# **OT***C***Markets**

### EP GLOBAL COMMUNICATIONS, INC. Issuers' Initial Company Information and Disclosure Statement

Part A General Company Information

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

EP GLOBAL COMMUNICATIONS, INC.

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

EP Global Communications, Inc. 1582 Deere Avenue Irvine, CA 92606 Ph. 877-287-6175

Email Addresses: information@epgImed.com physicians@epgImed.com investors@epgImed.com

Investor Relations & Public Relations Contact: Mr. Brady Peterson Email: investors@epgImed.com

<u>Twitter:</u> @EPGLMed

Web: www.EPGLMed.com

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

EP Global Communications is a Delaware Corporation first incorporated November 17, 1999.

#### Part B Share Structure

#### Item 4 The exact title and class of securities outstanding.

Common Stock, Par Value .0001, 5 Billion Shares Authorized, Outstanding Shares 4,668,229,167 (billion)

Preferred Stock, Par Value .001, Class A, 5 Million Shares Authorized, 4.5 million Outstanding Preferred Stock, Par Value 1.00 Class B, 5 Million Shares Authorized, 302 Outstanding

Ticker Symbol: EPGL CUSIP# 268811205 ISIN# US2688112059

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

Common Stock, Par Value .0001, 5 Billion Shares Authorized, Outstanding Shares 4 Billion, 668 Million Shares, One Vote Per Share.

Preferred Stock, Par Value .001, Class A, 5 Million Shares Authorized, 4.5 million Outstanding (190:1 Convertible to Common Shares Voting Rights Equivalents) Preferred Stock, Par Value 1.00 Class B, 5 Million Shares Authorized, 302 Outstanding (277:1 Convertible to Common Shares Voting Rights Equivalents)

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

#### As of December 31, 2010

December 31, 2010 5 Billion Authorized Common 3 Billion Outstanding 3 Billion Freely trading shares (public float); Total number of beneficial shareholders unknown Total number of shareholders of record unknown

Preferred Stock, Par Value .001, Class A, 5 Million Shares Authorized, 4.5 million Outstanding (190:1 Convertible to Common Shares Voting Rights Equivalents) Preferred Stock, Par Value 1.00 Class B, 5 Million Shares Authorized, 302 Outstanding (277:1 Convertible to Common Shares Voting Rights Equivalents)

#### As of December 31, 2011

December 31, 2011 5 Billion Authorized Common 4,991,611,670 Outstanding 4,991,611,670 Freely trading (public float); Total number of beneficial shareholders unknown Total number of shareholders of record unknown

Preferred Stock, Par Value .001, Class A, 5 Million Shares Authorized, 4.5 million Outstanding (190:1 Convertible to Common Shares Voting Rights Equivalents) Preferred Stock, Par Value 1.00 Class B, 5 Million Shares Authorized, 302 Outstanding (277:1 Convertible to Common Shares Voting Rights Equivalents)

#### As of December 31, 2012

December 31, 2012 5 Billion Authorized Common 4,668,229,167 Outstanding 4,169,068,000 Restricted 499,161,167 Freely trading Total number of beneficial shareholders is 2 Total number of shareholders of record 700 approximate

Preferred Stock, Par Value .001, Class A, 5 Million Shares Authorized, 4.5 million Outstanding (190:1 Convertible to Common Shares Voting Rights Equivalents) Preferred Stock, Par Value 1.00 Class B, 5 Million Shares Authorized, 302 Outstanding (277:1 Convertible to Common Shares Voting Rights Equivalents)

#### Item 7 The name and address of the transfer agent

Continental Stock Transfer & Trust Company

17 Battery Place 8th Floor

New York, NY 10004

212-509-4000

Registered Under the Exchange Act

Regulatory Authority: SEC, NYSE

#### Part C Business Information

#### Item 8 The nature of the issuer's business.

EP Global Communications, Inc. is a public corporation which was initially organized under the laws of Delaware on December 17, 1999. The fiscal year end date is December 31. The Company was in the business of publishing a monthly publication for the special needs community. With the advent of digital publishing and the Internet, the Company began to struggle with costs of doing business and a decrease in print advertising revenues. In 2005 the Company entered into a Private Equity funding Agreement with NIR Group LLC of New York City for several million dollars. The business continued to struggle and this was exacerbated by the 2008 financial crisis. As the business struggled near bankruptcy under several million dollars of debt to creditors, vendors and employees, bankruptcy was imminent in early 2012. At the same time, the Company's largest creditor, NIR Group, came under financial difficulty and a court appointed liquidator, Pricewaterhouse Coopers Cayman, took control of the liquidation process of the NIR owned funds which the company owed money to.

It was at this point when it looked as if the Company was going to be forced into bankruptcy protection, that an investor in the Company named Michael Hayes offered to restructure the company and re-direct its business model into that of medical device manufacturer. Mr. Hayes, along with Pricewaterhouse Coopers agreed to restructure the Company together in May 2012. With the amicable cooperation of Company management at the time, the parties executed a Definitive Restructuring Agreement and plan in June 2012. This plan was presented to shareholders for a Special Meeting and vote to approve a 10:1 reverse split so the Company could be successfully reorganized into a medical device manufacturer, while hopefully providing a way for long-time shareholders of both the Company and NIR to potentially benefit and recoup some or more of their previous losses. Mr. Hayes agreed to contribute the assets of his privately held medical device company and Pricewaterhouse Coopers agreed to convert 100% of the Company's debt to NIR Funds, to equity in the newly restructured company. Remaining smaller creditors agreed to convert their debt to equity also. The President of the Company, Joseph Valenzano agreed to forgive Promissory Notes he and his wife held as a creditors in the amount of approximately \$900K in exchange for the rights to the remaining publishing assets, so that he can carry on the business of publishing a periodical to the special needs community as before. Mr. Valenzano has agreed amicably to retire from the Company along with all former management. With this Agreement to restructure in place, the company would shed some \$10 million dollars in debt and gain a new business model for the future. Pricewaterhouse Coopers will oversee up to 2.25 Billion shares of authorized EPGL common (restricted) shares as issued to AJW Qualified Partners and Michael Hayes will be issued up to 2.25 billion (restricted) shares and all Preferred shares for his contributions to the restructuring of the Company. Remaining creditors will be issued their converted (restricted) shares from the holdings of Mr. Hayes and AJW Qualified Partners. Long term Company shareholders will retain some 499 million shares post reverse split, freely trading in the market at present. A pending legal judgment Against former Company President Joseph Valenzano, the Company and PsyEd Corp in the amount of \$689K plus attorney fees, dating back 12 years is in the process of being settled at the present time.

As of July 27, 2012, EP Global Communications, Inc. has successfully been restructured, the 10:1 reverse split was effectuated and the Company is presently moving ahead with plans to introduce new and innovative medical devices into the growing medical device health care market place. The Company plans to move forward and change its name to EPGL Medical Sciences, Inc. early in 2013. At the present time, the Company is making major decisions on the final management team and other details for the Company moving forward.

The company has brought on-board a Team of Medical and Engineering professionals which are highly accomplished in their respective fields:

#### Company Medical Director - Corey W. Hunter M.D.

Corey W. Hunter, MD is based in New York City. He completed his residency in physical medicine and rehabilitation at NYU Langone Medical Center and a fellowship in pain medicine at Weill Cornell Medical College. Dr. Hunter's specialties include pain diagnosis and treatment, disorders of the spine and peripheral nervous system, with a special interest in advanced interventional techniques and minimally invasive spinal procedures. Dr. Hunter was pivotal in conducting early research on the MPDD device. Along with NYU physicians, Michel Dubois M.D. and Shengping Zou M.D., Dr. Hunter headed the team which published one of the first research studies showing significant improvement for the detection of pain caused by muscles, using the MPDD device versus traditional manual pressure (MP) for the diagnosis and treatment, Myofascial Pain Syndrome which can include chronic back pain, neck pain, migraine, fybromyalgia and more. These findings greatly contributed to the early progress of the MPDD development and its subsequent FDA 510k clearance and patent awards.

#### Eric Lee M.D.M.A.

Eric Lee M.D. M.A. graduated from Yale University and completed medical school at Boston University. He completed his residency in Physical Medicine and Rehabilitation at NYU Langone Medical Center where he has continued with a Pain Medicine fellowship. Dr. Lee is intimately familiar with the MPDD device and used it as a diagnostic tool in a study of using advanced techniques to treat myofascial pain along with Dr. Michel Dubois MD at NYU. Dr. Lee's professional interests include pain diagnosis and treatment, disorders of the spine, central, and peripheral nervous system, with a special interest in advanced interventional techniques and minimally invasive spinal procedures. Dr. Lee will oversee further additions to the EPGL Medical management team and advancement of new medical devices technologies the Company has interest in pursuing.

#### Ryan M. Stellar M.E. B.E.

EPGL is proud to have Ryan M. Stellar M.E. B.E. as part of the team. Mr. Stellar is a highly accomplished biomedical engineer who was intimately involved with the creation of the MPDD device as the Chief Engineer during its creation at Stevens Proof of Concept (SPOC). Mr. Stellar graduated from Stevens Institute of Technology in 2006 with a degree in Biomedical Engineering and a Minor in Economics. Mr. Stellar has been with Medtronic, Inc. for six years prior to leaving this year. While at Medtronic, among many other accomplishments, he successfully directed global launches of two portfolio critical products in the cardiac rhythm device market: DF4 Lead Connector System & CareLink Network for Heart Failure. Mr. Stellar is an expert in medical device manufacturing resources and distribution channels as well as customer relationship management.

#### David T. Markus Ph.D.

#### **Company Vice President - BioMems Development**

David T. Markus holds a Ph.D. in Biomedical Engineering and a MS in Electrical Engineering with an emphasis in MEMS Microelectronics and Biomedical. Dr. Markus spent 11 years with Raytheon and holds 8 US patents and has 9 other US Patents Pending. He has been involved in research for several of the world's leading technological institutions, including the Office of Naval Research in Arlington, Virginia, NASA Jet Propulsion Laboratory in Pasadena, CA and he has been published 15 times for various technical conferences. He was a principal investigator on SBIR DARPA Phase I and Phase II, and "Ultraflexible Substrate" for Macroelectronics Program by Dr. Robert Reuss at DARPA. He has been involved in the engineering and the development on seven surgical devices, including devices for Cataract surgery, Intra-Ocular Lens Delivery, Arthroscopy, Endodontic Endoscope, Micro Endoscope and Neural Electrodes. Additionally he was instrumental on developing three medical laboratory devices, including for In-Vitro Fertilization, PCR instrumentation and drug discovery. Finally, Dr. Markus is fluent in English, Chinese-Madarin, Taiwanese-FuJian and Indonesian languages. A full bio for Dr. Markus will be made available on the Company website in the near future.

#### **Company President & CEO - Michael Hayes**

Michael Hayes was President of Digital Health Sciences, Inc. prior to that Company being acquired by EPGL in July 2012. Mr. Hayes has presided over the debt restructuring of EP Global Communications, Inc. along with Pricewaterhouse Coopers since early 2012. Mr. Hayes is now in charge of assembling a new management team for EPGL, including all Company management, medical and scientific personnel going forward. Mr. Hayes has made it a singular priority to bring aboard only the world's top professionals in the field of medical sciences to EPGL and thereby build the Company into a major player in the medical device industry over the next several years. Mr. Hayes has also committed to prioritizing shareholders and creating significant value for their investments over time.

Company CFO Pending TBA

Company Board of Directors Pending TBA

#### IR/PR Manager Mr. Brady Peterson

Brady Peterson was recently named Manager of Investor Relations and Public Relations as well as Information Technologies for EPGL Med. Mr. Peterson is the consummate professional who brings 15 years of Customer Relations and marketing experience to EPGL. The EPGL team is pleased to have him aboard and we believe customers and investors alike will appreciate his professionalism.

#### B. <u>Business of Issuer</u>.

SIC Code 3841 - Surgical and medical instruments, Development Stage Company

EP Global Communications, Inc. (EPGL) is a medical device manufacturing and marketing company. The Company is focused on diagnosis of chronic muscular pain. EPGL's devices helps physicians to accurately diagnose and treat patients who present with chronic back pain, neck pain, migraine, fybromyalgia and more. The Company holds rights to a United States Food and Drug administration (FDA) 510k cleared device which the company plans to release in 2013, and will address the market for diagnosis of chronic muscular pain. The device is a new diagnostic tool for the detection of muscular originated pain in the human body. Additionally the Company plans to develop medical devices in the field of Biomedical Microelectronics Mechanical Systems (BioMems). The Company currently has the following employees and approximately 50 workers performing duties independently on behalf of the company:

#### Company Medical Director - Corey W. Hunter M.D.

Corey W. Hunter, MD is based in New York City. He completed his residency in physical medicine and rehabilitation at NYU Langone Medical Center and a fellowship in pain medicine at Weill Cornell Medical College. Dr. Hunter's specialties include pain diagnosis and treatment, disorders of the spine and peripheral nervous system, with a special interest in advanced interventional techniques and minimally invasive spinal procedures. Dr. Hunter was pivotal in conducting early research on the MPDD device. Along with NYU physicians, Michel Dubois M.D. and Shengping Zou M.D., Dr. Hunter headed the team which published one of the first research studies showing significant improvement for the detection of pain caused by muscles, using the MPDD device versus traditional manual pressure (MP) for the diagnosis and treatment Myofascial Pain Syndrome which can include chronic back pain, neck pain, migraine, fybromyalgia and more. These findings greatly contributed to the early progress of the MPDD development and its subsequent FDA 510k clearance and patent awards.

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#### **IR/PR Manager Mr. Brady Peterson**

Brady Peterson was recently named Manager of Investor Relations and Public Relations as well as Information Technologies for EPGL Med. Mr. Peterson is the consummate professional who brings 15 years of Customer Relations and marketing experience to EPGL. The EPGL team is pleased to have him aboard and we believe customers and investors alike will appreciate his professionalism.

#### Item 9 The nature of products or services offered.

EP Global Communications, Inc. is a new medical device manufacturer and marketing company. Our products will be sold through all possible domestic and international distribution channels to the widest possible variety of health care professionals worldwide. We currently have several new medical devices in research and development stage.

The Company Is to manufacture and market our first FDA 510k Cleared medical device in 2013. Additionally, we have approximately 12 additional devices in various stages of research and design. Most all of the devices in development employ BioMems technology.

Most all of our products will require the approval of the Food and Drug Administration as either Class 1, 2 or 3 medical devices. Some of our new technologies will be approved utilizing predicate devices for initial FDA 510k applications. Others will need to be approved via the PMA process for totally new technological characteristics.

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

The Company leases or utilizes facilities in the following locations

Irvine, California – Research Facilities, Office New York University Langone Medical Center, Corey W. Hunter M.D. / Eric Lee M.D. University of Minnesota, David T. Markus, Ph.D. University of California at Irvine, David T. Markus, Ph.D.

#### 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.

 President, CEO and Director Michael Hayes
Private Investor, Corporate Restructure Specialist.
Will hold Board Membership and will assign 3 other Board Members
Pricewaterhouse Coopers will appoint 3 additional Board Members on behalf of AJW Qualified Partners.
Company is compensating both parties via 2.25 billion shares each, as disclosed previously.

B. <u>Legal/Disciplinary History</u>. NONE

c. <u>Disclosure of Family Relationships</u>. NONE

D. <u>Disclosure of Related Party Transactions</u>. NONE

E. Disclosure of Conflicts of Interest. NONE

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

The following information for the Company is incorporated by reference and posted on OTC Disclosure and News Service Current Year's Interim Financial report and for 2 previous years.

- 1) balance sheet;
- 2) statement of income
- 3) cash flow statements

Item 14 Beneficial Owners.

AJW Qualified Partners, LLC,

**2.0 Billion Common Shares** 

Controlling Agent is Pricewaterhouse Coopers, Corporate Finance and Recovery (Cayman) Ltd.

5<sup>th</sup> Floor Strathvale House, P.O. Box 258 Grand Cayman, Cayman Islands, KY1 1104

Michael Hayes 2.0 Billion Common Shares <u>1582 Deere Avenue</u> <u>Irvine, CA 92606</u>

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:

Matthew Ladin, Attorney At Law 201 West Montecito Street Santa Barbara, CA 93101

Richard Medina Jr., Esq. Richard Medina Jr. Attorneys At Law The Emerald Plaza 402 W. Broadway, 25th Floor San Diego, CA 92101-3546 T:<u>619-501-4512</u>

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

The Company plans to manufacture, market and develop several new medical devices. Over the next 12 months, the company will seek strategic partners in equity finance, manufacturing and distribution to achieve these objectives. To date the Company has been in discussions with several potential equity partners who the Company may form strategic relationships with to achieve additional capital resources. The Beneficial Shareholders, Mr. Hayes and AJW Qualified Partners under management by Pricewaterhouse Coopers Cayman, have agreed to provide adequate equity to facilitate such arrangements if needed. The Company will not restructure again or propose any further reverse splits now or in the future. The Company believes it has more than adequate cash resources to see operations through the next 12 months.

Several new medical devices are currently in research and development stage including the MPDD, MPTT and other devices which will utilize unique BioMems technological know-how and Intellectual Property owned by the Company.

**Overview of First MPDD Medical Device Planned for Marketing** 

The combined national and international market for the device is \$4.5 billion dollars annually in device sales and recurrent education and training revenues. The primary market will be pain management physicians and will then expand to sports medicine, physical therapists, and fitness centers. There will be a parallel expansion with general practitioners at a different saturation rate due to disparity in the need for pain diagnosis in routine checkups vs. the greater need by pain and physical therapists. Ideally the device will be as common as the stethoscope in a physician's hand. Signaling a new era in pain diagnosis where the idea of chronic muscle pain will be virtually nonexistent.

Chronic back pain treatment in the United States alone is estimated to cost nearly \$100 billion dollars annually. Utilizing recent Bureau of Labor Statistics data an estimate for the potential U.S. market for the MPDD is \$2 billion and an additional \$2.5 billion globally, for a total potential market of \$4.5 billion.

Veterinary medicine is another large potential market and quantitative analysis is pending.

#### **Market Positioning**

The device does not compete with current methods of pain diagnosis. Instead, it will enhance current methods of diagnosis and treatment. Thus, helping realize the full value of current diagnostic tools such as MRI, CT scan, X-ray standard physical examination.

The device will compliment the pharmaceutical industry by helping doctors to properly correlate the prescription of painkillers to the correct source of pain. This may help patients achieve lasting relief by pharmaceutics alone, rather than more drastic procedures such as surgery.

The Technology:

The device incorporates two technologies, one of clinical methodology and one for device technology, for a combined diagnostic package that allows for a revolution in the accuracy and precision of muscle pain diagnosis. The patented version of this methodology allows for the diagnosis of muscles in a dynamic, natural, state (as opposed to static). This simple feature greatly increases the precision of the diagnosis while the unique methodology provides isolation of the pain generator, increasing accuracy. The device was developed to incorporates leading edge technology for transcutaneous-electroneural stimulation, a safe, effective and proven way of stimulating muscle. The Company may seek to achieve additional FDA 510k clearances if required for specific diagnosis labeling.

The Business Strategy:

The Company will manufacture and market the device for distribution both domestically and internationally via established distribution channels. The device is a patented device with a FDA 510K clearance for marketing and manufacture currently. The Company projects that within 6 months of market launch, sales have the potential to exceed 2000 units per month worldwide and generating \$10 million dollars per month. The Company is capitalizing on its relationship with NYU physician Corey Hunter M.D. and Eric Lee M.D.MA, to collaborate and continue development of this revolutionary medical device and therapy. Dr Hunter is now the Company's Medical Director and Chairman of the Scientific Advisory Board.

#### The Competitive Advantage:

The device is FDA cleared for marketing, which is very difficult to achieve for medical device companies. The device will be the first to market with diagnostic electro neural stimulation. No other entity has yet to put forth electro neural stimulation for diagnostic purposes. This is a completely unique claim that allows the Company to create the market for such application and benefit from an initial void of competition. MPDD will capitalize on its first to market status and established reputation as the leader in diagnostic electro neural stimulation to weather any competition.

c. <u>Off-Balance Sheet Arrangements</u>. NONE

#### Part E Issuance History

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

On July 27, 2012 a 10:1 Reverse Split was Affected. The result of this action reduced outstanding shares issued from 4,991,611,670 (Billion) to 499,161,167 (Million) outstanding common shares.

#### Part F Exhibits

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

#### Item 18 Material Contracts.

The Definitive Agreement for restructuring the Company is described within this Disclosure Statement in Part C number 8.

#### Item 19 Articles of Incorporation and Bylaws.

The Articles of Incorporation and Bylaws are incorporated by reference to the posting on OTC Subscription and News Service.

## Item 20 Purchases of Equity Securities by the Issuer and Affiliated Purchasers. NONE

#### Item 21 Issuer's Certifications.

I, Michael Hayes, certify that:

1. I have reviewed this initial quarterly disclosure statement of EP Global Communications, Inc.;

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

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

12-31-2012

/s/ Michael Hayes Michael Hayes

President and CEO

#### Safe Harbor Statement

Certain matters discussed in this press release are "forward-looking statements" intended to qualify for the safe harbors from liability established by the Private Securities Litigation Reform Act of 1995. In particular, the Company's statements regarding trends in the marketplace and potential future results are examples of such forward-looking statements. The forward-looking statements include risks and uncertainties, including, but not limited to, the timing of projects due to the variability in size, scope and duration of projects, estimates made by management with respect to the Company's critical accounting policies, regulatory delays, clinical study results which lead to reductions or cancellations of projects, and other factors, including general economic conditions and regulatory developments, not within the Company's control. The factors discussed herein and expressed from time to time in the Company's filings with the Securities and Exchange Commission could cause actual results and developments to be materially different from those expressed in or implied by such statements. The forward-looking statements are made only as of the date of this press release and the Company undertakes no obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances.