

First Power & Light, Inc.  
Form 10-K  
January 14, 2014

**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 SEPTEMBER 30, 2013**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_**

Commission File Number: **000-54602**

**FIRST POWER AND LIGHT, INC.**

*(Exact name of registrant as specified in its charter)*

**Florida**  
*(State or other jurisdiction of incorporation or organization)*

**401 East Fourth Street Building 6 Bridgeport, Pennsylvania**

**20-3687391**  
*(I.R.S. Employer Identification No.)*

**19405**

Edgar Filing: First Power & Light, Inc. - Form 10-K

(Address of principal executive offices)

(Zip Code)

Securities Registered Pursuant of Section 12(b) of the Act: **None**

Securities Registered Pursuant of Section 12(g) of the Act: **Common Stock, \$0.001 Par Value Per Share**

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 whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by checkmark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Indicate by check mark whether the registrant is a large accelerated filer, and accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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 Exchange Act).

Yes  No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter. Market value of 28,112,000 shares held by non-affiliates as of March 28, 2013 was \$35,140,000.

Indicate the number of shares outstanding of each of the registrant's classes of common stock as of the latest practicable date.

At January 13, 2014, there were 73,034,160 shares of the Issuer's common stock outstanding.

**TABLE OF CONTENTS**

PART I

3

ITEM 1. BUSINESS

3

ITEM 1A. RISK FACTORS

6

ITEM 2. PROPERTIES

13

ITEM 3. LEGAL PROCEEDINGS

13

ITEM 4. MINE SAFETY DISCLOSURES.

13

PART II

14

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED

STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

14

ITEM 6. SELECTED FINANCIAL DATA

15

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL

CONDITION AND RESULTS OF OPERATIONS

16

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT  
MARKET RISK

20

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

21

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON  
ACCOUNTING AND FINANCIAL DISCLOSURE

44

ITEM 9A. CONTROLS AND PROCEDURES

44

ITEM 9B. OTHER INFORMATION

45

PART III

45

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

45

ITEM 11. EXECUTIVE COMPENSATION.

49

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS  
AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

50

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS.

51

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

52

PART IV

54

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

54

SIGNATURES

55

## PART I

### FORWARD-LOOKING STATEMENTS

ALL STATEMENTS IN THIS DISCUSSION THAT ARE NOT HISTORICAL ARE FORWARD-LOOKING STATEMENTS. STATEMENTS PRECEDED BY, FOLLOWED BY OR THAT OTHERWISE INCLUDE THE WORDS "BELIEVES", "EXPECTS", "ANTICIPATES", "INTENDS", "PROJECTS", "ESTIMATES", "PLANS", "MAY INCREASE", "MAY FLUCTUATE" AND SIMILAR EXPRESSIONS OR FUTURE OR CONDITIONAL VERBS SUCH AS "SHOULD", "WOULD", "MAY" AND "COULD" ARE GENERALLY FORWARD-LOOKING IN NATURE AND NOT HISTORICAL FACTS. THESE FORWARD-LOOKING STATEMENTS WERE BASED ON VARIOUS FACTORS AND WERE DERIVED UTILIZING NUMEROUS IMPORTANT ASSUMPTIONS AND OTHER IMPORTANT FACTORS THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE IN THE FORWARD-LOOKING STATEMENTS. FORWARD-LOOKING STATEMENTS INCLUDE THE INFORMATION CONCERNING OUR FUTURE FINANCIAL PERFORMANCE, BUSINESS STRATEGY, PROJECTED PLANS AND OBJECTIVES. THESE FACTORS INCLUDE, AMONG OTHERS, THE FACTORS SET FORTH BELOW UNDER THE HEADING "RISK FACTORS." ALTHOUGH WE BELIEVE THAT THE EXPECTATIONS REFLECTED IN THE FORWARD-LOOKING STATEMENTS ARE REASONABLE, WE CANNOT GUARANTEE FUTURE RESULTS, LEVELS OF ACTIVITY, PERFORMANCE OR ACHIEVEMENTS. MOST OF THESE FACTORS ARE DIFFICULT TO PREDICT ACCURATELY AND ARE GENERALLY BEYOND OUR CONTROL. WE ARE UNDER NO OBLIGATION TO PUBLICLY UPDATE ANY OF THE FORWARD-LOOKING STATEMENTS TO REFLECT EVENTS OR CIRCUMSTANCES AFTER THE DATE HEREOF OR TO REFLECT THE OCCURRENCE OF UNANTICIPATED EVENTS. READERS ARE CAUTIONED NOT TO PLACE UNDUE RELIANCE ON THESE FORWARD-LOOKING STATEMENTS. REFERENCES IN THIS FORM 10-K, UNLESS ANOTHER DATE IS STATED, ARE TO SEPTEMBER 30, 2013. AS USED HEREIN, THE "COMPANY," FIRST POWER, "WE," "US," "OUR" AND WORDS OF SIMILAR MEANING REFER TO FIRST POWER & LIGHT, INC.

### ITEM 1. BUSINESS

First Power & Light, Inc. (f/k/a Mainstream Entertainment, Inc.), (f/k/a Skreem Studios, Inc and Skreem Studios LLC) (the Company ) was originally formed to undertake entertainment production activities as a limited liability

company (Skreem Studios, LLC) in Florida, on October 7, 2005. The Company 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 was acquired by Insight Management Corporation (f/k/a Skreem Records Corporation) and commenced business operations. In June 2008, the then majority stockholders authorized a name and entity change from Skreem Studios, LLC to Skreem Studios, Inc. On July 1, 2008, Insight Management Corporation commenced a reverse spin-off of Skreem Studios, Inc., whereby the shareholders of record as of July 1, 2008, received one share of Skreem Studios, Inc. for each share owned of Insight Management Corporation. Insight Management Corporation, as of July 1, 2008, is no longer related to the Company. On August 2, 2010, the Company changed its name to Mainstream Entertainment, Inc. On July 1, 2013, the Company changed its name to First Power & Light, Inc.

Prior to the closing of the Stock Purchase (described below), the Company was primarily engaged in music production and distribution in the United States and Europe. Specifically, the Company, a development stage company, leased a recording studio equipped to provide all of the services necessary for recording and editing finished audio products and planned to act as a producer; music licensor and manager. The Company owns rights to certain copyrighted songs and has one client, the music group 3rdWish, a music group whom Justin Martin, our former Vice President is a member. Justin Martin is the 27 year old son of Jeff Martin, our majority shareholder prior to the closing of the Stock Purchase.

### ***Prior Operations***

In May 2011, the Company launched its first song titled Mom's Song which is being offered for sale on iTunes. The song may be heard on YouTube and iTunes. The song was written and performed by Justin Martin.



In December 2011, the Company entered into an understanding with Barton Funeral Services, Inc. to record and produce music for a CD to sell to funeral homes at a total cost of \$36,000. The Company received \$36,000 in connection with this understanding during the year ended December 31, 2012. The artist(s) engaged to record the music will be compensated as a percentage of sales of the record. The project was completed in the third calendar quarter of 2012.

Moving forward the Company does not anticipate undertaking any additional music or production activities.

### ***New Business Plan***

In July 2012, the Company entered into a letter of intent to acquire all the ownership interest in First Power & Light, LLC, a Delaware Limited Liability Company ( First Power and the Letter of Intent ) pursuant to which the owners of First Power would receive 50,000,000 shares of the Company's common stock (representing 94.2% of our outstanding common stock).

On September 20, 2012, the Company entered into a Stock Purchase Agreement in connection with the transactions contemplated by the Letter of Intent, which was subsequently modified and clarified by a First Addendum to Stock Purchase Agreement entered into on January 4, 2013 (collectively, the Stock Purchase ), whereby it agreed to issue 50,000,000 shares of restricted common stock to the members of First Power at \$0.01 per share, for the aggregate sum of \$50,000. A total of \$37,522 was received prior to September 30, 2012 with the remaining \$12,478 received subsequent to September 30, 2012. The shares were physically issued by the Company on October 26, 2012; however, certain closing conditions were required to occur prior to the closing of the Stock Purchase and as such, the shares were held in escrow pending the closing. The conditions which were required to occur prior to the closing of the transaction (unless waived by the parties) included the Company being DTC eligible, First Power obtaining an audit of its financial statements, the Company being current in its periodic filings, the Company not being subject to any legal proceedings and the assumption by First Power of all of the liabilities of the Company.

Effective January 25, 2013, the parties entered into a Closing Confirmation agreement, pursuant to which the parties agreed to waive any closing conditions of the Letter of Intent or Stock Purchase, which had not occurred as of that date and to close the transactions contemplated by the Stock Purchase. As such, effective January 25, 2013, the Stock Purchase closed and the shares were released from escrow (pending the requirement that the members of First Power execute confirmation letters and certify certain representations to enable the Company to claim an exemption from registration provided by Rule 506 of the Securities Act of 1933, as amended for the issuance of the shares).

The closing of the transactions contemplated by the Stock Purchase constituted a change in control of the Company.

In connection with the Closing Confirmation, First Power agreed to indemnify and hold the Company's current officers and Directors harmless against any liabilities of the Company at closing.

Additionally, the Company's Directors Charles Camorata, Justin Martin and Karen Aalders appointed Malcolm Adler and Thomas Moore as Directors of the Company and then resigned as Directors of the Company following the filing of a Schedule 14F-1 Information Statement with the Securities and Exchange Commission on February 8, 2013, thus providing the proper notice to the Company's shareholders. As of June 30, 2013, all resignations and appointments have been made and are effective.

Concurrent with the closing of the Stock Purchase, Malcolm N. Adler was appointed Chief Executive Officer and President, and Thomas Moore was appointed as Secretary and Treasurer of the Company filling the vacancies created by the resignations of Charles Camorata as Chief Executive Officer and President, Justin Martin as Vice-President, and Karen Aalders as Chief Financial Officer, Secretary and Treasurer, which prior officers resigned as officers of the Company effective January 25, 2013.

Additionally, the new officers and the new Directors have decided to undertake a change in business focus of the Company from being a music entertainment production company to a U.S. residential and commercial solar developer. Moving forward, we plan to cease undertaking any music entertainment operations and instead offer solar power solutions to residential and commercial customers across the U.S. One of the reasons for this change in business focus is because the Company believes the outlook for music entertainment production revenues is weak while the demand for residential and commercial solar power energy solutions in the U.S. is increasing - according to a 2012 report by GTM Research and Solar Energy Industries Association, the U.S. solar industry has experienced a 75% growth since 2011.

The Company's current goal is to become a market leader in the U.S. for the installation and distribution of small to large scale photovoltaic installations. The Company's business strategy includes proposed Equipment-Procurement-Construction (EPC) contracts where the Company will be hired to install a solar power system as well as efforts to aggressively target medium to large-scale photovoltaic installations for acquisition roll-up. The Company will not be a solar panel manufacturer and consequently expects to benefit from increasing panel manufacturer competition through lower panel prices.

Meeting U.S. energy growth demands requires responsible and far-sighted development of sustainable clean-energy alternatives. The Company plans to provide an economically viable and environmentally sustainable energy production solution with the goal of addressing these issues. The Company plans to utilize both federal and state tax credits created by green energy incentives to provide large energy users with the economic benefit of reducing their electricity costs and operating expenses through solar power. The Company's planned solutions will protect energy users from rising utility rates and provide a long-term, environmentally-friendly and economically attractive way for energy users to hedge a portion of their current and future electricity costs.

In connection with this new business focus and to finalize all of the transactions previously contemplated by the terms of the Letter of Intent, the Company has entered into a share exchange agreement with First Power and the First Power shareholders subsequent to the date of this filing to acquire the shares of First Power (which is in the solar power solutions business), which agreement is anticipated to be contingent on First Power obtaining audited financial statements. There can be no assurance that the Company will ever be able to acquire the shares of First Power or that such share acquisition and change in business plan will be successful. The officers and directors of the Company and First Power are the same people.

### **Plan of Operations for the Next 12 Months**

The Company's business plan over the next 12 months entails initially entering the Northeast US residential and commercial solar installation market and aggressively targeting states such as New Jersey, Pennsylvania, Massachusetts, New Hampshire and Connecticut. The Company will additionally target states with high solar incentives such as North Carolina, Louisiana and New York. In order to efficiently target the Southeast US markets, the Company intends to establish an office in Orlando, Florida.

The Company intends to aggressively seek out federal installation clients, i.e., federal buildings equipped with solar installations. Examples of this include General Services Administration buildings and military facilities.

The Company intends to engage in a roll-up campaign of small to medium sized solar installers that it expects boost its market presence and reach, grow its balance sheet, and increase sales, which program it hopes to begin after completing the planned share acquisition of First Power (as described above).

The Company intends to build its sales force in order to better penetrate these markets and increase business volume. The Company additionally intends to implement online marketing campaigns and attend prominent solar trade shows held by leading solar organizations such as Solar Power International and Solar Energy Power Association in order to source business opportunities and facilitate relationship building. The Company plans to target small to mid-sized solar installers for acquisition opportunities. The Company believes that acquiring other small to mid-sized solar installers will allow it to grow and enter new markets more efficiently and allow it to accept increased business volume.

The Company anticipates needing \$2 million in funding over the next 12 months to carry out its business plan. The Company intends to raise the required funds through sales of securities in private placements. If the Company cannot source the required funds, it believes that it can continue operations at its current level, but it will not be able to fully carry out the described business plan, and its growth will be minimal or stagnant.

We currently have a monthly burn rate consisting of professional fees (which include legal and accounting fees) of approximately \$55,000 and interest expense of approximately \$207,000, for a total of \$262,000 in monthly expenses.

The Company has historically been dependent upon loans made by the Company's former majority shareholder, Jeffrey Martin (See Liquidity and Capital Resources, below); however, it is not anticipated that Mr. Martin will continue to loan the Company funds moving forward. As such, the Company plans to raise funds of \$2 million by selling equity or debt to investors in exempt private placements. No assurance can be made that we will be successful in doing so.

## ITEM 1A. RISK FACTORS

An investment in our common stock is highly speculative, and should only be made by persons who can afford to lose their entire investment in us. You should carefully consider the following risk factors and other information in this annual report before deciding to become a holder of our common stock. If any of the following risks actually occur, our business and financial results could be negatively affected to a significant extent.

*We have been contacted in connection with various merger and acquisition opportunities, have entered into a letter of intent and Stock Purchase Agreement in connection with an acquisition opportunity, and may consummate such transaction or a similar transaction in the future.*

On July 4, 2012, Mainstream Entertainment, Inc. entered into a letter of intent to acquire all the ownership interest in First Power & Light, LLC, a Delaware Limited Liability Company ( First Power ) pursuant to which the owners of First Power would receive 50,000,000 shares of the Company's common stock (representing 94.2% of the Company's outstanding common stock). On September 20, 2012, the Company entered into a Stock Purchase Agreement in connection with the transactions contemplated by the Letter of Intent, which was subsequently modified and clarified by a First Addendum to Stock Purchase Agreement entered into on January 4, 2013 (collectively, the Stock Purchase ), whereby it agreed to issue 50,000,000 shares of restricted common stock to the members of First Power at \$0.01 per share, for the aggregate sum of \$50,000. A total of \$37,522 was received prior to September 30, 2012 with the remaining \$12,478 received subsequent to September 30, 2012. The shares were physically issued by the Company on October 26, 2012; however, certain closing conditions were required to occur prior to the closing of the Stock Purchase and as such, the shares were held in escrow pending the closing. The conditions which were required to occur prior to the closing of the transaction (unless waived by the parties) included the Company being DTC eligible, First Power obtaining an audit of its financial statements, the Company being current in its periodic filings, the Company not being subject to any legal proceedings and the assumption by First Power of all of the liabilities of the Company. Effective January 25, 2013, the parties entered into a Closing Confirmation agreement, pursuant to which the parties agreed to waive any closing conditions of the Letter of Intent or Stock Purchase, which had not occurred as of that date and to close the transactions contemplated by the Stock Purchase. As such, effective January 25, 2013, the Stock Purchase closed and the shares were released from escrow (pending the requirement that the members of First Power execute confirmation letters and certify certain representations to enable the Company to claim an exemption from registration provided by Rule 506 of the Securities Act of 1933, as amended for the issuance of the shares). The closing of the transactions contemplated by the Stock Purchase constituted a change in control of the Company.

The Company currently anticipates entering into a share exchange agreement with First Power and the members of First Power to acquire the shares of First Power (which is in the solar power solutions business), which agreement is

anticipated to be contingent on First Power obtaining audited financial statements. The Company has moved its headquarters to 401 East 4th Street, Bridgeport, PA 19405.

The target date for the completion of the transaction is shortly after the filing of this report and under the terms of the agreement the surviving entity will operate under the name to First Power and Light, Inc., which we changed our name to effective July 1, 2013 in anticipation of this occurrence. In the event that we consummate the transaction with First Power, our majority shareholders may change and new shares of common stock may be issued resulting in substantial dilution to our then current shareholders. As a result, our new majority shareholders may change the composition of our Board of Directors and replace our current management. The new management may change our business focus and we can make no assurances that our new management will be able to properly manage our direction or that this change in our business focus will be successful. If we do consummate the transaction with First Power or any similar transaction, and our new management fails to properly manage and direct our operations, we may be forced to scale back or abandon our operations, which will cause the value of our common stock to decline or become worthless. Additionally, as a result of the transaction we may take on significant additional debt or liabilities and/or take on the obligations of any entities or individuals we enter into transactions with.

***If the costs associated with the transaction with First Power exceed the benefits, the post-transaction company may experience adverse financial results, including increased losses.***

Our Company and First Power will incur significant transaction costs as a result of the proposed acquisition transaction, including legal and accounting fees. Actual transaction costs may substantially exceed our current estimates and may adversely affect the post-transaction company's financial condition and operating results. If the benefits of the

acquisition transaction do not exceed the costs associated with the transaction, the post-merger company's financial results could be adversely affected, resulting in, among other things, increased losses.

***Consummation of the acquisition transaction will result in significant dilution to our existing shareholders.***

Upon consummation of the transaction with First Power, our existing shareholders will hold, in total, only approximately 5.8% of the total number of outstanding shares of our capital stock. Additionally, after the acquisition transaction we may need to issue additional shares of capital stock to fund our business, which could lead to further dilution of our existing shareholders' ownership interests.

***Following the acquisition transaction, the existing shareholders of First Power will control our company.***

Following the consummation of the transactions contemplated by the Letter of Intent and Stock Purchase Agreement with First Power, the existing members of First Power will own approximately 94% of the total outstanding shares of our common stock. This means that the existing members of First Power will have the right, if they were to act together, to exercise control over us, including making decisions with respect to appointing Directors and therefore officers, issuing additional shares, entering into mergers, consolidations, approving the sale of all or substantially all of our assets, as well as the power to effectively prevent or cause a change in control. Any investor who purchases shares in our Company will be a minority shareholder and as such will have little to no say in the direction of our Company and the election of Directors. Additionally, it will be difficult if not impossible for investors to remove Directors appointed by First Power, which will enable such Directors to control who serves as officers of our Company as well as any changes in our Board of Directors.

#### Risks Related our Company

***We will 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 have a history of financial losses. We had no revenue during fiscal 2013 or 2012.

We had net losses of \$4,394,481 and \$71,486 for the years ending September 30, 2013 and 2012. As of September 30, 2013, we had a working capital deficit of \$1,016,833 and a deficit accumulated during the development stage of \$5,146,636.

The Company is completely dependent on its ability to raise and secure present and future funding. Currently no entity is obligated to fund the Company and the Company cannot provide any assurance that a suitable funding source will be available to us in the future.

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. If we do not raise the additional capital, the value of any investment in our Company may become worthless. In the event we do not raise additional capital from conventional sources, it is likely that we may need to scale back or curtail implementing our business plan.

***We lack an operating history which you can use to evaluate us, making any investment in our company risky.***

We lack an operating history which investors can use to evaluate our previous earnings, as we were only incorporated in May 2008 and have generated only limited revenues to date. Therefore, an investment in us is risky because we have no business history and it is hard to predict what the outcome of our business operations will be in the future.



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

First Power and Light 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. We estimate that we will need approximately \$875,000 of additional funding. If the Company's capital is insufficient to reach and impact their targeted market, it may not be able to achieve the intended goals and objectives, or succeed in its industry.

***Our independent registered public accounting firm issued a report for the year ended September 30, 2012 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 year ended September 30, 2013 containing a going concern paragraph. Our notes to the financial statements disclose that our cash flows have been absorbed in operating activities and we have incurred net losses for the period ended September 30, 2013, and have 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.

***Our success depends heavily on our management who has limited experience in managing the day to day operations of a public company and, as a result, we may incur additional expenses associated with the management of our company.***

The management team, including Malcolm Adler, President, Chief Executive Officer and Director; Thomas Moore, Vice President, Secretary/Treasurer and Director, is responsible for the operations and reporting of the Company. The requirements of operating as a small public company are new to the management team. This may require us to obtain outside assistance from legal, accounting, investor relations, or other professionals that could be more costly than anticipated. We may also be required to hire additional staff to comply with additional SEC reporting requirements and compliance under the Sarbanes-Oxley Act of 2002. Our failure to comply with reporting requirements and other provisions of securities laws could negatively affect our stock price and adversely affect our results of operations, cash flow and financial condition. Presently, given our limited operations, we estimate (this is a forward-looking statement) that our annual costs to comply with SEC reporting requirements are between \$50,000 and \$100,000.

***We are subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended, which will require us to incur audit fees and legal fees in connection with the preparation of such reports. These additional costs could reduce or eliminate our ability to earn a profit.***

We are required to file periodic reports with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder. In order to comply with these requirements, our independent registered public accounting firm will have to review our financial statements on a quarterly basis and audit our financial statements on an annual basis. Moreover, our legal counsel will have to review and assist in the preparation of such reports.

The costs charged by these professionals for such services cannot be accurately predicted at this time because factors such as the number and type of transactions that we engage in and the complexity of our reports cannot be determined at this time and will have a major effect on the amount of time to be spent by our auditors and attorneys. However, the incurrence of such costs will obviously be an expense to our operations and thus have a negative effect on our ability to meet our overhead requirements and earn a profit. We may be exposed to potential risks resulting from any new requirements under Section 404 of the Sarbanes-Oxley Act of 2002. If we cannot provide reliable financial reports or prevent fraud, our business and operating results could be harmed, investors could lose confidence in our reported financial information, and the trading price of our common stock, if a market ever develops, could drop significantly.

Presently, given our limited operations, we estimate (this is a forward-looking statement) that our annual costs to comply with SEC reporting requirements will be between \$50,000 and \$100,000.

***Our internal controls may be inadequate, which could cause our financial reporting to be unreliable and lead to misinformation being disseminated to the public.***

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. As defined in Exchange Act Rule 13a-15(f), internal control over financial reporting is a process designed by, or under the supervision of, the principal executive and principal financial officer and effected by the Board of Directors, management and other personnel, 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 and includes those policies and procedures that: (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and/or directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements. Our internal controls may be inadequate or ineffective, which could cause our financial reporting to be unreliable and lead to misinformation being disseminated to the public. Investors relying upon this misinformation may make an uninformed investment decision.

***Having only two directors limits our ability to establish effective independent corporate governance procedures and increases the control of our President.***

We have only two directors (including our President). Accordingly, we cannot establish board committees comprised of independent members to oversee functions like compensation or audit issues. Until we have a larger board of directors that would include some independent members, if ever, there will be limited oversight of our president's decisions and activities and little ability for minority shareholders to challenge or reverse those activities and decisions, even if they are not in the best interests of minority shareholders.

***Current Economic Conditions May Impact Our Commercial Success and Ability to Obtain Financing.***

The current economic conditions could have a serious impact on the ability of the Company to sustain its viability. Due to the decrease in overall spending, there is a possibility that fewer potential residential, commercial, and governmental customers will choose to install solar systems resulting in less economic activity for the Company. Since we are a very small operation, we may not be able to attract enough customers to sustain ourselves. In addition, due to the severe difficulty in obtaining credit in the current economic crisis, we may have trouble seeking out and locating additional funds if we so desire or require financing of our operations. Current economic conditions may severely limit our access to traditional sources of capital. If necessary, we may seek loans or additional equity from our majority shareholder, or officer/directors or other outside sources of capital. Wherever possible, our Board of

Directors will attempt to use non-cash consideration to satisfy obligations. In many instances, we believe that the non-cash consideration will consist of restricted shares of our common stock. Our Board of Directors has authority, without action or vote of the shareholders, to issue all or part of the remaining unissued 26,965,340 authorized shares. In addition, if a trading market develops for our common stock, we may attempt to raise capital by selling shares of our common stock, possibly at a discount to market. These actions will result in dilution of the ownership interests of existing shareholders which may further dilute common stock book value, and that dilution may be material.

***If we fail to develop new 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. We cannot guarantee that new customers will be added, or that any such new relationships will be successful when they are in place. Failure to develop and expand such relationships could have a material adverse effect on our business, results of operations and financial condition.

***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 are much larger companies and better 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.

***We will need additional capital to allow us to expand our business plan to increase capacity to procure and install the solar systems desired by our customers and such financing may be unavailable or too costly.***

Our ability to continue to develop the business 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. We estimate that we will need approximately \$2,000,000 of additional capital to support our business activity in the next twelve months.

#### Risks Related to Our Common Stock and Its Market

***Ms. Sharon Altman owns directly and indirectly through related parties approximately 51% of our outstanding common stock, and has significant influence over our corporate decisions, and as a result, her interest could conflict with yours.***

Sharon Altman holds directly and indirectly 37,000,000 shares of our common stock, representing approximately 51% of the outstanding shares of our common stock. Accordingly, Ms. Altman will have significant influence over all matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions, as well as determining the outcome of all corporate transactions or other matters, including mergers, consolidations and the sale of all or substantially all of our assets, and also the power to prevent or cause a change in control, as Ms. Altman will likely continue to be our largest shareholder. Additionally, Ms. Altman and management own a combined total of approximately 53.5% of shares outstanding. 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. As a result, Ms. Altman and management have absolute control over all matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions. The interests of Ms. Martin may differ from the interests of the other stockholders and thus result in corporate decisions that are adverse to other shareholders. Additionally, potential investors should take into account the fact that any vote of shares purchased will have limited effect on the outcome of corporate decisions. In the event the transactions contemplated by the Letter of Intent and Stock Purchase Agreement described above under Part I, Item 1. Business, Letter of Intent, takes place, we will likely have new majority shareholders who will have majority voting control over the Company and will dictate the outcome of all corporate actions.

***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 the date of this filing there were 73,034,160 issued and outstanding shares of common stock. Moving forward we may need to raise additional capital, which may then result in the issuance of additional shares of common stock or debt instruments. Such issuances may also serve to enhance existing management's ability to maintain control of the Company because the shares may be issued to parties or entities committed to supporting existing management.

***We have not, and currently do not anticipate, paying dividends on our common stock.***

We have never paid any dividends on our common stock and do not plan to pay dividends on our common stock for the foreseeable future. We currently intend to retain future earnings, if any, to finance operations, capital expenditures and to expand our business.

***We Do Not Currently Have A Robust Public Market For Our Securities. If There Is A Market For Our Securities In The Future, Such Market May Be Volatile And Illiquid.***

Our common stock has been quoted on the Over-The-Counter Bulletin Board ( OTCBB ) under the symbol MSEI since April 2012 which was changed to the symbol VOLT on July 1, 2013. As the end of trading on January 10, 2014, our stock traded 113,019 shares per trading day over the past 245 trading days. There can be no assurance that an active public market will continue to exist for our common stock. If there is an active market for our common stock in the future, we anticipate that such market would be illiquid and would be subject to wide fluctuations in response to several factors, including, but not limited to:

- (1) actual or anticipated variations in our results of operations;
- (2) our ability or inability to generate revenues;
- (3) the number of shares in our public float;
- (4) increased competition; and
- (5) conditions and trends in the market for our products and services.

Furthermore, our stock price may be impacted by factors that are unrelated or disproportionate to our operating performance. These market fluctuations, as well as general economic, political and market conditions, such as recessions, interest rates or international currency fluctuations may adversely affect the market price of our common stock. Additionally, moving forward we anticipate having a limited number of shares in our public float, and as a result, there could be extreme fluctuations in the price of our common stock. Further, due to the limited volume of our shares which trade and our limited public float, we believe that our stock prices (bid, ask and closing prices) will be entirely arbitrary, will not relate to the actual value of the Company, and will not reflect the actual value of our common stock. Shareholders and potential investors in our common stock should exercise caution before making an investment in the Company, and should not rely on the publicly quoted or traded stock prices in determining our common stock value, but should instead determine the value of our common stock based on the information contained in the Company's public reports, industry information, and those business valuation methods commonly used to value private companies.

***If we are late in filing our Quarterly or Annual Reports with the Securities and Exchange Commission or a market maker fails to quote our common stock on the Over-The-Counter Bulletin Board for a period of more than four days, we may be de-listed from the Over-The-Counter Bulletin Board.***

Pursuant to Over-The-Counter Bulletin Board ("OTCBB") rules relating to the timely filing of periodic reports with the Securities and Exchange Commission (SEC), any OTCBB issuer which fails to file a periodic report (Form 10-Q or 10-K) by the due date of such report (notwithstanding any extension granted to the issuer by the filing of a Form 12b-25), three times during any 24 month period is automatically de-listed from the OTCBB. Such removed issuer would not be re-eligible to be listed on the OTCBB for a period of one year, during which time any subsequent late filing would reset the one-year period of de-listing. Additionally, if a market maker fails to quote our common stock on the OTCBB for a period of more than four consecutive days, we will be automatically delisted from the OTCBB.

If we are late in our filings three times in any 24 month period and are de-listed from the OTCBB or are automatically delisted for failure of a market maker to quote our stock, our securities may become worthless and we may be forced to curtail or abandon our business plan.

***We Have Never Paid Cash Dividends In Connection With Our Common Stock And Have No Plans To Pay Dividends In The Future.***

We have paid no cash dividends on our common stock to date and it is not anticipated that any cash dividends will be paid to holders of our common stock in the foreseeable future. While our dividend policy will be based on the operating results and capital needs of our business, it is anticipated that any earnings will be retained to finance our future expansion.

***Shareholders May Be Diluted Significantly Through Our Efforts To Obtain Financing And Satisfy Obligations Through The Issuance Of Additional Shares Of Our Common Stock.***

We have no committed source of financing. Wherever possible, our Board of Directors will attempt to use non-cash consideration to satisfy obligations. In many instances, we believe that the non-cash consideration will consist of restricted shares of our common stock. Our Board of Directors has authority, without action or vote of the shareholders, to issue all or part of the authorized but unissued shares of common stock. In addition, if a trading market develops for our common stock, we may attempt to raise capital by selling shares of our common stock, possibly at a discount to market. These actions will result in dilution of the ownership interests of existing shareholders, may further dilute common stock book value, and that dilution may be material. Such issuances may also serve to enhance existing management's ability to maintain control of the Company because the shares may be issued to parties or entities committed to supporting existing management.



***State Securities Laws May Limit Secondary Trading, Which May Restrict The States In Which And Conditions Under Which You Can Sell Shares.***

Secondary trading in our common stock may not be possible in any state until the common stock is qualified for sale under the applicable securities laws of the state or there is confirmation that an exemption, such as listing in certain recognized securities manuals, is available for secondary trading in the state. If we fail to register or qualify, or to obtain or verify an exemption for the secondary trading of, the common stock in any particular state, the common stock cannot be offered or sold to, or purchased by, a resident of that state. In the event that a significant number of states refuse to permit secondary trading in our common stock, the liquidity for the common stock could be significantly impacted.

***Our common stock is deemed to be penny stock***, which may make it more difficult for investors to sell their shares due to suitability requirements.

Our common stock is deemed to be penny stock as that term is defined in Rule 3a51-1 promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act). These requirements may reduce the potential market for our common stock by reducing the number of potential investors. This may make it more difficult for investors in our common stock to sell shares to third parties or to otherwise dispose of them. This could cause our stock price to decline. Penny stocks are stock:

- With a price of less than \$5.00 per share;
- That are not traded on a “recognized” national exchange;
- Whose prices are not quoted on the NASDAQ automated quotation system (NASDAQ listed stock must still have a price of not less than \$5.00 per share); or
- In issuers with net tangible assets less than \$2.0 million (if the issuer has been in continuous operation for at least three years) or \$10.0 million (if in continuous operation for less than three years), or with average revenues of less than \$6.0 million for the last three years.

Broker-dealers dealing in penny stocks are required to provide potential investors with a document disclosing the risks of penny stocks. Moreover, broker-dealers are required to determine whether an investment in a penny stock is a suitable investment for a prospective investor. Many brokers have decided not to trade penny stocks because of the requirements of the penny stock rules and, as a result, the number of broker-dealers willing to act as market makers in

such securities is limited. In the event that we remain subject to the penny stock rules for any significant period, there may develop an adverse impact on the market, if any, for our securities. Because our securities are subject to the penny stock rules, investors will find it more difficult to dispose of our securities.

*Because we are not subject to compliance with rules requiring the adoption of certain corporate governance measures, our stockholders have limited protections against interested director transactions, conflicts of interest and similar matters.*

The Sarbanes-Oxley Act of 2002, as well as rule changes proposed and enacted by the SEC, the New York and American Stock Exchanges and the Nasdaq Stock Market, as a result of Sarbanes-Oxley, require the implementation of various measures relating to corporate governance. These measures are designed to enhance the integrity of corporate management and the securities markets and apply to securities that are listed on those exchanges or the Nasdaq Stock Market. Because we are not presently required to comply with many of the corporate governance provisions and because we chose to avoid incurring the substantial additional costs associated with such compliance any sooner than legally required, we have not yet adopted these measures.

Because our directors are not independent directors, we do not currently have independent audit or compensation committees. As a result, our directors have the ability to, among other things, their own level of compensation. Until we comply with such corporate governance measures, regardless of whether such compliance is required, the absence of such standards of corporate governance may leave our stockholders without protections against interested director transactions, conflicts of interest, if any, and similar matters and any potential investors may be reluctant to provide us with funds necessary to expand our operations.

We intend to comply with all corporate governance measures relating to director independence as and when required. However, we may find it very difficult or be unable to attract and retain qualified officers, directors and members of board committees required to provide for our effective management as a result of the Sarbanes-Oxley Act of 2002. The enactment of the Sarbanes-Oxley Act of 2002 has resulted in a series of rules and regulations by the SEC that increase responsibilities and liabilities of directors and executive officers. The perceived increased personal risk associated with these recent changes may make it more costly or deter qualified individuals from accepting these roles.

***Shares eligible for public sale in the future could decrease the price of our shares of common stock and reduce our future ability to raise capital.***

Sales of substantial amounts of shares of our common stock in the public market could decrease the prevailing market price of our common stock. If this were the case, investors in our shares of common stock may be forced to sell such shares at prices below the price they paid for their shares. In addition, a decreased market price may result in potential future investors losing confidence in us and failing to provide needed funding. This will have a negative effect on our ability to raise equity capital in the future.

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

Our debt to equity ratio is likely to be high at the commencement of operations due to the requirement of borrowing funds to continue operations. Currently the total outstanding debt against the Company, as of September 30, 2013 is \$1,013,917, of which \$98,376 is owed to shareholders, and \$915,541 to other third parties.

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.

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

The Company faces substantial competition from a number of providers of similar services. Many of the Company's competitors, particularly those competitors which are large, have substantially greater financial, marketing, and technical resources and 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.

## **ITEM 2. PROPERTIES**

The Company is currently provided the use of office space at 401 East 4<sup>th</sup> Street, Building 6, Bridgeport, PA 19405 free of charge by First Power and Light, LLC. Neither First Power nor the Company currently has any present intention to change or modify such lease arrangement. The Company has recorded a like-kind contribution to paid in capital of \$400 for the fiscal period ending September 30, 2013.

## **ITEM 3. LEGAL PROCEEDINGS**

From time to time, we may become party to litigation or other legal proceedings that we consider to be a part of the ordinary course of our business. We are not currently involved in legal proceedings that could reasonably be expected to have a material adverse effect on our business, prospects, financial condition or results of operations. We may become involved in material legal proceedings in the future.

## **ITEM 4. MINE SAFETY DISCLOSURES.**

Not applicable.

## PART II

### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

While our common stock has been quoted on the Over-The-Counter Bulletin Board (OTCBB) under the symbol MSEI since April 2012, until July 1, 2013 when the symbol changed to VOLT.

The Company's common stock is considered a "penny stock" as defined in the Commission's rules promulgated under the Exchange Act (the Rules). The Commission's rules regarding penny stocks impose additional sales practice requirements on broker-dealers who sell such securities to persons other than established customers and accredited investors (generally persons with net worth in excess of \$1,000,000, exclusive of residence, or an annual income exceeding \$200,000 or \$300,000 jointly with their spouse). For transactions covered by the rules, the broker-dealer must make a special suitability determination for the purchaser and receive the purchaser's written agreement to the transaction prior to the sale. Thus the Rules affect the ability of broker-dealers to sell the Company's shares should they wish to do so because of the adverse effect that the Rules have upon liquidity of penny stocks. Unless the transaction is exempt under the Rules, under the Securities Enforcement Remedies and Penny Stock Reform Act of 1990, broker-dealers effecting customer transactions in penny stocks are required to provide their customers with (i) a risk disclosure document; (ii) disclosure of current bid and ask quotations if any; (iii) disclosure of the compensation of the broker-dealer and its sales personnel in the transaction; and (iv) monthly account statements showing the market value of each penny stock held in the customer's account. As a result of the penny stock rules, the market liquidity for the Company's securities may be severely adversely affected by limiting the ability of broker-dealers to sell the Company's securities and the ability of purchasers of the securities to resell them.

#### Holders of Common Stock

As of January 13, 2014 we had an aggregate of 116 stockholders of record as reported by our transfer agent, VStock Transfer, LLC, 77 Spruce Street, Suite 201, Cedarhurst, NY 11516.

#### Dividends and Dividend Policy

There are no restrictions imposed on the Company which limit its ability to declare or pay dividends on its common stock, except as limited by state corporation law. During the last two fiscal years, no cash or stock dividends were declared or paid and none are expected to be paid in the foreseeable future.

We expect to retain all earnings generated by our future operations for the development and growth of our business. The Board of Directors will determine whether or not to pay dividends in the future in light of our earnings, financial condition, capital requirements and other factors.

### **Securities Authorized for Issuance under Equity Compensation Plans**

We have not adopted any equity compensation plans.

### **Description of Capital Stock**

The authorized capital stock consists of 100,000,000 shares of common stock, par value \$0.001 per share. As of January 13, 2014, there were 73,034,160 shares of common stock issued and outstanding. 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 100,000,000 shares of common stock, par value \$0.001 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.

### **Stock Transfer Agent**

Our stock transfer agent is VStock Transfer, LLC, 77 Spruce Street, Suite 201, Cedarhurst, NY 11516. Their telephone number is (212) 828-8436.

### **Recent Sales of Unregistered Securities**

On September 20, 2012, the Company entered into the Stock Purchase (described in greater detail above), which was subsequently amended on January 4, 2013, and which closed effective January 25, 2013, pursuant to which we sold and First Power purchased (on behalf of its members and assigns) 50 million shares of our restricted common stock (representing 94.2% of our outstanding common stock) for an aggregate of \$50,000 or \$0.001 per share.

On January 23, 2013, the Board of Directors of the Company authorized the issuance of 240,000 shares of the Company's common stock at \$1.00 per share to a trade creditor to be applied toward the outstanding accounts payable balance due in the amount of \$58,520. The Company recognized a loss on the conversion of debt in the amount of \$181,480.

On January 24, 2013 the Board of Directors authorized the issuance of 1,908,130 shares of the Company's common stock to a principal shareholder, Jeffrey Martin, and his designees in exchange for the conversion of the total principal and interest balances owed to Jeffrey Martin and related entities controlled by him. The debt retired totaled \$190,822. The transaction was valued at \$1,927,212, or \$1.01 per share, which is the fair market value on date of grant. The Company retired a total value of \$190,822 in debt which included \$45,506 in related interest. Due to conversion of debt the Company recognized a loss of \$1,736,390. As of September 30, 2013, the Company satisfied its obligation to issue the outstanding shares.

During the period ended September 30, 2013, Company authorized the issuance of 2,549,160 shares of free trading shares of the Company's common stock for the conversion of debt. Total debt relieved was \$99,584 which includes principal and interest. Due to conversion within the term of the note, no gain or loss was recognized as a result of the conversion.

At various dates during the period, the Company authorized the issuance of 1,240,000 restricted shares of the Company's common stock to a consultant for services. The shares were valued based on fair market value on date of grant at an average of \$0.82 per share, or \$997,050.

The Company authorized the issuance of 10,695,000 restricted shares of the Company's common stock to various individuals and entities in exchange for \$660,000, or an average of \$.06 per share. As of September 30, 2013, the Company had not received any proceeds from the sale of the stock and has recorded a subscription receivable of \$660,000.

The Company claims an exemption from registration afforded by Section 4(2) and Rule 506 of the Securities Act of 1933, as amended (the Act) since the foregoing issuances did not involve a public offering and the recipients were accredited investors as defined in Rule 501 as promulgated under the Act. No underwriters or agents were involved in the foregoing issuances and the Company paid no underwriting discounts or commissions.

## **ITEM 6. SELECTED FINANCIAL DATA**

Not required pursuant to Item 301 of Regulation S-K.



## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*We caution you that this report contains forward-looking statements regarding, among other things, financial, business, and operational matters.*

All statements that are included in this Quarterly Report, other than statements of historical fact, are forward-looking statements. Forward-looking statements involve known and unknown risks, assumptions, uncertainties, and other factors. Statements made in the future tense, and statements using words such as may, can, could, should, predict, potential, continue, opportunity, intend, goal, estimate, expect, expectations, project, projections, believe, think, confident, scheduled or similar expressions are intended to identify forward-looking statements. Forward-looking statements are not a guarantee of performance and are subject to a number of risks and uncertainties, many of which are difficult to predict and are beyond our control. These risks and uncertainties could cause actual results to differ materially from those expressed in or implied by the forward-looking statements, and therefore should be carefully considered. We caution you not to place undue reliance on the forward-looking statements, which speak only as of the date of this report. We disclaim any obligation to update any of these forward-looking statements as a result of new information, future events, or otherwise, except as expressly required by law. References in this Form 10-K, unless another date is stated, are to September 30, 2013. As used herein, the "Company," "First Power," "we," "us," "our" and words of similar meaning refer to First Power & Light, Inc.

### Organizational History

First Power and Light, Inc. f/k/a Mainstream Entertainment, Inc. was originally formed to undertake entertainment production activities as a limited liability company (Skreem Studios, LLC) in Florida, on October 7, 2005. The Company 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 was acquired by Insight Management Corporation (f/k/a Skreem Records Corporation) and commenced business operations. In June 2008, the then majority stockholders authorized a name and entity change from Skreem Studios, LLC to Skreem Studios, Inc. On July 1, 2008, Insight Management Corporation commenced a reverse spin-off of Skreem Studios, Inc., whereby the shareholders of record as of July 1, 2008, received one share of Skreem Studios, Inc. for each share owned of Insight Management Corporation. Insight Management Corporation, as of July 1, 2008, is no longer related to the Company. On August 2, 2010 the Company changed its name to Mainstream Entertainment, Inc. and effective July 1, 2013 the Company changed its name to First Power and Light, Inc.

Prior to the closing of the Stock Purchase (described below), the Company was primarily engaged in music production and distribution in the United States and Europe. Specifically, the Company, a development stage company, leased a recording studio equipped to provide all of the services necessary for recording and editing finished audio products and planned to act as a producer; music licensor and manager. The Company owns rights to certain copyrighted songs and has one client, the music group 3rdWish, whom Justin Martin, our former Vice President is a member. Justin Martin is the 27 year old son of Jeff Martin, our majority shareholder prior to the closing of the Stock Purchase.

In July 2012, the Company entered into a Letter of Intent to acquire all the ownership interest in First Power & Light, LLC, a Delaware Limited Liability Company ( First Power and the Letter of Intent ) pursuant to which the owners of First Power would receive 50,000,000 shares of the Company's common stock (representing 94.2% of our outstanding common stock).

On September 20, 2012, the Company entered into a Stock Purchase Agreement in connection with the transactions contemplated by the Letter of Intent, which was subsequently modified and clarified by a First Addendum to Stock Purchase Agreement entered into on January 4, 2013 (collectively, the Stock Purchase ), whereby it agreed to issue 50,000,000 shares of restricted common stock to the members of First Power at \$0.01 per share, for the aggregate sum of \$50,000. A total of \$37,522 was received prior to September 30, 2012 with the remaining \$12,478 received subsequent to September 30, 2012. The shares were physically issued by the Company on October 26, 2012; however, certain closing conditions were required to occur prior to the closing of the Stock Purchase and as such, the shares were held in escrow pending the closing. The conditions which were required to occur prior to the closing of the transaction (unless waived by the parties) included the Company being DTC eligible, First Power obtaining an audit of its financial statements, the Company being current in its periodic filings, the Company not being subject to any legal proceedings and the assumption by First Power of all of the liabilities of the Company.

Effective January 25, 2013, the parties entered into a Closing Confirmation agreement, pursuant to which the parties agreed to waive any closing conditions of the Letter of Intent or Stock Purchase, which had not occurred as of that date and to close the transactions contemplated by the Stock Purchase. As such, effective January 25, 2013, the Stock Purchase closed and the shares were released from escrow (pending the requirement that the members of First Power execute confirmation letters and certify certain representations to enable the Company to claim an exemption from registration provided by Rule 506 of the Securities Act of 1933, as amended for the issuance of the shares).

The closing of the transactions contemplated by the Stock Purchase constituted a change in control of the Company.

In connection with the Closing Confirmation, First Power agreed to indemnify and hold the Company's current officers and Directors harmless against any liabilities of the Company at closing.

Additionally, the Company's Directors Charles Camorata, Justin Martin and Karen Aalders appointed Malcolm Adler and Thomas Moore as Directors of the Company and then resigned as Directors of the Company following the filing of a Schedule 14F-1 Information Statement with the Securities and Exchange Commission on February 8, 2013, thus providing the proper notice to the Company's shareholders. As of September 30, 2013, all resignations and appointments have been made and are effective.

Concurrent with the closing of the Stock Purchase, Malcolm N. Adler was appointed Chief Executive Officer and President, and Thomas Moore was appointed as Secretary and Treasurer of the Company filling the vacancies created by the resignations of Charles Camorata as Chief Executive Officer and President, Justin Martin as Vice-President, and Karen Aalders as Chief Financial Officer, Secretary and Treasurer, which prior officers resigned as officers of the Company effective January 25, 2013.

Additionally, the new officers and the new Directors have decided to undertake a change in business focus of the Company from being a music entertainment production company to a U.S. residential and commercial solar developer. Moving forward, we plan to cease undertaking any music entertainment operations and instead offer solar power solutions to residential and commercial customers across the U.S. One of the reasons for this change in business focus is because the Company believes the outlook for music entertainment production revenues is weak while the demand for residential and commercial solar power energy solutions in the U.S. is increasing - according to a 2012 report by GTM Research and Solar Energy Industries Association, the U.S. solar industry has experienced a 75% growth since 2011.

The Company's current goal is to become a market leader in the U.S. for the installation and distribution of small to large scale photovoltaic installations. The Company's business strategy includes proposed Equipment-Procurement-Construction (EPC) contracts where the Company will be hired to install a solar power system as well as efforts to aggressively target medium to large-scale photovoltaic installations for acquisition roll-up. The Company will not be a solar panel manufacturer and consequently expects to benefit from increasing panel manufacturer competition through lower panel prices.

Meeting U.S. energy growth demands requires responsible and far-sighted development of sustainable clean-energy alternatives. The Company plans to provide an economically viable and environmentally sustainable energy production solution with the goal of addressing these issues. The Company plans to utilize both federal and state tax credits created by green energy incentives to provide large energy users with the economic benefit of reducing their electricity costs and operating expenses through solar power. The Company's planned solutions will protect energy users from rising utility rates and provide a long-term, environmentally-friendly and economically attractive way for energy users to hedge a portion of their current and future electricity costs.

In connection with this new business focus and to finalize all of the transactions previously contemplated by the terms of the Letter of Intent, the Company has entered into a share exchange agreement with First Power and the First Power shareholders subsequent to the date of this filing to acquire the shares of First Power (which is in the solar power solutions business), which agreement is anticipated to be contingent on First Power obtaining audited financial statements. There can be no assurance that the Company will ever be able to acquire the shares of First Power or that such share acquisition and change in business plan will be successful. The officers and directors of the Company and First Power are the same person.

### **Plan of Operations for the Next 12 Months**

The Company's business plan over the next 12 months entails initially entering the Northeast US residential and commercial solar installation market and aggressively targeting states such as New Jersey, Pennsylvania, Massachusetts, New Hampshire and Connecticut. The Company will additionally target states with high solar incentives such as North Carolina, Louisiana and New York. In order to efficiently target the Southeast US markets, the Company intends to establish an office in Orlando, Florida.

The Company intends to aggressively seek out federal installation clients, i.e., federal buildings equipped with solar installations. Examples of this include General Services Administration buildings and military facilities.

The Company intends to engage in a roll-up campaign of small to medium sized solar installers that it expects boost its market presence and reach, grow its balance sheet, and increase sales, which program it hopes to begin after completing the planned share acquisition of First Power (as described above).

The Company intends to build its sales force in order to better penetrate these markets and increase business volume. The Company additionally intends to implement online marketing campaigns and attend prominent solar trade shows held by leading solar organizations such as Solar Power International and Solar Energy Power Association in order to source business opportunities and facilitate relationship building. The Company plans to target small to mid-sized solar installers for acquisition opportunities. The Company believes that acquiring other small to mid-sized solar installers will allow it to grow and enter new markets more efficiently and allow it to accept increased business volume.

The Company anticipates needing \$2 million in funding over the next 12 months to carry out its business plan. The Company intends to raise the required funds through sales of securities in private placements. If the Company cannot source the required funds, it believes that it can continue operations at its current level, but it will not be able to fully carry out the described business plan, and its growth will be minimal or stagnant.

We currently have a monthly burn rate consisting of professional fees (which include legal and accounting fees) of approximately \$55,000 and interest expense of approximately \$207,000, for a total of \$262,000 in monthly expenses. The Company has historically been dependent upon loans made by the Company's former majority shareholder, Jeffrey Martin (See Liquidity and Capital Resources, below); however, it is not anticipated that Mr. Martin will continue to loan the Company funds moving forward. As such, the Company plans to raise funds of \$2 million by

selling equity or debt to investors in exempt private placements. No assurance can be made that we will be successful in doing so.

**Results of Operations and Operating Expenses:**

*For The Twelve months Ended September 30, 2013 Compared To The Twelve months Ended September 30, 2012*

We generated no revenues for the twelve months ended September 30, 2013 and 2012.

We had \$1,602,183 of total operating expenses for the twelve months ended September 30, 2013, compared to \$87,319 for the twelve months ended September 30, 2012, an increase in total operating expenses of \$1,511,864 from the prior period. Operating expenses solely included general and administrative expenses for both periods and the increase in operating expenses was due to additional professional fees associated with the letter of intent and an increase in stock compensation expense.

We had total other expenses of \$2,790,027 for the twelve months ended September 30, 2013, compared to \$18,767 for the twelve months ended September 30, 2012, an increase in other expenses of \$2,771,260 from the prior period. Interest expense associated with increased borrowings from our shareholders was \$14,995. Amortization of the debt discount and related interest accrual on the Convertible Notes Payable entered into during the period was \$192,266. The Company recognized a loss on the conversion of debt to equity in the amount of \$1,917,870. Change in fair value of derivative \$665,032.

We had a net loss from continuing operations of \$4,392,210 for the twelve months ended September 30, 2013, compared to a net loss of \$106,086 for the twelve months ended September 30, 2012, an increase in net loss of \$4,322,995 from the prior period.

## **Liquidity and Capital Resources**

As of September 30, 2013, the Company had \$15 of total current assets consisting solely of cash.

The Company had total current liabilities totaling \$1,016,848 and \$293,477 as of September 30, 2013 and 2012, which included \$54,758 of accounts payable and accrued liabilities; \$50,406 (net discount of \$12,547) of guaranteed liability; \$44,402 (net discount of \$286,598) of note payable due to third party; derivative liability of \$776,924; and related party payable of \$90,358. The increase of \$723,370 related primarily relates to derivative liability as a result of convertibles notes with floating conversion rate.

The Company had a deficit accumulated during the development stage of \$5,146,636 and a working capital deficit of \$1,016,833 as of September 30, 2013.

As of the end of this quarter, the Company has approximately \$15 of cash available for Company use. The Company does not believe that such funds will be sufficient to fund its expenses over the next twelve months. There can be no assurance that additional capital will be available to the Company. The Company currently has no agreements, arrangements, or understandings with any person to obtain funds through bank loans, lines of credit, or any other sources.

Previously the Company has relied upon its majority shareholder to advance funds to allow it to operate, however; we do not expect such funding to continue subsequent to the Stock Purchase Agreement. Moving forward, the Company will be forced to raise additional funds to support its operations and pay its ongoing and previously accrued expenses, which may be raised through loans from the Company's related parties (although no current plans exist for such related parties to supply such funding), traditional bank loans, and/or through the sale of debt or equity securities, which could cause material dilution to the Company's current shareholders.

The Company had \$434,277 of net cash used in operations for the twelve months ended September 30, 2013, which was mainly due to \$4,394,481 of net loss offset by non-cash expenses of \$1,917,870 and \$1,006,650, representing a loss on debt retirement and stock compensation, respectively. In addition, there was an increase of \$42,749 in accounts payable and accrued expenses and an increase to guaranteed liabilities of \$130,411.

The Company had \$433,836 of net cash provided by financing activities for the twelve months ended September 30, 2013, which was due to \$90,358 of borrowings from related parties, \$12,478 raised through the sale of common stock, and \$331,000 in proceeds from a note payable.

Debt Financings and Related Party Notes:

The Company is highly dependent on related party financing, and has historically been dependent on funding from its significant shareholder, Jeffrey Martin ( Related Party Notes ). All of the debt financing and related interest expense for the Company have been provided by and paid or accrued to Jeffrey Martin, the former principal shareholder or to entities controlled by him and also by Sharon Altman, our current significant shareholder of the Company prior to the closing of the Stock Purchase Agreement or entities controlled by him and Sharon Altman, the Company's current majority shareholder.

The Related Party Notes are made formal through promissory notes. Other than these Related Party Notes, there are no other formal agreements between the Company and the related parties regarding any future debt financing or the payment of related interest expenses. All of the Related Party Notes provided to the Company by Mr. Martin have been forgiven as of the date of this filing as described below in connection with the Debt Conversion.

We have budgeted the need for approximately \$2 million of additional funding during the next 12 months to continue our business operations, pay costs and expenses associated with our filing requirements with the Securities and Exchange Commission and undertake our business plan which funding may not be available on favorable terms, if at all. If we are unable to raise adequate working capital for fiscal 2013, we will be restricted in the implementation of our business plan.

The financial statements included herein have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. As shown in the accompanying financial statements, the Company has had minimal revenues and has accumulated losses since inception. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to



obtain necessary equity or debt financing to continue operations, and the attainment of profitable operations. These financial statements do not include any adjustments related to the recoverability and classification of recorded assets, or the amounts and classification of liabilities that might be necessary in the event the Company cannot continue as a going concern.

Effective May 13, 2013, and subsequently, the Company entered into Convertible Promissory Notes with LG Capital Funding, LLC for a principle amount of \$331,000. Pursuant to the terms of the note, the Company is obligated to pay 8% interest per annum. The Holder has the right to convert the debt into common stock of the Company no sooner than 180 days from the effective date of the Note. The conversion price is a variable conversion price calculated as 55% multiplied by the average of the two lowest trading prices for the stock during the 10 day period ending one trading day prior to the date the conversion notice is sent by the Holder to the Company. As of September 30, 2013 and September 30, 2012, the Company has recognized a loss on the derivative feature of the notes in the amounts and \$665,032 and \$0, respectively.

As of September 30, 2013 and September 30, 2012, the Company accrued interest on these notes in the amounts of \$8,018 and \$43,174, respectively. Interest expense for the twelve months ended September 30, 2013 and 2012 and from inception to September 30, 2013 was \$207,221 (includes amortization of discount of \$192,266), \$18,767 and \$290,094 respectively.

For the twelve month period ending September 30, 2013 and 2012, and for the period from inception through September 30, 2013, the Company has recognized conversion of debt losses in the amounts of \$1,917,870, \$0 and \$1,917,870, respectively. For the twelve month period ending September 30, 2013 and 2012, and for the period from inception through September 30, 2013, the Company recognized forgiveness of debt income in the amounts of \$0, \$0 and \$1,215, respectively.

#### Debt Conversion Transactions

On January 23, 2013, the Board of Directors of the Company authorized the issuance of 240,000 shares of the Company's common stock at \$1.00 per share to a trade creditor to be applied toward the outstanding accounts payable balance due in the amount of \$58,520. The Company recognized a loss on the conversion of debt in the amount of \$181,480.

On January 24, 2013 the Board of Directors authorized the issuance of 1,908,130 shares of the Company's common stock to a principal shareholder, Jeffrey Martin, and his designees in exchange for the satisfaction of the total principal and interest balances owed to Jeffrey Martin and related entities controlled by him. The debt retired totaled \$190,822.

The transaction was valued at \$1,927,212, or \$1.01 per share, which is the fair market value on date of grant. Due to conversion of debt the Company recognized a loss of \$1,736,390.

On September 17, 2013, the Board of Directors authorized the issuance of 2,549,160 shares of the Company's common stock, to Note Holders as settlement of derivative financing. Due to conversion within the terms of the note, no gain or loss was recognized as a result of the conversion. The value of the principle and accrued interest retired totaled \$99,584.

#### **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Pursuant to Item 305(e) of Regulation S-K (§ 229.305(e)), the Company is not required to provide the information required by this Item as it is a smaller reporting company, as defined by Rule 229.10(f)(1).

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors

First Power and Light, Inc.

(formerly Mainstream Entertainment, Inc.)

(A Development Stage Company)

We have audited the accompanying balance sheets of First Power and Light, Inc. (A Development Stage Company) as of September 30, 2013 and 2012, and the related statements of operations, changes in stockholders' deficit, and cash flows for the years ended September 30, 2013 and 2012 and for the periods from October 7, 2005 (inception) through September 30, 2013. 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 audits.

We conducted our audits 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 audits provide 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 First Power and Light, Inc. as of September 30, 2013 and 2012, and the results of its operations and cash flows for the periods described above in conformity with U.S. generally accepted accounting principles.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company has a working capital deficit and incurred an accumulated net loss from operations, which raises substantial doubt about its ability to continue as a going concern. Management's plans regarding those matters also are described in Note 3. 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](http://www.mkacpas.com)

Houston, Texas

January 13, 2014

**First Power & Light, Inc. fka**  
**Mainstream Entertainment, Inc.**  
**(A Development Stage Company)**

**Balance Sheets**

**As of September 30, 2013 and September 30, 2012**

	<b>September 30, 2013</b>	<b>September 30, 2012 (restated)</b>
<b>ASSETS:</b>		
Current assets:		
Cash	\$ 15	\$ 456
Prepaid expense	---	61
Total current assets	15	517
Assets to be discontinued:		
Note receivable	---	2,555
Recording equipment held for sale, net of accumulated depreciation	---	2,210
Total assets to be discontinued	---	4,765
 <b>TOTAL ASSETS</b>	 <b>\$ 15</b>	 <b>\$ 5,282</b>
 <b>LIABILITIES AND STOCKHOLDERS'</b>		
<b>DEFICIT:</b>		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 54,758	\$ 118,246
Guaranteed liability, net of discount \$12,547	50,406	30,000
Notes payable, net of discount \$286,598	44,402	---
Derivative liability	776,924	---
Notes payable related party	90,358	145,231
Total Current Liabilities	1,016,848	293,477
 <b>TOTAL LIABILITIES</b>	 <b>1,016,848</b>	 <b>293,477</b>
 Stockholders' Deficit:		
Common Stock, \$.001 par value; 100,000,000 shares authorized, 69,684,160 and 3,051,870, respectively shares issued and outstanding	69,684	3,052
Additional paid in capital	4,710,519	423,386
Common stock payable	9,600	37,522
Subscriptions receivable	(660,000 )	---

Edgar Filing: First Power & Light, Inc. - Form 10-K

Deficit accumulated during the development stage	(5,146,636 )	(752,155)
Total stockholders' deficit	(1,016,833 )	(288,195)
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b>\$ 15</b>	<b>\$ 5,282</b>

See accompanying notes to financial statements.

**First Power & Light, Inc. fka  
Mainstream Entertainment, Inc.  
(A Development Stage Company)**

**Statements of Operations**

**For the Twelve Months ended September 30, 2013 and 2012, and  
the period from October 7, 2005 (Inception) through September 30, 2013**

	<b>Twelve Months Ended</b>		<b>October 7, 2005 (Inception) Through</b>
	<b>September 30, 2013</b>	<b>September 30, 2012 (restated)</b>	<b>September 30, 2013</b>
Operating Expenses:			
General and administrative expenses	\$ 1,602,183	\$ 87,319	\$ 1,860,632
Total operating expenses	1,602,183	87,319	1,860,632
Operating Gain (Loss)	(1,602,183)	(87,319)	(1,860,632)
Other Income (Expense):			
Loss on debt forgiveness	(1,917,870)	---	(1,917,870)
Forgiveness of debt	---	---	1,215
Change in derivative	(665,032)	---	(665,032)
Interest income	96	---	98
Interest expense	(207,221)	(18,767)	(290,094)
Penalties	---	---	(600)
Total other income (expense)	(2,790,027)	(18,767)	(2,872,283)
Net loss from continuing operations	(4,392,210)	(106,086)	(4,732,915)
Income (Loss) from discontinued operations	(2,271)	34,600	(413,721)
Net loss	\$ (4,394,481)	\$ (71,486)	\$ (5,146,636)
Basic and diluted net income (loss) per common shares:			
Basic and diluted loss per share from continuing operations	\$ (0.10)	\$ (0.03)	
Basic and diluted loss per share from discontinued operations	(0.00)	0.01	
	\$ (0.10)	\$ (0.02)	

Net Loss per common Shares Basic  
and Diluted

Per Share Information:

Weighted Average Number of  
Shares Outstanding - Basic and  
Diluted

44,204,804

3,051,870

See accompanying notes to financial statements.



**First Power & Light, Inc. fka**  
**Mainstream Entertainment, Inc.**  
**(A Development Stage Company)**

**Statement of Changes in Stockholders Deficit**

For the period from October 7, 2005 (Inception) through September 30, 2013

	Common Stock		Additional	Common	Common	Deficit	Total
	Shares	Amount	Paid-in	Stock	Stock	Accumulated	Stockholders
			Capital	Subscribed	Payable	During the	Deficit
						Development	
						Stage	
<b>Inception to October 7, 2005</b>							
Founders shares	3,051,870	\$ 3,052	\$ (3,052)	\$ ---	\$ ---	\$ ---	\$ ---
Fixed Assets contributed from owner			143,467				143,467
Net Loss						(14,828)	(14,828)
<b>Balances - September 30, 2006</b>	<b>3,051,870</b>	<b>\$ 3,052</b>	<b>\$ 140,415</b>	<b>\$ ---</b>	<b>\$ ---</b>	<b>\$ (14,828)</b>	<b>\$ 128,639</b>
Distributions to owners			(5,500)				(5,500)
Equipment contributed from owners			10,971				10,971
Expenses paid by owners			17,799				17,799
Cash contributions from owners			13,500				13,500
Net Loss						(78,220)	(78,220)
<b>Balances - September 30, 2007</b>	<b>3,051,870</b>	<b>\$ 3,052</b>	<b>\$ 177,185</b>	<b>\$ ---</b>	<b>\$ ---</b>	<b>\$ (93,048)</b>	<b>\$ 87,189</b>
Cash contributions from owners			32,324				32,324
Expenses paid by owners			718				718
Equipment contributed from owners			1,732				1,732

Edgar Filing: First Power & Light, Inc. - Form 10-K

Debt Extinguished by Parent Company			205,500						205,500
Net Loss							(205,086)		(205,086)
<b>Balances - September 30, 2008</b>	<b>3,051,870</b>	<b>\$ 3,052</b>	<b>\$ 417,459</b>	<b>\$</b>	<b>---</b>	<b>\$</b>	<b>---</b>	<b>\$ (298,134)</b>	<b>\$ 122,377</b>
Expenses paid by owners			202						202
Credit card debt assumed by owners			4,525						4,525
Net Loss							(232,252)		(232,252)
<b>Balances - September 30, 2009</b>	<b>3,051,870</b>	<b>\$ 3,052</b>	<b>\$ 422,186</b>	<b>\$</b>	<b>---</b>	<b>\$</b>	<b>---</b>	<b>\$ (530,386)</b>	<b>\$ (105,148)</b>
Expenses paid by owners			400						400
Net Loss							(78,122)		(78,122)
<b>Balances - September 30, 2010</b>	<b>3,051,870</b>	<b>\$ 3,052</b>	<b>\$ 422,586</b>	<b>\$</b>	<b>---</b>	<b>\$</b>	<b>---</b>	<b>\$ (608,508)</b>	<b>\$ (182,870)</b>
Expenses paid by owners			400						400
Net Loss							(72,161)		(72,161)
<b>Balances - September 30, 2011</b>	<b>3,051,870</b>	<b>\$ 3,052</b>	<b>\$ 422,986</b>	<b>\$</b>	<b>\$</b>	<b>---</b>	<b>\$</b>	<b>(680,669)</b>	<b>\$ (254,631)</b>
Expenses paid by owners			400						400
Common stock subscribed						37,522			37,522
Net Loss							(71,486)		(71,486)
<b>Balance - September 30, 2012 (restated)</b>	<b>3,051,870</b>	<b>\$ 3,052</b>	<b>\$ 423,386</b>	<b>\$</b>	<b>\$ 37,522</b>	<b>\$</b>	<b>(752,155)</b>	<b>\$</b>	<b>(288,195)</b>
Common stock issued for cash	50,000,000	50,000	---			(37,522)			12,478
Common stock issued for retirement of accounts payable	240,000	240	239,760						240,000
Common stock issued as retirement of debt	1,908,130	1,908	1,925,303						1,927,211
Common stock issued as compensation	1,240,000	1,240	995,810			9,600			1,006,650
Common stock subscribed	10,695,000	10,695	649,305	(660,000)					---
	2,549,160	2,549	97,035						99,584

Common stock issued for guaranteed liability							
Adjustments to derivative liability due to debt conversion			379,519				379,519
Contribution of capital			400				400
Net Loss						(4,394,481)	(4,394,481)
<b>Balances - September 30, 2013</b>	<b>69,684,160</b>	<b>\$69,684</b>	<b>\$ 4,710,519</b>	<b>\$(660,000)</b>	<b>\$ 9,600</b>	<b>\$(5,146,636)</b>	<b>\$(1,016,833)</b>

See accompanying notes to financial statements.

**First Power & Light, Inc. fka**  
**Mainstream Entertainment, Inc.**  
**(A Development Stage Company)**

**Statements of Cash Flows**

**For the Twelve Months ended September 30, 2013 and 2012 and  
the period from October 7, 2005 (Inception) through September 30, 2013**

	<b>Twelve Months ended</b>		<b>October 7, 2005</b>
	<b>September 30,</b>	<b>September 30,</b>	<b>(inception) to</b>
	<b>2013</b>	<b>2012</b>	<b>September 30,</b>
		(restated)	<b>2013</b>
<b>Cash Flows from Operating Activities:</b>			
Loss from continuing operation	\$ (4,394,481)	\$ (71,486)	\$ (5,146,636)
Adjustments to reconcile net loss to cash used in operating activities:			
Depreciation	2,210	5,526	93,576
Imputed rent	400	400	1,802
Change in derivative	665,032	---	665,032
Amortization of finance costs and debt discounts	192,266	---	192,266
Loss on equipment			33,018
Loss on debt conversion	1,917,870	---	1,917,870
Stock Compensation	1,006,650	---	1,006,650
Forgiveness of accrued rent			(13,662)
Forgiveness of debt by third party			(1,215)
Extraordinary gain on insurance claim			(13,437)
Impairment of fixed assets			86,850
Bad Debt	2,555		2,766
Interest	---		(98)
Changes in:			
Accounts receivable			(2,609)
Deposits			(6,000)
Prepaid expenses & other current assets	61	(2,555)	(128)
Guaranteed Liability	130,411	30,064	160,475
Accounts payable & accrued expense	42,749	14,787	184,702
Net Cash Flows Provided by (Used in) Operations	(434,277)	(23,264)	(838,778)

**Cash Flows from Investing Activities:**

Edgar Filing: First Power & Light, Inc. - Form 10-K

Proceeds from sale of equipment			432
Proceeds from insurance claim			166,701
Purchase of fixed assets			(17,982)
Issuance of advances and notes receivable			(100)
Expenditures on construction in progress			(116,160)
Net Cash Flows Provided by (Used in) Investing activities			32,891
<b>Cash Flows from Financing Activities:</b>			
Cash borrowings from related parties	90,358	8,250	596,899
Principal payments on related party debt		(22,058)	(212,321)
Proceeds from loans and notes	331,000	---	331,000
Cash contributions from former parent company			45,824
Issuance of common stock	12,478	37,522	50,000
Distributions to owners			(5,500)
Net Cash Flows Provided by (Used in) Financing activities	433,836	23,714	805,902
Net Increase (Decrease) in Cash	(441)	450	15
<b>Cash and cash equivalents-Beginning of period</b>	456	6	
<b>Cash and cash equivalents-End of period</b>	\$ 15	\$ 456	\$ 15

See accompanying notes to financial statements.

**First Power & Light, Inc. fka  
Mainstream Entertainment, Inc.  
(A Development Stage Company)**

**Statements of Cash Flows**

**For the Twelve Months ended September 30, 2013 and 2012 and  
the period from October 7, 2005 (Inception) through September 30, 2013**

	(audited)					
<b>SUPPLEMENTARY INFORMATION</b>						
Interest Paid	\$	491	\$	9,083	\$	31,885
Income Taxes Paid	\$		\$		\$	
<b>Non-cash transactions</b>						
Sale of fixed assets paid directly to note holder	\$		\$		\$	5,000
Equipment purchased by owners						162,998
Equipment purchased for notes payable						75,000
Issuance of shares from spin off from parent company						3,052
Debt extinguished for equity		249,341				459,366
Common stock subscription		660,000				660,000
Related party receivable exchanged for shareholder debt						102
Discount on guaranteed liability		160,411	30,064			160,411
Conversion of guaranteed liability		99,584	---			99,584
Discount on derivative		331,000				331,000
Settlement of derivative on conversion		379,519	---			379,519

See accompanying notes to financial statements.





**First Power & Light, Inc. fka**

**Mainstream Entertainment, Inc.**

**(A Development Stage Company)**

**Notes to the Financial Statements**

## **NOTE 1 NATURE OF OPERATIONS**

First Power & Light, Inc. (f/k/a Mainstream Entertainment, Inc.), (f/k/a Skreem Studios, Inc and Skreem Studios LLC) (the Company) was originally formed in Florida on October 7, 2005 as a limited liability company. The Company's initial business was the operation of a recording studio, which began pre-commencement activity in May 2006, renting and operating a studio facility through April 2009, commencing operations in April 2007 and recording nominal revenues for studio usage and for music production from March 2008 through June 2012. Effective January 25, 2013 a closing occurred on a stock purchase agreement whereby equity members of First Power & Light, LLC, a Delaware Limited Liability Company, acquired controlling interest of the Company. Under new control, the business focus of the Company will be changing from being a music entertainment production company to a U.S. residential and commercial solar developer, offering solar power solutions to residential and commercial customers across the U.S.

On April 1, 2007 the Company was acquired by Insight Management Corporation (f/k/a Skreem Records Corporation) under the purchase method. On June 27, 2008, the majority stockholders authorized a name and entity change from Skreem Studios, LLC to Skreem Studios, Inc. On July 1, 2008, Insight Management Corporation commenced a reverse spin-off of Skreem Studios, Inc., whereby the shareholders of record received one share of Skreem Studios, Inc. for each share owned of Insight Management. Insight Management Corporation, as of July 1, 2008, is no longer related to the Company. On August 2, 2010, the Board of Directors authorized a name change from Skreem Studios, Inc. to Mainstream Entertainment, Inc.

On July 4, 2012, Mainstream Entertainment, Inc. entered into a letter of intent to acquire all the ownership interest in First Power & Light, LLC, a Delaware Limited Liability Company (First Power) pursuant to which the owners of First Power would receive 50,000,000 shares of the Company's common stock (representing 94.2% of the Company's outstanding common stock). On September 20, 2012, the Company entered into a Stock Purchase Agreement in connection with the transactions contemplated by the Letter of Intent, which was subsequently modified and clarified by a First Addendum to Stock Purchase Agreement entered into on January 4, 2013 (collectively, the Stock Purchase), whereby it agreed to issue 50,000,000 shares of restricted common stock to the members of First Power at \$0.01 per share, for the aggregate sum of \$50,000. A total of \$37,522 was received prior to September 30, 2012 with the remaining \$12,478 received subsequent to September 30, 2012. The shares were physically issued by the Company on October 26, 2012; however, certain closing conditions were required to occur prior to the closing of the Stock Purchase and as such, the shares were held in escrow pending the closing. The conditions which were required to occur prior to the closing of the transaction (unless waived by the parties) included the Company being DTC eligible,

First Power obtaining an audit of its financial statements, the Company being current in its periodic filings, the Company not being subject to any legal proceedings and the assumption by First Power of all of the liabilities of the Company. Effective January 25, 2013, the parties entered into a Closing Confirmation agreement, pursuant to which the parties agreed to waive any closing conditions of the Letter of Intent or Stock Purchase, which had not occurred as of that date and to close the transactions contemplated by the Stock Purchase. As such, effective January 25, 2013, the Stock Purchase closed and the shares were released from escrow (pending the requirement that the members of First Power execute confirmation letters and certify certain representations to enable the Company to claim an exemption from registration provided by Rule 506 of the Securities Act of 1933, as amended for the issuance of the shares). The closing of the transactions contemplated by the Stock Purchase constituted a change in control of the Company.

The Company currently anticipates entering into a share exchange agreement with First Power and the members of First Power to acquire the shares of First Power (which is in the solar power solutions business), which agreement is anticipated to be contingent on First Power obtaining audited financial statements. The Company has moved its headquarters to 401 East 4th Street, Bridgeport, PA 19405.

The financial statements report activity of the Company from its inception on October 7, 2005. Since as of the date of this report the decision has been made and announced to wind down music production, all business revenues and expenses associated with the operation of the music production business are reported as a loss from discontinued operations (see Note 4, Discontinued Operations). As a result, certain line items in our balance sheets, statements of operations and our statements of cash flows have been reclassified to conform to the current presentation.

**First Power & Light, Inc. fka**

**Mainstream Entertainment, Inc.**

**(A Development Stage Company)**

**Notes to the Financial Statements**

## **NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### **Basis of Presentation**

The financial statements of the Company have been prepared utilizing the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America. Under this method, revenues are recognized when earned and expenses are recorded when liabilities are incurred.

### **Revenue Recognition**

Revenue is recognized when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when persuasive evidence of an arrangement exists, services have been provided or product delivered and installed, the price is fixed or determinable, all contractual obligations have been satisfied, 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. As of September 30, 2013, no revenue has been recorded. We will recognize revenue when the solar power systems have been installed.

**Recognition of Contract Income** The Company recognizes revenue on long-term contracts on the percentage-of-completion method of accounting, which is measured by the percentage of cost incurred to date to total estimated cost for each contract. This method is used because management considers total cost to be the best available measure of progress on the contract. Total costs are taken from management estimates without audit on individual contracts. Contract costs include all direct material, labor, subcontract costs and those indirect costs related to contract performance, such as indirect labor, supplies, tools, equipment repairs and expense, insurance, and depreciation. General and administrative costs are charged to expense as incurred. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses are determined. Changes in job performance, job conditions, and estimated profitability may result in revisions to costs and income and are recognized in the period in which the revisions are determined. As of September 30, 2013, no long-term contracts have been executed.

### **Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

### **Concentrations of Risk**

General adverse overall economic conditions such as high employment levels, government subsidies, low consumer confidence, limited credit availability, poor business conditions, stock market volatility, weather conditions, acts of terrorism, threats of war, and interest and tax rates could reduce consumer spending or cause consumers to shift their spending away from solar energy products. If the economic conditions continue to be adverse or worsen, the Company may experience material adverse impacts on our business, operating results and financial condition.

The Company's growth and continued operations could be impaired by limitations on access to capital markets. If the market for securities were to weaken for an extended period of time, the Company's ability to raise capital will be substantially reduced. Even if the market for securities were not to weaken, there is no assurance that a market for the Company's stock will exist in the future. The Company, while operating in the music entertainment industry, has generated limited revenues from operations, has incurred substantial expenses and has sustained losses. In addition, as the focus shifts to the solar energy industry, management expects to continue to incur significant operating expenses. As a result, we will need to generate significant revenues to achieve profitability, which may not occur. Previously the Company's financing of cash flows has been dependent on loans from one of its principal shareholders. This funding will not be maintained and if third party funding is not obtained there will be a material adverse effect on its business, results of operations and financial condition. To meet the need for capital, the Company plans to seek out debt and/or equity financing in the future; however, there are not currently any specific plans to raise such additional financing, and such additional funding may not be available on favorable terms, if at all. The sale of additional equity securities, if undertaken by the Company and if accomplished, may result in dilution to our shareholders.

**First Power & Light, Inc. fka**

**Mainstream Entertainment, Inc.**

**(A Development Stage Company)**

**Notes to the Financial Statements**

The Company's executive officers and key shareholder control approximately 70% of the Company's outstanding common stock. Accordingly, the Company's executive officers and key shareholder hold significant influence over the Company on matters submitted to the stockholders for approval, including the election of Directors, mergers, consolidations, the sale of all or substantially all of its assets, and also the power to prevent or cause a change in control.

The Company currently anticipates entering into a share exchange agreement with First Power and the First Power members with the goal of acquiring First Power's assets and operations. The closing of that transaction is anticipated to be dependent on several factors, including, but not limited to First Power obtaining an audit of its financial statements. In the event the Company is not able to acquire First Power, or such share exchange proves too costly, management may be forced to abandon the planned solar power solutions operations and may be forced to further modify the business plan. As a result, in the event the Company is not able to acquire the shares of First Power, any investment in the Company could become worthless.

Market risk exists both in terms of the development of new customer relationships with a start-up company as well as competition from larger companies with better capitalization. Fluctuations in economic and market conditions that impact the prices of conventional and non-solar renewable energy sources could cause the demand for solar energy systems to decline, which would have a negative impact on our business. If solar energy does not achieve widespread adoption or demand for solar energy systems fails to develop sufficiently, the Company may not be able to grow at the rate anticipated by management. Demand may be influenced by affordability, functionality, appeal or opposition by existing alternate technologies.

Regulatory risk exists in the economic, technological, social and ecosystem environments. If the Company is late in its filings three times in any 24 month period and is de-listed from the OTCBB or is automatically delisted for failure of a market maker to quote the Company's stock, it may become worthless. The reduction or elimination of government subsidies and incentives or delays or interruptions in the implementation of favorable federal or state laws could substantially increase the cost of our systems to future customers, resulting in a significant reduction in demand for the Company's planned solar energy systems. Local ordinances subject to various concerns such as aesthetics, safety and taxation may hinder growth in various areas.

Technological risk exists in the development of cost-effective, functional and reliable solar energy systems relative to conventional (fossil, plant and mineral fuels) and other non-solar renewable (hydroelectric, wind, geothermal, solar thermal, concentrated solar and biomass) energy sources and products. The potential for failure to offer and market new products could cause operations to become uncompetitive or obsolete, which could prevent the Company from obtaining any sales, or increasing sales and becoming profitable.

Supply risk exists. In previous years global photovoltaic ( PV ) module supply has fluctuated, which has resulted in some price increases and limited availability for solar PV modules. While the risk factors of future shortages have lessened due to multiple manufacturing options, management believes future supply problems are a possibility that must be taken into account.

Workforce risks exists that the Company will not be able to obtain qualified and capable managerial, operational and financial personnel in the regions where needed at a rate of compensation that can be maintained to achieve profitability. The Company s performance will be substantially dependent on the performance of its executive officers, Malcolm N. Adler and Thomas Moore. The loss of the services of either of its executive officers and key employees, particularly in the early stages of operation and development, could have a material adverse effect on its business, results of operations or financial condition. The Company does not maintain key man life insurance covering either of them.

### **Cash and Cash Equivalents**

For the 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, 2013 and September 30, 2012, there were no cash equivalents.

**First Power & Light, Inc. fka**

**Mainstream Entertainment, Inc.**

**(A Development Stage Company)**

**Notes to the Financial Statements**

### **Inventory**

Inventory is stated at the lower of cost (on an average basis) or market value. We determine cost based on the weighted-average purchase price and include both the costs of acquisition and the shipping costs in inventory. We regularly review the cost of inventory against its estimated market value and record a lower of cost or market write-down to cost of goods sold, if any inventory has a cost in excess of estimated market value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs to complete and dispose.

### **Prepaid Expenses**

Prepaid expenses are advance payments for products or services that will be used in operations during the next twelve months.

### **Subscription Payable**

During the 2012 fiscal year, the Company entered into a Stock Purchase Agreement to sell 50,000,000 shares for \$50,000 of capital. As of September 30, 2012, the Company had received \$12,478, and recorded the remaining balance of \$37,522 as a subscription payable at September 30, 2012. The remaining balance of \$12,478 was collected in the quarter ended December 31, 2012.

During the second quarter of fiscal 2013, the Company entered into a definitive agreement to issue shares in consideration for retirement of debt. A total of 1,908,130 shares were authorized to fulfill \$190,822 of related party debt. As of the period ended March 31, 2013, the Company issued 1,725,130 shares of common stock and the remaining 183,000 was unissued and recorded as stock payable. During the quarter ending September 30, 2013, the Company satisfied its liability to issue these shares. Due to conversion of debt, the Company recognized an aggregate loss on conversion of \$1,736,390.

### **Development Stage Company**

The Company complies with FASB Pronouncements for its characterization of the Company as development stage.

### **Property, Equipment, and Improvements**

Property and equipment are stated at cost less accumulated depreciation and valuation adjustments. 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 and Amortization**

Depreciation is calculated according to 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.

### **Impairment of Long Lived Assets**

Long-lived assets are reviewed for impairment in accordance with the applicable FASB standard, "Accounting for the Impairment or Disposal of Long-lived Assets". Under the standard, 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 for the amount, if any, which the carrying value of the asset exceeds the fair value.

### **Guaranteed Liabilities**

The Company evaluates its guaranteed liabilities pursuant to ASC 460-10-25. Notes in the amounts of \$30,000; \$15,650; \$51,808; \$28,757; and \$34,196 were guaranteed in the form of a pledge of common stock to satisfy the amount owed if the obligator defaults. The Company records guarantee liabilities based on the likelihood of repayment. The Company recorded guarantee liabilities due to the fact that it obligated itself to issue common stock to settle debts of a related party. The liability is recorded at the fair value of the amount required to settle the liability as of the balance sheet date.

### **Derivative Liability**

The Company evaluates its convertible instruments, options, warrants or other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for under ASC Topic 815,





**First Power & Light, Inc. fka**

**Mainstream Entertainment, Inc.**

**(A Development Stage Company)**

**Notes to the Financial Statements**

**Derivatives and Hedging.** The result of this accounting treatment is that the fair value of the derivative is marked-to-market each balance sheet date and recorded as a liability. In the event that the fair value is recorded as a liability, the change in fair value is recorded in the statement of operations as other income (expense). Upon conversion or exercise of a derivative instrument, the instrument is marked to fair value at the conversion date and then that fair value is reclassified to equity. Equity instruments that are initially classified as equity that become subject to reclassification under ASC Topic 815 are reclassified to liabilities at the fair value of the instrument on the reclassification date. We analyzed the derivative financial instruments (the Convertible Note), in accordance with ASC 815. The objective is to provide guidance for determining whether an equity-linked financial instrument is indexed to an entity's own stock. This determination is needed for a scope exception which would enable a derivative instrument to be accounted for under the accrual method. The classification of a non-derivative instrument that falls within the scope of ASC 815-40-05 Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company's Own Stock also hinges on whether the instrument is indexed to an entity's own stock. A non-derivative instrument that is not indexed to an entity's own stock cannot be classified as equity and must be accounted for as a liability. There is a two-step approach in determining whether an instrument or embedded feature is indexed to an entity's own stock. First, the instrument's contingent exercise provisions, if any, must be evaluated, followed by an evaluation of the instrument's settlement provisions. The Company utilized multinomial lattice models that value the derivative liability within the notes based on a probability weighted discounted cash flow model. The Company utilized the fair value standard set forth by the Financial Accounting Standards Board, defined as the amount at which the assets (or liability) could be bought (or incurred) or sold (or settled) in a current transaction between willing parties, that is, other than in a forced or liquidation sale.

### **Fair Value Measurements**

On January 1, 2008, the Company adopted ASC No. 820-10 (ASC 820-10), Fair Value Measurements. ASC 820-10 relates to financial assets and financial liabilities.

ASC 820-10 defines fair value, establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (GAAP), and expands disclosures about fair value measurements. The provisions of this standard apply to other accounting pronouncements that require or permit fair value measurements and are to be applied prospectively with limited exceptions.

ASC 820-10 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This standard is now the single source in

GAAP for the definition of fair value, except for the fair value of leased property. ASC 820-10 establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions, about market participant assumptions, that are developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under ASC 820-10 are described below:

Level 1. Observable inputs such as quoted 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.

**First Power & Light, Inc. fka****Mainstream Entertainment, Inc.****(A Development Stage Company)****Notes to the Financial Statements**

The following table presents assets and liabilities that are measured and recognized at fair value as of September 30, 2013, on a recurring basis:

Description	Level 1	Level 2	Level 3	Gains (Losses)
Derivative Liability	\$ -	\$ -	\$ 776,924	\$ (665,032)
Total	\$ -	\$ -	\$ 776,924	\$ (665,032)

The following table presents assets and liabilities that are measured and recognized at fair value as of September 30, 2012, on a recurring basis:

Description	Level 1	Level 2	Level 3	Gains (Losses)
Derivative Liability	\$ -	\$ -	\$ -	\$ -
Total	\$ -	\$ -	\$ -	\$ -

**Research and Development Costs**

Research and development expenses, which include the cost of activities that are useful in developing new products, processes or techniques, as well as expenses for activities that may significantly improve existing products or processes are expensed as incurred. In the twelve months ended September 30, 2013 and 2012 and from inception, the Company has incurred no research and development costs.

**Income Taxes**

The Company accounts for income taxes under the applicable Financial Accounting Standards Board of Financial Accounting Standard No. 109, "Accounting for Income Taxes". Under the standard, 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 base. 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

September 30, 2013 and September 30, 2012, there was no current or deferred income tax expense or benefit.

For income tax reporting purposes, the Company uses accounting methods that recognize depreciation sooner than for financial statement reporting. As a result, the basis of property and equipment for financial reporting exceeds its tax basis by the cumulative amount that accelerated depreciation exceeds straight-line depreciation. Deferred income taxes have been recorded for the excess, which will be taxable in future periods through reduced depreciation deductions for tax purposes. A full valuation allowance has been taken on the deferred tax assets based on the Company's determination that they are unlikely to pay income taxes in the future.

Cash paid for income taxes for the twelve month periods ended September 30, 2013 and 2012, respectively and from inception was \$0.

### **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 and for stock options issued to non-employees using the fair value method in accordance with the provisions of the applicable FASB standards.

**First Power & Light, Inc. fka**

**Mainstream Entertainment, Inc.**

**(A Development Stage Company)**

**Notes to the Financial Statements**

During the period ended September 30, 2013, the Company issued 1,240,000 shares as compensation for services at an aggregate value of \$997,050, or \$0.80 per share. The shares were valued based on fair market value on the date of grant. In addition 400,000 shares were authorized and not issued as of September 30, 2013; as a result \$9,600 was recorded as a stock payable based on fair market value on date of grant. As of September 30, 2013, a total stock compensation expense of \$1,006,650 was recorded.

#### **Correction of an Error in Previously Issued Financial Statements**

The Company follows guidance under ASC 250-10-45-23 for reporting any error in the financial statements of a prior period discovered after the financial statements are issued or are available to be issued. The current comparative statements as presented reflect the retroactive application of any error corrections. Those items that are reported as error corrections in the Company's restatements of net income and retained earnings, as well as other affected balances for all periods reported there-in, are disclosed in Note 6 of the footnotes to the financial statements presented herein.

#### **Recent Accounting Pronouncements**

In February 2013, Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2013-02, *Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*, to improve the transparency of reporting these reclassifications. Other comprehensive income includes gains and losses that are initially excluded from net income for an accounting period. Those gains and losses are later reclassified out of accumulated other comprehensive income into net income. The amendments in the ASU do not change the current requirements for reporting net income or other comprehensive income in financial statements. All of the information that this ASU requires already is required to be disclosed elsewhere in the financial statements under U.S. GAAP. The new amendments will require an organization to:

-

Present (either on the face of the statement where net income is presented or in the notes) the effects on the line items of net income of significant amounts reclassified out of accumulated other comprehensive income (but only if the item reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period); and

-

Cross-reference to other disclosures currently required under U.S. GAAP for other reclassification items (that are not required under U.S. GAAP) to be reclassified directly to net income in their entirety in the same reporting period. This would be the case when a portion of the amount reclassified out of accumulated other comprehensive income is initially transferred to a balance sheet account (e.g., inventory for pension-related amounts) instead of directly to income or expense.

The amendments apply to all public and private companies that report items of other comprehensive income. Public companies are required to comply with these amendments for all reporting periods (interim and annual). The amendments are effective for reporting periods beginning after December 15, 2012, for public companies. Early adoption is permitted. The adoption of ASU No. 2013-02 is not expected to have a material impact on our financial position or results of operations.

In January 2013, the FASB issued ASU No. 2013-01, *Balance Sheet (Topic 210): Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities*, which clarifies which instruments and transactions are subject to the offsetting disclosure requirements originally established by ASU 2011-11. The new ASU addresses preparer concerns that the scope of the disclosure requirements under ASU 2011-11 was overly broad and imposed unintended costs that were not commensurate with estimated benefits to financial statement users. In choosing to narrow the scope of the offsetting disclosures, the FASB determined that it could make them more operable and cost effective for preparers while still giving financial statement users sufficient information to analyze the most significant presentation differences between financial statements prepared in accordance with U.S. GAAP and those prepared under IFRSs. Like ASU 2011-11, the amendments in this update will be effective for fiscal periods beginning on, or after January 1, 2013. The adoption of ASU 2013-01 is not expected to have a material impact on our financial position or results of operations.

**First Power & Light, Inc. fka**

**Mainstream Entertainment, Inc.**

**(A Development Stage Company)**

**Notes to the Financial Statements**

In October 2012, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2012-04, *Technical Corrections and Improvements* in Accounting Standards Update No. 2012-04. The amendments in this update cover a wide range of Topics in the Accounting Standards Codification. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendments in this update will be effective for fiscal periods beginning after December 15, 2012. The adoption of ASU 2012-04 is not expected to have a material impact on our financial position or results of operations.

In August 2012, the FASB issued ASU 2012-03, *Technical Amendments and Corrections to SEC Sections: Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin (SAB) No. 114, Technical Amendments Pursuant to SEC Release No. 33-9250, and Corrections Related to FASB Accounting Standards Update 2010-22 (SEC Update)* in Accounting Standards Update No. 2012-03. This update amends various SEC paragraphs pursuant to the issuance of SAB No. 114. The adoption of ASU 2012-03 is not expected to have a material impact on our financial position or results of operations.

In July 2012, the FASB issued ASU 2012-02, *Intangibles - Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment* in Accounting Standards Update No. 2012-02. This update amends ASU 2011-08, *Intangibles - Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment* and permits an entity first to assess qualitative factors to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired as a basis for determining whether it is necessary to perform the quantitative impairment test in accordance with Subtopic 350-30, *Intangibles - Goodwill and Other - General Intangibles Other than Goodwill*. The amendments are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted, including for annual and interim impairment tests performed as of a date before July 27, 2012, if a public entity's financial statements for the most recent annual or interim period have not yet been issued or, for nonpublic entities, have not yet been made available for issuance. The adoption of ASU 2012-02 is not expected to have a material impact on our financial position or results of operations.

### **NOTE 3 GOING CONCERN**

The Company'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.



Since inception, the Company has accumulated losses of \$5,146,636 and has a working capital deficit of \$1,016,833 at September 30, 2013. These conditions raise substantial doubt as to the Company's ability to continue as a going concern. Management intends to finance these deficits through the sale of stock and profits from the new business activities, although no assurance can be given that either approach will be successful.

#### **NOTE 4 DISCONTINUED OPERATIONS**

Discontinued operations are presented and accounted for in accordance with Accounting Standards Codification (ASC) 360, Impairment or Disposal of Long-Lived Assets, (ASC 360). When a qualifying component of the Company is disposed of or has been classified as held for sale, the operating results of that component are removed from continuing operations for all periods presented and displayed as discontinued operations if: (a) elimination of the component's operations from the Company's ongoing operations has occurred (or will occur) and (b) significant continuing involvement by the Company in the component's operations does not exist after the disposal transaction.

Previously, we announced that we were exiting the music entertainment business. The exit from the music entertainment production business was essentially completed at the end of the December quarter of 2012. The exit from the music entertainment production and recording studio business was therefore classified as discontinued operations for all periods presented under the requirements of ASC 360.

**First Power & Light, Inc. fka**

**Mainstream Entertainment, Inc.**

**(A Development Stage Company)**

**Notes to the Financial Statements**

The assets and liabilities of discontinued operations are presented separately under the captions Assets to be discontinued, Liabilities to be discontinued and Long-term liabilities to be discontinued, respectively, in the accompanying balance sheets at September 30, 2013 and September 30, 2012. There were no liabilities to be discontinued and the assets to be discontinued at September 30, 2013 and September 30, 2012 consist of a note receivable in the amount of \$2,555 and \$2,555, respectively and some recording equipment in the amounts of \$0 and \$2,210, respectively. In connection with the announcement of our exit from the music entertainment business, we reclassified certain assets as Recording equipment held for sale, in the accompanying consolidated balance sheets. As of September 30, 2013, the Company wrote off the balance of the note receivable to bad debt expense.

#### **NOTE 5 DEVELOPMENT STAGE OPERATIONS**

The Company was formed October 7, 2005. Initial funding for the Company was provided by the parent's principal stockholder via equity capital, direct debt capital and indirect/related party debt capital. The Company's business operations commenced January 2, 2008, studio operations were discontinued on April 15, 2009 and ceased in 2012 in anticipation of the business shifting to solar energy in early 2013. Operations of the Company from inception have been devoted primarily to raising capital, obtaining financing, acquiring equipment, constructing improvements to the rented studio facilities, and administrative functions. Start-up and organization costs are expensed as incurred. The Company had limited operations in the quarter and year ended September 30, 2013 and September 30, 2012. Moving forward, the Company plans to change its business focus to solar power solutions. Transactions with shareholders and other related parties are described in other notes to these financial statements.

#### **NOTE 6 CORRECTION OF A PRIOR PERIOD ERROR, RESTATEMENT OF FINANCIAL STATEMENTS**

The Company's stock was pledged to guarantee the repayment of promissory notes issued in 2012-2013 with an accredited investor. The obligator on these Promissory Notes was issued to a related party. Promissory-convertible notes issued in 2012-2013 became tainted May 13, 2013. The Holder issued these notes in the amounts of \$30,000; \$15,650; \$51,808; \$28,757; and \$34,196 (the Fixed Convertible Notes or the Notes included no deferred financing cost or legal fees).

The Fixed Convertible Notes: (a) bears interest (not convertible) at 3% per annum; (b) the principal and accrued interest becomes convertible at maturity if not redeemed; (c) is convertible optionally by the Holder at any time after maturity; (d) bears 3% interest on default with no payment penalty; (e) redeemable at 100%; (f) and the fixed conversion prices of \$0.025 and \$0.05. The conversion feature taints the Note and should be accounted for as a derivative liability due to the variable conversion provisions of the other notes based on guidance in FAS 133 and EITF 07-05.

During the period ended March 31, 2013 the Company authorized 400,000 shares issued to consultant for services. The shares were valued at \$150,000 based on fair market value on the date of grant and issued during the period ended September 30, 2013.

The Company's restatements of its financial statements include the fair value of the embedded derivative and shares issued for services. As this error correction includes a comparative reporting period, the Balance Sheet balances as of September 30, 2012 and subsequent quarters are restated as follows:

**First Power & Light, Inc. fka**

**Mainstream Entertainment, Inc.**

**(A Development Stage Company)**

**Notes to the Financial Statements**

**Restatement of Comparative Year Figures**

**September 30, 2012 (Comparative year)**

	<b>As filed</b>		<b>Adjustment</b>		<b>Restated Actual</b>
<b>Balance Sheet (Extract)</b>					
Current Assets	\$ 517	\$	---	\$	517
Assets to be discontinued	\$ 4,765	\$	---	\$	4,765
<b>Total Assets</b>	<b>\$ 5,282</b>	<b>\$</b>	<b>---</b>	<b>\$</b>	<b>5,282</b>
Total Current Liabilities	\$ 263,413	\$	30,064 (a)	\$	293,477
<b>Total stockholders deficit</b>	<b>\$ (258,131)</b>	<b>\$</b>	<b>(30,064) (a)</b>	<b>\$</b>	<b>(288,195)</b>
<b>Total Liabilities and Stockholders Deficit</b>	<b>\$ 5,282</b>	<b>\$</b>	<b>---</b>	<b>\$</b>	<b>5,282</b>
<b>Statement of Operations (Extract):</b>					
Operating Expense	\$ 57,255	\$	30,064 (a)	\$	87,319
Other Income (Expense)	\$ (18,767)	\$	---	\$	(18,767)
Net income (loss) from continuing operations	\$ (76,022)	\$	(30,064) (a)	\$	(106,086)
Net income (loss) from discontinuing operations	\$ 34,600	\$	---	\$	34,600
<b>Net Loss</b>	<b>\$ 41,422</b>	<b>\$</b>	<b>30,064 (a)</b>	<b>\$</b>	<b>71,486</b>
<b><u>December 30, 2012</u></b>					
<b>Balance Sheet (Extract)</b>					
Current Assets	\$ 15	\$	---	\$	15
Assets to be discontinued	\$ 3,660	\$	---	\$	3,660

Edgar Filing: First Power & Light, Inc. - Form 10-K

<b>Total Assets</b>	\$	<b>3,675</b>	\$	---	\$	<b>3,675</b>
Total Current Liabilities	\$	280,660	\$	45,942 (a)	\$	326,602
<b>Total stockholders deficit</b>	\$	<b>(276,925)</b>	\$	<b>(45,942)</b> (a)	\$	<b>(322,867)</b>
<b>Total Liabilities and Stockholders Deficit</b>	\$	<b>3,675</b>	\$	---	\$	<b>3,675</b>
<b>Statement of Operations (Extract):</b>						
Operating Expense	\$	25,331	\$	15,650 (a)	\$	40,981
Other Income (Expense)	\$	(4,875)	\$	(288) (a)	\$	(5,163)
Net income (loss) from continuing operations	\$	(30,206)	\$	(15,938) (a)	\$	(46,144)
Net income (loss) from discontinuing operations	\$	(1,166)	\$	---	\$	(1,166)
<b>Net Loss</b>	\$	<b>31,372</b>	\$	<b>15,938</b> (a)	\$	<b>(47,310)</b>

**First Power & Light, Inc. fka**

**Mainstream Entertainment, Inc.**

**(A Development Stage Company)**

**Notes to the Financial Statements**

**March 31, 2013**

**Balance Sheet (Extract)**

Current Assets	\$	15	\$	---	\$	15
Assets to be discontinued	\$	2,555	\$	---	\$	2,555
<b>Total Assets</b>	<b>\$</b>	<b>2,570</b>	<b>\$</b>	<b>---</b>	<b>\$</b>	<b>2,570</b>

Total Current Liabilities	\$	100,954	\$	127,103 (a)	\$	228,057
---------------------------	----	---------	----	-------------	----	---------

<b>Total stockholders deficit</b>	<b>\$</b>	<b>(98,384)</b>	<b>\$</b>	<b>(127,103) (a,b)</b>	<b>\$</b>	<b>(225,487)</b>
-----------------------------------	-----------	-----------------	-----------	------------------------	-----------	------------------

**Total Liabilities and  
Stockholders Deficit**

	\$	2,570	\$	---	\$	2,570
--	----	-------	----	-----	----	-------

**Statement of Operations  
(Extract):**

Operating Expense	\$	310,785	\$	246,215 (a)	\$	557,000
-------------------	----	---------	----	-------------	----	---------

Other Income (Expense)	\$	(1,923,086)	\$	(824) (a)	\$	1,923,910
------------------------	----	-------------	----	-----------	----	-----------

Net income (loss) from continuing operations	\$	(2,233,871)	\$	(247,039) (a,b)	\$	(2,480,910)
---	----	-------------	----	-----------------	----	-------------

Net income (loss) from discontinuing operations	\$	(2,271)	\$	---	\$	(2,271)
--	----	---------	----	-----	----	---------

<b>Net Loss</b>	<b>\$</b>	<b>2,236,142</b>	<b>\$</b>	<b>247,039 (a,b)</b>	<b>\$</b>	<b>2,483,181</b>
-----------------	-----------	------------------	-----------	----------------------	-----------	------------------

**June 30, 2013**

**Balance Sheet (Extract)**

Current Assets	\$	15	\$	---	\$	15
Assets to be discontinued	\$	2,619	\$	---	\$	2,619
<b>Total Assets</b>	<b>\$</b>	<b>2,634</b>	<b>\$</b>	<b>---</b>	<b>\$</b>	<b>2,634</b>
	\$	205,250	\$	602,315 (a,c)	\$	807,565

## Total Current Liabilities

<b>Total stockholders deficit</b>	\$ (202,616)	\$ (602,315) (a,b,c)	\$ (804,931)
-----------------------------------	--------------	----------------------	--------------

<b>Total Liabilities and Stockholders Deficit</b>	\$ 2,634	\$ ---	\$ 2,634
---	----------	--------	----------

**Statement of Operations (Extract):**

Operating Expense	\$ 965,447	\$ 280,411 (a,b)	\$ 1,245,888
-------------------	------------	------------------	--------------

Other Income (Expense)	\$ (1,960,757)	\$ (441,840) (a,b,c)	\$ (2,402,597)
------------------------	----------------	----------------------	----------------

Net income (loss) from continuing operations	\$ (2,926,204)	\$ (722,251) (a,b,c)	\$ (3,648,455)
--	----------------	----------------------	----------------

Net income (loss) from discontinuing operations	\$ (2,271)	\$ ---	\$ (2,271)
---	------------	--------	------------

<b>Net Loss</b>	\$ 2,928,475	\$ 722,251 (a,b,c)	\$ 3,650,726
-----------------	--------------	--------------------	--------------

(a)

Relates to guaranteed liability

(b)

Relates to shares issued for services

(c)

Relates to derivative liability

**First Power & Light, Inc. fka**

**Mainstream Entertainment, Inc.**

**(A Development Stage Company)**

**Notes to the Financial Statements**

#### **NOTE 7 NOTE RECEIVABLE**

In December 2011, the Company entered into a contract with one customer to produce a compact disk recording consisting of seven to ten selections to be sold by the customer. The gross contract amount was \$35,000 and the costs on the contract were \$1,400. The contract was completed in June 2012 and at that time the Company had received payments on the contract totaling \$32,445. As of September 30, 2013 and September 30, 2012, the company held a receivable of the balance due on the contract in the amount of \$2,555. On December 31, 2012 the customer signed a promissory note to pay the Company the entire balance due of \$2,555 along with interest accrued at the annual rate of 5% on or before December 31, 2013. As of September 30, 2013, the Company determined it was not able to collect the funds and has recorded an allowance for bad debt against the balance owed.

#### **NOTE 8 RELATED PARTY TRANSACTIONS**

A portion of the non-trade debt financing and related interest expense for the Company has been provided by and paid or accrued to material shareholders or entities controlled by them. Related party debt as of September 30, 2013 and September 30, 2012 was \$90,358 and \$145,231, respectively. Accrued interest related to the debt as of September 30, 2013 and 2012 was \$2,616 and \$43,175, respectively, and is included in the Account Payable and Accrued Expense balance of \$54,758 as of September 30, 2013.

During the period, the Company authorized the issuance of a total of 1,908,130 of common shares to retire \$190,822 in notes payable and accrued interest owed to related party note holders. Due to conversion of debt, the Company recognized a loss on debt conversion of \$1,917,870. During the quarter ending September 30, 2013, the Company satisfied its liability to issue these shares.

The Company guaranteed liabilities through promissory notes with an accredited investor (the Holder or Hertzog), in the amounts of \$30,000; \$15,650; \$51,808; \$28,757; and \$34,196 (the Fixed Convertible Notes or the Notes included no deferred financing cost or legal fees). The Company's guarantee is in the form of a pledge of common stock to satisfy the amount owed if the obligator defaults. The entire amount of principal and interest under these notes has been recorded as Guaranteed Liability by the Company and as follows.



-

On September 4, 2012 the Company guaranteed, with Company's common stock, the note payable of First Power and Light, LLC in the amount of \$30,000 at a 3% interest rate with maturity date of May 1, 2013 convertible at a fixed amount of 1,200,000 shares. On July 30, 2013 the holder converted both principal and interest (\$30,811) into 1,200,000 shares. Due to conversion within the term of the note, no gain or loss was recognized.

-

On December 30, 2012 the Company guaranteed, with Company's common stock, the note payable of First Power and Light, LLC in the amount of \$15,650 at a 3% interest rate with maturity date of June 30, 2013 convertible at a fixed amount of 313,000 shares. On September 17, 2013 the holder converted both principal and interest (\$15,986) into 313,000 shares. Due to conversion within the term of the note, no gain or loss was recognized.

-

On January 30, 2013 the Company guaranteed, with Company's common stock, the note payable of First Power and Light, LLC in the amount of \$51,808 at a 3% interest rate with maturity date of July 30, 2013 convertible at a fixed amount of 1,036,160 shares. On September 17, 2013 the holder converted both principal and interest (\$52,787) into 1,036,160 shares. Due to conversion within the term of the note, no gain or loss was recognized.

-

On March 30, 2013 the Company guaranteed, with Company's common stock, the note payable of First Power and Light, LLC in the amount of \$28,757 at a 3% interest rate with maturity date of September 30, 2013 convertible at a fixed amount of 575,149 shares. As of September 30, 2013, the balance remains outstanding and has accrued interest of \$435.

-

On April 30, 2013 the Company guaranteed, with Company's common stock, the note payable of First Power and Light, LLC in the amount of \$34,196 at a 3% interest rate with maturity date of September 30, 2013 convertible at a fixed amount of 683,915 shares. As of September 30, 2013, the balance remains outstanding and has accrued interest of \$430.



**First Power & Light, Inc. fka**

**Mainstream Entertainment, Inc.**

**(A Development Stage Company)**

**Notes to the Financial Statements**

The rent expense for usage by the Company is contributed by a shareholder and is recorded as a like-kind contribution to paid in capital in the amounts of \$400, \$400, and \$1,802 for the twelve months ended September 30, 2013 and 2012 and from inception to September 30, 2013, respectively.

#### **NOTE 9 DERIVATIVE LIABILITIES**

In May through September 2013, the Company issued convertible Notes to LG Capital Fund, LLC. The following table reflects the derivative notes of the Company as of September 30, 2013..

HOLDER	INITIAL VALUATION DATE	MATURITY DATE	NOTE AMOUNT	INTEREST REATE	VARIABLE/FIXED CONVERSION RATE
LG Capital Note - May 2013	5/13/2013	2/13/2014	61,500	8.0%TD's	55% of average 2 low bids 10 Convertible to 1,200,000
Hertzog -1 Note	5/13/2013	5/1/2013	30,000	3.0%	shares
Hertzog -2 Note	5/13/2013	6/30/2013	15,650	3.0%	Convertible to 313,000 shares Convertible to 1,036,160
Hertzog -3 Note	5/13/2013	7/30/2013	51,808	3.0%	shares
Hertzog -4 Note	5/13/2013	9/30/2013	28,757	3.0%	Convertible to 575,149 shares
Hertzog -5 Note	5/13/2013	10/31/2013	34,196	3.0%	Convertible to 683,915 shares
LG Capital Note - July 2013	7/2/2013	4/2/2014	61,500	8.0%TD's	55% of average 2 low bids 10
LG Capital Note - August 2013	8/8/2013	4/23/2014	76,500	8.0%TD's	45% of average 2 low bids 10
LG Capital Note-1 - Sept 2013	9/11/2013	6/11/2014	76,500	8.0%TD's	50% of average 2 low bids 10
LG Capital Note-2 - Sept 2013	9/11/2013	6/11/2014	55,000	8.0%TD's	50% of average 2 low bids 10

The Variable Convertible Notes are convertible at 45%-55% of the average 2 lowest bid prices for the last 10 trading days and contains a full ratchet reset. The Holders have the right after 180 days following the Date of Issuance, and until any time until the Convertible Note is fully paid, to convert any outstanding and unpaid principal portion of the Convertible Note, and accrued interest, into fully paid and non-assessable shares of Common Stock. The Holder was not issued warrants with the Convertible Notes.

The Variable Convertible Notes: (a) bears interest at 8% per annum; (b) the principal and accrued interest is due and payable at maturity; (c) is convertible optionally by the Holder at any time after 180 days; (d) bears 22% interest on default with a 150% payment penalty under specific default provisions; (e) redeemable at 125% for days 0-90 and 150% for days 91-180; (f) and is subject to dilutive adjustments for share issuances (full ratchet reset feature).

Due to the fact that the number of shares of common stock issuable could exceed the Company's authorized share limit, the equity environment is tainted and as result pursuant to ASC 815-15 Embedded Derivatives, the fair values of the variable conversion option was recorded as derivative liabilities on the issuance date.

In addition, on May 2013, promissory notes issued in 2012-2013 with fixed conversion price (\$0.025-\$0.05) became tainted. These notes were in the amounts of \$30,000; \$15,560; \$51,808; \$28,757; and \$34,196.

The fair values of the Company's derivative liabilities were estimated at the issuance date and are revalued at each subsequent reporting date, using a lattice model. The Company recorded current derivative liabilities of \$776,924 and \$0 at September 30, 2013 and September 30, 2012, respectively. The change in fair value of the derivative liabilities resulted in a loss of \$665,032 and \$-0- for the twelve months ended September 30, 2013 and 2012, respectively, which has been reported as other income (expense) in the statements of operations. The loss of \$665,032 for the twelve months ended September 30, 2013 consisted of a loss of \$2,110,921 due to the value in excess of the face value of the convertible notes, and a gain of (\$1,445,889) attributable to the fair value on the convertible notes.

**First Power & Light, Inc. fka**

**Mainstream Entertainment, Inc.**

**(A Development Stage Company)**

**Notes to the Financial Statements**

The following presents the derivative liability value by instrument type at September 30, 2013 and September 30, 2012, respectively:

	<b>September 30, 2013</b>	<b>September 30, 2012</b>
Convertible Debentures	\$ 776,924	\$ -
<b>Total</b>	<b>\$ 776,924</b>	<b>\$ -</b>

The following is a summary of changes in the fair market value of the derivative liability during the twelve months ended September 30, 2013 and the year ended September 30, 2012:

	Derivative Liability Total
Balance, September 30, 2012	\$ -
Increase in derivative value due to issuances of convertible promissory note	558,677
Increase in derivative value due to tainting of guaranteed liabilities	2,043,655
Decrease due to conversion of guaranteed liabilities	(379,519)
Change in fair market value of derivative liabilities	(1,445,889)
<b>Balance, September 30, 2013</b>	<b>\$ 776,924</b>

The existing derivative instruments were valued as of 9/30/13. The following assumptions were used for the valuation of the derivative liability related to the Note:

The underlying stock price \$0.2600 was used as the fair value of the common stock;

The LG Capital note face amounts as of 9/30/13 are the same terms as at issuance and effectively convert at 35.80%, 29.29%, and 32.55%.

The projected volatility curve for each valuation period was based on the volatility of 18 comparable companies in the same industry.

An event of default would occur 5% of the time, increasing 1.00% per month to a maximum of 10% to-date the 1 note is not in default and has not been converted by the holder;

Capital raising events of \$50,000 would occur in each quarter for a total of \$150,000 in 2013-2014 at 75% of market generating dilutive reset events at prices below \$0.09309; \$0.07616; and \$0.08463 (rounded) for the Notes;

The Holder would redeem based on availability of alternative financing, 10% of the time increasing 1.0% monthly to a maximum of 20%; and

The Holder would automatically convert the note at maturity if the registration was effective and the company was not in default.

**First Power & Light, Inc. fka**

**Mainstream Entertainment, Inc.**

**(A Development Stage Company)**

**Notes to the Financial Statements**

**NOTE 10 CONVERTIBLE NOTE PAYABLE AND GUARANTEE LIABILITY**

Notes payable consists of the following convertible notes (further described below):

<i>Convertible Note Payable</i>	<b>September 30, 2013 (audited)</b>	<b>September 30, 2012 (audited)</b>
Convertible notes payable: maturity within 9 months; interest rate at 8%; convertible at 40-55% discount to trading fair market value; convertible 180 days from the Issue Date at option of holder	\$ 331,000	\$ ---
Debt discount	(286,598)	---
Convertible note, net of discount	<b>\$ 44,402</b>	<b>\$ ---</b>
 <i>Convertible Guaranteed Liability</i>		
Convertible Guaranteed Liability: maturity within 6 months; interest rate at 3%; convertible at fixed prices of \$0.025 - \$0.05; convertible 180 days from the Issue Date at option of holder	\$ 62,953	\$ 30,000
Discount on guaranteed liability	(12,547)	---
<b>Guaranteed Liability, net of discount</b>	<b>\$ 50,406</b>	<b>\$ 30,000</b>
Long-term portion of convertible debt	\$ ---	\$ ---
Current portion of convertible debt	\$ 871,372	\$ 30,000

*Convertible Note Payable*

The Company has received proceeds from an unrelated third party in exchange for Convertible Promissory Notes made effective May through September 30, 2013 in the amounts of \$61,500, \$61,500, \$76,500, \$76,500, and \$55,000.

The notes carry an annual interest rate of 8% on any unpaid principal and a maturity date of twelve months from the date of funding. A penalty interest rate will be in effect for any amount of principal or interest which is not paid when due and shall bear interest at the rate of twenty two percent (22%) per annum from the due date. The notes are

convertible at the option of the holder at any time during the term. The notes are convertible into common stock at a conversion price between 45%-55% of the calculated average of the two lowest trading prices for the common stock during the 10 day trading day period prior to the date of the conversion notification. The holder has not converted any portion of these notes in satisfaction of the amounts due as of September 30, 2013.

As of September 30, 2013 and September 30, 2012, the derivative liability was calculated to be \$776,924 (includes derivative liability as a result of tainted convertible guaranteed liability) and \$0, respectively.

### *Convertible Guaranteed Liability*

The Company guaranteed liabilities through promissory notes with an accredited investor (the Holder or Hertzog ), in various amounts (the Fixed Convertible Notes or the Notes included no deferred financing cost or legal fees). The Company's guarantee is in the form of a pledge of common stock to satisfy the amount owed if the obligator defaults. The



**First Power & Light, Inc. fka**

**Mainstream Entertainment, Inc.**

**(A Development Stage Company)**

**Notes to the Financial Statements**

entire amount of principal and interest under these notes has been recorded as Guaranteed Liability by the Company and are as follows.

-

On September 4, 2012 the Company guaranteed, with Company's common stock, the note payable of First Power and Light, LLC in the amount of \$30,000 at a 3% interest rate with maturity date of May 1, 2013 convertible at a fixed amount of 1,200,000 shares. On July 30, 2013 the holder converted both principal and interest (\$30,811) into 1,200,000 shares. Due to conversion within the term of the note, no gain or loss was recognized.

-

On December 30, 2012 the Company guaranteed, with Company's common stock, the note payable of First Power and Light, LLC in the amount of \$15,650 at a 3% interest rate with maturity date of June 30, 2013 convertible at a fixed amount of 313,000 shares. On September 17, 2013 the holder converted both principal and interest (\$15,986) into 313,000 shares. Due to conversion within the term of the note, no gain or loss was recognized.

-

On January 30, 2013 the Company guaranteed, with Company's common stock, the note payable of First Power and Light, LLC in the amount of \$51,808 at a 3% interest rate with maturity date of July 30, 2013 convertible at a fixed amount of 1,036,160 shares. On September 17, 2013 the holder converted both principal and interest (\$52,787) into 1,036,160 shares. Due to conversion within the term of the note, no gain or loss was recognized.

-

On March 30, 2013 the Company guaranteed, with Company's common stock, the note payable of First Power and Light, LLC in the amount of \$28,757 at a 3% interest rate with maturity date of September 30, 2013 convertible at a fixed amount of 575,149 shares. As of September 30, 2013, the balance remains outstanding and has accrued interest of \$435.

-

On April 30, 2013 the Company guaranteed, with Company's common stock, the note payable of First Power and Light, LLC in the amount of \$34,196 at a 3% interest rate with maturity date of September 30, 2013 convertible at a fixed amount of 683,915 shares. As of September 30, 2013, the balance remains outstanding and has accrued interest of \$430.

As of September 30, 2013 and September 30, 2012, the derivative liability was calculated to be \$776,924 (includes embedded derivative as a result of LG's Convertible Promissory Note) and \$0, respectively.

#### **NOTE 11 CAPITAL STOCK**

The Company has 100,000,000 shares of \$0.001 par value stock authorized. As of September 30, 2013, there were 69,684,160 shares outstanding.

On January 25, 2013 the Company closed on a letter of intent executed on July 4, 2012 and a Stock Purchase Agreement executed on September 20, 2012 and amended on January 4, 2013 whereby it agreed to sell 50,000,000 restricted shares of common stock at \$0.01 per share to First Power & Light, LLC for the sum of \$50,000. The management of First Power & Light, LLC subsequently transferred the right to receive the shares directly to its members. These shares were issued on October 26, 2012. Proceeds received by the Company from the sale of stock under the Stock Purchase Agreement totaled \$50,000. The shares issued on October 26, 2012 were restricted by contract, held in escrow, and had no rights to vote or disposal until the closing of the contract was consummated on January 25, 2013, at which time the contractual restrictions terminated and the shares were released from escrow.

On January 23, 2013 the Board of Directors authorized the issuance of 240,000 shares of the Company's common stock to a trade creditor to be applied toward the outstanding accounts payable balance due in the amount of \$58,520. The transaction was valued at \$240,000, or \$1.00 per share, which was the fair market value on date of grant. As of September 30, 2013, the Company recognized losses on settlement of debt of \$181,480, which is recorded a part of \$1,917,870 and includes \$1,736,390 loss on related party debt conversion.

**First Power & Light, Inc. fka**

**Mainstream Entertainment, Inc.**

**(A Development Stage Company)**

**Notes to the Financial Statements**

On January 24, 2013 the Board of Directors authorized the issuance of 1,908,130 shares of the Company's common stock to a principal shareholder, Jeffrey Martin, and his designees in exchange for the forgiveness of the total principal and interest balances owed to Jeffrey Martin and related entities controlled by him. The debt retired totaled \$190,822. The transaction was valued at \$1,927,212, or \$1.01 per share, which is the fair market value on date of grant. Due to conversion of debt the Company recognized a loss of \$1,736,390, which is recorded as part of \$1,917,870 total loss on conversion of debt that includes loss in settlement of debt of \$181,480.

At various times during the period, the Company issued an aggregate of 1,240,000 shares of common stock as compensation for services to various consultants. The transactions were valued at \$997,050 based on fair market value on date of grant, or an average of \$0.80 per share. In addition, during the period, the Company authorized 400,000 shares valued at \$9,600 based on fair market value on date of grant. As of September 30, 2013, the shares remained unissued and recorded as a stock payable. As of September 30, 2013, total stock compensation is \$1,006,650.

At various time during the period ended September 30, 2013, the Company issued an aggregate of 10,695,000 shares for cash consideration totaling \$660,000. As of September 30, 2013, the Company had not received proceeds from the issuances and has recorded common stock subscribed in the amount \$660,000.

On September 17, 2013, the Board of Directors authorized the issuance of 2,549,160 shares of the Company's common stock, to Note Holders as settlement of guaranteed liabilities. The transactions were valued at \$99,584 in the aggregate.

Due to conversion within the terms, no gain or loss was recognized.

## **NOTE 12 COMMITMENTS AND CONTINGENCIES**

In October 2009, the Company leased studio facilities at 275 North Bayshore Drive, Ocoee, FL 34761. The lease was renegotiated on May 21, 2010 which permitted the Company to use the facilities at a rate of \$50 per hour without any minimum use requirements. The facility was not used between October 2009 and December 31, 2010. On February 2, 2011, the lease was renegotiated and extended the term to December 31, 2012. The lease has expired and there is no intent to renew it.

Effective January 25, 2013, the Company and First Power entered into a Closing Confirmation agreement, pursuant to which the parties agreed to waive any closing conditions of the July 4, 2012 Letter of Intent or September 20, 2012 (as amended January 4, 2013) Stock Purchase (see Note 1), which had not occurred as of that date and to close the transactions contemplated by the Stock Purchase. As such, effective January 25, 2013, the Stock Purchase closed and the shares were released from escrow (pending the requirement that the members of First Power execute confirmation letters and certify certain representations to enable the Company to claim an exemption from registration provided by Rule 506 of the Securities Act of 1933, as amended for the issuance of the shares). The closing of the transactions contemplated by the Stock Purchase constituted a change in control of the Company. The closing of the transactions contemplated by the Stock Purchase constituted a change in control of the Company. (See Note 1.)

#### **NOTE 13 EQUIPMENT HELD (NOT IN SERVICE)**

In April, 2009 the Company moved its remaining equipment into storage with the intention of utilizing it in the future for operations. Upon being moved to storage, the equipment was marked down to fair market value and a loss of \$4,777 was recognized to adjust carrying value from net book value during the twelve months ended September 30, 2009. The equipment valued at fair market value is being depreciated over its remaining useful life. It is now part of discontinued operations and being held for sale. Property and equipment at September 30, 2013 and September 30, 2012 consisted entirely of \$0 and \$2,210 of recording studio equipment. The equipment is being stored and is not in service.

#### **NOTE 14 SUBSEQUENT EVENTS**

The Company issued 3,350,000 common shares to consultants for services.

## **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

### **ITEM 9A. CONTROLS AND PROCEDURES**

#### **Evaluation of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures, as the Securities and Exchange Commission (SEC) defines such term. We have designed these controls and procedures to reasonably assure that information required to be disclosed in our reports filed under the Exchange Act, such as this Form 10-Q, is recorded, processed, summarized, and reported within the periods specified in the SEC's rules and forms. We have also designed our disclosure controls to provide reasonable assurance that such information is accumulated and communicated to the Chief Executive Officer, as appropriate, to allow them to make timely decisions regarding our required disclosures.

Our management has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934) as of September 30, 2013. Based on this evaluation, the Chief Executive Officer concluded that our Company's disclosure controls and procedures, including the accumulation and communication of disclosures to the Company's Chief Executive Officer as appropriate to allow timely decisions regarding required disclosure, were not effective as of this date to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms. Based on this evaluation, we have concluded that there are material weaknesses in our disclosure controls and procedures and they were not effective for the following reasons:

- Due to our relatively small size we do not have segregation of duties which is a deficiency in our disclosure controls. We are currently working on the resources to cure this deficiency.
- We do not have an Audit Committee – While we are not legally obligated to have an audit committee, it is the management's view that such a committee, including a financial expert member, is important for control purposes. Currently the Board of Directors acts in the capacity of the Audit Committee, and does not include a member that is considered to be independent of management to provide the necessary oversight over management's activities.
- We did not maintain appropriate cash controls – As of September 30, 2013, our Company has not maintained sufficient internal controls over financial reporting for the cash process, including failure to segregate cash handling and accounting functions, and did not require dual signature on our Company's bank accounts. Alternatively, the effects of poor cash controls were mitigated by the fact that our Company had limited transactions in their bank accounts.

- We did not implement appropriate information technology controls. As of September 30, 2013, our Company retained copies of all financial data and material agreements; however there is no formal procedure or evidence of normal backup of our Company's data or off-site storage of data in the event of theft, misplacement, or loss due to unmitigated factors.
- Inadequate closing processes to ensure all material misstatements are corrected in the financial statements. This was evidenced by the fact that there were audit adjustments and restatements of the financial statements.

Accordingly, our Company concluded that these control deficiencies resulted in a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis by our Company's internal controls.

As a result of the material weaknesses described above, management has concluded that our Company did not maintain effective internal control over financial reporting as of September 30, 2013 based on criteria established in Internal Control - Integrated Framework issued

by COSO.

### **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 Rule 13a-15(f) under the Exchange Act). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance of achieving their control objectives. Our management, including our Chief Executive Officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all error or fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. Management believes that the financial statements included in this report fairly present in all material respects our financial condition, results of operations and cash flows for the periods presented.

Our management, with the participation of the principal executive officer, evaluated the effectiveness of the Company's internal control over financial reporting as of September 30, 2013. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ( COSO ) in Internal Control – Integrated Framework. As a result of its review, management identified a material weakness in the internal control over financial reporting as described above. Based on this evaluation, our management concluded that, as of September 30, 2013, our internal control over financial reporting was not effective. Management acknowledges that as a smaller reporting entity, it is difficult to have adequate accounting staff to perform appropriate additional reviews of the financial statements.

### **Changes in Internal Control over Financing Reporting**

Other than as described above, there have been no changes in our internal control over financial reporting, that occurred during our fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION**

None.

**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Immediately following the closing of the Stock Purchase on January 25, 2013 (described in greater detail under Item 1.01 above), Malcolm N. Adler and Thomas Moore were appointed as the Chief Executive Officer and President and Secretary and Treasurer, respectively, of the Company. Currently Charles Camorata, Justin Martin and Karen Aalders serve as our Directors, provided that in connection with the closing of the Stock Purchase, such individuals agreed to resign as Directors of the Company and to appoint Mr. Adler and Mr. Moore as our Directors, after the Company has filed a 14f-1 Information Statement with the Securities and Exchange Commission, mailed such Information Statement to the Company's shareholders and a period of at least 10 days has passed since such mailing date.



(a) Identification of Directors and Executive Officers. The following table sets forth certain information regarding the Company's directors and executive officers:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Malcolm Adler	43	Director, Chief Executive Officer, Chief Financial Officer, President
Thomas Moore	52	Secretary and Treasurer
Charles Camorata	58	Director
Justin Martin	29	Director
Karen Aalders	61	Director

The following is information on the business experience of each director and officer.

**Malcolm Adler, Director, CEO, CFO, President**

Malcolm N. Adler graduated from Athens University, Athens, Alabama with a Bachelor Degree in Psychology/Education and holds a Master's Degree in School Administration from Rider University in Lawrenceville, New Jersey. He has also completed additional studies at Harvard University, Cambridge, Massachusetts, Yale University, New Haven, Connecticut and Princeton University, Princeton, New Jersey. Since April 2012, Mr. Adler has served as the President of First Power and Light. From August 1996 to December 2008, Mr. Adler served as an elementary school Principal at the George Washington School in the Camden, New Jersey School District. From September 1987 to July 1996, Mr. Adler served as an elementary school Principal at the John G. Whittier School in the Camden, New Jersey School District. From September 1981 to June 1984, Mr. Adler served as the Acting Principal at various elementary schools in the Camden, New Jersey School District.

As a school administrator, Mr. Adler's school was selected as a Governors School of Excellence, one of only 25 schools throughout New Jersey. Three continuous years, the children received high level of student achievement according to state department of education benchmarks. During his tenure as school administrator, Mr. Adler managed multiyear budgets for many millions of dollars. Mr. Adler has served as the managing partner of Eileen Property Management, LLC which purchases refurbishes rents and sells real estate, since February 2005.

In spring 2002, Mr. Adler was selected as the recipient of the Patrick Francis Daly Award for Excellence in Educational Leadership (National award through the School Development Program at Yale University). In April 1996, Mr. Adler was selected as a Dodge Fellow for the Principals' Center at Harvard Graduate School of Education National Institute for Urban Leaders. In November 1998, Mr. Adler served on the Board of Trustees and as a Founding Member for the Cramer Hill Community/Development Corporation (community based non-profit).

The Company believes that Mr. Adler's experience in management, including serving as a Principal of various elementary schools, as well as the money management skills he obtained in such occupations qualify him to serve as a Director of the Company.

**Thomas Moore, Secretary and Treasurer**

Mr. Moore has served as the Vice President of Construction of First Power and Light located in Bridgeport, Pennsylvania from May 2012 to present. First Power and Light is a solar EPC company, specializing in solar implementation, site auditing, procurement, engineering, design, installation, finance and system monitoring. From October 2009 to April 2012, Mr. Moore served as a site auditor and in field operations for Aztec Solar Power, LLC, in Wayne, Pennsylvania, a solar EPC company. While at Aztec, Thomas was responsible for site auditing, system installation, monitoring and warranty management. From September 2007 to January 2009, Thomas served as a Senior Systems Engineer at Symantec Corporation in Conshohocken, Pennsylvania, a software security company, where he was responsible for technical liaison support and management of multi-million dollar accounts. From April 1998 to September 2007, Mr. Moore served as an Area IT Manager for Comcast Cable Incorporated in Philadelphia, Pennsylvania. Mr. Moore has an Associate's Degree in Computer Programming from the Community College of Philadelphia, obtained his Institute of Sustainable Power and Quality (ISPQ) Accreditation in PV installation and design from the State University of New York (SUNY) Delhi, in Delhi, New York and received further education in PV installation, design, sale and estimates from Maxwell Education Group, a Solar Training School, located in Philadelphia, Pennsylvania.

**Charles Camorata Director**

**Charles Camorata**, 57. Mr. Camorata was elected as President and director of Mainstream Entertainment in 2008. He resigned all positions held with the Company on January 25, 2013. His duties included: Running all operations needed to produce, record, and release music as well as set up the studio operations. He also had oversight of the filing of all publishing of songs in our catalog. Prior to his appointment he was the Vice President/Producer for Skreem Entertainment Corporation (a company affiliated with the Company) from 2000-2007 where he developed new groups and prepared them for recording careers by providing vocal and dance training, as well as produce their first commercially released record.

Prior to joining the Company, from 1993-1999 Mr. Camorata was self-employed as a music, sound, and design consultant and project manager with projects including: Theme Parks and Recording Studios including Walt Disney World, Universal Studios and MGM Studios Sound designer/design supervisor, MIDI systems programmer, and music editor/mixer for Porta Europa an MCA/Universal theme park in Wakayama, Japan. He was the sound designer/design supervisor, MIDI systems programmer, and music editor/mixer for the Water World Stunt Show in Universal Studios Hollywood (Won IAAPA award for Best Mixed Stunt Show Worldwide 1995). He was the sound designer/design supervisor for Fox Television's fall 1994 series Fortune Hunter. He was the sound designer/design supervisor for independent film Shakti released in Puerto Rico. He was the project manager and design consultant for Sound Deluxe Inc. Projects managed and designed include The Nascar Café Chain, Caroline's Comedy Nation in Manhattan, All-star Cafes, Seuss Landing at Universal Studios Florida.

The Company believed that Mr. Camorata's experience qualified him to act as a director of the Company.

**Justin Martin, Director**

Justin Martin, 28. Mr. Martin joined Mainstream Entertainment in April 2007 and resigned all positions held on January 25, 2013. Mr. Martin got his start with music group called 3rd Wish, on or about January 6, 2001. The group for the most part made a name for themselves in the European market. He has extensive music training since the age of 16. Mr. Martin has no experience operating a public company. He continues to be a member of 3rd Wish.

The Company believes that his experience qualified him to act as a director of the Company.

**Karen Aalders, Director**

Karen Aalders, 60, joined Mainstream in 2006 and resigned all positions held on January 25, 2013. Ms. Aalders has over fifteen years of financial reporting experience with private and publicly listed companies. Her responsibilities serving as both Secretary/Treasurer and Board Member have included all financial aspects of the companies and daily activities, communicating with accountants and auditors to make sure that all filings and regulations were complied with, and preparing financial presentations for investment banking groups.

Ms. Aalders has served in a financial control position for start-up firms, taking them through the formation stage, pre and post funding, public offering, filing, listing and trading. She has handled the financial analysis of, and reporting on, merger and acquisitions from initial interest through successful conclusion. These companies have included those in the fields of media, gaming, manufacturing and retail, located in the United States, Hong Kong, Korea, China and Europe.

From 1970 through 1994, Ms. Aalders' private industry experience included Purchasing Oversight at Sorex Medical, Inc., International Purchasing Supply Liason for Sciex, Inc., a security products manufacturing firm, and Department Administrator for five years for Ampex Corporation.

The Company believed that Ms. Aalder's experience with financial reporting with private and publicly held companies qualified her to act as a director of the Company.

(b) Significant Employees.

As of the date hereof, the Company has no significant employees.

(c) Family Relationships.

There are no family relationships among directors, executive officers, or persons nominated or chosen by the issuer to become directors or executive officers.

(d) Involvement in Certain Legal Proceedings.

There have been no events under any bankruptcy act, no criminal proceedings and no judgments, injunctions, orders or decrees material to the evaluation of the ability and integrity of any director, executive officer, promoter or control person of Registrant during the past five years.

**Compliance with Section 16(a) of the Exchange Act**

Section 16(a) of the Exchange Act requires the Company's directors and officers, and persons who beneficially own more than 10% of a registered class of the Company's equity securities, to file reports of beneficial ownership and changes in beneficial ownership of the Company's securities with the SEC on Forms 3, 4 and 5. Officers, directors and greater than 10% stockholders are required by SEC regulation to furnish the Company with copies of all Section 16(a) forms they file.

Based solely on the Company's review of the copies of the forms received by it during the fiscal year ended December 31, 2012 and written representations that no other reports were required, the Company believes that no person(s) who, at any time during such fiscal year, was a director, officer or beneficial owner of more than 10% of the Company's common stock failed to comply with all Section 16(a) filing requirements during such fiscal years.

**Code of Ethics**

The Company does not have a code of ethics for our principal executive and financial officers. The Company's management intends to promote honest and ethical conduct, full and fair disclosure in our reports to the SEC, and compliance with applicable governmental laws and regulations

**Nominating Committee**

We have not adopted any procedures by which security holders may recommend nominees to our Board of Directors.

**Audit Committee**

The Board of Directors acts as the audit committee. The Company does not have a qualified financial expert at this time because it has not been able to hire a qualified candidate. Further, the Company believes that it has inadequate financial resources at this time to hire such an expert. The Company intends to continue to search for a qualified individual for hire.

**ITEM 11. EXECUTIVE COMPENSATION.**

The following Summary Compensation Table sets forth the compensation for each executive officer for the past two fiscal years ended September 30.

Summary Compensation Table

<b>Name and Position</b>	<b>Year Ended September 30</b>	<b>Salary</b>	<b>Bonus</b>	<b>Stock Awards</b>	<b>Option Awards</b>	<b>Total Compensation</b>
Malcolm Adler, Director, CEO, CFO, President	2013	-0-	0-	-0-	-0-	-0-
	2012	-0-	-0-	-0-	-0-	-0-
Thomas Moore, Secretary, Treasurer	2013	-0-	0-	-0-	-0-	-0-
	2012	-0-	-0-	-0-	-0-	-0-
Charles Camorata, Director <sup>1</sup>	2013	-0-	0-	-0-	-0-	-0-
	2012	-0-	-0-	-0-	-0-	-0-
Justin Martin, Director <sup>1</sup>	2013	-0-	-0-	-0-	-0-	-0-
	2012	-0-	-0-	-0-	-0-	-0-
Karen Aalders, Director <sup>1</sup>	2013	-0-	-0-	-0-	-0-	-0-
	2012	-0-	-0-	-0-	-0-	-0-

(1)-Each of these Directors resigned their positions on January 25, 2013 with such resignations becoming effective after the appropriate time lapse subsequent to the filing of notification on 14f-1.

No executive officer received any non-incentive plan compensation, nonqualified deferred earnings, or any other compensation during the periods presented. This does not include perquisites and other personal benefits, or property, unless the aggregate amount of such compensation is more than \$10,000.

Executive Officer Compensation

All officers serve without compensation until such time as the Board of Directors has sufficient financial information with which to make a decision on an appropriate level of executive compensation. Management believes that \$50,000 of annual revenue is sufficient to consider setting a level of officer compensation.

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 successor is chosen and qualified.

#### Director Compensation

Our directors serve without compensation until such time as the Company has sufficient revenue at which time compensation will be set by the Board of Directors. Management believes that \$50,000 of annual revenue is sufficient to consider setting a level of director compensation. No director received any compensation for services to the Board of Directors during the years ended September 30, 2013 and 2012.

#### Employment and Consulting Agreements with Management

The Company has not entered into any employment agreements with any of its executive officers or employees.

The Company's officers and directors do not presently receive any compensation for their services rendered to the Company. No remuneration of any nature has been paid for or on account of services rendered to any other officer or director in such capacity.

The Board of Directors may elect to compensate its officers and directors at any time for the value of their services provided to the Company.



#### Grants of Plan-Based Awards

The Board of Directors 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 potential of the option grants.

#### Outstanding Equity Awards at Fiscal Year-End

There were no outstanding equity awards to any executive officer in the last fiscal year.

#### Meetings And Committees of The Board Of Directors

We presently have no formal independent Board committees. Until further determination, the full Board of Directors will undertake the duties of the audit committee, compensation committee and nominating and governance committee.

#### Compensation Committee

The Board of Directors, in its Compensation Committee role, will be responsible for reviewing performance of senior management, recommending compensation, and developing compensation strategies and alternatives for the Company.

#### Audit Committee

The Board of Directors, in its Audit Committee role, will be responsible for selecting the Company's independent auditors, approving the scope of audit and related fees, and reviewing financial reports, audit results, internal accounting procedures, related-party transactions, when appropriate, and programs to comply with applicable requirements relating to financial accountability. The Audit Committees function will include the development of policies and procedures for compliance by the Company and its officers and directors with applicable laws and

regulations. The Board of Directors acting in its audit committee capacity has reviewed and discussed the attached audited financial statements with management.

#### Nomination and Governance Committee

The Board of Directors, in its Nomination and Governance Committee role, will be responsible for recommendations to the Board of Directors respecting corporate governance principles; prospective nominees for director; Board member performance and composition; function, composition and performance of Board committees; succession planning; director and officer liability insurance coverage; and directors' responsibilities.

#### Audit Committee Financial Expert

We do not have an Audit Committee financial expert.

### **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.**

The following table sets forth certain information regarding the beneficial ownership of the Company's capital stock as of January 14, 2013, by (i) each person who is known by us to own beneficially more than five percent (5%) of our outstanding voting stock; (ii) each of our directors; (iii) each of our executive officers; and (iv) all of our current executive officers and directors as a group. As of January 13, 2014, there were 73,034,160 shares of our common stock issued and outstanding. The below table and disclosure throughout this report does not include the 50,000,000 shares of common stock the Company has agreed to sell in connection with the Letter of Intent and Stock Purchase Agreement described above under Part I, Item 1. Business, Letter of Intent, as such shares are being held by the Company in escrow, subject to cancellation, pending the closing of the transactions contemplated by the Letter of Intent and Stock Purchase Agreement.

Beneficial ownership is determined in accordance with the rules of the SEC and includes voting and/or investing power with respect to securities. These rules generally provide that shares of common stock subject to options, warrants or other convertible securities that are currently exercisable or convertible, or exercisable or convertible within 60 days of December 28, 2012, are deemed to be outstanding and to be beneficially owned by the person or group holding such options, warrants or other convertible securities for the purpose of computing the percentage ownership of such person or group, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person or group.

We believe that, except as otherwise noted and subject to applicable community property laws, each person named in the following table has sole investment and voting power with respect to the shares of common stock shown as beneficially owned by such person. Unless otherwise indicated, the address for each of the officers, directors or shareholder(s) listed in the table below is 401 E 4<sup>th</sup> Street, Building 6, Bridgeport, PA 19405.

<b>Title of Class</b>	<b>Name and Address</b>	<b>Amount and Nature</b>	<b>Percent of Class</b>
Common	Malcolm Aadler	2,000,000	2.738%
Common	Thomas Moore	100,000	*
Common	Justin Martin	---	*
Common	Karen Aalders	100,000	*
Common	Charles Camorata	20,000	*
	<b>All Executive Officers And Directors As A Group (5 Persons)</b>	<b>2,100,000</b>	<b>2.875%</b>
	<b>5% SHAREHOLDERS</b>		
	Sharon Aaltman		
Common	401 E 4 <sup>th</sup> Street, Building 6 Bridgeport, PA 19405	33,000,000	45.18%

\* Less than 1%.

### **Changes in Control**

There have not been any changes in control during the last fiscal year. Presently, there are no arrangements, known to the registrant, its control person, including any pledge by any person of Company securities, the operation of which may, at a subsequent date, result in a change in control of the Company, other than in connection with the July 2012 Letter of Intent and the September 2012 Stock Purchase Agreement, described in greater detail below under Item 13. Certain Relationships and Related Transactions.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS.**

The Company is currently provided the use of office space at 401 East 4<sup>th</sup> Street, Building 6, Bridgeport, PA 19405 free of charge by First Power and Light, LLC. Neither First Power nor the Company currently has any present intention to change or modify such lease arrangement. The Company has recorded a like-kind contribution to Paid in Capital of \$400 for the fiscal period ending September 30, 2013.

The Company is highly dependent on related party financing, specifically from its majority shareholder, Jeffrey Martin ( Related Party Notes ). All of the debt financing and related interest expense for the Company have been provided by and paid or accrued to Jeffrey Martin, the principal shareholder or entities controlled by him. The Related Party Notes are made formal through promissory notes. Other than these Related Party Notes, there are no other formal agreements between the Company and Jeffrey Martin regarding any future debt financing or the payment of related interest expenses. The Related Party Notes, including the outstanding balances of such notes at September 30, 2013 and 2012, are discussed in greater detail above under Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources Debt Financings and Related Party Notes .

On September 20, 2012, the Company entered into a Stock Purchase Agreement, which was subsequently modified and clarified by a First Addendum to Stock Purchase Agreement entered into on January 4, 2013, in connection with and pursuant to the Letter of Intent, whereby it agreed to issue 50,000,000 shares of restricted common stock to the members of First Power at \$0.01 per share, for the aggregate sum of \$50,000. A total of \$37,522 was received prior to September 30, 2012 with the remaining \$12,478 received subsequent to September 30, 2012. The shares were

physically issued by the Company on October 26, 2012; however, First Power and the Company have not formally closed the transactions contemplated by the Letter of Intent and Stock Purchase Agreement, as not all of the closing conditions required to occur prior to such closing have occurred to date. As such, the shares are currently being held in escrow by the Company pending the closing of the transaction and such shares have not been included in the number of issued and outstanding shares disclosed throughout this report. In the event the closing of the transaction does not occur, the Company plans to cancel the 50,000,000 shares and refund the \$50,000 paid pursuant to the Stock Purchase Agreement. The conditions which are required to occur prior to the closing of the transaction (unless waived by the parties) include the Company being DTC eligible (which eligibility the Company is currently working to obtain), First Power obtaining an audit of its financial statements, the Company being current in its periodic filings, the Company not being subject to any legal proceedings and the assumption by First Power of all liabilities of the Company. The target date for the completion of the transaction is January 2013, and under the terms of the agreement the surviving entity will change its name to First Power and Light, Inc.

In July 2012, the Company entered into a letter of intent to acquire all the ownership interest in First Power & Light, LLC, a Delaware Limited Liability Company in a tax free exchange whereby the owners of First Power will receive 50,000,000 shares of the Company's common stock.

On June 30, 2011, a note payable was forgiven and no longer due. The Company recognized \$1,215 of debt forgiveness income in conjunction with this event, consisting of \$1,200 of principal and \$15 of accrued interest. For the twelve month periods ending September 30, 2013 and 2012, and for the period from inception through September 30, 2013, the Company has recognized forgiveness of debt income in the amounts of \$0, \$0 and \$1,215, respectively.

As of January 1, 2011, the demand note from a business owned and controlled by the principal shareholder was assumed by Jeffrey Martin.

### **Director Independence**

The Over-The-Counter Bulletin Board, where the Company's common stock is currently quoted, does not have rules regarding director independence. The Company will seek to appoint independent directors, if and when it is required to do so.

### **Review, Approval and Ratification of Related Party Transactions**

Given our small size and limited financial resources, we have not adopted formal policies and procedures for the review, approval or ratification of transactions, such as those described above. However, all of the transactions described above were approved and ratified by our Board of Directors. In connection with the approval of the transaction described above, our directors took into account several factors, including their fiduciary duty to the Company; the relationship of the related parties described above to the Company; the material facts underlying each transaction; the anticipated benefits to the Company and related costs associated with such benefits; whether comparable products or services were available (if applicable); and the terms the Company could receive from an unrelated third party. We intend to establish formal policies and procedures in the future, once we have sufficient resources and have appointed additional directors, so that such transactions will be subject to the review, approval or ratification of our Board of Directors, or an appropriate committee thereof. On a moving forward basis, our directors will continue to approve any related party transaction based on the criteria set forth above.

#### **ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.**

##### **AUDIT FEES**

The aggregate fees billed for the fiscal years ended September 30, 2013 and 2012 for professional services rendered by our independent principal accountants, M&K CPAS, PLLC, for the audit of our annual financial statements and the review of our interim financial statements, as well as services provided in connection with statutory and regulatory filings or engagements for those fiscal years were \$10,550 and \$13,250, respectively.

**AUDIT RELATED FEES**

The aggregate fees billed for the fiscal years ended September 30, 2013 and 2012 for audit related fees rendered by M&K CPAS, PLLC were \$14,500 and \$10,050, respectively.

**TAX FEES**

None.

**ALL OTHER FEES**

The aggregate fees billed for the fiscal years ended September 30, 2013 and 2012 for accounting and professional related fees rendered by ECFO Corporation were \$5,380 and \$0, respectively.

The aggregate fees billed for the fiscal years ended September 30, 2013 and 2012 for accounting and professional related fees rendered by Swart Baumruk & Co. were \$18,225 and \$5,000, respectively.

**PART IV****ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

<b>Exhibit</b>	<b>Exhibit Description</b>	<b>Incorporated by</b>			<b>Filing Date</b>
		<b>Filed or Furnished Herewith</b>	<b>Form</b>	<b>Exhibit</b>	
2.1	Letter of Intent Between First Power & Light, LLC and the Company dated July 2, 2012		10-Q	2.1	8/8/12
3.1	Certificate and Articles of Amendment		S-1	3.1	3/18/11
3.2	Certificate of Conversion		S-1	3.2	3/18/11
3.3	Articles of Incorporation		S-1	3.3	3/18/11
3.4	Bylaws		S-1	3.4	3/18/11
10.1	Form of Promissory Note		S-1/A	10.1	7/12/11
10.2	A45 Music Agreement		S-1/A	10.2	7/12/11
10.3	Lease Agreement		S-1/A	10.3	7/12/11
10.4*	Agreement between Mainstream and Barton		10-Q	10.4	2/13/12
10.5	Stock Purchase Agreement (September 20, 2012) with First Power & Light LLC		10-K	10.5	1/9/13
10.6	First Addendum to Stock Purchase Agreement (January 4, 2013) with First Power & Light, LLC		10-K	10.6	1/9/13
10.7	Closing Confirmation Agreement (January 25, 2013) with First Power & Light, LLC		8-K	10.3	2/8/13
31**	Certificate of the Principal Executive Officer and Principal Accounting Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X			
32**	Certificate of the Principal Executive Officer and Principal Accounting Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X			
101.INS***	XBRL Instance Document (#)	X			
101.SCH***	XBRL Taxonomy Extension Schema Document (#)	X			
101.CAL***		X			



	XBRL Taxonomy Extension Calculation Linkbase Document (#)	
101.DEF***	XBRL Taxonomy Extension Definition Linkbase Document (#)	X
101.LAB***	XBRL Taxonomy Extension Label Linkbase Document (#)	X
101.PRE***	XBRL Taxonomy Extension Presentation Linkbase Document (#)	X

\*

Indicates management contract or compensatory plan or arrangement.

\*\*

Furnished herewith and is deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1933, as amended, and otherwise is not subject to liability under these sections.

\*\*\*

XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned, hereunto duly authorized.

**FIRST POWER AND LIGHT, INC.**

Date: JANUARY 14, 2014

By: /s/ Malcolm Adler

Malcolm Adler

Chief Executive Officer and President

(Principal Executive Officer and Principal  
Accounting/Financial Officer)

**EXHIBIT LIST**

<b>Exhibit</b>	<b>Exhibit Description</b>	<b>Incorporated by</b>			<b>Filing Date</b>
		<b>Filed or Furnished Herewith</b>	<b>Form</b>	<b>Exhibit</b>	
2.1	Letter of Intent Between First Power & Light, LLC and the Company dated July 2, 2012		10-Q	2.1	8/8/12
3.1	Certificate and Articles of Amendment		S-1	3.1	3/18/11
3.2	Certificate of Conversion		S-1	3.2	3/18/11
3.3	Articles of Incorporation		S-1	3.3	3/18/11
3.4	Bylaws		S-1	3.4	3/18/11
10.1	Form of Promissory Note		S-1/A	10.1	7/12/11
10.2	A45 Music Agreement		S-1/A	10.2	7/12/11
10.3	Lease Agreement		S-1/A	10.3	7/12/11
10.4*	Agreement between Mainstream and Barton		10-Q	10.4	2/13/12
10.5	Stock Purchase Agreement (September 20, 2012) with First Power & Light LLC		10-K	10.5	1/9/13
10.6	First Addendum to Stock Purchase Agreement (January 4, 2013) with First Power & Light, LLC		10-K	10.6	1/9/13
10.7	Closing Confirmation Agreement (January 25, 2013) with First Power & Light, LLC		8-K	10.3	2/8/13
31**	Certificate of the Principal Executive Officer and Principal Accounting Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X			
32**	Certificate of the Principal Executive Officer and Principal Accounting Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X			
101.INS***	XBRL Instance Document (#)	X			
101.SCH***	XBRL Taxonomy Extension Schema Document (#)	X			
101.CAL***	XBRL Taxonomy Extension Calculation Linkbase Document (#)	X			
101.DEF***	XBRL Taxonomy Extension Definition Linkbase Document (#)	X			
101.LAB***	XBRL Taxonomy Extension Label Linkbase Document (#)	X			
101.PRE***	XBRL Taxonomy Extension Presentation Linkbase Document (#)	X			

\*

Indicates management contract or compensatory plan or arrangement.

\*\*

Furnished herewith and is deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1933, as amended, and otherwise is not subject to liability under these sections.

\*\*\*

XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.