

## Alternative Reporting Standard:

### Guidelines for Providing Adequate Current Information

OTC Markets Group encourages all issuers of OTC equity securities to make *adequate current information* available to the public markets. OTC Markets Group believes that federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) and Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws, require issuers to provide adequate current public information. With a view to encouraging compliance with these laws, OTC Markets Group has created these Guidelines for Providing Adequate Current Information (“Guidelines”) in order to assist issuers with understanding their disclosure obligations under the Alternative Reporting Standard.<sup>1</sup>

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

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

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

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

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

- At the time securities initially sold in a private placement become freely tradable in the OTC market; or
- At any time the issuer's securities are quoted on OTCQX or included in the Current Information OTC Market Tier.

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

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

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## **General Considerations**

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

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

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

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

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<sup>2</sup> For tips, you may wish to consult the SEC's Plain English Handbook, available for free on the SEC's website, at <http://www.sec.gov>.  
OTC Markets Group Inc.  
Guidelines for Providing Adequate Current Information (v 10.0 Updated January 14, 2011)

## **Section One: Issuers' Initial Disclosure Obligations**

*Instructions relating to the preparation of initial disclosure statements:*

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

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

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

### **Part A General Company Information**

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

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

The Company was incorporated in Nevada on October 10, 2005 under the name Sounsation! Inc.

On March 15th, 2007, this name was changed to Sloud Inc.

On November 29, 2011, Sloud, Inc. merged with SouthWest BioFuels. LLC, an Arizona Limited Liability Company. (Sloud was the survivor of the merger.)

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

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

1016 E Pennsylvania Street, Ste. 307, Tucson, AZ 85714, Phone: 480-422-6175, Fax: 877-202-2848.

www.southwest-biofuels.com

Rick Jimenez - 1016 E Pennsylvania Street, Ste. 307, Tucson, AZ 85714, Phone: 480-422-6175, Fax: 877-202-2848.

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

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

The Company was incorporated in Nevada on October 10, 2005.

Part B Share Structure

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

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

Trading Symbol: SLOU

Cusip: 831587100

Preferred Stock; None

Common Stock: 19,700,000 Shares issued and Outstanding

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

A. *Par or Stated Value.* Provide the par or stated value for each class of outstanding securities.

Common Stock .001

Preferred Stock - None

B. *Common or Preferred Stock.*

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

None

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

None

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

None

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

None

**Item 6      The number of shares or total amount of the securities outstanding for each class of securities authorized.**

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

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

As of September 30, 2011 there were a total of 100,000,000 shares authorized and 19,700,000 shares of common stock issued and outstanding. There are 2,000,000 shares in the public float and a total of 86 shareholders of record.

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

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

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



Island Stock Transfer

15500 Roosevelt Boulevard  
Suite 301  
Clearwater, FL, 33760

## Part C Business Information

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

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

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

1. the form of organization of the issuer (e.g., corporation, partnership, limited liability company, etc.);
2. the year that the issuer (or any predecessor) was organized;
3. the issuer's fiscal year end date;
4. whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding;
5. any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets;
6. any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments;
7. any change of control;
8. any increase of 10% or more of the same class of outstanding equity securities;
9. any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;
10. any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board; and

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

The Company was incorporated in Nevada on October 10, 2005 under the name Sounsation! Inc. On March 15th, 2007, this name was changed to Sloud Inc. On November 29, 2011, Sloud, Inc. merged with SouthWest BioFuels. LLC, an Arizona Limited Liability Company which was incorporated in December of 2010. (Sloud was the survivor of the merger.)

The Company was initially headquartered in Reston Virginia. It then moved to Falls Church, Virginia and is now in the process of relocating to Southwest BioFuels facilities in Arizona. The Company was founded by Gene Sokolov, who assigned his intellectually property rights in certain technologies to the company at its inception in exchange for common stock in the Company. In November of 2005, the Company entered into Intellectual Property Acquisition Agreement and acquired a portfolio of technologies from Dr. Sergey Maruta in exchange for shares of the Company.

From its inception until its merger with Southwest BioFuels, the Company focused on the research and development of tools to simplify music search, comparison, and composition over the internet. The Company developed proprietary technology that uses a human voice to efficiently locate and retrieve sound, enabling music search and other audio-related computer services based on actual audio content.

Following the merger with SouthWest BioFuels, the company has elected to change direction and focus on the business of SouthWest BioFuels.

SouthWest BioFuels is addressing the future of fuels through the research and delivery of biofuels created from algae. SouthWest BioFuels holds several patents pending that will provide the company with the proprietary ability to colonize existing infrastructures allowing for a seamless transition for both distributors and consumers of biofuels. The Company is currently working on a proprietary model for the rapid delivery of the high demand of algae through higher concentrations at their own algae farms. The Company is also providing biofuel units for people who wish to operate and own their own biofuel farm so that they can provide fuel for their own vehicles or equipment at a low cost with minimal time and maintenance commitment. Initially, the Company plans to reach out to customers that require low capacity amounts of fuel per year such as regional trucking companies and farmers/ranchers that require biofuel production units that can manufacture up to several thousand gallons per year.

The fiscal year for the Company ends 12/31.

Neither Sloud nor Southwest BioFuels has ever filed bankruptcy or been in receivership. Neither company has ever defaulted on any material loan or financing.

Except for the merger identified above, there have been no other material reclassifications, mergers, consolidations or purchases or sales of a significant portion of the assets of either Company.

Except for the merger noted above, there are no past, pending or anticipated stock splits, stock dividends, recapitalizations, mergers, acquisitions, spin-offs or reorganizations.

There are no current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer.

A change of control occurred in November 2011 as a result of the merger with SouthWest Biofuels at which time the management of SouthWest Biofuels took over management control of the Company.

On March 15th, 2007, in connection with the name change to Sloud Inc., the number of authorized common stock was increased to 100,000,000.

In March of 2007, the Company filed a Registration Statement with the Securities and Exchange Commission which became effective in July of 2008 at which time the Company began reporting.

In July of 2010 the Company filed notice of its intent to stop reporting.

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

1. the issuer's primary and secondary SIC Codes;
2. if the issuer has never conducted operations, is in the development stage, or is currently conducting operations;
3. whether the issuer is or has at any time been a "shell company";<sup>3</sup>

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<sup>3</sup> For the purpose of this section a "shell company" means an issuer, other than a business combination related shell company, as defined by Securities Act Rule 405, or an asset-backed issuer, as defined by Item 1101(b) of Regulation AB, that has:

(1) No or nominal operations; and

(2) Either:

(A) No or nominal assets;

*Instruction to paragraph B.3 of Item 8:*

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

If the issuer is currently a shell company:

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

If the issuer was formerly a shell company:

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

4. the names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement;
5. the effect of existing or probable governmental regulations on the business;
6. an estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers;
7. costs and effects of compliance with environmental laws (federal, state and local); and
8. the number of total employees and number of full-time employees.

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(B) Assets consisting solely of cash and cash equivalents; or

(C) Assets consisting of any amount of cash and cash equivalents and nominal other assets.

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

The Issuer's primary SIC codes are: 5084 and 871156.

The issuer has been a development stage company since its inception.

The Issuer has never been a shell company.

The company has no parent, affiliates or subsidiaries.

The Company has spent approximately \$250,000 in the last two fiscal years on development.

To date the Company has not had to expend any resources on compliance with environmental laws.

The company currently has five full time employees.

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

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

- A.    principal products or services, and their markets;

The Issuer is addressing the future of fuels through the research and delivery of biofuels created from algae. Algae can be used in any engine that already consumes conventional petroleum diesel, eliminating the need for a separate infrastructural apparatus for distribution. Biofuels can also be blended with traditional diesel in any ratio, allowing them to slowly be introduced into the market as demand and algae farms grow. The Issuer has filed and has several patents pending that will provide the issuer with the proprietary ability to colonize existing infrastructures allowing for a seamless transition for both distributors and consumers of biofuels. The founders collectively have over fifty years of experience in business, finance, agriculture, biofuels, and research and development. The Issuer is currently working on a

proprietary model for the rapid delivery of the high demand of algae through higher concentrations at their own algae farms. The Company is also working to provide biofuel units for people who wish to operate and own their own biofuel farm so that they can provide fuel for their own vehicles or equipment at a low cost with minimal time and maintenance commitment. Initially, the Issuer plans to reach out to customers that require low capacity amounts of fuel per year such as regional trucking companies and farmers/ranchers that require biofuel production units that can manufacture up to several thousand gallons per year. The Issuer's algae farm in the Arizona deserts will be providing the feedstock to produce over 50 million gallons of biodiesel per year with no threat to food prices. The Issuer is currently researching new strains of algae to better manufacture more precise mixtures for products such as jet fuel and other special use products.

B. distribution methods of the products or services;

Wholesale distribution

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

None

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

SouthWest BioFuels is positioned in a market that is currently underserved. There are approximately 50 other publicly traded companies that are involved in the alternative energy industry. In addition, the demand for oil and its by-products is continuing to grow with no decrease in sight. Some of the factors that effect this are 3rd world countries coming online, increasing numbers of products that use plastics and other oil by-products, and the ever increasing number of vehicles that use internal combustion engines.

In addition to the increasing market for oil, SouthWest BioFuels has maintained a focus on the niche market of manufacturing a bio-reactor that can be utilized on a relatively small commercial level, which is further protection from large corporate competition. Large oil corporations should remain focused on mega-production methods. Their interest in the small commercial marketplace will most likely remain secondary, if not, non-existent.

SouthWest BioFuels is prepared to exploit all facets of algae growth and production to maximize revenue. We will not only sell oil, but we will generate income from equipment leases, the sale of the 'waste' products - biomass. We are

prepared to move forward in the production of livestock feed supplements, pharmaceutical products, and the bio-degradable plastics industry as well.

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

The Algae cultures from which the algae is grown have been acquired from various labs, universities, and wholesalers. The algae itself is grown at the company owned farms in Arizona.

- F. dependence on one or a few major customers;

None

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

The company has several patents pending but none have been issued to date.

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

ASTM, Weights & Measures - certification will be required once we start distribution to the public.

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

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

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

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

1. 1016 E Pennsylvania Street, #307, Tucson, AZ 85714 - 1400 sq. ft. of lab and office space for research and business development. This facility is built out to accommodate research and development of various types of algae and growth conditions. The offices are used by research staff and business development staff. The Company is two years into a five year lease.

2. 15300 Jalisco Road, Arivaca, AZ 85601 - 40 acre facility consists of buildings and outside growing areas for various types of algae. Prototype growth facility. The Company is one year into a five year lease on this facility.

## Part D Management Structure and Financial Information

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

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

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

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

Rick J. Jimenez, Chief Executive Officer and Director  
1016 E Pennsylvania Street, Ste 307, Tucson, AZ 85714.

Prior Work History: Washington Mutual Bank - Banking & Portfolio Investment, management and client relations. 1996 - 2008.

Shares owned: 6,080,000

Compensation: None

Board Memberships: None



David M. Simpson, Chief Information Officer and Director  
1016 E Pennsylvania Street, Ste 307, Tucson, AZ 85714.

Prior Work History: Executive Tax Services - IT Management, managed network and data processing. 2003 - 2008.

Shares owned: 3,040,000

Compensation: None

Board Memberships: None

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Jerome Johnson, Director  
1016 E Pennsylvania Street, Ste 307, Tucson, AZ 85714.

Prior Work History: Independent Contractor - construction and commercial development, sub-contracted various commercial projects. 1996 - 2008.

Shares owned: 6,080,000

Board Memberships: None

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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

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

None

D. Disclosure of Related Party Transactions. Describe any transaction during the issuer's last two full fiscal years and the current fiscal year or any currently proposed transaction, involving the issuer, in which (i) the amount involved exceeds the lesser of

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<sup>4</sup> The term "family relationship" means any relationship by blood, marriage or adoption, not more remote than first cousin.

\$120,000 or one percent of the average of the issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest.

*Instruction to paragraph D of Item 11:*

1. For the purposes of paragraph D of this Item 11, the term "related person" means any director, executive officer, nominee for director, or beneficial owner of more than five percent (5%) of any class of the issuer's equity securities, immediate family members<sup>5</sup> of any such person, and any person (other than a tenant or employee) sharing the household of any such person.
2. For the purposes of paragraph D of this Item 11, a "transaction" includes, but is not limited to, any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships.
3. The "amount involved in the transaction" shall be computed by determining the dollar value of the amount involved in the transaction in question, which shall include:
  - a. In the case of any lease or other transaction providing for periodic payments or installments, the aggregate amount of all periodic payments or installments due on or after the beginning of the issuer's last fiscal year, including any required or optional payments due during or at the conclusion of the lease or other transaction providing for periodic payments or installments; and
  - b. In the case of indebtedness, the largest aggregate amount of all indebtedness outstanding at any time since the beginning of the issuer's last fiscal year and all amounts of interest payable on it during the last fiscal year.
4. In the case of a transaction involving indebtedness:
  - a. The following items of indebtedness may be excluded from the calculation of the amount of indebtedness and need not be disclosed: amounts due from the related person for purchases of goods and services subject to usual trade terms, for ordinary business travel and expense payments and for other transactions in the ordinary course of business; and

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<sup>5</sup> "Immediate family members" means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law.

- b. Disclosure need not be provided of any indebtedness transaction for beneficial owners of more than five percent (5%) of any class of the issuer's equity securities or such person's family members.
- 5. Disclosure of an employment relationship or transaction involving an executive officer and any related compensation solely resulting from that employment relationship or transaction need not be provided. Disclosure of compensation to a director also need not be provided.
- 6. A person who has a position or relationship with a firm, corporation, or other entity that engages in a transaction with the issuer shall not be deemed to have an indirect material interest for purposes of paragraph D of this Item 11 where:
  - a. The interest arises only:
    - i. From such person's position as a director of another corporation or organization that is a party to the transaction; or
    - ii. From the direct or indirect ownership by such person and all other related persons, in the aggregate, of less than a ten percent (10%) equity interest in another entity (other than a partnership) which is a party to the transaction; or
    - iii. From both such position and ownership; or
  - b. The interest arises only from such person's position as a limited partner in a partnership in which the person and all other related persons have an interest of less than ten percent (10%), and the person is not a general partner of and does not hold another position in the partnership.
- 7. Disclosure need not be provided pursuant to paragraph D of this Item 11 if:
  - a. The transaction is one where the rates or charges involved in the transaction are determined by competitive bids, or the transaction involves the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority;
  - b. The transaction involves services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services; or
  - c. The interest of the related person arises solely from the ownership of a class of equity securities of the issuer and all holders of that class

of equity securities of the issuer received the same benefit on a pro rata basis.

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

Disclose the following information regarding the transaction:

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

See item 5 below

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

See item 5 below

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

See item 5 below

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

See item 5 below

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

On November 29, 2011, the Issuer merged with SouthWest BioFuels, LLC, an Arizona Limited Liability Company. In consideration of the transfer of all of the assets of SouthWest BioFuels to the Issuer, the members of SouthWest BioFuels were issued a total of 15,200,000 shares of common stock in the Issuer which were distributed to the members on a pro-rata basis in accordance with each member's interest in SouthWest BioFuels immediately prior to the merger. As a result, three individuals received

blocks of stock which represent in excess of five percent of the issued and outstanding stock in the Issuer. Specifically:

Rick J. Jimenez	6,080,000 Shares (30% ownership)
David M. Simpson	3,040,000 Shares (15% ownership)
Jerome Johnson	6,080,000 Shares (30% Ownership)

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

None

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

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

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

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

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

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

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

The Issuer's financial statements for 2011 were prepared by the accounting firm of Silberstein Ungar, PLLC. The financial statements have been posted directly to Pinksheets.com. They can be found by locating the Company page at the following link:

<http://www.otcmartkets.com/stock/SLOU/quote>. Specifically, the following information has been posted:

- Balance Sheet:
- Statement of Income
- Statement of cash Flows
- Statement of Changes in Stockholder Equity
- Financial Notes

Note: The Company does not have audited financial statements at this time.

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

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

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

The Issuer's financial statements for 2009 and 2010 are attached hereto and incorporated herein by reference. The financial statements have been posted directly to Pinksheets.com. They can be found by locating the Company page at the following link: <http://www.otcmartkets.com/stock/SLOU/quote>. Specifically, the following information has been posted:

Balance Sheet:  
Statement of Income  
Statement of cash Flows  
Statement of Changes in Stockholder Equity  
Financial Notes

Note: The Company does not have audited financial statements for 2010.

**Item 14 Beneficial Owners.**

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

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

Rick J. Jimenez, Chief Executive Officer and Director  
1016 E Pennsylvania Street, Ste 307, Tucson, AZ 85714.

Shares owned: 6,080,000

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David M. Simpson, Chief Information Officer and Director  
1016 E Pennsylvania Street, Ste 307, Tucson, AZ 85714.

Shares owned: 3,040,000

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Jerome Johnson, Director  
1016 E Pennsylvania Street, Ste 307, Tucson, AZ 85714.

Shares owned: 6,080,000

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

1. Investment Banker



None

2. Promoters

None

3. Counsel

None

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

Silberstein Ungar, PLLC  
30600 Telegraph Road  
Suite 2175  
Bingham Farms, MI 48025  
(248) 203-0080

5. Public Relations Consultant(s)

None

6. Investor Relations Consultant

None

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

None

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

*Instructions to Item 16*

Issuers that have not had revenues from operations in each of the last two fiscal years, or

the last fiscal year and any interim period in the current fiscal year for which financial statements are furnished in the disclosure statement, shall provide the information in paragraphs A and C of this item. All other issuers shall provide the information in paragraphs B and C of this item.

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

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

A. Plan of Operation.

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

- i. a discussion of how long the issuer can satisfy its cash requirements and whether it will have to raise additional funds in the next twelve months;
- ii. a summary of any product research and development that the issuer will perform for the term of the plan;
- iii. any expected purchase or sale of plant and significant equipment; and
- iv. any expected significant changes in the number of employees.

SouthWest Bio-Fuels, LLC was organized in the State of Nevada in December of 2010. In November 2011, the Company merged with Sloud, Inc., a publicly traded pink sheet company, organized under the laws of the state of Nevada with Sloud as the surviving entity. The Company plans to ultimately change its name to SouthWest Biofuels in the near future.

From the date of the merger with SouthWest Bio-Fuels and moving forward for the indefinite future, the Company plans to pursue the business of the former SouthWest Bio-Fuels.

From its inception, SouthWest Bio-Fuels has focused on developing biofuels created from algae. SouthWest Bio-Fuels has filed for several patents which are currently pending that will provide the company with the proprietary ability to colonize existing infrastructures allowing for a seamless transition to algae based biofuels for both distributors and consumers. The Company is currently working on a proprietary model for the rapid delivery of algae based

biofuels generated at their own algae farms. The Company is also providing biofuel units for people who wish to operate and own their own biofuel farm so that they can provide fuel for their own vehicles or equipment at a low cost with minimal time and maintenance commitment. Initially, the Company plans to reach out to customers that require low capacity amounts of fuel per year such as regional trucking companies and farmers/ranchers that require biofuel production units that can manufacture up to several thousand gallons per year.

Although the Company has had a limited production of its algae based bio-fuels thus far and has yet to generate much revenue, it plans to be revenue positive within the next 12 months. The Issuer believes that the capital requirements necessary for the Issuer to remain as a going concern most likely will not be satisfied through the sale of the Issuer's products and current capital accounts. The Issuer further recognizes that due to the Issuer's relatively short operating history, the Issuer may need to raise additional capital through an equity or debt offering within the next twelve months.

Over the next twelve months, the Company intends to generate revenue from the sale of its bio-fuels.

It is expected that the Company will be able to generate sufficient cash to satisfy its monthly requirements within the next 12 months. In addition, the Company expects to raise additional funds as needed for both operations and new production facilities.

Over the next twelve months the Company will continue to develop and expand its product line and offer its algae based bio-fuels for sale to both consumer and commercial sources.

The Company plans to develop and grow its existing algae farm and increase production at its Arivaca facility and continue to develop its commercial delivery system for private consumers. Over the next twelve months, the company expects to add between 10 and 20 additional employees.

In 2009, 2010 and 2011, the Issuer was in a pre-revenue phase, focusing on developing its tools to simplify music search, comparison, and composition over the internet. The Company developed proprietary technology that uses a human voice to efficiently locate and retrieve sound, enabling music search and other audio-related computer services based on actual audio content. From its inception in December of 2010 through the date of the merger with the Issuer, SouthWest Bio-Fuels was also in a pre-revenue phase, using paid in capital to develop and optimize its algae based biofuels.

As both the Issuer and Southwest Bio-Fuels are still pre-revenue, they have both operated at net losses since their inception. However, both the Issuer and SouthWest Bio-Fuels were able to meet their respective capital requirements to further their business operation through private investments.

Even though the Issuer has grown considerably since the inception, there are several risk factors investors should consider that may affect the Issuer's ability to remain as a going concern. The Issuer is a small company and as such it is subject to all of the risks and uncertainties of any such business. The Issuer has expended much of its efforts and funds on developing its products. Although there are other players in the algae based bio-fuel arena. The Issuer's ability to be successfully commercialized is uncertain. Additionally, trends for customers to purchase the Issuer's products is unknown due to the Issuer's relatively short operating history. As a small company, the Issuer is highly dependent upon the efforts and abilities of its management. The loss of the services of any of them could have a substantial adverse effect on it. To achieve its business goals, the Issuer may have to attract investment capital. It is uncertain about its ability to attract sufficient capital to fund its growth and financing may be dilutive to the then-existing shareholders. Although the Issuer has identified potential sources for funding, it does not have firm sources of internal or external liquidity.

## B. Management's Discussion and Analysis of Financial Condition and Results of Operations.

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

- i. Any known trends, events or uncertainties that have or are reasonably likely to have a material impact on the issuer's short-term or long-term liquidity;
- ii. Internal and external sources of liquidity;
- iii. Any material commitments for capital expenditures and the expected sources of funds for such expenditures;

- iv. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations;
- v. Any significant elements of income or loss that do not arise from the issuer's continuing operations;
- vi. The causes for any material changes from period to period in one or more line items of the issuer's financial statements; and
- vii. Any seasonal aspects that had a material effect on the financial condition or results of operation.

Not applicable.

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

Not Applicable

C. Off-Balance Sheet Arrangements.

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

- i. The nature and business purpose to the issuer of such off-balance sheet arrangements;
- ii. The importance to the issuer of such off-balance sheet arrangements in respect of its liquidity, capital resources, market risk support, credit risk support or other benefits;
- iii. The amounts of revenues, expenses and cash flows of the issuer arising from such arrangements; the nature and amounts of any interests retained, securities issued and other indebtedness

incurred by the issuer in connection with such arrangements; and the nature and amounts of any other obligations or liabilities (including contingent obligations or liabilities) of the issuer arising from such arrangements that are or are reasonably likely to become material and the triggering events or circumstances that could cause them to arise; and

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

None

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

- i. Any obligation under a guarantee contract that has any of the characteristics identified in paragraph 3 of FASB Interpretation No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others (November 2002) ("FIN 45"), as may be modified or supplemented, and that is not excluded from the initial recognition and measurement provisions of FIN 45 pursuant to paragraphs 6 or 7 of that Interpretation;
- ii. A retained or contingent interest in assets transferred to an unconsolidated entity or similar arrangement that serves as credit, liquidity or market risk support to such entity for such assets;
- iii. Any obligation, including a contingent obligation, under a contract that would be accounted for as a derivative instrument, except that it is both indexed to the issuer's own stock and classified in stockholders' equity in the issuer's statement of financial position, and therefore excluded from the scope of FASB Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities (June 1998), pursuant to paragraph 11(a) of that Statement, as may be modified or supplemented; or

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

*Instructions to paragraph C of Item 16*

- i. No obligation to make disclosure under paragraph C of this Item 16 shall arise in respect of an off-balance sheet arrangement until a definitive agreement that is unconditionally binding or subject only to customary closing conditions exists or, if there is no such agreement, when settlement of the transaction occurs.
- ii. Issuers should aggregate off-balance sheet arrangements in groups or categories that provide material information in an efficient and understandable manner and should avoid repetition and disclosure of immaterial information. Effects that are common or similar with respect to a number of off-balance sheet arrangements must be analyzed in the aggregate to the extent the aggregation increases understanding. Distinctions in arrangements and their effects must be discussed to the extent the information is material, but the discussion should avoid repetition and disclosure of immaterial information.
- iii. For purposes of paragraph C of this Item 16 only, contingent liabilities arising out of litigation, arbitration or regulatory actions are not considered to be off-balance sheet arrangements.
- iv. Generally, the disclosure required by paragraph C of this Item 16 shall cover the most recent fiscal year. However, the discussion should address changes from the previous year where such discussion is necessary to an understanding of the disclosure.

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

None

## Part E Issuance History

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

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

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

- (i) The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);
- (ii) Any jurisdictions where the offering was registered or qualified;
- (iii) The number of shares offered;
- (iv) The number of shares sold;
- (v) The price at which the shares were offered, and the amount actually paid to the issuer;
- (vi) The trading status of the shares; and
- (vii) Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

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

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



The Issuer has not offered any securities for sale in the past two years. As a result of the merger with SouthWest BioFuels, a total of 15,200,000 shares of the Issuers common stock were issued to the members of SouthWest BioFuels, on a pro-rata basis, in accordance with each member's ownership interest in SouthWest BioFuels immediately prior to the merger.

## Part F Exhibits

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

### **Item 18 Material Contracts.**

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

- 1) Any contract to which directors, officers, promoters, voting trustees, security holders named in the disclosure statement, or the Designated Advisor for Disclosure are parties other than contracts involving only the purchase or sale of current assets having a determinable market price, at such market price;
- 2) Any contract upon which the issuer's business is substantially dependent, including but not limited to contracts with principal customers, principal suppliers, and franchise agreements;
- 3) Any contract for the purchase or sale of any property, plant or equipment for consideration exceeding 15 percent of such assets of the issuer; or
- 4) Any material lease under which a part of the property described in the disclosure statement is held by the issuer.

None

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

None

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

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

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

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

See attached Articles and Amendements.

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

See Attached By-Laws.

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

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

ISSUER PURCHASES OF EQUITY SECURITIES				
Period	Column (a)	Column (b)	Column (c)	Column (d)

	Total Number of Shares (or Units) Purchased	Average Price Paid per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares (or Units) That May Yet Be Purchased Under the Plans or Programs
<b>Month #1</b>  (identify beginning and ending dates)	?	?	?	
<b>Month #2</b>  (identify beginning and ending dates)				
<b>Month #3</b>  (identify beginning and ending dates)				
<b>Total</b>				

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

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

2. The average price paid per share (or unit) (Column (b)).
3. The total number of shares (or units) purchased as part of publicly announced repurchase plans or programs (Column (c)).
4. The maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs (Column (d)).

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

- a. In the table, disclose this information in the aggregate for all plans or programs publicly announced.
  - b. By footnote to the table, indicate:
    - i. The date each plan or program was announced;
    - ii. The dollar amount (or share or unit amount) approved;
    - iii. The expiration date (if any) of each plan or program;
    - iv. Each plan or program that has expired during the period covered by the table; and
    - v. Each plan or program the issuer has determined to terminate prior to expiration, or under which the issuer does not intend to make further purchases.
- C. For purposes of this Item 20, "Affiliated Purchaser" means:
1. A person acting, directly or indirectly, in concert with the issuer for the purpose of acquiring the issuer's securities; or
  2. An affiliate who, directly or indirectly, controls the issuer's purchases of such securities, whose purchases are controlled by the issuer, or whose purchases are under common control with those of the issuer; *provided, however,* that "Affiliated Purchaser" shall not include a broker, dealer, or other person solely by reason of such broker, dealer, or other person effecting purchases on behalf of the issuer or for its account, and shall not include an officer or director of the issuer solely by reason of that officer or director's participation in the decision to authorize purchases by or on behalf of the issuer.

**Item 21 Issuer's Certifications.**

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

The certifications shall follow the format below:

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

1. I have reviewed this [specify either annual or quarterly disclosure statement] of [identify issuer];
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date:

\_\_\_\_\_

[Signature]

[Title]

See attached certificates of:  
Rick J. Jimenez, Chief Executive Officer  
David M. Simpson, Chief Information Officer

## **Section Two: Issuers' Continuing Disclosure Obligations**

Issuers are considered to have adequate current information publicly available to the extent such information is updated to reflect new developments after the publication of the initial issuer disclosure statement. In general, an issuer shall provide updates to the most recent balance sheet, income statement and statement of cash flows, as required under Item 12 above, as well as disclose changes in any other of the above disclosure items no later than 45 days after the end of any fiscal quarter ("Quarterly Updates") and 90 days after the end of any fiscal year ("Annual Updates"). Issuers shall also provide updates ("Current Updates") within 10 business days in the event that any of the information contained in the disclosure statement (including information contained in any prior Update) has become materially inaccurate or incomplete, or upon the occurrence of certain events described under the Current Reporting Obligations section. The specific requirements for Quarterly, Annual and Current Updates are set forth below.

Insiders, affiliates and control persons of issuers shall be aware that Rule 144 under the Securities Act requires that adequate current information be publicly available if they wish to sell any of their securities in the public secondary markets.

### ***Quarterly Reporting Obligations***

In order to be considered as having adequate current information publicly available, issuers must publish Quarterly Updates to their disclosure statements through the OTC Disclosure and News Service, no later than 45 days after the end of each fiscal quarter. Quarterly Updates should contain responses to the following items, and should follow the format below.

To be considered for the Current Information tier on [www.otcm Markets.com](http://www.otcm Markets.com), companies must submit Quarterly Attorney Letters pursuant to OTC Markets Group's Guidelines for Attorney Letters. Counsel writing the letter must be permitted to practice before the Securities and Exchange Commission (the "SEC").

#### *Instruction relating to the preparation of Quarterly Updates:*

Issuers shall prepare a document that responds to each item and sub-item below and shall include in its response to a particular item (i) whether a particular item is not applicable or unavailable and (ii) the reason it is not applicable or unavailable.

Quarterly Updates should be published under the report name of "*Quarterly Report*" or "*Interim Report*" for the appropriate fiscal quarter end.

**Item 1 Exact name of the issuer and the address of its principal executive offices.**

In answering this item, the issuer shall provide the information required by Items 1 and 2 of the requirements for initial disclosure statements in Section One of these Guidelines.

**Item 2 Shares outstanding.**

In answering this item, the issuer shall provide the information required by Item 6 of Section One of these Guidelines with respect to the fiscal quarter end.

**Item 3 Interim financial statements.**

The issuer shall include financial statements for the most recent fiscal quarter, which quarterly financial statements shall meet the requirements of Item 12 of Section One of these Guidelines, provided, however, that “*Instruction to Item 12*” contained in Section One of these Guidelines should not be followed; instead, issuers should follow the Instruction set forth below rather than the Instruction contained in Item 12.

*Instruction to Item 3:* The interim financial statements required by this Item 3 may either be included in the text of the Quarterly Update under the heading of Item 3 or attached at the end of the Quarterly Update. If attached at the end of the Quarterly Update, the disclosure under this Item 3 must (i) state that the interim financial statements are attached at the end of this Quarterly Update, (ii) contain a list describing the financial statements that are attached and (iii) contain a clear cross-reference to the specific location where the information requested by this Item 3 can be found.

**Item 4 Management’s discussion and analysis or plan of operation.**

The issuer shall provide the information required by Item 16 of Section One of these Guidelines.

**Item 5 Legal proceedings.**

The issuer shall provide the information required by Item 8(a)(11) of Section One of these Guidelines, to the extent not already disclosed in a prior disclosure statement.

#### **Item 6 Defaults upon senior securities.**

If there has been any material default in the payment of principal, interest, a sinking or purchase fund installment, or any other material default not cured within 30 days, with respect to any indebtedness of the issuer exceeding 5% of the total assets of the issuer, (i) identify the indebtedness and (ii) state the nature of the default, the amount of the default and the total arrearage as of a recent date.

If any material arrearage in the payment of dividends has occurred or if there has been any other material delinquency not cured within 30 days, with respect to any class of preferred stock of the issuer, give the title of the class and state the nature of the arrearage or delinquency. In the case of a default in the payment of dividends, state the amount and the total arrearage as of a recent date.

The issuer need not respond to this item with respect to any class of securities all of which is held by, or for the account of, the issuer or its totally held subsidiaries. Issuers need not repeat information that has been previously disclosed in a prior disclosure statement, although the issuer shall provide updates regarding previously reported defaults.

#### **Item 7 Other information.**

The issuer shall include here responses to any items that the issuer would be required include in a Current Update. See the Current Update section below regarding the information required to be in a Current Update.

#### **Item 8 Exhibits.**

The issuer shall either describe or attach any exhibits that are required under Items 18 and XIX of Section One, and which have not already been described or attached in any prior disclosure statement, except that the issuer must describe or attach any amendments to any previously described or attached exhibits.

#### **Item 9 Certifications.**



The issuer shall include current certifications, meeting the requirements contained in Item 21 of Section One, relating to the Quarterly Update.

### ***Annual Reporting Obligations***

In order to be considered as having adequate current information publicly available, issuers must also publish Annual Updates to their initial disclosure statements through the OTC Disclosure and News Service, no later than 90 days after the end of each fiscal year.

*Instruction relating to the preparation of Annual Updates:*

Issuers shall prepare a document that responds to each item and sub-item of Section One of the Guidelines and shall include in its response to a particular item (i) whether a particular item is not applicable or unavailable and (ii) the reason it is not applicable or unavailable. Each Annual Update must contain complete responses to all of the items required by Section One of these Guidelines, even if no changes have occurred since the last Annual Update.

Annual Updates should be published under the report name of “*Annual Report*” for the appropriate fiscal year end.

*Specific Note relating to Annual Updates:* The “*Instruction to Item 12*” contained in Section One of these Guidelines should not be followed with respect to Annual Updates; instead issuers should follow the instruction set forth below.

*Instructions to Item 12:* The fiscal year-end financial statements required by Item 12 may either be included in text of the Annual Update under the heading of Item 12 or attached at the end of the Annual Update. If attached at the end of the Annual Update, the disclosure under Item 12 must (i) state that the fiscal year-end financial statements are attached at the end of this Annual Update, (ii) contain a list describing the financial statements that are attached and (iii) contain a clear cross-reference to the specific location where the information requested by Item 12 can be found.

### ***Current Reporting Obligations***

***Important: The following is a description of events that may be material to the issuer and its securities and that shall be made publicly available by the issuer. Persons with knowledge of such events would be considered to be in possession of material nonpublic information and may not buy or***

***sell the issuer's securities until or unless such information is made public.***

If not included in the issuer's previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a press release within 4 business days following their occurrence, and posting such press release through the OTC Disclosure and News Service:

**1. Entry into a Material Definitive Agreement.**

(a) If the issuer has entered into a material definitive agreement not made in the ordinary course of business of the issuer, or into any amendment of such agreement that is material to the issuer, the issuer shall disclose the following information:

(1) the date on which the agreement was entered into or amended, the identity of the parties to the agreement or amendment and a brief description of any material relationship between the issuer or its affiliates and any of the parties, other than in respect of the material definitive agreement or amendment; and

(2) a brief description of the terms and conditions of the agreement or amendment that are material to the issuer.

(b) A "material definitive agreement" means an agreement that provides for obligations that are material to and enforceable against the issuer, or rights that are material to the issuer and enforceable by the issuer against one or more other parties to the agreement, in each case whether or not subject to conditions.

**2. Termination of a Material Definitive Agreement.**

(a) If a material definitive agreement which was not made in the ordinary course of business of the issuer and to which the issuer is a party is terminated otherwise than by expiration of the agreement on its stated termination date, or as a result of all parties completing their obligations under such agreement, and such termination of the agreement is material to the issuer, the issuer shall disclose the following information:

(1) the date of the termination of the material definitive agreement, the identity of the parties to the agreement and a brief description of any material relationship between the issuer or its affiliates and any of the parties other than in respect of the material definitive agreement;

(2) a brief description of the terms and conditions of the agreement that are material to the issuer;

(3) a brief description of the material circumstances surrounding the termination; and

(4) any material early termination penalties incurred by the issuer.

### **3. Completion of Acquisition or Disposition of Assets, Including but not Limited to Mergers.**

If the issuer or any of its majority-owned subsidiaries has completed the acquisition or disposition of a significant amount of assets, otherwise than in the ordinary course of business, the issuer shall disclose the following information:

(a) the date of completion of the transaction;

(b) a brief description of the assets involved;

(c) the identity of the person(s) from whom the assets were acquired or to whom they were sold and the nature of any material relationship, other than in respect of the transaction, between such person(s) and the issuer or any of its affiliates, or any director or officer of the issuer, or any associate of any such director or officer;

(d) the nature and amount of consideration given or received for the assets and, if any material relationship is disclosed pursuant to paragraph 3(c) above, the formula or principle followed in determining the amount of such consideration;

(e) if the transaction being reported is an acquisition and if any material relationship is disclosed pursuant to paragraph 3(c) above, the source(s) of the funds used; and

(f) if the issuer was a shell company, as that term is defined in paragraph 3 of Item 8.B of these Guidelines, immediately before the transaction, the information that would be required if the issuer were fulfilling its Initial Disclosure Obligations pursuant to Section One of these Guidelines, with such information reflecting the issuer and its securities upon consummation of the transaction.

The term “acquisition” includes every purchase, acquisition by lease, exchange, merger, consolidation, succession or other acquisition, except that the term does not include the construction or development of property by or for the issuer or its subsidiaries or the acquisition of materials for such purpose.

The term “disposition” includes every sale, disposition by lease, exchange, merger, consolidation, mortgage, assignment or hypothecation of assets, whether for the benefit of creditors or otherwise, abandonment, destruction, or other disposition.

#### **4. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of an Issuer.**

(a) If the issuer becomes obligated on a direct financial obligation that is material to the issuer, the issuer shall disclose the following information:

(1) the date on which the issuer becomes obligated on the direct financial obligation and a brief description of the transaction or agreement creating the obligation;

(2) the amount of the obligation, including the terms of its payment and, if applicable, a brief description of the material terms under which it may be accelerated or increased and the nature of any recourse provisions that would enable the issuer to recover from third parties; and

(3) a brief description of the other terms and conditions of the transaction or agreement that are material to the issuer.

(b) If the issuer becomes directly or contingently liable for an obligation that is material to the issuer arising out of an off-balance sheet arrangement, the issuer shall disclose the following information:

(1) the date on which the issuer becomes directly or contingently liable on the obligation and a brief description of the transaction or agreement creating the arrangement and obligation;

(2) a brief description of the nature and amount of the obligation of the issuer under the arrangement, including the material terms whereby it may become a direct obligation, if applicable, or may be accelerated or increased and the nature of any recourse provisions that would enable the issuer to recover from third parties;

(3) the maximum potential amount of future payments (undiscounted) that the issuer may be required to make, if different; and

(4) a brief description of the other terms and conditions of the obligation or arrangement that are material to the issuer.

**5. Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.**

(a) If a triggering event causing the increase or acceleration of a direct financial obligation of the issuer occurs and the consequences of the event are material to the issuer, the issuer shall disclose the following information:

(1) the date of the triggering event and a brief description of the agreement or transaction under which the direct financial obligation was created and is increased or accelerated;

(2) a brief description of the triggering event;

(3) the amount of the direct financial obligation, as increased if applicable, and the terms of payment or acceleration that apply; and

(4) any other material obligations of the issuer that may arise, increase, be accelerated or become direct financial obligations as a result of the triggering event or the increase or acceleration of the direct financial obligation.

(b) If a triggering event occurs causing an obligation of the issuer under an off-balance sheet arrangement to increase or be accelerated, or causing a contingent obligation of the issuer under an off-balance sheet arrangement to become a direct financial obligation of the issuer, and the consequences of the event are material to the issuer, the issuer shall disclose the following information:

(1) the date of the triggering event and a brief description of the off-balance sheet arrangement;

(2) a brief description of the triggering event;

(3) the nature and amount of the obligation, as increased if applicable, and the terms of payment or acceleration that apply; and

(4) any other material obligations of the issuer that may arise, increase, be accelerated or become direct financial obligations as a result of the triggering event or the increase or acceleration of the obligation under the off-balance sheet arrangement or its becoming a direct financial obligation of the issuer.

(c) A “triggering event” is an event, including an event of default, event of acceleration or similar event, as a result of which a direct financial obligation of the issuer or an obligation of the issuer arising under an off-balance sheet arrangement is increased or becomes accelerated or as a result of which a contingent obligation of the issuer arising out of an off-balance sheet arrangement becomes a direct financial obligation of the issuer.

## **6. Costs Associated with Exit or Disposal Activities.**

If the issuer's board of directors, a committee of the board of directors or the officer or officers of the issuer authorized to take such action if board action is not required, commits the issuer to an exit or disposal plan, or otherwise disposes of a long-lived asset or terminates employees under a plan of termination described in paragraph 8 of the Financial Accounting Standards Board's *Statement of Financial Accounting Standards No. 146*, “Accounting for

Costs Associated with Exit or Disposal Activities”, under which material charges will be incurred under generally accepted accounting principles applicable to the issuer, the issuer shall disclose the following information:

- (a) the date of the commitment to the course of action and a description of the course of action, including the facts and circumstances leading to the expected action and the expected completion date;
- (b) for each major type of cost associated with the course of action (for example, one-time termination benefits, contract termination costs and other associated costs), an estimate of the total amount or range of amounts expected to be incurred in connection with the action;
- (c) an estimate of the total amount or range of amounts expected to be incurred in connection with the action; and
- (d) the issuer's estimate of the amount or range of amounts of the charge that will result in future cash expenditures.

## **7. Material Impairments.**

If the issuer's board of directors, a committee of the board of directors or the officer or officers of the issuer authorized to take such action if board action is not required, concludes that a material charge for impairment to one or more of its assets, including, without limitation, impairments of securities or goodwill, is required under generally accepted accounting principles applicable to the issuer, the issuer shall disclose the following information:

- (a) the date of the conclusion that a material charge is required and a description of the impaired asset or assets and the facts and circumstances leading to the conclusion that the charge for impairment is required;
- (b) the issuer's estimate of the amount or range of amounts of the impairment charge; and

(c) the issuer's estimate of the amount or range of amounts of the impairment charge that will result in future cash expenditures.

## **8. Sales of Equity Securities.**

If the issuer sells equity securities in a transaction that has not been previously described in any prior disclosure statement, the issuer shall provide the information required by Item 17 of Section One of these Guidelines with respect to any such securities offering(s).

## **9. Material Modification to Rights of Security Holders.**

(a) If the constituent instruments defining the rights of the holders of any class of securities of the issuer have been materially modified, the issuer shall disclose the date of such modification and the title of the class of securities involved and briefly describe the general effect of such modification upon the rights of holders of such securities.

(b) If the rights evidenced by any class of securities have been materially limited or qualified by the issuance or modification of any other class of securities by the issuer, the issuer shall briefly disclose the date of such issuance or modification and the general effect of such issuance or modification of such other class of securities upon the rights of the holders of the registered securities.

## **10. Changes in Issuer's Certifying Accountant.**

(a) If an independent accountant who was previously engaged as the principal accountant to audit the issuer's financial statements, or an independent accountant upon whom the principal accountant expressed reliance in its report regarding a significant subsidiary, resigns (or indicates that it declines to stand for re-appointment after completion of the current audit) or is dismissed, the issuer shall state:

(1) Whether the former accountant resigned, declined to stand for re-election or was dismissed and the date of such resignation, refusal to stand for re-election or dismissal;



(2) Whether the accountant's report on the financial statements for either of the past two years contained an adverse opinion or disclaimer of opinion, or was modified as to uncertainty, audit scope, or accounting principles, and also describe the nature of each such adverse opinion, disclaimer of opinion or modification;

(3) Whether the decision to change accountants was recommended or approved by the board of directors or an audit or similar committee of the board of directors; and

(4) (A) Whether there were any disagreements with the former accountant, whether or not resolved, on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to the former accountant's satisfaction, would have caused it to make reference to the subject matter of the disagreement(s) in connection with its report; or

(B) if applicable, whether the former accountant advised the issuer that:

(1) Internal controls necessary to develop reliable financial statements did not exist;

(2) Information has come to the attention of the former accountant which made the accountant unwilling to rely on management's representations, or unwilling to be associated with the financial statements prepared by management; or

(3) The scope of the audit shall be expanded significantly, or information has come to the accountant's attention that the accountant has concluded will, or if further investigated may, materially impact the fairness or reliability of a previously issued audit report or the underlying financial statements, or the financial statements issued or to be issued covering the fiscal period(s) subsequent to the date of the most recent audited financial statements (including information that might preclude the issuance of an unqualified audit report), and the issue was not resolved to the accountant's satisfaction prior to its resignation or dismissal; and

(C) The subject matter of each such disagreement or event identified in response to paragraph (4)(A) above;

(D) Whether any committee of the board of directors, or the board of directors, discussed the subject matter of the disagreement with the former accountant; and

(E) Whether the issuer has authorized the former accountant to respond fully to the inquiries of the successor accountant concerning the subject matter of each of such disagreements or events and, if not, describe the nature of and reason for any limitation.

(b) If a new accountant has been engaged as either the principal accountant to audit the issuer's financial statements or as the auditor of a significant subsidiary and on whom the principal accountant is expected to express reliance in its report, the issuer shall identify the new accountant. If the conditions in paragraphs (b)(1) through (b)(3) below exist, the issuer shall describe the nature of the disagreement or event and the effect on the financial statements if the method of the former accountants had been followed (unless that method ceases to be generally accepted because of authoritative standards or interpretations issued after the disagreement or event):

(1) In connection with a change in accountants subject to paragraph (b) above, there was any disagreement or event as described in paragraph (a)(4)(A) above;

(2) During the fiscal year in which the change in accountants took place or during the later fiscal year, there have been any transactions or events similar to those involved in such disagreement or event; and

(3) Such transactions or events were material and were accounted for or disclosed in a manner different from that which the former accountants would have likely concluded was required.

## **11. Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.**

(a) If the issuer's board of directors, a committee of the board of directors or the officer or officers of the issuer authorized to take such action if board action is not required, concludes that any previously issued financial statements covering the last three fiscal years or interim periods since the end of the last fiscal year shall no longer be relied upon because of an error in such financial statements as addressed in Accounting Principles Board Opinion No. 20, as may be modified, supplemented or succeeded, the issuer shall disclose the following information:

(1) the date of the conclusion regarding the non-reliance and an identification of the financial statements and years or periods covered that shall no longer be relied upon;

(2) a brief description of the facts underlying the conclusion to the extent known to the issuer at the time of filing; and

(3) a statement of whether the audit committee, or the board of directors in the absence of an audit committee, or authorized officer or officers, discussed with the issuer's independent accountant the matters disclosed in the press release issued pursuant to this paragraph 11.

(b) If the issuer is advised by, or receives notice from, its independent accountant that disclosure shall be made or action shall be taken to prevent future reliance on a previously issued audit report or completed interim review related to previously issued financial statements, the issuer shall disclose the following information:

(1) the date on which the issuer was so advised or notified;

(2) identification of the financial statements that shall no longer be relied upon;

(3) a brief description of the information provided by the accountant; and

(4) a statement of whether the audit committee, or the board of directors in the absence of an audit committee, or authorized officer or officers, discussed with the independent accountant the matters disclosed in the press release issued pursuant to this paragraph 11.

## **12. Changes in Control of Issuer.**

(a) If, to the knowledge of the issuer's board of directors, a committee of the board of directors or authorized officer or officers of the issuer, a change in control of the issuer has occurred, the issuer shall furnish the following information:

- (1) the identity of the person(s) who acquired such control;
- (2) the date and a description of the transaction(s) which resulted in the change in control;
- (3) the basis of the control, including the percentage of voting securities of the issuer now beneficially owned directly or indirectly by the person(s) who acquired control;
- (4) the amount of the consideration used by such person(s);
- (5) the source(s) of funds used by such person(s); and
- (6) if the issuer was a shell company, as that term is defined in paragraph 3 of Item 8.B of these Guidelines, immediately before the change in control, the information that would be required if the issuer were fulfilling its Initial Disclosure Obligations pursuant to Section One of these Guidelines, with such information reflecting the issuer and its securities upon consummation of the change in control.

### **13. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

(a) If a director has resigned or refuses to stand for re-election to the board of directors since the date of the last annual meeting of shareholders because of a disagreement with the issuer, known to an executive officer of the issuer on any matter relating to the issuer's operations, policies or practices, or if a director has been removed for cause from the board of directors, the issuer shall disclose the following information:

- (1) the date of such resignation, refusal to stand for re-election or removal;

(2) any positions held by the director on any committee of the board of directors at the time of the director's resignation, refusal to stand for re-election or removal; and

(3) a brief description of the circumstances representing the disagreement that the issuer believes caused, in whole or in part, the director's resignation, refusal to stand for re-election or removal.

(b) If the issuer's principal executive officer, president, principal financial officer, principal accounting officer, principal operating officer or any person performing similar functions retires, resigns or is terminated from that position, or if a director retires, resigns, is removed, or refuses to stand for re-election (except in circumstances described in paragraph (a) above), the issuer shall disclose the fact that the event has occurred and the date of the event.

(c) If the issuer appoints a new principal executive officer, president, principal financial officer, principal accounting officer, principal operating officer or person performing similar functions, the issuer shall disclose the following information with respect to the newly appointed officer:

(1) the name and position of the newly appointed officer and the date of the appointment;

(2) the information described in Item 11 above; and

(3) a brief description of the material terms of any employment agreement between the issuer and that officer.

#### **14. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

(a) If an issuer amends (i) its articles of incorporation or in the event that the issuer is not a corporation, its certificate of organization, or (ii) its bylaws, the issuer shall disclose the following information:

(1) the effective date of the amendment; and

(2) a description of the provision adopted or changed by amendment and, if applicable, the previous provision.

(b) If the issuer decides to change its fiscal year, the issuer shall disclose the date of such decision and the date of the new fiscal year end.

**15. Amendments to the Issuer's Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

(a) The issuer shall briefly describe the date and nature of any amendment to a provision of the issuer's code of ethics that applies to the issuer's principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions.

(b) If the issuer has granted a waiver, including an implicit waiver, from a provision of the code of ethics to an officer or person described in paragraph 15(a) above, the issuer shall briefly describe the nature of the waiver, the name of the person to whom the waiver was granted, and the date of the waiver.