Company Information and Disclosure Statement

Buyer Group International, Inc.
(formerly Curlew Resource Corporation as of November 3, 2006)

A Wyoming Corporation
1301 Live Oak Road, Leander, TX 78641
Telephone: (214) 810-1317

Federal EIN: 20-8490081
SIC Code: 5050 – Wholesale Metals & Minerals

December 31, 2013 ANNUAL REPORT

Common Stock
$0.0001 Par Value per Share
Unlimited Shares Authorized
3,585,682,785
Shares Outstanding as of December 31, 2013
OTC Markets Symbol: BYRG
CUSIP No. 12428A304

Series A Convertible Preferred Shares
$0.0001 Par Value Per Share
Unlimited Shares Authorized
115,686 Shares Outstanding as of December 31, 2013

Series B Convertible Preferred Shares
$0.0001 Par Value Per Share
Unlimited Shares Authorized
112,271,910 Shares Outstanding as of December 31, 2013

Series C Convertible Preferred Shares
$0.0001 Par Value Per Share
Unlimited Shares Authorized
No shares Outstanding as of December 31, 2013

Series S Convertible Preferred Shares
$0.0001 Par Value Per Share
Unlimited Shares Authorized
No shares Outstanding as of December 31, 2013

Buyer Group International, Inc. is responsible for the content of this Report. The securities described in this document are not registered with, and the information contained in this report has not been filed with, or approved by, the U.S. Securities and Exchange Commission.

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Buyer Group International, Inc.
(formerly Curlew Resource Corporation)
A Wyoming Corporation
December 31, 2013 Annual

Cautionary Note Regarding Forward-Looking Statements

Information set forth in this December 31, 2013 Report (the "Report") contains forward-looking statements, which involve a number of risks and uncertainties that could cause our actual results to differ materially from those reflected in the forward-looking statements. Forward-looking statements can be identified by the use of the words "expect," "project," "may," "might," potential," and similar terms. Buyer Group International, Inc. ("Buyer Group International," "we," the "Issuer" or the "Company") cautions readers that any forward-looking information is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking information. Forward-looking statements involve a number of risks, uncertainties or other factors beyond our control. These factors include, but are not limited to, our ability to implement our strategic initiatives, economic, political and market conditions and price fluctuations, government and industry regulation, U.S. and global competition, and other factors. We undertake no obligation to revise or publicly release the results of any revision to these forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. We undertake no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

Issuers' Basic Disclosure Obligations

Section One
General Company Information

The exact name of the issuer - Buyer Group International, Inc. (hereinafter referred to as "Buyer Group International", or the "Company," the "Issuer," or "We" or "Us"), formerly known as Curlew Resources Corporation. Buyer Group International, Inc. was organized on November 16, 2004 in the State of Nevada under the name Curlew Resources Corporation. On December 8, 2006, the Issuer changed its name to Buyer Group International, Inc. On February 25, 2011, the Issuer changed its domicile to the State of Wyoming.

Section Two
The Address of the Issuer's Principal Executive Offices

Company Headquarters

1301 Live Oak Road
Leander, TX 78641
(214) 810-1317
www.buyergroupint.com

IR Contact

1301 Live Oak Rd
Leander, TX 78641
(214) 810-1317
ir@buyergroupint.com

Section Three
Security Information & Share Structure

Title and Class of Securities Outstanding:
Common Stock
$0.0001 Par Value per Share
Unlimited Shares Authorized
3,585,682,785 Shares Issued and Outstanding as of December 31, 2013
OTC Markets Symbol: BYRG
CUSIP No. 12428A304

Series A Convertible Preferred Shares
$0.0001 Par Value Per Share
Unlimited Shares Authorized
155,686 Shares Issued and Outstanding as of December 31, 2013

Series B Convertible Preferred Shares
$0.0001 Par Value Per Share
Unlimited Shares Authorized
112,271,910 Shares Issued and Outstanding as of December 31, 2013

Series C Convertible Preferred Shares
$0.0001 Par Value Per Share
Unlimited Shares Authorized
No shares Issued and Outstanding as of December 31, 2013

Series S Convertible Preferred Shares
$0.0001 Par Value Per Share
Unlimited Shares Authorized
No shares Issued and Outstanding as of December 31, 2013

Transfer Agent: Island Stock Transfer
15500 Roosevelt Boulevard, Suite 301
Clearwater, Florida 33760
Phone: (727) 289-0010

The transfer agent is registered under the Exchange Act and operates under the regulatory authority of the SEC and FINRA.

Dividend, Voting and Other Rights

The following table presents a summary of the rights of the various classes of the Issuer's stock. Readers are cautioned that this table is only a summary and are referred to the Issuer's Articles of Incorporation for full information.

	Dividend	Voting per Share	Conversion	Liquidation Preference
Common Stock	If, as and when declared	One vote per share	N/A	N/A
Series A Convertible Preferred Stock	If, as and when declared	Votes as though converted.	Converts into 1.5 times the outstanding Common Stock after conversion of all of the Series of all Convertible Preferred Stock	$1.00 per share of Series A Convertible Preferred Stock
Series B Convertible Preferred Stock	If, as and when declared	None	Converts into shares of Common Stock at $0.0001 per share	$2.50 per share of Series B Convertible Preferred Stock
Series C Convertible Preferred Stock	If, as and when declared	None	Converts into 500 shares of Common Stock	$1.00 per share of Series C Convertible Preferred Stock
Series S Convertible Preferred Stock	If, as and when declared	One vote per share	Converts into 1,000 shares of Common Stock	$1.00 per share of Series S Convertible Preferred Stock

Series B Preferred and Series C Preferred are anti-dilutive in reverse splits.

None of the preferred shares may be transferred without a vote by the board of directors and may contain callable or redemptive features.

There have been NO trading suspensions ordered by the SEC.

It is important to note the one for 200 reverse stock split effective on February 17, 2011 and the one for 50,000 reverse split effective on February 18th, 2012.

Section Four
Issuance History

List of Securities Offerings and Shares issued for services in the past two years.

List of the securities offerings and shares issued for services in the past two years, financial information for the issuer's most recent. fiscal period and for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

Securities offered in the past two years:

Period	Nature of the Offering	Jurisdic-tions Where Offering Was Registered or Qualified	Number of Shares Offered	Number of Shares Sold	Price the Shares Were Offered and Amount Actually Paid to Issuer	Trading Status of the Shares	Whether Certificates Bear Legend (1) Stating Shares Not Registered Under Securities Act, (2) Referring to Restrictions
Year Ended 2010	Debt conversion	None	-0-	25,000,000 25,000,000 20,400,000 11,250,000	$.001 / $0 $.001 / $0 $.001 / $0 $.001 / $0	Free trading under Rule 144	(1) No (2) No
Year Ended 2011	Debt Conversion	None	-0-	2,160,000,000 800 million 500 million 600,000 140 million	$.00001/$0 $.00001/$0 $.00001/$0 $.083/0 $.00001/$0	Free trading under Rule 144	(1) No (2) No
Year Ended 2011	Restricted Preferred B Shares for Board Services	*None*	-0-	4,000	$2.50 per share $10,000 in Services Rendered	Restricted No Market	(1) Yes (2) Yes
Year Ended December 31, 2012	Restricted Common	None	-0-	267,910	For Common Shares Reversed	Restricted	(1) Yes (2) Yes
Three Months Ended December 31, 2013	Common Common Common Debt Conv.	None None None	-0- -0- -0-	(25 billion) 1 Billion 80 Million	Returned $25 / $0 $.0001/$3500	Restricted Restricted Free	(1) Yes (2) Yes (1) Yes (2) Yes (1) No (2) No

The Issuer has issued the following shares or securities or options to acquire such securities issued for Services in the past two fiscal years and any interim periods:

Period	Securities Issued	Persons or Entities to Whom Securities Issued	Services Provided by Such Persons or Entities
Year Ended 2010	150 million	David A. Bryant	Employment
Year Ended 2011	25 billion 5.5 billion 17,919	David Bryant Employees Anthony Grindl	Employment Employment Board Advisory
Six Months Ended December 31, 2012	25 billion (1)	David A. Bryant	Employment

(1) These shares vest based on certain performance targets. In the first six months 100,000,000 shares vest if the market price of the Issuer's Common Stock is $6.00 or more, in the second six months 100,000,000 shares vest if the Issuer's Common Stock is $10 or more, in the third six months, 100,000,000 shares vest if the Issuer's Common Stock is $20 or more, in the fourth six months, 200,000,000 shares vest if the Issuer's Common Stock is $25 or more. Thereafter, 1% of the Issuer's Common Stock will vest each calendar quarter if the Issuer's Common Stock is $25 or more.

The Number of Shares or Total Amount of the Securities Outstanding for Each Class of Securities Authorized as of posted dates:

(i) As of end of most recent fiscal quarter;

Number of Common Outstanding as of December 31, 2013
Shares Outstanding: 3,585,682,785
Shares Authorized – Unlimited
Public Float – 2,535,107,257

Total number of Beneficial Shareholders: 211
Total number of Shareholders of Record: 178

Number of Preferred A Shares Outstanding as of December 31, 2013
Shares Authorized: Unlimited
Shares Outstanding: One Hundred and Fifty Five Thousand, Eight Hundred and Sixty Six (155,866)
Public Float: N/A
Total number of Beneficial Shareholders: 1
Total number of Shareholders of Record: 1

Number of Preferred B Shares Outstanding as of December 31, 2013
Shares Authorized: Unlimited
Shares Outstanding: One Hundred and Twelve Million, Two Hundred and Seventy One Thousand, Nine Hundred and Ten (112,271,910)
Public Float: N/A
Total number of Beneficial Shareholders: 183

Number of Preferred C Shares Outstanding as of December 31, 2013
Shares Authorized: Unlimited
Shares Outstanding: None
Public Float: N/A
Total number of Beneficial Shareholders: None
Total number of Shareholders of Record: None

Number of Preferred S Shares Outstanding as of December 31, 2013
Shares Authorized: Unlimited
Shares Outstanding: None
Public Float: N/A
Total number of Beneficial Shareholders: None

It is important to note the one for 200 reverse stock split effective on February 17, 2011 and the one for 50,000 reverse split effective on February 18th, 2012.

(ii) as of the year ended December 31, 2012;

Number of Common Outstanding as of December 31, 2012
Shares Authorized: 50,000,000,000
Shares Outstanding: 34,102,177,901
Public Float: 2,826,072,901
Total number of Beneficial Shareholders: 162
Total number of Shareholders of Record: 611

Number of Preferred A Shares Outstanding as of December 31, 2012
Shares Authorized: One Million (1,000,000)
Shares Outstanding: One Hundred and Fifty Five Thousand, Eight Hundred and Sixty Six (155,866)
Public Float: N/A
Total number of Beneficial Shareholders: 1
Total number of Shareholders of Record: 1

Number of Preferred B Shares Outstanding as of December 31, 2012
Shares Authorized: One Million (1,000,000)
Shares Outstanding: One hundred and twelve million.
Public Float: N/A
Total number of Beneficial Shareholders: 1

Number of Preferred C Shares Outstanding as of December 31, 2012
Shares Authorized: 2,000,000,000
Shares Outstanding: None
Public Float: N/A
Total number of Beneficial Shareholders: None
Total number of Shareholders of Record: None

Number of Preferred S Shares Outstanding as of December 31, 2012
Shares Authorized: One Billion (1,000,000,000)

Shares Outstanding: None
Public Float: N/A
Total number of Beneficial Shareholders: None

<u>(ii) as of the year ended December 31, 2011;</u>

Number of Common Outstanding as of December 31, 2011
Shares Authorized: 50,000,000,000
Shares Outstanding: 34,102,177,901
Public Float: 2,826,072,901
Total number of Beneficial Shareholders: 162
Total number of Shareholders of Record: 611

Number of Preferred A Shares Outstanding as of December 31, 2011
Shares Authorized: One Million (1,000,000)
Shares Outstanding: One Hundred and Fifty Five Thousand, Eight Hundred and Sixty Six (155,866)
Public Float: N/A
Total number of Beneficial Shareholders: 1
Total number of Shareholders of Record: 1

Number of Preferred B Shares Outstanding as of December 31, 2011
Shares Authorized: One Million (1,000,000)
Shares Outstanding: One hundred and twelve million.
Public Float: N/A
Total number of Beneficial Shareholders: 1

Number of Preferred C Shares Outstanding as of December 31, 2011
Shares Authorized: 2,000,000,000
Shares Outstanding: None
Public Float: N/A
Total number of Beneficial Shareholders: None
Total number of Shareholders of Record: None

Number of Preferred S Shares Outstanding as of December 31, 2011
Shares Authorized: One Billion (1,000,000,000)
Shares Outstanding: None
Public Float: N/A
Total number of Beneficial Shareholders: None

<u>It is important to note the one for 200 reverse stock split effective on February 17, 2011 and the one for 50,000 reverse split effective on February 18th, 2012.</u>

Section Five
Financial Statements

Financial Information for the Issuer’s Most Recent Fiscal Period

Financial Information of the Issuer is posted through the OTC Disclosure and News Service and is hereby attached as Exhibit A and include a Balance Sheet, Statement of Income, Statement of Cash Flows, Statement of Changes in Stockholder’s Equity and Notes to Financial Statements. These financial statements for period ended December 31, 2013 are hereby incorporated by reference.

Similar Financial Information for such Part of the Two Preceding Fiscal Years as the Issuer or its Predecessor has been in Existence.

Financial Information of the Issuer for the periods ended December 31, 2011 and December 31, 2012 are posted through the OTC Disclosure and News Service and are hereby incorporated by reference. These financial statements include balance sheets, statements of income, statements of cash flows, a statement of changes in stockholders’ equity, and financial statement notes.

Section Six - Business Information
Nature of Business

Buyer Group International, Inc., through strategic partnerships, leases, manages or owns assets including probable reserves of, natural resources and industrial mining assets as well as publishing and film distribution rights. The Issuer currently has interests in natural resources and media space publishing and marketing as well as televisions and motion picture production and distribution.

A. Business Development/Operations

The form of organization of the issuer;

Buyer Group International, Inc. is a Wyoming corporation.

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

The Issuer was organized as a corporation under the laws of the state of Nevada in 1994.
On February 25, 2011 the Issuer re-domiciled in Wyoming as a corporation.

C. Business of Issuer - SIC Codes

The Issuer’s primary SIC code is 5050 Wholesale metals & minerals and, and the Issuer's secondary SIC Code is 7812 – Services – Motion Picture & Video Tape Production.

D. The issuer’s fiscal year end date;

The Issuer's fiscal year-end date is December 31

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

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

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

The Issuer became the General Partner to Gryphon Productions Ltd. in 2011 retaining a 25% distributor interest film and T.V. sales.

The Issuer acquired rights in NVC Holding Trust, Inc. by purchasing 1,000,000 Units of NVC Holding Trust, Inc. on August 13, 2009.

The Issuer is not in default of the terms of any note, loan, lease or other indebtedness or financing arrangement requiring the issuer to make payments .

Any change of control;

There was a change in control in November 2006 when David A. Bryant became the majority shareholder of the Issuer.

Any increase of 10% or more of the same class of outstanding equity securities;

The Issuer issued 25 billion shares of Common Stock to its President in February 2012. The President contributed shares back to issuer March 2013 as paid-in capital.

The Issuer issued 100 million shares of its Series B Preferred Stock to NVC Holding Trust, Inc. on August 13, 2009, which vested year end 2011 for accounting purposes.

Any Past, Pending or Anticipated Stock Split, Stock Dividend, Recapitalization, Merger, Acquisition, Spin-Off, or Reorganization;

A one for 200 reverse stock split was effective on February 17, 2011. A one for 50,000 reverse split was effective on February 18th, 2012.

Any de-listing of the Issuer's Securities by any Securities Exchange or Deletion from the OTC Bulletin Board; and

The Issuer's securities have not been de-listed by any securities exchange.

Buyer Group International is currently conducting operations.

Buyer Group International is not currently and has never been shell company.

Buyer Group International, Inc. owns and operates daily business operations.

The Issuer has no wholly-owned subsidiaries at present.

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

See "Risk Factors" below.

An estimate of the amount spent during each for 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.

The Issuer estimates that it has spent the following amounts on research and development:

	Move and TV Production Development
2011	$117,947.00
2012	$31,773.00

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

See “Risk Factors” below.

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

The Issuer currently has one full time employee and three part-time employees.

E. The Nature of Products or Services Offered

A. Principal Products or Services and Their Markets.

The principal products of the Issuer are media and entertainment content, media distribution rights and natural resources reserves and real estate interests in North America.

The Issuer is developing a media distribution network of contacts for film and television projects. With the advent of the recession there has been a massive demand for movie entertainment content, especially feel good movies and content that elevates the spirit. The Issuer has recognized several very important factors with this change, there is a shortage of movie and entertainment content being created, yet an unsatisfied demand from the networks and the general audience at the theater. These factors resulted in the Issuer making its initial acquisition in the media and entertainment industry.

With its agreement with Gryphon Productions Ltd., the Issuer acquired the rights to, and is developing, two new feature length films to be produced, the re-release of 12 feature length motion pictures for release on DVD or Blu-ray disc and the rights to three television shows for production and distribution.

The Issuer, with or without joint venture partners, acquires, explores, develops and intends to operate natural resource property with precious metals, mining and more recently the media and entertainment space through strategic partnerships.

The Issuer owns a portion of a unit Trust in Dallas and is making efforts to explore and develop property in Carbon County, Wyoming in which it has a joint venture interest. The Issuer has a fractional interest in 22 Lode mining claims held by NVC Holding Trust located in Carbon County in the state of Wyoming. The Issuer’s asset is currently valued at approximately $1.3 billion. The location and access to the claim is in the Medicine Bow Mountains located 30 miles west of the city of Laramie in southeastern Wyoming.

Exploration

The Issuer is exploring and evaluating mining claims described in “Item 10. The Nature and Extent of the Issuer’s Facilities – Interests in Mineral Properties” below, including the assets in Carbon County, Wyoming, South French Creek Canyon, the Blue Bird Group, the Dary Claim Group, and the Gertrude Claim Group. Based on geological reports, the Issuer has decided to move forward to develop these properties. The Issuer also intends to conduct further studies of our properties and is actively negotiating to acquire other mineral rights.

Proven or Probable Reserves

The Issuer has not yet completely demonstrated the existence of proven reserves at our Carbon Country Project in Carbon County, Wyoming, or any of our other properties.

In Guide 7, the SEC defines a “reserve” as that part of a mineral deposit which could be economically and legally extracted or produced at the time of the reserve determination. Proven or probable reserves are those reserves for which (a) quantity is computed and (b) the sites for inspection, sampling, and measurement are spaced so closely that the geologic character is defined and size, shape and depth of mineral content can be established (proven) or the sites are farther apart or are otherwise less adequately spaced but high enough to assume continuity between observation points (probable). Reserves cannot be considered proven and probable unless and until they are supported by a feasibility study, indicating that the reserves have had the requisite geologic, technical and economic work performed and are economically and legally extractable.

We have not completed a feasibility study with regard to all or a portion of any of our properties to date. Any mineralized material discovered or produced by us should not be considered proven or probable reserves. As of December 31, 2013, none of our mineralized material met the definition of proven reserves.

Government Regulations and Permits

In connection with mining, milling and exploration activities, the Issuer is subject to extensive federal, state and local laws and regulations governing the protection of the environment, including laws and regulations relating to protection of air and water quality, hazardous waste management and mine reclamation as well as the protection of endangered or threatened species. Potential areas of environmental consideration for mining companies, including ours, include but are not limited to, acid rock drainage, cyanide containment and handling, contamination of water courses, dust and noise. See “Risks Related to Our Natural Resources Business.”

We have obtained or will obtain at the appropriate time, environmental permits, licenses or approvals required for operations. We are not aware of any material violations of environmental permits, licenses or approvals issued with respect to our operations.

Distribution methods of the products or services.

The motion picture feature films and re-release of content on DVD’s will be distributed by Gryphon Productions, Ltd, dba Gryphon Distribution, Ltd.

Status of any publicly announced new product or services.

The Issuer has announced through press releases of its intent to enter the Media and Entertainment market via the production of motion picture feature films and the re-release of content on DVD’s.

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

The Issuer faces major competition from large motion picture studios and distributors. See “Risk Factors.”

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

Not applicable.

Dependence on one or a few major customers.

The Issuer is not dependent on one or a few major suppliers.

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

See "Risks Related to the Movie Industry and Our Films."

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

In connection with mining, milling and exploration activities, the Issuer is subject to extensive federal, state and local laws and regulations governing the protection of the environment, including laws and regulations relating to protection of air and water quality, hazardous waste management and mine reclamation as well as the protection of endangered or threatened species. Potential areas of environmental consideration for mining companies, including ours, include but are not limited to, acid rock drainage, cyanide containment and handling, contamination of water courses, dust and noise. See "Risks Related to Our Natural Resources Business."

We have obtained or will obtain at the appropriate time, environmental permits, licenses or approvals required for operations. We are not aware of any material violations of environmental permits, licenses or approvals issued with respect to our operations.

See also "Risk Factors Related to Our Natural Resources Business."

Management's Discussion and Analysis or Plan of Operations

A. Plan of Operation

1. The Issuer's plan of operation for the next twelve months.

The Issuer intends to continue to explore and develop its natural resources properties, to further retain geologists to make additional studies of the commercial feasibility of exercising its options and developing its properties. The Issuer is actively seeking financing to develop its interests in the property in Carbon County, Wyoming and its other mineral interests elsewhere. The Issuer is also actively negotiating to expand its natural resources business by acquiring other properties.

The Issuer intends to continue to seek financing, talent and distribution to commercialize its motion picture properties and operations.

There is no assurance that these efforts will be successful.

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;

The Issuer's natural resource division is constantly affected by fluctuating prices in the market for minerals. In the last year the price for rhodium has declined, materially affecting the value of the Issuer's interest in NVC Holding Trust, Inc.

The Issuer's movie division is affected by the expiration of Section 181 of the Internal Revenue Code which gives tax incentives for the production of movies.

ii. Internal and external sources of liquidity;

The Issuer has no material internal sources of liquidity. The Issuer may issue debt and equity securities to obtain liquidity but there is no assurance that such securities can be sold. The issuer is currently dependent upon its majority shareholder for support.

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

The Issuer has no material commitments for capital expenditures and no expected sources of funds for such expenditures, but is exploring financing alternatives.

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;

Other than mentioned in this Report, there are no known trends that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations. There is uncertainty about the Issuer’s ability to to realize income from its properties.

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

There no known elements of income or loss that do not arise from the Issuer's continuing operations other than as disclosed herein.

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 causes for any material changes from period to period in one or more line items of the issuer's financial statements are as follows:

As mentioned above, changes in the price of natural resources may affect the value of the Issuer's natural resources assets.

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

There are no known seasonal aspects that have had a material effect on the financial condition or results of operation of the Issuer.

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.

The Issuer expects that the material changes in financial condition and the results of operation since the end of the last fiscal year and for the comparable interim period in the preceding year are that the Issuer is attempting to obtain financing to acquire and develop its natural resources and movie divisions. There is no assurance that the Issuer will be able to obtain such financing, or if such financing is obtained, that it will be on favorable terms. See also “Risk Factors” for a more specific discussion of the issues faced by the Issuer.

C. Off-Balance Sheet Arrangements.

The Issuer has no off-balance sheet arrangements.

Material Contracts

The following documents have been posted via the OTC Disclosure and News Service as material contracts:

Employment Agreement of David A. Bryant, dated July 15th. 2012.

Articles of Incorporation and Bylaws

Please note that the Issuer amended its Articles of Incorporation on July 14, 2012. The following is only a summary of the changes to the Articles of Incorporation. Investors are referred to the posted Amended and Restated Articles of Incorporation for a complete statement. First, the shares of authorized Common Stock and Preferred Stock have been increased unlimited issuance as permitted under Wyoming Corporation Law. Second, there are changes in the Class A Preferred Stock. The Class A Preferred Stock now converts into 60% of the then outstanding Common Stock. Third, certain anti-takeover provisions have been added to the Articles of Incorporation. A business combination transaction, basically a merger, acquisition of the Company, or sale of all or substantially all of the Company assets, requires the affirmative vote of 67% of the voting power of shares entitled to vote. The terms of the directors will be staggered so that not all of them are elected in any one year. The directors are given wide discretion in evaluating a business combination transaction. A 67% vote of the voting power held by shareholders is required to amend or repeal these provisions.

We strongly encourage Investors to read the Amended and Restated Articles of Incorporation as posted via the OTC Disclosure and News Service.

Purchases of Equity Securities by the Issuer and the Affiliated Purchasers
There have been no purchases of equity securities by the issuer nor any affiliated purchasers.

Section Seven
The Nature and Extent of the Issuer's Facilities

Buyer Group International, Inc. operates from a virtual office at the present time and full intends to lease office space in the near future. There are no requirements for any other facilities in the immediate future. The Issuer does not have any lease obligations at this time.

Interests in Mineral Properties

The Issuer has 1/10th of 1% of interest in 22 Lode mining claims held in trust, located in Carbon County in the state of Wyoming. The location and access to the claim is in the Medicine Bow Mountains located 30 miles west of the city of Laramie in southeastern Wyoming. The mountain area is a complex of Precambrian rocks that is the core of a large asymmetric anticline bounded by west dipping thrusts on the east flank. It is bordered on the east by the north-trending Laramie Basin that contains sedimentary rocks ranging in age from Paleozoic to Recent, and on the west by the northwest trending Seraloga Valley that principally contains sedimentary rocks of Tertiary Age.

The Medicine Bow Mountains are readily accessible to motor vehicles, however some secondary roads may need snow clearing maintenance during the snow season. The mountain range is traversed by two main paved highways that cross it in an east-west direction. Wyoming State Highways 130 crossing the central part and 230 crossing the southern part. In addition to these highways there are two graded and raveled access roads into the South French Creek Mining area. A Union Pacific railhead is located at Saratoga, Wyoming just 41 miles away over good roads.

The subject precious metal lode mining claims are situated in the headwaters of the South French Creek Canyon near the county line separating western Albany County and eastern Carbon County, and are located in sections 1 and 12, Township 15 North, Range 80 West and in Sections 6 and 7, Township 15 North, Range 79 West, and Sections 31 and 32, Township 16 North, Range 79 West of the 6th Principal Meridian.

February 1, 2013 (Expired)
BYRG received an assignment on an Option to Purchase a 40% interest of great than 375,000 acres land in Greenland near Isortoq, Greenland and was amended January 1, 2013 for 6 months in exchange for Twenty (20) million common shares restricted. The option requires a deposit of $200,000 in liquidity due 180 days or $500,000 in financing and ExIm credit or guarantees of $2 million in 6 months after deliverance by seller of required material to file an S-1. The land include surface rights, meat processing facilities, cabins, farm fields, reindeer herds, valued in excess of $4 million. The mining claims are separate and under option to Hunter Party Ltd. and are up for repurchase by the owners. The rights carry a 2.5% smelter royalty fee from production metals other than Iron, Titanium, and Vanadium from the lands.

August 7, 2012 (Expired)
THE OPTIONS HAVE EXPIRED. THERE IS NO MATERIAL OBLIGATION TO BYRG.

BYRG executed three non-binding Offers to Purchase (Options) for three separate properties owned by the same private group. The Option Agreements become effective and grant BYRG the option to purchase lands or claims upon BYRG tendering a $200,000 deposit. Each property has a payout, $8 million, $12 million, and $8 million, respectively below. The claims in British Columbia are known as the Blue Bird Group, two reverted Crown granted mineral claims and three located (cell) mineral claims located in the Slocan, B.C. Mining District, in the Sandon-Cody B.C. Area, and claims known as the Dary Claim Group, located 85 kilometers north of Kaslo, B.C. along the northeast side of Duncan Lake in southeastern British Columbia, claims known as the Gertrude Claim Group situated approximately 75 kilometers south east of Revelstoke and approximately 15 kilometers east of Trout Lake, B.C. . In total, 107 contiguous claim units are held under option from Sipald Resources, Ltd. or principals of that firm.

Risks Related to Our Natural Resources Business

Mineral exploration and development activities are speculative in nature. Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital.

Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities and grades to justify commercial operations or that funds required for development can be obtained on a timely basis. Estimates of reserves, mineral deposits and production costs can also be affected by such factors as environmental permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of ore ultimately mined may differ from that indicated by drilling results. Short term factors relating to reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on mining operations and on the results of operations. Material changes in ore reserves, grades, stripping ratios or recovery rates may affect the economic viability of any project.

We are an exploration company, and there is no assurance that a commercially viable deposit or reserve exists on any of the properties for which the company might obtain an interest. The Company is an exploration stage company and cannot give assurance that a commercially viable deposit, or "reserve," exists on any properties for which the Company currently has (through a joint venture agreement) or may have (through potential future joint venture agreements or acquisitions) an interest. Therefore, determination of the existence of a reserve depends on appropriate and sufficient exploration work and the evaluation of legal, economic, and environmental factors. If the Company fails to find a commercially viable deposit on any of its properties, its financial condition and results of operations will be materially adversely affected.

We require substantial funds merely to determine whether commercial mineral deposits exist on our properties. Any potential development and production of the Company's exploration properties depends upon the results of exploration programs and/or feasibility studies and the recommendations of duly qualified engineers and geologists. Such programs require substantial additional funds. Any decision to further expand the Company's operations on these exploration properties is anticipated to involve consideration and evaluation of several significant factors including, but not limited to:

Costs of bringing each property into production, including exploration work, preparation of production feasibility studies, and construction of production facilities;

- Availability and costs of financing;
- Ongoing costs of production;
- Market prices for the minerals to be produced;
- Environmental compliance regulations and restraints; and
- Political climate and/or governmental regulation and control.

We face general mining risks. Factors beyond the control of the Company may affect the marketability of any substances discovered from any resource properties the Company may acquire. Metal prices, in particular gold and copper prices, have fluctuated widely in recent years. Government regulations relating to price, royalties, allowable production and importing and exporting of minerals can adversely affect the Company. There can be no certainty that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and operations on any projects it may acquire and environmental concerns about mining in general continue to be a significant challenge for all mining companies.

All of our properties generally will be in the exploration stage. There is no assurance that we can establish the existence of any mineral resource on any of our properties in commercially exploitable quantities. Until we can do so, we cannot earn any revenues from operations and if we do not do so we will lose all of the funds that we expend on exploration. If we do not discover any mineral resource in a commercially exploitable quantity, our business will fail. Despite exploration work on our mineral properties, we have not established that any of them contain any mineral reserve, nor can there be any assurance that we will be able to do so. If we do not, our business will fail.

A mineral reserve is that part of a mineral deposit which could be economically and legally extracted or produced at the time of the reserve determination. The probability of an individual prospect ever having a "reserve" is extremely remote; in all probability our mineral resource property does not contain any 'reserve' and any funds that we spend on exploration will probably be lost.

Even if we do eventually discover a mineral reserve on one or more of our properties, there can be no assurance that we will be able to develop our properties into producing mines and extract those resources. Both mineral exploration and development involve a high degree of risk and few properties which are explored are ultimately developed into producing mines.

The commercial viability of an established mineral deposit will depend on a number of factors including, by way of example, the size, grade and other attributes of the mineral deposit, the proximity of the resource to infrastructure such as a smelter, roads and a point for shipping, government regulation and market prices.

Most of these factors will be beyond our control, and any of them could increase costs and make extraction of any identified mineral resource unprofitable.

Mineral operations are subject to applicable law and government regulation. Even if we discover a mineral resource in a commercially exploitable quantity, these laws and regulations could restrict or prohibit the exploitation of that mineral resource. If we cannot exploit any mineral resource that we might discover on our properties, our business may fail. Both mineral exploration and extraction require permits from various foreign, federal, state, provincial and local governmental authorities and are governed by laws and regulations, including those with respect to prospecting, mine development, mineral production, transport, export, taxation, labor standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. There can be no assurance that we will be able to obtain or maintain any of the permits required for the continued exploration of our mineral properties or for the construction and operation of a mine on our properties at economically viable costs. If we cannot accomplish these objectives, our business could fail.

We believe that we are in compliance with all material laws and regulations that currently apply to our activities but there can be no assurance that we can continue to do so. Current laws and regulations could be amended and we might not be able to comply with them, as amended. Further, there can be no assurance that we will be able to obtain or maintain all permits necessary for our future operations, or that we will be able to obtain them on reasonable terms. To the extent such approvals are required and are not obtained, we may be delayed or prohibited from proceeding with planned exploration or development of our mineral properties.

Environmental hazards unknown to us which have been caused by previous or existing owners or operators of the properties may exist on the properties in which we hold an interest. More specifically, we are required to deposit 50% of our proposed reclamation budget with the local Governors office which will be refunded only on acceptable completion of land rehabilitation after mining operations have concluded. Even if we relinquish our licenses, we will still remain responsible for any required reclamation.

If we establish the existence of a mineral resource on any of our properties in a commercially exploitable quantity, we will require additional capital in order to develop the property into a producing mine. If we cannot raise this additional capital, we will not be able to exploit the resource, and our business could fail. If we do discover mineral resources in commercially exploitable quantities on any of our properties, we will be required to expend substantial sums of money to establish the extent of the resource, develop processes to extract it and develop extraction and processing facilities and infrastructure. Although we may derive substantial benefits from the discovery of a major deposit, there can be no assurance that such a resource will be large enough to justify commercial operations, nor can there be any assurance that we will be able to raise the funds required for development on a timely basis. If we cannot raise the necessary capital or complete the necessary facilities and infrastructure, our business may fail.

Mineral exploration and development is subject to extraordinary operating risks. We do not currently insure against these risks. In the event of a cave-in or similar occurrence, our liability may exceed our resources, which would have an adverse impact on our company. Mineral exploration, development and production involves many risks which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Our operations will be subject to all the hazards and risks inherent in the exploration, development and production of resources, including liability for pollution, cave-ins or similar hazards against which we cannot insure or against which we may elect not to insure. Any such event could result in work stoppages and damage to property, including damage to the environment. We do not currently maintain any insurance coverage against these operating hazards. The payment of any liabilities that arise from any such occurrence would have a material, adverse impact on our company.

Mineral prices are subject to dramatic and unpredictable fluctuations. We expect to derive revenues, if any, from the extraction and sale of precious and base metals such as gold, silver and copper. The price of those commodities has fluctuated widely in recent years, and is affected by numerous factors beyond our control including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, speculative activities and increased production due to new extraction developments and improved extraction and production methods.

We face risk from climatic conditions. The weather in the area of our mineral deposits may vary to the extremes. Such adverse conditions often preclude normal work patterns and can severely limit mining operations, usually making work impossible during certain months. Although good project planning can ameliorate these factors, unseasonable weather can upset programs with resultant additional costs and delays.

The mining industry is highly competitive and there is no assurance that we will continue to be successful in acquiring mineral claims. If we cannot continue to acquire properties to explore for mineral resources, we may be required to reduce or cease operations. The mineral exploration, development, and production industry is largely unintegrated. We compete with other exploration companies looking for mineral resource properties and the resources that can be produced from them. While we compete with other exploration companies in the effort to locate and license mineral resource properties, we do not compete with them for the removal or sales of mineral products from our properties if we should eventually discover the presence of them in quantities sufficient to make production economically feasible. Readily available markets exist worldwide for the sale of gold and other mineral products. Therefore, we will likely be able to sell any gold or mineral products that we identify and produce.

We compete with many companies possessing greater financial resources and technical facilities. This competition could adversely affect our ability to acquire suitable prospects for exploration in the future. Accordingly, there can be no assurance that we will acquire any interest in additional mineral resource properties that might yield reserves or result in commercial mining operations.

We do not control the operations of our major natural resource asset**.** We do not control and have a minority interest in NVC Holding Trust., Inc. We are therefore subject to the management of the control person of NVC Holding Trust, Inc.

Our title to our resource properties may be challenged by third parties or the licenses that permit us to explore our properties may expire if we fail to timely renew them and pay the required fees. We intend to investigate the status of title to any mining licenses granting to us and use our best efforts to see that these licenses remain in good standing.

We cannot guarantee that the rights to explore our properties will not be revoked or altered to our detriment. The ownership and validity of mining claims and concessions are often uncertain and may be contested. Should such a challenge to the boundaries or registration of ownership arise, the relevant government or government agency may intervene to resolve of disputes. We do not intend to acquire rights that are the subject of challenges to the mining concessions and mining claims. There is, however, no guarantee that title to the claims and concessions will not be challenged or impugned in the future.

Further, all of our licenses are exploration licenses, which are issued initially for a three-year term with a right of renewal for two more years, and a further right of renewal for two years, making a total of seven years. If we fail to pay the appropriate annual fees or if we fail to timely apply for renewal, then these licenses may expire or be forfeit.

We compete with other mining companies. We compete with other mining companies to attract and retain key executives and other employees with technical skills and experience in the mining industry. We also compete with other mining companies for rights to mine properties containing gold and other minerals. There can be no assurance that we will continue to attract and retain skilled and experienced employees, or to acquire additional rights to mine properties.

We depend on key personnel. Our current personnel are not experienced in the industry and we will require additional skilled employees to execute our growth plans. We could fail to attract or retain key personnel. Our potential for success depends significantly on our executive officers. We do not carry key-man life insurance on any executive. Given the early stage of our development and our plans for rapid expansion, the loss of the services of any executive or the services of any other key employees we may hire in the future would have a substantial, adverse effect on our business. We believe that our future success will depend in large part on our ability to attract and retain highly skilled sales, marketing and management personnel. If we are unable to hire the necessary personnel, the development of our business would likely be delayed or prevented. Competition for these highly skilled employees is intense. As a result, we cannot assure you that we will be successful in retaining our key personnel or in attracting and retaining the personnel we require for expansion.

A substantial or extended decline in mineral prices would have a material adverse effect on the Company. Our business is dependent on the price of minerals, including gold, which is affected by numerous factors beyond our control. Factors tending to put downward pressure on the price of gold include:

- Sales or leasing of gold by governments and central banks;
- A strong U.S. dollar;
- Global and regional recession or reduced economic activity;
- Speculative trading;
- Decreased demand for industrial uses, use in jewelry or investment;
- High supply from production, disinvestment and scrap;
- Sales by producers in forward transactions and other hedging transactions; and

- Devaluing local currencies (relative to gold priced in U.S. dollars) leading to lower production costs and higher production in certain regions.

Any drop in the price of gold and other minerals adversely impacts our revenues, profits and cash flows. In addition, a sustained low price for gold and other minerals can:

- Reduce revenues further through production cutbacks due to cessation of the mining of deposits or portions of deposits that have become uneconomic at the then-prevailing gold price;

- Halt or delay the development of new projects;

- Reduce funds available for exploration, with the result that depleted reserves are not replaced; and/or

- Reduce existing reserves, by removing ores from reserves that cannot be economically mined or treated at prevailing prices.

Mineral producers must continually obtain additional reserves. Mineral producers must continually replace reserves depleted by production. Depleted reserves must be replaced by expanding known ore bodies or by locating new deposits in order for producers to maintain production levels over the long term. Exploration is highly speculative in nature, involves many risks and frequently is unproductive. No assurances can be given that any of our new or ongoing exploration programs will result in new mineral producing operations. Once mineralization is discovered, it may take many years from the initial phases of drilling until production is possible, during which time the economic feasibility of production may change.

Estimates of proven and probable reserves are uncertain. Estimates of proven and probable reserves are subject to considerable uncertainty. Such estimates are, to a large extent, based on interpretations of geologic data obtained from drill holes and other sampling techniques. Producers use feasibility studies to derive estimates of operating costs based upon anticipated tonnage and grades of ore to be mined and processed, the predicted configuration of the ore body, expected recovery rates of metals from the ore, comparable facility, equipment, operating costs, and other factors. Actual operating costs and economic returns on projects may differ significantly from original estimates. Further, it may take many years from the initial phase of drilling before production is possible and, during that time, the economic feasibility of exploiting a discovery may change.

Increased costs could affect our profitability. Costs at any particular mining location frequently are subject to variation from one year to the next due to a number of factors, such as changing ore grade, metallurgy and revisions to mine plans in response to the physical shape and location of the ore body. In addition, costs are affected by the price of commodities such as fuel and electricity. Such commodities are at times subject to volatile price movements, including increases that could make production at certain operations less profitable. A material increase in costs at any significant location could have a significant effect on our profitability.

Mining accidents or other adverse events at a mining location could reduce our production levels. At any of our operations, production may fall below historic or estimated levels as a result of mining accidents such as a pit wall failure in an open pit mine, or cave-ins or flooding at underground mines. In addition, production may be unexpectedly reduced at a location if, during the course of mining, unfavorable ground conditions or seismic activity are encountered; ore grades are lower than expected; the physical or metallurgical characteristics of the ore are less amenable to mining or treatment than expected; or our equipment, processes or facilities fail to operate properly or as expected.

Mining companies are subject to extensive environmental laws and regulations. Our exploration, mining and processing operations are regulated in all countries in which we operate under various federal, state, provincial and local laws relating to the protection of the environment, which generally include air and water quality, hazardous waste management and reclamation. Delays in obtaining or failure to obtain government permits and approvals may adversely impact our operations. The regulatory environment in which we operate could change in ways that would substantially increase costs to achieve compliance, or otherwise could have a material adverse effect on our operations or financial position.

Our operations are subject to the risks of doing business abroad. Exploration, development and production activities outside of North America are potentially subject to political and economic risks, including:

- Cancellation or renegotiation of contracts;
- Disadvantages of competing against companies from countries that are not subject to U.S. laws and regulations, including the Foreign Corrupt Practices Act;
- Changes in foreign laws or regulations;
- Royalty and tax increases or claims by governmental entities, including retroactive claims;
- Expropriation or nationalization of property;
- Currency fluctuations (particularly in countries with high inflation);
- Foreign exchange controls;
- Restrictions on the ability of local operating companies to sell gold offshore for U.S. dollars, or on the ability of such companies to hold U.S. dollars or other foreign currencies in offshore bank accounts;
- Import and export regulations, including restrictions on the export of gold;
- Restrictions on the ability to pay dividends offshore;
- Risk of loss due to civil strife, acts of war, guerrilla activities, insurrection and terrorism;
- Risk of loss due to disease and other potential endemic health issues; and
- Other risks arising out of foreign sovereignty over the areas in which our operations are conducted.

Consequently, our exploration, development and production activities may be substantially affected by factors beyond our control, any of which could materially adversely affect our financial position or results of operations. Furthermore, in the event of a dispute arising from such activities, we may be subject to the exclusive jurisdiction of courts outside North America, which could adversely affect the outcome of a dispute.

We do not control the operations of our major natural resource asset. We do not control and have a minority interest in NVC Holding Trust., Inc. We are therefore subject to the management of the control person of NVC Holding Trust, Inc.

Financial Risks of Our Natural Resources Business

We may need additional financing. Our exploration and development schedule could be delayed if we are unable to fund such activities. We believe we will need to raise additional funds to achieve full commercialization of activities. We do not know whether we will be able to secure additional funding, or funding on terms acceptable to us.

We may be unable to raise additional capital to complete our exploration activities and further development. Our exploration and development schedule could be delayed if we are unable to fund our activities. We expect that the net proceeds of this Offering and all other existing sources of capital will be sufficient to fund our activities for the next six months. We believe we will need to raise additional funds to achieve full commercialization of our products. We do not know whether we will be able to secure additional funding, or funding on terms acceptable to us.

We may never become profitable. We have no operating history as we are a new company. We expect to experience losses until the time, if ever, when we are able to sell minerals in sufficient quantity to generate revenues that are adequate to support our operations.

We face financial risk. Our development and operation will entail uncertain cash flows. We may spend relatively large amounts new and unproven mineral rights. We may spend relatively large amounts on exploration. All of these factors and more will result in substantial financial risk. See "Business."

The Company will be subject to operating hazards and risks which may aversely affect the Company's financial condition.
Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. The Company's operations will be subject to all the hazards and risks normally incidental to exploration, development, and production of metals, such as unusual or unexpected formations, cave-ins or pollution, all of which could result in work stoppages, damage to property and possible environmental damage. The Company does not have general liability insurance covering its operations and does

not presently intend to obtain liability insurance as to such hazards and liabilities. Payment of any liabilities as a result could have a materially adverse effect upon the Company's financial condition

Currency fluctuations may affect costs. Currency fluctuations may affect the costs that we incur at our operations. Our operating expenses are incurred for the most part in local currencies. The appreciation of non-U.S. dollar currencies against the U.S. dollar can increase the costs of exploration and production in U.S. dollar terms at mines located outside the United States, making such mines less profitable.

Our earnings could be affected by the prices of other commodities. Our earnings also could be affected by the prices of other commodities such as fuel and other consumable items, although to a lesser extent than by the price of minerals. The prices of these commodities are affected by numerous factors beyond our control.

The Company's lack of operating history makes it difficult to judge its prospects. The Company has no operating history in mining upon which an evaluation of the Company, its current business and its prospects can be based. Investors should consider any purchase of the Company's shares in light of the risks, expenses, and problems frequently encountered by all companies in the early stages of its corporate development.

We have a limited operating history on which to base an evaluation of our business and prospects. We have not yet engaged in mining operations. As a result, we have never had any revenues from our operations. In addition, our operating history has been restricted to the acquisition and exploration of our mineral properties and this does not provide a meaningful basis for an evaluation of our prospects if we ever determine that we have a mineral reserve and commence the construction and operation of a mine. We have no way to evaluate the likelihood of whether our mineral properties contain any mineral reserve or, if they do that we will be able to build or operate a mine successfully. We anticipate that we will incur operating costs without realizing any revenues during the period when we are exploring our properties. We expect to continue to incur significant losses into the foreseeable future. We recognize that if we are unable to generate significant revenues from mining operations and any dispositions of our properties, we will not be able to earn profits or continue operations. At this early stage of our operation, we also expect to face the risks, uncertainties, expenses and difficulties frequently encountered by companies at the start up stage of their business development. We cannot be sure that we will be successful in addressing these risks and uncertainties and our failure to do so could have a materially adverse effect on our financial condition. There is no history upon which to base any assumption as to the likelihood that we will prove successful and we can provide investors with no assurance that we will generate any operating revenues or ever achieve profitable operations.

The fact that we have not earned any operating revenues in natural resources since our incorporation raises substantial doubt about our ability to continue to explore our mineral properties as a going concern. We have not generated any revenue from our natural resources operations and we anticipate that we will continue to incur operating expenses without revenues unless and until we are able to identify a mineral resource in a commercially exploitable quantity on one or more of our mineral properties and we build and operate a mine. As of the date of this Report, we had limited working capital. As a result, we may be dependent upon further financing.

Further, we may incur monthly operating expenses for such items as exploration, operations and general and administrative expense. As a result, we believe that we may have to raise any additional funds to meet our currently budgeted operating requirements for the next 12 months. If we do not begin generating revenues from operations sufficient to pay our operating expenses when we have expended them, we will be forced to raise necessary funds from outside sources. As we cannot assure a lender that we will be able to successfully explore and develop our mineral properties, we will probably find it difficult to raise debt financing. We have traditionally raised our operating capital from sales of equity, but there can be no assurance that we will continue to be able to do so. If we cannot raise the money that we need to continue exploration of our mineral properties, we may be forced to delay, scale back, or eliminate our exploration activities. If any of these actions were to occur, there is a substantial risk that our business would fail.

Forward Looking Statements Related to Our Natural Resources Operations

We are using forward-looking statements,

Certain statements under the captions "Risk Factors," and "Business" and elsewhere in this Report are "forward-looking statements" under the Private Securities Litigation Reform Act of 1995 ("Reform Act"). These forward-looking statements involve known and unknown risks, uncertainties and other factors. These risks, uncertainties and other factors may cause the actual results, performance and achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management.

Statements concerning mineral resource estimates may also be deemed to constitute forward-looking statements to the extent that they involve estimates of the mineralization that will be encountered if the property is developed. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as “expects” or “does not expect”, “is expected”, “anticipates” or “does not anticipate”, “plans”, “estimates”, “intends” “strategy”, “goals”, “objectives” or stating that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved) are not statements of historical fact and may be “forward-looking statements.” Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements, including, without limitation:

Risks and uncertainties relating to the interpretation of drill results, the geology, grade and continuity of mineral deposits;

Results of initial feasibility, pre-feasibility and feasibility studies, and the possibility that future exploration, development or mining results will not be consistent with the Company’s expectations;

Mining and development risks, including risks related to accidents, equipment breakdowns, labor disputes or other unanticipated difficulties with or interruptions in production;

The potential for delays in exploration or development activities or the completion of feasibility studies;

Risks related to the inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses;

Risks related to commodity price fluctuations;

The uncertainty of profitability based upon the Company's history of losses;

Risks related to failure to obtain adequate financing on a timely basis and on acceptable terms for the Company's planned exploration and development projects;

Risks related to environmental regulation and liability;

Risks that the amounts reserved or allocated for environmental compliance, reclamation, post-closure control measures, monitoring and on-going maintenance may not be sufficient to cover such costs;

Risks related to tax assessments;

Political and regulatory risks associated with mining development and exploration; and and other risks and uncertainties related to the Company's prospects, properties and business strategy.

This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. These and other factors should be considered carefully and readers should not place undue reliance on the Company's forward-looking statements.

Forward looking statements are made based on management's beliefs, estimates and opinions on the date the statements are made and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change.

Risks Related to the Movie Industry and Our Films

Because the motion picture industry is highly speculative and inherently risky, our motion picture may not be commercially successful, in which case we will not be able to recover our costs or realize anticipated profits. The motion picture industry is highly speculative and inherently risky. We cannot assure you that any motion picture we release, distribute, license, acquire or produce will be successful since the revenues derived from the production and distribution of a motion picture depend primarily upon its acceptance by the public, which cannot be predicted. The revenues derived also may not necessarily correlate to the production or distribution costs incurred. A motion picture's commercial success also depends upon the quality and acceptance of other competing films released into the marketplace at or near the same time, the availability of alternative forms of entertainment and leisure time activities, general economic conditions and other tangible and intangible factors, all of which can change and cannot be predicted with certainty. Therefore, there is a substantial risk that some or all of the motion pictures or other programs that we release, distribute, license, acquire or produce will not be commercially successful, resulting in costs not being recovered or anticipated profits not being realized. Additionally, forecasting film revenue and associated gross profits from our films prior to release is extremely difficult and may result in significant write-offs.

There are significant risks associated with the motion picture industry. The completion and commercial success of a motion picture is extremely unpredictable, and the motion picture industry involves a substantial degree of risk. Each motion picture is an individual artistic work, and its commercial success is primarily determined by audience reaction, which is unpredictable. The completion and commercial success of a motion picture also depends upon other factors, such as:

- talent and crew availability,
- financing requirements,
- distribution strategy, including the time of the year and the number of screens on which it is shown,
- the number, quality and acceptance of other competing films released into the marketplace at or near the same time,
- critical reviews, /
- the availability of alternative forms of entertainment and leisure time activities,
- piracy and unauthorized recording, transmission and distribution of motion pictures,
- general socioeconomic conditions and political events,
- weather conditions, and
- other tangible and intangible factors.

All of these factors can change and cannot be predicted with certainty. In addition, motion picture attendance is seasonal, with the greatest attendance typically occurring during the summer and holidays. The release of a film during a period of relatively low theater attendance is likely to affect the Film’s box office receipts adversely. In addition, due to the expected release of a large number of family films by Disney and other movie studios in the next several years, it is possible that further saturation of the family film market may adversely impact the commercial success of our films, and therefore have a material adverse effect on our business, financial condition and results of operations.

Enforcing our proprietary rights may require litigation. Litigation may be necessary in the future to enforce our intellectual property rights, to protect our trade secrets, to protect our patents, to determine the validity and scope of the proprietary rights of others, or to defend against claims of infringement or invalidity. Any such litigation could result in substantial costs and diversion of resources and could have a material adverse effect on our business, operating results or financial condition.

We are subject to risks caused by the availability and cost of insurance. Changing conditions in the insurance industry have affected most areas of corporate insurance. These changes have in the past and may in the future result in higher premium costs, higher deductibles and lower insurance coverage limits. Due to these factors, we have elected to self-insure certain risks.

Domestic theatrical distribution is very competitive and dominated by major studio distributors. Domestic theatrical distribution is very competitive. A substantial majority of the motion picture screens in the United States typically are committed at any one time to between 10 and 15 films distributed nationally by major studio distributors that can command greater access to available screens. Although some theaters specialize in exhibiting independent motion pictures and art-house films, there is intense competition for screen availability for these films as well. The number of motion pictures released theatrically in the United States also has increased in recent years, which has increased competition for exhibition outlets and audiences. We may have difficulty

We face numerous risks in our international licensing activities. We may derive revenues from licensing distribution rights in territories outside the United States. Our financial results and results of operations could be negatively affected by the risks inherent in international trade, many of which are beyond our control. These risks include:

- laws and policies affecting trade, investment and taxes, including laws and policies relating to the repatriation of funds and withholding taxes, and changes in these laws;
- differing cultural tastes and attitudes, including varied censorship laws;
- differing degrees of protection for intellectual property;
- motion picture piracy;
- financial instability and increased market concentration of buyers in foreign television markets including in European pay television markets;
- the instability of foreign economies and governments;
- changes in foreign currency exchange rates and currency controls;
- trade protection measures;
- longer accounts receivable collection patterns;
- changes in regional or worldwide economic or political conditions;
- war and acts of terrorism; or
- natural disasters.

Because our contracts are typically denominated in U.S. dollars, advances and minimum guarantees of license fees payable to us by foreign distributors, and advances and minimum guarantees that we pay to foreign producers in connection with the acquisition of distribution rights, generally are unaffected by exchange rate fluctuations. However, to the extent our agreements with foreign sub-distributors require them to pay us a percentage of revenues in excess of any advance or minimum guarantee, fluctuations in the currencies in which these revenues are received by the sub-distributor may affect the amount of U.S. dollars that we receive in excess of any minimum guarantee. Exchange rate fluctuations also could affect the ability of sub-distributors to pay agreed minimum guarantees or to bid for and acquire rights to motion pictures that we distribute. Although exchange rate fluctuations generally have not had a material effect on our results of operations in the past, we cannot assure you that these fluctuations will not have a material impact on our future results of operations.

Piracy of motion pictures, including digital and Internet piracy, may decrease revenue received from the exploitation of our films. Motion picture piracy is extensive in many parts of the world and is made easier by technological advances and the conversion of motion pictures into digital formats, which facilitates the creation, transmission and sharing of high quality unauthorized copies of motion pictures in theatrical release, on videotapes and DVDs, from pay-per-view through set top boxes and other devices and through unlicensed broadcasts on free TV and the Internet. The proliferation of unauthorized copies and piracy of these products has an adverse effect on our business because these products reduce the revenue we receive from our legitimate products. Unauthorized copying and piracy are prevalent in territories outside of the U.S., Canada and Western Europe and in countries where we may have difficulty enforcing our intellectual property rights. The U.S. government has publicly considered implementing trade sanctions against specific countries that, in its opinion, do not make appropriate efforts to prevent copyright infringements of U.S. produced motion pictures. There can be no assurance, however, that voluntary industry embargoes or U.S. government trade sanctions will be enacted or, if enacted, effective. If enacted, such actions could impact the amount of revenue that we realize from the international exploitation of motion pictures depending upon the countries subject to such action and the duration and effectiveness of such action. If embargoes or sanctions are not enacted or if other measures are not taken, we may lose an indeterminate amount of additional revenue as a result of motion picture piracy.

We cannot predict the effect that rapid technological change or alternative forms of entertainment may have on us or on the motion picture industry. The entertainment industry in general, and the motion picture industry in particular, continue to undergo significant changes, primarily due to technological developments, including developments in DVD formats, such as HI-DEF and Blue Ray, and digital delivery. Due to rapid growth of technology and shifting consumer tastes, we cannot accurately predict the overall effect that technological growth or availability of alternative forms of entertainment may have on the potential revenue from and profitability of our films. In addition, certain outlets for the distribution of motion pictures may not obtain the public acceptance that is or was previously predicted. For example, while we may benefit from the rapid growth in the DVD market, we cannot be assured that such growth will continue, or that other developing distribution channels, such as video-on-demand, will be accepted by the public or that, if they are accepted by the public, we will be successful in exploiting such channels. Moreover, to the extent that other distribution channels gain popular acceptance, it is possible that demand for existing delivery channels, such as DVDs, will decrease. If we are unable to exploit new delivery channels to the same extent that we have exploited existing channels, our business, results of operations or financial condition would be materially adversely affected.

Our business involves risks of liability claims for entertainment content, which could adversely affect our business, results of operations and financial condition. As an owner and distributor of entertainment content, we may face potential liability for:

- defamation;
- invasion of privacy;
- right of publicity or misappropriation;
- actions for royalties and accountings;
- breach of contract;
- negligence;
- copyright or trademark infringement (as discussed below); and
- other claims based on the nature and content of the materials distributed.

These types of claims have been brought, sometimes successfully, against broadcasters, producers and distributors of entertainment content. Any imposition of liability that is not covered by insurance or is in excess of insurance coverage could have a material adverse effect on our business, results of operations and financial condition.

We face substantial capital requirements and financial risks. Our business requires a substantial investment of capital. The development and distribution of motion pictures and other media programs require a significant amount of capital. A significant amount of time will elapse between our expenditure of funds and the receipt of commercial revenues from or government contributions to our films or programs. This time lapse requires us to use a significant portion of our capital or obtain requirements from other financing sources. Although we intend to continue to reduce the risks of our production exposure through pre-sales to distributors, we cannot assure you that we will implement successfully these arrangements or that we will not be subject to substantial financial risks relating to the production, acquisition, completion and release of our film. Any of the foregoing could have a material adverse effect on our business, results of operations and financial condition. In addition, if our film's production or distribution incurs substantial budget overruns, we cannot assure you that we will recoup these costs, which could have a material adverse effect on our business, results of operations and financial condition. Increased costs incurred with respect to our films may result in such film not being ready for release at the intended time and the postponement to a potentially less favorable time, all of which could cause a decline in performance, and thus the overall financial success of such film. Budget overruns could also prevent the film from being completed or released. Any of the foregoing could have a material adverse effect on our business, results of operations and financial condition.

Since we may require additional funds before we can complete our films, our expenses may be increased and it may take us longer to generate revenues. We have no way to predict when we will complete our films. Since we are not generating revenues, we may need to raise additional capital through either equity or debt financings in order to continue operations and complete our film. We have no identifiable source of such funds and cannot guarantee that any source will develop in the near future. General overhead and administrative costs will be incurred by us during this period, which means any delay would also increase our expenses and reduce your potential return. If we do not have an additional source of operating capital and we are unable to complete the post production and marketing of our film, our ability to continue our business will be compromised and we may be forced to either significantly curtail our operations or shut down altogether.

The distribution of our films could be affected by rating restrictions that would limit its marketability and accessibility to wider audiences, thus reducing our ability to generate revenues from its distribution. Because our films may contain mature themes, they may be subject to ratings restrictions and censorship, which would reduce our ability to commercialize our films. Certain agreements we plan to obtain, including agreements with distribution companies, may be contingent upon our films ultimately receiving a rating classification from the Motion Picture Association of America, or MPAA, that is no more restrictive than PG.

In general, we intend to produce our films in such a manner that they will receive a PG rating. However, our films may contain mature themes, and it is difficult to predict how the MPAA will classify our films. If our films are unable to obtain a rating less restrictive than PG-13, then marketing and advertising support from the distributor may be reduced, resulting in fewer distribution venues and thus a smaller audience.

In addition, censors in certain foreign jurisdictions might find elements of our films to be objectionable. We may be forced to make revisions before exhibiting our films in these jurisdictions, further adding to our expenses. The release of our films in certain jurisdictions may be denied regardless of revisions. These occurrences would reduce our international revenues.

***We have not made any distribution agreements*.** We have not entered into any distribution agreements. Therefore, the sale of our films are not assured at the present time and is dependent upon its acceptance in the marketplace by distributors at the time we market the films, as well as the state of the market and competition for distribution outlets at that time.

We face competition for a finite amount of domestic and foreign markets from existing independent feature film production companies. Almost all of our competitors have greater financial and other resources than we have. The motion picture industry is intensely competitive. Competition comes from companies within the same business and companies in other entertainment media that create alternative forms of leisure entertainment. We will be competing with the major film studios that dominate the motion picture industry. Some of these companies include: News Corporation's Twentieth Century Fox; AOL Time Warner's Warner Bros. including Turner, New Line Cinema and Castle Rock Entertainment; Viacom's Paramount Pictures; Vivendi Universal's Universal Studios; Sony Corp.'s Sony Pictures including Columbia and TriStar; Walt Disney Company's Buena Vista, Touchstone and Miramax and Metro-Goldwyn-Mayer including MGM Pictures, UA Pictures, Orion and Goldwyn. We will also compete with numerous independent motion picture production companies, television networks, and pay television systems, for the acquisition of literary properties, the services of performing artists, directors, producers, and other creative and technical personnel, and production financing. Nearly all of the companies we will compete with are organizations of substantially larger size and capacity, with far greater financial and personnel resources and longer operating histories, and may be better able to acquire properties, personnel and financing, and enter into more favorable distribution agreements. In addition, our films will compete for audience acceptance with motion pictures produced and distributed by other companies. Our success is dependent on public taste, which is both unpredictable and susceptible to rapid change.

In order to be competitive, we must create a motion picture of aesthetic and narrative quality comparable to the films of the major film studios that appeals to a wide range of public taste both in the United States and abroad. Also, we plan on exploiting similar methods of distribution available to motion pictures. If we are unable to effectively compete with either the smaller or larger competition, our ability to earn revenue will be compromised and we may have to cease doing business. As a result, investors in us could lose their entire investment.

We could be adversely affected by strikes and other union activity. We do not have any unionized employees within our company, but we do rely on members of the Screen Actors Guild, the Writers Guild of America, the Directors Guild of America and other guilds in connection with most of our productions. We are currently subject to collective bargaining agreements with these unions and, therefore, must comply with all provisions of those agreements in order to hire actors, directors or writers who are members of these guilds. Provisions in each labor contract with each of the Guilds obligate us to pay residuals to their members based on various criteria including the airing of films or cash collections. If we fail to pay such residuals to those entitled to receive them, any of the unions that represent our actors, writers and directors may have the right to foreclose on the film giving rise to such residual in order to compensate its union members accordingly. Additionally, we may be adversely impacted by work stoppages or strikes. For example, the four-month long strike by the Writers Guild, which ended February 2008, diminished the pool of writers available to us during such work stoppage. The collective bargaining agreement with the Screen Actors Guild expires in September 2008, and a halt or delay in negotiating a new industry-wide union contract, depending on the length of time involved, could lead to a strike by union members and cause delays in the development, production and completion of our films and thereby could adversely affect the revenue that our films generate. Any new collective bargaining agreements may increase our expenses in the future.

Business interruptions and disasters could adversely affect our operations. Our operations are vulnerable to outages and interruptions due to fire, flood, power loss, telecommunications failures and similar events beyond our control. We may operate or store our films in California. California locations have, in the past, and may, in the future, be subject to earthquakes as well as electrical blackouts as a consequence of a shortage of available electrical power. In addition, we will not have business interruption insurance as well as property damage insurance to cover losses that stem from an event that could disrupt our business. Our films are unique in nature and cannot be easily reproduced. If any storage facility were to suffer damage or destruction such that our films were no longer able to be licensed to third parties, our opportunity to generate revenue by re-licensing our content would be limited and would potentially impact our earnings and financial condition.

We may incur significant expenses in order to protect and defend against intellectual property claims, including claims where others may assert intellectual property infringement claims against us. Our success depends, in part, upon sufficient protection of our intellectual property. There can be no assurance that infringement or misappropriation claims (or claims for indemnification resulting from such claims) will not be asserted or prosecuted against us, or that any assertions or prosecutions will not materially adversely affect our business, financial condition or results of operations. Notwithstanding the validity or the successful assertion of such claims, we would incur significant costs and diversion of resources with respect to the defense thereof, which could have a material adverse effect on our business, financial condition or results of operations. If any claims or actions are asserted against us, we may seek to obtain a license of a third party's intellectual property rights. We cannot provide any assurances, however, that under such circumstances a license would be available on reasonable terms or at all.

Our intellectual property rights may not be enforceable in certain foreign jurisdictions. We attempt to protect our proprietary and intellectual property rights in our productions through available copyright and trademark laws as well as through licensing and distribution arrangements with reputable international companies in specific territories and for limited durations. We rely on copyright laws to protect the works of authorship created by us or transferred to us via assignment or by operation of law as works made for hire. We have generally recorded or registered our copyright and trademark interests in the United States. Despite these precautions, existing copyright and trademark laws vary from country to country and the laws of some countries in which our productions are marketed may not protect our intellectual property to the same extent as do U.S. laws, or at all. Furthermore, although copyrights and trademarks that arise under United States and United Kingdom law will be recognized in most other countries (as most countries are signatories to the Berne Convention, the Universal Copyright Convention and the Madrid Protocol), we cannot guarantee that courts in other jurisdictions will afford our copyrights and trademarks the same treatment as do courts in the United States or the United Kingdom. Although we believe that our intellectual property is enforceable in most jurisdictions, we cannot guarantee such validity or enforceability.

We may incur accelerated film amortization or significant write-offs if our estimate of total revenue for each film is not accurate. We will use the individual film-forecast-computation method to amortize our capitalized film production costs. We are required to amortize capitalized film production costs over the expected revenue streams as we recognize revenue from each of the associated films. The amount of film production costs that will be amortized depends on the amount of future revenue we expect to receive from each film. If estimated ultimate revenue declines, amortization of capitalized film costs will be accelerated and future margins may be lower than expected. If estimated ultimate revenue is not sufficient to recover the unamortized film production costs, the unamortized film production costs will be written down to fair value. Such accelerated amortization would adversely impact our business, operating results and financial condition. Furthermore, we will base our estimates of revenue on a variety of information, including recent sales data from domestic and major international licenses and other sources. If the estimates are not correct, and our internal controls over such information do not detect such an error, the amount of revenue and related expenses that we recognize could be incorrect, which could result in fluctuations in our earnings.

We may access a variety of film production incentives and subsidies offered by foreign countries and the United States that reduce our production costs. If these incentives and subsidies become less accessible to us or to our production partners, or if they are eliminated, modified, denied or revoked, our production costs could substantially increase. Production incentives and subsidies for film production are widely used throughout the industry and are important in helping to offset production costs. Many foreign countries, the United States and individual states have programs designed to attract production. Canada is a notable example. Incentives and subsidies are used to reduce production costs and such incentives and subsidies take different forms, including direct government rebates, sale and leaseback transactions or transferable tax credits. We may benefit from these financial incentives and subsidies in Canada as well as in Germany, the United Kingdom, Ireland, Hungary, South Africa, Australia, New Zealand and the United States. The laws and procedures governing these production incentives are subject to change. For example, the federal tax law in the United States that permits us to access a transferable tax credit to reduce costs on our domestic productions is set to expire in the near future and the prospects for its renewal are uncertain. If this law is not renewed, or if we or our production partners are unable to access any of these incentives and subsidies because they are modified or eliminated, we may be forced to restructure the financing of our film productions, increasing the likelihood that our inability to offset production costs will cause our profits to decrease. Further, the applications for these incentives and subsidies often are prepared and filed by our production partners, rather than by us, and they are subject to guidelines and criteria mandated by foreign, United States or state governments. We do not control the application or approval processes. If these applications are denied or revoked for any reason, impacting the operations of our production partners, we may be forced to restructure the financing of our film productions. Failure to achieve the cost savings that we have historically achieved could have a material adverse effect on our results of operations, financial condition and cash flows.

If consumers spend less on entertainment-related goods and services, we may have difficulty generating revenues and becoming profitable. Our business opportunities are directly dependent upon the level of consumer spending on entertainment products and other related products, a discretionary spending item. In addition, our success depends upon a number of factors relating to consumer spending, including future economic conditions affecting disposable consumer income such as employment, business conditions, interest rates, and tax rates. Consumer spending in general or spending in the entertainment market in particular may decline, which would likely have a direct effect on our ability to generate revenues.

Our success is primarily dependent on audience acceptance of our film, which is extremely difficult to predict and therefore inherently risky. We cannot predict the economic success of our motion pictures because the revenue derived from the distribution of our motion picture (which does not necessarily bear any correlation to the production or distribution costs incurred) depends primarily upon its acceptance by the public, which cannot be accurately predicted. The economic success of a motion picture also depends upon the publics' acceptance of competing films, the availability of alternative forms of entertainment and leisure time activities, general economic conditions and other tangible and intangible factors, all of which can change and cannot be predicted with certainty.

In general, the economic success of a motion picture is dependent on its domestic theatrical performance, which is a key factor in predicting revenue from other distribution channels and is largely determined by our ability to produce content and develop stories and characters that appeal to a broad audience and the effective marketing of the motion picture. If we are unable to accurately judge audience acceptance of our film content or to have the Film effectively marketed, the commercial success of the Film will be in doubt, which could result in costs not being recouped or anticipated profits not being realized. Moreover, we cannot assure you that our films will generate enough revenue to offset its distribution and marketing costs, in which case we would not receive any gross receipts for such film.

The costs of producing and marketing feature films have steadily increased and may increase in the future, which may make it more difficult for a film to generate a profit or compete against other films. The production and marketing of theatrical feature films requires substantial capital and the costs of producing and marketing feature films have generally increased in recent years. According to the MPAA, the average negative cost of a motion picture produced by a major U.S. studio, which includes all costs associated with creating a feature film, including production costs, allocated studio overhead and capitalized interest, but excludes abandoned project costs, has grown at a compound annual growth rate of 6.4% from 1994 to 2004 and the average domestic marketing cost (which includes prints and advertising costs) per picture has grown at a compound annual growth rate of 7.9% over the same period. Although these growth rates include the costs of both live-action and animated films, they are indicative of the cost trend for motion pictures generally. These costs may continue to increase in the future, which may make it more difficult for our films to generate a profit or compete against other films. Historically, production costs and marketing costs have risen at a rate faster than increases in either domestic admissions to movie theaters or admission ticket prices. A continuation of this trend would leave us more dependent on other media, such as home video, television, international markets and new media for revenue.

We compete for audiences based on a number of factors, many of which are beyond our control. Despite a general increase in movie theater attendance, the number of animated and live-action feature films released by competitors, particularly the major U.S. motion picture studios, may create an oversupply of product in the market, and may make it more difficult for our films to succeed. Oversupply of such products may become most pronounced during peak release times, such as school holidays, national holidays and the summer release season, when theater attendance has traditionally been highest. Although we may seek to release our films during peak release times, we cannot guarantee that we will be able to release all of our films during those times and, therefore, may miss potentially higher gross box-office receipts. In addition, a substantial majority of the motion picture screens in the U.S. typically are committed at any one time to only 10 to 15 films distributed nationally by major studio distributors. If our competitors were to increase the number of films available for distribution and the number of exhibition screens remained static, it could be more difficult for us to release our films during an optimal release period.

Our film production budgets may increase, and film production spending may exceed our budget. Our film budget may continue to increase due to factors including, but not limited to, (1) escalation in compensation rates of people required to work on our current projects, (2) number of personnel required to work on our current projects, (3) equipment needs, (4) the enhancement of existing, or the development of new, proprietary technology and (5) the expansion of our facilities to accommodate the growth of the studio. Due to production exigencies, which are often difficult to predict, it is not uncommon for film production spending to exceed film production budgets, and our current project may not be completed within the budgeted amounts.

The Company currently relies on certain key individuals in its film business and the loss of one of these individuals could have an adverse effect on the Company. The Company's success depends to a certain degree upon certain key members of the management. These individuals are a significant fact in the Company's growth and success. The loss of the service of members of the management and certain key employees could have a material adverse effect on the Company. The Company does not maintain key man insurance to compensate the Company for the loss of certain individuals. The Company does not anticipate having key man insurance in place in respect of any of its senior officers or personnel.

We may incur net losses in the future, which may reduce our ability to raise needed capital. We may incur net losses in the future due to film production costs, Should we incur losses in the future, our ability to raise further financing, or to do so on favorable terms, may be limited.

We will principally operate in one business: the development, production and distribution of our films; our lack of a diversified business could adversely affect us. We will derive substantially all of our revenue from the development, production and distribution of our films. Our financial condition would suffer significantly if audience demand for our product declines in the future. This demand is driven by the interests of the viewers and the financial strength of the various distribution companies. Unlike our major competitors, which are divisions of major media companies that generate revenue from a variety of other operations, we depend primarily on the success of our movies.

Our success depends on our ability to develop, produce and distribute a quality movies that achieve acceptance from our target audiences. An uncertainty always exists with the production of movie content whose success is subject to viewer tastes and preferences that can change in unpredictable ways. Generally, the popularity of our movies will depend on many factors, including the critical acclaim it receives, the genre, the specific subject matter, the actors and other key talent and the format of their initial release. We cannot assure you that our movies will achieve high ratings. In addition, we are producing in a genre that we lack experience in delivering. We cannot be certain that we will produce movies that will achieve high ratings.

If our movies do not achieve high ratings, it can adversely affect our financial condition and results of operations in three ways. We will rely heavily on our ability to license our movies several times, but the receipt of low ratings for our movies will hinder our ability to re-license the Film to another customer in the future.

We will have a significant concentration of our revenue from a limited number of distributors. Because the licensing of our films will be highly concentrated, an adverse change in our relationship with any of our significant customers could have a material adverse impact on our financial condition.

Our receipt of minimum guarantees does not eliminate the risks we face when we license distribution rights. While at the present time, we have no distribution agreements, we may receive a minimum guarantee for licensing distribution rights to sub-distributors, typically with respect to international rights. However, these minimum guarantees do not assure the profitability of our motion pictures or our operations. Additional revenues may be necessary from distribution of our motion picture in order for us to recover any investment in excess of the aggregate minimum guarantees, pay for distribution costs, continue acquisition and development of other motion pictures, and cover general overhead. Licensing distribution rights to sub-distributors in exchange for minimum guarantees may also result in us receiving lower revenues.

We may not be able to achieve our acquisition and distribution goals, which could adversely impact our financial condition. We currently intend to distribute our films through video/DVD, theatrical distribution, and international sales. We may not meet our goals, and our films may not meet our estimated distribution.

Our success depends on certain key employees. Our success greatly depends on our employees. In particular, we are dependent upon the services of the key employees and select members of our senior management and certain creative employees such as directors and producers. We have entered into agreements with our top executive officers and production executives. However, although it is standard in the film industry to rely on employment agreements as a method of retaining the services of key employees, these agreements cannot assure us of the continued services of such employees. Further, we do not intend to obtain key employee insurance for any of these employees. Even if we did, the proceeds from an insurance payout would not compensate for the loss of our manager' creativity and knowledge of the film business. The loss of the services of any of these key persons or a substantial group of key employees could have a material adverse effect on our business and results of operations.

Our success depends on the participation of certain actors who have agreed to participate but whose ability to participate is not assured. Our success depends largely on the talent who will act in our film. We have entered verbal commitments from these actors on condition that we raise the minimum amount in this offering, there can be no assurance of their participation as their participation may be prohibited by prior commitments or other factors outside their control. However, even if we are successful in obtaining employment contracts with these actors, although it is standard in the film industry to rely on employment agreements as a method of retaining the services of key actors, these agreements cannot assure us of the continued services of such actors. Further, we do not intend to obtain insurance for our talent. Even if we did, the proceeds from an insurance payout would not compensate for the loss of our talent and their box office appeal. The loss of their services could have a material adverse effect on our business and results of operations.

Since we lack an operating history, we face a high risk of business failure, which may result in the loss of your investment. We have no operating history other than through our principals and their prior experience in the industry. Since we have not yet completed our films, there is no way for you to evaluate whether we will be able to complete films, and therefore, whether our securities will be a good investment. We will have no other way to generate revenues in our movie division if our films are unsuccessful. Most companies that finance movies, particularly major studios such as the Walt Disney Studios and Universal Pictures, diversify their risk by producing groups of films. This diversification reduces the impact of a single movie's commercial success or failure. Our success, however, will depend entirely upon a limited number of movies. If our films are commercially unsuccessful, we will have little alternate sources of revenue. Based upon current plans, we expect to incur operating losses in future periods. We will incur these losses due to expenses associated with maintaining our office, production and post-production costs. In addition, losses will occur when marketing and distribution for our movies begin. We cannot guarantee that we will be successful in generating revenue in the future, or in raising additional funds adequate to pay for our business operations and planned expenditures. As of the date of this Report, we have earned no revenue. Failure to generate revenue will cause us to go out of business.

If we cease our film projects, we may lose our entire investment. Because it is impossible to predict the value of our assets if we dissolve, we may have insufficient assets for our stockholders to recover their investment. Value of assets would be determined by the price we obtain for our films' residual rights or any future film projects; any unanticipated liabilities or expenses that arise in connection with the production of our films or any future film projects; any reimbursements we may receive from a completion bond company in the event we choose to obtain such a bond in the future; and any impact from corporate taxation. In addition, if our films are not completed for any reason we will have no assets to sell off and there will be no compensation to us during dissolution. All of these factors involve amounts that are impossible to predict. Therefore, you cannot be certain that any assets will remain after we dissolve or that our distribution of these assets will allow us to recover our full investment.

***We may not be able to use Section 181 of the Internal Revenue Code*.** Section 181 of the Internal Revenue Code permits the owner of a qualified film or television production to elect to deduct production costs in the year the costs are paid or incurred in lieu of capitalizing the costs and recovering them through depreciation allowances if the aggregate costs do not exceed $15 million for each qualifying production (the "production cost limit"). A film or television production is a qualified film or television production if 75 percent of the total compensation of the production is compensation for services performed in the United States by actors, directors, producers, and other relevant production personnel (the "75 percent test"). In order to use Section 181, we must meet certain calendar deadlines. There is no assurance that we will be able to do so.

Risks Associated with Investing in our Common Stock

If we obtain additional financing, existing investor interests may be diluted. We may need to raise additional funds in the near future to fund our operations, deliver, expand, or enhance our products and services, finance acquisitions and respond to competitive pressures or perceived opportunities. If we raise additional funds by issuing equity or convertible debt securities, the percentage ownership of our investors will be diluted. Furthermore, we cannot assure you that additional financing will be available when and to the extent we require it or that, if available, it will be on acceptable terms.

Because we may be subject to the "penny stock" rules, you may have difficulty in selling our common stock. Because our stock price is less than $5.00 per share, our stock may be subject to the SEC's penny stock rules, which impose additional sales practice requirements and restrictions on broker-dealers that sell our stock to persons other than established customers and institutional accredited investors. The application of these rules may affect the ability of broker-dealers to sell our common stock and may affect your ability to sell any common stock you may own.

According to the SEC, the market for penny stocks has suffered in recent years from patterns of fraud and abuse. Additionally, we may be subject to short selling, manipulation by others, and the regulations of the Pink Sheets OTC markets, all of which may be outside our control.

As an issuer of "penny stock" the protection provided by the federal securities laws relating to forward looking statements does not apply to us. Although the federal securities law provide a safe harbour for forward-looking statements made by a public company that files reports under the federal securities laws, this safe harbour is not available to issuers of penny stocks. As a result, if we are a penny stock we will not have the benefit of this safe harbour protection in the event of any based upon an claim that the material provided by us contained a material misstatement of fact or was misleading in any material respect because of our failure to include any statements necessary to make the statements not misleading.

The volatility of and limited trading market in our common stock may make it difficult for you to sell our common stock for a positive return on your investment. The public market for our common stock has historically been very volatile. Any future market price for our shares is likely to continue to be very volatile.

Further, our common stock is not actively traded, which may amplify the volatility of our stock. These factors may make it more difficult for you to sell shares of common stock.

The registration and potential sale, either pursuant to a prospectus or pursuant to Rule 144, by certain of our selling stockholders of a significant number of shares could encourage short sales by third parties. There may be significant downward pressure on our stock price caused by the sale or potential sale of a significant number of shares by certain of our selling stockholders pursuant to this prospectus, which could allow short sellers of our stock an opportunity to take advantage of any decrease in the value of our stock. The presence of short sellers in our common stock may further depress the price of our common stock.

If the selling stockholders sell a significant number of shares of common stock, the market price of our common stock may decline. Furthermore, the sale or potential sale of the offered shares pursuant to a prospectus and the depressive effect of such sales or potential sales could make it difficult for us to raise funds from other sources.

Our listing in the "Pink Sheets" limits the marketability of our stock. We are traded in the Pink Sheets. Companies in this market generally are disadvantaged in attracting investor interest.

Complete conversion of our convertible securities would result in substantial dilution to the common shareholders. We have outstanding issues of convertible preferred stock and convertible notes. The conversion of all or a part of these securities would result in substantial dilution to the common shares.

Because we do not intend to pay any dividends on our common shares, investors seeking dividend income or liquidity should not purchase our shares. We do not currently anticipate declaring and paying dividends to our shareholders in the near future. It is our current intention to apply net earnings, if any, in the foreseeable future to increasing our working capital. Prospective investors seeking or needing dividend income or liquidity should, therefore, not purchase our common stock. We currently have no revenues and a history of losses, so there can be no assurance that we will ever have sufficient earnings to declare and pay dividends to the holders of our shares, and in any event, a decision to declare and pay dividends is at the sole discretion of our board of directors, who currently do not intend to pay any dividends on our common shares for the foreseeable future.

You may experience dilution if we issue additional securities. If we issue additional shares, you may find your holdings diluted, which if it occurs, means that you will own a smaller percentage of our company. Further, any issuance of additional securities to various persons or entities in lieu of cash payments will lead to further dilution.

Our common stock may be subject to penny stock rules, which may make it more difficult for our stockholders to sell their common stock. Broker-dealer practices in connection with transactions in "penny stocks" are regulated by certain penny stock rules adopted by the Securities and Exchange Commission ("SEC"). Penny stocks generally are equity securities with a price of less than $5.00 per share. The penny stock rules require a broker-dealer, prior to a purchase or sale of a penny stock not otherwise exempt from the rules, to deliver to the customer a standardized risk disclosure document that provides information about penny stocks and the risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction, and monthly account statements showing the market value of each penny stock held in the customer's account. In addition, the penny stock rules generally require that prior to a transaction in a penny stock the broker-dealer make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for a stock that becomes subject to the penny stock rules.

We are not required to meet or maintain any listing standards for our common stock to be quoted on the OTC Bulletin Board or in the Pink Sheets, which could affect our stockholders' ability to access trading information about our common stock.

The OTC Bulletin Board and the Pink Sheets are each separate and distinct from the NASDAQ Stock Market and any national stock exchange, such as the New York Stock Exchange or the American Stock Exchange. Although the OTC Bulletin Board is a regulated quotation service operated by the NASD, that displays real-time quotes, last sale prices, and volume information in over-the-counter ("OTC") equity securities like our common stock, and although Pink Sheets' Electronic Quotation Service is an Internet-based, real-time quotation service for OTC equities for market makers and brokers that provides pricing and financial information for the OTC securities markets, we are not required to meet or maintain any qualitative or quantitative standards for our common stock to be quoted on either the OTC Bulletin Board or in the Pink Sheets. Our common stock does not presently meet the minimum listing standards for listing on the NASDAQ Stock Market or any national securities exchange, which could affect our stockholders' ability to access trading information about our common stock. Additionally, we are required to satisfy the reporting requirements under the Securities Exchange.

Because we may be subject to the "penny stock" rules, you may have difficulty in selling our common stock.
Because our stock price is less than $5.00 per share, our stock may be subject to the SEC's penny stock rules, which impose additional sales practice requirements and restrictions on broker-dealers that sell our stock to persons other than established customers and institutional accredited investors. The application of these rules may affect the ability of broker-dealers to sell our common stock and may affect your ability to sell any common stock you may own.

According to the SEC, the market for penny stocks has suffered in recent years from patterns of fraud and abuse. Such patterns include:

· Control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer;

· Manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases;

· "Boiler room" practices involving high pressure sales tactics and unrealistic price projections by inexperienced sales persons;

· Excessive and undisclosed bid-ask differentials and markups by selling broker-dealers; and

· The wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, along with the inevitable collapse of those prices with consequent investor losses.

Additionally, we may be subject to short selling, manipulation by others, and the regulations of the the Pink Sheets OTC markets, all of which may be outside our control.

As an issuer of "penny stock" the protection provided by the federal securities laws relating to forward looking statements does not apply to us. Although the federal securities law provide a safe harbor for forward-looking statements made by a public company that files reports under the federal securities laws, this safe harbor is not available to issuers of penny stocks. As a result, if we are a penny stock we will not have the benefit of this safe harbor protection in the event of any based upon an claim that the material provided by us contained a material misstatement of fact or was misleading in any material respect because of our failure to include any statements necessary to make the statements not misleading.

The volatility of and limited trading market in our common stock may make it difficult for you to sell our common stock for a positive return on your investment. The public market for our common stock has historically been very volatile. Any future market price for our shares is likely to continue to be very volatile. Further, our common stock is not actively traded, which may amplify the volatility of our stock. These factors may make it more difficult for you to sell shares of common stock.

The registration and potential sale, either pursuant to a prospectus or pursuant to Rule 144, by certain of our stockholders of a significant number of shares could encourage short sales by third parties. There may be significant downward pressure on our stock price caused by the sale or potential sale of a significant number of shares by certain of our stockholders, which could allow short sellers of our stock an opportunity to take advantage of any decrease in the value of our stock. The presence of short sellers in our common stock may further depress the price of our common stock.

If the selling stockholders sell a significant number of shares of common stock, the market price of our common stock may decline. Furthermore, the sale or potential sale of our shares and the depressive effect of such sales or potential sales could make it difficult for us to raise funds from other sources.

Risks Associated with our Company

Our by-laws and employment agreements between our company and some of our officers and directors indemnify our officers and directors against costs, charges and expenses incurred by them in the performance of their duties. Our by-laws contain provisions limiting the liability of our officers and directors for all acts, receipts, neglects or defaults of themselves and all of our other officers or directors or for any other loss, damage or expense incurred by our company which shall happen in the execution of the duties of such officers or directors, as do employment agreements between our company and some of our officers and directors. Such limitations on liability may reduce the likelihood of derivative litigation against our officers and directors and may discourage or deter our shareholders from suing our officers and directors based upon breaches of their duties to our company, though such an action, if successful, might otherwise benefit our company and our shareholders.

Our majority stockholder controls a significant amount of our common stock. Our major shareholder presently has the voting power to elect all of the directors and approve any transaction requiring stockholder approval.

Investors' interests in our company will be diluted and investors may suffer dilution in their net book value per share if we issue employee/director/consultant options or if we issue additional shares to finance our operations. We have not ever generated revenue from our natural resource operations. We are currently without a source of revenue and will most likely be required to issue additional shares to finance our operations and, depending on the outcome of our exploration programs, may issue additional shares to finance additional exploration programs of any or all of our projects or to acquire additional properties. We may also in the future grant to some or all of our directors, officers, insiders, and key employees options to purchase our common shares as non-cash incentives to those persons. Such options may be granted at exercise prices equal to market prices when the public market is depressed. The issuance of any equity securities could, and the issuance of any additional shares will, cause our existing shareholders to experience dilution of their ownership interests.

If we issue additional shares or decide to enter into joint ventures with other parties in order to raise financing through the sale of equity securities, investors' interests in our company will be diluted and investors may suffer dilution in their net book value per share depending on the price at which such securities are sold. The dilution may result in a decline in the market price of our shares.

We have outstanding securities which could result in substantial issuance of new shares of Common Stock. We have two outstanding convertible notes which are convertible into Common Stock. Full or partial conversion of these notes would result in the issuance of a substantial number of new shares of Common Stock without the receipt of additional consideration other than the release of part of all of such convertible notes.

Earnings and Dividend Record. We have no earnings or dividend record. We have not paid dividends on our common shares since incorporation and do not anticipate doing so in the foreseeable future. We do not generate any cash flow from operations and could not expect to do so in the foreseeable future.

Dependence on Key Management Employees. The nature of our business, our ability to continue our exploration and development activities and to develop a competitive edge in the marketplace depends, in large part, on our ability to attract and maintain qualified key management personnel. Competition for such personnel is intense, and there can be no assurance that we will be able to attract and retain such personnel. Our development now and in the future will depend on the efforts of key management figures, such as David A. Bryant. The loss of any of these key people could have a material adverse effect on our business. We do not currently maintain key-man life insurance on any of our key employees.

We are indemnifying our officers and directors. Our Bylaws provide for the indemnification of officers and directors relating to their activities for the Company to the fullest extent permitted under the Wyoming General Corporation Code. These provisions may have the effect of providing indemnity in connection with suits brought by parties other than the Company against an officer or director who has been grossly negligent, though he acted in good faith and in the Company’s interests. See "Indemnification.".

Certain provisions of our Certificate of Incorporation may affect us. Certain provisions of our Certificate of Incorporation and Bylaws may make it more difficult and time consuming to acquire us. This may reduce our vulnerability to an unsolicited proposal for our takeover. These provisions are outlined below. Our Certificate also contains restrictions regarding certain mergers, consolidations, asset sales and other business combinations as defined in the Articles of Incorporation. The above provisions could have the effect of depriving shareholders of any opportunity to sell their shares at a premium over prevailing market prices because takeovers frequently involve purchases of stock directly from shareholders at such a premium price. Further, to the extent these provisions make it less likely that a takeover attempt opposed by our incumbent Board of Directors and management will succeed, the effect could be to assist the Board of Directors and management in retaining their existing positions. In addition, our Certificate also provides that the provisions outlined herein cannot be amended, altered, repealed, or replaced without a "super-majority" vote or the approval of a Majority of Continuing Directors.

We rely upon a few officers. We are wholly dependent on the personal abilities of our officers in order to develop and conduct our operations. Our success will be largely dependent on the personal efforts of our key officers and directors. The loss of the services of any of these officers would have a material adverse effect on our business and prospects. Our success also may be dependent, in part, upon our ability to hire and retain additional qualified sales and marketing personnel. There can be no assurance that we will be able to hire or retain such necessary personnel.

Our present shareholders will retain control. Our present control shareholder owns 90.9% of the outstanding Common Stock. As a result of this percentage of ownership, the existing shareholders will be able to control our management at least for the foreseeable future. You will not have the right to elect our directors and the Company's control will stay with the current shareholders.

Our promoters will get substantial benefit. Our promoters have acquired their interest in us at relatively little cost or investment. Further, we may attract additional key personnel by giving or awarding stock in the Company with little or no cash investment. While we feel that all of these individuals are vital to the Company’s success and that such stock motivates them to increase the value of the Company, the risk of loss to these individuals is minimal. The risk of loss to the investors is real and substantial. Should we fail in our business, the loss will fall almost entirely upon the purchasers of our securities. Should we succeed in our business, a large part of the profits will accrue these promoters and key individuals. See "Business."

The liability of our directors and officers is limited. Our Certificate of Incorporation includes provisions to eliminate, to the full extent permitted by Wyoming corporate law as in effect from time to time, the personal liability of our directors for monetary damages arising from a breach of their fiduciary duties as directors. The Certificate of Incorporation also includes provisions to the effect that (subject to certain exceptions) the Company shall, to the maximum extent permitted from time to time under Wyoming law, indemnify, and upon request shall advance expenses to, any director or officer to the extent that such indemnification and advancement of expenses is permitted under such law, as it may from time to time be in effect. In addition, our By-Laws require us to indemnify, to the full extent permitted by law, any of our directors, officers, employees or agents for acts which such person reasonably believes are not in violation of our corporate purposes as set forth in the Certificate of Incorporation. As a result of such provisions in the Certificate of Incorporation and the By-Laws, stockholders may be unable to recover damages against our directors and officers for actions taken by them which constitute negligence, gross negligence or a violation of their fiduciary duties, which may reduce the likelihood of stockholders instituting derivative litigation against directors and officers and may discourage or deter stockholders from suing our directors, officers, employees and agents for breaches of their duty of care, even though such action, if successful, might otherwise benefit us and our stockholders. See "Indemnification."

Interests in Real Estate

Through a 50% joint venture, the Issuer has an option on developing an interest in 20 acres in Leander, Texas comprising 873,000 sq. ft. of land with an estimated market value of $2,000,000. The joint venture is with the Issuer's Secretary, Nancy Bryant. The first $1 million cash proceeds go to Ms. Bryant, the second $2 million of cash proceeds is divided equally between Ms. Bryant and the Issuer after expenses for bringing property up to grade for pad sites/entitlements, etc. The Issuer expects that the property will be either sold or managed out and any long term proceeds over $3 million belong solely to the Issuer.

The City of Leander, a suburb of Austin, Texas has extended its extra territorial jurisdiction to include areas formerly considered outside of Austin's jurisdiction. The resulting demographic changes have created a demand for what was once agricultural property. Buyer Group International, Inc., has a joint venture for a 50% beneficial interest in the equity and profits from the project.

The property has power, communications and is on a well. Site assessment is done with county and city requirements. There is 1000 feet of road access anticipated to be commercially zoned in the following year or two when the ETJ is annexed.

Section Eight
Officers, Directors, Control Persons

A. Officers and Directors

David Bryant, CEO and Director

1712 Pioneer Ave.
Cheyenne, WY 82001 USA
Employment History:
Buyer Group International 2008 to present
Board Memberships and affiliations: None
Compensation: $295,000
Beneficial Ownership: 100% of 115,686 Shares of Series A Preferred Stock Super Voting

Nancy Bryant, Director

1712 Pioneer Ave.
Cheyenne, WY 82001 USA
Employment History: Retired over five years
Board Memberships and affiliations: None
Compensation: None
Beneficial Ownership: None

(Former) Directors

Anthony Grindl, Advisor (current non-affiliate, non-director)
1712 Pioneer Ave.
Cheyenne, WY 82001 USA
Employment History: Retired over five years
Board Memberships and affiliations: None
Compensation: $10,000 in Series B Convertible Preferred Shares
Beneficial Ownership: 17,919 Series B Convertible Preferred Shares

B. Legal/Disciplinary History

1. None of Buyer Group International, Inc.'s Officers or Directors have been the subject of any criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

2. None of Buyer Group International, Inc.'s Officers or Directors have been the subject of any entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

3. None of Buyer Group International, Inc.'s Officers or Directors have been the subject of any finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the

Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

4. None of Buyer Group International, Inc.'s Officers or Directors has been the subject of any entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

Disclosure of Family Relationships

Other than as follows, there are no family members, of any Buyer Group International, Inc. officer or director, who own Buyer Group International, Inc. common or preferred stock.

David Bryant is the son of Nancy Bryant.

David Bryant is the brother of Summer Bryant who owns 100% of Stratos Group, LLC, the owner of 100,003,003 shares of the Issuer's Common Stock. Mr. Bryant disclaims any beneficial interest in Stratos Group or these shares.

Disclosure of Related Party Transactions

Other than otherwise disclosed herein, no transactions exist, 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) in which any related person had or will have a direct or indirect material interest. See also "Interests in Real Estate."

Disclosure of Conflicts of Interest

Other than as disclosed in "Interest in Real Estate" herein, Buyer Group International, Inc. has no circumstances of any executive officer or director involved with competing professional or personal interests.

C. Beneficial Owners of more than 5% of any class

Common Stock as of December 31, 2013.

Name	Address	Shareholdings	Percentage of Class Outstanding
David A. Bryant	812 Creekline Way McKinney, Texas 75070	5,737,092,456 Equivalent RIghts	81.76%
Charles E. Christopher	217 Mt. Vernon Drive Georgetown, KY 40324	1,280,000,003	7.30%
Total Owners of More than 5%		7,017,092,459	98.20%

Series Preferred A Stock

Name	Address	Shareholdings	Percentage of Class Outstanding
David A. Bryant	812 Creekline Way McKinney, Texas 75070	155,866	100.00%

Series B Preferred Stock

Name	Address	Shareholdings	Percentage of Class Outstanding
NVC Holding Trust, Inc. - Frank Ekejija Trustee	100 Crescent Court Dallas TX 75201	100,000,000	89.07%
Jack Weis	C/o Buyer Group International, Inc. 1301 Live Oak Road Leander TX 78641	12,000,000	10.69%
Additional Small Shareholders	C/o Buyer Group International, Inc. 1301 Live Oak Road Leander TX 78641	271,910	.2%
Total		112,271,910	100%

Series C Preferred Stock

Name	Address	Shareholdings	Percentage of Class Outstanding
None outstanding			

Preferred S Stock

Name	Address	Shareholdings	Percentage of Class Outstanding
None outstanding			

Section Nine
Outside Advisors

1. Investment Banker

None

2. Promoters

None, other than the officers and directors.

3. Legal Counsel

Currently as of December 31th, 2013 the company has no legal counsel.

4. Accountant

None.

The Issuer's management prepares the Issuer's financial statements.

5. Public Relations Consultant

None

6. Investor Relations Consultant

None

Section Ten
Issuer's Certifications

I, David A. Bryant, certify that:

1. I have reviewed this quarterly disclosure statement of Buyer Group International, Inc.

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of 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 all 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 31, 2013

/s/ David A. Bryant
David A. Bryant
Chief Executive Officer
Chairman