

## Alternative Reporting Standard:

### Guidelines for Providing Adequate Current Information

OTC Markets Group encourages all issuers of OTC equity securities to make *adequate current information* available to the public markets. OTC Markets Group believes that federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) and Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws, require issuers to provide adequate current public information. With a view to encouraging compliance with these laws, OTC Markets Group has created these Guidelines for Providing Adequate Current Information (“Guidelines”) in order to assist issuers with understanding their disclosure obligations under the Alternative Reporting Standard.<sup>1</sup>

In contrast to securities listed on U.S. stock exchanges, securities may trade in the OTC market whether or not they are registered with the SEC. There are three ways that issuers of OTC traded securities provide disclosure to investors:

- SEC Reporting Standard: Issuers may register a class of their securities with the SEC and comply with SEC reporting requirements.
- Alternative Reporting Standard: When SEC registration is not required, issuers generally must make the information publicly available pursuant to Rules 10b-5 and 15c2-11 under the Exchange Act and Rule 144(c)(2) under the Securities Act.
- International Information Standard: As an alternative to the SEC Reporting Standard, Rule 12g3-2(b) under the Exchange Act (“Rule 12g3-2(b)”) permits non-U.S. companies with securities listed on a non-U.S. exchange to make publicly available to U.S. investors in English the same information that is made publicly available in their home countries.

OTC Markets Group believes *adequate current information* **must** be publicly available when an issuer’s securities are quoted by a broker-dealer under the following circumstances:

- At the time of initial quotation in public markets;
- At any time corporate insiders or other affiliates of the issuer are offering, buying or selling the issuer’s securities in the OTC market;
- During any period when a security is the subject of ongoing promotional activities having the effect of encouraging trading of the issuer’s securities in the OTC market;

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<sup>1</sup> This is not legal advice, and OTC Markets Group cannot assure anyone that compliance with our disclosure requirements will satisfy any legal requirements.

- At the time securities initially sold in a private placement become freely tradable in the OTC market; or
- At any time the issuer's securities are quoted on OTCQX or included in the Current Information OTC Market Tier.

Issuers with securities that have qualified for OTCQX International are providing adequate current information because such issuers either (i) have a class of their securities registered with the Securities and Exchange Commission ("SEC") under Section 12(g) of the Exchange Act and are current in their SEC reporting obligations or (ii) are non-U.S. issuers that are exempt from registration pursuant to Rule 12g3-2(b), are current and fully compliant with their obligations thereunder, and have posted the information required to be made publicly available pursuant to Rule 12g3-2(b), in English via the OTC Disclosure and News Service.

These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice.

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## **General Considerations**

An issuer preparing a disclosure statement under the Alternative Reporting Standard shall consider the purpose of adequate disclosure. Current and potential investors in the issuer's securities should be provided with all "material" information ↓ the information available to the issuer necessary for the investor to make a sound investment decision. The disclosure should enable an investor of ordinary intelligence and investment skills to understand the issuer's business and prospects.

The disclosure must therefore present the issuer's business plan and include a full and clear picture of the issuer's assets, facilities, properties, investments, management and other resources, as well as a complete description of how they will be used to make profits. The issuer's business plan should clearly describe the competition, regulatory environment and other risks to the issuer's business, as well as the issuer's plans for confronting these challenges.

It is also important for an investor to understand how the issuer raises capital and treats investors. At a minimum, the issuer must describe the ways it has raised capital by issuing shares in the past – to whom and the amount of consideration involved. The investor should also be provided with market information, including the past price history of any transactions in the issuer's shares.

Finally, the disclosure should use plain English.<sup>2</sup> This means using short sentences, avoiding legal and technical jargon and providing clear descriptions. Your goal, as an issuer, should be to give the investor the information you would wish the investor to supply if your positions were reversed. You don't need to be Shakespeare; you must, though, have a sincere desire to inform.

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<sup>2</sup> For tips, you may wish to consult the SEC's Plain English Handbook, available for free on the SEC's website, at <http://www.sec.gov>.  
OTC Markets Group Inc.  
Guidelines for Providing Adequate Current Information (v 10.0 Updated January 14, 2011)

## **Section One: Issuers' Initial Disclosure Obligations**

*Instructions relating to the preparation of initial disclosure statements:*

Issuers shall prepare a document that responds to each item and sub-item of the Guidelines with information current as of the issuer's most recent fiscal quarter or year end and shall include in its response to a particular item (i) whether a particular item is not applicable or unavailable and (ii) the reason it is not applicable or unavailable. The disclosure statement shall be provided in the format set forth below.

Issuers may incorporate by reference financial statements and other exhibits that are either posted elsewhere through the OTC Disclosure and News Service or on the SEC's EDGAR system, or are attached to the issuer's disclosure statement, as long as (i) the incorporated documents are current, (ii) the issuer clearly explains where the incorporated documents can be found, and (iii) the issuer provides a clear cross-reference to the specific location where the information requested by any particular item can be found in the incorporated documents.

The initial disclosure statement shall be published through the OTC Disclosure and News Service under the report name of "*Initial Company Information and Disclosure Statement.*"

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

#### **Item 1      The exact name of the issuer and its predecessor (if any).**

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

***The Evermedia Group, Inc.  
(f/k/a Dynamic Media Holdings, Inc. until 02-09, f/k/a JenaNet.Com, Inc. until 08-07)***

#### **Item 2      The address of the issuer's principal executive offices.**

In answering this item, please also provide (i) the telephone and fax number of the issuer's principal executive offices, (ii) if applicable, the URL of each website maintained by or on behalf of the issuer, and (iii) if applicable, the name, phone number, email address, and mailing address of the person responsible for the issuer's investor relations.

***60 State St, 7<sup>th</sup> Floor Boston, MA 02109***

***(i)      Phone: (617) 878-2058, No Fax***

***(ii) www.biiometrix.com***

***(iii) Briggs Smith, Investor Relations***

1607 Oak Arbor Lane, Valrico, FL 33596  
(813) 438-5225

**Item 3 The jurisdiction(s) and date of the issuer's incorporation or organization.**

Provide the issuer's jurisdiction(s) of incorporation or jurisdiction(s) of organization (if the issuer is not a corporation) and the date on which it was incorporated or organized.

***Nevada, August 2007***

**Part B Share Structure**

**Item 4 The exact title and class of securities outstanding.**

In answering this item, provide the exact title and class of each class of outstanding securities. In addition, please provide the CUSIP and trading symbol.

***Common Shares: carry all powers, privileges and rights, and the qualifications, limitations or restrictions existing as common stock of the Corporation.***

***The CUSIP number is 300394103, and the trading symbol is EVRM.***

**Item 5 Par or stated value and description of the security.**

- A. *Par or Stated Value.* Provide the par or stated value for each class of outstanding securities.

***Common Stock - \$0.0001 Par Value [Common Shares]  
Convertible Preferred Stock- \$0.0001 Par Value***

- B. *Common or Preferred Stock.*

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

***Each holder of common stock is entitled to one vote for each share owned on all matters voted upon by shareholders, and a majority vote is required for all actions to be taken by shareholders, except that a plurality is required for the election of directors. The common stock has no preemptive rights, no cumulative voting rights, and no redemption, sinking fund, or conversion provisions. Since the holders of common stock do not have cumulative voting rights, holders of more than 50% of the outstanding shares can elect all of our directors, and the holders of the remaining shares by themselves cannot elect any directors. Holders of common stock are entitled to receive dividends, if and when declared by our board of directors, out of funds legally available for such***

***purpose, subject to the dividend and liquidation rights of any preferred stock that may then be outstanding.***

***Dividend Policy: We have never declared or paid any cash dividends on our common stock. We currently intend to retain future earnings, if any, to finance the expansion of our business. As a result, we do not anticipate paying cash dividends on our common shares in the foreseeable future.***

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

***Preferred shares do not provide for a dividend, they carry 15:1 voting rights and do not trade. Preferred Shares carry a conversion of 1:3 (Preferred to Common).***

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

***No material rights attached to common or preferred stockholders. However, to maintain Service Disabled Veteran Owned Small Business (SDVOSB) designation, the company currently maintains, and will continue to maintain in the future, a collective minimum of 52% ownership by Service Disabled Veterans. This is required of all SDVOSB companies.***

***As the Company's current and foreseeable future clients are US government, federal and military agencies, this designation is imperative to the success of the Company.***

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

***Change of control can only be effectuated by the consensus of the principal equity holders of the Company.***

**Item 6      The number of shares or total amount of the securities outstanding for each class of securities authorized.**

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

- (i)***      Period end date; ***December 31st, 2012***
- (ii)***      Number of shares authorized; ***2,000,000,000***
- (iii)***      Number of shares outstanding; ***1,926,618,910***
- (iv)***      Number of Preferred shares outstanding; ***100,000,000***
- (v)***      Freely tradable shares (public float); ***569,357,932***

- (vi) Total number of beneficial shareholders; and **1566**
- (vii) Total number of shareholders of record. **272**

**Item 7 The name and address of the transfer agent\*.**

In answering this item, please also provide the telephone number of the transfer agent, indicate whether or not the transfer agent is registered under the Exchange Act, and state the appropriate regulatory authority of the transfer agent.

\*To be included in OTCQX or the Current Information OTC Market Tier, the issuer's transfer agent *must* be registered under the Exchange Act.

***Interwest Transfer Co., Inc.  
1981 Murray Holladay Road, STE 100  
Salt Lake City, UT 84117***

***POC: Melinda Orth, (801) 272-9295***

***Interwest Transfer is registered under the Exchange Act.***

**Part C Business Information**

**Item 8 The nature of the issuer's business.**

In describing the issuer's business, please provide the following information:

A. **Business Development.** Describe the development of the issuer and material events during the last three years so that a potential investor can clearly understand the history and development of the business. If the issuer has not been in business for three years, provide this information for any predecessor company. This business development description must also include:

1. The form of organization of the issuer (e.g., corporation, partnership, limited liability company, etc.);

***C Corporation***

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

***Our predecessor, Dynamic Media Holdings, filed its Articles of Domestications & Articles of Incorporation with the Nevada Division of Corporations. Name change (The Evermedia Group, Inc.) was filed and accepted February 18, 2009.***

3. the issuer's fiscal year end date;

***December 31st***

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

***None***

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

***Acquisition of Evermedia Biometrics Corporation on March 25, 2009  
Acquisition System Technology Solutions, Inc. on July 12, 2010***

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

***None***

7. any change of control;

***In March 31, 2009 President of Dynamic Media Holdings, Inc. resigned. CEO of The Evermedia Group, Inc. Jonathan Sym appointed by the Board of Directors.***

8. any increase of 10% or more of the same class of outstanding equity securities;

***Aside from the issuance of restricted common stock to the principal owners during the change of control and acquisitions of the related companies, no single increase of 10% or more has been made.***

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

***None***

10. any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board; and

***None***

11. any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.

B. Business of Issuer. Describe the issuer's business so a potential investor can clearly understand it. To the extent material to an understanding of the issuer, please also include the following:

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

<u>Computer Terminal and Other Computer Peripheral Equipment Manufacturing</u>	<u>334118</u>	<u>Biometrics system input device (e.g., retinal scan, iris pattern recognition, hand geometry) manufacturing</u>
<u>Computer Systems Design Services</u>	<u>541512</u>	<u>CAD (computer-aided design) systems integration design services</u>
<u>Other Scientific and Technical Consulting Services</u>	<u>541690</u>	<u>Security consulting services</u>
<u>Electrical Contractors and Other Wiring Installation Contractors</u>	<u>238210</u>	<u>Security and fire system, installation only</u>

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

***The issuer has been in operations prior to and at the time of a change of control on April 1, 2009. The Evermedia Group, Inc. (issuer) is the parent organization of two wholly owned subsidiaries, System Technology Solutions, Inc. (STS) and Evermedia Biometrics Corporation (EBC).***

***STS is a defense contractor providing support services, directly and indirectly, to US federal agencies. Specializing in IT, engineering and logistics, its primary customers are large defense contractors (subcontractors) and the United States government (prime).***

***EBC is a developer of biometric ID management applications using its patented iris algorithms and other technologies to create secure identity authentication solutions for both commercial and government enterprises. It also uses proprietary, patent pending, fingerprint and facial recognition algorithms to develop mobile payment transactions deploying biometrics. It too also provides support services to government activities, primarily as a subcontractor to a prime. It also provides algorithm consulting to commercial IT enterprises.***

3. whether the issuer is or has at any time been a “shell company”;<sup>3</sup>

***The Issuer is not nor has ever been a “shell company”***

*Instruction to paragraph B.3 of Item 8:*

If the issuer discloses that it is or has at any time been a shell company, it must also include the following disclosure on the front page of its disclosure statement in boldface, 12 point type:

4. the names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement;

***Parent: The Evermedia Group, Inc.***

***Subsidiaries: System Technology Solutions, Inc.***

***STS is a defense contractor providing support services, directly and indirectly, to US federal agencies. Specializing in IT, engineering and logistics, its primary customers are large defense contractors (subcontractors) and the United States government (prime).***

***Evermedia Biometrics Corporation***

***EBC is a developer of biometric ID management applications using its patented iris algorithms and other technologies to create secure identity authentication solutions for both commercial and government enterprises. It also uses proprietary, patent pending, fingerprint and facial recognition algorithms to develop mobile payment transactions deploying biometrics.***

***Ownership: Both subsidiaries are wholly owned companies of the parent. Disclosed financial statements include accounting of both***

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<sup>3</sup> For the purpose of this section a “shell company” means an issuer, other than a business combination related shell company, as defined by Securities Act Rule 405, or an asset-backed issuer, as defined by Item 1101(b) of Regulation AB, that has:

(1) No or nominal operations; and

(2) Either:

(A) No or nominal assets;

(B) Assets consisting solely of cash and cash equivalents; or

(C) Assets consisting of any amount of cash and cash equivalents and nominal other assets.

**subsidiaries and reflect consolidated statements in accordance with GAAP.**

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

***We do not foresee any probable governmental regulations that would negatively impact our ability to conduct business. Current legislation to encourage small business participation on federally sponsored contracts, the United States President's jobs bill and the US Congressional level discussions on deploying biometrics in the military, healthcare, immigration, border control, etc. all very positive implications to our core business.***

***However, sequestration will have a negative impact to our core businesses, depending on the severity of the budgetary impact absorbed by current federal activities that we maintain a contracting relationship. Sequestration may also impact our prime contractors and their ability to sustain task orders as well as the pursuit of new business opportunities. Any significant budgetary cutbacks will have a significant impact in the Company's ability to generate revenue within the general defense contracting sector.***

6. an estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers;

***Since inception, EBC has spent the majority of its cash to direct and indirect R/D activities including overhead and G&A items. This has been the overarching business activity and includes lease, equipment, fees, licenses, compensation, etc. Total amount expended is approximately \$615,000\* in the past two years. We do not expect to dedicate similar resources to R/D in the next fiscal year.***

***\*This number includes all associated operational expenses, overhead, direct and indirect expenses, and G&A costs associated with the project since inception. Direct expenses (Qualified Research Expenses) to prototyping biometrically enabled, logical access control devices is estimated at \$220,000.***

**STS: N/A**

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

N/A

8. the number of total employees and number of full-time employees?

**12 employees, of which 6 were full time (includes both W-2 and 1099 persons)**

For issuers engaged in mining, oil and gas production and real estate activities, substantial additional disclosure of the issuer's business is required. Contact OTC Markets Group for more information.

**Item 9 The nature of products or services offered.**

In responding to this item, please describe the following so that a potential investor can clearly understand the products and services of the issuer:

- A. principal products or services, and their markets;

**STS provides services to the US government market exclusively. Current services provided are to federal agencies, directly and indirectly, as a subcontractor or a prime. Services include security, engineering and logistics support to a variety of contracts.**

**EBC offers both services as well as products. Services include IT and biometric consulting services to both government and commercial enterprises. On the product side, we are developing biometrically enabled devices and platforms that securely manage identities. This network offers both software as a service and products to both government and commercial markets.**

**In 2012, a significant portion of EVRM revenues were derived from consulting, program management and subject matter expertise to the Department of Homeland Security. In addition to integrated product development, consulting and project management services will be sources of revenue going forward.**

- A. distribution methods of the products or services;

**Our distribution channels include development partnerships, teaming agreements, memorandums of understanding and future joint ventures. These agreements, with both large and small entities, allow us to share customers, relationships and markets to further our business plan. We also have inherent distribution channels to our respective target markets through our own relationships and a government affairs marketing strategy.**

- B. status of any publicly announced new product or service;

**Status of publicly announced agreements providing services:**

***Piton Science and Technology, LLC (Fort Leonard Wood Contract): In November of 2012, Piton Science and Technology LLC elected to extend its contract with System Technology Solutions, Inc. through 2013, with options for additional years as necessary.***

***Serrano IT Services, Inc. (PACTS): Under a subcontract formed with Serrano IT Services, Inc. (SITS), STS provided systems engineering and biometric subject matter expertise to advance the Department of Homeland Security's biometric identity objectives in areas such as business requirements development and multimodal biometric identity systems. In addition, STS provided project management expertise, project leadership for multimodal biometric interoperability for DHS in over 17 different projects involving agencies such as the FBI, TSA, CBP, ICE and DOJ. This contract concluded in September of 2012.***

***CGI/Stanley India Contract for Department of State- Completed contract this year that included facilities hardening, access control, surveillance, and data control for the United States Embassy in India.***

***Honeywell: Provided maintenance and engineering services for ongoing contracts. These contracts were ongoing through the end of 2012.***

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

***The markets that we are in are highly competitive. Both subsidiaries compete for market share in areas that have high barriers to entry, often requiring sustainable funding for research, development and growth. Though both have unique capabilities, the industries that we are presently in have major, well-established players.***

- D. sources and availability of raw materials and the names of principal suppliers;

***N/A***

- E. dependence on one or a few major customers;

***As a small company, all our customers are important sources of revenue. The loss of any one customer will have a significant impact to our net income.***

- F. patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration; and

***EBC has six patents in iris recognition technology in Korea, China and the United States. We continue our efforts to trademark the “Evermedia Identity Network™” to promote brand recognition of our biometric platform. Service, future developments or improvements to the IP do not have royalty assignments and are the sole property of Evermedia Biometrics. This section does not apply to STS.***

***GAAP and FASB accounting does not allow US companies to report fair market value of our patents on our financial statements as they were purchased by the Company in a related party transaction(s). The original patents were in the control of Jonathan Sym, the current CEO/founder of the Company (Evermedia Biometrics). Therefore, as a related party transaction, international standards of accounting to reflect the fair market value of our intellectual property will not be on published Company financial statements.***

***Patents and intellectual property are the cornerstone assets of a technology company. Though we cannot reflect this value on our Balance Sheets, we can, however, produce independently audited valuations outside the reporting requirements to demonstrate what our IP’s fair market value is and the effects on monetizing our technology.***

***At a time in the future, we will evaluate the market value of our current patents.***

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

***For commercial use, no government approval is required for products. However, government approval is required for any and all technologies it plans to use once developed or near completion. Therefore, biometric products are built with government and international standards in mind from such agencies as NIST, ANSI and ISO.***

## **Item 10 The nature and extent of the issuer’s facilities.**

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

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

***The Evermedia Group, Inc. and Evermedia Biometrics Corporation leases, on an annual basis, principal offices in Boston, MA.***

***System Technology Solutions, Inc. uses personal residences of the principals and officers in San Antonio, TX. System Technology Solutions, Inc. owns 4 commercial vehicles.***

***Significant assets include the patents and the biometric prototypes.***

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

### **Item 11 The name of the chief executive officer, members of the board of directors, as well as control persons.**

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. **Officers and Directors.** In responding to this item, please provide the following information for each of the issuer's executive officers, directors, general partners and control persons, as of the date of this information statement:

1. Full name;
2. Business address;
3. Employment history (which must list all previous employers for the past 5 years, positions held, responsibilities and employment dates);
4. Board memberships and other affiliations;

**Jonathan Sym, Chief Executive Officer and Board Member, The Evermedia Group, Inc.**

***Sym has worked for Evermedia full time since 2006. He oversees all operations of the Company particularly in the areas of Business Development, Finance and Operations. Prior to Evermedia, Lieutenant Commander Sym was recalled to active duty in the US Navy and served from 2003-2006 and continues to serve in the Navy Reserve today. Sym began his professional career as a Financial Consultant with Merrill Lynch and Co.***

**Richard Weitzel, Chairman of the Board of Directors, The Evermedia Group, Inc.**

***Weitzel is a retired Air Force Lieutenant Colonel and has worked full time at STS since its inception in 2005. He has worked in information***

**technology for the past 30 years. He oversees all operations of STS to include Business Development and expansion of the Company's capabilities.**

**Patricia Waldroop, Contracts Officer for System Technology Solutions, Inc. and Corporate Secretary to STS, Inc and The Evermedia Group, Inc.**

**Waldroop has been with STS since 2005 and has over 15 years experience in federal contracting. She performs financial management and contract analysis duties for STS.**

**Thomas Clarke, Director, The Evermedia Group, Inc.**

**Serving on the Board of Directors to The Evermedia Group, Inc. since inception, Clarke is currently Chief of Contracting Section (Contracting Officer) for the California State Military Department (Army and Air National Guard).**

**John Hotek, Director, The Evermedia Group, Inc.**

**Serving on the Board of Directors to The Evermedia Group, Inc., Major Hotek is a senior combat logistics officer serving on active duty in the US Army.**

5. Board memberships and other affiliations;

***Sym is a member of the Board of Directors for the Shelter Legal Services Foundation, a non-profit organization in Boston providing legal services to homeless veterans, [www.shelterlegalservices.org](http://www.shelterlegalservices.org).***

6. Compensation by the issuer; and

***Since beginning operations, officers of the Company have received no cash compensations on the parent level, The Evermedia Group, Inc. Directors have not received any cash compensation. Restricted stock has been issued to maintain SDVOSB designation. The subsidiaries, STS and Evermedia biometrics maintain salaries for its full time staff.***

7. Number and class of the issuer's securities beneficially owned by each such person.

Full Name Title	Contact	Equity Position
Jonathan Sym, Chief Executive Officer	60 State Street, 7 <sup>th</sup> Floor Boston, MA 02109	364,569,365 Shares of Common (restricted) 100,000,000 shares of Convertible Preferred
Richard Weitzel, President	16602 Willow Run San Antonio, Texas 78247	364,569,365 Shares of Common (restricted)
Patricia Waldrop, STS Corporate Secretary	2002 Crooked Creek St. San Antonio, TX 78232	10,000,000 Shares of Common (restricted)
Thomas Clarke, Director	60 State Street, 7 <sup>th</sup> Floor Boston, MA 02109	No shares
John Hotek, Director	60 State Street, 7 <sup>th</sup> Floor Boston, MA 02109	4,150,000 Shares of Common (restricted)

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

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

**No**

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

**No**

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

**No**

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

**No**

- C. Disclosure of Family Relationships. Describe any family relationships<sup>4</sup> among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities.

**None**

D. Disclosure of Related Party Transactions. Describe any transaction during the issuer's last two full fiscal years and the current fiscal year or any currently proposed transaction, involving the issuer, in which (i) the amount involved exceeds the lesser of \$120,000 or one percent of the average of the issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest. Disclose the following information regarding the transaction:

1. The name of the related person and the basis on which the person is related to the issuer;

***Jonathan Sym, CEO, The Evermedia Group, Inc.  
Richard Weitzel, President, System Technology Solutions, Inc.***

2. The related person's interest in the transaction;

***Jonathan Sym, receipt of 125M restricted shares of EVRM,  
10/3/2011***

***Richard Weitzel, receipt of 125M restricted shares of EVRM,  
10/3/2011***

3. The approximate dollar value involved in the transaction (in the case of indebtedness, disclose the largest aggregate amount of principal outstanding during the time period for which disclosure is required, the amount thereof outstanding as of the latest practicable date, the amount of principal and interest paid during the time period for which disclosure is required, and the rate or amount of interest payable on the indebtedness);

***Total value of approximately \$1.5M at the time of issuance. These shares were issued to maintain a SDVOSB status. Shares are restricted.***

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<sup>4</sup> The term "family relationship" means any relationship by blood, marriage or adoption, not more remote than first cousin.  
OTC Markets Group Inc.  
Guidelines for Providing Adequate Current Information (v 10.0 Updated January 14, 2011)

4. The approximate dollar value of the related person's interest in the transaction; and

**Jonathan Sym: \$750,000 in restricted stock**

**Richard Weitzel: \$750,000 in restricted stock**

**\* Based on closing prices as of October 3, 2011 (Date of issuance)**

5. Any other information regarding the transaction or the related person in the context of the transaction that is material to investors in light of the circumstances of the particular transaction.

*Instruction to paragraph D of Item 11:*

1. For the purposes of paragraph D of this Item 11, the term "related person" means any director, executive officer, nominee for director, or beneficial owner of more than five percent (5%) of any class of the issuer's equity securities, immediate family members<sup>5</sup> of any such person, and any person (other than a tenant or employee) sharing the household of any such person.
2. For the purposes of paragraph D of this Item 11, a "transaction" includes, but is not limited to, any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships.
3. The "amount involved in the transaction" shall be computed by determining the dollar value of the amount involved in the transaction in question, which shall include:
  - a. In the case of any lease or other transaction providing for periodic payments or installments, the aggregate amount of all periodic payments or installments due on or after the beginning of the issuer's last fiscal year, including any required or optional payments due during or at the conclusion of the lease or other transaction providing for periodic payments or installments; and
  - b. In the case of indebtedness, the largest aggregate amount of all indebtedness outstanding at any time since the beginning of the issuer's last fiscal year and all amounts of interest payable on it during the last fiscal year.
4. In the case of a transaction involving indebtedness:

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<sup>5</sup> "Immediate family members" means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law.

- a. The following items of indebtedness may be excluded from the calculation of the amount of indebtedness and need not be disclosed: amounts due from the related person for purchases of goods and services subject to usual trade terms, for ordinary business travel and expense payments and for other transactions in the ordinary course of business; and
  - b. Disclosure need not be provided of any indebtedness transaction for beneficial owners of more than five percent (5%) of any class of the issuer's equity securities or such person's family members.
5. Disclosure of an employment relationship or transaction involving an executive officer and any related compensation solely resulting from that employment relationship or transaction need not be provided. Disclosure of compensation to a director also need not be provided.
6. A person who has a position or relationship with a firm, corporation, or other entity that engages in a transaction with the issuer shall not be deemed to have an indirect material interest for purposes of paragraph D of this Item 11 where:
  - a. The interest arises only:
    - i. From such person's position as a director of another corporation or organization that is a party to the transaction; or
    - ii. From the direct or indirect ownership by such person and all other related persons, in the aggregate, of less than a ten percent (10%) equity interest in another entity (other than a partnership) which is a party to the transaction; or
    - iii. From both such position and ownership; or
  - b. The interest arises only from such person's position as a limited partner in a partnership in which the person and all other related persons have an interest of less than ten percent (10%), and the person is not a general partner of and does not hold another position in the partnership.
7. Disclosure need not be provided pursuant to paragraph D of this Item 11 if:
  - a. The transaction is one where the rates or charges involved in the transaction are determined by competitive bids, or the transaction involves the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority;

- b. The transaction involves services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services; or
  - c. The interest of the related person arises solely from the ownership of a class of equity securities of the issuer and all holders of that class of equity securities of the issuer received the same benefit on a pro rata basis.
8. Include information for any material underwriting discounts and commissions upon the sale of securities by the issuer where any of the specified persons was or is to be a principal underwriter or is a controlling person or member of a firm that was or is to be a principal underwriter.

E. Disclosure of Conflicts of Interest. Describe any conflicts of interest. Describe the circumstances, parties involved and mitigating factors for any executive officer or director with competing professional or personal interests.

## **Item 12 Financial information for the issuer's most recent fiscal period.**

*Instruction to Item 12:* The issuer shall post the financial statements required by this Item 12 through the OTC Disclosure and News Service under the appropriate report name for the applicable period end. (If the financial statements relate to a fiscal year end, publish it as an "Annual Report," or if the financial statements relate to a quarter end, publish it as a "Quarterly Report" or "Interim Report") **The issuer must state in its disclosure statement that such financial statements are incorporated by reference.** The issuer must also (i) provide a list in the disclosure statement describing the financial statements that are incorporated by reference, (ii) clearly explain where the incorporated documents can be found, and (iii) provide a clear cross-reference to the specific location where the information requested by this Item 12 can be found in the incorporated documents.

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

***(i) Unaudited statement as of December 31st, 2012, covering through Q4, reports include (1) Note to Financial Statements (Changes in Stockholders' Equity) (2) Balance Sheet (3) Profit and Loss Statement (4) Statement of Cash Flows.***

***(ii) The following materials are incorporated by reference and can be found on The Evermedia Group, Inc.-- OTCMarkets.com -- Profile in the Financials Section (OTC Disclosure & News Service).***

The financial statements requested pursuant to this item shall be prepared in accordance with generally accepted accounting principles (GAAP)<sup>6</sup> by persons with sufficient financial skills.

### ***Confirmed in Q2 Certification***

Information contained in annual financial statements will not be considered current more than 90 days after the end of the issuer's fiscal year immediately following the fiscal year for which such statement are provided, or with respect to quarterly financial statements, more than 45 days after the end of the quarter immediately following the quarter for which such statements are provided.

### **Item 13 Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.**

Please provide the financial statements described in Item 12 above for the issuer's two preceding fiscal years.

*Instruction to Item 13:* The issuer shall either (i) attach the financial statements required by this Item 13 to its initial disclosure statement or (ii) post such financial statements through the OTC Disclosure and News Service as a separate report under the name of "*Annual Report*" for the applicable fiscal year end. **The issuer must state in its disclosure statement that such financial statements are incorporated by reference.** The issuer must also (x) provide a list in the disclosure statement describing the financial statements that are incorporated by reference, (y) clearly explain where the incorporated documents can be found, and (z) provide a clear cross-reference to the specific location where the information requested by this Item 13 can be found in the incorporated documents.

***Unaudited statements by reference can be found on the OTC Disclosure and News Service via [otcmarkets.com](http://otcmarkets.com).***

### **Item 14 Beneficial Owners.**

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

#### ***See Item 11 (A)(7)***

To the extent not otherwise disclosed, if any of the above shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

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<sup>6</sup> Foreign private issuers that have furnished financial statements pursuant to Rule 12g3-2(b) under the Exchange Act can provide those same financial statements as an alternative to U.S. GAAP. For information regarding U.S. GAAP, see <http://cpaclass.com/gaap/gaap-us-01a.htm>.

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

1. Investment Banker

***None***

2. Promoters

***None***

3. Counsel

***Blake J. Godbout, Esq., Corporate Counsel  
Blake J. Godbout and Associates  
33 Broad Street, 11th Floor, Boston, MA 02109  
(617) 523-6677  
blake@bjgalaw.com***

***Geoffrey Chalmers, Esq., Corporate Counsel  
Law Offices of Geoffrey Chalmers  
33 Broad Street, 11th Floor, Boston, MA 02109  
(617) 523-1960  
chalm@att.net***

***Robert Tandler, Patent Counsel  
Law Offices of Robert K. Tandler  
65 Atlantic Avenue Boston, MA 02110  
(617) 723-7268  
rtandler@FoneFinder.com***

4. Accountant or Auditor - the information shall clearly (i) describe if an outside accountant provides audit or review services, (ii) state the work done by the outside accountant and (iii) describe the responsibilities of the accountant and the responsibilities of management (i.e. who audits, prepares or reviews the issuer's financial statements, etc.). The information shall include the accountant's phone number and email address and a description of the accountant's licensing and qualifications to perform such duties on behalf of the issuer.

***None***

5. Public Relations Consultant(s)

**None**

6. Investor Relations Consultant  
**Briggs Smith, President**  
**The Olibri Group,**  
**1607 Oak Arbor Lane, Valrico, FL 33596**  
**(813) 438-5225**  
[\*\*info@olibrigroup.com\*\*](mailto:info@olibrigroup.com)
7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the telephone number and email address of each advisor.

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

*Instructions to Item 16*

Issuers that have not had revenues from operations in each of the last two fiscal years, or the last fiscal year and any interim period in the current fiscal year for which financial statements are furnished in the disclosure statement, shall provide the information in paragraphs A and C of this item. All other issuers shall provide the information in paragraphs B and C of this item.

The discussion and analysis shall focus specifically on material events and uncertainties known to management that would cause reported financial information not to be necessarily indicative of future operating results or of future financial condition.

Issuers are not required to supply forward-looking information. This is distinguished from presently known data that will impact upon future operating results, such as known future increases in costs of labor or materials. This latter data may be required to be disclosed.

A. Plan of Operation.

1. Describe the issuer's plan of operation for the next twelve months. This description should include such matters as:
  - 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 twelve months;

***Current cash reserves will allow the company to continue the current level of operations for approximately 12 months. In order to facilitate a greater commercial impact on both the operations of the subsidiaries, the Company will have to raise additional capital. These additional funds will be devoted to increasing business development, integration of disparate technologies to provide a single delivery platform and***

***seeking opportunities to expand our operations through acquisitions.***

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

**STS: N/A**

***In 2012, Evermedia Biometrics created a prototype whereby a user could gain logical access (computer) using the iris as a means to authenticate identity. Though not ready for commercial use, the product does showcase our proprietary algorithm used in concert with an iris recognition camera residing on a laptop. This promising development is something the Company would like to make further enhancements.***

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

***There are no plans to purchase additional significant equipment at this time.***

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

***The company only increases its employees based on the number of task orders it receives. Significant increase or decrease in employment would be related to the acquisition, renewal or non-renewal of orders.***

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

1. *Full fiscal years.* Discuss the issuer's financial condition, changes in financial condition and results of operations for each of the last two fiscal years. This discussion should address the past and future financial condition and results of operation of the issuer, with particular emphasis on the prospects for the future. The discussion should also address those key variable and other qualitative and quantitative factors that are necessary to an understanding and evaluation of the issuer. If material, the issuer should disclose the following:

- 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;

**STS: The greatest uncertainty is the impact sequestration will have on defense contractors and their ability to sustain funded contract vehicles. We have already experienced some delay in task order awards, which we expect to continue into FY-14.**

**The biometrics industry is growing very rapidly and is one of the few sectors in the present economy that should see future growth. However, the industry is still very much inhibited by costs of implementation, the disparate nature of available products as well as interoperability with legacy platforms. As this sector matures we expect to see greater demand, particularly in the mobile device and financial transaction markets.**

- ii. Internal and external sources of liquidity;

**Historically, the Company funded its operations through the support of friends and family. We have relied on our internal relationships to continue operations. To date, no institutional funds have been invested. There are planned private placements to be implemented in 2013.**

- 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;

**Sequestration is expected to have a short-term negative impact on the ability to obtain contracts and expand business. When doing business under government contracts, there are often delays in task orders after a contract has been awarded. This creates logistical, financial and planning issues for the Company. As a small business, we are highly dependent on timely orders upon an award; this is a routine issue that all contractors are subject to.**

- 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; and

***The only material change is the significant increase in revenue from 2011 to 2012. In addition to existing contracts, the largest contributor to the revenues was a task order from the Department of Homeland to provide biometric subject matter expertise and a Department of State task order to upgrade physical security in India.***

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

***None***

2. *Interim Periods.* Provide a comparable discussion that will enable the reader to assess material changes in financial condition and results of operations since the end of the last fiscal year and for the comparable interim period in the preceding year.

C. Off-Balance Sheet Arrangements.

1. In a separately-captioned section, discuss the issuer's off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the issuer's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors. The disclosure shall include the items specified in paragraphs C(1)(i), (ii), (iii) and (iv) of this Item 16 to the extent necessary to an understanding of such arrangements and effect and shall also include such other information that the issuer believes is necessary for such an understanding.

- i. The nature and business purpose to the issuer of such off-balance sheet arrangements;

***Currently there are no off-balance sheet arrangements. However, we do anticipate entering discussions with development partners to enter into joint venture or other strategic arrangements in the future. Due to long product development cycles typical of technology firms, we do anticipate joint ventures with security and other biometric companies to co-develop or license third party technologies.***

- ii. The importance to the issuer of such off-balance sheet arrangements in respect of its liquidity, capital resources, market risk support, credit risk support or other benefits;

***Off-balance sheet arrangements are not important to the liquidity or other financial aspects of the Company at this time.***

- iii. The amounts of revenues, expenses and cash flows of the issuer arising from such arrangements; the nature and amounts of any interests retained, securities issued and other indebtedness incurred by the issuer in connection with such arrangements; and the nature and amounts of any other obligations or liabilities (including contingent obligations or liabilities) of the issuer arising from such arrangements that are or are reasonably likely to become material and the triggering events or circumstances that could cause them to arise; and

***None***

- iv. Any known event, demand, commitment, trend or uncertainty that will result in or is reasonably likely to result in the termination, or material reduction in availability to the issuer, of its off-balance sheet arrangements that provide material benefits to it, and the course of action that the issuer has taken or proposes to take in response to any such circumstances.

***None***

2. As used in paragraph C of this Item 16, the term off-balance sheet arrangement means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with the issuer is a party, under which the issuer has:

- i. Any obligation under a guarantee contract that has any of the characteristics identified in paragraph 3 of FASB Interpretation No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others (November 2002) ("FIN 45"), as may be modified or supplemented, and that is not excluded from the initial recognition and measurement provisions of FIN 45 pursuant to paragraphs 6 or 7 of that Interpretation;
- ii. A retained or contingent interest in assets transferred to an unconsolidated entity or similar arrangement that serves as credit, liquidity or market risk support to such entity for such assets;
- iii. Any obligation, including a contingent obligation, under a contract that would be accounted for as a derivative instrument, except that it is both indexed to the issuer's own stock and classified in

stockholders' equity in the issuer's statement of financial position, and therefore excluded from the scope of FASB Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities (June 1998), pursuant to paragraph 11(a) of that Statement, as may be modified or supplemented; or

- iv. Any obligation, including a contingent obligation, arising out of a variable interest (as referenced in FASB Interpretation No. 46, Consolidation of Variable Interest Entities (January 2003), as may be modified or supplemented) in an unconsolidated entity that is held by, and material to, the issuer, where such entity provides financing, liquidity, market risk or credit risk support to, or engages in leasing, hedging or research and development services with, the issuer.

*Instructions to paragraph C of Item 16*

- i. No obligation to make disclosure under paragraph C of this Item 16 shall arise in respect of an off-balance sheet arrangement until a definitive agreement that is unconditionally binding or subject only to customary closing conditions exists or, if there is no such agreement, when settlement of the transaction occurs.
- ii. Issuers should aggregate off-balance sheet arrangements in groups or categories that provide material information in an efficient and understandable manner and should avoid repetition and disclosure of immaterial information. Effects that are common or similar with respect to a number of off-balance sheet arrangements must be analyzed in the aggregate to the extent the aggregation increases understanding. Distinctions in arrangements and their effects must be discussed to the extent the information is material, but the discussion should avoid repetition and disclosure of immaterial information.
- iii. For purposes of paragraph C of this Item 16 only, contingent liabilities arising out of litigation, arbitration or regulatory actions are not considered to be off-balance sheet arrangements.
- iv. Generally, the disclosure required by paragraph C of this Item 16 shall cover the most recent fiscal year. However, the discussion should address changes from the previous year where such discussion is necessary to an understanding of the disclosure.

In satisfying the requirements of paragraph C of this Item 16, the discussion of off-balance sheet arrangements need not repeat information provided in the footnotes to the financial statements, provided that such discussion clearly cross-references to specific information in the relevant footnotes and integrates the substance of the

footnotes into such discussion in a manner designed to inform readers of the significance of the information that is not included within the body of such discussion.

## Part E Issuance History

### **Item 17 List of securities offerings and shares issued for services in the past two years.**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer (1) within the two-year period ending on the last day of the issuer's most recent fiscal year and (2) since the last day of the issuer's most recent fiscal year.

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

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

The list shall also include all shares or any other securities or options to acquire such securities issued for services in the past two fiscal years and any interim periods, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities.

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; *provided, however*, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than five percent (5%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the

identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

***Set forth below is a chart showing shares issued for services:***

<b>Date</b>	<b>Shares Issued</b>	<b>Service</b>
<b>2011</b>	<b>3,000,000 (restricted)</b>	<b>Investor Relations</b>
<b>2012</b>	<b>15,000,000 (restricted)</b>	<b>Investor Relations</b>

## **Part F Exhibits**

The following exhibits must be either described in or attached to the disclosure statement:

### **Item 18 Material Contracts.**

***See the attachment labeled “Contracts” for a listing of all published contracts.***

A. Every material contract, not made in the ordinary course of business, that will be performed after the disclosure statement is posted through the OTC Disclosure and News Service or was entered into not more than two years before such posting. Also include the following contracts:

- 1) Any contract to which directors, officers, promoters, voting trustees, security holders named in the disclosure statement, or the Designated Advisor for Disclosure are parties other than contracts involving only the purchase or sale of current assets having a determinable market price, at such market price;
- 2) Any contract upon which the issuer’s business is substantially dependent, including but not limited to contracts with principal customers, principal suppliers, and franchise agreements;
- 3) Any contract for the purchase or sale of any property, plant or equipment for consideration exceeding 15 percent of such assets of the issuer; or
- 4) Any material lease under which a part of the property described in the disclosure statement is held by the issuer.

B. Any management contract or any compensatory plan, contract or arrangement, including but not limited to plans relating to options, warrants or rights, pension,

retirement or deferred compensation or bonus, incentive or profit sharing (or if not set forth in any formal document, a written description thereof) in which any director or any executive officer of the issuer participates shall be deemed material and shall be included; and any other management contract or any other compensatory plan, contract, or arrangement in which any other executive officer of the issuer participates shall be filed unless immaterial in amount or significance.

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

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

**Item 19 Articles of Incorporation and Bylaws.**

***See attachment labeled "Articles of Incorporation / Bylaws"***

A. A complete copy of the issuer's articles of incorporation or in the event that the issuer is not a corporation, the issuer's certificate of organization. Whenever amendments to the articles of incorporation or certificate of organization are filed, a complete copy of the articles of incorporation or certificate of organization as amended shall be filed.

B. A complete copy of the issuer's bylaws. Whenever amendments to the bylaws are filed, a complete copy of the bylaws as amended shall be filed.

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

***None***

A. In the following tabular format, provide the information specified in paragraph (B) of this Item 20 with respect to any purchase made by or on behalf of the issuer or any "Affiliated Purchaser" (as defined in paragraph (C) of this Item 20) of shares or other units of any class of the issuer's equity securities.

***See information provided in Item 11(7).***

<b>ISSUER PURCHASES OF EQUITY SECURITIES</b>				
<b>Period</b>	<b>Column (a)</b> Total Number of Shares (or Units) Purchased	<b>Column (b)</b> Average Price Paid per Share (or Unit)	<b>Column (c)</b> Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	<b>Column (d)</b> Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
<b>Month #1</b>  (identify beginning and ending dates)				
<b>Month #2</b>  (identify beginning and ending dates)				
<b>Month #3</b>  (identify beginning and ending dates)				
<b>Total</b>				

B. The table shall include the following information for each class or series of securities for each month included in the period covered by the report:

1. The total number of shares (or units) purchased (Column (a)). Include in this column all issuer repurchases, including those made pursuant to publicly announced plans or programs and those not made pursuant to publicly announced plans or programs. Briefly disclose, by footnote to the table, the number of shares purchased other than through a publicly announced plan or program and the nature of the transaction (e.g., whether the purchases were made in open-market transactions, tender offers, in satisfaction of the company's obligations upon exercise of outstanding put options issued by the company, or other transactions).
- 2.
3. The average price paid per share (or unit) (Column (b)).
- 4.

5. The total number of shares (or units) purchased as part of publicly announced repurchase plans or programs (Column (c)).
- 6.
7. The maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs (Column (d)).
- 8.
9. *Instructions to paragraphs (B)(3) and (B)(4) of this Item 20:*
  - a. In the table, disclose this information in the aggregate for all plans or programs publicly announced.
  - b.
  - c. By footnote to the table, indicate:
  - d.
    - i. The date each plan or program was announced;
    - ii.
    - iii. The dollar amount (or share or unit amount) approved;
    - iv.
    - v. The expiration date (if any) of each plan or program;
    - vi.
    - vii. Each plan or program that has expired during the period covered by the table; and
    - viii.
    - ix. Each plan or program the issuer has determined to terminate prior to expiration, or under which the issuer does not intend to make further purchases.

C. For purposes of this Item 20, "Affiliated Purchaser" means:

1. A person acting, directly or indirectly, in concert with the issuer for the purpose of acquiring the issuer's securities; or
2. An affiliate who, directly or indirectly, controls the issuer's purchases of such securities, whose purchases are controlled by the issuer, or whose purchases are under common control with those of the issuer; *provided, however,* that "Affiliated Purchaser" shall not include a broker, dealer, or other person solely by reason of such broker, dealer, or other person effecting purchases on behalf of the issuer or for its account, and shall not include an officer or director of the issuer solely by reason of that officer or director's participation in the decision to authorize purchases by or on behalf of the issuer.

## **Item 21 Issuer's Certifications.**

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

The certifications shall follow the format below:

I, Jonathan Sym, certify that:

1. I have reviewed this Quarterly Disclosure of The Evermedia Group, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: December 31st, 2012

**/s/ Jonathan Sym**

Jonathan Sym  
Chief Executive Officer and Treasurer

\* The Company has no CFO.

## **Section Two: Issuers' Continuing Disclosure Obligations**

Issuers are considered to have adequate current information publicly available to the extent such information is updated to reflect new developments after the publication of the initial issuer disclosure statement. In general, an issuer shall provide updates to the most recent balance sheet, income statement and statement of cash flows, as required under Item 12 above, as well as disclose changes in any other of the above disclosure items no later than 45 days after the end of any fiscal quarter ("Quarterly Updates") and 90 days after the end of any fiscal year ("Annual Updates"). Issuers shall also provide updates ("Current Updates") within 10 business days in the event that any of the information contained in the disclosure statement (including information contained in any prior Update) has become materially inaccurate or incomplete, or upon the occurrence of certain events described under the Current Reporting Obligations section. The specific requirements for Quarterly, Annual and Current Updates are set forth below.

Insiders, affiliates and control persons of issuers shall be aware that Rule 144 under the Securities Act requires that adequate current information be publicly available if they wish to sell any of their securities in the public secondary markets.

### ***Quarterly Reporting Obligations***

In order to be considered as having adequate current information publicly available, issuers must publish Quarterly Updates to their disclosure statements through the OTC Disclosure and News Service, no later than 45 days after the end of each fiscal quarter. Quarterly Updates should contain responses to the following items, and should follow the format below.

To be considered for the Current Information tier on [www.otcm Markets.com](http://www.otcm Markets.com), companies must submit Quarterly Attorney Letters pursuant to OTC Markets Group's Guidelines for Attorney Letters. Counsel writing the letter must be permitted to practice before the Securities and Exchange Commission (the "SEC").

#### ***Instruction relating to the preparation of Quarterly Updates:***

Issuers shall prepare a document that responds to each item and sub-item below and shall include in its response to a particular item (i) whether a particular item is not applicable or unavailable and (ii) the reason it is not applicable or unavailable.

Quarterly Updates should be published under the report name of "*Quarterly Report*" or "*Interim Report*" for the appropriate fiscal quarter end.

**Item 1      Exact name of the issuer and the address of its principal executive offices.**

In answering this item, the issuer shall provide the information required by Items 1 and 2 of the requirements for initial disclosure statements in Section One of these Guidelines.

**Item 2      Shares outstanding.**

In answering this item, the issuer shall provide the information required by Item 6 of Section One of these Guidelines with respect to the fiscal quarter end.

**Item 3      Interim financial statements.**

The issuer shall include financial statements for the most recent fiscal quarter, which quarterly financial statements shall meet the requirements of Item 12 of Section One of these Guidelines, provided, however, that “*Instruction to Item 12*” contained in Section One of these Guidelines should not be followed; instead, issuers should follow the Instruction set forth below rather than the Instruction contained in Item 12.

*Instruction to Item 3:* The interim financial statements required by this Item 3 may either be included in the text of the Quarterly Update under the heading of Item 3 or attached at the end of the Quarterly Update. If attached at the end of the Quarterly Update, the disclosure under this Item 3 must (i) state that the interim financial statements are attached at the end of this Quarterly Update, (ii) contain a list describing the financial statements that are attached and (iii) contain a clear cross-reference to the specific location where the information requested by this Item 3 can be found.

**Item 4      Management’s discussion and analysis or plan of operation.**

The issuer shall provide the information required by Item 16 of Section One of these Guidelines.

**Item 5      Legal proceedings.**

The issuer shall provide the information required by Item 8(a)(11) of Section One of these Guidelines, to the extent not already disclosed in a prior disclosure statement.

**Item 6      Defaults upon senior securities.**

If there has been any material default in the payment of principal, interest, a sinking or purchase fund installment, or any other material default not cured within 30 days, with respect to any indebtedness of the issuer exceeding 5% of the total assets of the issuer, (i) identify the indebtedness and (ii) state the nature of the default, the amount of the default and the total arrearage as of a recent date.

If any material arrearage in the payment of dividends has occurred or if there has been any other material delinquency not cured within 30 days, with respect to any class of preferred stock of the issuer, give the title of the class and state the nature of the arrearage or delinquency. In the case of a default in the payment of dividends, state the amount and the total arrearage as of a recent date.

The issuer need not respond to this item with respect to any class of securities all of which is held by, or for the account of, the issuer or its totally held subsidiaries. Issuers need not repeat information that has been previously disclosed in a prior disclosure statement, although the issuer shall provide updates regarding previously reported defaults.

#### **Item 7 Other information.**

The issuer shall include here responses to any items that the issuer would be required include in a Current Update. See the Current Update section below regarding the information required to be in a Current Update.

#### **Item 8 Exhibits.**

The issuer shall either describe or attach any exhibits that are required under Items 18 and XIX of Section One, and which have not already been described or attached in any prior disclosure statement, except that the issuer must describe or attach any amendments to any previously described or attached exhibits.

#### **Item 9 Certifications.**

The issuer shall include current certifications, meeting the requirements contained in Item 21 of Section One, relating to the Quarterly Update.

### ***Annual Reporting Obligations***

In order to be considered as having adequate current information publicly available, issuers must also publish Annual Updates to their initial disclosure statements through the OTC Disclosure and News Service, no later than 90 days after the end of each fiscal year.

#### ***Instruction relating to the preparation of Annual Updates:***

Issuers shall prepare a document that responds to each item and sub-item of Section One of the Guidelines and shall include in its response to a particular item (i) whether a particular item is not applicable or unavailable and (ii) the reason it is not applicable or unavailable. Each Annual Update must contain complete responses to all of the items required by Section One of these Guidelines, even if no changes have occurred since the last Annual Update.

Annual Updates should be published under the report name of “*Annual Report*” for the appropriate fiscal year end.

*Specific Note relating to Annual Updates:* The “*Instruction to Item 12*” contained in Section One of these Guidelines should not be followed with respect to Annual Updates; instead issuers should follow the instruction set forth below.

*Instructions to Item 12:* The fiscal year-end financial statements required by Item 12 may either be included in text of the Annual Update under the heading of Item 12 or attached at the end of the Annual Update. If attached at the end of the Annual Update, the disclosure under Item 12 must (i) state that the fiscal year-end financial statements are attached at the end of this Annual Update, (ii) contain a list describing the financial statements that are attached and (iii) contain a clear cross-reference to the specific location where the information requested by Item 12 can be found.

## **Current Reporting Obligations**

***Important: The following is a description of events that may be material to the issuer and its securities and that shall be made publicly available by the issuer. Persons with knowledge of such events would be considered to be in possession of material nonpublic information and may not buy or sell the issuer’s securities until or unless such information is made public.***

If not included in the issuer’s previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a press release within 4 business days following their occurrence, and posting such press release through the OTC Disclosure and News Service:

### **1. Entry into a Material Definitive Agreement.**

(a) If the issuer has entered into a material definitive agreement not made in the ordinary course of business of the issuer, or into any amendment of such agreement that is material to the issuer, the issuer shall disclose the following information:

(1) the date on which the agreement was entered into or amended, the identity of the parties to the agreement or amendment and a brief description of any material relationship between the issuer or its affiliates and any of the parties, other than in respect of the material definitive agreement or amendment; and

(2) a brief description of the terms and conditions of the agreement or amendment that are material to the issuer.

(b) A “material definitive agreement” means an agreement that provides for obligations that are material to and enforceable against the issuer, or rights that are material to the issuer and enforceable by the issuer against one or more other parties to the agreement, in each case whether or not subject to conditions.

## **2. Termination of a Material Definitive Agreement.**

(a) If a material definitive agreement which was not made in the ordinary course of business of the issuer and to which the issuer is a party is terminated otherwise than by expiration of the agreement on its stated termination date, or as a result of all parties completing their obligations under such agreement, and such termination of the agreement is material to the issuer, the issuer shall disclose the following information:

(1) the date of the termination of the material definitive agreement, the identity of the parties to the agreement and a brief description of any material relationship between the issuer or its affiliates and any of the parties other than in respect of the material definitive agreement;

(2) a brief description of the terms and conditions of the agreement that are material to the issuer;

(3) a brief description of the material circumstances surrounding the termination; and

(4) any material early termination penalties incurred by the issuer.

## **3. Completion of Acquisition or Disposition of Assets, Including but not Limited to Mergers.**

If the issuer or any of its majority-owned subsidiaries has completed the acquisition or disposition of a significant amount of assets, otherwise than in the ordinary course of business, the issuer shall disclose the following information:

(a) the date of completion of the transaction;

(b) a brief description of the assets involved;

(c) the identity of the person(s) from whom the assets were acquired or to whom they were sold and the nature of any material relationship, other than in respect of the transaction, between such person(s) and the issuer or any of its affiliates, or any director or officer of the issuer, or any associate of any such director or officer;

(d) the nature and amount of consideration given or received for the assets and, if any material relationship is disclosed pursuant to paragraph 3(c) above, the formula or principle followed in determining the amount of such consideration;

(e) if the transaction being reported is an acquisition and if any material relationship is disclosed pursuant to paragraph 3(c) above, the source(s) of the funds used; and

(f) if the issuer was a shell company, as that term is defined in paragraph 3 of Item 8.B of these Guidelines, immediately before the transaction, the information that would be required if the issuer were fulfilling its Initial Disclosure Obligations pursuant to

Section One of these Guidelines, with such information reflecting the issuer and its securities upon consummation of the transaction.

The term “acquisition” includes every purchase, acquisition by lease, exchange, merger, consolidation, succession or other acquisition, except that the term does not include the construction or development of property by or for the issuer or its subsidiaries or the acquisition of materials for such purpose.

The term “disposition” includes every sale, disposition by lease, exchange, merger, consolidation, mortgage, assignment or hypothecation of assets, whether for the benefit of creditors or otherwise, abandonment, destruction, or other disposition.

#### **4. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of an Issuer.**

(a) If the issuer becomes obligated on a direct financial obligation that is material to the issuer, the issuer shall disclose the following information:

(1) the date on which the issuer becomes obligated on the direct financial obligation and a brief description of the transaction or agreement creating the obligation;

(2) the amount of the obligation, including the terms of its payment and, if applicable, a brief description of the material terms under which it may be accelerated or increased and the nature of any recourse provisions that would enable the issuer to recover from third parties; and

(3) a brief description of the other terms and conditions of the transaction or agreement that are material to the issuer.

(b) If the issuer becomes directly or contingently liable for an obligation that is material to the issuer arising out of an off-balance sheet arrangement, the issuer shall disclose the following information:

(1) the date on which the issuer becomes directly or contingently liable on the obligation and a brief description of the transaction or agreement creating the arrangement and obligation;

(2) a brief description of the nature and amount of the obligation of the issuer under the arrangement, including the material terms whereby it may become a direct obligation, if applicable, or may be accelerated or increased and the nature of any recourse provisions that would enable the issuer to recover from third parties;

(3) the maximum potential amount of future payments (undiscounted) that the issuer may be required to make, if different; and

(4) a brief description of the other terms and conditions of the obligation or arrangement that are material to the issuer.

## **5. Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.**

(a) If a triggering event causing the increase or acceleration of a direct financial obligation of the issuer occurs and the consequences of the event are material to the issuer, the issuer shall disclose the following information:

(1) the date of the triggering event and a brief description of the agreement or transaction under which the direct financial obligation was created and is increased or accelerated;

(2) a brief description of the triggering event;

(3) the amount of the direct financial obligation, as increased if applicable, and the terms of payment or acceleration that apply; and

(4) any other material obligations of the issuer that may arise, increase, be accelerated or become direct financial obligations as a result of the triggering event or the increase or acceleration of the direct financial obligation.

(b) If a triggering event occurs causing an obligation of the issuer under an off-balance sheet arrangement to increase or be accelerated, or causing a contingent obligation of the issuer under an off-balance sheet arrangement to become a direct financial obligation of the issuer, and the consequences of the event are material to the issuer, the issuer shall disclose the following information:

(1) the date of the triggering event and a brief description of the off-balance sheet arrangement;

(2) a brief description of the triggering event;

(3) the nature and amount of the obligation, as increased if applicable, and the terms of payment or acceleration that apply; and

(4) any other material obligations of the issuer that may arise, increase, be accelerated or become direct financial obligations as a result of the triggering event or the increase or acceleration of the obligation under the off-balance sheet arrangement or its becoming a direct financial obligation of the issuer.

(c) A “triggering event” is an event, including an event of default, event of acceleration or similar event, as a result of which a direct financial obligation of the issuer or an obligation of the issuer arising under an off-balance sheet arrangement is increased or becomes accelerated or as a result of which a contingent obligation of the issuer arising out of an off-balance sheet arrangement becomes a direct financial obligation of the issuer.

## **6. Costs Associated with Exit or Disposal Activities.**

If the issuer's board of directors, a committee of the board of directors or the officer or officers of the issuer authorized to take such action if board action is not required, commits the issuer to an exit or disposal plan, or otherwise disposes of a long-lived asset or terminates employees under a plan of termination described in paragraph 8 of the Financial Accounting Standards Board's *Statement of Financial Accounting Standards No. 146*, "Accounting for Costs Associated with Exit or Disposal Activities", under which material charges will be incurred under generally accepted accounting principles applicable to the issuer, the issuer shall disclose the following information:

(a) the date of the commitment to the course of action and a description of the course of action, including the facts and circumstances leading to the expected action and the expected completion date;

(b) for each major type of cost associated with the course of action (for example, one-time termination benefits, contract termination costs and other associated costs), an estimate of the total amount or range of amounts expected to be incurred in connection with the action;

(c) an estimate of the total amount or range of amounts expected to be incurred in connection with the action; and

(d) the issuer's estimate of the amount or range of amounts of the charge that will result in future cash expenditures.

## **7. Material Impairments.**

If the issuer's board of directors, a committee of the board of directors or the officer or officers of the issuer authorized to take such action if board action is not required, concludes that a material charge for impairment to one or more of its assets, including, without limitation, impairments of securities or goodwill, is required under generally accepted accounting principles applicable to the issuer, the issuer shall disclose the following information:

(a) the date of the conclusion that a material charge is required and a description of the impaired asset or assets and the facts and circumstances leading to the conclusion that the charge for impairment is required;

(b) the issuer's estimate of the amount or range of amounts of the impairment charge; and

(c) the issuer's estimate of the amount or range of amounts of the impairment charge that will result in future cash expenditures.

## **8. Sales of Equity Securities.**

If the issuer sells equity securities in a transaction that has not been previously described in any prior disclosure statement, the issuer shall provide the information required by Item 17 of Section One of these Guidelines with respect to any such securities offering(s).

## **9. Material Modification to Rights of Security Holders.**

(a) If the constituent instruments defining the rights of the holders of any class of securities of the issuer have been materially modified, the issuer shall disclose the date of such modification and the title of the class of securities involved and briefly describe the general effect of such modification upon the rights of holders of such securities.

(b) If the rights evidenced by any class of securities have been materially limited or qualified by the issuance or modification of any other class of securities by the issuer, the issuer shall briefly disclose the date of such issuance or modification and the general effect of such issuance or modification of such other class of securities upon the rights of the holders of the registered securities.

## **10. Changes in Issuer's Certifying Accountant.**

(a) If an independent accountant who was previously engaged as the principal accountant to audit the issuer's financial statements, or an independent accountant upon whom the principal accountant expressed reliance in its report regarding a significant subsidiary, resigns (or indicates that it declines to stand for re-appointment after completion of the current audit) or is dismissed, the issuer shall state:

(1) Whether the former accountant resigned, declined to stand for re-election or was dismissed and the date of such resignation, refusal to stand for re-election or dismissal;

(2) Whether the accountant's report on the financial statements for either of the past two years contained an adverse opinion or disclaimer of opinion, or was modified as to uncertainty, audit scope, or accounting principles, and also describe the nature of each such adverse opinion, disclaimer of opinion or modification;

(3) Whether the decision to change accountants was recommended or approved by the board of directors or an audit or similar committee of the board of directors; and

(4) (A) Whether there were any disagreements with the former accountant, whether or not resolved, on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to the former accountant's satisfaction, would have caused it to make reference to the subject matter of the disagreement(s) in connection with its report; or

(B) if applicable, whether the former accountant advised the issuer that:

(1) Internal controls necessary to develop reliable financial statements did not exist;

(2) Information has come to the attention of the former accountant which made the accountant unwilling to rely on management's representations, or unwilling to be associated with the financial statements prepared by management; or

(3) The scope of the audit shall be expanded significantly, or information has come to the accountant's attention that the accountant has concluded will, or if further investigated may, materially impact the fairness or reliability of a previously issued audit report or the underlying financial statements, or the financial statements issued or to be issued covering the fiscal period(s) subsequent to the date of the most recent audited financial statements (including information that might preclude the issuance of an unqualified audit report), and the issue was not resolved to the accountant's satisfaction prior to its resignation or dismissal; and

(C) The subject matter of each such disagreement or event identified in response to paragraph (4)(A) above;

(D) Whether any committee of the board of directors, or the board of directors, discussed the subject matter of the disagreement with the former accountant; and

(E) Whether the issuer has authorized the former accountant to respond fully to the inquiries of the successor accountant concerning the subject matter of each of such disagreements or events and, if not, describe the nature of and reason for any limitation.

(b) If a new accountant has been engaged as either the principal accountant to audit the issuer's financial statements or as the auditor of a significant subsidiary and on whom the principal accountant is expected to express reliance in its report, the issuer shall identify the new accountant. If the conditions in paragraphs (b)(1) through (b)(3) below exist, the issuer shall describe the nature of the disagreement or event and the effect on the financial statements if the method of the former accountants had been followed (unless that method ceases to be generally accepted because of authoritative standards or interpretations issued after the disagreement or event):

(1) In connection with a change in accountants subject to paragraph (b) above, there was any disagreement or event as described in paragraph (a)(4)(A) above;

(2) During the fiscal year in which the change in accountants took place or during the later fiscal year, there have been any transactions or events similar to those involved in such disagreement or event; and

(3) Such transactions or events were material and were accounted for or disclosed in a manner different from that which the former accountants would have likely concluded was required.

## **11. Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.**

(a) If the issuer's board of directors, a committee of the board of directors or the officer or officers of the issuer authorized to take such action if board action is not required, concludes that any previously issued financial statements covering the last three fiscal years or interim periods since the end of the last fiscal year shall no longer be relied upon because of an error in such financial statements as addressed in Accounting Principles Board Opinion No. 20, as may be modified, supplemented or succeeded, the issuer shall disclose the following information:

(1) the date of the conclusion regarding the non-reliance and an identification of the financial statements and years or periods covered that shall no longer be relied upon;

(2) a brief description of the facts underlying the conclusion to the extent known to the issuer at the time of filing; and

(3) a statement of whether the audit committee, or the board of directors in the absence of an audit committee, or authorized officer or officers, discussed with the issuer's independent accountant the matters disclosed in the press release issued pursuant to this paragraph 11.

(b) If the issuer is advised by, or receives notice from, its independent accountant that disclosure shall be made or action shall be taken to prevent future reliance on a previously issued audit report or completed interim review related to previously issued financial statements, the issuer shall disclose the following information:

(1) the date on which the issuer was so advised or notified;

(2) identification of the financial statements that shall no longer be relied upon;

(3) a brief description of the information provided by the accountant; and

(4) a statement of whether the audit committee, or the board of directors in the absence of an audit committee, or authorized officer or officers, discussed with the independent accountant the matters disclosed in the press release issued pursuant to this paragraph 11.

## **12. Changes in Control of Issuer.**

(a) If, to the knowledge of the issuer's board of directors, a committee of the board of directors or authorized officer or officers of the issuer, a change in control of the issuer has occurred, the issuer shall furnish the following information:

(1) the identity of the person(s) who acquired such control;

(2) the date and a description of the transaction(s) which resulted in the change in control;

(3) the basis of the control, including the percentage of voting securities of the issuer now beneficially owned directly or indirectly by the person(s) who acquired control;

(4) the amount of the consideration used by such person(s);

(5) the source(s) of funds used by such person(s); and

(6) if the issuer was a shell company, as that term is defined in paragraph 3 of Item 8.B of these Guidelines, immediately before the change in control, the information that would be required if the issuer were fulfilling its Initial Disclosure Obligations pursuant to Section One of these Guidelines, with such information reflecting the issuer and its securities upon consummation of the change in control.

### **13. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

(a) If a director has resigned or refuses to stand for re-election to the board of directors since the date of the last annual meeting of shareholders because of a disagreement with the issuer, known to an executive officer of the issuer on any matter relating to the issuer's operations, policies or practices, or if a director has been removed for cause from the board of directors, the issuer shall disclose the following information:

(1) the date of such resignation, refusal to stand for re-election or removal;

(2) any positions held by the director on any committee of the board of directors at the time of the director's resignation, refusal to stand for re-election or removal; and

(3) a brief description of the circumstances representing the disagreement that the issuer believes caused, in whole or in part, the director's resignation, refusal to stand for re-election or removal.

(b) If the issuer's principal executive officer, president, principal financial officer, principal accounting officer, principal operating officer or any person performing similar functions retires, resigns or is terminated from that position, or if a director retires, resigns, is removed, or refuses to stand for re-election (except in circumstances described in paragraph (a) above), the issuer shall disclose the fact that the event has occurred and the date of the event.

(c) If the issuer appoints a new principal executive officer, president, principal financial officer, principal accounting officer, principal operating officer or person performing

similar functions, the issuer shall disclose the following information with respect to the newly appointed officer:

- (1) the name and position of the newly appointed officer and the date of the appointment;
- (2) the information described in Item 11 above; and
- (3) a brief description of the material terms of any employment agreement between the issuer and that officer.

#### **14. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

(a) If an issuer amends (i) its articles of incorporation or in the event that the issuer is not a corporation, its certificate of organization, or (ii) its bylaws, the issuer shall disclose the following information:

- (1) the effective date of the amendment; and
- (2) a description of the provision adopted or changed by amendment and, if applicable, the previous provision.

(b) If the issuer decides to change its fiscal year, the issuer shall disclose the date of such decision and the date of the new fiscal year end.

#### **15. Amendments to the Issuer's Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

(a) The issuer shall briefly describe the date and nature of any amendment to a provision of the issuer's code of ethics that applies to the issuer's principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions.

(b) If the issuer has granted a waiver, including an implicit waiver, from a provision of the code of ethics to an officer or person described in paragraph 15(a) above, the issuer shall briefly describe the nature of the waiver, the name of the person to whom the waiver was granted, and the date of the waiver.