3D ACTION VIDEO INC.

BUSINESS PLAN MEMORANDUM

Dated: September 15, 2013

3D ACTION VIDEO, INC.

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FORWARD LOOKING STATEMENTS

The estimate earnings and projection, other financial data and informational items contained in this Business Plan Memorandum for 3D Action Video, Inc. (the "MEMORANDUM") are presented for historical purposes only. Each such item, which in some cases occurred substantially in the past, and reflects management views as of the date of the item. Certain matters discussed in these items, including any statements that are predictive in nature or concern future market and economic conditions, business and prospects, our future financial and operational performance, or our future actions and their expected results are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on current expectations and projections about future events and are not guarantees of future performance. We do not have a specific policy or intent of updating or revising forward-looking statements. Actual events and results may differ materially from those expressed or forecasted in forward-looking statements due to a number of factors. The most important risk factors that could cause our actual performance and future events and actions to differ materially from such forward-looking statements include, but are not limited to: general economic, employment and business conditions; adverse market conditions that could result in additional impairments or abandonment charges and operating losses); material prices and availability; labor costs and availability; changes in interest rates; inflation; our debt level and structure; weak or declining consumer confidence; weather conditions, significant natural disasters and other environmental factors; government actions, policies, programs and regulations directed at or affecting the Internet; legal or regulatory proceedings or claims; the ability and/or willingness of participants in current or potential unconsolidated joint ventures to fulfill their obligations; our ability to access capital; our ability to use the net deferred tax assets we have generated; our ability to successfully implement our current and planned product, geographic and market positioning, revenue growth and cost control strategies; consumer interest in the products offered by 3D Action Video, Inc.; and other events outside of our control.

THIS MEMORANDUM HAS BEEN PREPARED FOR INFORMATIONAL PURPOSES ONLY IN ORDER TO ASSIST YOU IN EVALUATING THE BUSINESS PLANS OF 3D ACTION VIDEO, INC. BY ACCEPTING DELIVERY OF THIS MEMORANDUM OR ANY OTHER MATERIALS IN CONNECTION WITH THIS EVALUATION YOU AGREE (I.) TO KEEP THE CONTENTS OF THIS MEMORANDUM AND SUCH OTHER MATERIAL CONFIDENTIAL AND NOT TO DISCLOSE SUCH CONTENTS TO ANY THIRD PARTY OR OTHERWISE USE THE CONTENTS FOR ANY PURPOSE OTHER THAN YOUR EVALUATION OF 3D ACTION VIDEO, INC.; (II.) NOT TO COPY THIS MEMORANDUM OR ANY SUCH OTHER MATERIAL; AND (III.) TO RETURN THIS MEMORANDUM AND ALL SUCH OTHER MATERIAL TO C. DEAN HOMAYOUNI, ESQ., IF YOU DECIDE NOT TO SEEK ADDITIONAL INFORMATION. IF THESE TERMS ARE NOT ACCPETABLE PLEASE DELETE ANY ELECTRONIC VERSIONS FROM YUR COMPUTER AND EITHER SHREAD ANY PRINTED CIOPIES OF THIS MEMORANDUM OR RETURN SUCH COPIES TO C. DEAN HOMAYOUNI AT THE ADDRESS LISTED BELOW.

THIS MEMORANDUM IS PERSONAL TO YOU. YOU MAY NOT DISTRIBUTE OR DISCLOSE THE CONTENTS OF THIS MEMORANDUM TO ANY PERSON OTHER THAN THOSE PERSONS, IF ANY, THAT YOU HAVE RETAINED TO ADVISE YOU WITH RESPECT TO EVALUATING THE CONTENTS OF THIS DOCUMENT.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL TO OR A SOLICITATION OF AN OFFER TO BUY FROM ANYONE IN ANY STATE OR OTHER JURISDICTION. THIS DOCUMENT IS PROVIDED SOLELY TO ALLOW A PERSON TO EVALUATE THE BUSINESS PLANS OF 3D ACTON VIDEO INC.

WHERE YOU CAN OBTAIN MORE INFORMATION

The description and summaries of the documents in this Memorandum do not purport to be complete. All requests for documents must be sent in writing and delivered to C. Dean Homayouni, Esq., 7792 Arnold Palmer Way, Las Vegas, Nevada 89149; or such other address as is provided to Company.

In addition to the documents contained, each person shall be entitled to obtain such additional information as may be reasonably requested to verify or clarify any information contained herein to the extent it is available or may be obtained without unreasonable difficulty or expense. All requests for additional information provided must be in writing and identified by C. Dean Homayouni, Esq.; otherwise, it shall not be deemed to be authorized. Except as aforesaid, no person is authorized to give any information or to make any statement not contained in this Memorandum, and any information or statement not contained herein cannot be relied upon as having been authorized.

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We have not authorized anyone to provide you with information that is different than that contained in this Memorandum. You should rely only on the information contained in this Memorandum in making an investment decision. You should not rely on any other literature or other information in any form that anyone may give you.

The information contained in this Memorandum is accurate only as of the date on the front cover regardless of the time of delivery of this Memorandum. The delivery of this Memorandum shall create any implication that there has been no change in the information or in our business since the date on the front cover.

References to "we," "us," "our," or the "company" refer to the entity and business of 3D ACTION VIDEO INC. This Business Plan Memorandum ("Memorandum") contains important information about us that you should read and consider carefully. If you have any questions regarding the information in this Memorandum, please contact C. Dean Homayouni, Esq., CPA, our Chief Executive Officer, at: 3D ACTION VIDEO INC., 7792 Arnold Palmer Way, Las Vegas Nevada 89149, or by phone at (702) 658-0969, by facsimile at (702) 966-3707, or by email at deanhomayouni@gmail.com.

RISK FACTORS

You should carefully consider the risks described below while reading this Business Plan Memorandum. If any of the following risks actually occur, our business, financial condition or results of operation could be harmed, which could cause the value of your shares of

Risks Related to Our Business

If our efforts to attract and retain subscribers are not successful, our business will be adversely affected.

Our ability to attract subscribers will depend in part on our ability to consistently provide our subscribers with a valuable and quality experience for selecting and viewing our offered 3D movies. Furthermore, the relative service levels, content offerings, pricing and related features of competitors to our service may adversely impact our ability to attract and retain subscribers. Competitors include MVPDs with free TV Everywhere and VOD content, Internet movie and TV content providers, including both those that provide legal and illegal (or pirated) entertainment video content, entertainment video retail stores and DVD rental outlets and kiosk services. If consumers do not perceive our service offering to be of value, or if we introduce new or adjust existing services that are not favorably received by them, we may not be able to attract subscribers. In addition, we expect many subscribers joining our service to originate from word-of-mouth advertising from existing subscribers. If our efforts to satisfy subscribers are not successful, we may not be able to attract subscribers, and as a result, our ability to maintain and/or grow our business will be adversely affected. Subscribers may cancel their subscription to our service for many reasons, including a perception that they do not use the service sufficiently, the need to cut household expenses, availability of content is limited, competitive services provide a better value or experience and customer service issues are not satisfactorily resolved. We must continually add new subscribers both to replace subscribers who cancel. If too many of our future subscribers cancel our service, or if we are unable to attract new subscribers in

numbers sufficient to grow our business, our operating results will be adversely affected. If we are unable to successfully compete with current and new competitors in attracting new subscribers, our business will be adversely affected. Further, if excessive numbers of subscribers cancel our service, we may be required to incur significantly higher marketing expenditures than we currently anticipate to replace those subscribers with new subscribers.

If we are unable to compete effectively, our business will be adversely affected.

The market for entertainment video is intensely competitive and subject to rapid change. New technologies and evolving business models for delivery of entertainment video continue to develop at a fast pace. The growth of Internet-connected devices, including television sets, Blu-ray players and mobile devices has increased the consumer acceptance of Internet delivery of entertainment video. Through these new and existing distribution channels, consumers are afforded various means for consuming entertainment video. The various economic models underlying these differing means of entertainment video delivery include subscription, pay-per-view, ad-supported and piracy-based models. All of these have the potential to capture meaningful segments of the entertainment video market. Several competitors have longer operating histories, larger customer bases, greater brand recognition and significantly greater financial, marketing and other resources than we do. They may secure better terms from suppliers, adopt more aggressive pricing and devote more resources to technology, fulfillment, and marketing. New entrants may enter the market with unique service offerings or approaches to providing entertainment video and other companies also may enter into business combinations or alliances that strengthen their competitive positions. If we are unable to successfully or profitably compete with current and new competitors, programs and technologies, our business will be adversely affected, and we may not be able to increase or maintain market share, revenues or profitability.

Changes in consumer viewing habits, including more widespread usage of TV Everywhere, VOD or other similar on demand methods of entertainment video consumption could adversely affect our business.

The manner in which consumers view entertainment video is changing rapidly. Digital cable, wireless and Internet content providers are continuing to improve technologies, content offerings, user interface, and business models that allow consumers to access entertainment video on demand with interactive capabilities including start, stop and rewind. The devices through which entertainment video can be consumed are also changing rapidly. Today, content from cable service providers may be viewed on laptops and content from Internet content providers may be viewed on televisions. Although we will provide our own Internet-based delivery of content allowing our subscribers to stream movies to their Internet-connected televisions and other devices, if other providers of entertainment video address the changes in consumer viewing habits in a manner that is better able to meet content distributor and consumer needs and expectations, our business could be adversely affected.

If we are not able to manage our growth, our business could be adversely affected.

We are currently engaged in an effort to launch our operations. If we are not able to manage the growing complexity of our business, including improving, refining or revising systems and operational practices, our business may be adversely affected.

If the market segment for consumer paid commercial free Internet streaming of TV shows and movies saturates, our business will be adversely affected.

The market segment for consumer paid commercial free Internet streaming of TV shows and movies has grown significantly. Much of the increasing growth can be attributed to the ability of potential customers to stream TV shows and movies on their TVs, computers and mobile devices. The market segment for online subscription-based entertainment video is beginning to saturate. While we believe that this segment will continue to grow for the foreseeable future, if this market segment were to saturate, our business would be adversely affected.

If our efforts to build strong brand identity and improve customer satisfaction and loyalty are not successful, we may not be able to attract or retain Customers, and our operating results may be adversely affected.

We must build and maintain strong brand identity. We believe that strong brand identity will be important in attracting Customers who may have a number of choices from which to obtain entertainment video. If our efforts to promote and maintain our brand are not successful, our operating results and our ability to attract Customers may be adversely affected. To the extent dissatisfaction with our service is widespread or not adequately addressed, our brand may be adversely impacted and our ability to attract and retain Customers may be adversely affected. With respect to our planned launch of service and expected expansion, we will also need to establish our brand and to the extent we are not successful, our business in new markets would be adversely impacted.

If we are unable to manage the mix of subscriber acquisition sources, our subscriber levels and marketing expenses may be adversely affected.

We plan to utilize a broad mix of marketing programs to promote our service to potential new subscribers. We plan obtain new subscribers through our online marketing efforts, including paid search listings and permission-based e-mails.. We will opportunistically adjust our mix of marketing programs to acquire new subscribers at a reasonable cost with the intention of achieving overall financial goals. If we are unable to maintain or replace our sources of subscribers with similarly effective sources, or if the cost of our existing sources increases, our subscriber levels and marketing expenses may be adversely affected.

If we are unable to implement marketing channels, our ability to attract new customers may be adversely affected.

We may not be able implement our marketing activities if they are not available to us, become cost prohibitive or are adverse to our business. If companies that may promote our service decide that we are negatively impacting their business, that they want to compete more directly with our business or enter a similar business or decide to exclusively support our competitors, we may no longer be given access to such marketing channels. In addition, if ad rates increase, we may curtail marketing expenses or otherwise experience an increase in our cost per Customer. Laws and regulations impose restrictions on the use of certain channels, including commercial e-mail and direct mail. We may limit or discontinue use or support of e-mail and other activities if we become concerned that customers or potential customers deem such activities intrusive, which could affect our goodwill or brand. If the available marketing channels are curtailed, our ability to attract new Customers may be adversely affected.

If we become subject to liability for content that we distribute through our service, our results of operations would be adversely affected.

As a distributor of content, we face potential liability for negligence, copyright, patent or trademark infringement or other claims based on the nature and content of materials that we distribute. We also may face potential liability for content uploaded from our users in connection with our community-related content or movie reviews. If we become liable, then our business may suffer. Litigation to defend these claims could be costly and the expenses and damages arising from any liability could harm our results of operations. We cannot assure that we are insured or indemnified to cover claims of these types or liability that may be imposed on us.

The increasingly long-term and fixed-cost nature of our content acquisition licenses may adversely affect our financial condition and future financial results.

In connection with obtaining content, particularly for streaming content, we enter into 2D film acquisition agreements with a limited number of providers of such clips to make out films. To the extent subscriber and/or revenue growth do not meet our expectations, our liquidity and results of operations could be adversely affected as a result of these content licensing agreements and our flexibility in planning for, or reacting to changes in our business and the market segments in which we operate could be limited.

If our content providers refuse to license streaming content to us upon acceptable terms, our business could be adversely affected.

Streaming content over the Internet involves the licensing of rights which are separate from and independent of the rights we acquire when obtaining content. Our ability to provide our subscribers with content they can watch instantly therefore depends on other content distributors licensing us content specifically for Internet delivery. The license periods and the terms and conditions of such licenses vary. If the content distributors change their terms and conditions or are no longer willing or able to license us content, our ability to stream content to our subscribers will be adversely affected. Unlike DVD, streaming content is not subject to the First Sale Doctrine. As such, we are completely dependent on other content distributor to license us content in order to access and stream content. In addition, content distributors have great flexibility in licensing content. They may elect to license content exclusively to a particular provider or otherwise limit the types of services that can deliver streaming content. If we are unable to secure and maintain rights to streaming content or if we cannot otherwise obtain such content upon terms that are acceptable to us, our ability to stream movies to our subscribers will be adversely impacted, and our subscriber acquisition and retention could also be adversely impacted. As we grow, we are able to spend an increasingly larger amount for the licensing of streaming content. We believe that the streaming content we make available to our subscribers is sufficiently diversified, such that we will not be forced to pay licensing fees for content in excess of our desired operational margins. We believe that any failure to secure content will manifest in lower subscriber acquisition and retention and not in materially reduced margins. During the course of our license relationship, various contract administration issues can arise. To the extent that we are unable to resolve any of these issues in an amicable manner, our relationship with the content distributors or our access to content may be adversely impacted.

We will rely upon a number of partners to offer instant streaming of content to various devices.

We plan to offer subscribers the ability to receive streaming content through their PCs, Macs and other Internet-connected devices, including TVs, digital video players, game consoles and mobile devices. We intend to continue to broaden our capability to instantly stream TV shows and movies to other platforms and partners over time. If we are not successful in maintaining existing and creating new relationships, or if we encounter technological, content licensing or other impediments to our streaming content, our ability to grow our business could be adversely impacted. Furthermore, devices are manufactured and sold by entities other than 3D Action Video and while these entities should be responsible for the devices' performance, the connection between these devices and 3D Action Video may nonetheless result in consumer dissatisfaction toward 3D Action Video and such dissatisfaction could result in claims against us or otherwise adversely impact our business.

If the popularity of the Blu-ray format continues to slow or if the retail sales prices of Blu-rays decline, our business could be adversely affected.

Although the growth of Blu-ray sales continues to slow, we believe that the Blu-ray will continue to be a valuable consumer proposition and studio profit center for the next several years. As Blu-ray sales begin to decline, studios and other resellers may significantly lower prices to encourage consumers to continue to utilize the format. Unless we are successful at retaining our Customers or implementation of potential future streaming offerings, a decline in the popularity of the Blu-rays as indicated by declining sales or a reduction in price, could result in our business could be adversely affected.

We could be subject to increased costs arising from our acquisition of video content that could adversely affect our operations and financial performance

We obtain video footage content through direct purchases and licensing. The type of agreement we utilize to acquire content depends on the economic terms we can negotiate as well as the providers preferences. If we are unable to negotiate favorable terms to acquire video footage our operating margins may be adversely affected. Furthermore, during the course of our agreements, various contract administration issues can arise. To the extent that we are unable to resolve any of these issues in an amicable manner, our relationship with the studios and distributors or our access to content may be adversely impacted. Direct purchase of video content requires us to be able to accurately forecast demand in order to ensure that we have enough new content to make new 3D movies and ensure our customer satisfaction is not negatively impacted. However, if we purchase excess video footage without a corresponding increase in customer retention and growth, our content and fulfillment costs will increase disproportionately to revenues thus adversely affecting our operating results.

Any significant disruption in our computer systems or those of third-parties that we utilize in our operations could result in a loss or degradation of service and could adversely impact our business.

Subscribers and potential subscribers will access our service through our Web site or their TVs, computers or mobile devices. Our reputation and ability to attract, retain and serve our subscribers is dependent upon the reliable performance of our computer systems and those of third-parties that we will utilize in our operations. Interruptions in these systems, or with the Internet in general, including discriminatory network management practices, could make our service unavailable or degraded or otherwise hinder our ability to deliver streaming content. From time to time, we will experience service interruptions and will have to voluntarily provide

affected subscribers with a credit during periods of extended outage. Service interruptions, errors in our software or the unavailability of computer systems used in our operations could diminish the overall attractiveness of our subscription service to existing and potential subscribers.

Our servers and those of third-parties we plan to use in our operations are vulnerable to computer viruses, physical or electronic break-ins and similar disruptions, which could lead to interruptions and delays in our service and operations as well as loss, misuse or theft of data. Our Web site will periodically experience directed attacks intended to cause a disruption in service. Any attempts by hackers to disrupt our service or our internal systems, if successful, could harm our business, be expensive to remedy and damage our reputation. Our insurance will not cover expenses related to attacks on our Web site or internal systems. Efforts to prevent hackers from entering our computer systems are expensive to implement and may limit the functionality of our services. Any significant disruption to our service or internal computer systems could result in a loss of subscribers and adversely affect our business and results of operations.

We plan to utilize our own communications and computer hardware systems located either in our facilities or in that of a third-party Web hosting provider. In addition, we will utilize third-party Internet-based or "cloud" computing services in connection with our business operations. We also may utilize third-party content delivery networks to help us stream movies in high volume to our potential subscribers over the Internet. Problems faced by our third-party Web hosting, cloud computing, or content delivery network providers, including technological or business-related disruptions, could adversely impact the experience of our subscribers. In addition, fires, floods, earthquakes, power losses, telecommunications failures, break-ins and similar events could damage these systems and hardware or cause them to fail completely. As we do not maintain entirely redundant systems, a disrupting event could result in prolonged downtime of our operations and could adversely affect our business.

We will rely heavily on our technology to produce movies and to manage other aspects of our operations, and the failure of this technology to operate effectively could adversely affect our business.

We plan to continually enhance or modify the technology used for our operations. We cannot be sure that any enhancements or other modifications we make to our operations will achieve the intended results or otherwise be of value to our customers. Future enhancements and modifications to our technology could consume considerable resources. If we are unable to maintain and enhance our technology to manage the creation of movies in a timely and efficient manner our ability to retain existing Customers and to add new Customers may be impaired. In addition, if our technology or that of third-parties we utilize in our operations fails or otherwise operates improperly, our ability to retain existing customers and to add new customers may be impaired.

Changes in how network operators handle and charge for access to data that travel across their networks could adversely impact our business.

We rely upon the ability of consumers to access our service through the Internet. To the extent that network operators implement usage based pricing, including meaningful bandwidth caps, or otherwise try to monetize access to their networks by data providers, we could incur greater operating expenses and our subscriber acquisition and retention could be negatively

impacted. Most network operators that provide consumers with access to the Internet also provide these consumers with multichannel video programming. As such, companies like Comcast, Time Warner Cable and Cablevision have an incentive to use their network infrastructure in a manner adverse to our continued growth and success. While we believe that consumer demand, regulatory oversight and competition will help check these incentives, to the extent that network operators are able to provide preferential treatment to their data as opposed to ours, our business could be negatively impacted.

If government regulations relating to the Internet or other areas of our business change, we may need to alter the manner in which we conduct our business, or incur greater operating expenses.

The adoption or modification of laws or regulations relating to the Internet or other areas of our business could limit or otherwise adversely affect the manner in which we currently conduct our business. In addition, the growth and development of the market for online commerce may lead to more stringent consumer protection laws, which may impose additional burdens on us. If we are required to comply with new regulations or legislation or new interpretations of existing regulations or legislation, this compliance could cause us to incur additional expenses or alter our business model. The adoption of any laws or regulations that adversely affect the growth, popularity or use of the Internet, including laws limiting Internet neutrality, could increase our cost of doing business.

Privacy concerns could limit our ability to leverage our customer data and our disclosure of or unauthorized access to customer data could adversely impact our business and reputation.

In the ordinary course of business and in particular in connection with merchandising our service to our Customers, we collect and utilize data supplied by our Customers. We currently face certain legal obligations regarding the manner in which we treat such information. Other businesses have been criticized by privacy groups and governmental bodies for attempts to link personal identities and other information to data collected on the Internet regarding users' browsing and other habits. Increased regulation of data utilization practices, including self-regulation or findings under existing laws, that limit our ability to use collected data, could have an adverse effect on our business. In addition, if unauthorized access to our Customer data were to occur or if we were to disclose data about our Customers in a manner that was objectionable to them, our business reputation could be adversely affected, and we could face potential legal claims that could impact our operating results.

Our reputation and relationships with Customers would be harmed if our Customer data, particularly billing data, were to be accessed by unauthorized persons.

We maintain personal data regarding our Customers, including names and, in many cases, mailing addresses. With respect to billing data, such as credit card numbers, we rely on licensed encryption and Authentication technology to secure such information. We take measures to protect against unauthorized intrusion into our Customers' data. If, despite these measures, we, or our payment processing services, experience any unauthorized intrusion into our Customers' data, current and potential Customers may become unwilling to provide the information to us necessary for them to become Customers, we could face legal claims, and our business could be adversely affected. Similarly, if a well-publicized breach of the consumer data security of any other major consumer Web site were to occur, there could be a general public loss of confidence in the use of the Internet for commerce transactions which could adversely affect our business.

In addition, we do not obtain signatures from Customers in connection with the use of credit cards by them. Under current credit card practices, to the extent we do not obtain cardholders' signatures, we are liable for fraudulent credit card transactions, even when the associated financial institution approves payment of the orders. From time to time, fraudulent credit cards will be used on our Web site to obtain service and access our streaming. Typically, these credit cards will have not been registered as stolen and are therefore not rejected by our automatic authorization safeguards. While we do plan to have a number of other safeguards in place, we nonetheless experience some loss from these fraudulent transactions. We do not currently plan to carry insurance against the risk of fraudulent credit card transactions. A failure to adequately control fraudulent credit card transactions would harm our business and results of operations.

Increases in payment processing fees or changes to operating rules would increase our operating expenses and adversely affect our business and results of operations.

Our Customers will pay for our products predominately using credit cards and debit cards. Our acceptance of these payment methods requires our payment of certain fees. From time to time, these fees may increase, either as a result of rate changes by the payment processing companies or as a result in a change in our business practices which increase the fees on a cost-per-transaction basis. Such increases may adversely affect our results of operations.

We are subject to rules, regulations and practices governing our accepted payment methods, which are predominately credit cards and debit cards. These rules, regulations and practices could change or be reinterpreted to make it difficult or impossible for us to comply. If we fail to comply with these rules or requirements, we may be subject to fines and higher transaction fees and lose our ability to accept these payment methods, and our business and results of operations would be adversely affected.

If our trademarks and other proprietary rights are not adequately protected to prevent use or appropriation by our competitors, the value of our brand and other intangible assets may be diminished, and our business may be adversely affected.

We rely and expect to continue to rely on a combination of confidentiality and license agreements with our employees, consultants and third- parties with whom we have relationships, as well as trademark, copyright, patent and trade secret protection laws, to protect our proprietary rights. We may also seek to enforce our proprietary rights through court proceedings. From time to time we expect to file for trademark and copyright applications. Nevertheless, these applications may not be approved, third-parties may challenge any trademarks or copyrights issued to or held by us, third-parties may knowingly or unknowingly infringe our trademarks and other proprietary rights, and we may not be able to prevent infringement without substantial expense to us. If the protection of our proprietary rights is inadequate to prevent use or appropriation by third parties, the value of our brand and other intangible assets may be diminished, competitors may be able to more effectively mimic our service and methods of operations, the perception of our business and service to Customers and potential Customers may become confused in the marketplace, and our ability to attract Customers may be adversely affected.

Intellectual property claims against us could be costly and result in the loss of significant rights related to, among other things, our Web site, streaming technology, our recommendation and merchandising technology, title selection processes and marketing activities.

Trademark, copyright and other intellectual property rights are important to us and other companies. Our intellectual property rights extend to our technology, business processes and the content on our Web site. We use the intellectual property of third-parties in merchandising our products and marketing our service through contractual and other rights. From time to time, third-parties may allege that we have

violated their intellectual property rights. If we are unable to obtain sufficient rights, successfully defend our use, or develop non-infringing technology or otherwise alter our business practices on a timely basis in response to claims against us for infringement, misappropriation, misuse or other violation of third-party intellectual property rights, our business and competitive position may be adversely affected. Defending ourselves against intellectual property claims, whether they are with or without merit or are determined in our favor, results in costly litigation and diversion of technical and management personnel. It also may result in our inability to use our current Web site, streaming technology, our recommendation and merchandising technology or inability to market our service or merchandise our products. As a result of a dispute, we may have to develop non-infringing technology, enter into royalty or licensing agreements, adjust our merchandising or marketing activities or take other actions to resolve the claims. These actions, if required, may be costly or unavailable on terms acceptable to us.

If we are unable to protect our domain names, our reputation and brand could be adversely affected.

We currently hold various domain names relating to our brand, including 3DActionVideoInc.com. Failure to protect our domain names could adversely affect our reputation and brand and make it more difficult for users to find our Web site and our service. The acquisition and maintenance of domain names generally are regulated by governmental agencies and their designees. The regulation of domain names in the United States may change in the near future. Governing bodies may establish additional top-level domains, appoint additional domain name registrars or modify the requirements for holding domain names. As a result, we may be unable to acquire or maintain relevant domain names. Furthermore, the relationship between regulations governing domain names and laws protecting trademarks and similar proprietary rights is unclear. We may be unable, without significant cost or at all, to prevent third-parties from acquiring domain names that are similar to, infringe upon or otherwise decrease the value of our trademarks and other proprietary rights.

In the event of an earthquake or other natural or man-made disaster, our operations could be adversely affected.

Our executive offices are located in the Las Vegas area. Our business and operations could be adversely affected in the event of a natural disaster as well as from electrical blackouts, fires, floods, power losses, telecommunications failures, break-ins or similar events. We may not be able to effectively shift our delivery operations to handle disruptions in service arising from these events. We are not insured against any losses or expenses that arise from a disruption to our business due to earthquakes and may not have adequate insurance to cover losses and expenses from other natural disasters.

We may become engaged in legal proceedings that could cause us to incur unforeseen expenses and could occupy a significant amount of our management's time and attention.

From time to time, we may be subject to litigation or claims that could negatively affect our business operations and financial position. As we grow, we expect to see a rise in the number of litigation matters against us. We anticipate most of these matters will relate to copyright infringement lawsuits, which are typically expensive to defend. Litigation disputes could cause us to incur unforeseen expenses, could occupy a significant amount of our management's time and attention and could negatively affect our business operations and financial position.

The agreements governing potential future indebtedness may contain various covenants that limit our discretion in the operation of our business and also require us to meet certain covenants. The failure to comply with such covenants could have a material adverse effect on us.

As we expand we may enter into agreements of indebtedness and provision s governing our indebtedness may contain various covenants, including those that may restrict our ability to, among other things:

- Borrow money, and guarantee or provide other support for indebtedness of third-parties including guarantees;
- Pay dividends on, redeem or repurchase our capital stock;
- Make investments in entities that we do not control, including joint ventures;
- Enter into certain asset sale transactions;
- Enter into secured financing arrangements;
- Enter into sale and leaseback transactions; and
- Enter into unrelated businesses.

These future potential covenants may limit our ability to effectively operate our businesses. Any failure to comply with the restrictions of any agreement governing indebtedness may result in an event of default under those agreements.

UNAUDITED FINANCIAL STATEMENTS

Presented pages 17 to 21 are the unaudited financial statements of 3DAVI for the relevant periods as listed through September 30, 2013. 3DAVI has an Accumulated Loss Since Inception of ($68,008). All equity and assets to date have been contributed by our Founder and CEO, C. Dean Homayouni. Mr. Homayouni's law practice has incurred significant time on behalf of the Company; of which all such billable time has been waived and is not payable. Mr. Homayouni has waived the fees payable in order to preserve the cash resources of the Company and strengthen the Company's Balance Sheet. Mr. Homayouni further has contributed additional assets since the Company's inception and has not been issued additional shares of Series A Common Stock; including an additional $13,669 in Underwater Camera equipment, studio gear and software during the nine months ended September 30, 2013. Such contributions were recorded as an increase in Additional Paid in Capital.

3D ACTION VIDEO INC.

BALANCE SHEETS AS OF DECEMBER 31, 2012 AND SEPTEMBER 30, 2013

	(Unaudited) December 31, 2012	(Unaudited) September 30, 2013
ASSETS		
Bank of America	$0	$0
Inventory Asset	$5	$5
Total Current Assets	$5	$5
Fixed Assets (Note 1)		
Computers	$12,544	$13,295
Film Stock	$150,000	$150,000
Furniture and Equipment	$7,376	$7,375
Machinery	$25,416	$37,023
Software	$26,070	$29,548
Total Fixed Assets	$221,405	$237,241
Accumulated Depreciation		
Accum. Depre. - Computers	($2,509)	($5,293)
Accum. Depre. - Furn. & Fixture	($1,054)	($1,758)
Accum. Depre. - Machinery	($3,592)	($7,451)
Accum. Depre. - Software	($8,005)	($13,719)
Total Accumulated Depreciation	($15,160)	($28,221)
Net Fixed Assets	$206,246	$209,020
Other Assets		
R & D - Film Processing (Note 2)	$55,000	$100,000
TOTAL ASSETS	**$261,251**	**$309,025**
LIABILITIES AND SHREHOLDERS' EQUITY		
Current Liabilities		
Accounts Payable (Note 3)	$14,902	$21,912
Loan Payable (Note 4)	$0	$20,000
Total Current Liabilities	$14,902	$41,912
Shareholders' Equity		
Common Stock - Series A	$400	$400
Additional Paid in Capital	$276,051	$334,720
Retained Earnings	$0	($30,103)
Current Year Net Income	($30,102)	($37,905)
Total Shareholders' Equity	$246,349	$267,113
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY	**$261,251**	**$309,025**

Note 1: Mr. Homayouni, our Founder and CEO, contributed the assets to the Company in exchange for stock. Mr. Homayouni purchased an additional $13,609 of fixed assets during the nine months ended September 30, 2013 and contributed such assets to the Company.

Note 2: The Company recorded a $5,000 per month entry to R & D Film processing and a corresponding offset to Additional Paid in Capital for the monthly efforts of Mr. Homayouni since the Company was founded. The Company finalized its film processing procedures, processes and techniques in September 2013. The balance in this account is going to be amortized over a three year period beginning in October 2013.

Note 3: Accounts Payable in the amount of $21,912 represents operating expenses Mr. Homayouni has paid on behalf of the Company. Any fixed assets purchased by Mr. Homayouni have been recorded to Additional Paid in Capital.

Note 4: Loan payable in the amount of $20,000 represents an amount due and owing to a former Member of the Board of Directors.

Note 5: Mr. Homayouni's law practice has incurred significant time on behalf of the Company; of which all such billable time has been waived and is not payable. Mr. Homayouni has waived the fees payable in order to preserve the cash resources of the Company and strengthen the Company's Balance Sheet.

Note 6: The Company is finalizing a transaction with Edi Frommenwiler who owns the Pindito luxury scuba diving live-a-boars in Bali. See www.pindito.com. Mr. Frommenwiler will be turning over 6,800 clips filmed in 4K that he has acquired over the last five years using a Red 1 4K camcorder. The Company will be assigning a value of $300,000 to the footage and the corresponding offset will be the "Shareholders' Equity. The 32 TB of film is being delivered to the Company at the DEMA Show being held in Orlando, Florida from November 6 to November 9, 2013. Mr. Frommenwiler will be issued stock in the Company for the 4K footage. Because the footage has not been delivered no entry has been recorded on the books and records of the Company. There is no assurance the transaction will be finalized.

3D ACTION VIDEO INC.

PROFIT AND LOSS FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2012 AND THE NINE MONTHS ENDED SPETEMBER 30, 2013

	(Unaudited) Twelve Months Ended December 31, 2012	(Unaudited) Nine Months Ended September 30, 2013	(Unaudited) Inception to Date
Ordinary Income/Expense			
Income			
Merchandise Sales	$224	$0	$224
Total Income	$224	$0	$224
Cost of Goods Sold			
Adobe After Effects Templates	$331	$0	$331
Amazon Selling Fees	$280	$0	$280
Chase Paymentech	$225	$135	$360
Cost of Goods Sold	$254	$0	$254
Total COGS	$1,089	$135	$1,224
Gross Profit	($866)	($135)	($1,001)
Expense			
Advertising and Promotion	$106	$822	$928
Artwork	$22	$21	$21
Audio	$0	$80	$80
Bank Transaction Fee	$0	$51	$51
Business Cards	$0	$134	$134
Camera Supplies	$0	$275	$275
Cash Over and Short	$0	$0	$22
Chromakey Supplies	$0	$322	$322
Conventions	$0	$1,968	$1,968
Depreciation Expense			
Depre. Exp. - Computers	$2,509	$2,784	$5,293
Depre. Exp. - Equip - Camera	$1,683	$0	$1,683
Depre. Exp. - Equip - Dive Gear	$91	$0	$91
Depre. Exp. - Furn. & Equip.	$1,054	$704	$1,758
Depre. Exp. - Machinery	$1,818	$3,859	$5,677
Depre. Exp. - Software	$8,006	$5,714	$13,719
Filing Fees	$0	$2,223	$2,223
Flooded Camera Equipment	$576	$0	$576
DAN Insurance	$0	$175	$175
Internet	$480	$480	$960
Medical	$432	$0	$432
Memberships	$0	$225	$225
Miscellaneous Expense	$175	$0	$175
Office Supplies	$0	$390	$390
Postage and Delivery	$75	$387	$462
Presentation Materials	$0	$252	$252
Proseries Tax Return Fee	$0	$44	$44
Registered Agents	$0	$49	$49

3D ACTION VIDEO INC.

(LOSS) FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2012 AND THE NINE MONTHS ENDED SPETEMBER 30, 2013

	(Unaudited) Twelve Months Ended December 31, 2012	(Unaudited) Nine Months Ended September 30, 2013	(Unaudited) Inception to Date
Rent Expense - Office	$2,664	$0	$2,664
Repairs and Maintenance	$0	$200	$200
Scuba - Dive Master Tip	$0	$300	$300
Scuba Diving Related	$223	$3,899	$4,122
Software Rental	$50	$400	$450
Subscriptions	$0	$88	$88
Supplies - Computers	$1,371	$1,912	$3,283
Supplies - Office	$83	$331	$414
Supplies - Other	$27	$0	$27
Telephone Expense	$0	$269	$269
Templates	$100	$732	$832
Training Courses	$542	$0	$542
Travel Expense			
Airfare	$1,949	$2,326	$4,276
Ferry Ride	$26	$26	$52
Gasoline	$155	$217	$372
Interval International	$0	$730	$730
Lodging	$2,162	$2,536	$4,698
Meals and Entertainment	$935	$711	$1,646
Parking Fees	$0	$2	$2
Rental Car	$0	$376	$376
Taxi	$15	$125	$140
Utilities	$1,200	$0	$1,200
Voiceover and Sound	$0	$1,400	$1,400
Web Services	$709	$232	$942
Total Expense	$29,237	$37,770	$67,007
Net (Loss)	**($30,102)**	**($37,905)**	**($68,008)**

3D ACTION VIDEO INC.

STATEMENT OF CASH FLOWS FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2012 AND THE NINE MONTHS ENDED SPETEMBER 30, 2013

	(Unaudited) Twelve Months Ended December 31, 2012	(Unaudited) Nine Months Ended September 30, 2013	(Unaudited) Inception to Date
OPERATING ACTIVITIES			
Net Income	($30,103)	($37,905)	($68,008)
Adjustments to reconcile Net Income to net cash provided by operations:			
Inventory Asset	($5)	$0	($5)
Accounts Payable	$14,902	$7,010	$21,912
Loan Payable	$0	$20,000	$20,000
Net cash provided by Operating Activities	($15,206)	($10,895)	($26,101)
INVESTING ACTIVITIES			
Computers	($12,544)	($750)	($13,294)
Film Stock	($150,000)	$0	($150,000)
Furniture and Equipment	($7,375)	$0	($7,375)
Machinery	($25,417)	($11,607)	($37,023)
Software	($26,070)	($3,479)	($29,548)
Accumulated Depreciation	$15,160	$13,061	$2,8221
R & D - Film Processing	($55,000)	($45,000)	($100,000)
Net cash provided by Investing Activities	($261,245)	($47,774)	($309,019)
FINANCING ACTIVITIES			
Increase in Shareholders' Equity	$276,451	$58,669	$335,120
Net cash increase for period	$0	($0)	$0
Cash at end of period	$0	($0)	$0

3D ACTION VIDEO INC.

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
AS OF SEPTEMBER 30, 2013

Description	Shares of Series A Common Stock	Stock Amount	Add'l Paid in Capital	Accumulated Earn /(Deficit)	Total
Beginning balance 2-15-2012	-	$ -	$ -	$ -	$ -
Issuance of stock for FMV contribution of assets	40,000	$ 400	$ 221,051	$ -	$ 221,451
Fair Market Value of research and development	-	-	$ 55,000		$ 55,000
Loss for 12 months ended December 31, 2013	-	$ -	$ -	($30,102)	$ (30,102)
Blance at 12-31-2012	40,000	$ 400	$ 276,051	$ (30,102)	$ 246,349
Additional assets contributed by shareholders	-	-	$ 13,669		$ 13,669
Fair Market Value of research and development	-	-	$ 45,000		$ 45,000
Loss for the nine months ended September 30, 2013	-	-	$ -	($37,905)	$ (37,905)
Ending balance	**40,000**	**$ 400**	**$ 334,720**	**$ (68,008)**	**$ 267,113**

ESTIMATED REQUIRED FUNDS (ASSUMING NO ACCOUNTS RECEIVABLE COLLECTIONS)

DESCRIPTION		AMOUNT
Operating capital at 9-30-2013	$	5,000
Blu-ray manufacturing of first 1,000 “30 Packs” (Note 1)		60,000
Salaries and benefits	$	199,000
Marketing, Advertising and International Sales Reps (Note 3)	$	117,000
Computers and Software (Note 4)	$	100,000
Travel, Meals and Lodging (Note 6)	$	68,000
General Overhead	$	22,000
Funding of down on Aquarium 3D Theater experience (Note 2)	$	90,000
Facility costs	$	14,000
Inventory (Note 1)	$	25,000
General Working Capital (Note 4)	$	$40,000
TOTAL ESTIMATED USE OF FUNDS	$	740,000

Note 1: We are assuming the Blu-rays are distributed to the Dive Shops via Franko Maps and we are providing 120 day payment terms on the initial order and Net 30 on reorders.

Note 2: We are estimating each Aquarium 3D Theater we install will require $30,000 down payment.

Note 3: Marketing and International Sales Reps assumes we hire 1 Major Retail Chain Marketing Manager, a Telemarketer and we have 8 International Sales Representatives (independent contractors) retained.

Note 4: The major expenditures for Computers and Software are $50,000 for the implementation of Adobe Anywhere and $20,000 for a high end editing and rendering workstation. We have also budgeted $10,000 for Klonworks that is building the “Interactive Sea Critter Experience” user interface and $10,000 for ContentShelf.com to modify their video streaming and billing system to handle an enterprise level application and bandwidth requirements.

Note 5: General Use of Funds is reserve cash on hand until the Bu-ray receivables are collected.

Note 6: The large portion of this expense is to obtain new 3D footage to deliver 2 to 3 new movies per year.

EMPLOYEES

We expect to have 5 full time employees at December 31, 2013 and 9 full time employees at December 31, 2014 and will expand to 12 full time employees by December 31, 2015. The breakdown of estimated full time employees by year is as follows:

Description	December 31, 2013	December 31, 2014	December 31, 2015
Chief Executive Officer	1	1	1
Chief Financial Officer	1	1	1
Senior Vice President of Production	1	1	1
Senior Vice President of Marketing	1	1	1
Telemarketing	1	1	2
Film Editing		2	3
Script Writer		1	1
Staff Accountant		1	2
TOTAL EMPLOYEES	5	9	12

MANAGEMENT'S PLAN OF OPERATIONS

3D Action Video, Inc. is a Nevada corporation formed to produce 3D broadcast quality entertainment from a variety of sources including but not limited to:

1. the conversion of stock 2D footage to 3D,

2. The use of native shot 3D footage, and

3. The use of Adobe After Effects template to create 3D special objects that hold 2D film to create 3D effects.

4. The content to be created is described as historical, national parks, extreme sports and scuba diving and sea life series. Such genre is commonly referred to as documentary types of content.

5. The content will further be repackaged into what we refer to as "30 Packs" for dive shops retail stores. Each 30 Pack will be comprised of three movies (10 copies each) containing approximately 90 minutes of 3D programming. Because the Action Packs are coded in the 3D-BD standard (3D Blu-Ray Disk) the content will pay in 2D on a 2D Blu-Ray Player connected to a 2D TV and will play in 3D on a 3D Blu-Ray Disk player connected to a 3D TV. Thus the 30 Packs are salable to the entire home entertainment market and the individual titles can be sold directly to the consumer.

Our founder, C. Dean Homayouni, Esq., CPA is an avid underwater videographer and well versed in numerous video editing packages and tools. He has used and researched how 3D works and has used over 100 products to develop the business processes we use to effectively produce out of the box 3D. This process took approximately 24 months to complete. He began to experiment with 3D approximately 3 years ago and spent many hours learning how 3D is produced and current software packages used to get an out of the box 3D experience. This analysis included how Hollywood produces 3D images and the processes currently utilized, including the massive man power in India utilized to create a 3D movie such as Avatar. Mr. Homayouni has over 20 years' experience analyzing how companies produce products and process information in a variety of industries (see bio of Mr. Homayouni in the Management section of this business plan). Mr. Homayouni's diverse business and legal background allow him to approach the issue differently from how current producers of content make media products.

As part of his thought process Mr. Homayouni began experimenting with 2D film and how to obtain a 3D effect. He found the standard techniques to be time consuming and inefficient. The inefficient method made it impossible to produce an out of the box 3D experience without massive manpower and expense. The first issue was how to speed up the process to check film and scenes to ascertain quickly whether a film strip will provide an acceptable 3D experience. This issue was solved by the use of state of the art hardware and the use of applications and techniques to ascertain, immediately, whether a 3D effect existed. We have been able to achieve both of these goals that fit the market we intend to address.

What is our market. An internal slogan of the company is "imagination is the limit". We think the scope of our market and the scope of our potential content is expansive. We will initially produce films that are in the nature, sports, and relaxation markets. This massive amount of available content will undermine competitor's attempt to produce 3D content because they will not be able to match the quality, quantity, and efficiency our company already can deliver. Our products will provide acceptable value for the 3D experience consumers seek. In short, consumers will be able to purchase a *library* of compelling 3D movies.

We will own all of the intellectual property. All of the films produced will be our intellectual property. We reduce our costs because we extend the film by performing multiple overlays and slowing the film down. We are in the process of obtaining 32TB of 2D film with full intellectual property rights from an overseas source. All of the rights allow for digital streaming and selling in a DVD and Blu-Ray format. We believe our time schedule to create a full-length 75 minute 3D movie with script is 16 weeks per production.

Why we can produce the documentaries so fast. It took five years and $50 million for Disney to produce the movie "Oceans." The best known underwater film companies such as Howard Hall and Jean Michelle Cousteau go on extended, costly film excursions and only use the footage they shoot. The expense and efficiency result from the fact nature is not a movie set. One cannot predict what nature is going to bring you on any given day or any given moment. Additional problems include getting a moving critter in focus and in the right lighting while the subject is not stationary.

As a result of the internet and explosion of technology that now provides digital 3CMOS cameras at an affordable price, there are now literally thousands of amateur videographers out in the field taking great video. These individuals go home, edit their film and do color corrections. They then post their footage to see if someone may offer to buy their stock footage. We can obtain such footage at an incredibly cheap price with literally millions of clips to choose from. We have minimal expense for on location shooting, transportation, hotels, food, grips, sound artists, executive producers, boat fees, camera expense, film

expense, etc. We believe the reader of this document can quickly grasp this concept. We have access to unlimited stock footage with incredible shots. This became obvious to Mr. Homayouni when he reviewed stock footage of salt water eels. He discovered footage of black, green, red, orange, tallow, white, brown, yellow and purple, blue and yellow, black spotted, brown spotted, and many other color rainbow color eels. Mr. Homayouni contemplated why he had never seen such footage on PBS or National Geographic broadcast shows. The answer is simple. They use what their film crews have shot and not footage shot by persons from around the world that were at the right place, at the right time, with the right lighting and conditions. We believe our cost of production will be a fraction of current nature film producers. We are using the internet for what it is intended.

Mr. Homayouni gave his law clerk the following example. In the 1940's law firms had large libraries and would send an army of young attorneys to scour through the law books to review case law and statutes. Today with the internet, you can search for all cases on a particular point of law form all state and federal courts throughout the United States and zero in on a point of law with "key words". The key word search returns instantaneously cases that have the key words searched for. This is exactly what we are doing. We are using key words and film databases accessible over the internet to search for and obtain the clips we choose. We can quickly download the clip and test in less than one minute if it will have the desired 3D out of the box effect we are looking for. We are not limited by what is in our library but are only limited by "our imagination". In tandem with the business processes and custom hardware discussed above we can do such tasks effectively, efficiently and timely.

We obtain the clips that match the script. Currently nature films and documentaries are produced by writing a script around the stock footage you have. This is a time consuming process of trying to get a square peg to fit into a round hole. We are completely reversing the process. The script writer is not limited by what stock is available, but is free to write a script to discuss the subject matter. Because we have access to thousands of clips we find the clips that match the script and not the other way around. The entire process is efficient and effective. The most important function of our documentaries is now the story telling. Our typical documentary will be 75 minutes. We believe in a documentary type format that actual voiceover will be 60 minutes or 40 pages of double spaced script. Because the script writers are not limited by the footage available they are free to write what they want instead of what they are forced to write. This frees up the imagination of the script writer and provides them, with unlimited freedom. Finally, because the majority of the films will be documentaries that are fact based; with voluminous material available on line that provides technical and descriptive information about nature's creature that our customers are watching.

We developed business processes and use technology that quickly and efficiently allows us to determine if 2D stock footage scenes will produce negative convergence ("out of the box") of subjects or assets floating in front of the television or computer screen. We further utilize filming equipment and technology selectively chosen to work together that allow us to review native shot 3D film on location and without have to convert the film into separate left and right eyes. The technology and processes allows us to prescreen native shot 3D film to ascertain quickly and efficiently whether such film clips or portions of the reviewed clips meet the stringent standards to be included in a final product. When we refer to out of the box experience we are discussing the assets, subject, character or animal floating in front of the television screen that we believe is the 3D experience the consumer is expecting from a 3D movie.

The technology and processing goals that were set out at the beginning of our research and development stage and which we have fully achieved as are follows:

1. Convert 2D to 3D for documentary and nature related films

2. Be able to manipulate the film on the following axis

    a. Horizontal positive
    b. Horizontal negative
    c. X-axis
    d. Y-axis
    e. Z-axis

3. The process had to work with high end packages and not consumer level editing packages. We had no interest in the consumer market.

4. The process had to be able to convert Adobe After Effects from 2D to 3D on the fly.

5. The process had to have the text in 3D titles properly line up on the same plane on the screen.

6. The procedures had to be viewable on the fly without rendering.

7. The process had to be able use the Nvidia 3D Vision system for immediate viewing.

8. The process had to allow for 2D converted stock to 3D to be mixed with 3D natively shot film on the same timeline.

We spent 18 months analyzing over 100 software packages and how 3D is produced by Hollywood. We believe we can efficiently and effectively produce documentary 3D content. The content produced can be broadcast and is viewable in both 2D and 3D.

We have basically broken down the home broadcast market and 3D-BD Blu-Ray into the following categories and determined how to get an economically produced 3D "out of the box experience" as follows:

Description	Length (Min)	Negative	Positive	Recycled 2D
Titles	4	2	2	4
Credits	4	4		4
Native Shot 3D	45	20	25	
2D Converted to 3D	15	5	10	15
X, Y and Z	5	5		5
TOTALS	73	36	37	28
Percent		49%	51%	38%

We believe we have developed a 3D editing solution to convert 2D stock film and special effects compositions directly within the timeline of the film editing packages we are using and are able to produce quality product to fill the “economic and affordability gap” in current 3D home market. We believe our techniques and procedures will allow for the production of high quality content, and that such content when viewed in 3D will have a high level of “negative parallax” or “Theatre Space” viewing experience.

Short Term Goals – 2014 and 2015

The content to be produced is determined based on numerous factors. We analyze the category and type of content to be produced based on the availability of large quantity of 2D stock film from multiple film banks and foreign sources. We desire to pick what we refer to as the “once in a lifetime shots” that cannot be easily replicated by shooting again in 3D. As an example the monster waves of Hawaii only happen a few times a decade. A person has to be in the right place, at the right time, under the right conditions to film the footage. Many of the “once in a lifetime shots” involve nature related film of unusual creatures that can be easily obtained. Such shots have been filmed in 2D over an extended period of time.

Our Founder and Chief Executive Officer, C. Dean Homayouni, has summarized such shots in the following example. We can go to artists around the world and the film banks and obtain footage of eels in the following colors of (1) red, (2) blue, (3) green, (4) black, (5) black spotted, (6) brown, (7) brown spotted, (8) blue, (9) blue and yellow, (10) purple, (11) purple and yellow, (12) yellow, (13) red, (14) white, (15) grey, (16) spotted, (17) yellow and black or basically any color of the rainbow. In order to obtain such shots a person had to be in the right place, with the right camcorder, with the right conditions, with adequate lighting. Such shots are extremely difficult to obtain and cannot be effectively and efficiently reproduced by re-shooting in 3D.

The prior table demonstrates that the 2D assets converted to 3D can comprise up to 38% of any entire segment. Because the 2D assets to be used are readily available and are unique and entertaining footage, we are able to develop an outstanding viewing experience. There are thousands of artists around the world with footage that has been color corrected and edited. Such footage to be obtained is color corrected and has had the majority of the editing already performed by the original artist that shot the footage. We therefore eliminate an entire set of costs from costs to get to the filming location, food, hotel, color correction and editing time, hauling and maintain multiple sets of camera gear. The elimination of the costs and expenses allows us to pull together clips in an efficient and economical manner. The wide availability of such footage allows us to present and tell the story we want to tell. We are not limited by the footage we have shot. We have significant experience filming in an underwater environment and understand how hard it is to obtain outstanding footage. We typically obtain one (1) minute of end usable edited film for every 50 minutes of actual underwater filming. Filming animals in the wild is difficult and time consuming. Once cannot write a storyboard and plan on what animals will be filmed that day. No one knows what “mother nature” will present to be filmed. Further, in an underwater of nature environment, the asset to be filed, i.e. the “critter” is not standing still and does not pose to be filmed and does not follow a Director’s directions. In an underwater environment, the critter is moving in a three dimensional plane. We use small underwater mobile filming configurations that allow us to be mobile and therefore swim and chase the critter in the three dimensional plane that is the critters natural environment.

A list of potential segments is presented below:

	Description	Classification
1	Mayan and Aztec Ruins	History
2	Trunk Lagoon and the Sunken Japanese Fleet	History
3	3D Everglades	National Parks
4	3D Grand Canyon, Zion, Lake Meade, Lake Powell, Death Valley and Las Vegas	National Parks
5	3D Hawaii - From Volcano to Surfing to Coral Reefs	Nature
6	3D: The Florida Keys	Nature
7	3D: The Seven Wonders of the World	Nature
8	3D Bonaire - A Divers Paradise	Scuba Diving
9	3D Caribbean Ship Wrecks	Scuba Diving
10	3D Coral Reef Aquarium	Scuba Diving
11	3D Cozumel and its Towering Reefs	Scuba Diving
12	3D Galapagos and Cocos Islands	Scuba Diving
13	3D Grand Cayman Islands	Scuba Diving
14	3D Palau and Indonesia	Scuba Diving
15	3D Seas of Cortez and Pacific Coast	Scuba Diving
16	3D The Great Barrier Reef	Scuba Diving
17	3D Turks, Caicos and Bahamas	Scuba Diving

1. CONSUMER LEVEL DISTRIBUTION MARKET

There are two major scuba certification and instruction organizations. PADI (Professional Association of Diving Instructors), see website at www.padi.com, and Scuba Schools International ("SSI"), see website at www.DiveSSI.com. Almost all dive shops have a PADI or an SSI certification and many offer both services. In order to go scuba diving unaccompanied by a dive master, you are required to have a PADI or SSI certification at an Advanced Open Water diver Certification. All dive shops require that a diver present his or her certification card at the time diving is contracted for.

PADI provides valuable statistical data regarding divers and the number of certifications issued each year. SSI does not provide similar data. The PADI statistical data can be obtained at the following link www.padi.com. A printout of the PADI report is attached to this Memorandum as Exhibit 14. The table presented below is one of the tables in the PADI statistical data. Up until 1990 PADI had issued 3,381,254 certifications. Eighteen (18) years later the number of certifications issued had risen to 18,459,295.

Year	Certifications Per Year	Cumulative Certifications	Growth Percentage	Year	Certifications Per Year	Cumulative Certifications	Growth Percentage
1967	3,226	3,226		**1988**	350,000	2,553,069	10.95%
1968	8,442	11,668	161.69%	**1989**	387,767	2,940,836	10.79%
1969	12,168	23,836	44.14%	**1990**	440,418	3,381,254	13.58%
1970	23,736	47,572	95.07%	**1991**	456,046	3,837,300	3.55%
1971	36,490	84,062	53.73%	**1992**	529,463	4,366,763	16.10%
1972	51,842	135,904	42.07%	**1993**	564,672	4,931,435	6.65%
1973	60,120	196,024	15.97%	**1994**	625,487	5,556,922	10.77%
1974	49,834	245,858	-17.11%	**1995**	680,263	6,237,185	8.76%
1975	61,244	307,102	22.90%	**1996**	717,973	6,955,158	5.54%
1976	66,609	373,711	8.76%	**1997**	743,763	7,698,921	3.59%
1977	69,771	443,482	4.75%	**1998**	775,735	8,474,656	4.30%
1978	86,187	529,669	23.53%	**1999**	799,696	9,274,352	3.09%
1979	95,193	624,862	10.45%	**2000**	852,702	10,127,054	6.63%
1980	107,404	732,266	12.83%	**2001**	907,171	11,034,225	6.39%
1981	124,365	856,631	15.79%	**2002**	896,977	11,931,202	-1.12%
1982	141,429	998,060	13.72%	**2003**	907,722	12,838,924	1.20%
1983	168,778	1,166,838	19.34%	**2004**	954,049	13,792,973	5.10%
1984	203,001	1,369,839	20.28%	**2005**	927,529	14,720,502	-2.78%
1985	240,384	1,610,223	18.42%	**2006**	936,579	15,657,081	0.98%
1986	277,378	1,887,601	15.39%	**2007**	952,716	16,609,797	1.72%
1987	315,468	2,203,069	13.73%	**2008**	952,097	17,561,894	-0.06%
	2009		897,401		18,459,295		-5.74%

Other statistical data presented on the PADI website is as follows:

1. The number of new certifications issued has held steadily above 900,000 per year since the year 2000. This does not include certifications issued by SSI.

2. Approximately 67% of divers are male and 33% are female.

3. The average age of a male diver is 30. The average age of female diver is 27.

We have complied a list of approximately 900 scuba diving shops in the United States. We believe a pointed campaign to such retail outlets will result in a marketing campaign directed towards consumers interested in underwater video adventures. We have a special program for Dive Shops called "The Dive Shop 30 Pack". We send a box that has ten (10) units of each of our firs three completed movies. The cost to the dive shops for each Blu-ray is $14.99 for each Blu-Ray (retail price of $24.99). The Dive Shop is given 120 days after the "The Dive Shop 30 Pack" has arrived. That is 120 days of free financing. On re-orders the terms change to Net 30. As we release new titles, the dive shop will receive the "NO OBLIGATION" opportunity to also offer the new releases. The 30 Pack is due to be released to manufacturing and shipment in January 2014.

Mystical Arts Recording Studio – Mystical Arts has over 10 years experience working with a wide variety of distributors of Blu-rays. They have previewed our products and are very excited about pushing the completed products into the Distribution Chain.

Internal Sales and Telemarketing Department – We will implement our internal sales rep program accompanied by the hiring of a telemarketer in January 2014. By January 2014 we expect to have a database of over 2,000 dive shops around the world and have implemented the email blast campaign via the Scuba Diver Database we plan to purchase (see next paragraph). The Sales Rep will try to place our three products into the largest 30 retailers and discuss private label deals with a variety of parties. We will be using the integrated version of SalesForce contact management to Intuit Quickbooks to handle marketing; lead tracking to the Dive Shop and Aquariums and to manage the email blast. SalesFirce.com limits emails blast to 1,000 per day. We will utilize the services of GoDaddy.com that allows for email blasts to larger databases (i.e. to Certified Scuba Divers). The cost for the GoDaddy service is $1,020 per month for each 1 million subscribers.

Certified Scuba Diver Database – We intend to acquire lists of certified scuba divers to send monthly emails concerning our releases and products in the pipeline. We intend to be constantly in front of the customer. The customer shall receive a 25% discount off of a second title they decide to purchase directly from our website. The price of our products if purchased directly from our website if $18.95 per title.

Franko Maps Distribution Agreement – We have entered into a Distribution Agreement with Franko Maps to distribute our Blu-ray products. Franko Maps www.FrankosMaps.com has a 2,000 customer list mostly comprised of Dive Shops and Aquariums. We will extend six (6) month terms and receive 60% of the gross sales price of $24.95. Franko Maps receives 30% of the Net Margin we receive. This is a very targeted distribution deal that puts out product directly into shops that specifically market to scuba divers. This co-branding agreement should enable us to have immediate penetration into the Dive Shop market. We are attending the Dive Equipment Manufacturers Association ("DEMA") being held in Orlando, Florida from November 6 to November 9. We have a formal booth arranged and will be marketing the 30 Pack at the DEMA show with Franko Maps. The DEMA Flyer that is being emailed to the Franko Maps customer base is below.

2. RETAIL SHELF AND PRIVATE LABEL PRODUCTS

The list below are major retailers we will approach regarding (1) getting our products on the retail shelf and (2) the development of Private Label Products to be given to consumers that purchase a 3D electronic product. Major retailers promote various 3D sales by content give-a-ways. In February 2012 we were informed that Sony, in tandem with Best Buy, is giving away four (4) free 3D movies for customers that buy selected 3D ready TVs. We can offer these retailers and hardware manufacturers significant savings-by offering the production of a Private Label Product.

One of the most perplexing questions—and, consequently, a compelling opportunity—concerns why vendors include other vendors' 3D products (such as short 3D video segments) in their packaging that adds no apparent value to the component purchase. A perfect example is our recent purchase of a 3D kit

from Mitsubishi for $369 to outfit a 73 inch 3D-ready TV in order to play and test 3D Blu-rays. Included in the Mitsubishi package is a Walt Disney 3D Showcase Disc entitled “Disney Digital 3D Powered by Blu-Ray.” The disk is about 15 minutes long and only promotes the Disney animated 3D movies. There is no advertising on the Blu-Ray case for Mitsubishi, nor do any of the actual content mention Mitsubishi products. Inside the Blu-ray case is a flyer directing the patron to the Disney website (not Mitsubishi’s) and promoting other Disney products (and not Mitsubishi’s products). The entire setup is ridiculous.

We believe a private label Blu-ray with the cover artwork the retail store desires and participating in the final contents is compelling. We have the ability to make a sixteen (16) page mini-brochure that snugly fits inside the blue ray case. This 16 page "mini-brochure" can relay a special message for your facility. The retailer can determine what you want the contents to be. The brochure can include discount coupons to purchase products the retailer organization may offer.

Because the retailer controls the content, the retailer also controls the front end to the movie and can add extra chapters to relay special messages the retailer wants the viewer to hear. Two examples of add-on chapters we included in "3D Coral Reef Aquarium" are (i) "Isla Cozumel" which is a short 4 minute promotional video for Cozumel that plays on the ferry ride from Playa Del Carmen to Cozumel and (ii) "Losing Nemo" that was made by 23 professionals in their spare time over 2 years that discusses the depletion of fish in the oceans as a result of over fishing. The retailer can imagine the types of messages they want the purchases to see and hear and get that important message through another form of media.

Rank	Company	Headquarters	2009 Sales (000)
1	Wal-Mart	Bentonville, Ark.	$304,939,000
3	Target	Minneapolis	$63,435,000
6	Costco	Issaquah, Wash.	$56,548,000
9	Sears Holdings	Hoffman Estates, Ill.	$44,043,000
10	Best Buy	Richfield, Minn.	$37,314,000
19	J.C. Penney	Plano, Texas	$17,556,000
20	Kohl's	Menomonee Falls, Wis.	$17,178,000
22	Staples	Framingham, Mass.	$16,343,000
26	Amazon.com	Seattle	$12,828,000
27	Dell	Round Rock, Texas	$12,054,000

Rank	Company	Headquarters	2009 Sales (000)
31	BJ's Wholesale Club	Natick, Mass.	$9,954,000
35	Army Air Force Exchange	Dallas	$8,700,000
53	Apple Stores/iTunes	Cupertino, Calif.	$6,574,000
57	Defense Commissary Agy.	Fort Lee, Va.	$5,980,000
58	OfficeMax	Naperville, Ill.	$5,953,000
59	Dillard's	Little Rock	$5,890,000
65	QVC1	West Chester, Pa.	$4,987,000
67	Barnes & Noble	New York	$4,919,000
86	SonyStyle	New York	$3,246,000
87	Sports Authority	Englewood, Colo.	$3,230,000
96	HSN	St. Petersburg, Fla.	$2,750,000
99	Fry's Electronics	San Jose, Calif.	$2,686,000
100	Borders Group	Ann Arbor, Mich.	$2,653,000

Key Components of the Private Label Product

- A 3D Blu-Ray will be entirely labeled as the Retailer's product. 3D Action Video Inc. will be replaced with the name of the Retailer.
- The title of the Blu-Ray will be title the Retailer chooses.
- The artwork and wrapper on the Blu-ray will be a wrapper the Retailer approves.
- Inside the Blu-Ray should be a flyer and a promotion code for the patron to get a discount on select products (discount code) if purchased directly from you're the Retailer's website.

- In order to get the discount the patron has to register the product and also provide contact information.

- The Retailer can include up to a 16 page brochure that gives the message the Retailer wants to give.

- The beginning of the movie has a promotion and advertisement of what the Retailer wants to promote; not the producer of the Blu-ray.

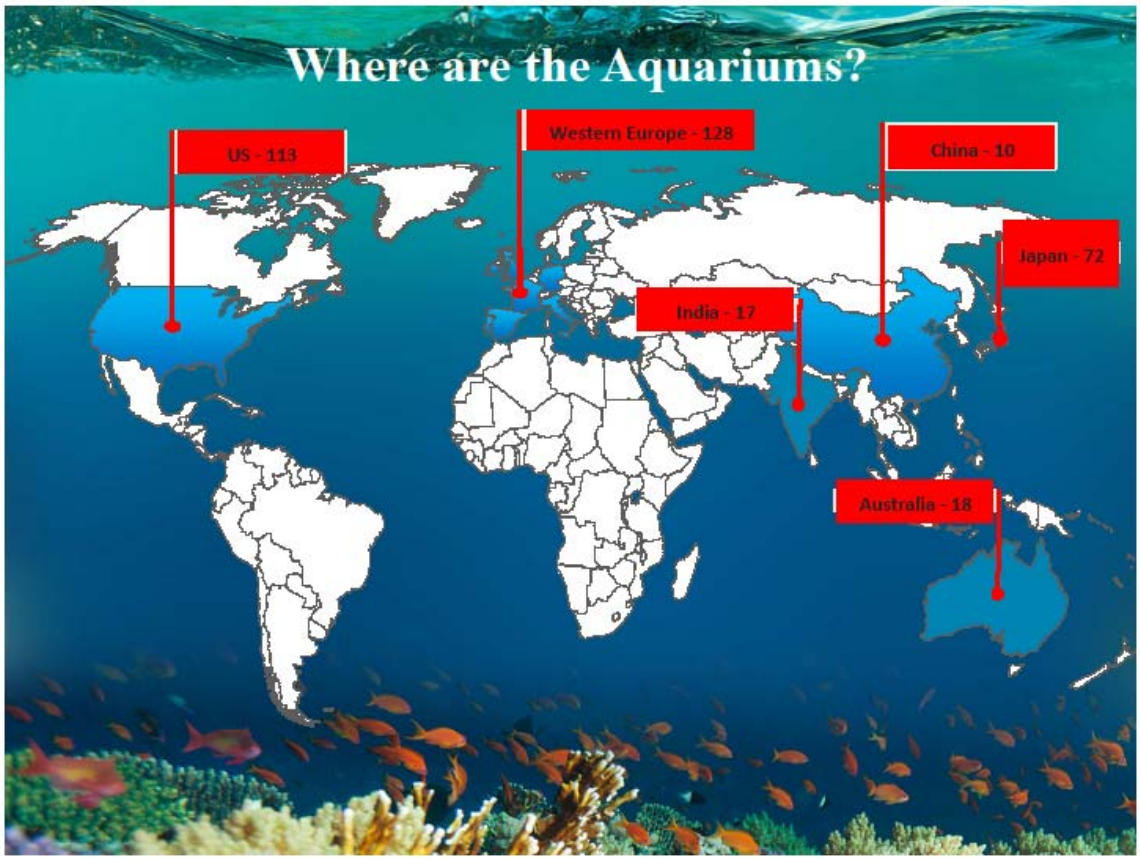
- The Blu-Ray can have extras at the end that discusses topics or issues that are important to the Retailer.

- The Blu-Ray will provide up to 75 minutes of 3D entertainment for the family.

- The overall value and customer relationship management potential of this type of multi-faceted advertising and cross marketing makes this extremely cost effective.

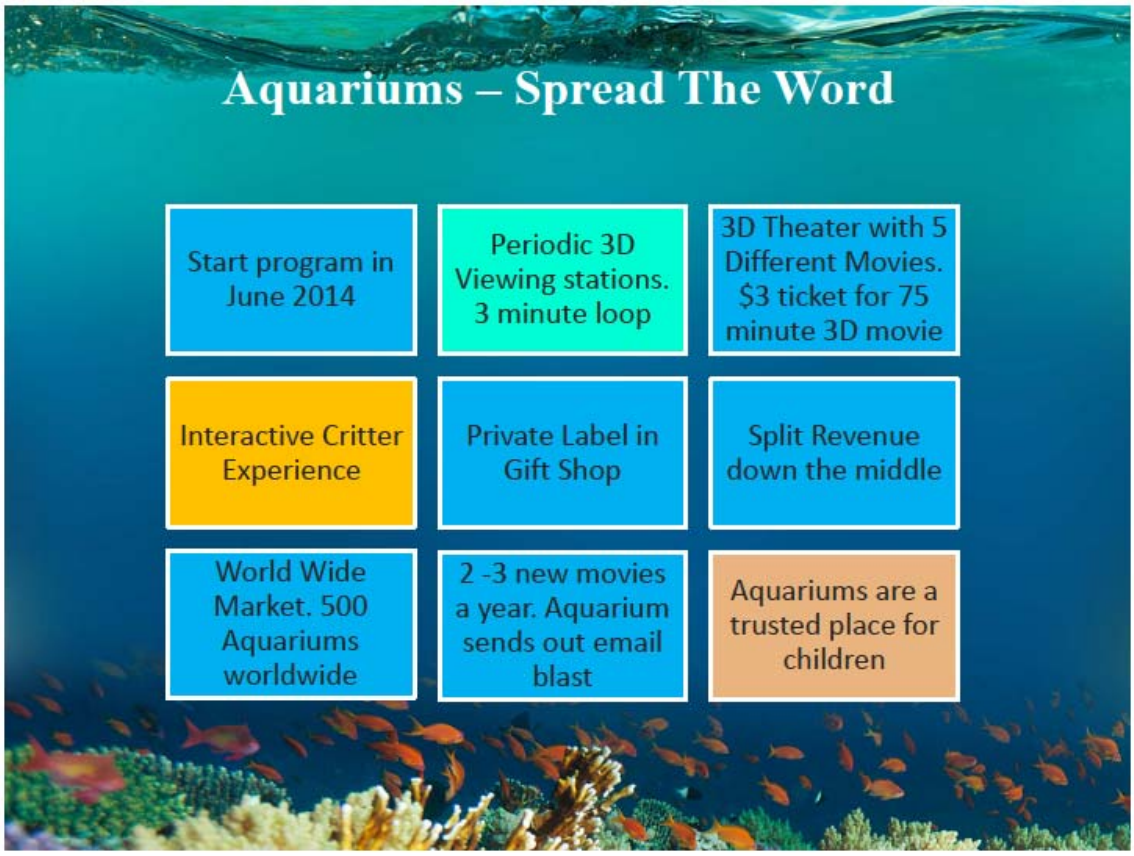
3. AQUARIUMS AND 3D THEATER VENUE

There are approximately 500 major Aquariums worldwide (See Exhibit 16 and Exhibit 17), with over 100 aquariums in the US alone (See Exhibit 17). See also Exhibit 13 (the 3DAVI PowerPoint presentation) that provides information on our Aquarium Program and products). We have available for large Aquariums the "3D Theater Experience". The 3D Theater Experience provides a 75 minute negative 3D tour of the coral reef with a scientific discussion of how coral reefs formed, the sea critters that makes the coral reef their home and dangers faced by coral reefs. We plan to begin to market the Aquarium 3D Theater Experience in the second quarter of 2014. We plan to have an initial four 3D movies available for playing at the theater that can be scheduled throughout the day. We plan to deliver two to three new movies per year to provide the Aquariums with an exciting marketing campaign to get patrons to come back to the Aquariums to see the new releases. The geographical areas we intend to initially market to Aquariums is represented in the map below and countries colored in “blue”.



Aquariums are NOT limited by our standard product. We have 42 pages of script that an Aquarium can pick and choose exactly what it wants included or the Aquarium can write its own script. Because we own all of the footage we can place voiceover that is in the language the aquarium desires. We have many different solutions, including indoor and outdoor solutions configured in a 30 seat, 40 seat and 50 seat configurations. We also have a periodic viewing station experience if the Aquarium does not have room

for a formal theater. We have great clips native shot 3D footage. We believe only native shot 3D footage can economically deliver an "**Outside the Box 3D**" experience and edited using our "**Strainless 3D Vision**" procedures and techniques that results in a mesmerizing 3D viewing experience. It took us over two years to develop these techniques and procedures to provide a colorful underwater viewing experience and make the viewer feel as if they are actually scuba diving. The Aquarium can pick and choose from an extensive library of clips to relay the experience it wants the viewer to have.



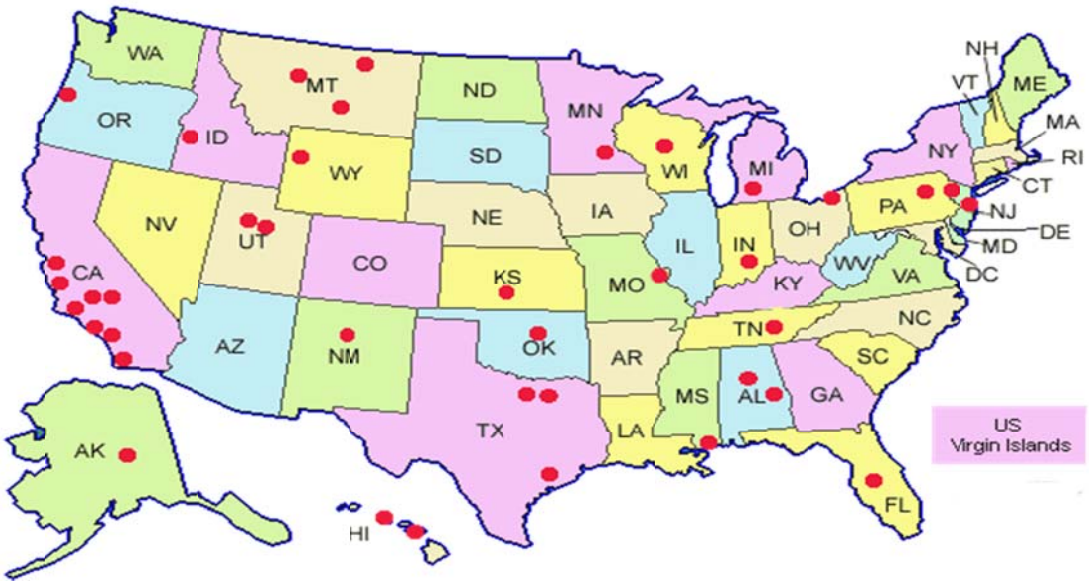
The 3D Experience has hundreds of fish floating in 3D space. The experience is outstanding. From the youngest child to the oldest adult; the entire audience will be reaching into air trying to touch the sea critters that are floating in front of their eyes. You want the audience mesmerized and so do we. The negative space footage is the "best of the best" and took over 2 years to obtain 20 minutes that is in our library. The colors are fantastic and the experience is one of a kind. All of our footage has to pass three main criteria for use. (i) The footage has to be stable, (ii) it has to have amazing colors and (iii) the 3D experience has to be fantastic. At the end of the movie is an advertisement to buy "3D Coral Reef Aquarium" or the Aquarium's Private Labeled Product in the Gift Shop for the viewer to be taken on a 75 minute tour of the reef that is packed with educational and scientific data.

We will require that the Aquarium carry our products or an Aquarium Private Label Blu-ray(s) in the Gift Shop. The educational materials included on the Blu-rays are an outstanding value. The Blu-rays are (i)

approximately 75 minutes long, (ii) contain the 175 page "Coral Reef Teacher's Guide, (iii) a fish identification card printed in the 16 page brochure included inside the Blu-rays case, and (iv) approximately 450 royalty free pictures.

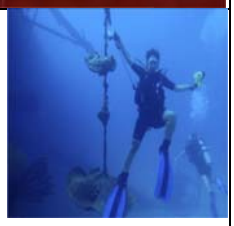
Formal 3D Theater

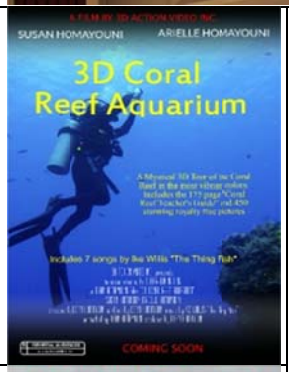
We have worked with LA Audio Video and their VisionaireFX division to design and develop a modular and standardized design for a formal 3D Theater Experience in a standard 30 seat, 40 seats and 50 seats plug and play design. The Theater rooms can be inside of the Aquarium or in a self-contained external building. We currently plan to use technology from Optima (the 3D Projector) and have screen options from 140 inches to over 200 inches. The 3D experience is mesmerizing. The scientific explanation of the coral reef is informative and educational. The standardized theaters are packaged into standard shipping containers and LA Audio Video sends their staff to the Aquarium to oversee the construction of the Formal 3D Theater. The entire venue can be up and running in less than 30 days. LA Audio Video will work with the Aquarium to provide the exact décor and colors you may desire. A map of Authorized Resellers of the VisionaireFX products is below.

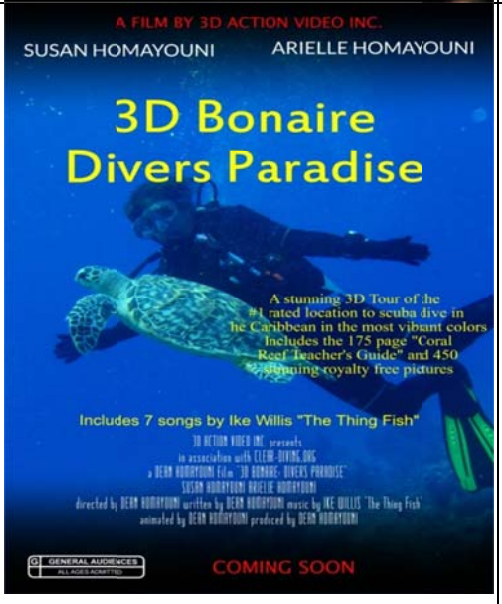


sweat

CINEMAS



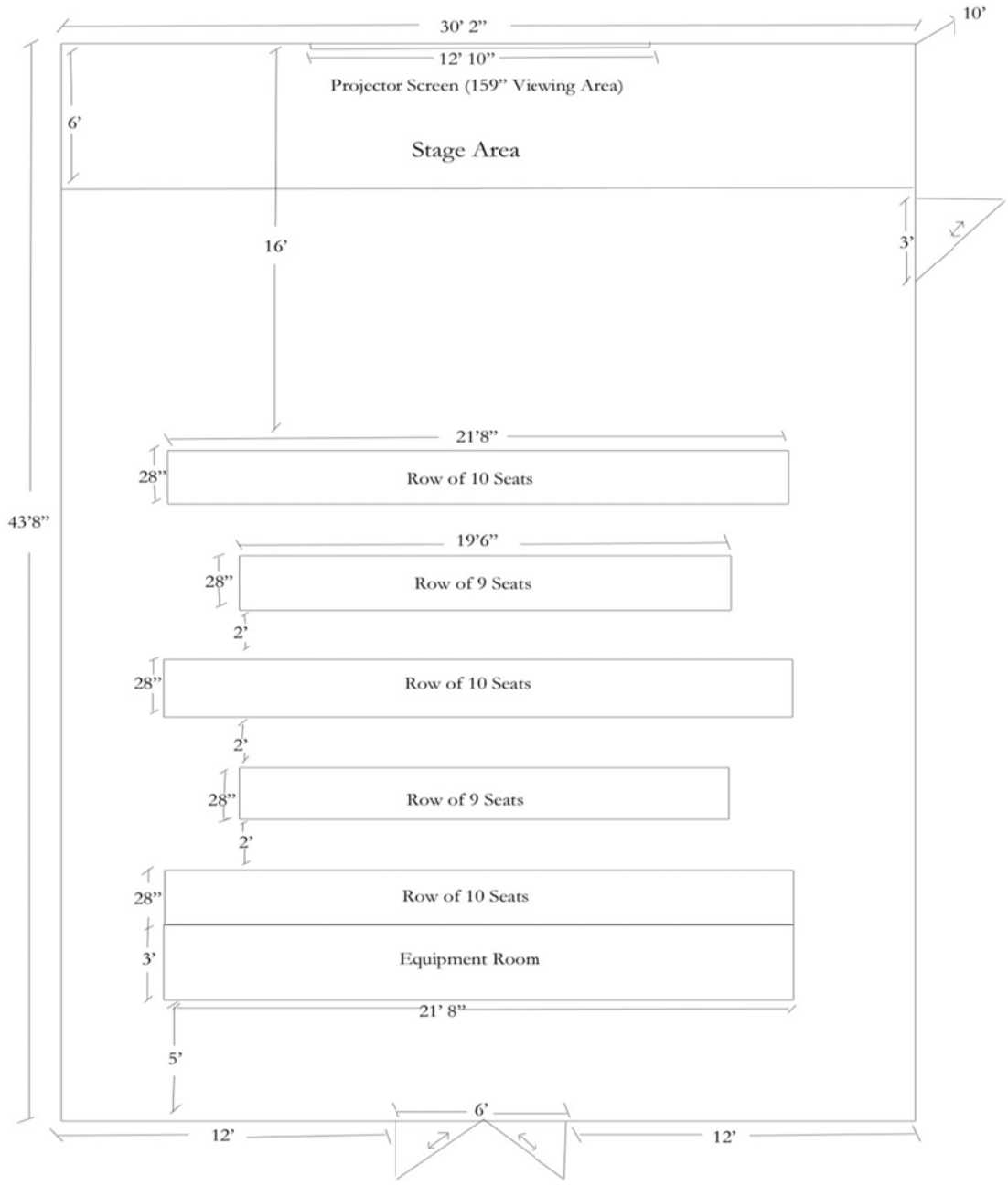

SUSAN HOMAYOUNI
ARIELLE HOMAYOUNI
3D Coral
Reef Aquarium
COMING SOON


A FILM BY 3D ACTION VIDEO INC.
SUSAN HOMAYOUNI
ARIELLE HOMAYOUNI
3D Bonaire
Divers Paradise
A stunning 3D Tour of the
#1 rated location to scuba dive in
the Caribbean in the most vibrant colors
Includes the 175 page "Coral
Reef Teacher's Guide" and 450
stunning royalty free pictures
Includes 7 songs by Ike Willis "The Thing Fish"
COMING SOON

3D ACTION VIDEO INC. PRESENTS
The Big Three

Visionaire FX Home Theaters

Dean Homayouni
Large Theater Room
8/20/2013



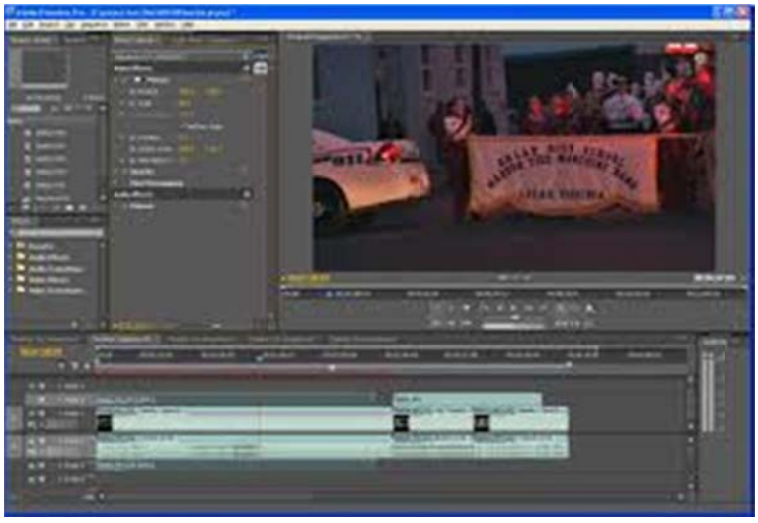
Periodic Viewing Stations

For Aquariums that do not have the recommended space available for formal theater (the 50 seat theater requires approximately 1,000 square feet) we have a periodic viewing station solution where 3D monitors are strategically placed throughout your facility and play 3 minute exciting and informative 3D segments... All of the periodic viewing stations are self-contained and the film automatically loops from the USB thumb drive that contains the segment. The units are easy to maintain and only has one electronic device (i.e. the 3D television). We have figured out the technology to ensure the monitors have maximum uptime. No Blu-ray player, not requirement for streaming internet and no back office computer is required to implement this solution. The typical viewing station of a 55 inch Passive 3D TV either attached to a wall using a standard wall mount or handing from a brace from the ceiling. We use passive 3D technology in order to create a maintenance fee experience. No batteries going dead; no syncing of active shutter glasses; the 3D experience is the same as in the movie theater. Easy to use and maintain. We have a many frames the Aquarium can choose from for the viewing stations if they are attached to a wall, including frame style and color to fit the décor of the facility.

Technology From A Trusted Source

LA Audio and Video through their VisionaireFX division has installed literally thousands of theater systems. They have worked with us very closely to understand the low maintenance systems we have requested to be installed. We literally spent hundreds of hours looking at numerous solutions to develop and utilize technology that provides a solution with the fewest moving parts and an easy system to swap out what is being played.

We also arrange for local vendors to service the electronic components to ensure the Aquariums have maximum uptime. That is why we only use electronic components from vendors that sell products all over the world. We do not propose solutions from a small vendor that makes servicing the components time consuming or a hassle. We want the facility to be as close to 24 X 7 functionality as possible. Mr. Homayouni, our founder, has been dealing with high technology solutions for over 20 years and lead teams to install large accounting ERP systems at major internationally known corporations. He demanded that all of the technology solutions and electronic components we propose have to (i) have maximum uptime, (ii) is easy to maintain, (iii) is easy to use, (iv) requires



minimal human contact, (v) has low maintenance and (vi) the ability to be serviced by reliable, local vendors.

We utilize software products from world renowned vendors that are affordable. We looked at over 100 software packages and thousands of effects and tools so your staff and facilities can implement the products we use (if you so desire) to create an even tighter partnership. Dean Homayouni, our founder, has over 10 years' experience filming underwater and has solely filmed in 3D over the last three years. He is our main videographer, editor, cinematographer, and developer of the technology, procedures and techniques we utilize. We literally reviewed products with a cost in the hundreds of thousands of dollars. The book discusses 23 steps to enhance underwater footage and the use of "mattes" to de-noise water and color correction. In 3D Coral Reef Aquarium we laid down over 1,000 mattes to enhance the footage.

Aquarium Private Label Product

One of the most perplexing questions—and, consequently, a compelling opportunity—concerns why vendors include other vendors' 3D products (such as short 3D video segments) in their packaging that adds no apparent value to the component purchase. A perfect example is our recent purchase of a 3D kit from Mitsubishi for $369 to outfit a 73 inch 3D-ready TV in order to play and test 3D Blu- Rays. Included in the Mitsubishi package is a Walt Disney 3D Showcase Disc entitled "Disney Digital 3D Powered by Blu-Ray." The disk is about 15 minutes long and only promotes the Disney animated 3D movies. There is no advertising on the Blu-Ray case for Mitsubishi, nor do any of the actual content mention Mitsubishi products. Inside the Blu-ray case is a flyer directing the patron to the Disney website (not Mitsubishi's) and promoting other Disney products (and not Mitsubishi's products). The entire setup is ridiculous.

We believe a private label Blu-ray with the cover artwork the Aquarium desires and with the Aquarium participating in the final contents is compelling. We have the ability to make a sixteen (16) page mini-brochure that snugly fits inside the blue ray case. This 16 page "mini-brochure" can relay a special message for the facility. The Aquarium can determine what it wants the contents to be. The brochure can include discount coupons to purchase products the organization may offer.

Because the Aquarium controls the content, it also controls the front end to the movie and can add extra chapters to relay special messages it want the viewer to hear. Two examples of add-on chapters we included in "3D Coral Reef Aquarium" are (i) "Isla Cozumel" which is a short 4 minute promotional video for Cozumel that plays on the ferry ride from Playa Del Carmen to Cozumel and (ii) "Losing Nemo" that was made by 23 professionals in their spare time over 2 years that discusses the depletion of fish in the oceans as a result of over fishing.

Interactive Sea Critter Experience

The Interactive Critter Experience is our latest product under development and is due for release in the Second Quarter of 2014. This product was painstaking put together by scuba divers, underwater videographers and high technology experts. The Interactive Critter Experience combines Windows 8 touchscreen self-contained computers with over 3 hours of footage and voice over describing over 150

critters and corals that call the coral reef their home. A patron or child that desires a more information on the "Sea Critter" they are viewing can find the critters picture and touch the chosen picture to receive an informative discussion on the unique animal. This is a great way for persons of all ages to not only see the Sea Critter in your Aquarium tank, but also to hear and see additional film and scientific discussion of the animal, including name, Latin Name, habitat and other information data delivered in a fun and easy to use way. The world is going "touch" and we believe the product is fun to use, informative and educational. We have accumulated over 500 pages of research on various sea critters that is in a Microsoft Word format that be are reducing and organizing to present a consistent delivery of information. The Interactive Critter Experience with be a combination of Film, Photos, Information Overlays and Voiceover to provide a discussion on the animals and corals contained in the initial release.

All of Our Work is Done In-House – We Do Not Outsource

All of our filming, editing. color correcting and arrangement of the outstanding footage is done in-house. We outsource nothing. What this means is that the Aquarium's personnel will be talking directly to the persons that filmed the footage and performed all post production. The Aquarium will never get the run around that some other group is to blame. Our founder, Dean Homayouni, has extensive experience filming underwater and is an expert in all of the applications we use. He personally leads the effort to find the best tools and effects possible to return the great colors contained in our products.

Mr. Homayouni has the most critical eye and demands the best products possible with the technology we use. He takes a personal interest in each client's goals and wants to understand the message the Aquarium wants to relay to the public. Hours and time does not matter to us. We want to ensure you are completely satisfied with the results. Mr. Homayouni believes the Aquarium 3D Venue should be a living and changing experience. That is why we will supply 75 minutes of new clips every twelve (12) months and provide two major revisions for free.

We understand material can get stale and outdated. That is why we provide new footage each year. We hope the Aquarium's staff will have as much fun and excitement watching the new footage as we having filming and performing post production. Filming the underwater world and bringing back the magnificent colors is not a job for us; **IT IS OUR PASSION**. We want the viewing public to feel the same excitement and thrills as we do.

Mr. Homayouni passionately believes 3D is the only truly immersive viewing experience for the underwater environment to allow the viewing public to actually get a sense of actually scuba diving. It took him over two (2) years (and many 20 hour days) to perfect our filming techniques and post production procedures.

4. STREAMING VIDEO SERVICE

There will be multiple potential revenue streams as described below:

1. **Yearly subscription plans with commercials** – This plan is $39.99 per year and includes 2 minutes of commercials before the streaming movie plays.

2. **Yearly subscription plan without commercials** – This plan has no commercials that run during the beginning of the movie and no pop-up ads during the movies. The subscription price per year is $59.99.

3. **Advertising revenue on front end of streaming video** – As stated in point 1 above, under the $39.99 yearly subscription plan there will be 2 minutes of up front commercials. The questions will be how to get the consumer to watch the commercials and not go the kitchen. We will encourage that the advertisers produce 3D commercials with entertainment value. Similar to Super Bowl ads, the viewer will be enticed to see what 3D effects the advertiser has included in there commercials. Imagine the entire GM product line floating out of the box or a hand holding a drink extending out from the screen. Digital graphics can float out of the box making the ads not only informative but also a great 3D experience. We can even have a contest where viewers vote on the best 3D ads.

4. **Pop Up ads while the movie is playing** – We can have out of the box pop up ads that float out of the box while the movie is playing.

5. **Brick and mortar store** – We will have a standard web based storefront to purchase the Blue Rays. The price will be $18.95. We will also sell tasteful products such as shirts, sweatshirts, coffee mugs, hats, maps (such as map of all of the members if the whale and dolphin and whale families). We plan to place all hard products for sale at Amazon.com and have then manage the logistics and shipping of such items purchased. We do not plan to be in the business of fulfilling and shipping hard products. We expect to sell roughly 50 products through the store than can expand as the Company grows.

6. **We can have our own 3D Academy Awards**. We can accept films produced by artists from all over the world and allow our subscription base to vote on the films. We can then present our Academy Awards for 3D films.

Plan to get the subscriber to watch the ads

A revenue generator in our business plan is the two (2) minutes of ads to run at the beginning of each streaming movie. The key question that every company that will advertise is "how do we get the consumer to watch the ads?" During the recent Super Bowl between the New York Giants (they won again!!!) and the New England Patriots there was a discussion that the

average 30 second spot costs $3.5 million (a record). The key is how do the companies advertising gain assurance that the ad will be watched and that such large funds are not wasted.

The answer is quite simple. The Super Bowl ads have gained a reputation for being a form of entertainment in itself. The uniqueness of the ads on a historical basis has resulted in the consumer not only watching the game but also watching the ads. We can apply this same basic concept to the two (2) minutes of ads that play before each movie. We will suggest to potential advertisers that run ads on the site provide 3D driven advertising that is unique, fun to watch and a form of entertainment in itself. Imagine the entire Ford product line floating out of the screen or a Camano spinning gravel that projects out into the face of the consumer. Imagine an arm extending out from the television opening a can of Pepsi or Coke that shoots liquid towards the viewers eyes. We can work with companies to explain what is economically and efficiently possible and what is not. The ads, graphics and text can be in full blown 3D and create a unique advertising environment that will become part of the entertainment experience. In many instances the 3D effects of the ads will be better than the 3D out of the box movies we will be streaming to our customer base.

Once again "Our Imagination" is our limit. We should inform companies that advertise on the website that this statement also applies to them and their advertising agencies. 3D ads during the first 24 months the site is launched will be one-half (1/2) the price of a 2D ad to provide an economic incentive for the advertiser to produce 3D ads.

To make the experience fun and interactive for the consumer we can request that the consumer vote on the best ads and have an annual 3D Academy Awards for ads that were run on the internet site. Not only will this be fun for the consumer but also provide invaluable feedback to the advertisers.

5. STORE FRONT "BRICK AND MORTAR PRODUCTS TO BE OFFER

The major push of our product line will be to offer the a large selection of quality 3D movies that are educational and fun. Our major push will be the electronic distribution of streaming video as discussed in this Business Plan. As a side business (and not our major focus) we will offer typical brick and mortar products that will all be educational related and have a high tech twist. The products to be offered will be tasteful and professional. They will range from $10 items to over $1,500. Many of the items will be obtainable from stores in museums. Our Chairman, Mr. Homayouni, grew up in the Washington D.C. area and spent countless hours touring the Smithsonian Institutes. He is an avid fan of historical art. We plan to stock the inventory items by using the inventory management and shipping services available at Amazon.com. We do not intend to stock, maintain and ship inventory. Other companies have the systems and personnel to effectively manage this process. Examples of brick and mortar products to be offered are listed below. We intend to offer approximately 100 – 200 products at our web based store. The number of products will grow as we add more 3D movies to the collection. All

“teacher” and “student” guides will be provided in a PDF format, shall be downloadable and provided at no charge.

- 3D movies upon launch of the site
- ATV goggle video cam
- Ski goggles video cam
- Scuba mask video cam
- Big blue lights (underwater)
- Panasonic 3D camcorder
- JVC 3D camcorder
- Canon 2D camcorder
- Canon Underwater housing
- Equinox underwater housings
- Books on video editing
- Resale CS4 for the underwater photographer
- T Shirts
- Hats
- Posters of animal groups (such as Dolphins and Whales)
- Downloadable teacher and student guides (free in PDF form)
- 3D mobile devices

WHAT ARE THE TYPES OF 3D EXPERIENCES

Kaleidoscopic or Positive convergence – Positive convergence is a 3D experience where the television screen appears to have depth but the assets or subjects are not floating out or in front of the television screen. Technology has rapidly advanced in this arena including hardware codex that will convert 2D to 3D. The problem with this type of 3D is that the consumer is not getting the type of 3D experience they are expecting. The advantage is that active shutter glasses are not required but the thrill or initial positive reaction quickly wears off as the consumer comes to realize no objects are floating out of the screen. This type of 3D is also referred to in many circles as "faux3D"-- Lang for fake 3D. We do not believe this is the 3D experience consumers are expecting or looking for. Hollywood has received many negative comments for this type of 3D experience; especially as related to the recently released movies.

Negative or Stereoscopic 3D – This is a 3D experience where the asset, character or subject is floating outside of the screen and is the type of 3D experience we believe the consumer expects when viewing a 3D movie. We have developed business processes to be able to identify clips or subjects that enable us to convert 2D film to a Stereoscopic 3D experience. Our techniques allow us too efficiently and effective create a 3D "out of the box" experience using stock footage, with defined criteria. We can accomplish this experience with 2D graphics as well. The reader of this business plan should have received two demo DVDs. The first DVD shows clips that contain an out of the box 3D experience mixed in with Kaleidoscopic 2D film that has been converted to 3D.

The basic principle behind shooting stereoscopic 3D is to capture and then present two slightly different points of view and let the viewer's own visual system determine stereoscopic depth.

Terminology

Stereoscopic 3D a.k.a. "Stereo3D," "S-3D," or "S3D"

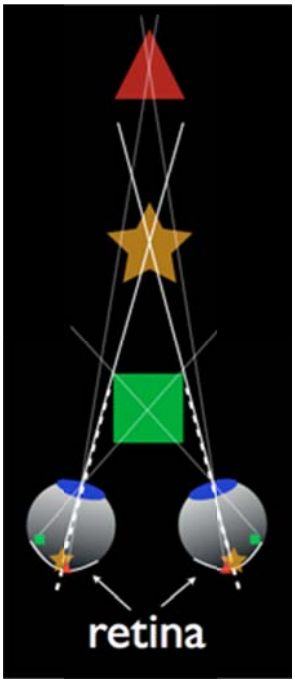
"3D" means different things to different people. In the world of visual effects it primarily refers to CGI modeling. This is why stereographers refer to the craft specifically as "stereoscopic 3D" or simply "S3D" to differentiate it from 3D CGI.

Interaxial (a.k.a. "Stereo Base") & Interocular (a.k.a. "i.o.") separation

Interaxial separation is the distance between the centers of two camera lenses (specifically the entrance pupils.) The human interocular separation is an important constant stereographers use to make calculations for interaxial separation. Beware that Interaxial separation is often incorrectly referred to as "Interocular" and vise-versa. In the professional world of stereoscopic cinema it has become the norm to refer to interaxial separation as "i.o." even though it is the incorrect term.

Binocular Vision, Retinal Disparity and Parallax

Binocular Vision simply means that two eyes are used in the vision system. Binocular Vision is very important to most mammals (including humans) because it allows us to perceive depth at close range.



Try this: Hold one finger next to your ear. Now stretch your other arm out straight and hold up another finger. Now bring your two fingers together and touch the tips together. Now repeat the same procedure but close one eye. Were you able to touch your fingers together on the first try? Now you know how important binocular vision is at close range.

When we look around at objects at different distances from us the images of those objects will be projected on our retinas in slightly different locations for each eye. Our brain can interpret this "Retinal Disparity" and help us determine depth. When we shoot 3D with two cameras from slightly different positions the same thing happens; each camera's sensor registers the objects in the scene in slightly different horizontal positions. We call this difference "parallax."

Convergence & Divergence

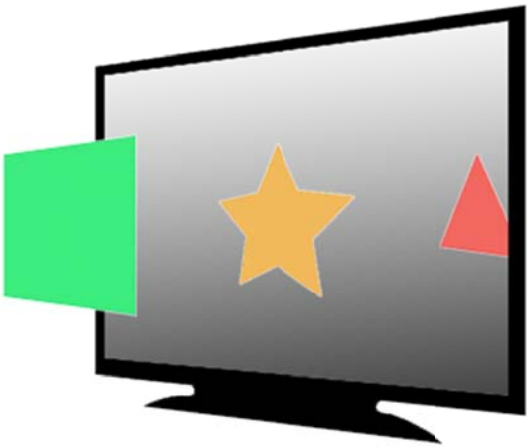
Binocular Vision and Parallax are the primary visual tools animals use to perceive depth at close range. The wider an animal's eyes are apart (its *interocular* distance) the deeper its binocular depth perception or "*depth range*." At greater distances we start to use monocular depth cues like perspective, relative size, occlusion, shadows and relation to horizon to perceive how far away objects are from us. Of course it would be difficult to look at double images all day so instead our eyes naturally angle in towards the object of interest to make it a single image. This is called *convergence*.

Here's an example of how your eyes use convergence in the real world. Hold a pen about one foot in front of your face and look directly at it. You will feel your eyes both angle towards the pen in order to converge on it, creating a single image of the pen. What you may not immediately perceive is that everything behind the pen appears as a double image (diverged.) Now look at the background behind the pen and your pen will suddenly appear as two pens because your eyes are no longer converged on it. This "double-image" is *retinal disparity* at work and it is helping your brain determine which object is in front of the other.

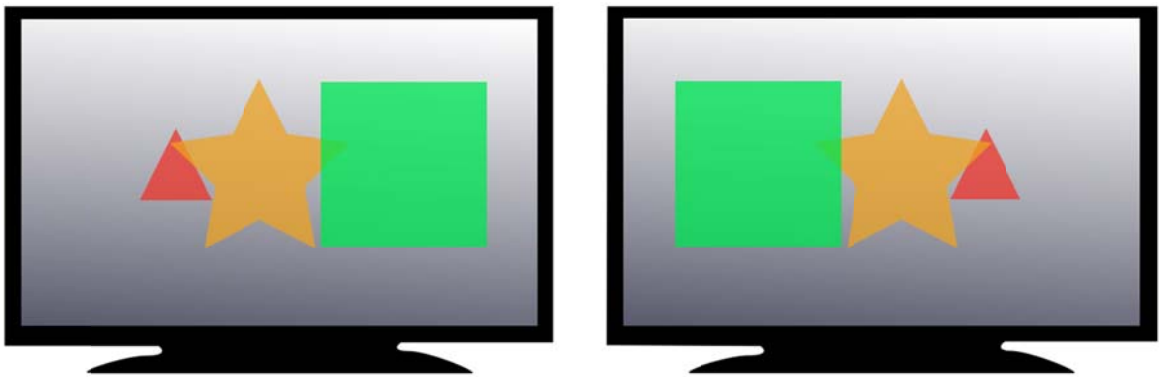
What never happens to your eyes in the natural world is *divergence*, which would mean that your eyes would angle outward. This is because the furthest point you could possible attempt to look at is at infinity

and even infinity would only require that your eyes be angled perfectly parallel to each other. This is why stereographers should avoid background parallax values in their scene that may require the eyes to diverge when viewed. This is easy to keep in check through some simple math but we will cover that a little later.

Stereo Window, the Screen Plane and Negative, Zero or Positive Parallax



Simply put, the "Stereo Window" refers to the physical display surface. You will be able to visualize the concept if you think of your TV screen as a real window that allows you to view the outside world. Objects in your stereoscopic scene can be *behind* or outside the window (*positive parallax*,) *on* the window (the *Screen Plane* or *zero parallax*,) or inside, between you and the window (*negative parallax*.) In the same way objects appear in different horizontally offset locations on our retina to create parallax separation, stereoscopically recorded and displayed objects will appear to have different horizontal offsets (parallax) depending on their depth in the scene. If an object has no perceivable amount of parallax then we consider it to appear on the screen surface just as the star in the illustration. This is why converging on an object will make it appear to be at the screen. This can be done by converging the cameras on the objects while shooting, or by sliding the images horizontally in opposite directions during post production.



If an object's left image is to the left of the corresponding right image then that object has positive parallax and will appear to be behind the screen. If an objects left image is to the right of the right image then it has negative parallax and will cause your eyes to cross, which will suggest to your brain that the object is in front of the screen. This is the basic principle behind stereoscopic shooting and emulating human binocular vision with two cameras.

Respecting the Stereo Window

The display screen represents a window and objects can be behind, at or in front of the window. If you want an object to appear in front of the window it cannot touch the left or right edge of the frame. If it does the viewer's brain won't understand how the parallax is suggesting the object is in front of the screen, but at the same time it is being occluded by the edge of the screen. When this contradiction happens it is referred to as a *window violation* and it should be avoided.

Unwelcome Disparities (Geometric, lens and temporal)

Disparity is a "dirty word" for stereographers. In fact the only "good" type of disparity in S3D is horizontal disparity between the left and right eye images. As mentioned before, this is known as parallax. Any other type of disparity in your image (vertical, rotational, zoom, keystone or temporal) will cause the viewer's eyes to strain to accommodate. This can break the 3D effect and cause muscular pain in the viewer's eyes or even nausea. Every stereographer strives to avoid these disparities.

Ortho-stereo, Hyper-stereo & Hypo-stereo

The average interocular of humans is considered to be about 65mm (2.5 inches.) When this same distance is used as the interaxial distance between two shooting cameras then the resulting stereoscopic effect is typically known as "Ortho-stereo." Many stereographers choose 2.5" as a stereo-base for this reason. If the interaxial distance used to shoot is smaller than 2.5 inches then you are shooting "Hypo-stereo." This technique is common for theatrically released films to accommodate the effects of the big screen. It is also used for macro stereoscopic photography.

Lastly, Hyper-stereo refers to interaxial distances greater than 2.5 inches. As we mentioned earlier the greater the interaxial separation, the greater the depth effect. An elephant can perceive much more depth than a human, and a human can perceive more depth than a mouse. However, using this same analogy, the mouse can get close and peer inside the petals of a flower with very good depth perception, and the human will just go "cross-eyed." Therefore decreasing the interaxial separation between two cameras to 1" or less will allow you to shoot amazing macro stereo-photos and separating the cameras to several feet apart will allow great depth on mountain ranges, city skylines and other vistas.

The trouble with using hyper-stereo is that scenes with gigantic objects in real-life may appear as small models. This phenomenon is known as *dwarfism* and we perceive it this way because the exaggerated separation between the taking lenses allows us to see around big objects much more that we do in the real world. Our brain interprets this as meaning the object must be small. The opposite happens with hypo-stereo, where normal sized objects appear gigantic. (*Gigantism*.)

If one attempts to shoot with two cameras configured in a side-by-side stereoscopic mount the smallest interaxial distance available will be the width of the camera. In most cases the width of the camera will be around 6 inches. This might seem like a big limiting factor, but other specialized equipment is available to achieve small interaxial distances with almost any sized camera.

Viewing 3D: Passive Polarization, Active Shutter Glasses, Anaglyph & Autostereo

There are three basic types of glasses used for presenting stereoscopic 3D material. In most of the theatres in North America the common method is passive polarized glasses with either circular or linear polarizers. There are a few consumer and professional HD 3D monitors that use the same passive method. However, most of the consumer 3DTVs on the market use some form of active shutter glasses to flicker the left and right images on and off at 120Hz. Autostereoscopic displays use lenticular lenses or parallel barrier technologies to present stereoscopic material without the use of glasses. Anaglyph glasses will work with almost any display but use color filters to separate the left and right images. The most common configurations are red/cyan, blue/amber, and green/magenta.

<u>Selecting Your Gear</u>

Side by Side Rig vs. Beam-Splitter Rig

Interaxial separation is an important factor when shooting S3D so therefore the width of your two cameras will determine the minimum interaxial separation in a side by side rig. Both of these interaxial distances are far too wide for any application other than hyper-stereo shots of landscapes, mountain ranges, helicopter shots, etc. In order to shoot subjects in close range (within 15 or 20 feet) you will require a beamsplitter rig. Beam-splitters use a 50/50 or 60/40 mirror (similar to teleprompter glass) that allows one camera to shoot through the glass and then other to shoot the reflection. The interaxial can be brought down to as little as 0mm (2D) with beamsplitter rigs. There are over 20 different beamsplitter rigs on the market ranging from $2500 USD to $500,000. However, many other types of disparity can be introduced when shooting through the glass (polarization effect, dust contamination, color cast, etc.)

Purpose-built Stereoscopic cameras

Stereoscopic film cameras have existed for decades. Recently manufacturers like Fujifilm, Panasonic, Sony and JVC have recognized the demand for digital versions of these cameras and released new products to market. Some can record to separate left and right files or side-by-side format files for easy workflows in most non-linear editing systems (and easy compatibility with Stereo3D Toolbox) but many of the new systems record the two streams into a self-contained multi video codec (MVC) file that requires specific editing software (currently only Sony Vegas 10 on Windows) or a demuxing stage to separate the MVC into discreet left and right files (as with JVC's bundled Mac/PC software.)

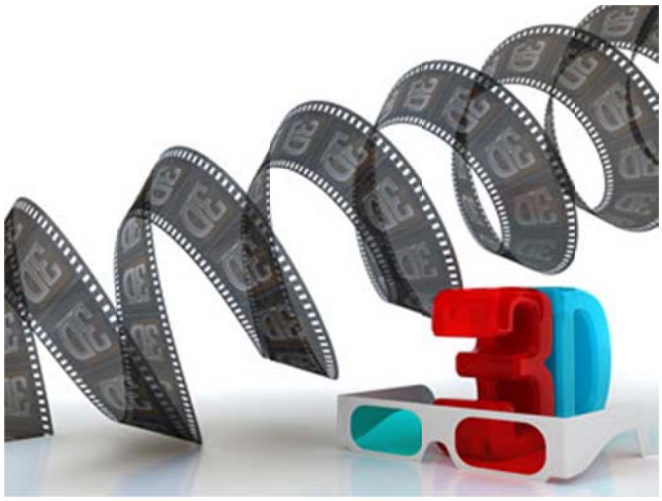
Fixing Disparity and Setting Convergence

Most stereoscopic post software has sliders to adjust vertical, rotational, zoom, color & keystone disparities. Fixing these disparities requires skill and practice but my recommendation is to start with rotation and make sure any straight lines are parallel to each other and then adjust zoom to make sure objects are the same apparent size. Next adjust the vertical disparity control make sure all objects next to each other. Finally adjust the horizontal convergence to perfectly align the object you wanted to be on the stereo window.

Native Pixel Parallax

There is one last thing you should check after aligning each shot. You must make sure that your background doesn't exceed the Native Pixel Parallax of your display screen or your audience's eyes will diverge (which is bad.) The idea here is that the maximum positive parallax (the parallax of your deepest object/background) does not exceed the human interocular distance when presented. You can determine the Native Pixel Parallax (a.k.a. NPP) by dividing 2.5 inches by the display screen's width and then multiply the result by the amount of horizontal pixels (i.e. 1920 for 1080p or 1280 for 720p.) I present my S3D material on JVC's 46" 3DTV. It is 42 inches wide and 1920 pixels wide so the calculation is 2.5/42×1920 = 114 pixels. This means that the parallax of the background should not exceed 114 pixels. In Stereo3D Toolbox you can enter your screen width and the filter will automatically calculate NPP and display a grid. If the parallax in your background does exceed this limit then adjust your convergence to move the depth range back away from the viewer.

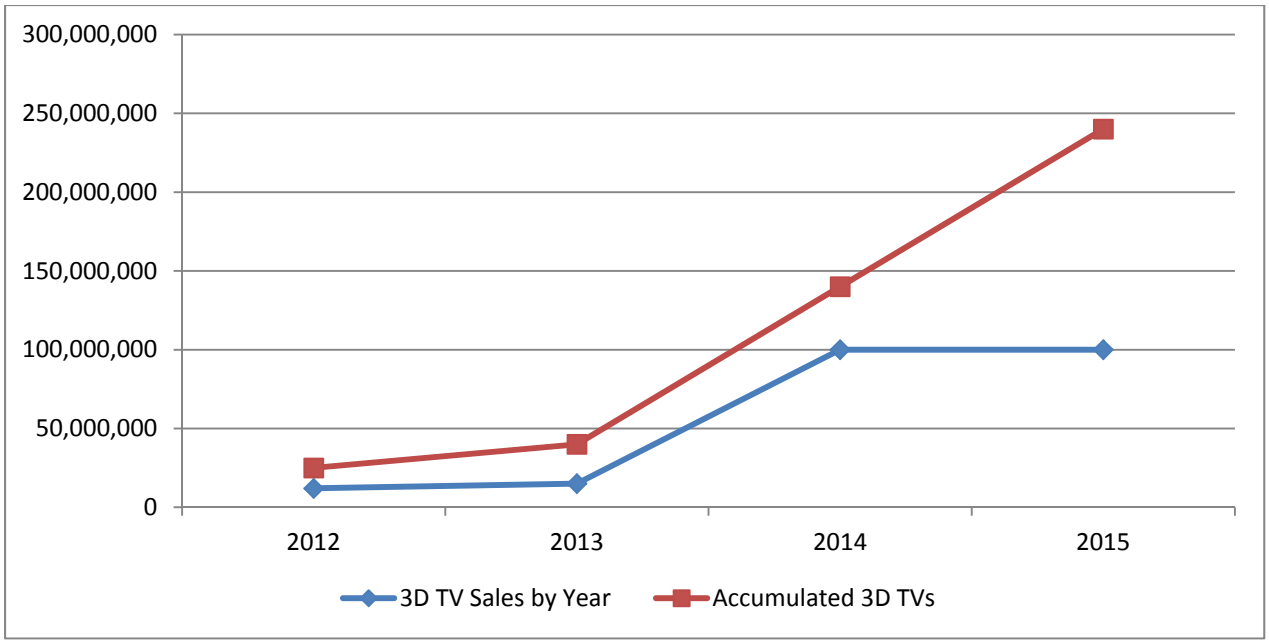
WHAT IS THE SIZE OF THE EXPECTED 3D TV MARKET



In 2011 approximately 10 million 3D ready televisions were sold worldwide. The expected 3D ready televisions to be sold in 2014 and moving forward is 100 million units per year. We estimate based on this data that there will be 500 million 3D televisions sold by the end of 2019. Assuming two persons per 3D television sold, the potential 3D customers by 2019 is one (1) billion viewers. This number does not include the iPhone, iPad, Android Phone, Android Pad and windows phone. The ability to stream our products to 2D and 3D devices means we can reach a massive audience of regular home viewers, teachers and students. We believe our business model is compelling from both a technology and delivery standpoint.

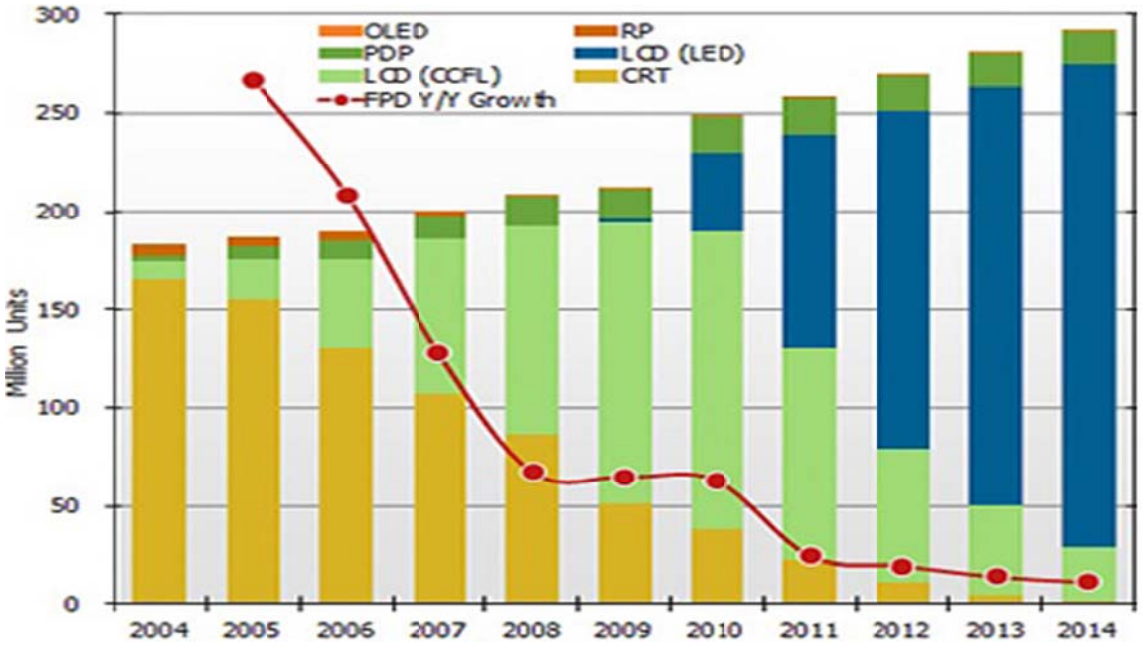
The television industry anticipates the availability of 3D TV displays will persuade consumers to part with their money and upgrade their existing HDTV sets. Following the success of 3D movies like *Avatar 3D*, TV manufacturers took note, and have been fervently pushing 3D-ready and 3D-capable televisions over the course of the last year. However, the amount of available 3D *content* will be a key factor in determining how popular these 3D TVs actually become. In this early stage of 3D television taking off, many TV makers overestimated the stream of available 3D content following the release of several successful 3D movies. They did not properly account for the time or expense required to shoot and produce videos with convincing 3D effects. Simply put, many companies were caught off-guard because the availability of 3D content lagged severely behind that of available 3DTV sets.

According to market research firm DisplaySearch, a total of 3.2 million 3D TVs were shipped globally in 2010, and that number is expected to grow to as many as 91 million by the year 2014.The forecast came from DisplaySearch's *Quarterly TV Design and Features* report. Importantly, the report revealed that 21% of all televisions that were shipped in 2010 had internet connectivity features built in. With all of the attention that has been placed on internet-enabled television (IETV) sets in recent months, you can expect that number to rise alongside the number of 3D-ready televisions that are shipped each year.



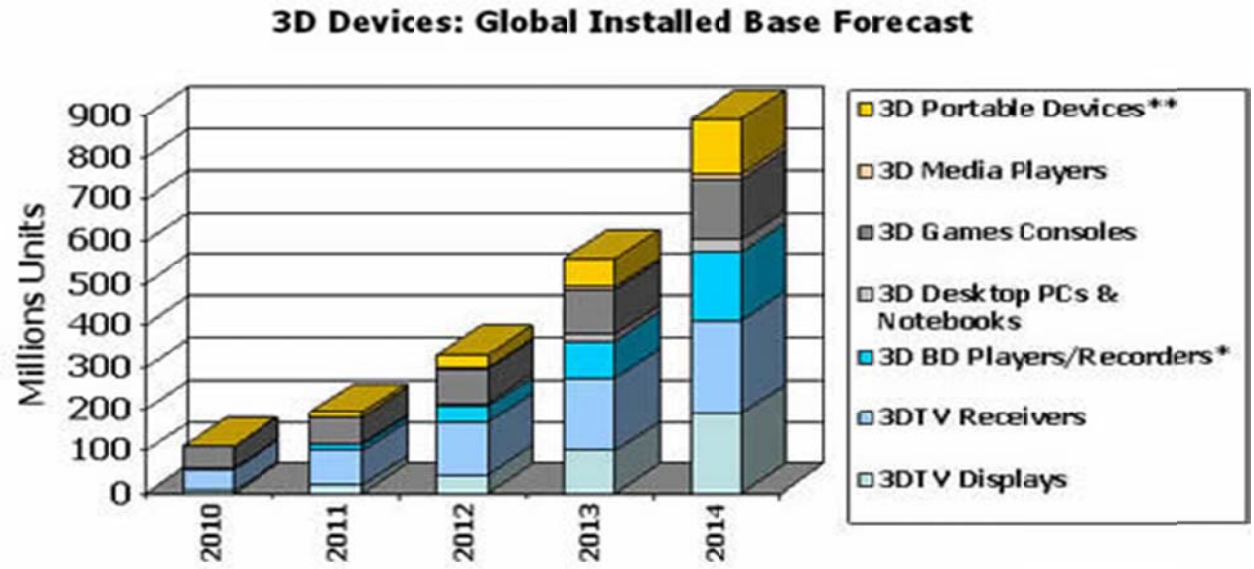
Sales of 3DTV Sets Expected to Reach 100M Worldwide by 2014

Just over 2 million 3DTV sets were sold worldwide in the last quarter of 2010, but that figure is expected to rise to 100 million by 2014, which will comprise more than 50 percent of revenues according to research firm DisplaySearch. The healthy penetration of sales of 3D-capable sets will first be attributed to full-featured sets and will account for 30 percent of 120Hz+ LCD TV sets in 2011. However, 3D penetration will quickly move into more basic models over the next several years. Plasma TV, which enjoyed a 30 percent increase in sales in 2010, now accounts for about 17 percent of 3DTV sales in 2011. DisplaySearch is now tracking and forecasting 3DTV shipments by technology, size, resolution, frame rate and backlight type, all broken down by region throughout its "Quarterly Advanced Global TV Shipment and Forecast Report." The report also noted that as more consumers replace their CRT-based TV sets with new flat panel TVs, the growth rate of these CRT sets is slowing worldwide.



Worldwide TV Market by Technology. Source: DisplaySearch Quarterly Advanced Global TV Shipment and Forecast Report

LCD TVs continue to be the primary TV type shipped worldwide, and are expected to account for about 84 percent of all TV shipments in 2011. As CRT TVs become scarce, LCD TVs will become the de facto choice for consumers looking to upgrade their CRT TVs. Worldwide LCD TV shipments will increase from about 192 million units in 2010 to almost 217 million units in 2011, a 13 percent increase. Total LCD TV shipments are expected to increase steadily, reaching 270 million units by 2014. Within the LCD TV category, several key features are gaining share as cost premiums decline. LED backlights will account for about 50 percent of the total LCD TV units shipped during 2011, penetrating a large number of screen sizes, especially above 40 inches. Larger screen size sets are usually fully featured and focused on performance. As a result, performance-oriented features like high frame rate and 1080p resolution have much better penetration among larger screen sizes. 120Hz and higher refresh rates will account for about a quarter of total LCD TV units in 2011, but for 40-inch+ sizes, the share is more than 60 percent.



Source: Strategy Analytics' Connected Home Devices service, March 2011
*TV set-top 3D BD players
** Cameras, Camcorders, Media players, Phones, Gaming Consoles

Industry reports predict that a third of homes in the US will buy a 3DTV in the next three years and that 95 million 3D devices will be sold worldwide. Ownership of 3DTVs will accelerate rapidly over the next three years, according to the latest research from Strategy Analytics. The report, "Global 3D-Enabled Device Sales Forecast," predicts that 34 percent of US homes will own a 3D-ready TV by 2014. In Europe, 3DTV ownership will grow even faster, with 42 percent of homes owning a 3DTV by 2014. In spite of early challenges in the 3DTV market, the report predicts that 3D capability will become commonplace across a wide range of consumer electronics devices. Global sales of 3D-enabled devices are forecast to grow 89 percent in 2011, to reach 95 million units. This forecast includes 3D-ready TVs, 3D TV set-top boxes, 3D Blu-ray players, 3D media players, 3D phones and 3D fixed and portable games consoles. Peter King, Director at Strategy Analytics said, "Western Europe, Japan and the US will be the world's three largest markets, accounting for 93 percent of 3D device sales in 2011. By 2014 we are projecting a global installed base of nearly 900 million 3D-capable devices." Speaking from the IP&TV World Forum in London, UK, David Mercer, Principal Analyst at Strategy Analytics, adds, "Once 3D-ready TVs are out there, the question for 3D content publishers will be: How often will 3DTV owners get the goggles out? Without compelling 3D content there is a real danger that 3D becomes a dormant feature - much hyped but rarely used."

Clearly, the major issue related to 3DTV at this juncture is a lack of content. The business opportunity this lack of content represents can be summarized by comparing 3DTV and the iPod. The websites of Best Buy and Frys (two large technology retailers), t offer approximately 100 3D titles. Imagine if IPod launched with only 100 songs available to the consumer to download. This is where we are at in the 3D content market. The average consumer that owns a 3D device is starved for content. We intend to be one of the companies to fill the large void of professionally produced 3D content.

OUR BRANDING STRATEGY

Technology companies must emphasize branding to develop and sustain competitive advantages. The technology market is fluid and rapidly changes. Consequently, product-focused branding will have a short life as the products and services rapidly adapt. Additionally, firms in technology markets that compete primarily based upon price performance tend to experience trouble as product differentiation becomes unsustainable. Technology firms must focus on branding from their inception as a key method of sustaining a competitive advantage. OutsideTheBox3D is positioned to create a powerful brand because it will become a thought leader, early entrant, and industry driver in the 3D content category due to its innovative business processes and a focus on the user experience.

Technology firms use branding as an important avenue to insulate against competition. When a brand can offer a customer the assurance of quality, experience, style, and reliability, then that brand becomes a valuable intangible asset. In fact, in 2004, four of the world's ten most valuable brands were technology brands: Microsoft (#2 at $61.4 billion), IBM (#3 at $53.8 billion), Intel (#5 at $33.49 billion) and Nokia (#8 at $24.04 billion). In 2011, after an economic downturn, four of the five most valuable brands in the world are technology firms including (#1 Google $48.6 billion), (#2 Apple $39.3 billion), (#3 Microsoft $39 billion) and (#4 IBM $34.9 billion).[2] Brands are highly valuable assets to technology firms because brands are valuable pillars of sustainability in a complex market place.

Technology markets are unique. In a rapidly evolving and expanding technology market, a brand can be a beacon of stability for consumers in the storm of information. Technology markets differ from consumer-packaged goods (CPG) markets. The differences cause enlightened firms to make strategic brand decisions throughout the life of the company based on market place differences related to (1) Market Characteristics, (2) Product Life Cycle, and (3) Customer Decision Making.

I. Different Market Characteristics

Technology markets undergo rapid change and evolution. Entire categories are often created and the lines between existing categories frequently blur. Products diffuse rapidly through the adoption life cycle and successive product generations follow. Two important steps should be initially taken by a firm. First, the brand name must be abstract not descriptive. Second, branding should translate features and functions to benefits and emotional benefits. OutsideTheBox3D (aka "OTB3D") is the definition of an abstract name. Yet, in the context of 3D content, the name simultaneously hints at functional benefits the consumer will gain with a unique viewing experience. One contemplated trademark phrase is Turn-Up Life which suggests a promise of a greater enrichment. OutsideTheBox3D` will deliver on the promise of enriching lives by focusing upon:

A. *Entertainment value*. The firm offers amazingly content rich 3D footage structured in a way to reduce eye strain and give consumers the ideal 3D experience.

B. *Educational value.* The firm offers users a unique, interactive viewing experience that requires audience participation, polls, questions, puzzles, and more to increase retention of information.

The enrichment subscribers bring to their home is two-fold: one-of-a-kind 3D films and a strong educational supplement. First, OutsideTheBox promises unparalleled entertainment. Subscribers are able to bring high-tech, rich 3D content to their home. The 3D content gives 3D viewers what they want: an outside the box viewing experience. The movie and documentary content will be equally compelling. Better footage, better movies. OutsidetheBox3D's StrainlessVision technology produces films aimed to prevent or diminish eyestrain. Awesome films floating outside the screen with little eyestrain will keep the consumer wanting to see what is next.

OutsideTheBoxTM will meet and exceed consumer demands in the 3D marketplace not only because the consumers can experience highly entertaining 3D movies and documentaries, but because consumers can turn up the educational value at a touch of a button. OutsideTheBox's Edu-richTM entertainment is a brand of generally non-fiction films with topics ranging from nature to history to sports to space to name a few. Films labeled Edu-rich engage the audience according to scientific methods which research shows allows users to better retain information. Schools and traditional documentaries, movies and non-fiction films continue to use the lecture format to deliver an onslaught of information. The *passive* bombardment of a lecture or movie is a poor way to convey information in classrooms and living rooms.[3]

OutisideTheBox3DTM's Edu-richTM labeled films give viewers the choice to simply watch the film or make one click and transform the film into an interactive movie with puzzles, reviews, and questions that take viewers through the higher levels of thinking they will not get elsewhere. Further, OutsideTheBox3D presents subscribers with an integrated platform that allows users to learn more about any topic, character, or story they saw during an Edu-rich movie. They also can seamlessly post information about their OutsideTheBox3D experience on popular social media networks. Therefore, OutsideTheBox users feel affiliation with a group connected through social media, feel independence from outdated methods of late fees or returns, and feel a general sense of well-being by providing the maximum amount for their family's entertainment and educational needs *while saving money*.

Co-branding strategies

Technology markets generally feature products using multiple components with many providers. Consequently, co-branding opportunities can be important ways to leverage and extend the reach of a technology firm's brand. For example, 3D content lives in symbiotic relationship with 3D television provides, DVD and Blu-ray devices makers, 3D camera companies, and many more. The rapid, complex environment of technology markets often cause consumers to engage in more sophisticated decision-making processes (DMP). It is important to reach out to influencers (critics, media, bloggers, etc.) and other sources consumers turn to for reliable information. Even more importantly, brand managers in technology markets must ensure the brand reflects across the total customer experience. Every interaction with the firm should invoke particular benefits and emotional

benefits the firm desires consumers to associate with the firm.

Category Differentiation and Brand Differentiation

When a firm enters a relatively new category within technology markets it must compete for *mind*share before market share. The competition for mindshare begins with a firm's ability to position themselves as leaders in the markets of the future. This requires the firm to associate itself with an opportunity area which comprises potential markets in the future. The 3D market likely includes a billion people on the television platform alone before the end of the decade. Factoring in 3D content playing or streaming on tablets, mobile phones or other PDAs and the potential market is in the billions. Sun Microsystems conveyed effective *mind*share branding strategies with its Java programming and the concept of "network-centric computing." *Despite having few concrete offerings,* Sun positioned itself as a thought leader for an emerging market that developed a few years later. Sun became a leader in the market for web servers because the firm associated itself with the opportunity area of web-based computing before the market even existed. The value of pre-market branding is increasing as information increases and market leaders can be quickly recognized.

OutsideTheBox3DTM faces many of the same obstacles as it looks ahead to the massive emerging 3D content market. OutsideTheBox3DTMwill be an early entrant into the market and will first raise consumer awareness about the advantages of 3D v 2D content and the abstract visions and feelings of enrichment and empowerment 3D content give to subscribers. As the 3D market matures due to consumers being forced to buy 3D-equppied TVs by 2014, the branding strategy will focus more upon the benefits the consumer enjoys with an OutsideTheBox3D viewing experience compared to other 3D content providers.

Pre-market branding poses different challenges than consumer-packaged goods markets. First, no product is branded, only a concept or a vision about future possibilities. Second, the target market is not end users, it is *key influencers* which include (1) partners with complementary products, (2) developers who may write applications, (3) industry analysts who might influence customers, and (4) even competitors who may be co-opted into adopting the technology platform. In the end, technology brands must deliver on their pre-marketing promises. OutsideTheBox3DTM will initially invite people to Turn Up LifeTM by breaking away from the 2D world and finding the freedom, entertainment, and value of 3D technology. The technology is cutting edge, awe-inspiring, and just cooler to watch. Next, OutsideTheBox3DTM will reach out to partners with complementary products such as cameras, phones, televisions and other devices who all have access to important market segments and have interests in informing consumers about 3D technology. Third, OutsideTheBox3DTM is focused upon distributing its content on all web based products such as tablets, iPad, smartphones, androids, iPhones and similar platforms and, thus, expects to have good relationships with application makers going forward. Fourth, industry analysts will be given opportunities to test the product and services before it reaches market to create buzz.

II. Differences in Product Life Cycle

The product lifecycle speeds up in technology markets. The product life cycle can be summed up by the follow steps: knowledge, persuasion, decision, implementation, and confirmation.

Knowledge. First exposure to an innovation but individual lacks information about the innovation and has

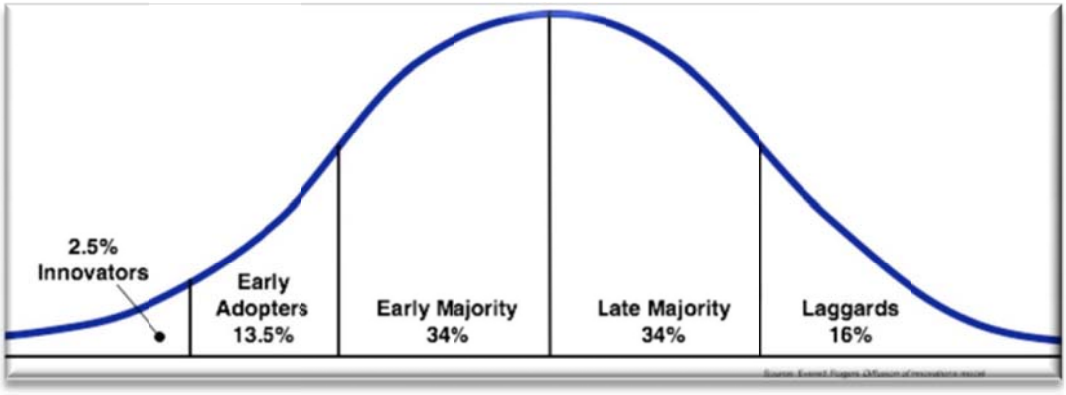
not been inspired to find additional information. Early advertisements for OutsideTheBoxTM will inform viewers of the incredible experience 3D content provides as opposed to 2D and leave audiences wanting more.

Persuasion. The stage an individual is interested in the innovation and seeks information about the innovation. OTB3DTM will be easily accessible on the website that is user friendly and provides clips and other information.

Decision The individual takes the innovation and weighs its advantages and disadvantages before deciding whether to adopt or reject the innovation. Research notes the individualistic nature of this stage makes it the most difficult to acquire empirical evidence. The clips on the OTB3DTM website will be highly engaging and rapidly cover the basic freedoms, independence, and self-actualization to be achieved.

Confirmation. At this stage individual finalizes the decision to continue using the innovation in this stage and may use the innovation its fullest potential. The OTB3DTM website will be geared towards giving people practical reasons to buy *after* emotional benefits are established. OTB3DTM offers cutting edge educational services and savings over other available 3D content.

The well-defined adoption life cycle of technology markets requires the brand value proposition to adapt to meet needs of various adopter segments. **Early adopters** value cutting-edge performance and innovative features. OutsideTheBox3DTM offers a ton of premier content not found anywhere in the world. Turtles, Sharks, Coral Reef Life, Amazon, Surfing, Jumps and Wrecks, Space, and Historical Speeches are a few of the many titles OTB3DTM will offer. Plus the 3D content is StrainlessVisionTM approved so the user has the ultimate OutsideTheBox3D experience. **Later market entrants** value eases of use and convenience and may not care as much about innovation. The OTB3DTM users can expect entertainment and education at the flip the switch.



Multiple brands in a technology market

Multiple brands effectively addresses the differing values different users require. A technology brand must be able to flexibly meet varied values to successfully diffuse in the market. For example, OutsideTheBox3DTM will have different branded offerings that appeal to a spectrum of value. OutsideTheBox3DTM could begin with distinct offerings. First, OTB3DTM **Absorb**TM provides subscribes exclusively with Edu-richTM movies. While entertainment is still high, each film provides an interactive way of learning and remembering content with the click of a button. Cutting edge science

underlies highly interactive learning mediums create to increased retention. It is the perfect complement to the already high entertainment value all OTB3D"" content contains. Simply put, Edu-rich"" uses educational techniques to stimulate viewer's higher levels of thinking.

Second, OTB3D **Enliven**"" provides viewers with high-quality content, compelling storylines, and pure entertainment. Satisfaction is guaranteed. Enliven"" subscriptions offer less Edu-rich"" films and may offer more mainstream movie and documentary offerings coupled with dozens of other top-tier titles.

Third, OTB3D **Limitless**"" opens the door to the power of the OutsideTheBox3D"" brand and its features. OTB3D gives subscribers full access to its library and range of services while providing cutting edge offerings, promotions, and benefits from partners representing a multitude of desirable products and services.

Must focus pre-marketing on Category Differentiation

3D is an emerging market and 3D content is an emerging category within that market. As the market emerges it will face competition from existing firms first. Therefore, it is important to emphasize advantages and points of difference which exist between 2D content offerings and 3D offerings. Such advantages and differences include (1) entertainment value, (2) comparable cost, (3) educational value (4) necessity, and (5) waste.

Be aware of competition at Brand level Once a category in an emerging market begins to solidify, companies must be prepared to shift marketing resources from Category Differentiation to Brand Differentiation. This shift is necessary as marketing returns on Category Differentiation ads dry up. A key component for brands to transition seamlessly across generations is a firm's vector of differentiation (VOD). A VOD is the unique way a brand will be successful over generations. OutsideTheBox3D's VOD is to use limitless imagination to create an outside-the-box entertainment and educational platform for users seeking freedom, enrichment, and empowerment.

Brand Manager Because technology products are complex and often require a long and technically demanding development process, the *product* becomes the focal unit of analysis for a product manager. Consequently, a brand manager's role at major technology firms is exclusively *outbound* in nature. In short, OTB3D will ensure that all of its offerings are evaluated to verify the quality and enrichment consumers expect from the OutsideTheBox3D brand. Therefore, brand decisions should be done on a centralized level.

III. Differences Related to Consumer Decision Making

Technology is complex and plagued with risk. And it can be expensive. Unsurprisingly, the consumer decision making process (DMP) for buying technology tends to be complex. Additionally, the customer decision making unit (DMU) tends to include several actors who influence the purchase decision. Understanding the complexity of a consumers' DMP and the influencers of a DMU provide valuable information to technology companies seeking to persuade users to try their brand.

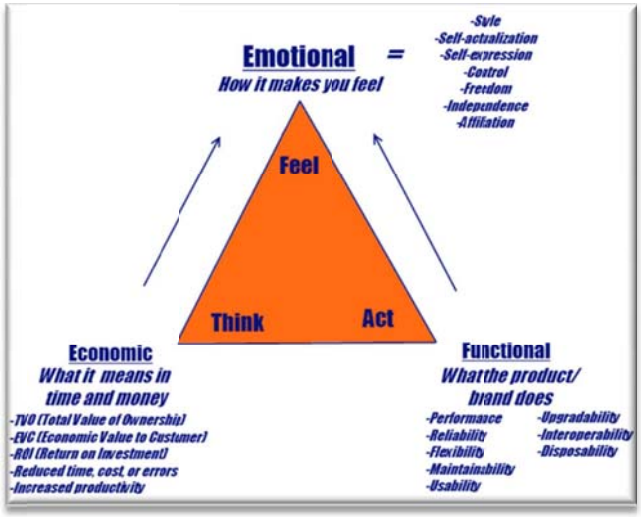
Business to Business Strategy

B2B marketing in the technology market requires a nimble strategy. Technology driver brands and sub brands need to be marketed simultaneously to multiple audiences, who may have different needs and may desire very different outcomes. Thus, firms must create multiple *audience-specific* value propositions for their brands that speak to the needs of each audience that makes up the DMU. OTB3DTM is a multifaceted firm with a multifaceted offering that can be repackaged according to many audiences' needs. Cutting edge entertainment and educational platforms make the OutsideTheBox3DTM attractive to Main Street, Wall Street, and to government and private educational institutions.

Limits of Feed and Speeds

Engineers dominate technology markets. Too often, engineers are prone to believe that innovative product features and improved product performance are the drivers of competitive advantage. This over-emphasis on features and functional performance is known as "feeds-and-speeds." Instead of focusing on functions, a firm must focus on *functional benefits*. Functional benefits are what the brand does for the customer in terms of outcomes enabled.

Two additional—and sometimes overlooked—dimensions are *economic benefits* and *emotional benefits*. The first benefit tells customers about the savings or efficiency gained. The second benefit empowers and helps the end user self-actualize. Emotional benefits deliver psychological and relationship rewards that customers expect to receive by owning or using the brand. Technology brands that position themselves by presenting emotional value before functional and economic value can extract a significant price premium and insulate themselves from feature-based competition.



OutsideTheBox3DTM offers emotional feelings of freedom, empowerment and self-actualization or waiting because OTB3DTM's simple, flat subscription allows users to stream 3D content instantly. Users self-actualize and experience a general sense of well-being because they are provide their homes with incredible entertainment and cutting edge educational supplements—and look like a hero will doing it.

IV. Overall Customer Experience

OutsideTheBox3D delivers a consumer experience not currently offered in the 3D market. The firm will enjoy an increased likelihood of brand loyalty as it positions itself as a thought leader and industry driver. Consumers will become aware of the OutsideTheBox3DTM brand's promise to deliver emotional benefits that drive behavior coupled with economic and functional advantages that confirm consumer's decisions to use the brand. The process of developing, attracting, managing and leveraging a customer base in the emerging 3D content market requires constant evaluation of each stage of the customer brand experience.

Initially, OutsideTheBox3DTM will position the relatively new category of 3D content against the existing 2D content market. Marketing messages will focus on category differentiation and emphasize abstract, visionary points of difference first and function-based points of difference second. This category differentiation is important as consumers transition into a world of 3D equipped platforms notably in the television market.

Next, as the 3D content market emerges, and as OutsideTheBox3DTM begins offering services, branding efforts will again highlight emotional, economic, and function advantages relative to rival brands within the 3D content category. OTB3DTM offers strong promises of empowerment and freedom to potential subscribers in the form of premium entertaining content and cutting-edge educational services. These promises will drive potential customers to learn more as they engage in their complex decision making process. Importantly, OTB3D will be well-reviewed by key influencers in the market place and offer potential customers the ability to view trailers and watch movies with ease.

Finally, impressive economic value will confirm customers' decision to subscribe to OutsideTheBox3dTM. For the same price as a *single* 3D movie, OTB3D consumer's will instantly find dozens—and soon hundreds—of movies containing unparalleled content in the out-side-the-box StrainlessVisionTM format they demand. The OutisdeTheBox3DTM brand will be able to diffuse in the market quickly because it has several intrinsic characteristics favoring an individual's decision adopt or reject and innovation. The general *relative advantage* OutsideTheBox3D enjoys is producing top-of-the line content in a 3D market that is starved for *any* content. In addition, OTB3DTM's offerings rank well in terms of compatibility, simplicity, trialability, and observability.

1. ***Compatibility***: OTB3D content will be playable in multiple 3D platforms including television, web, tablets, smartphones, iPhones, and other similar PDA devices. The 3D television market's projected growth rate of 100 million units per year starting 2014 coupled with television's rapid integration with the web provide strong indications that OutsideTheBox3D(tm)'s offerings will be compatible with a vast consumer base.

2. ***Simplicity***: If innovation is difficult, it will not be adopted. OutsideTheBox3DTM's website is simple to use. Subscribing is easy.

3. ***Trialability***. Free trailers and movies will be on the website along with select partners sites to raise awareness and let viewers test the content and quality of an OutsideTheBox3DTM experience.

4. ***Observability***- Owners of OutsideTheBox3DTM subscriptions receive the satisfaction and peer-

recognition that accompanies possession of premier entertainment. Equally important, OutsideTheBox presents educational content in a web-based TV medium ideal for families and social networks. OutsideTheBox3D users will be encouraged to post scores or other achievements associated with the Edu-richTM on the user's social media outlets. Friends and family will share achievements and enter friendly competitions through various applications designed to allow users to co-create their experience with the brand. In line with its company mission to support education, OutsideTheBox3D will look to reward the individual, family, schools or other participation with contest prizes, scholarships, and more.

OutsideTheBox3D will make strategic decisions to ensure that its brand plays a significant role in sustaining its competitive advantages. Unlike many technology firms that rely solely on functional or price benefits to maintain position, OTB3D will use its industry-leading technical innovations as a means to support a brand-driven customer experience that users will loyally refer and gravitate towards as the fire-storm of 3D technology and content bombards the market in the next decade,

HOW WE CAN ACHIEVE OUR GOALS

Use of modern computers and hardware – We use computers that are custom designed and not sold in retail stores or by the major manufacturers. Our computers can contain up to a 192 Gigabyte Ram Disk; have Solid State ("SSD") front end hard drives for caching and over-clocked, radiator cooled chipsets for maximum performance. As an example, data is transferred between a standard hard drive at 3mg to 6mg per second. An SSD hard drive transfers data at 100 Meg per second write to drive and 500 mg per second of read from drive. Our massive ram disks transfer data between the ram disk and the processor at 7 terabits (TB) per second. Our custom built hardware and business processes render film 4 to 10 times faster than machines currently available from large vendors and providers. Further our motherboards are upgradable to the 8 core processor due to be released by Intel in December 2012 and the 10 core processor due to be released in June of 2013. Therefore we expect to be on the cutting edge of technology and speed for the next 3 years.

Use of modern software. All of the software we use is 64 bit – All of our business processes and techniques involve using software that is fully coded 64 bit packages that have no RAM limitation and take full advantage of multiple core and process streams on the new Intel X79 chipset. Our performance gains and productivity is amazing. Our staff can check whether a clip will have the desired out of the box 3D effect almost instantly. This is a massive productivity gain over current industry practices and allows out staff to be productive during the entire work day. As an example, it previously took 30 hours to render a one hour movie using our old technology. The same task is now accomplished in less than one hour.

State of the Art Software. We use state of the art film editing tools that are a standard of Hollywood. We use Adobe Premier Pro CC to act as a film editing and accumulation system and for color correction. Adobe Premier Pro CC is part of the Adobe CC Master Suite Collection and is a rock solid product fully integrated to Adobe Photoshop, Illustrator and After Effects. We further utilize Adobe Audition and Adobe SpeedGrade. We settled on the Adobe CC platform and family of products in June of 2013 because of its 64 bit architecture and the recent release of Adobe AnyWhere. The Adobe CC family of products are cross platform and works on both personal computers and Apple computers. We also extensively utilize software products form BorisFX, GenArts, Red Giant, Vision III Imaging Inc., TiffenDFX and Video Co-Pilot. All of the products we use are from world renowned companies.

Use of Adobe AnyWhere. Adobe AnyWhere is a new application released in the Summer of 2013 and is a true multi-user application that allows multiple individuals to work in the same film project simultaneously. This is a truly revolutionary application and what we refer to as a "game changer". This application will allow film professionals, professors and other persons to log onto the projects remotely and supervise and consult on the status of the work flow. Standard video conferencing technology (such as Skype) will be utilized to enable professors and interns to discuss the projects and review changes such as color and special effects together in real time. Adobe Anywhere will allow resources to participate in progress of the projects in real time no matter where they are located. We have budgeted $50,000 for the installation and implementation of Adobe Anywhere.

Our business processes turn 3D editing on its head. We eliminated debilitating time inefficiencies and technological constraints previously required to determine the 3D effect on 2D footage. We looked at the theory behind 3D editing and the standard software packages used to obtain a 3D effect. We approached 3D editing and testing from a completely different perspective. We have demonstrated that our processes work. As our demos convey, we can create higher quality outside of the box 3D footage and we do it

many times more efficiently and effectively than current industry processes. **THESE BUSINESS PROCESSES ARE TRADE SECRETS AND WILL BE NOT DISCLOSED TO OUR NON MANAGEMENT SHAREHOLDERS OR SOLD TO ANY OUTSIDE PARTY.**

REALITY OF THE CONSUMER 3D BUYING EXPERIENCE

Mr. Homayouni, our Founder, recounts in this section what he experienced three years ago when he purchased his big screen 3D television which at the time was state of the art. This section is somewhat funny but also informative for the average reader of this document.

1. The consumer walks into a store and buys a 3D television or 3D Blue ray player.

2. The consumer gets home and there is no content to play.

3. The consumer goes back to the store and realizes he/she has to pay $30 to $40 per 3D movie.

4. The consumer shells out the cash and is pissed; gets home and movie is not good.

5. The consumer now has to buy multiple movies at premium retail prices because the toddler wants Lion King, the Teenager wants rock video, the Dad wants an action movie and the grandfather wants a nature film.

The above is the reality of what is happening every day, literally thousands of times. We can satisfy the content issue as described above. It does not matter if you are a toddler, teenager, in your twenties or sixties, the experience from our nature films and scientific films will be engaging and a real 3D experience. The parents are able to visit our website and see multiple available titles covering a host of subjects. The movies have a printable (and downloadable version from our website) of the 175 page Coral Reef Teacher's Guide. Not only is the movie a true 3D experience, but it is fun and educational. The parent can tell the child to fill out the student's guide and feels their child is learning something.

A second scenario is as follows. A welfare mom's TV breaks in 2015 and she goes to her local retainer and buys a new TV that is 3D ready. She does not have $29.99 to buy one movie; but as a conscious consumer she knows she can go to our website and get access to multiple 3D films that are fun and educational, covering a wide range of subjects.

A third scenario is as follows: We approach school boards or states and offer the service to all school children for a small fee per student. The teacher can use the teacher's guides and student's guides to assign homework assignments. The additional reference material can become an assignment for the fun critters to be assigned by student and a report to be turned in for grading.

CONTINGENCY PLANS

This section discusses Contingency Plans to discuss what off-setting factors are in case the Management's Plan of Operation does not work.

1. Library of Movies – A significant portion of the funds are being used to produce the initial library of movies. The movies can be produced in bulk and paced at Amazon to resale. The cost to produce additional copies of shrink wrapped inventory is approximately $1.80 per copy delivered to Amazon.com. We can use an Amazon.com web based store front to sell the movies. Amazon.com provides a full cycle fulfillment services to complete orders. Such cost is estimated at $2.50 per movies sold, including credit card processing fee, storage and fulfillment charges.

2. Attempt to re-sell the completed movies in bulk for a one-time fee to return capita. There is no assurance this scenario can be accomplished.

3. License the completed 2D and 3D movie content to other streaming media services to recoup a portion of the invested capital. We have already received multiple offers to have our current and future releases available for streaming over the Internet.

MANAGEMENT TEAM AND MEMBERS OF BOARD OF DIRECTORS

The executive officers of the Company are set forth below.

Name	Age	Position
C. Dean Homayouni, Esq., CPA	55	CEO, Director of the Company
Susan Homayouni	50	Member of Board of Directors
Mark Iskra	62	Member of Board of Directors

C. Dean Homayouni, Esq. CPA is a licensed attorney in the states of Nevada and California. Mr. Homayouni is a partner in his own law practice, and has held high level accounting positions for large publicly traded companies. Mr. Homayouni graduated Cum Laude from the University of Pittsburgh and started his career as a Certified Public Accountant and auditor for the international accounting firms of Arthur Anderson & Co. and Price Waterhouse & Co. for six years. Mr. Homayouni specialized as a gaming and hotel auditor during his public accounting career. He has drafted public offerings in excess of $300 million capital raise to design and construct ethanol plants. He attended law school at Loyola Law School in Los Angeles, California (graduated with High Honors and Dean's List) and has over 25 years' experience as a CPA and attorney. Mr. Homayouni has held high level accounting positions during his career including acting as the Controller for Computer People, Inc., Controller for Delphi Information Systems, Inc., Director of Finance for Bowne Business Solutions, Vice President of Finance for Las Vegas Entertainment Network (the former owner of the El Rancho Hotel and Casino), and is the former CFO of American Post Tension, Inc., one of largest post tension construction concrete companies in the United States. Mr. Homayouni has

significant SEC experience as both a certified public accountant and attorney. Mr. Homayouni has traveled the world with his wife, Susan, scuba diving numerous locations. He is an avid underwater photographer and videographer. Mr. Homayouni is a PADI Certified Advanced Open Water Diver. Mr. Homayouni is an expert in nature video production and photography and is the driving force behind studying and developing our business processes.

Susan Homayouni – Susan Homayouni is the wife of C. Dean Homayouni and is an avid scuba diver, underwater photographer and videographer. Susan Homayouni has a degree in Marketing from San Diego State University. She was the Manager of Financial Reporting for the worldwide operations of Hilton Hotel Corporation from 1995 to 2002. She is currently a Controller for Diamond Resorts International, one of the largest time share companies in the world with over 5,000 employees. Susan Homayouni has extensive financial reporting experience as related to hotel operations and time share sales and reporting systems. Mrs. Homayouni presents monthly financial reports to top management of Diamond Resorts International and performs monthly reviews of monthly and year-end financial results and operations. Prior to Diamond Resorts International, Ms. Homayouni was the Accounting Manager for TravelWorm.com. a large internet based hotel, tour package and reservation company that primarily served the Las Vegas market. Susan Homayouni has extensive experience in the use of large integrated computer systems, including People Soft.

Mark Iskra – Mr. Iskra is a personal friend of Mr. Homayouni and they have reviewed and discussed numerous technical issues and trends taking place in the technology sector during the last four years. Mr. Iskra has a Doctorate degree in Nuclear Physics from the University of Chicago and worked for 18 years for Sun Microsystems. He is a key technical sales support person for the application of Java as a top code layer for numerous devices. Oracle recently purchased Sun Microsystems and Mr. Iskra received a promotion. Mr. Iskra is an expert in streaming multimedia applications and has extensive and knowledge and contacts, not only in Silicon Valley, but world-wide. He extensively and regularly travels to China and the Far East. Mr. Iskra is located in the heart of Silicon Valley and has extensive contacts to suggest technical personnel as the Company fully implements in business plans.

Yasmin Sophia Eastwood – Ms. Eastwood has 15 years teaching experience is some of the toughest school districts in the United States. She is a firm believer in delivering compelling multimedia learning and educational tools to the new generation on the go. She has completed extensive studies of the issues regarding the effective delivery of education programs on the African Continent. She will be an invaluable asset to properly implement our planned guides for teachers and students available on the website as a free download. She understands what is required to have children from disadvantaged economic environments respond to new teaching tools. Ms. Eastwood is in the trenches day-to-day working to educate the "hard and tough students". She has attended conferences with thousands of parents and knows what modern parents are struggling with every day to have their children academically motivated. Ms. Eastwood will ensure our commitment to the educational aspect of our business model is fully implemented and will off-set the technology driven side of our business. Ms. Eastwood is the older sister of our Chairman and President, Mr. Homayouni, and will ensure our focus serves society as a

whole versus driven solely by profits. She will bring a creative spirit and free thinking to ensure we adhere to goals as listed in our Mission Statement. Ms. Eastwood graduated from the University of Maryland in 1981 with a degree in Political Science, Cum Laude Honors. She received her graduate degree in Education in 2003 from California State Northridge. She holds teaching credentials in Social Sciences, Mathematics and English. Ms. Eastwood is a member of Phi Sigma Alpha.

PRINCIPAL STOCKHOLDERS

The following table sets forth, as of the date of this information statement and giving effect to the Distribution, information as to the beneficial ownership of shares of Series A Common Stock by all persons known by the Company to own beneficially five percent or more of the outstanding shares of Series A Common Stock and all directors and officers of the Company, individually and as a group. Each person has sole voting and investment power over the shares indicated, except as otherwise noted. This table does not include options issued to purchase 21,000 shares of the Company's Series A Common Stock at $50.00 per share.

Names and Addresses	Number of Shares of Series A Common Stock Beneficially Owned	Percent of Outstanding Series A Common Stock
C. Dean Homayouni, Esq., CPA (1) 7792 Arnold Palmer Way Las Vegas, Nevada 89149	40,000	97.56%
All Directors and Officers and Proposed Directors and Officers as a Group (5 persons)	40,000	100.00%

(1) Mr. Homayouni has been issued 20,000 stock options at $50.00 per share of Series A Common Stock. The options are fully vested and are not included in the table above.

(2) Mr. Iskra has been issued 1,000 stock options at $50.00 per share of Series A Common Stock The options are fully vested and are not included in the table above.

Board Compensation and Compensation for Services as Officers

Members of our Board of Directors receive a per diem of $500 per half day and $1,000 per full day for attending meetings and carrying out duties on our behalf. Board Members such as Mr. Homayouni who will be compensated for providing day-to-day services do not receive per diem payments for serving on the Board. Members of our Board are also reimbursed for reasonable expenses incurred in carrying out their duties as Member of the Board of Directors, including mileage reimbursement for travel to duly held meetings.

We compensate Mr. Homayouni for his services as our Chief Executive Officer and in-house legal counsel as described under "Management's Plan of Operation—Development Services Providers—The Law Office of C. Dean Homayouni, Esq.".

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

We have engaged in transactions with related parties. Although we believe that these transactions were in our best interests, we cannot assure you that these transactions were entered into on terms as favorable to us as those that could have been obtained in an arms-length transaction. We may also engage in transactions with related parties in the future. Conflicts of interests arise when we transact business with related parties.

Formation Transactions

C. Dean Homayouni, Esq., CPA (Chairman and CEO) and Susan M. Homayouni (CFO and Treasurer) currently are the sole shareholders of the Company. Mr. and Mrs. Homayouni have been the sole providers of capital to purchase all required capital items to test and put into effect the business processes the Company intends to rely upon. They have also contributed over 6 hours of color corrected and edited video and thousands of nature related shots. For the above mentioned contributions Mr. Homayouni was issued 40,000 shares of Series A Common Stock. Mr. Homayouni has been providing the financial resources for day to day expenses of the Company. Such expenses are recorded into Accounts Payable. As of September 30, 2013 the Accounts Payable balance due Mr. Homayouni or his law practice for such expenditures is $21,912.

Consulting Agreement with The Law Office of C. Dean Homayouni, Esq., CPA

We have entered into an agreement with The Law Office of C. Dean Homayouni, to provide us with legal services. We also agreed to reimburse Mr. Homayouni for reasonable out-of-pocket expenses related to the performance of the services. Mr. Homayouni has waived all legal fees (including the drafting of this Business Plan Memorandum) as related to any work performed on behalf of 3D Action Video Inc.. The amount of legal fees waived over the last 18 months has been substantial. See Exhibit 10 for a copy of the Retainer Agreement.

Employment Agreement with C. Dean Homayouni, Esq., CPA

Mr. Homayouni has executed an employment agreement with the Company that provides for an annualized salary of $30,000. Per the agreement his salary doubles to $60,000 beginning on January 1, 2014 and increases to $120,000 on January 1, 2015. The Company is highly dependent on Mr. Homayouni to fulfill his obligation to remain as the CEO of the Company as a result of his extensive computer systems, accounting, process development, film editing and 3D, legal and nature video and photography experience.

Employment Agreement with Susan Mary Homayouni

Susan Mary Homayouni has executed an employment agreement with the Company that provides for an annualized salary $24,000, that increases to $48,000 on January 1, 2014 and increases to $72,000 on January 1, 2015. The Company is highly dependent on Mrs. Homayouni to fulfill her obligations as a result of her extensive computer systems, accounting, process development, film editing and 3D experience, and nature video and photography experience.

MANAGEMENT

The Board of Directors will manage our business and affairs. The officers appointed by the Board of Member of the Board of Directors will manage our day-to-day operations.

Board of Directors

The initial Board of Directors must consist of not less than three (3) or more than seven (7) Member of the Board of Directors, as determined by our initial Board of Member of the Board of Directors. The initial Member of the Board of Directors may be removed for cause by two-thirds of the remaining initial Members of the Board of Directors. Following financial closing, we will be managed by a Board of Directors comprised of elected Board of Directors

In order to preserve continuity of governance and harmonious transition from the initial board to the elected board, the initial board will designate from among themselves the Member of the Board of Directors to serve in the elected seats. A designated Member of the Board of Directors may be removed for cause by two-thirds of the remaining designated Members of the Board of Directors. The terms of these designated Members of the Board of Directors to the elected seats will be staggered such that, beginning with the 2011 annual meeting of the shareholders, our shareholders will elect one-third (or as nearly as possible) of the non-appointed members of the Board of Directors annually. Our shareholders will elect these Members of the Board of Directors upon the affirmative vote of holders of a majority of the shares with voting rights present, either in person or by proxy, and entitled to vote at a meeting of the shareholders. Following the election of a Member of the Board of Directors, the Member of the Board of Directors may be removed at any time upon the affirmative vote of holders of a majority of the common shares entitled to vote for elected Member of the Board of Directors. Each elected Member of the Board of Directors serves until his or her successor is duly elected and qualified, or until the Member of the Board of Director's death, resignation or removal. If a vacancy occurs, then the elected Members of the Board of Directors will appoint a new Member of the Board of Directors to fill the vacancy until the next annual or special meeting of the shareholders. At the shareholder meeting, the shareholders will elect a Member of the Board of Directors to serve the remaining term of the vacant seat. The number of Members of the Board of Directors following financial closing is currently set at a maximum of seven (7).

Meetings and Acts of the Board of Member of the Board of Directors

The Board of Directors must hold regular meetings from time to time, as it determines to be appropriate. The President or three or more Members of the Board of Directors may call a special meeting at any time. Written notice of a meeting must be given to all Members of the Board of Directors at least three days before the date of the meeting. Any Member of the Board of Directors who attends a meeting is deemed to have waived any right to notice, unless the Member of the Board of Directors attends the meeting for the express purpose of objecting to the meeting. Member of the Board of Directors can participate in a meeting in person, by phone, video conference or any other means of communication if all the persons participating can simultaneously hear one another. To transact business, a majority of the voting power of the Members of the Board of Directors in office must be present at a meeting.

Member of the Board of Directors generally has one vote. However, to the extent a shareholder holds the right to appoint more than one Members of the Board of Directors pursuant to the procedures described above, the board voting power represented by such appointment right may be exercised by any

one or more of the appointed Member of the Board of Directors present at such a meeting. Generally, to constitute an action of the Board of Member of the Board of Directors, the affirmative vote of a majority of the voting power of the Members of the Board of Directors present at a meeting is required. However, there are certain items that require the consent of two-thirds of the voting power of the Members of the Board of Directors present at a meeting. These include, among other things, approval of the plans and specifications of the website development, debt financing matters relating to fully implementing the business plan, our annual operating and capital budget, investments or transaction not in the ordinary course of business, the acceptance of additional capital contributions and the issuance of additional shares of common and preferred stock, stock options and warrants.

Except for matters that require the approval of our shareholders, the Board of Directors has the authority to engage in all acts and transactions permitted by law that are necessary or incidental to accomplishing our purpose. Our Board of Directors are not our agents and cannot individually act on our behalf. Our Board of Directors only has authority when they act as a group. The Board of Directors may act collectively through meetings, committees it establishes or officers to whom it has delegated authority. The Board of Directors may delegate its duties and powers to any committee consisting of one or more persons that may, but need not be a Member of the Board of Directors, provided that a majority of the members of each committee must be a Member of the Board of Directors.

Each Member of the Board of Directors must devote enough time to us to manage our affairs and operations, but is free to serve any other person or entity in any capacity, and may engage in activities that compete with our business. Each Member of the Board of Directors must discharge his or her duties with reasonable care, in good faith and in a manner he or she believes to be in our best interest.

Contracts with Members of the Board of Directors or their Affiliates

Our By-Laws provide that contracts or transactions we enter into with our Members of the Board of Directors or their affiliates are not void or voidable solely because the Member of the Board of Directors or affiliate has a material financial interest in the contract or transaction, or solely because the interested Member of the Board of Directors is present at or participates in the meeting of our Board of Directors at which the contract or transaction is approved, if the material facts as to the contract or transaction and as to the Member of the Board of Directors' or Members of the Board of Directors' material financial interest are fully disclosed or known to the Board of Members of the Board of Directors, and the Board determines that the terms of the contract or transaction are commercially reasonable and no less favorable to us than could be obtained from an unaffiliated third party and authorizes, approves or ratifies the contract or transaction in good faith by a majority vote, but the interested Member of the Board of Directors or Members of the Board of Directors are not counted in determining the presence of a quorum and must not vote. With respect to contracts or transactions we enter into with our Members of the Board of Directors or their affiliates involving the sale or delivery of corn, the contract or transaction is not void or voidable solely for this reason, or solely because the interested Member of the Board of Directors is present at or participates in the meeting at which the contract or transaction is approved, if the terms of the contract or transaction are or were commercially reasonable and no less favorable to us than could be or could have been obtained from an unaffiliated third party, even though contract or transaction is not approved or ratified by the disinterested Members of the Board of Directors.

Officers

Our officers consist of the officers of the Board of Directors and such other officers appointed by the Board of Directors. When we near completion of the website, we will also select and employ persons to be responsible for the day-to-day administrative and operational aspects of the Company. The Company has executed employment agreements with C. Dean Homayouni, Esq., CPA, Gene Stevens, Michael Mathias, Robert Buckhannon and Susan Homayouni to serve in critical positions of the Company. These persons shall have the powers and authorities designated by the Board of Directors.

Limitation of Liability and Indemnification

Under Nevada law and our By-Laws, no Member of the Board of Directors or officer is liable for any of our debts, obligations or liabilities merely because he or she is a member, Member of the Board of Directors or officer. Our By-Laws provide that no Member of the Board of Directors or officer is liable to us or our shareholders for monetary damages for breaches of fiduciary duties unless they involve (a) a breach of the Member of the Board of Directors' duty of loyalty to us or our shareholders; (b) acts or omissions that are not in good faith or involve intentional misconduct or a knowing violation of law or, with respect to officers, for acts of gross negligence; (c) a knowing violations of the securities laws of Nevada or for illegal distributions; or (d) a transaction from which the Member of the Board of Directors derived an improper personal benefit. This could limit our and our shareholders' ability to bring an action against a Member of the Board of Directors or officer for monetary damages arising out of a breach of that Member of the Board of Director's or officer's fiduciary duties.

In addition, our By-Laws generally requires us to indemnify each present and former Members of the Board of Directors or officer relating to any liability or damage or reasonable expenses incurred with respect to a proceeding if the Member of the Board of Directors or officer was a party to the proceeding in the capacity of a Member of the Board of Directors or officer, unless the proceedings arise out of or are related to matters for which a Member of the Board of Directors or officer is personally liable under the prior paragraph.

LEGAL PROCEEDINGS

From time to time and in the ordinary course of its business, we may be named as a defendant in legal proceedings related to various issues, including worker's compensation claims, tort claims and contractual disputes. We are currently involved in no such legal proceedings and are not aware of any potential claims that could result in the commencement of legal proceedings. We intend to carry insurance that will provide protection against certain types of claims.

WHERE YOU CAN OBTAIN MORE INFORMATION

The description and summaries of the documents in this Memorandum do not purport to be complete, and reference is made to the actual documents contained in the Appendix attached hereto for a complete statement an understanding of what they contain.

All requests for documents must be sent in writing and delivered to 3D ACTION VIDEO INC., c/o C. Dean Homayouni, Esq., 7792 Arnold Palmer Way, Las Vegas, Nevada 89149; or such other address as is provided to Company.

In addition to the documents contained in the Appendix, each investor shall be entitled to obtain from the Company such additional information as may be reasonably requested to verify or clarify any information contained herein to the extent it is available or may be obtained without unreasonable difficulty or expense. All requests for additional information provided must be in writing and identified by C. Dean Homayouni, Esq., our Chief Executive Officer; otherwise, it shall not be deemed to be authorized by the Company. Except as aforesaid, no person is authorized to give any information or to make any statement not contained in this Memorandum, and any information or statement not contained herein cannot be relied upon as having been authorized by the Company.

SUMMARY

In summary, 3D Action Video, Inc. has developed business processes that allow the creation of 3D "out of the box content" fast and efficient using modern technology and software which deviates from the processes and software applications used by other companies. We believe our productivity will further increase as the new Intel based 8 core and 10 core processors are released over the next 18 months. The processes we use have the capability to deliver our content to be produced across millions of devices including TVs, computers and mobile devices. We intend to use the internet to locate and find clips produced by literally thousands of artist and eliminate the bottleneck of shooting our own content. This thought out business plan and model is proven by the demonstration DVD's the reader of this business plan should have received. We can obtain 3D content from 2D stock film, 2D graphics, and 3D native shot content and 3D developed graphics. We do not intend to shoot our own content but will pick and choose the best 2D content that will be difficult, if not impossible to obtain by re-shooting using a 3D camera. Our plan is not to incur the time, expense and cost of shooting and editing content, but rely and obtain 2D content that will provide an "out of the box 3D experience" that will satisfy what the consumer expects from a 3D viewing experience. Our site will be education and informational related and provide the average family a cost effective and efficient manner to obtain 3D content at a price every family can afford. We are not limited by old techniques and business models and "Imagination is our only limit". We believe based on the research contained in this Business Plan is potentially explosive.

The only person authorized to discuss our capabilities is C. Dean Homayouni, our founder, Chief Executive Officer and developer of the business methods we use to obtain footage to provide the end consumer with an acceptable 3D experience. **NO OTHER PERSON IS AUTHORIZED TO MAKE ANY REPRESENTATION(S) REGARDING THE COMPANY, OUR CAPABILITIES, BUSINESS PROCESSES OR TECHNOLOGY.** The above restriction is put into place to ensure the persons we discuss our business plans with are given a thoughtful and truthful analysis and that "no hype" is part of such discussions. Mr. Homayouni can be reached at 702-658-0969.

3D ACTION VIDEO INC.

EXHIBIT 1

ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION
OF
3D ACTION VIDEO INC.

The undersigned, being the original incorporator herein named, for the purpose of forming a corporation under the general corporation laws of the State of Nevada to do business within and without the State of Nevada, does make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true:

ARTICLE I
NAME

The name of the corporation is:

3D ACTION VIDEO INC.

ARTICLE II
RESIDENT AGENT AND REGISTERED OFFICE

Section 2.01 **Resident Agent**. The name and address of the resident agent for service of process is THE LAW OFFICE OF C. DEAN HOMAYOUNI, 7792 Arnold Palmer Way, Las Vegas, NV 89149.

Section 2.03. **Other Offices**. The corporation may also maintain offices for the transaction of any business at such other places within or without the State of Nevada as it may from time to time determine. Corporate business of every kind and nature may be conducted, and meetings of directors and stockholders may be held outside the State of Nevada with the same effect as if in the State of Nevada.

ARTICLE III
SHARES OF STOCK

The amount of the total authorized capital stock of this corporation is 100,000 thousand shares (**100,000**) of Series A Common Stock, $0.01 par value, and fifty thousand shares (**50,000**) of Series A Preferred Stock, $0.01 par value. The Series A Common Stock and Series A Preferred Stock may be issued from time to time upon approval of the Board of Directors, subject to limitations that may be contained in the Company's By-Laws. The Series A Common Stock and Series A Preferred Stock may be issued for such consideration as may be fixed from time to time by the Board of Directors.

The Board of Directors may issue such shares of Series A Common Stock in one or more series, at such price and in such number of each series, with such voting powers, designations, preferences and rights of qualifications, limitations, or restrictions thereof as shall be stated in the resolution or resolutions adopted by them, subject to any required approval by the Shareholders.

ARTICLE IV
DIRECTORS

Section 4.01. **Governing Board**. The members of the governing board of the corporation shall be styled as directors.

Section 4.02. **Initial Board of Directors**. The initial Board of Directors shall consist of not less than one (3) nor more than seven (7) members as set forth in the Bylaws. The names and addresses of the initial members of the Board of Directors are as follows:

Name	**Address**
C. Dean Homayouni, Esq., CPA	7792 Arnold Palmer Way Las Vegas, NV 89149
Sandy McNaughton	3778 Pine Avenue Coconut Grove, Florida 33133
Mark Iskra	P.O. Box 4341 Santa Clara, California 95056

These individuals shall serve as Director until the first annual meeting of the stockholders or until their successors shall have been elected and qualified.

Section 4.03. **Change in Number of Directors**. The number of specific or total directors may be increased or decreased by a duly adopted amendment to the Bylaws of the corporation.

ARTICLE V
INCORPORATOR

The name and address of the Incorporator is:

C. Dean Homayouni, Esq., CPA
7792 Arnold Palmer Way
Las Vegas, NV 89149

ARTICLE VI
DIRECTORS' AND OFFICERS' LIABILITY

A director or officer of the corporation shall not be personally liable to this corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, but this Article VI shall not eliminate or limit the liability of a director or officer for (i) acts or omissions which involve intentional misconduct, fraud, or a knowing violation of law or (ii) the payment of distributions in violation of **NRS 78.300**. Any repeal or modification of this Article by the stockholders of the corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director or officer of the corporation for acts or omissions prior to such repeal or modification.

ARTICLE VII
INDEMNITY

Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he, or a person of whom he is the legal representative, is or was a director or officer of the corporation or is or was serving at the request of the corporation or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Nevada from time to time against all expenses, liability, and loss (including attorneys' fees, judgments, fines, and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. The expenses of officers and directors incurred in defending a civil or criminal action, suit, or proceeding must be paid by the corporation as they are incurred and in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a

court of competent jurisdiction that he is not entitled to be indemnified by the corporation. Such right of indemnification shall not be exclusive of any other right which such directors, officers, or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any By-Law, agreement, vote of stockholders, provision of law, or otherwise, as well as their rights under this Article.

ARTICLE VIII
AMENDMENTS

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation or its Bylaws in the manner now or hereafter prescribed by statute or by these Articles of Incorporation or said Bylaws, and all rights conferred upon the stockholders are granted subject to this reservation.

ARTICLE IX
POWERS OF DIRECTORS

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(1) Subject to the Bylaws, if any, adopted by the stockholders, to make, alter, or repeal the Bylaws of the corporation;

(2) To authorize and cause to be executed mortgages and liens, with or without limit as to amount, upon the real and personal property of the corporation;

(3) To authorize the guaranty by the corporation of securities, evidences of indebtedness, and obligations of other persons, corporations, and business entities;

(4) To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve; and

(5) By resolution adopted by a majority of the whole Board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation, which, to the extent provided in the resolution or in the Bylaws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

All corporate powers of the corporation shall be exercised by the Board of Directors except as otherwise provided herein or by law.

IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of February 2012, hereby declaring and certifying that the facts stated hereinabove are true.

_____
C. Dean Homayouni, Esq., CPA

ACKNOWLEDGMENT

CERTIFICATE OF ACCEPTANCE
OF APPOINTMENT BY RESIDENT AGENT

In the matter of **3D ACTION VIDEO INC.**, the law firm of **THE LAW OFFICE OF C. DEAN HOMAYOUNI**, with an address at 7792 Arnold Palmer Way, Las Vegas, County of Clark, State of Nevada 89149, hereby accept the appointment as Resident Agent of the above-entitled corporation in accordance with **NRS 78.090**.

The mailing address for the above registered office is 7792 Arnold Palmer Way, Las Vegas, NV 89149, County of Clark.

IN WITNESS WHEREOF, we hereunto set our hand this 15th day of February, 2012.

THE LAW OFFICE OF C. DEAN HOMAYOUNI

By _____
C. Dean Homayouni, Esq.

3D ACTION VIDEO INC.

EXHIBIT 2

BY-LAWS

BYLAWS OF
3D ACTION VIDEO INC.

ARTICLE I
OFFICES

Section 1. Principal Office. The principal office for the transaction of the business of the corporation shall be located in Las Vegas, County of Clark, State of Nevada. The Board of Directors is hereby granted full power and authority to change the principal office from time to time from one location to another in said county.

Section 2. Other Offices. Branches or subordinate offices may at any time be established by the Board of Directors at any place or places where the corporation is qualified to do business.

ARTICLE II
MEETINGS OF SHAREHOLDER

Section 1. Place of Meetings. All meetings of shareholders shall be held either at the principal office of the corporation or at any other place within or outside of the State of Nevada which may be designated either by the Board of Directors pursuant to authority hereinafter granted to said Board or by the written consent of all shareholders entitled to vote thereat given either before or after the meeting and filed with the secretary of the corporation.

Section 2. Annual Meetings. The annual meeting of shareholders shall be held on the Monday of the third week of August of each year at 10:00 o'clock a.m., except as otherwise may be determined by the Board of Directors, provided, however, that should said day fall upon a Saturday, a Sunday, or a legal holiday, then any such annual meeting of shareholders shall be held at the same time and place on the next day thereafter ensuing which is not a Saturday, Sunday, or legal holiday. At such meetings, directors shall be elected, reports of the affairs of the corporation shall be considered, and any other business may be transacted which is within the powers of the shareholder

Section 3. Special Meetings. Special meetings of the shareholders for any purpose or purposes whatsoever may be called at any time by the President, the Secretary, the Board of Directors, or by one or more shareholders holding one half (1/2) of the voting power of the corporation. Except in special cases where other express provision is made by statute, notice of such special meetings shall be given as provided for herein. Notices of any special meeting shall specify in addition to the place, day, and hour of such meeting, the purpose of the meeting. Unless all shareholders are present and consent, the business conducted at a special meeting of shareholders shall be limited to the noticed purposes.

Section 4. Notices of Meetings. Written notice of any meeting shall be given to each shareholder entitled to vote either personally or by mail or other means of written communication, charges prepaid, addressed to such shareholder at his address appearing on the books of the corporation or given by him to the corporation for the purpose of notice. If a shareholder gives no address, notice shall be deemed to have been given if sent by mail or other means of written communication addressed to the place where the principal office of the corporation is situated or if published at least once in some newspaper of general circulation in the county in which said principal office is located. All such notices shall be sent to each shareholder entitled thereto not less than ten (10) nor more than sixty (60) days before each annual meeting, shall specify the place, the day, and the hour of such meeting, and shall state such other matters, if any, as may be expressly required by statute.

Section 5. Adjourned Meetings and Notice Thereof. Any shareholders meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the shares represented at the meeting, the holders of which are either present in person or represented by proxy thereat. In the absence of a quorum, no other business may be transacted at such meeting.

When any shareholders meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting other than by announcement at the meeting at which such adjournment is taken.

Section 6. Voting. Unless a record date for voting purposes be fixed as provided in Section 1 of Article V of these Bylaws, then, but subject to the provisions of Nevada Revised Statutes §78.350, only persons in whose names shares entitled to vote standing on the stock records of the corporation on the day thirty (30) days prior to any meeting of shareholders shall be entitled to vote at such meeting. Such vote may be *viva voce* or by ballot, provided, however, that all elections for directors must be by ballot upon demand made by a shareholder at any election and before the voting begins. Each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders unless otherwise specifically required by law, the Articles of Incorporation, or the Bylaws of this corporation. The majority vote of all shares represented at the meeting entitled to vote on the subject matter shall be the act of the shareholders unless a greater number of votes is otherwise required by the laws of the State of Nevada or the Articles or Bylaws of this corporation provided a quorum is present at the meeting.

Section 7. Quorum. The presence in person or by proxy of persons entitled to vote a majority of the voting shares at any meeting shall constitute a quorum for the transaction of business. The shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

Section 8. Consent of Absentees. The transactions of any meeting of shareholders, either annual or special, however called and noticed, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum be present either in person or by proxy and if either before or after the meeting each of the shareholders entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 9. Proxies. As provided in Nevada Revised Statutes, §78.355, every person entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy executed by such person or his duly authorized agent and filed with the secretary of the corporation, provided that no such proxy shall be valid after the expiration of six (6) months from the date of its execution unless coupled with an interest or unless the person executing it specifies therein the length of time for which such proxy is to continue in force, which in no case shall exceed seven (7) years from the date of its execution.

Section 10. Action by Consent. Any action that may be taken by a vote of the shareholders at a meeting may be taken without a meeting if authorized by the written consent of a majority of the shareholders holding voting power unless the provisions of the statutes or of the Articles require a greater proportion of voting power in which case such greater proportion of written consents shall be required.

ARTICLE III
DIRECTORS

Section 1. Powers. Subject to limitation of the Articles of Incorporation, the Bylaws, and Chapter 78 of the Nevada Revised Statutes as to actions which shall be authorized or approved by the shareholders, and subject to the duties of the directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers:

First: To select and remove all the other officers, agents, and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law or with the Articles of Incorporation or the Bylaws, fix their compensation, and require from them security for faithful service.

Second: To conduct, manage, and control the affairs and business of the corporation and to make such rules and regulations therefore not inconsistent with law or with the Articles of Incorporation or the Bylaws as they may deem best.

Third: To change from time to time the principal office for the transaction of the business of the corporation from one location to another within the same county as provided in Article I, Section 1 hereof; to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of Nevada as provided in Article I, Section 1 hereof; to designate any place within or without the State of Nevada for the holding of any shareholders meeting or meetings; and to adopt, make, and use a corporate seal, and to prescribe the forms of certificates of stock, and to alter the form of such seal and of such certificates from time to time as in their judgment they may deem best, provided such seal and such certificates shall at all times comply with the provisions of law.

Fourth: To authorize the issuance of shares of stock of the corporation from time to time upon such terms and for such consideration as may be lawful.

Fifth: To borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered therefore in the corporation name promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities therefore.

Sixth: To appoint an executive committee and other committees and to delegate to the executive committee any of the powers and authority of the Board in the management of the business and affairs of the corporation except the power to declare dividends and to adopt, amend, or repeal the Bylaws. The executive committee shall be composed of two (2) or more directors.

Section 2. Number and Qualification of Directors. The authorized number of directors of the corporation shall be three (3). The number of directors may from time to time be increased to not more than seven (7), or decreased to not less than three (3) by action of the Board of Directors.

Section 3. Election and Term of Office. The directors shall be elected at each annual meeting of shareholders, but if any such annual meeting is not held or the directors are not elected thereat, the directors may be elected at any special meeting of shareholders held for that purpose. As provided in Nevada Revised Statutes, Section 78.340, all directors shall hold office until their respective successors are elected.

Section 4. Vacancies. Vacancies in the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his successor is elected at an annual or special meeting of the shareholders.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation, or removal of any director, or if the authorized number of directors be increased, or if the shareholders fail at any annual or special meeting of shareholders at which any director or directors are elected to elect the full authorized number of directors to be voted for at that meeting.

The shareholders may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors. If the Board of Directors accepts the resignation of a director tendered to take effect at a future time, the Board or the shareholders shall have the power to elect a successor to take office when the resignation is to become effective.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his term of office.

Section 5. Place of Meeting. Meetings of the Board of Directors shall be held at any place within or without the State of Nevada which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, meetings shall be held at the principal office of the corporation.

Section 6. Annual Meetings. Immediately following each annual meeting of shareholders as provided in Article II, Section 2, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of such meeting is hereby dispensed with.

Section 7. Other Regular Meetings. Regular meetings of the Board of Directors shall be held as determined by the Board, at such place and time as determined by the Board without the necessity of call or notice.

Section 8. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the president or, if he is absent or unable or refuses to act, by any vice-president or by any two (2) directors.

Written notice of the time and place of special meetings shall be delivered personally to each director or sent to each director by mail or by other form of written communication, charges prepaid, addressed to him at his address as it is shown upon the records of the corporation or if it is not so shown on such records, or is not readily ascertainable, at the place in which the meetings of directors are regularly held. In case such notice is mailed, telecopied or telegraphed, it shall be deposited in the United States mail or delivered to the telegraph company in the place in which the principal office of the corporation is located at least forty-eight (48) hours prior to the time of the holding of the meeting. In case such notice is delivered personally as above provided, it shall be so delivered at least twenty-four (24) hours prior to the time of the holding of the meeting. Such mailing, telecopying, telegraphing, or delivering as provided above shall be due legal and personal notice to such director.

Section 9. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

Section 10. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum be present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 11. Quorum. A majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors unless a greater number be required by law or by the Articles of Incorporation.

Section 12. Adjournment. A quorum of the directors may adjourn any directors meeting to meet again at a stated day and hour, provided, however, that in the absence of a quorum, a majority of the directors present at any directors meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 13. Fees and Compensation. Directors shall not receive any stated salary for their services as directors, but by resolution of the board, a fixed fee, with or without expenses of attendance, may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefore.

Section 14. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors as provided in Nevada Revised Statutes, Section 78.315 and under these Bylaws may be taken without a meeting if all of the directors of the corporation shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the Minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of such directors.

ARTICLE IV
OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, a secretary, and a treasurer. The corporation may also have, at the discretion of the Board of Directors, a chairman of the board, one or more vice-presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article IV.

Section 2. Election. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV, shall be chosen annually by the Board of Directors, and each shall hold his office until he shall die, resign, be removed or otherwise disqualified to serve, or his successor shall be elected and qualified.

Section 3. Subordinate Officers, etc. The Board of Directors may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 4. Removal and Resignation. Any officer may be removed with or without cause by a majority of the directors at any time in office at any regular or special meeting of the Board or, in the case of an officer chosen by the Board of Directors, by an officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors, to the President, or to the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

Section 6. Chairman of the Board. The Chairman of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by the Bylaws.

Section 7. President. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the president shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and officers of the corporation. He shall preside at all meetings of the shareholders and in the absence of the Chairman of the Board, or if there be none, at all meetings of the Board of Directors. He shall be *ex officio* a member of all the standing committees, including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of the president of a corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

Section 8. Vice-President. In the absence or disability of the president, the vice-presidents in order of their rank as fixed by the Board of Directors, or if not ranked, the vice-president designated by the Board of Directors, shall perform all the duties of the president; and when so acting, shall have all the duties of the president and shall have all the powers of, and be subject to all the restrictions upon, the president. The vice-presidents shall have such

other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or bylaws.

Section 9. Secretary. The secretary shall keep or cause to be kept a book of minutes at the principal office or such other place as the Board of Directors may order of all meetings of directors and shareholders, with the time and place or holding, whether regular or special (and if special, how authorized), the notice thereof given, the names of those present at directors meetings, the number of shares present or represented at shareholders meetings, and the proceedings thereof.

The secretary shall keep or cause to be kept at the registered office, and at the principal office or at the office of the corporation's transfer agent a share register or a duplicate share register showing the names of the shareholders and their addresses, the number and classes of shares held by each, the number and date of certificates issued for the same, and the number and date of cancellation of every certificate surrendered for cancellation.

The secretary shall give or cause to be given notice of all of the meetings of the shareholders and of the Board of Directors required by the Bylaws or by law to be given, provided, however, that in the event of the absence or disability of the secretary, such notice may be given by any other officer of the corporation, and he shall keep the seal of the corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

Section 10. Treasurer. The treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus, and shares. Any surplus, including earned surplus, paid-in surplus, and surplus arising from a reduction of stated capital, shall be classified according to source and shown in a separate account. The books of account shall at all reasonable times be open to inspection by any director.

The treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors or in the absence of such designation as may be selected by the treasurer. The treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors or the president or vice-president; shall make, sign, and endorse in the name of the corporation all checks, drafts, notes, and other orders for the direction of the Board of Directors, the president, and/or the vice-president; shall render to the president, vice-president, and directors whenever they request it an account of all of the transactions as treasurer and of the financial condition of the corporation; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

ARTICLE V
MISCELLANEOUS

Section 1. Record Date and Closing Stock Books. The Board of Directors may fix a time in the future as a record date for the determination of the shareholders entitled to notice of and to vote at any meeting of shareholders, entitled to receive any dividend or distribution or any allotment of rights, or to exercise rights in respect to any change, conversion, or exchange of shares. The record date so fixed shall be no more than sixty (60) days, nor less than ten (10) days, prior to the date of the meeting or event for the purposes of which it is fixed. When a record date is so fixed, only shareholders of record on that date are entitled to notice of and to vote at the meeting or to receive the dividend, distribution, or allotment of rights, as the case may be, notwithstanding any transfer of any shares on the books of the corporation after the record date.

The Board of Directors may close the books of the corporation against transfers of shares during the whole or any part of a period not more than sixty (60) days, nor less than ten (10) days, prior to the date of a shareholders meeting, the date when the right to any dividend, distribution, or allotment of rights vest, or the effective date of any change, conversion, or exchange of shares.

Section 2. Inspection of Corporate Records. The share register or duplicate share register, the books of account, and minutes of proceedings of the shareholders and the Board of Directors and of executive committees of directors shall be open to inspection upon the written demand of any shareholder or the holder of a voting trust certificate at any reasonable time and for a purpose reasonably related to his interests as a shareholder or as the holder of such voting trust certificate and shall be exhibited at any time when required by the demand at any shareholders meeting of ten (10%) percent of the shares represented at the meeting. Such inspection may be made in person or by agent or attorney and shall include the right to make extracts. Demand of inspection other than at a shareholders meeting shall be made in writing upon the president, secretary, assistant secretary, or general manager of the corporation.

Section 3. Checks and Drafts. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by the treasurer and/or by such person or persons and in such manner as from time to time shall be determined by resolution of the Board of Directors.

Section 4. Execution of Contracts. The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent, or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount.

Section 5. Certificate of Stock. A certificate or certificates for shares of the capital stock of the corporation shall be issued to each shareholder when any such shares are fully paid up. All such certificates shall be signed by the president or a vice-president and the secretary or an assistant secretary or be authenticated by facsimiles of the signatures of the president and secretary or by a facsimile of the signature of the president and the written signatures of the secretary or an assistant secretary. Every certificate authenticated by a facsimile of a signature must be countersigned by a transfer agent or transfer clerk and be registered by an incorporated bank or trust company, either domestic or foreign, as registrar of transfers, before issuance.

Certificates for shares may be issued prior to full payments under such restrictions and for such purposes as the Board of Directors or the Bylaws may provide, provided, however, that any such certificate so issued prior to full payment shall state the amount remaining unpaid and the terms of payment thereof.

Section 6. Representation of Shares of Other Corporations. The president and the secretary of this corporation are authorized to vote, represent, and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. The authority herein granted to said officers to vote or represent on behalf of this corporation any and all shares held by this corporation in any other corporation or corporations may be exercised either by such officers in person or by any person authorized to do so by proxy or power of attorney duly executed by said officers.

Section 7. Inspection of Bylaws. The corporation shall keep in its principal office for the transaction of business the original or a copy of the Bylaws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the shareholders at all reasonable times during office hours.

ARTICLE VI
CORPORATE RECORDS

Section 1. Maintenance of Records. The corporation shall maintain adequate and correct books, records, and accounts of its business and properties. Such records shall include, without limitation, permanent record minutes of all meetings of its shareholders and board of directors, a record of all actions taken by the shareholders or board of directors without a meeting, and a record of all actions taken by a committee of the board of directors in place of the

board of directors on behalf of the corporation. All of these books, records, and accounts shall be kept at its principal office.

Section 2. Shareholder Inspection Rights. If a shareholder of the corporation gives the corporation written demand at least five business days before the date on which the shareholder wishes to inspect and copy, a shareholder is entitled to inspect and copy, during regular business hours at the Corporation's principal office the following records:

(1). The articles of incorporation of the corporation and all amendments or restatements.

(2). The bylaws of the corporation and all amendments or restatements.

(3). Resolutions adopted by its board of directors creating one or more classes or series of shares, and fixing their relative rights, preferences, and limitations, if shares issued pursuant to those resolutions are outstanding.

(4). The minutes of all shareholders' meetings, and records of all actions taken by shareholders without a meeting, for the past three years.

(5). All written communications to shareholders generally within the past three years.

(6). A list of the names and business addresses of the corporation's current directors and officers.

(7). The corporation's most recent annual report delivered to the Secretary of State.

Section 3. Shareholder Conditional Inspection Rights. If a shareholder gives the corporation a written demand made in good faith and for a proper purpose at least five business days before the date on which the shareholder wishes to inspect and copy, describes with reasonable particularity the shareholder's purpose and the records that the shareholder desires to inspect, and if the records are directly connected with the shareholder's purpose, a shareholder of the corporation is entitled to inspect and copy, during regular business hours at a reasonable location specified by the corporation, any of the following records of the corporation:

(1). Excerpts from minutes of any meeting of the board of directors, records of any action of a committee of the board of directors on behalf of the corporation, minutes of any meeting of the shareholders, and records of action taken by the shareholders or board of directors without a meeting.

(2). Accounting records of the corporation, including tax returns.

(3). The record of shareholders (compiled no earlier than the date of the shareholder's demand).

Section 4. Exercise of Shareholder Inspection Rights. For purposes of the provisions relating to shareholder inspection rights, the term "shareholder" includes the beneficial owner of shares held in a voting trust or by a nominee on the shareholder's behalf. The right of a shareholder to inspect or copy may be exercised by a shareholder or by a shareholder's attorney or agent.

Section 5. Copy Costs. The right of shareholders to copy records includes the right to receive photocopies of the records. The corporation may impose a reasonable charge, not exceeding the estimated costs, covering the costs of labor and material, for copies of any documents provided to the shareholder.

ARTICLE VII.
CERTIFICATES AND TRANSFER OF SHARES

Section 1. Form of Certificates. Certificates for shares shall be in such form as the board of directors may determine. Each certificate for shares shall state the following upon its face:

(1). The name of the corporation and that it is organized under the laws of *[state of incorporation]*.

(2). The name of the person to whom issued.

(3). The number and class of shares and the designation of the series, if any, that the certificate represents.

(4). The number of the certificate and its date of issuance.

Section 2. Signing of Certificates. The certificates shall be signed by the president, or a vice-president, and the secretary, or an assistant secretary, of the Corporation.

Section 3. Shares Without Certificates. The corporation shall not issue shares without certificates.

Section 4. Legends. Legends relating to restrictions on the transfer of shares may be marked on share certificates if required by an agreement to which the corporation is a party or by action of the board of directors.

Section 5. Shareholders' List. The name and address of the person to whom share certificates are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the corporation.

Section 6. Transfer of Shares. Registration of the transfer of shares shall be made only on the stock transfer records of the corporation. Upon surrender to the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment, or authority to transfer, the Corporation shall issue a new certificate to the person or persons entitled to the shares represented that certificate, cancel the old certificate, and record the transaction upon its stock transfer books.

Section 7. Lost, Stolen, or Destroyed Certificates. If a certificate is represented to be lost, stolen, or destroyed, a new certificate shall be issued in place of that certificate upon such proof of the loss, theft, or destruction and upon the giving of a bond or other security as may be required by the board of directors.

ARTICLE VIII
DISTRIBUTIONS

The Board of Directors may authorize, and the corporation may make, distributions (including dividends on its outstanding shares) in the manner and on the terms and conditions provided by law and in the corporation's articles of incorporation.

ARTICLE IX.
CORPORATE SEAL

The board of directors may provide a corporate seal, which may be circular in form and have inscribed thereon any designation including the name of the corporation, the state of its incorporation, and the words "corporate seal."

ARTICLE X.
AMENDMENTS

Section 1. Board of Directors. The board of directors may amend or repeal these bylaws, except as otherwise provided by law or by the articles of incorporation, unless the shareholders in adopting, amending, or repealing a particular bylaw provide expressly that the board of directors may not amend or repeal that bylaw.

Section 2. Shareholders. The shareholders may also amend or repeal these bylaws.

ARTICLE XI
AMENDMENTS

Section 1. Powers of Shareholders. New Bylaws may be adopted, or these Bylaws may be amended or repealed by the vote of shareholders entitled to exercise a majority of the voting power of the corporation or by the written assent of such shareholders except as otherwise provided by law or by the Articles of Incorporation.

Section 2. Powers of Directors. Subject to the right of shareholders as provided in Section 1 of this Article VI to adopt, amend, or repeal Bylaws other than a By-Law or amendment thereof changing the authorized number of directors may be adopted, amended, or repealed by the Board of Directors.

ARTICLE VII
INDEMNIFICATION

Every person who was or is a party or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or a person of whom he is the legal representative is or was a director or officer of the corporation or is or was serving at the request of the corporation or for its benefit as a director or officer of another corporation or as its representative in a partnership, joint venture, trust, or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the General Corporation Law of the State of Nevada from time to time against all expenses, liability, and loss (including attorney's fees, judgments, fines, and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. The expenses of officers and directors incurred in defending a civil or criminal action, suit, or proceeding must be paid by the corporation as they are incurred and in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the corporation. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such directors, officers, or representatives may have or hereafter acquire, and without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of stockholders, provision of law or otherwise, as well as their rights under this Article VII. The Board of Directors may cause the corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation or as its representative in a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the corporation would have the power to indemnify such person. The Board of Directors may from time to time adopt further Bylaws with respect to indemnification and may amend these and such Bylaws to provide at all times the fullest indemnification permitted by the General Corporation Law of the State of Nevada.

ADOPTED AND APPROVED this 15th day of February, 2012.

_____

CYRUS DEAN HOMAYOUNI, Chief Executive Officer

3D ACTION VIDEO INC.

EXHIBIT 3

SERIES A COMMON STOCK CERTIFICATE

SERIES A COMMON STOCK CERTIFICATE

Certificate Number _____ _____Shares

3D ACTION VIDEO INC.,

a corporation created under the laws of the state of Nevada

This certifies that _____ is the registered holder of _____ fully paid and non-assessable shares of Series A Common Stock of *3D ACTION VIDEO INC.*, a corporation created under the laws of the state of _____, transferable on the books of the corporation in person or by duly authorized attorney-in-fact by surrender of this certificate to the corporation properly endorsed for transfer.

DATED: _____

[Signature of President or Vice-President]

[Signature of Secretary or Assistant Secretary]

[Insert the following on the reverse side of the certificate.]

By endorsing this certificate, the undersigned sells, assigns, and transfers _____ shares of the Series A Common Stock of 3D ACTION VIDEO INC., a corporation created under the laws of the state of Nevada, represented by this certificate to _____. The undersigned acknowledges the receipt of adequate consideration for the transfer of these shares and irrevocably appoints _____ as attorney-in-fact for the undersigned to transfer such shares on the books of the corporation with full power of substitution in the premises.

THIS SECURITY HAS NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT") OR ANY STATE SECURITIES LAWS, IN RELIANCE UPON THE EXEMPTIONS FROM REGISTRATION PROVIDED IN THE ACT AND SUCH STATE SECURITIES LAWS. AS SUCH, THE PURCHASE OF THIS SECURITY WAS NECESSARILY WITH THE INTENT OF INVESTMENT AND NOT WITH A VIEW FOR DISTRIBUTION. THEREFORE, ANY SUBSEQUENT TRANSFER OF THIS SECURITY OR ANY INTEREST THEREIN WILL BE UNLAWFUL UNLESS IT IS REGISTERED UNDER THE ACT OR APPLICABLE STATE SECURITIES LAWS UNLESS AN EXEMPTION FROM REGISTRATION IS AVAILABLE. FURTHERMORE, A SALE OR TRANSFER OF THIS SECURITY OR ANY INTEREST THEREIN MAY NOT BE CONSUMMATED WITHOUT AN OPINION OF COUNSEL ACCEPTABLE TO THE COMPANY THAT THE PROPOSED TRANSFER OR SALE DOES NOT AFFECT THE EXEMPTIONS RELIED UPON BY THE COMPANY IN ORIGINALLY DISTRIBUTING THE SECURITY AND THAT REGISTRATION IS NOT REQUIRED.

DATED: _____

In the presence of: _____

3D ACTION VIDEO INC.

EXHIBIT 4

PREFERRED STOCK CERTIFICATE

SERIES A PREFERRED STOCK CERTIFICATE

Certificate Number _____ _____ Shares

3D ACTION VIDEO INC.

a corporation created under the laws of the state of Nevada

This certifies that _____ is the registered holder of _____ fully paid and nonassessable shares of the Class A Preferred Stock of *3D ACTION VIDEO INC.*, a corporation created under the laws of the state of Nevada, transferable on the books of the corporation in person or by duly authorized attorney-in-fact by surrender of this certificate to the corporation properly endorsed for transfer.

The corporation will furnish to the registered holder of this certificate, on request and without charge a full statement of the designations, preferences, limitations, and relative rights of the shares of each class authorized to be issued by the corporation.

DATED: _____

[Signature of President or Vice-President]

[Signature of Secretary or Assistant Secretary]

[Insert the following on the reverse side of the certificate.]

By endorsing this certificate, the undersigned sells, assigns, and transfers _____ shares of the Class C Preferred Stock of *3D ACTION VIDEO INC.*, a corporation created under the laws of the state of Nevada, represented by this certificate to _____. The undersigned acknowledges the receipt of adequate consideration for the transfer of these shares and irrevocably appoints _____ as attorney-in-fact for the undersigned to transfer such shares on the books of the corporation with full power of substitution in the premises.

THIS SECURITY HAS NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT") OR ANY STATE SECURITIES LAWS, IN RELIANCE UPON THE EXEMPTIONS FROM REGISTRATION PROVIDED IN THE ACT AND SUCH STATE SECURITIES LAWS. AS SUCH, THE PURCHASE OF THIS SECURITY WAS NECESSARILY WITH THE INTENT OF INVESTMENT AND NOT WITH A VIEW FOR DISTRIBUTION. THEREFORE, ANY SUBSEQUENT TRANSFER OF THIS SECURITY OR ANY INTEREST THEREIN WILL BE UNLAWFUL UNLESS IT IS REGISTERED UNDER THE ACT OR APPLICABLE STATE SECURITIES LAWS UNLESS AN EXEMPTION FROM REGISTRATION IS AVAILABLE. FURTHERMORE, A SALE OR TRANSFER OF THIS SECURITY OR ANY INTEREST THEREIN MAY NOT BE CONSUMMATED WITHOUT AN OPINION OF COUNSEL ACCEPTABLE TO THE COMPANY THAT THE PROPOSED TRANSFER OR SALE DOES NOT AFFECT THE EXEMPTIONS RELIED UPON BY THE COMPANY IN ORIGINALLY DISTRIBUTING THE SECURITY AND THAT REGISTRATION IS NOT REQUIRED.

DATED: _____

In the presence of: _____

3D ACTION VIDEO INC.

EXHIBIT 5

STOCK PURCHASE AGREEMENT – EMPLOYEES AND MEMBERS OF THE BOARD OF DIRECTORS

STOCK PURCHASE AGREEMENT

DATE: _____
PARTIES: *3D ACTION VIDEO INC.* ,
a Nevada Corporation
corporation
[Name of investor],

AGREEMENTS:

SECTION 1. PURCHASE AND SALE

The Corporation hereby agrees to issue and sell to the Purchaser _____ shares of the fully-paid and non-assessable shares of the Series A Common Stock, $.01 par value per share, of the Corporation (Shares), free and clear of all liens, mortgages, pledges, security interests, and other encumbrances, and the Purchaser hereby agrees to acquire and purchase the Shares from the Corporation, subject to the terms and conditions set forth in this agreement.

SECTION 2. PURCHASE PRICE

The Purchase Price for the Shares is $25,000 per share, with the aggregate purchase price for the Shares being $_____.

SECTION 3. CLOSING

The closing of the sale and purchase of the Shares (Closing) shall occur on _____, 2012_or such later date as the Corporation and the Purchase may agree but not after December 31, 2012. Prior to or on the date of the Closing, the Purchaser will pay to the Corporation an amount equal to the aggregate Purchase Price for the Shares by wire transfer to the designated account of the Corporation, and the Corporation will deliver to the Purchaser a certificate or certificates evidencing the Shares.

SECTION 4. COVENANTS OF PURCHASER

As an inducement for the Corporation to enter into the transactions contemplated by this agreement, the Purchaser hereby represents, warrants, covenants, agrees, and acknowledges to Corporation as of the date of this agreement as follows:

4.1. *Investment Intent.* The Shares will be acquired solely for the Purchaser's own account without a view to the distribution or resale thereof, and the Purchaser does not have any contract, undertaking, agreement, or arrangement to sell or otherwise transfer or dispose of any of the Shares in any manner to any person.

4.2. *Transfers Subject to Securities Law.* The Purchaser will not at any time sell, transfer, or otherwise dispose of any of the Shares (or any of its interest therein), in any manner, except in accordance with the requirements of the 1933 Act and the Applicable Laws (as hereinafter defined). As used herein, the term "1933 Act" means the Securities Act of 1933, as amended, and the rules and regulations thereunder, and the term "Applicable Laws" means any applicable state securities laws and, to the extent applicable to offers or sales of securities, the Securities Exchange Act of 1934, as amended, and the rules and regulations under the foregoing (respectively, the "State Securities Laws" and the "1934 Act").

4.3. *Transfers Within Two Years.* Without limiting the generality of the foregoing, the Purchaser will not sell, transfer, or otherwise dispose of any of the Shares (or any of its interest therein), in any manner for a period of two years after the Closing, unless the Purchaser has obtained and has provided to the Corporation an opinion of counsel

(who may be regular corporate counsel to the Purchaser) reasonably satisfactory to the Corporation that the proposed sale, transfer, or disposition does not require Registration (as hereinafter defined) under the 1933 Act or the Applicable Laws. As used in this section, the term "Registration" means registration under the 1933 Act and, with respect to the Applicable Laws, such registration thereunder (or, with respect to any of the Applicable Laws which do not provide for registration, such compliance therewith which is similar to registration) which has then resulted in statutory or administrative authorization for the proposed transaction. Except as provided in Section 8 of this agreement, the Corporation has no obligation to effect the Registration of the Shares for sale, transfer or disposition by the Purchaser.

4.4. *Legend on Shares.* The following legend will be placed on the face of any certificates evidencing the Shares, and stop-transfer instructions will be issued to any transfer agent of such Shares to insure compliance with the provisions of this Agreement:

> The securities represented by this certificate have not been registered under the Securities Act of 1933 or any state securities laws and may not be sold, transferred, pledged, hypothecated, or otherwise disposed of in the absence of (a) an effective registration statement for such securities under said Act and any applicable state securities laws or (b) an exemption from registration under said Act and any applicable state laws.

4.5. *Inspection.* Prior to the execution of this Agreement: (a) the Purchaser and its advisors have been provided with full and free access and opportunity to inspect, review, examine, and inquire about all books, records, and information (financial or otherwise) of the Corporation, its business and affairs; (b) the Purchaser and its advisors have made such inspection, review, examination, and inquiry as they have deemed appropriate; and (c) the Purchaser and its advisors have been offered the opportunity to ask such questions and obtain such additional information concerning the Corporation and its business and affairs as they have requested so as to understand the nature of the investment in the Shares and to verify the accuracy of the information obtained as a result of their investigation.

SECTION 5. REPRESENTATIONS OF THE CORPORATION

The Corporation hereby represents, warrants, covenants, agrees, and acknowledges as of the date of this agreement as follows:

5.1. *Due Organization.* The Corporation is a corporation duly organized, validly existing and in good standing under the laws of the State of Nevada and has all requisite corporate power and authority to own and lease its properties, to carry on its business as presently conducted and as proposed to be conducted and to carry out the transactions contemplated hereby. The Corporation is qualified as a foreign corporation in all such other jurisdictions, if any, in which the conduct of its business or its ownership or leasing of property requires such qualification and in which failure to so qualify would have a material adverse effect on the Corporation.

5.2. Not Used

5.3. *No Default.* The Corporation is not in default (a) under its Articles of Incorporation or its Bylaws, or any indenture, mortgage, lease agreement, contract, purchase order, or other agreement or instrument to which the Corporation is party or by which it or any of its property is bound or affected or (b) with respect to any order, writ, injunction, or decree of any court of any Federal, state, municipal, or other governmental department, commission, board, bureau, agency, or instrumentality, domestic or foreign. There exists no condition, event, or act which constitutes, nor which after notice, lapse of time, or both, would constitute a default under any of the foregoing.

5.4. *Noncompetition Agreement and Trade Secret Claims.* To the best of the Corporation's knowledge, no third party may assert any valid claim against the Corporation with respect to (a) the continued employment by, or association with, the Corporation of any of the present officers, employees of, or consultants to the Corporation, or (b) to the best of the Corporation's knowledge, the use by the Corporation of any information which the Corporation would be prohibited from using under any prior agreements or arrangements or any laws applicable to unfair competition, trade secrets, or proprietary information.

5.5. *Tax Matters.* The Corporation has filed all Federal, state, local, and foreign tax returns which are required to be filed by it, and all such returns are true and correct. The Corporation has paid all taxes pursuant to such returns or pursuant to any assessment received by it or which it is obligated to withhold from amounts owing to any employee, creditor, or third party. The Corporation has not waived any statute of limitations with respect to taxes or agreed to any extension of time with respect to any tax assessment or deficiency.

SECTION 6. CONDITIONS PRECEDENT TO THE CLOSING

6.1. *Conditions to Purchaser's Obligations.* The obligations of the Purchaser at the Closing to purchase and pay for the Shares are subject to the following conditions precedent:

6.1.1. *Actions and Consents.* At or prior to the Closing, all corporate and other proceedings to be taken and all waivers and consents, if any, to be obtained in connection with the transactions contemplated by this agreement shall have been taken or obtained, all documents incident thereto shall be satisfactory in form and substance to the Purchaser and to its special counsel, and the Purchaser shall have received all such originals or certified or other copies of such documents as the Purchaser may reasonably request.

6.1.2. *Opinion of Counsel.* At the Closing, the Purchaser shall have received from *[law firm]*, counsel for the Corporation, their favorable opinion addressed to the Purchaser, dated the date of the Closing regarding the matters set forth in Sections 5.1, 5.3 (limited, however, as to knowledge), 5.9 (limited, however, as to knowledge), 5.12, 5.13, and 5.15 in form and substance satisfactory to the Purchaser and its counsel.

6.1.3. *Warranties and Representations.* All of the representations and warranties made by the Corporation pursuant to Section 5 of this agreement shall be true and correct in all material respects on the date of the Closing as if made on such date.

6.1.4. *Corporate Documents.* Prior to the Closing, the Purchaser shall have received a copy of:

(a). The certificate of incorporation of the Corporation as amended as of the date of the Closing certified as true and correct as of such date by an appropriate officer of the Corporation;

(b). The bylaws of the Corporation as amended as of the date of the Closing, certified as true and correct as of such date by an appropriate officer of the Corporation; and

(c). Resolutions of the Board of Directors of the Corporation authorizing the transactions contemplated herein, certified as true and correct as of such date by an appropriate officer of the Corporation.

6.2. *Termination Date.* If the Closing does not occur before _____, 20__, the Corporation shall have no obligation to issue and sell, and the Purchaser shall have no obligation to purchase and pay for the Shares under the terms of this agreement.

SECTION 7. FINANCIAL REPORTS TO THE PURCHASER, SEC FILINGS

7.1. *Financial Reports.* The Corporation agrees to furnish the Purchaser with the following with regard to each fiscal quarter (except the final fiscal quarter) and each fiscal year of the Corporation:

7.1.1. *Quarterly Financial Statements.* Within 45 days after the end of each fiscal quarter of the Corporation (other than the final quarter), unaudited financial statements of the Corporation which shall include a profit and loss statement for such fiscal quarter and a balance sheet as at the last day thereof, each prepared in accordance with generally accepted accounting principles consistently applied; provided that with respect to any fiscal quarter regarding which the Corporation files a Report on Form 10-Q (or similar form) with the SEC, the Corporation

shall provide the Purchaser with a copy of such Report on Form 10-Q as soon as practicable after the filing thereof in lieu of the foregoing financial statements.

7.1.2. *Annual Financial Statements.* Within 105 days after the end of each fiscal year of the Corporation, audited financial statements of the Corporation, which shall include a profit and loss statement for such fiscal year and a balance sheet as at the last day thereof each prepared in accordance with generally accepted accounting principles, consistently applied, and accompanied by the report of a nationally-recognized independent certified public accountant.

7.2. *SEC Filings.* The Corporation shall give prompt notice to the Purchaser of (a) the filing of any registration statement pursuant to the 1934 Act (1934 Act Registration Statement), relating to any class of equity securities of the Corporation and the effectiveness of such 1934 Act Registration Statement and the number of shares of such class of equity securities outstanding as reported in such 1934 Act Registration Statement; (b) the filing of any Report on Form 8-K (or similar form); and (c) the filing of any registration statement of Form S-1, S-2, S-3, S-8, S-15, S-16, S-18 (or similar form) with regard to any securities of the Corporation, and the effective date thereof.

7.3. *Successors of the Purchaser.* Any person who acquires the Shares after the Closing Date shall succeed fully to the rights described in Sections 7.1 and 7.2 of this agreement; provided that, such person is an affiliate of the Purchaser; and provided further that if subsequent to such transfer there is more than one holder of the Shares, only one such holder, who shall be designated by the holders, shall be entitled to receive the reports and notices described in Sections 7.1 and 7.2.

SECTION 8. INCIDENTAL REGISTRATIONS

8.1. *Obligation to Register the Shares.* If the Corporation at any time after one year after the date of the Closing proposes for any reason to register any of its securities under the 1933 Act (other than pursuant to a registration statement on Forms S-8, S-14 or S-15 or similar form), it shall each such time promptly give written notice to the holder of any outstanding Shares (or if there is more than one such holder, to the holder designated in accordance with Section 7.3 hereof) of its intention so to do, and upon the written request, given within 30 days after receipt of any such notice, of the holder(s) of any such Shares to register any Shares (which request shall specify the Shares intended to be sold or disposed of by such holders), the Corporation shall use its best efforts to register all such Shares under the 1933 Act, to permit the sale or other disposition of such Shares. If the proposed registration by the Corporation is in whole or in part an underwritten public offering of securities of the Corporation, any request pursuant to this Section 8.1 to register the Shares may specify that such Shares are to be included in the underwriting (a) on the same terms and conditions as the shares of Series A Common Stock, if any, otherwise being sold through underwriters under such registration or (b) on terms and conditions comparable to those normally applicable to offerings of Series A Common Stock in reasonably similar circumstances if no shares of Series A Common Stock other than the Shares are being sold through underwriters under such registration; provided, however, that (i) if the managing underwriter determines and advises in writing that the inclusion of all Shares and other issued and outstanding shares of Series A Common Stock proposed to be included therein by others holding incidental registration rights similar to those herein granted (Other Incidental Shares) in such underwritten public offering would interfere with the successful marketing of such shares by the Corporation, then the number of the Shares and Other Incidental Shares otherwise to be included in the underwritten public offering shall be reduced pro rata among the holders of the Shares and the Other Incidental Shares; and such managing underwriter determines and advises in writing that the inclusion of any of the Shares or Other Incidental Shares in such underwritten public offering would interfere with the successful marketing of such shares by the Corporation, and in fact all such Other Incidental Shares are excluded there from, all of the Shares may be excluded

8.2. *Registration of Shares.* If and whenever the Corporation is under an obligation pursuant to the provisions of this Section 8 to effect the registration, of any Shares, the Corporation shall, as expeditiously as practicable:

8.2.1. *Registration Statement.* Prepare and file with the SEC a registration statement with respect to such Shares and use its best efforts to cause such registration statement to become and remain effective for a period of at least nine months.

8.2.2. *Offering Memorandums.* Furnish to each selling stockholder such number of copies of a summary or other Offering Memorandum, including a preliminary Offering Memorandum, in conformity with the requirements of the 1933 Act, and such other documents as such seller may reasonably request in order to facilitate the public sale or other disposition of such Shares.

8.2.3. *State Securities Laws.* Use the Corporation's best efforts to register or qualify the Shares covered by such registration statement under the State Securities Laws or blue sky laws of such jurisdictions as each such seller shall reasonably request (provided, however, that the Corporation shall not be required to consent to general service of process for all purposes in any jurisdictions where it is not then qualified) and do any and all other acts or things which may be necessary or advisable to enable such seller to consummate the public sale or other disposition in such jurisdictions of such securities.

8.2.4. *Supplement Offering Memorandum.* Notify each seller of Shares covered by such registration statement at any time when a Offering Memorandum relating thereto covered by such registration statement is required to be delivered under the 1933 Act of the occurrence of any event as a result of which the Offering Memorandum included in such registration statement, as then in effect, includes an untrue statement of a material fact or omits to state a material fact required to be stated therein or necessary to make the statements therein not misleading in the light of the circumstances then existing, and at the request of such seller, prepare and furnish to such seller a reasonable number of copies of a supplement to or an amendment of such Offering Memorandum as may be necessary so that, as thereafter delivered to the purchasers of such shares, such Offering Memorandum shall not include an untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statement therein not misleading in the light of the circumstances then existing.

8.2.5. *Submissions to Underwriters.* If such securities are being sold through underwriters, furnish, at the request of any holder or holders requesting registration of the Shares pursuant to this Section 8, on the date that such Shares are delivered to the underwriters for sale in connection with a registration pursuant to this Section 8, (a) an opinion, dated such date, of the counsel representing the Corporation for the purposes of such registration, in form and substance as is customarily given to underwriters in an underwritten public offering, addressed to the underwriters, if any, and to the holder or holders making such request; and (b) a letter dated such date, from the independent certified public accountants certifying the Corporation's financial statements for the purposes of such registration, in form and substance as is customarily given to underwriters in an underwritten public offering, addressed to the underwriters, if any, and to the holder or holders making such request.

8.3. *Expenses.* All expenses incurred by the Corporation in complying with Section 8, including, without limitation, all registration and filing fees (including all expenses incident to filing with the National Association of Securities Dealers, Inc.), fees and expenses of complying with securities and blue sky laws, premiums on any securities act insurance required by the managing underwriter naming it as beneficiary, printing expenses, and fees and disbursements of the Corporation's counsel and the independent certified public accountants, shall be paid by the Corporation; provided, however, that all underwriting discounts and selling commissions applicable to the Shares covered by such registration shall be borne by the seller or sellers thereof, in proportion to the number of Shares sold by such seller or sellers.

8.4. *Indemnification.*

8.4.1. *Indemnification by the Corporation.* In the event of any registration of any Shares under the 1933 Act pursuant to this Section 8 or registration or qualification of any Shares pursuant to Section 8.2.3, the Corporation shall indemnify and hold harmless the seller of such Shares, each underwriter of such Shares, if any, each broker or other person acting on behalf of such seller, and each person who controls any of the foregoing persons, within the meaning of the 1933 Act, against any losses, claims, damages, or liabilities, joint or several, to which any of

the foregoing persons may become subject under the 1933 Act or otherwise, insofar as such losses, claims, damages, or liabilities (or actions in respect thereof) arise out of or are based upon an untrue statement or alleged untrue statement of a material fact contained in any registration statement under which such Shares were registered under the 1933 Act, any preliminary Offering Memorandum or final Offering Memorandum contained therein, or any amendment or supplement thereto, or any document incident to registration or qualification of any Shares pursuant to Section 8.2.3, or arise out of or are based upon the omission or alleged omission to state therein a material fact required to be stated therein or necessary to make the statements therein not misleading or, with respect to any Offering Memorandum, necessary to make the statements therein in light of the circumstances under which they were made, not misleading, or any violation by the Corporation of the 1933 Act or the State Securities Laws or blue sky laws applicable to the Corporation and relating to action or inaction required of the Corporation in connection with such registration or qualification under such State Securities Laws or blue sky laws; and shall reimburse such seller, such underwriter, broker or other person acting on behalf of such seller, and each such controlling person for any legal or any other expenses reasonably incurred by any of them in connection with investigating or defending any such loss, claim, damage, liability, or action; provided, however, that the Corporation shall not be liable in any such case to the extent that any such loss, claim, damage, or liability arises out of or is based upon an untrue statement or alleged untrue statement or omission or alleged omission made in said registration statement, said preliminary Offering Memorandum or said Offering Memorandum or said amendment or supplement, or any document incident to registration or qualification of any Shares pursuant to Section 8.2.3 in reliance upon and in conformity with written information furnished to the Corporation through an instrument duly executed by such seller or such underwriter or other person specifically for use in the preparation thereof.

8.4.2. *Indemnification by the Seller and Underwriters.* Before Shares held by any prospective seller shall be included in any registration pursuant to Section 8, such prospective seller and any underwriter acting on its behalf shall have agreed to indemnify and hold harmless (in the same manner and to the same extent as set forth in the preceding paragraph of this Section 8.4.1) the Corporation, each director of the Corporation, each officer of the Corporation who shall sign such registration statement, any person who controls the Corporation within the meaning of the 1933 Act and the Corporation's agents, with respect to any statement or omission from such registration statement, any preliminary Offering Memorandum or final Offering Memorandum contained therein, or any amendment or supplement thereto, if such statement or omission was made in reliance upon and in conformity with written information furnished to the Corporation through an instrument duly executed by such seller or such underwriter specifically for use in the preparation of such registration statement, preliminary Offering Memorandum, final Offering Memorandum or any amendment or supplement thereto; provided that the maximum amount of liability in respect to such indemnification shall be limited, in the case of each prospective seller, to an amount equal to the net proceeds actually received by such prospective seller from the sale of Shares effected pursuant to such registration.

8.4.3. *Notice.* Promptly after receipt by an indemnified party of notice of the commencement of any action involving a claim referred to in Sections 8.4.1 or 8.4.1, such indemnified party will give written notice to the indemnifying party of the commencement of such action. In case any such action is brought against an indemnified party, the indemnifying party will be entitled to participate in and to assume the defense thereof, jointly with any other indemnifying party similarly notified to the extent that it may wish, with counsel reasonably satisfactory to such indemnified party, and after notice from the indemnifying party to such indemnified party of its election so to assume the defense thereof, and provided that the indemnifying party discharges such duty of defense diligently and in good faith, the indemnifying party shall not be responsible for any legal or other expenses subsequently incurred by the indemnified party in connection with the defense thereof unless incurred with the indemnifying party's consent.

8.5. *Termination of Transfer Restrictions.* Notwithstanding Section 4 of this agreement, the restrictions imposed by Section 4 upon the transferability of any Shares shall cease and terminate as to any such Shares which are sold or otherwise disposed of in accordance with the intended method of disposition by the seller or sellers thereof set forth in the registration statement or as otherwise contemplated by Section 8 of this agreement. Whenever the restrictions imposed by Section 4 shall terminate, as provided in this Section 8.5, the holder of any Shares as to which such

restrictions have terminated shall be entitled to receive from the Corporation, without expense, a new certificate not bearing the restrictive legend set forth in Section 4 and not containing any other reference to the restrictions imposed by Section 4.

8.6. *Information About Shares and Holder.* Any holder of Shares requesting the inclusion thereof in a registration statement of the Corporation pursuant to this Section shall provide the Corporation with such information concerning such holder and its Shares as the Corporation may reasonably request in connection with the inclusion of such Shares in such registration statement.

8.7. *Limitation on Registration Rights.* The holders of Shares may, in the aggregate, request inclusion of the Shares in a registration statement of the Corporation pursuant to this Section 8 on a total of two occasions, provided, however, that if such registration statement fails to become effective or all the Shares which the holders wish to sell are not sold pursuant thereto for any reason, the holder shall be deemed not to have exercised such right to request such inclusion pursuant to this Section 8.

8.8. *Transfer of the Shares.* Any person who acquires any Shares after the Closing Date shall succeed to the rights described in this Section 8 with respect to such acquired Shares; provided, that, such person is an affiliate of the Purchaser; and provided, further, that, if subsequent to such transfer there is more than one holder of the Shares only one such holder (who shall be the same holder as is designated pursuant to Section 7.3 of this agreement) shall be entitled to receive the initial notice described in Section 8.1.

8.9. *Termination of Registration Right.* The right of each holder of the Shares to require inclusion in a registration statement of the Corporation pursuant to this Section 8 shall terminate as of _____, 20__; provided, that, there is then available "adequate current public information with respect to" the Corporation, within the meaning of Rule 144(c).

SECTION 9. BOARD REPRESENTATION

Upon consummation of the transactions contemplated hereunder, and so long as Purchaser owns the Shares, Purchaser shall have the absolute right to vote his/her/it shares to elect members of the Board of Directors at the duly held annual meeting.

SECTION 10. ACCESS

The Corporation will afford to the Purchaser and its employees, counsel, and other authorized representatives, free and full access, at all reasonable times, to all books, financial records, and minutes of board, shareholder, and committee meetings of the Corporation, to the extent permitted to shareholders of the Corporation. Notwithstanding the foregoing, the right of the Purchaser pursuant to this Agreement to obtain any confidential or proprietary information of the Corporation regarding its products, trade secrets, or other technical know-how of any nature shall be subject to prior approval by the Board of Directors of the Corporation, which shall make such determination on the basis of the reasonable need of the Purchaser to obtain such information for purposes consistent with the interests of the Purchaser as a shareholder of the Corporation. Subject to the foregoing, the Purchaser shall use reasonable efforts to maintain the confidentiality of any information so obtained by it that is not otherwise available from other sources and, in connection with the review of any proprietary or confidential information of the Corporation by such employees or representatives of the Purchaser, the Corporation may require that such employees or representatives execute a nondisclosure agreement with respect to their review of such proprietary or confidential information.

SECTION 11. COSTS OF PURCHASER

The Corporation will pay, and save the Purchaser harmless against all liability for the payment of, (a) all costs and other expenses incurred in connection with the Corporation's performance of and compliance with all agreements and conditions contained in this agreement, and (b) the Corporation's delivering to the Purchaser the Shares purchased by the Purchaser at the Closing, which costs and expenses will be paid by the Corporation at the Closing. The

Corporation will pay, and save the Purchaser harmless from, any and all liability with respect to any stamp or similar taxes payable in connection with the execution and delivery of this Agreement or any modification, amendment, or alteration of the terms or provisions of this Agreement, or the issuance of the Shares to the Purchaser.

SECTION 12. SURVIVAL OF REPRESENTATIONS AND WARRANTIES

All representations and warranties of the Corporation contained in this agreement shall survive the Closing. All statements contained in any certificate or other instrument delivered by the Corporation pursuant to this agreement or in connection with the transactions contemplated by this agreement shall constitute representations and warranties by the Corporation under this agreement. All covenants contained in this agreement shall survive indefinitely until, by their respective terms, they are no longer operative.

SECTION 13. INDEMNIFICATION

The Corporation shall, with respect to the representations, warranties, and agreements made by it herein or in any certificate or other instrument delivered by the Corporation pursuant to this agreement or in connection with the transactions contemplated by this agreement, indemnify, defend, and hold the Purchaser harmless against all liability, loss, or damage, together with all reasonable costs and expenses related thereto (including legal and accounting fees and expenses), arising from the untruth, inaccuracy (where applicable subject to the Corporation's knowledge), or breach of any such representations, warranties, or agreements of the Corporation.

SECTION 14. MISCELLANEOUS PROVISIONS

14.1. *Binding Effect.* The provisions of this agreement shall be binding upon and inure to the benefit of the heirs, personal representatives, successors, and assigns of the parties.

14.2. *Notice.* Any notice or other communication required or permitted to be given under this agreement shall be in writing and shall be mailed by certified mail, return receipt requested, postage prepaid, addressed to the parties at the following addresses.

Corporation: 3D ACTION VIDEO Inc.	*7792 Arnold Palmer Way* *Las Vegas, Nevada 89149*
Purchaser	*[Address]*

All notices and other communications shall be deemed to be given at the expiration of three days after the date of mailing. The address of a party to which notices or other communications shall be mailed may be changed from time to time by giving written notice to the other parties.

14.3. *Litigation Expense.* In the event of a default under this agreement, the defaulting party shall reimburse the non-defaulting party or parties for all costs and expenses reasonably incurred by the non-defaulting party or parties in connection with the default, including without limitation attorney's fees. Additionally, in the event a suit or action is filed to enforce this agreement or with respect to this agreement, the prevailing party or parties shall be reimbursed by the other party for all costs and expenses incurred in connection with the suit or action, including without limitation reasonable attorney's fees at the trial level and on appeal.

14.4. *Waiver.* No waiver of any provision of this agreement shall be deemed, or shall constitute, a waiver of any other provision, whether or not similar, nor shall any waiver constitute a continuing waiver. No waiver shall be binding unless executed in writing by the party making the waiver.

14.5. *Applicable Law*. This agreement shall be governed by and shall be construed in accordance with the laws of the state of Nevada.

14.6. *Entire Agreement.* This agreement constitutes the entire agreement between the parties pertaining to its subject matter, and it supersedes all prior contemporaneous agreements, representations, and understandings of the parties. No supplement, modification, or amendment of this Agreement shall be binding unless executed in writing by all parties.

[Signatures]

3D ACTION VIDEO INC.

EXHIBIT 6

INCENTIVE STOCK OPTION PLAN

INCENTIVE STOCK OPTION PLAN OF
3D ACTION VIDEO INC.

DATE: February 10, 2012

SECTION 1. PURPOSE

The purpose of this Incentive Stock Option Plan (Plan) is to provide 3D ACTION VIDEO INC., a Nevada corporation (Corporation) and its shareholders with the benefits of having employees and members of the Board of Directors who own stock. It is generally recognized that incentive stock option plans aid in retaining competent employees and members of the Board of Directors, furnish a device to attract employees and members of the Board of Directors of exceptional ability, and provide incentives to employees and members of the Board of Directors to exert their best efforts for the success of the Company. For purposes of the Incentive Stock Option Plan the word "employee" as used in this document refers collectively to both full time employees and members of the Board of Directors.

SECTION 2. AMOUNT OF STOCK

The total number of shares to be subject to options granted under this Plan may not exceed *20,000* shares of the Series A Common Stock of the Corporation. This limit will be increased or decreased in the event of a stock dividend, stock split, or reclassification of the shares covered by this Plan. If any option granted under this Plan lapses or is canceled without being exercised in whole or in part, other options may be granted covering the shares not purchased under the lapsed or canceled option.

SECTION 3. STOCK OPTION COMMITTEE

3.1. *Committee.* The Board of Directors of the Corporation must appoint a Stock Option Committee (Committee) composed of three of their number.

3.2. *Authority.* The Committee has the power and authority to implement, interpret, and administer this Plan and to take all action that the Committee deems necessary or advisable in connection with this Plan. The authority of the Committee includes, without limitation, the authority to select the participants in this Plan, to determine the number of shares as to which each participant will be given options, and to determine the terms of the options to be granted to each of the participants. Decisions of the Committee will be final and conclusive, and no member of the Committee will have any liability to any person for actions taken or decisions made in good faith under this Plan.

SECTION 4. GRANTS OF OPTIONS

4.1. *Participants.* Options may be granted pursuant to this Plan to the salaried employees of the Corporation (Employees). From time to time, the Committee may select the specific Employees to whom options are to be granted, and the Committee may determine the terms of each option, including the number of shares to be covered by the option, the purchase price per share for stock subject to the option, and the period for exercise of the option. Future as well as present Employees are eligible to participate in the Plan.

4.2. *Time Limit.* No option may be granted under the Plan more than ten years after the earlier of the date of the adoption of the Plan by the Board of Directors of the Corporation or the date of approval by the shareholders of the Corporation.

4.3. *Quantity Limit.* The aggregate fair market value (determined as of the time the option is granted) of the stock with respect to which options are exercisable for the first time by an Employee during any calendar year (under all incentive stock option plans of the Corporation or any parent or subsidiary of the Corporation) may not exceed $5,000,000.

Section 5. OPTION AGREEMENT

The terms and provisions of options granted pursuant to this Plan must be set forth in an agreement (Option Agreement) between the Corporation and the Employee receiving the option. The Option Agreement may be in such form, not inconsistent with the terms of this Plan, as may be approved by the Committee.

Section 6. PRICE

6.1. *In General.* The purchase price per share under any option granted pursuant to an Option Agreements may not be less than 100 percent of the fair market value of such share at the time the option is granted.

6.2. *10 Percent Shareholders.* In the case of an Employee who immediately before the option is granted owns stock representing more than 10 percent of the voting power of all classes of stock of the Corporation or any parent or subsidiary of the Corporation (10 Percent Shareholder), the purchase price per share under any option granted pursuant an Option Agreements may not be less than 110 percent of the fair market value of such share at the time the option is granted. For the purpose of determining whether an Employee is a 10 percent Shareholder, the Employee will be considered to own all stock owned directly or indirectly by or for himself or herself (except that the Employee will not be considered to own stock the Employee is entitled to purchase under outstanding stock options) and all stock owned, directly or indirectly, by or for the Employee's brothers and sisters (whether by the whole or half blood), spouse, ancestors, and lineal descendants. Also for this purpose, stock owned directly or indirectly by or for a corporation, partnership, estate, or trust will be considered as being owned proportionately by of for its shareholders, partners, or beneficiaries.

6.3. *Fair Market Value.* The fair market value of shares subject to Option Agreements must be determined by the Committee at the time the options are granted.

6.4. *Payment.* The full purchase price must be paid upon exercise of the option.

Section 7. OPTION PERIOD

No option granted pursuant to this Plan will be exercisable after the expiration of 10 years (five years in the case of an option granted to a 10 Percent Shareholder) from the date the option is first granted. The expiration date for each option (Expiration Date) must be set forth in each Option Agreement.

Section 8. SECURITIES LAWS COMPLIANCE

8.1. *Registration.* No option granted pursuant to this Plan will be exercisable if the Committee determines that registration or qualification of this Plan, any option granted under this Plan, or any shares of stock subject to any such option is required under applicable state or federal securities laws until such registration or qualification is obtained or completed.

8.2. *Investment Representation.* Each option granted pursuant to this Plan must require the person exercising the option to provide the Corporation with a written representation that the person is acquiring the shares of stock for the person's own account for investment and not with a view to the distribution of the shares and a written agreement that if the person should decide to sell, transfer, or otherwise dispose of the shares, the person will do so only if the shares are registered under the Securities Act of 1933 and any applicable state securities law, unless, in the opinion of counsel to the Corporation, such registration is not required.

Section 9. TERMINATION OF EMPLOYMENT

Each Option Agreement shall provide that:

9.1. *Cessation of Employment.* If the Employee ceases to be employed by the Corporation for any reason other than death or permanent and total disability (within the meaning of Section 22(e)(3) of the Internal Revenue Code of 1986), any unexercised portion of the option granted will terminate not later than three months after the date on which the Employee ceases to be employed.

9.2. *Permanent and Total Disability.* If the Employee ceases to be employed by the Corporation because of permanent and total disability (within the meaning of Section 22(e)(3) of the Internal Revenue Code of 1986), any unexercised portion of the option granted will terminate not later than one year after the date such Employee ceases to be employed.

9.3. *Death.* If the Employee dies, any unexercised portion of the option may be exercised by the legal representative of the Employee's estate or any devisee or heir of the option.

Section 10. LIMITATIONS ON ASSIGNMENT

Each Option Agreement must provide that the option granted is not transferable by the Employee except on death by will or by the laws of descent and distribution and is exercisable, during the Employee's lifetime, only by the Employee.

Section 11. ADJUSTMENT FOR STOCK SPLITS, STOCK DIVIDENDS, OR REORGANIZATION

Option Agreements may contain such provisions as the Committee deems equitable concerning the effect of any stock dividends, stock splits, or reclassification of shares of stock upon reorganization.

Section 12. AMENDMENT OF THE PLAN

12.1. *Power to Amend.* The Board of Directors may from time to time alter, amend, suspend, or discontinue this Plan and make such rules for its administration as the Board of Directors deems advisable.

12.2. *Limitations on Amendment.* Notwithstanding any other provision contained in this Plan the Board of Directors may not:

12.2.1. *Change of Shares or Employees.* Amend this Plan to change the aggregate number of shares to be issued nor to change the designation of employees or class of employees eligible to receive options under this Plan.

12.2.2. *Incentive Stock Options.* Amend this Plan in any manner that would have the effect of preventing any option issued under this Plan from being an "incentive stock option" as defined in Section 422 of the Internal Revenue Code of 1986.

Section 13. OPTIONS DISCRETIONARY

The granting of options under this Plan is entirely discretionary, and nothing in this Plan may be deemed to give any Employee any right to participate in this Plan or to receive options.

Section 14. SHAREHOLDER APPROVAL

This Plan must be approved by the shareholders of the Corporation. If this Plan is not approved by the shareholders of the Corporation within 12 months before or after the date of this Plan, this Plan will be null and void.

Section 15. INTERPRETATION

This Plan must be interpreted to conform to the requirements of Section 422 of the Internal Revenue Code of 1986 and the regulations issued thereunder.

Dated this 10TH day of February 2012.

_____

C. DEAN HOMAYOUNI, Shareholder

_____

3D ACTION VIDEO INC.

EXHIBIT 7

INCENTIVE STOCK OPTION AGREEMENT

STOCK OPTION AGREEMENT

DATE: _____, 2012

PARTIES: *3D ACTION VIDEO INC.* a Nevada corporation *[Employee Name}*

RECITALS:

A. The Corporation has adopted an Incentive Stock Option Plan (Plan) that provides for the granting of options to purchase stock of the Corporation to certain employees and/or Members of the Board of Directors of the Corporation in order to induce the employees and/or Member of the Board of Directors to remain employed by the Corporation and/or remain as a Member of the Board of Directors and to continue to contribute to the growth and profitability of the Corporation. Such options are designed to qualify as incentive stock options under Section 422 of the Internal Revenue Code of 1986.

B. Sandy McNaughton is employed by the Corporation as a Member of the Board of Directors and has been an integral part of the growth and profitability of the Corporation.

C. The Stock Option Committee (Committee) of the Board of Directors of the Corporation has selected the Employee and/or the Member of the Board of Directors to receive an option to purchase shares of the Series A Common Stock of the Corporation under the Plan.

AGREEMENTS:

Section 1. GRANT OF OPTION

The Corporation hereby grants to the Employee and/or the Member of the Board of Directors the option to purchase _____ shares of the authorized but unissued Series A Common Stock of the Corporation upon the terms and conditions set forth in this agreement.

Section 2. PURCHASE PRICE

The purchase price for shares of stock purchased pursuant to this option is $__.00 per share.

Section 3. EXERCISE OF OPTION

This option may be exercised by the Employee or Member of the Board of Directors at any time, or from time to time, as to any part or all of the shares of stock covered by the option, but the option must be exercised on or before _____ (Expiration Date). The option must be exercised by the Employee or Member of the Board of Directors giving written notice of such exercise to the Corporation, which notice must state the number of shares to be purchased.

Section 4. PAYMENT OF PURCHASE PRICE AND CLOSING

The purchase price for all shares purchased under this option must be paid in cash, or in collected funds, upon closing. The shares purchased must be issued by the Corporation at the time of closing as fully paid and non-assessable shares. The closing must take place at the principal office of the Corporation within ten days after the effective date of the notice of exercise of the option.

Section 5. TERMINATION

This option will terminate, and all rights of the Employee and or Member of the Board of Directors under this option will lapse, upon the earliest of the following:

5.1. *Expiration Date.* The Expiration Date.

5.2. *Cessation of Employment or as a Member of the Board of Directors.* Three months after the Employee ceases to be employed by the Corporation or person ceases to be a Member of the Board of Directors for any reason other than the death or disability of the Employee or Member of the Board of Directors.

5.3. *Disability*. One year after the termination of the Employee's employment by the Corporation due to permanent disability, as defined in Section 22(e)(3) of the Internal Revenue Code of 1986.

5.4. *Death.* One year after the death of the Employee or Member of the Board of Directors.

Section 6. SHAREHOLDER RIGHTS

The Employee or Member of the Board of Directors has no rights as a shareholder of the Corporation with respect to any shares covered by this option except until the shares have been issued to the Employee or Member of the Board of Directors following the Employee's or Member of the Board of Directors exercise of the option.

Section 7. ADJUSTMENTS

7.1. *Corporate Changes.* Nothing contained in this agreement shall restrict, in any manner, the right or power of the Corporation or its shareholders to make any changes in the structure of the corporation, its capital, or its business or businesses. Specifically, but without limitation, the Corporation may issue additional Series A Common Stock, bonds, debentures, or new classes of common or preferred stock; declare stock dividends; redeem shares of its outstanding stock; enter into merger or other reorganization transactions; sell its assets or businesses; or dissolve and liquidate.

7.2. *Adjustment to Option Shares.* If, at any time after the date of this agreement, the Series A Common Stock of the Corporation is subject to a stock split, or if a stock dividend is paid on the Series A Common Stock of the Corporation, the number of shares of Series A Common Stock of the Corporation subject to this option shall be increased proportionately without any change in the aggregate purchase price for the shares subject to this option. If, at any time after the date of this agreement, all of the outstanding shares of the Series A Common Stock of the Corporation shall be changed into or exchanged for a different number or class of shares of the Corporation, or for shares of stock of another corporation, whether through a recapitalization, reorganization, merger, or otherwise, there shall be substituted for each share of Series A Common Stock of the Corporation that is then subject to this option the number and class of shares into which each outstanding share of Series A Common Stock of the Corporation is so exchanged, all without any change in the aggregate purchase price for the shares subject to this option.

Section 8. PROHIBITION AGAINST TRANSFER

This option is personal to the Employee or Member of the Board of Directors, and the Employee or Member of the Board of Directors has no right to transfer any rights in the option in any manner other than by will or by the laws of descent and distribution. This option is exercisable during the Employee's or Member of the Board of Directors lifetime only by the Employee or Member of the Board of Directors.

Section 9. EMPLOYMENT

This agreement is not an employment agreement and may not be construed as such. Nothing in this agreement may be construed to constitute or to be evidence of any agreement or understanding, express or implied, on the part

of the Corporation to employ or retain the Employee as an employee for any specific period of time, or on the part of the Employee to remain as an employee of the Corporation for any specific period of time.

Section 10. SECURITIES LAWS COMPLIANCE

10.1. *Registration.* The right of the Employee or Member of the Board of Directors to exercise any option granted pursuant to this agreement may be suspended at any time if the Committee determines that the Plan, any option granted under this agreement, or any shares of stock subject to such option must be registered or qualified under applicable state or federal securities laws. Such suspension shall continue in effect until the required registration or qualification is obtained or completed.

10.2. *Investment Representation.* At the time of the closing of any purchase of stock under this option, the Corporation may require that the Employee or Member of the Board of Directors, or other person exercising the option, provide the Corporation with a written representation that the Employee or other person is acquiring such stock for the Employee's or other person's own account for investment and not with a view to the distribution of such shares and a written agreement that if the Employee or other person should decide to sell, transfer, or otherwise dispose of such shares, the Employee or other person will do so only if the shares are registered under the Securities Act of 1933 and any applicable state securities law unless, in the opinion of counsel to the Corporation, such registration is not required. Such representation and agreement must be in a form reasonably satisfactory to the Corporation.

Section 11. MISCELLANEOUS PROVISIONS

11.1. *Notice.* Any notice or other communication required or permitted to be given under this agreement must be in writing and shall be mailed by certified mail, return receipt requested, postage prepaid, addressed to the parties at the following addresses:

Employee or Member of the Board of Directors: _____
_____
_____

Corporation: 3D ACTION VIDEO Inc. *7792 Arnold Palmer Way*
Las Vegas, Nevada 89149

All notices and other communications will be deemed to be given at the expiration of three days after the date of mailing. The address of a party to which notices or other communications must be mailed may be changed from time to time by giving written notice to the other party.

11.2. *Litigation Expense.* In the event of a default under this agreement, the defaulting party must reimburse the non-defaulting party or parties for all costs and expenses reasonably incurred by the non-defaulting party or parties in connection with the default, including without limitation attorney's fees. Additionally, in the event a suit or action is filed to enforce this agreement or with respect to this agreement, the prevailing party or parties shall be reimbursed by the other party for all costs and expenses incurred in connection with the suit or action, including without limitation reasonable attorney's fees at the trial level and on appeal.

11.3. *Waiver.* No waiver of any provision of this agreement may be deemed, or will constitute, a waiver of any other provision, whether or not similar, nor will any waiver constitute a continuing waiver. No waiver will be binding unless executed in writing by the party making the waiver.

11.4. *Applicable Law.* This agreement will be governed by and must be construed in accordance with the laws of the State of Nevada.

11.5. *Entire Agreement.* This agreement constitutes the entire agreement between the parties pertaining to its subject matter, and it supersedes all prior contemporaneous agreements, representations, and understandings of the parties. No supplement, modification, or amendment of this Agreement will be binding unless executed in writing by all parties.

3D ACTION VIDEEO, INC.	**EMPLOYEE OF MEMBER OF THE BOARD**
_____	_____

3D ACTION VIDEO INC.

EXHIBIT 8

EMPLOYMENT AGREEMENT WITH

C. DEAN HOMAYOUNI, ESQ., CPA

EMPLOYMENT AGREEMENT

THIS EMPLOYMENT AGREEMENT (this "Agreement") is entered into on August 15, 2013, by and between 3D ACTION VIDEO INC. (the "Company"), and C. Dean Homayouni, Esq., CPA ("Executive").

W I T N E S S E T H:

WHEREAS, the Company desires to employ Executive as Chief Executive Officer of the Company from and after the Effective Date until such date as his term of employment shall end pursuant to the terms and conditions contained herein;

WHEREAS, Executive desires to be employed by the Company in such position and for such period pursuant to the terms and conditions contained herein;

NOW, THEREFORE, for and in consideration of the mutual promises, covenants, and undertakings contained in this Agreement, and intending to be legally bound, the Company and Executive agree as follows:

Employment Period. Subject to the terms and conditions of this Agreement, Executive's employment with the Company shall begin on October 1, 2010 (the "Effective Date") and shall continue through September 30, 2014 (the "Term").

II. **Position and Duties.**

A. During the Term of this Agreement, Executive shall be the Chief Executive of the Company and shall have such duties and responsibilities as are customary for such position and consistent with those duties and responsibilities of a Chief Executive Officer of a corporation that is comparable to the Company. Executive shall report directly to the Board of Directors of the Company (the "Board"). Executive's services shall be performed at the offices of the Company located in Las Vegas, Nevada or an office that is located no more than 25 miles from such offices, subject to reasonable travel requirements.

B. Excluding periods of vacation, sick leave and disability to which Executive is entitled pursuant to the terms of this Agreement, during the Term, Executive agrees to devote substantially all of his business time to the performance of his duties and responsibilities under this Agreement; *provided* that Executive may (i) engage in civic or charitable activities, including serving on corporate, civic, educational, philanthropic or charitable boards or committees, (ii) manage Executive's personal investments and (iii) and perform outside legal services for his current law practice, *provided further*, that, in each case, such activities do not materially interfere with the performance of Executive's duties and responsibilities hereunder. Executive represents and warrants to the Company that he is not aware of any actual or potential conflicts between the Services currently being provided and the interests of the Company.

III. **Compensation and Reimbursement.** As compensation to Executive for his employment services under this Agreement:

A. Base Salary. The Company shall pay to Executive a base salary of $30,000 per annum starting on August 15, 2013 and the annual salary shall increase to $60,000 on January 1, 2014. The Base Salary shall increase to $120,000 on January 1, 2015. The Base Salary shall be paid in accordance with the Company's payroll practices for executive officers, but not less frequently than monthly. The Base Salary shall be subject to annual review by the Board or the Compensation Committee (or similar committee) of the Company (the "Compensation Committee") whereupon the Base Salary may be increased (but not decreased) at their sole discretion.

B. Annual Incentive Bonus. Executive shall be given the opportunity to earn an incentive bonus (the "Incentive Bonus") for each calendar year (or portion thereof) during the Term of this Agreement. The actual amount payable to Executive as an Incentive Bonus with respect to a Performance Year (as defined below) shall be dependent upon a review by the Compensation Committee of Executive's performance during the calendar year or portion thereof that employment services are provided under this Agreement (each such year or portion thereof to which the performance objectives relate is referred to as a "Performance Year") and the Performance Year. Executive's target Incentive Bonus opportunity for each Performance Year during the Term is 20% of the applicable year of Base Salary at the highest rate in effect during such Performance Year (the "Target Bonus Opportunity"). Accordingly, depending on the review by the Board of Directors of Executive's performance and the attainment of the performance objectives during the Performance Year, the actual amount payable as the Incentive Bonus to Executive for each Performance Year during the Term of this Agreement may be less than, greater than or equal to the Target Bonus Opportunity. Any Incentive Bonus shall be paid at the same time as similar bonuses are payable to other officers of the Company, but in no event later than two and a half (2 1/2) months following the end of the Performance Year with respect to which such Incentive Bonus is to be paid.

C. Equity Compensation and Equity Award. Executive shall be granted 2,500 stock options to purchase Two Thousand Five Hundred (2,500) shares of Series A Common Stock with an exercise price of $50.00.

D. Benefits. During the Term, Executive shall receive employee benefits and be eligible to participate in all employee benefit plans in a manner commensurate with the other senior executive officers of the Company.

E. Business Expenses. During the Term, Executive shall be entitled to receive prompt reimbursement for all expenses incurred by Executive in the performance of his duties and responsibilities hereunder, subject to such written documentation as the Company may reasonably require in accordance with its standard expense reimbursement practices and policies.

F. Office and Support Staff. During the Term, Executive shall be entitled to an office and secretarial and other assistance consistent with his position and the support provided to the other senior executive officers of the Company.

G. Vacation. Executive shall be entitled to four (4) weeks paid vacation per year.

H. Professional Training. Executive shall be entitled to sixty (60) hours paid time per year to complete Continuing Professional Education to maintain his status as a Certified Public Accountant and licensed Attorney for the State of Nevada and the State of California. The Company shall reimburse Executive for all course fees paid by Executive to maintain his professional licenses. The Company shall pay for Executive's annual dues and fees to the Nevada Board of Accountancy, The California Board of Accountancy, The American Institute of Certified Public Accountants, The Nevada Bar Association, The California Bar Association and Clark County Bar Association.

IV. **Employment Termination**

A. At End of Term. Executive's employment shall terminate at the end of the Term.

B. Death or Disability. Executive's employment shall terminate automatically upon Executive's death. The Company may terminate Executive's employment after having established Executive's Disability (as defined below) by giving the Executive a Notice of Termination (as defined below). For purposes of this Agreement, "Disability" shall mean any physical or mental illness, impairment or infirmity which materially impairs Executive's ability to perform the essential functions of his position, including his essential duties and responsibilities under this Agreement, with reasonable accommodation, for at least one hundred eighty (180)

days during any 365-consecutive-day period. Notwithstanding the foregoing, to the extent that any payment or benefit under this Agreement that is subject to Section 409A of the Internal Revenue Code of 1986, as amended (the "Code") may be triggered due to a Disability, "Disability" shall mean Executive (i) is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than twelve (12) months, or (ii) is, by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than twelve (12) months, receiving income replacement benefits for a period of not less than three (3) months under a Company-sponsored group disability plan.

C. With or Without Cause. The Company may terminate Executive's employment with or without Cause. For purposes of this Agreement, "Cause" shall mean: (i) Executive's willful and continued failure to perform substantially his duties with the Company (other than any such failure resulting from Executive's Disability or any such failure subsequent to Executive being delivered notice of the Company's intent to terminate Executive's employment without Cause or delivering to the Company a notice of Executive's intent to terminate for Good Reason) after a written demand for substantial performance is delivered to Executive by the Board, the Compensation Committee or the Chief Executive Officer of the Company which specifically identifies the manner in which the Board, the Compensation Committee or the Chief Executive Officer of the Company believes Executive has not substantially performed Executive's duties and Executive, after a period of no less than thirty days as set forth in the Company's notice, has failed to cure such failure; (ii) Executive's willful dishonesty or misconduct in the performance of his duties that could reasonably be expected to cause a material harm to the Company or any of its subsidiaries; (iii) Executive's involvement in a transaction in connection with the performance of his duties to the Company or any of its subsidiaries which has not been disclosed to the Board or Company and which is adverse to the interests of the Company or its subsidiaries and which is engaged in for personal profit (whether for the benefit of Executive or any other person or entity related to Executive or with respect to which Executive has a material interest); or (iv) Executive's conviction (by a court of competent jurisdiction) of, or a plea of *nolo contendere* to, any crime that constitutes a felony under federal, state or local law (other than a motor vehicle violation for which no custodial penalty is imposed). For purpose of the definition of Cause set forth above, no act or failure to act shall be considered "willful" unless done or omitted to be done by Executive in bad faith and without reasonable belief that Executive's action was in the best interests of the Company and its subsidiaries. Any act, or failure to act, based upon authority given pursuant to a resolution duly adopted by the Board or based upon the advice of counsel for the Company shall be conclusively presumed to be done, or omitted to be done, by Executive in good faith and in the best interests of the Company.

D. With or Without Good Reason. Executive may terminate his employment with or without Good Reason. For purposes of this Agreement, "Good Reason" shall mean, without Executive's express written consent: (i) a reduction in Executive's Base Salary or a material reduction or discontinuance of any material benefit plan; (ii) a failure to award an Incentive Bonus to Executive in an amount equal to at least 75% of Executive's Target Bonus Opportunity for any Performance Year ending after December 31, 2006; (iii) a failure on the part of the Company to grant or cause to be granted to Executive the Equity Award as previously discussed; (iv) any change in the position, duties, responsibilities (including reporting responsibilities) or status of Executive that is inconsistent and adverse to Executive in any material respect with Executive's position, duties, responsibilities or status with or to the Company as a public company as of the Effective Date (including Executive not serving as the Chief Financial Officer of the Company); (v) a requirement by the Company that Executive be based in an office that is located more than 25 miles from Executive's principal place of employment as of the Effective Date; or (vi) any material failure on the part of the Company to comply with and satisfy the terms of this Agreement; *provided*, that a termination by Executive with Good Reason shall be effective only if Executive delivers to the Company a Notice of Termination for Good Reason within ninety (90) days after Executive first learns of the existence of the circumstances giving rise to Good Reason and within thirty (30) days following delivery of such Notice of Termination for Good Reason, the Company has failed to cure the circumstances giving rise to Good Reason to the reasonable satisfaction of Executive;

provided further, that Executive shall not be required to deliver to the Company a Notice of Termination within ninety (90) days after Executive first learns of the existence of circumstances giving rise to Good Reason pursuant to clause (iv) above.

E. Notice of Termination. Any termination by the Company with or without Cause or on account of Disability, or by Executive with or without Good Reason, shall be communicated in writing to the other party hereto (a "Notice of Termination"). Such Notice of Termination shall include: (i) the specific termination provision of this Agreement relied upon, (ii) reasonable detail as to the facts and circumstances claimed to provide a basis for termination of Executive's employment under the provision so indicated and (iii) if the termination date is different from the date of the receipt of such notice, the specified termination date.

V. **Company Obligations Upon An Employment Termination.**

A. End of Term. Upon termination of Executive's employment at the end of the Term pursuant to Section IV.A. above, Executive shall be entitled to the following:

1. 100% of all vested Equity Awards held by Executive as of the date of such termination shall become vested. For the avoidance of doubt, any Equity Awards that are scheduled to vest on or before such termination date shall be considered vested rather than unvested for the purpose of determining the amount of vested Equity Awards as of the date of such termination; and

B. Death or Disability. Upon termination of Executive's employment due to death or Disability, Executive (or Executive's beneficiaries, as applicable) shall be entitled to the following:

1. A lump sum payment, to be paid on the tenth business day following such termination, equal to the sum of the Accrued Obligations (as defined below) and the Pro Rata Bonus Amount (as defined below). For purposes of this Agreement, "Accrued Obligations" shall mean all amounts earned or accrued through the date of termination but not paid as of the date of termination, including but not limited to (a) Base Salary, (b) expenses incurred by the Executive for the period ending on the date of termination, (c) vacation pay and (d) any unpaid Incentive Bonus with respect to the most recently completed Performance Year prior to the date on which such termination occurs, *provided*, that if such termination occurs prior to the determination by the Board or the Compensation Committee of the Incentive Bonus with respect to the most recently completed Performance Year, then an amount equal to the most recent Incentive Bonus awarded to Executive. For purposes of this Agreement, the "Pro Rata Bonus Amount" shall mean an amount representing a pro rata portion (based on the number of days in the period beginning on the first day of the current Performance Year and ending on the date of termination) of the greater of (a) 100% of the Target Bonus Opportunity for the Performance Year in which such termination occurs or (b) 100% of the Incentive Bonus awarded to Executive in respect of the most recent Performance Year for which an Incentive Bonus has been awarded;

2. To the extent permitted by the Company's plans at the time of termination, the continuation of medical, dental, life insurance, disability and other welfare benefits (to the extent made available to Executive and his dependents prior to termination) for Executive (and his dependents) for one year following termination, *provided*, that if Executive's continued participation in any such medical, dental, life insurance, disability or other welfare plan is not permitted, Executive shall be entitled to a lump sum payment, to be paid on the tenth business day following such termination, equal to the cost to the Company of providing benefits under such plan(s) in which he (or his dependents) is unable to participate for such one year period; and

C. By Company for "Cause" or by Executive without "Good Reason". In the event of a termination of employment by the Company for Cause or a resignation by the Executive without Good Reason (other than pursuant to Section IV.A above), Executive shall be entitled to the following:

1. A lump sum payment, to be paid on the tenth business day following such termination, equal to the Accrued Obligations; and

2. Executive shall retain all Equity Awards held by Executive that have vested as of such termination.

3. A lump sum payment of $500,000.

D. By Company without "Cause" or by Executive for "Good Reason" in connection with a Change in Control. Notwithstanding the foregoing, in the event of a termination of employment by the Company without Cause (other than pursuant to Section IV.A above) or a resignation by the Executive with Good Reason (i) at the request of any third party participating in or causing a Change in Control or (ii) within twelve (12) months following a Change in Control, Executive shall be entitled to the following:

1. A lump sum payment, to be paid on the tenth business day following such termination, equal to $500,000, and

2. the sum of the following:

(i) The Accrued Obligations;

(ii) The Pro Rata Bonus Amount;

(iii) Base Salary then in effect for the remainder of the Term; and

3. Executive shall retain all Equity Awards that have vested as of such termination and all unvested equity awards shall immediately become fully vested.

For purposes of this Agreement, "Change in Control" shall mean any corporation or trust they may control or their immediate family members may control no longer owning more than 50% of the stock of the voting stock of the Company or if there is a change in control as a result of the completion of the Offering

VI. **Change in Control.** Notwithstanding anything herein to the contrary, all unvested Equity Awards held by Executive as of the date of a Change in Control during the Term of this Agreement shall become fully vested upon such Change in Control, except for Change in Control as a result of the completion of the offering under the proposed 506 Reg D.

VII. Restrictive Covenants.

A A. Confidential Information. Without the prior written consent of the Company, except (i) as reasonably necessary in the course of carrying out his duties hereunder or (ii) to the extent required by an order of a court having competent jurisdiction or under subpoena from an appropriate government agency, Executive shall not disclose any trade secrets, customer lists, marketing plans, sales plans, manufacturing plans, management organization information (including data and other information relating to members of the Board and management of the Company or its subsidiaries), operating policies or manuals, business plans, financial records or other financial, commercial, business or technical information relating to the Company or its subsidiaries designated as confidential or proprietary that the Company or its subsidiaries may receive belonging to suppliers, customers or others who do business with the Company or its subsidiaries (collectively, "Confidential Information") unless such Confidential Information has been previously disclosed to the public by the Company or its subsidiaries or has otherwise become available to the public (other than by any action of Executive in breach of this Agreement or his obligations to the Company and its subsidiaries).

B. Non-Competition; Non-Solicitation. Executive will not, during the term of this Agreement, and for a period of one (1) year immediately following termination of employment: (i) directly or indirectly induce or solicit any employee of the Company or any of its subsidiaries to terminate such employment with the Company or its subsidiaries or directly or indirectly be involved in the hiring of any such employee, *provided*, that Executive knows that such employee is an employee of the Company or any of its subsidiaries at the time of such hiring.

C. Non-Disparagement. During the Term and at any time thereafter, Executive agrees that Executive will not, directly or indirectly, make or cause to be made any statement or criticism which is materially adverse to the interests of the Company or its subsidiaries; nor will Executive take any action that may reasonably cause the Company or its subsidiaries significant embarrassment, humiliation, or otherwise cause or contribute to the Company or its subsidiaries being held in disrepute by the public or the Company's or its subsidiaries' customers or employees, except as required by applicable law; *provided*, *however*, that nothing in this Section VII.C shall be interpreted to preclude Executive's honest and good faith reporting to the Company, its counsel, or appropriate legal enforcement authorities. Company agrees that employees and directors of the Company and its subsidiaries will not, directly or indirectly, make or cause to be made any statement or criticism which is materially adverse to the interests of Executive; nor will employees and directors of the Company and its subsidiaries take any action that may reasonably cause Executive significant embarrassment, humiliation, or otherwise cause or contribute to Executive being held in disrepute by the public or the business community at large, except as required by applicable law.

D. Reasonableness of Restrictions. Executive acknowledges that (i) the restrictions provided in this Section VII are necessary for the protection and to maintain the goodwill of the Company; (ii) Executive's ability to work and earn a living is not unreasonably restrained by these restrictions and these restrictions do not impose an undue hardship on Executive's ability to earn a living; (iii) should any provision of this Agreement (including but not limited to Section VII hereof) be found to be invalid or unenforceable by a court of competent jurisdiction, such provision shall be deemed amended or modified so as to permit those provisions to be enforceable under the laws and public policies applied in the jurisdiction to which enforcement is sought; (iv) the Company will be entitled to enforce such provision for such period of time and within such area as may be determined to be reasonable by a court of competent jurisdiction; and (v) this Section VII.D shall continue to be in effect beyond the termination of Executive's employment with the Company, regardless of the reason, to the extent provided herein.

VIII. **Miscellaneous.** Executive acknowledges that Executive (i) has carefully read this Agreement in its entirety and has had an adequate opportunity to consider it and has consulted independent counsel of Executive's choice, who has answered to Executive's satisfaction all question Executive had regarding the meaning and significance of any of the provisions of this Agreement (ii) fully understands all the terms of this Agreement and their significance, (iii) knowingly and voluntarily assents to all the terms and conditions contained herein, (iv) is signing this Agreement voluntarily and of Executive's own free will and (v) agrees to abide by all the terms and conditions contained herein. The language used in this Agreement shall be deemed to be the language mutually chosen by the parties hereto to reflect their mutual intent, and no doctrine of strict construction shall be applied against any party hereto.

IX. **Non-Exclusivity of Rights.** Nothing in this Agreement shall prevent or limit Executive's continuing or future participation in any benefit, bonus, incentive or other plan or program provided by the Company and for which Executive may qualify in the sole discretion of the Compensation Committee.

X. **Indemnification.** The Company and its successors and/or assigns will indemnify, hold harmless, and defend Executive to the fullest extent permitted by applicable law and the By-Laws and Certificate of Incorporation of the Company with respect to any claims that may be brought against Executive arising out of or related to any action taken or not taken in Executive's capacity as an employee, officer or director of the Company or

any of its affiliates, including, without limitation, the advancement of legal fees and expenses, as such fees and expenses are incurred by Executive. In addition, Executive shall be covered, in respect of Executive's activities as an officer or director of the Company or any of its affiliates, by the Company's (or any of its affiliates') Directors and Officers liability policy or other comparable policies, if any, obtained by the Company's (or any of its affiliates') successors, to the fullest extent permitted by such policies.

XI. **Notices.** For purposes of this Agreement, notices, demands, and all other communications provided for in this Agreement shall be in writing and shall be deemed to have been duly given when (a) delivered by hand; (b) sent by prepaid first class mail (airmail if to an address outside the country of posting); or (c) sent by facsimile transmission with confirmation of transmission, as follows:

If to Executive, addressed to:
C. Dean Homayouni, Esq., CPA
7792 Arnold Palmer Way
Las Vegas, Nevada 89149
Fax: (702) 966-3707

If to the Company, addressed to:
3D Action Video Inc.
7792 Arnold Palmer Way
Las Vegas, NV 89149

XII. **Assignment/Successor Obligations.** The rights and obligations of the Company under this Agreement shall inure to the benefit of and be binding upon any successor (whether direct or indirect, by purchase, merger, consolidation or otherwise) of the Company. As used in this Agreement, "Company" shall mean the Company as hereinbefore defined and any successor thereto. This Agreement shall not be assignable by the Company without the prior written consent of Executive (which shall not be unreasonably withheld).

XIII **Amendment.** This Agreement may not be amended or modified except by an instrument in writing executed by both the Company and Executive.

XIV **Dispute Resolution.** Any dispute or controversy arising under or in connection with this Agreement shall be settled exclusively by arbitration in Clark County, Nevada under the Employment Dispute Resolution Rules of the American Arbitration Association ("AAA") then currently in effect, as modified herein. Arbitration proceedings shall take place in Clark County, Nevada, before a single neutral arbitrator who shall be a lawyer. In the event of breach or threatened breach by Executive or the Company of any provision hereof, the Company and Executive shall be entitled to seek temporary or preliminary injunctive relief or other equitable relief to which either of them may be entitled pending the outcome of any arbitration proceeding, without the posting of any bond or other security. Executive consents to the jurisdiction of Nevada courts for such purpose. The arbitrator shall have authority to award any remedy or relief that a court of the State of Nevada or federal court located in the State of Nevada could grant in conformity to applicable law on the basis of claims actually made in the arbitration. Any arbitration award shall be accompanied by a written statement containing a summary of the issues in controversy, a description of the award, and an explanation of the reasons for the award. The arbitrator's award shall be final and judgment may be entered upon such award by a court of competent jurisdiction. This arbitration procedure will be governed by the Federal Arbitration Act as will any actions to compel, enforce or vacate proceedings, awards, orders of the arbitration or settlement under this procedure.

XV. **Governing Law.** This Agreement shall be governed by and construed in accordance with the laws of the State of Nevada, without regard to any choice of law or conflicts of law doctrines (whether of the State of Nevada or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than the State of Nevada.

XVI. **Validity.** The provisions of this Agreement shall be deemed to be severable, and the invalidity or unenforceability of any provision shall not affect the validity or enforceability of any other provision. The parties hereto agree that a court of competent jurisdiction making a determination of the invalidity or unenforceability of any term or provision of this Agreement shall have the power to reduce the scope, duration or area of any such term or provision, to delete specific words or phrases or to replace any invalid or unenforceable term or provision in this Agreement with a term or provision that is valid and enforceable and that comes closest to expressing the intention of the invalid or unenforceable term or provision, and this Agreement shall be enforceable as so modified. The breach by the Company of any obligation or duty to Executive shall entitle Executive to his appropriate remedy at law but shall not, of itself, relieve Executive of any other obligation set forth in this Agreement.

XVII **Counterparts.** This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

XVIII **Effect of Agreement.** The terms of this Agreement shall supersede any obligations and rights of the Company and Executive, respecting employment, compensation and employee benefits on or after the Effective Date.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

3D ACTION VIDEO INC.:	**EMPLOYEE:**
_____	_____
By: Mark Iskra	**By: C. Dean Homayouni, Esq., CPA**
Title: Member of the Board of Directors	**Title: CHIEF Executive Officer**

3D ACTION VIDEO INC.

EXHIBIT 9

EMPLOYMERNT AGREEMENT WITH

SUSAN M. HOMAYOUNI

EMPLOYMENT AGREEMENT

This Employment Agreement ("Agreement") is made and entered into as of September 15, 2013, by and between 3D ACTION VIDEO, INC., a Nevada corporation (the "Company"), and Susan Homayouni ("Employee").

RECITALS

The Company desires to employ the Employee unless terminated pursuant to the terms hereof, and Employee is willing to be employed by Company, on the terms and subject to the conditions set forth in this Agreement.

In consideration of the mutual covenants and promises of the parties, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Company and Employee agree that the foregoing recitals are true and correct and incorporated herein as if fully set forth and further covenant and agree as follows:

SECTION 1: DUTIES

Employee will be employed by the Company to serve in a variety of roles. The written consent of the Company shall not be required as to Employee's reasonable participation in educational and professional society activities related to the maintenance of Employee's qualifications and stature in his/her professional community.

Employee shall use his best efforts to the conduct of the business of the Company as may be required to effectively discharge Employee's duties as defined by the Company's Board of Directors, Employee recognizes that his efforts on behalf of the Company may be regulated by federal and/or state statutes and regulations and Employee agrees to conduct his activities under this Agreement in conformity with all such statutes and regulations.

SECTION 2: TERM OF EMPLOYMENT

Employee has entered into employment with the Company voluntarily, and Employee is free to resign at any time for any reason or no reason. Employee and Company understand and agree that Employee is not an "at will" employee. The term of this Agreement is for a period of twenty-four (24) months.

SECTION 3: SALARY, BENEFITS AND OTHER COMPENSATION

3.1 Base Salary and Bonus

As payment for the services to be rendered by Employee as provided in Section 1 and subject to the terms and conditions of Section 2, Company agrees to pay to Employee a base salary of $24,000 starting on September 15,2 013 and shall increase to $48,000 on January 1, 2014. The Base Salary shall increase to $72,000 on January 1, 2015. Payments to Employee shall be made on a bi-monthly basis, on the 1st and 15th of each month. Employee acknowledges and agrees that any determination to increase the Base Salary shall be within the sole discretion of the Company. Employee and the Company acknowledge and agree that any determination to decrease the Base Salary shall be at the sole discretion of the Company, but shall not occur unless Employee has received at least ninety (90) days notice of such a decrease. Employee shall be entitled to a $300 per month allowance to obtain a truck, shall receive $150 per month for auto insurance, $300 a month for cell phone and shall be entitled to customary business expenses. Employee shall relocate to Bonaire

Employee shall be given the opportunity to earn an incentive bonus (the "Incentive Bonus") for each calendar year (or portion thereof) during the Term of this Agreement. Employee's target Incentive Bonus opportunity for each Performance Year during the Term is 20% of Base Salary to be award and determined at the sole discretion of the Board of Directors. Any Incentive Bonus shall be paid at the same time as similar bonuses are payable to other Employees of the Company, but in no event later than two and a half ($2\ ^{1}/2$) months following the end of the Performance Year with respect to which such Incentive Bonus is to be paid.

3.2 Benefit Plans

After three months of full time employment with the Company, Employee is eligible to participate in all employee benefit plans to the extent maintained by the Company. On termination for any reason, Employee will retain all of Employee's rights to benefits that have vested under such plans, but Employee's right to participate in those plans will cease on termination. The Company will provide to Employee the following benefits:

a. Twenty (20) days paid vacation for each year of service with the Company;

b. Standard Holidays as defined by the Company;

c. Fully paid Health and Dental Plan for Employee and his spouse.

d. Participation in the Company's 401K Plan as subject to the terms of the plan and enrollment limitations and waiting periods as to described in the 401K Plan, if a 401K plan is implemented by the Company;

e. Five (5) sick days for each twelve (12) months of continual service as a full time employee.

3.3 Withholding of Taxes

The Employee understands that the services to be rendered by Employee under this Agreement will cause the Employee to recognize taxable income, which is considered under the Internal Revenue Code of 1986, as amended, and applicable regulations thereunder as compensation income subject to the withholding of income tax (and Social Security or other employment taxes). The Employee hereby consents to the withholding by the Company of such taxes as are required by applicable law or regulation.

3.4 Expense Reimbursement and Other Benefits

During the Term, Company will pay or reimburse Employee for all of Employee's reasonable out-of-pocket expenses incurred in connection with or in furtherance of the Company's business, subject to such policies as the Company may from time to time reasonably establish for its employees, including, without limitation, payment or reimbursement for all reasonable travel expenses, lodging, meals, entertainment or other like expenses.

SECTION 4: COVENANTS

4.1 Non-Disparagement

During the Term and for three (3) years thereafter, neither Employee nor Company will take any action which disparages the other. In the case of the Company, this shall include any of its affiliates, or their respective officers, directors, shareholders, partners or employees. Further, during the three (3) year period, neither Employee nor Company will make any verbal or written statement which disparages the other.

4.2 Cooperation

(a) During the Term and for three (3) years thereafter, (the "Cooperation Period") Employee agrees to fully cooperate with the Company and its affiliates during the entire scope and duration of any litigation or administrative proceedings involving any matters with which Employee was involved during his employment with the Company.

(b) During the Cooperation Period, in the event Employee is contacted by parties or their legal counsel involved in litigation adverse to the Company or its affiliates, Employee (i) agrees to provide notice to the Company of such contact as soon as practicable; and (ii) acknowledges that any communication with or in the presence of legal counsel for the Company (including without limitation the Company's outside legal counsel, the Company's inside legal counsel, and legal counsel of each related or affiliated entity of the Company) shall be privileged to the extent

recognized by law and, further, that she will not do anything to waive such privilege unless and until a court of competent jurisdiction decides that the communication is not privileged. In the event the existence or scope of the privileged communication is subject to legal challenge, then the Company must either waive the privilege or pursue litigation to protect the privilege at the Company's sole expense.

(c) Promptly upon the Company's receipt of expense statements or vouchers or such other supporting information as the Company may reasonably require, in accordance with such reasonable practices, policies and procedures as the Company may adopt from time to time, the Company shall reimburse Employee for all reasonable expenses incurred in providing services or assistance as described in this Section 4.2. Employee acknowledges that such reimbursement is limited to costs and expenses incurred in complying with the obligations hereunder and do not include fees for services provided.

(d) Employee will assist Company, and its subsidiaries, affiliates or licensees, in every proper way to obtain, maintain and enforce for Company and its subsidiaries, affiliates or licensees, as the case may be, all patents, copyrights, information mask work rights, confidentiality and trade secret rights, and other legal protections for the information and technology in the United States and all foreign countries. Employee and Company will execute such documents as Company may reasonably request for use in obtaining, maintaining and enforcing such patents, copyrights, mask work rights, confidentiality and trade secret rights, and other legal protections for the information and technology, provided that Company shall compensate Employee after the term of this Agreement for time or expense actually spent by Employee at Company's request on such assistance. Employee appoints the Secretary of Company as attorney-in-fact to execute documents on behalf of Employee for this purpose.

4.3 Nonsolicitation

During the Cooperation Period, Employee agrees he will not, directly or indirectly, induce or attempt to induce any person who is an employee, officer, or agent of the Company, whether employed directly by Company or as independent contractors, to terminate said relationship.

4.4 Equitable Relief

Employee and Company expressly agree and understand that the dispute resolution procedures, set forth in Section 6.2, for any breach of this Section 4 will be inadequate and that the damages flowing from such breach are not readily susceptible to being measured in monetary terms. Accordingly, it is acknowledged that either Employee or Company shall be entitled to immediate injunctive relief and, if the court so permits, may obtain specific performance or a temporary or permanent order restraining any threatened or further breach on the posting of a minimal bond. Nothing contained in this Section 4.4 shall be deemed to limit the Company's or Employee's remedies for any breach of this Agreement that may be pursued or availed.

4.5 Survival Beyond Term of Agreement

The obligations set forth in this Section 4 shall survive termination of this Agreement for the periods provided for in this Section 4.

4.6 Invalidity

If any of the covenants contained in this Section 4 are determined by the final judgment of a court of competent jurisdiction to be unenforceable or invalid because of the geographic scope or time duration of such restrictions, such provisions will be deemed retroactively modified to provide for the maximum geographic scope and time duration that would make such provisions enforceable and valid. However, no such retroactive modification will affect any of the Company's or Employee's rights hereunder arising out of the breach of any such

covenant. The parties hereby authorize any court of competent jurisdiction to reform this Agreement to give effect to the retroactive modification provisions contained in this Section 4.6.

SECTION 5: PUBLICITY

5.1 Employee Shall Refrain From Publishing Statements

Employee shall refrain from publishing any oral or written statements about Company, any of its subsidiaries or affiliates, or any of such entities' officers, employees, directors, officers, agents or representatives that are slanderous, libelous, or defamatory; or that disclose private or confidential information about Company or any of its subsidiaries or affiliates, or any of such entities' business affairs, officers, employees, directors, officers, agents, or representatives; or that constitute an intrusion into the seclusion or private lives of Company or any of its subsidiaries or affiliates, or any of such entities' officers, employees, directors, officers, agents, or representatives; or that give rise to unreasonable publicity about the private lives of Company or any of its subsidiaries or affiliates, or any of such entities' officers, employees, directors, officers, agents, or representatives; or that place Company or any of its subsidiaries or affiliates, or any of such entities' officers, employees, directors, officer, agents, or representatives in a false light before the public; or that constitute a misappropriation of the name or likeness of Company or any of its subsidiaries or affiliates, or any of such entities' officers, employees, directors, officers, agents, or representatives. A violation or threatened violation of this prohibition may be enjoined by the courts. The rights afforded the Company and its subsidiaries or affiliates, or any of such entities' officers, employees, directors, officers, agents, or representatives under this provision are in addition to any and all rights and remedies otherwise afforded by law.

5.2 Company Shall Refrain from Publishing Statements

Company shall refrain from publishing any oral or written statements about Employee that are slanderous, libelous, or defamatory; or that disclose private or confidential information about Employee; or that constitute an intrusion into the seclusion or private life of Employee; or that give rise to unreasonable publicity about the private life of Employee; or that place Employee in a false light before the public; or that constitute a misappropriation of Employee's name. A violation or threatened violation of this prohibition may be enjoined by the courts. The rights afforded Employee under this provision are in addition to any and all rights and remedies otherwise afforded by law.

SECTION 6: DISPUTES

6.1 Jurisdiction

Any dispute arising under or relating to the subject matter of this Agreement shall be resolved in accordance with Section 6.2.

6.2 Resolution of Controversies

(a) Any dispute, controversy or claim between or among two or more parties arising under or relating to the subject matter of this Agreement (collectively, a "Dispute") shall be attempted to be settled by the parties to such dispute, in good faith, by submitting each such Dispute to Employee, on the one hand, and to a designated representative of the Company, on the other hand, who shall meet within ten (10) days as reasonably requested by either party. If the parties are unable to resolve the Dispute within thirty (30) days thereafter, then such Dispute shall be submitted to arbitration in accordance with this Section 6.2.

(b) Any Dispute not resolved in accordance with this Section 6.2 shall be determined solely and exclusively by arbitration under, and in accordance with the National Rules for the Resolution of Employment Disputes and practices then in effect of, the American Arbitration Association, or any successors thereto ("AAA"), in Las Vegas, Nevada, unless the parties otherwise agree in writing. The parties shall, in connection with such arbitration, be permitted to conduct any discovery permitted under the Nevada Rules of Civil Procedure; provided, however, that each party shall only be permitted to present three (3) witnesses before the arbitrator. Employee and the Company shall jointly select an arbitrator. In the event Employee and the Company fail to

agree upon an arbitrator within ten (10) days, then each of them shall select an arbitrator and such arbitrators shall then select a third arbitrator to serve as the sole arbitrator; provided, that if either party, in such event, fails to select an arbitrator within seven (7) days, such arbitrator shall be selected by the AAA upon application of either party. Within twenty (20) days after the conclusion of the arbitration hearing, the arbitrator shall use his or her best efforts to prepare written findings of fact and conclusions of law.

(c) Judgment upon the award of the arbitrator in accordance with this Section 6.2 shall be final and binding and may be entered in any court of Clark County, Nevada and in any United States federal court sitting in Clark County, Nevada, and the parties hereby irrevocably waive any right to appeal from such judgment. Each party hereby irrevocably submits to the exclusive jurisdiction of such courts with respect to such matters. Each party hereby irrevocably waives, to the fullest extent permitted by law, any objection which it may now or hereafter have to the laying of venue in any such suit, action or proceeding in any of such courts or any claims that any such suit, action or proceeding brought in any such court has been brought in an inconvenient forum. Each party to this Agreement covenants not to institute any action in any court or before any other Governmental Entity with respect to any matter under or relating to the subject matter of this Agreement other than in accordance with this Section 6.2.

6.3 Situs of Arbitration

Arbitration proceedings shall be held in Clark County, Nevada. The decision of the arbitrator(s) shall be final and binding upon the parties hereto, and not subject to appeal. The proceedings, all pleadings, documents, correspondence and the Arbitration award shall be in English. Judgment upon the award or decision rendered by the arbitrator(s) may be rendered in any court having competent jurisdiction thereof, or application may be made to such court for a judicial recognition of the award or an order of enforcement thereof, as the case may be.

SECTION 7: MISCELLANEOUS

7.1 Waiver

Neither the failure nor any delay on the part of any party to exercise any right, remedy, power or privilege under this Agreement shall operate as a waiver (express or implied) of that right, remedy, power or privilege. No waiver (express or implied) of any right, remedy, power or privilege with respect to any particular occurrence shall be construed as a waiver of such right, remedy, power or privilege with respect to any other occurrence.

7.2 Entire Agreement

This Agreement constitutes the entire Agreement of the parties with respect to the subject matter hereof and supersedes any preexisting agreements between the Company and Employee, as well as all proposals, oral or written, and all negotiations, conversations or discussions heretofore had between the parties related to this Agreement. Both parties hereto acknowledge they have not been induced to enter into this Agreement by any representations or statements, oral or written, not expressly contained herein. Both parties further acknowledge and agree that neither party will hereafter claim that this Agreement has been altered, modified, or otherwise changed by oral communication of any kind or character.

7.3 Amendment

This Agreement shall not be deemed or construed to be modified, amended, rescinded, canceled or waived, in whole or in part, except by written amendment signed by both parties hereto after the date of this Agreement.

7.4 Notice

All notices and other communications under or in connection with this Agreement shall be in writing and shall be deemed given (a) if delivered personally (including by overnight express or messenger), upon delivery, (b) if delivered by registered or certified mail (return receipt requested), upon the earlier of actual delivery or three days after being mailed, or (c) if given by telecopy, upon confirmation of transmission by telecopy provided a confirming copy of such notice was also mailed, in each case to the parties at the following addresses or to such other address or telecopy number as shall be specified in writing by the intended recipient of such notice:

If to Company:
3D ACTION VIDEO INC.
7792 Arnold Palmer Way
Las Vegas, NV 89149
Attention: Ken M. Salzman
Telecopier: (702) 966-3707

If to Employee:
Susan M. Homayouni
7792 Arnold Palmer Way
Las Vegas, Nevada 89149
Telecopier: (702) 966-3707

Any party may change such party's address for notices by notice duly given pursuant to this Section 7.4.

7.5 Attorneys Fees

In any action or proceeding to enforce the terms of this Agreement or to redress any violation of this Agreement, the prevailing party shall be entitled to recover as damages its attorney's fees and costs incurred, whether or not the action is reduced to judgment. For the purposes of this provision, the "prevailing party" shall be that party who has been successful with regard to the main issue, even if that party did not prevail on all the issues.

7.6 Governing Law

The laws of the State of Nevada applicable to contracts made or to be wholly performed there (without giving effect to choice of law or conflict of law principles) shall govern the validity, construction, performance and effect of this Agreement, except to the extent governed by federal law, irrespective of the fact that one or more of the parties now is, or may become, a resident or citizen of a different state or country. The parties hereby expressly submit to the personal jurisdiction of the court or arbitral forum located in Las Vegas, County of Clark, State of Nevada and waive any objection or defense based on personal jurisdiction or venue that might otherwise be asserted to proceedings in such forum(s).

7.7 Construction

The terms and conditions of this Agreement shall be construed as a whole according to their fair meaning and not strictly for or against any party. The parties acknowledge that any rule of construction to the effect that ambiguities are to be resolved against the drafting party shall not apply in the interpretation of this Agreement. The provisions of this Agreement shall be interpreted in a reasonable manner to give effect to the purpose of the parties.

As used in this Agreement, the masculine, feminine or neuter gender, and the singular or plural, shall be deemed to include the others whenever and wherever the context so requires.

(a) For the purposes of this Agreement, unless the context clearly requires, “or” is not exclusive.

(b) This Agreement shall not be construed for or against any party by reason of the authorship or alleged authorship of any provisions hereof.

(c) For purposes of this Agreement, “including” shall mean “including without limitation.”

(d) References to law, regulations and other governmental rules shall mean such laws, regulations and rules as in effect at the time of determination (taking

(e) into account any amendments thereto effective at such time without regard to whether such amendments were enacted or adopted after the date of this Agreement) and shall include all successor laws, regulations and rules hereto.

(f) References to "$" or "dollars" or "funds" or "money" or "monies" or "amounts" or "cash" or other words of similar import shall mean lawful currency of the United States.

(g) References to "Federal" or "federal" shall be to the laws, agencies or other attributes of the United States (and not to any State or locality thereof).

(h) References to "days" shall mean calendar days; references to "business days" shall mean all days other than Saturday, Sunday and days that are legal holidays in the State of Nevada.

7.8 Severability

While the provisions contained in this Agreement are considered by the parties to be reasonable in all circumstances, it is recognized that provisions of the nature in question may fail for technical reasons and, accordingly, it is hereby agreed and declared that if any one or more of such provisions shall, either by itself or themselves or taken with others, be adjudged to be invalid as exceeding what is reasonable in all circumstances for the protection of the interests of the parties, but would be valid if any particular restriction or provisions were deleted or restricted or limited in a particular manner, then the said provisions shall apply with such deletion, restriction, limitation, reduction, curtailment, or modification as may be necessary to make them valid and effective.

7.9 Necessary Action

Each of the parties shall do any act or thing and execute any or all documents or instruments necessary or proper to effectuate the provisions and intent of this Agreement. Each of the parties represents and warrants that they have all requisite authority to execute and perform this Agreement. Employee represents, covenants and warrants that he has not assigned, conveyed or transferred any of the matters released by this Agreement.

7.10 Voluntary Nature Agreement

Each of the parties represent that he/she has carefully read and understood this Agreement, and that he/she is fully aware of its legal effect and that they had an opportunity to consult with its or his own legal counsel with regard to this Agreement. Employee and Company acknowledge and agree that they are signing this Agreement freely, voluntarily and with full knowledge of its terms and consequences.

7.11 Captions and Headings

The captions and headings appearing at the commencement of the sections of this Agreement are descriptive only and for the convenience of reference and shall not define, limit or describe the scope of intent of this Agreement, nor in any way affect this Agreement.

7.12 Counterparts

This Agreement may be executed in two or more counterparts and by different parties in separate counterparts (including by facsimile). All counterparts shall constitute one and the same agreement (or other document) and shall become effective when one or more counterparts of this Agreement have been signed by each party (including by facsimile) and delivered to the other party.

7.13 Successors and Assigns

The provisions of this Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns; provided that neither party may assign, delegate or otherwise transfer any of its rights or obligations under this Agreement without the prior written consent of the other party, which consent shall not be unreasonably withheld.

7.14 Third-Party Beneficiaries

Nothing contained in this Agreement is intended to nor shall it confer upon any Person or entity, other than the parties hereto and their respective subsidiaries, successors and permitted assigns, any benefit, right or remedies under or by reason of this Agreement.

7.15 Representations and Warranties

Employee represents and warrants that he is not restricted or prohibited, contractually or otherwise, from entering into and performing each of the terms and covenants contained in this Agreement, and that his execution and performance of this Agreement will not violate or breach any other agreements between Employee and any other person or entity.

7.16 Indemnification

The Company agrees that it will indemnify and hold Employee harmless to the fullest extent permitted by applicable law and/or under the Company's Organizational Documents and Operating Agreement, from and against any loss, cost, expense or liability resulting from, or by reason of or in connection with Employee's employment hereunder, whether as an officer, employee, agent, fiduciary, director or other agent of the Company, except to the extent of any expenses, costs, judgments, fines or settlement amounts which result from Employee's conduct which is determined by a court of competent jurisdiction to be knowingly fraudulent or deliberately dishonest or to constitute some other type of willful misconduct.

IN WITNESS WHEREOF, the parties have duly executed this Agreement on the day and year set forth below.

SUSAN HOMSAYOUNI: "Employee"	**3D ACTION VIDEO INC. "Company"**
Print Name:_____	By: _____
Signature:_____	Title:_____
Date: September 15, 2012	Date: September 15, 2012

3D ACTION VIDEO INC.

EXHIBIT 10

RETAINER AGREEMENT WITH

THE LAW OFFICE OF C. DEAN HOMAYOUNI

THE LAW OFFICE OF C. DEAN HOMAYOUNI, ESQ.
ATTORNEY AT LAW

7792 ARNOLD PALMER WAY
LAS VEGAS, NEVADA 89149
TELEPHONE: (702) 658-0969 FACSIMILE: (702) 966-3707

Date February 15, 2012

Re: Engagement of The Law Office of C. Dean Homayouni, Esq.

Dear 3D ACTION VIDEO Inc.:

This letter will confirm that The Law Office of C. Dean Homayouni, Esq. (the "Firm") has been engaged as attorney for an entity to be formed called 3D ACTION VIDEO INC. (the "Client") on the terms set forth in this letter.

1. Scope of Engagement. The Firm is engaged to provide legal services, accounting and budgeting and projections for the Client, provide general business, to perform due diligence and other procedures as may be required to investigate and proceed with a possible transaction concerning a development project referred to as the "3D ACTION VIDEO Project". The Firm's engagement is subject to our receipt of an executed copy of this Agreement, receipt of the required retainer and completion of our inquiry regarding potential conflicts of interest. You represent that you have disclosed, and promptly will disclose, to us all persons and entities who may have an interest in the Matter so that we may avoid any conflicts of interest. Unless we otherwise agree in writing, this Agreement sets forth our entire agreement for rendering professional services for the current and any future engagements.

2. Fees. The Firm's fees are based on the hourly rates of the persons working on the Matter as well as the value of the services rendered. The present prevailing rates of the Firm is $200 per hour for C. Dean Homayouni, Esq, CPA and $75 per hour for law clerk time. All of the Firm's rates are adjusted annually and the annual adjustment will apply to this engagement.

The value of the Firm's services is measured by factors in addition to the amount of time required, such as the complexity and novelty of questions involved, the skill required, familiarity with the specific area of law, preclusion of other engagements occasioned by acceptance of this engagement, the magnitude of the Matter, the results achieved, customary fees for similar services, the nature and length of the Firm's relationship with the Client and other similar considerations.

3. Costs and Expenses. The Firm's bills to the Client will include charges for various costs and expenses incurred on the Client's behalf. Costs are matters incurred in-house by the Firm (such as telephone charges). Expenses are incurred

through invoices from a third party (such as service of process). Typical expense items include, but are not limited to: courier or messenger services; travel expenses; depositions; transcripts; witness fees; process fees; title insurance; and, filing and recordation fees. Typical cost items include, but are not limited to: photocopies; long distance telephone charges; facsimile transmissions; word processing; postage; overtime; and, clerical or secretarial expenses.

Costs will be charged under the firm's standard practices for assessing and charging costs to its clients. Expenses will be passed through to the Client at actual cost. Whenever practical, the Firm will not commit to a major expense or cost item without first discussing it with the Client.

4. Retainer. We require an initial retainer of $0 (the "Retainer"). The Retainer, until earned, is a deposit for payment of a portion of the legal fees and costs to be incurred; is applied as legal fees and costs are incurred; and, will be expected to be maintained at this level during the course of this engagement. At the conclusion of the engagement, our final charges will be applied against the retainer and the balance of the retainer, if any, will be refunded, or the balance due must be paid by you. By signing this Agreement, you are agreeing to pay all fees promptly when billed and, in addition, authorizing us to withdraw amounts from the trust account containing the Retainer to pay your statements as billed on any matter for you. You are also granting us a lien for attorneys' fees and costs advanced on all retainers, escrow accounts, trust accounts, real and personal property, intangible property, claims and causes of action that are subject to our representation of you and on all proceeds of any recovery(s) obtained (by settlement, arbitration, award, court judgment or oth1erwise).

5. Billing Statements; Carrying Charges on Unpaid Balances. Except as otherwise agreed, we will bill you on a monthly basis and you agree to pay on receipt any balance due. If you have any questions about a statement, please call them to our attention promptly but, in any event, no later than ten (10) days after you receive the statement. You may have the billing statement in any reasonable format you choose, but we will select an initial format for the statement unless you otherwise request in writing.

6. General Responsibilities. The Client shall cooperate fully and candidly with the Firm with respect to the Matter. The Client shall provide all information known by or available to the client which may aid the Firm in representing the Client in the Matter.

The Client shall designate one or more of its personnel to be primarily responsible for coordinating the Firm's representation with respect to the Matter. The Client shall be available to the Firm for consultation on reasonable notice and will provide such decisions or directions as the Firm may need for the appropriate handling of the Matter.

In the event the Client perceives any actual or possible disagreement with the Firm of the Firm's handling of the Matter, the Client shall promptly and candidly discuss the problem with the Firm.

The Firm agrees to keep the Client informed as to the status of the Matter and as to the course of action which is being followed or is being recommended by the Firm. The Firm encourages the Client to participate in all major decisions involving the Matter. Unless otherwise directed by the Client, the Firm will provide the Client copies, at the Client's cost, of all significant documents sent or received by the Firm in connection with the Matter.

All of the Firm's work product will be owned by the Firm and may be utilized in whole or in part in other projects not involving the Client.

7. Termination. Subject to the judicial requirements for substitution of counsel, you may terminate our services at any time upon written notice, and we also may terminate our services upon written notice. Our representation will end at the earliest of: (a) your termination of our representation; (b) our withdrawal; or (c) the substantial completion of our substantive work.

8. Waiver of Certain Conflicts. The Firm represents many other companies and individuals. It is possible that some of the Firm's present or future clients will have disputes with the Client during this engagement. Therefore, as a condition to the Firm's undertaking this engagement, the Client agrees that the Firm may continue to represent, or may undertake in the future to represent, existing or new clients in any matter that is not substantially related to the Matter, even if the interests of such clients in those other matters are directly adverse to the Client. The Client's prospective consent to conflicting representation contained in the preceding sentence shall not apply in any instance where, as the result of the firm's representation of the Client, the Firm has obtained sensitive, proprietary or other confidential information that, if known to any such other client of the Firm, could be used in any such other matter by such client to the material disadvantage of the Client. In addition, if our representation of you is terminated, we may thereafter represent other clients with interests adverse to yours (even in litigation), provided that the representation does not involve confidential information we have obtained from you that is material to those matters. By executing this Agreement, you are confirming the above and agreeing to waive any conflict of interest that arises in such situations.

9. Records and Files Retention. The Client is responsible for maintaining its own copy of documents forwarded to the Client by the Firm. The Firm will endeavor, subject to casualties beyond its control, to retain and maintain the major and significant components of the Firm's files relative to the Matter for a period of at least three (3) years following the conclusion of the Matter.

10. No Guarantee of Success. While the Firm agrees to represent the Client's interests professionally, it is impossible to provide any promise or guarantee about the

outcome of any matter. Nothing in this Agreement or any statements by our staff or attorneys constitute a promise or guarantee. Any comments about the outcome of your matter are expressions of opinion only.

11. **Arbitration and Waiver of Jury Trial. Any dispute between us shall be subject to binding arbitration. This means, among other things, that any dispute based upon, arising out of or relating to this Agreement, this Agreement to arbitrate disputes, our engagement and/or our performance or failure to perform services (including, without limit, claims of breach of duty or professional negligence) is subject to binding arbitration. In addition, all questions regarding the arbitrability of the dispute, including whether we have agreed to arbitrate the dispute, shall be decided by such arbitration.**

If the entire dispute can and will be heard by the Fee Dispute Committee of the State Bar of Nevada, then that shall be the forum for arbitration. If the entire dispute cannot or will not be heard by the Fee Dispute Committee of the State Bar of Nevada, then the arbitration shall be held in Clark County, Nevada before a retired district court judge or other mutually acceptable arbitrator. Judgment on the arbitrator's award shall be final and binding and may be entered in any competent court. As a practical matter, by agreeing to arbitrate, all parties are waiving jury trial.

This Agreement to arbitrate all disputes between us applies even if some person or entity claims that this Agreement is void, voidable or unenforceable for any reason.

12. Attorneys' Fees. The prevailing party in any arbitration or litigation arising out of or relating to our engagement, this Agreement, any obligations created by this Agreement and/or the performance or failure to perform services (including, without limit, claims of breach of duty or professional negligence) shall be entitled to recover all attorneys' fees (including the value of time of attorneys in the Firm at their normal billing rates), all experts' fees and expenses and all costs (whether or not such costs are recoverable pursuant to any applicable statutory provisions) as may be incurred in connection with either obtaining or collecting any judgment and/or arbitration award, in addition to any other relief to which that party may be entitled.

13. Miscellaneous. This Agreement is governed by Nevada law and sets forth our entire agreement for rendering professional services. It can be amended or modified only in writing. We carry errors and omissions insurance, the specifics of which are available upon request. Each party signing below is jointly and severally responsible for all obligations due us and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each party signing it whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such

provisions or application and, to this end, the provisions of this Agreement are declared to be severable.

14. **Review by Other Counsel**. **This engagement letter is a binding, legal document with significant consequences. We are not advising you with respect to this engagement letter as we would have a conflict of interest in doing so. The Client is encouraged to have it reviewed by other counsel of the Client's choice prior to execution by the Client.**

Please contact me as soon as possible if this Agreement does not accurately reflect your understanding. Any corrections or changes must be in writing and signed by both of us.

Please sign and return the enclosed acknowledgement copy of this Agreement, along with your check for our retainer fee, upon receipt of this correspondence.

Very truly yours,

THE LAW OFFICE OF C. DEAN HOMAYOUNI, ESQ.

_____
By: C. Dean Homayouni, Esq, CPA

The terms and conditions expressed in the foregoing engagement letter are agreed to and accepted as of February 15, 2012.

3D ACTION VIDEO INC., a Nevada Corporation

_____ _____
By: Mark Iskra Date
A Member of the Board of Directors

3D ACTION VIDEO INC.

EXHIBIT 12

CODE OF ETHICS

3D ACTION VIDEO, INC.
CODE OF ETHICS FOR CHIEF EXECUTIVE AND SENIOR FINANCIAL OFFICERS

We are honest and ethical in all of our business dealings and the Code of Ethics for Chief Executive and Senior Financial Officers (the "Code of Ethics") embodies principles to which we are expected to adhere and advocate. We have adopted the following Code of Ethics specifically for our Chief Executive and senior financial officers. Any violations of the Code of Ethics may result in disciplinary action, up to and including termination of employment.

1. You are responsible for full, fair, accurate, timely and understandable financial disclosure in reports and documents filed by the Company with the Securities and Exchange Commission and in other public communications made by the Company. The Company's accounting records must be maintained in accordance with all applicable laws, must be proper, supported, and classified, and must not contain any false or misleading entries.

2. You are responsible for the Company's system of internal financial controls. You shall promptly bring to the attention of our Chairman and President, C. Dean Homayouni, Esq., CPA any information you may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize, and report financial data, or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures, or internal controls.

3. You must act honestly and ethically. You may not compete with the Company and may never let business dealings on behalf of the Company be influenced - or even appear to be influenced – by personal or family interests. You shall promptly bring to the attention of the Board of Directors any information you may have concerning any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other employees who have a significant role in the Company's financial reporting, disclosures, or internal controls

4. The Company is committed to complying with both the letter and the spirit of all applicable laws, rules, and regulations You shall promptly bring to the attention of the Company's legal counsel and Board of Directors any information you may have concerning evidence of a material violation of the securities or other laws, rules, or regulations applicable to the Company or its employees or agents. You shall promptly bring to the attention of the Company's Board of Directors any information you may have concerning any violation of this Code of Ethics. The Board of Directors may determine, or designate appropriate persons to determine, appropriate additional disciplinary or other actions to be taken in the event of violations of this Code of Ethics by the Company's Chief Executive or senior financial officers and a procedure for granting any waivers of this Code of Ethics.

5. The Company will not retaliate against a director, officer or employee who provides information to the federal government or a supervisor or testifies about any matter than an employee reasonably believes constitutes a violation of federal securities law or any provision of federal law relating to fraud against shareholders.

EXHIBIT 13

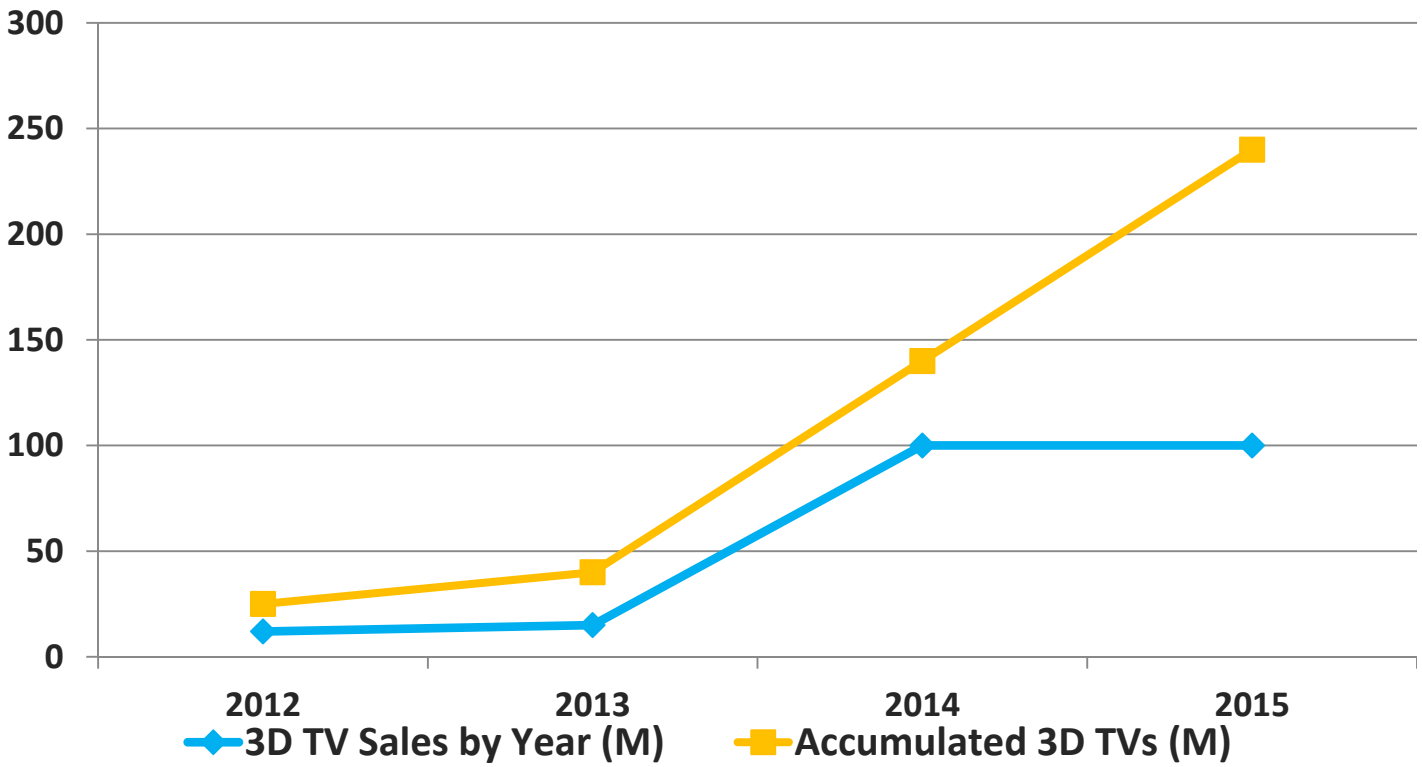
3D Action Video Inc.

Overview and Status

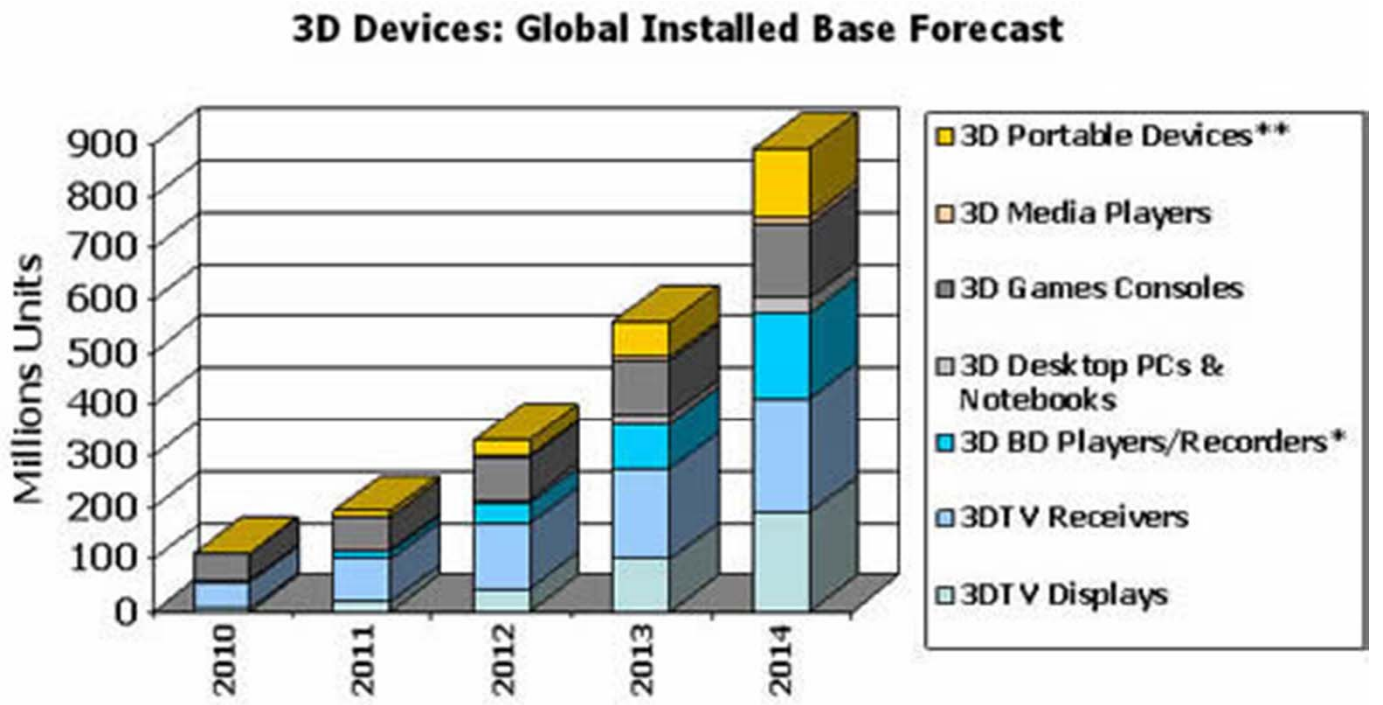
3D Action Video Inc.

- Formed in February 2012
- www.3DActionVideoInc.com and www.Clear-Diving.org
- Mr. Homayouni has been filming underwater for 10 years and last three years in solely 3D.
- Both CPA and Attorney.
- 18 Years Experience in high level accounting positions and SEC background
- We have been working on technology, processes and procedures for last three years
- We looked at over 100 software packages, over 1,500 film enhancement tools and procedures to convert 2D footage to 3D on the fly.

Exploding 3D TV Market

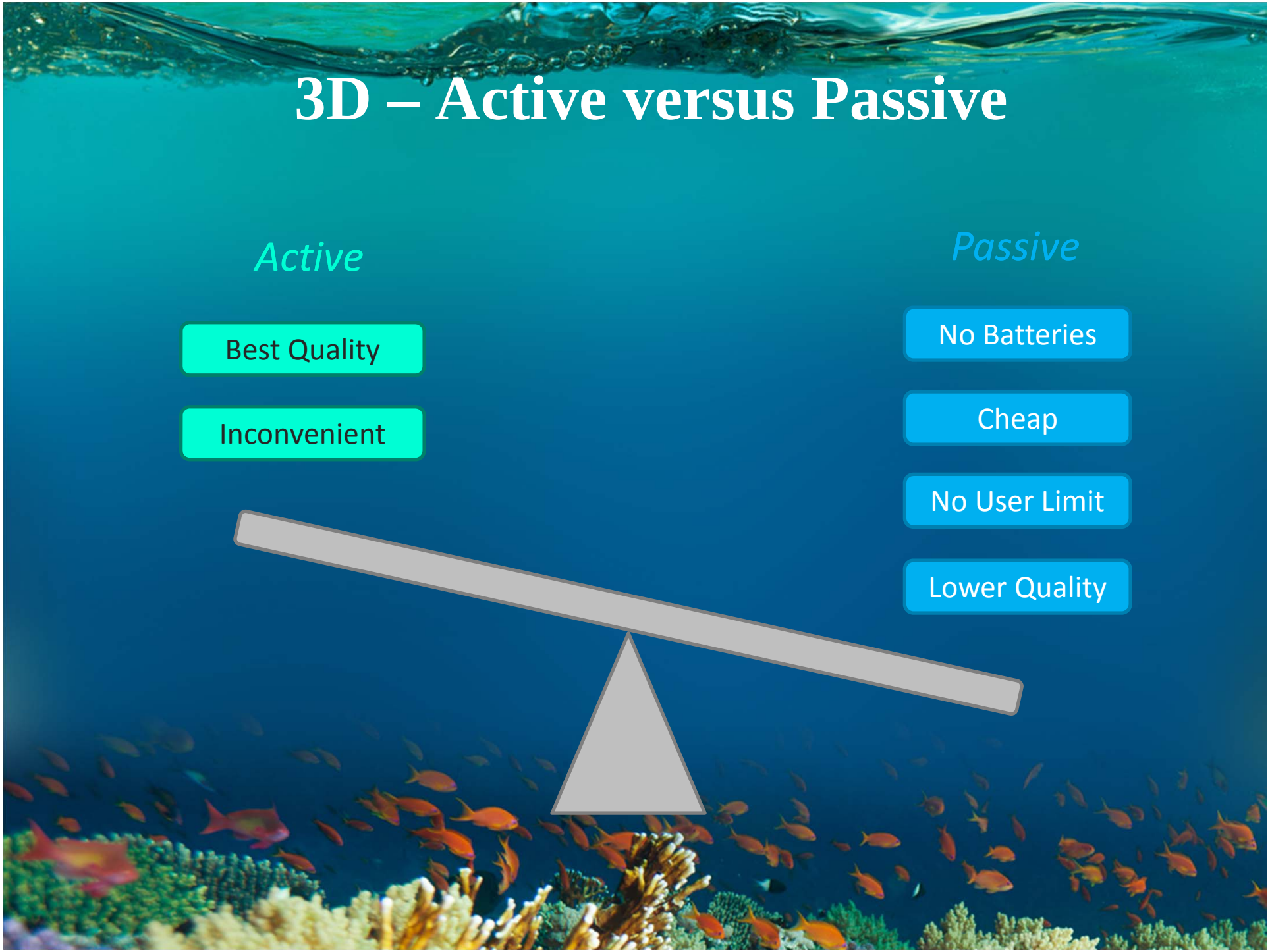


Exploding 3D Device Market

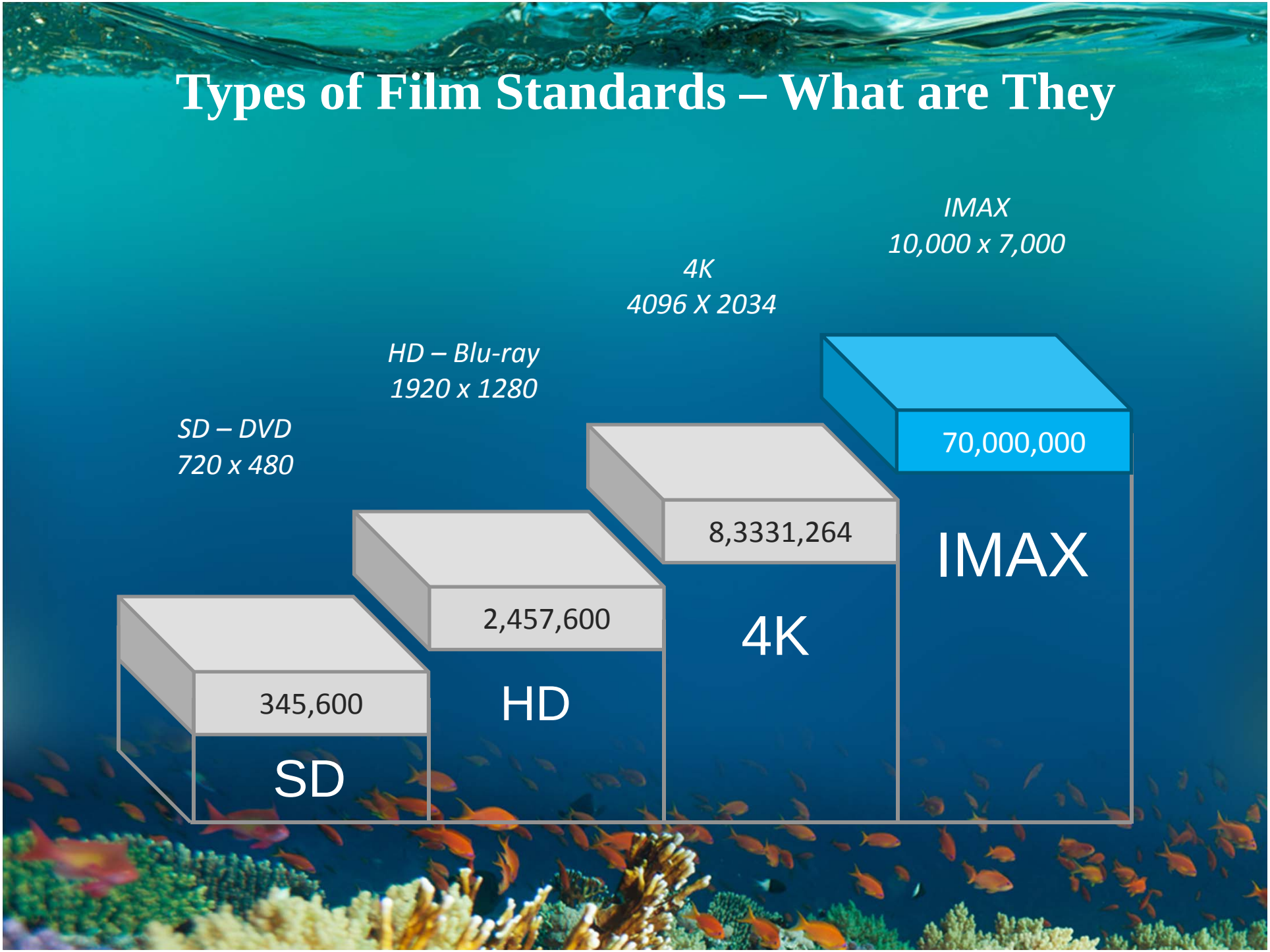


Source: Strategy Analytics' Connected Home Devices service, March 2011
*TV set-top 3D BD players
** Cameras, Camcorders, Media players, Phones, Gaming Consoles

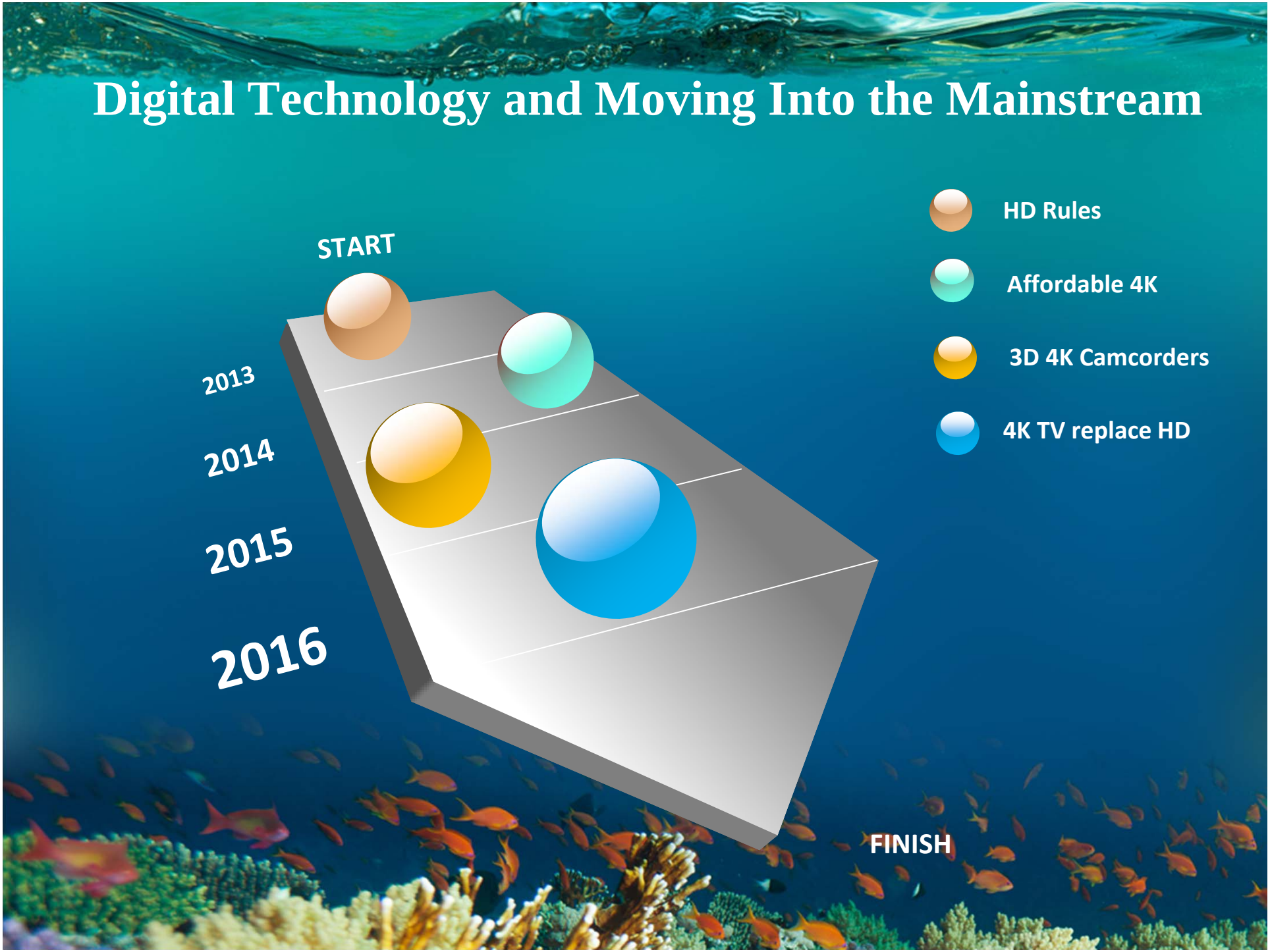
3D – Active versus Passive



Types of Film Standards – What are They



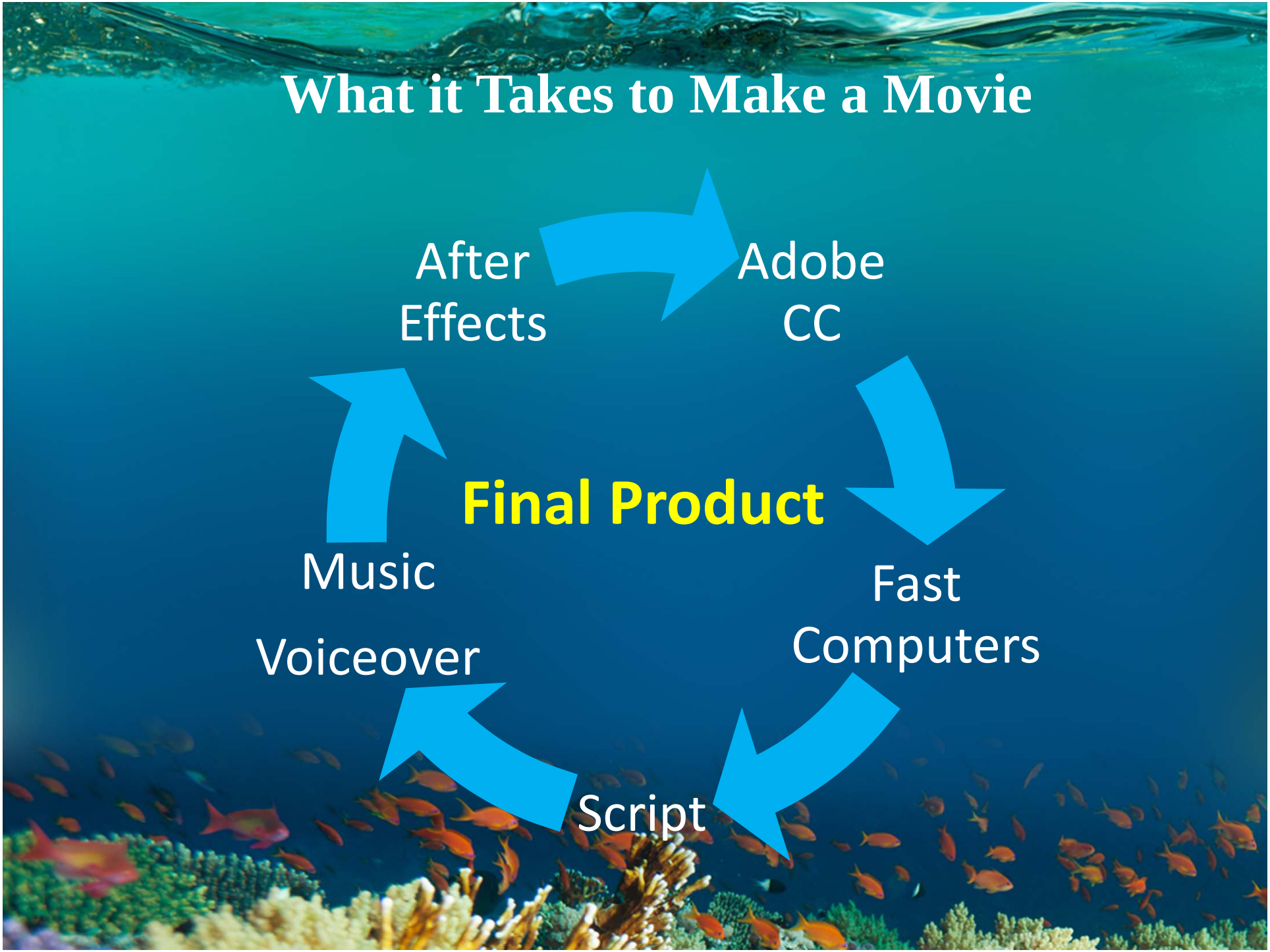
Digital Technology and Moving Into the Mainstream



Cost to Make 3D Movies

1. Avatar - $475 Million and 4 years
2. Under the Sea 3D - $10 million, 2 years
3. Sharks 3D - $9 Million – 2 years
4. Oceans – $50 million, 5 years
5. $50K to 100K per minute to convert 2D

What it Takes to Make a Movie



Issues to Make a 3D Movie

Complexity

- Eyestrain issues – Number 1 complaint.
- Blur if camera is moved while filming.
- Two sets of film to stabilize and color correct leading to increase in editing time.
- Parallax and Ghosting issues.

Hardware & Software

- Lack of breath of cameras.
- Lack of software to properly edit 3D.
- Lack of integration of 3D party add-ons to major editing packages.

Issues to Make 3D Movies

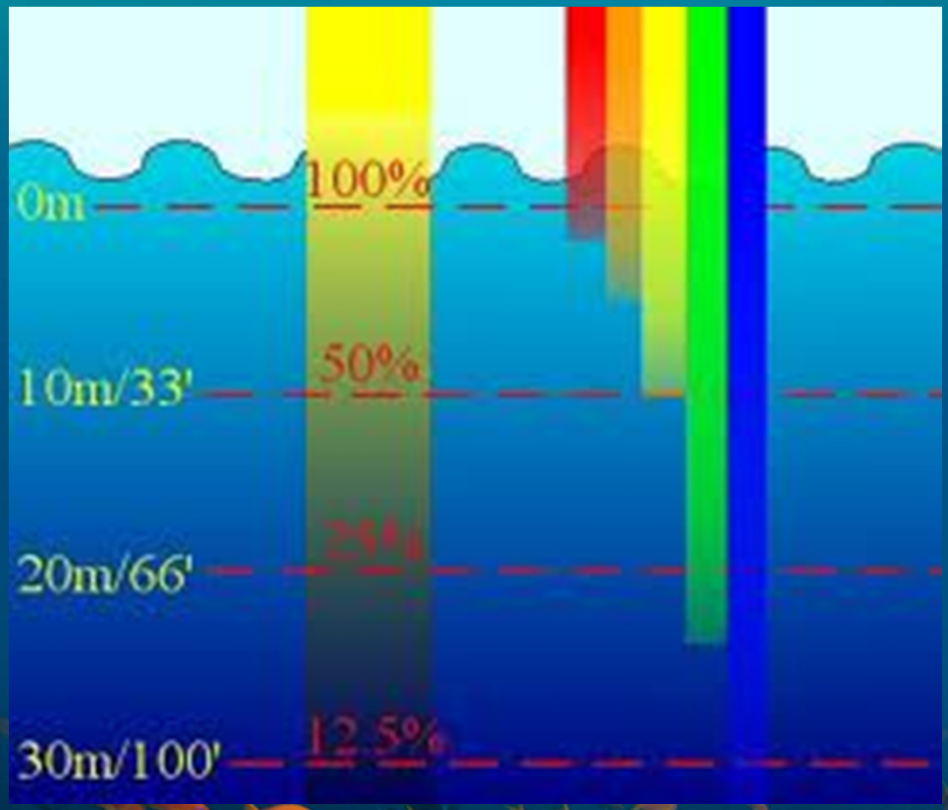
1. No Cost Effective Solution
2. Lack of Technical Knowledge
3. High Cost to Convert 2D Footage
4. Lack of Content to Watch
5. Low End Productions from Indie

Our Basic Mission

1. All products are educational
2. Footage has great colors
3. Footage is stable
4. Great 3D with minimal eye strain
5. Products have to play in 2D and 3D

Water Absorbs Color

Water is approximately 800 times denser than air, and this density absorbs light - quickly. Not only does this result in dull, monotone colors, but it also decreases contrast and image sharpness.



Overall Goals

It took three years to develop our solutions to Issues in Making a 3D Movie for the Underwater environment

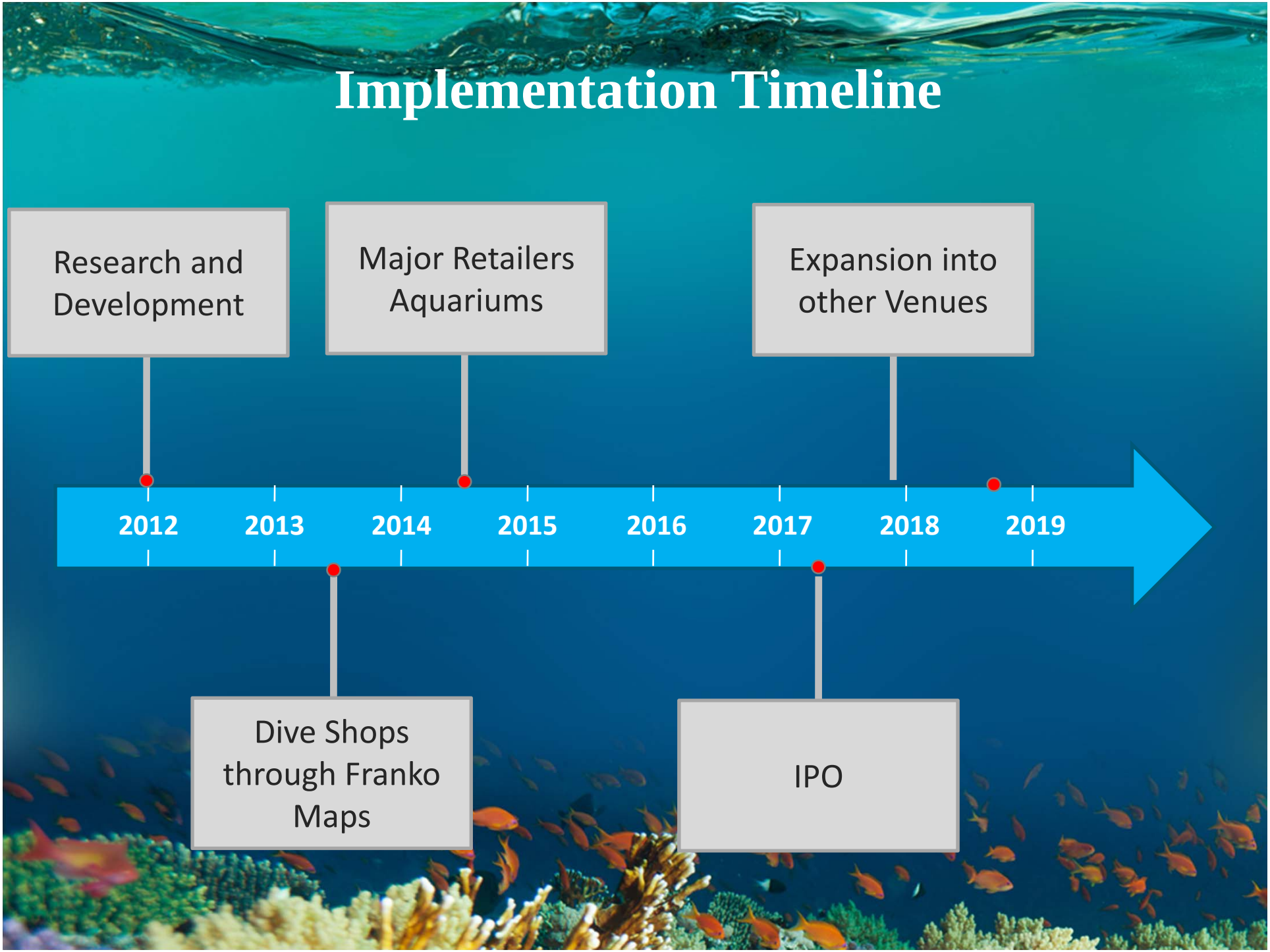
How to Convert 2D to 3D on the Fly

Hardware to Film in 3D

Technology Platform to reduce rendering time and increase efficiency

Adobe Anywhere - Multi-user editing Platform for Mac & PC

Implementation Timeline



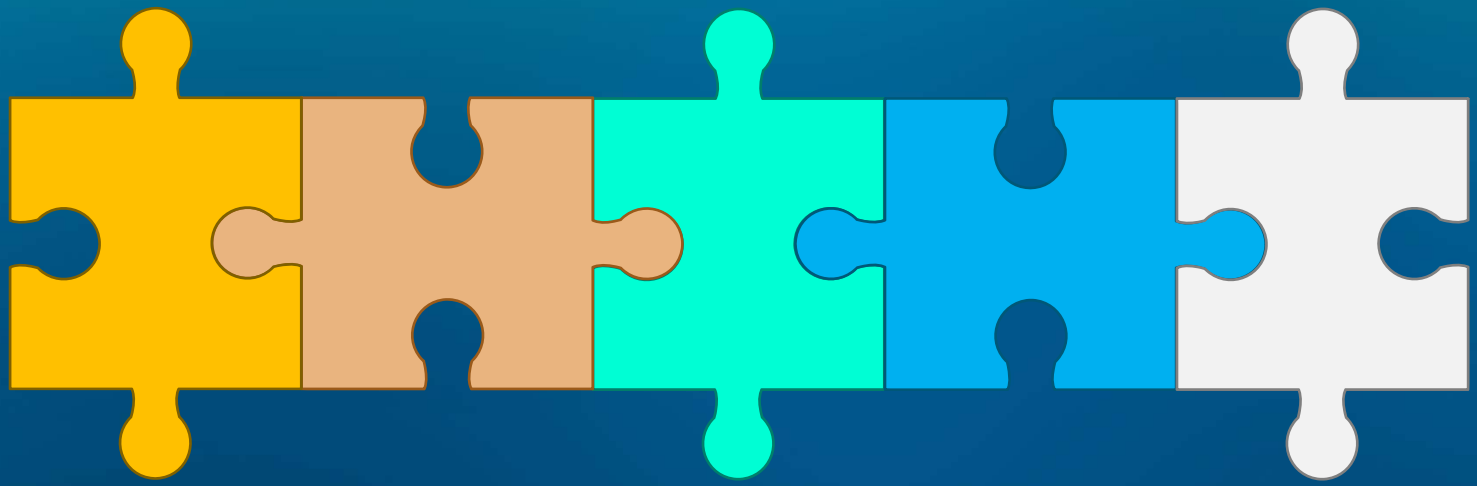
Solving the Technology Puzzle

Making a Movie in 3 months and under $50K

Reduce Rendering Times

Determining 3D Editing Platform

Making the final product and script writing

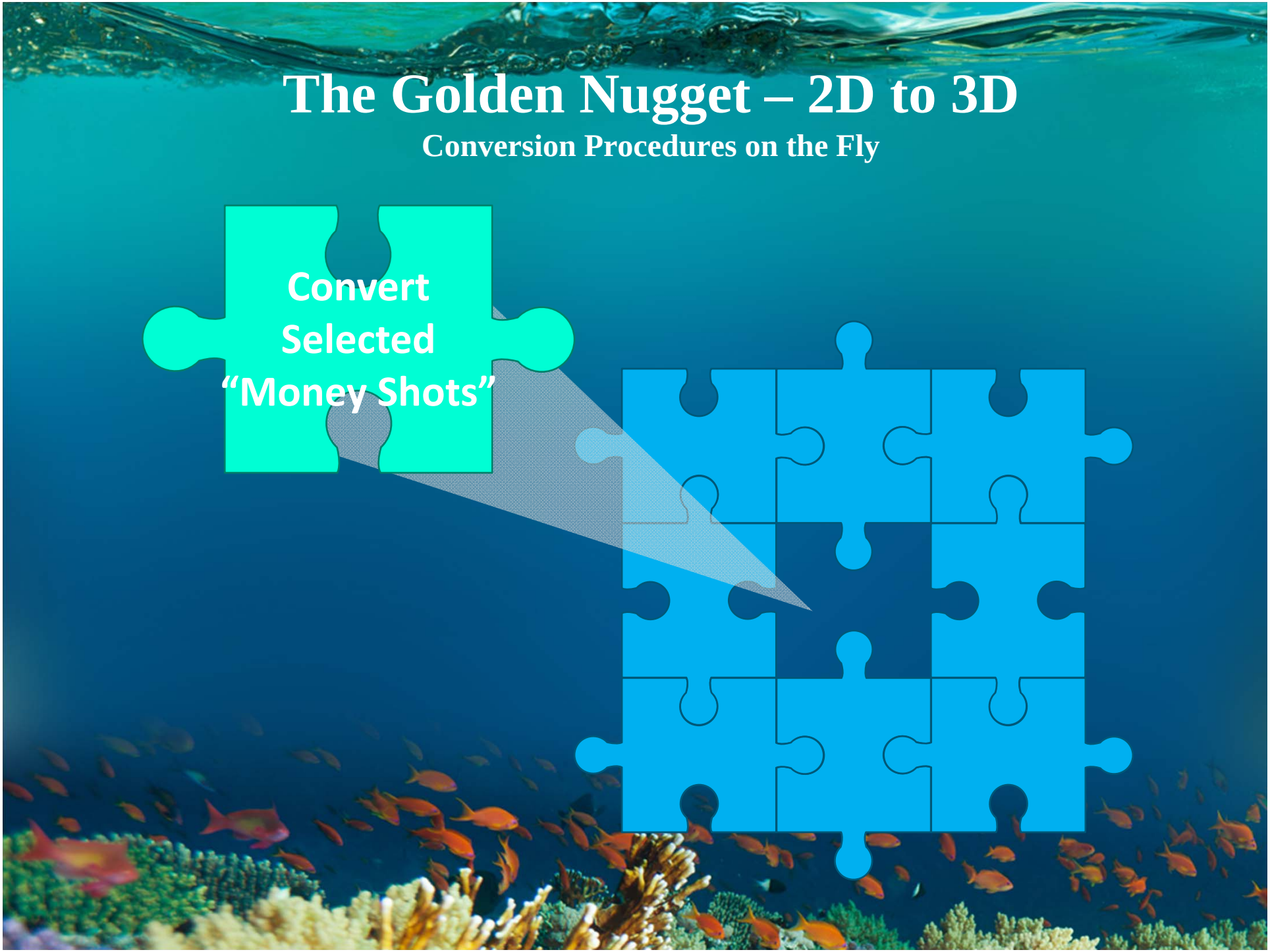


Mastering 3D Cameras that are mobile

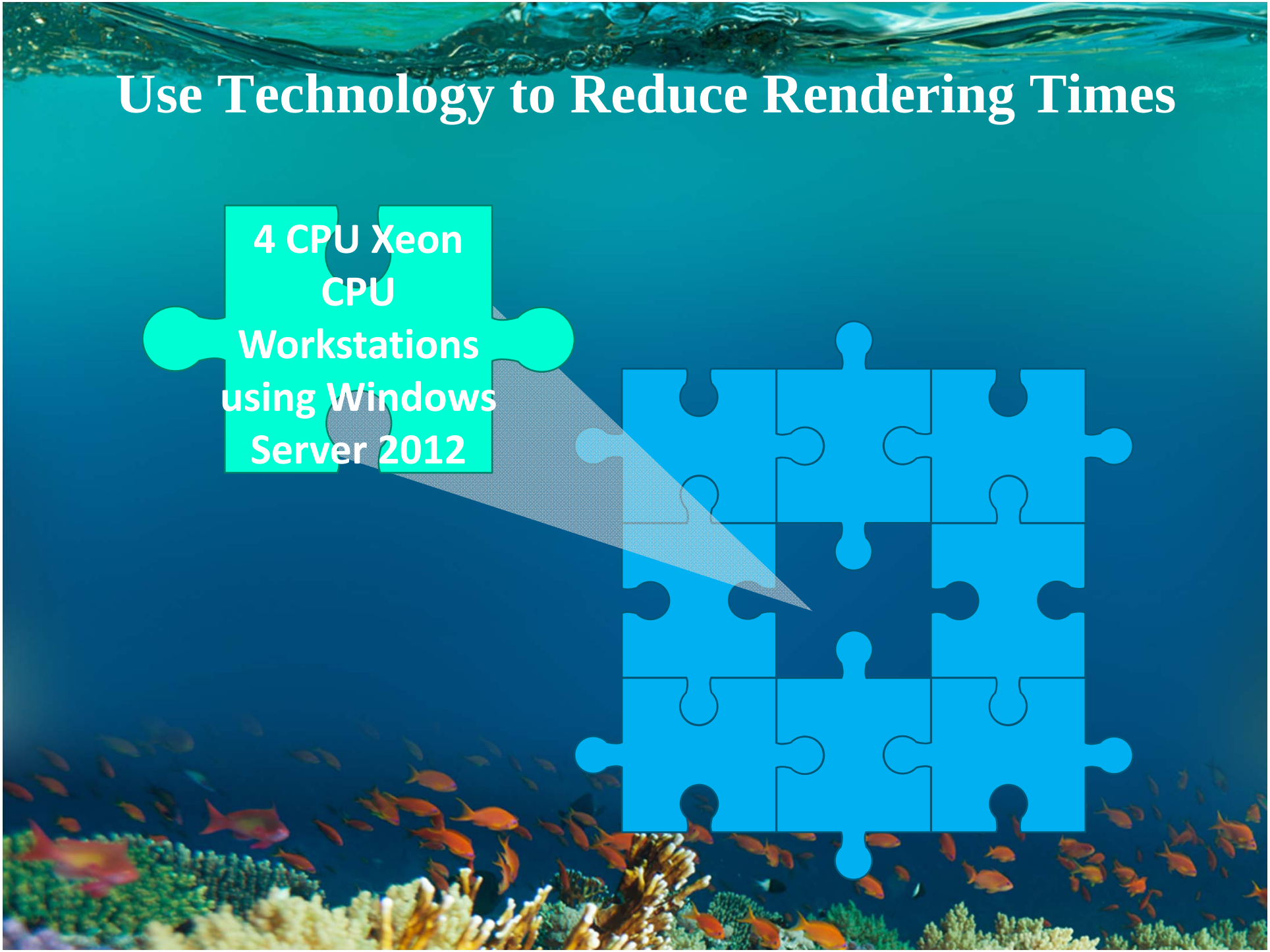
Color Correction and Stabilization Tools

The Golden Nugget – 2D to 3D

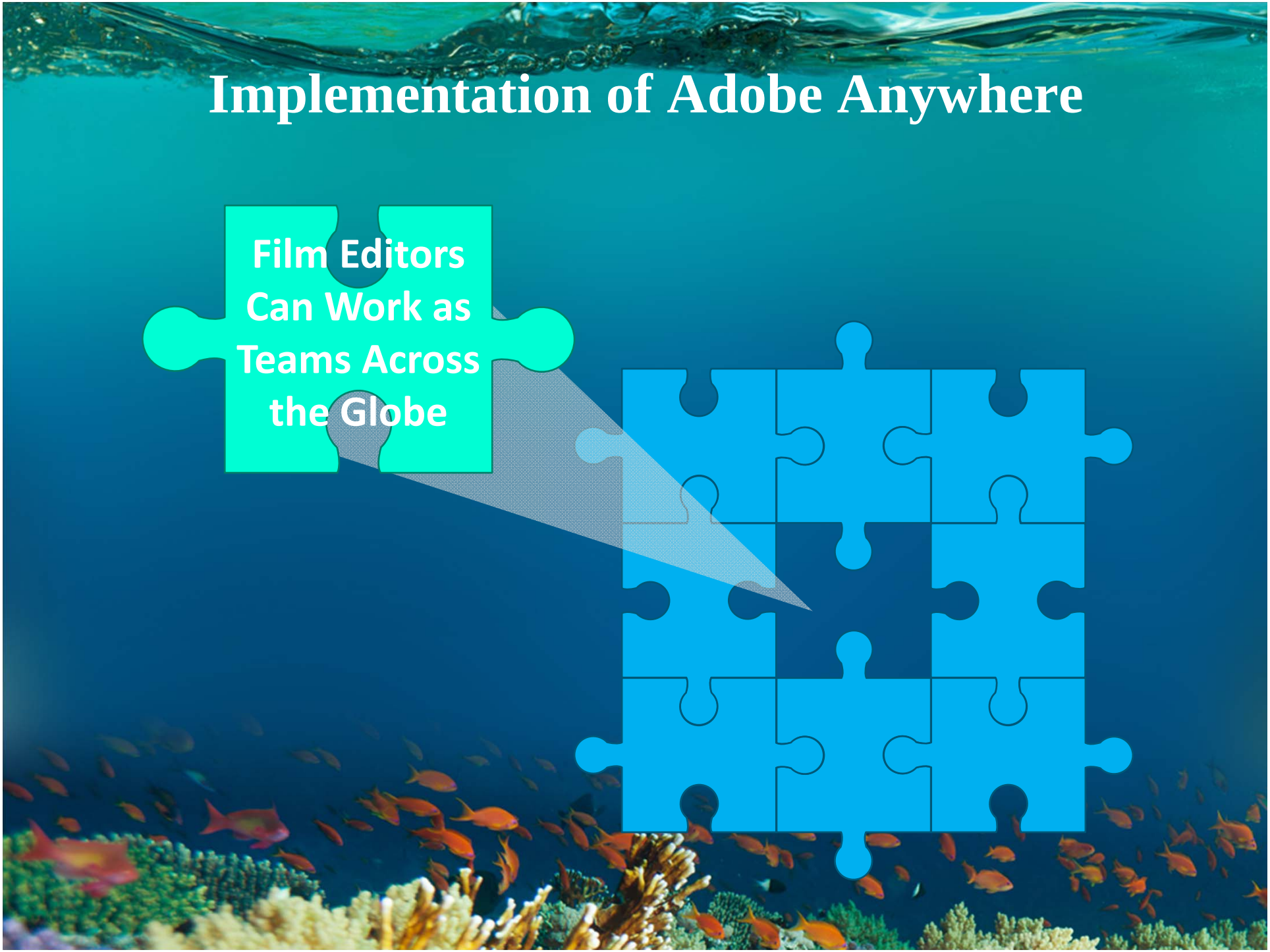
Conversion Procedures on the Fly



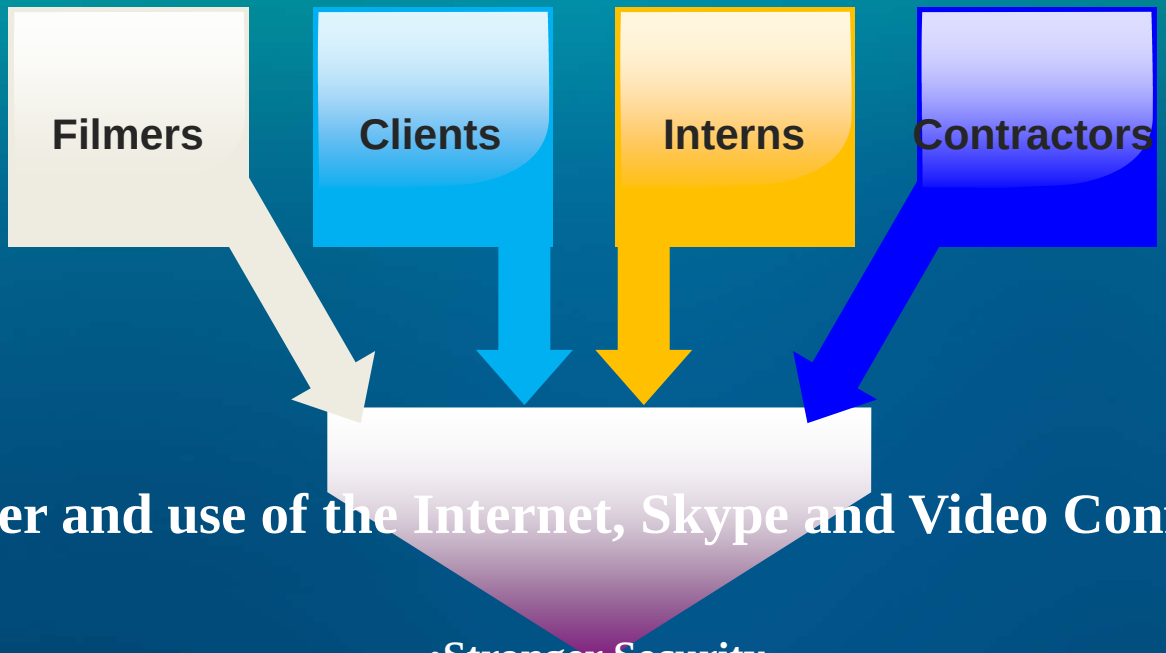
Use Technology to Reduce Rendering Times



Implementation of Adobe Anywhere



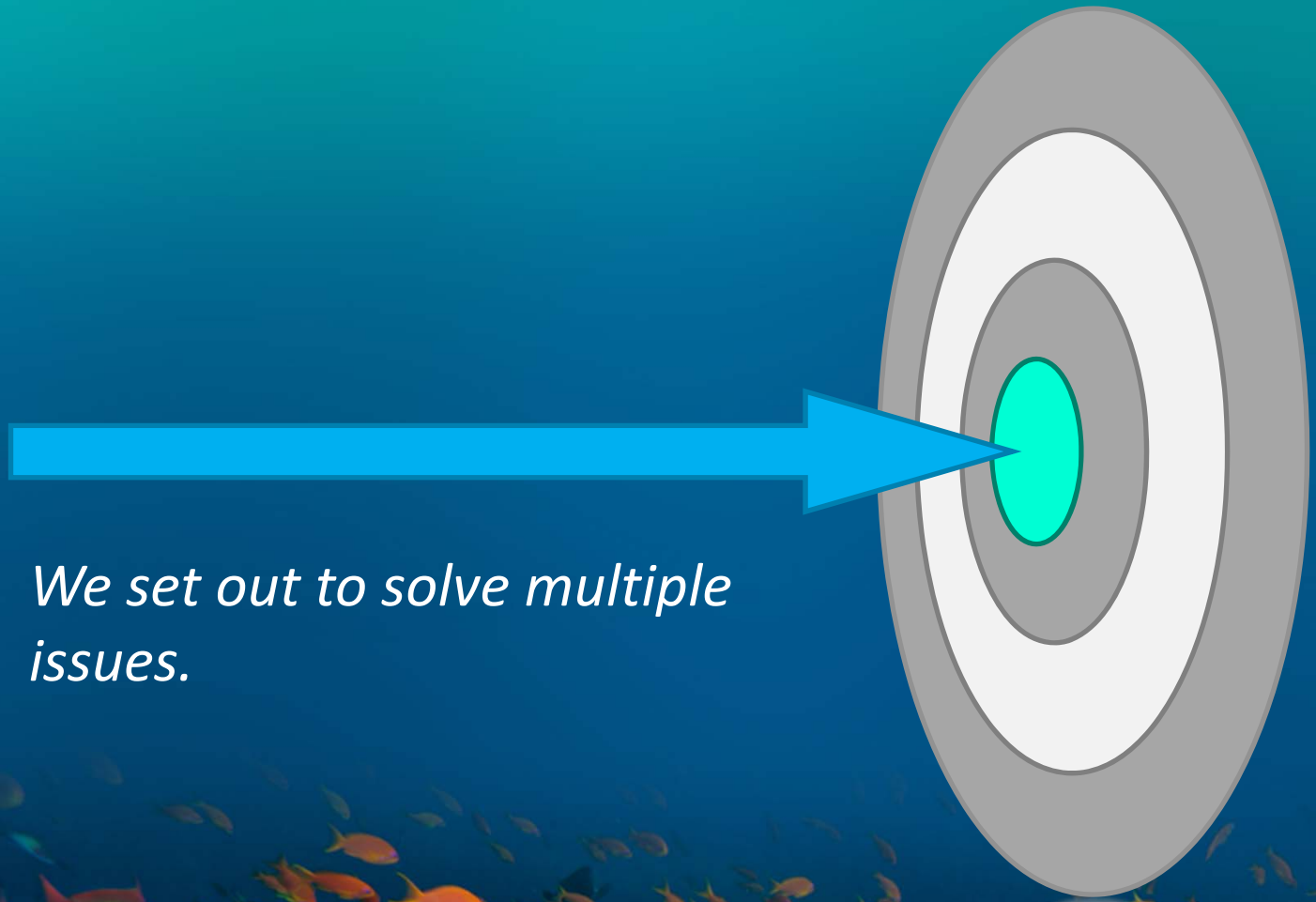
Adobe Anywhere and Worldwide Reach



Multiuser and use of the Internet, Skype and Video Conferencing

- **Stronger Security**
- **Centralized Backup**
- **Sync Project Files**
- **International Access**
- **Implementation of Clear-Diving.org**

Hitting the Target



We set out to solve multiple issues.

Our Initial Goals – Took 3 Years to Complete

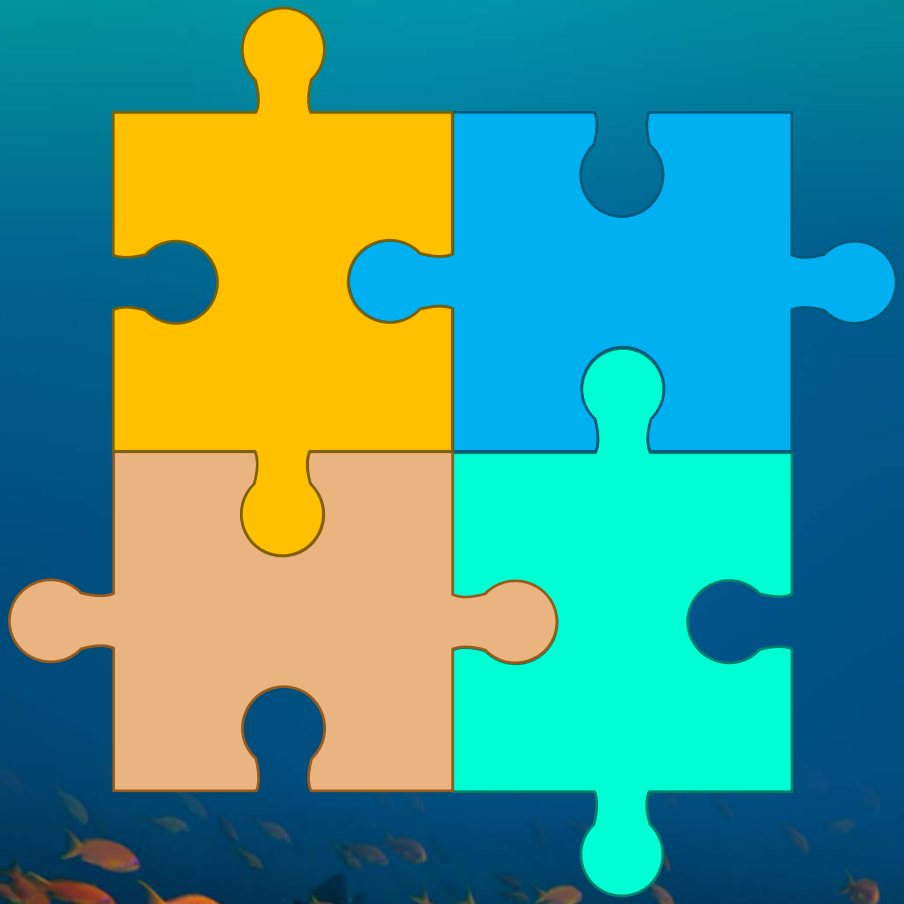
Business Reality – Sustainable Entity

1	Technology Leader in HD and 4K
2	Potential Explosive Growth
3	Growing Market and Multi-Channels
4	Eye Towards Efficiency
5	Sustainable Business Model

We Are Ready to Go With Proven Technology

Procedures, Techniques and Technology are Completed.

We Produce Faster and Cheaper With a Realistic Plan to Enter 4K Market



We are in Production and Market Mode and Not Theory

We use Modern Software and our Technology is not "Vaporware"

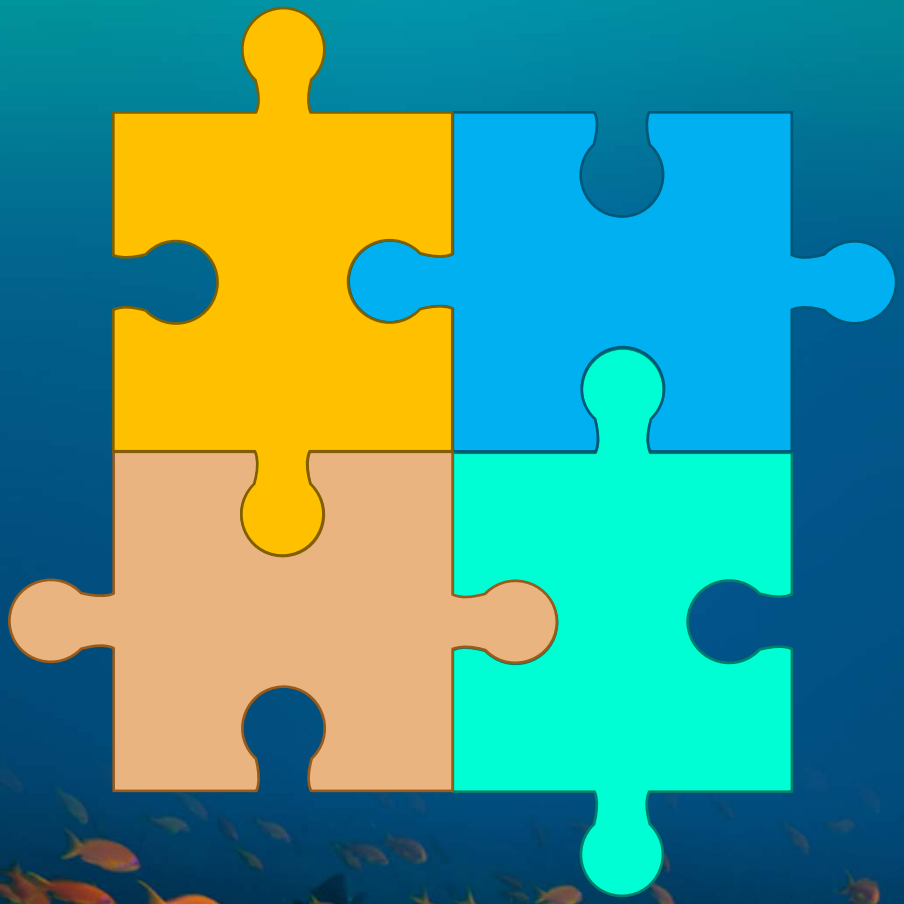
Status and Where We Are At

1. 3D Coral Reef Aquarium is done
2. Shallow Shore to Reef Line is in the can
3. Just completed 18 days of filming
4. 14 days of filming versus 14 months
5. Efficient in obtaining 3D Negative Space

Entering the 4K Market With a Bang

We completed a deal for 6,200 4K Clips from Indonesia www.pindito.com

When dual lens 4K camcorders are released we quickly switch to 4K



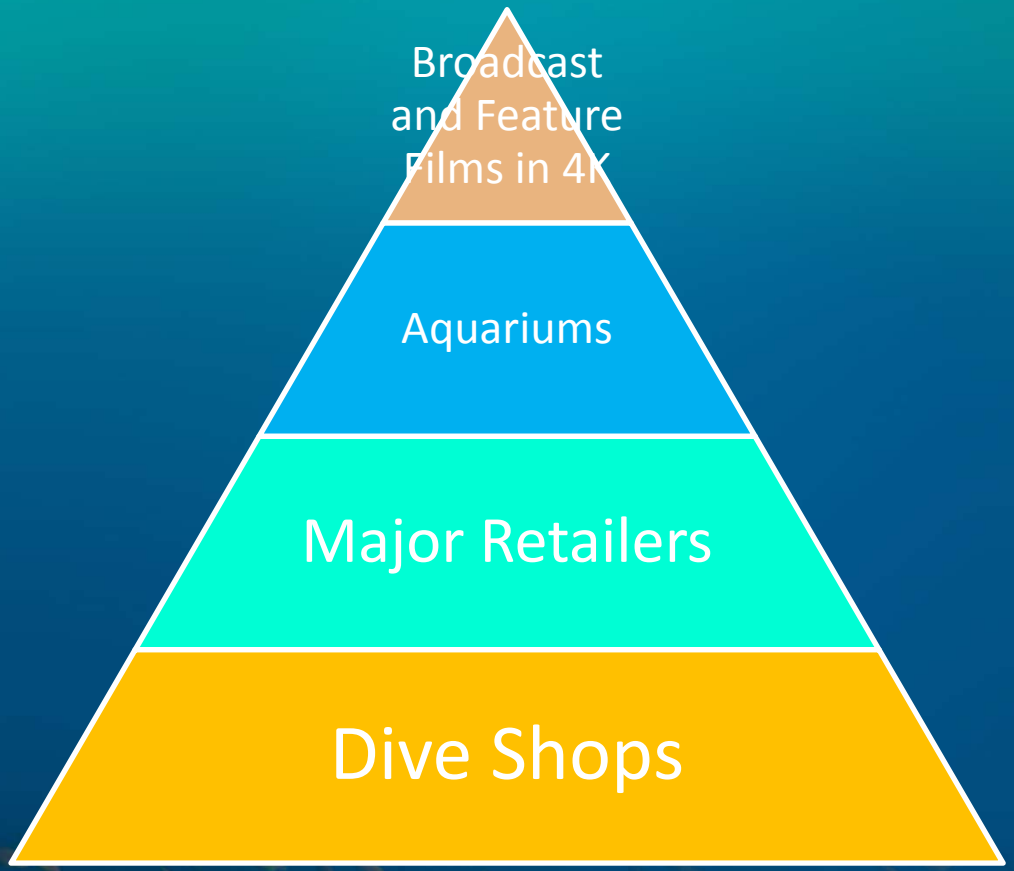
We mix 20% 2D converted to 3D with 80% Native Shot 3D Footage

We are editing 4K Footage now for the Interactive Critter Experience

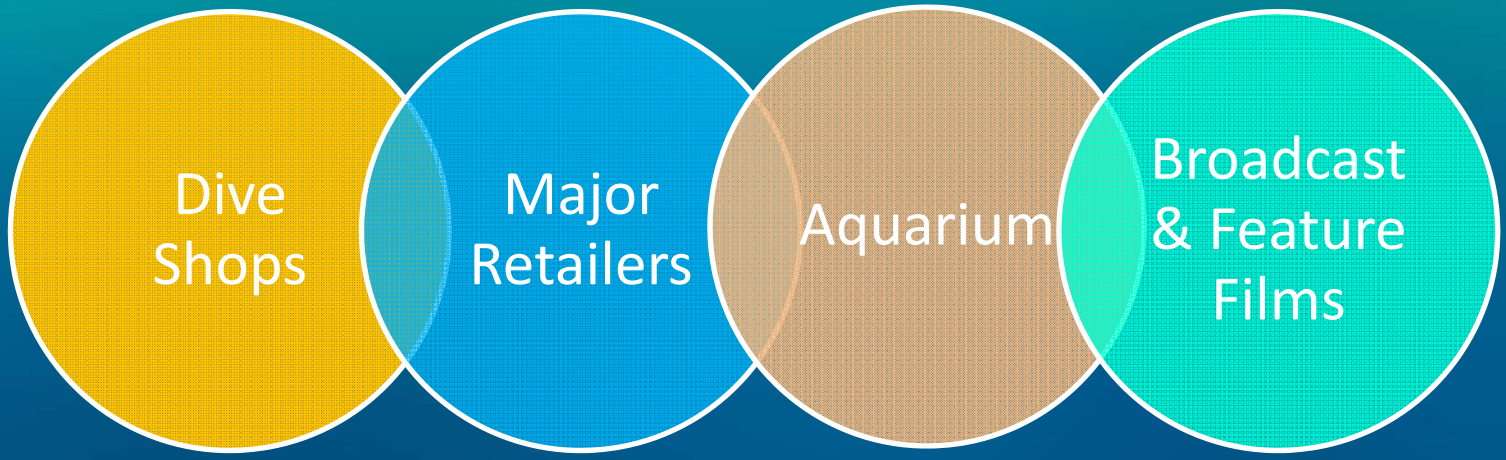
We All Grew Up With Jacques Cousteau

1. 30 Million Certified Scuba Divers
2. 40% of Americans are Potentials
3. Over 2,000 Dive Shops
4. Over 600 Aquariums Worldwide
5. Over 150 Dive Certification Organizations

Potential Underwater Movie Market Channels



Domino Market – Building Credibility



Enter Dive Shops and Aquariums via Franko Maps

Once we are in 500 Dive Shops go to Major Retailers

Once Credibility and Stability Established Enter Aquariums

Brand Name Established and Enter 4K Market

Potential Revenue Streams

Monetization – Retail Channel

1	30 Pack in Self Contained Box
2	First Shipment: 6 Months Payment, net
3	On re-order, net 30
4	Ratio is 5 to 1 (low risk)
5	Domino Marketing Program

The 30 Pack – Dive Shop, Large Retailers and Aquariums

bay cities
Our Innovations Sell Your Product. Guaranteed.™
5138 Industry Ave., Pico Rivera, CA 90660
www.bay-cities.com

Project **Customer-** 20ct BlueRay PDQ | Dimensions **16+3/8 x 6+7/8 x 6+1/4** | Date **9/6/13**

Salesperson **Kristin Jensen-** *Account Exec* | Phone **(562) 266-7265** | Email **KristinJebay-cities.com**

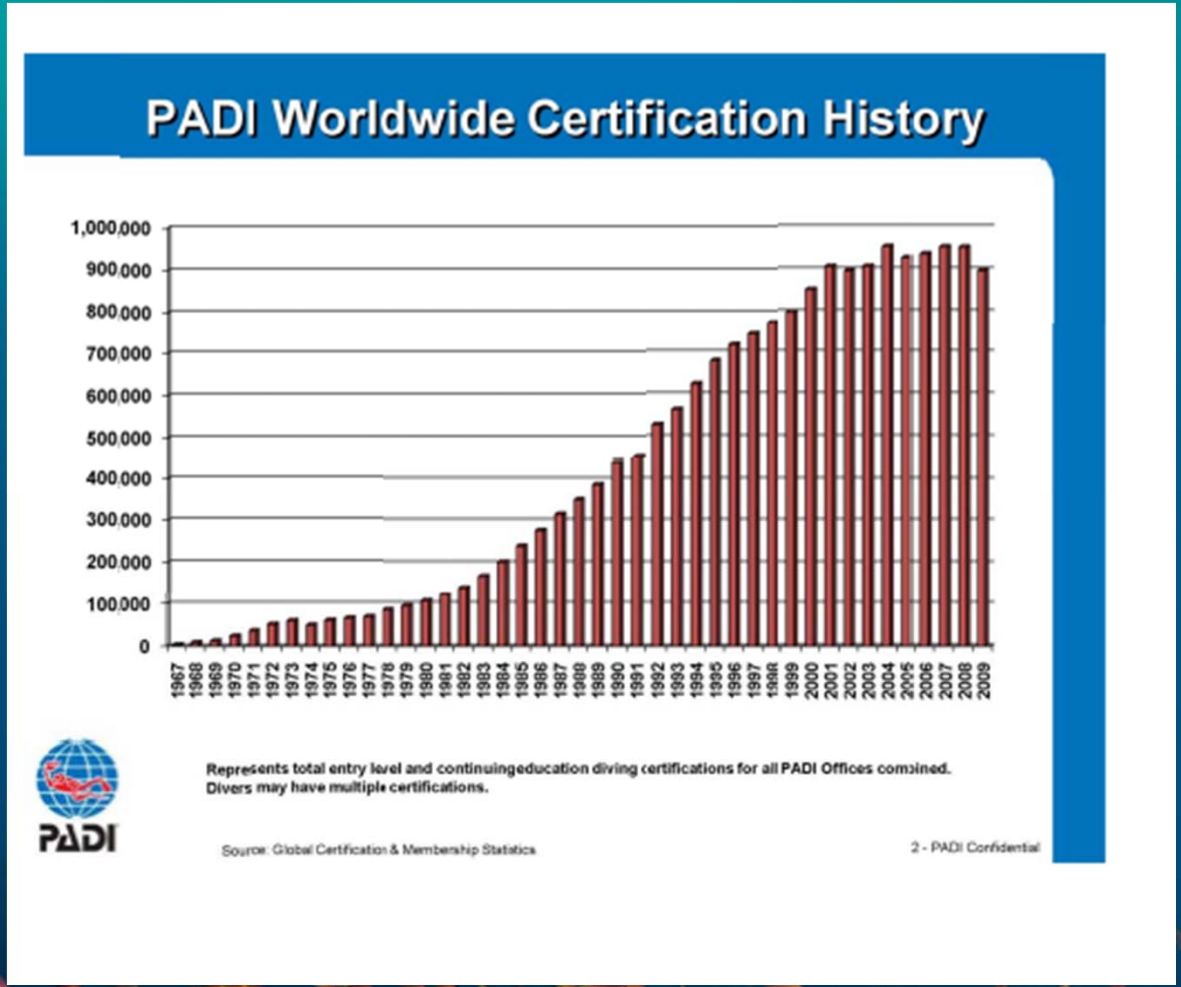
Notes

A

Monetization – Major Retailers

1	500 Dive Shops then Major Retailers
2	National Sales Rep required
3	This could be an explosive channel
4	No Middlemen
5	Time Frame: 6 months to 1 Year

Website and Email Blast Campaign



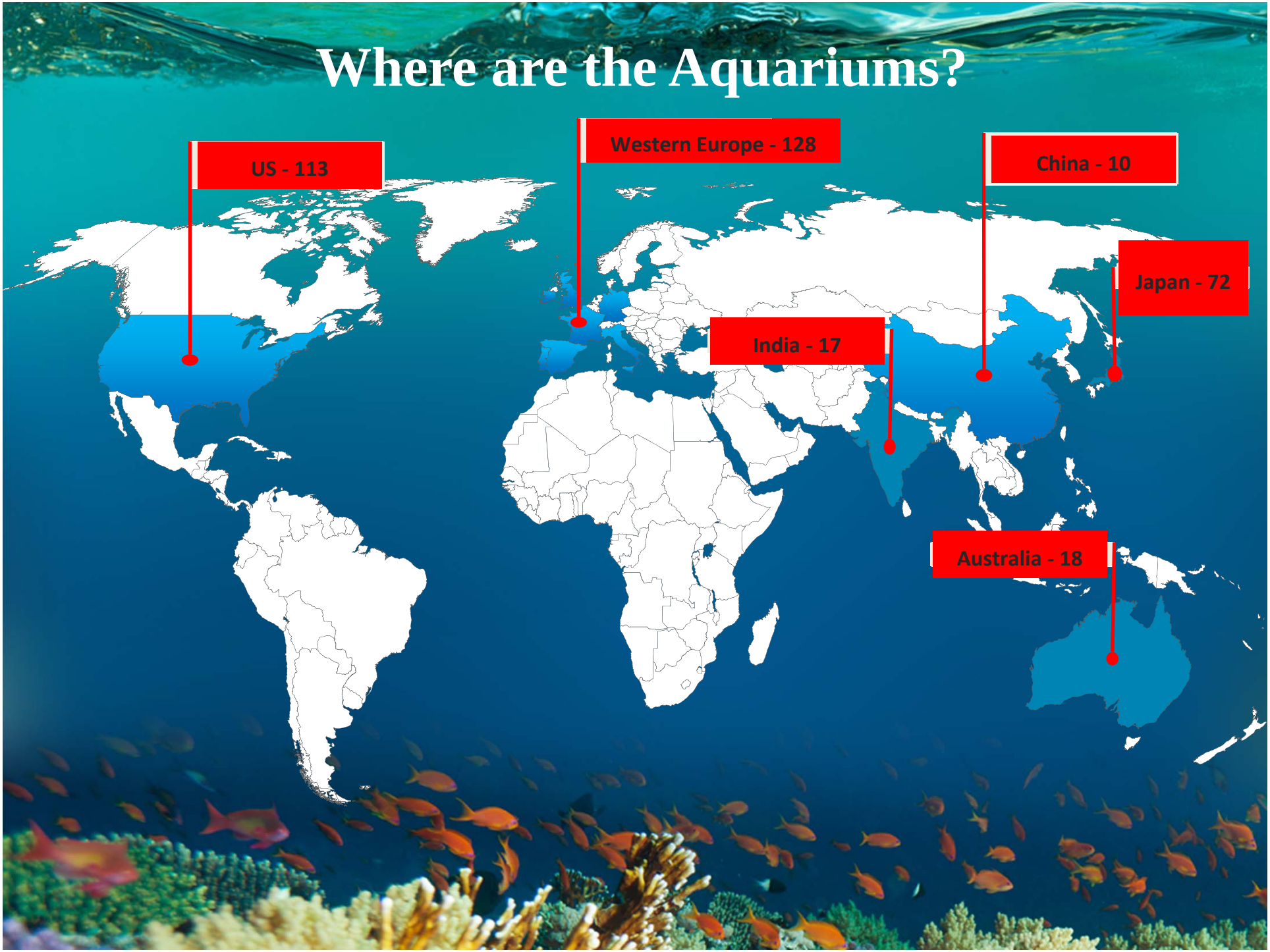
Website and Email Blast Campaign

Millions of Scuba Divers	Millions of Potentials	Email Blasts 1-2 Time a Month
Discounted Price of $18.95	Massive Profit Margins	GoDaddy.com $1,020 a Month for 1 Million Subscribers
Discount Coupon in all Blu-rays	One Telemarketer handles the email blast campaigns	Series of emails with a lower price until the customer buys

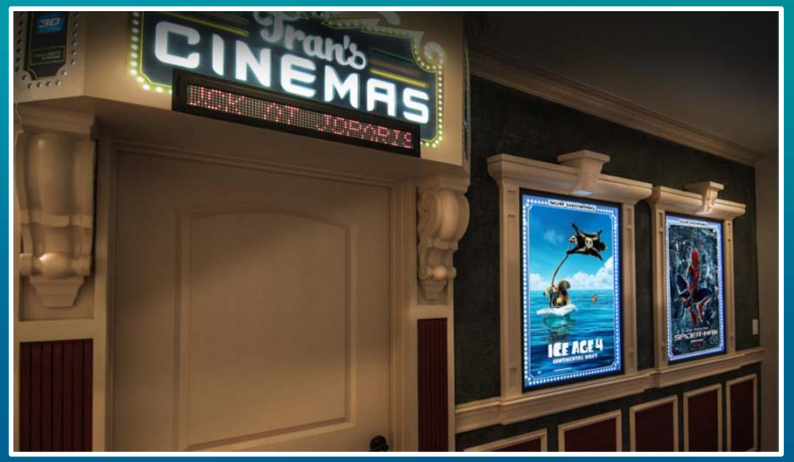
Aquariums – Spread The Word

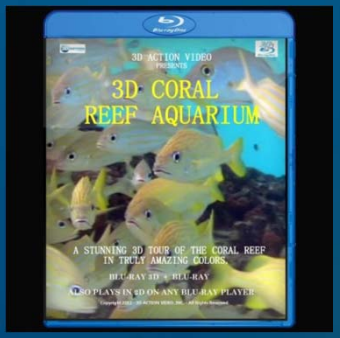
Start program in June 2014	Periodic 3D Viewing stations. 3 minute loop	3D Theater with 5 Different Movies. $3 ticket for 75 minute 3D movie
Interactive Critter Experience	Private Label in Gift Shop	Split Revenue down the middle
World Wide Market. 500 Aquariums worldwide	2 -3 new movies a year. Aquarium sends out email blast	Aquariums are a trusted place for children

Where are the Aquariums?

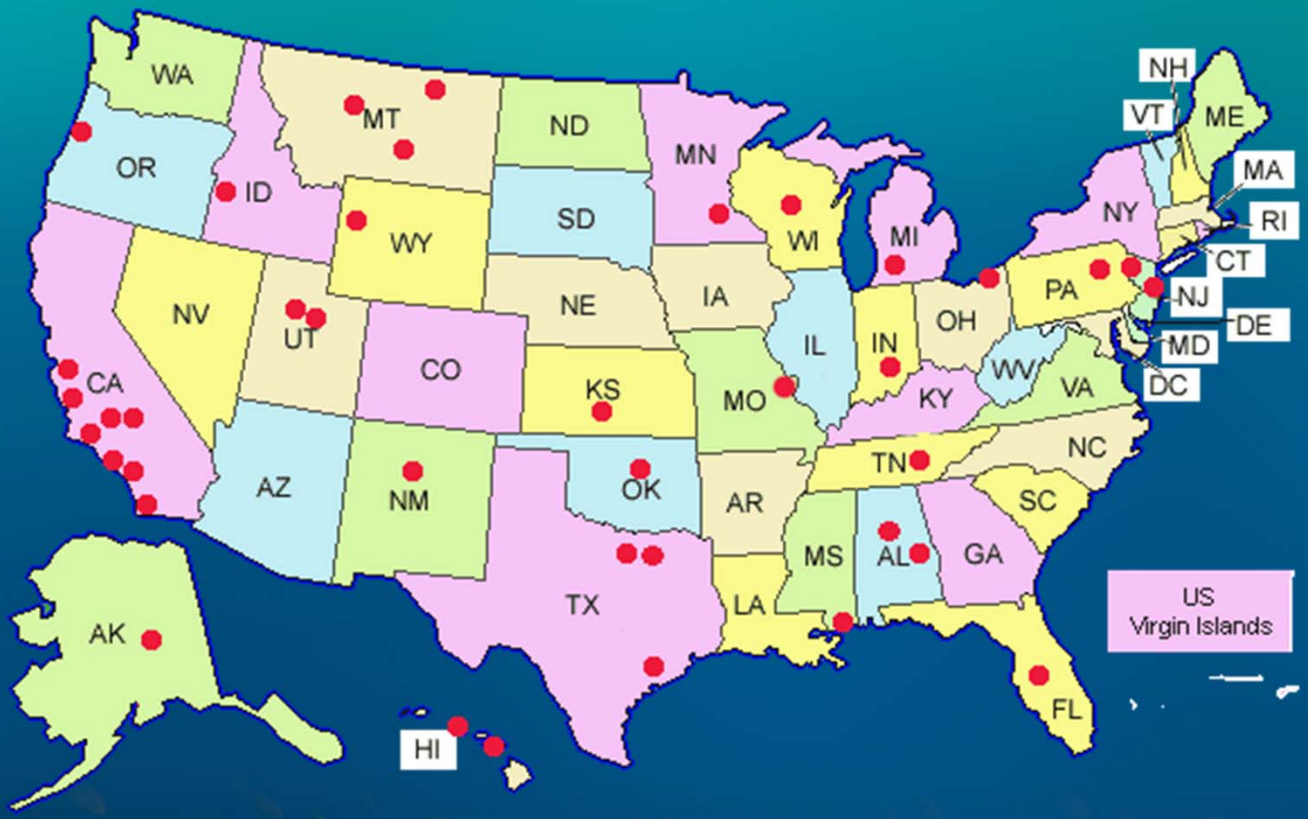


Aquarium Products





LA Audio Video and VisioneerFX



Fire Away

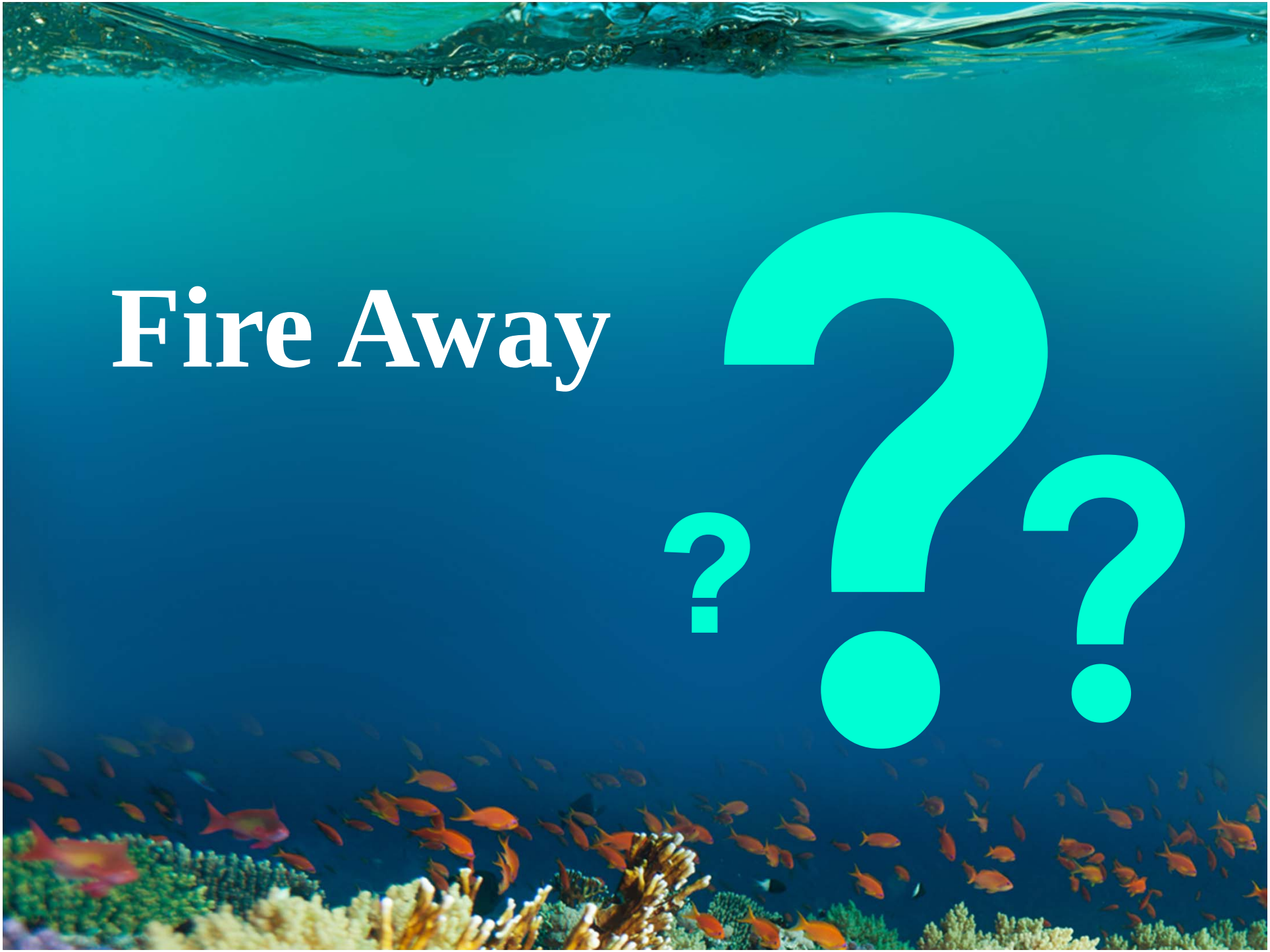


EXHIBIT 14

PADI Worldwide Certification History

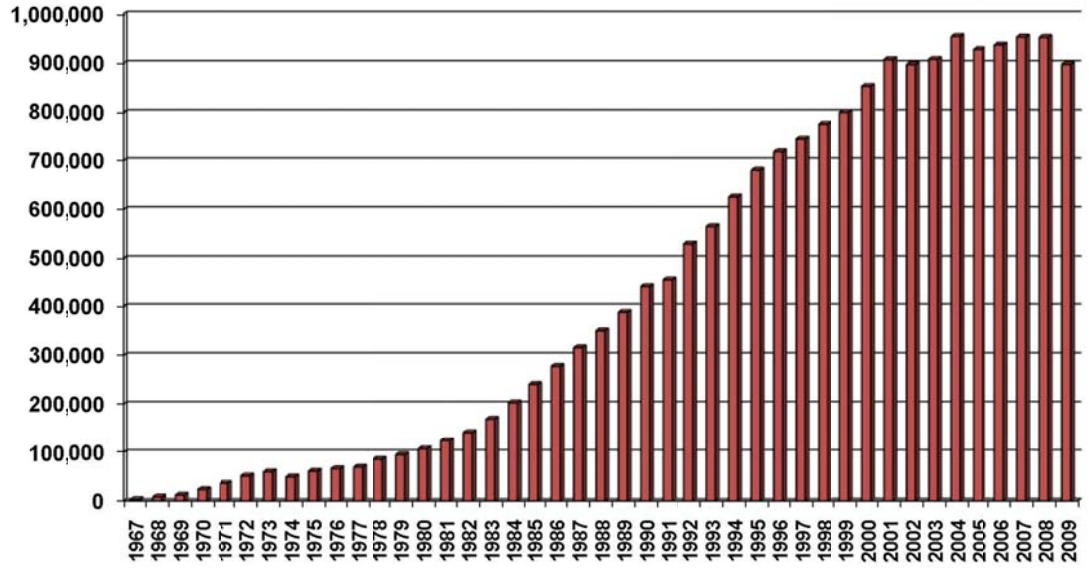
Year	Certifications Per Year	Cumulative Certifications	Growth Percentage
1967	3,226	3,226	
1968	8,442	11,668	161.69%
1969	12,168	23,838	44.14%
1970	23,736	47,572	95.07%
1971	36,490	84,062	53.73%
1972	51,842	135,904	42.07%
1973	60,120	196,024	15.97%
1974	49,834	245,858	-17.11%
1975	61,244	307,102	22.90%
1976	66,609	373,711	8.76%
1977	69,771	443,482	4.75%
1978	86,187	529,669	23.53%
1979	95,193	624,862	10.45%
1980	107,404	732,266	12.83%
1981	124,365	856,631	15.79%
1982	141,429	998,060	13.72%
1983	168,778	1,166,838	19.34%
1984	203,001	1,369,839	20.28%
1985	240,384	1,610,223	18.42%
1986	277,378	1,887,601	15.39%
1987	315,468	2,203,069	13.73%
1988	350,000	2,553,069	10.95%
1989	387,767	2,940,836	10.79%
1990	440,418	3,381,254	13.58%
1991	456,046	3,837,300	3.55%
1992	529,463	4,366,763	16.10%
1993	564,672	4,931,435	6.65%
1994	625,487	5,556,922	10.77%
1995	680,263	6,237,185	8.76%
1996	717,973	6,955,158	5.54%
1997	743,763	7,698,921	3.59%
1998	775,735	8,474,656	4.30%
1999	799,696	9,274,352	3.09%
2000	852,702	10,127,054	6.63%
2001	907,171	11,034,225	6.39%
2002	896,977	11,931,202	-1.12%
2003	907,722	12,838,924	1.20%
2004	954,049	13,792,973	5.10%
2005	927,529	14,720,502	-2.78%
2006	936,579	15,657,081	0.98%
2007	952,716	16,609,797	1.72%
2008	952,097	17,561,894	-0.06%
2009	897,401	18,459,295	-5.74%

Represents total entry level and continuing education diving certifications for all PADI Offices combined. Divers may have multiple certifications. Does not include introductory scuba diving experiences or non-diving certifications.

Source: Global Certifcation & Membership Statistics

1 - PADI Confidential

PADI Worldwide Certification History



PADI

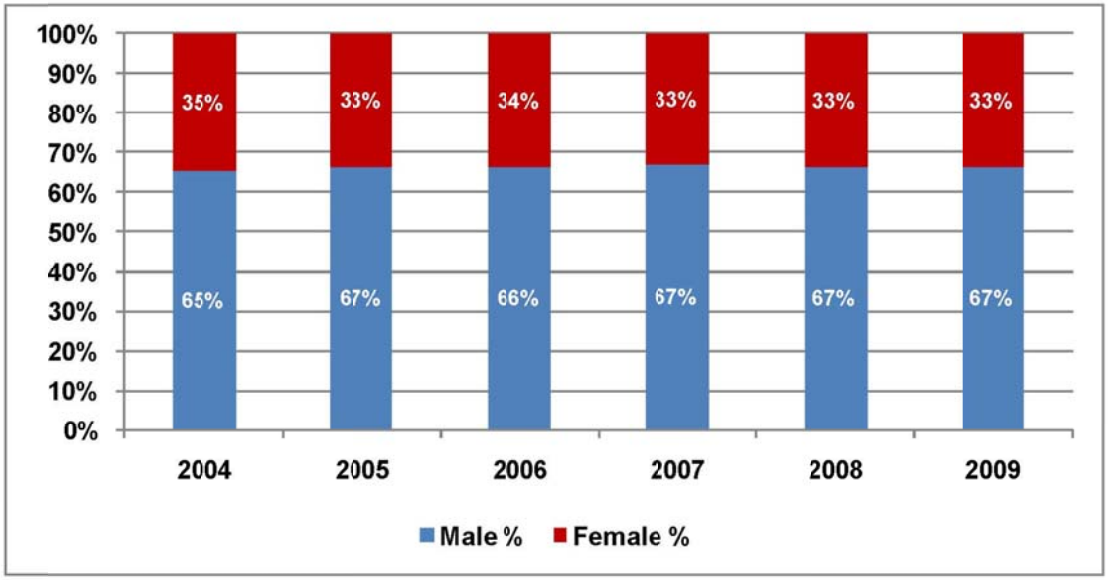
Represents total entry level and continuing education diving certifications for all PADI Offices combined. Divers may have multiple certifications.

Source: Global Certification & Membership Statistics

2 - PADI Confidential

PADI Worldwide

Diving Certifications by Gender



Represents total entry level and cortinuing education diving certifications for all PADI Offices. Divers may have multiple certifications. Does not include introductory scuba diving experiences or non-diving certifications.

Source: Global Student Report

3 - PADI Confidential

PADI Worldwide

Median Age of Diving Certifications

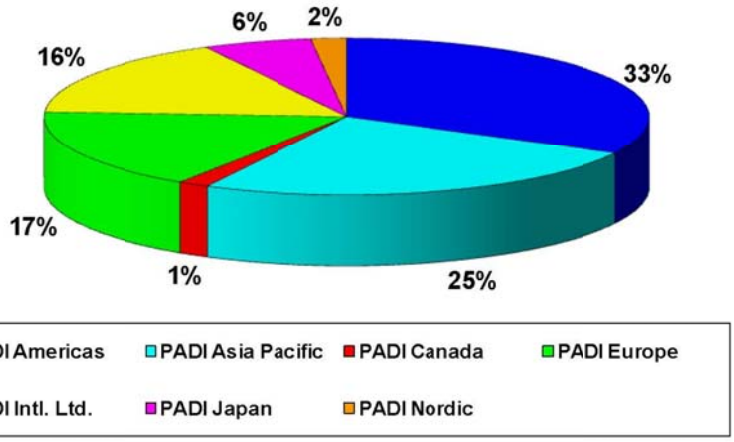
	2004	2005	2006	2007	2008	2009
Male	30	30	31	30	30	30
Female	27	27	27	27	27	27
All	29	29	29	29	29	29

Represents total entry level and cortinuing education diving certifications for all PADI Offices. Divers may have multiple certifications. Does not include introductory scuba diving experiences or non-diving certifications.

Source: Global Student Report

PADI Worldwide Entry-level Certifications

Worldwide 2009
By PADI Office



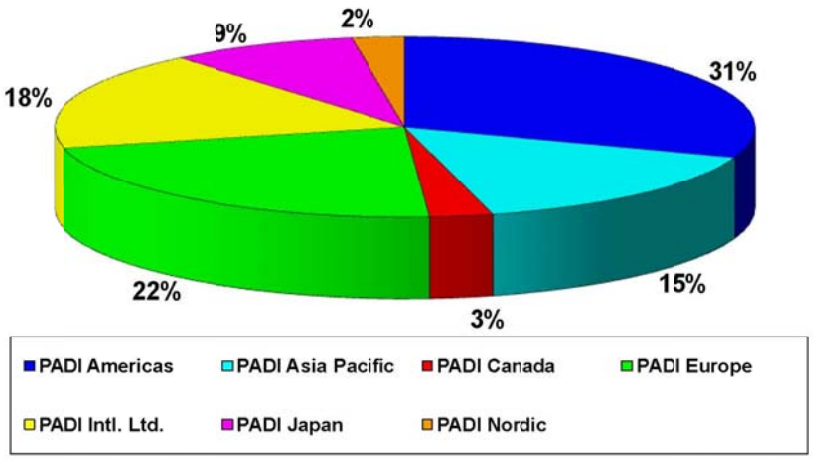
Entry-level certifications include PADI Scuba Diver, Junior Scuba Diver, Open Water Diver, Junior Open Water Diver, National Geographic Diver and Junior National Geographic Diver. Statistics are based on certifications issued in each office. Divers may live anywhere globally.

Source: Global Certification & Membership Statistics

5 - PADI Confidential

PADI Worldwide Professional Membership

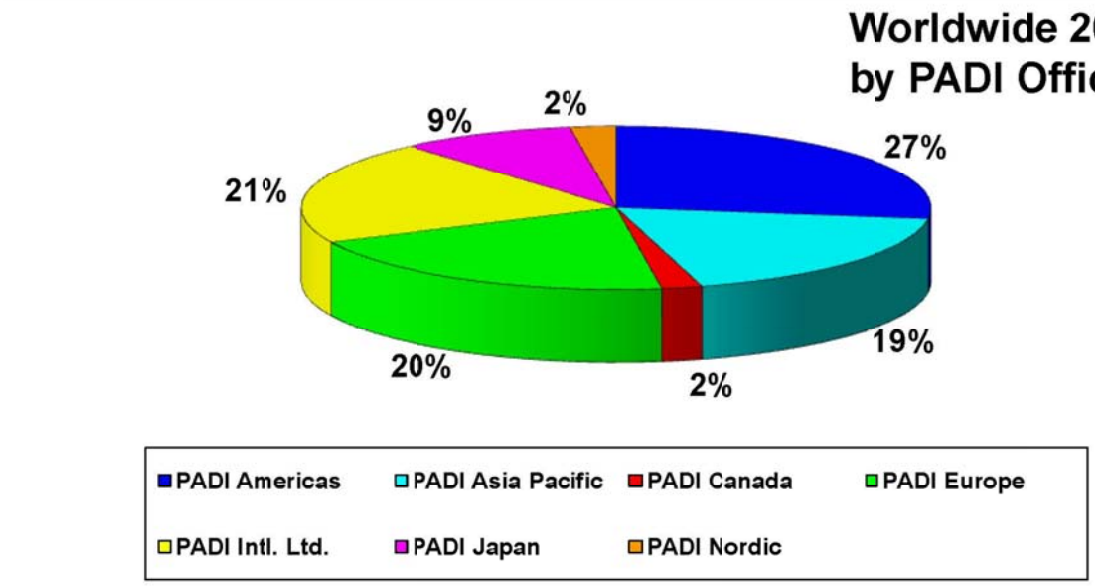
Worldwide Cumulative 2009
By PADI Office



Individual PADI Members include new & renewed: Divemasters, Assistant Instructors, Open Water Scuba Instructors, Master Scuba Diver Trainers, IDC Staff Instructors, Master Instructors and Course Directors.

Source: Global Certification & Membership Statistics

PADI Worldwide Continuing Education Certifications



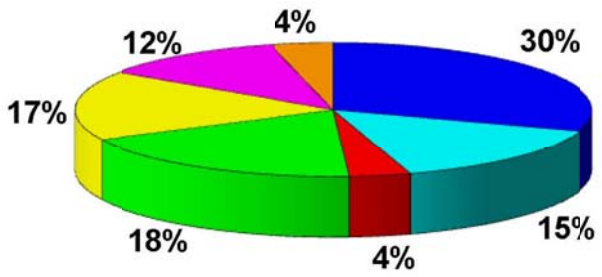
PADI Continuing Education certifications are Adventure, Jr. Adventure, Advanced, Jr. Advanced, Rescue Diver, Jr. Rescue, Specialties, Master Scuba Diver & Jr. Master Scuba Diver. Statistics are based on certifications issued in each office. Divers may live anywhere globally. Diver may have multiple certifications.

Source: Global Certification & Membership Statistics

6 - PADI Confidential

PADI Worldwide International Resort and Retailer Membership

Worldwide Cumulative 2009
Dive Centers By PADI Office

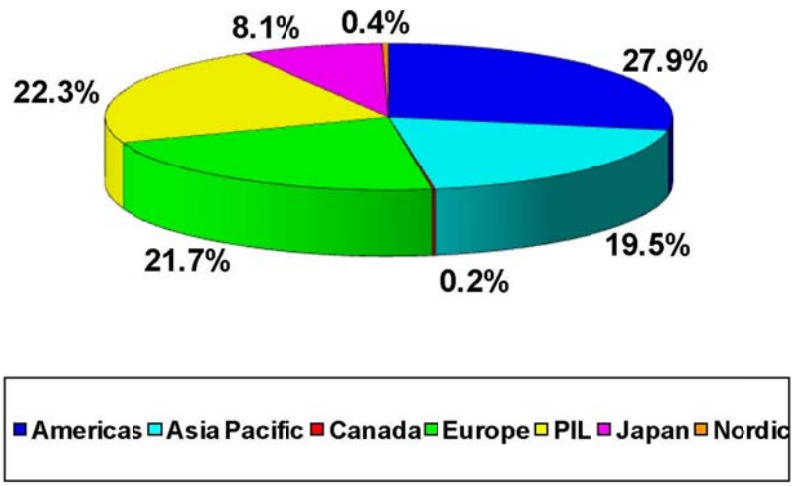


PADI International Resort and Retailer Members include new & renewed: Dive Centers, Five Star Dive Centers, Five Star Instructor Development Centers, College – University and PIRA Resort Members

Source: Global Certification & Membership Statistics

PADI Worldwide International Resort and Retailer Membership

Worldwide Cumulative 2009
All Resorts By PADI Office



PADI International Resort and Retailer Members include new & renewed: Dive Centers, Five Star Dive Centers, Five Star Instructor Development Centers, College – University and PIRA Resort Members

Source: Global Certifcation & Membership Statistics

EXHIBIT 15

Company Name	Address 1	Address 2	City	State	Postal Code	Country	Phone
Adventure Sports S.C.U.B.A Inc	121 North Gay Street		Auburn	Alabama	36830	United States	334-887-8005
ADVENTURE SPORTS II INC.	1546 East Ann Street		Montgomery	Alabama	36107	United States	334-269-3483
Southern Skin Divers Supply	4515 5th Avenue South		Birmingham	Alabama	35222	United States	205-595-3052
http://www.ssdsupply.com/	24208 Hwy. 98	Suite B	Fairhope	Alabama	36532	United States	251-928-5550
DESERT DIVERS SCUBA CENTER	3110 E. Fort Lowell Road		Tucson	Arizona	85716	United States	520-88-2822
DIVE SHACK USA	1086 Hwy. 95		Bullhead City	Arizona	86429	United States	928-404-1527
El Mar Diving Center	2245 W. Broadway Road		Mesa	Arizona	85202	United States	480-833-2971
Planet Scuba	4837 N. 2st Street		Tucson	Arizona	85718	United States	520-209-2700
Scuba Pros of Arizona	9299 W. Olive Avenue #816		Peoria	Arizona	85345	United States	602-314-6650
Summit Divers and Watersports	103 S. Milton Road		Flagstaff	Arizona	86001	United States	928-556-8780
Uktimate Dive and Travel	6969 E. Shea Boulevard #180		Scottsdale	Arizona	85254	United States	480-607-5071
The Dive Shop	1222 West Park Drive		Little Rock	Arkansas	72204	United States	501-666-3483
Papa Smurphs Dive Shop	204 South Rock		Sheridan	Arkansas	72150	United States	870-942-5675
Scuba and Archery Center, Inc.	121 Gilchrist	P.O. Box 2085 aps	Hot Springs	Arkansas	71913	United States	501-623-7062
All About Scuba	925 Texas Street		Fairfield	California	94533	United States	707-425-1932
Aqua Divers	650 North Palora Avenue		Yuba	California	95991	United States	530-671-3483
Baja Aggressor	2408 Congress Street		San Diego	California	92110	United States	800-348-2628
Bamboo Reef Enterprises	584 Fourth Street		San Francisco	California	94107	United States	415-362-6694
Bamboo Reef Enterprises	614 Lighthouse Avenue		Monterey	California	94107	United States	415-362-6694
Bob S Dive Shop, Inc.	4374 North Blackstone Avenue		Fresno	California	93726	United States	559-225-3483
Captain Aqua Scuba Diving Centers	250 Jackson Street		Hayward	California	94544	United States	510-728-0225
Catalina Snorkel & Scuba	400 Pebby Road	Catalina Island	Avalon	California	90704	United States	310-510-8558
Central Valley Scuba Center	2025 East Tulare Avenue		Tulare	California	93274	United States	559-687-8266
Channel Islands Scuba	3200 E. Thousand Oaks Boulevard		Thousand Oaks	California	91362	United States	805-230-9995
Dive California	4004 Sports Arena Boulevard		San Diego	California	92110	United States	619-222-0060
High Sierra Divers	217 Palm Avenue		Auburn	California	95603	United States	530-823-6757
Marin Bamboo Reef	3765 Redwood Highway		San Rafael	California	94903	United States	415-479-4332
New England Divers Inc.	2936 Clark Avenue		Long Beach	California	90815	United States	562-421-8939
North County Scuba Center	122 Encinitas Boulevard		Encinitas	California	92024	United States	760-753-0036
Peace Dive Boat	2419 East Harbor Boulevard	Suite #131	Ventura	California	93001	United States	805-650-3483
Pura Vida Divers	11412 Old River School Road		Downey	California	90241	United States	562-927-4007
Santa Barbara Aquartics	5822 Hollister		Goleta	California	93147	United States	805-967-4456
Scuba Schools of America Aquatic Outfitters, Inc.	4420 Holt Avenue		Montclair	California	91763	United States	909-621-4171
ScubaHaus	2501 Wilshire Boulevard		Santa Monica	California	90403	United States	310-828-2916
Sea Stallion Scuba Outfitters	21098 Blake Parkway	Suite #108	Lake Forest	California	92630	United States	949-699-3600
Sonoma Cpast Divers LLC	5702 Commerce Boulevard		Rohnert Park	California	94928	United States	707-586-0272
Denver Divers	557 Milwalukee Street		Denver	Colorado	80206	United States	303-399-2877
High Plains Scuba	115 West Harvard		Fort Collins	Colorado	80525	United States	970-493-8562
Ocean First Divers	3015 Bluff Street		Boulder	Colorado	80301	United States	303-444-7234
Rocky Mountain Diving Center	1920 Wadsworth Boulevard		Lakewood	Colorado	80214	United States	303-232-2400
Central Sales Scuba	136 Carter Road		Thimaston	Connecticut	06787	United States	860-283-9239
Aggressor Fleet	209 Hudson Trace		Augusta	Georgia	30907	United States	706-737-7687
Aqua Adventures	730 East 5th St		Tifton	Georgia	31793	United States	229-238-2518
Aqua Camp of Northeast Geogia, Inc.	1134 Junction 77 Hwy.		Hartwell	Georgia	30643	United States	706-436-4041
Dancer Fleet	209 Hudson Trace		Augusta	Georgia	30907	United States	703-737-7687
Dive Educators, LLC	4875 Hog Mountain Road Suite E		FloweryBranch	Georgia	30542	United States	770-967-8885
The Dive Shop Inc.	2714 SANDY PLAINS RD		Marietta	Georgia	30066	United States	770-973-7909
Dive Dive Dive...	4850 SUGARLOAF Parkway Suite 702		Lawrenceville	Georgia	30044	United States	678-407-2442
Diving Locker / Ski Chalet	74 WEST MONTGOMERY CROSSROADS		Savannah	Georgia	31406	United States	912-927-6603
Dolphin Dive Center	2597 Atlanta Highway		Athems	Georgia	30606	United States	706-548-3483
Fantasia Scuba	8514 Cindy Ave.		Savannah	Georgia	31406	United States	912-921-8933
Neptune Dive and Ski	2305 REDWOOD DR		Augusta	Georgia	30904	United States	706-737-7900
Planet Ocean Scuba Center	3865 MILLER RD		Columbus	Georgia	31909	United States	706-563-8675
The Dive Shop on McEver	3560 McEver Rd Suite D		Gainesville	Georgia	30504	United States	770-503-0040
White Shore Diving	801 Old Tennessee Hwy NE		White	Georgia	30184	United States	404-281-5060
KONA AGGRESSOR II	Live/Dive Pacific 73-1533 Heneli Street		Kailua-Kona	Hawaii	96740	United States	800-348-2628
Kona Honu Divers, Inc	74-5583 LUHIA ST #A12		Kailua-Kona	Hawaii	96740	United States	888-333-4668
Maui Dive Shop	1455 SO KIHEI RD		KIHEI	Hawaii	96753	United States	800-542-3483
Inland Scuba Emporium	551 South Capital		Idaho Falls	Idaho	83274	United States	208-529-2636
Mermet Springs, Inc.	PO BOX 1347		Venna	Illinois	62995	United States	618-527-3483
OMNI SCUBA	8838 E. CHINQUAPIN		Effingham	Illinois	62401	United States	618-829-3483
AQUATECH DIVE CNTR	4313 Morgan Ave Suite A		Evansville	Indiana	47715	United States	812-479-5764
RICHMOND POLICE DPT	50 NORTH 5TH ST		Richmond	Indiana	47374	United States	765-983-7247
Adventure Sports	10922 W 74TH TERRACE		Shawnee	Kansas	66203	United States	913-962-2323
MIDWEST AQUATICS	7565 W 160TH ST		OVERLAND PARK	Kansas	66085	United States	913-402-0403
SCUBA-SHACK.COM	1045 NEW JERSEY STREET		LAWRENCE	Kansas	66044	United States	782-331-3483
LOUISVILLE DIVE CENTER	4265 ROOSEVELT AVE		Louisville	Kentucky	40213	United States	502-368-8427
Paradise Divers, Inc	10013 BROWNSBORO RD		Louisville	Kentucky	40241	United States	502-423-7055
Pennyroyal Scuba Center - Blue Springs Resort	602 Christin Quarry Rd PO BOX 1217		Hopkinsvilles	Kentucky	42240	United States	270-887-2585
The Scuba Shack of Northern Kentucky	7333 BURLINGTON PIKE		Florence	Kentucky	41042	United States	859-283-1550
Divers Destination	201 Guilbeau Rd		Lafayette	Louisiana	70506	United States	337-981-3483
Harry s Dive Shop	4709 AIRLINE		METAIRIE	Louisiana	70001	United States	504-888-4882
Scuba Ventures	1817 Texas Ave.		Shreveport	Louisiana	71103	United States	318-222-3483
he Water Habitat of Alexandria, Inc.	1708 Shirland Avenue		ALEXANDRIA	Louisiana	71301	United States	318-443-5075
UNDERWATER TREASURES, Inc.	801 N 7th Street		West Monroe	Louisiana	71291	United States	318-324-0204
AQUA DIVING ACADEMY	382 COMMERCIAL ST		Portland	Maine	04101	United States	207-772-4200
MAINELY SCUBA & Recreation	PO BOX 159		Wilton	Maine	04294	United States	207-645-9038
Aqua Ventures, Inc.	9731 YORK RD		COCKEYSVILLE	Maryland	21030	United States	410-666-2326
DISCOVER DIVING	720 C SNOW HILL RD		SALISBURY	Maryland	21804	United States	410-219-3483
Scuba Hut of Maryland, Inc..	139 DELAWARE AVE.		GLEN BURNIE	Maryland	21061	United States	410-761-4520
Undersea Outfitters	7552 Main Street		Sykesville	Maryland	21784	United States	410-517-4999
ACTION SPORTS & TRAVEL	369 NORTH ST		Pittsfield	Massachusetts	01201	United States	413-499-7205
Bob s Sea&Ski	211 POPES ISLAND		New Bedford	Massachusetts	02740	United States	508-992-2662

Company Name	Address 1	Address 2	City	State	Postal Code	Country	Phone
BURLINGTON SCUBA INC	189 CAMBRIDGE ST		Burlington	Massachusetts	01803	United States	781-272-5164
The Dive Locker, LLC	237 FALMOUTH RD		Hyannis	Massachusetts	02601	United States	508-775-1185
East Coast Divers Inc.	213 BOYLSTON STREET		Brookline	Massachusetts	02446	United States	617-272-2216
Hudsons Tackle Marine & Dive Center Inc	50 Bridge Rd		Salisbury	Massachusetts	01950	United States	978-417-6764
NORTH ATLANTIC SCUBA	1820 OCEAN ST RT 139		Marshfield	Massachusetts	02050	United States	781-834-4087
Northeast Scuba	120 Chelmsford Street, Unit B		Chelmsford	Massachusetts	01824	United States	978-256-2300
United Divers, Inc.	59 Washington Street		Somerville	Massachusetts	02143	United States	617-666-0410
ANDREWS UNIVERSITY	Beaty Pool		Berrien Springs	Michigan	49104	United States	269-313-1274
Bruno s Dive Shop	21655 Vermander		Clinton Township	Michigan	48035	United States	586-792-2040
Capital City Scuba, Inc	515 E Grand River Avenue		Lansing	Michigan	48906	United States	517-853-9500
Michigan Adventure Diving	17 E Main St		Milan	Michigan	48160	United States	734-439-3483
Moby s Dive Shop, Inc.	5300-B NORTHLAND DR NE		Grand Rapids	Michigan	49525	United States	616-364-5991
Ocean Sands Scuba	780 S COLUMBIA AVE		Holland	Michigan	49423	United States	616-396-0068
Rec Diving	32552 WOODWARD AVE		Royal Oak	Michigan	48073	United States	248-549-0303
SCUBA CENTERS OF MICHIGAN	3280 FORT ST		Lincoln Park	Michigan	48146	United States	313-388-1322
SEAQUATICS INC	5023 EASTMAN AVE		Midland	Michigan	48640	United States	989-835-6391
THE DIVE SHOP	G 4020 CORUNNA RD		Flint	Michigan	48532	United States	810-732-3900
US SCUBA CENTER	515 S ROCHESTER RD		Rochester	Michigan	48307	United States	248-650-9500
Z Z Underwater World	2016 E. Michigan Ave		Lansing	Michigan	48912	United States	517-485-3894
ADVENTURE SPORTS SCUBA AND TRAVEL	12991 VALLEY VIEW ROAD		Eden Prarie	Minnesota	55344	United States	952-949-0909
NORTHLAND SCUBA	7081 10TH ST. N.		Oakdale	Minnesota	55128	United States	651-777*4278
NORTHWEST DIVERS INC	1701 N 11TH ST		Moorehead	Minnesota	56560	United States	218-233-6088
SEAYA DIVING INC.	415 1st Ave E		Shakopee	Minnesota	55379	United States	952-445-7875
DEEP SOUTH SCUBA	1060 E. COUNTYLINE ROAD SUITE 11		Ridgeland	Mississippi	39157	United States	601-957-3483
SPORTS UNLIMITED, INC.	215B PASS RD		Gulfport	Mississippi	39507	United States	228-863-5839
Bonne Terre Mine	87 N. Allen St.		Bonne Terre	Missouri	63628	United States	314-209-7200
CALYPSO SCUBA	1840 N RANGELINE		Joplin	Missouri	64801	United States	417-624-0900
Capt. Nemo s Dive Shop	1414 B Rangeline		Columbia	Missouri	65201	United States	573-442-3483
DiVentures	5225 S Campbell Ave		Springfield	Missouri	65810	United States	417-883-5151
DIVERS EQUIPMENT	11109 HILLCREST		Kansas City	Missouri	64134	United States	816-763-5678
SHO-ME SCUBA	1675 E SEMINOLE G-300		Springfield	Missouri	65804	United States	417-882-3483
STATE PARK DIVE SHOP	C/O STARBOARD CORP PO BOX 6438		Branson	Missouri	65615	United States	417-334-2628
WEST END DIVING CTR	12464 NATURAL BRIDGE RD		Bridgeton	Missouri	63044	United States	314-209-7200
DiVenture	4303 S 121st Plaza		Omaha	Nebraska	68137	United States	402-933-6251
FATHOM DIVING	1802 BROADWAY		Scootsbluff	Nebraska	69361	United States	308-635-1556
Husker Divers	5600 S 48th St Suite 109		Lincoln Park	Nebraska	68516	United States	402-420-6338
GR8 DIVN	101 S RAINBOW BLVD SUITE 11		Las Vegas	Nevada	89145	United States	702-367-3484
AQUATIC ESCAPES DIVE CENTER	2 MERCURY DRIVE		LONDONDERRY	New Hampshire	03053	United States	603-432-3483
Aquatic Specialties LLC	704 Milford Road		MERRIMACK	New Hampshire	03054	United States	603-889-7655
Dive Winnipesaukee Corp.	4 NORTH MAIN ST PO Box 2198		WOLFEBORO	New Hampshire	03894	United States	603-549-8080
NEW ENGLAND DIVE CTR	263 DARTMOUTH COLLEGE HWY		LEBANON	New Hampshire	03766	United States	603-448-1222
Alpha Aquatic Center	327 C Third Ave		Alpha	New Jersey	08865	United States	908-387-0775
CEDAR GROVE DIVERS SUPPLY	492 POMPTON AVE		Cedar Grove	New Jersey	07009	United States	973-857-1748
Treasure Cove Divers	407 SOUTH AVE W		Westfield	New Jersey	07090	United States	908-654-8808
Albuquerque Police Department	5412 2nd Street NW		Albuquerque	New Mexico	87107	United States	505-768-2200
New Mexico Scuba Center	7618 MENAUL BLVD NE		Albuquerque	New Mexico	87110	United States	505-271-0633
Aqua Visions Scuba Ltd	118 West Boston Post Road		Mamaroneck	New York	10543	United States	914-381-1884
FDNY-SPECIAL OPERATIONS COMMAND	750 MAIN STREET 355 Maine Avenue		ROOSEVELT ISLAN	New York	10044	United States	718-281-3890
Finger Lakes Scuba	11 DILL ST		AUBURN	New York	13021	United States	315-252-8683
KINGS COUNTY DIVERS	2417 AVENUE U		BROOKLYN	New York	11229	United States	718-648-4232
LAKE ERIE DIVING CTR	8542 ERIE RD		ANGOLA	New York	14006	United States	716-549-3338
MIDDLETOWN SCUBA	17 DOLSON AVE		MIDDLETOWN	New York	10940	United States	845-343-2858
National Aquatic Service, Inc.	1732 ERIE BLVD EAST		SYRACUSE	New York	13210	United States	315-479-5544
NORTH SHORE AQUATICS	81 FORT SALONGA RD		NORTHPORT	New York	11768	United States	631-262-7282
PHOENIX SCUBA & WATER SPORTS INC	619 RIDGE RD.		LACKAWANNA	New York	14218	United States	716-822-2816
Tiedemann s Diving Center	56 GARDINERS AVE		LEVITTOWN	New York	11756	United States	516-796-6560
VILLAGE DIVERS	125 EAST 4TH ST		NEW YORK	New York	10003	United States	212-780-8879
Aquatic Pleasures Dive Center	124 W Gold Street		Kings Mountain	North Carolina	28086	United States	704-734-1174
Gypsy Divers Aquatic Center	3651 BASTION LANE		RALEIGH	North Carolina	27604	United States	919-255-1931
MATTHEWS WATER SPORTS	Box 3414		MATTHEWS	North Carolina	28106	United States	704-847-8998
NADCO, Inc	4719 High Point Road		Greensboro	North Carolina	27407	United States	336-299-5533
Open Water Adventures	12210 N TRYON STREET		Charlotte	North Carolina	28262	United States	704-547-5991
PARADISE ISLAND DIVERS	2317 SOUTH BLVD		Charlotte	North Carolina	28203	United States	704-525-9234
SEAduction of North Carolina	206 S CLINTON AVE		Dunn	North Carolina	28334	United States	910-892-7878
Aqua Hut	2543 N. Reynolds		Toledo	Ohio	43615	United States	419-531-4655
Buckeye Diving School	46 CENTER RD		Bedford	Ohio	44146	United States	440-439-3677
CAPTAIN NEMOS DIVE SHOP	6121 Columbia Rd N.W. Suite #3		Dover	Ohio	44622	United States	330-878-6366
Central Ohio School of Diving	2355 W Dublin-Granville Road		Columbus	Ohio	43235	United States	314-889-5677
DIVER S PARADISE	2511 N REYNOLDS ROAD		Toledo	Ohio	43615	United States	419-535-6828
HEIDELBERG UNIVERSITY	310 E MARKET ST BIOLOGY DEPT		Tiffin	Ohio	44883	United States	419-448-2224
LONG LAKE SCUBA	3160 LONG RD		Lima	Ohio	45807	United States	419-331-3483
Scuba Outlet	891 Graham Rd		Stow	Ohio	44224	United States	330-922-3483
SOUTHERN OHIO DIVING	3351 E STROOP RD		Dayton	Ohio	45440	United States	937-298-2999
UNIVERSITY OF DAYTON	Dept of Campus Recreation	300 COLLEGE PARK	Dayton	Ohio	45469	United States	937-292-2397
DIVE SITE	8516 EAST 41ST ST		Tulsa	Oklahoma	74145	United States	918-664-5717
FRANK S UNDERWATER SPORTS, INC	312 W 33RD ST		Edmond	Oklahoma	73013	United States	405-478-0040
GENES AQUA PRO	446226 E. 966 Rd.		Gore	Oklahoma	74435	United States	918-487-5221
GRAND DIVERS SUPPLY	27554 S 4490 RD		Vinita	Oklahoma	74301	United States	918-256-4490
Adventure Sports Inc.	1466 NE BURNSIDE		Gresham	Oregon	97030	United States	503-491-0107
AQUATIC SPORTS	10803 SW BARBUR BLVD		Portland	Oregon	97219	United States	503-245-4991
Get Wet Scuba	3522 Tremont		North Bend	Oregon	97459	United States	541-756-6557
ROGUE SCUBA INC	6022 CRATER LAKE AVE		Central Point	Oregon	97502	United States	541-830-5551
Steve s Scuba Center	13811 SE MCLOUGHLIN BLVD		Milwaukie	Oregon	97222	United States	503-652-8860

Company Name	Address 1	Address 2	City	State	Postal Code	Country	Phone
Aqua Adventures	362 LANCASTER AVE		Frazier	Pennsylvania	19355	United States	610-644-4544
B & B DIVING SPECIALTIES	1815 CHURCHILL RD PO BOX 277		Hillsville	Pennsylvania	16132	United States	724-667-9448
Bloom Scuba	206 N Orchard St		Berwick	Pennsylvania	18603	United States	570-759-2044
INLAND WATER SPORTS, Inc.	125 Main Street		Luzerne	Pennsylvania	18709	United States	570-288-3999
LUZERNE CTY COLLEGE	EMS DEPT	1333 SO PROSPECT ST	Nanticoke	Pennsylvania	18634	United States	570-740-0471
SCUBA VENTURE, INC	2501 PENN AVE		Reading	Pennsylvania	19609	United States	610-678-2688
Nu Horizons Dive & Travel	515 HWY 501 A		Myrtle Beach	South Carolina	29577	United States	843-839-1932
Upstate Scuba LLC	139 ANDERSON HWY Suite 210		Clemson	South Carolina	29631	United States	864-653-3483
Wateree Dive Center, Inc.	4350 St. Andrews Road Suite A		Columbia	South Carolina	29210	United States	803-731-9344
XPLORE SCUBA	1046 Regent Parkway		Fort Mill	South Carolina	29715	United States	803-802-7180
Black Hills Scuba	2501 W Chicago St		Rapid City	South Dakota	57702	United States	605-341-6550
DONOVAN S HOBBY & SCUBA CENTER	3813 S Western Ave.		Sioux Falls	South Dakota	57105	United States	605-338-6945
Steamboat s Skin & Scuba	511 W DAKOTA AVE		Pierre	South Dakota	57501	United States	800-239-9300
BLUE WATER SCUBA	320 Mallory Station Rd.		Franklin	Tennessee	37067	United States	615-771-0002
CHOO CHOO DIVING & AQUATIC CENTER	3739 POWERS CT		Chattanooga	Tennessee	37416	United States	423-899-1008
H2O Scuba Center	2711 UNION EXT		Memphis	Tennessee	38112	United States	901-458-5006
Ski/Scuba Center	2543 SUTHERLAND AVE		Knoxville	Tennessee	37919	United States	865-523-9177
Smoky Mountain Divers Inc	3808-C Ft. Henry Drive		Kingsport	Tennessee	37663	United States	423-239-7333
THE DIVE SHOP	999 S YATES ROAD		Memphis	Tennessee	38119	United States	901-763-3483
AquaTrek Sports	2421 Westport Parkway Suite 1300		Fort Worth	Texas	76177	United States	817-491-8747
ASCUBA VENTURE INC	6121 S PADRE ISLAND DR		Corpus Christi	Texas	78412	United States	361-985-1111
Blue Dolphin Dive Center	1300 N General Bruce Drive		Temple	Texas	76504	United States	254-791-3483
BURLESON SCUBA&PAINTBALL	234 SW WILSHIRE BLVD		Burleson	Texas	76028	United States	817-447-3483
COPELANDS INC	4041 S PADRE ISLAND DR		Corpus Christi	Texas	78411	United States	361-854-1135
CrazyScuba.com	7522 Campbell Road Suite 114		Dallas	Texas	75248	United States	972-422-9400
DIVE MASTERS OF SAN ANTONIO	5421 GRISSOM RD		San Antonio	Texas	78238	United States	210-684-3483
Dive Pirates Foundation	70 W Thymewood Place		The Woodlands	Texas	77382	United States	877-393-3483
DIVE WEST	6336 GREENVILLE AVENUE STE A		Dallas	Texas	75206	United States	214-750-6900
Divetech Inc	5325 Cornish St		Houston	Texas	77007	United States	713-973-2946
Family Scuba Center, Inc.	4610 N Garfield, D-3		Midland	Texas	79705	United States	432-686-7333
GSC SPORTS	2636 34th		Lubbock	Texas	79410	United States	806-797-0781
HOUSTON SCUBA ACADEMY, INC.	12505 HILLCROFT		Houston	Texas	77035	United States	713-721-7788
KILGORE SCUBA CENTER	1144 FM 1252 W		Kilmore	Texas	75662	United States	903-983-1820
OCEANIC VENTURES	2715 BISSONNET SUITE #302		Houston	Texas	77005	United States	713-523-3483
ODESSA COLLEGE	201 W UNIVERSITY		Odessa	Texas	79762	United States	432-335-6348
PRO SCUBA	5757 WESTHEIMER STE 101		Houston	Texas	77057	United States	713-783-3483
River Systems Institute	601 University Drive		San Marcos	Texas	78666	United States	512-245-2724
Scuba Divers Paradise	4600 SIMMONS ROAD		Belton	Texas	76513	United States	254-833-88355
SCUBA SCHOOLS OF FT. WORTH	3807 Southwest Blvd		Forth Worth	Texas	76116	United States	817-732-5761
SCUBA SPHERE	6709 CAMP BOWIE BLVD		Forth Worth	Texas	76116	United States	817-731-1461
TEXAS TECH UNIVERSITY	EXERCISE SCIENCE BLDG	8TH AKRON MS 43011	Lubbock	Texas	79409	United States	806-742-1685
TOMS DIVE & SWIM	5909 BURNET RD		Austin	Texas	78757	United States	512-451-3425
W W DIVING	1307 1ST ST		Humble	Texas	77338	United States	281-540-1616
Atlantis Divers	206 WEST MAIN STREET		Vernal	Utah	84078	United States	435-789-3616
NEPTUNE DIVERS	2445 SOUTH 900 EAST		Salt Lake City	Utah	84106	United States	801-466-9630
The Homestead Crater c/o The Homestead Resort	700 North Homestead Dr		Midway	Utah	84049	United States	435-657-3840
AQUATREK ADVENTURES	30 MILL LANE		Salem	Virginia	24153	United States	540-302-3483
CHESAPEAKE BAY DIVING CENTER	655 MT VERNON AVE		Portsmouth	Virginia	23707	United States	
DIVERS GET-AWAY	14423 HEREFORD RD		Dale City	Virginia	22193	United States	703-878-3272
Divers Unlimited	4247 E LITTLE CREEK RD		Norfolk	Virginia	22518	United States	757-480-3483
FBI-HRT 788S	FBI ACADEMY HRT		Quantico	Virginia	22135	United States	703-632-1563
George Mason University	4400 University Drive		Fairfax	Virginia	22039	United States	703-993-3167
Lynnhaven Dive Center	1413 N GREAT NECK ROAD		Virginia Beach	Virginia	23454	United States	757-481-7949
Seahorse Scuba	13214 Midlothian Turnpike		Midlothian	Virginia	23113	United States	804-379-6579
Woodbridge Scuba	4365 Dale Blvd		Woodgridge	Virginia	22193	United States	703-878-4365
Woodbridge Scuba	4365 Dale Blvd		Woodgridge	Virginia	22193	United States	703-878-4365
Anacortes Diving & Supply	2502 COMMERCIAL AVE		Anacortes	Washington	98221	United States	360-293-2070
Capital Divers	1621 HARRISON AVE NW		Olympia	Washington	98502	United States	360-866-3684
Girl Diver Scuba	24 B Street NE		Auburn	Washington	98002	United States	253-833-8682
Octopus Gardens Diving	2900 Washington St. Suite D		Port Townsend	Washington	98368	United States	36-385-3483
SCUBA CENTER of SPOKANE	3809 N DIVISION		Spokane	Washington	99207	United States	509-326-4653
SCUBA SUPPLIES	120 EAST FRONT ST		Port Angeles	Washington	38362	United States	360-457-3190
ScubaSET	11002 Valley Ave E.		Puyallup	Washington	38372	United States	253-841-5666
Silent World Diving Systems	13433 NE 20th St Suite V-W		Bellevue	Washington	98005	United States	425-747-8842
Washington Divers	903 N STATE ST		Bellingham	Washington	98225	United States	360-676-8029
Whidbey Island Dive Center	1020 NE 7TH AVE #1		Oak Harbor	Washington	98277	United States	360+375-1112
TL VELAS DIVNG SUPPLY	2444 National Road		Wheeling	West Virginia	26003	United States	304-242-3676
Upper Laurel Fire & Ambulance, Inc	7534 Popular Gap Road P.O. Box 59		Jesse	West Virginia	24849	United States	304-294-4400
REEFPOINT DIVING	5439 SPRING STREET		Racine	Wisconsin	53406	United States	262-886-8501
Aquatic Scuba Adventures, Inc	1363 Laclede Street			Wyoming	82801	United States	307-673-4553
Abyss Dive Center	12565 OVERSEAS HWY		Marathon	Florida	33050	United States	800-457-0134
Achilles Divers, Inc.	3045 Newton Drive		Pensaacola	Florida	32503	United States	850-733-8419
Aquatic Center of Ocala	8769 S Hwy 441		Ocala	Florida	34480	United States	352-245-9162
Baldwin s US 1 Scuba	15 N. FEDERAL HWY (US 1)		Pampani Beach	Florida	33062	United States	954-946-6055
Boynton Beach Dive Center	1550 N FEDERAL HW		Boynton Beach	Florida	33435	United States	561-732-8590
Castaway SCUBA Adventures	9460 EAST COLONIAL DR		Orlando	Florida	32817	United States	407-658-9464
Conch Republic Divers	90800 Overseas Hwy. #9		Tavenier	Florida	33070	United States	305-852-1655
CORAL REEF SCUBA	2784 CAPITAL CIRCLE NE		Tallahassee	Florida	32308	United States	850-385-1323
Depthfinders Dive Center	1225 TAMIAMI TRAIL Unit A - 5		Port Charlotte	Florida	33953	United States	941-766-7565
DIVE KEY WEST	3128 N ROOSEVELT BLVD		Key West	Florida	33040	United States	305-296-3823
Divers Den Miami	12614 SW 88TH ST		Miami	Florida	33186	United States	305-595-2010
Divers Direct - Dania Beach	180 Gulfstream Way		Dania Beach	Florida	33004	United States	954-925-7630
Divers Direct - Orlando	5368 International Drive		Orlando	Florida	32819	United States	407-363-2883

Company Name	Address 1	Address 2	City	State	Postal Code	Country	Phone
Divers Direct - West Palm Beach	4074 Northlake Blvd.		West Palm Beach	Florida	33410	United States	561-775-0577
Divers Emporium	394 E. EDNEY AVE		Crestview	Florida	32539	United States	850-689-3483
Divers Inn	5454 Flagler St		Hollywood	Florida	33021	United States	727-657-2778
FLORIDA STRAITS DIVING INC.	19 Hilton Haven Rd.		Key West	Florida	33040	United States	305-587-4018
Florida West Scuba and Charters	509 B North Tamiami Trail		Venice	Florida	34285	United States	941-486-1400
H2O Diver	14382 Biscayne Blvd.		North Miami	Florida	33181	United States	305-956-3483
HALLS DIVING CENTER	5050 Overseas Highway		Marathon	Florida	33050	United States	800-331-4255
nternational Diving Career Institute	5050 Overseas Highway		Marathon	Florida	33050	United States	800-331-4255
Jim s Dive Shop	9385 C BAY PINES BLVD		St. Petersburg	Florida	33708	United States	727-393-3483
LLOYD BAILEYS SCUBA	3405 B NW 97TH BLVD		Gainesville	Florida	32606	United States	352-332-0738
Macs Sports	2126 DREW ST		Clearwater	Florida	33765	United States	727-442-9931
Macs Sports	10414 N Dale Mabry		Tampa	Florida	33618	United States	813-961-3297
OCEAN SPORTS	2109 A Main Street		Dunedin	Florida	34698	United States	727-733-1919
OFF THE WALL ADVENTURES	2055 SHEPHERD RD		Lakeland	Florida	33811	United States	863-709-9253
Panama City Dive Center	4823 Thomas Drive		Panama City	Florida	32408	United States	850-235-3390
QUIESCENCE DIVING SERVICES, INC.	103680 Overseas Highway		Key Largo	Florida	33037	United States	305-451-2440
SCUBAdventures w/ Capt. Jeff Dawson	1141 Bald Eagle Drive		Marco Island	Florida	34145	United States	239-389-7889
Scuba Shack/Wet Dream Charters, Inc.	711 S PALAFOX ST		Pensacola	Florida	32502	United States	850-433-4319
Scuba Tiger	1635 Wells Road Suite 6		Orange Park	Florida	32073	United States	904-264-4744
SCUBADVENTURES	971 CREECH RD		Naples	Florida	34103	United States	239-434-7477
Scubatech	301 Harbor Blvd.		Destin	Florida	32541	United States	850-837-2822
Sea Level Scuba	4155 Dow Road Suite U		Melbourne	Florida	32934	United States	321-255-1825
Seaduction - Key West	1605 N Roosevelt Blvd.		Key West	Florida	33040	United States	305-296-9914
SouthernMost Diving	Summerland Key		Summerland Key	Florida	33042	United States	305-974-3483
SPRUCE CREEK SCUBA	1646 TAYLOR RD		Port Orange	Florida	32128	United States	386-767-1727
Sunny Seas Scuba	9126 Prosperity Lane		New Port Richey	Florida	34668	United States	727-534-5929
TACKLE SHACK	7801 66TH ST N		Pinnellas Park	Florida	33781	United States	727-546-5080
Tampa Scuba Diving South Tampa Dive Center	5235 S. Dale Mabry Hwy		Tampa	Florida	33611	United States	813-498-0917
Tildens Scuba Center	4650 Overseas Highway		Marathon	Florida	33050	United States	305-743-7255
Underseas Sports	1450 N FEDERAL HWY		Fort Lauderdale	Florida	33304	United States	954-564-8661
UNDERWATER UNLIMITED	5749 SW 40th St #103		Miami	Florida	33155	United States	305-661-0099
USA SCUBA	2225 Hwy 98 West		Mary Esther	Florida	32569	United States	850-243-3483
WET-N-FLA SCUBA	101 N. Country Club Rd. #122		Lake Mary	Florida	32746	United States	407-322-1848
WOODS & WATER	105 S. MOON AVE		Brandon	Florida	33511	United States	813-648-0122
Scuba Views LLC	3220 North Rancho Drive		Las Vegas	Nevada	89130	United States	702-658-0516
Sport Chalet	8925 West Charleston Blvd.		Las Vegas	Nevada	89117	United States	702-255-7570
Dive Into Fun LLC	50 North Gibson Road	Suite 170	Henderson	Nevada	89014	United States	702-479-7900
Tahoe Dive Center	1305 South Carson Street		Carson City	Nevada	89701	United States	775-884-3483
Dawn's High Desert Divers	546 South 5th Street		Elko	Nevada	89801	United States	775-777-3483
Sierra Diving Center	104 East Grove Street		Reno	Nevada	89502	United States	775-825-2147
Catalina Divers Supply LLC	7 Green Pleasure Pier		Avalon	California	90704	United States	310-510-0330
Catalina Scuba Luv	126 Catalina Avenue	PO Box 2009	Avalon	California	90704	United States	310-510-2350
Bakersfield Scuba Center	1931 H Street		Bakersfield	California	93301	United States	661-324-3337
San Diego Scuba Center	4101 Sweetwater Road		Bonita	California	91902	United States	619-850-5752
The Scuba Center	Mccs, 14 Area Pool Box 555020	Building 14116	Camp Pendleton	California	92055-5020	United States	760-725-5910
Two Harbors Dive & Recreation Center	1 Banning House Road	Two Harbors	Catalina Island	California	90704-5044	United States	310-510-4272
Pacific Quest Dive Center	415 Highway 101 South #5	Second Floor	Crescent City	California	95531	United States	707-464-8753
Eco Dive Center	4027 Sepulveda Blvd.		Culver City	California	90230	United States	310-398-5759
Beach Cities Scuba Toys	6021 Orange Avenue		Cypress	California	90630	United States	714-527-1500
Beach Cities Scuba Center	34283 Pacific Coast Highway		Dana Point	California	92629	United States	949-443-3858
The Dive Shack	787 Arnele Avenue		El Cajon	California	92020	United States	619-447-7400
Aquatic Discount Scuba	1410 California Street	Suite D	Escalon	California	95320	United States	209-838-3481
Rick's Diving Locker	945 West Valley Parkway #L		Escondido	California	92025	United States	760-746-8980
All About Scuba	925 Texas Street		Fairfield	California	94533	United States	707-425-1932
Fisheye Scuba	307 Iron Point Rd		Folsom	California	95630	United States	916-850-1145
Aqua Sports Distributing of Central	1616 East Shields Avenue		Fresno	California	93704	United States	559-224-5228
Cal State Fullerton	2600 East Nutwood Avenue	Suite 275	Fullerton	California	92831	United States	714-278-3983
Beach Cities Scuba Center	19036 Brookhurst Street		Huntington Beach	California	92646	United States	714-378-2611
Dive and Photo LLC	2272 Michelson Drive	Suite 110	Irvine	California	92612	United States	949-476-8500
O.E. Express	2158 Avenida De La Playa		La Jolla	California	92037	United States	858-454-6195
Sharkys Eco Diving	3836 Emerald Ave #H		La Verne	California	91750	United States	909-596-2505
Laguna Sea Sports	925 N Coast Hwy		Laguna Beach	California	92651	United States	949-494-6965
Deep Blue Scuba & Swim Center	11 39th Place		Long Beach	California	90803	United States	562-434-1604
Sundiver International, Inc.	182 North Marina Drive		Long Beach	California	90803	United States	562-493-0561
Hollywoodivers	3575 Cahuenga Blvd West 104		Los Angeles	California	90068	United States	323-969-9875
Malibu Divers	21231 Pacific Coast Highway		Malibu	California	90265	United States	310-456-2396
Aquatic Dreams	1212 Kansas Avenue		Modesto	California	95351	United States	209-577-3483
Aquarius Dive Shop	2040 Del Monte Avenue		Monterey	California	93940	United States	831-375-1933
Dive Central	Monterey Wharf	Slip 37	Monterey	California	93940	United States	925-330-4630
Glenn's Aquarius II	32 Cannery Row		Monterey	California	93940	United States	831-375-6605
Seven Seas Scuba CA LLC	225 Cannery Row	Suite M	Monterey	California	93940	United States	831-717-4546
Pacific Coast Scuba	242 Scheller Avenue		Morgan Hill	California	95037	United States	408-463-0585
Iguana Bob's Dive Center	1403 A Lincoln Avenue		Napa	California	94558	United States	707-252-1219
Beach Cities Scuba Center	4537 West Coast Highway		Newport Beach	California	92651	United States	949-650-5440
Pinnacles Dive Center, Inc.	875 Grant Avenue		Novato	California	94945	United States	415-897-9962
Oceanside Scuba and Swim Center	225 Brooks Street		Oceanside	California	92054-3404	United States	760-722-7826
OEX Oceanside, LLC	236 South Coast Hwy		Oceanside	California	92054	United States	760-721-6195
Pacific Wilderness, Inc.	360 South Tustin Avenue		Orange	California	92866	United States	714-997-5506
Anchor Shack	5775 Pacheco Boulevard		Pacheco	California	94553	United States	925-825-4960
Get Wet Scuba	635 Oleander Road		Palm Springs	California	92264	United States	760-322-7160
Pismo Beach Dive Shop	470 Price Street		Pismo Beach	California	93449	United States	805-773-2089
Dive N Trips	1032 Serpentine Lane	Suite 108	Pleasanton	California	94566	United States	925-462-7234

Company Name	Address 1	Address 2	City	State	Postal Code	Country	Phone
U.S. Army MWR Outdoor Recreation Center	Bldg 228 Lewis Hall	242 Ft. Mervine Place, Suite 1	Presidio Of Monterey	California	93944	United States	831-242-6132
Howell's	1426 Eureka Way		Redding	California	96001	United States	530-241-1571
Dive N' Surf	504 North Broadway		Redondo Beach	California	90277	United States	310-372-8423
Sea D Sea, Inc.	1911 South Catalina Avenue		Redondo Beach	California	90277	United States	310-373-6355
Dolphin Scuba Center, Inc.	1530 El Camino Avenue		Sacramento	California	95815-2741	United States	916-929-8188
Scuba World Sacramento	5114 Madison Avenue		Sacramento	California	95841	United States	916-332-8294
Aquan Sports	840 Brittan		San Carlos	California	94070	United States	650-593-6060
House of Scuba	5141 Santa Fe Street	Suite A	San Diego	California	92109	United States	858-581-2800
Ocean Enterprises	7710 Balboa Avenue, #101		San Diego	California	92111	United States	858-565-6054
OEX Dive & Kayak	1010 Santa Clara Place		San Diego	California	92109	United States	619-758-9531
PB Sports Inc.	2950 Garnet Avenue		San Diego	California	92109	United States	619-962-9306
Any Water Sports, Inc.	1344 Saratoga Avenue		San Jose	California	95129	United States	408-244-4433
Slo Ocean Currents	3121-B South Higuera		San Luis Obispo	California	93401	United States	805-544-7227
Scuba Fusion	1210 South El Camino Real		San Mateo	California	94402	United States	650-212-2483
Pacific Wilderness, Inc.	1719 South Pacific Avenue		San Pedro	California	90731-4728	United States	310-833-2422
Openwater Habitat Marine Schools	1800 East First Street		Santa Ana	California	92705-4002	United States	714-558-1055
Sea Landing Dive Center	Breakwater	301 West Cabrillo Blvd	Santa Barbara	California	93101	United States	805-963-3564
Aquatic Discovery	414 Martin Avenue		Santa Clara	California	95050	United States	408-988-3483
Diver Dan's, Inc.	2245 El Camino Real		Santa Clara	California	95050-4096	United States	408-984-5819
Adventure Sports Unlimited	303 Potrero Court, #15		Santa Cruz	California	95060	United States	831-458-3648
Aqua Safaris	6896 A Soquel Ave		Santa Cruz	California	95062	United States	831-479-8386
Pinnacles Dive Center, Santa Rosa	2112 Armory Drive		Santa Rosa	California	95401	United States	707-542-3100
Harbor Dive Center	200 Harbor Drive		Sausalito	California	94965	United States	415-331-0904
Tropical Adventure Scuba & Travel	3921 Soquel Drive		Soquel	California	95073	United States	831-475-3483
Blue Water Aquatics	1179 East Homestead Road		Sunnyvale	California	94087	United States	408-247-7702
OEX Sunset Beach, LLC	16910 Pacific Coast Hwy		Sunset Beach	California	90742	United States	562-592-0800
Aquanautics Dive, Inc	13059 San Fernando Road		Sylmar	California	91342	United States	818-362-2800
Scuba Center Temecula	28860 Front Street A-9		Temecula	California	92590	United States	951-506-0252
Channel Islands Scuba	3200 East Thousand Oaks Blvd		Thousand Oaks	California	91362	United States	805-230-9995
Sports Cove, Inc.	1410 East Monte Vista Avenue		Vacaville	California	95688	United States	707-448-9454
Ocean Adventures Dive Co.	1915 Lincoln Blvd		Venice	California	90291	United States	310-578-9391
Ventura Dive & Sport	1559 Spinnaker Drive, #108		Ventura	California	93001	United States	805-650-6500
Dive Shack USA	1086 Highway 95		Bullhead City	Arizona	86429	United States	928-404-1527
Inland Water Divers LLC	13220 W Van Buren #102		Goodyear	Arizona	85338	United States	623-882-9060
Saguaro Diving & Sports, Inc.	908 East Impala Avenue		Mesa	Arizona	85204	United States	480-507-3988
The Scuba Shop	1122 South Greenfield Road		Mesa	Arizona	85206	United States	480-705-9327
Alexander's Dive Shop, Too	590 North Morley Avenue		Nogales	Arizona	85621	United States	520-287-5103
Academy of Scuba	4015 East Bell Road	Suite 134	Phoenix	Arizona	85032	United States	602-971-3483
Academy of Scuba	8502 N Black Canyon Hwy		Phoenix	Arizona	85051	United States	602-371-3483
Phoenix Scuba	13422 North Cave Creek Road #1		Phoenix	Arizona	85022	United States	602-374-3206
Rocio Del Mar Liveaboard	4355 W Indian School	Suite B	Phoenix	Arizona	85031	United States	602-558-9580
Scuba Specialties & Travel Llc	4139 West Bell Road, Suite 17		Phoenix	Arizona	85053	United States	602-504-1112
Tres Aquas LLC	731 East Union Hills Dr #7		Phoenix	Arizona	85024	United States	602-494-1010
John's Scuba Shop	3005 North Highway 89	Suite C	Prescott	Arizona	86301	United States	928-778-3483
Prescott College	220 Grove Avenue		Prescott	Arizona	86301	United States	928-350-2260
Prescott YMCA	750 Whipple St		Prescott	Arizona	86301	United States	928-445-7221
All Wet Scuba	1006 East Warner, Suite 112		Tempe	Arizona	85284	United States	480-491-5357
Scuba Magic	2011 East 5th Street		Tempe	Arizona	85281	United States	480-377-2822
Planet Scuba	4837 North First Avenue		Tucson	Arizona	85718	United States	520-209-2700
The Dive Shop	1702 East Prince Road, #150		Tucson	Arizona	85719-1944	United States	520-326-2424
Pacific Watersports, Inc.	17128 Sw Shaw Street		Aloha	Oregon	97007	United States	503-642-3483
Central Oregon Diving LLC	157 Ne Greenwood Avenue		Bend	Oregon	97701	United States	541-388-3660
Eugene Skin Divers Supply	1090 West 6th		Eugene	Oregon	97402	United States	541-342-2351
Scuba Rx	750 Southeast 82nd Drive		Gladstone	Oregon	97027	United States	503-344-4151
Coral Sea Scuba and Water Sports	1680 Williams Hwy, Suite B		Grants Pass	Oregon	97527	United States	541-472-0111
Sundance Divers	543 Ne E St #105		Grants Pass	Oregon	97526	United States	541-479-9715
HydroSports Dive and Travel	3846 River Road North		Keizer	Oregon	97303	United States	503-304-5383
Blue Element S-22110	5008 Commercial Street Southeast		Salem	Oregon	97306	United States	888-753-2583
Salem Scuba & Travel, Inc.	1170 Vista Souteast		Salem	Oregon	97302	United States	503-588-3483
South Beach Scuba	4909 South Coast Hwy Ste 305		South Beach	Oregon	97366	United States	541-867-4944
Under Water Works, Inc.	12170 Sw Main Street		Tigard	Oregon	97223	United States	502-620-6993
The Dive Spot @ Lytle Shores	1701 Lytle Trail		Abilene	Texas	79602	United States	325-673-3483
Aqua Trek Sports	179 South Watson #403		Arlington	Texas	76010	United States	817-652-3483
Arlington Scuba Center	2414 West Park Row Drive		Arlington	Texas	76013	United States	817-265-6712
Dive World	12129 Rr 620 North #440		Austin	Texas	78750	United States	512-219-1220
Oak Hill Scuba	6156 B Hwy 290 W		Austin	Texas	78735	United States	512-892-4900
Scubaland Adventures	1001 West Anderson Lane		Austin	Texas	78757	United States	512-323-6999
Travel Masters	1001 West Anderson Lane		Austin	Texas	78757	United States	866-897-4686
B & W Dive Co.	16222 I-10 East		Channelview	Texas	77530	United States	281-452-2654
Paradise Scuba & Swim	1705 Valley View Drive		College Station	Texas	77840	United States	979-693-9627
Sea Sports Scuba	12001 Barker Cypress Road		Cypress	Texas	77433	United States	281-604-4666
Lone Star Scuba	12817 Preston Road, #135		Dallas	Texas	75230	United States	972-233-3483
Island Divers	1731 West University Drive		Denton	Texas	76201	United States	940-383-3483
5 Star Divers	7250 North Mesa Space D		El Paso	Texas	79912	United States	915-581-3329
Scuba Frisco Sports	6875 Main Street		Frisco	Texas	75034	United States	214-227-2494
Lone Star Scuba	2815 Alta Mere Drive		Ft Worth	Texas	76116	United States	817-377-3483
DFW Scuba	5200 Airport Freeway	Suite G	Haltom City	Texas	76117	United States	817-838-5300
Gigglin' Marlin Divers, Inc.	4502 Almeda Road		Houston	Texas	77004	United States	281-445-3483
Houston Scuba Academy	12505 Hillcroft		Houston	Texas	77035	United States	713-721-7788
Maximum Scuba	6423 Richmond Ave		Houston	Texas	77057	United States	832-582-7280
Sea Sports Scuba	7543 Westheimer		Houston	Texas	77063	United States	713-977-0028
Texas Dive Center	364 D Fm 1959		Houston	Texas	77034	United States	281-924-7094
Texan Scuba Inc	2216 B Avenue I		Huntsville	Texas	77340	United States	936-291-3483

Company Name	Address 1	Address 2	City	State	Postal Code	Country	Phone
Sea Sports Scuba	2004 South Mason Road		Katy	Texas	77450	United States	281-392-3483
Mammoth Lake Scuba, LLC	330 North Dixie Drive	Builiding A	Lake Jackson	Texas	77566	United States	979-266-9771
Divers Isle Training Center	3254 North I 35 East	North Beckley	Lancaster	Texas	75134	United States	214-454-4894
DiveMonster Scuba, Inc.	1425 FM 407, Suite 400		Lewisville	Texas	75077	United States	972-317-7234
Southwest Aqua Sports	5116 58th Street, Suite B		Lubbock	Texas	79414	United States	806-780-2782
The Dive Shop	1506 A South First Street		Lufkin	Texas	75901	United States	936-632-3483
Eastfield College	3737 Motley Drive		Mesquite	Texas	75150	United States	972-860-76444
Stovall's Scuba & Travel	4503 Mockingbird Lane		Midland	Texas	79707	United States	432-570-4331
Divers Depot	720 South Street		Nacogdoches	Texas	75964	United States	936-564-3483
We B Divin'	8451 Boulevard 26		North Richland Hills	Texas	76180	United States	817-605-8833
Deep Blue Scuba	5001 Central NW		Albuquerque	New Mexico	87105	United States	505-247-8632
The Scuba Company	2715 San Mateo Ne		Albuquerque	New Mexico	87110	United States	505-888-7990
Trinity Diving	123 South Main Street		Aztec	New Mexico	87410	United States	505-608-4022
Dona Ana Divers	901 South Main Street, #4		Las Cruces	New Mexico	88005	United States	575-647-3483
Scuba Shop, LLC	512 West 2nd Street		Roswell	New Mexico	88201	United States	575-626-9504
Dive Quest Scuba, LLC	1302 Iron Street		Truth or Consequences	New Mexico	87901	United States	575-525-3483
Into the Blue Dive Shop	115 S Jackson Street		Enid	Oklahoma	73701	United States	580-234-5532
Dive Pros	302 Southwest Lee Blvd		Lawton	Oklahoma	73501	United States	580-355-2932
Oklahoma Scuba	1350 North Interstate Drive		Norman	Oklahoma	73072	United States	405-366-0111
Bluewater Divers	718 North Broadway		Oklahoma City	Oklahoma	73102	United States	405-631-4433
Pirates Cove Scuba	6205 North Meridian		Oklahoma City	Oklahoma	73112	United States	405-722-4465
Scuba Shack LLC	7328 North May Avenue		Oklahoma City	Oklahoma	73116	United States	405-767-1200
ScubaBros at Adventure Sports	3333 West Heffner		Oklahoma City	Oklahoma	73120	United States	405-755-7007
Dive Site	8516 E 41st		Tulsa	Oklahoma	74145	United States	918-664-5717
Poseidon Adventures	3916 South Peoria		Tulsa	Oklahoma	74105	United States	918-749-3483
Southwestern Oklahoma State University	100 Campus Drive		Weatherford	Oklahoma	73096	United States	580-774-7191
Amber Waves Diving Company, Inc.	209 West 7th Street		Augusta	Kansas	67010	United States	316-775-6688
Scuba Ventures	1155 East Pancake Blvd		Liberal	Kansas	67901	United States	602-626-8265
Frontier Scuba Center	1128 Hostetler		Manhattan	Kansas	66502	United States	785-539-3483
The Dive Shop	7300 West Frontage Road		Merriam	Kansas	66203	United States	913-677-3483
Reef KC	215 South Kansas Avenue		Olathe	Kansas	66061	United States	913-397-7333
Adventure Sports, Inc.	10922 West 74th Terrace		Shawnee	Kansas	66203	United States	913-962-2323
C2sea Scuba	3124 Southwest 29th Street #5		Topeka	Kansas	66614	United States	785-228-3535
Topeka Dive Center	3032 East 6th		Topeka	Kansas	66607	United States	785-233-3483
Adventure Sports	8029 East Peach Tree Lane		Wichita	Kansas	67207	United States	316-689-8051
Pro Ski & Scuba	4031 East Harry		Wichita	Kansas	67218	United States	316-683-9738
Coral Key Scuba & Travel Center, Inc.	6680 Wadsworth Blvd		Arvada	Colorado	80003	United States	303-431-5911
Weaver's Dive & Travel Center	637-V South Broadway Street		Boulder	Colorado	80305-5961	United States	303-499-8500
Flatirons Scuba and Travel, Inc.	11965 Main Street		Broomfield	Colorado	80020	United States	303-469-4477
Planet Scuba	703 Wilcox, Suite D		Castle Rock	Colorado	80104	United States	303-668-1551
Underwater Connection	4337 North Academy Blvd		Colorado Springs	Colorado	80918	United States	719-599-3483
Splash Down Diving & Travel Adventures	2800 N Main		Durango	Colorado	81301	United States	970-385-8518
Scuba Shack	218 5th Street		Frederick	Colorado	80530	United States	303-833-3647
Alpine Scuba	1110 West Prospect Road		Ft Collins	Colorado	80526-1701	United States	970-484-7049
Joe's Scuba Shack	2575 Highway 6 and 50, #C		Grand Junction	Colorado	81501	United States	970-245-3684
The Travel Connection & Scubaventures	2478 F Road, Suite 9		Grand Junction	Colorado	81505	United States	970-245-3483
Tortuga Bay	2986 W 29th Street, #11		Greeley	Colorado	80631	United States	970-353-3337
Underwater Phantaseas, South	6860 South Clinton Court, Ste M		Greenwood Village	Colorado	80112	United States	303-220-8285
Colorado Scuba Center	1432 South Wadsworth		Lakewood	Colorado	80232	United States	303-986-0007
Underwater Phantaseas, Ltd.	160 South Union Blvd		Lakewood	Colorado	80228	United States	303-988-6725
A-1 Scuba & Travel Aquatics Center	1603 West Belleview Avenue		Littleton	Colorado	80120	United States	303-789-2450
Abyss Scuba & Travel	6439 S. Broadway Blvd		Littleton	Colorado	80121	United States	303-795-7070
No Worries Scuba, Inc.	8310 West Coalmine Avenue		Littleton	Colorado	80123	United States	303-933-3043
Alpine Aquatic Sports LLC	350 South Lincoln Ave	Suite 107	Steamboat Springs	Colorado	80487	United States	970-870-8175
Blue Frontier Divers Inc.	564 East 300 South		American Fork	Utah	84003	United States	801-763-7344
Southern Utah University	351 West Center		Cedar City	Utah	84790	United States	435-865-8629
CamperWorld	5600 West 19200 North		Garland	Utah	84312	United States	435-458-3200
Dive Utah	4679 South 2225 East		Holladay	Utah	84117	United States	801-277-3483
Rock Bottom Diving	2130 West 600 South		Lindon	Utah	84042	United States	801-318-6724
Dive Utah-Ogden	1354 West Hinkley Drive		Ogden	Utah	84401	United States	801-394-8842
North American Divers LLC	336 East 800 South		Orem	Utah	84097	United States	801-921-6843
Adventure Plus	765 North Bluff #d		Saint George	Utah	84770	United States	435-674-0085
Scuba Utah	1942 East 7000 South		Salt Lake City	Utah	84121-3054	United States	801-942-2100
Adventure West Scuba	1875 E. Skyline Drive		South Ogden	Utah	84403	United States	801-476-1300
Scuba Ted's	50 North Main Street		Springville	Utah	84663	United States	801-491-3483
Aqua Sports	431 West Tabernacle		St George	Utah	84770	United States	435-688-3483
Dixie Divers	969 North 3050 East #A-2		St. George	Utah	84790	United States	435-627-2173
Absolute Scuba Center	22 West Vine Street		Tooele	Utah	84074	United States	435-882-7710
Exotic Aquatics Ltd.	146 Winslow Way West		Bainbridge Island	Washington	98110	United States	206-842-1980
Northwest Diving Institute LLC	12201 NE 8th Street		Bellevue	Washington	98005	United States	425-502-7886
PG Cruise Line Ltd.	11100 Main Street, Suite 300		Bellevue	Washington	98004	United States	689-86-5105
Underwater Sports, Inc.	12003 Ne 12th Street, #59		Bellevue	Washington	98005	United States	425-454-5168
Adventures Down Under	2821 Meridian Street		Bellingham	Washington	98225	United States	360-676-4177
Gone Diving	1740 Iowa Street		Bellingham	Washington	98229	United States	360-738-2042
Underwater Sports, Inc.	264 Railroad Avenue		Edmonds	Washington	98020	United States	425-771-6322
Evergreen Dive Service	4610 Evergreen Way, Suite 1		Everett	Washington	98203	United States	425-512-8811
Fort Lewis Scuba	Building 8050, NCO Beach Road		Fort Lewis	Washington	98433	United States	253-967-3405
Undersea Adventures	6855 West Clearwater, Suite G		Kennewick	Washington	99336	United States	509-735-0735
Seattle Scuba Schools	2000 Westlake Ave N #210		Seattle	Washington	98109	United States	206-284-2350
TL Sea Diving LLC	23405 Pacific Highway South		Seattle	Washington	98198	United States	206-824-4100
Atlantis Aquatics	16717 East Sprague Avenue		Spokane/veradale	Washington	99037	United States	509-534-2144
Tacoma Scuba Center LLC	1602 Center Street	Suite C	Tacoma	Washington	98409	United States	253-238-1754
Seven Seas Scuba	3200 Se 164th Ave	Suite 216	Vancouver	Washington	98683	United States	360-260-9969

Company Name	Address 1	Address 2	City	State	Postal Code	Country	Phone
Thunder Reef Divers, Inc.	12104 Ne Highway 99		Vancouver	Washington	98686	United States	360-573-8507
Orca Scuba Center	223 Ohme Gardens Road		Wenatchee	Washington	98801	United States	509-665-0660
Bubbles Below - The Scuba Professionals	17315 140th Avenue Ne		Woodinville	Washington	98072	United States	425-424-3483
Boise Water Sports	2404 South Orchard St Suite 600		Boise	Idaho	83705	United States	208-342-1378
Dive Magic	2350 South Vista Avenue		Boise	Idaho	83705	United States	208-319-3483
Tom's Diving Adventures	3370 Atlas Road		Coeur D'Alene	Idaho	83814	United States	208-664-0852
Ketchum Dive Adventures	131 2nd Avenue		Ketchum	Idaho	83340	United States	208-726-5424
Boise Scuba Center	2483 E Fairview Ave	Suite 102	Meridian	Idaho	83642	United States	208-887-1100
Magic Valley Dive Center	701 2nd Avenue South		Twin Falls	Idaho	83301	United States	208-735-8697
Explorer Ventures	Main Office: PO Box 310		Mills	Wyoming	82644	United States	800-322-3577
Mountain Bay Scuba	128 Elk		Rock Springs	Wyoming	82901	United States	307-382-9333
Western Divers, Ltd.	552 North Beverly Street		Casper	Wyoming	82609	United States	307-472-0230
Aloha Scuba	1105 W 1st Street		Gillette	Wyoming	82716	United States	307-686-3113
Teton Aquatic Supplies	155 West Gill		Jackson	Wyoming	83001	United States	307-733-3127
Adventure Scuba	2101 Grand Ave Suite #1		Billings	Montana	59102	United States	406-259-7363
US Water Rescue	27 Wicks Lane		Billings	Montana	59105	United States	406-272-1177
Sports Cove	4055 Valley Commons Drive, Suite C		Bozeman	Montana	59718	United States	406-585-9926
Helena Scuba	3280 Centennial Dr Ste A		Helena	Montana	59601	United States	406-442-4334
Gull Dive Center	2601 West Broadway		Missoula	Montana	59808	United States	406-549-6169
Scuba One	2010 46th Avenue SE		Mandan	North Dakota	58554	United States	701-667-1312
Adventure Divers, Inc.	400 20th Ave Se		Minot	North Dakota	58701	United States	701-839-9476
Landshark Scuba & Snorkel Center	5208 West 12th Street		Sioux Falls	South Dakota	57107	United States	605-339-3483
Watersports Unlimited	602 East 6th		North Platte	Nebraska	69101	United States	308-532-3015
Underwater World	8410 South 73rd Plaza, Suite 106		Papillion	Nebraska	68046	United States	402-339-1884
C & J Scuba N Snorkeling	109 East Broadway		Randolph	Nebraska	68771	United States	402-649-4646
Divers Clubhouse	1123 3rd Avenue East		Alexandria	Minnesota	56308	United States	320-759-1999
The Dive Depot	1615 Fern Street Nw		Bemidji	Minnesota	56601	United States	218-444-3467
Minnesota School of Diving, Inc.	712 Washington Street		Brainerd	Minnesota	56401	United States	218-829-5953
Fantasea Scuba & Travel	3429 Highway 13 East		Burnsville	Minnesota	55337	United States	952-890-3483
Innerspace Scuba Center	32 North 21st Avenue West		Duluth	Minnesota	55806	United States	218-726-1010
Lake Superior Divers Supply	3028 West 3rd Street		Duluth	Minnesota	55806	United States	218-624-7285
Scuba Center - Eagan	1571 Century Point		Eagan	Minnesota	55121	United States	651-681-8434
A Divers World	16430 Kenrick Avenue		Lakeville	Minnesota	55044	United States	952-892-7211
Air Down There Scuba, Inc.	9 Little Canada Road		Little Canada	Minnesota	55117	United States	651-482-0977
Aquaventure Dive & Photo Center	10024 County Road 81		Maple Grove	Minnesota	55369-4069	United States	763-424-8717
Scuba Center	5015 Penn Avenue South		Minneapolis	Minnesota	55419	United States	612-925-4818
Mick's Scuba	420 South 21st Street		Moorhead	Minnesota	56560	United States	218-233-0448
MDC Sports	318a Elton Hills Drive Northwest		Rochester	Minnesota	55901	United States	507-288-8802
Minnesota School Of Diving Inc	556 25th Avenue North		St Cloud	Minnesota	56303	United States	320-251-8967
MidWest School of Diving	1350 Highway 96, Suite 18		White Bear Lake	Minnesota	55110	United States	612-414-6663
Blue Water Divers	37 Lake Street, Suite 4000		Arnolds Park	Iowa	51331	United States	712-332-6370
Scuba Adventures QCA, Inc.	1104 State Street		Bettendorf	Iowa	52722	United States	563-324-8771
Scuba Too	6322 University Avenue		Cedar Falls	Iowa	50613	United States	319-268-4201
Seatasea Watersports Center	6545 4th Street Sw		Cedar Rapids	Iowa	52404	United States	319-365-6066
Central Campus Marine Bio Dept	1800 Grand Ave		Des Moines	Iowa	50309	United States	515-242-7963
North Iowa Scuba	3609 South Federal Avenue		Mason City	Iowa	50401	United States	641-512-6645
The Playground Dive Shop	514 North 7 Highway, Suite C		Blue Springs	Missouri	64014	United States	816-220-7529
Bonne Terre Mine	Park & Allen St		Bonne Terre	Missouri	63628	United States	314-209-7200
Scuba Sports	4550 Gretna Road		Branson	Missouri	65616	United States	417-334-9073
West End Diving Center	12464 Natural Bridge Road		Bridgeton	Missouri	63044	United States	314-209-7200
Y-Kiki Divers	13001 Olive Boulevard		Creve Coeur	Missouri	63141	United States	314-469-8722
Skin-N-Scuba Dive Shop	9300 East 35th Street		Independence	Missouri	64052	United States	816-358-0855
Scuba Adventure	901 Jefferson Street		Jefferson City	Missouri	65101	United States	573-634-3483
Frogman Scuba	3855 North Oak Trafficway		Kansas City	Missouri	64116	United States	816-455-4789
The Great American Diving Company	11125 Manchester Road		Kirkwood	Missouri	63122	United States	314-909-7882
TD Scuba	1173 Northeast Rice Road		Lees Summit	Missouri	64086	United States	816-525-3487
Captain John's Sports & Scuba	302 Mm Highway		Oronogo	Missouri	64855	United States	417-673-2724
Ozark Dive Company LLC	204 North 10th Street		Poplar Bluff	Missouri	63901	United States	573-778-3483
St. Louis Community College - Meramec	P.E. Dept	11333 Big Bend Blvd	Saint Louis	Missouri	63122	United States	314-9864-7287
Reef Runner Dive Team	40 Cr 5020		Salem	Missouri	65560	United States	573-247-2182
Midwest Scuba	513 Clark Street		St Charles	Missouri	63301	United States	636-255-0707
The Great American Diving Company	122 North 5th Street		St Charles	Missouri	63301	United States	636-949-0880
Y-Kiki Divers	9936 Kennerly Road		St Louis	Missouri	63128	United States	314-843-0354
Big Joe Scuba	1504 North 36th Street		St. Joseph	Missouri	64506	United States	816-364-3483
Steve's Scuba LLC	4920 N Fr 249		Strafford	Missouri	65757	United States	417-882-7327
Odyssey Scuba and Travel, LLC	227 Historic Route 66		Waynesville	Missouri	65583	United States	573-774-3483
Ocean Impact	1108 Fort Street		Barling	Arkansas	72923	United States	479-484-9477
Paradise Dive Adventures	1601 Greenhouse Road		Bentonville	Arkansas	72712	United States	870-445-4424
C & J Sports	11792 Highway 187		Eureka Springs	Arkansas	72631	United States	479-253-9799
J & T Dive Shop, Inc.	424 Southwest Drive		Jonesboro	Arkansas	72401	United States	870-935-3289
Jordan Marina	3291 Jordan Landing Road		Jordan	Arkansas	72519	United States	870-499-7348
Ocean Extreme Dive and Travel Center	4501 Fairway		North Little Rock	Arkansas	72116	United States	501-812-0006
Rick's Dive 'N Travel Center	2323 North Poplar Street		North Little Rock	Arkansas	72114	United States	501-753-6004
Sportsco-Aqua Trek	2079 West Sunset		Springdale	Arkansas	72762	United States	800-257-6084
Red River Scuba LLC	4825 Shed Road		Bossier City	Louisiana	71111	United States	318-629-3483
Mike's Dive Center	2100 Kirkman Street		Lake Charles	Louisiana	70601	United States	337-430-0073
True Blue Watersports	5959 Common		Lake Charles	Louisiana	70607	United States	337-310-1681
Seal Sports	2213 North Causeway Blvd.		Mandeville	Louisiana	70471	United States	985-674-3088
Caribbean Dive Shop	3029 North Causeway Blvd.		Metairie	Louisiana	70002-4803	United States	504-833-7017
Coral Reef Dive Shop	1501 Gause Blvd, Suite 6		Slidell	Louisiana	70458	United States	985-641-9888
Bayou Divers	1010 North 7th, Suite A		West Monroe	Louisiana	71291	United States	318-387-7454
Diver's Realm	900 South Westland Drive		Appleton	Wisconsin	54914	United States	920-831-0127
Mountain Bay Scuba, Inc	811 Lynch Ave		Appleton	Wisconsin	54915	United States	920-560-5530

Company Name	Address 1	Address 2	City	State	Postal Code	Country	Phone
Superior Adventures	1007 Washington Avenue		Bayfield	Wisconsin	54814	United States	715-292-3483
Wazee Sports Center	942 Red Iron Road		Black River Falls	Wisconsin	54615	United States	715-284-5181
Aquatic Adventures, Inc.	13830 West Greenfield Avenue		Brookfield	Wisconsin	53005	United States	262-938-6827
Underwater Connections	2410 Milwaukee Street		Delafield	Wisconsin	53018	United States	262-646-8283
Aqua Center	628 Bellevue Street		Green Bay	Wisconsin	54302	United States	920-468-8080
Green Bay Scuba	1316 Velp Avenue		Green Bay	Wisconsin	54303	United States	920-498-8499
Underwater Connection	5730 South 108th Street		Hales Corners	Wisconsin	53130	United States	414-529-3483
St Croix Scuba	400 Second Street		Hudson	Wisconsin	54016	United States	715-381-5300
Diver Dan's Scuba Center	3927 30th Ave		Kenosha	Wisconsin	53144	United States	262-652-9399
Manta Divers	3401 Roosevelt Road		Kenosha	Wisconsin	53142	United States	262-654-3483
Diversions Scuba	5504 University Ave.		Madison	Wisconsin	53705	United States	608-441-2545
Underwater Connection	North 87 West 16459 Appleton Avenue		Menomonee Falls	Wisconsin	53051	United States	262-251-8283
Great Lakes Diving	5121 W Howard Ave		Milwaukee	Wisconsin	53220	United States	414-334-8377
Pirates Cove Diving Inc	1103 W Oklahoma Ave		Milwaukee	Wisconsin	53215	United States	414-482-1430
Divepoint Scuba Center	944 Main Street		Stevens Point	Wisconsin	54481-2622	United States	715-344-3483
Madison Scuba	686 Progress Way #9		Sun Prairie	Wisconsin	53590	United States	608-219-5075
Sea N Sand Scuba LLC	134 North Main Street		Thiensville	Wisconsin	53092	United States	262-242-3483
Klein Scuba	2210 North 14 Avenue		Wausau	Wisconsin	54401	United States	715-675-6722
Timber Bay Sport and Dive Center LLC	714 Elm Street		Woodruff	Wisconsin	54568	United States	715-358-7529
Midwest Scuba Center	1006 West Anthony Drive 102 B		Champaign	Illinois	61821	United States	217-352-3118
Dive Chicago	1559 South Lakeshore Drive	Slip K-27	Chicago	Illinois	60605	United States	312-922-5090
Kennedy-King College	6301 South Halsted Street		Chicago	Illinois	60621	United States	773-602-5441
Mermet Springs	6724 North US Highway 45		Belknap	Illinois	62908	United States	618-527-3483
Scuba U	7113 West 79th Street		Burbank	Illinois	60459	United States	708-599-2630
Learn Scuba Chicago	Diversy Harbor K1		Chicago	Illinois	60642	United States	312-206-0418
Scuba Sensations, Inc.	2425 W Pratt Blvd		Chicago	Illinois	60645	United States	312-450-7741
Underwater Safaris	2950 North Lincoln Avenue		Chicago	Illinois	60657	United States	773-348-3999
Chillicothe Recreation Area, Ltd	20205 N. Route 29		Chillicothe	Illinois	61523	United States	309-274-2000
Sealevel Diving	93 East Berkshire Drive, Unit C		Crystal Lake	Illinois	60014	United States	815-479-0996
Pro Dive Shop, Inc.	1027 West Eldorado Street		Decatur	Illinois	62522		217-428-0599
Got Air Scuba, LLC	1001 Nicholas Blvd, Suite G		Elk Grove Village	Illinois	60007	United States	847-899-4479
Elmer's Watersports, Inc.	1310 Oakton Street		Evanston	Illinois	60202	United States	847-475-7946
Sea Lions Dive Center	1158 East Lake Street		Hanover Park	Illinois	60133	United States	630-289-1680
D. D. Dive Shop	1039 Waukegan Road		Glenview	Illinois	60025	United States	847-657-3483
Frogg Pond Dive Shop	2310 Skokie Valley Road		Highland Park	Illinois	50035-1735	United States	847-432-4055
Haigh Quarry	2738 E 2000 North Road		Kankakee	Illinois	60901	United States	815-939-7797
Toucan Dive	756 Frontage Road		Lake Villa	Illinois	60046	United States	847-356-7826
Chicagoland Scuba Center, Inc.	756 South Rand Road		Lake Zurich	Illinois	60047	United States	847-540-7211
D J's Scuba Locker, Inc.	7840 West Ogden Avenue, Suite 9		Lyons	Illinois	60534	United States	708-442-4388
Sentry Pool & Scuba	1529 46th Avenue		Moline	Illinois	61265	United States	309-797-7921
Aqua Diving School	138-A North Detroit		Morton	Illinois	61550	United States	309-263-0045
Below H2O	554 South Rt 59		Naperville	Illinois	60540	United States	630-820-2531
Berry Dive Center	3402 North Milwaukee Avenue	Suite 4	Northbrook	Illinois	60062	United States	847-358-3848
Scuba Emporium	16336 South 104th Avenue		Orland Park	Illinois	60467	United States	708-226-1614
Deep Blue Adventure	3915 North Sheridan		Peoria	Illinois	61614	United States	309-685-4294
Do Dive In, Inc. Scuba Supply	8111 North University		Peoria	Illinois	61615	United States	309-692-7600
Dive Right In Scuba, Inc.	24222 West Lockport Street		Plainfield	Illinois	60544	United States	815-267-8400
Scuba Adventures, Inc	929 Main Street		Quincy	Illinois	62301	United States	217-641-2923
Forest City Scuba & Sports Ct, Inc.	2450 20th Street		Rockford	Illinois	61104	United States	815-398-7119
Scuba Systems, Ltd.	3919 Oakton Street		Skokie	Illinois	60076	United States	847-674-0022
Pearl Lake Club, Inc.	1220 Dearborn Avenue		South Beloit	Illinois	61080	United States	815-389-1479
Adventure Dive & Travel, Inc.	2911 Stanton Avenue		Springfield	Illinois	62703	United States	217-529-6090
Scuba World, Inc.	3324 North Illinois Street		Swansea	Illinois	62226	United States	618-277-3483
Underseas Scuba Center	611 North Addison Road		Villa Park	Illinois	60181	United States	630-833-8383
Islanders Snorkeling and Dive Center	850 US Highway 31 W Bypass		Bowling Green	Kentucky	42101		270-904-3122
Central Coast Dive Center	913 Dudley Road		Edgewood	Kentucky	41017	United States	859-426-0020
New Horizons Diving Center	2577 Regency Road		Lexington	Kentucky	40503	United States	859-277-1234
Blue Meridian Dive Center Inc.	6000 Kentucky 81		Owensboro	Kentucky	42301	United States	270-685-3198
Divers Den	5454 South Highway 27, Suite 1		Somerset	Kentucky	42501	United States	606-561-4536
Adventure Diving	3113 Highway 421		Bristol	Tennessee	37620	United States	423-878-3483
Leisure Time Dive & Ski Center, Inc.	3520 Brainerd Road		Chattanooga	Tennessee	37411-	United States	423-622-1335
Scuba Rave	151 Old Trenton Road		Clarksville	Tennessee	37040	United States	931-206-3588
Bluewater Scuba	320 Mallory Station Road		Franklin	Tennessee	37067	United States	615-771-0002
Scuba Adventures	101 Old Shackel Island Road		Hendersonville	Tennessee	37075	United States	615-826-1725
Sub Surface Adventures	4411 North Roan Street, Suite 6		Johnson City	Tennessee	37615	United States	423-282-7282
Smoky Mountain Divers, Inc.	3808-C Fort Henry Drive		Kingsport	Tennessee	37663	United States	423-239-7333
Adventure Scuba Diving LLC	8620 Kingston Pike		Knoxville	Tennessee	37923	United States	865-690-3483
Dowdle Sports	981 North Germantown Parkway		Memphis	Tennessee	38018	United States	901-359-3474
Cornerstone Scuba & Outdoor	211 Robert Rose Drive		Murfreesboro	Tennessee	37127	United States	615-890-3948
Island Hoppers Scuba	2817 Bransford Avenue		Nashville	Tennessee	37204	United States	615-712-9354
Adventure Locators LLC	10470 D'Iberville Blvd, Suite E-F		Diberville	Mississippi	39540	United States	228-392-7830
Round Island Divers	626 Cypress Ave		Pascagoula	Mississippi	39567	United States	228-938-2998
Swimming Pools of Tupelo	1215 Nelle St		Tupelo	Mississippi	38801	United States	662-842-8009
Down Under Dive Shop	1129 Gulf Shores Parkway		Gulf Shores	Alabama	36542	United States	251-968-3483
Southeastern Divers, Inc.	908-A Bob Wallace Avenue		Huntsville	Alabama	35801	United States	256-536-8404
Scuba Ventures, Inc.	1425 Montgomery Hwy, Suite 129		Vestavia	Alabama	35216	United States	205-822-2121
Adventure Dive Center, LLC.	1104 North Westover Blvd, Suite 3		Albany	Georgia	31707	United States	229-888-3483
Seaventures, Inc.	2880 Holcomb Bridge Road, #136		Alpharetta	Georgia	30022	United States	770-992-3772
Divers @ Sea, Inc.	2297 Peachtree Road		Atlanta	Georgia	30309	United States	404-350-8510
Georgia Aquarium Inc.	225 Baker Street		Atlanta	Georgia	30313	United States	404-581-4133
Georgia Institute of Technology	84 5th Street NW		Atlanta	Georgia	30308	United States	404-894-7181
Chattahoochee Scuba	5870 Veterans Pkwy Suite K		Columbus	Georgia	31909	United States	706-507-2573
Divers Supply	4315 NE Expressway Access Road		Doraville	Georgia	30340	United States	770-939-3483

Company Name	Address 1	Address 2	City	State	Postal Code	Country	Phone
Peachtree Dive Center	1954 Highway 54 West		Fayetteville	Georgia	30214	United States	770-487-6609
Dive Educators	4875 Hog Mountain Road, Suite E		Flowery Branch	Georgia	30542	United States	770-967-8885
The Dive Shop on McEver	3560 Mc Ever Rd.		Gainesville	Georgia	30504	United States	770-503-0040
Divers Supply	5208 Mercer University Drive		Macon	Georgia	31210	United States	478-474-6790
Fanta-sea Divers	1400 Eatonton Road		Madison	Georgia	30650	United States	706-752-0282
Divers Supply	950 Cobb Parkway S Ste #160		Marietta	Georgia	30060	United States	770-419-1976
Deep South Divers	436 Gibson Road		Newnan	Georgia	30263	United States	404-932-0752
Oxford College of Emory	100 Hamil Street		Oxford	Georgia	30054	United States	770-784-4665
ScubaMarket USA	82-B Longwood Drive		Richmond Hill	Georgia	31324	United States	912-756-5260
Garrard Dive Educators Ltd	1041 Windy Hill Road Southeast		Smyrna	Georgia	30080	United States	770-444-0183
Island Dive Center	Golden Isles Marina	101 Marina Drive	St Simons Island	Georgia	31522	United States	912-638-6590
Diver's Den	1050 Kings Bay Road		St. Marys	Georgia	31558	United States	912-882-7078
Wet Set Scuba & Travel	5104 North Henry Blvd		Stockbridge	Georgia	30281	United States	770-389-9949
Charleston Scuba	335 Savannah Highway		Charleston	South Carolina	29407-	United States	843-763-3483
MANTA	417 Planters Trace Drive		Charleston	South Carolina	29412	United States	843-817-7791
Columbia Scuba, LLC	2645 Alpine Road		Columbia	South Carolina	29223	United States	803-788-9166
Kids Sea Camp	209 Fallen Oak Drive		Columbia	South Carolina	29229	United States	800-934-3483
Lowcountry Scuba	4-C Seafood Drive		Mount Pleasant	South Carolina	29464	United States	843-884-1500
Scuba Express	4042 Highway 17 Business		Murrells Inlet	South Carolina	29576	United States	843-357-7777
Coastal Scuba LLC	1901 Highway 17 South		North Myrtle Beach	South Carolina	29582	United States	800-249-9388
Lake Jocassee Dive Shop	348 Jocassee Lake Road		Salem	South Carolina	29676	United States	864-944-9255
The Scuba Shop, Inc.	333 Whitney Road		Spartanburg	South Carolina	29303	United States	864-585-5694
J. Cooper's Scuba Center	920 South Cox Street		Asheboro	North Carolina	27203	United States	336-625-8687
Bermuda Triangle Scuba	1141 Patton Ave Suite 103		Asheville	North Carolina	28806	United States	828-252-8707
Discovery Diving Co., Inc.	414 Orange Street		Beaufort	North Carolina	28516	United States	252-728-2265
Greensboro Scuba School LLC	7113 Brown Summit Road		Brown Summit	North Carolina	27214	United States	336-656-7856
Burlington Dive Center	429 Trollinger Street		Burlington	North Carolina	27215	United States	336-229-0793
Cape Fear Dive Center	809 N Lake Park Blvd		Carolina Beach	North Carolina	28428	United States	910-458-7390
Divers Supply	8700 Pineville-Matthews Road	Suite 800	Charlotte	North Carolina	28226	United States	704-525-0045
The Dive Shop Scuba Center	3103 Oxford Street	Po Box 877	Claremont	North Carolina	28610	United States	828-459-7440
Water World, Inc.	135 South Miami Blvd		Durham	North Carolina	27703	United States	919-596-8185
Air Hogs Scuba	5176 NC Highway 42 West, Suite A		Garner	North Carolina	27529	United States	919-747-9021
Blue Region Scuba	3400 South Memorial Drive #26		Greenville	North Carolina	27834	United States	252-321-2670
Triad Divers Supply	144-101 Westchester Drive		High Point	North Carolina	27262	United States	336-886-8808
Neptune's Locker Diving Center	5820 Highway 74 West		Indian Trail	North Carolina	28079	United States	704-684-0284
Aquatic Pleasures Dive Center	124 W Gold Street		Kings Mount	North Carolina	28086	United States	704-734-1174
Lake Norman SCUBA	482-E River Highway		Mooresville	North Carolina	28117	United States	704-660-3483
Olympus Dive Center	713 Shepard Street		Morehead City	North Carolina	28557	United States	252-726-9432
Broadreach	806 Mcculloch Street, Ste 102		Raleigh	North Carolina	27603	United States	919-256-8200
Down Under Surf & Scuba	2857 Jones Franklin Road		Raleigh	North Carolina	27606	United States	919-852-5333
Pro Scuba Center, Inc.	1155 North Wesleyan Blvd		Rocky Mount	North Carolina	27804	United States	252-985-3951
Scuba Adventures	570 Malcolm Blvd		Rutherford College	North Carolina	28671	United States	828-368-0222
Aquatic Safaris	6800 Wrightsville Ave Suite 1a		Wilmington	North Carolina	28403	United States	910-392-4386
Scuba-now	5725 Oleander Drive, Unit A3		Wilmington	North Carolina	28403	United States	910-442-2222
Blue Dolphin Dive Shop, Inc.	3010 South Stratford Road		Winston Salem	North Carolina	27103-	United States	336-760-9226
Scuba Monkey Dive Center	13570 NW 101st Drive, Suite 300		Alachua	Florida	32615	United States	352-434-1581
Endless Summer	29161 Allamanda Lane		Big Pine Key	Florida	33043	United States	866-661-3573
Innerspace Dive Center	MM 29.5, Overseas Highway		Big Pine Key	Florida	33043	United States	305-872-2319
Strike Zone Charters	29675 Overseas Highway		Big Pine Key	Florida	33043	United States	305-872-9863
Force-E Scuba	2181 North Federal Highway		Boca Raton	Florida	33432	United States	561-368-0555
Splashdown Divers	700 Casa Loma Blvd		Boynton Beach	Florida	44345	United States	561-736-0712
Tanks A Lot Dive Charters	190 Seminole Street		Clearwater	Florida	33755	United States	727-798-1269
Grove Scuba	2809 SW 27th Avenue		Coconut Grove	Florida	33133	United States	305-443 1313
American Dive Center	8092 West Sample Road		Coral Springs	Florida	33065	United States	954-346 0174
American Pro Diving Center, Inc.	821 Se Highway 19		Crystal River	Florida	34429	United States	352-563-0041
Crystal Lodge Dive Center	525 Nw 7th Avenue		Crystal River	Florida	34428	United States	352-795-6798
Orlando Dive & Snorkel Tours	2380 NW Highway 19		Crystal River	Florida	34428	United States	352-795-7033
Plantation Inn Marina	9301 West Fort Island Trail		Crystal River	Florida	34423	United States	352-795-4211
Coastal Marine Diving	641 E Dania Beach Blvd		Dania	Florida	33004	United States	954-923 2388
Blackbeard's Cruises	Office 3700 Hacienda Blvd #6		Davie	Florida	33314	United States	800-327 9600
Divers Cove	2335 South University Drive		Davie	Florida	33324	United States	954-473-1220
Atlantic Scuba, Inc.	724 Ridgewood Avenue		Daytona Beach, Holly Hill	Florida	32117	United States	386-253-7558
Discover Diving Dive Center	92 Dunlawton Avenue		Daytona Beach, Port Orange	Florida	32127	United States	386-760-3483
Dixie Divers	455 S Federal Hwy		Deerfield Beach	Florida	33441	United States	954-420-0009
The Scuba Center, Inc.	885-A Se 6th Avenue		Delray Beach	Florida	33483	United States	561-278-7020
Emerald Coast Scuba	503 B Harbor Blvd		Destin	Florida	32541	United States	850-837-0955
Scubatech of NW Florida	301 Highway 98 East		Destin	Florida	32541	United States	850-837-1933
Dive Duck Key	61 Hawk'S Cay Blvd.		Duck Key	Florida	33050	United States	305-289-4931
Scuba Station	2500 Atlantic Avenue		Fernandina Beach	Florida	32034	United States	904-321-1770
Divers Discount Florida	2071 South Federal Hwy		Fort Lauderdale	Florida	33316	United States	954-761-1426
Brownies Yacht Diver Stores	1530 Cordova Road		Ft Lauderdale	Florida	33316	United States	954-524-2112
Lauderdale Diver	1334 SE 17th Street		Ft Lauderdale	Florida	33316	United States	: 954-467-2822
Scuba School and Dive Center	3329 East Oakland Park Blvd		Ft Lauderdale	Florida	33308	United States	954-566-6344
Sea Experience	801 Seabreeze Blvd		Ft Lauderdale	Florida	33316	United States	954-770-3483
Dean's Dive Center	15200 South Tamiami Trail	Suite 103	Ft Myers	Florida	33908	United States	239-489-0500
Dive Odyssea, Inc.	621 North 2nd Street			Florida	34950	United States	772-460-1771
Nova Southeastern University	3301 College Avenue		Ft. Lauderdale	Florida	33314	United States	954-262 7042
Aquatic Center	6450 Sw Archer Road, Ste 120		Gainesville	Florida	32608	United States	352-377-3483
Tarpoon Skin Diving Center	3200 Palm Avenue		Hialeah	Florida	33012	United States	305-887 8726
Cave Country Dive Shop	705 NW Santa Fe Boulevard		High Springs	Florida	32643	United States	386-454 4444
Ginnie Springs Outdoors L.L.C.	7300 Ne Ginnie Springs Road		High Springs	Florida	32643	United States	386-454-7188
Scuba West	6815 Tower Drive		Hudson	Florida	34667	United States	727-863-6911
Florida Sea Base	73800 Overseas Highway		Islamorada	Florida	33036	United States	305-664-5625

Company Name	Address 1	Address 2	City	State	Postal Code	Country	Phone
Holiday Isle Dive Center / Holiday Isle Resort & Marina	Overseas Highway, Mile Marker 84.5		Islamorada	Florida	33036	United States	305-664-3483
Key Dives	79851 Overseas Highway		Islamorada	Florida	33036	United States	305-664-2211
Divers Supply	2225 Saint Johns Bluff Road South		Jacksonville	Florida	32246	United States	904-646-3828
First Coast Divers	2777 University Blvd West Ste 4		Jacksonville	Florida	32217	United States	904-737-0050
Jupiter Dive Center	1001 Alternate A1a, Suite 113		Jupiter	Florida	33477	United States	561-745-7807
Riverwalk Dive Center	318 South US Hwy 1	Suite 107	Jupiter	Florida	33477	United States	561-768-9282
Scuba Works	351 South Us Hwy 1, Ste 103		Jupiter	Florida	33477	United States	561-575-3483
Divers Paradise	4000 Crandon Blvd		Key Biscayne	Florida	33149	United States	305-361-3483
A Deep Blue Dive Center	400 Sadowsky Causeway		Key Colony Beach	Florida	33051	United States	305-743 2421
Amy Slate's Amoray Dive Resort	104250 Overseas Highway		Key Largo	Florida	33037	United States	305-451-3595
BlueWater Divers	99701 Overseas Highway		Key Largo	Florida	33037	United States	305-453-9600
Captain Slate's Atlantis Dive Center	51 Garden Cove Drive		Key Largo	Florida	33037	United States	800-331-3483
Cristal Clear Charter	39 Fishing Village Dr		Key Largo	Florida	33037	United States	305-367-3051
Horizon Divers	100 Ocean Drive	Bldg #1	Key Largo	Florida	33037	United States	800-984-3483
Island Ventures	103900 Overseas Highway		Key Largo	Florida	33037	United States	305-451-4957
John Pennekamp Coral Reef State Park	102601 Overseas Hwy		Key Largo	Florida	33037	United States	305-451-6322
Key Largo Dive Center	100670 Overseas Highway		Key Largo	Florida	33037	United States	305-451 5844
Keys Diver	99696 Overseas Hwy, Unit 1		Key Largo	Florida	33037	United States	305-451-1177
Ocean Divers	105800 Overseas Highway		Key Largo	Florida	33037	United States	877-451-0037
Ocean Divers, Inc.	522 Caribbean Drive		Key Largo	Florida	33037	United States	305-451-1113
Pirate Island Key Largo / Mariott Key Largo Bay Beach	103800 Overseas Highway		Key Largo	Florida	33037	United States	800-809-9881
Quiescence Diving Services, Inc.	PO Box 1570, 103680 Overseas Highway	US Highway 1, Mile Marker 103.5	Key Largo	Florida	33037	United States	305-451-2440
Rainbow Reef Dive Center	100800 Overseas Highway Suite 2		Key Largo	Florida	33037	United States	305-451 7171
Rainbow Reef Dive Center	99725 Overseas Highway		Key Largo	Florida	33037	United States	305-451 7171
Sail Fish Scuba	103100 Overseas Highway #33		Key Largo	Florida	33037	United States	305-453 3446
Scuba Fun	99222 Overseas Highway		Key Largo	Florida	33037	United States	305-394-5046
Scuba-Do	100750 Overseas Highway		Key Largo	Florida	33037	United States	800-516-0110
Sea Dwellers Dive Center, Inc.	99850 Overseas Highway		Key Largo	Florida	33037	United States	305-451-3640
Silent World	105952 Overseas Highway		Key Largo	Florida	33037	United States	305-451 3252
Captains Corner Dive Center	125 Ann Street		Key West	Florida	33040	United States	305-296-8865
Dive Key West, Inc	3128 North Roosevelt Blvd		Key West	Florida	33040-4113	United States	305-296-3823
Florida Keys Community College	5901 College Road		Key West	Florida	33040	United States	305-809-3214
Lost Reef Adventures, Inc.	261 Margaret Street		Key West	Florida	33040	United States	305-296-9737
SEAduction Key West	1605 North Roosevelt Blvd		Key West	Florida	33040	United States	305-296-9914
Southpoint Divers	610 Front Street		Key West	Florida	33040	United States	800-891-3483
The Living Seas, Epcot Center Dive Dept	PO Box 10000		Lake Buena Vista	Florida	32830-1000	United States	407-560-6360
Seminole Scuba	3869 Lake Emma Road		Lake Mary	Florida	32746	United States	407-333-8856
University of South Florida	3433 Winter Lake Road		Lakeland	Florida	33803	United States	863-667-7704
Deep Blue Divers	4348 Ocean Drive		Lauderdale by the Sea	Florida	33308-5020	United States	954-772-7966
Gold Coast Scuba	259 Commerical Blvd Suite 2		Lauderdale By The Sea	Florida	33308	United States	954-616 5909
Scuba Safari	2301 US Highway 441		Leesburg	Florida	34748	United States	352-504 0867
Underwater Adventures	400 West Magnolia Street		Leesburg	Florida	34748	United States	352-787-0760
Little Palm Divers	28500 Overseas Highway		Little Torch Key	Florida	33042	United States	305-872-2524
Cave Excursions	20338 180th Trace - B		Live Oak	Florida	32060	United States	386-776-2299
Abyss Dive Center	12565 Overseas Highway		Marathon	Florida	33050	United States	800-457-0134
Captain Hook's Dive Center	11833 Overseas Highway		Marathon	Florida	33050	United States	305-743-2444
Discount Divers Bed & Breakfast	10800 Overseas Highway		Marathon	Florida	33050	United States	305-743-2400
Tilden's Scuba Center	4650 Overseas Hwy	Mm 49.5	Marathon	Florida	33050	United States	305-743-7255
Marco Divers	1141 Bald Eagle Drive		Marco Island	Florida	34145	United States	239-389-7889
Beach City Scuba	27 Fallin Waterfront		Mary Esther	Florida	32569	United States	850-226-7900
Hatts Diving Headquarters, Inc.	2006 South Front Street		Melbourne	Florida	32901-7361	United States	321-723-5932
American Divers International	691 North Courtenay Parkway		Merritt Island	Florida	32953	United States	321-453-0600
Austin's Diving Center	10525 South Dixie Highway		Miami	Florida	33156	United States	305-665-0636
Florida Frogman, Inc.	10745 SW 24 Street		Miami	Florida	33165	United States	305-599-9900
Ocean Safari	677 Sw 1 Street		Miami	Florida	33130	United States	305-548-3483
Royal Caribbean International	1050 Caribbean Way		Miami	Florida	33132	United States	305-539-6524
Star Clippers	7200 Northwest 19th Street	Suite #206	Miami	Florida	33126	United States	305-442-0550
South Beach Divers	850 Washington Avenue		Miami Beach	Florida	33139	United States	305-531-6110
Tarpoon Lagoon	300 Alton Road, Suite 110		Miami Beach	Florida	33139	United States	305-532-1445
Scuba Outfitters of Naples	1949 Davis Blvd, Ste 2		Naples	Florida	34104	United States	239-280-5500
Sea Dogs Dive Center	111 Flagler Avenue		New Smyrna Beach	Florida	32169	United States	386-424-1644
Squalo Divers	16604 Ne 2nd Avenue		North Miami Beach	Florida	33162	United States	305-940-0927
Scuba World Orlando	5167 East Colonial Drive		Orlando	Florida	32803	United States	407-273-3375
Sunsation Divers	2014 Edgewater Drive #202		Orlando	Florida	32804	United States	407-505 3483
The Dive Station	3465 Edgewater Drive		Orlando	Florida	32804	United States	407-843-3483
JND Scuba dba Dixie Divers of Palm Bay	4651 Babcock Street Ne		Palm Bay	Florida	32905	United States	321-723-8888
Tanked Up Scuba Center	625 Alternate 19		Palm Harbor	Florida	34683	United States	727-216 6100
Panama City Dive Charters	5512 Thomas Dr		Panama City	Florida		United States	
Dive Oahu S-21393	Bld. 368	Camp Hm Smith		Hawaii	96861	United States	800-404-5832
Blue Dolphin Charters, Ltd. S-16838	4350 A Waialo Road #2		Eleele, Kauai	Hawaii	96705	United States	808-335-5445
Surf N Sea, Inc. S-2244	62-595 Kamehameha Highway		Haleiwa, Oahu	Hawaii	96712	United States	808-637-9887
Deep Ecology - North Shore S-19806	66-456 Kamehameha Highway		Halei'Wa, Oahu	Hawaii	96712	United States	808-634-9646
Island Divers Hawaii S-20697	Bldg 1122, Pool #1		Hickam AFB	Hawaii	96853	United States	808-947-6583
University of Hawaii at Hilo S-21508	200 W Kawili Street		Hilo	Hawaii	96720	United States	808-933-7629
Nautilus Dive Center S-1143	382 Kamehameha Avenue		Hilo	Hawaii	96720	United States	808-935-6939
Capt'n Mac's Honolulu Scuba S-21290	670 Auaii Street		Honolulu	Hawaii	96813	United States	808-536-8448
Island Divers Hawaii S-20964	377 Keahole Street Suite 101-E		Honolulu	Hawaii	96825	United States	808-947-6583
Ocean Legends S-21400	111 Sand Island	Access Road, Suite R-10	Honolulu	Hawaii	96819	United States	808-852-8881
Reef Pirates Diving S-22496	279 Puuhale Road		Honolulu	Hawaii	96813	United States	808-348-2700
Aqua Zone, LLC S-20155	Outrigger Waikiki Hotel	2335 Kalakaua Ave #112	Honolulu, Oahu	Hawaii	96815	United States	808-923-3483
Breeze Hawaii Diving Adventures S-1533	3014 Kaimuki Avenue		Honolulu, Oahu	Hawaii	96816	United States	808-735-1857
Dive Oahu, Inc. S-20516	1085 Ala Moana Boulevard	Ste 102	Honolulu, Oahu	Hawaii	96814	United States	808-484-5833
Grand Blue S-20014	419 South St Suite #165		Honolulu, Oahu	Hawaii	96813	United States	808-593-1218

Company Name	Address 1	Address 2	City	State	Postal Code	Country	Phone
Green Dolphin Dive Shop S-19643	460 Ena Road #102		Honolulu, Oahu	Hawaii	96815	United States	808-955-6427
Ocean Concepts S-2543	57 Arizona Memorial Drive Bldg 103		Honolulu, Oahu	Hawaii	96818	United States	800-808-3483
Sunshine Scuba S-2358	642 Cooke Street		Honolulu, Oahu	Hawaii	96813	United States	808-593-8865
Waikiki Diving Center S-1084	424 Nahua Street		Honolulu, Oahu	Hawaii	96815	United States	808-922-2121
Maui Dive Shop S-16924	Whalers Village		Kaanapali, Maui	Hawaii	96761	United States	808-661-5117
Maui Dive Shop S-16925	Kahana Gateway Center		Kahana, Maui	Hawaii	96761	United States	808-669-3800
Hawaiian Scuba Shack S-22840	734820 Kanalani Street #3		Kailua Kona	Hawaii	96740	United States	808-331-8708
Aaron's Dive Shop S-1245	307 Hahani Street		Kailua, Oahu	Hawaii	96734	United States	808-84-SCUBA
Big Island Divers S-19924	74-5467 Kaiwi Street, Suite 1		Kailua-Kona	Hawaii	96740-3143	United States	808-329-6068
Breeze Hawaii Diving S-18737	74-5543 Kaiwi Street D100		Kailua-Kona	Hawaii	96740	United States	808-326-4085

EXHIBIT 16

List of Diver Training Organizations

From Wikipedia, the free encyclopedia

This page lists notable underwater diver certification agencies. These include certification in cave diving, commercial diving, recreational diving, technical diving and free diving. Diver certification agencies are organizations which issue certification of competence in diving skills under their own name, and which train, assess, certify and register the instructors licensed to present courses following the standards for the certification they issue.

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- 1 Cave diving certification agencies
- 2 Technical diving certification agencies
- 3 Commercial diver training and registration authorities
- 4 Recreational scuba diving certification agencies
- 4.1 Organizations no longer operating
- 5 Free diving and snorkeling certification agencies
- 6 Scientific diving certification agencies
- 7 Other certification agencies for skills associated with diving
- 7.1 Dedicated diver first aid & rescue training
- 7.2 Maritime archaeology
- 8 International standards & accreditation organizations
- 9 Notes

Cave diving certification agencies - Organizations which publish standards for competence in cave diving skills and knowledge, and issue certification for divers assessed as competent against these standards by affiliated schools or instructors:

- CDAA - Cave Divers Association of Australia (http://www.cavedivers.com.au)
- CDG - Cave Diving Group (http://www.cavedivinggroup.org.uk/)
- GUE - Global Underwater Explorers (http://www.gue.com)
- ITDA - International Technical Diving Association (http://www.itdahq.org/)

- IANTD - International Association of Nitrox and Technical Divers (http://www.iantd.com)
- NACD - National Association for Cave Diving (http://www.safecavediving.com/)
- NSS-CDS - National Speleological Society Cave Diving Section (http://www.nsscds.com/)
- PSAI - Professional Scuba Association International (http://www.psai.com/)
- UTD - Unified Team Diving (http://www.unifiedteamdiving.com/)
- TDI - Technical Diving International (http://www.tdisdi.com/)
- TSA - Trimix Scuba Association
- NAUI Tec- National Association of Underwater Instructors

(http://www.naui.org/Technical_divers.aspx)

- ANDI - American Nitrox Divers International (http://www.andihq.com)
- ISE - Inner Space Explorers (http://www.is-expl.com)
- NASE - National Academy of Scuba Educators (http://www.naseworldwide.org/)

Technical diving certification agencies - Organizations which publish standards for competence in technical diving skills and knowledge, and issue certification for divers assessed as competent against these standards by affiliated schools or instructors:

- ANDI - American Nitrox Divers International (http://www.andihq.com)
- BSAC - British Sub Aqua Club (http://www.bsac.com)
- PADI TecRec (DSAT) - Professional Association of Diving Instructors

(http://www.padi.com/scuba/padi-courses/technical-courses/default.aspx)

- GUE - Global Underwater Explorers (http://www.gue.com)
- IANTD - International Association of Nitrox and Technical Divers (http://www.iantd.com)
- IART - International Association of Rebreather Trainers (http://www.iart.de)
- ITDA - International Technical Diving Association (http://www.itdahq.org)
- NAUI Tec - National Association of Underwater Instructors

(http://www.naui.org/Technical_divers.aspx)

- PSAI - Professional Scuba Association International (http://www.psai.com/)
- PSS Technical Division - Professional Scuba Schools

(http://www.pssworldwide.org/en/technical-courses.htm)

- TDI - Technical Diving International (http://www.tdisdi.com)
- SSI TXR - Scuba Schools International (http://www.divessi.com/txr)
- UTD - Unified Team Diving (http://www.unifiedteamdiving.com/)
- ISE - Inner Space Explorers (http://www.is-expl.com)
- NASE - National Academy of Scuba Educators (http://www.naseworldwide.org/)

Commercial diver training and registration authorities - Organizations which publish standards for competence in commercial diving skills and knowledge, and issue certification for divers assessed as competent against these standards by registered or affiliated schools:

- ADCI – Association of Diving Contractors International (http://www.adc-int.org/)
- ACDE – Association of Commercial Diving Educators (http://www.acde.us/)
- ADAS – Australian Diver Accreditation Scheme (http://www.adas.org.au/)
- DCBC – Diver's Certification Board of Canada (http://www.divercertification.com)
- IDSA – International Diving School Association (http://www.idsaworldwide.org/)
- IMCA – International Marine Contractors Association (http://www.imca-int.com/divisions/diving/)
- HSE – Health & Safety Executive of the United Kingdom[1] (http://www.hse.gov.uk/diving/)
- MDEA – Multinational Diving Educators Association (http://www.mdeainternational.com/)
- Worker's Compensation Board British Columbia (http://www2.worksafebc.com/PDFs/CertificationAndTraining/diving_training_providers.pdf)
- (SA)DoL – South African Department of Labour. [2]

Organizations specifically certifying public safety divers:

- ERDI - Emergency Response Diving International

Recreational scuba diving certification agencies Organizations which publish standards for competence in recreational scuba diving skills and knowledge, and issue certification for divers assessed as competent against these standards by affiliated schools or instructors:

- ACUC - American Canadian Underwater Certifications (http://www.acuc.org/)
- ADAS-Autonomus divers association of scuba diving (http://www.aquadreamdive.com)
- ADIP-Association Des Instructeurs de Plongée (http://www.adip.be/index.php?lang=en)
- ADS - Association of Diving School (http://www.ads-i.org/test_site/english/index.html)
- AED - Associated European Divers (http://www.aedivers.org/)
- ANDI - American Nitrox Divers International, also ANDI International[3]
- ANMP - Association nationale des moniteurs de plongée (Française) (http://www.anmp-plongee.com)
- ATEC - Association of Technical and Recreational Scuba Diving Instructors (http://www.atec.eu)
- AUSI - Associated Underwater Scuba Instructors (http://www.ausi.com.au/)
- BSAC - British Sub Aqua Club (http://www.bsac.com/)
- CEDIP - European Committee of Professional Diving Instructors (http://www.cedip.org/)
- CIMAS - Corporación de Instructores Mexicanos en Actividades Subacuáticas (http://www.cimas.com.mx)
- CMAS - Confédération Mondiale des Activités Subaquatiques (http://www.cmas.org)
- CMAS-ISA - CMAS Instructors of South Africa (http://www.cmas.co.za/)
- DDI - Disabled Divers International (http://www.ddivers.org/)
- DIA - Dive International Agency (http://www.diagency.org)
- DIVETEK SA (http://www.divetek.co.za)[citation needed]
- DIWA - Diving Instructor World Association - International Federation of DIWA (http://www.diwa.org/)
- DFPA - Diving Friends Poland Association
- FAUI - Formation of Australian Underwater Instructors (http://www.faui.com.au/)
- FEDAS - Federación Española de Actividades Subacuáticas (Spain)
- FFESSM - Fédération Française d'Études et de Sports Sous-Marins (http://www.ffessm.fr/)
- FIAS - Federazione Italiana Attività Subacquee (http://www.fias.it)

- FIPSAS - Federazione Italiana Pesca Sportiva e Attività Subacquee (http://www.fipsas.it)
- RUF - Russian Underwater Federation (http://www.ruf.ru)
- GUE - Global Underwater Explorers (http://www.gue.com/)
- HSA - Handicap Scuba Association (http://www.hsascuba.com/)
- IADS - International Association of Diving Schools (http://www.iads.nl)
- IAHD - International Association for Handicapped Divers (http://www.iahd.org/)
- IANTD - International Association of Nitrox and Technical Divers (http://www.iantd.com/)
- IDEA - International Diving Educators Association (http://www.idea-scubadiving.com/)
- IDIA - International Dive Instructors Association (http://www.idiadiving.com/)
- ISDA - International Scuba Diving Academy (http://isdaitalia.it/)
- ISEA - International Scuba Educator's Association (http://www.InternationalSEA.org)
- ISE - Inner Space Explorers (http://www.is-expl.com)
- ITA - Instructor Training Academy (http://trainingacademy.eu/agency.html)
- ITDA Group International (Sports & Specialist) http://www.diveitda.org
- Los Angeles County Parks & Recreation – Underwater Unit (Division of LA County Parks & Recreation) (http://www.lacscuba.com/)
- MDEA - Multinational Diving Educators Association (http://neptuneshop.wix.com/mdea)
- Microdive - Microdive Scuba Training Agency (http://www.microdive.com/)
- NASE - National Academy of Scuba Educators (http://www.naseworldwide.org/)
- NDL - National Dive League (http://www.ndl-global.com/?lang=eng)
- NAUI - National Association of Underwater Instructors (http://www.naui.org/)
- PDE - Professional Diving Education (http://www.pdeworld.com/)
- PADI - Professional Association of Diving Instructors (Padi.com (http://www.padi.com))
- PDA - Professional Diving Association (http://www.pdaww.com/)
- PDIC - Professional Diving Instructors Corporation International (http://www.pdic-intl.com)
- PROTEC - Professional Technical & Recreational Diving (http://www.protecdive.com/)
- PSAI - Professional Scuba Association International (http://www.psai.com/)

- PSS - Professional Scuba Schools (http://www.pssworldwide.org/)
- SAA - The Sub-Aqua Association (http://www.saa.org.uk/)
- SDI - Scuba Diving International (http://www.tdisdi.com)
- SEI - Scuba Educators International (http://www.seidiving.org/)
- SSAC -Scottish Sub Aqua Club (http://www.scotsac.com/)
- SSI - Scuba Schools International (http://www.divessi.com/)
- SNSI - Scuba Nitrox Safety International (http://www.snsi.it)
- TIDF - * Israeli Diving Federation (http://www.diving.org.il/)
- UEF - Underwater Explorers' Federation (http://www.uef.hu/)
- UDI - United Diving Instructors (http://www.u-d-i.de/)
- UDT - Universal Diver Training (http://www.udtintl.com/)
- USAS- United Sub Aqua Society (http://www.usasscuba.org/)
- UTD - Unified Team Diving (http://www.unifiedteamdiving.com/)
- WOSD - World Organization of Scuba Diving (http://www.wosd.com)

Organizations no longer operating

- CMAS AMERICAS - US Federation of CMAS (http://www.cmasamericas.com/ (http://web.archive.org/web/20120415213152/http://www.cmasamericas.com/index.htm))
- NASDS - National Association of Scuba Diving Schools (Founded in the 1960s and merged with SSI in 1999)[4]
- TAC - The Aquatic Club - existed in the UK between 1982 and 1986. dissolved organization[5]
- YMCA SCUBA (http://www.ymca.net/scuba

Free diving and snorkeling certification agencies - Organizations which publish standards for competence in free diving and snorkeling skills and knowledge, and issue certification for divers assessed as competent against these standards by affiliated schools or instructors:

- AIDA International (http://www.aidainternational.org/)[7]
- AUF - Australian Underwater Federation[8]
- CMAS - Confédération Mondiale des Activités Subaquatiques (http://www.cmas.org)[9][10]
- FII Free diving Instructors International (http://www.freedivinginstructors.com)[11]

Scientific diving certification agencies - Organizations which publish standards for competence in scientific diving skills and knowledge, and issue certification for divers assessed as competent against these standards by affiliated schools or instructors:

- AAUS - American Academy of Underwater Sciences[12]
- CAUS - Canadian Association for Underwater Science[13]
- The Scientific Committee of CMAS[14]
- SDSC - "Scientific Diving Supervisory Committee" (http://www.uk-sdsc.com/). Retrieved 27

Other certification agencies for skills associated with diving - Dedicated diver first aid & rescue training

- DAN - Divers Alert Network[15]
- ILS - International Life Saving Federation[16]

Maritime archaeology

- NAS - Nautical Archaeology Society[17]

International standards & accreditation organisations

- EUF - European Underwater Federation
- WRSTC - World Recreational Scuba Training Council

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EXHIBIT 17

Name	City	State	Country	Telephone	Fax	Email	Website	Curator Name	Address 1
Dolphin Island Sea Lab	Dauphin Island	Alabama	US	251-861-2141	251-861-4646	langelo@disl.org	http://estuarium.disl.org/		101 Bienville Boulevard
McWane Science Center	Birmmingham	Alabama	US	205-714-8300			http://www.mcwane.org/		200 19th Street North
Alaska SeaLife Center	Seward	Alaska	US	907-224-6300	907-224-6320	visitaslc@alaskasealife.org	http://www.alaskasealife.org/		301 Railway Avenue
Wildlife World Zoo and Aquarium	Litchfield Park	Arizona	US	623-935-9453			http://www.wildlifeworld.com/		16501 W. Northern Avenue
Phoenix Zoo	Phoenix	Arizona	US	602-273-1341	602-286-3886	zoogna@thephxzoo.com	http://www.phoenixzoo.org/		455 North Galvin Parkway
National Park Aquarium	Hot Springs	Arkansas	US	502-624-3474		highto@sbcglobal.net	http://www.nationalparkaquarium.org/		207 Central Avenue
Sea World of California	San Diego	California	US	619-222-6363	619-226-3996	shamu@seaworld.org	http://www.seaworld.org/		500 SeaWorld Drive
Cabrillo Marine Aquarium	San Pedro	California	US	310-548-7562			http://www.cabrillomarineaquarium.org/		3720 Stephen M. White Drive
Six Flags Discovery Kingdom	Vallejo	California	US				http://www.sixflags.com/discoveryKingdom/index.aspx		1001 Fairgrounds Drive
Aquarium of the Bay	San Francisco	California	US	415-623-5300	415-523+5324	info@bay.org	http://www.aquariumofthebay.org/		The Enbarcadero At Beach Street
Aquarium of the Pacific	Long Beach	California	US	562-590-3100	562-951-3111	aquariumofpacific@lbaop.org	http://www.aquariumofpacific.org/		100 Aquarium Way
Birch Aquarium at Scripps Institution of Oceanography	La Jolla	California	US	858-534-4109	858-534-7114	aquariuminfo@ucsd.edu	http://www.aquarium.ucsd.edu/		2300 Expedition Way
Cabrillo Marine Aquarium	Sand Pedro	California	US	310-548-7562	310-548-2649	mike.schaadt@lacity.org	http://www.cabrillomarineaquarium.org/		3720 Stephen M. White Drive
Monterey Bay Aquarium	Monterey Bay	California	US	831-648-4800	831-648-4810	equarist@mbayaq.org	http://www.montereybayaquarium.org/		886 Cannery Row
Santa Monica Pier Aquarium	Santa Monica	California	US	310-393-6149			http://www.healthebay.org/santa-monica-pier-aquarium		
Legoland California Resort - Sea Life	Carlsbad	California	US	760-918-5346			http://california.legoland.com/SEALIFE/?epslanguage=en		One Legoland Dirve
California Academy of the Sciences - Steinhart Auarium	San Francisco	California	US	415-379-8000			http://www.calacademy.org/?gclid=CMTWu5HxgrkCFcdxQgodVH4Aag		55 Music Concourse Drive
California Science Center	Los Angeles	California	US	323-724-3623	213-744-2078	4info@cscmail.org	http://www.californiasciencecenter.org/		700 Exposition Park Drive
Landry's Downtown Aquarium	Denver	Colorado	US	303-561-4450	303-561-4465	shulgan@ldry.com	http://www.downtownaquarium.com/		700 Water Street
Maritime Aquarium	Norwalk	Connecticut	US				http://www.maritimeaquarium.org/		10 North Water Street
Mystic Aquarium & Institute for Exploration	Mystic	Connecticut	US	860-572-5955	860-572-5969	info@mysticaquarium.org	http://www.mysticaquarium.org/		55 Coogan Boulevard
National Aquarium	Washington D.C.	District of Columbia	US	202-633-4800	202-633-4607	nationalzoo@si.edu	http://nationalzoo.si.edu/		3001 Connecticut Avenue NW
Atrlantis, Pardise Island	Plantation	Florida	US	954-809-2000	242-363-6832	teri.corbett@atlantisparadise.com	http://www.atlantis.com/		1000 South Pine Island Road
Gulfarium - Fort Walton Beach, FL	Fort Walton Beach	Florida	US	850-243-9046		info@gulfarium.com	http://www.gulfarium.com/		1010 Miracel Strip
Key West Aquarium	Key West	Florida	US	888-544-5927			http://www.keywestaquarium.com/		1 Whitehead Street
The Seas with Nemo & Friends Pavilion - Epcot	Orlando	Florida	US				https://disneyworld.disney.go.com/attractions/epcot/seas-with-nemo-and-friends/		Epoct, 200 Epcot Center Drive
Sea World of Florida	Orlando	Florida	US	407-351-3600	407-363-2378	shamu@seaworld.org	http://www.seaworld.org/		7007 SeaWorld Drive
Discovery Cove	Orlando	Florida	US	877-557-7404		DCO-GuestRelations@DiscoveryCove.com	http://www.discoverycove.com/		6000 Discovery Cove Way
Mote Marine Laboratory and Aquarium	Sarasota	Florida	US	941-388-4441			http://www.mote.org/		1600 Ken Thompson Parkway
The Flordia Aquarium	Tampa	Florida	US	813-273-4000	813-273-4160	membership@flaquarium.org	http://www.flaquarium.org/		701 Channelside Drive
Clearwater Marine Aquarium	Clearwater	Florida	US	727-441-1790 x 233		l.behensky@cmaquarium.org	http://www.seewinter.com/		
Dolphin Research Center	Grassy Key	Florida	US	305-289-1121	32-743-7627		http://www.dolphins.org/		58901 Overseas Hiighway
Miami Seaquarium	Miami	Florida	US	305-361-5705			http://miamiseaquarium.com/		4400 Rickenbacker Causeway
Mote Marine Laboratory and Aquarium	Sarasota	Florida	US	941-388-4441			http://www.mote.org/		1600 Ken Thompson Parkway
Secrets of the Sea	Madeira Beach	Florida	US	727-803-9799		info@thesecretsofthesea.org	http://www.thesecretsofthesea.org/		John's PassVillage
Tarpon Springs Aquarium	Tarpon Springs	Florida	US	727-938-5378			http://www.tarponspringsaquarium.com/		850 Dodecanese Boulevard
Flint RiverQuarium	Albany	Georgia	US	229-637-2650	229-639-2707		http://www.flintriverquarium.com/		117 Pine Avenue
Georgia Aquarium	Atlanta	Georgia	US	404-581-4000	404-581-4303	visitorservices@georgiaaquarium.org	http://www.georgiaaquarium.org/		225 Baker Street Northwest
UnderWater World Guam	Tumon	Guam	US				http://uwwguam.com/		
Waikiki Aquarium	Honolulu	Hawaii	US	808-923-3741	808-923-1771		http://www.waquarium.org/		Unversity of Hawaii-Monoa
Maui Ocean Center	Maui	Hawaii	US	808-270-7000	808-270-7070		http://www.mauioceancenter.com/index.php?id=19&ss=0&page=contact&content=contact		192 Ma'alaea Rd.
Sea Life Park Waimanalo	Waimanalo	Hawaii	US	808-259-2500			http://www.sealifeparkhawaii.com/		41-202 Kalanianaole
John G. Shedd Aquarium	Chicago	Illinois	US	312-939-2438	312-939-8069	:contactus@sheddaquarium.org	http://www.sheddaquarium.org/		1200 S Lake Shore Drive
National Mississippi River Museum & Aquarium	Dubuque	Iowa	US	563-557-9545	563-583-1241	info@rivermuseum.com	http://www.rivermuseum.com/		350 East 3rd Street
Newport Aquarium	Newport	Kentucky	US	859-261-7444	859-261-5888	PR@newportaquarium.com	http://www.newportaquarium.com/		One Aquarium Way
Audubon Aquarium of the Americas	New Orleans	Louisiana	US	504-565-3033	504-565-3010	air@auduboninstitute.org	http://www.auduboninstitute.org/		1 Canal Street
Gulf of Maine Aquarium	Portland	Maine	US	207-772-2321	207-772-6855		http://www.gmri.org/contact_us.asp		350 Commercial Street
Maine State Aquarium	Boothbay Harbor	Maine	US	207-633-9559			http://maine.gov/dmr/rm/aquarium/visitors.htm		194 McKnown Point Road
National Aquarium in Baltimore	Baltimore	Maryland	US	410-576-3800	410-576-8238	visit@aqua.org	http://www.aqua.org/		501 E Pratt Street
New England Aquarium	Boston	Massachuetts	US	617-973-5200	617-720-5098	comments@neaq.org	http://www.gmri.org/contact_us.asp		Central Wharf
Berkshire Museum	Pittsfield	Massachusetts	US	413-443-7171		info@berkshiremuseum.org	http://berkshiremuseum.org/		39 South Street (Route 7)
Maria Mitchell Aquarium	Nantucket	Massachusetts	US			info@mariamitchell.org	http://www.mariamitchell.org/visit/aquarium		4 Vestal Street
New England Aquarium	Boston	Massachusetts	US	617-973-5206			http://www.neaq.org/index.php		
Woods Hole Science Aquarium	Woods Hole	Massachusetts	US			George.Liles@noaa.gov	http://aquarium.nefsc.noaa.gov/		
Belle Isle Zoo & Aquarium	Detroit	Michigan	US	313-852-4056			detroitzoo.org		Belle Isle
John Ball Zoological Garden	Grand Rapids	Michigan	US	616-336-4300	616-336-3707	info@jbzoo.org	http://www.jbzoo.org/		1300 W Fukton Street
Great Lakes Aquarium	Duluth	Minnesota	US	218-740-3474			http://glaquarium.org/		353 Harbor Drive

Name	City	State	Country	Telephone	Fax	Email	Website	Curator Name	Address 1
SEA LIFE Minnesota Aquarium - Bloomington	Bloomington	Minnesota	US	952-883-0303			http://www.visitsealife.com/minnesota/		120 East Broadway
St. Louis Children's Aquarium	St. Louis	Missouri	US				http://www.stlchildrensaquarium.com/		
Wonders of Wildlife Museum & Aquarium	Springfield	Missouri	US	877-245-9453	4177-890-9278	info@wondersofwildlife.org	http://www.wondersofwildlife.org/		500 West Sunshine
World Aquarium	St. Louis	Missouri	US	314-647-6011	314-647-7874	info@worldaquarium.org	http://www.worldaquarium.org/		701 North 15th treet
Ak-Sar-Ben Aquarium and Nature Center	Lincoln	Nebraska	US						
Ak-Sar Ben Aquarium	Schramm Park State Recreation Area	Nebraska	US				http://outdoornebraska.ne.gov/fishing/programs/aquaticed/aquarium.asp		Outdor Education Center
Omaha's Henry Doorly Zoo	Omaha	Nebraska	US	402-738-8401	402-733-4415	member@omahazoo.com	http://www.omahazoo.com/		3701 S 19th Street
Shark Reef Aquarium at Mandalay Bay	Las Vegas	Nevada	US	702-632-4555	702-632-4553	sharkreef@mandalaybay.com	http://www.sharkreef.com/		3950 Las Vegas Boulevard, South
Seacoast Science Center	Rye	New Hampshire	US	603-436-8043			http://www.seacoastsciencecenter.org/		570 Ocean Boulevard
Adventure Aquarium	Camden	New Jersey	US	856-365-3300	856-365-3311	info@adventureaquarium.com	http://www.adventureaquarium.com/		1 Riverside Drive
Jenkinson's Aquarium	Point Pleassant Beach	New Jersey	US	732-899-1659	732-899-1717	jenkinsonsaquarium@comcast.net	http://www.jenkinsons.com/aquarium		300 Ocean Avenue
Marine Mammal Stranding Center	Brigantine	New Jersey	US	609-266-0538	609-266-6300		http://www.mmsc.org/home.html		3625 Brigantine
Albuquerque Aquarium	Albuquerque	New Mexico	US				http://www.cabq.gov/culturalservices/biopark/aquarium		2601 Central NW
Long Island Aquarium & Exhibition Center	Riverhead	New York	US	631-208-9200	631-208-0466		http://www.longislandaquarium.com/about-contact.html		431 East Main Street
Aquarium of Niagara	Niagara Falls	New York	US	716-285-3575	716-285-8513	president@aquariumofniagara.org	http://www.aquariumofniagara.org/		701 Whirlpool Street
New York Aquarium	Brooklyn	New York	US	718-265-3400	718-265-3420	nyagenral@wcs.org	http://www.nyaquarium.com/		Surf Avenue at West 8th Street
North Carolina Aquarium at Fort Fisher	Fort Fisher	North Carolina	US	910-458-8257	910-458-6812	ffmail@ncaquariums.com	http://www.ncaquariums.com/		900 Loggerhead Road
North Carolina Aquarium at Pine Knoll Shores	Pine Knoll Shores	North Carolina	US	252-247-4003	252-247-0663	pksmail@ncaquariums.com	http://www.ncaquariums.com/		1 Roosevelt Drive
North Carolina Aquarium on Roanoke Island	Roanoke Island	North Carolina	US	252-473-3494	252-473-1980	maylon.white@ncaquariums.com	http://www.ncaquariums.com/		374 Airport Road
Discovery Place - Charlotte	Charlotte	North Carolina	US	704-372-6261			http://www.discoveryplace.org/		301 North Tysin Street
SciQuarium	Greensboro	North Carolina	US	336-288-3769	336-288-2531	info@greensboroscience.org	http://www.greensboroscience.org/		4301 Lawndale Drive
Charlotte SEALIFE Aquarium	Concord	North Carolina	US				http://www.visitsealife.com/charlotte/		
Columbus Zoo and Aquarium	Columbus	Ohio	US	614-645-3400	614-645-3465	info@columbuszoo.org	http://www.columbuszoo.org/		4850 West Powell Road
Greater Cleveland Aquarium	Cleveland	Ohio	US	216-862-8803		kott@greaterclevelandaquarium.com	http://greaterclevelandaquarium.com/contact/		2000 Sycamore Street
Oklahoma Aquarium	Tulsa	Oklahoma	US	402-424-3344	405-425-0207	guestrelations@okczoo.com	http://www.okczoo.com/		2000 Remington Place
Oregon Coast Aquarium	Newport	Oregon	US	541-867-3474	541-867-6846	info@aquarium.org	http://www.aquarium.org/		2820 SE Ferry Slip Road
Hatfield Marine Science Center	Newport	Oregon	US	541-867-0100			http://hmsc.oregonstate.edu/		2030 SE Marine Science Drive
Portland Aquarium	Oak Grove	Oregon	US	503-303-4721			http://portlandaquarium.net/		16323 S.E. McLoughlin Boulevard
Oregon Coast Aquarium	Newport	Oregon	US	541-867-3474			http://aquarium.org/		2829 SE Ferry Slip Road
Seaside Aquarium	Seaside	Oregon	US	503-738-6211			http://www.seasideaquarium.com/		200 North Prom
Pittsburgh Zoo and PPG Aquarium	Pittsburgh	Pennsylvania	US	412-665-3640	412-665-3661		http://www.pittsburghzoo.com/		One Wild Place
Oceans Aquarium Research & Science Center	Coventry	Rhode Island	US				http://www.oceansaquarium.org/		1260 Main Street (Route 117)
Ripley's Aquarium	Myrtle Beach	South Carolina	US	843-916-0888	843-916-0752	info@ripleysaquarium.com	http://www.ripleysaquarium.com/		1110 Celebrity Circle
South Carolina Aquarium	Charleston	South Carolina	US	843-720-1990	843-720-3861	webmaster@scaquarium.org	http://www.scaquarium.org/		100 Aquarium Wharf
Tennessee Aquarium	Chattanooga	Tennessee	US	800-262-0695	423-267-3561	webmaster@tnaqua.org	http://www.tnaqua.org/		One Broadway Street
Ripley's Aquarium of the Smokies	Gatlinburg	Tennessee	US	865-430-8808	865-430-8818	info@aquariumofthesmokies.com	http://www.ripleysaquariumofthesmokies.com/		88 River Road
Memphis Zoological Garden & Aquarium	Memphis	Tennessee	US	901-333-6500			http://memphiszoo.org/aquarium		2000 Prentiss Place
Aquarium & Rainforest at Moody Gardens, Inc.	Galveston	Texas	US	800-582-4637	408-683-4926		http://www.moodygardens.com/		1 Hope Boulevard
The Texas State Aquarium	Corpus Christie	Texas	US	361-881-1200	361-881-1257	mermaid@txstateaq.org	http://www.texasstateaquarium.org/		2710 N. Shoreline Boulevard
The Dallas World Aquarium	Dallas	Texas	US	214-720-2224	214-720-2242	info@dwazoo.com	http://www.dwazoo.com/		1801 N Griffin Street
SeaWorld San Antonio	San Antonio	Texas	US	210-523-3000	210-523-3299	shamu@seaworld.org	http://www.seaworld.org/		10500 SeaWorld Drive
Caldwell Zoo Aquarium	Tyler	Texas	US	903-593-0121		info@caldwellzoo.org	http://www.caldwellzoo.org/index.htm		2203 Martin Luther King Boulevard
Children's Aquarium at Fair Park	Dallas	Texas	US	469-554-7340			http://www.childrensaquariumfairpark.com/		1462 First Avenue
Dallas World Aquarium	Dallas	Texas	US	214-720-2224			http://www.dwazoo.com/		1801 North Griffin Streeet
Houston Aquarium	Houston	Texas	US	713-315-5000	713-315-5069	aqdt@ldry.com	http://www.downtownaquarium.com/		410 Bagby Street
The Houston Zoo - Kipp Aquarium	Houston	Texas	US	713-533-6500			http://www.houstonzoo.org/exhibits/aquarium/		6200 Hermann Park Drive
San Antonio Zoo and Aquarium	San Antonio	Texas	US	210-734-7187	210-734-7291	information@sazoo.org	http://www.sazoo-aq.org/		3903 N. St. Mary's Street
The Living Planet Aquarium	Sandy	Utah	US	801-355-3474		info@thelivingplanet.com	http://thelivingplanet.com/index.php?gclid=CMf_meX-grkCFQHZQgodPhEAng		725 E. 10600 S
ECHO Lake Aquarium and Science Center	Burlington	Vermont	US						
Virginia Aquarium & Marine Science Center	Virginia Beach	Virgina	US	757-385-7777	757-437-4976	fish@virginiaaquarium.com	http://www.virginiaaquarium.com/		717 General Booth Boulevard
Seattle Aquarium	Seattle	Washington	US	206-386-4300	206-386-4300	kuniholm@seattleaquarium.org	http://www.seattleaquarium.org/		1483 Alaskan Way
Point Defiance Zoo and Aquarium	Tacoma	Washington	US	253-591-5337	253-591-5448	pdzacomments@tacomaparks.com	http://www.pdza.org/		5400 N. Pearl Street
Reiman Family Aquarium at Discovery World	Milwaukee	Wisconsin	US						
The Alabama Shoals Aquarium & Nature Center	Florence	Alabama	US	256-764-5900					One Hightower Place
Sonoran Sea Aquarium	Tucson	Arizona	US	520-908-1600					2021 N Kinney Road
South Carolina Aquarium	Charleston	South Carolina	US	843-720-1990			http://scaquarium.org/default.aspx		100 Aquarium Wharf

Name	Address 2	City	State	Zip	Other
Dolphin Island Sea Lab		Dauphin Island	Alabama	36528	
McWane Science Center		Birmmingham	Alabama	35203	
Alaska SeaLife Center	PO Box 1329	Seward	Alaska	99664-1329	
Wildlife World Zoo and Aquarium		Litchfield Park	Arizona	85340	
Phoenix Zoo		Phoenix	Arizona	85008-3434	
National Park Aquarium		Hot Springs	Arkansas	71901	
Sea World of California		San Diego	California	92109-7904	
Cabrillo Marine Aquarium		San Pedro	California	90731	
Six Flags Discovery Kingdom		Vallejo	California	94589	Don McCoy
Aquarium of the Bay	Pier 39	San Francisco	California		
Aquarium of the Pacific		Long Beach	California	90802-8126	
Birch Aquarium at Scripps Institution of Oceanography		La Jolla	California	92037	
Cabrillo Marine Aquarium		Sand Pedro	California	90731-7012	
Monterey Bay Aquarium		Monterey Bay	California	93940-1085	
Santa Monica Pier Aquarium		Santa Monica	California		
Legoland California Resort - Sea Life		Carlsbad	California	92008	
California Academy of the Sciences - Steinhart Auarium	Golde Gate Park	San Francisco	California	94118	
California Science Center		Los Angeles	California	90037-1210	
Landry's Downtown Aquarium		Denver	Colorado	80211-5210	
Maritime Aquarium		Norwalk	Connecticut	^06854	
Mystic Aquarium & Institute for Exploration		Mystic	Connecticut	06355-1997	
National Aquarium		Washington D.C.	District of Columbia	20008	
Atrlantis, Pardise Island		Plantation	Florida	33324	
Gulfarium - Fort Walton Beach, FL	Parkway SE	Fort Walton Beach	Florida	32548	
Key West Aquarium		Key West	Florida	33040	
The Seas with Nemo & Friends Pavilion - Epcot		Lake Buena Vista	Florida	32820	
Sea World of Florida		Orlando	Florida	32821-8097	
Discovery Cove		Orlando	Florida	32821	
Mote Marine Laboratory and Aquarium		Sarasota	Florida	34236	
The Flordia Aquarium		Tampa	Florida	33602-5614	
Clearwater Marine Aquarium		Clearwater	Florida		Lee Behensky - Director of Development
Dolphin Research Center		Grassy Key	Florida	33050-619	
Miami Seaquarium		Miami	Florida	33149	
Mote Marine Laboratory and Aquarium		Sarasota	Florida	34236	
Secrets of the Sea		St. Petersburg	Florida		
Tarpon Springs Aquarium		Tarpon Springs	Florida	34689	
Flint RiverQuarium		Albany	Georgia	31701	
Georgia Aquarium		Atlanta	Georgia	30313	
UnderWater World Guam		Tumon	Guam		
Waikiki Aquarium		Honolulu	Hawaii	96815	
Maui Ocean Center		Maui	Hawaii	96791	
Sea Life Park Waimanalo		Waimanalo	Hawaii	96795	
John G. Shedd Aquarium		Chicago	Illinois	60605-2490	
National Mississippi River Museum & Aquarium		Dubuque	Iowa	52001	
Newport Aquarium		Newport	Kentucky	41071-1679	
Audubon Aquarium of the Americas		New Orleans	Louisiana	70130-1175	
Gulf of Maine Aquarium		Portland	Maine	^04101	
Maine State Aquarium		Boothbay Harbor	Maine		
National Aquarium in Baltimore	Pier 39	Baltimore	Maryland	21202-3194	
New England Aquarium		Boston	Massachuetts	02110-3399	
Berkshire Museum		Pittsfield	Massachusetts	^01201	
Maria Mitchell Aquarium		Nantucket	Massachusetts	^02554	
New England Aquarium		Boston	Massachusetts		
Woods Hole Science Aquarium		Woods Hole	Massachusetts		George.Liles@noaa.gov
Belle Isle Zoo & Aquarium		Detroit	Michigan	48207	
John Ball Zoological Garden		Grand Rapids	Michigan	49504-6100	
Great Lakes Aquarium		Duluth	Minnesota	55802	

Name	Address 2	City	State	Zip	Other
SEA LIFE Minnesota Aquarium - Bloomington		Bloomington	Minnesota		
St. Louis Children's Aquarium		St. Louis	Missouri		
Wonders of Wildlife Museum & Aquarium		Springfield	Missouri	65807	
World Aquarium		St. Louis	Missouri	63103	
Ak-Sar-Ben Aquarium and Nature Center		Lincoln	Nebraska		
Ak-Sar Ben Aquarium	21592 West Highway 31	Gretna	Nebraska	68028	
Omaha's Henry Doorly Zoo		Omaha	Nebraska	68107-2200	
Shark Reef Aquarium at Mandalay Bay		Las Vegas	Nevada	89119-1006	
Seacoast Science Center		Rye	New Hampshire	^03870	
Adventure Aquarium		Camden	New Jersey	08103-1060	
Jenkinson's Aquarium		Point Pleassant Beach	New Jersey	08742-3621	
Marine Mammal Stranding Center		Brigantine	New Jersey	^08203	
Albuquerque Aquarium		Albuquerque	New Mexico	87104	
Long Island Aquarium & Exhibition Center		Riverhead	New York	11901	
Aquarium of Niagara		Niagara Falls	New York	14301	RICHARD TORCASIO JR. - President
New York Aquarium		Brooklyn	New York	11224-2889	
North Carolina Aquarium at Fort Fisher		Fort Fisher	North Carolina	28449-3786	
North Carolina Aquarium at Pine Knoll Shores		Pine Knoll Shores	North Carolina	28512	
North Carolina Aquarium on Roanoke Island		Roanoke Island	North Carolina	27954	
Discovery Place - Charlotte		Charlotte	North Carolina	28202	
SciQuarium		Greensboro	North Carolina	27455	
Charlotte SEALIFE Aquarium		Concord	North Carolina		
Columbus Zoo and Aquarium		Columbus	Ohio	43065	
Greater Cleveland Aquarium		Cleveland	Ohio	44113	Tami Brown, General Manager –tbrown@greaterclevelandaquarium.com
Oklahoma Aquarium		Tulsa	Oklahoma	73111	
Oregon Coast Aquarium		Newport	Oregon	97365-5269	
Hatfield Marine Science Center		Newport	Oregon	97366	
Portland Aquarium		Oak Grove	Oregon	97267	
Oregon Coast Aquarium		Newport	Oregon		
Seaside Aquarium		Seaside	Oregon	97138	
Pittsburgh Zoo and PPG Aquarium		Pittsburgh	Pennsylvania	15206-1178	
Oceans Aquarium Research & Science Center		Coventry	Rhode Island	^02816	
Ripley's Aquarium		Myrtle Beach	South Carolina	29577-7465	
South Carolina Aquarium		Charleston	South Carolina	29401	
Tennessee Aquarium		Chattanooga	Tennessee	37401	
Ripley's Aquarium of the Smokies		Gatlinburg	Tennessee	37738-3261	
Memphis Zoological Garden & Aquarium		Memphis	Tennessee	38112	
Aquarium & Rainforest at Moody Gardens, Inc.		Galveston	Texas	77554-8928	
The Texas State Aquarium		Corpus Christie	Texas	78402-1097	
The Dallas World Aquarium		Dallas	Texas	75202-1503	
SeaWorld San Antonio		San Antonio	Texas	78251-3002	
Caldwell Zoo Aquarium		Tyler	Texas	75702	
Children's Aquarium at Fair Park		Dallas	Texas	75210	
Dallas World Aquarium		Dallas	Texas	75202	
Houston Aquarium		Houston	Texas	77002	
The Houston Zoo - Kipp Aquarium		Houston	Texas	77030	
San Antonio Zoo and Aquarium		San Antonio	Texas	78212-3199	
The Living Planet Aquarium		Sandy	Utah	84094	
ECHO Lake Aquarium and Science Center		Burlington	Vermont		
Virginia Aquarium & Marine Science Center		Virginia Beach	Virgina	23451-4811	
Seattle Aquarium	Pier 39	Seattle	Washington	98101-2015	
Point Defiance Zoo and Aquarium		Tacoma	Washington	98407	
Reiman Family Aquarium at Discovery World		Milwaukee	Wisconsin		
The Alabama Shoals Aquarium & Nature Center		Florence	Alabama	35630	
Sonoran Sea Aquarium		Tucson	Arizona	85754	
South Carolina Aquarium		Charleston	South Carolina	29401	

EXHIBIT 18

Name	City	State	Country
Mundo Marino- Largest Oceanarium in Latin America			Agentina
Mar del Plata Aquarium			Agentina
Buenos Aires Aquarium (Acuario de Buenos Aires)	Buenos Aires		Agentina
Sea Life London Aquarium	London		Aquarium
Aquarium of Genoa	Genoa		Australia
Aquarium of Western Australia	Perth		Australia
The Australian Shark and Ray Centre	Port Stephens		Australia
Merimbula Aquarium	Merimbula		Australia
Oceanworld Manly	Manly		Australia
Sydney Aquarium	Sydney		Australia
Aquasearch Aquarium	Neely Bay		Australia
Reef HQ	Townsville		Australia
Sea World	Gold Coast		Australia
Undersea World	Cairns		Australia
UnderWater World	Mooloolaba		Australia
Kangaroo Island Penguin Centre	Kingscote		Australia
The Seahorse Farm	Port Adekaude		Australia
Melbourne Aquarium	Melbourne		Australia
Aquarium of Western Australia	Perth		Australia
Ocean Park	Denham		Australia
Kalbarri Oceanarium	Kalbarri		Australia
Haus des Meeres - Vienna Haus des Meeres	Vienna		Austria
The Dig at Atlantis Paradise Island - Atlantis Paradise Island	Nassau		Bahamas
Dolphin Encounters at Blue Lagoon Island	Nassau		Bahamas
Aquatopia	Antwerp		Belgium
Dubuisson Aquarium	Liege		Belgium
Sea Life Centre	Blankenberge		Belgium
Bermuda Aquarium, Museum and Zoo			Bermuda
Acqua Mundo			Brazil
Aquario de Ubatuba			Brazil
Aquário de São Paulo	Sao Paulo		Brazil
Aquário Municipal de Santos			Brazil
Varna Aquarium	Sophia		Bulgaria
Shanghai Ocean Aquarium	Shanghai		China
Beijing Underwater World	Beijing		China
Hefei Oceanarium	Hefei		China
Nanjing Underwater World	Nanjimg		China
Polar Ocean World	Qingado		China
Polar World - Dalian	Dalian		China
Qingdao Underwater World & Quingdao Aquarium	Shandong		China
Shanghai Ocean World - Chang Feng Park	Shanghai		China
Shanghai Ocean Aquarium	Shanghai		China
Ocean Park - Nam Long Shan	Hong Kong		China

Name	City	State	Country
Rodadero Sea Aquarium and Museum			Columbia
Aquaworld Aquarium	Hersonissos		Crete
Akvarij Crikvenica	Crikvencia		Croatia
Akvarij Dubrovnik, Instituta za more i priobalje (Dubrovnik Aquarium, Institute for Marine and Coastal Research)	Bubrovink		Croatia
Baconao Park			Cuba
Freshwater Public Aquarium	Havana		Cuba
Nordsoen Oceanarium - Denmark	Hirtshals		Denmark
Denmark's Aquarium (Danmarks Akvarium)	Kastrup		Denmark
Nordsøen Oceanarium	Hirtshals		Denmark
Kattegatcentret	Grena		Denmark
Øresundsakvariet	Elsinore		Denmark
El Gouna Aquarium	El Gouna		Egypt
Hurghada Aquarium	Hurghada		Egypt
The Deep Aquarium	Hull		England
SeaQuarium	Weston-super-Mare		England
Alexandria Aquarium	Alexandria		Eqypt
Akvaariolinna, the Aquarium Castle - Petikko, Vantaa	Petikko		Finland
Kiela Naturium - Muonio, Lapland	Muonio		Finland
Maretarium	Kotka		Finland
Sea Life Helsinki	Helsinki		Finland
Särkänniemi Aquarium	Tampere		Finland
Haus der Natur (natural science museum and science center)	Disneyland, Paris		France
Aquarium de Paris - Cinéaqua - Paris	Paris		France
Aquarium tropical de la Porte Dorée	Paris		France
Aquarium de La Rochelle	La Richelle		France
Aquarium du Grand Lyon	Lyon		France
Aquarium du Musée de Zoologie	Nancy		France
Aquarium du Val de Loire	Loire		France
Centre de la Mer et des Eaux	Paris		France
Citadel of Besançon	Besancon		France
Great Aquarium Saint-Malo	Saint-Malo		France
Kélonia - Saint-Leu, Réunion	Saint-Leu		France
La Cité de la mer	Cherbourg		France
Le Musée de la mer	Biarritz		France
L'Aquashow	Audierne		France
Aquarium Mare Nostrum Montpellier	Montpellier		France
Nausicaä Centre National de la Mer - French National Sea Experience Centre	Boulogne-sur-Mer		France
Océarium - Le Croisic (1992)	Le Croisic		France
Océanopolis - Brest (1990)	Brest		France
Sea Life Centre Paris - Marne la Vallée	Paris		France
Seaquarium Le Grau du Roi	Petite Camargue		France
The AquaDom	Berlin		Germany

Name	City	State	Country
Aquazoo - Düsseldorf	Dusseldorf		Germany
Sea Life Centre Timmendorfer Strand - Timmendorfer Strand	Timmendorfer Strand		Germany
Sea Life Centre Berlin and AquaDom	Berlin		Germany
Sea Life Centre Dresden	Dresden		Germany
Sea Life Centre Munich	Munich		Germany
Sea Life Centre Konstanz	Konstanz		Germany
Sea Life Centre Speyer	Speyer		Germany
Sea Life Centre Oberhausen	Oberhausen		Germany
Sea Life Centre Nürnberg	Nurnberg		Germany
Sea Life Centre Königswinter	Konigswinter		Germany
Sea Life Centre Hanover	Hanover		Germany
Aquarium Berlin at the Berlin Zoological Garden	Berlin		Germany
Ozeaneum	Stralsund		Germany
Cretaquarium	Crete		Greece
Underwater World	Tumon		Guam
Tropicarium	Budapest		Hungary
Tropicarium - Óceanárium	Budapest		Hungary
Bangalore Aquarium, Bangalore	Bangalore		India
Bhopal Fish Aquarium	Bhopal	Madhya Pradesh	India
CIFA Aquarium	Bhubaneswar	Orissa	India
Calcutta Aquarium	Calcutta		India
Kankaria Aquarium	Ahmedabad		India
Kollam Aquarium	Kollam	Kerala	India
Lal Bagh aquarium	Bangalore		India
MARC Aquarium	Digha		India
Marine Life Aquarium	Chennai		India
Marine Biological Research Station	Ratnagiri		India
Matsyadarsini Aquarium	Vusakhapatnam		India
Nandankanan Zoo Aquarium	Bhubaneswar	Orissa	India
Sanjay Gandhi jaivik udhan	Patna		India
Star aquarium	Karunagappally	Kollan	India
Taraporewala Aquarium	Mumbai		India
Travancore Royal Aquarium, Shangumukham Beach	Trivandrum	Kerala	India
Dr. A.M. Michael Aquarium, Kerala University of Fisheries and Ocean Studies	Panangad	Kochi	India
SeaWorld Indonesia	Jakarta		Indonesia
Aquaria KLCC - Kuala Lumpur	Kuala Lumpur		Indonesia
Underwater World Langkawi - Cenang Beach, Langkawi Island	Cenang Beach		Indonesia
The Green Connection - Kota Kinabalu, Sabah	Sabah		Indonesia
Kish Aquarium - Kish island	Jkish Island		Iran
Tehran Aquarium	Jarood		Iran
Galway Atlantaquaria			Ireland
Galway Atlantaquaria (National Aquarium of Ireland)	Galway		Ireland
Dingle Oceanworld	Dingle		Ireland

Name	City	State	Country
Sea Life Bray	Bray		Ireland
Eilat aquarium	Telaviv		Isreal
Acquario di Genova	Genova		Italy
Aquarium of Cattolica	Cattolica		Italy
Aquarium of Genoa	Genoa		Italy
Aquarium of Leghorn	Leghorn		Italy
Civic Aquarium of Milan	Milan		Italy
Stazione Zoologica di Napoli	Naples		Italy
Sea Life Gardaland, Gardaland, Lake Garda	Lake Garda		Italy
The Okinawa Churaumi Aquarium	Okinawa		Japan
Hekinan Seaside Aquarium	Hekinan	Aichi	Japan
Minamichita Beachland Aquarium	Mihama	Aichi	Japan
Port of Nagoya Public Aquarium	Nagoya	Aichi	Japan
Takeshima Aquarium	Gamagori	Aichi	Japan
Oga Aquarium	Oga	Akita	Japan
Aomori Prefectural Asamushi Aquarium	Aomori	Aomori	Japan
Inubosaki Marine Park	Choshi	Chiba	Japan
Kamogawa Sea World	Kamogawa	Chiba	Japan
Nijinomori Koen Aquarium (The Aquarium of Shimantogawa River)	Matsuno	Ehime	Japan
Echizen Matsushima Aquarium	Sakai	Fukui	Japan
Marine World Uminonakamichi	Fukuoka	Fukoka	Japan
Aquamarine Fukushima	Iwaki	Fukushima	Japan
Gifu World Fresh water Auuarium	Kakamigahara	Gifu	Japan
Miyajima Public Aquarium (Marine Plaza Miyajima)	Haksukaichi	Hiroshima	Japan
Otaru Aquarium	Otaru	Hokkaido	Japan
Wakkanai Noshappu Cold Aquarium	Wakkanai	Hokkaido	Japan
Sun Piaza Aquarium	Sapporo	Hokkaido	Japan
Noboribetsu Marine Park	Noboribetsu	Hokkaido	Japan
Chitose Salmon Museum	Chitose	Hokkaido	Japan
Kobe Municipal Suma Aqualife Park	Kobe	Hyogo	Japan
Kinosaki Marine World	Toyooka	Hyogo	Japan
Himeji City Aquarium	Himeji	Hyogo	Japan
Aqua World	Oarai	Ibaraki	Japan
Notojima Beach Park Aquarium	Notojima	Ishikawa	Japan
Kagoshima Aquarium	Kagoshima		Japan
Aburatsubo Marine Park Aquarium	Miura	Kanagawa	Japan
Shin-Enoshima Aquarium	Fujisawa	Kanagawa	Japan
Yokohama Hakkeijima Sea Paradise	Yokohama	Kanagawa	Japan
Yomiuri Land Seal Pavilion	Kawasaki	Kanagawa	Japan
Katsurahama Aquarium	Kochi	Kochi	Japan
Ashizuri Ocean Aquarium	Tosashimizu	Kochi	Japan
Amakusa Aquarium, Dolphin World	Hondo	Kumamoto	Japan
Futami Seaparadise	Ise	Mie	Japan

Name	City	State	Country
Shima Marineland	Shima	Mie	Japan
Toba Aquarium	Toba	Mie	Japan
Marinepia Matsushima Aquarium	Matsusima	Miyagi	Japan
Nagasaki Penguin Aquarium	Nagasaki		Japan
Umi Kirara Saikai National Park Aquarium	Sasebo	Nagasaki	Japan
Joetsu Municipal Aquarium	Joetsu	Niigata	Japan
Niigata City Aquarium Marinpia Nihonkai	Niigata		Japan
, Teradomari, Niigata	Teradimari	Niigata	Japan
Tateshina Amusement Aquarium	Chino	Nagano	Japan
Marine Palace Oita Ecological Aquarium	Oita	Oita	Japan
Tamano Marine Museum	Tamano	Okayama	Japan
, Okinawa	Okinawa		Japan
Osaka Aquarium Kaiyukan	Osaka		Japan
Osaka Water Museum and Aquarium	Osaka		Japan
Saitama Municipal Aquarium	Hanyu	Saitama	Japan
Lake Biwa Museum	Kusatsu	Shiga	Japan
Miyazu Energy Laboratory Aquarium	Kyoto	Shiga	Japan
Shimane Kaiyokan	Hamada	Shimane	Japan
Shinjiko Nature Museum	Hirata	Shimane	Japan
Izu Andyland	Kawazu	Shizuoka	Japan
Izu Mito Sea Paradise	Namazu	Shizuoka	Japan
Marine Science Museum, Tokai University	Shizuoka		Japan
Shimoda Floating Aquarium	Shimoda	Shizuoka	Japan
Nakagawa Aquatic Park	Tochigi	Tochigi	Japan
Epson Shinagawa Aqua Stadium	Minato	Tokyo	Japan
Sunshine Aquarium	Tokyo		Japan
Tokyo Sea Life Park	Tokyo		Japan
Shinagawa Aquarium	Tokyo		Japan
Sumida Aquarium	Tokyo		Japan
Uozu Aquarium	Uozu	Toyama	Japan
Shirahama Aquarium, Kyoto University	Shirahama	Wakayama	Japan
Taiji Whale Museum	Taiji	Wakayama	Japan
Kushimoto Marine Park Center	Kushimoto	Wakayama	Japan
Wakayama Pref. Museum of Natural History	Kainan	Wakayama	Japan
Susami Crustacean Aquarium	Susami	Wakayama	Japan
Tsuruoka Municipal Kamo Aquarium	Tsuruoka	Yamagata	Japan
Shimonoseki Municipal Science Aquarium	Shiminiseki	Yamaguchi	Japan
Yamanashi Prefectural Fuji Spring-fed Village Aquarium	Oshino	Yamanashi	Japan
Lithuanian Sea Museum	Klaipeda		Lithuania
Wasserbillig Aquarium	Wasserbillig		Luxembourg
- Mazatlán	Mazatlan		Mexico
Acuario de Veracruz	Veracruz		Mexico
Aquarium de la Guadeloupe	Gosier	Guadaloupe	Mexico

Name	City	State	Country
Oceanographic Museum and Aquarium	Monaco-Ville		Monaco
Morocco Mall Aquarium	Casablanca		Morocco
National Marine Aquarium of Namibia	Swakopmund		Nambia
Aqua Zoo Friesland	Leeuwarden		Netherlands
Burgers Zoo	Arnhem		Netherlands
Diergaarde Blijdorp	Rotterdam		Netherlands
Dolfinarium	Harderwijk		Netherlands
Sea Life Centre	Scheveningen		Netherlands
Aquarium des Lagons	Noumea		New Calendonia
Kelly Tarlton's Sea Life Aquarium	Auckland		New Zealand
Marineland	Napier		New Zealand
National Aquarium of New Zealand	Napier		New Zealand
Southern Encounter Aquarium and Kiwi House	Christchurch		New Zealand
Bergen Aquarium	Bergen		Norway
Risør Aquarium	Risor		Norway
Altanterhavsparken	Alesund		Norway
Clifton Fish Aquarium, Karachi	Karachi		Pakistan
Palau International Coral Reef Center	Koror		Palau
- Maribago, Lapu-Lapu City, Cebu	Lapu-Lapu City	Cebu	Philippines
Malabon Zoo and Aquarium - Governor Pascual Street	Potrero	Malabon City	Philippines
Manila Ocean Park - Ermita, Manila	Manila		Philippines
Ocean Adventure - Subic, Zambales	Subic		Philippines
Gdynia Aquarium Sea Fisheries Institute Aquarium	Gdynia		Poland
Aquarium and Natural History Museum in Kraków	Krakow		Poland
Aquarium in Łódź	Todz		Poland
Seal Sanctuary in Hel	Hel		Poland
Aquarium in Cracow City Zoo	Krakow		Poland
Aquarium in Warsaw City Zoo	Warsaw		Poland
Aquarium in Breslau City Zoo	Wroclaw		Poland
Oceanário de Lisboa	Lisbon		Portugal
Lisbon Oceanarium - Lisbon	Lisbon		Portugal
Aquário Vasco da Gama	Alges		Portugal
Fluviário de Mora	Mora		Portugal
Sea Life Centre Porto	Porto		Portugal
Acvariu Constanţa	Constanja		Romania
Danube Delta's Aquarium	Tulcea		Romania
Acvariu Zoo Timişoara	Timisoara		Romania
Akuliy Rif	Eisk		Russia
Gelendzhik Oceanarium	Gelendzhik		Russia
Moscow Oceanarium	Moscow		Russia
Murmansk Oceanarium (ru)	Murmansk		Russia
Planeta Neptun (ru)	Saint Petersburg		Russia
Primorsky Oceanarium (ru)	Vladivostok		Russia

Name	City	State	Country
Sochi Discovery World (ru)	Sochi		Russia
Vladivostok Oceanarium (ru)	Vladivostok		Russia
Voronezh Oceanarium (ru)	Voronezh		Russia
Alghero Aquarium	Alghero		Sardina
Underwater World	Sentosa		Singapore
Marine Life Park	Sentosa		Singapore
Akvarij - Terarij - Maribor	Maribor		Slovenia
The uShaka Marine World	Durban		South Africa
uShaka Marine World	Durban		South Africa
Two Oceans Aquarium	Cape Town		South Africa
63 Seaworld	Seoul		South Korea
COEX Aquarium	Seoul		South Korea
Busan Aquarium	Busan		South Korea
Daejon Aquaworld	Daejon		South Korea
Aquaplanet Yeosu	Yeosu		South Korea
Aquaplanet Jeju	Jejudo		South Korea
L'Oceanogràfic	Velencia		Spain
Oceanografic	Valencia		Spain
Palma Aquarium	Palma de Mallorca		Spain
Aquarium Finisterrae	A Coruna		Spain
Sea Life Centre Benalmádena	Benalmadena	Malaga	Spain
Aquarium Barcelona	Barcelona		Spain
Barcelona Zoo	Barcelona		Spain
Zoo Aquarium de Madrid	Madrid		Spain
L'Oceanogràfic at the Ciutat de les Arts i les Ciències	Valencia		Spain
Museu de la Ciencia			Spain
Aquopolis La Pineda			Spain
Aquarium Donostia-San Sebastián - San Sebastián	San Sebastian		Spain
Skansen Aquarium - Stockholm	Stockholm		Sweden
Stockholm Aquarium, - Stockholm	Stockholm		Sweden
Universeum - Gothenburg	Gothenburg		Sweden
Shipping Museum Aquarium - Gothenburg	Gothenburg		Sweden
Kolmarden Tropicarium - Kolmarden[19]	Kolmarden		Sweden
Malmö Museum Aquarium - Malmö[20]	Malmo		Sweden
National Museum of Marine Biology and Aquarium	Taiwan		Taiwan
Bicheno Sealife Centre	Bicheno		Tasmania
Stanley Seaquarium	Stanley		Tasmania
Bangkok Aquarium - Bang Khen, Bangkok	Bankok		Thailand
Bueng Chawak Aquarium	Doem Bang Nang Buat	Suphanburi	Thailand
Phuket Aquarium	Phuket		Thailand
Rayong Aquarium	Rayong		Thailand
Siam Ocean World - Siam Paragon, Pathum Wan	Bankok		Thailand
Underwater World Pattaya	Chonburi		Thailand

Name	City	State	Country
Chiang Mai Zoo Aquarium - Chiang Mai Zoo	Chiang Mai		Thailand
TurkuaZoo	Istanbul		Tirkey
Istanbul Aquarium	Istanbul		Tirkey
Aqua Kingdom (Deniz Dunyasi)	Ankara		Tirkey
Aqua Vega	Ankara		Tirkey
Antalya Aquarium	Antalya		Tirkey
Kaplikaya Aquarium (Kaplikaya Cazibe Merkezi Akvaryum)	Bursa		Tirkey
Eti Aquarium (Eti Akvaryum)	Eskisehir		Tirkey
Turkuazoo	Istambul		Turkey
Dubai Aquarium & Discovery Centre	Dubai		UAE
Dubai Mall Aquarium	Dubai		UAE
Kuwait Scientific Center - Salmiyah, Kuwait City	Kuwait City		UAE
Dubai Aquarium and Underwater Zoo	Dubai		UAE
Sharjah Aquarium	Sharjah		UAE
Nemo Public Aquarium	Odessa		Ukraine
Nemo Public Aquarium	Kharkiv		Ukraine
Nemo Public Aquarium	Donetsk		Ukraine
Anglesey Sea Zoo	Isle of Anglesey	Wales	United Kingdom
Biota! - London, England (planned)	London	England	United Kingdom
Blackpool Tower Aquarium	Blackpool	England	United Kingdom
Blue Planet Aquarium	Ellesmere Port	England	United Kingdom
Blue Reef Aquarium	Newquay	England	United Kingdom
Blue Reef Aquarium	Portsmouth	England	United Kingdom
Blue Reef Aquarium	Hastings	England	United Kingdom
Blue Reef Aquarium	Bristol	England	United Kingdom
Blue Reef Aquarium	Tynemouth	England	United Kingdom
Cannon Aquarium	Manchester	England	United Kingdom
Cornish Seal Sanctuary	Gweek	England	United Kingdom
The Deep	Kingston upon Hall	England	United Kingdom
Deep Sea World	North Queensferry		Scotland
Exploris - Portaferry	Portaferry		Northern Ireland
Hastings Underwater World	Hastings	England	United Kingdom
Horniman Museum Aquarium	London	England	United Kingdom
Hunstanton Sea Life Sanctuary	Hunstanton	England	United Kingdom
Isle of Purbeck Aquarium	Wareham	England	United Kingdom
Isle of Purbeck Aquarium	Dorset	England	United Kingdom
Lake District Coast Aquarium	Maryport	England	United Kingdom
Lake District Coast Aquarium	Cumbria	England	United Kingdom
Lakes Aquarium	Lake District	England	United Kingdom
Sea Life London Aquarium	London	England	United Kingdom
Macduff Aquarium	Macduff		Scotland
National Institute for Research into Aquatic Habitats (NIRAH)	Stewartby	England	United Kingdom
National Marine Aquarium	Plymouth	England	United Kingdom

Name	City	State	Country
National Sea Life Centre	Birmingham	England	United Kingdom
Natureland Seal Sanctuary	Skegness	England	United Kingdom
Natureland Seal Sanctuary	Lincolnshire	England	United Kingdom
Oceanarium Bournemouth	Bournenouth	England	United Kingdom
Rhyl Sea Life Aquarium	Rhyl	Wales	United Kingdom
St Andrews Aquarium	St. Andrews		Scotland
Scottish Sea Life Sanctuary	Oban		Scotland
Sea Life Centres	Blackpool	England	United Kingdom
Sea Life Centres	Great Yarmouth	England	United Kingdom
Sea Life Centres	Scarborough	England	United Kingdom
Sea Life Centres	Weymouth	England	United Kingdom
Sea Life Centres	Loch Lomond		Scotland
Sealife Adventure	Southend	England	United Kingdom
Valencia's Aquarium (Acuario de Valencia)			Venezuela
Tri Nguyen Aquarium	Nha Trang		Vietnam
Tuan Chau Aquarium	Ha Long Bay		Vietnam
Vinpearl Underwater World	Nha Trang		Vietnam

http://en.wikipedia.org/wiki/List_of_aquaria

Visionaire FX Home Theaters

Dean Homayouni
Large Theater Room
8/20/2013

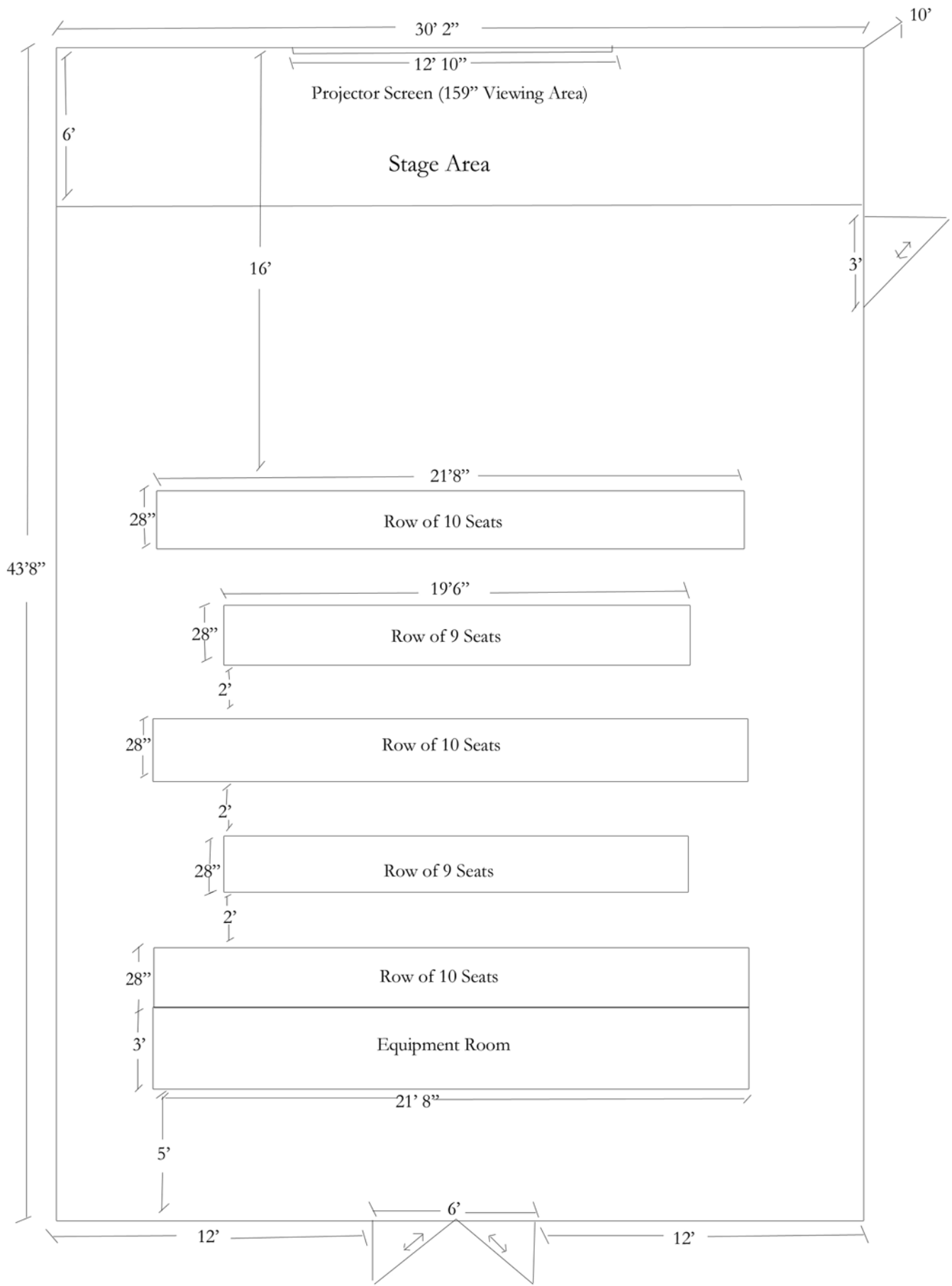


EXHIBIT 19

Fran's
CINEMAS
NOW SHOWING
ICE AGE 4
CONTINENTAL DRIFT

Custom LED Marquee

Custom Backlit LED Movie Posters

L.A. AUDIO

Quote

DATE: 8/20/2013

111 S. Western Ave. Los Angeles, CA 90004
Phone: 213.252.0066 Fax: 213.252.0019

Bill To:		**Ship To:**	
Name	Dean Homayouni	Name	**Same as Bill To**
Company		Company	
Address	7792 Arnold Palmer Way	Address	
City, State ZIP	Las Vegas, Nevada 89149	City, State ZIP	
Phone	702-658-0969	Phone	
Fax	702-966-3707	Fax	
E-mail	deanhomayouni@gmail.com	E-mail	

Comments or Special Instructions:

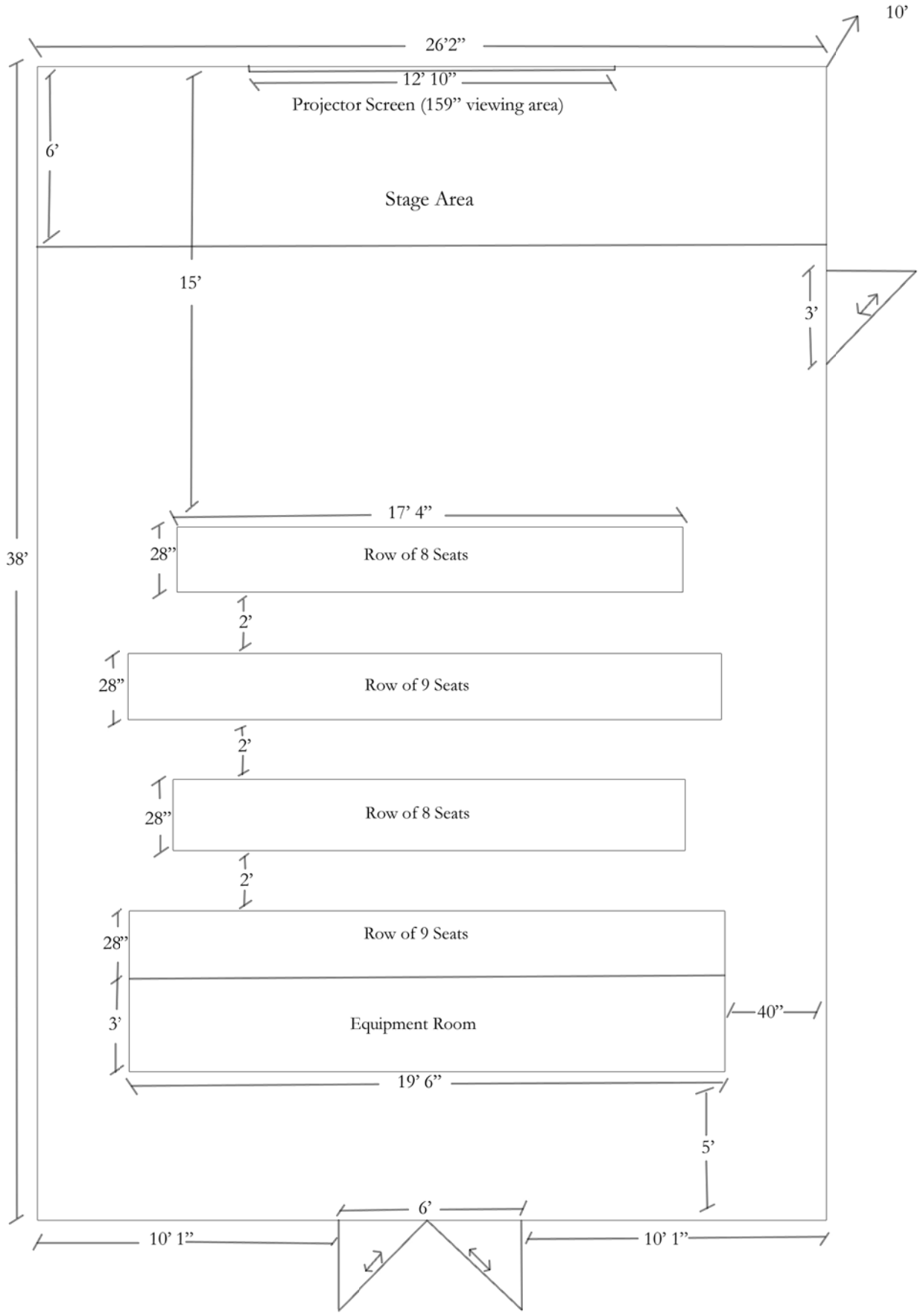
PROJECT NAME	DEALER PO #	SHIP DATE	SHIP VIA	F.O.B. POINT	TERMS
					50/50

QUANTITY	DESCRIPTION	RETAIL	RETAIL COST
1	DreamVision Yunzi 3 Passive 3D Projector *includes 4 free Passive 3D glasses	$ 19,500.00	$ 19,500.00
1	Ceilng Mount for Projector	$ 100.00	$ 100.00
7	Box of 10 DreamVision Passive 3D Glasses	$ 100.00	$ 700.00
1	Da-Lite Da-Snap 3D Virtual Grey Projector Screen	$ 2,773.00	$ 2,773.00
7	Martin Logan Motion SLM on-wall speakers	$ 500.00	$ 3,500.00
2	Martin Logan Dynamo 1000 Subwoofer	$ 995.00	$ 1,990.00
1	Belkin USB 3.0 to HDMI Adapter	$ 94.97	$ 94.97
1	Yamaha BD-S673 Blu Ray Player	$ 329.95	$ 329.95
1	Yamaha RX-A3030 Receiver	$ 2,199.95	$ 2,199.95
1	Universal Remote Control MX-980	$ 549.00	$ 549.00
1	Cable Bundle	$ 1,500.00	$ 1,500.00
34	Collosus Movie Theater Seats	$ 300.00	$ 10,200.00
11	Visionaire FX Absorbing Panels (4'w x 8'h x 1"d)	$ 800.00	$ 8,800.00
1	Custom Frame for Da-Lite Projector Screen	$ 1,500.00	$ 1,500.00
	Labor for 3 man team for 4-5 days		$ 5,000.00
	Portable Room Build by Tran Designs		
	Metal Stud Embedded foam panels framing Walls, Ceiling, Ramp, Carpeting, Lighting, and Doors Large Custom Back lit Marquee over double doors 2 LED backlit customized movie posters Materials and Installation of the room (26'2"w x 38'l x 10'h)		$ 34,940.00
	Subtotal		$ 93,676.87
	No Tax: Out of State Sale		$ -
	50% Deposit when Ordered	50%	$ 46,838.44
	40% when Installation Starts	40%	$ 37,470.75
	10% when finished	10%	$ 9,367.69
	TOTAL		$ 93,676.87

*This quote includes shipping to anywhere in the United States except Alaska and Hawaii.

Visionaire FX Home Theaters

Dean Homayouni
Small Theater Room
8/20/2013



L.A. AUDIO

Quote

DATE: 8/20/2013

111 S. Western Ave. Los Angeles, CA 90004
Phone: 213.252.0066 Fax: 213.252.0019

Bill To:		**Ship To:**	
Name	Dean Homayouni	Name	**Same as Bill To**
Company		Company	
Address	7792 Arnold Palmer Way	Address	
City, State ZIP	Las Vegas, Nevada 89149	City, State ZIP	
Phone	702-658-0969	Phone	
Fax	702-966-3707	Fax	
E-mail	deanhomayouni@gmail.com	E-mail	

Comments or Special Instructions:

PROJECT NAME	DEALER PO #	SHIP DATE	SHIP VIA	F.O.B. POINT	TERMS
					50/50

QUANTITY	DESCRIPTION	RETAIL	RETAIL COST
1	DreamVision Yunzi 3 Passive 3D Projector *includes 4 free Passive 3D glasses	$ 19,500.00	$ 19,500.00
1	Ceilng Mount for Projector	$ 100.00	$ 100.00
10	Box of 10 DreamVision Passive 3D Glasses	$ 100.00	$ 1,000.00
1	Da-Lite Da-Snap 3D Virtual Grey Projector Screen	$ 2,773.00	$ 2,773.00
7	Martin Logan Motion SLM on-wall speakers	$ 500.00	$ 3,500.00
2	Martin Logan Dynamo 1000 Subwoofer	$ 995.00	$ 1,990.00
1	Belkin USB 3.0 to HDMI Adapter	$ 94.97	$ 94.97
1	Yamaha BD-S673 Blu Ray Player	$ 329.95	$ 329.95
1	Yamaha RX-A3030 Receiver	$ 2,199.95	$ 2,199.95
1	Universal Remote Control MX-980	$ 549.00	$ 549.00
1	Cable Bundle	$ 1,700.00	$ 1,700.00
48	Collosus Movie Theater Seats	$ 300.00	$ 14,400.00
13	Visionaire FX Absorbing Panels (4'w x 8'h x 1"d)	$ 800.00	$ 10,400.00
1	Custom Frame for Da-Lite Projector Screen	$ 1,500.00	$ 1,500.00
	Labor for 3 man team for 4-5 days		$ 5,000.00
	Portable Room Build by Tran Designs		
	Metal Stud Embedded foam panels framing Walls, Ceiling, Ramp, Carpeting, Lighting, and Doors Large Custom Back lit Marquee over double doors 2 LED backlit customized movie posters Materials and Installation of the room (30'2"w x 43'8"'l x 10'h)		$ 44,604.00
	Subtotal		$ 109,640.87
	No Tax: Out of State Sale		$ -
	50% Deposit when Ordered	50%	$ 54,820.44
	40% when Installation Starts	40%	$ 43,856.35
	10% when finished	10%	$ 10,964.09
	TOTAL		$ 109,640.87

*This quote includes shipping to anywhere in the United States except Alaska and Hawaii.

EXHIBIT 20

InnerWorkings™

Vision

InnerWorkings is a global marketing supply chain organization. We help maximize our clients marketing initiatives by efficiently creating, procuring and delivering marketing materials and campaigns.

Strategy

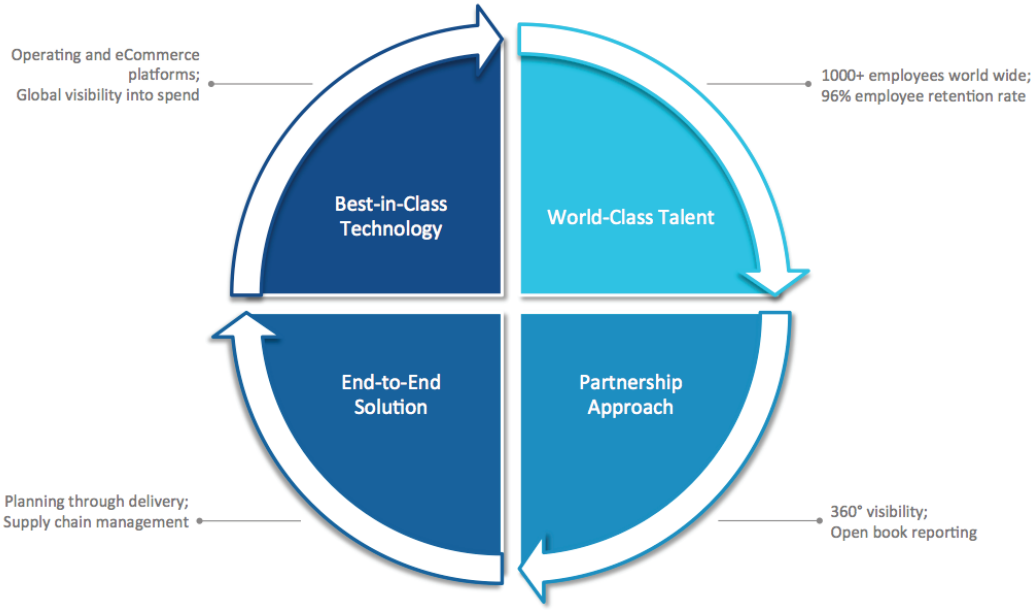
InnerWorkings is revolutionizing the antiquated, fragmented and inefficient print market by eliminating price inequality, taking advantage of excess manufacturing capacity and using our technology to intelligently deliver brands better than anyone else in the world and providing the lowest possible cost to our customers.

Strength

Our high service / low cost model and disciplined expense control have generated consistent organic revenue growth and improving operating profit and ROIC.

COMPANY OVERVIEW

InnerWorkings, Inc. is a leading global marketing supply chain company. With proprietary technology, an extensive supplier network and deep domain expertise, the Company creates, procures and delivers marketing materials and campaigns as part of its comprehensive outsourced solution. As many large companies have little visibility into their print spend, which is a significant corporate expense ranging from 1% to 4% of total revenue, InnerWorkings enables its clients to better manage their print procurement to save money and enhance quality.



Business Differentiators

Innovative business model: InnerWorkings' fully-integrated procurement solution disrupts the traditional print supply chain by aggregating the collective print demand of our clients and greatly increasing the number of suppliers that can efficiently bid for our clients' jobs.

Extensive and diverse supplier network: The 9,000+ suppliers in InnerWorkings' network were selected from tens of thousands of potential suppliers worldwide based on their ability to effectively deliver on price, service and quality.

Proprietary software and database: Our PPM4 technology allows us to match jobs with the supplier in our network best suited to produce the job at a highly-competitive price. Our proprietary database contains one of the largest independent repositories of equipment profiles and price data for print suppliers.

Deep domain knowledge and procurement management expertise: Our teams of account executives and procurement managers ensure high levels of execution and the on-time delivery of a quality product, while delivering domain expertise.

Scalable business: Our technology solution can support a significant increase in the number of clients we serve and jobs we process without significant capital investment. In addition, our extensive supplier network provides access to a vast reserve of manufacturing capacity without requiring any capital expense.

Key Stats

- More than 6,000 active clients
- 9,000+ suppliers in network
- Established presence in North America, Latin America, Europe and Asia
- InnerWorkings has been publicly traded since August 16, 2006

| 600 W. CHICAGO AVE., STE. 850 | CHICAGO, IL 60654 | 312.642.5452 |

InnerWorkings™

INNERWORKINGS GLOBAL FOOTPRINT

44 Locations Worldwide

CLIENT BENEFITS

SAVINGS

Guaranteed net savings of 10%-20%

Zero capital investment

Visibility and transparency into spend

QUALITY

Heightened brand consistency

Improved time to market

Hands off for marketing staff

Supplier diversity

INNOVATION

Core operating model success

Leading shifts in the market
"Go Green"
"Buy Local"

Leading Edge Technology

Display innovation

InnerWorkings has demonstrated its ability to drive costs out of the print supply chain by saving its clients close to $0.5B

| 600 W. CHICAGO AVE., STE. 850 | CHICAGO, IL 60654 | 312.642.5452 |

InnerWorkings™

PRODUCTS

From cutting-edge formats to complex custom designs, InnerWorkings delivers ink on any substrate. With our vast supplier network and expertise across more than 60 product categories, we can execute on any print, promotional or packaging project you have. Some of our most popular product categories include:

Additional Products:

Annual Reports
Bags
Binders
Booklets
Books
Boxes
Business Cards
Calendars
CD Sleeves
CDs
Checks
Coupons
Decals
DVDs
Envelopes
Flyers
Folders
FSIs
Greeting Cards
Index Tabs
Inserts
Large Format
Letterhead
Magazines
Magnets
Manuals
Maps
Newsletters
Pads
Paper
Postcards
Posters
Securities
Signage
Statements
Stationery
Tickets
Wearables

DIRECT MAIL

Work with us to develop direct mail programs that reach your target audience with maximum impact and efficiency. Not only can we develop multi-component printed pieces that cut through mailbox clutter, but we also offer additional services such as list hygiene, list rental, data processing, customer profiling and response tracking.

PROMOTIONAL PRODUCTS

InnerWorkings helps strengthen your brand awareness with over 500,000 customizable promotional products.Wearables, gifts, mugs, pens, balloons and much more can be personalized with your company name and/or logo to keep you top of mind with customers and prospects.

POINT-OF-SALE DISPLAYS

From diecutting to screen printed, InnerWorkings produces countless POS displays of all colors and dimensions. Whether your company is printing static clings or a larger-than-life display, InnerWorkings will deliver your display on-time and on-budget on a variety of substrates, including vinyl, sintra, paperboard and more. We also offer kit-packing and distribution of your POS programs.

COMMERCIAL PRINT

When it comes to marketing materials like corporate brochures, posters & flyers, we cover the entire spectrum, including 4-color process, large format, specialty print and more. We are able to produce high-quality collateral in any configuration while meeting your color requirements and most complex die-cutting requirements.

FORMS

InnerWorkings works with printed carbonless forms in every size and type. Invoices, receipts, work orders and custom forms are just a few of the formats we deliver for clients. Available in any color or style to fit your brand choose from a variety of templates or work with us to custom design your own unique look.

LABELS

Whether for use on folders, envelopes or as an aid in office organization, adhesive lables can be custom designed horizontally or vertically to lend a professional and colorful touch to your correspondence and packaging. Durable lables can be produced on a variety of substrates with bar codes to meet the demands of your business.

CATALOGS

Create a catalog that sells by beautifully showcasing your products. InnerWorkings ensures flexibility for all formats including standard, digest, slim-jim and tab sizes. A variety of available cutting and folding options yields catalogs in virtually any shape or size to meet your needs.

PACKAGING

InnerWorkings can fulfill all of your packaging needs. From containerboard to corrugated, we will procure and manage any size or shape box, including custom packaging, to ensure we meet or exceed your needs.

PLASTIC CARDS

Printed plastic cards can be customized with an unlimited combination of designs and color options. Choose from opaque, clear and transparent cards with dozens of ideas for special effects, including faux frosted cards, tint screens, lenticular and holographic imagery.

GAME BOARDS

In addition to print and promotional items InnerWorkings is your reliable, cost-efficient answer to production and manufacturing management for board games and puzzles. With our full service production capabilities and resources we supply quality products that meet the unique demands of our clients.

BANNERS

Whether hemmed with grommets, pole pockets or customized in your own way, InnerWorkings can create your indoor or outdoor banner, complete with weather resistant ink, on virtually any material you prefer, from vinyl to canvas and beyond.

PUBLICATIONS

Count on InnerWorkings for cost-effective, high-quality books and magazines. From print runs in the millions to print-on-demand, InnerWorkings offers a variety of manufacturing options and publishing expertise to deliver outstanding product every time.

INWK NASDAQ LISTED

INTELLIGENT BRAND DELIVERY

CORPORATE HEADQUARTERS: 600 W. CHICAGO AVE., SUITE 850 | CHICAGO, IL 60654 | MAIN 312.642.3700 | WWW.INWK.COM

Dean Homayouni

From: Dean Homayouni <deanhomayouni@gmail.com>
Sent: Thursday, September 05, 2013 11:03 PM
To: cmayhew@v3imaging.com
Subject: FW: Quote

Importance: High

See the pricing in Yellow. This was the cheapest I could find.

From: Butts, Warren [mailto:WButts@inwk.com]
Sent: Friday, August 23, 2013 7:20 AM
To: deanhomayouni@gmail.com
Subject: Quote
Importance: High

Hi Dean

1000 Blu-ray 25 with color print on disc, 4/0 wrap, blu-ray case polywrapped. $ 3.00 each
2500 Blu-ray 25 with color print on disc, 4/0 wrap, blu-ray case polywrapped. $2.50 each
5000 Blu-ray 25 with color print on disc, 4/0 wrap, blu-ray case polywrapped. $1.80 each
10000 Blu-ray 25 with color print on disc, 4/0 wrap, blu-ray case polywrapped. $1.50 each
25000 Blu-ray 25 with color print on disc, 4/0 wrap, blu-ray case polywrapped. $1.30 each

- Prices include all setup charges but do not include AACS fee's which are $450 per title plus $.04 per disc
- Shipping/handling are additional from iDEA Media an InnerWorkings Company CA
- Industry standard +/- 10% over and under run apply to all custom manufactured products

Booklet 8 page

1,000 .55 each
2,500 .40 each
5,000 .30 each
10,000 .19 each
25,000 .175 each

Booklet 16 page

1,000 .65 each
2,500 .50 each
5,000 .40 each
10,000 .29 each
25,000 .275 each

Warren Butts
Sales Representative

T: 312.277.1392 | C: 773-673-6270
E-FAX 312-929-0712
E: wbutts@inwk.com | www.inwk.com

iDEA Media an InnerWorkings Company | **600 W. Chicago Ave. #850, Chicago, IL 60654**

EXHIBIT 21

GROUND BREAKING 3D UNDERWATER PRODUCTS

We painstakingly took three years to address multiple technical issues in filming underwater. Our stabilization, color, 3D Effects, techniques, processes and procedures are ground breaking. We continue to push the envelope everyday searching to make our products better, faster and more affordable. **READ THE FOLLOWING PAGES to FIND OUT MORE.**

Letter From Our President

It is my love and appreciation for the Underwater World that lead to the formation of 3D Action Video Inc. 3 years ago. Through the combined efforts of scuba divers, underwater videographers and high technology personnel we set out to solve the puzzle to create truly amazing 3D underwater videos in the most vibrant colors. When I viewed the movie Avatar I was mesmerized by the assets floating in negative space (i.e. in front of the screen plane"). I immediately recognized that James Cameron had used his experiences of scuba diving to bring such assets into the 3D world.

We had many technological hurdles to conquer, including learning to be effective in filming 3D, how to bring back the magnificent colors that are the Hallmark of our products and bring down rendering times by a factor of 100. Our journey involved reviewing over 100 software applications and over 1,500 effects and colorization tools. We settled on a final set of 30 post production procedures we currently utilize to get our great "Out of The Box 3D" with minimal eyestrain using our "Strainless Vision" procedures and techniques. These procedures involved thousands of renders.

We further had to solve productivity issues to exponentially reduce rendering times. We currently utilize quad Xeon CPU computers that have increased our productivity and allow us to effectively use the wonderful tools, without which we could not have implemented our ground breaking procedures.

I am positive all of you will find our new product lines of (1) great underwater 3D movies, (2) private label products, (3) periodic viewing stations, (4) the immersive "Interactive Sea Critter Viewing Experience" and (5) the Aquarium 3D Theater Venue to be ground breaking and immersive products. All of our products have a strong educational component starting with the professional "Coral Reef Teacher's Guide" made by ReefRelief.org and the fantastic royalty free pictures available to use for free. It has always been my goal to excite and incite all people of all genders and ages to experience the underwater world and its wonders.

C. Dean Homayouni, Esq., CPA

CONTACT A REPRESENTATIVE TODAY:

7792 Arnold Palmer Way, Las Vegas NV 89149 USA (702) 658-0969, (702) 966-4707 fax www.3DActionVideoInc.com

1.702.658.0969

GREAT PRODUCTS GREAT TERMS GREAT MARGINS

Franko Maps is proud to co-brand these great products (with fish ID card included in the 16 page brochure)

DEMA BOOTH 2542: Mark Your Map

THE 3D BLU-RAY WILL FILL THE DIVE JUNKETS

1 GREAT CREDIT TERMS

We provide 120 day credit terms. You receive the "30 Pack" and pay us within 4 months OR on re-order; which ever is earlier.

2 GREAT MARGINS

The 3D Blu-rays have a suggested retail price of $24.95. You pay us $14 for each Blu-Ray. Great Margins.

3 SMALL COUNTER SPACE

Our 30 Pack is designed to be non-intrusive and takes up minimal counter space. Play the movie to start a great conversation.

Your Success Is Our Priority

Multiple 3D Blu-rays and 2 new releases per year.

We have three (3) current releases and 2 more on the way. We are able to produce two new Blu-ray per year in the most stunning 3D abd vibrant colors. The new titles will result in recurring sales. Many of the dive sites are from the Caribbean and directly applicable to your dive junkets. You can play the 3D Blu-ray in your Dive Shop as a conversation piece and entice your patorns to go on the next dive junket. The applicable Blu-ray can be sold as a preview of what your patrons will see.

The 30 Pack

The 30 Pack requires minimal counter space and has great margins. The colorful packaging will catch the eye of your patrons. Have one of the 3D Blu-rays playing inside your Dive Shop and watch the products fly off the shelf. Ths is a supplemental method to market your dive junkets.

Multiple Titles and More to Come

All of the Blu-rays are scientific and educational. They are made for scuba divers by scuba divers. The scripts provide a detailed discussion of coral reefs, how they form and the dangers they face from pollution, over-fishiing and global warning. Your clients will appreciate the informative scripts.

Educational

Review the Coral Reef Teacher's Guide to have more in depth discussions with your children when you watch 3D Coral Reef Aquarium a second or third time. The guide contains information to allow your child to get a more in depth knowledge of Coral Reefs and this knowledge will remain with them an entire lifetime as they view other movies that explore the underwater world. Your children can use the guide and the included photographs to write a great research paper for school.

Aquarium Products

One world describes our products: STUNNING. We spent three years to solve multiple technical issues with the goal of having a viewer feel as if they are scuba diving.

3D Theater

We have available for large Aquariums the "3D Theater Experience". The 3D Theater Experience provides a mesmerizing 75 minute 3D tour of the coral reef with a scientific discussion of how coral reefs formed, the sea critters that call the coral reef their home and dangers faced by coral reefs

. We provide four (4) 75 minute films to allow for different movies to be played during the day covering a wide variety of subjects. Aquariums are NOT limited by our standard product. We have 42 pages of script that an Aquarium can pick and choose exactly what it wants included or the Aquarium can write its own script. Because we own all of the footage we can place voiceover that is in the language the aquarium desires. We have many different solutions, including indoor and outdoor solutions configured in a 30 seat, 40 seat and 50 seat configurations. We also have a periodic viewing station experience if your Aquarium does not have room for a formal theater.

Only native shot 3D footage can deliver an "Outside the Box 3D" experience and edited using our "Strainless 3D Vision" procedures and techniques that results in a mesmerizing viewing experience. It took us over two years to develop these techniques and procedures to provide a colorful underwater viewing experience and make the viewer feel as if they are actually scuba diving.

The 75 minute 3D Experience has hundreds of fish floating in 3D space. The experience is outstanding. From the youngest child to the oldest adult; the entire audience will be reaching into air trying to touch the sea critters that are floating in front of their eyes. You want the audience mesmerized and so do we.

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Interactive Critter Experience

The Interactive Critter Experience is our latest product due for release in the First Quarter of 2014. This product was painstaking put together by scuba divers, underwater videographers and high technology experts. The Interactive Critter Experience combines Windows 8 touchscreen self-contained computers with over 3 hours of footage and voice over describing over 100 critters and corals that call the coral reef their home. A patron or

child that desires a more information on the “Sea Critter” they are viewing can find the critters picture and touch the chosen picture to receive an informative discussion on the unique animal. This is a great way for persons of all ages to not only see the Sea Critter in your Aquarium tank, but also to hear and see additional film and scientific discussion of the animal, including name, Latin Name, habitat and other information data delivered in a fun and easy to use way. The world is going “touch” and we believe the product is fun to use, informative and educational.

Periodic Viewing Station

For Aquariums that do not have the recommended space available for formal theater

we have a periodic viewing station solution where 3D monitors are strategically placed throughout your facility and play 3 minute exciting and informative 3D segments.. All of the periodic viewing stations are self-contained and the film automatically loops from the USB thumb drive that contains the segment. The units are easy to maintain and only has one electronic device (i.e. the 3D television). We have figured out the technology to ensure the monitors have maximum uptime. No Blu-ray player, not requirement for streaming internet and no back office computer is required to implement this solution. The typical viewing station of a 55 inch Passive 3D TV either attached to a wall using a standard wall mount or handing from a brace from the ceiling. We use passive 3D technology in order to create a maintenance fee experience. No batteries going dead; no syncing of active shutter glasses; the 3D experience is the same as in the movie theater. Easy to use and maintain. We have a many frames you can choose from for the viewing stations if they are attached to a wall, including frame style and color to fit the your facility.

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Private Label Products

One of the most perplexing questions—and, consequently, a compelling opportunity—concerns why vendors include other vendors' 3D products (such as short 3D video segments) in their packaging that adds no apparent value to the component purchase. A perfect example is our recent purchase of a 3D kit from Mitsubishi for $369 to outfit a 73 inch 3D-ready TV in order to play and test 3D Blu-Rays. Included in the Mitsubishi package is a Walt Disney 3D Showcase Disc entitled "Disney Digital 3D Powered by Blu-Ray." The disk is about 15 minutes long and *only* promotes the Disney animated 3D movies. There is no advertising on the Blu-Ray case for Mitsubishi, nor does any of the actual content mention Mitsubishi products. Inside the Blu-ray case is a flyer directing the patron to the Disney website (not Mitsubishi's) and promoting other Disney products (and not Mitsubishi's products). The entire setup is ridiculous.

We believe a private label Blu-ray with the cover artwork you desire and you participating in the final contents is compelling. We have the ability to make a sixteen (16) page mini-brochure that snugly fits inside the blue ray case. This 16 page "mini-brochure" can relay a special message for your facility. You can determine what you want the contents to be. The brochure can include discount coupons to purchase products your organization may offer.

Because you control the content, you also control the front end to the movie and can add extra chapters to relay special messages you want the viewer to hear. Two examples of add-on chapters we included in "3D Coral Reef Aquarium" are (i) "Isla Cozumel" which is a short 4 minute promotional video for Cozumel that plays on the ferry ride from Playa Del Carmen to Cozumel and (ii) "Losing Nemo" that was made by 23 professionals in their spare time over 2 years that discusses the depletion of fish in the oceans as a result of over fishing.

Sit back and imagine the types of messages you want the purchases of the Blu-ray to see and hear and get that important message through another form of media. These messages can be special programs your Organization is involved with or promotes, including scientific research and studies. We can add as supplemental chapters at the end of the movie special messages you desire the viewers to see and experience.

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Customized 16 Page Brochure

A Key component of the Private Label Product is up to a 16 page brochure included as part of the Blu-ray that allows you and your partners to relay the special message of your Aquarium or organization.

The brochure allows you to relay to the reader that special message in vibrant colors to explain the programs your group is involved in.

You Control the Front End and Back End.

Your Private Label can give that special message before the movie starts and supplemental chapters after the movie to explain your programs or products. You can also sell to other parties flyers and discount coupons that are inside the Blu-ray case. You control and market what contents go inside the Blu-ray case. Even the Blu-ray wrapper is customized to reflect your organization's name.

KEY COMPONENTS OF THE PRIVATE LABEL PRODUCT

- A 3D Blu-Ray will be entirely labeled a **YOUR** product. 3D Action Video Inc. will be replaced with the name of YOUR AQUARIUM or ORGANIZATION.
- The title of the Blu-Ray will be title you choose.
- The artwork and wrapper on the Blu-ray will be a wrapper you approve.
- Inside the Blu-Ray should be a flyer and a promotion code for the patron to get a discount on select products (discount code) if purchased directly from your gift shop or your website.
- In order to get the discount the patron has to register the product and also provide contact information.
- Your organization can include up to a 16 page brochure that gives the message you want to give.
- The beginning of the movie has a promotion and advertisement of what you want to promote; not the producer of the Blu-ray.
- The Blu-Ray can have extras at the end that discusses topics or issues that are important to your organization.
- The Blu-Ray will provide up to 75 minutes of 3D entertainment for the family.
- The overall value and customer relationship management potential of this type of multi-faceted advertising and cross marketing makes this extremely cost effective.

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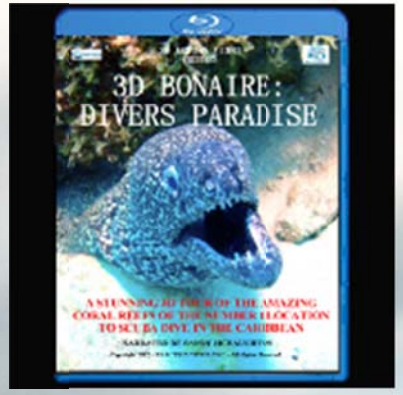
Your Partner For Success

3D Action Video Inc.

SIGN UP NOW!!!

We are constantly filming and updating our library. We have two current releases on the market today: (i) 3D Coral Reef Aquarium and (ii) Shallow Shore to Reef Line. We are tentatively scheduled to release “The Big Three: The Magical Reefs of Bonaire, Cozumel and the Grand Caymans” on December 15, 2013 and "3D Bonaire: Divers Paradise" in the first quarter of 2014. We have our "Coming Soon" web page that provides information of the four planned productions after we complete 3D Bonaire: Divers Paradise in the first quarter of 2014. The “30 Pack” ships in January 2014.



Educate and Engage Customers

Ground Breaking 3D Procedures and Techniques

DEMA SPECIAL – LIMITED TIME OFFER

(BUY THE 30 PACK: NO PAYMENTS FOR 120 DAYS)

1. Take the first important step. Call Dean Homayouni at 702-658-0969 and let’s get started. Your payments terms are easy and the products are ground breaking.

2. Dive Shops start with the 30 Pack. We also have the Interactive Sea Critter Experience available for your organization. It is a self-contained touch screen Windows 8 computer ready to go.

CONTACT A REPRESENTATIVE TODAY:
7792 Arnold Palmer Way, Las Vegas, Nevada 89149 USA
(702) 658-0969 (702) 966-3707 fax
www.3DActionVideoInc.com

EXHIBIT 22

3D ACTION VIDEO INC.

BALANCE SHEETS AS OF DECEMBER 31, 2012 AND SEPTEMBER 30, 2013

	(Unaudited) December 31, 2012	(Unaudited) September 30, 2013
ASSETS		
Bank of America	$0	$0
Inventory Asset	$5	$5
Total Current Assets	$5	$5
Fixed Assets		
Fixed Assets		
Computers	$12,544	$13,295
Film Stock	$150,000	$150,000
Furniture and Equipment	$7,375	$7,375
Machinery	$25,417	$37,023
Software	$29,070	$29,548
Total Fixed Assets	$221,405	$237,241
Accumulated Depreciation		
Accum. Depre. - Computers	($2,509)	($5,293)
Accum. Depre. - Furn. & Fixture	($1,054)	($1,758)
Accum. Depre. - Machinery	($3,592)	($7,451)
Accum. Depre. - Software	($8,005)	($13,719)
Total Accumulated Depreciation	($15,160)	($28,221)
Net Fixed Assets	$206,245	$209,020
Other Assets		
R & D - Film Processing	$55,000	$100,000
TOTAL ASSETS	**$261,250**	**$309,025**
LIABILITIES AND SHREHOLDERS' EQUITY		
Current Liabilities		
Accounts Payable	$14,902	$21,912
Loan Payable	$0	$20,000
Total Current Liabilities	$14,902	$41,912
Shareholders' Equity		
Common Stock - Series A	$400	$400
Additional Paid in Capital	$276,051	$334,720
Retained Earnings	$0	($30,103)
Current Year Net Income	($30,103)	($37,905)
Total Shareholders' Equity	$246,348	$267,113
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY	**$261,250**	**$309,025**

3D ACTION VIDEO INC.

PROFIT AND LOSS FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2012 AND THE NINE MONTHS ENDED SPETEMBER 30, 2013

	(Unaudited) Twelve Months Ended December 31, 2012	(Unaudited) Nine Months Ended September 30, 2013	(Unaudited) Inception to Date
Ordinary Income/Expense			
Income			
Merchandise Sales	$224	$0	$224
Total Income	$224	$0	$224
Cost of Goods Sold			
Adobe After Effects Templates	$331	$0	$331
Amazon Selling Fees	$280	$0	$280
Chase Paymentech	$225	$135	$360
Cost of Goods Sold	$254	$0	$254
Total COGS	$1,089	$135	$1,224
Gross Profit	($866)	($135)	($1,001)
Expense			
Advertising and Promotion	$106	$822	$928
Artwork	$22	$21	$21
Audio	$0	$80	$80
Bank Transaction Fee	$0	$51	$51
Business Cards	$0	$134	$134
Camera Supplies	$0	$275	$275
Cash Over and Short	$0	$0	$22
Chromakey Supplies	$0	$322	$322
Conventions	$0	$1,968	$1,968
Depreciation Expense			
Depre. Exp. - Computers	$2,509	$2,784	$5,293
Depre. Exp. - Equip - Camera	$1,683	$0	$1,683
Depre. Exp. - Equip - Dive Gear	$91	$0	$91
Depre. Exp. - Furn. & Equip.	$1,054	$704	$1,758
Depre. Exp. - Machinery	$1,818	$3,859	$5,677
Depre. Exp. - Software	$8,006	$5,714	$13,719
Filing Fees	$0	$2,223	$2,223
Flooded Camera Equipment	$576	$0	$576
DAN Insurance	$0	$175	$175
Internet	$480	$480	$960
Medical	$432	$0	$432
Memberships	$0	$225	$225
Miscellaneous Expense	$175	$0	$175
Office Supplies	$0	$390	$390
Postage and Delivery	$75	$387	$462
Presentation Materials	$0	$252	$252
Proseries Tax Return Fee	$0	$44	$44
Registered Agents	$0	$49	$49
Rent Expense - Office	$2,664	$0	$2,664
Repairs and Maintenance	$0	$200	$200
Scuba - Dive Master Tip	$0	$300	$300
Scuba Diving Related	$223	$3,899	$4,122
Software Rental	$50	$400	$450
Subscriptions	$0	$88	$88
Supplies - Computers	$1,371	$1,912	$3,283

3D ACTION VIDEO INC.

PROFIT AND LOSS FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2012 AND THE NINE MONTHS ENDED SPETEMBER 30, 2013

	(Unaudited) Twelve Months Ended December 31, 2012	(Unaudited) Nine Months Ended September 30, 2013	(Unaudited) Inception to Date
Supplies - Office	$83	$331	$414
Supplies - Other	$27	$0	$27
Telephone Expense	$0	$269	$269
Templates	$100	$732	$832
Training Courses	$542	$0	$542
Travel Expense			
Airfare	$1,949	$2,326	$4,276
Ferry Ride	$26	$26	$52
Gasoline	$155	$217	$372
Interval International	$0	$730	$730
Lodging	$2,162	$2,536	$4,698
Meals and Entertainment	$935	$711	$1,646
Parking Fees	$0	$2	$2
Rental Car	$0	$376	$376
Taxi	$15	$125	$140
Utilities	$1,200	$0	$1,200
Voiceover and Sound	$0	$1,400	$1,400
Web Services	$709	$232	$942
Total Expense	$29,237	$37,770	$67,007
Net Ordinary Income	($30,102)	($37,905)	($68,008)
Net Income	**($30,102)**	**($37,905)**	**($68,008)**

3D ACTION VIDEO INC.

STATEMENT OF CASH FLOWS FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2012 AND THE NINE MONTHS ENDED SPETEMBER 30, 2013

	(Unaudited) Twelve Months Ended December 31, 2012	(Unaudited) Nine Months Ended September 30, 2013	(Unaudited) Inception to Date
OPERATING ACTIVITIES			
Net Income	($30,103)	($37,905)	($68,008)
Adjustments to reconcile Net Income			
to net cash provided by operations:			
Inventory Asset	($5)	$0	($5)
Accounts Payable	$14,902	$7,010	$21,912
Loan Payable	$0	$20,000	$20,000
Net cash provided by Operating Activities	($15,206)	($10,895)	($26,101)
INVESTING ACTIVITIES			
Fixed Assets:Computers	($12,544)	($750)	($13,294)
Fixed Assets:Film Stock	($150,000)	$0	($150,000)
Fixed Assets:Furniture and Equipment	($7,375)	$0	($7,375)
Fixed Assets:Machinery	($25,417)	($11,607)	($37,023)
Fixed Assets:Software	($26,070)	($3,479)	($29,548)
Accumulated Depreciation: Computers	$2,509	$2,784	$5,293
Accumulated Depreciation: Furniture & Fixtures	$1,054	$704	$1,758
Accumulated Depreciation: Machinery	$3,592	$3,859	$7,451
Accumulated Depreciation: Software	$8,005	$5,714	$13,719
R & D - Film Processing	($55,000)	($45,000)	($100,000)
Net cash provided by Investing Activities	($261,245)	($47,774)	($309,019)
FINANCING ACTIVITIES			
Increase in Additional Paid in Capital	$276,051	$58,669	$334,720
Increase in Capital Stock	$400	$0	$400
Net cash provided by Financing Activities	$276,451	$58,669	$335,120
Net cash increase for period	$0	($0)	$0
Cash at end of period	$0	($0)	$0

3D ACTION VIDEO INC.

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
AS OF SEPTEMBER 30, 2013

Description	Shares of Series A **Common Stock**	**Stock Amount**	**Add'l Paid in Capital**	**Accumulated Earn /(Deficit)**	**Total**
Beginning balance 12-15-2012	-	$ -	$ -	$ -	$ -
Issuance of stock for FMV contribution of assets	40,000	$ 400	$ 221,051	$ -	$ 221,451
Fair Market Value of research and development	-	-	$ 55,000		$ 55,000
Loss for 12 months ended December 31, 2013	-	$ -	$ -	$ (30,102)	$ (30,102)
Blance at 12-31-2012	40,000	$ 400	$ 276,051	$ (30,102)	$ 246,349
Additional assets contributed by shareholders	-	-	$ 13,669		$ 13,669
Fair Market Value of research and development	-	-	$ 45,000		$ 45,000
Loss for the nine months ended September 30, 2013	-	-	$ -	($37,905)	$ (37,905)
Ending balance	**40,000**	**$ 400**	**$ 334,720**	**$ (68,007)**	**$ 267,113**

3D Action Video Inc.
A/P Aging Detail
As of September 19, 2013

Type	Date	Num	Name	Due Date	Aging	Open Balance
Current						
Bill	8/21/2013	Mysti...	C. Dean Homayouni	9/20/2013		400.00
Bill	8/30/2013	Tiffen...	C. Dean Homayouni	9/29/2013		100.92
Bill	9/3/2013	Hand ...	C. Dean Homayouni	10/3/2013		158.85
Bill	9/3/2013	Proje...	C. Dean Homayouni	10/3/2013		92.96
Bill	9/4/2013	7-11	C. Dean Homayouni	10/4/2013		9.20
Bill	9/5/2013	Regis...	C. Dean Homayouni	10/5/2013		49.00
Bill	9/5/2013	Nev. ...	C. Dean Homayouni	10/5/2013		50.00
Bill	9/5/2013	Smile...	C. Dean Homayouni	10/5/2013		99.00
Bill	9/5/2013	Winzip	C. Dean Homayouni	10/5/2013		49.99
Bill	9/5/2013	Busin...	C. Dean Homayouni	10/5/2013		134.02
Bill	9/5/2013	Smile...	C. Dean Homayouni	10/5/2013		8.88
Bill	9/5/2013	Smile...	C. Dean Homayouni	10/5/2013		89.99
Bill	9/5/2013	Smile...	C. Dean Homayouni	10/5/2013		19.99
Bill	9/7/2013	Roya...	C. Dean Homayouni	10/7/2013		29.99
Bill	9/7/2013	Office...	C. Dean Homayouni	10/7/2013		16.74
Bill	9/7/2013	Royn...	C. Dean Homayouni	10/7/2013		19.95
Bill	9/7/2013	Office...	C. Dean Homayouni	10/7/2013		38.95
Bill	9/7/2013	Office...	C. Dean Homayouni	10/7/2013		44.85
Bill	9/7/2013	Wall...	C. Dean Homayouni	10/7/2013		80.98
Bill	9/8/2013	Office...	C. Dean Homayouni	10/8/2013		42.10
Bill	9/8/2013	Comp...	C. Dean Homayouni	10/8/2013		275.94
Bill	9/9/2013	Powe...	C. Dean Homayouni	10/9/2013		129.99
Bill	9/9/2013	Office...	C. Dean Homayouni	10/9/2013		71.30
Bill	9/10/2013	Draft ...	C. Dean Homayouni	10/10/2013		30.00
Bill	9/11/2013	Office...	C. Dean Homayouni	10/11/2013		12.42
Bill	9/12/2013	The E...	C. Dean Homayouni	10/12/2013		213.00
Bill	9/12/2013	MEO...	C. Dean Homayouni	10/12/2013		300.00
Bill	9/12/2013	LV Pa...	C. Dean Homayouni	10/12/2013		2.00
Bill	9/12/2013	Gold ...	C. Dean Homayouni	10/12/2013		5.00
Bill	9/12/2013	Offie ...	C. Dean Homayouni	10/12/2013		39.94
Bill	9/13/2013	Intuit ...	C. Dean Homayouni	10/13/2013		44.32
Bill	9/13/2013	7-11 ...	C. Dean Homayouni	10/13/2013		10.52
Bill	9/16/2013	FedE...	C. Dean Homayouni	10/16/2013		98.70
Bill	9/16/2013	Walm...	C. Dean Homayouni	10/16/2013		53.99
Total Current						2,823.48
1 - 30						
General Journal	8/27/2013	69	C. Dean Homayouni			11,224.12
General Journal	8/27/2013	105	Susan Homayouni			7,251.44
Check	8/29/2013		C. Dean Homayouni			-2,558.00
Check	8/29/2013		C. Dean Homayouni			-6,650.04
Check	8/29/2013		C. Dean Homayouni			-3,100.00
Bill	8/14/2013	Ike W...	C. Dean Homayouni	9/13/2013	6	1,000.00
General Journal	9/18/2013	111	C. Dean Homayouni			-2,980.84
Total 1 - 30						4,186.68
31 - 60						
Total 31 - 60						
61 - 90						
Total 61 - 90						
> 90						
General Journal	12/31/2012	59	C. Dean Homayouni			14,902.00
Total > 90						14,902.00
TOTAL						**21,912.16**

3D Action Video Inc.
Transaction Detail by Account
January 2012 through September 2013

Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
Bank of America								
Check	1/7/2012		Cyberlink			Software	-59.95	-59.95
Check	1/15/2012		Ridgemount Townh...			Rent Expense ...	-222.00	-281.95
Check	1/15/2012		Cox			Internet	-39.99	-321.94
Check	1/15/2012		Nevada Power			Utilities	-100.00	-421.94
General Journal	1/31/2012	16		Reconcile Ca...		APIC - CDH	59.95	-361.99
Check	2/7/2012		SWREG Digital River			Supplies - Co...	-120.00	-481.99
Check	2/7/2012		Techsmith			Supplies - Co...	-49.95	-531.94
Check	2/7/2012		Bimesoft			Software	-120.00	-651.94
Check	2/9/2012		Pond5.com			Adobe After Ef...	-80.00	-731.94
Check	2/15/2012		Ridgemount Townh...			Rent Expense ...	-222.00	-953.94
Check	2/15/2012		Cox			Internet	-39.99	-993.93
Check	2/15/2012		Nevada Power			Utilities	-100.00	-1,093.93
Check	2/17/2012		RPS Software			Software	-49.50	-1,143.43
Check	2/21/2012		SWREG Digital River			Software	-35.40	-1,178.83
Check	2/29/2012		NewBlue Inc.			Software	-299.95	-1,478.78
Check	2/29/2012		TubeTape.com			Software	-111.05	-1,589.83
General Journal	2/29/2012	17		Reconcile Ca...		APIC - CDH	865.85	-723.98
Check	3/6/2012		Cyberlink			Software	-75.95	-799.93
Check	3/7/2012		ask/net			Supplies - Co...	-29.99	-829.92
Check	3/10/2012		3dtv.at			Software	-86.00	-915.92
Check	3/12/2012		Cyberlink			Software	-84.95	-1,000.87
Check	3/15/2012		Ridgemount Townh...			Rent Expense ...	-222.00	-1,222.87
Check	3/15/2012		Cox			Internet	-39.99	-1,262.86
Check	3/15/2012		Nevada Power			Utilities	-100.00	-1,362.86
Check	3/20/2012		Pond5.com			Adobe After Ef...	-60.00	-1,422.86
Check	3/21/2012		Pond5.com			Adobe After Ef...	-25.00	-1,447.86
Check	3/21/2012		Pond5.com			Adobe After Ef...	-70.00	-1,517.86
Check	3/22/2012		DropDrop.com			Adobe After Ef...	-96.00	-1,613.86
Check	3/22/2012		OfficeMax			Advertising an...	-32.42	-1,646.28
General Journal	3/31/2012	18		Reconcile Ca...		APIC - CDH	560.31	-1,085.97
Check	4/11/2012		Expedia			Airfare	-1,078.80	-2,164.77
Check	4/13/2012		Amazon.com			Advertising an...	-73.50	-2,238.27
Check	4/15/2012		OfficeMax			Supplies - Co...	-20.53	-2,258.80
Check	4/15/2012		Ridgemount Townh...			Rent Expense ...	-222.00	-2,480.80
Check	4/15/2012		Cox			Internet	-39.99	-2,520.79
Check	4/15/2012		Nevada Power			Utilities	-100.00	-2,620.79
Check	4/18/2012		Tiara Air	Airfare - Sue ...		Airfare	-413.52	-3,034.31
Check	4/18/2012		Jordanka			Meals and Ent...	-10.54	-3,044.85
Check	4/19/2012		Intl Food Market			Meals and Ent...	-2.70	-3,047.55
Check	4/20/2012		B & H			Equipment - C...	-1,295.00	-4,342.55
Check	4/20/2012		Equinox			Equipment - C...	-2,200.00	-6,542.55
Check	4/21/2012		WinZip			Supplies - Co...	-29.95	-6,572.50
Check	4/22/2012		Moviola / J&R Film ...			Training Cours...	-45.00	-6,617.50
Check	4/23/2012		Dashwood Cinema ...			Training Cours...	-87.50	-6,705.00
Check	4/27/2012		Amazon.com			Equipment - C...	-131.59	-6,836.59
General Journal	4/30/2012	20		Reconcile Ca...		APIC - CDH	5,388.63	-1,447.96
Check	5/2/2012		Best Buy			Equipment - C...	-576.16	-2,024.12
Check	5/4/2012		3dtv.at			Software	-25.00	-2,049.12

3D Action Video Inc.
Transaction Detail by Account
January 2012 through September 2013

Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
Check	5/8/2012		Equinox			Equipment - C...	-1,500.00	-3,549.12
Check	5/9/2012		GR8 Divn Inc.			Supplies - Office	-25.94	-3,575.06
Check	5/10/2012		Equinox			Equipment - C...	-675.00	-4,250.06
Check	5/10/2012		GR8 Divn Inc.			Supplies - Office	-25.92	-4,275.98
Check	5/10/2012		Insel Air			Airfare	-129.00	-4,404.98
Check	5/15/2012		Ridgemount Townh...			Rent Expense ...	-222.00	-4,626.98
Check	5/15/2012		Cox			Internet	-39.99	-4,666.97
Check	5/15/2012		Nevada Power			Utilities	-100.00	-4,766.97
Check	5/17/2012		Van Den Tweel			Meals and Ent...	-28.39	-4,795.36
Check	5/19/2012		Tropicana Bonaire ...			Lodging	-2,100.00	-6,895.36
Check	5/19/2012		Seattle's Best Coffe...			Meals and Ent...	-4.00	-6,899.36
Check	5/19/2012		Airport Hospitality In...			Meals and Ent...	-8.75	-6,908.11
Check	5/19/2012		Sbarro			Meals and Ent...	-10.25	-6,918.36
Check	5/19/2012		AirTran Airways			Airfare	-96.00	-7,014.36
Check	5/20/2012		Van Den Tweel			Meals and Ent...	-78.11	-7,092.47
Check	5/20/2012		Rumrunners and Re...			Meals and Ent...	-30.00	-7,122.47
Check	5/20/2012		Van Den Tweel			Meals and Ent...	-7.29	-7,129.76
Check	5/20/2012		Sentro Dental Bonaire			Medical	-264.32	-7,394.08
Check	5/20/2012		Tiara Air			Airfare	-68.00	-7,462.08
Check	5/21/2012		Kooyman			Supplies - Other	-26.67	-7,488.75
Check	5/21/2012		Den Hartog Beheer ...			Meals and Ent...	-13.00	-7,501.75
Check	5/21/2012		Lisa Cinvenience St...			Supplies - Co...	-13.00	-7,514.75
Check	5/21/2012		Your Scuba Store B...			Scuba Diving ...	-65.00	-7,579.75
Check	5/22/2012		Richi Good Import S...			Meals and Ent...	-16.65	-7,596.40
Check	5/22/2012		Bonaco N.V.			Gasoline	-40.00	-7,636.40
Check	5/23/2012		Den Hartog Beheer ...			Meals and Ent...	-11.50	-7,647.90
Check	5/24/2012		Rumba Cafe			Meals and Ent...	-31.00	-7,678.90
Check	5/24/2012		Taxi - Playa Del Car...			Taxi	-15.00	-7,693.90
Check	5/25/2012		Rumba Cafe			Meals and Ent...	-33.00	-7,726.90
Check	5/26/2012		Carimex N.V.			Supplies - Office	-8.70	-7,735.60
Check	5/26/2012		Kimbama Bar Resta...			Meals and Ent...	-110.00	-7,845.60
Check	5/26/2012		Bonaco N.V.			Gasoline	-40.00	-7,885.60
Check	5/26/2012		Carimex N.V.			Meals and Ent...	-21.75	-7,907.35
Check	5/26/2012		Wannake Bonaire			Meals and Ent...	-50.00	-7,957.35
Check	5/27/2012		Van Den Tweel			Meals and Ent...	-24.88	-7,982.23
Check	5/27/2012		Julian's Cafe Resta...			Meals and Ent...	-59.00	-8,041.23
Check	5/27/2012		Unknown			Meals and Ent...	-59.00	-8,100.23
Check	5/27/2012		Kwik Stop Stop N.V.			Meals and Ent...	-12.35	-8,112.58
Check	5/27/2012		Van Den Tweel			Meals and Ent...	-28.39	-8,140.97
Check	5/28/2012		Bonaco N.V.			Gasoline	-60.00	-8,200.97
Check	5/28/2012		Rumrunners and Re...			Meals and Ent...	-90.50	-8,291.47
Check	5/29/2012		Kwik Stop Stop N.V.			Meals and Ent...	-9.87	-8,301.34
Check	5/30/2012		New Green Submar...			Scuba Diving ...	-158.00	-8,459.34
Check	5/30/2012		Seattle's Best Coffe...			Meals and Ent...	-10.06	-8,469.40
Check	5/30/2012		Marletplace Restaur...			Meals and Ent...	-45.68	-8,515.08
Check	5/30/2012		Bonaco N.V.			Gasoline	-15.00	-8,530.08
Check	5/30/2012		14-bis Marketplace ...			Meals and Ent...	-45.68	-8,575.76
Check	5/30/2012		Kwik Stop Stop N.V.			Meals and Ent...	-12.35	-8,588.11
Check	5/30/2012		Bonaire Fun Apartm...			Lodging	-61.50	-8,649.61

3D Action Video Inc.
Transaction Detail by Account
January 2012 through September 2013

Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
Check	5/30/2012		Tiara Air			Airfare	-68.00	-8,717.61
Check	5/31/2012		AirTran Airways			Airfare	-96.00	-8,813.61
Check	5/31/2012		Stitching Continue ...			Medical	-168.00	-8,981.61
General Journal	5/31/2012	21		Reconcile Ca...		APIC - CDH	7,156.66	-1,824.95
Check	5/31/2012		Ultramar			Ferry Ride	-26.00	-1,850.95
Check	6/15/2012		Ridgemount Townh...			Rent Expense ...	-222.00	-2,072.95
Check	6/15/2012		Cox			Internet	-39.99	-2,112.94
Check	6/15/2012		Nevada Power			Utilities	-100.00	-2,212.94
Check	6/20/2012		GoDaddy.com			Web Services	-183.87	-2,396.81
Check	6/23/2012		Resort Bonaire			Meals and Ent...	-24.00	-2,420.81
Check	6/26/2012		BarCideFints.com			Web Services	-261.00	-2,681.81
Check	6/27/2012		GoDaddy.com			Web Services	-171.87	-2,853.68
General Journal	6/30/2012	22		Reconcile Ca...		APIC - CDH	640.74	-2,212.94
General Journal	6/30/2012	30		Record sales ...		Merchandise ...	24.95	-2,187.99
Check	6/30/2012		Amazon.com			Amazon Sellin...	-39.95	-2,227.94
General Journal	6/30/2012	32		Reconcile Ca...		APIC - CDH	15.00	-2,212.94
Check	7/2/2012		Topaz STA			Postage and D...	-2.30	-2,215.24
Check	7/8/2012		Frys			Cost of Goods...	-46.46	-2,261.70
Check	7/10/2012		Topaz STA			Postage and D...	-6.87	-2,268.57
Check	7/15/2012		Ridgemount Townh...			Rent Expense ...	-222.00	-2,490.57
Check	7/15/2012		Cox			Internet	-39.99	-2,530.56
Check	7/15/2012		Nevada Power			Utilities	-100.00	-2,630.56
Check	7/23/2012		702 Traffic			Miscellaneous...	-175.00	-2,805.56
General Journal	7/31/2012	29		Record sales ...		Merchandise ...	70.91	-2,734.65
Check	7/31/2012		Amazon.com			Amazon Sellin...	-39.95	-2,774.60
Check	7/31/2012		GoDaddy.com			Web Services	-40.00	-2,814.60
Check	7/31/2012		GoDaddy.com			Web Services	-12.95	-2,827.55
General Journal	7/31/2012	34		Reconcile Ca...		APIC - CDH	252.62	-2,574.93
Check	8/15/2012		Ridgemount Townh...			Rent Expense ...	-222.00	-2,796.93
Check	8/15/2012		Cox			Internet	-39.99	-2,836.92
Check	8/15/2012		Nevada Power			Utilities	-100.00	-2,936.92
Check	8/16/2012		Topaz STA			Postage and D...	-1.50	-2,938.42
Check	8/17/2012		OfficeMax			Supplies - Office	-22.09	-2,960.51
Check	8/31/2012		GoDaddy.com			Web Services	-40.00	-3,000.51
General Journal	8/31/2012	31		Sales on Am...		Merchandise ...	27.97	-2,972.54
Check	8/31/2012		Amazon.com			Amazon Sellin...	-39.95	-3,012.49
Check	8/31/2012		Chase Paymentech			Chase Payme...	-45.00	-3,057.49
General Journal	9/2/2012	45		Sale of 2 Ble-...		Merchandise ...	49.98	-3,007.51
Check	9/4/2012		7-11			Postage and D...	-6.02	-3,013.53
General Journal	9/7/2012	46		Sale of 2 Blu-...		Merchandise ...	49.98	-2,963.55
Check	9/15/2012		Ridgemount Townh...			Rent Expense ...	-222.00	-3,185.55
Check	9/15/2012		Cox			Internet	-39.99	-3,225.54
Check	9/15/2012		Nevada Power			Utilities	-100.00	-3,325.54
Check	9/17/2012		7-11			Postage and D...	-5.85	-3,331.39
Check	9/20/2012		Cyberlink			Supplies - Co...	-79.88	-3,411.27
Check	9/26/2012		Frys			Cost of Goods...	-53.89	-3,465.16
Check	9/27/2012		S & S			Postage and D...	-4.09	-3,469.25
Check	9/27/2012		7-11			Postage and D...	-4.07	-3,473.32
Check	9/30/2012		Amazon.com			Amazon Sellin...	-39.95	-3,513.27

3D Action Video Inc.
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Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
Check	9/30/2012		Chase Paymentech			Chase Payme...	-45.00	-3,558.27
Check	10/9/2012		Summerlin Station			Postage and D...	-16.79	-3,575.06
Check	10/15/2012		Ridgemount Townh...			Rent Expense ...	-222.00	-3,797.06
Check	10/15/2012		Cox			Internet	-39.99	-3,837.05
Check	10/15/2012		Nevada Power			Utilities	-100.00	-3,937.05
Check	10/20/2012		OfficeMax			Supplies - Co...	-32.42	-3,969.47
Check	10/22/2012		Summerlin Station			Postage and D...	-1.30	-3,970.77
Check	10/26/2012		Microsoft			Supplies - Co...	-39.99	-4,010.76
Check	10/29/2012		Frys			Cost of Goods...	-82.11	-4,092.87
Check	10/31/2012		Amazon.com			Amazon Sellin...	-39.95	-4,132.82
Check	10/31/2012		Chase Paymentech			Chase Payme...	-45.00	-4,177.82
Check	11/3/2012		Microsoft			Supplies - Co...	-39.99	-4,217.81
Check	11/3/2012		Microsoft			Supplies - Co...	-39.99	-4,257.80
Check	11/4/2012		OWC			Cost of Goods...	-71.28	-4,329.08
Check	11/4/2012		ComboInk			Supplies - Co...	-31.00	-4,360.08
Check	11/4/2012		Ridenow on Rancho			Meals and Ent...	-46.43	-4,406.51
Check	11/5/2012		GetPartsOnline.com			Supplies - Co...	-118.13	-4,524.64
Check	11/6/2012		Nero			Supplies - Co...	-39.99	-4,564.63
Check	11/10/2012		7-11			Postage and D...	-19.50	-4,584.13
Check	11/13/2012		Frys			Supplies - Co...	-165.22	-4,749.35
Check	11/14/2012		Frys			Supplies - Co...	-81.35	-4,830.70
Check	11/15/2012		Ridgemount Townh...			Rent Expense ...	-222.00	-5,052.70
Check	11/15/2012		Cox			Internet	-39.99	-5,092.69
Check	11/15/2012		Nevada Power			Utilities	-100.00	-5,192.69
Check	11/17/2012		Frys			Supplies - Co...	-54.00	-5,246.69
Check	11/23/2012		Frys			Supplies - Co...	-60.48	-5,307.17
Check	11/23/2012		Office Depot			Supplies - Co...	-129.00	-5,436.17
Check	11/30/2012		Amazon.com			Amazon Sellin...	-39.95	-5,476.12
Check	11/30/2012		Chase Paymentech			Chase Payme...	-45.00	-5,521.12
Check	12/2/2012		Frys			Supplies - Co...	-111.30	-5,632.42
Check	12/3/2012		Summerlin Station			Postage and D...	-4.50	-5,636.92
Check	12/3/2012		Summerlin Station			Postage and D...	-1.95	-5,638.87
Check	12/9/2012		SoftwareCareWorld....			Supplies - Co...	-84.99	-5,723.86
Check	12/12/2012		Boris FX			Training Cours...	-109.96	-5,833.82
Check	12/12/2012		Boris FX			Templates	-99.95	-5,933.77
Check	12/15/2012		Ridgemount Townh...			Rent Expense ...	-222.00	-6,155.77
Check	12/15/2012		Cox			Internet	-39.99	-6,195.76
Check	12/15/2012		Nevada Power			Utilities	-100.00	-6,295.76
Check	12/27/2012		Adobe			Software Rental	-49.99	-6,345.75
Check	12/27/2012		Lynda.com			Training Cours...	-300.00	-6,645.75
Check	12/31/2012		Amazon.com			Amazon Sellin...	-39.95	-6,685.70
Check	12/31/2012		Chase Paymentech			Chase Payme...	-45.00	-6,730.70
General Journal	12/31/2012	52		Reconcile Ca...		APIC - CDH	6,689.70	-41.00
General Journal	12/31/2012	110		Reconcile Ca...		APIC - CDH	41.00	0.00
Check	1/1/2013		Chase Paymentech			Chase Payme...	-45.00	-45.00
Check	1/11/2013		GoToMeeting.com			Web Services	-49.00	-94.00
Check	1/15/2013		PayPro			Web Services	-9.95	-103.95
Check	1/15/2013		Frys			Supplies - Co...	-58.42	-162.37
Check	1/15/2013		Cox			Internet	-39.99	-202.36

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Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
Check	1/17/2013		TubeTape.com			Chromakey Su...	-19.99	-222.35
Check	1/17/2013		TubeTape.com			Chromakey Su...	-49.98	-272.33
Check	1/19/2013		Digital Juice			Templates	-139.77	-412.10
Check	1/25/2013		Frys			Supplies - Co...	-86.45	-498.55
Check	1/29/2013		Digital Juice			Templates	-147.19	-645.74
Check	1/29/2013		Adobe			Software Rental	-49.99	-695.73
Check	1/29/2013		GoDaddy.com			Web Services	-4.99	-700.72
Check	2/1/2013		Frys			Supplies - Co...	-21.61	-722.33
Check	2/1/2013		Chase Paymentech			Chase Payme...	-45.00	-767.33
Check	2/5/2013		EBay			Machinery	-599.00	-1,366.33
General Journal	2/5/2013	61		Ebay - Audio ...		APIC - CDH	599.00	-767.33
Check	2/6/2013		Video CoPilot			Templates	-249.95	-1,017.28
Check	2/6/2013		Interval International			Interval Intern...	-576.02	-1,593.30
Check	2/7/2013		USPS			Postage and D...	-27.02	-1,620.32
Check	2/7/2013		Frys			Supplies - Co...	-23.76	-1,644.08
Check	2/7/2013		USPS			Postage and D...	-28.35	-1,672.43
Check	2/7/2013		The Quarter House			Lodging	-1,597.75	-3,270.18
Check	2/11/2013		GoToMeeting.com			Web Services	-49.00	-3,319.18
General Journal	2/11/2013	66		Ebay - Audio		APIC - CDH	750.00	-2,569.18
Check	2/12/2013		Digital Juice			Templates	-88.12	-2,657.30
Check	2/12/2013		Digital Juice			Supplies - Co...	-86.22	-2,743.52
Check	2/13/2013		OfficeMax			Supplies - Office	-46.46	-2,789.98
Check	2/14/2013		Envato Pty Ltd.			Templates	-14.00	-2,803.98
Check	2/14/2013		Envato Pty Ltd.			Templates	-22.00	-2,825.98
Check	2/15/2013		Envato Pty Ltd.			Templates	-17.00	-2,842.98
Check	2/15/2013		Cox			Internet	-39.99	-2,882.97
Check	2/16/2013		Envato Pty Ltd.			Templates	-10.00	-2,892.97
Check	2/16/2013		Envato Pty Ltd.			Templates	-22.00	-2,914.97
Check	2/17/2013		Envato Pty Ltd.			Templates	-22.00	-2,936.97
Check	2/20/2013		Red Giant			Supplies - Co...	-99.00	-3,035.97
Check	2/21/2013		Frys			Supplies - Co...	-28.08	-3,064.05
Check	2/27/2013		Frys			Supplies - Co...	-17.29	-3,081.34
Check	2/27/2013		NewBlueFX			Supplies - Co...	-99.99	-3,181.33
Check	2/28/2013		TubeTape.com			Chromakey Su...	-111.05	-3,292.38
Check	2/28/2013		Adobe			Software Rental	-49.99	-3,342.37
Check	3/1/2013		Chase Paymentech			Chase Payme...	-45.00	-3,387.37
Check	3/5/2013		GoDaddy.com			Web Services	-69.99	-3,457.36
Check	3/6/2013		Amazon.com			Artwork	-13.97	-3,471.33
Check	3/9/2013		Linda Hernandez			Machinery	-450.00	-3,921.33
General Journal	3/9/2013	67		Linda Hernan...		APIC - CDH	450.00	-3,471.33
Check	3/10/2013		EZCorp			Machinery	-512.58	-3,983.91
General Journal	3/10/2013	60		EZ Corp - Fix...		APIC - CDH	512.58	-3,471.33
Check	3/11/2013		EBay			Machinery	-750.00	-4,221.33
Check	3/11/2013		GoToMeeting.com			Web Services	-49.00	-4,270.33
Check	3/12/2013		DailyDeal USA			Artwork	-6.68	-4,277.01
Check	3/15/2013		TubeTape.com			Chromakey Su...	-141.27	-4,418.28
Check	3/15/2013		Audio-Technica			Audio	-80.00	-4,498.28
Check	3/15/2013		Cox			Internet	-39.99	-4,538.27
Check	3/17/2013		Amazon.com			Camera Suppli...	-23.45	-4,561.72

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Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
Check	3/18/2013		Equinox			Machinery	-7,300.00	-11,861.72
General Journal	3/18/2013	64		Equinox Hou...		APIC - CDH	7,300.00	-4,561.72
Check	3/20/2013		Texas Media Syste...			Machinery	-1,995.00	-6,556.72
General Journal	3/20/2013	65		Texas Media ...		APIC - CDH	1,995.00	-4,561.72
Check	3/21/2013		Savings.com			Lodging	-9.95	-4,571.67
Check	3/21/2013		Savings.com			Lodging	-9.95	-4,581.62
Check	3/21/2013		Sombrere Resort & ...			Lodging	-103.96	-4,685.58
Check	3/22/2013		Interval International			Interval Intern...	-154.00	-4,839.58
Check	3/22/2013		Airtrana			Airfare	-12.32	-4,851.90
Check	3/23/2013		Expedia			Airfare	-1,103.10	-5,955.00
Check	3/25/2013		Frys			Camera Suppli...	-151.32	-6,106.32
Check	3/25/2013		Amazon.com			Supplies - Co...	-4.00	-6,110.32
Check	3/27/2013		Amazon.com			Supplies - Co...	-29.95	-6,140.27
Check	3/30/2013		UPS			Postage and D...	-10.00	-6,150.27
Check	3/31/2013		Adobe			Software Rental	-49.99	-6,200.26
Check	3/31/2013		Adobe			Software Rental	-49.99	-6,250.25
Check	3/31/2013		Walmart			Office Supplies	-15.10	-6,265.35
Check	4/1/2013		Frys			Supplies - Co...	-75.99	-6,341.34
Check	4/1/2013		Amazon.com			Scuba Diving ...	-39.99	-6,381.33
Check	4/2/2013		Frys			Supplies - Office	-17.27	-6,398.60
Check	4/11/2013		The Salvation Army			Office Supplies	-75.00	-6,473.60
Check	4/15/2013		Cox			Internet	-39.99	-6,513.59
Check	4/18/2013		Boris FX			Software	-795.00	-7,308.59
General Journal	4/18/2013	62		BorisFX		APIC - CDH	795.00	-6,513.59
Check	4/18/2013		RapidFax			Internet	-9.95	-6,523.54
Check	4/20/2013		Advantage Rent A ...			Rental Car	-289.51	-6,813.05
Check	4/20/2013		Airtrana			Airfare	-85.00	-6,898.05
Check	4/20/2013		Sizzler			Meals and Ent...	-32.85	-6,930.90
Check	4/21/2013		Post Net			Postage and D...	-75.21	-7,006.11
Check	4/23/2013		Mystic Dunes			Lodging	-186.45	-7,192.56
Check	4/24/2013		HHSHOST			Meals and Ent...	-10.99	-7,203.55
Check	4/24/2013		Tildens Scuba Center			Scuba Diving ...	-215.00	-7,418.55
Check	4/24/2013		Tildens Scuba Center			Scuba Diving ...	-387.00	-7,805.55
Check	4/25/2013		Looe Key Reef Resort			Scuba Diving ...	-148.35	-7,953.90
Check	4/25/2013		Tildens Scuba Center			Scuba Diving ...	-20.00	-7,973.90
Check	4/25/2013		Tildens Scuba Center			Scuba Diving ...	-46.21	-8,020.11
Check	4/26/2013		Office Depot			Advertising an...	-40.85	-8,060.96
Check	4/26/2013		The Stone Crab			Meals and Ent...	-85.00	-8,145.96
Check	4/27/2013		Sombrere Resort & ...			Lodging	-408.20	-8,554.16
Check	4/27/2013		Ocean Divers			Scuba Diving ...	-215.00	-8,769.16
Check	4/28/2013		Bargain World			Gasoline	-32.09	-8,801.25
Check	4/28/2013		AirTran Airways			Airfare	-120.00	-8,921.25
Check	4/29/2013		Silverado Station			Postage and D...	-17.73	-8,938.98
Check	4/29/2013		Amazon.com			Internet	-39.99	-8,978.97
Check	4/30/2013		Adobe			Software Rental	-49.99	-9,028.96
Check	4/30/2013		Office Depot			Advertising an...	-56.20	-9,085.16
Check	4/30/2013		OfficeMax			Advertising an...	-36.66	-9,121.82
Check	5/1/2013		Silverado Station			Postage and D...	-6.21	-9,128.03
Check	5/1/2013		Frys			Advertising an...	-32.41	-9,160.44

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Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
Check	5/2/2013		Frys			Supplies - Co...	-164.13	-9,324.57
Check	5/7/2013		Deep Blue Diving			Scuba Diving ...	-907.00	-10,231.57
Check	5/9/2013		Red Giant			Software	-799.00	-11,030.57
General Journal	5/9/2013	63		Red Giant		APIC - CDH	799.00	-10,231.57
Check	5/12/2013		OfficeMax			Supplies - Co...	-151.33	-10,382.90
Check	5/13/2013		Best Buy			Supplies - Co...	-21.61	-10,404.51
Check	5/13/2013		OfficeMax			Supplies - Office	-121.64	-10,526.15
Check	5/15/2013		Cox			Internet	-39.99	-10,566.14
Check	5/15/2013		Best Buy			Supplies - Co...	0.00	-10,566.14
Check	5/17/2013		USPS			Postage and D...	-27.68	-10,593.82
Check	5/17/2013		NV Portal			Filing Fees	-400.00	-10,993.82
Check	5/17/2013		Advant Rebt A Car			Rental Car	-17.50	-11,011.32
Check	5/18/2013		RapidFax			Internet	-9.95	-11,021.27
Check	5/23/2013		Frys			Supplies - Co...	-84.31	-11,105.58
Check	5/23/2013		MEGA Cozumel			Meals and Ent...	-10.92	-11,116.50
Check	5/23/2013		Bank Transaciton Fee			Bank Transact...	-0.32	-11,116.82
Check	5/23/2013		Bank Transaciton Fee			Bank Transact...	-3.34	-11,120.16
Check	5/24/2013		Frys			Supplies - Co...	-80.93	-11,201.09
Check	5/24/2013		Certified Welding			Camera Suppli...	-100.00	-11,301.09
Check	5/24/2013		Restaurant No Nam...			Meals and Ent...	-35.00	-11,336.09
Check	5/24/2013		MEGA Cozumel			Meals and Ent...	-3.55	-11,339.64
Check	5/24/2013		Bank Transaciton Fee			Bank Transact...	-1.05	-11,340.69
Check	5/24/2013		Bank Transaciton Fee			Bank Transact...	-0.10	-11,340.79
Check	5/24/2013		Hotel Hacienda			Lodging	-170.00	-11,510.79
Check	5/24/2013		Dive Shop Mexico			Scuba Diving ...	-120.00	-11,630.79
Check	5/24/2013		Ultramar			Ferry Ride	-26.00	-11,656.79
Check	5/25/2013		Adulto			Rental Car	-13.00	-11,669.79
Check	5/25/2013		Restaurant Albertos			Meals and Ent...	-33.52	-11,703.31
Check	5/25/2013		MEGA Cozumel			Meals and Ent...	-4.06	-11,707.37
Check	5/25/2013		Taxi - Playa Del Car...			Taxi	-20.00	-11,727.37
Check	5/26/2013		Bank Transaciton Fee			Bank Transact...	-0.69	-11,728.06
Check	5/26/2013		Bank Transaciton Fee			Bank Transact...	-1.28	-11,729.34
Check	5/26/2013		Bank Transaciton Fee			Bank Transact...	-0.54	-11,729.88
Check	5/27/2013		Restaurant No Nam...			Meals and Ent...	-19.55	-11,749.43
Check	5/27/2013		Amazon.com			Internet	-39.99	-11,789.42
Check	5/27/2013		Subway			Meals and Ent...	-16.89	-11,806.31
Check	5/27/2013		Advant Rebt A Car			Rental Car	-4.50	-11,810.81
Check	5/27/2013		Bank Transaciton Fee			Bank Transact...	-0.56	-11,811.37
Check	5/27/2013		Bank Transaciton Fee			Bank Transact...	-0.58	-11,811.95
Check	5/28/2013		MEGA Cozumel			Meals and Ent...	-18.15	-11,830.10
Check	5/28/2013		ColorMax Cozumel			Scuba Diving ...	-96.56	-11,926.66
Check	5/28/2013		Subway			Meals and Ent...	-7.64	-11,934.30
Check	5/28/2013		Restaurant Albertos			Meals and Ent...	-28.24	-11,962.54
Check	5/28/2013		MEGA Cozumel			Meals and Ent...	-24.50	-11,987.04
Check	5/28/2013		Bank Transaciton Fee			Bank Transact...	-2.89	-11,989.93
Check	5/28/2013		Bank Transaciton Fee			Bank Transact...	-0.22	-11,990.15
Check	5/28/2013		Bank Transaciton Fee			Bank Transact...	-0.84	-11,990.99
Check	5/28/2013		Bank Transaciton Fee			Bank Transact...	-0.73	-11,991.72
Check	5/28/2013		Bank Transaciton Fee			Bank Transact...	-15.38	-12,007.10

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Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
Check	5/29/2013		Restaurant No Nam...			Meals and Ent...	-29.00	-12,036.10
Check	5/29/2013		Bank Transaciton Fee			Bank Transact...	-0.87	-12,036.97
Check	5/29/2013		Bank Transaciton Fee			Bank Transact...	-0.67	-12,037.64
Check	5/30/2013		Restaurant Albertos			Meals and Ent...	-12.25	-12,049.89
Check	5/30/2013		Restaurant Albertos			Meals and Ent...	-40.83	-12,090.72
Check	5/30/2013		Restaurant Jeanis			Meals and Ent...	-18.00	-12,108.72
Check	5/30/2013		MEGA Cozumel			Meals and Ent...	-13.32	-12,122.04
Check	5/30/2013		AZUL Profundo			Scuba Diving ...	-1,704.11	-13,826.15
Check	5/31/2013		SoftwareCareWorld....			Supplies - Co...	-49.99	-13,876.14
Check	5/31/2013		Bank Transaciton Fee			Bank Transact...	-1.44	-13,877.58
Check	5/31/2013		Bank Transaciton Fee			Bank Transact...	-0.25	-13,877.83
Check	5/31/2013		Bank Transaciton Fee			Bank Transact...	-0.39	-13,878.22
Check	5/31/2013		Bank Transaciton Fee			Bank Transact...	-0.86	-13,879.08
Check	5/31/2013		Jesus Barieda			Scuba - Dive ...	-300.00	-14,179.08
Check	5/31/2013		Taxi - Playa Del Car...			Taxi	-20.00	-14,199.08
Check	6/1/2013		Piezzeria			Meals and Ent...	-21.98	-14,221.06
Check	6/1/2013		Wall Mart Playa Del...			Meals and Ent...	-11.09	-14,232.15
Check	6/1/2013		Sueno Mexicano			Meals and Ent...	-53.84	-14,285.99
Check	6/1/2013		Bank Transaciton Fee			Bank Transact...	-9.04	-14,295.03
Check	6/1/2013		Bank Transaciton Fee			Bank Transact...	-2.26	-14,297.29
Check	6/1/2013		Bank Transaciton Fee			Bank Transact...	-0.65	-14,297.94
Check	6/1/2013		Bank Transaciton Fee			Bank Transact...	-0.33	-14,298.27
Check	6/1/2013		Bank Transaciton Fee			Bank Transact...	-1.61	-14,299.88
Check	6/2/2013		Benamex			Airfare	-250.00	-14,549.88
Check	6/2/2013		Airtrana			Airfare	-60.00	-14,609.88
Check	6/2/2013		Airtrana			Airfare	-135.19	-14,745.07
Check	6/2/2013		Hotel Hacienda			Lodging	-50.00	-14,795.07
Check	6/2/2013		Asur C Convenienc...			Gasoline	-19.61	-14,814.68
Check	6/2/2013		McCarran Internatio...			Airfare	-2.00	-14,816.68
Check	6/2/2013		MI Mexico Reg			Meals and Ent...	-20.81	-14,837.49
Check	6/2/2013		Executive Car Rental			Rental Car	-51.03	-14,888.52
Check	6/2/2013		Bank Transaciton Fee			Bank Transact...	-1.50	-14,890.02
Check	6/2/2013		Bank Transaciton Fee			Bank Transact...	-0.58	-14,890.60
Check	6/2/2013		Bank Transaciton Fee			Bank Transact...	-0.62	-14,891.22
Check	6/2/2013		Bank Transaciton Fee			Bank Transact...	-1.53	-14,892.75
Check	6/2/2013		Smatecarte.com 11			Airfare	-5.00	-14,897.75
Check	6/2/2013		Taxi - Playa Del Car...			Taxi	-85.00	-14,982.75
Check	6/15/2013		Cox			Internet	-39.99	-15,022.74
Check	6/18/2013		RapidFax			Internet	-9.95	-15,032.69
Check	6/23/2013		Shell			Gasoline	-40.00	-15,072.69
Check	6/26/2013		Best Buy			Supplies - Co...	-32.46	-15,105.15
Check	6/28/2013		7-11			Postage and D...	-4.31	-15,109.46
Check	6/30/2013		Adobe			Software Rental	-49.99	-15,159.45
Check	7/1/2013		7-11			Postage and D...	-2.44	-15,161.89
Check	7/6/2013		USPS			Postage and D...	-56.91	-15,218.80
Check	7/8/2013		Amazon.com			Internet	-39.99	-15,258.79
Check	7/15/2013		Cox			Internet	-39.99	-15,298.78
Check	7/18/2013		RapidFax			Internet	-9.95	-15,308.73
Check	7/31/2013		Adobe			Software Rental	-49.99	-15,358.72

3D Action Video Inc.
Transaction Detail by Account
January 2012 through September 2013

Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
Check	7/31/2013		Video Blocks			Subscriptions	-88.00	-15,446.72
Check	8/1/2013		Frys			Office Supplies	-19.89	-15,466.61
Check	8/1/2013		Frys			Meals and Ent...	-3.99	-15,470.60
Check	8/3/2013		Pineapple Hill Saloo...			Meals and Ent...	-50.00	-15,520.60
Check	8/3/2013		Walmart			Advertising an...	-21.59	-15,542.19
Check	8/3/2013		Frys			Office Supplies	-4.24	-15,546.43
Check	8/4/2013		Carl's Jr			Meals and Ent...	-14.25	-15,560.68
Check	8/5/2013		Carl's Jr			Meals and Ent...	-15.83	-15,576.51
Check	8/8/2013		OfficeMax			Advertising an...	-18.22	-15,594.73
Check	8/9/2013		Pilot			Meals and Ent...	-15.28	-15,610.01
Check	8/10/2013		Wayne			Gasoline	-11.50	-15,621.51
Check	8/13/2013		Subway			Meals and Ent...	-4.12	-15,625.63
Check	8/13/2013		Shell			Gasoline	-7.75	-15,633.38
Check	8/15/2013		Cox			Internet	-39.99	-15,673.37
Check	8/17/2013		7-11			Postage and D...	-12.59	-15,685.96
Check	8/17/2013		Popeyes			Meals and Ent...	-9.50	-15,695.46
Check	8/17/2013		Walmart			Advertising an...	-67.97	-15,763.43
Check	8/18/2013		McDonalds			Meals and Ent...	-3.24	-15,766.67
Check	8/18/2013		OfficeMax			Supplies - Office	-9.50	-15,776.17
Check	8/22/2013		Frys			Supplies - Co...	-8.70	-15,784.87
Check	8/26/2013		Superfine			Gasoline	-40.00	-15,824.87
Check	8/27/2013		Shell			Gasoline	-26.36	-15,851.23
Check	8/27/2013		Burger King			Meals and Ent...	-7.33	-15,858.56
General Journal	8/27/2013	69		Operating Ex...		Accounts Pay...	11,224.12	-4,634.44
General Journal	8/27/2013	105		Reconcile ca...		Accounts Pay...	7,251.44	2,617.00
General Journal	8/28/2013	73		Sandy McNa...		Loan Payable	25,000.00	27,617.00
Check	8/29/2013		Dean Homayouni			Accounts Pay...	-2,558.00	25,059.00
Check	8/29/2013		Dean Homayouni			Accounts Pay...	-6,650.04	18,408.96
Check	8/29/2013		Dean Homayouni			Accounts Pay...	-3,100.00	15,308.96
Check	8/29/2013		Silver State Refriger...			Repairs and M...	-200.00	15,108.96
Check	8/29/2013		T-Mobile			Telephone Ex...	-269.13	14,839.83
Check	8/31/2013		Adobe			Software Rental	-49.99	14,789.84
Bill Pmt -Check	8/31/2013		C. Dean Homayouni			Accounts Pay...	-299.00	14,490.84
Bill Pmt -Check	9/3/2013		C. Dean Homayouni			Accounts Pay...	-804.90	13,685.94
Bill Pmt -Check	9/4/2013		C. Dean Homayouni			Accounts Pay...	-2,645.84	11,040.10
Bill Pmt -Check	9/4/2013		C. Dean Homayouni			Accounts Pay...	-3,440.00	7,600.10
Check	9/5/2013		Florida Division of C...	Register as a...		Filing Fees	-87.50	7,512.60
General Journal	9/11/2013	108		Depost by C. ...		APIC - CDH	468.24	7,980.84
General Journal	9/11/2013	109		Partial Paym...		Loan Payable	-5,000.00	2,980.84
General Journal	9/18/2013	111	C. Dean Homayouni	Reconcile Ca...		Accounts Pay...	-2,980.84	0.00
Total Bank of America							0.00	0.00
Inventory Asset								
Inventory Adjust	6/24/2012			0001 Openin...	X	APIC - CDH	5.00	5.00
Total Inventory Asset							5.00	5.00

3D Action Video Inc.
Transaction Detail by Account
January 2012 through September 2013

Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
Fixed Assets								
Computers								
General Journal	2/20/2012	68		Capital Contri...		Software	12,544.00	12,544.00
Bill	8/30/2013	Cano...	C. Dean Homayouni	Canon MF85...		Accounts Pay...	449.99	12,993.99
Bill	9/12/2013	MEO...	C. Dean Homayouni	NEO3DO Ta...		Accounts Pay...	300.00	13,293.99
Total Computers							13,293.99	13,293.99
Equipment - Camera								
General Journal	2/20/2012	70		Reclass Fixe...		Machinery	-4,506.59	-4,506.59
Check	4/20/2012		B & H	JVC Pro HD ...		Bank of America	1,295.00	-3,211.59
Check	4/20/2012		Equinox	Underwater ...		Bank of America	2,200.00	-1,011.59
General Journal	4/20/2012	44		Reflect giving...		APIC - SJM	-1,295.00	-2,306.59
Check	4/27/2012		Amazon.com	Battery for JV...		Bank of America	131.59	-2,175.00
Check	5/2/2012		Best Buy	Sony HDR-T...		Bank of America	576.16	-1,598.84
Check	5/8/2012		Equinox	Underwater ...		Bank of America	1,500.00	-98.84
Check	5/10/2012		Equinox	Dive Light an...		Bank of America	675.00	576.16
General Journal	5/21/2012	24		Flooded Hou...		Flooded Came...	-576.16	0.00
Total Equipment - Camera							0.00	0.00
Film Stock								
General Journal	2/20/2012	68		Capital Contri...		Software	150,000.00	150,000.00
Total Film Stock							150,000.00	150,000.00
Furniture and Equipment								
General Journal	2/20/2012	68		Capital Contri...		Software	7,375.00	7,375.00
Total Furniture and Equipment							7,375.00	7,375.00
Machinery								
General Journal	2/20/2012	68		Capital Contri...		Software	20,910.00	20,910.00
General Journal	2/20/2012	70		Reclass Fixe...		Equipment - C...	4,506.59	25,416.59
Check	2/5/2013		EBay	Sony TD-10 f...		Bank of America	599.00	26,015.59
Check	3/9/2013		Linda Hernandez			Bank of America	450.00	26,465.59
Check	3/10/2013		EZCorp			Bank of America	512.58	26,978.17
Check	3/11/2013		EBay			Bank of America	750.00	27,728.17
Check	3/18/2013		Equinox			Bank of America	7,300.00	35,028.17
Check	3/20/2013		Texas Media Syste...	Pamasonic H...		Bank of America	1,995.00	37,023.17
Total Machinery							37,023.17	37,023.17

3D Action Video Inc.
Transaction Detail by Account
January 2012 through September 2013

Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
Software								
Check	1/7/2012		Cyberlink	Cyberlink Po...		Bank of America	59.95	59.95
Check	2/7/2012		Bimesoft	Surf Offline P...		Bank of America	120.00	179.95
Check	2/17/2012		RPS Software	3DCombine 5		Bank of America	49.50	229.45
General Journal	2/20/2012	68		Capital Contri...		-SPLIT-	25,122.00	25,351.45
Check	2/21/2012		SWREG Digital River	Passport Unl...		Bank of America	35.40	25,386.85
Check	2/29/2012		NewBlue Inc.	NewBlue Titl...		Bank of America	299.95	25,686.80
Check	2/29/2012		TubeTape.com	ChromaKey ...		Bank of America	111.05	25,797.85
Check	3/6/2012		Cyberlink	Power DVD 12		Bank of America	75.95	25,873.80
Check	3/10/2012		3dtv.at	Steroscoptic ...		Bank of America	86.00	25,959.80
Check	3/12/2012		Cyberlink	Power Direct...		Bank of America	84.95	26,044.75
Check	5/4/2012		3dtv.at	MVC file splitt...		Bank of America	25.00	26,069.75
Check	4/18/2013		Boris FX	Boris Bix set ...		Bank of America	795.00	26,864.75
Check	5/9/2013		Red Giant			Bank of America	799.00	27,663.75
Bill	6/7/2013	Vision...	C. Dean Homayouni	S3D Plug in f...		Accounts Pay...	299.00	27,962.75
Bill	8/30/2013	Sapp...	C. Dean Homayouni	Sapphire Edge		Accounts Pay...	299.00	28,261.75
Bill	8/30/2013	Tiffen...	C. Dean Homayouni	TiffenDFX for...		Accounts Pay...	510.00	28,771.75
Bill	8/31/2013	Boris ...	C. Dean Homayouni	Boris Grafitti		Accounts Pay...	149.00	28,920.75
Bill	8/31/2013	New ...	C. Dean Homayouni	New Blue Vid...		Accounts Pay...	51.98	28,972.73
Bill	8/31/2013	New ...	C. Dean Homayouni	New Blue Sta...		Accounts Pay...	54.49	29,027.22
Bill	8/31/2013	New ...	C. Dean Homayouni	New Blue Titl...		Accounts Pay...	29.97	29,057.19
Bill	8/31/2013	New ...	C. Dean Homayouni	New Blue Sa...		Accounts Pay...	10.00	29,067.19
Bill	8/31/2013	New ...	C. Dean Homayouni	New Blue Pai...		Accounts Pay...	69.97	29,137.16
Bill	8/31/2013	New ...	C. Dean Homayouni	New Blue Pic...		Accounts Pay...	12.00	29,149.16
Bill	9/1/2013	Photo...	C. Dean Homayouni	PhotoKey 6 P...		Accounts Pay...	269.10	29,418.26
Bill	9/9/2013	Powe...	C. Dean Homayouni	Cyberlink Po...		Accounts Pay...	129.99	29,548.25
Total Software							29,548.25	29,548.25
Total Fixed Assets							237,240.41	237,240.41
x - Accumulated Depreciation								
Accum. Depre. - Computers								
General Journal	5/15/2012	11		May 2012 De...		Depre. Exp. - ...	-450.94	-450.94
General Journal	12/31/2012	72		Reconcile De...		Depre. Exp. - ...	-2,058.06	-2,509.00
General Journal	1/15/2013	74		Record Janu...		Depre. Exp. - ...	-348.00	-2,857.00
General Journal	2/28/2013	75		Record Febru...		Depre. Exp. - ...	-348.00	-3,205.00
General Journal	3/15/2013	76		Record Marc...		Depre. Exp. - ...	-348.00	-3,553.00
General Journal	4/15/2013	77		Record April ...		Depre. Exp. - ...	-348.00	-3,901.00
General Journal	5/15/2013	78		Record May ...		Depre. Exp. - ...	-348.00	-4,249.00
General Journal	6/15/2013	79		Record June ...		Depre. Exp. - ...	-348.00	-4,597.00
General Journal	7/15/2013	80		Record July 2...		Depre. Exp. - ...	-348.00	-4,945.00
General Journal	8/15/2013	81		Record Augu...		Depre. Exp. - ...	-348.00	-5,293.00
Total Accum. Depre. - Computers							-5,293.00	-5,293.00

3D Action Video Inc.
Transaction Detail by Account
January 2012 through September 2013

Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
Accum. Depre. - Equip Camera								
General Journal	3/31/2012	35		Record Depr...		Depre. Exp. - ...	-179.23	-179.23
General Journal	5/15/2012	11		May 2012 De...		Depre. Exp. - ...	-70.00	-249.23
General Journal	5/31/2012	26		Depreciaton ...		Depre. Exp. - ...	-179.23	-428.46
General Journal	6/30/2012	27		Depreciation ...		Depre. Exp. - ...	-179.23	-607.69
General Journal	7/31/2012	28		Depreciation ...		Depre. Exp. - ...	-179.23	-786.92
General Journal	8/31/2012	47				Depre. Exp. - ...	-179.23	-966.15
General Journal	9/30/2012	48				Depre. Exp. - ...	-179.23	-1,145.38
General Journal	10/31/2012	49				Depre. Exp. - ...	-179.23	-1,324.61
General Journal	11/30/2012	50				Depre. Exp. - ...	-179.23	-1,503.84
General Journal	12/31/2012	51				Depre. Exp. - ...	-179.23	-1,683.07
General Journal	12/31/2012	71		Reclass Accu...		-SPLIT-	1,683.07	0.00
Total Accum. Depre. - Equip Camera							0.00	0.00
Accum. Depre. - Equip Dive Gear								
General Journal	5/15/2012	11		May 2012 De...		Depre. Exp. - ...	-90.83	-90.83
General Journal	12/31/2012	71		Reclass Accu...		Accum. Depre....	90.83	0.00
Total Accum. Depre. - Equip Dive Gear							0.00	0.00
Accum. Depre. - Film Stock								
General Journal	5/15/2012	11		May 2012 De...		Depre. Exp. - ...	0.00	0.00
General Journal	12/31/2012	72		Reconcile De...		Depre. Exp. - ...	0.00	0.00
General Journal	1/15/2013	74		Record Janu...		Depre. Exp. - ...	0.00	0.00
General Journal	2/28/2013	75		Record Febru...		Depre. Exp. - ...	0.00	0.00
General Journal	3/15/2013	76		Record Marc...		Depre. Exp. - ...	0.00	0.00
General Journal	4/15/2013	77		Record April ...		Depre. Exp. - ...	0.00	0.00
General Journal	5/15/2013	78		Record May ...		Depre. Exp. - ...	0.00	0.00
General Journal	6/15/2013	79		Record June ...		Depre. Exp. - ...	0.00	0.00
General Journal	7/15/2013	80		Record July 2...		Depre. Exp. - ...	0.00	0.00
General Journal	8/15/2013	81		Record Augu...		Depre. Exp. - ...	0.00	0.00
Total Accum. Depre. - Film Stock							0.00	0.00
Accum. Depre. - Furn. & Fixture								
General Journal	5/15/2012	11		May 2012 De...		Depre. Exp. - ...	-86.01	-86.01
General Journal	12/31/2012	72		Reconcile De...		Depre. Exp. - ...	-967.99	-1,054.00
General Journal	1/15/2013	74		Record Janu...		Depre. Exp. - ...	-88.00	-1,142.00
General Journal	2/28/2013	75		Record Febru...		Depre. Exp. - ...	-88.00	-1,230.00
General Journal	3/15/2013	76		Record Marc...		Depre. Exp. - ...	-88.00	-1,318.00
General Journal	4/15/2013	77		Record April ...		Depre. Exp. - ...	-88.00	-1,406.00
General Journal	5/15/2013	78		Record May ...		Depre. Exp. - ...	-88.00	-1,494.00
General Journal	6/15/2013	79		Record June ...		Depre. Exp. - ...	-88.00	-1,582.00
General Journal	7/15/2013	80		Record July 2...		Depre. Exp. - ...	-88.00	-1,670.00
General Journal	8/15/2013	81		Record Augu...		Depre. Exp. - ...	-88.00	-1,758.00
Total Accum. Depre. - Furn. & Fixture							-1,758.00	-1,758.00

3D Action Video Inc.
Transaction Detail by Account
January 2012 through September 2013

Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
Accum. Depre. - Machinery								
General Journal	5/15/2012	11		May 2012 De...		Depre. Exp. - ...	-81.15	-81.15
General Journal	12/31/2012	71		Reclass Accu...		Accum. Depre....	-1,683.07	-1,764.22
General Journal	12/31/2012	71		Reclass Accu...		Accum. Depre....	-90.83	-1,855.05
General Journal	12/31/2012	72		Reconcile De...		Depre. Exp. - ...	-1,736.46	-3,591.51
General Journal	1/15/2013	74		Record Janu...		Depre. Exp. - ...	-359.00	-3,950.51
General Journal	2/28/2013	75		Record Febru...		Depre. Exp. - ...	-359.00	-4,309.51
General Journal	3/15/2013	76		Record Marc...		Depre. Exp. - ...	-381.00	-4,690.51
General Journal	4/15/2013	77		Record April ...		Depre. Exp. - ...	-552.00	-5,242.51
General Journal	5/15/2013	78		Record May ...		Depre. Exp. - ...	-552.00	-5,794.51
General Journal	6/15/2013	79		Record June ...		Depre. Exp. - ...	-552.00	-6,346.51
General Journal	7/15/2013	80		Record July 2...		Depre. Exp. - ...	-552.00	-6,898.51
General Journal	8/15/2013	81		Record Augu...		Depre. Exp. - ...	-552.00	-7,450.51
Total Accum. Depre. - Machinery							-7,450.51	-7,450.51
Accum. Depre. - Software								
General Journal	1/31/2012	36		Record Depr...		Depre. Exp. - ...	-39.49	-39.49
General Journal	2/28/2012	37		Record Depr...		Depre. Exp. - ...	-39.49	-78.98
General Journal	3/31/2012	38		Record Depr...		Depre. Exp. - ...	-39.49	-118.47
General Journal	4/30/2012	39		Record Depr...		Depre. Exp. - ...	-39.49	-157.96
General Journal	5/15/2012	11		May 2012 De...		Depre. Exp. - ...	-2,867.92	-3,025.88
General Journal	5/31/2012	40		Record Depr...		Depre. Exp. - ...	-39.49	-3,065.37
General Journal	6/30/2012	41		Record Depr...		Depre. Exp. - ...	-39.49	-3,104.86
General Journal	7/31/2012	42		Record Depr...		Depre. Exp. - ...	-39.49	-3,144.35
General Journal	12/31/2012	72		Reconcile De...		Depre. Exp. - ...	-4,861.14	-8,005.49
General Journal	1/15/2013	74		Record Janu...		Depre. Exp. - ...	-695.00	-8,700.49
General Journal	2/28/2013	75		Record Febru...		Depre. Exp. - ...	-695.00	-9,395.49
General Journal	3/15/2013	76		Record Marc...		Depre. Exp. - ...	-695.00	-10,090.49
General Journal	4/15/2013	77		Record April ...		Depre. Exp. - ...	-695.00	-10,785.49
General Journal	5/15/2013	78		Record May ...		Depre. Exp. - ...	-717.00	-11,502.49
General Journal	6/15/2013	79		Record June ...		Depre. Exp. - ...	-739.00	-12,241.49
General Journal	7/15/2013	80		Record July 2...		Depre. Exp. - ...	-739.00	-12,980.49
General Journal	8/15/2013	81		Record Augu...		Depre. Exp. - ...	-739.00	-13,719.49
Total Accum. Depre. - Software							-13,719.49	-13,719.49
Total x - Accumulated Depreciation							-28,221.00	-28,221.00

3D Action Video Inc.
Transaction Detail by Account
January 2012 through September 2013

Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
R & D - Film Processing								
General Journal	2/15/2012	84		Record CDH ...		APIC - CDH	5,000.00	5,000.00
General Journal	3/15/2012	85		Record CDH ...		APIC - CDH	5,000.00	10,000.00
General Journal	4/15/2012	86		Record CDH ...		APIC - CDH	5,000.00	15,000.00
General Journal	5/15/2012	87		Record CDH ...		APIC - CDH	5,000.00	20,000.00
General Journal	6/15/2012	88		Record CDH ...		APIC - CDH	5,000.00	25,000.00
General Journal	7/15/2012	89		Record CDH ...		APIC - CDH	5,000.00	30,000.00
General Journal	8/15/2012	90		Record CDH ...		APIC - CDH	5,000.00	35,000.00
General Journal	9/15/2012	91		Record CDH ...		APIC - CDH	5,000.00	40,000.00
General Journal	10/15/2012	92		Record CDH ...		APIC - CDH	5,000.00	45,000.00
General Journal	11/15/2012	93		Record CDH ...		APIC - CDH	5,000.00	50,000.00
General Journal	12/15/2012	94		Record CDH ...		APIC - CDH	5,000.00	55,000.00
General Journal	1/15/2013	95		Record CDH ...		APIC - CDH	5,000.00	60,000.00
General Journal	2/15/2013	96		Record CDH ...		APIC - CDH	5,000.00	65,000.00
General Journal	2/15/2013	97		Record CDH ...		APIC - CDH	5,000.00	70,000.00
General Journal	3/15/2013	98		Record CDH ...		APIC - CDH	5,000.00	75,000.00
General Journal	4/15/2013	99		Record CDH ...		APIC - CDH	5,000.00	80,000.00
General Journal	5/15/2013	100		Record CDH ...		APIC - CDH	5,000.00	85,000.00
General Journal	6/15/2013	101		Record CDH ...		APIC - CDH	5,000.00	90,000.00
General Journal	7/15/2013	102		Record CDH ...		APIC - CDH	5,000.00	95,000.00
General Journal	8/15/2013	103		Record CDH ...		APIC - CDH	5,000.00	100,000.00
Total R & D - Film Processing							100,000.00	100,000.00
Accounts Payable								
General Journal	12/31/2012	59	C. Dean Homayouni	Refect Expen...		APIC - CDH	-14,902.00	-14,902.00
Bill	6/7/2013	Vision...	C. Dean Homayouni			Software	-299.00	-15,201.00
Bill	8/14/2013	Ike W...	C. Dean Homayouni	Voiceover - 3...		Voiceover and...	-1,000.00	-16,201.00
Bill	8/21/2013	Mysti...	C. Dean Homayouni	Cash Payme...		Voiceover and...	-400.00	-16,601.00
General Journal	8/27/2013	69	C. Dean Homayouni	Operating Ex...		Bank of America	-11,224.12	-27,825.12
General Journal	8/27/2013	105	Susan Homayouni	Reconcile ca...		Bank of America	-7,251.44	-35,076.56
Check	8/29/2013		C. Dean Homayouni			Bank of America	2,558.00	-32,518.56
Check	8/29/2013		C. Dean Homayouni			Bank of America	6,650.04	-25,868.52
Check	8/29/2013		C. Dean Homayouni			Bank of America	3,100.00	-22,768.52
Bill	8/30/2013	Sapp...	C. Dean Homayouni			Software	-299.00	-23,067.52
Bill	8/30/2013	Cano...	C. Dean Homayouni			-SPLIT-	-1,102.55	-24,170.07
Bill	8/30/2013	Chevr...	C. Dean Homayouni			Gasoline	-40.00	-24,210.07
Bill	8/30/2013	Tiffen...	C. Dean Homayouni			Software	-510.00	-24,720.07
Bill	8/31/2013	Boris ...	C. Dean Homayouni			Software	-149.00	-24,869.07
Bill	8/31/2013	BON...	C. Dean Homayouni			Airfare	-47.70	-24,916.77
Bill	8/31/2013	Bonaire	C. Dean Homayouni			Airfare	-261.20	-25,177.97
Bill	8/31/2013	Bonaire	C. Dean Homayouni			Airfare	-244.70	-25,422.67
Bill	8/31/2013	DEM...	C. Dean Homayouni			Memberships	-225.00	-25,647.67
Bill	8/31/2013	New ...	C. Dean Homayouni	New Blue Vid...		Software	-51.98	-25,699.65
Bill	8/31/2013	New ...	C. Dean Homayouni	New Blue Sta...		Software	-54.49	-25,754.14
Bill	8/31/2013	New ...	C. Dean Homayouni	New Blue Titl...		Software	-29.97	-25,784.11
Bill	8/31/2013	New ...	C. Dean Homayouni	New Blue Sa...		Software	-10.00	-25,794.11
Bill	8/31/2013	New ...	C. Dean Homayouni	New Bliue Pa...		Software	-69.97	-25,864.08
Bill	8/31/2013	New ...	C. Dean Homayouni			Software	-12.00	-25,876.08
Bill Pmt -Check	8/31/2013		C. Dean Homayouni			Bank of America	299.00	-25,577.08

3D Action Video Inc.
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Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
Bill	9/1/2013	Photo...	C. Dean Homayouni	PhotoKey 6 P...		Software	-269.10	-25,846.18
Bill	9/1/2013	DAN I...	C. Dean Homayouni			DAN Insurance	-175.00	-26,021.18
Bill Pmt -Check	9/3/2013		C. Dean Homayouni			Bank of America	804.90	-25,216.28
Bill	9/3/2013	Hand ...	C. Dean Homayouni	Projector Scr...		Presentation ...	-158.85	-25,375.13
Bill	9/3/2013	Proje...	C. Dean Homayouni			Presentation ...	-92.96	-25,468.09
Bill Pmt -Check	9/4/2013		C. Dean Homayouni			Bank of America	2,645.84	-22,822.25
Bill	9/4/2013	DEM...	C. Dean Homayouni	DEMA Booth		Conventions	-1,755.00	-24,577.25
Bill	9/4/2013	NV S...	C. Dean Homayouni	3D Action Vid...		Filing Fees	-1,685.00	-26,262.25
Bill Pmt -Check	9/4/2013		C. Dean Homayouni			Bank of America	3,440.00	-22,822.25
Bill	9/4/2013	7-11	C. Dean Homayouni			Postage and D...	-9.20	-22,831.45
Bill	9/5/2013	Regis...	C. Dean Homayouni	Registered A...		Registered Ag...	-49.00	-22,880.45
Bill	9/5/2013	Nev. ...	C. Dean Homayouni	Nevada Certif...		Filing Fees	-50.00	-22,930.45
Bill	9/5/2013	Smile...	C. Dean Homayouni			Advertising an...	-99.00	-23,029.45
Bill	9/5/2013	Winzip	C. Dean Homayouni			Supplies - Co...	-49.99	-23,079.44
Bill	9/5/2013	Busin...	C. Dean Homayouni	Business Car...		Business Cards	-134.02	-23,213.46
Bill	9/5/2013	Smile...	C. Dean Homayouni	Templates		Advertising an...	-8.88	-23,222.34
Bill	9/5/2013	Smile...	C. Dean Homayouni	Smile Templa...		Advertising an...	-89.99	-23,312.33
Bill	9/5/2013	Smile...	C. Dean Homayouni	Smile Templa...		Advertising an...	-19.99	-23,332.32
Bill	9/7/2013	Roya...	C. Dean Homayouni	Movie Poster ...		Advertising an...	-29.99	-23,362.31
Bill	9/7/2013	Office...	C. Dean Homayouni	Plastic Movie...		Advertising an...	-16.74	-23,379.05
Bill	9/7/2013	Royn...	C. Dean Homayouni	RonyaSoft P...		Advertising an...	-19.95	-23,399.00
Bill	9/7/2013	Office...	C. Dean Homayouni	Belkin Wirele...		Supplies - Co...	-38.95	-23,437.95
Bill	9/7/2013	Office...	C. Dean Homayouni	OfficeMax - ...		Advertising an...	-44.85	-23,482.80
Bill	9/7/2013	Wall...	C. Dean Homayouni			Advertising an...	-80.98	-23,563.78
Bill	9/8/2013	Office...	C. Dean Homayouni	OfficeMax - E...		Supplies - Office	-42.10	-23,605.88
Bill	9/8/2013	Comp...	C. Dean Homayouni	CompandSav...		Office Supplies	-275.94	-23,881.82
Bill	9/9/2013	Powe...	C. Dean Homayouni	Cyberlink Po...		Software	-129.99	-24,011.81
Bill	9/9/2013	Office...	C. Dean Homayouni	Office Depot ...		Advertising an...	-71.30	-24,083.11
Bill	9/10/2013	Draft ...	C. Dean Homayouni	Draft House ...		Meals and Ent...	-30.00	-24,113.11
Bill	9/11/2013	Office...	C. Dean Homayouni	OfficeMax- Br...		Advertising an...	-12.42	-24,125.53
Bill	9/12/2013	The E...	C. Dean Homayouni	The Expo Gr...		Conventions	-213.00	-24,338.53
Bill	9/12/2013	MEO...	C. Dean Homayouni	NEO3O 3D T...		Computers	-300.00	-24,638.53
Bill	9/12/2013	LV Pa...	C. Dean Homayouni	Las Vegas P...		Parking Fees	-2.00	-24,640.53
Bill	9/12/2013	Gold ...	C. Dean Homayouni	Gold Spike H...		Meals and Ent...	-5.00	-24,645.53
Bill	9/12/2013	Offie ...	C. Dean Homayouni	Office Depot ...		Supplies - Co...	-39.94	-24,685.47
Bill	9/13/2013	Intuit ...	C. Dean Homayouni			Proseries Tax ...	-44.32	-24,729.79
Bill	9/13/2013	7-11 ...	C. Dean Homayouni	7-11 Postage...		Postage and D...	-10.52	-24,740.31
Bill	9/16/2013	FedE...	C. Dean Homayouni			Postage and D...	-98.70	-24,839.01
Bill	9/16/2013	Walm...	C. Dean Homayouni	Walmart - 2 ...		Advertising an...	-53.99	-24,893.00
General Journal	9/18/2013	111	C. Dean Homayouni	Reconcile Ca...		Bank of America	2,980.84	-21,912.16
Total Accounts Payable							-21,912.16	-21,912.16
Loan Payable								
General Journal	8/28/2013	73		Sandy McNa...		Bank of America	-25,000.00	-25,000.00
General Journal	9/11/2013	109		Partial Paym...		Bank of America	5,000.00	-20,000.00
Total Loan Payable							-20,000.00	-20,000.00

3D Action Video Inc.
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Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
Owner Investment								
APIC - CDH								
General Journal	1/31/2012	16		Reconcile Ca...		Bank of America	-59.95	-59.95
General Journal	2/15/2012	84		Record CDH ...		R & D - Film P...	-5,000.00	-5,059.95
General Journal	2/20/2012	68		Capital Contri...		Software	-215,551.00	-220,610.95
General Journal	2/29/2012	17		Reconcile Ca...		Bank of America	-865.85	-221,476.80
General Journal	3/15/2012	85		Record CDH ...		R & D - Film P...	-5,000.00	-226,476.80
General Journal	3/31/2012	18		Reconcile Ca...		Bank of America	-560.31	-227,037.11
General Journal	4/15/2012	86		Record CDH ...		R & D - Film P...	-5,000.00	-232,037.11
General Journal	4/20/2012	43		Capital contri...		APIC - SJM	1,295.00	-230,742.11
General Journal	4/30/2012	20		Reconcile Ca...		Bank of America	-5,388.63	-236,130.74
General Journal	5/15/2012	87		Record CDH ...		R & D - Film P...	-5,000.00	-241,130.74
General Journal	5/31/2012	21		Reconcile Ca...		Bank of America	-7,156.66	-248,287.40
General Journal	6/15/2012	88		Record CDH ...		R & D - Film P...	-5,000.00	-253,287.40
Inventory Adjust	6/24/2012			0001 Openin...		Inventory Asset	-5.00	-253,292.40
General Journal	6/30/2012	22		Reconcile Ca...		Bank of America	-640.74	-253,933.14
General Journal	6/30/2012	32		Reconcile Ca...		Bank of America	-15.00	-253,948.14
General Journal	7/15/2012	89		Record CDH ...		R & D - Film P...	-5,000.00	-258,948.14
General Journal	7/31/2012	33		Reconcile Ca...		Cash Over an...	-21.99	-258,970.13
General Journal	7/31/2012	34		Reconcile Ca...		Bank of America	-252.62	-259,222.75
General Journal	8/15/2012	90		Record CDH ...		R & D - Film P...	-5,000.00	-264,222.75
General Journal	9/15/2012	91		Record CDH ...		R & D - Film P...	-5,000.00	-269,222.75
General Journal	10/15/2012	92		Record CDH ...		R & D - Film P...	-5,000.00	-274,222.75
General Journal	11/15/2012	93		Record CDH ...		R & D - Film P...	-5,000.00	-279,222.75
General Journal	12/15/2012	94		Record CDH ...		R & D - Film P...	-5,000.00	-284,222.75
General Journal	12/31/2012	52		Reconcile Ca...		Bank of America	-6,689.70	-290,912.45
General Journal	12/31/2012	59		Reflect expen...		Accounts Pay...	14,902.00	-276,010.45
General Journal	12/31/2012	110		Reconcile Ca...		Bank of America	-41.00	-276,051.45
General Journal	1/15/2013	95		Record CDH ...		R & D - Film P...	-5,000.00	-281,051.45
General Journal	2/5/2013	61		Ebay - Audio ...		Bank of America	-599.00	-281,650.45
General Journal	2/11/2013	66		Ebay - Audio		Bank of America	-750.00	-282,400.45
General Journal	2/15/2013	96		Record CDH ...		R & D - Film P...	-5,000.00	-287,400.45
General Journal	2/15/2013	97		Record CDH ...		R & D - Film P...	-5,000.00	-292,400.45
General Journal	3/9/2013	67		Linda Hernan...		Bank of America	-450.00	-292,850.45
General Journal	3/10/2013	60		EZ Corp - Fix...		Bank of America	-512.58	-293,363.03
General Journal	3/15/2013	98		Record CDH ...		R & D - Film P...	-5,000.00	-298,363.03
General Journal	3/18/2013	64		Equinox Hou...		Bank of America	-7,300.00	-305,663.03
General Journal	3/20/2013	65		Texas Media ...		Bank of America	-1,995.00	-307,658.03
General Journal	4/15/2013	99		Record CDH ...		R & D - Film P...	-5,000.00	-312,658.03
General Journal	4/18/2013	62		BorisFX		Bank of America	-795.00	-313,453.03
General Journal	5/9/2013	63		Red Giant		Bank of America	-799.00	-314,252.03
General Journal	5/15/2013	100		Record CDH ...		R & D - Film P...	-5,000.00	-319,252.03
General Journal	6/15/2013	101		Record CDH ...		R & D - Film P...	-5,000.00	-324,252.03
General Journal	7/15/2013	102		Record CDH ...		R & D - Film P...	-5,000.00	-329,252.03
General Journal	8/15/2013	103		Record CDH ...		R & D - Film P...	-5,000.00	-334,252.03
General Journal	9/11/2013	108		Depost by C. ...		Bank of America	-468.24	-334,720.27
Total APIC - CDH							-334,720.27	-334,720.27

3D Action Video Inc.
Transaction Detail by Account
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Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
APIC - SJM								
General Journal	4/20/2012	43		Capital contri...		APIC - CDH	-1,295.00	-1,295.00
General Journal	4/20/2012	44		Reflect giving...		Equipment - C...	1,295.00	0.00
Total APIC - SJM							0.00	0.00
Common Stock								
General Journal	2/20/2012	68		Capital Contri...		Software	-400.00	-400.00
Total Common Stock							-400.00	-400.00
Total Owner Investment							-335,120.27	-335,120.27
Retained Earnings								
Closing Entry	12/31/2012						30,103.11	30,103.11
Total Retained Earnings							30,103.11	30,103.11
Chase Paymentech								
Check	1/1/2013		Chase Paymentech			Bank of America	45.00	45.00
Check	2/1/2013		Chase Paymentech			Bank of America	45.00	90.00
Check	3/1/2013		Chase Paymentech			Bank of America	45.00	135.00
Total Chase Paymentech							135.00	135.00
Advertising and Promotion								
Check	4/26/2013		Office Depot	Blu-rays for d...		Bank of America	40.85	40.85
Check	4/30/2013		Office Depot	CD Lables for...		Bank of America	56.20	97.05
Check	4/30/2013		OfficeMax	Blu-rays for d...		Bank of America	36.66	133.71
Check	5/1/2013		Frys	Blu-rays for d...		Bank of America	32.41	166.12
Check	8/3/2013		Walmart	USB Drive		Bank of America	21.59	187.71
Check	8/8/2013		OfficeMax	Blu-rays		Bank of America	18.22	205.93
Check	8/17/2013		Walmart	USB Jumper...		Bank of America	67.97	273.90
Bill	9/5/2013	Smile...	C. Dean Homayouni	Marketing te...		Accounts Pay...	99.00	372.90
Bill	9/5/2013	Smile...	C. Dean Homayouni	Marketing Te...		Accounts Pay...	8.88	381.78
Bill	9/5/2013	Smile...	C. Dean Homayouni	Smile Templa...		Accounts Pay...	89.99	471.77
Bill	9/5/2013	Smile...	C. Dean Homayouni	Smile Templa...		Accounts Pay...	19.99	491.76
Bill	9/7/2013	Roya...	C. Dean Homayouni	Moie Poster ...		Accounts Pay...	29.99	521.75
Bill	9/7/2013	Office...	C. Dean Homayouni	Plastic Movie...		Accounts Pay...	16.74	538.49
Bill	9/7/2013	Royn...	C. Dean Homayouni	RonyaSoft P...		Accounts Pay...	19.95	558.44
Bill	9/7/2013	Office...	C. Dean Homayouni	OfficeMax - ...		Accounts Pay...	44.85	603.29
Bill	9/7/2013	Wall...	C. Dean Homayouni	Walmart - 36 ...		Accounts Pay...	80.98	684.27
Bill	9/9/2013	Office...	C. Dean Homayouni	Office Depot ...		Accounts Pay...	71.30	755.57
Bill	9/11/2013	Office...	C. Dean Homayouni	OfficeMax - B...		Accounts Pay...	12.42	767.99
Bill	9/16/2013	Walm...	C. Dean Homayouni	Walmart - 2 ...		Accounts Pay...	53.99	821.98
Total Advertising and Promotion							821.98	821.98
Artwork								
Check	3/6/2013		Amazon.com			Bank of America	13.97	13.97
Check	3/12/2013		DailyDeal USA			Bank of America	6.68	20.65
Total Artwork							20.65	20.65

3D Action Video Inc.
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Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
Audio								
Check	3/15/2013		Audio-Technica	USB Microph...		Bank of America	80.00	80.00
Total Audio							80.00	80.00
Bank Transaction Fee								
Check	5/23/2013		Bank Transaciton Fee	Cozumel Trip		Bank of America	0.32	0.32
Check	5/23/2013		Bank Transaciton Fee	Cozumel Trip		Bank of America	3.34	3.66
Check	5/24/2013		Bank Transaciton Fee	Cozumel Trip		Bank of America	1.05	4.71
Check	5/24/2013		Bank Transaciton Fee	Cozumel Trip		Bank of America	0.10	4.81
Check	5/26/2013		Bank Transaciton Fee	Cozumel Trip		Bank of America	0.69	5.50
Check	5/26/2013		Bank Transaciton Fee	Cozumel Trip		Bank of America	1.28	6.78
Check	5/26/2013		Bank Transaciton Fee	Cozumel Trip		Bank of America	0.54	7.32
Check	5/27/2013		Bank Transaciton Fee	Cozumel Trip		Bank of America	0.56	7.88
Check	5/27/2013		Bank Transaciton Fee	Cozumel Trip		Bank of America	0.58	8.46
Check	5/28/2013		Bank Transaciton Fee	Cozumel Trip		Bank of America	2.89	11.35
Check	5/28/2013		Bank Transaciton Fee	Cozumel Trip		Bank of America	0.22	11.57
Check	5/28/2013		Bank Transaciton Fee	Cozumel Trip		Bank of America	0.84	12.41
Check	5/28/2013		Bank Transaciton Fee	Cozumel Trip		Bank of America	0.73	13.14
Check	5/28/2013		Bank Transaciton Fee	Cozumel Trip		Bank of America	15.38	28.52
Check	5/29/2013		Bank Transaciton Fee	Cozumel Trip		Bank of America	0.87	29.39
Check	5/29/2013		Bank Transaciton Fee	Cozumel Trip		Bank of America	0.67	30.06
Check	5/31/2013		Bank Transaciton Fee	Cozumel Trip		Bank of America	1.44	31.50
Check	5/31/2013		Bank Transaciton Fee	Cozumel Trip		Bank of America	0.25	31.75
Check	5/31/2013		Bank Transaciton Fee	Cozumel Trip		Bank of America	0.39	32.14
Check	5/31/2013		Bank Transaciton Fee	Cozumel Trip		Bank of America	0.86	33.00
Check	6/1/2013		Bank Transaciton Fee	Cozumel Trip		Bank of America	9.04	42.04
Check	6/1/2013		Bank Transaciton Fee	Cozumel Trip		Bank of America	2.26	44.30
Check	6/1/2013		Bank Transaciton Fee	Cozumel Trip		Bank of America	0.65	44.95
Check	6/1/2013		Bank Transaciton Fee	Couzmel Trip		Bank of America	0.33	45.28
Check	6/1/2013		Bank Transaciton Fee	Cozumel Trip		Bank of America	1.61	46.89
Check	6/2/2013		Bank Transaciton Fee	Cozumel Trip		Bank of America	1.50	48.39
Check	6/2/2013		Bank Transaciton Fee	Couzmel Trip		Bank of America	0.58	48.97
Check	6/2/2013		Bank Transaciton Fee	Cozumel Trip		Bank of America	0.62	49.59
Check	6/2/2013		Bank Transaciton Fee	Cozumel Trip		Bank of America	1.53	51.12
Total Bank Transaction Fee							51.12	51.12
Business Cards								
Bill	9/5/2013	Busin...	C. Dean Homayouni	1,000 Busine...		Accounts Pay...	134.02	134.02
Total Business Cards							134.02	134.02
Camera Supplies								
Check	3/17/2013		Amazon.com	2 battery char...		Bank of America	23.45	23.45
Check	3/25/2013		Frys	2 64 Gig SD...		Bank of America	151.32	174.77
Check	5/24/2013		Certified Welding			Bank of America	100.00	274.77
Total Camera Supplies							274.77	274.77

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Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
Chromakey Supplies								
Check	1/17/2013		TubeTape.com			Bank of America	19.99	19.99
Check	1/17/2013		TubeTape.com			Bank of America	49.98	69.97
Check	2/28/2013		TubeTape.com			Bank of America	111.05	181.02
Check	3/15/2013		TubeTape.com			Bank of America	141.27	322.29
Total Chromakey Supplies							322.29	322.29
Conventions								
Bill	9/4/2013	DEM...	C. Dean Homayouni	DEMA Show ...		Accounts Pay...	1,755.00	1,755.00
Bill	9/12/2013	The E...	C. Dean Homayouni	The Expo Gr...		Accounts Pay...	213.00	1,968.00
Total Conventions							1,968.00	1,968.00
Depreciation Expense								
Depre. Exp. - Computers								
General Journal	1/15/2013	74		Record Janu...		Depre. Exp. - ...	348.00	348.00
General Journal	2/28/2013	75		Record Febru...		Depre. Exp. - ...	348.00	696.00
General Journal	3/15/2013	76		Record Marc...		Depre. Exp. - ...	348.00	1,044.00
General Journal	4/15/2013	77		Record April ...		Depre. Exp. - ...	348.00	1,392.00
General Journal	5/15/2013	78		Record May ...		Depre. Exp. - ...	348.00	1,740.00
General Journal	6/15/2013	79		Record June ...		Depre. Exp. - ...	348.00	2,088.00
General Journal	7/15/2013	80		Record July 2...		Depre. Exp. - ...	348.00	2,436.00
General Journal	8/15/2013	81		Record Augu...		Depre. Exp. - ...	348.00	2,784.00
Total Depre. Exp. - Computers							2,784.00	2,784.00
Depre. Exp. - Film Stock								
General Journal	1/15/2013	74		Record Janu...		Depre. Exp. - ...	0.00	0.00
General Journal	2/28/2013	75		Record Febru...		Depre. Exp. - ...	0.00	0.00
General Journal	3/15/2013	76		Record Marc...		Depre. Exp. - ...	0.00	0.00
General Journal	4/15/2013	77		Record April ...		Depre. Exp. - ...	0.00	0.00
General Journal	5/15/2013	78		Record May ...		Depre. Exp. - ...	0.00	0.00
General Journal	6/15/2013	79		Record June ...		Depre. Exp. - ...	0.00	0.00
General Journal	7/15/2013	80		Record July 2...		Depre. Exp. - ...	0.00	0.00
General Journal	8/15/2013	81		Record Augu...		Depre. Exp. - ...	0.00	0.00
Total Depre. Exp. - Film Stock							0.00	0.00
Depre. Exp. - Furn. & Equip.								
General Journal	1/15/2013	74		Record Janu...		-SPLIT-	88.00	88.00
General Journal	2/28/2013	75		Record Febru...		-SPLIT-	88.00	176.00
General Journal	3/15/2013	76		Record Marc...		-SPLIT-	88.00	264.00
General Journal	4/15/2013	77		Record April ...		-SPLIT-	88.00	352.00
General Journal	5/15/2013	78		Record May ...		-SPLIT-	88.00	440.00
General Journal	6/15/2013	79		Record June ...		-SPLIT-	88.00	528.00
General Journal	7/15/2013	80		Record July 2...		-SPLIT-	88.00	616.00
General Journal	8/15/2013	81		Record Augu...		-SPLIT-	88.00	704.00
Total Depre. Exp. - Furn. & Equip.							704.00	704.00

3D Action Video Inc.
Transaction Detail by Account
January 2012 through September 2013

Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
Depre. Exp. - Machinery								
General Journal	1/15/2013	74		Record Janu...		Depre. Exp. - ...	359.00	359.00
General Journal	2/28/2013	75		Record Febru...		Depre. Exp. - ...	359.00	718.00
General Journal	3/15/2013	76		Record Marc...		Depre. Exp. - ...	381.00	1,099.00
General Journal	4/15/2013	77		Record April ...		Depre. Exp. - ...	552.00	1,651.00
General Journal	5/15/2013	78		Record May ...		Depre. Exp. - ...	552.00	2,203.00
General Journal	6/15/2013	79		Record June ...		Depre. Exp. - ...	552.00	2,755.00
General Journal	7/15/2013	80		Record July 2...		Depre. Exp. - ...	552.00	3,307.00
General Journal	8/15/2013	81		Record Augu...		Depre. Exp. - ...	552.00	3,859.00
Total Depre. Exp. - Machinery							3,859.00	3,859.00
Depre. Exp. - Software								
General Journal	1/15/2013	74		Record Janu...		Depre. Exp. - ...	695.00	695.00
General Journal	2/28/2013	75		Record Febru...		Depre. Exp. - ...	695.00	1,390.00
General Journal	3/15/2013	76		Record Marc...		Depre. Exp. - ...	695.00	2,085.00
General Journal	4/15/2013	77		Record April ...		Depre. Exp. - ...	695.00	2,780.00
General Journal	5/15/2013	78		Record May ...		Depre. Exp. - ...	717.00	3,497.00
General Journal	6/15/2013	79		Record June ...		Depre. Exp. - ...	739.00	4,236.00
General Journal	7/15/2013	80		Record July 2...		Depre. Exp. - ...	739.00	4,975.00
General Journal	8/15/2013	81		Record Augu...		Depre. Exp. - ...	739.00	5,714.00
Total Depre. Exp. - Software							5,714.00	5,714.00
Total Depreciation Expense							13,061.00	13,061.00
Filing Fees								
Check	5/17/2013		NV Portal	State Filing F...		Bank of America	400.00	400.00
Bill	9/4/2013	NV S...	C. Dean Homayouni	3D Action Vid...		Accounts Pay...	1,685.00	2,085.00
Bill	9/5/2013	Nev. ...	C. Dean Homayouni	Certificate of ...		Accounts Pay...	50.00	2,135.00
Check	9/5/2013		Florida Division of C...	Reister as a ...		Bank of America	87.50	2,222.50
Total Filing Fees							2,222.50	2,222.50
Insurance Expense								
DAN Insurance								
Bill	9/1/2013	DAN I...	C. Dean Homayouni	DAN Insurance		Accounts Pay...	175.00	175.00
Total DAN Insurance							175.00	175.00
Total Insurance Expense							175.00	175.00

3D Action Video Inc.
Transaction Detail by Account
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Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
Internet								
Check	1/15/2013		Cox			Bank of America	39.99	39.99
Check	2/15/2013		Cox			Bank of America	39.99	79.98
Check	3/15/2013		Cox			Bank of America	39.99	119.97
Check	4/15/2013		Cox			Bank of America	39.99	159.96
Check	4/18/2013		RapidFax	Fax Service		Bank of America	9.95	169.91
Check	4/29/2013		Amazon.com	Monthly proc...		Bank of America	39.99	209.90
Check	5/15/2013		Cox			Bank of America	39.99	249.89
Check	5/18/2013		RapidFax	Internet Fax ...		Bank of America	9.95	259.84
Check	5/27/2013		Amazon.com			Bank of America	39.99	299.83
Check	6/15/2013		Cox			Bank of America	39.99	339.82
Check	6/18/2013		RapidFax	Internet Fax ...		Bank of America	9.95	349.77
Check	7/8/2013		Amazon.com			Bank of America	39.99	389.76
Check	7/15/2013		Cox			Bank of America	39.99	429.75
Check	7/18/2013		RapidFax	Internet Fax ...		Bank of America	9.95	439.70
Check	8/15/2013		Cox			Bank of America	39.99	479.69
Total Internet							479.69	479.69
Memberships								
Bill	8/31/2013	DEM...	C. Dean Homayouni	DEMA Mem...		Accounts Pay...	225.00	225.00
Total Memberships							225.00	225.00
Office Supplies								
Check	3/31/2013		Walmart			Bank of America	15.10	15.10
Check	4/11/2013		The Salvation Army			Bank of America	75.00	90.10
Check	8/1/2013		Frys	Batteries for ...		Bank of America	19.89	109.99
Check	8/3/2013		Frys	Batteries for ...		Bank of America	4.24	114.23
Bill	9/8/2013	Comp...	C. Dean Homayouni	CompandSav...		Accounts Pay...	275.94	390.17
Total Office Supplies							390.17	390.17
Postage and Delivery								
Check	2/7/2013		USPS			Bank of America	27.02	27.02
Check	2/7/2013		USPS			Bank of America	28.35	55.37
Check	3/30/2013		UPS	Equinox Hou...		Bank of America	10.00	65.37
Check	4/21/2013		Post Net	Send HDC-Z...		Bank of America	75.21	140.58
Check	4/29/2013		Silverado Station			Bank of America	17.73	158.31
Check	5/1/2013		Silverado Station			Bank of America	6.21	164.52
Check	5/17/2013		USPS			Bank of America	27.68	192.20
Check	6/28/2013		7-11			Bank of America	4.31	196.51
Check	7/1/2013		7-11			Bank of America	2.44	198.95
Check	7/6/2013		USPS	Mail 22 Dem...		Bank of America	56.91	255.86
Check	8/17/2013		7-11			Bank of America	12.59	268.45
Bill	9/4/2013	7-11	C. Dean Homayouni	Book of stamps		Accounts Pay...	9.20	277.65
Bill	9/13/2013	7-11 ...	C. Dean Homayouni	7-11 Postage...		Accounts Pay...	10.52	288.17
Bill	9/16/2013	FedE...	C. Dean Homayouni	FedEx TD10 ...		Accounts Pay...	98.70	386.87
Total Postage and Delivery							386.87	386.87

3D Action Video Inc.
Transaction Detail by Account
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Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
Presentation Materials								
Bill	9/3/2013	Hand ...	C. Dean Homayouni	Hand held co...		Accounts Pay...	158.85	158.85
Bill	9/3/2013	Proje...	C. Dean Homayouni	Projeciton Sc...		Accounts Pay...	92.96	251.81
Total Presentation Materials							251.81	251.81
Proseries Tax Return Fee								
Bill	9/13/2013	Intuit ...	C. Dean Homayouni	Intuit Proseri...		Accounts Pay...	44.32	44.32
Total Proseries Tax Return Fee							44.32	44.32
Registered Agents								
Bill	9/5/2013	Regis...	C. Dean Homayouni	Registered A...		Accounts Pay...	49.00	49.00
Total Registered Agents							49.00	49.00
Repairs and Maintenance								
Check	8/29/2013		Silver State Refriger...	Fux the air co...		Bank of America	200.00	200.00
Total Repairs and Maintenance							200.00	200.00
Scuba - Dive Master Tip								
Check	5/31/2013		Jesus Barieda	Cozumel Trip		Bank of America	300.00	300.00
Total Scuba - Dive Master Tip							300.00	300.00
Scuba Diving Related								
Check	4/1/2013		Amazon.com	Dive Books		Bank of America	39.99	39.99
Check	4/24/2013		Tildens Scuba Center	Florida Keys		Bank of America	215.00	254.99
Check	4/24/2013		Tildens Scuba Center	Florida Keys		Bank of America	387.00	641.99
Check	4/25/2013		Looe Key Reef Resort	Florida Keys		Bank of America	148.35	790.34
Check	4/25/2013		Tildens Scuba Center	Florida Keys		Bank of America	20.00	810.34
Check	4/25/2013		Tildens Scuba Center	Florida Keys		Bank of America	46.21	856.55
Check	4/27/2013		Ocean Divers	Florida Keys		Bank of America	215.00	1,071.55
Check	5/7/2013		Deep Blue Diving	Deposit for C...		Bank of America	907.00	1,978.55
Check	5/24/2013		Dive Shop Mexico	Cozumel Trip...		Bank of America	120.00	2,098.55
Check	5/28/2013		ColorMax Cozumel	Cozumel Trip		Bank of America	96.56	2,195.11
Check	5/30/2013		AZUL Profundo	Cozumel Trip...		Bank of America	1,704.11	3,899.22
Total Scuba Diving Related							3,899.22	3,899.22
Software Rental								
Check	1/29/2013		Adobe			Bank of America	49.99	49.99
Check	2/28/2013		Adobe			Bank of America	49.99	99.98
Check	3/31/2013		Adobe			Bank of America	49.99	149.97
Check	3/31/2013		Adobe			Bank of America	49.99	199.96
Check	4/30/2013		Adobe			Bank of America	49.99	249.95
Check	6/30/2013		Adobe			Bank of America	49.99	299.94
Check	7/31/2013		Adobe			Bank of America	49.99	349.93
Check	8/31/2013		Adobe			Bank of America	49.99	399.92
Total Software Rental							399.92	399.92

3D Action Video Inc.
Transaction Detail by Account
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Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
Subscriptions								
Check	7/31/2013		Video Blocks			Bank of America	88.00	88.00
Total Subscriptions							88.00	88.00
Supplies - Computers								
Check	1/15/2013		Frys			Bank of America	58.42	58.42
Check	1/25/2013		Frys			Bank of America	86.45	144.87
Check	2/1/2013		Frys			Bank of America	21.61	166.48
Check	2/7/2013		Frys			Bank of America	23.76	190.24
Check	2/12/2013		Digital Juice			Bank of America	86.22	276.46
Check	2/20/2013		Red Giant	Red Giant Co...		Bank of America	99.00	375.46
Check	2/21/2013		Frys			Bank of America	28.08	403.54
Check	2/27/2013		Frys			Bank of America	17.29	420.83
Check	2/27/2013		NewBlueFX			Bank of America	99.99	520.82
Check	3/25/2013		Amazon.com			Bank of America	4.00	524.82
Check	3/27/2013		Amazon.com			Bank of America	29.95	554.77
Check	4/1/2013		Frys	1 TB Hard Dri...		Bank of America	75.99	630.76
Check	5/2/2013		Frys	External LG ...		Bank of America	164.13	794.89
Check	5/12/2013		OfficeMax	Toner for las...		Bank of America	151.33	946.22
Check	5/13/2013		Best Buy			Bank of America	21.61	967.83
Check	5/15/2013		Best Buy	Active Shutte...		Bank of America		967.83
Check	5/23/2013		Frys			Bank of America	84.31	1,052.14
Check	5/24/2013		Frys			Bank of America	80.93	1,133.07
Check	5/31/2013		SoftwareCareWorld....			Bank of America	49.99	1,183.06
Check	6/26/2013		Best Buy			Bank of America	32.46	1,215.52
Check	8/22/2013		Frys	Passive Shutt...		Bank of America	8.70	1,224.22
Bill	8/30/2013	Cano...	C. Dean Homayouni	Toner for MF...		Accounts Pay...	558.58	1,782.80
Bill	9/5/2013	Winzip	C. Dean Homayouni	WinZip 17.5 ...		Accounts Pay...	49.99	1,832.79
Bill	9/7/2013	Office...	C. Dean Homayouni	Belkin USB ...		Accounts Pay...	38.95	1,871.74
Bill	9/12/2013	Offie ...	C. Dean Homayouni	Office Depot ...		Accounts Pay...	39.94	1,911.68
Total Supplies - Computers							1,911.68	1,911.68
Supplies - Office								
Check	2/13/2013		OfficeMax			Bank of America	46.46	46.46
Check	4/2/2013		Frys	Toolkit to fix ...		Bank of America	17.27	63.73
Check	5/13/2013		OfficeMax			Bank of America	121.64	185.37
Check	8/18/2013		OfficeMax	Paper		Bank of America	9.50	194.87
Bill	8/30/2013	Cano...	C. Dean Homayouni	3 Boxes of P...		Accounts Pay...	93.98	288.85
Bill	9/8/2013	Office...	C. Dean Homayouni	OfficeMax - E...		Accounts Pay...	42.10	330.95
Total Supplies - Office							330.95	330.95
Telephone Expense								
Check	8/29/2013		T-Mobile			Bank of America	269.13	269.13
Total Telephone Expense							269.13	269.13

3D Action Video Inc.
Transaction Detail by Account
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Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
Templates								
Check	1/19/2013		Digital Juice			Bank of America	139.77	139.77
Check	1/29/2013		Digital Juice			Bank of America	147.19	286.96
Check	2/6/2013		Video CoPilot	Element 3D. ...		Bank of America	249.95	536.91
Check	2/12/2013		Digital Juice			Bank of America	88.12	625.03
Check	2/14/2013		Envato Pty Ltd.			Bank of America	14.00	639.03
Check	2/14/2013		Envato Pty Ltd.			Bank of America	22.00	661.03
Check	2/15/2013		Envato Pty Ltd.			Bank of America	17.00	678.03
Check	2/16/2013		Envato Pty Ltd.			Bank of America	10.00	688.03
Check	2/16/2013		Envato Pty Ltd.			Bank of America	22.00	710.03
Check	2/17/2013		Envato Pty Ltd.			Bank of America	22.00	732.03
Total Templates							732.03	732.03
Travel Expense								
Airfare								
Check	3/22/2013		Airtrana	Florida Keys		Bank of America	12.32	12.32
Check	3/23/2013		Expedia	Round Trip to...		Bank of America	1,103.10	1,115.42
Check	4/20/2013		Airtrana	Baggage Fee		Bank of America	85.00	1,200.42
Check	4/28/2013		AirTran Airways	Florida Keys ...		Bank of America	120.00	1,320.42
Check	6/2/2013		Benamex	Baggage Fee		Bank of America	250.00	1,570.42
Check	6/2/2013		Airtrana	Cozumel Trip...		Bank of America	60.00	1,630.42
Check	6/2/2013		Airtrana	Cozumel Trip...		Bank of America	135.19	1,765.61
Check	6/2/2013		McCarran Internatio...	Cozumel Trip...		Bank of America	2.00	1,767.61
Check	6/2/2013		Smatecarte.com 11	Cozumel Trip...		Bank of America	5.00	1,772.61
Bill	8/31/2013	BON...	C. Dean Homayouni	Trip to Bonaire		Accounts Pay...	47.70	1,820.31
Bill	8/31/2013	Bonaire	C. Dean Homayouni	Bonaire		Accounts Pay...	261.20	2,081.51
Bill	8/31/2013	Bonaire	C. Dean Homayouni	Bonaire		Accounts Pay...	244.70	2,326.21
Total Airfare							2,326.21	2,326.21
Ferry Ride								
Check	5/24/2013		Ultramar	Cozumel Trip		Bank of America	26.00	26.00
Total Ferry Ride							26.00	26.00
Gasoline								
Check	4/28/2013		Bargain World	Florida Keys		Bank of America	32.09	32.09
Check	6/2/2013		Asur C Convenienc...	Cozumel Trip		Bank of America	19.61	51.70
Check	6/23/2013		Shell			Bank of America	40.00	91.70
Check	8/10/2013		Wayne			Bank of America	11.50	103.20
Check	8/13/2013		Shell			Bank of America	7.75	110.95
Check	8/26/2013		Superfine			Bank of America	40.00	150.95
Check	8/27/2013		Shell			Bank of America	26.36	177.31
Bill	8/30/2013	Chevr...	C. Dean Homayouni			Accounts Pay...	40.00	217.31
Total Gasoline							217.31	217.31
Interval International								
Check	2/6/2013		Interval International	Membership ...		Bank of America	576.02	576.02
Check	3/22/2013		Interval International	Excahnge Fe...		Bank of America	154.00	730.02
Total Interval International							730.02	730.02

3D Action Video Inc.
Transaction Detail by Account
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Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
Lodging								
Check	2/7/2013		The Quarter House	Yearly Mainte...		Bank of America	1,597.75	1,597.75
Check	3/21/2013		Savings.com	Florida Keys		Bank of America	9.95	1,607.70
Check	3/21/2013		Savings.com	Florida Keys		Bank of America	9.95	1,617.65
Check	3/21/2013		Sombrere Resort & ...	Florida Keys		Bank of America	103.96	1,721.61
Check	4/23/2013		Mystic Dunes			Bank of America	186.45	1,908.06
Check	4/27/2013		Sombrere Resort & ...			Bank of America	408.20	2,316.26
Check	5/24/2013		Hotel Hacienda	Cozumel Trip		Bank of America	170.00	2,486.26
Check	6/2/2013		Hotel Hacienda	Cozumel Trip		Bank of America	50.00	2,536.26
Total Lodging							2,536.26	2,536.26
Meals and Entertainment								
Check	4/20/2013		Sizzler			Bank of America	32.85	32.85
Check	4/24/2013		HHSHOST	Sandwitch		Bank of America	10.99	43.84
Check	4/26/2013		The Stone Crab	Florida Keys		Bank of America	85.00	128.84
Check	5/23/2013		MEGA Cozumel	Cozumel Trip		Bank of America	10.92	139.76
Check	5/24/2013		Restaurant No Nam...	Cozumel Trip		Bank of America	35.00	174.76
Check	5/24/2013		MEGA Cozumel	Cozumel Trip		Bank of America	3.55	178.31
Check	5/25/2013		Restaurant Albertos	Cozumel Trip		Bank of America	33.52	211.83
Check	5/25/2013		MEGA Cozumel	Cozumel Trip		Bank of America	4.06	215.89
Check	5/27/2013		Restaurant No Nam...	Cozumel Trip		Bank of America	19.55	235.44
Check	5/27/2013		Subway	Cozumel Trip		Bank of America	16.89	252.33
Check	5/28/2013		MEGA Cozumel	Cozumel Trip		Bank of America	18.15	270.48
Check	5/28/2013		Subway	Cozumel Trip		Bank of America	7.64	278.12
Check	5/28/2013		Restaurant Albertos	Cozumel Trip		Bank of America	28.24	306.36
Check	5/28/2013		MEGA Cozumel	Cozumel Trip		Bank of America	24.50	330.86
Check	5/29/2013		Restaurant No Nam...	Cozumel Trip		Bank of America	29.00	359.86
Check	5/30/2013		Restaurant Albertos	Cozumel Trip		Bank of America	12.25	372.11
Check	5/30/2013		Restaurant Albertos	Cozumel Trip		Bank of America	40.83	412.94
Check	5/30/2013		Restaurant Jeanis	Cozumel Trip		Bank of America	18.00	430.94
Check	5/30/2013		MEGA Cozumel	Cozumel Trip		Bank of America	13.32	444.26
Check	6/1/2013		Piezzeria	Cozumel Trip		Bank of America	21.98	466.24
Check	6/1/2013		Wall Mart Playa Del...	Cozumel Trip		Bank of America	11.09	477.33
Check	6/1/2013		Sueno Mexicano	Cozumel Trip		Bank of America	53.84	531.17
Check	6/2/2013		MI Mexico Reg	Cozumel Trip		Bank of America	20.81	551.98
Check	8/1/2013		Frys	Dean Homay...		Bank of America	3.99	555.97
Check	8/3/2013		Pineapple Hill Saloo...	Dean Homay...		Bank of America	50.00	605.97
Check	8/4/2013		Carl's Jr	Dean Homay...		Bank of America	14.25	620.22
Check	8/5/2013		Carl's Jr	Dean Homay...		Bank of America	15.83	636.05
Check	8/9/2013		Pilot			Bank of America	15.28	651.33
Check	8/13/2013		Subway			Bank of America	4.12	655.45
Check	8/17/2013		Popeyes			Bank of America	9.50	664.95
Check	8/18/2013		McDonalds			Bank of America	3.24	668.19
Check	8/27/2013		Burger King			Bank of America	7.33	675.52
Bill	9/10/2013	Draft ...	C. Dean Homayouni	Draft House ...		Accounts Pay...	30.00	705.52
Bill	9/12/2013	Gold ...	C. Dean Homayouni	Gold Spike H...		Accounts Pay...	5.00	710.52
Total Meals and Entertainment							710.52	710.52

3D Action Video Inc.
Transaction Detail by Account
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Type	Date	Num	Name	Memo	Clr	Split	Amount	Balance
Parking Fees								
Bill	9/12/2013	LV Pa...	C. Dean Homayouni	Las Vegas P...		Accounts Pay...	2.00	2.00
Total Parking Fees							2.00	2.00
Rental Car								
Check	4/20/2013		Advantage Rent A ...			Bank of America	289.51	289.51
Check	5/17/2013		Advant Rebt A Car			Bank of America	17.50	307.01
Check	5/25/2013		Adulto			Bank of America	13.00	320.01
Check	5/27/2013		Advant Rebt A Car	Cozumel Trip		Bank of America	4.50	324.51
Check	6/2/2013		Executive Car Rental	Cozumel Trip		Bank of America	51.03	375.54
Total Rental Car							375.54	375.54
Taxi								
Check	5/25/2013		Taxi - Playa Del Car...	Cozumel Trip...		Bank of America	20.00	20.00
Check	5/31/2013		Taxi - Playa Del Car...	Cozumel Trip		Bank of America	20.00	40.00
Check	6/2/2013		Taxi - Playa Del Car...	Cozumel Trip...		Bank of America	85.00	125.00
Total Taxi							125.00	125.00
Total Travel Expense							7,048.86	7,048.86
Voiceover and Sound								
Bill	8/14/2013	Ike W...	C. Dean Homayouni	Fee for Ike W...		Accounts Pay...	1,000.00	1,000.00
Bill	8/21/2013	Mysti...	C. Dean Homayouni	Cash Payme...		Accounts Pay...	400.00	1,400.00
Total Voiceover and Sound							1,400.00	1,400.00
Web Services								
Check	1/11/2013		GoToMeeting.com			Bank of America	49.00	49.00
Check	1/15/2013		PayPro			Bank of America	9.95	58.95
Check	1/29/2013		GoDaddy.com			Bank of America	4.99	63.94
Check	2/11/2013		GoToMeeting.com			Bank of America	49.00	112.94
Check	3/5/2013		GoDaddy.com			Bank of America	69.99	182.93
Check	3/11/2013		GoToMeeting.com			Bank of America	49.00	231.93
Total Web Services							231.93	231.93
TOTAL							**0.00**	**0.00**

Form **1120**

Department of the Treasury
Internal Revenue Service

U.S. Corporation Income Tax Return

For calendar year 2012 or tax year beginning _____, 2012, ending _____, _____

► **Information about Form 1120 and its separate instructions is at *www.irs.gov/form1120.***

OMB No. 1545-0123

2012

A Check if:
1 a Consolidated return (attach Form 851) ☐
b Life/nonlife consolidated return ☐
2 Personal holding co (attach Sch PH) ☐
3 Personal service corp (see instrs) ☐
4 Schedule M-3 attached ☐

TYPE OR PRINT

Name: 3D ACTION VIDEO INC.

Number, street, and room or suite number. If a P.O. box, see instructions.: 7792 ARNOLD PALMER WAY

City or town: LAS VEGAS — State: NV — ZIP code: 89149

B Employer identification number: 45-4543993

C Date incorporated: 02/15/2012

D Total assets (see instructions): $ 239,822.

E Check if: (1) ☒ Initial return (2) ☐ Final return (3) ☐ Name change (4) ☐ Address change

INCOME	1 a	Gross receipts or sales	1 a 224.	
	b	Returns and allowances	1 b 0.	
	c	Balance. Subtract line 1b from line 1a	1 c	224.
	2	Cost of goods sold (attach Form 1125-A)	2	1,085.
	3	Gross profit. Subtract line 2 from line 1c	3	-861.
	4	Dividends (Schedule C, line 19)	4	0.
	5	Interest	5	0.
	6	Gross rents	6	0.
	7	Gross royalties	7	0.
	8	Capital gain net income (attach Schedule D (Form 1120))	8	
	9	Net gain or (loss) from Form 4797, Part II, line 17 (attach Form 4797)	9	0.
	10	Other income (see instructions — attach schedule)	10	0.
	11	**Total income.** Add lines 3 through 10 ►	11	-861.
DEDUCTIONS (SEE INSTRUCTIONS FOR LIMITATIONS ON DEDUCTIONS)	12	Compensation of officers (see instructions — attach Form 1125-E) ►	12	0.
	13	Salaries and wages (less employment credits)	13	0.
	14	Repairs and maintenance	14	0.
	15	Bad debts	15	0.
	16	Rents	16	2,664.
	17	Taxes and licenses	17	0.
	18	Interest	18	0.
	19	Charitable contributions	19	
	20	Depreciation from Form 4562 not claimed on Form 1125-A or elsewhere on return (attach Form 4562)	20	36,589.
	21	Depletion	21	
	22	Advertising	22	
	23	Pension, profit-sharing, etc, plans	23	0.
	24	Employee benefit programs	24	0.
	25	Domestic production activities deduction (attach Form 8903)	25	0.
	26	Other deductions (attach statement) See Other Deductions Statement	26	11,414.
	27	**Total deductions.** Add lines 12 through 26 ►	27	50,667.
	28	Taxable income before net operating loss deduction and special deductions. Subtract line 27 from line 11	28	-51,528.
	29 a	Net operating loss deduction (see instructions) 29 a		
	b	Special deductions (Schedule C, line 20) 29 b		
	c	Add lines 29a and 29b	29 c	
TAX, CRS, AND REFUNDABLE PMTS	30	**Taxable income.** Subtract line 29c from line 28 (see instructions)	30	-51,528.
	31	Total tax (Schedule J, Part I, line 11)	31	0.
	32	Total payments and refundable credits (Schedule J, Part II, line 21)	32	0.
	33	Estimated tax penalty (see instructions). Check if Form 2220 is attached ► ☐	33	
	34	**Amount owed.** If line 32 is smaller than the total of lines 31 and 33, enter amount owed	34	
	35	**Overpayment.** If line 32 is larger than the total of lines 31 and 33, enter amount overpaid	35	0.
	36	Enter amount from line 35 you want: **Credited to 2013 estimated tax** ► **Refunded** ►	36	

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer: _____ Date: 02/13/13 Title: CEO

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ► THE LAW OFFICE C.DEAN HOMAYOUNI — Firm's EIN ►

Firm's address ► 7792 ARNOLD PALMER WAY
LAS VEGAS NV 89149-6453 — Phone no. (702) 658-0969

Schedule C Dividends and Special Deductions (see instructions)	**(a)** Dividends received	**(b)** Percentage	**(c)** Special deductions **(a)** x **(b)**
1 Dividends from less-than-20%-owned domestic corporations (other than debt-financed stock)		70	
2 Dividends from 20%-or-more-owned domestic corporations (other than debt-financed stock)		80	
3 Dividends on debt-financed stock of domestic and foreign corporations		see instructions	
4 Dividends on certain preferred stock of less-than-20%-owned public utilities		42	
5 Dividends on certain preferred stock of 20%-or-more-owned public utilities		48	
6 Dividends from less-than-20%-owned foreign corporations and certain FSCs		70	
7 Dividends from 20%-or-more-owned foreign corporations and certain FSCs		80	
8 Dividends from wholly owned foreign subsidiaries		100	
9 **Total.** Add lines 1 through 8. See instructions for limitation			
10 Dividends from domestic corporations received by a small business investment company operating under the Small Business Investment Act of 1958		100	
11 Dividends from affiliated group members		100	
12 Dividends from certain FSCs		100	
13 Dividends from foreign corporations not included on lines 3, 6, 7, 8, 11, or 12			
14 Income from controlled foreign corporations under subpart F (attach Form(s) 5471)			
15 Foreign dividend gross-up			
16 IC-DISC and former DISC dividends not included on lines 1, 2, or 3			
17 Other dividends			
18 Deduction for dividends paid on certain preferred stock of public utilities			
19 **Total dividends.** Add lines 1 through 17. Enter here and on page 1, line 4 ►			
20 **Total special deductions.** Add lines 9, 10, 11, 12, and 18. Enter here and on page 1, line 29b ►			

Schedule J Tax Computation and Payment (see instructions)

Part I — Tax Computation

1	Check if the corporation is a member of a controlled group (attach Schedule O (Form 1120)) ► ☐				
2	Income tax. Check if a qualified personal service corporation (see instructions) ► ☐			2	
3	Alternative minimum tax (attach Form 4626)			3	
4	Add lines 2 and 3			4	
5a	Foreign tax credit (attach Form 1118)	5a	0.		
b	Credit from Form 8834, line 30 (attach Form 8834)	5b	0.		
c	General business credit (attach Form 3800)	5c			
d	Credit for prior year minimum tax (attach Form 8827)	5d	0.		
e	Bond credits from Form 8912	5e	0.		
6	**Total credits.** Add lines 5a through 5e			6	0.
7	Subtract line 6 from line 4			7	0.
8	Personal holding company tax (attach Schedule PH (Form 1120))			8	0.
9a	Recapture of investment credit (attach Form 4255)	9a			
b	Recapture of low-income housing credit (attach Form 8611)	9b	0.		
c	Interest due under the look-back method — completed long-term contracts (attach Form 8697)	9c	0.		
d	Interest due under the look-back method — income forecast method (attach Form 8866)	9d	0.		
e	Alternative tax on qualifying shipping activities (attach Form 8902)	9e	0.		
f	Other (see instructions — attach statement)	9f			
10	**Total.** Add lines 9a through 9f			10	0.
11	**Total tax.** Add lines 7, 8, and 10. Enter here and on page 1, line 31			11	0.

Part II — Payments and Refundable Credits

12	2011 overpayment credited to 2012			12	0.
13	2012 estimated tax payments			13	0.
14	2012 refund applied for on Form 4466			14	0.
15	Combine lines 12, 13, and 14			15	0.
16	Tax deposited with Form 7004			16	0.
17	Withholding (see instructions)			17	0.
18	**Total payments.** Add lines 15, 16 and 17			18	0.
19	Refundable credits from:				
a	Form 2439	19a	0.		
b	Form 4136	19b	0.		
c	Form 8827, line 8c	19c	0.		
d	Other (attach statement — see instructions)	19d			
20	**Total credits.** Add lines 19a through 19d			20	0.
21	**Total payments and credits.** Add lines 18 and 20. Enter here and on page 1, line 32			21	0.

Schedule K Other Information (see instructions)

		Yes	No
1	Check accounting method **a** ☐ Cash **b** ☒ Accrual **c** ☐ Other (specify) ►		
2	See the instructions and enter the:		
a	Business activity code no. ► 512100		
b	Business activity ► Underwater 3D Movies		
c	Product or service ► Underwater Movies		
3	Is the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group?		X
	If 'Yes,' enter name and EIN of the parent corporation ►		
4	At the end of the tax year:		
a	Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If 'Yes,' complete Part I of Schedule G (Form 1120) (attach Schedule G)		X
b	Did any individual or estate own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If 'Yes,' complete Part II of Schedule G (Form 1120) (att Schedule G)	X	

Schedule K **Other Information** *continued* (see instructions)

		Yes	No
5	At the end of the tax year, did the corporation:		
a	Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation not included on **Form 851,** Affiliations Schedule? For rules of constructive ownership, see instructions		X
	If 'Yes,' complete (i) through (iv) below.		

(i) Name of Corporation	**(ii)** Employer Identification Number (if any)	**(iii)** Country of Incorporation	**(iv)** Percentage Owned in Voting Stock

		Yes	No
b	Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions		X
	If 'Yes,' complete (i) through (iv) below.		

(i) Name of Entity	**(ii)** Employer Identification Number (if any)	**(iii)** Country of Organization	**(iv)** Maximum Percentage Owned in Profit, Loss, or Capital

6	During this tax year, did the corporation pay dividends (other than stock dividends and distributions in exchange for stock) in excess of the corporation's current and accumulated earnings and profits? (See sections 301 and 316.)		X
	If 'Yes,' file **Form 5452**, Corporate Report of Nondividend Distributions.		
	If this is a consolidated return, answer here for the parent corporation and on Form 851 for each subsidiary		
7	At any time during the tax year, did one foreign person own, directly or indirectly, at least 25% of **(a)** the total voting power of all classes of the corporation's stock entitled to vote or **(b)** the total value of all classes of the corporation's stock?		X
	For rules of attribution, see section 318. If 'Yes,' enter:		
	(i) Percentage owned ► _____ and **(ii)** Owner's country ► _____		
	(c) The corporation may have to file **Form 5472,** Information Return of a 25% Foreign-Owned U.S. Corporation or a Foreign Corporation Engaged in a U.S. Trade or Business. Enter the number of Forms 5472 attached ► _____		
8	Check this box if the corporation issued publicly offered debt instruments with original issue discount . . . . . ► ☐		
	If checked, the corporation may have to file **Form 8281,** Information Return for Publicly Offered Original Issue Discount Instruments.		
9	Enter the amount of tax-exempt interest received or accrued during the tax year ► $_____		
10	Enter the number of shareholders at the end of the tax year (if 100 or fewer) ► _____		
11	If the corporation has an NOL for the tax year and is electing to forego the carryback period, check here . . . . . ► ☐ If the corporation is filing a consolidated return, the statement required by Regulations section 1.1502-21(b)(3) must be attached or the election will not be valid.		
12	Enter the available NOL carryover from prior tax years (do not reduce it by any deduction on line 29a.) ► $_____		
13	Are the corporation's total receipts (line 1c plus lines 4 through 10 on page 1) for the tax year **and** its total assets at the end of the tax year less than $250,000?	X	
	If 'Yes,' the corporation is not required to complete Schedules L, M-1, and M-2 on page 5. Instead, enter the total amount of cash distributions and the book value property distributions (other than cash) made during the tax year. ►$ 0.		
14	Is the corporation required to file Schedule UTP (Form 1120), Uncertain Tax Position Statement (see instructions)?		X
	If 'Yes,' complete and attach Schedule UTP.		
15 a	Did the corporation make any payments in 2012 that would require it to file Form(s) 1099?		X
b	If 'Yes,' did or will the corporation file required Forms 1099?		
16	During this tax year, did the corporation have an 80% or more change in ownership, including a change due to redemption of its own stock?		X
17	During or subsequent to this tax year, but before the filing of this return, did the corporation dispose of more than 65% (by value) of its assets in a taxable, non-taxable, or tax deferred transaction?		X
18	Did the corporation receive assets in a section 351 transfer in which any of the transferred assets had a fair market basis or fair market value of more than $1 million		X

Schedule L Balance Sheets per Books

Assets	Beginning of tax year (a)	Beginning of tax year (b)	End of tax year (c)	End of tax year (d)
1 Cash		0.		0.
2a Trade notes and accounts receivable	0.		0.	
b Less allowance for bad debts	0.		0.	
3 Inventories		0.		5.
4 U.S. government obligations		0.		0.
5 Tax-exempt securities (see instructions)		0.		0.
6 Other current assets (attach statement)		0.		0.
7 Loans to shareholders		0.		0.
8 Mortgage and real estate loans		0.		0.
9 Other investments (attach statement)		0.		0.
10a Buildings and other depreciable assets	0.		221,405.	
b Less accumulated depreciation	0.	0.	36,589.	184,817.
11a Depletable assets	0.		0.	
b Less accumulated depletion	0.	0.	0.	0.
12 Land (net of any amortization)		0.		0.
13a Intangible assets (amortizable only)	0.		0.	
b Less accumulated amortization	0.		0.	
14 Other assets (attach statement)		0.		55,000.
15 Total assets		0.		239,822.
Liabilities and Shareholders' Equity				
16 Accounts payable		0.		14,802.
17 Mortgages, notes, bonds payable in less than 1 year		0.		0.
18 Other current liabilities (attach stmt)		0.		0.
19 Loans from shareholders		0.		0.
20 Mortgages, notes, bonds payable in 1 year or more		0.		0.
21 Other liabilities (attach statement)		0.		0.
22 Capital stock: a Preferred stock	0.		0.	
b Common stock	0.	0.	400.	400.
23 Additional paid-in capital		0.		276,451.
24 Retained earnings — Approp (att stmt)		0.		0.
25 Retained earnings — Unappropriated		0.		-51,532.
26 Adjmt to shareholders' equity (att stmt)		0.		0.
27 Less cost of treasury stock		0.		0.
28 Total liabilities and shareholders' equity		0.		239,822.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income per Return

Note: Schedule M-3 required instead of Schedule M-1 if total assets are $10 million or more — see instructions

1 Net income (loss) per books		7 Income recorded on books this year not included on this return (itemize): Tax-exempt interest $	
2 Federal income tax per books			
3 Excess of capital losses over capital gains			
4 Income subject to tax not recorded on books this year (itemize):		8 Deductions on this return not charged against book income this year (itemize):	
5 Expenses recorded on books this year not deducted on this return (itemize): a Depreciation $ b Charitable contributions $ c Travel & entertainment $		a Depreciation $ b Charitable contribns $	
6 Add lines 1 through 5		9 Add lines 7 and 8	
		10 Income (page 1, line 28) — line 6 less line 9	

Schedule M-2 Analysis of Unappropriated Retained Earnings per Books (Line 25, Schedule L)

1 Balance at beginning of year		5 Distributions a Cash	0.
2 Net income (loss) per books	-51,532.	b Stock 0. c Property	0.
3 Other increases (itemize): See Ln 3 Stmt 276,451.	276,451.	6 Other decreases (itemize):	0.
	276,451.	7 Add lines 5 and 6	0.
4 Add lines 1, 2, and 3	276,451.	8 Balance at end of year (line 4 less line 7)	224,920.

Form **1125-A**
(Rev December 2012)
Department of the Treasury
Internal Revenue Service

Cost of Goods Sold

► **Attach to Form 1120, 1120-C, 1120-F, 1120-S, 1065, or 1065-B.**
► **Information about Form 1125-A and its instructions is at *www.irs.gov/form1125a.***

OMB No. 1545-2225

Name	Employer identification number
3D ACTION VIDEO INC.	45-4543993

1	Inventory at beginning of year	**1**	0.
2	Purchases	**2**	0.
3	Cost of labor	**3**	0.
4	Additional section 263A costs (attach schedule) See Additional Section 263A Costs Statement	**4**	0.
5	Other costs (attach schedule) See Other Costs Statement	**5**	1,090.
6	**Total.** Add lines 1 through 5	**6**	1,090.
7	Inventory at end of year	**7**	5.
8	**Cost of goods sold.** Subtract line 7 from line 6. Enter here and on Form 1120, page 1, line 2 or the appropriate line of your tax return (see instructions)	**8**	1,085.

9 a Check all methods used for valuing closing inventory:

- *(i)* [X] Cost
- *(ii)* [ ] Lower of cost or market
- *(iii)* [ ] Other (Specify method used and attach explanation) ►

b Check if there was a writedown of subnormal goods ► [ ]

c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) ► [ ]

d If the LIFO inventory method was used for this tax year, enter amount of closing inventory computed under LIFO **9d**

e If property is produced or acquired for resale, do the rules of section 263A apply to the entity (see instructions)? [ ] Yes [X] No

f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? If 'Yes,' attach explanation [ ] Yes [X] No

SCHEDULE G
(Form 1120)
(Rev December 2011)

Department of the Treasury
Internal Revenue Service

Information on Certain Persons Owning the Corporation's Voting Stock

► **Attach to Form 1120.**

► **See instructions.**

OMB No. 1545-0123

Name

3D ACTION VIDEO INC.

Employer identification number (EIN)

45-4543993

Part I **Certain Entities Owning the Corporation's Voting Stock.** (Form 1120, Schedule K, Question 4a).
Complete columns (i) through (v) below for any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization that owns directly 20% or more, or owns, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote (see instructions).

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity	(iv) Country of Organization	(v) Percentage Owned in Voting Stock

Part II **Certain Individuals and Estates Owning the Corporation's Voting Stock.** (Form 1120, Schedule K, Question 4b).
Complete columns (i) through (iv) below for any individual or estate that owns directly 20% or more, or owns, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote (see instructions).

(i) Name of Individual or Estate	(ii) Identifying Number (if any)	(iii) Country of Citizenship (see instructions)	(iv) Percentage Owned in Voting Stock
Cyrus Dean Homayouni	578-86-7168	US	100.00

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

► See separate instructions. ► Attach to your tax return.

OMB No. 1545-0172

2012

Attachment Sequence No. **179**

Name(s) shown on return

3D ACTION VIDEO INC.

Identifying number

45-4543993

Business or activity to which this form relates

Form 1120 Line 20

Part I Election To Expense Certain Property Under Section 179

Note: *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2013. Add lines 9 and 10, less line 12 ►	13	

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II Special Depreciation Allowance and Other Depreciation (**Do not** include listed property.) (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	7,966.

Part III MACRS Depreciation (**Do not** include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2012	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► ☐		

Section B — Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

	(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19 a	3-year property						
b	5-year property		12,544.	5.0 yrs	HY	200 DB	2,509.
c	7-year property		182,795.	7.0 yrs	HY	200 DB	26,114.
d	10-year property						
e	15-year property						
f	20-year property						
g	25-year property			25 yrs		S/L	
h	Residential rental property			27.5 yrs	MM	S/L	
				27.5 yrs	MM	S/L	
i	Nonresidential real property			39 yrs	MM	S/L	
					MM	S/L	

Section C — Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20 a	Class life					S/L	
b	12-year			12 yrs		S/L	
c	40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations — see instructions	22	36,589.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* ***only*** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A – Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.***)**

24 a Do you have evidence to support the business/investment use claimed? ☐ **Yes** ☐ **No** | **24b** If 'Yes,' is the evidence written? . . . ☐ **Yes** ☐ **No**

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						**25**		
26 Property used more than 50% in a qualified business use:								
27 Property used 50% or less in a qualified business use:								
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						**28**		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							**29**	

Section B – Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions).

	Yes	**No**
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		

Note: *If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles.*

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2012 tax year (see instructions):					
43 Amortization of costs that began before your 2012 tax year				**43**	
44 **Total.** Add amounts in column (f). See the instructions for where to report				**44**	

Corporation Information Worksheet 2012

► Keep for your records

Part I – Identifying Information

Employer Identification Number . . . 45-4543993

Name . . . . . 3D ACTION VIDEO INC.

Address . . . . . 7792 ARNOLD PALMER WAY

City . . . . . LAS VEGAS State . . NV ZIP Code 89149
Foreign Country . . . . . .

Telephone . . . . . (702) 658-0969 Extension . . . . .
Fax . . . . . (702) 966-3707 E-mail Address . . deanhomayouni@gmail.com

☐ **Eligible for qualified disaster area tax relief benefits**
☐ **Election to use straight line depreciation and claim credit for AMT or Research credit.**

Part II – Type of Return

☐ Prepare Form 1120-H ☐ Prepare Schedule PH

Part III – Tax Year and Filing Information

☒ Calendar year
☐ Fiscal year – Ending month . . .
☐ Short year – Beginning date . . Ending date . .

Date Incorporated 02/15/2012
1120-H filers only: Date association formed . . .

☐ Use general method of annualization to calculate regular tax for short year
IRS Service Center where corporation return is filed . . . . . Ogden, UT 84201-0012
☒ Corporation is enrolled in the Electronic Federal Tax Payment System (EFTPS)

Part IV– 2012 Estimated Tax Payments

Amount of 2011 overpayment credited to 2012 estimated tax . . . . . .

Payment Quarters	Due Date	Actual Payment Date	Amount Paid
First Quarter Payment	04/17/12		
Second Quarter Payment	06/15/12		
Third Quarter Payment	09/17/12		
Fourth Quarter Payment	12/17/12		
Additional Payment 1			
Additional Payment 2			
Additional Payment 3			
Additional Payment 4			

Part V – Electronic Filing Information

Electronic Filing:

☐ File the federal return electronically

☐ File the state(s) electronically

* Select the state or states to file electronically. (Multiple states can be entered)

State(s) *

Practitioner PIN program:

☐ Sign this return electronically using the Practitioner PIN

☐ ERO entered PIN

Officer's PIN (enter any 5 numbers) . . _____

Date PIN entered . . . . . _____

Information required for Electronic Filing:

Officer's Name . _____

QuickZoom to the Electronic Filing Information Worksheet . . . . . ► _____

Electronic Filing of Extensions:

☐ Check this box to file federal **Form 7004** (application for extension of time to file return) electronically

☐ Check this box to file the state extension(s) electronically (FL, LA, MA, MD, NY, PA, TN & TX only)

* Select the state or states to file electronically. (Multiple states can be entered)

State(s) *

Electronic Filing of Estimated Payments:

☐ Check this box to file the state estimated payments electronically (FL, NY, TN States & NY City only)

* Select the estimated quarterly payment to file electronically. (Multiple quarters can be entered)

State(s) *

Electronic Filing of Amended Return:

☐ Check this box to file a federal **amended return** electronically

☐ Check this box to file the state and city amended return electronically (MI, NY State & NY City only)

* Select the MI State, NY State or City Amended return to file electronically.

State(s) *

Part VI – Direct Deposit or Electronic Funds Withdrawal Information

Yes	No	
☐	☐	Use **direct deposit** of any **federal tax refund?**
☐	☐	Use **electronic funds withdrawal** of **federal balance due** (EF only)?
☐	☐	Use **electronic funds withdrawal** of **Form 7004 balance due** (EF only)?
☐	☐	Use **electronic funds withdrawal** of **amended return balance due** (EF only)?

If any options selected above, enter information below, **(Review transferred information for accuracy)**

Bank Information

Name of Financial Institution (optional) . . . _____

Check the appropriate box . . . . . ☐ Checking ☐ Savings

Routing number . . . . . _____

Account number . . . . . _____

Payment Information

Enter the payment date to withdraw tax payment . . . . . _____

Balance due amount from this return . . . . . _____

Enter an amount to withdraw tax payment . . . . . _____

If partial payment is made, the remaining balance due . . . . _____

QuickZoom to Form 1120, pages 1 and 2 . . . . . ► _____

QuickZoom to Form 1120-H, ... ► _____

QuickZoom to Client Status . . . . . ► _____

Form 1120, Line 29a **Net Operating Loss Worksheet** **2012**

Name	Employer Identification Number
3D ACTION VIDEO INC.	45-4543993

Two, three, four, or five year carryback, twenty year carryover

NOL Carryover Year	A Carryover	B Less Carrybacks/ Carryovers	C Adjusted Carryover
2011			
2010			
2009			
2008			
2007			
2006			
2005			
2004			
2003			
2002			
2001			
2000			
1999			
1998			
1997			
Total new law			

OLD LAW: Three year carryback, fifteen year carryover

NOL Carryover Year	A Carryover	B Less Carrybacks/ Carryovers	C Adjusted Carryover
2011			
2010			
2009			
2008			
2007			
2006			
2005			
2004			
2003			
2002			
2001			
2000			
1999			
1998			
1997			
Total old law			

Net Operating Loss Summary

NOL Carryover Year	A NOL Carryover Available	B Deduction Allowed in Current Year	C Adjustment Under Section 172(b)(2)	D Remaining Carryover 20 Years	E Remaining Carryover 15 Years
2011					
2010					
2009					
2008					
2007					
2006					
2005					
2004					
2003					
2002					
2001					
2000					
1999					
1998					
1997					
Totals					

Less: Carryover expiring due to 15-year limitation	
Add: Current year net operating loss	51,528.
Less: Carryback of current year net operating loss	
Net operating loss carryover to next year	51,528.

Form 1120 **Carryovers/Carryforwards Worksheet** **2012**

► Keep for your records

Name as Shown on Return	Employer ID No.
3D ACTION VIDEO INC.	45-4543993

	To Current Year	To Next Year
Form 1120:		
Contributions carryover		
Net Operating Loss carryover		51,528.
AMT Net Operating Loss carryover		
Schedule D (Form 1120):		
Unused capital loss carryover		
Less current year capital loss carried back		
Carryover expiring next year due to 5 year limitation		
Capital loss carryover to next year		
Form 2220:		
Tax		
Form 4562:		
Section 179 carryover		
Form 4797:		
Nonrecaptured net Section 1231 losses – 2007		
Nonrecaptured net Section 1231 losses – 2008		
Nonrecaptured net Section 1231 losses – 2009		
Nonrecaptured net Section 1231 losses – 2010		
Nonrecaptured net Section 1231 losses – 2011		
Nonrecaptured net Section 1231 losses – 2012		
Total nonrecaptured net Section 1231 loss carryforwards		
Form 8827:		
Prior year Alternative Minimum Tax from Form 4626		
Minimum tax credit carryforward		
Form 3800:		
General business credit carryforward		

Form 4562

3D ACTION VIDEO INC.
Form 1120 - Line 20

Depreciation and Amortization Report

Tax Year 2012
► Keep for your records

2012

45-4543993

Asset Description	Code	Date in Service	Cost (net of land)	Land	Business Use %	Section 179	Special Depreciation Allowance	Depreciable Basis	Life	Method/ Convention	Prior Depreciation	Current Depreciation
DEPRECIATION												
Film Stock		02/02/12	150,000		100.00			150,000	7.00	200DB/HY		21,429
Computers		02/20/12	12,544		100.00			12,544	5.00	200DB/HY		2,509
Furnture and Fixtures		02/20/12	7,375		100.00			7,375	7.00	200DB/HY		1,054
Machinery and Photo Gear		02/20/12	25,420		100.00			25,420	7.00	200DB/HY		3,631
Software		02/20/12	26,070		100.00			26,070	3.00	SL/NA		7,966
SUBTOTAL CURRENT YEAR			221,409	0		0	0	221,409			0	36,589
TOTALS			221,409	0		0	0	221,409			0	36,589

Code: S = Sold, A = Auto, L = Listed, C = COGS

Form 4562

3D ACTION VIDEO INC.

Form 1120 - Line 20

Alternative Minimum Tax Depreciation Report

Tax Year 2012

► Keep for your records

2012

45-4543993

Asset Description	Code	Date in Service	Cost (net of land)	Land	Business Use %	Section 179	Special Depreciation Allowance	Depreciable Basis	Life	Method/ Convention	Prior Depreciation	Current Depreciation	Adjustment/ Preference
DEPRECIATION													
Film Stock		02/02/12	150,000		100.00			150,000	7.00	150DB/HY			
Computers		02/20/12	12,544		100.00			12,544	5.00	150DB/HY			
Furnture and Fixtures		02/20/12	7,375		100.00			7,375	7.00	150DB/HY			
Machinery and Photo Gear		02/20/12	25,420		100.00			25,420	7.00	150DB/HY			
Software		02/20/12	26,070		100.00			26,070	3.00	SL/NA			
SUBTOTAL CURRENT YEAR			221,409	0		0	0	221,409			0	0	0.
TOTALS			221,409	0		0	0	221,409			0	0	0.

Code: S = Sold, A = Auto, L = Listed, C = COGS, P = Passive

Form 4562

3D ACTION VIDEO INC.

ACE Depreciation Report

Tax Year 2012

► Keep for your records

45-4543993

2012

Asset Description	Date in Service	Cost	Business Use %	Basis	Depreciation before TY 1990	Life	Depreciation	Prior	ACE Adjustment
DEPRECIATION									
Film Stock	02/02/12	150,000	100.00						
Computers	02/20/12	12,544	100.00						
Furnture and Fixtures	02/20/12	7,375	100.00						
Machinery and Photo Gear	02/20/12	25,420	100.00						
Software	02/20/12	26,070	100.00						
SUBTOTAL CURRENT YEAR		221,409		0	0		0	0	0
TOTALS		221,409		0	0		0	0	0

Corporation Five Year Tax History

► Keep for your records

2012

Name as Shown on Return	Employer Identification No.
3D ACTION VIDEO INC.	45-4543993

	2008	2009	2010	2011	2012
1 Gross receipts					224.
2 Cost of sales					1,085.
3 Gross profit					-861.
4 Net capital gain					
5 Other income					0.
6 Total income					-861.
7 Salaries					0.
8 Depreciation					36,589.
9 Other deductions					14,078.
10 Total deductions					50,667.
11 Taxable income					-51,528.
12 Income tax					
13 Alternative minimum tax					
14 General business credits					
15 Other credits					0.
16 PHC tax					0.
17 Recapture taxes					0.
18 Tax liability					0.

For Controlled Group Members Only

Enter your share of the $50,000, $25,000 and $9,925,000 taxable income brackets, and your share of the additional 5% tax and 3% tax for the prior years.

	2008	2009	2010	2011	2012
19 $50,000 bracket					
20 $25,000 bracket					
21 $9,925,000 bracket					
22 Additional 5% tax					
23 Additional 3% tax					

Form 1120, Page 1, Line 26
Other Deductions Statement

MEALS AND ENTERTAINMENT (100%)	935.
Flooded Camera Equipment	576.
Internet	480.
Medical	432.
Miscellaneous Expense	175.
Postage and Delivery	75.
Scuba Diving Related	223.
Software Rental	50.
Supplies - Computers	1,371.
Supplies - Office	83.
Supplies - Other	27.
Templates	100.
Training Courses	542.
Airfare	1,949.
Ferry Ride	26.
Gasoline	155.
Lodging	2,162.
Taxi	15.
Utilities	1,200.
Web Service	710.
Advertising and Promotion	106.
Cash Over and Short	22.
Total	11,414.

Form 1120, Page 4, Schedule M-2, Line 3
Ln 3 Stmt

FMV OF ASSETS CONTRIBUTED	276,451.
Total	276,451.

Form 1125-A, Line 4
Additional Section 263A Costs Statement

Section 263A depreciation	0.
Total	0.

Form 1125, Line 5
Other Costs Statement

Adobe After Effects Templates	331.
Amazon.com Selling Fees	280.
Chase Paymenttech	225.
Cost of Goods Sold	254.
Total	1,090.

3D ACTION VIDEO INC. 45-4543993

Form 1120, p1-2: U.S. Corporation Income Tax Return

Depreciation Smart Worksheet

A	To enter assets, **QuickZoom** to Asset Entry Worksheet . . . . . ➡	
B	To view a calculated report of all depreciation information, **QuickZoom** to Depreciation Reports . . . . . ➡	
C	**QuickZoom** to Form 4562 . . . . . ➡	
	Total Depreciation	36,589.
	Depreciation claimed on Form 1125-A and elsewhere on return	0.

Form 1120, p1-2: U.S. Corporation Income Tax Return

Meals and Entertainment Smart Worksheet

Enter 100% of meals and entertainment:

A	Subject to 50% limit	
B	Subject to 80% limit	
C	NOT subject to limit, 100% allowable	935.

The allowable percentage of the above lines will transfer into line 26

Form 1120, p3-5: U.S. Corporation Income Tax Return

Book Depreciation/Amortization Options Smart Worksheet

A	X	Check if book depreciation equals tax depreciation. Otherwise, enter book depreciation expense here	
B	X	Check if book amortization equals tax amortization. Otherwise, enter book amortization expense here	

EXHIBIT 23

DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023

Date of this notice: 02-15-2012

Employer Identification Number:
45-4543993

Form: SS-4

Number of this notice: CP 575 A

3D ACTION VIDEO INC
7792 ARNOLD PALMER WAY
LAS VEGAS, NV 89149

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 45-4543993. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

Based on the information received from you or your representative, you must file the following form(s) by the date(s) shown.

Form 940	01/31/2013
Form 944	01/31/2013
Form 1120	03/15/2013

If you have questions about the form(s) or the due date(s) shown, you can call us at the phone number or write to us at the address shown at the top of this notice. If you need help in determining your annual accounting period (tax year), see Publication 538, *Accounting Periods and Methods*.

We assigned you a tax classification based on information obtained from you or your representative. It is not a legal determination of your tax classification, and is not binding on the IRS. If you want a legal determination of your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2004-1, 2004-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue). Note: Certain tax classification elections can be requested by filing Form 8832, *Entity Classification Election*. See Form 8832 and its instructions for additional information.

IMPORTANT INFORMATION FOR S CORPORATION ELECTION:

If you intend to elect to file your return as a small business corporation, an election to file a Form 1120-S must be made within certain timeframes and the corporation must meet certain tests. All of this information is included in the instructions for Form 2553, *Election by a Small Business Corporation*.

(IRS USE ONLY) 575A 02-15-2012 3DAC B 9999999999 SS-4

If you are required to deposit for employment taxes (Forms 941, 943, 940, 944, 945, CT-1, or 1042), excise taxes (Form 720), or income taxes (Form 1120), you will receive a Welcome Package shortly, which includes instructions for making your deposits electronically through the Electronic Federal Tax Payment System (EFTPS). A Personal Identification Number (PIN) for EFTPS will also be sent to you under separate cover. Please activate the PIN once you receive it, even if you have requested the services of a tax professional or representative. For more information about EFTPS, refer to Publication 966, *Electronic Choices to Pay All Your Federal Taxes*. If you need to make a deposit immediately, you will need to make arrangements with your Financial Institution to complete a wire transfer.

The IRS is committed to helping all taxpayers comply with their tax filing obligations. If you need help completing your returns or meeting your tax obligations, Authorized e-file Providers, such as Reporting Agents (payroll service providers) are available to assist you. Visit the IRS Web site at www.irs.gov for a list of companies that offer IRS e-file for business products and services. The list provides addresses, telephone numbers, and links to their Web sites.

To obtain tax forms and publications, including those referenced in this notice, visit our Web site at www.irs.gov. If you do not have access to the Internet, call 1-800-829-3676 (TTY/TDD 1-800-829-4059) or visit your local IRS office.

IMPORTANT REMINDERS:

* Keep a copy of this notice in your permanent records. **This notice is issued only one time and the IRS will not be able to generate a duplicate copy for you.**
* Use this EIN and your name exactly as they appear at the top of this notice on all your federal tax forms.
* Refer to this EIN on your tax-related correspondence and documents.

If you have questions about your EIN, you can call us at the phone number or write to us at the address shown at the top of this notice. If you write, please tear off the stub at the bottom of this notice and send it along with your letter. If you do not need to write us, do not complete and return the stub. Thank you for your cooperation.

Keep this part for your records. CP 575 A (Rev. 7-2007)

Return this part with any correspondence so we may identify your account. Please correct any errors in your name or address.

CP 575 A

9999999999

Your Telephone Number
( ) -
_____

Best Time to Call
_____

DATE OF THIS NOTICE: 02-15-2012
EMPLOYER IDENTIFICATION NUMBER: 45-4543993
FORM: SS-4 NOBOD

INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023

3D ACTION VIDEO INC
7792 ARNOLD PALMER WAY
LAS VEGAS, NV 89149

3D ACTION VIDEO INC.

Business Entity Information

Status:	Active	File Date:	2/15/2012
Type:	Domestic Corporation	Entity Number:	E0088282012-4
Qualifying State:	NV	List of Officers Due:	3/31/2012
Managed By:		Expiration Date:	
NV Business ID:	NV20121102819	Business License Exp:	

Registered Agent Information

Name:	THE LAW OFFICE OF C. DEAN HOMAYOUNI, ESQ.	Address 1:	7764 PAINTED SUNSET DRIVE
Address 2:		City:	LAS VEGAS
State:	NV	Zip Code:	89149
Phone:		Fax:	
Mailing Address 1:		Mailing Address 2:	
Mailing City:		Mailing State:	
Mailing Zip Code:			
Agent Type:	Noncommercial Registered Agent		

Financial Information

No Par Share Count:	0	Capital Amount:	$ 1,000.00
Par Share Count:	100,000.00	Par Share Value:	$ 0.01

Officers

☐ Include Inactive Officers

No active officers found for this company

Actions\Amendments

Action Type:	Articles of Incorporation		
Document Number:	20120107339-18	# of Pages:	2
File Date:	2/15/2012	Effective Date:	

Initial Stock Value: Par Value Shares: 100,000 Value: $ 0.01 No Par Value Shares: 0 ---------- ---------- Total Authorized Capital: $ $1,000.00

DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023

Date of this notice: 02-15-2012

Employer Identification Number:
45-4543993

Form: SS-4

Number of this notice: CP 575 A

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(IRS USE ONLY) 575A 02-15-2012 3DAC B 9999999999 SS-4

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To obtain tax forms and publications, including those referenced in this notice, visit our Web site at www.irs.gov. If you do not have access to the Internet, call 1-800-829-3676 (TTY/TDD 1-800-829-4059) or visit your local IRS office.

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* Use this EIN and your name exactly as they appear at the top of this notice on all your federal tax forms.
* Refer to this EIN on your tax-related correspondence and documents.

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Keep this part for your records. CP 575 A (Rev. 7-2007)

Return this part with any correspondence so we may identify your account. Please correct any errors in your name or address.

CP 575 A

9999999999

Your Telephone Number
( ) -
_____

Best Time to Call
_____

DATE OF THIS NOTICE: 02-15-2012
EMPLOYER IDENTIFICATION NUMBER: 45-4543993
FORM: SS-4 NOBOD

INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023

3D ACTION VIDEO INC
7792 ARNOLD PALMER WAY
LAS VEGAS, NV 89149

NEVADA
USA
NV
DRIVER LICENSE
1 HOMAYOUNI
2 CYRUS DEAN
3 7792 ARNOLD PALMER WAY
LAS VEGAS. NV 89149-6488
15 Sex M 16 Hgt 5'09" 17 Wgt 180 18 Eyes BRO
9 Class C End NONE 19 Hair BRO Iss 12/31/2011
12 Restr A
DD 00012257130038841822 7
4d DL NO 0002030741
3 DOB 10/09/1957
4b Exp 10/09/2015

Dean Homayouni
CEO & President

3D ACTION VIDEO

7792 Arnold Palmer Way
Las Vegas, NV 89149

C: 702-250-5608
P: 702-658-0969
F: 702-866-3707
dean@3DActionVideoInc.com

STATE OF NEVADA

ROSS MILLER
Secretary of State

SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

Commercial Recordings Division
202 N. Carson Street
Carson City, NV 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138

OFFICE OF THE
SECRETARY OF STATE

CYRUS D. HOMAYOUNI
7792 ARNOLD PALMER WAY
LAS VEGAS, NV 89149

Job:C20130904-3114
September 5, 2013

Special Handling Instructions:
REIN EMAILED 09.05.13 RMS

Charges

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Annual List	20130583864-70	9/4/2013 4:09:19 PM	1	$125.00	$125.00
Late Fee	20130583864-70	9/4/2013 4:09:19 PM	1	$75.00	$75.00
Business License	20130583864-70	9/4/2013 4:09:19 PM	2	$200.00	$400.00
Reinstatement	20130583864-70	9/4/2013 4:09:19 PM	1	$300.00	$300.00
Business License Late Fee			2	$100.00	$200.00
24 Hour Expedite	20130583864-70	9/4/2013 4:09:19 PM	1	$125.00	$125.00
Acceptance of Registered Agent	20130583865-81	9/4/2013 4:09:19 PM	1	$60.00	$60.00
24 Hour Expedite	20130583865-81	9/4/2013 4:09:19 PM	1	$0.00	$0.00
Initial List	20130583864-70	9/4/2013 4:09:19 PM	1	$125.00	$125.00
Late Fee	20130583864-70	9/4/2013 4:09:19 PM	1	$75.00	$75.00
Total					$1,485.00

Payments

Type	Description	Amount
Credit	02592B|13090591652905	$1,485.00
Total		$1,485.00

Credit Balance: $0.00

Job Contents:
File Stamped Copy(s): 2
Business License(s): 1

CYRUS D. HOMAYOUNI
7792 ARNOLD PALMER WAY
LAS VEGAS, NV 89149

ROSS MILLER
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

181002

Statement of Change of Registered Agent by Represented Entity

(PURSUANT TO NRS 77.340)

Filed in the office of	Document Number
Ross Miller Secretary of State State of Nevada	20130583865-81
	Filing Date and Time 09/04/2013 4:09 PM
	Entity Number E0088282012-4

This form may be submitted by: the Represented Entity to appoint a new Registered Agent or amend own service of process info. For more information please visit http://www.nvsos.gov/index.aspx?page=141

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Represented Entity:
3D Action Video Inc

2. Entity File Number: E0088282012-4

3. This statement of change will have the following effect: (check only one)

☒ Appoints a new agent for service of process **(complete 4a or 4b)**

☐ Updates contact information of the Represented Entity acting as own agent **(complete 4c)**

4. Information in effect upon the filing of this statement: (complete only one section)

a) Commercial Registered Agent:

Name

b) Noncommercial Registered Agent:

Cyrus D Homayoun
Name

7292 Arnold Palmer Way | Las Vegas | Nevada | 89149
Street Address | City | Zip Code

Mailing Address (if different from street address) | City | Nevada | Zip Code

c) Title of Office or Other Position within Represented Entity:

Name of Title or Position

Street Address | City | Nevada | Zip Code

Mailing Address (if different from street address) | City | Nevada | Zip Code

5. Signature of Represented Entity: **(required)**

X Cyrus Dean Homayoun
Authorized Signature

9/4/2013
Date

6. Registered Agent Acceptance: **(required)**

I hereby accept appointment as Registered Agent for the above named Entity.

X Cyrus Dean Homayoun
Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity

9/4/2013
Date

FEE: $60.00

This form must be accompanied by appropriate fees.

(PROFIT) INITIAL LIST OF OFFICERS, DIRECTORS AND REGISTERED AGENT AND STATE BUSINESS LICENSE APPLICATION OF:

3D Action Video Inc.
NAME OF CORPORATION

FILE NUMBER E0088282012-4

FOR THE FILING PERIOD OF _____ TO _____

****YOU MAY FILE THIS FORM ONLINE AT www.nvsos.gov****

The entity's duly appointed registered agent in the State of Nevada upon whom process can be served is:

C. Dean Homayouni, Esq
7792 Arnold Palmer Way
Las Vegas, NV 89149

A FORM TO CHANGE REGISTERED AGENT INFORMATION IS FOUND AT: www.nvsos.gov

100105

Filed in the office of
Ross Miller
Secretary of State
State of Nevada

Document Number
20130583864-70
Filing Date and Time
09/04/2013 4:09 PM
Entity Number
E0088282012-4

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

☒ Return one file stamped copy. (If filing not accompanied by order instructions, file stamped copy will be sent to registered agent.)

IMPORTANT: Read instructions before completing and returning this form.

1. Print or type names and addresses, either residence or business, for all officers and directors. A President, Secretary, Treasurer, or equivalent of and all Directors must be named. There must be at least one director. An **Officer** must sign the form. *FORM WILL BE RETURNED IF UNSIGNED.*
2. If there are additional officers, attach a list of them to this form.
3. Return completed form with the filing fee of $125.00. A $75.00 penalty must be added for failure to file this form by the last day of the first month following the incorporation/initial registration with this office.
4. State business license fee is $200.00. Effective 2/1/2010, $100.00 must be added for failure to file form by deadline.
5. Make your check payable to the Secretary of State.
6. **Ordering Copies:** If requested above, one file stamped copy will be returned at no additional charge. To receive a certified copy, enclose an additional $30.00 per certification. A **copy fee of $2.00 per page** is required for **each additional copy** generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order.
7. Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.
8. Form must be in the possession of the Secretary of State on or before the last day of the first month following the initial registration date. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties. Failure to include initial list and business license fees will result in rejection of filing. INITIAL LIST FILING FEE: $125.00 LATE PENALTY: $75.00 BUSINESS LICENSE FEE: $200.00 LATE PENALTY: $100.00

CHECK ONLY IF APPLICABLE AND ENTER EXEMPTION CODE IN BOX BELOW

☐ Pursuant to NRS Chapter 76, this entity is exempt from the business license fee. Exemption code: ☐

NOTE: If claiming an exemption, a notarized Declaration of Eligibility form must be attached. Failure to attach the Declaration of Eligibility form will result in rejection, which could result in late fees.

NRS 76.020 Exemption Codes
001 - Governmental Entity
005 - Motion Picture Company
006 - NRS 680B.020 Insurance Co.

☐ This corporation is a publicly traded corporation. The Central Index Key number is: _____

☐ This publicly traded corporation is not required to have a Central Index Key number.

NAME	TITLE(S)			
Cyrus Dean Homayouni	PRESIDENT (OR EQUIVALENT OF)			
ADDRESS 7792 Arnold Palmer Way	CITY Las Vegas	STATE NV	ZIP CODE 89149	
NAME Sandy McNaughton	TITLE(S) SECRETARY (OR EQUIVALENT OF)			
ADDRESS 7792 Arnold Palmer Way	CITY Las Vegas	STATE NV	ZIP CODE 89149	
NAME Cyrus Dean Homayouni	TITLE(S) TREASURER (OR EQUIVALENT OF)			
ADDRESS 7792 Arnold Palmer Way	CITY Las Vegas	STATE NV	ZIP CODE 89149	
NAME Mark Iscra	TITLE(S) DIRECTOR			
ADDRESS 7792 Arnold Palmer Way	CITY Las Vegas	STATE NV	ZIP CODE 89149	

I declare, to the best of my knowledge under penalty of perjury, that the above mentioned entity has complied with the provisions of NRS Chapter 76 and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

X Cyrus Dean Homayouni
Signature of Officer

Title: President

Date: 9/4/2013

Nevada Secretary of State Initial List Profit
Revised: 3-9-12

SECRETARY OF STATE

STATE OF NEVADA

NEVADA STATE BUSINESS LICENSE

3D ACTION VIDEO INC.

Nevada Business Identification # NV20121102819

Expiration Date: February 28, 2014

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

This license shall be considered valid until the expiration date listed above unless suspended or revoked in accordance with Title 7 of Nevada Revised Statutes.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on September 5, 2013

ROSS MILLER
Secretary of State

This document is not transferable and is not issued in lieu of any locally-required business license, permit or registration.

Please Post in a Conspicuous Location

You may verify this Nevada State Business License online at www.nvsos.gov under the Nevada Business Search.

STATE OF NEVADA

ROSS MILLER
Secretary of State

SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

Commercial Recordings Division
202 N. Carson Street
Carson City, NV 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138

OFFICE OF THE
SECRETARY OF STATE

CYRUS DEAN HOMAYOUNI
THE LW OFFICE OF C. DEAN HOMAYOUNI
7764 PAINTED SUNSET DRIVE
LAS VEGAS, NV 89149

Job:C20130905-0499
September 5, 2013

Special Handling Instructions:

Charges

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Cert of Existence (good standing - short form)	20120107339-18	2/15/2012 12:50:58 PM	1	$50.00	$50.00
Total					$50.00

Payments

Type	Description	Amount
Credit	05575B|13090591656333	$50.00
Total		$50.00

Credit Balance: $0.00

Job Contents:
Web Certificate of Good Standing 1
Short(s):

CYRUS DEAN HOMAYOUNI
THE LW OFFICE OF C. DEAN HOMAYOUNI
7764 PAINTED SUNSET DRIVE
LAS VEGAS, NV 89149

SECRETARY OF STATE

CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **3D ACTION VIDEO INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since February 15, 2012, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on September 5, 2013.

ROSS MILLER
Secretary of State

Electronic Certificate
Certificate Number: C20130905-0499
You may verify this electronic certificate online at **http://www.nvsos.gov/**

1118

THE LAW OFFICE OF C. DEAN HOMAYOUNI
7764 PAINTED SUNSET DR.
LAS VEGAS, NV 89149-6453

01-09

DATE 9/4/2013

94-72/1224 NV
7697

PAY TO THE ORDER OF Florida Division Of Corporations $ 87.50

Eighty Seven and 50/100 DOLLARS

Security Features Details on Back.

Bank of America

ACH R/T 122400724

FOR Foreign Corporation

Cyrus D Homayoun

⑈001118⑈ ⑆122400724⑆ 501005499005⑈

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: 3D ACTION VIDEO INC.
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Cyrus Dean Homayouni, Esq., CPA
Name of Person

3D ACITON VIDEO INC.
Firm/Company

7792 Arnold Palmer Way
Address

Las Vegas, Nevada 89149
City/State and Zip code

deanhomayouni@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cyrus Dean Homayouni at (702) 658-0969
Name of Person — Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ $70.00 Filing Fee
- ☐ $78.75 Filing Fee & Certificate of Status
- ☐ $78.75 Filing Fee & Certified Copy
- ☒ $87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. 3D ACTION VIDEO INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Nevada
(State or country under the law of which it is incorporated)

3. 45-4543993
(FEI number, if applicable)

4. 02/15/2012
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. 9/15/2013
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 7792 Arnold Palmer Way, Las Vegas, Nevada 89149
(Principal office address)

7792 Arnold Palmer Way, Las Vegas, Nevada 89149
(Current mailing address)

8. All Legal Purpose. Production of 3D UnderwaterVideos
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Registered Agents Inc.

Office Address: 2020 N. Rocky Point Drive, Suite 150A

Tampa (City), Florida 33607 (Zip code)

10. **Registered agent's acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Cyrus Dean Homayouni, Esq., CPA

Address: 7792 Arnold Palmer Way

Las Vegas, Nevada 89149

Vice Chairman: -n.a-

Address:

Director: Sandy McNaughton

Address: 3778 Pine Avenue

Coconut Grove, Florida 33133

Director: Mark Iskra, Phd.

Address: P.O. Box 4341

Santa Clara, CA 95056

B. OFFICERS

President: Cyrus Dean Homayouni, Esq., CPA

Address: 7792 Arnold Palmer Way

Las Vegas, Nevada 89149

Vice President: -n/a-

Address:

Secretary: Sandy McNaughton

Address: 3778 Pine Avenue, Coconut Grove, Florida 33133

Treasurer: Cyrus Dean Homayouni, Esq., CPA

Address: 7782 Arnold Palmer Way, Las Vegas, Nevada 89149

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. CYRUS DEAN HOMAYOUNI, ESQ., CPA

(Typed or printed name and capacity of person signing application)

remit to:
Registered Agents Inc.
170 S. Lincoln, STE 150
Spokane, Washington 99201
T: 307-200-2803

Accounting@LLCAgent.com
www.llcagent.com

9/5/2013 INVOICE 768381

Net 15 Days

PAID

Bill to: CYRUS HOMAYOUNI
3D ACTION VIDEO INC.
7792 Arnold Palmer Way
Las Vegas, NV 89149

3D ACTION VIDEO INC.
7792 Arnold Palmer Way
Las Vegas, NV 89149

Description	End of Service Date	With payment	Amount
Registered Agent service annual fee (Payment for 1 year from end of service date)			
Florida:			
Registered Agents Inc			
3030 N. Rocky Point Dr. STE 150A, Tampa, Florida 33607	9/5/2013	9/5/2014	$49.00
		Total	$49.00
		Pmts/Credits:	
		Balance:	$49.00

Why am I receiving this bill?
The state requires that you maintain a registered agent for your business. You or someone of importance appointed us as your registered agent. We charge yearly for our service and free compliance tools.

Need to cancel service?

Our service is a legal appointment that CANNOT just be cancelled by calling or emailing us. That's annoying right? Believe me it's more annoying for us to take angry phone calls about it than it is for you to deal with it, so we've tried to make the process as simple as possible. You can log into your online account and follow the instructions on the pay us / cancel tab. Emailing or calling does not accomplish anything for cancelling service. It must be done in your account. If you are getting this bill, you have an online account regardless of you remembering how to log into it.

Have you enjoyed the benefits of your online account?
We can provide you registered agent service in every state. You have resources and important reminders in your online account. We try to make your account helpful, especially if you have multiple companies and states. Thank you for your business! Email or call us at any time if you ever have any concerns or questions.

YOU CAN LOG INTO YOUR ACCOUNT AND PAY THIS BILL IMMEDIATELY AT: WWW.LLCAGENT.COM

3D ACTION VIDEO INC.

Business Entity Information

Status:	Active	File Date:	2/15/2012
Type:	Domestic Corporation	Entity Number:	E0088282012-4
Qualifying State:	NV	List of Officers Due:	2/28/2014
Managed By:		Expiration Date:	
NV Business ID:	NV20121102819	Business License Exp:	2/28/2014

Registered Agent Information

Name:	CYRUS D. HOMAYOUNI	Address 1:	7792 ARNOLD PALMER WAY
Address 2:		City:	LAS VEGAS
State:	NV	Zip Code:	89149
Phone:		Fax:	
Mailing Address 1:		Mailing Address 2:	
Mailing City:		Mailing State:	NV
Mailing Zip Code:			
Agent Type:	Noncommercial Registered Agent		

Financial Information

No Par Share Count:	0	Capital Amount:	$ 1,000.00
Par Share Count:	100,000.00	Par Share Value:	$ 0.01

Officers ☐ Include Inactive Officers

President - CYRUS DEAN HOMAYOUNI			
Address 1:	7792 ARNOLD PALMER WAY	Address 2:	
City:	LAS VEGAS	State:	NV
Zip Code:	89149	Country:	
Status:	Active	Email:	
Treasurer - CYRUS DEAN HOMAYOUNI			
Address 1:	7792 ARNOLD PALMER WAY	Address 2:	
City:	LAS VEGAS	State:	NV
Zip Code:	89149	Country:	
Status:	Active	Email:	
Director - MARK ISKRA			
Address 1:	7792 ARNOLD PALMER WAY	Address 2:	
City:	LAS VEGAS	State:	NV
Zip Code:	89149	Country:	
Status:	Active	Email:	

Secretary - SANDY MCNAUGHTER			
Address 1:	7792 ARNOLD PALMER WAY	Address 2:	
City:	LAS VEGAS	State:	NV
Zip Code:	89149	Country:	
Status:	Active	Email:	

Actions\Amendments

Action Type:	Articles of Incorporation		
Document Number:	20120107339-18	# of Pages:	2
File Date:	2/15/2012	Effective Date:	
Initial Stock Value: Par Value Shares: 100,000 Value: $ 0.01 No Par Value Shares: 0 ---------- Total Authorized Capital: $ $1,000.00			
Action Type:	Reinstatement		
Document Number:	20130583864-70	# of Pages:	1
File Date:	9/4/2013	Effective Date:	
REVOK 03.01.13 REIN 09.05.13			
Action Type:	Acceptance of Registered Agent		
Document Number:	20130583865-81	# of Pages:	1
File Date:	9/4/2013	Effective Date:	
(No notes for this action)			

SilverFlume
NEVADA'S BUSINESS PORTAL

Confirmation

Your confirmation number is **AQZXW**

Billing Information

CYRUS D HOMAYOUNI

7792 ANOLD PALMER WAY, LAS VEGAS, NV 89149

Agency	Job Number	Item	Qty	Unit Price	Subtotal	Status
NV Secretary of State's Office	C20130905-0499	Certificate of Good Standing for '3D ACTION VIDEO INC.'			$50.00	Your payment has been received and you will receive an email with instructions regarding how to obtain your purchased service.
		Certificate of Existence (evidence of good standing - short form)	1	$50.00		
				Total:	$50.00	

You will receive an e-mail when your items have been processed.

Continue Shopping

STATE OF NEVADA

ROSS MILLER
Secretary of State

SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

Commercial Recordings Division
202 N. Carson Street
Carson City, NV 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138

OFFICE OF THE
SECRETARY OF STATE

CYRUS DEAN HOMAYOUNI
THE LW OFFICE OF C. DEAN HOMAYOUNI
7764 PAINTED SUNSET DRIVE
LAS VEGAS, NV 89149

Job:C20130905-0499
September 5, 2013

Special Handling Instructions:

Charges

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Cert of Existence (good standing - short form)	20120107339-18	2/15/2012 12:50:58 PM	1	$50.00	$50.00
Total					$50.00

Payments

Type	Description	Amount
Credit	05575B|13090591656333	$50.00
Total		$50.00

Credit Balance: $0.00

Job Contents:
Web Certificate of Good Standing 1
Short(s):

CYRUS DEAN HOMAYOUNI
THE LW OFFICE OF C. DEAN HOMAYOUNI
7764 PAINTED SUNSET DRIVE
LAS VEGAS, NV 89149

SECRETARY OF STATE

CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **3D ACTION VIDEO INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since February 15, 2012, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on September 5, 2013.

ROSS MILLER
Secretary of State

Electronic Certificate
Certificate Number: C20130905-0499
You may verify this electronic certificate online at **http://www.nvsos.gov/**

EXHIBIT 24

ALWAYS CLICK "NO" FOR UPDATING LINKS see properties for password

OPERATING PROJECTION **COMPANY CONFIDENTIAL**

Select Department Name	Corp- Acct & Fin
Company Number	1
Company Name	3D ACTION VIDEO, INC.
Department Number	10
Department Name	Accounting & Finance
Manager Name	
Enter Name	Base Plan
Enter Date Prepared	
ENTER BUDGET YEAR	2013 to 2015

Please fill out all applicable tabs:

General ***Comments***

1) Only enter data in yellow boxes >>>>>>>>>>>>>

2) To keep columns at proper width, leave view at 100%

3) This worksheet contains employee salary information, handle appropriately.

4) Complete applicable tabs only.

Specific Tab Instructions

1)	Profit & Loss Report	Detailed Dept. P&L	Complete yellow boxes if applicable.
2)	Summary Payroll Report	Summary of P/R Exp and Head Count	Report only - no data entry.
3)	Capital Asset Report	Cap Ex and Depreciation Exp	Report only - no data entry.
4)	Detailed Payroll Report	Report by employee	Report only - no data entry.
5)	Sales GP	Enter Sales and Gross Profit Estimates	Enter if aplicable.
6)	Employee Data	Verify or add employee data including salary, bonus, etc. Include estimated start date for new hires.	
7)	Commissions	Verify commisions. For internal sales, calculate	Enter if applicable.
8)	Employee Expenses	Enter employee specific expenses like travel, meals, etc. List all employees for payment.	Enter if applicable.
9)	Outside Services	Enter outside services like legal, accounting, temp services, etc.	Enter if applicable.
10)	Capital Assets	Enter planned capital purchases for your dept. Do not enter for new employees, the worksheet automatically calculates it.	Enter if applicable.
11)	IT	Enter non-capitalized computer related costs	Usually for IT department use
12)	HR Costs	Enter HR costs	Usually for HR department use
13)	Marketing	Enter Marketing costs	Usually for Marketing department use

3D ACTION VIDEO, INC. - FINANCIAL DASHBOARD

ESTIMATED SUMMARY PROFIT AND LOSS

FOR THE TWELEVE MONTHS ENDED DECEMBER 31

Key Data Drivers	
Broadcast Revenue Per Show	$75,000
Streaming Revenue Per Sale, net of costs	$2.25
Increse in monthly volume of Internet Streams	1,000
AQUARIUMS	
Quatity Private Label Blu-ray sales	500
Revenue Per Private Unit Sale	$10.00
Estimated Patron Per Month for each Aquarium	60,000
Charge Per Patron at each Aquarium	$0.10
Ending Aquariums After 5 Years	35
AQUARIUM SECOND THEATER	
Percentaqge of Aquariums with Second Theater	75%
Number of Seats in Second Theater	50
Percentage of Seats Filled	75%
Price Per Ticket for Second Theater (75 Minute Movie)	$3.00
Percentage of Ticket Revenue	50%
Number of Shows Per Day in Second Theater	5
AQUARIUM BLU-RAY SALES	
Percentage of Aquarium Patrons that purchase Blu--ray	0.25%
Private Label Units per Aquarium Sold per Month	150
Sales Price of Aquarium Private Label	$12.00
FRANKOS MAPS RETAIL SALES	
Dive Shops units per month	n/a
3D Coral Reef Aquarium	2,500
3D Shallow Shore ot Reef Line	2,500
3D Caribbean: Bonaire, Cozumel and the Grand Caymans	2,500
3D Bonaire	2,500
Revenue Per Frankos Maps Sale	$9
4K PRODUCTS	
Edi 4K units per month	2,500
Sales Price per Edi 4K Unit	$10.00
Edi 4K Series units per month	2,500
Sales Price per Edi 4K Series units per month	$10.00
Promotional Code Revenue	0
WEBSITE SALES	
Website Unit Sales Per Month - 2013	500
Website Unit Sales Per Month - 2104	750
Website Unit Sales Per Month - 2015	1,000
Website Unit Sales Per Month - Ending Aquariums	1,250
Sales Price per unit of Website Sales	18.95
BOOKS	
3D Underwater Filming Guide Units per month	6
Sales Price of Underwater Filming Guide	$499
COST FACTORS	
Sales Commission Rate - Retail	15.00%
Sales Commission Rate - Aquariums 3D Theater Venue	5.00%
Property Tax Rate	0.00%
Bad Debts as a % of Sales	0.00%
Credit Card Fees as a % of Revenue	2.50%
Cost of Production Per Blu-rays	$1.80
EMPLOYEE RELATED	
Health Insurance Per Employee	$600
Dental Insurance Per Employee	$100
FICA Rate	7.62%
SUI and FUI Rate	1.20%
Other Payroll Taxes	1.00%
Workman's Comp Insurance	0.90%
LOANS	
Loan # 1 - Principal Balance	$200,000
Loan # 1 - Interest Rate	15.00%
Loan #1 - Term in Years	3
Loan #1 - Date of Loan	12/31/2013
Loan #1 - Finance Charge	$0
Loan #1 - Loan Fees	$0
Loan # 2- Principal Balance	$20,000
Loan # 2 - Interest Rate	10.00%
Loan #2 - Term in Years	1
Loan #2 - Date of Loan	8/31/2013
Loan #2 - Finance Charge	$0
Loan #2 - Loan Fee	$0
EQUITY	
Beginning Shares Outstanding	40,000
Beginning Equity	n/a
Class B Shares Percent of Profits	0.00%
New Equity Infusion #1	$0
New Equity Infusion Date #1	1/1/2001
Number of Additional Shares issues for Infusion #1	0
New Equity Infusion #2	$0
New Equity Infusion Date #2	1/1/2001
Number of Additional Shares issues for Infusion #2	0

Description	Sheet Ref	12/31/2013	12/31/2014	12/31/2015	35 Aquariums 12/31/2017
ESTIMATED REVENUE					
Broadcast Revenue	Profit & Loss	-	150,000	150,000	150,000
Private Label	Profit & Loss	-	60,000	60,000	60,000
Aquarium 3D Theater	Profit & Loss	-	114,000	468,000	2,520,000
Aquarium Second Theater - Second With Full Feature	Profit & Loss	0	114,539	468,703	2,517,539
Aquarium Private Label	Profit & Loss	-	34,219	140,478	756,420
Aquarium Interactive Experience	Profit & Loss	-	-	-	0
Retail Sales - Dive Shops	Profit & Loss	n/a	n/a	n/a	n/a
3D Coral Reef Aquarium	Profit & Loss	-	366,000	360,000	360,000
3D Shallow Shore ot Reef Line	Profit & Loss	-	366,000	360,000	360,000
3D The Big Three: Bonaire, Cozumel and the Grand Caymans	Profit & Loss	-	366,000	360,000	360,000
3D Bonaire	Profit & Loss	-	306,000	360,000	360,000
Edi 4K	Profit & Loss	-	276,000	360,000	360,000
Edi 4K Series	Profit & Loss	-	216,000	360,000	360,000
Promotional Code Revenue	Profit & Loss	-	-	-	0
Website Sales	Profit & Loss	4,738	170,550	227,400	284,250
3D Underwater Filming Guide	Profit & Loss	-	-	35,928	35,928
Streaming Internet Sales, net of costs	Profit & Loss	-	175,500	499,500	1,147,500
Bad Debts	Profit & Loss	-	-	-	0
Total Estimated Revenue	Profit & Loss	**$ 4,738**	**$ 2,714,808**	**$ 4,210,009**	**$ 9,631,637**
Cost of Goods Sold					
Sales Commissions - Blu-rays	Profit & Loss	711	318,983	367,110	375,638
Sales Commissions - Aquarium 3D Theater	Profit & Loss	-	13,138	53,859	289,698
Credit Card Fees	Profit & Loss	-	18,300	18,000	17,167
Cost of Blu-Rays	Profit & Loss	2	295,534	355,864	448,204
Total Cost of Goods Sold	Profit & Loss	$713	$645,954	$794,833	$1,130,706
Gross Profit	Profit & Loss	$ 4,025	$ 2,068,854	$ 3,415,176	$ 8,500,931
Other Operating Expenses					
Salaries and Benefits	Profit & Loss	$ 20,866	$ 333,487	$ 453,820	$ 333,487
Employee Benefits	Profit & Loss	4,171	75,333	75,333	75,333
Marketing and Advertising	Profit & Loss	3,520	137,140	137,140	137,140
IT Costs	Profit & Loss	10,000	9,000	9,000	9,000
Outside Services	Profit & Loss	-	1,800	1,800	1,800
Other Employee Related Expenses	Profit & Loss	6,750	81,800	81,800	81,800
General Overhead	Profit & Loss	2,625	25,400	25,400	25,400
Taxes and License	Profit & Loss	1,500	300	-	-
Miscellaneous Expenses	Profit & Loss	-	-	-	-
Facility Costs	Profit & Loss	400	63,675	218,550	1,116,300
Depreciation & Amortization	Profit & Loss	25,518	138,318	158,492	138,318
Interest Expense	Profit & Loss	533	23,960	16,194	-
Other Expense	Profit & Loss	-	4,000	4,000	4,000
Total Other Operating Expenses		$ 75,883	$ 894,213	$ 1,181,529	$ 1,922,578
Net Income Before Class B Shares	Profit & Loss	$ (71,858)	$ 1,174,641	$ 2,233,647	$ 6,578,353
Class B Profits	Profit & Loss	-	-	-	-
Net Income After Class B Shares		($71,858)	$1,174,641	$2,233,647	$6,578,353
Federal Income Tax	Profit & Loss	(14,372)	234,928	446,729	1,315,671
California State Income Tax	Profit & Loss	-	-	-	-
Net Income After Tax	Profit & Loss	**$ (57,487)**	**$ 939,713**	**$ 1,786,917**	**$ 5,262,682**
Number of Shares Outstanding		43,500	43,500	43,500	43,500
Earnings (Loss) Per Share		($1.32)	$21.60	$41.08	$120.98
Cash Flow	Cash Flow	$ 1,076	$ 858,857	$ 1,901,695	
EBITDA		$ (45,807)	$ 1,336,919	$ 2,408,333	$ 6,716,671
Return on Capital		**-9%**	**151%**	**288%**	
Number of Employees - Annualized					
Officers and Managers	Profit & Loss	0	3	3	3
Film and Editing	Profit & Loss	0	3	5	5
Marketing and Administrative	Profit & Loss	0	2	3	3
Technical Support	Profit & Loss	0	1	2	2
Total Employees		**0.4**	**8.6**	**13.0**	**13.0**
Revenue Per Employee		$11,370	$316,288	$323,847	$740,895

Estimated Valuation Per Share	12/31/2013	12/31/2014	12/31/2015	35 Aquariums
5 Times Net Income Per Share After Tax	($6.61)	$108.01	$205.39	$604.91
10 Times Net Income Per Share After Tax	($13.22)	$216.03	$410.79	$1,209.81
15 Times Net Income Per Share After Tax	($19.82)	$324.04	$616.18	$1,814.72

Estimated Valuation of Company	12/31/2013	12/31/2014	12/31/2015	12/31/2015
5 Times Net Income After Tax	$ (287,433)	$ 4,698,563	$ 8,934,587	$ 26,313,410
10 Times Net Income After Tax	$ (574,865)	$ 9,397,126	$ 17,869,174	$ 52,626,821
15 Times Net Income After Tax	$ (862,298)	$ 14,095,689	$ 26,803,760	$ 78,940,231

Date	Equity Infusion	Principal Paydown	Infusion	Ending Cash	Debt Infusion
1/31/2013	$ -	$ -	$ -	$ 5	$ 5
2/28/2013	$ -	$ -	$ -	$ 5	$ (0)
3/31/2013	$ -	$ -	$ -	$ 4	$ (0)
4/30/2013	$ -	$ -	$ -	$ 4	$ (0)
5/31/2013	$ -	$ -	$ -	$ 4	$ (0)
6/30/2013	$ -	$ -	$ -	$ 154	$ 150
7/31/2013	$ -	$ -	$ -	$ 304	$ 150
8/31/2013	$ -	$ -	$ -	$ 2,454	$ 2,150
9/30/2013	$ -	$ 18,408	$ 18,408	$ 17,667	$ (3,195)
10/31/2013	$ -	$ (1,605)	$ (1,605)	$ 1,227	$ (14,835)
11/30/2013	$ -	$ (1,618)	$ (1,618)	$ (17,647)	$ (17,256)
12/31/2013	$ -	$ (1,632)	$ (1,632)	$ (30,424)	$ (11,146)
TOTAL	**$ -**	**$ 13,553**	**$ 13,553**	**$ (30,424)**	**$ (43,977)**

3D ACTION VIDEO, INC. - FINANCIAL DASHBOARD

ESTIMATED SUMMARY PROFIT AND LOSS

FOR THE TWELEVE MONTHS ENDED DECEMBER 31

Key Data Drivers		Description	Sheet Ref	12/31/2013	12/31/2014	12/31/2015	35 Aquariums 12/31/2017
New Equity Infusion #3	$0	**ALLOCATED PROFITS**					
New Equity Infusion Date #3	1/1/2001	Dean Homayouni	91.95%	($52,861)	$864,104	$1,643,142	$4,839,248
Number of Additional Shares issues for Infusion #3	0	Mark Iskra	2.30%	($1,322)	$21,603	$41,079	$120,981
MONTHLY GENERAL & ADMINISTRATIVE		N/A	0.00%	$0	$0	$0	$0
Bank Service Charges	$50	Vincent Vitatoe	0.00%	$0	$0	$0	$0
Postage and Printing	$500	N/A	0.00%	n/a	$0	$0	$0
Telephone	$100	N/A	0.00%	n/a	$0	$0	$0
Office Supplies and Expense	$500	Edi Fromenwiller	5.75%	n/a	$54,006	$102,696	$302,453
Subscriptions	$0						
Rent - Office	$800	**TOTAL**	**100%**	**-$54,183**	**$939,713**	**$1,786,917**	**$5,262,682**
Equipment Rental	$0						
Repairs and Maintenance	$100						
Utilities	$200						
Legal	$0						
IP Protection	$0						
Training	$0						
Payroll Services	$100						
Employee Screenings	$0						
Computer Consulting	$0						
Website Hosting	$20						
Expos	$0						
Liability Insurance	$150						
D & O Insurance	$0						
Insurance - Other	$0						
Outside Audit - December	$0						
Number of Months to Collect Accounts Receivable	3						
HEADCOUNT ADDITION COSTS							
Personal Computer & Laserjet Printer	$1,000						
Software Purchased	$0						
Furntiture/Fixtures	$0						
Leasehold Improvements	$0						
Equipment	$0						
INCOME TAX RATES							
Federal Tax Rate	20.00%						
State Income Tax Rate	0.00%						

3D ACTION VIDEO, INC.

List of Shareholders and Option Holders

Name	Position	Shares Issued	% of Shares Outstanding	Options Issued	Total Shares & Options	% of Total Shares & Options
C. Dean Homayouni, Esq., CPA	Chairman and CEO	40,000	91.95%	20,000	60,000	91.60%
Mark Iskra	Member of Board of Directors	1,000	2.30%	1,000	2,000	3.05%
		0	0.00%	0	0	0.00%
Vincent Vitatoe	Member of Board of Directors	0	0.00%	1,000	1,000	1.53%
		0	0.00%	0	0	0.00%
		0	0.00%	0	0	0.00%
Edi Fromenwiller		2,500	5.75%	0	2,500	3.82%
TOTAL		43,500	100.00%	22,000	65,500	100.00%

List of Shareholders and Option Holders

Name	Position	Shares Issued	% of Shares Outstanding	Options Issued	Total Shares & Options	% of Total Shares & Options
C. Dean Homayouni, Esq., CPA	Chairman and CEO	40,000	91.95%	20,000	60,000	91.60%
Mark Iskra	Member of Board of Directors	1,000	2.30%	1,000	2,000	3.05%
	n/a	0	0.00%	0	0	0.00%
Vincent Vitatoe	Member of Board of Directors	0	0.00%	1,000	1,000	1.53%
		0	0.00%	0	0	0.00%
		0	0.00%	0	0	0.00%
Edi Fromenwiller		2,500	5.75%	0	2,500	3.82%
TOTAL		43,500	100.00%	22,000	65,500	100.00%

3D ACTION VIDEO, INC.

ESTIMATED SUMMARY PROFIT AND LOSS

FOR THE TWELEVE MONTHS ENDED DECEMBER 31

Description	2013	2014	2015	35 Aquariums
REVENUE				
Broadcast Revenue	$ -	$ 150,000	$ 150,000	$ 150,000
Private Label	0	60,000	60,000	60,000
Aquarium 3D Theater	0	114,000	468,000	2,520,000
Aquarium 3D Theater - Second Full Feature	0	114,539	468,703	2,517,539
Aquarium Private Label	0	34,219	140,478	756,420
Aquarium Interactive Experience	0	0	0	0
Retail Sales - Dive Shops				0
3D Coral Reef Aquarium	0	366,000	360,000	360,000
3D Shallow Shore ot Reef Line	0	366,000	360,000	360,000
3D Caribbean	0	366,000	360,000	360,000
3D Bonaire	0	306,000	360,000	360,000
Edi 4K	0	276,000	360,000	360,000
Edi 4K Series	0	216,000	360,000	360,000
Promotional Code Revenue	0	0	0	0
Website Sales	4,738	170,550	227,400	284,250
3D Underwater Filming Guide	0	0	35,928	35,928
Streaming Internet Sales, net of costs	0	175,500	499,500	1,147,500
Bad Debts	0	0	0	0
Total Estimated Revenue	$ 4,738	$ 2,714,808	$ 4,210,009	$ 9,631,637
Cost of Goods Sold				
Sales Commissions - Blu-rays	711	318,983	367,110	375,638
Sales Commissions - Aquarium 3D Theater	-	13,138	53,859	289,698
Credit Card Fees	-	18,300	18,000	17,167
Cost of Blu-Ray Production	2	295,534	355,864	448,204
Total Cost of Goods Sold	$ 713	$ 645,954	$ 794,833	$ 1,130,706
Gross Profit	$ 4,025	$ 2,068,854	$ 3,415,176	$ 8,500,931
Other Operating Expenses				
Salaries and Benefits	20,866	333,487	453,820	333,487
Employee Benefits	4,171	75,333	75,333	75,333
Marketing and Advertising	3,520	137,140	137,140	137,140
IT Costs	10,000	9,000	9,000	9,000
Outside Services	-	1,800	1,800	1,800
Other Employee Related Expenses	6,750	81,800	81,800	81,800
General Overhead	2,625	25,400	25,400	25,400
Taxes and License	1,500	300	-	-
Miscellaneous Expenses	-	-	-	-
Facility Costs	400	63,675	218,550	1,116,300
Depreciation & Amortization	25,518	138,318	158,492	138,318
Interest Expense	533	23,960	16,194	-
Other Expense	-	4,000	4,000	4,000
Total Other Operating Expenses	$ 75,883	$ 894,213	$ 1,181,529	$ 1,922,578
Net Income Before Class B Shares	$ (71,858)	$ 1,174,641	$ 2,233,647	$ 6,578,353
Class B Profits	-	-	-	-
Net Income After Class B Shares	$ (71,858)	$ 1,174,641	$ 2,233,647	$ 6,578,353
Federal Income Tax	(14,372)	234,928	446,729	1,315,671
Nevada State Income Tax	-	-	-	-
Net Income After Tax	$ (57,487)	$ 939,713	$ 1,786,917	$ 5,262,682

ESTIMATED SALES VOLUME - 2013

	Category	Jan	Feb	March	April	May	June	July	August	Sept	Oct	Nov	Dec	Total
	QUANTITY SOLD													
4100	Broadcast Revenue													0
4200	Private Label												0	0
4201	Aquarium 3D Theater	0	0	0	0	0	0	0	0	0	0	0	0	0
	Estimated Patrons Per Month	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	
	Charge Per Patorn	$0.10	$0.10	$0.10	$0.10	$0.10	$0.10	$0.10	$0.10	$0.10	$0.10	$0.10	$0.10	
4210	Aquarium Private Label	0	0	0	0	0	0	0	0	0	0	0	0	0
4200	Aquarium Interactive Experience													0
4300	Retail Sales - Dive Shops													0
4301	3D Coral Reef Aquarium													0
4302	3D Shallow Shore ot Reef Line													0
4303	3D The Big Three													0
4304	3D Bonaire													0
4400	Edi 4K													0
4401	Edi 4K Series													0
4500	Promotional Code Revenue													0
4700	Website Sales												250	250
4800	3D Underwater Filming Guide													0
5000	Internet Streaming Net Per download	0	0	0	0	0	0	0	0	0	0	0	0	
	SALES PRICE PER UNIT													
4100	Broadcast Revenue	$75,000	$75,000	$75,000	$75,000	$75,000	$75,000	$75,000	$75,000	$75,000	$75,000	$75,000	$75,000	
4200	Private Label	$10.00	$10.00	$10.00	$10.00	$10.00	$10.00	$10.00	$10.00	$10.00	$10.00	$10.00	$10.00	
4201	Aquarium 3D Theater	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	
4210	Aquarium Private Label	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	
4200	Aquarium Interactive Experience	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	
4300	Retail Sales - Dive Shops													
4301	3D Coral Reef Aquarium	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	
4302	3D Shallow Shore ot Reef Line	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	
4303	3D Caribbean	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	
4304	3D Bonaire	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	
4400	Edi 4K	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	
4401	Edi 4K Series	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	
4500	Promotional Code Revenue													
4700	Website Sales	$18.95	$18.95	$18.95	$18.95	$18.95	$18.95	$18.95	$18.95	$18.95	$18.95	$18.95	$18.95	
4800	3D Underwater Filming Guide	$499.00	$499.00	$499.00	$499.00	$499.00	$499.00	$499.00	$499.00	$499.00	$499.00	$499.00	$499.00	
4900	Internet Streaming Net Per download	$2.25	$2.25	$2.25	$2.25	$2.25	$2.25	$2.25	$2.25	$2.25	$2.25	$2.25	$2.25	
	PROJECTED GROSS REVENUE													
4100	Broadcast Revenue	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
4200	Private Label	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
4201	Aquarium 3D Theater	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
4210	Aquarium Private Label	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
4200	Aquarium Interactive Experience	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
4300	Retail Sales - Dive Shops													
4301	3D Coral Reef Aquarium	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
4302	3D Shallow Shore ot Reef Line	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
4303	3D Caribbean	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
4304	3D Bonaire	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
4400	Edi 4K	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
4401	Edi 4K Series	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
4500	Promotional Code Revenue	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
4700	Website Sales	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$4,738	$4,738
4800	3D Underwater Filming Guide	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
5000	Internet Stremaing Service	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
	TOTAL PROJECTED REVENUE	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$4,738	$4,738

ESTIMATED SALES VOLUME - 2015

	Category	Jan	Feb	March	April	May	June	July	August	Sept	Oct	Nov	Dec	Total
	QUANTITY SOLD													
4100	Broadcast Revenue						1						1	2
4200	Private Label	500	500	500	500	500	500	500	500	500	500	500	500	6,000
4201	Aquarium 3D Theater	4	4	5	5	6	6	7	7	8	8	9	9	78
	Estimated Patrons Per Month	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	
	Charge Per Patorn	$0.10	$0.10	$0.10	$0.10	$0.10	$0.10	$0.10	$0.10	$0.10	$0.10	$0.10	$0.10	
4210	Aquarium Private Label	600	600	750	750	900	900	1,050	1,050	1,200	1,200	1,350	1,350	11,700
4200	Aquarium Interactive Experience												1	1
4300	Retail Sales - Dive Shops													0
4301	3D Coral Reef Aquarium	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	30,000
4302	3D Shallow Shore ot Reef Line	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	30,000
4303	3D The Big Three	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	30,000
4304	3D Bonaire	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	30,000
4400	Edi 4K	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	30,000
4401	Edi 4K Series	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	30,000
4500	Promotional Code Revenue													0
4700	Website Sales	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	12,000
4800	3D Underwater Filming Guide	6	6	6	6	6	6	6	6	6	6	6	6	72
5000	Internet Streaming Net Per download	13,000	14,000	15,000	16,000	17,000	18,000	19,000	20,000	21,000	22,000	23,000	24,000	
	SALES PRICE PER UNIT													
4100	Broadcast Revenue	$75,000	$75,000	$75,000	$75,000	$75,000	$75,000	$75,000	$75,000	$75,000	$75,000	$75,000	$75,000	
4200	Private Label	$10.00	$10.00	$10.00	$10.00	$10.00	$10.00	$10.00	$10.00	$10.00	$10.00	$10.00	$10.00	
4201	Aquarium 3D Theater	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	
4210	Aquarium Private Label	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	
4200	Aquarium Interactive Experience	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	
4300	Retail Sales - Dive Shops													
4301	3D Coral Reef Aquarium	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	
4302	3D Shallow Shore ot Reef Line	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	
4303	3D Caribbean	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	
4304	3D Bonaire	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	
4400	Edi 4K	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	
4401	Edi 4K Series	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	
4500	Promotional Code Revenue													
4700	Website Sales	$18.95	$18.95	$18.95	$18.95	$18.95	$18.95	$18.95	$18.95	$18.95	$18.95	$18.95	$18.95	
4800	3D Underwater Filming Guide	$499.00	$499.00	$499.00	$499.00	$499.00	$499.00	$499.00	$499.00	$499.00	$499.00	$499.00	$499.00	
4900	Internet Streaming Net Per download	$2.25	$2.25	$2.25	$2.25	$2.25	$2.25	$2.25	$2.25	$2.25	$2.25	$2.25	$2.25	
	PROJECTED GROSS REVENUE													
4100	Broadcast Revenue	$0	$0	$0	$0	$0	$75,000	$0	$0	$0	$0	$0	$75,000	$150,000
4200	Private Label	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$60,000
4201	Aquarium 3D Theater	$24,000	$24,000	$30,000	$30,000	$36,000	$36,000	$42,000	$42,000	$48,000	$48,000	$54,000	$54,000	$468,000
4210	Aquarium Private Label	$7,204	$7,204	$9,005	$9,005	$10,806	$10,806	$12,607	$12,607	$14,408	$14,408	$16,209	$16,209	$140,478
4200	Aquarium Interactive Experience	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
4300	Retail Sales - Dive Shops													
4301	3D Coral Reef Aquarium	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$360,000
4302	3D Shallow Shore ot Reef Line	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$360,000
4303	3D Caribbean	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$360,000
4304	3D Bonaire	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$360,000
4400	Edi 4K	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$360,000
4401	Edi 4K Series	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$360,000
4500	Promotional Code Revenue	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
4700	Website Sales	$18,950	$18,950	$18,950	$18,950	$18,950	$18,950	$18,950	$18,950	$18,950	$18,950	$18,950	$18,950	$227,400
4800	3D Underwater Filming Guide	$2,994	$2,994	$2,994	$2,994	$2,994	$2,994	$2,994	$2,994	$2,994	$2,994	$2,994	$2,994	$35,928
5000	Internet Stremaing Service	$29,250	$31,500	$33,750	$36,000	$38,250	$40,500	$42,750	$45,000	$47,250	$49,500	$51,750	$54,000	$499,500
	TOTAL PROJECTED REVENUE	$238,148	$238,148	$245,949	$245,949	$253,750	$328,750	$261,551	$261,551	$269,352	$269,352	$277,153	$352,153	$3,241,806

ESTIMATED SALES VOLUME - 35 AQUARIUMS

	Category	Jan	Feb	March	April	May	June	July	August	Sept	Oct	Nov	Dec	Total
	QUANTITY SOLD													
4100	Broadcast Revenue						1						1	2
4200	Private Label	500	500	500	500	500	500	500	500	500	500	500	500	6,000
4201	Aquarium 3D Theater	35	35	35	35	35	35	35	35	35	35	35	35	420
	Estimated Patrons Per Month	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	
	Charge Per Patorn	$0.10	$0.10	$0.10	$0.10	$0.10	$0.10	$0.10	$0.10	$0.10	$0.10	$0.10	$0.10	
4210	Aquarium Private Label	5,250	5,250	5,250	5,250	5,250	5,250	5,250	5,250	5,250	5,250	5,250	5,250	63,000
4200	Aquarium Interactive Experience												1	1
4300	Retail Sales - Dive Shops													0
4301	3D Coral Reef Aquarium	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	30,000
4302	3D Shallow Shore ot Reef Line	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	30,000
4303	3D The Big Three	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	30,000
4304	3D Bonaire	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	30,000
4400	Edi 4K	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	30,000
4401	Edi 4K Series	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	30,000
4500	Promotional Code Revenue													0
4700	Website Sales	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	1,250	15,000
4800	3D Underwater Filming Guide	6	6	6	6	6	6	6	6	6	6	6	6	72
5000	Internet Streaming Net Per download	37,000	38,000	39,000	40,000	41,000	42,000	43,000	44,000	45,000	46,000	47,000	48,000	
	SALES PRICE PER UNIT													
4100	Broadcast Revenue	$75,000	$75,000	$75,000	$75,000	$75,000	$75,000	$75,000	$75,000	$75,000	$75,000	$75,000	$75,000	
4200	Private Label	$10.00	$10.00	$10.00	$10.00	$10.00	$10.00	$10.00	$10.00	$10.00	$10.00	$10.00	$10.00	
4201	Aquarium 3D Theater	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	
4210	Aquarium Private Label	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	
4200	Aquarium Interactive Experience	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	
4300	Retail Sales - Dive Shops													
4301	3D Coral Reef Aquarium	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	
4302	3D Shallow Shore ot Reef Line	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	
4303	3D Caribbean	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	
4304	3D Bonaire	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	
4400	Edi 4K	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	
4401	Edi 4K Series	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	
4500	Promotional Code Revenue													
4700	Website Sales	$18.95	$18.95	$18.95	$18.95	$18.95	$18.95	$18.95	$18.95	$18.95	$18.95	$18.95	$18.95	
4800	3D Underwater Filming Guide	$499.00	$499.00	$499.00	$499.00	$499.00	$499.00	$499.00	$499.00	$499.00	$499.00	$499.00	$499.00	
4900	Internet Streaming Net Per download	$2.25	$2.25	$2.25	$2.25	$2.25	$2.25	$2.25	$2.25	$2.25	$2.25	$2.25	$2.25	
	PROJECTED GROSS REVENUE													
4100	Broadcast Revenue	$0	$0	$0	$0	$0	$75,000	$0	$0	$0	$0	$0	$75,000	$150,000
4200	Private Label	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$60,000
4201	Aquarium 3D Theater	$210,000	$210,000	$210,000	$210,000	$210,000	$210,000	$210,000	$210,000	$210,000	$210,000	$210,000	$210,000	$2,520,000
4210	Aquarium Private Label	$63,035	$63,035	$63,035	$63,035	$63,035	$63,035	$63,035	$63,035	$63,035	$63,035	$63,035	$63,035	$756,420
4200	Aquarium Interactive Experience	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
4300	Retail Sales - Dive Shops													
4301	3D Coral Reef Aquarium	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$360,000
4302	3D Shallow Shore ot Reef Line	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$360,000
4303	3D Caribbean	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$360,000
4304	3D Bonaire	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$360,000
4400	Edi 4K	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$360,000
4401	Edi 4K Series	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$360,000
4500	Promotional Code Revenue	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
4700	Website Sales	$23,688	$23,688	$23,688	$23,688	$23,688	$23,688	$23,688	$23,688	$23,688	$23,688	$23,688	$23,688	$284,250
4800	3D Underwater Filming Guide	$2,994	$2,994	$2,994	$2,994	$2,994	$2,994	$2,994	$2,994	$2,994	$2,994	$2,994	$2,994	$35,928
5000	Internet Stremaing Service	$83,250	$85,500	$87,750	$90,000	$92,250	$94,500	$96,750	$99,000	$101,250	$103,500	$105,750	$108,000	$1,147,500
	TOTAL PROJECTED REVENUE	$484,717	$484,717	$484,717	$484,717	$484,717	$559,717	$484,717	$484,717	$484,717	$484,717	$484,717	$559,717	$5,966,598

ESTIMATED SALES VOLUME - 2014

	Category	Jan	Feb	March	April	May	June	July	August	Sept	Oct	Nov	Dec	Total	
	QUANTITY SOLD														
4100	Broadcast Revenue						1						1	2	
4200	Private Label	500	500	500	500	500	500	500	500	500	500	500	500	6,000	
4201	Aquarium 3D Theater	0	0	0	1	1	1	2	2	3	3	3	3	19	
	Estimated Patrons Per Month	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000	60,000		
	Charge Per Patorn	$0.10	$0.10	$0.10	$0.10	$0.10	$0.10	$0.10	$0.10	$0.10	$0.10	$0.10	$0.10		
4210	Aquarium Private Label	0	0	0	150	150	150	300	300	450	450	450	450	2,850	
4200	Aquarium Interactive Experience												1	1	
4300	Retail Sales - Dive Shops													0	
4301	3D Coral Reef Aquarium	7,500	1,000	1,000	1,000	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	30,500	
4302	3D Shallow Shore ot Reef Line	7,500	1,000	1,000	1,000	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	30,500	
4303	3D The Big Three	7,500	1,000	1,000	1,000	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	30,500	202500
4304	3D Bonaire	0	0	7,500	1,000	1,000	1,000	2,500	2,500	2,500	2,500	2,500	2,500	25,500	
4400	Edi 4K	0	0	0	7,500	1,000	1,000	1,000	2,500	2,500	2,500	2,500	2,500	23,000	
4401	Edi 4K Series	0	0	0	0	0	7,500	1,000	1,000	1,000	2,500	2,500	2,500	18,000	
4500	Promotional Code Revenue													0	
4700	Website Sales	750	750	750	750	750	750	750	750	750	750	750	750	9,000	
4800	3D Underwater Filming Guide													0	
5000	Internet Streaming Net Per downloa	1,000	2,000	3,000	4,000	5,000	6,000	7,000	8,000	9,000	10,000	11,000	12,000		

	SALES PRICE PER UNIT												
4100	Broadcast Revenue	$75,000	$75,000	$75,000	$75,000	$75,000	$75,000	$75,000	$75,000	$75,000	$75,000	$75,000	$75,000
4200	Private Label	$10.00	$10.00	$10.00	$10.00	$10.00	$10.00	$10.00	$10.00	$10.00	$10.00	$10.00	$10.00
4201	Aquarium 3D Theater	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
4210	Aquarium Private Label	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00
4200	Aquarium Interactive Experience	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00	$0.00
4300	Retail Sales - Dive Shops												
4301	3D Coral Reef Aquarium	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00
4302	3D Shallow Shore ot Reef Line	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00
4303	3D Caribbean	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00
4304	3D Bonaire	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00
4400	Edi 4K	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00
4401	Edi 4K Series	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00	$12.00
4500	Promotional Code Revenue												
4700	Website Sales	$18.95	$18.95	$18.95	$18.95	$18.95	$18.95	$18.95	$18.95	$18.95	$18.95	$18.95	$18.95
4800	3D Underwater Filming Guide	$499.00	$499.00	$499.00	$499.00	$499.00	$499.00	$499.00	$499.00	$499.00	$499.00	$499.00	$499.00
4900	Internet Streaming Net Per downloa	$2.25	$2.25	$2.25	$2.25	$2.25	$2.25	$2.25	$2.25	$2.25	$2.25	$2.25	$2.25

	PROJECTED GROSS REVENUE													
4100	Broadcast Revenue	$0	$0	$0	$0	$0	$75,000	$0	$0	$0	$0	$0	$75,000	$150,000
4200	Private Label	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$5,000	$60,000
4201	Aquarium 3D Theater	$0	$0	$0	$6,000	$6,000	$6,000	$12,000	$12,000	$18,000	$18,000	$18,000	$18,000	$114,000
4210	Aquarium Private Label	$0	$0	$0	$1,801	$1,801	$1,801	$3,602	$3,602	$5,403	$5,403	$5,403	$5,403	$34,219
4200	Aquarium Interactive Experience	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
4300	Retail Sales - Dive Shops													
4301	3D Coral Reef Aquarium	$90,000	$12,000	$12,000	$12,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$366,000
4302	3D Shallow Shore ot Reef Line	$90,000	$12,000	$12,000	$12,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$366,000
4303	3D Caribbean	$90,000	$12,000	$12,000	$12,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$366,000
4304	3D Bonaire	$0	$0	$90,000	$12,000	$12,000	$12,000	$30,000	$30,000	$30,000	$30,000	$30,000	$30,000	$306,000
4400	Edi 4K	$0	$0	$0	$90,000	$12,000	$12,000	$12,000	$30,000	$30,000	$30,000	$30,000	$30,000	$276,000
4401	Edi 4K Series	$0	$0	$0	$0	$0	$90,000	$12,000	$12,000	$12,000	$30,000	$30,000	$30,000	$216,000
4500	Promotional Code Revenue	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
4700	Website Sales	$14,213	$14,213	$14,213	$14,213	$14,213	$14,213	$14,213	$14,213	$14,213	$14,213	$14,213	$14,213	$170,550
4800	3D Underwater Filming Guide	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
5000	Internet Stremaing Service	$2,250	$4,500	$6,750	$9,000	$11,250	$13,500	$15,750	$18,000	$20,250	$22,500	$24,750	$27,000	$175,500
	TOTAL PROJECTED REVENUE	$289,213	$55,213	$145,213	$165,014	$141,014	$306,014	$178,815	$196,815	$204,616	$222,616	$222,616	$297,616	$2,424,769

3D ACTION VIDEO, INC.
DEPARTMENT EMPLOYEES
Accounting & Finance

BUDGET YEAR **2013**

		EMPLOYEE INFORMATION					PAY INFO		WAGE INCREASE		OT	BONUS					
		Employee Name	"1" for Full Time, ".75" for part time	Ref	Comments	Title/Job Desc.	Start Date	Base Annual Salary or Hourly Rate	"H" (hourly) or "S" (Salary)	Salary Incr. Est. %	Date of Increase (calc 1st of month)	If Hourly, enter OT % (applied equally during yr)	Signing Bonus	Date Signing Bonus is to be paid	Estimated Current Year Bonus to be paid next year	Prior Year Bonus Paid In Current Year	Enter Date Prior Year Bonus is to be Paid	
MANAGERS ONLY (do not include Commissioned Employees)	1	C. Dean Homayouhni	1.00			Film Editing and Legal	10/1/2013	$60,000	S	100.0%	12/31/2015							1
	2	Susan Mary Homayouni	1.00			Film Editing and Accounting	1/1/2014	$24,000	S	200.0%	12/31/2015							2
	3	Boyd Cook	1.00			Distribution/Operations	1/1/2014	$60,000	S	100.0%	12/31/2015							3
	4																	4
	5																	5
	6																	6
	7																	7
	8																	8
	9																	9
	10																	10
FILM AND PRODUCTION	11																	11
	12	Script Writer	1.00			Script Writer	6/1/2014	$20,000	S									12
	13	Arielle Homayouni	1.00			Film Editor	1/1/2014	$20,000	S									13
	14	Film Editor	1.00			Film Editor	7/1/2014	$20,000	S									14
	15	Film Editor	1.00			Film Editor	1/1/2015	$20,000	S									15
	16	INDIE Content Manager	1.00			Content Acquisition	1/1/2014	$40,000	S									16
	17																	17
	18																	18
	19																	19
	20																	20
	21																	21
	22																	22
	23																	23
	24																	24
	25																	25
	26																	26
ADMINISTRATIVE AND MARKETING	27	Sales Person	1.00			Sales Person	1/1/2014	$36,000	S									27
	28	Telemarketing	1.00			Telemarketing	11/1/2013	$24,000	S									28
	29	Telemarketing	1.00			Telemarketing	1/1/2015	$24,000	S									29
	30																	30
	31																	31
	32																	32
	33																	33
	34																	34
	35																	35
	36																	36
	37																	37
	38																	38
TECHNICAL SUPPORT	39	Accounting Clerk	1.00			Accounting Clerk	7/1/2014	$36,000	S									39
	40	Accounting Clerk	1.00			Accounting Clerk	1/1/2015	$26,000	S									40
	41																	41
	42																	42
	43																	43
	44																	44
	45																	45
	46																	46
	47																	47
	48																	48
	49																	49
	50																	50
			13.00					410,000.00										

INSTRUCTIONS:

1) Add expected capital additions for budget year. Do not include capital additions for new employees.

INSTRUCTIONS:

Equipment Cost Schedule

Depreciation

QTY	V		Location	Serial #	Tag #	Asset #	Cost	Purch or Service Date	Mo Depr	End of Depr Period	1/1/2012 Month 1	2/1/2012 Month 2	3/1/2012 Month 3	4/1/2012 Month 4	5/1/2012 Month 5	6/1/2012 Month 6	7/1/2012 Month 7	8/1/2012 Month 8	9/1/2012 Month 9	10/1/2012 Month 10	11/1/2012 Month 11	12/1/2012 Month 12	Total
Computer Hardware:								Depr Term-mo >>	36	12/29/1902													
1		Computers Contributed					$12,544	2/2/2012	348	1/31/2015	-	-	348	348	348	348	348	348	348	348	348	348	3,484
1		Workstation					$12,000	1/31/2014	333	1/29/2017	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Workstation					$12,000	1/1/2014	333	12/30/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Workstation					$12,000	1/1/2015	333	12/30/2017	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Workstation					$12,000	6/1/2015	333	5/30/2018	-	-	-	-	-	-	-	-	-	-	-	-	-
									-	12/29/1902	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Interactive Workstation					$1,700	12/1/2013	47	11/29/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Sales Rep 3D Portable Computer					$1,700	1/1/2014	47	12/30/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Adobe Anywhere Hardware					$50,000	7/1/2014	1,389	6/29/2017	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Canon MF8500C					$450	8/30/2013	12	8/28/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Neo3DO - 3D Tablet					$300	9/12/2013	8	9/10/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
									-	12/29/1902	-	-	-	-	-	-	-	-	-	-	-	-	-
									-	12/29/1902	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J					$0	1/15/2012	-	1/13/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- F					$0	2/15/2012	-	2/13/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M					$0	3/15/2012	-	3/14/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A					$0	4/15/2012	-	4/14/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M					$0	5/15/2012	-	5/14/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J					$0	6/15/2012	-	6/14/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J					$0	7/15/2012	-	7/14/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A					$0	8/15/2012	-	8/14/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- S					$0	9/15/2012	-	9/14/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- O					$0	10/15/2012	-	10/14/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- N					$0	11/15/2012	-	11/14/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- D					$0	12/15/2012	-	12/14/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
5		New HC Additions 2013- J					$0	1/15/2013	-	1/14/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- F					$0	2/15/2013	-	2/14/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M					$0	3/15/2013	-	3/13/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A					$0	4/15/2013	-	4/13/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M					$0	5/15/2013	-	5/13/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2013- J					$0	6/15/2013	-	6/13/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
2		New HC Additions 2013- J					$0	7/15/2013	-	7/13/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A					$0	8/15/2013	-	8/13/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- S					$0	9/15/2013	-	9/13/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- O					$0	10/15/2013	-	10/13/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- N					$0	11/15/2013	-	11/13/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- D					$0	12/15/2013	-	12/13/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
20							$114,694		$3,186		0	0	348	348	348	348	348	348	348	348	348	348	3,484
Software:								Depr Term-mo >>	36	12/29/1902													
1		BCC					$995	3/31/2014	28	3/29/2017	-	-	-	-	-	-	-	-	-	-	-	-	-
1		BCC					$995	3/31/2014	28	3/29/2017	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Vision III Imaging Inc					$299	6/7/2013	8	6/5/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Vision III Imaging Inc					$299	1/31/2014	8	1/29/2017	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Vision III Imaging Inc					$299	1/31/2014	8	1/29/2017	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/30/2014	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Scuba Diver Database					$10,000	1/31/2014	278	1/29/2017	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Scuba Diver Database					$10,000	11/1/2014	278	10/30/2017	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Scuba Diver Database					$10,000	11/1/2015	278	10/30/2018	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/30/2014	-	-	-	-	-	-	-	-	-	-	-	-	-
1		BorisdFX					$795	4/18/2013	22	4/16/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Red Giant					$799	5/9/2013	22	5/7/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		TiffenDFX					$510	8/30/2013	14	8/28/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		GenArts Edge					$299	8/30/2013	8	8/28/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Boris Graffitti					$149	8/31/2013	4	8/29/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/30/2014	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/30/2014	-	-	-	-	-	-	-	-	-	-	-	-	-
1		GenArts Sapphire Edge					$299	8/31/2013	8	8/29/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		TiffenDFX					$510	8/31/2013	14	8/29/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		S3D Plugin - Vision III Imaging Inc.					$299	8/31/2013	8	8/29/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Boris Graffitti					$149	8/31/2013	4	8/29/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New Blue Video Essentials VI for Windows					$52	8/31/2013	1	8/29/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New Blue Stabilizer					$55	8/31/2013	2	8/29/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New Blue Titler Styles Murilands Collection					$30	8/31/2013	1	8/29/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New Blue Titler Styles Soledad Collection						8/31/2013	-	8/29/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Bew Blue Sampler Pack					$10	8/31/2013	0	8/29/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New Blue Paint Effects					$70	8/31/2013	2	8/29/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New Blue Picture Grids					$12	8/31/2013	0	8/29/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		PhotoKey 6 Pro					$269	9/1/2013	7	8/30/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Winzip Pro					$50	9/5/2013	1	9/3/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Power Director 12 Ultimate					$130	9/15/2013	4	9/13/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/30/2014	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Contribted Software					$24,932	2/20/2012	693	2/18/2015	-	-	693	693	693	693	693	693	693	693	693	693	6,926
								1/1/2012	-	12/30/2014	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J					$0	1/1/2012	-	12/30/2014	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- F					$0	2/1/2012	-	1/30/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M					$0	3/1/2012	-	2/28/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A					$0	4/1/2012	-	3/31/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M					$0	5/1/2012	-	4/30/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J					$0	6/1/2012	-	5/31/2015	-	-	-	-	-	-	-	-	-	-	-	-	-

INSTRUCTIONS:

1) Add expected capital additions for budget year. Do not include capital additions for new employees.

3D ACTION VIDEO, INC.
Equipment Cost Schedule
Depreciation

QTY	V		12/31/2012 Month 1	2/1/2013 Month 2	3/2/2013 Month 3	4/2/2013 Month 4	5/2/2013 Month 5	6/2/2013 Month 6	7/2/2013 Month 7	8/2/2013 Month 8	9/2/2013 Month 9	10/2/2013 Month 10	11/2/2013 Month 11	12/2/2013 Month 12	Total
Computer Hardware:															
1		Computers Contributed	348	348	348	348	348	348	348	348	348	348	348	348	4,181
1		Workstation	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Workstation	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Workstation	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Workstation	-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-
1		Interactive Workstation	-	-	-	-	-	-	-	-	-	-	-	47	47
1		Sales Rep 3D Portable Computer	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Adobe Anywhere Hardware	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Canon MF8500C	-	-	-	-	-	-	-	-	12	12	12	12	50
1		Neo3DO - 3D Tablet	-	-	-	-	-	-	-	-	-	8	8	8	25
			-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- F	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- S	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- O	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- N	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- D	-	-	-	-	-	-	-	-	-	-	-	-	-
5		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- F	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-
2		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- S	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- O	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- N	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- D	-	-	-	-	-	-	-	-	-	-	-	-	-
20			348	348	348	348	348	348	348	348	361	369	369	416	4,303
Software:															
1		BCC	-	-	-	-	-	-	-	-	-	-	-	-	-
1		BCC	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Vision III Imaging Inc	-	-	-	-	-	-	8	8	8	8	8	8	50
1		Vision III Imaging Inc	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Vision III Imaging Inc	-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-
1		Scuba Diver Database	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Scuba Diver Database	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Scuba Diver Database	-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-
1		BorisdFX	-	-	-	-	22	22	22	22	22	22	22	22	177
1		Red Giant	-	-	-	-	-	22	22	22	22	22	22	22	155
1		TiffenDFX	-	-	-	-	-	-	-	-	14	14	14	14	57
1		GenArts Edge	-	-	-	-	-	-	-	-	8	8	8	8	33
1		Boris Graffitti	-	-	-	-	-	-	-	-	4	4	4	4	17
			-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-
1		GenArts Sapphire Edge	-	-	-	-	-	-	-	-	8	8	8	8	33
1		TiffenDFX	-	-	-	-	-	-	-	-	14	14	14	14	57
1		S3D Plugin - Vision III Imaging Inc.	-	-	-	-	-	-	-	-	8	8	8	8	33
1		Boris Graffitti	-	-	-	-	-	-	-	-	4	4	4	4	17
1		New Blue Video Essentials VI for Windows	-	-	-	-	-	-	-	-	1	1	1	1	6
1		New Blue Stabilizer	-	-	-	-	-	-	-	-	2	2	2	2	6
1		New Blue Titler Styles Murilands Collection	-	-	-	-	-	-	-	-	1	1	1	1	3
1		New Blue Titler Styles Soledad Collection	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Bew Blue Sampler Pack	-	-	-	-	-	-	-	-	0	0	0	0	1
1		New Blue Paint Effects	-	-	-	-	-	-	-	-	2	2	2	2	8
1		New Blue Picture Grids	-	-	-	-	-	-	-	-	0	0	0	0	1
1		PhotoKey 6 Pro	-	-	-	-	-	-	-	-	7	7	7	7	30
1		Winzip Pro	-	-	-	-	-	-	-	-	-	1	1	1	4
1		Power Director 12 Ultimate	-	-	-	-	-	-	-	-	-	4	4	4	11
			-	-	-	-	-	-	-	-	-	-	-	-	-
1		Contribted Software	693	693	693	693	693	693	693	693	693	693	693	693	8,311
			-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- F	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-

3D ACTION VIDEO, INC.
Equipment Cost Schedule
Depreciation

1/1/2014 Month 1	2/1/2014 Month 2	3/2/2014 Month 3	4/2/2014 Month 4	5/2/2014 Month 5	6/2/2014 Month 6	7/2/2014 Month 7	8/2/2014 Month 8	9/2/2014 Month 9	10/2/2014 Month 10	11/2/2014 Month 11
348	348	348	348	348	348	348	348	348	348	348
-	333	333	333	333	333	333	333	333	333	333
-	333	333	333	333	333	333	333	333	333	333
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
47	47	47	47	47	47	47	47	47	47	47
-	47	47	47	47	47	47	47	47	47	47
-	-	-	-	-	-	1,389	1,389	1,389	1,389	1,389
12	12	12	12	12	12	12	12	12	12	12
8	8	8	8	8	8	8	8	8	8	8
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-

INSTRUCTIONS:

1) Add expected capital additions for budget year. Do not include capital additions for new employees.

3D ACTION VIDEO, INC.

Equipment Cost Schedule

Depreciation

QTY	V		12/2/2014 Month 12	Total	1/1/2015 Month 1	2/1/2015 Month 2	3/2/2015 Month 3	4/2/2015 Month 4	5/2/2015 Month 5	6/2/2015 Month 6	7/2/2015 Month 7	8/2/2015 Month 8	9/2/2015 Month 9	10/2/2015 Month 10	11/2/2015 Month 11	12/2/2015 Month 12	Total
Computer Hardware:																	
1		Computers Contributed	348	4,181	348	-	-	-	-	-	-	-	-	-	-	-	348
1		Workstation	333	3,667	333	333	333	333	333	333	333	333	333	333	333	333	4,000
1		Workstation	333	3,667	333	333	333	333	333	333	333	333	333	333	333	333	4,000
1		Workstation	-	-	-	333	333	333	333	333	333	333	333	333	333	333	3,667
1		Workstation	-	-	-	-	-	-	-	333	333	333	333	333	333	333	2,333
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Interactive Workstation	47	567	47	47	47	47	47	47	47	47	47	47	47	47	567
1		Sales Rep 3D Portable Computer	47	519	47	47	47	47	47	47	47	47	47	47	47	47	567
1		Adobe Anywhere Hardware	1,389	8,333	1,389	1,389	1,389	1,389	1,389	1,389	1,389	1,389	1,389	1,389	1,389	1,389	16,667
1		Canon MF8500C	12	150	12	12	12	12	12	12	12	12	12	12	12	12	150
1		Neo3DO - 3D Tablet	8	100	8	8	8	8	8	8	8	8	8	8	8	8	100
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- F	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- S	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- O	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- N	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- D	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
5		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- F	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- S	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- O	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- N	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- D	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
20			2,519	21,184	2,519	2,504	2,504	2,504	2,504	2,837	2,837	2,837	2,837	2,837	2,837	2,837	32,398
Software:																	
1		BCC	28	249	28	28	28	28	28	28	28	28	28	28	28	28	332
1		BCC	28	249	28	28	28	28	28	28	28	28	28	28	28	28	332
1		Vision III Imaging Inc	8	100	8	8	8	8	8	8	8	8	8	8	8	8	100
1		Vision III Imaging Inc	8	91	8	8	8	8	8	8	8	8	8	8	8	8	100
1		Vision III Imaging Inc	8	91	8	8	8	8	8	8	8	8	8	8	8	8	100
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Scuba Diver Database	278	3,056	278	278	278	278	278	278	278	278	278	278	278	278	3,333
1		Scuba Diver Database	278	556	278	278	278	278	278	278	278	278	278	278	278	278	3,333
1		Scuba Diver Database	-	-	-	-	-	-	-	-	-	-	-	-	278	278	556
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		BorisdFX	22	265	22	22	22	22	22	22	22	22	22	22	22	22	265
1		Red Giant	22	266	22	22	22	22	22	22	22	22	22	22	22	22	266
1		TiffenDFX	14	170	14	14	14	14	14	14	14	14	14	14	14	14	170
1		GenArts Edge	8	100	8	8	8	8	8	8	8	8	8	8	8	8	100
1		Boris Graffitti	4	50	4	4	4	4	4	4	4	4	4	4	4	4	50
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		GenArts Sapphire Edge	8	100	8	8	8	8	8	8	8	8	8	8	8	8	100
1		TiffenDFX	14	170	14	14	14	14	14	14	14	14	14	14	14	14	170
1		S3D Plugin - Vision III Imaging Inc.	8	100	8	8	8	8	8	8	8	8	8	8	8	8	100
1		Boris Graffitti	4	50	4	4	4	4	4	4	4	4	4	4	4	4	50
1		New Blue Video Essentials VI for Windows	1	17	1	1	1	1	1	1	1	1	1	1	1	1	17
1		New Blue Stabilizer	2	18	2	2	2	2	2	2	2	2	2	2	2	2	18
1		New Blue Titler Styles Murilands Collection	1	10	1	1	1	1	1	1	1	1	1	1	1	1	10
1		New Blue Titler Styles Soledad Collection	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Bew Blue Sampler Pack	0	3	0	0	0	0	0	0	0	0	0	0	0	0	3
1		New Blue Paint Effects	2	23	2	2	2	2	2	2	2	2	2	2	2	2	23
1		New Blue Picture Grids	0	4	0	0	0	0	0	0	0	0	0	0	0	0	4
1		PhotoKey 6 Pro	7	90	7	7	7	7	7	7	7	7	7	7	7	7	90
1		Winzip Pro	1	17	1	1	1	1	1	1	1	1	1	1	1	1	17
1		Power Director 12 Ultimate	4	43	4	4	4	4	4	4	4	4	4	4	4	4	43
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Contribted Software	693	8,311	693	693	-	-	-	-	-	-	-	-	-	-	1,385
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- F	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

1/1/2012 Month 1	2/1/2012 Month 2	3/1/2012 Month 3	4/1/2012 Month 4	5/1/2012 Month 5	6/1/2012 Month 6
-	-	12,544	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-

INSTRUCTIONS:

1) Add expected capital additions for budget year. Do not include capital additions for new employees.

ACTION VIDEO, INC

ed Asset Additions

3D ACTION VIDEO, INC.

Fixed Asset Additions

QTY	V		7/1/2012 Month 7	8/1/2012 Month 8	9/1/2012 Month 9	10/1/2012 Month 10	11/1/2012 Month 11	12/1/2012 Month 12	Total
Computer Hardware:									
1		Computers Contributed	-	-	-	-	-	-	12,544
1		Workstation	-	-	-	-	-	-	-
1		Workstation	-	-	-	-	-	-	-
1		Workstation	-	-	-	-	-	-	-
1		Workstation	-	-	-	-	-	-	-
			-	-	-	-	-	-	-
1		Interactive Workstation	-	-	-	-	-	-	-
1		Sales Rep 3D Portable Computer	-	-	-	-	-	-	-
1		Adobe Anywhere Hardware	-	-	-	-	-	-	-
1		Canon MF8500C	-	-	-	-	-	-	-
1		Neo3DO - 3D Tablet	-	-	-	-	-	-	-
			-	-	-	-	-	-	-
			-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-
-		New HC Additions 2012- F	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-
-		New HC Additions 2012- S	-	-	-	-	-	-	-
1		New HC Additions 2012- O	-	-	-	-	-	-	-
1		New HC Additions 2012- N	-	-	-	-	-	-	-
-		New HC Additions 2012- D	-	-	-	-	-	-	-
5		New HC Additions 2013- J	-	-	-	-	-	-	-
-		New HC Additions 2013- F	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-
1		New HC Additions 2013- J	-	-	-	-	-	-	-
2		New HC Additions 2013- J	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-
-		New HC Additions 2013- S	-	-	-	-	-	-	-
-		New HC Additions 2013- O	-	-	-	-	-	-	-
-		New HC Additions 2013- N	-	-	-	-	-	-	-
-		New HC Additions 2013- D	-	-	-	-	-	-	-
20			0	0	0	0	0	0	12,544
Software:									
1		BCC	-	-	-	-	-	-	-
1		BCC	-	-	-	-	-	-	-
1		Vision III Imaging Inc	-	-	-	-	-	-	-
1		Vision III Imaging Inc	-	-	-	-	-	-	-
1		Vision III Imaging Inc	-	-	-	-	-	-	-
			-	-	-	-	-	-	-
1		Scuba Diver Database	-	-	-	-	-	-	-
1		Scuba Diver Database	-	-	-	-	-	-	-
1		Scuba Diver Database	-	-	-	-	-	-	-
			-	-	-	-	-	-	-
1		BorisdFX	-	-	-	-	-	-	-
1		Red Giant	-	-	-	-	-	-	-
1		TiffenDFX	-	-	-	-	-	-	-
1		GenArts Edge	-	-	-	-	-	-	-
1		Boris Graffitti	-	-	-	-	-	-	-
			-	-	-	-	-	-	-
			-	-	-	-	-	-	-
1		GenArts Sapphire Edge	-	-	-	-	-	-	-
1		TiffenDFX	-	-	-	-	-	-	-
1		S3D Plugin - Vision III Imaging Inc.	-	-	-	-	-	-	-
1		Boris Graffitti	-	-	-	-	-	-	-
1		New Blue Video Essentials VI for Windows	-	-	-	-	-	-	-
1		New Blue Stabilizer	-	-	-	-	-	-	-
1		New Blue Titler Styles Murilands Collection	-	-	-	-	-	-	-
1		New Blue Titler Styles Soledad Collection	-	-	-	-	-	-	-
1		Bew Blue Sampler Pack	-	-	-	-	-	-	-
1		New Blue Paint Effects	-	-	-	-	-	-	-
1		New Blue Picture Grids	-	-	-	-	-	-	-
1		PhotoKey 6 Pro	-	-	-	-	-	-	-
1		Winzip Pro	-	-	-	-	-	-	-
1		Power Director 12 Ultimate	-	-	-	-	-	-	-
			-	-	-	-	-	-	-
1		Contribted Software	-	-	-	-	-	-	24,932
			-	-	-	-	-	-	-
			-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-
-		New HC Additions 2012- F	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-

12/31/2012 Month 1	2/1/2013 Month 2	3/2/2013 Month 3	4/2/2013 Month 4	5/2/2013 Month 5	6/2/2013 Month 6	7/2/2013 Month 7	8/2/2013 Month 8	9/2/2013 Month 9	10/2/2013 Month 10	11/2/2013 Month 11
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	450	-	-
-	-	-	-	-	-	-	-	-	300	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-

INSTRUCTIONS:

1) Add expected capital additions for budget year. Do not include capital additions for new employees.

3D ACTION VIDEO, INC.

Fixed Asset Additions

QTY	V		12/2/2013 Month 12	12/2/2013 Total	1/1/2014 Month 1	2/1/2014 Month 2	3/2/2014 Month 3	4/2/2014 Month 4	5/2/2014 Month 5	6/2/2014 Month 6	7/2/2014 Month 7	8/2/2014 Month 8	9/2/2014 Month 9	10/2/2014 Month 10	11/2/2014 Month 11	12/2/2014 Month 12	Total	1/1/2015 Month 1	2/1/2015 Month 2
Computer Hardware:																			
1		Computers Contributed	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Workstation	-	-	-	12,000	-	-	-	-	-	-	-	-	-	-	12,000	-	-
1		Workstation	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Workstation	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Workstation	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Interactive Workstation	1,700	1,700	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Sales Rep 3D Portable Computer	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Adobe Anywhere Hardware	-	-	-	-	-	-	-	-	50,000	-	-	-	-	-	50,000	-	-
1		Canon MF8500C	-	450	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Neo3DO - 3D Tablet	-	300	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- F	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- S	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- O	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- N	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- D	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
5		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- F	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- S	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- O	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- N	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- D	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
20			1,700	2,450	0	12,000	0	0	0	0	50,000	0	0	0	0	0	62,000	0	0
Software:																			
1		BCC	-	-	-	-	-	995	-	-	-	-	-	-	-	-	995	-	-
1		BCC	-	-	-	-	-	995	-	-	-	-	-	-	-	-	995	-	-
1		Vision III Imaging Inc	-	299	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Vision III Imaging Inc	-	-	-	299	-	-	-	-	-	-	-	-	-	-	299	-	-
1		Vision III Imaging Inc	-	-	-	299	-	-	-	-	-	-	-	-	-	-	299	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Scuba Diver Database	-	-	-	10,000	-	-	-	-	-	-	-	-	-	-	10,000	-	-
1		Scuba Diver Database	-	-	-	-	-	-	-	-	-	-	-	-	10,000	-	10,000	-	-
1		Scuba Diver Database	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		BorisdFX	-	795	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Red Giant	-	799	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		TiffenDFX	-	510	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		GenArts Edge	-	299	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Boris Graffitti	-	149	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		GenArts Sapphire Edge	-	299	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		TiffenDFX	-	510	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		S3D Plugin - Vision III Imaging Inc.	-	299	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Boris Graffitti	-	149	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New Blue Video Essentials VI for Windows	-	52	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New Blue Stabilizer	-	55	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New Blue Titler Styles Murilands Collection	-	30	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New Blue Titler Styles Soledad Collection	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Bew Blue Sampler Pack	-	10	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New Blue Paint Effects	-	70	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New Blue Picture Grids	-	12	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		PhotoKey 6 Pro	-	269	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Winzip Pro	-	50	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Power Director 12 Ultimate	-	130	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Contribted Software	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- F	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

INSTRUCTIONS:

1) Add expected capital additions for budget year. Do not include capital additions for new employees.

3D ACTION VIDEO, INC.

Fixed Asset Additions

QTY	V		3/2/2015 Month 3	4/2/2015 Month 4	5/2/2015 Month 5	6/2/2015 Month 6	7/2/2015 Month 7	8/2/2015 Month 8	9/2/2015 Month 9	10/2/2015 Month 10	11/2/2015 Month 11	12/2/2015 Month 12	Total
Computer Hardware:													
1		Computers Contributed	-	-	-	-	-	-	-	-	-	-	-
1		Workstation	-	-	-	-	-	-	-	-	-	-	-
1		Workstation	-	-	-	-	-	-	-	-	-	-	-
1		Workstation	-	-	-	-	-	-	-	-	-	-	-
1		Workstation	-	-	-	12,000	-	-	-	-	-	-	12,000
			-	-	-	-	-	-	-	-	-	-	-
1		Interactive Workstation	-	-	-	-	-	-	-	-	-	-	-
1		Sales Rep 3D Portable Computer	-	-	-	-	-	-	-	-	-	-	-
1		Adobe Anywhere Hardware	-	-	-	-	-	-	-	-	-	-	-
1		Canon MF8500C	-	-	-	-	-	-	-	-	-	-	-
1		Neo3DO - 3D Tablet	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- F	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- S	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- O	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- N	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- D	-	-	-	-	-	-	-	-	-	-	-
5		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- F	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-
2		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- S	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- O	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- N	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- D	-	-	-	-	-	-	-	-	-	-	-
20			0	0	0	12,000	0	0	0	0	0	0	12,000
Software:													
1		BCC	-	-	-	-	-	-	-	-	-	-	-
1		BCC	-	-	-	-	-	-	-	-	-	-	-
1		Vision III Imaging Inc	-	-	-	-	-	-	-	-	-	-	-
1		Vision III Imaging Inc	-	-	-	-	-	-	-	-	-	-	-
1		Vision III Imaging Inc	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
1		Scuba Diver Database	-	-	-	-	-	-	-	-	-	-	-
1		Scuba Diver Database	-	-	-	-	-	-	-	-	-	-	-
1		Scuba Diver Database	-	-	-	-	-	-	-	-	10,000	-	10,000
			-	-	-	-	-	-	-	-	-	-	-
1		BorisdFX	-	-	-	-	-	-	-	-	-	-	-
1		Red Giant	-	-	-	-	-	-	-	-	-	-	-
1		TiffenDFX	-	-	-	-	-	-	-	-	-	-	-
1		GenArts Edge	-	-	-	-	-	-	-	-	-	-	-
1		Boris Graffitti	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
1		GenArts Sapphire Edge	-	-	-	-	-	-	-	-	-	-	-
1		TiffenDFX	-	-	-	-	-	-	-	-	-	-	-
1		S3D Plugin - Vision III Imaging Inc.	-	-	-	-	-	-	-	-	-	-	-
1		Boris Graffitti	-	-	-	-	-	-	-	-	-	-	-
1		New Blue Video Essentials VI for Windows	-	-	-	-	-	-	-	-	-	-	-
1		New Blue Stabilizer	-	-	-	-	-	-	-	-	-	-	-
1		New Blue Titler Styles Murilands Collection	-	-	-	-	-	-	-	-	-	-	-
1		New Blue Titler Styles Soledad Collection	-	-	-	-	-	-	-	-	-	-	-
1		Bew Blue Sampler Pack	-	-	-	-	-	-	-	-	-	-	-
1		New Blue Paint Effects	-	-	-	-	-	-	-	-	-	-	-
1		New Blue Picture Grids	-	-	-	-	-	-	-	-	-	-	-
1		PhotoKey 6 Pro	-	-	-	-	-	-	-	-	-	-	-
1		Winzip Pro	-	-	-	-	-	-	-	-	-	-	-
1		Power Director 12 Ultimate	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
1		Contribted Software	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- F	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-

INSTRUCTIONS:

1) Add expected capital additions for budget year. Do not include capital additions for new employees.

INSTRUCTIONS:

Equipment Cost Schedule

Depreciation

QTY	V		Location	Serial #	Tag #	Asset #	Cost	Purch or Service Date	Mo Depr	End of Depr Period	1/1/2012 Month 1	2/1/2012 Month 2	3/1/2012 Month 3	4/1/2012 Month 4	5/1/2012 Month 5	6/1/2012 Month 6	7/1/2012 Month 7	8/1/2012 Month 8	9/1/2012 Month 9	10/1/2012 Month 10	11/1/2012 Month 11	12/1/2012 Month 12	Total
-		New HC Additions 2012- J					$0	7/1/2012	-	6/30/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A					$0	8/1/2012	-	7/31/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- S					$0	9/1/2012	-	8/31/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- O					$0	10/1/2012	-	9/30/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- N					$0	11/1/2012	-	10/31/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- D					$0	12/1/2012	-	11/30/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
5		New HC Additions 2013- J					$0	1/1/2013	-	12/31/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- F					$0	2/1/2013	-	1/31/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M					$0	3/1/2013	-	2/28/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A					$0	4/1/2013	-	3/30/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M					$0	5/1/2013	-	4/29/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2013- J					$0	6/1/2013	-	5/30/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
2		New HC Additions 2013- J					$0	7/1/2013	-	6/29/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A					$0	8/1/2013	-	7/30/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- S					$0	9/1/2013	-	8/30/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- O					$0	10/1/2013	-	9/29/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- N					$0	11/1/2013	-	10/30/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- D					$0	12/1/2013	-	11/29/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
38							$62,306		$1,731		0	0	693	693	693	693	693	693	693	693	693	693	6,926

Machinery & Equipment:								Depr Term-mo >>	60	12/29/1902													
								1/1/2012	-	12/30/2014	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Sony 3D TV					$600	4/1/2012	10	3/31/2015	-	-	-	-	10	10	10	10	10	10	10	10	80
1		LG 3D TV					$1,300	9/1/2013	22	8/30/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Sony 4K TV					$5,000	4/30/2015	83	4/28/2018	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/30/2014	-	-	-	-	-	-	-	-	-	-	-	-	-
1		EZ Corp - Sony HD-10					$513	3/10/2013	9	3/8/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Ebay - Audio					$599	2/5/2013	10	2/4/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Texas Media - HDC-Z1000					$1,995	3/20/2013	33	3/18/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Equinox Housing - HD-10 and Big Blue Lights					$7,300	3/18/2013	122	3/16/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Ebay - Audio Technica					$750	2/11/2013	13	2/10/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Linda Hernandez - Studio Lighting					$450	3/9/2013	8	3/7/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/30/2014	-	-	-	-	-	-	-	-	-	-	-	-	-
								3/10/2013	-	3/8/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/30/2014	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/30/2014	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/30/2014	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/30/2014	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/30/2014	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/30/2014	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/30/2014	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/30/2014	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/30/2014	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/30/2014	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Machinery Contributed					$20,910	2/20/2012	349	2/18/2015	-	-	349	349	349	349	349	349	349	349	349	349	3,485
								1/1/2012	-	12/30/2014	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/30/2014	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/30/2014	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/30/2014	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/30/2014	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/30/2014	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/30/2014	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J					$0	1/15/2012	-	1/13/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- F					$0	2/15/2012	-	2/13/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M					$0	3/15/2012	-	3/14/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A					$0	4/15/2012	-	4/14/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M					$0	5/15/2012	-	5/14/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J					$0	6/15/2012	-	6/14/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J					$0	7/15/2012	-	7/14/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A					$0	8/15/2012	-	8/14/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- S					$0	9/15/2012	-	9/14/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- O					$0	10/15/2012	-	10/14/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- N					$0	11/15/2012	-	11/14/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- D					$0	12/15/2012	-	12/14/2015	-	-	-	-	-	-	-	-	-	-	-	-	-
5		New HC Additions 2013- J					$0	1/15/2013	-	1/14/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- F					$0	2/15/2013	-	2/14/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M					$0	3/15/2013	-	3/13/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A					$0	4/15/2013	-	4/13/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M					$0	5/15/2013	-	5/13/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2013- J					$0	6/15/2013	-	6/13/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
2		New HC Additions 2013- J					$0	7/15/2013	-	7/13/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A					$0	8/15/2013	-	8/13/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- S					$0	9/15/2013	-	9/13/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- O					$0	10/15/2013	-	10/13/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- N					$0	11/15/2013	-	11/13/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- D					$0	12/15/2013	-	12/13/2016	-	-	-	-	-	-	-	-	-	-	-	-	-

INSTRUCTIONS:

1) Add expected capital additions for budget year. Do not include capital additions for new employees.

3D ACTION VIDEO, INC.
Equipment Cost Schedule
Depreciation

QTY	V		12/31/2012 Month 1	2/1/2013 Month 2	3/2/2013 Month 3	4/2/2013 Month 4	5/2/2013 Month 5	6/2/2013 Month 6	7/2/2013 Month 7	8/2/2013 Month 8	9/2/2013 Month 9	10/2/2013 Month 10	11/2/2013 Month 11	12/2/2013 Month 12	Total
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- S	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- O	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- N	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- D	-	-	-	-	-	-	-	-	-	-	-	-	-
5		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- F	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-
2		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- S	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- O	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- N	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- D	-	-	-	-	-	-	-	-	-	-	-	-	-
38			693	693	693	693	715	737	745	745	821	826	826	826	9,009

Machinery & Equipment:

			-	-	-	-	-	-	-	-	-	-	-	-	-
1		Sony 3D TV	10	10	10	10	10	10	10	10	10	10	10	10	120
1		LG 3D TV	-	-	-	-	-	-	-	-	22	22	22	22	87
1		Sony 4K TV	-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-
1		EZ Corp - Sony HD-10	-	-	-	9	9	9	9	9	9	9	9	9	77
1		Ebay - Audio	-	-	10	10	10	10	10	10	10	10	10	10	100
1		Texas Media - HDC-Z1000	-	-	-	33	33	33	33	33	33	33	33	33	299
1		Equinox Housing - HD-10 and Big Blue Lights	-	-	-	122	122	122	122	122	122	122	122	122	1,095
1		Ebay - Audio Technica	-	-	13	13	13	13	13	13	13	13	13	13	125
1		Linda Hernandez - Studio Lighting	-	-	-	8	8	8	8	8	8	8	8	8	68
			-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-
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			-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-
1		Machinery Contributed	349	349	349	349	349	349	349	349	349	349	349	349	4,182
			-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-
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			-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- F	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- S	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- O	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- N	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- D	-	-	-	-	-	-	-	-	-	-	-	-	-
5		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- F	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-
2		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- S	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- O	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- N	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- D	-	-	-	-	-	-	-	-	-	-	-	-	-

3D ACTION VIDEO, INC.
Equipment Cost Schedule
Depreciation

			1/1/2014 Month 1	2/1/2014 Month 2	3/2/2014 Month 3	4/2/2014 Month 4	5/2/2014 Month 5	6/2/2014 Month 6	7/2/2014 Month 7	8/2/2014 Month 8	9/2/2014 Month 9	10/2/2014 Month 10	11/2/2014 Month 11
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
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			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
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			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			826	1,120	1,120	1,175	1,175	1,175	1,175	1,175	1,175	1,175	1,453

			-	-	-	-	-	-	-	-	-	-	-
			10	10	10	10	10	10	10	10	10	10	10
			22	22	22	22	22	22	22	22	22	22	22
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			9	9	9	9	9	9	9	9	9	9	9
			10	10	10	10	10	10	10	10	10	10	10
			33	33	33	33	33	33	33	33	33	33	33
			122	122	122	122	122	122	122	122	122	122	122
			13	13	13	13	13	13	13	13	13	13	13
			8	8	8	8	8	8	8	8	8	8	8
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
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			349	349	349	349	349	349	349	349	349	349	349
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
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			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-

INSTRUCTIONS:

1) Add expected capital additions for budget year. Do not include capital additions for new employees.

3D ACTION VIDEO, INC.

Equipment Cost Schedule

Depreciation

QTY	V		12/2/2014 Month 12	Total	1/1/2015 Month 1	2/1/2015 Month 2	3/2/2015 Month 3	4/2/2015 Month 4	5/2/2015 Month 5	6/2/2015 Month 6	7/2/2015 Month 7	8/2/2015 Month 8	9/2/2015 Month 9	10/2/2015 Month 10	11/2/2015 Month 11	12/2/2015 Month 12	Total	1/1/2012 Month 1	2/1/2012 Month 2	3/1/2012 Month 3	4/1/2012 Month 4	5/1/2012 Month 5	6/1/2012 Month 6
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- S	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- O	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- N	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- D	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
5		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- F	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- S	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- O	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- N	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- D	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
38			1,453	14,197	1,453	1,453	760	760	760	760	760	760	760	760	1,038	1,038	11,065	-	0	24,932	0	0	0
Machinery & Equipment:																							
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Sony 3D TV	10	120	10	10	10	-	-	-	-	-	-	-	-	-	30	-	-	-	-	-	-
1		LG 3D TV	22	260	22	22	22	22	22	22	22	22	22	22	22	22	260	-	-	-	-	-	-
1		Sony 4K TV	-	-	-	-	-	-	83	83	83	83	83	83	83	83	667	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		EZ Corp - Sony HD-10	9	103	9	9	9	9	9	9	9	9	9	9	9	9	103	-	-	-	-	-	-
1		Ebay - Audio	10	120	10	10	10	10	10	10	10	10	10	10	10	10	120	-	-	-	-	-	-
1		Texas Media - HDC-Z1000	33	399	33	33	33	33	33	33	33	33	33	33	33	33	399	-	-	-	-	-	-
1		Equinox Housing - HD-10 and Big Blue Lights	122	1,460	122	122	122	122	122	122	122	122	122	122	122	122	1,460	-	-	-	-	-	-
1		Ebay - Audio Technica	13	150	13	13	13	13	13	13	13	13	13	13	13	13	150	-	-	-	-	-	-
1		Linda Hernandez - Studio Lighting	8	90	8	8	8	8	8	8	8	8	8	8	8	8	90	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
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			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Machinery Contributed	349	4,182	349	349	-	-	-	-	-	-	-	-	-	-	697	-	-	20,910	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
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-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- F	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- S	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- O	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- N	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- D	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
5		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- F	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- S	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- O	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- N	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- D	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

INSTRUCTIONS:

1) Add expected capital additions for budget year. Do not include capital additions for new employees.

ACTION VIDEO, INC
ed Asset Additions

3D ACTION VIDEO, INC.
Fixed Asset Additions

QTY	V		7/1/2012 Month 7	8/1/2012 Month 8	9/1/2012 Month 9	10/1/2012 Month 10	11/1/2012 Month 11	12/1/2012 Month 12	Total	12/31/2012 Month 1	2/1/2013 Month 2	3/2/2013 Month 3	4/2/2013 Month 4	5/2/2013 Month 5	6/2/2013 Month 6	7/2/2013 Month 7	8/2/2013 Month 8	9/2/2013 Month 9	10/2/2013 Month 10	11/2/2013 Month 11
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- S	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- O	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- N	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- D	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
5		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- F	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- S	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- O	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- N	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- D	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
38			0	0	0	0	0	0	24,932	-	0	0	0	795	799	299	0	2,713	180	0
Machinery & Equipment:																				
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1		Sony 3D TV	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		LG 3D TV	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,300	-	-
1		Sony 4K TV	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
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1		EZ Corp - Sony HD-10	-	-	-	-	-	-	-	-	-	-	513	-	-	-	-	-	-	-
1		Ebay - Audio	-	-	-	-	-	-	-	-	-	599	-	-	-	-	-	-	-	-
1		Texas Media - HDC-Z1000	-	-	-	-	-	-	-	-	-	-	1,995	-	-	-	-	-	-	-
1		Equinox Housing - HD-10 and Big Blue Lights	-	-	-	-	-	-	-	-	-	-	7,300	-	-	-	-	-	-	-
1		Ebay - Audio Technica	-	-	-	-	-	-	-	-	-	750	-	-	-	-	-	-	-	-
1		Linda Hernandez - Studio Lighting	-	-	-	-	-	-	-	-	-	-	450	-	-	-	-	-	-	-
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1		Machinery Contributed	-	-	-	-	-	-	20,910	-	-	-	-	-	-	-	-	-	-	-
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-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- F	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- S	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- O	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- N	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- D	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
5		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- F	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- S	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- O	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- N	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- D	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

INSTRUCTIONS:

1) Add expected capital additions for budget year. Do not include capital additions for new employees.

3D ACTION VIDEO, INC.

Fixed Asset Additions

QTY	V		12/2/2013 Month 12	12/2/2013 Total	1/1/2014 Month 1	2/1/2014 Month 2	3/2/2014 Month 3	4/2/2014 Month 4	5/2/2014 Month 5	6/2/2014 Month 6	7/2/2014 Month 7	8/2/2014 Month 8	9/2/2014 Month 9	10/2/2014 Month 10	11/2/2014 Month 11	12/2/2014 Month 12	Total	1/1/2015 Month 1	2/1/2015 Month 2
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- S	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- O	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- N	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- D	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
5		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- F	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- S	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- O	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- N	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- D	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
38			0	4,786	-	10,598	0	1,990	0	0	0	0	0	0	10,000	0	22,588	-	0
Machinery & Equipment:																			
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1		Sony 3D TV	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		LG 3D TV	-	1,300	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Sony 4K TV	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		EZ Corp - Sony HD-10	-	513	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Ebay - Audio	-	599	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Texas Media - HDC-Z1000	-	1,995	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Equinox Housing - HD-10 and Big Blue Lights	-	7,300	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Ebay - Audio Technica	-	750	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		Linda Hernandez - Studio Lighting	-	450	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
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1		Machinery Contributed	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
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-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- F	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- S	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- O	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- N	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- D	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
5		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- F	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- S	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- O	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- N	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- D	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

INSTRUCTIONS:

1) Add expected capital additions for budget year. Do not include capital additions for new employees.

3D ACTION VIDEO, INC.

Fixed Asset Additions

QTY	V		3/2/2015 Month 3	4/2/2015 Month 4	5/2/2015 Month 5	6/2/2015 Month 6	7/2/2015 Month 7	8/2/2015 Month 8	9/2/2015 Month 9	10/2/2015 Month 10	11/2/2015 Month 11	12/2/2015 Month 12	Total
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- S	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- O	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- N	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- D	-	-	-	-	-	-	-	-	-	-	-
5		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- F	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-
2		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- S	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- O	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- N	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- D	-	-	-	-	-	-	-	-	-	-	-
38			0	0	0	0	0	0	0	0	10,000	0	10,000

Machinery & Equipment:

			-	-	-	-	-	-	-	-	-	-	-
1		Sony 3D TV	-	-	-	-	-	-	-	-	-	-	-
1		LG 3D TV	-	-	-	-	-	-	-	-	-	-	-
1		Sony 4K TV	-	-	5,000	-	-	-	-	-	-	-	5,000
			-	-	-	-	-	-	-	-	-	-	-
1		EZ Corp - Sony HD-10	-	-	-	-	-	-	-	-	-	-	-
1		Ebay - Audio	-	-	-	-	-	-	-	-	-	-	-
1		Texas Media - HDC-Z1000	-	-	-	-	-	-	-	-	-	-	-
1		Equinox Housing - HD-10 and Big Blue Lights	-	-	-	-	-	-	-	-	-	-	-
1		Ebay - Audio Technica	-	-	-	-	-	-	-	-	-	-	-
1		Linda Hernandez - Studio Lighting	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
1		Machinery Contributed	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- F	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- S	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- O	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- N	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- D	-	-	-	-	-	-	-	-	-	-	-
5		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- F	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-
2		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- S	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- O	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- N	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- D	-	-	-	-	-	-	-	-	-	-	-

INSTRUCTIONS:

1) Add expected capital additions for budget year. Do not include capital additions for new employees.

INSTRUCTIONS:

Equipment Cost Schedule

Depreciation

QTY	V		Location	Serial #	Tag #	Asset #	Cost	Purch or Service Date	Mo Depr	End of Depr Period	1/1/2012 Month 1	2/1/2012 Month 2	3/1/2012 Month 3	4/1/2012 Month 4	5/1/2012 Month 5	6/1/2012 Month 6	7/1/2012 Month 7	8/1/2012 Month 8	9/1/2012 Month 9	10/1/2012 Month 10	11/1/2012 Month 11	12/1/2012 Month 12	Total
20							$39,417		$657		-	-	349	349	359	359	359	359	359	359	359	359	3,565
Leasehold Improvement								Depr Term-mo >>	60	1,824													
								1/1/2012	-	12/29/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/29/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/29/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/29/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/29/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/29/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/29/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/29/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/29/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/29/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
								1/1/2012	-	12/29/2016	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J					$0	1/15/2012	-	1/12/2017	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- F					$0	2/15/2012	-	2/12/2017	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M					$0	3/15/2012	-	3/13/2017	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A					$0	4/15/2012	-	4/13/2017	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M					$0	5/15/2012	-	5/13/2017	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J					$0	6/15/2012	-	6/13/2017	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J					$0	7/15/2012	-	7/13/2017	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A					$0	8/15/2012	-	8/13/2017	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- S					$0	9/15/2012	-	9/13/2017	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- O					$0	10/15/2012	-	10/13/2017	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- N					$0	11/15/2012	-	11/13/2017	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- N					$0	11/15/2012	-	11/13/2017	-	-	-	-	-	-	-	-	-	-	-	-	-
5		New HC Additions 2013- J					$0	1/15/2013	-	1/13/2018	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- F					$0	2/15/2013	-	2/13/2018	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M					$0	3/15/2013	-	3/13/2018	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A					$0	4/15/2013	-	4/13/2018	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M					$0	5/15/2013	-	5/13/2018	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2013- J					$0	6/15/2013	-	6/13/2018	-	-	-	-	-	-	-	-	-	-	-	-	-
2		New HC Additions 2013- J					$0	7/15/2013	-	7/13/2018	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A					$0	8/15/2013	-	8/13/2018	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- S					$0	9/15/2013	-	9/13/2018	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- O					$0	10/15/2013	-	10/13/2018	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- N					$0	11/15/2013	-	11/13/2018	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- N					$0	11/15/2013	-	11/13/2018	-	-	-	-	-	-	-	-	-	-	-	-	-
10							$0		-		-	-	-	-	-	-	-	-	-	-	-	-	-
Furniture & Fixtures:								Depr Term-mo >>	84	12/28/1906													
								1/1/2012	-	12/29/2018	-	-	-	-	-	-	-	-	-	-	-	-	0
								1/1/2012	-	12/29/2018	-	-	-	-	-	-	-	-	-	-	-	-	0
1		Furniture Contributed					$7,375	2/20/2012	88	2/17/2019	-	-	88	88	88	88	88	88	88	88	88	88	878
								1/1/2012	-	12/29/2018	-	-	-	-	-	-	-	-	-	-	-	-	0
								1/1/2012	-	12/29/2018	-	-	-	-	-	-	-	-	-	-	-	-	0
								1/1/2012	-	12/29/2018	-	-	-	-	-	-	-	-	-	-	-	-	0
								1/1/2012	-	12/29/2018	-	-	-	-	-	-	-	-	-	-	-	-	0
								1/1/2012	-	12/29/2018	-	-	-	-	-	-	-	-	-	-	-	-	0
								1/1/2012	-	12/29/2018	-	-	-	-	-	-	-	-	-	-	-	-	0
								1/1/2012	-	12/29/2018	-	-	-	-	-	-	-	-	-	-	-	-	0
								1/1/2012	-	12/29/2018	-	-	-	-	-	-	-	-	-	-	-	-	0
								1/1/2012	-	12/29/2018	-	-	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2012- J					$0	1/15/2012	-	1/12/2019	-	-	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2012- F					$0	2/15/2012	-	2/12/2019	-	-	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2012- M					$0	3/15/2012	-	3/13/2019	-	-	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2012- A					$0	4/15/2012	-	4/13/2019	-	-	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2012- M					$0	5/15/2012	-	5/13/2019	-	-	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2012- J					$0	6/15/2012	-	6/13/2019	-	-	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2012- J					$0	7/15/2012	-	7/13/2019	-	-	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2012- A					$0	8/15/2012	-	8/13/2019	-	-	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2012- S					$0	9/15/2012	-	9/13/2019	-	-	-	-	-	-	-	-	-	-	-	-	0
1		New HC Additions 2012- O					$0	10/15/2012	-	10/13/2019	-	-	-	-	-	-	-	-	-	-	-	-	0
1		New HC Additions 2012- N					$0	11/15/2012	-	11/13/2019	-	-	-	-	-	-	-	-	-	-	-	-	0
5		New HC Additions 2013- J					$0	1/15/2013	-	1/13/2020	-	-	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2013- F					$0	2/15/2013	-	2/13/2020	-	-	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2013- M					$0	3/15/2013	-	3/12/2020	-	-	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2013- A					$0	4/15/2013	-	4/12/2020	-	-	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2013- M					$0	5/15/2013	-	5/12/2020	-	-	-	-	-	-	-	-	-	-	-	-	0
1		New HC Additions 2013- J					$0	6/15/2013	-	6/12/2020	-	-	-	-	-	-	-	-	-	-	-	-	0
2		New HC Additions 2013- J					$0	7/15/2013	-	7/12/2020	-	-	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2013- A					$0	8/15/2013	-	8/12/2020	-	-	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2013- S					$0	9/15/2013	-	9/12/2020	-	-	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2013- O					$0	10/15/2013	-	10/12/2020	-	-	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2013- N					$0	11/15/2013	-	11/12/2020	-	-	-	-	-	-	-	-	-	-	-	-	0
11							$7,375		$88		0	0	88	88	88	88	88	88	88	88	88	88	878

INSTRUCTIONS:

1) Add expected capital additions for budget year. Do not include capital additions for new employees.

3D ACTION VIDEO, INC.
Equipment Cost Schedule
Depreciation

QTY	V		12/31/2012 Month 1	2/1/2013 Month 2	3/2/2013 Month 3	4/2/2013 Month 4	5/2/2013 Month 5	6/2/2013 Month 6	7/2/2013 Month 7	8/2/2013 Month 8	9/2/2013 Month 9	10/2/2013 Month 10	11/2/2013 Month 11	12/2/2013 Month 12	Total
20			359	359	381	552	552	552	552	552	574	574	574	574	6,152
Leasehold Improvement															
			-	-	-	-	-	-	-	-	-	-	-	-	-

INSTRUCTIONS:
1) Add expected capital additions for budget year. Do not include capital additions for new employees.

3D ACTION VIDEO, INC.
Equipment Cost Schedule
Depreciation

QTY	V		12/2/2014 Month 12	Total	1/1/2015 Month 1	2/1/2015 Month 2	3/2/2015 Month 3	4/2/2015 Month 4	5/2/2015 Month 5	6/2/2015 Month 6	7/2/2015 Month 7	8/2/2015 Month 8	9/2/2015 Month 9	10/2/2015 Month 10	11/2/2015 Month 11	12/2/2015 Month 12	Total	1/1/2012 Month 1	2/1/2012 Month 2	3/1/2012 Month 3	4/1/2012 Month 4	5/1/2012 Month 5	6/1/2012 Month 6
20			574	6,883	574	574	225	215	298	298	298	298	298	298	298	298	3,975	-	-	20,910	-	-	-
Leasehold Improvement																							
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- F	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- S	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- O	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- N	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- N	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
5		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- F	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- S	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- O	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- N	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- N	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
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Furniture & Fixtures:																							
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1		Furniture Contributed	88	1,054	88	88	88	88	88	88	88	88	88	88	88	88	1,054	-	-	7,375	-	-	-
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-		New HC Additions 2012- J	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-	-
-		New HC Additions 2012- F	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-	-
-		New HC Additions 2012- S	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-	-
1		New HC Additions 2012- O	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-	-
1		New HC Additions 2012- N	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-	-
5		New HC Additions 2013- J	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-	-
-		New HC Additions 2013- F	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-	-
1		New HC Additions 2013- J	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-	-
2		New HC Additions 2013- J	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-	-
-		New HC Additions 2013- S	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-	-
-		New HC Additions 2013- O	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-	-
-		New HC Additions 2013- N	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-	-
11			88	1,054	88	88	88	88	88	88	88	88	88	88	88	88	1,054	-	-	7,375	-	-	-

INSTRUCTIONS:

1) Add expected capital additions for budget year. Do not include capital additions for new employees.

ACTION VIDEO, INC
ed Asset Additions

3D ACTION VIDEO, INC.
Fixed Asset Additions

QTY	V		7/1/2012 Month 7	8/1/2012 Month 8	9/1/2012 Month 9	10/1/2012 Month 10	11/1/2012 Month 11	12/1/2012 Month 12	Total	12/31/2012 Month 1	2/1/2013 Month 2	3/2/2013 Month 3	4/2/2013 Month 4	5/2/2013 Month 5	6/2/2013 Month 6	7/2/2013 Month 7	8/2/2013 Month 8	9/2/2013 Month 9	10/2/2013 Month 10	11/2/2013 Month 11
20			-	-	-	-	-	-	20,910	-	-	1,349	10,258	-	-	-	-	1,300	-	-
Leasehold Improvement																				
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-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- F	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- S	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- O	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- N	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- N	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
5		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- F	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- S	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- O	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- N	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- N	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
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Furniture & Fixtures:																				
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1		Furniture Contributed	-	-	-	-	-	-	7,375	-	-	-	-	-	-	-	-	-	-	-
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-		New HC Additions 2012- J	-	-	-	-	-	-	0	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- F	-	-	-	-	-	-	0	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	0	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	0	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	0	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	0	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	0	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	0	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- S	-	-	-	-	-	-	0	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- O	-	-	-	-	-	-	0	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- N	-	-	-	-	-	-	0	-	-	-	-	-	-	-	-	-	-	-
5		New HC Additions 2013- J	-	-	-	-	-	-	0	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- F	-	-	-	-	-	-	0	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	0	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	0	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	0	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2013- J	-	-	-	-	-	-	0	-	-	-	-	-	-	-	-	-	-	-
2		New HC Additions 2013- J	-	-	-	-	-	-	0	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	0	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- S	-	-	-	-	-	-	0	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- O	-	-	-	-	-	-	0	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- N	-	-	-	-	-	-	0	-	-	-	-	-	-	-	-	-	-	-
11			-	-	-	-	-	-	7,375	-	-	-	-	-	-	-	-	-	-	-

INSTRUCTIONS:

1) Add expected capital additions for budget year. Do not include capital additions for new employees.

3D ACTION VIDEO, INC.

Fixed Asset Additions

QTY	V		12/2/2013 Month 12	12/2/2013 Total	1/1/2014 Month 1	2/1/2014 Month 2	3/2/2014 Month 3	4/2/2014 Month 4	5/2/2014 Month 5	6/2/2014 Month 6	7/2/2014 Month 7	8/2/2014 Month 8	9/2/2014 Month 9	10/2/2014 Month 10	11/2/2014 Month 11	12/2/2014 Month 12	Total	1/1/2015 Month 1	2/1/2015 Month 2
20			-	12,907	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Leasehold Improvement																			
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-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- F	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- S	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- O	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- N	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- N	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
5		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- F	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- S	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- O	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- N	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- N	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
10			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Furniture & Fixtures:																			
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
1		Furniture Contributed	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
-		New HC Additions 2012- J	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
-		New HC Additions 2012- F	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
-		New HC Additions 2012- M	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
-		New HC Additions 2012- A	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
-		New HC Additions 2012- M	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
-		New HC Additions 2012- J	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
-		New HC Additions 2012- J	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
-		New HC Additions 2012- A	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
-		New HC Additions 2012- S	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
1		New HC Additions 2012- O	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
1		New HC Additions 2012- N	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
5		New HC Additions 2013- J	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
-		New HC Additions 2013- F	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
-		New HC Additions 2013- M	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
-		New HC Additions 2013- A	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
-		New HC Additions 2013- M	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
1		New HC Additions 2013- J	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
2		New HC Additions 2013- J	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
-		New HC Additions 2013- A	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
-		New HC Additions 2013- S	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
-		New HC Additions 2013- O	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
-		New HC Additions 2013- N	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
11			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-

INSTRUCTIONS:

1) Add expected capital additions for budget year. Do not include capital additions for new employees.

3D ACTION VIDEO, INC.

Fixed Asset Additions

QTY	V		3/2/2015 Month 3	4/2/2015 Month 4	5/2/2015 Month 5	6/2/2015 Month 6	7/2/2015 Month 7	8/2/2015 Month 8	9/2/2015 Month 9	10/2/2015 Month 10	11/2/2015 Month 11	12/2/2015 Month 12	Total
20			-	-	5,000	-	-	-	-	-	-	-	5,000
Leasehold Improvement													
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
			-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- F	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- S	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- O	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2012- N	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2012- N	-	-	-	-	-	-	-	-	-	-	-
5		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- F	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	-
1		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-
2		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- S	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- O	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- N	-	-	-	-	-	-	-	-	-	-	-
-		New HC Additions 2013- N	-	-	-	-	-	-	-	-	-	-	-
10			-	-	-	-	-	-	-	-	-	-	-
Furniture & Fixtures:													
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
1		Furniture Contributed	-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2012- F	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2012- M	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2012- J	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2012- A	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2012- S	-	-	-	-	-	-	-	-	-	-	0
1		New HC Additions 2012- O	-	-	-	-	-	-	-	-	-	-	0
1		New HC Additions 2012- N	-	-	-	-	-	-	-	-	-	-	0
5		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2013- F	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2013- M	-	-	-	-	-	-	-	-	-	-	0
1		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	0
2		New HC Additions 2013- J	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2013- A	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2013- S	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2013- O	-	-	-	-	-	-	-	-	-	-	0
-		New HC Additions 2013- N	-	-	-	-	-	-	-	-	-	-	0
11			-	-	-	-	-	-	-	-	-	-	0

INSTRUCTIONS:

1) Add expected capital additions for budget year. Do not include capital additions for new employees.

INSTRUCTIONS:

Equipment Cost Schedule

Depreciation

QTY	V		Location	Serial #	Tag #	Asset #	Cost	Purch or Service Date	Mo Depr	End of Depr Period	1/1/2012 Month 1	2/1/2012 Month 2	3/1/2012 Month 3	4/1/2012 Month 4	5/1/2012 Month 5	6/1/2012 Month 6	7/1/2012 Month 7	8/1/2012 Month 8	9/1/2012 Month 9	10/1/2012 Month 10	11/1/2012 Month 11	12/1/2012 Month 12	Total
Vehicles								Depr Term-mo >>	60	1,824													
								1/1/2011	-	12/30/2015	-	-	-	-	-	-	-	-	-	-	-	-	0
								1/1/2011	-	12/30/2015	-	-	-	-	-	-	-	-	-	-	-	-	0
								1/1/2011	-	12/30/2015	-	-	-	-	-	-	-	-	-	-	-	-	0
								1/1/2011	-	12/30/2015	-	-	-	-	-	-	-	-	-	-	-	-	0
								1/1/2011	-	12/30/2015	-	-	-	-	-	-	-	-	-	-	-	-	0
0							$0		$0		-	-	-	-	-	-	-	-	-	-	-	-	-
Land								Depr Term-mo >>	999,999,999	##########													
								1/1/2011	-	##########	-	-	-	-	-	-	-	-	-	-	-	-	0
								1/1/2011	-	##########	-	-	-	-	-	-	-	-	-	-	-	-	0
								1/1/2011	-	##########	-	-	-	-	-	-	-	-	-	-	-	-	0
								1/1/2011	-	##########	-	-	-	-	-	-	-	-	-	-	-	-	0
								1/1/2011	-	##########	-	-	-	-	-	-	-	-	-	-	-	-	0
0							$0		$0		-	-	-	-	-	-	-	-	-	-	-	-	-
Film Stock								Depr Term-mo >>	60	1,824													
									-	12/28/1904	-	-	-	-	-	-	-	-	-	-	-	-	0
									-	12/28/1904	-	-	-	-	-	-	-	-	-	-	-	-	0
									-	12/28/1904	-	-	-	-	-	-	-	-	-	-	-	-	0
									-	12/28/1904	-	-	-	-	-	-	-	-	-	-	-	-	0
									-	12/28/1904	-	-	-	-	-	-	-	-	-	-	-	-	0
									-	12/28/1904	-	-	-	-	-	-	-	-	-	-	-	-	0
									-	12/28/1904	-	-	-	-	-	-	-	-	-	-	-	-	0
									-	12/28/1904	-	-	-	-	-	-	-	-	-	-	-	-	0
									-	12/28/1904	-	-	-	-	-	-	-	-	-	-	-	-	0
									-	12/28/1904	-	-	-	-	-	-	-	-	-	-	-	-	0
									-	12/28/1904	-	-	-	-	-	-	-	-	-	-	-	-	0
									-	12/28/1904	-	-	-	-	-	-	-	-	-	-	-	-	0
									-	12/28/1904	-	-	-	-	-	-	-	-	-	-	-	-	0
									-	12/28/1904	-	-	-	-	-	-	-	-	-	-	-	-	0
									-	12/28/1904	-	-	-	-	-	-	-	-	-	-	-	-	0
1		Value of Edi Fromwerwiller's 4K footage					$300,000	10/31/2013	5,000	10/29/2018	-	-	-	-	-	-	-	-	-	-	-	-	0
1		Value of CDH Time - R & D for Film Processes					$100,000	12/31/2012	1,667	12/29/2017	-	-	-	-	-	-	-	-	-	-	-	-	0
1		Film Stock Contributed					$150,000	2/20/2012	2,500	2/17/2017	-	-	-	-	-	-	-	-	-	-	-	-	0
								1/1/2011	-	12/30/2015	-	-	-	-	-	-	-	-	-	-	-	-	0
								1/1/2011	-	12/30/2015	-	-	-	-	-	-	-	-	-	-	-	-	0
3							$550,000		$9,167		-	-	-	-	-	-	-	-	-	-	-	-	-

Summary by Account

	Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12	Total
Furniture & Fixtures	-	-	88	88	88	88	88	88	88	88	88	88	878
Vehicles	-	-	-	-	-	-	-	-	-	-	-	-	-
Computers	-	-	348	348	348	348	348	348	348	348	348	348	3,484
Mach & Equip.	-	-	349	349	359	359	359	359	359	359	359	359	3,565
Leaseholds	-	-	-	-	-	-	-	-	-	-	-	-	-
Land	-	-	-	-	-	-	-	-	-	-	-	-	-
Software	-	-	693	693	693	693	693	693	693	693	693	693	6,926
Building	-	-	-	-	-	-	-	-	-	-	-	-	-
	-	-	1,477	1,477	1,487	1,487	1,487	1,487	1,487	1,487	1,487	1,487	14,853

INSTRUCTIONS:

1) Add expected capital additions for budget year. Do not include capital additions for new employees.

3D ACTION VIDEO, INC.
Equipment Cost Schedule
Depreciation

QTY	V		12/31/2012 Month 1	2/1/2013 Month 2	3/2/2013 Month 3	4/2/2013 Month 4	5/2/2013 Month 5	6/2/2013 Month 6	7/2/2013 Month 7	8/2/2013 Month 8	9/2/2013 Month 9	10/2/2013 Month 10	11/2/2013 Month 11	12/2/2013 Month 12	Total
Vehicles															
			-	-	-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	-	-	0
0			-	-	-	-	-	-	-	-	-	-	-	-	-
Land															
			-	-	-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	-	-	0
0			-	-	-	-	-	-	-	-	-	-	-	-	-
Film Stock															
			-	-	-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	-	-	0
1		Value of Edi Fromwenwiller's 4K footage	-	-	-	-	-	-	-	-	-	-	5,000	-	5,000
1		Value of CDH Time - R & D for Film Processes	-	-	-	-	-	-	-	-	-	-	-	-	0
1		Film Stock Contributed	-	-	-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	-	-	0
3			-	-	-	-	-	-	-	-	-	-	5,000	-	5,000

3D ACTION VIDEO, INC.
Equipment Cost Schedule
Depreciation

1/1/2014 Month 1	2/1/2014 Month 2	3/2/2014 Month 3	4/2/2014 Month 4	5/2/2014 Month 5	6/2/2014 Month 6	7/2/2014 Month 7	8/2/2014 Month 8	9/2/2014 Month 9	10/2/2014 Month 10	11/2/2014 Month 11
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667
2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
4,167	4,167	4,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167

Summary by Account

Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12	Total
88	88	88	88	88	88	88	88	88	88	88	88	1,054
-	-	-	-	-	-	-	-	-	-	-	-	-
348	348	348	348	348	348	348	348	361	369	369	416	4,303
359	359	381	552	552	552	552	552	574	574	574	574	6,152
-	-	-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-	-	-
693	693	693	693	715	737	745	745	821	826	826	826	9,009
-	-	-	-	-	-	-	-	-	-	5,000	-	5,000
1,487	1,487	1,510	1,681	1,703	1,725	1,733	1,733	1,843	1,856	6,856	1,903	25,518

Summary by Account

Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11
88	88	88	88	88	88	88	88	88	88	88
-	-	-	-	-	-	-	-	-	-	-
416	1,130	1,130	1,130	1,130	1,130	2,519	2,519	2,519	2,519	2,519
574	574	574	574	574	574	574	574	574	574	574
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
826	1,120	1,120	1,175	1,175	1,175	1,175	1,175	1,175	1,175	1,453
4,167	4,167	4,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167
6,070	7,078	7,078	12,134	12,134	12,134	13,523	13,523	13,523	13,523	13,800

INSTRUCTIONS:

1) Add expected capital additions for budget year. Do not include capital additions for new employees.

3D ACTION VIDEO, INC.

Equipment Cost Schedule

Depreciation

QTY	V		12/2/2014 Month 12	Total	1/1/2015 Month 1	2/1/2015 Month 2	3/2/2015 Month 3	4/2/2015 Month 4	5/2/2015 Month 5	6/2/2015 Month 6	7/2/2015 Month 7	8/2/2015 Month 8	9/2/2015 Month 9	10/2/2015 Month 10	11/2/2015 Month 11	12/2/2015 Month 12	Total	1/1/2012 Month 1	2/1/2012 Month 2	3/1/2012 Month 3	4/1/2012 Month 4	5/1/2012 Month 5	6/1/2012 Month 6
Vehicles																							
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-
0			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Land																							
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-
0			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Film Stock																							
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-
1		Value of Edi Fromwenwiller's 4K footage	5,000	45,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	60,000	-	-	-	-	-	-
1		Value of CDH Time - R & D for Film Processes	1,667	20,000	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	1,667	20,000	-	-	-	-	-	-
1		Film Stock Contributed	2,500	30,000	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	30,000	-	-	150,000	-	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-	-	-	-	-
3			9,167	95,000	9,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	110,000	-	-	150,000	-	-	-

Summary by Account

Month 12	Total	Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12	Total	Month 1	Month 2	Month 3	Month 4	Month 5	Month 6
88	1,054	88	88	88	88	88	88	88	88	88	88	88	88	1,054	-	-	7,375	-	-	-
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2,519	21,184	2,519	2,504	2,504	2,504	2,504	2,837	2,837	2,837	2,837	2,837	2,837	2,837	32,398	-	-	12,544	-	-	-
574	6,883	574	574	225	215	298	298	298	298	298	298	298	298	3,975	-	-	20,910	-	-	-
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1,453	14,197	1,453	1,453	760	760	760	760	760	760	760	760	1,038	1,038	11,065	-	-	24,932	-	-	-
9,167	95,000	9,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	110,000	-	-	150,000	-	-	-
13,800	138,318	13,800	13,785	12,744	12,734	12,817	13,151	13,151	13,151	13,151	13,151	13,429	13,429	158,492	-	-	215,761	-	-	-

INSTRUCTIONS:

1) Add expected capital additions for budget year. Do not include capital additions for new employees.

ACTION VIDEO, INC

ed Asset Additions

QTY	V		7/1/2012 Month 7	8/1/2012 Month 8	9/1/2012 Month 9	10/1/2012 Month 10	11/1/2012 Month 11	12/1/2012 Month 12	Total
Vehicles									
			-	-	-	-	-	-	0
			-	-	-	-	-	-	0
			-	-	-	-	-	-	0
			-	-	-	-	-	-	0
			-	-	-	-	-	-	0
0			-	-	-	-	-	-	-
Land									
			-	-	-	-	-	-	0
			-	-	-	-	-	-	0
			-	-	-	-	-	-	0
			-	-	-	-	-	-	0
			-	-	-	-	-	-	0
0			-	-	-	-	-	-	-
Film Stock									
			-	-	-	-	-	-	0
			-	-	-	-	-	-	0
			-	-	-	-	-	-	0
			-	-	-	-	-	-	0
			-	-	-	-	-	-	0
			-	-	-	-	-	-	0
			-	-	-	-	-	-	0
			-	-	-	-	-	-	0
			-	-	-	-	-	-	0
			-	-	-	-	-	-	0
			-	-	-	-	-	-	0
			-	-	-	-	-	-	0
			-	-	-	-	-	-	0
			-	-	-	-	-	-	0
			-	-	-	-	-	-	0
1		Value of Edi Fromwenwiller's 4K footage	-	-	-	-	-	-	0
1		Value of CDH Time - R & D for Film Processes	-	-	-	-	-	-	0
1		Film Stock Contributed	-	-	-	-	-	-	150,000
			-	-	-	-	-	-	0
			-	-	-	-	-	-	0
3			-	-	-	-	-	-	150,000

mmary by Account

Month 7	Month 8	Month 9	Month 10	Month 11	Month 12	Total
-	-	-	-	-	-	7,375
-	-	-	-	-	-	-
-	-	-	-	-	-	12,544
-	-	-	-	-	-	20,910
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	24,932
-	-	-	-	-	-	150,000
-	-	-	-	-	-	215,761

3D ACTION VIDEO, INC.

Fixed Asset Additions

12/31/2012 Month 1	2/1/2013 Month 2	3/2/2013 Month 3	4/2/2013 Month 4	5/2/2013 Month 5	6/2/2013 Month 6	7/2/2013 Month 7	8/2/2013 Month 8	9/2/2013 Month 9	10/2/2013 Month 10	11/2/2013 Month 11
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	300,000
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	300,000

Summary by Account

Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	450	300	-
-	-	1,349	10,258	-	-	-	-	1,300	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	795	799	299	-	2,713	180	-
-	-	-	-	-	-	-	-	-	-	300,000
-	-	1,349	10,258	795	799	299	-	4,463	480	300,000

INSTRUCTIONS:

1) Add expected capital additions for budget year. Do not include capital additions for new employees.

3D ACTION VIDEO, INC.

Fixed Asset Additions

QTY	V		12/2/2013 Month 12	Total	1/1/2014 Month 1	2/1/2014 Month 2	3/2/2014 Month 3	4/2/2014 Month 4	5/2/2014 Month 5	6/2/2014 Month 6	7/2/2014 Month 7	8/2/2014 Month 8	9/2/2014 Month 9	10/2/2014 Month 10	11/2/2014 Month 11	12/2/2014 Month 12	Total	1/1/2015 Month 1	2/1/2015 Month 2
Vehicles																				
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
0			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Land																				
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
0			-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Film Stock																				
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
1		Value of Edi Fromwenwiller's 4K footage	-	300,000	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
1		Value of CDH Time - R & D for Film Processes	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
1		Film Stock Contributed	-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
			-	0	-	-	-	-	-	-	-	-	-	-	-	-	0	-	-
3			-	300,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Summary by Account

Month 12	Total	Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12	Total	Month 1	Month 2
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1,700	2,450	-	12,000	-	-	-	-	50,000	-	-	-	-	-	62,000	-	-
-	12,907	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
-	4,786	-	10,598	-	1,990	-	-	-	-	-	-	10,000	-	22,588	-	-
-	300,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1,700	320,143	-	22,598	-	1,990	-	-	50,000	-	-	-	10,000	-	84,588	-	-

INSTRUCTIONS:

1) Add expected capital additions for budget year. Do not include capital additions for new employees.

3D ACTION VIDEO, INC.

Fixed Asset Additions

QTY	V		3/2/2015 Month 3	4/2/2015 Month 4	5/2/2015 Month 5	6/2/2015 Month 6	7/2/2015 Month 7	8/2/2015 Month 8	9/2/2015 Month 9	10/2/2015 Month 10	11/2/2015 Month 11	12/2/2015 Month 12	Total
Vehicles													
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
0			-	-	-	-	-	-	-	-	-	-	-
Land													
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
0			-	-	-	-	-	-	-	-	-	-	-
Film Stock													
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
1		Value of Edi Fromwenwiller's 4K footage	-	-	-	-	-	-	-	-	-	-	0
1		Value of CDH Time - R & D for Film Processes	-	-	-	-	-	-	-	-	-	-	0
1		Film Stock Contributed	-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
			-	-	-	-	-	-	-	-	-	-	0
3			-	-	-	-	-	-	-	-	-	-	-

Summary by Account

Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12	Total
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	12,000	-	-	-	-	-	-	12,000
-	-	5,000	-	-	-	-	-	-	-	5,000
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	10,000	-	10,000
-	-	-	-	-	-	-	-	-	-	-
-	-	5,000	12,000	-	-	-	-	10,000	-	27,000

3D ACTION VIDEO, INC.

List of Fixed Assets Contributed by C. Dean Homayouni

	Description	Serial Number	Retail Value	Final Use	Retail Cost of Final Products	Monthly Depreciation
5	Adobe Acrobat Pro 9	1118-1260-6676-5390-3894-3496	$159	Yes	$159	$4.42
6	Adobe After Effects templates	n/a	$200	Yes	$200	$5.56
7	Adobe CS 5 Master Collection	1325-1110-5133-8150-5065-7050	$2,599	Yes	$2,599	$72.19
8	Avid DVD By Sonic	YF-K6U3D-3ZWYR-3X9P4	$595			
9	Avid Media Composer 6.0		$300	Yes	$300	$8.33
10	Avid Silebus 7 32 bit	n/a	$599			
11	Boris Box Set		$1,990	Yes	$1,990	$55.28
12	Boris Red 5	MNH951-1FA0A15-5D582				
13	Boris Continuum Complete - Adobe	ON70M3-2H509M3-0D7L1				
14	Boris Blue	BN0C0J-6183931-78J21				
15	Boris FEC Adobe	UN17CA-1M20DC2-7J9I2				
16	Boris FEC - Avid	LN06J0-1730F97-8E1D2				
17	Boris Transfer AE	VN92F0-01BC775-E18J0				
18	Boris Continuum Complete - Avid	JN3422-7900E30-175F1				
19	Basic Color Keying Tutorial	n/a	$49	Yes	$49	$1.36
20	Camtasia	GCABC-CPCCE-BPMMB-XAJXP-S8F6R	$299			$8.31
21	CS 4 for the Underwater Photographer	n/a	$69	Yes	$69	$1.92
22	Cyberlink DVD Mobile	n/a	$20			$0.56
23	Cyberlink Media Show 5	MU79D-XSTSP-GX3NP-F9XSM-NCG4B-KQQUM	$50			$1.39
24	Cyberlink MediaEspresso 6.5	MQLSF-Y9YKT-GBDFU-7XBHT-QXY8M-X5C4Z	$40	Yes	$40	$1.11
25	Cyberlink Power Director 10 Ultra	WBCLT-ZDL8G-8HR48-5TPB3-G9Q77-A2XLM	$70	Yes	$70	$1.94
26	Cyberlink Power Director 10 Ultra	WBGJJ-SR2R2-YKHNE-T62AV-PGU5S-Z44W2	$70	Yes	$70	$1.94
27	Cyberlink Power DVD 11 Ultra	ULXLY-ME8S5-AF2EG-DXVDS-CGPBH-7LWC3	$95			$2.64
28	Cyberlink Power DVD 12 Ultra	UUTU4-CMXUC-332FA-W24XX-URU29-YZXQ8	$76	Yes	$76	$2.11
29	Cyberlink Power2Go Ultimate	GMQVQ-K6LJX-GPKND-L3USS-CSF66-8U8ZD	$40			$1.11
30	Cyberlink PowerDVD Remote	n/a	$5			$0.14
31	Cyberlink YouCam 5 Stanadard	ZS863899X9816647				
32	Cyberlink YouCam 5 Stanadard	ZS12N954868P429M				
33	Cycore FX for After Effects	n/a	$299	Yes	$299	$8.31
34	DigiEffects Aurorix	27204-271651663-12849	$99	Yes	$99	$2.75
35	DVD Cloner	n/a	$49			$1.36
36	DVD Video Soft	24F04-24024-2567E-SBCF3-1BC8E				
37	DWReg Password Unlocker	n/a	$35	Yes	$35	$0.97
38	Film Magic Pro	n/a	$50	Yes	$50	$1.39
39	FX Home Photokey 3	n/a	$49			$1.36
40	FXFactory	n/a	$399	Yes	$399	$11.08
41	GenArts Sapphire	c2N257oVg15IYk7JnHQ2UDpgmiHp4AL60ihfjUn	$1,699	Yes	$1,699	$47.19
42	Imaginneer Mocha Pro		$699	Yes	$699	$19.42
43	Intuit Quickbooks Pro	209-229	$200	Yes	$200	$5.56
44	Microsoft 2003 SQL Server	OEM	$1,000	Yes	$1,000	$27.78
45	Microsoft 2010 Home Office		$200	Yes	$200	$5.56
46	Microsoft Office 2007 Ultimate	DHM6R-2F6T2-4KBMH-WB7PK-2H793	$400	Yes	$400	$11.11
47	Microsoft Office 2007 Ultimate	DHM6R-2F6T2-4KBMH-WB7PK-2H793	$400	Yes	$400	$11.11
48	Microsoft Visio Professional	M2X9B-93Q3K-7MGFW-64BMM-X73QM	$199	Yes	$199	$5.53
49	Microsoft Windows 2003 Server	OEM	$850	Yes	$850	$23.61
50	Microsoft Windows 7 Professional	OEM	$299	Yes	$299	$8.31
51	Microsoft Windows 7 Professional	OEM	$200	Yes	$200	$5.56
52	National Geographic DVD Set	n/a	$40	Yes	$40	$1.11
53	National Geographic Nature Photographs	n/a	$29	Yes	$29	$0.81
54	Nero 12 Platium		$99	Yes	$99	$2.75
55	Nero Kwik Blu Ray	9X12-00C8-T4XM-1EC5-HTMZ-L9A3-X137-KZ31	$30			$0.83
56	Nero Multimedia Suite	9X03-0255-7X96-X9KM-UEKK-HW5X-78HL-MPKW	$110	Yes	$110	$3.06

3D ACTION VIDEO, INC.

List of Fixed Assets Contributed by C. Dean Homayouni

	Description	Serial Number	Retail Value	Final Use	Retail Cost of Final Products	Monthly Depreciation
57	New Blue Titler Pro	NBTTLWIN-J8X3-P539-C5N4-VV18-CXM9	$310	Yes	$310	$8.61
58	New Blue Titler Pro II	NBTTLWIN-J8X3-P539-C5N4-VV18-CXM9	$310	Yes	$310	$8.61
59	Nvidia 3D Vision Kit	n/a	$149	Yes	$149	$4.14
60	Omni Page 18	2889A-G00-CCF4-MFW7-M3	$99	Yes	$99	$2.75
61	Panopitcum Photoshop Filters	AFX-712040-4666	$54			$1.50
62	Red Giant Composite Wizard	8541-7296-1578-9104-3480	$299	Yes	$299	$8.31
63	Red Giant Image Lounge	9601-7161-1124-7096-5124	$299	Yes	$299	$8.31
64	Red Giant Key Correct Pro	n/a	$299	Yes	$299	$8.31
65	Red Giant Keying Suite	n/a	$799	Yes	$799	$22.19
66	Red Giant Magic Bullet Suite - Photolooks	MBPF1000878235500959	$799	Yes	$799	$22.19
67	Red Giant Magic Bullet Suite - Mojo	8587-1600-1084-8281-4360		Yes		
68	Red Giant Magic Bullet Suite - Colorista	17591720194287100000		Yes		
69	Red Giant Magic Bullet Suite - Denoiser	91592397112252800000		Yes		
70	Red Giant Magic Bullet Suite - Frames	90122886123484100000		Yes		
71	Red Giant Magic Bullet Suite - Looks	84992923234555600000		Yes		
72	Red Giant Magic Bullet Suite - Instant HD	17788068157758000000		Yes		
73	Red Giant Primatte Keyer Pro	1733-4050-4273-5156-9976	$799	Yes	$799	$22.19
74	Red Giant Trapcode Suite	8903-8797-2500-5519-4444	$899	Yes	$899	$24.97
75	RoxioBurnv 1.0	ZQ-Q9BGC-11KTL-PPC45				
76	Roxio CinePlayer DVD with 3D	R6-BVN20-B2V7G-6B3D2				
77	Snag-it	7CYPH-ZY2VL-5TZSA-BC4YX-2MA39	$49	Yes	$49	$1.36
78	Sorenson Squeeze 6.5	693D55-GMYSZP-8ZRM76-YBGYHK-8EN49C	$599	Yes	$599	$16.64
79	Surf Offline Professional	Z4B5HH-IJBHR-LZWJA-IMHK7-1VMH1-B54JB	$69	Yes	$69	$1.92
80	Text Blue Titles Tutorial	n/a	$49	Yes	$49	$1.36
81	The Foundry - Camera Tracker	n/a	$250	Yes	$250	$6.94
82	Tube Tape - Action Pack	n/a	$100	Yes	$100	$2.78
83	Tube Tape - Riot Gear	n/a	$49	Yes	$49	$1.36
84	Tube Tape - Wirecast	n/a	$400	Yes	$400	$11.11
85	Tube Taoe - Combat Pack	n/a	$59	Yes	$59	$1.64
86	Tube Tape - Magazine Cover 1-3	n/a	$99	Yes	$99	$2.75
87	Tube Tape - Movie Poster Digital Background Vol 2	n/a	$99	Yes	$99	$2.75
88	Tube Tape - Shootout Stock Pack	n/a	$99	Yes	$99	$2.75
89	Tube Tape - Space Motion Elements	n/a	$99	Yes	$99	$2.75
90	Tube Tape - Virtual Sets	n/a	$99	Yes	$99	$2.75
91	Tube Tape Chrmakey Kit	n/a	$99	Yes	$99	$2.75
92	Video Co-Pilot - After Effects Basic Training	n/a	$25	Yes	$25	$0.69
93	Video Copilot - Action Essentials 1	n/a	$100	Yes	$100	$2.78
94	Video Copilot - Action Essentials 2	n/a	$100	Yes	$100	$2.78
95	Video Copilot - Action Essentials Tutorial	n/a	$49	Yes	$49	$1.36
96	Video Copilot - Action Movie Essentials	n/a	$100	Yes	$100	$2.78
97	Video Copilot - Designer Sound FX	n/a	$99	Yes	$99	$2.75
98	Video Copilot - Evolution	n/a	$95	Yes	$95	$2.64
99	Video Copilot - Element 3D	n/a	$195	Yes	$195	$5.42
100	Video Copilot - Film Magic Pro	n/a	$50	Yes	$50	$1.39
101	Video Copilot - Metropolitan	n/a	$125	Yes	$125	$3.47
102	Video Copilot - Opitcal Flares	n/a	$125	Yes	$125	$3.47
103	Video Copilot - Pro Scores Musical Elements	n/a	$100	Yes	$100	$2.78
104	Video Copilot - Real Clouds	n/a	$49	Yes	$49	$1.36
105	Video Copilot - The Bullet	n/a	$50	Yes	$50	$1.39
106	Video Copilot - The Collection	n/a	$500	Yes	$500	$13.89
107	Video Copilot - Twitch	n/a	$49	Yes	$49	$1.36
108	Video Hive Templates	n/a	$49	Yes	$49	$1.36

3D ACTION VIDEO, INC.

List of Fixed Assets Contributed by C. Dean Homayouni

	Description	Serial Number	Retail Value	Final Use	Retail Cost of Final Products	Monthly Depreciation
109	Winzip 16.5	X36A3-KRX20-4DA6F-ZGFVL-L8RY8-EKFN8	$30	Yes	$30	$0.83
110	Wirecast 4	NMUA-KPGH-7ATH-GVAT-9A65	$449	Yes	$449	$12.47
111	WordPerfect Office Suite	WP13WEX-0008602-AWD	$200	Yes	$200	$5.56
112	You Send It	n/a	$50	Yes	$50	$1.39
113	YouTube downloader	n/a	$39	Yes	$39	$1.08
	SUBTOTAL - SOFTWARE		**$24,932**		**$22,933**	**$659.39**
1	**FMV of edited film**		**$150,000**			**$4,166.67**
1	Dell Computer - Web Server		$1,500			$41.67
2	Microsoft 2003 Server for Web Server		$800			$22.22
3	Microsoft SQL Server for Web Server		$1,200			$33.33
4	3D Workstation		$3,000			$83.33
5	16 gigs of memory for workstation and Blu-Ray holders		$175			$4.86
6	HP 3550 Color LaserJet Print		$800			$22.22
7	Projector System		$500			$13.89
8	Nvidia 3D Vision and 3 glasses		$400			$11.11
9	Nvidia 3D Vision and 3 glasses		$150			$4.17
10	HP LaserJet 3050		$200			$5.56
11	HP Quadro 4000 Video Card		$757			$21.03
12	Brother Laserjet Printer		$200			$5.56
13	Toshiba 3D Portable Computer		$1,641			$45.59
14	Asus Blue Ray Burner - Portable		$200			$5.56
15	Sony Playstation Monitor		$310			$8.61
16	2 pairs of Sony 3D glasses		$100			$2.78
17	Sony 3D Blu-Ray Player		$277			$7.69
18	Analglyph glasses		$50			$1.39
19	Buffalo Bku-Ray Burner		$171			$4.76
20	SteelSeries 7h Gaming Headset		$112			$3.11
	COMPUTERS		**$12,544**			**$348.44**
1	Desk		$300			$3.57
2	Leather Chair		$150			a
3	Plastic Floor Mat		$50			$0.60
4	Desk		$300			$3.57
5	Leather Chair		$150			$1.79
6	Plastic Floor Mat		$50			$0.60
7	Couch		$1,000			$11.90
8	Coffee Table		$150			$1.79
9	Refrigerator		$500			$5.95
10	Workstation		$250			$2.98
11	Leather Chair		$150			$1.79
12	Bookcase		$100			$1.19
13	Bookcase		$100			$1.19
36	Bedroom Set		$1,000			$11.90
37	End Table		$200			$2.38
38	End Table		$200			$2.38
39	Lamp		$25			$0.30
40	Lamp		$25			$0.30
41	Kitchenware		$250			$2.98

3D ACTION VIDEO, INC.

List of Fixed Assets Contributed by C. Dean Homayouni

	Description	Serial Number	Retail Value	Final Use	Retail Cost of Final Products	Monthly Depreciation
42	Coffee Maker		$25			$0.30
43	Microwave		$100			$1.19
44	Dining Table and Chairs		$300			$3.57
45	Artwork		$1,000			$11.90
46	Other		$1,000			$11.90
	SUBTOTAL - FURNITURE		**$7,375**			**$86.01**
1	Aeris Elite Dive Computer		$650			$10.83
2	Aeris Elite Dive Computer		$650			$10.83
3	Aeris Elite Dive Mask Computer		$650			$10.83
4	Boyancy Control - Woman		$250			$4.17
5	Boyancy Control - Woman		$250			$4.17
6	Boyancy Control - Man		$250			$4.17
7	Boyancy Control - Man		$250			$4.17
8	Fins, Snorkel, weights, dive light, Dive Maek		$300			$5.00
9	Fins, Snorkel, weights, dive light, Dive Maek		$300			$5.00
10	Fins, Snorkel, weights, dive light, Dive Maek		$300			$5.00
11	Fins, Snorkel, weights, dive light, Dive Maek		$300			$5.00
12	Regulator		$150			$2.50
13	Regulator		$150			$2.50
14	Regulator		$150			$2.50
15	Regulator		$150			$2.50
16	Dive Gear and Bags		$500			$8.33
17	Dive toolkits		$200			$3.33
18	Canon MF300 Camcorder		$400			$6.67
19	Canon MF300 Camcorder		$400			$6.67
20	Underwater Housing for Canon MF300 Camcorder		$500			$8.33
21	Underwater Housing for Canon MF300 Camcorder		$500			$8.33
22	JVC Pro HD 3D Camcorder		$1,295			$21.58
23	Equinox Underwater Housing		$2,250			$37.50
24	Sony HDR-TD10		$596			$9.93
25	Equinox Housing		$2,250			$37.50
26	Extra Batteries, Charger and connections		$150			$2.50
27	Big Blue Underwater Light Setup		$1,500			$25.00
28	Camera Backpack		$100			$1.67
29	Camera Backpack		$100			$1.67
30	Cannon Camera		$500			$8.33
31	Camcorder Stand		$50			$0.83
32	Mitsubishi 73 inch 3D TV		$3,000			$50.00
33	Misubishi 3DC-1000 3D Starter Pack		$369			$6.15
34	Television and stand		$1,000			$16.67
35	DVD Player		$50			$0.83
36	Cutter board		$50			$0.83
37	Office Supplies		$300			$5.00
38	Binding Machine		$100			$1.67
	SUBTOTAL - EQUIPMENT AND MACHINERY		**$20,910**			**$349**
	TOTAL ASSETS		**$215,761**			**$5,609**

3D ACTION VIDEO, INC.

List of Fixed Assets Contributed by C. Dean Homayouni

	Description	Serial Number	Retail Value	Final Use	Retail Cost of Final Products	Monthly Depreciation
1	GenArts Sapphire Edge	ea-ttvj-u6vp-h2xe-ajc1-i2	$299.00			
2	TiffenDFX		$510.00			
3	S3D Plugin - Vision III Imaging Inc.	QPFGQ4W2XUEUPNSRFYB	$299.00			
4	Boris Graffitti	HN6GI0-0D40BG8-5H932	$149.00			
5	New Blue Video Essentials VI for Windows	NBV63WIN-0W6Y-FAAT-LLPX-79XG-H7J1	$51.98			
6	New Blue Stabilizer	NBSTAWIN-PSX4-GS57-A7AS-GKSN-1N91	$54.98			
7	New Blue Titler Styles Murilands Collection	1150297178246134	$29.97			
8	New Blue Titler Styles Soledad Collection	1273252791453477				
9	Bew Blue Sampler Pack	NBSPWIN-0YK2-3S8E-5H60-7R3L-4L09	$10.00			
10	New Blue Paint Effects	NBPE3WN-XX7C-XX8F-MDNL-X5VB-JB11	$69.97			
11	New Blue Picture Grids	V6PG3WM-708C-PGMN-SEF1-VP6F-6NA9	$12.00			
12	PhotoKey 6 Pro	SJQLY LV4PW 4GZAW NUS9X LUVJU	$269.00			
13	Winzip Pro Plus 17.5	ALT7-WZ0H-90JK-LA3V-V58Q	$49.99			
14	RoyalSoft Poster Designer	512896645cee95ed3ef388e0d7aa62b9	$29.99			
15	RoyalSoft Poster Printer	aa231ab87c3fcd49f4c93deca3b68003	$19.99			
16	SmileTemplates.com	05172fdcdb	$99.99			
17	Power Director 12 Ultimate Suite	UG1E1G1382245266	$129.99			

3D ACTION VIDEO, INC.

ESTIMATED BALANCE SHEETS AS OF DECEMBER 31

	2012	2013	2014	2015
CURRENT ASSETS:				
Cash	$0	-$30,424	$801,327	$2,696,931
Accounts Receivables	$0	$0	$159,000	$261,000
Deferred Income Tax Asset - Federal	$0	$14,372	$14,372	$14,372
Deferred Income Tax Asset - State	$0	$2,500	$0	$0
Inventory	$5	$0	$25,000	$25,000
TOTAL CURRENT ASSETS	$5	-$13,552	$999,698	$2,997,303
LONG TERM ASSETS:				
Fixed Assets				
Furniture & Fixtures	7,375	7,375	7,375	7,375
Vehicles	0	0	0	0
Computers	12,544	14,994	76,994	88,994
Mach & Equip.	25,417	38,324	38,324	43,324
Leaseholds	0	0	0	0
Land & Sitework	0	0	0	0
Software	26,070	30,856	53,444	63,444
Film Stock	150,000	450,000	450,000	450,000
TOTAL FIXED ASSETS	$221,406	$541,549	$626,137	$653,137
Accumulated Depreciation				
Furniture & Fixtures	(1,054)	(1,932)	(2,985)	(4,039)
Vehicles	-	-	-	-
Computers	(2,509)	(7,788)	(28,972)	(61,370)
Mach & Equip.	(3,592)	(9,717)	(16,600)	(20,575)
Leaseholds	-	-	-	-
Land Depletion	-	-	-	-
Software	(8,005)	(16,242)	(30,439)	(41,504)
Film Stock	-	(5,000)	(100,000)	(210,000)
TOTAL ACCUM DEPRECIATION & DEPLETION	($15,160)	($40,678)	($178,996)	($337,489)
NET FIXED ASSETS	$206,246	$500,870	$447,140	$315,648
OTHER LONG TERM ASSETS				
R & D - Film Processing	55,000	100,000	100,000	100,000
Amortization of Intangibles	-	-	-	-
NET INTANGLIBLES	$55,000	$100,000	$100,000	$100,000
TOTAL ASSETS	**$261,251**	**$587,318**	**$1,546,838**	**$3,412,951**

3D ACTION VIDEO, INC.

ESTIMATED BALANCE SHEETS AS OF DECEMBER 31

	2012	2013	2014	2015
LIABILITIES AND MEMBERS' EQUITY:				
Accounts Payable	$14,902	$25,579	$0	$0
Accrued Commissions	0	711	59,764	61,185
Accrued Interest	0	113	0	960
Accrued Expenses - Other	0	0	0	0
Income Tax Payable - Federal	0	0	0	0
Income Tax Payable - State	0	0	0	0
Accounts Payable and Accrued Expenses	14,902	26,403	59,764	62,145
Loan 1	-	-	-	76,814
Loan 2	-	13,553	-	-
NOTES PAYABLE, net	$0	$13,553	$0	$76,814
TOTAL LIABILITIES	$14,902	$39,956	$59,764	$138,959
STOCKHOLDERS' EQUITY				
Common Stock - Series A	$ 276,451	$ 321,451	$ 321,451	$ 321,451
Common Stock - Series B	-	300,000	300,000	300,000
Additional Paid In Capital - Series A	-	-	-	-
Additional Paid In Capital - Series B	-	-	-	-
TOTAL COMMON STOCK AND ADDITIONAL PAID IN CAPITAL	**$276,451**	**$621,451**	**$621,451**	**$621,451**
Current Year Net Income (Loss)	($30,102)	($57,487)	$939,713	$1,786,917
Prior Years Retained Earnings	-	(30,102)	(87,589)	852,124
Accumulated Retained Earnings	(30,102)	(87,589)	852,124	2,639,041
TOTAL SHAREHOLDERS' EQUITY	**$246,349**	**$533,862**	**$1,473,575**	**$3,260,492**
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	**$261,251**	**$573,818**	**$1,533,339**	**$3,399,451**
DIFFERENCE	-	13,500	13,500	13,500

3D ACTION VIDEO, INC.

ESTIMATED SUMMARY PROFIT AND LOSS

FOR THE TWELEVE MONTHS ENDED DECEMBER 31

Description	2013	2014	2015
Total Estimated Revenue	$4,738	$2,714,808	$4,210,009
Cost of Goods Sold	713	645,954	794,833
Other Operating Expenses	75,883	894,213	1,181,529
Net Income Before Class B Shares	($71,858)	$1,174,641	$2,233,647
Class B Profits	-	-	-
Net Income After Class B Shares	($71,858)	$1,174,641	$2,233,647
Income Taxes	(14,372)	234,928	446,729
Net Income After Tax	($57,487)	$939,713	$1,786,917

3D ACTION VIDEO, INC.

ESTIMATED STATEMENT OF CASH FLOWS

FOR THE TWELEVE MONTHS ENDED DECEMBER 31

Description	2013	2014	2015
Operating activities			
Net Income After Tax	($57,487)	$939,713	$1,786,917
Additions (deductions) to reconcile net income to net cash provided by operating activities			
Depreciation & Amortization	25,518	138,318	158,492
Less:			
(Increase) Decrease in Accounts Receivable	-	(159,000)	(102,000)
(Increase) Decrease in Deferred Tax Asset - Federal	(14,372)	-	-
(Increase) Decrease in Deferred Tax Asset - State	(2,500)	2,500	-
(Increase) Decrease in Invent0ry	5	(25,000)	-
Increase (Decrease) in Accounts Payable	10,677	(25,579)	$0
Increase (Decrease) in Accrued Commissions	711	59,053	1,421
Increase (Decrease) in Accrued Interest	113	(113)	960
Increase (Decrease) in Accrued Expenses - Other	-	-	-
Increase (Decrease) in Federal Income Tax Payable	-	-	-
Increase (Decrease) in State Income Tax Payable	-	-	-
Net cash provided (used) by operations	**($37,334)**	**$929,892**	**$1,845,791**
Investing Activities			
Interest earned	-	-	-
Purchase of Fixed Assets	(320,143)	(84,588)	(20,910)
Net cash provided or(used) by investing activities	($320,143)	($84,588)	($20,910)
Financing activities			
Increase (Decrease) in Loan #1, net	-	-	76,814
Increase (Decrease) in Loan #2, net	13,553	13,553	-
Issuance of Common Stock	345,000	-	$0
Net Cash provided or (used) by financing	**358,553**	**13,553**	**76,814**
Net increase/decrease in cash	1,076	858,857	1,901,695
Cash at beginning of period.	-	1,076	859,934
Cash at end of period	$1,076	$859,934	$2,761,629

3D ACTION VIDEO, INC.

ESTIMATED SUMMARY PROFIT AND LOSS

FOR THE TWELEVE MONTHS ENDED DECEMBER 31, 2013

Description	1/31/2013	2/28/2013	3/31/2013	4/30/2013	5/31/2013	6/30/2013	7/31/2013	8/31/2013	9/30/2013	10/31/2013	11/20/2013	12/31/2013	12 Months 12/31/2013
Revenue													
Broadcast Revenue	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Private Label	0	0	0	0	0	0	0	0	0	0	0	0	0
Aquarium 3D Theater	0	0	0	0	0	0	0	0	0	0	0	0	0
Aquarium 3D Theater - Second With Full Feature	0	0	0	0	0	0	0	0	0	0	0	0	0
Aquarium Private Label	0	0	0	0	0	0	0	0	0	0	0	0	0
Aquarium Interactive Experience	0	0	0	0	0	0	0	0	0	0	0	0	0
Retail Sales - Dive Shops	0	0	0	0	0	0	0	0	0	0	0	0	0
3D Coral Reef Aquarium	0	0	0	0	0	0	0	0	0	0	0	0	0
3D Shallow Shore ot Reef Line	0	0	0	0	0	0	0	0	0	0	0	0	0
3D Caribbean	0	0	0	0	0	0	0	0	0	0	0	0	0
3D Bonaire	0	0	0	0	0	0	0	0	0	0	0	0	0
Edi 4K	0	0	0	0	0	0	0	0	0	0	0	0	0
Edi 4K Series	0	0	0	0	0	0	0	0	0	0	0	0	0
Promotional Code Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0
Website Sales	0	0	0	0	0	0	0	0	0	0	0	4,738	4,738
3D Underwater Filming Guide	0	0	0	0	0	0	0	0	0	0	0	0	0
Streaming Interrnet Sales, net of Costs	0	0	0	0	0	0	0	0	0	0	0	0	0
Bad Debts	0	0	0	0	0	0	0	0	0	0	0	0	0
Total Estimated Revenue	-	-	-	-	-	-	-	-	-	-	-	4,738	4,738
Cost of Goods Sold													
Sales Commissions - Blu-rays	-	-	-	-	-	-	-	-	-	-	-	711	711
Sales Commissions - Auarium 3D Theater	-	-	-	-	-	-	-	-	-	-	-	-	-
Credit Card Fees	-	-	-	-	-	-	-	-	-	-	-	-	-
Blu-ray manufacturing	0	0	0	0	0	0	0	0	0	0	0	0	2
Total Cost of Goods Sold	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$711	$713
Gross Profit	($0)	($0)	($0)	($0)	($0)	($0)	($0)	($0)	($0)	($0)	($0)	$4,027	$4,025
Other Operating Expenses													
Salaries and Benefits	-	-	-	-	-	-	-	-	-	5,491	7,687	7,687	20,866
Employee Benefits	-	-	-	-	-	-	-	-	-	745	1,463	1,963	4,171
Marketing and Advertising	-	-	-	-	-	-	-	-	-	2,500	-	1,020	3,520
IT Costs	-	-	-	-	-	-	-	-	-	-	5,000	5,000	10,000
Outside Services	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Employee Related Expenses	-	-	-	-	-	-	-	-	-	2,250	2,250	2,250	6,750
General Overhead	-	-	-	-	-	-	-	265	515	615	615	615	2,625
Taxes and License	-	-	-	-	-	-	-	-	1,500	-	-	-	1,500
Miscellaneous Expenses	-	-	-	-	-	-	-	-	-	-	-	-	-
Facility Costs	-	-	-	-	-	-	-	-	100	100	100	100	400
Depreciation & Amortization	1,487	1,487	1,510	1,681	1,703	1,725	1,733	1,733	1,843	1,856	6,856	1,903	25,518
Interest Expense	-	-	-	-	-	-	-	-	153	140	127	113	533
Other Expense	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Other Operating Expenses	$1,487	$1,487	$1,510	$1,681	$1,703	$1,725	$1,733	$1,998	$4,111	$13,697	$24,098	$20,652	$75,883
Net Income Before Class B Shares	($1,487)	($1,487)	($1,510)	($1,681)	($1,703)	($1,725)	($1,733)	($1,998)	($4,111)	($13,697)	($24,098)	($16,625)	($71,858)
Class B Profits	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Income After Class B Shares	($1,487)	($1,487)	($1,510)	($1,681)	($1,703)	($1,725)	($1,733)	($1,998)	($4,111)	($13,697)	($24,098)	($16,625)	($71,858)
Federal Income Tax	(297)	(297)	(302)	(336)	(341)	(345)	(347)	(400)	(822)	(2,739)	(4,820)	(3,325)	(14,372)
California State Income Tax	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Income After Tax	($1,190)	($1,190)	($1,208)	($1,345)	($1,362)	($1,380)	($1,387)	($1,599)	($3,289)	($10,958)	($19,279)	($13,300)	($57,487)

3D ACTION VIDEO INC.

ESTIMATED BALANCE SHEETS FOR THE TWELEVE MONTHS ENDED DECEMBER 31, 2013

	2012	1/31/2013	2/28/2013	3/31/2013	4/30/2013	5/31/2013	6/30/2013	7/31/2013	8/31/2013	9/30/2013	10/31/2013	11/30/2013	12/31/2013
Cash	0	5	5	4	4	4	154	304	2,454	17,667	1,227	-17,647	-30,424
Accounts Receivables	0	0	0	0	0	0	0	0	0	0	0	0	0
Deferred Income Tax Asset - Federal	0	297	595	897	1,233	1,574	1,919	2,266	2,665	3,487	6,227	11,047	14,372
Deferred Income Tax Asset - State	0	0	0	0	0	0	0	0	0	0	2,500	2,500	2,500
Inventory	5	0	0	0	0	0	0	0	0	0	0	0	0
TOTAL CURRENT ASSETS	$ 5	$ 302	$ 600	$ 901	$ 1,237	$ 1,578	$ 2,073	$ 2,569	$ 5,119	$ 21,154	$ 9,954	$ (4,100)	$ (13,552)
LONG TERM ASSETS:													
Fixed Assets													
Furniture & Fixtures	7,375	7,375	7,375	7,375	7,375	7,375	7,375	7,375	7,375	7,375	7,375	7,375	7,375
Vehicles	0	0	0	0	0	0	0	0	0	0	0	0	0
Computers	12,544	12,544	12,544	12,544	12,544	12,544	12,544	12,544	12,544	12,994	13,294	13,294	14,994
Mach & Equip.	25,417	25,417	25,417	26,766	37,024	37,024	37,024	37,024	37,024	38,324	38,324	38,324	38,324
Leaseholds	0	0	0	0	0	0	0	0	0	0	0	0	0
Land & Sitework	0	0	0	0	0	0	0	0	0	0	0	0	0
Software	26,070	26,070	26,070	26,070	26,070	26,865	27,664	27,963	27,963	30,676	30,856	30,856	30,856
Film Stock	150,000	150,000	150,000	150,000	150,000	150,000	150,000	150,000	150,000	150,000	150,000	450,000	450,000
TOTAL FIXED ASSETS	$ 221,406	$221,406	$221,406	$222,755	$233,013	$233,808	$234,607	$234,906	$234,906	$239,369	$239,849	$539,849	$541,549
Accumulated Depreciation													
Furniture & Fixtures	(1,054)	(1,142)	(1,230)	(1,317)	(1,405)	(1,493)	(1,581)	(1,669)	(1,756)	(1,844)	(1,932)	(2,020)	(1,932)
Vehicles	-	-	-	-	-	-	-	-	-	-	-	-	-
Computers	(2,509)	(2,857)	(3,206)	(3,554)	(3,903)	(4,251)	(4,600)	(4,948)	(5,296)	(5,657)	(6,027)	(6,396)	(7,788)
Mach & Equip.	(3,592)	(3,951)	(4,309)	(4,690)	(5,242)	(5,794)	(6,346)	(6,898)	(7,450)	(8,023)	(8,597)	(9,171)	(9,717)
Leaseholds	-	-	-	-	-	-	-	-	-	-	-	-	-
Land Depletion	-	-	-	-	-	-	-	-	-	-	-	-	-
Software	(8,005)	(8,698)	(9,390)	(10,083)	(10,775)	(11,490)	(12,227)	(12,972)	(13,717)	(14,538)	(15,363)	(16,189)	(16,242)
Film Stock	-	-	-	-	-	-	-	-	-	-	-	(5,000)	(5,000)
	-												
TOTAL ACCUM DEPRECIATION & DEPLETION	$ (15,160)	($16,647)	($18,135)	($19,644)	($21,325)	($23,028)	($24,753)	($26,486)	($28,220)	($30,062)	($31,919)	($38,775)	($40,678)
NET FIXED ASSETS	$ 206,246	$204,759	$203,271	$203,111	$211,687	$210,780	$209,854	$208,419	$206,686	$209,306	$207,930	$501,074	$500,870
OTHER LONG TERM ASSETS													
R & D - Film Processing	55,000	60,000	65,000	70,000	75,000	80,000	85,000	90,000	95,000	100,000	100,000	100,000	100,000
Amortization of Intangibles	-	-	-	-	-	-	-	-	-	-	-	-	-
NET INTANGLIBLES	$ 55,000	$60,000	$65,000	$70,000	$75,000	$80,000	$85,000	$90,000	$95,000	$100,000	$100,000	$100,000	$100,000
TOTAL ASSETS	**$ 261,251**	**$265,061**	**$268,871**	**$274,012**	**$287,925**	**$292,358**	**$296,926**	**$300,989**	**$306,805**	**$330,460**	**$317,884**	**$596,974**	**$587,318**
LIABILITIES AND MEMBERS' EQUITY:													
Accounts Payable	$ 14,902	$ 14,902	$ 14,902	$ 14,902	$ 14,902	$ 14,902	$ 15,052	$ 15,202	$ 17,617	$ 21,000	$ 21,000	$ 21,000	$ 25,579
Accrued Commissions	-	-	-	-	-	-	-	-	-	-	-	-	711
Accrued Interest	-	-	-	-	-	-	-	-	-	153	140	127	113
Accrued Expenses - Other	-	-	-	-	-	-	-	-	-	-	-	-	-
Income Tax Payable - Federal	-	-	-	-	-	-	-	-	-	-	-	-	-
Income Tax Payable - State	-	-	-	-	-	-	-	-	-	-	-	-	-
Accounts Payable and Accrued Expenses	14,902	14,902	14,902	14,902	14,902	14,902	15,052	15,202	17,617	21,153	21,140	21,127	26,403

3D ACTION VIDEO INC.

ESTIMATED BALANCE SHEETS FOR THE TWELEVE MONTHS ENDED DECEMBER 31, 2013

	2012	1/31/2013	2/28/2013	3/31/2013	4/30/2013	5/31/2013	6/30/2013	7/31/2013	8/31/2013	9/30/2013	10/31/2013	11/30/2013	12/31/2013
Loan 1	-	-	-	-	-	-	-	-	-	-	-	-	-
Loan 2	-	-	-	-	-	-	-	-	-	18,408	16,803	15,185	13,553
NOTES PAYABLE, net	$ -	$0	$0	$0	$0	$0	$0	$0	$0	$18,408	$16,803	$15,185	$13,553
TOTAL LIABILITIES	**$ 14,902**	**$14,902**	**$14,902**	**$14,902**	**$14,902**	**$14,902**	**$15,052**	**$15,202**	**$17,617**	**$39,562**	**$37,943**	**$36,312**	**$39,956**
STOCKHOLDERS' EQUITY													
Common Stock - Series A	$ 276,451	$ 281,451	$ 286,451	$ 291,451	$ 296,451	$ 301,451	$ 306,451	$ 311,451	$ 316,451	$ 321,451	$ 321,451	$ 321,451	$ 321,451
Common Stock - Series B	-	-	-	-	-	-	-	-	-	-	-	300,000	300,000
Additional Paid In Capital - Series A	-	-	-	-	-	-	-	-	-	-	-	-	-
Additional Paid In Capital - Series B	-	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL COMMON STOCK AND ADDITIONAL PAID IN CAPITAL	**$276,451**	**$281,451**	**$286,451**	**$291,451**	**$296,451**	**$301,451**	**$306,451**	**$311,451**	**$316,451**	**$321,451**	**$321,451**	**$621,451**	**$621,451**
Current Year Net Income (Loss)	(30,103)	(1,190)	(1,190)	(1,208)	(1,345)	(1,362)	(1,380)	(1,387)	(1,599)	(3,289)	(10,958)	(19,279)	(13,300)
Prior Years Retained Earnings		(30,102)	(31,292)	(32,482)	(33,690)	(35,035)	(36,397)	(37,777)	(39,164)	(40,763)	(44,052)	(55,010)	(74,289)
Accumulated Retained Earnings	$ (30,102)	($31,292)	($32,482)	($33,690)	($35,035)	($36,397)	($37,777)	($39,164)	($40,763)	($44,052)	($55,010)	($74,289)	($87,589)
TOTAL SHAREHOLDERS' EQUITY	$ 246,349	$250,159	$253,969	$257,761	$261,416	$265,054	$268,674	$272,287	$275,688	$277,399	$266,441	$547,162	$533,862
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	**$ 261,251**	**$265,061**	**$268,871**	**$272,663**	**$276,318**	**$279,956**	**$283,726**	**$287,489**	**$293,305**	**$316,961**	**$304,385**	**$583,474**	**$573,818**
DIFFERENCE	-	-	-	1,349	11,607	12,402	13,201	13,500	13,500	13,500	13,500	13,500	13,500

3D ACTION VIDEO, INC.

ESTIMATED STATEMENT OF CASH FLOWS

FOR THE TWELEVE MONTHS ENDED DECEMBER 31, 2013

Description	1/31/2013	2/28/2013	3/31/2013	4/30/2013	5/31/2013	6/30/2013	7/31/2013	8/31/2013	9/30/2013	10/31/2013	11/30/2013	12/31/2013
Operating activities												
Net income after tax	$ (1,190)	$ (1,190)	$ (1,208)	$ (1,345)	$ (1,362)	$ (1,380)	$ (1,387)	$ (1,599)	$ (3,289)	$ (10,958)	$ (19,279)	$ (13,300)
Additions (deductions) to reconcile net income to net cash provided by operating activities												
Depreciation & Amortization	1,487	1,487	1,510	1,681	1,703	1,725	1,733	1,733	1,843	1,856	6,856	1,903
Less:												
(Increase) Decrease in accounts receivable	-	-	-	-	-	-	-	-	-	-	-	-
(Increase) Decrease in Deferred Tax Asset - Federal	(297)	(297)	(302)	(336)	(341)	(345)	(347)	(400)	(822)	(2,739)	(4,820)	(3,325)
(Increase) Decrease in Deferred Tax Asset - State	-	-	-	-	-	-	-	-	-	(2,500)	-	-
(Increase) Decrease in Inventory	5	-	-	-	-	-	-	-	-	-	-	-
Increase (Decrease) in accounts payable	-	-	-	-	-	150	150	2,415	3,383	-	-	4,579
Increase (Decrease) in accrued commission	-	-	-	-	-	-	-	-	-	-	-	711
Increase (Decrease) in accrued interest	-	-	-	-	-	-	-	-	153	(13)	(13)	(14)
Increase (Decrease) in accrued expenses - other	-	-	-	-	-	-	-	-	-	-	-	-
Increase (Decrease) in Federal Income Tax Payable	-	-	-	-	-	-	-	-	-	-	-	-
Increase (Decrease) in State Income Tax Payable	-	-	-	-	-	-	-	-	-	-	-	-
Net cash provided (used) by operations	**$5**	**($0)**	**($0)**	**($0)**	**($0)**	**$150**	**$150**	**$2,150**	**$1,268**	**($14,355)**	**($17,256)**	**($9,446)**
Investing Activities												
Interest earned	-	-	-	-	-	-	-	-	-	-	-	-
Purchase of Fixed Assets	-	-	(1,349)	(10,258)	(795)	(799)	(299)	-	(4,463)	(480)	(300,000)	(1,700)
Increase in R & D - Film Processing	(5,000)	(5,000)	(5,000)	(5,000)	(5,000)	(5,000)	(5,000)	(5,000)	(5,000)			
Net cash provided or(used) by investing activities	(5,000)	(5,000)	(6,349)	(15,258)	(5,795)	(5,799)	(5,299)	(5,000)	(9,463)	(480)	(300,000)	(1,700)
Financing activities												
Increase (Decrease) in Loan #1, net	-	-	-	-	-	-	-	-	-	-	-	-
Increase (Decrease) in Loan #2, net	-	-	-	-	-	-	-	-	18,408	(1,605)	(1,618)	(1,632)
Issuance of Common Stock and/or APIC	$5,000	$5,000	$6,349	$15,258	$5,795	$5,799	$5,299	$5,000	$5,000	$0	$300,000	$0
Net Cash provided or (used) by financing	**5,000**	**5,000**	**6,349**	**15,258**	**5,795**	**5,799**	**5,299**	**5,000**	**23,408**	**(1,605)**	**298,382**	**(1,632)**
Net increase/decrease in cash	5	(0)	(0)	(0)	(0)	150	150	2,150	15,213	(16,439)	(18,874)	(12,777)
Cash at beginning of period.	-	$5	$5	$4	$4	$4	$154	$304	$2,454	$17,667	$1,227	($17,647)
Cash at end of period	$5	$5	$4	$4	$4	$154	$304	$2,454	$17,667	$1,227	($17,647)	($30,424)

3D ACTION VIDEO, INC.

ESTIMATED SUMMARY PROFIT AND LOSS

FOR THE TWELEVE MONTHS ENDED DECEMBER 31, 2014

Description	1/31/2014	2/28/2014	3/31/2014	4/30/2014	5/31/2014	6/30/2014	7/31/2014	8/31/2014	9/30/2014	10/31/2014	11/30/2014	12/31/2014	12 Months 12/31/2014
Revenue													
Broadcast Revenue	$0	$0	$0	$0	$0	$75,000	$0	$0	$0	$0	$0	$75,000	$150,000
Private Label	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	60,000
Aquarium 3D Theater	0	0	0	6,000	6,000	6,000	12,000	12,000	18,000	18,000	18,000	18,000	114,000
Aquarium 3D Theater - Second With Full Feature	0	0	0	5,906	6,117	5,906	12,234	12,234	17,719	18,352	17,719	18,352	114,539
Aquarium Private Label	0	0	0	1,801	1,801	1,801	3,602	3,602	5,403	5,403	5,403	5,403	34,219
Aquarium Interactive Experience	0	0	0	0	0	0	0	0	0	0	0	0	0
Retail Sales - Dive Shops	0	0	0	0	0	0	0	0	0	0	0	0	0
3D Coral Reef Aquarium	90,000	12,000	12,000	12,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	366,000
3D Shallow Shore ot Reef Line	90,000	12,000	12,000	12,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	366,000
3D Caribbean	90,000	12,000	12,000	12,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	366,000
3D Bonaire	0	0	90,000	12,000	12,000	12,000	30,000	30,000	30,000	30,000	30,000	30,000	306,000
Edi 4K	0	0	0	90,000	12,000	12,000	12,000	30,000	30,000	30,000	30,000	30,000	276,000
Edi 4K Series	0	0	0	0	0	90,000	12,000	12,000	12,000	30,000	30,000	30,000	216,000
Promotional Code Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0
Website Sales	14,213	14,213	14,213	14,213	14,213	14,213	14,213	14,213	14,213	14,213	14,213	14,213	170,550
3D Underwater Filming Guide	0	0	0	0	0	0	0	0	0	0	0	0	0
Streaming Internet Sales, net of costs	2,250	4,500	6,750	9,000	11,250	13,500	15,750	18,000	20,250	22,500	24,750	27,000	175,500
Bad Debts	0	0	0	0	0	0	0	0	0	0	0	0	0
Total Estimated Revenue	$291,463	$59,713	$151,963	$179,920	$158,381	$325,420	$206,799	$227,049	$242,584	$263,467	$265,084	$342,967	$2,714,808
Cost of Goods Sold													
Sales Commissions - Blu-rays	43,382	8,282	21,782	23,582	19,982	33,482	24,482	27,182	27,182	29,882	29,882	29,882	318,983
Sales Commissions - Auarium 3D Theater	-	-	-	685	696	685	1,392	1,392	2,056	2,088	2,056	2,088	13,138
Credit Card Fees	4,500	600	600	600	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	18,300
Blu-ray Manufacturing	41,000	5,900	19,400	21,470	17,870	31,370	22,640	25,340	25,610	28,310	28,310	28,312	295,534
Total Cost of Goods Sold	$88,882	$14,782	$41,782	$46,337	$40,048	$67,037	$50,014	$55,414	$56,348	$61,780	$61,748	$61,782	$645,954
Gross Profit	$202,580	$44,930	$110,180	$133,582	$118,333	$258,382	$156,785	$171,635	$186,236	$201,687	$203,336	$281,185	$2,068,854
Other Operating Expenses													
Salaries and Benefits	24,160	24,160	24,160	24,160	24,160	25,991	31,116	31,116	31,116	31,116	31,116	31,116	333,487
Employee Benefits	5,098	5,098	5,098	5,098	5,098	5,813	7,255	7,255	7,255	7,255	7,255	7,755	75,333
Marketing and Advertising	11,920	11,020	11,020	12,520	11,020	11,020	11,020	11,020	11,020	13,520	11,020	11,020	137,140
IT Costs	750	750	750	750	750	750	750	750	750	750	750	750	9,000
Outside Services	150	150	150	150	150	150	150	150	150	150	150	150	1,800
Other Employee Related Expenses	6,817	6,817	6,817	6,817	6,817	6,817	6,817	6,817	6,817	6,817	6,817	6,817	81,800
General Overhead	2,117	2,117	2,117	2,117	2,117	2,117	2,117	2,117	2,117	2,117	2,117	2,117	25,400
Taxes and License	300	-	-	-	-	-	-	-	-	-	-	-	300
Miscellaneous Expenses	-	-	-	-	-	-	-	-	-	-	-	-	-
Facility Costs	1,150	1,150	1,150	3,775	3,775	3,775	6,400	6,400	9,025	9,025	9,025	9,025	63,675
Depreciation & Amortization	6,070	7,078	7,078	12,134	12,134	12,134	13,523	13,523	13,523	13,523	13,800	13,800	138,318
Interest Expense	2,544	2,474	2,403	2,332	2,259	2,186	2,112	2,037	1,976	1,851	1,787	-	23,960
Other Expense	-	1,000	-	-	1,000	-	-	1,000	-	-	1,000	-	4,000
Total Other Operating Expenses	$61,076	$61,814	$60,743	$69,852	$69,280	$70,752	$81,258	$82,183	$83,747	$86,122	$84,837	$82,549	$894,213
Net Income Before Class B Shares	$141,505	($16,884)	$49,437	$63,730	$49,053	$187,631	$75,527	$89,452	$102,489	$115,565	$118,499	$198,636	$1,174,641
Class B Profits	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Income After Class B Shares	$141,505	($16,884)	$49,437	$63,730	$49,053	$187,631	$75,527	$89,452	$102,489	$115,565	$118,499	$198,636	$1,174,641
Federal Income Tax	28,301	(3,377)	9,887	12,746	9,811	37,526	15,105	17,890	20,498	23,113	23,700	39,727	234,928
California State Income Tax	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Income After Tax	$113,204	($13,507)	$39,550	$50,984	$39,243	$150,105	$60,421	$71,561	$81,991	$92,452	$94,800	$158,909	$939,713

3D ACTION VIDEO, INC.

ESTIMATED BALANCE SHEETS FOR THE TWELEVE MONTHS ENDED DECEMBER 31, 2014

	12/31/2013	1/31/2014	2/28/2014	3/31/2014	4/30/2014	5/31/2014	6/30/2014	7/31/2014	8/31/2014	9/30/2014	10/31/2014	11/30/2014	12/31/2014
CURRENT ASSETS:													
Cash	($30,424)	$158,268	$146,747	$203,361	$337,534	$361,753	$572,228	$549,276	$645,081	$746,743	$865,044	$976,785	$801,327
Accounts Receivables	0	202,500	112,000	129,000	57,000	81,000	105,000	129,000	135,000	147,000	153,000	159,000	159,000
Deferred Income Tax Asset - Federal	14,372	(28,301)	(24,924)	(34,812)	(47,558)	(57,368)	(94,895)	(110,000)	(127,890)	(148,388)	(171,501)	(195,201)	14,372
Deferred Income Tax Asset - State	2,500	-	-	-	-	-	-	-	-	-	-	-	-
Inventory	-	15,000	15,000	15,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000
TOTAL CURRENT ASSETS	$ (13,552)	$ 347,467	$ 248,822	$ 312,550	$ 371,976	$ 410,385	$ 607,333	$ 593,277	$ 677,191	$ 770,355	$ 871,543	$ 965,584	$ 999,698
LONG TERM ASSETS:													
Fixed Assets													
Furniture & Fixtures	7,375	7,375	7,375	7,375	7,375	7,375	7,375	7,375	7,375	7,375	7,375	7,375	7,375
Vehicles	0	0	0	0	0	0	0	0	0	0	0	0	0
Computers	14,994	14,994	26,994	26,994	26,994	26,994	26,994	76,994	76,994	76,994	76,994	76,994	76,994
Mach & Equip.	38,324	38,324	38,324	38,324	38,324	38,324	38,324	38,324	38,324	38,324	38,324	38,324	38,324
Leaseholds	0	0	0	0	0	0	0	0	0	0	0	0	0
Land & Sitework	0	0	0	0	0	0	0	0	0	0	0	0	0
Software	30,856	30,856	41,454	41,454	43,444	43,444	43,444	43,444	43,444	43,444	43,444	53,444	53,444
Film Stock	450,000	450,000	450,000	450,000	450,000	450,000	450,000	450,000	450,000	450,000	450,000	450,000	450,000
TOTAL FIXED ASSETS	$ 541,549	$541,549	$564,147	$564,147	$566,137	$566,137	$566,137	$616,137	$616,137	$616,137	$616,137	$626,137	$626,137
Accumulated Depreciation													
Furniture & Fixtures	(1,932)	(2,019)	(2,107)	(2,195)	(2,283)	(2,371)	(2,458)	(2,546)	(2,634)	(2,722)	(2,810)	(2,897)	(2,985)
Vehicles	0	-	-	-	-	-	-	-	-	-	-	-	-
Computers	(7,788)	(8,204)	(9,335)	(10,465)	(11,595)	(12,726)	(13,856)	(16,375)	(18,895)	(21,414)	(23,933)	(26,453)	(28,972)
Mach & Equip.	(9,717)	(10,291)	(10,864)	(11,438)	(12,012)	(12,585)	(13,159)	(13,732)	(14,306)	(14,880)	(15,453)	(16,027)	(16,600)
Leaseholds	0	-	-	-	-	-	-	-	-	-	-	-	-
Land Depletion	0	-	-	-	-	-	-	-	-	-	-	-	-
Software	(16,242)	(17,067)	(18,187)	(19,307)	(20,482)	(21,657)	(22,832)	(24,008)	(25,183)	(26,358)	(27,533)	(28,986)	(30,439)
Film Stock	(5,000)	(9,167)	(13,333)	(17,500)	(26,667)	(35,833)	(45,000)	(54,167)	(63,333)	(72,500)	(81,667)	(90,833)	(100,000)
TOTAL ACCUM DEPRECIATION & DEPLETION	$ (40,678)	($46,748)	($53,827)	($60,905)	($73,038)	($85,172)	($97,306)	($110,828)	($124,351)	($137,873)	($151,396)	($165,196)	($178,996)
NET FIXED ASSETS	$ 500,870	$494,800	$510,320	$503,242	$493,098	$480,964	$468,831	$505,308	$491,786	$478,263	$464,741	$460,940	$447,140
OTHER LONG TERM ASSETS													
R & D - Film Processing	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000
Amortization of Intangibles	-	-	-	-	-	-	-	-	-	-	-	-	-
NET INTANGLIBLES	$ 100,000	$100,000	$100,000	$100,000	$100,000	$100,000	$100,000	$100,000	$100,000	$100,000	$100,000	$100,000	$100,000
TOTAL ASSETS	**$ 587,318**	**$942,268**	**$859,142**	**$915,791**	**$965,074**	**$991,349**	**$1,176,164**	**$1,198,585**	**$1,268,977**	**$1,348,618**	**$1,436,283**	**$1,526,524**	**$1,546,838**
LIABILITIES AND MEMBERS' EQUITY:													
Accounts Payable	$ 25,579	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$0
Accrued Commissions	711	43,382	8,282	21,782	23,582	19,982	33,482	24,482	27,182	27,182	29,882	29,882	59,764
Accrued Interest	113	2,544	2,474	2,403	2,332	2,259	2,186	2,112	2,037	1,976	1,851	1,787	-
Accrued Expenses - Other	0	-	-	-	-	-	-	-	-	-	-	-	-
Income Tax Payable - Federal	0	28,301	-	9,887	12,746	9,811	37,526	15,105	17,890	20,498	23,113	23,700	-
Income Tax Payable - State	0	-	-	-	-	-	-	-	-	-	-	-	-

3D ACTION VIDEO, INC.

ESTIMATED BALANCE SHEETS FOR THE TWELEVE MONTHS ENDED DECEMBER 31, 2014

	12/31/2013	1/31/2014	2/28/2014	3/31/2014	4/30/2014	5/31/2014	6/30/2014	7/31/2014	8/31/2014	9/30/2014	10/31/2014	11/30/2014	12/31/2014
Accounts Payable and Accrued Expenses	26,403	74,227	10,756	34,072	38,660	32,052	73,194	41,699	47,109	49,655	54,846	55,369	59,764
Loan 1	0	195,567	191,078	186,534	181,932	177,274	172,556	167,780	162,944	158,048	148,071	142,989	-
Loan 2	13,553	11,908	10,249	8,576	6,889	5,188	3,473	1,744	-	-	-	-	-
NOTES PAYABLE, net	$ 13,553	$207,475	$201,327	$195,110	$188,822	$182,462	$176,030	$169,524	$162,944	$158,048	$148,071	$142,989	$0
TOTAL LIABILITIES	**$ 39,956**	**$281,702**	**$212,083**	**$229,182**	**$227,481**	**$214,513**	**$249,224**	**$211,223**	**$210,054**	**$207,704**	**$202,917**	**$198,358**	**$59,764**
STOCKHOLDERS' EQUITY													
Common Stock - Series A	321,451	$ 321,451	$ 321,451	$ 321,451	$ 321,451	$ 321,451	$ 321,451	$ 321,451	$ 321,451	$ 321,451	$ 321,451	$ 321,451	$ 321,451
Common Stock - Series B	300,000	$300,000	$300,000	$300,000	$300,000	$300,000	$300,000	$300,000	$300,000	$300,000	$300,000	$300,000	$300,000
Additional Paid In Capital - Series A	0	-	-	-	-	-	-	-	-	-	-	-	-
Additional Paid In Capital - Series B	-	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL COMMON STOCK AND ADDITIONAL PAID IN CAPITAL	**$621,451**	**$621,451**	**$621,451**	**$621,451**	**$621,451**	**$621,451**	**$621,451**	**$621,451**	**$621,451**	**$621,451**	**$621,451**	**$621,451**	**$621,451**
Current Year Net Income (Loss)	-	113,204	(13,507)	39,550	50,984	39,243	150,105	60,421	71,561	81,991	92,452	94,800	158,909
Prior Years Retained Earnings	(87,589)	(87,589)	25,615	12,108	51,658	102,643	141,885	291,990	352,411	423,972	505,964	598,416	693,215
Accumulated Retained Earnings	$ (87,589)	$25,615	$12,108	$51,658	$102,643	$141,885	$291,990	$352,411	$423,972	$505,964	$598,416	$693,215	$852,124
TOTAL SHAREHOLDERS' EQUITY	$ 533,862	$647,066	$633,559	$673,109	$724,094	$763,336	$913,441	$973,862	$1,045,423	$1,127,415	$1,219,867	$1,314,666	$1,473,575
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	**$ 573,818**	**$928,768**	**$845,643**	**$902,292**	**$951,575**	**$977,850**	**$1,162,664**	**$1,185,085**	**$1,255,477**	**$1,335,118**	**$1,422,784**	**$1,513,024**	$1,533,339
DIFFERENCE	13,500	13,500	13,500	13,500	13,500	13,500	13,500	13,500	13,500	13,500	13,500	13,500	13,500

3D ACTION VIDEO, INC.

ESTIMATED STATEMENT OF CASH FLOWS

FOR THE TWELEVE MONTHS ENDED DECEMBER 31, 2014

Description	1/31/2014	2/28/2014	3/31/2014	4/30/2014	5/31/2014	6/30/2014	7/31/2014	8/31/2014	9/30/2014	10/31/2014	11/30/2014	12/31/2014
Operating activities												
Net income after tax	$ 113,204	$ (13,507)	$ 39,550	$ 50,984	$ 39,243	$ 150,105	$ 60,421	$ 71,561	$ 81,991	$ 92,452	$ 94,800	$ 158,909
Additions (deductions) to reconcile net income to net cash provided by operating activities												
Depreciation & Amortization	6,070	7,078	7,078	12,134	12,134	12,134	13,523	13,523	13,523	13,523	13,800	13,800
Less:												
(Increase) Decrease in accounts receivable	(202,500)	90,500	(17,000)	72,000	(24,000)	(24,000)	(24,000)	(6,000)	(12,000)	(6,000)	(6,000)	-
(Increase) Decrease in Deferred Tax Asset - Federal	42,673	(3,377)	9,887	12,746	9,811	37,526	15,105	17,890	20,498	23,113	23,700	(209,573)
(Increase) Decrease in Deferred Tax Asset - State	2,500	-	-	-	-	-	-	-	-	-	-	-
(Increase) Decrease in Inventory	(15,000)	-	-	(10,000)	-	-	-	-	-	-	-	-
Increase (Decrease) in accounts payable	(25,579)	-	-	-	-	-	-	-	-	-	-	-
Increase (Decrease) in accrued commission	42,671	(35,100)	13,500	1,800	(3,600)	13,500	(9,000)	2,700	-	2,700	-	29,882
Increase (Decrease) in accrued interest	2,431	(70)	(71)	(72)	(72)	(73)	(74)	(75)	(61)	(125)	(64)	(1,787)
Increase (Decrease) in accrued expenses - other	-	-	-	-	-	-	-	-	-	-	-	-
Increase (Decrease) in Federal Income Tax Payable	28,301	(28,301)	9,887	2,859	(2,935)	27,716	(22,421)	2,785	2,607	2,615	587	(23,700)
Increase (Decrease) in State Income Tax Payable	-	-	-	-	-	-	-	-	-	-	-	-
Net cash provided (used) by operations	**($5,229)**	**$17,224**	**$62,832**	**$142,451**	**$30,579**	**$216,907**	**$33,554**	**$102,384**	**$106,558**	**$128,278**	**$126,823**	**($32,469)**
Investing Activities												
Interest earned	-	-	-	-	-	-	-	-	-	-	-	-
Purchase of Fixed Assets	-	(22,598)	-	(1,990)	-	-	(50,000)	-	-	-	(10,000)	-
Net cash provided or(used) by investing activities	$0	($22,598)	$0	($1,990)	$0	$0	($50,000)	$0	$0	$0	($10,000)	$0
Financing activities												
Increase (Decrease) in Loan #1, net	195,567	(4,488)	(4,545)	(4,601)	(4,659)	(4,717)	(4,776)	(4,836)	(4,896)	(9,977)	(5,082)	(142,989)
Increase (Decrease) in Loan #2, net	(1,645)	(1,659)	(1,673)	(1,687)	(1,701)	(1,715)	(1,729)	(1,744)	-	-	-	-
Issuance of Common Stock and/or APIC	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Net Cash provided or (used) by financing	**193,922**	**(6,148)**	**(6,217)**	**(6,288)**	**(6,360)**	**(6,432)**	**(6,505)**	**(6,580)**	**(4,896)**	**(9,977)**	**(5,082)**	**(142,989)**
Net increase/decrease in cash	188,692	(11,522)	56,615	134,173	24,219	210,474	(22,951)	95,805	101,662	118,301	111,741	(175,458)
Cash at beginning of period.	($30,424)	$158,268	$146,747	$203,361	$337,534	$361,753	$572,228	$549,276	$645,081	$746,743	$865,044	$976,785
Cash at end of period	$158,268	$146,747	$203,361	$337,534	$361,753	$572,228	$549,276	$645,081	$746,743	$865,044	$976,785	$801,327

3D ACTION VIDEO, INC.

ESTIMATED SUMMARY PROFIT AND LOSS

FOR THE TWELEVE MONTHS ENDED DECEMBER 31, 2015

Description	1/31/2015	2/28/2015	3/31/2015	4/30/2015	5/31/2015	6/30/2015	7/31/2015	8/31/2015	9/30/2015	10/31/2015	11/30/2015	12/31/2015	12 Months 12/31/2015
Revenue													
Broadcast Revenue	$0	$0	$0	$0	$0	$75,000	$0	$0	$0	$0	$0	$75,000	$150,000
Private Label	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	60,000
Aquarium 3D Theater	24,000	24,000	30,000	30,000	36,000	36,000	42,000	42,000	48,000	48,000	54,000	54,000	468,000
Aquarium 3D Theater - Second With Ful	24,469	21,938	30,586	29,531	36,703	35,438	42,820	42,820	47,250	48,938	53,156	55,055	468,703
Aquarium Private Label	7,204	7,204	9,005	9,005	10,806	10,806	12,607	12,607	14,408	14,408	16,209	16,209	140,478
Aquarium Interactive Experience	0	0	0	0	0	0	0	0	0	0	0	0	0
Retail Sales - Dive Shops	0	0	0	0	0	0	0	0	0	0	0	0	0
3D Coral Reef Aquarium	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	360,000
3D Shallow Shore ot Reef Line	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	360,000
3D Caribbean	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	360,000
3D Bonaire	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	360,000
Edi 4K	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	360,000
Edi 4K Series	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	360,000
Promotional Code Revenue	0	0	0	0	0	0	0	0	0	0	0	0	0
Website Sales	18,950	18,950	18,950	18,950	18,950	18,950	18,950	18,950	18,950	18,950	18,950	18,950	227,400
3D Underwater Filming Guide	2,994	2,994	2,994	2,994	2,994	2,994	2,994	2,994	2,994	2,994	2,994	2,994	35,928
Streaming Internet Sales, net of costs	29,250	31,500	33,750	36,000	38,250	40,500	42,750	45,000	47,250	49,500	51,750	54,000	499,500
Bad Debts	0	0	0	0	0	0	0	0	0	0	0	0	0
Total Estimated Revenue	$291,867	$291,586	$310,285	$311,480	$328,703	$404,688	$347,121	$349,371	$363,852	$367,790	$382,059	$461,208	$4,210,009
Cost of Goods Sold													
Sales Commissions - Blu-rays	30,593	30,593	30,593	30,593	30,593	30,593	30,593	30,593	30,593	30,593	30,593	30,593	367,110
Sales Commissions - Auarium 3D Theater	2,784	2,657	3,480	3,427	4,175	4,112	4,871	4,871	5,483	5,567	6,168	6,263	53,859
Credit Card Fees	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	18,000
Blu-ray Manufacturing	28,980	28,980	29,250	29,250	29,520	29,520	29,790	29,790	30,060	30,060	30,330	30,332	355,864
Total Cost of Goods Sold	$63,856	$63,730	$64,822	$64,769	$65,788	$65,725	$66,754	$66,754	$67,636	$67,720	$68,591	$68,688	$794,833
Gross Profit	$228,010	$227,856	$245,463	$246,711	$262,915	$338,963	$280,367	$282,617	$296,216	$300,070	$313,468	$392,520	$3,415,176
Other Operating Expenses													
Salaries and Benefits	36,327	36,327	36,327	36,327	36,327	36,491	36,949	36,949	36,949	36,949	36,949	50,949	453,820
Employee Benefits	5,098	5,098	5,098	5,098	5,098	5,813	7,255	7,255	7,255	7,255	7,255	7,755	75,333
Marketing and Advertising	11,920	11,020	11,020	12,520	11,020	11,020	11,020	11,020	11,020	13,520	11,020	11,020	137,140
IT Costs	750	750	750	750	750	750	750	750	750	750	750	750	9,000
Outside Services	150	150	150	150	150	150	150	150	150	150	150	150	1,800
Other Employee Related Expenses	6,817	6,817	6,817	6,817	6,817	6,817	6,817	6,817	6,817	6,817	6,817	6,817	81,800
General Overhead	2,117	2,117	2,117	2,117	2,117	2,117	2,117	2,117	2,117	2,117	2,117	2,117	25,400
Taxes and License	-	-	-	-	-	-	-	-	-	-	-	-	-
Miscellaneous Expenses	-	-	-	-	-	-	-	-	-	-	-	-	-
Facility Costs	11,650	11,650	14,275	14,275	16,900	16,900	19,525	19,525	22,150	22,150	24,775	24,775	218,550
Depreciation & Amortization	13,800	13,785	12,744	12,734	12,817	13,151	13,151	13,151	13,151	13,151	13,429	13,429	158,492
Interest Expense	1,723	1,658	1,592	1,525	1,458	1,389	1,320	1,250	1,179	1,107	1,034	960	16,194
Other Expense	-	1,000	-	-	1,000	-	-	1,000	-	-	1,000	-	4,000
Total Other Operating Expenses	$90,352	$90,372	$90,890	$92,313	$94,453	$94,597	$99,053	$99,983	$101,537	$103,965	$105,295	$118,721	$1,181,529
Net Income Before Class B Shares	$137,659	$137,484	$154,573	$154,398	$168,462	$244,366	$181,314	$182,634	$194,680	$196,105	$208,173	$273,799	$2,233,647
Class B Profits	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Income After Class B Shares	$137,659	$137,484	$154,573	$154,398	$168,462	$244,366	$181,314	$182,634	$194,680	$196,105	$208,173	$273,799	$2,233,647
Federal Income Tax	27,532	27,497	30,915	30,880	33,692	48,873	36,263	36,527	38,936	39,221	41,635	54,760	446,729
California State Income Tax	-	-	-	-	-	-	-	-	-	-	-	-	-
Net Income After Tax	$110,127	$109,987	$123,659	$123,518	$134,769	$195,492	$145,051	$146,108	$155,744	$156,884	$166,539	$219,039	$1,786,917

3D ACTION VIDEO, INC.

ESTIMATED BALANCE SHEETS FOR THE TWELEVE MONTHS ENDED DECEMBER 31, 2015

	12/31/2014	1/31/2015	2/28/2015	3/31/2015	4/30/2015	5/31/2015	6/30/2015	7/31/2015	8/31/2015	9/30/2015	10/31/2015	11/30/2015	12/31/2015
CURRENT ASSETS:													
Cash	$801,327	$1,099,854	$1,208,939	$1,341,306	$1,478,862	$1,616,596	$1,854,403	$1,997,487	$2,163,216	$2,337,263	$2,518,869	$2,697,051	$2,696,931
Accounts Receivables	159,000	165,000	171,000	183,000	189,000	201,000	207,000	219,000	225,000	237,000	243,000	255,000	261,000
Deferred Income Tax Asset - Federal	14,372	(28,301)	(24,924)	(34,812)	(47,558)	(57,368)	(94,895)	(110,000)	(127,890)	(148,388)	(171,501)	(195,201)	14,372
Deferred Income Tax Asset - State	-	-	-	-	-	-	-	-	-	-	-	-	-
Inventory	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000
TOTAL CURRENT ASSETS	$ 999,698	$ 1,261,553	$ 1,380,015	$ 1,514,494	$ 1,645,304	$ 1,785,228	$ 1,991,508	$ 2,131,487	$ 2,285,326	$ 2,450,875	$ 2,615,368	$ 2,781,850	$ 2,997,303
LONG TERM ASSETS:													
Fixed Assets													
Furniture & Fixtures	7,375	7,375	7,375	7,375	7,375	7,375	7,375	7,375	7,375	7,375	7,375	7,375	7,375
Vehicles	0	0	0	0	0	0	0	0	0	0	0	0	0
Computers	76,994	76,994	76,994	76,994	76,994	76,994	88,994	88,994	88,994	88,994	88,994	88,994	88,994
Mach & Equip.	38,324	38,324	38,324	38,324	38,324	43,324	43,324	43,324	43,324	43,324	43,324	43,324	43,324
Leaseholds	0	0	0	0	0	0	0	0	0	0	0	0	0
Land & Sitework	0	0	0	0	0	0	0	0	0	0	0	0	0
Software	53,444	53,444	53,444	53,444	53,444	53,444	53,444	53,444	53,444	53,444	53,444	63,444	63,444
Film Stock	450,000	450,000	450,000	450,000	450,000	450,000	450,000	450,000	450,000	450,000	450,000	450,000	450,000
TOTAL FIXED ASSETS	$ 626,137	$626,137	$626,137	$626,137	$626,137	$631,137	$643,137	$643,137	$643,137	$643,137	$643,137	$653,137	$653,137
Accumulated Depreciation													
Furniture & Fixtures	(2,985)	(3,073)	(3,161)	(3,249)	(3,336)	(3,424)	(3,512)	(3,600)	(3,688)	(3,775)	(3,863)	(3,951)	(4,039)
Vehicles	0	-	-	-	-	-	-	-	-	-	-	-	-
Computers	(28,972)	(31,491)	(33,995)	(36,499)	(39,004)	(41,508)	(44,345)	(47,183)	(50,020)	(52,858)	(55,695)	(58,533)	(61,370)
Mach & Equip.	(16,600)	(17,174)	(17,748)	(17,973)	(18,188)	(18,486)	(18,785)	(19,083)	(19,382)	(19,680)	(19,979)	(20,277)	(20,575)
Leaseholds	0	-	-	-	-	-	-	-	-	-	-	-	-
Land Depletion	0	-	-	-	-	-	-	-	-	-	-	-	-
Software	(30,439)	(31,892)	(33,345)	(34,105)	(34,866)	(35,626)	(36,386)	(37,147)	(37,907)	(38,668)	(39,428)	(40,466)	(41,504)
Film Stock	(100,000)	(109,167)	(118,333)	(127,500)	(136,667)	(145,833)	(155,000)	(164,167)	(173,333)	(182,500)	(191,667)	(200,833)	(210,000)
TOTAL ACCUM DEPRECIATION & DEPLETION	$ (178,996)	($192,797)	($206,582)	($219,326)	($232,060)	($244,878)	($258,028)	($271,179)	($284,330)	($297,481)	($310,632)	($324,060)	($337,489)
NET FIXED ASSETS	$ 447,140	$433,340	$419,555	$406,811	$394,076	$386,259	$385,108	$371,957	$358,807	$345,656	$332,505	$329,076	$315,648
OTHER LONG TERM ASSETS													
R & D - Film Processing	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000
Amortization of Intangibles	-	-	-	-	-	-	-	-	-	-	-	-	-
NET INTANGLIBLES	$ 100,000	$100,000	$100,000	$100,000	$100,000	$100,000	$100,000	$100,000	$100,000	$100,000	$100,000	$100,000	$100,000
TOTAL ASSETS	**$ 1,546,838**	**$1,794,892**	**$1,899,570**	**$2,021,305**	**$2,139,381**	**$2,271,487**	**$2,476,616**	**$2,603,444**	**$2,744,133**	**$2,896,531**	**$3,047,873**	**$3,210,927**	**$3,412,951**
LIABILITIES AND MEMBERS' EQUITY:													

3D ACTION VIDEO, INC.

ESTIMATED BALANCE SHEETS FOR THE TWELEVE MONTHS ENDED DECEMBER 31, 2015

	12/31/2014	1/31/2015	2/28/2015	3/31/2015	4/30/2015	5/31/2015	6/30/2015	7/31/2015	8/31/2015	9/30/2015	10/31/2015	11/30/2015	12/31/2015
Accounts Payable	$0	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$0
Accrued Commissions	59,764	30,593	30,593	30,593	30,593	30,593	30,593	30,593	30,593	30,593	30,593	30,593	61,185
Accrued Interest	0	1,723	1,658	1,592	1,525	1,458	1,389	1,320	1,250	1,179	1,107	1,034	960
Accrued Expenses - Other	0	-	-	-	-	-	-	-	-	-	-	-	-
Income Tax Payable - Federal	0	27,532	27,497	30,915	30,880	33,692	48,873	36,263	36,527	38,936	39,221	41,635	-
Income Tax Payable - State	0	-	-	-	-	-	-	-	-	-	-	-	-
Accounts Payable and Accrued Expenses	59,764	59,847	59,747	63,099	62,997	65,742	80,855	68,175	68,369	70,707	70,920	73,261	62,145
Loan 1	0	137,843	132,633	127,358	122,017	116,609	111,134	105,590	99,977	94,293	88,539	82,713	76,814
Loan 2	0	-	-	-	-	-	-	-	-	-	-	-	-
NOTES PAYABLE, net	$ -	$137,843	$132,633	$127,358	$122,017	$116,609	$111,134	$105,590	$99,977	$94,293	$88,539	$82,713	$76,814
TOTAL LIABILITIES	**$ 59,764**	**$197,691**	**$192,381**	**$190,457**	**$185,015**	**$182,352**	**$191,989**	**$173,765**	**$168,346**	**$165,001**	**$159,459**	**$155,974**	**$138,959**
STOCKHOLDERS' EQUITY													
Common Stock - Series A	321,451	$ 321,451	$ 321,451	$ 321,451	$ 321,451	$ 321,451	$ 321,451	$ 321,451	$ 321,451	$ 321,451	$ 321,451	$ 321,451	$ 321,451
Common Stock - Series B	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000
Additional Paid In Capital - Series A	0	-	-	-	-	-	-	-	-	-	-	-	-
Additional Paid In Capital - Series B	-	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL COMMON STOCK AND ADDITIONAL PAID IN CAPITAL	**$621,451**	**$621,451**	**$621,451**	**$621,451**	**$621,451**	**$621,451**	**$621,451**	**$621,451**	**$621,451**	**$621,451**	**$621,451**	**$621,451**	**$621,451**
Current Year Net Income (Loss)	-	110,127	109,987	123,659	123,518	134,769	195,492	145,051	146,108	155,744	156,884	166,539	219,039
Prior Years Retained Earnings	852,124	852,124	962,251	1,072,238	1,195,897	1,319,415	1,454,185	1,649,677	1,794,729	1,940,836	2,096,580	2,253,463	2,420,002
Accumulated Retained Earnings	$ 852,124	$962,251	$1,072,238	$1,195,897	$1,319,415	$1,454,185	$1,649,677	$1,794,729	$1,940,836	$2,096,580	$2,253,463	$2,420,002	$2,639,041
TOTAL SHAREHOLDERS' EQUITY	$ 1,473,575	$1,583,702	$1,693,689	$1,817,348	$1,940,866	$2,075,636	$2,271,128	$2,416,180	$2,562,287	$2,718,031	$2,874,914	$3,041,453	$3,260,492
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	**$ 1,533,339**	**$1,781,393**	**$1,886,070**	**$2,007,805**	**$2,125,881**	**$2,257,987**	**$2,463,117**	**$2,589,945**	**$2,730,633**	**$2,883,031**	**$3,034,374**	**$3,197,427**	$3,399,451
DIFFERENCE	13,500	13,500	13,500	13,500	13,500	13,500	13,500	13,500	13,500	13,500	13,500	13,500	13,500

3D ACTION VIDEO, INC.

ESTIMATED STATEMENT OF CASH FLOWS

FOR THE TWELEVE MONTHS ENDED DECEMBER 31

Description	1/31/2015	2/28/2015	3/31/2015	4/30/2015	5/31/2015	6/30/2015	7/31/2015	8/31/2015	9/30/2015	10/31/2015	11/30/2015	12/31/2015
Operating activities												
Net income after tax	$ 110,127	$ 109,987	$ 123,659	$ 123,518	$ 134,769	$ 195,492	$ 145,051	$ 146,108	$ 155,744	$ 156,884	$ 166,539	$ 219,039
Additions (deductions) to reconcile net income to net cash provided by operating activities												
Depreciation & Amortization	13,800	13,785	12,744	12,734	12,817	13,151	13,151	13,151	13,151	13,151	13,429	13,429
Less:												
(Increase) Decrease in accounts receivable	(6,000)	(6,000)	(12,000)	(6,000)	(12,000)	(6,000)	(12,000)	(6,000)	(12,000)	(6,000)	(12,000)	(6,000)
(Increase) Decrease in Deferred Tax Asset - Federal	42,673	(3,377)	9,887	12,746	9,811	37,526	15,105	17,890	20,498	23,113	23,700	(209,573)
(Increase) Decrease in Deferred Tax Asset - State	-	-	-	-	-	-	-	-	-	-	-	-
(Increase) Decrease in Inventory	-	-	-	-	-	-	-	-	-	-	-	-
Increase (Decrease) in accounts payable	$0	-	-	-	-	-	-	-	-	-	-	-
Increase (Decrease) in accrued commissions	(29,171)	-	-	-	-	-	-	-	-	-	-	30,593
Increase (Decrease) in accrued interest	1,723	(65)	(66)	(67)	(68)	(68)	(69)	(70)	(71)	(72)	(73)	(74)
Increase (Decrease) in accrued expenses - other	-	-	-	-	-	-	-	-	-	-	-	-
Increase (Decrease) in Federal Income Tax Payable	27,532	(35)	3,418	(35)	2,813	15,181	(12,610)	264	2,409	285	2,414	(41,635)
Increase (Decrease) in State Income Tax Payable	-	-	-	-	-	-	-	-	-	-	-	-
Net cash provided (used) by operations	**$160,683**	**$114,296**	**$137,642**	**$142,897**	**$148,142**	**$255,282**	**$148,628**	**$171,343**	**$179,730**	**$187,361**	**$194,008**	**$5,779**
Investing Activities												
Interest earned	-	-	-	-	-	-	-	-	-	-	-	-
Purchase of Fixed Assets	-	-	-	-	(5,000)	(12,000)	-	-	-	-	(10,000)	-
Net cash provided or(used) by investing activities	$0	$0	$0	$0	($5,000)	($12,000)	$0	$0	$0	$0	($10,000)	$0
Financing activities												
Increase (Decrease) in Loan #1, net	137,843	(5,210)	(5,275)	(5,341)	(5,408)	(5,475)	(5,544)	(5,613)	(5,683)	(5,754)	(5,826)	(5,899)
Increase (Decrease) in Loan #2, net	-	-	-	-	-	-	-	-	-	-	-	-
Issuance of Common Stock	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
Net Cash provided or (used) by financing	**137,843**	**(5,210)**	**(5,275)**	**(5,341)**	**(5,408)**	**(5,475)**	**(5,544)**	**(5,613)**	**(5,683)**	**(5,754)**	**(5,826)**	**(5,899)**
Net increase/decrease in cash	298,527	109,086	132,367	137,556	137,735	237,806	143,084	165,729	174,047	181,606	178,182	(120)
Cash at beginning of period.	$801,327	$1,099,854	$1,208,939	$1,341,306	$1,478,862	$1,616,596	$1,854,403	$1,997,487	$2,163,216	$2,337,263	$2,518,869	$2,697,051
Cash at end of period	$1,099,854	$1,208,939	$1,341,306	$1,478,862	$1,616,596	$1,854,403	$1,997,487	$2,163,216	$2,337,263	$2,518,869	$2,697,051	$2,696,931

3D ACTION VIDEO, INC.

Detail Profit & Loss Forecast - 2013

Accounting & Finance

acct#	acct name	data entry	1/31/2013	2/28/2013	3/31/2013	4/30/2013	5/31/2013	6/30/2013	7/31/2013	8/31/2013	9/30/2013	10/31/2013	11/30/2013	12/31/2013	Total
4100	Broadcast Revenue	Sales 2013	-	-	-	-	-	-	-	-	-	-	-	-	-
4200	Private Label	Sales 2013	-	-	-	-	-	-	-	-	-	-	-	-	-
4201	Aquarium 3D Theater	Sales 2013	-	-	-	-	-	-	-	-	-	-	-	-	-
4205	Aquarium 3D Theater - Second with Full Feature		-	-	-	-	-	-	-	-	-	-	-	-	-
4210	Aquarium Private Label	Sales 2013	-	-	-	-	-	-	-	-	-	-	-	-	-
4200	Aquarium Interactive Experience	Sales 2013	-	-	-	-	-	-	-	-	-	-	-	-	-
4300	Retail Sales - Dive Shops	Sales 2013	-	-	-	-	-	-	-	-	-	-	-	-	-
4301	3D Coral Reef Aquarium	Sales 2013	-	-	-	-	-	-	-	-	-	-	-	-	-
4302	3D Shallow Shore ot Reef Line	Sales 2013	-	-	-	-	-	-	-	-	-	-	-	-	-
4303	3D Caribbean	Sales 2013	-	-	-	-	-	-	-	-	-	-	-	-	-
4304	3D Bonaire	Sales 2013	-	-	-	-	-	-	-	-	-	-	-	-	-
4400	Edi 4K	Sales 2013	-	-	-	-	-	-	-	-	-	-	-	-	-
4401	Edi 4K Series	Sales 2013	-	-	-	-	-	-	-	-	-	-	-	-	-
4500	Promotional Code Revenue	Sales 2013	-	-	-	-	-	-	-	-	-	-	-	-	-
4700	Website Sales	Sales 2013	-	-	-	-	-	-	-	-	-	-	-	4,738	4,738
4800	3D Underwater Filming Guide	Sales 2013	-	-	-	-	-	-	-	-	-	-	-	-	-
5000	Streamig Internet Sales, net of costs	Sales 2013	-	-	-	-	-	-	-	-	-	-	-	-	-
4600	Bad Debts	0%	-	-	-	-	-	-	-	-	-	-	-	-	-
	NET SALES		**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**4,738**	**4,738**
5000	Sales Commissions	15.00%	-	-	-	-	-	-	-	-	-	-	-	711	711
5100	Sales Commissions - Aquariums 3D Theater	5.00%	-	-	-	-	-	-	-	-	-	-	-	-	-
5700	Credit Card Fees	2.50%	-	-	-	-	-	-	-	-	-	-	-	-	-
5800	Blu-ray Manufacturing	$1.80	0	0	0	0	0	0	0	0	0	0	0	0	2
	Cost of Goods Sold		**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**711**	**713**
	GROSS PROFIT		**(0)**	**(0)**	**(0)**	**(0)**	**(0)**	**(0)**	**(0)**	**(0)**	**(0)**	**(0)**	**(0)**	**4,027**	**4,025**
	GP %		*#DIV/0!*	*#DIV/0!*	*#DIV/0!*	*#DIV/0!*	*#DIV/0!*	*#DIV/0!*	*#DIV/0!*	*#DIV/0!*	*#DIV/0!*	*#DIV/0!*	*#DIV/0!*	*85.0%*	*85.0%*
6110	Wages - Officers and Managers	Empl Data	-	-	-	-	-	-	-	-	-	5,000	5,000	5,000	15,000
6116	Wages - Film and Production	Empl Data	-	-	-	-	-	-	-	-	-	-	-	-	-
6117	Wages - Marketing and Administratice	Empl Data	-	-	-	-	-	-	-	-	-	-	2,000	2,000	4,000
6118	Wages - Accounting	Empl Data	-	-	-	-	-	-	-	-	-	-	-	-	-
6120	Payroll Overtime	Empl Data	-	-	-	-	-	-	-	-	-	-	-	-	-
6130	Payroll Taxes - Officers and Managers	Empl Data	-	-	-	-	-	-	-	-	-	491	491	491	1,473
6131	Payroll Taxes - Programming and Operations	Empl Data	-	-	-	-	-	-	-	-	-	-	-	-	-
6132	Payroll Taxes - Marketing and Administrative	Empl Data	-	-	-	-	-	-	-	-	-	-	196	196	393
6133	Payroll Taxes - Technical Support	Empl Data	-	-	-	-	-	-	-	-	-	-	-	-	-
6140	Payroll Vacation	na	-	-	-	-	-	-	-	-	-	-	-	-	-
6161	Officer Bonus	na	-	-	-	-	-	-	-	-	-	-	-	-	-
6163	Signing Bonus	Empl Data	-	-	-	-	-	-	-	-	-	-	-	-	-
6164	Incentive Comp		-	-		-	-	-	-	-	-	-	-	-	-
6165	Bonus - Other	Empl Data	-	-	-	-	-	-	-	-	-	-	-	-	-
	Salaries & Benefits		-	-	-	-	-	-	-	-	-	5,491	7,687	7,687	20,866
6171	Housing Allowance	Emp Exp	-	-	-	-	-	-	-	-	-	-	-	-	-
6172	Employee Relations	HR Costs	-	-	-	-	-	-	-	-	-	-	-	500	500
6173	Health & Dental Insurance	Key Data	-	-	-	-	-	-	-	-	-	700	1,400	1,400	3,500
6174	Disability Insurance	HR Costs	-	-	-	-	-	-	-	-	-	-	-	-	-
6175	Life Insurance	HR Costs	-	-	-	-	-	-	-	-	-	-	-	-	-
6176	Work Comp	Key Data	-	-	-	-	-	-	-	-	-	45	63	63	171
	Employee Benefits		-	-	-	-	-	-	-	-	-	745	1,463	1,963	4,171
6210	Advertising	Key Data	-	-	-	-	-	-	-	-	-	-	-	-	-
6220	Telemarketing	Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-
6230	Trade Shows	Marketing	-	-	-	-	-	-	-	-	-	2,500	-	-	2,500

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6250	Other Marketing	Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-
6260	Marketing - Direct	Marketing	-	-	-	-	-	-	-	-	-	-	-	1,020	1,020
6261	Marketing Research	Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-
6265	Collateral	Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-
6270	Promotional Materials	Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-
6275	Gifts	Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-
6280	Public Relations	Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-
6290	Press Release	Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-
	Marketing & Advertising		-	-	-	-	-	-	-	-	-	2,500	-	1,020	3,520
6310	Contract Payroll	IT	-	-	-	-	-	-	-	-	-	-	-	-	-
6320	Computer Consulting (Ikonics and Content Shelf)	IT	-	-	-	-	-	-	-	-	-	-	5,000	5,000	10,000
6325	Research	IT	-	-	-	-	-	-	-	-	-	-	-	-	-
6330	Business Seminars	IT	-	-	-	-	-	-	-	-	-	-	-	-	-
6340	Website Design	IT	-	-	-	-	-	-	-	-	-	-	-	-	-
6350	Database Development	IT	-	-	-	-	-	-	-	-	-	-	-	-	-
6365	Software Mainenance	IT	-	-	-	-	-	-	-	-	-	-	-	-	-
6380	Domain Name	IT	-	-	-	-	-	-	-	-	-	-	-	-	-
6385	Internet Registrations	IT	-	-	-	-	-	-	-	-	-	-	-	-	-
6390	Other IT Costs	IT	-	-	-	-	-	-	-	-	-	-	-	-	-
	IT Costs		-	-	-	-	-	-	-	-	-	-	5,000	5,000	10,000
6410	Legal Fees	Outside Svc	-	-	-	-	-	-	-	-	-	-	-	-	-
6411	Legal Fees - Acquisition	Outside Svc	-	-	-	-	-	-	-	-	-	-	-	-	-
6420	Accounting and Audit Fees	Outside Svc	-	-	-	-	-	-	-	-	-	-	-	-	-
6430	Outside Prof Services	Outside Svc	-	-	-	-	-	-	-	-	-	-	-	-	-
6440	Consulting Fees	Outside Svc	-	-	-	-	-	-	-	-	-	-	-	-	-
6450	Outside Rep Fees	Outside Svc	-	-	-	-	-	-	-	-	-	-	-	-	-
6460	Employ Agency - Temps	Outside Svc	-	-	-	-	-	-	-	-	-	-	-	-	-
	Outside Services		-	-	-	-	-	-	-	-	-	-	-	-	-
6510	Meals	Empl Exp	-	-	-	-	-	-	-	-	-	500	500	500	1,500
6515	Entertainment	Empl Exp	-	-	-	-	-	-	-	-	-	500	500	500	1,500
6520	Lodging	Empl Exp	-	-	-	-	-	-	-	-	-	500	500	500	1,500
6530	Travel	Empl Exp	-	-	-	-	-	-	-	-	-	500	500	500	1,500
6550	Automobile Expense	Empl Exp	-	-	-	-	-	-	-	-	-	250	250	250	750
6555	Auto Allowance	Empl Exp	-	-	-	-	-	-	-	-	-	-	-	-	-
6590	Other T&E	Empl Exp	-	-	-	-	-	-	-	-	-	-	-	-	-
6830	Training	Benefits	-	-	-	-	-	-	-	-	-	-	-	-	-
6835	Business Seminars		-	-	-	-	-	-	-	-	-	-	-	-	-
6840	Education	Empl Exp	-	-	-	-	-	-	-	-	-	-	-	-	-
6850	Recruiting	Benefits	-	-	-	-	-	-	-	-	-	-	-	-	-
6851	Background Check	Benefits	-	-	-	-	-	-	-	-	-	-	-	-	-
6852	Employee Screenings	Benefits	-	-	-	-	-	-	-	-	-	-	-	-	-
6860	Moving Expenses	Benefits	-	-	-	-	-	-	-	-	-	-	-	-	-
	Other Empl Related Exp		-	-	-	-	-	-	-	-	-	2,250	2,250	2,250	6,750
6610	Bad Debt Exp														-
6615	Writeoffs														-
6620	Bank Service Charges		-	-	-	-	-	-	-	15	15	15	15	15	75
6621	Credit Card Proc Fees														
6630	Dues and Subscriptions	Empl Exp	-	-	-	-	-	-	-	-	-	-	-	-	-
6641	Freight/Shipping														-
6642	Freight and Handling														-
6643	Packaging Material										100	100	100	100	400
6645	Postage and Printing	Key Data	-	-	-	-	-	-	-	100	100	100	100	100	500
6660	Telephone	Key Data	-	-	-	-	-	-	-	-	100	100	100	100	400
6661	Cell Phone	Empl Exp	-	-	-	-	-	-	-	100	100	100	100	100	500

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6662	Internet Access										50	50	50	50	200
6663	Telephone- Long Distance														-
6655	Home Office Exp	Empl Exp	-	-	-	-	-	-	-	50	50	50	50	50	250
6665	Pagers														-
6670	MIS Supplies											100	100	100	300
6675	Office Supplies & Expense	Key Data	-	-	-	-	-	-	-	-	-	-	-	-	-
6676	Other Operating Supplies														-
6685	Subscriptions	Key Data	-	-	-	-	-	-	-	-	-	-	-	-	-
6720	Liability Insurance	Key Data	-	-	-	-	-	-	-	-	-	-	-	-	-
6730	D&O Insurance	Key Data	-	-	-	-	-	-	-	-	-	-	-	-	-
6790	Insurance - Other	Key Data	-	-	-	-	-	-	-	-	-	-	-	-	-
6810	Payroll Services	Key Data	-	-	-	-	-	-	-	-	-	-	-	-	-
	General Overhead Exp		-	-	-	-	-	-	-	265	515	615	615	615	2,625
6910	Sales & Use Tax														-
6920	City & Local Tax														-
6950	Other Lic., Permits & Fees										1,500				1,500
6960	Penalties/PPS Tax														-
	Tax & License		-	-	-	-	-	-	-	-	1,500	-	-	-	1,500
6965	Accounting/Collection Fees														-
6970	Overhead Fee														-
6990	Miscellaneous (ADD HC)	Empl Data	-	-	-	-	-	-	-	-	-	-	-	-	-
6999	Uncategorized Expenses														-
	Misc Exp		-	-	-	-	-	-	-	-	-	-	-	-	-
7010	Rent - Office	Key Data	-	-	-	-	-	-	-	-	-	-	-	-	-
7020	Equipment Rental	Equip Rental	-	-	-	-	-	-	-	-	-	-	-	-	-
7030	Lease - 3D Theater		-	-	-	-	-	-	-	-	-	-	-	-	-
7050	Lease - 3D Theater - Second Full Feature		-	-	-	-	-	-	-	-	-	-	-	-	-
7110	Building Repairs														-
7120	Equipment Repairs														-
7130	Computer Repairs														-
7140	Repairs & Maint- Other	Key Data	-	-	-	-	-	-	-	-	-	-	-	-	-
7141	Cleaing Supplies		-	-	-	-	-	-	-	-	-	-	-	-	-
7150	Utilities	Key Data	-	-	-	-	-	-	-	-	-	-	-	-	-
7151	Car Gas							-	-	-	100	100	100	100	400
7160	Property Taxes	0.0%	-	-	-	-	-	-	-	-	-	-	-	-	-
7165	Security														-
7166	Fixed Asset Replacement Reserve														-
	Facility Costs		-	-	-	-	-	-	-	-	100	100	100	100	400
7171	Furniture & Fixtures	Cap Assets	88	88	88	88	88	88	88	88	88	88	88	88	1,054
7172	Vehicles	Cap Assets	-	-	-	-	-	-	-	-	-	-	-	-	-
7173	Computers	Cap Assets	348	348	348	348	348	348	348	348	361	369	369	416	4,303
7174	Mach & Equip.	Cap Assets	359	359	381	552	552	552	552	552	574	574	574	574	6,152
7175	Leaseholds	Cap Assets	-	-	-	-	-	-	-	-	-	-	-	-	-
7176	Land	Cap Assets	-	-	-	-	-	-	-	-	-	-	-	-	-
7177	Software	Cap Assets	693	693	693	693	715	737	745	745	821	826	826	826	9,009
7190	Film Stock	Cap Assets	-	-	-	-	-	-	-	-	-	-	5,000	-	5,000
	Depreciation Exp		1,487	1,487	1,510	1,681	1,703	1,725	1,733	1,733	1,843	1,856	6,856	1,903	25,518
8020	Patents & TMs														-
	Amortization Exp		-	-	-	-	-	-	-	-	-	-	-	-	-
	Depr & Amort Exp		1,487	1,487	1,510	1,681	1,703	1,725	1,733	1,733	1,843	1,856	6,856	1,903	25,518

3D ACTION VIDEO, INC.

Detail Profit & Loss Forecast - 2013

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acct#	acct name	data entry	1/31/2013	2/28/2013	3/31/2013	4/30/2013	5/31/2013	6/30/2013	7/31/2013	8/31/2013	9/30/2013	10/31/2013	11/30/2013	12/31/2013	Total
9101	Interest (Income)														-
9202	Finance Charge - Loan #1		-	-	-	-	-	-	-	-	-	-	-	-	-
9203	Finance Charge - Loan #2		-	-	-	-	-	-	-	-	-	-	-	-	-
9210	Loan Interest - Loan #1	15.00%	-	-	-	-	-	-	-	-	-	-	-	-	-
9211	Loan Interest - Loan #2	10.00%	-	-	-	-	-	-	-	-	153	140	127	113	533
9220	Loan Fees - Loan #1		-	-	-	-	-	-	-	-	-	-	-	-	-
9221	Loan Fees - Loan #2		-	-	-	-	-	-	-	-	-	-	-	-	-
	Interest Exp (Inc)		-	-	-	-	-	-	-	-	153	140	127	113	533
9301	Other (Income)														-
9302	BOD Fees and Travel														-
9303	(Gain)/Loss on Sale of Assets														-
9401	Extraordinary Exp														-
	Other (Income)/Loss		-	-	-	-	-	-	-	-	-	-	-	-	-
	TOTAL EXPENSES		1,487	1,487	1,510	1,681	1,703	1,725	1,733	1,998	4,111	13,697	24,098	20,652	75,883
	NET INC/ (LOSS) Before Class B Share Profits		(1,487)	(1,487)	(1,510)	(1,681)	(1,703)	(1,725)	(1,733)	(1,998)	(4,111)	(13,697)	(24,098)	(16,625)	(71,858)
	Class B Share Profits	0.00%	-	-	-	-	-	-	-	-	-	-	-	-	-
	NET INC/ (LOSS) BEFORE TAXES		(1,487)	(1,487)	(1,510)	(1,681)	(1,703)	(1,725)	(1,733)	(1,998)	(4,111)	(13,697)	(24,098)	(16,625)	(71,858)
9401	Federal Corporate Income Tax	20.00%	(297)	(297)	(302)	(336)	(341)	(345)	(347)	(400)	(822)	(2,739)	(4,820)	(3,325)	(14,372)
9402	State of Nevada Income Tax	0.00%	-	-	-	-	-	-	-	-	-	-	-	-	-
	Provision for Income Taxes		(297)	(297)	(302)	(336)	(341)	(345)	(347)	(400)	(822)	(2,739)	(4,820)	(3,325)	(14,372)
	NET INC/ (LOSS)		(1,190)	(1,190)	(1,208)	(1,345)	(1,362)	(1,380)	(1,387)	(1,599)	(3,289)	(10,958)	(19,279)	(13,300)	(57,487)
	CASH FLOW BEFORE INCOME TAXES		$ (0)	$ (0)	$ (0)	$ (0)	$ (0)	$ (0)	$ (0)	$ (265)	$ (2,269)	$ (11,841)	$ (17,242)	$ (14,722)	$ (31,968)
	Loan 1		$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$ -
	Loan 2		$0	$0	$0	$0	$0	$0	$0	$0	$18,408	$16,803	$15,185	$13,553	$13,553
	Capitalized Interest		$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$ -
	Finance Charges		$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$ -
	Prior Capital		$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451
	New Capital		$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$300,000	$300,000	$300,000
	TOTAL CAPITAL AND LOANS		$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$294,859	$293,254	$591,636	$590,004	$ 576,451
	NUMBER OF EMPLOYEES														
	Officers and Managers		0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	1.0	1.0	1.0	0.3
	Film and Production		0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
	Marketing and Administrative		0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	1.0	1.0	0.2
	Technical Support		0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
	TOTAL EMPLOYEES		0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	1.0	2.0	2.0	0.4

3D ACTION VIDEO, INC.

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4100	Broadcast Revenue	Sales - 2014	-	-	-	-	-	75,000	-	-	-	-	-	75,000	150,000
4200	Private Label	Sales - 2014	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	60,000
4201	Aquarium 3D Theater	Sales - 2014	-	-	-	6,000	6,000	6,000	12,000	12,000	18,000	18,000	18,000	18,000	114,000
4205	Aquarium 3D Theater - Second with Full Feature		-	-	-	5,906	6,117	5,906	12,234	12,234	17,719	18,352	17,719	18,352	114,539
4210	Aquarium Private Label	Sales - 2014	-	-	-	1,801	1,801	1,801	3,602	3,602	5,403	5,403	5,403	5,403	34,219
4200	Aquarium Interactive Experience	Sales - 2014	-	-	-	-	-	-	-	-	-	-	-	-	-
4300	Retail Sales - Dive Shops	Sales - 2014	-	-	-	-	-	-	-	-	-	-	-	-	-
4301	3D Coral Reef Aquarium	Sales - 2014	90,000	12,000	12,000	12,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	366,000
4302	3D Shallow Shore ot Reef Line	Sales - 2014	90,000	12,000	12,000	12,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	366,000
4303	3D Caribbean	Sales - 2014	90,000	12,000	12,000	12,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	366,000
4304	3D Bonaire	Sales - 2014	-	-	90,000	12,000	12,000	12,000	30,000	30,000	30,000	30,000	30,000	30,000	306,000
4400	Edi 4K	Sales - 2014	-	-	-	90,000	12,000	12,000	12,000	30,000	30,000	30,000	30,000	30,000	276,000
4401	Edi 4K Series	Sales - 2014	-	-	-	-	-	90,000	12,000	12,000	12,000	30,000	30,000	30,000	216,000
4500	Promotional Code Revenue	Sales - 2014	-	-	-	-	-	-	-	-	-	-	-	-	-
4700	Website Sales	Sales - 2014	14,213	14,213	14,213	14,213	14,213	14,213	14,213	14,213	14,213	14,213	14,213	14,213	170,550
4800	3D Underwater Filming Guide	Sales - 2014	-	-	-	-	-	-	-	-	-	-	-	-	-
5900	Streamig Internet Sales, net of costs	Sales - 2014	2,250	4,500	6,750	9,000	11,250	13,500	15,750	18,000	20,250	22,500	24,750	27,000	175,500
4600	Bad Debts	0%	-	-	-	-	-	-	-	-	-	-	-	-	-
	NET SALES		**291,463**	**59,713**	**151,963**	**179,920**	**158,381**	**325,420**	**206,799**	**227,049**	**242,584**	**263,467**	**265,084**	**342,967**	**2,714,808**
5000	Sales Commissions	15.00%	43,382	8,282	21,782	23,582	19,982	33,482	24,482	27,182	27,182	29,882	29,882	29,882	318,983
5100	Sales Commissions - Aquariums 3D Theater	5.00%	-	-	-	685	696	685	1,392	1,392	2,056	2,088	2,056	2,088	13,138
5700	Credit Card Fees	2.50%	4,500	600	600	600	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	18,300
5800	Blu-ray Manufacturing	$1.80	41,000	5,900	19,400	21,470	17,870	31,370	22,640	25,340	25,610	28,310	28,310	28,312	295,534
	Cost of Goods Sold		**88,882**	**14,782**	**41,782**	**46,337**	**40,048**	**67,037**	**50,014**	**55,414**	**56,348**	**61,780**	**61,748**	**61,782**	**645,954**
	GROSS PROFIT		**202,580**	**44,930**	**110,180**	**133,582**	**118,333**	**258,382**	**156,785**	**171,635**	**186,236**	**201,687**	**203,336**	**281,185**	**2,068,854**
	GP %		*69.5%*	*75.2%*	*72.5%*	*74.2%*	*74.7%*	*79.4%*	*75.8%*	*75.6%*	*76.8%*	*76.6%*	*76.7%*	*82.0%*	*76.2%*
6110	Wages - Officers and Managers	Empl Data	12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	144,000
6116	Wages - Film and Production	Empl Data	5,000	5,000	5,000	5,000	5,000	6,667	8,333	8,333	8,333	8,333	8,333	8,333	81,667
6117	Wages - Marketing and Administratice	Empl Data	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	60,000
6118	Wages - Accounting	Empl Data	-	-	-	-	-	-	3,000	3,000	3,000	3,000	3,000	3,000	18,000
6120	Payroll Overtime	Empl Data	-	-	-	-	-	-	-	-	-	-	-	-	-
6130	Payroll Taxes - Officers and Managers	Empl Data	1,178	1,178	1,178	1,178	1,178	1,178	1,178	1,178	1,178	1,178	1,178	1,178	14,141
6131	Payroll Taxes - Programming and Operations	Empl Data	491	491	491	491	491	655	818	818	818	818	818	818	8,020
6132	Payroll Taxes - Marketing and Administrative	Empl Data	491	491	491	491	491	491	491	491	491	491	491	491	5,892
6133	Payroll Taxes - Technical Support	Empl Data	-	-	-	-	-	-	295	295	295	295	295	295	1,768
6140	Payroll Vacation	na	-	-	-	-	-	-	-	-	-	-	-	-	-
6161	Officer Bonus	na	-	-	-	-	-	-	-	-	-	-	-	-	-
6163	Signing Bonus	Empl Data	-	-	-	-	-	-	-	-	-	-	-	-	-
6164	Incentive Comp		-	-		-	-	-	-	-	-	-	-	-	-
6165	Bonus - Other	Empl Data	-	-	-	-	-	-	-	-	-	-	-	-	-
	Salaries & Benefits		24,160	24,160	24,160	24,160	24,160	25,991	31,116	31,116	31,116	31,116	31,116	31,116	333,487
6171	Housing Allowance	Emp Exp	-	-	-	-	-	-	-	-	-	-	-	-	-
6172	Employee Relations	HR Costs	-	-	-	-	-	-	-	-	-	-	-	500	500
6173	Health & Dental Insurance	Key Data	4,900	4,900	4,900	4,900	4,900	5,600	7,000	7,000	7,000	7,000	7,000	7,000	72,100
6174	Disability Insurance	HR Costs	-	-	-	-	-	-	-	-	-	-	-	-	-
6175	Life Insurance	HR Costs	-	-	-	-	-	-	-	-	-	-	-	-	-
6176	Work Comp	Key Data	198	198	198	198	198	213	255	255	255	255	255	255	2,733
	Employee Benefits		5,098	5,098	5,098	5,098	5,098	5,813	7,255	7,255	7,255	7,255	7,255	7,755	75,333
6210	Advertising	Key Data	-	-	-	-	-	-	-	-	-	-	-	-	-
6220	Telemarketing	Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-
6230	Trade Shows	Marketing	-	-	-	1,500	-	-	-	-	-	2,500	-	-	4,000
6250	Other Marketing	Marketing	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	120,000
6260	Marketing - Direct	Marketing	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	12,240

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6261	Marketing Research	Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-
6265	Collateral	Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-
6270	Promotional Materials	Marketing	900	-	-	-	-	-	-	-	-	-	-	-	900
6275	Gifts	Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-
6280	Public Relations	Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-
6290	Press Release	Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-
	Marketing & Advertising		11,920	11,020	11,020	12,520	11,020	11,020	11,020	11,020	11,020	13,520	11,020	11,020	137,140
6310	Contract Payroll	IT	-	-	-	-	-	-	-	-	-	-	-	-	-
6320	Computer Consulting	IT	750	750	750	750	750	750	750	750	750	750	750	750	9,000
6325	Research	IT	-	-	-	-	-	-	-	-	-	-	-	-	-
6330	Business Seminars	IT	-	-	-	-	-	-	-	-	-	-	-	-	-
6340	Website Design	IT	-	-	-	-	-	-	-	-	-	-	-	-	-
6350	Database Development	IT	-	-	-	-	-	-	-	-	-	-	-	-	-
6365	Software Mainenance	IT	-	-	-	-	-	-	-	-	-	-	-	-	-
6380	Domain Name	IT	-	-	-	-	-	-	-	-	-	-	-	-	-
6385	Internet Registrations	IT	-	-	-	-	-	-	-	-	-	-	-	-	-
6390	Other IT Costs	IT	-	-	-	-	-	-	-	-	-	-	-	-	-
	IT Costs		750	750	750	750	750	750	750	750	750	750	750	750	9,000
6410	Legal Fees	Outside Svc	150	150	150	150	150	150	150	150	150	150	150	150	1,800
6411	Legal Fees - Acquisition	Outside Svc	-	-	-	-	-	-	-	-	-	-	-	-	-
6420	Accounting and Audit Fees	Outside Svc	-	-	-	-	-	-	-	-	-	-	-	-	-
6430	Outside Prof Services	Outside Svc	-	-	-	-	-	-	-	-	-	-	-	-	-
6440	Consulting Fees	Outside Svc	-	-	-	-	-	-	-	-	-	-	-	-	-
6450	Outside Rep Fees	Outside Svc	-	-	-	-	-	-	-	-	-	-	-	-	-
6460	Employ Agency - Temps	Outside Svc	-	-	-	-	-	-	-	-	-	-	-	-	-
	Outside Services		150	150	150	150	150	150	150	150	150	150	150	150	1,800
6510	Meals	Empl Exp	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	19,200
6515	Entertainment	Empl Exp	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	12,000
6520	Lodging	Empl Exp	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	20,400
6530	Travel	Empl Exp	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	20,400
6550	Automobile Expense	Empl Exp	83	83	83	83	83	83	83	83	83	83	83	83	1,000
6555	Auto Allowance	Empl Exp	650	650	650	650	650	650	650	650	650	650	650	650	7,800
6590	Other T&E	Empl Exp	-	-	-	-	-	-	-	-	-	-	-	-	-
6830	Training	Benefits	-	-	-	-	-	-	-	-	-	-	-	-	-
6835	Business Seminars		-	-	-	-	-	-	-	-	-	-	-	-	-
6840	Education	Empl Exp	83	83	83	83	83	83	83	83	83	83	83	83	1,000
6850	Recruiting	Benefits	-	-	-	-	-	-	-	-	-	-	-	-	-
6851	Background Check	Benefits	-	-	-	-	-	-	-	-	-	-	-	-	-
6852	Employee Screenings	Benefits	-	-	-	-	-	-	-	-	-	-	-	-	-
6860	Moving Expenses	Benefits	-	-	-	-	-	-	-	-	-	-	-	-	-
	Other Empl Related Exp		6,817	6,817	6,817	6,817	6,817	6,817	6,817	6,817	6,817	6,817	6,817	6,817	81,800
6610	Bad Debt Exp														-
6615	Writeoffs														-
6620	Bank Service Charges		50	50	50	50	50	50	50	50	50	50	50	50	600
6621	Credit Card Proc Fees														
6630	Dues and Subscriptions	Empl Exp	167	167	167	167	167	167	167	167	167	167	167	167	2,000
6641	Freight/Shipping														-
6642	Freight and Handling														-
6643	Packaging Material														-
6645	Postage and Printing	Key Data	500	500	500	500	500	500	500	500	500	500	500	500	6,000
6660	Telephone	Key Data	100	100	100	100	100	100	100	100	100	100	100	100	1,200
6661	Cell Phone	Empl Exp	200	200	200	200	200	200	200	200	200	200	200	200	2,400
6662	Internet Access														-
6663	Telephone- Long Distance														-

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6655	Home Office Exp	Empl Exp	50	50	50	50	50	50	50	50	50	50	50	50	600
6665	Pagers														-
6670	MIS Supplies		200	200	200	200	200	200	200	200	200	200	200	200	2,400
6675	Office Supplies & Expense	Key Data	500	500	500	500	500	500	500	500	500	500	500	500	6,000
6676	Other Operating Supplies		100	100	100	100	100	100	100	100	100	100	100	100	1,200
6685	Subscriptions	Key Data	-	-	-	-	-	-	-	-	-	-	-	-	-
6720	Liability Insurance	Key Data	150	150	150	150	150	150	150	150	150	150	150	150	1,800
6730	D&O Insurance	Key Data	-	-	-	-	-	-	-	-	-	-	-	-	-
6790	Insurance - Other	Key Data	-	-	-	-	-	-	-	-	-	-	-	-	-
6810	Payroll Services	Key Data	100	100	100	100	100	100	100	100	100	100	100	100	1,200
	General Overhead Exp		2,117	2,117	2,117	2,117	2,117	2,117	2,117	2,117	2,117	2,117	2,117	2,117	25,400
6910	Sales & Use Tax														-
6920	City & Local Tax														-
6950	Other Lic., Permits & Fees		300												300
6960	Penalties/PPS Tax														-
	Tax & License		300	-	-	-	-	-	-	-	-	-	-	-	300
6965	Accounting/Collection Fees														-
6970	Overhead Fee														-
6990	Miscellaneous (ADD HC)	Empl Data	-	-	-	-	-	-	-	-	-	-	-	-	-
6999	Uncategorized Expenses														-
	Misc Exp		-	-	-	-	-	-	-	-	-	-	-	-	-
7010	Rent - Office	Key Data	800	800	800	800	800	800	800	800	800	800	800	800	9,600
7020	Equipment Rental	Equip Rental	-	-	-	-	-	-	-	-	-	-	-	-	-
7030	Lease - 3D Theater		-	-	-	1,500	1,500	1,500	3,000	3,000	4,500	4,500	4,500	4,500	28,500
7050	Lease - 3D Theater - Second Full Feature		-	-	-	1,125	1,125	1,125	2,250	2,250	3,375	3,375	3,375	3,375	21,375
7110	Building Repairs														-
7120	Equipment Repairs														-
7130	Computer Repairs														-
7140	Repairs & Maint- Other	Key Data	100	100	100	100	100	100	100	100	100	100	100	100	1,200
7141	Cleaing Supplies		50	50	50	50	50	50	50	50	50	50	50	50	600
7150	Utilities	Key Data	200	200	200	200	200	200	200	200	200	200	200	200	2,400
7151	Car Gas														-
7160	Property Taxes	0.0%	-	-	-	-	-	-	-	-	-	-	-	-	-
7165	Security														-
7166	Fixed Asset Replacement Reserve														-
	Facility Costs		1,150	1,150	1,150	3,775	3,775	3,775	6,400	6,400	9,025	9,025	9,025	9,025	63,675
7171	Furniture & Fixtures	Cap Assets	88	88	88	88	88	88	88	88	88	88	88	88	1,054
7172	Vehicles	Cap Assets	-	-	-	-	-	-	-	-	-	-	-	-	-
7173	Computers	Cap Assets	416	1,130	1,130	1,130	1,130	1,130	2,519	2,519	2,519	2,519	2,519	2,519	21,184
7174	Mach & Equip.	Cap Assets	574	574	574	574	574	574	574	574	574	574	574	574	6,883
7175	Leaseholds	Cap Assets	-	-	-	-	-	-	-	-	-	-	-	-	-
7176	Land	Cap Assets	-	-	-	-	-	-	-	-	-	-	-	-	-
7177	Software	Cap Assets	826	1,120	1,120	1,175	1,175	1,175	1,175	1,175	1,175	1,175	1,453	1,453	14,197
7190	Film Stock	Cap Assets	4,167	4,167	4,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	95,000
	Depreciation Exp		6,070	7,078	7,078	12,134	12,134	12,134	13,523	13,523	13,523	13,523	13,800	13,800	138,318
8020	Patents & TMs														-
	Amortization Exp		-	-	-	-	-	-	-	-	-	-	-	-	-
	Depr & Amort Exp		6,070	7,078	7,078	12,134	12,134	12,134	13,523	13,523	13,523	13,523	13,800	13,800	138,318
9101	Interest (Income)														-

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9202	Finance Charge - Loan #1		-	-	-	-	-	-	-	-	-	-	-	-	-
9203	Finance Charge - Loan #2		-	-	-	-	-	-	-	-	-	-	-	-	-
9210	Loan Interest - Loan 1	15.00%	2,445	2,388	2,332	2,274	2,216	2,157	2,097	2,037	1,976	1,851	1,787	-	23,560
9211	Loan Interest - Loan 2	10.00%	99	85	71	57	43	29	15	-	-	-	-	-	400
9220	Loan Fees - Loan #1		-	-	-	-	-	-	-	-	-	-	-	-	-
9221	Loan Fees - Loan #2		-	-	-	-	-	-	-	-	-	-	-	-	-
	Interest Exp (Inc)		2,544	2,474	2,403	2,332	2,259	2,186	2,112	2,037	1,976	1,851	1,787	-	23,960
9301	Other (Income)														-
9302	BOD Fees and Travel			1,000			1,000			1,000			1,000		4,000
9303	(Gain)/Loss on Sale of Assets														-
9401	Extraordinary Exp														-
	Other (Income)/Loss		-	1,000	-	-	1,000	-	-	1,000	-	-	1,000	-	4,000
	TOTAL EXPENSES		61,076	61,814	60,743	69,852	69,280	70,752	81,258	82,183	83,747	86,122	84,837	82,549	894,213
	NET INC/ (LOSS) Before Class B Share Profits		141,505	(16,884)	49,437	63,730	49,053	187,631	75,527	89,452	102,489	115,565	118,499	198,636	1,174,641
	Class B Share Profits	0.00%	-	-	-	-	-	-	-	-	-	-	-	-	-
	NET INC/ (LOSS) BEFORE TAXES		141,505	(16,884)	49,437	63,730	49,053	187,631	75,527	89,452	102,489	115,565	118,499	198,636	1,174,641
9401	Federal Corporate Income Tax	20.00%	28,301	(3,377)	9,887	12,746	9,811	37,526	15,105	17,890	20,498	23,113	23,700	39,727	234,928
9402	State of Nevada Income Tax	0.00%	-	-	-	-	-	-	-	-	-	-	-	-	-
	Provision for Income Taxes		28,301	(3,377)	9,887	12,746	9,811	37,526	15,105	17,890	20,498	23,113	23,700	39,727	234,928
	NET INC/ (LOSS)		113,204	(13,507)	39,550	50,984	39,243	150,105	60,421	71,561	81,991	92,452	94,800	158,909	939,713
	CASH FLOW BEFORE INCOME TAXES		$ 147,575	$ (9,805)	$ 56,516	$ 75,864	$ 61,187	$ 199,764	$ 89,049	$ 102,974	$ 116,012	$ 129,087	$ 132,300	$ 212,436	$ 1,078,031
	Loan 1		$195,567	$191,078	$186,534	$181,932	$177,274	$172,556	$167,780	$162,944	$158,048	$148,071	$142,989	$0	$ -
	Loan 2		$11,908	$10,249	$8,576	$6,889	$5,188	$3,473	$1,744	$0	$0	$0	$0	$0	$0
	Capitalized Interest		$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$ -
	Finance Charges		$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$ -
	Prior Capital		$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451
	New Capital		$300,000	$300,000	$300,000	$300,000	$300,000	$300,000	$300,000	$300,000	$300,000	$300,000	$300,000	$300,000	$300,000
	TOTAL CAPITAL AND LOANS		$783,926	$777,778	$771,561	$765,273	$758,913	$752,481	$745,975	$739,395	$734,499	$724,522	$719,440	$576,451	$ 576,451
	NUMBER OF EMPLOYEES														
	Officers and Managers		3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0
	Film and Production		2.0	2.0	2.0	2.0	2.0	3.0	4.0	4.0	4.0	4.0	4.0	4.0	3.1
	Marketing and Administrative		2.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0
	Technical Support		0.0	0.0	0.0	0.0	0.0	0.0	1.0	1.0	1.0	1.0	1.0	1.0	0.5
	TOTAL EMPLOYEES		7.0	7.0	7.0	7.0	7.0	8.0	10.0	10.0	10.0	10.0	10.0	10.0	8.6

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4100	Broadcast Revenue	Sales - 2015	-	-	-	-	-	75,000	-	-	-	-	-	75,000	150,000
4200	Private Label	Sales - 2015	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	60,000
4201	Aquarium 3D Theater	Sales - 2015	24,000	24,000	30,000	30,000	36,000	36,000	42,000	42,000	48,000	48,000	54,000	54,000	468,000
4205	Aquarium 3D Theater - Second with Full Feature		24,469	21,938	30,586	29,531	36,703	35,438	42,820	42,820	47,250	48,938	53,156	55,055	468,703
4210	Aquarium Private Label	Sales - 2015	7,204	7,204	9,005	9,005	10,806	10,806	12,607	12,607	14,408	14,408	16,209	16,209	140,478
4200	Aquarium Interactive Experience	Sales - 2015	-	-	-	-	-	-	-	-	-	-	-	-	-
4300	Retail Sales - Dive Shops	Sales - 2015	-	-	-	-	-	-	-	-	-	-	-	-	-
4301	3D Coral Reef Aquarium	Sales - 2015	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	360,000
4302	3D Shallow Shore ot Reef Line	Sales - 2015	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	360,000
4303	3D Caribbean	Sales - 2015	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	360,000
4304	3D Bonaire	Sales - 2015	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	360,000
4400	Edi 4K	Sales - 2015	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	360,000
4401	Edi 4K Series	Sales - 2015	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	360,000
4500	Promotional Code Revenue	Sales - 2015	-	-	-	-	-	-	-	-	-	-	-	-	-
4700	Website Sales	Sales - 2015	18,950	18,950	18,950	18,950	18,950	18,950	18,950	18,950	18,950	18,950	18,950	18,950	227,400
4800	3D Underwater Filming Guide	Sales - 2015	2,994	2,994	2,994	2,994	2,994	2,994	2,994	2,994	2,994	2,994	2,994	2,994	35,928
5900	Streamig Internet Sales, net of costs	Sales - 2015	29,250	31,500	33,750	36,000	38,250	40,500	42,750	45,000	47,250	49,500	51,750	54,000	499,500
4600	Bad Debts	0%	-	-	-	-	-	-	-	-	-	-	-	-	-
	NET SALES		**291,867**	**291,586**	**310,285**	**311,480**	**328,703**	**404,688**	**347,121**	**349,371**	**363,852**	**367,790**	**382,059**	**461,208**	**4,210,009**
5000	Sales Commissions	15.00%	30,593	30,593	30,593	30,593	30,593	30,593	30,593	30,593	30,593	30,593	30,593	30,593	367,110
5100	Sales Commissions - Aquariums 3D Theater	5.00%	2,784	2,657	3,480	3,427	4,175	4,112	4,871	4,871	5,483	5,567	6,168	6,263	53,859
5700	Credit Card Fees	2.50%	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	18,000
5800	Blu-ray Manufacturing	$1.80	28,980	28,980	29,250	29,250	29,520	29,520	29,790	29,790	30,060	30,060	30,330	30,332	355,864
	Cost of Goods Sold		**63,856**	**63,730**	**64,822**	**64,769**	**65,788**	**65,725**	**66,754**	**66,754**	**67,636**	**67,720**	**68,591**	**68,688**	**794,833**
	GROSS PROFIT		**228,010**	**227,856**	**245,463**	**246,711**	**262,915**	**338,963**	**280,367**	**282,617**	**296,216**	**300,070**	**313,468**	**392,520**	**3,415,176**
	GP %		*78.1%*	*78.1%*	*79.1%*	*79.2%*	*80.0%*	*83.8%*	*80.8%*	*80.9%*	*81.4%*	*81.6%*	*82.0%*	*85.1%*	*81.1%*
6110	Wages - Officers and Managers	Empl Data	12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	26,000	158,000
6116	Wages - Film and Production	Empl Data	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	120,000
6117	Wages - Marketing and Administratice	Empl Data	7,000	7,000	7,000	7,000	7,000	7,000	7,000	7,000	7,000	7,000	7,000	7,000	84,000
6118	Wages - Accounting	Empl Data	5,167	5,167	5,167	5,167	5,167	5,167	5,167	5,167	5,167	5,167	5,167	5,167	62,000
6120	Payroll Overtime	Empl Data	-	-	-	-	-	-	-	-	-	-	-	-	-
6130	Payroll Taxes - Officers and Managers	Empl Data	1,178	1,178	1,178	1,178	1,178	1,178	1,178	1,178	1,178	1,178	1,178	1,178	14,141
6131	Payroll Taxes - Programming and Operations	Empl Data	491	491	491	491	491	655	818	818	818	818	818	818	8,020
6132	Payroll Taxes - Marketing and Administrative	Empl Data	491	491	491	491	491	491	491	491	491	491	491	491	5,892
6133	Payroll Taxes - Technical Support	Empl Data	-	-	-	-	-	-	295	295	295	295	295	295	1,768
6140	Payroll Vacation	na	-	-	-	-	-	-	-	-	-	-	-	-	-
6161	Officer Bonus	na	-	-	-	-	-	-	-	-	-	-	-	-	-
6163	Signing Bonus	Empl Data	-	-	-	-	-	-	-	-	-	-	-	-	-
6164	Incentive Comp		-	-		-	-	-	-	-	-	-	-	-	-
6165	Bonus - Other	Empl Data	-	-	-	-	-	-	-	-	-	-	-	-	-
	Salaries & Benefits		36,327	36,327	36,327	36,327	36,327	36,491	36,949	36,949	36,949	36,949	36,949	50,949	453,820
6171	Housing Allowance	Emp Exp	-	-	-	-	-	-	-	-	-	-	-	-	-
6172	Employee Relations	HR Costs	-	-	-	-	-	-	-	-	-	-	-	500	500
6173	Health & Dental Insurance	Key Data	4,900	4,900	4,900	4,900	4,900	5,600	7,000	7,000	7,000	7,000	7,000	7,000	72,100
6174	Disability Insurance	HR Costs	-	-	-	-	-	-	-	-	-	-	-	-	-
6175	Life Insurance	HR Costs	-	-	-	-	-	-	-	-	-	-	-	-	-

3D ACTION VIDEO, INC.

Detail Profit & Loss Forecast - 2015

Accounting & Finance

acct#	acct name	data entry	1/31/2015	2/28/2015	3/31/2015	4/30/2015	5/31/2015	6/30/2015	7/31/2015	8/31/2015	9/30/2015	10/31/2015	11/30/2015	12/31/2015	Total
6176	Work Comp	Key Data	198	198	198	198	198	213	255	255	255	255	255	255	2,733
	Employee Benefits		5,098	5,098	5,098	5,098	5,098	5,813	7,255	7,255	7,255	7,255	7,255	7,755	75,333
6210	Advertising	Key Data	-	-	-	-	-	-	-	-	-	-	-	-	-
6220	Telemarketing	Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-
6230	Trade Shows	Marketing	-	-	-	1,500	-	-	-	-	-	2,500	-	-	4,000
6250	Other Marketing	Marketing	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	120,000
6260	Marketing - Direct	Marketing	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	12,240
6261	Marketing Research	Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-
6265	Collateral	Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-
6270	Promotional Materials	Marketing	900	-	-	-	-	-	-	-	-	-	-	-	900
6275	Gifts	Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-
6280	Public Relations	Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-
6290	Press Release	Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-
	Marketing & Advertising		11,920	11,020	11,020	12,520	11,020	11,020	11,020	11,020	11,020	13,520	11,020	11,020	137,140
6310	Contract Payroll	IT	-	-	-	-	-	-	-	-	-	-	-	-	-
6320	Computer Consulting	IT	750	750	750	750	750	750	750	750	750	750	750	750	9,000
6325	Research	IT	-	-	-	-	-	-	-	-	-	-	-	-	-
6330	Business Seminars	IT	-	-	-	-	-	-	-	-	-	-	-	-	-
6340	Website Design	IT	-	-	-	-	-	-	-	-	-	-	-	-	-
6350	Database Development	IT	-	-	-	-	-	-	-	-	-	-	-	-	-
6365	Software Mainenance	IT	-	-	-	-	-	-	-	-	-	-	-	-	-
6380	Domain Name	IT	-	-	-	-	-	-	-	-	-	-	-	-	-
6385	Internet Registrations	IT	-	-	-	-	-	-	-	-	-	-	-	-	-
6390	Other IT Costs	IT	-	-	-	-	-	-	-	-	-	-	-	-	-
	IT Costs		750	750	750	750	750	750	750	750	750	750	750	750	9,000
6410	Legal Fees	Outside Svc	150	150	150	150	150	150	150	150	150	150	150	150	1,800
6411	Legal Fees - Acquisition	Outside Svc	-	-	-	-	-	-	-	-	-	-	-	-	-
6420	Accounting and Audit Fees	Outside Svc	-	-	-	-	-	-	-	-	-	-	-	-	-
6430	Outside Prof Services	Outside Svc	-	-	-	-	-	-	-	-	-	-	-	-	-
6440	Consulting Fees	Outside Svc	-	-	-	-	-	-	-	-	-	-	-	-	-
6450	Outside Rep Fees	Outside Svc	-	-	-	-	-	-	-	-	-	-	-	-	-
6460	Employ Agency - Temps	Outside Svc	-	-	-	-	-	-	-	-	-	-	-	-	-
	Outside Services		150	150	150	150	150	150	150	150	150	150	150	150	1,800
6510	Meals	Empl Exp	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	19,200
6515	Entertainment	Empl Exp	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	12,000
6520	Lodging	Empl Exp	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	20,400
6530	Travel	Empl Exp	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	20,400
6550	Automobile Expense	Empl Exp	83	83	83	83	83	83	83	83	83	83	83	83	1,000
6555	Auto Allowance	Empl Exp	650	650	650	650	650	650	650	650	650	650	650	650	7,800
6590	Other T&E	Empl Exp	-	-	-	-	-	-	-	-	-	-	-	-	-
6830	Training	Benefits	-	-	-	-	-	-	-	-	-	-	-	-	-
6835	Business Seminars		-	-	-	-	-	-	-	-	-	-	-	-	-
6840	Education	Empl Exp	83	83	83	83	83	83	83	83	83	83	83	83	1,000
6850	Recruiting	Benefits	-	-	-	-	-	-	-	-	-	-	-	-	-
6851	Background Check	Benefits	-	-	-	-	-	-	-	-	-	-	-	-	-
6852	Employee Screenings	Benefits	-	-	-	-	-	-	-	-	-	-	-	-	-

3D ACTION VIDEO, INC.

Detail Profit & Loss Forecast - 2015

Accounting & Finance

acct#	acct name	data entry	1/31/2015	2/28/2015	3/31/2015	4/30/2015	5/31/2015	6/30/2015	7/31/2015	8/31/2015	9/30/2015	10/31/2015	11/30/2015	12/31/2015	Total
6860	Moving Expenses	Benefits	-	-	-	-	-	-	-	-	-	-	-	-	-
	Other Empl Related Exp		6,817	6,817	6,817	6,817	6,817	6,817	6,817	6,817	6,817	6,817	6,817	6,817	81,800
6610	Bad Debt Exp														-
6615	Writeoffs														-
6620	Bank Service Charges		50	50	50	50	50	50	50	50	50	50	50	50	600
6621	Credit Card Proc Fees														
6630	Dues and Subscriptions	Empl Exp	167	167	167	167	167	167	167	167	167	167	167	167	2,000
6641	Freight/Shipping														-
6642	Freight and Handling														-
6643	Packaging Material														-
6645	Postage and Printing	Key Data	500	500	500	500	500	500	500	500	500	500	500	500	6,000
6660	Telephone	Key Data	100	100	100	100	100	100	100	100	100	100	100	100	1,200
6661	Cell Phone	Empl Exp	200	200	200	200	200	200	200	200	200	200	200	200	2,400
6662	Internet Access														-
6663	Telephone- Long Distance														-
6655	Home Office Exp	Empl Exp	50	50	50	50	50	50	50	50	50	50	50	50	600
6665	Pagers														-
6670	MIS Supplies		200	200	200	200	200	200	200	200	200	200	200	200	2,400
6675	Office Supplies & Expense	Key Data	500	500	500	500	500	500	500	500	500	500	500	500	6,000
6676	Other Operating Supplies		100	100	100	100	100	100	100	100	100	100	100	100	1,200
6685	Subscriptions	Key Data	-	-	-	-	-	-	-	-	-	-	-	-	-
6720	Liability Insurance	Key Data	150	150	150	150	150	150	150	150	150	150	150	150	1,800
6730	D&O Insurance	Key Data	-	-	-	-	-	-	-	-	-	-	-	-	-
6790	Insurance - Other	Key Data	-	-	-	-	-	-	-	-	-	-	-	-	-
6810	Payroll Services	Key Data	100	100	100	100	100	100	100	100	100	100	100	100	1,200
	General Overhead Exp		2,117	2,117	2,117	2,117	2,117	2,117	2,117	2,117	2,117	2,117	2,117	2,117	25,400
6910	Sales & Use Tax														-
6920	City & Local Tax														-
6950	Other Lic., Permits & Fees														-
6960	Penalties/PPS Tax														-
	Tax & License		-	-	-	-	-	-	-	-	-	-	-	-	-
6965	Accounting/Collection Fees														-
6970	Overhead Fee														-
6990	Miscellaneous (ADD HC)	Empl Data	-	-	-	-	-	-	-	-	-	-	-	-	-
6999	Uncategorized Expenses														-
	Misc Exp		-	-	-	-	-	-	-	-	-	-	-	-	-
7010	Rent - Office	Key Data	800	800	800	800	800	800	800	800	800	800	800	800	9,600
7020	Equipment Rental	Equip Rental	-	-	-	-	-	-	-	-	-	-	-	-	-
7030	Lease - 3D Theater		6,000	6,000	7,500	7,500	9,000	9,000	10,500	10,500	12,000	12,000	13,500	13,500	117,000
7050	Lease - 3D Theater - Second Full Feature		4,500	4,500	5,625	5,625	6,750	6,750	7,875	7,875	9,000	9,000	10,125	10,125	87,750
7110	Building Repairs														-
7120	Equipment Repairs														-
7130	Computer Repairs														-
7140	Repairs & Maint- Other	Key Data	100	100	100	100	100	100	100	100	100	100	100	100	1,200
7141	Cleaing Supplies		50	50	50	50	50	50	50	50	50	50	50	50	600
7150	Utilities	Key Data	200	200	200	200	200	200	200	200	200	200	200	200	2,400

3D ACTION VIDEO, INC.

Detail Profit & Loss Forecast - 2015

Accounting & Finance

acct#	acct name	data entry	1/31/2015	2/28/2015	3/31/2015	4/30/2015	5/31/2015	6/30/2015	7/31/2015	8/31/2015	9/30/2015	10/31/2015	11/30/2015	12/31/2015	Total
7151	Car Gas														-
7160	Property Taxes	0.0%	-	-	-	-	-	-	-	-	-	-	-	-	-
7165	Security														-
7166	Fixed Asset Replacement Reserve														-
	Facility Costs		11,650	11,650	14,275	14,275	16,900	16,900	19,525	19,525	22,150	22,150	24,775	24,775	218,550
7171	Furniture & Fixtures	Cap Assets	88	88	88	88	88	88	88	88	88	88	88	88	1,054
7172	Vehicles	Cap Assets	-	-	-	-	-	-	-	-	-	-	-	-	-
7173	Computers	Cap Assets	2,519	2,504	2,504	2,504	2,504	2,837	2,837	2,837	2,837	2,837	2,837	2,837	32,398
7174	Mach & Equip.	Cap Assets	574	574	225	215	298	298	298	298	298	298	298	298	3,975
7175	Leaseholds	Cap Assets	-	-	-	-	-	-	-	-	-	-	-	-	-
7176	Land	Cap Assets	-	-	-	-	-	-	-	-	-	-	-	-	-
7177	Software	Cap Assets	1,453	1,453	760	760	760	760	760	760	760	760	1,038	1,038	11,065
7190	Film Stock	Cap Assets	9,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	110,000
	Depreciation Exp		13,800	13,785	12,744	12,734	12,817	13,151	13,151	13,151	13,151	13,151	13,429	13,429	158,492
8020	Patents & TMs														-
	Amortization Exp		-	-	-	-	-	-	-	-	-	-	-	-	-
	Depr & Amort Exp		13,800	13,785	12,744	12,734	12,817	13,151	13,151	13,151	13,151	13,151	13,429	13,429	158,492
9101	Interest (Income)														-
9202	Finance Charge - Loan #1		-	-	-	-	-	-	-	-	-	-	-	-	-
9203	Finance Charge - Loan #2		-	-	-	-	-	-	-	-	-	-	-	-	-
9210	Loan Interest - Loan 1	15.00%	1,723	1,658	1,592	1,525	1,458	1,389	1,320	1,250	1,179	1,107	1,034	960	16,194
9211	Loan Interest - Loan 2	10.00%	-	-	-	-	-	-	-	-	-	-	-	-	-
9220	Loan Fees - Loan #1		-	-	-	-	-	-	-	-	-	-	-	-	-
9221	Loan Fees - Loan #2		-	-	-	-	-	-	-	-	-	-	-	-	-
	Interest Exp (Inc)		1,723	1,658	1,592	1,525	1,458	1,389	1,320	1,250	1,179	1,107	1,034	960	16,194
9301	Other (Income)														-
9302	BOD Fees and Travel			1,000			1,000			1,000			1,000		4,000
9303	(Gain)/Loss on Sale of Assets														-
9401	Extraordinary Exp														-
	Other (Income)/Loss		-	1,000	-	-	1,000	-	-	1,000	-	-	1,000	-	4,000
	TOTAL EXPENSES		90,352	90,372	90,890	92,313	94,453	94,597	99,053	99,983	101,537	103,965	105,295	118,721	1,181,529
	NET INC/ (LOSS) Before Class B Share Profits		137,659	137,484	154,573	154,398	168,462	244,366	181,314	182,634	194,680	196,105	208,173	273,799	2,233,647
	Class B Share Profits	0.00%	-	-	-	-	-	-	-	-	-	-	-	-	-
	NET INC/ (LOSS) BEFORE TAXES		137,659	137,484	154,573	154,398	168,462	244,366	181,314	182,634	194,680	196,105	208,173	273,799	2,233,647
9401	Federal Corporate Income Tax	20.00%	27,532	27,497	30,915	30,880	33,692	48,873	36,263	36,527	38,936	39,221	41,635	54,760	446,729
9402	State of Nevada Income Tax	0.00%	-	-	-	-	-	-	-	-	-	-	-	-	-

3D ACTION VIDEO, INC.

Detail Profit & Loss Forecast - 2015

Accounting & Finance

acct#	acct name	data entry	1/31/2015	2/28/2015	3/31/2015	4/30/2015	5/31/2015	6/30/2015	7/31/2015	8/31/2015	9/30/2015	10/31/2015	11/30/2015	12/31/2015	Total
	Provision for Income Taxes		27,532	27,497	30,915	30,880	33,692	48,873	36,263	36,527	38,936	39,221	41,635	54,760	446,729
	NET INC/ (LOSS)		110,127	109,987	123,659	123,518	134,769	195,492	145,051	146,108	155,744	156,884	166,539	219,039	1,786,917
	CASH FLOW BEFORE INCOME TAXES		$ 151,459	$ 151,269	$ 167,317	$ 167,132	$ 181,279	$ 257,516	$ 194,465	$ 195,785	$ 207,830	$ 209,255	$ 221,602	$ 287,228	$1,945,410
	Loan 1		$137,843	$132,633	$127,358	$122,017	$116,609	$111,134	$105,590	$99,977	$94,293	$88,539	$82,713	$76,814	$ 76,814
	Loan 2		$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0
	Capitalized Interest		$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$ -
	Finance Charges		$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$ -
	Prior Capital		$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451
	New Capital		$300,000	$300,000	$300,000	$300,000	$300,000	$300,000	$300,000	$300,000	$300,000	$300,000	$300,000	$300,000	$300,000
	TOTAL CAPITAL AND LOANS		$714,294	$709,084	$703,809	$698,468	$693,060	$687,585	$682,041	$676,428	$670,744	$664,990	$659,164	$653,265	$ 653,265
	NUMBER OF EMPLOYEES														
	Officers and Managers		3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0
	Film and Production		5.0	5.0	5.0	5.0	5.0	5.0	5.0	5.0	5.0	5.0	5.0	5.0	5.0
	Marketing and Administrative		3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0
	Technical Support		2.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0
	TOTAL EMPLOYEES		13.0	13.0	13.0	13.0	13.0	13.0	13.0	13.0	13.0	13.0	13.0	13.0	13.0

3D ACTION VIDEO, INC.

Detail Profit & Loss Forecast - 35 Aquariums

Accounting & Finance

acct#	acct name	data entry	1/31/2017	2/28/2017	3/31/2017	4/30/2017	5/31/2017	6/30/2017	7/31/2017	8/31/2017	9/30/2017	10/31/2017	11/30/2017	12/31/2017	Total		Qtr 1	Qtr 2	Qtr 3	Qtr 4
4100	Broadcast Revenue	Sales - 35 Aqu.	-	-	-	-	-	75,000	-	-	-	-	-	75,000	150,000		-	75,000	-	75,000
4200	Private Label	Sales - 35 Aqu.	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	60,000		15,000	15,000	15,000	15,000
4201	Aquarium 3D Theater	Sales - 35 Aqu.	210,000	210,000	210,000	210,000	210,000	210,000	210,000	210,000	210,000	210,000	210,000	210,000	2,520,000		630,000	630,000	630,000	630,000
4205	Aquarium 3D Theater - Second with Full Feature	Sales - 35 Aqu.	214,102	191,953	214,102	206,719	214,102	206,719	214,102	214,102	206,719	214,102	206,719	214,102	2,517,539		620,156	627,539	634,922	634,922
4210	Aquarium Private Label	Sales - 35 Aqu.	63,035	63,035	63,035	63,035	63,035	63,035	63,035	63,035	63,035	63,035	63,035	63,035	756,420		189,105	189,105	189,105	189,105
4200	Aquarium Interactive Experience	Sales - 35 Aqu.	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
4300	Retail Sales - Dive Shops	Sales - 35 Aqu.	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
4301	3D Coral Reef Aquarium	Sales - 35 Aqu.	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	360,000		90,000	90,000	90,000	90,000
4302	3D Shallow Shore ot Reef Line	Sales - 35 Aqu.	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	360,000		90,000	90,000	90,000	90,000
4303	3D Caribbean	Sales - 35 Aqu.	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	360,000		90,000	90,000	90,000	90,000
4304	3D Bonaire	Sales - 35 Aqu.	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	360,000		90,000	90,000	90,000	90,000
4400	Edi 4K	Sales - 35 Aqu.	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	360,000		90,000	90,000	90,000	90,000
4401	Edi 4K Series	Sales - 35 Aqu.	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	360,000		90,000	90,000	90,000	90,000
4500	Promotional Code Revenue	Sales - 35 Aqu.	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
4700	Website Sales	Sales - 35 Aqu.	23,688	23,688	23,688	23,688	23,688	23,688	23,688	23,688	23,688	23,688	23,688	23,688	284,250		71,063	71,063	71,063	71,063
4800	3D Underwater Filming Guide	Sales - 35 Aqu.	2,994	2,994	2,994	2,994	2,994	2,994	2,994	2,994	2,994	2,994	2,994	2,994	35,928		8,982	8,982	8,982	8,982
5900	Streamig Internet Sales, net of costs	Sales - 35 Aqu.	83,250	85,500	87,750	90,000	92,250	94,500	96,750	99,000	101,250	103,500	105,750	108,000	1,147,500		256,500	276,750	297,000	317,250
4600	Bad Debts	0%	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
	NET SALES		**782,068**	**762,170**	**786,568**	**781,435**	**791,068**	**860,935**	**795,568**	**797,818**	**792,685**	**802,318**	**797,185**	**881,818**	**9,631,637**		**2,330,806**	**2,433,439**	**2,386,071**	**2,481,321**
5000	Sales Commissions	15.00%	31,303	31,303	31,303	31,303	31,303	31,303	31,303	31,303	31,303	31,303	31,303	31,303	375,638		93,909	93,909	93,909	93,909
5100	Sales Commissions - Aquariums 3D Theater	5.00%	24,357	23,249	24,357	23,988	24,357	23,988	24,357	24,357	23,988	24,357	23,988	24,357	289,698		71,963	72,332	72,701	72,701
5700	Credit Card Fees	2.50%	667	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	1,500	17,167		3,667	4,500	4,500	4,500
5800	Blu-ray Manufacturing	$1.80	37,350	37,350	37,350	37,350	37,350	37,350	37,350	37,350	37,350	37,350	37,350	37,352	448,204		112,051	112,051	112,051	112,052
	Cost of Goods Sold		**93,677**	**93,403**	**94,510**	**94,141**	**94,510**	**94,141**	**94,510**	**94,510**	**94,141**	**94,510**	**94,141**	**94,512**	**1,130,706**		**281,590**	**282,792**	**283,161**	**283,163**
	GROSS PROFIT		**688,391**	**668,767**	**692,058**	**687,294**	**696,558**	**766,794**	**701,058**	**703,308**	**698,544**	**707,808**	**703,044**	**787,306**	**8,500,931**		**2,049,216**	**2,150,646**	**2,102,910**	**2,198,158**
	GP %		*88.0%*	*87.7%*	*88.0%*	*88.0%*	*88.1%*	*89.1%*	*88.1%*	*88.2%*	*88.1%*	*88.2%*	*88.2%*	*89.3%*	*88.3%*		*87.9%*	*88.4%*	*88.1%*	*88.6%*
6110	Wages - Officers and Managers	Empl Data	12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	144,000		36,000	36,000	36,000	36,000
6116	Wages - Film and Production	Empl Data	5,000	5,000	5,000	5,000	5,000	6,667	8,333	8,333	8,333	8,333	8,333	8,333	81,667		15,000	16,667	25,000	25,000
6117	Wages - Marketing and Administratice	Empl Data	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	60,000		15,000	15,000	15,000	15,000
6118	Wages - Accounting	Empl Data	-	-	-	-	-	-	3,000	3,000	3,000	3,000	3,000	3,000	18,000		-	-	9,000	9,000
6120	Payroll Overtime	Empl Data	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6130	Payroll Taxes - Officers and Managers	Empl Data	1,178	1,178	1,178	1,178	1,178	1,178	1,178	1,178	1,178	1,178	1,178	1,178	14,141		3,535	3,535	3,535	3,535
6131	Payroll Taxes - Programming and Operations	Empl Data	491	491	491	491	491	655	818	818	818	818	818	818	8,020		1,473	1,637	2,455	2,455
6132	Payroll Taxes - Marketing and Administrative	Empl Data	491	491	491	491	491	491	491	491	491	491	491	491	5,892		1,473	1,473	1,473	1,473
6133	Payroll Taxes - Technical Support	Empl Data	-	-	-	-	-	-	295	295	295	295	295	295	1,768		-	-	884	884
6140	Payroll Vacation	na	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6161	Officer Bonus	na	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6163	Signing Bonus	Empl Data	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6164	Incentive Comp		-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6165	Bonus - Other	Empl Data	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
	Salaries & Benefits		24,160	24,160	24,160	24,160	24,160	25,991	31,116	31,116	31,116	31,116	31,116	31,116	333,487		72,481	74,312	93,347	93,347
6171	Housing Allowance	Emp Exp	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6172	Employee Relations	HR Costs	-	-	-	-	-	-	-	-	-	-	-	500	500		-	-	-	500
6173	Health & Dental Insurance	Key Data	4,900	4,900	4,900	4,900	4,900	5,600	7,000	7,000	7,000	7,000	7,000	7,000	72,100		14,700	15,400	21,000	21,000
6174	Disability Insurance	HR Costs	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6175	Life Insurance	HR Costs	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6176	Work Comp	Key Data	198	198	198	198	198	213	255	255	255	255	255	255	2,733		594	609	765	765
	Employee Benefits		5,098	5,098	5,098	5,098	5,098	5,813	7,255	7,255	7,255	7,255	7,255	7,755	75,333		15,294	16,009	21,765	22,265
6210	Advertising	Key Data	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6220	Telemarketing	Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6230	Trade Shows	Marketing	-	-	-	1,500	-	-	-	-	-	2,500	-	-	4,000		-	1,500	-	2,500
6250	Other Marketing	Marketing	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	120,000		30,000	30,000	30,000	30,000
6260	Marketing - Direct	Marketing	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	12,240		3,060	3,060	3,060	3,060
6261	Marketing Research	Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-

3D ACTION VIDEO, INC.

Detail Profit & Loss Forecast - 35 Aquariums

Accounting & Finance

acct#	acct name	data entry	1/31/2017	2/28/2017	3/31/2017	4/30/2017	5/31/2017	6/30/2017	7/31/2017	8/31/2017	9/30/2017	10/31/2017	11/30/2017	12/31/2017	Total		Qtr 1	Qtr 2	Qtr 3	Qtr 4
6265	Collateral	Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6270	Promotional Materials	Marketing	900	-	-	-	-	-	-	-	-	-	-	-	900		900	-	-	-
6275	Gifts	Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6280	Public Relations	Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6290	Press Release	Marketing	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
	Marketing & Advertising		11,920	11,020	11,020	12,520	11,020	11,020	11,020	11,020	11,020	13,520	11,020	11,020	137,140		33,960	34,560	33,060	35,560
6310	Contract Payroll	IT	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6320	Computer Consulting	IT	750	750	750	750	750	750	750	750	750	750	750	750	9,000		2,250	2,250	2,250	2,250
6325	Research	IT	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6330	Business Seminars	IT	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6340	Website Design	IT	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6350	Database Development	IT	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6365	Software Mainenance	IT	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6380	Domain Name	IT	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6385	Internet Registrations	IT	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6390	Other IT Costs	IT	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
	IT Costs		750	750	750	750	750	750	750	750	750	750	750	750	9,000		2,250	2,250	2,250	2,250
6410	Legal Fees	Outside Svc	150	150	150	150	150	150	150	150	150	150	150	150	1,800		450	450	450	450
6411	Legal Fees - Acquisition	Outside Svc	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6420	Accounting and Audit Fees	Outside Svc	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6430	Outside Prof Services	Outside Svc	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6440	Consulting Fees	Outside Svc	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6450	Outside Rep Fees	Outside Svc	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6460	Employ Agency - Temps	Outside Svc	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
	Outside Services		150	150	150	150	150	150	150	150	150	150	150	150	1,800		450	450	450	450
6510	Meals	Empl Exp	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	19,200		4,800	4,800	4,800	4,800
6515	Entertainment	Empl Exp	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	12,000		3,000	3,000	3,000	3,000
6520	Lodging	Empl Exp	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	20,400		5,100	5,100	5,100	5,100
6530	Travel	Empl Exp	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	20,400		5,100	5,100	5,100	5,100
6550	Automobile Expense	Empl Exp	83	83	83	83	83	83	83	83	83	83	83	83	1,000		250	250	250	250
6555	Auto Allowance	Empl Exp	650	650	650	650	650	650	650	650	650	650	650	650	7,800		1,950	1,950	1,950	1,950
6590	Other T&E	Empl Exp	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6830	Training	Benefits	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6835	Business Seminars		-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6840	Education	Empl Exp	83	83	83	83	83	83	83	83	83	83	83	83	1,000		250	500	250	250
6850	Recruiting	Benefits	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6851	Background Check	Benefits	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6852	Employee Screenings	Benefits	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6860	Moving Expenses	Benefits	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
	Other Empl Related Exp		6,817	6,817	6,817	6,817	6,817	6,817	6,817	6,817	6,817	6,817	6,817	6,817	81,800		20,450	20,700	20,450	20,450
6610	Bad Debt Exp														-		-	-	-	-
6615	Writeoffs														-		-	-	-	-
6620	Bank Service Charges		50	50	50	50	50	50	50	50	50	50	50	50	600		150	150	150	150
6621	Credit Card Proc Fees														-		-	-	-	-
6630	Dues and Subscriptions	Empl Exp	167	167	167	167	167	167	167	167	167	167	167	167	2,000		500	500	500	500
6641	Freight/Shipping														-		-	-	-	-
6642	Freight and Handling														-		-	-	-	-
6643	Packaging Material														-		-	-	-	-
6645	Postage and Printing	Key Data	500	500	500	500	500	500	500	500	500	500	500	500	6,000		1,500	1,500	1,500	1,500
6660	Telephone	Key Data	100	100	100	100	100	100	100	100	100	100	100	100	1,200		300	300	300	300
6661	Cell Phone	Empl Exp	200	200	200	200	200	200	200	200	200	200	200	200	2,400		600	600	600	600
6662	Internet Access														-		-	-	-	-
6663	Telephone- Long Distance														-		-	-	-	-
6655	Home Office Exp	Empl Exp	50	50	50	50	50	50	50	50	50	50	50	50	600		150	150	150	150
6665	Pagers														-		-	-	-	-

3D ACTION VIDEO, INC.

Detail Profit & Loss Forecast - 35 Aquariums

Accounting & Finance

acct#	acct name	data entry	1/31/2017	2/28/2017	3/31/2017	4/30/2017	5/31/2017	6/30/2017	7/31/2017	8/31/2017	9/30/2017	10/31/2017	11/30/2017	12/31/2017	Total		Qtr 1	Qtr 2	Qtr 3	Qtr 4
6670	MIS Supplies		200	200	200	200	200	200	200	200	200	200	200	200	2,400		600	600	600	600
6675	Office Supplies & Expense	Key Data	500	500	500	500	500	500	500	500	500	500	500	500	6,000		1,500	1,500	1,500	1,500
6676	Other Operating Supplies		100	100	100	100	100	100	100	100	100	100	100	100	1,200		300	300	300	300
6685	Subscriptions	Key Data	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6720	Liability Insurance	Key Data	150	150	150	150	150	150	150	150	150	150	150	150	1,800		450	450	450	450
6730	D&O Insurance	Key Data	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6790	Insurance - Other	Key Data	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6810	Payroll Services	Key Data	100	100	100	100	100	100	100	100	100	100	100	100	1,200		300	600	300	300
	General Overhead Exp		2,117	2,117	2,117	2,117	2,117	2,117	2,117	2,117	2,117	2,117	2,117	2,117	25,400		6,350	6,650	6,350	6,350
6910	Sales & Use Tax														-		-	-	-	-
6920	City & Local Tax														-		-	-	-	-
6950	Other Lic., Permits & Fees														-		-	-	-	-
6960	Penalties/PPS Tax														-		-	-	-	-
	Tax & License		-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6965	Accounting/Collection Fees														-		-	-	-	-
6970	Overhead Fee														-		-	-	-	-
6990	Miscellaneous (ADD HC)	Empl Data	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
6999	Uncategorized Expenses														-		-	-	-	-
	Misc Exp		-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
7010	Rent - Office	Key Data	800	800	800	800	800	800	800	800	800	800	800	800	9,600		2,400	2,400	2,400	2,400
7020	Equipment Rental	Equip Rental	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
7030	Lease - 3D Theater		52,500	52,500	52,500	52,500	52,500	52,500	52,500	52,500	52,500	52,500	52,500	52,500	630,000		157,500	157,500	157,500	157,500
7050	Lease - 3D Theater - Second Full Feature		39,375	39,375	39,375	39,375	39,375	39,375	39,375	39,375	39,375	39,375	39,375	39,375	472,500		118,125	118,125	118,125	118,125
7110	Building Repairs														-		-	-	-	-
7120	Equipment Repairs														-		-	-	-	-
7130	Computer Repairs														-		-	-	-	-
7140	Repairs & Maint- Other	Key Data	100	100	100	100	100	100	100	100	100	100	100	100	1,200		300	300	300	300
7141	Cleaing Supplies		50	50	50	50	50	50	50	50	50	50	50	50	600		150	150	150	150
7150	Utilities	Key Data	200	200	200	200	200	200	200	200	200	200	200	200	2,400		600	600	600	600
7151	Car Gas														-		-	-	-	-
7160	Property Taxes	0.0%	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
7165	Security														-		-	-	-	-
7166	Fixed Asset Replacement Reserve														-		-	-	-	-
	Facility Costs		93,025	93,025	93,025	93,025	93,025	93,025	93,025	93,025	93,025	93,025	93,025	93,025	1,116,300		279,075	279,075	279,075	279,075
7171	Furniture & Fixtures	Cap Assets	88	88	88	88	88	88	88	88	88	88	88	88	1,054		263	263	263	263
7172	Vehicles	Cap Assets	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
7173	Computers	Cap Assets	416	1,130	1,130	1,130	1,130	1,130	2,519	2,519	2,519	2,519	2,519	2,519	21,184		2,677	3,391	7,558	7,558
7174	Mach & Equip.	Cap Assets	574	574	574	574	574	574	574	574	574	574	574	574	6,883		1,721	1,721	1,721	1,721
7175	Leaseholds	Cap Assets	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
7176	Land	Cap Assets	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
7177	Software	Cap Assets	826	1,120	1,120	1,175	1,175	1,175	1,175	1,175	1,175	1,175	1,453	1,453	14,197		3,065	3,526	3,526	4,081
7190	Film Stock	Cap Assets	4,167	4,167	4,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	95,000		12,500	27,500	27,500	27,500
	Depreciation Exp		6,070	7,078	7,078	12,134	12,134	12,134	13,523	13,523	13,523	13,523	13,800	13,800	138,318		20,227	36,401	40,568	41,123
8020	Patents & TMs														-		-	-	-	-
	Amortization Exp		-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
	Depr & Amort Exp		6,070	7,078	7,078	12,134	12,134	12,134	13,523	13,523	13,523	13,523	13,800	13,800	138,318		20,227	36,401	40,568	41,123
9101	Interest (Income)														-		-	-	-	-
9202	Finance Charge - Loan #1		-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
9203	Finance Charge - Loan #2		-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
9210	Loan Interest - Loan 1	15.00%	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-

3D ACTION VIDEO, INC.

Detail Profit & Loss Forecast - 35 Aquariums

Accounting & Finance

acct#	acct name	data entry	1/31/2017	2/28/2017	3/31/2017	4/30/2017	5/31/2017	6/30/2017	7/31/2017	8/31/2017	9/30/2017	10/31/2017	11/30/2017	12/31/2017	Total		Qtr 1	Qtr 2	Qtr 3	Qtr 4
9211	Loan Interest - Loan 2	10.00%	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
9220	Loan Fees - Loan #1		-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
9221	Loan Fees - Loan #2		-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
	Interest Exp (Inc)		-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
9301	Other (Income)														-		-	-	-	-
9302	BOD Fees and Travel			1,000			1,000			1,000			1,000		4,000		1,000	1,000	1,000	1,000
9303	(Gain)/Loss on Sale of Assets														-		-	-	-	-
9401	Extraordinary Exp														-		-	-	-	-
	Other (Income)/Loss		-	1,000	-	-	1,000	-	-	1,000	-	-	1,000	-	4,000		1,000	1,000	1,000	1,000
	TOTAL EXPENSES		150,107	151,215	150,215	156,770	156,270	157,816	165,772	166,772	165,772	168,272	167,049	166,549	1,922,578		451,537	471,406	498,315	501,870
	NET INC/ (LOSS) Before Class B Share Profits		538,284	517,552	541,843	530,524	540,288	608,979	535,286	536,536	532,773	539,536	535,995	620,757	6,578,353		1,597,679	1,679,240	1,604,596	1,696,288
	Class B Share Profits	0.00%	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
	NET INC/ (LOSS) BEFORE TAXES		538,284	517,552	541,843	530,524	540,288	608,979	535,286	536,536	532,773	539,536	535,995	620,757	6,578,353		1,597,679	1,679,240	1,604,596	1,696,288
9401	Federal Corporate Income Tax	20.00%	107,657	103,510	108,369	106,105	108,058	121,796	107,057	107,307	106,555	107,907	107,199	124,151	1,315,671		319,536	335,958	320,919	339,258
9402	State of Nevada Income Tax	0.00%	-	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-	-
	Provision for Income Taxes		107,657	103,510	108,369	106,105	108,058	121,796	107,057	107,307	106,555	107,907	107,199	124,151	1,315,671		319,536	335,958	320,919	339,258
	NET INC/ (LOSS)		430,627	414,041	433,474	424,419	432,230	487,183	428,229	429,229	426,218	431,629	428,796	496,605	5,262,682		1,278,143	1,343,282	1,283,676	1,357,031
	CASH FLOW BEFORE INCOME TAXES		$ 544,354	$ 524,630	$ 548,921	$ 542,658	$ 552,421	$ 621,112	$ 548,809	$ 550,059	$ 546,295	$ 553,059	$ 549,795	$ 634,557	########		########	########	########	########
	Loan 1		$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$ -		$ -	$ -	$ -	$ -
	Loan 2		$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0		$ -	$ -	$ -	$ -
	Capitalized Interest		$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$ -		$ -	$ -	$ -	$ -
	Finance Charges		$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$0	$ -		$ -	$ -	$ -	$ -
	Prior Capital		$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451	$276,451		$ 276,451	$ 276,451	$ 276,451	$ 276,451
	New Capital		$300,000	$300,000	$300,000	$300,000	$300,000	$300,000	$300,000	$300,000	$300,000	$300,000	$300,000	$300,000	$300,000		$ 300,000	$ 300,000	$ 300,000	$ 300,000
	TOTAL CAPITAL AND LOANS		$576,451	$576,451	$576,451	$576,451	$576,451	$576,451	$576,451	$576,451	$576,451	$576,451	$576,451	$576,451	$ 576,451		$ 576,451	$ 576,451	$ 576,451	$ 576,451
	NUMBER OF EMPLOYEES																			
	Officers and Managers		3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0	3.0		3.0	3.0	3.0	3.0
	Film and Production		2.0	2.0	2.0	2.0	2.0	3.0	4.0	4.0	4.0	4.0	4.0	4.0	3.1		2.0	2.3	4.0	4.0
	Marketing and Administrative		2.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0		2.0	2.0	2.0	2.0
	Technical Support		0.0	0.0	0.0	0.0	0.0	0.0	1.0	1.0	1.0	1.0	1.0	1.0	0.5		0.0	0.0	1.0	1.0
	TOTAL EMPLOYEES		7.0	7.0	7.0	7.0	7.0	8.0	10.0	10.0	10.0	10.0	10.0	10.0	8.6		7.0	8.0	10.0	10.0

3D ACTION VIDEO, INC.

Loan 1 Amortization Schedule

Mortgage Amortization Report

Loan amount:	$200,000	Monthly payment:	$6,933.07
Annual interest rate:	15.00%	Pay-off date:	12/30/2016
Start date:	12/31/2013	Number of periods:	36
Loan term in Years:	3	Total interest:	$49,590.37

Repayment Schedule

Date	Interest Paid	Principal Paid	Remaining Balance
1/31/2013	$0.00	$0.00	$0.00
2/28/2013	$0.00	$0.00	$0.00
3/31/2013	$0.00	$0.00	$0.00
4/30/2013	$0.00	$0.00	$0.00
5/31/2013	$0.00	$0.00	$0.00
6/30/2013	$0.00	$0.00	$0.00
7/31/2013	$0.00	$0.00	$0.00
8/31/2013	$0.00	$0.00	$0.00
9/30/2013	$0.00	$0.00	$0.00
10/31/2013	$0.00	$0.00	$0.00
11/30/2013	$0.00	$0.00	$0.00
12/31/2013	$0.00	$0.00	$0.00
TOTAL	$0.00	$0.00	$0.00
1/31/2014	$2,500.00	$4,433.07	$195,566.93
2/28/2014	$2,444.59	$4,488.48	$191,078.46
3/31/2014	$2,388.48	$4,544.59	$186,533.87
4/30/2014	$2,331.67	$4,601.39	$181,932.48
5/31/2014	$2,274.16	$4,658.91	$177,273.57
6/30/2014	$2,215.92	$4,717.15	$172,556.42
7/31/2014	$2,156.96	$4,776.11	$167,780.31
8/31/2014	$2,097.25	$4,835.81	$162,944.50
9/30/2014	$2,036.81	$4,896.26	$158,048.24
10/31/2014	$1,975.60	$4,957.46	$153,090.78
11/30/2014	$1,913.63	$5,019.43	$148,071.35
12/31/2014	$1,850.89	$5,082.17	$142,989.17
TOTAL	$26,185.96	$57,010.83	$142,989.17
1/31/2015	$1,787.36	$5,145.70	$137,843.47
2/28/2015	$1,723.04	$5,210.02	$132,633.45
3/31/2015	$1,657.92	$5,275.15	$127,358.30
4/30/2015	$1,591.98	$5,341.09	$122,017.22
5/31/2015	$1,525.22	$5,407.85	$116,609.36
6/30/2015	$1,457.62	$5,475.45	$111,133.92
7/31/2015	$1,389.17	$5,543.89	$105,590.02
8/31/2015	$1,319.88	$5,613.19	$99,976.83
9/30/2015	$1,249.71	$5,683.36	$94,293.48
10/31/2015	$1,178.67	$5,754.40	$88,539.08
11/30/2015	$1,106.74	$5,826.33	$82,712.75
12/31/2015	$1,033.91	$5,899.16	$76,813.60
TOTAL	$17,021.21	$66,175.58	$76,813.60
1/31/2016	$960.17	$5,972.90	$70,840.70
2/28/2016	$885.51	$6,047.56	$64,793.15
3/31/2016	$809.91	$6,123.15	$58,669.99
4/30/2016	$733.37	$6,199.69	$52,470.30
5/31/2016	$655.88	$6,277.19	$46,193.12
6/30/2016	$577.41	$6,355.65	$39,837.46
7/31/2016	$497.97	$6,435.10	$33,402.37
8/31/2016	$417.53	$6,515.54	$26,886.83
9/30/2016	$336.09	$6,596.98	$20,289.85
10/31/2016	$253.62	$6,679.44	$13,610.41
11/30/2016	$170.13	$6,762.94	$6,847.47
12/31/2016	$85.59	$6,847.47	$0.00
TOTAL	$6,383.19	$76,813.60	$0.00
1/31/2017	$0.00	$0.00	$0.00
2/28/2017	$0.00	$0.00	$0.00
3/31/2017	$0.00	$0.00	$0.00
4/30/2017	$0.00	$0.00	$0.00
5/31/2017	$0.00	$0.00	$0.00
6/30/2017	$0.00	$0.00	$0.00
7/31/2017	$0.00	$0.00	$0.00
8/31/2017	$0.00	$0.00	$0.00
9/30/2017	$0.00	$0.00	$0.00
10/31/2017	$0.00	$0.00	$0.00
11/30/2017	$0.00	$0.00	$0.00
12/31/2017	$0.00	$0.00	$0.00
TOTAL	$0.00	$0.00	$0.00

3D ACTION VIDEO, INC.

Loan 2 Amortization Schedule

Mortgage Amortization Report

Loan amount:	$20,000	Monthly payment:	$1,758.32
Annual interest rate:	10.00%	Pay-off date:	8/31/2014
Start date:	8/31/2013	Number of periods:	12
Loan term in Years:	1	Total interest:	$1,099.81

Repayment Schedule

Date	Interest Paid	Principal Paid	Remaining Balance
1/31/2013	$0.00	$0.00	$0.00
2/28/2013	$0.00	$0.00	$0.00
3/31/2013	$0.00	$0.00	$0.00
4/30/2013	$0.00	$0.00	$0.00
5/31/2013	$0.00	$0.00	$0.00
6/30/2013	$0.00	$0.00	$0.00
7/31/2013	$0.00	$0.00	$0.00
8/31/2013	$0.00	$0.00	$0.00
9/30/2013	$166.67	$1,591.65	$18,408.35
10/31/2013	$153.40	$1,604.91	$16,803.43
11/30/2013	$140.03	$1,618.29	$15,185.14
12/31/2013	$126.54	$1,631.77	$13,553.37
TOTAL	$586.64	$6,446.63	$13,553.37
1/31/2014	$112.94	$1,645.37	$11,908.00
2/28/2014	$99.23	$1,659.08	$10,248.91
3/31/2014	$85.41	$1,672.91	$8,576.00
4/30/2014	$71.47	$1,686.85	$6,889.15
5/31/2014	$57.41	$1,700.91	$5,188.24
6/30/2014	$43.24	$1,715.08	$3,473.16
7/31/2014	$28.94	$1,729.37	$1,743.79
8/31/2014	$14.53	$1,743.79	$0.00
9/30/2014	$0.00	$0.00	$0.00
10/31/2014	$0.00	$0.00	$0.00
11/30/2014	$0.00	$0.00	$0.00
12/31/2014	$0.00	$0.00	$0.00
TOTAL	$513.17	$13,553.37	$0.00
1/31/2015	$0.00	$0.00	$0.00
2/28/2015	$0.00	$0.00	$0.00
3/31/2015	$0.00	$0.00	$0.00
4/30/2015	$0.00	$0.00	$0.00
5/31/2015	$0.00	$0.00	$0.00
6/30/2015	$0.00	$0.00	$0.00
7/31/2015	$0.00	$0.00	$0.00
8/31/2015	$0.00	$0.00	$0.00
9/30/2015	$0.00	$0.00	$0.00
10/31/2015	$0.00	$0.00	$0.00
11/30/2015	$0.00	$0.00	$0.00
12/31/2015	$0.00	$0.00	$0.00
TOTAL	$0.00	$0.00	$0.00
1/31/2016	$0.00	$0.00	$0.00
2/28/2016	$0.00	$0.00	$0.00
3/31/2016	$0.00	$0.00	$0.00
4/30/2016	$0.00	$0.00	$0.00
5/31/2016	$0.00	$0.00	$0.00
6/30/2016	$0.00	$0.00	$0.00
7/31/2016	$0.00	$0.00	$0.00
8/31/2016	$0.00	$0.00	$0.00
9/30/2016	$0.00	$0.00	$0.00
10/31/2016	$0.00	$0.00	$0.00
11/30/2016	$0.00	$0.00	$0.00
12/31/2016	$0.00	$0.00	$0.00
TOTAL	$0.00	$0.00	$0.00
1/31/2017	$0.00	$0.00	$0.00
2/28/2017	$0.00	$0.00	$0.00
3/31/2017	$0.00	$0.00	$0.00
4/30/2017	$0.00	$0.00	$0.00
5/31/2017	$0.00	$0.00	$0.00
6/30/2017	$0.00	$0.00	$0.00
7/31/2017	$0.00	$0.00	$0.00
8/31/2017	$0.00	$0.00	$0.00
9/30/2017	$0.00	$0.00	$0.00
10/31/2017	$0.00	$0.00	$0.00
11/30/2017	$0.00	$0.00	$0.00
12/31/2017	$0.00	$0.00	$0.00
TOTAL	$0.00	$0.00	$0.00

3D ACTION VIDEO, INC.
MARKETING EXPENSES
Accounting & Finance

	Type of Marketing Exp Detail Project	Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12	Total
Advertising														
	Internet Advertising	500	500	500	500	500	500	500	500	500	500	500	500	6,000
														-
														-
														-
6210	*Total*	500	500	500	500	500	500	500	500	500	500	500	500	6,000
Other Marketing														
	International Aquarium Sales Reprs	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	120,000
														-
														-
														-
														-
6250	*Total*	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	120,000
Mkt Research														
														-
														-
														-
														-
														-
	Total	-	-	-	-	-	-	-	-	-	-	-	-	-
Direct Marketing														
														-
														-
	Email Campaign (1,000,000 scuba divers)	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	12,240
														-
6260	*Total*	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	1,020	12,240
Trade Shows														
	Expos	-	-	-	-	-	-	-	-	-	-	-	-	-
	DEMA										2,500			2,500
	NAB				1,500									1,500
	ZAG													-
6230	*Total*	-	-	-	1,500	-	-	-	-	-	2,500	-	-	4,000
Promotions														
	ZAG	500												500
	DAN	200												200
	DEMA	200												200
														-
														-
6270	*Total*	900	-	-	-	-	-	-	-	-	-	-	-	900
Collateral														
														-
														-
														-
														-
6265	*Total*	-	-	-	-	-	-	-	-	-	-	-	-	-
Telemarketing														
														-
														-
														-
6220	*Total*	-	-	-	-	-	-	-	-	-	-	-	-	-
Gifts														
														-
														-
														-
														-
6275	*Total*	-	-	-	-	-	-	-	-	-	-	-	-	-
Corp Communications														
6280	Public Relations													-
6290	Press Release													-
	Total	-	-	-	-	-	-	-	-	-	-	-	-	-
	TOTAL	**12,420**	**11,520**	**11,520**	**13,020**	**11,520**	**11,520**	**11,520**	**11,520**	**11,520**	**14,020**	**11,520**	**11,520**	**143,140**

3D ACTION VIDEO, INC.

Summary of Payroll Costs - 2013
Accounting & Finance

	12/31/2012	2/1/2013	3/2/2013	4/2/2013	5/2/2013	6/2/2013	7/2/2013	8/2/2013	9/2/2013	10/2/2013	11/2/2013	12/2/2013	Total
Wages	-	-	-	-	-	-	-	-	-	5,000	7,000	7,000	19,000
Commissions	-	-	-	-	-	-	-	-	-	-	-	-	-
Overtime	-	-	-	-	-	-	-	-	-	-	-	-	-
Signing Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Payroll Taxes	-	-	-	-	-	-	-	-	-	491	687	687	1,866
Medical & Dental Insurance	-	-	-	-	-	-	-	-	-	700	1,400	1,400	3,500
Workers Comp Ins	-	-	-	-	-	-	-	-	-	45	63	63	171
Total Comp	-	-	-	-	-	-	-	-	-	6,236	9,150	9,150	24,537
# of Employees	0	0	0	0	0	0	0	0	0	1	2	2	
Officers and Managers													
Wages	-	-	-	-	-	-	-	-	-	5,000	5,000	5,000	15,000
Commissions	-	-	-	-	-	-	-	-	-	-	-	-	-
Overtime	-	-	-	-	-	-	-	-	-	-	-	-	-
Signing Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Payroll Taxes	-	-	-	-	-	-	-	-	-	491	491	491	1,473
Total Comp - Officers and Managers	-	-	-	-	-	-	-	-	-	5,491	5,491	5,491	16,473
Programming and Operations													
Wages	-	-	-	-	-	-	-	-	-	-	-	-	-
Overtime	-	-	-	-	-	-	-	-	-	-	-	-	-
Signing Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Payroll Taxes	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comp - Programming and Operations	-	-	-	-	-	-	-	-	-	-	-	-	-
Administrative and Marketing													
Wages	-	-	-	-	-	-	-	-	-	-	2,000	2,000	4,000
Overtime	-	-	-	-	-	-	-	-	-	-	-	-	-
Signing Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Payroll Taxes	-	-	-	-	-	-	-	-	-	-	196	196	393
Total Comp - Administrative and Marketing	-	-	-	-	-	-	-	-	-	-	2,196	2,196	4,393
Technical Support													
Wages	-	-	-	-	-	-	-	-	-	-	-	-	-
Overtime	-	-	-	-	-	-	-	-	-	-	-	-	-
Signing Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Payroll Taxes	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comp - Technical Support	-	-	-	-	-	-	-	-	-	-	-	-	-

CTION VIDEO, INC.

ry of Payroll Costs - 2014

ting & Finance

	1/1/2014	2/1/2014	3/2/2014	4/2/2014	5/2/2014	6/2/2014	7/2/2014	8/2/2014	9/2/2014	10/2/2014	11/2/2014	12/2/2014	Total
Wages	22,000	22,000	22,000	22,000	22,000	23,667	28,333	28,333	28,333	28,333	28,333	28,333	303,667
Commissions	-	-	-	-	-	-	-	-	-	-	-	-	-
Overtime	-	-	-	-	-	-	-	-	-	-	-	-	-
Signing Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Payroll Taxes	2,160	2,160	2,160	2,160	2,160	2,324	2,782	2,782	2,782	2,782	2,782	2,782	29,820
Medical & Dental Insurance	4,900	4,900	4,900	4,900	4,900	5,600	7,000	7,000	7,000	7,000	7,000	7,000	72,100
Workers Comp Ins	198	198	198	198	198	213	255	255	255	255	255	255	2,733
Total Comp	29,258	29,258	29,258	29,258	29,258	31,804	38,371	38,371	38,371	38,371	38,371	38,371	408,320
# of Employees	7	7	7	7	7	8	10	10	10	10	10	10	
Officers and Managers													
Wages	12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	144,000
Commissions	-	-	-	-	-	-	-	-	-	-	-	-	-
Overtime	-	-	-	-	-	-	-	-	-	-	-	-	-
Signing Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Payroll Taxes	1,178	1,178	1,178	1,178	1,178	1,178	1,178	1,178	1,178	1,178	1,178	1,178	14,141
Total Comp - Officers and Managers	13,178	13,178	13,178	13,178	13,178	13,178	13,178	13,178	13,178	13,178	13,178	13,178	158,141
Programming and Operations													
Wages	5,000	5,000	5,000	5,000	5,000	6,667	8,333	8,333	8,333	8,333	8,333	8,333	81,667
Overtime	-	-	-	-	-	-	-	-	-	-	-	-	-
Signing Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Payroll Taxes	491	491	491	491	491	655	818	818	818	818	818	818	8,020
Total Comp - Programming and Operations	5,491	5,491	5,491	5,491	5,491	7,321	9,152	9,152	9,152	9,152	9,152	9,152	89,686
Administrative and Marketing													
Wages	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	60,000
Overtime	-	-	-	-	-	-	-	-	-	-	-	-	-
Signing Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Payroll Taxes	491	491	491	491	491	491	491	491	491	491	491	491	5,892
Total Comp - Administrative and Marketing	5,491	5,491	5,491	5,491	5,491	5,491	5,491	5,491	5,491	5,491	5,491	5,491	65,892
Technical Support													
Wages	-	-	-	-	-	-	3,000	3,000	3,000	3,000	3,000	3,000	18,000
Overtime	-	-	-	-	-	-	-	-	-	-	-	-	-
Signing Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Payroll Taxes	-	-	-	-	-	-	295	295	295	295	295	295	1,768
Total Comp - Technical Support	-	-	-	-	-	-	3,295	3,295	3,295	3,295	3,295	3,295	19,768

3D ACTION VIDEO, INC.

Summary of Payroll Costs - 2015
Accounting & Finance

	1/1/2015	2/1/2015	3/2/2015	4/2/2015	5/2/2015	6/2/2015	7/2/2015	8/2/2015	9/2/2015	10/2/2015	11/2/2015	12/2/2015	Total
Wages	34,167	34,167	34,167	34,167	34,167	34,167	34,167	34,167	34,167	34,167	34,167	48,167	424,000
Commissions	-	-	-	-	-	-	-	-	-	-	-	-	-
Overtime	-	-	-	-	-	-	-	-	-	-	-	-	-
Signing Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Payroll Taxes	2,160	2,160	2,160	2,160	2,160	2,324	2,782	2,782	2,782	2,782	2,782	2,782	29,820
Medical & Dental Insurance	9,100	9,100	9,100	9,100	9,100	9,100	9,100	9,100	9,100	9,100	9,100	9,100	109,200
Workers Comp Ins	308	308	308	308	308	308	308	308	308	308	308	434	3,816
Total Comp	45,735	45,735	45,735	45,735	45,735	45,898	46,357	46,357	46,357	46,357	46,357	60,483	566,836
# of Employees	13	13	13	13	13	13	13	13	13	13	13	13	
Officers and Managers													
Wages	12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	26,000	158,000
Commissions	-	-	-	-	-	-	-	-	-	-	-	-	-
Overtime	-	-	-	-	-	-	-	-	-	-	-	-	-
Signing Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Payroll Taxes	1,178	1,178	1,178	1,178	1,178	1,178	1,178	1,178	1,178	1,178	1,178	1,178	14,141
Total Comp - Officers and Managers	13,178	13,178	13,178	13,178	13,178	13,178	13,178	13,178	13,178	13,178	13,178	27,178	172,141
Programming and Operations													
Wages	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	10,000	120,000
Overtime	-	-	-	-	-	-	-	-	-	-	-	-	-
Signing Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Payroll Taxes	491	491	491	491	491	655	818	818	818	818	818	818	8,020
Total Comp - Programming and Operations	10,491	10,491	10,491	10,491	10,491	10,655	10,818	10,818	10,818	10,818	10,818	10,818	128,020
Administrative and Marketing													
Wages	7,000	7,000	7,000	7,000	7,000	7,000	7,000	7,000	7,000	7,000	7,000	7,000	84,000
Overtime	-	-	-	-	-	-	-	-	-	-	-	-	-
Signing Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Payroll Taxes	491	491	491	491	491	491	491	491	491	491	491	491	5,892
Total Comp - Administrative and Marketing	7,491	7,491	7,491	7,491	7,491	7,491	7,491	7,491	7,491	7,491	7,491	7,491	89,892
Technical Support													
Wages	5,167	5,167	5,167	5,167	5,167	5,167	5,167	5,167	5,167	5,167	5,167	5,167	62,000
Overtime	-	-	-	-	-	-	-	-	-	-	-	-	-
Signing Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Bonus	-	-	-	-	-	-	-	-	-	-	-	-	-
Payroll Taxes	-	-	-	-	-	-	295	295	295	295	295	295	1,768
Total Comp - Technical Support	5,167	5,167	5,167	5,167	5,167	5,167	5,461	5,461	5,461	5,461	5,461	5,461	63,768

MONTHLY EXP BY PERSON
3D ACTION VIDEO, INC.
Accounting & Finance

INSTRUCTIONS:
1) Enter employee related expenses by employee or in total (see non-allocated section below).
2) For expenses by Manager, enter annual expense at left.
3) For non-allocated Exp, enter amount in corresponding month.

NAME		ENTER ANNUAL $ AMT	Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12	Total
M1	**CEO**														
6171	Housing Allowance		-	-	-	-	-	-	-	-	-	-	-	-	-
6510	Meals	12,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	12,000
6515	Entertainment	6,000	500	500	500	500	500	500	500	500	500	500	500	500	6,000
6520	Lodging	12,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	12,000
6530	Travel	12,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	12,000
6550	Automobile Expense	-	-	-	-	-	-	-	-	-	-	-	-	-	-
6555	Auto Allowance	4,800	400	400	400	400	400	400	400	400	400	400	400	400	4,800
6590	Other T&E		-	-	-	-	-	-	-	-	-	-	-	-	-
6840	Education	1,000	83	83	83	83	83	83	83	83	83	83	83	83	1,000
	Cell Phone	1,200	100	100	100	100	100	100	100	100	100	100	100	100	1,200
	Home office expenses	600	50	50	50	50	50	50	50	50	50	50	50	50	600
6630	Dues and Subscriptions	2,000	167	167	167	167	167	167	167	167	167	167	167	167	2,000
	Total	51,600	4,300	4,300	4,300	4,300	4,300	4,300	4,300	4,300	4,300	4,300	4,300	4,300	51,600
M2	**SUSAN HOMAYUNI**														
6171	Housing Allowance		-	-	-	-	-	-	-	-	-	-	-	-	-
6510	Meals	600	50	50	50	50	50	50	50	50	50	50	50	50	600
6515	Entertainment	-	-	-	-	-	-	-	-	-	-	-	-	-	-
6520	Lodging	1,200	100	100	100	100	100	100	100	100	100	100	100	100	1,200
6530	Travel	1,200	100	100	100	100	100	100	100	100	100	100	100	100	1,200
6550	Automobile Expense	-	-	-	-	-	-	-	-	-	-	-	-	-	-
6555	Auto Allowance	-	-	-	-	-	-	-	-	-	-	-	-	-	-
6590	Other T&E	-	-	-	-	-	-	-	-	-	-	-	-	-	-
6840	Education	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Cell Phone	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Home office expenses	-	-	-	-	-	-	-	-	-	-	-	-	-	-
6630	Dues and Subscriptions	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total		250	250	250	250	250	250	250	250	250	250	250	250	3,000
M3	**Arielle Homayouni**														
6171	Housing Allowance		-	-	-	-	-	-	-	-	-	-	-	-	-
6510	Meals	600	50	50	50	50	50	50	50	50	50	50	50	50	600
6515	Entertainment	-	-	-	-	-	-	-	-	-	-	-	-	-	-
6520	Lodging	1,200	100	100	100	100	100	100	100	100	100	100	100	100	1,200
6530	Travel	1,200	100	100	100	100	100	100	100	100	100	100	100	100	1,200
6550	Automobile Expense	-	-	-	-	-	-	-	-	-	-	-	-	-	-
6555	Auto Allowance	-	-	-	-	-	-	-	-	-	-	-	-	-	-
6590	Other T&E	-	-	-	-	-	-	-	-	-	-	-	-	-	-
6840	Education	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Cell Phone	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Home office expenses	-	-	-	-	-	-	-	-	-	-	-	-	-	-
6630	Dues and Subscriptions	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total		250	250	250	250	250	250	250	250	250	250	250	250	3,000
M4	**SALES REP**														
6171	Housing Allowance		-	-	-	-	-	-	-	-	-	-	-	-	-
6510	Meals	6,000	500	500	500	500	500	500	500	500	500	500	500	500	6,000
6515	Entertainment	6,000	500	500	500	500	500	500	500	500	500	500	500	500	6,000
6520	Lodging	6,000	500	500	500	500	500	500	500	500	500	500	500	500	6,000
6530	Travel	6,000	500	500	500	500	500	500	500	500	500	500	500	500	6,000
6550	Automobile Expense	1,000	83	83	83	83	83	83	83	83	83	83	83	83	1,000
6555	Auto Allowance	3,000	250	250	250	250	250	250	250	250	250	250	250	250	3,000
6590	Other T&E		-	-	-	-	-	-	-	-	-	-	-	-	-
6840	Education		-	-	-	-	-	-	-	-	-	-	-	-	-
	Cell Phone	1,200	100	100	100	100	100	100	100	100	100	100	100	100	1,200
	Home office expenses		-	-	-	-	-	-	-	-	-	-	-	-	-
6630	Dues and Subscriptions		-	-	-	-	-	-	-	-	-	-	-	-	-
	Total		2,433	2,433	2,433	2,433	2,433	2,433	2,433	2,433	2,433	2,433	2,433	2,433	29,200
M5															
6171	Housing Allowance		-	-	-	-	-	-	-	-	-	-	-	-	-
6510	Meals		-	-	-	-	-	-	-	-	-	-	-	-	-
6515	Entertainment		-	-	-	-	-	-	-	-	-	-	-	-	-
6520	Lodging		-	-	-	-	-	-	-	-	-	-	-	-	-
6530	Travel		-	-	-	-	-	-	-	-	-	-	-	-	-
6550	Automobile Expense		-	-	-	-	-	-	-	-	-	-	-	-	-
6555	Auto Allowance		-	-	-	-	-	-	-	-	-	-	-	-	-
6590	Other T&E		-	-	-	-	-	-	-	-	-	-	-	-	-
6840	Education		-	-	-	-	-	-	-	-	-	-	-	-	-
	Cell Phone		-	-	-	-	-	-	-	-	-	-	-	-	-
	Home office expenses		-	-	-	-	-	-	-	-	-	-	-	-	-
6630	Dues and Subscriptions		-	-	-	-	-	-	-	-	-	-	-	-	-
	Total		-	-	-	-	-	-	-	-	-	-	-	-	-
M6															
6171	Housing Allowance		-	-	-	-	-	-	-	-	-	-	-	-	-
6510	Meals		-	-	-	-	-	-	-	-	-	-	-	-	-
6515	Entertainment		-	-	-	-	-	-	-	-	-	-	-	-	-
6520	Lodging		-	-	-	-	-	-	-	-	-	-	-	-	-
6530	Travel		-	-	-	-	-	-	-	-	-	-	-	-	-
6550	Automobile Expense		-	-	-	-	-	-	-	-	-	-	-	-	-
6555	Auto Allowance		-	-	-	-	-	-	-	-	-	-	-	-	-
6590	Other T&E		-	-	-	-	-	-	-	-	-	-	-	-	-
6840	Education		-	-	-	-	-	-	-	-	-	-	-	-	-
	Cell Phone		-	-	-	-	-	-	-	-	-	-	-	-	-
	Home office expenses		-	-	-	-	-	-	-	-	-	-	-	-	-
6630	Dues and Subscriptions		-	-	-	-	-	-	-	-	-	-	-	-	-
	Total		-	-	-	-	-	-	-	-	-	-	-	-	-
M7															
6171	Housing Allowance		-	-	-	-	-	-	-	-	-	-	-	-	-
6510	Meals		-	-	-	-	-	-	-	-	-	-	-	-	-
6515	Entertainment		-	-	-	-	-	-	-	-	-	-	-	-	-
6520	Lodging		-	-	-	-	-	-	-	-	-	-	-	-	-

MONTHLY EXP BY PERSON
3D ACTION VIDEO, INC.
Accounting & Finance

INSTRUCTIONS:
1) Enter employee related expenses by employee or in total (see non-allocated section below).
2) For expenses by Manager, enter annual expense at left.
3) For non-allocated Exp, enter amount in corresponding month.

NAME		ENTER ANNUAL $ AMT	Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12	Total
6530	Travel		-	-	-	-	-	-	-	-	-	-	-	-	-
6550	Automobile Expense		-	-	-	-	-	-	-	-	-	-	-	-	-
6555	Auto Allowance		-	-	-	-	-	-	-	-	-	-	-	-	-
6590	Other T&E		-	-	-	-	-	-	-	-	-	-	-	-	-
6840	Education		-	-	-	-	-	-	-	-	-	-	-	-	-
	Cell Phone		-	-	-	-	-	-	-	-	-	-	-	-	-
	Home office expenses		-	-	-	-	-	-	-	-	-	-	-	-	-
6630	Dues and Subscriptions		-	-	-	-	-	-	-	-	-	-	-	-	-
	Total		-	-	-	-	-	-	-	-	-	-	-	-	-
M8															
6171	Housing Allowance		-	-	-	-	-	-	-	-	-	-	-	-	-
6510	Meals		-	-	-	-	-	-	-	-	-	-	-	-	-
6515	Entertainment		-	-	-	-	-	-	-	-	-	-	-	-	-
6520	Lodging		-	-	-	-	-	-	-	-	-	-	-	-	-
6530	Travel		-	-	-	-	-	-	-	-	-	-	-	-	-
6550	Automobile Expense		-	-	-	-	-	-	-	-	-	-	-	-	-
6555	Auto Allowance		-	-	-	-	-	-	-	-	-	-	-	-	-
6590	Other T&E		-	-	-	-	-	-	-	-	-	-	-	-	-
6840	Education		-	-	-	-	-	-	-	-	-	-	-	-	-
	Cell Phone		-	-	-	-	-	-	-	-	-	-	-	-	-
	Home office expenses		-	-	-	-	-	-	-	-	-	-	-	-	-
6630	Dues and Subscriptions		-	-	-	-	-	-	-	-	-	-	-	-	-
	Total		-	-	-	-	-	-	-	-	-	-	-	-	-
M9															
6171	Housing Allowance		-	-	-	-	-	-	-	-	-	-	-	-	-
6510	Meals		-	-	-	-	-	-	-	-	-	-	-	-	-
6515	Entertainment		-	-	-	-	-	-	-	-	-	-	-	-	-
6520	Lodging		-	-	-	-	-	-	-	-	-	-	-	-	-
6530	Travel		-	-	-	-	-	-	-	-	-	-	-	-	-
6550	Automobile Expense		-	-	-	-	-	-	-	-	-	-	-	-	-
6555	Auto Allowance		-	-	-	-	-	-	-	-	-	-	-	-	-
6590	Other T&E		-	-	-	-	-	-	-	-	-	-	-	-	-
6840	Education		-	-	-	-	-	-	-	-	-	-	-	-	-
	Cell Phone		-	-	-	-	-	-	-	-	-	-	-	-	-
	Home office expenses		-	-	-	-	-	-	-	-	-	-	-	-	-
6630	Dues and Subscriptions		-	-	-	-	-	-	-	-	-	-	-	-	-
	Total		-	-	-	-	-	-	-	-	-	-	-	-	-
M10															
6171	Housing Allowance		-	-	-	-	-	-	-	-	-	-	-	-	-
6510	Meals		-	-	-	-	-	-	-	-	-	-	-	-	-
6515	Entertainment		-	-	-	-	-	-	-	-	-	-	-	-	-
6520	Lodging		-	-	-	-	-	-	-	-	-	-	-	-	-
6530	Travel		-	-	-	-	-	-	-	-	-	-	-	-	-
6550	Automobile Expense		-	-	-	-	-	-	-	-	-	-	-	-	-
6555	Auto Allowance		-	-	-	-	-	-	-	-	-	-	-	-	-
6590	Other T&E		-	-	-	-	-	-	-	-	-	-	-	-	-
6840	Education		-	-	-	-	-	-	-	-	-	-	-	-	-
	Cell Phone		-	-	-	-	-	-	-	-	-	-	-	-	-
	Home office expenses		-	-	-	-	-	-	-	-	-	-	-	-	-
6630	Dues and Subscriptions		-	-	-	-	-	-	-	-	-	-	-	-	-
	Total		-	-	-	-	-	-	-	-	-	-	-	-	-
	NON-ALLOCATED														
6171	Housing Allowance	*enter mo.>>*													-
6510	Meals	*enter mo.>>*													-
6515	Entertainment	*enter mo.>>*													-
6520	Lodging	*enter mo.>>*													-
6530	Travel	*enter mo.>>*													-
6550	Automobile Expense	*enter mo.>>*													-
6555	Auto Allowance	*enter mo.>>*													-
6590	Other T&E	*enter mo.>>*													-
6840	Education	*enter mo.>>*													-
	Cell Phone	*enter mo.>>*													-
	Home office expenses	*enter mo.>>*													-
6630	Dues and Subscriptions	*enter mo.>>*													-
	Total		-	-	-	-	-	-	-	-	-	-	-	-	-
6171	Housing Allowance		-	-	-	-	-	-	-	-	-	-	-	-	-
6510	Meals		1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	1,600	19,200
6515	Entertainment		1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	1,000	12,000
6520	Lodging		1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	20,400
6530	Travel		1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	1,700	20,400
6550	Automobile Expense		83	83	83	83	83	83	83	83	83	83	83	83	1,000
6555	Auto Allowance		650	650	650	650	650	650	650	650	650	650	650	650	7,800
6590	Other T&E		-	-	-	-	-	-	-	-	-	-	-	-	-
6840	Education		83	83	83	83	83	83	83	83	83	83	83	83	1,000
	Cell Phone		200	200	200	200	200	200	200	200	200	200	200	200	2,400
	Home office expenses		50	50	50	50	50	50	50	50	50	50	50	50	600
6630	Dues and Subscriptions		167	167	167	167	167	167	167	167	167	167	167	167	2,000
	Total		7,233	7,233	7,233	7,233	7,233	7,233	7,233	7,233	7,233	7,233	7,233	7,233	86,800

3D ACTION VIDEO, INC.
HR Costs
Accounting & Finance

Type of Marketing Exp Detail Project	Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12	**Total**
EMPLOYEE RELATIONS													
Holiday Party												500	500
Cookout													-
													-
													-
													-
													-
													-
6172 *Total*	-	-	-	-	-	-	-	-	-	-	-	500	500
INSURANCE													
6175 Life Insurance													-
6174 Disability Insurance													-
													-
Total	-	-	-	-	-	-	-	-	-	-	-	-	-
Health Insurance (based on HC and ER contribution)													
OTHER EMPLOYEE COSTS													
6810													-
6830 Training	-	-	-	-	-	-	-	-	-	-	-	-	-
6835 Business Seminars													-
6850 Recruiting													-
6851 Background Check													-
6852 Employee Screenings	-	-	-	-	-	-	-	-	-	-	-	-	-
6860 Moving Expenses													-
Total	-	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL	-	-	-	-	-	-	-	-	-	-	-	500	500

3D ACTION VIDEO, INC.
OUTSIDE SERVICES
Accounting & Finance

	Type of Outside Services Detail Project	Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12	Total
Legal Fees														
	Legal	-	-	-	-	-	-	-	-	-	-	-	-	-
	IP Protection	-	-	-	-	-	-	-	-	-	-	-	-	-
	Adibe Anywhere	150	150	150	150	150	150	150	150	150	150	150	150	1,800
														-
														-
														-
														-
6410	*Total*	150	150	150	150	150	150	150	150	150	150	150	150	1,800
Accounting Fees														
	Audit												-	-
														-
														-
														-
														-
														-
														-
6420	*Total*	-	-	-	-	-	-	-	-	-	-	-	-	-
Outside Prof./Consulting														
														-
														-
														-
														-
														-
														-
														-
6430	*Total*	-	-	-	-	-	-	-	-	-	-	-	-	-
Empl Agency/Temps														
														-
														-
														-
														-
														-
														-
														-
6460	*Total*	-	-	-	-	-	-	-	-	-	-	-	-	-
Outside Reps														
	Mobilization													-
														-
														-
														-
														-
														-
														-
														-
														-
														-
														-
6450	*Total*	-	-	-	-	-	-	-	-	-	-	-	-	-
	TOTAL	**150**	**150**	**150**	**150**	**150**	**150**	**150**	**150**	**150**	**150**	**150**	**150**	**1,800**

3D ACTION VIDEO, INC.
SUMMARY OF FIXED ASSETS AND DEPRECIATION

	Jan-12	Feb-12	Mar-12	Apr-12	May-12	Jun-12	Jul-12	Aug-12	Sep-12	Oct-12	Nov-12	Dec-12	Total
FIXED ASSET ADDITIONS													
Furniture & Fixtures	-	-	7,375	-	-	-	-	-	-	-	-	-	7,375
Vehicles	-	-	-	-	-	-	-	-	-	-	-	-	-
Computers	-	-	12,544	-	-	-	-	-	-	-	-	-	12,544
Mach & Equip.	-	-	20,910	-	-	-	-	-	-	-	-	-	20,910
Leaseholds	-	-	-	-	-	-	-	-	-	-	-	-	-
Land	-	-	-	-	-	-	-	-	-	-	-	-	-
Software	-	-	24,932	-	-	-	-	-	-	-	-	-	24,932
Building	-	-	150,000	-	-	-	-	-	-	-	-	-	150,000
TOTAL FIXED ASSET ADDITIONS	-	-	215,761	-	-	-	-	-	-	-	-	-	215,761
DEPRECIATION EXP													
Furniture & Fixtures	-	-	88	88	88	88	88	88	88	88	88	88	878
Vehicles	-	-	-	-	-	-	-	-	-	-	-	-	-
Computers	-	-	348	348	348	348	348	348	348	348	348	348	3,484
Mach & Equip.	-	-	349	349	359	359	359	359	359	359	359	359	3,565
Leaseholds	-	-	-	-	-	-	-	-	-	-	-	-	-
Land	-	-	-	-	-	-	-	-	-	-	-	-	-
Software	-	-	693	693	693	693	693	693	693	693	693	693	6,926
Film Stock	-	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL DEPRECIATION EXPENSE	-	-	1,477	1,477	1,487	1,487	1,487	1,487	1,487	1,487	1,487	1,487	14,853

	Dec-12	Feb-13	Mar-13	Apr-13	May-13	Jun-13	Jul-13	Aug-13	Sep-13	Oct-13	Nov-13	Dec-13	Total
FIXED ASSET ADDITIONS													
Furniture & Fixtures	-	-	-	-	-	-	-	-	-	-	-	-	-
Vehicles	-	-	-	-	-	-	-	-	-	-	-	-	-
Computers	-	-	-	-	-	-	-	-	450	300	-	1,700	2,450
Mach & Equip.	-	-	1,349	10,258	-	-	-	-	1,300	-	-	-	12,907
Leaseholds	-	-	-	-	-	-	-	-	-	-	-	-	-
Land	-	-	-	-	-	-	-	-	-	-	-	-	-
Software	-	-	-	-	795	799	299	-	2,713	180	-	-	4,786
Film Stock	-	-	-	-	-	-	-	-	-	-	300,000	-	300,000
TOTAL FIXED ASSET ADDITIONS	-	-	1,349	10,258	795	799	299	-	4,463	480	300,000	1,700	320,143
DEPRECIATION EXP													
Furniture & Fixtures	88	88	88	88	88	88	88	88	88	88	88	88	1,054
Vehicles	-	-	-	-	-	-	-	-	-	-	-	-	-
Computers	348	348	348	348	348	348	348	348	361	369	369	416	4,303
Mach & Equip.	359	359	381	552	552	552	552	552	574	574	574	574	6,152
Leaseholds	-	-	-	-	-	-	-	-	-	-	-	-	-
Land	-	-	-	-	-	-	-	-	-	-	-	-	-
Software	693	693	693	693	715	737	745	745	821	826	826	826	9,009
Film Stock	-	-	-	-	-	-	-	-	-	-	5,000	-	5,000
TOTAL DEPRECIATION EXPENSE	1,487	1,487	1,510	1,681	1,703	1,725	1,733	1,733	1,843	1,856	6,856	1,903	25,518

3D ACTION VIDEO, INC.
SUMMARY OF FIXED ASSETS AND DEPRECIATION

	Jan-14	Feb-14	Mar-14	Apr-14	May-14	Jun-14	Jul-14	Aug-14	Sep-14	Oct-14	Nov-14	Dec-14	Total
FIXED ASSET ADDITIONS													
Furniture & Fixtures	-	-	-	-	-	-	-	-	-	-	-	-	-
Vehicles	-	-	-	-	-	-	-	-	-	-	-	-	-
Computers	-	12,000	-	-	-	-	50,000	-	-	-	-	-	62,000
Mach & Equip.	-	-	-	-	-	-	-	-	-	-	-	-	-
Leaseholds	-	-	-	-	-	-	-	-	-	-	-	-	-
Land	-	-	-	-	-	-	-	-	-	-	-	-	-
Software	-	10,598	-	1,990	-	-	-	-	-	-	10,000	-	22,588
Film Stock	-	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL FIXED ASSET ADDITIONS	-	22,598	-	1,990	-	-	50,000	-	-	-	10,000	-	84,588
DEPRECIATION EXP													
Furniture & Fixtures	88	88	88	88	88	88	88	88	88	88	88	88	1,054
Vehicles	-	-	-	-	-	-	-	-	-	-	-	-	-
Computers	416	1,130	1,130	1,130	1,130	1,130	2,519	2,519	2,519	2,519	2,519	2,519	21,184
Mach & Equip.	574	574	574	574	574	574	574	574	574	574	574	574	6,883
Leaseholds	-	-	-	-	-	-	-	-	-	-	-	-	-
Land	-	-	-	-	-	-	-	-	-	-	-	-	-
Software	826	1,120	1,120	1,175	1,175	1,175	1,175	1,175	1,175	1,175	1,453	1,453	14,197
Film Stock	4,167	4,167	4,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	95,000
TOTAL DEPRECIATION EXPENSE	6,070	7,078	7,078	12,134	12,134	12,134	13,523	13,523	13,523	13,523	13,800	13,800	138,318

	Jan-15	Feb-15	Mar-15	Apr-15	May-15	Jun-15	Jul-15	Aug-15	Sep-15	Oct-15	Nov-15	Dec-15	Total
FIXED ASSET ADDITIONS													
Furniture & Fixtures	-	-	-	-	-	-	-	-	-	-	-	-	-
Vehicles	-	-	-	-	-	-	-	-	-	-	-	-	-
Computers	-	-	-	-	-	12,000	-	-	-	-	-	-	12,000
Mach & Equip.	-	-	-	-	5,000	-	-	-	-	-	-	-	5,000
Leaseholds	-	-	-	-	-	-	-	-	-	-	-	-	-
Land	-	-	-	-	-	-	-	-	-	-	-	-	-
Software	-	-	-	-	-	-	-	-	-	-	10,000	-	10,000
Film Stock	-	-	-	-	-	-	-	-	-	-	-	-	-
TOTAL FIXED ASSET ADDITIONS	-	-	-	-	5,000	12,000	-	-	-	-	10,000	-	27,000
DEPRECIATION EXP													
Furniture & Fixtures	88	88	88	88	88	88	88	88	88	88	88	88	1,054
Vehicles	-	-	-	-	-	-	-	-	-	-	-	-	-
Computers	2,519	2,504	2,504	2,504	2,504	2,837	2,837	2,837	2,837	2,837	2,837	2,837	32,398
Mach & Equip.	574	574	225	215	298	298	298	298	298	298	298	298	3,975
Leaseholds	-	-	-	-	-	-	-	-	-	-	-	-	-
Land	-	-	-	-	-	-	-	-	-	-	-	-	-
Software	1,453	1,453	760	760	760	760	760	760	760	760	1,038	1,038	11,065
Film Stock	9,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	9,167	110,000
TOTAL DEPRECIATION EXPENSE	13,800	13,785	12,744	12,734	12,817	13,151	13,151	13,151	13,151	13,151	13,429	13,429	158,492

3D ACTION VIDEO, INC.
SUMMARY OF FIXED ASSETS AND DEPRECIATION

Accumulated Fixed Assets - 2011	-	-	215,761	215,761	215,761	215,761	215,761	215,761	215,761	215,761	215,761	215,761
Accumulated Fixed Assets - 2012	215,761	215,761	217,110	227,367	228,162	228,961	229,260	229,260	233,723	234,203	534,203	535,903
Accumulated Fixed Assets - 2013	535,903	558,501	558,501	560,491	560,491	560,491	610,491	610,491	610,491	610,491	620,491	620,491
Accumulated Fixed Assets - 2014	620,491	620,491	620,491	620,491	625,491	637,491	637,491	637,491	637,491	637,491	647,491	647,491

HEADCOUNT ADDITIONS - 2012			# of addl HC		PC	Software Lic	Furntiture/Fixtures	Leasehold Impr	Equipment	**Total**
		amt per addl HC >>			**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**
1		Jan	-		-	-	-	-	-	-
2		Feb	-		-	-	-	-	-	-
3		Mar	-		-	-	-	-	-	-
4		Apr	-		-	-	-	-	-	-
5		May	-		-	-	-	-	-	-
6		Jun	-		-	-	-	-	-	-
7		Jul	-		-	-	-	-	-	-
8		Aug	-		-	-	-	-	-	-
9		Sep	-		-	-	-	-	-	-
10		Oct	1		-	-	-	-	-	-
11		Nov	1		-	-	-	-	-	-
12		Dec	-		-	-	-	-	-	-
			2		-	-	-	-	-	-

HEADCOUNT ADDITIONS - 2013			# of addl HC		PC	Software Lic	Furntiture/Fixtures	Leasehold Impr	Equipment	**Total**
		amt per addl HC >>			**$ -**	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**
1		Jan	5		-	-	-	-	-	-
2		Feb	-		-	-	-	-	-	-
3		Mar	-		-	-	-	-	-	-
4		Apr	-		-	-	-	-	-	-
5		May	-		-	-	-	-	-	-
6		Jun	1		-	-	-	-	-	-
7		Jul	2		-	-	-	-	-	-
8		Aug	-		-	-	-	-	-	-
9		Sep	-		-	-	-	-	-	-
10		Oct	-		-	-	-	-	-	-
11		Nov	-		-	-	-	-	-	-
12		Dec	-		-	-	-	-	-	-
			8		-	-	-	-	-	-

3D ACTION VIDEO, INC.
EQUIPMENT RENTAL COSTS

NOTE> DO NOT INCLUDE CAPITAL ASSET PURCHASES. SEE EQUIPMENT TAB

Type of Rent Exp / **Detail Project**	Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12	**Total**
Equipment Rental	-	-	-	-	-	-	-	-	-	-	-	-	-
6320 *Total*	-	-	-	-	-	-	-	-	-	-	-	-	-

3D ACTION VIDEO, INC.
WEBSITE DEVELOPMENT COSTS
Accounting & Finance

NOTE> DO NOT INCLUDE CAPITAL ASSET PURCHASES. SEE EQUIPMENT TAB

	Type of Marketing Exp Detail Project	Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12	Total
Contract Payroll														
	List Details Here													-
														-
														-
														-
														-
														-
														-
6310	*Total*	-	-	-	-	-	-	-	-	-	-	-	-	-
Computer Consulting														
		-	-	-	-	-	-	-	-	-	-	-	-	-
	Streaming Player Maintenance	250	250	250	250	250	250	250	250	250	250	250	250	3,000
	Streamiing Video Store Front	500	500	500	500	500	500	500	500	500	500	500	500	6,000
														-
														-
														-
														-
6320	*Total*	750	750	750	750	750	750	750	750	750	750	750	750	9,000
Research														
														-
														-
														-
														-
														-
														-
														-
6325	*Total*	-	-	-	-	-	-	-	-	-	-	-	-	-
Website Design														
	Website Hosting	-	-	-	-	-	-	-	-	-	-	-	-	-
														-
														-
														-
														-
														-
														-
6340	*Total*	-	-	-	-	-	-	-	-	-	-	-	-	-
Database Development														
														-
														-
														-
														-
														-
														-
														-
6350	*Total*	-	-	-	-	-	-	-	-	-	-	-	-	-
Internet Reg/Domains														
														-
														-
														-
														-
														-
														-
														-
6380	*Total*	-	-	-	-	-	-	-	-	-	-	-	-	-
Non CAP Software Maint														
														-
														-
														-
														-
														-
6365	*Total*	-	-	-	-	-	-	-	-	-	-	-	-	-
Other IT Costs														
														-
														-
														-
														-
6390	*Total*	-	-	-	-	-	-	-	-	-	-	-	-	-
	TOTAL	750	750	750	750	750	750	750	750	750	750	750	750	9,000

BUDGET YEAR	2013	1/1/2012	2/1/2012	3/1/2012	4/1/2012	5/1/2012	6/1/2012	7/1/2012	8/1/2012	9/1/2012	10/1/2012	11/1/2012	12/1/2012	total
	ENT LAST DAY OF MO FOR PAYROLL WS>>	1/1/2012	2/1/2012	3/1/2012	4/1/2012	5/1/2012	6/1/2012	7/1/2012	8/1/2012	9/1/2012	10/1/2012	11/1/2012	12/1/2012	
		1	2	3	4	5	6	7	8	9	10	11	12	
Days in Month		31	28	31	30	31	30	31	31	30	31	30	31	365
Days in Qtr.				90			91			92			92	365
Total Days		23	20	22	21	23	21	22	23	20	23	22	21	261
Holidays		1	0	0	0	1	0	1	0	1	0	1	1	6
Shipping Days/mo		22	20	22	21	22	21	21	23	19	23	21	20	255
Shipping Days/qtr				64			64			63			64	

Payroll Tax Rates

	RATE		MAX		AT MAX
FICA	7.62%	$	110,000	$	8,382
FUI and SUI	1.20%	$	20,000	$	240
Other	1.00%	$	-	$	-
	9.82%			$	8,622

Overtime Rate	1.500

Additional G&O cost for each additional Employee	$ -

DEPARTMENTS

2

CORP- Acct & Fin	1	10	Corporate	Accounting & Finance	1
CORP- HR	1	11	Corporate	Human Resources	2
CORP- IT Development	1	20	Corporate	IT Development	3
CORP- IT Network	1	21	Corporate	IT Network	4
CORP- Legal and Biz Dev	1	13	Corporate	Legal and Business Development	5
CORP- Marketing	1	30	Corporate	Global Marketing	6
CORP- Admin	1	40	Corporate	Administration	7
CORP- Overhead	1	50	Corporate	Overhead	8
US - Sales	2	60	US	Sales	9
US - Client Integration	2	61	US	Client Integration Services	10
US - CRM	2	62	US	Customer Relationship Management	11
US - Admin	2	40	US	Administration	12
US - Acct	2	10	US	Accounting & Finance	13

Cap Ex per New Employee	
PC	-
Software Purch	-
Furntiture/Fixtures	-
Leasehold Impr	-
Equipment	-
	-

Sales tax rate	0.00%

Depreciation Life	# month
Computer Hardware	36
Software	36
Furniture&Fixtures	84
Leasehold Impr	60
Vehicle	60
Land	999999999
Building	120
Equipment	60