

# **PRECIOUS METALS EXCHANGE CORP.**

## **INFORMATION STATEMENT**

March 4, 2009

(PRECIOUS METALS EXCHANGE CORP.)  
(Exact name of issuer as specified in its charter)

15305 N. Dallas Pkwy., Ste. 300  
Addison, Texas 75001  
(Address of Principal Office)

(972) 387-7420  
(Issuer's telephone number)

The number of shares outstanding of each of the Registrant's classes of common equity, as of the date of this information Statement, are as follows:

TRADING SYMBOL: PRMX                      CUSIP: 740168 109  
TAX ID NUMBER: 75-2845635              SHAREHOLDERS OF RECORD: 442

CLASS OF SECURITIES QUOTED: Common Stock, \$.001 par value

NUMBER OF SHARES OUTSTANDING: 20,450,434 common

## **CURRENT INFORMATION REGARDING**

### **PRECIOUS METALS EXCHANGE CORP.**

**A Nevada Corporation**

#### **ITEM 1: THE EXACT NAME OF THE ISSUER**

Precious Metals Exchange Corp. (hereinafter referred to as "PMEC," the "Issuer" or the "Company") – Articles of Amendment filed with the State of Nevada on December 23, 2008.

f/k/a Stealth Industries, Inc. – Articles of Amendment filed with the State of Minnesota on October 25, 1999 (name change). Articles of Incorporation filed with the State of Nevada on October 30, 2000 (Change of Domicile merger with Stealth Industries, Inc. (MN)).

f/k/a Assisted Living Corporation – Articles of Amendment filed with the State of Minnesota on November 3, 1993 (name change).

f/k/a Electric Reel Corporation of America, Inc. -- Articles of Incorporation filed with the State of Minnesota on August 15, 1968.

#### **ITEM 2: THE PRINCIPAL OFFICE OF THE ISSUER**

15305 N. Dallas Parkway, Ste. 300  
Addison, Texas 75001  
Telephone: (972) 387-7420  
Website: [www.cashoutmygold.com](http://www.cashoutmygold.com)

#### **ITEM 3: THE STATE OF INCORPORATION**

The Company was incorporated as Electric Reel Corporation of America, Inc., in Minnesota on August 15, 1968. The Company was originally in the business of developing, manufacturing and selling electric fishing reels and related sporting goods and equipment. During the 1980's the company discontinued this business activity, liquidated all its assets and liabilities and began to seek a suitable acquisition or merger partner.

In November 1993, the Company changed its name to Assisted Living Corporation, in connection with a change of control and to reflect the nature of its newly acquired operating subsidiary and its partners, which owned and managed assisted living centers for the elderly and others needing living assistance in and around Albuquerque, New Mexico. In October 1995, the Company distributed 100% of the shares of its operating subsidiary to an unrelated third-party and, once again, began to seek a suitable acquisition or merger partner.

In October 1999, the Company changed its name to Stealth Industries, Inc. in connection with a change of control and its commencement of a new business, designing, developing, installing and monitoring business and residential burglar and fire alarms in North Texas. In October 2000, the Company merged with and into a Nevada corporation of the same name, for the sole purpose of changing its domicile. The Company continued this business until early 2003, when a Receiver was appointed in litigation arising from an intramural management dispute. The Receiver was discharged in 2005, on his own motion, but the litigation continued until late 2008, when the Company's principals settled their dispute and the Company's President, Charles Townsend, purchased the other principal's shares, leaving him as the owner of 18,350,000 of the Company's 34,504,405 shares of common stock.

In December 2008, the Company entered into an agreement with Davco Holdings, LLC, d/b/a Volume Contacts, to acquire certain of its communications and electronic marketing equipment in exchange for shares. At the same time, the Company effected a 1:10 reverse split, so that the 15 million shares issued to Davco constituted more than 80% of its total issued and outstanding shares. The Company then launched its current business plan, utilizing its marketing equipment and skills to provide consumer "cash for gold" services, buying broken or unwanted gold jewelry and scrap.

## **BUSINESS SUMMARY**

Precious Metal Exchange Corporation will purchase gold jewelry, coins and other predominantly gold items from its customers, paying a discount to spot market prices for gold content, utilizing U.S. Mail and other expeditious, secure means for delivery and transfer of customer items and payment. The Company will utilize its electronic direct marketing equipment and massive data bases to identify and solicit potential individual and business customers in the US, Canada and Latin America. The Company has devoted significant time and resources to the development of an online CRM-based fulfillment mechanism tied to its website at [www.cashoutmygold.com](http://www.cashoutmygold.com), which tabulates customer kit

contents, calculates offering prices based on real time spot metal prices and pushes e-mail notices to customers to drive the sales process. The CRM-based fulfillment mechanism furthermore expedites mailing preparation, customer identification and retention, and integrates with off-the-shelf accounting and bank check generation software. We believe our direct marketing capabilities and predominantly automatic fulfillment process distinguish us from our competitors.

### ***Gold Market – General Information***

According to the 2007 US Geological Survey (USGS), the US uses approximately \$9.85 billion of metal value in gold each year, of which approximately \$7.88 billion in metal value is utilized to make jewelry. There is a shifting market trend, recycling versus mining, slowly taking place in the global precious metals market. The trend is noteworthy because the total known volume of gold mined and refined throughout history is only approximately 8,000 cubic meters, or a cube approximately 20 meters per side – a footprint slightly larger than half a basketball court --, and weighing 158,000 tons. Another measure sets the total volume of mined gold as approximately filling two Olympic-size swimming pools. 75% of this total volume has been mined and refined since 1910, and 50% since 1960. In sum, much of the gold in circulation today has been in circulation for some time and recycling is and has been a growing and significant component of gold consumption.

Mining costs have escalated due to significant increases in fuel, energy, labor, and transportation costs. Additionally, global environmental regulations specific to the mining industry have become increasingly stringent over the last decade. One of the results has been a decrease in overall global output in many precious metals derived from mining operations even though demand for precious metals remains constant or has increased (dependant on metal type). Couple this with overall market conditions, a current deep economic recession, and standard supply / demand curves, and it becomes easier to understand why precious metal prices have increased significantly over the last 12 months.

The United States Geological Survey (USGS) tracks precious metals utilization, output, and overall sector utilization on an annual basis. The trend line provided by the USGS in their 2007 estimates shows a clear percentage increase in recycled precious metals versus newly mined precious metals, as source material for a variety of industries.

For example, the USGS stated in their 2007 estimates that gold from recycled sources equated to 90 tons, or approximately 47% of reported

United States consumption. This indicates a domestic market of around \$3 billion annually in recycled gold. Mined gold equated to approximately \$5.1 billion, creating total estimated combined market of \$8.1 billion in "new" gold entering the domestic market. Estimated uses were jewelry / arts 84%, electrical /electronics 8%, dental / other 10%.

The USGS further reported an even starker contrast regarding silver. In 2007 United States domestic silver production equated to approximately 1,200 tons from the ground (traditional mining). This compares thoroughly 1,600 tons derived from recycling. This indicates a domestic market of around \$1 billion annually in recycled silver, and approximately \$750 million in newly mined silver, equating to a domestic market of \$1.75 billion for 2007.

Between these two recycled precious metal categories, the gross estimated market value is around \$4 billion in the United States annually and growing. For newly mined gold and silver, the United States market value is around \$5.85 billion. Total market estimates combined places the domestic consumption market at \$9.85 billion annually.

In our primary segment, we recycle old and broken jewelry. From along term standpoint, and with gold and silver as the primary foundation for domestic jewelry production, the USGS figures provide a strong indicator for our future basis for "raw material" inflows. Over 80% of available gold and silver consumed in the United States annually is utilized in the production of jewelry and related artistic items. By and large these items are sold to general consumers. A subset of these items will become "old," unwanted, or broken each year. We give those consumers a method to onetime those assets, while also providing the resulting recycled material back into the overall market.

These calculations only describe the newly purchased / sold materials (jewelry and associated items) that enter the consumer market each year. However, the overall number of consumer-purchased items in total circulation increases each year as new items are produced and enter the market. This additional potential inventory spans the entire physical life of that individual consumer.

Another unavoidable fact: Over the lifetime of an individual consumer, 100% of their precious metal items purchased will be passed to another party. Much of this will be passed onto other family members; the balance will be sold into the secondary markets where Precious Metals Exchange Corp. intends to serve as an intermediary between holders, refiners, marketers and consumers.

## ***Marketing and Automated Fulfillment***

The Company believes that its acquisition of Volume Contacts' voice broadcasting equipment and its proprietary lead lists give it a significant competitive advantage over other companies in the same "cash for gold" business. The market leader in this category, Cash4Gold, reportedly spends \$3 million per month in television, radio and e-mail advertising. In early 2009, it spent approximately \$2.9 million for a 60-second advertisement during the Super Bowl television broadcast. Another competitor, DollarsForGold, utilizes lead generation involving paid banner placement, a third party call center and scripted, direct solicitations. Media contacts advise its expenses versus capture rates result in performing lead rates ranging upwards from \$50.00 per contact.

The Company currently owns FTC "Do Not Call" scrubbed "full information" lead lists covering 11 million residential phone numbers and "limited information" lead lists covering an additional 85 million residential and business phone numbers. We are currently negotiating for acquisition of DNC scrubbed cell phone lists covering an additional 100 million phone numbers. On FI lists, the Company can sort geographically by Zip and Zip+4, or by exchange and address, permitting dialing to very specific areas. On LI lists, the Company can sort by area codes and exchanges, permitting less specific dialing.

We intend to localize our dialing to economically depressed areas, with an emphasis on geographical areas surrounding bankrupt or closing industrial plants identified from U.S. Department of Commerce notifications, news reports or otherwise. Because we own our equipment and the lead lists, and have exceptionally low per call pricing due to our long-standing relationships with carriers and re-sellers from our Volume Contact relationship, we anticipate our direct marketing through voice broadcasting can be conducted for a fraction of the cost our competitors incur with more traditional advertising.

We also anticipate cost savings and better "lead capture" rates by reason of our automated back-end fulfillment mechanism. We developed a proprietary interface to a national leader CRM provider that permits seamless customer / Company interaction. The interface and software automate each step of the customer fulfillment process, from ordering a priority gold kit to payment for accepted offers. Customers input contact information on our website to request a kit, a case is opened in the software, including mail merge to label printing, and an e-mail notifies the customer that the kit was sent, and then when the kit is received back to the Company.

The software tracks the kit through processing, based on manual testing of each item sent in the kit for weight and gold content, and automatically calculates the customer offer price based on real-time spot gold prices. The customer receives e-mail notification of an offer, directing the customer back to our website, where the offer is transmitted and the customer either accepts or rejects it. Accepted offers drive instructions to our accounting software for check generation and mail merge for labeling; rejected offers generate instructions for kit content return, and open a window for second chance offers dependent in part on spot gold price movement.

The Company uses service representatives and technicians to label and send kits, test kit content, and then approve check generation, but not much else. Automation permits us to handle commercial customer interaction efficiently, with less necessary human interaction, fewer opportunities for human error, and for far less expense than we believe our competitors incur.

In addition, the Company is implementing a video kit opening recording process that we believe will both heighten customer confidence in our systems, and provide a hopefully unnecessary deterrent to shrinkage. Upon receipt, customer Priority Gold Kits are logged into the CRM software and transported to our secure testing site. We will video opening the kits, and maintain a record on a secure server under the kit ID that is available only to the customer and the Company, so that the customer can then assure what he sent is what we received, furthermore verifying our testing-to-offer process.

#### **ITEM 4: THE NAME AND ADDRESS OF THE TRANSFER AGENT**

Signature Stock Transfer, Inc.  
2632 Coachlight Court  
Plano, Texas 75093  
972.612.4120  
972.612.4122 (fax)

Signature Stock Transfer is currently registered under the Exchange Act and is an SEC approved transfer agent.

#### **ITEM 5: THE NATURE OF THE ISSUER'S BUSINESS**

##### **A. Business Development**

##### **1. The form of organization of the issuer**

PMEC is a Nevada Corporation.

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

1968

**3. The issuers fiscal year end date**

The fiscal year end date is December 31.

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

A receiver was appointed for the Company in 2003, in Charles Townsend, et al. v. David Stull, et al. [192nd District Court, Dallas Co., TX No. CC-02-04293]. The Receiver was discharged on his own motion in 2005.

**5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets**

See above. The Company effected a reverse merger and underwent a change of control in December 2008, all in connection with its acquisition of the Volume Contacts equipment and commencement of the gold purchase business.

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

None.

**7. Any change of control**

In September 2008, Charles Townsend acquired 9,350,000 shares of the Company's common stock from David Stull, as part of their litigation settlement; with these shares, in addition to the 9,000,000 he already owned, Mr. Townsend owned approximately 53% of the Company's shares after this transaction. In December 2008, the Company effected a 1:10 reverse split, and issued 15,000,000 shares of its common stock to Davco Holdings, LLC; as a result of these transactions, Davco owned more than 80% of the Company's common stock.

**8. Any increase in 10% or more of the same class of outstanding equity securities**

See above. In December 2008, the Company effected a 1:10 reverse split, and issued 15,000,000 shares of its common stock to Davco Holdings, LLC; as a result of these transactions, Davco owned more than 80% of the Company's common stock.

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

See above. In December 2008, the Company effected a 1:10 reverse split, and issued 15,000,000 shares of its common stock to Davco Holdings, LLC; as a result of these transactions, Davco owned more than 80% of the Company's common stock.

**10. Any delisting of the issuer's securities by any securities exchange or NASDAQ or deletion from the OTC Bulletin Board**

The Company's securities have not been de-listed and are not in the process of being de-listed by the Securities and Exchange Commission or NASD.

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

There are no current, past, or pending legal proceedings or administrative actions.

**B. Business of Issuer**

**1 Indicate the issuer's primary and secondary SIC Codes**

The Primary SIC Code for the issuer is 1040 and its secondary SIC code is 5944.

**2. If the issuer has never conducted operation, is in the developmental stage or is currently conducting operations**

The Company has commenced operations.

**3. If the Issuer is considered a “shell company” pursuant to SEC Rule 405 of the Securities Act of 1933**

No.

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

The Company has no parent, subsidiaries or affiliates.

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

The Company does not foresee any substantial change that could adversely affect the business of the Company at this time. We constantly review the status of pawn shop and other similar regulations, as well anti-money laundering rules, which may impact our business.

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

We’ve undertaken market analysis to determine the likelihood of continued viability of this business over the past several months. We have devoted six weeks and employed the assistance of an independent software development company to provide us the customer portal and back-end functionality with our CRM provider. We have also spent the last 4 weeks verifying the DNC status of our FI and LI call lists, and ensuring working numbers for use in our marketing efforts.

**7. Costs and effects of compliance with environmental laws (federal, state and local)**

None. Our use of nitric acid reductions for testing noble metals will be occasional and conducted at the site of our contract refiner.

**8. Number of total employees and number of full time employees**

The Issuer currently has no employees other than its officers and directors because we outsource and contract for most of our needs. We contract

maintenance and updates on our equipment from service providers recommended by our co-location facility, and FI and LI list maintenance from those providers. The CRM is maintained under our contract with that provider. Metal refining and testing services are provided by a national refining/depository company for a percentage of gold content. Our President is an accountant, and provides bookkeeping and other financial services. When we commence operations, we anticipate hiring minimal office staff and adding testers and data entry personnel on an as-needed basis.

### **C. Investment Policies**

**1. Investments in real estate or interests in real estate. Indicate the types of real estate in which the issuer may invest, and describe the method (or proposed method) of operating and financing these properties. Indicate any limitations on the number or amount of mortgages that may be placed on any one piece of property.**

None.

**2. Investments in real estate mortgages. Indicate the types of mortgages and the types of properties subject to mortgages in which the issuer plans to invest. Describe each type of mortgage activity in which the issuer intends to engage, such as originating, servicing and warehousing, and the portfolio turnover rate.**

None.

**3. Securities of or interests in persons primarily engaged in real estate activities. Indicate the types of securities in which the issuer may invest, and indicate the primary activities of persons in which the issuer may invest and the investment policies of such persons.**

None.

## **ITEM 6: THE NATURE OF PRODUCTS OR SERVICES OFFERED**

### **A. Principal products or services, and their markets**

The Company purchases broken or unwanted gold jewelry and scrap from customers identified through its direct marketing efforts. See above.

**B. Distribution methods of the products or services**

Direct marketing is effected through directed voice dialing and e-mails, Internet advertisement and websites, and the U.S. Mail.

**C. Status of any publicly announced new product or service**

The Company offers its services through its web portal, at [www.cashoutmygold.com](http://www.cashoutmygold.com).

**D. Competitive business conditions, the Issuer's competitive position in the industry, and methods of competition**

There are several companies conducting the same basic "cash for gold" business that we operate, several of whom appear to have been in business for some time and others that appear better capitalized. This is a highly competitive business, and reputation for reliability as well as offering prices for gold are contested. We believe that our ability to target potential customers through our marketing equipment and the efficiencies provided by our automated customer service portal and payment method will eventually give us a competitive advantage. Our market research reveals only one publicly traded company engaged in our business, Money4Gold, Inc., although we anticipate numerous additional competitors.

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

Not applicable.

**F. Dependence on one or a few major customers**

The Company is not dependent on one major customer.

**G. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration**

None. We are preparing trademark and copyright applications for our marks and certain functions of our CRM application.

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

Because we do not operate as a pawn shop or provide pawn loans, we are not subject to licensing or permitting by any government or municipal agency. Because of the nature of our marketing efforts, we are careful to ensure compliance with Federal Trade Commission "Do Not Call" regulations, as well as the CANN-SPAM statutes when making initial contacts with customers.

**Item 7: The nature and extent of the issuer's facilities**

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

The Company maintains its corporate offices at 15305 N. Dallas Tollway, Ste. 300, Dallas, Texas 75001. The Company has a renewable lease for approximately 300 square feet of office space at this location. The Company also maintains a 600 square foot testing and handling facility in a nearby office/light industrial facility under a renewable lease. For security purposes, we do not disclose the address of this facility. The Company maintains secure cage space for its electronic marketing equipment in a co-location facility at 1950 N. Stemmons Freeway, 3rd Floor, Dallas, Texas

- B. If the Issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.**

The Company has a renewable lease at \$2.25 per square foot for its office space, \$1.00 per square foot for its testing and handling space, and a fixed rate of \$2,500 per month for its secure cage space.

- C. If the Issuer owns any property or properties, for which the book value amounts to 10 percent or more of the total assets of the Issuer and its consolidated subsidiaries for the last fiscal year furnish the following information for each such property (otherwise disclosure of the below items 1-7 does not need to be included):**

- 1. Describe the general character and locations of all materially important properties held or intended to be acquired by or leased to the Issuer and describe the present or proposed use of such properties and their**

**suitability and adequacy for such use. Properties not yet acquired should be identified as such.**

HARDWARE

4	DS-3 Master Controllers (SpitfireX) with 40x48 port VBS and 14x96 port VBS
2	24 port switches (Generic)
38	Carrier Access Channel Banks (Generic)
8	ADIT 600 Channel Banks
10	Atlas 550s
2	Muxes (Generic)
4	16 port KVMs
1	Monowall Firewall
1	Cooling Unit (2 ton/Internal Portable)
12	APC/Power Controller Units
Misc.	Cabling for above

SOFTWARE

1	Licenses for DS-3 Master Controllers (Dialogic Cards, SPX (48 and 96), SPX Pro (48 and 96), MySql, PCAnywhere, DB Server)
1	10mm Full Record DB for VBS (all info)
1	96mm Partial Record DB for VBS (number sort)

- 2. State the nature of the Issuer's title to, or other interest in, such properties and the nature and amount of material mortgages, liens, or encumbrances against such properties. Disclose the current principal amount of each material encumbrance, interest and amortization provisions, prepayment provisions, maturity date and the balance due at maturity assuming no repayments.**

Direct Ownership (purchased from Volume Contacts)

- 3. Outline briefly the terms of any lease or any such properties or any option or contract to purchase or sell any of such properties.**

N/A

- 4. Outline briefly any proposed program for the renovation, improvement or development of such properties,**

**including the estimated cost thereof and the method of financing to be used. If there are no present plans for the improvement or development of any unimproved or undeveloped property, so state and indicate the purpose for which the property is to be held or acquired.**

N/A

- 5. Describe the general competitive conditions to which the properties are or may be subject.**

N/A

- 6. Include a statement as to whether, in the option of the management of the Issuer, the properties are adequately covered by insurance.**

Our co-location facility maintains acceptable fire and casualty insurance covering the contents of its cages. Our landlords maintain similar coverage, in addition to comprehensive premises coverage. We have devised security systems and procedures for handling customer gold kits, as insurance for such activities is either unavailable or prohibitively expensive.

- 7. With respect to each improved property which is separately described, provide the following in addition to the above:**

- a. Occupancy rate;
- b. Number of tenants occupying 10% or more of the rentable square footage and principal nature of business of each such tenant, and the principal provisions of each of their leases;
- c. Principal business, occupations and professions carried on in, or from the building;
- d. The average effective annual rental per square foot or unit;
- e. Schedule of the lease expirations for each of the next 10 years, stating:
  - i. The number of tenants whose leases will expire;
  - ii. The total are in square feet covered by such leases;
  - iii. The annual rental represented by such leases, and
  - iv. The percentage of gross annual rental represented by such leases.

- f. Each of the properties and components thereof upon which depreciation is taken, setting forth the:
  - i. Federal tax basis;
  - ii. Rate;
  - iii. Method; and
  - iv. Life claimed with respect to such property or component thereof for purposes of depreciation
- g. The realty tax rate, annual realty taxes and estimated taxes on any proposed improvements.

N/A

### **ITEM 8: THE EXACT TITLE AND CLASS OF THE SECURITIES OUTSTANDING**

Security Symbol: PRMX  
CUSIP Number: 740168 109  
Common Stock - \$.001 Par Value

### **ITEM 9: THE PAR OR STATED VALUE OF THE SECURITY**

Fifty Million (50,000,000) shares of stock authorized in the Company's Articles of Incorporation filed within the State of Nevada all of which are designated as \$.001 par value Common Stock.

### **ITEM 10: THE NUMBER OF SHARES OR TOTAL AMOUNT OF THE SECURITIES OUTSTANDING**

#### **A. The Number of Shares Outstanding**

As of December 31, 2007

Fifty Million (50,000,000) shares of stock authorized in the company's Articles of Incorporation filed within the State of Nevada of shares of Common Stock at par value \$.001.

Thirty Four Million Five Hundred and Four Thousand and Thirty Four (34,504,034) shares of common stock outstanding.

Five Hundred Seventy Nine Thousand Three Hundred Ninety Three (597,393) shares of the outstanding common stock were not restricted; Three Hundred Seventy Six Thousand Seven Hundred and Sixty Four (376,764) were deposited in CEDE&Co.

442 shareholders of record.

As of December 31, 2008

Fifty Million (50,000,000) shares of stock authorized in the company's Articles of Incorporation filed within the State of Nevada of shares of Common Stock at par value \$.001.

Eighteen Million Four Hundred and Fifty Thousand Four Hundred and Thirty Four (18,450,434) shares of common stock outstanding. This figure reflects the 1:10 reverse split and the 15,000,000 share issuance to Davco Holdings, LLC.

Fifty Seven Thousand Six Hundred and Forty Four (57,644) shares of the outstanding common stock were not restricted; Thirty Seven Thousand Six Hundred and Seventy Six (37,676) were deposited in CEDE&Co.

As of February 15, 2009

Fifty Million (50,000,000) shares of stock authorized in the company's Articles of Incorporation filed within the State of Nevada of shares of Common Stock at par value \$.001.

Twenty Million Four Hundred and Fifty Thousand Four Hundred and Thirty Four (20,450,434) shares of common stock outstanding.

Two Million Fifty Seven Thousand Six Hundred and Forty Four (2,057,644) shares of the outstanding common stock were not restricted; Two Million Thirty Seven Thousand Six Hundred Seventy Six were deposited in CEDE&Co.

**ITEM 11: LIST OF SECURITIES OFFERINGS AND SHARES ISSUED FOR SERVICES IN THE PAST TWO YEARS**

The Company has not filed or registered its shares with any regulatory agency and has not offered shares for sale under any Offering Memorandum. The free trading shares in the Company are exempt from Registration under the Securities Act of 1933, Section 4(1).

Nature of Offering	Date	Jurisdiction	Price	Current Trading Status
18,000,000 shares issued to Davco Holdings, LLC for	12-23-08	Nevada	\$.001	Restricted

equipment				
2,000,000 shares issued for partial satisfaction of debt	2-9-09	Nevada	\$.001	Free Trading

**ITEM 12: THE NAME OF THE CHIEF EXECUTIVE OFFICER, MEMBERS OF THE BOARD OF DIRECTORS, AS WELL AS CONTROL PERSONS**

**A. OFFICERS AND DIRECTORS**

In responding to this item, please provide the full names, business addresses, employment histories (which should list all previous employers for the past 10 years, positions held, responsibilities and employment dates), board memberships, other affiliations, compensation, and number of securities (and of which class) beneficially owned by each such person, which information must be no older than the date of this information statement, for the Issuer.

**1. Executive Officers**

Garrett Vogel: President/Director

Mr. Vogel holds a B.A. degree from Southern Methodist University and an MBA from University of California-Berkley. He has more than 30 years experience as a consultant, manager and entrepreneur. Garrett has served in financial, operational and chief executive officer capacities in various industries including precious metals and high growth situations. He was co-founder and Chief Financial Officer of an Inc. Magazine 500 "fastest growing private company" which ultimately was acquired by a NYSE company. For 16 years Garrett has been an invited attendee to the SEC's Government-Business Forum on Small Business Capital Formation. He was appointed to the City of Dallas, Mayor's Commission on Capital formation and to the City of Dallas Human Services Commission. He currently serves on the Dallas County Treasurer's Citizen's Advisory Board, is a Dallas City Council appointee to the Martin Luther King, Jr. Community Center's Board of Directors and is a Trustee of the Paul and Betty McDonald Foundation. Garrett presently is a partner in Forensic Financial Consultants.

Mark L. Ussery: Vice President/Secretary-Treasurer/Director

Mr. Ussery holds a B.S. degree in Geology from Southern Methodist University. From 1970 to 1979, he was Vice President of Sales for Ussery Printing, Inc., a family owned, Dallas based printing company. From 1979 to 2004, Mr. Ussery owned and operated Adams Printing and Packing, Inc.,

a Dallas based manufacturer of point of purchase displays and visual packaging. From 2005 to present, Mr. Ussery has worked as a Business Development Consultant, providing business structure and operations advice, and corporate mission sharpening services. His clients include Combustion Media, HoteleGuide, The Tracking Corporation, Automotive Software Design, and Trans-Global Communications.

<u>Name and Position</u>	<u>Common Stock Owned</u>	<u>Percentage Owned</u>
Garrett Vogel President & Director	1,000,000	4.9%
Mark L. Ussery Vice President/Secretary-Treasurer & Director	500,000	2.45%

## 2. Directors

### **ITEM 13: PROVIDE A LIST OF THE NAME, ADDRESS AND SHAREHOLDINGS OF ALL PERSONS HOLDING MORE THAN FIVE PERCENT (5%) OF ANY CLASS OF THE ISSUER'S EQUITY SECURITIES**

#### **B. LEGAL/DISCIPLINARY HISTORY**

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

None

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

No

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the CFTC, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated

None.

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

In 2005, Mr. Vogel agreed to an order terminating his license to practice public accountancy.

### **C. DISCLOSURE OF CERTAIN RELATIONSHIPS**

To the extent not otherwise disclosed, describe all relationships and affiliations among and between the shareholders and the Issuer, its predecessors, its present and prior officers and directors, and other shareholders.

None.

### **D. DISCLOSURE OF CONFLICTS OF INTEREST**

Describe any related party transactions or conflicts of interest. Provide the description of the circumstances, parties involved and mitigating factors for any related party transactions or executive officer or director with competing professional or personal interests.

None.

### **ITEM 14: THE NAME OF ANY OUTSIDE PROVIDERS THAT ADVISE THE ISSUER ON MATTERS RELATING TO THE OPERATIONS, BUSINESS DEVELOPMENT AND DISCLOSURE. THE INFORMATION SHOULD INCLUDE THE ADVISOR(S) NAME, ADDRESS, TELEPHONE, AND EMAIL ADDRESS**

1. Investment Banker

None.

2. Promoters

None.

3. Counsel

David Gibson  
The Gibson Law Group  
1801 N. Hampton Rd., Ste. 210  
DeSoto, Texas 75115  
(972) 291-9300  
dgibson@gibsonlawgroup.com

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

None.

5. Public Relations Consultant(s)

Jack Eversull  
The Eversull Group  
5601 Democracy Drive, Ste. 295  
Plano, TX 75024  
(972) 378-7915  
info@theeversullgroup.com

6. Investor Relations Consultant

None.

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure documentation – the information should include the advisor(s)’ telephone number and email address.

None.

**ITEM 15: ADEQUATE DISCLOSURE OF THE ISSUER’S (OR ITS PREDECESSOR’S) CURRENT FINANCIALS POSITION, WHICH SHOULD INCLUDE THE MOST RECENT FISCAL YEAR AND ANY ITERIM QUARTERS.**

See the financial statements posted at [www.pinksheets.com](http://www.pinksheets.com). Issuer will continue to post quarterly financial reports.

**ITEM 16: SIMILAR FINANCIAL INFORMATION FOR SUCH PART OF THE 2 PRECEDING FISCAL YEARS AS THE ISSUER OR ITS PREDECESSOR HAS BEEN IN EXISTENCE.**

See financials statements posted at [www.pinksheets.com](http://www.pinksheets.com).

## CERTIFICATION

I, Garrett Vogel, hereby certify that I have reviewed the Information and Disclosure Statement, Exhibits, and all notes thereto, and, having full authority to sign on behalf of the Company hereby certify that the information is complete and presented fairly in all material respects.

Date: March 4, 2009

/s/

President and Director