

INTEGRITY SALES & SERVICE, INC.

REPORT ON COMPILATION OF
FINANCIAL STATEMENTS
MARCH 31, 2011

PREPARED BY:
INTEGRITY SALES & SERVICE INC.
18915 BULL RAPIDS ROAD
SPENCERVILLE, IN 46788

INTEGRITY SALES & SERVICE, INC.

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In-House Accountant's Compilation Report

Integrity Sales & Service, Inc.
18915 Bull Rapids Road
Spencerville, IN 46788

I have compiled the accompanying balance sheet-accrual basis of Integrity Sales & Service, Inc. (an Indiana S-corporation) as of March 31, 2011 and related statement of revenues and expenditures-accrual basis, and the accompanying supplementary information, which is presented only for supplementary analysis purposes, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants.

A compilation is limited to presenting in the form of financial statements and supplementary schedules information that is the representation of management. I have not audited or reviewed the accompanying financial statements and supplementary schedules and, accordingly, do not express an opinion or any other form of assurance on them.

The corporation's policy is to prepare its financial statements on an accrual basis. However, due to the interim nature of these financial statements, certain non-cash expenses have not been calculated and reported. Accordingly, the accompanying financial statements are not intended to present financial position and results of operations in conformity with generally accepted accounting principles.

Management has elected to omit substantially all of the disclosures and the statement of cash flows required by generally accepted accounting principles. If the omitted disclosures and statement of cash flows were included in the financial statements, they might influence the user's conclusions about the corporation's financial position, results of operations, and cash flows. Accordingly, these financial statements are not designed for those who are not informed about such matters.

Dated at Spencerville, Indiana
April 26, 2011

Eben R. Carper

FINANCIAL STATEMENTS

**INTEGRITY SALES & SERVICE, INC.
BALANCE SHEET-ACCRUAL BASIS
AS OF MARCH 31, 2011**

(See Accountant's Compilation Report)

ASSETS

Current Assets

Checking/Savings

First Financial Checking 1,949.83

Savings 36.63

State Bank Operating Account 88,139.14

Total Checking/Savings 90,125.60

Accounts Receivable 148,651.94

Other Current Assets

Employee Advance 311.41

In-House Construction Inventory 10,168.43

Inventory 1,528,295.00

Undeposited Funds 5,500.00

Upgrades & Repairs 55,092.57

Total Other Current Assets 1,599,367.41

Total Current Assets 1,838,144.95

Fixed Assets

Equipment 43,067.06

Equipment-St. Joe 102,560.54

Office Equipment 10,241.13

Office Equipment - St. Joe 7,497.99

Vehicles 750.00

Accumulated Depreciation (117,844.46)

Total Fixed Assets 46,272.26

Other Assets

Investment-PRMK.PK 40,000.00

Loan Rec.-Pfister Group LP 46,105.26

Loan Receivable-A & A Services 501.61

Loan Receivable-Bull Rapids LP 131,509.25

Loan Receivable-David Pfister 50,551.30

Loan Receivable-Jonas Schmucker 4,794.00

Utility Deposits - St. Joe Property 996.75

Total Other Assets 274,458.17

TOTAL ASSETS 2,158,875.38

LIABILITIES & EQUITY

Liabilities

Current Liabilities

**INTEGRITY SALES & SERVICE, INC.
BALANCE SHEET-ACCRUAL BASIS
AS OF MARCH 31, 2011**

(See Accountant's Compilation Report)

Accounts Payable	86,956.86
Credit Cards	16,301.26
Other Current Liabilities	
Accrued Payroll	10,978.06
Accrued Payroll Taxes	1,203.44
Excise Tax Payable	10,266.00
Payroll Liabilities	17,014.79
Sales Tax Payable	7,296.76
Security Deposits Received	1,000.00
Total Other Current Liabilities	47,759.05
Total Current Liabilities	151,017.17
Long Term Liabilities	
Capital Lease Payable-Stearns Bank	31,298.61
Line of Credit-National City	8,562.97
Loan Payable-Jacob Graber	19,605.26
Loan Payable-P & G Mgt.	216.28
Line Of Credit-SBT	698,692.77
N/P-Jacob & Mary Graber LP	41,733.12
Note Payable-Elmer Graber	6,818.18
Tax Loan-SBT	194,136.47
Total Long Term Liabilities	1,001,063.66
Total Liabilities	1,152,080.83
 Equity	
Capital Stock-David Pfister	20.00
20 Shares Issued & Outstanding	
Capital Stock-Jacob Graber	20.00
20 Shares Issued & Outstanding	
Total 40 Shares Issued & Outstanding	
Additional Paid-In Capital	14,803.79
Retained Earnings	494,728.11
Shareholder Draws-David Pfister	(24,028.70)
Shareholder Draws-Jacob Graber	(26,531.48)
Undistributed Shareholder Earnings	406,493.42
Net Income	141,289.41
Total Equity	1,006,794.55
 TOTAL LIABILITIES & EQUITY	2,158,875.38

INTEGRITY SALES & SERVICE, INC.
STATEMENT OF REVENUES & EXPENDITURES-ACCRUAL BASIS
FOR MONTH AND YEAR TO DATE ENDED MARCH 31, 2011

(See Accountant's Compilation Report)

	<u>Month</u>	<u>% of Income</u>	<u>Year To Date</u>	<u>% of Income</u>
Ordinary Income/Expense				
Income				
Document Fees	-	0.00%	1,000.00	0.08%
Freight Income	1,880.00	0.45%	21,148.20	1.78%
Repair Sales	12,287.66	2.92%	44,337.00	3.72%
Sales Discounts	(100.00)	-0.02%	(200.00)	-0.02%
Unclassified Income	-	0.00%	2.10	0.00%
Vehicle Sales	407,384.00	96.66%	1,124,854.00	94.43%
Total Income	421,451.66	100.00%	1,191,141.30	100.00%
Cost of Goods Sold				
Cost of Goods Sold	247,417.64	58.71%	617,589.61	51.85%
Purchase Discounts	(5.27)	0.00%	(7.83)	0.00%
Warranties	-	0.00%	2,925.00	0.25%
Total COGS	247,412.37	58.70%	620,506.78	52.09%
Gross Profit	174,039.29	41.30%	570,634.52	47.91%
Expense				
Advertising	9,296.76	2.21%	26,126.70	2.19%
Airplane Lease	-	0.00%	670.00	0.06%
Auction Fees	-	0.00%	350.00	0.03%
Bank Charges	413.75	0.10%	901.25	0.08%
Closing Costs	-	0.00%	7,436.85	0.62%
Commissions Expense	-	0.00%	7,000.00	0.59%
Credit Card Processing Fees	193.65	0.05%	448.69	0.04%
Disposal Fees	15.00	0.00%	15.00	0.00%
Dues & Subscriptions	600.00	0.14%	1,340.00	0.11%
Employee Benefits	1,041.00	0.25%	1,174.68	0.10%
Employee Expense Reimbursements	25.00	0.01%	25.00	0.00%
Employee Health Insurance	2,927.34	0.69%	5,902.87	0.50%
Employee Meals	25.66	0.01%	216.82	0.02%
Fines & Penalties	3,544.50	0.84%	3,544.50	0.30%
Floorplan Fees	-	0.00%	1,800.00	0.15%
Fuel Expense	2,201.65	0.52%	5,860.55	0.49%
Fuel Expense-St. Joe	429.55	0.10%	2,654.90	0.22%
Hangar Rent	200.00	0.05%	300.00	0.03%
Insurance Expense	1,252.44	0.30%	9,388.14	0.79%
Interest Expense	852.19	0.20%	6,364.00	0.53%
Internet & E-Mail	335.18	0.08%	1,005.54	0.08%

INTEGRITY SALES & SERVICE, INC.
STATEMENT OF REVENUES & EXPENDITURES-ACCRUAL BASIS
FOR MONTH AND YEAR TO DATE ENDED MARCH 31, 2011

(See Accountant's Compilation Report)

	<u>Month</u>	<u>% of Income</u>	<u>Year To Date</u>	<u>% of Income</u>
Investment Fees	10,000.00	2.37%	10,000.00	0.84%
Janitorial Expense	55.00	0.01%	315.00	0.03%
Janitorial Expense-St. Joe	204.80	0.05%	502.05	0.04%
Legal Fees	5,000.00	1.19%	5,675.00	0.48%
Licenses & Fees	673.05	0.16%	1,963.97	0.16%
Meals & Entertainment	40.81	0.01%	146.08	0.01%
Miscellaneous	39.95	0.01%	39.95	0.00%
Office Supplies	160.43	0.04%	1,288.73	0.11%
Office Supplies- St. Joe	2,063.47	0.49%	3,784.56	0.32%
Officer's Health Insurance	615.20	0.15%	1,856.06	0.16%
Paint Supplies	4,752.55	1.13%	10,606.42	0.89%
Paint Supplies-St. Joe	72.21	0.02%	610.93	0.05%
Parts & Supplies	3,511.44	0.83%	14,263.81	1.20%
Parts & Supplies - St. Joe	7,216.19	1.71%	33,791.91	2.84%
Payroll Expenses	50,888.84	12.07%	114,818.55	9.64%
Postage	536.85	0.13%	854.20	0.07%
Professional Fees	700.00	0.17%	700.00	0.06%
Property Repairs & Maintenance	-	0.00%	450.00	0.04%
Property Repairs & Maintenance-	2,847.50	0.68%	3,247.50	0.27%
Repairs & Maintenance	1,612.32	0.38%	1,778.72	0.15%
Repairs & Maintenance-St. Joe	3,191.10	0.76%	4,039.50	0.34%
Sales Expenses	-	0.00%	923.43	0.08%
Security Expense-St. Joe	791.33	0.19%	1,272.83	0.11%
Shipping	19.62	0.00%	241.46	0.02%
Shop Heating	-	0.00%	121.00	0.01%
Shop Supplies	2,552.68	0.61%	8,929.98	0.75%
Shop Supplies-St. Joe	3,444.28	0.82%	9,277.19	0.78%
Small Tools & Supplies	318.72	0.08%	826.14	0.07%
Small Tools & Supplies - St. Jo	55.35	0.01%	936.21	0.08%
Subcontract Labor	8,487.44	2.01%	23,908.52	2.01%
Taxes	6,430.45	1.53%	15,728.11	1.32%
Telephone	1,224.93	0.29%	2,253.32	0.19%
Telephone-St. Joe	313.85	0.07%	976.95	0.08%
Title Fees	-	0.00%	75.00	0.01%
Towing	1,985.00	0.47%	1,985.00	0.17%
Training	-	0.00%	447.00	0.04%
Transportation Expense	18,668.80	4.43%	51,090.25	4.29%
Travel Expense	372.52	0.09%	618.53	0.05%
Unidentified Expense	-	0.00%	297.58	0.02%

INTEGRITY SALES & SERVICE, INC.
STATEMENT OF REVENUES & EXPENDITURES-ACCRUAL BASIS
FOR MONTH AND YEAR TO DATE ENDED MARCH 31, 2011

(See Accountant's Compilation Report)

	<u>Month</u>	<u>% of Income</u>	<u>Year To Date</u>	<u>% of Income</u>
Uniforms	126.24	0.03%	126.24	0.01%
Utilities	355.88	0.08%	1,193.58	0.10%
Utilities-St. Joe	1,714.93	0.41%	5,243.26	0.44%
Warranty Claim Expense	3,432.02	0.81%	9,527.73	0.80%
Website Hosting	47.92	0.01%	133.78	0.01%
Total Expense	<u>167,877.34</u>	<u>39.83%</u>	<u>429,391.52</u>	<u>36.05%</u>
Net Ordinary Income	6,161.95	1.46%	141,243.00	11.86%
Other Income/Expense				
Other Income				
Collection Discount	-	0.00%	46.41	0.00%
Total Other Income	<u>-</u>	<u>0.00%</u>	<u>46.41</u>	<u>0.00%</u>
Net Other Income	<u>-</u>	<u>0.00%</u>	<u>46.41</u>	<u>0.00%</u>
Net Income	<u><u>6,161.95</u></u>	<u><u>1.46%</u></u>	<u><u>141,289.41</u></u>	<u><u>11.86%</u></u>

SUPPLEMENTAL SCHEDULES

PROCONCEPT MARKETING GROUP INC.
STOCKHOLDERS EQUITY
APRIL 30, 2011

	Preferred Shares	Amount	Common Shares	Amount
Balance April 30, 2011	-	-	355,143,336	\$ 10,654,300
Warrants/Options issued below market value	-	-	-	-
Balance April 30, 2011	-	-	-	-
Warrants/Options issued below market value (unaudited)	-	-	-	-
Balance April 30, 2011 (unaudited)		-		\$ 10,654,300

Note: Share Price as of April 30, 2011 : \$.03/sh