

TMM, Inc.

ANNUAL REPORT

April 17, 2015

NOTICE

April 17, 2015

This Document has had the format of the electronic signatures of Gerald Cavanaugh, the President and Michael Kozole, the Chief Financial Officer changed as requested by the OTC. In addition, any March 31 dates in the document have been changed to reflect the new refiling date. No other material changes have been made to this document.

TMM, INC.

1. Name of Issuer and its predecessors

TMM, Inc.	Name changed as of April 1, 1991
Randy Jackson Entertainment Corporation	Name changed as of November 9, 1988
Ligonier Party Bookings, Inc.	Incorporated on October 08, 1986

2. Address of issuer's principal executive offices

Company Headquarters

118 School Road
Wilmington, DE 19803

Tel: 1 302 476-2288
Email: info@tmmi.us
Fax: 1 302 654-5777
Website: tmmi.us

IR Contact: None

3. Security Information

Trading symbol: TMMI
Common shares outstanding as of April 17, 2015: 290,320,200
Preferred Shares Outstanding as of April 17, 2015: 1,810,000
CUSIP: 87258Q 10 8
Par Value Common: \$0.001
Par Value Preferred: \$0.001
Total Common Shares Authorized: 750,000,000 as of December 31, 2014
Total Preferred Shares Authorized: 50,000,000 as of December 31, 2014

Transfer Agent

Nevada Agency and Transfer Company
50 West Liberty Street, Suite 880
Reno NV 89501
775 322-0626

Is the Transfer Agent Registered under the Exchange Act? Yes ☒ No ☐

List any restriction on the transfer of security:

The transfer of the Company's common stock and preferred stock is subject to restrictions under the securities laws. No restrictions are provided on transfer of shares in the Company's by-laws

Describe any trading suspensions orders issued by the SEC in the past 12 months:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months

None

4. Issuance History

Offerings of Securities

A. The Nature of each offering:

Private Placement

B. Any jurisdictions where offering was registered:

None

C. The number of shares offered:

In the last two fiscal years ending December 31, 2013 and December 31, 2014, and in the interim period from January 1, 2015 to the date of this Annual Report, the Issuer entered into two Unit Private Placements and offered a total of 43,540,000 Units (with each Unit consisting of one common share and one share purchase warrant). In addition, as set forth in Section G, the Issuer issued a total of 16,700,000 options in the last two fiscal years ending December 31, 2013 and December 31, 2014, and in the interim period from January 1, 2015 to the date of this Annual Report, as set forth in Section G.

D. The number of shares sold:

The Issuer sold a total of 43,540,000 Units (with each Unit consisting of one common share and one share purchase warrant) and issued a total of 16,700,000 options.

E. The price at which the shares were offered, and the amount actually paid to the issuer.

In all cases, the price at which the shares were offered was the actual price paid and is detailed in Section G.

F. The trading status of the shares: and

Restricted Shares

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

Yes

- i. The company initiated a private placement stock subscription in May 2013 for 14,100,000 units as part of a \$0.10 Unit Offering which each unit consisted of one common share and one share purchase warrant. The exercise price of a warrant is \$0.15 and the right to exercise expiration date has been extended to December 31, 2019.
- ii. The company initiated a private placement stock subscription in December 2013 for 12,340,000 units as part of a \$0.10 Unit Offering which each unit consisted of one common share and one share purchase warrant. The exercise price of a warrant is \$0.15 and the right to exercise expiration date has been extended to December 31, 2019.
- iii. The company initiated a private placement stock subscription in August 2014 for 5,900,000 units as part of a \$0.10 Unit Offering which each unit consisted of one common share and

one share purchase warrant. The exercise price of a warrant is \$0.15 and the right to exercise expiration date is December 31, 2019.

- iv. The company initiated a private placement stock subscription in January 2015 for 11,200,000 units as part of a \$0.05 Unit Offering which each unit consisted of one common share and one share purchase warrant. The exercise price of a warrant is \$0.08 and the right to exercise expiration date is December 31, 2019.
- v. The Company has issued 9,750,000 options at an exercise price of \$0.10 in 2013. The right to exercise expiration date has been extended to December 31, 2019.
- vi. The Company has issued 6,950,000 options at an exercise price of \$0.10, \$0.14, \$0.15 and \$0.16 in 2014. The right to exercise expiration date has been set at August 8, 2017 and December 31 and 2019.

Share Issuance January 1, 2013 to April 17, 2015

Date	Type	Name Issued	Beneficial Owner/Control Person	Price Per Share	Number Issued
6-Feb-13	LS	APPMOBI Inc.			500,000
25-Feb-13	PP	Blake Anderson		\$0.10	10,000
25-Feb-13	PP	Ara Arzoumanian		\$0.10	1,000,000
25-Feb-13	PP	Ara Arzoumanian		\$0.10	1,000,000
25-Feb-13	PP	Thomas Assenzio		\$0.10	2,000,000
25-Feb-13	PP	Dawn Ann Assenzio		\$0.10	1,000,000
25-Feb-13	PP	Donna Bishel		\$0.10	50,000
25-Feb-13	PP	Michael & Linda Brown		\$0.10	100,000
25-Feb-13	PP	Buckley Capital Asset Ltd.	Don Farrell	\$0.10	100,000
25-Feb-13	PP	Mayura Carter		\$0.10	10,000
25-Feb-13	PP	Carrie Cesarone		\$0.10	100,000
25-Feb-13	PP	Nicolas J. Civillico		\$0.10	50,000
25-Feb-13	PP	Kimberly Colby		\$0.10	10,000
25-Feb-13	PP	Alayna H. Connell		\$0.10	30,000
25-Feb-13	PP	Rod Ermel		\$0.10	200,000
25-Feb-13	PP	Patti Ford		\$0.10	100,000
25-Feb-13	PP	Charles Hallinan		\$0.10	2,000,000
25-Feb-13	PP	Harvey Rothenberg		\$0.10	1,000,000
25-Feb-13	PP	Edward Heshner		\$0.10	60,000
25-Feb-13	PP	Kenneth Heys		\$0.10	100,000
25-Feb-13	PP	Judith Rothenberg		\$0.10	500,000
25-Feb-13	PP	Brian Kohute		\$0.10	50,000
25-Feb-13	PP	Denise Layell		\$0.10	20,000
25-Feb-13	PP	Alan Levine		\$0.10	150,000
25-Feb-13	PP	Zoe Li		\$0.10	150,000
25-Feb-13	PP	Howard Lipman		\$0.10	50,000
25-Feb-13	PP	Jason Lipman		\$0.10	100,000
25-Feb-13	PP	Rick Mah		\$0.10	150,000
25-Feb-13	PP	Martin Market		\$0.10	500,000

25-Feb-13	PP	Wheeler Neff		\$0.10	250,000
25-Feb-13	PP	Carol Neff		\$0.10	100,000
25-Feb-13	PP	Garrett Neff		\$0.10	120,000
25-Feb-13	PP	Sharon Prudoff		\$0.10	500,000
25-Feb-13	PP	Zachary Prudoff		\$0.10	500,000
25-Feb-13	PP	Ingrid Reichert		\$0.10	30,000
25-Feb-13	PP	Enzo Ruberto		\$0.10	250,000
25-Feb-13	PP	David Shaw		\$0.10	400,000
25-Feb-13	PP	Jonathan Shechtman		\$0.10	100,000
25-Feb-13	PP	Brian Silber		\$0.10	200,000
25-Feb-13	PP	Angelia Tai		\$0.10	350,000
25-Feb-13	PP	Kenneth Tai		\$0.10	20,000
25-Feb-13	PP	Cam Taylor		\$0.10	400,000
25-Feb-13	PP	Kathleen Terry		\$0.10	10,000
25-Feb-13	PP	Donna Turner		\$0.10	20,000
25-Feb-13	PP	Medio J. Waldt III		\$0.10	100,000
25-Feb-13	PP	Stuart Weiss		\$0.10	10,000
25-Feb-13	PP	David Wiggins		\$0.10	2,000,000
25-Feb-13	PP	Dan Winters		\$0.10	300,000
25-Feb-13	PP	Randy Wong		\$0.10	50,000
25-Feb-13	PP	Charles F. Wright		\$0.10	2,000,000
4/22/2013	CP	Fernandez, Michael		\$0.10	1,000,000
5/15/2013	RTT	Fernandez, Michael			10,000,000
7/22/2013	W	Strine, Judith A &		\$0.05	100,000
8/28/2013	S	ShareHolders Solutions	Michael Barber	\$0.10	250,000
9/26/2013	CP	Haskins, Robin L			1,037,500
9/26/2013	CP	Simpson, Thomas			1,537,500
9/26/2013	CP	Shields, Daniel P			1,037,500
9/26/2013	CP	Torrijos, Roman			512,500
9/26/2013	LS	Fernandez, Michael W		\$0.10	1,000,000
10/31/2013	W	Strine, Judith A &		\$0.05	100,000
12/31/2013	CP	Geosmack Enterprises			15,500,000
1/22/2014	PP	Noyes, Christopher B TTEE	Charles F Wright		2,000,000
1/22/2014	PP	Gilbert, Patrick C		\$0.10	20,000
1/22/2014	PP	Hallinan, Charles		\$0.10	2,000,000
1/22/2014	PP	Hallinan, Charles		\$0.10	2,000,000
1/22/2014	PP	Kachurik, Michael		\$0.10	10,000
1/22/2014	PP	Kelly Jr, James J		\$0.10	100,000
1/22/2014	PP	Lipman, Jeffrey H &		\$0.10	100,000
1/22/2014	PP	Nissman, David Marshall		\$0.10	400,000
1/22/2014	PP	Parayre, Roch		\$0.10	300,000
1/22/2014	PP	Peckerman, Bruce M		\$0.10	500,000
1/22/2014	PP	Seco Ventures LTD	Vincent Ney	\$0.10	2,000,000
1/22/2014	PP	Welsh, Jeffrey M		\$0.10	70,000
1/22/2014	PP	Welsh, Winifred L		\$0.10	100,000

1/22/2014	PP	Wiggins, David S		\$0.10	2,000,000
1/22/2014	PP	Wood, Leigh		\$0.10	500,000
1/22/2014	PP	Wright, Charles F		\$0.10	2,000,000
1/23/2014	LS	Mariea, Charles			25,000
1/27/2014	CP	Lieber, Jeffrey E			200,000
2/28/2014	PP	Arzoumanian, Ara		\$0.10	1,000,000
2/28/2014	PP	Auburn Hill Capital LLC	Andrew S. Wright	\$0.10	300,000
2/28/2014	PP	Flying Fish Holdings LLC	Mitch Heffernan	\$0.10	1,000,000
2/28/2014	PP	Nissman, Gerald & Liliane		\$0.10	50,000
2/28/2014	PP	Goodnough, Joseph		\$0.10	20,000
2/28/2014	PP	Hallinan, Charles M		\$0.10	2,000,000
2/28/2014	PP	Hauske, III Thomas J		\$0.10	200,000
2/28/2014	PP	Layell, Denise		\$0.10	60,000
2/28/2014	PP	LeBlanc, Wyllis Lewis		\$0.10	30,000
2/28/2014	PP	McChain, Scott F		\$0.10	50,000
2/28/2014	PP	Neff, Garrett W		\$0.10	300,000
2/28/2014	PP	Neff, Wheeler K		\$0.10	500,000
2/28/2014	PP	Peckerman, Bruce M		\$0.10	150,000
2/28/2014	PP	Prudoff, Adam		\$0.10	1,000,000
2/28/2014	PP	Alexander Hamilton TR CO	Lichen Trust (Scott McChain)		550,000
2/28/2014	PP	Turner, Donna		\$0.10	130,000
2/28/2014	PP	Wiggins, David S		\$0.10	2,000,000
2/28/2014	PP	Wright, Charles F		\$0.10	2,000,000
2/28/2014	PP	Wright, Jr Charles F		\$0.10	1,000,000
4/15/2014	S	MZHCI LLC	Ted Haberfield		1,000,000
5/23/2014	CP	Morrison, Dan			50,000
5/23/2014	CP	Simpson, Thomas			669,000
5/23/2014	CP	Janiero, Don			100,000
5/23/2014	CP	Gillis, Jim			100,000
5/23/2014	CP	VonKronemann, Mark			75,000
5/23/2014	CP	Williams, Mark			100,000
5/23/2014	CP	Roncone, Tim			200,000
5/23/2014	CP	Pierce, John			381,000
6/9/2014	CP	Stratter, Joseph			800,000
8/18/2014	W	9051 Investment Ltd.	Daphne Thomas	\$0.05	250,000
8/21/2014	W	Thomas, William Danton		\$0.05	250,000
2/9/2015	PP	Henle, Tina		\$0.10	250,000
2/9/2015	PP	Peckerman, Bruce M		\$0.10	100,000
2/9/2015	PP	Wiggins, David S		\$0.10	3,000,000
2/9/2015	PP	Wright, Charles F		\$0.10	2,000,000
2/9/2015	PP	Wright, Andrew S		\$0.10	500,000

Legend

Symbol	Description
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PP	Private Placement
S	Services
W	Warrants Exercised
OPT	Options Exercised
FF	Finder's Fee
CP	Converted Preferred
LS	Legal Settlement
RTT	Returned to Treasury

Share Purchase Options Granted For Services

OPTION HOLDERS	CONTROL PERSON	GRANTED	GRANT DATE	EXPIRY DATE	EXERCISE \$
Gerard Cavanaugh		1,500,000	18-Oct-11	31-Dec-19	\$0.02
Stan Ford		6,000,000	18-Oct-11	31-Dec-19	\$0.02
Nell Hamlon		300,000	18-Oct-11	31-Dec-19	\$0.02
Michael Kozole		1,500,000	18-Oct-11	31-Dec-19	\$0.02
Wheeler Neff		2,000,000	18-Oct-11	31-Dec-19	\$0.02
Angelia Tai		2,000,000	18-Oct-11	31-Dec-19	\$0.02
David Wiggins		6,000,000	18-Oct-11	31-Dec-19	\$0.02
Alan Sloan		2,000,000	21-Nov-11	31-Dec-19	\$0.02
		21,300,000		31-Dec-19	
				31-Dec-19	
Howard Lipman		500,000	23-Feb-12	31-Dec-19	\$0.04
Alan Sloan		1,000,000	1-May-12	31-Dec-19	\$0.10
Charles Hallinan		2,000,000	1-May-12	31-Dec-19	\$0.10
Charles Wright		2,000,000	1-May-12	31-Dec-19	\$0.10
Brian Murray		300,000	1-Jun-12	31-Dec-19	\$0.10
Howard Lipman		500,000	1-Sep-12	31-Dec-19	\$0.10
Garrett Brown		2,000,000	12-Sep-12	31-Dec-19	\$0.10
Mung Chiang		2,000,000	12-Sep-12	31-Dec-19	\$0.10
Richard Fox		1,000,000	12-Sep-12	31-Dec-19	\$0.10
		11,300,000		31-Dec-19	
				31-Dec-19	
Gerard Cavanaugh		1,000,000	17-Oct-12	31-Dec-19	\$0.10
Leonard DeRoma		1,750,000	17-Oct-12	31-Dec-19	\$0.10
Stan Ford		5,000,000	17-Oct-12	31-Dec-19	\$0.10
Michael Kozole		500,000	17-Oct-12	31-Dec-19	\$0.10
Wheeler Neff		1,000,000	17-Oct-12	31-Dec-19	\$0.10
Angelia Tai		1,000,000	17-Oct-12	31-Dec-19	\$0.10
David Wiggins		5,000,000	17-Oct-12	31-Dec-19	\$0.10
Wildwood Capital LLC	Lenny DeRoma			31-Dec-19	
		250,000	17-Oct-12		\$0.10
Thomas Mackie		1,000,000	20-Nov-12	31-Dec-19	\$0.10
Kelly Ann Swift		500,000	20-Nov-12	31-Dec-19	\$0.10
Kerry Polite		100,000	29-Nov-12	31-Dec-19	\$0.10

Brian Mullins		100,000	30-Nov-12	31-Dec-19	\$0.10
International Royalties Corp	Stanley Ford	900,000	1-Dec-12	31-Dec-19	\$0.10
18,100,000					
Cavanaugh, Gerard		1,500,000	1-Aug-13	31-Dec-19	\$0.10
Ford, Stan		2,000,000	1-Aug-13	31-Dec-19	\$0.10
Kozole, Michael		250,000	1-Aug-13	31-Dec-19	\$0.10
Neff, Wheeler		1,000,000	1-Aug-13	31-Dec-19	\$0.10
ShareHolders Solutions, Inc.	Michael Barber	2,000,000	1-Aug-13	31-Dec-19	\$0.10
Tai, Angelia		500,000	1-Aug-13	31-Dec-19	\$0.10
Taylor, Cameron		500,000	1-Aug-13	31-Dec-19	\$0.10
Wiggins, David		2,000,000	1-Aug-13	31-Dec-19	\$0.10
9,750,000					
Kabbash, Mark		100,000	8-Aug-14	8-Aug-17	\$0.10
Cavanaugh, Gerard		1,000,000	12-Mar-14	31-Dec-19	\$0.14
Wildwood Capital LLC	Lenny DeRoma	1,000,000	12-Mar-14	31-Dec-19	\$0.14
Ford, Stan		1,000,000	24-Mar-14	31-Dec-19	\$0.16
Tai, Angelia		1,000,000	24-Mar-14	31-Dec-19	\$0.16
Bello, Deborah		330,000	24-Mar-14	31-Dec-19	\$0.16
International Royalties Corp	Stanley Ford	1,550,000	24-Mar-14	31-Dec-19	\$0.16
Schilowitz, Ted		500,000	14-Mar-14	31-Dec-19	\$0.15
Siracusano, Lou		500,000	14-Mar-14	31-Dec-19	\$0.15
6,950,000					

5. Financial Statements

Financial Statement for the fiscal year ended 2014 is attached herewith this annual report as Exhibit A.

6. Describe the Issuer's Business, Product

A. MTT Visions was founded by Phillip Taylor Kramer as a privately-owned California Corporation. In the early 1990's the Company developed, integrated, licensed and distributed video compression and decompression (codec) software for CD-ROM Publishers and Multimedia Developers. MTT Visions merged with Randy Jackson Entertainment Corp. and changed its name to TMM, Inc.

In March 1993 the Issuer signed an agreement with Iterated Systems Inc. whereby the Issuer received, accepted and paid in full for source codec versions of VDK 1.0 to VDK 1.4 fractal video compression. Such codec versions are the wholly owned property of TMM, Inc.

By 1998, TMM Inc. had emerged from bankruptcy and retained its worldwide rights to such fractal based codec. In August 2001 TMM, Inc. entered into an agreement with Digital Focus Inc. ("DFI") to

acquire all the outstanding shares of DFI. In 2008 TMM, Inc. was able to issue 11,500,000 preferred shares for the shareholders of Digital Focus Inc. In June 2012, TMM, Inc. consummated this agreement with an exchange of shares. Digital Focus Inc. has a worldwide exclusive license to the Iterated Systems Inc. PVS/SGI Source Code. The Company is not using PVS/SGI codec. The Company had based TRUDEF codec upgrades on the earlier VDK 1.0 to VDK 1.4 codecs that the Company owns.

TMM, Inc. has modernized the VDK 1.0 to 1.4 codec by reorganizing the codec and converting it from a DOS based to a Microsoft Media Foundation based codec. All programming work is contracted out to independent contractors. TMM is working on commercializing the TRUDEF codec that was based on the VDK 1.0 to VDK 1.4 versions of the codec.

TMM, Inc. has developed a new proprietary algorithm for our TRUDEF with more extensible features, greater flexibility for integration and compatibility with large-scale platforms already in widespread use.

TMM, Inc. has developed three Commercial Off-The-Shelf (COTS) products: a workflow solution that will reduce file size selectively without sacrificing visual quality of desired focal points; a real-time solution to higher resolution video with no increase in file size and an ISO zoom feature compatible that works with TRUDEF or with other popular codec.

- B. The issuer is a corporation, incorporated in the State of Nevada on October 8, 1986.
- C. The Company's primary SIC classification is 7371 and the secondary SIC code is 7819.
- D. The issuer's fiscal year end date is December 31.
- E. Principal products or services, and their markets: The Issuer is developing a video codec labeled TRUDEF©. The codec was initially developed in the early 1990's in collaboration with Iterated Systems Inc. The Issuer has contracted programmers to modernize, develop and test a commercial product. The codec requires the level of computer power that is readily available today. The codec has been undergoing further testing of raw footage from modern 4k cameras and the compressed video clips are being evaluated on how TRUDEF© will function in compressing video for the high definition markets.

7. Describe the Issuer's Facilities

The Issuer's principal administrative office is in Delaware at the address of 118 School Road, Wilmington, DE 19803. This is the office of the Issuer's legal counsel, Wheeler K. Neff and the Issuer is not paying anything to Mr. Neff for the use of this office. The Issuer does not own or lease any properties.

8. Officers, Directors, and control persons:

- A. Names of Officers and directors and Control Persons:
 - Gerard V. Cavanaugh, Chief Executive Officer, President and Director
 - Michael K. Kozole, Chief Financial Officer, Secretary, Treasurer and Director
 - Stanley R. Ford, Assistant Secretary and Director
- B. Legal/disciplinary: Neither of the above persons has, in the last five years, been

the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding(excluding traffic violation and other minor offenses;
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;
3. A finding or judgment by a court of competent jurisdiction(in a civil action), the Securities and Exchange Commission, the Commodities Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has been reversed, suspended, vacated; or
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended otherwise limited such person's involvement in any type of business or securities activities.

C. Beneficial Shareholders.

List of the name, address and shareholding or percentage of shares owned by all persons (including corporate) that own 10% or more of shares issued

None

9. Third Party Providers

Legal Counsel

Wheeler K. Neff, Esq.
118 School Road
Wilmington, DE 19803
Tel: 302 654-0205
Email: neffwk5@verizon.net

Investor Relations

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Legal Counsel

Szaferman Lakind Blumstein & Blader, PC

101 Grovers Mill Road Second Floor
Lawrenceville, NJ 08648
General 609-275-0400 | General 609-275-4511
gjaclin@szaferman.com

10. Issuer Certification

I, Gerard V. Cavanaugh, certify that:

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

April 17, 2015

/s/ Gerard V. Cavanaugh

Gerard V. Cavanaugh, President

I, Michael K. Kozole, certify that:

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

April 17, 2015

/s/ Michael K. Kozole

Michael K. Kozole, Chief Financial Officer

Exhibit A

Financial Statements