1) FBC Holding Inc. - Annual Report for Year Ending July 31, 2013

FBC Holding, Inc. ("We," "FBC" or "Company") was incorporated in Nevada on May 31, 2006, under the name Wave Uranium, Inc. On September 24, 2009, we merged with FBC Holding, Inc., a Nevada corporation and changed our name to FBC Holding, Inc. On October 26, 2010, a majority of our shareholders and our board of directors authorized a name change to Super Rad Industries, Inc. However, the Super Rad transaction was rescinded prior to filing the name change with the State of Nevada so we have remained FBC Holding, Inc.

Business History

On September 20, 2007 we entered into a mining option agreement with Handley Minerals, Inc. a Nevada company, pursuant to which we acquired an option to purchase a 100% undivided interest in the Wilson Creek project which consists of ten claims situated in the country of Gila in the State of Arizona. In November 2007 we have been active in purchasing over 1,200 mineral claims in Utah for costs to us of approximately $330,000.

FBC Holding Transaction

On September 24, 2009 we merged with FBC Holding Inc. Through this transaction we acquired and operated three subsidiary companies, FBC Group, Beverly Hills Choppers and Johnny Fratto Social Club Inc. These subsidiaries provided us with our then-operations, which were focused on branding and marketing for products and celebrities, as well as sales and distribution for Beverly Hills Choppers' two and three wheelers in addition to a clothing and jewelry line. We also had a social network and media outlet through JFSC.TV including its other websites.

From August 1, 2009 to May 1 2010 we focused on product branding, social networking and branding of our assets, namely Beverly Hills Choppers. However, due to a variety of differences with the operators of our subsidiaries, on May 1, 2010, we returned our ownership of Beverly Hills Choppers, FBC Group and the JFSC.tv aka the Johnny Fratto Social Club back to the parties that sold them to us, in exchange for the shares of our common stock that had been issued to the owners of the three companies. These shares were cancelled on May 15, 2013.

Super Rad Transaction

On August 11, 2009, we signed an Asset Purchase Agreement with Super Rad Corporation. Under the agreement we purchased certain assets related to the collectible toy and art industry. Super Rad Toys, Inc. was founded as a California corporation in December 2006. As a result of preparing to go public, it reincorporated in Nevada under the name of Super Rad Industries, Inc. doing business as Super Rad Toys. Since the Super Rad's inception it has emerged at the forefront of the collectible art world, by producing innovative and high-quality vinyl collectibles that have gained an excellent reputation with collectors on a global basis.

In early 2012 the Company entered into an agreement with Todd Whanish to purchase his web platform in order to get involved in the online toy business, catering to artists and the toy industry in general. Current management has, after examining the data regarding the cost of the necessary portal and related costs and finding that the anticipated gross margins were less than 8%, discontinued this line of business. Previous management had announced that the Company had entered into licensing agreements with Sports Technology, Inc. ("Sports Technology") for the exclusive worldwide marketing and distribution of all of Sports Technology's existing intellectual property ("IP"). Sports Technology represented that among this IP was an agreement with the owners of the Flowboard design and distribution rights which granted Sports Technology assignable and exclusive rights to marketing and distribution of the Flowboard and other products and other ancillary rights of usage. Notwithstanding the Company's previous announcements, and Sports Technology's representations, current management found no evidence of an existing agreement between the Company and Sports Technology assigning such rights, nor has Sports Technology been able to provide the Company with any documentation that it actually possesses any rights to the IP that it sought to convey to the Company. FBC Holding has thus terminated all agreements and relationships with Sport Technology and advises its shareholders that Management's position is that the company holds no exclusive marketing agreements for the Flowboards. We took possession of

certain inventory including Flowboards, Snow Skates and skateboards and attempted to sell them directly to the end user. We found little demand for the products and have discontinued our sales efforts and the merchandise remains in storage and will probably be conveyed to the firm operating the storage facility as payment for the storage fees.
Conductive Ink Technology.

On August 27, 2012 we executed a Memorandum of Understanding ("MOU") with a company holding numerous patents involving conductive ink technology. This technology involves the replacement of many types of electronic circuitry such as buttons, switches and wires with components which can be printed on various substrates (plastics, metal, textiles) using patented formulations of conductive ink. The printed circuitry is significantly lighter, more durable and less expensive than the replaced components. The holder of the technology had also developed numerous successful retail products prior to inventing the conductive ink technology. The MOU also granted FBC Holding the rights to apply the conductive ink technology to these legacy products and to subsequently reintroduce these products to the retail marketplace.

Finding, developing and marketing new products utilizing this technology with be one of the main sources of revenue for the company. We intend to market these products utilizing Direct Response Television ("DRTV"). We will position the Company to become an international product development Company, primarily focused on license/creation management and product sales/distribution through DRTV We intend to segment our business into several division. Our first division will be called FBC Interactive. Our first product is a compression sleeve for knee and elbow created from a copper infused fabric which has been used by athletes and individuals with active lifestyles.

2) Address of the issuer's principal executive offices

Company Headquarters
60 Cedar Lake West
Denville, NJ 07834

IR Contact
info@fbcholdinginc.com

3) Security Information

Trading Symbol: FBCD
Exact title and class of securities outstanding: Common Stock
CUSIP: 30250C206
Par or Stated Value: $0.001
Total shares authorized: 5,000,000,000 as of: February 27, 2014
Total shares outstanding: 269,218,504 as of: February 27, 2014

Additional class of securities (if necessary):
Class A Preferred

Total shares outstanding: 2,500,000 as of: February 27, 2014

Transfer Agent
Name: Island Stock Transfer
Address 1: 15500 Roosevelt Blvd
Address 2: Suite 301
Address 3: Clearwater, FL 33760
Phone: _____
Is the Transfer Agent registered under the Exchange Act?* Yes: ☑ No:

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

None

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

1 for 500 reverse split on February 6, 2013

4) Issuance History

Market Information

Our common stock is currently listed on the OTC Markets “Pink Sheets” on the OTCQB-tier under the symbol “FBCD.” On September 27, 2006, we filed a registration statement on Form SB-2, which went effective on December 13, 2006, and subsequently filed a Form 8-A12G to register our common stock under Section 12 of the Exchange Act. As a result, on October 11, 2007, we became subject to the reporting requirements under the Exchange Act. We began listing on the OTC Bulletin Board on April 10, 2007 and were subsequently removed from the OTC Bulletin Board on February 23, 2013, due to inactivity under SEC Rule 15c2-11. We have been listed on the OTC Markets “Pink Sheets” since that time.

The following table sets forth the high and low bid information for each quarter within the two most recent fiscal years. The information reflects prices between dealers, and does not include retail markup, markdown, or commission, and may not represent actual transactions.

Fiscal Year Ended July 31,	Period	Bid Prices High		Bid Prices Low	
2012	First Quarter	$	9.75	$	5.00
	Second Quarter	$	5.75	$	1.40
	Third Quarter	$	3.05	$	1.10
	Fourth Quarter	$	1.50	$	0.15
2013	First Quarter	$	0.50	$	0.15
	Second Quarter	$	0.25	$	0.05
	Third Quarter	$	0.06	$	0.085

Fourth Quarter	$	0.0 13	$	0.00 14

The Securities Enforcement and Penny Stock Reform Act of 1990 requires additional disclosure relating to the market for penny stocks in connection with trades in any stock defined as a penny stock. The Commission has adopted regulations that generally define a penny stock to be any equity security that has a market price of less than $5.00 per share, subject to a few exceptions which we do not meet. Unless an exception is available, the regulations require the delivery, prior to any transaction involving a penny stock, of a disclosure schedule explaining the penny stock market and the risks associated therewith.

Holders

As of July 31, 2013, there were 81,557,560 shares of our common stock outstanding held by 75 holders of record of our common stock and numerous shareholders holding shares in brokerage accounts. Of these shares, all were held by shareholders we believe are non-affiliates. On the cover page of this filing we value these shares at $285,451. These shares were valued at $0.0035 per share, which was closing price of our common stock on the OTC Bulletin Board on November 13, 2013.

Dividends

For the two most recent fiscal years we have not paid any cash dividends on our common shares and do not expect to declare or pay any cash dividends on our common shares in the foreseeable future. Payment of any dividends will depend upon future earnings, if any, our financial condition, and other factors as deemed relevant by our Board of Directors.

Securities Authorized for Issuance under Equity Compensation Plans

We do not have any equity compensation plans in place so there are no outstanding options or warrants to purchase shares of our common stock under any equity compensation plans.

As a result, we did not have any options, warrants or rights outstanding as of July 31, 2013.

Plan Category	**Number of Securities to be issued upon exercise of outstanding options, warrants and rights**	**Weighted-average exercise price of outstanding options, warrants and rights**	**Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))**
	(a)	**(b)**	**(c)**
Equity compensation plans approved by security holders	- 0 -	- 0 -	- 0 -

Equity compensation plans not approved by security holders	- 0 -	- 0 -	- 0 -
Total	- 0 -	- 0 -	- 0 -

Recent Issuance of Unregistered Securities

In April, 2011, we issued 150,000 shares to Seafin Capital, LLC, in exchange for an equity investment of $12,000. The shares were restricted in accordance with Rule 144. The issuance was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, and Seafin Capital, LLC, is a sophisticated investor and familiar with our operations.

On May 11, 2011, we issued 166,666 shares to Seafin Capital, LLC, in exchange for an equity investment of $25,000. The shares were restricted in accordance with Rule 144. The issuance was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, and Seafin Capital, LLC, is a sophisticated investor and familiar with our operations.

On May 20, 2011, we issued 2,000,000 shares to Panther Consulting Corp., in exchange for debt conversion of $2,000, valued at $0.001 per share. The shares were restricted in accordance with Rule 144. The issuance was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, and Island is a sophisticated investor and familiar with our operations.

On May 21, 2011, we issued 4,000,000 shares to MGMT4 Personal Services, in exchange for consulting services and were valued at approximately $0.015 per share. The shares were restricted in accordance with Rule 144. The issuance was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, and Island is a sophisticated investor and familiar with our operations.

During the fiscal year 2012 we issued 24,110,244 shares to three investors and two consultants in exchange for debt conversion and services of $173,594, valued at $0.0072 per share. The shares were restricted in accordance with Rule 144. The issuance was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, and the investors and consultants are sophisticated investors and familiar with our operations.

During the fiscal year 2013 we issued 50,625,109 shares of our common stock to seven investors and one consultant for debt conversion and services of $284,900, valued at $0.00132 per shares. The shares were restricted in accordance with Rule 144. The issuance was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, and the investors and consultants are sophisticated investors and familiar with our operations.

During the period from July 31, 2013 to January 31, 2014 we issued 23,363,135 shares valued at $0.0076 of our common stock to three investors for reduction in debt and we issued 2,015,707 valued at $0.007 to one consultant for services for a reduction in debt and services of $19,799.

5) Financial Statements

FBC Holding Inc.

(A Development Stage Company)

CONSOLIDATED BALANCE SHEETS

	July 31, 2013	July 31, 2012
ASSETS		
Current Assets		
Cash	$ 4,108	$ 2,877
Deferred Financing Expense	-	-
Total Current Assets	4,108	2,877
Total Assets	$ 4,108	$ 2,877
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts Payable	160,459	282,352
Accrued Interest	95,499	460,657
Accrued Forbearance Fees	525,000	225,000
Equity Obligations	2,019,648	1,641,307
Convertible Notes Payable	1,312,053	604,083
Derivative Liability	1,859,118	983,346
Total Current Liabilities	5,971,677	3,971,745
Total Liabilities	5,971,677	3,971,745
Stockholders' Deficit		
Preferred Stock .001 Par Value, 5,000,000 shares authorized, 2,500,000 issued and outstanding, Series A preferred	2,500	2,500
Common Stock .001 Par Value; 5,000,000,000 shares authorized; 81,557,560 and 4,432,451 shares issued and outstanding, respectively	81,557	4,432
Additional paid in capital	20,256,319	20,011,964

Deficit accumulated during the development stage	(26,307,945)	(23,987,764)
Total Stockholders' Deficit	(5,967,569)	(3,968,868)
Total Liabilities and Stockholders' Equity	$ 4,108	$ 2,877

See accompanying notes to the consolidated financial statements

FBC HOLDING Inc

(A Development Stage Company)

CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended July 31, 2013	**Year Ended July 31,2012**	**May 30, 2006 (inception) through July 31,2013**
Revenue	$ -	$ 33,500	$ 33,500
Cost of sales	-	18,186	18,186
	-	15,314	15,314
Expenses			
General Selling and Administrative	889,282	587,667	2,964,925
Depreciation			1,889
Warrant Expense			861,694
Conversion Fee			1,631,500
Land Claim Fees			597,957
Non Cash Compensation		1,067,600	12,614,337
Amortization of Deferred Finance Charges	404,741	391,807	938,409
Impairment of Goodwill			2,236,667
	1,294,023	2,047,074	22,050,411

Gain(Loss) on Operations	(1,294,023)	(2,031,760)	-22,065,72 5
Other Income (expense)			
Change in Derivative Liability	(367,747)	(629,823)	(629,823)
Legal Settlement	-	(40,000)	(40,000)
Amortization of Debt Discount	(497,409)	(339,303)	(2,484,910)
Gain (Loss) on conversion	1,365		1,365
Interest Expense	(162,367)	(263,041)	(767,326)
	(1,026,158)	(1,272,167)	(4,288,441)
Net Income (Loss) before provision for income tax	(2,320,181)	(3,303,927)	(26,323,53 8)
Provision for income tax	-	-	-
Net Income(Loss) from Continuing Operations	(2,320,181)	(3,303,927)	(26,323,53 8)
Discontinued Operations: Gain (Loss) from discontinued operations (including gain on disposal in 2007 of $28,553, net of tax	-	-	15,593
Net Income (Loss)	$ (2,320,181)	$ (3,303,927)	$ (26,307,94 5)
Net Income(Loss) per share			
Basic and Fully Diluted, From:			
Continuing operations	$ (0.09)	$ (5.37)	
Discontinued operations	-	-	
Combined	$ (0.09)	$ (5.37)	

Weighted Average Number of Common Shares	26,110,697	615,407

See accompanying notes to the consolidated financial statements

F-3

FBC Holding Inc.
(A Development Stage Company)
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

	Preferred Stock		Common Stock			Deficit Accum. During the Development	Accum. Other Compre.	Stock-holders'
	Shares	Amount ($.001Par)	Shares (1)	Amount ($.001Par)	Paid In Capital	Stage	Income/ (Loss)	Equity
Balance at May 30, 2006	-	$ -	-	$ -	$ -	$ -	$ -	$ -
Issuance of stock for cash			500	1	4,999			5,000
Foreign currency Gain(Loss)							(64)	(64)
Net Gain (Loss) for period ending July 31st, 2006						(9,881)		(9,881)
Balance at July 31, 2006	-	-	500	1	4,999	(9,881)	(64)	(4,945)

Issuance of stock for cash			201	0	50,200			50,200
Issuance of shares for acquisition			267	0	266,667			266,667
Discontinued Operations							64	64
Net loss for the year						(310,032)		(310,032)
Balance at July 31, 2007	-	-	968	1	321866	(319,913)	-	1,954
Share Cancellation			(500)	(1)	1			-
Shares Issued for cash, net of offering costs of $64,315			6	0	255,585			255,585
Shares Issued for Services			19	0	855,000			855,000
Conversion of Debt			7	0	386,653			386,653
Shares Issued for Land Claims			1	0	42,500			42,500
Issuance of Warrants					861,694			861,694

Net loss for the year						(3,980,287)		(3,980,287)
Balance at July 31, 2008	-	-	501	0	2,723,299	(4,300,200)	-	(1,576,901)
Shares Issued for services			20	0	15,000			15,000
Fractional Shares - Reverse Stock Split			.27	0	0			0
Net loss for the year						(2,348,748)		(2,348,748)
Balance at July 31, 2009	-	-	521	0	2,738,299	(6,648,948)	-	(3,910,649)
Shares Issued for services			29,100	29	6,989,238			6,989,267
Shares issued for stock subscription payable			16,000	16	719,984			720,000
Net loss for the year						(7,283,972)		(7,283,972)
Balance at July 31, 2010	-	-	45,621	45	10,447,521	(13,932,920)	-	(3,485,354)

Shares issued for services			208,103	208	5,264,863			5,368,914
Shares issued for assets			50,000	50	1,253,131			1,278,131
Shares issued for Subscriptions			633	1	36,999			37,000
Preferred Stock	2,500,000	2,500	-	-	1,609,565			1,612,065
Shares Cancelled			(48,000)	(48)	48			-
Net loss for the year						(6,750,917)		(6,750,917)
Balance at July 31, 2011	2,500,000	2,500	256,357	256	18,740,920	(20,683,837)	-	(1,940,161)
Shares issued for services			3,566,000	3,566	1,064,034			1,067,600
Shares exchanged for debt			610,094	610	207,010			207,620
Net loss for the year						(3,303,927)		(3,303,927)
Balance at July 31, 2012	2,500,000	$ 2,500	4,432,451	$ 4,432	$ 20,011,964	$ (23,987,764)	$ -	$ (3,968,868)
Shares issued for services			5,916,978	5,917	29,741			35,658

Shares issued due to financing arrangement			26,500,000	26,500				26,500
Shares exchanged for debt			44,708,131	44,708	214,614			259,322
Net loss for the year						(2,320,181)		(2,320,181)
Balance at July 31, 2013	2,500,000	$ 2,500	81,557,560	$ 81,557	$ 20,256,319	$ (26,307,945)		$ (5,967,569)

(1) As restated for a 15 for 1 forward stock split on July 30, 2007, a 1 for 300 reverse stock split on November 11, 2008 and a 1 for 500 reverse split on February 6, 2013.

See accompanying notes to the consolidated financial statements

F-4**FBC Holding Inc.**

(A Development Stage Company)

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended July 31, 2013	Year Ended July 31, 2012	May 30, 2006 inception through July 31, 2013

Cash flow from operating Activity:

Operating activity from continuing operations

Net Loss	$ (2,320,1,181)	$ (3,303,927)	$ (26,307,945)
Less: Loss from discontinued operations	-	-	(15,657)
Net loss from continuing operations	(2,320,181)	(3,303,927)	(26,323,602)
Adustments:			
Stock issued for services		1,067,600	14,640,859
Impairment of goodwill		-	1,998,131
Conversion Fee		-	1,703,665
Amortization of debt discount	497,409	339,303	1,005,115
Depreciation		-	1,062
Change in derivative	367,747	629,823	997,570
Deferred financing fees	404,741	391,807	796,548
Gain on conversion of debt	(1,365)		
Changes in assets & liabilities from continuing operations			
Prepaids		108,500	108,500
Accounts Payable	97,507	52,267	114,023
Accrued Expenses	(65,158)	347,043	648,962
Cash flow from operating activities by continuing operations	(1,019,300)	(367,584)	(4,310,532)
Cash Flow from investing activities			
Purchase of fixed assets	-	-	(2,259)
Net cash provided by (used for) from investing activities	-	-	(2,259)
Cash Flow from Financing activities			
Notes payable - borrowings	1,020,531	361,023	3,407,054
Notes payable - payments		-	(8,847)
Issuance of stock		-	918,692
Net cash provided by (used for) from financing activities	1,020,531	361,023	4,316,899

Net cash used in continuing operations	1,231	(6,561)	4,108
Cash Flow from discontinued operations		-	-
Net change in cash	1,231	(6,561)	4,108
Beginning cash	2,877	9,438	
Ending cash	$ 4,108	$ 2,877	$ 4,108
Supplemental Disclosures			
Cash Paid For:			
Interest	$ -	$ -	$ 3,304
Income Taxes	$	$ -	$ -
During the year ended July 31, 2011, the Company issued 2,500,000 preferred shares in exchange for a debt note	$	$ -	$ 1,612,062
During the year ended July 31, 2011, the Company issued 25,000,000 shares of common stock for acquired assets as follows:			
Assets acquired	$ -	$ -	$ 1,278,131
Impairment of goodwill	-	-	(1,250,000)
Expenses of acquisition	-	-	(28,131)
Assets reported July 31, 2011	-	$ -	$ -
Equity issued in exchange for debt	294,980	$ 207,260	$ 502,600

See accompanying notes to the consolidated financial statements

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FBC Holding Inc.
Notes to Consolidated Financial Statements
For the Years Ended July 31, 2013 and 2013

NOTE 1: NATURE OF OPERATIONS

Wave Uranium Holding's ("Wave", the "Company") business had been to acquire mineral land positions. In October 2009 the Company was redomiciled as a Nevada corporation under the name FBC Holding Corp. On July 21, 2009, the Company entered into an acquisition agreement to purchase FBC Holdings, Inc., a California corporation ("FBC Holdings, Inc. - California"), with the plan that the Company would abandon its former business plan in the industry of mining and land acquisition and pursue the business plan of FBC Holdings, Inc. FBC Holdings, Inc. - - California had no material activity up to the agreement date and no material assets or liabilities. The acquisition agreement called for the Company to purchase FBC Holdings, Inc. - California, by acquiring all the outstanding shares of FBC Holdings, Inc. -– California, in exchange for 8 million shares of the Company's common stock. As of July 31, 2009 the Company had not completed the transaction by issuing the 8 million shares, so the Company recorded a stock subscription payable of $720,000 based on the market price of $.09 per share on the date the acquisition agreement was entered into, with a corresponding recording and immediate write-off of goodwill in the same amount. The stock was subsequently issued in November 2009. The new entity was to focus in three areas: (i) branding (product placement) in television production, movies, etc.; (ii) the sale of mini-choppers and the associated merchandise of the brand Beverly Hills Choppers, including clothing, accessories, parts, etc.; and (iii) internet platforms focused on social networking and the database built around the Johnny Fratto Social Club. The acquisition did not work out according to the Company's plan and the Company returned all interest in FBC Holdings, Inc. – California, in exchange for the return of all the 8 million shares of the Company's common stock. On August 11, 2010, the Company signed an Asset Purchase Agreement with Super Rad Corporation. Under the agreement the Company purchased certain assets related to the collectible toy and art industry. Super Rad Toys, Inc. was founded as a California corporation in December 2006. As a result of preparing to go public, it reincorporated in Nevada under the name of Super Rad Industries, Inc. doing business as Super Rad Toys. –July 2011, the Company rescinded the agreement resulting in a cancellation of 24 million shares and a loss of $1,278,131. Super Rad Industries, Inc. is not an active corporation."
DEVELOPMENT STAGE COMPANY

The Company is in the development stage and has not yet realized any revenues from its planned operations, but we anticipate we will have revenues in our fiscal year ended July 31, 2014, beginning with our quarter ended April 30, 2014. Our business plan is to continue to develop product based on the technology license we entered into in August of 2013

Based upon the Company's business plan, it is a development stage enterprise. Accordingly, the Company presents its financial statements in conformity with the accounting principles generally accepted in the United States of America that apply in establishing operating enterprises. As a development stage enterprise, the Company discloses the deficit accumulated during the development stage and the cumulative statements of operations and cash flows from inception to the current balance sheet date.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

CONSOLIDATION

The consolidated financial statements include the accounts of the Company and its' wholly owned subsidiaries. All intercompany accounts and balances have been eliminated in consolidation.

The following companies are subsidiaries of the Company:

Name of Subsidiary	Status	State of Incorporation
Super Rad Toys, Inc.	Inactive	Nevada
Super Rad Industries, Inc.	Inactive	Nevada
Beverly Hills Chopper	Inactive	Nevada
Johnny Fratto Social Club	Inactive	Nevada
FBC Holding CA.	Inactive	California
FBC Holding NV.	Inactive	Nevada

In the opinion of management, the accompanying consolidated financial statements contain all adjustments (consisting solely of normal recurring adjustments) necessary to present fairly the financial position as of July 31, 2013 and 2012, and the results of operations and cash flows for the years ended July 31, 2013 and 2012.

USE OF ESTIMATES

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 amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

CASH AND CASH EQUIVALENTS

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

PROPERTY, EQUIPMENT AND DEPRECIATION

Property and equipment are stated at cost. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets of three to seven years. Currently we do not have any capitalized property and equipment.

EARNINGS (LOSS) PER SHARE

The Company calculates net income (loss) per share as required by ASC 260, "Earnings per Share." Basic earnings (loss) per share are calculated by dividing net income (loss) by the weighted average number of common shares outstanding for the period. Diluted earnings (loss) per share are calculated by dividing net income (loss) by the weighted average number of common shares and dilutive common stock equivalents outstanding. During periods when they would be anti-dilutive common stock equivalents, if any, are not considered in the computation.

STOCK-BASED COMPENSATION

The Company accounts for stock based compensation in accordance with ASC 718, "Accounting for Stock-Based Compensation." The provisions of ASC 718 allow companies to either expense the estimated fair value of stock options or to continue to follow the intrinsic value method set forth in Accounting Principles Board Opinion 25, "Accounting for

Stock Issued to Employees" ("APB 25") but disclose the pro forma effects on net income (loss) had the fair value of the options been expensed.

FAIR VALUE OF FINANCIAL INSTRUMENTS

AFC Topic 820, "Disclosures about Fair Value of Financial Instruments," requires disclosure of fair value information about financial instruments. Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of July 31, 2013 and 2013.

The respective carrying value of certain on-balance-sheet financial instruments approximates their fair values. These financial instruments include cash, restricted cash, trade accounts receivables, accounts payable, accrued expenses, notes payable and due to investors. Fair values were assumed to approximate carrying values for these financial instruments since they are short term in nature and their carrying amounts approximate fair value or they are receivable or payable on demand. The carrying value of the Company's long-term debt, notes payable and due to investors approximates fair values of similar debt instruments.

INCOME TAX

The Company accounts for income taxes under ASC 720, Under ASC 720 deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

NEW PRONOUNCEMENTS

Except for rules and interpretive releases of the SEC under authority of federal securities laws and a limited number of grandfathered standards, the FASB Accounting Standards Codification™ ("ASC") is the sole source of authoritative GAAP literature recognized by the FASB and applicable to the Company. Management has reviewed the aforementioned rules and releases and believes any effect will not have a material impact on the Company's present or future financial statements.

NOTE 3: GOING CONCERN

The Company's financial statements are presented on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business.

The Company has experienced a significant loss from operations as a result of its investment necessary to achieve its operating plan, which is long-range in nature. For the year ended July 31, 2013, the Company incurred a net loss of $2,320,181.

The Company's ability to continue as a going concern is contingent upon its ability to attain profitable operations and secure financing. In addition, the Company's ability to continue as a going concern must be considered in light of the problems, expenses and complications frequently encountered by entrance into established markets and the competitive environment in which the Company operates.

The Company is pursuing equity financing for its operations. Failure to secure such financing or to raise additional capital or borrow additional funds may result in the Company depleting its available funds and not being able pay its obligations.

The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

NOTE 4: NOTES PAYABLE

Wave Uranium Holding Notes

On March 20, 2008, Wave Uranium Holding (the "Company") entered into a securities purchase agreement (the "Agreement") with accredited investors (the "Investors") pursuant to which the Investors purchased an aggregate principal amount of $1,562,500 of 8% Original Issue Discount Senior Secured Convertible Debentures for an aggregate purchase price of $1,250,000 (the "Debentures"). The Debentures bore interest at 8% and mature twenty-four months from the date of issuance. The Debentures were convertible at the option of the holder at any time into shares of common stock, at an initial conversion price equal to $0.25 ("Initial Conversion Price"). These notes were converted to preferred shares with an exercise price of $0.625.

In connection with the Agreement, each Investor received a warrant to purchase such number of shares of common stock equal to their subscription amount divided by the Initial Conversion Price ("Warrants"). Each Warrant is exercisable for a period of five years from the date of issuance at an initial exercise price of $90. The investors may exercise the Warrants on a cashless basis if the shares of common stock underlying the Warrants are not then registered pursuant to an effective registration statement. In the event the Investors exercise the Warrants on a cashless basis, then we will not receive any proceeds. The conversion price of the Debentures and the exercise price of the Warrants are subject to full ratchet and anti-dilution adjustment for subsequent lower price issuances by the Company, as well as customary adjustments provisions for stock splits, stock dividends, recapitalizations and the like.

The full principal amount of the Debentures is due upon default under the terms of Debentures. Beginning on the seven (7) month anniversary of the closing of the Debentures and continuing on the same day of each successive month thereafter, the Company must prepay 1/18th of the aggregate face amount of the Debentures, plus all accrued interest thereon, either in cash or in common stock, at the option of the Company. If the Debenture is prepaid in shares of common stock, the conversion price of such shares shall be equal to the lesser of (i) the conversion price then in effect and (ii) 80% of the average of the three (3) closing bid prices for the 20 consecutive trading days ending on the trading day that is immediately prior to the applicable redemption date. Notwithstanding the foregoing, the Company's right to prepay the Debentures in shares of common stock on each prepayment date is subject to, among other things, the following conditions: (i) that a registration statement must be effective on such prepayment date and available for use by the Investors (ii) the shares to be issued are registered with the Securities and Exchange Commission and (iii) the aggregate number of shares to be issued under any monthly redemption amount is less than 20% of the total dollar trading volume of the Company's common stock for the 20 trading days prior to the applicable monthly redemption date. Beneficial conversion was calculated based on the converted value and amortized over the life of the loan.

At any time after the effectiveness of the registration statement described below, the Company may, upon written notice, redeem the Debentures in cash at 115% of the then outstanding principal amount of the Debentures provided, among other things, that (i) the volume weighted average price ("VWAP") for any 20 consecutive trading days exceeds $0.50, (ii) a registration statement must be effective on such redemption date and available for use by the Investors and (iii) the Company has satisfied all conditions under the transaction documents.

Each of the Investors have contractually agreed to restrict their ability to exercise the Warrants and convert the Debentures such that the number of shares of the Company common stock held by each of them and their affiliates after such conversion or exercise does not exceed 4.99% of the Company's then issued and outstanding shares of common stock.

The Company is obligated to file a registration statement registering the resale of shares of (i) the Common Stock issuable upon conversion of the Debentures, (ii) the Common Stock issuable upon exercise of the Warrants, and (iii) the shares of common stock issuable as payment of interest on the Debenture. If the registration statement is not filed within 45 days from the final closing, or declared effective within 105 days thereafter (120 days if the registration statement receives a review by the SEC), the Company is obligated to pay the investors certain fees in the amount of 2% of the total purchase price of the Debentures, per month, and the obligations may be deemed to be in default.

Additionally the Company has shown the current portion of the debt in current liabilities; also the Company has discounted the note under the interest method and is amortizing the debt discount over the life of the loan. On July 6, 2009 the debenture terms were amended with the interest rate being changed to nil (0.00%) and the conversion price changed to $.62 per share.

The Company has discounted the Debentures under the interest method, and the original issue discount on the Debentures of $312,500 plus the additional calculated debt discount of $1,250,000 derived from the calculated cost of the conversion feature and attached warrants as limited by the face amount of the Debentures ($1,562,500 total) is being amortized over the life of the loan, which has been fully amortized in prior years. The Company's potential equity cost from the conversion feature and attached warrants of $1,249,500 was recorded as an equity obligation liability in 2008. The equity obligation expires five years from amended date, July 6, 2009). As of July 31, 2013 and 2012, there have been no conversions and the equity obligation is presented as a current liability in the amount of $1,249,500.

FBC Holding Notes

The Company entered into a financing agreement with a lender, which provides for incremental installments resulting in a series of convertible notes. The terms of these notes include interest payable at the rate of 8%, maturing in three (3) months from the origination date. The notes are convertible at 50% of the five (5) day closing trading price at the date of the conversion request.

The Company evaluated the terms of the notes in accordance with ASC Topic No. 815 - 40, *Derivatives and Hedging - Contracts in Entity's Own Stock* and determined that the underlying common stock is indexed to the Company's common stock. The Company determined that the conversion features meet the definition of a liability and therefore bifurcated the conversion feature and accounted for it as a separate derivative liability. The Company evaluated the conversion feature for a beneficial conversion feature. The effective conversion price was compared to the market price on the date of the note and was deemed to be less than the market value of underlying common stock at the inception of the note. Therefore, the Company recognized a beneficial conversion feature, to the extent of the note, and applied as a debt discount to the Convertible Notes Payable and amortized to interest expense over the terms of the note.

The features of the notes resulted in the recognition of a derivative liability. The Company valued the features using the Black-Scholes Model, which resulted in a potential liability of $1,859,118.

Assumptions used in the derivative valuation were as follows:

Weighted Average:	
Dividend rate	0.0 %
Risk-free interest rate	2.3 %
Expected lives (years)	.75
Expected price volatility	177.8 %
Forfeiture Rate	0.0 %

During the years ended July 31, 2013 and 2012, the through a series of agreements the lender performed certain additional services, including satisfaction of certain of the Company's liabilities. Each series of notes included compensation for the management fees for the transaction, recorded as expense and added to the convertible notes face value. Additionally, the services called for compensation in shares to be issued. As of July 31, 2013, under these individual agreements, the Company is obligated to issue the lender 156,191,072 shares of common stock for these financing services, which were valued at the fair market value of the stock at the date of origination (grant date), resulting in $770,048.

The balance due under all notes payable at July 31, 2013 and 2012 was $1,312,0539 (net of $24,836 of unamortized debt discounts) and $604,083 (net of $14,220 of unamortized debt discounts) , respectively with all notes currently due or subject to conversion. During the year ended July 31, 2013 the Company converted $290,821 of loan debt in exchange for 44,889,193 common shares. Almost all of the debt is owed to one creditor, Capitoline Ventures II, LLC. to whom we are also accrued forbearance fees which are included in financing fee.

Notes payable at December 31, 2013 and 2012 consist of the following:

	July 31, 2013	July 31, 2012
Demand note payable, dated June 24, 2013, 18% interest rate, maturing June 24, 2013	$	$ 7,500
Convertible notes payable with 8% interest maturing within three months from issuance date, convertible into common shares at 50% discount to average day trading price at date of request	172,747	
Convertible notes payable, all under identical terms of 18% interest, maturing in three months from issuance date, convertible into common shares at 50% discount to average five day trading price at date of request	1,164,142	610,803
Debt discount assigned to convertible notes payable	(24,836)	(14,220)
	1,312,053	604,083
Current maturities of debt	1,312,053	604,083
Long-term portion of debt	$ -	$ -

NOTE 5: STOCKHOLDERS' EQUITY

As of July 31, 2013 and 2012, the Company had 5,000,000,000 authorized shares of common stock, $.001 par value, with 2,216,225,459 and 128,174,304 shares issued and outstanding, respectively.

During the fiscal year 2012 we issued 24,110,244 shares to three investors and two consultants in exchange for debt conversion and services of $173,594, valued at $0.0072 per share. The shares were restricted in accordance with Rule 144. The issuance was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, and the investors and consultants are sophisticated investors and familiar with our operations.

During the fiscal year 2013 we issued 183,683,747 shares of our common stock to seven investors and one consultant for debt conversion and services of $242,888, valued at $0.00132 per shares. The shares were restricted in accordance with Rule 144. The issuance was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, and the investors and consultants are sophisticated investors and familiar with our operations.

STOCK OPTIONS AND WARRANTS

At July 31, 2013 and 2012 the Company had stock options and warrants outstanding as described below.

NON-EMPLOYEE STOCK OPTIONS AND WARRANTS

The Company accounts for non-employee stock options and warrants under ASC718, whereby option and warrant costs are recorded based on the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. Unless otherwise provided for, the Company covers option and warrant exercises by issuing new shares.

During fiscal year 2008 the Company granted 20,833 common stock warrants in connection with debenture borrowings as more fully described in Note 5. In addition the Company issued 1,828 warrants to various individuals and entities for compensation, allowing the holder to purchase one share of common stock per warrant, exercisable immediately at $150 per share with the warrant terms expiring in November and December of 2009. The fair value of these warrant grants were estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: risk free interest rate of 3.2%, dividend yield of 0%, expected life of 2 years, volatility of 26%. The Company recorded total compensation expense under these warrant issuances of $861,694 in fiscal year 2008. As of July 31, 2013, all of the 2008 warrant grants of 22,661 expired.

The Company issued 100,000 warrants in 2009 under a $150,000 convertible debenture, allowing the holder to purchase one share of common stock per warrant, exercisable immediately at $1 per share with the warrant terms expiring in July 2014. The warrants were out of the money with no material recording value. At July 31, 2013 these warrants were not exercised and remain outstanding.

NOTE 6: CONTINGENCIES

In November 2008 a note holder filed a legal action against the Company in the Superior Court of Orange County, California alleging breach of contract and other malfeasance and seeking damages of approximately $238,000, plus legal costs (California Asset Recovery Solutions, LLC vs. Wave Uranium Holdings, case no. 30-2008-0014550). The Company disputed the allegations, however on August 8, 2012, the Company has reached a settlement agreement in the amount of $40,000. As of July 31, 2013, the Company has a remaining payable on the agreement of $33,000.

From time to time the Company may become a party to litigation matters involving claims against the Company. Management believes that there are no other current matters that would have a material effect on the Company’s financial position or results of operations.

NOTE 7: RELATED PARTY TRANSACTIONS

The Company has consulting contracts with its two officers and directors. The Company does not have a funding commitment or any written agreement for our future required cash needs with these officers or any beneficial owners of the Company.

The officers and directors of the Company are involved in other business activities and may, in the future, become involved in additional business opportunities that become available. A conflict may arise in selecting between the Company and other business interests. The Company has not formulated a policy for the resolution of such conflicts.

The Company does not own or lease property or lease office space. The Company has minimal needs for office space at this time. Office space, as needed has been provided by the officers and directors of the Company at no charge.

The above amount is not necessarily indicative of the amount that would have been incurred had a comparable transaction been entered into with independent parties.

On August 7, 2010, the Company issued 22 million shares to Christopher LeClerc, the Company's Chief Executive Officer, Chief Financial Officer and its sole Director in exchange for Mr. Leclerc's role in the transaction to purchase the assets of Super Rad Corporation, as well as the role he would play in the future of the Company, as a public company, post-transaction. Mr. LeClerc also agreed to forfeit any accrued salary and expenses he was owed as part of the transaction.   However, once the shares were issued to Mr. LeClerc and because he had agreed to forego compensation as part of the same transaction Mr. LeClerc was concerned about the tax issues related to the issuance, as well as the dilution that would occur to the Company's other shareholders as a result of the issuance. As a result, Mr. LeClerc agreed to return the shares to the Company for cancellation. The shares granted to Mr. LeClerc were not based on the share price of the Company at issuance and the amounts owed to Mr. LeClerc, but more so based on the value he added to the Company in connection with the Super Rad transaction, and would continue to add, compared to the shares granted to Super Rad in connection with the asset purchase transaction. A total of 24 million shares (including the 22 million shares mentioned above) owned by Mr. LeClerc were cancelled on May 17, 2011.

NOTE 8 INCOME TAXES

No provision was made for income taxes for the period from May 6, 2006 (Inception) to July 31, 2013 as the Company had cumulative operating losses. For the years ended July 31, 2013 and 2012, the Company realized net losses for tax purposes of $2,320,181and $3,303,927, respectively.

The income tax expense (benefit) differs from the amount computed by applying the United States Statutory corporate income tax rate as follows:

	July 31, 2013	July 31, 2012
United States statutory corporate income tax rate	34%	34%
Change in valuation allowance on deferred tax assets	(34%)	(34%)
Provision for income tax	0%	0%

Deferred income taxes reflect the tax effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for tax purposes. The components of the net deferred income tax assets are approximately as follows:

	July 31, 2013	July 31, 2012
Deferred income tax assets:		
Deferred operating loss carryforwards	$ 4,130,000	$ 3,630,000
Valuation allowance	(4,130,000)	(3,630,000)
Net deferred income tax assets	$ -	$ -

The Company has established a full valuation allowance on our deferred tax asset because of a lack of sufficient positive evidence to support its realization. The valuation allowance increased by $630,000 and $500,000 for the years ended September 30, 2013 and 2012, respectively.

No provision for income taxes has been provided in these financial statements due to the net loss for the years ended July 31, 2013 and 2012. At July 31, 2013, the Company has net operating loss carry forwards of approximately $23,360,000, which expire commencing 2030. The potential tax benefit of these losses may be limited due to certain change in ownership provisions under Section 382 of the Internal Revenue Code ("IRS") and similar state provisions.

IRS Section 382 places limitations (the "Section 382 Limitation") on the amount of taxable income which can be offset by net operating loss carry forwards after a change in control (generally greater than 50% change in ownership) of a loss corporation. Generally, after a change in control, a loss corporation cannot deduct operating loss carry forwards in excess of the Section 382 Limitation. Due to these "change in ownership" provisions, utilization of the net operating loss and tax credit carry forwards may be subject to an annual limitation regarding their utilization against taxable income in future periods. The Company has not concluded its analysis of Section 382 through September 30, 2013, but believes the provisions will not limit the availability of losses to offset future income.

The Company is subject to income taxes in the U.S. federal jurisdiction and the state of Maryland. The tax regulations within each jurisdiction are subject to interpretation of related tax laws and regulations and require significant judgment to apply. As of July 31, 2013, tax years 2012, 2011, and 2010 remain open for IRS audit. The Company has received no notice of audit from the IRS for any of the open tax years.

NOTE 8: SUBSEQUENT EVENTS,

Since July 31, 2013 we issued 84,108,720 shares to seven investors in exchange for debt conversions of $71,409, valued at an average of $0.00085 per share. The shares were restricted in accordance with Rule 144. The issuance was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, and the investors are sophisticated investors and familiar with our operations.

Since July 31, 2013 we issued 7,769,471 shares to a consultant in exchange for debt services of $6,589, valued at an average of $0.00085 per share. The shares were restricted in accordance with Rule 144. The issuance was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, and the consultant is sophisticated investors and familiar with our operations.

On September 4, 2013 we issued 6,388,725 shares to two individuals for a reduction in the additional shares owed to Capitoline Ventures II, LLC, valued at $0.0022 per shares and $14,055.

On January 91,805,556 shares to our CEO, Frank Russo, in exchange for salary dating back to his engagement less some cash paid, plus bonus. The shares were valued at $0.0018.

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. a description of the issuer's business operations;

DRTV Business

On August 27, 2012 we executed a Memorandum of Understanding ("MOU") with a company holding numerous patents involving conductive ink technology. This technology involves the replacement of many types of electronic circuitry such as buttons, switches and wires with components which can be printed on various substrates (plastics, metal, textiles) using patented formulations of conductive ink. The printed circuitry is significantly lighter, more durable and less expensive than the replaced components. The holder of the technology had also developed numerous successful retail products prior to inventing the conductive ink technology. The MOU also granted FBC Holding the rights to apply the conductive ink technology to these legacy products and to subsequently reintroduce these products to the retail marketplace. This will now be the main focus of FBC Holding's business.

Our first product, which was introduced second quarter is a compression sleeve for knee and elbow created from a copper infused fabric which has been used by athletes and individuals with active lifestyles. In the third quarter of 2014 we made our first sale of this product. The initial order was for 100,000 units and we anticipate that subsequent orders will exceed 1,000,000 units.

As a holding company we expected to obtain additional businesses and incorporate these into our present activities. We are currently speaking to business owners in the home agriculture and internet security businesses.

B. Date and State (or Jurisdiction) of Incorporation:

Nevada, 2006

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

5963

D. the issuer's fiscal year end date;

July 31

E. principal products or services, and their markets;

Compression sleeves for knee and elbow – health and wellness market

7) Describe the Issuer's Facilities

Issuer rents no facilities. CEO works from home office and other personnel work from their individual office locations

8) Officers, Directors, and Control Persons

A. Mr. Frank Russo is an authority in implementing sales distribution and product strategy, sales team leadership, marketing, market analysis and business development. The former President of Gladiator Sales, Inc. – once the exclusive North American sales agency for Puma – Mr. Russo led Gladiator in assisting Puma in reestablishing the Puma brand to prominence. Under Frank Russo's stewardship, sales revenue increased to over $75 million with just 13 sales associates, and Gladiator was named Brand Agency of the Year – two times – during his tenure.

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);

No

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;

   No

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

   No

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.

   No

C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial 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.

None

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel
Name: William Eilers
Firm: Eilers Law Group, LLC
Address 1: 169 NE 43rd Street
Address 2: _____
Phone: 786-273-9152
Email: wreilers@eilerslawgroup.com

Accountant or Auditor
Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations Consultant
Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.
Name: _____
Firm: _____
Address 1: _____

Address 2: _____
Phone: _____
Email: _____

10) Issuer Certification

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 Annual of FBC Holding 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.

March 17, 2014 [Date]

/s/ Frank Russo [CEO's Signature]

_____ [CFO's Signature]
(Digital Signatures should appear as "/s/ [OFFICER NAME]")

CEO [Title]