INGEN TECHNOLOGIES, INC.
QUARTERLY REPORT
August 31, 2012

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PART A

GENERAL COMPANY INFORMATION

ITEM I – *NAME OF ISSUER*

Ingen Technologies Inc.
3410 La Sierra Ave.
Suite F 507
Riverside, CA 92503

Phone: 951-688-7840
Email: info@ingen-tech.com
Website: www.ingen-tech.com

ITEM II – *SHARES OUTSTANDING*

A. Common Stock – We are authorized to issue 8.0 billion shares of no par Common Stock. The company's Common Stock is traded through the Pink Sheets Electronic quotation Service under the symbol "IGNT" (CUSIP-45684G409). As of August 31, 2012 there were 84,597,343 shares of the company's Common Stock that were outstanding.

B. Preferred Stock – We are authorized to issue 100,000,000 Series-A preferred shares of no par value preferred stock. The Series-A preferred shares have a preferred liquidation right of $1.00 per share. They receive 10 shares of voting rights and each share is convertible into 10 shares of common stock. The Series-A preferred shares are not subject to reverse stock splits and do not adjust in the event of a reverse stock split on the company's common stock. As of August 31, 2012 there were 99,136,695 shares of Series-A preferred stock outstanding.

Current information:

Stock Price ending October 8, 2012: $.006

Common Stock –	94,997,343	Shares Outstanding as of October 8, 2012
	8.0 billion	Shares Authorized
	58,643,428	Freely tradable
	1	Beneficial shareholders
	627	Shareholders of record
Preferred Stock –	99,136,695	Shares Outstanding as of October 8, 2012
	100,000,000	Shares Authorized
	0	Freely tradable
	0	Beneficial shareholders
	39	Shareholders of record

As of Quarter Ending August 31, 2012

Stock Price ending August 31, 2012: $.006

Common Stock –	84,597,343	Shares Outstanding as of August 31, 2012
	8.0 billion	Shares Authorized
	48,243,428	Freely tradable
	1	Beneficial shareholders
	626	Shareholders of record
Preferred Stock –	99,136,695	Shares Outstanding as of August 31, 2012
	100,000,000	Shares Authorized
	0	Freely tradable
	0	Beneficial shareholders
	39	Shareholders of record

ITEM III - *INTERIM FINANCIAL STATEMENTS (unaudited)*

Ingen Technologies, Inc.

Consolidated Balance Sheets	**Balance as of August 31, 2011**	**Balance as of August 31, 2012**
ASSETS		
Current assets		
Cash	$ 144	$ 222
Accounts receivable	-	-
Inventories	103,318	214,237
Prepaid expenses	-	-
Total current assets	103,462	214,459
Property and equipment, net	81,113	55,448
TOTAL ASSETS	**$ 184,575**	**$ 269,907**
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable	$ 317,365	$ 276,961
Accrued expenses	407,624	448,798
Officer's loans	7,443	42,142
Deferred warranty revenue	15,752	866
Judgment payable	2,235,158	2,436,323
Convertible notes payable, net of unamortized discount	1,633,504	2,182,872
Total current liabilities	4,616,846	5,387,962
Long-term liabilities		
Convertible notes payable, net of unamortized discount	34,018	36,059
Derivative liability	1,720,451	1,823,678
Total long-term liabilities	1,754,469	1,859,737
Total liabilities	6,371,315	7,247,699
Stockholders' deficit		
Preferred stock, Series A, no par value, preferred liquidation value of $1.00 per share, 100,000,000 shares authorized, 95,280,293 and 99,136,695 issued and outstanding as of August 31, 2011 and August 31, 2012, total liquidation preference of $95,280,293 and $99,136,695	952,802	991,366
Common stock, no par value, authorized 8,000,000,000 shares, 57,471,827 and 84,597,343 issued and outstanding as of August 31, 2011 and August 31, 2012	19,702,856	19,744,797
Common stock subscription receivable	-	
Common stock subscription	-	-
Series A Stock Subscription	-	
Accumulated deficit	(27,211,548)	(28,253,769)
Total stockholders' deficit	(6,555,890)	(7,517,606)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	**$ (184,575)**	**$ (269,907)**

See notes to consolidated financial statements

Ingen Technologies, Inc.
Consolidated Statement of Operations

	For the quarters ended August 31, 2011	For the quarters ended August 31, 2012	For the three months ended August 31, 2011	For the three months ended August 31, 2012
Sales	$ 5,799	$ 335	$ 5,799	$ 335
Cost of sales	362	12	362	12
Gross Profit	5,437	323	5,437	323
Selling, general and administrative expenses	22,873	35,788	22,873	35,788
Operating loss	(17,436)	(35,465)	(17,436)	(35,465)
Other income (expenses)				
Interest expense	(429,611)	(568,762)	(429,611)	(568,762)
Sale of distribution rights	-	-	-	-
Debt forgiveness income	-	-	-	
Change in derivative liability	718,149	799,528	718,149	799,528
Net loss before taxes	271,102	195,301	271,102	195,301
Provision for income taxes	-	-	-	
Net loss	$ 271,102	$ 195,301	$ 271,102	$ 195,301
Basic and diluted net loss per share	$ 0.00	$ 0.00	$ 0.00	$ 0.00
Weighted average number of shares outstanding	57,471,827	84,597,343	57,471,827	84,597,343

Ingen Technologies, Inc. and Subsidiary
Consolidated Statement of Stockholders' Deficit

	Series A Preferred Stock		Common Stock		Series A Preferred Stock	Common Stock Subscription	Common Stock	Retained	
	Shares	Amount	Shares	Amount	Subscription	receivable	Subscription	Earnings	Total
Balance at August 31, 2012	99,136,695	$ 991,366	84,597,343	$ 19,663,357	$ -			$ (25,041,558)	$ (4,924,020)
Rounding shares on reverse stock split									
Conversion of Series A Preferred stock into common stock	-	-	-	-					-
Issuance of preferred for subscription receivable		-							-
Issuance of Series A Preferred stock for services	-	-							-
Redemption of preferred for payable		-							-
Series A Preferred stock issued for cash		-							-
Issuance of common stock for cash				-					-
Issuance of common stock for conversions of notes				81,440					81,440
Cancellation of note conversion				-					-
Excess value of stock issued for conversion of notes (booked as interest expense)				-			-		-
Issuance of common stock for judgment payable				-					-
Net loss for three months ended August 31, 2012	-	-	-	-	-	-	-	(2,178,487)	(2,178,487)
Balance at August 31, 2012	**99,136,695**	**$ 991,366**	**84,597,342**	**$ 19,744,797**	**$ -**	**$ -**	**$ -**	**$ (27,220,045)**	**$ (7,021,067)**

Ingen Technologies, Inc. and Subsidiary
Unaudited Consolidated Statements of Cash Flows
For the quarters first three months ended August 31, 2012 and 2011

Ingen Technologies, Inc.
Consolidated Statement of Cash Flows

	For the twelve months ended August 31, 2011	2012
Cash flow from operating activities		
Net loss	$ (13,446.00)	$ (41,857.00)
Depreciation and amortization	$ 23,509.00	$ 19,852.00
Expenses paid with stock and options	$ 123,782.00	$ 194,167.00
Expenses paid through issuance of notes	$ -	$ -
Change in derivative liabilities	$ 38,655.00	$ (1,823,678.00)
Debt forgiveness income	$ -	$ (28,911.00)
Non-cash interest expense and financing costs	$ 609,734.00	$ 568,762.00
(Increase) decrease in prepaid expenses	$ (34,950.00)	$ -
(Decrease) increase in accounts payable	$ -	$ -
(Decrease) increase in accrued expenses	$ (313,221.00)	$ (448,798.00)
(Decrease) increase in judgment payable	$ -	$ (201,000.00)
(Decrease) increase in deferred revenue	$ -	$ -
(Increase) decrease in accounts receivable	$ -	$ (335.00)
(Increase) decrease in inventory	$ -	$ 110,919.00
Net cash used in operating activities	$ 434,063.00	$ (1,650,879.00)
Cash flow from investing activities		
Purchase of property and equipment	$ -	$ -
Net cash used in investing activities	$ -	$ -
Cash flow from financing activities		
Sale of common stock	$ -	$ 62,690.00
Sale of Series A preferred stock	$ -	$ 4,000.00
Proceeds from stock subscription receivable	$ -	$ -
Stock subscription receivable	$ -	$ -
Redemption of preferred stock	$ -	
Payments on loans	$ -	$ -
Proceeds from stockholder and officer loans	$ 171,388.00	$ -
Repayments of stockholder and officer loans	$ -	$ 2,000.00
Net cash provided by financing activities	$ 171,388.00	$ 68,690.00
Net cash increase (decrease)	$ (604,258.00)	$ (1,582,189.00)
Cash at beginning of year	$ 1,193.00	$ 336.00
Cash at end of year	$ (603,065.00)	$ (1,581,853.00)
Supplemental information		
Cash paid for taxes	$ -	$ -
Cash paid for interest expense	$ -	$ -
Non-Cash Activities:		
Exchange of Series A		
preferred stock for common stock	$ -	$ -
Issuance of common stock for conversion of notes	$ -	$ 62,690.00
Repayment of stockholder and officer loans through		
wrap-around agreements (new notes issued)	$ -	$ -

Ingen Technologies, Inc.
Notes to Unaudited Consolidated Financial Statements
For the quarters first three months ended August 31, 2012 and 2011

NOTE 1 - NATURE OF BUSINESS

Primary SIC Code - 3841 - Surgical and medical instruments

The company has never been a “shell company.”

Ingen Technologies, Inc., a Georgia corporation (the "Company" or "Ingen Technologies"), is a public NASDAQ company that is current with its reporting and trading OTC Markets under the symbols “IGNT”. Ingen Technologies, Inc. (the Georgia corporation) owns 100% of the capital stock of Ingen Technologies, Inc., (the Nevada corporation); and this subsidiary was incorporated on June 10, 1999.

During the first quarter ending August 31, 2012, Management has shifted its “Direct Sales” program to a large national medical supplier for US based sales. The Company was ISO Certified on March 15, 2010, and continues to do business as a medical device manufacturer with products registered under the U.S. Food & Drug Administration. The company holds a manufacturing license issued by the State of California Department of Public Health Food & Drug Branch. The company is currently focused on domestic sales and government sales, and as such will pursue export sales in the future and renew its audit compliance for ISO Certification. The company continues to operate in compliance with ISO procedures.

The Company manufactures proprietary medical equipment and has developed markets for patients suffering with COPD (Chronic Obstructive Pulmonary Disease) and who require oxygen therapy through home healthcare, hospitals, military and government based medical facilities. Ingen specifically manufactures oxygen flow meters and nasal cannulas under the trademark name Oxyview® and Smart Nasal Cannula®.

Ingen's Oxyview® is a pneumatic oxygen flow meter. The Oxyview® is manufactured in two models; model 206A and model 203A. The 206A is a reusable flow meter that attaches in-line with any nasal cannula and can measure the flow of oxygen between 0-6 l/m. The 203A is a reusable flow meter that attaches in-line with any nasal cannula and can measure the flow of oxygen between 0-3 l/m. The SMART Nasal Cannula® with Oxyview® is a disposable nasal cannula that includes the Oxyview® assembled and in-line. The Smart Nasal Cannula® comes in six different models; models 203NCA, 206NCA, 203NCP, 206NCP, 203NCI and 206NCI. The 206NCA and 203NCA is the adult nasal cannula, the 206NCP and 203NCP is the child/pediatric nasal cannula, and the 206NCI and 203NCI is the infant nasal cannula. Ingen’s Oxyview® is a pneumatic metering device that displays and confirms the oxygen flow rate near the patient. The Oxyview® flow meter easily and quickly installs on to the oxygen tubing, in-line, nearest the patient where oxygen flow matters the most. Without the Oxyview®, patients cannot confirm oxygen flow traveling through the oxygen tubing, and as a result may create anxiety as well as unnecessary patient service calls to the (DME) provider. Oxyview® also allows the home (DME) provider to trouble-shoot other equipment problems over the telephone which eliminates an on-site visit with the patient. More important, the Oxyview® provides the patient with more assurance by providing information that will confirm adequate and prescribed oxygen flow. In most cases, the Oxyview® cost’s less than a single service call.

Home Medical Equipment Market in the US

Published on February 2009

Report Summary

US market to approach $8 billion in 2012

The US market for home medical equipment is forecast to increase nearly six percent annually to $7.9 billion in 2012. Growth opportunities will be divided among several groups of therapeutic and patient support products. Respiratory therapy equipment will remain the topselling product group based on the increasing prevalence of chronic obstructive pulmonary disease (COPD) and other conditions that cause breathing difficulties. Ongoing improvements in performance and portability features, coupled with widespread insurance coverage, will broaden the use of breathing-assist devices -- such as oxygen concentrators, liquid oxygen tanks and continuous positive airway pressure (CPAP) machines -- among home patients.

COPD (Chronic Obstructive Pulmonary Disease) includes chronic bronchitis, emphysema, and asthmatic bronchitis, all of which obstruct airflow from the lungs. It is a leading cause of death, illness, and disability in the United States. An estimated 10 million American adults were diagnosed with the condition in 2000, but data from a national health survey suggests that as many as 24 million Americans were actually affected. In 2000, COPD caused:

•119,000 deaths
•726,000 hospitalizations
•1.5 million visits to hospital emergency rooms.

From 1980 to 2000, the death rate from COPD for women rose from 20.1 deaths per 100,000 women to 56.7 deaths per 100,000 women; while for men, the rate grew from 73.0 deaths per 100,000 men to 82.6 deaths per 100,000 men.

U.S. women also had more COPD-related hospitalizations (404,000) than men (322,000) and more emergency room visits (898,000) than men (551,000) in 2000. In addition, 2000 marked the first year in which more women (59,936) than men (59,118) died from COPD.

However, the proportion of the U.S. population aged 25-54, both male and female, with mild or moderate COPD has declined over the past quarter-century, suggesting that increases in hospitalizations and deaths might not continue. These decreases most likely reflect the decrease in overall smoking rates in the United States since the 1960s.

The US Home Healthcare Market

Oxyview® has a major marketing sector in the home health care market. At present home health agencies, hospices, and home care aid organizations make up most of the industry. About 20,000 organizations across the nation deliver healthcare to 8 million individuals with an acute illness, a long-term medical condition, a permanent disability, or a terminal illness. The Medicare and Medicaid programs are the biggest sources paying for home healthcare agencies. During the period from 1967 to 1985, the number of agencies participating in the Medicare program grew from 1,753 to 5,983. However, this number declined from 1985 to 1990, as a result of Medicare paperwork and not so reliable payment policies.

More distribution channels, technology to support gains

Advances in technology, coupled with the expansion of distribution channels, represent two additional factors that will contribute to growth opportunities for home medical equipment. Advances in technology will increase the range of therapeutic and patient support equipment available for home applications. The diversification of medical facilities and retail establishments -- such as drug stores and mass merchandisers -- into home health care services is expanding the accessibility of home medical equipment to a widening percentage of the population.

Study coverage

This new industry study, Home Medical Equipment, presents historical demand data (1997, 2002 and 2007) plus forecasts for 2012 and 2017 by product type. The study also assesses key market environment factors, evaluates company market share and profiles 34 competitors in the US industry.

Later, however, a lawsuit favored the National Association for Home Care, allowing it participation in framing of Medicare's payment policies for home healthcare. As a consequence, and once again the number of Medicare participants swell from 5,793 in 1990 to a figure of 9,886 in 1996. Amongst the different sources of funding, Medicare and Medicaid programs are the largest. For example, in 1996, while Medicare paid 38.7 percent, Medicaid paid 27.2 percent of the total home healthcare costs. The remaining sources included out-of-pocket expenses (20.5%), private insurance (12.2%), and nonprofit organizations (1.4%).

Further, between the years 1992–1996, Medicare payments for home health services jumped up from $8 billion to $18 billion and the number of visits more than doubled reaching 284 million from 132 million. The annual visits per user increased about 50 percent from 53 to 79, and the payments per user increased at a rate of 12 percent annually during the same period.

The US home healthcare industry comprising about 20,000 companies and agencies generates total annual revenue of $55 billion. The industry is characterized by fragmentation, consequently, the top 50 companies by size hold less than 25 percent market share.

An essential component to COPD patients using oxygen at home is the oxygen flow meter. The oxygen flow meter can measure flow rate and confirm that the right amount of oxygen is being delivered. Oxyview® provides vital information related to functionality of the oxygen nasal cannula and all of the oxygen equipment. If any malfunction occurs with the other oxygen devices the Oxyview® will immediately display the oxygen flow and will confirm any obstruction or discontinuance of oxygen flow. This is usually achieved by a pneumatic flow meter, however most that are currently on the market are expensive digital meters in the cost range of $500-$2000, attach at the tank and/or are gravity-operated, which means that they only work in the vertical position with or without the cannula attached at the delivery source. In contrast, Oxyview® is cost effective and attaches in-line to the nasal cannula; closer to where the patient is breathing. Oxyview® is accurate and works hands-free in any position, whereas the conventional flow meter is less than 80 percent accurate and does not attach to the cannula.

YourLungHealth.org
We inspire healthy lungs

July 10, 2012

Healthy Living

Home Oxygen Therapy

More and more people are using oxygen therapy outside the hospital, permitting them to lead active, productive lives. People with asthma, emphysema, chronic bronchitis, occupational lung disease, lung cancer, cystic fibrosis, or congestive heart failure may use oxygen therapy at home.

The Prescription

A physician must write a prescription for oxygen therapy. The prescription will spell out the flow rate, how much oxygen you need per minute—referred to as liters per minute (LPM or L/min)—and when you need to use oxygen. Some people use oxygen therapy only while exercising, others only while sleeping, and still others need oxygen continuously. Your physician will order a blood test that will indicate what your oxygen level is and help determine what your needs are.

The Equipment

There are three common ways of providing home oxygen therapy:

- A liquid oxygen system;
- A standard oxygen concentrator, and
- A portable oxygen concentrator

Home oxygen is rarely delivered in the older large, steel gas cylinders any longer since frequent and costly home deliveries are necessary every few days to replace empty tanks. Each of the three current methods of providing home oxygen is examined in more detail below.

Gravity-operated devices are also inconvenient for the patient since they must be attached directly to the tank. If the tank is tilted even slightly, the gravity-operated flow meter becomes even more inaccurate and may cease functioning because friction is too great. One alternative is a digital flow meter, but these may be prohibitively expensive.

DEPARTMENT OF VETERANS AFFAIRS
Office of Acquisition and Logistics
National Acquisition Center
P. O. Box 76
Hines, IL 60141

In Reply Refer To: 001AL-A2-2

March 24, 2011

Ingen Technologies, Inc
Mr. Gary Tilden
35193 Avenue A
Yucaipa, CA 92399

RE: Department of Veterans Affairs Federal Supply Schedule Contract Award

Dear Mr. Tilden:

Enclosed is your firm's copy of Federal Supply Schedule Contract **V797P-4379b**[1], effective **April 1, 2011 - March 31, 2016,** for items awarded under 65IIA Medical Equipment and Supplies Federal Supply Schedule Solicitation 797-FSS-99-0025-R6. This letter outlines the initial requirements of your newly awarded contract and also provides information on several clauses that you should be aware of for future contract actions.

The information in this letter and the documents referenced in the attached Contract Requirements and Reminders section are available via the Federal Supply Schedule home page:

http://www.fss.va.gov

Please note that the Federal Supply Schedule Service utilizes a task oriented approach; therefore, all post-award actions will be handled by the Contract Branch – Administration Section.

Thank you in advance for your attention to these matters. If you have any questions, please contact the FSS Help Desk at (708) 786-7737 or helpdesk.ammhinfss@va.gov.

Earnestine Corr
Earnestine Corr
Contract Specialist
VA National Acquisition Center
Federal Supplies Schedule
Intake, Analysis, and Support Branch

http://www.fss.va.gov

ENCLOSURES

1. Contract Requirements & Reminders
2. Summary of Award
3. Award/Contract (SF 1449)
4. Awarded Price List

CMS
CENTERS for MEDICARE & MEDICAID SERVICES

MEDICARE

Part A Intermediary
Part B Carrier
DME Regional Carrier

April 11, 2007

Mr. Christopher Wirth, Director
Ingen Technologies Inc.
35193 Avenue "A"
Suite C
Yucaipa, CA 92399

Dear Mr. Wirth:

This letter is in response to your request received in our office on April 10, 2007 for HCPCS coding assistance. Coding assistance provided by the SADMERC is reflective of the four Durable Medical Equipment Medicare Administrative Contractors/Durable Medical Equipment Regional Carriers (DME MAC/DMERC). Following is/are the proper HCPCS codes to bill the four DME MACs/DMERCs:

OxyView flow meter, Model 205-A, manufactured by Ingen Technologies, Inc
A9900 Miscellaneous DME supply, accessory, and/or service component of another HCPCS code

The assignment of a HCPCS code to the product(s) should in no way be construed as an approval or endorsement of the product(s) by the SADMERC, DME MAC/DMERC, or Medicare, nor does it imply or guarantee claim reimbursement.

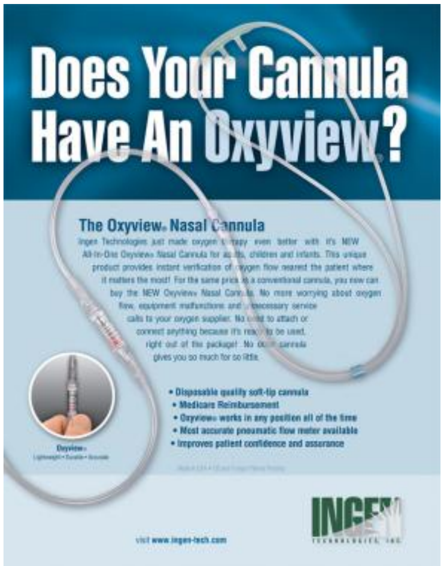
Please refer to your DME MAC/DMERC Supplier Manual for claim submission instructions such as applicable HCPCS modifiers and required documentation. If you have questions regarding claim submission, reimbursement or coverage, contact your DME MAC/DMERC.

Should you need further HCPCS coding assistance, please contact us at the address below, at our web site (wwwpalmettogba.com) or by calling our Helpline at (877) 735-1326. The Helpline hours of operation are Monday through Friday from 9 a.m. to 4 p.m. EST, with extended hours on Wednesday from 4 p.m. to 6 p.m. EST.

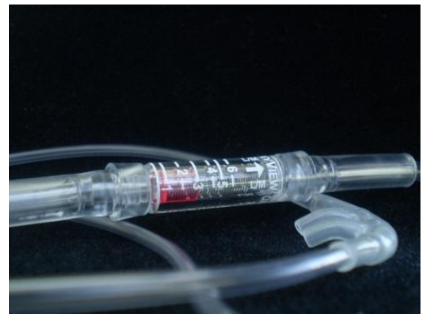
Yours Truly,

Andrela Riley
HCPCS Representative

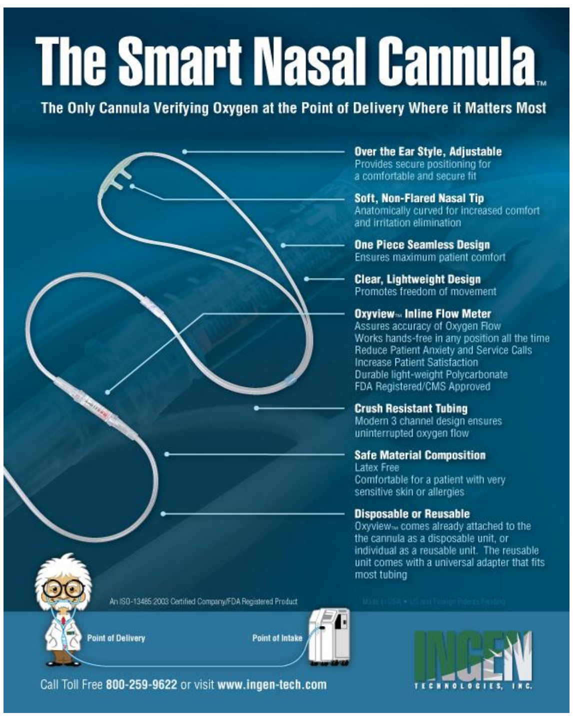
Ingen Technologies Products



Ingen Technologies manufactures the medical device with the registered trade names of Oxyview® and Smart Nasal Cannula®. Oxyview® relates to flow meters which provide a visual signal for gas flow through a conduit. More particularly it relates to a flow meter which provides a visual cue viewable with the human eye, as to the flow of gas through a cannula which conventionally employs very low pressure and gas volume to a patient using the Oxyview®. The device is adapted to be engaged between the nose/mouth mounted cannula and a compressed oxygen supply delivered to the cannula through a flexible conduit. It delivers an easily read confirmation of actual continuous flow and of volume of oxygen. Oxyview® is more advanced and more accurate than the conventional flow meters, whereas conventional flow meters typically employ a ball which translates up and down and is dependent of gravity, and must maintain a vertical position for accuracy and functionality. Oxyview® is patient friendly and can quickly be mounted "in-line" anywhere between the regulator and patient mask and breathing section of the cannula. Most important, the oxygen source, such as a concentrator, respiratory equipment, CPAP, gas/liquid cylinder can be placed at any distance from the patient since Oxyview® can be mounted close to the patient and "in-line" with the oxygen tubing. Oxyview® can quickly verify to the patient/caregiver the correct oxygen flow, leaks or malfunction in the regulator or respiratory equipment. Oxyview® is part of the new generation of pneumatic safety devices needed in the growing oxygen therapy market.



Oxyview® is a pneumatic metering device that displays and confirms the oxygen flow rate near the patient. The Oxyview® flow meter easily and quickly installs on to the any oxygen tubing and close to where the patient is breathing. This specific positioning of the Oxyview® assures efficacy and accuracy for the patient and clinician. Without the Oxyview®, patients cannot confirm oxygen flow traveling through the oxygen tubing, and as a result there is an increase in anxiety for the patient. This anxiety may create additional work and services between the patient, provider and supplier. More important, the Oxyview® provides the patient with more assurance that they are receiving adequate and prescribed oxygen flow. In most cases, the Oxyview® cost less than a single service call.



The company introduced the new Oxyview® Smart Nasal Cannula® in May-2009. The company offers both a reusable Oxyview® and a disposable Smart Nasal Cannula® with Oxyview® attached to a nasal cannula. Oxyview® is reusable and the Smart Nasal Cannula® is a disposable soft-tip, latex free cannula that incorporates the Oxyview® in-line and requires no batteries, and pneumatically works all the time in any position with all liquid or gas O2 systems. Recent advances in pneumatic oxygen flow meters aim to address patient convenience, accuracy, cost and gravitational limitations of flow accuracy to enhance patient compliance by offering better ease of use—for manufacturers, suppliers and both in-patients and out-patients.

Gravity-Resistant Devices Yield More Accurate Measurements

In retrospect, most flow meters in the market are expensive, attach at the tank and can only work in the vertical position as they are dependent on gravity in order to operate. These gravity dependent flow meters are only accurate within +-20%, which is a huge error margin. It is also inconvenient for the patient since they must keep the tank within vision to check the gauges for flow rate. If the tank is tilted, even slightly, the gravity dependent flow meter becomes even more inaccurate and sometimes doesn't work at all due to friction. The digital flow meters in the market place are accurate and not dependent on gravity, but are cost prohibitive in price range.

The Oxyview® is a high-quality price-competitive product that works with all respiratory equipment, such as CPAP, concentrators, liquid and gas cylinders. This device is accurate within +-3%, and is not gravity dependent, therefore it can be placed "in-line" anywhere on the tubing and close to the cannula/patient. The patient can store the tank, concentrator or any other respiratory equipment at a distance of convenience, even out of visual range, and just by looking at the Oxyview® they can have the "peace of mind" that there is proper oxygen flow where the patient needs it the most. The patient can quickly see if the flow of oxygen has been obstructed, or if the regulator or concentrator is functioning properly. Oxyview® is very patient friendly, reliable and easy to use. Respiratory equipment manufacturers, medical suppliers and oxygen suppliers now have a more accurate and cost effective means to calibrate their equipment with the use of Oxyview®.

User-Friendly Devises Offer Real-Time Readings and Improve Compliance

Battery-free devices, such as Oxyview® may also be attached 24/7, permitting round-the-clock, real-time measures of oxygen flow rate and monitoring for leaks or malfunctions. Another enhancement is the ability to place the oxygen source (concentrator, respiratory equipment, CPAP, gas/liquid cylinder) at any distance from the patient because these newer devices are mounted close to the patient and "in-line" with the oxygen tubing.

Markets and Distribution

Initial Research: Prior to developing the home healthcare based and government based markets and distribution, in June 2006 the company invested $45,000 to engage InTouch Life Sciences, LLC to perform an independent market survey and study for Oxyview®. On November 20, 2006, InTouch Life Sciences, LLC, based in Raleigh-North Carolina, submitted the final report for the sole purpose to provide Ingen with information regarding the United States market opportunity for Oxyview®. InTouch Life Sciences, LLC is a consulting firm that provides research reports for companies in all aspects of commercializing life science technologies by providing experienced medical device executives and consultants with expertise in company research, product development, licensing and sales. The market survey conducted in 2006 indicated that the US respiratory market represents total annual revenues of $8 billion dollars of which $4 billion may provide market applications for Oxyview®. This market is mainly comprised of respiratory equipment manufacturers, and home oxygen service providers. As of August 31, 2012, the worldwide market for respiratory devices had an estimated worth of $4.5 billion in 2010, according to Global Data research, in addition to forecasts predicting a $2.6 billion increase by 2017. This 7% annual growth rate will continue to offer significant opportunities for our company.

In February of 2011 the company received a GSA (Government Services Administration) Department of Veterans Affairs Federal Supply Contract Award that expires in 2016. The company is now exploring various opportunities with government-based medical equipment suppliers that would provide Oxyview® to VA Hospitals and Department of Defense military medical facilities. During 2011 the Company invested $50,000 with KGMA Consultants to market the VA Hospitals and Department of Defense. Ingen plans to deliver product to GSA facilities in 2013. The company is actively evaluating GSA distributors to move the Oxyview products in to the VA Hospitals and Department of Defense markets.

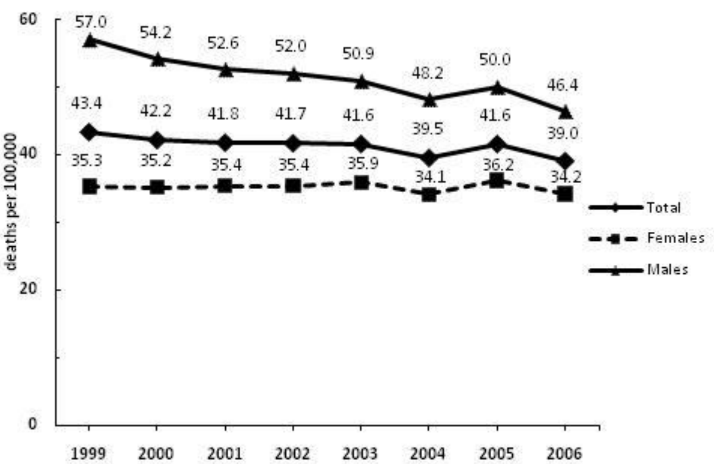
During the quarter ending August 31, 2012, Ingen shifted its “Direct Sales” program to a “National Distribution” program by exclusively placing the Oxyview product line with a leading national distributor. This new National Distributor is a leading distributor of home medical and infusion products which promote recovery and active lifestyles for people with disabilities and those who require non-acute medical care. Ingen is working very closely with this distributor to successfully sell the proprietary Oxyview and Smart Nasal Cannula in the respiratory market. Our new website will launch in September, and all purchases will be routed to our new National Distributor through Electronic Data Interchange (EDI),"

Oxygen therapy is another COPD treatment option for people whose COPD is very severe. Oxygen therapy may improve exercise endurance. Knowing the level of oxygen that's in your blood helps your doctor decide if oxygen therapy is right for you. Ingen’s Oxyview® products are designed for patients with COPD under a prescription for oxygen therapy.

Data and Statistics: This CDC national surveillance system is maintained by the National Institute for Occupational Safety and Health (NIOSH) and includes up-to-date summary tables, graphs, and figures of occupationally-related respiratory disease surveillance data on the pneumoconiosis, occupational asthma and other airways diseases, and several other respiratory conditions including chronic obstructive pulmonary disease. Information is available at http://www2a.cdc.gov/drds/WorldReportData/.

COPD death rates in the United States:

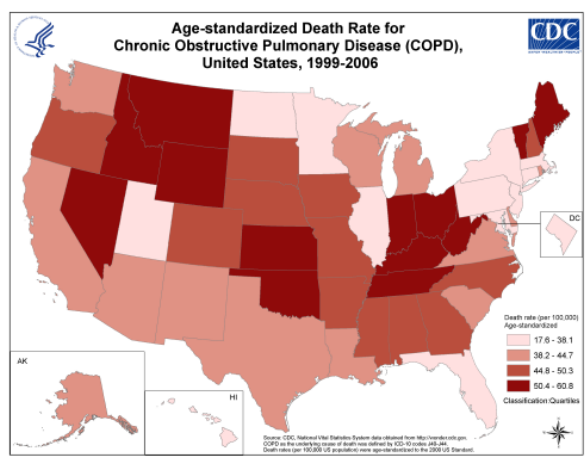
Age-standardized death rates (per 100,000) for chronic obstructive pulmonary disease (COPD), United States, 1999–2006



COPD Prevalence in the United States

Although death rates for COPD have declined among U.S. men between 1999 (57.0 per 100,000) and 2006 (46.4 per 100,000) in the United States, there has been no significant change among death rates in women (35.3 per 100,000 in 1999 and 34.2 per 100,000 in 2006).

Source: CDC, National Vital Statistics System data obtained from http://wonder.cdc.gov. COPD as the underlying cause of death was defined by ICD-10 codes J40-J44. Death rates (per 100,000 U.S. populations) were age-standardized to the 2000 U.S. Standard.



Age-standardized death rates for chronic obstructive pulmonary disease (COPD), by state, aggregated over 1999–2006. State rates are grouped into quartiles. Data were obtained from the National Vital Statistics System at http://wonder.cdc.gov. COPD as the underlying cause of death was defined by ICD-10 codes J40-J44. Death rates are reported per 100,000 populations and were age-standardized to the 2000 U.S. standard population.

Print Advertising: Ingen has focused its efforts with introducing and branding Oxyview® through major industry publications, including Advanced Magazine, Respiratory Therapy Magazine, HME Today (Home Medical Equipment), AARC Times (American Academy of Respiratory Care), NHOPA (National Home Oxygen Patient Association), National COPD Foundation, COPD Digest and Today’s Senior Magazine. The company established a web-based direct sales purchase program in 2009 that allows consumers/patients to purchase product direct from the Ingen Website. The company engaged Enet Technologies Inc. in 2010 to enhance the company website through improving the keyword analysis, search engine optimization, link building and an organic campaign to increase website visibility and product sales. In May-2012 the company management decided to shift from direct sales to a national sales distribution program with a large national medical equipment & products supplier.

New Products or Services

In May-2012 the Company's management agreed to execute a Plan of Reorganization (filed and disclosed under OTC Market – Supplemental Information on April 15, 2012) that would include reductions in debt and liabilities, various merger/acquisition proposals, new medical product distribution programs and advancing the company from the OTC Pink to a NASDAQ fully reporting company listed on the OTC Markets QX exchange.

On August 15, 2012, Ingen announced that the company has signed a Letter of Intent to acquire SomaLife Consulting LLC. The Canadian based health products manufacturer is operating in California and will be purchased for $3 million. This acquisition is estimated to add $2 million in immediate operating income to Ingen's existing revenue base. The company has completed the due diligence and plans to close escrow in within approximately 90 days. SomaLife is a private Canadian corporation that manufactures and sells new healthcare products for the sports industry and fitness markets. These products are sold worldwide, and include the Soma Youth Formula, Super-X Antioxidant, SomaVit Multi-Vitamin, Soma Omega-3, Soma IQ-150, SomaSport, and SomaPet (a dietary supplement for animals). SomaLife entered into a consulting agreement with Luka, Inc. based in San Francisco to assist the roll out of the Virtual Direct Sale Program. Sales of $125k per month were achieved by the fifth month of the beta test and have continued to increase. North America has the highest market share for the nutraceutical product market. The growth in the North American region is primarily supported by the U.S., as consumers in the U.S. are more conscious about health and food habits. The global nutraceutical market should continue its positive growth. Right now, the United States, Europe and Japan dominate the global market, accounting for a combined market share of more than 85% of the global market. It is projected that the US market alone will reach $90 Billion in sales by the end of 2015. SomaLife has also recently added another target market demographic for its IQ-150 product. This product is geared specifically towards a younger target market, particularly college students. In early 2012, the company entered a joint venture partnership with an LA-based Public Relations and Media firm: Anthony Mora Communication, Inc. The backbone of this project is to develop media material and organize a comprehensive public relations campaign, which includes TV, magazines, newspapers and radio. The Amateur Softball Association of America (ASA), which has 4,000,000 members, is using the company's athletic performance enhancement supplement, SomaSport: www.SomaSport-Softball.com. Marketing initiatives are in place and credit lines are established to facilitate IQ150 sales growth.

Competition

Oxyview: The competition with flow meter technology is vast. Since Oxyview® is the only pneumatic flow meter using the company's proprietary "gravity-independent" technology that allows it to work in any position under wider temperature, humidity and altitude ranges, other flow meters available in the market all use the "gravity-dependent" technology that has been available for the past 60 years. The company has identified 3 major manufacturers of oxygen flow meters, all of whom manufacture the gravity dependent [ball in tube] flow meter that can only attach directly to the delivery system and not on the oxygen tubing/cannula. Specifically, there are two manufacturers of in-line oxygen flow meters inclusive of the Liter-Meter manufactured by Erie Medical, Inc., and the Rotameter manufactured by King Instruments. Both of these devices are gravity-dependent flow meters that include glass housings and are heavier as compared to the Oxyview®. Oxyview® weighs approximately 4 grams and is less than ¼ the weight of the Liter-Meter and Rotameter. The Oxyview® is produced of medical grade polycarbonate which is lighter, more durable and less of a safety factor compared to the glass house used on the competitive models. More important, Oxyview® is not gravity dependent and works in any position, providing a more accurate reading and more user friendly environment for the patients and clinicians. The Liter-Meter and Rotameter are gravity dependent, and must be held in a vertical position to gravity in order to provide a reading. Oxyview® is not affected by normal temperature changes and humidity, and can function at high altitudes for private and commercial aviation use; whereas the Liter-Meter and Rotameter are affected by temperature, humidity and gravity, and become even more unstable in providing a reading for oxygen flow rate.

The Smart Nasal Cannula® : The competition for oxygen nasal cannulas is highly competitive. The company has identified Salter Labs as the dominant manufacturer of oxygen nasal cannulas. There are hundreds of smaller China based manufacturers, and all are very price competitive. None of the competitors manufacture or sell an oxygen nasal cannula and flow meter combined. Ingen is the only company that manufactures and sells an oxygen nasal cannula with the flow meter attached in-line. The company must sell the Oxyview® Nasal Cannula at a higher price than compared to the price of a nasal cannula without a flow meter device attached. This has proven to be challenging in a price sensitive market, however. There are greater advantages for improving oxygen therapy when using a nasal cannula that offers the display and accuracy of the oxygen flow rate and the company has gained the support and confidence of leading clinicians in the respiratory industry.

Dependence on one or a few major customers

The company has a wide variety of customers and is not dependent on any one customer for a substantial portion of its business. In May of 2012 the Company's management agreed to execute a Plan of Reorganization that would include reductions in debt and liabilities, various merger/acquisition proposals, new medical product distribution programs and finally, shifting the company from the OTC-Pink to a fully reporting company listed on the OTC Markets QX exchange. Ingen received a GSA Department of Veterans Affairs Federal Supply Contract Award in 2011 that expires in 2016. The company is now exploring various opportunities with government-based medical equipment suppliers that would provide Oxyview® to VA Hospitals and Department of Defense military medical facilities. During 2011 the Company invested $50,000 with KGMA Consultants to market the VA Hospitals and Department of Defense. The company has placed its Oxyview product line with a leading national medical supplier for the home healthcare and hospital markets. Ingen has finalized the reorganization of its distribution program from a "Direct Sales" program to a "National Supplier & Distribution Sales" program. This strategy affords the company to decrease internal costs associated with product marketing and distribution while increasing revenues and consumer access on a national basis. The company will launch its new mobile website so that consumers will have a direct link to this national supplier for all Oxyview product purchases.

Ingen Technologies Corporate History

The company has never been a “Shell-Company”.

The Company was incorporated under the laws of the State of Colorado on August 3, 1989, under the name of Regional Equities Corporation. The principals of this new corporation decided to develop and operate a chain of restaurants, and in May of 1990 changed its name to Classic Restaurants and completed an initial public offering of units consisting of its Class A Common Stock and three separate classes of warrants. All of the warrants issued in connection with the offering expired without any being exercised. The Company developed two Florida based restaurants. Effective upon the close of trading on July 12, 1994, the Company effectuated a 1-for-10,000 reverse stock split of its Class-A Common Stock. Effective on the close of trading on November 7, 1994, the Company effectuated a 10-for-1 forward stock split of its Class A and Class B Common Stock. In September 1995, the Company declared a 50% share dividend payable to the holders of record of its Class A and Class B Common Stock on October 13, 1995. At a special meeting of the shareholders of the Company held on April 13, 1998, the shareholders voted to close down the restaurants and approve a merger of the Company with and into Creative Recycling Technologies, Inc. ("CRTZ"), incorporated under the laws of the State of Georgia.

CRTZ developed a rubber tire recycling technology. The Company moved the state of incorporation from Colorado to Georgia. The merger became effective on April 14, 1998. As of the effective date of the merger, the Company ceased to exist as a separate legal entity, and CRTZ assumed, and became the owner of all of the liabilities and assets of the Company by operation of law. Under the Agreement and Plan of Merger, common and preferred shareholders received, for each share of common or preferred stock which they owned, one share of common or preferred stock in CRTZ which has the same rights, preferences and limitations as the shares which they owned in we immediately before the effective date of the merger. Effective upon the close of trading on April 14, 1998, the Company effectuated a 1-for-20 reverse stock split of its Class A and Class B Common Stock. The Company was dissolved on December 11, 1998 after a grievance regarding breach of the merger agreement of April 14, 1998, and there was no business activity until November of 2004.

On March 22, 2004, a merger agreement was approved between Creative Recycling Technologies (CRTZ) and Ingen Technologies, Inc., a private Nevada Corporation. Ingen Technologies, Inc. survived as the new subsidiary of Creative Recycling Technologies for the sole purpose of operating the new business. Creative Recycling Technologies changed its name to Ingen Technologies Inc., and remained a Georgia corporation, with completely new management and an active business plan in the medical devices industry, operated through the new subsidiary; “Ingen Technologies Inc.”, a Nevada Corporation, and wholly owned subsidiary of the public Company, Ingen Technologies Inc., a Georgia corporation.

The current subsidiary, Ingen Technologies, Inc. (the Nevada corporation), was founded and incorporated by Scott R. Sand on June 10, 1999. Upon the effective date of the merger in March of 2004, Mr. Sand became the Chief Executive Officer and Chairman of the Board of Directors for both the public company and the subsidiary. In February of 2011, Mr. Sand resigned his board position and officer position with the public company. Mr. Sand is currently a consultant and Beneficial Owner to Ingen Technologies Inc. (the Georgia Corporation).

On December 5, 2005, the Company effected changes to the capital structure that reduced the number of authorized common shares from 500 million to 100 million. The number of authorized preferred shares remained unchanged at 40 million and was designated as Series-A Convertible Preferred Stock. The stockholders authorized a reverse split of common shares on a ratio of 40 into 1 and preferred shares on a ratio of 3 into 1.

On November 16, 2006, Ingen purchased the intellectual property rights for Oxyview. Ingen had co-invented the Oxyview product with a third party. The agreement gave Ingen sole ownership of the product and intangible pending patents associated with Oxyview. Patents for Oxyview are pending in the United States, Japan, People's Republic of China and the European Communities. Oxyview relates to flow meters which provide a visual signal for gas flow through a conduit. More particularly it relates to a flow meter which provides a visual cue viewable with the human eye, as to the flow of gas through a cannula which conventionally employs very low pressure and gas volume to a patient using the Oxyview. Ingen began selling Oxyview in November of 2006.

On February 12, 2008, the shareholders approved a resolution to amend the Articles of Incorporation to increase the number of authorized shares of common stock from 100,000,000 to 750,000,000, and authorized a reverse split of common shares on a ratio of 600 into 1, effective on August 27, 2008; thereby reducing the number of issued and outstanding shares from 342,946,942 to 572,259. The Series-A Convertible Preferred shares were not affected by this reverse stock split.

On August 27, 2008, Ingen effectuated a reverse stock split at a rate of one share for every six hundred (600) then outstanding. The Series A Preferred stock was not affected by these reverse stock splits.

On January 22, 2009, the stockholders authorized a reverse split of common shares on a ratio of 3,000 into 1. This reverse stock split went into effect on March 18, 2009. The cumulative effect of the two reverse stock splits in August 2008 and March 2009 was a rate of one share for every 1,800,000. The stockholders also approved an increase in the number of authorized shares of common stock to 2.5 billion and an increase in the number of authorized shares of the Series-A preferred stock to 100 million. There was a change in the rights of the Series-A preferred stock to include special voting rights, giving them 10 votes per share (previously each share received one vote, on equal footing with the common stock). The Series A preferred shares are now convertible into 10 shares of common stock (they previously were convertible at a rate of one for one).

On September 25, 2009, the shareholders authorized an increase of our authorized number of shares of common stock from 2.5 billion to 3.5 billion.

On April 12, 2010, the shareholders authorized an increase of our authorized number of shares of common stock from 3.5 billion to 8 billion.

On September 20, 2010, at the Annual Shareholder Meeting, the stockholders authorized a reverse split of common shares on a ratio of 1,000 into 1. The effects of all reverse stock splits, including this one, have been adjusted for in the financial statements herein. FINRA effectuated the reverse split on November 22, 2010.

In October-2010 the company accepted the resignations from the following Directors: Yong Sin Khoo, Christopher A. Wirth, Stephen O’Hara, John Finazzo and Charles E. Vorwaller.

On January 31, 2011, the Honorable Patricia A. Seitz, United States District Judge for the Southern District of Florida, signed a JUDGMENT OF PERMANENT INJUNCTION AND OTHER RELIEF AS TO DEFENDANT INGEN TECHNOLOGIES, INC. The Judgment permanently enjoins the Company from violating Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 of the Securities and Exchange Commission (“SEC). The Judgment also provides for disgorgement and a civil penalty, the amounts of which are to be determined once the SEC files a motion (not as yet filed). The Judgment incorporates the Company’s Consent by reference. The Court retained jurisdiction. A full and complete copy of the Court’s Judgment is attached hereto as an exhibit and incorporated herein by this reference.

On February 4, 2011 during a special meeting held by the Board of Directors, there was a majority vote to appoint Gary Tilden as Chief Operations Officer and a member of the Board of Directors for Ingen Technologies, Inc.

On February 14, 2011, at a duly constituted special meeting of the Directors of Ingen Technologies, Inc., Scott Sand resigned as the CEO and Chairman of the Board; the CFO and Secretary, Thomas J. Neavitt, was appointed interim CEO and Gary Tilden is elected as Chairman of the Board and Corporate Secretary. Scott Sand is no longer CEO or Chairman of the Board of Ingen Technologies. An 8-K is filed with Edgar regarding this matter. Thomas Neavitt was released as Corporate Secretary and Treasurer.

On April 22, 2011 the company filed an 8-K regarding Ingen Technologies, Inc., a Georgia corporation (the "Company") and its CEO, Scott R. Sand, who were named as defendants in an enforcement action filed by the Securities and Exchange Commission. The Complaint was filed on October 7, 2010 in the Southern District of Florida. Case Number 1:10-cv-23602-PAS styled Securities and Exchange Commission vs. Scott R. Sand and Ingen Technologies, Inc. On December 28, 2010, the Securities and Exchange Commission submitted the signed Consent of Defendant, Ingen Technologies, Inc. to resolve the issues of liability against the Company. The Company agreed to a Judgment of Permanent Injunction and Other Relief which, among other things, permanently restrains and enjoins the Company from violations of Section 17(a) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934, and Rule 10b-5 of the Exchange Act Rules. The Company was fined $25,000.

On September 7, 2011 the SEC had dismissed all monetary claims against Mr. Scott Sand, former CEO and former Chairman of the Board; including any civil penalties and disgorgement. The Plaintiff (SEC) Notice of Voluntary Dismissal Case 1:10-cv-23602-PAS was filed in the United States District Court, Southern District of Florida on September 7, 2011.

On September 7, 2012 an 8-K was filed with the SEC In connection with the Special Meeting with the Board of Directors of Ingen Technologies, Inc., a Georgia corporation, held on September 7, 2012, the existing majority of the Board of Directors appointed Richard G. Campbell, David Holland and Michael Cooper to serve as Directors. The Directors were stated to serve until the next shareholders meeting.

PENDING RESTATEMENTS

In April of 2011 the Company had suspended the process of completing a previous audit for the fiscal year ended May 31, 2009 as of the annual report ending May 31, 2010, and at that time certain adjustments were being made to the unaudited financial statements for May 31, 2009 through May 31, 2010. Although on December 4, 2008 the company filed Form 15-12g and [is not] required to report per the (CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934), these previously filed financial statements require certain amended information for resubmission to the SEC (EDGAR). Presently, the Company's management has agreed to commence with the process of working toward amending and resubmitting the required financial statements and filing the amended Forms 10-QSB and 10-KSB with the Securities and Exchange Commission for periods from August 31, 2009 through May 31, 2012. Specifically, the company engaged the auditing firm of Anton & Chia LLP located at 4340 Von Karman Ave., Suite 150, Newport Beach, CA, 92660 on August 4, 2010 in connection with the audits of the consolidated balance sheets of Ingen Technologies, Inc. (the "Company") as of May 31, 2008 and 2007, and the related consolidated statements of operations, stockholders' deficit and cash flows for each of the years then ended, for the purpose of expressing an opinion as to whether the consolidated financial statements present fairly, in all material respects, the consolidated financial position, results of operations, and cash flows of Ingen Technologies, Inc. in conformity with U.S. generally accepted accounting principles. The auditor's had completed the 10-K/A for the fiscal year ending May 31, 2008, and this report was filed with the SEC (EDGAR) on August 10, 2010. The auditor's had completed the 10-Q/A for the quarter ending August 31, 2008, and this report was filed with the SEC (EDGAR) on September 29, 2010. The auditor's had completed the 10 Q/A for the quarter ending November 30, 2008, and this report was filed with the SEC (EDGAR) on October 5, 2010. The remaining reports that require filings are the 10-QSB(s) from February 28, 2009 through February 27, 2012; and the 10-KSB(s) ending May 31, 2009, 2010, 2011 and 2012, respectively. The company is in compliance and current with the reporting responsibilities of the OTC Markets Exchange.

Executive Management of Ingen Technologies

Ingen Technologies Inc.			
Annual List of Officers and Directors Ending August 31, 2012			
Name	**Title**	**Age**	**Effective Appointment Date**
Gary B. Tilden	Chairman, Secretary and COO	57	2/14/2011
Thomas J. Neavit	Chief Executive Officer	80	2/14/2012
Curt Miedema	Director	55	3/29/2004
Richard Campbell	Director	79	9/7/2012
David Holland	Director	61	9/7/2012
Michael Cooper	Director	49	9/7/2012

GARY TILDEN, CHAIRMAN OF THE BOARD, COO & CORPORATE SECRETARY: Gary Tilden has been a part of Ingen since 2010 when he joined the company as a consultant to assist with ISO Certification and manufacturing of the Oxyview products. Gary accepted the position of Chief Operations Officer of Ingen in 2010, and in 2011 he was appointed and accepted the position of Chairman of the Board of Directors, where he currently serves. Gary has over 35 years of experience where he has proven to be a strong and influential individual working in management, design, automation, machining and marketing for small to midsize businesses. His early success as a business owner involved the design and development of the "Island Hood Stack" mounting system for Imperial Cal Products where they were sold to the home building supplies market. He operated his own businesses for 20 years designing and manufacturing products for the home building industry. Mr. Tilden holds several certifications in various fabrications, and he has had the opportunity to accept positions in management with JefCo Manufacturing and Aristokraft Cabinets. In addition to his work history, Gary has worked as an automation sales specialist since 1993. He became a part of Ingen as a consultant in 2010 where he excelled in managing Ingen's ISO Certification management systems, product manufacturing and operations. Mr. Tilden has spent most of his career in southern California where he graduated from Foothill High School. Although he does not hold a college degree, he has attended California based Orange Coast College and Santa Ana College where he studied Business Management, Business Law and Accounting. He has been married to his wife, a public school teacher for almost 35 years, and they have raised four children. Gary Tilden is the Corporate Secretary, Chief Operations Officer and Chairman for Board of Directors for Ingen Technologies.

THOMAS J. NEAVITT, INTERIM CEO & CFO: Mr. Neavitt has been a part of Ingen since 1999 when it was a private corporation, and when Ingen went public in 2004, he accepted the position of Chief Financial Officer and Corporate Secretary. Tom has held a variety of executive level positions for product and service based corporations over the last 40 years, and has a strong accounting background for SEC regulated public companies. His experience includes finance, marketing, business development, sales, and collections. In addition to his long successful career, Mr. Neavitt has experience in real estate as both a broker and developer. During the Korean conflict, Mr. Neavitt served in the U.S. Navy, and at the end of his military career he accepted the position of President and CEO of Penn-Akron Corporation and its wholly owned subsidiary Eagle Lock Corporation, where he was instrumental in the successful acquisition of this company. Over several successful decades in his career, Mr. Neavitt served as President of TR-3 Chemical Corporation for nearly 20 years with a successful achievement of selling products throughout the U.S. and various foreign countries. Tom now serves as a consultant to various corporations throughout the country and is currently the President of AmTech Corporation where they manufacture stabilizing systems for the automotive "after-market" industry. Mr. Neavitt accepted the interim position of Chief Executive Officer of Ingen Technologies in 2011 while the company actively seeks a full-time CEO for this position. Tom continues to act as the Chief Financial Officer for Ingen Technologies.

CURT A. MIEDEMA, DIRECTOR: Curt Miedema has been a Director of Ingen since 2004 when Ingen first went public. He has been instrumental in the growth of this company and assisting with the development of the Oxyview product line from conception to market. With over 30 years of experience in business, business operations and as a consultant for various successful business projects; Curt now owns his own investment company called Miedema Investments. A long-time resident of Michigan, where he raised his family, graduated from Unity Christian High School, and attended Davenport College; Mr. Miedema has announced that he will resign on November 30, 2012 as a Director on the Board of Directors for Ingen Technologies in order to focus on his growing investment company.

RICHARD CAMPBELL, DIRECTOR: As the owner of his own company in 1985 to the present, Richard Campbell has been successfully involved with product development, engineering and manufacturing for the past 48 years. As the President of Campbell Plastics Engineering & Manufacturing from 1985 – 2003, Richard had 100 employees and manufactured M-45 Gas Masks under a $20 Million Military Government Contract. In 2003 he became President of RC Product Development & Engineering where he specialized in designing new products for a variety of companies. Prior to operating his own businesses, Mr. Campbell worked his way up to Plant Manager of 900 employees in the Gauze-Fibre Mill of Johnson & Johnson where he was employed from 1972 through 1980. Following his success at Johnson & Johnson, Richard accepted the position of Director of Device Manufacturing for the Hospital Products Division of Abbott Laboratories where he worked until 1985. Mr. Campbell began his career with Falcon Plastics, Division of B-D in 1964 as the Engineering Manager, and worked his way up the ladder first to Chief Engineer and on to Plant Manager of 950 Employees where he gained a working knowledge of special equipment design, tooling and automation. A charitable individual, Richard Campbell has served in organizational and advisory capacities, as well as serving on the Board of Care Connexxus and IQ Management. He has achieved the issuance of several patents, including devices for Abbot Labs, the M-45 Gas Mask and the Oxyview product for Ingen Technologies. Richard Campbell graduated from the University of Chicago with his EMBA. He later attended West Coast University where he graduated with his MMS, and further attended the University of California at Los Angeles (UCLA) where he graduated with his BSME. He has been married for the past 51 years and raised three children, and now has six grandchildren.

DAVID HOLLAND, DIRECTOR: David Holland is the Chief Executive Officer for SomaLife Consulting, LLC, and he brings an impressive background of direct sales knowledge to Ingen, having joined the SomaLife as Vice President of Sales and Marketing in early 2004. With over fifteen years of experience at the Executive level, and his consistent performance since joining the company, SomaLife was pleased to promote David to the position of Chief Executive Officer in March 2006. In this role, David has been involved in all aspects of corporate strategy and the day-to-day operations of the company, and has been the driving force behind many innovative ideas, their further implementation, and eventual success. Before his direct sales career, David spent twenty years in the automotive industry highlighted by owning the largest Jaguar repair dealership on the U.S. west coast. Since then, David has served at every level of Executive management, and has also served as a consultant specializing in business start-ups.

MICHAEL COOPER, DIRECTOR: Michael Cooper is the Executive Vice President of SomaLife Consulting, LLC with 20 years of experience in sales and business development. With several successes, Michael implemented one of the first sports career job boards, as well as invented and patented a golf training product. Michael was born and raised in Australia, and in 1982 came to the United States on a tennis scholarship to become the number one ranked N.J.C.A.A. tennis player in the country. Michael holds a B.A. from the University of Florida and an M.B.A. from Florida International University. Michael has been with SomaLife since 2006, and was promoted to Executive Vice President in 2009. His talents include public speaking, golfer and played 'Australian Rules' football and was once invited to represent the U.S. in an international cricket match.

Convertible Note(s) Outstanding History Summary Ending August 31, 2012

9% $4,500,000 CONVERTIBLE DEBT DATED JULY 31, 2009

On June 3, 2009, a group of investors known as; (AJW, et., al.; funds managed by the N.I.R. Group LLC), who loaned a total of $2,335,000 to the Company filed a lawsuit against the Company for breach of contract under the terms of the notes. On July 31, 2009, the Company entered into a Settlement and Forbearance Agreement with the note holders. Under the terms of this Agreement, Ingen stipulated to a judgment in the amount of $4.5 million. All warrants held by the note holders were cancelled. Further, Ingen agreed to issue the greater of (a) 40 million shares or (b) twenty percent (20%) of the prior week's total trading volume of free trading common stock to the note holders. In an Agreement filed in the New York Court, allowed the Judgment amount of $4.5 million to be reduced by any net proceeds from the disposition of the stock paid under this Settlement Agreement and by any other cash payments made by Ingen. The judgment bears an interest rate of 9%. In the fiscal quarter ended August 31, 2012, the Company paid a total amount of $2,503,760.70 and still owed $2,235,158.74 plus $201,164.29 in interest on this judgment, which accrues interest at a rate of 9%. On September 14, 2012, the Company submitted a proposal to the investment group to amend the existing "Agreement" that stipulates a 50% reduction in the remaining principal, including interest. Whereas; of the new balance, Ingen proposes to offer 30% in cash, and 70% in a convertible note at no interest. The cash will be due within 12 months from the execution and filing of the new agreement. This matter is pending.

12% $315,000 CONVERTIBLE DEBT DATED AUGUST 7, 2007

On August 7, 2007, we issued to an individual a note in the amount of $315,000 in consideration for services rendered under an agreement entered into on the same date. The note was issued with a 12% interest rate and a one-year term. This note is convertible at a 50% discount to the average closing price of the three days prior to conversion. As of May 31, 2012 we owed the note holder $175,000 of this original note balance and $156,280.05 in accumulated interest.

6% $50,000 CONVERTIBLE DEBT DATED MAY 1, 2009

On May 1, 2009, the Company issued to Xcel Associates, Inc. a note in the amount of $50,000 in consideration for services rendered under an Investor Relation's Agreement entered into on the same date. The note was issued with a 6% interest rate and an 18-month term. There is a 50% discount to market with specific terms. As of August 31, 2012 this note balance was reduced to $1,250.00 through the issuance of common stock with accumulated interest to date of $2,472.00.

$36,000 CONVERTIBLE DEBT DATED SEPTEMBER 1, 2009

On September 1, 2009, the Company issued to an individual a note in the amount of $36,000 in consideration for a contract to deliver services from September 2009 through August 2010. The note was issued without an interest rate and is due on demand. This note is convertible at a 40% discount to the average closing price of the three days prior to conversion with a maximum conversion price of $0.02. As of August 31, 2012 the entire balance was $36,000.

$45,000 CONVERTIBLE DEBT DATED SEPTEMBER 1, 2009

On September 1, 2009, the Company issued to an individual a note in the amount of $45,000 in consideration for a contract to deliver services from September 2009 through August 2010. The note was issued without an interest rate and is due on demand. This note is convertible at a 50% discount to the average closing price of the three days prior to conversion with a maximum conversion price of $0.02. As of August 31, 2012 the entire balance was $48,000.

$48,000 CONVERTIBLE DEBT DATED SEPTEMBER 1, 2009

On September 1, 2009, the Company issued to an individual a note in the amount of $48,000 in consideration for a contract to deliver services from September 2009 through August 2010. The note was issued without an interest rate and is due on demand. This note is convertible at a 50% discount to the average closing price of the three days prior to conversion with a maximum conversion price of $0.02. As of August 31, 2012 the entire balance was $48,000.

$300,000 CONVERTIBLE DEBT DATED SEPTEMBER 1, 2009

On September 1, 2009, the Company issued to MedOx Corporation, Inc. a note in the amount of $300,000 in consideration for a contract to deliver services from September 2009 through February 2010. The note was issued without an interest rate and is due on demand. This note is convertible at a 40% discount to the average closing price of the three days prior to conversion with a maximum conversion price of $0.02. As of August 31, 2012 the entire balance was $300,000.

$50,000 CONVERTIBLE DEBT DATED OCTOBER 5, 2009

On October 5, 2009, the Company issued to Xcel Associates, Inc. a note in the amount of $50,000 in consideration for services rendered under an Investor Relation's Agreement entered into on the same date. The note was issued with no interest and a 40% discount to market price. As of August 31, 2012 the entire balance was $50,000.

6% $50,000 CONVERTIBLE DEBT DATED DECEMBER 2, 2009

On December 2, 2009, the Company issued to an individual a note in the amount of $50,000 in consideration for legal retainer. The note was issued without an interest rate and is due on demand. The note was issued without an interest rate and is due on demand. This note is convertible at a 40% discount to the average closing price of the three days prior to conversion with a maximum conversion price of $0.02. The note holder had applied fees in the amount of $27,657 against the note balance. As of August 31, 2012 the Company had booked the $50,000 as a prepaid legal expense and the prepaid principal balance of legal fees associated with this note is $8,297.50 with accrued interest of $4,373.23. The note holder converted a total of $41,702.50 of this note into common stock as of August 31, 2012.

6% $60,000 CONVERTIBLE DEBT DATED June 11, 2010

On June 11, 2010, the Company issued to an accredited investor purchased a note in the amount of $60,000 issued with a 6% interest rate. This note is convertible at a 50% discount to the average closing price of the three days prior to conversion with a maximum conversion price of $0.30. On April 5, 2012 the investor converted $8,761.27 for 5,006,441 unrestricted common shares under the terms of the note. The balance of $51,238.73 and interest of $7,951.87 is payable as of August 31, 2012.

$24,000 CONVERTIBLE DEBT DATED AUGUST 15, 2010

On August 15, 2010, the Company issued to an individual a note in the amount of $24,000 in consideration for services rendered under a Distribution Agreement entered into on the same date. The note was issued without interest and is due on demand. This note is convertible at a 40% discount to the average closing price of the three days prior to conversion with a maximum conversion price of $0.30. As of August 31, 2012 the entire balance was $24,000.

$45,000 CONVERTIBLE DEBT DATED SEPTEMBER 1, 2010

On September 1, 2010, the Company issued to an individual a note in the amount of $45,000 in consideration for a contract to deliver services from September 2010 through August 2011. The note was issued without an interest rate and is due on demand. This note is convertible at a 40% discount to the average closing price of the three days prior to conversion with a maximum conversion price of $0.02. As of August 31, 2012 the entire balance was $45,000.

6% $49,000 CONVERTIBLE DEBT DATED JANUARY 1, 2011

On January 1, 2011, the Company issued to Gary Tilden (who was appointed as our Chief Operations Officer on February 4, 2011 and our Chairman and Corporate Secretary on February 14, 2011) a note in the amount of $49,000 in consideration for serving as a consultant for the Company. The note was issued with a 6% interest rate and is payable on demand. The note is convertible at 50% of the average closing bid price on the three days prior to conversion (with a maximum conversion price of $0.02 per share). The entire balance of $49,000 and interest of $5,507.03 is payable as of August 31, 2012.

6% $50,000 CONVERTIBLE DEBT DATED FEBRUARY 14, 2011

On February 14, 2011, the Company issued to Thomas Neavitt a note in the amount of $50,000 in consideration for serving as interim Chief Executive Officer for a 90-day period. The note was issued with a 6% interest rate and is payable on demand. The note is convertible at 50% of the average closing bid price on the three days prior to conversion (with a maximum conversion price of $0.02 per share). The entire balance of $50,000 and interest of $4,668.31 is payable as of August 31, 2012.

6% $703,608 CONVERTIBLE DEBT DATED FEBRUARY 22, 2011

On February 22, 2011, the Company issued to Scott Sand a note in the amount of $703,608 for debts owed to him through cash loans Mr. Sand made to the company between 2004 through May 31, 2010 pursuant to previous filings and disclosure. The company agreed to remove this debt from accrued loans with 12% interest to a 6% Convertible Debt. There is no discount to market, the note was issued with a 6% interest rate at 100% of the average bid price on the three days prior to the date of Conversion and is payable on demand. The entire balance of $703,608 and interest of $61,283.64 is payable as of August 31, 2012.

6% $81,944 CONVERTIBLE DEBT DATED August 31, 2012

On August 31, 2012 certain adjustments were made for Gary Tilden (who was appointed as our Chief Operations Officer on February 4, 2011 and our Chairman and Corporate Secretary on February 14, 2011). Mr. Tilden was owed $36,000 for contract work from January 1, 2011 through December 31, 2011. The company paid him $9,000 in cash, and there was an unpaid balance of $25,000. From January 1, 2012 through April 30, 2012, Mr. Tilden was owed $12,000, which was unpaid. His contract was amended on May 1, 2012 and Mr. Tilden was owed $10,000 for the month ending May, 31, 2012. For the year ending May 31, 2012, Mr. Tilden was owed a total of $47,000 in unpaid salary, according to his employment contract(s). In the quarter ending August 31, 2012 Mr. Tilden earned $30,000 in salary and received $4,000.00, allowing for an unpaid balance owed of $26,000 of unpaid salary in the quarter ending August 31, 2012. The total accrued principal of unpaid salary ending August 31, 2012 is now $73,000 with accrued interest of $6,063.80. In addition, Mr. Tilden has accrued expenses of $8,944.36 ending August 31, 2012. These amounts accrue an interest rate of 6%. The total principal amount due to Mr. Tilden for unpaid salary and accrued expenses is $81,944.

SUMMARY OF CONVERTIBLE NOTE HISTORY ENDING MAY 31, 2012

From June 1, 2008 through August 31, 2012, the Company entered into a series of convertible note agreements. At the end of August 31, 2012, the existing notes totaled $4,649,195.22, and reduction of $2,596,745.78 from the original total adjusted balance of $7,245,941.00. There remains a total accumulated interest of $568,762.51 ending August 31, 2012.

CONVERTIBLE DEBTS UNDER VARIOUS WRAP AGREEMENTS

Ingen received cash loans from its former CEO, Scott Sand, for a total of $1,027,136 as of May 31, 2010. Of this amount, $178,299 is salary accrued in the fiscal year ended May 31, 2009. An additional $821,534 is a result of direct loans made to the company, as a result of business expenses paid by Mr. Sand personally or past due compensation converted into notes. The remaining amount of $27,303 is accrued interest on the direct loans made to the Company. The Company accrues interest on these amounts at a rate of 6% per annum. From December 10, 2008 through May 31, 2012, the Company entered into a series of convertible note agreements totaling $3,871,079.47. Of these amounts they were originally due to Scott Sand for accrued compensation, loans made directly to the Company, expenses paid on behalf of the Company and accrued interest on the amounts due to him. Mr. Sand and the Company entered into several “Wrap-Around Agreements” with unrelated third party investors. Under the terms of these agreements, Mr. Sand sold the debt owed to him to the investors for the face value of the note. Simultaneously, the Company modified the amounts formerly owed to Mr. Sand (now owed to the investors) to include a convertible feature allowing the investors to convert the note into common stock at a 50% discount of the average “three deep bid” on the day of conversion. The interest rate of the Wrap-Around note(s) is 15%. As of May 31, 2012, the Company had reduced the balances of Mr. Sand’s loans to $376,423 through the issuance of shares of common stock, acquired loans from third party accredited investor(s) under Wrap-Around Agreements, and in to convertible note(s) in order to reduce the debt carried by the company. From the proceeds received on the sale of his loans to the investors, Mr. Sand had loaned-back $1,592,815 to the Company as of November 30, 2010, not including another $13,200 that was loaned subsequent to the end of that quarter. As of the fiscal year ending May 31, 2012 the company now owes Mr. Sand $376,423 in principal and $22,585 in interest at 6%. During the first quarter ending August 31, 2012 Mr. Sand loaned cash to the company in the amount of $40,255.38 with an interest rate of 6%. The total accumulated interest to date owed to Mr. Sand is $590.70, and the total amount the company now owes to Mr. Sand for direct cash loans is $439,854.08 in principal and $23,175.70 in interest for direct cash loans to the company as of August 31, 2012. Of this amount, $399,008 qualifies as aged debt and is more than 24 months old.

Wrap-Around Agreements with Convertible Note(s) Features Outstanding History Summary Ending August 31, 2012

6% $60,000 Wrap-Around Agreement February 14, 2011

On February 14, 2011, the Company issued to an Accredited Investor a note in the form of a Wrap-Around Agreement in the amount of $60,000 for debts the company owed to its former CEO and Chairman, Scott Sand, regarding various cash loans Mr. Sand made to the company between 2004 through May 31, 2010 according to previous public filings and disclosure previously filed. The company agreed to remove this debt from accrued loans with 12% interest to a Wrap-Around Agreement with a third party accredited investor. The agreement allows the investor to convert the amount to free trading shares at 50% of the closing price of the previous day, not to exceed a price of $0.015/share, and the note was issued with a 6% interest rate. As of August 31, 2012 the accredited investor had converted $30,000 for a total of 1,999,999 unrestricted common shares at a discounted share price of $.015 on 2/15/2011. The actual closing share price on 2/14/2011 was $.03. There is a remaining balance of $30,000 on this note with an additional interest of $2,425.22.

6% $100,000 Wrap-Around Agreement March 2, 2011

On March 2, 2011, the Company issued to an Accredited Investor a note in the form of a Wrap-Around Agreement in the amount of $100,000 for debts the company owed to its former CEO and Chairman, Scott Sand, regarding various cash loans Mr. Sand made to the company between 2004 through May 31, 2010 according to previous public filings and disclosure previously filed. The company agreed to remove this debt from accrued loans with 12% interest to a Wrap-Around Agreement with a third party accredited investor. The agreement allows the investor to convert the amount to free trading shares at 50% of the closing price of the previous day, not to exceed a price of $0.015/share, and the note was issued with a 6% interest rate. As of August 31, 2012 the accredited investor had converted $72,690.75 for a total of 10,785,741 unrestricted common shares at a discounted share price of $.015 on 3/23/2011 for 666,666 unrestricted common shares, $.01 on 6/12/2012 for 4,619,075 unrestricted common shares, and $.003 on 8/22/2012 for 5,500,000 unrestricted common shares. The actual closing share price on 3/22/2011 was $.03, on 6/11/2012 $.02 and on 8/21/2012 $.006. There is a remaining balance of $27,309.25 on this note with an additional interest of $6,357.73.

12% $700,000 Wrap-Around Agreement April 4, 2011

On April 4, 2011, the Company issued to an Accredited Investor a note in the form of a Wrap-Around Agreement in the amount of $700,000 for debts the company owed to its former CEO and Chairman, Scott Sand, regarding various cash loans Mr. Sand made to the company between 2004 through May 31, 2010 according to previous public filings and disclosure previously filed. The company agreed to remove this debt from accrued loans with 12% interest to a Wrap-Around Agreement with a third party accredited investor. The agreement allows the investor to convert the amount to free trading shares at 50% of the closing price of the previous day, not to exceed a price of $0.015/share, and the note was issued with a 12% interest rate. As of August 31, 2012 the accredited investor had not converted any debt to stock. There is a remaining balance of $700,000 on this note with an additional interest of $115,722.37.

SUMMARY OF Debt-Wrap Agreement(s) HISTORY ENDING August 31, 2012

From June 1, 2008 through August 31, 2012, the Company entered into a series of Debt-Wrap agreements with existing agreements totaling $860,000.00 with outstanding notes totaling $757,309.25; with accumulated interest of $124,104.59. The notes have been reduced a total amount of $102,690.75. For the first quarter ending August 31, 2012, the balance on the total principal amounts with interest of the notes is $881,413.84.

STOCK OFFERINGS for quarter ending August 31, 2012

On July 18, 2012, the Company issued 4,619,075 Common Shares to a third party investor as part of a conversion request and convertible note in the amount of $100,000 dated March 2, 2011. The Stock is issued based on a per share price $0.01 which shall equal 4,619,075 shares at $ 46,190.75 PRINCIPAL AMOUNT.

On July 31, 2012, the Company issued 200,000 Preferred-Series A Shares to a third party for services. The Stock is issued based on a per share price $0.01 which shall equal $2,000.00.

On July 31, 2012, the Company issued 200,000 Preferred-Series A Shares to a third party for services. The Stock is issued based on a per share price $0.01 which shall equal $2,000.00.

On August 24, 2012, the Company issued 5,500,000 Common Shares to a third party investor as part of a conversion request and convertible note in the amount of $100,000 dated March 2, 2011. The Stock is issued based on a per share price $0.003 which shall equal 5,500,000 shares at $ 16,500.00 PRINCIPAL AMOUNT.

STOCK OFFERINGS SUMMARY for quarter ending August 31, 2012

In the quarter ended August 31, 2012 the Company issued a total of new common shares of 10,119,075 shares of common stock with a conversion value of $62,690.75, and 400,000 Preferred Series-A stock with a face value of $4,000. The Preferred Series-A stock has a ratio of 1:10 to common stock conversion rate.

Ingen Technologies Inc.				
Beneficial Ownership Ending August 31, 2012				
		Common Stock		Series-A Convertible Preferred Stock
Name and Address of Beneficial Owner	Shares of Common Stock Beneficially Owned	Total Percentage of Voting Power	Shares of Series-A Convertible Preferred Stock Beneficially Owned	Total Percentage of Voting Power
Gary B. Tilden	-	0%	2,961,402.00	3%
Thomas J. Neavitt	4.00	0%	-	0%
Curt Miedema	-	0%	-	0%
Richard Campbell	799,000.00	1%	-	0%
David Holland	-	0%	-	0%
Michael Cooper	-	0%	-	0%
Scott R. Sand	24,333,341.00	27%	64,294,293	65%
NATIONAL FINANCIAL COMMUNICATIONS CORP.	12,000,000.00	13%	-	0%

Patents, trademarks, licenses, franchises, concessions or royalty agreements

Patents, trademarks and trade secrets are essential to the profitability of our products, and our company policy is to pursue intellectual property protection aggressively for all our products.

Intellectual Property

Issued U.S. Patents:

OxyAlert® October 24, 2000, US Patent no. 6,137,417 and expires May 24, 2019
OxyAlert® December 4, 2001, US Patent no. 6,326,896 and expires October 24, 2020

Issued Foreign Patents:

Oxyview® July 1, 2009, Chinese Patent no. 200710005067.4 and expires April 23, 2029

Pending U.S. Patents:

Oxyview® filed June 16, 2006, pending serial no. 78-886168
Smart Color Cannula- Provisional patents filed on 6/25/2010
Ingen Drug Thermos - Provisional patents filed on 6/25/2010

Pending Foreign Patents:

Oxyview® Japanese Patent Application no. 2006-331151
Oxyview® European Patent Application no. 06,122,455.6

Registered Trademarks:

BAFI® on November 21, 2000 registration no. 2,406,214
OxyAlert® on April 4, 2006, registration no. 3,076,716
GasAlert® on April 11, 2006, registration no. 3,079,488
Oxyview® on May 20, 2008, registration no. 3,433,217
Secure Balance® April 12, 2009 registration no. 77-405551
Smart Nasal Cannula® February 18, 2010 Pending serial number 77,962,717
INGEN Pulse Oximeter® February 18, 2010 Pending serial number 77,962,724

License and Certifications

The following is a summary of our Licenses and Certifications

Licenses:

Business License with the City of Riverside: License No. BL00146855 Expires on 12/31/2012
Device Manufacturing License, State of California: License No. 47146 Expires on 07/03/2014

Certifications:

Certificate of Registration with the Food & Drug Administration No. 3005686889 Expires 12/31/2012
Certificate of Registration ISO 13485:2003 No. 558809 Expires 03/14/2013
Certificate of Existence with the State of Georgia issued on 03/09/2012
Certificate of Existence with the State of Nevada issued on 03/09/2011
Export Certificate No. 47146 for Taiwan issued on 03/19/2008
Export Certificate No. 47146 for China issued on 03/19/2008
Export Certificate No. 47146 for Saudi Arabia issued on 10/02/2008

MEDICAL DEVICE APPROVAL PROCESS

CERTIFICATE OF REGISTRATION

This certifies that:

INGEN TECHNOLOGIES, INC.
35193 Avenue A, Suite C
Yucaipa, CA 92399

is registered and has listed the following medical device with the U.S. Food and Drug Administration pursuant to Title 21, 807 et seq. of the United States Code of Federal Regulations, such registration and listing having been verified as currently effective on, and as of the date hereof, by Registrar Corp.

Establishment Registration:	**3005686889**
Device Classification Name:	**TUBE, THORPE, UNCOMPENSATED**
Product Code:	**BYM**
Regulation Number:	**868.2320**
Official Correspondent:	**Registrar Corp.** 144 Research Drive, Hampton, Virginia, 23666, USA Telephone: +1-757-224-0177 • Fax: +1-757-224-0179

Registrar Corp. will confirm that such registration remains effective upon request and presentation of this certificate until the end of the calendar year stated above, unless said registration is terminated after issuance of this certificate. Registrar Corp. makes no other representations or warranties, nor does this certificate make any representations or warranties to any person or entity other than the named certificate holder, for whose sole benefit it is issued. This certificate does not denote endorsement or approval of the certificate-holder's device or establishment by the U.S. Food and Drug Administration. Registrar Corp. assumes no liability to any person or entity in connection with the foregoing.

Pursuant to 21 CFR 807.39, "Registration of a device establishment or assignment of a registration number does not in any way denote approval of the establishment or its products. Any representation that creates an impression of official approval because of registration or possession of a registration number is misleading and constitutes misbranding."

The U.S. Food and Drug Administration does not issue a certificate of registration, nor does the U.S. Food and Drug Administration recognize a certificate of registration. Registrar Corp. is not affiliated with the U.S. Food and Drug Administration.

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Russell K. Statman
Executive Director
Registrar Corp
Dated: November 24, 2010

Medical devices are regulated by the Food and Drug Administration ("FDA") according to their classification. The FDA classifies a medical device into one of three categories based on the device's risk and what is known about the device. The three categories are as follows:

Class I devices are generally lower risk products for which sufficient information exists establishing that general regulatory controls provide reasonable assurance of safety and effectiveness. Most class I devices are exempt from the requirement for pre-market notification under section 510(k) of the Federal Food, Drug, and Cosmetic Act. FDA clearance of a pre-market notification is necessary prior to marketing a non-exempt class I device in the United States.

Class II devices are devices for which general regulatory controls are insufficient to provide a reasonable assurance of safety and effectiveness and for which there is sufficient information to establish special controls, such as guidance documents or performance standards, to provide a reasonable assurance of safety and effectiveness. A 510(k) clearance is necessary prior to marketing a non-exempt class II device in the United States.

Class III devices are devices for which there is insufficient information demonstrating that general and special controls will provide a reasonable assurance of safety and effectiveness and which are life-sustaining, life-supporting or implantable devices, or devices posing substantial risk. Unless a device is a preamendment device that is not subject to a regulation requiring a Premarket Approval ("PMA"), the FDA generally must approve a PMA prior to the marketing of a class III device in the United States.

The company's Oxyview® product is registered as a Class-I device by the U.S. Food and Drug Administration, and as such, we are registered and conduct its quality assurance procedures under the guidelines established by the U.S. Food and Drug Administration. Further, we must comply with the State of California's Department of Public Health Food & Drug Branch quality assurance policies. The company was audited by the State of California on June 29, 2007, and we received a license to conduct manufacturing of Oxyview® in the State of California.

LABELING AND ADVERTISING. The company is in compliance with FDA labeling guidelines. The marketing claims that we may make in the labeling and advertising of our medical devices is limited by FDA guidelines. Should we make claims exceeding any guidelines; such claims will constitute a violation of the Federal Food, Drug, and Cosmetics Act. Violations of the Federal Food, Drug, and Cosmetics Act, Public Health Service Act, or regulatory requirements at any time during the product development process, approval process, or after approval may result in agency enforcement actions, including voluntary or mandatory recall, license suspension or revocation, 510(k) withdrawal, seizure of products, fines, injunctions and/or civil or criminal penalties. Any agency enforcement action could have a material adverse effect on us. The advertising of our products will also be subject to regulation by the Federal Trade Commission, under the FTC Act. The FTC Act prohibits unfair methods of competition and unfair or deceptive acts in or affecting commerce. Violations of the FTC Act, such as failure to have substantiation for product claims, would subject us to a variety of enforcement actions, including compulsory process, cease and desist orders, and injunctions. FTC enforcement can result in orders requiring, among other things, limits on advertising, corrective advertising, consumer redress, and restitution. Violations of FTC enforcement orders can result in substantial fines or other penalties.

FOREIGN REGULATION: Outside the United States, our ability to market our products will also depend on receiving marketing authorizations from the appropriate regulatory authorities. The foreign regulatory approval process includes all of the risks associated with FDA procedures described above. The requirements governing the conduct of clinical trials and marketing authorization vary widely from country to country. Recently the FDA has approved Export Certification to sell Oxyview® in Taiwan and People's Republic of China. We are currently seeking FDA Export Certification for Japan.

In March-2009 the company engaged the Texas based Emergo Consulting Group and invested $200,000 to develop International Standard Organization number 13485 Certification. The company received its ISO 13485:2003 Certification on March 15, 2010. This Certification supersedes earlier documents such as EN 46001 and EN 46002 (both 1997), the ISO 13485 published in 1996 and ISO 13488(also 1996).

While it remains a stand-alone document, ISO 13485 is generally harmonized with ISO 9001. A fundamental difference, however, is that ISO 9001 requires the organization to demonstrate continuous improvement, whereas ISO 13485 requires only that they demonstrate the quality system is implemented and maintained.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP).

Principle of Consolidation and Presentation: The accompanying consolidated financial statements include the accounts of Ingen Technologies, Inc. and its subsidiary after elimination of all intercompany accounts and transactions. Certain prior period balances have been reclassified to conform to the current period presentation.

Use of estimates: The preparation of the accompanying consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make certain estimates and assumptions that directly affect the results of reported assets, liabilities, revenue, and expenses. Actual results may differ from these estimates.

Revenue Recognition: the Company recognizes product revenue when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable, and collection is probable. In instances where final acceptance of the product is specified by the customer, revenue is deferred until all acceptance criteria have been met. No provisions were established for estimated product returns and allowances based on the Company's historical experience. All orders are customized with substantial down payments. Products are released upon receipt of the remaining funds.

Certain of the Company's sales include a limited right for the customer to return the product if they are not satisfied. In accordance with SFAS No. 48, *Revenue Recognition When Right of Return Exists*, the Company makes periodic assessments of return activity and if necessary records a reserve for product returns.

Cash Equivalents: For purposes of the statements of cash flows, the Company considers all highly liquid debt instruments with an original maturity of three months or less to be cash equivalents.

Fair Value of Financial Instruments: the Company's financial instruments consist principally of cash, accounts receivable, inventories, accounts payable and borrowings. The Company believes the financial instruments' recorded values approximate current values because of their nature and respective durations. The fair value of embedded conversion options and stock warrants are based on a Black-Scholes fair value calculation. The fair value of convertible notes payable has been discounted to the extent that the fair value of the embedded conversion option feature exceeds the face value of the note. This discount is being amortized over the term of the convertible note.

Inventories: the Company carries its inventories at cost, inclusive of freight and sales taxes.

Property and Equipment: Property and Equipment are valued at cost. Maintenance and repair costs are charged to expenses as incurred. Depreciation is computed on the straight-line method based on the following estimated useful lives of the assets: 5 years for computer, software and office equipment, and 7 years for furniture and fixtures.

Convertible Notes Payable and Derivative Liabilities: The Company accounts for convertible notes payable and warrants in accordance with Statement of Financial Accounting Standards (SFAS) No. 133, "Accounting for Derivative Instruments and Hedging Activities." This standard requires the conversion feature of convertible debt be separated from the host contract and presented as a derivative instrument if certain conditions are met. Emerging Issue Task Force (EITF) 00-19, "Accounting for Derivative Financial Instruments Indexed to and Potentially Settled in a Company's Own Stock" and EITF 05-2, "The Meaning of "Conventional Convertible Debt Instrument" in issue NO. 00-19" were also analyzed to determine whether the debt instrument is to be considered a conventional convertible debt instrument and classified in stockholders' equity.

All convertible notes payable were evaluated and determined not to be conventional convertible debt instruments and, therefore, because of certain terms and provisions including liquidating damages under the associated registration rights agreement the embedded conversion option was bifurcated and has been accounted for as a derivative liability instrument. The stock warrants issued in conjunction with the convertible notes payable were also evaluated and determined to be a derivative instrument and, therefore, classified as a liability on the balance sheet. The accounting guidance also requires that the conversion feature and warrants be recorded at fair value for each reporting period with changes in fair value recorded in the consolidated statements of operations.

A Black-Scholes valuation calculation was applied to both the conversion features and warrants at issuance dates and again on every subsequent quarter. The issuance date valuation was used for the effective debt discount that these instruments represent. The debt discount is amortized over the life of the debts using the effective interest method. The February 28, 2010 and 2011 valuations were used to record the fair value of these instruments at the end of the reporting period with any difference from prior period calculations reflected in the consolidated statement of operations.

Research and Development: the Company incurred expenditures of $10,175 and none for research and development in the quarters and nine months ended February 28, 2010 and 2011, respectively. The Company expenses all research and development costs.

Common Stock: On August 27, 2008, Ingen effectuated a reverse stock split at a rate of one share for every six hundred (600) then outstanding. The Series A Preferred stock was not affected by this reverse stock split. On March 18, 2009, Ingen effectuated another reverse stock split. This additional reverse split was at a rate of one share for every three thousand (3,000) then outstanding. The cumulative effect of these two reverse stock splits was a rate of one share for every 1,800,000. The Series A Preferred stock was not affected by these reverse stock splits. On September 28, 2009, the Company increased its number of authorized shares of common stock from 2.5 billion to 3.5 billion. On April 12 2010, the Company increased its total authorized common shares from 3.5 billion to 8.0 billion. On November 22, 2010, the Company effectuated another reverse stock split on its common stock at a rate of one share for every one thousand (1,000) then outstanding. The total cumulative effect of the three reverse stock splits since August 2008 is one share for every 1.8 billion. The effects of all reverse stock splits are reflected in the unaudited financial statements contained herein and as a part of the Corporate History section.

Preferred Stock: Ingen has authorized 100,000,000 shares of Series A Convertible Preferred Stock. The Series A stock is not entitled to dividends. Ingen has the right but not the obligation to redeem each share of Series A stock at a price of $1.00 per share. In the event of voluntary or involuntary liquidation, dissolution, or winding up of the corporation, each share of Series A shall be entitled to receive from the assets of the Company $1.00 per share, which shall be paid or set apart before the payment or distribution of any assets of the corporation to the holders of the Common Stock or any other equity securities of the Company. Each share of Series A shall be entitled to vote on all matters with the holders of the Common Stock. Each share of Series A stock shall be entitled to ten votes. The holders of the Series A voting as a class shall be entitled to elect one person to serve on the Company's Board of Directors. The Series A is convertible into ten shares of fully paid and non-assessable share of Common Stock upon 65 days of written notice. The Series A stock shall not be affected by or subject to adjustment following any change to the amount of authorized shares of Common Stock or the amount of Common Stock issued and outstanding caused by any split or consolidation of the Company's Common Stock.

Income Taxes: Income tax expense is based on pretax financial accounting income. Deferred tax assets and liabilities are recognized for the expected tax consequences of temporary differences between the tax bases of assets and liabilities and their reported amounts. The Company records a valuation allowance to reduced deferred tax assets to the amount that is believed more likely than not to be realized.

Net Loss Per Share: Basic net loss per share includes no dilution and is computed by dividing net loss available to common stockholders by the weighted average number of common stock outstanding for the period. Diluted net loss per share does not differ from basic net loss per share since potential shares of common stock are anti-dilutive for all periods presented. Potential shares consist of Series A preferred stock and outstanding warrants.

Management does not believe there would have been a material effect on the accompanying financial statements had any recently issued, but not yet effective, accounting standards been adopted in the current period.

NOTE 3 - GOING CONCERN

The Company's consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and liabilities and commitments in the normal course of business. In the near term, the Company expects operating costs to continue to exceed funds generated from operations. As a result, the Company expects to continue to incur operating losses and may not have sufficient funds to grow its business in the future. The Company can give no assurance that it will achieve profitability or be capable of sustaining profitable operations. As a result, operations in the near future are expected to continue to use additional working capital. The Company believes that this situation can be crippling unless revenues can be substantially increased and/or significant additional funding can be received in order to support the Company's operations until revenues exceed operating costs.

To successfully grow the business, the Company must decrease its cash burn rate, improve its cash position and its revenue base, and succeed in its ability to raise additional capital through a combination of primarily public or private equity offering or strategic alliances. The Company also depends on certain contractors and its officers, and the loss of any of those contractors or the corporate officers, may harm the Company's business.

We reported gross sales of $335 in the quarter ended August 31, 2012. Our total sales decreased from sales of $5799 in the quarter ended August 31, 2011. Our sales in the current quarter were affected by both the economic instability in the medical market, change of officers/directors, and changing from a “direct sales” program to a “national distribution” program. The company has focused on establishing a national distributor during this quarter.

We reported cost of sales of $ 12 in the quarter ended August 31, 2012 with a gross profit of $323 (a gross margin of 90%). Our gross profit decreased from $ 5,437 in the quarter August 31, 2011. Our cost of sales was $362 in the quarter ended August 31, 2011. Our gross profit percentage dropped dramatically as a result of fewer sales.

Our selling, general and administrative expenses (“SG&A”) were $35,788 in the quarter ended August 31, 2012. This was an increase of approximately 64% from the selling, general and administrative expenses of $22,873 reported in the quarter ended August 31, 2011. The increase was attributable to the costs associated with the execution of the Plan of Reorganization filed on April 15, 2012 on OTC Markets.

The Company intends on making attempts to raise capital through stock sales and note issuances. Management believes that with adequate funds it can increase sales of its products and move toward positive cash flow.

NOTE 4 - PROPERTY AND EQUIPMENT

Property and equipment is summarized as follows:

	As of August 31, 2011	As of August 31, 2012
Vehicles	$ 0	$ 0
Furniture & Fixtures	31,705	9,357
Machinery & Equipment	201,708	192,200
Leasehold Improvements	60,000	0
	302,913	201,557
Less accumulated depreciation	(221,800)	(146,109)
Property and Equipment, net	$ 81,113	$ 55,448

NOTE 5 - ACCRUED EXPENSES

Accrued expenses at August 31, 2012 and August 31, 2011 consist of:

	As of August 31, 2011	As of August 31, 2012
Accrued officer's compensation	$ 325,965	$ 194,167
Accrued interest expense	664,297	10,731
Accrued taxes	7,791	0
Accrued royalties payable	511	622
Total	$ 998,564	$ 205,520

Ingen received cash loans from its former CEO, Scott Sand, for a total of $1,027,136 as of May 31, 2010. Of this amount, $178,299 is salary accrued in the fiscal year ended May 31, 2009. An additional $821,534 is a result of direct loans made to the company, as a result of business expenses paid by Mr. Sand personally or past due compensation converted into notes. The remaining amount of $27,303 is accrued interest on the direct loans made to the Company. The Company accrues interest on these amounts at a rate of 6% per annum. From December 10, 2008 through May 31, 2012, the Company entered into a series of convertible note agreements totaling $3,871,079.47. Of these amounts they were originally due to Scott Sand for accrued compensation, loans made directly to the Company, expenses paid on behalf of the Company and accrued interest on the amounts due to him. Mr. Sand and the Company entered into several "Wrap-Around Agreements" with unrelated third party investors. Under the terms of these agreements, Mr. Sand sold the debt owed to him to the investors for the face value of the note. Simultaneously, the Company modified the amounts formerly owed to Mr. Sand (now owed to the investors) to include a convertible feature allowing the investors to convert the note into common stock at a 50% discount of the average "three deep bid" on the day of conversion. The interest rate of the Wrap-Around note(s) is 15%. As of May 31, 2012, the Company had reduced the balances of Mr. Sand's loans to $376,423 through the issuance of shares of common stock, acquired loans from third party accredited investor(s) under Wrap-Around Agreements, and in to convertible note(s) in order to reduce the debt carried by the company. From the proceeds received on the sale of his loans to the investors, Mr. Sand had loaned-back $1,592,815 to the Company as of November 30, 2010, not including another $13,200 that was loaned subsequent to the end of that quarter. As of the fiscal year ending May 31, 2012 the company now owes Mr. Sand $376,423 in principal and $22,585 in interest at 6%. As of August 31, 2012 Mr. Sand loaned direct cash to the company in the amount of $40,255.38 with an interest rate of 6% and accumulated interest of $590.70, and the total amount the company now owes to Mr. Sand is $416,678.38 in principal and $23,175.70 in interest for direct cash loans to the company. Of this amount, $399,008 is more than 24 months of aged debt.

Gary Tilden, Chairman & COO, accrued $1,296.82 during the quarter ending August 31, 2012. These expenses included $383.91 for Office Supplies, $276.87 for Meals & Entertainment, $315.00 for Travel, $116.01 for postage, and $205.00 for storage fees. There were adjustments to unpaid expenses prior to this quarter, and the total principal amount of unpaid expenses owed to Mr. Tilden is $ 8,944.36.

Officer/Director Loans & Expenses for Quarter Ending August 31, 2012			
Officer Loans	Current Loans	Past Due	Total
Gary Tilden	$ 1,296.82	$ 7,647.54	$ 8,944.36
Scott Sand	$ 40,846.08	$ 399,008.00	$ 439,854.08
Total	$ 42,142.90	$ 406,655.54	$ 448,798.44

Officer/Director Accrued Unpaid Salary & Shares for Fiscal Year August 31, 2012			
Name	Amount of Salary	Shares Due	Total
G. Tilden	$ 73,000.00	$ 50,000.00	$ 123,000.00
T. Neavitt	$ 16,667.00	$ 25,000.00	$ 41,667.00
C. Miedema	$ 4,500.00	$ 25,000.00	$ 29,500.00
Total	$ 94,167.00	$ 100,000.00	$ 194,167.00

NOTE 6 - CONVERTIBLE NOTES PAYABLE AND DERIVATIVE LIABILITIES

On June 3, 2009, a group of investors known as; (AJW, et., al.; funds managed by the N.I.R. Group LLC), who loaned a total of $2,335,000 to the Company filed a lawsuit against the Company for breach of contract under the terms of the notes. On July 31, 2009, the Company entered into a Settlement and Forbearance Agreement with the note holders. Under the terms of this Agreement, Ingen stipulated to a judgment in the amount of $4.5 million. All warrants held by the note holders were cancelled. Further, Ingen agreed to issue the greater of (a) 40 million shares or (b) twenty percent (20%) of the prior week's total trading volume of free trading common stock to the note holders. In an Agreement filed in the New York Court, allowed the Judgment amount of $4.5 million to be reduced by any net proceeds from the disposition of the stock paid under this Settlement Agreement and by any other cash payments made by Ingen. The judgment bears an interest rate of 9%. In the fiscal quarter ended August 31, 2012, the Company paid a total amount of $2,503,760.70 and still owed $2,235,158.74 plus $48,677.68 in interest on this judgment, which accrues interest at a rate of 9%. On September 14, 2012, the Company submitted a proposal to the investment group to amend the existing "Agreement" that stipulates a 50% reduction in the remaining principal, including interest. Whereas, of the new balance, Ingen proposes to offer 30% in cash, and 70% in a convertible note at no interest. The cash will be due within 12 months from the execution and filing of the new agreement. This matter is pending.

DERIVATIVE LIABILITIES

DERIVATIVE LIABILITY ASSOCIATED WITH THE 6% $1.5 MILLION CONVERTIBLE DEBT DATED JULY 25, 2006

As of May 31, 2009, the total derivative liability associated with the $1.5 million convertible notes was equal to $2,953,353. Upon the stipulation to a judgment in response to the filing of a lawsuit against the Company as described above, this amount was recognized as income in the fiscal year ended May 31, 2010. As of August 31, 2012 this liability was reduced to $1,474,718. Due to the nature of negotiations with AJW, this amount is now fixed.

DERIVATIVE LIABILITY ASSOCIATED WITH THE 6% $450,000 CONVERTIBLE DEBT DATED MARCH 15, 2007

The derivative liability associated with the $450,000 convertible notes was equal to $1,069,916 as of May 31, 2009. Upon the stipulation to a judgment in response to the filing of a lawsuit against the Company as described above, this amount was recognized as income in the fiscal year ended May 31, 2010. As of August 31, 2012 this liability was reduced to $ 530,678. Due to the nature of negotiations with AJW, this amount is now fixed.

DERIVATIVE LIABILITY ASSOCIATED WITH THE 6% $110,000 CONVERTIBLE DEBT DATED JULY 15, 2007

The derivative liability associated with the $110,000 convertible note was equal to $261,535 as of May 31, 2009. Upon the stipulation to a judgment in response to the filing of a lawsuit against the Company as described above, this amount was recognized as income in the fiscal year ended May 31, 2010. As of August 31, 2012 this liability was reduced to $129,721. Due to the nature of negotiations with AJW, this amount is now fixed.

DERIVATIVE LIABILITY ASSOCIATED WITH THE 6% $200,000 CONVERTIBLE DEBT DATED MARCH 15, 2007

The derivative liability associated with the $200,000 convertible note was equal to $201,697 as of May 31, 2009. Upon the stipulation to a judgment in response to the filing of a lawsuit against the Company as described above, this amount was recognized as income in the fiscal year ended May 31, 2010. As of August 31, 2012 this liability was reduced to $100,041. Due to the nature of negotiations with AJW, this amount is now fixed.

DERIVATIVE LIABILITY ASSOCIATED WITH THE 12% $315,000 CONVERTIBLE DEBT DATED AUGUST 7, 2007

The following tables describe the valuation of the conversion feature of the $315,000 6% convertible debenture entered into on August 7, 2007, using the Black Scholes pricing model on the date of the note:

	8/8/2007
Approximate risk-free rate	2.18%
Average Expected life	1 year
Dividend yield	0%
Volatility	234.82%
Estimated fair value of conversion feature	
on date of note issuance	$ 526,881
Estimated fair value of conversion feature	
as of August 31, 2009	$ 317,673
Estimated fair value of conversion feature	
as of August 31, 2012	$ 409,500

12% $315,000 CONVERTIBLE DEBT DATED AUGUST 7, 2007

On August 7, 2007, we issued to an individual a note in the amount of $315,000 in consideration for services rendered under an agreement entered into on the same date. The note was issued with a 12% interest rate and a one-year term. This note is convertible at a 50% discount to the average closing price of the three days prior to conversion. As of May 31, 2012 we owed the note holder $175,000 of this original note balance and $156,280.05 in accumulated interest.

DERIVATIVE LIABILITY ASSOCIATED WITH THE 6% $50,000 CONVERTIBLE DEBT DATED May 1, 2009

The following tables describe the valuation of the conversion feature of the $50,000 6% convertible debenture entered into on May 1, 2009, using the Black Scholes pricing model on the date of the note:

	5/1/2009
Approximate risk-free rate	1.07%
Average Expected life	1 year
Dividend yield	0%
Volatility	261.41367%
Estimated fair value of conversion feature	
on date of note issuance	$ 83,631
Estimated fair value of conversion feature	
as of May 31, 2009	$ 52,077
Estimated fair value of conversion feature	
as of August 31, 2012	$ 1,350

6% $50,000 CONVERTIBLE DEBT DATED MAY 1, 2009

On May 1, 2009, the Company issued to Xcel Associates, Inc. a note in the amount of $50,000 in consideration for services rendered under an Investor Relation's Agreement entered into on the same date. The note was issued with a 6% interest rate and an 18-month term. There is a 50% discount to market with specific terms. As of August 31, 2012 this note balance was reduced to $1,250.00 through the issuance of common stock with accumulated interest to date of $2,472.00.

DERIVATIVE LIABILITY ASSOCIATED WITH THE $36,000 CONVERTIBLE DEBT DATED SEPTEMBER 1, 2009

The following tables describe the valuation of the conversion feature of the $36,000 non-interest bearing convertible debenture entered into on September 1, 2009, using the Black Scholes pricing model on the date of the note:

	9/1/2009
Approximate risk-free rate	0.43%
Average Expected life	1 year
Dividend yield	0%
Volatility	368.48203%
Estimated fair value of conversion feature	
on date of note issuance	$ 56,988
Estimated fair value of conversion feature	
as of August 31, 2012	$ 15,480

$36,000 CONVERTIBLE DEBT DATED SEPTEMBER 1, 2009

On September 1, 2009, the Company issued to an individual a note in the amount of $36,000 in consideration for a contract to deliver services from September 2009 through August 2010. The note was issued without an interest rate and is due on demand. This note is convertible at a 40% discount to the average closing price of the three days prior to conversion with a maximum conversion price of $0.02. As of August 31, 2012 the entire balance was $36,000.

DERIVATIVE LIABILITY ASSOCIATED WITH THE 6% $45,000 CONVERTIBLE DEBT DATED September 1, 2009

The following tables describe the valuation of the conversion feature of the $50,000 6% convertible debenture entered into on September 1, 2009, using the Black Scholes pricing model on the date of the note:

	9/1/2009
Approximate risk-free rate	.85%
Average Expected life	1 year
Dividend yield	0%
Volatility	312.93846%
Estimated fair value of conversion feature	
on date of note issuance	$ 75,268
Estimated fair value of conversion feature	
as of May 31, 2009	$ 45,381
Estimated fair value of conversion feature	
as of August 31, 2012	$ 40,800

$45,000 CONVERTIBLE DEBT DATED SEPTEMBER 1, 2009

On September 1, 2009, the Company issued to an individual a note in the amount of $45,000 in consideration for a contract to deliver services from September 2009 through August 2010. The note was issued without an interest rate and is due on demand. This note is convertible at a 50% discount to the average closing price of the three days prior to conversion with a maximum conversion price of $0.02. As of August 31, 2012 the entire balance was $48,000.

DERIVATIVE LIABILITY ASSOCIATED WITH THE $48,000 CONVERTIBLE DEBT DATED SEPTEMBER 1, 2009

The following tables describe the valuation of the conversion feature of the $48,000 non-interest bearing convertible debenture entered into on September 1, 2009 using the Black Scholes pricing model on the date of the note:

	9/1/2009
Approximate risk-free rate	0.43%
Average Expected life	1 year
Dividend yield	0%
Volatility	368.48203%
Estimated fair value of conversion feature	
on date of note issuance	$ 75,984
Estimated fair value of conversion feature	
as of August 31, 2012	$ 20,640

$48,000 CONVERTIBLE DEBT DATED SEPTEMBER 1, 2009

On September 1, 2009, the Company issued to an individual a note in the amount of $48,000 in consideration for a contract to deliver services from September 2009 through August 2010. The note was issued without an interest rate and is due on demand. This note is convertible at a 50% discount to the average closing price of the three days prior to conversion with a maximum conversion price of $0.02. As of August 31, 2012 the entire balance was $48,000.

DERIVATIVE LIABILITY ASSOCIATED WITH THE $300,000 CONVERTIBLE DEBT DATED SEPTEMBER 1, 2009

The following tables describe the valuation of the conversion feature of the $300,000 non-interest bearing convertible debenture entered into on September 1, 2009, using the Black Scholes pricing model on the date of the note:

	9/1/2009
Approximate risk-free rate	0.43%
Average Expected life	1 year
Dividend yield	0%
Volatility	368.48203%
Estimated fair value of conversion feature	
on date of note issuance	$ 474,897
Estimated fair value of conversion feature	
as of August 31, 2012	$ 129,000

$300,000 CONVERTIBLE DEBT DATED SEPTEMBER 1, 2009

On September 1, 2009, the Company issued to MedOx Corporation, Inc. a note in the amount of $300,000 in consideration for a contract to deliver services from September 2009 through February 2010. The note was issued without an interest rate and is due on demand. This note is convertible at a 40% discount to the average closing price of the three days prior to conversion with a maximum conversion price of $0.02. As of August 31, 2012 the entire balance was $300,000.

DERIVATIVE LIABILITY ASSOCIATED WITH THE 6% $50,000 CONVERTIBLE DEBT DATED October 5, 2009

The following tables describe the valuation of the conversion feature of the $50,000 convertible debenture entered into on October 5, 2009, using the Black Scholes pricing model on the date of the note:

	10/5/2009
Approximate risk-free rate	1.07%
Average Expected life	1 year
Dividend yield	0%
Volatility	261.41367%
Estimated fair value of conversion feature	
on date of note issuance	$ 83,631
Estimated fair value of conversion feature	
as of May 31, 2010	$ 52,077
Estimated fair value of conversion feature	
as of August 31, 2012	$ 53,500

$50,000 CONVERTIBLE DEBT DATED OCTOBER 5, 2009

On October 5, 2009, the Company issued to Xcel Associates, Inc. a note in the amount of $50,000 in consideration for services rendered under an Investor Relation's Agreement entered into on the same date. The note was issued with no interest and a 40% discount to market price. As of August 31, 2012 the entire balance was $50,000.

DERIVATIVE LIABILITY ASSOCIATED WITH THE 6% $50,000 CONVERTIBLE DEBT DATED December 2, 2009

The following tables describe the valuation of the conversion feature of the $50,000 6% convertible debenture entered into on December 2, 2009, using the Black Scholes pricing model on the date of the note:

	12/2/2009
Approximate risk-free rate	1.07%
Average Expected life	1 year
Dividend yield	0%
Volatility	261.41367%
Estimated fair value of conversion feature	
on date of note issuance	$ 83,631
Estimated fair value of conversion feature	
as of May 31, 2010	$ 52,077
Estimated fair value of conversion feature	
as of August 31, 2012	$ 8,877

6% $50,000 CONVERTIBLE DEBT DATED DECEMBER 2, 2009

On December 2, 2009, the Company issued to an individual a note in the amount of $50,000 in consideration for legal retainer. The note was issued without an interest rate and is due on demand. The note was issued without an interest rate and is due on demand. This note is convertible at a 40% discount to the average closing price of the three days prior to conversion with a maximum conversion price of $0.02. The note holder had applied fees in the amount of $27,657 against the note balance. As of August 31, 2012 the Company had booked the $50,000 as a prepaid legal expense and the prepaid principal balance of legal fees associated with this note is $8,297.50 with accrued interest of $4,373.23. The note holder converted a total of $41,702.50 of this note into common stock as of August 31, 2012.

DERIVATIVE LIABILITY ASSOCIATED WITH THE 6% $60,000 CONVERTIBLE DEBT DATED June 11, 2010

The following tables describe the valuation of the conversion feature of the $60,000 6% convertible debenture entered into on June 11, 2010, using the Black Scholes pricing model on the date of the note:

	6/11/2010
Approximate risk-free rate	.82%
Average Expected life	1 year
Dividend yield	0%
Volatility	281.55621%
Estimated fair value of conversion feature	
on date of note issuance	$ 100,357
Estimated fair value of conversion feature	
as of May 31, 2011	$ 62,492
Estimated fair value of conversion feature	
as of August 31, 2012	$ 42,015

6% $60,000 CONVERTIBLE DEBT DATED June 11, 2010

On June 11, 2010, the Company issued to an accredited investor purchased a note in the amount of $60,000 issued with a 6% interest rate. This note is convertible at a 50% discount to the average closing price of the three days prior to conversion with a maximum conversion price of $0.30. On April 5, 2012 the investor converted $8,761.27 for 5,006,441 unrestricted common shares under the terms of the note. The balance of $51,238.73 and interest of $7,951.87 is payable as of August 31, 2012.

DERIVATIVE LIABILITY ASSOCIATED WITH THE $24,000 CONVERTIBLE DEBT DATED August 15, 2010

The following tables describe the valuation of the conversion feature of the $24,000 convertible debenture entered into on August 15, 2010, using the Black Scholes pricing model on the date of the note:

	8/15/2010
Approximate risk-free rate	2.43%
Average Expected life	1 year
Dividend yield	0%
Volatility	287.46203%
Estimated fair value of conversion feature	
on date of note issuance	$ 37,991
Estimated fair value of conversion feature	
as of August 31, 2012	$ 58,320

$24,000 CONVERTIBLE DEBT DATED AUGUST 15, 2010

On August 15, 2010, the Company issued to an individual a note in the amount of $24,000 in consideration for services rendered under a Distribution Agreement entered into on the same date. The note was issued without interest and is due on demand. This note is convertible at a 40% discount to the average closing price of the three days prior to conversion with a maximum conversion price of $0.30. As of August 31, 2012 the entire balance was $24,000.

DERIVATIVE LIABILITY ASSOCIATED WITH THE $45,000 CONVERTIBLE DEBT DATED September 1, 2010

The following tables describe the valuation of the conversion feature of the $45,000 convertible debenture entered into on September 1, 2010, using the Black Scholes pricing model on the date of the note:

	9/1/2010
Approximate risk-free rate	0.43%
Average Expected life	1 year
Dividend yield	0%
Volatility	368.48203%
Estimated fair value of conversion feature	
on date of note issuance	$ 75,984
Estimated fair value of conversion feature	
as of August 31, 2012	$ 19,350

$45,000 CONVERTIBLE DEBT DATED SEPTEMBER 1, 2010

On September 1, 2010, the Company issued to an individual a note in the amount of $45,000 in consideration for a contract to deliver services from September 2010 through August 2011. The note was issued without an interest rate and is due on demand. This note is convertible at a 40% discount to the average closing price of the three days prior to conversion with a maximum conversion price of $0.02. As of August 31, 2012 the entire balance was $45,000.

DERIVATIVE LIABILITY ASSOCIATED WITH THE 6% $49,000 CONVERTIBLE DEBT DATED January 1, 2011

The following tables describe the valuation of the conversion feature of the $49,000 6% convertible debenture entered into on January 1, 2011, using the Black Scholes pricing model on the date of the note:

	1/1/2011
Approximate risk-free rate	1.13%
Average Expected life	1 year
Dividend yield	0%
Volatility	268.47367%
Estimated fair value of conversion feature	
on date of note issuance	$ 82,519
Estimated fair value of conversion feature	
as of May 31, 2011	$ 50,679
Estimated fair value of conversion feature	
as of August 31, 2012	$ 55,370

6% $49,000 CONVERTIBLE DEBT DATED JANUARY 1, 2011

On January 1, 2011, the Company issued to Gary Tilden (who was appointed as our Chief Operations Officer on February 4, 2011 and our Chairman and Corporate Secretary on February 14, 2011) a note in the amount of $49,000 in consideration for serving as a consultant for the Company. The note was issued with a 6% interest rate and is payable on demand. The note is convertible at 50% of the average closing bid price on the three days prior to conversion (with a maximum conversion price of $0.02 per share). The entire balance of $49,000 and interest of $5,507.03 is payable as of August 31, 2012.

DERIVATIVE LIABILITY ASSOCIATED WITH THE 6% $50,000 CONVERTIBLE DEBT DATED February 14, 2011

The following tables describe the valuation of the conversion feature of the $50,000 6% convertible debenture entered into on February 14, 2011, using the Black Scholes pricing model on the date of the note:

	2/14/2011
Approximate risk-free rate	1.27%
Average Expected life	1 year
Dividend yield	0%
Volatility	261.41367%
Estimated fair value of conversion feature	
on date of note issuance	$ 83,631
Estimated fair value of conversion feature	
as of May 31, 2010	$ 52,077
Estimated fair value of conversion feature	
as of August 31, 2012	$ 63,500

6% $50,000 CONVERTIBLE DEBT DATED FEBRUARY 14, 2011

On February 14, 2011, the Company issued to Thomas Neavitt a note in the amount of $50,000 in consideration for serving as interim Chief Executive Officer for a 90-day period. The note was issued with a 6% interest rate and is payable on demand. The note is convertible at 50% of the average closing bid price on the three days prior to conversion (with a maximum conversion price of $0.02 per share). The entire balance of $50,000 and interest of $4,668.31 is payable as of August 31, 2012.

DERIVATIVE LIABILITY ASSOCIATED WITH THE 6% $703,608 CONVERTIBLE DEBT DATED February 22, 2011

The following tables describe the valuation of the conversion feature of the $703,608 6% convertible debenture entered into on February 22, 2011, using the Black Scholes pricing model on the date of the note:

	2/22/2011
Approximate risk-free rate	5.63%
Average Expected life	1 year
Dividend yield	0%
Volatility	488.23482%
Estimated fair value of conversion feature	
on date of note issuance	$ 1,176,881
Estimated fair value of conversion feature	
as of May 31, 2011	$ 982,664
Estimated fair value of conversion feature	
as of August 31, 2012	$ 1,232,279

6% $703,608 CONVERTIBLE DEBT DATED FEBRUARY 22, 2011

On February 22, 2011, the Company issued to Scott Sand a note in the amount of $703,608 for debts owed to him through cash loans Mr. Sand made to the company between 2004 through May 31, 2010 pursuant to previous filings and disclosure. The company agreed to remove this debt from accrued loans with 12% interest to a 6% Convertible Debt. There is no discount to market, the note was issued with a 6% interest rate at 100% of the average bid price on the three days prior to the date of Conversion and is payable on demand. The entire balance of $703,608 and interest of $61,283.64 is payable as of August 31, 2012. .

DERIVATIVE LIABILITIES ASSOCIATED WITH THE DEBT WRAP AGREEMENTS

The following tables describe the valuation of the conversion feature of the four debt wrap agreements with a total original principal balance of $903,107 that were entered into in the year ended May 31, 2012. As described in Note 10 below, these notes originated with an assignment of balances due to our former CEO and Chairman, Scott R. Sand. Upon the assignment of the note amounts to an unrelated third party accredited investor, the Company enabled the investors to convert the note balances. The following table shows the valuation of the conversion features using the Black Scholes pricing model on the date of the note and as of August 31, 2012:

	2/14/2011	3/2/2011	4/4/2011
Note amount	$ 60,000	$ 100,000	$ 700,000
Approximate risk-free rate	0.90%	0.81%	0.49%
Average Expected life	1 year	1 year	1 year
Dividend yield	0%	0%	0%
Volatility	241.53%	274.26%	392.81%
Estimated fair value of conversion feature on date of note issuance	$ 130,426	$ 222,150	$ 1,347,338
Estimated fair value of conversion feature as of August 31, 2012	$ -	$ -	$ -
Note balance as of August 31, 2012	$32,425.22	$33,266.25	$815,722.37

The Company recorded the fair value of the conversion features of $337,552, as a discount to the convertible debts in the accompanying balance sheet up to the proceeds received with the excess of $137,552 charged to expense in fiscal year ending May 31, 2009. The discount was amortized over the life of the note, or written off upon the payment of the note. The first three notes totaling $100,000 were paid in full during the fiscal year of 2009. Total amortization expense related to the conversion features discount for the year ended May 31, 2009 was $101,644. Remaining unamortized discount as May 31, 2009 was $198,356. Also upon the payment of the obligation, any remaining derivative liability associated with the note was recorded as income. For the year ended May 31, 2009, the Company has reported $136,613 in other income related to changes in its derivative liabilities associated with these notes. In the fiscal year ended May 31, 2010, the Company paid the initial block of debt wrap agreements through the issuance of common stock and the remaining derivative liability of $200,938 was recorded as other income.

Ingen received cash loans from its former CEO, Scott Sand, for a total of $1,027,136 as of May 31, 2010. Of this amount, $178,299 is salary accrued in the fiscal year ended May 31, 2009. An additional $821,534 is a result of direct loans made to the company, as a result of business expenses paid by Mr. Sand personally or past due compensation converted into notes. The remaining amount of $27,303 is accrued interest on the direct loans made to the Company. The Company accrues interest on these amounts at a rate of 6% per annum. From December 10, 2008 through May 31, 2012, the Company entered into a series of convertible note agreements totaling $3,871,079.47. Of these amounts they were originally due to Scott Sand for accrued compensation, loans made directly to the Company, expenses paid on behalf of the Company and accrued interest on the amounts due to him. Mr. Sand and the Company entered into several "Wrap-Around Agreements" with unrelated third party investors. Under the terms of these agreements, Mr. Sand sold the debt owed to him to the investors for the face value of the note. Simultaneously, the Company modified the amounts formerly owed to Mr. Sand (now owed to the investors) to include a convertible feature allowing the investors to convert the note into common stock at a 50% discount of the average "three deep bid" on the day of conversion. The interest rate of the Wrap-Around note(s) is 15%. As of May 31, 2012, the Company had reduced the balances of Mr. Sand's loans to $376,423 through the issuance of shares of common stock, acquired loans from third party accredited investor(s) under Wrap-Around Agreements, and in to convertible note(s) in order to reduce the debt carried by the company. From the proceeds received on the sale of his loans to the investors, Mr. Sand had loaned-back $1,592,815 to the Company as of November 30, 2010, not including another $13,200 that was loaned subsequent to the end of that quarter. As of the fiscal year ending May 31, 2012 the company now owes Mr. Sand $376,423 in principal and $22,585 in interest at 6%. During the first quarter ending August 31, 2012 Mr. Sand loaned cash to the company in the amount of $40,255.38 with an interest rate of 6%. The total accumulated interest to date owed to Mr. Sand is $590.70, and the total amount the company now owes to Mr. Sand for direct cash loans is $439,854.08 in principal and $23,175.70 in interest for direct cash loans to the company as of August 31, 2012. Of this amount, $399,008 qualifies as aged debt and is more than 24 months old.

Wrap-Around Agreements with Convertible Note(s) Features Outstanding History Summary Ending August 31, 2012

6% $60,000 Wrap-Around Agreement February 14, 2011

On February 14, 2011, the Company issued to an Accredited Investor a note in the form of a Wrap-Around Agreement in the amount of $60,000 for debts the company owed to its former CEO and Chairman, Scott Sand, regarding various cash loans Mr. Sand made to the company between 2004 through May 31, 2010 according to previous public filings and disclosure previously filed. The company agreed to remove this debt from accrued loans with 12% interest to a Wrap-Around Agreement with a third party accredited investor. The agreement allows the investor to convert the amount to free trading shares at 50% of the closing price of the previous day, not to exceed a price of $0.015/share, and the note was issued with a 6% interest rate. As of August 31, 2012 the accredited investor had converted $30,000 for a total of 1,999,999 unrestricted common shares at a discounted share price of $.015 on 2/15/2011. The actual closing share price on 2/14/2011 was $.03. There is a remaining balance of $30,000 on this note with an additional interest of $2,425.22.

6% $100,000 Wrap-Around Agreement March 2, 2011

On March 2, 2011, the Company issued to an Accredited Investor a note in the form of a Wrap-Around Agreement in the amount of $100,000 for debts the company owed to its former CEO and Chairman, Scott Sand, regarding various cash loans Mr. Sand made to the company between 2004 through May 31, 2010 according to previous public filings and disclosure previously filed. The company agreed to remove this debt from accrued loans with 12% interest to a Wrap-Around Agreement with a third party accredited investor. The agreement allows the investor to convert the amount to free trading shares at 50% of the closing price of the previous day, not to exceed a price of $0.015/share, and the note was issued with a 6% interest rate. As of August 31, 2012 the accredited investor had converted $72,690.75 for a total of 10,785,741 unrestricted common shares at a discounted share price of $.015 on 3/23/2011 for 666,666 unrestricted common shares, $.01 on 6/12/2012 for 4,619,075 unrestricted common shares, and $.003 on 8/22/2012 for 5,500,000 unrestricted common shares. The actual closing share price on 3/22/2011 was $.03, on 6/11/2012 $.02 and on 8/21/2012 $.006. There is a remaining balance of $27,309.25 on this note with an additional interest of $6,357.73.

12% $700,000 Wrap-Around Agreement April 4, 2011

On April 4, 2011, the Company issued to an Accredited Investor a note in the form of a Wrap-Around Agreement in the amount of $700,000 for debts the company owed to its former CEO and Chairman, Scott Sand, regarding various cash loans Mr. Sand made to the company between 2004 through May 31, 2010 according to previous public filings and disclosure previously filed. The company agreed to remove this debt from accrued loans with 12% interest to a Wrap-Around Agreement with a third party accredited investor. The agreement allows the investor to convert the amount to free trading shares at 50% of the closing price of the previous day, not to exceed a price of $0.015/share, and the note was issued with a 12% interest rate. As of August 31, 2012 the accredited investor had not converted any debt to stock. There is a remaining balance of $700,000 on this note with an additional interest of $115,722.37.

SUMMARY OF Debt-Wrap Agreement(s) HISTORY ENDING August 31, 2012

From June 1, 2008 through August 31, 2012, the Company entered into a series of Debt-Wrap agreements with existing agreements totaling $860,000.00 with outstanding notes totaling $757,309.25; with accumulated interest of $124,104.59. The notes have been reduced a total amount of $102,690.75. For the first quarter ending August 31, 2012, the balance on the total principal amounts with interest of the notes is $881,413.84.

STOCK OFFERINGS for quarter ending August 31, 2012

On July 18, 2012, the Company issued 4,619,075 Common Shares to a third party investor as part of a conversion request and convertible note in the amount of $100,000 dated March 2, 2011. The Stock is issued based on a per share price $0.01 which shall equal 4,619,075 shares at $ 46,190.75 PRINCIPAL AMOUNT.

On July 31, 2012, the Company issued 200,000 Preferred-Series A Shares to a third party for services. The Stock is issued based on a per share price $0.01 which shall equal $2,000.00.

On July 31, 2012, the Company issued 200,000 Preferred-Series A Shares to a third party for services. The Stock is issued based on a per share price $0.01 which shall equal $2,000.00.

On August 24, 2012, the Company issued 5,500,000 Common Shares to a third party investor as part of a conversion request and convertible note in the amount of $100,000 dated March 2, 2011. The Stock is issued based on a per share price $0.003 which shall equal 5,500,000 shares at $ 16,500.00 PRINCIPAL AMOUNT.

STOCK OFFERINGS SUMMARY for quarter ending August 31, 2012

In the quarter ended August 31, 2012 the Company issued a total of new common shares of 10,119,075 shares of common stock with a conversion value of $62,690.75, and 400,000 Preferred Series-A stock with a face value of $4,000. The Preferred Series-A stock has a ratio of 1:10 to common stock conversion rate.

The following tables describe the valuation of the conversion feature of the three debt wrap agreements with a total original principal balance of $860.000 that were entered into in the year ended May 31, 2012. As described in Note 10 below, these notes originated with an assignment of balances due to our former CEO and Chairman, Scott R. Sand. Upon the assignment of the note amounts to unrelated third party investors, the Company enabled the investors to convert the note balances. The following table shows the valuation of the conversion features using the Black Scholes pricing model on the date of the note and as of May 31, 2012:

	2/14/2011	3/2/2011	4/4/2011
Note amount	$ 60,000	$ 100,000	$ 700,000
Approximate risk-free rate	0.32%	0.43%	0.48%
Average Expected life	1 year	1 year	1 year
Dividend yield	0%	0%	0%
Volatility	368.17060%	368.48203%	139.66365%
Estimated fair value of conversion feature			
on date of note issuance	$ 98,377	$ 175,308	$ 1,229,863
Estimated fair value of conversion feature			
as of May 31, 2011	$ 101,245	$ 162,910	$ 1,193,028
Note balance as of August 31, 2012	$32,425.22	$21,386.25	$815,722.37

The Company recorded the fair value of the conversion features of $2,656,959, as a discount to the convertible debts in the accompanying balance sheet up to the proceeds received with the excess of $1,245,536 charged to expense. The discount was amortized over the life of the note, or written off upon the payment of the note. Two of the notes totaling $615,000 were paid in full during the fiscal year. Total amortization expense related to the conversion features discount for the year ended May 31, 2010 was $1,324,817. Remaining unamortized discount on the note with a remaining balance as May 31, 2010 was $86,606. Also upon the payment of the obligation, any remaining derivative liability associated with the note was recorded as income. For the year ended May 31, 2010, the Company has reported $2,292,836 in other income related to changes in its derivative liabilities associated with these notes.

Maturities of Notes Payable:

All notes payable on our balance sheet as of May 31, 2012 are current liabilities. The face value of these current liability notes (due by May 31, 2012) is $4,308,552.70.

NOTE 7 – *EQUITY SECURITIES*

Common Stock: On August 27, 2008, Ingen effectuated a reverse stock split at a rate of one share for every six hundred (600) then outstanding. The Series A Preferred stock was not affected by this reverse stock split. On March 18, 2009, Ingen effectuated another reverse stock split. This additional reverse split was at a rate of one share for every three thousand (3,000) then outstanding. The cumulative effect of these two reverse stock splits was a rate of one share for every 1,800,000. The Series A Preferred stock was not affected by these reverse stock splits. On April 12, 2010, our authorized shares of common stock were increased to 8 billion. On November 22, 2010, the Company effectuated another reverse stock split at a rate of one share for every one thousand (1,000). The cumulative effect of the reverse stock splits since August 2008 is a rate of one share for every 1.8 billion then outstanding.

Preferred Stock: Ingen has authorized 100,000,000 shares of Series A Convertible Preferred Stock. The Series A stock is not entitled to dividends. Ingen has the right but not the obligation to redeem each share of Series A stock at a price of $1.00 per share. In the event of voluntary or involuntary liquidation, dissolution, or winding up of the corporation, each share of Series A shall be entitled to receive from the assets of the Company $1.00 per share, which shall be paid or set apart before the payment or distribution of any assets of the corporation to the holders of the Common Stock or any other equity securities of the Company. Each share of Series A shall be entitled to vote on all matters with the holders of the Common Stock. Each share of Series A stock shall be entitled to ten votes. The holders of the Series A voting as a class shall be entitled to elect one person to serve on the Company's Board of Directors. The Series A is convertible into ten shares of fully paid and non-assessable share of Common Stock upon 65 days of written notice. The Series A stock shall not be affected by or subject to adjustment following any change to the amount of authorized shares of Common Stock or the amount of Common Stock issued and outstanding caused by any split or consolidation of the Company's Common Stock.

NOTE 8 - *INCOME TAXES*

Provision for income tax for the quarters ended August 31, 2012 and August 31, 2011 was zero.

As of August 31, 2012, the Company has net operating loss carry forwards, approximately, of $27 million, to reduce future federal and state taxable income. To the extent not utilized, the carry forwards will begin to expire through 2028. The Company's ability to utilize its net operating loss carry forwards is uncertain and thus the Company has not booked a deferred tax asset, since future profits are indeterminable.

NOTE 9 - *NET LOSS PER SHARE*

The following table sets forth the computation of basic and diluted net loss per share:

	For the quarters ended August 31,		For the three months ended August 31,	
	2011	**2012**	**2011**	**2012**
Numerator: Net loss	$ 271,102	$ 195,301	$ (408,392)	$ 8,300,582
Denominator:				
Weighted Average Number of Shares	57,471,827	84,597,343	8,439,657	2,245,723
Net loss per share - Basic and diluted	$ 0.01	$ 0.01	$ (0.05)	$ 3.70

As the Company incurred net losses for the quarters and three months ended August 31, 2012 and August 31, 2011, it has excluded the calculation of diluted net loss per shares representing the potential conversion of the Series A preferred stock and all convertible notes that could be converted at the market price as of August 31, 2012 and August 31, 2011.

NOTE 10 - *RELATED PARTY TRANSACTIONS*

Ingen received cash loans from its former CEO, Scott Sand, for a total of $1,027,136 as of May 31, 2010. Of this amount, $178,299 is salary accrued in the fiscal year ended May 31, 2009. An additional $821,534 is a result of direct loans made to the company, as a result of business expenses paid by Mr. Sand personally or past due compensation converted into notes. The remaining amount of $27,303 is accrued interest on the direct loans made to the Company. The Company accrues interest on these amounts at a rate of 6% per annum. From December 10, 2008 through May 31, 2012, the Company entered into a series of convertible note agreements totaling $3,871,079.47. Of these amounts they were originally due to Scott Sand for accrued compensation, loans made directly to the Company, expenses paid on behalf of the Company and accrued interest on the amounts due to him. Mr. Sand and the Company entered into several "Wrap-Around Agreements" with unrelated third party investors. Under the terms of these agreements, Mr. Sand sold the debt owed to him to the investors for the face value of the note. Simultaneously, the Company modified the amounts formerly owed to Mr. Sand (now owed to the investors) to include a convertible feature allowing the investors to convert the note into common stock at a 50% discount of the average "three deep bid" on the day of conversion. The interest rate of the Wrap-Around note(s) is 15%. As of May 31, 2012, the Company had reduced the balances of Mr. Sand's loans to $376,423 through the issuance of shares of common stock, acquired loans from third party accredited investor(s) under Wrap-Around Agreements, and in to convertible note(s) in order to reduce the debt carried by the company. From the proceeds received on the sale of his loans to the investors, Mr. Sand had loaned-back $1,592,815 to the Company as of November 30, 2010, not including another $13,200 that was loaned subsequent to the end of that quarter. As of the fiscal year ending May 31, 2012 the company now owes Mr. Sand $376,423 in principal and $22,585 in interest at 6%. As of August 31, 2012 Mr. Sand loaned direct cash to the company in the amount of $40,255.38 with an interest rate of 6% and accumulated interest of $590.70, and the total amount the company now owes to Mr. Sand is $416,678.38 in principal and $23,175.70 in interest for direct cash loans to the company. Of this amount, $399,008 is more than 24 months of aged debt.

Gary Tilden, Chairman & COO, accrued $1,296.82 during the quarter ending August 31, 2012. These expenses included $383.91 for Office Supplies, $276.87 for Meals & Entertainment, $315.00 for Travel, $116.01 for postage, and $205.00 for storage fees. There were adjustments to unpaid expenses prior to this quarter, and the total principal amount of unpaid expenses owed to Mr. Tilden is $ 8,944.36.

Officer/Director Loans & Expenses for Quarter Ending August 31, 2012			
Officer Loans	Current Loans	Past Due	Total
Gary Tilden	$ 1,296.82	$ 7,647.54	$ 8,944.36
Scott Sand	$ 40,846.08	$ 399,008.00	$ 439,854.08
Total	$ 42,142.90	$ 406,655.54	$ 448,798.44

Officer/Director Accrued Unpaid Salary & Shares for Fiscal Year August 31, 2012			
Name	Amount of Salary	Shares Due	Total
G. Tilden	$ 73,000.00	$ 50,000.00	$ 123,000.00
T. Neavitt	$ 16,667.00	$ 25,000.00	$ 41,667.00
C. Miedema	$ 4,500.00	$ 25,000.00	$ 29,500.00
Total	$ 94,167.00	$ 100,000.00	$ 194,167.00

NOTE 11 – *PATENT COSTS*

The Company has incurred $67,345 of legal costs of filing for patents and the purchase of the exclusive rights for a patent for Oxyview with common stock valued at $60,000. Although the patents are still pending with the US Patent and Trademark office, since the Company is using the patents and selling its Oxyview units. After an impairment analysis was conducted this cost was written off in the fiscal year ended May 31, 2007. There were no expenditures for costs related to patents or trademarks ending August 31, 2012.

NOTE 12 - *GUARANTEES*

The Company from time to time enters into certain types of contracts that contingently require the Company to indemnify parties against third-party claims. These contracts primarily relate to: (i) divestiture agreements, under which the Company may provide customary indemnifications to purchasers of the Company's businesses or assets; and (ii) certain agreements with the Company's officers, directors and employees, under which the Company may be required to indemnify such persons for liabilities arising out of their employment relationship.

The terms of such obligations vary. Generally, a maximum obligation is not explicitly stated. Because the obligated amounts of these types of agreements often are not explicitly stated, the overall maximum amount of the obligation cannot be reasonably estimated. Historically, the Company has not been obligated to make significant payments for these obligations, and no liabilities have been recorded for these obligations on its balance sheet as of August 31, 2012.

NOTE 13 - *STOCK OPTIONS*

On January 18, 2007, Ingen issued a stock option to a consultant, representing the right to purchase 1,000,000 shares of Series A Convertible Preferred Stock at an exercise price of $0.04 per share, expiring January 18, 2012. In May 2010, the option agreement was amended and 70,000,000 shares of common stock were issued in full consideration for cancellation of the options. There were no Stock Options issued during the quarter ending August 31, 2012.

NOTE 14 - *WARRANTS*

We issued a total of 29 million warrants to purchase our common stock in connection with the issuance of the Convertible Notes Payable described in Note 13 above. The 20 million warrants issued as part of the Securities Purchase Agreement dated July 26, 2006 are exercisable over a 7-year period (ending on July 26, 2013) at a price of $0.10 per share. The 9 million warrants issued as part of the Securities Purchase Agreement dated March 15, 2007 are exercisable over a 7-year period (ending on March 15, 2014) at a price of $0.06 per share. In connection with our Settlement Agreement with these note holders, all warrants were cancelled on July 31, 2009. There were no Warrants issued during the quarter ending August 31, 2012.

NOTE 15 – *LEGAL ISSUES*

On June 3, 2009, a group of investors known as; (AJW, et., al.; funds managed by the N.I.R. Group LLC), who loaned a total of $2,335,000 to the Company filed a lawsuit against the Company for breach of contract under the terms of the notes. On July 31, 2009, the Company entered into a Settlement and Forbearance Agreement with the note holders. Under the terms of this Agreement, Ingen stipulated to a judgment in the amount of $4.5 million. All warrants held by the note holders were cancelled. Further, Ingen agreed to issue the greater of (a) 40 million shares or (b) twenty percent (20%) of the prior week's total trading volume of free trading common stock to the note holders. In an Agreement filed in the New York Court allowed the Judgment amount of $4.5 million to be reduced by any net proceeds from the disposition of the stock paid under this Settlement Agreement and by any other cash payments made by Ingen. The judgment bears an interest rate of 9%. In the fiscal year ended May 31, 2012, the Company paid a total amount of $2,503,760.70 and still owed $2,235,158.74 on this judgment, which accrues interest at a rate of 9%. In the fiscal quarter ended August 31, 2012, the Company paid a total amount of $2,503,760.70 and still owed $2,235,158.74 plus $48,677.68 in interest on this judgment, which accrues interest at a rate of 9%. On September 14, 2012, the Company submitted a proposal to the investment group to amend the existing "Agreement" that stipulates a 50% reduction in the remaining principal, including interest. Whereas, of the new balance, Ingen proposes to offer 30% in cash, and 70% in a convertible note at no interest. The cash will be due within 12 months from the execution and filing of the new agreement. This matter is pending.

On February 15, 2011, Ingen Technologies, Inc., a Georgia corporation (the "Company") and its CEO, Scott Sand, settled an enforcement action filed by the Securities and Exchange Commission. The Complaint was filed on October 7, 2010 in the Southern District of Florida. Case Number 1:10-cv-23602-PAS styled Securities and Exchange Commission vs. Scott R. Sand and Ingen Technologies, Inc. On December 28, 2010, the Securities and Exchange Commission submitted the signed Consent of Defendant, Ingen Technologies, Inc. to resolve the issues of liability against the Company. The Company agreed to a Judgment of Permanent Injunction and Other Relief which, among other things, permanently restrains and enjoins the Company from violations of Section 17(a) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934, and Rule 10b-5 of the Exchange Act Rules. A true and correct copy of the filing is attached as referenced in the supplemental information filed with OTC on February 15, 2011.

On September 7, 2011 the SEC had dismissed all monetary claims against Scott Sand, former CEO and Chairman of the Board; including any civil penalties and disgorgement. The Plaintiff (SEC) Notice of Voluntary Dismissal Case 1:10-cv-23602-PAS was filed in the United States District Court, Southern District of Florida on September 7, 2011.

On February 14, 2011, Accelerize New Media Inc. filed an entry of default in the Superior Court of California, County of Orange: Case no. 30-2011-00449357-CU-BC-CJC for an amount of $29,039.56 that include $24,000 for past due services and $5,039 in legal fees and costs to file the complaint. The company is currently negotiating a payment plan with Mr. Brooks, the legal counsel for the plaintiff.

On May 13, 2011 Summons Case no. 024632/2011 filed in New York, New York in the amount of $18,000.00 regarding Media Planet Publishing House Inc. for advertising services.

On May 20, 2011 Civil Judgment Case no. 1106674 filed in San Bernardino County Civil Court, California in the amount of $2,235,158.74 regarding AJW Partners LLC, et., al., note holders. Ingen is in default of the Forbearance Agreements with these note holders.

On June 1, 2011 the company received a demand notice from the Guerrini Law Firm regarding collections of $6,000 owed to 1105 Media Inc.

On July 7, 2011 the company received a demand notice from the law office of Thomas M. Buchenau regarding collections of $2,377 owed to Preferred Employers Insurance.

On September 22, 2011, Preferred Western Collection Inc. filed a Summons/Complaint against Ingen in the Superior Court of California, County of San Bernardino: Case no. CIVDS1111100 for an amount of $5,000 for past due services owed of $2,377 for employee insurance fees.

None of the other officers and directors listed had been the subject of any criminal proceedings or any other legal or disciplinary action.

A. Disclosure of Family Relationships

There are no family relationships of our officers, directors or any other beneficial owners of more than five percent of any class of our stock.

B. Disclosure of Related Party Transactions

NOTE 16 – *SUBSEQUENT EVENTS*

On July 18, 2012, the Company issued 4,619,075 Common Shares to a third party investor as part of a conversion request and convertible note in the amount of $100,000 dated March 2, 2011. The Stock is issued based on a per share price $0.01 which shall equal 4,619,075 shares at $ 46,190.75 PRINCIPAL AMOUNT.

On July 31, 2012, the Company issued 200,000 Preferred-Series A Shares to a third party for services. The Stock is issued based on a per share price $0.01 which shall equal $2,000.00.

On July 31, 2012, the Company issued 200,000 Preferred-Series A Shares to a third party for services. The Stock is issued based on a per share price $0.01 which shall equal $2,000.00.

On August 24, 2012, the Company issued 5,500,000 Common Shares to a third party investor as part of a conversion request and convertible note in the amount of $100,000 dated March 2, 2011. The Stock is issued based on a per share price $0.003 which shall equal 5,500,000 shares at $ 16,500.00 PRINCIPAL AMOUNT.

ITEM IV - *MANAGEMENT'S DISCUSSION OF RESULTS OF OPERATIONS*

We reported gross sales of $335 in the quarter ended August 31, 2012. Our total sales decreased from sales of $5799 in the quarter ended August 31, 2011. Our sales in the current quarter were affected by both the economic instability in the medical market, change of officers/directors, and changing from a "direct sales" program to a "national distribution" program. The company has focused on establishing a national distributor during this quarter.

We reported cost of sales of $ 12 in the quarter ended August 31, 2012 with a gross profit of $323 (a gross margin of 90%). Our gross profit decreased from $ 5,437 in the quarter August 31, 2011. Our cost of sales was $362 in the quarter ended August 31, 2011. Our gross profit percentage dropped dramatically as a result of fewer sales.

Our selling, general and administrative expenses ("SG&A") were $35,788 in the quarter ended August 31, 2012. This was an increase of approximately 64% from the selling, general and administrative expenses of $22,873 reported in the quarter ended August 31, 2011. The increase was attributable to the costs associated with the execution of the Plan of Reorganization filed on April 15, 2012 on OTC Markets.

We reported interest expense of $568,762 in our quarter ended August 31, 2012. Our interest expense in the quarter ended August 31, 2011 was $429,611. This represents an increase in interest expense of 250%. This increase is a primarily due to the accounting treatment of the convertible feature of the notes payable and the treatment of the stock issuances made on to make payments on our convertible debentures. This treatment made up the vast majority of our interest expense in the quarter ended August 31, 2012.

We reported income due to the change in our derivative liability in the amount of $1,823,678 in the quarter ended August 31, 2012, compared to income of $1,720,451 in the quarter ended August 31, 2011. This income was generated as a result of the company's treatment of certain convertible notes payable. This calculation is a function of the company's stock price and its volatility. Additionally, as notes are paid off (or converted into stock), the derivative liability associated with the notes is charged off as other income. The Company did not retire any convertible notes in the quarters ended August 31, 2011 and 2012. This created a large income charge due to the change in the derivative liability. In the current quarter, our stock price remained the same which also maintained the conversion value of our convertible debentures and added to this income item.

We have not generated net profit to date and therefore have not paid any federal income taxes since inception. We did not pay any franchise taxes to the state of California or the state of Georgia in the quarter ended August 31, 2012 or 2011, respectively. We estimate that our federal tax net operating loss carry forward will be approximately $28 million as of August 31 2012. The loss carry forward will begin to expire in 2019, if not utilized. Our ability to utilize our net operating loss and tax credit carry forwards may be limited in the event of a change in ownership.

LIQUIDITY AND CAPITAL RESOURCES

At August 31, 2012, our current assets totaled $269,907 (including cash of $222, no accounts receivable, no prepaid expenses, Property & Equipment of $55,448 and inventory of $214,237). Total current liabilities were $5,387,962; including accounts payable of $276,961, accrued expenses of $448,798, loans from officers & affiliates of $42,142, deferred revenue of $866, a judgment payable of $2,436,323 and convertible notes payable of $2,182,872.

OFF-BALANCE SHEET ARRANGEMENTS

We do not have off-balance sheet arrangements, financings, or other relationships with unconsolidated entities or other persons, also known as "special purpose entities" (SPEs).

NEW MATERIAL COMMITMENTS

On June 3, 2009, a group of investors known as; (AJW, et., al.; funds managed by the N.I.R. Group LLC), who loaned a total of $2,335,000 to the Company filed a lawsuit against the Company for breach of contract under the terms of the notes. On July 31, 2009, the Company entered into a Settlement and Forbearance Agreement with the note holders. Under the terms of this Agreement, Ingen stipulated to a judgment in the amount of $4.5 million. All warrants held by the note holders were cancelled. Further, Ingen agreed to issue the greater of (a) 40 million shares or (b) twenty percent (20%) of the prior week's total trading volume of free trading common stock to the note holders. In an Agreement filed in the New York Court allowed the Judgment amount of $4.5 million to be reduced by any net proceeds from the disposition of the stock paid under this Settlement Agreement and by any other cash payments made by Ingen. The judgment bears an interest rate of 9%. In the fiscal year ended May 31, 2012, the Company paid a total amount of $2,503,760.70 and still owed $2,235,158.74 on this judgment, which accrues interest at a rate of 9%. In the fiscal quarter ended August 31, 2012, the Company paid a total amount of $2,503,760.70 and still owed $2,235,158.74 plus $48,677.68 in interest on this judgment, which accrues interest at a rate of 9%. On September 14, 2012, the Company submitted a proposal to the investment group to amend the existing "Agreement" that stipulates a 50% reduction in the remaining principal, including interest. Whereas, of the new balance, Ingen proposes to offer 30% in cash, and 70% in a convertible note at no interest. The cash will be due within 12 months from the execution and filing of the new agreement. This matter is pending.

On August 10, 2012, the company entered into a Letter of Intent to acquire SomaLife Consulting, LLC. The purchase price of $3,000,000 was proposed under the following terms; Ingen Technologies Inc. ("Buyer"), a publicly traded Georgia Corporation in good standing, shall acquire all of the issued and outstanding shares of capital stock (the "Shares"), assets and liabilities of SomaLife Consulting, LLC ("Seller"), a Canadian Corporation in good standing. Ingen will acquire SomaLife Consulting LLC as a wholly owned subsidiary. Of the purchase price, $1,000,000 will be paid in cash and $2,000,000 will be paid in a convertible note. The closing of this purchase shall occur upon the execution of a Purchase – Acquisition Agreement. Upon the Closing Date the Seller will surrender all issued and outstanding shares, property, assets and liabilities. Buyer and Seller acknowledge and agree that except for the matters outlined in the letter of intent does not create or impose any legally binding obligations on the part of either Buyer or Seller. Buyer and Seller further acknowledge and agree that the consummation of the transactions outlined above are expressly conditioned upon and subject to the execution of definitive legal documents, which legal documents shall be in form and substance satisfactory to Buyer, Seller, Corporation and their respective legal counsel.

STOCK OFFERINGS

On July 18, 2012, the Company issued 4,619,075 Common Shares to a third party investor as part of a conversion request and convertible note in the amount of $100,000 dated March 2, 2011. The Stock is issued based on a per share price $0.01 which shall equal 4,619,075 shares at $ 46,190.75 PRINCIPAL AMOUNT.

On July 31, 2012, the Company issued 200,000 Preferred-Series A Shares to a third party for services. The Stock is issued based on a per share price $0.01 which shall equal $2,000.00.

On July 31, 2012, the Company issued 200,000 Preferred-Series A Shares to a third party for services. The Stock is issued based on a per share price $0.01 which shall equal $2,000.00.

On August 24, 2012, the Company issued 5,500,000 Common Shares to a third party investor as part of a conversion request and convertible note in the amount of $100,000 dated March 2, 2011. The Stock is issued based on a per share price $0.003 which shall equal 5,500,000 shares at $ 16,500.00 PRINCIPAL AMOUNT.

ITEM V - *LEGAL PROCEEDINGS*

On June 3, 2009, a group of investors known as; (AJW, et., al.; funds managed by the N.I.R. Group LLC), who loaned a total of $2,335,000 to the Company filed a lawsuit against the Company for breach of contract under the terms of the notes. On July 31, 2009, the Company entered into a Settlement and Forbearance Agreement with the note holders. Under the terms of this Agreement, Ingen stipulated to a judgment in the amount of $4.5 million. All warrants held by the note holders were cancelled. Further, Ingen agreed to issue the greater of (a) 40 million shares or (b) twenty percent (20%) of the prior week's total trading volume of free trading common stock to the note holders. In an Agreement filed in the New York Court allowed the Judgment amount of $4.5 million to be reduced by any net proceeds from the disposition of the stock paid under this Settlement Agreement and by any other cash payments made by Ingen. The judgment bears an interest rate of 9%. In the fiscal year ended May 31, 2012, the Company paid a total amount of $2,503,760.70 and still owed $2,235,158.74 on this judgment, which accrues interest at a rate of 9%. In the fiscal quarter ended August 31, 2012, the Company paid a total amount of $2,503,760.70 and still owed $2,235,158.74 plus $48,677.68 in interest on this judgment, which accrues interest at a rate of 9%. On September 14, 2012, the Company submitted a proposal to the investment group to amend the existing "Agreement" that stipulates a 50% reduction in the remaining principal, including interest. Whereas, of the new balance, Ingen proposes to offer 30% in cash, and 70% in a convertible note at no interest. The cash will be due within 12 months from the execution and filing of the new agreement. This matter is pending.

On February 15, 2011, Ingen Technologies, Inc., a Georgia corporation (the "Company") and its CEO, Scott Sand, settled an enforcement action filed by the Securities and Exchange Commission. The Complaint was filed on October 7, 2010 in the Southern District of Florida. Case Number 1:10-cv-23602-PAS styled Securities and Exchange Commission vs. Scott R. Sand and Ingen Technologies, Inc. On December 28, 2010, the Securities and Exchange Commission submitted the signed Consent of Defendant, Ingen Technologies, Inc. to resolve the issues of liability against the Company. The Company agreed to a Judgment of Permanent Injunction and Other Relief which, among other things, permanently restrains and enjoins the Company from violations of Section 17(a) of the Securities Act of 1933, Section 10(b) of the Securities Exchange Act of 1934, and Rule 10b-5 of the Exchange Act Rules. A true and correct copy of the filing is attached as referenced in the supplemental information filed with OTC on February 15, 2011.

On September 7, 2011 the SEC had dismissed all monetary claims against Scott Sand, former CEO and Chairman of the Board; including any civil penalties and disgorgement. The Plaintiff (SEC) Notice of Voluntary Dismissal Case 1:10-cv-23602-PAS was filed in the United States District Court, Southern District of Florida on September 7, 2011.

On February 14, 2011, Accelerize New Media Inc. filed an entry of default in the Superior Court of California, County of Orange: Case no. 30-2011-00449357-CU-BC-CJC for an amount of $29,039.56 that include $24,000 for past due services and $5,039 in legal fees and costs to file the complaint. The company is currently negotiating a payment plan with Mr. Brooks, the legal counsel for the plaintiff.

On May 13, 2011 Summons Case no. 024632/2011 filed in New York, New York in the amount of $18,000.00 regarding Media Planet Publishing House Inc. for advertising services.

On May 20, 2011 Civil Judgment Case no. 1106674 filed in San Bernardino County Civil Court, California in the amount of $2,235,158.74 regarding AJW Partners LLC, et., al., note holders. Ingen is in default of the Forbearance Agreements with these note holders.

On June 1, 2011 the company received a demand notice from the Guerrini Law Firm regarding collections of $6,000 owed to 1105 Media Inc.

On July 7, 2011 the company received a demand notice from the law office of Thomas M. Buchenau regarding collections of $2,377 owed to Preferred Employers Insurance.

On September 22, 2011, Preferred Western Collection Inc. filed a Summons/Complaint against Ingen in the Superior Court of California, County of San Bernardino: Case no. CIVDS1111100 for an amount of $5,000 for past due services owed of $2,377 for employee insurance fees.

None of the other officers and directors listed had been the subject of any criminal proceedings or any other legal or disciplinary action.

A. Disclosure of Family Relationships

There are no family relationships of our officers, directors or any other beneficial owners of more than five percent of any class of our stock.

B. Disclosure of Related Party Transactions

ITEM VI – DEFAULTS UPON SENIOR SECURITIES

On June 3, 2009, a group of investors known as; (AJW, et., al.; funds managed by the N.I.R. Group LLC), who loaned a total of $2,335,000 to the Company filed a lawsuit against the Company for breach of contract under the terms of the notes. On July 31, 2009, the Company entered into a Settlement and Forbearance Agreement with the note holders. Under the terms of this Agreement, Ingen stipulated to a judgment in the amount of $4.5 million. All warrants held by the note holders were cancelled. Further, Ingen agreed to issue the greater of (a) 40 million shares or (b) twenty percent (20%) of the prior week's total trading volume of free trading common stock to the note holders. In an Agreement filed in the New York Court allowed the Judgment amount of $4.5 million to be reduced by any net proceeds from the disposition of the stock paid under this Settlement Agreement and by any other cash payments made by Ingen. The judgment bears an interest rate of 9%. In the fiscal year ended May 31, 2012, the Company paid a total amount of $2,503,760.70 and still owed $2,235,158.74 on this judgment, which accrues interest at a rate of 9%. In the fiscal quarter ended August 31, 2012, the Company paid a total amount of $2,503,760.70 and still owed $2,235,158.74 plus $48,677.68 in interest on this judgment, which accrues interest at a rate of 9%. On September 14, 2012, the Company submitted a proposal to the investment group to amend the existing "Agreement" that stipulates a 50% reduction in the remaining principal, including interest. Whereas, of the new balance, Ingen proposes to offer 30% in cash, and 70% in a convertible note at no interest. The cash will be due within 12 months from the execution and filing of the new agreement. This matter is pending.

ITEM VII – OTHER INFORMATION

PENDING RESTATEMENTS

In April of 2011 the Company had suspended the process of completing a previous audit for the fiscal year ended May 31, 2009 as of the annual report ending May 31, 2010, and at that time certain adjustments were being made to the unaudited financial statements for May 31, 2009 through May 31, 2010. Although on December 4, 2008 the company filed Form 15-12g and [is not] required to report per the (CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934), these previously filed financial statements require certain amended information for resubmission to the SEC (EDGAR). Presently, the Company's management has agreed to commence with the process of working toward amending and resubmitting the required financial statements and filing the amended Forms 10-QSB and 10-KSB with the Securities and Exchange Commission for periods from August 31, 2009 through May 31, 2012. Specifically, the company engaged the auditing firm of Anton & Chia LLP located at 4340 Von Karman Ave., Suite 150, Newport Beach, CA, 92660 on August 4, 2010 in connection with the audits of the consolidated balance sheets of Ingen Technologies, Inc. (the "Company") as of May 31, 2008 and 2007, and the related consolidated statements of operations, stockholders' deficit and cash flows for each of the years then ended, for the purpose of expressing an opinion as to whether the consolidated financial statements present fairly, in all material respects, the consolidated financial position, results of operations, and cash flows of Ingen Technologies, Inc. in conformity with U.S. generally accepted accounting principles. The auditor's had completed the 10-K/A for the fiscal year ending May 31, 2008, and this report was filed with the SEC (EDGAR) on August 10, 2010. The auditor's had completed the 10-Q/A for the quarter ending August 31, 2008, and this report was filed with the SEC (EDGAR) on September 29, 2010. The auditor's had completed the 10 Q/A for the quarter ending November 30, 2008, and this report was filed with the SEC (EDGAR) on October 5, 2010. The remaining reports that require filings are the 10-QSB(s) from February 28, 2009 through February 27, 2012; and the 10-KSB(s) ending May 31, 2009, 2010, 2011 and 2012, respectively. The company is in compliance and current with the reporting responsibilities of the OTC Markets Exchange.

The Company renewed its Annual Filings with the Georgia Secretary of State on April 4, 2012. The Company is delinquent with its Annual Filings of the Subsidiary with the Nevada Secretary of State.

STOCK ISSUANCES

The Company made the following common stock issuances during the quarter ended August 31, 2012

On July 18, 2012, the Company issued 4,619,075 Common Shares to a third party investor as part of a conversion request and convertible note in the amount of $100,000 dated March 2, 2011. The Stock is issued based on a per share price $0.01 which shall equal 4,619,075 shares at $ 46,190.75 PRINCIPAL AMOUNT.

On July 31, 2012, the Company issued 200,000 Preferred-Series A Shares to a third party for services. The Stock is issued based on a per share price $0.01 which shall equal $2,000.00.

On July 31, 2012, the Company issued 200,000 Preferred-Series A Shares to a third party for services. The Stock is issued based on a per share price $0.01 which shall equal $2,000.00.

On August 24, 2012, the Company issued 5,500,000 Common Shares to a third party investor as part of a conversion request and convertible note in the amount of $100,000 dated March 2, 2011. The Stock is issued based on a per share price $0.003 which shall equal 5,500,000 shares at $ 16,500.00 PRINCIPAL AMOUNT.

ITEM VIII- EXHIBITS

There are no Exhibits

ITEM IX - *ISSUERS CERTIFICATIONS*

I, Thomas J. Neavitt, certify that;

I have reviewed this quarterly disclosure for the quarter ended August 31, 2012 of Ingen Technologies, Inc;

2. Based on my knowledge and statement of a material fact necessary to make the statements made, in light of , not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement fairly present in all material respects the financial condition results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: October 10, 2012

Thomas J. Neavitt

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Thomas J. Neavitt, Chief Executive Officer and Chief Financial Officer

I, Gary Tilden, certify that;

I have reviewed this quarterly disclosure for the quarter ended August 31, 2012 of Ingen Technologies, Inc;

2. Based on my knowledge and statement of a material fact necessary to make the statements made, in light of , not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement fairly present in all material respects the financial condition results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: October 10, 2012

Gary Tilden

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Gary Tilden, Chairman of the Board and Chief Operations Officer