
Annual Report

For The Fiscal Year Ended December 31, 2011



VoxPop Worldwide, Inc.

(Exact Name of Issuer as Specified in Its Charter)

Nevada

(State of Incorporation)

(I.R.S. Employer Identification No.)

548 Main Street, Suite 1

Stroudsburg, Pennsylvania

(Address of Principal Executive Offices)

18360

(Zip Code)

(570) 424-1995

(Registrant's Telephone Number)

“We previously were a shell company, therefore the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction.”



VOXPOP WORLDWIDE, INC.
ANNUAL REPORT
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2011
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FORWARD LOOKING STATEMENTS

Statements made by us in this report that are not historical facts constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995. These forward-looking statements are necessarily estimates reflecting the best judgment of management and express our opinions about trends and factors which may impact future operating results. You can identify these and other forward-looking statements by the use of words such as "may," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "intends," "potential," "continue," or the negative of such terms, or other comparable terminology. Such statements rely on a number of assumptions concerning future events, many of which are outside of our control, and involve risks and uncertainties that could cause actual results to differ materially from opinions and expectations. Any such forward-looking statements, whether made in this report or elsewhere, should be considered in context with the various disclosures made by us about our businesses including, without limitation, the risk factors discussed below. Although we believe our expectations are based on reasonable assumptions, judgments, and estimates, forward-looking statements involve known and unknown risks, uncertainties, contingencies, and other factors that could cause our or our industry's actual results, level of activity, performance or achievement to differ materially from those discussed in or implied by any forward-looking statements made by or on the Company and could cause our financial condition, results of operations, or cash flows to be materially adversely affected. We do not have any intention or obligation to update publicly any forward-looking statements, whether as a result of new information, future events, changes in assumptions, or otherwise.

PART A – GENERAL COMPANY INFORMATION

As used in this report, "VoxPop" and the "Company" or "Us" or "We" refer to VoxPop Worldwide, Inc., a Nevada corporation, unless the context otherwise requires. Our Internet website address is www.voxpopworldwide.com. The information on our website is not incorporated by reference in this Annual Report for the Fiscal Year Ended December 31, 2011. Our periodic and current reports, together with amendments to these reports, are available at www.otcmarkets.com, free of charge, as soon as reasonably practicable after such material is electronically filed with the OTC Markets.

Item 1. Exact Name of Issuer and its Predecessor.

1. VoxPop Worldwide, Inc. since December 9, 2010 (Name change effectuated on December 15, 2010).
2. Black Art Beverage, Inc. from May 22, 2009 to December 9, 2010.
3. American Power Tech, Inc. from inception of June 27, 1995 to May 22, 2009.

Item 2. Address of Issuer's Principal Executive Offices

VoxPop Worldwide, Inc.
1758 SE 7th Street
Ocala FL 34471

- (i) Telephone: 407-683-7969
Facsimile: 407-650-9917
- (ii) www.voxpopworldwide.com
- (iii) Investor relations handled by investor@voxpopworldwide.com

Item 3. Jurisdiction and Date of Issuer's Incorporation or Organization.

The Company was originally incorporated in the state of Nevada as American Power Tech, Inc. on June 27, 1995. **Refer to** Item 1 above for information on name changes. VoxPop is also registered in the state of Pennsylvania.

PART B – SHARE STRUCTURE

Item 4. Exact Title and Class of Securities

Common Stock, Par Value \$.01
CUSIP 091810101
Symbol: VOXL.PK

Item 5. Par or Stated Value and Description of Security

A. Par Value

Common Stock, Par Value \$.01

B. Common Stock

1. Common stockholders are entitled to one vote per share. We did not declare any dividends on our common stock during the past two years and do not anticipate declaring dividends in 2012. There are no preemption rights outstanding.
2. There are no provisions in the Issuer's charter or bylaws that would delay, defer or prevent a change in control of the Issuer.

Item 6. Total Amount of Securities Outstanding for each Class of Securities Authorized.

1. As of the end of the Issuer's most recent fiscal quarter ended December 31, 2011:

(i)	Period End Date:	December 31, 2011
(ii)	Number of Shares Authorized:	300,000,000 Shares, Par Value \$.01
(iii)	Number of Shares Outstanding:	121,330,007 Shares
(iv)	Freely Tradable Shares (Public Float):	1,400,000 Shares
(v)	Total Number of Beneficial Shareholders:	350 Shareholders
(vi)	Total Number of Shareholders of Record:	126 Shareholders

2. As of the end of the Issuer's last two fiscal years:

A. Common Stock

(i)	Period End Date:	December 31, 2011
(ii)	Number of Shares Authorized:	300,000,000 Shares, Par Value \$.01
(iii)	Number of Shares Outstanding:	121,330,007 Shares
(iv)	Freely Tradable Shares (Public Float):	1,400,000 Shares
(v)	Total Number of Beneficial Shareholders:	128 Shareholders
(vi)	Total Number of Shareholders of Record:	126 Shareholders

(i)	Period End Date:	December 31, 2010
(ii)	Number of Shares Authorized:	300,000,000 Shares, Par Value \$.01
(iii)	Number of Shares Outstanding:	105,499,995 Shares
(iv)	Freely Tradable Shares (Public Float):	1,400,000 Shares
(v)	Total Number of Beneficial Shareholders:	128 Shareholders
(vi)	Total Number of Shareholders of Record:	125 Shareholders

Item 7. Name and Address of Transfer Agent.

StockTrans, a Broadridge Company
44 West Lancaster Avenue
Ardmore, Pennsylvania 19003
Telephone: 610-649-7300
Facsimile: 610-649-7302

PART C – BUSINESS INFORMATION

Item 8. Nature of Issuer's Business.

A. Business Development

The Company was originally incorporated as American Power Tech, Inc. on June 27, 1995. On April 24, 2009, five (5) million shares representing 52% of the common stock of the company at that time was acquired by Mr. William Dyer from R.V.C.A Partners LLC. Subsequent to the acquisition of the five (5) million shares, David Hunt resigned his positions from the board of directors and as sole officer and appointed William Dyer as the sole director and officer of American Power Tech, Inc. On April 24, 2009, American Power Tech., Inc. with majority shareholder consent, approved a corporate name change to Black Art Beverage, Inc., a reverse stock split of 100 to 1, and an increase in the common stock authorization limit to 500 Million shares from 25 Million shares. On May 22, 2009, the shareholders of Black Art Beer Importers, Inc., a private company, engaged in a share exchange with William Dyer. Control of Black Art Beverage, Inc. changed from Mr. Dyer to the shareholders Black Art Beer Importers, Inc. On June 9, 2009, the Board of Directors approved and the majority stockholder of Black Art Beverage, Inc. consented to an increase in the authorized common stock capitalization limit from 500 Million shares to 600 Million shares, authorized the 1 Million Blanket Preferred Shares, and a Certificate of Designation for 2,745 shares of Series A Voting Convertible Preferred Stock. On December 9, 2010, the Company, under its former name of Black Art Beverage, Inc. acquired VoxPop Worldwide, Inc., a Delaware corporation, a development-stage business, as a wholly-owned subsidiary, for 100 Million shares, par value \$.01, and authorized the Company's name change to VoxPop Worldwide, Inc., a Nevada corporation, and control changed to the shareholders of VoxPop Worldwide, Inc., a Delaware corporation. Immediately after the foregoing acquisition, the Company divested itself of its wholly-owned subsidiary, Black Art Beer Importers, Inc., which was also a development-stage business. On November 26, 2010, the Board of Directors approved an amendment to the Articles of Incorporation of the Company for a reverse split of 100 to 1 for all common stock, par value \$.001, and reduction in the authorized common stock capitalization limit from 600,000,000 shares to 300,000,000 shares, with a new par value per each share of common stock at \$.01 per share, which was ratified and approved by written consent of the majority stockholders of the Company, or 56.3%, as the record date of December 2, 2010, and effectuated in the state of Nevada on December 9, 2010. *See also* Change in Control below.

The Company's fiscal year end date is December 31.

The Company has never been in bankruptcy, receivership or any similar proceeding.

There are no current, past, pending, or threatened legal proceedings or administrative actions either by or against the Company that could have a material effect on the Company's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator.

Change in Control

On March 30, 2012, the Company underwent a change in control. In connection with the change in control, the Board of Directors immediately preceding the change in control discontinued the VoxPop Internet and media holding company operations due to being unable to raise capital to continue those operations, effective December 31, 2011, and immediately after the change in control, resigned as officers and directors of the Company.

B. Business of Issuer

1. The Company is engaged in the business of internet and mobile entertainment.
2. The Company's primary or secondary SIC Code is 4899 - Communication services, misc.
3. The Company's previous operations related being an Internet and mobile media holding company that sought to acquire additional full and/or controlling interests in subsidiary companies and associated Internet and mobile properties concentrated on internet broadcasting and on producing and developing content.
4. The Company was a "shell" company until it acquired Black Art Beverage, Inc. on May 22, 2009 as a wholly-owned subsidiary of American Power Tech., Inc., which was a shell company at the time, and on said date, the Company ceased to be a shell company. Effective December 31, 2011, the Company discontinued its VoxPop Internet and mobile media operations pursuant to a change in control. *See also* Change in Control above.
5. VoxPop Worldwide, Inc., a Delaware corporation, is, effective December 31, 2011, a non-operating wholly owned subsidiary of the Company.

6. The effect of existing or probable governmental regulations on the business at this time is of no effect.
7. The costs borne by customers for the Company's products are as follows:
8. The costs and effects of compliance with environmental laws (federal, state and local) are as follows:
9. There were 5 full time employees at December 31, 2011.

Item 9. Nature of Products or Services Offered.

See Discontinued Operations

Item 10. Nature and Extent of Issuer's Facilities.

VoxPop's corporate office is located at: 1758 SE 7th Street Ocala FL 34471

PART D – MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION

Item 11. Name of CEO, Members of Board of Directors, as well as Control Persons.

A. Officers and Directors

1. L. Joshua Eikov: **CEO**– Mr. Eikov's information as incorporated in prior Pinksheets disclosures.
2. Phil Quartararo: **Chairman**– Mr. Quartararo's information as incorporated in prior Pinksheets disclosures.

On March 16, 2012, all of the officers and directors resigned in connection with a change in control transaction. *See also* Change in Control in Item 8.A. above.

B. Legal/Disciplinary History

NONE

C. Disclosure of Family Relationships.

NONE

D. Disclosure of Related Party Transactions [UPDATE]

(i) On December 5, 2010, Mr. Eikov, CEO and President, loaned the Company \$40,000 in cash, which is a demand loan bearing interest at 6 percent per annum.

(ii) On December 9, 2010, Mr. Eikov, CEO and President, transferred an aggregate of 10,000,000 shares of his common stock to certain parties for corporate purposes legal, administrative and business development purposes, which transactions were valued based on the closing price of the Company's common stock as traded on the pink sheets on the date of each transfer at an aggregate of \$148,034 and recorded on the books and records of the Company as a loan payable – related party. *See also* (iii) below.

(iii) On December 20, 2010, the Company issued 14,803,402 shares of restricted common stock to Mr. Eikov, CEO and President, in exchange for the cancellation of an aggregate of \$143,034 of indebtedness, of which \$143,043 was for a loan payable bearing interest at 6 percent per annum and \$402 was for accrued interest.

E. Disclosure of Conflicts of Interest.

There are no conflicts of interest among and between the Company's directors, officers, persons nominated or chosen by the Company to become directors or officers, or beneficial owners of more than 5% of any class of the Company's equity securities.

Item 12. Financial Information for the Issuer's Most Recent Fiscal Period.

The Company's consolidated financial statements, including but not limited to: (1) Balance Sheet, (2) Statement of Income, (3) Statement of Cash Flows, (4) Statement of Changes in Stockholders' Equity, and (5) Financial Notes, as of the year ended December 31, 2011, are incorporated herein by this reference. The foregoing financial statements are filed and available at www.otcmarkets.com, under the symbol "VOXI" and "financial" section for the period specified.

Item 13. Similar Financial Information for such Part of Two Preceding Years as Issuer or Predecessor has been in Existence.

The Company's consolidated financial statements, including but not limited to: (1) Balance Sheet, (2) Statement of Income, (3) Statement of Cash Flows, (4) Statement of Changes in Stockholders' Equity, and (5) Financial Notes, as of the two preceding years ended December 31, 2010 and 2009, respectively, are incorporated herein by this reference. The foregoing financial statements are filed and available at www.otcmarkets.com, under the symbol "VOXI" and "financial" section for the periods specified.

Item 14. Beneficial Owners.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS TABLE

Except as set forth in the above and below tables, our management knows of no person who is the beneficial owner of more than 5% of our issued and outstanding common stock.

Name and Address of Beneficial Owners	Total Shares of Common Stock Beneficially Owned	Percent of Class ⁽¹⁾
_____	_____	_____%
C/O VoxPop Worldwide, Inc. _____ _____		

C/O VoxPop Worldwide, Inc. _____		

Notes:

⁽¹⁾ Based on _____ shares of our common stock outstanding at _____, 2012.

Item 15. Name, Address, Telephone Number, and Email Address of each of Certain Outside Providers that Advise the Issuer on Matters relating to Operations, Business Development, and Disclosure.

1. Investment Banker: _____

2. Promoters: _____

3. Counsel: Abraham Rappaport
3774 NW 3rd AVE
Boca Raton, FL, 33431
United States

Tel: _____

Fax: _____

4. Accountant or Auditor

Prior to the change in control described in Item 8.A., John Adams, MBA and registered bookkeeper, prepared the compiled financial statements for the Company for the discontinued VoxPop Internet and media holding company operations. Prior thereto, Burton CPA accounting firm was retained during the initial phase of development for the former Black Art operations and provided

compiled financial statements for the public sector. The firm is located at 4310 Sheridan Street, Suite 202, Hollywood, Florida 33021. Telephone 954-961-1040.

5. Public Relations Consultant(s): _____.

6. Investor Relations Consultant: _____.

Item 16. Management's Discussion and Analysis or Plan of Operation.

A. Plan of Operation

Please See Discontinued VoxPop Operations

The Company underwent a change in control on March 15, 2012 (See Item 8.A.). In connection with that change in control, the Board of Directors discontinued the VoxPop Internet and media holdings operations. As previously disclosed, the Company was unable to pay its expenses without an infusion of cash of a least \$1 million in the next 12 months. Management was unable to raise the required funds. As a result, the Board of Directors discontinued the VoxPop Internet and media holdings operations and effectuated a change in control. *See also* Current VoxPop Operations.

C. Off-Balance Sheet Arrangements.

None.

PART E – ISSUANCE HISTORY

Item 17. List of Securities Offerings and Shares Issued for Services in the Past Two Year

PART F – EXHIBITS

Item 18. Material Contracts

1. Stock Purchase Agreement dated March __, 2012.

Item 19. Articles of Incorporation and Bylaws.

See Articles of Incorporation, as amended from time to time, and Bylaws filed as separate attachments on www.otcmarkets.com.

Item 20. Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

There have been no purchases of equity securities by the issuer or affiliated purchasers.

Item 21. Issuer's Certifications.

I, L. Joshua Eikov, CEO, certify that:

1. I have reviewed this annual disclosure statement for VoxPop Worldwide, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

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 issuer as of, and for, the periods presented in this disclosure statement.

Dated: 4/1/2012

VOXPOP WORLDWIDE, INC.

By: /S/ L. Joshua Eikov

Title: CEO

**VOXPOP WORLDWIDE, INC.
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FOR THE ANNUAL PERIODS ENDED DECEMBER 31, 2011 AND 2010
(UNAUDITED)**

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(i)
VOXPOP WORLDWIDE, INC.
 (A Development Stage Company)
CONSOLIDATED BALANCE SHEETS
 (UNAUDITED)

	December 31, 2011	December 31, 2010
ASSETS		
Current Assets		
Cash	\$ 9,129	\$ 2,956
Prepaid Expenses	-	60,000
Current Portion of Assets of Discontinued Operations	60,408	-
Total Current Assets	69,537	62,956
Other Assets		
Deposits	-	3,888
Goodwill, Net	-	2,426,465
License, Net	-	91,997
Total Other Assets	-	2,522,350
Total Assets	\$ 69,537	\$ 2,585,306

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities			
Current Maturities – Notes and Loans	\$	–	\$ 335,210
Accounts Payable and Accrued Expenses		8,435	767,543
Total Current Liabilities		8,435	1,102,753
Long Term Liabilities			
Non-Current Portion – Notes and Loans Payable	\$	–	\$ 494,481
Total Long Term Liabilities		–	494,481
Total Liabilities		8,435	1,597,234
Stockholders' Equity			
Common Stock, \$.01 Par Value; 300,000,000 Shares Authorized; 121,330,007 and 111,499,935 Shares Issued and Outstanding at December 31, 2011 and 2010		1,213,033	1,114,999
Additional Paid-in Capital		1,365,997	1,365,997
Accumulated Deficit		(2,517,928)	(193,998)
Total Stockholders' Equity		61,102	2,286,998
Total Liabilities and Stockholders' Equity	\$	69,537	\$ 2,585,306

The Accompanying Notes are an Integral Part of the Financial Statements

F-1
VOXPOP WORLDWIDE, INC.
(A Development Stage Company)
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Three Months Ended December 31, 2011	Twelve Months Ended December 31, 2011	Twelve Months Ended December 31, 2010
Revenues	\$ –	\$ –	\$ 270
Cost of Goods Sold	–	–	–
Gross Profit	–	–	270
Operating Costs and Expenses			
Depreciation and Amortization	–	–	31,213
General and Administrative	3,400	12,435	829
Total Operating Costs and Expenses	3,400	12,435	(31,772)
(Loss) from Continuing Operations	\$ (3,400)	\$ (12,435)	\$ (31,772)
(Loss) from Discontinued Operations	(1,573,534)	(2,505,495)	–
Net Income (Loss)	\$ (1,576,934)	\$ (2,517,928)	\$ (31,772)

Net (Loss) Per Share-Basic and Diluted:					
Continuing Operations	\$	(0.00)	\$	(0.00)	\$ (0.00)
Discontinued Operations		(0.01)		(0.02)	(0.00)
Net (Loss) Per Share	\$	(0.01)	\$	(0.02)	\$ (0.00)
<hr/>					
Weighted Average Number of Common Shares		121,330,007		123,330,007	111,499,935

The Accompanying Notes are an Integral Part of the Financial Statements

F-2
VOXPOP WORLDWIDE, INC.
(A Development Stage Company)
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	Twelve Months Ended December 31, 2011	Twelve Months Ended December 31, 2010
Cash Flows Provided By (Used) From Operating Activities:		
Net (Loss):		
Continuing Operations	\$ (746,996)	\$ (31,772)
Discontinued Operations		
Changes in Assets and Liabilities:		
Accounts Payables and Accrued Expenses		6,000
Net Operating Activities of Discontinued Operations		482,438
Net Cash (Used In) Operating Activities		(246)
Cash Flows Provided By (Used In) From Investing Activities:		
Net Investing Activities of Discontinued Operations		-
Net Cash (Used In) Investing Activities		-
Cash Flows Provided By (Used In) Financing Activities:		
Net Financing Activities of Discontinued Operations		-
Net Cash Provided By Financing Activities		-

Net Increase (Decrease) in Cash		(246)
Cash at Beginning of Period		2,347
Cash at End of Period	\$	2,101

Supplemental Disclosure of Cash Flow Information:

Cash Payments for Interest		\$	-
Cash Payments for Income Taxes		\$	-

Supplemental Schedule of Non Cash Investing and Financing Activities:

Issuances of Common Stock:

Conversion of Debt - Related Party	\$	148,034
Exclusive License		400,000
Advisory Board Services		4,267

The Accompanying Notes are an Integral Part of the Financial Statements

F-3
VOXPOP WORLDWIDE, INC.
(A Development Stage Company)
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
(UNAUDITED)

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Stockholders' Equity
	Shares	Amount			
Balance - December 31, 2010	111,499,935	\$ 1,114,999	\$ 1,365,997	\$ (193,998)	\$ 2,286,998
Conversion of Debt to Common Stock-Related Party	14,803,402	148,034	-	-	148,034
Net (Loss) for the Quarter Ended March 31, 2011	-	-	-	(232,328)	(232,328)
Balance - March 31, 2011	126,303,337	\$ 1,263,033	\$ 1,365,997	\$ (426,326)	\$ 2,202,704
Issuance of Common Stock-Exclusive License	2,000,000	20,000	380,000	-	400,000
Net (Loss) for the Quarter Ended June 30, 2011	-	-	-	(262,193)	(262,193)
Balance - June 30, 2011	128,303,337	\$ 1,283,033	\$ 1,745,997	\$ (688,519)	\$ 2,340,511
Issuance of Common Stock-Advisory Board Services	26,670	267	4,000	-	4,267
Acquisition of Treasury Shares	(5,000,000)	(50,000)	-	-	(50,000)

Stock Options-Share-Based Compensation	-	-	54,448	-	54,448
Net (Loss) for the Quarter Ended September 30, 2011	-	-	-	(252,475)	(252,475)
Balance - September 30, 2011	123,330,007	\$ 1,233,300	\$ 1,804,445	\$ (940,994)	\$ 2,096,751
Reversal of Common Stock-Advisory Board Services	(26,670)	(267)	(4,000)	-	(4,267)
Reversal of Common Stock-Exclusive License	(2,000,000)	(20,000)	(380,000)	-	(400,000)
Cancellation of Stock Options	-	-	(54,448)	-	(54,448)
Net Income for Quarter Ended December 31, 2011	-	-	-	(1,576,934)	(1,576,934)
Balance - September 30, 2011	121,303,337	\$ 1,213,033	\$ 1,365,997	\$ (2,517,928)	\$ 61,102

The Accompanying Notes are an Integral Part of the Financial Statements

F-4
VOXPOP WORLDWIDE, INC.
(A Development Stage Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

The following Notes relate to VoxPop Worldwide, Inc. and its wholly-owned subsidiary (collectively the "Company") financial statements, for the three and twelve months ended December 31, 2011 and twelve months ended December 31, 2010.

Note 1. Presentation.

The consolidated financial statements included herein are unaudited. The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All material inter-company items and transactions have been eliminated. The Company has separately disclosed the operating, investing and financing portion of the cash flows attributable to its discontinued operations.

Note 2. Discontinued Operations.

The Board of Directors discontinued the VoxPop Internet and media holdings operations, effective December 31, 2011, pursuant to a change in control. All assets and liabilities relating to the discontinued operations have been evaluated and written off, reclassified, assumed, canceled, or settled. *See Note 7 – Subsequent Events - Change in Control.*

Note 3. Assumption of Liabilities.

In connection with the change in control described in Note 7, the former CEO and majority stockholder of the Company, assumed an aggregate of \$342,708 in liabilities in exchange for \$16,000 in cash and the release of certain assets of the Company, effective December 31, 2011.

Note 5. Cancellation of All Outstanding Stock Option Agreements.

In connection with the change in control described in Note 7, all stock option agreements granted under the Company's stock option plan, we canceled in their entirety, effective December 31, 2011. All optionees consented to the cancellations.

Note 6. Related Party Transactions

1. On January 1, 2011, the CEO of the Company converted \$148,034 in loans made to the Company in connection with its Start Up for 14,803,402 shares of Common Stock at par value \$.01 per share.

2. In May 2011, VoxPop acquired an exclusive license from MediaPal Holdings, Inc. for the global use of the MediaPal platform. The deal was consummated with 2 million shares of VoxPop Common Stock and a 3 year \$150,000 royalty minimum guarantee. The MediaPal platform is a media management and micropayments engine that was designed for the independent content owner, major label and all sizes in between. With MediaPal, VoxPop will be able to create selling opportunities virtually anywhere digital or physical content exists, whether it is a download of music on an artist's website, a ball cap on a blog or concert tickets on a partner mobile site. This MediaPal platform opens the VoxPop eCommerce program to unlimited opportunities. The 2 Million shares of restricted common stock issuable pursuant to this transaction was valued at \$.20 per share (the closing price of the Company's common stock as quoted on the OTC Markets on the date of the execution of the agreement or May 3, 2011) and recorded in the aggregate at \$400,000. This license was canceled. See Note 3 – Discontinued Operations.

3. On August 11, 2011, the Board of Directors determined it was in the best interests of VoxPop to grant an aggregate of 78 Million Stock Options under the Plan to certain officers (Mr. Quartaro-Chairman, Mr. Eikov-CEO and director, and Mr. O'Mahoney-CTO, secretary, and director), directors (Mr. Solomon), and a consultant, for the purpose of advancing the interests of VoxPop and its stockholders by providing an incentive to retain and reward certain individuals for their continuing contributions to the growth and long term success of VoxPop over the next 10 years ("Grant Date"), at an exercise price of \$.05 per share (the closing price of VoxPop's common stock as quoted on the OTC Markets on the Grant Date) for non-statutory options and \$.055 per share (10% premium over the closing price) for incentive stock options for greater than 10% stockholders of VoxPop, as applicable, good for 10 ½ years, which vest over a 10 year period based on continued satisfactory employment, service as a director, or service as a consultant, as applicable, with VoxPop. The closing price of the Company's common stock as traded on the OTC Markets on the date of the transaction was \$.05 per share. The share-based compensation expense being allocated on a straight-line basis over the ten year requisite service periods is \$3,900,000. See Note 5 - Cancellation of All Outstanding Stock Option Agreements.

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4. Effective September 1, 2011, the Company entered into a two year agreement with a music executive to join the Company's Board of Advisors. The agreement provides a stock grant vesting in 24 monthly installments equal to a total of 650,000 shares of restricted common stock, par value \$.01. The closing price of the Company's common stock as traded on the OTC Markets on the date of the transaction was \$.16 per share. The share-based compensation expense being allocated on a straight-line basis over the two year requisite service period is \$104,000. This agreement canceled. See Note 7 – Subsequent Events - *Change in Control*.

5. On September 1, 2011, the Company executed a Share Return Agreement with a former officer who resigned in the second quarter of 2011 and returned 5,000,000 shares of its common stock to the treasury.

Note 7. Subsequent Events.

Change in Control.

The Board of Directors ratified and approved a change in control pursuant to a Common Stock Purchase Agreement dated March 15, 2012 ("Purchase Agreement"). Pursuant to the Purchase Agreement, the majority stockholder exchanged approximately 98,282,250 shares of the Company's common stock, par value \$.01, owned or controlled by him in exchange for \$16,000 in cash. The transaction closed on March 30, 2012. See Note 2 – Discontinued Operations and Note 3 – Assumption of Liabilities.

