

**ANNUAL REPORT**

**With**

**FINANCIAL STATEMENTS**

**(Unaudited)**

**December 31, 2011**

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

**Item I**

**The exact name of the issuer and its predecessor (if any)**

Wanderport Corporation (WDRP)

Formerly = Temtex Industries Inc. until 01-2007

**Item II**

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

17445 US Highway 192, Suite 1

Clermont, Florida 34714 USA

Phone: 352-533-4801 Fax: 352-358-4053

Web site: [www.wanderportcorporation.net](http://www.wanderportcorporation.net)

[info@wanderportcorporation.net](mailto:info@wanderportcorporation.net)

**Item III**

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

State of Delaware, March 29, 2006.

**Part B**  
**Share Structure**

**Item IV**

**SHARES OUTSTANDING**

**The exact title and class of securities outstanding**

Common stock CUSIP 93369T106; Trading Symbol "WDRP"

**Item V**

**Par or stated value and description of the security**

A. Common stock at par value of \$0.001 per share.

B. Common or Preferred Stock.

The authorized shares consist of 1,200,000,000 shares of common stock at \$0.001 par value. There is no preferred stock authorized. There are no provisions in issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

**Item VI**

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

Period end date; December 31, 2011.

- (i) Number of shares authorized;  
1,200,000,000
- (ii) Number of shares outstanding  
Total Outstanding shares of 642,500,940 as of December 31, 2011
- (iii) Freely tradable shares (public float);  
242,500,000 as of December 31, 2011
- (iv) Total number of beneficial shareholders;  
Robert Simoneau is the only beneficial shareholder
- (v) Total number of shareholders on record;  
Approximately 475 shareholders

**Part C**  
**Business Information**

**Item VII**

**The name and address of the transfer agent**

New York Stock Transfer, Inc.  
25 Laurel Place  
West Caldwell, New Jersey  
07006 USA  
(864) 697-8552

New York Stock Transfer, Inc. is registered under the federal Exchange Act, and as such is regulated by the Securities and Exchange Commission, in conjunction with FINRA

**Item VIII**

**The nature of the issuer's business**

A. Business Development

- The Core purpose of Wanderport Corporation (The "Company," "Wanderport Corporation," "Wanderport," "WDRP," "us," "we") is as a licensee for a water heating technology and application. The primary objective is to develop market, license and distribute the microwave energy tank-less water heater and any derivative applications employing its proprietary heat engine technology. Wanderport believes this technology to be the most advanced method of safe, efficient, eco-Friendly water heating available. Management also believes the technology is unmatched globally. The Company has completely changed its business from the telecommunications/software industry to eco-friendly water heating applications in August of 2009. Although not ruled out, a forward or reverse stock split is not anticipated at this time.
- **Distinct value proposition:** Wanderport Corporation is the licensee to the global, exclusive, proprietary rights to distribute the eventually completed unique microwave energy tank-less water heater technology solution. Wanderport Corporation is dedicated to the development, marketing and distribution of eco-friendly technology solutions intended for the preservation of clean, fresh water and the reduction of energy and fossil fuel consumption. Wanderport believes this technology will revolutionize the water heater industry by its unique efficient operation and provides market opportunities in many major market niches. Wanderport intends to provide various product models ranging from point of entry and point of use, industrial, high capacity models as well as other add-on solutions to water heating applications. The point of entry model would be one that is for the entire household and would be capable of providing enough hot water for simultaneous multiple use depending on regional water pressure available. Wanderport's distributor's unit cost price is in the vicinity of \$450 USD (depending of the type, size and model application) for resale by distributors at a retail price to be determined. The two main target markets are the consumer and industrial segments. The consumer market consists of new homes and condominiums as well as renovations. The industrial market is focused on various industrial applications including geothermal, solar and military applications as well as, fast food and restaurant sanitation, fruit and vegetable food processing and hotel shower/ laundry facilities and numerous campgrounds all over the world. In the post carbon era, the social conscious consumer be they government or individuals, will push the market towards Wanderport as the brand or method of choice for safe, economical, eco-friendly, microwave tank-less water heating solutions.
- **Industry-leading Earnings Before Interest, Taxes, Depreciation and Amortization ("EBITDA") margins:** WDRP anticipates relatively high-margin business due to its new and original, efficient technology to sustain healthy EBITDA margins. This expectation is not a guarantee or a forecast, but rather a goal we are striving for and which the company believes it has a reasonable chance to obtain if all goes according to the company's operation plan.

- Strong distribution base and good relationships: Wanderport's established network of reputable distributors worldwide will contribute greatly toward satisfying the variety of sales channels that will be made available by said distributors in addition to retailers and construction companies.

- President and CEO, Mr. Richard Martel, having 30 years business experience in insurance and investments notably as the compliance officer for a major insurance company from 1997 to 2003 in the province of Ontario. His desire to focus on working with companies developing proprietary eco-friendly green technologies led him to Wanderport. Mr. Martel's business acumen and close attention to detail has allowed Wanderport to maintain "Current" status in its filings and has succeeded in developing a first working single cavity heating prototype and is on the cusp of completing a second working pre-production multi-cavity heating unit which will be the vehicle to demonstrating the revolutionary heat engine application to potential manufacturers towards a first production run.

**1. The form of the organization of the issuer (e.g. corporation, partnership, limited liability company, etc.);**

WDRP is a Delaware Corporation.

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

The Company was incorporated the 29th of March, 2006 as Temtex Industries Inc.

**3. The issuer's fiscal year end date;**

December 31st of each year is the fiscal year end.

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

Wanderport Corporation has never been in bankruptcy, receivership or any similar proceedings. However, its predecessor Temtex Industries, Inc. did file for bankruptcy protection and lost its charter March 1<sup>st</sup>, 1994 and was granted a certificate of renewal of the charter from the State of Delaware on March 29<sup>th</sup>, 2006.

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

None

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

Wanderport Corporation has never had any default of the terms of any note, loan, lease or other indebtedness or financing arrangement requiring the issuer to make payments.

**7. Any change of control;**

In accordance with the terms and provisions of the Licensing Agreement, an aggregate of 500,000,000 shares of restricted common stock was issued in connection with the licensing agreement to Mr. Robert Simoneau or his eventual nominee which shares were subject to Rule 144 (b). However, on February 23<sup>rd</sup>, 2010 a total of 130,000,000 shares were returned to treasury. These returned shares included 100,000,000 of the 500,000,000 issued to Mr. Simoneau and 30,000,000 others, including stock issued to our former CEO as well as 5,000,000 shares intended for previously failed attempts in acquiring license agreements in other eco-friendly technologies.

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

None

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

There was a reverse split decreased by 1 for 25 split, may 13, 2007. Although not ruled out, there is no additional pending or anticipated forward or reverse stock split/merger nor any stock dividend, recapitalization at the present time.

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

Form 15-12G for voluntary delisting was filed on July 27, 2009.

**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**

There is no known legal proceeding ongoing, planned or threatened involving the Company except for what is described by the company's legal counsel in the Supplement to Quarterly Report of June 30<sup>th</sup>, 2011. For the moment, the company is of the opinion that it is unaffected by the decision rendered by the foreign regulatory body outside Wanderport's jurisdiction to cease trade Wanderport in the Province of Quebec on the suspicion of effecting the company's price per share by various awareness and marketing efforts. This decision, however, may have contributed to negatively affect the company's price per share. Reaction from the company's legal counsel can be viewed in the Supplemental of July 25, 2011 by using the following link:  
<http://www.otcmarkets.com/financialReportViewer?symbol=WDRP&id=56437>

On another note, legal proceedings and eventual closing of Wanderport's previous transfer agent (National Stock Transfer) forced Wanderport to be proactive in immediately effecting a change of transfer agent. Because of this situation, the company now retains the services of New York Stock Transfer. Wanderport was resilient and expedited payment in full to National Stock Transfer in exchange for their promise to immediately transfer electronic and original physical files to New York Stock Transfer. Although electronic file transfer was received, National Stock Transfer's immediate shut down prevented the transfer of original physical files. The company believes the files are being held "In Trust" by one of National's creditors or their attorney. These are very particular circumstances somewhat out of the ordinary and Wanderport is making every effort to establish the location of the original physical files and to have them transferred to New York Stock Transfer. The absence of these original physical files has resulted in a DTC "chill" placed on the company's stock. Until now, repercussions associated to this "chill" have been limited to certain discount brokerage firms refusing to pay the small premium or bond protection to allow Wanderport stock purchases or sales for their clients without charging clients a surcharge to transact Wanderport shares. The company has and will continue to work to remove the "chill" and/or find an alternate solution to this problem.

**B. Business of Issuer:**

**1. The issuer's primary and secondary SIC Codes;**

3630 Household Appliances

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

Currently in development stage

**3. Whether the issuer is or has at any time been a “shell company”;**

The Issuer is not now and has never been a “shell company” pursuant to SEC Rule 405 of the Securities Act of 1933.

**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;**

None

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

The company does not foresee any costs and or effects of compliance with governmental regulations.

**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;**

The company has spent \$33,000 on research and development activities for the two years ending as of December 31, 2010 and 2011, as well as the amount of \$195,000 on Patents, Copyrights and Trademarks since December 31, 2009.

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

The Company is not producing any products that are hazardous to the environment and does not foresee any changes that could adversely affect the environment. The Company is not subject to compliance with any federal, state or local environmental laws.

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

The Company presently has 1 full-time employee and 1 hired independent contractor Investor relations consultant and 1 Technical Advisor/Product Licensor.

**Item IX****The nature of products or services offered.****Principal products or services, and their markets;**

- Wanderport Corporation’s mission is to provide the world markets with advanced alternatives for green-energy tank-less hot water solutions within the consumer household and industrial markets.
- Primary focus is placed on product engineering, development processes to ensure the highest quality, highest level of product features and the most efficient marketing techniques.

**Distribution methods of the products or services;**

- Wanderport Corporation has and will continue to enter into licensing and distribution agreements in each of its target markets. These will continue for both wholesale distribution and retail distribution networks. The Company’s product units will be sold through distributors or through strategic alliances directly to manufacturers.

**Status of any publicly announced new product or service;**

- Wanderport's products continue to be tested towards market distribution

**Competitive business conditions;**

**The issuer's competitive position in the industry, and methods of competition;**

- There are several companies in the water heating solutions business but do not possess our technology. The sheer size of the potential global markets is enormous and open for Wanderport to develop an enormous market niche by converting this market to its revolutionary efficient water heating solutions without being adversely affected by competition for many years to come. Management's market analysis showed that the North-American market for water heaters is estimated at 6.8 billion USD.

**Sources and availability of raw materials and the names of principal suppliers;**

- The majority of materials required by the Company are readily available at competitive prices from a variety of global and domestic suppliers.

**Dependence on one or a few major customers;**

The Company intends to actively market products to several market verticals through distributors. In Wanderport's case, a major client would most likely be identified by one of the distributors in a particular geographically attributed area. Dependence on a major client would actually take place between the distributor and his client. Wanderport would indirectly be affected in the event of a sales interruption between the distributor and its dominant client.

**Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration;**

The company does have beneficial use of patents, trademarks and licensing agreements in place. This is through the master licensing agreement with Robert Simoneau and/or his nominee. Below is the original information concerning the prior patent applications filed by the licensor. It is understood that there will be additions or subtractions (expirations) to patents, as well as new patent applications for other components and particular areas involving the heat engine and its safety or operations that will be filed from time to time to protect and build upon the licensor's intellectual property and indirectly enrich Wanderport's intellectual property through its master licensor (not necessarily updated below).

(WO/2007/059618) CONTINUOUS FLOW DEMAND CONTROLLED MICROWAVE WATER HEATER

<http://www.wipo.int/pctdb/en/wo.jsp?wo=2007059618>. (Paste this into your browser to see the complete filing).

A second and third patent application specifically referring to the heat exchanger and safety feature respectively of the apparatus are also available on the same website.

**Need for any government approval of principal products or services and the status of any requested government approvals**

The Issuer is not currently subject to any government approval for any of its products or services.

## PRODUCT LIABILITY

By eventually designing and manufacturing a reliable, high quality product, the Company will minimize, but not eliminate, the possibility and occurrence of defective products.

The Company will incorporate preventive measures aimed at reducing its potential exposure to liability risk. The product development and manufacturing program includes high product reliability standards meant to result in high mean times between failures (“MTBF”). The Company plans to achieve a high MTBF factor by pursuing strict quality control procedures. Also, a file at Underwriters Laboratories (UL<sup>®</sup>) has been opened for the purpose of advancing a “new and innovative” category for the heat engine technology’s safety approval. The combination of UL<sup>®</sup> safety certification and the eventual involvement of Energy Star<sup>®</sup> would be considered sufficient third party proof of compliance to efficiency coefficients and offer industry efficiency and safety standards and comparables.

The manufacturing and marketing of the Company's products, incorporating new technology and processes, has an inherent risk. No one can be sure how each product will be constituted over time and under various conditions of actual consumption. Even if the products are successfully produced and marketed, the occurrence of product liability, or retraction of market acceptance due to the failure of the product to meet expectations could prevent the Company from ever becoming profitable. Development of new technologies for manufacture (fine tuning technological manufacturing procedures) will be frequently subject to unforeseen expenses, difficulties and complications, and in some cases cannot be accomplished. In the opinion of management, products, as they should be designed, will have many positive attributes, but such attributes must be balanced against field operating experience and unknown technological changes which the company hopes to proven up through filed testing.

### **Item X**

#### **The nature and extent of the issuer’s facilities**

The Company administrative and legal offices are located at: 17445 US Highway 192, Suite 1, Clermont, Florida 34714 USA. The premises serve as the head office of the Company for the time being. At present, the Company believes that the space is adequate. As the business grows, there will be a requirement for additional space however, the nature and size of the space will be determined in the future.

## Part D

### Management Structure and Financial Information

### **Item XI**

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

1. The Company has a Chief executive Officer and one director: President, Chief Executive Officer, and Treasurer located at 17445 US Highway 192, Suite 1, Clermont, Florida 34787 USA, **Mr. Richard Martel**, President and CEO, Mr. Richard Martel, having 30 years business experience in insurance and investments notably as the compliance officer within the province of Ontario for a major insurance company from 1997 to 2003. His desire to focus on working with companies developing proprietary eco-friendly green technologies led him to Wanderport. Mr. Martel’s compensation, as well as compensation for the use of his commercial premises for Wanderport head office is unpaid and accrued and will be repaid in addition to compensation triggered by product milestones.

**Mr. Robert Simoneau and/or his nominee**, (non-officer/director and advisor role only) Product Licensor and Technical Advisor to Wanderport Corporation and holds majority control of 400 million shares in exchange for distribution exclusivity of his technology. Mr. Simoneau is located in Montreal Quebec and is responsible for the further development of his patent pending technical applications into a market enabling product. The trading restriction of his shares was voluntarily extended to March 31, 2012. After that date, the restrictive legend on only 1% /quarter may be removed in strict accord with SEC regulations.

2. None of the officers or directors has been the subject of a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding, or had an order, judgment or decree entered by a court of competent jurisdiction that in any way enjoined, barred, suspended or otherwise limited that officers or directors involvement in any business, securities, commodities or banking activities; nor has any officer or director been the subject of any 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 been the subject of the entry of an order by self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited any officer's or director's involvement in any type of business of securities activities.

All directors have the business address as the corporate headquarters. There are no relationships by, between or among the officers and directors and shareholders of the Company. No conflicts of interest are believed to exist.

**4. Board memberships and other affiliations;**

None

**5. Compensation by the issuer;**

Compensation for the management and the members of the Board of Directors has been determined by the Board of Directors, and to date is unpaid, and accrued on the books and records of the Company.

**6. Number and class of the issuer's securities beneficially owned by each such person.**

Robert Simoneau or nominee owns 400,000,000 million shares of common stock.

**B. Legal/Disciplinary History.**

None for the foregoing persons have a legal or disciplinary history.

**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 any class of the issuer's equity securities.**

None

**A. Disclosure of Related Party Transactions**

None

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

Issuer's financial statements are reviewed by the signing officer of the Company, in that they present fairly, in all material respects, the financial position, as a result of operations and cash flows for the periods presented, in conformity with accounting principles generally accepted in the United States, consistently applied.

Our Unaudited Financial Statements for the fiscal year ending December 31, 2011, and Notes included, are attached hereto in Item XXIV and Item XXV respectively and incorporated herein by this reference.

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

Included as per Item XXIV

**Item XIV.****Beneficial Owners.**

Robert Simoneau or his nominee located in Montreal, Quebec, owns 400,000,000 million shares of restricted common stock which constitutes 62% of the shares outstanding.

**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 operations, business development and disclosure:****1. Investment Banker**

None presently.

**2. Promoters**

None presently.

**3. Counsel**

Pete Wilke  
Attorney at Law  
POB 5640, Playa del Rey, CA 90296  
323-397-5380  
petewilke@aol.com  
[www.pwilkeindieatty.com](http://www.pwilkeindieatty.com).

**4. Investor Relations Firm**

No particular firm. Mr. Andrew Barakett or his nominee is contracted by the company as an independent contractor and not considered an affiliate or insider according to SEC Rules. The IR professional disseminates and provides explanation to previously press released information and is not privy to privileged information.

## 5. Accountant or Auditor

**Presently completed "in house"; however past and occasional unaudited reviews by:**

Laposta & Associates  
8530 Champ D'Eau  
Montréal, PQ, H1P 1Y3  
Telephone: 407-331-1606.

The company has consulted and plans to retain the services of Hess & Hess CPA's PA in the future:

Hess & Hess CPA's PA  
915 Outer Road, Suite 100  
Orlando, 32814  
United States

## 6. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement and/or act as a consultant to the company:

92003250 Quebec Inc. provided funds to allow us to continue our research and development.

## Item XVI

### Management's Discussion and Analysis or Plan of Operation

- Management's Discussion and Analysis of Financial Condition and Results of Operations for the past quarter of this calendar year.

THE DISCUSSION IN THIS SECTION CONTAINS CERTAIN STATEMENTS OF A FORWARD-LOOKING NATURE RELATING TO FUTURE EVENTS OR OUR FUTURE PERFORMANCE. WORDS SUCH AS "ANTICIPATES," "BELIEVES," "EXPECTS," "INTENDS," "FUTURE," "MAY" AND SIMILAR EXPRESSIONS OR VARIATIONS OF SUCH WORDS ARE INTENDED TO IDENTIFY FORWARD-LOOKING STATEMENTS, BUT ARE NOT THE ONLY MEANS OF IDENTIFYING FORWARD-LOOKING STATEMENTS. SUCH STATEMENTS ARE ONLY PREDICTIONS AND ACTUAL EVENTS OR RESULTS MAY DIFFER MATERIALLY.

IN EVALUATING SUCH STATEMENTS, YOU SHOULD CONSIDER VARIOUS RISK FACTORS, INCLUDING BUT NOT LIMITED TO, THE INHERENT DIFFICULTY IN OPERATING A "GOING CONCERN;" THE EFFECT IF THERE WERE TO BE SIGNIFICANT CHANGES IN MANAGEMENT PERSONNEL; POTENTIAL PRODUCT LIABILITY ISSUES; DIFFICULTY IN MEETING COMPETITOR CHALLENGES SUCH AS THE INTRODUCTION OF NEW PRODUCTS; INCREASED RESEARCH AND DEVELOPMENT AND/OR EQUIPMENT ACQUISITION COSTS; CHANGES IN GENERAL ECONOMIC CONDITIONS AND/OR THE INDUSTRY IN WHICH THE COMPANY COMPETES; CHANGES IN THE QUALITY AND/OR SOURCES OF RAW MATERIALS; MAJOR GOVERNMENT REGULATION CHANGES AND/OR ISSUE(S); FLUCTUATIONS IN WORK FORCE QUALITY AND AVAILABILITY; LABOR DISRUPTIONS (SUCH AS RAW MATERIAL, CONTAINER MANUFACTURE, PRODUCT TRANSPORTATION STOPPAGES OR SLOWDOWNS); THESE STATEMENTS ARE PREDICTIONS AND INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS, INCLUDING THE RISK THAT WANDERPORT CORPORATION CANNOT EXECUTE ITS BUSINESS PLAN FOR LACK OF CAPITAL OR OTHER RESOURCES, DISTRIBUTION, LICENSING, ACQUISITION OPPORTUNITIES OR INTERNAL PARTNERING ISSUES OR RESTRUCTURING OF THE PUBLIC VEHICLE, RESIGNATION, WHICH MAY MODIFY EXISTING LICENSING AGREEMENTS, ARRANGEMENTS AND/OR CONTRACTUAL OBLIGATIONS, AS WELL AS THE RISKS DESCRIBED IN THIS PERIODIC DISCLOSURE DOCUMENT FILLED ON OTCMARKETS.COM BY WANDERPORT CORPORATION, COPIES OF WHICH ARE AVAILABLE ON THE COMPANY'S WEBSITE; ANY OF WHICH COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE INDICATED BY SUCH FORWARD-LOOKING STATEMENTS.

## OVERVIEW

The Corporation is an acquisition minded company which acquired the global exclusive licensing, distribution and proprietary rights to a unique microwave energy tank-less water heater solution. The company has been dedicated to converting the technology into a marketable eco-friendly, efficient product. Wanderport's objective is to build a sound and profitable company by marketing and distributing the world's first revolutionary alternative to existing less-efficient water heating systems. Consumers will be proud to use this microwave water heating solutions which will preserve clean fresh water and reduce their energy consumption and personal carbon footprint.

Primary focus has been placed on product engineering, development and manufacturing processes to ensure our efforts to design and manufacture the highest quality, highest level of product features and the most efficient marketing techniques.

## Products and Services

Wanderport Corporation will offer a product line of microwave energy tank-less water heater solutions. Wanderport has produced a prototype which management believes has significantly surpassed their expectations in its capacity to change water temperature and could form the basis of a product line capable of surpassing efficiency claims of competitive technologies currently known to be in used in the market place. Third party development and testing have been ongoing to demonstrate that the use of WDRP technology will yield an advanced alternative for the water heater industry using its green-energy tank-less water heater within consumer household and, later, industrial markets. The company's primary focus is placed on a very high quality product engineering, development and manufacturing process to obtain the highest level of product features and efficient marketing techniques through its growing distribution network (already partially in place). Wanderport benefits from a number of patent applications owned by the licensor through our licensing agreement.

## Wanderport Technology



## Evolution of Our Award Winning Technology:

Formerly, Pulsar Advanced Technologies Inc. was the proud recipient of the 2005 TIPTA award (TCA; Toronto Construction association, Innovative Product and Technology Award), awarded by the National Research Council of Canada recognizing excellence in innovation in product or technology development, or its application of its microwave energy tank-less water heater. Following this achievement, Wanderport Corporation formally reached out to the Licensor in order to enter into our present licensing agreement.

## Market and Competitive Analysis Advantage

Since the advent of water heating, thermal heat transfer has been the only method used. Wanderport is determined to develop the world's first water heating method using radio frequency or microwave as a more efficient solution. With each dollar a barrel increase in world oil or every hike in the cost of electricity, Wanderport's products become more attractive to the end-user market, be it the commercial or consumer sectors. Management estimates the North American market at over 10 million units. Much of the growth comes from new purchasers in new home and renovation markets. Demographers report population growth within emerging markets is estimated to continue to show strong growth for the next 20 years. Clearly, Wanderport intends to target this growth as the new technology adaptation is simpler and quicker in emerging markets, while ridding these markets of old storage tank water heaters.

## Market Segmentation

### THE CONSUMER MARKET,

- Utility market and co-ops
- New homes
- Apartments/Condominiums,
- Replacement of old units assembled using outdated inefficient technologies.

### **Commercial and Industrial Products and Applications**

- Fast food restaurant and fruit and vegetable sanitization applications
- Hotel bathroom, kitchen and laundry facilities
- Military air and sea applications
- Pool & spa
- Numerous associations namely; campgrounds and their facilities all over the world
- Addition to solar and geothermal water heating systems

### **Target Market Segment Strategy**

The Company is targeting high growth markets, capitalizing on large energy system demands in their various stages of industrialization through sizeable consumer needs.

### **Competition, Competitive Advantage and Value Propositions**

Our competitive threats come from companies that offer and perform similar types of products and services if any, as well as old established technology generated from fossil fuels. We believe potential customers will chose our solutions based on the following criteria:

The benefits from Wanderport's patented technological advantage include:

- Wanderport estimates a savings in energy costs in the vicinity of 30% over other electric storage or tank-less water heating solutions and a definite savings compared to the cost of operating a gas tank-less water heater systems.
- State of the art engineering and design
- No scaling and less repairs or part replacement due to the manufacturing and technological advancement in eliminating troublesome component replacements such as: sacrificial anodes, and elements
- It only heats water when it's needed.
- Substantially reduces risk of scalding injuries to children and elderly
- Maintains efficiency throughout its service life
- Long service life
- Economically priced
- Conserves clean drinking water
- Space-savings and designed to fit almost any location (Great for under the counter installation and fits almost anywhere)
- Supply endless streams of clean, hot water to multiple appliances simultaneously, without any fluctuation in temperature.
- Unlike most brands, the Wanderport's tank-less water heater constantly monitors the incoming water temperature and flow rate and modulates microwave power to precise on demand water temperature as selected by the user for unsurpassed temperature control
- Low Flow Modulating Activation - Not need to turn water on completely to activate water heating while the unit self modulates to control energy use
- Easy and less expensive installation as all water connections provided and product can be mounted & powered without opening the unit
- The upfront costs and total lifetime costs of Wanderport's microwave energy tank-less water heater will be far less than other tank-less products
- Performance and efficiency requiring less energy consumption to generate the same quantity of hot water
- Customer service and support
- Aggressive Pricing
- Technical Patent applications through Licensor

## **Strategy**

The market strategy is to introduce a product capable of generating hot uninterrupted on demand hot water while maintaining approximately 20% to 30% energy efficient performance compared to other electric non-microwave energy tank-less water heaters, in addition to limiting excess water consumption. That said, further development may allow for even greater energy economies. Wanderport's products will be equipped with features and options customized to particularities of specific markets; yet remain affordable. The Company will continue efforts to re-affirm existing distribution agreements and secure additional sales channels in order to grow sales networks globally in order to eventually dominate the water heater industry.

## **A discussion of how long the issuer can satisfy its cash requirements and whether it will have to raise additional funds in the next twelve months.**

Over the subsequent twelve months (2010-2011) Wanderport Corporation has identified several areas requiring capital. (1) Fund our continuing development and working capital needs. (2) Additional efforts associated with investing in the Company's core activities. Please see **LIQUIDITY AND CAPITAL RESOURCES AND FINANCE** below for more information about our fund raising possibilities moving forward.

More specifically, financing will be used to fund loan repayment and accrued overhead and incentives as well as expansion due to eventual production of various models using the proprietary technology. Funding will also be for the order process with letters of credit and the internal staff structure in the company and the establishment of larger headquarters, further research and development for additional products and their upgrade; travel and sales; the purchase of equipment, patent protection; component inventory and funding will also allow for more diversified market presence.

Since the establishment of the Company, Wanderport has since adopted a strategy of growing the Company in a controlled manner to minimize spending and expenditures while using its own capital sources (i.e.: sales, officers' investment and private money). Commencing immediately following the securing of a manufacturing agreement based on a pre-production multi-cavity microwave energy tank-less water heating unit (MCMHU), Wanderport plans to pursue a more aggressive growth strategy to capitalize on considerable market opportunities that it will be facing as a marketable product becomes available to market, in addition to a number of supplementary water heating solutions and applications.

Wanderport may also use a portion of expected product sale net proceeds for the possible acquisition of additional businesses and technologies or the establishment of joint ventures that are complementary to our current or future business. We cannot be certain that we will complete any acquisition or joint venture or, that if completed, any acquisition or joint venture will be successful.

## **LIQUIDITY AND CAPITAL RESOURCES AND FINANCE**

There may be a possibility but not a certainty of offering common shares in a SEC Regulation D private placement offering at some point within 2012 or 2013. Additional financing may be raised through either shareholder rights offerings, secondary offerings that consist of private individuals and institutions (otherwise known as PIPE's; Private Equity into Public Entity), conversion of debt to equity and or issuing options or warrants. This may or may not occur during this calendar fiscal year. This could provide financing required to repay debt and/or grow operations at the planned rate. We are currently exploring relationships involving securing a manufacturer willing and able to finance components as well as a first production run which could prevent or reduce the necessity to seek said financing sources and allow a portion of funding for restructuring the public entity and its administration.

There is no assurance the Company will be able to raise any of the funds required to finance the expansion of our business either in this or any other period.

## COMPARISON OF FISCAL YEARS ENDED DECEMBER 31, 2011 AND DECEMBER 31, 2010

At December 31, 2011, our total current assets totaled \$262,374 (including accounts receivable, inventory and prepaid expenses) and total current liabilities were \$791,000 consisting of \$33,000 per quarter in consulting fees and the addition of 195,000 payables due to market validation and technical development and a current portion of a loan of 33,000 up from \$10,000 in 2010. The amount of \$10,000 was received during the first quarter of 2011, none in second quarter 2011 and another \$10,000 was received in third quarter 2011. Lastly, a payment of \$3,000 in fourth quarter 2011 was also accrued. Such miscellaneous expenditures were paid by various other third parties.

Accounts payable and accrued expenses increased from \$431,000 in 2010 to \$758,000 at December 31, 2011 which includes consulting and professional fees as well as accrued and billed to the company at monthly fees of \$7,500 for market validation and technical services applied to patents, since August 2009; At December 31, 2010, total current assets were \$52,036 and total current liabilities were \$441,000.

Operations for the fiscal year ended December 31, 2011 resulted in a net cash deficit for operating activities of \$(139,662) compared to a deficit of \$(191,137) in fiscal year ended December 31, 2010. Our operations for the fiscal year ended December 31, 2010 were assisted by loans from various third party individuals, corporations, friends and family, licensor and CEO and primarily 92003250 Quebec Inc. on an accrual basis in the amount of \$10,000 and have accrued to \$33,000 for fiscal year ended December 31, 2011 and include other miscellaneous expenditures. There were no sales in the fiscal year ended December 31, 2011.

We had no cost of sales in the fiscal year ended December 31, 2011 and our gross profit was also \$-0- for fiscal year ended December 31, 2011. We reported cost of sales of \$ -0-, with a gross profit of \$ -0- in the fiscal year ended December 31, 2010.

Our selling, general and administrative expenses ("SG&A") were \$139,662 in the fiscal year ended December 31, 2011. Selling and general and administrative expenses of \$ 191,137 were reported in the fiscal year ended December 31, 2010.

Our Consulting fees appearing in accounts payable have increased and accrued to \$791,000 in fiscal year ended 2011 from \$431,000 in fiscal year 2010. We total \$ 33,000 in fiscal year 2011 in accrued loans for research and development up from \$ 10,000 in fiscal year 2010.

Our net profit/loss figures for the fiscal years ending December 31, 2011, and December 31, 2010, have been \$(139,662) and \$(191,137), respectively.

We anticipate this loss will change to income as we execute our business plan over subsequent fiscal years. As of December 31, 2011, we had an accumulated deficit of \$4,818,026; up from \$ 4,678,364 on December 31, 2010.

Loans have contributed to funding market validation and technical development, patent applications, in addition to funding Design 1st Inc. in the production of a prototype which management believes has significantly surpassed expectations in its capacity to change water temperature and has motivated management to build the MCMHU. Loans have also served to fund preliminary UL ® meetings involving the acquisition of safety and efficiency guidelines applied to the pre-production, point of use multi-cavity microwave energy water heating unit (MCMHU), which is expected to be completed and beta-tested in early 2012. The company plans to use this MCMHU as a vehicle to demonstrate the actual heat engine which management believes will be the key to negotiations with manufacturers in securing a manufacturing agreement or strategic alliance. Management has and continues to meet with potential candidates. It is management's opinion that the upcoming MCMHU's heat engine technology will form the basis of a product line capable of being an add-on to existing geothermal energy systems or solar water heating solutions. The MCMHU could also become an advanced alternative for the water heater industry using its green-energy tank-less water heater within consumer household and, eventual industrial tank-less water heating applications. Wanderport

indirectly benefits from a number of patent applications through the licensing agreement with the licensor. The most recent patent application is a result of engineering a progressive safety feature to manage the introduction of the product's new technology which involves high voltages in the range of 4 kilovolts and concentrated radio frequency energy. The exclusive safety mechanism provides an additional preventive measure in the case of a unit's faulty operation and improves efficiency by providing a feedback loop to the controller, thus permitting the correct amount of energy to be applied to the heat exchanger at any given time.

An excerpt from the third patent filing is shown as follows: *"The object of the invention is to provide for a safe and controlled operating environment for a volume of water within the heating unit and to provide the correct amount of radio frequency energy to interact with said volume of water in order to maximize efficiency without any mechanical sensing means which could pose a potential risk. It provides "contactless" and isolated radio frequency energy level detection. The present efficiency invention determines the presence and/or volume of liquids present in a heat exchange chamber. In particular, it relates to the detection of this presence and provides the means to control the amount of radio frequency energy, notably an energy source consisting of microwaves presented to the chamber, interrupting or throttling as required, for the purpose of heating liquids such as water and intended to achieve peak efficiency"*.

In order for Wanderport to convert the patent pending technology license into a market enabling product, the company felt it a necessity to accrue monthly invoice fees of \$7,500 for market validation and technical services by its licensor for his vision of the product and its completion since August 2009 when the agreement was finalized. These fees have been applied and included to finalize the prototypes and apply for patents, copyrights and trademarks in this December 31, 2011 Annual Report, thereby indirectly increasing the value of the IP owned by the licensor, which Wanderport accedes to with this debt through its licensing agreement with Robert Simoneau and/or his nominee holding the intellectual property. **Please see Item XVIII (OTHER INFORMATION) concerning accrued fees and expenses and Management's Additional Discussion Pertaining to Risks Related to the Business and Analysis Plan of Operation.**

#### **CRITICAL ACCOUNTING POLICIES**

Our significant accounting policies are disclosed in the Notes to our Unaudited Financial Statements ending December 31, 2010 and December 31, 2011. Certain of our policies require the application of management judgment in making estimates and assumptions that affect the amounts reported in the financial statements and disclosures made in the accompanying notes. Those estimates and assumptions are based on historical experience and various other factors deemed to be applicable and reasonable under the circumstances. The use of judgment in determining such estimates and assumptions is by nature, subject to a degree of uncertainty. Accordingly, actual results could differ from the estimates made and all is "subject to revision".

#### **RESULTS OF OPERATIONS**

Since December 31, 2010 Wanderport has completed an operational single-cavity microwave heating unit (SCMHU) or first prototype and has been working to finalize the second generation multi-cavity heating unit (MCMHU). Recently the MCMHU was displayed to interested parties in Burlington Vermont on October 25<sup>th</sup>, 2011. The unit is now in the hands of Wanderport's contracted design firm, where engineers are running integrity analysis, pressure testing and water tightness. During said analysis, the unit's heat engine underwent specific hydraulic pressure tests in order to assure that it could withstand municipal water pressure during anticipated functional beta-testing and multiple demonstrations to manufacturers. Under high pressure however, one of the four newly designed heat exchangers failed. Wanderport is performing a physical analysis of the remaining heat exchangers and a forensic analysis of the failed one. The MCMHU will be reassembled by engineers while they reach out to the heat exchanger manufacturer to confirm precise characteristics of the ceramics used in order to rule out the possibility of a material failure. To avoid any further delay however, The Company expects to complete the electrical hook-up and commence powered beta-testing on the MCMHU while the aforementioned takes place. For this exercise, the Company anticipates connecting the MCMHU to a flowing municipal water source while eliminating pressure on the heat engine. This process should allow Wanderport to determine preliminary efficiency results, which the company fully intends to announce in the short term as previously promised and considers this information to be fundamental in its endeavor to strike a strategic alliance agreement with manufacturers. An agreement of this nature would include the fabrication of a number of field units

available for dealer testing and samples to be delivered to Underwriters Laboratories (UL<sup>®</sup>) for the purpose of advancing discussions of a “new and innovative” category for the heat engine technology. The combination of UL<sup>®</sup> safety certification and the eventual involvement of Energy Star<sup>®</sup> or another leader in efficiency testing such as ETL would be considered sufficient third party proof to substantiate efficiency coefficients and offer industry comparables. Wanderport is confident and hopeful that the MCMHU’s heat engine performance efficiency will be industry leading and provide the basis and leverage to approach global manufacturers, dealers, and to make presentations to journalists and attendees at trade shows.

Wanderport has also built a new website ([www.wanderportcorporation.net](http://www.wanderportcorporation.net)), which is now open to prospective clients and stakeholders. The website encompasses many new features making it customer interactive and considerably more user-friendly although future looking in its sales pitch. It features a “customer service” tab and a link to a live “blog” where participants can engage in dialogue. Another feature is the world’s first Android (may soon add iPhone<sup>®</sup>) mobile telephone wireless application (WAPP). It is designed to allow customizable temperature control and other interfacing while it tabulates the actual cost of energy consumed for each trip to the shower for those seeking to limit the expense of costly hot water and energy consumption. The company expects to add the heat engine’s preliminary performance efficiency results in the “Products” section of the website once available and approved by the engineering team and would also like to provide a link to a short “in house” demonstration of the operating MCMHU for individual viewing.

Since 2010, Wanderport has entered into a significant number of Purchasing/Distribution Agreements containing Five Year Projections (using estimated distributor’s unit cost of approx. USD\$450/unit) as follows:

- Australia’s Gavin Ovens Holdings PTY LTD. has projected purchase commitments of roughly \$124,656,810 USD over five years.
- Italy’s Geo Solis di Terziani A. & C. S.A.S. has projected purchase commitments of roughly \$46,665,000 USD over five years.
- Turkish distributor ESS Enerji Ltd. (Energy Saving Systems replaced the previous agreement with Deltoid Enerji Ltd.) has projected purchase commitments of roughly \$56,925,000 USD over five years.
- Eastern-Europe’s Ovaks Ltd. of Belarus has projected purchase commitments of roughly \$27,900,000 over five years.
- The United States-Utilities Marketing Concepts (UMC) has projected purchase commitments of roughly 530,000 units totaling \$238,050,000 over five years. This revenue is based solely on niche markets such as apartments and condominiums with emphasis on electric utilities and coops. UMC’s agreement leaves the door wide open to entertain distributors in other geographic locations within the United States and to explore supplementary market verticals such as; commercial applications, hardware retail chains and residential housing, as well as, a host of secondary sales channels globally and within the US and Canada.
- Wanderport continues to entertain proposals from distributors globally as preliminary introductions are underway between companies in the US, Canada, Holland, Switzerland, Germany, Ireland, South Korea, and parts of South America in addition to receipt of a letter of intent from a Swiss group.

Based on the sales projected by distributors as mentioned above, the total revenue projection is USD \$494,196,810 over five years. This figure is not a guarantee of results, but only a compilation of target sales figures that may or may not be met by our marketing contractors.

#### **Item XVII**

##### **Defaults on Senior Securities**

There are no defaults on Senior Securities.

**Item XVIII****Other Information**

We continue to accrue consulting fees at a rate of \$11,000 per month and we may be billed for market validation and technical work at a rate of \$7,500 per month along with any contractual incentives and accrued loans and expenses. We expect our pre-production multi cavity microwave energy tank-less water heater (MCMHU) completed during the fiscal year 2012.

**Management's Additional Discussion Pertaining to Risks Related to our Business and Analysis Plan of Operation.**

Our operating results are difficult to predict and fluctuations in them may cause volatility in the price of our shares. Shares of Wanderport Corporation are subject to a number of risk factors. The following are representative of those risks. Such summary is **not** intended to be exhaustive of risks that are or may become relevant:

**Much of our issued common stock is currently illiquid and highly speculative.**

Investment therein involves a high risk of loss of an investor's entire investment in the Company. Each prospective secondary market investor is urged to carefully review the risk factors discussed below and to discuss with Management the nature and extent of risks inherent in the Company's proposed business in determining whether to invest in the Company.

Given the nature of the markets in which we compete, our revenues and profitability are difficult to predict for many reasons, including the following:

- Our operating results are highly dependent on the volume and timing of orders received during each quarter. Customers generally place orders and forecasts for each quarter in advance and timely fulfillment is the "key" to success. As a result, our revenues in any quarter depend primarily on orders shipped in that quarter.
- We do not maintain an inventory of products for the time being. We must incur a large portion of our costs in advance of sales orders, because we must plan research and production, order components and enter into development, sales and marketing, and other operating commitments prior to obtaining commitments from our customer. This makes it difficult for us to adjust our costs in response to a revenue shortfall, which could adversely affect our operating results. Fluctuations in our operating results may cause volatility in the price of our registered shares.

**If we do not timely introduce successful tank-less hot water products our business and operating results could suffer.**

The success of our products depends on several factors, including our ability to:

- Anticipate technology and market trends;
- Timely develop innovative new products and enhancements;
- Distinguish our products from those of our competitors;
- Price our products competitively;
- Manufacture and deliver high-quality products; and if we do not execute these successfully, our business, financial condition and operating results could suffer.

**If we do not compete effectively, demand for our Eco-Friendly products could decline and our business and operating results could be adversely affected.**

Our industry is intensely competitive. It is characterized by a trend of declining average selling prices in the market, and continual performance enhancements and new features, as well as rapid adoption of technology and product advancements by competitors in our market. Also, aggressive industry pricing practices and downward pressure on margins have resulted in increased price competition from both our primary competitors as well as from less established ones.

If we do not set our product line apart from others and build and strengthen our brand recognition, our business could be harmed. If we do not otherwise compete effectively, demand for our products will decline, our gross margins could decrease, we could lose market share, and our revenues could be affected and decline.

**We purchase components from limited sources, and our business and operating results could be harmed if supply were delayed or constrained or if there were shortages.**

Lead times for materials and components ordered by us can vary significantly and depend on factors such as the specific supplier, contract terms and demand for a component at a given time. We may from time to time experience supply shortages and fluctuations in component prices. We don't believe that any such shortages will significantly impact our product cost. In addition, we may be at risk for these components if our customers reject or cancel orders unexpectedly or with inadequate notice.

We will be purchasing some key components used in our products from single or limited sources. If the supply of these products or key components were to be delayed or constrained, we may be unable to find a new supplier on acceptable terms, or at all, or our new and existing product shipments could be delayed, any of which could harm our business, financial condition and operating results.

**Initially, we intend to outsource our product manufacturing.**

There are always risks associated with strategic contractual relationships with outside parties. We cannot guarantee the smooth and profitable relationship with our manufacturing contractee.

### **C. Off-Balance Sheet Arrangements.**

As of the date of this document, The Company has no off-balance sheets arrangements.

## **Part E** **Issuance History**

### **Item XIX**

#### **Issuance History**

On August 29<sup>th</sup> 2009, the Company through the Licensing agreement with Robert Simoneau and/or his eventual nominee, the Company issued an aggregate of 500,000,000 shares of restricted common stock. The shares were subject to Rule 144 (b). However, on February 23<sup>rd</sup>, 2010 a total of 130,000,000 shares were returned to treasury. However, no shares have been issued as restricted with a continuing, non-brokered private placement offering.

### **Item XX**

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

We have not had a private placement securities offering. No shares have been issued for services in the past two years.

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

There were no purchases of Equity Securities by the Issuer or any Affiliated Purchasers. There was no purchase of equity securities by or on behalf of the Company or any "Affiliated Purchaser" of shares or other units of any class of the Company's equity securities.

**Part F**  
**Exhibits**

**Item XXII****Material Contracts**

- A. Contracts, such as those disclosed, were made in the ordinary course of business (establishing sales relationships).
- B. The agreement between design 1<sup>st</sup> Inc. and Robert Simoneau/Wanderport and 92003250 Quebec Inc. has been posted and incorporated as Exhibit "D" in the Annual financial Disclosure of December 31, 2010 herein referenced by "research and development funding".
- C. Licensing Agreement between Wanderport and Robert Simoneau has been posted as Exhibit "E" and incorporated in the Annual financial Disclosure of December 31, 2010 herein referenced "Licensing Agreement"
- D. Supplemental Information- has been posted as EXHIBIT "F" ADDENDUM (TO LICENSING AGREEMENT EXHIBIT "E"). Period ending date March 31,2010
- E. Supplemental Information- has been posted as Exhibit "G" Prototype Lab Layout for Appraisal Purposes. Period ending date March 31, 2011
- F. Supplemental Information- has been posted as Exhibit "H" Product Evolution/Product Rendering/Prototype In-House Testing & Interpretation of Result Chart. Period Ending date March 31, 2011
- G. Supplemental Information- has been posted as EXHIBIT "I" -Wanderport's Australian Distributor Mr. Gavin Ovens, President of Gavin Ovens Holdings PTY LTD and Wanderport's Mr. Robert Simoneau, Technical Advisor and Product Licensor at Singapore International Water Week show July 1, 2011 Period ending date July 20, 2011
- H. Supplemental to Quarterly Report of June 30, 2011 has been posted as concerning AMF Date of Supplement: Period ending date July 25, 2011
- I. Supplemental Information- has been posted as EXHIBIT "K" Wanderport's United States Distributor, Mr. David Myers (left) President of Utilities Marketing International Inc. (UML) and Wanderport's Mr. Robert Simoneau (right) Technical Advisor and Product Licensor at (UL®) Offices in New York City
- J. There are no existing or pending contracts for the purchase or sale of any property, plant or equipment exceeding 15% of the Companies Assets and there are no new exhibits to be posted at this time.

**Item XXIII****Articles of Incorporation and Bylaws (all exhibits are incorporated herein by this reference)**

- A. A complete copy of the Articles of Incorporation has been posted Exhibit "B" and incorporated in the Annual financial Disclosure of December 31, 2010 herein referenced.
  
- B. A complete copy of our Bylaws has been posted Exhibit "C" and incorporated in the Annual financial Disclosure of December 31, 2010 herein referenced.

Item XXIV  
 Financial Statements (unaudited)

**WANDERPORT CORPORATION**

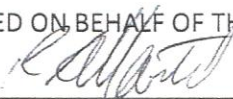
## CONSOLIDATED BALANCE SHEETS

Year End December 31, 2011

(UNAUDITED)

	Dember 31, 2011	December 31, 2010
<b>ASSETS</b>		
Current		
Cash or equivalent	\$ 34,374	\$ 42,036
Accounts Receivable	\$ -	\$ -
Inventories	\$ -	\$ -
Prepaid Expenses	\$ -	\$ -
Patents, Copyrights and Trademarks	\$ 228,000	\$ 10,000
Total Current Assets	\$ 262,374	\$ 52,036
Long Term Assets		
<b>TOTAL ASSETS</b>	<b>\$ 262,374</b>	<b>\$ 52,036</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Currrent liabilities		
Accounts payable	\$ 758,000	\$ 431,000
Loan	\$ 33,000	\$ 10,000
Total Current Liabilites	\$ 791,000	\$ 441,000
<b>TOTAL LIABILITIES</b>	<b>\$ 791,000</b>	<b>\$ 441,000</b>
<b>STOCKHOLDERS' EQUITY</b>		
Common Stock, \$0.001 par value, 1 200 000 000 shares auhtorized 642 500 940 shares of common stock issued and outstanding as of December 31, 2011		
	\$ 642,501	\$ 642,501
Additional Paid-in Capital	\$ 3,646,899	\$ 3,646,899
Accumulated Deficit	\$ (4,818,026)	\$ (4,678,364)
<b>TOTAL EQUITY</b>	<b>\$ 262,374</b>	<b>\$ 52,036</b>

APPROVED ON BEHALF OF THE BOARD:



**WANDERPORT CORPORATION**

## STATEMENT OF OPERATIONS

Twelve Month December 31, 2011

(UNAUDITED)

	December 31 2011	December 31 2010
<b>INCOME</b>		
Sales	\$ -	\$ -
Other Income	\$ -	\$ -
<b>TOTAL INCOME</b>	<b>\$ -</b>	<b>\$ -</b>
<b>COST OF GOODS SOLD</b>		
Opening Inventory	\$ -	\$ -
Add Purchases	\$ -	\$ -
Add Freight-in	\$ -	\$ -
Add Direct Labor	\$ -	\$ -
Add Indirect Expenses	\$ -	\$ -
Inventory Available	\$ -	\$ -
Less Ending Inventory	\$ -	\$ -
<b>COST OF GOODS SOLD</b>	<b>\$ -</b>	<b>\$ -</b>
<b>GROSS PROFIT</b>	<b>\$ -</b>	<b>\$ -</b>
<b>EXPENSES</b>		
Accounts Payables	\$ -	\$ -
Obsolete Inventory	\$ -	\$ -
Write Off Accounts receivable	\$ -	\$ -
Write Off Furniture & Equipment	\$ -	\$ -
Rent	\$ -	\$ -
Office Expenses	\$ 3,532	\$ 12,000
Consulting	\$ 132,000	\$ 132,000
Legal and Professional fees	\$ 4,130	\$ -
Utilities	\$ -	\$ -
Licenses and Fees	\$ -	\$ 22,137
Advertising	\$ -	\$ -
Supplies	\$ -	\$ 20,000
Travel Expenses	\$ -	\$ 5,000
Vehicle Expenses	\$ -	\$ -
Amortization Expenses	\$ -	\$ -
<b>TOTAL EXPENSES</b>	<b>\$ 139,662</b>	<b>\$ 191,137</b>
<b>NET PROFIT</b>	<b>\$ (139,662)</b>	<b>\$ (191,137)</b>

**WANDERPORT CORPORATION**  
STATEMENT OF CASH FLOWS  
Twelve Month Period Ending December 31, 2011  
(UNAUDITED)

	December 31 2011	December 31 2010
<b>Cash flows from operating activities</b>		
Net Profit	\$ (139,662)	\$ (191,137)
Depreciation	\$ -	\$ -
(Increase) decrease in operating assets	\$ -	\$ -
Accounts Receivable	\$ -	\$ -
Assets	\$ -	\$ -
Prepaid Expenses	\$ -	\$ 22,137
Accounts Payable	<u>\$ 132,000</u>	<u>\$ 132,000</u>
Net cash provided (used) by operating activities	\$ (7,662)	\$ (37,000)
<b>Cash flows from investing activities</b>		
Cash paid for purchase inventory	\$ -	\$ -
Cash paid for purchase equipment	\$ -	\$ -
Cash paid for development software	\$ -	\$ -
Cash paid for furniture and leasehold improvements	<u>\$ -</u>	<u>\$ -</u>
Net cash used by investing activities	\$ -	\$ -
Cash received from issuing stock	\$ -	\$ (130,000)
Cash received from Investor	<u>\$ -</u>	<u>\$ -</u>
Net cash provided by financing activities	\$ -	\$ (130,000)
Increase in cash during the period	\$ (7,662)	\$ (167,000)
Cash balance at the beginning of the period	\$ 42,036	\$ 209,036
<b>Cash balance at the end of the period</b>	<b>\$ 34,374</b>	<b>\$ 42,036</b>

**WANDERPORT CORPORATION**  
**STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**  
 (UNAUDITED)

	Common Stock		Additional Paid-in Capital	Common Stock Subscribed	Retained Earnings	Total
	Shares	Amount				
Balance, December 31, 2008	153,100,100	\$ 153,100	\$ 4,266,300		\$ 117,462	\$ 4,536,862
Amortization Accounts Payable Issuance of common shares in conversion of notes	619,400,840	\$ 619,401				\$ 619,401
restructuring of the company			\$ (619,401)			
Net Loss					(4,604,689)	(4,604,689)
Balance, December 31, 2009	772,500,940	\$ 772,501	\$ 3,646,899		\$ (4,487,227)	\$ (67,827)
Common shares issued for cash						
Return of common shares to treasury	(130,000,000)	(130,000)				
Net Loss					(191,137)	
Balance, December 31, 2010	642,500,940	\$ 642,501	\$ 3,646,899		\$ (4,678,364)	\$ (388,964)
Net Loss					(139,662)	
Balance, December 31, 2011	<u>642,500,940</u>	<u>\$ 642,501</u>	<u>\$ 3,646,899</u>		<u>\$ (4,818,026)</u>	<u>\$ (388,964)</u>

**Item XXV****Notes to Financial Statements**

**WANDERPORT CORPORATION**  
**NOTES TO FINANCIAL STATEMENTS**  
**Annual Report December 31, 2011**  
**(Unaudited) Subject to Revision**

**GENERAL**

The Corporation was organized on March 29, 2006 under the laws of the State of Delaware as Temtex Industries Inc. On January 8, 2007 Temtex Industries changed its name to Wanderport Corporation where it is trading on the OTC under the symbol (WDRP.PK). The Corporation was in the process to sell all its software Programming and all its Applications on an income percentage and royalties based on market conditions. The Corporation in return secured regular incomes without the need to invest additional resources. With these regular new incomes, the Corporation focused on key investment opportunities namely new green minded technologies. The Corporation believed these initiatives would increase shareholder value and assure long term success of the Corporation.

**BASIS OF PRESENTATION**

The accompanying unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America by the Issuer and in the opinion of management, include all adjustments consisting only of normal recurring accruals considered necessary to present fairly the Company's financial position at December 31, 2011 and the results of operations for the period ended December 31, 2011.

The preparation of financial statements in conformity with accounting principles generally accepted in United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**NATURE OF BUSINESS**

The Corporation is an acquisition minded company which acquired the global exclusive licensing, distribution and proprietary rights to a unique microwave energy tank-less water heater solution. The company has been dedicated to converting the technology into a marketable eco-friendly, efficient product. Wanderport's objective is to build a sound and profitable company by marketing and distributing the world's first revolutionary alternative to existing less-efficient water heating systems. Consumers will be proud to use this microwave water heating solutions which will preserve clean fresh water and reduce energy consumption and personal carbon footprint. The technology was the proud recipient of the 2005 TIPTA award (TCA; Toronto Construction Association, Innovative Product and Technology Award), awarded by the National Research Council of Canada recognizing excellence in product innovation and technology development for the microwave energy tank-less water heater.

The Corporation believes that the current market situation is an excellent setting for market introduction of its licensed microwave energy tank-less water heater technology and believes this will secure the Corporation's strong future.

**Accounting period**

The Company has adopted an annual calendar accounting period of January 1st through December 31st.

## Unaudited Annual Report and Interim Financial Statements

The accompanying unaudited Annual Report has been prepared on a basis consistent with generally accepted accounting principles in the United States ("GAAP") for annual report information and pursuant to the rules of the Securities and Exchange Commission (SEC). In the opinion of management, the accompanying unaudited financial statements reflect all adjustments, consisting of only normal and recurring adjustments, necessary for a fair presentation of the results of operations, financial position and cash flows for the periods presented. The results of operations for the periods presented are not necessarily indicative of the results expected for any future period.

### SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

**Principle of Consolidation and Presentation:** The accompanying financial statements include the accounts of Wanderport Corporation.

**Use of estimates:** The preparation of the accompanying financial statements in conformity with accounting principles generally accepted in the United States requires management to make certain estimates and assumptions that directly affect the results of reported assets, liabilities, revenue, and expenses. Actual results may differ from these estimates and could be subject to revision.

**Revenue Recognition:** the Company will recognize product revenue when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable, and collection is probable. In instances where final acceptance of the product is specified by the customer, revenue is deferred until all acceptance criteria have been met. No provisions were established for estimated product returns and allowances based on the Company's historical experience. All orders are customized with substantial down payments. Products will be released upon receipt of the remaining funds. All convertible notes payable were evaluated and determined not to be conventional convertible debt instruments and, therefore, because of certain terms and provisions including liquidating damages under the associated registration rights agreement the embedded conversion option was bifurcated and has been accounted for as a derivative liability instrument, therefore, classified as a liability on the balance sheet. The accounting guidance also requires that the conversion feature and warrants be recorded at fair value for each reporting period with changes in fair value recorded in the consolidated statements of operations.

#### Common Stock:

Total Outstanding shares of 642,500,940 after 130,000,000 million shares were returned to treasury in fiscal year 2010. Authorized shares are 1,200,000,000 Par Value 0.001.

#### Income Taxes:

Income tax expense is based on pretax financial accounting income. Deferred tax assets and liabilities are recognized for the expected tax consequences of temporary differences between the tax bases of assets and liabilities and their reported amounts. The Company records a valuation allowance to reduced deferred tax assets to the amount that is believed more likely than not to be realized.

#### Net Loss per Share:

Basic net loss per share includes no dilution and is computed by dividing net loss available to common stockholders by the weighted average number of common stock outstanding for the period. Diluted net loss per share does not differ from basic net loss per share since potential shares of common stock are anti-dilutive for all periods presented. Management does not believe there would have been a material effect on the accompanying financial statements had any recently issued, but not yet effective, accounting standards been adopted in the current period.

## **GOING CONCERN**

The Company's financial statements have been prepared on a going concern basis, which contemplates the realization of assets and liabilities and commitments in the normal course of business. In the near term, the Company expects operating costs to continue to exceed funds generated from operations. As a result, the Company expects to continue to incur operating losses and may not have sufficient funds to grow its business in the future. The Company can give no assurance that it will achieve profitability or be capable of sustaining profitable operations. As a result, operations in the near future are expected to continue to use working capital. The Company believes that this situation can be crippling unless revenues can be substantially increased and/or significant additional funding can be received in order to support the Company's operations until revenues exceed operating costs.

To successfully grow the business, the Company must decrease losses, improve its cash position, establish its revenue base, and succeed in its ability to raise additional capital through a combination of primarily public or private equity offering or strategic alliances with a manufacturer in order for a first production run to be feasible. The Company also depends on certain distributors/contractors; product licensor and its CEO and the loss of any of those distributors/contractors, Licensor or the CEO may harm the Company's business.

As of December 31, 2011, the Company had current liabilities of \$758,000 and total liabilities of \$791,000. Total assets were \$262,374 of which only \$34,374 are liquid assets (cash or equivalent). The Company incurred a loss of \$139,662 for the period ended December 31, 2011, and as of that date, had an accumulated deficit of \$4,818,026.

## **PROPERTY AND EQUIPMENT**

The Company does not own property and equipment.

## **FURNITURE AND LEASEHOLD IMPROVEMENT**

Furniture and leasehold improvement are recorded at cost. Maintenance and repair cost are expenses as incurred. Depreciation is provided using 20% per year.

## **EQUIPMENT**

Equipment, if and when procured, will be recorded at cost. Maintenance and repair cost will be expensed as incurred. Depreciation will be at 15% per year.

## **INVENTORIES**

Inventories, which would include material and a small component of work-in-process labor and overhead, will be stated at the lower of cost (first in, first out) or market (net realizable value).

## **ACCRUED EXPENSES**

None

## **INCOME TAXES**

Provision for income tax for the annual report and financial statement period ending December 31, 2011 consisted of \$0, and was \$0 year ending December 31, 2010.

Item XXVI

**Issuer's Certifications.**

I, Richard Martel, certify that:

1. I have reviewed this Annual Report Statement for Wanderport Corporation for the period ending December 31, 2011:
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statement made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement, and:
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuers as of, and for, the periods presented in this disclosure statement.

**Richard Martel, CEO, Director of Wanderport Corporation**



**Dated: February 29, 2012**



**WANDERPORT**  
CORPORATION