

**OTC DISCLOSURE AND NEWS SERVICE**

**COMPANY INFORMATION AND DISCLOSURE STATEMENT**

(December 21, 2012)

**HANNOVER HOUSE, INC.**

(Pinksheets: HHSE)

**WYOMING**  
(State of Incorporation)

**91-1906973**  
(IRS Employer Identification No.)

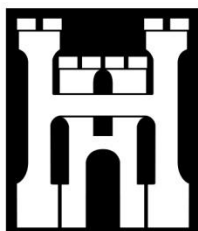
**1428 CHESTER STREET**  
**SPRINGDALE, AR 72764**  
(Address of Principal Executive Offices)

**479-751-4500**  
(Issuer's Telephone Number)

Cusip Number 410681 101

**COMPLIANCE DISCLOSURES UNDER OTC MARKETS  
GUIDELINES FOR CURRENT REPORTING (p/e 9-30-12)**

**POSTED: December 21, 2012**



**HANNOVER  
HOUSE**

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## **FORWARD-LOOKING STATEMENTS**

This disclosure statement contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. In some cases you can identify forward-looking statements by terms such as “may”, “intend”, “will”, “could”, “would”, “expects”, “believe”, “estimate”, or the negative of these terms, and similar expressions intended to identify forward-looking statements.

These forward-looking statements reflect our current views with respect to future events and are based on assumptions and are subject to risks and uncertainties. Also, these forward-looking statements present our estimates and assumptions only as of the date of this disclosure statement. Except for our ongoing obligation to disclose material information as required by federal securities laws, we do not intend to update you concerning any future revisions to any forward-looking statements to reflect events or circumstances occurring after the date of this disclosure statement.

Actual results in the future could differ materially and adversely from those described in the forward-looking statements as a result of various important factors, including the substantial investment of capital required to produce and market films and television series, increased costs for producing and marketing feature films, budget overruns, limitations imposed by our credit facilities, unpredictability of the commercial success of our motion pictures and television programming, the cost of defending our intellectual property, difficulties in integrating acquired businesses, and technological changes and other trends affecting the entertainment industry.

Item 1 – **The exact name of the issuer** is Hannover House, Inc., formerly known as Target Development Group, Inc. The name of our Company, also referred to the “Issuer” or “HHSE”, is HANNOVER HOUSE, INC., a Wyoming Corporation (registered in Wyoming on January 29, 2009); The Company’s wholly-owned, operating entity, Truman Press, Inc., d/b/a “Hannover House” was incorporated in California in 1993, and re-registered into Arkansas, June, 2008.

Item 2 – **The address of the issuer’s principal executive offices** is as follows:

<u>Our Contact Information:</u>	<u>Contact Person:</u>
Hannover House, Inc. f/k/a “Target Development Group, Inc.” 1428 Chester St. Springdale, AR 72764 Tel. 479-751-4500 Fax: 479-751-4999 <a href="http://www.HannoverHouse.com">www.HannoverHouse.com</a>	D. Frederick Shefte, President Hannover House, Inc. 1428 Chester St. Springdale, AR 72764 Tel. 479-751-4500 Fax.: 479-751-4999 <a href="mailto:Fred@HannoverHouse.com">Fred@HannoverHouse.com</a>

Item 3 – **The jurisdiction and date of the issuer’s incorporation under that jurisdiction** are: Wyoming (corporation), registered January 29, 2009. The Company’s wholly-owned, operating entity, Truman Press, Inc., d/b/a “Hannover House” was incorporated in California in 1993, and re-registered into Arkansas, effective June, 2008.

Item 4 – **Exact title and class of securities outstanding:**

The Company’s stock is traded on the OTC “Pinksheets” Markets under the trading symbol: HHSE. The Cusip number for the Company is: 410686 101. The following is true and correct, per our transfer agent, as of and at the period ending on September 30, 2012:

a.	Total shares in issue as of Sept. 30, 2012:	483,739,217
b.	Above Shares Restricted From Sale: 106,951,743	
	<b><u>TOTAL SHARES IN ISSUE:</u></b>	<b><u>483,739,217</u></b>
c.	Series “A” Preferred Shares:	1,000,000

Shareholders of Record: 183 (*Standard Registrar count*)

Total Beneficial Shareholders: 346 (*Broadridge, ICS count*)

Total Authorized Shares: 700,000,000

Item 5 – **Stock Transfer Agent:**

**The Transfer Agent for the Company’s stock is:**

Standard Registrar & Transfer Company, Inc.  
12528 South 1840 East  
Draper, UT 84020  
Tel. 801-571-8844 / Fax 801-571-2551

## **Item 6 - Compliance Filing with respect to the Period Ending Sept. 30, 2012:**

**Management Discussion of Operations** –(item numbers below refer to the designations assigned under the OTC Markets Guidelines for Current Reporting).

### **PART C / BUSINESS INFORMATION**

Item 8 – **The nature of the issuer’s business** is driven by the operating entity, Hannover House which is a full-service producer and distributor of entertainment products (*i.e., feature films for theatrical, video, television and international distribution, and a publisher of books*).

A – Hannover House, Inc., is a Wyoming Corporation. Truman Press, Inc., d/b/a “Hannover House” is an Arkansas Corporation.

A – 2 Hannover House, Inc., f/k/a Target Development Group, Inc. was registered as a corporation in Wyoming on January 29, 2009. Truman Press, Inc., d/b/a “Hannover House” was registered as a corporation in California on September 15, 1993, and re-registered in Arkansas effective June 2008. The Ecklan Corporation, registered on March 25, 1998, in the State of Texas, was the predecessor entity to Target Development Group, Inc.

A – 3 The Company, Hannover House, Inc., as well as Truman Press, Inc., d/b/a “Hannover House” each have an effective fiscal year-end date of December 31.

A – 4 Neither the Company, Hannover House, Inc., nor the operating entity, Truman Press, Inc., d/b/a “Hannover House” have ever been in bankruptcy. To the best of management’s knowledge, no predecessor entity has ever been in bankruptcy.

A – 5 Effective January 1, 2010, Target Development Group, Inc., acquired all of the shares of Truman Press, Inc., d/b/a “Hannover House” in a stock-swap agreement. The details of this acquisition venture are described in detail within the information statement posted on the OTC Markets Disclosure Statement of December 14, 2009.

A – 6 Over the past two years, the Company has defaulted on several loan or credit obligations, but none representing a material event to the Company or falling outside of the ordinary course of business. As previously disclosed, the Company had originally incurred a total of \$550,000 worth of debt (cumulative from four, separate parties) which has been identified as a portion of the “Prints and Ads” expenditure for the theatrical release of the movie, “Twelve.” As of September 30, 2012 the Company had reduced the outstanding balances cumulatively owed to three of these lenders by a cumulative amount of \$245,000. The Company made a settlement agreement for the discharge of rights to the film “Racing Dreams,” and has made a total of \$15,000 in payments against this agreement. The Company continues to report as long-term payables the debts for the Hounddog P&A and for remaining revenue guarantees to Gaumont (for the licensing of the movie “Twelve”), collectively totaling approximately \$1.3-million dollars. Other debts, including Technicolor Labs, Kalmbach Publishing, Interstar Releasing and Deluxe Labs, are all subject to performing settlement agreements. Litigation still pending response or resolution, including AOL, 42 West and Bedrock Ventures are described in greater detail in this disclosure filing.

A – 7 As of 9-30-2012, there were no further changes of “control”.

A – 8 As of 9-30-2012, there were no increases of 10% or more of the same class of outstanding equity securities.

A – 9 As of 3-31-2012, the Company had issued a total of 23-million shares of stock to Graham Financial Services, Inc., as described in greater detail below. The cumulative total issuance of shares to Graham Financial Services, Inc. at any given time always constituted a less-than-five percent (5%) sum of the total A/S for the Company. As of 6-30-2012, Company issued an additional 14,727,272 shares to Graham Financial under a debt conversion agreement, which is detailed further in this filing. As of September 30, 2012, and remaining true as of the date of this filing, there are no other pending or anticipated stock splits, dividends, recapitalizations, mergers, acquisitions, spin-offs or reorganizations.

A – 10 The Company has not experienced any delisting of the issuer’s securities.

A – 11 As of the 9-30-2012, there were not current, past, pending or threatened legal proceedings or administrative actions that could have a material effect on the issuer’s business, financial condition or operations other than those items specifically described hereunder. As of 9-30-2012 and remaining true through the date of this filing, there were no past or pending trading suspensions by a securities regulator. The legal proceedings, whether past, pending or threatened, all fall under the guidelines of being within the ordinary course of business, and are disclosed in detail later in this filing. The two most significant matters impacting the Company, as described herein, are the remaining licensing fee balance still due to Gaumont, SA for the rights to the film “Twelve” (which is a performing obligation being reduced quarterly through new revenues), and the balance of Prints & Ads funding due to Michael Weinreb, a private investor in the specific venture release of “Hounddog.”

B – 1, 2 and 3 **Business of Issuer** -- The SIC Codes most closely conforming to the Company’s business activities are: 7822 (*Services – Motion Picture & Video Tape Distribution*) and 2731 (*Books: Publishing*). The Company is currently operating. At no time has the Company ever been a “shell company” as defined in the guidelines.

Through the operating entity of “Hannover House,” the Company is actively involved with the production, acquisition and distribution of entertainment products into the USA and Canadian markets, including theatrical films, home video releases, rights licenses of films and videos to Video-On-Demand platforms and television, as well as book publishing (including printed editions and electronic “E-Book” formats).

**FILMS & VIDEOS** – Most of the film and video titles that are distributed by the Company are “acquired” or otherwise licensed from third-party suppliers, often production companies or media companies seeking to expand their income and market reach through a relationship with Hannover House. Some of the properties distributed by the Company are “*sales agency*” ventures, in which the Company performs certain sales & marketing functions on behalf of the owners of the properties, as opposed to having the Company actually purchase or otherwise license rights into the property. Historically, most of the titles sold by the Company were under such “*sales agency*” ventures. However, beginning in 2010 with the merger of Hannover House and Target Development Group, Inc., the Company has been moving away from “*sales agency*” ventures and pursuing actual rights-licensing / acquisition structures for new titles. Examples of “*sales agency*” titles would include “**Hounddog**” from Empire Film Group and “**Grand**

**Champion**” from American Family Movies; examples of rights-licensed titles would include **“Twelve”** from Gaumont and **“Turtle: The Incredible Journey”** from Sola-Media. The Company benefits from rights-licensed titles over sales-agency titles in a variety of ways: a). the fees to the Company are usually higher under rights licenses, b). the duration of the terms of representation rights are usually longer for rights licenses, and c). titles falling under rights-licenses provide the Company with additional balance sheet and collateral benefits.

For the calendar year ending 12-31-2012, the Company forecasts that approximately ninety-two percent (92%) of the gross revenues will be derived from the sales, distribution and licensing of Film & Video properties. The average “gross margin” generated for the benefit of the Company from the release of Films & Videos is twenty-two percent (22%).

**BOOKS / E-BOOKS** – The Company remains active in the acquisition and licensing of publishing rights to printed books and e-Books. The gross margins earned by the Company in the release of Books are generally much higher than the margins derived from the release of Film and Video properties; however, the upside revenue potential for books is usually not as high as the potential for Films. So the Company seeks to maintain a balance in its release slate of high-margin book properties, with high-revenue Film and Video properties.

B - 4 – The Company refers to the combined entities, as reported on a consolidated basis, of Hannover House, Inc., Truman Press, Inc., d/b/a “Hannover House” and Bookworks, Inc. (a special purpose entity utilized for Screen Actors Guild activities and productions). Each of the corporate entities files separate income tax returns with the federal government and respective states of registration; however, financial statements and reports, as of January 1, 2010, refer to the combined and consolidated results of all entities. Hannover House, Inc. is the publicly-traded entity for all operating divisions. Truman Press, Inc., d/b/a “Hannover House” is the operating and releasing division entity for all consumer products. Bookworks, Inc., is a special purpose entity established for the servicing of book and publishing ventures, and more recently, used for Screen Actors Guild productions.

B - 5 – As of 9-30-2012 and remaining true through the date of this filing, the Company does not foresee any probable or existing governmental regulations as having an adverse or material impact to the operations.

B - 6 – During calendar year 2009 (and specifically limited to activities for Truman Press, Inc., d/b/a “Hannover House”), the Company invested approximately \$15,000 on activities that could be characterized as ‘research and development.’ During the calendar year of 2010, and under the consolidated reporting of all entities, the Company invested approximately \$20,000 on projects and activities that could be characterized as ‘research and development.’ During the calendar year of 2011 and under consolidated reporting of all entities, the Company invested approximately \$166,000 on projects and activities that could be characterized as ‘research and development.’ (specifically, the production of feature film / video products).

B - 7 – The Company has not incurred any non-negligible costs relating to compliance with environmental laws, whether to federal, state or local.

B - 8 – As of 9-30-2012, the Company had 8 full-time employees. As of the date of this filing, the Company has 8 full-time employees.

**Item 9 – The nature of products and services offered:**

- A. The principal products of the Company, and their respective markets are:
- i. Theatrical films – released to theatres in the United States
  - ii. Home Video Products (DVDs, Blu-Rays, Digital Copies) – released to video specialty retailers, mass-merchandisers, bookstores, schools, libraries and rental outlets (including kiosks) in the United States and Canada;
  - iii. Video-On-Demand releases – films and videos offered for direct ‘in-home viewing’ by consumers via a variety of service providers.
  - iv. Books and E-Books – sold through bookstores, schools, libraries, internet retailers and streamed through a variety of e-Book platforms.
- B. The primary distribution methods used by the Company for all consumer product goods can be categorized as: “two-step wholesale” distribution (wherein the Company sells its products to an authorized wholesale distributor, which in turn, resells the products to retailers or consumers) and “direct distribution” wherein the Company sells its products directly to consumers or directly to the end-user retailer.
- C. The Company has announced, and included in this disclosure below, a listing of upcoming theatrical films that will also be released onto home video formats.
- D. Competitive Position – The Company competes for theatrical screens and retail (home video) shelf space against seven (7) Major Studio suppliers and approximately eight (8) independent studio suppliers. While all of the Major Studio competitors operate their own (in-house) home video distribution divisions, only three of the independent studio suppliers operate both theatrically and in the home video markets. Operating a home video releasing label “in-house” provides the Company with an advantage in the solicitation of titles for acquisition, as well as provides greater control over the Company’s cash-flow and corporate goals.
- E. Materials and Suppliers – The principal service providers to the Company are listed in detail in this disclosure, below. The principal suppliers of new release film and video products include the following production companies and programming sources (*listed alphabetically*): Allegheny Image Factory; American Family Movies; Associated Television; Atlas Films; BerVon Entertainment; Cinetic Media; Daybreak Pictures; Empire Film Group, Inc.; Eurocine International; Gaumont, SA; Origin Motion Pictures; Plaza Entertainment, Inc.; Phoenix Entertainment; Phoenix Releasing Group; Sola-Media, GmbH; Shoreline Entertainment; Studio 3 Entertainment; PWI-Veracruz Entertainment. The principal suppliers of books for the Company to publish include (*listed alphabetically*): James Danielson, Brenda Hancock, Vivian Kaplan, Barr McClellan, Diony Monestine and Vivian Schilling. The Company sees no shortage of properties available for acquisition in any of the applicable media.
- F. Dependence on Major Customers – The only current customer for the Company that constitutes a greater-than fifteen percent (15%) contribution to gross revenues is Wal-Mart Stores, Inc. (inclusive of sales to their SAM’S Clubs division). The Company does not see the Wal-Mart market share as an unhealthy dependence on a key customer, as Wal-Mart constitutes a much smaller share of the Company’s overall revenues than for

many Major Studios, and the Company does not anticipate that the growth in sales to Wal-Mart Stores, Inc., will grow disproportionately with the Company's other customers.

G. The Company does not own or control any patents, franchise or concessions. The licenses and royalty agreements fall under the category of being part of the ordinary course of business.

H. The company does not need any government approvals of principal products or services.

Item 10 **The nature and extent of the issuer's facilities** include a primary office and warehouse combo unit (under lease from Elder Properties, Springdale, AR), comprising approximately 6,000 square feet; and an additional, off-site warehouse and expansion acreage in Washington County, Arkansas, consisting of 4.5-acres and a 2,900 square foot warehouse building. The lease for the primary office and warehouse was entered into as of March 2008 under a three (3) year lease, which has since converted to a month-by-month automatically extended term; the off-site warehouse and expansion acreage is subject to an offer and acceptance by the mortgage note holder, pending final title transfer after clearance of the transaction through the probate estate of the sole member of the owner LLC.

#### **PART D / MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION**

Item 11 (A-1 through A-6) – **The name of the Chief Executive Officer, members of the board of directors, as well as control persons are:**

- a) Eric Filson Parkinson, Chief Executive Officer and member of the board; business address for Mr. Parkinson is: 1428 Chester St., Springdale, AR 72764. At all times during the prior five years, Mr. Parkinson has been employed as the C.E.O. of Truman Press, Inc., d/b/a "Hannover House." Mr. Parkinson has an accrued salary of one-hundred-eighty-thousand dollars (USD \$180,000) per year, for which the vast majority has been, and continues to be deferred and accrued. As of September 30, 2012, Mr. Parkinson beneficially owned 64,051,649 shares of Class A common stock in the Company, and 600,000 shares of Series A Preferred Stock. Mr. Parkinson has voluntarily surrendered back into company treasury a total of 26,800,000 shares of stock, to be held pending satisfaction of corporate and sales achievements. Parkinson has no other Board memberships or affiliations other than volunteer, non-profit associations. Effective January 1, 2013, Mr. Parkinson has agreed to reduce his base salary to \$72,000 per year.
- b) Don Frederick Shefte, President and member of the board; business address for Mr. Shefte is: 1428 Chester St., Springdale, AR 72764. At all times since November, 2006, Mr. Shefte has been employed as the President of Truman Press, Inc., d/b/a "Hannover House" as well as a part-time, adjunct professor of Business at the Sam Walton School of Business at the University of Arkansas. Prior to joining Truman Press, Inc. (in November 2006), Shefte was the Senior Vice President and Senior Trust Officer at the Bank of Fayetteville. Mr. Shefte has an accrued salary of one-hundred-eighty-thousand dollars (USD \$180,000) per year, for which the vast majority has been, and continues to be deferred and accrued. As of September 30, 2012, Mr. Shefte beneficially owns 41,237,547 shares of Class A common stock in the Company, and 400,000 shares of Series A Preferred Stock. Shefte has no other

Board memberships of affiliations other than volunteer, non-profit associations. Shefte has voluntarily surrendered back into company treasury total of 5-million shares of stock, to be held pending satisfaction of corporate governance achievements. Effective January 1, 2013, Mr. Shefte has agreed to reduce his base salary to \$72,000 per year.

B. Legal / Disciplinary History. Neither of the board of directors members has been involved in any form of criminal conviction or proceeding or named as a defendant in a pending criminal proceeding; neither director has been suspended, vacated or otherwise barred from any involvement in securities, commodities or banking activities; neither director has been affected by a finding or judgment by a court of competent jurisdiction, the Securities and Exchange Commission, the Commodity Futures Trade Commission or a state securities regulator of a violation of federal or state securities or commodities laws; neither director has received an order by a self-regulatory organization that permanently or temporarily bars or limits such person's involvement in securities activities.

C. Disclosure of Family Relationships – There are no family relationships existing between or among either of the Board of Directors, or any other officers, directors, or beneficial owners of more than five percent (5%) of any of the class of the issuer's equity securities.

D. Disclosure of Related Party Transactions – The Company was not involved in any Related Party Transactions valued at \$120,000 or more, or valued at more than one percent of the issuer's total assets at year-end for its last three fiscal years.

E. Disclosure of Conflicts of Interest – There are no known conflicts of interest.

Item 12 – **Financial information for the issuer's most recent fiscal period** (P/E Q3, Sept. 30, 2012) has been posted separately. The financials include: a balance sheet; statement of income; statement of cash flows; statement of changes in stockholder's equity; and financial notes. Such financial statements are incorporated by reference.

Item 13 – **Similar financial information for such part of the two preceding fiscal years** has also been posted separately, including annual reports for the periods ending 12-31-2010 and 12-31-2011. The Company attests that such financial statements are incorporated by reference.

Item 14 – **Beneficial Owners** – The total count of Beneficial Owners as reported to the Company by Broadridge ICS (as of September 30, 2012) was 346. As of Sept. 30, 2012 and remaining true through the date of this filing, there were two shareholders (and possibly three) controlling directly or beneficially more than five percent (5%) of any class of the issuer's total authorized equity securities (except as described in Item 14 c) below):

- a) Eric F. Parkinson (CEO), 1428 Chester St., Springdale, AR 72764 – holding 64,051,649 shares of Common Stock. Parkinson also owns 600,000 shares of Series A Preferred Stock. Mr. Parkinson retains a lien to reclaim up to 26.8-million shares from his original allotment of TDGI shares, which were a voluntarily surrendered back to the company's treasury pending achievement of certain corporate and revenue goals for the company under his direction as C.E.O.

During Q2, Parkinson allocated from his personal holdings a total of 1,800,000 shares of restricted stock, for the benefit of key employees and as additional consideration for a term note extended to the Company by a private investor. Parkinson has an agreement with the Company regarding a performance-based formula for the recapture / replacement of these shares, to occur no sooner than July 1, 2013.

- b) Don Frederick Shefte (President), 3741 N. Old Wire Road, Fayetteville, AR 72703 – beneficially owned 41,237,547 shares of Common Stock. Shefte also owns 400,000 shares of Series A Preferred Stock. Upon closing of the acquisition of Truman Press, Inc. by Target Development Group, Inc., in January, 2010, the TDGI stock allocation for Shefte was divided with Shefte receiving 50,987,547 shares and each of his two adult children receiving 6,373,443 shares under a pre-existing agreement relating to Shefte’s ownership interested in Truman Press, Inc. Mr. Shefte retains a lien to reclaim up to 5-million shares from his original allotment of TDGI shares, which were a voluntarily surrendered back to the company’s treasury pending achievement of certain corporate governance goals for the company under his direction as President.
  
- c) Fotis Georgiadis (former President / CEO of Target Development Group, Inc.), 6712 Portshhead Road, Malibu, CA 90265. The status of Mr. Georgiadis as a “control” qualifying shareholder is uncertain as of the date of this filing, as shares issued at the instruction of Mr. Georgiadis to himself, as well as to other entities and individuals may represent a beneficial ownership. Georgiadis received a total of 200-million shares as part of the overall, integrated agreements covering the acquisition and financing of Truman Press, Inc., d/b/a “Hannover House” by Target Development Group, Inc. in December, 2009. These shares were issued to Georgiadis (directly) as well as to other entities and individuals as directed by Georgiadis. The issuance of 200-million shares in December, 2009 was justified as part of an overall, integrated acquisition and financing venture, as well as in part, being consideration for the forgiveness of a “loan” of \$300,000 that Georgiadis and his counsel (William Aul) represented as having been provided to the Company prior to the acquisition / merger with Truman Press, Inc.. Subsequent to the acquisition of Truman Press, Inc. by Target Development Group, Inc., the managers of Truman Press, Inc., d/b/a “Hannover House” (Eric Parkinson and D. Frederick Shefte) became the principal managers and officers of Target Development Group, Inc., and received all of the corporate records from Georgiadis and his counsel. A thorough, historic review of these pre-2010 corporate records was conducted in 2012 during the audit processes for the Company. To date, Company has been unable to locate bank records, tax returns or other third-party evidence that Georgiadis ever loaned \$300,000 to the Company at any time prior to the acquisition of Truman Press, Inc. Requests for supporting back up and financial records have not been honored, raising questions about the consideration for said shares. The threshold for five percent (5%) or more “control” ownership (based on 483-million total shares in issue), is twenty-four-million-one-hundred-fifty-thousand (24,150,000) shares. With over 200-million new shares issued to Georgiadis (or his designees), added to prior stock holdings by Georgiadis or entities believed to be owned or controlled by Georgiadis, Company cannot confidently represent that Georgiadis (or entities receiving the Georgiadis shares) do not now, nor did not ever meet or exceed the “control” share ownership threshold. Therefore, under the compliance and reporting definitions and guidelines, Mr. Georgiadis must be included on this disclosure statement as being, or as having been, a potential “control” position shareholder during the past two years.

**Item 15 – The name, address, telephone number and email address for each of certain outside providers that advise the issuer on matters relating to operations, business development and disclosure are as follows:**

Charles M. Kester, Esq.  
Law Offices of Charles M. Kester  
1160 N. College Ave.  
Fayetteville, AR 72703  
(479) 582-4600  
[CMKester@NWArk.com](mailto:CMKester@NWArk.com)

John Zaharapolous, Esq.  
Parker Law Firm  
310 W. Dickson St., Suite 200  
Fayetteville, AR 72701  
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As of September 30, 2012 the Company had not engaged a firm to handle non-title specific Public Relations, or a firm to handle Investor Relations.

**Item 16 – B. Management’s Discussion and Analysis or Plan of Operation**

- a). *Entertainment Distribution* – The primary activities for the Company, and the primary revenue generating sources, remain in the field of “Entertainment Distribution.” The Company is engaged in the acquisition of feature film and video properties from a wide variety of production sources. These acquired titles are marketed into applicable media, primarily media outlets in the United States and Canada. Some of the properties acquired or licensed by the Company include the right to distribute or sublicense into international territories, outside of North America. The higher profile titles that are acquired are usually intended for a first release window to theatres in the United States, followed by home video release (i.e., DVD, Blu-Ray and Video-On-Demand), then television release, and finally, a re-priced released to the sell-thru home video market. Some titles acquired by the Company are not released to theatres, but instead are released “directly to the home video markets” such as the 2012, February release of the thriller, “Boggy Creek.” The Company acquires the majority of titles through direct submission from producers, major agencies and attorneys, with limited acquisition activities occurring at international film festivals and markets, including MIP-TV, Cannes, Toronto, Tribeca, American Film Market and Sundance. In some cases, the Company can license the rights to distribute and release titles without the requirement of a significant, pre-paid license fee or “royalty advance” to the licensor (however, there is often a “minimum guarantee payment” with a date-certain set in lieu of an upfront licensing fee). In other cases, the Company is required to pay an advance to the licensor, to be recouped later off the licensor’s share of

revenues to be generated under the distribution agreement. In response to a general decrease in retail shelf space for DVD units, the Company added Blu-Ray format to higher profile titles. In response to a general decrease in retail shelf space for non-theatrical titles, the Company enhanced its activities into acquiring and releasing higher-profile titles to theatres prior to release to the home video market. During 2012, the emerging media format of “Video-On-Demand” streaming has grown into a more significant revenue component for the Company, ostensibly replacing some of the packaged goods sales from manufactured DVD and Blu-Ray units.

- b). *Book Publishing & Distribution* – The historic, core business for the Company has been the licensing and release of books to the retail book and library markets in the United States and Canada. The Company plans to continue with publishing, and has taken steps to launch seven titles onto the newly emerging “e-Book” formats during the current / Winter-sales season of Q4 2012 / Q1 2013. The Company also plans to increase its output of book and e-Book titles in the coming years, and is currently searching for an executive “Editor & Publisher” to oversee these enhanced activities.
- c). *Development Opportunities* – The Company continues to research and investigate business opportunities that would support the core activities in entertainment. In 2011, the Company made an offer and acceptance agreement with the mortgage note holder for the purchase of 4.5-acres of land, including a 2,900 square foot warehouse structure, for use as an off-site storage facility, as well as to provide sufficient expansion opportunities in the future (formal closure of this transaction is still subject to probate clearance from the estate of the sole member of owner LLC). The Company is also investigating opportunities to utilize off-balance-sheet financing (including private investors and debt), and various tax incentive programs that could be combined to finance the construction and operation of multiplex theatres and a production center / stage. The Company is also involved with the development of some “original feature productions,” including a proposed animated feature based on the characters from the “Terminator” movie franchise and a major motion picture production of “Mother Goose” starring Shirley MacLaine and three additional “A” level stars. “The Mothman Chronicles” from Allegheny Image Factory, is expected to feature two “A” level stars (production slated for April, 2013), and “The Legend of Belle Starr” is expected to also feature two “A” level stars (production slated for June, 2013). Origin Film Group has committed to providing the Company with at least two (2) new feature productions during 2013 and also during 2014 (with the possibility of providing three, finished, new productions during each of those years). The intent of such development and feature production ventures would be to provide the Company with higher-profile titles for its distribution activities in the U.S. and Canadian markets, without reliance on outside supplier sources. Such productions are expected to be financed entirely through off-balance sheet sources (including co-productions, tax incentives and international rights pre-sales).
- d). *Existing Staff* – As of the date of this filing, the Company employs eight (8) full time staffers, with additional consultant(s) as necessary to provide services for: Acquisitions Consulting, Graphics Design and Home Video Sales. Full-Time staff positions include: CEO, President, Controller, Director of Sales, Director of Technical Services, Webmaster, Publicity Assistant and Warehousing.

- e). *Multi-title Output Agreements* – As of September 30, 2012, Company had entered into three separate agreements, each covering multiple titles from the same licensor / production entities. The first is a six picture agreement with Origin Film Partners covering primarily horror-themed original productions; the second is a four picture agreement with Allegheny Image Factory covering primarily science-fiction themed original productions; the third agreement, which covers four theatrical caliber films (primarily in the “PG” rated level of adventure programming), is still being negotiated and structure, and as such, has not been publicly announced. The Company believes that these Multi-Title Output Agreements will provide a reliable supply of marketable titles for release over the next two years, with in genres that the Company has experienced success.
- B-1 FULL FISCAL YEARS – During the calendar year ending 12-31-2009, Target Development Group, Inc., posted no revenues other than a debt for equity exchange and the resulting amortization on that amount as disclosed in the Y/E 12-31-2009 filings (posted July 28, 2011). For the calendar year ending 12-31-2010, the initial year of the combined entities of Target Development Group, Inc. and Truman Press, Inc., d/b/a “Hannover House,” the Company posted gross revenues of \$911,422 and pre-tax earnings of \$404,559, details for which are disclosed in the Y/E 12-31-2010 filings (posted Jan. 17, 2011). During the most recent calendar year reporting period, ending 12-31-2011, the Company generated \$4,319,087 in sales and \$1,400,684 in pre-tax profits.
- B-1-i Management does not currently see any trends, events or uncertainties that are likely to have a material impact on the Company’s operations during the current fiscal year, or in the immediate future.
- B-1-ii The Company has been accessing several sources of liquidity during 2010, 2011 and 2012, including an investment banking arrangement with Bedrock Ventures, Inc., (which previously had generated \$500,000 for the Company); a debt-conversion stock venture with Graham Financial Services, Inc., (which as of 12-31-2011 had generated \$1,003,000 for the Company), and weekly cash flow from the Company’s ongoing operations. On June 22, 2012, the Company completed a Debt-Conversion venture with Graham Financial to address \$300,000 worth of qualifying debts, in consideration for the issuance of 14,727,272 shares of HHSE stock. During 2012, Company borrowed a total of \$160,000 from private investors through three separate promissory note transactions (which are included within the Company’s financial reports). As of September 30, 2012, there were no other debt or equity financing ventures in place or imminent. As of the date of this filing, Company was considering a venture with a New York-based, private capital firm to provide a \$350,000 credit line for general operational needs, which would be combined with a \$50,000 debt conversion transaction.
- B-1-iii All of the Company’s commitments for capital expenditures relating to the acquisition of new films or books for release fall within the description of being within the ordinary course of business. The only unusual activity or material event involving a significant capital expenditure is the Company’s agreement to purchase 4.5-acres of land and a warehouse structure in Washington County, Arkansas, and the private, mortgage note-holder agreement for \$50,000.

- B-1-iv The only known trend or uncertainty that has impacted the Company's revenues in the past and may be expected to impact it in the future are issues relating to the competitive release windows for other entertainment products / titles and how this could impact the Company's release schedule (*i.e.*, if new data is received that indicates that a previously planned release date for a film or item is no longer a competitively acceptable date, then the Company may choose to delay the release of said item until a more conducive release window is determined).
- B-1-v There are no significant issues of income or loss that are not related to the Company's continuing core activities as described in greater detail below.
- B-1-vi There are no material changes from period to period in the Company's financial statements.
- B-1-vii There are seasonal aspects affecting the Company's releases, tied into retail promotions, consumer trends and the general seasonality of movies, videos and books. These seasonal trends have been evaluated by the Company and are incorporated into the planning and scheduling of new releases.
- B-2. **INTERIM PERIODS DISCUSSION** – For simplicity, the operations of the Company during the fiscal year ending 12-31-2009 could be characterized as limited to that of a development company for real estate ventures. However, due to the generally depressed market conditions for real estate, the previous managers of the Company determined that it may be more beneficial for the Company to acquire Truman Press, Inc., d/b/a "Hannover House" as an active entity in the recession-resilient industry of entertainment. So in December, 2009, the previous managers of the Company negotiated for the acquisition of Truman Press, Inc., d/b/a "Hannover House" through a stock-for-stock swap, and effective January 1, 2010, the combined entities began working together. Most of calendar years 2010 and 2011 can be described as a "building years" for the combined entities, with only a few titles actually being released. The company released to theatres the documentary "RACING DREAMS" and the teen-thriller "TWELVE" during 2010. Smaller / limited theatrical releases occurred for "CHELSEA ON THE ROCKS" during 2010. In 2011, the company released the nature documentary, "TURTLE: THE INCREDIBLE JOURNEY" and the comedy "ALL'S FAIRE IN LOVE" to more than 100 theatres each, and opened the gritty drama "COOK COUNTY" in New York and Los Angeles area theatres only. During 2010 and 2011, the Company made acquisition deals to handle the release of more than twenty additional titles, slated for release during 2011 and 2012. Thus far, during calendar year 2012, the Company has released twelve titles to the home video and V.O.D. markets. The highest grossing title forecasted for release during 2012 is the stop-motion, animated feature entitled "TOYS IN THE ATTIC," opening at theatres beginning September 7, 2012, and releasing to the home video and video-on-demand platforms / markets on February 5, 2013.
- C. OFF BALANCE SHEET TRANSACTIONS** – The Company does not currently have any off-balance sheet financing arrangements. All existing financing transactions have been disclosed and posted.

## **PART E – ISSUANCE HISTORY**

### **Item 17 – List of securities offerings and shares issued for services in the past two years.**

- a) **Forgiveness of Debt** – On December 4, 2009, prior to the merger with Truman Press, Inc., d/b/a “Hannover House”, the Company approved and issued two-hundred-million shares (200,000,000) to Bedrock Ventures, Inc., in consideration for the forgiveness of debts owed to Bedrock from prior activities and operations of Target Development Group, Inc. Simultaneously, the Company released its claims for ownership or rights into undeveloped real estate in Connecticut in exchange back for forty-nine million (49,000,000) shares of stock which were returned to Treasury.
- b) **Hannover House Acquisition** -- In January of 2010, as part of the merger between Target Development Group, Inc., and Truman Press, Inc., d/b/a “Hannover House,” the Company issued one-hundred-fifty-nine-million-three-hundred-thirty-six-thousand and eighty-two (159,336,082) shares of Restricted Stock to the beneficial owners of Hannover House (*i.e.*, Eric Parkinson and D. Frederick Shefte). The stock certificates issued to Parkinson and Shefte, or their assignees, contain a legend stating (1) that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.
- c) **“Twelve” Prints & Ads Lenders** – Over three separate dates in the fall of 2010, the Company issued a total of two-hundred-fifty-thousand (250,000) Restricted shares to three individuals or groups that had provided loans of “prints & ads” monies in support of the Company’s release of the movie “Twelve” to theatres. The stock certificates issued to the “Twelve” Prints & Ads Lenders each contain a legend stating (1) that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.
- d) **Debt Management** – On August 17, 2010, the Company issued one-million-three-hundred-two-thousand-and eighty-three (1,302,083) shares to Pinpoint Investments (later assigned and reissued in the name of “Michael Weinreb”), as an instrument of debt payment to be applied against funds owed to Weinreb. These shares were not restricted.
- e) **Preferred Shares Series A** – On January 14, 2011, the Company issued one-million (1,000,000) Preferred Shares Series A, divided between Eric Parkinson and D. Frederick Shefte, as part of the consideration agreement for the original merger between Company and Truman Press, Inc., d/b/a “Hannover House.” The Series A Preferred Shares are subject to restrictions and covenants as described in the Company’s Articles and By-Laws (posted via a disclosure filing of July 29, 2011).
- f) **Acquisition Consideration** – On January 27, 2011, the Company issued thirty-six-thousand-three-hundred-sixty-four (36,364) shares of Restricted stock to Vivian Jeannette Kaplan as part of the licensing consideration for the rights to her book, “Blind Vision.” The stock certificate issued to Kaplan contained a legend stating (1) that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.
- g) **Graham Financial Services, Inc.** – On February 1, 2011, the Company issued a combined total of ten-million shares (10,000,000) to Graham Financial Services, Inc.,

under a debt-conversion structure. On this same date, the Company issued two-million (2,000,000) shares of Restricted stock to Equititrend Advisors, LLC as consideration for a one-year agreement and commitment to assist with Investor Relations and outreach. On March 22, 2011, the Company issued thirteen-million (13,000,000) additional shares to Graham Financial Services, Inc., as a second phase of the Company's debt conversion venture with Graham. The shares issued to Graham Financial Services, Inc. were not restricted.

- h) **Stock Promotion** – On February 9, 2011, Company issued one-hundred-fifty-thousand (150,000) restricted shares to Polosway (aka “Mark Brummel / Jason Monroe”) in consideration for the promise of a Stock promotion and outreach to investor groups. This transaction has since been rescinded; the shares will be added back into the Company's treasury stock.
- i) **Release of Restricted Legend from Prior Management Shares** – On May 9, 2011, Standard Registrar & Transfer Company approved the removal of the “Restricted Legend” and re-issued share certificates totaling thirty-two-million-six-hundred-sixty-seven-thousand-two-hundred-ninety-two (32,667,292) shares, issued primarily to the benefit of former Company insiders, no longer active with the Company. The removal of the Restricted legend from these shares occurred without the approval or advance notification to the current Company management.
- j) **Release of Restricted Legend from Some Shares of the Truman Press, Inc. Acquisition** – During Q2, 2012, some of the shares issued as consideration for the Target Development Group, Inc. acquisition of Truman Press, Inc., d/b/a “Hannover House” (which were issued in January, 2010, as part of the consideration for the December, 2009 acquisition agreement), had reached or exceeded the holdback period for maturation and therefore were eligible to come off sale restriction. Both Eric Parkinson and Fred Shefte had 4,750,000 of their shares converted from restricted shares to free-trading shares (although none of these were sold during the reporting period); additionally, David Shefte, a beneficiary designee of Fred Shefte, had the restriction legend removed from 6,373,549 shares. The total of shares removed from restriction from the original acquisition of Truman Press, Inc. during the Q2 reporting period was 15,873,549.
- (k) **Graham Financial Debt Venture** – On June 22, 2012, the Company issued 14,727,272 shares to Graham Financial Services, Inc., in consideration for the assignment of approximately \$300,000 worth of qualified debts held by Company. This debt conversion venture was structured under a format utilized for the previous debt-conversion venture with Graham Financial Services (e.g., the assumption of qualifying debts and the obligation to pay same to Graham Financial Services, in consideration for the issuance of HHSE shares).

The Company has not made any general offering of Securities other than those described above.

## **SECTION TWO: ISSUER'S CONTINUING DISCLOSURE OBLIGATIONS**

Item 1 – **Exact name of the issuer and address of its principal executive offices** – posted in Item 2 of this Disclosure, above.

Item 2 – **Shares Outstanding** – posted in Item 4 of this Disclosure, above.

Item 3 – **Interim Financial Statements** – the most recent calendar quarterly financial report and statement (for the period ending 9-30-2012) has been posted separately. Following an in-depth evaluation of financial records for the years ending 12-31-2010 and 12-31-2011 (including historical, supporting data and records for sales, payables, assets and other items), the company revised its previously published financials and resubmitted these to the outside auditors during the Q2 reporting period.

Item 4 – **Management's discussion and analysis or plan of operation** – posted in Items 8 and 9 of this Disclosure, above.

Item 5 – **Legal Proceedings** – As of September 30, 2012, the Company was currently involved in legal actions and proceedings as follows:

- a) *Fantastic Films International, LLC* – Truman Press, Inc., d/b/a “Hannover House” – as of March 31, 2012, Company had worked out an amiable settlement with Fantastic Films for the retirement of this acquisitions license obligation. To date, Company has rendered a cumulative total of approximately \$260,000 in payments against the total principal sum of \$328,000, and Company continues to make monthly payments against this balance. The balance on this obligation is included in the payables totals reflected in the Company's financial filings. The dispute arose over a disagreement regarding completion of physical delivery of the film, “Thru the Moebius Strip.” Fantastic Films, Inc. asserted that sufficient delivery had been made, but Company disagreed, stating that the master delivered was not suitable for “film-out” to 35mm format. The matter was heard before an arbitrator, and a ruling against Company was rendered, thus obligating Company to pay the contracted licensing fee which otherwise would have been due had proper delivery of the film not been disputed.
- b) *Evelyn Smith* – Ms. Smith is an author who hired Company on a servicing venture to release her book, “Boardinghouse Stew,” with Ms. Smith advancing the costs for advertising and printing. Despite Company's best efforts to market the book, major retailers (including Barnes & Noble, and Borders – still active in 2010) passed on carrying the item. When sales for the title did not meet Ms. Smith's expectations, she filed an action against the Company. The amount of Ms. Smith's investment in her book is approximately \$32,000. The structure of the servicing agreement did not guarantee to Ms. Smith a specific sales performance and did not include any provision or guarantee for repayment of her investment if the books did not sell. As of September 30, 2012, Company has included a payables amount for this matter in the current financial filings. Company will be represented by counsel at a hearing that is slated for January 17, 2013 in this matter.
- c) *Dawn of the Living Dead* – Counsel hired to represent the Company in this matter in April of 2011, did not file a defensive response and as a result, a judgment was entered

- against Company by plaintiff, Interstar Films. Company hired new counsel to file a motion to dismiss the default judgment, which was denied by the court. Company is now working with plaintiff on a payment schedule and financial settlement. The actual, accrued royalties due to Interstar for this title are approximately \$25,000 and have been included in the payables balances reflected in the Company's financial filings; the adjusted balance (including legal fees, interest and penalties) will be reconciled and updated in the Company's 12-31-2012 year-end reports.
- d) *Technicolor, Inc.* – A dispute between Company and Technicolor Labs occurred over invoices, prices and payments relating to the August, 2010 release of the film, “Twelve.” Company believes that some of the payments made by Company to Technicolor divisions (i.e., film lab, digital prints and distribution) were not properly credited against the balance on the account, including wire transfers, check payments, a large credit card authorization, and a direct payment from Fox Home Entertainment. Company also believes that some of the amounts being charged for services exceed those specified in the project quote. A settlement agreement has been met with Technicolor for approximately \$66,000, which is being retired through a performing payment schedule.
- e) *Kalmbach Publishing Co.* – Company was notified of a default judgment in Wisconsin regarding an advertising matter with Kalmbach. As of June 30, 2012, Company had completed a settlement agreement and installment payments in this matter, leaving a balance of approximately \$15,000 due as of the date of this filing.
- f) *America Online* – Company is aware of a lawsuit from America Online for internet advertising support of the release of the film, “Twelve.” Discussions are occurring between company counsel and the attorney for America Online. As previously disclosed and incorporated within Company's prior filings and financials, the amount of this claims is approximately \$77,000.
- g) *Bedrock Ventures vs. Hannover House* – Bedrock Ventures, a corporation believed to be owned and controlled by Fotis Georgiadis, filed a lawsuit in July, and served the Company in September, with a demand to be repaid \$500,000 based upon a contract agreement with the Company for the acquisition of the movie “Twelve.” Company entered into good-faith settlement discussion with Mr. Georgiadis during the month of September, including multiple emails, text messages and telephone conferences. During these settlement discussions, unbeknownst to Company and in conflict with the good-faith nature of the negotiations, Bedrock pursued in stealth a filing of a default judgment against Company. In response, Company's counsel immediately filed a Motion to Vacate the judgment, which matter is presently being considered by the judge. Based on the “Consulting Services Agreement,” document which comprised part of the overall, integrated nature of the transactions with Bedrock and Hannover House, Company feels it has meritorious claims against Bedrock valued at significantly more than the Bedrock claims. Company's claims against Bedrock will either be pursued within the existing case, or through subsequent legal actions.

- h) *Andersons vs. Hannover House* – Subsequent to the close of the Sept. 30 reporting quarter, Company was served with a complaint from two of the investors that provided private “Prints & Ads” loans for the movie “Twelve” in August of 2010. Counsel has been hired to make a timely response in this matter; additionally, Company has made a significant offer to Plaintiff’s counsel to withdraw the lawsuit and implement a monthly installment agreement.

Item 6 – **Defaults upon senior securities** – Not Applicable

Item 7 – **Other Information** – Not Applicable

Item 8 – **Certifications** – Located at the end of this Disclosure, (and designated as “ITEM 7”).

*Quarterly Reporting Obligations* – The filing of this Disclosure report constitutes satisfaction of the requirements for Quarterly Reporting Obligations as detailed in the OTC Markets Alternative Reporting Standard Guidelines for Providing Adequate Current Information.

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#### *Current Reporting Obligations*

1. **Entry into a Material Definitive Agreement** – Not Applicable
2. **Termination of a Material Definitive Agreement** – Not Applicable
3. **Completion of Acquisition or Disposition of Assets, Including but not Limited to Mergers** – Not Applicable.
4. **Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of an Issuer** – Not Applicable.
5. **Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement** – Not Applicable
6. **Costs Associated with Exit or Disposal Activities** – Not Applicable
7. **Material Impairments** – Not Applicable
8. **Sales of Equity Securities** – Not Applicable
9. **Material Modification to Rights of Security Holders** – Not Applicable
10. **Changes in Issuers Certifying Accountant** – Not Applicable
11. **Non-Reliance on Previously issued Financial Statements or a Related Audit Report or Complete Interim Review** – Not Applicable
12. **Changes in Control of Issuer** – Not Applicable

13. **Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers** – Not Applicable. Company controller, Eduardo Suarez Moreno, was replaced in September by Lisa Purkayastha, performing in the same capacity as primary in-house accounting and office manager.
14. **Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year** – As previously disclosed and posted, in 2010, the Board of Directors voted to approve a reduction in the total amount of shares authorized for the company to the revised total of 700-million shares. This was duly noted and recorded with the Wyoming Secretary of State’s listings for the Company. As previously disclosed and posted, the Company Board, by unanimous action, has subsequently voted to reduce the total of common stock shares authorized to 600-million shares, effective January 1, 2013. Effective with the Q3, 2012 compliance and quarterly filing, Company will begin submissions of quarterly and annual reports to the S.E.C. Edgar database.
15. **Amendments to the Issuer’s Code of Ethics, or Waiver of a Provision of the Code of Ethics** – Not Applicable.

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**This Represents the Completion of Compliance Disclosures for the Period Ending 9-30-12**

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**ITEM 7      Certifications**

I, ERIC F. PARKINSON, hereby certify that;

- (1) I have reviewed the Compliance Filings for the Period Ending 9-30-2012 as posted on December 21, 2012 on behalf of Hannover House, Inc.
- (2) Based on my knowledge, this Disclosure Statement, Compliance Filing and summary of Management discussions and actions does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Disclosure Statement;
- (3) Based on my knowledge, the financial information included or incorporated by reference in this Disclosure Statement, fairly present in all material respects the financial condition, results of operations, and cash flows of the Issuer as of, and for, the periods presented in this Statement.

Dated: 21 December 2012

/s/ \_\_\_\_\_  
By: Eric F. Parkinson  
Title: Chairman and Chief Executive Officer