding legal and technical jargon and providing clear descriptions. Your goal, as an issuer, should be to give the investor the information you would wish the investor to supply if your positions were reversed. You don't need to be Shakespeare; you must, though, have a sincere desire to inform.

[2] **For tips, you may wish to consult the SEC's Plain English Handbook, available for free on the SEC's website, at http://www.sec.gov.**

Section One: Issuers' Initial Disclosure Obligations

Instructions relating to the preparation of initial disclosure statements:

Issuers shall prepare a document that responds to each item and sub-item of the Guidelines with information current as of the issuer's most recent fiscal quarter or year end and shall include in its response to a particular item (i) whether a particular item is not applicable or unavailable and (ii) the reason it is not applicable or unavailable. The disclosure statement shall be provided in the format set forth below.

Issuers may incorporate by reference financial statements and other exhibits that are either posted elsewhere through the OTC Disclosure and News Service or on the SEC's EDGAR system, or are attached to the issuer's disclosure statement, as long as (i) the incorporated documents are current, (ii) the issuer clearly explains where the incorporated documents can be found, and (iii) the issuer provides a clear cross-reference to the specific location where the information requested by any particular item can be found in the incorporated documents.

The initial disclosure statement shall be published through the OTC Disclosure and News Service under the report name of *"Initial Company Information and Disclosure Statement."*

Part A General Company Information

Item 1 The exact name of the issuer and its predecessor (if any).

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

The company's name is Digital Utilities Ventures, Inc. as of March 26, 2009 the issuer's predecessor names are Geon (June 28, 1984), Broken Arrow Petroleum Co. (June 13, 1991), and 3eee, Inc. (May 31, 2000).

Item 2 The address of the issuer's principal executive offices.

In answering this item, please also provide (i) the telephone and fax number of the issuer's principal executive offices, (ii) if applicable, the URL of each website maintained by or on behalf of the issuer, and (iii) if applicable, the name, phone number, email address, and mailing address of the person responsible for the issuer's investor relations.

Garry McHenry 1919 Northwest 19th Street Ft Lauderdale FL. 33311
Phone# (877)254-4195

Item 3 The jurisdiction(s) and date of the issuer's incorporation or organization.

Provide the issuer's jurisdiction(s) of incorporation or jurisdiction(s) of organization (if the issuer is not a corporation) and the date on which it was incorporated or organized.

June 13, 1991 Incorporated in the state of Delaware

Part B Share Structure

Item4 The exact title and class of securities outstanding.

In answering this item, provide the exact title and class of each class of outstanding securities. In addition, please provide the CUSIP and trading symbol.

The company has two classes of authorized capital stock consisting of 5,000,000,000 shares of common stock and 30,000,000 shares of preferred stock. The company's trading symbol is "DUTV" and the CUSIP number is: 25400G107.

Item 5 Par or stated value and description of the security.

A. *Par or Stated Value.* Provide the par or stated value for each class of outstanding securities.
Preferred Stock $0.001 par value; 20,418,649 outstanding.
Common Stock $0.001 par value; 3,409,654,798 outstanding.

B. *Common or Preferred Stock.*

1. For common equity, describe any dividend, voting and preemption rights.

For common equity there are no dividend or preemption rights. each share is entitled to one vote per share.

2. For preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions.

The class A convertible preferred stock has super voting rights of 500 votes per share as provided by Delaware General Corporation laws. Each shares of the class A convertible preferred stock converts to one (1) share of common stock.

3. Describe any other material rights of common or preferred stockholders.

   None

4. Describe any provision in the issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

   There is no provision in issuer's charter or by-laws that would delay defer or prevent a change in control of the issuer.

Item 6 The number of shares or total amount of the securities outstanding for <u>each class</u> of securities authorized.

In answering this item, provide the information below for <u>each class</u> of securities authorized. Please provide this information (i) as of the end of the issuer's most recent fiscal quarter and (ii) as of the end of the issuer's last two fiscal years.

(i) Period end date;
(ii) Number of shares authorized;
(iii) Number of shares outstanding;
(iv) Freely tradable shares (public float);
(v) Total number of beneficial shareholders; and
(vi) Total number of shareholders of record.

(i) Period end date: May 31, 2013
(ii) Number of shares authorized: 2 classes of authorized shares: Common Stock - 5,000,000,000 and Preferred Stock- 30,000,000.
(iii) Number of shares outstanding: Common outstanding- 3,409,654,798 and Preferred outstanding- 20,418,649
(iv) Freely tradable shares (public float):
As of 10/03/12 issued float 1,252,975,154
(v) Total number of beneficial shareholders: 601
(vi) Total number of shareholders of record: 481

Item 7 The name and address of the transfer agent*.

In answering this item, please also provide the telephone number of the transfer agent, indicate whether or not the transfer agent is registered under the Exchange Act, and state the appropriate regulatory authority of the transfer agent.

*To be included in OTCQX or the Current Information OTC Market Tier, the issuer's transfer agent *must* be registered under the Exchange Act.

Pacific Stock Transfer Co.
4045 S. Spencer St., Ste. 403
Las Vegas, NV 89119

Phone# (702)361-3033
Fax# (702)433-1979
Transfer Agent is registered under Exchange Act.
Authority of the Transfer Agent- SEC.

Part C Business Information

Item 8 The nature of the issuer's business.

In describing the issuer's business, please provide the following information:

A. Business Development. Describe the development of the issuer and material events during the last three years so that a potential investor can clearly understand the history and development of the business. If the issuer has not been in business for three years, provide this information for any predecessor company. This business development description must also include:

1. the form of organization of the issuer (e.g., corporation, partnership, limited liability company, etc.);
2. the year that the issuer (or any predecessor) was organized;
3. the issuer's fiscal year end date;
4. whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding;
5. any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets;
6. any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments;
7. any change of control;

8. any increase of 10% or more of the same class of outstanding equity securities;

9. any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;

10. any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board; and

11. any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.

(A) DUTV is focused on helping people and Broadcasting throughout the world realize their full potential. We create technology that transforms the way people watch TV, play and communicate across a wide range of Digital devices. We will generate revenue by developing, licensing, and supporting a wide range of software products and services, by designing and selling hardware, and by delivering relevant online advertising to a global customer audience. Our most significant expenses are related to compensating employees, designing, manufacturing, marketing and selling our products and services, and income taxes.
Our industry is dynamic and highly competitive, with frequent changes in both technologies and business models. Each industry shift is an opportunity to conceive new products, new technologies, or new ideas which can further transform the industry and our business. At DUTV, we will push the boundaries of what is possible through a broad set of research and technology innovations that seek to anticipate the changing demands of customers, industry trends, and competitive forces.
The Smart TV continues to grow among consumers while at the same time Set top boxes will find a decreased need in the market place Smart TV's will increase in capability to the internet. This ongoing trend is increasing the capabilities of TV's, PCs, mobile, and other devices powered by rich software platforms and applications. At the same time, the information and services people use increasingly span multiple devices. User experiences will be transformed by the adoption of cloud computing when brought together with the richness of smart, connected devices. DUTV is delivering experiences that seamlessly connect PCs and mobile and other devices through the cloud. We are devoting significant resources to consumer cloud offerings like Bing, Windows Live, and Xbox LIVE. Our software and hardware platform investments can soon be seen in products like Vizzage, and You Adution.com. Cloud computing transforming the data center and information technology: Cloud-based solutions provide customers with software, services and content over the Internet by way of shared computing resources located in centralized data centers. Computing is undergoing a long-term shift from client/server to the cloud, a shift similar in importance and impact to the transition from mainframe to client/server. The

shift to the cloud is driven by three important economies of scale: larger data centers can deploy computational resources at significantly lower cost than smaller ones; larger data centers include diverse customer, geographic, and application demand patterns which improve the utilization of computing, storage, and network resources; and multi-tenancy lowers application maintenance labor costs for large public clouds. As a result of the improved economics, the cloud offers unique levels of elasticity and agility that will enable new solutions and applications. For businesses of all sizes, the cloud creates the opportunity to focus more on innovation while leaving non-differentiating activities to reliable and cost-effective providers. For most businesses, the first step in achieving cloud economics is the adoption of virtualization in their data center.

1. Digital Utilities Ventures, Inc. is a Delaware Corporation that was incorporated on June 13, 1991.
2. The issuer was organized in the year 1991 in the state of Delaware.
3. The fiscal year end date of the company is May 31.
4. The company has not been in bankruptcy.
5. In February 2013 Digital Utilities a wholly owned subsidiary of Digital Utilities Ventures acquired 100% of the outstanding units of TORQ Communications LLC of Utah.
6. There has been NO default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments.
7. There has been No change of control.
8. There has been No increase of 10% or more of the same class of outstanding equity securities.
9. On March 26, 2009 we merged Broken Arrow Petroleum and Power Technologies, Inc. (BAPPT) a wholly owned subsidiary of 3eee, Inc., (3E), with Digital Utilities, Inc. (DU) with BAPPT as the surviving corporation. The merger agreement requires 3eee, Inc. to affect a reverse split on a 1:5 basis and for DU shareholders to receive, upon surrender of the DU certificates, 7 shares of DUV, common stock and 1 share of class A convertible preferred stock of 3E. Any fraction of a share of 3E common stock shall be rounded up to a whole share. on March 26, 2009, we filed a certificate of amendment to our certificate of incorporation. To change the name of the company to Digital Utilities Ventures Inc. (DUV) and to increase our authorized stock to 1,250,000,000 of which 1,000,000,000 shares shall be designated as "common stock" with a par value of $.001 per share, and 250,000,000 shares shall be designated as "preferred stock" with a par value of $.001 per share.
10. There has been no delisting of the issuer's securities by any securities exchange or deletion from the otc bulletin board in the last 3 years.
11. There are no pending legal proceedings against the issuer that will have a material effect on the issuer's business, financial condition or operations. There are no current, past or pending trading suspensions.

(B) DUTV is focused on helping people and Broadcasting throughout the world realize their full potential. We create technology that transforms the way people watch TV, play and communicate across a wide range of Digital devices. We will generate revenue by developing, licensing, and supporting a wide range of software products and services, by designing and selling hardware, and by delivering relevant online advertising to a global customer audience. Our most significant expenses are related to compensating employees, designing, manufacturing, marketing and selling our products and services, and income taxes.

Our industry is dynamic and highly competitive, with frequent changes in both technologies and business models. Each industry shift is an opportunity to conceive new products, new technologies, or new ideas which can further transform the industry and our business. At DUTV, we will push the boundaries of what is possible through a broad set of research and technology innovations that seek to anticipate the changing demands of customers, industry trends, and competitive forces.

The Smart TV continues to grow among consumers while at the same time Set top boxes will find a decreased need in the market place Smart TV's will increase in capability to the internet. This ongoing trend is increasing the capabilities of TV's, PCs, mobile, and other devices powered by rich software platforms and applications. At the same time, the information and services people use increasingly span multiple devices. User experiences will be transformed by the adoption of cloud computing when brought together with the richness of smart, connected devices. DUTV is delivering experiences that seamlessly connect PCs and mobile and other devices through the cloud. We are devoting significant resources to consumer cloud offerings like Bing, Windows Live, and Xbox LIVE. Our software and hardware platform investments can soon be seen in products like Vizzage, and You Adution.com. Cloud computing transforming the data center and information technology: Cloud-based solutions provide customers with software, services and content over the Internet by way of shared computing resources located in centralized data centers. Computing is undergoing a long-term shift from client/server to the cloud, a shift similar in importance and impact to the transition from mainframe to client/server. The shift to the cloud is driven by three important economies of scale: larger data centers can deploy computational resources at significantly lower cost than smaller ones; larger data centers include diverse customer, geographic, and application demand patterns which improve the utilization of computing, storage, and network resources; and multi-tenancy lowers application maintenance labor costs for large public clouds. As a result of the improved economics, the cloud offers unique levels of elasticity and agility that will enable new solutions and applications. For businesses of all sizes, the cloud creates the opportunity to focus more on innovation while leaving non-differentiating activities to reliable and cost-effective providers. For most businesses, the first step in achieving cloud economics is the adoption of virtualization in their data center.

B. Business of Issuer. Describe the issuer's business so a potential investor can clearly understand it. To the extent material to an understanding of the issuer, please also include the following:

1. the issuer's primary and secondary SIC Codes;

2. if the issuer has never conducted operations, is in the development stage, or is currently conducting operations;

3. whether the issuer is or has at any time been a "shell company";[3]

Instruction to paragraph 8.3 of Item 8:

If the issuer discloses that it is or has at any time been a shell company, it must also include the following disclosure on the front page of its disclosure statement in boldface, 12 point type:

If the issuer is currently a shell company:

> "We are a shell company; therefore the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction."

If the issuer was formerly a shell company:

> "We previously were a shell company; therefore the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction."

4. the names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it

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[3] For the purpose of this section a "shell company" means an issuer, other than a business con1bination related shell company, as defined by Securities Act Rule 405, or an asset-backed issuer, as defined by Ite1n 110l(b) of Regulation AB, that has:

(I) No or non1inal operations; and
(2) Either:
(A) No or nominal assets;
(B) Assets consisting solely of cash and cash equivalents; or
(C) Assets consisting of any an1ount of cash and cash equivalents and non1inal other assets.

is included in the financial statements attached to this disclosure statement;

5. the effect of existing or probable governmental regulations on the business;

6. an estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers;

7. costs and effects of compliance with environmental laws (federal, state and local); and

8. the number of total employees and number of full-time employees.

For issuers engaged in mining, oil and gas production and real estate activities, substantial additional disclosure of the issuer's business is required. Contact OTC Markets Group for more information.

1. SIC Codes: 3663, 4841
2. The issuer is currently conducting operations.
3. Pursuant to the Securities Act Rule 405, the issuer is not considered a shell company.
4. Digital Utilities Ventures, Inc. has one wholly owned subsidiary- TORQ Communications Inc.
5. Currently there are no effects of existing or probable governmental regulations on the business, but we are not sure about any effects there may be in the future.
6. There has been no amount spent during each of the last 2 fiscal years on research and development activities.
7. There are no costs and effects of compliance with environmental laws.
8. Digital Utilities Ventures, Inc. has one employee.

Item 9 The nature of products or services offered.

In responding to this item, please describe the following so that a potential investor can clearly understand the products and services of the issuer:

A. principal products or services, and their markets;

Through its subsidiary, Digital Utilities, Inc., Digital Utilities Ventures, Inc. has designed an efficient real time video transport system for the internet because of the strict bandwidth, loss and time constraints and the lack of quality of service (Qos) guarantees from the present IP networks. The companies present an end-to-end system architecture based on the mpeg-4 delivery multimedia integration framework (dmif) for transporting real-time live video over the internet. The key features of the system include: (1) mpeg-4 dmif based terminal architecture; (2) Combination of an end-to- end feedback control mechanism and a rate-adaptive encoding algorith for the best use of the internet; (3) a robust and efficient packetization scheme for the mpeg-4 bit stream by using the resynchronization marker approach specified in the mpeg-4 standard; and (4) efficient error control algorithms adopted at the end systems for visual quality enhancement. The company has demonstrated our method in many parts of the world and results using the actual internet showed that our system is capable of utilizing the available network resource and achieve good perceptual quality at the application level. Over the last 3 years, the company has expanded its product offering to the television, mobile phone, and the computer. The company continues to be focused on new markets and new product offerings.

B. distribution methods of the products or services;

All distribution methods of the products and services will be done by client request.

C. status of any publicly announced new product or service;

All publicly announced new products and services have and will continue to be announced by press release,

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

There are some competitive businesses within the industry; The company specifically developed a user generated content using their platform.

E. sources and availability of raw materials and the names of principal suppliers;

N/A

F. dependence on one or a few major customers;

The company does not have a dependency on one or a few major customers.

G. patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration;

Digital Utilities Ventures, Inc., the wholly owned subsidiary, has a patent pending for the video transport system.

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

There is no need for any government approval of principal products or services and the status of any requested government approvals.

Item 10 The nature and extent of the issuer's facilities.

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

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

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

The property is a shared tenant service facility; the building is 850 sq ft. with two offices and a conference room. The address is:
1919 NW 19th Street
Ft. Lauderdale FL, 33311

Part D Management Structure and Financial Information

Item 11 The name of the chief executive officer, members of the board of directors, as well as control persons.

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Officers and Directors. In responding to this item, please provide the following information for each of the issuer's executive officers, directors, general partners and control persons, as of the date of this information statement:

1. Full name;
2. Business address;
3. Employment history (which must list all previous employers for the past 5 years, positions held, responsibilities and employment dates);
4. Board memberships and other affiliations;
5. Compensation by the issuer; and
6. Number and class of the issuer's securities beneficially owned by each such person.

1. Garry McHenry is the sole Officer, Director, CEO, CFO, and President
2. 1919 NW 19th Street Ft Lauderdale FL. 33311
3. Garry McHenry- project manager, Cabot co. from June 2004-June 2006, President- Digital Utilities, Inc. from June 2006-Present
4. Garry McHenry- Secretary of Biolog, Inc.
5. There is no compensation agreement
6. Garry McHenry: common shares- 2,117,537,000;
   Class A Convertible: preferred shares- 16,000,000

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

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

Garry McHenry has not had a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding.

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

Garry McHenry has not had an entry of order, judgment, or decree, not subsequently reversed, suspended or vacated by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such persons involvement in any type of business, securities, commodities, or banking activities.

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

Garry McHenry has not been found by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the commodity futures trading commission, or a state securities regulator of a violation of Federal or State securities or commodities law, which finding or judgment has not been reversed, suspended or vacated.

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

Garry McHenry has not been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

C. Disclosure of Family Relationships. Describe any family relationships[4] among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities.

None

D. Disclosure of Related Party Transactions. Describe any transaction during the issuer's last two full fiscal years and the current fiscal year or any currently proposed transaction, involving the issuer, in which (i) the amount involved exceeds the lesser of $120,000 or one percent of the average of the issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest.

Instruction to paragraph D of Item 11:

1. For the purposes of paragraph D of this Item 11, the term "related person" means any director, executive officer, nominee for director, or beneficial owner of more than five percent (5%) of anl class of the issuer's equity securities, immediate family members of any such person, and any person (other than a tenant or employee) sharing the household of any such person.

2. For the purposes of paragraph **D** of this Item 11, a "transaction" includes, but is not limited to, any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships.

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4 **The term "fa1nily relationship" means any relationship by blood, marriage or adoption, not 1nore ren1ote than first cousin.**

5 **"Immediate fan1ily n1embers" 111eans any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-la\v, Daughter-in-law, brother-in-law, or sister-in-law.**

3. The "amount involved in the transaction" shall be computed by determining the dollar value of the amount involved in the transaction in question, which shall include:

   a. In the case of any lease or other transaction providing for periodic payments or installments, the aggregate amount of all periodic payments or installments due on or after the beginning of the issuer's last fiscal year, including any required or optional payments due during or at the conclusion of the lease or other transaction providing for periodic payments or installments; and

   b. In the case of indebtedness, the largest aggregate amount of all indebtedness outstanding at any time since the beginning of the issuer's last fiscal year and all amounts of interest payable on it during the last fiscal year.

4. In the case of a transaction involving indebtedness:

   a. The following items of indebtedness may be excluded from the calculation of the amount of indebtedness and need not be disclosed: amounts due from the related person for purchases of goods and services subject to usual trade terms, for ordinary business travel and expense payments and for other transactions in the ordinary course of business; and

   b. Disclosure need not be provided of any indebtedness transaction for beneficial owners of more than five percent (5%) of any class of the issuer's equity securities or such person's family members.

5. Disclosure of an employment relationship or transaction involving an executive officer and any related compensation solely resulting from that employment relationship or transaction need not be provided. Disclosure of compensation to a director also need not be provided.

6. A person who has a position or relationship with a firm, corporation, or other entity that engages in a transaction with the issuer shall not be deemed to have an indirect material interest for purposes of paragraph D of this Item 11 where:

   a. The interest arises only:

      i. From such person's position as a director of another corporation or organization that is a party to the transaction; or

      ii. From the direct or indirect ownership by such person and all other related persons, in the aggregate, of less than a ten percent

(10%) equity interest in another entity (other than a partnership) which is a party to the transaction; or

iii. From both such position and ownership; or

b. The interest arises only from such person's position as a limited partner in a partnership in which the person and all other related persons have an interest of less than ten percent (10%), and the person is not a general partner of and does not hold another position in the partnership.

7. Disclosure need not be provided pursuant to paragraph D of this Item 11 if:

a. The transaction is one where the rates or charges involved in the transaction are determined by competitive bids, or the transaction involves the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority;

b. The transaction involves services as a bank depositary of funds, transfer agent, registrar, trustee under a trust indenture, or similar services; or

c. The interest of the related person arises solely from the ownership of a class of equity securities of the issuer and all holders of that class of equity securities of the issuer received the same benefit on a pro rata basis.

8. Include information for any material underwriting discounts and commissions upon the sale of securities by the issuer where any of the specified persons was or is to be a principal underwriter or is a controlling person or member of a firm that was or is to be a principal underwriter.

Disclose the following information regarding the transaction:

1. The name of the related person and the basis on which the person is related to the issuer;

N/A

2. The related person's interest in the transaction;

N/A

3. The approximate dollar value involved in the transaction (in the case of indebtedness, disclose the largest aggregate amount of principal outstanding during the time period for which disclosure is required, the amount thereof outstanding as of the latest practicable date, the amount of principal and interest paid during the time period for which disclosure is required, and the rate or amount of interest payable on the indebtedness);

   N/A

4. The approximate dollar value of the related person's interest in the transaction; and

   N/A

5. Any other information regarding the transaction or the related person in the context of the transaction that is material to investors in light of the circumstances of the particular transaction.

   N/A

E. Disclosure of Conflicts of Interest. Describe any conflicts of interest. Describe the circumstances, parties involved and mitigating factors for any executive officer or director with competing professional or personal interests.

N/A

Item 12 Financial information for the issuer's most recent fiscal period.

Instruction to Item 12: The issuer shall post the financial statements required by this Item 12 through the OTC Disclosure and News Service under the appropriate report name for the applicable period end. (If the financial statements relate to a fiscal year end, publish it as an *"Annual Report,"* or if the financial statements relate to a quarter end, publish it as a *"Quarterly Report'* or *"Interim Report')* **The issuer must state in its disclosure statement that such financial statements are incorporated by reference.** The issuer must also (i) provide a list in the disclosure statement describing the financial statements that are incorporated by reference, (ii) clearly explain where the incorporated documents can be found, and (iii) provide a clear cross-reference to the specific location where the information requested by this Item 12 can be found in the incorporated documents.

The issuer shall provide the following financial statements for the most recent fiscal period (whether fiscal quarter or fiscal year).

1) balance sheet;
2) statement of income;
3) statement of cash flows;
4) statement of changes in stockholders' equity;
5) financial notes; and
6) audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with generally accepted accounting principles (GAAP)[6] by persons with sufficient financial skills.

Information contained in annual financial statements will not be considered current more than 90 days after the end of the issuer's fiscal year immediately following the fiscal year for which such statement are provided, or with respect to quarterly financial statements, more than 45 days after the end of the quarter immediately following the quarter for which such statements are provided.

Incorporated by reference to the annual report filed on July 2, 2012 year ending May 31, 2012.

Item 13 Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

Please provide the financial statements described in Item 12 above for the issuer's two preceding fiscal years.

Instruction to Item 13: The issuer shall either (i) attach the financial statements required by this Item 13 to its initial disclosure statement or (ii) post such financial statements through the OTC Disclosure and News Service as a separate report under the name of *"Annual Report'* for the applicable fiscal year end. **The issuer must state in its disclosure statement that such financial statements are incorporated by reference.** The issuer must also (x) provide a list in the disclosure statement describing the financial statements that are incorporated by reference, (y) clearly explain where the incorporated documents can be found, and (z) provide a clear cross-reference to the specific location where the information requested by this Item 13 can be found in the incorporated documents.

Incorporated by reference to the annual report filed on July 2, 2012 include the financial statements for the year ending May 31, 2012 and report filed August 30, 2011 year ending May 31, 2011.

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[6] **Foreign private issuers that have furnished financial statements pursuant to Rule 12g3-2(b) under the Exchange Act can provide those same financial statements as an alternative to U.S. GAAP. For information regarding U.S. GAAP, see http://cpaclass.com/gaap/gaap-us-01a.htm.**

Item 14 Beneficial Owners.

Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities.

To the extent not otherwise disclosed, if any of the above shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Garry McHenry, 6716 NW 19th Terrace Coral Springs Fl, 33067
Common shares- 2,117,537,000;
Class A Convertible Preferred shares- 16,000,000

Item 15 The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:

1. Investment Banker

   N/A

2. Promoters

   N/A

3. Counsel

   Ken Bart — w (720)226-7511
   1357 S. Quintero way — f (303)745-1880
   Aurora, CO 80017 — Email: kbart@kennethbartesq.com

4. Accountant or Auditor - the information shall clearly (i) describe if an outside accountant provides audit or review services, (ii) state the work done by the outside accountant and (iii) describe the responsibilities of the accountant and the responsibilities of management (i.e. who audits, prepares or reviews the issuer's financial statements, etc.). The information shall include the accountant's phone number and email address and a description of the

accountant's licensing and qualifications to perform such duties on behalf of the issuer.

Christian Cornell Phone# (801) 573-4719
email: christian@accountinggroup.com

5. Public Relations Consultant(s)

NIA

6. Investor Relations Consultant

NIA

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the telephone number and email address of each advisor.

Ken Bart Phone: (720) 226-7511
Email: kbart@kennethbartesq.com

Item 16 Management's Discussion and Analysis or Plan of Operation.

Instructions to Item 16

Issuers that have not had revenues from operations in each of the last two fiscal years, or the last fiscal year and any interim period in the current fiscal year for which financial statements are furnished in the disclosure statement, shall provide the information in paragraphs A and C of this item. All other issuers shall provide the information in paragraphs B and C of this item.

The discussion and analysis shall focus specifically on material events and uncertainties known to management that would cause reported financial information not to be necessarily indicative of future operating results or of future financial condition.

Issuers are not required to supply forward-looking information. This is distinguished from presently known data that will impact upon future operating results, such as known future increases in costs of labor or materials. This latter data may be required to be disclosed.

A. <u>Plan of Operation.</u>

1. Describe the issuer's plan of operation for the next twelve months. This description should include such matters as:

1. a discussion of how long the issuer can satisfy its cash requirements and whether it will have to raise additional funds in the next twelve months;

ii. a summary of any product research and development that the issuer will perform for the term of the plan;

iii. any expected purchase or sale of plant and significant equipment; and

iv. any expected significant changes in the number of employees.

The following Management's Discussion and Analysis ("MD&A") is intended to help the reader understand the results of operations and financial condition of DUTV Corporation. MD&A is provided as a supplement to, and should be read in conjunction with, our financial statements and the accompanying Notes to Financial Statements.

Overview and Outlook:
DUTV is focused on helping people and Broadcasting throughout the world realize their full potential. We create technology that transforms the way people watch TV, play and communicate across a wide range of Digital devices. We will generate revenue by developing, licensing, and supporting a wide range of software products and services, by designing and selling hardware, and by delivering relevant online advertising to a global customer audience. Our most significant expenses are related to compensating employees, designing, manufacturing, marketing and selling our products and services, and income taxes.

Industry Trends:
Our industry is dynamic and highly competitive, with frequent changes in both technologies and business models. Each industry shift is an opportunity to conceive new products, new technologies, or new ideas which can further transform the industry and our business. At DUTV, we will push the boundaries of what is possible through a broad set of research and technology innovations that seek to anticipate the changing demands of customers, industry trends, and competitive forces.

Key Opportunities and Investments:
Based on our assessment of key technology trends and our broad focus on long-term research and development of new products and services, we see significant opportunities to drive future growth.

Smart connected TV devices:
The Smart TV continues to grow among consumers while at the same time Set top boxes will find a decreased need in the market place Smart TV's will increase in capability to the internet. This ongoing trend is increasing the capabilities of TV's, PCs, mobile, and other devices powered by rich software platforms and applications. At the same time, the information and services people use increasingly span multiple devices. User experiences

will be transformed by the adoption of cloud computing when brought together with the richness of smart, connected devices. DUTV is delivering experiences that seamlessly connect PCs and mobile and other devices through the cloud. We are devoting significant resources to consumer cloud offerings like Bing, Windows Live, and Xbox LIVE. Our software and hardware platform investments can soon be seen in products like Vizzage, and You Adution.com. Cloud computing transforming the data center and information technology: Cloud-based solutions provide customers with software, services and content over the Internet by way of shared computing resources located in centralized data centers. Computing is undergoing a long-term shift from client/server to the cloud, a shift similar in importance and impact to the transition from mainframe to client/server. The shift to the cloud is driven by three important economies of scale: larger data centers can deploy computational resources at significantly lower cost than smaller ones; larger data centers include diverse customer, geographic, and application demand patterns which improve the utilization of computing, storage, and network resources; and multi-tenancy lowers application maintenance labor costs for large public clouds. As a result of the improved economics, the cloud offers unique levels of elasticity and agility that will enable new solutions and applications. For businesses of all sizes, the cloud creates the opportunity to focus more on innovation while leaving non-differentiating activities to reliable and cost-effective providers. For most businesses, the first step in achieving cloud economics is the adoption of virtualization in their data center.

Entertainment:
The evolution of hardware, software, services, and the cloud are enhancing the delivery and quality of unified entertainment experiences across many devices. These rich media experiences include games, movies, music, television, and social interactions with family, friends, and colleagues. At DUTV, our approach is to simplify and increase the accessibility of these entertainment experiences to broaden market penetration.

Search:
Web content and social connections have increased dramatically as people spend more time online, while discoverability and accessibility has been transforming from direct navigation and document links. There is significant opportunity to deliver differentiated products that helps users make better decisions and complete tasks more simply when using TV, PC, mobile, and other devices. Our approach is to take traditional broadcasting model and transforming it using The Internet to allow all more content to be seen and advertisers to target more effectively consumers and understand user intent, and differentiate our product by focusing on the integration of visual, social, and other elements which simplifies people's interaction with the Internet.

Communications and productivity:
Over the six years, DUTV has redefined software, and how to effectively stream video to the TV and other digital devices. Productivity scenarios now encompass unified communications, business collaboration, content management, and relationship management. These server applications can be hosted by the customer, a partner, or by DUTV in the cloud. There are significant opportunities to provide productivity and communication scenarios across TV's, PCs, mobile devices, and other devices that connect to services.

Economic Conditions, Challenges and Risks:
As discussed above, our industry is dynamic and highly competitive. We must anticipate changes in technology and business models. Our model for growth is based on our ability to initiate and embrace disruptive technology trends, to enter new markets, both in terms of geographies and product areas, and to drive broad adoption of the products and services we develop and market. At DUTV, we prioritize our investments among the highest long-term growth opportunities. These investments require significant resources and are multi-year in nature. The products and services we bring to market can be profitable and brought to market as part of a partnership or alliance, or through acquisition. Our success is highly dependent on our ability to attract and retain customer base. DUTV competes for talented individuals worldwide by offering a new broadcasting system and, customer reach. Demand for our, services, and approach has a strong correlation to global macroeconomic factors. The current macroeconomic factors remain dynamic.

Operation over next twelve months:
Our revenue historically has been expenses with no profit. We believe that our Entertainment approach and future acquisitions will make the company profitable over the next twelve months,

B. <u>Management's Discussion and Analysis of Financial Condition and Results of</u> Operations.

1. *Full fiscal years.* Discuss the issuer's financial condition, changes in financial condition and results of operations for each of the last two fiscal years. This discussion should address the past and future financial condition and results of operation of the issuer, with particular emphasis on the prospects for the future. The discussion should also address those key variable and other qualitative and quantitative factors that are necessary to an understanding and evaluation of the issuer. If material, the issuer should disclose the following:

i. Any known trends, events or uncertainties that have or are reasonably likely to have a material impact on the issuer's short-term or long-term liquidity;

ii. Internal and external sources of liquidity;

iii. Any material commitments for capital expenditures and the expected sources of funds for such expenditures;

iv. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations;

v. Any significant elements of income or loss that do not arise from the issuer's continuing operations;

vi. The causes for any material changes from period to period in one or more line items of the issuer's financial statements; and

vii. Any seasonal aspects that had a material effect on the financial condition or results of operation.

This item does not apply.

2. *Interim Periods.* Provide a comparable discussion that will enable the reader to assess material changes in financial condition and results of operations since the end of the last fiscal year and for the comparable interim period in the preceding year.

This item does not apply.

C. <u>Off-Balance Sheet Arrangements.</u>

1. In a separately-captioned section, discuss the issuer's off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the issuer's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors. The disclosure shall include the items specified in paragraphs C(1)(i), (ii), (iii) and (iv) of this Item 16 to the extent necessary to an understanding of such arrangements and effect and shall also include such other information that the issuer believes is necessary for such an understanding.

i. The nature and business purpose to the issuer of such off-balance sheet arrangements;

ii. The importance to the issuer of such off-balance sheet arrangements in respect of its liquidity, capital resources, market risk support, credit risk support or other benefits;

iii. The amounts of revenues, expenses and cash flows of the issuer arising from such arrangements; the nature and amounts of any interests retained, securities issued and other indebtedness incurred by the issuer in connection with such arrangements; and the nature and amounts of any other obligations or liabilities (including contingent obligations or liabilities) of the issuer arising from such arrangements that are or are reasonably likely to become material and the triggering events or circumstances that could cause them to arise; and

iv. Any known event, demand, commitment, trend or uncertainty that will result in or is reasonably likely to result in the termination, or material reduction in availability to the issuer, of its off-balance sheet arrangements that provide material benefits to it, and the course of action that the issuer has taken or proposes to take in response to any such circumstances.

There are no off balance sheet arrangements.

2. As used in paragraph C of this Item 16, the term off-balance sheet arrangement means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with the issuer is a party, under which the issuer has:

i. Any obligation under a guarantee contract that has any of the characteristics identified in paragraph 3 of FASB Interpretation No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others (November 2002) ("FIN 45"), as may be modified or supplemented, and that is not excluded from the initial recognition and measurement provisions of FIN 45 pursuant to paragraphs 6 or 7 of that Interpretation;

ii. A retained or contingent interest in assets transferred to an unconsolidated entity or similar arrangement that serves as credit, liquidity or market risk support to such entity for such assets;

iii. Any obligation, including a contingent obligation, under a contract that would be accounted for as a derivative instrument, except that it is both indexed to the issuer's own stock and classified in stockholders' equity in the issuer's statement of financial position, and therefore excluded from the scope of FASB Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities (June 1998), pursuant to paragraph 11(a) of that Statement, as may be modified or supplemented; or

iv. Any obligation, including a contingent obligation, arising out of a variable interest (as referenced in FASB Interpretation No. 46, Consolidation of Variable Interest Entities (January 2003), as may be modified or supplemented) in an unconsolidated entity that is held by, and material to, the issuer, where such entity provides financing, liquidity, market risk or credit risk support to, or engages in leasing, hedging or research and development services with, the issuer.

Instructions to paragraph C of Item 16

i. No obligation to make disclosure under paragraph C of this Item 16 shall arise in respect of an off-balance sheet arrangement until a definitive agreement that is unconditionally binding or subject only to customary closing conditions exists or, if there is no such agreement, when settlement of the transaction occurs.

ii. Issuers should aggregate off-balance sheet arrangements in groups or categories that provide material information in an efficient and understandable manner and should avoid repetition and disclosure of immaterial information. Effects that are common or similar with respect to a number of off-balance sheet arrangements must be analyzed in the aggregate to the extent the aggregation increases understanding. Distinctions in arrangements and their effects must be discussed to the extent the information is material, but the discussion should avoid repetition and disclosure of immaterial information.

iii. For purposes of paragraph C of this Item 16 only, contingent liabilities arising out of litigation, arbitration or regulatory actions are not considered to be off-balance sheet arrangements.

iv. Generally, the disclosure required by paragraph C of this Item 16 shall cover the most recent fiscal year. However, the discussion should address changes from the previous year where such discussion is necessary to an understanding of the disclosure.

In satisfying the requirements of paragraph C of this Item 16, the discussion of off-balance sheet arrangements need not repeat information provided in the footnotes to the financial statements, provided that such discussion clearly cross-references to specific information **in** the relevant footnotes and integrates the substance of the footnotes into such discussion in a manner designed to inform readers of the significance of the information that is not included within the body of such discussion.

There are no off balance sheets.

Part E Issuance History

Item 17 List of securities offerings and shares issued for services in the past two years.

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer (1) within the two-year period ending on the last day of the issuer's most recent fiscal year and (2) since the last day of the issuer's most recent fiscal year.

The list shall include all offerings of securities, whether private or public, and shall indicate:

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

(ii) Any jurisdictions where the offering was registered or qualified;

(iii) The number of shares offered;

(iv) The number of shares sold;

(v) The price at which the shares were offered, and the amount actually paid to the issuer;

(vi) The trading status of the shares; and

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

The list shall also include all shares or any other securities or options to acquire such securities issued for services in the past two fiscal years and any interim periods, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities.

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; *provided, however,* that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than five percent (5%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

(i) N/A

(ii) N/A

(iii) N/A

(iv) Number of shares sold:

1.) 302,000,000

2.) 8,478,490

3.) 456,000,000

4.) 173,603,584

5.) 300,000,000

6.) 167,074,500 to be issued

(v) Price shares were offered, and amount actually paid:

1.) $51,500

2.) Dividend

3.) $31,000

4.) Preferred converted to Common

5.) $30,000

6.) $222,951 Subscribed

(vi) Trading status of the shares:

1.) Free Trading

2.) Restricted

3.) Free Trading

4.) Free Trading

5.) Free Trading

6.) Restricted

(vii) shares valued at $51,500.00 were issued to Joseph C. Passalaqua under section 4(2) of the Securities Act, a common stock dividend to the shareholders of record as of August 3, 2010 under section 4(2) of the Securities Act. June 1, 2011 - May 31, 2012 shares valued at $13,400.00 were issued to Enna Sheveleva under section 4(2) of the Securities Act, shares valued at $11,200.00 were issued to Aquamarine Holdings, LLC. (owner being Carmen Carbona) under section 4(2) of the Securities Act and shares valued at $6,400.00 were issued to Joseph C. Passalaqua under section 4(2) of the Securities Act, these three amounts are a break down of $31,000.00. A preferred shares conversion into Common stock Belmont Partners, LLC. beneficial owner Joseph Muese under section 4(2) of the Securities Act. June 1, 2012-November 30, 2012 shares valued at $30,000.00 were issued to Joseph C. Passalaqua under section 4(2) of the Securities Act. 167,074,500 shares TO BE ISSUED to the shareholders of Torq Communications, LLC. pursuant to the merger under Section 4(2) of the Securities Act.

Part F Exhibits

The following exhibits must be either described in or attached to the disclosure statement:

Item 18 Material Contracts.

A. Every material contract, not made in the ordinary course of business, that will be performed after the disclosure statement is posted through the OTC Disclosure and News Service or was entered into not more than two years before such posting. Also 'include the following contracts:

1) Any contract to which directors, officers, promoters, voting trustees, security holders named in the disclosure statement, or the Designated Advisor for Disclosure are parties other than contracts involving only the purchase or sale of current assets having a determinable market price, at such market price;

2) Any contract upon which the issuer's business is substantially dependent, including but not limited to contracts with principal customers, principal suppliers, and franchise agreements;

3) Any contract for the purchase or sale of any property, plant or equipment for consideration exceeding 15 percent of such assets of the issuer; or

4) Any material lease under which a part of the property described in the disclosure statement is held by the issuer.

N/A

B. Any management contract or any compensatory plan, contract or arrangement, including but not limited to plans relating to options, warrants or rights, pension, retirement or deferred compensation or bonus, incentive or profit sharing (or if not set forth in any formal document, a written description thereof) in which any director or any executive officer of the issuer participates shall be deemed material and shall be included; and any other management contract or any other compensatory plan, contract, or arrangement in which any other executive officer of the issuer participates shall be filed unless immaterial in amount or significance.

N/A

C. The following management contracts or compensatory plans need not be included:

1) Ordinary purchase and sales agency agreements;
2) Agreements with managers of stores in a chain organization or similar organization;
3) Contracts providing for labor or salesmen's bonuses or payments to a class of security holders, as such; and
4) Any compensatory plan that is available to employees, officers or directors generally and provides for the same method of allocation of benefits between management and non-management participants

Item 19 Articles of Incorporation and Bylaws.

A. A complete copy of the issuer's articles of incorporation or in the event that the issuer is not a corporation, the issuer's certificate of organization. Whenever amendments to the articles of incorporation or certificate of organization are filed, a complete copy of the articles of incorporation or certificate of organization as amended shall be filed.

Articles of Incorporation were incorporated by reference filed on OTC Market filed on November 23, 2010.

B. A complete copy of the issuer's bylaws. Whenever amendments to the bylaws are filed, a complete copy of the bylaws as amended shall be filed.

Bylaws were incorporated by reference filed on OTC Market filed on November 23, 2010.

Item 20 Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

A. In the following tabular format, provide the information specified in paragraph (B) of this Item 20 with respect to any purchase made by or on behalf of the issuer or any "Affiliated Purchaser" (as defined in paragraph (C) of this Item 20) of shares or other units of any class of the issuer's equity securities.

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Column (a) Total Number of Shares (or Units) Purchased	Column (b) *Average* Price Paid per Share (or Unit)	Column (c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Column (d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
Month #1 (identify beginning and ending dates)	N/A			
Month #2 (identify beginning and ending dates)				
Month #3 (identify beginning and ending dates)				
Total				

B. The table shall include the following information for each class or series of securities for each month included in the period covered by the report:

1. The total number of shares (or units) purchased (Column (a)). Include in this column all issuer repurchases, including those made pursuant to publicly announced plans or programs and those not made pursuant to publicly announced plans or programs. Briefly disclose, by footnote to the table, the number of shares purchased other than through a publicly announced plan or program and the nature of the transaction (e.g., whether the purchases were made in open-market transactions, tender offers, in satisfaction of the company's obligations upon exercise of outstanding put options issued by the company, or other transactions).

2. The average price paid per share (or unit) (Column (b)).

3. The total number of shares (or units) purchased as part of publicly announced repurchase plans or programs (Column (c)).

4. The maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs (Column (d)).

Instructions to paragraphs (8)(3) and (8)(4) of this Item 20:

a. In the table, disclose this information in the aggregate for all plans or programs publicly announced.

b. By footnote to the table, indicate:

i. The date each plan or program was announced;

ii. The dollar amount (or share or unit amount) approved;

iii. The expiration date (if any) of each plan or program;

iv. Each plan or program that has expired during the period covered by the table; and

v. Each plan or program the issuer has determined to terminate prior to expiration, or under which the issuer does not intend to make further purchases.

C. For purposes of this Item 20, "Affiliated Purchaser" means:

1. A person acting, directly or indirectly, in concert with the issuer for the purpose of acquiring the issuer's securities; or

2. An affiliate who, directly or indirectly, controls the issuer's purchases of such securities, whose purchases are controlled by the issuer, or whose purchases are under common control with those of the issuer; *provided,*

however, that "Affiliated Purchaser" shall not include a broker, dealer, or other person solely by reason of such broker, dealer, or other person effecting purchases on behalf of the issuer or for its account, and shall not include an officer or director of the issuer solely by reason of that officer or director's participation in the decision to authorize purchases by or on behalf of the issuer.

Item 21 Issuer's Certifications.

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, [identify the certifying individual], certify that:

1. I have reviewed this (specify either annual or quarterly disclosure statement] of [identify issuer];

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:

______

____

[Signature]
[Title]

I, Garry McHenry, certify that:

1. I have received this annual disclosure statement of Digital Utilities Ventures, 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 the 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: September 12, 2013

*Isl*_Garry McHenry____________ (President)

Attachment A

DIGITAL UTILITIES VENTURES, INC.
(A Development Stage Company)

UNAUDITED FINANCIAL STATEMENTS
May 31, 2013 and 2012

DIGITAL UTILITIES VENTURES, INC.
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED BALANCE SHEETS (UNAUDITED)

	May 31, 2013	May 31, 2012
ASSETS		
Current assets		
Cash	$ 31,994	$ 3,965
Accounts receivable, net of allowance of $679,808 and $0	453,206	-
Interest receivable	9,288	9,288
Notes receivable	239,187	95,935
Total current assets	733,675	109,188
Total assets	$ 733,675	$ 109,188
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable and accrued expenses	$ 193,913	$ 70,005
Accrued interest	709,880	573,932
Notes payable	1,699,226	1,372,818
Total current liabilities	2,603,019	2,016,755
Stockholders' deficit		
Common stock subscribed	222,951	-
Preferred stock, $0.001 par; 30,000,000 shares authorized; 20,418,649 issued and outstanding	20,419	20,419
Common stock, $0.001 par; 5,000,000,000 shares authorized; 3,409,654,798 and 3,109,654,798 issued and outstanding at May 31, 2013 and 2012	3,409,655	3,109,655
Additional paid-in capital	2,527,691	2,797,691
Accumulated deficit	(8,050,060)	(7,835,332)
Total stockholders' deficit	(1,869,344)	(1,907,567)
Total liabilities and stockholders' deficit	$ 733,675	$ 109,188

See accompanying notes to the unaudited financial statements.

DIGITAL UTILITIES VENTURES, INC.
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	Year ended May 31, 2013	Year ended May 31, 2012	From June 13, 1991 (Inception) to May 31, 2013
Revenue	$ -	$ -	$ -
Operating expenses			
Stock based compensation	2,275	-	6,003,704
Rent	60,000	60,000	575,200
General and administrative	16,419	30,743	771,907
Total operating expenses	78,694	90,743	7,350,811
Other income (expense)			
Interest income	-	3,096	10,624
Interest expense	(136,034)	(129,079)	(709,966)
Total other income (expense)	(136,034)	(125,983)	(699,342)
Loss from operations	(214,728)	(216,726)	(8,050,153)
Income from discontinued operations	-	-	93
Net loss	$ (214,728)	$ (216,726)	$ (8,050,060)
Basic and diluted loss per common share	$ (0.00)	$ (0.00)	
Basic and diluted weighted average shares outstanding	3,310,202,743	2,896,832,862	

See accompanying notes to the unaudited financial statements.

DIGITAL UTILITIES VENTURES, INC.
(A DEVELOPMENT STAGE COMPANY)
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)
CUMMULATIVE FROM JUNE 13, 1991 (INCEPTION) to MAY 31, 2013

	Common Stock		Preferred Stock		Additional	Common Stock	Accumulated	
	Shares	Amount	Shares	Amount	Paid-in Capital	Subscribed	Deficit	Total
Issuance of common shares	2,449,681	$ 2,450	-	$ -	$ 192,503	$ -	$ -	$ 194,953
Net loss, period ended May 31, 1992	-	-	-	-	-	-	-	-
Balance, May 31, 1992	2,449,681	2,450	-	-	192,503	-	-	194,953
Net loss, year ended May 31, 1993	-	-	-	-	-	-	-	-
Balance, May 31, 1993	2,449,681	2,450	-	-	192,503	-	-	194,953
Net loss, year ended May 31, 1994	-	-	-	-	-	-	-	-
Balance, May 31, 1994	2,449,681	2,450	-	-	192,503	-	-	194,953
Net loss, year ended May 31, 1995	-	-	-	-	-	-	-	-
Balance, May 31, 1995	2,449,681	2,450	-	-	192,503	-	-	194,953
Net loss, year ended May 31, 1996	-	-	-	-	-	-	-	-
Balance, May 31, 1996	2,449,681	2,450	-	-	192,503	-	-	194,953
Net loss, year ended May 31, 1997	-	-	-	-	-	-	-	-
Balance, May 31, 1997	2,449,681	2,450	-	-	192,503	-	-	194,953
Net loss, year ended May 31, 1998	-	-	-	-	-	-	-	-
Balance, May 31, 1998	2,449,681	2,450	-	-	192,503	-	-	194,953
Net loss, year ended May 31, 1999	-	-	-	-	-	-	-	-
Balance, May 31, 1999	2,449,681	2,450	-	-	192,503	-	-	194,953
Net loss, year ended May 31, 2000	-	-	-	-	-	-	-	-
Balance, May 31, 2000	2,449,681	2,450	-	-	192,503	-	-	194,953
Net loss, year ended May 31, 2001	-	-	-	-	-	-	(238,397)	(238,397)
Balance, May 31, 2001	2,449,681	2,450	-	-	192,503	-	(238,397)	(43,444)
Net loss, year ended May 31, 2002	-	-	-	-	-	-	(94,488)	(94,488)
Balance, May 31, 2002	2,449,681	2,450	-	-	192,503	-	(332,885)	(137,932)
Net loss, year ended May 31, 2003	-	-	-	-	-	-	(148,065)	(148,065)
Balance, May 31, 2003	2,449,681	2,450	-	-	192,503	-	(480,950)	(285,997)
Net loss, year ended May 31, 2004	-	-	-	-	-	-	(49,306)	(49,306)

Balance, May 31, 2004	2,449,681	2,450	-	-	192,503	-	(530,256)	(335,303)
Net loss, year ended May 31, 2005	-	-	-	-	-	-	(73,812)	(73,812)
Balance, May 31, 2005	2,449,681	2,450	-	-	192,503	-	(604,068)	(409,115)
Net loss, year ended May 31, 2006	-	-	-	-	-	-	(96,221)	(96,221)
Balance, May 31, 2006	2,449,681	2,450	-	-	192,503	-	(700,289)	(505,336)
Net loss, year ended May 31, 2007	-	-	-	-	-	-	(85,655)	(85,655)
Balance, May 31, 2007	2,449,681	2,450	-	-	192,503	-	(785,944)	(590,991)
Net loss, year ended May 31, 2008	-	-	-	-	-	-	(90,231)	(90,231)
Balance, May 31, 2008	2,449,681	2,450	-	-	192,503	-	(876,175)	(681,222)
Shares issued for acquisition	142,930,543	142,930	20,418,649	20,419	(826,866)	-	-	(663,517)
Net loss, year ended May 31, 2009	-	-	-	-	-	-	(169,238)	(169,238)
Balance, May 31, 2009	145,380,224	145,380	20,418,649	20,419	(634,363)	-	(1,045,413)	(1,513,977)
Preferred shares issued	-	-	1,429,000	1,429	-	-	-	1,429
Conversion of debt	17,000,000	17,000	-	-	-	-	-	17,000
Common shares issued for cash	7,192,500	7,193	-	-	288,207	-	-	295,400
Net less, year ended May 31, 2010	-	-	-	-	-	-	(330,242)	(330,242)
Balance, May 31, 2010	169,572,724	169,573	21,847,649	21,848	(346,156)	-	(1,375,655)	(1,530,390)
Common shares issued for services	2,000,000,000	2,000,000	-	-	4,000,000	-	-	6,000,000
Conversion of debt	302,000,000	302,000	-	-	(250,500)	-	-	51,500
Stock dividend	8,478,490	8,478	-	-	(8,478)	-	-	-
Net loss, year ended May 31, 2011	-	-	-	-	-	-	(6,242,951)	(6,242,951)
Balance, May 31, 2011	2,480,051,214	2,480,051	21,847,649	21,848	3,394,866	-	(7,618,606)	(1,721,841)
Conversion of preferred shares to common shares	173,603,584	173,604	(1,429,000)	(1,429)	(172,175)	-	-	-
Conversion of debt	456,000,000	456,000	-	-	(425,000)	-	-	31,000
Net loss, year ended May 31, 2012	-	-	-	-	-	-	(216,726)	(216,726)
Balance, May 31, 2012	3,109,654,798	3,109,655	20,418,649	20,419	2,797,691	-	(7,835,332)	(1,907,567)
Conversion of debt	300,000,000	300,000	-	-	(270,000)	-	-	30,000
Shares issuable from acquisition	-	-	-	-	-	222,951	-	222,951
Net loss, year ended May 31, 2013	-	-	-	-	-	-	(214,728)	(214,728)
Balance, May 31, 2013	3,409,654,798	$ 3,409,655	20,418,649	$ 20,419	$ 2,527,691	$ 222,951	$ (8,050,060)	$ (1,869,344)

See accompanying notes to the unaudited financial statements.

(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Year ended May 31, 2013	Year ended May 31, 2012	From June 13, 1991 (Inception) to May 31, 2013
Cash flows from operating activities			
Net loss	$ (214,728)	$ (216,726)	$ (8,050,060)
Stock based compensation	-	-	6,001,429
Stock issued in acquisition	-	-	(663,517)
Changes in operating assets and liabilities:			
Interest receivable	-	(3,096)	(9,288)
Accounts payable and accrued expenses	17,293	20,140	87,298
Accrued interest payable	135,948	129,080	709,880
Net cash used in operating activities	(61,487)	(70,602)	(1,924,258)
Cash flows from investing activities			
Notes receivable	(1,114)	(500)	(97,049)
Net cash used in investing activities	(1,114)	(500)	(97,049)
Cash flows from financing activities			
Proceeds from notes payable	59,350	74,150	1,531,668
Common stock subscribed for cash	31,280	-	31,280
Proceeds from common stock	-	-	490,353
Net cash provided by financing activities	90,630	74,150	2,053,301
Net change in cash	28,029	3,048	31,994
Cash at beginning of period	3,965	917	-
Cash at end of period	$ 31,994	$ 3,965	$ 31,994
Supplemental cash flows disclosures:			
Cash paid for interest	$ 86	$ 1	$ 86
Cash paid for income taxes	$ -	$ -	$ -
Supplemental disclosure of non-cash financing and investing activities:			
Conversion of debt to common stock	$ 30,000	$ 31,000	$ 129,500
Common stock subscribed for acquisition of accounts receivable, net of allowance of $679,808	$ 453,206	$ -	$ 453,206
Common stock subscribed for acquisition of notes receivable	$ 142,138	$ -	$ 142,138
Common stock subscribed for acquisition of accounts payable	$ (106,615)	$ -	$ (106,615)
Common stock subscribed for acquisition of notes payable	$ (297,058)	$ -	$ (297,058)

See accompanying notes to the unaudited financial statements.

Note 1 - Nature and Continuance of Operations

Organization

Digital Utilities Ventures, Inc. (the Company) was incorporated under the laws of the State of Delaware on June 13, 1991. The Company currently has limited operations and, in accordance with ASC 915 “Development Stage Entities,” is considered a Development Stage Company. The Company has been in the developmental stage since inception and has no operating history other than organizational matters.

The Company’s business plan indicates that it has designed an efficient real time video transport system for the internet as well as for television and mobile phones. The key features of the system include 1) IMPEG-$DMIF based terminal architecture; 2) combination of an end to end feedback control mechanism and a rate-adaptive encoding algorithm for the best use of the Internet3) a robust and efficient packetization scheme for the IMPEG-4 bit standard and 4) efficient error control algorithms adopted at the end systems for visual quality enhancement.

On August 31, 2010 the Company liquidated its subsidiary American Telepath International, Inc. The financial statements have been restated to reflect for all periods presented the loss on discontinued operations.

Going Concern

These financial statements have been prepared on a going concern basis. The Company’s ability to continue as a going concern is dependent upon the ability of it to generate profitable operations in the future and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. The outcome of these matters cannot be predicted with any certainty at this time. These factors raise substantial doubt that the company will be able to continue as a going concern. Management plans to continue to provide for its capital needs by the issuance of common stock and related party advances. These financial statements do not include any adjustments to the amounts and classification of assets and liabilities that may be necessary should the Company be unable to continue as a going concern.

Note 2 - Summary of Significant Accounting Policies

Basis of Presentation

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reported period. Actual results could differ from those estimates. Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company’s system of internal accounting control is designed to assure, among other items, that (1) recorded transactions are valid; (2) all valid transactions are recorded and (3) transactions are recorded in the period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the company for the respective periods being presented.

Note 2 - Summary of Significant Accounting Policies - cont'd

Use of Estimates

The preparation of financial statements in accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. A change in managements' estimates or assumptions could have a material impact on the Company's financial condition and results of operations during the period in which such changes occurred.

Actual results could differ from those estimates. The Company's financial statements reflect all adjustments that management believes are necessary for the fair presentation of their financial condition and results of operations for the periods presented.

Development Stage Company

The Company complies with FASB ASC Topic 915 and The Securities and Exchange Commission Act Guide 7 for its characterization of the Company as development stage.

Revenue Recognition

Sales are recognized when revenue is realized or realizable and has been earned. The Company's policy is to recognize revenue when risk of loss and title to the product transfers to the customer. Net sales are comprised of gross revenues less expected returns, trade discounts and customer allowances, which include costs associated with off-invoice mark-downs and other price reductions, as well as trade promotions and coupons. These incentive costs are recognized at the later of the date on which the Company recognizes the related revenue or the date on which the Company offers the incentive. The Company has not recognized revenue since its inception.

Impairment of Long-lived Assets

The Company reviews long-lived assets for impairment when circumstances indicate the carrying amount of an asset may not be recoverable based on the undiscounted future cash flows of the asset. If the carrying amount of the asset is determined not to be recoverable, a write-down to fair value is recorded. Fair values are determined based on quoted market values, discounted cash flows, or external appraisals, as applicable. The Company reviews long-lived assets for impairment at the individual asset or the asset group level for which the lowest level of independent cash flows can be identified.

Advertising and Promotion

The Company's expenses all advertising and promotion costs as incurred. We incurred no such expenses during the years ended May 31, 2013 or 2012.

Research and Development

Research and development expenditures are expensed as incurred. We have incurred no such expenses since inception.

Note 2 - Summary of Significant Accounting Policies - cont'd

Basic and diluted earnings per share

Basic earnings per share are based on the weighted-average number of shares of common stock outstanding. Diluted Earnings per share is based on the weighted-average number of shares of common stock outstanding adjusted for the effects of common stock that may be issued as a result of the following types of potentially dilutive instruments:

- Warrants,
- Employee stock options, and
- Other equity awards, which include long-term incentive awards.

The FASB ASC Topic 260, *Earnings per Share*, requires the Company to include additional shares in the computation of earnings per share, assuming dilution.

Diluted earnings per share are based on the assumption that all dilutive options were converted or exercised. Dilution is computed by applying the treasury stock method. Under this method, options are assumed to be exercised at the time of issuance, and as if funds obtained thereby were used to purchase common stock at the average market price during the period.

The Company has not issued warrants or entered into any agreements requiring the Company to do so at a future date. Therefore, dilutive and basic losses per common share are equal.

Concentrations, Risks, and Uncertainties

The Company did not have a concentration of business with suppliers or customers constituting greater than 10% of the Company's gross sales during the periods presented.

Income Taxes

The Company uses the asset and liability method of accounting for income taxes in accordance with FASB ASC Topic 740. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statements carrying amounts of existing assets and liabilities and loss carryforwards and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The Company records a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized.

The Company recognizes the tax benefit from an uncertain tax position only if it is more likely than not the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such positions are then measured based on the largest benefit that has a greater than 50% likelihood of being realized upon settlement.

Note 2 - Summary of Significant Accounting Policies - cont'd

Fair Value of Financial Instruments

The Company applies fair value accounting for all financial assets and liabilities and non-financial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis. The Company defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities, which are required to be recorded at fair value, the Company considers the principal or most advantageous market in which the Company would transact and the market-based risk measurements or assumptions that market participants would use in pricing the asset or liability, such as risks inherent in valuation techniques, transfer restrictions and credit risk. Fair value is estimated by applying the following hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement:

Level 1 – Quoted prices in active markets for identical assets or liabilities.

Level 2 – Observable inputs other than quoted prices in active markets for identical assets and liabilities, quoted prices for identical or similar assets or liabilities in inactive markets, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 – Inputs that are generally unobservable and typically reflect management’s estimate of assumptions that market participants would use in pricing the asset or liability.

The Company’s valuation techniques used to measure the fair value of money market funds and certain marketable equity securities were derived from quoted prices in active markets for identical assets or liabilities. The valuation techniques used to measure the fair value of all other financial instruments, all of which have counterparties with high credit ratings, were valued based on quoted market prices or model driven valuations using significant inputs derived from or corroborated by observable market data.

In accordance with the fair value accounting requirements, companies may choose to measure eligible financial instruments and certain other items at fair value. The Company has not elected the fair value option for any eligible financial instruments.

Stock Based Compensation

For purposes of determining the variables used in the calculation of stock compensation expense under the provisions of FASB ASC Topic 505, “*Equity*” and FASB ASC Topic 718, “*Compensation — Stock Compensation,”* we perform an analysis of current market data and historical company data to calculate an estimate of implied volatility, the expected term of the option and the expected forfeiture rate. With the exception of the expected forfeiture rate, which is not an input, we use these estimates as variables in the Black-Scholes option pricing model. Depending upon the number of stock options granted, any fluctuations in these calculations could have a material effect on the results presented in our statement of operations and other comprehensive income. In addition, any differences between estimated forfeitures and actual forfeitures could also have a material impact on our financial statements. The Company has not issued stock options since its inception.

Note 2 - Summary of Significant Accounting Policies - cont'd

Recent Accounting Pronouncements

Recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the AICPA, and the SEC did not, or are not believed by management to, have a material impact on the Company's present or future consolidated financial statements.

Property and Equipment

Property and equipment are carried at cost. Expenditures for maintenance and repairs are charged against operations. Renewals and betterments that materially extend the life of the assets are capitalized. When assets are retired or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts, and any resulting gain or loss is reflected in income for the period.

Depreciation is computed for financial statement purposes on a straight-line basis over estimated useful lives of the related assets. The estimated useful lives of depreciable assets are:

	Estimated Useful Lives
Furniture and Fixtures	5 - 10 years
Computer Equipment	2 - 5 years
Vehicles	5 - 10 years

For federal income tax purposes, depreciation is computed under the modified accelerated cost recovery system. For audit purposes, depreciation is computed under the straight-line method. We have not purchased property or equipment since inception.

Principles of Consolidation

The accompanying consolidated financial statements include the financial statements of Digital Utilities Ventures, Inc. for the period of inception through May 31, 2013 consolidated with the financial statements of Digital Utilities, Inc. for the period of establishment through May 31, 2013. All intercompany transactions and balances have been eliminated in the consolidation.

Note 3 – Going Concern

The Company's financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, the Company does not have significant cash or other current assets, nor does it have an established source of revenues sufficient to cover its operating costs and to allow it to continue as a going concern.

Under the going concern assumption, an entity is ordinarily viewed as continuing in business for the foreseeable future with neither the intention nor the necessity of liquidation, ceasing trading, or seeking protection from creditors pursuant to laws or regulations. Accordingly, assets and liabilities are recorded on the basis that the entity will be able to realize its assets and discharge its liabilities in the normal course of business.

Note 3 – Going Concern (cont'd)

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plan described in the Business paragraph and eventually attain profitable operations. The accompanying financial statements do not include any adjustments that may be necessary if the Company is unable to continue as a going concern.

During the next year, the Company's foreseeable cash requirements will relate to continual development of the operations of its business, maintaining its good standing and making the requisite filings with the Securities and Exchange Commission, and the payment of expenses associated with research and development. The Company may experience a cash shortfall and be required to raise additional capital.

Management may raise additional capital through future public or private offerings of the Company's stock or through loans from private investors, although there can be no assurance that it will be able to obtain such financing. The Company's failure to do so could have a material and adverse affect upon it and its shareholders.

Since inception, the Company has funded operations by the issuance of common shares in exchange for services. For the coming year, the Company plans to continue to fund the Company through debt and securities sales and issuances until the company generates enough revenues through the operations as stated above.

Note 4 - Stockholders' Equity

The total number of common shares authorized that may be issued by the Company is 5,000,000,000 shares with a par value of one tenth of one cent ($0.001) per share. The total number of preferred shares authorized that may be issued by the Company is 30,000,000 shares with no par value.

During the period ended May 31, 1992, the Company issued a total of 2,449,681 common shares for cash proceeds totaling $194,953.

During the year ended May 31, 2009, the Company issued a total of 142,930,543 common shares and 20,418,649 preferred shares as part of a merger agreement.

During the year ended May 31, 2010, the Company issued 17,000,000 common shares as a conversion of debt and 7,192,500 common shares for total cash proceeds of $295,400. The Company also issued 1,429,000 preferred shares for services valued at $1,429.

During the year ended May 31, 2011, the Company issued 2,000,000,000 shares of its common stock for services valued at $6,000,000; 302,000,000 common shares as a conversion of a $51,500 notes and 8,478,490 shares as a stock dividend.

During the year ended May 31, 2012, the Company issued 456,000,000 shares as a conversion of $31,000 of notes payable. The Company also issued 173,603,584 common shares as a conversion of 1,429,000 preferred shares.

During the year ended May 31, 2013, the Company issued 300,000,000 shares of its common stock as a conversion of $30,000 of notes payable.

There were 3,409,654,798shares of common stock and 20,418,649 shares of preferred stock issued and outstanding at May 31, 2013.

From inception to May 31, 2013 Company has not granted any stock options.

DIGITAL UTILITIES VENTURES, INC.
(A DEVEOPMENT STAGE COMPANY)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
May 31, 2013 and 2012

Note 5 – Income Taxes

We did not provide any current or deferred U.S. federal income tax provision or benefit for any of the periods presented because we have experienced operating losses since inception. When it is more likely than not that a tax asset cannot be realized through future income the Company must allow for this future tax benefit. We provided a full valuation allowance on the net deferred tax asset, consisting of net operating loss carryforwards, because management has determined that it is more likely than not that we will not earn income sufficient to realize the deferred tax assets during the carryforward period.

The Company has not taken a tax position that, if challenged, would have a material effect on the financial statements for the year ended May 31, 2013 or during the prior three years applicable under FASB ASC 740. We did not recognize any adjustment to the liability for uncertain tax position and therefore did not record any adjustment to the beginning balance of accumulated deficit on the consolidated balance sheet. All tax returns for the Company remain open.

The provision for income taxes differs from the amount computed by applying the statutory federal income tax rate to income before provision for income taxes. The sources and tax effects of the differences for the periods presented are as follows:

Income tax provision at the federal statutory rate	35%
Effect on operating losses	(35%)
	-

The net deferred tax assets consist of the following:

		2013
Net operating loss carry forward	$	8,050,060
Valuation allowance		(8,050,060)
Net deferred tax asset	$	-

A reconciliation of income taxes computed at the statutory rate is as follows:

		2013		2012		Since Inception
Tax at statutory Rate	$	75,155	$	75,854	$	2,817,521
Increase in valuation allowance		(75,155)		(75,854)		(2,817,521)
Net deferred tax asset	$	-	$	-	$	-

The net federal operating loss carry forward will begin to expire in 2021. This carry forward may be limited upon the consummation of a business combination under IRC Section 381.

Note 6 - Acquisition

On January 14,2 013, the Company entered into an agreement with TORQ Communications, LLC ("TORQ") to acquire all of its assets and certain liabilities in exchange for 167,074,500 shares of common stock. The net value of the assets acquired totaled $222,951 and consisted of cash, accounts receivable, notes receivable, notes payable and accounts payable. The common stock has yet to be issued and is showing as subscribed at May 31, 2013 as a result.

Note 7 – Subsequent Events

The Company evaluated all events or transactions that occurred after May 31, 2013 through the date of this filing. The Company determined that it does not have any other subsequent event requiring recording or disclosure in the financial statements for the year ended May 31, 2013.