

# ***Company Information and Disclosure Statement***

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

**Period Ending 12/31/2011**



**UNION EQUITY INC.**

uniting customers with solutions

**Union Equity, Inc.**

**OTCPK: UNQT**

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## Section One: Issuers' Initial Disclosure Obligations

### Part A General Company Information

#### **Item I 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.*

Exact Company Name: Union Equity, Inc. (hereinafter referred to as "Union Equity", "we", "us", or "our" or "the Issuer" or the "Company").

Name used by predecessor entities in the past five years: None

#### **Item II 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.*

Address: 301 E Pine Street Suite 750, Orlando, FL 32801

Phone: 407-650-9140

Fax: 407-650-9079

Website: [www.unionequityinc.com](http://www.unionequityinc.com)

Investor Relations:

#### **Item III 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 the state of Nevada under the name Class-ique Talent Agency, Inc. on March 24, 1997. Effective as of October 24, 2001, the Company acquired all of the outstanding shares of PhaserTek, Inc., a Delaware corporation incorporated on May 27, 1997. In connection with the acquisition of PhaserTek, the Company changed its name to PhaserTek Medical, Inc. on January 9, 2002. On November 15, 2004, the Company changed its name to Union Equity, Inc. On December 3, 2004, the Company reincorporated in Delaware.

### Part B Share Structure

#### **Item IV 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.*

Common Stock

CUSIP Number: 906587209

Trading Symbol: UNQT

Series A Preferred Stock

#### **Item V 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.*

The company is authorized to issue 900,000,000 shares of common stock, at \$.0000001 par value, and 50,000,000 shares of preferred stock, at \$.0000001 par value.

**B. Common or Preferred Stock.**

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

The holders of common stock are entitled to one vote per share on all matters submitted to a vote of shareholders. The holders of common stock are entitled to any dividends that may be declared by the Board out of funds legally available for payment of dividends subject to the prior rights of holders of preferred stock and any contractual restrictions the Company may have against the payment of dividends on common stock. Holders of common stock have no preemptive rights and have no right to convert their common stock into any other securities.

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

The Company has issued 300,000 shares of Series A Preferred Stock (the "Series A"). The Series A have liquidation rights, which are same as the holders of the Company's common stock. The Series A holders vote together with the holders of common stock and not as separate classes and vote on an as-converted basis. So long as 10% of the shares of Series A initially issued are outstanding, the vote of the holders of a majority of the Series A Preferred shall at all times constitute 51% of all votes of the holders of the shares of common stock entitled to vote thereon and the vote of the holders of a majority of the Series A Preferred shall have the power to approve, ratify, or decline any actions taken by the holders of the common stock.

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

So long as 10% of the shares of Series A initially issued are outstanding, the holders of the Series A, voting as a separate class, shall be entitled to elect a majority of the directors of the Company. The holders of Common Stock and Series A, voting together as a single class, shall be entitled to elect the remaining directors of the Company, subject to the rights of any other holders of preferred stock.

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

The Board has the authority to establish and designate a series, and to fix the number of shares included in such series and the variations in the relative rights, preferences and limitations in the series. The issuance of preferred stock may have the effect of delaying, deferring or preventing a change in control of the Company without further action by shareholders and could adversely affect the rights and powers, including voting rights, of the holders of common stock. In certain circumstances, the issuance of preferred stock could depress the market price of the common stock.

**Item VI 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.***

**Common Stock**

	Most Recent Fiscal Quarter	Last Fiscal Year	Previous to Last Fiscal Year
(i) Period end date;	12/31/11	12/31/10	12/31/09
(ii) Number of shares	900,000,000	900,000,000	10,000,000,000



authorized;			
(iii) Number of shares outstanding;	1,886,502 (1)	1,511,502 (1)	7,207,429,300
(iv) Freely tradable shares (public float);	637,369	487,369	4,873,241,300
(v) Total number of beneficial shareholders; and	At least 74. The Issuer does not have this information available	At least 72. The Issuer does not have this information available	At least 72. The Issuer does not have this information available
(vi) Total number of shareholders of record.	74	74	72

- (1) On September 7<sup>th</sup>, 2010, the Board of Directors and majority of the shareholders of Union Equity, Inc. approved a Recapitalization Plan which included a 10,000 for 1 reverse stock split. The reverse stock split became effective by FINRA on September 22<sup>nd</sup>, 2010. Previous period share amounts represent pre-split shares.

### **Preferred Stock**

	Most Recent Fiscal Quarter	Last Fiscal Year	Previous to Last Fiscal Year
(i) Period end date;	12/31/11	12/31/10	12/31/09
(ii) Number of shares authorized;	50,000,000	50,000,000	200,000,000
(iii) Number of shares outstanding;	300,000 (1)	300,000	5,000,000
(iv) Total number of shareholders of record.	1	1	1

- (1) The Series A Preferred Shares' conversion feature has changed. Currently, the vote of the holders of a majority of the Series A Preferred shall at all times constitute 51% of all votes of the holders of the shares of Common Stock entitled to vote thereon and the vote of the holders of a majority of the Series A Preferred shall have the power to approve, ratify or decline any actions to be taken by the holders of the Common Stock

## **Part C Business Information**

### **Item VII 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.*

Name: Justeene Blankenship Action Stock Transfer Corp.

Address: 2469 E. Fort Union Blvd, Ste 214  
Salt Lake City, UT 84121  
Phone: (801) 272-1088  
Registered Under Exchange Act: Yes  
Regulatory Authority: Securities and Exchange Commission (SEC)

**Item VIII 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.);**

Corporation.

- 2. the year that the issuer (or any predecessor) was organized;**

The Company was incorporated in Nevada on March 24, 1997 and reincorporated in Delaware on November 15, 2004.

- 3. the issuer's fiscal year end date;**

December 31

- 4. whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding;**

The Company has not been in bankruptcy, receivership or any similar proceeding, to the best of current management's knowledge.

- 5. any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets;**

On May 21, 2010, Union Equity entered into a Stock Purchase Agreement (the "Agreement") with CML III Funding, Inc. ("CML") whereby the Company sold 10,000,000,000 pre-split shares of the Company's common stock in exchange for \$100,000. As part of the Agreement, all of the directors of the Company resigned and appointed the designees of CML. In connection with the Agreement, Union Equity redeemed 100% of the Company's common stock and Series B preferred stock held by Century Capital Partners, LLC. Century Capital owned 2,093,000,000 pre-split shares of common stock and 5,000,000 shares of Series B preferred stock. In consideration for the stock, the Company paid \$100,000, plus 100% ownership of Union Equity's two subsidiaries, Velocity Media, Inc. and Home Sales 24/7, Inc. and any and all assets of such subsidiaries as of the date of closing.

On May 21, 2010, Union Equity acquired RDJ Financial Services, Inc. n/k/a Union Equipment Leasing, Inc. ("Union Equipment") in exchange for 300,000 shares of Series A Convertible Preferred Stock.

CML was controlled by director, Mr. Charles Lance until he contributed all ownership as transferor in CML to the Martha D. Lance Irrevocable Marital Trust on August 11<sup>th</sup>, 2010. CML owns all 300,000 shares of Series A Preferred Stock and 7,850,000,000 pre-split shares of common stock. In addition,

Mr. Lance contributed 105,598,000 pre-split, after the reverse split done on September 7, 2010, 10,560, shares of common stock to the Martha D. Lance Irrevocable Marital Trust.

**6. any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments;**

To the best of management's knowledge, the company has not been declared in default of any notes, loans, or leases.

**7. any change of control;**

The Agreement, as described in Section 5 above, resulted in a change of control of the Company. Also, CML was controlled by director, Mr. Charles Lance until he contributed all ownership as transferor in CML to the Martha D. Lance Irrevocable Marital Trust on August 11<sup>th</sup>, 2010. CML owns all 300,000 shares of Series A Preferred Stock and 7,850,000,000 pre-split shares of common stock. In addition, Mr. Lance contributed 105,598,000 pre-split, after the reverse split done on September 7, 2010, 10,560 shares of common stock to the Martha D. Lance Irrevocable Marital Trust.

**8. any increase of 10% or more of the same class of outstanding equity securities;**

The issuance of shares of common stock under the Agreement and the issuance of the Series A were issuances of greater than 10% of the same class of the Company's outstanding equity securities.

**9. any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;**

The Repurchase Agreement, as described in Section 5 above, spun-off the Company's subsidiaries, Velocity Media, Inc. and Home Sales 24/7, Inc.

The Company has entered into a non-binding letter of intent to purchase all of the assets of Exodus Truck Systems, Inc. ("Exodus").

On June 7, 2011, Union Equity's current management decided not to move forward with previous management's proposed acquisition of all of the assets of Exodus Truck Systems, Inc. ("Exodus") because current management is focusing on a new strategy for 2011.

On September 7<sup>th</sup>, 2010, the Board of Directors and a majority of the shareholders of Union Equity, Inc. approved a Recapitalization Plan which included a 10,000 for 1 reverse stock split. The reverse stock split became effective by FINRA on September 22<sup>nd</sup>, 2010.

On January 5<sup>th</sup>, 2012, the Board of Directors of the Company approved the amendment of the Certificate of Incorporation in Article 4 to increase the authorized shares as follows: Common Stock authorized shares 5,000,000,000, Series B Preferred Class Stock authorized shares 90,000,000, and Series A Preferred Class Stock authorized shares 50,000,000

**10. any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board; and**

To the best of the Company's knowledge, it has never been delisted from any securities exchange or the Bulletin Board.

**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.**

None to the best of current management's knowledge.

**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;**

Primary Code: 7513 - Truck rental and leasing, no drivers

**2. if the issuer has never conducted operations, is in the development stage, or is currently conducting operations;**

The Company is currently conducting operations.

**3. whether the issuer is or has at any time been a "shell company"**

Has never been a shell company to the best of current management's knowledge.

**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.**

Easy Semi Truck Leasing America, LLC("ESA") and Union Equipment Leasing, Inc.("UEL"), both subsidiaries of Union Equity, Inc., are commercial truck leasing businesses engaged in leasing class 8 commercial trucks to owner operators located around the contiguous 48 states. Many owner operators drive on a for hire basis for Fortune 500 companies, while others have their own authority to haul freight throughout the United States.

American Truck Leasing and Management, Inc.("ATLM") is a Union Equity's wholly subsidiary specialized in management services to leasing companies. Beginning June 1<sup>st</sup>, 2011, ATLM entered into agreements with leasing companies to negotiate leases and serve as collection agent for those companies.

All three subsidiaries will be included in our financial statements. As required by the Securities and Exchange Commission's (the "SEC") reverse acquisition accounting rules, the financial statements of all three Companies are the financial statements of Union Equity.

**5. the effect of existing or probable governmental regulations on the business;**

If the United States passes an energy bill, which contains a carbon tax or increased taxes on diesel fuel, the cost could adversely affect the trucking industry, which in turn would likely harm us. Also if there are restrictions on emissions of so-called greenhouse gases, we could be similarly affected.

**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;**

None

**7. costs and effects of compliance with environmental laws (federal, state and local); and**

None

**8. the number of total employees and number of full-time employees.**

Number Total Employees: 11

Number of Full-time Employees: 11

**Item IX 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;**

Easy Semi Truck Leasing America, LLC ("ESA") and Union Equipment Leasing, Inc. ("UEL") are commercial truck leasing business engaged in leasing class 8 commercial trucks to owner operators located around the contiguous 48 states. Many owner operators drive on a for hire basis for Fortune 500 companies, while others have their own authority to haul freight throughout the United States. Union Equity's strategy has been to target both groups of owner operators through an aggressive marketing program and complete "one stop shop" solution for the owner operator. Through their unique business model, Union Equity, through its subsidiaries, is able to provide owner operators with a leased truck regardless of their credit history. Owner operators need only to have a valid commercial driver's license, acceptable insurance, proof of a shipper's intent to hire, and a willingness to work.

**B. distribution methods of the products or services;**

Trucks are delivered directly to the lessees, and they have the opportunity to carefully inspect and test their equipment prior to taking possession.

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

While there are no immediate plans to announce additional products or services, management is constantly exploring complimentary products and services to diversify and grow the current planned revenue stream.

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

Being in a niche business, direct competition consists of smaller, regional, players. The barriers to enter the commercial truck leasing industry are high; the high barriers are a result of factors including, but not limited to: high capital requirements to purchase equipment, management of the business model, lack of available credit, knowledge of the over the road trucking business, facilities cost, and ongoing repair costs. The depth and breadth of the national financial meltdown and subsequent recession caused some competitors to go out of business or contract their business. Larger, indirect competitors, we less affected due to their available of capital in the public markets. With a continued tightening credit market, we anticipate the demand for non-traditional equipment acquisition financing to increase. Couple a tight credit environment with an eventual economic recovery; we anticipate increased demand for our products in the near term. Once positioned to raise capital outside of the credit markets, we anticipate the business will be well positioned to increase market share from the smaller direct competitors, and potentially attract higher credit quality from the traditional providers of equipment funding and their reluctance to extend credit.

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

Not applicable.

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

Customers typically consist of over the road, long haul, independent owner operators, but for the American Truck Leasing and Management, Inc., a Union Equity's subsidiary, there is dependence on single customers.

**G. patents, trademarks, licenses, franchises, concessions,**

Besides a unique business model, there is no reliance on any of the above.

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

Not applicable.



**Item X 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.*

On May 10, 2011, Union Equipment Leasing, Inc., a Union Equity's subsidiary signed a lease agreement with HIV-KC Orlando, LLC with terms of 39 months, for its main office in Down Town Orlando. The lease expires on August 31, 2014. The average future monthly rental under the operation leases is \$5640.00

**Part D Management Structure and Financial Information**

**Item XI 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.

Joam St Jean, Chief Financial Officer

Business address: 301 E Pine Street. suite 750, Orlando, FL 32801

Employment history / Board Memberships & other affiliations:

Joam St Jean was a Sr. Accountant with Exodus from June 2006 through May 2011 and has been CFO of Union Equity since April 2011. Prior to coming to work with Union Equity and Exodus, Mr. St Jean worked for different CPA and accounting firms in Florida. Much of Mr. St Jean's responsibilities included strong bank reconciliation, journal entries, G/L accounts analysis, presentation of financial statements in accordance with GAAP, financial statements analysis. Prior to work for different CPA and accounting firms in Florida, Mr. St Jean worked for Accountemps/Robert Half International in 2006.

Compensation by the issuer: While Mr. Joam has no current compensation agreement; he intends to seek a formal compensation package. At this time, his compensation from the company is approximately \$70,000 per annum.

Number, Class & Percentage of Outstanding Shares of the Issuers Securities Beneficially Owned:  
No shares of Common Stock directly owned.

Charles Lance, Director

Business address: 301 E Pine Street. suite 750, Orlando, FL 32801

Employment history / Board Memberships & other affiliations:

Charles Lance has been a director of the Company since May 21, 2010 and involved in the day-to-day management of Union Equity since May 21, 2010 and of RDJ Financial Services, Inc. since August 2009. He has been CEO of American Equipment Leasing & Finance, Inc. since June 1999 and Exodus since 2004. In 2004, American Equipment Leasing & Finance, Inc. was acquired by Exodus, where Mr. Lance served as the CEO.

Compensation by the issuer: While Mr. Lance is receiving no current compensation, he intends to seek a compensation package in the future when funds are available.

Number, Class & Percentage of Outstanding Shares of the Issuers Securities Beneficially Owned:  
105,598,000, pre-split, after the reverse split done on September 7, 2010, 10,560, Common Stock directly owned by Mr. Charles Lance. The amount beneficially owned includes shares of common stock that were contributed by Mr. Charles R. Lance, director of Union Equity, Inc., to the Martha D. Lance Irrevocable Marital Trust. On August 11<sup>th</sup>, 2010, Mr. Lance contributed 105,598,000 pre-split, after the reverse split done on September 7, 2010, 10,560, shares of common stock to the Martha D. Lance Irrevocable Marital Trust. Although a stock transfer power has been executed, as of December 31<sup>st</sup>, 2010, those shares have not yet been placed in the name of the Martha D. Lance Irrevocable Marital Trust. Mr. Lance's wife owns 18,180 shares, as to which he may be deemed a beneficial owner. Mr. Lance disclaims beneficial ownership of these securities and this disclosure shall not be deemed an admission that he is the beneficial owner of the securities held by his wife. With Mrs. Lance's shares included, the total percentage of outstanding shares of Common stock controlled increases to 8%.

CML was controlled by director, Mr. Charles Lance until he contributed all ownership as transferor in CML to the Martha D. Lance Irrevocable Marital Trust on August 11<sup>th</sup>, 2010. CML owns all 300,000 shares of Series A Preferred Stock.

On December 29, 2011, Charles R. Lance, Director and CEO of Union Equity filed Chapter 7 in the Middle District of Florida.

Martha Lance, Director

Business address: 301 E Pine Street. suite 750, Orlando, FL 32801

Employment history / Board Memberships & other affiliations:

Mrs. Lance has been a director of the Company since May 21, 2010. She has been a director of American Equipment Leasing, & Finance, Inc. since June 1999. She has also been a director of Exodus since 2004.

Compensation by the issuer: While Mrs. Lance is receiving no current compensation, she intends to seek a compensation package in the future when funds are available.

Number, Class & Percentage of Outstanding Shares of the Issuers Securities Beneficially Owned:  
Mrs. Lance directly owns 18,180 shares of Common Stock, which is less than 5% of the outstanding shares; however, Mrs. Lance's husband directly owns 105,598,000, after the reverse split done on September 7, 2010, 10,560 shares. She may be deemed the beneficial owner of the

shares owned by her husband directly and indirectly. In total the Lances beneficially own 8% of the Common Stock outstanding.

**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 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.

Randy Lance and Martha Lance are married and both are directors of Union Equity.

**C. 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 \$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. 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;

Spin-Off and payment of \$100,00 to a company controlled by Michael Anthony, the Company's former President, Secretary, Chief Financial Officer and sole director of the Company in connection with the Agreement and Repurchase Agreement.

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

Mr. Anthony, directly or indirectly, received all of the cash to the knowledge of the current directors and management.

**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 C 3 above.

**4. The approximate dollar value of the related person's interest in the transaction; and**  
See C 3 above.

**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.**

In addition to the above related party transactions by the Issuer, we will describe below related party transactions by Union Equipment that occurred prior to the execution of the share exchange on May 21st, 2010. Prior to May 21<sup>st</sup>, 2010, Union Equipment was not a related party to Union Equity.

RDJ Financial Services, Inc. has been used as a central collection and disbursing agent on behalf of Exodus and affiliates prior to May 21<sup>st</sup>, 2010.

Union Equipment, Union Equity's wholly owned subsidiary, subleased office space from Exodus Trucks System, Inc., which closed operations as of May 13, 2011 and voided its lease. Mr. Lance is currently a director of Union Equity, Inc.

American Equipment Leasing & Finance, Inc. borrowed approximately \$201,920 from Union Equipment during the period through December 31, 2010, but as of December 31, 2011 the balance is \$0. American Equipment Leasing & Finance, Inc. ceased operations and closed as of May 13, 2011, the receivable was uncollectible and written off.

American Truck Leasing, LLC1 ("ATL1"), an entity managed by Mr. Charles Lance, but not owned by Mr. Charles Lance, a director of the Union Equity, Inc., owed approximately \$0 on a consolidated basis to the Company at December 31, 2010, and owed \$22,455 at December 31, 2011.

As the result of amount owed by Easy Semi Truck Leasing America, Inc. ("ESA"), a subsidiary of Union Equity, Inc. to American Truck Leasing, LLC1 ("ATL1") for trucks purchases. The receivable from American Truck Leasing, LLC1 ("ATL1") , being primarily for revenues received by ATL1 for Union Equipment Leasing, Inc., a Union Equity's wholly owned subsidiary, is offset by the liability because of the trucks purchases.

Truck Trick Sales and Leasing, LLC ("TTSL"), an entity formerly managed by Mr. Lance, but not owned by Mr. Charles Lance, owed approximately \$16,777 on a consolidated basis to the Company as of December 31, 2010 and the balance is \$0 as of December 31, 2011 as the result of an agreement between TTSL and AEL to offset the receivable by the payable. And, as a result of that agreement, 75,000 shares were issued to TTSL.

On May 21, 2010, Union Equity entered into a Stock Purchase Agreement (the "Agreement") with CML III Funding, Inc. ("CML") whereby the Company sold 10,000,000,000 pre-split shares of the Company's common stock in exchange for \$100,000. In conjunction with this transaction, RDJ Financial Services, Inc. n/k/a Union Equipment Leasing, Inc. ("Union Equipment") paid the

\$100,000 to Union Equity, Inc. on behalf of CML. As of December 31, 2011 and December 31, 2010, the receivable from CML was reclassified as dividends. The dividends will be reclassified.

On May 21, 2010, Union Equity acquired RDJ Financial Services, Inc. n/k/a Union Equipment Leasing, Inc. ("Union Equipment") from CML in exchange for 300,000 shares of Series A Convertible Preferred Stock.

**Instruction to paragraph D of Item XI:**

***1. For the purposes of paragraph D of this Item XI, 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 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 XI, 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***

***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 XI 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 XI 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.**

**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.**

In addition to the information disclosed under D above, Mr. Charles Lance, a director of Union Equity and he is the manager of American Truck Leasing, LLC. Currently, all trucks owned by the Easy Semi Truck Leasing America, LLC, a Union Equity's subsidiary were purchased at fair market value from American Truck Leasing, LLC, a

south Carolina limited liability company. The determination of fair market value is based upon an industry guidebook.

#### **Item XII Financial information for the issuer's most recent fiscal period**

The following Unaudited Financial Statements of the Company have been posted to Pink Sheets for the Quarter ending 12/31/2011. Under the SEC's reverse acquisition accounting rules, the only financial statements are those of Union Equipment since inception which are presented as those of the Company.

1. balance sheet;
2. statement of income;
3. statement of cash flows;
4. statement of changes in stockholders' equity; and
5. financial notes;

#### **Item XIII 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 XII above for the issuer's two preceding fiscal years. Instruction to Item XIII: The issuer shall either (i) attach the financial statements required by this Item XIII 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 can be found in the incorporated documents.*

The following Unaudited Financial Statements have been previously posted to Pink Sheets for the year ended 12/31/2010. Under the SEC's reverse acquisition accounting rules, the only financial statements are those of Union Equipment since inception which are presented as those of the Company.

1. balance sheet;
2. statement of income;
3. statement of cash flows;
4. statement of changes in stockholders' equity; and
5. financial notes;

All interim and annual financial statements are incorporated by reference and can be found at [www.otcm Markets.com](http://www.otcm Markets.com).

#### **Item XIV 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.*

Name & Address	Number of Beneficially Shares Owned	Percentage Beneficially Owned
Martha D. Lance Irrevocable Marital Trust (2) Shareholder 1758 SE 7 <sup>th</sup> St. Ocala, FL 34471	785,001 shares of common stock (1)  300,000 shares of Series A Preferred (3)	41.6% of the shares of common stock  100% of the preferred stock outstanding
Roger A. Egan, Jr.	100,000 shares of common stock	5.3% of the shares of common

Shareholder 9128 Summer Club Road Charlotte, NC 28277		stock
American Truck Leasing, LLC1 Shareholder 154 N. Anderson Road Rock Hill, SC 29730	150,000 shares of common stock	8% of the shares of common stock

- (1) The amount beneficially owned includes shares of common stock that were contributed by Mr. Charles R. Lance, director of Union Equity, Inc., to the Martha D. Lance Irrevocable Marital Trust. On August 11<sup>th</sup>, 2010, Mr. Lance contributed 105,598,000 pre-split, and after the reverse split done in September 7, 2010 10,560, shares of common stock to the Martha D. Lance Irrevocable Marital Trust. Although a stock transfer power has been executed, as of December 31<sup>st</sup>, 2010, those shares have not yet been placed in the name of the Martha D. Lance Irrevocable Marital Trust.
- (2) In addition to the 105,598,000 pre-split, and after the reverse split done in September 7, 2010, 10,560, shares of common stock contributed, on August 11<sup>th</sup>, 2010, Mr. Lance contributed all ownership in as transferor CML III Funding, Inc. to the Martha D. Lance Irrevocable Marital Trust. CML III Funding, Inc. owns all 300,000 shares of Series A Preferred Stock and 785,001 shares of common stock.
- (3) The Series A Preferred Shares' conversion feature has changed. Currently, the vote of the holders of a majority of the Series A Preferred shall at all times constitute 51% of all votes of the holders of the shares of Common Stock entitled to vote thereon and the vote of the holders of a majority of the Series A Preferred shall have the power to approve, ratify or decline any actions to be taken by the holders of the Common Stock
- (4) The total common shares listed for Mr. Lance includes the 105,598,000 pre-split, and after the reverse split done in September 7, 2010, 10,560, shares of common stock contributed to the Martha D. Lance Irrevocable Marital Trust that have not yet been placed in the name of the trust. Mr. Lance's total common shares do not include the 18,180 shares of common stock held by Mrs. Martha Lance, wife of Charles Lance and also a director of Union Equity, Inc. If Mrs. Lance's shares are included in Mr. Lance's total, the percentage beneficially owned increases to 8%.

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

**1. Investment Banker**

Name:  
Address:  
Phone:  
Email:

**2. Promoters**

Name:  
Address:  
Phone:  
Email:

**3. Counsel**

Name: Law Office of Jilian Ivey Sidotti.  
Address: 38730 Sky Canyon Drive, Murrieta, CA 92563  
Phone: 323-799-1342

Email:

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.

Name:  
Address:  
Phone:  
Email:

**5. Public Relations Consultant(s)**

Name:  
Address:  
Phone:  
Email

**6. Investor Relations Consultant**

Name:  
Address:  
  
Phone:  
Email:

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.

Name:  
Address:  
Phone:  
Email:

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

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

Easy Semi Truck Leasing America, LLC and Union Equipment Leasing, Inc. are commercial truck leasing businesses engaged in leasing class 8 commercial trucks to owner operators located around the contiguous 48 states. Many owner operators drive on a for hire basis for Fortune 500 companies, while others have their own authority to haul freight throughout the United States. Easy Semi's strategy has been to target both groups of owner operators through an aggressive marketing program and complete "one stop shop" solution for the owner operator. Through their unique business model, Easy Semi Truck Leasing America is able to provide owner operators with a leased truck regardless of their credit history. Owner operators need only to have a valid commercial driver's license, acceptable insurance, proof of a shipper's intent to hire, and a willingness to work.

Easy Semi Truck Leasing America, LLC and Union Equipment Leasing, Inc. generate substantially all of its revenue through the leasing of commercial class 8 trucks. The two main expenses in the financials include depreciation expense and payroll expense.

After seeing the success of Easy Semi Truck Leasing America, LLC., Union Equity, Inc. has decided to slowly close operations of Union Equipment Leasing, Inc. by January 1, 2012 and fully concentrate all of its efforts into Easy Semi Truck Leasing America, LLC, which is generating a substantial amount of revenues.

It is anticipated that the Company will generate cash flow from internal operations and will gain external cash flow through its capital raising efforts. The only known trends, events or uncertainties that have or are reasonably likely to have a material impact on the short-term or long term liquidity would be a result of any interruption in the current economic recovery could adversely impact consumer demand for goods and the transportation industry. The subsequent impact on the transportation industry could decrease demand for trucks. We anticipate that a tightening credit market and slow, albeit sustained economic recovery, should help fuel demand for our products. The other potential event would include a potential disaster that could interrupt the flow of fuel, or a sudden unforeseen spike in fuel prices.

On June 22, 2011 Union Equity announced that the Company signed a lease for its new offices located at 301 East Pine Street in beautiful Downtown Orlando. The newly upgraded and expanded space includes executive suites, an accounting department, investor relations center and employee offices. The new office space also provides access to a dedicated customer support/sales center and office space for its wholly owned subsidiaries Easy Semi Truck Leasing America LLC, Union Equity Investments, Inc. and American Truck Leasing and Management, Inc.

Union Equity's new wholly owned subsidiary, Easy Semi Truck Leasing America LLC, is a commercial truck leasing business engaged in leasing class 8 commercial trucks to owner operators throughout the nation.

Union Equity announced on July 12, 2011 that it retained Investor Development Group as its Investor Relations firm, to raise public awareness for the Company and to promote the Company to brokers and investors across the nation. The agreement expired on 9/6/2011 and Union Equity, Inc. no longer uses any of Investor Development Group's services.

On June 28, 2011 Easy Semi Truck Leasing America, LLC entered into a transaction whereby the Company acquired 10 Trucks, in exchange for \$175,369 dollars, which was paid to Seller as follows: \$175,369 worth of the Company's restricted common stock (Symbol: UNQT) based upon a per share price of \$1.16913 (the "Company's Stock") or 150,000 restricted common shares of the Company's Restricted Stock.

On June 1st, 2011 American Truck Leasing and Management LLC (ATLM) entered into an agreement with American Truck Leasing, LLC1 (ATL1) and Truck Management Solutions, Inc, to negotiate leases and serve as collection agent; and in consideration, ATLM will charge ATL1 & TMS 25% of amount collected or revenues for the period payable upon receipt and 6% of all deals negotiated in favor of those companies.

During the quarter ended December 31, 2011, ATLM's revenues represented 67 percent of the total revenues or \$128,819. The net operating revenues of that segment was \$68,687 for the quarter ended December 31, 2011

For the three months ending December 31, 2011, total revenues increased more than 147% as compared to the same quarter last year due to increase management fees. Net income increased more than 200% to \$32,116 for the three months ended December 31<sup>st</sup>, 2011 compared to (\$123, 193) for the three months ended December 31<sup>st</sup>, 2010. The increase in net income was a result of an increase in management fees even though salaries and employee benefits, and depreciation increased. Also, the company has retained multiple consultants and advisors to assist in capital raising activities and investor relations. The salaries and employee benefits increased due to the Company retaining the services of full time employees to help build market awareness for Union Equity and its business model, attracting key employees and building its



sales network. Demand for trucks has increased since the fiscal year end 2009 and has remained consistent through the fourth quarter of 2011.

**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.**

For the three months ended December 31, 2011, revenues were up from the same period of 2010. Demand for trucks remained somewhat consistent from 4<sup>th</sup> quarter 2010 to 4<sup>th</sup> quarter 2011. Net profits increased, even though payroll expenses and depreciation increased. The facilities expense for the three month period ended December 31, 2011 represents rent charges incurred, but not actual rent paid and other facility expenses. Total assets increased from Q4 2010 to Q4 2011, due to the purchase of additional trucks for the leasing operations. In conjunction with the increase in assets, the Common stock and additional paid in capital increased as a result of shares issued to American Truck Leasing, LLC1 for the purchase of the trucks.

### **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 XVI 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. \**

Other than the items disclosed in previous disclosures and in sections 9 and XII B of this disclosure, management has no knowledge of any off-balance sheet arrangements.

## **Part E Issuance History**

### **Item XVII 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:**

There have been no offerings to the best of management's knowledge in the past two years. The only shares issued in 2010, were done as a result of rounding to the nearest whole share in the 10,000 to 1 reverse split done in September of 2010. And shares issued in 2011 as follows:

On July 26, 2011, the Board of Directors of the Company approved the issuance of 150,000 to E-Lionheart Associates, LLC in consideration of Ten Thousands and 00/00 dollars (\$10,000.00).

On June 28, 2011, the Board of Directors of the Company approved the issuance of 150,000 to American Truck Leasing, LLC1 in consideration for 10 trucks purchased for a total of \$175,369.

On May 16, 2011, the Board of Directors of the Company approved the issuance of 75,000 shares to Truck Trick Sales & Leasing, LLC in consideration of balance payable, not for the purchase of trucks, as of April 30, 2011 for a total of \$74,716.62.

## **Part F Exhibits**

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

## **Item XVIII Material Contracts**

The following Material Contracts are attached as Exhibits:

None

***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;***

Trucks were purchased from American Truck Leasing, LLC<sup>1</sup> on an oral agreement with only bills of sale delivered.

- 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;***

On June 1st, 2011 American Truck Leasing and Management LLC (ATLM) entered into an agreement with American Truck Leasing LLC<sup>1</sup> (ATL1) and Truck Management Solutions, Inc.(TMS) to negotiate leases and serve as collection agent; and in consideration, ATLM will charge ATL1 & TMS 25% of amount collected or revenues for the period payable upon receipt and 6% of all deals negotiated in favor of those companies. Most of management fees were billed to ATL1.

- 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***

See A 1 above.

- 4. Any material lease under which a part of the property described in the disclosure statement is held by the issuer.***

On May 10, 2011, the company signed a lease agreement with HIV-KC Orlando, LLC with terms of 39 months, for its main office in Down Town Orlando. The lease expires on August 31, 2014. The average future monthly rental under the operation leases is \$5640.00

***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 XIX Articles of Incorporation and Bylaws**

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.

The Articles of Incorporation and any modifications are attached as Supplemental Information on Pinksheets. Modifications to the Articles of Incorporation and to the Certificate of Designation include the following:

The Certificate of Incorporation of this Corporation, as amended, was amended on September 7<sup>th</sup>, 2010 to be effective September 20<sup>th</sup>, 2010 by adding the following paragraph at the end of **ARTICLE VI - CAPITAL STOCK:**

"Upon this Certificate of Amendment to the Certificate of incorporation of the Corporation becoming effective pursuant to the General Corporation Law of the State of Delaware (the "Effective Time"): (i) each share of the Corporation's common stock, par value \$.0000001 (the "Old Common Stock"), issued and outstanding immediately prior to the Effective Time, will automatically be reclassified as and converted into one ten-thousandth (1/10,000) of a share of common stock, par value \$.0000001 per share, of the Corporation (the "New Common Stock"). Any stock certificate that, immediately prior to the Effective Time, represented shares of the Old Common Stock will, presenting the same for exchange, represent the number of shares of the New Common Stock as equals the product obtained by multiplying the number of shares of Old Common Stock represented by such certificate immediately prior to the Effective Time by one ten-thousandth (1/10,000)."

The above described reverse stock split was submitted to FINRA and became effective on September 22, 2010.

The Amended and Restated Certificate of Designation of Series A Preferred Stock of this Corporation, was amended by deleting Section A.4 (b) Number of Votes, in its entirety, and replacing it with the following:

"So long as at least 10% of the shares of Series A Preferred Stock initially issued are outstanding, the holders of the Series A Preferred Stock, shall be entitled vote those shares of Common Stock that would be receivable upon the conversion of such holder's Series A Preferred Stock at the record date for the determination of the stockholders entitled to vote on such matters or, if no such record date is established, the date such vote is taken or any written consent of stockholders is solicited (the "Record Date"); provided, however, notwithstanding the foregoing, so long as at least 10% of the shares of Series A Preferred Stock initially issued are outstanding, the vote of the holders of a majority of the Series A Preferred shall at all times constitute 51% of all votes of the holders of the shares of Common Stock entitled to vote thereon and the vote

of the holders of a majority of the Series A Preferred shall have the power to approve, ratify or decline any actions to be taken by the holders of the Common Stock.”

The Amended and Restated Certificate of Designation of Series A Preferred Stock of this Corporation, was amended by deleting the following sentence from Section A.5(d) Conversion Formula in its entirety:

“Provided, however, there shall be no adjustment for the first reverse stock split or combination effected by the Corporation prior to December 31, 2010.”

- A. 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.**

Attached as Supplemental Information on Pinksheets

**Item XX 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 XX 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 XX) of shares or other units of any class of the issuer’s equity securities.**

ISSUER PURCHASES OF EQUITY SECURITIES				
Period	Column (a) Total Number of Shares (or Units) Purchased	Column (b) Average Price Paid per Share (or Unit)	Column (c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Column (d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
<b>Month #1</b> (May 21, 2010)	2,093,000,000 pre- split Shares of Common Stock  5,000,000 Shares of Series B Preferred Stock	(1)	0	0
<b>Month #2</b> (identify beginning and ending dates)				
<b>Month #3</b> (identify beginning and ending dates)				
<b>Total</b>	2,093,000,000 pre- split Shares of			

	Common Stock			
	5,000,000 Shares of Series B Preferred Stock			

(1) The shares of common stock and preferred stock were repurchased in accordance with a Repurchase Agreement with Century Capital Partners, LLC for \$100,000 and 100% ownership of the issued and outstanding stock of Velocity Media, Inc. and Home Sales 24/7, Inc.

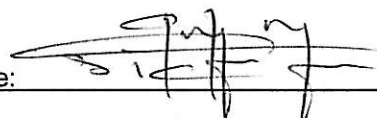
### **Item XXI Issuer's Certifications**

*I, Joam St Jean certify that:*

*I have reviewed this Initial Disclosure Statement of Union Equity, Inc.:*

***1. 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, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and not misleading with respect to the period covered by this disclosure statement; and***

***2. 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.***

Signature: 

Date: 4/12/2012

Name: Joam St Jean

Title: CFO