

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

HARD COPY

In the Matter of

STRIPER ENERGY, INC.

Administrative Proceeding
File No. 3-17250

**DIVISION OF ENFORCEMENT'S OPPOSITION
BRIEF IN THE MATTER OF STRIPER ENERGY, INC.**

Respectfully submitted,
DIVISION OF ENFORCEMENT
By its attorneys:

Richard M. Harper II
Dahlia Rin
Michael J. Vito
U.S. Securities and Exchange Commission
33 Arch Street, 24th Floor
Boston, Massachusetts 02110
(617) 573-8979 (Harper)
(617) 573-4590 (Facsimile)

Dated: May 27, 2016

Table of Contents

INTRODUCTION1

PROCEDURAL HISTORY1

STATEMENT OF FACTS2

 A. Issuer Background2

 B. Striper’s History of Manipulation.....5

 C. Misstatements and Omissions in the 2015 Annual Report and Financial Statements7

 D. Striper’s Current Activity and a Likely New Attempt at a False Informational Campaign and the Potential for Pre-Arranged Trading to Manipulate the Price.....8

ARGUMENT9

 A. The Commission Properly Concluded that Striper’s Lack of Current and Accurate Information Required a Temporary Trading Suspension for the Public Interest and the Protection of Investors.....9

 B. Striper’s Predecessor: A Pink-Sheet-Listed Shell with a History of Name and Business Operation Changes and Manipulation, Repeatedly Saddled with Legal Debt for Conversion to Stock by an Attorney Who Solicited the Shell’s Sale for Reverse-Merger and Engaged in Registration Exemption Fraud.11

 C. Current Striper Management: Failed to Make Any Disclosure of Convertible Debt Held or Converted By Attorney Soliciting Sale of Shell Entity.....13

 D. Striper Engaged in Misleading Investor Promotion Before and After Its Reverse Merger with Insight.....14

CONCLUSION.....17

Table of Authorities

Commission Opinions

In re Bravo Enterprises, Exchange Act Rel. No. 75775,
2015 WL 5047983 (Aug. 27, 2015)..... 9-11

Statutes

15 U.S.C. §78l(k)(1)9

INTRODUCTION

The Division of Enforcement (“Division”) hereby submits this brief in Opposition to Petitioner’s Opening Brief in the Matter of Striper Energy, Inc. (“Striper”) (“Pet. Brief”).

PROCEDURAL HISTORY

On May 6, 2016, pursuant to Section 12(k) of the Securities Exchange Act of 1934 (“Exchange Act”), the Commission temporarily suspended trading in Striper (ticker symbol “CPCCD”) through May 19, 2016 (“Trading Suspension Order”). *See Striper Energy, Inc.*, Securities Exchange Act Release No. 500-1, 2016 WL 2619033 (May 6, 2016). The Commission suspended trading because it appeared “that there is a lack of current and accurate information concerning the securities of [Striper] due to questions regarding the accuracy and adequacy of publicly disseminated information in the company’s December 31, 2015 annual report and accompanying financials provided to OTC Markets Group, Inc. concerning, among other things, Striper’s operations and financial obligations.” Further, the Commission determined that it was “of the opinion that the public interest and the protection of investors require a suspension of trading” in Striper securities.

On May 6, 2016, following entry of the trading suspension, the Division notified Striper of the suspension and conveyed the considerations on which the Division’s recommendation to the Commission was based. *Vito Aff.* ¶¶3-4. On May 11, 2016, pursuant to Rule of Practice 550, Striper petitioned the Commission for termination of the Trading Suspension Order (“Petition” or “Pet.”). In accordance with Rule of Practice 550(b), on the same day, May 11, the Commission issued an Order Requesting Additional Written Submissions (“Briefing Order”). 5/11/2016 Order, AP File 3-17250.

On May 16, 2016, the Division filed all the information that was before the Commission at the time of the Trading Suspension Order except privileged legal analysis or sensitive information about the Staff's investigative methods. On May 23, 2016, Petitioner filed its opening brief and appendices ("Pet. Brief").

STATEMENT OF FACTS

A. Issuer Background

Striper (f/k/a Corporate Partners Corporation / ticker symbol "CPCC"; f/k/a Insight Management Corporation / ticker symbol "ISIM"; f/k/a Skreem Records Corporation) is a Florida corporation which claims to have a principal place of business in Addison, Texas. Striper is a purported "independent energy company specializing in the identification, acquisition, drilling, development and operation of oil and gas properties" with 2015 revenues of \$5,675 and an accumulated deficit of almost \$16 million.¹ 5/16/2016 Rin Aff., ¶3.

Since Striper's predecessor was incorporated in March 2006 under the name Skreem Records Corporation, the corporate entity has changed its name four times (most recently, twice in the past six months) and engaged in a variety of unrelated business models. 5/27/2016 Rin Aff., ¶¶4-5. These changes are detailed more fully in the Argument below.

Striper purports to have acquired 56 wells in the state of Oklahoma; however, the Division has been unable to substantiate this claim. 5/16/2016 Rin Aff., ¶4. According to Striper's 2015 annual report, the 56 wells that Striper has purportedly acquired were all taken offline in 2011, and Striper projects spending \$410,000 "to capitalize on the operating history of

¹ Striper attempts to disclaim its \$16 million accumulated deficit by claiming that it concerns only its predecessor entity. Pet. Brief, p.1. This assertion is belied by the 2015 financial statements of Insight Management Corporation ("Insight"), Striper's predecessor, which report an accumulated deficit of \$15,929,144 as of December 31, 2015 and provide, in the Notes to Consolidated Financial Statements, that "[t]he accompanying financial statements . . . include the accounts of Striper Energy." 5/27/2016 Rin Aff., ¶13, Ex. H, at F-3, F-6, F-7.

these wells to create an inexpensive and fast track to revenue.” *Id.* No further detail is provided on what would be required to return these wells to an operational and revenue-producing condition. *Id.* The Oil and Gas Conservation Division of the Oklahoma Corporation Commission has informed the Division that Striper Wells, LLC is registered to operate only 11 wells in the state; this registration was made on September 30, 2015. *Id.* Striper acknowledges that it is only “liable for” 11 wells, which ceased production in October 2015. Pet. Brief, p.2.

In July 2015, Striper’s predecessor, Insight Management Corporation (“Insight”) acquired Striper Wells, LLC through a reverse merger. 5/16/2016 Rin Aff., ¶9. Samuel Smith (“Smith”) has been the President of Striper since January 6, 2016 and was formerly the principal of Striper Wells, LLC. *Id.*, ¶10.

Striper’s common stock is quoted on OTC Link (previously “Pink Sheets”) operated by OTC Markets Group, Inc. (“OTC Markets”) (“OTC Link”), and Striper has posted certain corporate information on OTC Markets’ website. 5/16/2016 Rin Aff., ¶5.

On April 20, 2016, the company changed its name from Insight Management Corporation to Striper Energy, Inc., and the company’s common stock effected a 1-30 reverse split. 5/27/2016 Rin Aff., ¶4, Ex. B, at 2; 5/16/2016 Rin Aff., ¶15. Additionally, before the Commission issued the Trading Suspension Order, a ticker symbol change from “CPCCD” to “OILZ” was planned to take effect on May 17, 2016. 5/16/2016 Rin Aff., ¶15. Prior to the April 20, 2016 reverse stock split, Striper had 2,107,670,007 shares outstanding, 2,000,000,000 of which were issued to the Smith (the company’s President) in connection with the July 2015 reverse merger. 5/27/2016 Rin Aff., ¶4, Ex. B, at 2; 5/16/2016 Rin Aff., ¶6. After the April 20, 2016 reverse split, Striper had 70,256,667 shares outstanding, approximately 67 million of which are currently held by Smith. *Id.*

As of April 29, 2016 (more than a week after the reverse split), Striper's stock price was \$0.114 per share. 5/16/2016 Rin Aff., ¶6. On May 3, 2016, Striper's stock price opened at \$1.00 following trading volume of 204 shares. *Id.*, ¶7. The Division is not aware of any explanation (and Striper has offered none) for this recent, nine-fold increase in stock price. *Id.* The last time that Striper's stock traded in this range was more than one year ago, when, on April 23, 2015, 463 shares were sold at \$1.185. *Id.* From approximately August 2015 through April 2016, the stock did not trade above \$0.132 and had total sales of fewer than 5,000 shares. *Id.*

Mustafa Sayid ("Sayid"), age 59, resides in Haworth, New Jersey. 5/16/2016 Rin Aff., ¶12. Sayid has been the managing partner of the law firm of Sayid and Associates LLP ("Sayid and Associates") in New York, New York since 1999 and is presently registered as an attorney in New York and Massachusetts. *Id.* Sayid served as legal counsel for Striper's predecessor at least from July 2010 to July 2015. *Id.* Sayid has asserted his Fifth Amendment right against self-incrimination in response to Division subpoenas for documents and testimony. *Id.* Kevin Jasper ("Jasper"), age 56, resides in New York, New York. *Id.*, ¶13. Jasper is a paralegal employed by Sayid and Associates and served as President of Striper's predecessor, a member of the Board of Directors, and/or sole owner of the company's super-voting Series A Preferred stock at least from August 2010 to July 2015. *Id.*

In connection with the July 2015 reverse merger by which Insight acquired Striper Wells, LLC, Insight's Board of Directors resigned and ceded control of the company to Smith. 5/16/2016 Rin Aff., ¶14. Smith paid Sayid approximately \$30,000 in connection with the transaction. *Id.* Additionally, Jasper assigned his preferred stock to Smith in July 2015 in connection with ceding control of the company. *Id.* Further, in July 2015, the Board of Directors of Insight represented to Striper Wells, LLC that the company's liabilities and notes

had “lapsed with the exception of \$490,799 in convertible debt owed to Sayid and Associates, LLP.” *Id.*, ¶¶14, 23; 5/27/2016 Rin Aff., ¶15, Ex. J, at 1. The Board of Directors also issued a resolution in July 2015 confirming that \$490,799 was owed to Sayid and Associates and authorizing the conversion of this amount from debt to equity. 5/16/2016 Rin Aff., ¶¶14, 23; 5/27/2016 Rin Aff., ¶14, Ex. I, at 1.

B. Striper’s History of Manipulation

In May 2012, the Commission named Striper’s predecessor, Insight, in a complaint filed in the U.S. District Court for the Central District of California against Nicholas Louis Geranio (“Geranio”) and Keith Field (“Field”), among others, for violations of the antifraud provisions of the securities laws arising from a boiler room scheme to sell Regulation S securities to offshore investors. *SEC v. Geranio, et al.*, 12-cv-04257-BRO-JC (C.D. Cal.). The complaint alleged that Geranio controlled the operations of the issuers implicated in the scheme, including Striper’s predecessor,² and generally directed matched orders and manipulative trades to artificially inflate the issuers’ share prices in furtherance of the scheme. 5/16/2016 Rin Aff., ¶17. Geranio and Field both entered into settlement agreements with the Commission. *Id.* Geranio, together with his companies, The Good One, Inc. and Kaleidoscope Real Estate, Inc., and relief defendant BWRE Hawaii, LLC, were jointly and severally ordered to pay disgorgement in the amount of \$2,135,000 and a civil penalty of \$500,000. *Id.* Field was ordered to pay disgorgement in the amount of \$154,605. *Id.*

Sayid represented eight witnesses in testimony before the Commission in connection with the investigation that resulted in the May 2012 case against Geranio and Field. 5/16/2016 Rin Aff., ¶18. In June 2012, less than a month after the Commission filed its complaint against

² Striper claims that it cannot find any mention of its predecessor in the Complaint. Pet. Brief, p.4. Insight Management Corporation and its ticker symbol, ISIM, are both identified in paragraph 24 of the Complaint.

Geranio and Field, Sayid sent an email to potential investors that referred to Striper's predecessor and at least one other company implicated in the boiler room scheme as "shells" that were candidates for reverse mergers. *Id.*, ¶19. Notwithstanding this statement, during that same month, Sayid certified in an attorney opinion letter provided to OTC Markets and accompanying the financial statements of Striper's predecessor that the company was not a "shell." *Id.*

In February 2013, once Sayid had secured investors and in connection with a reverse merger transaction, Sayid assigned debt, which Striper's predecessor purportedly owed to him for legal services, to eight foreign nominees, in exchange for a payment of \$50,000. 5/16/2016 Rin Aff., ¶20. Sayid received this \$50,000 payment for his purported debt from Mitchell H. Brown ("Brown"), who has since pled guilty to two separate criminal matters in the U.S. District Court for the District of Massachusetts involving market manipulation and pump-and-dump schemes. *Id.*, ¶21. In particular, Brown has pled guilty to conspiracy, securities fraud, and wire fraud charges in *United States v. Affa, et al.*, 14-cr-10221-WGY (D. Mass.); and to conspiracy and securities fraud charges in *United States v. Brown*, 15-cr-10297-WGY (D. Mass.). *Id.* His sentencing in both matters is currently scheduled for June 20, 2016 (postponed from the previously scheduled date of May 16, 2016). 5/27/2016 Rin Aff., ¶6. Brown has also been charged by the Commission with securities fraud in violation of Section 10(b) of the Exchange Act and Section 17(a) of the Securities Act in *SEC v. Affa, et al.*, 14-cv-12959-MLW (D. Mass.). 5/16/2016 Rin Aff., ¶21.

Sayid and others then caused the company to issue 100 million shares of stock and took steps to make it appear that these shares qualified for removal of a restrictive legend pursuant to Rule 144, when in fact they did not. 5/16/2016 Rin Aff., ¶22. Sayid sent to the transfer agent an opinion letter he obtained from another attorney that stated that the shares could be issued

without restriction pursuant to Rule 144. *Id.* The letter stated that Striper was not a “shell” (although Sayid had described the company as a “shell” to potential investors) and represented that the foreign nominee entities receiving shares would each own fewer than 10% of Striper’s outstanding shares, when in fact many of the entities were under common control. *Id.*

C. Misstatements and Omissions in the 2015 Annual Report and Financial Statements

The company’s 2015 annual report fails to disclose the existence of any debt owed to Sayid notwithstanding that the debt was acknowledged by Striper’s predecessor in connection with the July 2015 reverse merger and acquisition of Striper Wells, LLC. 5/16/2016 Rin Aff., ¶23. In July 2015, Insight’s Board of Directors represented to Striper Wells, LLC that the company’s liabilities and notes had “lapsed with the exception of \$490,799 in convertible debt owed to Sayid and Associates, LLP.” 5/16/2016 Rin Aff., ¶¶14, 23; 5/27/2016 Rin Aff., ¶15, Ex. J, at 1. The Board of Directors also issued a resolution in July 2015 confirming the amount owed to Sayid and Associates and authorizing its conversion from debt to equity. 5/16/2016 Rin Aff., ¶¶14, 23; 5/27/2016 Rin Aff., ¶14, Ex. I, at 1. Transfer agent records from July 2015 to April 12, 2016 do not indicate that any shares have been issued pursuant to any conversion of debt.³ 5/16/2016 Rin Aff., ¶23. Although Sayid appears to retain the right to obtain shares of Striper stock through debt conversion, the 2015 annual report and financials fail to disclose the existence of this debt. *Id.* Specifically, the company’s financials state that the company has total liabilities of \$0 as of December 31, 2015, and \$132,174 as of December 31, 2014. *Id.*; 5/27/2016 Rin Aff., ¶13, Ex. H, at F-3. The company’s financials make no reference to any amount due to Sayid and Associates. 5/16/2016 Rin Aff., ¶23; 5/27/2016 Rin Aff., ¶13, Ex. H. Further, on April 17,

³ Striper has become diffident on whether the debt-to-stock conversion actually occurred. In its Petition, it asserted, without qualification, that the debt owed to Sayid was converted to stock. Pet., p.4. In its opening brief, however, Striper has stepped back, claiming only an “understanding that the stock to be issued to Mr. Sayid in connection with his debt was issued before the closing of the acquisition.” Pet. Brief, p.5.

2016, Striper represented to FINRA, in connection with FINRA's review of the company's reverse stock split and name change, that it "has no convertible debt outstanding." 5/16/2016 Rin Aff., ¶23.

Striper's 2015 annual report also fails to disclose the company's February 2013 share issuances in exchange for \$50,000 of debt for Sayid's fees for purported legal services to Striper's predecessor. 5/16/2016 Rin Aff., ¶24. The annual report represents that Striper "has not issued any shares or securities or options to acquire such securities for Services in the past two fiscal years and any interim periods except for the Common Stock issued to acquire Striper Wells, LLC" in response to a question regarding "the most recent fiscal period and for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence" (which in this case covers all transactions from January 1, 2013 to December 31, 2015). *Id.*; 5/27/2016 Rin Aff., ¶4, Ex. A, at 69. The statement in the annual report makes no mention of (1) the February 2013 issuance of 100 million shares of Insight stock, or (2) the July 2015 Insight Board resolution, which confirmed that \$490,799 was owed to Sayid and Associates and authorized the conversion of this amount from debt to equity. *Id.*

D. Striper's Current Activity and a Likely New Attempt at a False Informational Campaign and the Potential for Pre-Arranged Trading to Manipulate the Price

The Division is aware of indications that Striper is preparing to begin a promotional campaign, including through its active web presence, its recent financials provided to OTC Markets after a period without any filings between May 10, 2013 and February 23, 2016, its April 20, 2016 reverse stock split, and its new name and intended change in ticker symbol. 5/16/2016 Rin Aff., ¶25. Striper's website appears to contain unsupported representations that could include false or misleading information. *Id.*, ¶26. The website claims that the company "is managed by specialized energy experts" and further states that "with a bank CD you wait until

the end of the year to earn 1/2%. With Striper Wells investments you earn the same in 20 days.” *Id.* Striper’s annual report provides no detail regarding its management’s prior experience in the energy sector. *Id.* Although Striper’s Opening Brief makes an offer of proof purporting to identify this specialized management, as explained in the Argument below, there is substantial reason to doubt the this offer’s validity. In addition, the company’s website and annual report offer no detail about how the company will reach profitability in 20 days. *Id.* Further, Striper has a Facebook page on which it has repeatedly touted its investment opportunities, as described more fully in the Argument below.

ARGUMENT

Under Section 12(k)(1) of the Exchange Act, the Commission may issue an order temporarily suspending trading in any security for a period not exceeding 10 business days “[i]f in its opinion the public interest and the protection of investors so require.” 15 U.S.C. §78l(k)(1). The Commission is not required to allege or find that an issuer has violated a provision of the federal securities laws before issuing a trading suspension. *In re Bravo Enterprises*, Exchange Act Rel. No. 75775, 2015 WL 5047983, at *3 (Aug. 27, 2015). Rather, the Commission’s authority rests in its subjective determination that the facts and circumstances require a trading suspension for the “public interest” and “protection of investors.” *Id.* at *3-4.

A. The Commission Properly Concluded that Striper’s Lack of Current and Accurate Information Required a Temporary Trading Suspension for the Public Interest and the Protection of Investors.

Petitioner challenges this temporary suspension by essentially arguing that trading in its stock was not manipulated. Pet., p.3; Pet. Brief, p.8. This argument misses this point. In this matter, the Commission issued the Trading Suspension based upon its subjective opinion that

there was a lack of current and accurate information concerning the securities of Striper, not because of an ongoing manipulation.⁴

A temporary trading suspension is not merely a tool to stop ongoing frauds. The Commission also uses this authority prophylactically to prevent the occurrence of fraud. As the Commission recently explained, “[t]emporary trading suspensions are a powerful tool for alerting the investing public about questions the Commission has raised regarding the issuer or its securities. Suspensions thus may help prevent fraud by drawing attention to the suspended companies and increasing the availability of information about them.” *Bravo Enterprises*, 2015 WL 5047983, at *4.

The “primary issues” the Commission normally considers in trading suspensions are (i) “whether or not there is sufficient public information upon which to base an informed investment decision”; or (ii) “whether the market for the security appears to reflect manipulative or deceptive activities.” *Bravo Enterprises*, 2015 WL 5047983, at *4 (quoting *Adopting Release, Rules of Practice*, 60 Fed. Reg. at 32787). Following these considerations, the Commission has “suspended trading when there were questions about the accuracy of publicly available information about the company, whether in press releases, public filings, or other statements.” *Id.* at *5. It has also ordered trading suspensions “in situations involving fraud or manipulation by individuals unconnected with the issuer.” *Id.* at *3.

⁴ Striper makes a similarly misplaced argument that the fact that the company self-identified as a former “shell” in its 2015 annual report prevents any lawful use of the safe harbor by resellers under Rule 144. As explained in detail further below, this argument ignores several factors indicating the possibility that fraudulent activity might yet occur despite the current regulatory restrictions on reselling trading activity, including: (i) the company has a history of being the subject of registration exemption fraud, (ii) by an attorney who solicited the repeated sale of the shell company with legal debt he later converted to stock, and (iii) current management, after executing a reverse-merger transaction with this attorney, failed to disclose the existence of this attorney’s legal debt, his option to convert to stock, or its supposed conversion, and (iv) the fact that current Striper management thereafter engaged in a promotional campaign, including misleading claims of a return on company investment of ½ percent in 20 days, and made unsubstantiated and apparently misleading claims that the company management includes specialized energy experts.

Based on these standards, and as discussed in more detail below, the Commission was fully justified in its subjective assessment that Striper lacked current and adequate public information given: (1) Striper's status as an opaque, low volume, price volatile, pink-sheet stock, (2) its history of name and business operation changes; (3) its past history of manipulation; (4) the fact that Striper was repeatedly saddled with legal debt by an attorney who solicited the shell company's sale for reverse-merger and engaged in registration exemption fraud; (5) current Striper management's failure to disclose the company's large outstanding debt to the attorney, the attorney's option to convert that debt, or the supposed conversion of that debt in its 2015 financial statements or accompanying annual report; and (6) current Striper management's recent promotional statements, including misleading claims of a return on company investment of ½ percent in 20 days and management who are specialized energy experts.

B. Striper's Predecessor: A Pink-Sheet-Listed Shell with a History of Name and Business Operation Changes and Manipulation, Repeatedly Saddled with Legal Debt for Conversion to Stock by an Attorney Who Solicited the Shell's Sale for Reverse-Merger and Engaged in Registration Exemption Fraud.

Without question, Striper is a company deserving of the Commission's vigilance in requiring current and accurate disclosures.

Striper is a penny stock that is traded over-the-counter and quoted on OTC Link. The Commission is "particularly vigilant in exercising [its] trading-suspension authority in the context of microcaps and penny stocks," like Striper. *Bravo Enterprises*, 2015 WL 5047983, at *5. The Commission exercises this vigilance because "[a]ccurate information about a microcap or penny stock is often difficult to locate for anyone who is not an insider." *Id.* In addition, "the fact that many microcaps and penny stocks trade in low volumes, are closely held, and are highly volatile makes them especially attractive targets for manipulative or deceptive trading." *Id.* As Striper has admitted, its stock trades in low volumes. Pet. Brief, p.8. Yet, despite this low

volume, within the last month and several days before the Trading Suspension Order, Striper's stock had an unexplained nine-fold increase in stock price. 5/16/2016 Rin Aff., ¶7.

Striper has changed its name and business model many times since its incorporation in 2006. To be specific, according to its own public filings, it has changed its name four times, most recently twice in the past six months (in November 2015 and April 2016), and has used the following names: Skreem Records Corporation (from March 2006 to September 2008); Insight Management Corporation (first from September 2008 to May 2013, and again from November 2015 to April 2016); Corporate Partners Corporation (from May 2013 to November 2015); and Striper Energy, Inc. (from April 2016 to the present). 5/27/2016 Rin Aff., ¶4. In addition, the company has engaged in a variety of business models. At various times, it has purported to be an "entertainment development, marketing and production company"; a "public holding company focused on the energy industry"; a company "in the development stage and preparing to engage in the following green enterprises": "Well Head Services," "Construction," and "Solar Energy"; and presently, "an independent energy company specializing in the identification, acquisition, drilling, development and operation of oil and gas properties" whose focal and primary source of revenue . . . is the extraction of oil and gas from leaseholds." *Id.*, ¶5.

Striper's stock has a history of manipulation. In 2012, the Commission brought a fraud action against defendants who operated a boiler room scheme that involved selling shares of a company that was merged into Striper's predecessor, Insight. 5/16/2016 Rin Aff., ¶17.

Striper also has a history of being used as a vehicle for registration exemption fraud by Sayid, an attorney who has solicited the sale of the shell entity for reverse mergers and made multiple false statements in pursuit of these fraudulent registration exemptions. 5/16/2016 Rin Aff., ¶¶19-22.

C. Current Striper Management: Failed to Make Any Disclosure of Convertible Debt Held or Converted by Attorney Soliciting Sale of Shell Entity.

As Striper readily concedes, Attorney Sayid's "half a million dollars" in legal debt was an open and notorious issue at the time he and his paralegal Kevin Jasper (then the "President" of Striper's predecessor) orchestrated the July 2015 reverse merger with Striper Wells, LLC. *See* Pet. Brief, p.3 ("no one in his right mind would buy a shell for a reverse merger for \$30,000 when the shell had almost half a million dollars in debt"). And, yet, to date, Striper cannot account for why this debt, Sayid's option to convert this debt to equity, or the debt's supposed actual conversion was not disclosed in the 2015 financial statements or annual report.⁵

To be clear, Sayid's debt should have appeared as an end of year 2014 liability in Striper's 2015 financial statements, which purported to disclose liabilities as of the years ending 2014 and 2015. *See* 5/27/2016 Rin Aff., ¶13, Ex. H, at F-3 (showing liabilities as of 12/31/2014 as \$132,174); *id.*, ¶14, Ex. I (Jul. 15, 2015 Insight Board resolution acknowledging debt owed to Sayid and stating that it "is in its entirety a convertible debt"); *id.*, ¶15, Ex. J (Jul. 20, 2015 memorandum from Sayid, et al., to Smith and Striper Wells, LLC, representing continued existence of "\$490,799 in outstanding convertible debt owed to Sayid and Associates, LLP," which was in place as of "March 31, 2013 quarterly report"). Further, in the absence of conversion, Sayid's debt should have also appeared as an end of year 2015 liability in the same financial statements. *See* 5/27/2016 Rin Aff., ¶13, Ex. H, at F-3 (showing liabilities as of 12/31/2015 as "-0-").

If it is true, as Striper claimed in its Petition, that Sayid's debt was converted to stock (Pet., p.4), this means that Insight thereafter falsely represented in its 2015 annual report (signed by Striper's President) that the company "has not issued any shares or securities or options to

⁵ As noted in note 3, *supra*, Striper has become diffident on whether the debt-to-stock conversion actually occurred.

acquire such securities for Services in the past two fiscal years and any interim periods except for the Common Stock issued to acquire Striper Wells, LLC.” 5/16/2016 Rin Aff., ¶24; 5/27/2016 Rin Aff., ¶4, Ex. A, at 69. Even if the conversion did not occur (requiring the debt’s inclusion on the company’s 2015 financial statements), at a minimum, the July 2015 Insight Board resolution, which confirmed that \$490,799 was owed to Sayid and Associates and authorized conversion, should have been disclosed as “an option to acquire such securities” in the 2015 annual report. *Id.*; see also 5/16/2016 Rin Aff., ¶24 (failure to disclose Insight’s February 2013 share issuances in exchange for \$50,000 of debt for Sayid’s fees for purported legal services to Striper’s predecessor).⁶

D. Striper Engaged in Misleading Investor Promotion Before and After Its Reverse Merger with Insight.

Although Striper admits that it touted investment on its website with a claim of “ROI” of ½ percent in 20 days, and further admits that “this should not have been posted on the website,” Striper claims that this promotion was “an isolated artifact” of its prior entity, Striper Wells, LLC, and was “an error by the webmaster.” Pet., pp.5-6. According to Striper, it “has never engaged in any promotion or investor relations at all” Pet. Brief, p.6.

This claim of an isolated error is false. Striper has an active Facebook page, most recently updated on April 20, 2016. 5/27/2016 Rin Aff., ¶12. On this page, Striper has a timeline of its public posts, many of which tout its investment opportunities. *Id.*, Ex. G. For example, in 2015 alone, Striper published 15 public posts on its Facebook page. *Id.* Nine of

⁶ Further, leaving aside the 2015 merger transaction, Striper has apparently conceded that its 2015 annual report failed to disclose Insight’s February 2013 issuance of 100 million shares of stock. Compare 5/16/2016 Rin Aff., ¶24 (describing 2015 annual report’s failure to disclose February 2013 issuance) with Pet. Brief, p.5 (claiming Striper’s only information on stock issuances was what it could find in the public domain because “Insight Management did not give us information”). If Striper was unable to obtain information on prior stock issuances from Insight (Pet. Brief, p.5), that was a material fact that should have been disclosed instead of making the false claim that no stock issuances had been made since January 1, 2013.

these posts, more than half of them, tout the company's investment opportunities, some suggesting returns as high as 25 percent. *See id.*, Oct. 16, 2015 ("Consider selling those bank CD's [sic] and join us at a fixed 9% return"); Mar. 27, 2015 ("Ask us how you can see 9-25% returns on your investment"); Mar. 24, 2015 ("Join us on our most recent acquisition and see 9-25% returns on your money"). Further, on September 8, 2015, Striper announced on its Facebook page that it had converted into a company whose securities are traded over-the-counter and publicly quoted. *See id.*, Sept. 8, 2015 ("Striper Wells has become publicly listed! Current Trading price is less than \$0.01 and we expect some big things in the coming months!"). A little over a month later, on October 16, 2015, Striper continued to tout itself as an investment opportunity that would deliver a 9% return and urged investors to sell their bank certificates of deposit in favor of a Striper investment. *See id.*, Oct. 16, 2015 ("Consider selling those bank CD's [sic] and join us at a fixed 9% return."). And, in 2016, Striper has continued to make public posts touting the attractiveness of its investment. *See id.*, Apr. 11, 2016 ("Several Investment Banks have reached out to us . . ."); Feb. 16, 2016 (reviewing purported market conditions to suggest profitable time to invest in Striper securities). Striper's public investment promotion is not isolated to a single post on its website, and this promotion occurred both before and after its July 2015 reverse merger with Insight. Further, *all* of these public investment promotion posts (regardless of the date of their origin) remain publically available on Striper's Facebook page today.⁷

Similarly, Striper's website asserts that the company "is managed by specialized energy experts with significant industry experience." 5/27/2016 Rin Aff., ¶8, Ex. F, at 1. This

⁷ The Commission should also note that, despite Striper's admission of error and its claim to have corrected the issue, Striper's website continues to contain the ROI investment promotion. *See* 5/27/2016 D. Rin Aff., ¶6, Ex. F, at 3 ("ROI[:] With a bank CD you wait until the end of the year to earn ½%. With Striper Wells investments you earn the same in 20 days.").

statement is repeated in the 2015 annual report. *Id.*, ¶4,; Ex. A, at 20. The annual report goes on to claim: “We are led by an executive team of oil and gas business professionals each having significant experience in the specialized facets of oilfield operations and energy company management.” *Id.* at 19. And, yet, the annual report lists management as consisting of only two people, Smith (the President) and Hermann Burckhardt (Senior VP), neither of whom has the touted specialized energy industry expertise. *Id.* at 60-61.

To cure this lack of current and adequate information concerning Striper’s management, the company attached three resumes to its opening brief, claiming (without explaining what relationship the three individuals have to Striper) that these are “proof the company ‘is managed by specialized energy experts.’” Pet. Brief, pp.6-7 & App. II. Assuming this offer of proof is valid (which there is substantial reason to doubt), it is a merely a concession that, as of the Trading Suspension Order, the company did not have current or accurate information to justify its claim that it was “managed by specialized energy experts.”

More troublingly, however, there is substantial reason to question Striper’s offer of proof. After reviewing these resumes, the Division observed that none of them even mentions Striper. On May 25, 2016, the Division attempted to contact these three individuals. 5/27/2016 Rin Aff., ¶¶7-8. The Division reached one of them, Malik Husain (“Husain”), whose resume indicates that he currently holds positions with three companies—none of which is Striper. *Id.*, ¶7. On a telephone call with the Division on May 25, 2016, Husain made clear that he is not now and has never been part of Striper management. *Id.* He is not even an employee of Striper. *Id.* He is a consultant to Striper and, in that role, has brought certain leases to the attention of Striper’s President, Smith, and provided Smith with advice on technical issues. *Id.* According to Hussain, decision-making authority for Striper rests with Smith, as President. *Id.* Suffice it to say, neither

Husain's resume, nor his telephonic description of his role, supports Striper's sworn offer of proof that Husain is part of its management team.

CONCLUSION

For the foregoing reasons, the Division requests that the Commission deny Petitioner's request to terminate the trading suspension that issued on May 6, 2016.

By its attorneys,



Richard M. Harper II
Senior Trial Counsel
Dahlia Rin
Enforcement Counsel
Michael J. Vito
Enforcement Counsel
U.S. Securities and Exchange Commission
33 Arch Street, 24th Floor
Boston, Massachusetts 02110
(617) 573-8979 (Harper)
(617) 573-4590 (Facsimile)

CERTIFICATE OF SERVICE

I hereby certify that, on May 27, 2016, I served copies of the Division of Enforcement's submission entitled Division of Enforcement's Opposition Brief in the Matter of Striper Energy, Inc., and Appendix, by email transmission and UPS overnight mail upon:

Counsel for Striper Energy, Inc.

John E. Lux, Esq.
1629 K Street, Suite 300
Washington, D.C. 20006
Email: john.lux@securities-law.info

On the same date, I filed copies of the Division of Enforcement's submission entitled Division of Enforcement's Opposition Brief in the Matter of Striper Energy, Inc., by facsimile transmission and UPS overnight mail to the following address and phone number. Due to the large size of the Division's Appendix, I sent the Appendix by UPS overnight mail only.

The Commission

Office of the Secretary
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549
Fax: 202-772-9324



Richard M. Harper III



Appendix

1. Affidavit of Dahlia Rin (May 16, 2016)
2. Affidavit of Michael J. Vito (May 25, 2016)
3. Affidavit of Dahlia Rin (May 27, 2016) (attaching Exhibits A-J)

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

In the Matter of
STRIPER ENERGY, INC.

Administrative Proceeding
File No. 3-17250

AFFIDAVIT OF DAHLIA RIN

I, Dahlia Rin, hereby swear:

1. Since September 2015, I have been employed as an enforcement attorney with the U.S. Securities and Exchange Commission (the "Commission") in the Boston Regional Office in the Division of Enforcement (the "Division"). My duties include conducting investigations related to potential violations of the securities laws. I was an investigator for the Division in this matter.

2. On May 5, 2016, the Division provided the following factual information to the Commission in support of the issuance of the Trading Suspension Order temporarily suspending trading in the securities of Striper Energy, Inc. ("Striper") / ticker symbol "CPCCD." The Division did not have other communications with the Commission concerning the factual basis in support of the issuance of the Trading Suspension Order.

Striper Energy, Inc.

3. Striper (f/k/a Corporate Partners Corporation / ticker symbol "CPCC"; f/k/a Insight Management Corporation / ticker symbol "ISIM"; f/k/a Skreem Records Corporation) is a Florida corporation which claims to have a principal place of business in Addison, Texas. Striper is a purported "independent energy company specializing in the identification,

acquisition, drilling, development and operation of oil and gas properties” with 2015 revenues of \$5,675 and an accumulated deficit of almost \$16 million.

4. Striper purports to have acquired 56 wells in the state of Oklahoma; however, the Division has been unable to substantiate this claim. According to Striper’s 2015 annual report, the 56 wells that Striper has purportedly acquired were all taken offline in 2011, and Striper projects spending \$410,000 “to capitalize on the operating history of these wells to create an inexpensive and fast track to revenue.” No further detail is provided on what would be required to return these wells to an operational and revenue-producing condition. The Oil and Gas Conservation Division of the Oklahoma Corporation Commission has informed the Division that Striper Wells, LLC is registered to operate only 11 wells in the state; this registration was made on September 30, 2015.

5. Striper (then known as Skreem Records Corporation) filed a Form SB-2 registration statement for an offering of common stock that went effective in January 2008. Following the offering, Striper sporadically filed reports with the Commission pursuant to Exchange Act Section 15(d) until it filed a Form 15 to voluntarily suspend its reporting obligations in September 2011. Striper’s last filed report was a Form D filed on August 23, 2012. Striper’s common stock is quoted on OTC Link (previously “Pink Sheets”) operated by OTC Markets Group, Inc. (“OTC Markets”) (“OTC Link”), and Striper has posted certain corporate information on OTC Markets’ website. As of April 29, 2016, there were six market makers quoting Striper’s stock, and this stock was eligible for the “piggyback” exception of Exchange Act Rule 15c2-11(f)(3).

6. Prior to a reverse stock split that was effective on April 20, 2016, Striper had a float of 2,107,670,007 shares, 2,000,000,000 of which were issued to the current President,

Samuel Smith (“Smith”), in connection with a July 2015 reverse merger (the reverse merger is discussed *infra*). After the April 20, 2016 reverse split, as of April 29, 2016, Striper’s shares traded at \$0.114, and Striper had a float of 70,256,667 shares, resulting in a market capitalization of \$8,009,260. Smith currently holds approximately 67 million of approximately 70 million shares of Striper’s outstanding stock.

7. On May 3, 2016, Striper’s stock price opened at \$1.00 following trading volume of 204 shares. The Division is not aware of any explanation for this recent, nine-fold increase in stock price. The last time that Striper’s stock traded in this range was more than one year ago, when, on April 23, 2015, 463 shares were sold at \$1.185. From approximately August 2015 through April 2016, the stock did not trade above \$0.132 and had total sales of fewer than 5,000 shares.

8. The Division understands that Striper’s stock is currently subject to a deposit chill with the Depository Trust & Clearing Corporation (“DTCC”). This chill prevents new shares from being deposited with DTCC (and thus, newly issued shares may not be traded electronically), but it does not prevent the issuance of new shares or the sale of shares into the market. The chill apparently carried over from a chill on the stock of Striper’s predecessor and may be lifted by an attorney opinion letter representing that newly issued shares may be sold pursuant to an exemption in Rule 144 of the Securities Act (“Rule 144”).

9. In July 2015, Striper’s predecessor, Insight Management, Inc. (“Insight”) acquired Striper Wells, LLC through a reverse merger.

10. Smith, age 40, resides in Sachse, Texas. Smith has been the President of Striper since January 6, 2016 and was formerly the principal of Striper Wells, LLC.

11. John Schulman ("Schulman"), age 63, resides in Dallas, Texas. Schulman has been the owner of The Schulman Law Firm, P.C. in Dallas, Texas since 1986 and is presently registered as an attorney in Texas and Florida. Schulman has been the Secretary of Striper since January 6, 2016.

12. Mustafa Sayid ("Sayid"), age 59, resides in Haworth, New Jersey. Sayid has been the managing partner of the law firm of Sayid and Associates LLP ("Sayid and Associates") in New York, New York since 1999 and is presently registered as an attorney in New York and Massachusetts. Sayid served as legal counsel for Striper's predecessor at least from July 2010 to July 2015. Sayid has asserted his Fifth Amendment right against self-incrimination in response to Division subpoenas for documents and testimony.

13. Kevin Jasper ("Jasper"), age 56, resides in New York, New York. Jasper is a paralegal employed by Sayid and Associates and served as President of Striper's predecessor, a member of the Board of Directors, and/or sole owner of the company's super-voting Series A Preferred stock at least from August 2010 to July 2015.

14. In connection with the July 2015 reverse merger by which Insight acquired Striper Wells, LLC, Insight's Board of Directors resigned and ceded control of the company to Smith. Smith paid Sayid approximately \$30,000 in connection with the transaction. Additionally, Jasper assigned his preferred stock to Smith in July 2015 in connection with ceding control of the company. Further, in July 2015, the Board of Directors of Insight represented to Striper Wells, LLC that the company's liabilities and notes had "lapsed with the exception of \$490,799 in convertible debt owed to Sayid and Associates, LLP." The Board of Directors also issued a resolution in July 2015 confirming that \$490,799 was owed to Sayid and Associates and authorizing the conversion of this amount from debt to equity.

15. Since the July 2015 reverse merger, Smith has provided 2015 annual financial information for Insight (now Striper) to OTC Markets and has effected a reverse stock split and name change from Insight to Striper, which both took effect on April 20, 2016. Additionally, before the Commission issued the Trading Suspension Order, a ticker symbol change from “CPCCD” to “OILZ” was planned to take effect on May 17, 2016.

Striper’s History of Manipulation

16. Striper’s predecessor has undergone at least three name changes and engaged in a variety of unrelated business models since it was incorporated in March 2006 under the name Skreem Records Corporation.

17. In May 2012, the Commission named Striper’s predecessor, Insight, in a complaint filed in the U.S. District Court for the Central District of California against Nicholas Louis Geranio (“Geranio”) and Keith Field (“Field”), among others, for violations of the antifraud provisions of the securities laws arising from a boiler room scheme to sell Regulation S securities to offshore investors. *SEC v. Geranio, et al.*, 12-cv-04257-BRO-JC (C.D. Cal.). The complaint alleged that Geranio controlled the operations of the issuers implicated in the scheme, including Striper’s predecessor, and generally directed matched orders and manipulative trades to artificially inflate the issuers’ share prices in furtherance of the scheme. Geranio and Field both entered into settlement agreements with the Commission. Geranio, together with his companies, The Good One, Inc. and Kaleidoscope Real Estate, Inc., and relief defendant BWRE Hawaii, LLC, were jointly and severally ordered to pay disgorgement in the amount of \$2,135,000 and a civil penalty of \$500,000. Field was ordered to pay disgorgement in the amount of \$154,605.

18. Sayid represented eight witnesses in testimony before the Commission in connection with the investigation that resulted in the May 2012 case against Geranio and Field.

19. In June 2012, less than a month after the Commission filed its complaint against Geranio and Field, Sayid sent an email to potential investors that referred to Striper's predecessor and at least one other company implicated in the boiler room scheme as "shells" that were candidates for reverse mergers. Notwithstanding this statement, during that same month, Sayid certified in an attorney opinion letter provided to OTC Markets and accompanying the financial statements of Striper's predecessor that the company was not a "shell."

20. In February 2013, once Sayid had secured investors and in connection with a reverse merger transaction, Sayid assigned debt, which Striper's predecessor purportedly owed to him for legal services, to eight foreign nominees, in exchange for a payment of \$50,000.

21. Sayid received this \$50,000 payment for his purported debt from Mitchell H. Brown ("Brown"), who has since pled guilty to two separate criminal matters in the U.S. District Court for the District of Massachusetts involving market manipulation and pump-and-dump schemes. In particular, Brown has pled guilty to conspiracy, securities fraud, and wire fraud charges in *United States v. Affa, et al.*, 14-cr-10221-WGY (D. Mass.); and to conspiracy and securities fraud charges in *United States v. Brown*, 15-cr-10297-WGY (D. Mass.). His sentencing in both matters is scheduled for May 16, 2016. Brown has also been charged by the Commission with securities fraud in violation of Section 10(b) of the Exchange Act and Section 17(a) of the Securities Act in *SEC v. Affa, et al.*, 14-cv-12959-MLW (D. Mass.).

22. Sayid and others then caused the company to issue 100 million shares of stock and took steps to make it appear that these shares qualified for removal of a restrictive legend pursuant to Rule 144, when in fact they did not. Sayid sent to the transfer agent an opinion letter

he obtained from another attorney that stated that the shares could be issued without restriction pursuant to Rule 144. The letter stated that Striper was not a “shell” (although Sayid had described the company as a “shell” to potential investors) and represented that the foreign nominee entities receiving shares would each own fewer than 10% of Striper’s outstanding shares, when in fact many of the entities were under common control.

Striper’s Misstatements in Its 2015 Annual Report

23. Striper’s 2015 annual report fails to disclose the existence of any debt owed to Sayid notwithstanding that the debt was acknowledged by Striper’s predecessor in connection with its July 2015 reverse merger. In July 2015, the Board of Directors of Insight represented to Striper Wells, LLC that the company’s liabilities and notes had “lapsed with the exception of \$490,799 in convertible debt owed to Sayid and Associates, LLP.” The Board of Directors also issued a resolution in July 2015 confirming the amount owed to Sayid and Associates and authorizing its conversion from debt to equity. Transfer agent records from July 2015 to April 12, 2016 do not indicate that any shares have been issued pursuant to any conversion of debt. Although Sayid appears to retain the right to obtain shares of Striper stock through debt conversion, Striper’s 2015 annual report fails to disclose the existence of this debt. Specifically, the company’s financials state that the company has total liabilities of \$0 as of December 31, 2015, and \$132,174 as of December 31, 2014. The company’s financials make no reference to any amount due to Sayid and Associates. The existence of Sayid’s debt is also not disclosed in any prior financial statements or reports filed by the company. Further, on April 17, 2016, Striper represented to FINRA, in connection with FINRA’s review of the company’s reverse stock split and name change, that it “has no convertible debt outstanding.”

24. Striper's 2015 annual report also fails to disclose the company's February 2013 share issuances in exchange for \$50,000 of debt for Sayid's fees for purported legal services to Striper's predecessor. The annual report represents that Striper "has not issued any shares or securities or options to acquire such securities for Services in the past two fiscal years and any interim periods except for the Common Stock issued to acquire Striper Wells, LLC" in response to a question regarding "the most recent fiscal period and for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence" (which in this case covers all transactions from January 1, 2013 to December 31, 2015). The statement in the annual report makes no mention of (1) the February 2013 issuance of 100 million shares of Insight stock, or (2) the July 2015 Insight Board resolution, which confirmed that \$490,799 was owed to Sayid and Associates and authorized the conversion of this amount from debt to equity.

Striper's Current Activity Indicating a Likely New Attempt at a False Informational Campaign and the Potential for Pre-Arranged Trading to Manipulate the Price

25. The Division is aware of indications that Striper is preparing to begin a promotional campaign, including through its active web presence, its recent financials provided to OTC Markets after a period without any filings between May 10, 2013 and February 23, 2016, its April 20, 2016 reverse stock split, and its new name and intended change in ticker symbol.

26. Striper's website appears to contain unsupported representations that could include false or misleading information. The website claims that the company "is managed by specialized energy experts" and further states that "with a bank CD you wait until the end of the year to earn 1/2%. With Striper Wells investments you earn the same in 20 days." Striper's annual report provides no detail regarding its management's prior experience in the energy sector. In addition, the company's website and annual report offer no detail about how the company will reach profitability in 20 days.

Dated: May 16, 2016

 Dahlia Rin

On May 16th, 2016, Dahlia Rin a person known to me,
personally appeared before me and swore under oath the foregoing Affidavit.

 Stephanie Desisto

Notary Public

Commission expires:



STEPHANIE DESISTO
NOTARY PUBLIC
Commonwealth of Massachusetts
My Commission Expires
March 25, 2022

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

In the Matter of

STRIPER ENERGY, INC.

Administrative Proceeding
File No. 3-17250

AFFIDAVIT OF MICHAEL J. VITO

I, Michael J. Vito, hereby swear:

1. Since September 2014, I have been employed as an enforcement attorney with the U.S. Securities and Exchange Commission (the "Commission") in the Boston Regional Office in the Division of Enforcement (the "Division"). My duties include conducting investigations related to potential violations of the securities laws. I was an investigator for the Division in this matter.

2. On May 5, 2016, the Division provided certain factual information to the Commission in support of the issuance of the Trading Suspension Order temporarily suspending trading in the securities of Striper Energy, Inc. ("Striper") / ticker symbol "CPCCD." See Rin Aff. (May 16, 2016).

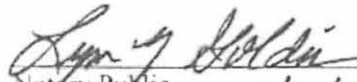
3. The Striper trading suspension went into effect beginning at 9:30 a.m. EDT on May 6, 2016. On May 6, 2016, at approximately 9:45 a.m. EDT, I emailed Samuel Smith ("Smith"), the President of Striper. In this email, I notified Smith of the trading suspension and included a link to the Commission's webpage on which the Release and Trading Suspension Order were posted. I further informed Smith that Striper could petition the Commission to lift the suspension under Rule 550 of the Commission's Rules of Practice, and I included a link to the current version of these rules.


4. On May 6, 2016, following the entry of the Striper trading suspension and my email to Smith, John Lux ("Lux") identified himself to the Division as Striper's legal counsel. In a telephone call with Lux later that same day, in which Richard Harper (Senior Trial Counsel for the Division in this matter) also participated, I informed Lux that the Division's recommendation to the Commission in support of the Striper trading suspension was based on a number of considerations, including, among other things: (1) a lack of accurate and adequate public information concerning Striper's debt obligations to Mustafa Sayid ("Sayid"), legal counsel for Striper's predecessor; (2) a lack of accurate and adequate public information concerning Striper's present and former operations, including questions about the company's well assets and a claim on the company's website suggesting that the company will attain profitability in 20 days; (3) a lack of accurate and adequate public information concerning past share issuances by Striper's predecessor; (4) Striper's name and ticker symbol changes, recent reverse stock split, and changes in business models; (5) the fact that Striper's predecessor was named in a 2012 complaint by the Commission against Nicholas Louis Geranio and others in a case involving manipulative trading; and (6) Striper's present share structure, including the fact that Smith currently owns a substantial percentage of the company's shares.

Dated: 5/25/16



On May 25, 2, 2016, Michael V. Vito, a person known to me, personally appeared before me and swore under oath the foregoing Affidavit.


Notary Public
Commission expires: 11/12/2021

	LYNN Y. GOLDIN Notary Public Commonwealth of Massachusetts My Commission Expires November 12, 2021
---	--

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

In the Matter of

STRIPER ENERGY, INC.

Administrative Proceeding
File No. 3-17250

AFFIDAVIT OF DAHLIA RIN

I, Dahlia Rin, hereby swear:

1. Since September 2015, I have been employed as an enforcement attorney with the U.S. Securities and Exchange Commission (the "Commission") in the Boston Regional Office in the Division of Enforcement (the "Division"). My duties include conducting investigations related to potential violations of the securities laws. I was an investigator for the Division in this matter.

2. On May 5, 2016, the Division provided certain factual information to the Commission in support of the issuance of the Trading Suspension Order temporarily suspending trading in the securities of Striper Energy, Inc. ("Striper") / ticker symbol "CPCCD." On May 16, 2016, I filed an affidavit in this matter containing this factual information (the "5/16/2016 Rin Aff.")

3. My previous affidavit stated: "Striper's predecessor has undergone at least three name changes and engaged in a variety of unrelated business models since it was incorporated in March 2006 under the name Skreem Records Corporation." 5/16/2016 Rin Aff., ¶16. Paragraphs 4 and 5 below contain additional detail concerning the company's history of name changes and business model changes.

4. According to its own public filings, the company has changed its name four times in its existence of just over ten years (from March 2006 to the present), most recently twice in the past six months (in November 2015 and April 2016). The company has used the following names during the time periods indicated: Skreem Records Corporation (from March 2006 to September 2008); Insight Management Corporation (first from September 2008 to May 2013, and again from November 2015 to April 2016); Corporate Partners Corporation (from May 2013 to November 2015); and Striper Energy, Inc. (from April 2016 to the present). *See Annual Report of Insight Management Corporation for the Fiscal Year Ended December 31, 2015* (filed with OTC Markets Group, Inc. (“OTC Markets”) on February 23, 2016) (“2015 annual report”), at 12; *Material Corporate Events Report of Striper Energy, Inc.* (filed with OTC Markets on April 18, 2016) (“2016 material corporate events report”), at 2. A true and correct copy the 2015 annual report is attached hereto as Exhibit A. A true and correct copy of the 2016 material corporate events report is attached hereto as Exhibit B.

5. The company has engaged in a variety of business models since its incorporation as Skreem Records Corporation in March 2006. At various times, it has purported in its public filings to be:

- a. an “entertainment development, marketing and production company” (*see* Form SB-2 Registration Statement of Skreem Records Corporation (filed with the Commission on January 15, 2008) (“2008 registration statement”), at 3);
- b. a “public holding company focused on the energy industry” (*see* Form 10-K Annual Report of Insight Management Corporation for the Fiscal Year Ended December 31, 2009 (filed with the Commission on May 5, 2010) (“2009 annual report”), at 1);

- c. a company “in the development stage and preparing to engage in the following green enterprises”: “Well Head Services,” “Construction,” and “Solar Energy” (*see* Annual Report of Insight Management Corporation for the Fiscal Year Ended December 31, 2012 (filed with OTC Markets Group, Inc. (“OTC Markets”) on January 29, 2013) (“2012 annual report”), at 18); and
- d. an “independent energy company specializing in the identification, acquisition, drilling, development and operation of oil and gas properties” whose “focal and primary source of revenue . . . is the extraction of oil and gas from leaseholds” (Ex. A, at 19).

A true and correct copy the 2008 registration statement is attached hereto as Exhibit C. A true and correct copy of the 2009 annual report is attached hereto as Exhibit D. A true and correct copy of the 2012 annual report is attached hereto as Exhibit E.

6. My previous affidavit stated that the sentencing of Mitchell H. Brown (“Brown”) in two criminal matters in the U.S. District Court for the District of Massachusetts was scheduled for May 16, 2016. 5/16/2016 Rin Aff., ¶21. On May 16, 2016, Brown’s sentencing in both matters was continued to June 20, 2016. *United States v. Affa, et al.*, 14-cr-10221-WGY (D. Mass.), Dkt. 183 (May 16, 2016); *United States v. Brown*, 15-cr-10297-WGY (D. Mass.), Dkt. 32.

7. On May 25, 2016, I accessed the website www.StriperWells.com, and printed the “About Us” page. A true and correct copy of the “About Us” page of the website www.StriperWells.com, as I accessed and printed it on May 25, 2016, is attached hereto as Exhibit F.

8. Striper's website asserts that the company "is managed by specialized energy experts with significant industry experience." Ex. F, at 1. This statement also appears in the 2015 annual report. Ex. A, at 20. The 2015 annual report additionally claims: "We are led by an executive team of oil and gas business professionals each having significant experience in the specialized facets of oilfield operations and energy company management." *Id.* at 19. Yet, the 2015 annual report lists management as consisting of only two people, Smith (the President) and Hermann Burckhardt (Senior VP), neither of whom has any specialized energy industry expertise. *Id.* at 60-61.

9. Striper attached three resumes to its opening brief in this matter ("Pet. Brief"), claiming (without explaining what relationship, if any, the three individuals have to Striper) that these are "proof the company 'is managed by specialized energy experts.'" Pet. Brief, pp. 6-7 & App. II.

10. Upon reviewing these resumes, I observed that none of them mentions Striper. Pet. Brief, App. II.

11. On May 25, 2016, I attempted to contact the three individuals whose resumes are attached to Striper's opening brief. I reached one of the three individuals, Malik Husain ("Husain"), whose resume indicates that he currently holds positions with three companies, none of which is Striper. Pet. Brief, App. II. On May 25, 2016, I spoke with Husain on the telephone. Sheila D'Entremont (a paralegal for the Division in this matter) also participated in this telephone call. Husain informed me that he is not now and has never been part of management or even an employee of Striper. Husain stated that he is a consultant for the company. As a consultant, Husain has brought certain leases to the attention of Smith (Striper's President), and

has provided Smith with advice on technical issues. Husain further stated that Smith, and not Husain, has decision-making authority for the company.

12. On May 25, 2016, I accessed the website www.facebook.com/stripewells, and printed the “Timeline” page. A true and correct copy of the “Timeline” page of the website www.facebook.com/stripewells, as I accessed and printed it on May 25, 2016, is attached hereto as Exhibit G. Striper’s most recent post on the “Timeline” page is dated April 20, 2016. Ex. G, at 1.

13. A true and correct copy of the Consolidated Financial Statements of Insight Management Corporation for the Fiscal Year Ended December 31, 2015 (filed with OTC Markets on February 23, 2016) (“2015 financial statements”) is attached hereto as Exhibit H.

14. A true and correct copy of a document that purports to be a Resolution of the Board of Directors of Insight Management Corporation dated July 15, 2015, is attached hereto as Exhibit I. This document was produced to the Division by Mustafa Sayid (“Sayid”), who served as legal counsel for Striper’s predecessor, Insight Management Corporation, at least from July 2010 to July 2015. After producing this and other documents to the Division, Sayid asserted his Fifth Amendment right against self-incrimination in response to Division subpoenas for documents and testimony.

15. A true and correct copy of a document that purports to be a memorandum dated July 20, 2015 from Sayid, his law firm, Insight Management Corporation, and the company’s then-Directors to Smith and Striper Wells, LLC concerning “Representations regarding CPCC (f/k/a Insight Management Corp.),” is attached hereto as Exhibit J. This document was produced to the Division by Kevin Jasper, a paralegal employed by Sayid’s law firm who served as President of Insight Management Corporation, a member of the Board of Directors, and/or sole

owner of the company's super-voting Series A Preferred stock at least from August 2010 to July 2015.

Dated: May 27, 2016 *Dahlia Ren*

On May 27th, 2016, *Dahlia Ren*, a person known to me, personally appeared before me and swore under oath the foregoing Affidavit.

Stephanie Desisto
Notary Public
Commission expires:



STEPHANIE DESISTO
NOTARY PUBLIC
Commonwealth of Massachusetts
My Commission Expires
March 25, 2022

Company Information and Disclosure Statement

Insight Management Corporation

A Florida Corporation

(Formerly Skreem Records Corporation until September 11, 2008)

5057 Keller Springs Road, Addison Texas 75001

Phone (214) 802-6777

website: www.striperwells.com

Federal EIN:

SIC Code: 1311

DECEMBER 31, 2015 REPORT

Common Stock

\$0.0001 Par Value per Share

20,000,000,000 Authorized

2,107,670,007 Issued and Outstanding

OTC Markets Symbol: CPCC

CUSIP No. 45776Q 307

Class A Preferred Stock

\$10.00 Par Value per Share

3,000,000 Authorized

One share issued and outstanding

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

TABLE OF CONTENTS

Part A		General Company Information	
	Item 1	The exact name of the Issuer and its predecessor (if any)	5
	Item 2	The address of the Issuer's principal executive offices	5
	Item 3	The jurisdiction(s) and date of the Issuer's incorporation or organization	5
Part B		Share Structure	
	Item 4	The exact title and class of securities outstanding	5
	Item 5	Par or stated value and description of the security	6
	Item 6	The number of shares or total amount of the securities outstanding for each class of securities authorized	9
	Item 7	The name and address of the transfer agent	10
Part C		Business Information	
	Item 8	The nature of the issuer's business	10
	Item 9	The nature of products or services offered	59
	Item 10	The nature and extent of the issuer's facilities	59
Part D		Management Structure and Financial Information	
	Item 11	The name of the chief executive officer, members of the board of directors, as well as control persons	60
	Item 12	Financial information for the issuer's most recent fiscal period	65
	Item 13	Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence	65
	Item 14	Beneficial Owners	66
	Item 15	The name, address, telephone number, and email address of certain outside providers that advise the issuer on matters relating to the operations, business development	66

		and disclosure.	
	Item 16	Management's Discussion and Analysis or Plan of Operation	67
Part E		Issuance History	
	Item 17	List of securities offerings and shares issued for services in the past two years	69
Part F		Exhibits	
	Item 18	Material Contracts	70
	Item 19	Articles of Incorporation and By-Laws	70
	Item 20	Purchases of Equity Securities by the Issuer and Affiliated Purchasers	70
	Item 21	Issuer's Certifications	70

Insight Management Corporation
A Florida Corporation
(Formerly Skreem Records Corporation until September 11, 2008)
5057 Keller Springs Road, Addison Texas 75001
Phone (214) 802-6777
website: www.striperwells.com

Federal EIN:
SIC Code: 1311

DECEMBER 31, 2015 REPORT

Cautionary Note Regarding Forward-Looking Statements

Information set forth in this December 31, 2015 Report (the “Report”) contains forward-looking statements, which involve a number of risks and uncertainties that could cause our actual results to differ materially from those reflected in the forward-looking statements. Forward-looking statements can be identified by the use of the words “expect,” “project,” “may,” “might,” “potential,” and similar terms. Insight Management Corporation (“Insight Management,” “we,” the “Issuer” or the “Company”) cautions readers that any forward-looking information is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking information. Forward-looking statements involve a number of risks, uncertainties or other factors beyond our control. These factors include, but are not limited to, our ability to implement our strategic initiatives, economic, political and market conditions and price fluctuations, government and industry regulation, U.S. and global competition, and other factors. We undertake no obligation to revise or publicly release the results of any revision to these forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. We undertake no obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

Section One: Issuers' Initial Disclosure Obligations

Part A General Company Information

Item 1 The exact name of the issuer:

Insight Management Corporation (hereinafter referred to as "CPCC," or "Insight Management," or the "Company," the "Issuer," or "We" or "Us"), formerly Skreem Records, Inc. until September 11, 20098.

Item 2 The Address of the Issuer's Principal Executive Offices

Insight Management Corporation
5057 Keller Springs Road, Addison Texas 75001
Phone (214) 802-6777, Fax
website: www.striperwells.com

Federal EIN:
SIC Code: 1311

Item 3 The Jurisdiction(s) and Date of the Issuer's Incorporation or Organization:

The Company, sometimes referred to herein as "we," "us," "our," and the "Company" and/or "Insight Management" was incorporated on March 10, 2006, under the laws of the State of Florida, to engage in any lawful corporate undertaking.

Part B. Share Structure

Item 4 The Exact Title and Class of Securities Outstanding:

Common Stock
\$0.0001 Par Value per Share
Twenty Billion (20,000,000,000) Authorized
2,107,670,007 Shares Issued and Outstanding
OTC Markets Symbol: CPCC
CUSIP No. 45776Q 307

As of April 13, 2015, there were 645,330,623 shares of Common Stock in the public float and 116 shareholders.

Item 5. Par or Stated Value and Description of the Security

Common Stock

\$0.0001 Par Value per Share
20,000,000,000 Authorized
2,107,670,007 Issued and Outstanding
OTC Markets Symbol: CPCC
CUSIP No. 45776Q 307

Class A Preferred Stock

\$10.00 Par Value per Share
3,000,000 Authorized
One share issued and outstanding

1. Common Equity:

Dividend

Dividends will be payable when, as and if declared by our Board of Directors. No dividends will accrue unless declared by our Board of Directors.

Voting Rights

Each stockholder shall have one vote for each share of stock entitled to vote held of record by such stockholder a proportionate vote for each fractional share so held, unless otherwise provided in the Certificate of Incorporation. Each stockholder of record entitled to vote at a meeting of stockholders, or to express consent or dissent to corporate action in writing without a meeting, may vote or express such consent or dissent in person or may authorize another person or persons to vote or act for him by written proxy executed by the stockholder or his authorized agent and delivered to the secretary of the Corporation. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. No proxy shall be voted or acted upon after three years

from the date of its execution, unless the proxy expressly provides for a longer period.

Preemption Rights

Holders of the Common Stock will not be entitled to preemptive rights.

Preferred "A"; said Series "A" is designated with the following preferences:

The par value shall be \$0.01 and the face value of the shares shall be \$10.00 per share;

Each share shall expire, unless extended or renewed for an additional term by the Board of Directors, three (3) years from the date of issue;

Said shares shall bear no coupon, or interest, nor shall the Board of Directors declare any dividend thereupon;

In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, distribution to the shareholders of the Corporation shall be made in the following manner:

(a) The holders of the Series "A" Super Voting Preferred Stock shall not be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock by reason of their ownership of such stock.

(b) The holders of subsequently issued Preferred Stock, of the Corporation (collectively as "Other Preferred Stock") shall be entitled to receive, prior and in preference to any distribution of any assets or surplus funds of the Corporation to holders of Common Stock, such amounts as may be provided in the respective designated powers, preferences and rights of such Other Preferred Stock.

(c) The holders of Common Stock shall be entitled to receive the entire assets and funds of the Corporation legally available for distribution, which shall be distributed ratably among the holders of the Common Stock in such a manner that the amount distributed to each holder of Common Stock shall equal the amount obtained by multiplying the remaining assets and funds of the Corporation legally available for distribution hereunder, by a fraction, the numerator of which shall be the number of shares of Common Stock then held by such holder, and the denominator of which shall be the total number of shares of Commons Stock then outstanding.

(d) For purposes of this Section 3, a merger or consolidation of the Corporation with or into any other corporation or corporations, or the merger of any other corporation or corporations into the Corporation, or a sale of all or substantially all of the assets of the Corporation for an amount equal to or exceeding \$ 5 million, shall not be treated as a liquidation, dissolution or winding up of the Corporation.

(e) Notwithstanding Section 3(b) hereof, the Corporation may at any time, out of funds legally available therefore, repurchase shares of Common Stock of the Corporation issued to or held by employees, officers, directors, or consultants of the Corporation or its subsidiaries upon termination of their employment or services, pursuant to any agreement providing for such right of repurchase.

Such shares shall not have the right to convert to common shares of the company, and shall expire and become null and void, unless extended or renewed by the Board of Directors, upon the third (3rd) anniversary of its issuance.

No holder of the Series "A" shall be entitled as of right to subscribe for, purchase, or receive any part of any new or additional shares of any calls, whether now or hereafter authorized, or of bonds, debentures, or other evidence or indebtedness convertible into or exchangeable for shares of any class, but all such new or additional shares of any class, or bond, debentures, or other evidences or indebtedness convertible into or exchangeable for shares, may be issued and disposed of by the Board of Directors on such terms and for such person or persons as the Board of Directors in their absolute discretion may deem advisable.

Except as otherwise provided herein or by law, the shares of the Series "A" Super Voting Preferred Stock shall be entitled to vote with the shares of the Corporation's Common Stock at any annual or special meeting of the stockholders of the Corporation. Each share of Series "A" Super Voting Preferred Stock shall be entitled to vote those number of shares equal to one and a half (1 ½) times the amount of the total issued and outstanding shares of the Corporation entitled to vote. The individual, through the ownership of this Series "A" Super Voting Preferred Stock, has the voting power to act on the behalf of the Corporation, to call a special meeting of the shareholders, to remove and/or replace the Board of Directors or management or any individual members thereof in the event that one or more of the foregoing has done, or failed to do, anything which, in his sole judgment, will materially and adversely impact the business of the Corporation in any manner whatsoever, including, but not limited to, any violations of any state or federal securities laws, or any action which could cause the bankruptcy,

dissolution, or other termination of the Corporation. In no event will the ombudsman have the right or power to participate in the normal and usual daily operations of the Corporation.

Any notice required by the provisions hereof to be given to the holders of shares of the Series "A" Super Voting Preferred Stock shall be deemed given when deposited in the United States mail, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation.

So long as any shares of Series "A" Super Voting Preferred Stock are outstanding, the Corporation shall not, without first obtaining the approval (by vote or written consent, as provided by law) of the holders of at least a majority of the total number of shares of Series "A" Super Voting Preferred Stock outstanding.

(a) Alter or change the rights, preferences or privileges of the Series "A" Preferred Stock so as to materially adversely affect the Preferred Stock; or

(b) Increase the authorized number of shares of Series "A" Preferred Stock; or

(c) Create any new class of shares having preferences over or being on parity with the Series "A" Preferred Stock as to voting rights.

Upon the end of its term, unless renewed or extended, the shares shall be redeemed or acquired by the Corporation and shall be canceled, retired or eliminated from shares, which the Corporation is authorized to issue

Item 6. The Number of Shares or Total Amount of the Securities Outstanding for Each Class of Securities Authorized.

Common Stock

Number of Common Outstanding as of December 31, 2015

Shares Outstanding: 2,107,670,007

Shares Authorized – Twenty Billion (20,000,000,000)

Public Float – 645,330,623

Total number of Shareholders of Record: 116

Class A Preferred Stock

Number of Common Outstanding as of December 31, 2015

Shares Outstanding: One

Shares Authorized – Three Million (3,000,000)

Total number of Shareholders of Record: One

Item 7 Transfer Agent

Transfer Online, Inc.

512 E. Salmon St.

Portland Oregon 92714

Phone Number (5-3) 227-2950

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

Part C. Business Information**Item 8 Nature of Business****A. Business Development:**

1. The form of organization of the issuer is that Insight Management, Inc. is a Florida corporation.

We were organized under the laws of the State of Florida on March 10, 2006. We were formerly known as Skreem Records Corporation. Skreem was an entertainment development, marketing and production company.

On September 11, 2008, it amended its Articles of Incorporation changing its name to Insight Management Corporation to reflect a shift in business strategy to a holding/management company.

As a result of the reverse triangular merger with Microresearch Corporation on June 29, 2009, Insight Management's core business focus was changed to the energy industry. Pursuant to the agreement, Microresearch shareholders received 1.5 of the issuer's shares for each share they own in Microresearch Corporation. Prior issuer shareholders

did not change their holdings in Insight Management.

On March 2, 2010, Insight Management Corporation and Rebel Testing, Inc. (“RTI”) terminated the stock purchase acquisition agreement (“acquisition agreement”) that was signed on March 6, 2009.

On September 24, 2010, the Company acquired Simply Constructed, Inc. As of September 30, 2010, the Company has recorded an impairment loss of \$5,000,000 on the intangible asset acquired.

On November 11, 2010, the Company acquired Plant Acadia Growing, Inc. On July 1, 2012, the Company withdrew from the acquisition agreement with Plant Acadia Growing, Inc.

The number of shares of common stock were decreased by a 1 for 1000 reverse split paid on February 23, 2011.

The number of shares of common stock was decreased by a 1 for 500 reverse split, with an ex-dividend date of September 17, 2012

The Company entered into a Definitive Agreement with Advantage Disposal Solutions, a Delaware corporation. The Company will acquire Advantage for 125,000,000 common shares and 20,000,000 Preferred Series stock. The Preferred shares are anti-dilutive and convert within six years of issuance to common stock. The effective date of the acquisition is January 22, 2013. A copy of the agreement is posted at www.otcmarkets.com/ISIM.

Advantage is a development stage company and is the holder of a proprietary method of waste water transportation, processing, and disposal industry. It plans to facilitate the disposal of waste byproducts of drilling, completion, and production of oil and gas wells. The company seeks to use injection wells to dispose waste water. Advantage Disposal Solutions, Inc. markets directly to waste water producers, trucking companies, and energy providers in North Dakota. The company was founded in 2011 and is based in Queen Creek, Arizona.

In concert with this acquisition, the Board of Directors have notified FINRA of their approval of a 24:1 forward split of common stock for all shareholders of record on 1/22/2013.

On July 22, 2015, the Company acquired Striper Wells, LLC in exchange for Two

Billion (2,000,000) shares of Common Stock.

Capital Changes

The Company has had the following capital changes:

The number of shares of common stock was increased by 7 for 1 split, ex-dividend date November 10, 2009, record date November 06, 2009 and the payable date November 09, 2009.

The number of shares of common stock were decreased by a 1 for 1000 reverse split paid on February 23, 2011.

The number of shares of common stock was decreased by a 1 for 500 reverse split, with an ex-dividend date of September 17, 2012

Name Changes

The Company was formerly Corporate Partners Corporation until November 2015, formerly Insight Management Corporation until May 7, 2013, formerly Skreem Record Corporation until September 11, 2008, under which name it was incorporated on March 10, 2006.

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

March 10, 2006

3. The issuer's fiscal year end date;

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

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

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

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

See "Business Development."

6. The Issuer is in default of the terms of any note, loan, lease or other indebtedness or financing arrangement requiring the issuer to make payments .

The Issuer is not in such default.

7. Any change of control;

On July 22, 2015, the Company purchased Striper Wells, LLC for Two Billion (2,000,000) shares of Common Stock.

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

On July 22, 2015, the Company purchased Striper Wells, LLC for Two Billion (2,000,000) shares of Common Stock.

Section 15(g) of the Securities Exchange Act of 1934

Our shares are covered by section 15(g) of the Securities Exchange Act of 1934, as amended that imposes additional sales practice requirements on broker/dealers who sell such securities to persons other than established customers and accredited investors (generally institutions with assets in excess of \$5,000,000 or individuals with net worth in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 jointly with their spouses). For transactions covered by the Rule, the broker/dealer must make a special suitability determination for the purchase and have received the purchaser's written agreement to the transaction prior to the sale. Consequently, the Rule may affect

the ability of broker/dealers to sell our securities and also may affect your ability to sell your shares in the secondary market.

Section 15(g) also imposes additional sales practice requirements on broker/dealers who sell penny securities. These rules require a one page summary of certain essential items. The items include the risk of investing in penny stocks in both public offerings and secondary marketing; terms important to in understanding of the function of the penny stock market, such as bid and offer quotes, a dealers spread and broker/dealer compensation; the broker/dealer compensation, the broker/dealers' duties to its customers, including the disclosures required by any other penny stock disclosure rules; the customers' rights and remedies in cases of fraud in penny stock transactions; and, the FINRA's toll free telephone number and the central number of the North American Administrators Association, for information on the disciplinary history of broker/dealers and their associated persons.

Dividends

The Company has not declared or paid a cash dividend to stockholders since it was organized and does not intend to pay dividends in the foreseeable future. The board of directors presently intends to retain any earnings to finance our operations and does not expect to authorize cash dividends in the foreseeable future. Any payment of cash dividends in the future will depend upon the Company's earnings, capital requirements and other factors.

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

Capital Changes

The Issuer made a 7 for 1 split November 6, 2009

The Issuer did a 1 for 1,000 reverse split on February 23, 2011

The Issuer did a 1 for 500 reverse split September 17, 2012.

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

The Issuer's securities have not recently been de-listed by any securities exchange. The Issuer filed a Form 15-12G with the Securities and Exchange Commission de-registering its Common Stock on August 27, 2009.

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 and any current past or pending trading suspensions by a securities regulator.

There are no 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 and any current past or pending trading suspensions by a securities regulator.

B. Business of Issuer

1. The Issuer's primary SIC code is 1311 – crude petroleum and natural gas.

2. Insight Management Corporation is currently conducting operations.

3. Insight Management Corporation has been a shell company.

4. Insight Management owns and operates daily business operations.

The following companies are wholly-owned subsidiaries of the Issuer:

Striper Wells, LLC.

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

See "Risk Factors" below.

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

The Issuer has not spent on research and development in the last two fiscal years.

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

See “Risk Factors” below.

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

The number of total employees and number of full-time employees is three and usually varies between two to four, increased or reduced according to need for the time.

BUSINESS

Insight Management – Our History

The Company was organized under the laws of the State of Florida on March 10, 2006 as Skreem Records Corporation. Skreem was an entertainment development, marketing and production company.

On September 11, 2008, it amended its Articles of Incorporation changing its name to Insight Management Corporation to reflect a shift in business strategy to a holding/management company.

As a result of the reverse triangular merger with Microresearch Corporation on June 29, 2009, Insight Management’s core business focus was changed to the energy industry. Pursuant to the agreement, Microresearch shareholders received 1.5 of the issuer’s

shares for each share they own in Microresearch Corporation. Prior issuer shareholders did not change their holdings in Insight Management.

On March 2, 2010, Insight Management Corporation and Rebel Testing, Inc. (“RTI”) terminated the stock purchase acquisition agreement (“acquisition agreement”) that was signed on March 6, 2009. The Company lost control of RTI and the deconsolidation of RTI effective October 1, 2009.

On September 24, 2010, the Company acquired Simply Constructed, Inc. As of September 30, 2010, the Company has recorded an impairment loss of \$5,000,000 on the intangible asset acquired.

On November 11, 2010, the Company acquired Plant Acadia Growing, Inc. On July 1, 2012, the Company withdrew from the acquisition agreement with Plant Acadia Growing, Inc.

The number of shares of common stock were decreased by a 1 for 1000 reverse split paid on February 23, 2011.

The number of shares of common stock was decreased by a 1 for 500 reverse split, with an ex-dividend date of September 17, 2012

The Company entered into a Definitive Agreement with Advantage Disposal Solutions, a Delaware corporation. The Company will acquire Advantage for 125,000,000 common shares and 20,000,000 Preferred Series stock. The Preferred shares are anti-dilutive and convert within six years of issuance to common stock. The effective date of the acquisition is January 22, 2013.

Advantage is a development stage company and is the holder of a proprietary method of waste water transportation, processing, and disposal industry. It plans to facilitate the disposal of waste byproducts of drilling, completion, and production of oil and gas wells. The company seeks to use injection wells to dispose waste water. Advantage Disposal Solutions, Inc. markets directly to waste water producers, trucking companies, and energy providers in North Dakota. The company was founded in 2011 and is based in Queen Creek, Arizona.

In concert with this acquisition, the Board of Directors notified FINRA of their approval of a 24:1 forward split of common stock for all shareholders of record on January 22, 2013.

The Company terminated its Definitive Agreement with Advantage Disposal Solutions, a Delaware corporation on April 4, 2013. The financial statements hereto reflect the effect of the Agreement in all matters, except as the consolidation of any revenues or expenses of Advantage.

A dividend announced on January 22, 2013 canceled by the Issuer on May 7, 2013. The issuer had announced that Shareholders of record would receive 23.8889 additional Restricted shares for every one share held, resulting in a total of 24.8889 shares.

On May 2, 2013, Insight Management Corporation (“ISIM” or the “Company”) entered into an Acquisition Agreement (a material definitive agreement, hereinafter, the “Agreement”) to acquire one hundred (100%) percent of the shares of Corporate Partners Corporation, a United Kingdom company, (“CPUK”). Upon the effective date of the Agreement, CPUK, shall become a wholly-owned subsidiary of ISIM. This transaction was canceled.

On July 22, 2015, the Company acquired Striper Wells, LLC in exchange for two billion shares of Common Stock.

Capital Changes

The Company has had the following capital changes:

The number of shares of common stock was increased by 7 for 1 split, ex-dividend date November 10, 2009, record date November 06, 2009 and the payable date November 09, 2009.

The number of shares of common stock were decreased by a 1 for 1,000 reverse split paid on February 23, 2011.

The number of shares of common stock was decreased by a 1 for 500 reverse split, with an ex-dividend date of September 17, 2012

Name Changes

The Company was formerly Corporate Partners Corporation until November 2015, formerly Insight Management Corporation until May 7, 2013, formerly Skreem Record Corporation until September 11, 2008, under which name it was incorporated on March 10, 2006.

Offices

Our offices are located at 5057 Keller Springs Road, Addison Texas 75001, and our telephone number is (775) 348-5735, Fax () Our website is located at www.striperwells.com.

Our Business

We own Striper Wells, LLC which is an independent energy company specializing in the identification, acquisition, drilling, development and operation of oil and gas properties. We are led by an executive team of oil and gas business professionals each having significant experience in the specialized facets of oilfield operations and energy company management.

The focal and primary source of revenue for the company is the extraction of oil and gas from leaseholds. Alternatively, there may be other revenue opportunities in the liquidation of sub-par assets, new drill operations and wastewater disposal. Our management strives to structure quality investment programs that capitalize on investment opportunities in the energy sector by providing safety of principal and predictability of performance with first lien positions for our investors as security while we produce from the asset. The majority of our revenues will be derived through production of natural gas and crude oil.

Our Opportunity

There are thousands of mature oil and gas fields across the lower 48 states that encompass thousands of marginal wells, commonly referred to as “stripper” wells – wells that produce less than 15 barrels of crude oil per day. Few lay people realize the importance of these wells and their significance in supplying domestic crude oil and natural gas to the US. Domestic marginal wells produced more than 335 million barrels of oil in the United States in 2006. That is equivalent to more than 60 percent of the crude oil in the United States imports annually from Saudi Arabia. It has recently in 2012 been projected that United States will become the world’s largest oil producer by 2017.

Striper Wells is managed by specialized energy experts with significant industry experience. Our vision is to become a nationally-recognized oil and gas exploration and production company.

Most of the lower 48 states contain oil and gas formations with economically recoverable reserves that are proven by more than 75 years of geological research, exploration, and production. These formations range from 350 feet below ground level to as deep as 21,000 feet. The Energy Information Administration estimates the United States has recoverable reserves of 223 billion barrels of oil and 2.4 trillion cubic feet of wet natural gas. Striper Wells concentrates on promoting United States oil and gas development and production in a manner that maximizes economic recovery as well as fully protects land and royalty owners.

Striper Wells has developed a two-fold growth plan to recover oil and gas reserves: 1) Acquire producing fields with significant, proven reservoirs that provide growth opportunities through rework programs; and 2) Re-work marginal, neglected, abandoned, and low producing oil and gas wells located in mature fields with economically efficient secondary recovery methods. New drilling and fracturing methods utilizing today's technology make it economically possible to re-enter and recover stranded reserves from older wells.

With the advent of advanced horizontal drilling, new fracturing technologies, and higher oil prices, Striper Wells has the ability to access large previously cost prohibitive reserve formations. Calculated hydro and gas fracturing allows us to create pathways for petroleum to flow from proven reservoirs and potentially, upper and lower strata without penetrating individual formations. Utilizing secondary recovery methods such as water, sand, and chemical dilution enables us to economically recover more freely flowing oil and natural gas assets.

Conventional oil and natural gas wells generally remain economically productive for decades. Over time, vertical wells require re-work to further develop fields where horizontal drilling cannot reasonably or economically be utilized. These "stripper" wells generally produce less than 15 barrels of oil per day, but recovery costs are fractional in comparison to new or directional drilling.

We are focused on selecting undervalued assets and over-leveraged companies where there is a clear upside profit potential, from projected commodity price increases, and technologically advanced applications. Striper Wells dedicated, experienced team has the requisite expertise and track record necessary to maximize value to our investors in the current market.

Our Current Properties

Location	Wells	Status
Seminole County, Oklahoma	16	Funding
Nowata Rogers, Oklahoma	15 wells	Complete
Glass Paxton, Oklahoma	10 wells	Nearing completion
Oklahoma Gas Well Pool	46 wells	

To date, Striper Wells LLC has acquired 56 wells covering more than more than 1,000 acres in Oklahoma. Of these 56 wells, 40 are natural gas, 12 are oil and 4 are disposal/injection wells. When these wells were taken offline in 2011, the wells were flowing 3-4 BOPD and the Gas Wells were producing 3-9MCFPD, with a cumulative production of >\$1.0M. While the majority of these assets are drilled to about 5,000 feet, we still have additional production behind pipe in the more shallow formations. With the largest of the expenses having been incurred at the drilling and completion stages, we are poised to capitalize on the operating history of these wells to create an inexpensive and fast track to revenue. Our rework costs on our current assets have been budgeted at \$410,000.

Our Plan of Operation

The focus of Striper Wells LLC is to improve production from oil and gas assets through extensive hands on interaction on a daily basis to ensure consistency. As we develop the properties we currently own, our revenues should increase significantly.

Regulation

Generally. Our oil and gas exploration, production and related operations and activities are subject to extensive rules and regulations promulgated by federal, state and local governmental agencies. Failure to comply with such rules and regulations can result in substantial penalties. Because such rules and regulations are frequently amended or reinterpreted, we are unable to predict the future cost or impact of complying with such laws. Although the regulatory burden on the oil and gas industry increases our cost of doing business and, consequently, affects our profitability, these burdens generally do not affect us any differently or to any greater or lesser extent than they affect others in our industry with similar types, quantities and locations of production.

Regulations affecting production. All of the states in which we operate generally require permits for drilling operations, require drilling bonds and reports concerning operations and impose other requirements relating to the exploration and production of oil and gas. Such states also have statutes or regulations addressing conservation matters, including provisions for the unitization or pooling of oil and gas properties, the establishment of maximum rates of production from oil and gas wells, the spacing, plugging and abandonment of such wells, restrictions on venting or flaring gas and requirements regarding the ratable production.

These laws and regulations may limit the amount of oil and gas we can produce from our wells and may limit the number of wells or the locations at which we can drill. Moreover, many states impose a production or severance tax with respect to the production and sale of oil and gas within their jurisdiction. States do not generally regulate wellhead prices or engage in other, similar direct economic regulation of production, but there can be no assurance they will not do so in the future.

In the event we conduct operations on federal, state or Indian oil and gas leases, our operations may be required to comply with additional regulatory restrictions, including various nondiscrimination statutes, royalty and related valuation requirements and on-site security regulations, and other appropriate permits issued by the Bureau of Land Management or other relevant federal or state agencies.

Regulations affecting sales. The sales prices of oil and gas are not presently regulated but rather are set by the market. We cannot predict, however, whether new legislation to regulate the price of energy commodities might be proposed, what proposals, if any, might actually be enacted by Congress or the various state legislatures and what effect, if any, the proposals might have on the operations of the underlying properties.

The Federal Energy Regulatory Commission (the “FERC”) regulates interstate gas transportation rates and service conditions, which affect the marketing of gas we produce, as well as the revenues we receive for sales of such production. The price and terms of access to pipeline transportation are subject to extensive federal and state regulation. The FERC is continually proposing and implementing new rules and regulations affecting interstate transportation. These initiatives also may affect the intrastate transportation of gas under certain circumstances. The stated purpose of many of these regulatory changes is to promote competition among the various sectors of the gas industry. We do not believe that we will be affected by any such FERC action in a manner materially different from other gas producers in our areas of operation.

The price we receive from the sale of oil and gas is affected by the cost of transporting those products to market. Interstate transportation rates for oil, gas and other products are regulated by the FERC. The FERC has established an indexing system for such transportation, which allows such pipelines to take an annual inflation-based rate increase. We are not able to predict with any certainty what effect, if any, these regulations will have on us, but, other factors being equal, the regulations may, over time, tend to increase transportation costs, which may have the effect of reducing wellhead prices for oil and gas.

Market manipulation and market transparency regulations. Under the Energy Policy Act of 2005 (the “EP Act 2005”), the FERC possesses regulatory oversight over gas markets, including the purchase, sale and transportation of gas by “any entity” in order to enforce the anti-market manipulation provisions in the EP Act 2005. The Federal Trade Commission (the “FTC”) has similar regulatory oversight of oil markets in order to prevent market manipulation. The Commodity Futures Trading Commission (the “CFTC”) also holds authority to monitor certain segments of the physical and futures energy commodities market pursuant to the Commodity Exchange Act. With regard to our physical purchases and sales of crude oil and gas, our gathering of these energy commodities, and any related hedging transactions that we undertake, we are required to observe these anti-market manipulation laws and related regulations enforced by the FERC, the FTC and/or the CFTC. These agencies hold substantial enforcement authority, including the ability to assess civil penalties of up to \$1 million per day per violation, to order disgorgement of profits and to recommend criminal penalties. Should we violate the anti-market manipulation laws and regulations, we could also be subject to related third-party damage claims by, among others, sellers, royalty owners and taxing authorities.

Gathering regulations. Section 1(b) of the Natural Gas Act (the “NGA”) exempts gas

gathering facilities from the jurisdiction of the FERC under the NGA. We own certain gas pipelines that we believe meet the traditional tests that the FERC has used to establish a pipeline's status as a gatherer not subject to the FERC jurisdiction. The distinction between the FERC-regulated transmission facilities and federally unregulated gathering facilities is, however, the subject of substantial, ongoing litigation, so the classification and regulation of our gathering lines may be subject to change based on future determinations by the FERC, the courts or Congress.

State regulation of gathering facilities generally includes various safety, environmental and, in some circumstances, nondiscriminatory take requirements and complaint-based rate regulation. Our gathering operations are also subject to state ratable take and common purchaser statutes, designed to prohibit discrimination in favor of one producer over another or one source of supply over another. The regulations under these statutes can have the effect of imposing some restrictions on our ability as an owner of gathering facilities to decide with whom we contract to gather gas. In addition, our gas gathering operations could be adversely affected should they be subject to more stringent application of state or federal regulation of rates and services, though we do not believe that we would be affected by any such action in a manner materially differently than other companies in our areas of operation.

Environmental and Occupational Safety and Health Matters

Our operations pertaining to oil and gas exploration, production and related activities are subject to numerous and constantly changing federal, state and local laws governing occupational safety and health, the emission and discharge of materials into the environment or otherwise relating to environmental protection. These laws and regulations may require the acquisition of permits prior to commencing drilling or other regulated activities in connection with our operations; restrict or prohibit the types, quantities and concentration of substances that we can release into the environment; restrict or prohibit activities that could impact wetlands, endangered or threatened species or other protected areas or natural resources; require some degree of remedial action to mitigate pollution from former operations, such as pit cleanups and plugging abandoned wells; impose specific safety and health criteria addressing worker protection; and impose substantial liabilities for pollution resulting from our operations. Such laws and regulations may substantially increase the cost of our operations and may prevent or delay the commencement or continuation of a given project and thus generally could have an adverse effect upon our capital expenditures, earnings or competitive position. Violation of these laws and regulations could result in sanctions including administrative, civil and criminal penalties, the imposition of remedial

obligations and the issuance of orders enjoining some or all of our operations in affected areas. We have not experienced accidental spills, leaks and other discharges of contaminants at some of our properties, but may do so in the future, as have other similarly situated oil and gas companies, and some of the properties that we have acquired, operated or sold, or in which we may hold an interest but not operational control, may have past or ongoing contamination for which we may be held responsible.

We may acquire operations that are located in environmentally sensitive environments, such as coastal waters, wetlands and other protected areas, which may obligate us to implement costly mitigative or precautionary measures. In addition, some of our properties are located in areas particularly susceptible to hurricanes and other destructive storms, which may damage facilities and cause the release of pollutants. Our environmental insurance coverage may not fully insure all of these risks. The costs of remedying such conditions may be significant, which could have a material adverse impact on our financial condition and operations.

We believe that we are in substantial compliance with current applicable environmental laws and regulations, and that the cost of compliance with such laws and regulations has not been material and is not expected to be material during 2015. We also do not believe that we will be required to incur material capital expenditures to comply with existing environmental requirements. Nevertheless, changes in existing environmental laws and regulations or in the re-interpretation of enforcement policies could have a significant impact on our operations, as well as the oil and gas industry in general. For instance, any changes in environmental laws and regulations that result in more stringent and costly waste handling, storage, transport, disposal or clean-up requirements, or drilling, completion, construction or water management activities could have an adverse impact on our operations.

The following is a summary of the more significant existing environmental and worker health and safety laws and regulations, as amended from time to time, to which our business operations are subject and for which compliance may have a material adverse impact on our capital expenditures, results of operations or financial position.

Hazardous substances and wastes. The Comprehensive Environmental Response, Compensation, and Liability Act (“CERCLA”), also known as the “Superfund” law, imposes liability, without regard to fault or the legality of the original conduct, on certain classes of persons that are considered to have contributed to the release of a “hazardous substance” into the environment. Despite the “petroleum exclusion” of Section 101(14) of CERCLA, which currently encompasses crude oil and natural gas, we may nonetheless handle hazardous substances within the meaning of CERCLA, or similar state statutes, in the course of our ordinary operations and, as a result, may be

jointly and severally liable under CERCLA for all or part of the costs required to clean up sites at which these hazardous substances have been released into the environment. These persons include the owner or operator of the disposal site or the site where the release occurred and companies that disposed or arranged for the disposal of the hazardous substances at the site where the release occurred. Under CERCLA, such persons may be subject to joint and several liability for the costs of cleaning up the hazardous substances that have been released into the environment and for damages to natural resources, and it is not uncommon for neighboring landowners and other third parties to file claims for personal injury and property damage allegedly caused by the hazardous substances released into the environment. We are able to control directly the operation of only those wells with respect to which we act as operator. Notwithstanding our lack of direct control over wells operated by others, the failure of an operator other than us to comply with applicable environmental regulations may, in certain circumstances, be attributed to us. We are not aware of any liabilities for which we may be held responsible that would materially and adversely affect us.

The Resource Conservation and Recovery Act (“RCRA”) and analogous state laws impose detailed requirements for the handling, storage, treatment and disposal of hazardous and non-hazardous wastes. RCRA specifically excludes drilling fluids, produced waters and other wastes associated with the exploration, development or production of crude oil, natural gas or geothermal energy from regulation as hazardous wastes. However, these wastes may be regulated by the U.S. Environmental Protection Agency (the “EPA”) or state agencies as non-hazardous wastes. Moreover, many ordinary industrial wastes, such as paint wastes, waste solvents, laboratory wastes and waste compressor oils may be regulated as hazardous wastes if such wastes have hazardous characteristics. Although the costs of managing hazardous waste may be significant, we do not believe that our costs in this regard are materially more burdensome than those for similarly situated companies.

We currently own or lease and have in the past owned or leased properties that for many years have been used for oil and natural gas exploration and production activities. Although we have utilized operating and disposal practices that were standard in the industry at the time, hydrocarbons or other substances and wastes may have been disposed of or released on or under the properties owned or leased by us or on or under the other locations where these hydrocarbons or other substances and wastes have been taken for treatment or disposal. In addition, certain of these properties have been operated by third parties whose treatment and disposal or release of hydrocarbons or other substances and wastes was not under our control. These properties and any hydrocarbons, substances and wastes disposed thereon may be subject to CERCLA, RCRA and analogous state laws. Under these laws, we could be required to remove or

remediate previously disposed wastes (including wastes disposed of or released by prior owners or operators), to clean up contaminated property (including contaminated groundwater) and to perform remedial operations to prevent future contamination.

Air emissions. The Clean Air Act and comparable state laws and regulations impose restrictions on emissions of air pollutants from various industrial sources, including compressor stations and natural gas processing facilities, and also impose various monitoring and reporting requirements. Such laws and regulations may require that we obtain pre-approval for the construction or modification of certain projects or facilities expected to produce air emissions or result in the increase of existing air emissions, obtain and strictly comply with air permits containing various emissions and operational limits or utilize specific emission control technologies to limit emissions. For example, in December 2014, the EPA published proposed regulations to revise the National Ambient Air Quality Standard for ozone, recommending a standard between 65 to 70 parts per billion, or ppb, for both the 8-hour primary and secondary standards protective of public health and public welfare. The EPA requested public comments on whether the standard should be set as low as 60 ppb or whether the existing 75 ppb standard should be retained. The EPA anticipates issuing a final rule by October 1, 2015. If the EPA lowers the ozone standard, states could be required to implement new, more stringent regulations, which could apply to our exploration and production operations. Compliance with these or other new regulations could, among other things, require installation of new emission controls on some of our equipment, result in longer permitting timelines, and significantly increase our capital expenditures and operating costs, which could adversely impact our business. However, we believe our operations will not be materially adversely affected by any such requirements, and the requirements are not expected to be any more burdensome to us than to other similarly situated companies involved in oil and natural gas exploration and production activities.

Water discharges and subsurface injections. The Federal Water Pollution Control Act (the “Clean Water Act”) and analogous state laws and regulations impose restrictions and strict controls with respect to the discharge of pollutants, including spills and leaks of oil and other substances, into waters of the United States as well as state waters. The discharge of pollutants into regulated waters is prohibited, except in accordance with the terms of a permit issued by the EPA or an analogous state agency. Pursuant to these laws and regulations, we may be required to obtain and maintain approvals or permits for the discharge of wastewater or storm water from our operations and may be required to develop and implement spill prevention, control and countermeasure plans, also referred to as “SPCC plans,” in connection with on-site storage of significant quantities of oil, including refined petroleum products. We maintain all required discharge permits necessary to conduct our operations, and we believe we are in substantial compliance

with their terms. The Clean Water Act also prohibits the discharge of dredge and fill material in regulated waters, including wetlands, unless authorized by permit. Federal and state regulatory agencies can impose administrative, civil and criminal penalties for non-compliance with discharge permits or other requirements of the Clean Water Act and analogous state laws and regulations. In addition, the United States Oil Pollution Act of 1990 (“OPA”) and similar legislation enacted in Texas, Louisiana and other coastal states impose oil spill prevention and control requirements and significantly expand liability for damages resulting from oil spills. OPA imposes strict and, with limited exceptions, joint and several liabilities upon each responsible party for oil spill response and removal costs and a variety of public and private damages.

Fluids associated with oil and natural gas production, consisting primarily of salt water, are disposed by injection in belowground disposal wells. These disposal wells are regulated pursuant to the Underground Injection Control (“UIC”) program established under the federal Safe Drinking Water Act (“SDWA”) and analogous state laws. The UIC program requires permits from the EPA or an analogous state agency for the construction and operation of disposal wells, establishes minimum standards for disposal well operations, and restricts the types and quantities of fluids that may be disposed. While we believe that our disposal well operations substantially comply with requirements under the UIC program, a change in disposal well regulations or the inability to obtain permits for new disposal wells in the future may affect our ability to dispose of salt water and ultimately increase the cost of our operations. For example, there exists a growing concern that the injection of saltwater and other fluids into belowground disposal wells triggers seismic activity in certain areas, including Texas, where we operate. In response to these concerns, in October 2014, the Texas Railroad Commission (“TRC”) published a final rule governing permitting or re-permitting of disposal wells that would require, among other things, the submission of information on seismic events occurring within a specified radius of the disposal well location, as well as logs, geologic cross sections and structure maps relating to the disposal area in question. If the permittee or an applicant of a disposal well permit fails to demonstrate that the injected fluids are confined to the disposal zone or if scientific data indicates such a disposal well is likely to be or determined to be contributing to seismic activity, then the TRC may deny, modify, suspend or terminate the permit application or existing operating permit for that well. These new seismic permitting requirements applicable to disposal wells impose more stringent permitting requirements and likely to result in added costs to comply or, perhaps, may require alternative methods of disposing of salt water and other fluids, which could delay production schedules and also result in increased costs.

Global warming and climate change. The EPA has determined that emissions of carbon

dioxide, methane and other “greenhouse gases” present an endangerment to public health and the environment because emissions of such gases are, according to the EPA, contributing to warming of the Earth’s atmosphere and other climatic changes. Based on these findings, the EPA adopted regulations to restrict emissions of greenhouse gases under existing provisions of the Clean Air Act that, among other things, established Prevention of Significant Deterioration (“PSD”) construction and Title V operating permit reviews for greenhouse gases from certain large stationary sources that are already potential major sources of principal, or criteria, pollutant emissions. Facilities required to obtain PSD permits for their greenhouse gas emissions also will be required to meet “best available control technology” standards that typically will be established by the states. The EPA has also adopted rules requiring the annual reporting of greenhouse gas emissions from specified large greenhouse gas emission sources in the United States, including certain onshore oil and natural gas production facilities. We believe that we are in compliance with all greenhouse gas emissions reporting requirements applicable to our operations.

While the United States Congress has from time to time considered adopting legislation to reduce emissions of greenhouse gases, in the absence of any such legislation in recent years, a number of state and regional efforts have emerged that are aimed at tracking or reducing emissions of greenhouse gases, primarily through the planned development of greenhouse gas emission inventories and/or regional greenhouse gas cap and trade programs. Most of these cap and trade programs work by requiring major sources of emissions, to acquire and surrender emission allowances. Although it is not possible at this time to predict how legislation or new regulations that may be adopted to address greenhouse emissions would impact our business, any such future laws and regulations that require reporting of greenhouse gases or otherwise limit emissions of greenhouse gases from our equipment and operations could require us to incur costs to monitor and report on greenhouse gas emissions or reduce emissions of greenhouse gases associated with our operations, and such requirements could adversely affect demand for the oil and natural gas that we produce. For example, in January 2015, the current administration announced that, in the summer of 2015, the EPA is expected to propose new regulations, which are currently anticipated to be finalized in 2016, that will set methane emission standards for new and modified oil and gas production and natural gas processing and transmission facilities as part of the administration’s efforts to reduce methane emissions from the oil and gas sector by up to 45% from 2012 levels by 2025. Finally, it should be noted that some scientists have concluded that increasing concentrations of greenhouse gases in the Earth’s atmosphere may produce climate changes that have significant physical effects, such as increased frequency and severity of storms, droughts, floods and other climatic events. If any such effects were to occur, they could have an adverse effect on our financial condition and results of operations.

Hydraulic fracturing. Hydraulic fracturing is an important and common practice that is used to stimulate production of natural gas and/or oil from dense subsurface rock formations. The hydraulic fracturing process involves the injection of water, sand and chemicals under pressure into the formation to fracture the surrounding rock and stimulate production. We commonly use hydraulic fracturing as part of our operations. Hydraulic fracturing typically is regulated by state oil and natural gas commissions or other similar state agencies, but several federal agencies have asserted regulatory authority over certain aspects of the process. For example, the EPA has issued final Clean Air Act regulations governing performance standards, including standards for the capture of air emissions released during hydraulic fracturing; announced its intent to propose in the first half of 2015 effluent limit guidelines that wastewater from shale gas extraction operations must meet before discharging to a treatment plant; and in May 2014, issued a prepublication of its Advance Notice of Proposed Rulemaking regarding Toxic Substances Control Act reporting of the chemical substances and mixtures used in hydraulic fracturing. Also, the federal Bureau of Land Management issued a revised proposed rule containing disclosure requirements and other mandates for hydraulic fracturing on federal lands and the agency is now analyzing comments to the proposed rulemaking and is expected to promulgate a final rule in the first half of 2015.

From time to time, Congress has considered legislation to provide for federal regulation of hydraulic fracturing under the SDWA and to require disclosure of the chemicals used in the hydraulic fracturing process. At the state level, several states, including Texas, where we conduct operations, New Mexico and Louisiana, have adopted, and other states are considering adopting, legal requirements that could impose more stringent permitting, chemical disclosure and well construction requirements on hydraulic fracturing activities. Alternatively, states or local governments could elect to prohibit hydraulic fracturing altogether, like the State of New York, which announced such a ban in December 2014, as well as some cities in Texas, California and Ohio have done. Local government also may seek to adopt ordinances within their jurisdictions regulating the time, place and manner of drilling activities in general or hydraulic fracturing activities in particular. We believe that we follow applicable standard industry practices and legal requirements for groundwater protection in our hydraulic fracturing activities. Nonetheless, if new or more stringent federal, state or local legal restrictions relating to the hydraulic fracturing process are adopted in areas where we operate, we could incur potentially significant added costs to comply with such requirements, experience delays or curtailment in the pursuit of exploration, development or production activities, and perhaps even be precluded from drilling wells.

\In addition, certain governmental reviews are underway that focus on environmental

aspects of hydraulic fracturing practices. The White House Council on Environmental Quality is coordinating an administration-wide review of hydraulic fracturing practices. In addition, the EPA has commenced a study of the potential environmental effects of hydraulic fracturing activities, with a draft report drawing conclusions about the potential impacts of hydraulic fracturing on drinking water resources expected to be available for public comment and peer review in the first half of 2015. These ongoing or any future studies, depending on their degree of pursuit and any meaningful results obtained, could spur initiatives to further regulate hydraulic fracturing under the SDWA or other regulatory mechanisms.

To our knowledge, there have been no citations, suits or contamination of potable drinking water arising from our hydraulic fracturing operations. We do not have insurance policies in effect that are intended to provide coverage for losses solely related to hydraulic fracturing operations; however, we believe our general liability and excess liability insurance policies would cover third-party claims related to hydraulic fracturing operations and associated legal expenses in accordance with, and subject to, the terms of such policies.

Endangered species. The federal Endangered Species Act and analogous state laws regulate activities that could have an adverse effect on threatened or endangered species or their critical habitat. Similar protections are offered to migratory birds under the Migratory Bird Treaty Act. Some of our well drilling operations are conducted in areas where protected species are known to exist. In these areas, we may be obligated to develop and implement plans to avoid potential adverse impacts to protected species, and we may be prohibited from conducting drilling operations in certain locations or during certain seasons, such as breeding and nesting seasons, when our operations could have an adverse effect on protected species. It is also possible that a federal or state agency could order a complete halt to drilling activities in certain locations if it is determined that such activities may have a serious adverse effect on a protected species. The presence of a protected species in areas where we perform drilling activities could impair our ability to timely complete well drilling and development and could adversely affect our future production from those areas. Moreover, as a result of a settlement approved by the U.S. District Court for the District of Columbia in September 2011, the U.S. Fish and Wildlife Service (“FWS”) is required to make a determination on listing of numerous species as endangered or threatened under the ESA by no later than completion of the agency’s 2017 fiscal year. For example, in March 2014, the FWS announced the listing of the lesser prairie chicken, whose habitat is over a five-state region, including Texas, where we conduct operations, as a threatened species under the ESA. However, the FWS also announced a final rule that will limit regulatory impacts on landowners and businesses from the listing if those landowners and businesses have

entered into certain range-wide conservation planning agreements, such as those developed by the Western Association of Fish and Wildlife Agencies (“WAFWA”), pursuant to which such parties agreed to take steps to protect the lesser prairie chicken’s habitat and to pay a mitigation fee if its actions harm the lesser prairie chicken’s habitat. The listing of the lesser prairie chicken as a threatened species or, alternatively, entry into certain range-wide conservation planning agreements such as WAFWA, could result in increased costs to us from species protection measures, time delays or limitations on the drilling program’s activities, which costs, delays or limitations may be significant.

Pipeline safety. Some of our pipelines are subject to regulation by the U.S. Department of Transportation (the “DOT”) under the Pipeline Safety Improvement Act of 2002, which was reauthorized and amended by the Pipeline Inspection, Protection, Enforcement and Safety Act of 2006, and further amended by the Pipeline Safety, Regulation Certainty, and Job Creation Act of 2011 (the “2011 Pipeline Safety Act amendments”). The DOT, through the Pipeline and Hazardous Materials Safety Administration, has established a series of rules that require pipeline operators to develop and implement integrity management programs for gas, oil and condensate transmission pipelines that, in the event of a failure, could affect “high consequence areas.” “High consequence areas” are currently defined to include areas with specified population densities, buildings containing populations with limited mobility, areas where people may gather along the route of a pipeline (such as athletic fields or campgrounds), environmentally sensitive areas and commercially navigable waterways. Under the DOT’s regulations, integrity management programs are required to include baseline assessments to identify potential threats to each pipeline segment, implementation of mitigation measures to reduce the risk of pipeline failure, periodic reassessments, reporting and recordkeeping. These regulatory requirements may be expanded in the future upon completion of studies required by the 2011 Pipeline Safety Act amendments.

OSHA and other laws and regulations. We are subject to the requirements of the federal Occupational Safety and Health Act (“OSHA”) and comparable state statutes. These laws and the implementing regulations strictly govern the protection of the health and safety of employees. The OSHA hazard communication standard, the EPA community right-to-know regulations under Title III of CERCLA and similar state statutes require that we organize and/or disclose information about hazardous materials used or produced in our operations. We believe that we are in substantial compliance with these applicable requirements and with other OSHA and comparable requirements.

Claims are sometimes made or threatened against companies engaged in oil and natural gas exploration, production and related activities by owners of surface estates, adjoining

properties or others alleging damages resulting from environmental contamination and other incidents of operations. We have been named as a defendant in a number of such lawsuits. While some jurisdictions in which we operate limit damages in such cases to the value of land that has been impaired, courts in other jurisdictions have allowed damage claims in excess of land value, including claims for the cost of remediation of contaminated properties. However, we do not believe that resolution of these claims will have a material adverse impact on our financial condition and operations.

Competition

We operate in a highly competitive environment. The principal resources necessary for the exploration and production of crude oil and natural gas are leasehold prospects where crude oil and natural gas reserves may be discovered, drilling rigs and related equipment to explore for such reserves and knowledgeable personnel to conduct operations. We must compete for such resources with both major oil and gas companies and independent operators. Many of these competitors have financial and other resources substantially greater than ours. Although we believe our current operating and financial resources are adequate to preclude any significant disruption of our operations in the immediate future, we cannot assure you that such resources will be available to us indefinitely.

RISK FACTORS

The following is only a brief summary of the risks involved in investing in our Company. Investment in our Securities involves risks. You should carefully consider the following risk factors in addition to other information contained in this Disclosure Statement before purchasing the Securities in our company. The occurrence of any of the following risks might cause you to lose all or part of your investment. Some statements in this Disclosure Statement, including statements in the following risk factors, constitute "Forward-Looking Statements."

An investment in our company involves a significant amount of risk and is suitable only for accredited and sophisticated investors of substantial means who have no immediate need for liquidity in the amount invested, and who understand and can afford a risk of loss of all or a substantial part of such investment. Accordingly, investors should carefully consider the following factors, among others, before making an investment in our stock.

Risks Related Our Industry

Speculative Nature and Hazards of Oil and Gas Development Activities.

Exploration, drilling and development of oil and gas properties is not an exact science and involves a high degree of risk. There is no assurance that our activities in the oil and gas industry will yield sufficient oil or gas production or other operating revenues that will allow us to remain profitable. We may be subject to liability for pollution and other damages and will be subject to statutes and regulations relating to environmental matters. Although we may obtain and maintain the insurance coverage and amounts we deem appropriate, we may suffer losses due to hazards against which we cannot insure or against which we may elect not to insure.

Importance of Future Prices, Supply and Demand for Oil and Gas.

Revenues generated from our oil and gas production activities in the oil and gas industry will be highly dependent upon the future prices and demand for oil and gas. Factors which may affect prices and demand for oil and gas include, but are not limited to, the worldwide supply of oil and gas; the price of oil and gas produced in the United States or imported from foreign countries; consumer demand for oil and gas; the price and availability of alternative fuels; federal and state regulation; and general, national and worldwide economic political conditions.

In addition to the widely-recognized volatility of the oil market, the gas market is also unsettled due to a number of factors. In the past, production from gas wells in many geographic areas of the United States has been curtailed for considerable periods of time due to a lack of market demand, and such curtailments may exist in the future. Further, there may be an excess supply of gas in the area of our wells. In that event, it is possible that our wells could be shut in or gas in those areas might be sold on terms less favorable than might otherwise be obtained. The combination of these factors, among others, makes it particularly difficult to estimate accurately future prices of oil and gas, and any assumptions concerning future prices may prove incorrect.

Markets for Sale of Production.

Our ability to market oil and gas found and produced, will depend on numerous factors beyond our control, the effect of which cannot be accurately predicted or anticipated.

Some of these factors include, without limitation, the availability of a ready market, the effect of federal and state regulation of production, refining, transportation and sales, and general national and worldwide economic conditions. There is no assurance that we will be able to market any oil or gas we produced, or, if such oil or gas is marketed, that we can obtain favorable prices.

Price Control and Possible Energy Legislation.

There are currently no federal price controls on oil or gas production so that sales of our oil or gas can be made at uncontrolled market prices. However, there can be no assurance that Congress will not enact controls at any time. No prediction can be made as to what additional energy legislation may be proposed, if any, nor which bills may be enacted nor when any such bills, if enacted, would become effective.

Environmental Regulations.

The exploration, development and production of oil and gas is subject to various federal and state laws and regulations to protect the environment. Various states and governmental agencies are considering, and some have adopted, laws and regulations regarding environmental control which could adversely affect our business. Compliance with such legislation and regulations, together with any penalties resulting from noncompliance therewith, will increase the cost of oil and gas development and production.

Government Regulation.

The oil and gas business is subject to extensive governmental regulation under which, among other things, rates of production from our wells may be fixed. Governmental regulation also may limit or otherwise affect the market for our wells' production and the price which may be paid for that production. Governmental regulations relating to environmental matters could also affect our operations. The nature and extent of various regulations, the nature of other political developments and their overall effect upon us are not predictable.

We sell a limited number of products to a limited number of customers.

Our customers may be in a limited geographical area. Further our sales are likely to be concentrated in in a few products. Unfavorable conditions in our markets, unfavorable events that affect our customers, or unfavorable events affecting our products could materially affect our ability to make timely or any payments on the Notes.

Price declines may result in impairments of our asset carrying values.

Commodity prices have a significant impact on the present value of our proved reserves. Accounting rules require us to impair, as a non-cash charge to earnings, the carrying value of our oil and gas properties in certain situations. We are required to perform impairment tests on our assets periodically and whenever events or changes in circumstances warrant a review of our assets. To the extent such tests indicate a reduction of the estimated useful life or estimated future cash flows of our assets, the carrying value may not be recoverable, and an impairment may be required. Any impairment charges we record in the future could have a material adverse effect on our results of operations in the period incurred.

We may have to limit our exploration and development activity, which may result in a loss of investment.

We have a relatively small asset base and limited access to additional capital. Due to our historical operating losses, our operations to date have not been a source of liquidity. We expect significant cash requirements during fiscal year 2015 for our well drilling and completion programs, potential land acquisitions and overhead and working capital purposes. We cannot assure you that we will have, or be able to obtain, sufficient capital to complete our planned exploration and development programs. If additional financing is not available, or is not available on acceptable terms, we will have to curtail our operations, and investors may lose some or all of their investment.

Strategic relationships upon which we may rely are subject to change, which may diminish our ability to conduct our operations.

Our ability to successfully acquire additional properties, to discover reserves, to participate in drilling opportunities and to identify and enter into commercial arrangements with customers will depend on developing and maintaining close working relationships with industry participants and on our ability to select and evaluate suitable properties and to consummate transactions in a highly competitive environment. These realities are subject to change and may impair our ability to grow.

To develop our business, we will endeavor to use the business relationships of our management to enter into strategic relationships, which may take the form of joint ventures with other private parties and contractual arrangements with other oil and gas companies, including those that supply equipment and other resources that we will use in our business. We may not be able to establish these strategic relationships, or if established, we may not be able to maintain them. In addition, the dynamics of our relationships with strategic partners may require us to incur expenses or undertake activities we would not otherwise be inclined to in order to fulfill our obligations to these partners or maintain our relationships. If our strategic relationships are not established or maintained, our business prospects may be limited, which could diminish our ability to conduct our operations.

Competition in obtaining rights to explore and develop oil and gas reserves and to market our production may impair our business.

The oil and gas industry is highly competitive. Other oil and gas companies may seek to acquire oil and gas leases and other properties and services we will need to operate our business in the areas in which we expect to operate. Additionally, other companies engaged in our line of business may compete with us from time to time in obtaining capital from investors. Competitors include larger companies, which, in particular, may have access to greater resources, may be more successful in the recruitment and retention of qualified employees and may conduct their own refining and petroleum marketing operations, which may give them a competitive advantage. In addition, actual or potential competitors may be strengthened through the acquisition of additional assets and interests. If we are unable to compete effectively or adequately respond to competitive pressures, this inability may materially adversely affect our consolidated results of operations and financial condition.

Our proved reserves are estimates and depend on many assumptions. Any material inaccuracies in these assumptions could cause the quantity and value of our oil and gas reserves, and our revenues, profitability and cash flows to be materially different from our estimates.

The accuracy of estimated proved reserves and estimated future net cash flows from such reserves is a function of the quality of available geological, geophysical, engineering and economic data and is subject to various assumptions, including assumptions required by the SEC relating to oil and gas prices, drilling and operating expenses and other matters. Although we believe that our estimated proved reserves represent reserves that we are reasonably certain to recover, actual future production, oil and gas prices, revenues, taxes, development expenditures, operating expenses and

quantities of recoverable oil and gas reserves will most likely vary from the assumptions and estimates used to determine proved reserves. Any significant variance could materially affect the estimated quantities and value of our oil and gas reserves, which in turn could adversely affect our cash flows, results of operations, financial condition and the availability of capital resources. In addition, we may adjust estimates of proved reserves to reflect production history, results of exploration and development, prevailing oil and gas prices and other factors, many of which are beyond our control. Downward adjustments to our estimated proved reserves could require us to impair the carrying value of our oil and gas properties, which would reduce our earnings and our stockholders' equity.

The present value of proved reserves will not necessarily equal the current fair market value of our estimated oil and gas reserves. In accordance with reserve reporting requirements of the SEC, we are required to establish economic production for reserves on an average historical price. Actual future prices and costs may be materially higher or lower than those required by the SEC. The timing of both the production and expenses with respect to the development and production of oil and gas properties will affect the timing of future net cash flows from proved reserves and their present value.

We may not be able to replace production with new reserves.

In general, the volume of production from an oil and gas property declines as reserves related to that property are depleted. The decline rates depend upon reservoir characteristics. Exploring for, developing or acquiring reserves is capital intensive and uncertain. We may not be able to economically find, develop or acquire additional reserves. Also, we may not be able to make the necessary capital investments if our cash flows from operations decline or external sources of capital become limited or unavailable. We cannot give assurance that our future exploration, development and acquisition activities will result in additional proved reserves or that we will be able to drill productive wells at acceptable costs.

Decommissioning costs are unknown and may be substantial. Unplanned costs could divert resources from other projects.

We may become responsible for costs associated with abandoning and reclaiming wells, facilities and pipelines which we use for production of oil and natural gas reserves. Abandonment and reclamation of these facilities and the costs associated therewith is often referred to as "decommissioning." We have not yet determined whether we will establish a cash reserve account for these potential costs in respect of any of our properties or facilities, or if we will satisfy such costs of decommissioning

from the proceeds of production in accordance with the practice generally employed in onshore and offshore oilfield operations. If decommissioning is required before economic depletion of our properties or if our estimates of the costs of decommissioning exceed the value of the reserves remaining at any particular time to cover such decommissioning costs, we may have to draw on funds from other sources to satisfy such costs. The use of other funds to satisfy such decommissioning costs could impair our ability to focus capital investment in other areas of our business.

Our inability to obtain necessary facilities could hamper our operations.

Oil and gas exploration and development activities are dependent on the availability of drilling and related equipment, transportation, power and technical support in the particular areas where these activities will be conducted, and our access to these facilities may be limited. To the extent that we conduct our activities in remote areas, the facilities required may not be proximate to our operations, which will increase our expenses. Demand for scarce equipment and other facilities or access restrictions may affect the availability of such equipment to us and may delay exploration and development activities. The quality and reliability of necessary facilities may also be unpredictable and we may be required to make efforts to standardize our facilities, which may entail unanticipated costs and delays. Shortages and/or the unavailability of necessary equipment or other facilities will impair our activities, either by delaying our activities, increasing our costs or otherwise.

Prices and markets for oil and natural gas are unpredictable and tend to fluctuate significantly, which could reduce profitability, growth and the value of our business.

Oil and natural gas are commodities whose prices are determined based on world demand, supply and other factors, all of which are beyond our control. World prices for oil and natural gas have fluctuated widely in recent years. We expect that prices will continue to fluctuate in the future. Price fluctuations will have a significant impact upon our revenue, the return from our reserves and on our financial condition generally. Price fluctuations for oil and natural gas commodities may also impact the investment market for companies engaged in the oil and gas industry. Decreases in the prices of oil and natural gas may have a material adverse effect on our consolidated financial condition, the future results of our operations and the quantities of reserves recoverable on an economic basis.

Increases in our operating expenses will impact our operating results and financial condition.

Exploration, development, production, marketing (including distribution costs) and regulatory compliance costs (including taxes) will substantially impact the net revenues and profits we derive from the oil and natural gas that we produce. These costs are subject to fluctuations and variation in the different locales in which we operate, and we may not be able to predict or control these costs. If these costs exceed our expectations, this may adversely affect our consolidated results of operations. In addition, we may not be able to earn net revenue at our predicted levels, which may impact our ability to satisfy our obligations.

Penalties we may incur could impair our business.

Failure to comply with government regulations could subject us to civil and criminal penalties, could require us to forfeit property rights, and may affect the value of our assets. We may also be required to take corrective actions, such as installing additional equipment or taking other actions, each of which could require us to make substantial capital expenditures. We could also be required to indemnify our employees in connection with any expenses or liabilities that they may incur individually in connection with regulatory action against them. As a result, our future business prospects could deteriorate due to regulatory constraints, and our profitability could be impaired by our obligation to provide such indemnification to our employees.

Compliance with laws and regulations governing our activities could be costly and could negatively impact production.

Our oil and gas exploration, production and related operations are subject to extensive rules and regulations promulgated by federal, state and local agencies. Failure to comply with such rules and regulations can result in substantial penalties. The regulatory burden on the oil and gas industry increases our cost of doing business and affects our profitability. Because such rules and regulations are frequently amended or reinterpreted, we are unable to predict the future cost or impact of complying with such laws.

The state in which we operate requires permits for drilling operations, drilling bonds and reports concerning operations and impose other requirements relating to the exploration and production of oil and gas. The state also have statutes or regulations addressing conservation matters, including provisions for the unitization or pooling of oil and gas properties, the establishment of maximum rates of production from oil and gas wells and the spacing, plugging and abandonment of such wells. The statutes and regulations of certain states also limit the rate at which oil and gas can be produced from our properties.

The FERC regulates interstate gas transportation rates and service conditions, which affect the marketing of gas we produce, as well as the revenues we receive for sales of such production. Since the mid-1980s, the FERC has issued various orders that have significantly altered the marketing and transportation of gas. These orders resulted in a fundamental restructuring of interstate pipeline sales and transportation services, including the unbundling by interstate pipelines of the sales, transportation, storage and other components of the city-gate sales services such pipelines previously performed. These FERC actions were designed to increase competition within all phases of the gas industry. The interstate regulatory framework may enhance our ability to market and transport our gas, although it may also subject us to greater competition and to the more restrictive pipeline imbalance tolerances and greater associated penalties for violation of such tolerances.

Our sales of oil and natural gas are not presently regulated and are made at market prices. The price we receive from the sale of these products is affected by the cost of transporting them to market. The FERC has implemented regulations establishing an indexing system for transportation rates for oil pipelines, which, generally, would index such rate to inflation, subject to certain conditions and limitations. We are not able to predict with any certainty what effect, if any, these regulations will have on us, but, other factors being equal, the regulations may, over time, tend to increase transportation costs, which may have the effect of reducing wellhead prices for oil and natural gas.

Under the EP Act 2005, the FERC has civil penalty authority under the NGA to impose penalties for current violations of up to \$1 million per day for each violation and disgorgement of profits associated with any violation. While our gas operations have not been regulated by the FERC under the NGA, FERC has adopted regulations that may subject certain of our otherwise non-FERC jurisdictional entities to FERC annual reporting. Additional rules and legislation pertaining to those and other matters may be considered or adopted by the FERC from time to time. Failure to comply with those regulations in the future could subject us to civil penalty liability.

Our oil and gas exploration and production and related activities are subject to extensive environmental regulations and to laws that can give rise to substantial liabilities from environmental contamination.

Our operations are subject to extensive federal, state and local environmental laws and regulations, which impose limitations on the emission and discharge of pollutants into the environment, establish standards for the management, treatment, storage, transportation and disposal of hazardous materials and solid and hazardous wastes, and

impose obligations to investigate and remediate contamination in certain circumstances. Liabilities to investigate or remediate contamination, as well as other liabilities concerning hazardous materials or contamination such as claims for personal injury or property damage, may arise at many locations, including properties in which we have an ownership interest but no operational control, properties we formerly owned or operated and sites where our wastes have been treated or disposed of, as well as at properties that we currently own or operate. Such liabilities may arise even where the contamination does not result from any noncompliance with applicable environmental laws regardless of fault. Under a number of environmental laws, such liabilities may also be strict, joint and several, meaning that we could be held responsible for more than our share of the liability involved, or even the entire share. Environmental requirements generally have become more stringent in recent years, and compliance with those requirements more expensive.

We have incurred expenses in connection with environmental compliance, and we anticipate that we will continue to do so in the future. Failure to comply with extensive applicable environmental laws and regulations could result in significant civil or criminal penalties and remediation costs, as well as the issuance of administrative or judicial orders limiting operations or prohibiting certain activities. Some of our properties, including properties in which we have an ownership interest but no operating control, may be affected by environmental contamination that may require investigation or remediation. Some of our operations are located in environmentally sensitive environments, such as coastal waters, wetlands and other protected areas. Some of our operations are in areas particularly susceptible to damage by hurricanes or other destructive storms, which could result in damage to facilities and discharge of pollutants. In addition, claims are sometimes made or threatened against companies engaged in oil and gas exploration and production by owners of surface estates, adjoining properties or others alleging damage resulting from environmental contamination and other incidents of operation, and such claims have been asserted against us as well as companies we have acquired. Compliance with, and liabilities for remediation under, these laws and regulations, and liabilities concerning contamination or hazardous materials, may adversely affect our business, financial condition and results of operations.

Climate change legislation or regulations restricting emissions of “greenhouse gases” could result in increased operating costs and reduced demand for the crude oil and gas that we produce.

In December 2009, the EPA determined that emissions of carbon dioxide, methane and other “greenhouse gases” present an endangerment to public health and the environment,

because emissions of such gases are, according to the EPA, contributing to warming of the Earth's atmosphere and other climatic changes. Based on these findings, the EPA adopted two sets of rules regulating greenhouse gas emissions under the Clean Air Act, including emissions of greenhouse gases from certain large stationary sources. The EPA's rules relating to emissions of greenhouse gases from large stationary sources of emissions are currently subject to a number of legal challenges, but the federal courts have thus far declined to issue any injunctions to prevent the EPA from implementing, or requiring state environmental agencies to implement, the rules. The EPA has also adopted rules requiring the reporting of greenhouse gas emissions from specified large greenhouse gas emission sources in the United States, including certain onshore oil and gas production facilities, on an annual basis.

In addition, from time to time Congress has considered adopting legislation to reduce emissions of greenhouse gases and almost one-half of the states have already taken legal measures to reduce emissions of greenhouse gases, primarily through the planned development of greenhouse gas emission inventories and/or regional greenhouse gas cap and trade programs. Most of these cap and trade programs work by requiring major sources of emissions, such as electric power plants or major producers of fuels, such as refineries and gas processing plants, to acquire and surrender emission allowances. The number of allowances available for purchase is reduced each year in an effort to achieve the overall greenhouse gas emission reduction goal.

The adoption of legislation or regulatory programs to reduce emission of greenhouse gases could require us to incur increased operating costs, such as costs to purchase and operate emission control systems, to acquire emission allowances or comply with new regulatory or reporting requirements. Any such legislation or regulatory programs could also increase the cost of consuming, and thereby reduce demand for, the oil and gas we produce. Consequently, legislation and regulatory programs to reduce emissions of greenhouse gases could have an adverse effect on our business, financial condition and results of operations. Finally, it should be noted that some scientists have concluded that increasing concentrations of greenhouse gases in the Earth's atmosphere may produce climate changes that have significant physical effects, such as increased frequency and severity of storms, droughts, floods and other climatic events. If any such effects were to occur, they could have an adverse effect on our financial condition and results of operations.

Federal and state legislation and regulatory initiatives relating to hydraulic fracturing could result in increased costs and additional operating restrictions or delays.

Hydraulic fracturing involves the injection of water, sand, and chemicals under pressure

into dense subsurface rock formations to fracture the surrounding rock and stimulate production. We commonly use hydraulic fracturing as part of our operations. Hydraulic fracturing typically is regulated by state oil and natural gas commissions, but the EPA has asserted federal regulatory authority pursuant to the SDWA over certain hydraulic fracturing activities involving the use of diesel, and in February 2014, issued permitting guidance for such activities. Also, in May 2014, the EPA issued an Advanced Notice of Proposed Rulemaking under the Toxic Substances Control Act that would require companies to disclose information regarding the chemicals used in hydraulic fracturing.

At the state level, several states have adopted or are considering legal requirements that could impose more stringent permitting, disclosure and well construction requirements on hydraulic fracturing activities. For example in May 2013, the Texas Railroad Commission adopted new rules governing well casing, cementing and other standards for ensuring that hydraulic fracturing operations do not contaminate nearby water resources. Local government also may seek to adopt ordinances within their jurisdictions regulating the time, place and manner of drilling activities in general or hydraulic fracturing activities in particular or prohibit the performance of well drilling in general or hydraulic fracturing in particular. If new or more stringent federal, state or local legal restrictions relating to the hydraulic fracturing process are adopted in areas where we operate, we could incur potentially significant added costs to comply with such requirements, experience delays or curtailment in the pursuit of exploration, development or production activities, and perhaps even be precluded from drilling wells.

The White House Council on Environmental Quality is coordinating an administration-wide review of hydraulic fracturing practices, and the EPA has commenced a study of the potential environmental effects of hydraulic fracturing on water resources. The EPA has indicated that it expects to issue its study report in the first half of 2015. Moreover, the EPA is developing effluent limitations for the treatment and discharge of wastewater resulting from hydraulic fracturing activities and plans to propose these standards sometime in 2015. Other governmental agencies, including the U.S. Department of Energy and the U.S. Department of the Interior, are evaluating various other aspects of hydraulic fracturing. These ongoing or proposed studies, depending on their findings, could spur initiatives to further regulate hydraulic fracturing under the SDWA or other regulatory mechanisms. If new or more stringent federal, state or local legal restrictions relating to the hydraulic fracturing process are adopted in areas where we operate, we could incur potentially significant added costs to comply with such requirements, experience delays or curtailment in the pursuit of exploration, development, or production activities, and perhaps even be precluded from drilling wells.

Our operations are substantially dependent on the availability of water. Restrictions on our ability to obtain water may have an adverse effect on our financial condition, results of operations and cash flows.

Water is an essential component of both the drilling and hydraulic fracturing processes. Historically, we have been able to purchase water from various sources for use in our operations. If we are unable to obtain water to use in our operations from local sources, we may be unable to economically produce oil and gas, which could have an adverse effect on our financial condition, results of operations and cash flows.

We may not be insured against all of the operating hazards to which our business is exposed.

Our operations are subject to the usual hazards incident to the drilling and production of oil and gas, such as windstorms, lightning strikes, blowouts, cratering, explosions, uncontrollable flows of oil, gas or well fluids (including fluids used in hydraulic fracturing activities), fires, severe weather and pollution and other environmental risks. These hazards can cause personal injury and loss of life, severe damage to and destruction of property and equipment, pollution or environmental damage, clean-up responsibilities, regulatory investigation and penalties, and suspension of operations, all of which could result in a substantial loss. We maintain insurance against some, but not all, of the risks described above. Such insurance may not be adequate to cover losses or liabilities. Also, we cannot give assurance of the continued availability of insurance at premium levels that justify its purchase.

Our business will suffer if we cannot obtain or maintain the necessary licenses.

Our operations will require licenses, permits and in some cases renewals of licenses and permits from various governmental authorities. Our ability to obtain, sustain or renew such licenses and permits on acceptable terms is subject to changes in regulations and policies and to the discretion of the applicable government agencies, among other factors. Our inability to obtain, or our loss of or denial of extension, to any of these licenses or permits could hamper our ability to produce revenues from our operations.

Certain United States federal income tax deductions currently available with respect to oil and natural gas exploration and production may be eliminated as a result of proposed legislation.

Legislation has been proposed that would, if enacted into law, make significant changes to U.S. federal income tax laws, including the elimination of certain key U.S. federal

income tax incentives currently available to oil and gas exploration and production companies. These changes include, but are not limited to:

- the repeal of the percentage depletion allowance for oil and natural gas properties;
- the elimination of current deductions for intangible drilling and development costs;
- the elimination of the deduction for certain domestic production activities; and
- an extension of the amortization period for certain geological and geophysical expenditures.

It is unclear whether these or similar changes will be enacted. The passage of this legislation or any similar changes in U.S. federal income tax laws could eliminate or postpone certain tax deductions that are currently available with respect to oil and natural gas exploration and development. Any such changes could have an adverse effect on our financial position, results of operations and cash flows.

Risks in Our Company and Our Securities

If we are unable to obtain additional funding our business operations will be harmed. While we believe that our currently available funds can sustain our current level of operations for twelve months, we will require additional capital to fund our planned growth, including drilling and lease acquisition programs. We may be unable to obtain the additional capital required. Furthermore, inability to maintain capital may damage our reputation and credibility with industry participants. Our inability to raise additional funds when required may have a negative impact on our consolidated results of operations and financial condition.

Future acquisitions, exploration, development, production, and leasing activities, as well as our administrative requirements (such as salaries, insurance expenses and general overhead expenses, as well as legal compliance costs and accounting expenses) will require a substantial amount of additional capital and cash flow.

We plan to pursue sources of additional capital through various financing transactions or arrangements, including joint venturing of projects, debt financing, equity financing or other means. We may not be successful in locating suitable financing transactions in the

time period required or at all, and we may not obtain the capital we require by other means.

Any additional capital raised through the sale of equity may dilute your ownership percentage. This could also result in a decrease in the fair market value of our equity securities because our assets would be owned by a larger pool of outstanding equity. The terms of securities we issue in future capital transactions may be more favorable to our new investors, and may include preferences, superior voting rights and the issuance of warrants or other derivative securities, and issuances of incentive awards under equity employee incentive plans, which may have a further dilutive effect.

Our ability to obtain the required financing may be impaired by such factors as the capital markets (both generally and in the oil and gas industry in particular), our status as a new enterprise without a significant demonstrated operating history, the location of our oil and natural gas properties and prices of oil and natural gas on the commodities markets (which will impact the amount of asset-based financing available to us) and/or the loss of key management. Further, if oil and/or natural gas prices on the commodities markets decrease, then our revenues will likely decrease, and such decreased revenues may increase our capital requirements. If the amount of capital we are able to raise from financing activities, together with our revenues from operations, is not sufficient to satisfy our capital needs (even to the extent that we reduce our operations), we may be required to cease our operations.

We may incur substantial costs in pursuing future capital financing, including investment banking fees, legal fees, accounting fees, securities law compliance fees, printing and distribution expenses and other costs. We may also be required to recognize non-cash expenses in connection with certain securities we may issue, such as convertible notes and warrants, which may adversely impact our consolidated financial results.

We may not be able to effectively manage our growth, which may harm our profitability.

Our strategy envisions expanding our business. If we fail to effectively manage our growth, our consolidated financial results could be adversely affected. Growth may place a strain on our management systems and resources. We must continue to refine and expand our business development capabilities, our systems and processes and our access to financing sources. As we grow, we must continue to hire, train, supervise and manage new employees. We cannot assure you that we will be able to:

meet our capital needs;

expand our systems effectively or efficiently or in a timely manner;
allocate our human resources optimally;

identify and hire qualified employees or retain valued employees; or

incorporate effectively the components of any business that we may acquire in our effort to achieve growth.

If we are unable to retain the services of Messrs. Smith and Burckhardt, or if we are unable to successfully recruit qualified managerial and field personnel having experience in oil and gas exploration, we may not be able to continue our operations.

Our success depends to a significant extent upon the continued services of Mr. Samuel Smith, our President, and Mr. Hermann Burckhardt, Senior Vice President. The loss of the services of Messrs. Smith or Burckhardt could have a material adverse effect on our growth, revenues, and prospective business. We do not have key-man insurance on the lives of Messrs. Smith or Burckhardt. In addition, in order to successfully implement and manage our business plan, we will be dependent upon, among other things, successfully recruiting qualified managerial and field personnel having experience in the oil and gas exploration business. Competition for qualified individuals is intense. There can be no assurance that we will be able to find, attract and retain existing employees or that we will be able to find, attract and retain qualified personnel on acceptable terms.

Our lack of diversification will increase the risk of an investment in our stock.

Our business focus is on the oil and gas industry in a limited number of properties, initially in Texas. Larger companies have the ability to manage their risk by geographic diversification. However, we lack diversification, in terms of both the nature and geographic scope of our business. As a result of this concentration, we may be disproportionately exposed to the impact of regional supply and demand factors, delays or interruptions of production from wells in this area caused by governmental regulation, processing or transportation capacity constraints, changes in field-wide rules, market limitations, or interruption of the processing or transportation of oil or gas. If we cannot diversify our operations, our financial condition and results of operations could deteriorate.

We have substantial capital requirements that, if not met, may hinder our operations.

Our business is capital intensive and requires us to spend substantial amounts of capital for exploration and development activities. Low product price environments such as the current downturn in oil prices that we are currently experiencing, as well as operating difficulties and other factors, many of which are beyond our control, may cause our revenues and cash flows from operating activities to decrease and may limit our ability to fund our exploration and development activities. We anticipate that we will make substantial capital expenditures for the acquisition, exploration, development and production of oil and natural gas reserves in the future and for future drilling programs. If we have insufficient revenues, we may have a limited ability to expend the capital necessary to undertake or complete future drilling programs. We cannot assure you that debt or equity financing, or cash generated by operations, will be available or sufficient to meet these requirements or for other corporate purposes, or if debt or equity financing is available, that it will be on terms acceptable to us. Moreover, future activities may require us to alter our capitalization significantly. Our inability to access sufficient capital for our operations could have a material adverse effect on our business, financial condition, results of operations or prospects.

Challenges to our properties may impact our consolidated financial condition.

Title to oil and gas interests is often not capable of conclusive determination without incurring substantial expense. While we intend to make appropriate inquiries into the title of properties and other development rights we acquire, title defects may exist. In addition, we may be unable to obtain adequate insurance for title defects, on a commercially reasonable basis or at all. If title defects do exist, it is possible that we may lose all or a portion of our right, title and interests in and to the properties to which the title defects relate. If our property rights are reduced, our ability to conduct our exploration, development and production activities may be impaired.

We will rely on technology to conduct our business and our technology could become ineffective or obsolete.

We rely on technology, including geographic and seismic analysis techniques and economic models, to develop our reserve estimates and to guide our exploration, development and production activities. We will be required to continually enhance and update our technology to maintain its efficacy and to avoid obsolescence. The costs of doing so may be substantial, and may be higher than the costs that we anticipate for technology maintenance and development. If we are unable to maintain the efficacy of

our technology, our ability to manage our business and to compete may be impaired. Further, even if we are able to maintain technical effectiveness, our technology may not be the most efficient means of reaching our objectives, in which case we may incur higher operating costs than we would were our technology more efficient.

Thin capitalization, leverage and ability to service indebtedness.

We are thinly capitalized. Our business strategy involves significant leverage. Our leverage ratio, which is fundamental to its business strategy, also creates significant risks to investors in the Offering, including the possibility that we may be unable to generate cash sufficient to pay the principal of and interest on the Notes. Our ability to make the payment of principal and interest on the Notes will be dependent on its future operating performance, which is dependent on a number of factors, many of which are beyond our control. These factors include prevailing financial and economic conditions, our ability to collect on receivables, competitive, regulatory and other factors affecting our business and operations, and the availability of borrowings. Although we believe that our cash flow from operations, together with other sources of liquidity, will be adequate to fund working capital requirements and make required payments of principal and interest on its debt, this may not occur. If we do not have sufficient available resources to make those payments, we may find it necessary to refinance indebtedness, and such refinancing may not be available, or may be available but not on reasonable terms. Additionally, our significant leverage could have a material adverse effect on its future operating performance, including, but not limited to, the following:

a significant portion of our cash flow from operations will be dedicated to debt service payments, thereby reducing the funds available for other purposes such as expanding our business operations;

our ability to obtain additional financing in the future for making loans, working capital, or general corporate purposes or other purposes may be impaired;

our leverage may place it at a competitive disadvantage;

our leverage may limit its ability to expand and otherwise meet its growth objectives; and

our leverage may hinder its ability to adjust rapidly to changing market conditions and could make us more vulnerable in the event of a downturn in general economic conditions or our business.

Our operating results may fluctuate.

Our ability to pay monthly interest payments and, at maturity, the principal of the Notes and to satisfy its other debt obligations will depend upon our future operating performance, which will be affected by prevailing economic conditions and financial, business and other factors, most of which are beyond our control. There can be no assurance that our cash flow and capital resources will provide sufficient funds for payment of our indebtedness, including the Notes in the future, nor can there be any assurance that our indebtedness could be refinanced on favorable terms or at all. In the absence of such resources or favorable refinancing, we could face substantial liquidity problems and, consequently, we might be required to seek additional equity capital or dispose of material assets or operations to meet its debt service and other obligations. There can be no assurance that any or all of these alternatives could be affected on a timely basis or on satisfactory terms, if at all. In addition, the terms of future debt agreements may prohibit us from adopting some or all of these alternatives.

Reliance on management and key individuals

We will have exclusive responsibility for our financing activities. Subscribers will not have the right to participate in our management or evaluate lending opportunities or relevant business, economic, financial or other information that will be used by us in making decisions. We will be particularly dependent on our principals.

Because competition for our target employees is intense, we may not be able to attract and retain the highly skilled employees we need to support our planned growth.

To continue to execute on our growth plan, we must attract and retain highly qualified personnel. Competition for these personnel is intense, especially for senior sales executives and engineers with high levels of experience in designing and developing software and Internet-related services. We may not be successful in attracting and retaining qualified personnel. We have from time to time in the past experienced, and we expect to continue to experience in the future, difficulty in hiring and retaining highly skilled employees with appropriate qualifications. Many of the companies with which we compete for experienced personnel have greater resources than we have. In addition, in making employment decisions, job candidates often consider the value of the equity awards they are to receive in connection with their employment. If we fail to attract new personnel or fail to retain and motivate our current personnel, our business and business prospects could be severely harmed.

We have a history of losses.

We have a history of operating losses. We may not be able to successfully execute our business strategy as described in this Offering Memorandum, which could result in a loss of some or all of an investment in the Notes. The results of our operations will depend on many factors, including, without limitation, the demand for our products, conditions in our markets, and the U.S. economy in general. Our ability to generate income will depend, in large part, on our ability to make sales and generate revenues. Our ability to make timely payments of interest and principal on the Notes will depend, in large part, on our ability to make profitable sales on favorable terms. No assurance can be given that we will be successful or that our objectives will be achieved.

We face financial risk, including the risk of high leverage.

Our development and operation will entail uncertain cash flows. We may spend relatively large amounts on marketing and other expenses. All of these factors and more will result in substantial financial risk. See "Business."

We may be subject to the risks normally associated with debt financing, including the risk that payments of principal and interest on borrowings may leave us with insufficient cash to operate or to pay distributions.

We intend to make use of a very high degree of financial leverage. We could become more highly leveraged because our organizational documents contain no limitation on the amount of debt we may incur.

The use of a high degree of leverage will increase our sensitivity to increases in interest rates. Increases in interest rates may increase our interest expense and adversely affect our cash flow and our ability to service our indebtedness and make distributions to our stockholders.

We are subject to the risks normally associated with debt financing, including the following risks:

Our cash flow may be insufficient to meet required payments of principal and interest, or require us to dedicate a substantial portion of our cash flow to pay our debt and the interest associated with our debt rather than to other areas of our business;

Or existing indebtedness may limit our operating flexibility due to financial and other restrictive covenants, including restrictions on incurring additional debt;

It may be more difficult for us to obtain additional financing in the future for our operations, working capital requirements, capital expenditures, debt service or other general requirements;

We may be more vulnerable in the event of adverse economic and industry conditions or a downturn in our business; and

We may be placed at a competitive disadvantage compared to our competitors that have less debt.

If any of the above risks occurred, our financial condition and results of operations could be materially adversely affected.

We may still be able to incur substantially more debt in the future. If new debt is added, an even greater portion of our cash flow will be needed to satisfy our debt service obligations. As a result, the related risks that we now face could intensify and increase the risk of a default on our indebtedness. See "Business – Leverage."

We are indemnifying our officers and directors.

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

The liability of our directors and officers is limited.

Our Articles of Incorporation include provisions to eliminate, to the full extent permitted by Florida corporate law as in effect from time to time, the personal liability of our directors for monetary damages arising from a breach of their fiduciary duties as directors. The Articles of Incorporation also include provisions to the effect that (subject to certain exceptions) the Company shall, to the maximum extent permitted from time to time under Florida law, indemnify, and upon request shall advance expenses to, any director or officer to the extent that such indemnification and advancement of expenses is permitted under such law, as it may from time to time be in effect. In addition, our By-Laws require us to indemnify, to the full extent permitted by law, any of our directors,

officers, employees or agents for acts which such person reasonably believes are not in violation of our corporate purposes as set forth in the Articles of Incorporation. As a result of such provisions in the Articles of Incorporation and the By-Laws, stockholders may be unable to recover damages against our directors and officers for actions taken by them which constitute negligence, gross negligence or a violation of their fiduciary duties, which may reduce the likelihood of stockholders instituting derivative litigation against directors and officers and may discourage or deter stockholders from suing our directors, officers, employees and agents for breaches of their duty of care, even though such action, if successful, might otherwise benefit us and our stockholders. See "Indemnification."

Our Board of Directors may unilaterally implement changes in our investment and financing policies that may affect the interests of the holders of our Securities.

Our investment and financing policies, and our policies with respect to other activities, including growth, debt, capitalization, and operating policies, are determined by the Board of Directors. Although the Board of Directors has no present intention to do so, these policies may be amended or revised from time to time at the discretion of the Board of Directors without notice to stockholders or Note holders or a vote of our stockholders or Note holders. Accordingly, the holders of our Securities and our stockholders have no direct control over changes in our policies and changes in our policies may affect them.

Risks Associated with Investing in our Common Stock

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

Because we may be subject to the "penny stock" rules, you may have difficulty in selling our common stock. Because our stock price is less than \$5.00 per share, our

stock may be subject to the SEC's penny stock rules, which impose additional sales practice requirements and restrictions on broker-dealers that sell our stock to persons other than established customers and institutional accredited investors. The application of these rules may affect the ability of broker-dealers to sell our common stock and may affect your ability to sell any common stock you may own.

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

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

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

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

If the selling stockholders sell a significant number of shares of common stock, the market price of our common stock may decline. Furthermore, the sale or potential sale

of the offered shares pursuant to a prospectus and the depressive effect of such sales or potential sales could make it difficult for us to raise funds from other sources.

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

Complete conversion of our convertible securities would result in substantial dilution to the common shareholders. We have outstanding issues of convertible notes. The conversion of all or a part of these securities would result in substantial dilution to the common shares. The Issuer intends to convert such notes and issue a large number of new shares which will dilute existing holders.

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

You may experience dilution if we issue additional securities. If we issue additional shares, you may find your holdings diluted, which if it occurs, means that you will own a smaller percentage of our company. Further, any issuance of additional securities to various persons or entities in lieu of cash payments will lead to further dilution. The Issuer intends to issue such new shares, see “MARKETING.” The Issuer may acquire other companies which would also involve the issuance of new shares.

Our common stock may be subject to penny stock rules, which may make it more difficult for our stockholders to sell their common stock. Broker-dealer practices in connection with transactions in "penny stocks" are regulated by certain penny stock

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

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

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

As an issuer of "penny stock" the protection provided by the federal securities laws relating to forward looking statements does not apply to us. Although the federal securities law provide a safe harbor for forward-looking statements made by a public company that files reports under the federal securities laws, this safe harbor is not available to issuers of penny stocks. As a result, if we are a penny stock we will not have

the benefit of this safe harbor protection in the event of any based upon an claim that the material provided by us contained a material misstatement of fact or was misleading in any material respect because of our failure to include any statements necessary to make the statements not misleading.

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

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

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

Statements Regarding Forward-looking Statements

This document contains various "forward-looking statements." You can identify forward-looking statements by the use of forward-looking terminology such as "believes," "expects," "may," "will," "would," "could," "should," "seeks," "approximately," "intends," "plans," "projects," "estimates" or "anticipates" or the negative of these words and phrases or similar words or phrases. You can also identify forward-looking statements by discussions of strategy, plans or intentions. These statements may be impacted by a number of risks and uncertainties.

The forward-looking statements are based on our beliefs, assumptions and expectations of our future performance taking into account all information currently available to us. These beliefs, assumptions and expectations are subject to risks and uncertainties and can change as a result of many possible events or factors, not all of which are known to us. If a change occurs, our business, financial condition, liquidity and results of operations may vary materially from those expressed in our forward-looking statements. You should carefully consider these risks before you make an investment decision with respect to our Securities. For a further discussion of these and other factors that could impact our future results, performance or transactions, see the section entitled "Risk Factors."

Item 9 The Nature of Products or Services Offered

A. Principal Products or Services and Their Markets.

See "Business" above.

Offices

Our principal executive offices are located at 5057 Keller Springs Road, Addison Texas 75001. Our principal executive office is provided by the Company's principal shareholder without cost.

Seasonality

We do not expect to experience material seasonality in the activity level of our business.

Employees

As of December 31, 2015, we had no employees, other than officers and directors. We engage others as independent contractors.

Part D Management Structure and Financial Information

Item 11 Officers and Directors

MANAGEMENT

The following persons now serve as our officers and directors:

Samuel C. Smith		President
Hermann Burckhardt		Senior Vice President

Samuel C. Smith

Mr. Smith has experience in acquisitions, financial strategy and credit. He is the principal of Striper Wells, LLC.

From 2009 he has been associated with Land Enterprises, consulting with startup companies to identify market niches, assemble funding strategies and source suppliers.

From 2007 to 2009 he was Chief Investment Officer of Maverick Venture Partners where managed corporate affairs relating to internal operations of the firm as well as current portfolio companies and targeted acquisitions. His primary responsibilities included; assembly of legal structures regarding internal operations as well as portfolio company operations, financial modeling of venture firm and portfolio companies, identification of securities to be utilized as well as design and initial underwriting of the product, assembly of growth strategy including target industries and cross application opportunities, identification of strategic partners and alignment, establishment of relations with credit facilities as well as working with private investors and others, working relations, negotiating buyouts, assembling cash flow strategies and projections, and formulating vertical integration strategies.

From 2006 to 2008 he was engaged in managing Preston Apartments, an independent real estate project. From 2005 to 2007 he was Managing Director for M&A LBOs for Azure Securities, where he structured, built and maintained infrastructure through start-up phase. The company focused on the acquisition of broker dealers with significant assets under management, responsible for the design of financial model for rolling acquisitions of professional firms, raising private equity, managing the selling group and identifying niche lenders and equity groups, identifying acquisition candidates, and performing due diligence, cost and cash flow Projections, acquisition structure and negotiation of price and terms, Created Funding Strategy and Financial Approach. From 2004 to 2005 he was a Senior Investment Banker for Brooke Corporation (NASDAQ: BXX).

Mr. Smith is has Graduate Studies in Economics and Finance at Texas A&M-Commerce, a Bachelor of Science Economics Texas A&M-Commerce, a Bachelor of Science Political Science Texas A&M-Commerce. He is a member of the International Economics Honor Society, the National Association of Business Economists, and has ACT Houston Teacher Certification.

Mr. Smith served in the United States Marine Corps, where he was a Nuclear, Biological and Chemical Defense Specialist, a primary Instructor for over 300 Marines, and Section Chief for warehouse inventory charge and an auditor.

Hermann Burckhardt

Mr. Burckhardt is currently the President and Chief Executive Officer of Puget Technologies, Inc. Mr. Burckhardt has vast experience investment banking and corporate finance. Throughout the years he has worked for some of the nation's premier investment banks as well as for his own broker/dealer as syndicate manager/member in multi-million dollar transactions. He has also trained over 10,000 stockbrokers throughout the United States for most of Wall Street's premier investment banks as well as regional broker/dealers through his training company, Securities Training Institute. In the last few years Mr. Burckhardt has been instrumental in several transactions, some of which were the result of reverse mergers and for which he was appointed Chairman and CEO such as Invicta Corporation and Nexgen Vision Inc. in which he worked with his son, Attorney Alberto Burckhart, who is not currently affiliated with this company. In the first instance (IVIA) the stock went from \$ 1.50 to around \$14.75 around the time of his departure within a one-year time-frame. Nexgen raised a substantial amount of money through Jesup & Lamont in New York City. For the past four years Mr. Burckhardt had been employed by a Fortune 100 Holding Company.

Legal Disciplinary History

None of our officers and directors has been convicted in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding violations and other minor offenses); nor subject to an 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; nor a finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; nor an 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.

Family Relationships

There are no family relationships among and between our directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities.

Related Party Transactions

During the last two full fiscal years and the current fiscal year or any currently proposed transaction, there is no transaction involving the issuer, in which the amount involved exceeds the lesser of \$120,000 or one percent of the average of the issuer's total assets at year-end for its last three fiscal years.

No transaction during the last two fiscal years and current fiscal year or any currently proposed transaction, involving the issuer and a related party, in which (i) the amount involved exceeds the lesser of \$120,000 or 1% of the average of the issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest. For the purpose of this disclosure, the term "related person" means any director, executive officer, nominee for director, or beneficial owner of more than five percent (5%) of any class of the issuer's equity securities, immediate

family members of any such person, and any person (other than a tenant or employee) sharing the household of any such person.

EXECUTIVE COMPENSATION

Employment Agreements

Mr. Smith and Mr. Burckhardt each have entered into an employment agreement with the Company for a term of five years. Pursuant to this employment agreement, he has agreed to devote a substantial portion of their business and professional time and efforts to our business as our President. Our employment agreements provide that each employee shall receive a salary determined by the Board of Directors commensurate with the development of the Company. Each may be entitled to receive, at the sole discretion of our Board of Directors or a committee thereof, bonuses based on the achievement (in whole or in part) by the Company of our business plan and achievement by the employee of fixed performance objectives.

Our employment agreements also contain covenants (a) restricting the executive from engaging in any activities competitive with our business during the terms of such employment agreements and one year thereafter, and (b) prohibiting the executive from disclosure of confidential information regarding the Company.

Election of Officers

Our executive officers are elected by, and serve at the discretion of, our Board of Directors. There are no family relationships among any of our directors or executive officers.

Disclosure of Conflicts of Interest

There are no conflicts of interest between the Company and any of its officers or directors.

Legal/Disciplinary History

1. None of Insight Management Corporation's Officers or Directors have been the subject of any criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
2. None of Insight Management Corporation's Officers or Directors have been the subject of any entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;
3. None of Insight Management Corporation's Officers or Directors have been the subject of any finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or
4. None of Insight Management Corporation's Officers or Directors has been the subject of any entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

Item 12 Financial Information for the Issuer's Most Recent Fiscal Period

Financial Information of the Issuer is posted through the OTC Disclosure and News Service and is hereby attached and include a Balance Sheet, Statement of Income, Statement of Cash Flows, Statement of Changes in Stockholder's Equity and Notes to Financial Statements. These financial statements for period ended December 31, 2015 are hereby incorporated by reference.

Item 13 Similar Financial Information for such Part of the Two Preceding Fiscal Years as the Issuer or its Predecessor has been in Existence.

Financial Information of the Issuer for the period ended December 31, 2015 are posted through the OTC Disclosure and News Service and are hereby incorporated by reference. These financial statements include balance sheets, statements of income, statements of cash flows, a statement of changes in stockholders' equity, and financial

statement notes.

Item 14 Beneficial Owners of more than 5% of any class

The following table gives information on ownership of our securities as of December 31, 2015. The following lists ownership of our Common Stock and Preferred Stock by each person known by us to be the beneficial owner of over 5% of the outstanding Common and Preferred Stock, and by our officers and directors:

Common Stock as of December 31, 2015.

Name	Address	Shareholdings	Percentage of Class Outstanding
Samuel C. Smith	5057 Keller Springs Road Addison, Texas 75001	2,000,000,000 Shares of Common Stock	94.9%
Samuel C. Smith	5057 Keller Springs Road Addison, Texas 75001	One Share of Class A Preferred	100.0 %

Item 15 Outside Advisors

1. Investment Banker

None

2. Promoters

None, other than the officers and directors.

3. Legal Counsel

Securities Law
John E. Lux, Esq.
1629 K Street, Suite 300
Washington, DC 20006
Telephone: (202) 780-1000
Email: john.lux@securities-law.info
Website www.securities-law.info

4. Accountant

The Issuer has not engaged an independent accountant at this time.

5. Public Relations Consultant – None

6. Investor Relations Consultant – None.

Item 16 Management’s Discussion and Analysis or Plan of Operations

A. Plan of Operation

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

See “Business.”

There is no assurance that these efforts will be successful.

B. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

1. Full fiscal years. Discuss the issuer's financial condition, changes in financial condition and results of operations for each of the last two fiscal years. This discussion should address the past and future financial condition and results of operation of the

issuer, with particular emphasis on the prospects for the future. The discussion should also address those key variable and other qualitative and quantitative factors that are necessary to an understanding and evaluation of the issuer. If material, the issuer should disclose the following:

i. Any known trends, events or uncertainties that have or are reasonably likely to have a material impact on the issuer's short-term or long-term liquidity;

The Issuer has to raise capital to continue its development. There is no assurance that it will be able to do so. If funding is secured, the Company intends to take very aggressive attempts to acquire more productive assets.

ii. Internal and external sources of liquidity;

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

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

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

iv. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations;

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

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

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

vi. The causes for any material changes from period to period in one or more line items

of the issuer's financial statements; and

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

As mentioned above, changes in the medical billing industry may affect the financial condition value of the Issuer.

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

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

2. Interim Periods. Provide a comparable discussion that will enable the reader to assess material changes in financial condition and results of operations since the end of the last fiscal year and for the comparable interim period in the preceding year.

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

C. Off-Balance Sheet Arrangements.

The Issuer has no off-balance sheet arrangements.

Part E Issuance History

Item 17 List of Securities Offerings and Shares issued for services in the past two years.

List of the securities offerings and shares issued for services in the past two years, financial information for the issuer's most recent. fiscal period and for such part of the

two preceding fiscal years as the issuer or its predecessor has been in existence.

The Issuer has not issued any shares or securities or options to acquire such securities for Services in the past two fiscal years and any interim periods except for the Common Stock issued to acquire Striper Wells, LLC. This issuance was pursuant to Section 4(2) of the Securities Act of 1933.

Part F Exhibits

Item 18 Material Contracts

The following documents have been posted via the OTC Disclosure and News Service as material contracts: None.

Item 19 Articles of Incorporation and Bylaws.

Posted on OTC Markets.

Item 20 Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

None.

Item 21 Issuer's Certifications

The Issuer shall include certifications by the chief executive officer and chief financial officer of the Issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Samuel C. Smith, CEO/ President of Insight Management Corporation, certify that:

1. I have reviewed this quarterly disclosure statement of Insight Management Corporation ;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

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

Date: February 23, 2016

Samuel C. Smith
CEO/President

Striper Energy, Inc.
formerly
Insight Management, Inc.
A Florida Corporation
5057 Keller Springs Road
Addison Texas 75001
Phone (214) 802-6777
website: www.stripewells.com

MATERIAL CORPORATE EVENTS

Common Stock
\$0.0001 Par Value per Share
20,000,000,000 Authorized
70,256,667 Issued and Outstanding
OTC Markets Symbol: OILZ
CUSIP No. 86333E106

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

Reverse Split, Name Change and Symbol Change

Insight Management (CPCC) has approval from FINRA for a 1-30 Reverse Split of its Common Stock, a name change to Striper Energy, Inc. and a stock symbol change to OILZ. The details are as follows:

- Pre-Split TSO: 2,107,670,007
- Post-Split TSO: 70,256,667
- New Name: Striper Energy, Inc.
- New Symbol: OILZ
- New CUSIP: 86333E106
- Daily List Announcement Date: 4/19/2016
- Market Effective Date: 4/20/2016

Shareholders need not turn in their certificates. Fractional shares will be rounded up to the next nearest whole number.

Issuer's Certifications

The Issuer shall include certifications by the chief executive officer and chief financial officer of the Issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

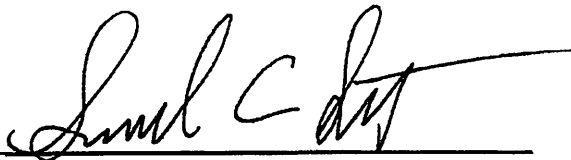
I, Samuel C. Smith, CEO/ President of Insight Management, Inc., certify that:

1. I have reviewed this quarterly disclosure statement of Insight Management, Inc. ;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made,

not misleading with respect to the period covered by this disclosure statement; and

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

Date: April 18, 2016

A handwritten signature in black ink, appearing to read "Samuel C. [unclear]", written over a horizontal line.

[Signature]
CEO/President

SB-2 1 v099804_sb2.htm

As filed with the Securities and Exchange Commission on January 15, 2008.

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM SB-2

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

Skreem Records Corporation

(Name of Small Business Issuer in its Charter)

Florida
(State or other jurisdiction of
Incorporation or organization)

3470
(Primary Standard Industrial
Classification Code Number)

20-8715508
(I.R.S. Employer
Identification No.)

Skreem Records Corporation
11637 Orpington Street
Orlando, FL 32817
Attention: Karen Alders
(407) 207-0400

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Skreem Records Corporation
11637 Orpington Street
Orlando, FL 32817
Attention: Karen Alders
(407) 207-0400

(Name, address, including zip code, and telephone number, Including area code, of agent for service)

Copies of communications to:
Michael S. Krome, Esq.
8 Teak Court
Lake Grove, New York 11755
Telephone No.: (631) 737-8381
Facsimile No.: (631) 737-8382

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

Calculation of Registration Fee

Title Of Securities To be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (1)
Common Stock,(1) Par value \$.0001 Per share	2,000,000(2)	\$ 0.50	\$ 1,000,000	\$ 307.00

(1) Estimated pursuant to Rule 457(c) under the Securities Act of 1933 solely for the purpose of computing the amount of the registration fee.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

The information in this prospectus is not complete and is subject to completion and may be changed. The selling stockholders may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Preliminary Prospectus Subject to Completion dated January 15, 2008

Skreem Records Corporation

2,000,000 shares of common stock

Total represents 2,000,000 shares of common stock of the registrant shares are to be issued and sold directly by the Company, from time to time. The Company is attempting to sell a minimum of 250,000 shares with a maximum of 2,000,000 shares, in a self offering

The shares offered by the Company are being offered without an underwriter, on a 250,000 minimum and 2,000,000 maximum basis. There will be no escrow of funds from the sale of the shares offered by the Company. The shares offered by the Company are being offered at \$0.50 per share. There are no underwriting discounts. The total maximum amount of the offering by the Company is \$1,000,000 based on 2,000,000 shares sold at \$0.50 per share. This offering will end one year from the effective date of the Prospectus.

MARKET FOR THE SHARES

No market currently exists for our shares. The price reflected in this Prospectus of \$0.50 per share is the initial offering price of shares upon the effectiveness of this prospectus. At that time the selling shareholders may offer the shares for this price, until the shares are traded on the OTC Bulletin Board, if ever. At that time the price will be determined by the market and may not reflect the initial price of our shares after the offering. We cannot make any prediction at what range our shares will trade at, if any.

The securities offered in this prospectus involve a high degree of risk. **YOU SHOULD CAREFULLY CONSIDER THE FACTORS DESCRIBED UNDER THE HEADING "RISK FACTORS" BEGINNING ON PAGE 5.**

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

TABLE OF CONTENTS

	<u>Page</u>
Prospectus Summary	3
The Offering	4
Direct Public Offering	4
The Offering	4
Summary Financial Information	5
Risk Factors	5
Use of Proceeds	9
Determination of Offering Price	10
Dividends	10
Management's Discussion and Analysis or Plan of Operation	10
Business of the Company	13
Off-Balance Sheet Arrangements	16
Inflation	16
Government Regulation	17
Management	17
Executive Compensation	17
Description of Property	18
Employees	18
Litigation	18
Employment Agreements	18
Certain Relationships	18
Principal Stockholders	18
Dilution	19
Shares Eligible for Future Sale	19
Description of Securities	20
Plan of Distribution	20
Certain Provisions of the Certificate of Incorporation and Bylaws	
With Respect to Directors and Officers	
Regarding Indemnification	23
Florida Business Combination Provisions	24
Where You Can Find More Information	25
Transfer Agent	25
Interest of Named Experts and Counsel	25
Legal Matters	25
Experts	25
Financial Statements	26

PROSPECTUS SUMMARY

This prospectus summary highlights selected information contained elsewhere in this prospectus. You should read the following summary together with the more detailed information regarding our company and the shares of common stock being sold in this offering, which information appears elsewhere in this prospectus.

ABOUT OUR COMPANY**How our company is organized**

Skreem Records Corporation is an entertainment development, marketing and production company formed in May 2006. Originally the recording and artist management division for an international entertainment media company with multiple hit releases, Skreem Records was formed to continue these operations globally.

Any information contained on our website should not be considered as part of this prospectus. The information contained on our website is used for disseminating sales and marketing purposes

Where you can find us

The Company's executive offices, located at 11637 Orpington Street, Orlando, FL 32817, (407) 207-0400 is low-day and cost effective, mirroring the company's frugal approach to controlling costs to maximize returns.

ABILITY OF COMPANY TO CONTINUE AS A GOING CONCERN

Skreem Records Corporation reported a net loss for the nine month period ended September 30, 2007. The footnotes with respect to Skreem Records Corporation's unaudited financial statements for the nine month period ended September 30, 2007 stated that Skreem Records Corporation had recurring losses from operations, a working capital deficit and limited sources of additional liquidity, all of which raise substantial doubt about Skreem Records Corporation's ability to continue as a going concern. The financial statements as of and for the period ended September 30, 2007, were prepared on a going concern basis, which assumes continuity of operations and realization of assets and liquidation of liabilities in the ordinary course of business. Management recognizes that the continuation of Skreem Records Corporation as a going concern is dependent upon the achievement of profitability, positive cash flow from operations and the generation of adequate funds to meet its ongoing obligations. Skreem Records Corporation continues to seek additional liquidity to improve its working capital position through the Self Offering conducted herein, and the possible exercise of the common stock warrants also contained in this registration statement. However, no assurance can be given that the Offering will be successful or that Skreem Records Corporation will be able to generate net income in the future. See "Management's Discussion and Analysis and Results of Operations" and the financial statements and notes thereto presented elsewhere in this Prospectus.

Use of Proceeds

Skreem Records Corporation will receive the proceeds of the 2,000,000 shares, to be sold in the future directly by the Company, from time to time. The Company will only receive the proceeds from the sale of the shares by the Company, if sold. There is no guarantee that the offered shares will be sold.

OUR DIRECT PUBLIC OFFERING

We are offering for sale up to a maximum of 2,000,000 shares of our common stock directly to the public. There is no underwriter involved in this offering. We are offering the shares without any underwriting discounts or commissions. The purchase price is \$0.50 per share. If all of the shares offered by us are purchased, the gross proceeds before deducting expenses of the offering will be up to \$1,000,000. The expenses associated with this offering are estimated to be \$20,079 or approximately 2% of the gross proceeds of \$1,000,000 if all the shares offered by us are purchased. If all the shares offered by us are not purchased, then the percentage of offering expenses to gross proceeds will be higher and a lower amount of proceeds will be realized from this offering. If we are unsuccessful in raising sufficient gross proceeds from this offering, then it is possible that our offering expenses may exceed our gross proceeds.

This is our initial public offering and no public market currently exists for shares of our common stock. We can offer no assurance that an active trading market will ever develop for our common stock.

The offering will terminate six months after this registration statement is declared effective by the Securities and Exchange Commission. However, we may extend the offering for up to 90 days following the six month offering period.

THE OFFERING

Shares offered in this offering to be sold by Company	2,000,000 shares
Shares Outstanding as of January 11, 2008:	29,160,000 shares
Shares Outstanding after sale of shares to be sold by the Company	31,160,000 shares

Gross proceeds: Gross proceeds from the sale of up to 2,000,000 shares of our common stock will be \$80,000. Use of proceeds from the sale of our shares will be used as general operating capital to allow us to develop a fully operational valid prototype of the device and attempt to bring our product to market.

There are substantial risk factors involved in investing in our Company. For a discussion of certain factors you should consider before buying shares of our common stock, see the section entitled "Risk Factors."

This is a self-underwritten public offering, with no minimum purchase requirement. Shares will be offered on a best efforts basis and we do not intend to use an underwriter for this offering. We do not have an arrangement to place the proceeds from this offering in an escrow, trust, or similar account. Any funds raised from the offering will be immediately available to us for our immediate use.

Our Trading Symbol

The Common Stock of Skreem Records Corporation does not have a trading symbol at this time.

As of January 11, 2008, there were approximately 24 shareholders of record for the Company's common stock and options granted

SUMMARY FINANCIAL INFORMATION

The summary financial information set forth below is derived from the detailed financial statements appearing elsewhere in this prospectus. This information should be read in conjunction with those financial statements and related notes, and the "use of Proceeds" and "Plan of Operation" sections included in the prospectus.

	December 31, 2006
Balance Sheet Data:	
Cash and Cash equivalents	\$ -0-
Total assets	-0-
Total liabilities	18,200
Stockholders' Deficit	(18,200)

Statement of Operations Data:

	For The Period From May 10, 2006 (Inception)	
	Through December 31, 2006	September 30, 2007
Revenues	\$ - 0 -	\$ 4,409
Total cost and expenses	- 0 -	313,896
Net loss	- 0 -	(72,716)
Net loss per share	\$ (18,200)	0.00
Weighted average number of shares Outstanding - basic and diluted	18,200,000	28,448,913

RISK FACTORS

An investment in our common stock is highly speculative and involves a high degree of risk. Therefore, we are disclosing all material risks herein and you should consider all of the risk factors discussed below, as well as the other information contained in this document. You should not invest in our common stock unless you can afford to lose your entire investment and you are not dependent on the funds you are investing.

Risk Factors Related to Skreem Records Corporation:

We may continue to lose money, and if we do not achieve profitability, we may not be able to continue our business.

We have, in our history, generated limited revenues from operations, have incurred substantial expenses and have sustained losses. In addition, we expect to continue to incur significant operating expenses. As a result, we will need to generate

significant revenues to achieve profitability, which may not occur. We expect our operating expenses to increase as a result of our planned expansion. Even if we do achieve profitability, we may be unable to sustain or increase profitability on a quarterly or annual basis in the future. We expect to have quarter-to-quarter fluctuations in revenues, expenses, losses and cash flow, some of which could be significant. Results of operations will depend upon numerous factors, some beyond our control, including regulatory actions, market acceptance of our products and services, new products and service introductions, and competition.

Our independent registered public accounting firm issued a report for the period ended December 31, 2006 that contained a “going concern” explanatory paragraph.

Our independent registered public accounting firm issued a report on their audit of our financial statements as of and for the period ended December 31, 2006. Our notes to the financial statements disclose that Skreem Records Corporation’s cash flows have been absorbed in operating activities and has incurred net losses for the period ended September 30, 2007, and has a working capital deficiency. In the event that funding from internal sources or from public or private financing is insufficient to fund the business at current levels, we will have to substantially cut back our level of spending which could substantially curtail our operations. The independent registered public accounting firm’s report contains an explanatory paragraph indicating that these factors raise substantial doubt about our ability to continue as a going concern. Our going concern uncertainty may affect our ability to raise additional capital, and may also affect our relationships with suppliers and customers. Investors should carefully read the independent registered public accounting firm’s report and examine our financial statements.

If we fail to develop new or expand existing customer relationships, our ability to grow our business will be impaired.

Our growth depends to a significant degree upon our ability to develop new customer relationships and to expand existing relationships with current customers. We cannot guarantee that new customers will be found, that any such new relationships will be successful when they are in place, or that business with current customers will increase. Failure to develop and expand such relationships could have a material adverse effect on our business, results of operations and financial condition.

We are dependent on our key personnel for continued research and development of our technology and Products and the introduction of new uses for them, and if we lose those personnel, our business would fail.

Our future success depends, in significant part, upon the continued service of our senior management. Tony Harrison and Justin Martin are the individuals that have developed our music and processes and continue to develop our music and products. The loss of either of these individuals, particularly in the early stages of our operations and development of new equipment and products, would significantly hurt our business. We do not maintain key man life insurance covering either of them. Our future success also depends on our ability to try and attract and retain highly qualified personnel. Competition for such personnel is intense, and we may experience difficulties in attracting the required number and caliber of such individuals. If we were unable to hire and retain personnel in key positions, our business could fail. As a result, we might incur substantially more expenses than income and might not have enough resources to fund growth that may be commercially viable.

Some of our competitors may be able to use their financial strength to dominate the market, which may affect our ability to generate revenues.

Some of our competitors may be much larger companies than us and very well capitalized. They could choose to use their greater resources to finance their continued participation and penetration of this market, which may impede our ability to generate sufficient revenue to cover our costs. Their better financial resources could allow them to significantly out spend us on research and development, as well as marketing and production. We might not be able to maintain our ability to compete in this circumstance

We will need additional capital to allow us to expand our business plan to increase capacity to produce our music and market our music and products and such financing may be unavailable or too costly.

Our ability to continue research and develop the core technologies and products that we are planning to utilize is dependent on our ability to secure financing and allocate sufficient funds required to support our marketing activity. Additional financing may not be available on favorable terms or even at all. If we raise additional funds by selling stock, the percentage ownership of our then current stockholders will be reduced. If we cannot raise adequate funds to satisfy our capital requirements, we may have to limit our operations significantly. Our ability to raise additional funds may diminish if the public equity markets become less supportive of the industry.

There Is No Assurance That Our Customers Purchase our Music.

We can not make any determination that the music we produce and market will be in demand and purchased by the public.

Risks Related to Offering:

Management beneficially owns approximately 33% of our common stock and their interest could conflict with yours.

Our Management, beneficially own approximately 33% of our outstanding common stock. As a result, management may be able to influence all matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions. Such concentration of ownership may also have the effect of delaying or preventing a change in control, which may be to the benefit of the directors and executive officers but not in the interest of the shareholders. Jeffrey Martin, in conjunction with our Management, owns a total of 91% of our outstanding common stock. As a result, Mr. Martin and Management have absolute control over all matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions. Such concentration of ownership may also have the effect of delaying or preventing a change in control, which may be to the benefit of the directors and executive officers but not in the interest of the shareholders.

Future sales of common stock by our existing shareholders could adversely affect our stock price.

As of January 8, 2008, Skreem Records Corporation has 29,160,000 issued and outstanding shares of Common Stock, not including the stock directly by the Company in this offering. The 2,000,000 additional shares are being registered with this offering. Of the total shares issued and outstanding as of January 8, 2008, a total of 29,160,000 shares belong to shareholders subject to Rule 144, and are "restricted securities" as defined under Rule 144, substantially all of which are available for sale in the public market, subject to the provisions of Rule 144 under the Securities Act, or pursuant to this Registration Statement. Sales of substantial amounts of Common Stock in the public market, or the perception that such sales will occur, could have a materially negative effect on the market price of our Common Stock. This problem would be exacerbated if we continue to issue Common Stock in exchange for services.

We expect to issue additional stock in the future to finance our business plan and the potential dilution caused by the issuance of stock in the future may cause the price of our common stock to drop.

As of January 11, 2008, there were 29,160,000 issued and outstanding shares of Common Stock. If all the shares of stock being offered directly by the Company in this offering were sold, we would have a total of 31,160,000 shares issued and outstanding. Subsequent to the effective date of this offering, we may need to raise additional capital, which may then result in the issuance of additional shares of common stock, or debt instruments. Shares may be issued under an available exemption, a later registration statement, or both. If and when additional shares are issued, it may cause dilution in the value of shares purchased in this offering and may cause the price of our common stock to drop. These factors could also make it more difficult to raise funds through future offerings of common stock.

We may not be able to obtain a trading market for your shares.

Trading in our Common Stock, if any, is intended to be conducted on the OTC Bulletin Board operated by the NASD, if and when, we obtain a listing. We have made application to the NASD to list these shares on the Over the Counter Bulletin Board operated by the NASD. Said application is still pending. Because we may not be able to obtain or maintain a listing on the OTC Bulletin Board, your shares may be more difficult to sell. However, if we are unable to qualify for this listing, or if we will become unable to maintain our listing on the OTC Bulletin Board, we believe that our stock will trade on over-the-counter market in the so-called "pink sheets". Consequently, selling your Common Stock would be more difficult because only smaller quantities of stock could be bought and sold, transactions could be delayed, and security analysts' and news media's coverage of Skreem Records Corporation may be reduced. These factors could result in lower prices and larger spreads in the bid and ask prices for our stock.

It is more difficult for our shareholders to sell their shares because we are not, and may never be, eligible for NASDAQ or any National Stock Exchange.

We are not presently, nor is it likely that for the foreseeable future we will be, eligible for inclusion in NASDAQ or for listing on any United States national stock exchange. To be eligible to be included in NASDAQ, a company is required to have not less than \$4,000,000 in net tangible assets, a public float with a market value of not less than \$5,000,000, and a minimum bid price of \$4.00 per share. At the present time, we are unable to state when, if ever, we will meet the NASDAQ application standards. Unless we are able to increase our net worth and market valuation substantially, either through the accumulation of surplus out of earned income or successful capital raising financing activities, we will never be able to meet the eligibility requirements of NASDAQ. As a result, it will more difficult for holders of our common stock to resell their shares to third parties or otherwise, which could have a material adverse effect on the liquidity and market price of our common stock

We may require additional funds to achieve our current business strategy, which we may not be able to obtain which would affect our ability to operate.

Skreem Records Corporation is a relatively new business entity with limited capital resources. Its future plans may require significant capital, which may not be available on an as needed basis. If the Company's capital is insufficient to reach and imp their targeted market, they may not be able to achieve the intended goals and objectives, or succeed in its industry.

Risks of leverage and debt service requirements may hamper our ability to operate and grow our revenues.

The Company's debt to equity ratio is likely to be high at the commencement of operations due to the requirement of borrowing funds to continue operations. High leverage creates risks, including the risk of default as well as operating and financing constraints likely to be imposed by prospective lenders. The interest expense associated with the Company's anticipated debt burden may be substantial and may create a significant drain on the Company's future cash flow, especially in the early years of operation. Any such operating or financing constraints imposed by the Company's lenders as well as the

interest expense created by the Company's debt burden could place the Company at a disadvantage relative to other better capitalized service providers and increase the impact of competitive pressures within the Company's markets.

No assurances that the Company will be successful in implementing its business plan and we may fail in our marketing efforts.

All investments will be available for use by the Company immediately upon payment and subscription by the investor and will be available for refund to investors if the offering fails to raise sufficient funds to complete the business plan of the Company. Investors can have no assurances that the Company will be able to raise funds from other sources to complete its business plan.

Competition may have a material impact on our ability to sell our Technology and Products.

The Company faces substantial competition from a number of providers of similar services. Many of the Company's competitors, particularly those competitors who are large, have substantially greater financial, manufacturing, marketing and technical resources than the Company. These competitors have greater name recognition and customer allegiance than the Company. This may affect our ability to attract business and limit the opportunities to generate revenues.

Forward Looking Information

Certain statements in this document are forward-looking in nature and relate to trends and events that may affect the Company's future financial position and operating results. The words "expect," "anticipate" and similar words or expressions are used to identify forward-looking statements. These statements speak only as of the date of the document; those statements are based on current expectations, are inherently uncertain and should be viewed with caution. Actual results may differ materially from the forward-looking statements as a result of many factors, including changes in economic conditions and other unanticipated events and conditions. It is not possible to foresee or to identify all such factors. The Company makes no commitment, other than as required, to update any forward-looking statement or to disclose any facts, events or circumstances after the date of this document that may affect the accuracy of any forward-looking statement.

Reliance on Management.

The investors will have no rights to participate in the management decisions of the Company; the shareholder will only have the same rights as other shareholders.

USE OF PROCEEDS

The Company intends to use the net proceeds of this Offering for the following:

	<u>Maximum</u>	<u>Minimum</u>
Signing and promoting Justin Martin	\$ 250,000	\$ 100,000
Licensing	\$ 150,000	\$ -0-
Operating Expenses	\$ 600,000	\$ 25,000
	\$ 1,000,000	\$ 125,000

The amounts actually expended for working capital as well as other purposes may vary significantly and will depend on a number of factors, including the amount of our future revenues. Accordingly, our management will retain broad discretion in the allocation of the net proceeds of this Offering. There can be no assurance that the Company's estimates will prove to be accurate or that unforeseen expenses will not occur. In the event that the 250,000 Shares (the Minimum) in this Offering, the Company anticipates that these proceeds will be able to satisfy the Company's capital needs for approximately six months. In the event the Company sells 2,000,000 Shares in this Offering, the Company anticipates that these proceeds will be able to satisfy the Company's capital needs for approximately 24 months. There can be no assurance that even if the Company sells the maximum shares that the proceeds will satisfy the Company's needs for any determinate period of time.

DETERMINATION OF OFFERING PRICE

Before this offering, there has been no public market for the shares of our common stock. Accordingly, the price of the common shares stated in this prospectus \$0.50 was determined by an arbitrary process based upon our internal, subjective evaluation. Among the factors considered in determining the initial estimated price of the common shares were:

1. Our history and our prospects;
2. The industry in which we operate;
3. The status and development of our products and services;
4. The previous experience of our executive officers; and
5. The general condition of the securities markets at the time of this offering.

The offering price stated on the cover page of this prospectus should not be considered an indication of the actual value of the shares of common stock offered in this prospectus. That price is subject to change as a result of market conditions and other factors, and we cannot assure you that the common stock can be resold at or above the initial public offering price.

DIVIDENDS

We have never paid a cash dividend on our common stock. It is our present policy to retain earnings, if any, to finance the development and growth of our business. Accordingly, we do not anticipate that cash dividends will be paid until our earnings and financial condition justify such dividends, and there can be no assurance that we can achieve such earnings.

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

The following is our plan of operation for the following 12 months, and should be read in conjunction with our financial statements and notes thereto appearing in this prospectus.

Overview

Skreem Records Corporation is an entertainment development, marketing and production company formed in May 2006. Originally the recording and artist management division for an international entertainment media company with multiple hit releases, Skreem Records Corp. was formed to continue the operations globally.

The Company's executive offices in Orlando, FL are low-day and cost effective, mirroring the company's frugal approach to controlling costs to maximize returns.

Brand Name

The early-stage growth company is now a recognized brand in the European market. Skreem Records Corporation focuses the initial release and tour of its artists in country-by-country launch and promotions that generate faster word-of-mouth and on-line viral campaigns. The Company targets rapid revenue growth niche markets for maximum return.

Market Panels

Skreem Records Corporation knows its market. Market intelligence is drawn from their "market panel"—concert venue managers, tour promoters, club DJs and select radio reps from around the globe. A variety of sources is used because the company believes that limiting marketing research to just a market slice or one concert tour or record release, is missing the big picture that is moving music worldwide.

Skreem Records Corporation's market panel allows them to see beyond their current market to recognize consumer needs, to understand what drives them, to examine the company's performance against the competition and track performance and control costs using a common sense approach.

Artist & Music Development

The Company's core business is artist and music development, studio production and utilizing Internet media programs for delivery, sale and promotion. Staying ahead of the industry growth trends is part of every program developed for in-house artists or in partnerships and joint ventures with international labels and retailers.

Viral Marketing Campaigns

Skreem Records Corporation are marketed through viral media campaigns to generate download sales on iTunes and other Internet music marketing sites and to retail chains and television for music sales and ring tones. The Company's on-line networking of international fan clubs is considered cutting edge for the industry.

The company is developing a network of music bloggers to sample and give opinions on new acts and pre-releases. Music is a world-wide industry, so the company's marketing program to get bloggers to buzz new tunes will be done in a variety of languages.

Studio

Music and video production are done at the Company's wholly owned subsidiary, Skreem Studios, LLC. Skreem Studio's 10,000 square foot, high-end, state-of-the-art music and media production facility is used for recording corporate acts and is available 24/7 for advertising agencies, gaming companies, major corporations and national and regional music producers to record their artists and acts in the newly built studio.

Skreem Studios is poised to secure long-term recording and video production contracts from top-name music producers that principals in the company have worked with for more than twenty years. The Company has been approached by several leading international record labels for music and tour joint ventures and is expanding its product line to include an interact merchandising sales program.

Skreem Records Corporation and Skreem Studios have built their reputations by delivering cutting edge music and media content. With the fast-moving new media world, which has transformed the music industry, Skreem Records Corporation has developed new music marketing and delivery models that deliver profitable creative ways for sales to the end user, retailer and viral fan marketing campaigns.

Strength Through Experience

Run by top-industry professionals with a combined 75 years of experience between them and dozens of hit records on their walls, Skreem Records Corporation and Skreem Studios have the creative and business foundation to generate music and ticket sales through unique proprietary methods and media. With experience in developing hit acts like 3rd Wish and Captain Hollywood, which topped the European charts with multiple hits that broke tour sales records, the Company is positioned to be at the forefront of this changing industry.

A World Of Opportunities

The Company believes it is on the forefront of re-inventing the music business with development of compelling new acts and product delivery to key on-line communities and retailers through fan-based marketing systems. Skreem Records Corporation's business strategy and business model is at the right time and place and has the right management to succeed.

The Company believes it has a new and better way of delivering to the marketplace music and products that will build demand in the future, no matter what changes the music business goes through.

One of the key components of international corporate market planning is their "no boundaries" internal slogan. Management is developing key vendor and media relationships so that Skreem Records can form and enter into strategic partnerships with theme park operators, gaming companies, advertising companies and cross-marketing campaigns with television and other music companies.

The "no boundaries" marketing motto has already lead to relationships with Sony, Universal and Wal-Mart that will be key to building long-term, solid shareholders' equity. Negotiations to expand their launch and tour programs in Japan, Korea, Taiwan and China are underway.

Artist Partnerships

Skreem Records Corporation's artist partnership program—whereby the Company shares in all revenue streams—separates it from labels like Sony and Columbia who get nothing from the tours and merchandising of the artists they develop. This significant revenue stream alone builds a solid base to the fast-track growth plan the Company is on.

While Skreem Records Corporation is not now a top-tier player in the music industry, the Company's methodical plan to partner with artists to capture market share which builds the foundation for a public increasingly receptive of its records will prove out the track record it is moving along.

Delivering To Our Shareholders

Skreem Records Corporation will make available online and through financial sites up-do-date, current financial and business information. Press releases will be widely disseminated, put on the Company's website as sent to international financial community. Regular shareholder update letters will be sent out through the transfer agent. The Company will exceed existing international standards and regulations, contracting the services of top legal and accounting professionals.

BUSINESS OF THE COMPANY - PRINCIPAL PRODUCTS AND SERVICES

The making of a recording act

Signing and promoting a recording act falls into two distinct categories. The first is the process of signing an already established group or artist and through avenues not readily available to the act, but available to the record company, promote the act to a level of widespread public recognition. The second is a company, through auditions and referrals, forms a group or hires an artist with the goal of achieving wide spread recognition. The principal difference financially between these alternatives is that an established act will take a larger percentage of the overall revenues because they absorbed the initial costs of getting started and promoting themselves before the recording deal happened, while normally all of the costs involved in developing the second type of group are borne on by the company which will need to recoup such costs. From the company's vantage the second process results in more control over the product and a larger percentage of the revenues. Examples of the second categories are the signing groups "Menudo", "New Kids On The Block", and "O-Town", "Back Street Boys" and "N-Sync" are examples of established acts that were signed after they were already in existence.

For company formed acts, the company provides the training coordinate and consultation that it deems necessary to produce a hit record. This includes, but is not limited to vocal coaching, choreography, fitness training, clothes, hair design, transportation, living expenses, as well as food and housing if necessary. In addition, the company finds and contracts with producers and writers to record songs that fit the style of the act as dictated by the company. The act records the songs, then performs them live to promote the sales of the records and increase radio airplay. A video is also made for further promotion in the television arena. Revenue is generated through record sales, performance fees, management fees, merchandising such as T-shirts, hats, etc., and publishing royalties. This includes publishing royalties that are paid in the event that the recording (s) are included on any compilations that are released by any other entity. From these revenues the company's investment is repaid, after repayment, the remainder is split between the company and the act by percentages outline in the original recording agreement. All agreements are different as to percentages; however, the repayment of all money invested by the company before any payment is made to the act is standard practice.

In the case of established acts, the process is the same. The main difference is the revenue split between the act and the company, and creative control. The established act will always demand a higher percentage of the revenues and more control over the musical direction of the act and the selection of the material to be recorded. With new talent, this can be controlled in the first contract but will undoubtedly be an issue in future negotiations.

Record Sales

Prior to 1997 the record industry enjoyed tremendous success with record sales. The past six years however have presented a new problem in the form of the internet. Downloading, also referred to as file sharing, has hurt the record industry tremendously, especially in the pop music market. If someone wants a copy of a new song by their favorite artist they can simply sign on to one of the free file sharing web sites, type in the name of the song, and download it to their own computer. They can then make a compilation of their favorites, put the downloaded songs onto a CD and listen to them without the need of paying for them. This completely bypasses the record company, the publisher, and the writer, all of whom would normally have received royalties on the sale of those recordings. Steps are currently being taken by the major record companies nationwide to stop this practice. In the meantime everyone in the industry is searching for alternative ways to generate revenue beyond the traditional means that I've outlined.

Solutions we have initiated to insulate us from the downloading problem

In the United States we have one federal government that regulates copyrights, publishing, licensing, patenting, and most intellectual rights' laws for all of the states collectively. Therefore, when a song is released in the U.S. all states have the right to airplay and sale of that song as long as they pay the predetermined royalty rates. These royalties are tracked by and then paid to performance organizations such as ASCAP and BMI who in turn disburse the money to their respective members who are listed as either writers or publishers (or both) of each song. Every writer and publisher in the U.S. must be a member of one of these organizations to collect royalties on a commercial record release. These royalties are paid every time a song is played or purchased. This includes TV themes, Musak (elevator music), night club performances, juke boxes, radio, etc.. There is a different rate for each type of venue, but it applies equally to all of the states.

In Europe, however, this is not the case. Each country is a governing entity unto itself. Therefore, when a song is released in Germany, it cannot be played, reproduced, or sold in Spain unless the company wishing to release it in Spain pays the license holder of the song a licensing fee for the Spanish rights to the song. This is the case between all countries except Germany, Austria, and Switzerland, also known as the "GAS Territory". Through an agreement between these three countries, recorded and copyrighted materials can be released in all three without special licensing. Outside of those three, all other countries must pay a licensing fee.

Because the European countries are small and easily accessible by the general public, when a song is released in one country its existence becomes known in other countries very quickly through word of mouth and DJs that travel from country to country to perform, sometimes during the same weekend. As the popularity of the song grows it attains a "chart position". A "chart" is a weekly report that lists songs currently in market order for sales, radio airplay, and DJ club play. These lists usually consist of the top selling or played 200 songs. There are DJ club charts, national charts, and radio charts that report publicly each week. The charts are posted on sites available to everyone on the internet. A song achieving the TOP 40 of any of these charts is considered a success and is in position to create future revenues in the areas of licensing and publishing. A good chart position creates a demand for the song (and act) in each marketplace. Record companies in each marketplace must then acquire the license for their country in order to release the song. This is done by paying the original license holder a fee that is negotiated based on the song's current popularity, the highest chart position it has attained, and its predicted future popularity. The result is that the original license holder is paid a licensing fee by each country that wishes to release the song. Licensing fees for each song can range from \$5,000.00 to \$25,000.00 and more from each country depending on the popularity of the song and the act and the size of the country.

Why the European marketplace is ideal for establishing artists in our target market

Our target market is kids between 12 and 18 years of age, especially girls. Teenage girls in Europe make up the majority of the record buying public for pop music. They love American acts and want everything and anything the act has to offer as far as pictures, shirts, hats, CDs, autographs, etc. Since N-Sync has stopped touring there, few acts have come out to fill that void. The kids are hungry for new American talent with a fresh sound.

When developing a recording act in the U.S., the basic process has been the same for decades. Record a CD of songs then shop the CD to distributors and other larger record companies for distribution and promotional support. Next a single is chosen out of the CD of songs; it's released, and followed by the release of the full CD. If the act doesn't have an entire CD or close to it completed, they can almost be assured that no one will be interested. Although oversimplified, it generally is how it works. Producing a CD is expensive and time consuming. The cost of producing 12 or more songs that will stand up to the quality of what's currently on the market by established artists can be astronomical.

The European market is just the opposite. The first step in the process is to record and release a single. This minimizes cost and time. Since this is established practice, there are limited problems with distribution companies or record companies (as long as they like the act). It also allows the Company to as far as musical direction and style before you commit to an entire CD of material. Then a second single is released. A video is produced for each single that's simultaneously released. Concurrently, the act will be performing doing both paid and promotional live performances. Based on the success of these two releases, the company can then determine whether or not to take on the expense of a full CD.

Our target markets are net surfers. By creative use of the internet including a web site, online promotions such as giveaways, online chats with the act, contests with prizes such as a chance to spend a day with the act, free downloads of unreleased songs, etc., interest and record sales grows. One of the goals of all of this is to create excitement that will result sufficient record sales to attain a favorable position in the weekly charts because licensing fees are negotiated according to the popularity of the song, the act, and their position in the charts. While the act is working its live performances, internet chats, and recording, the company negotiates licenses with other companies for other countries. It will always be the license holding company's prerogative to release any song it owns the license for in any country without any fees. It will however have to take on the expense of pressing and distribution if that avenue is chosen, but if the record is a success this will be offset by not having to split revenues. The company can also enter into a limited partnership with a different company in each country and share in the profits of the release while sharing the expenses if it so chooses.

The key element in our strategy

A key element in initiating and successfully implementing a marketing and development plan such as has been described is someone who knows the marketplace intimately and is respected by the people who do business in that marketplace. Tony Harrison, our President fits those requirements. He has both American and German citizenship and has lived in Germany for over 20 years. He's known in the music industry as 'Captain Hollywood'. As a performer, he's one of the most respected in Europe. He has had worldwide hits and has been performing since 1985. He's also worked as a choreographer and /or producer for such acts as LaToya Jackson, BackStreet Boys, Natural, and O-Town. He's known by everyone in the record business in Europe and is highly respected for both his success as an entertainer and his knowledge of the industry since June 2003. As "Captain Hollywood" he has since had two songs in the top 20 dance charts and in the top 40 national charts. His years of experience in all aspects of the business have proven invaluable in successfully introducing Skreem Entertainment to the record industry in Europe.

Coming to American after European success

The final step is to introduce the act to the Americans. This process has been successfully achieved several times in the past with Back Street Boys, Britney Spears, N-Sync, and Snap. The act will be polished and roadworthy from time to time spent in Europe, and will have already been making money through record sales, publishing revenues, licensing fees, live performances, and merchandising. Also, they'll have bragging rights with regards to having "Gold Records" in Europe. The catch there is that a gold record in the U.S. requires 500,000 copies sold. In Europe, depending on the country, a gold record can be earned with a few as 25,000 copies sold. American audiences do not generally realize this and assume that the act has sold many more records than they actually have sold. This is helpful in the American marketing campaign They also come to America with many record industry people, promoters, and managers already aware of them through industry connections in Europe. This is helpful when arranging for the act to perform nationally or with an already established American act, which is the most tried and true way of introducing the act and their songs to the public.

All of this leads to launching a recording act that has the potential of creating an enormous return on a much lower investment than would be necessary to achieve the same results by starting out in the American market.

OFF-BALANCE SHEET ARRANGEMENTS

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

INFLATION

The amounts presented in the financial statements do not provide for the effect of inflation on the Company's operations or its financial position. Amounts shown for machinery, equipment and leasehold improvements and for costs and expenses reflect historical cost and do not necessarily represent replacement cost. The net operating losses shown would be greater than reported if the effects of inflation were reflected either by charging operations with amounts that represent replacement costs or by using other inflation adjustments.

GOVERNMENT REGULATIONS

We estimate that there is no material cost to comply with any environmental laws of the Federal, State or Local governments. Any compliance, we believe that any cost and/or compliance is the responsibility of the end user.

MANAGEMENT

The directors and officers of the Company are listed below with information about their respective backgrounds. Each Director is elected to serve a one year term, until the next annual meeting of the shareholders or until their successor is elected (or appointed) and qualified.

The executives and directors currently serving the Company are as follows:

Name	Age	Position
Tony Harrison	42	President, Chief Executive Officer and Director
Justin Martin	25	Vice President and Director
Karen Aalders	57	Secretary / Treasurer and Director

Tony Harrison. Mr. Harrison joined Skreem Records Corp. in April, 2007, as Chief Executive Officer and director. Since 1996 he has operated a recording studio just outside Cologne Germany and produces records in Europe under the Captain Hollywood label.

Justin Martin. Mr. Martin joined the Company in April, 2007, as Vice President and director. Mr. Martin was formerly a part of the famous music group "3rd Wish", who for the most part made a name for themselves in the European market.

Karen Aalders. Ms. Aalders joined the Company in May, 2006 as its Secretary / Treasurer and a director. From 1994 to 1999, Ms. Aalders was employed by Martin Consultants, Inc. as Secretary / Treasurer. From 1990 to 1994 she was employed by Sorex Medical of Salt Lake City where she had oversight responsibility of purchasing and customer service.

EXECUTIVE COMPENSATION

Each operating officer is entitled to an annual base salary of \$60,000, plus reimbursement for documented out-of-pocket expenses. The Board of Directors also plans to grant non-qualified options annually to each officer as additional future compensation for services rendered. The timing and extent of such option grants are made at the sole discretion of the Board of Directors and have an exercise price equal to the estimated fair-market-value on the date of the grant. There is no other compensation given beyond the annual base salaries and option grants. The following Summary Compensation Table sets forth the compensation for each executive officer for the past three fiscal years ended September 30th;

Summary Compensation Table

Name & Position	Fiscal Year	Annual Salary	Long-term Compensation; Securities Underlying Options
Tony Harrison, President	2007	56,400	none
Justin Martin, Vice-President	2007	12,400	none
Karen Aalders	2007	- 0 -	none

All directors hold office until the next annual meeting of stockholders and the election and qualification of their successors. Each executive officer is elected annually by the Board of Directors to hold their respective office until the annual meeting of shareholders and until their successors is chosen and qualified.

DESCRIPTION OF PROPERTY

The Company currently operates from a leased facility located at 11637 Orpington Street, Orlando, FL 32817. This facility contains 2,000 square feet of office space. There is no lease or lease payment on the facility as it is owned by the Company's principal shareholder.

EMPLOYEES

The company has six full time employees, including its operating officers, which are employed by the Company on a full-time basis. Additionally, there is one part-time employee. None of the employees are covered by a collective bargaining or similar agreement. The Company believes it has good relations with all of the employees.

LITIGATION

The Company is not engaged in any litigation, nor is any litigation pending or been threatened.

EMPLOYMENT AGREEMENTS

As of the date of this filing, we do not have any formal written employment agreements with any officer or director of the Company.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The Company promotes an artist who is the son of Jeff Martin, the company's controlling shareholder.

PRINCIPAL STOCKHOLDERS

The following table describes, as of January 11, 2008, the beneficial ownership of our Common Stock by persons known to us to own more than 5% of such stock and the ownership of Common Stock by our directors, and by all officers and directors as a group.

Identity of Stockholder or Group	Number of Shares Beneficially Owned (1)	Percentage of Shares Owned prior to Offering	Percentage of Shares Owned after sale of Shares in Offering (2)
Jeff Martin ██████████ Orlando, FL ██████	17,000,000	58.2%	54.5%
Tony Harrison c/o the Company	4,900,000	16.8%	15.7%
Justin Martin c/o the Company	3,000,000	10.2%	9.6%
Karen Aalders c/o the Company	1,830,000	6.2%	5.8%
All Officers and Directors as A Group (3 Persons)	9,730,000	33.3%	31.2%

* Less than 5%

(1) Pursuant to the rules and regulations of the Securities and Exchange Commission, shares of Common Stock that an individual or entity has a right to acquire within 60 days pursuant to the exercise of options or warrants are deemed to be outstanding for the purposes of computing the percentage ownership of such individual or entity, but are not deemed to be outstanding for the purposes of computing the percentage ownership of any other person or entity shown in the table.

(2) Assumes sale of all 2,000,000 shares in this offering

DILUTION

Purchasers of securities in this offering will experience immediate dilution and substantial dilution in the net tangible book value of their common stock from the initial public offering price. The historical net book tangible value as of September 30, 2007 was \$1,364,213 or \$0.045 per share. Historical net tangible book value per share of common stock is equal to our total tangible assets less total liabilities, divided by the number of shares of common stock outstanding as of September 30, 2007, as adjusted to give effect to the receipt of net proceeds from the sale of the 2,000,000 shares of common stock for \$0.50, which represents net proceeds after deducting estimated offering expenses of \$77,787. This represents an immediate increase of \$0.041 per share to existing shareholders and an immediate and substantial dilution of \$0.496 per share, or approximately 99%, to new investors purchasing our securities in this offering. Dilution in pro forma net tangible book value per share represents the difference between the amount per share paid by purchasers of shares of our common stock in this offering and the pro forma book value per share of our common stock immediately following this offering.

SHARES ELIGIBLE FOR FUTURE SALE

As of January 11, 2008, Skreem Records Corporation has 29,160,000 issued and outstanding shares of Common Stock. Assuming the 2,000,000 shares to be sold by the Company are sold, there will be a total of 31,190,000 shares issued and outstanding. The shares held by the officers and directors and other entities holding more than 5% of the issued and outstanding shares of the Company will be subject to the volume selling requirements of Rule 144.

In general, under Rule 144 as currently in effect, a person or persons whose shares are aggregated, including an Affiliate, who has beneficially owned Restricted Shares for at least one year is entitled to sell, within any three-month period, a number of such shares that does not exceed the greater of:

(i) One percent of the outstanding shares of Common Stock; or

(ii) The average weekly trading volume in the Common Stock during the four calendar weeks preceding the date on which notice of such sale is filed with the Securities and Exchange Commission.

Sales under Rule 144 are also subject to certain manner of sale provisions and notice requirements and to the availability of public information about Skreem Records Corporation. In addition, a person who is not an Affiliate and has not been an Affiliate at least three months prior to the sale and who has beneficially owned Restricted Shares for at least two years may resell such without regard to the requirements described above. Skreem Records Corporation is unable to estimate the number of Restricted Shares that ultimately will be sold under Rule 144 because the number of shares will depend in part on the market price for the Common Stock, the personal circumstances of the sellers and other factors. See "Risk Factors--Shares Eligible for Future Sale" and "Risk Factors--Possible Volatility of Stock Price."

DESCRIPTION OF SECURITIES

The authorized capital stock consists of 50,000,000 shares of common stock, par value \$.001 per share. As of January 11, 2008, there were 29,160,000 shares of Common Stock issued and outstanding. This does not include the 2,000,000 shares being registered in this Registration Statement to be sold by the Company, if possible, from time to time. The following summary description of the Common Stock is qualified in its entirety by reference to the Company's Certificate of Incorporation and all amendments thereto.

Common Stock

Our authorized capital stock consists of 50,000,000 shares of common stock, par value \$.001 per share. Each share of Common Stock entitles its holder to one non-cumulative vote per share and, the holders of more than fifty percent (50%) of the shares voting for the election of directors can elect all the directors if they choose to do so, and in such event the holders of the remaining shares will not be able to elect a single director. Holders of shares of Common Stock are entitled to receive such dividends, as the board of directors may, from time to time, declare out of Company funds legally available for the payment of dividends. Upon any liquidation, dissolution or winding up of the Company, holders of shares of Common Stock are entitled to receive pro rata all of the assets of the Company available for distribution to stockholders.

Stockholders do not have any pre-emptive rights to subscribe for or purchase any stock, warrants or other securities of the Company. The Common Stock is not convertible or redeemable. Neither the Company's Certificate of Incorporation nor its By-Laws provide for pre-emptive rights.

PLAN OF DISTRIBUTION

We are offering for sale a maximum of 2,000,000 shares of our common stock in a self-underwritten offering directly to the public at a price of \$0.50 per share. There is no minimum amount of shares that we must sell in our direct offering, and therefore no minimum amount of proceeds will be raised. No arrangements have been made to place funds into escrow or any similar account. Upon receipt, offering proceeds will be deposited into our operating account and used to conduct our business and operations. We are offering the shares without any underwriting discounts or commissions. The purchase price is \$0.50 per share. If all 2,000,000 shares are not sold within 180 days from the date hereof, (which may be extended an additional 90 days in our sole discretion), the offering for the balance of the shares will terminate and no further shares will be sold.

Our offering price of \$0.50 per share was arbitrarily decided upon by our management and is not based upon earnings or operating history, does not reflect our actual value, and bears no relation to our earnings, assets, book value, net worth, or any other recognized criteria of value. No independent investment banking firm has been retained to assist in determining the offering price for the shares. Such offering price was not based on the price of the issuance to our founders. Accordingly, the offering price should not be regarded as an indication of any future price of our stock.

We anticipate applying for trading of our common stock on the over-the-counter (OTC) Bulletin Board upon the effectiveness of the registration statement of which this prospectus forms a part. To have our securities quoted on the OTC Bulletin Board we must: (1) be a company that reports its current financial information to the Securities and Exchange Commission, banking regulators or insurance regulators; and (2) has at least one market maker who completes and files a Form 211 with NASD Regulation, Inc. The OTC Bulletin Board differs substantially from national and regional stock exchanges because it (1) operates through communication of bids, offers and confirmations between broker-dealers, rather than one centralized market or exchange; and, (2) securities admitted to quotation are offered by one or more broker-dealers rather than "specialists" which operate in stock exchanges. We have not yet engaged a market maker to assist us to apply for quotation on the OTC Bulletin Board and we are not able to determine the length of time that such application process will take. Such time frame is dependent on comments we receive, if any, from the NASD regarding our Form 211 application.

There is currently no market for our shares of common stock. There can be no assurance that a market for our common stock will be established or that, if established, such market will be sustained. Therefore, purchasers of our shares registered hereunder may be unable to sell their securities, because there may not be a public market for our securities. As a result, you may find it more difficult to dispose of, or obtain accurate quotes of our common stock. Any purchaser of our securities should be in a financial position to bear the risks of losing their entire investment.

We intend to sell the shares in this offering through Tony Harrison, Justin Martin nor Karen Aalders who are officers of the Company. They will receive no commission from the sale of any shares. They will not register as a broker-dealer under section 15 of the Securities Exchange Act of 1934 in reliance upon Rule 3a4-1. Rule 3a4-1 sets forth those conditions under which a person associated with an issuer may participate in the offering of the issuer's securities and not be deemed to be a broker/dealer. The conditions are that:

1. The person is not statutorily disqualified, as that term is defined in Section 3(a)(39) of the Act, at the time of his participation; and,
2. The person is not compensated in connection with his participation by the payment of commissions or other remuneration based either directly or indirectly on transactions in securities;
3. The person is not at the time of their participation, an associated person of a broker/dealer; and,



4. The person meets the conditions of Paragraph (a)(4)(ii) of Rule 3a4-1 of the Exchange Act, in that he (A) primarily performs, or is intended primarily to perform at the end of the offering, substantial duties for or on behalf of the Issuer otherwise than in connection with transactions in securities; and (B) is not a broker or dealer, or an associated person of a broker or dealer, within the preceding twelve (12) months; and (C) do not participate in selling and offering of securities for any Issuer more than once every twelve (12) months other than in reliance on Paragraphs (a)(4)(i) or (a)(4)(iii).

Neither Tony Harrison, Justin Martin nor Karen Aalders are not statutorily disqualified, is not being compensated, and is not associated with a broker/dealer. He is and will continue to be one of our officers at the end of the offering and has not been during the last twelve months and is currently not a broker/dealer or associated with a broker/dealer. He has not during the last twelve months and will not in the next twelve months offer or sell securities for another corporation.

We will not utilize the Internet to advertise our offering.

OFFERING PERIOD AND EXPIRATION DATE

This offering will start on the date of this registration statement is declared effective by the SEC and continue for a period of 180 days. We may extend the offering period for an additional 90 days, or unless the offering is completed or otherwise terminated by us. We will not accept any money until this registration statement is declared effective by the SEC.

PROCEDURES FOR SUBSCRIBING

We will not accept any money until this registration statement is declared effective by the SEC. Once the registration statement is declared effective by the SEC, if you decide to subscribe for any shares in this offering, you must:

1. execute and deliver a subscription agreement
2. deliver a check or certified funds to us for acceptance or rejection.

All checks for subscriptions must be made payable to "Skreem Records Corp."

RIGHT TO REJECT SUBSCRIPTIONS

We have the right to accept or reject subscriptions in whole or in part, for any reason or for no reason. All monies from rejected subscriptions will be returned immediately by us to the subscriber, without interest or deductions.

UNDERWRITERS

We have no underwriter and do not intend to have one. In the event that we sell or intend to sell by means of any arrangement with an underwriter, then we will file a post-effective amendment to this SB-2 to accurately reflect the changes to us and our financial affairs and any new risk factors, and in particular to disclose such material relevant to this Plan of Distribution.

REGULATION M

We are subject to Regulation M of the Securities Exchange Act of 1934. Regulation M governs activities of underwriters, issuers, selling security holders, and others in connection with offerings of securities. Regulation M prohibits distribution participants and their affiliated purchasers from bidding for purchasing or attempting to induce any person to bid for or purchase the securities being distributed.

SECTION 15(G) OF THE EXCHANGE ACT

Our shares are covered by Section 15(g) of the Securities Exchange Act of 1934, as amended, and Rules 15g-1 through 15g-6 promulgated thereunder. They impose additional sales practice requirements on broker/dealers who sell our securities to persons other than established customers and accredited investors (generally institutions with assets in excess of \$5,000,000 or individuals with net worth in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 jointly with their spouses).

Rule 15g-1 exempts a number of specific transactions from the scope of the penny stock rules.

Rule 15g-2 declares unlawful broker/dealer transactions in penny stocks unless the broker/dealer has first provided to the customer a standardized disclosure document.

Rule 15g-3 provides that it is unlawful for a broker/dealer to engage in a penny stock transaction unless the broker/dealer first discloses and subsequently confirms to the customer current quotation prices or similar market information concerning the penny stock in question.

Rule 15g-4 prohibits broker/dealers from completing penny stock transactions for a customer unless the broker/dealer first discloses to the customer the amount of compensation or other remuneration received as a result of the penny stock transaction.

Rule 15g-5 requires that a broker/dealer executing a penny stock transaction, other than one exempt under Rule 15g-1, disclose to its customer, at the time of or prior to the transaction, information about the sales persons compensation.

Rule 15g-6 requires broker/dealers selling penny stocks to provide their customers with monthly account statements.

Rule 15g-9 requires broker/dealers to approved the transaction for the customer's account; obtain a written agreement from the customer setting forth the identity and quantity of the stock being purchased; obtain from the customer information regarding his investment experience; make a determination that the investment is suitable for the investor; deliver to the customer a written statement for the basis for the suitability determination; notify the customer of his rights and remedies in cases of fraud in penny stock transactions; and, the NASD's toll free telephone number and the central number of the North American Administrators Association, for information on the disciplinary history of broker/dealers and their associated persons.

CERTAIN PROVISIONS OF THE CERTIFICATE OF INCORPORATION AND BYLAWS REGARDING INDEMNIFICATION OF DIRECTORS AND OFFICERS REGARDING INDEMNIFICATION

The Certificate of Incorporation of the Company provides indemnification to the fullest extent permitted by Florida law for any person whom the Company may indemnify thereunder, including directors, officers, employees and agents of the Company. In addition, the Certificate of Incorporation, as permitted under the Florida General Corporation Law, eliminates the personal liability of the directors to the Company or any of its stockholders for damages for breaches of their fiduciary duty as directors. As a result of the inclusion of such provision, stockholders may be unable to recover damages against directors for actions taken by directors which constitute negligence or gross negligence or that are in violation of their fiduciary duties. The inclusion of this provision in the Company's Certificate of Incorporation may reduce the likelihood of derivative litigation against directors and other types of stockholder litigation, even though such action, if successful, might otherwise benefit the Company and its stockholders.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the "Act") may be permitted to directors, officers and controlling persons of the small business issuer pursuant to the foregoing provisions, or otherwise, the small business issuer has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. The Company's Certificate of Incorporation provides that no director of the Company shall be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director except as limited by Florida law. The Company's Bylaws provide that the Company shall indemnify to the full extent authorized by law each of its directors and officers against expenses incurred in connection with any proceeding arising by reason of the fact that such person is or was an agent of the corporation.

Insofar as indemnification for liabilities may be invoked to disclaim liability for damages arising under the Securities Act of 1933, as amended, or the Securities Act of 1934, (collectively, the "Acts") as amended, it is the position of the Securities and Exchange Commission that such indemnification is against public policy as expressed in the Acts and are therefore, unenforceable.

FLORIDA ANTI-TAKEOVER LAW AND OUR CERTIFICATE OF INCORPORATION AND BY-LAW PROVISIONS

Provisions of Florida law and our Certificate of Incorporation and By-Laws could make more difficult our acquisition by a third party and the removal of our incumbent officers and directors. These provisions, summarized below, are expected to discourage coercive takeover practices and inadequate takeover bids and to encourage persons seeking to acquire control of the Company to first negotiate with us. We believe that the benefits of increased protection of our ability to negotiate with proponent of an unfriendly or unsolicited acquisition proposal outweigh the disadvantages of discouraging such proposals because, among other things, negotiation could result in an improvement of their terms.

We are subject to the Florida General Corporation Law, which regulates corporate acquisitions. In general, Section 203 prohibits a publicly held Florida corporation from engaging in a "business combination" with an "interested stockholder" for a period of three years following the date the person became an interested stockholder, unless:

- (i) The Board of Directors approved the transaction in which such stockholder became an interested stockholder prior to the date the interested stockholder attained such status;
- (ii) Upon consummation of the transaction that resulted in the stockholder's becoming an interested stockholder, he or she owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding shares owned by persons who are directors and also officers; or
- (iii) On subsequent to such date the business combination is approved by the Board of Directors and authorized at an annual or special meeting of stockholders.

A “business combination” generally includes a merger, asset or stock sale, or other transaction resulting in a financial benefit to the interested stockholder. In general, an “interested stockholder” is a person who, together with affiliates and associates, owns, or within three years prior to the determination of interested stockholder status, did own, 15% or more of the corporation's voting stock.

WHERE YOU CAN FIND MORE INFORMATION

Upon effectiveness of this registration statement we will commence filing reports, proxy statements and other information with the Securities and Exchange Commission. You may read and copy any report, proxy statement or other information we file with the Commission at the Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the Commission at 1-800-SEC-0330. In addition, we will file electronic versions of these documents on the Commission's Electronic Data Gathering Analysis and Retrieval, or EDGAR, System. The Commission maintains a website at <http://www.sec.gov> that contains reports, proxy statements and other information filed with the Commission.

We have filed a registration statement on Form SB-2 with the Commission to register shares of our common stock issued and issuable upon exercise of warrants to be sold by the selling stockholders. This prospectus is part of that registration statement and, as permitted by the Commission's rules, does not contain all of the information set forth in the registration statement. For further information with respect to us, or our common stock, you may refer to the registration statement and to the exhibits and schedules filed as part of the registration statement. You can review a copy of the registration statement and its exhibits and schedules at the public reference room maintained by the Commission, and on the Commission's web site, as described above. You should note that statements contained in this prospectus that refer to the contents of any contract or other document are not necessarily complete. Such statements are qualified by reference to the copy of such contract or other document filed as an exhibit to the registration statement.

TRANSFER AGENT

The Transfer Agent and Registrar for the common stock is OTC Stock Transfer, 231 East 2100 South, Salt Lake City, Utah.

INTEREST OF NAMED EXPERTS AND COUNSEL

None of the experts named herein was or is a promoter, underwriter, voting trustee, director, officer or employee of Skreem Records Corporation. Michael S. Krome, Esq., is the holder of a total of 40,000 shares of common stock, part of which is a portion of his legal fees. Furthermore, none of the experts was hired on a contingent basis and none of the other experts named herein will receive a direct or indirect interest in Skreem Records Corporation, other than Mr. Krome.

LEGAL MATTERS

The validity of the shares of common stock offered in this prospectus has been passed upon for us by Michael S. Krome, Esq., 8 Teak Court, Lake Grove, New York 11755, (631) 737-8381.

EXPERTS

Our audited financial statements as of December 31, 2006 and for the period then ended, have been included in this prospectus and in the registration statement filed with the Securities and Exchange Commission in reliance upon the report of independent auditors, dated January 7, 2008 upon authority as experts in accounting and auditing. McElravy, Kinchen & Associates, P.C.'s report on the financial statements can be found at the end of this prospectus and in the registration statement.

Skreem Records Corporation
FINANCIAL STATEMENTS
AS OF AND FOR THE PERIODS ENDED
DECEMBER 31, 2006 and SEPTEMBER 30, 2007 (Unaudited)
AND
FOR THE THREE AND NINE MONTHS ENDED
SEPTEMBER 30, 2007 (Unaudited)
AND
FOR THE PERIOD FROM MAY 10, 2006 (INCEPTION)
THROUGH DECEMBER 31, 2006 AND SEPTEMBER 30, 2007 (Unaudited)

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors
Skreem Records Corporation

We have audited the accompanying balance sheet of Skreem Records Corporation (a development stage company) as of December 31, 2006, and the related statements of operations, changes in stockholders' equity, and cash flows for the period from May 10, 2006 (inception) through December 31, 2006. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Skreem Records Corporation as of December 31, 2006, and the results of its operations, changes in stockholders' equity and cash flows for the period then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has insufficient working capital, which raises substantial doubt about its ability to continue as a going concern. Management's plans regarding those matters also are described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ McElravy, Kinchen & Associates, P.C.
www.mkacpas.com
Houston, Texas
January 7, 2008

Skreem Records Corporation
(A Development Stage Company)
Balance Sheet
As of December 31, 2006

ASSETS:

Current assets:	
Cash	\$ -
Total current assets	-
TOTAL ASSETS	\$ -

LIABILITIES AND STOCKHOLDERS' EQUITY:

Current liabilities:	
Accounts payable and accrued liabilities	\$ -
Total Current Liabilities	-
TOTAL LIABILITIES	-
Stockholders' Equity:	
Common Stock, \$.001 par value; 50,000,000 shares authorized, 18,100,000 issued and outstanding	18,200
Stock subscription receivable	(18,200)
Deficit accumulated during the development stage	-
Total Stockholders' Equity	-
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ -

See the accompany summary of accounting policies and notes to the financial statements.

Skreem Records Corporation
(A Development Stage Company)
Statements of Operations
For the Period from May 10, 2006 (Inception) Through December 31, 2006

Expenses:	
Total Operating Expenses	\$ <u> -</u>
Net Income	\$ <u> -</u>
Net Income per Common Share - Basic and Diluted	\$ <u> 0.00</u>
Per Share Information:	
Weighted Average Number of Common Stock	
Shares Outstanding - Basic and Diluted	<u> 18,200,000</u>

See the accompany summary of accounting policies and notes to the financial statements.

Skreem Records Corporation
(A Development Stage Company)
Statement of Cash Flows
For the Period from May 10, 2006 (Inception) Through December 31, 2006

Cash Flows from Operating Activities:	
Net Income	\$ -
Net Cash Flows Used in Operations	<u>-</u>
Net Increase (Decrease) in Cash	<u>-</u>
Cash and cash equivalents - Beginning of period	<u>-</u>
Cash and cash equivalents - End of period	<u>\$ -</u>
 SUPPLEMENTARY INFORMATION	
Interest Paid	<u>\$ -</u>
Taxes Paid	<u>\$ -</u>

See the accompany summary of accounting policies and notes to the financial statements.

Skreem Records Corporation
(A Development Stage Company)
Statement of Changes in Stockholders' Equity
From May 10, 2006 (Inception) Through December 31, 2006

	<u>Common Stock</u>		Stock	Deficit	Total
	<u>Shares</u>	<u>Amount</u>	Subscription	Accumulated	
			Receivable	During the	Stockholders'
				Development	Equity
				Stage	
Inception - May 10, 2006	-	\$ -	-	\$ -	-
Issuance of founders shares	18,200,000	18,200	(18,200)	-	-
Net loss for the year	-	-	-	-	-
Balances - December 31, 2006	<u>18,200,000</u>	<u>\$ 18,200</u>	<u>\$ (18,200)</u>	<u>\$ -</u>	<u>-</u>

See the accompany summary of accounting policies and notes to the financial statements.

Skreem Records Corporation
Notes to Financial Statements
(A Development Stage Company)

1. Summary of Significant Accounting Policies

Skreem Records Corporation (the Company) was formed on March 10, 2006, but was dormant through December 31, 2006.

The Company's business is to search for recording talent, sign the talent to contracts, and to promote and fund the talent. The Company may incur costs to develop unrecognized talent such as vocal coaching, choreography, fitness training, clothing, hair design, transportation and living expenses. Additionally, the company may incur these costs as well as promotional, tour costs and recording costs for established talent as well as its developed talent. Revenue is generated through sales of recordings, performance fees, management fees, merchandising and publishing royalties. Through these revenue sources the Company recovers the cost it has invested in the talent and then shares in a percentage of the excess proceeds according to the terms of individual contracts.

Basis of Presentation

The Company follows accounting principles generally accepted in the United States of America. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the periods presented have been reflected herein.

Revenue Recognition

Revenue is recognized when it is realized or realizable and earned. Skreem considers revenue realized or realizable and earned when persuasive evidence of an arrangement exists, services have been provided, and collectability is reasonably assured. Revenue that is billed in advance such as recurring weekly or monthly services are initially deferred and recognized as revenue over the period the services are provided.

Use of Estimates

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents. As of December 31, 2006, there were no cash equivalents.

Development Stage Company

The Company complies with Statement of Financial Accounting Standard ("SFAS") No. 7 and the Securities and Exchange Commission Exchange Act 7 for its characterization of the Company as development stage.

Impairment of Long Lived Assets

Long-lived assets are reviewed for impairment in accordance with SFAS No. 144, "Accounting for the Impairment or Disposal of Long-lived Assets". Under SFAS No. 144, long-lived assets are tested for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. An impairment charge is recognized or the amount, if any, which the carrying value of the asset exceeds the fair value.

Fair Value of Financial Instruments

Financial instruments, including cash, receivables, accounts payable, and notes payable are carried at amounts which reasonably approximate their fair value due to the short-term nature of these amounts or due to variable rates of interest which are consistent with market rates. No adjustments have been made in the current period.

Income Taxes

The Company accounts for income taxes under the Financial Accounting Standards Board of Financial Accounting Standard No. 109, "Accounting for Income Taxes" ("Statement 109"). Under Statement 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under Statement 109, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. There was no current or deferred income tax expense or benefits for the periods ending December 31, 2006.

Basic and Diluted Net Income Per Common Share

Basic and diluted net loss per share calculations are calculated on the basis of the weighted average number of common shares outstanding during the year. The per share amounts include the dilutive effect of common stock equivalents in years with net income. Basic and diluted loss per share is the same due to the anti dilutive nature of potential common stock equivalents.

Stock Based Compensation

The Company accounts for stock-based employee compensation arrangements using the fair value method in accordance with the provisions of Statement of Financial Accounting Standards no.123(R) or SFAS No. 123(R), Share-Based Payments, and Staff Accounting Bulletin No. 107, or SAB 107, Share-Based Payments. The company accounts for the stock options issued to non-employees in accordance with the provisions of Statement of Financial Accounting Standards No. 123, or SFAS No. 123, Accounting for Stock-Based Compensation, and Emerging Issues Task Force No. 96-18, Accounting for Equity Instruments with Variable Terms That Are Issued for Consideration other Than Employee Services under FASB Statement no. 123.

The Company did not grant any stock options during the period ended December 31, 2006.

Recent Accounting Pronouncements

Skreem does not expect the adoption of recently issued accounting pronouncements to have a significant impact on its results of operations, financial position or cash flow.

2 Going Concern

Skreem's financial statements have been prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities and commitments in the normal course of business for the foreseeable future. The Company has insufficient working capital to meet operating needs for the next twelve months as of December 31, 2006, all of which raise substantial doubt about Skreem's ability to continue as a going concern.

3. Capital Stock

In May 2006, the Company authorized the issuance of 18,200,000 shares of common stock to the Company's founders.

As of December 31, 2006, the funding of the founders' shares is recognized as subscription receivable.

In the months of April through June 2007, the payment for founders' shares subscriptions receivable was received.

4. Subsequent Events

The Company did not commence operations until April 1, 2007 when it acquired a 100% interest in Skreem Studios LLC (the Subsidiary). Skreem Studios LLC was formed on October 7, 2005 as a limited liability company with the beneficial interest held by one of the Company's shareholders, Jeffrey Martin, and by Tony Harrison, who was given shares in exchange for his ownership interest in the Subsidiary. The Subsidiary initiated pre-commencement activity in May 2006, renting a studio facility, acquiring equipment, building out two studios and incurring other pre-operational expenses. On April 1, 2007 the Company acquired the Subsidiary through a debt and stock exchange and since the exchange took place between entities under common control (Jeffery Martin controlled both entities) the value of the acquired entity will be carried at the historical cost of the acquired entity. The Company's board of directors and shareholders maintain control of the Company after this merger and as a result the Company has been determined to be the acquirer of the Subsidiary.

Skreem Records Corporation
(A Development Stage Company)
Consolidated Balance Sheet
As of September 30, 2007 and December 31, 2006
(Unaudited)

	<u>September</u> 30, 2007	<u>December</u> 31, 2006
<u>ASSETS:</u>		
Current assets:		
Cash	\$ 4,409	\$ -
Inventory	26,674	-
Prepaid expense	584	-
Total current assets	<u>31,667</u>	<u>-</u>
Due from shareholder	6,000	-
Property and Equipment	398,180	-
Deposit	6,000	-
TOTAL ASSETS	<u>\$ 441,847</u>	<u>\$ -</u>
<u>LIABILITIES AND STOCKHOLDERS' EQUITY:</u>		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 35,879	\$ -
Notes payable - related party	278,017	-
Total Current Liabilities	<u>313,896</u>	<u>-</u>
TOTAL LIABILITIES	<u>313,896</u>	<u>-</u>
Stockholders' Equity:		
Common Stock, \$.001 par value; 50,000,000 shares authorized, 28,590,000 issued and outstanding	28,590	18,200
Stock subscription receivable	-	(18,200)
Additional paid in capital	172,077	-
Deficit accumulated during the development stage	<u>(72,716)</u>	<u>-</u>
Total Stockholders' Equity	<u>127,951</u>	<u>-</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 441,847</u>	<u>\$ -</u>

The accompanying notes are an integral part of these financial statements.

Skreem Records Corporation and Subsidiary
(A Development Stage Company)
Consolidated Statements of Operations
For the Three and Nine Month Periods Ended September 30, 2007 and the Period From
May 10, 2006 (Inception) Through September 30, 2007
(Unaudited)

	Three Months Ended September 30, 2007	Nine Months Ended September 30, 2007	May 10, 2006 Through September 30, 2007
Expenses:			
General and administrative expenses	\$ 39,217	\$ 72,716	\$ 72,716
Total Operating Expenses	<u>39,217</u>	<u>72,716</u>	<u>72,716</u>
Net Loss	<u>\$ (39,217)</u>	<u>\$ (72,716)</u>	<u>\$ (72,716)</u>
Net Loss per Common Share - Basic and Diluted	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u></u>
Per Share Information:			
Weighted Average Number of Common Stock			
Shares Outstanding - Basic and Diluted	<u>22,006,618</u>	<u>28,448,913</u>	=

The accompanying notes are an integral part of these financial statements.

Skreem Records Corporation and Subsidiary
(A Development Stage Company)
Consolidated Statement of Cash Flows
For the Nine Month Period Ended September 31, 2007 and
the Period From May 10, 2006 (inception) Through September 30, 2007
(Unaudited)

	Nine Months Ended September 30 2007	May 10, 2006 (inception) to September 30, 2007
Cash Flows from Operating Activities:		
Net Income	\$ (72,716)	\$ (72,716)
Adjustments to reconcile net loss to cash used in operating activities:		
Pre-acquisition start up costs	1,616	1,616
Changes in:		
Inventory	(26,674)	(26,674)
Prepaid expenses	(584)	(584)
Accounts payable and accrued liabilities	<u>27,665</u>	<u>27,665</u>
Net Cash Flows Used in Operations	<u>(70,693)</u>	<u>(70,693)</u>
Cash Flows from Investing Activities:		
Purchase of fixed assets	(21,346)	(21,346)
Expenditures on construction in progress	<u>(72,801)</u>	<u>(72,801)</u>
Net Cash Flows Used in Investing activities	<u>(94,147)</u>	<u>(94,147)</u>
Cash Flows from Financing Activities:		
Borrowings on demand notes	128,036	128,036
Borrowings on revolving credit	8,213	8,213
Issuance of shareholder advance	(6,000)	(6,000)
Proceeds from sale of stock	<u>39,000</u>	<u>39,000</u>
Net Cash Flows Provided by Financing activities	<u>169,249</u>	<u>169,249</u>
Net Increase in Cash	<u>4,409</u>	<u>4,409</u>
SUPPLEMENTARY INFORMATION		
Interest Paid	<u>\$ -</u>	<u>\$ -</u>
Taxes Paid	<u>\$ -</u>	<u>\$ -</u>

The accompanying notes are an integral part of these financial statements.

Supplemental schedule of noncash investing and financing activities:

The Company acquired all of the assets of Skreem Studios, LLC in exchange for stock and debt. In conjunction with the acquisition, assets, debt and stock issued were as follows:

Net value of assets acquired	\$	236,648
Increase in demand notes		(93,181)
Equity issued		<u>(1,000,000)</u>
		856,533
Net cash paid	\$	<u>-</u>

Skreem Records Corporation and Subsidiary
(A Development Stage Company)
Consolidated Statement of Changes in Stockholders' Equity
For the Period From May 10, 2006 (inception) Through September 30, 2007
(Unaudited)

	Common Stock		Stock	Additional	Deficit	Total
	Shares	Amount	Subscription Receivable	Paid In Capital	Accumulated During the Development Stage	Stockholders' Equity
Inception - May 10, 2006	-	\$ -	\$ -	\$ -	\$ -	-
Issuance of founders shares	18,200,000	18,200	(18,200)	-	-	-
Net loss for the year	-	-	-	-	-	-
Balances - December 31, 2006	<u>18,200,000</u>	<u>18,200</u>	<u>(18,200)</u>	<u>-</u>	<u>-</u>	<u>-</u>
Shares issued to acquire Skreem Studios	10,000,000	10,000	-	990,000	-	1,000,000
Payment of subscription receivable	-	-	18,200	-	-	18,200
Proceeds from sale of stock	390,000	390	-	38,610	-	39,000
Purchase price allocation	-	-	-	(856,533)	-	(856,533)
Net loss for the period	-	-	-	-	(72,716)	(72,716)
Balances - September 30, 2007	<u>28,590,000</u>	<u>\$ 28,590</u>	<u>\$ -</u>	<u>\$ 172,077</u>	<u>\$ (72,716)</u>	<u>\$ 127,951</u>

The accompanying notes are an integral part of these financial statements.

Skreem Records Corporation and Subsidiary
Notes to Consolidated Financial Statements
(A Development Stage Company)
(Unaudited)

1. Summary of Significant Accounting Policies

Skreem Records Corporation (the Company) was formed on March 10, 2006, but was dormant through December 31, 2006. , but was dormant and did not commence operations until April 1, 2007 when it acquired a 100% interest in Skreem Studios LLC (“the Subsidiary”). Skreem Studios LLC was formed on October 7, 2005 as a limited liability company with the beneficial interest held by two of the Company’s shareholders, Jeffrey Martin and Tony Harrison. The Subsidiary initiated pre-commencement activity in May 2006, renting a studio facility, acquiring equipment, building out two studios and incurring other pre-operational expenses but was primarily dormant prior to the acquisition. On April 1, 2007 the Company acquired the Subsidiary and commenced business operations.

The Company’s business is to search for recording talent, sign the talent to contracts, and to promote and fund the talent. The Company may incur costs to develop unrecognized talent such as vocal coaching, choreography, fitness training, clothing, hair design, transportation and living expenses. Additionally, the company may incur these costs as well as promotional, tour costs and recording costs for established talent as well as its developed talent. Revenue is generated through sales of recordings, performance fees, management fees, merchandising and publishing royalties. Through these revenue sources the Company recovers the cost it has invested in the talent and then shares in a percentage of the excess proceeds according to the terms of individual contracts.

The Subsidiary’s business is the operation of a recording studio. The Subsidiary will generate revenue by providing the facility and related recording services to unrelated talent. The Subsidiary leases two studio facilities located at 7648 Southland Boulevard, Orlando, FL, Suite/Studio 104 and Suite/Studio 105. The operating activity in Studio 105 occurs in partnership with an otherwise unrelated entity, The 66 East Music Group, Inc. d/b/a Nu Metropolis Studios (Partner). Under the terms of this partnership agreement, the Subsidiary exclusively manages and operates the studio, both the Subsidiary and its Partner have use of the facility at no charge, and 40% of the net profits from Studio 105 are paid to the Partner. The Subsidiary owns and will operate Studio 104 independent of the partnership agreement under which Studio 105 operates.

Basis of Presentation

The Company follows accounting principles generally accepted in the United States of America. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the periods presented have been reflected herein.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its 100% owned subsidiary, Skreem Studios LLC (Subsidiary). All significant intercompany transactions and balances have been eliminated in consolidation.

Revenue Recognition

Revenue is recognized when it is realized or realizable and earned. Skreem considers revenue realized or realizable and earned when persuasive evidence of an arrangement exists, services have been provided, and collectability is reasonably assured. Revenue that is billed in advance such as recurring weekly or monthly services are initially deferred and recognized as revenue over the period the services are provided.

Use of Estimates

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents. As of September 30, 2007, there were no cash equivalents.

Inventory

Inventory consists of capitalized master production costs and finished product purchased for resale and is valued at the lower of cost or market, on the first-in, first-out method. Capitalized master production costs include capitalizable direct negative costs, production overhead, interest, development costs, and acquired production costs, and are stated at the lower of cost, less accumulated amortization, or fair value. Capitalized master production costs are expensed based on the ratio of the current period's gross revenues to estimated remaining total gross revenues from all sources on an individual production basis. Development costs for projects that have been determined will not go into production or have not been set for production within three years are written off. Estimates of total gross revenues can change significantly due to a variety of factors, including advertising rates and the level of market acceptance of the production. Accordingly, revenue estimates are reviewed periodically and amortization is adjusted, if necessary. Such adjustments could have a material effect on results of operations in future periods.

Development Stage Company

The Company complies with Statement of Financial Accounting Standard ("SFAS") No. 7 and the Securities and Exchange Commission Exchange Act 7 for its characterization of the Company as development stage.

Property, Equipment and Improvements

Property and equipment are stated at cost. Major additions and improvements are capitalized, and routine expenditures for repairs and maintenance are charged to expense as incurred. Fully depreciated assets are carried on the books until the date of disposal. Property sold or retired, and the related gain or loss, if any, is taken into income currently. Property that costs less than \$500 is expensed as incurred.

Depreciation is calculated on the straight-line method over the estimated useful lives of the respective assets, which range from three to seven years for equipment and furnishings and over the life of the lease for leasehold improvements. As of September 30, 2007, the Subsidiary's recording studio's operations had not yet commenced, the associated property, equipment and improvements were not yet placed in service and no depreciation and amortization expense was recorded.

Impairment of Long Lived Assets

Long-lived assets are reviewed for impairment in accordance with SFAS No. 144, "Accounting for the Impairment or Disposal of Long-lived Assets". Under SFAS No. 144, long-lived assets are tested for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. An impairment charge is recognized or the amount, if any, which the carrying value of the asset exceeds the fair value.

Fair Value of Financial Instruments

Financial instruments, including cash, receivables, accounts payable, and notes payable are carried at amounts which reasonably approximate their fair value due to the short-term nature of these amounts or due to variable rates of interest which are consistent with market rates. No adjustments have been made in the current period.

Income Taxes

The Company accounts for income taxes under the Financial Accounting Standards Board of Financial Accounting Standard No. 109, "Accounting for Income Taxes" ("Statement 109"). Under Statement 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under Statement 109, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. As of September 30, 2007, the Company has a deferred tax benefit approximating \$25,450 which consists entirely of federal and state net operating losses generated by the current period tax losses. The Company has provided a valuation allowance for the full amount of the deferred tax benefit because the Company does not have a history of taxable earnings and is a development stage enterprise. Additionally, the reconciliation of the Company's current tax benefit from 35% for federal tax rate to 0% for book purposes consists entirely of the change in the valuation allowance.

Basic and Diluted Net Income Per Common Share

Basic and diluted net loss per share calculations are calculated on the basis of the weighted average number of common shares outstanding during the year. The per share amounts include the dilutive effect of common stock equivalents in years with net income. Basic and diluted loss per share is the same due to the anti dilutive nature of potential common stock equivalents.

Stock Based Compensation

The Company accounts for stock-based employee compensation arrangements using the fair value method in accordance with the provisions of Statement of Financial Accounting Standards no.123(R) or SFAS No. 123(R), Share-Based Payments, and Staff Accounting Bulletin No. 107, or SAB 107, Share-Based Payments. The company accounts for the stock options issued to non-employees in accordance with the provisions of Statement of Financial Accounting Standards No. 123, or SFAS No. 123, Accounting for Stock-Based Compensation, and Emerging Issues Task Force No. 96-18, Accounting for Equity Instruments with Variable Terms That Are Issued for Consideration other Than Employee Services under FASB Statement no. 123.

The Company did not grant any stock options during the period ended September 30, 2007.

Advertising

Advertising costs are generally expensed as incurred. Total advertising cost for the nine month period ended September 30, 2007 was \$3,700.

Recent Accounting Pronouncements

Skreem does not expect the adoption of recently issued accounting pronouncements to have a significant impact on its results of operations, financial position or cash flow.

2. Going Concern

Skreem's financial statements have been prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities and commitments in the normal course of business for the foreseeable future. The Company has insufficient working capital to meet operating needs for the next twelve months as of September 30, 2007, all of which raise substantial doubt about Skreem's ability to continue as a going concern.

3. Notes Payable - Related Party

Short term debt as of September 30, 2007 consisted of the following demand notes:

Various unsecured demand notes to the principal shareholder with no stated interest rate; interest is being accrued at 8%	\$ 193,817
Various unsecured demand notes to a business owned and controlled by the principal shareholder with a stated interest rate of 8%	80,700
An unsecured demand note to a corporation controlled by the principal shareholder with a stated interest rate of 8%	<u>3,500</u>
	<u>\$ 278,017</u>

4. Capital Stock

In May 2006, the Company authorized the issuance of 18,200,000 shares of common stock to the Company's founders.

As of December 31, 2006, the funding of the founders' shares is recognized as subscription receivable.

In the months of April through June 2007, the payment for founders' shares subscriptions receivable was received.

On April 1, 2007, 10,000,000 shares of common stock were issued in exchange for 100% interest in Skreem Studios, LLC (Subsidiary). The value of the shares issued using the PPM price of \$0.10 per share was \$1,000,000. Due to the common control of the entities involved the excess consideration provided of \$856,533 has been recorded as a decrease of additional paid in capital. The net assets of the subsidiary on that date of purchase was \$236,648. See note 9 for additional disclosure.

In the months of April through September 2007, 390,000 shares were sold and issued in a private placement for \$0.10 per share resulting in cash received in the amount of \$39,000.

5. Related Party Transactions

The Company utilizes at no cost an office facility at 11637 Orpington Street, Orlando, FL. This facility contains 2,000 square feet of office space and is owned by the Company's majority shareholder. The approximate fair market value of the use of this space is \$12,000 per year. This cost is not reflected in the financial statements of the Company.

All of the debt financing and related interest expense for the Company and its Subsidiary have been provided by and paid or accrued to the principal shareholder or entities controlled by him. See the note regarding short-term debt for details.

An advance to shareholder/Vice-President in the amount of \$6,000 was outstanding at September 30, 2007.

6. Commitments and Contingencies

The Subsidiary leases two studio/suites. Prior to the commencement of operations, the costs of the leased are capitalized along with the direct improvement costs. Subsequent to the commencement of operations, the capitalized costs will be amortized over the remaining life of the lease and the current costs will be expensed as incurred. The three-year lease on studio/suite 104 expires on May 31, 2009 and the five-year assumed lease on studio/suite 105 expires on May 31, 2009. Accumulated capitalized lease payment costs on studio/suites 104 and 105 from inception through September 30, 2007 are \$35,028 and \$30,409, respectively. The minimum future lease payments for these non-cancellable leased studio/suites as of September 30, 2007 are as follows:

Year ended September 30, 2008	\$	55,695
Year ended September 30, 2009		<u>37,189</u>
Total	\$	92,884

7. Inventory

The inventory balance at September 30, 2007 was \$26,674 and consists entirely of capitalized master production costs for one video product to be produced and sold starting in 2008.

8. Equipment

Property and equipment at September 30, 2007 and December 31, 2006 are as follows:

	September 30, 2007	December 31, 2006
Furniture, fixtures and office equipment	\$ 243,828	\$ -
Leasehold improvements	154,352	-
Less accumulated depreciation	-	-
Total	<u>\$ 398,180</u>	<u>\$ -</u>

As of September 30, 2007, the Subsidiary's recording studio's operations had not yet commenced, the associated property, equipment and improvements were not yet placed in service and no depreciation and amortization expense was recorded.

9. Business Combination

On April 1, 2007, the Company purchased Skreem Studios LLC ("the Subsidiary") for 10,000,000 shares of the Company's common stock valued at \$1,000,000 based upon a PPM price of \$0.10 and an increase in notes payable of \$93,181. The subsidiary was controlled by our founding shareholder and due to the entities being under common control the excess purchase price over the net asset value has been recorded as a decrease in additional paid in capital and retained deficit.

The shareholders of the Company maintained control of the subsidiary before and after the purchase and as a result of considering this and other relevant criteria in FASB statement number 141 the Company has been determined to be the accounting acquirer.

Due to the primarily dormant nature of the subsidiary prior to April 1, 2007 the results for the period ended September 30, 2007 and December 30, 2006 would not have materially deferred and as a result pro-forma information is not presented in these financial statements.

The purchase price of \$1,093,181 (\$1,000,000 of stock and a note increase of \$93,181) has preliminarily been allocated as follows:

PP & E	\$ 236,648
Additional paid in capital	<u>856,533</u>
Total	<u>\$ 1,093,181</u>

10. Subsequent events

No subsequent events.

Under the private placement discussed in note 4 above the Company has sold 750,050 shares of common stock at \$0.10 per share resulting in proceeds of \$75,050 subsequent to September 30, 2007.

Skreem Records Corporation

2,000,000 Shares
Common Stock

PROSPECTUS

You should rely only on the information contained in this document or that we have referred you to. We have not authorized anyone to provide you with information that is different. This prospectus is not an offer to sell common stock and is not soliciting an offer to buy common stock in any state where the offer or sale is not permitted.

Until December 31, 2008, all dealers that effect transactions in these securities, whether or not participating in the offering, may be required to deliver a prospectus. This is in addition to the dealers' obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

January 15, 2008

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 24. Indemnification of Directors, Officers, Employees and Agents.

The Registrant's certificate of incorporation limits the liability of the Registrant's directors to the maximum extent permitted by Florida law. Florida law provides that a director of a corporation will not be personally liable for monetary damages for breach of that individual's fiduciary duties as a director except for liability for (1) a breach of the director's duty of loyalty to the corporation or its stockholders, (2) any act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law, (3) unlawful payments of dividends or unlawful stock repurchases or redemptions, or (4) any transaction from which the director derived an improper personal benefit.

This limitation of liability does not apply to liabilities arising under federal securities laws and does not affect the availability of equitable remedies such as injunctive relief or rescission.

The Florida General Corporation Law provides that a corporation may indemnify directors and officers, as well as other employees and individuals, against attorneys' fees and other expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person was or is a party or is threatened to be made a party by reason of such person being or having been a director, officer, employee or agent of the corporation. The Florida General Corporation Law provides that this is not exclusive of other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

The Registrant's certificate of incorporation and bylaws provide that the Registrant is required to indemnify its directors and officers to the maximum extent permitted by law. The Registrant's bylaws also require the Registrant to advance expenses incurred by an officer or director in connection with the defense of any action or proceeding arising out of that party's status or service as a director or officer of the Registrant or as a director, officer, employee benefit plan or other enterprise, if serving as such at the Registrant's request. The Registrant's by-laws also permit the Registrant to secure insurance on behalf of any director or officer for any liability arising out of his or her actions in a representative capacity. The Registrant intends to enter into indemnification agreements with its directors and some of its officers containing provisions that (1) indemnify, to the maximum extent permitted by Florida law, those directors and officers against liabilities that may arise by reason of their status or service as directors or officers except liabilities arising from willful misconduct of a culpable nature, (2) to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified, and (3) to obtain directors' and officers' liability insurance if maintained for other directors or officers.

Item 25. Other Expenses of Issuance and Distribution.

The following table sets forth the expenses in connection with the issuance and distribution of the securities being registered hereby. All such expenses will be borne by the registrant; none shall be borne by any selling stockholders.

Securities and Exchange	
Commission registration fee	\$ 286.81
Legal fees and expenses (1)	\$ 50,000.00
Accounting fees and expenses	\$ 25,000.00
Miscellaneous (1)	\$ 2,500.00
Total (1)	<u>\$ 77,786.81</u>

(1) Estimated.

Item 26. Recent Sales of Unregistered Securities.

We have issued shares for services or other reasons as indicated as follows:

For the period from April 1, 2007 through December 31, 2007, Skreem Records Corporation has sold pursuant to a private placement 1,185,500 shares of common stock @ \$0.10 per share and raised a total of \$ 118,550.00 pursuant to a private placement as follows:

A chart of the shares issued pursuant to the above transaction follows:

<u>Identity of Stockholder or Group</u>	<u>Number of Shares beneficially owned (1)</u>	<u>Percentage of Shares Owned</u>
James McDaniels	150,000	*
Joshua Dodd	50,000	*
Norman Dodd	30,000	*
Brian Robinson	80,000	*
Sterling LLC	345,000	*
Greg Reynolds	20,000	*
Dominic Dad	10,000	*
Bobby Clark	20,000	*
John Harris	250,000	*
John Shelley	100,000	*
Timothy Giroux	88,500	*
Rose Ndwigah-Mwangi	42,000	*

* Less than 5% of the total issued and outstanding prior to any shares being sold from the offering

With respect to the private placements, Skreem Records Corporation relied upon Section 4(2) of the Act and Rule 506 of Regulation D for these transactions regarding the issuance of its unregistered securities. In each instance, such reliance was based upon the fact that (i) the issuance of the shares did not involve a public offering, (ii) there were no more than 35 investors (excluding "accredited investors"), (iii) each investor who was not an accredited investor either alone or with his purchaser representative(s) has such knowledge and experience in financial and business matters that he is capable of evaluating the merits and risks of the prospective investment, or the issuer reasonably believes immediately prior to making any sale that such purchaser comes within this description, (iv) the offers and sales were made in compliance with Rules 501

and 502, (v) the securities were subject to Rule 144 limitation on resale and (vi) each of the parties is a sophisticated purchaser and had full access to the information on Skreem Records Corporation necessary to make an informed investment decision by virtue of the due diligence conducted by the purchaser or available to the purchaser prior to the transaction.

Neither the offer nor the sale of any of the securities was accomplished by the publication of any advertisement. Each investor received copies of disclosure documents.

Item 27. Exhibits and Financial Statement Schedules.

(a) Exhibits:

The following exhibits are filed as part of this registration statement:

Exhibit	Description of Exhibit
3.1 (2)	Certificate of Incorporation of Skreem Records Corporation
3.2 (2)	Certificate of Amendment to Certificate of Incorporation
3.3 (2)	By-laws of Skreem Records Corporation
5.1 (1)	Opinion of Michael S. Krome, Esq.
23.1 (1)	Consent of McElravy, Kinchen & Associates, Independent Auditor
23.2 (1)	Consent of Michael S. Krome, Esq. (included in Exhibit 5.1)

(1) Filed herewith

Item 28. Undertakings.

The undersigned registrant hereby undertakes to:

(a)(1) File, during any period in which it offers or sells securities, a post-effective amendment to this registration statement to:

(i) Include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) Reflect in the prospectus any facts or events which, individually or together, represent a fundamental change in the information in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) Include any additional or changed material information on the plan of distribution.

(2) For determining liability under the Securities Act, each post-effective amendment shall be deemed to be a new registration statement of the securities offered, and the offering of the securities at that time shall be deemed to be the initial bona fide offering.

(3) File a post-effective amendment to remove from registration any of the securities that remain unsold at the end of the offering.

(4) For determining liability of the undersigned registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the

securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the "Act") may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

(c) That, for the purpose of determining liability under the Securities Act to any purchaser:

(1) If the registrant is relying on Rule 430B:

(i) Each prospectus filed by the undersigned registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date; or

(2) If the registrant is subject to Rule 430C,

Each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned; thereunto duly authorized, in the City of Orlando, State of Florida, on January 11, 2008.

Skreem Records Corporation

By: /s/ Tony Harrison

President and Principal Executive Officer and Director
Title

By: /s/ Karen Aalders

Secretary, Treasurer and Principal Accounting/Financial
Officer and Director

POWER OF ATTORNEY

The undersigned directors and officers of Skreem Records Corporation, hereby constitute and appoint Tony Harrison and Justin Martin, each of them, with full power to act without the other and with full power of substitution and re-substitution, our true and lawful attorneys-in-fact with full power to execute in our name and behalf in the capacities indicated below any and all amendments (including post-effective amendments and amendments thereto) to this registration statement under the Securities Act of 1933 and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission and hereby ratify and confirm each and every act and thing that such attorneys-in-fact, or any them, or their substitutes, shall lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Tony Harrison</u> Tony Harrison	President Principal Accounting/Financial Officer and Director	January 15, 2008
<u>/s/ Justin Martin</u> Justin Martin	Vice President and Director	January 15, 2008
<u>/s/ Karen Aalders</u> Karen Aalders	Treasurer and Secretary Accounting/Financial Officer and Director	January 15, 2008

10-K 1 isim_10k.htm ANNUAL REPORT

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: December 31, 2009
or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from: _____ to _____

Insight Management Corporation
(Exact name of registrant as specified in its charter)

<u>Florida</u> <i>(State or Other Jurisdiction of Incorporation or Organization)</i>	<u>333-148697</u> <i>(Commission File Number)</i>	<u>20-8715508</u> <i>(I.R.S. Employer Identification No.)</i>
---	--	--

Insight Management Corporation
1130 E. Clark Ave. Ste 150-286
Orcutt, CA 93455
(Address of Principal Executive Office) (Zip Code)

866-787-3588
*(Registrant's telephone number, including area code)
(Former name or former address, if changed since last report)*

Securities registered under Section 12(b) of the "Exchange Act"
Common Share, Par Value, \$.00014

(Title of each Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
 Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.
 Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

As of May 3, 2010, there were 516,953,806 shares of common stock outstanding.

**INSIGHT MANAGEMENT CORPORATION
ANNUAL REPORT ON FORM 10-K**

For Fiscal Year Ended December 31, 2009

INDEX

	<u>Page No</u>
<u>PART I</u>	1
<u>ITEM 1. Description of Business</u>	4
<u>ITEM 2. Description of Property</u>	4
<u>ITEM 3. Legal Proceedings</u>	4
<u>ITEM 4. Submission of Matters to a Vote of Security Holders</u>	4
<u>PART II</u>	
<u>ITEM 5. Market for Common Equity and Related Stockholder Matters</u>	5
<u>ITEM 6. Selected Financial Data</u>	5
<u>ITEM 7. Management's Discussion and Analysis or Plan of Operation</u>	6
<u>ITEM 8. Financial Statement</u>	9
<u>ITEM 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	23
<u>ITEM 9A. Controls and Procedures</u>	23
<u>ITEM 9B. Other Information</u>	24
<u>PART III</u>	
<u>ITEM 10. Directors, Executive Officers, Promoters and Control Persons; Compliance with Section 16(a) of the Exchange Act</u>	25
<u>ITEM 11. Executive Compensation</u>	26
<u>ITEM 12. Security Ownership of Certain Beneficial Owners and Management</u>	26
<u>ITEM 13. Certain Relationships and Related Transactions</u>	27
<u>ITEM 14. Principal Accounting Fees and Services</u>	27
<u>ITEM 15. Exhibits</u>	27
<u>Signatures</u>	28

PART I

FORWARD LOOKING STATEMENTS

Because we want to provide investors with more meaningful and useful information, this Annual Report on Form 10-K ("Form 10-K") contains, and incorporates by reference, certain forward-looking statements that reflect our current expectations regarding its future results of operations, performance and achievements. We have tried, wherever possible, to identify these forward-looking statements by using words such as "anticipates," "believes," "estimates," "expects," "designs," "plans," "intends," "looks," "may," and similar expressions. These statements reflect our current beliefs and are based on information currently available to us. Accordingly, these statements are subject to certain risks, uncertainties and contingencies, including the factors set forth herein, which could cause our actual results, performance or achievements for 2010 and beyond to differ materially from those expressed in, or implied by, any of these statements. You should not place undue reliance on any forward-looking statements. Except as otherwise required by federal securities laws, we undertake no obligation to release publicly the results of any revisions to any such forward-looking statements that may be made to reflect events or circumstances after the date of this filing or to reflect the occurrence of unanticipated events.

ITEM 1. DESCRIPTION OF BUSINESS

We were organized under the laws of the State of Florida on March 10, 2006. Since our inception, we have been engaged in organizational efforts and obtaining initial financing. On June 29, 2009, Insight Management completed a reverse triangular merger with Microresearch Corporation. Pursuant to the agreement, Microresearch shareholders received 1.5 ISIM shares for each share they own in Microresearch Corporation. Prior Insight Management shareholders did not change their holdings in Insight Management. The address of our website is www.insightmanagementcorp.com.

Insight Management Corporation is a public holding company focused on the energy industry. The company's strategic plan is to acquire oil and gas services businesses with substantial revenues, profitable operations, established customers and proven management teams. Insight Management creates synergistic alliances, provides access to capital markets and capitalizes on the expertise of its subsidiaries to achieve company growth and value for shareholders.

ITEM 1A. RISK FACTORS

We have a limited operating history that you can use to evaluate us, and the likelihood of our success must be considered in light of the problems, expenses, difficulties, complications and delays that we may encounter because we are a small reporting company. As a result, we may not be profitable and we may not be able to generate sufficient revenue to develop as we have planned.

Although Insight Management was incorporated in March 2006, it has had only limited operations. In June 2009, the Company went through a management change after a reverse triangular merger with Microresearch Corporation. The likelihood of our success must be considered in light of the expenses and difficulties in growth through acquisition and obtaining financing to meet the needs of our plan of operations.

We will require additional financing which may require the issuance of additional shares that will dilute the ownership held by our stockholders.

We will need to raise funds through either debt or sale of our shares in order to achieve our business goals. Although there are no present plans, agreements, commitments or undertakings with respect to the sale of additional shares or securities convertible into any such shares by us, there are parties who have discussed investment opportunities. If any sale should take place, the shares issued would further dilute the percentage ownership held by the stockholders.

We will require significant financing to achieve our current business strategy and our inability to obtain such financing could prohibit us from executing our business plan and cause us to slow down our expansion of operations.

We will need to raise additional funds through public or private debt or sale of equity to achieve our current plan of operations. Such financing may not be available when needed. Even if such financing is available, it may be on terms that are materially adverse to your interests with respect to dilution of book value, dividend preferences, liquidation preferences, or other terms. Our capital requirements to implement our business strategy will be significant. We will need a minimum of \$500,000 to continue operations over the next twelve months.

Our future success is dependent, in part, on the performance and creation of service of Jennifer Rapacki, our Chief Executive Officer. Without her continued service, we may be forced to interrupt or eventually cease our operations.

We are presently dependent to a great extent upon the experience, abilities and continued services of Jennifer Rapacki, our current Chief Executive Officer. The loss of her services would delay our business operations substantially.

Our success depends upon our ability to attract and hire key personnel. Our inability to hire qualified individuals will negatively affect our business, and we will not be able to implement or expand our business plan.

Our business is greatly dependent on our ability to attract key personnel. We will need to attract, develop, motivate and retain highly skilled technical employees. Competition for qualified personnel is intense and we may not be able to hire or retain qualified personnel. Our management has limited experience in recruiting key personnel which may hurt our ability to recruit qualified individuals. If we are unable to retain such employees, we will not be able to implement or expand our business plan.

We do not expect to pay dividends and investors should not buy our common stock expecting to receive dividends. Therefore, you may not have any manner to liquidate or to receive payment on your investment.

We have not paid any dividends on our common stock in the past, and do not anticipate that we will declare or pay any dividends in the foreseeable future. Consequently, you will only realize an economic gain on your investment in our common stock if the price appreciates. You should not purchase our common stock expecting to receive cash dividends. Our failure to pay dividends may cause you to not see any return on your investment even if we are successful in our business operations. In addition, because we do not pay dividends we may have trouble raising additional funds which could affect our ability to expand our business operations.

We may fail to establish and maintain strategic relationships.

We believe that the establishment of strategic partnerships will greatly benefit the growth of our business, and we intend to seek out and enter into strategic alliances. We may not be able to enter into these strategic partnerships on commercially reasonable terms, or at all. Even if we enter into strategic alliances, our partners may not attract significant numbers of customers or otherwise prove advantageous to our business. Our inability to enter into new distribution relationships or strategic alliances could have a material and adverse effect on our business.

We may have difficulty in attracting and retaining management and outside independent members to our Board of Directors as a result of their concerns relating to their increased personal exposure to lawsuits and stockholder claims by virtue of holding these positions in a publicly held company.

The directors and management of publicly traded corporations are increasingly concerned with the extent of their personal exposure to lawsuits and stockholder claims, as well as governmental and creditor claims which may be made against them, particularly in view of recent changes in securities laws imposing additional duties, obligations and liabilities on management and directors. Due to these perceived risks, directors and management are also becoming increasingly concerned with the availability of directors and officers' liability insurance to pay on a timely basis the costs incurred in defending such claims.

Directors and officers' liability insurance has recently become much more expensive and difficult to obtain. If we are unable to continue or provide directors and officers' liability insurance at affordable rates or at all, it may become increasingly more difficult to attract and retain qualified outside directors to serve on our Board of Directors.

We may lose potential independent board members and management candidates to other companies that have greater directors and officers' liability insurance to insure them from liability or to companies that have revenues or have received greater funding to date which can offer more lucrative compensation packages. The fees of directors are also rising in response to their increased duties, obligations and liabilities as well as increased exposure to such risks. As a company with a limited operating history and limited resources, we will have a more difficult time attracting and retaining management and outside independent directors than a more established company due to these enhanced duties, obligations and liabilities.

Legislative actions and potential new accounting pronouncements are likely to impact our future financial position and results of operations.

There have been regulatory changes, including the Sarbanes-Oxley Act of 2002, and there may potentially be new accounting pronouncements or additional regulatory rulings, which will have an impact on our future financial position and results of operations. The Sarbanes-Oxley Act of 2002 and other rule changes as well as proposed legislative initiatives have increased our general and administrative costs as we have incurred increased legal and accounting fees to comply with such rule changes. Further, proposed initiatives are expected to result in changes in certain accounting rules, including legislative and

other proposals to account for employee stock options as a compensation expense. These and other potential changes could materially increase the expenses we report under accounting principles generally accepted in the United States, and adversely affect our operating results.

Added Costs Due to Being a Public Company

There is a substantial increase of costs to the Company as a result of being Public. These costs include, but are not limited to the cost of conducting a yearly audit of the financial condition and quarterly reviews of the Company, such cost can be in excess of \$50,000 yearly. In addition, there can be additional legal costs associated with preparing all necessary filings with the Securities and Exchange Commission or other regulatory body, if the Company is not subject to the reporting requirements of section 13 or 15(d) of the Securities Act. There are also assorted other additional costs to the Company for being Public. These additional costs include, but are not limited to, the cost of internal auditing controls in regard to financial reporting. This is made even more difficult by the fact that we have only two directors and that none of the management has extensive experience with small public companies. As a result of all of these additional costs, the Company is likely to be less profitable if it does not generate enough revenue to cover the additional costs.

Risks of leverage and debt service requirements may hamper our ability to operate and grow our revenues.

The Company's debt to equity ratio may be high at the commencement of operations due to the requirement of accruing expenses for operations. High leverage creates risks, including the risk of default as well as operating and financing constraints likely to be imposed by prospective lenders. The interest expense associated with the Company's anticipated debt burden may be substantial and may create a significant drain on the Company's future cash flow, especially in the early years of operation. Any such operating or financing constraints imposed by the Company's lenders as well as the interest expense created by the Company's debt burden could place the Company at a disadvantage relative to other better capitalized service providers and increase the impact of competitive pressures within the Company's markets.

We may not be able to compete successfully.

We are entering a market that is presently addressed by large companies with extensive financial resources. Additionally, there are smaller companies with active research and development and we do not know the current status of their development efforts. We have limited funds with which to develop products and services, and most of the above competitors have significantly greater financial resources, technical expertise and managerial capabilities than we currently possess.

Our common stock is thinly traded, so you may be unable to sell at or near ask prices or at all if you need to sell your shares to raise money or otherwise desire to liquidate your shares.

Our common stock has historically been sporadically or "thinly-traded" on the OTCBB, meaning that the number of persons interested in purchasing our common stock at or near ask prices at any given time may be relatively small or nonexistent. This situation is attributable to a number of factors, including the fact that we are a small company which is relatively unknown to stock analysts, stock brokers, institutional investors and others in the investment community that generate or influence sales volume, and that even if we came to the attention of such persons, they tend to be risk-averse and would be reluctant to follow an unproven company such as ours or purchase or recommend the purchase of our shares until such time as we became more seasoned and viable.

As a consequence, there may be periods of several days or more when trading activity in our shares is minimal or non-existent, as compared to a mature issuer which has a large and steady volume of trading activity that will generally support continuous sales without an adverse effect on share price. It is possible that a broader or more active public trading market for our common stock will not develop or be sustained, or that current trading levels will continue.

The market price for our common stock is particularly volatile given our status as a relatively unknown company with a small and thinly traded public float, limited operating history and lack of net revenues which could lead to wide fluctuations in our share price. The price at which you purchase our common stock may not be indicative of the price that will prevail in the trading market.

The market for our common stock is characterized by significant price volatility when compared to seasoned issuers, and we expect that our share price will continue to be more volatile than a seasoned issuer for the indefinite future.

In fact, during the period from January 22, 2009, until December 31, 2009, the high and low sale prices of a share of our common stock were \$0.214 and \$0.015, respectively. The volatility in our share price is attributable to a number of factors. First, as noted above, the shares of our common stock are sporadically and/or thinly traded. As a consequence of this lack of liquidity, the trading of relatively small quantities of shares by our shareholders may disproportionately influence the price of those shares in either direction. The price for our shares could, for example, decline precipitously in the event that a large number of shares of our common stock are sold on the market without commensurate demand, as compared to a seasoned issuer which could better absorb those sales without adverse impact on its share price.

Secondly, we are a speculative or “risky” investment due to our limited operating history and lack of profits to date, and uncertainty of future market acceptance for our products and services. As a consequence of this enhanced risk, more risk-adverse investors may, under the fear of losing all or most of their investment in the event of negative news or lack of progress, be more inclined to sell their shares on the market more quickly and at greater discounts than would be the case with the stock of a seasoned issuer.

You may be unable to sell your common stock at or above your purchase price, which may result in substantial losses to you.

The following factors may add to the volatility in the price of our common stock: actual or anticipated variations in our quarterly or annual operating results; government regulations, announcements of significant acquisitions, strategic partnerships or joint ventures; our capital commitments; and additions or departures of our key personnel.

Many of these factors are beyond our control and may decrease the market price of our common stock, regardless of our operating performance. We cannot make any predictions or projections as to what the prevailing market price for our common stock will be at any time, including as to whether our common stock will sustain its current market price, or as to what effect that the sale of shares or the availability of common stock for sale at any time will have on the prevailing market price.

Shares eligible for future sale by our current shareholders may adversely affect our stock price.

To date, we have had a very limited trading volume in our common stock. As long as this condition continues, the sale of a significant number of shares of common stock at any particular time could be difficult to achieve at the market prices prevailing immediately before such shares are offered. In addition, sales of substantial amounts of common stock, including shares issued upon the exercise of outstanding options and warrants, under Securities and Exchange Commission Rule 144 or otherwise could adversely affect the prevailing market price of our common stock and could impair our ability to raise capital at that time through the sale of our securities. A number of our employees and consultants have elected to convert a portion of their compensation to shares of our common stock, and these shares have been registered for resale to the public.

Our issuance of additional common stock in exchange for services or to repay debt would dilute your proportionate ownership and voting rights and could have a negative impact on the market price of our common stock.

Our Board of Directors may generally issue shares of common stock to pay for debt or services, without further approval by our stockholders based upon such factors as our Board may deem relevant at that time. We have issued shares of our common stock in payment for services in the past. It is likely that we will issue additional securities to pay for services and reduce debt in the future. It is possible that we will issue additional shares of common stock under circumstances we may deem appropriate at the time.

The elimination of monetary liability against our directors, officers and employees under our Articles of Incorporation and the existence of indemnification rights for our directors, officers and employees may result in substantial expenditures by the Company and may discourage lawsuits against our directors, officers and employees.

Our Articles of Incorporation contain provisions which eliminate the liability of our directors for monetary damages to the Company and our shareholders. Our Bylaws also require us to indemnify our officers and directors. We may also have contractual indemnification obligations under our agreements with our directors, officers and employees. The foregoing indemnification obligations could cause us to incur substantial expenditures to cover the cost of settlement or damage awards against directors, officers and employees, which we may be unable to recoup. These provisions and resultant costs may also discourage us from bringing a lawsuit against directors, officers and employees for breaches of their fiduciary duties, and may similarly discourage the filing of derivative litigation by our shareholders against our directors, officers and employees even though such actions, if successful, might otherwise benefit us and our shareholders.

Our directors have the right to authorize the issuance of shares of additional shares of our common stock.

Should we issue additional shares of our common stock at a later time, each investor's ownership interest in our stock would be proportionally reduced. No investor will have any preemptive right to acquire additional shares of our common stock, or any of our other securities.

ITEM 2. DESCRIPTION OF PROPERTY

Physical Property

Our company currently does not own any physical property. The company did not purchase or sell any plant or equipment in 2009.

ITEM 3. LEGAL PROCEEDINGS

There is no past, pending or, to our knowledge, threatened litigation or administrative action which has or is expected by our

management to have a material effect upon our business, financial condition or operations, including any litigation or action involving our officer, directors or other key personnel.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

On October 20, 2009, Insight Management Corporation completed the following actions as a result of the majority of shares entitled to vote:

Approved a 1 to 7 forward split of the common stock, with no fractional shares and an increase of the number of authorized shares from 150,000,000 to 1,000,000,000.

On December 11, 2009, Insight Management Corporation completed the following actions as a result of the majority of shares entitled to vote:

Approved the restatement and amendment of the Articles of Incorporation, which included authorizing 10,000,000 preferred shares, \$0.01 par value. Approved the Bylaws revision, as presented by the Board.

PART II

ITEM 5. MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Market for Common Equity

Our common stock has been traded on the OTCBB since January 22, 2009. Prior to that date, our common stock was not actively traded in the public market. Our common stock is listed on the OTCBB under the symbol "ISIM.OB". Since June 2009, our common stock has also been traded on the Frankfurt Stock Exchange under the symbol "746". The following table sets forth, for the periods indicated, the high and low bid prices for our common stock on the OTCBB as reported by various Bulletin Board market makers. The quotations do not reflect adjustments for retail mark-ups, mark-downs, or commissions and may not necessarily reflect actual transactions.

	Price	
	High	Low
Fourth Quarter 2009	\$ 0.044	\$ 0.015
Third Quarter 2009	\$ 0.086	\$ 0.014
Second Quarter 2009	\$ 0.214	\$ 0.086
First Quarter 2009	\$ 0.144	\$ 0.136

As of December 31, 2009, we have 516,953,806 shares of our common stock issued and outstanding. Our shares of common stock are held by 161 stockholders of record. The number of stockholders of record was determined from the records of our transfer agent and does not include beneficial owners of our common stock whose shares are held in the names of various securities brokers, dealers, and registered clearing agencies.

Dividend Policy

We have never paid any cash dividends and have no plans to do so in the foreseeable future. Our future dividend policy will be determined by our Board of Directors and will depend upon a number of factors, including our financial condition and performance, our cash needs and expansion plans, income tax consequences and the restrictions that applicable laws and other arrangements then impose.

Issuer Purchase of Equity Securities

During the fiscal year that ended December 31, 2009, Insight Management Corporation did not repurchase any of its equity securities.

Recent Sales of Unregistered Securities

During the fourth quarter for the fiscal year ended December 31, 2009, we have not issued any unregistered securities.

Stock Transfer Agent

The Transfer Agent and Registrar for the common stock is OTC Stock Transfer, 231 East 2100 South, Salt Lake City, Utah.

ITEM 6. SELECTED FINANCIAL DATA

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, the Company is not required to provide this information.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Forward-Looking Information

Certain statements in this document are forward-looking in nature and relate to trends and events that may affect the Company's future financial position and operating results. The words "expect" "anticipate" and similar words or expressions are to identify forward-looking statements. These statements speak only as of the date of the document; those statements are based on current expectations, are inherently uncertain and should be viewed with caution. Actual results may differ materially from the forward-looking statements as a result of many factors, including changes in economic conditions and other unanticipated events and conditions. It is not possible to foresee or to identify all such factors. The Company makes no commitment to update any forward-looking statement or to disclose any facts, events or circumstances after the date of this document that may affect the accuracy of any forward-looking statement.

General

Insight Management Corporation, formerly known as Skreem Records Corporation was an entertainment development, marketing and production company formed in May 2006. Originally the recording and artist management division for an international entertainment media company with multiple hit releases, Skreem Records was formed to continue these operations globally.

As a result of the reverse triangular merger with Microresearch Corporation on June 29, 2009, Insight Management's core business focus has changed to the energy industry. The Company has a strategic plan for growth through acquisition and functions from the perspective of an engineering firm. This is the nucleolus that directs what acquisitions are made and creates strategic alliances, develops proprietary technology and patents that bring the expertise and ultimately creates the real value for Insight Management. The Company expects to retain the strong management teams in each business unit, capitalizing on their local knowledge of competitors and operating climate, along with their loyal customer relationships.

On March 2, 2010, Insight Management Corporation and Rebel Testing, Inc. ("RTI") terminated the stock purchase acquisition agreement ("acquisition agreement") that was signed on March 6, 2009. The continuing slow recovery of the economy from the recession and the overall uncertainty in the business environment greatly impacted Insight Management's ability to raise capital for the acquisition. RTI had granted two extensions for the initial payment, December 31, 2009, and February 28, 2010. Insight Management was not able to secure funding in time to meet the February deadline and could not give RTI a definitive timeframe as to when funding could be secured. As such, RTI declined to grant a third extension of the payment date. For accounting purposes the accompanying financial statements retrospectively reflect the loss of control and deconsolidation of RTI as effective upon the Company's first default of the Purchase Agreement on October 1, 2009. Therefore, the Company re-entered the Development Stage as of October 1, 2009. In connection with the RTI deconsolidation, all of the RTI assets were transferred to the RTI Sellers and the acquisition debt was cancelled as provided for under the terms of the Purchase Agreement.

Management is assessing the options for continuing to pursue its strategic plan as defined below which is dependent upon developing additional sources of capital. The Company will also consider opportunities to seek a business combination with an operating or development stage business in a related or unrelated industry, which desires to employ the Company to become a reporting corporation under the Securities Exchange Act of 1934.

Strategic Plan

Insight Management has a three step approach to value creation:

1. Find and negotiate the acquisition of small to midsize oil and gas companies that have strong financial track records and experienced management. Insight Management has a method of identifying and securing acquisitions that meet the following criteria:
 - Solid growth history
 - Profitable
 - Opportunity to increase profits
 - Strong management team willing to stay on board for a minimum of three years
 - Little or no debt on the books

These companies are primarily successful family owned businesses that are looking for a way to increase market presence and provide financial security for the owners while at the same time leading further growth and technological advancement. Insight Management offers all of that by taking the Company to the public marketplace, providing valuable business management experience to identify operating efficiencies, linking companies together to exploit synergies, and providing technical expertise and technology to their already successful businesses.

2. Apply the technology and gain efficiencies from synergies provided by the multiple acquisitions. Insight Management will use its technology to improve the operations of the companies acquired and possibly license the technology for increase revenue at little to no additional cost. Insight Management will also exploit the opportunity to gain efficiencies from the consolidation of its acquisitions. The company managers will have the opportunity to share best practices and work together to gain market share and drive growth to the bottom line.
3. Continuously work towards increasing market awareness and move the stock to larger public markets. Insight Management has experienced personnel to improve market awareness and gradually increase institutional holding of the stock. Value will come from continued growth through acquisition and deployment of developed technologies. The current strategy allows for rapid expansion of revenues and profit.

RESULTS OF OPERATIONS:

The following discussion should be read in conjunction with information included in Item 8 of this report. Unless otherwise indicated, the terms "Company", "we", "us", and "our" refer to Insight Management Corporation.

Comparison of the Year ended December 31, 2009, with the Year ended December 31, 2008

Revenues –

The Company recorded no revenues for the years ended December 31, 2009, and 2008. Revenues of RTI during the period in which it was a subsidiary were excluded from the Company's consolidated revenues since it became a discontinued operation and was deconsolidated from Insight in 2009.

Operating Expenses –

Operating expenses were \$625,253 for the year ended December 31, 2009, compared to \$652,545 for the year ended December 31, 2008, a decrease of \$27,292 or 4%. Significant expense included professional and consulting fees, totaling a combined \$305,203 in 2009 compared to \$365,740 in 2008. These expenses related to business development activities resulting in the reverse merger with Microresearch Corporation on June 29, 2009, and acquisition of RTI on June 30, 2009, and substantial increase in the compliance reporting costs associated with such activities (the acquisition agreement with Rebel Testing was terminated on March 1, 2010, due to the fact the company was not able to secure funding by the extended deadline). Compensation expense was \$181,265 for the year ended December 31, 2009, compared to \$32,512 for the year ended December 31, 2008, an increase of \$148,753 or 458%. This change was due primarily from \$120,000 compensation expense for the CEO during 2009, of which \$92,500 was unpaid and thus accrued at December 31, 2009. During 2008, the Company recognized a \$215,000 expense representing impairment of an intangible asset acquired during the year for which the Company determined had no future benefit.

Interest Expense –

For the year ended December 31, 2009, and 2008, the Company recorded interest expense in the amount of \$36,018 and \$0, respectively. The interest expense in 2009 was substantially financing costs to induce a note holder to convert a \$215,000 loan to equity.

Liquidity and Capital Resources

As of December 31, 2009, the Company had cash of \$3,273 and a deficit in working capital of \$379,878. This compares with cash of \$16,759 and a deficit in working capital of \$224,925 as of December 31, 2008. Cash used by continuing operations was \$332,975 for the year ended December 31, 2009, versus cash used by operations of \$389,056 for the year ended December 31, 2008.

To date, the Company's primary source of working capital to sustain its development activities has been private offerings of common stock through a Regulation S agreement in 2008 which has since terminated. The Company has also placed a limited

amount of common stock with an existing shareholder in 2009 for additional working capital and obtained a limited amount of working capital loans from service providers, shareholders and officers. The Company has also attempted to control its working capital deficit by inducing certain debt holders to convert loans to common stock.

The Company does not believe that cash on hand as of December 31, 2009, will be sufficient to fund its expenses over the next twelve months. As a development stage entity the Company's ability to meet its obligations and continue as a going concern is dependent upon raising new capital through advances from current shareholders, issuing equity securities to existing and new shareholders, and exploring private equity and debt financing opportunities. The Company will also consider opportunities to seek a business combination with an operating or development stage business in a related or unrelated industry, which desires to employ the Company to become a reporting corporation under the Securities Exchange Act of 1934. If it becomes necessary for us to raise additional funds to support normal operations during the next twelve months, we may choose to sell additional common stock, especially if we enter into an agreement to effectuate a business combination with another entity.

The Company has an agreement with Auctus Private Equity Fund, LLC for the sale of up to \$10 million of the Company's common stock over a 36 month period. The agreement is contingent upon submission of an effective registration statement with the SEC. The Company hopes that it will succeed in having an effective registration statement, which will facilitate raising capital and facilitate further sales. However, there is no guarantee that any effective registration statement will result in raising sufficient capital to meet the Company's needs, if any at all. The initial S-1 registration was withdrawn, February 28, 2010, on the grounds that the company had determined that a renegotiation of terms was necessary concerning the equity line agreement and such renegotiation would not be appropriate during the pendency of the Registration Statement. The Company hopes to accomplish an S-1 filing in the near term, but the timing of which, at this time, is indeterminable.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

Going Concern

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate the continuation of the Company as a going concern. The Company has operated as a development stage enterprise and has not established an ongoing source of revenues sufficient to cover its operating costs and to allow it to continue as a going concern, initially relying on limited private placements of its stock through a Regulation S offering to fund its development activities while incurring significant losses and a working capital deficit. The Company has incurred significant debt through the initial stages of implementing our growth through acquisition strategy and must raise capital in the near term to service this debt.

The Company's ability to continue in existence is dependent upon developing additional sources of capital to implement its strategy of growth through acquisition. Management's plan is to raise capital through additional private offerings and financing initiatives, in addition to registering shares to raise equity capital in U.S. and foreign markets. The accompanying financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amount and classifications or liabilities or other adjustments that might be necessary should the Company be unable to continue as a going concern.

Recent Accounting Pronouncements

In June 2009, the FASB issued guidance now codified as FASB ASC Topic 105, "*Generally Accepted Accounting Principles*," as the single source of authoritative nongovernmental U.S. GAAP. FASB ASC Topic 105 does not change current U.S. GAAP, but is intended to simplify user access to all authoritative U.S. GAAP by providing all authoritative literature related to a particular topic in one place. All existing accounting standard documents will be superseded and all other accounting literature not included in the FASB Codification will be considered non-authoritative. These provisions of FASB ASC Topic 105 are effective for interim and annual periods ending after September 15, 2009 and, accordingly, are effective for the Company for the current fiscal reporting period. The adoption of this pronouncement did not have an impact on the Company's financial condition or results of operations, but will impact our financial reporting process by eliminating all references to pre-codification standards. On the effective date of this Statement, the Codification superseded all then-existing non-SEC accounting and reporting standards, and all other non-grandfathered non-SEC accounting literature not included in the Codification became non-authoritative.

In September 2006, the FASB issued guidance now codified as FASB ASC Topic 820, "*Fair Value Measurements and Disclosures*," which defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. The pronouncement is effective for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. In February 2008, the FASB released additional guidance now codified under FASB ASC Topic 820, which provides for delayed application of certain guidance related to non-financial assets and non-financial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually), until fiscal years beginning after November 15, 2008, and interim periods within those years. The Company adopted certain provisions of FASB ASC Topic 820 that were unaffected by the delay in 2008. The implementation of this pronouncement did not have a material impact on our consolidated financial position, results of operations or cash flows. See Note 5, *Fair Value of Financial Instruments*, for these additional disclosures.

In April 2009, the FASB issued guidance now codified as FASB ASC Topic 825, "*Financial Instruments*," which amends previous Topic 825 guidance to require disclosures about fair value of financial instruments in interim as well as annual financial statements. This pronouncement is effective for periods ending after June 15, 2009. Accordingly, the Company adopted these provisions of FASB ASC Topic 825 on April 1, 2009. The adoption of this pronouncement did not have a material impact on our consolidated financial position, results of operations or cash flows. However, these provisions of FASB ASC Topic 825 resulted in additional disclosures with respect to the fair value of the Company's financial instruments. See Note 5, *Fair Value of Financial Instruments*, for these additional disclosures.

In May 2009, the FASB issued guidance now codified as FASB ASC Topic 855, "*Subsequent Events*," which establishes general standards of accounting for, and disclosures of, events that occur after the balance sheet date but before financial statements are issued or are available to be issued. This pronouncement is effective for interim or fiscal periods ending after June 15, 2009. Accordingly, the Company adopted these provisions of FASB ASC Topic 855. The adoption of this pronouncement did not have a material impact on our consolidated financial position, results of operations or cash flows.

However, the provisions of FASB ASC Topic 855 resulted in additional disclosures with respect to subsequent events. See Note 13 for this additional disclosure.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable for smaller reporting company.

ITEM 8. FINANCIAL STATEMENTS

Index to Financial Statements

INDEX

	<u>Page No</u>
<u>Report of Independent Registered Public Accounting Firm</u>	10
Consolidated Balance Sheets as of December 31, 2009 and 2008	11
Consolidated Statements of Operations for the Years Ended December 31, 2009 and 2008 and the Period from Re-entry into the Development Stage (October 1, 2009) Through December 31, 2009	12
Consolidated Statement of Changes in Stockholder's Deficit from December 31, 2007 through December 31, 2009	13
Consolidated Statements of Cash Flows for the Years Ended December 31, 2009 and 2008 and the Period from Re-entry into the Development Stage (October 1, 2009) Through December 31, 2009	14
<u>Notes to the Financial Statements</u>	15-22

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors
Insight Management, Inc.
(A Development Stage Company)

We have audited the accompanying consolidated balance sheets of Insight Management, Inc. (the "Company") (a development stage company) as of December 31, 2009 and 2008 and the related consolidated statements of operations, shareholders' deficit and cash flows for the twelve month periods then ended and the period from re-entry into the development stage (October 1, 2009) through December 31, 2009. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Insight Management, Inc. as of December 31, 2009 and 2008 and the results of its operations and cash flows for the periods described above in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 5 to the financial statements, the Company suffered a net loss from operations and has a net capital deficiency, which raises substantial doubt about its ability to continue as a going concern. Management's plans regarding those matters are also described in Note 5. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ M&K CPAS, PLLC

www.mkacpas.com
Houston, Texas
May 3, 2009

INSIGHT MANAGEMENT CORPORATION
(A Development Stage Company)
CONSOLIDATED BALANCE SHEETS

	December 31,	
	2009	2008
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 3,273	\$ 16,759
Total current assets	3,273	16,759
EQUIPMENT, net of accumulated depreciation	4,330	7,115
TOTAL ASSETS	\$ 7,603	\$ 23,874
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	\$ 318,855	\$ 26,684
Short-term notes payable - unrelated parties	51,296	-
Short-term notes payable - related parties	13,000	-
Unsecured loan payable	-	215,000
Total current liabilities	383,151	241,684
STOCKHOLDERS' DEFICIT:		
Common stock, \$0.00014 par value; 1,000,000,000 shares authorized, 516,953,806 and 504,453,831 shares issued and outstanding at December 31, 2009 and 2008, respectively	72,374	70,624
Stock subscriptions receivable	-	(206,484)
Additional paid-in capital	875,732	560,433
Accumulated deficit	(1,184,056)	(642,383)
Deficit accumulated during re-entry to development stage	(139,598)	-
Total stockholders' deficit	(375,548)	(217,810)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 7,603	\$ 23,874

The accompanying notes are an integral part of these financial statements

INSIGHT MANAGEMENT CORPORATION
(A Development Stage Company)
CONSOLIDATED STATEMENTS OF OPERATIONS

	<u>Year Ended December 31,</u>		<u>Re-entry to Development Stage (October 1, 2009) Through December 31, 2009</u>
	<u>2009</u>	<u>2008</u>	<u>(Note 2)</u>
REVENUES	\$ -	\$ -	\$ -
Total revenues	<u>-</u>	<u>-</u>	<u>-</u>
COSTS AND EXPENSES:			
Consulting fees	112,550	304,300	10,000
Consulting fees - related party	10,000	29,250	-
Compensation	181,265	32,512	46,278
Contracted labor	77,750	17,075	21,050
Professional fees	182,653	32,190	49,110
Other operating expenses	58,699	21,574	12,917
Loss on disposal of equipment	1,109	-	-
Loss on impairment of goodwill	-	215,000	-
Depreciation and amortization	1,227	644	243
Total cost and expenses	<u>625,253</u>	<u>652,545</u>	<u>139,598</u>
OTHER INCOME (EXPENSE):			
Interest expense	<u>(36,018)</u>	<u>-</u>	<u>-</u>
LOSS FROM CONTINUING OPERATIONS	<u>(661,271)</u>	<u>(652,545)</u>	<u>(139,598)</u>
DISCONTINUED OPERATIONS (Note 7):			
Income from operations of discontinued subsidiary	48,971	-	-
Loss on disposal of discontinued subsidiary	<u>(68,971)</u>	<u>-</u>	<u>-</u>
NET LOSS ON DISCONTINUED OPERATIONS	<u>(20,000)</u>	<u>-</u>	<u>-</u>
NET (LOSS)	<u>\$ (681,271)</u>	<u>\$ (652,545)</u>	<u>\$ (139,598)</u>
BASIC AND DILUTED NET (LOSS) PER COMMON SHARE - CONTINUING OPERATIONS	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	
BASIC AND DILUTED NET (LOSS) PER COMMON SHARE - DISCONTINUED OPERATIONS	<u>\$ (0.00)</u>	<u>N/A</u>	
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	<u>509,392,029</u>	<u>387,946,851</u>	

The accompanying notes are an integral part of these financial statements

INSIGHT MANAGEMENT CORPORATION
(A Development Stage Company)
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT

	Common Stock		Stock	Additional	Retained	Deficit	Total
	Shares	Amount	Subscriptions Receivable	Paid-In Capital	Earnings (Accumulated Deficit)	Accumulated During Re- entry to Development Stage (Note 2)	
Balances, December 31, 2007	322,293,101	\$ 45,121	\$ (3,100)	\$ (30,822)	\$ 10,162	\$ -	\$ 21,361
Shares issued for subscriptions receivable and cash	182,160,730	25,503	(203,384)	591,255	-	-	413,374
Net loss	-	-	-	-	(652,545)	-	(652,545)
Balances, December 31, 2008	504,453,831	\$ 70,624	\$ (206,484)	\$ 560,433	\$ (642,383)	\$ -	\$ (217,810)
Shares issued for cash	2,109,975	295	218,384	31,631	-	-	250,310
Debt acquired as part of reverse merger	-	-	-	(97,168)	-	-	(97,168)
Shares issued for subscription receivable and debt conversion - related party, at fair value	7,000,000	980	(39,340)	55,252	-	-	16,892
Shares issued for interest expense, conversion of debt at fair value	7,000,000	980	-	249,020	-	-	250,000
Shares issued for services	1,640,000	230	-	40,369	-	-	40,599
Share cancellation	(5,250,000)	(735)	-	735	-	-	-
Impairment of subscription receivable	-	-	3,100	-	-	-	3,100
Payment of subscription receivable	-	-	24,340	-	-	-	24,340
Shareholder contribution	-	-	-	35,460	-	-	35,460
Net loss from continuing operations	-	-	-	-	(521,673)	(139,598)	(661,271)
Net loss on discontinued operations	-	-	-	-	(20,000)	-	(20,000)

Balances,								
December 31, 2009	<u>516,953,806</u>	<u>\$ 72,374</u>	<u>\$ -</u>	<u>\$ 875,732</u>	<u>\$(1,184,056)</u>	<u>\$(139,598)</u>	<u>\$(375,548)</u>	

The accompanying notes are an integral part of these financial statements

INSIGHT MANAGEMENT CORPORATION
(A Development Stage Company)
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended December 31,		Re-entry to Development Stage (October 1, 2009) Through December 31, 2009 (Note 2)
	2009	2008	
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net loss from continuing operations	\$ (661,271)	\$ (652,545)	\$ (139,598)
Net loss from discontinued operations	(20,000)	-	-
Net loss	\$ (681,271)	\$ (652,545)	\$ (139,598)
Adjustments to reconcile net loss to net cash used by operating activities:			
Loss on disposal of equipment	1,109	-	-
Shares issued for services	40,599	-	30,000
Depreciation and amortization	1,227	644	243
Interest settled by share issuance	35,000	-	-
Impairment of subscription receivable	3,100	-	-
Impairment of intangible asset	-	215,000	-
Change in operating assets and liabilities:			
Other current assets	-	17,060	-
Other non-current assets	-	4,101	-
Accounts payable and accrued expenses	247,261	26,684	56,318
Net cash flows from discontinued operations	152,409	-	-
NET CASH USED BY OPERATING ACTIVITIES	<u>(200,566)</u>	<u>(389,056)</u>	<u>(53,037)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:			
Proceeds from disposal of equipment	699	-	-
Purchase of equipment	(250)	(7,759)	(250)
Cash acquired from reverse merger	94	-	-
Net cash flows from discontinued operations	(149,650)	-	-
NET CASH PROVIDED (USED) BY INVESTING ACTIVITIES	<u>(149,107)</u>	<u>(7,759)</u>	<u>(250)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from short-term note payable	64,296	-	30,296
Proceeds from common stock issuances	250,310	413,374	-
Payments received on stock subscriptions receivable	24,340	-	24,340
Net cash flows from discontinued operations	(2,759)	-	-
NET CASH PROVIDED BY INVESTING ACTIVITIES	<u>336,187</u>	<u>413,374</u>	<u>54,636</u>
NET CHANGE IN CASH AND CASH EQUIVALENTS	(13,486)	16,559	1,349
CASH AND CASH EQUIVALENTS, beginning of period	16,759	200	1,924
CASH AND CASH EQUIVALENTS, end of period	<u>\$ 3,273</u>	<u>\$ 16,759</u>	<u>\$ 3,273</u>
SUPPLEMENTAL DISCLOSURES OF NON-CASH FINANCING TRANSACTIONS:			
Accounts payable acquired in reverse merger	\$ 97,168	\$ -	\$ -
Stock issued for debt settlement and stock subscription receivable:			
Stock subscription receivable	39,340	-	-
Accounts payable	(16,892)	-	-
Stock issued to settle unsecured loan payable and accrued interest	(250,000)	-	-
Accounts payable settled by a shareholder	(35,460)	-	-
Unsecured loan payable issued for intangible asset	-	215,000	-

SUPPLEMENTAL DISCLOSURES:

Cash paid for interest	\$ -	\$ -	\$ -
Cash paid for taxes	\$ -	\$ -	\$ -

The accompanying notes are an integral part of these financial statements

INSIGHT MANAGEMENT CORPORATION
(A Development Stage Company)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Nature of Operations

Insight Management Corporation (the “Company” or “Insight”), formerly known until September 11, 2008 as Skreem Records Corporation, was formed on March 10, 2006. Prior to June 29, 2009, the Company had been a development stage enterprise in business to search for, promote and fund recording talent.

Effective June 29, 2009, the Company acquired through a wholly-owned subsidiary all outstanding common stock of Microresearch Corporation, a Nevada corporation in a reverse triangular merger (see Note 6). The acquisition has been treated as a recapitalization of Insight Management Corporation. Under U.S. generally accepted accounting principles, in this reverse merger Microresearch Corporation is considered the acquirer for accounting purposes and not Insight Management Corporation, which was the legal acquirer. Accordingly, as legal acquirer the Company retained its name as Insight Management Corporation, although all historic information presented in the accompanying financial statements is that of the accounting acquirer, Microresearch Corporation.

Upon effecting the reverse merger, the Company’s business plan became that of Microresearch Corporation, which is to acquire and development oil and gas services businesses in the energy industry. On June 30, 2009, the Company commenced operations in this industry by acquiring Rebel Testing, Inc. (“RTI”) in a purchase transaction (Note 6). RTI is a Wyoming-based company providing servicing and maintenance of natural gas wells for customers located in the greater Rocky Mountain region since 1991. On March 2, 2010, Insight and RTI terminated the stock purchase agreement, whereupon Insight re-entered a development stage without an operating subsidiary which was treated for accounting purposes as a deconsolidation retroactively to October 1, 2009 (see Note 7), the date at which Insight effectively lost control of its subsidiary.

2. Significant Accounting Policies

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Insight Management Corporation and its subsidiary. All material intercompany accounts and transactions have been eliminated in consolidation. Revenues and expenses of acquired companies are included as of the effective date of acquisition, and are excluded as of the effective date of deconsolidation.

Development Stage Operations

Prior to the acquisition of RTI, the Company had presented its financial statements as a development stage company as it had not realized significant revenues. With the acquisition of RTI on June 30, 2009, the Company exited development stage status and discontinued the financial statement presentation requirements under Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 915, “*Development Stage Entities*.” However, upon deconsolidation of RTI, the Company re-entered the development stage effective October 1, 2009 and thus re-implemented the reporting requirements of ASC Topic 915 as of that date (see Note 7).

The following significant accounting policies relate substantially to the operations of RTI during the period from its acquisition on June 30, 2009 through September 30, 2009, after which it was deconsolidated from the Company (see Note 7):

Revenue Recognition

Revenue is comprised principally of service revenue from work performed for customers under master service arrangements. Revenue is recognized at the time a work order is completed and approved by the customer, in the same manner as they are contractually earned as such policy complies with the following criteria: (i) persuasive evidence of an arrangement exists; (ii) the services have been provided; (iii) the fee is fixed and determinable, (iv) collectability is reasonably assured. Once work is approved, the Company has no further service obligations to the customer, at which time the work order is billed and is payable in full by the customer. The Company’s policy is not to grant refunds or other credits against billed amounts for completed and approved work orders.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with a maturity of three months or less to be cash equivalents. There are no cash equivalents at December 31, 2009 or December 31, 2008.

Accounts Receivable

The Company provides credit in the normal course of business to its customers. The Company performs ongoing credit evaluations of its customers and maintains allowances for doubtful accounts based on factors surrounding the credit risk of specific customers, historical trends, and other information. An allowance is established with a charge to bad debt expense at the time management determines a customer balance has become doubtful. Substantially all of the Company's customers are engaged in the oil and gas industry in the western United States. This concentration of customers may impact overall exposure to credit risk, either positively or negatively, in that customers may be similarly affected by changes in general economic and/or specific industry conditions.

Property and Equipment

Property and equipment are recorded at cost. Depreciation is computed using straight-line method based on the estimated useful lives of the related assets, generally ranging from three to seven years.

Goodwill/Intangible Asset Valuation

Goodwill represents the excess of acquisition cost over the assigned fair value of the assets acquired, less liabilities assumed. Goodwill is tested for impairment annually at the same date every year and when an event occurs or circumstances change such that it is reasonably possible that impairment may exist, in accordance with procedures outlined in FASB ASC Topic 350, "Intangibles - Goodwill and Other." The Company's annual testing date is December 31.

Finite-lived acquired intangible assets are amortized on a straight-line method over the estimated lives of the assets. The intangible assets consist of customer relationships being amortized over a 15 year period, trade name being amortized over a 20 year period and non-compete agreements being amortized over a 5 year periods. Management evaluates potential impairment of finite-lived acquired intangible assets when appropriate. The value of the asset is reduced with a charge to impairment loss to the extent it is determined that the carrying value is no longer recoverable based upon the undiscounted cash flows of the asset. At December 31, 2009, the Company has no recorded acquired intangible assets or goodwill due to its loss of control and deconsolidation of RTI effective October 31, 2009 (see Note 7).

Fair Value Measurements

The Company adopted FASB ASC Topic 820, "Fair Value Measurement and Disclosure," at inception. ASC Topic 820 defines fair value, establishes a framework for measuring fair value, and expands disclosure of fair value measurements. FASB ASC Topic 820 applies under other accounting pronouncements that require or permit fair value measurements and accordingly, does not require any new fair value measurements. FASB ASC Topic 820 clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, FASB ASC Topic 820 established a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows.

- Level 1. Observable inputs such as quoted market prices in active markets.
- Level 2. Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly, and
- Level 3. Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The FASB's ASC Topic 825, "Financial Instruments", became effective for the Company on January 1, 2008. FASB ASC Topic 825 establishes a fair value option that permits entities to choose to measure eligible financial instruments and certain other items at fair value at specified election dates. A business entity shall report unrealized gains and losses on items for which the fair value options have been elected in earnings at each subsequent reporting date. For the year ended December 31, 2009, there were no applicable items on which the fair value option was elected.

Acquisition Accounting

In December 2007, the FASB issued guidance now codified as FASB ASC Topic 805, "*Business Combination*." The statement retains the purchase method of accounting for acquisitions, but requires a number of changes, including changes in the way assets and liabilities are recognized in the purchase accounting. It also changes the recognition of assets acquired and liabilities assumed arising from contingencies and requires expensing of acquisition-related costs as incurred. FASB ASC Topic 805 was effective for us beginning January 1, 2009 and applies prospectively to business combinations completed on or after that date.

Stock-Based Compensation

The Company records common stock issued for services at the closing market price for the date in which obligation for payment of services is incurred.

3. Recently Issued Accounting Standards

In June 2009, the FASB issued guidance now codified as FASB ASC Topic 105, "*Generally Accepted Accounting Principles*," as the single source of authoritative nongovernmental U.S. GAAP. FASB ASC Topic 105 does not change current U.S. GAAP, but is intended to simplify user access to all authoritative U.S. GAAP by providing all authoritative literature related to a particular topic in one place. All existing accounting standard documents will be superseded and all other accounting literature not included in the FASB Codification will be considered non-authoritative. These provisions of FASB ASC Topic 105 are effective for interim and annual periods ending after September 15, 2009 and, accordingly, are effective for the Company for the current fiscal reporting period. The adoption of this pronouncement did not have an impact on the Company's financial condition or results of operations, but will impact our financial reporting process by eliminating all references to pre-codification standards. On the effective date of this Statement, the Codification superseded all then-existing non-SEC accounting and reporting standards, and all other non-grandfathered non-SEC accounting literature not included in the Codification became non-authoritative.

In September 2006, the FASB issued guidance now codified as FASB ASC Topic 820, "*Fair Value Measurements and Disclosures*," which defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. The pronouncement is effective for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. In February 2008, the FASB released additional guidance now codified under FASB ASC Topic 820, which provides for delayed application of certain guidance related to non-financial assets and non-financial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually), until fiscal years beginning after November 15, 2008, and interim periods within those years. The Company adopted certain provisions of FASB ASC Topic 820 that were unaffected by the delay in 2008. The implementation of this pronouncement did not have a material impact on our consolidated financial position, results of operations or cash flows. See Note 5, *Fair Value of Financial Instruments*, for these additional disclosures.

In April 2009, the FASB issued guidance now codified as FASB ASC Topic 825, "*Financial Instruments*," which amends previous Topic 825 guidance to require disclosures about fair value of financial instruments in interim as well as annual financial statements. This pronouncement is effective for periods ending after June 15, 2009. Accordingly, the Company adopted these provisions of FASB ASC Topic 825 on April 1, 2009. The adoption of this pronouncement did not have a material impact on our consolidated financial position, results of operations or cash flows. However, these provisions of FASB ASC Topic 825 resulted in additional disclosures with respect to the fair value of the Company's financial instruments. See Note 5, *Fair Value of Financial Instruments*, for these additional disclosures.

In May 2009, the FASB issued guidance now codified as FASB ASC Topic 855, "*Subsequent Events*," which establishes general standards of accounting for, and disclosures of, events that occur after the balance sheet date but before financial statements are issued or are available to be issued. This pronouncement is effective for interim or fiscal periods ending after June 15, 2009. Accordingly, the Company adopted these provisions of FASB ASC Topic 855. The adoption of this pronouncement did not have a material impact on our consolidated financial position, results of operations or cash flows. However, the provisions of FASB ASC Topic 855 resulted in additional disclosures with respect to subsequent events. See Note 12 for this additional disclosure.

4. Fair Value Measurements

The Company adopted certain provisions of FASB ASC Topic 820, "*Fair Value Measurements and Disclosures*," as of April 1, 2009, to evaluate the fair value of certain of its financial assets required to be measured on a recurring basis. Under FASB ASC Topic 820, based on the observability of the inputs used in the valuation techniques, the Company is required to provide the following information according to the fair value hierarchy. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Financial assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

- Level 1. Observable inputs such as quoted market prices in active markets.
- Level 2. Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly, and
- Level 3. Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The Company had no assets or liabilities that were measured and recognized at fair value on a non-recurring basis as of December 31, 2009 or 2008, and as such, had no assets or liabilities that fell into the tiers described above.

5. Going Concern

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate the continuation of the Company as a going concern. Except for a period in 2009 in which the Company had an operational subsidiary, the Company has operated as a development stage enterprise and does not have an established ongoing source of revenues sufficient to cover its operating costs and to allow it to continue as a going concern, relying on limited private placements of its stock through a Regulation S offering to fund its development activities while incurring significant losses and a working capital deficit.

The Company's ability to continue in existence is dependent upon developing sources of capital to continue its development activities. Management's plan is to raise capital through additional private offerings and financing initiatives, in addition to registering shares to raise equity capital in U.S. and foreign markets. The accompanying financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amount and classifications or liabilities or other adjustments that might be necessary should the Company be unable to continue as a going concern.

6. Acquisitions

Reverse Merger - Microresearch

On June 29, 2009, the Company acquired through a wholly-owned subsidiary all outstanding common stock of Microresearch Corporation in a reverse triangular merger. Under the merger agreement, Microresearch shareholders were issued 1½ shares of Company common stock in exchange for each outstanding share of Microresearch, resulting in 462,090,734 common shares issued by the Company to effect the acquisition. For accounting purposes, the acquisition has been treated as a recapitalization of Microresearch, with Microresearch as the acquirer. This determination is due to the fact that the previously established public company did not meet the definition of a business. The historical consolidated financial statements prior to June 29, 2009 are those of Microresearch, with capital retroactively adjusted by the common stock exchange ratio established in the merger agreement. We determined this transaction to be a reverse merger because the shareholders of Microresearch own a majority of the shares and voting rights post merger in addition to a majority of the Company's new management and board of directors positions. The Company elected to change our name and keep the former public company name of Insight Management Corporation.

On March 2, 2010, Insight Management Corporation and Rebel Testing, Inc. ("RTI") terminated the stock purchase acquisition agreement ("acquisition agreement") that was signed on March 6, 2009. See discussion in Note 7.

7. Discontinued Operations

Effective October 31, 2009, the Company was in default of the terms of the RTI Purchase Agreement, not having secured the necessary financing to pay the \$2.2 million Unconditional Note due under the Purchase Agreement within 90 days of the RTI closing. On October 6, 2009, the Purchase Agreement was amended to extend the due date of the Unconditional Note to December 31, 2009, whereupon the due date was extended again to February 28, 2010. The Company continued to be unable to meet this deadline and the RTI Sellers formally cancelled the Purchase Agreement on March 2, 2010.

During the note extension periods, the Company pursued the financing necessary to pay the Unconditional Note, believing it would eventually be successful in securing this financing given enough time. However, in light of the slow recovery of the economy from the recession and continued unfavorable conditions in the capital markets, the Company determined it could not meet the February 28, 2010 due date. Unable to provide the RTI Sellers with a definitive timeframe due to the uncertain economic conditions, the RTI Sellers declined to grant any further extensions.

Although formal termination of the Purchase Agreement did not occur until March 2, 2010, for accounting purposes the accompanying financial statements retrospectively reflect the loss of control and deconsolidation of RTI as effective upon the Company's first default of the Purchase Agreement on October 1, 2009. Although the Company continued to actively seek financing throughout the extension periods, nevertheless at the termination date management concluded the conditions causing the delay in securing such financing and which ultimately lead to the formal Purchase Agreement termination during the first quarter of 2010 were present throughout the extension periods, and thus deconsolidation of RTI should occur as of the first default date.

In connection with the RTI deconsolidation, all of the operating assets and liabilities of RTI, totaling \$1.2 million in net assets, were transferred to the RTI Sellers. Goodwill and intangible assets associated with the acquisition totaling \$3.6 million were written off. The total RTI acquisition debt of \$4.7 million was cancelled as provided for under the terms of the Purchase Agreement. The following schedule shows the assets and liabilities of RTI at September 30, 2009:

Assets of discontinued operations:	
Cash	\$ 329,788
Accounts receivable	311,370
Other current assets	8,561
Equipment, net	<u>531,553</u>
	<u>\$1,181,272</u>
Liabilities of discontinued operations:	
Accounts payable and accrued expenses	\$ 18,173
Long-term debt	<u>1,778</u>
	<u>19,951</u>
Net assets disposed	<u>\$1,161,321</u>

RTI's income from operations, reported in discontinued operations, for the period June 30, 2009 to September 30, 2009 was \$48,971. There were no costs associated with the discontinuance and disposal of RTI. The Company's loss on the disposal of RTI, also reported in discontinued operations, was \$68,971. A reconciliation of the discontinuance transaction to the reported loss on disposal is as follows:

Net assets disposed	\$(1,161,321)
Acquisition debt cancelled	4,708,058
Intangible assets/goodwill write-off	<u>(3,615,708)</u>
Loss on disposal of discontinued operation	<u>\$ (68,971)</u>

8. Debt

Short-Term Notes Payable – Unrelated Parties

At December 31, 2009, the Company has an unsecured loan with an unrelated company in the amount of \$21,000, the principal and accrued interest (6% annual rate) of which was due September 30, 2009. A late charge of 5% interest per annum will be incurred after September 30, 2009, in terms of the loan agreement.

At December 31, 2009, the Company has an unsecured loan due its former subsidiary, RTI, in the amount of \$30,296, the principal and accrued interest (6% annual rate) of which is due September 30, 2010. A late charge of 4% interest per annum will be incurred after September 30, 2010, in terms of the loan agreement.

Short-Term Notes Payable – Related Parties

At December 31, 2009, the Company has two unsecured loan with two significant shareholders in the amounts of \$6,400 and \$6,600, respectively, the principal and accrued interest (6% annual rate) of which were due September 30, 2009. A late charge of 5% interest per annum will be incurred after September 30, 2009, in terms of the loan agreements.

9. Stockholders' Deficit

Shares Issued for Cash/Debt Cancellation

During the year ended December 31, 2008, the Company sold 182,160,731 common shares under a Regulation S Stock Purchase Agreement with a foreign placement company dated August 4, 2008. The Company received a total of \$413,374 in cash and subscriptions for these shares. During the year ended December 31, 2009, the Company sold 2,109,975 common shares under this Regulation S Stock Purchase Agreement. The Company received a total of \$250,310 in cash during the year ended December 31, 2009 for these shares and shares which had been subscribed and issued during the year ended December 31, 2008.

On June 30, 2009, an existing stockholder was issued 7,000,000 common shares in exchange for cancellation of \$16,892 in debt and a subscription receivable of \$39,340. The total market price of the 7,000,000 shares was \$550,000, resulting in a \$533,108 loss. The Company recorded this loss as a reduction of additional paid-in capital due to the related party nature of the transaction. The subscription receivable has no payment terms. Subsequent to June 30, 2009, the Company received a total of \$39,340 in cash for the subscription receivable.

On July 1, 2009, the Company cancelled 5,250,000 common shares surrendered by former shareholders of Microresearch, for no consideration.

On July 23, 2009, the Company issued 140,000 common shares to the former shareholders of Microresearch as compensation for the assignment of a company with no assets or liabilities. The total market price of the 140,000 shares was \$10,599.

On September 4, 2009, a creditor was issued 7,000,000 common shares in exchange for cancellation of \$250,000 in debt including interest costs of \$35,000. The total market price of the 7,000,000 shares was \$250,000.

On December 1, 2009 and December 17, 2009, the Company issued a total of 1,500,000 common shares as compensation for services. The total market price of the shares was \$30,000.

Shares Issued for Reverse Merger Acquisition

As disclosed in Note 6, on June 29, 2009 the Company issued 462,090,734 common shares in exchange for all outstanding common shares of Microresearch Corporation in a reverse merger transaction. Historic outstanding shares in the accompanying financial statements have been retroactively adjusted by the common stock exchange ratio established in the merger agreement. As a result of the reverse merger, the Company assumed \$97,168 of debt. Insight Management Company had no assets at the time of the reverse merger.

Stock Split

On October 20, 2009, the Company's Board of Directors approved the increase of authorized shares from 150,000,000 to 1,000,000,000 and a seven-for-one stock split of the Company's common stock, with no fractional shares, to the shareholders of record as of November 6, 2009, with a distribution date of November 9, 2009. This stock split resulted in the issuance of 441,817 additional shares of common stock and has been accounted for retroactively. At that time, the Company changed the par value of its common stock from \$0.001 to \$0.00014 per share.

10. Related Party Transactions

The Company paid \$10,000 and \$29,250 during the year ended December 31, 2009 and 2008, respectively, to shareholders performing development related services.

The Company leased an office facility from a company owned by the management of its former subsidiary, RTI, under a month-to-month arrangement with no terms. \$12,000 was paid for rent during the three months ended September 30, 2009, which covered the period since the RTI acquisition occurred on June 30, 2009. This lease arrangement was no longer in effect as of December 31, 2009 due to the discontinuance of RTI as a subsidiary (see Note 7).

During the year ended December 31, 2009, the former shareholders of Microresearch were issued 140,000 shares, with a market price \$10,599, as compensation for the assignment of a company with no assets or liabilities.

During the year ended December 31, 2009, a shareholder paid outstanding accounts payable invoices on behalf of the Company totaling \$35,460. There is no agreement to repay this shareholder and the Company recorded this transaction as a non-cash additional capital.

The Company owes two significant shareholders loans totaling \$13,000 at December 31, 2009 (see Note 8).

11. Income Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Current income tax provisions are made based on taxable income reported to federal and state taxing authorities. Deferred tax assets, including tax loss and credit carry-forwards, and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

As of December 31, 2009 and 2008, the Company has a deferred tax asset approximating \$423,285 and \$145,310, respectively, which consists entirely of federal and state net operating losses generated by the current period tax losses. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The Company has provided a valuation allowance for the full amount of the deferred tax benefit because the Company does not have a history of taxable earnings and is a development stage enterprise. Additionally, the reconciliation of the Company's current tax benefit from 34% for federal tax rate to 0% for book purposes consists entirely of the change in the valuation allowance.

Management has determined that there is no tax liability resulting from unrecognized tax benefits relating to uncertain income tax positions taken or expected to be taken in its 2009 income tax return. No income tax returns are currently under examination. The statute of limitations on the Company's income tax returns remains open for returns covering years ended on or after December 31, 2006. The Company does not expect the total amount of unrecognized tax benefits (e.g. tax deductions, exclusions, or credits claimed or expected to be claimed) to significantly increase in the next twelve months. The Company does not have any amounts accrued for interest and penalties related to unrecognized tax benefits at December 31, 2009, and it is not aware of any claims for such amounts by federal or state income tax authorities.

12. Subsequent Events

On January 29, 2010, the Company executed an unsecured loan agreement with a shareholder for working capital in the amount of \$15,000, the principal and accrued interest (6% annual rate) of which is due July 31, 2010. A late charge of 4% interest per annum will be incurred after August 31, 2010, in terms of the loan agreement.

On February 11, 2010, the Company executed an unsecured loan agreement with its CEO for working capital in the amount of \$10,000, the principal and accrued interest (6% annual rate) of which is due May 12, 2010. A late charge of 4% interest per annum will be incurred after May 12, 2010, in terms of the loan agreement.

On March 2, 2010 the RTI Sellers formally terminated its Purchase Agreement with the Company (see Note 7). The resulting deconsolidation of RTI has been retrospectively recorded as of October 1, 2009 (see Note 7).

We evaluated subsequent events through the date and time the consolidated financial statements were issued on May 3, 2010.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

We do not presently intend to change accountants. At no time have there been any disagreements regarding any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure.

ITEM 9A. CONTROLS AND PROCEDURES***Evaluation of Disclosure Controls and Procedures***

We conducted an evaluation under the supervision and with the participation of our management, of the effectiveness of the design and operation of our disclosure controls and procedures. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Securities and Exchange Act of 1934, as amended ("Exchange Act"), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by the company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures also include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure. Based on this evaluation, our Chief Executive Officer concluded as of December 31, 2009 that our disclosure controls and procedures were not effective at the reasonable assurance level due to the material weaknesses in our internal controls over financial reporting discussed immediately below.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our evaluation of internal control over financial reporting includes using the COSO framework, an integrated framework for the evaluation of internal controls issued by the Committee of Sponsoring Organizations of the Treadway Commission, to identify the risks and control objectives related to the evaluation of our control environment. The internal controls for the Company are provided by executive management's review and approval of all transactions. Our internal control over financial reporting also includes those policies and procedures that:

- (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, and that our receipts and expenditures are being made only in accordance with the authorization of our management; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of our internal control over financial reporting as of December 31, 2009. This Annual Report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permits us to provide only management's report in this Annual Report.

Identified Material Weaknesses

A material weakness is a control deficiency, or combination of control deficiencies, that results in more than a remote likelihood that a material misstatement of the financial statements will not be prevented or detected.

Management identified the following material weaknesses during its assessment of our internal control over financial reporting

as of December 31, 2009:

- **Policies and Procedures for the Financial Close and Reporting Process** — Currently there are no written policies or procedures that clearly define the roles in the financial close and reporting process. The various roles and responsibilities related to this process should be defined, documented, updated and communicated. Failure to have such policies and procedures in place amounts to a material weakness to the Company's internal controls over its financial reporting processes.
- **Accounting and Finance Personnel Weaknesses** — Our current accounting staff is relatively small and we do not have the required infrastructure of meeting the higher demands of being a U.S. public company. Due to the size of our accounting staff, we have limitations in the segregation of duties throughout the financial reporting processes. Due to the pervasive nature of this issue, the lack of segregation of duties amounts to a material weakness to the Company's internal controls over its financial reporting processes
- **Lack of functioning Audit Committee** — Currently the company does not have an audit committee and did not have sufficient ongoing oversight by a committee resulting in ineffective oversight in establishing and monitoring of required financial reporting internal control procedures.

Management's Remediation Initiatives

In light of the foregoing, we plan to implement a number of remediation measures to address the material weaknesses described above. These organizational and process changes will improve our internal controls environment. The changes made through the date of the filing of this 10-K includes our retention of an outside Certified Public Accounting firm to assist us in the evaluation and testing of our internal control system and to identify improvement opportunities related to our accounting and financial reporting processes in order to streamline and improve the effectiveness of these processes. The Company's remediation plans include complete implementation and execution of controls and procedures identified in management's assessment of the entity level, financial reporting and other process level controls.

Management recognizes that many of these enhancements require continual monitoring and evaluation for effectiveness. The development of these actions is an iterative process and will evolve as the Company continues to evaluate and improve our internal controls over financial reporting.

Management plans to appoint an Audit Committee financial expert and have specified audit committee meetings that ensure ongoing oversight by a committee.

Management will review progress on these activities on a consistent and ongoing basis at the Chief Executive Officer and senior management level in conjunction with our Board of Directors. We also plan to take additional steps to elevate Company awareness about, and communication of, these important issues through formal channels such as Company meetings, departmental meetings, and training.

This Annual Report does not include an attestation report of the company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the company's registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the company to provide only management's report in this Annual Report.

Conclusion

As a result of management's assessment of the effectiveness of our internal control over financial reporting as of December 31, 2009, and the identification of the material weakness set forth above, management has concluded that our internal control over financial reporting is not effective. It is reasonably possible that, if not remediated, the material weaknesses noted above, could result in a material misstatement in our reported financial statements that might result in a material misstatement in a future annual or interim period. In light of the identified material weakness and the conclusion that our internal control over financial reporting is not effective, management will take the remediation initiatives set forth above.

Changes in Internal Control Over Financial Reporting

The changes in our internal controls over financial reporting that occurred during the period covered by this report, which has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting are detailed above in management's remediation initiatives.

ITEM 9B. OTHER INFORMATION

None

PART III

ITEM10. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT.

The directors and officers of the Company are listed below with information about their respective backgrounds. Each Director is elected to serve a one year term, until the next annual meeting of the shareholders or until their successor is elected (or appointed) and qualified. Our officers are appointed by our board of directors and hold office until removed by the board.

Our executive officers and directors and their ages as of December 31, 2009 is as follows:

NAME	AGE	POSITION
Jennifer Rapacki	52	CEO/President/Treasurer/Director
Matthew Maza	33	Secretary/Director

Set forth below is a brief description of the background and business experience of our executive officers and directors for the past five years.

Jennifer Rapacki, 52, President/CEO/Director. Ms. Rapacki has both a technical engineering background with a degree in Mechanical Engineering from Purdue University, as well as business knowledge due to a MBA degree from the University of Phoenix. Consequentially, she understands the operational business side, is able to support with trouble shooting, to resolve technical problems and to complement the long-term processes to maintain and expand competitive edges. Additionally, the business background enables optimization potential by enhancing capital structures, mediating potential cooperation partners to create synergies and implement her involvement and commitment to the company. With her experience of over 20 years in the corporate world working for Fortune 500 companies, she combines many aspects for creating sustainable business success.

Matthew Maza, 33, Secretary/Director. Mr. Maza is an attorney admitted to practice law in the State of Washington. He has extensive experience in the securities in regards to drafting private offering disclosures, acquisition/merger agreements, and stock subscription agreements. In addition he has extensive securities research background in the areas of NASD/SEC rule violations pertaining to fraud, unsuitability and other issues. He has researched globalization issues in various fields of study with a focus on trade related intellectual property. He has performed a Compliance Research Internship with the National Association of Securities Dealers Regulation (NASD). Mr. Maza graduated with a B.S. degree in Molecular Biology from University of Washington; has a B.S. degree in Economics from University of Washington; an M.B.A. degree from Seattle University Albers School of Business & Economics; a J.D. degree from Seattle University School of Law; and a LL.M. in Taxation from the University of Washington.

On March 30, 2010 Jennifer Rapacki, President/CEO of the registrant, received a letter from the majority shareholder requesting the resignations of the existing board members and approving the election of new board members: Kevin Jasper and Stephen Vlahos.

Effective as of April 1, 2010 the Board of Directors of the Registrant accepted the Resignation of Matthew Maza as a Director and Secretary of the registrant and its subsidiaries. Effective as of April 2, 2010 the Board of Directors of the Registrant accepted the Resignation of Jennifer Rapacki as a Director of the registrant.

Effective as of April 14, 2010, Kevin Jasper has been appointed by our Board of Directors to the position of Secretary.

Term of Office

Our directors are appointed for a one-year term to hold office until the next annual general meeting of our stockholders or until removed from office in accordance with our bylaws. Our officers are appointed by our board of directors and hold office until removed by the board.

Director Compensation

Our directors receive no compensation for their services as director at this time.

Director and Officer Insurance

The Company does not have directors and officers ("D & O") liability insurance at this time.

ITEM 11. EXECUTIVE COMPENSATION

The table below summarizes all compensation awarded to, earned by, or paid to our executive officers in their positions.

<u>Name and Principal Position</u>	<u>Year</u>	<u>Salary</u>	<u>Bonus</u>	<u>Stock Awards (\$)</u>	<u>Option Awards (\$)</u>	<u>Totals (\$)</u>
Jennifer Rapacki, CEO/President/Treasurer/Director	FY 2009	\$ 90,000(1)	30,000(2)	N/A	N/A	\$ 120,000
Matthew Maza, Secretary/Director	FY 2009	\$ 74,378(3)	N/A	N/A	N/A	\$ 74,378

- (1) Ms. Rapacki has been paid \$27,500. The remainder of the compensation is deferred and accrued until operational cash flow improves.
- (2) Ms. Rapacki's bonus of \$30,000 is deferred and accrued until operational cash flow improves.
- (3) Matthew Maza is paid as the company counsel and the fees indicated above have been deferred and accrued until operational cash flow improves.

Employment Agreements

President/CEO Employment Agreement

Effective June 29, 2009, Insight Management Corporation entered into an employment agreement with Ms. Rapacki with an annual base salary of \$130,000. Executive shall also be entitled to a bonus determined at the sole discretion of the Board of Directors, 15 days vacation per year and participation in the Company's Stock Option Plan. The agreement provides that upon termination of the executive's employment by the company for any reason other than for cause, or if the executive terminated her employment for good reason, the executive would be entitled to a lump sum payment equal to 1 year of base salary.

Issuance of Bonus

On July 15, 2009, the Board of Directors of the Company's subsidiary, Microresearch Corporation, approved a \$30,000 performance bonus for Microresearch President, Jennifer Rapacki, in consideration for the excellent performance of negotiating and closing the Rebel Testing, Inc. acquisition and closing the merger with Insight Management. The performance bonus completes all monetary compensation due to Ms. Rapacki, as President of Microresearch Corporation.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

We have no parents. We have one class of equity securities, our Common Stock. The following table provides the names and addresses of each person known to us to own more than 5% of our outstanding common stock as of December 31, 2009, and by the officers and directors, individually and as a group. Except as otherwise indicated, all shares are owned directly.

<u>Title of Class</u>	<u>Name and Address of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Owner (1)</u>	<u>Percent of Class</u>
Common Stock	Jennifer Rapacki ██████████, # ██████████ Orcutt, CA ██████████	- 0 -	--%
Common Stock	Matthew Maza ██████████, # ██████████ Orcutt, CA ██████████	- 0 -	--%
Common Stock	Cede & Co Depository Trust Company PO Box 222 Bowling Green Station New York, NY 10274	84,381,250	16.32%

Common Stock	Tech Development LLC Natsui GF Irrevocable Trust 408 West 57th Street, Suite 8E New York, NY 10019 Attention: Edward J. da Parma, Trustee	315,044,772	60.94%
--------------	---	-------------	--------

The percent of class is based on 516,953,806 shares of common stock and outstanding on December 31, 2009.

All Officers and Directors as a group (2 Persons)

- (1) Pursuant to the rules and regulations of the Securities and Exchange Commission, shares of Common Stock that an individual or entity has a right to acquire within 60 days pursuant to the exercise of options or warrants are deemed to be outstanding for the purposes of computing the percentage ownership of such individual or entity, but are not deemed to be outstanding for the purposes of computing the percentage ownership of any other person or entity shown in the table.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS ISSUANCE OF STOCK

None.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Audit Fees

For our fiscal year ended December 31, 2009 and 2008, we were invoiced approximately \$69,631 and \$42,605, respectively for professional services rendered for the audit of the Company's annual statements and reviews of interim quarterly financial statements included in the Company's Forms 10-Qs in 2009.

Audit Related Fees

Additional audit fees were invoiced in 2009 of \$31,284 for professional services rendered related to the PCAOB audit of Rebel Testing, Inc. In addition, we were invoiced \$14,350 in 2008 for professional services rendered for acquisitions.

Tax Fees

For our fiscal year ended December 31, 2009, we were invoiced approximately \$4,310 for professional services performed related to preparation of the 2008 tax returns. There were no tax preparation fees invoiced from our principal accountant for the year ended December 31, 2008.

All Other Fees

The Company incurred no additional expenses in this area for 2009 and 2008.

Pre-approval Policy

Our Board of Directors has adopted a procedure for pre-approval of all fees charged by our independent auditors. Under the procedure, the Board approves the engagement letter with respect to audit, tax and review services. Other fees are subject to pre-approval by the Board, or, in the period between meetings, by a designated member of Board. Any such approval by the designated member is disclosed to the entire Board at the next meeting. The audit and tax fees paid to the auditors with respect to fiscal year 2009 and 2008 were approved by the entire Board of Directors.

ITEM 15. EXHIBITS

Index to Exhibits

- 3.1(1) Articles of Incorporation of the Company
- 3.2 (1) By-Laws of the Company
- 10.1 (1) President/CEO Employment Agreement, dated June 29, 2009
- 31.1 (2) Certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 (2) Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as Adopted, pursuant to section 906 of the Sarbanes-Oxley act of 2002
- (1) Previously Filed

(2) Filed herewith

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Insight Management Corporation has duly caused this Report to be signed on behalf of the undersigned thereunto duly authorized on May 4, 2010.

Insight Management Corporation

By: /s/ Jennifer Rapacki
 Jennifer Rapacki
 Chief Executive Officer, President

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed by the following persons in the capacities indicated and on May 3, 2010.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jennifer Rapacki</u> Jennifer Rapacki	Chief Executive Officer, President	May 4, 2010

INSIGHT MANAGEMENT CORPORATION
A Florida Corporation



676 A Ninth Ave # 207
New York, New York 10036

2012 ANNUAL REPORT
AS OF DECEMBER 31, 2012

Contents

Transfer Agent	3
List any restrictions on the transfer of security	3
Consolidated Balance Sheet	8
Consolidated Statement of Operations	10
Consolidated Statement of Cash Flows	11
Notes to Consolidated Financial Statements.....	12
A. Issuer’s Business:.....	18
B. Date and Jurisdiction of Incorporation	18
C. Primary and Secondary SIC Codes:	18
D. Fiscal Year.....	18
E. Principal Products and Services, and their markets.....	19
7. Issuer’s Facilities	19
8. Officers, Directors and Control Persons	20
A. Officers, Directors and Control Persons	20
B. Legal/Disciplinary History	21
C. Beneficial Shareholders	21
9. Third Party Providers	22
Legal Counsel:.....	22
Accountant or Auditor	22
Investor Relations Consultant.....	22
Other Advisor.....	22
10. Issuer Certification.....	23

1. **Name of the issuer and its predecessors (if any)**

Insight Management Corporation-September 11, 2008
Skreem Record Corporation – March 10, 2006.

2. **Address of the issuer’s principal executive offices:**

676 A Ninth Ave #207
New York, New York 10036
(866) 787-3583
info@insightmanagement.com

3. **Security Information:**

Trading Symbol: ISIM

Exact title of securities outstanding: Common Voting
Preferred Series “A”

CUSIP: 45776Q 307

Par or Stated Value: Common Voting = \$0.00014
Preferred Series “A”= \$ 10.00

Total shares authorized: Common Voting: 3,000,000,000as 12/31/2012
Preferred Series “A”: 3 as of 12/31/2012

Total shares outstanding: Common Voting: 1,004,452 as of 12/31/2012
Preferred Series “A”: 1 as of 12/31/2012

Transfer Agent

Name: Transfer On-line

Address: 512 SE Salmon Street,

Address: Portland, OR 97214

Phone: 503.227.2950

Is the Transfer Agent registered under the Exchange Act? Yes [x] No []

List any restrictions on the transfer of security:

Common Voting: 340,701 shares restricted pursuant to Rule 144

Preferred Series “A”: Restricted pursuant Rule 144 and terms of preference

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

4. Issuance History:

For year ended December 31, 2011:

Date of Issuance	Number of Shares	Person/ Entity	Nature of Issuance	Jurisdiction (if any)	Offer Price	Price paid	Trading Status	Legend Yes/No	Name of control person of purchasing entity
1/24/2011	70,000,000	The Good One Inc.	Partial payment promissory note				Restricted	Yes	
2/7/2011	416,666,667	Asher Escrow	Settle debt				Free trading	No	
3/2/2011	5,500,000	Asher Escrow	Settle debt				Restricted	Yes	
3/2/2011 ¹	75,424	The Good One Inc.	Partial payment promissory note				Restricted	Yes	
3/10/2011	13,643	JCSD Consulting	Services Consulting				Restricted	Yes	
3/16/2011	83,855 ²	Swart, Baumruk & Company	accounting				Restricted	Yes	
3/28/2011	2,000,000	David Kimmel	Services Director exp.				Restricted	Yes	
3/28/2011	5,500,000	Kevin Jasper	Services Director exp.				Restricted	Yes	
3/28/2011	3,000,000	Stephen Vlahos	Services Director exp.				Restricted	Yes	
3/29/2011	1,596,720	Kaleidoscope Reality	Partial payment promissory note				Restricted	Yes	
3/30/2011	79,446	Power Nanotech	506-purchase of patent	NY			Restricted	Yes	Longin Helmut
4/6/2011	9,000,000	M. David Sayid	Services legal				Restricted	Yes	
4/7/2011	2,610,958	Bill McFarland	Services Consulting				Restricted	Yes	
5/25/2011	2,949,283	The Good One Inc.	Partial payment promissory note				Restricted	Yes	

¹ 75,424 Cancelled 3/1/2011

² 83,885 Cancelled 3/17/2011

5/27/2011	2,738,313	Kaleidoscope Reality	Partial payment promissory note	Restricted	Yes
5/31/2011	2,298,362	Bill McFarland	Services Consulting	Restricted	Yes
5/31/2011	92,808	JCSD Consulting	Services Consulting	Restricted	Yes
8/10/2011 ³	10,500,000	David Kimmel	Director exp Services	Restricted	Yes
8/10/2011	29,000,000	Kevin Jasper	Director exp Services	Restricted	Yes
8/10/2011	34,000,000	M. David Sayid	legal Services	Restricted	Yes
8/10/2011	17,000,000	Stephen Vlahos	Director exp Services	Restricted	Yes
8/11/2011	4,447,969	Kaleidoscope Reality	Partial payment promissory note	Restricted	Yes
10/19/2011	10,470,000	Bill McFarland	Services Consulting	Restricted	Yes
10/20/2011	10,368,927	Kaleidoscope Reality	Partial payment promissory note	Restricted	Yes
10/26/2011	7,017,544		Assigned debt payment Kaleidoscope debt	Restricted	Yes
10/31/2011	16,781,962	Donald Pratt	Assigned debt payment Kaleidoscope debt	Restricted	Yes
11/17/2011	10,453,760	The Good One Inc.	Partial payment promissory note	Restricted	Yes
11/17/2011	13,000,000	Kaleidoscope Reality	Partial payment promissory note	Restricted	Yes
12/12/2011	187,000	JCSD Consulting	Services- Consulting	Restricted	Yes

³ 10,500,000 Cancelled 12/08/11

12/12/2011	2,000,000	David Simpson	Services Director exp				Restricted	Yes	
------------	-----------	---------------	--------------------------	--	--	--	------------	-----	--

Note on February 11, 2011 shares issued prior to that date subjected to a 1:1000 reverse split

For the year ended December 31, 2012:

Date of Issuance	Number of Shares	Person/ Entity	Nature of Issuance	Jurisdiction (if any)	Offer Price	Price paid	Trading Status	Legend Yes/No	Name of control person of purchasing entity
1/13/2012	18,500,000	The Good One Inc.	Partial payment promissory note				Restricted	Yes	
1/31/2012	588,235	Magna Group	Settlement default				Free Trading	No	
2/7/2012	724,637	Magna Group	Settlement default				Free Trading	No	
2/14/2012	3,409,090	Magna Group	Settlement default				Free Trading	No	
2/28/2012	4,629,629	Magna Group	Settlement default				Free Trading	No	
3/2/2012	11,363,636	Magna Group	Settlement default				Free Trading	No	
3/6/2012	10,000,000	Magna Group	Settlement default				Free Trading	No	
3/15/2012	11,973,180	Fairhills Capital Offshore		504 FI	0.004	0.002	Free Trading	No	
3/28/2012 ⁴	12,000,000	Hanover Holdings II, LLC		506 See	Foot	note	Free Trading	No	
4/11/2012	2,000,000	JCSD Consulting Inc	Services Consulting				Restricted	Yes	
4/13/2012	3,121,282	Asher Insight Escrow	Cure defaulted Note				Free Trading	No	
4/17/2012	9,270,581	Asher Insight Escrow	Cure defaulted Note				Free Trading	No	
4/23/2012	23,000,000	Fairhills Capital Offshore		504 FI	0.0016	0.0008	Free Trading	No	
4/23/2012	9,493,671	Asher Insight Escrow	Cure defaulted Note				Free Trading	no	
4/25/2012	9,154,930	Asher Insight Escrow	Cure defaulted Note				Free Trading	No	

⁴ 12,000,000 Cancelled 4/26/2012 for failure to fund.

4/30/2012	6,716,418	Asher Insight Escrow	Cure defaulted Note					Free Trading	No
5/4/2012	5,593,220	Asher Insight Escrow	Cure defaulted Note					Free Trading	No
5/4/2012	2,586,207	Asher Insight Escrow	Cure default					Free Trading	No
5/8/2012	9,482,759	Asher Insight Escrow	Cure defaulted Note					Free Trading	no
5/9/2012	21,500,000	Fairhills Capital Offshore		504	FI	0.0018	0.0009	Free Trading	No
5/9/2012	9,482,759	Asher Insight Escrow	Cure defaulted Note					Free Trading	No
5/16/2012	9,322,034	Asher Insight Escrow	Cure defaulted Note					Free Trading	No
5/17/2012	9,482,759	Asher Insight Escrow	Cure defaulted Note					Free Trading	No
5/21/2012	6,296,296	Asher Insight Escrow	Cure defaulted Note					Free Trading	No
7/3/2012	34,584,524	Swart, Baumruk & Co	Services Accounting					Restricted	Yes
7/26/2012	20,000,000	EMSEG & Co		504	WI	0.01	0.005	Free Trading	No
8/6/2012	10,000,000	JCSD Consulting Inc	Services Consulting					Restricted	Yes
8/13/2012	16,500,000	Kevin Jasper	Services Director Exp.					Restricted	Yes
8/13/2012	17,000,000	M. David Sayid	Services Legal					Restricted	Yes
8/13/2012	10,000,000	Stephen Vlahos	Services Director Exp.					Restricted	Yes
8/21/2012	30,000,000	EMSEG & Co		504	WI	0.0008	0.0004	Restricted	Yes
10/1/2012	9	Cede & Co	To settle fractional shares due to reverse					Free Trading	No

Note that shares issued prior to August 12, 2012 were subject to a 1:500 reverse split

5. Financial Statements

Insight Management Corporation

Consolidated Balance Sheet

Fiscal Years ending December 31, 2012 and December 31, 2011
Unaudited

Assets		
Current assets	12/31/2012	12/31/2011
Cash	\$106.00	\$69,765
Investments	-	(23,569)
Inventories	-	88,595
Accounts receivable	-	65,753
Pre-paid expenses	2,772.00	1,773
Notes receivable	1,500.00	11,735
Total current assets	4,378.00	214,052
Fixed assets	12/31/2012	12/31/2011
Property and equipment	105.00	522,828
Leasehold improvements	-	-
Equity and other investments	-	-
Less accumulated depreciation	-	-
Total fixed assets	105.00	522,828
Other assets	12/31/2012	12/31/2011
Goodwill	-	2,082,127
Total other assets		

Total assets		
	4,483	2,819,007
Liabilities and owner's equity		
Current liabilities		
	12/31/2012	12/31/2011
Accounts payable	615,576	657,242
Short term notes payable	11,000	650,208
RTI Loan	32,115	30,296
Convertible Notes payable	65,291	6,256,967
Total current liabilities		
	723,982,000	7,594,713,000
Long term liabilities		
	12/31/2012	12/31/2011
Long term convertible notes payable	-	-
Total long term liabilities		
	-	-
Owner's equity		
	12/31/2012	12/31/2011
Preferred stock: Series A \$ 10 par value, 3 shares authorized; 1 share issued and outstanding	10	10
Common stock 3,000,000,000 shares authorized, par value \$0.00014; 1,004,452 issued and outstanding Sept 30, 2012 and -- outstanding December 31, 2012	141	27,702
Additional paid in capital	15,914,060	17,090,141
Accumulated retained earnings	(16,633,710)	(21,893,559)
Total owner's equity		
	(719,499)	(4,775,706)
Total liabilities and owner's equity		
	4,483	2,819,007

The accompanying notes are an integral part of the financial statements

BALANCE OF PAGE LEFT INTENTIONALLY BLANK

Insight Management Corporation

Consolidated Statement of Operations

For the three months ended and
the period ending December 31, 2012 and
December 31, 2011
Unaudited

	Three months ended	Fiscal year	Fiscal year
	12/31/12	12/31/2012	12/31/2011
Revenue			
Operating Income	\$ -	\$ 113,268	\$ 541,455
Cost of Sales	-	(26,542.00)	(111,871)
	\$ -	\$ 86,726	\$ 429,584
Operating Expenses			
Selling and general administrative expense	2,373	30,840	17,736
Consulting fees	-	6,000	67,980
Payroll and compensation	1,497	51,282	154,739
Professional fees	168,542	231,687	
Other operating expense	-		33,855
Depreciation and amortization			11,201
Total cost and expense	172,412	319,809	515,338
Net income (loss)	\$ (172,412)	\$ (319,809)	\$ (515,338)
Other income and expense			
Interest income (expense)	(7,603)	(76,028)	(8,265,637)
Impairment of intangible asset	-		5,000,000
Gain (loss) on settlement of debt	233,001	5,662,341	132,500
Net gain (loss) on disposals	-		1,825
Net other income (expense)	225,398	5,586,313	8,265,637
Net income (loss)	2,986	5,353,230	(877,554)

The accompanying notes are an integral part of the financial statements

Insight Management Corporation
Consolidated Statement of Cash
Flows

For the Three months ended and
the fiscal years ending December 31, 2012 and
December 31, 2011

Unaudited

	Fiscal year ended	Fiscal year ended
	31-Dec-12	31-Dec-11
Cash flows from operating activity		
Net income (loss)	\$ 5,259,849	\$ (11,792,351)
Adjustments to reconcile net loss to cash used by operating activities		
Gain (loss) on debt forgiveness	11,675,513	
Shares issued for services		
Gain (loss) on disposal of equipment		
Depreciation and amortization	3,836,978	1,398,230
Impairment of intangible asset		1,020,577
Change in operating assets and liabilities		
Inventory	88,595	(54,664)
Accounts receivables	65,753	(57,514)
Other current assets	23,659	(23,659)
Accounts payable and accrued expenses	41,666	(343,358)
Net cash provided (used) in operating activities	\$ 20,992,013	(9,849,739)
Cash flows from investing activities		
Cash paid for property, plant and equipment	-	
Net cash provided (used) by investing activities	\$ -	
Cash provided (used) by financing activities		
Proceeds from short term notes payable		47,896
Payments of short term notes payable	(637,389)	
Proceeds from convertible notes payable	(6,191,676)	
Proceeds from sale of preferred stock		10
Shareholder contributions		
Proceeds from sale of common stock	(27,561)	(73,648)
Paid in capital	(14,205,046)	9,938,385
Net cash provided (used) by financing activities	(21,061,672)	9,912,633

Cash at beginning of period	69,765	6,871
Net change in cash and cash equivalents	(69,659)	62,894
Cash at end of period	106	69,765

The accompanying notes to the financials are an integral part of the financial statements

Insight Management Corporation

Notes to Consolidated Financial Statements

Fiscal year ended December 31, 2012

1. Basis of Financial Statement Presentation

Interim Financial Information

The accompanying unaudited consolidated financial statements of Insight Management Corporation (the "Company" or "we") have been prepared in accordance with principles generally accepted in the United States of America for interim financial information and applicable rules of Regulation S-X. Accordingly, they do not include all of the information and notes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. The interim financial statements and notes should be read in conjunction with the financial statements and notes thereto included in the annual report ending December 31, 2011. Operating results for the three and six months ended June 30, 2012 and restated for the period March 31, 2012 due to the repudiated acquisition of Plant Acadia Growing, Inc. are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2012.

Subsequent Events

We have evaluated subsequent events and transactions for potential recognition or disclosure in the accompanying financial statements. The Company's Board of Directors has decided to cancel the acquisition of Plant Acadia Growing Inc. effective the beginning of the third quarter. The financials contained herein assume the completion of the repudiation of the acquisition and restate the financial statements for the first quarter under the same assumption.

2. Development Stage Operations

Prior to the previously reported acquisition of Rebel Testing, Inc. ("RTI") on June 30, 2009, the Company had presented its financial statements as a development stage company as it had not realized significant revenues. With the acquisition of RTI, the Company exited development stage status and discontinued the financial statement presentation requirements under Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 915, *Development Stage Entities*. However, upon the loss of control and deconsolidation of RTI effective October 1, 2009, the Company re-entered the development stage effective October 1, 2009 and thus re-implemented the reporting requirements of ASC Topic 915 as of that date (see Note 5). In November of 2010, the Company acquired Plant Acadia Growing and its wholly owned subsidiary Simpson Brothers Greenhouse LLC and has consolidated its revenues and will exit the development stage effective December 31, 2011. In July, 2012, on the basis of several disputes over the acquisition agreement, the Board of Directors repudiated the acquisition of Plant Acadia Growing, Inc. and the Company has once again entered the development stage retroactively to January 1, 2012.

3. Acquisitions

Simply Constructed

On September 24, 2010, the Company acquired Simply Constructed, Inc., a Wyoming corporation, for \$5,000,000. The Company issued the shareholder of Simply Constructed a Convertible Promissory Note with a beneficial conversion feature due April 1, 2011 at an interest rate of 6% per annum. Subject to conditions specified in the Convertible Note agreement the outstanding principal amount and accrued interest are automatically convertible to common shares of the Company at the maturity date, limited to not more than 4.9% of the then total issued and outstanding shares of the Company, the number of which is equal to the product of the principal amount at 30% of the average closing bid price of the three trading days preceding the conversion date. In return, the Company acquired 100% of the issued and outstanding shares of Simply Constructed, including all rights to its currently pending patent application, and green energy lines of business. As of September 30, 2010, the Company has recorded an impairment loss of \$5,000,000 on the intangible asset acquired.

Plant Acadia Growing, Inc.

On November 11, 2010, the Company acquired Plant Acadia Growing, Inc. The Company issued a Convertible Promissory Note with a beneficial conversion feature at an interest rate of 6% per annum in the amount of \$2,600,000. Subject to conditions specified in the Convertible Note agreement the outstanding principal amount and accrued interest are automatically convertible to common shares of the Company at the maturity date, limited to not more than 4.9% of the then issued and outstanding shares of the Company, the number of which is equal to the product of the principal amount at 30% of the average closing bid price of the three trading days preceding the conversion date. In return, the Company acquired 100% of the issued and outstanding shares of Plant Acadia Growing, Inc., including all rights to Simpson Brothers Greenhouse, LLC.

The Company engaged Vantage Point Advisors, Inc. to perform an independent valuation of the Plant Acadia acquisition.

On July 1, 2012, the Company withdrew from the acquisition agreement with Plant Acadia Growing, Inc. thereby no longer consolidating the financial statements of its subsidiary Simpson Brothers Greenhouse, LLC. The Board of Directors has decided that the subsidiary is outside the scope of its business development. Further, Plant Acadia has been unable to generate sufficient revenues to complete the purchase and has been notified of its default on the purchase agreement of Simpson Brother's. Without the subsidiary limited liability company, Plant Acadia does not advance the Company's energy business plan. In the second quarter the subsidiary ceased reporting its financial statements to the Company, and that is reflected in the quarterly statements for the second and third quarters, ending June 30, 2012 and Sept 30, 2012. The Company is still in negotiations with the subsidiary and has not been able to determine the charge to its financials should the acquisition be withdrawn.

4. Recently Adopted and Issued Accounting Standards

Adopted

Effective January 1, 2010, the Company adopted changes issued by the FASB on January 21, 2010, to disclosure requirements for fair value measurements. Specifically, the changes require a reporting entity to disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers. The changes also clarify existing disclosure requirements related to how assets and liabilities should be grouped by class and valuation techniques used for recurring and nonrecurring fair value measurements. The adoption of these changes had no impact on the financial statements.

Effective January 1, 2010, the Company adopted changes issued by the FASB on February 24, 2010, to accounting for and disclosure of events that occur after the balance sheet date, but before financial statements are issued or

available to be issued, otherwise known as “subsequent events.” Specifically, these changes clarified that an entity that is required to file or furnish its financial statements with the Securities and Exchange Commission (“SEC”) is not required to disclose the date through which subsequent events have been evaluated. Other than the elimination of disclosing the date through which management has performed its evaluation for subsequent events, the adoption of these changes had no impact on the financial statements.

Issued

In January 2010, the FASB issued changes to disclosure requirements for fair value measurements. Specifically, the changes require a reporting entity to disclose, in the reconciliation of fair value measurements using significant unobservable inputs (Level 3), separate information about purchases, sales, issuances, and settlements (that is, on a gross basis rather than as one net number). These changes become effective for the Company beginning January 1, 2011. Other than the additional disclosure requirements, management has determined these changes will not have an impact on the financial statements.

In September 2011, FASB issued changes in the requirements for testing Goodwill for impairment. The objective the amendment is to simplify how entities test goodwill impairment. It permits an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the goodwill impairment test described in Topic 350.

Previous guidance under Topic 350 required an entity to test goodwill for impairment, on at least an annual basis, by comparing the fair value of a reporting unit with its carrying amount, including goodwill (step one). If the fair value of a reporting unit is less than its carrying amount, then the second step of the test must be performed to measure the amount of the impairment loss, if any. Under the amendments in this Update, an entity is not required to calculate the fair value of a reporting unit unless the entity determines that it is more likely than not that its fair value is less than its carrying amount. The Company is required to adopt this amendment for annual and interim financial reports for fiscal years after December 15, 2011.

In June 2011, FASB issued changes in the requirements for the presentation of Other Comprehensive Income to improve the comparability, consistency, and transparency of financial reporting and to increase the prominence of items reported in other comprehensive income. The amendments require that all non-owner changes in stockholders’ equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The Company is required to adopt this amendment retroactively for annual and interim reports after December 15, 2011. Management has determined that this amendment will not impact the Company’s financials.

5. Going Concern

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally acceptable in the United States of America, which contemplate the continuation of the Company as a going concern. The Company has operated as a development stage enterprise and only recently has established an ongoing source of revenues, which has yet to produce revenues to sufficient to cover its operating costs and allow it to continue as a going concern, relying instead upon limited exempt private offerings of its securities and debt obtained primarily from related parties to fund its development activities while incurring significant losses and a working capital deficit.

The Company’s ability to continue in existence is dependent upon developing sources of capital to continue its development activities. Management’s plan is to raise capital through additional private offerings and financing initiatives. The accompanying financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amount and classification or liabilities or other adjustments that might be necessary should the Company be unable to continue as a going concern.

6. Fair Value Measurements

The Company adopted certain provisions of FASB ASC Topic 820, “*Fair Value Measurements and Disclosures*,” as of April 1, 2009, to evaluate the fair value of certain of its financial assets required to be measured on a recurring basis. Under FASB ASC Topic 820, based on the observability of the inputs used in the valuation techniques, the Company is required to provide the following information according to the fair value hierarchy. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Financial assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

- Level 1. Observable inputs such as quoted market prices in active markets;
- Level 2. Inputs, other than the quoted prices in active markets that are observable either directly or indirectly; and
- Level 3. Unobservable inputs in which there is little or no market data, which require the reporting entity to develop on its own assumptions.

7. Debt

In February 2012, the Company, with the assistance of legal counsel began an aggressive reorganization, primarily of restructuring the Company’s debt. This restructuring resulted in a significant decrease in the amount owed on the Notes to various lenders. The Company eliminated the balance of the \$5,000,000 Convertible Note to Kaleidoscope, in the amount of \$3,297,077.

In July 2012, the Company eliminated an additional \$1,399,316 in debt held by The Good One, Inc. which represents the balance of its convertible note of \$2,600,000.

In November 2012, the Company came to terms with a majority of its trade accounts. At the start of the fourth (4th) quarter, the Company had accounts payable and accrued liabilities of \$1,129,694. The primary accrued expenses were compensation to the current officer and directors of the Company, who have agreed to waive said accruals. Most trade accounts have settled with the Company and the remaining accounts payable and accrued expenses have been reduced to a total of \$615,576.

During the fourth (4th) quarter the Company has resolved certain matter with Convertible Note Holders resulting in additional debt forgiveness and a reduction of Convertible Notes to only one remaining with Swart Accountants in settlement of their invoice in the amount of \$65,291.00

Short-Term Notes Payable

As of November 13, 2012 the Company has unsecured short term notes with no conversion feature in the amount of \$11,000:

JSDC Consulting	\$6,000
LTP Consulting	5,000

As of Sept. 30, 2012, the Company has unsecured short term notes in the amount of \$ 33,296. Each of these Notes has a conversion feature giving the Company the option to convert them to restricted common shares upon their maturity. The beneficial conversion feature allows for conversion at 30% of the average bid price over three day period as of the date of conversion.

As of June 30, 2012, the Company has unsecured short term notes in the amount of \$ 30,950. Each of these Notes has a conversion feature giving the Company the option to convert them to restricted common shares upon their maturity. The beneficial conversion feature allows for conversion at 30% of the average bid price over three day period as of the date of conversion.

Convertible Notes Payable

Subject to conditions specified in the Convertible Promissory Notes agreements, the outstanding principal amounts and accrued interest are automatically convertible to common shares of the Company at maturity, the number of which is equal to the product of the principal amount at 30% of the average closing market price of the three trading days preceding the conversion date.

In accordance with provisions contained in the Convertible Notes agreements, conversion of the Notes is contingent upon a future action of the Company, in particular the approval of sufficient authorized shares in order to effect the conversion of a note. Should this action not occur, the notes are payable in cash. Due to this uncertainty, the notes were recorded at face value to convertible notes payable. No values for the beneficial features were recognized. Should the previously described action required by the Company occur for any of the notes, at that time the carrying value of that note will be discounted by the value of the note's beneficial conversion feature, with off-setting amount recorded to additional paid in capital. The note discount will then be amortized to interest expense using the effective yield method over any remaining maturity period.

Convertible Notes Payable

In September and October of 2012, the Company informed the Good One Inc. and Kaleidoscope Reality that it was contemplating legal action in relation to the Convertible Notes in the amount of \$2,600,000 and \$5,000,000, respectively. In order to avoid litigation these note holders these notes holders have repudiated their notes and returned a significant number of shares associated with the conversions already completed.

In July, 2012, the Company entered into negotiations to restructure the Note acquired on November 11, 2010, the Company acquired Plant Acadia Growing, Inc. from The Good One Inc. for \$2,600,000. The Note to the Good One Inc. referenced above has been eliminated by agreement between the parties as part of the unwinding of the acquisition of Plant Acadia Growing Inc.

As of March 31, 2012 the Company through agreement with the Note Holder eliminated the balance of the Note acquired on September 20, 2010 the Company acquired Simply Constructed Inc., for \$5,000,000. The Company issued to the sole shareholder of Simply Constructed a Convertible Promissory Note due April 1, 2011 at an interest rate of 6% per annum. Subject to conditions specified in the Convertible Promissory Note agreement, the outstanding principal amount and accrued interest are automatically convertible to common shares of the Company at the maturity date, limited to not more than 4.9% of the total of the then issued and outstanding shares of the corporation, the number of which is equal to the product of the principal amount at 30% of the average closing market price of the three trading days preceding the conversion date.

In accordance with the provisions of FASB ASC Topic 470-20, the Company calculated the aggregate value of the embedded beneficial conversion features in connection with the issuances of the convertible notes. The fair value of the embedded beneficial conversion feature was estimated to be the difference between the issue date fair value and face amount of the debt, with the fair value of the debt being determined on a relative fair value basis based on the underlying estimated fair values of the common shares issuable on conversion.

8. Common Stock Transactions

There have been no common stock transactions completed during the fourth quarter.

During the third quarter ending Sept. 30, 2012, the Company raised \$21,000 by selling 50,000,000 of restricted common shares pursuant to the exemption provided by Rule 504 of the Securities and Exchange Act. Subsequently, in August, 2012, the Board of Directors approved and effectuated a reverse dividend of 1:500 common shares owned. The reverse split was a condition to the acquisition of Relox Medical, LLC, which failed to be consummated during the quarter.

During the period ending June 30, 2012, the Company issued 99,417,342 shares of common stock; (i) 44,500,000 common shares pursuant to two (2) sales to accredited investors under Rule 504 of the Securities and Exchange Act for an aggregate total of \$40,000.00; (ii) 2,000,000 to a related creditor to settle an money obligation valued at \$6,000, the Company recognized a loss of \$(1,250.00) on the transaction; and (iii) 52,917,342 common shares in settlement of \$59,000 of convertible debt, the beneficial conversion effect of said transaction was included in additional paid-in capital of \$5,305.

On March 12, 2012, the officers and directors of the Company, as well as its legal counsel returned to Treasury 41,000,000 shares of common stock previously issued as follows:

Kevin Jasper, President and Chair	15,000,000
Stephen Vlahos, VP and Director	6,000,000
M. David Sayid, General Counsel	20,000,000

In addition to the surrender of these shares by the above individuals, pursuant to managements' restructuring program an additional 280,000,000 shares were cancelled, while an additional 66,758,847 were issued in settlement of debt and to raise capital pursuant to Rule 504:

On March 21, 2012, the Company raised \$25,000 in an offering under Rule 504 issuing in return 36,000,000 shares of common stock.

On January 13, 2012, the Company issued 18,500,000 shares to The Good One, Inc. in debt settlement pursuant to its Convertible Promissory Note.

In March, 2012 the Company issued 12,558,847 shares in settlement of short term borrowing from related parties in the amount of \$ 5000.

9. Subsequent Events

The Company entered into a Definitive Agreement with Advantage Disposal Solutions, a Delaware corporation. The Company will acquire Advantage for 125,000,000 common shares and 20,000,000 Preferred Series stock. The Preferred shares are anti-dilutive and convert within six years of issuance to common stock. The effective date of the acquisition is January 22, 2013. A copy of the agreement is posted at www.otcmarkets.com/ISIM.

Advantage is a development stage company and is the holder of a proprietary method of waste water transportation, processing, and disposal industry. It plans to facilitate the disposal of waste byproducts of drilling, completion, and production of oil and gas wells. The company seeks to use injection wells to dispose waste water. Advantage Disposal Solutions, Inc. markets directly to waste water producers, trucking companies, and energy providers in North Dakota. The company was founded in 2011 and is based in Queen Creek, Arizona.

In concert with this acquisition, the Board of Directors have notified FINRA of their approval of a 24:1 forward split of common stock for all shareholders of record on 1/22/2013.

Upon the effective date of the Acquisition, there will be a change in control of the Company with the shareholders of Advantage holding controlling interest of 80% of the issued and outstanding common stock.

6. Describe Issuer's Business, Products and Services

A. Issuer's Business:

The Company is in the developmental stage and preparing to engage in the following green enterprises:

1. Well Head Services: Upon the effective date of its pending acquisition, and using a proprietary method of waste water transportation, processing, and disposal industry. It plans to facilitate the disposal of waste byproducts of drilling, completion, and production of oil and gas wells. The company seeks to use injection wells to dispose waste water. Advantage Disposal Solutions, Inc. markets directly to waste water producers, trucking companies, and energy providers in North Dakota.

1. Construction: Using C-S.S.I.P panels (completed- steel structural insulated panels), a factory manufactured wall system that replaces standard stick framing and batt insulation. It is a solid one piece wall section composed of an all steel welded structural frame that has been pre- configured with all electrical outlets, jacks, communications, DSL, phone etc. within a standard cam locking device connecting the entire home seamlessly. Imagine panels built with steel and delivered to your building site as a finished product ready to plug and play.

2. Solar Energy: The Company, in March of 2011, acquired a pending patent from Power Nanotech and is focusing on further developing proprietary "Solar Nanotechnology", as well as interests in established solar energy operations. With nanotechnology, tiny solar cells can be printed onto flexible, very thin light-retaining materials, bypassing the cost of silicon production.

B. Date and Jurisdiction of Incorporation

The Company is incorporated in the State of Florida. It was originally incorporated as Skreem Record Company on May 10, 2006 and amended the articles of incorporation to effect a name change to Insight Management Corporation on September 11, 2008.

C. Primary and Secondary SIC Codes:

Primary SIC Code: 1311

Secondary SIC Code: 1389

D. Fiscal Year

The Company's fiscal year end date is: December 31.

E. Principal Products and Services, and their markets

Simply Constructed: Developmental Stage

It has three (3) major product groups:

1. **State of the art Prefab Homes:** *Our homes are manufactured using our C-S.S.I.P panels (completed- steel structural insulated panels), a factory manufactured wall system that replaces standard stick framing and batt insulation. It is a solid one piece wall section composed of an all steel welded structural frame that has been pre- configured with all electrical outlets, jacks, communications, DSL, phone etc. within a standard cam locking device connecting the entire home seamlessly. Imagine panels built with steel and delivered to your building site as a finished product ready to plug and play.*

2. **Solar Energy:** *Focuses on acquiring and or developing proprietary "Solar Nanotechnology", as well as interests in established solar energy operations. With nanotechnology, tiny solar cells can be printed onto flexible, very thin light-retaining materials, bypassing the cost of silicon production.*

Simply is positioning itself to grow with solar technology and is building the future with steel welded cyclone roof panels that incorporate solar nanotechnology and are completely water proof and self-contained, provide 100% self-sufficient electrical power supplies that are free from the power grid, produce "0" emissions and use no fossil fuel.

3. **Custom Living Spaces Delivered:** *Completely finished all aluminum constructed Ocean Cargo Containers that are waterproofed, fireproofed, insulated and reinforced to withstand hurricanes, tornados, earthquakes fire and floods. Simply re-engineers the floor plan to suit the customer's needs; built stronger with better quality materials and state of the art options for the future that would allow a change of themes without tearing down the walls. Master crafted in a controlled environment.*

The market place for Simply's products is the commercial, residential and industrial housing market. Simply's operations have been severely impaired by the current condition of this market and is not currently generating any operating revenues.

7. Issuer's Facilities

The Company shares office space in New York on a rent fee basis. It owns no real property, equipment limited to office equipment.

8. Officers, Directors and Control Persons

A. Officers, Directors and Control Persons

Kevin Jasper – President/ CEO

Beneficial Share Ownership: 72,004 Common Shares

1 Preferred "A"

Insight Management Corporation CEO / President / Treasurer Kevin Jasper has spent most of his career in the private sector as a CEO and Director for small corporations in the Commercial Recording industry, Real Estate industry and International Entertainment Distribution industry.

Mr. Jasper is multi-talented with experience and success as a top International Independent Distributor for worldwide marketing groups. Currently President of a Manhattan NY, real estate and property management company as well as a partner of Groove Capital Entertainment Group, LLC, a New York limited liability company, engaged in the representation, marketing and distribution of media for American and Japanese business groups.

As a leader, Mr. Jasper has demonstrated high standards of integrity through personal commitment and a "hands on" involvement in every aspect of the business. Mr. Jasper maintains the corporate vision on a day-to-day basis through a tireless commitment to solid communication at all levels of management. Mr. Jasper's leadership provides motivation, training and support through his personal involvement. With extensive experience in financial management, Mr. Jasper is recognized for improving efficiency and effectiveness of organizations. His talent to identify and assess needs of other managers and executives is focused on obtaining results.

Stephen Vlahos Director and Vice President

Beneficial Ownership – 42,000 Common shares

Stephen Vlahos, age 60 - Director and Vice President: was graduated from Pace College, NY, with a Bachelor's degree in Business Administration. He has been the President/ Portfolio Manager of Performance Plus Advisors, Inc., a consulting and money management firm specializing in bankruptcies and distressed debt. Prior to establishing Performance Plus Advisors, Inc., Mr. Vlahos was Managing Director of Investments for Bishop Rosen & Co., in New York, a position would then hold at Spencer Clark LLC. Altogether Mr. Vlahos has over 35 years of investment management and sales experience. He has published analytical works for Conseco, Inc., Federal Mogul, UAL Corporation, West Point Stevens, Inc., Dura Corp., Visteon, Delphi, Tower Automotive and Interstate Bakeries. He has held a variety of FINRA (formerly NASD) licenses: Series 7, Series 8, Series 24, Series 53 and Series 65.

B. Legal/Disciplinary History

None of the foregoing persons have been convicted of or a subject of the following:

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

C. Beneficial Shareholders

Name and address of Beneficial Owner	Number of Shares owned	Percentage of Ownership
Kevin Jasper President/CEO/Director 676 A Ninth Ave # 207 New York, New York, 10036	72,004	7.17%
Stephen Vlahos Vice President/Director 676 A Ninth Ave #207 New York, New York 10036	42,000	4.18%
Total Officers and Directors	<u>114,004</u>	<u>11.35%</u>
M. David Sayid [REDACTED] New York, New York [REDACTED]	80,000	7.96%
Cede & Co. 55 Water Street New York, New York 10041	663,699	66.08%

9. Third Party Providers

Legal Counsel:

M. David Sayid, Esq.
Sayid and Associates, LLP
408 West 57th Street
Suite 8E
New York, New York 10019
(212) 262-6188
sayidlaw@aol.com

Accountant or Auditor

Andre M. da Parma, CPA
Executive Support and Services Group, Corp
43855 West Elizabeth Ave
Maricopa, AZ 85138
(520) 450-0812
andre@essgcorp.net

Investor Relations Consultant

None

Other Advisor

Edward J. da Parma
Executive Support and Services Group, Corp
43855 West Elizabeth Ave
Maricopa, AZ 85138
(520) 450-0812
edaparma@essgcorp.net

Balance of Page Left Intentionally Blank

10. Issuer Certification

I, Kevin Jasper, certify that:

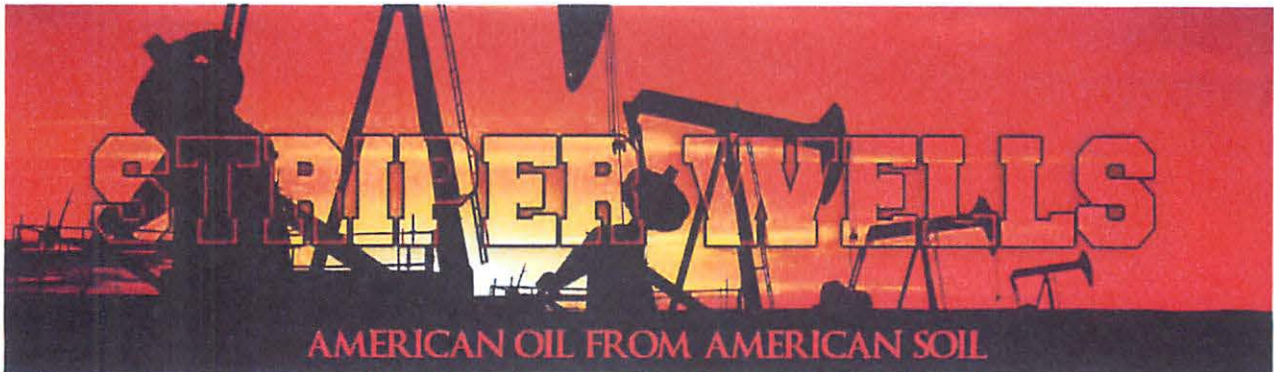
1. I have reviewed this annual report of Insight Management Corporation;
2. Based on my knowledge, this disclosure statement does contain any untrue statements of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements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

January 29, 2013 [Date]

/s/ Kevin Jasper [Signature]
Kevin Jasper, President/CEO



U a



Our Company

Striper Wells is managed by specialized energy experts with significant industry experience. Our vision is to become a nationally-recognized oil and gas exploration and production company.

Most of the lower 48 states contain oil and gas formations with economically recoverable reserves that are proven by more than 75 years of geological research, exploration, and production. These formations range from 350 feet below ground level to as deep as 21,000 feet. The Energy Information Administration estimates the United States has recoverable reserves of 223 billion barrels of oil and 2.4 trillion cubic feet of wet natural gas. Striper Wells concentrates on promoting United States oil and gas development and production in a manner that

maximizes economic recovery as well as fully protects land and royalty owners.

Striper Wells has developed a two-fold growth plan to recover oil and gas reserves: 1) Acquire producing fields with significant, proven reservoirs that provide growth opportunities through rework programs; and 2) Re-work marginal, neglected, abandoned, and low producing oil and gas wells located in mature fields with economically efficient secondary recovery methods. New drilling and fracturing methods utilizing today's technology make it economically possible to re-enter and recover stranded reserves from older wells.

With the advent of advanced horizontal drilling, new fracturing technologies, and higher oil prices, Striper Wells has the ability to access large previously cost prohibitive reserve formations. Calculated hydro and gas fracturing allows us to create pathways for petroleum to flow from proven reservoirs and potentially, upper and lower strata without penetrating individual formations. Utilizing secondary recovery methods such as water, sand, and chemical dilution enables us to economically recover more freely flowing oil and natural gas assets.

Conventional oil and natural gas wells generally remain economically productive for decades. Over time, vertical wells require re-work to further develop fields where horizontal drilling cannot reasonably or economically be utilized. These "stripper" wells generally produce less than 15 barrels of oil per day,

but recovery costs are fractional in comparison to new or directional drilling.

We are focused on selecting undervalued assets and over-leveraged companies where there is a clear upside profit potential, from projected commodity price increases, and technologically advanced applications. Striper Wells dedicated, experienced team has the requisite expertise and track record necessary to maximize value to our investors in the current market.

Substantial Projected Growth

United States projected to become the world's largest oil producer by 2017.

Wells Nationwide

There are thousands of mature oil and gas fields across the lower 48 states.

Massive Production

US. Domestic marginal wells produced more than 335 million barrels of oil in the United States in 2006.

ROI

With a bank CD you wait until the end of the year to earn 1/2%. With Striper Wells investments you you earn the same in 20 days.

- Home
- About Us
- Stripper Wells
- Contact

Designed by **Unlimited Media Worx** |

Sign Up

Email or Phone

Password

Log In

Forgot account?

Create Page

Striper Wells LLC

STRIPER ENERGY



Striper Wells LLC
Energy/Utility

Timeline About Photos Likes Videos

Energy/Utility

Search for posts on this Page

PEOPLE

47 likes

ABOUT

5057 keller springs road suite 300

http://striperwells.com/

PHOTOS



VISITOR POSTS



Sam C Smith
April 11 at 8:20am



Striper Wells LLC

April 20

Our ticker symbol has temporarily changed to "CPCCD"
In the next 25 days our symbol will officially change to "OILZ"
Give us a call if you think the energy comeback may be a fit for your investment portfolio

Like Comment

Striper Wells LLC likes this



Striper Wells LLC

April 11

Several Investment Banks have reached out to us
They Recognize there are two absolutes in the current energy markets
1) Oil assets are selling at significant discount Right Now!
2) Oil Prices will increase
This is Stripers Recipe for Success!

Like Comment

1 share



Striper Wells LLC

March 2

Our current ticker symbol is CPCC and has recently been brought to current status. We are currently filing with FINRA for a ticker symbol change
Stay tuned as we ramp further and make new announcements on our most recent acquisitions!

Like Comment

Joel Terry likes this



Striper Wells LLC

February 16

Oil is the Hottest Investment Going
With the oil market at the bottom- now is the time to buy...
This ladies and gentlemen is a collapse. What makes this collapse unique is the fact that it is completely artificial. Thanks to the boom in US shale, the OPEC response has been to raise production levels to a globally detrimental level, in an attempt to depress oil prices and drive the US Shale Producers out of business. Give the cost to produce shale runs \$60 p/barrel... this is easily accomplished by pushing oil to \$30. More of a

Like Comment Share

PEOPLE ALSO LIKE



Se7en Spa
Massage



Serendipity Threads
Professional Services



Macaux Floral Studio
Event Planning

English (US) Español Português (Brasil)
Français (France) Deutsch

Privacy Terms Advertising Ad Choices Cookies
More
Facebook © 2016

struggle with the efficient operating traditionalists (Like our company) who produce a barrel of oil for less than \$20)

Oh the horror stories of mass layoffs, bankrupt operators and surplus and equipment. Personal investments made at the tail-end of the shale boom and the utterance of the "I WON'T INVEST IN OIL AGAIN!" A statement very commonly made by all investors in every industry who come to the party at the wrong time.

What we know for certain going forward is that the global break-even point for oil is circa \$83 p/barrel. This simply means for the developed countries of the world to operate, this is the average global price. When prices fall below this, governments have to issue debt to balance their budgets. Falling below this is especially harmful for nations where primary GDP is oil based. Because this is an artificial play by Saudi Arabia, we know the correction can be relatively predictable. No, we cannot name a day and time when correction will occur, but we know the Saudi's will not, so to speak, collapse their own country to drive US Shale Producers out of the market. Evidence of the the Saudis efforts have been open and notoriously seen just as the impact was seen several months ago when Saudi Arabia issued \$10b in bonds to balance their budget.

As a contrarian and purest, investments are simple... buy low, sell high. Last week I acquired 1200 acres, 18 producers and 600,000 barrel of production \$500,000 in production payments. We are aggressively pursuing the same and will do so until this artificial depression ceases, at which point we will shift our efforts to production.

Over the next 10 months we'll be acquiring upwards of 25,000,000 barrel. That equates to approximately \$750,000,000 in today's market and purchase price of <5.0m. More importantly, the market value is >2.0b when oil returns to \$83.

We are a public traded company, interested in a additional investment. Our structure includes, secured debt, preferred stock and convertibles. If your able and and can make the decision to place funds independently or on behalf of clients or a fund- We're interested.

Like Comment



Striper Wells LLC
December 14, 2015

<http://finance.yahoo.com/.../wall-street-searching-bottom-oil...>



Wall Street is searching for a bottom in the oil price – and getting ready to pile in

It's already bad in the energy sector. And it may get worse. Some of Wall Street's top names are

FINANCE.YAHOO.COM

Like Comment Share



Striper Wells LLC
November 6, 2015

Today we contracted to acquire 18 additional wells!
Big announcements near!

If your financial adviser is struggling to create returns in your portfolio...Maybe its time to explore alternative investments.

Like Comment

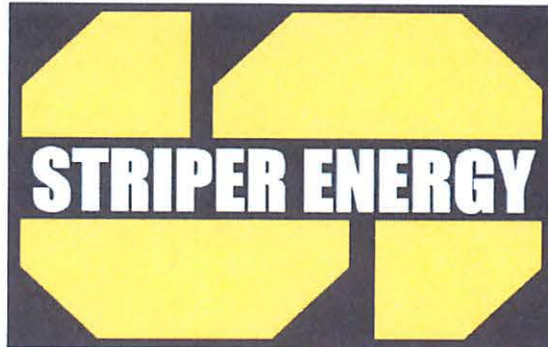


 **Striper Wells LLC**
October 16, 2015

Consider selling those bank CD's and join us at a fixed 9% return!

Like Comment

 **Striper Wells LLC** updated their cover photo:
September 21, 2015



Like Comment

[Top Comments](#)

 **Striper Wells LLC** Picking up some steam!
As of the end of September, we've acquired our operators license in the state of Oklahoma and are continuing to aggressively acquire minerals.

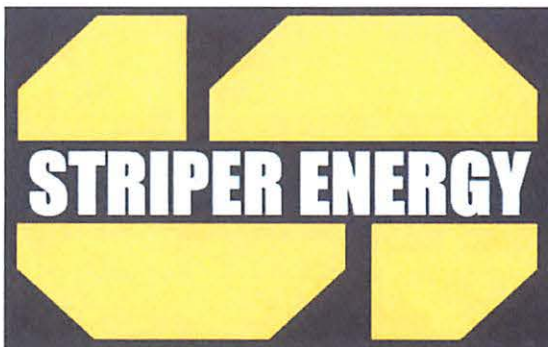
Drop us a line to learn how you can capitalize on this historical downturn in the energy markets!
October 6, 2015 at 10:20am

 **Striper Wells LLC** updated their profile picture:
September 21, 2015



Like Comment

 **Striper Wells LLC** updated their profile picture:
September 21, 2015



Like Comment



 **Striper Wells LLC**
September 8, 2015

Striper Wells has become publicly listed!
Current Trading price is less than \$0.01 and we expect some big things in the coming months!

Like Comment

Essam-April Yaseen likes this

 **Striper Wells LLC**
July 6, 2015

We have taken steps to become a listed and traded company on a US stock exchange. If you have interest in becoming a shareholder prior to this event, drop a quick note to ssmith@striperwells.com

Like Comment

 **Striper Wells LLC**
June 9, 2015

Thank you Mr. Sunshine for drying the landscape!
Back to the field and turning on wells!

Like Comment

Todd E. Jones likes this

 **Striper Wells LLC**
May 1, 2015

Prices are going up.
We were profitable at the bottom...
Looking forward to a visit to the top!
Consider selling those bank CD's paying a fixed 1/2% and join us at a fixed 9% return!

Like Comment

 **Striper Wells LLC**
April 9, 2015

We have an inventory of better than 50 gas wells that are starting rework this week!
Consider selling those bank CD's paying a fixed 1/2% and join us at a fixed 9% return!

Like Comment

 **Striper Wells LLC**
March 27, 2015

With oil prices increasing, make sure your in position to capitalize on the returns!
Ask us how you can see 9-25% returns on your investment!

Like Comment

 **Striper Wells LLC**
March 24, 2015

When you make oil at \$18 per barrel, \$45 oil prices don't really bother you.
Join us on our most recent acquisition and see 9-25% returns on your money

Like Comment

 **Striper Wells LLC**
March 10, 2015

With a bank CD you wait until the end of the year to earn 1/2%-

With Striper Wells investments you you earn the same in 20 days and have your check in hand-

Consider working with us to secure your financial future!

Like Comment



Striper Wells LLC

March 5, 2015

Steady wins the race-
Last month we acquired 10 wells, this month we will close on an additional 27 wells and continue to be profitable at \$50 oil!
Find out how you can participate with us on our new acquisitions and receive monthly checks as well as be positioned capture the massive fiscal rewards when oil prices rebound!

Like Comment

[Top Comments](#)



Striper Wells LLC Thats what we do! Thanks Gary!

March 6, 2015 at 8:31am



Striper Wells LLC Our wells are all in Oklahoma. Nowata, Rogers, seminole counties ect. We've found the Oklahoma Energy Commission to be very friendly when it comes to assistance with rework and they have a genuine interest in not only major production but all production.

March 6, 2015 at 8:26am



Striper Wells LLC Hey Gary Vaught - These 27 wells have 8 wells pumping a total of 12 Barrel p/day and 19 wells we will bring online in the next 6 months. Our acquisition cost p/well is \$7900.

March 6, 2015 at 8:13am



Gary Vaught Sounds great. best of luck and hope you keep getting some good wells.

March 6, 2015 at 8:28am



Gary Vaught Wow that is cool. I had few stripper wells out in west Texas (Inpenal) many years ago and wish I would have keep them. Where do you have your wells?

March 6, 2015 at 8:20am



Gary Vaught How much you having to pay for these wells.

March 6, 2015 at 6:52am



Striper Wells LLC

February 16, 2015

Slow and steady is winning the race!
Down market? We think not, just acquired 10 more wells and "well" in the black.

Like Comment



Striper Wells LLC

January 21, 2015

While the oil producers in 3 piece suits panic, those of us with pipe wrenches in hand are acquiring our next set of wells.
Join us!

Get rid of those 1/2% Bank CD's!
Fixed 9% returns and upside in our production-

Like Comment



Striper Wells LLC

January 8, 2015

Depressed oil prices? Ask our investors if they're still making money with Striper Wells...

Fixed Rate returns and upside in our production-
Get rid of those 1/2% Bank CD's!

Like Comment



Striper Wells LLC

December 10, 2014

As of today the Bishop Lease is on and pumping-
Selling another 100 Barrel of Oklahoma Sweet Crude on Monday, then
turning attention to our deep wells!
If your sitting on bank CD's at 1/2%- its time to liquidate them and jump in
on our secured 9% returns

Like Comment



Striper Wells LLC
October 16, 2014

Selling another load today and turning on the Bishop Wells next week-
Drop your bank cd's at 1/2% and join us with secured 9% returns!

Like Comment

Joel Terry and Steven Laster like this



Striper Wells LLC
September 9, 2014

We are now selling oil!
We sold our 1st load on Friday and ready to start "flipping the switch" on
our other wells-
If you haven't joined us yet, shoot us a message to see how you can lose
those 1/2% bank investments and make a secured 9% on your money.

Like Comment

Joel Terry likes this



Striper Wells LLC
July 21, 2014

Just a quick note to a few of my friends and piers.
If your already in with us, your free to review the following -lol
Our Oil & Gas acquisitions have gone well (No pun intended) and currently
sit at upwards of 80 oil and gas wells.
We cicked our 1st well on 3 weeks ago and have seen success on the
production side. We anticipate opening another 8 wells in the next 60 days
with the same result
We currently offer participation in our Tulsa wells
Participation is a fixed 9% return with an equity kicker that could take your
returns upwards of 20-30%.
This is a secured investment with a 3 year term and includes monthly
payouts.
Drop me a note if you think this would fit into your current portfolio or if you
have any questions

Like Comment

Joel Terry likes this



Striper Wells LLC
July 3, 2014

1st well is online at the Marcus Lease-
currently producing 2-3 Barrel p/day-
reworking the next 12 wells on this site-
We're coming along

Like Comment



Striper Wells LLC
June 17, 2014

Last call on our Tulsa Prospect- 13 wells- 9% ROI

Like Comment



Striper Wells LLC
May 2, 2014

Scheduling pumpjack movement to the stout site for next week.
Bail test shows 5 barrel oil in pipe with no articulate lift Looking good!

Like Comment

Joel Terry likes this

 **Striper Wells LLC**
April 21, 2014

Flowlines and valves will be in place tomorrow-
Thursday, bail testing is scheduled for the RICKS Well-
We anticipate moving pumpjacks to the site next week!

Like Comment

Joel Terry likes this

 **Striper Wells LLC**
April 16, 2014

Electric on Stout and Newell Lease completed today!

Like Comment

Joel Terry Don CoachDon High and Carol Ann Schriver-Hall like this

 **Striper Wells LLC**
April 15, 2014

Flow Lines are going in this week on the Stout Lease!

Like Comment

 **Striper Wells LLC**
April 3, 2014

We're on track to lay flow lines in two weeks

Like Comment

 **Striper Wells LLC**
March 28, 2014

Good news today-
Only have one electric pole to replace on the stout site

Like Comment

Top Comments

 **Striper Wells LLC** Yes Joel it is
March 28, 2014 at 8:13am

 **Joel Terry** That's awesome is that 4 he one we saw leaning?
March 28, 2014 at 7:49am

 **Striper Wells LLC**
March 27, 2014

Scheduling Electric poles and lines for April at the Stout site

Like Comment

Joel Terry likes this

Top Comments

 **Joel Terry** Awsome
March 27, 2014 at 8:41am

 **Striper Wells LLC** updated their cover photo
March 27, 2014





Like

Comment

INSIGHT MANAGEMENT CORPORATION
CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2015

Table of Contents

	Page
Balance Sheet	2
Statement of Earnings and Retained Earnings	3
Statement of Cash Flows	4
Statement of Shareholders' Equity	5
Notes to Financial Statements	6

These financial statements and notes thereto present fairly, in all material respects, the financial position of the company and the results of its operations and cash flows for the period presented, in conformity with accounting principles generally accepted in the United States, consistently applied.

INSIGHT MANAGEMENT CORPORATION
CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2015
CONSOLIDATED BALANCE SHEETS

	December 31, 2015	December 31, 2014
Assets		
Current assets		
Cash and cash equivalents		184
Accounts receivable, trade		1,220
Accounts receivable, related parties		
Other current assets		
Total Current Assets		1,404
Property and Equipment		
Equipment		
Leasehold improvements		7,449
Office furniture		1,250
Operating bond (Oklahoma)		25,000
Less accumulated depreciation		
Property and Equipment - Net		33,699
Oil and Gas Properties		
Total Oil and Gas Properties		785,973
Less accumulated depreciation		(17,470)
Oil and Gas Properties - Net		768,233
Other Assets		
Deferred financing costs		
Certificaes of deposit		
Total Other Assets		
Total Assets	-0-	803,336

Liabilities and Shareholders Equity

Current Liabilities		
Accounts payable		-
Total Current Liabilities	-	-
Long Term Liabilities		132,174
Total Liabilities	-0-	132,174
Stockholders Equity		
Class A Preferred Stock, 20,000,000 authorized, par value \$0.01, one share issued and outstanding	10	10
Common stock, 3,000,000,000 authorized, par value \$0.0014, 113,002,226 issued and outstanding at December 31, 2014, and 2,113,002,226 issued and outstanding at December 31, 2015	15,074	17,874
Additional paid in capital	15,914,060	16,594,490
Accumulated deficit	(15,929,144)	(15,941,212)
Total Stockholders Equity	-0-	671,162
Total Liabilities and Stockholders Equity	-0-	803,336

The accompanying notes are an integral part of these statements

INSIGHT MANAGEMENT CORPORATION
INCOME STATEMENTS
FOR THE YEARS ENDED DECEMBER 31,
2014 & 2015

	For the Year Ended December 31, 2014	For the Year Ended December 31, 2015
Revenues		
Sales revenue	-0-	5,675
Total Revenues		5,675
Operating Expenses		
Payroll (pumper)		14,021
Electric expense		3,722
Commissions		
Office supplies		
Travel		
Total Operating Expenses		17,743
Profit from Operations		(12,068)
Other Income		
Interest income		
Interest expense		
Other expense - net		
Profit (loss)before income tax expense		(12,068)
Income tax expense		
Net profit (loss)	-0-	(12,068)

The accompanying notes are an integral part of these statements

**INSIGHT MANAGEMENT CORPORATION
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED DECEMBER 1, 2015**

Cash flows from operating activities	
Net income (loss)	(12,068)
Adjustments to reconcile net loss to cash used by operating activities	
Increase (decrease) in assets	
Accounts receivable	1,220
Increase in liabilities	
Change in operating assets and liabilities	
Cash flows from investing activities	
Increase in equipment	
Increase in oil and gas properties	
Net cash used in investing activities	
Cash provided (used) by financing activities	
Issuance of Common Stock	683,230
Increase in long term debt	132,174
Net cash provided (used by) financing activities	815,404
Cash at beginning of period	-0-
Net change in cash and cash equivalents	184
Cash at end of period	184

The accompanying notes are an integral part of these statements

INSIGHT MANAGEMENT CORPORATION
CONSOLIDATED STATEMENT OF CHANGES
IN STOCKHOLDERS EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2015

	Preferred Stock		Common Stock		Additional	Accumulated
					Paid in	Deficit
	Shares	Amount	Shares	Amount	Capital	
Balance	1	10	113,002,226	15,074	15,914,060	15,929,144
December 31, 2014						
Common Stock issued for Striper Wells, LLC			2,000,000,000	2,800		
Net profit (loss)						(12,068)
Balance at December 31, 2015	1	10	2,113,002,226	17,874	16,594,490	15,941,212

The accompanying notes are an integral part of these statements

INSIGHT MANAGEMENT CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2015 AND 2014

1. NATURE OF OPERATIONS

On July 22, 2015, Insight Management Corporation (the “Company”) acquired all of the equity of Striper Wells, LLC in exchange for Two Billion (2,000,000,000) shares of Common Stock.

Striper Wells, LLC is an independent energy company engaged in the exploration for, and production of, crude oil and natural gas. The Company’s focus is on the development of a repeatable, low-geological risk, high-potential project in the active oil and gas regions of Oklahoma, Texas and Louisiana. The Company’s business strategy is to identify and exploit resources in and adjacent to existing or indicated producing areas within mature oil fields. In particular, the acquisition of existing well-bores and small production with significant upside potential.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Presentation

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted (“GAAP”) in the United States of America and include the accounts of Striper Energy. In preparing the accompanying consolidated financial statements, management has made certain estimates and assumptions that affect reported amounts in the consolidated financial statements and disclosures. Actual results may differ from these estimates.

Estimates made in preparing these consolidated financial statements include, among other things, estimates of the proved oil and natural gas reserve volumes used in calculating depletion expense; the estimated future cash flows and fair value of properties used in determining the need for any impairment write-down; operating costs accrued; volumes and prices for revenues accrued; estimates of the

fair value of stock-based compensation awards; and the timing and amount of future abandonment costs used in calculating asset retirement obligations. Future changes in the assumptions used could have a significant impact on reported results in future periods.

b) Going Concern

The Company has been operating for two years. Because of its infancy, the Company's continuation as a going concern is dependent on its ability to obtain additional financing until it can generate sufficient cash flows from operations to meet its debt, working capital obligations and continued growth.

c) Accounts Receivable

The Company's accounts receivable consists of oil and natural gas sales. By the company's operating procedure the only receivables anticipated are for oil and/or gas sales, and awaiting the revenue check from the energy marketing firm.

d) Property and Equipment

Property and equipment are recorded at cost and depreciation is calculated using the straight-line method over the estimated useful lives of the assets, which range from five to thirty-nine years. Expenditures for major renewals and betterments that extend the useful lives are capitalized. Expenditures for normal maintenance and repairs are expensed as incurred.

e) Oil and Gas Properties

The Company uses the full-cost method of accounting for its oil and gas producing activities. Costs to acquire mineral interests in oil and gas properties, to drill and equip exploratory wells used to find proved reserves, and to drill and equip development wells including directly related overhead costs and related asset retirement costs are capitalized.

Under this method, all costs, including internal costs directly related to acquisition, exploration and development activities are capitalized as oil and gas property costs. Properties not subject to amortization consist of exploration and development costs, which are evaluated on a property-by-property basis. Amortization of these unproved property costs begins when the properties become proved or their values

become impaired. The Company assesses the realizability of unproved properties, if any, on at least an annual basis or when there has been an indication that impairment in value may have occurred. Impairment of unproved properties is assessed based on management's intention with regard to future exploration and development of individually significant properties and the ability to obtain funds to finance such exploration and development.

The unamortized cost of oil and natural gas properties, net of related deferred income taxes, is limited to the sum of the estimated future after-tax net revenues from proved properties, after giving effect to cash flow hedge positions, discounted at 10%, and the lower of cost or fair value of unproved properties, adjusted for related income tax effects. This limitation is known as the "ceiling test," and is based on SEC rules for the full cost oil and gas accounting method. There was no ceiling test write down recorded for the years ended DECEMBER 31, 2015 AND 2014.

Sales of proved and unproved properties are accounted for as adjustments of capitalized costs with no gain or loss recognized, unless such adjustments would significantly alter the relationship between capitalized costs and proved reserves of oil and gas, in which case the gain or loss is recognized in the operating results of the period.

f) Impairment of Long-Lived Assets

The carrying value of property and equipment is periodically evaluated under the provisions of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic No. 360, *Property, Plant, and Equipment*. FASB ASC Topic No. 360 requires long-lived assets and certain identifiable intangibles to be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. When it is determined that the estimated future net cash flows of an asset will not be sufficient to recover its carrying amount, an impairment loss must be recorded to reduce the carrying amount to its estimated fair value. The Company had no material impairments in 2014 and 2013.

g) Asset Retirement Obligations

FASB ASC Topic No. 410, *Asset Retirement and Environmental Obligations*, requires that the fair value of a liability for an asset retirement obligation be recognized in the period in which the liability is incurred. For oil and

natural gas properties, this is the period in which an oil or natural gas property is acquired or a new well is drilled. An amount equal to and offsetting the liability is capitalized as part of the carrying amount of the Company's oil and natural gas properties at its discounted fair value. The liability is then accreted up by recording expense each period until it is settled or the well is sold, at which time the liability is reversed. Estimates are based on historical experience in plugging and abandoning wells and estimated remaining lives of those wells based on reserve estimates. The Company does not provide for a market risk premium associated with asset retirement obligations because a reliable estimate cannot be determined. See Note 8 – Asset Retirement Obligations for additional information.

h) Revenue Recognition

The Company utilizes the accrual method of accounting for crude oil and natural gas revenues, whereby revenues are recognized based on the Company's net revenue interest in the wells. Crude oil inventories are immaterial and are not recorded. Gas imbalances are accounted for using the entitlement method. Under this method revenues are recognized only to the extent of the Company's proportionate share of the gas sold. However, the Company has no history of significant gas imbalances.

i) Income Taxes

Deferred income taxes are determined using the "liability method" in accordance with FASB ASC Topic No. 740, *Income Taxes*. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the operating results of the period that includes the enactment date. In addition, a valuation allowance is established to reduce any deferred tax asset for which it is determined that it is more likely than not that some portion of the deferred tax asset will not be realized.

j) Fair Value of Financial Instruments

FASB ASC Topic 825, *Financial Instruments*, requires certain disclosures regarding the fair value of financial instruments. Fair value of financial instruments is made at a specific point in time, based on relevant information about

financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

k) New Accounting Pronouncements

In May 2014, the FASB issued Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (“ASU 2014-09”), which supersedes nearly all existing revenue recognition guidance under GAAP. The core principle of ASU 2014-09 is to recognize revenue when promised goods or services are transferred to customers in an amount that reflects the consideration to which an entity expects to be entitled for those goods or services. ASU 2014-09 defines a five step process to achieve this core principle and, in doing so, more judgment and estimates may be required within the revenue recognition process than are required under existing GAAP.

The standard is effective for annual periods beginning after December 15, 2016, and interim periods therein, using either of the following transition methods: (i) a full retrospective approach reflecting the application of the standard in each prior reporting period with the option to elect certain practical expedients; or (ii) a retrospective approach with the cumulative effect of initially adopting ASU 2014-09 recognized at the date of adoption (which includes additional footnote disclosures). Management is currently evaluating the impact of the pending adoption of ASU 2014-09 on the Company’s consolidated financial statements and has not yet determined the method the Company will adopt by which it will implement the standard.

On August 27, 2014, the FASB issued Accounting Standards Update No. 2014-15, Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern (“ASU 2014-15”), which requires management to assess a company’s ability to continue as a going concern and to provide related footnote disclosures in certain circumstances. Under this new standard, disclosures are required when conditions give rise to substantial doubt about a company’s ability to continue as a going concern within one year from the financial statement issuance date. The new standard is effective for the annual period ending after December 15, 2016, and all annual and interim periods thereafter. The Company does not expect the adoption of these disclosures to have a significant impact on the Company’s consolidated financial statements.

3. NOTES PAYABLE

Notes payable consisted of the following at December 31:

	2015
Notes Payable, Secured, 9% Annual, 36 Months	\$45,000
Total long term (notes payable)	\$45,000

Future annual maturities of notes payable at December 31, 2015 are as follows:

Year Ended		
	2016	\$15,000
	2017	\$37,500
	2018	\$30,000
Total		\$82,500

4. NOTES PAYABLE, RELATED PARTY TRANSACTIONS

Notes payable, related party consisted of the following at December 31:

	2014	2015
Related Party Note	\$8,874	\$40,799
Total long term notes payable, related party		\$49,673

This note is an extension of credit at 0% interest to cover budget and expense shortfalls through the development stages of the company.

5. STOCKHOLDER'S EQUITY

On July 22, 2015, the Company acquired Striper Wells, LLC in exchange for Two Billion (2,000,000,000) shares of Common Stock.

6. INCOME TAXES

The Company had a zero tax liability for the previous two operating years.

7. COMMITMENTS AND CONTINGENCIES

Environmental

To date, the Company's expenditures to comply with environmental or safety regulations have not been significant and are not expected to be significant in the future. Management monitors these laws and regulations and periodically assesses the propriety of its operational and accounting policies related to environmental issues. The Company is unable to predict whether its future operations will be materially affected by these laws and regulations. It is believed that legislation and regulations relating to environmental protection will not materially affect the consolidated results of operations of the Company.

Leases

The Company occupies space at a rate of \$0.00 per month and this is expected to continue into the foreseeable future.

Contingent Liabilities

In preparing financial statements at any point in time, management is periodically faced with uncertainties, the outcomes of which are not within its control and will not be known for prolonged periods of time. The Company is involved in actions from time to time, which if determined adversely, could have a material negative impact on the Company's consolidated financial position, results of operations and cash flows. Management, with the assistance of counsel makes estimates, if

determinable, of the Company's probable liabilities and records such amounts in the consolidated financial statements. Such estimates may be the minimum amount of a range of probable loss when no single best estimate is determinable. Disclosure is made, when determinable, of any additional possible amount of loss on these claims, or if such estimate cannot be made, that fact is disclosed.

Lease acquisition and operating costs incurred

A summary of costs incurred in oil and gas property acquisition DECEMBER 31, 2015 AND 2014, as follows:

	Seminole county	Nowata County	Rogers County
Acquisition Cost	\$5,000	\$25,000	\$25,000

Results of Operations for Producing Activities

The following table presents the consolidated results of operations for the Company's oil and gas producing activities for the years ended DECEMBER 31, 2015 AND 2014:

	2015	2014
Revenues	\$5,675	\$11,796
Production costs	(\$17,743)	
Results of operations for producing activities	(\$12,067.79)	

Reserve Quantity Information

The following table presents the Company's estimate of its proved oil and gas reserves all of which are located in the United States. The Company emphasizes that reserve estimates for producing oil and gas properties are inherently imprecise and that estimates of reserves related to new discoveries are more imprecise than those. Accordingly, the estimates are expected to change as future information becomes available. The estimates have been prepared with the assistance of our in-house engineer. Oil reserves, which include condensate and natural gas liquids are stated in barrels.

	Estimated Value (\$30 Mkt)	Oil (Bbls.)
Changes in proved developed reserves:		
Balance at January 1, 2014	\$8,979,000	299,300
Production	(\$11,118)	-370
Balance at December 31, 2014	\$8,967,882	298,930
Balance at January 1, 2015	\$8,967,882	298,930
Production	(\$5,675)	-189
Balance at December 31, 2015	\$8,962,207	298,741

**INSIGHT MANAGEMENT CORP.
888C Eighth Avenue #801
New York, NY 10019**

**ACTION TAKEN ON MAJORITY CONSENT OF THE BOARD OF DIRECTORS OF
INSIGHT MANAGEMENT CORP. (THE "CORPORATION")**

On July 15, 2015 at 5:30 pm, at a special meeting of the Board of Directors of the Corporation held telephonically, the Board unanimously consented to the following resolutions:

Be it Resolved: That the Board of Directors acknowledges that the outstanding debt owed to Sayid and Associates LLP, for payment of legal fees has escalated since the last Board resolution dated August 1, 2012.

Be it Resolved: That acting in the best interest of the Corporation The Board of Directors hereby agrees to begin settling the debt with Sayid and Associates LLP.

Be it Resolved: That the amount of debt owed to Sayid and Associates LLP back in August 1, 2012 was Three hundred eighty one thousand one hundred thirty nine (\$381,139) dollars. The current amount now owed to Sayid and Associates, LLP is Four hundred ninety thousand seven hundred ninety nine (\$490,799) dollars. As of the date of this (July 15, 2015), letter all of the debt owed to Sayid and Associates LLP maybe converted in its entirety. From debt into equity The Corporation could have converted Sayid's debt one year after its owed by the Corporation. Thus, the Sayid debt to the Corporation is in its entirety a convertible debt and the debtholder must be adhere to the securities laws. Any debt that is over the One (1) year threshold shall be converted into the form of common shares.

Be it Resolved: That the current amount now owed to Sayid and Associates, LLP is Four hundred ninety thousand seven hundred ninety nine (\$490,799) dollars as of the date of this resolution. The Corporation will again, try to convert the aged debt into equity. Any debt that is over the One (1) year threshold shall be converted into the form of common shares.

After due deliberation and discussion, the Board of Directors of upon unanimous consent approved the resolutions above.

Resolved: That the Board of Directors acknowledges that the outstanding debt owed to Sayid and Associates LLP for payment of legal fees has escalated since the last Board resolution dated August 1, 2012.

**INSIGHT MANAGEMENT CORP.
888C Eighth Avenue #601
New York, NY 10019**

Resolved: That acting in the best interest of the Corporation, the Board of Directors hereby agrees to begin settling the debt with Sayid and Associates LLP.

Resolved: That the amount of debt owed to Sayid and Associates LLP back in August 1, 2012 was Three hundred eighty one thousand one hundred thirty nine (\$381,139) dollars. The current amount now owed to Sayid and Associates, LLP is Four hundred ninety thousand seven hundred ninety nine (\$490,799) dollars. As of the date of this (July 15, 2015), letter all of the debt owed to Sayid and Associates LLP maybe converted in its entirety. From debt into equity The Corporation could have converted Sayid's debt one year after its owed by the Corporation. Thus, the Sayid debt to the Corporation is in its entirety a convertible debt and the debtholder must be adhere to the securities laws. Any debt that is over the One (1) year threshold shall be converted into the form of common shares.

Resolved: That the current amount now owed to Sayid and Associates, LLP is Four hundred ninety thousand seven hundred ninety nine (\$490,799) dollars as of the date of this resolution. The Corporation will again, try to convert the aged debt into equity. Any debt that is over the One (1) year threshold shall be converted into the form of common shares.

Resolved: that the president, secretary or any other officer f the Corporation be, and hereby is, authorized and directed to do all things, including, without limitation, the execution and delivery of all documents deemed necessary, in the sole discretion of such offers, to carry out the spirit and intent of these resolutions; and it is further

Resolved: that the officers of the Corporation be, and each of them hereby is, alone or together, authorized to execute and deliver for and on behalf of the Corporation, all such instruments, reports, notices, consents, waivers, certificates and other documents, to make all arrangements, to pay all such fees and expenses, and to do and perform all such acts and things and to execute and deliver or file, in the name and on behalf of the Corporation, all such instruments, reports, notices, consents, waivers, certificates and other documents, as they may deem necessary or appropriate to effectuate the foregoing resolutions or otherwise in connection with the transactions described in or contemplated herein (such determination to be conclusively, but not exclusively, evidenced by the taking of such actions or by the execution of such instruments, reports and documents); and it is further

**INSIGHT MANAGEMENT CORP.
888C Eighth Avenue #601
New York, NY 10019**

Resolved: that any actions by any director, officer, employee or agent of the Corporation on or prior to the date hereof in furtherance of any of the foregoing matters be, and each such action hereby is, approved, ratified and confirmed in all respects as the action and deed of the Corporation; and it is further

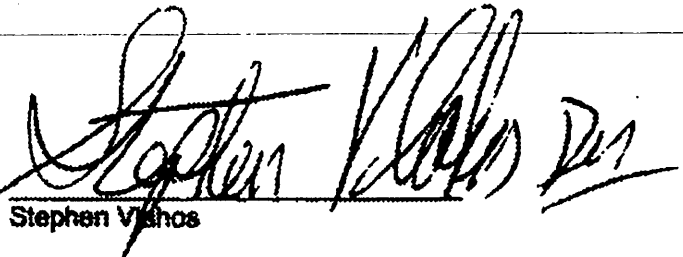
Resolved: that this Action by Majority Written Consent may be executed in any number of counterparts and when each director has executed at least one counterpart, the foregoing resolutions shall be deemed adopted and in full force and effect as of the date hereof; and it is further

Resolved: that this Action by Majority Written Consent shall be filed with the minutes of meetings of the Board of Directors of the Corporation and shall be treated for all purposes as action taken at a meeting.

IN WITNESS WHEREOF, the undersigned, constituting a majority of the members of the Board of Directors of the Corporation, has executed this Action by Majority Written Consent on this 15th day of July, 2015.

Dated: New York, New York
July 15, 2015

Kevin Jasper



Stephen Vlahos

Certification:

I, Kevin Jasper, certify the above is a true and accurate record of the meeting held on July 15, 2015 telephonically, at which time, each of the directors were present and voted to approve the actions set forth above.

Kevin Jasper

Date

INSIGHT MANAGEMENT CORP.
888C Eighth Avenue #601
New York, NY 10019

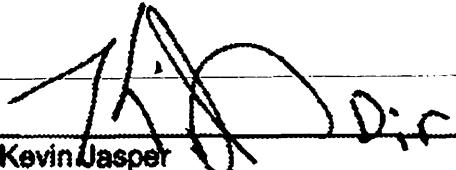
Resolved: that any actions by any director, officer, employee or agent of the Corporation on or prior to the date hereof in furtherance of any of the foregoing matters be, and each such action hereby is, approved, ratified and confirmed in all respects as the action and deed of the Corporation; and it is further

Resolved: that this Action by Majority Written Consent may be executed in any number of counterparts and when each director has executed at least one counterpart, the foregoing resolutions shall be deemed adopted and in full force and effect as of the date hereof; and it is further

Resolved: that this Action by Majority Written Consent shall be filed with the minutes of meetings of the Board of Directors of the Corporation and shall be treated for all purposes as action taken at a meeting.

IN WITNESS HEREOF, the undersigned, constituting a majority of the members of the Board of Directors of the Corporation, has executed this Action by Majority Written Consent as of the date first above written.

Dated: New York, New York
July 15, 2015

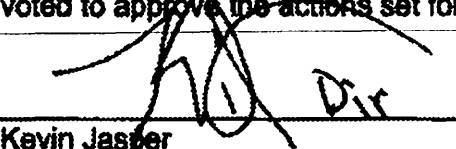


Kevin Jasper Dir

Stephen Vlahos

Certification:

I, Kevin Jasper, certify the above is a true and accurate record of the meeting held on July 15, 2015 telephonically, at which time, each of the directors were present and voted to approve the actions set forth above.



Kevin Jasper Dir

7/16/2015
Date

To: Samuel Smith, Striper Wells, LLC
From: David Sayid, Sayid and Associates LLP
Kevin Jasper, Insight Management Corp., Steven Vlahos
Date: July 20 2015
Re: Representations regarding CPCC (f/k/a Insight Management Corp.)

Dear Mr. Smith:

In connection with the reverse merger transaction between Striper Wells, LLC and CPCC (f/k/a Insight Management Corp., we present to you the following representations.

Kindly be advised that to the best of our knowledge and belief (and we have no reason to suspect otherwise), the following statements are believed to be true and complete:

The acquisition agreement between CPCC and Corporate Partners Corporation, a United Kingdom company, (“CPUK”) is null and void.

CPCC has no material contracts extant or pending and the Company is being acquired “as is” condition.

The information given in the OTCMarkets filing for the period ending March 31, 2013 was materially accurate when filed with OTCMarkets.

As of July 20, 2015, to the best of the Company’s knowledge, the liabilities and Notes shown in the March 31, 2013 quarterly report, have lapsed with the exception of \$490,799 in convertible debt owed to Sayid and Associates, LLP, and all of such Sayid debt will be converted into 98,015,598 shares of CPCC (f/k/a Insight Management Corp.) Common Stock.

As of July 20, 2015, before the above debt conversion there were a total of 226,004,452 shares of Common Stock, par value \$0.01 per share and one (1) share of Class A Preferred Stock issued and outstanding. There are no other securities issued and outstanding.

To the best of the CPCC directors and consultants' knowledge, the following liabilities have lapsed because of the statute of limitations or other reasons and to the best of our knowledge, are no longer liabilities of Insight Management Corp. as of this date:

<u>Liability</u>	<u>Amount</u>
Swart Accountants	\$65,291
RTI loan	\$30,296
JSDC Consulting	\$6,000
LTP Consulting	\$5,000
Herb Bomngard	\$5,000

Convertible note to Swart Baumuck.

September 30 2012: unsecured convertible notes in the amount of \$33,296

June 30, 2012: unsecured convertible notes in the amount of \$ 30,950

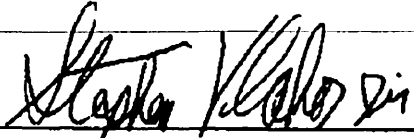
Other than the persons listed as such in the last shareholders list and last disclosure with OTC Markets, there are no other holders of 10% or more of the common stock of CPCC, no other officers and directors and no other promoters or control persons.

There is only one (1) class of Preferred Stock outstanding, Class A and only one share of that class outstanding which is currently held by Kevin Jasper, Director. That share has voting rights of 150% of the voting rights of all common stock. Kevin Jasper will transfer such Preferred Stock to Samuel Smith no later than on the Second Closing set for August 15, 2015.


To the best of our ability, we agree to turn over to Striper Wells, LLC all books and records of Insight Management Corp. in our possession, to assist in preparing an audit of Insight Management Corp. and to execute such further assurances as are necessary to give Striper Wells the full benefit of the reverse merger.

Very truly yours,

M. David Sayid, counsel to CPCC
Sayid and Associates, LLP



Stephen Vlahos, Director



Kevin Jasper, Director

By: _____