

## **OTC Pink Basic Disclosure Guidelines**

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

Therapy Cells, Inc - name effective from 05/20/2011

Diamond Information Institute, Inc

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

Company Headquarters

Address 1: 500 Hazelwood Road

Address 2: Venice

Address 3: Florida 34293

Phone: +44 1732 460224

Email: info@therapycells.com

Website(s): \_\_\_\_\_

IR Contact

Address 1: None

Address 2: \_\_\_\_\_

Address 3: \_\_\_\_\_

Phone: \_\_\_\_\_

Email: \_\_\_\_\_

Website(s): \_\_\_\_\_

### **3) Security Information**

Trading Symbol: TCEL

Exact title and class of securities outstanding: Common shares and Preferred shares

CUSIP: 88337C102

Par or Stated Value: Common shares par is \$0.0001 and Preferred shares par is \$0.0001

Total shares authorized: Common shares 2,900,000,000; Preferred shares 100,000,000 as of:

12/31/2014

Total shares outstanding: Common shares 1,733,804,145; Preferred shares 2,793,757 as of:

12/31/2014

Transfer Agent

Name: Action Stock Transfer Corp

Address 1: 2469 E Fort Union Blvd Suite 214

Address 2: Salt Lake City

Address 3: Utah 84121

Phone: 801-274-1011

Is the Transfer Agent registered under the Exchange Act?\* Yes: ☒ No: ☐

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

List any restrictions on the transfer of security:

None

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

None

#### 4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

All offerings over the last two years have been private and related to Preference Stock conversions, redemption of Convertible Loan notes or were issued for services supplied to the Company, under Section 3(a)(9) and Section 4(1) of the Securities Act of 1933, as amended, and Rule 144.

B. Any jurisdictions where the offering was registered or qualified;

None

C. The number of shares offered;

See Note D

D. The number of shares sold;

Date	Offered	Sold/Redeemed	Price	Paid	Description of transactions
01-Apr-13		89,597,359			Brought forward
20-Jun-13	2,000,000	2,000,000	\$0.001000	\$2,000	Redemption of \$2,000 of Convertible Notes
25-Jun-13	2,000,000	2,000,000	\$0.001000	\$2,000	Redemption of \$2,000 of Convertible Notes
09-Aug-13	2,200,000	2,200,000	\$0.001000	\$2,200	Redemption of \$2,200 of Convertible Notes
13-Aug-13	750,000	750,000	\$0.001000	\$750	Payment of \$750 for services
16-Aug-13	750,000	750,000	\$0.001000	\$750	Payment of \$750 for services
03-Sep-13	8,250,000	8,250,000	\$0.001000	\$8,250	Redemption of \$8,250 of Convertible Notes
10-Sep-13	5,000,000	5,000,000	\$0.001000	\$5,000	Redemption of \$5,000 of Convertible Notes
11-Feb-14	6,240,000	6,240,000	\$0.000100	\$624	Redemption of \$624 of Convertible Notes
14-Feb-14	6,563,800	6,563,800	\$0.000100	\$656	Redemption of \$656 of Convertible Notes
25-Feb-14	6,907,680	6,907,680	\$0.000100	\$691	Redemption of \$691 of Convertible Notes
05-Mar-14	7,260,000	7,260,000	\$0.000100	\$726	Redemption of \$726 of Convertible Notes
13-Mar-14	7,643,300	7,643,300	\$0.000100	\$764	Redemption of \$764 of Convertible Notes
20-Mar-14	8,043,450	8,043,450	\$0.000100	\$804	Redemption of \$804 of Convertible Notes
31-Mar-14	8,027,206	8,027,206	\$0.000100	\$803	Redemption of \$803 of Convertible Notes
01-Apr-14	8,043,450	8,043,450	\$0.000100	\$804	Redemption of \$804 of Convertible Notes
14-Apr-14	8,870,000	8,870,000	\$0.000100	\$887	Redemption of \$887 of Convertible Notes
18-Apr-14	9,333,900	9,333,900	\$0.000100	\$933	Redemption of \$933 of Convertible Notes
22-Apr-14	9,333,900	9,333,900	\$0.000100	\$933	Redemption of \$933 of Convertible Notes
22-Apr-14	10,000,000	10,000,000	\$0.000100	\$1,000	Redemption of \$1,000 of Convertible Notes
24-Apr-14	10,000,000	10,000,000	\$0.001000	\$10,000	Redemption of \$10,000 of Convertible Notes
06-May-14	10,000,000	10,000,000	\$0.000100	\$1,000	Redemption of \$1,000 of Convertible Notes
06-May-14	10,000,000	10,000,000	\$0.000100	\$1,000	Redemption of \$1,000 of Convertible Notes
06-May-14	10,000,000	10,000,000	\$0.000077	\$767	Redemption of \$767 of Convertible Notes
07-May-14	10,000,000	10,000,000	\$0.000100	\$1,000	Redemption of \$1,000 of Convertible Notes
08-May-14	9,400,000	9,400,000	\$0.000100	\$940	Redemption of \$940 of Convertible Notes
08-May-14	10,000,000	10,000,000	\$0.000100	\$1,000	Conversion of 10,000 Series E Preferred stock

09-May-14	10,800,000	10,800,000	\$0.000100	\$1,080	Redemption of \$1,080 of Convertible Notes
19-May-14	10,800,000	10,800,000	\$0.000100	\$1,080	Redemption of \$1,080 of Convertible Notes
21-May-14	11,370,450	11,370,450	\$0.000100	\$1,137	Redemption of \$1,137 of Convertible Notes
23-May-14	11,370,450	11,370,450	\$0.000100	\$1,137	Redemption of \$1,137 of Convertible Notes
28-May-14	10,000,000	10,000,000	\$0.000100	\$1,000	Redemption of \$1,000 of Convertible Notes
03-Jun-14	14,488,000	14,488,000	\$0.000100	\$1,449	Redemption of \$1,449 of Convertible Notes
03-Jun-14	14,500,000	14,500,000	\$0.000100	\$1,450	Redemption of \$1,450 of Convertible Notes
09-Jun-14	20,000,000	20,000,000	\$0.001000	\$20,000	Redemption of \$20,000 of Convertible Notes
10-Jun-14	18,800,000	18,800,000	\$0.000100	\$1,880	Redemption of \$1,880 of Convertible Notes
12-Jun-14	18,838,000	18,838,000	\$0.000100	\$1,884	Redemption of \$1,884 of Convertible Notes
18-Jun-14	19,800,000	19,800,000	\$0.000100	\$1,980	Redemption of \$1,980 of Convertible Notes
25-Jun-14	20,860,600	20,860,600	\$0.000100	\$2,086	Redemption of \$2,086 of Convertible Notes
26-Jun-14	21,900,000	21,900,000	\$0.000100	\$2,190	Redemption of \$2,190 of Convertible Notes
01-Jul-14	21,900,000	21,900,000	\$0.000100	\$2,190	Redemption of \$2,190 of Convertible Notes
03-Jul-14	24,033,000	24,033,000	\$0.000100	\$2,403	Redemption of \$2,403 of Convertible Notes
03-Jul-14	24,000,000	24,000,000	\$0.000100	\$2,400	Redemption of \$2,400 of Convertible Notes
09-Jul-14	25,235,600	25,235,600	\$0.000100	\$2,524	Redemption of \$2,524 of Convertible Notes
14-Jul-14	29,000,000	29,000,000	\$0.000100	\$2,900	Redemption of \$2,900 of Convertible Notes
15-Jul-14	29,000,000	29,000,000	\$0.000100	\$2,900	Redemption of \$2,900 of Convertible Notes
15-Jul-14	35,000,000	35,000,000	\$0.000100	\$3,500	Redemption of \$3,500 of Convertible Notes
18-Jul-14	32,000,000	32,000,000	\$0.000100	\$3,200	Redemption of \$3,200 of Convertible Notes
21-Jul-14	33,700,000	33,700,000	\$0.000100	\$3,370	Redemption of \$3,370 of Convertible Notes
22-Jul-14	34,000,000	34,000,000	\$0.000100	\$3,400	Redemption of \$3,400 of Convertible Notes
23-Jul-14	9,406,600	9,406,600	\$0.000100	\$941	Redemption of \$941 of Convertible Notes
29-Jul-14	37,300,000	37,300,000	\$0.000100	\$3,730	Redemption of \$3,730 of Convertible Notes
04-Aug-14	38,000,000	38,000,000	\$0.000100	\$3,800	Redemption of \$3,800 of Convertible Notes
11-Aug-14	41,580,000	41,580,000	\$0.000100	\$4,158	Redemption of \$4,158 of Convertible Notes
11-Aug-14	39,500,000	39,500,000	\$0.000100	\$3,950	Redemption of \$3,950 of Convertible Notes
18-Aug-14	42,000,000	42,000,000	\$0.000100	\$4,200	Redemption of \$4,200 of Convertible Notes
26-Aug-14	55,000,000	55,000,000	\$0.000100	\$5,500	Redemption of \$5,500 of Convertible Notes
29-Aug-14	51,000,000	51,000,000	\$0.000100	\$5,100	Redemption of \$5,100 of Convertible Notes
11-Sep-14	56,000,000	56,000,000	\$0.000100	\$5,600	Redemption of \$5,600 of Convertible Notes
29-Sep-14	47,497,400	47,497,400	\$0.000100	\$4,750	Redemption of \$4,750 of Convertible Notes
08-Dec-14	117,500,000	117,500,000	\$0.000100	\$11,750	Redemption of \$11,750 of Convertible Notes
08-Dec-14	62,000,000	62,000,000	\$0.000100	\$6,200	Redemption of \$6,200 of Convertible Notes
15-Dec-14	62,000,000	62,000,000	\$0.000100	\$6,200	Redemption of \$6,200 of Convertible Notes
15-Dec-14	64,750,000	64,750,000	\$0.000100	\$6,475	Redemption of \$6,475 of Convertible Notes
22-Dec-14	42,660,000	42,660,000	\$0.000100	\$4,266	Redemption of \$4,266 of Convertible Notes
12-Jan-15	39,000,000	39,000,000	\$0.000100	\$3,900	Redemption of \$3,900 of Convertible Notes
12-Jan-15	39,000,000	39,000,000	\$0.000100	\$3,900	Redemption of \$3,900 of Convertible Notes
14-Jan-15	40,000,000	40,000,000	\$0.000100	\$4,000	Redemption of \$4,000 of Convertible Notes
16-Jan-15	21,000,000	21,000,000	\$0.000100	\$2,100	Redemption of \$2,100 of Convertible Notes
09-Feb-15	61,000,000	61,000,000	\$0.000100	\$6,100	Redemption of \$6,100 of Convertible Notes
1,733,804,145					

Private offering stockholder information:

Date	Holding	Current %	Stockholder
25-Apr-13	500,000		Macca Holdings
	750,000		Greenwich Financial
20-Jun-13	2,000,000		Macca Holdings
25-Jun-13	2,000,000		iNet Holdings
09-Aug-13	1,000,000		Greenwich Financial
	1,200,000		Joseph Fragala
13-Aug-13	750,000		iNet Holdings
16-Aug-13	750,000		Macca Holdings LLC
03-Sep-13	8,250,000		iNet Holdings
10-Sep-13	5,000,000		Appinero LLC

11-Feb-14	6,240,000	Redwood Management
14-Feb-14	6,563,800	Redwood Management
25-Feb-14	6,907,680	Redwood Management
05-Mar-14	7,260,000	Redwood Management
13-Mar-14	7,643,300	Redwood Management
20-Mar-14	8,043,450	Redwood Management
31-Mar-14	8,027,206	Bou Trust
01-Apr-14	8,043,450	Redwood Management
14-Apr-14	8,870,000	Redwood Management
18-Apr-14	9,333,900	Bou Trust
22-Apr-14	9,333,900	Redwood Management
	10,000,000	Alpha Brilliant Limited
24-Apr-14	10,000,000	Gold Coast Capital Inc
06-May-14	10,000,000	Freeport Securities
	10,000,000	Theman Holdings Inc
	10,000,000	Windsong Investments LTD
07-May-14	10,000,000	Anchor Financial Inc
08-May-14	9,400,000	Redwood Management
	10,000,000	Standard Trade Inc
09-May-14	10,800,000	Bou Trust
19-May-14	10,800,000	Redwood Management
21-May-14	11,370,450	Bou Trust
23-May-14	11,370,450	Redwood Management
28-May-14	10,000,000	Gold Coast Capital Inc
03-Jun-14	14,488,000	Redwood Management
	14,500,000	Bou Trust
09-Jun-14	20,000,000	Nobilis Consulting
10-Jun-14	18,800,000	Redwood Management
12-Jun-14	18,838,000	Bou Trust
18-Jun-14	19,800,000	Redwood Management
25-Jun-14	20,860,600	Redwood Management
26-Jun-14	21,900,000	Bou Trust
01-Jul-14	21,900,000	Redwood Management
03-Jul-14	24,033,000	Redwood Management
	24,000,000	Bou Trust
09-Jul-14	25,235,600	Redwood Management
14-Jul-14	29,000,000	Bou Trust
15-Jul-14	29,000,000	Redwood Management
	35,000,000	Gold Coast Capital Inc
18-Jul-14	32,000,000	Redwood Management
21-Jul-14	33,700,000	Bou Trust
22-Jul-14	34,000,000	Redwood Management
23-Jul-14	9,406,600	Redwood Management
29-Jul-14	37,300,000	Bou Trust
04-Aug-14	38,000,000	Bou Trust
11-Aug-14	41,580,000	Redwood Management
	39,500,000	Bou Trust
18-Aug-14	42,000,000	Bou Trust
26-Aug-14	55,000,000	Nobilis Consulting
29-Aug-14	51,000,000	Bou Trust
11-Sep-14	56,000,000	Bou Trust
29-Sep-14	47,497,400	Bou Trust
08-Dec-14	117,500,000	Blackbridge Capital
08-Dec-14	62,000,000	RDW Capital
15-Dec-14	62,000,000	RDW Capital
15-Dec-14	64,750,000	Blackbridge Capital
22-Dec-14	42,660,000	RDW Capital
12-Jan-15	39,000,000	Bou Trust

12-Jan-15	39,000,000	RDW Capital
14-Jan-15	40,000,000	RDW Capital
16-Jan-15	21,000,000	RDW Capital
09-Feb-15	61,000,000	Bou Trust
	1,445,456,786	

Redwood Management LLC, BOU Trust, Alpha Brilliant, Anchor Financial, Freeport Securities, Tower Financial, Blackbridge Capital, RDW Capital and Windsong Investments all hold reserve options on Common Stock purchased through the redemption of Convertible Notes. As at March 31, 2015 their reserve accounts and stock draw-downs were as follows:

	Options	Converted	Balance
Alpha Brilliant	100,000,000	10,000,000	90,000,000
Anchor Financial	100,000,000	10,000,000	90,000,000
Blackbridge Capital	180,000,000	182,250,000	-
BOU Trust	550,000,000	550,000,000	-
Freeport Securities	100,000,000	10,000,000	90,000,000
Redwood Management	400,000,000	400,000,000	-
RDW Capital	266,660,000	266,660,000	-
Tower Financial	100,000,000	-	100,000,000
Windsong Investments	40,000,000	10,000,000	30,000,000
	1,836,660,000	1,438,910,000	400,000,000

All stockholdings relate to purchases and transfers registered with our Transfer Agents up to and including March 31, 2015.

Reserved and Available Stocks:

	March 31, 2015
Authorized Stocks	2,900,000,000
Issued and Outstanding:	
By Reserves	1,438,910,000
By Others	294,894,145
	1,733,804,145
	1,166,195,855
Balance available to Reserves	(400,000,000)
Available Stocks	766,195,855

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

See Note D

F. The trading status of the shares; and

All shares are fully tradeable and unencumbered

G. 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.

All shares were issued without restriction or legend

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 ten percent (10%) 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.

## 5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otcq.com in the field below.

### **Interim Report to March 31, 2015**

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

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

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

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

The Company's business operations consist of doing business in the cell repair and cell replacement for Equine stock only at present, but we are pursuing FDA approval for existing and modified products to be used for the repair of the Human Body. It is estimated that this process will take up to six months assuming a problem-free time-line and funds available to complete. Its products have been successfully utilised for the repair of horses tendons and have the added bonus of being patented worldwide, with an exclusive licence in the name of the Company for equine and human applications. In October 2013 we had to cease trialing the process due to lack of available and sustainable funds. The new initiative to generate investment into the company will allow us to recommence these trials and move towards selling the equine product on the open market. As a result, the Company is still in development and approval stage.

Whilst we have raised the previously estimated \$2million required to obtain US Food and Drug Administration approval of the patented process for humans and to make the product available to our targeted markets our due diligence has been successfully completed and contracts now signed subject only to the remittance and clearance of funds. The new loan investment in the Company will allow trials to recommence. The delay in receiving the new funding, due to circumstances beyond our control or influence, has prevented us from pursuing the FDA approval, appointing our preferred investor relations and public relations consultants and commissioning the new website.

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

05/20/2011 domiciled to the State of Wyoming

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

Primary SIC Code: 5094; Secondary SIC Code: None

D. the issuer's fiscal year end date;

31<sup>st</sup> December

E. principal products or services, and their markets;

The Company's principal product relates to existing patent licences held for cell repair and cell replacement of Equine stock. The main markets for the current product are working and sporting horse stock.

## **7) Describe 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.

None

## **8) Officers, Directors, and 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. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Susan Glover - Director

John Meredith - President, CEO, CFO/Treasurer

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. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

No individual or corporate body controls more than 10% of the Company's equity

## 9) Third Party Providers

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

### Legal Counsel

Name: Lorin A Rosen

Firm: LARLaw Group PC

Address 1: 6 Butler Court, Centereach

Address 2: New York 11720

Phone: 877-570-2620

Email: \_\_\_\_\_

### Accountant or Auditor

Name: None

Firm: \_\_\_\_\_

Address 1: \_\_\_\_\_

Address 2: \_\_\_\_\_

Phone: \_\_\_\_\_

Email: \_\_\_\_\_

### Investor Relations Consultant

Name: None

Firm: \_\_\_\_\_

Address 1: \_\_\_\_\_

Address 2: \_\_\_\_\_

Phone: \_\_\_\_\_

Email: \_\_\_\_\_

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

Name: None

Firm: \_\_\_\_\_



Address 1: \_\_\_\_\_  
Address 2: \_\_\_\_\_  
Phone: \_\_\_\_\_  
Email: \_\_\_\_\_

## 10) Issuer Certification

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

The certifications shall follow the format below:

I, Susan Glover certify that:

1. I have reviewed this Interim Report OTC disclosure statement for the three months ending March 31, 2015, of Therapy Cells, Inc;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

May 21, 2015 [Date]

/s/Susan Glover [Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Director  
[Title]

I, John Meredith certify that:

1. I have reviewed this Interim Report OTC disclosure statement for the three months ending March 31, 2015, of Therapy Cells, Inc;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

May 21, 2015 [Date]

/s/John Meredith [Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Director  
[Title]