

## **PART A GENERAL COMPANY INFORMATION**

### **Items I -III**

**The Tradeshow Marketing Company Ltd.  
2018 156<sup>th</sup> Ave. NE Suite 100  
Bellevue, WA 98007**

The Company was incorporated in the State of Nevada on December 3, 2003.

## **PART B Share Structure**

### **Item IV-VI**

As of May 31, 2010 and 2009 and as of the last day of the third quarter of fiscal 2010, February 28, 2010, the Company has authorized 500,000,000 common shares, par value \$.0001.

At May 31, 2010 there were 24,398,172 common shares outstanding. Of the shares outstanding 21,571,457 were freely trading and 2,826,715 were restricted.

At May 31, 2009 there were 23,202,809 common shares outstanding. Of the shares outstanding 17,490,004 were freely trading and 5,712,805 were restricted.

At February 28, 2010 there were 23,297,254 common shares outstanding. Of the shares outstanding, 23,202,809 were freely trading and 1,848,927 were restricted.

As of May 31, 2010 and 2009 and February 28, 2010, there were 36, 184 and 44 shareholders of record, respectively.

We do not have any preferred stock authorized.

The Company has not declared any dividends and does not plan to declare any dividends in the foreseeable future.

The Company trades under the symbol TSHO.

## **PART C Business Information**

### **Item VII.**

Our transfer agent is Action Stock Transfer, Inc. Their address is 7069 Highland Dr. Suite 300 Salt Lake City, Utah 84121. Their telephone number is 801-274-1088. The transfer agent is registered under the exchange act and is regulated by the Securities and Exchange Commission.

### **Item VIII.**

#### ***A. Business Development***

The Tradeshow Marketing Company Ltd. (hereinafter as "TSHO", "Tradeshow", "The Company", "Us", "We") was incorporated on December 3, 2003 under the laws of the State of Nevada. The Company operates on a May 31 fiscal year end. Tradeshow is a product development and consumer specialty retail company that markets and sells proprietary and private label products for the home and office environments. The Company was formed to market specialty products at trade shows, mall-based specialty product shops and kiosks. The Company sells popular "as seen on TV" products, which are currently or have been advertised on TV. The products that the Company sells are functional have a broad appeal and retail at affordable price points.

The Company has not been in bankruptcy, receivership or any similar proceeding. The Company is not nor has it ever been classified as a "shell company", as that term is defined in Rule 405 under the Securities Act and Rule 12b-2 under the Exchange Act.

On March 15, 2007 the Company organized the Sandstrom OnTV Company (Sandstrom) as a wholly-own subsidiary. Sandstrom was organized to sell unit franchises to operate retail stores under the tradename "Sandstrom

OnTV.” We were not successful at franchising our retail stores, and in March 2008, spun off our Sandstrom OnTV franchise division.

Tradeshow owned and operated two retail stores in Phoenix, Arizona called “As Seen On TV”. The stores were located in the Arrowhead Mall and the Paradise Valley Mall in Phoenix. The store in the Arrowhead Mall had been operating as “As Seen On TV” and the store in the Paradise Valley Mall as “As Seen On TV”. In September 2008, the Company abandoned both leases on the stores, and discontinued their operations and determined to focus on sales through trade shows and direct marketing.

In relation to the spin-off and the closing of the As Seen On TV stores, the Company was in default on the leases for the properties. As such, the accompanying financial statements include an accrual for the rent due on each of the abandoned leases.

On August 20, 2010, the Alberta Securities Commission, which regulates securities matters in the province of Alberta, Canada, issued an interim cease trade order precluding any trading of our common stock in the province of Alberta only. On September 2, 2010, the interim order was extended to March 03, 2011. The Company denies any wrongdoing and is working with the Alberta Securities Commission in order to clear Tradeshow's name in this matter.

## ***B. Business of Issuer***

### *Overview*

The Company is a marketing and direct sales company focused on the development and distribution of a wide range of consumer products. The Company's primary and secondary SIC Codes are 7389 (Services-Business Services) and 5090 (Wholesale-Misc Durable Goods) Currently, the Company's sales are primarily conducted through trade shows in the United States and Canada, wholesale sales to distributors in the catalog industry and other retail channels through its e-commerce websites, and direct response sales from television advertisements. The Company is pursuing the launch of retail sales agreements for select products as well.

Previously, TSHO owned and operated two retail stores in Phoenix, Arizona called “As Seen On TV”. The stores were located in the Arrowhead Mall and the Paradise Valley Mall in Phoenix. In September 2008, the Company closed both stores, and determined to focus its sales efforts on demonstration sales and direct marketing via direct-to-consumer commerce and infomercials.

During September 2008, the Company entered into a non-binding distribution agreement with Risoli, an Italian Company which manufactures induction cookware sets. The Company has been selling the Risoli Induction Cookware Sets at trade shows and is planning further expansion of the product offering.

During July 2009, the Company entered into a limited licensing and distribution agreement with MyClip, a South African Company. While initial product sales levels were not at acceptable levels, the Company intends to offer a modified and less expensive version of the product for sale at trade shows, infomercials or other sales channels. The agreement is not attached to this report for reasons of confidentiality.

During October 2009, the Company engaged Cesari Direct to launch its first Direct Response advertising campaign through a short form infomercial. Also in October, the Company engaged an artist to appear in the infomercial. The infomercial aired successfully between February 22 and February 28, 2010 for the first week of testing with positive results. An additional test period ran March 2010 through May 2010. The Company is now positioning the product for other specialty retail sales opportunities and evaluating adjustments to the television campaign for a potential re-launch of an advertising campaign.

During December 2009, the Company announced the Ultimate Squeegee™ as a product that it sells via infomercial campaigns. The Ultimate Squeegee is a revolutionary window cleaning tool that combines a window washing cloth and a squeegee into a single, fast, effective, and convenient tool. The product offering also includes a narrower version for smaller windows, as well as an extension pole for hard-to-reach windows.

In relation to its Direct Response campaign, the Company has entered into various agreements with reputable firms to assist in providing inbound teleservices, merchant processing, online marketing, as well as fulfillment and distribution. The Company believes that by outsourcing these functions it will be able to take strategic advantage of

the partners' areas of expertise, and in the process, minimize costs while assuring high customer satisfaction and loyalty.

During April 2010, the Company entered into an exclusive marketing distribution and license agreement with JB & GJ Archer Inc. The agreement gives the Company the exclusive right to sell or sub-license the right to sell the G-SPOUT® liquid pouring device (hereinafter as the “g-Spout”) in domestic and international markets.

In May 2010, the Company announced an initial \$100,000 order for the g-Spout from a major catalog distribution customer providing product through a number of branded outlets. In June 2010, the Company announced an additional \$140,000 wholesale order for the same catalog distribution customer. In August 2010, the customer placed additional orders, bringing the total wholesale orders to approximately \$550,000.

From June to August 2010, the Company ran a series of test commercials on television to determine response rates for the g-Spout to television sales.

During August 2010, the Company executed a non-binding letter of intent with ARG Manufacturing, Inc. of New Britain, PA, to manufacture and distribute the g-Spout in specified markets. ARG is a U.S.-based provider of domestic and international manufacturing capabilities and distribution services. Under the letter of intent and subsequent finalized agreement, it is intended that ARG will manufacture, inventory and deliver g-Spout units to Tradeshow and directly to customers as well as distribute the product to key mass market retail outlets in North America.

## **Item IX**

### *The Nature of Products and Services Offered*

The Company’s merchandise categories include specialty household, beauty and fitness, home and garden and small ticket electronics products. For the past twenty years, Tradeshow’s demonstration professionals and management have worked in the direct sales industry marketing a variety of products directly to consumers at trade shows, malls (kiosks), fairs and exhibitions throughout Canada and the United States.

Historically, its professional sales staff has engaged in product demonstration, sales and marketing for trade shows, as well as training and consulting on “direct sell” retail and wholesale strategies for companies seeking to market their products directly to consumers. The venues that the Company uses for trade show demonstrations includes trade shows and annual exhibitions such as home, garden, boat and auto shows, as well as provincial, state and county fairs.

During the later part of fiscal year 2010, management placed emphasis on and allocated financial and human resources to the development of a direct sales business. In March 2010, the Company launched its first direct response advertising campaign. In May 2010, Tradeshow began production of its second direct response campaign. As the products become more familiar to consumers, the Company anticipates growth in revenue streams. Further, management continues to pursue other products to bring to market.

### *Market Overview*

Venues for the demonstration of direct sales include mall-based retail stores, kiosks and sales demonstrations at trade shows. There is an added advantage that arises from the Company’s trade show demonstration activity, as consumers who see products demonstrated and branded at these shows may make subsequent and additional product purchases from the Company’s e-commerce website or in response to our direct response advertisements. The contents of this site are not incorporated into this filing. Further, the Company’s references to the URLs for these are intended to be inactive textual references only.

Tradeshow earns revenue directly from the sale of products that it sources from a number of different suppliers. To date, the Company has generated sales at trade shows, malls and other high traffic consumer venues, such as public fairs and exhibitions, through direct response advertising, wholesale orders from catalog distributors, as well as our e-commerce website.

### *Direct Sales at Trade Shows.*

The Company generates some of its revenue by selling products through demonstration sales at trade shows, malls, fairs and exhibitions in the United States and Canada. Management believes that Tradeshow enjoys two distinct competitive advantages. The first advantage is its ability to penetrate local and national markets at the trade show level proving salability of products and generating exposure for its brand. The second competitive advantage that Tradeshow is able to take advantage of is in developing suitable market channels to create product revenue for a product owner or developer by leveraging the Company's access to multiple sales channels in an efficient and cost effective manner.

When possible and advantageous, Tradeshow works to secure territorial exclusivity for products that it sells. Notably, the absence of product exclusivity has not impaired past business performance because the Company merchandises and sells popular and contemporary products from multiple suppliers and wholesalers, thereby ensuring its ability to remain competitive. On occasion, suppliers will approach the Company to demonstrate and sell their products on their behalf.

Tradeshow also intends to sell its own private label products. In part, the Company plans to source products upon which they can affix their own label and market as a private label brand. Management believes that private label merchandise will strengthen the Company's ability to brand and, hence, compete against retail competitors.

The Company also plans to increase the number of sales channels that it employs, primarily through the use of direct response television campaigns. In doing so, the Company will continue to utilize the same successful direct sales strategy it has used, in the past, to develop these new sales channels. Tradeshow plans to develop these new sales channels, to increase sales in busy markets within Canada and the continental United States with the intent to brand and sell the same type of products that it currently sells at trade show venues and in other sales channels.

The Company's e-commerce websites allows it to (1) target a broader customer base with lower price items; (2) promote sales and increase product branding through Internet advertising; (3) cross sell products featured in other sales channels.

#### *Tradeshow's e-Commerce*

The Company has e-Commerce related websites located at [www.g-spout.com](http://www.g-spout.com), [www.ultimatesqueegee.com](http://www.ultimatesqueegee.com), [www.ontvco.com](http://www.ontvco.com) and [www.tsho.com](http://www.tsho.com). The Company's e-Commerce websites feature a mix of the consumer products that the Company sells through its various sales channels. The e-Commerce websites allow the Company to target a broader customer base and to complement our marketing and branding initiatives. These websites also provide additional customer education and communication through the hosting of instructional and educational videos, tips & tricks, blog features, and customer comments and feedback features.

#### *Private Label Brands*

As a product development and consumer specialty retail company, one of Tradeshow's goals is to develop proprietary and private label products that have mass appeal at popular price points. As part of this goal, the Company intends to source products that it can affix private labels to and distribute under the Company name, to ensure better quality and higher profits for the Company.

Tradeshow's philosophy is to develop and sell products that are quality-manufactured to our specifications. To execute its planned strategy, the Company will engage the services of industry experts who can source and supply products that Tradeshow can market as "private label", that is, products to which the Company can affix its own brand labels. The Company plans to utilize said "experts" to advise the Company about how to obtain the best combination of price and quality for the proposed private label branded products. The Company is currently investigating and qualifying the manufacturing details for a number of private label products that it intends to sell in the coming months.

The Company believes that addition of private label brands is a direct way to improve product offerings and increase bottom line revenues. Management believes that many organizations with business plans that are similar to the Company's disregarded this important and potentially profitable strategy of the merchandising and direct sell

process. Management believes that private label merchandise offers greater pricing power, which can be diminished by lower sales margins typically available from highly popular and competitively priced products.

#### *Competitive Business Conditions and Competitors*

The direct sales market is a new and rapidly evolving market, and therefore intensely competitive. Management expects to face stiff competition in every product category. Barriers to entry are minimal and current and new competitors, who may have greater expertise and greater resources, can start competitive business operations at a relatively low cost.

Management potentially will compete with a variety of competitors, including the following:

- Traditional retailers of proprietary and private label products for the home and office environments, who may compete with both an online and offline presence;
- Manufacturers of proprietary and private label products for the home and office environments that decide to sell directly to end-customers, either through physical retail outlets or through an online store;
- Other online retailers of proprietary and private label products for the home and office environments, including online service providers that feature shopping services; and
- The catalog, direct mail and multi-level marketing retailers of proprietary and private label products for the home and office environments.

Management believes that the following are the principal competitive factors in the Company's proposed market: brand recognition; selection; convenience; order delivery performance; customer service; site features, content; price and quality.

Many potential competitors can devote substantially more resources to business development than can the Company. In addition, larger, well-established and well-financed entities may acquire, invest in or form joint ventures with other competitors.

Certain of the Company's competitors may be able to secure products from vendors on more favorable terms, fulfill customer orders more efficiently and adopt more aggressive pricing or inventory availability policies than can the Company.

Given the fact that the Company has a limited operating history, many of the Company's competitors have significantly greater experience in the retail of proprietary and private label products for the home and office environments.

The Company's online competitors are particularly able to use the Internet as a marketing medium to reach significant numbers of potential customers. Finally, new technologies and the expansion of existing technologies, such as price comparison programs that select specific titles from a variety of websites may direct customers to competitor sites.

#### *Principal Suppliers*

Tradeshaw features specialty products that it sources from multiple suppliers and wholesalers. Tradeshaw does not principally rely on one supplier or wholesaler to source its products. Rather, the Company sources product from different suppliers whenever possible and reasonable. Tradeshaw's strategy is to purchase products from different name brand suppliers who manufacturer or contract out the manufacture of their own products to ensure quality and a wide variety of product choice.

Tradeshaw has a history of selling products from these suppliers. The Company's objective is to continue to acquire products that are both contemporary and popular, via its network of wholesalers and exclusive distributors, and resell them at competitive prices with the intent to generate a profit.

The Company obtains its products from brand suppliers and a network of distributors, manufacturers, brokers and wholesalers. Management's efforts are ongoing to expand the number of direct relationships with manufacturers, suppliers, brokers, distributors and wholesalers in all relevant product categories.

Although the Company sources and buys product from more than one supplier, it still relies on a finite number of suppliers to make the products it sells at its request and on relatively short notice. As such, the supply chain is potentially subject to disruptions, which could cause a cessation in its business. Delays and disruptions due to supply problems could impair the Company's ability to satisfy customers, generate revenue and conduct its business.

For the products that the Company does not have exclusive rights, it faces competition and is potentially vulnerable to supply shortages. Tradeshow's inability to hold sole or exclusive distribution rights for those products could potentially lead to supply shortages and could impair its ability to satisfy customer orders, generate revenue and conduct business.

Tradeshow does not directly manufacture any of the products that the Company sells, and as such the Company does not need to purchase raw materials for the manufacture of the products it sells but depends on manufacturers to stock the products that it sells.

#### *Customers*

Tradeshow sells products to a growing and diversified range of clientele. As such, Tradeshow is not sensitive to the loss of a few customers or any one specific customer; yet, the Company continually strives to establish strong customer relations and complete client satisfaction. As a part of its long-term business strategy, the Company plans to execute a comprehensive marketing and sales strategy so that it may continue to build its client base and grow revenues. (see "Marketing Strategy" above).

Tradeshow acknowledges that its success is substantially dependent on the establishment of new customers and the growth of its customer base. Accordingly, the Company recognizes that its ability to attract new customers will depend on a variety of factors, including the quality and affordability of the products and services offered, as well as its ability to effectively market products and services. If it fails to increase its customer base and generate repeat and expanded business from current customers, business and operating results would be seriously harmed.

#### *Trademarks, Copyrights, Patents*

Management has engaged trademark, copyright and patent experts and attorneys regarding existing products and products it intends to develop. The Company recognizes that the legal protection afforded by a copyright or registered trademark is limited. Despite efforts to protect its proprietary rights, unauthorized parties may attempt to copy aspects of products or to obtain and use proprietary information. Litigation may be necessary to enforce its intellectual property rights, to protect trade secrets and to determine the validity and scope of the proprietary rights of others. Such litigation could result in substantial costs and diversion of resources and could significantly harm business and operating results.

In September 2010, the Company was notified that the patent applications filed by the inventor of the g-Spout had been accepted and issued by the United States Patent and Trademark Office. The patents are assigned to the inventor of the g-Spout and licensed exclusively to Tradeshow under the existing marketing, distribution and license agreement. Pursuant to the agreement, the Company is advancing international patent applications on behalf of the inventor of the g-Spout, currently in progress in 7 foreign jurisdictions.

#### *Governmental Approval*

At present, Tradeshow does not need to obtain governmental approval to market and sell products, including the Company's plan to sell products at trade shows, mall and over the Internet. Trade show marketing and sales, direct response sales, and e-Commerce and Internet retail are not government regulated industries, but is subject to the laws and regulations generally applicable to businesses and directly applicable to offline and online commerce. Notably, Tradeshow promotes best practices and ethical business conduct in relation to the Company's corporate culture and its day-to-day operations.

The Company initiates sales via e-Commerce Internet sites, and as Internet use for commerce gains popularity, it is possible that a number of laws and regulations may be adopted with respect to the Internet, which may cover issues such as user privacy, freedom of expression, pricing, content and quality of products and services, taxation, advertising, intellectual property rights and information security. Furthermore, the growth of online commerce may prompt calls for more stringent consumer protection laws.

Management does not contemplate providing personal information regarding the Company's customers to third parties. However, the adoption of additional consumer protection laws could create uncertainty in Web usage and reduce the demand for the Company's products and services.

Management is not certain how its business may be affected by the application of existing laws governing issues such as property ownership, copyrights, encryption and other intellectual property issues, taxation, libel and export or import matters. The vast majority of these laws were adopted prior to the advent of the Internet. As a result, they do not contemplate or address the unique issues of the Internet and related technologies. Changes in laws that are intended to address these issues could create uncertainty in the Internet market place. This uncertainty could reduce demand for the Company's services or its cost of doing business may increase as a result of litigation costs or increased service delivery costs.

In addition, because the Company's products are intended to be made available over the Internet in multiple states and foreign countries, other jurisdictions may claim that the Company is required to qualify to do business in that state or foreign country. The Company's failure to qualify in a jurisdiction where it is required to do so could subject it to taxes and penalties. It could also hamper the Company's ability to enforce contracts in these jurisdictions. The application of laws or regulations from jurisdictions whose laws do not currently apply to the business could have a material adverse effect on the business, results of operations and financial condition.

#### **Item X. The Nature and Extent of Issuer's Facilities**

In March of 2010, the Company entered into a lease agreement for office space. As of May 31, 2010, monthly rent expense is \$2,398 plus variable costs and taxes. The lease term is through August 2011.

### **PART D Management Structure and Financial Information**

#### **Item XI Executive Officers, Board Members, and Control Persons.**

##### *Officer and Director*

Our Chief Executive Officer and sole member of our Board of Directors is Luniel de Beer. His office is located at 2018 156<sup>th</sup> Avenue NE, Bellevue WA 98007. Mr. De Beer is a talented and accomplished Senior Executive and Corporate Officer with proven ability to lead consumer commerce and technology operations. With international governance experience as President, CEO, Chairman, and Board Director, among others, he is adept at overseeing corporate operations, P&L ownership, budgeting, product management, and process improvement functions. His background includes establishing and directing companies as well as working for Fortune 100, 500, and 1000 organizations. He also boasts a consistent record of senior leadership, personnel motivation, fostering innovation, controlling costs, leading technology development and implementations, and facilitating profit growth through the effective alignment of business operations.

- From 2004 to 2005, Mr. De Beer worked as Production Operations Manager at EKARIA LLP, where he managed production operations for a company specializing in providing software development and project management services for American Express; oversaw daily operations of Corporate Procurement and Membership Rewards eCommerce solution areas; and directed development of tools, frameworks, and portions of American Express' corporate procurement solution
- In 2007, he worked as Product Manager & Senior Software Development Manager for InfoSpace, Inc., where he managed the content and development of their local search and switchboard.com products; created product roadmaps, features, and improvements; and managed software development and customization projects until they were acquired by Idearc Media
- From 2007 to 2008, he worked as Product Manager & Senior Software Development Manager for Idearc Media, where he directed development of their local search and Internet Yellow Pages websites; supported switchboard.com (acquired by Idearc from InfoSpace); and oversaw product roadmap, feature development, automation, quality, and project management functions for the framework that supported management of >114 million business, residential, and advertisement records
- From 2005 to 2007, he was our company's Chief Technology Officer, during which time he designed, built, and directed our company's eCommerce division; directed all technology operations; was actively involved

in business strategy development and execution, product development, business development, sales engineering, and order fulfillment; and oversaw IT strategy design, quality, software development, sourcing, off-shoring, technology budgets, recruiting, IT infrastructure, customer support, online marketing, email marketing, and SEO/SEM

- From 2007 to present, he has been our company's Chief Executive Officer

Mr. De Beer's employment agreement, which commenced on July 1, 2008, allows for an annual salary of \$132,000, with annual increases. Additionally, upon attainment of certain sales goals, there are provisions for bonus payments. In addition to his annual salary, Mr. De Beer receives 100,000 shares per year for his services as an officer and board member. Mr. De Beer is the owner of 605,440 shares of the Company's common stock, which includes 100,000 shares issued to him in August 2010 pursuant to his employment agreement.

#### *Legal and Disciplinary History*

At no time have there been any legal or disciplinary actions against the officer and director of the Company.

#### *Disclosure of Family Relationships*

Not applicable.

#### *Disclosure of Related Party Transactions*

During the years ended May 31, 2010 and 2009 shareholders have provided short-term loans to the Company. The loans are non-interest bearing and are due on demand. At May 31, 2010 and 2009 there were loans payable-related party of \$110,929 and \$107,529. During the years ended May 31, 2010 and 2009 the shareholders made cash advances to the Company of \$41,459 and \$8,557. During the same periods, there were repayments made to the shareholders in cash of \$38,059 and \$666, respectively. These advances are considered short-term in nature and did not bear interest. Additionally, an entity under the control of a related party has provided services to and paid for operating expenses on behalf of the Company. At May 31, 2010, included in Accounts Payable is \$47,941 due to the related party in relation to the aforementioned services and expenses.

#### *Disclosure of Conflicts of Interest*

We are not aware of any conflicts of interest.

**Item XII Financial Information for the Fiscal Years Ended May 31, 2010 and 2009**

**The Tradeshow Marketing Company Ltd.**

**Unaudited Balance Sheets**

	May 31, 2010	May 31, 2009
<b><u>ASSETS</u></b>		
Current Assets		
Cash and Cash Equivalents.....	\$ 700,540	\$ 100
Accounts receivable.....	172	-
Prepaid expenses.....	96,206	-
Inventory.....	25,518	-
Other current assets.....	4,600	-
Advance royalty payments.....	10,000	-
Total Current Assets.....	<u>837,036</u>	<u>100</u>
Furniture & Equipment - Net.....	<u>16,729</u>	<u>-</u>
Intangible Assets		
Patent.....	47,397	-
Website Development.....	40,364	-
Total Intangible Assets.....	<u>87,761</u>	<u>-</u>
Total Assets.....	<u>\$ 941,526</u>	<u>\$ 100</u>
<b><u>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</u></b>		
Liabilities		
Accounts Payable.....	\$ 159,606	\$ 41,620
Accrued Liabilities.....	136,105	91,053
Accrued Wages-Related Party.....	265,500	122,500
Loan Payable - Related Party.....	110,929	107,529
Total Current Liabilities.....	<u>672,140</u>	<u>362,702</u>
Total Liabilities.....	<u>672,140</u>	<u>362,702</u>
Stockholders' Equity		
Common Stock, authorized 500,000,000 shares, par value \$0.0001, 24,398,172 and 23,202,809, shares issued and outstanding at May 31, 2010 and 2009, respectively....	2,446	2,327
Paid in Capital.....	3,243,026	1,997,145
Accumulated Deficit.....	(2,976,086)	(2,362,074)
Total Stockholders' Equity (Deficit).....	<u>269,386</u>	<u>(362,602)</u>
Total Liabilities and Stockholders' Equity.....	<u>\$ 941,526</u>	<u>\$ 100</u>

**The Tradeshow Marketing Company Ltd.**  
**Unaudited Statements of Operations**

	May 31, 2010	May 31, 2009
	<u>          </u>	<u>          </u>
Revenue.....	\$ 32,085	\$ 65,760
Cost of Sales.....	<u>94,016</u>	<u>49,731</u>
Gross Profit.....	(61,931)	16,029
General and Administrative Expenses.....	<u>552,197</u>	<u>265,109</u>
Net loss from operations.....	(614,128)	(249,080)
Interest income (expense).....	116	(300)
Provision for income taxes.....	<u>-</u>	<u>-</u>
Net Loss.....	<u>\$ (614,012)</u>	<u>\$ (249,380)</u>
Basic and Diluted loss per share.....	<u>\$ (0.03)</u>	<u>\$ (0.01)</u>
Basic and Diluted weighted average common shares outstanding.....	<u>23,539,568</u>	<u>23,143,905</u>

**The Tradeshow Marketing Company Ltd.**  
**Unaudited Statement of Changes in Shareholders' Equity (Deficit)**

	Common Stock		Paid in Capital	Accumulated Deficit	Total Equity (Deficit)
	Shares	Amount			
<b>Balance, May 31, 2008</b> .....	23,102,809	2,317	1,992,155	(2,112,694)	(118,222)
Shares issued for services.....	100,000	10	4,990	-	5,000
Net Loss.....	-	-	-	(249,380)	(249,380)
<b>Balance, May 31, 2009</b> .....	23,202,809	\$ 2,327	\$ 1,997,145	\$ (2,362,074)	\$ (362,602)
Shares issued for services.....	94,445	9	45,991	-	46,000
Sale of common stock.....	1,100,918	110	1,199,890	-	1,200,000
Net Loss.....	-	-	-	(614,012)	(614,012)
<b>Balance, May 31, 2010</b> .....	<u>24,398,172</u>	<u>\$ 2,446</u>	<u>\$ 3,243,026</u>	<u>\$ (2,976,086)</u>	<u>\$ 269,386</u>

**The Tradeshow Marketing Company Ltd.**  
**Unaudited Statements of Cash Flows**

	May 31, 2010	May 31, 2009
<b>Operating Activities</b>		
Net Loss .....	\$ (614,012)	\$ (249,380)
Adjustments to reconcile net loss to net cash used in operating activities		
Stock issued for services .....	46,000	5,000
Depreciation / Amortization Expense .....	2,407	6,839
Loss on disposal of fixed assets .....	-	27,450
<b>Changes in Assets and Liabilities</b>		
Accounts receivable .....	(172)	2,550
Inventory .....	(25,518)	17,691
Prepaid expenses .....	(96,206)	-
Due from related party .....	-	13,025
Other assets .....	(4,600)	-
Accounts payable .....	107,986	32,856
Accrued wages-related party .....	143,000	122,500
Accrued liabilities .....	45,052	1,250
Net Cash Provided (Used) by Operating Activities .....	(396,063)	(20,219)
<b>Investment Activities</b>		
Proceeds from sale of fixed assets .....	-	4,184
Disbursements for patents and intangible assets .....	(87,761)	-
Purchase of Property and Equipment .....	(19,136)	-
Net Cash Provided (Used) by Investing Activities .....	(106,897)	4,184
<b>Financing Activities</b>		
Proceeds from loan payable-related party .....	41,459	8,557
Repayment of loan payable-related party .....	(38,059)	(666)
Proceeds from sale of common stock .....	1,200,000	-
Cash Provided by Financing Activities .....	1,203,400	7,891
Net Increase (Decrease) in Cash .....	700,440	(8,144)
Cash, Beginning of Period .....	100	8,244
Cash, End of Period .....	\$ 700,540	\$ 100
<b>Supplementary cash flow information</b>		
Cash paid for interest .....	\$ -	\$ -
Cash paid for taxes .....	\$ -	\$ -
Non Cash Transactions .....	\$ -	\$ -

**THE TRADESHOW MARKETING COMPANY LTD.  
NOTES TO UNAUDITED FINANCIAL STATEMENTS**

**NOTE 1. GENERAL ORGANIZATION AND BUSINESS**

The Tradeshow Marketing Company Ltd. (the Company) was organized in the state of Nevada on December 3, 2003. The Company was formed to market specialty products at trade shows, infomercials, specialty product shops and kiosks in malls.

On August 31, 2005, the Company purchased the inventory and executed a sublease agreement with two small retail stores in the Arrowhead and Paradise Valley Malls in Phoenix, Arizona.

On March 15, 2007 the Company organized the Sandstrom OnTV Company (Sandstrom) as a wholly-own subsidiary. Sandstrom was organized to sell unit franchises to operate retail stores under the tradename "Sandstrom OnTV."

In March, 2008, the Company determined that it was in the best interest of the shareholders to discontinue pursuing franchise sales, and the Board of Directors elected to spin off the subsidiary Sandstrom OnTV Company to its shareholders. In relation to the spin-off, Sandstrom agreed to repay \$150,000 of the amount that had previously been advanced by the Company to Sandstrom, and the Company all outstanding amounts due from Sandstrom and assumed all of Sandstrom's outstanding liabilities.

During Fiscal Year 2009, the Company closed their retail outlets and determined that it was in the best interest of shareholders to focus on trade shows and infomercials.

The Company's current focus is on the development and distribution of a wide range of consumer products through marketing and direct sales.

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES**

The relevant accounting policies and procedures are listed below.

**Accounting Basis**

The statements were prepared following generally accepted accounting principles of the United States of America consistently applied.

**Cash and Cash Equivalents**

Cash and cash equivalents consist of cash and deposits in transit.

**Dividends**

The Company has not yet adopted any policy regarding payment of dividends. No dividends have been paid during the periods shown.

**Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

## **Inventory**

The Company inventories finished products it has purchased for resale. Inventory is carried at the lower of cost or market and is reviewed for obsolescence and slow moving items. A reserve is recorded if deemed necessary. During September 2008, the Company wrote off inventory in the amount of \$37,921 in relation to the abandonment of their retail outlets. This is included as part of cost of sales for the year ended May 31, 2009. Management has reviewed the current value of inventory and determined that no reserve was necessary at May 31, 2010.

## **Revenue Recognition and Accounts Receivable**

Revenues from sales are recognized at the time of shipment for direct response sales and at the time of sale for direct sales. All the sales for the Company are on a point of sale basis. No warranties are expressed or offered on any goods except that of the manufacturer, which they support directly.

Accounts receivable represent amounts due on sales paid through credit card transactions, and are generally collected within two days following the transaction. As such, no allowance has been recorded for uncollectible receivables.

## **Advertising Expense**

The Company has entered into advertising and media agreements. The Company expenses advertising costs related to broadcasting and other period expenses as incurred. Costs which are directly related to the production of our Direct Response advertising campaign are deferred until the first airing of the commercial. The Company has recorded advertising expense of approximately \$159,800 for the year ended May 31, 2010. There were no similar expenses for the year ended May 31, 2009. These amounts are included in general and administrative expenses at May 31, 2010. Included in Prepaid Expenses at May 31, 2010 is \$52,164 for related to the production of an infomercial and media costs.

## **Income Taxes**

The provision for income taxes is the total of the current taxes payable and the net of the change in the deferred income taxes. Provision is made for the deferred income taxes where differences exist between the period in which transactions affect current taxable income and the period in which they enter into the determination of net income in the financial statements.

## **Property and Equipment**

Property and Equipment are stated at cost. Depreciation is computed using the straight-line method over the assets useful lives, generally 3 year to 7 years. Maintenance and repairs are charged to expense as incurred. Expenditures that increase the value of assets are capitalized. When property and equipment are retired, sold, or otherwise disposed of, the asset's carrying amount and related accumulated depreciation are removed from the accounts and any gain or loss is included in operations.

## **Impairment of Intangible Assets**

The Company evaluates the recoverability of identifiable intangible assets whenever events or changes in circumstances indicate that an intangible asset's carrying amount may not be recoverable. Such circumstances could include, but are not limited to (1) a significant decrease in the market value of an asset, (2) a significant adverse change in the extent or manner in which an asset is used, or (3) an accumulation of costs significantly in excess of the amount originally expected for the acquisition of an asset. The Company measures the carrying amount of the asset against the estimated undiscounted future cash flows associated with it. Should the sum of the expected future net cash flows be less than the carrying value of the asset being evaluated, an impairment loss would be recognized. The impairment loss would be calculated as the amount by which the carrying value of the asset exceeds its fair value. The fair value is measured based on quoted market prices, if available. If quoted market prices are not available, the estimate of fair value is based on various valuation techniques, including the discounted value of estimated future cash flows. The evaluation of asset impairment requires the Company to make assumptions about future cash flows over the life of the

asset being evaluated. These assumptions require significant judgment and actual results may differ from assumed and estimated amounts.

### **Patents and Trademarks**

Patents and trademarks are initially measured based on their fair values. Patents and trademarks are being on a straight-line basis over a period of 10 years and are stated net of accumulated amortization of nil at May 31, 2010.

### **Website Development Costs**

Website development costs are capitalized when there is a probable and identifiable future economic benefit associated with the website. Costs associated with hosting and maintenance are expensed when incurred. Website development costs are amortized over a period of three years. At May 31, 2010 and 2009 there has not yet been any amortization expense recorded as the websites were launched in late May 2010.

### **Financial Instruments**

ASC 820, "*Fair Value Measurements*" and ASC 825, *Financial Instruments*, requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. It establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. It prioritizes the inputs into three levels that may be used to measure fair value:

#### *Level 1*

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

#### *Level 2*

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

#### *Level 3*

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The Company's financial instruments consist principally of cash, accounts payable, and amounts due to related parties. Pursuant to ASC 820 and ASC 825, the fair value of our cash is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. We believe that the recorded values of all of our other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

### **Earnings per Share (EPS)**

The basic earnings (loss) per share are calculated by dividing the Company's net income available to common shareholders by the weighted average number of common shares during the year. The diluted earnings (loss) per share are calculated by dividing the Company's net income (loss) available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted as of the first of the year for any potentially dilutive debt or equity.

The Company has not issued any options or warrants since inception, or other dilutive securities.

**NOTE 3. INTANGIBLE ASSETS**

At May 31, 2010 Intangible assets subject to amortization consist of the following:

	Year Ended May 31, 2010	Year Ended May 31, 2009
Patents	\$ 47,397	\$ -
Website Development	40,364	-
	87,761	-
Accumulated Amortization	-	-
Net Intangible Assets	\$ 87,761	\$ -

Estimated amortization expense for each of the five succeeding fiscal years is as follows:

Year Ended	Amount
2011	\$ 18,194
2012	\$ 18,194
2013	\$ 18,194
2014	\$ 4,740
2015	\$ 4,740

**NOTE 4. STOCKHOLDERS' EQUITY****Common Stock**

The Company has authorized 500,000,000 common shares with a \$0.0001 par value. At the year ended May 31, 2009 the Company had 23,202,309 common shares issued and outstanding. At May 31, 2010 there were 24,398,172 common shares outstanding.

On March 1, 2010, the Company issued 1,100,918 shares in a private placement. The Company received net proceeds of \$1,200,000 from the private placement. The shares were issued to 2 non-U.S. persons (as that term is defined in Regulation S of the Securities Act of 1933, as amended (the "Securities Act")) in an offshore transaction relying on Regulation S and/or Section 4(2) of the Securities Act. None of the securities offered or sold under the private placement have been or will be registered under the Securities Act, and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act. Each of the securities issued are "restricted security" under the Securities Act and are subject to a hold period under applicable US securities laws.

The Company has committed to issuing 109,139 for services rendered. At May 31, 2010, there was \$42,000 included in accrued liabilities related to the aforementioned services.

During the year ended May 31, 2009, the Company issued 100,000 to our Chief Executive Officer for his services as an officer and director. The shares were valued at \$.05 per share.

**NOTE 5. RELATED PARTY TRANSACTIONS**

During the years ended May 31, 2010 and 2009 our President and Chief Executive Officer has provided short-term loans to the Company. The loans are non-interest bearing and are due on demand. At May 31, 2010 and 2009 there were loans payable-related party of \$110,929 and \$107,259. Additionally at May 31, 2010, there was \$47,941 included in accounts payable due to an entity under the control of our president.

In July 2008 the Company entered into a consulting agreement with an individual to provide the services of Chief Executive and President of the Company. The agreement has a three year term, which may be extended with the consent of both parties. Pursuant to the terms of the agreement, the Company has agreed to pay the individual an annual salary of \$132,000 per year for the first year, \$144,000 for the second year, and \$156,000 for the third year. Additionally, the terms of the agreement have a provision for an annual cash bonus based on increased revenues and pre-tax profits as follows: a cash bonus for each fiscal year during the term of Executive's employment equal to the sum of the following: i) .25% of the first \$3 million of increased consolidated revenues of TSHO over consolidated revenues of the prior fiscal year; ii) 1.5% of any additional increased consolidated revenues exceeding \$3 million over consolidated revenues of the prior fiscal year; iii) .25% of the first \$3 million of pre-tax income; iv) 1.5% of the any additional pre-tax income in excess of \$ 3 million.

**NOTE 6. PROVISION FOR INCOME TAXES**

The asset and liability approach is used to account for income taxes. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect when these differences are expected to reverse.

Deferred tax assets are reduced by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. No provision for income taxes has been recorded due to the net operating loss carry forward of \$2,976,086 as of May 31, 2010, that can be offset against further taxable income. No tax benefit has been reported in the financial statements.

The Company has established a valuation allowance equal to the full amount of the deferred tax assets due to the uncertainty in the utilization of the net operating loss Carryforwards.

The effective rate is lower than the statutory rate due to the net operating losses.

The Company has incurred losses that can be carried forward to offset future earnings if conditions of the Internal Revenue Codes are met. Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carryforwards for Federal income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carryforwards may be limited as to use in future years. These losses are as follows:

<u>Year</u>	<u>Amount</u>	<u>Expiration</u>
2004	\$ 29,058	2024
2005	58,941	2025
2006	361,973	2026
2007	546,571	2027
2008	1,116,151	2028
2009	249,380	2029
2010	614,012	2030
Total	<u>\$ 2,976,086</u>	

**NOTE 7. COMMITMENTS:**

**Exclusive Marketing Distribution and License Agreement**

In April 2010, the Company entered into an Exclusive Marketing, Distribution and License Agreement (“Agreement”) with JB & GJ Archer Inc. (“Licensor”) whereby the Company was granted the right to be the exclusive distributor of the g-Spout liquid pouring device (“Product”). The Company also obtained the right to advertise, market, promote, and sell the Product, alone and in conjunction with up-sells, cross-sells, etc. in all manner of media and all channels of trade and distribution; the right to use intellectual property, the right to

sublicense, the right to manufacture, and develop and make modifications as deemed desirable or appropriate in order to effectively and economically promote the Product.

The initial term of the agreement is for a period of one year with an automatic renewal for additional successive one year periods so long as the Company has met minimum volume requirements or if not meet, has made royalty payments as if such minimum quantity has been sold. The Licensor may not terminate the agreement unless the Company has defaulted on the on the minimum volume or royalty payments based on the minimum. The Company may terminate the agreement at the end of any term by notifying the Licensor at least 30 days prior to the end of the then current term.

For purposes of this agreement, minimum volume requirements in the initial term shall mean a sales volume of 800,000 units. For any successive term, the minimum sales volume is 2 million units. Sales volume made in excess of the requirement in one term will carry forward and apply to the following year's total.

As consideration for the aforementioned agreement, the Company has agreed to pay the Licensor the sum of \$10,000 per month commencing on May 1, 2010 and ending on the earlier of (i) the last day of the Initial Term or (ii) the termination of the this agreement as a recoupable advance on royalties. Subsequent to the Initial Term royalty payments will be based on a units sold basis and will be due within thirty days of the end of the calendar month in which the royalties were earned.

### **Operating Lease**

During March 2010, the Company entered into a renewable lease agreement for office space. The initial term of the agreement is through August 2011. The renewal rate is at the then prevailing market rate.

A schedule of future minimum payments due under the lease is as follows:

<u>Year Ended</u>	<u>Amount</u>
2011	\$ 27,108
2012	\$ 6,777
2013	\$ -
2014	\$ -
2015	\$ -

### **NOTE 8. GOING CONCERN**

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has an accumulated deficit of \$2,976,086 and working capital of \$164,896. The working capital available at May 31, 2010 may not be sufficient to fund our operations for the next twelve months. This raises substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from this uncertainty.

If the Company is unable to generate cash flows from operations sufficient to fund our operations, Management's plan is to continue to seek funding from its shareholders and other qualified investors to pursue its business plan which includes focusing on sales through direct response advertising, developing specialty retail products, and developing product infomercials. There can be no certainty that management will be successful in its plans.

### **NOTE 9. ACCOUNTING DEVELOPMENTS**

The Company has adopted FASB ASC 820-10, *Fair Value Measurements and Disclosures – Overall* (“ASC 820-10”) with respect to its financial assets and liabilities. In February 2008, the FASB issued updated guidance related to fair value measurements, which is included in the Codification in ASC 820-10-55, *Fair Value Measurements and Disclosures – Overall – Implementation Guidance and Illustrations*. The updated guidance provided a one year deferral of the effective date of ASC 820-10 for non-financial assets and non-financial liabilities, except those that are recognized or disclosed in the financial statements at fair value at least annually. Therefore, the Company adopted the provisions of ASC 820-10 for non-financial assets and non-financial

liabilities effective June 1, 2009, and such adoption did not have a material impact on the Company's consolidated results of operations, financial condition or liquidity. Effective April 1, 2009, the Company adopted FASB ASC 825-10-65, *Financial Instruments – Overall – Transition and Open Effective Date Information* ("ASC 825-10-65"). ASC 825-10-65 amends ASC 825-10 to require disclosures about fair value of financial instruments in interim financial statements as well as in annual financial statements and also amends ASC 270-10, *Presentation – Interim Reporting – Overall*, to require those disclosures in all interim financial statements. The adoption of ASC 825-10-65 did not have a material impact on the Company's results of operations, financial position or liquidity.

Effective April 1, 2009, the Company adopted FASB ASC 320-10-65, *Investments – Debt and Equity Securities – Overall – Transition and Open Effective Date Information* ("ASC 320-10-65). ASC 320-10-65 amends the other-than-temporary impairment guidance in U.S. GAAP to make the guidance more operational and to improve the presentation of other-than-temporary impairments in the financial statements. The adoption ASC 320-10-65 did not have a material impact on the Company's results of operations, financial position or liquidity.

Effective July 1, 2009, the Company adopted FASB ASU No. 2009-05, *Fair Value Measurements and Disclosures (Topic 820)* ("ASU 2009-05"). ASU 2009-05 provided amendments to ASC 820-10, *Fair Value Measurements and Disclosures – Overall*, for the fair value measurement of liabilities. ASU 2009-05 provides clarification that in circumstances in which a quoted price in an active market for the identical liability is not available, a reporting entity is required to measure fair value using certain techniques. ASU 2009-05 also clarifies that when estimating the fair value of a liability, a reporting entity is not required to include a separate input or adjustment to other inputs relating to the existence of a restriction that prevents the transfer of a liability. ASU 2009-05 also clarifies that both a quoted price in an active market for the identical liability at the measurement date and the quoted price for the identical liability when traded as an asset in an active market when no adjustments to the quoted price of the asset are required are Level 1 fair value measurements. Adoption of ASU 2009-05 did not have a material impact on the Company's results of operations, financial position or liquidity.

In April 2009, the FASB issued updated guidance relating to intangible asset valuation, which is included in the Codification in ASC 350-30-55, *General Intangibles Other Than Goodwill – Implementation* ("ASC 350-30-55"). ASC 350-30-55 amends ASC 350-30, *Intangibles – Goodwill and Other*, to identify the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset. ASC 350-30-55 is effective for fiscal years beginning after December 31, 2008. The Company adopted the amendment to ASC 350-30 effective June 1, 2009, and such amendment did not have a material effect on the Company's results of operations, financial position or liquidity.

Effective November 1, 2009, the Company adopted FASB ASC 855-10, *Subsequent Events – Overall* ("ASC 855-10"). ASC 855-10 establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. It required the disclosure of the date through which an entity has evaluated subsequent events and the basis for that date – that is, whether that date represents the date the financial statements were issued or were available to be issued. This disclosure should alert all users of financial statements that an entity has not evaluated subsequent events after that date in the set of financial statements being presented. In February 2010, the FASB issued ASU 2010-09, *Amendments to Certain Recognition and Disclosure Requirements* ("ASU 2010-09"). ASU 2010-09 amended the guidance on subsequent events to remove the requirement for SEC filers to disclose the date through which an entity has evaluated subsequent events. Adoption of ASC 855-10, as amended, did not have a material impact on the Company's results of operations, financial position or liquidity.

#### **Item XIV Beneficial Owners.**

There are no known individuals or corporations owning more than 5% of the Company's common stock.

#### **Item XV Other Information.**

The Company does not utilize the services of an investment banker, promoter or public relations consultant.

During February 2010, the Company engaged Shelton Group for investor relations services. Contact information for them is as follows:

Shelton Group  
5430 LBJ Freeway, Suite 200  
Dallas, TX 75240  
Main phone: 972-239-5119      Fax: 972-239-2292      Email: [tsho@sheltongroup.com](mailto:tsho@sheltongroup.com)

The Company's legal counsel is Zouvas Law Group P.C. The contact information for them is as follows:

Zouvas Law Group, P.C.  
2368 2nd Avenue, San Diego, CA 92101  
Main phone: 619.688.1116      Fax: 619.688.1716      Email: [lzouvas@zouvaslaw.com](mailto:lzouvas@zouvaslaw.com)

The Company's financial statements have not been audited or reviewed by an outside accountant or auditor.

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

### *Overview*

The Tradeshow Marketing Company Ltd. is a consumer product company focused on the development and distribution of unique products that have broad appeal and improve the lives of consumers. The Company is primarily focused on marketing these unique products through direct to consumer sales channels such as trade and home shows, television and radio infomercials, and e-commerce, which in turn drives consumer awareness and demand that stimulate significant retail interests in the products.

TSHO earns revenue directly from the sale of products that it sources from suppliers. Through May 31, 2010, the Company has generated sales at trade shows, malls and other high traffic consumer venues such as public fairs and exhibitions, television infomercial campaigns, as well as our e-commerce websites.

### *Management's Discussion and Analysis*

Previously, Tradeshow owned and operated two retail stores in Phoenix, Arizona called "As Seen On TV". The stores were located in the Arrowhead Mall and the Paradise Valley Mall in Phoenix. In September 2008, the Company closed both stores, and began focusing their sales efforts at trade shows and through direct marketing via infomercials.

During October 2009, the Company engaged Cesari Direct to launch its first Direct Response advertising campaign through a short form infomercial. Also in October, the Company engaged an artist to appear in the infomercial. The infomercial aired successfully between February 22 and February 28, 2010 for the first week of testing with positive results. An additional test period ran March 2010 through May 2010. The Company is now positioning the product for other specialty retail sales opportunities and evaluating adjustments to the television campaign for a potential re-launch of an advertising campaign.

During December 2009, the Company announced the Ultimate Squeegee™ as a product that it sells via infomercial campaigns. The Ultimate Squeegee is a revolutionary window cleaning tool that combines a window washing cloth and a squeegee into a single, fast, effective, and convenient tool. The product offering also includes a narrower version for smaller windows, as well as an extension pole for hard-to-reach windows.

In relation to its Direct Response campaign, the Company has entered into various agreements with reputable firms to assist in providing inbound teleservices, merchant processing, online marketing, as well as fulfillment and distribution. The Company believes that by outsourcing these functions it will be able to take strategic advantage of the partners' areas of expertise, and in the process, minimize costs while assuring high customer satisfaction and loyalty.

During April 2010, the Company entered into a exclusive marketing distribution and license agreement with JB & GJ Archer Inc. The agreement gives the Company the exclusive right to sell or sub-license the right to sell the g-Spout in domestic and international markets. In May 2010, the Company announced an initial \$100,000 order for the g-Spout from a major catalog distribution customer providing product through a number of branded outlets. From June to August 2010, the Company ran a series of test commercials on television to determine response rates for the g-Spout to television sales. In June 2010, the Company announced an additional \$140,000 wholesale order for the same catalog distribution customer. In August 2010, the customer placed additional orders, bringing the total wholesale orders to approximately \$550,000.

During August 2010, the Company executed a non-binding letter of intent with ARG Manufacturing, Inc. of New Britain, PA, to manufacture and distribute the g-Spout in specified markets. ARG is a U.S.-based provider of domestic and international manufacturing capabilities and distribution services. It is intended that ARG will market, manufacture, and distribute the g-Spout to key mass market and specialty retail outlets in the United States.

### *Results of Operations*

For the year ended May 31, 2010 as compared to the year ended May 31, 2009, the Company recognized an increase in its general and administrative expenses from \$265,109 to \$552,197. During the year ended May 31, 2009, the Company did not incur significant general and administrative expenses as the Company had closed its retail stores, and was refocusing its efforts. During the year ended May 31, 2010, the Company implemented its new focus on bringing products to market through direct response advertising channels, and accordingly, experienced an increase in its general and administrative expenses. Included in general and administrative expenses during the year ended May 31, 2010 was approximately \$160,000 in advertising and marketing costs. There were no similar expenses in the prior year. The Company anticipates that it will continue to incur this type of expense as it directly relates to the revenue generating process. Additionally, the Company incurred professional fees during the year ended May 31, 2010 of approximately \$75,000. Prior year professional fees were approximately \$6,500.

At May 31, 2010, we have working capital of \$164,896 and a history of operating losses. We currently do not have sufficient cash on hand to fund our operations for the next twelve months, however, we believe we will be able to meet our cash requirements over the next twelve months through use of existing cash and cash equivalents, cash flows from operations and additional amounts, as necessary, to be loaned by or invested in us by our stockholders, management or other investors. However, no assurance can be given that we will be able to raise additional capital, when needed or at all, or that such capital, if available, will be on acceptable terms. Nor can we be certain that we will be able to generate revenue sufficient to fund our operations. In the absence of obtaining additional financing or generating sufficient revenue, the Company may be unable to fund its operations. Accordingly, the Company's financial condition could require that the Company seek the protection of applicable reorganization laws in order to avoid or delay actions by third parties, which could materially adversely affect, interrupt or cause the cessation of the Company's operations.

We do not anticipate any disbursements over the next twelve months for product research and development.

We do not expect any significant changes in the number of employees in the next twelve months.

### *Off Balance Sheet Arrangements*

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources that would be material to investors.

## **PART E Issuance History**

### **Item XVII Securities offerings and shares issued for services.**

In January 2009, we issued 100,000 shares of our common stock to our Chief Executive Officer.

In September 2009, we issued 44,445 shares to a vendor for services.

On March 1, 2010, the Company issued 1,100,918 shares in a private placement. The Company received net proceeds of \$1,200,000 from the private placement. The shares were issued to 2 non-U.S. persons (as that term is defined in Regulation S of the Securities Act of 1933, as amended (the "Securities Act")) in an offshore transaction relying on Regulation S and/or Section 4(2) of the Securities Act. None of the securities offered or sold under the private placement have been or will be registered under the Securities Act, and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act. Each of the securities issued are "restricted security" under the Securities Act and are subject to a hold period under applicable US securities laws.

In June 2010, the Company has issued 109,139 for services rendered. At May 31, 2010, there was \$42,000 included in accrued liabilities related to the aforementioned services. In June, 2010, the Company also issued 100,000 shares to its Officer & Director pursuant to his agreement.

Pursuant to an employment agreement dated July 27, 2010, the Company issued 100,000 shares of common stock to an employee as a signing bonus. The shares were valued at \$21,000.

## **PART F Exhibits**

### **Item XVIII Material Contracts**

*Tradeshow Marketing Company Ltd* and *JB & GJ Archer Inc.* a Colorado corporation on April 28, 2010 entered into an exclusive marketing, distribution and license agreement.

JB & GJ Archer Inc. is the owner of exclusive rights to the g-Spout liquid pouring device. Under the agreement, TSHO assumes the ability to market, distribute and sell the product, together with all extensions, improvements, and developments thereof, in the territory and under the conditions set forth in the signed agreement between the parties. TSHO also assumes the ability to advertise, market, promote, exploit, sell and otherwise take economic advantage of the Product in such manner as TSHO in its sole judgment determines is appropriate. This is a one year agreement which automatically renews each year. TSHO has the option to cancel the agreement with 30 days notice. The terms of the agreement are not disclosed due to contractual agreement.

### **Item XIX Articles of Incorporation and Bylaws.**

- A. Our Articles of Incorporation are incorporated by reference to exhibit 3.1 of Form 10-SB 12(B) filed with the Securities and Exchange Commission on January 3, 2006.
- B. Our Bylaws, as amended, are incorporated by reference to exhibit 3.2 of Form 10-SB 12(B) filed with the Securities and Exchange Commission on January 3, 2006.

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

None.

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

I, Luniel de Beer, certify that:

1. I have reviewed this annual disclosure statement of The Tradeshow Marketing Company Ltd.;
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.

10/5/2010

**X** /s/ Luniel de Beer

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Luniel de Beer  
President, CEO, and CFO  
Signed by: Luniel