Max Media Group, Inc.,

Quarterly Report

September 30, 2012

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

Max Media Group, Inc

Quarterly Report

September 30, 2012

ITEM 1 **THE EXACT NAME OF THE ISSUER AND ADDRESS OF THE ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

Max Media Group, Inc.
Formerly-Hesperia Holding, Inc. until 8-2009

665 Jeffrey Street
Boca Raton, FL 33487
Phone: 1 877-243-9327
Fax: 727-934-3281
Email: info@maxmediamxmi.com

ITEM 2 **SHARES OUTSTANDING (1)**

A.

Common Stock	**09-30-12**	**12-31-11**	**12-31-10_**
Shares Authorized	750,000,000	750,000,000	750,000,000
Shares Outstanding	(1) 386,611,770	(1) 386,611,770	75,098,820
Freely Tradable	51,606,265	51,606,265	33,966,867
Beneficial Shareholders	2	2	2
Shareholders of Record	548	548	480

(1) The Board of Directors approved a 1 for 400 reverse stock split of the Company's common shares, effective October 9, 2012. Shares have been retroactively restated below for all periods presented.

(2) The number of shares noted above is the amounts recorded by the transfer agent. As of September 30, 2012 and December 31, 2011 there were approximately 44,100,000 shares authorized for issuance by the Board of Directors which had not been issued by the transfer agent.

B.

Preferred Stock Series-A	**09-30-12**	**12-31-11**	**12-31-10**
Shares Authorized	0	0	0
Shares Outstanding	0	0	0
Freely Tradable	0	0	0
Beneficial Shareholders	0	0	0
Shareholders of Record	0	0	0

C.

Preferred Stock Series-B	**09-30-12**	**12-31-11**	**12-31-10_**
Shares Authorized	100,000,000	100,000,000	100,000,000
Shares Outstanding	*6,802,000	*6,802,000	16,800,000
Freely Tradable	0	0	0
Beneficial Shareholders	18	18	15
Shareholders of Record	18	18	15

- As of September 30, 2012, the accounting records of the Company (as received by new management) reflect that it had 6,802,000 shares of Class "B" Convertible Preferred Stock issued and outstanding. These records conflict with the Company's Class "B" Convertible Preferred Stock Shareholder List maintained internally by the Company which reflects a total of 7,720,000 shares of the Series "B" shares issued and outstanding. Company principals are endeavoring to reconcile such discrepancy and believe that the correct number of Series "B" shares issued and outstanding is 6,802,000.

SHARES OUTSTANDING (1)- As Restated for the October 9, 2012 reverse split

A.

Common Stock	**09-30-12**	**12-31-11**	**12-31-10_**
Shares Authorized	750,000,000	750,000,000	750,000,000
Shares Outstanding	(1) 1,125,247	(1) 1,125,247	237,747
Freely Tradable	129,016	129,016	84,917
Beneficial Shareholders	2	2	2
Shareholders of Record	548	548	480

(1) The Board of Directors approved a 1 for 400 reverse stock split of the Company's common shares, effective October 9, 2012

(2) The number of shares noted above is the amounts recorded by the transfer agent. As of September 30, 2012 and December 31, 2011 there were approximately 110,250 shares authorized for issuance by the Board of Directors which had not been issued by the transfer agent.

B.

Preferred Stock Series-A	**09-30-12**	**12-31-11**	**12-31-10**
Shares Authorized	0	0	0
Shares Outstanding	0	0	0
Freely Tradable	0	0	0
Beneficial Shareholders	0	0	0
Shareholders of Record	0	0	0

C.

Preferred Stock Series-B	**09-30-12**	**12-31-11**	**12-31-10_**
Shares Authorized	100,000,000	100,000,000	100,000,000
Shares Outstanding	*6,802,000	*6,802,000	16,800,000
Freely Tradable	0	0	0
Beneficial Shareholders	18	18	15
Shareholders of Record	18	18	15

ITEM 3 INTERIM FINANCIAL STATEMENTS

SEE FOLLOWING PAGES 14 through 24 appended to the end of this Quarterly Report and incorporated by reference herein. Attached are the Balance Sheet, Statement of Operations, Statement of Shareholder's Equity, Statement of Cash Flows and Notes to Financial Statements

ITEM 4 MANAGEMENT’S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

A. The Mission

On April 12, 2012, a stock purchase agreement was executed by and between James E. Grady (“Grady”), Max Media Group, Inc. (“Issuer” or the “Company”) and BB2 Labs, Inc. (Labs), a Delaware corporation (“Purchaser”), by and through its authorized agent, JAAG Holdings. The transaction was consummated on August 1, 2012 whereby Purchaser acquired 250,000 shares (100,000,000 shares pre-reverse split) of common stock and 5,500,000 shares of Class “B” Convertible Preferred Stock from Grady. The Class “B” Convertible Preferred Stock includes in its designations, 100 votes per share and may be convertible into 10 shares of common stock.

At the conclusion of the transaction, Purchaser owned 250,000 shares (100,000,000 shares pre-reverse split) of common stock representing 25.86% of the Issuer’s 1,125,247 shares issued and outstanding common stock (386,611,770 shares pre-reverse split). As a result of Purchaser’s acquisition of 5,500,000 shares of Class “B” Convertible Preferred Stock, purchaser owns 71.24% of the issued and outstanding shares of such preferred stock (7,720,000 shares issued and outstanding) representing a total of 550,000,000 votes with respect to such preferred stock. Accordingly, Purchaser controls voting stock reflecting 56.10% of the total available votes to be cast by issued and outstanding equity stock of the Issuer.

Since the acquisition by Labs of Mr. Grady’s shares in the Company and the sale of the Hot Web Properties assets, the Company has changed its business plan and objectives. Labs has developed a suite of services including email, IM, fax, voice and video email and music and movie features that can be delivered to its users at an extremely low monthly cost. The Company intends to utilize the 25,000,000 user base it acquired as part of the BB2 acquisition in 2011 to market these and other related services.

Labs' employees, consultants and advisors have the ability to employ new technology and applications to improve existing products while also creating new ones. Such is the case with certain of the Company's assets previously acquired with BB2. Labs has begun the process of evaluating whether by utilizing certain of these assets together with the application of new technologies, a functioning, secure social networking platform can be created. Continuing developmental work has to be done to assure that the platform is ultra-secure. Should the Company ever develop such a platform, and then succeed in its attempt to demonstrate it to the military, this will be of paramount importance. Finally, if the Company is successful in obtaining approval of its platform for use by any branch of the military, it will provide opportunities for joint venture or partnership arrangements with others. The Company believes that such arrangements may be necessary to assist it with both the costs and technology requirements to service the needs of the military. The Company is hopeful that its evaluation process will be completed by year end. Thereafter, it will determine if the creation of such a platform is commercially feasible.

The Company plans to operate with 2-3 support staff with total employment expected to remain under 8 employees.

B. Strategic Positioning

With the introduction of its suite of email, voicemail and other services described above, the Company hopes to position itself in the forefront of those entities that possess the technical capabilities to improve and innovate products attractive to the vast internet - telecommunications market. Should the development of a commercially viable social networking system proceed such that it can ultimately be demonstrated to the military, the Company is hopeful that is will attract the interest of potential investors, joint venturers or other larger companies with similar business models.

C. Competition

The Company's competitors have greater financial resources than the Company. There is the possibility that new competitors could seize upon the Company's ideas and business model to produce competing operations. Additionally, these new competitors could be better capitalized than us, which could give them a significant advantage and therefore capture significant market share of our intended market.

a. Environmental Issues -
   We are not aware of any significant environmental concerns or existing reclamation requirements. Any costs or delays associated with obtaining required permits could have an impact on our ability to timely complete our

planned activities.

b. Off Balance Sheet Transactions –
The Company does not have any transactions, agreements or other contractual arrangements that constitute off-balance sheet arrangements.

Subsequent to the acquisition of the Blackbook2 Holdings internet properties, but prior to the April 12th Grady sale, the Company attempted, but was unable to implement, an effective plan to fully utilize the assets acquired. The inability to monetize these assets was due primarily to a lack of technical expertise as well as the fact that the potential competition the Company faced was substantial, well established and better funded. Now, with the support of Labs, the Company is hopeful that any and all of its proposed products and services will be competitive with any others offered by its competitors.

Results of Operations for the periods ended September 30, 2012 and December 31, 2011

General

The Company was inactive from an operating perspective for the nine months ended September 30, 2012, with no revenue being generated. During that period, however, the Company made substantial progress toward becoming a fully reporting SEC registrant, and incurred $281,624 in expenses, much of which was used to bring the Company current in its reporting requirements.

Revenues

The Company generated revenues of $-0- and $78,867 for the nine months ended September 30, 2012 and the year ended December 31, 2011, respectively. Approximately 90% of the Company's 2011 gross revenue came from one transaction.

Cost of Revenue

Cost of revenue for nine months ended September 30, 2012 and the year ended December 31, 2011 was $-0- and $63,262, respectively. The $63,262 cost of revenue for the year ended December 31, 2011 was related to the transaction noted above which generated approximately 90% of the Company's revenue for the year needed December 31, 2011.

Operating Expenses

The Company's expenses for the nine months ended September 30, 2012 and for year ended December 31, 2011 were $281,624 and $367,681, respectively. The Company anticipates incurring increased expenses and it will require additional funding to support its working capital needs.

Professional fees for nine months ended September 30, 2012 and the year ended December 31, 2011 were $39,916 and $87,074, respectively. Filing fees for nine months ended September 30, 2012 and the year ended December 31, 2011 were $901 and $12,475, respectively. The substantial professional and filing fees were incurred in moving the Company toward its goal of becoming a fully reporting SEC registrant.

Rent for the nine months ended September 30, 2012 and the year ended December 31, 2011 was $2,079 and $10,041, respectively. The Company's rental expense is based on its current rental agreement, expiring in 2012.

Interest expense on the valuation of the Blackbook2 note payable for the nine months ended September 30, 2012 and for the year ended December 31, 2011 was $166,619 and $214,008, respectively.

Co-location and internet connectivity costs of the equipment necessary to run the Blackbook2 website nine months ended September 30, 2012 were $50,424, and were entirely paid by Labs, the Company's parent. For the year ended December 31, 2011 o-location and internet connectivity costs were $3,896.

The Company's net loss for the nine months ended September 30, 2012 and for the year ended December 31, 2011 was $281,624 and $19,876,689, respectively. The net loss for the year ended December 31, 2011 substantially resulted from the impairment loss on the Blackbook2 internet property acquisition from its original acquisition cost of $20,000,000 to $200,000 because the Company was unable implement any plan to generate cash flows from this property.

Financial Condition

Total assets. Total assets at September 30, 2012 and December 31, 2011 were $177,528 and $192,931, respectively. Total assets consist of property and equipment and internet properties.

Total liabilities. Total liabilities at September 30, 2012 and December 31, 2011 were $15,274,957 and $15,008,736, respectively. Total liabilities at September 30, 2012 consist of accrued expenses of $71,699, mainly professional and filing fees; due to the parent, stockholders and officers of $142,688; a derivative liability of $60,570; and $15,000,000 of a $20,000,000 note payable issued to acquire a social networking internet property. Total liabilities at December 31, 2011 consist of accrued expenses of $63.762, mainly professional and filing fees; due to stockholders and officers of $30,276; a derivative liability of $60,570; and $14,854,128 of a $20,000,000 note payable issued to acquire the Company's Blackbook2 internet property.

Liquidity and Capital Resources

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern which contemplates, among other things, the realization of assets and satisfaction of liabilities in the ordinary course of business.

The Company has a net loss from operations for the nine months ended September 30, 2012 and the year ended December 31, 2011. Because of the absence of positive cash flows from operations, the

Company will require additional funding for acquisitions and for the continuing development and marketing of its internet properties. These factors raise substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

The Company is not presently able to meet its obligations as they come due. At September 30, 2012 the Company had working capital deficit of $15,274,957 or the amount by which current liabilities exceed current assets. The Company's working capital deficit was due to the results of operations and increased accounts payable in current and previous periods, as well as the maturity of the $15,000,000 note payable used to acquire the Company's Blackbook2 internet property.

Net cash used by operating activities for the nine months ended September 30, 2012 and for the year ended December 31, 2011 was $25 and $37,870, respectively. Net cash used in investing activities for the nine months ended September 30, 2012 and for the year ended December 31, 2011 was $-0- and $770, respectively. Net cash provided (used) by financing activities for the nine months ended September 30, 2012 and for the year ended December 31, 2011 was $-0- and $38,575, respectively. As discussed previously, the Company issued stock to acquire both of its internet properties, so these transactions are not shown on the statement of cash flows since they are considered non-cash investing and financing activities.

The Company anticipates that its future liquidity requirements will arise from the need to fund its growth from operations, pay current obligations and fund future acquisitions and capital expenditures. The primary sources of funding for such requirements are expected to be advances from the parent, cash generated from operations and raising additional funds from the private and public sources and/or debt financing. However, the Company can provide no assurances that it will be able to generate sufficient cash flow from operations and/or obtain additional financing on terms satisfactory to the Company, if at all, to remain a going concern. The Company's continuation as a going concern is dependent upon its ability to generate sufficient cash flow to meet its obligations on a timely basis and ultimately to attain profitability. The Company's Plan of Operation for the next twelve months is to raise capital to continue fund acquisitions to expand operations. Although the Company is not presently engaged in any capital raising activities, the Company anticipates that it may engage in one or more private or public offerings of the Company's securities after the completion of this filing. The Company would most likely rely upon the transaction exemptions from registration provided by Regulation S, Regulation D, Rule 506 or conduct a private offering under Section 4(2) of the Securities Act of 1933. See "Note 3 – Going Concern" in our financial statements for additional information as to the possibility that the Company may not be able to continue as a "going concern." The Company's plan is to acquire several interrelated media properties by paying the bulk of the purchase price in Company stock and to fund continuing operations through the private and public sale of Company stock.

ITEM 5 LEGAL PROCEEDINGS

None.

ITEM 6 DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 7 OTHER INFORMATION

A. Business Development - History

The Company was incorporated under the laws of the State of Nevada on March 3, 2000 as Saveyoutime.com, Inc. On April 10, 2003, the Company filed a Certificate of Merger with the Nevada Secretary of State announcing its merger with Hesperia Holding Corp. The Company was the surviving entity and pursuant to the merger changed its name to Hesperia Holding, Inc. The Company reported in its Form 10-Q for the period ending June 30, 2003 (as filed with the United States Securities and Exchange Commission on August 14, 2003) that it was "an inactive publicly registered shell corporation with no significant assets or operations organized under the laws of the State of Nevada."

The Company has operated as a holding company with several operating subsidiaries. Until 2005, the Company operated two subsidiaries in the roofing industry, Hesperia Truss and Pahrump Valley Truss. During 2005, the Company discontinued the operations of the two subsidiaries and began pursuing various acquisitions related to the film and media industry. After completing its due diligence the Company made offers on several potential opportunities, none of which ever materialized.

In April 2009, the Company acquired 100 % of the assets of Hot Web Properties, Inc. ("HWP") for $400,000 of stock (see Item 4 above) The assets of HWP consisted of the following internet domains:

www.hotautoweb.com	www.hotcycleweb.com	www.hottruckweb.com
www.hotboatweb.com	www.hotplaneweb.com	www.hotcharityweb.co
www.hotrvweb.com		

In June, 2011, the Company and BlackBook2 Holdings Corp. ("BB2"), a privately held Florida corporation ("BB2"), entered into an agreement whereby the Company acquired substantially all of the assets of BB2 in exchange for a Convertible Promissory Note (the "Note") in the amount of $20,000,000. The assets acquired by the Company include computer hardware and software, license agreements, URL's, a database of approximately 25,000,000 unique users of the BB2 website, together with email addresses and the template of the proprietary communications social network platform that formed the basis of the BB2 interactive website. A portion of the Note, $5,000,000, was issued to BB2 in the form of the Company's common stock, valued at $.02 per share or a total of 250,000,000 common shares. The remaining balance of the Note, ($15,000,000) was by its terms not payable in cash and convertible beginning one (1) year from the closing date, into the Company's common stock on a conversion ratio based upon the average price of the Company's common stock for a period thirty (30) days prior to the conversion date. The Company and BB2 have agreed to amend that unexercised portion of the Note such that the timing and the conversion ratio of the shares to be issued thereunder, will be dependent upon the realization by the Company of levels of sales and earnings to be determined by the Board of Directors.

The valuation of the Blackbook2 transaction was based in part on study by a nationally recognized valuation and research organization.

B. Business of Issuer

Until April 12, 2012, Max Media Group, Inc. operated ten web sites including www.hotautoweb.com, www.hotrvweb.com www.hotboatweb.com and www.hotcharityweb.com among others. The domain properties were founded in 2001, with the current management assuming control in 2009. The Company's objective was to allow professional third-party customers to purchase items (generally sight unseen) without the fear of hidden defects or problems. The Company allows sellers to bypass the learning curve of how to establish a successful online auction while allowing the seller personal privacy protection while reaching a worldwide audience of internet buyers with little time or effort**.**

On April 12th of this year, James E. Grady, the Company's president and chief executive officer and director, sold all of his common stock and Series B Preferred Stock to BB2 Labs, Inc. ("Labs"), a privately held Delaware corporation. In connection with that transaction, Mr. Grady resigned as president and director and agreed to serve as interim president for a short period. Pursuant to its agreement with the Company and Grady, Labs also acquired all of the Hot Web Property, Inc. assets owned by the Company and transferred them to Grady. In consideration for such transfer, Labs has funded and agreed to continue to fund any and all legal, accounting, filing and other fees and expenses incurred or to be incurred by the Company in bringing current its financial statements and corporate filings, listing fees with OTC Markets, the completion of a certified audit of its statements for the years ended 2010 and 2011 and the filing of an S-1 registration statement with the Securities & Exchange Commission. To date, more than $50,000 has been expended toward these ends and Labs anticipates that the final amount will exceed $100,000.

As discussed in A. above, the Company acquired various hardware and software assets, license agreements and a data base of 25,000,000 unique users when it acquired the assets of BB2. Following this acquisition, the Company expended only minimal time, funds and effort toward implementing a business plan that would successfully monetize this 25,000,000 user data base and other assets. Rather, the Company continued to concentrate its efforts on the exploitation of its Hot Web properties. Since its acquisition of the Grady shares Labs has begun in earnest to create and will soon offer to the Company's user base and others, a suite of services supported by the assets previously acquired by the Company. These services, available for both fixed and mobile devices, include an array of voice and video email functions, IM, fax, video conferencing features as well as access, at minimal cost, to current music and movies. Labs has the ability to innovate, create and improve existing products by applying new technologies and design features. In this regard, Labs will attempt to reconfigure certain of the Company's assets in the hope that it can create a functioning social networking platform. Presently, Labs is evaluating whether it can innovate certain security functions, unique encryption methods and other safeguards to protect this proposed platform and its eventual users. Through the contacts and professional relationships of some of Labs technical personnel and consultants, it may be able to secure an audience with the U.S. Military. Assuming this proposed secure social networking platform can be developed successfully, the

Company would then seek to demonstrate its potential to the military, with the hope that it would eventually become the prototype of a social network platform acceptable for use by one or more of its branches. The Company is aware that even if it was able to develop a functioning, ultra-secure platform, that its acceptance for use by the military may involve a long, time consuming and costly procedure.

The Company has two full-time employees and no part-time employees.

Until April 12, 2012, the Company operated various media outlets to market its listings and listing services. The Company's listings included high-ticket items such as classic cars, boats, RV’s, etc. Revenue was derived from listing fees, both flat rate, and a percentage of sale value, independent representative subscription fees and through the monetization of website traffic. After Mr. Grady’s sale of his securities to Labs, the Company began to implement the plan discussed above, which is to utilize the Company’s assets to offer a suite of email, fax, IM and video conferencing services to the public. In addition, the Company has begun to evaluate the possibility of redesigning and reconfiguring certain of the Company’s hardware and software assets and together with the application of new technology, create a proprietary social networking platform that would have commercial application.

C. New Management For the Company

Listed below are the names of all Directors and Executive Officers of the Company as of August 1, 2012, all positions and offices with the Company held by such person, the period during which he has served as such, and the principal occupations and employment of such persons during the last five years:

Name	**Officer/Director**	**Shares Owned**	**Address**
Michael Manocchio	President, CEO, Director	-0-	665 Jeffrey Street, Boca Raton, FL.33487
James D. Fish	Secretary, COO, Director	-0-	665 Jeffrey Street Boca Raton, FL. 33487

Michael Manocchio, President, Principal Executive Officer, Principal Accounting Officer and Director

On August 1, 2012, Mr. Manocchio was appointed as a director, president, principal executive officer and principal accounting officer for the Company. For the past 2 years, Mr. Manocchio has been the Manager of Fleet Sales for Mercedes Benz of DelRay/Autonation in Delray Beach, Fl. Prior thereto, from 2005-2010, he was the president and chief executive officer of Titan Global Enterprises, a private Florida corporation in the entertainment business that both represented talent and originated productions. From the early 1970’s through 2005, when he founded Titan Global, Mr. Manocchio spent his entire business life in the music business most recently as an independent record producer and entrepreneur. Earlier in his career, he was a Vice-President of Atlantic Records and later BMG, with responsibility for the Arista and RCA labels. He was also employed by Capitol Records as its Midwest Regional Director of Special Projects. While at Atlantic and a member of its A & R committee, Mr. Manocchio was involved in the signing of talent including AC/DC, Bette Midler, Blues Brothers, Foreigner, Night Ranger and the re-signing of the Rolling Stones. As an independent producer, he did much to further the careers of both Foreigner and Night Ranger.

James D. Fish, Chief Operating Officer, Secretary, Director

On August 1, 2012, we appointed Mr. James D. Fish as a member of the Board of Directors and as the Chief Operations Officer for the Company. There have been no related transactions between the Company and Mr. Fish since the beginning of our last fiscal year. Mr. Fish maintains his business address at 665 Jeffrey Street, Boca Raton, FL 33487. Mr. Fish presently receives no compensation from the Company.

From May 2009 through the present, Mr. Fish has been self-employed as a certified personal trainer. Mr. Fish is responsible for marketing and public relations to obtain clients and to ultimately train clients to reach and surpass their physical fitness goals. Mr. Fish is a military veteran. Mr. Fish was employed for approximately 12 years in the financial services industry prior to his most recent employment endeavors. His employment experience included working as an officer for various banks and mortgage companies. His employment duties most recently included serving as a supervisor regarding the operation of mortgage companies. His banking experience included writing and submitting real estate loans.

ITEM 8 EXHIBITS

MATERIAL CONTRACTS

None.

ARTICLES OF INCORPORATION AND BYLAWS

Incorporated by reference from the Company's Initial Information and Disclosure Statement filed September 3, 2009.

ISSUER'S CERTIFICATIONS

1. I, Michael Manocchio, have reviewed this Quarterly Disclosure Statement for the period ending September 30, 2012 of Max Media Group, Inc.

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

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

Date: December 10, 2012

/s/ Michael Manocchio,
President, Principal Executive Officer,
Principal Accounting Officer
Max Media Group, Inc.

Interim Financial Statements

MAX MEDIA GROUP, INC.
BALANCE SHEETS (UNAUDITED)
SEPTEMBER 30, 2012 AND DECEMBER 31, 2011

	2012	2011
Assets		
Current Assets		
Cash	$ -	$ 25
Stockholder Loan Rreceviable	-	-
Total Current Assets	-	25
Property and Equipment		
Internet Properties- net of accumulated depreciation	492	684
Total Property and Equipment	492	684
Other Assets		
Internet Properties- net of accumulated amortization	177,036	192,222
Total Other Assets	177,036	192,222
Total Assets	$ 177,528	$ 192,931
Liabilities and Stockholders' Equity		
Current Liabilities		
Accrued Expenses	$ 71,699	$ 63,762
Stockholder Loan Payable	4,660	2,877
Notes Payable- Other	41,575	-
Note Payable- BB2 Acquisition	15,000,000	14,881,527
Due to Parent	96,453	-
Derivative Liability	60,570	60,570
Total Current Assets	15,274,957	15,008,736
Long Term Liabilities	-	-
Total Liabilities	15,274,957	15,008,736
Stockholders' Equity		
Preferred Stock- par value $.001, 100,000,000 shares authorized, 6,802,000 and 6,802,000 issued and outstanding	6,802	6,802
Common Stock- par value $.001, 750,000,000 shares authorized, 1,125,247 and 1,125,247 issued and outstanding	1,125	1,125
Additional Paid in Capital	9,219,832	9,219,831
Retained Earnings (Deficit)	(24,325,188)	(24,043,563)
Total Stockholders' Equity	(15,097,429)	(14,815,805)
Total Liabilities and Stockholders' Equity	$ 177,528	$ 192,931

MAX MEDIA GROUP, INC.
STATEMENTS OF OPERATIONS (UNAUDITED)
QUARTER ENDING SEPTEMBER 30, 2012 AND DECEMBER 31, 2011

	2012	2011
Revenue	$ -	$ 78,867
	-	78,867
Cost of Revenue	-	63,262
	-	63,262
Gross Profit	-	15,605
Operating Expenses		
Advertising and Promotion	80	1,562
Amortization Expense	15,186	13,178
Automobile Expenses	-	60
Bank Charges	74	480
Computer, Co-Location and Internet Expenses	50,424	3,896
Contract Labor	2,000	18,702
Depreciation	192	86
Filing Fees	901	12,475
Interest Expense	166,619	214,008
Management Fees	4,000	-
Office Supplies	153	(336)
Officer's Compensation	-	-
Professional Fees	39,916	59,574
Stock Based Compensatoin	-	27,500
Rent	2,079	10,041
Repairs and Maintenance	-	-
Travel	-	424
Utilities and Telephone	-	6,030
Total Operating Expenses	281,624	367,680
Net Operating Income (Loss)	(281,624)	(352,075)
Other Income (Expense)		
Change in Derivative	-	9,215
Valuation Adjustment- BB2 Internet Properties	-	(19,533,829)
Total Other Income (Expense)	-	(19,524,614)
Net Income (Loss)	$ (281,624)	$ (19,876,689)

MAX MEDIA GROUP, INC.
STATEMENTS OF CASH FLOWS (UNAUDITED)
NINE MONTHS ENDED SEPTEMBER 30, 2012 AND YEAR ENDED DECEMBER 31, 2011

	2012	2011
Operating Activities		
Net Income (Loss)	$ (281,624)	$ (19,876,689)
	(281,624)	(19,876,689)
Adjustments to Reconcile Net Income (Loss) to net cash provided (used) in operating activities		
Depreciation and Amortization	15,378	13,264
Change in Derivative Liability	-	(9,215)
Stock Based Compensation	-	27,500
Accretion of Interest	160,048	209,298
Impairment of Assets	-	19,533,829
(Increase) Decrease in Assets		
Other Assets	-	-
Increase (Decrease) in Liabilities		
Accounts Payable and Accrued Expenses	7,937	61,266
Due to Parent	96,453	
Loans and Advances from Stockholder	1,783	2,877
Total Adjustments	281,599	19,838,819
Net Cash Provided (Used) in Operating Activities	(25)	(37,870)
Investing Activities		
Purchase of Property and Equipment	-	(770)
Net Cash Provided (Used) in Investing Activities	-	(770)
Financing Activities		
Payments on Borrowings	-	-
Proceeds from Borrowings	-	36,575
Issuance of Stock	-	2,000
Net Cash Provided (Used) in Financing Activities	-	38,575
Net Increase (Decrease) in Cash and Cash Equivalents	(25)	(65)
Cash and Cash Equivalents- Beginning of Period	25	90
Cash and Cash Equivalents- End of Period	$ -	$ 25
Supplemental Cash Flow Information:		
Cash Paid for Interest	$ -	$ -
Cash Paid for Income Taxes	$ -	$ -
Non Cash Investing and Financing Activities		

MAX MEDIA GROUP, INC.
STATEMENT OF STOCKHOLDER'S EQUITY (UNAUDITED)
NINE MONTHS ENDED SEPTEMBER 30, 2012 AND YEAR ENDED DECEMBER 31, 2011

		Preferred		Common*		Additional	Accumulated	
Date	Description	Shares	$	Shares	$	Paid in Capital	Deficit	Total
	Corrected opening balance- 12/31/10	16,800,000	16,800	237,747	238	4,214,430	(4,166,874)	64,594
01/21/11	Record Grady Conversion	(10,000,000)	(10,000)	250,000	250	9,750	-	-
09/09/11	Record Stock Compensation	-	-	12,500	12	27,488	-	27,500
09/15/11	Record BB2 Stock Conversion from Note Payable	-	-	625,000	625	4,999,375	-	5,000,000
12/15/11	Record Stock Purchase	2,000	2	-	-	1,998	-	2,000
	Financing Valuations:							
	Wrrants Attached to Debt	-	-	-	-	24,324	-	24,324
	Debt discount attributable to derivative	-	-	-	-	(57,534)	-	(57,534)
	Net Income (Loss)	-	-	-	-	-	(19,876,689)	(19,876,689)
	Balances at December 31, 2011	6,802,000	6,802	1,125,247	1,125	9,219,831	(24,043,563)	(14,815,805)
	Net Income (Loss)	-	-	-	-	-	(281,624)	(281,624)
	Balances at September 30, 2012	6,802,000	$ 6,802	1,125,247	$ 1,125	$ 9,219,831	$ (24,325,187)	$ (15,097,429)

*- The Board of Directors approved a 1 for 400 reverse stock split of the Compaany's common shares, effective October 9, 2011. Shares have been retroactively restated for all periods presented.

NOTE 1 – Organization and Basis of Presentation

The Company was incorporated under the laws of the State of Nevada on March 3, 2000 as Saveyoutime.com, Inc. On April 10, 2003, the Company filed a Certificate of Merger with the Nevada Secretary of State reporting its merger with Hesperia Holding Corp. The Company was the surviving entity and pursuant to the merger changed its name to Hesperia Holding, Inc. The Company has operated as a holding company with several operating subsidiaries. Until 2005, the Company operated two subsidiaries in the roofing industry, Hesperia Truss and Pahrump Valley Truss. During 2005, the Company discontinued the operations of the two subsidiaries and began pursuing various acquisitions related to the film and media industry. After completing its due diligence, the Company made offers on several potential opportunities none of which ever materialized. In April 2009, the Company entered an agreement to acquire 100 % ownership of Hot Web Properties, Inc. ("HWP"). HWP owns and operates various internet domains. On June 5, 2009, the Board of Directors of the Company executed resolutions, which authorized an amendment to the Company's Certificate of Incorporation to change the name of the Company to Max Media Group, Inc.

In the opinion of management, the accompanying balance sheets and related interim statements of income, cash flows, and stockholders' equity, consisting only of normal recurring items, necessary for their fair presentation in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Preparing financial statements requires management to make estimates and assumptions that affect the amounts of assets, liabilities, revenue, and expenses. Actual results and outcomes may differ from management's estimates and assumptions.

Interim results are not necessarily indicative of results for a full year. The information included in these financial statements should be read in conjunction with the information included in the December 31, 2011 financial statements. For presentation purposes, certain balances contained in these notes that are either unchanged or immaterially changed for the period are presented as of the previous year end, December 31, 2011.

NOTE 2 – Summary of Significant Accounting Policies

Cash and Cash equivalents
The Company considers those short-term, highly liquid investments with original maturities of three months or less as cash and cash equivalents.

Impairment of Long-Lived Assets
In accordance with Statement of Financial Accounting Standards ("SFAS") 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be disposed of," the Company reviews its long-lived assets for impairments. Impairment losses on long-lived assets are recognized when events or changes in circumstances indicate that the undiscounted cash flows estimated to be generated by such assets are less than their carrying value and, accordingly, all or a portion of such carrying value may not be recoverable.

Impairment losses then are measured by comparing the fair value of assets to their carrying amounts. At December 31, 2011 the Company recognized an impairment loss of $19,533,829 because it did not implement a plan to fully utilize the assets acquired in the either the HotWeb Properties or the Blackbook2 acquisitions.

Revenue Recognition
Revenues, if any, will be recognized when earned.

Earnings per Share
The weighted average number of shares used for computing earnings per share reflects the conversion of convertible preferred shares into common. As of September 30, 2012 and December 31, 2011 there were 6,802,000 convertible preferred shares outstanding.

Income Taxes
The Company records deferred income taxes using the liability method as prescribed under the provisions of SFAS No. 109. Under the liability method, deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial statement and income tax bases of the Company's assets and liabilities. An allowance is recorded, based upon currently available information, when it is more likely than not that any or not all of the deferred tax assets will be realized. The provision for income taxes includes taxes currently payable, if any, plus the net change during the year in deferred tax assets and liabilities recorded by the Company.

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 reported amounts of assets and liabilities and the disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Advertising costs
The Company's policy regarding advertising costs are to expense them as they are incurred. The Company had not incurred any material advertising costs during the periods ended September 30, 2012 and December 31, 2011.

Recently Issued Accounting Pronouncements
SFAS No. 149 "Amendment of Statement 133 on derivative instruments and hedging activities". This statement amends and clarifies financial accounting and reporting for derivative instruments embedded in other contracts (collectively referred to as derivatives) and for hedging activities under SFAS 133, "Accounting for derivative instruments and hedging activities".

SFAS No. 150 "Accounting for certain financial instruments with characteristics of both liabilities and equity". This statement establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity.

The Company believes that the above standards would not have a material impact on its financial position, results of operations or cash flows.

NOTE 3 – Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. This basis of accounting contemplates the recovery of the Company's assets and the satisfaction of its liabilities in the normal course of business. Through September 30, 2012, the Company had incurred cumulative losses of $24,325,188 and had negative working capital of $15,274,957 as of September 30, 2012. The Company's ability to continue as a going concern is dependent upon obtaining financing adequate to execute its business plan and achieve a level of revenues adequate to support the Company's cost structure. Management's plan of operations anticipates that the cash requirements for the next twelve months will be met by advances from its parent, obtaining capital contributions through the sale of its common stock and cash flows from operations. There is no assurance that the company will be able to implement the plan.

NOTE 4 – Stockholder's Equity

At various stages in the Company's development, the Company has issued shares of common stock for services or assets with a corresponding charge to operations, property and equipment or other assets. In accordance with SFAS 123, these transactions, except for stock issued to employees, have been recorded on the Company's books at the fair value of the consideration received or the fair value of the common stock issued, whichever is more reliably measured.

Common Stock

As of September 30, 2012, the Company had capitalization of 1,125,247 shares of common stock issued and outstanding.

The Board of Directors approved a 1 for 400 reverse stock split of the Company’s common shares, effective October 9, 2012. The September 30, 2012 and December 31, 2011 financial statements have been retroactively restated to reflect this transaction.

The number of shares noted above is the amounts recorded by the transfer agent. As of September 30, 2012 and December 31, 2011 there were approximately 110,250 shares authorized for issuance by the Board of Directors which had not been issued by the transfer agent.

Preferred Stock

In 2005, the Company issued 200,000 shares of Preferred Series 2004 stock for $65,000. TheSeries 2004 stock is entitled to liquidation preference of $.44 per share plus dividends in arrears is entitled to preferential dividends of $.006 per quarter ($.024 per annum) out of legally available funds and is convertible to common stock at a rate of $.40 per share. All 200,000 of the Series 2004 preferred shares were converted to 400,000 common shares in May 2009. In 2007, the Company issued 1,000,000 shares of Series A Preferred Stock for the acquisition of certain assets valued at $10,000.

The Series A converts to common on a 15-for-1 basis. In August 2009, all 1,000,000 shares of the Series A Preferred Stock were converted into 15,000,000 shares of common stock. In October 2009, the Company issued 7,500,000 shares of Series B Preferred Stock as additional consideration for its acquisition of certain internet operations and domain names owned by HWP Properties (see Note 5).

As of September 30, 2012, the accounting records of the Company (as received by new management) reflect that it had 6,802,000 shares of Class "B" Convertible Preferred Stock issued and outstanding. These records conflict with the Company's Class "B" Convertible Preferred Stock Shareholder List maintained internally by the Company which reflects a total of 7,720,000 shares of the Series "B" shares issued and outstanding. Company principals are endeavoring to reconcile such discrepancy and believe that the correct number of Series "B" shares issued and outstanding is 6,802,000.

These Series B shares convert to common stock on a 10 for-1 basis and carry 100-for-1 super voting rights.

Stock Options and Warrants

There are no outstanding unexpired warrants or options as of September 30, 2012. At December 31, 2011 there were unexpired warrants attached to certain notes payable, and a derivative liability was calculated to properly reflect their value.

NOTE 5 – Acquisitions

In April 2009, the Company entered an agreement to acquire 100 % of the assets of Hot Web Properties, Inc. ("HWP"). HWP owns and operates various internet domains. Under the terms of the acquisition, the Company agreed to issue the shareholders of HWP 150,000 (60,000,000 shares pre-reverse split) common shares.

In June, 2011, the Company and BlackBook2 Holdings Corp., a privately held Florida corporation ("BB2"), entered into an agreement whereby the Company acquired substantially all of the assets of BB2 in exchange for a Convertible Promissory Note (the "Note") in the amount of $20,000,000. The assets acquired by the Company include computer hardware and software, license agreements, URL's, a database of approximately 25,000,000 unique users of the BB2 website, together with email addresses and the template of the proprietary communications social network platform that formed the basis of the BB2 interactive website. A portion of the Note, $5,000,000, was issued to BB2 in the form of the Company's common stock, valued at $.02 per share or a total of 625,000 (250,000,000 shares pre-reverse split) common shares. The remaining balance of the Note, ($15,000,000) was by its terms not payable in cash and convertible beginning one (1) year from the closing date, into the Company's common stock on a conversion ratio based upon the average price of the Company's common stock for a period thirty (30) days prior to the conversion date. The Company and BB2 have agreed to amend that unexercised portion of the Note such that the timing and the conversion ratio of the shares to be issued thereunder will be dependent upon the realization by the Company of levels of sales and earnings to be determined by the Board of Directors.

NOTE 6 – Commitments and Contingencies

Leases
At September 30, 2012 and December 31, 2011, the Company was not obligated under any non-cancelable operating or capital lease agreements.

Litigation
At September 30, 2012 and December 31, 2011, the Company was not party to any legal proceedings. To the knowledge of management, no federal, state or local governmental agency is presently contemplating any proceeding against the Company

NOTE 7 – Related Parties

There were no related party transactions in the periods ended September 30, 2012 and December 31, 2011 other than previously disclosed stock and compensation transactions and advances from the parent.

NOTE 8 – Income Taxes

The Company has adopted FASB 109 to account for income taxes. The Company currently has no issue that creates timing differences that would mandate deferred tax expense. Net operating losses could create possible tax assets in future years. Due to the uncertainty as to the utilization of net operating loss carry forwards, a valuation allowance has been made to the extent of any tax benefit that net operating losses may generate. No provision for income taxes has been recorded due to the net operating loss carry forwards of $24,325,188 and $24,043,563 as of September 30, 2012 and December 31, 2011, respectively that will be offset against further taxable income (see below). No tax benefit has been reported in the financial statements.

Deferred tax assets and the valuation account as of September 30, 2012 and December 31, 2011 are as follows:

	2012	**2011**
Net Operating Loss Carryforward	$ (24,325,188)	$ (24,043,563)
Valuation Allowance	24,325,188	24,043,563
Net Deferred Tax Asset	$ -	$ -

The components of income tax expense are as follows:

	2012	2011
Curret Federal Tax	$ -	$ -
Current State Tax	-	-
Change in Net Operating Loss Benefit	-	-
Change in Valuation Allowance	-	-

The Company has incurred losses that can be carried forward to offset future earnings if conditions of the Internal Revenue Codes are met (see below). These losses are as follows:

	Amount	Expiration Date
Year of Loss (Year Ended December 31)		
2005 and prior	$ 3,095,921	2025
2010	1,070,954	2030
2011	19,876,689	2031
2012	281,624	2032
Total Net Operating Losses	$ 24,325,188	

These net operating losses generally can be carried over to offset income in future years. However, if changes of control over certain thresholds occur within certain time periods, the ability of the Company to utilize these losses may be limited. The Company has not yet consulted tax counsel regarding this situation, so, the amounts listed above may be subject to certain limitations.