

Soul & Vibe Interactive Inc.
Form 10-K
April 01, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

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

For the fiscal year ended December 31, 2015

Commission File Number: 000-55091

SOUL & VIBE INTERACTIVE INC.

(Exact name of registrant as specified in its charter)

Nevada **38-3829642**
(State or Other Jurisdiction of Incorporation) (I.R.S. Employer Identification Number)

6548 South Big Cottonwood Canyon Road, Suite 200, Salt Lake City, Utah, 84121
(Address of principal executive offices) (Zip Code)

Registrant's Telephone Number, including area code: (763) 400-8040

Securities registered pursuant to Section 12(b) of the Exchange Act: None

Securities registered pursuant to Section 12(g) of the Exchange Act: Common Stock, par value \$0.001 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 check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large Accelerated Filer <input type="checkbox"/>	Accelerated Filer <input type="checkbox"/>
Non-Accelerated Filer <input type="checkbox"/>	Smaller Reporting Company <input checked="" type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

Edgar Filing: Soul & Vibe Interactive Inc. - Form 10-K

The aggregate market value of the voting stock held by non-affiliates of the issuer on June 30, 2015, based upon the \$0.128 closing price of such stock on that date, was \$325,385.

There were 237,642,126 shares of common stock outstanding as of March 25, 2016.

Documents incorporated by reference: None

TABLE OF CONTENTS

	Page
<u>PART I</u>	
Item 1. <u>Business.</u>	1
Item 1A. <u>Risk Factors.</u>	10
Item 1B. <u>Unresolved Staff Comments.</u>	16
Item 2. <u>Properties.</u>	16
Item 3. <u>Legal Proceedings.</u>	16
Item 4. <u>Mine Safety Disclosures</u>	16
<u>PART II</u>	
Item 5. <u>Market for Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.</u>	17
Item 6. <u>Selected Financial Data.</u>	17
Item 7. <u>Management’s Discussion and Analysis of Financial Condition and Plan of Operations.</u>	17
Item 7A. <u>Quantitative and Qualitative Disclosures About Market Risk.</u>	26
Item 8. <u>Financial Statements and Supplementary Data.</u>	27
Item 9. <u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.</u>	44
Item 9A. <u>Controls and Procedures.</u>	44
Item 9B. <u>Other Information.</u>	45
<u>PART III</u>	
Item 10. <u>Directors, Executive Officers, and Corporate Governance.</u>	46
Item 11. <u>Executive Compensation.</u>	47
Item 12. <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.</u>	48
Item 13. <u>Certain Relationships and Related Transactions, and Director Independence.</u>	49

Item 14. Principal Accounting Fees and Services. 49

PART IV

Item 15. Exhibits, Financial Statement Schedules. 50

FORWARD-LOOKING INFORMATION

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements relate to future events or our future financial performance. We have attempted to identify forward-looking statements by terminology including “anticipates,” “believes,” “expects,” “can,” “continue,” “could,” “estimates,” “expects,” “intends,” “may,” “potential,” “predict,” “should” or “will” or the negative of these terms or other comparable terminology. These statements are only predictions; uncertainties and other factors may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels or activity, performance or achievements expressed or implied by these forward-looking statements. 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. Our expectations are as of the date this Form 10-K is filed, and we do not intend to update any of the forward-looking statements after the date this Annual Report on Form 10-K is filed to confirm these statements to actual results, unless required by law.

PART I

ITEM 1. BUSINESS.

As used in this Annual Report on Form 10-K, all references to “we”, “our” and “us” for periods prior to the closing of the Exchange refer to Soul and Vibe Entertainment, Inc., a Nevada corporation (“Soul”) as a privately owned company, and for periods subsequent to the closing of the Exchange, refer to the Company and its subsidiaries (including Soul). All share figures in this Annual Report reflect the effectuation of the Reverse Split discussed below.

Background

Exchange Agreement. On February 5, 2013, Soul and Vibe Interactive Inc., a Nevada corporation (the “Company”) entered into a Share Exchange Agreement (the “Agreement”) by and among the Company, Soul and the sole shareholder of Soul (the “Shareholder”). Pursuant to the Agreement, Soul became a wholly owned subsidiary of the Company (the “Exchange”). As consideration for the Exchange, the Shareholder exchanged an aggregate of 150,000 shares of common stock of Soul, constituting all shares of capital stock of Soul issued and outstanding (the “Soul Shares”) for an aggregate of 308,333 shares of the Company’s common stock (the “Common Stock”). The Agreement contained customary terms and conditions for a transaction of this type, including representations, warranties and covenants, as well as provisions describing the consideration exchanged, the process of exchanging the consideration and the effect of the Exchange. The closing of the Exchange took place on February 6, 2013. There were no rights to acquire any equity interests of Soul prior to the closing of the Exchange. Subsequent to the consummation of the Exchange, the Company had 908,333 shares of Common Stock issued and outstanding.

Changes Resulting from the Exchange. We intend to carry on Soul's business as our primary line of business. Soul is headquartered in Salt Lake City, UT, and is focused on developing, publishing, and digitally distributing interactive entertainment for video game consoles, personal computers, and mobile devices, as well as interactive books (also known as "e-books" or "interactive storybooks") and downloadable/streamable music. As of March 8, 2013, we discontinued entirely the business of Victory LG, Inc.

Reverse Split. On June 25, 2015, the holder of a majority of the shares of Common Stock approved a reverse split of such shares by a ratio of 1 for 40 (the "Reverse Split"). The Company filed the certificate of amendment (the "Certificate") to its articles of incorporation with the State of Nevada effectuating the Reverse Split on August 20, 2015. The Reverse Split became effective in the State of Nevada on August 25, 2015. The Reverse Split became effective on the OTC QB on August 25, 2015, having been approved by the Financial Industry Regulatory Authority, Inc. ("FINRA") on August 25, 2015. As a result of the Reverse Split, each forty (40) shares of Common Stock issued and outstanding prior to the 2015 Reverse Split were converted into one (1) share of Common Stock, and all options, warrants, and any other similar instruments convertible into, or exchangeable or exercisable for, shares of Common Stock have been proportionally adjusted. All references to common stock have been retroactively restated.

Overview

Soul and Vibe Interactive Inc. is a publisher of games, interactive books, and downloadable/streamable music for digital devices. We develop, publish, and digitally distribute interactive entertainment (games and interactive books) for video game consoles, mobile and augmented reality/wearable tech devices, personal computers, and social-media platforms. We develop, publish, and digitally distribute music for play on digital devices through downloadable/streamable channels that include, but are not limited to, the likes of: Apple Music, iTunes, Spotify, Google Play, Amazon, Rdio, Deezer, Tidal, YouTube Music, Beats/MediaNet, and Microsoft Groove. The music service Shazam, also, recognizes Soul and Vibe Music products. Since our Company's inception, we have generated a degree of revenue. Revenue generation began in the 1st quarter of 2014 with the release of our first video game product. The release was Timeless Gems, an innovative "match-3" game that features board game elements. Timeless Gems was released, worldwide, on Facebook, Google's Google Play, and Apple's App Store (for iPhone, iPad, and iPod Touch) in February and March 2014. In addition to the development and release of the Timeless Gems product, two packages of expansion content for Timeless Gems were developed and released during fiscal year 2014. A third package of expansion content for Timeless Gems was developed during fiscal year 2014. This third package of expansion content was released in December 2015.

In June 2014, day and date with the opening game of the 2014 World Cup Soccer tournament, the company released a second video game product, Striker Rush: Champion Edition. Striker Rush: Champion Edition was released, worldwide, through Apple's App Store (for iPhone, iPad, and iPod Touch mobile devices), and through Google's Google Play and Amazon.com (for Android devices) in concert with its development partner, 1DER Entertainment.

During fiscal year 2014, the Company licensed Timeless Gems and Striker Rush: Champion Edition to Tanjarine, a subsidiary of TouchTunes, the largest provider of in-venue music and entertainment throughout North America. Tanjarine was the first integrated tabletop ordering, entertainment and pay-at-the-table solution to combine 10" proprietary tabletop tablets with server handhelds, which expedited service, payments, and cross-marketed products and services with in-venue second screen televisions. The platform provided guests with menu and entertainment options, portability that eliminated the constraints of one-tablet-per-table installations, and other innovations that helped increase restaurant efficiency and average check size. Customizable for bars and restaurants, Tanjarine's catalog of entertainment offered games, music and content targeted everyone from families to sports fans to couples and more. Many of the games also enabled guests to play with a friend or connect the tabletop tablets to second screen televisions located throughout a venue, which created a more interactive gaming experience. The Company anticipated it would continue to receive licensing revenue from Tanjarine through 2015 and beyond, as Tanjarine purchased product installs of the Company's products for play on their proprietary hardware. In April of 2015, a third party acquired TouchTunes. Unfortunately, as part of the acquisition, TouchTunes terminated their subsidiary, Tanjarine, as well as all pre-existing contractual (licensing) agreements.

During the fourth quarter of 2013, the Company entered into a development/publishing agreement with 1DER Entertainment for SirVival, an interactive game. As a part of the development/publishing agreement, the Company acquired the SirVival IP from 1DER Entertainment. Through fiscal year 2014 and the first two quarters of 2015, the Company continued the development of SirVival; the game was released, worldwide, on Facebook, Google's Google Play, and Apple's App Store (for iPhone, iPad, and iPod Touch) during the third quarter of 2015. In addition to the development and release of the SirVival video game product, one package of expansion content for SirVival entered development during the fourth quarter of 2014, but this package has not yet been released. The Company will formally announce the targeted release date of this expansion pack at a later date.

In June 2015, the Company announced a new (second) publishing label, Soul and Vibe Music. Soul and Vibe Music is a proprietary music-publishing label that publishes music content through downloadable/streamable distribution channels that include, but are not limited to, the likes of: Apple Music, iTunes, Spotify, Google Play, Amazon, Rdio, Deezer, Tidal, YouTube Music Key, Beats/MediaNet, and Microsoft Groove. The Company aims to leverage its existing, and to develop new, music assets that are associated with its licensed-brands and internally generated intellectual properties as stand-alone "premium" music soundtrack and single-track and/or multi-track music single product releases. It is the Company's intent that these music soundtrack and single-track and/or multi-track music single product releases will double as potential revenue-generating cross-promotional marketing vehicles for the Company's video games and entertainment apps based on licensed-brands and internally generated intellectual properties. As of December 31, 2015, Soul and Vibe Music has released one full-length soundtrack, "Songs of SirVival," and four multi-track music singles, "SirVival and Tantrum," "Who Is Gurk Burkle?," "Smorgon Magma, The Black Rider," and "Spellbound." The development of a fifth multi-track music single, "Bugaboo, A Bump In The Night," commenced during the fourth quarter of 2015, but it was neither formally announced nor released until February 2016.

As the Soul and Vibe Music label grows, the Company intends to pursue the licensing of music for (i) inclusion in its games and apps and (ii) to release, via downloadable/streamable distribution channels, as “premium” stand-alone and/or compilation music product releases. The Company also anticipates it will contract music industry subject matter experts as consultants to help broaden the label’s product mix. The Company anticipates that a broadened product mix for the Soul and Vibe Music label will increase consumer awareness, build IPs, create cross-promotional opportunities across its growing product portfolio, and drive revenue.

To date, all music content published by Soul and Vibe Music are copyrighted assets of the Company. Each individual music track is a unique asset that is identifiable through a proprietary ISRC code. EPs are identifiable through a proprietary UPC code. The music content that comprises Soul and Vibe Music releases are each recognized by the music identification service, Shazam. The music content that comprises Soul and Vibe Music releases as of December 31, 2015 are, also, cross-promoted (on iTunes) via the Options Menu of the Company’s SirVival video game.

In August 2015, the Company announced a new (third) publishing label, Soul and Vibe Books. Soul and Vibe Books is a proprietary publishing label that specializes in the development and launch of digitally distributed electronic books (“e-books” and “interactive storybooks.”) The Company aims to leverage its licensed-brands and internally generated intellectual properties as stand-alone “premium” entertainment app e-books. It is the Company’s intent that these e-books will double as potential revenue-generating cross-promotional marketing vehicles for the Company’s video games and entertainment apps based on licensed-brands and internally generated intellectual properties. During the twelve months ended December 31, 2015, the Company continued the development of a four-product line of e-books based on the Company’s John Deere licensed brand. The first product in the four-product line was Johnny Tractor and Friends: County Fair. Johnny Tractor and Friends: County Fair was launched on Apple’s App Store for iPhone, iPad, and iPod Touch in September 2015 and on Google’s Google Play and Amazon (for Android devices) in October 2015. The Company launched a second e-book, Johnny Tractor and Friends: Snow Day, in December 2015. During the fourth quarter, the Company continued development on a third e-book. The Company anticipates it will formally announce, and release, this third e-book during the 1st quarter of 2016. The Company anticipates the fourth e-book in the series will be formally announced, and released, during the second quarter of 2016. Ultimately, it is the Company’s intent to localize all four e-books in the line into a variety of languages including, but not limited to, French, German, Spanish, and Italian. The Company anticipates that localized versions of its e-books will be released, albeit on a staggered release schedule, throughout fiscal year 2016; the localized versions of its e-books will be released as title updates via Apple’s App Store, Google’s Google Play, and Amazon.

On November 30, 2015, the Company announced its line of John Deere-branded Johnny Tractor and Friends e-books will be cross-promoted with TOMY International (“TOMY”) toys that are also based on the Johnny Tractor and Friends IP. Commencing in December 2015, and continuing through 2016, TOMY’s line of John Deere-branded Johnny Tractor and Friends toys will feature, within the packaging, a two-sided pack-in poster. The Company’s Johnny Tractor and Friends series of e-books is highlighted on one side of the poster, and a robust selection from TOMY’s diverse line of Johnny Tractor and Friends toys is highlighted on the other. In addition, each of the Company’s Johnny Tractor and Friends interactive storybooks cross-promotes TOMY’s toys via a color full-screen image that appears at the end of each e-book. TOMY’s line of Johnny Tractor and Friends toys are available at Target, Walmart, Toys”R”Us, Amazon, and many other fine retail and online merchants. The Company anticipates that the cross-promotional relationship with TOMY will increase consumer awareness for the Soul and Vibe Books label and its line of e-book products.

As the Soul and Vibe Books label grows, the Company intends to expand its e-book product mix to feature additional lines based on both the Company’s proprietary IPs and other licensed-brands. The Company also anticipates it will pursue a broadening of the supported hardware platforms on which its e-books can be read. The Company anticipates that expanded platform support, and a broadened product mix for the Soul and Vibe Books label, will increase consumer awareness, build IPs, and drive revenue.

These aforementioned releases, across the games, interactive books, and downloadable/streamable music product categories, have begun to generate a degree of revenue for the Company. Our operations to date have been financed by Mr. Chiodo, our sole officer, and independent accredited investors who have entered into private finance transactions with us.

The Company intends to focus its operational strategy on the development of digitally distributed video game, interactive book, and downloadable/streamable music product for a variety of hardware platforms that include: Video game consoles (for example: Xbox 360 and PlayStation 3), mobile (for example: Apple iOS, Android, and Windows hand-held/portable devices), augmented reality/wearable tech devices (for example: HTC Vive, Vuzix-branded hardware, and Oculus Rift), personal computers (such as PC and Mac), and browser-based social media platforms, such as Facebook. Our video game products are also anticipated to be released on portable video game consoles (for example: Nintendo 3DS and PlayStation Vita), which can be defined as residing in both the video game console and mobile hardware platform categories. Our music products are also anticipated to be accessible on internet-enabled video game consoles (for example: Spotify via the PlayStation Network and Microsoft Groove via Xbox Live on Xbox One.) The Company wishes to emphasize: Individual products will be designed for specific hardware platforms and that not all products will be ultimately released on all hardware platforms.

Most of the Company’s products are expected to be digitally distributed (via download) through a “First Party” distribution store (for example: Facebook, Microsoft Corporation’s Marketplace, Apple Inc.’s App Store, Google’s Google Play, Amazon, etc.). Some of the Company’s products may bear licensed-brands through which there is potential for exploitation via merchandising, cross-promotion and/or publicity tie-ins with its licensor, as well as within social media communities. Other Company products will be based on our internally generated and wholly owned intellectual properties.

The Company's products are focused within three core areas: Licensed-brand games and Apps (inclusive of e-books), internally-generated intellectual property ("IP") based games, e-books, and music, and so-called "Pick-Ups." Pick-ups are products developed (and financed) by independent software/content developers located throughout the world. Oftentimes, these independent software/content developers are looking for a publishing partner such as the Company as they tend to: (i) lack the marketing/publicity infrastructure and relationships to properly bring a game to market, (ii) need to partner with a company in possession of platform-specific publishing licenses, and/or (iii) require some additional capital to complete the development cycle. The Company can acquire the products created by these independent software/content developers for either a flat fee or a combination of a flat fee and a small "back-end" royalty that is payable once the Company recoups its costs. Pick-ups could be beneficial for the Company as they represent products that can often be quickly brought to market and subsequently fill in the gaps between the releases of the "bigger" licensed-brand and internally-generated IP-based products. This allows the Company to establish a recurring release calendar that: (i) more-evenly distributes revenues across a fiscal year and (ii) provides a steady stream of content for our users and games industry media to talk about, thus reinforcing our Soul and Vibe brand as a publishing label. It is anticipated that a large portion of the Company's product portfolio in fiscal year 2016 onward may be comprised of pick-up opportunities.

We have sustained losses from operations in each fiscal year since our inception, and we expect these losses to continue for the indefinite future, due to our substantial investment in research and development, attorneys' fees and expenses, and consultants' fees. During the twelve months ended December 31, 2015, the Company realized a net loss of \$2,160,946 compared with a net loss of \$2,121,633 for year ended December 31, 2014. As of December 31, 2015, the Company had a working capital deficiency of \$2,396,130 and a shareholder's deficit of \$1,998,993.

Video games the Company intends to develop from concepts and publish as final products

Our projected video game product portfolio consists of games and Apps based on the marks of our licensed-brand partner, the John Deere Company, and internally-generated Soul and Vibe IP-based games, such as “Bugaboo,” a virtual-pet game that may bear a licensed-brand, “The Dragon Wars,” “Grimwhiskers,” and “Last Day On Earth” (L.D.O.E.).

The products that comprise the Company’s video game and interactive book product portfolio are in pre-production. Specifically:

John Deere. The Company’s line of John Deere-branded video games and entertainment Apps will continue to be based on our licensor’s extensive line of agriculture, construction, forestry, and personal vehicle products.

As of December 31, 2015, the Company has released two e-book products based on John Deere’s proprietary character set, Johnny Tractor and Friends. Two more Johnny Tractor and Friends e-book products are currently in active development; it is anticipated these two additional John Deere-branded e-books will be formally announced, and launched, in the first and second quarters of 2016. The Company’s John Deere-branded e-books have been published under the Soul and Vibe Books label via Apple’s App Store, Google’s Google Play, and Amazon.

The Company is, also, developing a John Deere-branded video game product, John Deere: Pocket Farm, that it anticipates it will formally release during the third quarter of 2016. It is anticipated that the Company’s forthcoming John Deere-branded video game will be released for play on iOS and Android platform mobile devices, Apple TV, and social media platforms.

Bugaboo. Bugaboo is an action-puzzle game for consoles, mobile devices, and personal computers. The core play mechanic is Shadow Weaving: Shape and/or sneak through pockets of darkness, pilfer the property of others through a combination of movement, gadgets, and stealth, and escape the scene of the crime under the pressure of time.

Bugaboo is an internally-generated Soul and Vibe IP whose primary character set and backstory were introduced to users in its action-platform/runner game, SirVival. SirVival launched on Facebook, Apple’s App Store, and Google’s Google Play during the third quarter of 2015. (Subsequently, in the first quarter of 2016, the Company’s Soul and Vibe Music label published a multi-track music single that was branded by the Company’s Bugaboo IP as a potential revenue-generating marketing vehicle for both the currently available SirVival and forthcoming Bugaboo video games.) The formal Bugaboo video game project has a projected development schedule of 16 months. The externally contracted software development team selected for the Bugaboo project can hire contingent staff to increase development capacity should it be deemed appropriate to do so. Bugaboo has a conceptual treatment that was presented to Microsoft and Sony as part of the process for securing our publishing licenses. Contingent upon the timing of financing, the Company presently intends to launch “Bugaboo” in 2017. The marketing of the title would be

rolled out across a pre-launch, launch, and post-launch window. Each window is approximately three (3) months; the timing of these windows are contingent upon financing and, based on the timing of that financing, the associated product development schedule.

Bugaboo has had high-level feature/content scope reviews with independently owned-operated software development teams located all over the world. Based on the high-level feature/content scope reviews that have been conducted with the Company's prospective development partners for the product, it is estimated to cost approximately \$1.2M to develop and bring Bugaboo to market. As of the fourth quarter 2015, the Bugaboo project has been revised to include support for mobile devices and Apple TV.

Virtual-Pet Game. A virtual-pet game that stars man's best friend. It appeals to dog fans of all ages, both casual and enthusiastic. The Company is pursuing a licensed brand for this title. The Company will disclose the licensed-brand partner once it has been signed.

The Virtual-Pet Game has a projected development schedule of 12 months. Contingent upon the timing of financing and working off of a staggered development calendar, the Company anticipates a release in late 2017. The Virtual-Pet Game has a conceptual treatment that was presented to Microsoft and to Sony as part of the process for securing our publishing licenses. The marketing of the title would be rolled out across a pre-launch, launch, and post-launch window. Each window is approximately three (3) months; the timing of these windows are contingent upon financing and, based on the timing of that financing, the associated product development schedule.

The Virtual-Pet Game has had high-level feature/content scope reviews with independently owned-operated software development teams located all over the world. Based on the high-level feature/content scope reviews that have been conducted with the Company's prospective development partners for the product, it is estimated to cost approximately \$800K to 1.2M (on average) to develop and bring The Virtual-Pet Game to market.

The Dragon Wars. A band of heroic warriors and a mob of monstrous villains battle it out in the skies and on the ground for the ultimate control of a fantastical world in "The Dragon Wars" (which is a working title), a character-driven battle game for consoles, mobile devices, and personal computers. Stylistically, it combines over-the-top characters reminiscent of classic 1980s 6" action figure-based toy lines with The Lord of the Rings-esque dynamic ground battles.

The Dragon Wars is an internally-generated Soul and Vibe IP. Contingent upon the timing of financing and working off of a staggered development calendar, the Company anticipates a release in 2018. The Dragon Wars has a conceptual treatment that was presented to Microsoft and Sony as part of the process for securing our publishing licenses. The marketing of the title would be rolled out across a pre-launch, launch, and post-launch window. Each window is approximately three (3) months; the timing of these windows is each contingent upon financing and, based on the timing of that financing, the associated product development schedule.

The Dragon Wars has had high-level feature/content scope reviews with independently owned-operated software development teams located all over the world. Based on the high-level feature/content scope reviews that have been conducted with the Company's prospective development partners for the product, it is estimated to cost approximately \$1.5M (on average) to develop and bring The Dragon Wars to market.

Larva Game Studios. In July 2013, the Company announced a development relationship with the Mexico-based software development company, Larva Game Studios ("Larva.") Larva is the formally announced developer of two games for Soul and Vibe.

Grimwhiskers. A band of ne'er-do-well pirates is on a quest to recover their most prized possession, their ship, from a diabolical and seemingly smarter enemy in Grimwhiskers (which is a working title) a side scrolling, action game for consoles, mobile devices, and personal computers.

Grimwhiskers is an internally-generated Soul and Vibe IP with a projected development schedule of 14 months. Contingent upon financing and based on a staggered release, we anticipate a release in 2017. Larva, as an externally contracted software development team can hire contingent staff to increase development capacity should it be deemed appropriate to do so.) Grimwhiskers has a conceptual treatment that was presented to Microsoft and Sony as part of the process for securing our publishing licenses. Contingent upon the timing of financing, the Company presently intends to launch "Grimwhiskers" in 2017. The marketing of the title would be rolled out across a pre-launch, launch, and post-launch window. Each window is approximately three (3) months; the timing of these windows is each contingent upon financing and, based on the timing of that financing, the associated product development schedule. As of the fourth quarter 2015, the Grimwhiskers project has been revised to include support for mobile devices and Apple TV.

Last Day on Earth. The Earth as a whole faces a looming catastrophe, as an alien race called The Hive has successfully breached every developed nation's defenses and is now systematically attempting to destroy all of mankind. It's up to the remaining survivors to protect the last bastion on Earth, the island of Utopia. *Last Day on Earth* blends the gripping action of a third-person shooter with the strategic building and defending gameplay of a tower defense game.

Last Day on Earth is an internally-generated Larva Game Studios IP with a projected development schedule of 12 months. We anticipate a release in 2017. Larva, as an externally contracted software development team can hire contingent staff to increase development capacity should it be deemed appropriate to do so. Contingent upon the timing of financing, the Company presently intends to launch “Last Day on Earth” in 2017. The marketing of the title would be rolled out across a pre-launch, launch, and post-launch window. Each window is approximately three (3) months; the timing of these windows is each contingent upon financing and, based on the timing of that financing, the associated product development schedule.

Both Grimwhiskers and Last Day on Earth were originally slated to be developed for the Company as part of an incentive driven finance program for the motion picture and video and computer games industries offered by the Mexican government. Larva has attracted an investment of \$1M from the Mexican government program. Following a potential \$1M match from Soul and Vibe, both Grimwhiskers and Last Day on Earth will be developed; the cumulative price for both games is cheaper than the cost of both games being developed separately elsewhere in the world. In addition to significant development cost savings for the Company, the relationship with Larva represents a strategic advantage for the Company. The relationship for Larva paves the way for new relationship within the emerging Latin American market with developers, distributors, and marketing/publicity channels.

Publishing

Our business is primarily focused on developing, publishing, and marketing video games and entertainment Apps, interactive books, and downloadable/streamable music for multiple hardware platform categories: Console, mobile and augmented reality/wearable tech devices, personal computers, and browser-based social media networks. In regards to console publishing, we have entered into publishing agreements with hardware platform manufacturers such as Microsoft Corporation, Sony (through Sony Computer Entertainment of America, LLC), and, most recently, Nintendo of America. Our publishing agreements with these entities are for non-exclusive licenses, both for the rights to publish and to develop titles for their respective hardware platforms. These agreements form a foundation for our business. We must maintain a license to develop and publish titles for each console platform. Each license specifies the territory to which it applies, and licenses range from multi-national distribution to approval on a title-by-title basis. Our existing hardware platform licenses are with Microsoft (for the Xbox 360, Windows 8, Windows Live, and Windows Phone), with Sony (for the PlayStation 3 and PlayStation Vita), and with Nintendo of America for the Nintendo 3DS™ system and the Wii U™ system. Our publishing licenses with Microsoft, Sony, and Nintendo require that we obtain approval for publication of new titles on a title-by-title basis. As a result, the number of titles we are able to publish for these hardware platforms and our ability to time the release of titles is dependent upon decisions made by third party hardware manufacturers.

Effective August 8, 2012, the Company became an approved developer and publisher of games and games-related content for the Microsoft hardware platforms that include: Xbox 360 (and the associated Xbox Live), Windows Live, Windows 8, and the Windows Phone.

Effective August 8, 2012, we entered into a publisher license agreement with Microsoft to develop and/or publish software products running on the Xbox 360 video game and entertainment system, Windows 8, Windows Live, and Windows Phone and license proprietary materials from Microsoft (the “Microsoft Agreement”). Effective May 8, 2013, we entered into a new publisher license agreement with Microsoft (the “New Microsoft Agreement”). The New Microsoft Agreement was disclosed as part of an official filing. The Company has obtained confidential treatment for certain terms of the New Microsoft Agreement.

In September 2012, the Company became an approved developer and publisher of games and games-related content for the Sony platforms that include: PlayStation3, PlayStation Vita, and the PlayStation Network.

On September 27, 2012, we entered into a licensed publisher agreement (the “SCEA Agreement”) with Sony Computer Entertainment America LLC (“SCEA”). Under the SCEA Agreement, SCEA granted us a non-exclusive license to publish, develop, have manufactured, market, distribute and sell software for Sony's PlayStation 3, in the United States and Canada. The term of the SCEA Agreement was until March 31, 2013, but automatically extends for additional one-year terms thereafter, unless either party provides the other with written notice of its election not to so extend on or before January 31 of the applicable year. The SCEA Agreement was disclosed as part of an official filing.

In July 2015, the Company became an approved developer and publisher of games for the Nintendo platforms that include: 3DS and Wii U.

On July 29, 2015, we entered into a licensed publisher agreement (the “Nintendo Agreement”) with Nintendo of America (“Nintendo”). Under the Nintendo Agreement, Nintendo granted us a non-exclusive license to develop and publish, through digital distribution channels, and sell software for the Nintendo 3DS™ system and the Wii U™ system from Nintendo, in the United States and Canada.

Licensing

Effective September 2011, Soul entered into a trademark license agreement with Gcom Enterprises, Inc., an affiliate of General Mills, which was scheduled to expire on December 31, 2015, and was subject to extension (the “GM Agreement”). Under the terms of the GM Agreement, the Company was able to develop and publish sports-themed “Wheaties” branded video and computer games as well as games-related content based on General Mills breakfast cereal and food-product mascot intellectual properties (“IP”). A minimum guarantee was due to General Mills in installments;

this minimum guarantee was to be offset against the royalties in the mid-single digits payable by the Company to General Mills on the sale of the Company's "Wheaties" branded, and General Mills IP associated, games and games-related content. The foregoing is a summary of the material terms of the GM Agreement and does not purport to be complete. The GM Agreement was disclosed as part of an official filing. The Company has obtained confidential treatment for certain terms of the GM Agreement.

As of December 31, 2015, neither the Company nor Gcom Enterprises, Inc., expressed interest in the two parties extending the license agreement beyond its contractual expiration date. Unfortunately, Gcom Enterprises, Inc. brands did not attract the appropriate capital investment and consumer interest to warrant the continued development of previously announced mass-market General Mills products; shifting areas of focus within General Mills eclipsed the continuance of the licensor relationship with the Company. Because of the expiration of the license agreement with Gcom Enterprises, the previously announced video game project, The Wheaties Challenge, has been subsequently cancelled.

On May 15, 2014 the Company announced the signing of a multi-year licensing agreement to develop and publish new video games, entertainment apps, and digitally-distributed content based on the John Deere brand. Under the agreement, the Company will develop and publish games and entertainment apps based on John Deere's extensive line of agriculture, construction, forestry, and personal vehicle products/equipment for consoles, mobile devices, personal computers, and social media platforms such as Facebook. The Company also has the rights to develop and publish John Deere-branded virtual apparel and digital items for Avatars, as well as other digitally-distributed content.

As of December 31, 2015, the Company has released two e-book products based on John Deere's proprietary character set, Johnny Tractor and Friends. Two more Johnny Tractor and Friends e-book products are currently in active development; it is anticipated these two additional John Deere-branded e-books will be formally announced, and launched, in the first and second quarters of 2016. The Company's John Deere-branded e-books have been published under the Soul and Vibe Books label via Apple's App Store, Google's Google Play, and Amazon.

The Company is, also, developing a John Deere-branded video game product, John Deere: Pocket Farm, that it anticipates it will formally release during the third quarter of 2016. It is anticipated that the Company's forthcoming John Deere-branded video game will be released for play on iOS and Android platform mobile devices, Apple TV, and social media platforms.

Market and Industry

Historically, gaming has meant playing retail purchased physical media (such as DVD/Blu-Ray, Cartridge, SD Card, or UMD) on personal computers and television based and portable video game consoles. The markets and games for the various platforms have often times been as unique as the hardware on which the games were played. But over the last several years, the markets, media, and distribution channels for games have changed.

Starting with the release of what was then identified as the "next-generation" video game consoles (2005), users were given the opportunity to not only interact with players all over the world via the internet, they were empowered to access music, movie, television program, and game content "on demand" from the comfort of their own homes. Personal computer and video game console users also began to experience a convergence of game types. Game genres that historically were played on a dedicated platform began to become platform agnostic, widening the market.

Thanks to the rapid proliferation of "smart-phones" in recent years, mobile devices that once were used only for communication now play host to myriad features. Surf the Internet, communicate via email, text, chat via audio or video, and access, "on demand," diverse entertainment content choices (including games) while on the go. "Smart phones" have rapidly encroached on the portable video game market that was established by Nintendo's *Game Boy* in 1989. This is significantly expanding the number of hardware platforms on which games are played as well as the consumer base who plays them.

Currently, ideas about how game console and mobile products might be able to "talk to one another" are taking shape and being put into practice. The execution of these ideas are expanding play experiences and creating new marketing vehicles and cross-promotional revenue generating mechanisms for games as an entertainment category.

General Market Analysis

The video and computer games industry is very mature when it comes to distributing and marketing content at retail since it is more than 30 years old. However, it is in its infancy when it comes to digitally distributing and marketing the same content.

Snapshot: Video Game Consoles: In 2005, Microsoft launched the *Xbox 360* video game console. Leading up to its release, Microsoft claimed that the gaming device would be "online, all the time" thanks to the annual subscription

based service, Xbox Live. Ten+ years into its life cycle, the console now plays host to an installed base of over 100 million users (world-wide) who readily purchase both retail and digitally distributed game content. Users can purchase DVD based titles at retail for prices ranging (on average) from \$39.99 to \$59.99. Best yet, a title's "shelf life" can be extended via a digital distribution mechanism on Xbox Live. Smaller scope offerings can be downloaded directly to a user's console for \$4.99, \$10.99, \$14.99, or \$19.99. Users can purchase "experience expanding" content packages for retail and digitally distributed games via download as well. Sony (with the PlayStation 3) and Nintendo (with the television-based Wii and Wii U and the portable video game consoles such as DS and 3DS) have subsequently followed suit (2006) with similar content release strategies. In general, the practice of purchasing (with real-world currency) "consumables" (in game items that are used, or consumed, in game) popularized on browser-based and mobile platforms is making its way to consoles.

There is a variety of "publishing" players in the contemporary video game console market:

Large software publishers are the darlings of retail. Their "AAA" products drive traffic to brick and mortar store locations and boost shelf-space return on investment thanks to healthy marketing and promotional budgets. The number and diversity of titles produced give retail buyers the opportunity to swap out older/under-performing titles with new, fresh offerings, reducing the risk of carrying large physical inventories. However, large publishers are gradually devoting more resources to the digital distribution of content. The significant reduction in COGS preserves cash flow, cash that can be applied toward the acquisition of small publishers who specialize in digital distribution and direct marketing of content to consumers.

Middle-sized companies are trapped in a legacy "retail" business model and are scrambling to adjust their business models to be more nimble (i.e. embrace digital distribution). Many are financing products with money obtained from physical distributors, and they lack the ability to expand to new markets, such as digitally distributed content, as their money is tied-up elsewhere. As distributors and retailers hold onto cash, the middle-sized companies are often squeezed. They are the last to be paid by the firms upon whom they are dependent, reducing their liquidity, eroding their competitive advantage, and undercutting their ability to green-light new products. Less attractive to retail, shelf space is shrinking for them. They offer a smaller product portfolio and lack the marketing and promotional punch of large companies. "*Let's put it out and see what it does*" marketing and PR strategies are executed by default. Nearly always, these strategies do not work.

New, small companies, such as the Company, are being founded with business models that fully embrace digital distribution, eliminating high-cost cost of goods sold, bypassing retail and traditional distribution channel challenges, and directing sales, marketing, and promotional efforts directly to the consumer. The business models of these companies, like Soul and Vibe Interactive Inc., allow for revenue and shareholder value to be maximized while simultaneously providing consumers with reduced prices for goods and services.

Snapshot: Mobile Devices: In 2007, modeled after *iTunes*, Apple's *App Store* introduced a whole new way of getting mobile content into the hands of consumers, "Apps." Both casual and core gamers have been targeted by a wide variety of companies.

Some mobile games are better than others. Few releases feature the hallmark graphical and gameplay polish of traditional portable video game console titles. Consumer awareness, in the Company's opinion, is slight for the vast majority of releases. Marketing and PR strategies akin to "let's put it out and see what it does" are rampant. The *App Store* is saturated. Everybody has an internal information filter; that filter is becoming more and more refined on a daily basis. As a result, the challenge for companies such as ours becomes how to break through the clutter and noise, or how to convince consumers that your product is something they need, not just want. As the proliferation of mobile devices continues to grow, the sophistication of the mobile devices themselves, and their users, will exponentially grow.

Many of our mobile releases (such as interactive book apps) are expected to be revenue generating marketing vehicles for our brands (both licensed and internally-generated.) Our mobile product development strategy is to create a combination of stand-alone and "Companion" app products. It is anticipated that "Companion" apps (which include the newly entered interactive book category) will expand IP awareness and/or have (as appropriate) cross-platform integration with console and personal computer versions of the Company's releases. For licensed-brand products, a mix between stand-alone and "Companion" app offerings is the likely strategy. Internally-generated wholly-owned intellectual property will be more "Companion" app focused as part of an effort to transform our properties into self-sustaining entertainment franchises.

Monetized Content and Consumables: Soul and Vibe's stand-alone and "Companion" app products have been released as both "free-to-play" entertainment experiences (with monetized content and "consumables" offerings) and as "premium" (pay to download) products. Typically, the Company's video games have been released as "free-to-play" entertainment experiences. Monetized content and "Consumables" can be shared across the Company's console, mobile, and personal computer releases (inclusive of those released on browser-based systems, such as Facebook.) The Company's interactive books have been released as "premium" products. The Company's downloadable/streamable music offerings have been released as "premium" products.

Supported Mobile Platforms: To date, Soul and Vibe's products have been published on Apple iOS and Android devices (via Google's Google Play and Amazon.) The Company is evaluating the Windows platform and intends on supporting the platform as appropriate. Continuing the trend it started with the release of *Timeless Gems* and *SirVival*, and on a title-by-title basis thereafter, the Company may continue to integrate support for Facebook in its mobile titles. Facebook support enables social media connectivity across platform versions and it also provides an

additional platform on which users can play the game. In addition, where appropriate, the Company may translate products to portable consoles, such as the Nintendo 3DS and the PlayStation Vita, given it is licensed to develop and publish product on those hardware platforms.

Apple iOS: Soul and Vibe is an active developer/publisher within Apple's network and has a live company profile within the App Store marketplace. The Company currently supports the iPhone, iPad/iPad Mini, and desktop/laptop lines of Apple branded hardware through games and games-related content distributed via The App Store. It is anticipated that many of the Company's iOS platform games may connect to (and be playable on) Facebook, as well. The Company is currently evaluating support for Apple TV, the App Store for iMac desktop computer hardware, and the iPad Pro.

Android: Soul and Vibe is an active developer/publisher within Google's "Google Play" and Amazon's networks and has live company profiles within the Google and Amazon marketplaces. The Company currently supports Android mobile phones and Android 7, 9, and 10-inch tablets through games and games-related content distributed via The App Store. The Company currently supports Amazon's Kindle Fire line of products, as well. It is anticipated that many of the Company's Android platform games may connect to (and be playable on) Facebook, as well.

Windows Platform: As noted previously, in addition to its Xbox 360 PLA, Soul and Vibe has secured licensing to develop and publish games and games-related content for the Windows Phone. Soul and Vibe has a separate PLA for the Windows Phone platform. Like Xbox Live ("Live"), the Windows Phone is a "closed" and "managed" platform. There are business and strategic reasons for implementing these features and supporting the platform: Windows Phone product versions can support implementation of Microsoft's proprietary Avatar game character set and grant the user access to Live, Microsoft's online gaming service, and Marketplace through which Avatar items can be purchased. It is anticipated that many of the Company's Windows platform games may connect to (and be playable on) Facebook, as well.

Portable Consoles: Where appropriate, the Company may port products to portable consoles, such as the Nintendo 3DS and the PlayStation Vita. PlayStation Vita games can be developed as a cross-platform "companion" and/or "second screen" complement to games on the PlayStation 3 and its successor, the PlayStation 4. It is anticipated that many of the Company's Windows console titles may connect to (and be playable on) Facebook, as appropriate.

Cross-Platform Support: The Company expects to expand consumer awareness for each game franchise, promote interconnectivity between hardware platforms for our games, and amortize development and marketing expenses. Soul and Vibe can interconnect Windows-based phone and tablet versions of its games with the Xbox 360 and its successor, the Xbox One. Similarly, the Company can interconnect Apple iOS and Android device versions of its games with the PlayStation 3 and its successor, the PlayStation 4.

Marketing Strategy

Our marketing strategy focuses on direct interaction with the consumer through social media outlets including the likes of Facebook, Twitter, Instagram, direct-to-consumer advertisements on social networks, hardware platform specific cross-promotional partnerships, and a robust user community built around our products through www.soulandvibe.com. The Company believes that a key to building product and brand awareness is to leverage an array of social networks that includes, but is not limited to, Facebook, Twitter, Pinterest, Instagram, and YouTube. By providing our customers with the means to generate an automatic “status” update post to their user profile, and for their “Friends” to see that customer’s status updates and respond, Soul and Vibe expects to realize the benefit of viral product promotion. Consumer interest is expected to be generated, and the Company hopes that sales will be generated, at minimal cost to the Company. Most of the Company’s catalogue of mobile products currently connect to (and are playable on) social media platforms such as Facebook. All of the Company’s publishing labels, such as Soul and Vibe Interactive, Soul and Vibe Music, and Soul and Vibe Books, as well as all company published products released/revealed through December 31, 2015, have official Facebook and Twitter pages. The Company publishes its iOS platform releases as “Universal Apps,” making a single transaction yield accessible product to be installed on every [applicable] Apple-branded device a user owns.

Through its anticipated support of Windows initiatives (including the Windows 10 initiatives that Microsoft continues to roll out), the Company anticipates it will be able to cross promote any/all Companion App versions of its Windows-based products to users based on the particular Windows device they use (inclusive of phones, Surface tablets, Xbox consoles, etc.) The benefits to this cross-promotional effort will include heightened consumer awareness for IP expanding content and monetized consumables for the Windows platform.

The above is subject to change, including, but not limited to, the addition of other social media outlets and social networks that may or may not be in existence as of today's date.

The cross-promotional partnerships via social media outlets and social networks are not contemplated in the Company's publisher license agreements. Support is included in the software development kits provided by our license partners and other licensed publishers have previously, and are currently, exploiting cross-promotional partnerships within social media outlets and social networks.

Sales and Distribution

To date, all of the Company's products are digitally distributed (via download/streaming) through a "First Party" distribution store (for example: Apple Inc.'s App Store, Google's Google Play, Amazon, Facebook, iTunes, Spotify, Microsoft Corporation's Marketplace, etc.) Some of our products bear licensed-brands through which there is great potential for exploitation via merchandising, cross-promotion and/or publicity tie-ins with our licensor(s), as well as within social media communities. Some of our products are based on internally generated, wholly owned intellectual properties. Some of our products (depending upon the license attached or the individual internally generated intellectual property) may or may not appeal to select regional territories of the world. The Company will continue to try to acquire "Pick Up" opportunities, games developed by external third party developers for either a flat fee or a fee and a back-end royalty. It is estimated that licensed-brand and Pick Up products may be good candidates for retail distribution.

Whenever possible, and as appropriate, it is anticipated that our video game and interactive book products, and their associated marketing and publicity assets, will be localized into E-F-I-G-S (*English, French, Italian, German, and Spanish*). As appropriate, through post release product updates, additional languages may be added, starting with Portuguese, Russian, Korean, Japanese, and Chinese. The Company does not have an internal translation staff. The Company hires third party localization firms to manage translations; the Company manages its contracted third party development partners to implement any/all localized assets.

Competition

Many companies worldwide are dedicated to developing and publishing products for the video and computer games market. We expect more companies to enter this industry. Our competitors vary in size from small companies to very large companies with dominant market shares and substantial financial resources. The Company's games will be in competition with these companies, such as Zynga, King, Supercell, Rovio, Electronic Arts, Activision, Playdom, Ubisoft, Majesco, and others. Most of our competitors have significantly greater financial, marketing and development resources than we have. As a result, we may not be able to devote adequate resources to develop, acquire or license new technologies, undertake extensive marketing campaigns, adopt aggressive pricing policies or adequately compensate our developers to the same degree as certain of our competitors. As interactive products (games) in many of our proposed markets are relatively new and rapidly evolving, our current or future competitors may compete more successfully as the industry matures. In particular, any of our competitors may offer products and services that have significant performance, price, creativity and/or other advantages over our games and technologies. These products and services may significantly affect the demand for our services. In addition, any of our current or future competitors may be acquired by, receive investments from or enter into other strategic relationships with larger, longer-established and better-financed companies and therefore obtain significantly greater financial, marketing and technology licensing and development resources than we have. If we are unable to compete effectively in our principal markets, our business, financial condition and results of operations could be materially and adversely affected.

Patents, Trademarks and Intellectual Property

Some of our products are based on internally generated intellectual property, whereas others are based on IP governed by third-party licensing agreements between the Company and licensors that allow the Company to develop and sell products using their (usually well known) intellectual properties. Nonetheless, all unique intellectual property generated by the Company including all textual, aural and graphical designs for products (whether or not under a branded license) created by Company employees or its contractors working through work-for-hire agreements executed with the Company, will be owned by the Company. To date, all music content published by Soul and Vibe Music are copyrighted assets of the Company. Each music track is an individual asset identifiable through a proprietary ISRC code. Each EP is identified by a proprietary UPC code, as well. The music content that comprises Soul and Vibe Music releases is recognized by the music identification service, Shazam.

Our policy is to require each of our employees, contracted developers, consultants and advisors to execute a confidentiality agreement upon the commencement of employment, development-publishing, work-for-hire, or consulting relationship with us. These agreements provide that all confidential information developed or made known to the individual during the term of the relationship shall be the exclusive property of the Company and shall be kept confidential and not disclosed to third parties except in specific circumstances.

We may elect, depending upon circumstances, to file for additional copyright protection or patent protection for our products. However, we have not filed for any copyrights or patents in any jurisdiction. We currently do not have registered U.S. trademarks but plan to file for trademarks when selling our products. We regard trademarks as valuable assets and intend to vigorously defend them against infringement.

Employees

As of the date of this annual report, we have one (1) employee, our Chief Executive Officer. The Company has two consultants performing the roles of Director of Operations and Quality Assurance (“QA”) Manager. The Company is currently compensating these consultants with restricted stock. It is anticipated that these two consultants will become formal employees of the Company upon receipt of appropriate financing.

The Company has assembled a Strategic Advisory Board comprised of subject matter experts from the video and computer games industry. As of December 31, 2015 the Company had seven advisory board members.

Address and Telephone Number

Our executive office is located at 6548 South Big Cottonwood Canyon Road, Suite 200 Salt Lake City, Utah, 84121, and our phone number is (763) 400-8040. Our website, www.soulandvibe.com, contains a description of our company, but such website and the information contained on our website is subject to frequent change and should not be viewed as part of this Annual Report.

ITEM 1A. RISK FACTORS.

An investment in our common stock involves significant risks. You should carefully consider the following risks and all other information set forth in this Annual Report before deciding to invest in our common stock. If any of the events or developments described below occurs, our business, financial condition and results of operations may suffer. In that case, the value of our common stock may decline and you could lose all or part of your investment.

You should consider each of the following risk factors and any other information set forth in this Form 10-K and the other reports filed by the Company with the Securities and Exchange Commission (the “SEC”), including the Company’s financial statements and related notes, in evaluating the Company’s business and prospects. The risks and uncertainties described below are not the only ones that impact on the Company’s operations and business. Additional risks and uncertainties not presently known to the Company, or that the Company currently considers immaterial, may also impair its business or operations. If any of the following risks actually occurs, the Company’s business and financial condition, results or prospects could be harmed.

Risks Relating to Our Company

We have historically incurred significant losses and our financial situation creates doubt whether we will continue as a going concern.

During the twelve months ended December 31, 2015, the Company realized a net loss of \$2,160,946 compared with a net loss of \$2,121,633 for the year ended December 31, 2014. As of December 31, 2015, the Company had a working capital deficiency of \$2,396,130 and a shareholder’s deficit of \$1,998,993. There are no assurances that we will be able to achieve a level of revenues adequate to generate sufficient cash flow from operations or obtain additional financing through private placements, public offerings and/or bank financing necessary to support our working capital requirements. To the extent that funds generated from any private placements, public offerings and/or bank financing are insufficient, we will have to raise additional working capital. No assurance can be given that additional financing will be available, or if available, will be on acceptable terms. These conditions raise substantial doubt about our ability to continue as a going concern. If adequate working capital is not available we may be forced to discontinue operations, which would cause investors to lose their entire investment.

Our independent auditors have expressed doubt about our ability to continue as a going concern. If we do not continue as a going concern, investors will lose their entire investment.

In their report on our financial statements included in this Annual Report, our independent auditors have expressed doubt about our ability to continue as a going concern. Our ability to continue as a going concern is an issue raised as a result of ongoing operating losses and a lack of financing commitments then in place to meet expected cash requirements. Our ability to continue as a going concern is subject to our ability to generate a profit and/or obtain necessary funding from outside sources, including obtaining additional funding from the sale of our securities, increasing sales or obtaining loans and grants from various financial institutions where possible. If we do not continue as a going concern, investors will lose their entire investment.

We have a limited operating history and face many of the risks and difficulties frequently encountered by a development stage company.

We are a company in its infancy, and to date, our development efforts have been focused primarily on the development and marketing of our business model and initial product portfolio offerings. Our operations commenced in the first quarter of 2014, however, we have limited operating history for investors to evaluate the potential of our business development. We have not built our customer base and our brand name. In addition, we also face many of the risks and difficulties inherent in gaining market share as a new company:

- Develop effective business plan;
- Meet customer standards;
- Attain customer loyalty; and
- Develop and upgrade our service.

Our future will depend on our ability to release video and computer games and entertainment apps, interactive books, and downloadable/streamable music within the market place, which requires careful planning of developing products that meets customer standards without incurring unnecessary cost and expense.

The success of our business is highly dependent on being able to predict which new videogame/hardware/distribution platforms will be successful, and on the market acceptance and timely release of those platforms. If we do not accurately predict which new videogame/hardware/distribution platforms will be successful, our financial performance will be materially adversely affected.

We expect to derive most of our revenue from the sale of products for play on videogame/hardware/distribution platforms manufactured by third parties, such as video game consoles, mobile devices, personal computers and browser-based social media platforms such as Facebook. Therefore, the success of our products is driven in large part by the success of new videogame hardware systems/distribution platforms and our ability to accurately predict which systems/platforms will be most successful in the marketplace. We must make product development decisions and commit significant resources well in advance of the anticipated introduction of a new system/platform. A new system/platform for which we are developing products may be delayed, may not succeed or may have a shorter life cycle than anticipated. If the systems/platforms for which we are developing products are not released when

anticipated or do not attain wide market acceptance, our revenue growth will suffer, we may be unable to fully recover the resources we have committed, and our financial performance will be harmed.

Technology changes rapidly in our business, and if we fail to anticipate new technologies, the quality, timeliness and competitiveness of our products will suffer.

Rapid technology changes in our industry require us to anticipate, sometimes years in advance, which technologies and/or distribution platforms our products must take advantage of in order to make them competitive in the market at the time they are released. Therefore, we usually start our product development with a range of technical development goals that we hope to be able to achieve. We may not be able to achieve these goals, or our competition may be able to achieve them more quickly than we can. In either case, our products may be technologically inferior to competitive products, or less appealing to consumers, or both. If we cannot achieve our technology goals within the original development schedule of our products, then we may delay products until these technology goals can be achieved, which may delay or reduce revenue and increase our development expenses. Alternatively, we may increase the resources employed in research and development in an attempt to accelerate our development of new technologies, either to preserve our product launch schedule or to keep up with our competition, which would increase our development expenses and adversely affect our operations and financial condition.

Our limited operating history makes it difficult to evaluate our future business prospects and to make decisions based on of our historical performance.

Although our Chief Executive Officer has been engaged in the video game industry for a significant period of time (25 years) we did not begin operations of our current business focusing on the development and publishing of games and games-related content, interactive books, and downloadable/streamable music for consoles, mobile devices, personal computers, and browser-based social media platforms until recently. We have a very limited operating history in our current form, which makes it difficult to evaluate our business on the basis of historical operations. As a consequence, it is difficult, if not impossible, to forecast our future results based upon our historical data. Reliance on our historical results may not be representative of the results we will achieve. Because of the uncertainties related to our lack of historical operations, we may be hindered in our ability to anticipate and timely adapt to increases or decreases in sales, product costs or expenses. If we make poor budgetary decisions as a result of unreliable historical data, we could be less profitable or incur losses, which may result in a decline in our stock price.

If our games fail to gain market acceptance, we may not have sufficient capital to pay our expenses and to continue to operate.

Our ultimate success will depend on generating revenues from the sale of games and games-related content (which is inclusive of virtual apparel and costumes for Avatars, premium downloadable content, and micro-transactions). As a result, if we do not generate enough users, we may be unable to generate sufficient revenues for our games and games-related content. We may not achieve and sustain market acceptance sufficient to generate revenues to cover our costs and allow us to become profitable or even continue to operate.

We must effectively manage the growth of our operations, or our company will suffer.

Our ability to successfully implement our business plan requires an effective planning and management process. If funding is available, we may elect to increase the scope of our operations and acquire complimentary businesses. Implementing our business plan will require significant additional funding and resources. If we grow our operations, we will need to hire additional employees and make significant capital investments. If we grow our operations, it will place a significant strain on our existing management and resources. If we grow, we will need to improve our financial and managerial controls and reporting systems and procedures, and we will need to expand, train and manage our workforce. Any failure to manage any of the foregoing areas efficiently and effectively would cause our business to suffer.

Our business is both seasonal and cyclical. If we fail to deliver our products at the right times, our sales will suffer.

Our business is highly seasonal, with the highest levels of consumer demand, and a significant percentage of our revenue, occurring in the months of November, December, and January. If we miss this key selling period, due to product delays or delayed introduction of a new hardware platform for which we have developed products, our sales will suffer disproportionately. Our industry is also cyclical. Videogame platforms have historically had a life cycle of approximately four to eight years. As one group of platforms is reaching the end of its cycle and new platforms are emerging, consumers often defer game software purchases until the new platforms are available, causing sales to

decline. This decline may not be immediately offset by increased sales of products for the new platform as the installed base of the new platform needs adequate time to grow. If we fail to deliver our products at the right times, our sales will suffer.

Our results of operations may fluctuate from quarter to quarter, which could affect our business, financial condition and results of operations.

Our results of operations may fluctuate from quarter to quarter depending upon several factors, some of which are beyond our control. These factors include, but are not limited to,

- The availability of consumer returns in the marketplace (for products distributed at retail);
- The volume of physical product trade-ins provided by consumers to our retail partners; and
- Consumer spending patterns through online distribution systems and/or with our retail partners (based on the individual product.)

These, as well as other factors, could affect our business, financial condition and results of operations, and this makes the prediction of our financial results on a quarterly basis difficult. Also, it is possible that our quarterly financial results may be below the expectations of public market analysts.

We are heavily dependent on our senior management, and a loss of a member of our senior management team could cause our stock price to suffer.

If we lose the services of Peter Anthony Chiodo, our sole director and Chief Executive Officer and certain key employees, we may not be able to find appropriate replacements on a timely basis, and our business could be adversely affected. Our existing operations and continued future development depend to a significant extent upon the performance and active participation of Mr. Chiodo and certain key employees. Although we entered into an employment agreement with Mr. Chiodo in January 2015 and although we may enter into employment agreements with additional key employees in the future, we cannot guarantee that we will be successful in retaining the services of these individuals. If we were to lose any of these individuals, we may not be able to find appropriate replacements on a timely basis and our financial condition and results of operations could be materially adversely affected.

We may be unable to maintain an effective system of internal control over financial reporting, and as a result we may be unable to accurately report our financial results.

Our reporting obligations as a public company place a significant strain on our management, operational and financial resources and systems. We do not at the moment have a chief financial officer, a chief accounting officer, or any employee with a financial or accounting background, though we are actively conducting a search for such an individual. At present, we would be unable to conclude that we maintain an effective system of internal control over financial reporting. If we fail to maintain an effective system of internal control over financial reporting, we could experience delays or inaccuracies in our reporting of financial information, or non-compliance with the Commission, reporting and other regulatory requirements. This could subject us to regulatory scrutiny and result in a loss of public confidence in our management, which could, among other things, cause our stock price to drop.

Risks Relating to Our Business and Industry

We operate in a highly competitive industry and compete against many large companies that could harm our business.

Many companies worldwide are dedicated to developing and publishing products for the video and computer games market. We expect more companies to enter this industry. Our competitors vary in size from small companies to very large companies with dominant market shares and substantial financial resources. The Company's games will be in competition with these companies, such as King, Supercell, Rovio, Zynga, Electronic Arts, Activision, Playdom, Ubisoft, Majesco, and others. Most of our competitors have significantly greater financial, marketing and development resources than we have. As a result, we may not be able to devote adequate resources to develop, acquire or license new technologies, undertake extensive marketing campaigns, adopt aggressive pricing policies or adequately compensate our developers to the same degree as certain of our competitors. As interactive products (games) in many of our proposed markets are relatively new and rapidly evolving, our current or future competitors may compete more successfully as the industry matures. In particular, any of our competitors may offer products and services that have significant performance, price, creativity and/or other advantages over our games and technologies. These products and services may significantly affect the demand for our services. In addition, any of our current or future competitors may be acquired by, receive investments from or enter into other strategic relationships with larger, longer-established and better-financed companies and therefore obtain significantly greater financial, marketing and technology licensing and development resources than we have. If we are unable to compete effectively in our principal markets, our business, financial condition and results of operations could be materially and adversely affected.

Unexpected network interruptions, security breaches or computer virus attacks could harm our business.

The Company may be required to develop and maintain a substantial computer network infrastructure in order to protect our games, intellectual properties, and proprietary technologies. Any failure to maintain satisfactory performance, reliability, security and availability of such network infrastructure, whether maintained by us or by third parties, may cause significant harm to our ability to attract and maintain customers and/or users for our services. Major risks relating to any such future network infrastructure include:

Any breakdowns or system failures, including from fire, flood, earthquake, typhoon or other natural disasters, power loss or telecommunications failure, resulting in a sustained shutdown of all or a material portion of our servers; and

Any security breach caused by hacking, loss or corruption of data or malfunctions of software, hardware or other computer equipment, and the inadvertent transmission of computer viruses.

Any of the foregoing factors could reduce a future users' satisfaction, harm our business and reputation, have a material adverse effect on our financial condition and results of operations, and result in the loss of an investor's entire investment.

We rely upon third parties to provide web and email hosting, networking and distribution for our games, and disruption in these services could harm our business.

We currently utilize, and plan on continuing to utilize over the current fiscal year, third party networking providers and distribution partnerships through companies including, but not limited to, Sony Computer Entertainment, Apple, Google, Amazon, and Microsoft, to network and distribute our games and other proprietary technologies. In addition, we utilize a third party web hosting service for our company website and email communications. If disruptions or capacity constraints occur, the Company may have no means of replacing these services, on a timely basis or at all. This could cause a material adverse condition for our operations and financial earnings.

Our lack of patent and/or copyright or trademark protection and any unauthorized use of the games by third parties may harm our business.

We have not filed, as of the date hereof, for patent and/or copyright protection for our games, planned proprietary technologies and/or planned products. Presently we intend to rely on trade secret protection and/or confidentiality agreements with our key technology support personnel, customers, business partners and others to protect our intellectual property rights. Once any of our games or products is developed and ready to be marketed, we intend to file for trademark protection of that game's or product's name or other distinguishing mark, but we have yet not done so. Despite certain precautions taken by us, it may be possible for third parties to obtain and use our intellectual property without authorization. This risk may be increased due to the lack of any patent, trademark and/or copyright protection. If any of our proprietary rights are misappropriated or we are forced to defend our intellectual property rights, we will have to incur substantial costs. Such litigation could result in substantial costs and diversion of our resources, including diverting the time and effort of our senior management, and could disrupt our business, as well as have a material adverse effect on our business, prospects, financial condition and results of operations. Management will from time to time determine whether applying for patent, trademark and copyright protection is appropriate for us. We have no guarantee that, if filed, any applications will be granted or, if awarded, whether they will offer us any meaningful protection from other companies in our business. Furthermore, any patents, trademarks or copyrights that we may be granted may be held by a court to infringe on the intellectual property rights of others and subject us to awards for damages.

We may be subject to claims with respect to the infringement of intellectual property rights of others, which could result in substantial costs and diversion of our financial and management resources to defend such claims and/or lawsuits against us and could harm our business.

We cannot be certain that our games and proprietary technologies will not infringe upon patents, trademarks, copyrights or other intellectual property rights held by third parties. While we know of no basis for any claims of this type, the existence of and ownership of intellectual property can be difficult to verify and we have not made an exhaustive search of all patent filings. Additionally, most patent applications are kept confidential for twelve to eighteen months, or longer, and we would not be able to be aware of potentially conflicting claims that they make. We may become subject to legal proceedings and claims from time to time relating to the intellectual property of others in the ordinary course of our business. If we are found to have violated the intellectual property rights of others, we may be enjoined from using such intellectual property, and we may incur licensing fees or be forced to develop alternative technology or obtain other licenses. In addition, we may incur substantial expenses in defending against these third party infringement claims and be diverted from devoting time to our business and operational issues, regardless of the merits of any such claim. Successful infringement or licensing claims against us may result in substantial monetary damages, which may materially disrupt the conduct of our business and have a material adverse effect on our reputation, business, financial condition and results of operations.

Our ability to obtain favorable terms from our suppliers may impact our financial results.

Our financial results depend significantly upon the business terms we can obtain from our suppliers, primarily competitive prices and consistent availability. Because substantially all of our purchases are already cash in advance we do not have risk associated with loss of favorable payment terms.

If the products that we offer do not reflect our customers' tastes and preferences, we may never be able to develop revenues or profits.

Our success depends in part on our ability to offer products and services that reflect consumers' tastes and preferences. Consumers' tastes are subject to frequent, significant and sometimes unpredictable changes. If the physical merchandise we offer for sale fails to satisfy customers' tastes or respond to changes in customer preferences, our sales could suffer and we could be required to mark down unsold inventory (for retail distributed products). If the digitally distributed merchandise we offer gratis (using a "freemium model," also known as a "free-to-play" model) or for purchase (using a "premium" model) fails to satisfy customers' tastes or respond to changes in customer preferences, our downloads and monetized content conversion rates could suffer. The two (2) aforementioned scenarios could depress our profit margins. In addition, any failure to offer products and services in line with customers' preferences could allow competitors to gain market share, which could harm our business, results of operations, and financial condition.

Our sales and profitability may be affected by changes in economic, business and industry conditions.

If the economic climate in the United States or abroad deteriorates, customers or potential customers could reduce or delay their technology and entertainment investments. Reduced or delayed technology and entertainment investments could decrease our sales and profitability. In this environment, our customers may experience financial difficulty, cease operations and fail to budget or reduce budgets for the purchase of our products and professional services. This

may lead to longer sales cycles, delays in purchase decisions, payment and collection, and can also result in downward price pressures, causing our sales and profitability to decline. In addition, general economic uncertainty and general declines in capital spending in the information technology sector make it difficult to predict changes in the purchasing requirements of our customers and the markets we serve. There are many other factors which could affect our business, including:

- The introduction and market acceptance of new technologies, products and services;
- New competitors and new forms of competition;
- The size and timing of customer orders (for retail distributed physical product);
- The size and timing of capital expenditures by our customers;
- Adverse changes in the credit quality of our customers and suppliers;
- Changes in the pricing policies of, or the introduction of, new products and services by us or our competitors;
- Changes in the terms of our contracts with our customers or suppliers;
- The availability of products from our suppliers; and
- Variations in product costs and the mix of products sold.

These trends and factors could adversely affect our business, profitability and financial condition and diminish our ability to achieve our strategic objectives.

Risks Related to an Investment in Our Securities

There is a limited market for our common stock, which may make it more difficult to dispose of your stock.

Our common stock is currently quoted on the OTC QB under the symbol “SOUL.” There is a limited trading market for our common stock. Accordingly, there can be no assurance as to the liquidity of any markets that may develop for our common stock, the ability of holders of our common stock to sell shares of our common stock, or the prices at which holders may be able to sell their common stock.

Because our principal stockholder controls a significant number of shares of our common stock, he has effective control over actions requiring stockholder approval.

Our Chief Executive Officer and principal stockholder beneficially owns more than 50% of our outstanding shares of common stock. Accordingly, he has the ability to control the Company and the outcome of issues submitted to our stockholders.

We expect to experience volatility in the price of our Common Stock, which could negatively affect stockholders’ investments.

The trading price of our Common Stock may be highly volatile and could be subject to wide fluctuations in response to various factors, some of which are beyond our control. The stock market in general has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of companies with securities traded in those markets. Broad market and industry factors may seriously affect the market price of companies’ stock, including ours, regardless of actual operating performance. All of these factors could adversely affect your ability to sell your shares of Common Stock or, if you are able to sell your shares, to sell your shares at a price that you determine to be fair or favorable.

The relative lack of public company experience of our management team could adversely impact our ability to comply with the reporting requirements of U.S. securities laws.

Our management team lacks public company experience, which could impair our ability to comply with legal and regulatory requirements such as those imposed by the Sarbanes-Oxley Act of 2002. Our senior management has little experience in managing a publicly traded company. Such responsibilities include complying with federal securities laws and making required disclosures on a timely basis. Our senior management may not be able to implement programs and policies in an effective and timely manner that adequately respond to such increased legal, regulatory compliance and reporting requirements, including the establishing and maintaining of internal controls over financial reporting. Any such deficiencies, weaknesses or lack of compliance could have a materially adverse effect on our ability to comply with the reporting requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), which is necessary to maintain our public company status. If we were to fail to fulfill those obligations, our ability to continue as a U.S. public company would be in jeopardy, we could be subject to the imposition of fines and penalties and our management would have to divert resources from attending to our business plan.

Our Common Stock is categorized as “penny stock,” which may make it more difficult for investors to sell their shares of Common Stock due to suitability requirements.

Our Common Stock is categorized as “penny stock”. The SEC has adopted Rule 15c-9 which generally defines “penny stock” to be any equity security that has a market price (as defined) less than \$5.00 per share or an exercise price of less than \$5.00 per share, subject to certain exceptions. The price of our Common Stock is significantly less than \$5.00 per share, and is therefore considered “penny stock.” This designation imposes additional sales practice requirements on broker-dealers who sell to persons other than established customers and accredited investors. The penny stock rules require a broker-dealer buying our securities to disclose certain information concerning the transaction, obtain a written agreement from the purchaser and determine that the purchaser is reasonably suitable to purchase the securities given the increased risks generally inherent in penny stocks. These rules may restrict the ability and/or willingness of brokers or dealers to buy or sell our Common Stock, either directly or on behalf of their clients, may discourage potential stockholders from purchasing our Common Stock, or may adversely affect the ability of stockholders to sell their shares.

FINRA sales practice requirements may also limit a stockholder’s ability to buy and sell our Common Stock, which could depress the price of our Common Stock.

In addition to the “penny stock” rules described above, the FINRA has adopted rules that require a broker-dealer to have reasonable grounds for believing that the investment is suitable for that customer before recommending an investment to a customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer’s financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers. Thus, the FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our Common Stock, which may limit your ability to buy and sell our shares of Common Stock, have an adverse effect on the market for our shares of Common Stock, and thereby depress our price per share of Common Stock.

The elimination of monetary liability against our directors, officers and employees under Nevada law and the existence of indemnification rights for or obligations to our directors, officers and employees may result in substantial expenditures by us and may discourage lawsuits against our directors, officers and employees.

Our Articles of Incorporation contain a provision permitting us to eliminate the personal liability of our directors to us and our stockholders for damages for the breach of a fiduciary duty as a director or officer to the extent provided by Nevada law. We may also have contractual indemnification obligations under any future employment agreements with our officers. The foregoing indemnification obligations could result in us incurring substantial expenditures to cover the cost of settlement or damage awards against directors and officers, which we may be unable to recoup. These provisions and the resulting costs may also discourage us from bringing a lawsuit against directors and officers for breaches of their fiduciary duties, and may similarly discourage the filing of derivative litigation by our stockholders against our directors and officers even though such actions, if successful, might otherwise benefit us and our stockholders.

We may issue additional shares of Common Stock or preferred stock in the future, which could cause significant dilution to all stockholders.

Our Articles of Incorporation authorize the issuance of up to 750,000,000 shares of Common Stock and 10,000,000 shares of preferred stock, with a par value of \$0.001 per share. As of March 25, 2016, we had 237,642,126 shares of Common Stock and 130,000 shares of Series B Preferred Stock issued and outstanding; however, we may issue additional shares of Common Stock or preferred stock in the future in connection with a financing, whether or not in connection with the Purchase Agreement, or an acquisition. Such issuances may not require the approval of our stockholders. In addition, certain of our outstanding rights to purchase additional shares of Common Stock or securities convertible into our Common Stock are subject to full-ratchet anti-dilution protection, which could result in the right to purchase significantly more shares of Common Stock being issued or a reduction in the purchase price for any such shares or both. Any issuance of additional shares of our Common Stock, or equity securities convertible into our Common Stock, including but not limited to, preferred stock, warrants and options, will dilute the percentage ownership interest of all stockholders, may dilute the book value per share of our Common Stock, and may negatively impact the market price of our Common Stock.

Anti-takeover effects of certain provisions of Nevada state law hinder a potential takeover of us.

Certain provisions of the Nevada Revised Statutes have anti-takeover effects and may inhibit a non-negotiated merger or other business combination. These provisions are intended to encourage any person interested in acquiring us to negotiate with, and to obtain the approval of, our board of directors in connection with such a transaction. However, certain of these provisions may discourage a future acquisition of us, including an acquisition in which the stockholders might otherwise receive a premium for their shares. As a result, stockholders who might desire to participate in such a transaction may not have the opportunity to do so.

Because we do not intend to pay any cash dividends on our Common Stock, our stockholders will not be able to receive a return on their shares unless they sell them.

We intend to retain any future earnings to finance the development and expansion of our business. We do not anticipate paying any cash dividends on our Common Stock in the foreseeable future. Declaring and paying future dividends, if any, will be determined by our Board, based upon earnings, financial condition, capital resources, capital requirements, restrictions in our Articles of Incorporation, contractual restrictions, and such other factors as our Board deems relevant. Unless we pay dividends, our stockholders will not be able to receive a return on their shares unless they sell them. There is no assurance that stockholders will be able to sell shares when desired.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

Not applicable.

ITEM 2. PROPERTIES.

Through December 31, 2015, our Chief Executive Officer supplied office space to the Company at no charge. In addition, the Company paid approximately \$250 per month for virtual office space. Effective January 1, 2016, the Company entered into a lease for professional office space. The Company effectively pays \$2,500 in rent, monthly. The Company subsequently cancelled its virtual office space and is no longer incurring any expenses associated with the virtual office space. Future minimum lease commitments under the lease for the years ending December 31 are as follows: \$29,491 – 2016 and \$30,375 – 2017.

ITEM 3. LEGAL PROCEEDINGS.

In the ordinary course of business, we may be involved in legal proceedings from time to time. As of the date hereof, except as set forth herein, there are no known legal proceedings against the Company. No governmental agency has instituted proceedings, served, or threatened the Company with any complaints.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable

PART II**ITEM MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS
5. AND ISSUER PURCHASERS OF EQUITY SECURITIES.****Market Information**

Our shares of common stock are eligible for quotation on the OTC QB under the symbol "SOUL." However, our shares do not trade other than on an extremely limited and sporadic basis. The following table sets forth, for the periods indicated, the range of high and low sales prices per share as reported the NASDAQ Stock Market. Our shares of common stock first began trading on October 17, 2012.

On June 25, 2015, the holder of a majority of the shares of Common Stock approved a reverse split of such shares by a ratio of 1 for 40 (the "Reverse Split"). The Company filed the certificate of amendment (the "Certificate") to its articles of incorporation with the State of Nevada effectuating the Reverse Split on August 20, 2015. The Reverse Split became effective in the State of Nevada on August 25, 2015. The 2015 Reverse Split became effective on the OTC QB on August 25, 2015. As a result of the Reverse Split, each forty (40) shares of Common Stock issued and outstanding prior to the Reverse Split were converted into one (1) share of Common Stock, and all options, warrants, and any other similar instruments convertible into, or exchangeable or exercisable for, shares of Common Stock have been proportionally adjusted. All references to common stock have been retroactively restated.

	High	Low
Year 2014		
First Quarter	\$24.84	\$14.90
Second Quarter	\$20.60	\$4.58
Third Quarter	\$6.60	\$1.21
Fourth Quarter	\$1.56	\$0.32
Year 2015		
First Quarter	\$1.88	\$0.70
Second Quarter	\$0.88	\$0.10
Third Quarter	\$0.18	\$0.01
Fourth Quarter	\$0.03	\$0.003
Year 2016		
First Quarter through March 25, 2016	\$0.006	\$0.001

Holders. As of March 25, 2016, there were approximately 29 holders of record of our common stock, which excludes those shareholders holding stock in street name.

Dividend Policy. We have not declared or paid cash dividends or made distributions in the past, and we do not anticipate that we will pay cash dividends or make distributions in the foreseeable future. We currently intend to retain and reinvest future earnings, if any, to finance our operations.

Sales of Unregistered Securities. During the three months ended December 31, 2015, there were no sales of unregistered securities.

ITEM 6. SELECTED FINANCIAL DATA.

Not applicable.

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

The following discussion and analysis of the results of operations and financial condition for the year ended December 31, 2015, should be read in conjunction with the financial statements and related notes and the other financial information that are included elsewhere in this Annual Report. This discussion includes forward-looking statements based upon current expectations that involve risks and uncertainties, such as our plans, objectives, expectations and intentions. Forward-looking statements are statements not based on historical information and which relate to future operations, strategies, financial results or other developments. Forward-looking statements are based upon estimates, forecasts, and assumptions that are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control and many of which, with respect to future business decisions, are subject to change. These uncertainties and contingencies can affect actual results and could cause actual results to differ materially from those expressed in any forward-looking statements made by us, or on our behalf. We disclaim any obligation to update forward-looking statements. Actual results and the timing of events could differ materially from those anticipated in these forward-looking statements as a result of a number of factors, including those set forth under the Risk Factors, Cautionary Note Regarding Forward-Looking Statements and Business sections in this Annual Report. We use words such as "anticipate," "estimate," "plan," "project," "continuing," "ongoing," "expect," "believe," "intend," "may," "will," "should," "could," and similar expressions to identify forward-looking statements.

We, and our representatives, may, from time to time, make written or oral statements that are “forward-looking,” including statements contained in this Annual Report and other filings with the SEC, reports to our stockholders and news releases. All statements that express expectations, estimates, forecasts or projections are forward-looking statements. In addition, other written or oral statements, which constitute forward-looking statements, may be made by us or on our behalf. Words such as “expect,” “anticipate,” “intend,” “plan,” “believe,” “seek,” “estimate,” “project,” “forecast,” “should,” variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions, which are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in or suggested by such forward-looking statements. We undertake no obligation to update or revise any of the forward-looking statements after the date of this Annual Report to conform forward-looking statements to actual results. Important factors on which such statements are based are assumptions concerning uncertainties, including but not limited to, uncertainties associated with the following:

- Inadequate capital and barriers to raising the additional capital or to obtaining the financing needed to implement our business plans;
- Our failure to earn revenues or profits;
- Inadequate capital to continue business;
- Volatility or decline of our stock price;
- Potential fluctuation in quarterly results;
- Rapid and significant changes in markets;
- Litigation with or legal claims and allegations by outside parties; and
- Insufficient revenues to cover operating costs.

The following discussion should be read in conjunction with the financial statements and the notes thereto which are included in this Annual Report. This discussion contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results may differ substantially from those anticipated in any forward-looking statements included in this discussion as a result of various factors.

Overview and Outlook

Victory LG, Inc. was formed in the state of Nevada on January 5, 2011 to provide retail sales of an Energy liquid-gel capsule to the general public. On September 21, 2012, the Board of Directors approved an amendment to the Company's Articles of Incorporation to change the name of the Company to Soul and Vibe Interactive Inc. (formerly Victory LG, Inc.). The change of the Company's name to Soul and Vibe Interactive Inc. was intended to align the Company's name with management's marketing plan. The Company's primary business focus and source of revenue moving forward is the development and publishing (sales) of video and computer game software, interactive books, and downloadable/streamable music for consoles, mobile devices, personal computers, and browser-based social media platforms. The Company sells its products through digital distribution channels. The Company's products are a mix of licensed brand and internally generated, wholly owned intellectual properties.

The Company has adopted a fiscal year end of December 31.

Completion of Share Exchange

On February 6, 2013, we completed the acquisition of Soul and Vibe Entertainment, Inc. when we entered into the Agreement with Soul and Vibe Entertainment, Inc. ("Soul") and, for certain limited purposes, its then sole stockholder. Pursuant to the Agreement, the former stockholder of Soul transferred all of the issued and outstanding shares of common stock to us in exchange for 308,333 newly issued shares of our common stock. As a result of the Exchange, Soul became our wholly owned subsidiary. As of March 8, 2013, the dietary supplement business sector of the Company was discontinued entirely. As a result of the Exchange, the Company's primary business focus and source of revenue moving forward is the development and publishing (sales) of video and computer game software for home consoles, mobile devices, and personal computers. The Company expects to generate its corporate revenue from the sale of video and computer games. We develop, publish, and digitally distribute interactive entertainment for video game consoles, mobile devices, and personal computers.

The Company intends to focus its operational strategy on the development of digitally distributed video game, interactive book, and music product for a variety of hardware platforms that include: Video game consoles (for example: Xbox 360 and PlayStation 3), mobile (for example: Apple iOS, Android, and Windows hand-held/portable devices), augmented reality/wearable tech devices (for example: HTC Vive, Vuzix-branded hardware, and Oculus Rift), personal computers (such as PC and Mac), and browser-based social media platforms, such as Facebook. Our video game products are also anticipated to be released on portable video game consoles (for example: Nintendo 3DS and PlayStation Vita), which can be defined as residing in both the video game console and mobile hardware platform categories. Our music products are also anticipated to be accessible on internet-enabled video game consoles (for example: Spotify via the PlayStation Network and Microsoft Groove via the Xbox One.) The Company wishes to emphasize: Individual products will be designed for specific hardware platforms and that not all products will be ultimately released on all hardware platforms.

The Company's products to date have been digitally distributed (via download) through a "First Party" distribution store (for example: Facebook, Microsoft Corporation's Marketplace, Apple Inc.'s App Store, Google's Google Play, Amazon, etc.). It is anticipated that the Company's future products will be digitally distributed, as well. Some of the Company's products may bear licensed-brands through which there is potential for exploitation via merchandising, cross-promotion and/or publicity tie-ins with its licensor, as well as within social media communities. Other Company products will be based on our internally generated and wholly owned intellectual properties.

Market and Industry

Historically, gaming has meant playing retail purchased physical media (such as DVD/Blu-Ray, Cartridge, SD Card, or UMD) on personal computers and television based and portable video game consoles. The markets and games for the various platforms have often times been as unique as the hardware on which the games were played. But over the last several years, the markets, media, and distribution channels for games have changed.

Starting with the release of what was then identified as the "next-generation" video game consoles (2005), users were given the opportunity to not only interact with players all over the world via the internet, they were empowered to access music, movie, television program, and game content "on demand" from the comfort of their own homes. Personal computer and video game console users also began to experience a convergence of game types. Game genres that historically were played on a dedicated platform began to become platform agnostic, widening the market.

Thanks to the rapid proliferation of "smart-phones" in recent years, mobile devices that once were used only for communication now play host to myriad features. Surf the Internet, communicate via email, text, chat via audio or video, and access, "on demand," diverse entertainment content choices (including games) while on the go. "Smart phones" have rapidly encroached on the portable video game market that was established by Nintendo's *Game Boy* in 1989. This is significantly expanding the number of hardware platforms on which games are played as well as the consumer base who plays them.

Currently, ideas about how game console and mobile products might be able to “talk to one another” are taking shape and being put into practice. The execution of these ideas are expanding play experiences and creating new marketing vehicles and cross-promotional revenue generating mechanisms for games as an entertainment category.

Results of Operations

Working Capital

	December 31, 2015	December 31, 2014
Current Assets	\$ 50,446	\$ 43,061
Current Liabilities	2,446,576	1,672,821
Working Capital (Deficit)	\$ (2,396,130)) \$ (1,629,760)

Cash Flows

	Twelve months ended December 31, 2015	Twelve months ended December 31, 2014
Cash Flows Used in Operating Activities	\$ (250,381)) \$ (419,470)
Cash Flows Used in Investing Activities	(90,807)) (200,962)
Cash Flows Provided by Financing Activities	322,526	531,755
Net Decrease in Cash During Period	\$ (18,662)) \$ (88,677)

Balance Sheet

As at December 31, 2015, the Company had total assets of \$459,712 compared with total assets of \$434,694 as at December 31, 2014. The assets are mainly comprised of cash and capitalized development costs.

The Company had total liabilities of \$2,458,705 at December 31, 2015 compared with \$1,672,821 as at December 31, 2014. The increase in total liabilities is mainly attributable to an increase in the derivative liability.

Operating Expenses

During the twelve months ended December 31, 2015, the Company incurred operating expenses totaling \$1,136,490 compared with \$1,652,214 for the year ended December 31, 2014. The decrease in operating expenses is mainly attributable to a decrease in general and administrative expenses as a result of initial operations commencing in the prior year.

During the twelve months ended December 31, 2015, the Company realized net loss of \$2,160,946 compared with a net loss of \$2,121,633 for the year ended December 31, 2014. The increase in net loss was primarily due to a loss on derivative instruments offset by a decrease in operating expense and a gain on extinguishment of debt.

Plan of Operations

We plan to engage in product development, product release and marketing. Dependent on the timing of appropriate financing, the Company intends to begin development of two proprietary IP-based games and acquire an estimated two “pick up” games from independent software developers. Dependent on appropriate financing, the two proprietary IP-based games are anticipated to be released in 2016 and the two “pick-up” games are expected to be released in the second half of 2016. The Company, as a publisher, intends to release each game under the label “Soul and Vibe.” Prior to release, the Company intends to develop and execute a marketing and publicity plan designed to produce a testing plan for each title. As, and when each game has been internally approved by the Company’s in-house Quality Assurance (testing) department, it will be submitted to the hardware platform manufacturer (as appropriate) for review and approval. Assuming approval is granted, the title(s) will either be propped to their servers for consumer purchase (download) or sent to a replicator (for physical product). As part of executing this plan, the Company expects to invest, subject to being able to raise the requisite financing, in capital equipment that will be needed to bring the products to market. This is inclusive of development and testing equipment and general hardware for marketing and production management. As the number of products the Company publishes increases, the staff of the Company is expected to increase commensurately. The Company presently anticipates that the staff increases will fall in the following categories: Quality Assurance (testing), marketing and public relations and production management along with the likely integration of consultants in the areas of consumer marketing and sales (to drive digital product downloads and/or at retail for retail placement of product). In addition, the Company intends to undertake and execute marketing and PR initiatives for the Company and the products it intends to release from its newly established professional office space in Salt Lake City, Utah. If the Company is successful in raising the requisite financing in the future, it will: (i) pursue continued development of multiple projects that will be released on multiple hardware

platforms and (ii) publish them in a “staggered” release.

LIQUIDITY AND CAPITAL RESOURCES

As of December 31, 2015, the Company had a cash balance of \$7,090 and a working capital deficit of \$2,396,130 compared with a cash balance of \$25,752 and working capital deficit of \$1,629,760 at December 31, 2014. The decrease in working capital is mainly due to an increase in the derivative liability and accrued expenses.

Cash Flows from Operating Activities

During the year ended December 31, 2015, the Company used \$250,381 of cash in operating activities compared with use of \$419,470 of cash in operating activities during the year ended December 31, 2014. The decrease in the use of cash for operating activities is mainly attributable to an increase in accrued expenses.

Cash Flows from Investing Activity

During the year ended December 31, 2015, the Company used \$90,807 of cash in investing activities compared with \$200,962 of cash used during the year ended December 31, 2014. The decrease in cash used in investing activities is mainly due to a decrease in cash paid for capitalized development costs.

Cash Flows from Financing Activities

During the year ended December 31, 2015, the Company received \$322,526 of cash from financing activities compared with the receipt of \$531,755 of cash during the year ended December 31, 2014. The cash provided by financing activities is mainly due to proceeds from issuance of common stock and warrants for cash as well as the issuance of convertible debentures. The Company is using proceeds received from the issuance of common stock and convertible debentures to fund product development costs, product marketing and product publicity costs, and general and administrative expenses.

During September 2014, the Company received a total of \$200,000 in exchange for a Convertible Debenture with a maturity value of \$210,667, due in June of 2015. The Debenture accrues interest at a rate of approximately 10% per annum, is convertible into shares of the Company’s common stock at the option of the holder at a conversion price per share equal to the lesser of the trading price on the date immediately preceding the conversion date, or an amount equal to 60% of the lowest trading price (or a 40% discount to market) for the ten trading days immediately preceding the conversion date.

During May 2015, the Company issued an exchange note to an accredited investor in substitution for \$183,667 of previously outstanding convertible debenture balance and \$67,132 of accrued interest to an unrelated third party. The exchange note was issued with a maturity value of \$250,799, is due in March 2016, bears 10% interest and is convertible into shares of the Company at a rate equal to 60% of the average of the lowest trading price (or a 40% discount to market) during the 10 consecutive trading days immediately preceding the conversion date. The note also stipulates a conversion limitation, whereby the holder may not convert more than 33.33% of the principal balance within a 15-day period during the 90 days following the date of issuance. During 2015, the note principal of \$89,003 was converted into approximately 4,030,000 shares of the Company's common stock. As noted in the paragraph below, the outstanding balance of this note, after the exchange, is \$76,411 at December 31, 2015.

During October 2015, a portion of the note listed above was exchanged, valued at \$85,384, to a different accredited investor in substitution for \$85,384 of previously outstanding convertible note principal to an unrelated third party, pursuant to a new exchange agreement. The new exchange note was issued with a maturity value of \$85,384, is due on May 2017, bears 10% interest and is convertible into shares of the Company at a rate equal to 50% of the average of the three lowest trading prices (or a 50% discount to market) during the 25 consecutive trading days immediately preceding the conversion date. The note also stipulates two conversion limitations. The first conversion limitation stipulates that the new exchange note holder has an exclusive option to purchase the remaining balance of the original exchange note. During the exclusivity period, the original exchange note holder may not convert the outstanding balance of its note with the Company for 90 days. The second conversion limitation stipulates that the original exchange note holder may not convert the outstanding balance of its separate note with the Company, the "April Debenture," that originated in May of 2015, for 90 days following the execution of the new exchange note. In October 2015, the note had an outstanding balance of \$83,323 at which time the Company amended the note to increase the principal amount to \$100,000 and decrease the interest rate to 4% and to waive all accrued interest outstanding. In November 2015, the note was amended to further decrease the interest rate to 2% and to waive all accrued interest outstanding. During December 2015, \$26,316 of the outstanding balance was sold to an unrelated third party (Rock Capital) for \$26,316. In total, \$21,847 of the note was converted into approximately 10,389,000 shares during 2015 and has an outstanding balance of \$53,897 at December 31, 2015.

As noted in the paragraph above, during December 2015, Rock Capital purchased \$26,316 from an accredited investor in exchange for a Convertible Note with a principal balance of \$26,316. Interest on the note accrues at the rate of 2% per annum. The note is due one year from the date of each installment and is convertible using a conversion price of the average of 50% of the lowest trade price (or a 50% discount to market) occurring during the 25 trading days immediately preceding the conversion date. The note also stipulates a conversion limitation, whereby the holder may not convert more than 33.33% of the principal balance within a 15-day period during the 90 days following the date of issuance. The note has an outstanding balance of \$26,316 as of December 31, 2015.

On February 3, 2015 (the "Issuance Date"), the Company completed the closing of a private placement financing transaction (the "Transaction") with an accredited investor (the "OID Investor"), which purchased a Convertible Note (the "OID Note") in the aggregate principal amount of up to \$400,000 due two (2) years from the Issuance Date (the "Maturity Date"), and received gross proceeds of \$50,000, excluding transaction costs, fees and expenses. The OID Note carries an original issue discount (the "OID") of ten percent (10%). The Company was therefore obligated to pay the OID Investor an aggregate of \$55,555 (the "Principal Sum") on the Maturity Date. During the fourth quarter 2015, the note was fully converted into approximately 16,512,000 shares; subsequent to December 31, 2015 the Company

and the OID Investor agreed to retire the note in its entirety, which reduced the potential for additional derivative liability being added to the Company's balance sheet.

On March 17, 2015, for aggregate consideration of up to \$267,500 (the "Consideration"), the Company issued a Convertible Note (the "BLE Note") in the original principal amount of up to \$294,250 (the "Original Principal Amount") to Black Mountain Equities, Inc., an accredited investor ("BLE"). The Original Principal Amount carries an original issue discount of \$26,750. The Company received \$53,500 in initial consideration from the BLE Note upon execution with an initial discount of \$5,350. The maturity value of the note is \$58,850 due in March 2017. The BLE Note bore a one-time interest charge of 10% that was applied to the Original Principal Amount upon issuance of the BLE Note.

During September 2015, Black Mountain Equities, Inc., issued two exchange notes, \$33,850 and \$25,000 to two different accredited investors in substitution for \$58,850 of previously outstanding convertible note principal to unrelated third parties, pursuant to exchange agreements discussed in the notes detailed below.

The first of the exchange notes was issued with a maturity value of \$33,850, is due in March 2017, bears 10% interest and is convertible into shares of the Company at a rate equal to 60% of the average of the three lowest trading prices (or a 40% discount to market) during the 25 consecutive trading days immediately preceding the conversion date. The note also stipulates a conversion limitation, whereby the holder may not convert more than 33.33% of the principal balance within a 15-day period during the 90 days following the date of issuance. In October 2015, the note had an outstanding balance of \$25,243 at which time the Company amended the note to increase the principal amount to \$31,854 and decrease the interest rate to 2% and to waive all accrued interest outstanding. During October 2015, \$25,000 of the outstanding balance was sold to an unrelated third party (BME Holdings) for \$25,000. In November 2015, the note was amended to decrease the interest rate to 1% and to waive all accrued interest outstanding. As of December 31, 2015, the note has an outstanding balance of \$4,059. Subsequent to year-end, the holder of the note reduced the equity amount from 9.99% to 4.99% through an equity blocker agreement.

As noted in the paragraph above, the first exchange note that was purchased by BME Holdings has an outstanding balance of \$25,000 as of December 31, 2015, is due in March 2018 and bears 1% interest. In November 2015, the conversion price for the note was amended to a rate equal to 50% of the lowest one trading price (or a 50% discount to market) during the 25 consecutive trading days immediately preceding the conversion date.

The second of the exchange notes was issued with a maturity value of \$25,000, is due in March 2017, bears 10% interest and is convertible into shares of the Company at a rate equal to 60% of the average of the three lowest trading prices (or a 40% discount to market) during the 25 consecutive trading days immediately preceding the conversion date. The note also stipulates a conversion limitation, whereby the holder may not convert more than 33.33% of the principal balance within a 15-day period during the 90 days following the date of issuance. In October 2015, the note had an outstanding balance of \$16,702 at which time the Company amended the note to increase the principal amount to \$23,314 and decrease the interest rate to 2% and to waive all accrued interest outstanding. During October 2015, the \$23,314 outstanding balance was sold to an unrelated third party (BME Holdings). In November 2015, the note was amended to decrease the interest rate to 1% and to waive all accrued interest outstanding. There is no outstanding balance on the note as of December 31, 2015 as it was sold to BME Holdings. Subsequent to year-end, the holder of the note reduced the equity amount from 9.99% to 4.99% through an equity blocker agreement. The second exchange note that was purchased by BME Holdings for \$23,314, and was due in March 2018, had an interest rate of 1%. The note was fully converted into approximately 8,016,000 shares. There is no outstanding balance on the note as of December 31, 2015.

During November 2015, the Company issued a \$5,000 note, without any consideration, which does not accrue interest and is due in November 2017. The note is convertible into shares of the Company at a rate equal to 60% of the average of the lowest trading price (or a 40% discount to market) during the 25 consecutive trading days immediately preceding the conversion date. At December 31, 2015, the note had an outstanding balance of \$5,000.

During March 2015, the Company issued an exchange note to an accredited investor in substitution for \$105,000 in principal and \$5,293 in interest of previously outstanding convertible note principal (the "Individual Friends and Family Note") to an unrelated third party, pursuant to an exchange agreement. The exchange note was issued with a maturity value of \$110,293 is due in March 2016, bears no interest and is convertible into shares of the Company at a rate equal to 65% of the average of the three lowest trading prices (or a 35% discount to market) during the 25 consecutive trading days immediately preceding the conversion date. The note also stipulates a conversion limitation, whereby the holder may not convert more than 33.33% of the principal balance within a 15-day period during the 90 days following the date of issuance. Note principal was converted into approximately 730,000 shares during 2015. There is no outstanding balance as of December 31, 2015.

During March 2015, the Company received \$50,000 from an accredited investor in exchange for a Convertible Note with a principal balance of \$52,500. Interest on the note accrues at the rate of 8% per annum. The note is due one year from the date of installment and is convertible using a conversion price of the average of 60% of the three lowest trade prices (or a 40% discount to market) occurring during the 15 trading days immediately preceding the conversion date. During 2015, \$26,400 of the balance was converted into approximately 7,754,000 shares of stock in the current year and the note has an outstanding principal balance of \$26,100 as of December 31, 2015. In early October, the Company

received \$26,000 from the accredited investor in exchange for a Convertible Note with a principal balance of \$28,000. Interest on the note accrues at the rate of 8% per annum. The note is due one year from the date of installment and is convertible using a conversion price of the average of 60% (or a 40% discount to market) of the three lowest trade prices occurring during the 15 trading days immediately preceding the conversion date. As of December 31, 2015, the note carried a balance of \$28,000.

During April 2015, the Company received \$50,000 from an accredited investor in exchange for a Convertible Note with a principal balance of \$53,500. (This note is referred to as the “April Debenture” in the Convertible Debentures section, below.) Interest on the note accrues at the rate of 8% per annum. The note is due one year from the date of each installment and is convertible using a conversion price of the average of 60% of the three lowest trade prices (or a 40% discount to market) occurring during the 25 trading days immediately preceding the conversion date. The outstanding balance of the note is subject to a 90 day “lock-out” during which the note holder is prevented from any further conversions against the note, as per the aged debt purchase agreement that was executed in October 2015 (as detailed earlier in this section of the document.) During 2015, \$11,344 of the note was converted into approximately 4,295,000 shares and has an outstanding balance of \$42,156 at December 31, 2015.

During May 2015, the Company issued an exchange note to an accredited investor in substitution for \$27,778 in principal and \$4,246 in interest of previously outstanding convertible note balance (the “Grouped Friends and Family Notes”) to an unrelated third party, pursuant to an exchange agreement. (The July 2013 Convertible Note and two of the August 2013 Convertible Notes were included in this exchange.) The exchange note was issued with a maturity value of \$32,024, is due in May 2016, bears no interest and is convertible into shares of the Company at a rate equal to 65% of the average of the lowest three trading prices (or a 35% discount to market) during the 25 consecutive trading days immediately preceding the conversion date. The note also stipulates a conversion limitation, whereby the holder may not convert more than 33.33% of the principal balance within a 15-day period during the 90 days following the date of issuance. Note principal was fully converted into approximately 525,000 shares during 2015. There is no outstanding balance as of December 31, 2015.

During June 2015, the Company received \$40,000 from an accredited investor in exchange for a Convertible Note with a principal balance of \$45,000. Interest on the note accrues at the rate of 8% per annum. The note is due one year from the date of each installment and is convertible using a conversion price of the average of 60% of the three lowest trade prices (or a 40% discount to market) occurring during the 25 trading days immediately preceding the conversion date. During 2015, \$3,500 of the note was converted into approximately 1,517,000 shares and had a balance of \$41,500 as of December 31, 2015.

During September 2015, for aggregate consideration of up to \$105,000 (the "Consideration"), the Company issued a Convertible Note (the "TJC Note") in the original principal amount of \$28,000 (the "Original Principal Amount"). During November 2015, the Company received an additional \$10,000 from this note. Interest on the note accrues at the rate of 10% per annum. The note is due one year from the date of each installment and is convertible using a conversion price of the average of 60% of the three lowest trade prices (or a 40% discount to market) occurring during the 25 trading days immediately preceding the conversion date. The note also stipulates a conversion limitation, whereby the holder may not convert more than 33.33% of the principal balance within a 15-day period during the 90 days following the date of issuance. As of December 31, 2015, the note had an outstanding balance of \$38,000.

During October 2015, the Company issued an exchange note to a consultant, without any consideration, for the value of \$50,000 in consulting services. The note was issued with a maturity value of \$50,000, is due in April 2016, bears an interest rate of 2% and is convertible into shares of the Company at a rate equal to 60% of the average of the lowest trading price (or a 40% discount to market) during the 20 consecutive trading days immediately preceding the conversion date. As of December 31, 2015, the note had an outstanding balance of \$50,000.

During December 2015, the Company received \$10,000 from an accredited investor in exchange for a Convertible Note with a principal balance of \$11,500. Interest on the note accrues at the rate of 10% per annum. The note is due one year from the date of each installment and is convertible using a conversion price of the average of 50% of the lowest trade price (or a 50% discount to market) occurring during the 25 trading days immediately preceding the conversion date. The note also stipulates a conversion limitation, whereby the holder may not convert more than 33.33% of the principal balance within a 15-day period during the 90 days following the date of issuance. As of December 31, 2015, the note had an outstanding balance of \$11,500.

During December 2015, the Company received \$25,000 from an accredited investor in exchange for a Convertible Note with a principal balance of \$28,500. Interest on the note accrues at the rate of 10% per annum. The note is due one year from the date of each installment and is convertible using a conversion price of the average of 50% of the three lowest trade prices (or a 50% discount to market) occurring during the 25 trading days immediately preceding the conversion date. As of December 31, 2015, the note had an outstanding balance of \$28,500.

During 2015, the Company paid an amount due of \$2,500 to an officer of the Company. The amount was unsecured and bore no interest.

On April 24, 2015, the Company entered into a promissory note for \$42,080. The note carries an interest rate of 5%. The note requires monthly payments of \$2,000 and matures in April 2016. The note is personally guaranteed by the chief executive officer of the Company. The outstanding balance of the note at December 31, 2015 is \$27,580.

Going Concern

We have not attained profitable operations and are dependent upon obtaining financing to pursue any extensive acquisitions and activities. For these reasons, our auditors stated in their report on our audited financial statements that they have substantial doubt that we will be able to continue as a going concern without further financing. Our intended source of future cash flow to fund our growth model until we are able to establish profitable operations will be through additional debt and equity offerings.

Off-Balance Sheet Arrangements

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to stockholders.

Future Financings

We will continue to rely on the issuance of debt and equity in order to continue to fund our business operations. Issuances of additional shares will result in dilution to existing stockholders. There is no assurance that we will achieve any additional sales of the equity securities or arrange for debt or other financing to fund planned acquisitions and exploration activities.

We intend to raise additional capital through equity and debt financing as needed, though there cannot be any assurance that such funds will be available to us on acceptable terms, on an acceptable schedule, or at all.

We will be required to raise additional funds through public or private financing, additional collaborative relationships or other arrangements until we are able to raise revenues to a point of positive cash flow. We believe our existing and available capital resources will be sufficient to satisfy our funding requirements through the second quarter of 2016. We are evaluating various options to further reduce our cash requirements to operate at a reduced rate, as well as options to raise additional funds, including obtaining loans and selling common stock. There is no guarantee that the Company will be able to generate enough revenue and/or raise capital to support its operations.

The issuance of additional securities may result in a significant dilution in the equity interests of our current stockholders. Obtaining loans, assuming these loans would be available, will increase our liabilities and future cash commitments. There is no assurance that we will be able to obtain further funds required for our continued operations or that additional financing will be available to use when needed or, if available, that it can be obtained on commercially reasonable terms. If we are not able to obtain the additional financing on a timely basis, we will not be able to meet our other obligations as they become due and we will be forced to scale down or perhaps even cease our operations.

Due to the uncertainty of our ability to meet our current operating and capital expenses, our independent auditors included a paragraph in their report on our financial statements for the year ended December 31, 2015 regarding concerns about our ability to continue as a going concern. There is substantial doubt about our ability to continue as a going concern as the continuation and expansion of our business is dependent upon obtaining further financing, successful and sufficient market acceptance of our products, and achieving a profitable level of operations. The condensed consolidated financial statements do not include any adjustments relating to the recoverability or classification of recorded assets and liabilities that might result should the Company be unable to continue as a going concern.

OFF-BALANCE SHEET ARRANGEMENTS

We have no off-balance sheet arrangements.

CRITICAL ACCOUNTING POLICIES

We have identified the policies outlined below as critical to our business operations and an understanding of our results of operations. The list is not intended to be a comprehensive list of all of our accounting policies. In many cases, the accounting treatment of a particular transaction is specifically dictated by accounting principles generally accepted in the United States, with no need for management's judgment in their application. The impact and any associated risks related to these policies on our business operations is discussed throughout management's Discussion and Analysis or Plan of Operation where such policies affect our reported and expected financial results. Note that our preparation of the financial statements requires us to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of our financial statements, and the reported amounts of revenue and expenses during the reporting period. There can be no assurance that actual results will not differ from those estimates.

Use of Estimates

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

Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

Income Taxes

The Company accounts for income taxes in accordance with the Financial Accounting Standards Board (FASB) Topic ASC 740, "Income Taxes." We account for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

Revenue Recognition

The Company primarily digitally distributes its products through (an) online merchants / portal service(s). The Company recognizes revenue at the "on demand" point of sale by the customer and recognizes a receivable. (For the purposes of digital distribution, customer is equivalent to end consumer.) The portal service(s) track product sales on a daily / near-daily basis.

For the Company's games and entertainment apps (such as e-books) payment is remitted to the Company every two weeks, monthly, or quarterly (depending upon the payment policies of the individual digital merchant/portal service). Ownership of product is transferred to the customer with a no refund, no return policy, as set by the online portal service(s). For retail distributed products (pick-ups and select licensed-brand games), the Company recognizes revenue through traditional retail "sell-in" and "sell-through." Receivables are logged based on "sell-through" reports from retailers and distributors. Based on the distributor, product sales are tracked on a monthly basis. On average, between thirty (30) to forty-five (45) days following the end of a month, the distributor remits payment to the Company. Ownership of product is transferred to the customer (end user) with a no refund, no return policy, as set by individual retailers.

For the Company's music releases (soundtracks and multi-track singles) it receives sales reports three months following any given month's end. Earned revenue is collected by the Company's aggregator and the Company, at its own discretion, can request the earned funds be deposited into its proprietary PayPal account at a time of its own choosing.

Impairment of Long-Lived Assets

The Company follows paragraph 360-10-05-4 of the FASB Accounting Standards Codification for its long-lived assets. The Company's long-lived asset, which includes deferred development costs, is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable.

The Company assesses the recoverability of its long-lived assets by comparing the projected undiscounted net cash flows associated with the related long-lived asset or group of long-lived assets over their remaining estimated useful lives against their respective carrying amounts. Impairment, if any, is based on the excess of the carrying amount over the fair value of those assets. Fair value is generally determined using the asset's expected future discounted cash flows or market value, if readily determinable. If long-lived assets are determined to be recoverable, but the newly determined remaining estimated useful lives are shorter than originally estimated, the net book values of the long-lived assets are depreciated over the newly determined remaining estimated useful lives.

Net Income (Loss) per Common Share

Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period.

Stock Based Compensation Expense

The Company adopted FASB guidance on stock based compensation upon inception on January 5, 2011. Under FASB ASC 718-10-30-2, all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. Pro forma disclosure is no longer an alternative.

Derivative Instruments

The Company accounts for derivative instruments in accordance with ASC Topic 815, *Derivatives and Hedging*, all derivative instruments are reflected as either assets or liabilities at fair value in the balance sheet. The Company uses estimates of fair value to value its derivative instruments. Fair value is defined as the price to sell an asset or transfer a liability in an orderly transaction between willing and able market participants. In general, the Company's policy in

estimating fair values is to first look at observable market prices for identical assets and liabilities in active markets, where available. When these are not available, other inputs are used to model fair value such as prices of similar instruments, yield curves, volatilities, prepayment speeds, default rates and credit spreads (including for the Company's liabilities), relying first on observable data from active markets. Additional adjustments may be made for factors including liquidity, credit, bid/offer spreads, etc., depending on current market conditions. Transaction costs are not included in the determination of fair value. When possible, the Company seeks to validate the model's output to market transactions. Depending on the availability of observable inputs and prices, different valuation models could produce materially different fair value estimates. The values presented may not represent future fair values and may not be realizable. The Company categorizes its fair value estimates in accordance with ASC 820 based on the hierarchical framework associated with the three levels of price transparency utilized in measuring financial instruments at fair value as discussed above. As of December 31, 2015 and 2014, the Company had a \$1,313,673 and \$1,081,318 of derivative liabilities, respectively.

Internal-Use Software Development Costs

In accordance with ASC 350, *Intangibles - Goodwill and Other Internal-Use Software*, the Company capitalizes all game software development costs once upon reaching the application development stage, management has authorized and committed funding to the project and it is probable that the project will be completed. Costs that are capitalized are mainly in the form of fees paid to consultants in the form of cash and common stock of the Company. General and administrative costs and overhead are not capitalized as cost of internal-use software. Capitalization ceases no later than the point at which the project is substantially complete and ready for its intended use, generally after all substantial testing is completed. As of December 31, 2015 and 2014, the Company has capitalized \$515,155 and \$429,405, respectively, in internal-use software development costs which includes accumulated amortization of \$116,475 and \$45,704 as of December 31, 2015 and 2014, respectively. Two projects, *Timeless Gems* and *Striker Rush: Championship Edition*, were developed, completed, and placed into service as of December 31, 2014. Three packages of expansion content were developed, and released, for *Timeless Gems* throughout 2014 and 2015. A third game, *SirVival*, was acquired by the Company in the fourth quarter of 2013. Development on the title commenced through the game's launch during the third quarter of 2015. Two interactive storybooks, *Johnny Tractor* and *Friends: County Fair* and *Johnny Tractor and Friends: Snow Day*, were developed and launched during the third and fourth quarters of 2015. A third interactive storybook, which has not been formally announced as of December 31, 2015, entered active development during the fourth quarter of 2015.

Fair Value of Financial Instruments

ASC 820, *Fair Value Measurements*, (ASC 820) and ASC 825, *Financial Instruments* (ASC 825), requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. It establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

It prioritizes the inputs into three levels that may be used to measure fair value:

Level 1 - Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2 - Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3 - Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The Company's financial instruments consist principally of cash, accounts payable, notes, convertible notes, accrued liabilities and derivative liabilities. Pursuant to ASC 820 and 825, the fair value of cash is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. The recorded values of financial instruments other than derivative liabilities approximate their current fair values because of their nature and respective maturity dates or durations. Derivative liabilities are measured at fair value. The following table sets forth by level with the fair value hierarchy the Company's financial assets and liabilities measured at fair value on December 31, 2015 and 2014:

December 31, 2015:

	Level 1	Level 2	Level 3	Total
Assets	\$ -	\$ -	\$-	\$-
Liabilities				
Derivative financial instruments	\$ -	\$ -	\$1,313,673	\$1,313,673

December 31, 2014:

	Level 1	Level 2	Level 3	Total
Assets	\$ -	\$ -	\$-	\$-
Liabilities				
Derivative financial instruments	\$ -	\$ -	\$1,081,318	\$1,081,318

Going concern

Our financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern, which contemplate the realization of assets and liquidation of liabilities in the normal course of business. We have incurred continuous losses from operations, have an accumulated deficit of \$6,607,969 and a working capital deficit of \$2,396,130 at December 31, 2015, and have reported negative cash flows from operations since inception. In addition, we do not currently have the cash resources to meet our operating commitments for the next twelve months. The Company's ability to continue as a going concern must be considered in light of the problems, expenses, and complications frequently encountered by entrance into established markets and the competitive nature in which we operate.

Our ability to continue as a going concern is dependent on our ability to generate sufficient cash from operations to meet our cash needs and/or to raise funds to finance ongoing operations and repay debt. There can be no assurance, however, that we will be successful in our efforts to raise additional debt or equity capital and/or that our cash generated by our future operations will be adequate to meet our needs. These factors, among others, indicate that we may be unable to continue as a going concern for a reasonable period of time.

Recently Issued Accounting Standards

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

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

Not applicable.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders
Soul and Vibe Interactive, Inc.
Salt Lake City, Utah

We have audited the accompanying consolidated balance sheet of Soul and Vibe Interactive, Inc. and subsidiaries as of December 31, 2014, and the related consolidated statements of operations, shareholders' equity (deficit), and cash flows for the year then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Soul and Vibe Interactive, Inc. and subsidiaries as of December 31, 2014, and the results of their operations and their cash flows for the year then ended, in conformity with U.S. generally accepted accounting principles.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the consolidated financial statements, the Company has suffered recurring losses from operations, has negative working capital, and has a deficit in shareholders' equity. This raises substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to this matter are also described in Note 2. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ HJ & Associates, LLC

HJ & Associates, LLC
Salt Lake City, Utah

March 31, 2015

- 27-

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders
Soul and Vibe Interactive, Inc.

Salt Lake City, Utah

We have audited the accompanying balance sheet of Soul and Vibe Interactive, Inc. as of December 31, 2015, and the related statements of operations, stockholders' equity (deficit), and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Soul and Vibe Interactive, Inc. as of December 31, 2015, and the results of its operations, and its cash flows for the year then ended, 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 disclosed in Note 2 to the financial statements, the Company has negative cash flow from operations. This raises substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Haynie & Company

Haynie & Company

Salt Lake City, Utah

April 1, 2016

- 28 -

Soul and Vibe Interactive Inc.**Consolidated Balance Sheets**

	December 31,	
	2015	2014
ASSETS		
Current Assets		
Cash	\$7,090	\$25,752
Accounts Receivable	463	3,619
Debt Issue Cost	11,443	6,190
Prepaid Expenses	31,450	7,500
Total Current Assets	50,446	43,061
Fixed Assets		
Furniture and Equipment	14,526	9,470
Accumulated Depreciation	(3,940)	(1,538)
Total Fixed Assets	10,586	7,932
Other Assets		
Development Costs, net of accumulated amortization of \$116,475 and \$45,704 as of December 31, 2015 and 2014, respectively	398,680	383,701
Total Assets	\$459,712	\$434,694
LIABILITIES AND SHAREHOLDER'S DEFICIT		
Current Liabilities		
Accounts payable	\$430,512	\$346,928
Related party payable	22,068	-
Accrued expenses	470,901	33,113
Accrued interest, related party	-	1,458
Note payable, related party	-	2,500
Note payable	27,580	-
Convertible note payable, related party, net of discount of \$0 and \$324 as of December 31, 2015 and 2014, respectively	-	9,676
Current portion of convertible debentures, net of discount of \$160,325 and \$135,617 as of December 31, 2015 and 2014, respectively	181,842	197,828
Derivative liability	1,313,673	1,081,318
Total Current Liabilities	2,446,576	1,672,821

Edgar Filing: Soul & Vibe Interactive Inc. - Form 10-K

Long-term portion of convertible debentures, net of discount of \$102,143 and \$0 as of December 31, 2015 and 2014, respectively	12,129	-
Total Liabilities	2,458,705	1,672,821
Shareholder's Deficit		
Preferred Stock, \$0.001 par value, 10,000,000 authorized, 130,000 issued and outstanding as of December 31, 2015 and 2014	130	130
Common Stock, \$0.001 par value, 750,000,000 authorized, 60,840,309 and 926,087 issued and outstanding as of December 31, 2015 and 2014, respectively	60,840	926
Common Stock Held in Escrow	(25)	-
Additional Paid-in Capital	4,548,031	3,207,840
Accumulated Deficit	(6,607,969)	(4,447,023)
Total Shareholder's Deficit	(1,998,993)	(1,238,127)
Total Liabilities & Shareholder's Deficit	\$459,712	\$434,694

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

Soul and Vibe Interactive Inc.**Consolidated Statements of Operations**

	December 31,	
	2015	2014
Revenues	\$6,547	\$62,428
Cost of Sales	(87,775)	(63,732)
Gross Loss	(81,228)	(1,304)
Operating Expenses		
General & Administrative	705,012	469,453
Professional Fees	431,478	1,182,761
Total Operating Expenses	1,136,490	1,652,214
Operating Loss	(1,217,718)	(1,653,518)
Other Income (Expense)		
Gain (Loss) on Derivative	(1,445,953)	30,870
Gain (Loss) on Extinguishment of Debt	918,890	(76,360)
Interest Expense	(416,165)	(422,625)
Total Other Income (Expense)	(943,228)	(468,115)
Loss before Income Taxes	(2,160,946)	(2,121,633)
Income Taxes	-	-
Net Loss	\$(2,160,946)	\$(2,121,633)
Basic and Diluted Loss per Share	\$(0.23)	\$(3.42)
Weighted Average Shares Outstanding	9,487,504	621,066

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

Soul and Vibe Interactive Inc.**Consolidated Statement of Changes in Shareholder's Deficit**

	Preferred Stock		Common Stock		Held in Escrow	Additional Paid-in Capital	Accumulated Deficit	Total Shareholder's Deficit
	Shares	Amount	Shares	Amount				
Balance at December 31, 2013	130,000	\$ 130	397,971	\$ 398	\$ -	\$ 683,789	\$(2,325,390)	\$(1,641,073)
Common stock issued for cash	-	-	55,998	56	-	375,299	-	375,355
Common stock issued for services	-	-	187,897	188	-	588,391	-	588,579
Common stock issued for prepaid expenses	-	-	64,294	64	-	315,262	-	315,326
Common stock issued for software development costs	-	-	40,983	41	-	58,624	-	58,665
Cashless exercise of warrants	-	-	6,944	7	-	(7)	-	-
Converted debenture principal and accrued interest	-	-	172,000	172	-	1,030,574	-	1,030,746
Warrants issued upon refinance of debt recorded as debt discount	-	-	-	-	-	22,941	-	22,941
Warrants issued for services	-	-	-	-	-	39,674	-	39,674
Contribution of wages, interest and rent by officer	-	-	-	-	-	93,293	-	93,293
Net loss	-	-	-	-	-	-	(2,121,633)	(2,121,633)
Balance at December 31, 2014	130,000	\$ 130	926,087	\$ 926	\$ -	\$ 3,207,840	\$(4,447,023)	\$(1,238,127)
Common stock issued for services	-	-	57,225	57	-	56,708	-	56,765
Common stock issued for prepaid expenses	-	-	63,533	64	-	71,036	-	71,100
	-	-	-	-	-	-	-	-

Converted debenture
principal and accrued
interest