

# **IMD COMPANIES, INC.**

## **Annual Information and Disclosure Statement**

**(UNAUDITED)**

**For the years ended December 31, 2014 and 2013**

### **OTC Pink Basic Disclosure Guidelines**

#### **1) Name of the issuer and its predecessors**

IMD Companies, Inc. was formerly known as International Coastal Biofuels, Inc. The Corporate history of International Coastal Biofuels, Inc. is described below. The Company's current symbol is ICBU and it trades on the Pink Sheets Quotation System. The Company was previously known as:

03/31/1993 The Company was originally named ADV Acquisition Corp. ·

06/16/1993 Empire Capital Corp.

06/23/1998 Interfund Resources, Ltd.

03/23/1999 Interactive Technologies.com Inc.

02/15/2008 International Coastal Biofuels, Inc.

09/23/2010 iMD Companies, Inc.

## **2) Address of the issuer's principal executive offices**

### Company Headquarters

4710 Oak Hill Rd  
Placerville, CA 95667  
Phone: 877-343-2783 ext 800  
Email: info@imdcos.com  
Website(s): www.imdcompanies.com

IR Contact: Not Applicable

## **3) Security Information**

Trading Symbol: ICBU

Exact title and class of securities at December 31, 2014:

### **COMMON STOCK**

CUSIP: 44969G 10 1  
Par or Stated Value: \$0.01  
Total shares authorized: 700,000,000  
Total shares outstanding: 450,462,034  
Free Trading Shares: 269,479,029  
Total Number of Beneficial Shareholders: 1239  
Total Number of Shareholders of Record: 764

### **PREFERRED SERIES A STOCK**

Trading Symbol: NONE  
Exact title and class of securities outstanding: Preferred A  
CUSIP: NONE  
Par or Stated Value: \$0.00  
Total shares authorized: 1,000,000  
Total shares outstanding: 11  
Free Trading Shares: 0  
Total Number of Beneficial Shareholders: 1  
Total Number of Shareholders of Record: 1

**PREFERRED SERIES B STOCK**

Trading Symbol: NONE

Exact title and class of securities outstanding: Preferred B

CUSIP: NONE

Par or Stated Value: \$0.00

Total shares authorized: 100,000

Total shares outstanding: 50,000

Free Trading Shares: 0

Total Number of Beneficial Shareholders: 1

Total Number of Shareholders of Record: 1

**WARRANTS**

Trading Symbol: NONE

CUSIP: NONE

Par or Stated Value: \$.01

Total shares authorized: 975,000

On April 30, 2014 a Common Stock Purchase Warrant was executed for up to 800,000 shares as additional consideration for a \$37,000 convertible note. The warrants may be exercised for all or part at any time up to April 29, 2019 to purchase 800,000 common shares at \$.05 per share. In case the warrant shares aren't registered at the time of exercise, the warrants are subject to cashless exercise at the discretion of the warrant holders.

Transfer Agent:

Name: OLDE MONMOUTH STOCK TRANSFER CO.

200 Memorial Parkway

Atlantic Highland, NJ 07716

Phone: (732) 872-2727

The transfer agent is 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:

On August 28, 2013 ICBU entered into an agreement to acquire 51% of R-Quest Hydroponics Inc for 100,000,000 restricted shares of ICBU common stock from Anything Technologies Media Inc. a public corporation (EXMT) registered in Nevada. R-Quest is a private Nevada Registered Corporation. On January 14, 2014, IMD Companies, Inc. entered into a joint venture agreement with Anything Technologies Media Inc. (EXMT) to purchase 100% of Green Links, Inc. for 5,000,000 shares of ICBU restricted stock and 20,000,000 shares of EXMT restricted stock. Ownership of Green Links Inc. is shared 50/50 by ICBU and EXMT.

On April 17, 2014 IMD Companies, Inc. purchased 100% of Lumzn Blooms LTD. Corp a Florida corporation for 10,000,000 restricted shares of common stock.

#### **4) Issuance History**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, 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. The list shall indicate:

- A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.); NONE

B. Any jurisdictions where the offering was registered or qualified; All common and preferred share issuances by the issuer from January 1, 2012 to December 31, 2014 were issued as restricted securities in private issuances and did not require a registration.

C. The number of shares offered;

Incorporated by reference as follows:

1/1/12-9/30/2013	Information Statement of September 30, 2013
10/1/13 – 12/31/13	Note 4 of Annual Report, December 31, 2013
1/1/14 – 12/31/14	Note 4 of Annual Report, December 31, 2014

D. The number of shares sold;

Incorporated by reference as follows:

1/1/12-9/30/2013	Information Statement of September 30, 2013
10/1/13 –12/31/13	Note 4 of Annual Report, December 31, 2013
1/1/14 – 12/31/14	Note 4 of Annual Report, December 31, 2014

E. The price at which the shares were offered, and the amount actually paid to the issuer;

1/1/12-9/30/2013	Information Statement of September 30, 2013
10/1/13 –12/31/13	Note 4 of Annual Report, December 31, 2013
1/1/14 – 12/31/14	Note 4 of Annual Report, December 31, 2014

F. The trading status of the shares:

All common and preferred share issuances by the issuer from July 1, 2012 to December 31, 2014 were initially issued as restricted in accordance with rule 144

G. 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.

## **5) Financial Statements**

Financial Statements for years ended December 31, 2014 and 2013 are incorporated by reference.

## **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. Description of the issuer's business operations:

The issuer is a validly formed Florida corporation, originally incorporated in Delaware in 1993. The issuer has never been in bankruptcy, receivership or similar proceeding. The issuer is currently engaged as a medical imaging diagnostics provider and in the hydroponic gardening equipment industries.

The issuer completed a 5000 for one reverse stock split and name change approved by FINRA in October, 2010. The issuer has never been delisted by any securities exchange. There are no past, pending, or threatened legal proceedings or administrative actions against the issuer.

The issuer has never been a "shell" company, and has always maintained operations.

Business of Issuer - The issuer was engaged in the alternative energy source supply industry as of 2008. Over the course of its development and operations, management of the issuer discovered that the source supplies it had been developing, through affiliates, were better suited for the nutraceutical industry. This opinion was developed and encouraged given two primary market factors. First, with the price of crude oil and fuels falling 100% and the increased cost of alternative fuels, alternative energy source supply ended up being relatively expensive to market, sell and use. In addition, during this time period, a glut occurred in the market as a deluge of competitive companies were created in the alternative energy industry.

The second major factor involved the exponential growth in the health and fitness nutraceutical and supplements industry. There had begun a large-scale increase in the number and variation of base products for health and supplements, including krill oil and algae.

The nutraceutical business along with clinical weight loss programs and pediatric weight loss programs were spun off into Positive Solutions Inc. as of August 17, 2012. The brand names and companies spun off from IMD Companies, Inc in the transaction are Botanical Science, and Positive Solutions. Hyper-Interactive Marketing and the brand name KidShape were traded to a lender for a reduction in debt.

The Company purchased from Anything Technologies Media, Inc. 51% of R-Quest Hydroponics Inc, a Nevada corporation, for 100,000,000 shares of ICBU common stock on August 28, 2013. R-Quest Hydro had developed a hydroponic garden control device, the EMC-5000 which is targeted at the hydroponic gardening market. It controls all the environmental factors of a grow operation and is monitored by computer or smart phone application. Proto-types of the EMC-5000 have been made and controlling software is in beta testing stage.

The acquisition of R-Quest Hydroponics and Lumzn Blooms the acquisition from April 17, 2014, position IMD Companies, Inc as a supplier to the fast growing hydroponics/controlled atmosphere gardening market.

During the 1<sup>st</sup> quarter of 2014 an acquisition was finalized for Green Link Inc. by IMD Companies, Inc. and Anything Technologies Media Inc.

The medical diagnostic imaging division continues to be the “bricks and mortar” of the company’s business model through subsidiaries Optimum Mobile Imaging and Integrated Medical Diagnostics.

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

February 15, 2008 Florida (for history of states of domicile see **1)** above)

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

Primary 8071

Secondary 514914

D. the issuer’s fiscal year end date;

December 31

E. principal products or services, and their markets;

Through its subsidiaries Optimum Mobile Imaging (OMI) and Integrated Medical Diagnostics (IMD) the company provides diagnostic ultrasound procedures as ordered by physicians in their clinics on their patients. OMI is an Independent Diagnostic Testing Facility (IDTF), licensed by Medicare and contracted with most health insurers in Arizona which reimburse OMI for services. Integrated Medical Diagnostics provides vascular ultrasound services to clinics outside of Arizona on a contract basis. Ultrasound procedures are also provided to corporate and community health and wellness programs. All of the ultrasound and diagnostic services provided by OMI and IMD are considered mobile imaging services.



R-Quest Hydroponics is beta testing the EMC-5000 and the control software while sales and marketing are presenting the product to prospective customers.

As of April 2, 2014 a principal business was added through acquisition of Lumz n Blooms LTD. which makes and sells hydroponic gardening equipment to residential and commercial gardeners. Lumz n Blooms products are sold through retailers of gardening and home improvement supplies. Financial results of Lumz n Blooms for the 2<sup>nd</sup> Quarter 2014 and 3<sup>rd</sup> Quarter 2014 are included by reference in the company financials.

## **7) Describe the Issuer's Facilities**

The issuer rents office space on a month to month basis located at the location described in Item 2 of this report. Another office (virtual) at 14502 N Dale Mabry Highway Ste. 200 Tampa, FL 33625 is rented on a month to month basis, which was corporate headquarters until November, 2013. The medical imaging business is based out of offices at 10680 N 5370 W Highland, UT 84003.

The most significant assets of the company provide medical imaging services and reporting. Ultrasound machines and accessories are used to obtain images that are then analyzed and reported to physicians and patients. Most valuable to the company is software that analyzes ultrasound images, compiles findings and prepares reports for client physicians and patients. PCI HeartScan is the name of a proprietary process for determining with accuracy a persons' risk for heart and for stroke.

Several portable ultrasound machines are owned by the company and one model is leased. The lease contract remaining is for 8 months. The equipment is generally placed with the ultrasound technicians at their offices or homes. In some cases the equipment is placed at clinics where there are regular recurring engagements.

Software for analysis and database programs for processing vascular ultrasound studies and reporting the results are owned by the company. Since the founding of the company more than 60,000 carotid intima media thickness have been processed and are contained in the database of the company. These kinds of studies plus other cardiovascular and general ultrasound procedures continue to provide for the customers of PCI HeartScan and OMI (see below). D. Bruce Collett, a founder holds a lien on the PCI HeartScan database, analysis software and reporting programs. The software is installed on servers at OMI and PCI HeartScan offices in Highland, UT.

The company purchased Optimum Mobile Imaging LLC, an IDTF (Independent Diagnostic Testing Facility) in the state of Arizona in April of 2010. Funds for that purchase were advanced by Saeb Jannoun a founder and previous President of IMD Companies, Inc. As an IDTF, OMI is contracted to receive medical care reimbursements from Medicare, Medicaid programs in Arizona and from many other commercial health insurance carriers. The value of these contracts with Medicare, Medicaid and the commercial carriers has increased over the past 3 years because the carriers are more reluctant to award contracts to mobile imaging companies.

## **8) Officers, Directors, and Control Persons**

### **A. Officers, Directors and**

- Larry Robertson– President, Chief Executive Officer, Secretary/Treasurer, Director, Control Person  
4710 Oak Hill Rd  
Placerville, CA 95667  
877-343-2783 ext 802
- Rick Wilson – Chairman of the Board, Director  
PO Box 1131  
Ione, CA 95640  
877-343-2783 ext 801

Control Persons:

The following are the beneficial owners of more than 5% of the following as of the date of this information statement.

Anything Technologies Media, Inc. owns 100,000,000 common shares of the Company comprising 35.20% of the outstanding shares of common stock. Anything Technologies Media, Inc. is a publically held company and trades under the symbol EXMT. Richard Wilson is also the President of Anything Technologies Media, Inc.

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);

NONE

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;

NONE

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

NONE

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.

NONE

B. Beneficial Shareholders.

- Anything Technologies Media, Inc  
PO Box 1131  
Ione, CA 95640  
A) 100,000,000 shares of the common stock – restricted  
B) 0 shares of the Preferred A stock  
C) 0 shares of the Preferred B stock

## **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:

William B. Haseltine  
6053 Heathwick Court  
Burke, VA 22015  
Phone: 703-627-2652  
FAX: 866-305-7563  
Email: William@wblaw.net

Auditors:

Michael Pollack  
KBL, LLC  
114 West 47<sup>th</sup> St  
19<sup>th</sup> FL, Ste 1900  
New York, NY 10036  
Phone: 212-785-9700  
FAX: 609-482-8018  
mpollack@kbl.com

KBL, LLC. began an engagement to audit IMD Companies, Inc for 2012, 2013 which work is in progress. Auditors have not been advisors to preparing this statement and the financials for the 4<sup>rd</sup> Quarter.

Investor Relations Consultant

NONE

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

NONE

**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, Larry Robertson certify that:

1. I have reviewed this Annual 2014 financial report of IMD Companies, Inc. (ICBU);

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.

4/14/2015

/s/ Larry Robertson [CEO's Signature]

/s/ Rick Wilson [CFO's Signature]