Annual Report

Year Ended November 30, 2012

TheDirectory.com, Inc.
(A Utah Corporation)

Current Trading Symbol: SEEK

Tax ID Number:33-0052057 **CUSIP# 88337U102**

15100 Hutchison Rd.
Suite 125
Tampa, Florida 33625
(Address of principal executive offices)

727-417-7807
(Company's telephone number, including area code)

727-417-7807
SG@TheDirectory.com

PART A – GENERAL COMPANY INFORMATION

Item 1. Exact name of the issuer and its predecessor:

Terzon Corporation Effective 1984

Candy Stripers Candy Effective 1984

Piedmont, Inc. Effective January 1998

US Biodefense, Inc. Effective May 2003

Elysium Internet, Inc. Effective May 2008

TheDirectory.com, Inc. Effective 2011

Item 2. The Address of the Issuer's Principal Executive Offices.

15100 Hutchison Rd. Suite 125
Tampa, Florida 33625
Phone Number: (727) 417-7807
Fax Number: (813)-445-7288
Website: www.TheDirectory.com

Investor Relations:
Telephone: (727) 417-7807
Email: SG@TheDirectory.com

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

The Company was originally organized under the laws of the State of Utah.

PART B – SHARE STRUCTURE

Item 4. The Exact Title and Class of Securities Outstanding.

Class of Securities: Common
CUSIP Number: 88337U102
Trading Symbol: SEEK.PK

Class of Securities: Series A Preferred

Item 5. Par or Stated Value and Description of the Security.

A. Par or Stated Value

Common Stock, par value $0.001 per share

Series “A” Preferred Stock, par value $0.001 per share

B. Description of Common and Series “A” Preferred Stock

Common Stock

The holders of shares of common stock have no subscription, redemption, subscription, sinking fund or conversion rights. In addition, the holders of shares of common stock have no preemptive rights to maintain their percentage of ownership in future offerings or sales of our stock. The holders of shares of common stock have one vote per share in all elections of directors and on all other matters from time to time by our board of directors out of funds legally available therefore. Upon liquidation, dissolution or winding up of our affairs, the holders of common stock will be entitled to participate equally and ratably, in proportion to the number of shares held, in our net assets available for distribution to holders of common stock. The shares of common stock currently outstanding are fully paid and non-assessable. There is no provision in the Company’s articles of incorporation or bylaws that would delay, defer, or prevent a change in control of the issuer.

Series “A” Preferred Stock

The Series A Convertible Preferred Stock consists of 1,000,000 authorized shares with 270,000 issued and outstanding. The holder of the Series A Convertible Preferred Stock will receive 10,000 common shares for each share upon conversion.

Item 6. The Number of Shares of Total Amount of the Securities Outstanding for Each Class of Securities Authorized.

	PERIOD END DATE	
	November 30, 2012	**November 30, 2011**
Number of Authorized Shares	3,500,000,000	3,500,000,000
Number of Outstanding Shares	2,642,317,429	2,348,268,098
Public Float	2,625,416,710	2,276,814,041
No. of Beneficial Shareholders	647	647
Total No. of Shareholders of Record	647	647

Item 7. The Name and Address of the Transfer Agent.

Standard Registrar and Transfer Company, Inc.
12528 South 1840 East

Draper, UT 84020
Phone (801) 571-8844
Fax (801) 571-2551

PART C – BUSINESS INFORMATION

Item 8. The Nature of the Issuer's Business.

A. Business Development

1. The form of organization of the issuer
   TheDirectory.com, Inc., a Utah Corporation

2. The year that the issuer was organized
   The Company was Incorporated in 1983

3. The issuer's fiscal year end date.
   November 30

4. Whether the issuer has been in bankruptcy, receivership, or any similar proceeding.
   In 1986, the Company ceased operations and filed for Chapter 11 Bankruptcy protection. After emerging from bankruptcy in 1993, the Company remained dormant until January 1998, when it changed its name to Piedmont, Inc. on January 6, 1998.

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

   Effective October 1, 2013, the Company closed on a $5 Million revolving credit financing facility with TCA Global Fund. The initial draw down on the credit line $1.3 Million, after fees the company netted approximately $1.1 Million. At the same time the Company acquired certain assets from a privately held Company called Lets See What Sticks, LLC and CMS Domains, LLC (the "Seller"). The acquired assets included 1,580 Internet domain names branded under the moniker "Hello" then a city name as well as other selected assets. The Company paid the seller $1 Million in cash and issued a 24 month promissory note in the amount of $1,150,000.

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

We have not been served with any notice of default relating to any of our obligations. From time to time we are late making payments on certain of our obligation.

7.Any change of control.

TheDirectory.com, Inc. was incorporated under the laws of the State of in Utah on June 29, 1983 under the name Teal Eye, Inc. In 1984, it merged with Terzon Corporation and changed its name to Terzon Corporation. On September 7, 1984, the Company changed its name to Candy Stripers Candy Corporation and engaged in the business of manufacturing and selling candy and gift items to hospital gift shops across the country. In 1986, the Company ceased the candy manufacturing operations and filed for Chapter 11 Bankruptcy protection. After emerging from bankruptcy in 1993, the Company remained dormant until January 1998, when it changed its name to Piedmont, Inc. On May 12, 2003, the Company changed its name from Piedmont, Inc. to US Biodefense, Inc. On May 23, 2008 the Company changed its name to Elysium Internet, Inc. In May of 2011 the Company changed its name to TheDirectory.com, Inc. to better reflect its local search engine related business.

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

In June of 2010 the company restricted its common and preferred stock by a vote of the majority of its shareholders. The company issued 2,000,000,000 shares of restricted stock and 270 shares of its Series A preferred stock. In November of 2013 the company issued an additional 100 shares of its Series A preferred stock. The restructuring and additional share issuance were necessary for the Company to seek to achieve its goals relating to both its business and its public listing.

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

The Company effected a 1 for 1,000 reverse stock split in December of 2007.

The Company effected a 3 for 1stock split in February of 2005.

The Company effected a 1 for 100 reverse stock split in June of 2003.

Effective October 1, 2013, the Company closed on a $5 Million revolving credit financing facility with TCA Global Fund. The initial draw down on the credit line $1.3 Million, after fees the company netted approximately $1.1 Million. At the same time the Company acquired certain assets from a privately held Company called Lets See What Sticks, LLC and CMS Domains, LLC (the “Seller”). The acquired assets included 1,580 Internet domain names branded under the moniker “Hello” then a city name as well as other selected assets. The Company paid the seller $1 Million in cash and issued a 24 month promissory note in the amount of $1,150,000.

10. Any delisting of the issuer’s securities by and securities exchange or deletion from the OTC Bulletin Board.

On October 1, 2010, the Company voluntarily filed a Form 15 under Rule 15d-6.

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. State the names of the principal parties, the nature and current status of the matters, and the amounts involved

> As of the current date, we are currently not involved in any litigation that we believe could have a material adverse effect on our financial condition or results of operations. There is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending or, to the knowledge of the executive officers of our company or any of our subsidiaries, threatened against or affecting our company, our common stock, any of our subsidiaries or of our companies or our subsidiaries' officers or directors in their capacities as such, in which an adverse decision could have a material adverse effect.

B. Business of Issuer

Introduction

Our Business

We are an online local search and directory company. We own and operate a network of online local business directories. Our directories and websites provide business listings, directory information, and user generated reviews to consumers who are searching online for services from local businesses.

Consumers can access any website in our network and receive free local search results, generated according to the consumer's search query s which can include geographic area, zip code, and city name, for listings of business professionals, providers and contractors in the consumer's respective community. Our search results consist primarily of local business listings that we aggregate, index and distribute over our network using our sophisticated technology platform. We generate revenue from subscriptions paid by our subscribers to list on our city guides or directories, and from third party ads placed alongside our search results, which include pay-per-click, pay-per-call, and display (banner) ad units. We also receive revenue from ad products and certain advertising and identity management services rendered for small- and medium-sized businesses, or SMBs.

Our goal to help SMBs reach local customers through our platform of comprehensive business profiles and listings, which we call "The Directory." We use search technology, optimization and innovative site features to connect consumers with the most relevant local business professionals, providers and contractors in their area. We provide direct 365/24/7 access, free of charge for consumers, to certain local business information in the form of business profiles and listings, and our content is provided by our paid subscribers. Our flagship website and primary local business search engine is www.TheDirectory.com. Our network of directories and city guides generate approximately 6 million unique visitors each month, and we believe TheDirectory.com has the ability to become a leading brand in the local business search space. It is our goal that the website's descriptive name, "The Directory," and extensive reach of our network become synonymous as a website for consumers to find information on local businesses.

We also operate several targeted vertical directories, including:

- www.Chiropractor.net,
- www.Therapists.net,
- www.PodiatristProfiles.com,
- www.Dietitians.net, and

- www.DentistAppointments.com.

Each website is intended to serve as a source of targeted local business information for their respective industry. We believe that by owning and operating these important domain names, we control websites which can become a targeted Internet destination and widely used alternative to find local businesses on the Internet due to their descriptive, memorable Internet domain name.

We launched TheDirectory.com in November of 2010. In October 2013, we acquired one of the largest online city guide networks in the world, Hyper-Local(TM) City Guide Network. This network of more than 1,500 city guides reaches over 5 million unique visitors per month. The city guides are branded under the www.HelloNetwork.com brand. We now own and operate a ‘Hello’ branded city guide site for every major market in the United States, including New York City, Los Angeles, Chicago, and several international markets including Paris, Dublin, Tokyo, Sydney and Toronto. We generate revenue from business listings and advertisements placed on the Hyper-Local(TM) City Guide Network, similar to TheDirectory.com.

Industry Overview

The Local Search Market

According to a report by BIA/Kelsey, an independent market researcher and trusted advisor to media and technology companies, U.S. online/interactive advertising revenue totals approximately $42 billion annually. In particular, BIA/ Kelsey noted that an increase in overall local advertising revenue was tied to the growth of digital media. Digital media is defined as advertising delivered to consumers through mobile, Internet or other electronic methods, and continues to gain traction with local advertisers. Our Company specializes in “local search,” which is defined as searches for products, services and businesses within a geographic region and has become an increasingly significant segment of the online advertising industry. Local search allows consumers to search for local businesses’ products or services by including geographic area, zip code, city and other geographically targeted search parameters in their search requests, such as by entering “podiatrist” in “Tampa, Florida” in the search field. According to a September 2012 study, BIA/Kelsey estimates that the local search market in the United States alone will grow from $6.1 billion in 2011, to $13.4 billion by 2016.

Why Local Search Matters

Consumers who conduct local searches on the Internet (“local searchers”) tend to convert into buying customers at a higher rate than other types of Internet users. As a result, advertisers often pay a significant premium to place their ads in front of local searchers on websites like TheDirectory.com or our vertical directories like Chiropractor.net. Additionally, SMBs that would not normally compete at the national level for advertising opportunities are increasingly engaging in and competing for local advertising opportunities, including local search and mobile search to promote their products and services.

The Local SMB Advertising Market

Small- and medium-sized businesses, or SMBs, serving local markets represent significant economic activity, control substantial purchasing power and address the needs of hundreds of millions of consumers. These SMBs include businesses and professionals such as lawyers, physicians, car dealers, dentists, plumbers, florists, and therapists. To generate and sustain their businesses, SMBs spend money to market their services and to acquire, maintain and retain customers, and the associated expenditures are critical components of the operating budget for many SMBs, particularly given the potential value of each customer over the lifetime of the relationship. For example, a new dental patient may generate several hundred dollars in revenue during the customer's first visit, thousands of dollars in subsequent visits and make referrals to friends and family that generate significant additional revenue. In addition to their customer acquisition efforts, increasingly SMBs are looking for platforms that enable them to transact with their customers online. These efforts to manage the entire customer experience online—from lead generation to transaction execution to overall customer management—are key to the success of SMBs.

Over the past decade, the local advertising market for SMBs and other local businesses has undergone rapid and fundamental changes. The delivery and consumption of local advertising, like all media, is becoming increasingly fragmented and digitized. Many consumers who used to search for a local business in the yellow pages or the local newspaper are now going online and searching on Google, checking reviews on Yelp and Citysearch, buying coupons on Groupon and LivingSocial, and asking their friends for their opinions through Facebook and Twitter. We aim to address the unique needs of the SMB and re-create the simplicity and effectiveness with which SMBs have traditionally purchased offline advertising as they transition into online and digital media advertising. Ultimately, our goal is to drive traffic to our subscribers' websites and gain exposure for SMBs that they would not have been able to have on their own.

Our Strategy

We believe that we are in the early stages of a large and long-term business opportunity presented by the shift of local and national marketing budgets away from traditional media outlets such as the yellowpages, newspapers and radio to Internet and digital media formats. Our strategy for pursuing this opportunity includes the following key components:

- *Increase growth drivers to TheDirectory.com.* We are focused on the expansion of both our reach, the number of consumers who use our network of directories and city guides, and the monetization of that reach, how much ad revenue we generate from those users. We also aim to increase the number of SMB customers listing on the TheDirectory.com network.
- *Optimize monetization of our network.* As an ongoing initiative, we continuously look to optimize our ability to monetize the traffic reaching our domains.
- *Consolidate and Integrate the Highly Fragmented Local Search Space*. Other than the major search engines like Google, Yahoo and Bing the local search space remains highly fragmented with no clear leader. Over the coming years as our Company and our capabilities grow, we plan to consolidate key sites in selected verticals under our brand TheDirectory.com to create the leading local search destination in the United States..

Our Business Model

We currently operate TheDirectory.com under a "Build, Buy or Partner" business model. We believe focusing our management's attention on forming strategic partnerships and acquisitions will allow us to create a profitable, sustainable enterprise over both the short and long term. This type of business model allows us the flexibility to partner with industry leading technology companies and integrate their best in class products and services into our core local business offerings without incurring the significant development expenses and uncertainty associated with creating new products. By partnering with companies and not attempting to build our own products in certain instances, we gain a certain level of flexibility to diversify our product offering as technology and techniques change. Going forward, we expect to grow our business by making strategic acquisitions and opportunistically acquiring and building new online destinations in key vertical categories.

1. Indicate the issuer’s primary and secondary SIC codes.

   Primary: 7311 (Internet Marketing and Advertising Services)
   Secondary: Not applicable.

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

   The Company is currently conducting operations.

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

   The Issuer has never been a shell company.

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 the existing or probable governmental regulations on the business.

   Not applicable because the Company does not operate in a regulated business as of the date of the document.

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.

   None of our R & D expenses are borne by our Customers. Over the previous two fiscal years we have spent less than 5% of our annual revenue on R & D. Our R&D activities included the completion of specific coding and website development relating to our local search platform. These costs have been memorialized as an expense in the financial statements.

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

   None

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

   The Company currently has 4 employees who are employed on a full-time basis. The Company engages independent contractors to maximize flexibility and control expenditures. Going forward our business plan calls for us to increase our staffing levels as our business grows.

Item 9. The Nature of Products or Services Offered.

Principal Products and Services

Our business revolves around two key initiatives: building out our local search platform known as TheDirectory.com, of which we have several member directories including our recent acquisition of the Hyper-Local(TM) City Guide Network, and assisting SMBs acquire, maintain and retain customers using technology and the Internet.

Local Search Platform

Our Company is focused on building Internet destinations where consumers can obtain targeted information about local businesses. We developed our local search platform, TheDirectory.com, as a network that focuses on connecting local businesses with local customers via a custom built user interface that promotes enhanced user actions and engagements. We contract with SMBs to provide their business listing information content on our network, the terms of such agreements vary from subscriber to subscriber based on the services we provide. We build a professional, detailed business profile for each of our subscribers and market to consumers in the subscriber's local area. On our network of directories and city guides, consumers can locate relevant search results for local businesses, products and services which translates into new customers for our subscribers. In area's or categories that we don't have direct subscriber's we distribute and monetize listing information supplied from our partners.

Through our local search platform, we're able to provide SMBs with complete transparency and measurability of the results of our efforts via a set of reports they can access. These reports provide our subscribers with detailed data including: traffic statistics, number and recording each all calls generated, number of forms filled out and submitted from their website or directory listing and fully integrated management of their social media pages and reviews sites like Facebook and Yelp.

We provide some of this data to our clients through partnerships and business relationships we have with industry leading technology Companies like Yext, Duda Mobile, Google and others. We partner with a variety of third party vendors to provide specific functionality within our local search platform to further track consumers' visits, including call tracking and recording services. We believe by partnering with third party vendors, the "partner" aspect of our platform, that we have a critical advantage within the fast paced Internet advertising space. By partnering with top technology firms to provide certain functionality instead of building out our own proprietary software products, we gain a level of flexibility relating to these products that other companies using proprietary products do not have. Additionally, we eliminate the massive cost and uncertainties typically associated with many development programs.

Small Business Online Advertising

Our other primary initiative, which is also linked to our local search platform, is to help local SMBs acquire, maintain and retain customers using technology and the Internet. We aim to drive traffic to our subscribers' websites using such techniques as search engine optimization, social media, and customer-driven marketing.

In addition to the design, development and deployment of our subscribers' business listings and profiles on our local search directories, we provide our customers with an array of services designed to promote, control and enhance their corporate identity and brand management. We specialize in providing a comprehensive suite of online marketing and branding solutions, including search engine marketing, display advertising, Web presence, and online media and social networking products that allow our SMB clients to control and increase their online exposure and identity over websites that cover over 95% of all US-based Internet traffic, including Google, Yahoo!, Bing, Facebook and Twitter. We design, develop and deploy custom-built search engine optimized business websites for our subscribers and helped to manage the site content and site design. We can also design online pay-per-click campaigns for our subscribers, based upon our access to expertise in the area of analyzing and creating relevant keyword and content driven search engine optimized ad campaigns. Utilizing our expertise in the areas of search engine optimization and search engine marketing services, which can be a confusing and complicating space, we can typically drive improved results while saving our subscribers money.

We also assist in the management of our subscribers' online identity, Internet presence and brand by utilizing a mix of proprietary techniques and third party software products to scan, claim and repair business listings and reviews on hundreds of websites across the Internet that collectively account for more than 95% of all US-based Internet traffic.

Status of any Publicly Announced New Product or Service

At this time, the Company has several new product or services that have been publicly announced.

Competitive Business Conditions, the Issuer's Competitive Position in the Industry, and Methods of Competition.

The market for local online advertising solutions is intensely competitive and rapidly changing, and with the introduction of new technologies and market entrants, we expect competition to intensify in the future. Many of our current and potential competitors enjoy substantial competitive advantages, such as greater name recognition, longer operating histories and larger marketing budgets, as well as substantially greater financial, technical and other resources. In addition, many of our current and potential competitors have established marketing relationships and access to larger customer bases.

Our competitors include:

- *Internet Marketing Providers*. Our main competitors include national Internet marketing companies such as Reach Local and Yodle as well as smaller Internet marketing companies located in local markets around the US. These providers typically offer their products and services to SMBs through online-only, self-service platforms. We believe that SMBs will continue to enter into the local advertising market, especially in terms of local search, and we are able to provide product offerings that appeal specifically to these types of clients. Although we currently pursue a strategy that allows us to partner with a broad range of websites and search engines, our current and future partners may view us as a threat to their own local advertising services. We believe that the principal competitive factors in our local advertising market are network size, revenue sharing agreements, services, convenience, accessibility, customer service, quality of tools, quality of editorial review and reliability and speed of fulfillment of advertising needs and requirements across the Internet infrastructure. We also believe that we provide a valuable service to a number of these large Internet marketing providers by connecting them to a significant number of SMBs, which are generally disinclined to purchase online advertising via self-service platforms.

- *Traditional, Offline Media Companies*. We also compete with other online advertising services as well as traditional offline media such as television, radio and print, for a share of businesses' total advertising budgets. We compete with these companies on the basis of the strength and breadth of our technology platform and product offering and our focus exclusively on Internet advertising. Many of our competitors have longer operating histories, larger customer bases, greater brand recognition and significantly greater financial, marketing and other resources than we do. Our competitors may secure more favorable revenue sharing agreements, devote greater resources to marketing and promotional campaigns, adopt more aggressive growth strategies and devote substantially more resources than we can.

- *Other SMB Marketing Providers*. We also compete with technology companies providing online marketing platforms focused on the SMB market such as Angie's List and Yelp, as well as newer market entrants, such as Groupon and LivingSocial, which are actively focused on new forms of online marketing solutions for SMBs and in some cases building significant direct sales forces.

Local online search is still relatively new, and as a result, it is difficult to determine our current market share, or predict our future market share. However, we have a number of competitors with greater experience and resources than we have, including Google, Yahoo and Microsoft, among many others, that have announced an intention to increase their focus on local search with regard to U.S. online advertising.

Additionally, larger companies may implement technologies into their search engines or software that make it less likely that consumers will reach, or execute searches on, TheDirectory.com and less likely to access our subscribers' sponsored listings. If we are unable to successfully compete against current and future competitors, our operating results will be adversely affected.

Sources and Availability of Raw Materials and the Names of Principal Suppliers.

The Company does not use raw materials in its current business model.

Dependence on One or a Few Major Customers.

The Company is not dependent on any one client or customer.

Patents, Trademarks, Licenses, Franchises, Concessions, Royalty Agreements or Labor Contracts, Including Their Duration.

All Intellectual property is current, protected and registered with all applicable state and government agencies.

Recently acquired the trademark to the term "Hyper-Local"

Government Regulation.

We are subject to general business regulations and laws as well as regulations and laws specifically governing the Internet. Existing and future laws and regulations may impede the growth of the Internet or other online services. These regulations and laws may cover taxation, tariffs, user privacy, data protection, pricing, content, copyrights, distribution, electronic contracts and other communications, consumer protection, broadband residential Internet access and the characteristics and quality of services. It is not clear or consistent how existing laws governing issues such as property ownership, sales and other taxes, libel and personal privacy apply to the Internet. Unfavorable resolution of these issues may substantially harm our business and operating results.

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

We currently lease 1,500 square feet of office space in Tampa, Florida, which serves as our principal executive offices. We believe that our properties will be adequate to meet our needs through November 31, 2014.

PART D – MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION

Item 11. The Name of the Chief Executive Officer, Members of the Board of Directors, as well as Control Persons.

Scott Gallagher-President, Chief Executive Officer & Chairman of the Board of Directors.

Mr. Gallagher has served as our President, Chief Executive Officer, Acting CFO and Chairman of the Board of Directors since January 10, 2008. During his 25 year business career Mr. Gallagher founded several public and privately held companies and was Chairman of the board of directors of FTS Group, Inc. Prior to the year 2001 Mr. Gallagher was the Chief Investment Officer and a general partner with the Avalon Investment Fund, a private hedge fund based in New York City and Philadelphia. Mr. Gallagher previously held SEC licenses series 7, 63 and 24, all of which were retired in good standing.

W. Scott McBride-Director

Mr. McBride has served as a member of the board of directors of our Company since 2008. He has served as a director of several public and private Companies during his professional career including serving as a director of FTS Group, Inc. a publicly traded Company. Mr. McBride also founded several ventures that have had successful exits. He currently works for a privately held Company handling Grants. He is currently developing an online news Company scheduled for launch in the fall of 2014. He holds a master's degree from Western University in Colorado.

Executive Compensation

Summary Compensation Table for Fiscal Year Ended November 30, 2012 and 2011

Name and Principal	Year	Salary	Bonus	Option	All other	Total

Position	Ended November 30	($)	($)	awards ($)	compensation ($)	($)
Scott Gallagher Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	2012	75,000*				75,000
	2011	100,000*				100,000

Narrative to Summary Compensation Table

(1) *Mr. Gallagher accrued $75,000 and $100,000 as unpaid compensation during the years ended November 30, 2012 and 2011 respectively.

Director Compensation

We have no formal or informal arrangements or agreements to compensate our directors for services they provide as our directors. Messrs. McBride and Gallagher did not receive any compensation during the year ended November 30, 2012 for their respective services as members of our Board of Directors.

Legal/Disciplinary History

During the past five years, none of the Company's officers or directors have been the subject of:

1) A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

2) The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court or competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

3) A 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 fining or judgment has not been reversed, suspended or vacated; or

4) he entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

Disclosure of Certain Family Relationships.

There are no family relationships among the Company's directors, officers, or beneficial owners of more than five percent (5%) of the issuer's common stock

Disclosure of Conflicts of Interest

There are no conflicts of interest with any of the officers' or directors' personal or professional interests.

Item 12. Financial Information for Such Part of the Two Preceding Fiscal Years as the Issuer or Predecessor has been in Existence.

The audited financials for the years ended November 30, 2012 and 2011, respectively, are included at the end of this Annual Report.

Item 14. Beneficial Owners

Security Ownership of Certain Beneficial Owners and Management as of November 30, 2012

The following table sets forth as of November 30, 2012, certain information regarding the beneficial ownership of our common stock by (1) Each person who is known to us to be the beneficial owner of more than 5% of the common stock, (2) Each of our directors and executive officers and (3) All of our directors and executive officers as a group.

Except as otherwise indicated, the persons or entities listed below have sole voting and investment power with respect to all shares of common stock beneficially owned by them, except to the extent such power may be shared with a spouse.

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class (1)
Series A Preferred	Scott Gallagher, Chief Executive Officer	270,000 Series A Preferred Shares and 200,000 Series B Preferred Shares	74.71%
	15100 Hutchison Rd, Suite 125		
	Tampa, Florida 33625		
Common	W. Scott McBride	250,000	0 %

All Officers and Directors(1)	10,000	74.71%

Item 15. The name, address, telephone number of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure.

1. Investment Banker
   None

2. Promoters.
   None

3. Counsel.
Trombly Business Law
Amy Trombly, Esq.
1320 Centre St., Suite 202, Newton Centre, MA 02459
Telephone (617) 243-0060
Facsimile (617) 243-0066

4. Accountant or Auditor

DKM Certified Public Accountants
2451 N. McMullen Booth Rd.
Clearwater, Florida 33759
Phone:727-444-0931
Fax:800-581-1908

5. Public Relations Consultant.
   None.

6. Investor Relations Consultant.
   None.

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.
   None.

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

Forward-Looking Information

You should read the following discussion and analysis of our financial condition and results of operations together with our financial statements and related notes appearing elsewhere in this Annual Report. Various statements have been made in this Report that may constitute “forward looking statements.” Forward-looking statements may also be made in The Directory’s other reports filed with or furnished to the United States Securities and Exchange Commission or the OTC Markets, and in other documents. In addition, from time to time, The Directory, through its management, may make oral forward-looking statements. Forward-looking statements are subject to risks and uncertainties, which could cause actual results to differ materially from such statements. The words “believe,” “expect,” “anticipate,” “optimistic,” “intend,” “plan,” “aim,” “will,” “may,” “should,” “could,” “would,” “likely” and similar expressions are intended to identify forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. The Directory undertakes no obligation to update or revise any forward-looking statements.

Management’s Discussion and Analysis or Financial Condition and Results of Operations

Introduction

The following discussion and analysis should be read in conjunction with the consolidated financial statements and notes thereto, and other financial information included elsewhere in this annual report. This report contains forward-looking statements that involve risks and uncertainties. Actual results in future periods may differ materially from those expressed or implied in such forward-looking statements as a result of a number of factors, including, but not limited to, the risks discussed under the heading "Risk Factors" and elsewhere in this annual report.

Overview

We are an Internet Company focused on creating online destination’s that connect local businesses with customers. We offer Small and Medium sized Business Clients (SMB’s) a portfolio of Internet based products and services designed to help them grow and manage their business and online identity while attracting new customers. Our services are used by SMB’s across the US and Canada. Our network of locally targeted online directories and city guides attract millions of visitors each year.

Results of Operations

Sales Revenue

Revenue for the period ending November 30, 2012 was $506,026 compared to revenue of $381,391 for the same the period ending November 30, 2011 for year over year growth of $124,635 or 32.67%. The increase in sales was related to our increased marketing efforts as well as new product roll outs such as local listings management tools.

Selling, General & Administrative Expenses

During the period ending November 30, 2012 SG &A expenses dropped to $478,829 versus SG & A expenses of $580,452 during the same period of 2011 for a decrease of $101,623or 17.5%. The drop in SG & A expenses is attributed to an over decrease in operating expenses as we reduced non-core expenses.

Internet Expenses

Our internet expenses declined during the period ended November 30,2012 versus the same period of 2011 by $12,644 or 38.23%, due in part to an overall reduction in our debt levels.

Income

Our net income dropped from $600,880 during the period ending November 30, 2011 to $6,776 during the same period in 2012. The primary change in the year over year results was a non-cash derivative gain of $1,052,512. Absent the $1,052,512 derivative gain in 2011 we would have posted a net loss. The improvement in operating income was directly related to our increased sales levels and our focus on reducing non-core expenses.

Liquidity and Capital Resources

As of the period ending November 30, 2012, we had total current assets of $396,200 versus current assets of $459,412 for a decrease of $63,212. The drop in total assets was related to a decrease in the value of our domain portfolio. Current assets at the period ending November 30, 2012 consisted of $3,721 in cash, $1,972 of property and equipment, $1,535 of deposits, $83,617 in software and $305,355 in our domain portfolio. Current assets at the period ending November 30, 2011 consisted of $5,448 in cash, $2,535 in property and equipment, $1,535 in deposits and $449,894 in our domain portfolio.

As of the period ending November 30, 2012 our total liabilities decreased to $1,453,037 from total liabilities of $1,581,025 for the same period in 2011. At November 30, 2012 total liabilities consisted of $570,752 in accounts payable and accrued expenses, $644,500 of notes payable to individuals and $237,785 of notes payable to related parties.

We will require additional capital to support strategic acquisitions, reduce our debt and to facilitate our current expansion plans. We may raise funds through private placements of our equity securities that may involve dilution to our existing stockholders.

Our currently anticipated levels of revenues and cash flow are subject to many uncertainties beyond our control. Even though we have recently become profitable, our cash flow from operations may not be adequate to satisfy our cash requirements related to paying off our outstanding debt thus we may have to raise additional funds. We continue to seek alternative means for financing our debt repayments and controlling capital expenditures and/or postpone or eliminate certain investments or expenditures.

The inability to obtain additional financing or generate sufficient cash from operations could require us to reduce or eliminate expenditures for acquiring or developing new directories or city guides. Furthermore, if we raise funds through the sale of additional equity securities, the common stock currently outstanding will be diluted.

<u>CRITICAL ACCOUNTING POLICIES AND ESTIMATES</u>

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make judgments and estimates.

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements.

Derivative Financial Instruments

We estimate the fair value of our complex derivative financial instruments that are required to be carried as liabilities at fair value pursuant to Statements on Financial Accounting Standards No. 133 *Accounting for Derivative Financial Instruments and Hedging Activities (SFAS 133)*

We do not use derivative financial instruments to hedge exposures to cash-flow, market or foreign-currency risks. However, we frequently enter into certain other financial instruments and contracts, such as debt financing arrangements, preferred stock arrangements and freestanding warrants with features that are either (i) not afforded equity classification, (ii) embody risks not clearly and closely related to host contracts or (iii) may be net-cash settled by the counterparty to a financing transaction. As required by SFAS 133, these instruments are required to be carried as derivative liabilities, at fair value, in our financial statements.

We estimate fair values of derivative financial instruments using various techniques, and combinations thereof, that are considered to be consistent with the objective measuring of fair values. In selecting the appropriate technique(s), we consider, among other factors, the nature of the instrument, the market risks that such instruments embody and the expected means of settlement. For less complex derivative instruments, such as free-standing warrants, we generally use the Black-Scholes option valuation technique, since it embodies all of the requisite assumptions, including trading volatility, estimated terms and risk free rates, necessary to fair value these instruments. For complex derivative instruments, such as embedded conversion options, we generally use the Flexible Monte Carlo valuation technique since it embodies all of the requisite assumptions, including credit risk, interest-rate risk and exercise/conversion behaviors, that are necessary to fair value these more complex instruments. For forward contracts that contingently require net-cash settlement as the principal means of settlement, we project and discount future cash flows applying probability-weightage to multiple possible outcomes. Estimating fair values of derivative financial instruments requires the development of significant and subjective estimates that may, and are likely to, change over the duration of the instrument with related changes in internal and external market factors. In addition, option-based techniques are highly volatile and sensitive to changes in our trading market price which has high-historical volatility. Since derivative financial instruments are initially and subsequently carried at fair values, our income will reflect the volatility in these estimate and assumption changes.

Revenue Recognition

We recognize revenue when we make a sale through one of our directories or city guides. Sales generated from third-party advertisers are recognized in the month the revenue is generated.

Accounts Receivable

Accounts receivable consist primarily of trade receivables, net of a valuation allowance for doubtful accounts.

Cash and cash Equivalents

For purposes of the statement of cash flows, we consider all short-term debt securities with maturity of three months or less to be cash equivalents.

Property and Equipment

Property and equipment are recorded at cost less accumulated depreciation. Upon retirement or sale, the cost of the assets disposed of and the related accumulated depreciation are removed from the accounts, with any resultant gain or loss included in the results of operations. Depreciation is computed over the estimated useful lives of the assets (3-20 years) using the straight-line method for financial reporting purposes and accelerated methods for income tax purposes. Maintenance and repairs are charged to operations as incurred.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure 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 vary from those estimates.

Goodwill and Intangible Asset Impairment

Realization of long-lived assets, including goodwill, is periodically assessed by our management. Accordingly, in the event that facts and circumstances indicate that property and equipment, and intangible or other assets may be impaired, an evaluation of recoverability would be performed. If an evaluation is required, the estimated future undiscounted cash flows associated with the asset are compared to the asset's carrying amount to determine if a write-down to market value is necessary. In management's opinion, there was no impairment of such assets at November 30, 2012.

Inventories

As an Internet Company we do not have physical products to inventory.

Off Balance Sheet Arrangements

We have no off-balance sheet arrangements.

PART E – ISSUANCE HISTORY

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

On November 29, 2010, we issued 150,000,000 shares of common stock to an institutional investor relating to the conversion of $20,000 of interest on debt at a price of $0.00013 per share.

On December 1, 2010, we issued 150,000,000 shares of common stock to an institutional investor relating to the conversion of $20,545 of debt at a price of $0.00013 per share.

On January 11, 2011 we issued 166,666,667 shares of common stock to an institutional investor relating to the conversion of $20,455 of debt at a price of $0.00012 per share.

On June 29, 2011 we issued 200,000,000 shares of common stock to an institutional investor relating to the conversion of $50,000 of debt at a price of $.00025 per share.

On February 8, 2012 we issued 19,444,500 shares of common stock to an institutional investor relating to the conversion of $4,016 of debt at a price of $0.0002 per share.

On March 5, 2012 we issued 38,888,833 shares of common stock to an institutional investor relating to the conversion of $8,033 of debt at a price of $0.0002 per share.

On April 9, 2012 we issued 37,500,000shares of common stock to an institutional investor relating to the conversion of $7,746 of debt at a price of $0.0002 per share.

On May 7, 2012 we issued 37,500,000 shares of common stock to an institutional investor relating to the conversion of $7,746 of debt at a price of $0.0002 per share.

On May 23, 2012 we issued 2,222,222 shares of common stock to an institutional investor relating to the conversion of $459 of debt at a price of $0.0002 per share.

On August 1, 2012 we issued 50,000,000 shares of common stock to an institutional investor relating to the conversion of $10,000 of debt at a price of $0.0002 per share.

On November 30, 2012 we issued 100,000,000 shares of common stock to an institutional investor relating to the conversion of $20,000 of debt at a price of $0.0002 per share.

On January 7, 2013 we issued 100,000,000 shares of common stock to an institutional investor relating to the conversion of $5,000 of debt at a price of $0.00005 per share.

On February 21, 2013 we issued 40,000,000 shares of common stock to an institutional investor relating to the conversion of $2,000 of debt at a price of $0.00005 per share.

On July 29, 2013 we issued 125,000,000 shares of common stock to an institutional investor relating to the conversion of $12,500 of debt at a price of $0.0001 per share.

The securities issued in the foregoing transactions were made in reliance upon Rule 506 of Regulation D under the Securities Act of 1933, as amended, by the fact that:

- the sale was made to a sophisticated or accredited investor, as defined in Rule 502;

- we gave the purchaser the opportunity to ask questions and receive answers concerning the terms and conditions of the offering and to obtain any additional information which we possessed or could acquire without unreasonable effort or expense that is necessary to verify the accuracy of information furnished;

- at a reasonable time prior to the sale of securities, we advised the purchaser of the limitations on resale in the manner contained in Rule 502(d)2;

- neither we nor any person acting on our behalf sold the securities by any form of general solicitation or general advertising; and

- we exercised reasonable care to assure that the purchaser of the securities is not an underwriter within the meaning of Section 2(11) of the Securities Act of 1933 in compliance with Rule 502(d).

Issuer's Certifications.

I, Scott Gallagher, certify that:

(1) I have reviewed this disclosure statement of TheDirectory.com, Inc.;

(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 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.

Date: November 8, 2013

/s/ Scott Gallagher
Scott Gallagher
Chief Executive Officer

(Principal Executive Officer)
(Principal Financial Officer)

TheDirectory.com, Inc.
Financial Statements
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DKM
CERTIFIED PUBLIC ACCOUNTANTS
Accounting • Auditing • Assurance

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
TheDirectory.com

We have audited the accompanying balance sheet of TheDirectory.com as of November 30, 2012 and 2011, and the related statement of operations, stockholders' equity, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of TheDirectory.com as of November 30, 2012 and 2011, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As shown in the accompanying financial statements, the Company has significant net losses and cash flow deficiencies. Those conditions raise substantial doubt about the Company's ability to continue as a going concern. Management's plans regarding those matters are described in Note 11. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ DKM Certified Public Accountants

DKM Certified Public Accountants
Clearwater, Florida
November 8, 2013

TheDirectory.com, Inc.
Balance Sheets
November 30, 2012 and 2011

Assets	2012	2011
Current assets		
Cash and cash equivalents	$ 3,721	$ 5,448
Property and Equipment, Net	1,972	2,535
Other Assets		
Deposits	1,535	1,535
Software	83,617	
Domain Portfolio	305,355	449,894
Total Other Assets	390,507	451,429
Total Assets	$ 396,200	$ 459;412
Liabilities and Stockholders' Equity (Deficit)		
Accounts payable and accrued expenses	$ 570,752	$ 416,411
Note payable- Smash Clicks (face value $1,000,000)		
Note payable- Database Holdinsg (face value $150,000)		125,000
Fair Value of embedded derivative- Smash Clicks		
Notes payableto individuals	644,500	644,500
Notes payable to related parties	237,785	395,114
Total current Liabilites	1,453,037	1,581,025
Total liabilities	1,453,037	1,581,025
Stockholders' equity:		
Common stock 3,500,000,000 shares authorized, $.001 par value, 2,707,521,297 and 2,486,624,262 shares issued and outstanding at November 30, 2012, 2011 and 2010	2,707,522	2,486,625
Additional paid in capital	4,745,396	4,908,293
Accumulated deficit	(8,509,755)	8,516,531
Total stockholders' equity (deficit)	(1,056,837)	(1'121,613)
Total Liabilities and stockholders' equity (deficit)	$ 396,200	$ 459,412

TheDirectory.com, Inc.
Statements of Operations
For The Years Ended November 30, 2012 and 2011

		2012		2011
REVENUES	$	506,026	$	381,391
EXPENSES				
General and administrative expenses		478,829		580,452
Impairment of assets				167,333
Total Expenses		478,829		747,785
Income (Loss) from operations		27,197		(366,394)
OTHER INCOME (EXPENSE)				
Change in value of derivative liability				1,052,512
Forgiveness of debt				50,050
Loss on extinquishment of derivative liability				(102,223)
Interest expense		(20,421)		(33,065)
		(20,421)		967,274
NET INCOME (LOSS)	$	6,776	$	600,880
Weighted average number of shares outstanding		2,642,317,429		2,348,268,098
Basic and diluted net income (loss) per common share	$	-	$	

TheDirectory.com, Inc.
Statements of Cash Flows
For The Years Ended November 30, 2012 and 2011

	2012	2011
Cash flows from operating activities:		
Net income (loss)	$ 6,776	$ 600,880.00
Adjustments to reconcile net income (loss) to net cash from operating activities:		
Depreciation	563	282
Change in fair value of embedded derivatives		{1,052,512)
Loss on extinquishment of derivative liability		102,223
Forgiveness of debt		(50,050)
Change in operating assets and liabilities:		
Accounts payable and accrued expenses	154,341	148,600.00
Total cash flows from operating activities	161,680	(250,577)
Cash flows from investing activities:		
Purchase of office equipment		{2,817)
Purchase of domain names	(5,461)	(17,715)
Total cash flows from investing activities	(5,461)	(20,532)
Cash flows from financing activities:		
Repayment to DataBase Holdings	(30,617)	(2,500)
Advances from (repayments to) individuals, net		(16,500)
Advances from (repayments to) related parties, net	(127,329)	291,354
Total cash flows from financing activities	(157,946)	272,354
Increase (decrease in) cash and cash equivalents	(1,727)	1,245
Cash and cash equivalents, beginning of period	5,448	4,203
Cash and cash equivalents, end of period	$ 3,721	$ 5,448
Income taxes paid	$ -	$
Interest expense paid	$ 20,421	$

TheDirectory.com, Inc.
Statements of Stockholders' Equity
For The Years Ended November 30, 2012 and 2011

	Common Stock Shares	Amount		Additional Paid-In Capital		Accumulated Deficit		Total
Balance November 30, 2010	1,969,957,595	$ 1,969,958	$	5,329,960	$	(9,117,411)	$	(1,817,493)
Stock issued for debt and interest	516,666,667	516,667		(421,667)				95,000
Net income for the year ended November 30, 2011						600,880.00		600,880
Balance November 30, 2011	2,486,624,262	$ 2,486,625	$	4,908,293	$	(8,516,531)	$	(1,121,613)
Stock issued for debt and interest	220,897,035	220,897		(162,897)				58,000
Net income for the year ended November 30, 2012						6,776		6,776
Balance November 30, 2012	2,707,521,297	$ 2,707,522	$	4,745,396	$	(8,509,755)	$	(1,056,837)

TheDirectory.com, Inc.
Notes to Financial Statements

Note 1 - Background and Summary of Significant Accounting Policies

The Company

TheDirectory.com, Inc. (the "Company"), a Utah Corporation, its primary business mailing address is 15100 Hutchison Rd., Suite 125, Tampa, Florida 33625.

The Company originally incorporated under the name Teal Eye, Inc. in Utah on June 29, 1983. The Company then merged with Terzon Corp. and changed its name to Terzon Corp. On September 7, 1984, the Company changed its name to Candy Stripers Corporation, Inc. In 1986, the Company ceased operations and filed for Chapter 11 Bankruptcy protection. After emerging from bankruptcy in 1993, the Company remained dormant until January 1998, when it changed its name to Piedmont, Inc. on January 6, 1998. On May 31, 2003, the Company changed its name to US Biodefense, Inc.

Effective January 10, 2008, the Company experienced a change in control as the result of a series of transactions. Effective on that date, the Company executed an employment agreement with Scott Gallagher pursuant to which he became the Chairman of the board of directors and Chief Executive Officer of the Company. Simultaneously, the former Chairman, David Chin, resigned as an officer and director of the Company leaving Mr. Gallagher as its sole director. As a result of these transactions Mr. Gallagher assumed control of the Company.

On April 4, 2008, the Company acquired 100% of the assets of Elysium Internet, Inc., a direct navigation Internet media company, in exchange for stock and a $1,500,000
promissory note to FTS Group, Inc. FTS Group, Inc. is an issuer traded on the Over-the- Counter Bulletin Board. In 2008, the Company amended its Articles of Incorporation, as amended, and effective July 28, 2008, changed its name to Elysium Internet, Inc. and began trading under its new ticker symbol “EYSM”. In May of 2011 the Company amended its articles of incorporation to change its name to “TheDirectory.com, Inc.”. As of November 6th, 2013 the Company’s ticker symbol to “SEEK”.

Control By Principal Shareholder

The Chief Executive Officer of the Company owns, beneficially and in the aggregate, the majority of the voting power of the outstanding shares of the common stock of the Company. Accordingly, the Chief Executive Officer has the ability to control the approval of most corporate actions, including increasing the authorized capital stock of the Company and the dissolution, merger or sale of the Company's assets or business.

Basis of Presentation

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. The Company had net income for the twelve months ended November 30, 2012 and 2011 of $6,776 and $600,880 respectively. The Company had an accumulated deficit of $8,509,755, $8,516,531 at November 30, 2012 and 2011 respectively. While the Company has generated positive net income for its fiscal 2012 and 2011 periods, the 2012 level was just above breakeven and the 2011 period’s net income included non-cash gains related to derivatives. Further to effect its business plan and pay down its debt the Company will need to grow sales and customer levels which will require further investment. In addition the Company’s business model calls for it to seek acquisitions which will require additional funds. These conditions raise substantial doubt as to the Company's ability to continue as a going concern. These financial statements do not include any adjustments that might result from the outcome of this uncertainty. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classification of recorded asset amounts, or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Management plans to take the following steps that it believes will be sufficient to provide the Company with the ability to continue in existence.

Management intends to raise financing through the issuance of its common stock or other means and interests that it deems necessary. Additionally, management intends to acquire or develop business and business assets related to its build, buy or partner online directory and city guide business model.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect reported amounts of assets and liabilities, disclosure 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.

Fair Value of Financial Instruments

For certain of the Company's financial instruments, including cash and cash equivalents, prepaid expenses, accounts payable and deferred revenues, the carrying amounts approximate fair value due to their short maturities.

Leases

The Company leases office facilities under agreements accounted for as operating leases. For leases that contain escalation or rent concessions provisions, management recognizes rent expense during the lease term on a straight-line basis over the term of the lease. The difference between rent paid and straight-line rent expense is recorded as a deferred rent liability in the accompanying consolidated balance sheets.

Revenue Recognition

The Company recognizes revenue from the sale of products, and from the performance of services to both related and non-related parties. The Company recognizes revenue from the sale of products on the gross amount charged basis. Under this method of recording the sale of products, the cost of goods sold reflects the cost of the goods sold to the customer plus the Company's cost of executing the transaction. The Company has chosen this method since it takes ownership of the products that it purchases for resale and assumes the risks and rewards of ownership of the goods.

For sale of products, revenue is generally recognized when persuasive evidence of an arrangement exists, delivery has occurred, the contract price is fixed or determinable, title and risk of loss has passed to the customer and collection is reasonably assured. The Company's sales are typically not subject to rights of return and, historically, sales returns have not been significant.

Revenues from services are recognized upon provision of services to the customer. Unearned service revenue is deferred and recognized ratably over the duration of the service term.

Accounts receivable of the Company are reviewed to determine if their carrying value has become impaired. The Company considers the assets to be impaired if the balances are greater than six months old. Management regularly reviews accounts receivable and will establish an allowance for potentially uncollectible amounts when appropriate. When accounts are written off, they will be charged against the allowance. Receivables are not collateralized and do not bear interest.

Concentration of Credit Risk

Financial instruments which subject the Company to concentrations of credit risk include cash and cash equivalents.

The Company maintains its cash in well-known banks selected based upon management's assessment of the bank's financial stability. Balances may periodically exceed the $100,000 federal depository insurance limit; however, the Company has not experienced any losses on deposits. The Company extends credit based on an evaluation of the customer's financial condition, generally without collateral. Exposure to losses on receivables is principally dependent on each customer's financial condition. The Company monitors its exposure for credit losses and maintains allowances for anticipated losses, as required.

Cash Equivalents

For purposes of reporting cash flows, the Company considers all short-term investments with an original maturity of three months or less to be cash equivalent.

Selling and Marketing Expenses

Selling and marketing expenses consist primarily of personnel and related expenses for selling and marketing staff, including salaries and wages, commissions and other variable compensation, benefits, bonuses and stock-based compensation; travel and business costs; training, recruitment, marketing and promotional events; advertising; other brand building and product marketing expenses; and occupancy, technology and other direct overhead costs.

Software Development Costs

The Company capitalizes costs to develop software when management has determined that the development efforts will result in new or additional functionality or new products. Costs capitalized as internal use software are amortized on a straight-line basis over the estimated three-year useful life. Costs incurred prior to meeting these criteria and costs associated with ongoing maintenance are expensed as incurred and are recorded along with amortization of capitalized software development costs as product and technology expenses within the accompanying consolidated statements of operations. We monitor our existing capitalized software and reduce its carrying value as the result of releases that render previous features or functions obsolete or otherwise reduce the value of previously capitalized costs.

General and Administrative Expenses

General and administrative expenses consist primarily of personnel and related expenses for executive, legal, finance, human resources and corporate communications, including wages, benefits, bonuses and stock-based compensation, professional fees, insurance premiums and other expenses, including occupancy, technology and other direct overhead, public company costs and other corporate expenses.

Advertising Expenses

The Company expenses advertising as incurred. Advertising expense was $57,450 and $108,778 and for the years ended December 31, 2012 and 2011 respectively and is included in general and administrative expenses.

Fixed Assets

Fixed assets are stated at cost, less accumulated depreciation. Depreciation is provided principally on the straight-line method over the estimated useful lives of the assets, which are generally 3 to 10 years. The cost of repairs and maintenance is charged to expense as incurred. Expenditures for property betterments and renewals are capitalized. Upon sale or other disposition of a depreciable asset, cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in results of operations.

The Company will periodically evaluate whether events and circumstances have occurred that may warrant revision of the estimated useful lives of fixed assets or whether the remaining balance of fixed assets should be evaluated for possible impairment. The Company uses an estimate of the related undiscounted cash flows over the remaining life of the fixed assets in measuring their recoverability.

Income Taxes

The Company records income taxes using the asset and liability method which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in its financial statements or tax returns. In estimating future tax consequences, all expected future events other than enactments or changes in the tax law or rates are considered. Valuation allowances are provided when necessary to reduce deferred tax assets to the amount expected to be realized.

The Company records tax benefits for income tax positions only if it is “more-likely-than-not” to be sustained based solely on its technical merits as of the reporting date. Management considers many factors when evaluating and estimating tax positions and tax benefits, which may require periodic adjustments and which may differ from actual outcomes. The Company follows a comprehensive model for the financial statement recognition, measurement, presentation and disclosure of uncertain tax positions taken or expected to be taken in income tax returns. The Company’s policy is to recognize interest and penalties related to tax in income tax expense.

Net Income (Loss) Per Share

Basic net income (loss) per share is computed by dividing the net income (loss) for the period by the weighted average number of common shares outstanding during the period. Diluted net income (loss) per share is computed by dividing the net income (loss) for the period by the weighted average number of common and potential dilutive shares outstanding during the period, to the extent such shares are dilutive. Potential dilutive shares are composed of incremental common shares issuable upon the exercise of stock options, warrants and unvested restricted shares using the treasury stock method and convertible preferred stock under the if-converted method, where such conversions are dilutive.

Stock-Based Compensation

Effective January 1, 2006, the Company prospectively adopted SFAS 123 R, "Share-Based Payments," and related Securities and Exchange Commission rules included in Staff Accounting Bulletin No. 107. Under this method, compensation cost recognized beginning January 1, 2006 includes costs related to all share-based payments granted subsequent to December 31, 2005 based on the grant-date fair value estimated in accordance with the provisions of SFAS 123 R. Compensation cost for stock options granted to employees is recognized ratably over the vesting period.

Prior to January 1, 2006, the Company measured compensation cost for stock-based employee compensation plans using the intrinsic value method of accounting as prescribed in Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations. For non-employee stock based compensations, the Company recognizes expense in accordance with SFAS 123R and values the equity securities based on the fair value of the security on the date of grant.

Note 2 - Marketable Securities Available For Sale

The Company has adopted SFAS 130 as required by the Financial Accounting Standards Board. SFAS 130 requires that securities that are available for sale be presented at market value on the balance sheet date. Unrealized gains and losses are recognized as a separate component of stockholders' equity. The specific identification method is used in calculating realized gains and losses. SFAS 130 also requires a statement of comprehensive income which adjusts net income for the unrealized activity. At November 30, 2012 and 2011, the Company held no such investments.

Note 3 - Property and Equipment

Property and equipment consists of the following at November 30, 2012 and 2011:

	2012	2011

Furniture and fixtures (at cost)	$8,467	$8,467
Accumulated depreciation	6,495	5,952
NET	$1,972	$2,535

Note 4 - Comprehensive income

Accounting principles generally require that recognized revenues, expenses, gains and losses be included in net income. Although certain changes in assets and liabilities, such as unrealized gains and losses on available for sale securities are reported as a separate component of the equity section of the balance sheet, such items, along with net income, are components of comprehensive income.

The components of other comprehensive income and related tax effects for the years ended November 30, 2012 and 2011 are zero.

Note 5 - Income Taxes

The income tax provision reflected in the statement of operations consists of the following components for the years ended November 30, 2012 and 2011:

	2012	**2011**
Current Tax Provision	$ 1,000	$ 204,000-
Application of net operating losses	(1,000)	(204,000)
Total Tax (Benefit) Provision	$ -	$ -

Deferred income taxes are the result of timing differences between book and tax basis of certain assets and liabilities, timing of income and expense recognition of certain items and net operating loss carry-forwards.

The Company assesses temporary differences resulting from different treatments of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are recorded in our balance sheets. The Company evaluates the realizability of its deferred tax assets and assesses the need for a valuation allowance on an ongoing basis. In evaluating its deferred tax assets, the Company considers whether it is more likely than not that the deferred income tax assets will be realized. The ultimate realization of deferred tax assets depends upon generating sufficient future taxable income prior to the expiration of the tax attributes. In assessing the need for a valuation allowance the Company must project future levels of taxable income. This assessment requires significant judgment. The Company examined the evidence related to a recent history of tax losses, the economic conditions in which it operates recent organizational changes, its forecasts and projections.

At November 30, 2012 and 2011 the Company had deferred tax assets for net operating losses offset by a 100% valuation allowance. For the years ended November 30, 2012 and 2011, a portion of the net operating losses were utilized. Under the Internal Revenue Code of 1986, as amended, these losses can be carried forward twenty years. As of November 30, 2012 the Company has net operating loss carry forwards in the amount of approximately $8,000,000 which should expire in 2030.

The Company is currently open to audit under the statute of limitations by the Internal Revenue Service for the years ending November 30, 2009 through 2012. The Company state income tax returns are open to audit under the statute of limitations for the years ending November 30, 2009 through 2012.

The Company recognizes interest and penalties related to income taxes in income tax expense. The Company had incurred no penalties and interest for the years ended November 30, 2011 through 2012.

Note 6 - Earnings per share

Basic earnings per share are calculated by dividing net income by the weighted average number of common shares outstanding during the period.

Note 7-Agreements

On June 1, 2008, the Company entered into an Internet Domain Name Purchase Agreement with Smash Clicks, Inc., pursuant to which the Company agreed to purchase 100% of the domain names Pediatricians.com, Psychiatrists.com and Podiatrists.com in a contract value of $1,000,000 payable in cash or stock at the Company's option.

The amount due under the contract was set forth in a Promissory Note which is payable by the Company in quarterly installments of $300,000 beginning on January 1, 2009, payable in either cash or stock at the Company's option. If the Company elects to make payments in stock, the amount of shares to be issued will be calculated at 94% of the average closing price of the Company's common stock for the proceeding five trading days as traded on the Over-the-Counter Bulletin Board stock market. The Promissory Note was due October 31, 2009. In September of 2011 we entered into a new one year lease agreement at a rate of $5,000. In September of 2012 Smash Clicks, Inc. took back the domain names and we no longer had any interest in them.

In November of 2011 the company entered into a contract to purchase selected assets from Database Holdings Group, LLC and Its owner Tom or Gus Skarlis including the domain name BuisnessList.com. In July of 2012 Mr. Skarlis violated and breached the terms contract. After settlement negotiations failed the Company filed a case with the AAA (American Arbitration Association) pursuant to the terms of the contract. After the case was heard in May of 2012 the Arbitrator agreed with us that Mr. Skarlis had indeed breached the contract and agreements. We have accounted for the investment in software on our financial statement.

Note 8 - Subsequent Events

Effective October 1, 2013, the Company closed on a $5 Million revolving credit financing facility with TCA Global Fund. The initial draw down on the credit line $1.3 Million, after fees the company netted approximately $1.1 Million. At the same time the Company acquired certain assets from a privately held Company called Lets See What Sticks, LLC and CMS Domains, LLC (the “Seller”). The acquired assets included 1,580 Internet domain names branded under the moniker “Hello” then a city name as well as other selected assets. The Company paid the seller $1 Million in cash and issued a 24 month promissory note in the amount of $1,150,000.

Note 9- Equity

At November 30, 2012 and 2011 the Company had 1,000,000 shares of preferred stock authorized at $0.001, with 270 shares issued.

At November 30, 2012 and 2011 the Company had 3,500,000,000 shares of common stock authorized at $0.001 par value, with 2,707,521,297 and 2,486,624,262 shares issued and outstanding, respectively.

During the year ended November 30, 2011, 366,666,667 shares of common stock were issued for the conversion of $95,000 in debt.

During the year ended November 30, 2012, 220,897,035 shares of common stock were issued for the conversion of $58,000 in debt.

Note 10-Debt

As of the period ending November 30, 2012 and November 30, 2011 the company had outstanding debt of $644,500 of notes payable to individuals during both periods. The Company had $395,114 of notes payable to related parties in 2011 and $237,785 outstanding at November 30, 2012 for a year over year reduction of $157,329.

Some of the outstanding notes are beyond their respective maturity dates. We are in regular contact with all of the holders of these notes and are confident that we can get the notes either paid off or enter into formal agreements with the holders to bring them into compliance. With our recent acquisition and financing we believe we will be success in bring the notes into compliance or paying them in full during 2014, though of course no guarantee can be made of the ultimate outcome.

Note-11 Going Concern

While the Company generated an operating profit during 2012 of $6,776. The Company has historically incurred operating losses and had an accumulated deficit of $8,509,755 as of the period ending November 30, 2012. In addition, the Company historically has not generated enough revenue to cover its expenses. These conditions raise substantial doubt as to the Company's ability to continue as a going concern. These financial statements do not include any adjustments that might result from the outcome of this uncertainty. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classification of recorded asset amounts, or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Management plans to take the following steps that it believes will be sufficient to provide the Company with the ability to continue in existence: expand its top line sales level with the launch of its new local search platform, increase margins and profit levels by creating and leveraging new and existing partnerships, increasing national advertisers on its sites, raise funds through the issuance of its common or preferred stock, debt instruments, short term loans or other means that it deems necessary; and acquire or develop business and business assets related to its comprehensive acquisition strategy.