# Annual Company Information and Disclosure Statement For the year end Dec 31, 2011

# **US National Telecom**

# A Florida Corporation, Symbol USNL.PK

# PART A GENERAL COMPANY INFORMATION

Item I: Name:

**US National Telecom** 

Formerly Yi Wan Group, Inc and trading under the symbol YIWA

Date of name change 24th Sept 2007 from Yi Wan Group, Inc., to US

National Telecom, Inc.

Item il: Address:

201 South Biscayne Blvd 28th Floor

Miami, Florida 33131

Phone: 786 228 5310

Fax: 786 221 0654

Item III: Jurisdiction & Incorporation Date;

Florida

Incorporated: May 1999

## PART B SHARE STRUCTURE

Item IV: Title and Class of Securities Outstanding;

As of Dec 31, 2011

Common Stock Issued and Outstanding:

3,475,250,391

Preferred Stock Issued and Outstanding:

2,384,140

**Cusip Number 90344A 10 3** 

## Item V: Par or Stated Value and Description of the security

- A. Par Value is 0.000001 for the Common and Preferred stock
- B. Common Or Preferred Stock

- 1. The Common Stock receives no dividend to date and has one common vote for each share held.
- 2. The Preferred Stock holds voting rights of 1000 per every share of preferred stock held. There are conversion rights attached to the Series B preferred stock. The Preferred stock does not hold any dividend rights.
- 3. There are no other material rights to the common or preferred stockholders.
- 4. There are no provisions in the by-laws that would delay, defer or prevent a change in control of the issuer.

# Item VI: Number of shares outstanding for each class of securities authorized.

- i) As of 12/31/2011
- ii) Common Stock Authorized 40,000,000,000, Preferred Stock Authorized 25,000,001
- iii) Common Stock outstanding 3,475,250,391 and 2,384,140 Preferred stock issued and outstanding.
- iv) Public Float 475,040,358
- v) Beneficial Shareholders 1
- vi) Shareholders of record 55

#### PART C BUSINESS INFORMATION

Item VII: Transfer Agent: Action Stock Transfer

2469 E Fort Union BLVD

Suite 214

SALT LAKE CITY, UT 84121

PH: 801 274 1088

Fax: 801 274 1099

The transfer agent is registered under the Exchange Act. Finra is the regulatory authority.

## Item VIII: Nature of the issuer's business and services offered.

#### A. Business Development.

US National Telecom is a development stage corporation actively targeting several acquisitions in the real estate industry. The company plans to grow domestically and internationally. The products offered currently by US National Telecom are that the company has the ability to raise capital and partner with various industry professionals and firms with the vision to grow through acquisition. The company plans to complete

this process through a combination of capital raises over the next two-five years. The company has an office located in Miami Florida and has no facilities to date.

US National Telecom "the issuer" is a Florida corporation; US National Telecom "the issuer" was established May 1999

The former name of the company was Yiwan Group and traded under the symbol YIWA. An effective name change and symbol change was accepted by Finra and the Company then became US National Telecom, Inc. and trades under the symbol USNL.

The issuer has had to issue stock to the beneficial owner of record in lieu of cash payment for services rendered to date. No notes or demands on notes, leases or other indebtedness or financing arrangements have been required for the issuer to make payments on.

In April 2007, Mark Rentschler was awarded Thirty Two Million shares of restricted stock in the company in exchange for services and cash contributions paid to the Company. The Company used these funds to pay the costs and expenses necessary to keep the registrant's business operating. Such expenses include, without limitation, fees to reinstate the Company's corporate charter with the State of Florida; payment of all past due franchise taxes; settling all past due accounts with the registrant's transfer agent; accounting and legal fees.

In August 2007, the Issuer granted 2 million shares to Mark Rentschler in exchange for services and contributions provided to the company. On August 31, 2008, in consideration for the services and capital contribution by Mark Rentschler, the Company issued sixty four million shares of its common stock to Mr. Rentschler, which represented approximately 83% of the total ownership of the Company as of August 31, 2008.

The Issuer on the 15<sup>th</sup> January 2008 posted a forward split. The forward split was for 3 additional shares for every 1 share of common stock held. The Issuer posted a reverse split on 16<sup>th</sup> October 2008 consisting of for every 10,000 shares of common stock only 1 share of common stock would remain. No pending or anticipated stock split, stock dividends or mergers planned. The company however does plan to recapitalize and take the appropriate planning so that acquisitions can be bought. The issuer has no material or definitive agreements with any merger candidate or acquisition candidates but is actively looking to grow its business through either acquisition or growth via other available sources of funding and financing in the future when funding becomes available.

The Issuer in the months April and May 2010 issued restricted shares in a private placement for approximately \$273,341. The shares were issued with a restrictive legend and preferred stock was issued.

The company has several acquisitions that it intends to pursue over the next several months. These acquisitions will be negotiated when financing becomes made available to the company. The company plans to establish a subsidiary domiciled in the State of Florida.

#### **B.** Business of Issuer

The issuers primary SIC code is 6500. The Issuer plans to acquire and grow organically within the general business sector of real estate acquisitions. The Company sees a range of opportunities in the ever increasing and growth in this sector. Future real estate acquisitions or financing opportunities with regard to the issuer will be reliant on the company gaining capital financing.

US National Telecom is a development stage company. US National Telecom's purpose is to seek, investigate and, if such investigation warrants, acquire an interest in business opportunities presented to it by persons or firms who or which desire to seek the perceived advantages of an Exchange Act registered corporation. This discussion of the proposed business is purposefully general and is not meant to be restrictive of the Company's virtually unlimited discretion to search for and enter into potential business opportunities. Management anticipates that the future profitability of the company relies on substantial future investment into the company. In the event that an active trading market commences, there can be no assurance as to the market price of our shares of common stock, whether any trading market will provide liquidity to investors, or whether any trading market will be sustained.

The Issuer is not a shell company and has not been classified as a shell company. The Issuer has no parent, subsidiary, or affiliate of the issuer to date. The Issuer is regulated by the Securities and Exchange Commission but is not subject to the reporting requirements of the exchange at this time. The Issuer is a Florida corporation subject to Florida's Corporation's laws and federal law's but not limited to the issuers taxation obligations each calendar year.

The Issuer to date has no reporting requirements to date with the Securities and Exchange Commission, but if the company chooses to initiate to a fully reporting status then the business will, incur significant legal and accounting costs in connection with the acquisition of a business opportunity, including the costs of preparing Form 8K's, 10K's, agreements and related reports and documents. The Securities Exchange Act of 1934 (the "Exchange Act"), specifically requires that any merger or acquisition candidate comply with all applicable reporting requirements, which include providing audited

financial statements to be included within the numerous filings relevant to complying with the Exchange Act.

The Issuer over the past 2 years has spent approximately \$85,000 each fiscal year on research and development activities. These expenses have been directly borne by the company and its affiliates. The related expenses are shown on the company's financial statements.

The Issuer currently to date does not have to comply with local, state or federal environmental laws within its current business strategy. The Issuer does not currently involve its business activities at whereby it has to comply with related environmental law. The Issuer has 1 full time employee and no part time employees. The Issuer contracts legal and accounting work specifically relating to its operations separately and has no in house counsel. Future management of investments will be outsourced and the company does not see the need to hire additional employees.

#### Item IX The Nature of Products and or Services Offered.

The Issuer US National Telecom may seek a business opportunity with entities which have recently commenced operations, or which wish to utilize the public marketplace in order to raise additional capital in order to expand into new products or markets, to develop a new product or service, or for other corporate purposes.

The service offered is the ability to increase shareholder value through acquisition or merger within the real estate business sector. US National Telecom may acquire assets and establish wholly owned subsidiaries in various businesses or acquire existing businesses as subsidiaries.

US National Telecom intends to promote itself privately. The Company has not yet begun such promotional activities. The Company anticipates that the selection of a business opportunity in which to participate will be complex and risky. Due to general economic conditions, rapid technological advances being made in some industries and shortages of available capital, management believes that there are multiple firms seeking the perceived benefits of a public corporation.

The Issuer is yet to establish its competitors as it is still developing its plans. Such perceived benefits may include facilitating or improving the terms on which additional equity financing may be sought, providing liquidity for incentive stock options or similar benefits to key employees, providing liquidity (subject to restrictions of applicable statutes), for all shareholders, and other factors. Potentially, available business opportunities may occur in many different industries and at various stages of development, all of which will make the task of comparative investigation and analysis of such business opportunities difficult and complex.

The Issuer does not rely on the availability of raw materials or principal suppliers at this stage. The Issuer does not rely on one or few major customers to date. The Issuer will

however have to rely on future capital initiatives to enhance shareholder value and provide future profitability for the company.

The Issuer to date does not hold patents, trademarks, licenses, franchises, concessions, or royalty agreements. The Issuer does have a management contract in place with its director and CEO. The Issuer does not require government approval of any of its principle products or services other than those as regulated by the Securities and Exchange Commission in regard to its obligations if any under the 1934 Act.

## Item X The Nature and Extent of the Issuer's Facilities.

The Issuer has an office located in Miami, Florida. This is the principal place of business and the issuer does not have any other current facility that it either leases or owns.

## PART D MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION

Item XI Name CEO and Directors, members of the board and control persons.

#### A.Officer's and Directors.

- 1. Name: Rebecca Guthrie
- 2. Business Address: 201 Biscavne Blvd, 28th Floor, Miami, FL, 33131
- 3. Employment History: President, CEO, Director, Secretary, Treasurer, Rebecca Guthrie Rebecca Guthrie has served as our Chief Executive Officer, Interim Chief Financial Officer, President, Secretary, Treasurer, and director since June 8, 2010. Rebecca Guthrie is a licensed attorney in the State of Florida. Since, admitted to the Florida Bar 2007. Rebecca Guthrie has experience in Real Estate transactions involving foreclosure defense, short sale acquisitions and other real estate related contracts.
- 4. Board Memberships and other affiliations. Member of the Florida Bar.
- 5. Compensation, Series A preferred Stock and 3,000,000,000 shares of common stock restricted. When the company has the funds available to pay a monetary salary then Ms. Guthrie may receive a salary of up to \$10,000 per month.

## **B.Legal/Disciplinary History**

- 1. The foregoing persons have not been the subject of convictions in a criminal proceeding or named as defendant in a pending criminal proceeding.
- 2. There has been no entry of an order judgment, or decree by a court that permanently or temporarily enjoined, barred, suspended or otherwise limited the foregoing person's involvement in any type of business, securities, commodities, or banking activities.
- 3. The foregoing person does not have a judgment or finding by a court of competent

jurisdiction, the securities and Exchange Commission, The Commodity Futures Trading Commission, or a state securities or commodities law, which finding of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated.

4. The foregoing person does not have 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 activity.

## C.Disclosure of Family Relationships.

The Issuer does not have any family relationships to date or planned in the future with relation to the issuer's directors, officers or beneficial owners. No family member of anyone associated with the directors of the issuers hold or have 5% of any class of stock in the issuer's equity securities.

## **D.Disclosure of Related Party Transactions.**

The Issuer during the last two full fiscal years and the current fiscal year have not been involved in any party involved in any transaction over \$120,000. There are no proposed transactions of this nature forthcoming or planned.

#### **E.Disclosure of Conflicts of Interest**

There are no known conflicts of interests with competing professional or personal interests at this time between management including the executive directors of the Issuer.

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

See attached current financial statements; these statements have not been audited.

# ITEM XIII Financial Information for two preceding fiscal years.

See attached our financial statements for years ending previously posted in our initial disclosure information for the company.

## **Item XIV Beneficial Owners**

Rebecca Guthrie is the beneficial owner of Preferred and Common securities in US National Telecom Inc and does represent more than (5%) of the company's issued and outstanding securities. The address is 201 South Biscayne Blvd 28<sup>th</sup> Floor, Miami, FL 33131,2202. The

securities owned are 2,000,000 series A preferred stock and 3,000,000,000 shares of common stock.

Item XV Name, Address, Contact details for outside providers that advise the issuer on matters relating to operations, business development and disclosure.

1. Investment Banker, The Issuer does not utilize at this time investment banking

services

2. Promoters, The Issuer does not at this time utilize the services of any

promoters

3. Counsel, LarLaw Group

6 Butler Court,

Centerreach NY 11720

Ph/fax: 1 877 570 2620

www.LARLawgroup.com

#### 4. Accountant

The company will engage the services of a CPA when finances become available. The Accounts are not audited financials.

- 5. Public Relations, The issuer does not at this time utilize any public relations firm.
- 6. Investor Relations Consultant, The Issuer at this time does not utilize an investor relations consultant service.
- 7. No other advisor offered assistance in preparing information in this disclosure statement.

# Item XVI Managements Discussion and Analysis or Plan of Operation

# A. Plan of Operation.

The Issuer plans to raise additional capital within the next twelve months to ensure that the issuer remains solvent to market opportunities with regard to acquisitions or corporate financing options. The means at which the issuer will raise this capital is dependent on a variety of factors including available investors, regulatory restrictions, market timing, and liquidity in the security and many other variables. The cash requirements over the next 12 months are minimal as the issuer has small overhead and low levels of running costs. We estimate these operational costs to be \$50,000 not including management salaries.

Research and development is currently been undertaken by management to seek funding opportunities so that the company can grow organically or prepare for the possibility of establishing subsidiaries or making acquisitions. Until such equity is sought

the company will be unable to acquire subsidiaries or perform such joint ventures. Management of US National Telecom shall mainly rely upon their own efforts, in accomplishing the business purposes of the Company. The Company may from time to time utilize outside consultants or advisors to effectuate its business purposes described herein. No policies have been adopted regarding use of such consultants or advisors, the criteria to be used in selecting such consultants or advisors, the services to be provided, the term of service, or regarding the total amount of fees that may be paid. The Company will not restrict its search for any specific kind of firms, but may acquire a venture which is in its preliminary or development stage, which is already in operation, or in essentially any stage of its corporate life.

It is impossible to predict at this time the status of any business in which the Company may become engaged, in that such business may need to seek additional capital, may desire to have its shares publicly traded, or may seek other perceived advantages which the Company may offer. However, US National Telecom does intend to obtain funds in one or more private placements or other available funding sources deemed appropriate to finance the operation of any acquired business opportunity until such time as the Company has successfully consummated such a merger or acquisition. The time and costs required to pursue new business opportunities, which includes negotiating and documenting relevant agreements and preparing requisite documents for filing pursuant to applicable securities laws, cannot be ascertained with any degree of certainty. Management intends to devote such time as it deems necessary to carry out the Company's affairs.

The exact length of time required for the pursuit of any new potential business opportunities is uncertain. No assurance can be made that we will be successful in our efforts. We cannot project the amount of time that our management will actually devote to our plan of operation. US National Telecom intends to conduct its activities so as to avoid being classified as an "Investment Company" under the Investment Company Act of 1940, and therefore avoid application of the costly and restrictive registration and other provisions of the Investment Company Act of 1940 and the regulations promulgated there under.

The Issuer does not see in the next 12 months any expected sale or purchase of significant equipment and any requirement or expected significant change in the number of employees.

<u>Financial Results</u>; we have limited operating revenues in 2011 due to the poor economic environment. We have never operated at a profit and cannot guarantee that we will in the future. For the year ending December 31, 2011 we had operating revenues of \$7. No assurance is given that the economic environment will improve so that we can invest in real estate and in turn produce positive cash flows.

For the year ending December 31, 2011 we suffered a net loss of \$192,684.71. No assurance is given that this result will improve in the future.

<u>Liquidity and Capital Resources</u>. We have never operated at a profit and rely on loans, equity and managements time to sustain the officers and general operating costs involved in running the business. As of December 31, 2011 we had a cash on hand of \$151.15. We used \$72,684 throughout the year to pay, general operational costs and associated invoices to keep the company operational.

We believe we have sufficient loan agreements from our officers to remain in business over the next twelve month period.

<u>Future Expenditures</u> Our future, capital, marketing, research and development, and other expenditures, as well as our staffing requirements will depend on our ability to generate cash flow and profits. However, no assurance is given that we will be able to generate sufficient cash flow or operations necessary to sustain our operation.

#### Off Balance Sheet Arrangements

There are no off balance sheet arrangements in the Issuers current business structure.

## **PART E Issuance History**

Item XVII List of Securities offerings and shares issued for services in the past two years.

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<sup>15&</sup>lt;sup>th</sup> January, 2010 400 million shares of common stock were issued to management for services rendered.

<sup>5&</sup>lt;sup>th</sup> March, 2010 80 million shares were issued for a private placement for \$134,341 value. The shares were exempt from registration.

<sup>12&</sup>lt;sup>th</sup> April 2010, 73,920 shares of preferred stock were issued for services rendered to the company and \$65,000 was paid also.

<sup>6&</sup>lt;sup>th</sup> May, 2010 40,220 shares of preferred stock were issued for \$64,000. The stock is restricted.

<sup>23&</sup>lt;sup>rd</sup> November, 2011 3 Billion shares of common restricted shares were issued to management for services rendered.

<sup>25&</sup>lt;sup>th</sup> November 2011, 150 million shares were issued under conversion notice, for preferred stock. The stock was converted at an original share price of \$2.50 per share.

30<sup>th</sup> November 2011, 250 million shares were issued under conversion notice, for preferred stock. The stock was converted at par and originally paid for \$2.50 per share.

16<sup>th</sup> December 2011, 75 million shares were issued under conversion notice. The stock was converted at par and originally paid \$2.50 per share.

# **PART F Exhibits**

#### **Item XVIII Material Contracts**

- A. There are no material contracts that the Issuer has entered into during the past two years.
- B. The Issuer does not have 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 in which any officer material participates in.

# Item XIX Articles of Incorporation and Bylaws.

As provided in the initial disclosure statement and financial reporting obligations each quarter.

# Item XX Purchase of Equity Securities by the issuer and Affiliated purchasers Not applicable.

ISSUER PURCHASERS OF EQUITY SECURITIES						
Period	Column (a) Total number of shares purchased	Column (b) Average Price per Share	Column (c) Total number of shares purchased as publicly announced	Column (d) Maximum number of shares that may yet be purchased under plans or programs		
2009			<del></del>			
2010	0					
2011	0					
Total						

## Item XXI Issuers Certifications.

Item XXI Issuer's Certifications

#### I, Rebecca Guthrie, certify that:

- i. I have reviewed this initial disclosure statement of US National Telecom;
- ii. Based on my knowledge, this disclosure statement does not contain any untrue statement of 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
- ili. Based on my knowledge, the financial statements, and other financial information included or incorporated or reference is 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.

March 10, 2012

By: /s/ Rebecca Guthrie

Rebecca Guthrie

Chief Executive Officer,

# US NATIONAL TELECOM Balance Sheet

As of December 31, 2011

	Dec 31, 11
ASSETS Current Assets Checking/Savings bank of america	257,919.58
Checking refund	-257729.41 -40.00
Total Checking/Savings	150.15
Other Current Assets Bank Account	1.00
<b>Total Other Current Assets</b>	1.00
Total Current Assets	151.15
TOTAL ASSETS	151.15
LIABILITIES & EQUITY Liabilities	
Current Liabilities Accounts Payable	
Accounts Payable	123,906.50
<b>Total Accounts Payable</b>	123,906.50
Other Current Liabilities Due to Consulting Co.	43.75
Due to Lender Co.	155,639.38
Total Other Current Liabi	155,683.13
Total Current Liabilities	279,589.63
Total Liabilities	279,589.63
Equity	
APIC	230,108.47
Common Stock	329.03
equity loan	250,441.10 2,000.00
National Residential Develop	100.00
palatine investments	33,000.00
Preferred Stock	2.00
Retained Earnings	-602734.37
Net Income	-192684.71
Total Equity	-279438.48
TOTAL LIABILITIES & EQUITY	151.15

# US NATIONAL TELECOM Statement of Income

January through December 2011

	Jan - Dec
Ordinary income/Expense Income Interest	6.48
Total Income	6.48
Expense Balance Bank Service Char Consulting Insurance Office Lease Professional Fees Travel & Ent Utilities	14,959.98 560.97 27,500.00 2,268.00 500.00 143,500.00 2,646.50 755.74
Total Expense	192,691.19
Net Ordinary Income	-192,684.71
Net Income	-192,684.71

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# US NATIONAL TELECOM, INC (A FLORIDA CORPORATION)

# STATEMENT OF STOCKHOLDERS EQUITY (DEFICIT) AS OF DECEMBER 31 2011

	Preferred Stock Serie	s	Common Stock				
Balance as of	Shares	Par \$0.000001	Shares	Par \$0.000001	Additional Paid in Capital	Deficit Accumulated	Total
December 31,2010	2,384,140.00	-	250,391			(401,543.12)	(88,754.00)
Income/Loss as of March 31,2011						(54,698.77)	
Balance as of March 31,2011	2,384,140.00	-	250,391			(456,241.89)	(143,453.00)
Income/Loss as of June 30,2011						(1,707.26)	
Balance as of June 30,2011	2,384,140.00	-	250,391			(457,949.15)	(144,310.00)
Income/loss as of septermber 30, 2011						(15,428.83)	
Balance as of September 30,2011	2,384,140.00		250,391			(473,377.98)	(159,738.83)
Issuance of common stock for services rendered			3,000,000,000.00	300	(15,000.00)		(14,700.00)
Issuance of Common stock							

Conversion Nov 25th	(150.00)	150,000,000	15	300.00	315.00
Issuance of Common stock conversion nov 30	(100.00)	250,000,000	25	250.00	275.00
Issuance of Common stock conversion dec 16	(30.00)	75,000,000	8	70.00	78.00
Income/Loss as of 31st December 2011	·			(120,849.85	)
Balance as of 31st December 2011	2,383,860.00	3,475,250,391		(594,227.83)	(280,588.68)

# US NATIONAL TELECOM Statement of Cash Flows

January through December 2011

	Jan - Dec
OPERATING ACTIVITIES  Net Income  Adjustments to reconcile Net Inco to net cash provided by operations:	-192,684.71
Accounts Payable	120,000.00
Net cash provided by Operating Acti	-72,684.71
FINANCING ACTIVITIES	
loan	2,000.00
Net cash provided by Financing Acti	2,000.00
Net cash increase for period	-70,684.71
Cash at beginning of period	70,834.86
Cash at end of period	150.15

#### **US National Telecom. Inc.**

#### **Notes to Financial Statements (Unaudited)**

#### **Note 1 Basis of Presentation**

The accompanying unaudited financial statements of US National Telecom, Inc. have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules and regulations of the United States Securities and Exchange Commission for interim financial information. Accordingly, they do not include all the information and footnotes necessary for a comprehensive presentation of financial position and results of business operations.

It is management's opinion, however, that all material adjustments have been made which are necessary for a fair statement presentation. The results for the interim period are not necessarily indicative of the results to be expected for the year.

#### Note 2 Nature of Operations and Summary of Significant Accounting Policies

US National telecom, Inc ('The Company") was incorporated in the State of Florida in May 1999.

#### A) Nature of Operations

US National Telecom's operating focus has been on investing in the real estate market in the form of financing and direct ownership of cash flow real estate through its subsidiary. The Company previous to this was involved in the telecommunication industry except radio. The previous name held by the Company was Yi Wan group.

The Company is a development stage company and therefore has limited revenues from operations. The Company plans to invest in the real estate market over the next two to three years via the sale of restricted stock.

#### B) Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentration of credit risk had consisted principally of investments in available for sale marketable securities.

#### C) Net Loss per Share

"Earnings per Share" SFAS requires companies with complex capital structures or common stock equivalents to present both basic and diluted earnings per share ("EPS") on the face of the income statement. Basic EPS is calculated as the income or loss available to common stockholders divided by the weighted average number of common shares outstanding during the period. Diluted EPS is calculated using the "if converted" method for common share equivalents such as convertible securities and options and warrants outstanding. The accompanying basic and diluted EPS computations are the same since inclusion of any common stock equivalents in the diluted computation for periods with a net loss would be anti-dilutive. For periods with net income, basic and diluted EPS are the same since there

were no dilutive securities outstanding. At December 31, 2011, there were no common stock equivalents outstanding which may dilute future earnings per share.

#### D) Use of Estimates

Our financial statements are prepared in accordance with generally accepted accounting principles in the Unites States ("GAAP"). These accounting principles require us to make certain estimates, judgments and assumptions. We believe that the estimates, judgments and assumptions upon which we rely are reasonable based upon financial information available to us at the time that these estimates, judgments and assumptions are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of our financial statements as well as the reported amounts of revenues and expenses during the periods presented. Our financial statements would be affected to the extent there are material differences between these estimates and actual financial results. In many circumstances, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require management's judgment in its application. There are also areas in which management's judgment in selecting any available alternative would not produce a materially different result.

#### E) Allowance for Bad Debt

Based on the review of accounts by management, we do not require an allowance for bad debt at this time. In the case that customers open invoices are deemed uncollectable, Legal judgments would be pursued against the customers to recover funds that are due.

#### F) Equipment

The company does not have equipment. If equipment is acquired Depreciation would be provided over the estimated lives of the assets principally on the declining-balance method.

#### **G)** Intangible Assets

The company has not entered into any agreements that would require intangible assets to be listed. If so the investment would be Amortized straight line over 15 years.

#### H) Lease for Office Space

A lease was entered into with Regus in 2009. The office is located in Miami Florida; the amount of Lease currently is \$80 per month and is a 6 month period that can be extended indefinitely.

#### **Note 3 Income Taxes**

There were no federal or state income taxes due. This is the direct result of the company operating at a net income loss that is carried forward.

## **US National Telecom**

During the twelve months ended December 31, 2011 the Company reported net ordinary loss of \$192,684.71. The Company has not recorded a provision for federal income taxes since the tax effect of the net operating loss carry forward exceeded the provision.

The Company has a net operating loss carry forward of \$280,588 available at December 31, 2011 to offset future taxable income and a capital loss carry forward of \$594,227.