



ROCKET CITY ENTERPRISES, INC.

Company Information and Disclosure Statement

Section One: Issuers' Initial Disclosure Obligations

Part A General Company Information

Item I The exact name of the issuer:

Rocket City Enterprises, Inc. (Hereinafter referred to as “**RocketCity**”, or the “**Company**”, or “**We**” or “**Us.**”)

Predecessors:

Rocket City Automotive Group, Inc. since February 6, 2007 and changed on August 8, 2007

SGT Group, Inc. since November 15, 2005 and changed on February 6, 2007

Genetica SA since the year 2000 and changed on November 15, 2005

Item II The address of the issuer's principal executive offices:

Rocket City Enterprises, Inc.
6200 Lee Vista Boulevard, Suite 100
Orlando, FL 32822

Telephone: (407) 219-3636

Facsimile: (407) 219-3639

Website: www.RCAU.com

Investor Relations Contact for the Issuer:

Andrew J. Barwicki

36 Sagamore Rd.

Island Park, NY 11558

Telephone: (516) 662-9461

Facsimile: (516) 670-9083

Email: invest@rcau.com

Item III The state and date of the issuer’s incorporation or organization:

RocketCity was organized on August 8, 2007 in the State of Nevada. The issuer was originally incorporated on February 26th, 1997 in Nevada.

Item IV The name and address of the transfer agent:

Manhattan Transfer Registrar Company
John Ahearn
57 Eastwood Road
Miller Place, NY 11764
Office (631) 928-7655
Fax: (631) 928-6171
Website: www.streettransfer.com

Manhattan Transfer Registrar Company is currently registered under the Exchange Act and is an SEC approved transfer agent.

Item V The nature of the issuer’s business:

A. Business Development:

1. The form of organization of the issuer;

RocketCity is a Nevada corporation.

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

1997

3. The issuer’s fiscal year end date;

The year end date is December 31.

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

The Company has not been in bankruptcy, receivership or any similar proceeding.

- 5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business;**

Not applicable.

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

No

- 7. Any change of control;**

Jeffrey M. Roman took over as President and Chief Executive Officer of the Company upon the resignation of Jeffrey B. Loth on March 16, 2007.

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

No.

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

The Company implemented a 40-to-1 reverse stock split of the Corporation's outstanding common stock that took effect on August 10, 2007.

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

No.

- 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.**

No.

B. Business of Issuer:

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

Not applicable.

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

The Company is currently conducting operations.

3. If the issuer is considered a "shell company" pursuant to Securities Act Rule 405;

The Company is not considered 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 document;

Subsidiaries:

Complete Auto: During the previous three years, RocketCity and its subsidiaries have developed a software execution platform specifically designed for online automotive sales. The software platform is Windows™ based and is globally expandable. The platform allows automotive dealers to list their entire vehicle inventories on sites such as eBay Motors, AutoTrader, Cars.com and other sites in a seamless, cost-effective and prompt manner. The core product software platform of RocketCity is called CompleteAuto Listing Software. The software platform provides self-contained functionality, and has been designed and developed to provide standardized listing services while maintaining the ability to respond to desired changes. In addition, CompleteAuto employs service representatives who assist automotive retailers with the listing creation for vehicle inventories in the online marketplace. Rocket City Enterprises, Inc. is the parent company of **Complete Auto** and it is included in the financial statements attached to this disclosure documents.

IT Lagoon is a wholly owned subsidiary of RocketCity that is engaged in research and development activities for RocketCity. The technology of its software platform was developed by **IT Lagoon**. The source codes, license rights and trademarks for this information technology system are owned solely by RocketCity. **IT Lagoon** is presently in the development stage of a software platform to be called eAutoOutlet.com for automotive

retail sales where individual customers can list their vehicles on multiple internet sites. It is being designed to enable customers to post video and engage in live chat with potential buyers in addition to their posting of their vehicle information and description. **IT Lagoon** is also developing the technology for eAutoOutlet, Inc. which includes a website to be called "Go Green" that features and lists all hybrid and environmentally friendly vehicles in a single location. Furthermore, **IT Lagoon** engages in an exclusive relationship with overseas technology company Hidden Brains InfoTech Pvt. out of India **IT Lagoon** is included in the financial statements attached to this disclosure documents.

The Intellimark Group produces web based marketing solutions which are integrated with existing technologies to improve the results of an automotive retailer's web assets. **The Intellimark Group** assists dealerships in converting online shoppers into buyers and potential buyers through a survey and sweepstakes system. **The Intellimark Group** is included in the financial statements attached to this disclosure documents.

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

Not applicable.

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;

Development costs in 2007 to date have totaled approximately \$165,000. Development in 2006 was approximately \$170,000 while in 2005 it was only \$3,000. The cost of this development is paid for and not borne directly by our customers.

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

Not applicable.

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

The Company has 22 full-time employees.

Item VI The nature of products or services offered:

A. Principal products or services, and their markets;

Rocket City Enterprises, Inc. (“RocketCity”) is an information technology company that provides a software platform for online/internet automotive sales, the marketing of software products, personnel services and services its customers, including CompleteAuto, IT Lagoon, the Intellimark Group and more than 500 automotive dealerships. RocketCity provides a software execution platform system primarily designed for the marketing and sale of cars, SUV’s, and pick-up trucks in the United States. It has initiated plans to expand its operations into Europe, Japan and other markets, and to expand its operations to include heavy-duty trucks, commercial equipment and other vehicles.



During the previous three years, RocketCity and its subsidiaries have developed a software execution platform specifically designed for online automotive sales. The software platform is Windows™ based and is globally expandable. The platform allows automotive dealers to list their entire vehicle inventories on automotive websites in a seamless, cost-effective and prompt manner. The core product software platform of RocketCity is called CompleteAuto Listing Software. The software platform provides self-contained functionality, and has been designed and developed to provide standardized listing services while maintaining the ability to respond to desired changes.

The Company launched its platform beginning in September 2006 and presently has an average of over 16,800 active online auction listings and has contracted with over 500 dealerships for the listing of their automotive inventories, primarily through its subsidiary CompleteAuto.

CompleteAuto provides its software products and services automotive and individuals to list their vehicles for sale on eBay Motors, Autotrader.com, Cars.com, and Google Base. According to Nielsen /Net Ratings June 2006 eBay data, eBay Motors is the number one automotive sales website with approximately 13,000,000 unique visitors to its website monthly.

CompleteAuto Marketing and Customers

RocketCity has 22 marketing representatives which include 11 employees and 11 sub-contractors located across the United States to market its CompleteAuto Listing Software and other products and services. The software platform has attracted large companies, as well as small to mid-size companies. RocketCity has large dealers from such corporations as Auto Nation, Hertz Corporation, and Sonic Automotive. RocketCity and CompleteAuto count the largest Acura,

Chevrolet and Ford dealers as customers. RocketCity also has small to mid-size companies as customers, including companies with multiple dealerships.

RocketCity currently charges each dealership a minimum monthly fee of \$299 (@ \$3,600 per year) for its Complete Auto Listing Software.

The United States automotive market consists of approximately 60,000 automotive retailers; of which approximately 20,000 are licensed and franchised dealerships, according to the National Automobile Dealer's Association (NADA) and the National Independent Automobile Dealers Association (NIADA), representing the major automotive brands. Over the past seven years, approximately 350,000,000 pre-owned vehicles have been sold.

To enhance its marketing, RocketCity has integrated a vehicle warranty application co-created and sponsored with Mercury Insurance for each listing on its software platform.

RocketCity intends to expand its marketing of its software platform in Europe. RocketCity believes that the market in Europe is larger than in the United States. RocketCity also intends to expand its operations into Japan and other Asian markets in the near future.

Software Research and Development

IT Lagoon is a wholly owned subsidiary of RocketCity that is engaged in research and development activities for RocketCity. The technology of its software platform was developed by IT Lagoon. The source codes, license rights and trademarks for this information technology system are owned solely by RocketCity.

IT Lagoon is presently in the development stage of a software platform to be called eAutoOutlet.com for automotive retail sales where individual customers can list their vehicles on multiple internet sites. It is being designed to enable customers to post video and engage in live chat with potential buyers in addition to their posting of their vehicle information and description.

IT Lagoon is also developing a website to be called "Go Green" that features and lists all hybrid and environmentally friendly vehicles in a single location.

B. Distribution methods of the products or services;

Product One: CompleteAuto Listing Software

The CompleteAuto Listing Software is the primary product of CompleteAuto, a wholly-owned subsidiary of Rocket City Enterprises, Inc. The product has a

retail sale price of a minimum of \$299 per dealership per month. The sale and distribution of the product is accomplished by several different methods.

Method One: CompleteAuto is a solution provider for multiple automotive websites. CompleteAuto receives general inquiries and requests for service through this presence and within its relationships within the automotive community.

Method Two: CompleteAuto has an interactive web presence through its website at www.completeauto.com. This website has enabled CompleteAuto to receive consumer leads for products and services which in turn result in sales and contracts.

Method Three: CompleteAuto has partnered with automotive dealership servicing companies across the country and has licensed its software to these companies who have requested a web-based product for their dealerships. CompleteAuto receives compensation each time a partner implements the CompleteAuto Listing Software into one of its customers' dealerships. These partners represent over 5000 dealerships across the United States and include the following:

- AutoUpLink USA
- Dealer Fusion
- DiamondLot
- Auto Lot Manager
- 21st Century Auto Alliance
- Auto Dealer Solutions

Method Four: CompleteAuto has enlisted the services of 11 sub-contractors and 3 employees who have completed training regarding proper listing practices in regards to web-based automotive retailing. Upon completing training, these personnel are able to assist a dealership with the use and sale of the CompleteAuto software.

Method Five: CompleteAuto has implemented and hired sales personnel during the month of August, 2007. This sales team is responsible for the sales, distribution and implementation of the CompleteAuto software around the country.

Method Six: CompleteAuto and Rocket City Enterprises, Inc. will receive representation at trade shows across the country over the next year. These trade shows and seminars are key vehicles for producing product visibility. In addition, CompleteAuto and Rocket City Enterprises, Inc. are key sponsors for the upcoming year for the Florida Automobile Dealer's Association.

Product Two: Full-Service Listing Consultation

CompleteAuto has found in its market segment that while many dealerships desire to create a presence in the online marketplace, they lack the personnel resources and time to effectively implement a solution. CompleteAuto has found that there is a marketplace to offer these services to dealerships. The full service listing in which a CompleteAuto representative will offer full photography services including 35 photos, the creation of an auction listing for eBay Motors using the CompleteAuto software and the scheduling of that auction has a retail price of \$65 per listing. In addition, CompleteAuto has multiple clients that request full representation throughout the auction process of each vehicle. For this service, CompleteAuto receives an additional \$300 per completed listing. CompleteAuto currently offers and sells this service in markets in San Antonio, Dallas, Houston, Washington D.C., Virginia, Maryland, Pittsburg, Philadelphia, Orlando Area and Chicago.

Method One: CompleteAuto has enlisted the services of 11 sub-contractors and 3 employees who have completed training regarding proper listing practices in regards to web-based automotive retailing. Upon completing training, these personnel are able to assist a dealership with the use and sale of the CompleteAuto software.

Method Two: CompleteAuto has implemented and hired sales personnel during the month of August, 2007. This sales team is responsible for the sales, distribution and implementation of the CompleteAuto software around the country. In addition to software sales and marketing, the sales personnel also offer full service listings through its field staff.

Method Three: CompleteAuto and Rocket City Enterprises, Inc. will receive representation at trade shows across the country over the next year. These trade shows and seminars are key vehicles for producing product visibility. In addition, CompleteAuto and Rocket City Enterprises, Inc. are key sponsors for the Florida Automobile Dealer's Association. These public arenas are also an area that receives representation for the full service listings.

Product Three: Flash Banner Design for the CompleteAuto Listing Software

The CompleteAuto Listing Software allows dealerships to create a professional and dynamic web presence. CompleteAuto has found that dealerships desire the ability to personalize their presence on the Internet. CompleteAuto offers dealerships the ability to customize their listings through the use of a custom flash banner present at the top of each listing. This flash banner has a retail price of \$199.

Method One: CompleteAuto has enlisted the services of 11 sub-contractors and 3 employees who have completed training regarding proper listing practices in regards to web-based automotive retailing. Upon completing training, these personnel are able to assist a dealership with the use and sale of the CompleteAuto software.

Method Two: CompleteAuto has implemented and hired sales personnel during the month of August, 2007. This sales team is responsible for the sales, distribution and implementation of the CompleteAuto software around the country. In addition to software sales and marketing, the sales personnel also offer flash banner customization.

Method Three: CompleteAuto and Rocket City Enterprises, Inc. will receive representation at trade shows across the country over the next year. These trade shows and seminars are key vehicles for producing product visibility. In addition, CompleteAuto and Rocket City Enterprises, Inc. are key sponsors for the Florida Automobile Dealer's Association. These public arenas are also an area that receives representation for the flash banner customization.

Product Four: Intellisweeps from The Intellimark Group

Intellisweeps is the primary product of The Intellimark Group LLC, a wholly-owned subsidiary of Rocket City Enterprises, Inc. The product has a retail sale price of a minimum of \$499 per dealership per month and a set-up charge of \$699. This product allows dealerships to engage in a \$100,000 sweepstakes campaign that attracts online shoppers, generates pertinent lead information and allows dealerships the ability to attract consumers into their showrooms. It is a unique lead generation tool. The sale and distribution of the product is accomplished by several different methods.

Method One: The Intellimark Group has implemented and hired sales personnel during the month of August, 2007. This sales team is responsible for the sales, distribution and implementation of Intellisweeps around the country.

Method Two: The Intellimark Group and Rocket City Enterprises, Inc. will receive representation at trade shows across the country over the next year. These trade shows and seminars are key vehicles for producing product visibility. In addition, Rocket City Enterprises, Inc. is a key sponsor for the Florida Automobile Dealer's Association. These public arenas are also an area that receives representation for the Intellisweeps product.

Method Three: The Intellimark Group has partnered with automotive dealership servicing companies across the country and has sold its software on a referral basis. These partners are either re-selling or referring the Intellisweeps software. Partners include:

- The XI Group, a division of Dominion Enterprises

Product Five: Referrals, Partnerships and Affiliate Agreements.

Rocket City Enterprises, Inc. and its subsidiaries receive referral compensation and affiliate revenue share through partnerships through the industry. The partnerships are as follows:

- AskPatty.com dealership referrals
- Carfax.com subscription and usage referrals
- Commission Junction and affiliate referrals
- Commission and retention income from Mercury Insurance contracts

C. Status of any publicly announced new product or service;

Product One: eAutoDrop

eAutoDrop is a franchise concept and is a product offering of eAutoDrop, Inc., formerly a wholly-owned subsidiary of Rocket City Enterprises, Inc. and now wholly-owned by eAutoOutlet, Inc. formerly Today.com, Inc. (TODI:Pink Sheets). eAutoDrop gives dealerships the ability to create a new revenue stream through the professional service offering of private consumers vehicles. Consumers will have the ability to bring their vehicle to an eAutoDrop dealership, the dealership will create and market the vehicle on eBay Motors and sell it for the private consumer. eAutoDrop is currently in development due to the restructuring through eAutoOutlet, Inc. and the franchising process.

Product Two: www.eAutoOutlet.com

At www.eAutoOutlet.com, retail consumers will have the ability to utilize the CompleteAuto Listing Software to market and sell their vehicles across the Internet. Rocket City Enterprises, Inc. and eAutoOutlet, Inc. have completed the product and will launch publicly through marketing efforts in the last quarter of 2007.

D. Competitive business conditions, the issuer's competitive position in the industry, and methods of competition;

The software industry and the automotive industry are intensely competitive. As part of our business strategy, we have focused our efforts in areas where demand is expected to grow more rapidly. In particular, we have been focusing on the completion of our automotive service-oriented architecture road map, customer relationship management on-demand solutions, solutions for small and midsize enterprises as well as industry-tailored solutions for one specific industry, the automotive industry. Our expansion from traditional large enterprise resource planning (ERP) product offerings exposes us to different competitors in size, geographic location and specialty. Current and potential

competitors have established or may establish cooperative relationships among themselves or with third parties to increase the ability of their products to address customer needs better than we do. Competition, with respect to pricing, product quality and functionalities/features, and consulting and support services, could increase substantially and result in price reductions, cost increases or loss of segment share.

The continuing trend towards outsourcing business processes to external providers (business process outsourcing, or “BPO”) or towards alternative licensing and other models such as distributing applications on an on-demand basis or through application service providers could result in increased competition for us with systems integrators, consulting firms, telecommunications firms, computer hardware and software vendors and other IT service providers.

RocketCity has substantial competition from software and hardware vendors, system integrators, and multinational corporations focused upon information technology and security. Our competitors include eBiz Autos, AutoRevo, and Auction123. RocketCity’s competitors have longer operating histories, greater name recognition, larger customer bases and significantly greater financial, technical and marketing resources than the Company. RocketCity cannot guarantee that it will be able to compete successfully against current or future competitors or that competitive pressure will not have a material and adverse effect on the RocketCity’s financial position, results of operations and cash flows.

RocketCity’s ability to compete will also depend upon its ability to continually improve its products and services, the enhancements its developments, the quality of its customer service, and the ease of use, performance, price and reliability of its products and services.

E. Sources and availability of raw materials and the names of principal suppliers;

Rocket City Enterprises, Inc. utilizes its wholly-owned subsidiary, IT Lagoon LLC and new acquisition (in August of 2007) GIGcom, Inc. to develop and license its software creation. All creation and source code is owned and stored in the United States by Rocket City Enterprises, Inc. Development is done in conjunction on most projects with Hidden Brains InfoTech Pvt. Ltd, 301, Sapphire Complex, C.G. Road, Ahmedabad, India 380006.

F. Dependence on one or a few major customers;

Rocket City Enterprises, Inc. depends on an on-going and positive business relationship with eBay and eBay Motors. Rocket City Enterprises, Inc. also is

dependent on the technology design and support of Hidden Brains InfoTech Pvt. Ltd.

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

Rocket City Enterprises, Inc. and its subsidiaries receive referral compensation and affiliate revenue share through partnerships through the industry. The partnerships are as follows:

- AskPatty.com dealership referrals
- Carfax.com subscription and usage referrals
- Commission Junction and affiliate referrals
- Commission and retention income from Mercury Insurance contracts

RocketCity relies upon a combination of contract provisions and patent, copyright, trademark and trade secret laws to protect its proprietary rights in its products and services. RocketCity distributes its products and services under agreements that grant users or customers a license to use its products and services and relies on the protections afforded by the copyright laws to protect against the unauthorized reproduction of its products. In addition, RocketCity protects its trade secrets and other proprietary information through agreements with employees and consultants.

H. The need for any government approval of principal products or services and the status of any requested government approvals.

Not applicable.

Item VII The nature and extent of the issuer's facilities.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

Rocket City Enterprises, Inc. leases 12,700 square feet of office space for \$11,320 per month. In September, Rocket City Enterprises, Inc. will be sub-leasing 2 office areas, a general gathering area and 4500 square feet of finished multi-use space to Grace River Church for approximately \$3,225 per month. This will bring the effective lease amount to \$8,095 per month.



Part B Share Structure and Issuance History

Item VIII The exact title and class of securities outstanding.

Security Symbol - RCTY
Cusip Number – 77311B107
Common Stock - \$.001 Par Value
Preferred Stock - \$.001 Par Value

Item IX Description of the security.

A. *Par or Stated Value.*

The authorized shares consist of 500,000,000 shares of common stock at \$.001 Par Value of which 40,000,000 are Series A Preferred shares at \$.001 Par Value.

B. *Common or Preferred Stock.*

1. For common equity, describe any dividend, voting and preemption rights.

The holders of more than two-thirds of all shares entitled to vote on an amendment to the Articles, a plan of merger or share exchange, a sale of assets other than in the regular course of business, or a proposal to dissolve the corporation must vote in favor of the proposed action for the corporation to take the action. The corporation may issue a share dividend by issuing shares pro rata and without consideration to all shareholders. The shareholders have no preemptive rights to acquire proportional amounts of the corporation's un-issued shares upon a decision by the Board to issue them.

2. For preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions.

The Series A Preferred Stock carry 1 to 100 conversion rights.

3. Describe any other material rights of common or preferred stockholders.

Not applicable.

4. Describe any provision in issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

Not applicable.

Item X The number of shares or total amount of the securities outstanding for each class of securities outstanding.

In answering this item, provide the information below for each class of securities authorized. Please provide this information (i) as of the end of the issuer's most recent fiscal quarter and (ii) as of the end of the issuer's last two fiscal years.

- (i) Fiscal Quarter End: June 30, 2007
- (ii) 460,000,000 Common Shares Authorized, 40,000,000 Series A Preferred Authorized
- (iii) 150,606,469 common shares outstanding
- (iv) 36,680,868 Free-trading common shares
- (v) 8 beneficial shareholders
- (vi) 48 shareholders of record

- (i) Fiscal Year End: December 31, 2006
- (ii) 100,000,000 Common Shares Authorized, 40,000,000 preferred. 20,000,000 of the preferred are designated as Series A 12% cumulative preferred stock
- (iii) 25,004,976 common shares outstanding
- (iv) 1 Free-Trading common share
- (v) 1 beneficial shareholder
- (vi) 3 Shareholders of record

- (i) Fiscal Year End: December 31, 2005
- (ii) 100,000,000 Shares Authorized
- (iii) 4,976 common shares outstanding
- (iv) 1 Free-Trading common share
- (v) Unaccounted, Cede position of 1 share
- (vi) 1 shareholder of record, Cede position of 1 share

Item XI List of securities offerings and shares issued for services in the past two years.

The list shall include all offerings of securities, whether private or public, and shall indicate:

- (i) The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);
- (ii) Any jurisdictions where the offering was registered or qualified;
- (iii) The number of shares offered;
- (iv) The number of shares sold;
- (v) The price at which the shares were offered, and the amount actually paid to the issuer;
- (vi) The trading status of the shares; and
- (vii) Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

Since 12/31/06:

- (i) Securities Act Rule 504, February 15, 2007
- (ii) Minnesota
- (iii) 36,250,000 Shares offered
- (iv) 36,250,000 Shares sold
- (v) \$.009 cents per share offered; \$340,000 paid to issuer
- (vi) Status of shares - Free-trading
- (vii) The certificate was issued without legend

Regulation S Issuances, Europe:

May 14, 2007 – 600,000 shares and,
 May 22, 2007 – 720,000 shares offered and sold at \$.20, net \$504,000 to company, restricted shares with legend.

June 8, 2007 – 1,680,000 shares offered and sold at \$.20, net \$215,000 to company, restricted shares with legend.

June 21, 2007 – 12,180,000 shares offered and sold at \$.20, net \$992,000 to company, restricted shares with legend.

August 13, 2007 – 25,827,150 shares- 2 issuances:
 18, 827,150 issued as bonus, 7,000,000 warrants exercised .35 for \$1,810,000, restricted shares with legend.

August 20, 2007 – 4,420,000 shares issued as bonus

Shares for services:

August 22, 2007 10,000 common restricted shares issued to Andrew Barwicki or Investor Relations and Public Relations services.

Part C Management and Control Structure

Item XII The name of the chief executive officer, members of the board of directors, as well as control persons.

A. Officers and Directors

1. Full name;
2. Business address;
3. Employment history (which must list all previous employers for the past 10 years, positions held, responsibilities and employment dates);
4. Board memberships and other affiliations;
5. Compensation by the issuer; and
6. Number and class of the issuer's securities beneficially owned by each such person.

1. Jeffrey M. Roman – President, Chief Executive Officer and Director
Jennifer Foltz – Secretary, Treasurer and Director
Thomas Kellgren – Director
John C Martens – Director

2. Rocket City Enterprises, Inc.
6200 Lee Vista Blvd., Suite 100
Orlando, FL. 32822

3. **Mr. Roman** was appointed President and Chief Executive Officer of Rocket City by the Board of Directors on March 16, 2007. He was appointed to Chairman of the Board on August 20th, 2007. Prior to this appointment, Mr. Roman was President and Chief Executive Officer of CompleteAuto and President and Chief Executive Officer of eAutoDrop Inc. from August 2006 to the present. Between March 1996 and May 2006 Mr. Roman worked for several automotive dealerships as a Sales Manager and General Sales Manager dealing with financing, department managing and operations, wholesale operations, certification programs, and account support. Mr. Roman attended Hiram College from 1994 to 1995.

Ms. Foltz was appointed Secretary and Treasurer by the Board of Directors on March 16, 2007. Prior to this appointment, Ms. Foltz was Secretary and Treasurer of CompleteAuto from April 2004 to the present and Secretary and Treasurer of eAutoDrop, Inc. Between January 1992 and February 2000 Ms. Foltz worked for the United States government in

the U.S. Agency for International Aid (USAID) in the areas of retirement and benefits counseling, position classification, and personnel management for senior level political appointees. Between September 1989 and December 1991 Ms. Foltz worked for the Virginia Center for Coal and Energy as an Office and Library Manager. Ms. Foltz attended Virginia Tech University from September 1985 to May 1991, graduating with a Bachelor of Science in Sociology degree.

Mr. Kellgren became a Board Member of the Company on March 18, 2007. From 2006 to the present, Mr. Kellgren was the Regional Vice President of Allied Solutions which provides insurance, lending and marketing products and services. From 1998 to the present, he has been the President of CU Insurance Professionals Inc. which also provides insurance related products and services. Mr. Kellgren attended the University of Minnesota at Duluth from 1970 to 1975.

Mr. Martens is the Founder and CEO of Martens and Associates, an automotive consulting firm for manufacturers such as BMW and Infiniti. He also serves as an adjunct professor at the National Automobile Dealers Association (NADA) Academy in Virginia. With an extensive knowledge in the Industry, Mr. Martens brings over 40 years of experience to the company.

4. None.
5. Jeffrey M. Roman has an annual salary of \$150,000.
Jennifer Foltz has an annual salary of \$120,000.
Thomas Kellgren and John C. Martens are not collecting an annual salary.
6. Jeffrey M. Roman holds 250,000 Series A preferred shares.
Jennifer Foltz holds 250,000 Series A preferred shares.
Thomas Kellgren holds 88,375 common shares and 15,000 Series A preferred shares.
John C Martens holds 27,125 common shares

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, 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 of 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 finding or judgment has not been reversed, suspended, or vacated; or
4. The 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.

None.

- C. Disclosure of Certain Relationships.** Describe any relationships existing among and between the issuer's officers, directors and shareholders.

To the extent not otherwise disclosed, describe all relationships and affiliations among and between the shareholders and the issuer, its predecessors, its present and prior officers and directors, and other shareholders.

Jennifer E. Foltz is married to Joerg M. Dobisch, a shareholder.

- D. Disclosure of Conflicts of Interest.** Describe any related party transactions or conflicts of interests. Provide a description of the circumstances, parties involved and mitigating factors for any related party transactions or executive officer or director with competing professional or personal interests.

None.

Item XIII Beneficial Owners.

Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities.

Jeffrey M. Roman holds 250,000 out of 765,000 Series A preferred shares.
Albert J. Marez holds 200,000 out of 765,000 Series A preferred shares.
Joerg M. Dobisch holds 50,000 out of 765,000 Series A preferred shares.
Jennifer E. Foltz holds 250,000 out of 765,000 Series A preferred shares.

The address for the above-mentioned is 6200 Lee Vista Blvd. Suite 100, Orlando FL. 32822

Kreuzfeld Ltd. holds 9,980,000 out of 33,286,547 common shares
Frohaldstrasse 20, Zurich, Switzerland CH-8038
These shares are Rule 144 stock and carry 2-year restrictions

Anima S.G.R.p.A (Anima Fondo Trading) holds 4,750,000 out of 33,286,547 common shares.
Via Brera 18, Milan, Italy 20121
These shares are Rule 144 stock and carry 2-year restrictions

Anima S.G.R.p.A (Anima America) holds 2,375,000 out of 33,286,547 common shares.
Via Brera 18, Milan, Italy 20121
These shares are Rule 144 stock and carry 2-year restrictions

Anima S.G.R.p.A (Anima Fondattivo) holds 1,187,500 out of 33,286,547 common shares.
Via Brera 18, Milan, Italy 20121
These shares are Rule 144 stock and carry 2-year restrictions

RBC Dexia Investor Services (Julius Baer) holds 9,159,400 out of 33,286,547 common shares
These shares are Rule 144 stock and carry 2-year restrictions

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

1. Investment Banker

None.

2. Promoters

None.

3. Counsel

Applbaum & Zouvas, LLP
925 Hotel Circle South
San Diego, CA. 92108
Phone: 619-688-1715
Email: lzouvas@apzlaw.com

4. The Company's outside accountant provides financial services for the company.

Nperspective, LLC
5971 Brick Court
Suite 100-B
Winter Park, FL 32792
Phone: 407-679-7600
Fax: 407-679-0866
info@nperspective.net

The Company has hired an auditor for the review of all financials and the upcoming SB-2 Registration.

Bill Meyler
1715 Highway 35
Middleton, NJ 07748
Phone: 731-671-2244
www.meylercpa.com

5. Public Relations Consultant(s)

Andrew J. Barwicki
36 Sagamore Rd.
Island Park, NY 11558
Phone: 516-662-9461
www.barwicki.com

6. Investor Relations Consultant

Andrew J. Barwicki
36 Sagamore Rd.
Island Park, NY 11558
516-662-9461
www.barwicki.com

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure documentation - the information shall include the telephone number and email address of each advisor.

None.

Part D Financial Information

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

The issuer shall provide the following financial statements for the most recent fiscal period (whether fiscal quarter or fiscal year).

- 1) balance sheet;
- 2) statement of income;
- 3) statement of cash flows;
- 4) statement of changes in stockholders' equity;
- 5) financial notes; and
- 6) audit letter, if audited

ROCKET CITY ENTERPRISES, INC.
Consolidated Balance Sheets
For a seven month period ended July 31, 2007 and December 31, 2006 and 2005

	31-Jul-07	December 31, 2006	December 31, 2005
ASSETS			
CURRENT ASSETS			
Cash	\$610,606	-	\$8,468
Accounts receivable, net	232,894	25,944	47,048
Stockholder loans receivable	31,122	-	-
Stock subscriptions receivable	1,810,000	-	-
Prepaid expenses	1,748	161	-
Other	-	-	-
TOTAL CURRENT ASSETS	2,686,371	26,105	55,516
PROPERTY & EQUIPMENT, NET	326,712	163,359	9,129
OTHER ASSETS			
Investment (MTTG.OB)	10,100,000	-	-
Investment in (TODI.PK)	210,000,000	-	-
Organizational costs, net	2,542	2,893	3,147
Security Deposits	15,850	-	-
TOTAL OTHER ASSETS	220,118,392	2,893	3,147
TOTAL ASSETS	\$223,131,475	\$192,357	\$67,792

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES			
Accounts payable and other liabilities	\$27,665	\$8,907	\$-
Stockholder loans payable	-	32,333	28,735
Other current liabilities	-	-	-
TOTAL CURRENT LIABILITIES	27,665	41,240	28,735
STOCKHOLDERS' EQUITY			
Common stock, \$0.001 par value, 500,000,000 shares authorized, 106,424,302 shares issued and outstanding:	173,424	201,250	100
Paid-in capital	227,889,947	303,850	20,000
Treasury stock	-	(6,550)	(6,550)
Other Comprehensive Income:			
Unrealized gain (loss) in investments	(3,700,000)	-	-
(Accumulated deficit)/ retained earnings	(1,259,561)	(347,433)	25,507
TOTAL STOCKHOLDERS' EQUITY	223,103,810	151,117	39,057
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY	\$223,131,475	\$192,357	\$67,792
	\$-		

These financial statements present fairly, in all respects, the financial position of the company and the results of its operations and cash flows for the periods presented in conformity with accounting principles generally accepted in the United States, consistently applied and hereby certified by Jeffrey M. Roman, President/CEO, Rocket City Enterprises, Inc.

ROCKET CITY ENTERPRISES, INC.

Consolidated Income Statements

For the Seven Month Period Ended July 31, 2007 and Years Ended December 31, 2006 and 2005

	July 31, 2007	December 31, 2006	December 31, 2005
REVENUE	\$591,742	\$322,647	\$281,080
COST OF REVENUE	(213,357)	(316,540)	(211,558)
GROSS PROFIT	378,385	6,107	69,522
GENERAL & ADMINISTRATIVE EXPENSES			
Salaries & officer wages	747,228	12,490	-
Insurance	17,419	9,582	2,886
Amortization	322	254	117
Depreciation	42,257	16,100	3,057
Contract labor	-	4,000	-
Automobile	5,783	5,329	2,783
Bad debts	-	11,270	3,915
Professional services	174,809	169,719	2,253
Cleaning and janitorial	3,525	7,360	-
Contributions	1,087	-	-
Rents	89,771	36,679	-
Repairs & maintenance	1,017	2,500	-
Telephone & utilities	43,901	10,722	4,923
Dues & subscriptions	1,825	174	-
Postage and delivery	3,633	1,495	1,910
Advertising & promotions	122,175	12,903	4,946
Office supplies	36,727	28,382	8,909
Professional development	3,199	6,180	1,200
Taxes & licenses	50	58	-
Travel & entertainment	72,562	35,599	21,264
Moving expense	1,500	7,382	-
Other	1,923	36,501	1,738
TOTAL GENERAL & ADMINISTRATIVE EXPENSES	1,370,713	414,677	59,900
OPERATING (LOSS)/ INCOME	(992,329)	(408,571)	9,622
OTHER INCOME (EXPENSE)			
Miscellaneous income	-	35,630	-
Interest expense	-	-	(926)
TOTAL OTHER INCOME (EXPENSE)	-	35,630	(926)
NET (LOSS)/ INCOME	\$(992,329)	\$(372,941)	8,695

These financial statements present fairly, in all respects, the financial position of the company and the results of its operations and cash flows for the periods presented in conformity with accounting principles generally accepted in the United States, consistently applied and hereby certified by Jeffrey M. Roman, President/CEO, Rocket City Enterprises, Inc.

ROCKET CITY ENTERPRISES, INC.
Consolidated Statements of Stockholders' Equity
For the Seven Month Period Ended July 31, 2007 and Years Ended December 31, 2006 and 2005

	Common Stock	Paid in Capital	Treasury Stock	Other Comprehensive Income	(Accumulated Deficit)/ Retained Earnings
Balance, December 31, 2001	\$75	\$6,574	\$6,574	\$(43,424)	\$(43,424)
Net income for the year ended December 31, 2002				NA	NA
Stockholder distributions for the year ended December 31, 2002				(173,992)	(173,992)
Balance, December 31, 2004	\$100	\$-	\$-	\$-	\$16,812
Net income for the year ended December 31, 2005					8,695
Capital contributions for the year ended December 31, 2005		20,000			
Purchase of treasury stock for the year ended December 31, 2005			(6,550)		
Balance, December 31, 2005	\$100	\$20,000	\$(6,550)	\$-	\$25,507
Net loss for the year ended December 31, 2006					(372,941)
Capital contributions for the year ended December 31, 2006	201,150	283,850			
Balance, December 31, 2006	\$201,250	\$303,850	\$(6,550)	\$-	\$(347,433)
Net loss for the period ended July 31, 2007					(992,329)
Prior period adjustment	(27,826)		6,550		80,200
Capital contributions for the period ended July 31, 2007					
Sale of common stock for the period ended July 31, 2007		227,586,097			
Unrealized gain in investments for the period ended July 31, 2007				(3,700,000)	
Balance, July 31, 2007	\$173,424	\$227,889,947	\$-	\$(3,700,000)	\$(1,259,561)

These financial statements present fairly, in all respects, the financial position of the company and the results of its operations and cash flows for the periods presented in conformity with accounting principles generally accepted in the United States, consistently applied and hereby certified by Jeffrey M. Roman, President/CEO, Rocket City Enterprises, Inc.

ROCKET CITY ENTERPRISES, INC.
Consolidated Statements of Cash Flows

"For the Seven Month Period Ended July 31, 2007 and Years Ended December 31, 2006 and 2005"

	July 31, 2007	December 31, 2006	December 31, 2005
CASH FLOWS FROM OPERATING ACTIVITIES			
Net (loss)/ income	\$ (992,329)	\$ (372,941)	\$ 8,695
Adjustments to reconcile net (loss)/ income to net cash flows used in operations:			
Non-cash items included in net income:			
Amortization	322	254	117
Depreciation	42,257	16,100	3,057
(Increase) Decrease in operating assets:			
Accounts receivable	(206,950)	21,104	(23,700)
Prepaid expenses	590	(161)	-
Shareholder loan receivable	-	-	-
Security Deposits	(15,850)	-	-
Increase in operating liabilities:			
Stockholder loans payable			
Accounts payable and other liabilities	(18,758)	-	-
NET CASH FLOWS USED IN OPERATIONS	(1,190,718)	(335,644)	(11,831)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property and equipment	(196,453)	(170,329)	(7,477)
NET CASH FLOWS USED IN INVESTING ACTIVITIES	(196,453)	(170,329)	(7,477)
CASH FLOWS FROM FINANCING ACTIVITIES			
Organizational costs incurred during start-up	-	-	(2,730)
Net borrowings of stockholder loans receivable	(31,122)	-	-
Net (repayments)/ borrowings of stockholder loans payable	32,333	3,598	8,450
Stockholder capital contributions	1,996,567	485,000	20,000
Purchase of treasury stock	-	-	(6,550)
NET CASH FLOWS PROVIDED BY FINANCING ACTIVITIES	1,997,778	488,598	19,170
NET INCREASE IN CASH	610,606	(17,375)	(138)
CASH AT BEGINNING OF YEAR		8,468	8,606
CASH AT END OF YEAR	\$ 610,606	\$ -	\$ 8,468
SUPPLEMENTAL DISCLOSURE OF NON-CASH ACTIVITY:			
Purchase of investment in Material Technologies, Inc. for sale of 4,000,000 shares of common stock"	\$ 13,800,000	\$ -	\$ -
Unrealized gain (loss) in investments	\$ (3,700,000)	\$ -	\$ -
Stock subscriptions receivable for sale of 7,000,000 shares of common stock	\$ 1,810,000	\$ -	\$ -

These financial statements present fairly, in all respects, the financial position of the company and the results of its operations and cash flows for the periods presented in conformity with accounting principles generally accepted in the United States, consistently applied and hereby certified by Jeffrey M. Roman, President/CEO, Rocket City Enterprises, Inc.

1. NATURE OF OPERATIONS

Rocket City Enterprises, Inc. was incorporated on February 26, 1997 in Nevada. The Company's mission is to become a leader in creating and implementing initiatives aimed at capitalizing on the automotive retailing industry specifically by generating revenue streams through servicing clients who wish for a web-based presence on a variety of automotive based websites and other eCommerce opportunities

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, J. Dobisch Consultants, Inc. ("d/b/a Complete Auto"), eAutoDrop, Inc., Complete Auto Management, LLC ("d/b/a IT Lagoon"), and The Intellimark Group LLC ("TIG").

Complete Auto was incorporated June 14, 2004 and markets the CompleteAuto Listing Software and personnel services. eAutoDrop was incorporated June 10, 2006 to develop a franchise concept for automotive retailers. Intellimark was incorporated on October 6, 2005 to market and develop on web based lead generation tool for automotive dealers.

Complete Auto, eAutoDrop and IT Lagoon were acquired on March 7, 2007 pursuant to a share exchange agreement. Intellimark was acquired on April 20, 2007 in another share exchange agreement. On July 16, 2007, eAutoDrop was sold in exchange for 60,000,000 shares of Today.com Inc. (TODI.pk)

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. The consolidated financial statements reflect all normal recurring adjustments, which, in the opinion of management, are considered necessary for a fair presentation of the results for the periods shown. The results of operations for the periods presented are not necessarily indicative of the results expected for the full fiscal year or for any future period. The information included in these unaudited consolidated financial statements should be read in conjunction with Management's Discussion and Analysis and Plan of Operation contained in this report.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Cash Equivalents

For purposes of the statement of cash flows, cash includes cash on hand and amounts of deposit at financial institutions. The Company maintains deposits in financial institutions that at times exceed amounts covered by insurance provided by the U.S. Federal Deposit Insurance Corporation (FDIC). The Company believes there is no significant risk with respect to these deposits.

B. Accounts receivable

Management closely monitors outstanding accounts receivable and charges off to expense all amounts that are determined to be uncollectible. At July 31, 2007, December 31, 2006 and 2005, management of the Company considered all remaining accounts receivable to be fully collectible; accordingly, there was not allowance for doubtful accounts.

D. Property and equipment

Property and equipment are recorded at cost. Major additions and improvements are capitalized, and routine expenditures for repairs and maintenance are charged to expense as incurred. Depreciation expense totaled \$42,257, \$16,100 and \$3,057 for the period ended July 31, 2007, December 31, 2005 and 2004 respectively. Depreciation is computed using the straight-line method over the estimated useful lives of the assets as follows:

F. Software Development Cost

The company is developing software for its own use and capitalizes the direct costs associated with the development of software products. Capitalized costs are amortized over the estimated product life on the straight-line basis. Unamortized costs are carried at the lower of book value or net realizable value.

The total costs accumulated for software under development at July 31, 2007, December 31, 2006 and 2005 was \$338,000. Amortization expense totaled \$322, \$254, and \$117 for the period ended July 31, 2007, December 31, 2005 and 2004 respectively.

E. Use of Estimates

The preparation of financial statements in accordance with generally accepted accounting principles 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 reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

3. SHAREHOLDER ADVANCES

Advances to two shareholders total \$31,122. Advances include cash for business expenses.

4. STOCK SUBSCRIPTION RECEIVABLE

During July 2007 the Company took subscriptions for 7,000,000 shares of its common stock for which it will receive \$1,810,000 net of broker fees.

5. REDEEMABLE CONVERTIBLE CUMULATIVE PREFERRED STOCK

As of July 31, 2007 there were 1,700,000 shares of Series A Convertible Preferred Stock outstanding. There are no accrued dividends on July 31, 2007. During the seven months ended July 31, 2007, no holders converted any shares of Series A preferred stock into common stock.

As of August 28, 2007, the Series A Convertible Preferred Stock was adjusted to a total of 765,000 shares. No shares have been converted.

6. SUBSEQUENT EVENTS

On August 13, 2007 the Company acquired 100% of GIGcom, Inc. from Online Sales Strategies, Inc. in exchange for \$250,000 and 368,750 common shares of stock.

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

Please provide the financial statements described in Item XV above for the issuer's two preceding fiscal years.

See the response to Item XV.

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

A. Plan of Operation.

Rocket City consummated five acquisitions and reorganized between January and April 2007. Upon the reorganization of Rocket City, Rocket City continued and consolidated the automotive service provider services and other operations of its newly acquired wholly owned subsidiaries.

During the next twelve months, Rocket City will:

- Strengthen its markets by expanding software offerings and diversifying throughout the marketplace.
- Develop markets in Europe and outside the automotive industry.
- Further improve web portal and online business network.
- Develop and/or improve industry leading training programs.

B. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Rocket City Enterprises, Inc. ("RocketCity") was incorporated under the laws of the State of Nevada on February 26, 1997, under its original corporate name of SGT Group, Inc. The corporate name was changed to Rocket City Automotive Group, Inc. effective January 26, 2007.

RocketCity is an information technology company that provides online internet automotive sales and marketing software products and services to its customers, including more than 500 automotive dealerships. RocketCity provides a software execution system primarily for the marketing and sale of cars, SUV's, and pick-up trucks in the United States. It has initiated plans to expand its operations into Europe and other markets, and to expand its operations to include trucks and other vehicles.

Critical Accounting Policies and Estimates

This management's discussion and analysis of financial condition is based on our consolidated financial statements, which have been prepared in conformity with generally accepted accounting principles. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amount of assets and liabilities, revenue and expenses and contingent assets and liabilities. Actual results may differ from those estimates and judgments under different assumptions or conditions.

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

Property and Equipment. We include all property and equipment in the financial statements at cost and make provisions for depreciation of property and equipment using the straight-line method. Estimated useful lives generally range from three to ten years for our furniture and equipment, 1 to 3 years for leasehold improvements, 10 years for the buildings. Changes in circumstances, such as changes in our curricula and technological advances, may result in the actual useful lives of our property, equipment and capitalized software differing from our estimates. We regularly review and evaluate the estimated useful lives of our property and equipment and capitalized software. Although we believe our assumptions and estimates are reasonable, deviations from our assumptions and estimates could produce a materially different result.

Recognition of Revenue. The revenues from the general and specific study cards are recorded when they were either actually used or expired since these

study cards are not refundable after the expiration date. Tuition revenue is recorded on a straight-line basis over the length of the applicable course. The revenues from e-business, advertisement, and domain name service are recorded when the services were provided and completed.

Results of Operations

The Company had revenues of \$322,647 for the period ended December 31, 2006. The revenues were primarily from CompleteAuto Listing Software sales and services. New revenues developed in 2005 such as listing software, dealership services, and other e-business also contributed one third of the total revenues. The following table sets forth the percentage relationship of certain statements of income data to revenue for the periods indicated:

Description	2005		2006	
	\$	%	\$	%
Revenue	\$ 281,080	100.0%	\$322,647	100.0%
Cost of Goods Sold	\$ 211,558	75.5%	\$316,540	98.1%
Operating Expense	\$ 59,900	21.3%	\$ 414,677	128.5%
Net Income	\$ 8,695	.03%	\$(372,941)	-115%

The cost of goods sold includes software development costs, personnel expenses and professional services, etc. The percent of cost of goods sold relative to the revenue remained approximately the same in the cost structure.

The Company was profitable in 2005 with net income of \$8,695 being approximately .03% of revenue. The Company was not profitable in 2006 with a net income (loss) of \$372,941, being approximately 115% of revenue. After the Company's reorganization, we believe RocketCity will grow as we expand our markets as planned.

Liquidity and Capital Resources

Liquidity is a measure of the Company's cash position. It keeps a company in business in the short run. The Company had a net decrease in cash of \$8,468 in the year ended December 31, 2006. Net cash from operating activities was \$326,737 in the year ended December 31, 2006.

Cash flows used in investing activities were \$170,329 for the period ended December 31, 2006. Cash flows for 2006 were for the purchase of property and equipment.

Cash flows provided by financing activities were \$488,598 for the period ended December 31, 2006. Cash flows provided by financing activities were \$19,170 for the period ended December 31, 2005.

The Company's liquidity position is fairly good. The operating income was sufficient to support all the expenses and investment needs for the year 2006. If profitability and revenue continually move higher, the Company should be able to elevate its position over time.

Impact of Inflation

The Company believes that inflation has had a negligible effect on operations since inception. The Company believes that it can offset inflationary increases in the cost of labor by increasing sales and improving operating efficiencies.

Year Ended December 31, 2006 Compared with Year Ended December 31, 2005

Revenue increased \$41,567, or 14%, to \$322,647 in the year ended December 31, 2006 from \$281,080 in the year ended December 31, 2005, primarily due to A strong increase in the sales of software including e-business income, dealership services , and New income from advertisement, domain name service, and other technical services.

Cost of goods sold increased \$104,982, or 49.6%, to \$316,540 in the year ended December 31, 2006 from \$211,558 in the year ended December 31, 2005, primarily due to an increase volume in business operation Depreciation incurred in 2006 and a pre-election cost due to the material obtained for our database.

The 2006 cost of goods sold relative percentage to the total revenue increased 23% to 98% as in 2005.

Operating expenses increased \$354,777, or 692%, to \$414,677 in the year ended December 31, 2006 from \$59,900 in the year ended December 31, 2005, primarily due to the initial increase in staffing to support the operation, and an increase in depreciation incurred in 2006.

The operating expenses for 2006 were 128.5% of the total revenue, a drastic decrease from a factor of 21.3% in 2005 indicating our business has entered into a healthy profitable operation.

Operating income for 2006 was a \$408,571 loss with gross margin of approximately 115% compared to an operating income of \$9622 in 2005. We expect the operating income to grow in 2007.

Demand for the products and services of the Company will be dependent on, among other things, market acceptance of the Company's on-line services and other related products. Inasmuch as a major portion of the Company's activities is the receipt of revenues from the sales of products listed in online portals, the Company's business operations may be adversely affected by their competitors and prolonged recession periods.

The Company's success will be dependent upon implementing its plan of operations and the risks associated with its business plans. The Company plans to strengthen its position in foreign markets such as Europe. The Company also plans to expand its operations through aggressively marketing its on-line business.

New Accounting Pronouncements

In April 2003, the FASB issued SFAS No. 149, "Amendment of Statement 133 on Derivative Instruments and Hedging Activities (SFAS 149)". SFAS 149 amends and clarifies certain derivative instruments embedded in other contracts, and for hedging activities under SFAS 133. SFAS 149 is effective for certain contracts entered into or modified by the Company after June 30, 2003. The adoption of SFAS 149 had no impact on the Company's financial position, results of operations, or cash flows.

In May 2003, the FASB issued SFAS No. 150, "Accounting for Instruments with Characteristics of Both Debt and Equity" (SFAS 150). Statement 150 requires liability classification for three types of instruments: 1) Mandatory redeemable shares that obligate the company to deliver cash or other assets to shareholders on fixed or determinable dates; 2) Freestanding written put options and forward purchase contracts on a company's own shares that obligate the company to deliver cash or other assets, and 3) Contracts that obligate a company to issue its own shares in amounts that are unrelated to, or inversely related to, the value of the shares. The adoption of SFAS 150 had no impact on the Company's financial position, results of operations, or cash flows.

In November 2004, the FASB issued SFAS No. 151 "Inventory Costs – an amendment of ARB No. 43, Chapter 4". Statement No. 151 requires that certain abnormal costs associated with the manufacturing, freight, and handling costs associated with inventory be charged to current operations in the period in which they are incurred. The adoption of SFAS 151 had no impact on the Company's financial position, results of operations, or cash flows.

In December 2004, the FASB issued a revision of SFAS No. 123 "Share-Based Payment". The statement establishes standards for the accounting for transactions in which an entity exchanges its equity investments for goods and services. It also addresses transactions in which an entity incurs liabilities in exchange for goods or services that are based on the fair value of the entity's

equity instruments or that may be settled by the issuance of those equity instruments. The statement does not change the accounting guidance for share-based payments with parties other than employees.

The statement requires a public entity to measure the cost of employee service received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exception). That cost will be recognized over the period during which an employee is required to provide service in exchange for the award (usually the vesting period). A public entity will initially measure the cost of employee services received in exchange for an award of liability instrument based on its current fair value; the fair value of that award will be re-measured subsequently at each reporting date through the settlement date. Changes in fair value during the requisite service period will be recognized as compensation over that period.

The grant-date fair value of employee share options and similar instruments will be estimated using option-pricing models adjusted for the unique characteristics of these instruments.

SFAS No. 152 "Accounting for Real Estate Time Sharing Transactions", SFAS No. 153 "Exchange of Non-monetary Assets", SFAS No. 154 "Accounting for Changes and Error Corrections", SFAS No. 155 "Accounting for Certain Hybrid Financing Instruments", and SFAS No. 156 "Accounting for Servicing of Final Assets" were recently issued but have no current applicability to the Company and have no effect on the consolidated financial statements.

2. *Interim Periods*

See the response to Item XV.

C. Off-Balance Sheet Arrangements.

Not applicable.

Part E Exhibits

Item XVIII Material Contracts.

A. Every material contract, not made in the ordinary course of business that will be preformed after the disclosure document is posted or was entered into not more than two years before such posting.

Contract One: The Company is currently contracted with XIGroup, an authorized distributor of the Company's products. In particular, XIGroup accepts orders and is authorized to purchase and resell the Intellisweeps Web Optimization and Intellisweeps CSI Modules. The afore-mentioned are web

based applications which are designed to convert website visitors into saleable leads.

Contract Two: The following Automotive Inventory Management Companies pay the Company a minimum of \$100 per month for each dealer utilizing our platform through their company. These dealers represent over 5000 dealerships across the United States:

- a. AutoUpLink USA
- b. DealerFusion
- c. DiamondLot
- d. Auto Lot Manager
- e. 21st Century Auto Alliance
- f. Auto Dealer Solutions

- B. Any management contract or any compensatory plan, contract or arrangement, including but not limited to plans relating to options, warrants or rights, pension, retirement or deferred compensation or bonus, incentive or profit sharing (or if not set forth in any formal document, a written description thereof) in which any director or any executive officer of the issuer participates shall be deemed material and shall be included; and any other management contract or any other compensatory plan, contract, or arrangement in which any other executive officer of the issuer participates shall be filed unless immaterial in amount or significance.**

This item is not applicable.

- C. The following management contracts or compensatory plans need not be included:**

- 1) Ordinary purchase and sales agency agreements;
- 2) Agreements with managers of stores in a chain organization or similar organization;
- 3) Contracts providing for labor or salesmen's bonuses or payments to a class of security holders, as such; and
- 4) Any compensatory plan that is available to employees, officers or directors generally and provides for the same method of allocation of benefits between management and non-management participants

None.

Item XIX Articles of Incorporation and Bylaws.

These documents are disclosed under “Company Information and Disclosure Statement” and publicly available on Pinksheets.com under filings for the issuer.

Item XX Issuer’s Certifications.

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Jeffrey M. Roman, certify that:

1. I have reviewed this quarterly disclosure statement with financial information through July 31, 2007 of Rocket City Enterprises, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statements of a material fact or omit 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 this 30th of August, 2007

Certified by: Jeffrey M. Roman /s/
Jeffrey M. Roman
CEO, and President