

November 5, 2009

**The Kiley Group, Inc.**  
17101 Preston Rd., Suite 210  
Dallas, TX 75248  
Telephone: 469-426-7202  
Facsimile: 214-492-2496

## INFORMATION AND DISCLOSURE STATEMENT

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

**Item I: The exact name of the issuer and its predecessor (if any).**

The name of the Issuer is: The Kiley Group, Inc.

The Issuer was organized under the laws of the State of Delaware and was incorporated on March 6, 1997 as Utilicore Corporation. On February 7, 2001 Utilicore Corporation filed an Amendment to its Articles of Incorporation to change its name to Bezenet, Inc.; on January 27, 2003 the Issuer filed an Amendment to its Articles of Incorporation to change its name to Stanford and Morrison; on October 15, 2004 the Issuer filed an Amendment to its Articles of Incorporation to change its name back to Bezenet, Inc.; and on November 1, 2007 the Issuer filed an Amendment to its Articles of Incorporation to change its name to Allarae HealthCare, Inc. On September 15, 2008 the Issuer filed an Amendment of Incorporation to change its name to MP2 Technologies, Inc. On October 23, 2009 a name change and reverse split became effective that changed the name of the company to The Kiley Group, Inc.

**Item II: The address of the issuer's principal executive office.**

The Kiley Group Inc.  
17101 Preston Rd., Suite 210  
Dallas, TX 75248  
Telephone: 469-426-7202  
Facsimile: 214-492-2496

**Item III: The jurisdiction(s) and date of the issuer's incorporation or organization.**

The Issuer was organized under the laws of the State of Delaware and was incorporated on March 6, 1997 as Utilicore Corporation.

## **Part B Share Structure**

### **Item IV: The exact title and class of securities outstanding.**

The Issuer has two classes of securities: Common Stock and Series “A” Preferred Stock (“Preferred Stock”).

Common Stock Trading Symbol: KGRI  
Common Stock CUSIP Number - 88338P 102

A.

### **Item V: Par or stated value and description of the security.**

#### A. Par or Stated Value.

Common Stock par value: \$0.001

Preferred Stock par value: \$1.00

#### B. Common or Preferred Stock.

1. The Issuer's authorized Common Stock presently consists of 500,000,000 shares, par value \$.0001. The holders of the Common Stock have equal ratable rights to dividends from funds legally available therefore, when, as and if declared by the Board of Directors of the Issuer and are entitled to share ratably in all of the assets of the Issuer available for distribution to holders of Common Stock upon liquidation, dissolution, or winding up of the affairs of the Issuer. Holders of the Issuer's common stock are entitled to one (1) vote per share on all matters on which shareholders may vote at all meetings of shareholders. There are no subscription rights, preemptive rights, cumulative voting rights, or redemptive rights with respect to the Common Stock. The Company has one Convertible Promissory Note outstanding in the amount of \$44,000 with a conversion right to common stock at \$.001. \$20,000 of which has been previously converted. All shares of Common Stock now outstanding are fully paid and non-assessable.

2. The Issuer's authorized Preferred Stock presently consists of 16,000,000 shares of Series “A” Preferred Stock at \$1.00 par value. The holders of the Series A Preferred Stock are entitled to an annual 9% dividend in cash or kind from funds legally available therefore, when, as and if declared by the Board of Directors of the Issuer; and are entitled to a preference to holders of Common Stock in all of the assets of the Issuer available for distribution upon liquidation, dissolution, or winding up of the affairs of the Issuer. Each share of Series A Preferred Stock is convertible into one share of Common Stock anytime after one year after the purchase of the Series A Preferred Stock. Holders of the Issuer's Series A Preferred Stock are entitled to the number of votes per share equal to the

number of shares of Common Stock such shares of Series A Preferred Stock could be converted; and may vote on all matters on which shareholders may vote at all meetings of shareholders.

3. There are no other material rights of common or preferred stockholders not disclosed herein.

4. There are no provisions in the Issuer's Articles of Incorporation or by-laws that would delay, defer or present a change of control of the Issuer.

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

**Current period (thru 11-05-09)**

- (i) Authorized - 500,000,000 common shares at \$0.001 par value and 16,000,000 Series "A" Preferred Stock at \$1.00 par value.
- (ii) Total Outstanding – 230,304,968 Common Shares and 48,000 Preferred Shares.
- (iii) Free Trading – Approximately 20,116,390 common shares, as per the Transfer Agent's shareholder list on November 5, 2009.
- (iv) There are approximately 750 shareholders according to the Transfer Agent's shareholder list as of November 5, 2009.

**Fiscal 2008 (12-31-08)**

- (v) Authorized - 500,000,000 common shares at \$0.001 par value and 16,000,000 Series "A" Preferred Stock at \$1.00 par value.
- (vi) Total Outstanding – 21,922,283 Common Shares and 48,000 Preferred Shares. There were 3 Preferred shareholders.
- (vii) Free Trading – Approximately 1,907,674 common shares, as per the Transfer Agent's shareholder list on December 31, 2008.
- (viii) There were approximately 725 shareholders according to the Transfer Agent's shareholder list as of December 31, 2008.

**Fiscal 2007 (12-31-07)**

- (ix) Authorized - 500,000,000 common shares at \$0.001 par value and 16,000,000 Series "A" Preferred Stock at \$1.00 par value.
- (x) Total Outstanding – 49,125,585 Common Shares and 48,000 Preferred Shares.

- (xi) Free Trading – Approximately 4,053,588 common shares, as per the Transfer Agent’s shareholder list as of December 31, 2007.
- (xii) There were approximately 716 shareholders according to the Transfer Agent’s shareholder list as of December 31, 2007. There were 3 Preferred shareholders.

**Part C Business Information**

**Item VII: The name and address of the transfer agent.**

Routh Stock Transfer, Inc.  
6860 N. Dallas Parkway, Suite 200  
Plano, TX 75024  
Telephone: 972-381-2782  
Facsimile: 972-767-4243

The transfer agent is registered under the Securities Exchange Act of 1934 and is regulated by the Securities and Exchange Commission.

**Item VIII: The nature of the issuer’s business.**

A. Business Development.

- 1. & 2. The Issuer was organized under the laws of the State of Delaware and was incorporated on March 6, 1997 as Utilicore Corporation.
- 3. The Issuer’s fiscal year end is December 31.
- 4. The Issuer has not been in bankruptcy, receivership or any other similar proceeding.
- 5. (i) In October 2007 the Issuer acquired the assets of Intellect Holdings, Inc. in exchange for Issuer stock. In July 2008 the Issuer executed a General Release and all of the assets previously acquired were returned to Intellect Holdings, Inc., and Intellect Holdings, Inc. returned all of the Issuer stock it had previously acquired in the October 2007 transaction. All of those Issuer shares were subsequently cancelled. All debts incurred by the Issuer related to the transaction were transferred back to Intellect Holdings, Inc.  
(ii) In July 2008 the Issuer acquired the property rights of Alece Corporation for 20,000,000 shares of the Issuer’s common stock.  
(iii) On January 16, 2008 the Issuer purchased all of the stock of Weatherly Aircraft Nevada, Inc. in exchange for 10,000,000 shares of Issuer common stock,
- 6. The Issuer has not defaulted on the terms of any note, loan, lease, or other indebtedness or financing arrangement.
- 7. In October 2007, pursuant to the transaction by which the Issuer purchased the assets of Intellect Holdings, Inc. Phillip Matties received over 50% of the stock issued in this transaction. In July 2008 all of the assets previously acquired by the Issuer in the

transaction were returned to Intellect Holdings, Inc. Mr. Matties returned all of the stock previously issued to him in the transaction to the Issuer, and these shares were then cancelled. This left Alece Corporation as the majority stockholder of the Issuer.

8. There was approximately a 100% increase in common stock since the acquisition of Weatherly Aircraft Nevada, Inc.
9. There was a 1 for 250 stock split in October 2007, and in September 2008 the Issuer completed a 1 for a 100 reverse stock split. Effective November 3, 2009 a 1 for 1000 stock split was completed.
10. In November 2009, 200,000,000 shares of the Issuer's restricted common stock was issued to PLC Marketing, Inc. in full payment for services that were provided to the company in 2008 and 2009. As of this date, PLC is the majority shareholder of the company.
11. The Issuer has not been delisted or deleted from any securities exchange or the OTC Bulletin Board.
12. There have not been 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 or operating conditions. The Issuer has never had its trading privileges suspended nor does the Issuer expect to have its trading privileges suspended by a securities regulator.

**B. Business of Issuer.**

1. The Issuer's primary SIC Code is 7389—Business Services, Misc.
2. The Issuer is in the development stage and is currently conducting operations.
3. The Issuer currently is not a “shell company” pursuant to Securities Act Rule 405 nor has the Issuer ever been a “shell company”.
4. The Issuer has no parent company and has no subsidiaries at this time.
5. The Issuer has not spent a material amount (less than \$1,000) on research or developmental activities. The Company's customers would not have borne any costs associated with these costs.
6. The Issuer believes that any costs and effects of compliance with any environmental laws are and will be de minimis.
7. The number of full time employees is 3. The number of part-time employees is 2.

**Item IX: The nature of products or services offered.**

The Issuer serves as a holding company for technology and service related businesses that can share common management resources and access to marketing channels. New acquisitions will be announced over time as opportunities that fit the Issuer's

acquisition profile become available. Acquired companies will benefit from the Issuer's public company expertise, executive management, and sales and marketing contacts throughout the world.

A. The Issuer serves as a holding company. It provides executive management services to companies it acquires, assisting with accounting and SEC related matters. The Issuer focuses on the U.S. market for acquisitions that fit the Issuer's stated criteria. The Issuer is currently contemplating the creation of a diamond distribution company that will act as wholesale agent for high quality diamonds that are officially rated at the highest levels.

B. The Issuer has no current subsidiaries

C. The Issuer currently is not a "shell company" pursuant to Securities Act Rule 405 nor has the Issuer ever been a "shell company".

D. The Issuer has numerous companies large and small who provide similar services. The Issuer depends on its years of executive business management expertise that it provides through its subcontractors and employees to offer acquired companies superior assistance in business planning, organizational structure, accounting, and regulatory reporting.

E. The Issuer does not depend on any raw materials for its operation.

F. The Issuer has no single heavy dependence on any major customer.

G. N/A

H. N/A

**Item X: The nature and extent of issuer's facilities.**

The Issuer currently rents office space at 17101 Preston Road, Suite 210, Dallas, TX. 75248. The offices are leased on an annual basis and the current lease will expire in September 2010.

**Part D Management Structure and Financial Information.**

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

<b><u>Person or Company</u></b>	<b><u>Position</u></b>
1. Patrick R. Thomas	President, Chief Financial Officer and Sole Director
2. Business Address	17101 Preston Road Suite 210 Dallas, TX 75248
3. Previous Employment	TRC Group L.P Controlling Partner

	March 2003 thru July 2008
4. Board Memberships	None
5. Compensation	\$150,000 annual
6. Number and class of the Issuer's securities beneficially owned	None

B. Legal/Disciplinary History

<u>Person or Company</u>	<u>Position</u>
Patrick R. Thomas	President, Chief Financial Officer and Sole Director

1. Mr. Thomas has not been convicted nor does he have any pending criminal proceeding.
2. Mr. Thomas has not had 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. Mr. Thomas does not have a finding or judgment by a court of competent jurisdiction, the SEC, 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.
4. Mr. Thomas has not been ordered 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.

C. Disclosure of Family Relationships: None

D. Disclosure of Related Party Transactions: None

E. Disclosure of Conflicts of Interest: None

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

The Issuer's unaudited financial statements for the period ending March 31, 2008 were posted on Pink Sheets News Service on May 19, 2009 and are incorporated by reference herein.

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

The Issuer's financial information for the past two preceding fiscal years were posted on Pink Sheets News Service on March 6, 2009, and are incorporated by reference herein.

**Item XIV: Beneficial Owners**

Lingram Financial and Advisory Consulting, Inc. owns two hundred million (200,000,000) shares of common stock. Paul Johnson is the controlling agent of Lingram.

Resident Agent of Lingram Financial and Advisory Consulting, Inc.:  
Paul Johnson  
1408 Nelson Drive  
Irving, TX 75038

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

1. Investment Banker: none
2. Promoters: none
3. Counsel: None.
4. Accountant or Auditor:

The Issuer maintains its own financial records and prepares quarterly and year end financial statements that conform to GAAP principles.

5. Public Relations Consultants: None

6. Investor Relations Consultants:  
The Eversull Group, Inc.  
Jack Eversull  
972-378-7917  
972-378-7981 (fax)  
jack@theeversullgroup.com

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

**Item XVI: Management's Discussion and Analysis or Plan of Operation**

**A. Plan of Operation.**

The Issuer has just completed a reverse stock split and name change with the intention of rebuilding the core business of the company, which is to provide consulting services to private businesses interested in becoming a public entity or being part of an existing public entity.

Additionally, the Issuer intends to provide “incubator” services and potentially financing for new companies with the intention of taking them public or integrating them into an existing public entity in the future.

**i. a discussion of how long the issuer can satisfy its cash requirements and whether it will have to raise additional funds in the next 12 months.**

The Issuer does not currently have enough resources to carry out its business plan and is in the process of raising funds through the sale of shares to accredited investors.

**ii. a summary of any product research and development that the issuer will perform for the term of the plan;**

N/A

**iii. any expected purchase or sale of plant and significant equipment;**

The Issuer intends to lease any buildings required for its business and is not expecting to make any other material capital expenditures.

**iv. any expected significant changes in the number of employees.**

The Issuer expects to hire 2-5 additional personnel as it completes acquisitions or mergers.

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

The Issuer was organized in its current form in November of 2009 and has only a limited history. The Issuer has raised funding from accredited investors to maintain its basic operations as a holding company while additional funds are being raised by an Offering of stock to private investors.

**i. Any known trends, events or uncertainties that have or are reasonably likely to have a material impact on the issuer’s short term or long term liquidity.**

The current United States and global economy could have an adverse effect on the Issuer's ability to acquire the financial resources necessary to maintain its operations or to make acquisitions.

**ii. Internal and external sources of liquidity;**

The Issuer expects to be able to raise the required funds to execute its business plan. It expects to be profitable by the 4<sup>th</sup> quarter of 2010 primarily from the sale of its services. The Issuer will depend on funds from the Offering, revenue from consulting services, and a revolving line of credit, to maintain its operating cash flow.

**iii. Any material commitments for capital expenditures and the expected sources of funds for such expenditures;**

None.

**iv. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations;**

The Issuer expects that the current and projected economic climate offers a unique opportunity to make acquisitions or mergers at very favorable rates. The Issuer expects a gradual upturn in the U.S. and worldwide economy that will spur a new wave of interest in the public markets and believe they can take advantage of this opportunity to "buy low", add value, and "sell high".

**v. Any significant elements of income or loss that do not arise from the issuer's continuing operations;**

None.

**vi. The causes for any material changes from period to period in one or more line items of the issuer's financial statements;**

On July 3, 2008 the Issuer executed a General Release of all assets that were acquired from Intellect Holdings, Inc. pursuant to a previous stock purchase with Intellect

Holdings, Inc. All of the assets previously acquired by the Issuer were returned to Intellect Holdings, Inc., and Intellect Holdings, Inc. returned all of the Issuer stock previously acquired. The Issuer subsequently cancelled all of said returned shares. All debts incurred by the Issuer (then named Allarae HealthCare, Inc.) were also transferred back to Intellect Holdings, Inc.

In September 2008 the Issuer completed a 1 for a 100 reverse stock split.

During the 3<sup>rd</sup> quarter of 2008 the Issuer, with shareholder approval, executed a Quasi Reorganization of the Issuer's financial statements to better represent its financial status and increase shareholder value.

**vii. Any seasonal aspects that had a material effect on the financial condition or results of operation.**

None

**2. Interim Periods.**

Since the Issuer's new management and direction was organized less than a year ago and are still in the final stages of development mode, there are no comparisons that can be made to previous results.

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

None

**Part E Issuance History**

**Item XVII: List of securities offerings and shares issued for services in the past two years**

**Events that resulted in changes in total shares outstanding by issuer:**

**1. Within last two year period.**

A 1 for 100 reverse stock split in September 2008.

A 1 for 1000 reverse stock split in October 2009.

**2. Since the last day of the most recent fiscal year.**

An Offering of restricted common stock of the Issuer to accredited investors was made effective January 15, 2009. The Offering is made by officers and directors of the Issuer and is not a registered offering. The Offering relies upon exemptions under Sections 4(2), 4(6) and Regulation D of the Securities Act of 1933, as amended (the "Securities Act"). The Offering is for up to 6,000,000 common shares, no minimum, at a share price of \$.30 a share for a total of \$1,800,000 if fully subscribed. As of the date of this Information and Disclosure Statement, 80,000 shares have been issued for "in kind" value of \$24,000. Each stock certificate issued under this offering will contain a legend stating that the shares have not been registered under the Securities Act and details the restrictions on transferability and sale of the shares under the Securities Act.

In January 2009 the Issuer acquired Weatherly Aircraft Nevada, Inc. (WAN) for 10,000,000 shares of common stock.

In November 2009 the Issuer issued 200,000,000 shares to Lingram Financial and Advisory Consultancy, Inc. for services rendered over the past 2 year period.

**Part F Exhibits**

**Item XVIII Material Contracts**

None

**Item XIX Articles of Incorporation and Bylaws**

The Issuer's Articles of Incorporation and Bylaws were posted on Pink Sheets News Service on March 9, 2009 and are incorporated by reference herein.

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

There were no such purchases.

## **Item XXI Issuer's Certifications**

I, Patrick Thomas, certify that:

1. I have reviewed this Information and Disclosure statement
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.

Dated this 6<sup>th</sup> day of November, 2009.

Certified by: /s/ Patrick Thomas  
Patrick Thomas, President and  
Chief Financial Officer