UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10

GENERAL FORM FOR REGISTRATION OF SECURITIES
UNDER SECTION 12(B) OR (G) OF THE SECURITIES EXCHANGE ACT OF 1934

STL MARKETING GROUP, INC.
(Exact Name of Registrant as specified in its charter)

Colorado	**20-4387296**
(State of Incorporation)	(IRS Employer ID No.)

10 Boulder Crescent, Suite 102,
Colorado Springs, CO
80903
(Address of principal executive offices)

(719) 219-5797
(Registrant's telephone number, including area code)

Securities to be Registered Under Section 12(b) of the Act: **None**

Securities to be Registered Under Section 12(g) of the Act:

Common Stock, $0.001 Par Value
(Title of each class to be so registered)

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 definitions of "large accelerated filer," "accelerated filer," and "smaller reporting Company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer	[ ]	Accelerated filer	[ ]
Non Non-accelerated filer	[ ]	Smaller reporting Company	[X]

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EXPLANATORY NOTE

You should rely only on the information contained in this registration statement or in a document referenced herein. We have not authorized anyone to provide you with any other information. You should assume that the information contained in this registration statement is accurate only as of the date hereof except where a specific date is set forth herein.

As used in this registration statement, unless the context otherwise requires, the terms the "Company," "our Company," "we," "us," "our," or "STLK," refer to STLK Marketing Group, Inc., a Colorado corporation and its subsidiaries, Versant Corporation, a Delaware corporation., Energia Renovable Versant SRL, a Costa Rican Corporation and VTRES Bache SRL, a Costa Rican corporation that handle operations in Costa Rica.

FORWARD-LOOKING STATEMENTS

Except for statements of historical fact, this registration statement contains "forward-looking statements. " You can identify these forward-looking statements by words such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "should," "will," "would" and similar words. These forward-looking statements express our future expectations and contain projections of our future results of operations and financial position. We believe that it is important to communicate our future expectations to our investors. However, there may be events in the future that we are not able to accurately predict or control that may cause our actual results and achievements to differ materially from the expectations we describe in our forward-looking statements. The occurrence of any such events could have a material adverse effect on our business, results of operations, financial position, market growth, services, products and licenses. See "Risk Factors" section of this registration statement. Further, since our common stock is considered a "penny stock," we are ineligible to rely on the safe harbor for forward-looking statements provided in Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities and Exchange Act of 1934, as amended (the "Exchange Act").

WHERE YOU CAN FIND MORE INFORMATION ABOUT US

When this registration statement becomes effective, we will begin to file periodic reports, proxy statements, information statements and other documents with the United States Securities and Exchange Commission (the "SEC"). You may read and copy this information, for a copying fee, at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. More information on the Public Reference Room can be obtained by calling the SEC at 1-800-SEC-0330. Our SEC filings will also be available to the public from commercial document retrieval services, and at the web site maintained by the SEC at http://www.sec.gov.

Our Internet website address is http://www.STLMarketingGroup.com. Information contained in our website does not constitute a part of this registration statement. When this registration statement becomes effective, we will make available, through a link to the SEC's web site, electronic copies of the materials we file with the SEC (including our annual reports on Form 10-K, our quarterly reports on Form 10-Q, our current reports on Form 8-K, the Section 16 reports filed by our executive officers, directors and 10% stockholders, and amendments to those reports). To receive paper copies of our SEC filings, please contact us by mail at Investor Relations, STL Marketing Group, Inc., 10 Boulder Crescent, Suite 102, Colorado Springs, CO 80903, by email at info@v3rsant.com,or by calling us at (719) 219-5797.

ITEM 1. BUSINESS.

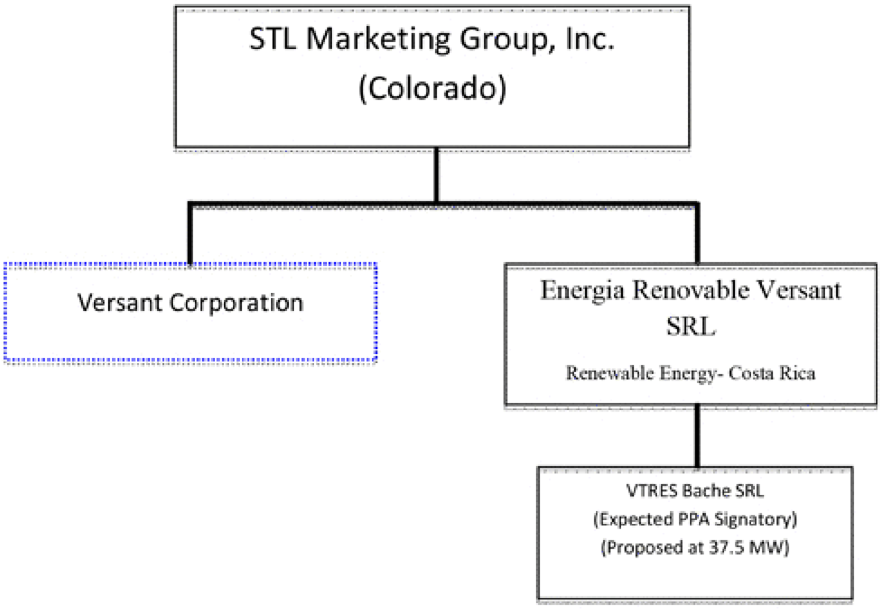
General Information

Our business address is 10 Boulder Crescent, Suite 102, Colorado Springs, CO 80903 . Our telephone number is (719) 219-5797 and our Internet website address is www.StlMarketingGroup.com. The information contained in, or that can be accessed through, our website is not part of this registration statement.

History

STL Marketing Group, Inc. (the "Company," "our Company," "we," "us," "our," or "STLK," was incorporated under the laws of the State of Colorado on February 16, 1999 under the original name of Fountain Colony Ventures, Inc. Fountain Colony Ventures, Inc. changed its name to SGT Ventures, Inc. in March 2006. In June 2006, SGT Ventures, Inc. changed its name to Stronghold Industries, Inc.. On October 30, 2007, Stronghold Industries, Inc. entered into a share purchase and exchange agreement with Image Worldwide, Inc. The Company name was officially changed with the Secretary of State to Image Worldwide, Inc. ("Image Worldwide") on November 21, 2007. In 2008, Image Worldwide concentrated its business activities on helping clients create, market and promote their brands and image in print, online and at live events. Image Worldwide entered into a share exchange agreement with St. Louis Packaging Inc. on January 31, 2009. In April 2009, the Company changed its name to STL Marketing Group, Inc. On December 1, 2009, the Company sold majority of the STL Brands to Alliance Creative Group, Inc. In March of 2011, the Company entered into a distribution agreement with United Fuel Savers and purchased land in Texas for a potential business opportunity. On October 15th, 2012, the Company agreed to merge with Versant Corporation. On February 4, 2013 the Company entered into a share exchange agreement with Versant whereby Versant became the Company's wholly owned operating subsidiary. The transaction is being accounted for as a reverse merger. Accordingly, the historical financial information going forward will be that of Versant Corporation and subsidiaries.

This is the current corporate organization:



STL Marketing Group, Inc. has been trading on the OTC Market Pink Sheets under the symbol 'STLK' since April 2009.

COMPANY OVERVIEW

STL Marketing Group, Inc. (OTC: STLK), (the "Company") is a Colorado corporation seeking to develop and operate clean, renewable energy facilities. The Company has two wholly owned subsidiaries in Costa Rica that handle the development of the business and are expected to operate the power generation plant within the country. Energia Renovable Versant SRL ("ERV") is a 100% owned subsidiary and is used as a holding company for potential future operating companies. ERV will consolidate common tasks for the operating companies in Costa Rica. VTRES BACHE SRL ("VTRES") is 100% owned by ERV. VTRES is the legal entity that will operate the first proposed wind farm on the site known as "Personna" in Costa Rica. These entities would then be managed by the Costa Rican holding company ERV.

Under its exclusive, long term land arrangement, the Company is seeking to develop its first field of 37.5 MW on 270 hectares on a site known as "BACHE". It has also received up to three (3) hectares for the substation site/ facilities.

Energy Market in Costa Rica

Costa Rica is in need of inexpensive energy sources, as it does not posses any petroleum or coal and its natural gas reserves are, as of yet, largely untapped. As a result of this lack of petroleum, Costa Rica has had to develop new sources of renewable energy. The country already uses hydroelectric and geo thermal methods and, in 2007, set 2021 as the year it becomes carbon neutral. According to *The Economist Intelligence Unit, October 2nd, 2012*, "In 2004, 46.7% of Costa Rica's primary energy came from renewable sources, while 94% of its electricity was generated from hydroelectric power, wind farms and geothermal energy in 2006. A 3.5% tax on gasoline in the country is used for payments to compensate landowners for growing trees and protecting forests and its government is making further plans for reducing emissions from transport, farming and industry."

Research shows that unfortunately, as much as 90% of the country's hydroelectric facilities are reaching their useful life (50 years) and will need replacement or major maintenance. This is expected to place a serious burden on the country's electric providers, as it will take much needed infrastructure investment away from new developments. This is already taking place, placing a greater emphasis and strain on the country's petroleum-based 200 MW facility ("Garabito").

It is estimated that Costa Rica is 8-10 years behind in developing the necessary electrical infrastructure to maintain pace with its needs. The largest State Owned Enterprise in electricity generates about $1 billion per year in revenue, however, over the past few decades, funds have been diverted to other governmental priorities. This has left the electrical development unfunded and the electrical projects are large, cumbersome and time consuming. According to most analyses in public records and published news articles, this infrastructure delay is based on the projected investment requirement of $10 billion for electric generation alone over the next decade. The largest, and most recognized, entity is the Instituto Costarricense de Electricidad ("ICE"). ICE's role is to develop, operate and ensure that telecommunications and electric service and distribution are provided to the Country. ICE is a State Owned Enterprise.

ICE's current legal framework allows it to invest about $850 million per year for its core businesses (based on current revenues). This means that about $350 million per year is allocated for electric generation (the remainder is split between electrical distribution- $150 million- and telecommunications- $350 million). This leaves the government with an approximate, and very conservative, shortfall of $5 billion for electric generation in the next decade ($10 billion in required investment, less $350 million in electric generation plus $150 in electrical distribution times 10 years, equals a $5 billion shortfall). Additionally, ICE's current development costs are excessive. Its latest hydroelectric project was put into operation almost 6 years behind schedule and at a cost of more than $4.3 mm per MW. It's two largest projects- Diquis and Reventazon- are unfunded and already behind schedule. These delays mean that about 900 MW will not come on-line in the next 10 years, further straining the need for electrical infrastructure.

Over the past 6 months, numerous complaints by the Costa Rican public have been made and the newspapers have covered the alarming rate hikes Grupo ICE has instituted as a result of the very high use of its main 200 MW thermic facility, Garabito. Garabito is used primarily in the summer months when the rains stop. Garabito uses petroleum based fuel and runs continuously as a result of the lack of water and alternative energy production like wind. During these months, according to an article dated March 26, 2013 in, La Republica, one of the major newspapers in Costa Rica, electric rates have risen 50-60% since 2007.

Legal / Regulatory Framework

The situation related to the state of the energy market in Costa Rica has highlighted to the public the limited existing legal framework that allows the private generation and sale of electricity. As a result, there has been a lot of discussion in the legislature on how to expand and strengthen private rights/ participation in the electric generation space. Currently, new laws are expected to improve the current legal framework in favor of private enterprise. However, these new laws are not expected for a few more years. Our business plan currently utilizes existing legislation and any future improvements would be a welcome benefit. We cannot guarantee that any such future improvements will ever take place.

The current legal framework allows a few options to generate electric power. Law 7200 / 7508 controls the provision of concessions for private enterprises and specifically delineates the process by which any private enterprise receives, operates and commercializes its concession. This law is applicable to limited capacity facilities selling to ICE in amounts less than 20 MW. Law 8345 specifically grants Costa Rican cooperatives the right to generate power and specifies other rights like the "right of way" and the power to appropriate via "eminent domain". There are various cooperatives in the country charged with generation of power and, in some cases, other public services like street lighting, waste removal and sewage. These cooperatives bill their constituents directly, and as a group, handle half (50%) of the electrical distribution in the country with the other 50% is handled by ICE. The bylaws (as passed in Congress in Costa Rica), for these cooperatives, allow them to enter into agreements with private entities to develop their services. They do not need further legislative approval or bidding to enter into these agreements, so long as Costa Rican ownership levels are within the law (35%), that no Costa Rican government funds are used in the development, and that "a clear benefit is provided by entering into these arrangements".

Similar laws are established for the Public Service companies- "Fuerza y Luz" (an ICE subsidiary), JASEC ("Cartago") and ESPH ("Heredia"). These entities have their own legal framework. All are allowed private partnerships to generate electricity and all have the credit rating of the Costa Rican government (B+).

Off-Taker

The Company will utilize the current legal/regulatory framework in Costa Rica as the basis for its proposed power purchase agreement (the "Power Purchase Agreement"). On December 21st, 2012, the Company received a Letter of Interest from the Compañia Nacional de Fuerza y Luz ("CNFL" or the "Off-Taker"). CNFL is a private company 98% owned by Grupo ICE. Its market is "el valle central" or Central Valley, the area of San Jose and its environs. It is the largest market in the country with approximately 2 million customers in its general area.

The Company has negotiated key terms and conditions of the proposed Power Purchase Agreement. As a result of these negotiations, that include the price and term, the Company has tendered an official offer on April 16th, 2013. The parties have agreed in principle to a price (net of taxes) of $0.083/ kWh and a term of twenty-five years. The price of electricity for wind, as many other services, is regulated by ARESEP and the price is on the lower edge of the accepted pricing range in Costa Rica. Based on current information from the buyer, they expect to complete their internal process and expect to be able to execute the Power Purchase Agreement in the third quarter of 2013. There is no guarantee that the Off-Taker will execute the Power Purchase Agreement now or in the future. In the event that the Off-Taker does not execute the Power Purchase Agreement, there is no guarantee that the Company will be able to secure another Off-Taker on similar terms or at all.

Interconnection

Per the terms of our offer, CNFL will collect their electricity "at site" which means that they will be ensuring the interconnection and transport of the electricity to their substation. In our opinion this greatly reduces our risk, as CNFL is an entity that has, as ICE's subsidiary, full control and rights to the high-tension transmission lines of Costa Rica. ICE is the exclusive agent for high-tension lines including access to this network. This high-tension network is how the electricity is delivered to CNFL's grid and from there to its customers.

The substation, the area where the Company connects to the high transmission lines to transport the electricity is less than 300 meters from the Sistema de Interconexion Electricapara America Central or *Central American Electrical Interconnection System* ("SIEPAC") regional high-tension lines. This also means we do not have to pay the SIEPAC interconnection line costs, that interagency arrangement will be handled under CNFL/ ICE's existing agreements. SIEPAC is a planned interconnection of the power grids of six Central American nations. Central America, where few electrical interconnections currently exist, and those that do are often old and unreliable, has been discussing plans to link the region's electricity grids since 1987. The proposed project entails the construction of transmission lines connecting 37 million consumers in Panama, Costa Rica, Honduras, Nicaragua, El Salvador, and Guatemala. It is not clear if Belize, which buys much of its power from Mexico, will also be included. SIEPAC would cost about US$320 million without the interconnections with Mexico (US$40m), Belize (US$30m) and Panama (US$200m) and, back in 2003, was scheduled for completion in 2006. More recently, it has been estimated it would be completed in 2009. As of 2013, all but about 20 km in southern Costa Rica is operating.

Proponents of SIEPAC expect that interconnecting the nations' electrical transmission grids will alleviate periodic power shortages in the region, reduce operating costs, optimize shared use of hydroelectric power, create a competitive energy market in the region, and attract foreign investment in power generation and transmission systems. It has been claimed that the cost of energy for consumers could drop as much as 20% from US$0.11 per kWh to US$0.09 per kWh as a result of the project. A feasibility study undertaken in 1995 by Power Technologies Inc. outlined various scenarios for the expansion of power demand and supply in the region and associated investments. The median scenario foresaw that SIEPAC would induce annual investments of US$700m over a 10-year period once the regional electricity market had begun operating.

SIEPAC is expected to create a 1,125-mile 230 kV transmission line, with a planned capacity of 300 MW between Guatemala and Panama, as well as improvements to existing systems. SIEPAC likely will involve upgrading links and building 230 kV links between Guatemala and Honduras, and Honduras and El Salvador.

WIND STUDIES

Wind studies have been conducted on the site for the past several years. There are six active wind measurement towers on site, each 80 meters high, gradually built since 2007. In addition, there are two older towers of 50 meters high, which are out of service today, but have provided data along with neighboring for reference into the overall wind mapping conditions of the Region. These stations offer different height levels of measurements for five years. The compiled data will be used for the revised Annual Energy Production Report (as defined below).

The Company engaged GL Garrad Hassan to evaluate and generate an Annual Energy Production Report with five different wind turbine generators (WTGs). According to the existing Garrad Annual Energy Production Report, the Company can generate approximately 135,000,000 kWh per year (P75). The Company has moved the site slightly to the north (approximately 5 km) to gain access to the interconnection lines. A new Annual Energy Production Report has been commissioned from Garrad Hassan. Other benefits of this land are:

- Large enough to increase capacity (5,300 hectares of land).
- The land is level and generally flat.
- The SIEPAC regional (Central America) grid traverses through the property. This allows us to transport electricity to the power grid and to our final customers.

Employees

As of July 30, 2013 the Company had 2 full-time employees and one full time consultant.

Reports to Security Holders.

1. The Company will file with the SEC reports as required under the Exchange Act and comply with the requirements of the Exchange Act.
2. The public may read and copy any materials the Company files with the SEC in the SEC's Public Reference Section, Room 1580, 100 F Street N.E., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Section by calling the SEC at 1-800-SEC-0330. Additionally, the SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC, which can be found at http://www.sec.gov.

ITEM 1A. RISK FACTORS.

<u>RISKS RELATED TO OUR BUSINESS</u>

OUR AUDITORS HAVE EXPRESSED SUBSTANTIAL DOUBT ABOUT OUR ABILITY TO CONTINUE AS A "GOING CONCERN." ACCORDINGLY, THERE IS SIGNIFICANT DOUBT ABOUT OUR ABILITY TO CONTINUE AS A GOING CONCERN.

As of December 31, 2012, we had an accumulated deficit of $1,574,530. A significant amount of capital will be necessary to advance the development of our projects to the point at which they will become commercially viable, and these conditions raise substantial doubt about our ability to continue as a going concern.

Our independent auditors included an explanatory paragraph regarding this uncertainty in their report on our financial statements as of December 31, 2012. These financial statements do not include any adjustments that might result from the uncertainty as to whether we will continue as a "going concern". Our ability to continue status as a "going concern" is dependent upon our generating cash flow sufficient to fund operations. If we continue incurring losses and fail to achieve profitability, we may have to cease our operations. Our business plan may not be successful in addressing these issues.

WE HAVE GENERATED SUBSTANTIAL NET LOSSES AND NEGATIVE OPERATING CASH FLOWS SINCE OUR INCEPTION AND EXPECT TO CONTINUE TO DO SO AS WE BEGIN TO DEVELOP AND CONSTRUCT OUR FUTURE ENERGY PROJECTS.

We have generated substantial net losses and negative operating cash flows from operating activities since our operations commenced. We had accumulated losses of approximately $1,574,530 from our inception through December 31, 2012.

We expect that our net losses will continue and our cash used in operating activities will grow during the next several years, as compared with prior periods, as we increase our development activities. Energy projects, including wind farms, typically incur operating losses prior to commercial operation at which point the projects begin to generate positive operating cash flow. We also expect to incur additional costs, contributing to our losses and operating uses of cash, as we incur the incremental costs of operating as a fully reporting public company. Our costs may also increase due to factors such as higher than anticipated financing and other costs; increases in the costs of labor or materials; and major incidents or catastrophic events. If any of those factors occurs, our losses could increase significantly and the value of our common stock could decline. As a result, our net losses and accumulated deficit could increase significantly.

WE DO NOT HAVE SUFFICIENT CASH ON HAND. IF WE DO NOT GENERATE SUFFICIENT REVENUES FROM SALES, AMONG OTHER FACTORS, WE WILL BE UNABLE TO CONTINUE OUR OPERATIONS.

We estimate that within the next 12 months the Company will require a minimum of $10,000,000 to fund operations and develop the first wind park on site. Although we are seeking additional sources of debt or equity financing, there can be no assurances that we will be able to obtain any additional financing. We recognize that if we are unable to generate sufficient revenues or obtain debt or equity financing, we will not be able to earn profits and may not be able to continue operations.

There is limited history upon which to base any assumption as to the likelihood that we will prove to be successful, and we may not be able to generate enough operating revenues or ever achieve profitable operations. If we are unsuccessful in addressing these risks, our business will be adversely affected.

WE HAVE A LIMITED OPERATING HISTORY. IF WE ARE NOT SUCCESSFUL IN CONTINUING TO GROW THE BUSINESS, THEN WE MAY HAVE TO SCALE BACK OR EVEN CEASE ONGOING BUSINESS OPERATIONS.

We have no history of revenues from operations. We have yet to generate positive earnings and there can be no assurance that we will ever operate profitably. Operations will be subject to all the risks inherent in the establishment of a developing enterprise, such as difficulties in commercializing our wind energy power generation plant, and the uncertainties arising from the absence of a significant operating history. We may be unable to sign customer contracts or operate on a profitable basis. If the business plan is not successful, and we are not able to operate profitably, investors may lose some or all of their investment.

IF WE ARE UNABLE TO OBTAIN ADDITIONAL FUNDING, BUSINESS OPERATIONS WILL BE HARMED, AND IF WE DO OBTAIN ADDITIONAL FINANCING THEN EXISTING SHAREHOLDERS MAY SUFFER SUBSTANTIAL DILUTION.

We anticipate that we will need to raise substantial capital estimated in the amount of $10,000,000 to fund the development of the wind park. Additional capital will be required to effectively support the operations and otherwise implement overall business strategy. We currently do not have any contracts or commitments for additional financing. There can be no assurance that financing will be available in amounts or on terms acceptable to us, if at all. The inability to obtain additional capital will restrict our ability to grow and may reduce our ability to continue to conduct business operations. If we are unable to obtain additional financing, we will likely be required to curtail and possibly cease operations. Any additional equity financing may involve substantial dilution to then existing shareholders.

THE LOSS OF ONE OR MORE MEMBERS OF OUR SENIOR MANAGEMENT OR KEY EMPLOYEES MAY ADVERSELY AFFECT OUR ABILITY TO IMPLEMENT OUR STRATEGY.

We depend on our experienced management team and the loss of one or more key executives could have a negative impact on our business. Our success depends to a significant extent upon the continued services of Mr. Jose P. Quiros, our Chief Executive Officer. The loss of the services of Mr. Quiros could have a material adverse effect on our growth, revenues, and prospective business. Mr. Quiros does have an employment agreement with the Company and does have “key person” life insurance policies covering him.

In order to successfully implement and manage our business plan, we will be dependent upon, among other things, successfully recruiting qualified managerial and company personnel having experience in the small wind turbine business. Competition for qualified individuals is intense. Additionally, because the wind industry is relatively new, there is a scarcity of top-quality employees with experience in the wind industry, including qualified technical personnel with significant experience in the design, development, manufacture and construction of wind power generation plants, and we may face challenges hiring and retaining these types of employees.

We also depend on our ability to retain and motivate key employees and attract qualified new employees. There can be no assurance that we will be able to retain existing employees or that we will be able to find, attract and retain qualified personnel on acceptable terms. If we lose a member of the management team or a key employee, we may not be able to replace him or her. Integrating new employees into our management team and training new employees with no prior experience in the wind industry could prove disruptive to our operations, require a disproportionate amount of resources and management attention and ultimately prove unsuccessful. An inability to attract and retain sufficient technical and managerial personnel could limit or delay our development efforts, which could have a material adverse effect on our business, financial condition and results of operations.

WE NEED TO ESTABLISH AND MAINTAIN REQUIRED DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING AND TO MEET THE PUBLIC REPORTING AND THE FINANCIAL REQUIREMENTS FOR OUR BUSINESS, WHICH WILL BE TIME CONSUMING FOR OUR MANAGEMENT.

Our management has a legal and fiduciary duty to establish and maintain disclosure controls and control procedures in compliance with the securities laws, including the requirements mandated by the Sarbanes-Oxley Act of 2002. The standards that must be met for management to assess the internal control over financial reporting as effective are new and complex, and require significant documentation, testing and possible remediation to meet the detailed standards. Because we have limited resources, we may encounter problems or delays in completing activities necessary to make an assessment of our internal control over financial reporting, and other disclosure controls and procedures. In addition, the attestation process by our independent registered public accounting firm is new and we may encounter problems or delays in completing the implementation of any requested improvements and receiving an attestation of our assessment by our independent registered public accounting firm. If we cannot assess our internal control over financial reporting as effective or provide adequate disclosure controls or implement sufficient control procedures, or our independent registered public accounting firm is unable to provide an unqualified attestation report on such assessment, investor confidence and share value may be negatively impacted.

IF WE CANNOT EFFECTIVELY MANAGE OUR INTERNAL GROWTH, OUR POTENTIAL BUSINESS PROSPECTS, REVENUES AND PROFIT MARGINS MAY SUFFER.

If we fail to effectively manage our internal growth in a manner that minimizes strains on our resources, we could experience disruptions in our operations and ultimately be unable to generate revenues or profits. We expect that we will need to significantly expand our operations to successfully implement our business strategy. As we add manufacturing, marketing, sales and installation and build our infrastructure, we expect that our operating expenses and capital requirements will increase. To effectively manage our growth, we must continue to expend funds to improve our operational, financial and management controls and our reporting systems and procedures. In addition, we must effectively expand, train and manage our employee base. If we fail in our efforts to manage our internal growth, our prospects, revenue and profit margins may suffer.

THE PRODUCTION OF WIND ENERGY DEPENDS HEAVILY ON SUITABLE WIND CONDITIONS. IF WIND CONDITIONS ARE UNFAVORABLE OR BELOW OUR ESTIMATES, OUR ELECTRICITY PRODUCTION, AND THEREFORE OUR REVENUES, MAY BE SUBSTANTIALLY BELOW OUR EXPECTATIONS.

The electricity produced and revenues generated by a wind energy project depend heavily on wind conditions, which are variable and difficult to predict. Operating results for projects vary significantly from period to period depending on the wind resource during the periods in question. We base our decisions about which sites to develop in part on the findings of long-term wind and other meteorological studies conducted in the proposed area, which measure the wind's speed, prevailing direction and seasonal variations. Actual wind conditions, however, may not conform to the measured data in these studies and may be affected by variations in weather patterns, including any potential impact of climate change. Therefore, the electricity generated by our projects may not meet our anticipated production levels or the rated capacity of the turbines located there, which could adversely affect our business, financial condition and results of operations. If the wind resources at a project are below the average level we expect, our rate of return for the project would be below our expectations and we would be adversely affected. Projections of wind resources also rely upon assumptions about turbine placement, interference between turbines and the effects of vegetation, land use and terrain, which involve uncertainty and require us to exercise considerable judgment. We or our consultants may make mistakes in conducting these wind and other meteorological studies. Any of these factors could cause us to develop sites that have less wind potential than we had expected, or to develop sites in ways that do not optimize their potential, which could cause the return on our investment in these projects to be lower than expected.

If our wind energy assessments turn out to be wrong, our business could suffer a number of material adverse consequences, including:

- our energy production and sales may be significantly lower than we predict;
- any future hedging arrangements may be ineffective or more costly;
- we may not produce sufficient energy to meet future commitments to sell electricity as a result, we may have to pay damages; and
- our projects may not generate sufficient cash flow to make payments of principal and interest as they become due on any future project-related debt, and we may have difficulty obtaining financing for future projects.

NATURAL EVENTS MAY REDUCE ENERGY PRODUCTION BELOW OUR EXPECTATIONS.

A natural disaster, severe weather or an accident that damages or otherwise adversely affects any of our operations could have a material adverse effect on our business, financial condition and results of operations. Lightning strikes, icing, earthquakes, tornados, extreme wind, severe storms, wildfires and other unfavorable weather conditions or natural disasters could damage or require us to shut down our turbines or related equipment and facilities, impeding our ability to maintain and operate our facilities and decreasing electricity production levels and our revenues. Operational problems, such as degradation of turbine components due to wear or weather or capacity limitations on the electrical transmission network, can also affect the amount of energy we are able to deliver. Any of these events, to the extent not fully covered by insurance, could have a material adverse effect on our business, financial condition and results of operations.

OPERATIONAL PROBLEMS MAY REDUCE ENERGY PRODUCTION BELOW OUR EXPECTATIONS.

Spare parts for wind turbines and key pieces of electrical equipment may be hard to acquire or unavailable to us. Sources for some significant spare parts and other equipment are located outside of North America. If we were to experience a shortage of or inability to acquire critical spare parts, we could incur significant delays in returning facilities to full operation. In addition, we may not hold spare substation main transformers. These transformers are designed specifically for each wind energy project, and the current lead time to receive an order for this type of equipment is over eight months. If we had to replace any future substation main transformers, we could be unable to sell electricity from the affected wind energy project until a replacement is installed. That interruption to our business might not be fully covered by insurance.

WE FACE COMPETITION PRIMARILY FROM OTHER RENEWABLE ENERGY SOURCES AND, IN PARTICULAR, OTHER WIND ENERGY COMPANIES.

We believe our primary competitors are developers and operators focused on renewable energy generation, specifically wind energy companies. We will compete with other wind energy companies primarily for sites with good wind resources that can be built in a cost-effective manner. We will also compete for access to transmission or distribution networks. Because the wind energy industry in the United States is at an early stage, we will also compete with other wind energy developers for the limited pool of personnel with requisite industry knowledge and experience. Furthermore, in recent years, there have been times of increased demand for wind turbine related components, causing turbine suppliers to have difficulty meeting the demand. If these conditions return in the future, component manufacturers may give priority to other market participants, including our competitors, who may have resources greater than ours.

We compete with other renewable energy companies (and energy companies in general) for the financing needed to pursue our development plan. Once we have developed a project and put a project into operation, we may compete on price if we sell electricity into power markets at wholesale market prices. Depending on the regulatory framework and market dynamics of a region, we may also compete with other wind energy companies, as well other renewable energy generators, when we bid on or negotiate for a long-term power purchase agreement ("PPA").

WE WILL ALSO COMPETE WITH TRADITIONAL ENERGY COMPANIES.

We will also compete with traditional energy companies. For example, depending on the regulatory framework and market dynamics of a region, we also compete with traditional electricity producers when we bid on or negotiate for a long-term PPA. Furthermore, technological progress in traditional forms of electricity generation (including technology that reduces or sequesters greenhouse gas emissions) or the discovery of large new deposits of traditional fuels could reduce the cost of electricity generated from those sources or make them more environmentally friendly, and as a consequence reduce the demand for electricity from renewable energy sources or render existing or future wind energy projects uncompetitive. Any of these developments could have a material adverse effect on our business, financial condition and results of operations.

NEGATIVE PUBLIC OR COMMUNITY RESPONSE TO WIND ENERGY PROJECTS IN GENERAL OR OUR PROJECTS SPECIFICALLY CAN ADVERSELY AFFECT OUR ABILITY TO DEVELOP OUR WIND FARM PROJECTS.

Negative public or community response to our wind energy projects can adversely affect our ability to develop, construct and operate our projects. This type of negative response can lead to legal, public relations and other challenges that impede our ability to meet our development and construction targets, achieve commercial operations for a project on schedule, address the changing needs of our projects over time, and generate revenues. If we are unable to develop, construct and operate the production capacity that we expect from our future development projects in our anticipated timeframes, it could have a material adverse effect on our business, financial condition and results of operations.

WE NEED GOVERNMENTAL APPROVAL FROM THE COSTA RICAN GOVERNMENT AND PERMITS TO CONSTRUCT AND OPERATE OUR PROJECTS. ANY FAILURE TO PROCURE AND/OR MAINTAIN NECESSARY PERMITS WOULD ADVERSELY AFFECT ONGOING DEVELOPMENT, CONSTRUCTION AND CONTINUING OPERATION OF OUR PROJECTS.

The design, construction and operation of wind energy projects are highly regulated, require various approvals from the government of Costa Rica and permits, including environmental approvals and permits, and may be subject to the imposition of related conditions that vary by jurisdiction. In some cases, these approvals and permits require periodic renewal, which we may not be able to successfully obtain. We cannot predict whether all permits required for a given project will be granted or whether the conditions associated with the permits will be achievable. The denial of a permit essential to a project or the imposition of impractical conditions would impair our ability to develop the project. In addition, we cannot predict whether the permits will attract significant opposition or whether the permitting process will be lengthened due to complexities and appeals. Delay in the review and permitting process for a project can impair or delay our ability to develop that project or increase the cost so substantially that the project is no longer attractive to us. In the future, we may experience delays in developing our future projects due to delays in obtaining non-appealable permits. If we were to commence construction in anticipation of obtaining the final, non-appealable permits needed for a project, we would be subject to the risk of being unable to complete the project if all the permits were not obtained. If this were to occur, we would likely lose a significant portion of our investment in the project and could incur a loss as a result. Any failure to procure and maintain necessary permits would adversely affect ongoing development, construction and continuing operation of our projects.

OUR DEVELOPMENT ACTIVITIES AND OPERATIONS ARE SUBJECT TO NUMEROUS ENVIRONMENTAL, HEALTH AND SAFETY LAWS AND REGULATIONS.

We are subject to numerous environmental, health and safety laws and regulations in each of the jurisdictions in which we intend to operate. These laws and regulations will require us to obtain approvals and maintain permits, undergo environmental impact assessments and review processes and implement environmental, health and safety programs and procedures to control risks associated with the citing, construction, operation and decommissioning of wind energy projects. For example, to obtain permits we could be required to undertake expensive programs to protect and maintain local endangered species. If such programs are not successful, we could be subject to penalties or to revocation of our permits. In addition, permits frequently specify permissible sound levels.

If we do not comply with applicable laws, regulations or permit requirements, we may be required to pay penalties or fines or curtail or cease operations of the affected projects. Violations of environmental and other laws, regulations and permit requirements, including certain violations of laws protecting migratory birds and endangered species, may also result in criminal sanctions or injunctions.

Environmental, health and safety laws, regulations and permit requirements may change or become more stringent. Any such changes could require us to incur materially higher costs than we have incurred to date. Our costs of complying with current and future environmental, health and safety laws, regulations and permit requirements, and any liabilities, fines or other sanctions resulting from violations of them, could adversely affect our business, financial condition and results of operations.

WE WILL RELY ON TRANSMISSION LINES AND OTHER TRANSMISSION FACILITIES THAT ARE OWNED AND OPERATED BY THIRD PARTIES. WHEREVER WE DEVELOP OUR OWN GENERATOR LEADS, WE WILL BE EXPOSED TO TRANSMISSION FACILITY DEVELOPMENT AND CURTAILMENT RISKS, WHICH MAY DELAY AND INCREASE THE COSTS OF OUR PROJECTS OR REDUCE THE RETURN TO US ON THOSE INVESTMENTS.

We will depend on electric transmission lines owned and operated by third parties to deliver the electricity we generate. Some of our projects may have limited access to interconnection and transmission capacity because there can be many parties seeking access to the limited capacity that may be available. We may not be able to secure access to this limited interconnection or transmission capacity at reasonable prices or at all. Moreover, a failure in the operation by third parties of these transmission facilities could result in our losing revenues because such a failure could limit the amount of electricity we deliver. In addition, our production of electricity may be curtailed due to third-party transmission limitations, reducing our revenues and impairing our ability to capitalize fully on a particular project's potential. Such a failure could have a material adverse effect on our business, financial condition and results of operations.

In certain circumstances, we may develop our own generator leads in the future from our projects to available electricity transmission or distribution networks when such facilities do not already exist. In some cases, these facilities may cover significant distances. To construct such facilities, we need approvals, permits and land rights, which may be difficult or impossible to acquire or the acquisition of which may require significant expenditures. We may not be successful in these activities, and our projects that rely on such generator lead development may be delayed, have increased costs or not be feasible. Our failure in operating these generator leads could result in lost revenues because it could limit the amount of electricity we are able to deliver. In addition, we may be required by law or regulation to provide service over our facilities to third parties at regulated rates, which could constrain transmission of our power from the affected facilities, or we could be subject to additional regulatory risks associated with being considered the owner of a transmission line.

WE MAY BE UNABLE TO CONSTRUCT OUR WIND ENERGY PROJECTS ON TIME, AND OUR CONSTRUCTION COSTS COULD INCREASE TO LEVELS THAT MAKE A PROJECT TOO EXPENSIVE TO COMPLETE OR MAKE THE RETURN ON OUR INVESTMENT IN THAT PROJECT LESS THAN EXPECTED.

There may be delays or unexpected developments in completing our future wind energy projects, which could cause the construction costs of these projects to exceed our expectations. We may suffer significant construction delays or construction cost increases as a result of a variety of factors, including, without limitation,:

- failure to manufacture turbines on the required schedule;
- failure to receive other critical components and equipment, including batteries, that meet our design specifications on schedule;
- failure to complete interconnection to transmission networks;
- failure to obtain all necessary rights to land access and use;
- failure to receive quality and timely performance of third-party services;
- failure to secure and maintain environmental and other permits or approvals;
- appeals of environmental and other permits or approvals that we obtain;
- failure to obtain capital to develop our planned wind farm projects;
- shortage of skilled labor;
- inclement weather conditions;
- adverse environmental and geological conditions; and
- *force majeure* or other events out of our control.

Any of these factors could give rise to construction delays and construction costs in excess of our expectations. This could prevent us from completing construction of a project, cause defaults under any potential financing agreements or under PPAs that require completion of project construction by a certain time, cause the project to be unprofitable for us, or otherwise impair our business, financial condition and results of operations.

FUTURE LITIGATION OR ADMINISTRATIVE PROCEEDINGS RELATED TO OUR WIND FARM PROJECTS COULD HAVE A MATERIAL ADVERSE EFFECT ON OUR BUSINESS, FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

In the future, we may be involved in legal proceedings, administrative proceedings, claims and/or litigation that arise in the ordinary course of business of wind farm projects. Individuals and interest groups may sue to challenge the issuance of a permit for a wind energy project or seek to enjoin construction of a wind energy project. In addition, we may be subject to legal proceedings or claims contesting the construction or operation of future wind energy projects. Unfavorable outcomes or developments relating to any such proceedings, such as judgments for monetary damages, injunctions or denial or revocation of permits, could have a material adverse effect on our business, financial condition and results of operations.

WE ARE NOT ABLE TO INSURE AGAINST ALL POTENTIAL RISKS AND MAY BECOME SUBJECT TO HIGHER INSURANCE PREMIUMS.

Our wind energy division will be exposed to the risks inherent in the construction and operation of wind energy projects, such as breakdowns, manufacturing defects, natural disasters, terrorist attacks and sabotage, not all of which is insurable. We may also be exposed to environmental risks. We will have insurance policies covering certain risks associated with our business. However, any such insurance policies will not cover losses as a result of *force majeure*, natural disasters, terrorist attacks or sabotage, among other things. We do not expect to maintain insurance for certain environmental risks, such as environmental contamination with respect to our wind energy business. In addition, our insurance policies may be subject to annual review by our insurers and may not be renewed at all or on similar or favorable terms. A serious uninsured loss or a loss significantly exceeding the limits of our future insurance policies could have a material adverse effect on our business, financial condition and results of operations.

RISKS RELATED TO COMMON STOCK

POTENTIAL FUTURE FINANCINGS MAY DILUTE THE HOLDINGS OF OUR CURRENT SHAREHOLDERS.

In order to provide capital for the operation of our business, in the future we may enter into financing arrangements. These arrangements may involve the issuance of new shares of common stock, preferred stock that is convertible into common stock, debt securities that are convertible into common stock or warrants for the purchase of common stock. Any of these items could result in a material increase in the number of shares of common stock outstanding, which would in turn result in a dilution of the ownership interests of existing common shareholders. In addition, these new securities could contain provisions, such as priorities on distributions and voting rights, which could affect the value of our existing common stock.

WE CURRENTLY DO NOT INTEND TO PAY DIVIDENDS ON OUR COMMON STOCK. AS A RESULT, YOUR ONLY OPPORTUNITY TO ACHIEVE A RETURN ON YOUR INVESTMENT IS IF THE PRICE OF OUR COMMON STOCK APPRECIATES.

We currently do not expect to declare or pay dividends on our common stock. In addition, in the future we may enter into agreements that prohibit or restrict our ability to declare or pay dividends on our common stock. As a result, your only opportunity to achieve a return on your investment will be if the market price of our common stock appreciates and you sell your shares at a profit.

YOU MAY EXPERIENCE DILUTION OF YOUR OWNERSHIP INTEREST DUE TO THE FUTURE ISSUANCE OF ADDITIONAL SHARES OF OUR COMMON STOCK.

We are in a capital intensive business and we do not have sufficient funds to finance the growth of our natural gas, oil and wind energy divisions of our business or the construction costs of our development projects or to support our projected capital expenditures. As a result, we will require additional funds from future equity or debt financings, including tax equity financing transactions or sales of preferred shares or convertible debt, to complete the development of new projects and pay the general and administrative costs of our business. We may in the future issue our previously authorized and unissued securities, resulting in the dilution of the ownership interests of holders of our common stock. We are currently authorized to issue 2,600,000,000 shares of common stock and 1,401,925,000 shares of preferred stock with preferences and rights as determined by our board of directors. The potential issuance of such additional shares of common stock or preferred stock or convertible debt may create downward pressure on the trading price of our common stock. We may also issue additional shares of common stock or other securities that are convertible into or exercisable for common stock in future public offerings or private placements for capital raising purposes or for other business purposes. The future issuance of a substantial number of common shares into the public market, or the perception that such issuance could occur, could adversely affect the prevailing market price of our common shares. A decline in the price of our common shares could make it more difficult to raise funds through future offerings of our common shares or securities convertible into common shares.

THERE IS CURRENTLY A LIMITED PUBLIC MARKET FOR OUR COMMON STOCK. FAILURE TO DEVELOP OR MAINTAIN A TRADING MARKET COULD NEGATIVELY AFFECT ITS VALUE AND MAKE IT DIFFICULT OR IMPOSSIBLE FOR YOU TO SELL YOUR SHARES.

There has been a limited public market for our common stock and an active public market for our common stock may never develop. Failure to develop or maintain an active trading market could make it difficult for you to sell your shares or recover any part of your investment in us. Even if a market for our common stock does develop, the market price of our common stock may be highly volatile. In addition to the uncertainties relating to future operating performance and the profitability of operations, factors such as variations in interim financial results or various, as yet unpredictable, factors, many of which are beyond our control, may have a negative effect on the market price of our common stock.

"PENNY STOCK" RULES MAY MAKE BUYING OR SELLING OUR COMMON STOCK DIFFICULT.

If the market price for our common stock is below $5.00 per share, trading in our common stock will be subject to the "penny stock" rules. The SEC has adopted regulations that generally define a penny stock to be any equity security that has a market price of less than $5.00 per share, subject to certain exceptions. These rules would require that any broker-dealer that would recommend our common stock to persons other than prior customers and accredited investors, must, prior to the sale, make a special written suitability determination for the purchaser and receive the purchaser's written agreement to execute the transaction. Unless an exception is available, the regulations would require the delivery, prior to any transaction involving a penny stock, of a disclosure schedule explaining the penny stock market and the risks associated with trading in the penny stock market. In addition, broker-dealers must disclose commissions payable to both the broker-dealer and the registered representative and current quotations for the securities they offer. The additional burdens imposed upon broker-dealers by such requirements may discourage broker-dealers from effecting transactions in our common stock, which could severely limit the market price and liquidity of our common stock.

ITEM 2. FINANCIAL INFORMATION.

This prospectus contains forward-looking statements which relate to future events or our future financial performance. In some cases, you can identify such forward-looking statements by terminology such as "may," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or "continue" or the negative of these terms or other comparable terminology. Future filings with the SEC, future press releases and future oral or written statements made by us or with our approval that are not statements of historical fact may also contain forward-looking statements. Because such statements include risks and uncertainties, many of which are beyond our control, actual results may differ materially from those expressed or implied by such forward-looking statements. Some of the factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements are set forth in this section entitled "Financial Information" and elsewhere throughout this Form 10.

The following Management's Discussion and Analysis of Financial Condition or Results of Operations ("MD&A") of STL Marketing Group, Inc. provides an analysis of the Company's financial statements for fiscal years ended December 31, 20012 and 2011 and for the three month period ended March 31, 2013.

The following information is supplementary to, and should be read in conjunction with the audited consolidated financial statements and notes thereto included elsewhere in this registration statement on Form 10. The discussion below contains forward-looking statements that involve risks and uncertainties. For additional information regarding some of these risks and uncertainties, please read "Forward Looking Statements" and Item 1A "Risk Factors" included elsewhere in this registration statement on Form 10.

PLAN & OPERATIONS

The Company has maintained a small operating budget during the pre-Power Purchase Agreement process and plans to continue to operate with this efficiency until the project begins the planning & construction phase. Once the design and planning phase begins, the Company anticipates using its selected vendors to engage in providing the necessary deliverables to ensure a smooth project roll out. The overall management, oversight and financial functions are handled in-house and will remain that way throughout the life of the Power Purchase Agreement.

The Company maintains and constantly updates various key items in its assumptions, as well as the project timelines. This process allows us to maintain the financial projections, time frames and costs under constant supervision. Based on the current timelines, the Company hopes to begin operating the wind farm in late 2014.

The Company uses an "outsource" strategy to help control costs. The quality of services from companies like GL Garrad Hassan, Dycel (local General Contractor), GyGC (environmental team) etc. have allowed the company to pay for the services needed without adding payroll.

The Company plans to handle the Engineering, Procurement and Construction ("EPC") itself. The Company uses the "best in class" approach to these professional services and does use a Request for Proposal ("RFP") process to ensure costs are controlled with regard to its various professional services providers.

For example, we have received quotations from GL Garrad Hassan to be our "Owner's Engineer" and plan to use this service to have the various senior professionals assist management and ensure the proper review and management of the construction phase. Architects, civil engineers, etc. are already pre-vetted and ready to begin the planning and engineering phase. Several General Contractors have been interviewed and provided quotations, the basis for our construction estimates, and we have a short list of partners prepared.

Once the wind farm has been developed, the Company will focus on the overall customer relations and top-level oversight, and will handle the financial and executive functions only. For the first 5-7 years, the operations of the wind farm will be managed under an Operations & Maintenance Agreement ("O&M Agreement") with the manufacturer of the Wind Turbine Generators ("WTG"). This is standard operating procedure and a standard requirement for debt financing. As a result, the manufacturer of the WTG's will provide the Operations & Maintenance of the wind farm machinery and coordinate with the Costa Rican SENSE (national center for electricity) during that time. This Operations & Maintenance Agreement assures all of the Company's related parties- investors, banks, buyer- that the plant will meet the Service Level Assurances required for the provision of electricity.

We believe this is a sound practice for a variety of reasons, but primarily, it gives the Company time to be trained and have its in-country technicians trained by the manufacturer. It should be noted that this is a standard service provided by the manufacturers and they have the necessary support and technical centers to provide this service. As an example, one of the major US suppliers manages hundreds of wind farms and under an O&M Agreement has offered to train and manage the staff, apply its Standard Operating Procedures, as well as offer 24/7/365 monitoring from various Network Operations Centers, including their main site in Schenectady, New York. The other manufacturers offer similar services. We have used the "per year", "per WTG" price for the highest service levels in the financial projections.

As the O&M Agreement nears expiration, the Company plans to conduct a review of the staff, its ability to manage the turbines and then undertake a Cost Benefit Analysis to decide whether to extend the O&M Agreement or continue the management on its own. We expect the O&M staff to be transitioned to the Company, if it decides to manage the field itself. This process is standard for most projects and is a very good mechanism to ensure our investors' value is optimized.

Management feels this "outsource strategy" is the best medium term strategy to ensure the efficacy and production for both the investors and the off-taker. As such, the day-to-day technical management of the turbines including repairs, maintenance and even unscheduled repairs will be handled under performance requirements by the manufacturer of the towers.

The Company's management will continuously be reviewing the performance of the towers, the site, as well as working on developing new fields and finding new buyers for the site's continued development.

Activities Completed to Date:

The Company has completed a variety of key studies and advanced in some important areas. The recent move of the site a few kilometers north means the Company will be updating some of these studies. To date, the Company has achieved the following in various important areas:

1. **Annual Energy Production Report**. The Company engaged GL Garrad Hassan, a premier global firm, to evaluate its wind data and generated a report to confirm the existence of what we believe is a substantial wind resource.

2. **Topography**. The Company undertook a wide range of topographical studies including contour lines, 10 km range around the site, in depth regional mapping. New topography is underway, but much of the regional material is adequate.

3. **Environmental.** The Company will need to receive approval from SETENA, Costa Rica's environmental agency. We do not expect undue delay on this once we file the Environmental Impact Study, as our approach has been to provide more than the required information. The Company completed Biology/ Flora, Social/ Community, Archeology and preliminary Geological studies. The Company will update and review one final time before presenting the study to SETENA but have a good amount of progress made to date.

   Two advantages the Company enjoys: the wind farm is on agricultural land and we have had no indications of problems from previous community meetings. Indeed we count on strong community support. It takes approximately 6-8 months to receive approvals once the reports are filed, which coincides with our financial closing.

4. **Local Governmental Support**. The Company received all the preliminary permits from the municipality of La Cruz. We will be updating these for the site once we execute the Power Purchase Agreement. We already have the "Uso de Suelo" or zoning. Mayor Matias Gonzaga is a supporter of the project and assisting the Company fully.

Results of Operations

Fiscal Years ended December 31, 2012 and 2011

For the years ended December 31, 2012 and 2011, the Company reported a net loss of $(627,349) and $(681,975), respectively. The change in net loss between the years ended December 31, 2012 and 2011 was primarily attributed to the following decrease in operating expenses due to our Costa Rican Investment Bank inappropriately withholding funds and delaying our fundraising process. Operating Expenses decreased by 18% during the year ended December 31, 2012, as compared to the year ended December 31, 2011. The $119,926 decrease in operating expenses is primarily attributed to the following decrease in operating expenses: compensation of $14,809 due to the cancellation of the Company's retirement account, professional fees of $78,101 related to halting on professional studies, general and administrative of $27,016 related to absence of travel and marketing, and the Company had a loss on the relinquishment of a land lease of $58,725 due to cancelling the land contract.

The Company is still a development stage company and therefore has no revenues to date.

Three Months ended March 31, 2013 and 2012

For the periods ended March 31, 2013 and 2012, the Company reported a net loss of $(282,199) and $(163,665), respectively. The change in net loss between the periods ended March 31, 2013 and 2012 was due to the merger between STL Marketing Group Inc. and Versant Corporation. This attributes to an increase in interest expense of $36,841, as well as derivative liabilities of $99,193 for convertible debt acquired in the merger transaction.

Operating Expenses decreased by 11% during the period ended March 31, 2013, as compared to the period ended March 31, 2012. The $17,500 decrease in operating expenses is primarily attributable to the general and administrative operating expense of $15,616, due to lack of travel and marketing.

The Company is still a development stage company and therefore has no revenues to date.

Liquidity and Capital Resources

The following table summarizes total current assets, liabilities and working deficit at March 31, 2013 December 31, 2012 and December 31, 2011:

	Period ended		Years ended					
		March 31, 2013		December 31, 2012		December 31, 2011		Increase/(Decrease) Mar. 2013 to Dec 2012
Current Assets	$	6,652	$	584	$	27,309	$	6,068
Current Liabilities	$	3,234,622	$	724,706	$	232,255	$	2,509,916
Working Deficit	$	(3,227,970)	$	(724,122)	$	(204,946)	$	(2,503,848)

As of March 31, 2013, we had a working deficit of $3,227,970 as compared to December 31, 2012 of $724,122, an increase of $2,503,848. From December 31, 2012 to December 31, 2011 we had an increase of $519,176. The increase in working deficit for the period ended March 31, 2013, is primarily attributed to an increase in the Company's liabilities related accrued payables and expenses of $250,030, liability to be settled in stock of $103,333, derivative liabilities of $1,754,334, additional convertible notes of $352,800, as well as notes and loans to related parties of $66,125 for cash used in operating activities during the period ended March 31, 2013.

Net cash used in operating activities for the period/years ended March 31, 2013, December 31, 2012 and 2011 was $(43,160), $(113,526) and $(566,915), respectively. The Net Loss for the period/years ended March 31, 2013, December 31, 2012 and 2011 was $(282,199), $(627,349) and $(681,975), respectively.

Net cash in all investing activities for the period ended March 31, 2013 was $14,806, as compared to the year ended December 31, 2012 was $42,500 and $(79,961) for the year ended December 31, 2011. The Company received cash of $1,131 from merger of STL Marketing Group, Inc. and Versant Corporation and paid cash of $13,675 for a loan to related party. For the year ended December 31, 2012 the Company received cash of $67,500 from proceeds in the disposition of the cancelled land lease contract and also invested $25,000 as a cash deposit for the STL Marketing Group, Inc. acquisition. The Company paid cash for property and equipment of $12,461 for the year ended December 31, 2011 and invested $67,500 for land rights.

Net cash provided by all financing activities for the period ended March 31, 2013 was $34,025 as compared to $44,251 and $673,205 for the years ended December 31, 2012 and 2011, respectively. During the period ended March 31, 2013, the Company sold 22,600,000 shares of common stock for net proceeds of $25,000, sold notes for the proceeds of $10,000 and made payments to the Company's outstanding notes of $975. During the year ended December 31, 2012, the Company sold notes and loans for the net proceeds of $52,184 and made payments to the Company's outstanding notes of $7,933. During the year ended December 31, 2011, the Company sold 1,800,000 shares of preferred stock for net proceeds of $530,001 (of which $195,400 net to the Company was inappropriately withheld by the Company's then Costa Rican Investment Bank), sold 200,000 shares of common stock for the net proceeds of $170,000, sold notes to related parties for the proceeds of $13,500 and made payments to the Company's outstanding notes of $10,296.

The estimated working capital requirement for the next twelve months is $1,250,000 with an estimated burn rate of $104,000 per month. The Company continues to proceed with the required field studies and engineering needed on the wind park.

Over the next twelve months the Company anticipates executing its Power Purchase Agreement, closing its debt financing and raising the estimated $10,000,000 of the private equity required to develop the first wind park on the site. Along with these tasks, the above figure would eliminate the existing debt to the Company of roughly $1,480,288, ensure all studies and necessary environmental, engineering and legal work estimated at $1,000,000 is required to ensure the timely installation of the wind turbine generators.

As reflected in the accompanying financial statements, the Company has a net loss and net cash used in operations of $282,199 and $14,806, respectively, for the period ended March 31, 2013.

The ability of the Company to continue its operations is dependent on Management's plans to raise capital sufficient to fund operations. Management's plans include the raising of capital through debt and or equity markets with some additional funding through convertible notes. The Company may need to incur additional liabilities with certain related parties to sustain the Company's existence.

The Company will require additional funding to finance its operations and its milestones. There can be no assurance that financing will be available or that the Company will be able to achieve its milestones.

Our auditors have expressed substantial doubt about the Company's ability to continue as a "going concern". The Company plans to raise additional debt and/or equity financing to allow us the ability to cover our current cash flow requirements and meet our obligations as they become due. There can be no assurances that financing will be available or if available, that it will be under favorable terms. In the event that we are unable to generate adequate revenues to cover expenses and cannot obtain additional financing in the near future, we may seek protection under bankruptcy laws. These financial statements do not include any adjustments that might result from the uncertainty as to whether we will continue as a "going concern". Our ability to continue status as a "going concern" is dependent upon our generating cash flow sufficient to fund operations. If we continue incurring losses and fail to achieve profitability, we may have to cease our operations. Our business plan may not be successful in addressing these issues.

Off-Balance Sheet Arrangements

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

ITEM 3. PROPERTIES.

Currently, the business is based in Colorado Springs, Colorado and operates their main office located at 10 Boulder Crescent, Suite 102, Colorado Springs, CO 80903. The office is approximately 973 square feet, which the Company pays $1,094 per month. The lease increased to $1,135 per month in November 2012. The remaining term of the lease is 1 year ending October 31st, 2013. The Company maintains a serviced office in Edificio Las Terrazas A, 5 to Piso, Plaza Roble, Escazu, San Jose, Costa Rica. This office is leased for $299.00 per month on a month to month basis.

The above facilities are expected to expand once the wind farm construction begins.

Energia Renovable Versant SRL, STLK's subsidiary, has a lease agreement in Guanacaste, Costa Rica for its wind development project. This lease for over 5,300 hectares (over 13,000 acres) of land with a proven wind resource. The lease costs 4% of the energy generated and sold from the facility. No other payments are required for the lease.

ITEM 4. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT.

The following table sets forth, as of July 29, 2013, the number of shares of (i) common stock owned of record and beneficially by our current executive officers, directors and persons who hold 5% or more of the outstanding shares of common stock and Preferred Stock, respectively, of the Company, and all of our current directors and executive officers as a group. Amounts reported under "Number of Shares of Common Stock Beneficially Owned as of July 29, 2013" includes the number of shares that could be acquired through the conversion of any Preferred Stock or other convertible securities within sixty (60) days of this date. Except as otherwise indicated and subject to applicable community property laws, each owner has sole voting and investment power with respect to the securities listed. Further, unless otherwise indicated, each director's, officer's and beneficial owner's address is c/o STL Marketing Group, Inc., 10 Boulder Crescent, Suite 102, Colorado Springs, CO 80903.

Name and Address of Beneficial Owner(1)	Shares	Total
Directors and named Executive Officers		
Jose P. Quiros(3)	100,000,000	30.49%
Jaime L. Kniep	0	0%
Ing. Pedro Quiros	0	0%
All Directors and executive officers as a group (3 persons)	100,000,000	30.49%(2)
Dr. Alvaro & Mary Liceaga(4)	39,282,360(4)	11.98%
Edward Michael Liceaga(5)	29,031,170(5)	8.85%
Ivy Akastsa(6)	66,183,338(6)	20.18%

(1) Except as otherwise indicated, the persons named in this table have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them, subject to community property laws where applicable and to the information contained in the footnotes to this table.

(2) Pursuant to Rules 13d-3 and 13d-5 of the Exchange Act, beneficial ownership includes any shares as to which a shareholder has sole or shared voting power or investment power, and also any shares which the shareholder has the right to acquire within 60 days, including upon exercise of common shares purchase options or warrants. There are 327,955,269 shares of common stock issued and outstanding as of July 29, 2013 including securities exercisable or convertible into shares of Common Stock within sixty (60) days hereof for each stockholder.

(3) The shares are owned by Versant I, Inc. ,which is majority owned by our Chief Executive Officer, Mr. Jose P. Quiros.

(4) Dr. Alvaro & Mary Liceaga were issued a Convertible Note on November 5, 2007 that is currently convertible on demand into 39,282,360 shares of the Company's common stock

(5) Edward Michael Liceaga was issued a Convertible Note on January 26, 2008 that is currently convertible on demand into 29,031,170 shares of the Company's common stock.

(6) Ivy Akastsa purchased a Convertible Note, on December 4, 2011, originally issued on March 1, 2008 that is currently convertible on demand into 66,183,338 shares of the Company's common stock.

ITEM 5. DIRECTORS, EXECUTIVE OFFICERS.

The following table contains information with respect to our directors and executive officers. To the best of our knowledge, none of our directors or executive officers has an arrangement or understanding with any other person pursuant to which he or she was selected as a director or officer. All directors hold office until the next annual meeting of stockholders or until their successors have been elected and qualified.

Name	Age	Position
Jose P. Quiros	46	Chief Executive Officer, Director
Jaime L. Kniep	36	Chief Financial Officer, Director
Ing. Pedro P. Quiros	74	Chairman of the Board

Jose P. Quiros, age 46 – Chief Executive Officer

Mr. Quiros has worked at a variety of industries and companies from start-ups to Fortune 1000 companies. He has operated companies in the UK, Dubai, India, Russia and the US. Most recently, Mr. Quiros was the Chief Operating Officer for CETIS, a telecommunications manufacturer from 2006 through 2010. While at Cetis, he undertook a multi continent expansion and completed two successful mergers & acquisitions.

Mr. Quiros received two Bachelor of Science from Barry University in Miami. He holds degrees in Economics/ Finance & International Business Management and graduated Summa Cum Laude. Mr. Quiros also attended the University of Miami School of Law.

Ing. Pedro P. Quiros, age 74, Chairman of the Board

Ing. Pedro P. Quiros ("Ing. Quiros"), began his career as a high level executive at the Instituto Costarricense de Electricidad (ICE). Over the past 50 years, he has had a varied career where he worked at a variety of multinational corporations such as Ascom-Timeplex, ITT, Harris Corporation, General Electric and GTECH to name a few. He has operated, restructured and started companies in more than a dozen countries including telecommunications systems in Saudi Arabia, Jordan, Brazil and Colombia. Most recently, Ing. Quiros served, from 2006 through 2010, as the Chief Executive Officer & Chairman of the *Instituto Costarricense de Electricidad* (Grupo ICE) where he oversaw that company's telecommunications and electrical utilities companies. ICE has revenue of $1 billion, over twenty thousand employees and is Costa Rica's predominant state owned telecommunications and energy company.

Ing. Quiros received his Bachelor's Degree in Mathematics from St. Michael's College, Vermont, (magna cum laude) and Bachelor's Degree Electrical Engineering degree from Purdue University, Indiana.

Mrs. Jaime L. Kniep, age 36, Chief Financial Officer

Ms. Kniep has focused her career in business management and accounting. She has worked for several companies directly handling their financials, daily accounting practices and overall internal procedures. From 2000 to 2010, Ms. Kniep served in a variety or roles and rose to be the Financial Controller for CETIS, Inc., a manufacturer of telecommunications equipment, where she managed $30 mm in revenues. In this role, she managed four offices containing a staff of ten accountants, bookkeepers, and administrative people on three continents.

Ms. Kniep attended Utah State University where she majored in Accounting.

Family Relationships.

The Chairman of the Board, Mr. Ing. Pedro P. Quiros is the father of our Chief Executive Officer, Mr. Jose P. Quiros.

Involvement in Certain Legal Proceedings.

Arbitration- Grupo Aldesa- Pending

In 2012, the Company filed an arbitration claim with the "Centro Internacional de Conciliacion y Arbitraje" or "CICA" alleging that Grupo Aldesa, S.A., its then investment bank, withheld $195,400 of investor funds from the Company in mid-2011 for its own use and benefit and contrary to the executed agreement between the companies. The case claims that Aldesa received funds from two investors and remitted 50% of those funds and keeping the balance without authorization. Additionally, the Company did notify the Federal Bureau of Investigation (FBI), as well as, the State Attorney General of both Delaware and Colorado in mid-2012. Grupo Aldesa appealed to the Sala Primera de la Corte Suprema (the Supreme Court over these types of legal matters) in October of 2012 claiming CICA did not have subject matter jurisdiction or the right to adjudicate the case. In a strongly worded opinion Sala Primera rejected Aldesa's appeal in the Company's favor. CICA has received the official notice from the Sala Primers regarding the opinion and has taken up the case from where we were before the appeal.

Other than as mentioned above, there have been no events under any bankruptcy act, any criminal proceedings or any judgments, injunctions, orders or decrees material to the evaluation of the ability and integrity of any director, executive officer, promoter or control person during the past ten years.

Audit Committee

The Board of Directors has not established any committees and acts as the Audit Committee for the Company.

ITEM 6. EXECUTIVE COMPENSATION.

Compensation of Officers

The following is a table detailing compensation made to the Company's executive officers, including annual cash salaries paid to officers of the Company's subsidiaries, for the last two fiscal years ending December 31.

Summary Compensation Table

Name and Principal Position	Year	Salary($)	Bonus ($)	Stock Awards ($)	Option Awards($)	Nonequity Incentive Plan Compensation ($)	Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total($)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Jose P. Quiros President & CEO	2012	$ 130,000	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 130,000
	2011	$ 130,000	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 130,000
	2010	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00
Jaime L. KniepChief Financial Officer	2012	$ 100,000	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 100,000
	2011	$ 100,000	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 100,000
	2010	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00

We currently do not have any retirement, pension, profit-sharing, stock options or insurance programs for the benefit of our employees.

Members of the Company's Board of Directors receive a stipend of $100 per meeting per director.

As of the date of this Registration Statement, the Company has not granted any stock options.

Employment Contracts

Currently, the Company has employment contracts with Mr. Jose P. Quiros and Mrs. Jaime L. Kniep.

Mr. Jose Quiros

Effective October 15, 2012, the Company and Mr. Jose P Quiros, our President and Chief Executive Officer, entered into a five (5) year employment agreement, which provides for an annual salary of $130,000. Under such agreement, Mr. Quiros shall administer, supervise, manage and control the business development of the Company and conduct day to day managerial duties as are customary for such a position. The Company will provide Mr. Quiros with medical dental and life insurance. The Company will reimburse of all his reasonable and necessary travel, entertainment or other related expenses incurred by him in carrying out his duties and responsibilities under the agreement.

The Company may terminate Mr. Quiros with or without cause upon thirty (30) days written notice. In the event that Mr. Quiros is terminated without cause all compensation owed to him will be due immediately upon such termination. During the term of his employment, Mr. Quiros will not work for or provide any services in any capacity to any competitor during the term of his employment and for (1) year thereafter.

Mrs. Jaime L. Kniep.

Effective October 15, 2012, the Company and Mrs. Jaime L Kniep, our Chief Financial Officer, entered into a five (5) year employment agreement, which provides for an annual salary of $100,000. Under such agreement, Mrs. Kniep shall perform such duties as are customary with her position including, but not limited to, managing the Company's finances and reviewing and preparing financials statements. The Company will provide Mrs. Kniep with medical dental and life insurance. The Company will reimburse of all her reasonable and necessary travel, entertainment or other related expenses incurred by him in carrying out her duties and responsibilities under the agreement.

The Company may terminate Mrs. Kniep with or without cause upon thirty (30) days written notice. In the event that Mrs. Kniep is terminated without cause all compensation owed to her will be due immediately upon such termination. During the term of her employment, Mrs. Kniep will not work for or provide any services in any capacity to any competitor during the term of her employment and for (1) year thereafter.

ITEM 7. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The Chairman of the Board, Mr. Ing. Pedro P. Quiros is the father of our Chief Executive Officer, Mr. Jose P. Quiros.

There are no related party transactions within the last fiscal year.

ITEM 8. LEGAL PROCEEDINGS.

As of the date hereof, there are no material proceedings to which any director or officer, or any associate of any such director or officer, is a party that is adverse to our Company or any of our subsidiaries or has a material interest adverse to our Company or any of our subsidiaries. No director or executive officer has been a director or executive officer of any business which has filed a bankruptcy petition or had a bankruptcy petition filed against it during the past ten years. No director or executive officer has been convicted of a criminal offense or is the subject of a pending criminal proceeding during the past ten years. No director or executive officer has been the subject of any order, judgment or decree of any court permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities during the past ten years. No director or officer has been found by a court to have violated a federal or state securities or commodities law during the past ten years.

In addition, there are no material proceedings to which any affiliate of our Company, or any owner of record or beneficially of more than five percent of any class of voting securities of our Company, is a party that is adverse to our Company or any of our subsidiaries or has a material interest adverse to our Company or any of our subsidiaries. Currently there are no legal proceedings pending or threatened against us. We are not currently involved in any litigation that we believe could have a materially adverse effect on our financial condition or results of operations.

There is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending or, to the knowledge of the executive officers of our Company or any of our subsidiaries, threatened against or affecting our Company, our common stock, any of our subsidiaries or of our Company's or our Company's subsidiaries' officers or directors in their capacities as such, in which an adverse decision could have a material adverse effect.

However, from time to time, we may become involved in various lawsuits and legal proceedings which arise in the ordinary course of business. Litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business.

ITEM 9. MARKET PRICE OF AND DIVIDENDS ON THE REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS.

Market Information.

While there is no established public trading market for our common stock, our common stock is quoted on the Pink Sheets under the symbol SLTK. The following table sets forth the high and low bid prices for our common stock reported by the Pink Sheets for the periods indicated below. These quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not necessarily represent actual transactions.

	Price Range Per Share	
Year Ending December 31, 2012	**High ($)**	**Low ($)**
First Quarter	0.0	0.0
Second Quarter	0.0	0.0
Third Quarter	0.0	0.0
Fourth Quarter	0.03	0.0
Year Ending December 31, 2011		
First Quarter	0.01	0.0
Second Quarter	0.01	0.0
Third Quarter	0.01	0.0
Fourth Quarter	0.01	0.0
Year Ending December 31, 2010		
First Quarter	0.0	0.0
Second Quarter	0.01	0.0
Third Quarter	0.0	0.0
Fourth Quarter	0.01	0.0

As of July 29, 2013, we have 139,223,524 shares of common stock outstanding. All of these shares were issued in transactions exempt from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"), and therefore are treated as "restricted securities." Although we are subject to the reporting requirements of section 13 or 15(d) of the Exchange Act as the result of this Form 10 becoming automatically effective 60 days after the original filing of this Form 10, we have not filed all reports and other materials required to be filed by section 13 or 15(d) of the Exchange Act during the preceding 12 months. Therefore, pursuant to Rule 144(i), we will not be able to use the exemption provided by Rule 144 until we have ceased being a shell company for at least one year.

We intend to have our shares quoted on the OTC Bulletin Board. Inclusion on the OTC Bulletin Board will permit price quotations for our shares to be published by such service. Currently, our common stock is traded on the Pink Sheets.

Although we intend to have our application submitted to the OTC Bulletin Board subsequent to the filing of this registration statement, there can be no assurance that the application will be accepted or that the shares will be traded on the OTC Bulletin Board.

If our shares are listed on the OTC Bulletin Board, secondary trading of our shares may be subject to certain state imposed restrictions. Except for the application to the OTC Bulletin Board, there are no plans, proposals, arrangements or understandings with any person concerning the development of a trading market in any of our securities.

The ability of individual stockholders to trade their shares in a particular state may be subject to various rules and regulations of that state. A number of states require that an issuer's securities be registered in their state or appropriately exempted from registration before the securities are permitted to trade in that state. Presently, we have no plans to register our securities in any particular state. Further, our shares may be subject to the provisions of Section 15(g) and Rule 15g-9 of the Exchange Act, commonly referred to as the "penny stock" rule. Section 15(g) sets forth certain requirements for transactions in penny stocks and Rule 15g-9(d)(1) incorporates the definition of penny stock as the definition used in Rule 3a51-1 of the Exchange Act.

The SEC generally defines penny stock to be any equity security that has a market price less than $5.00 per share, subject to certain exceptions. Rule 3a51-1 provides that any equity security is considered to be a penny stock unless that security is: registered and traded on a national securities exchange meeting specified criteria set by the SEC; authorized for quotation on The NASDAQ Stock Market; issued by a registered investment company; excluded from the definition on the basis of price (at least $5.00 per share) or the issuer's net tangible assets; or exempted from the definition by the SEC. Broker-dealers who sell penny stocks to persons other than established customers and accredited investors (generally persons with assets in excess of $1,000,000 or annual income exceeding $200,000 by an individual, or $300,000 together with his or her spouse), are subject to additional sales practice requirements.

For transactions covered by these rules, broker-dealers must make a special suitability determination for the purchase of such securities and must have received the purchaser's written consent to the transaction prior to the purchase. Additionally, for any transaction involving a penny stock, unless exempt, the rules require the delivery, prior to the first transaction, of a risk disclosure document relating to the penny stock market. A broker-dealer also must disclose the commissions payable to both the broker-dealer and the registered representative, and current quotations for the securities. Finally, monthly statements must be sent to clients disclosing recent price information for the penny stocks held in the account and information on the limited market in penny stocks. Consequently, these rules may restrict the ability of broker-dealers to trade and/or maintain a market in our common stock and may affect the ability of stockholders to sell their shares.

Holders

As of July 30, 2013, we had 191 shareholders of common stock per our transfer agent's shareholder list.

Dividends

We have not paid any cash dividends to date and do not anticipate or contemplate paying any dividends in the foreseeable future. It is the present intention of our management to utilize all available funds for the growth of our business.

Equity Compensation Plan Information

We currently do not have an equity compensation plan.

ITEM 10. RECENT SALES OF UNREGISTERED SECURITIES.

On January 10, 2013, an Issuance Resolution was executed offering 5,000,000 Common Stock free trading shares to Knotfloat & Co. f/b/o Ardberg, LLC, a Delaware company, under Rule 504D, registered in the state of Delaware. The Company issued the shares and received $10,000.00. The transfer agent was instructed to not bear the standard 1933 Act legend.

On January 31, 2013, an Issuance Resolution was executed offering 12,600,000 Common Stock free trading shares to Knotfloat & Co. f/b/o Ardberg, LLC, a Delaware company, under SEC Act Rule 504D, registered in the state of Delaware. The Company issued the shares and received $25,000.00. The transfer agent was instructed to not bear the standard 1933 Act legend.

On February 4th, 2013, pursuant to the Share Exchange Agreement (the "Share Exchange") by and between STL Marketing Group, Inc. and Versant Corporation for the purposes of their merger, Versant I, Inc., the Class X holder of Versant Corporation shares, received 100,000,000 shares in restricted Common Stock in exchange for their surrender of all Class X Versant Corporation shares (6,000,000). The last valuation of Versant Corporation Common shares was the sale in December 2011, where 100,000 shares of Common Stock in Versant Corporation were sold for US $100,000.00 in cash. Versant Class X shareholders also received STLK Series B Preferred Stock, which are fully restricted for the life of the proposed power purchase agreement as defined in the Share Exchange and filed with the State of Colorado, and can neither be sold, traded or otherwise encumbered for the duration of the same. These securities were not registered under the Securities Act. These securities qualified for exemption under Section 4(2) of the Securities Act since the issuance of securities by us did not involve a public offering. The offering was not a "public offering" as defined in Section 4(2) due to the insubstantial number of persons involved in the deal, size of the offering, manner of the offering and number of securities offered. We did not undertake an offering in which we sold a high number of securities to a high number of investors. In addition, these shareholders had the necessary investment intent as required by Section 4(2) of the Securities Act since the Conventions Shareholders agreed to and received share certificates bearing a legend stating that such securities are restricted pursuant to Rule 144 of the Securities Act. This restriction ensures that these securities would not be immediately redistributed into the market and therefore not be part of a "public offering." Based on an analysis of the above factors, we have met the requirements to qualify for exemption under Section 4(2) of the Securities Act.

ITEM 11. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

Common Stock and Preferred Stock

The Company is authorized by its Certificate of Incorporation to issue an aggregate of 4,001,925,000 shares of capital stock, of which 2,600,000,000 are shares of common stock, par value $0.001 per share (the "Common Stock"), and 1,800,000 are shares of Series A preferred stock, par value $1.00 per share, 1,400,000,000 are shares of Series B preferred stock, par value $0.01 per share, and 125,000 are shares of Series C preferred stock, par value $0.01 per share (collectively the "Preferred Stock"). As of July 30, 2013, 139,223,524 shares of Common Stock, 1,800,000 shares of Series A Preferred Stock, and 1,400,000,000 shares of Series B Preferred Stock were issued and outstanding.

(1) Common Stock

The holders of our Common Stock (i) have equal ratable rights to dividends from funds legally available therefore, when, as and if declared by our Board of Directors; (ii) are entitled to share ratably in all of our assets available for distribution to holders of common stock upon liquidation, dissolution or winding up of our affairs; (iii) do not have pre-emptive, subscription or conversion rights and there are no redemption or sinking fund provisions or rights; and (iv) are entitled to one non-cumulative vote per share on all matters on which shareholders may vote.

The shares of our Common Stock are not subject to any future call or assessment and all have equal voting rights. There are no special rights or restrictions of any nature attached to any of the shares of our Common Stock and they all rank at equal rate or "paripassu", or each with the other, as to all benefits, which might accrue to the holders of the shares of our Common Stock. All registered shareholders are entitled to receive a notice of any general annual meeting to be convened.

At any general meeting, subject to the restrictions on joint registered owners of shares of our Common Stock, on a showing of hands, every shareholder who is present in person and entitled to vote has one vote, and on a poll every shareholder has one vote for each share of our Common Stock of which he is the registered owner and may exercise such vote either in person or by proxy. Holders of shares of our Common Stock do not have cumulative voting rights, which means that the holders of more than 50% of the outstanding shares, voting for the election of directors, can elect all of the directors to be elected, if they so choose, and, in such event, the holders of the remaining shares will not be able to elect any of our directors.

(2) Preferred Stock

Our Board of Directors is authorized to issue 1,401,925,000 shares of preferred stock in one or more series, from time to time, with each such series to have such designation, relative rights, preferences or limitations as shall be stated and expressed in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors, subject to the limitations prescribed by law and in accordance with the provisions of our Certificate of Incorporation, the Board of Directors being expressly vested with authority to adopt any such resolution or resolutions.

Shares of voting or convertible preferred stock could be issued, or rights to purchase such shares could be issued, to create voting impediments or to frustrate persons seeking to effect a takeover or otherwise gain control of our Company. The ability of the Board to issue such additional shares of preferred stock, with rights and preferences it deems advisable, could discourage an attempt by a party to acquire control of our Company by tender offer or other means. Such issuances could therefore deprive shareholders of benefits that could result from such an attempt, such as the realization of a premium over the market price for their shares in a tender offer or the temporary increase in market price that such an attempt could cause.

Series A Convertible Preferred Stock

As of July 30, 2013, 1,800,000 shares of our Series A Preferred Stock (the "Series A Preferred") have been designated, of which 1,800,000 are issued and outstanding and held by five shareholders. Each share of the Series A Preferred has one vote per share and the holder(s) of the Series A Preferred shall have the right to vote with the holders of the Company's Common Stock on all matters that are submitted to the Company's stockholders. Each share of the Series A Preferred Stock shall be entitled to a 10% preferred annual dividend on Par ($0.10 per share) non-cumulative on any dividends, whether ordinary or liquidating that may be declared or paid by this Company. At the option of the holder of the Series A Preferred, each share of the Series A Preferred may be converted into the Company's common stock at any time and from time to time after March 1, 2018. The Series A Preferred does not contain any sinking fund provisions.

Series B Convertible Preferred Stock

As of July 30, 2013, 1,400,000,000 shares of our Series B Preferred Stock have been designated, of which all are issued and outstanding and held by one shareholder. Each share of the Series B Preferred Stock (the "Series B Preferred") shall have a 1.6 votes per share and shall be entitled to any non-preferred dividends, whether ordinary or liquidating, that may be declared or paid by the Company. The Series Preferred do not have contain any sinking fund provisions and have no conversion rights.

Series C Convertible Preferred Stock

As of July 30, 2013, 125,000 shares of our Series C Preferred Stock (the "Series C Preferred") have been designated, of which none are currently issued and outstanding. The Series C Preferred do not have voting rights and are not entitled to any dividends. The Series C preferred do not contain any sinking fund provisions.

At the option of the holder of the Series C Preferred, each share of the Series C Preferred may be converted into the Company's Common Stock at a 50% discount to the average of the lowest three (3) trading prices in the ten trading days immediately prior to the date upon which the Series C Preferred is converted.

Transfer Agent and Registrar

The Company's transfer agent is VStock Transfer, LLC, 77 Spruce Street, Suite 201, Cedarhurst, New York 11516. VStock Transfer, LLC is registered under the Exchange Act and is a Securities and Exchange Commission ("SEC") approved transfer agent, under the regulatory authority of the SEC.

ITEM 12. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Our directors and officers are indemnified as provided by the Colorado corporate law. We have agreed to indemnify each of our directors and certain officers against certain liabilities, including liabilities under the Securities Act. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers and controlling persons pursuant to the provisions described above, or otherwise, we have been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than our payment of expenses incurred or paid by our director, officer or controlling person in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, we will, unless in the opinion of our counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

We have been advised that in the opinion of the SEC indemnification for liabilities arising under the Securities Act is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities is asserted by one of our directors, officers, or controlling persons in connection with the securities being registered, we will, unless in the opinion of our legal counsel the matter has been settled by controlling precedent, submit the question of whether such indemnification is against public policy to a court of appropriate jurisdiction. We will then be governed by the court's decision.

ITEM 13. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

STL MARKETING GROUP, INC.

Financial Statements
March 31, 2013
(unaudited)

STL Marketing Group, Inc. & Subsidiaries
(A Development Stage Company)
Consolidated Balance Sheets

	March 31, 2013	December 31, 2012
Assets		
Current Assets		
Cash	5,856	185
Prepaid expenses	796	399
Total Current Assets	6,652	584
Property and Equipment, net	9,335	10,060
Other Assets		
Deposit for acquisition of STLK	-	25,000
Security deposits	4,533	4,533
Total Other Assets	4,533	29,533
Total Assets	**20,520**	**40,177**
Liabilities and Stockholders' Deficit		
Current Liabilities:		
Accounts payable and accrued liabilities	596,693	380,367
Accounts payable - related party	234,463	200,759
Due to related party	-	16,706
Notes Payable - related party	75,899	76,874
Liability to be settled in stock	103,333	-
Notes payable, net of current maturities	117,100	50,000
Current maturities of convertible notes payable, net of discount	352,800	-
Derivative liabilities	1,754,334	-
Total Current Liabilities	3,234,622	724,706
	3,234,622	724,706
Commitments and Contingencies		
Stockholders' Deficit		
Class A - Preferred Stock, 10% Of Par Value, Non-Cumulative, $1.00 Par Value, 1,800,000 Shares Authorized, 1,800,000 Shares Issued and 1,800,000 outstanding	1,800,000	1,800,000
Class B - Preferred Stock, $0.001 Par Value, 1,400,000,000 Shares Authorized, 1,400,000,000 Shares Issued and 1,400,000,000 outstanding	1,400,000	1,400,000
Class C - Preferred Stock, $0.001 Par Value, 125,000 Shares Authorized, Zero Shares Issued and Outstanding	-	-
Common Stock, $0.001 Par Value, 2,600,000,000 Shares Authorized, 139,223,524 Shares Issued and Outstanding at March 31, 2013, 121,623,524 Shares Issued and Outstanding at December 31, 2012	139,224	121,624
Additional paid in capital	(4,696,597)	(2,431,623)
Accumulated deficit	(1,856,729)	(1,574,530)
Total Stockholders' Deficit	(3,214,102)	(684,529)
Total Liabilities and Stockholders' Deficit	**20,520**	**40,177**

See accompanying notes to the consolidated financial statements

STL Marketing Group, Inc. & Subsidiaries
(A Development Stage Company)
Consolidated Statements of Operations

	For the Quarter Ended March 31, 2013	For the Quarter Ended March 31, 2012	For the Period April 8, 2010 (Date of Inception) to March 31, 2013
Revenues	$ -	$ -	$ -
Cost of revenues	-	-	-
Gross profit	-	-	-
Operating expenses			
Compensation	57,500	65,731	621,701
Professional fees	25,666	19,319	742,796
Selling, general and administrative	62,999	78,615	290,348
Total operating expenses	146,165	163,665	1,654,845
Loss from operations	(146,165)	(163,665)	(1,654,845)
Other income (expense):			
Interest expense	(8,295)	-	(15,420)
Interest expense - discount on notes	(28,546)	-	(28,546)
Change in fair value of derivative liabilities	213,220	-	213,220
Derivative expense	(312,413)	-	(312,413)
Loss on abandonment of land lease			(58,725)
Other income (expense) - net	(136,034)	-	(201,884)
Loss before income tax provision	(282,199)	(163,665)	(1,856,729)
Income tax provision	-	-	-
Net loss	**$ (282,199)**	**$ (163,665)**	**$ (1,856,729)**
Net loss per common share - basic and diluted	$ (0.00)	$ (0.00)	
Weighted average common shares outstanding - basic and diluted	134,327,968	121,623,524	

See accompanying notes to the consolidated financial statements

STL Marketing Group, Inc. & Subsidiaries
(A Development Stage Company)
Consolidated Changes in Stockholders' Deficit
For the years ended December 31, 2012 and 2011 and the 3 months ended March 31, 2013

	Preferred Stock, Series A $1 par		Preferred Stock, Series B $0.001 par		Common Stock, $0.001 par		Additional Paid -in	Accumulated	Subscription	
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Deficit	Receivable	Total
Balance, December 31, 2011	1,800,000	1,800,000	1,400,000,000	1,400,000	121,623,524	121,624	(2,431,623)	(947,181)	-	(57,180)
Net loss, 2012	-	-	-	-	-	-	-	(627,349)	-	(627,349)
Balance, December 31, 2012	1,800,000	1,800,000	1,400,000,000	1,400,000	121,623,524	121,624	(2,431,623)	(1,574,530)	-	(684,529)
Stock issued for cash ($0.001/share)	-	-	-	-	5,000,000	5,000	5,000	-	-	10,000
Stock issued for cash ($0.002/share)	-	-	-	-	12,600,000	12,600	12,400	-	-	25,000
Effect of merger and recapitalization pursuant to Share Purchase Agreement	-	-	-	-	-	-	(2,282,374)	-	-	(2,282,374)
Net loss, 2013	-	-	-	-	-	-	-	(282,199)	-	(282,199)
Balance, March 31, 2013	**1,800,000**	**1,800,000**	**1,400,000,000**	**1,400,000**	**139,223,524**	**139,224**	**(4,696,597)**	**(1,856,729)**	**-**	**(3,214,102)**

See accompanying notes to the consolidated financial statements

STL Marketing Group, Inc. & Subsidiaries
(A Development Stage Company)
Consolidated Statements of Cash Flows

	For the Quarter Ended March 31, 2013	For the Quarter Ended March 31, 2012	April 8, 2010 (Date of Inception) to March 31, 2013
Cash Flows From Operating Activities:			
Net loss	(282,199)	(163,665)	(1,856,729)
Adjustments to reconcile net loss to net cash used in operating activities			
Depreciation and amortization	725	2,075	14,407
Stock based compensation	5,000	-	225,000
Amortization of debt discount	28,547	-	28,547
Change in fair value of derivative liabilities	(213,220)	-	(213,220)
Derivative expense	312,413	-	312,413
Loss on abandonment of land lease	-	-	58,725
Changes in operating assets and liabilities:			
(Increase) decrease in:			
Prepaid expenses	(396)	50	(795)
Security deposits	-	-	(4,533)
Increase (decrease) in:			
Accounts payable and accrued liabilities	72,266	60,590	452,633
Accounts payable - related party	33,704	59,226	234,463
Net Cash Used in Operating Activities	**(43,160)**	**(41,725)**	**(749,089)**
Cash Flows From Investing Activities:			
Cash aquired in merger	1,131	-	1,131
Net proceeds from disposition of land lease	-	-	67,500
Cash payment for land lease	-	-	(135,000)
Purchase of property and equipment	-	-	(14,967)
Deposit for acquisition	-	-	(25,000)
Loan to related party	13,675	-	13,675
Net Cash Provided by (Used in) Investing Activities	**14,806**	**-**	**(92,661)**
Cash Flows From Financing Activities:			
Proceeds from notes	-	-	50,000
Proceeds from related party notes	-	-	95,428
Repayment of related party notes	(975)	(975)	(19,529)
Proceeds from related party loans	-	17,000	16,706
Proceeds from issuance of preferred stock	-	-	732,001
Stock issuance costs, preferred stock	-	-	(232,000)
Proceeds from issuance of common stock	25,000	-	225,000
Stock issuance costs, common stock	-	-	(30,000)
Proceeds from convertible notes	10,000	-	10,000
Net Cash Provided by Financing Activities	**34,025**	**16,025**	**847,606**
Net change in cash	5,671	(25,700)	5,856
Cash at beginning of period	185	26,960	-
Cash at end of period	**5,856**	**1,260**	**5,856**

See accompanying notes to the consolidated financial statements

STL Marketing Group, Inc. & Subsidiaries
(A development Stage Company)
Notes to the Consolidated Financial Statements
March 31, 2013
(Unaudited)

Note 1 – Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations

STL Marketing Group, Inc.

STL Marketing Group, Inc. ("STLK" or the "Company") was incorporated in 1999 in the state of Colorado; it had not actively operated since December 2009.

On February 4, 2013, the Company completed a reverse merger with STL Marketing Group, Inc. ("STLK"), a then public corporation, and Versant Corporation became the surviving corporation, in a transaction treated as a reverse recapitalization. STLK did not have any operations.

The transaction also requires a recapitalization of the Company. Since Versant acquired a controlling interest, it was deemed the accounting acquirer, while STLK was deemed the legal acquirer. The historical financial statements of the Company are those of Versant Corporation and of the consolidated entities from the date of recapitalization and subsequent.

Versant Corporation ("Versant") was incorporated under the laws of the State of Delaware on April 8, 2010. The Company operates as a domestic holding company. Together, with its subsidiaries described below, the Company is a renewable energy company whose primary focus is to develop and operate renewable energy projects. Its first stage of development is focused on wind energy facilities in Costa Rica. The Company's core focus is on renewable energy generation.

Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited interim consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and pursuant to the instructions to Form 10-Q and Article 8 of Regulation S-X of the United States Securities and Exchange Commission ("SEC"). Certain information or footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted, pursuant to the rules and regulations of the SEC for interim financial reporting. Accordingly, they do not include all the information and footnotes necessary for a comprehensive presentation of financial position, results of operations, or cash flows. It is our opinion, however, that the accompanying unaudited interim condensed consolidated financial statements include all adjustments, consisting of a normal recurring nature, which are necessary for a fair presentation of the financial position, operating results and cash flows for the periods presented.

The accompanying unaudited interim consolidated financial statements should be read in conjunction with our audited financial statements for the year ended December 31, 2012, together with Management's Discussion and Analysis, for the years ended December 31, 2012 and 2011. The financial information as of December 31, 2012 is derived from the audited financial statements for the year ended December 31, 2012. The interim results for the three months ended March 31, 2013 are not necessarily indicative of the results to be expected for the year ending December 31, 2013 or for any future interim periods.

Principles of Consolidation

The Company's consolidated subsidiaries and/or entities are as follows:

Name of consolidated subsidiary or entity	State or other jurisdiction of incorporation or organization	Date of incorporation or formation (date of acquisition, if applicable)	Attributable interest
Energia Renovable Versant SRL (ER) (1)	Costa Rica	November 2010	100%
V Tres Bache SRL (V3) (2)	Costa Rica	November, 2010	100%
Versant Corporation (VC) (3)	Delaware	April, 2010	100%

(1) ER was incorporated to establish renewable energy wind parks in Costa Rica. ER is the sole stockholder of V3.
(2) V3 was incorporated to build and operate the first energy development on the Bache site.
(3) VC was incorporated as the original US holding company for the wind development in Costa Rica.

Subsequently, on April 3, 2013, the Board of Directors of STL Marketing, also acting as the Board of Versant Corporation, transferred all the shares of Energia Renovable Versant SRL, the holding company in Costa Rica that holds 100% of VTRES Bache SRL, the company that would be signing the proposed power purchase agreement, from Versant Corporation to STL Marketing Group, Inc.

All inter-company balances and transactions have been eliminated in consolidation.

Use of Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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.

Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the unaudited interim consolidated financial statements, which management considered in formulating its estimate, could change in the near term due to one or more future confirming events. Accordingly, the actual results could differ significantly from our estimates.

Fair Value of Financial Instruments

The fair value of our financial assets and liabilities reflects our estimate of amounts that we would have received in connection with the sale of the assets or paid in connection with the transfer of the liabilities in an orderly transaction between market participants at the measurement date. In connection with measuring the fair value of our assets and liabilities, we seek to maximize the use of observable inputs (market data obtained from independent sources) and to minimize the use of unobservable inputs (internal assumptions about how market participants would price assets and liabilities). The following fair value hierarchy is used to classify assets and liabilities based on the observable inputs and unobservable inputs used in order to value the assets and liabilities:

Level 1 Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2 Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3 Pricing inputs that are generally unobservable inputs and not corroborated by market data.

The following are the major categories of liabilities measured at fair value on a recurring basis at March 31, 2013 and December 31, 2012, using quoted prices in active markets for identical assets (Level 1); significant other observable inputs (Level 2); and significant unobservable inputs (Level 3):

	March 31, 2013		December 31, 2012	
	Assets	**Liabilities**	**Assets**	**Liabilities**
Level 1				
None	$ -	$ -	$ -	$ -
Level 2				
None	-	-	-	-
Level 3				
Derivative Liabilities	-	1,754,334	-	-
	$ -	$ 1,754,334	$ -	$ -

Long-Lived Assets

We review property and equipment, long-term prepayments and intangible assets, excluding goodwill, for impairment whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. We measure recoverability of these assets by comparing the carrying amounts to the future undiscounted cash flows the assets are expected to generate. If property and equipment and intangible assets are considered to be impaired, the impairment to be recognized equals the amount by which the carrying value of the asset exceeds its fair market value. We have made no material adjustments to our long-lived assets in any of the years/periods presented.

Cash

The Company considers all highly liquid investments with maturities of three months or less at the time of purchase to be cash equivalents.

Property and Equipment

Property and equipment is stated at cost. Depreciation is calculated on a straight-line basis over the estimated useful lives of the related assets, which ranges from three to seven years.

Leasehold improvements, if any, are amortized on a straight-line basis over the term of the lease or the estimated useful lives, whichever is shorter.

Research and Development

Research and development is expensed as incurred.

Advertising Costs

We expense advertising costs in the period in which they are incurred. For the three months ended March 31, 2013 and 2012, advertising expenses totaled approximately $0 and $0 respectively.

Share Based Payment Arrangements

Generally, all forms of share-based payments, including stock option grants warrants and restricted stock grants are measured at their fair value on the awards' grant date, based on the estimated number of awards that are ultimately expected to vest. Share-based compensation awards issued to non-employees for services rendered are recorded at either the fair value of the services rendered or the fair value of the share-based payment, whichever is more readily determinable. The expense resulting from share-based payments are recorded in general and administrative expense in the consolidated statement of operations. We have applied fair value accounting and the related provisions of Accounting Standards Codification ("ASC") 718 for all share based payment awards. The fair value of share-based payments is recognized ratably over the stated vesting period. In the event of termination, we will cease to recognize compensation expense.

Derivative Financial Instruments

ASC 815 requires bifurcation of embedded derivative instruments such as conversion features in convertible debt or equity instruments, and measurement of their fair value for accounting purposes. In determining the appropriate fair value, the Company uses the Black-Scholes option-pricing model. In assessing the convertible debt instruments, management determines if the convertible debt host instrument is conventional convertible debt and further if there is a beneficial conversion feature requiring measurement. If the instrument is not considered conventional convertible debt, the Company will continue its evaluation process of these instruments as derivative financial instruments.

Once determined, derivative liabilities are adjusted to reflect fair value at each reporting period end, with any increase or decrease in the fair value being recorded in results of operations as an adjustment to fair value of derivatives. In addition, the fair value of freestanding derivative instruments such as warrants, are also valued using the Black-Scholes option-pricing model.

Original Issue Discount

For certain convertible debt issued, the Company may provide the debt holder with an original issue discount. The original issue discount is recorded to debt discount, reducing the face amount of the note and is amortized to interest expense over the life of the debt.

Debt Issue Costs and Debt Discount

The Company may pay debt issue costs, and record debt discounts in connection with raising funds through the issuance of convertible debt. These costs are amortized to interest expense over the life of the debt. If a conversion of the underlying debt occurs, a proportionate share of the unamortized amounts is immediately expensed.

Income Tax Provision

The Company accounts for income taxes under Section 740-10-30 of the FASB Accounting Standards Codification, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Consolidated Statements of Income and Comprehensive Income in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification (“Section 740-10-25”). Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty (50) percent likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures.

The estimated future tax effects of temporary differences between the tax basis of assets and liabilities are reported in the accompanying consolidated balance sheets, as well as tax credit carry-backs and carry-forwards. The Company periodically reviews the recoverability of deferred tax assets recorded on its consolidated balance sheets and provides valuation allowances as management deems necessary.

Management makes judgments as to the interpretation of the tax laws that might be challenged upon an audit and cause changes to previous estimates of tax liability. In addition, the Company operates within multiple taxing jurisdictions and is subject to audit in these jurisdictions. In management’s opinion, adequate provisions for income taxes have been made for all years. If actual taxable income by tax jurisdiction varies from estimates, additional allowances or reversals of reserves may be necessary.

Uncertain Tax Positions

The Company did not take any uncertain tax positions and had no adjustments to its income tax liabilities or benefits pursuant to the provisions of Section 740-10-25 for the three months ended March 31, 2013 and 2012. The Company believes that all prior periods are still subject to examination by tax authorities.

Net Loss per Common Share

Basic earnings per share (“EPS”) is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding during the period, excluding the effects of any potentially dilutive securities. Diluted EPS gives effect to all dilutive potential of shares of common stock outstanding during the period including stock options or warrants, using the treasury stock method (by using the average stock price for the period to determine the number of shares assumed to be purchased from the exercise of stock options or warrants), and convertible debt or convertible preferred stock, using the if-converted method.

Since the Company reflected a net loss for the three months ended March 31, 2013 and 2012, the effect of considering any common stock equivalents, if exercisable, would have been anti-dilutive. A separate computation of diluted loss per share is not presented.

	March 31, 2013	December 31, 2012
Convertible Debt	451,047,334	-
Liability to be settled in common stock (1)	9,027,775	-
Liability to be settled in common stock (exercise price $0.0028/share) (2)	21,428,571	-
	481,503,680	-

(1) Fair value was $43,333 at March 31, 2013 and $0 at December 31, 2012. See Note 6.
(2) Fair value was $60,000 at March 31, 2013 and $0 at December 31, 2012. See Note 6.

Recently Issued Accounting Pronouncements

In February 2013, the FASB issued Accounting Standards Update (“ASU”) 2013-02, Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income, an amendment to FASB ASC Topic 220. The update requires disclosure of amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present either on the face of the statement of operations or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required to be reclassified to net income in its entirety in the same reporting period. For amounts not reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures that provide additional detail about those amounts. This ASU is effective prospectively for the Company fiscal years, and interim periods within those years beginning after December 15, 2012. Adoption of this ASU did not have a material effect on the Company’s financial position, results of operations or cash flows.

In January 2013, the FASB issued ASU 2013-01, which clarifies which instruments and transactions are subject to the offsetting disclosure requirements established by ASU 2011-11. The new ASU addresses preparer concerns that the scope of the disclosure requirements under ASU 2011-11 was overly broad and imposed unintended costs that were not commensurate with estimated benefits to the financial statement users. In choosing to narrow the scope of the offsetting disclosures, the Board determined that it could make them more operable and cost effective for preparers while still giving financial statement users sufficient information to analyze the most significant presentation differences between financial statements prepared in accordance with U.S. GAAP and those prepared under International Financial Reporting Standards (IFRS). ASU 2013-01 is effective for all entities (public and private) for the fiscal years beginning on or after January 1, 2013, and interim periods within. Retrospective application is required for any period presented that begins before the entity’s initial application of the new requirements. The adoption of this ASU did not have a material effect on the Company’s financial position, results of operations or cash flows.

Other Recently Issued, but Not Yet Effective

Accounting Pronouncements

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying consolidated financial statements.

Note 2 – Going Concern

As reflected in the accompanying consolidated financial statements, the Company had a net loss of approximately $282,199 and net cash and cash equivalents used in operations of approximately $43,160 for the three months ended March 31, 2013. The Company has an accumulated deficit of approximately $1,856,729 and a working capital deficit of approximately $3,227,970 at March 31, 2013. The Company does not yet have a history of financial stability. Historically, the principal source of liquidity has been the issuance of debt and equity securities. These factors raise substantial doubt about the Company's ability to continue as a going concern.

The ability of the Company to continue as a going concern is dependent on management's plans, which include further implementation of its business plan and continuing to raise funds through debt and/or equity raises.

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. These financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 3 – Property and Equipment

	March 31, 2013	December 31, 2012
Property and equipment are as follows:		
Furniture and fixtures	$ 4,909	$ 4,909
Machinery and equipment	7,551	7,551
Leasehold improvements	2,507	2,507
	14,967	14,967
Accumulated depreciation and amortization	(5,632)	(4,907)
Property and equipment - net	$ 9,335	$ 10,060

Depreciation expense for the three months ended March 31, 2013 and 2012 and for the period from April 8, 2010 (inception) through March 31, 2013 was $725, $725 and $5,632, respectively.

Note 4 – Due From Investment Bank

In April 2011, the Company engaged a Costa Rican investment bank, as its exclusive agent to advise the Company on the structuring of corporate openness and equity placement. During 2012 the Company entered into a dispute with the investment bank. The Company contends that the investment bank retained more than the fee allowed by the contract on the sale of equity securities (the "Closings") that took place during the period April 2011 through December 2011. At March 31, 2013 and December 31, 2012, the Company believes they are owed $195,400 and $195,400, respectively, from the investment bank relating to excess fees withheld from the Closings. Due to the uncertainty surrounding the recoverability of the funds from the investment bank the company has recorded a full allowance against the receivable. This amount has been recorded as stock issuance costs, preferred stock in the statement of stockholders equity. If the company wins the dispute and actually recovers the funds it will be recorded to additional paid in capital.

Note 5 – Notes Payable

	March 31, 2013	December 31, 2012
In October 2010, a third party loaned the Company $50,000 under a demand note bearing zero interest.	$ 50,000	$ 50,000
In March 2011, a third party loaned the Company $11,500 under a demand note bearing interest from 8-10% per year. This note was acquired in the merger.	11,500	-
In December 2011, third parties loaned the Company $5,600 under demand notes bearing a 10% late fee. This note was acquired in the merger.	5,600	-
In February 2013, the Company executed a promissory note in the principal amount of $50,000.	50,000	-
	$ 117,100	$ 50,000

Note 6 – Liability to be Settled in Stock

In March of 2008, the Company entered into an asset purchase agreement to purchase certain tangible and intangible assets for $65,000 in STLK common stock. As of March 31, 2013 and December 31, 2012, a liability totaling $43,333 and $0 respectively, exists related to these unissued shares. This liability was acquired in the merger.

In August 2012, the Company executed a consulting agreement with a third party to provide various services. Under the terms of the agreement, the consultant will be paid $10,000 per month for 6 months in the form of free trading shares. The share total is computed as follows:

- Earned compensation will accrue interest at 6%; and
- Accrued compensation will be convertible at a discount of 70% to market, based upon the average of the lowest 3 closing bid prices of the 20 days preceding any conversion

At March 31, 2013, the Company had recorded the entire $60,000, yet remains outstanding and available to be converted. This liability was acquired in the merger.

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Note 7 – Convertible Notes Payable

(A) Convertible Notes Payable

At March 31, 2013 and December 31, 2012, convertible debt consisted of the following:

	March 31, 2013	December 31, 2012
Convertible into 50% of the average of the lowest three closing prices during the 20 trading days immediately preceding conversion	$ 190,000	$ -
Convertible into 50% of the five day average closing bid prices immediately preceding conversion	50,000	-
Convertible into 10% of the average of the lowest three closing prices during the 20 trading days immediately preceding conversion	40,000	-
Convertible into 75% of the average of the lowest three closing prices during the 20 trading days immediately preceding conversion	25,000	-
Convertible into 50% of the average of the lowest three closing prices during the 10 trading days immediately preceding conversion	267,000	-
	$ 572,000	$ -

The debt holders are entitled, at their option, to convert all or part of the principal and accrued interest into shares of the Company's common stock at conversion prices and terms discussed above. The Company classifies embedded conversion features in these notes as a derivative liability due to the discount to market feature which could require a settlement in shares that cannot be determined until such conversions occur. The Company may not be able to determine if sufficient authorized shares exist in connection with contemplated conversions, which requires liability classification.

Convertible debt consisted of the following activity and terms:

		Interest Rate	Maturity
Convertible Debt Balance as of December 31, 2012	-		
Convertible Debt acquired in merger	305,000	6% - 10%	Due on Demand (in Default)
Convertible Debt acquired in merger	52,000	8%	July 1, 2013 - July 29, 2013
Borrowings during the quarter March 31, 2013	215,000	8%	October 24, 2013 - April 4, 2014
Convertible Debt Balance as of March 31, 2013	572,000		
Debt Discount	(219,200)		
Convertible Debt Balance as of March 31, 2013 - net	$ 352,800		

(B) Debt Discount

During the three months ended March 31, 2013 and 2012, the Company recorded debt discounts totaling $215,000 and $0, respectively.

The debt discounts pertain to convertible debt that contains embedded conversion options that are required to be bifurcated and reported at fair value.

The Company amortized $28,547 and $0 during the three months ended March 31, 2013 and year ended March 31, 2012, respectively, to interest expense.

	March 31, 2013	December 31, 2012
Debt Discount	$ 267,000	$ -
Amortization of debt discount	(47,800)	-
Debt discount - net	$ 219,200	$ -

Note 8 – Derivative Liabilities

Derivative liability - December 31, 2012	-
Derivative liabilities acquired in merger	1,445,141
Fair value mark to market adjustment for convertible instruments	(213,220)
Fair value at the commitment date for convertible instruments	522,413
Derivative liability - March 31, 2013	$ 1,754,334

The Company records debt discount to the extent of the gross proceeds raised, any excess amount is recorded as a derivative expense. The Company recorded a derivative expense of $312,413 and $0 for the three months ended March 31, 2013 and 2012.

The fair value at the commitment and re-measurement dates for the Company's derivative liabilities were based upon the following management assumptions as of March 31, 2013:

	Commitment Date	Remeasurement Date
Expected dividends:	0%	0%
Expected volatility:	393% - 520%	209% - 469%
Expected term:	0.75 - 1 year	0.01 - 1.01 year
Risk free interest rate:	0.07% - 0.17%	0.04% - 0.14%

Note 9 – Related Party Transactions

(A) Accounts Payable – Related Party

As of March 31, 2013 and December 31, 2012 the Company had accounts payable due to board members and companies owned by board members of $234,463 and $200,759. During the period April 8, 2010 through March 31, 2013, management and board members have been loaning money to the Company, paying expenses on behalf of the Company and deferring consulting fees.

(B) Related Party Consulting Services

The Company incurred consulting expenses to a company that is owned by a board member, and for the period ending March 31, 2013 and March 31, 2012 the amounts were $37,500 and $37,500 respectively.

(C) Notes Payable – Related Parties

The Company executed various promissory notes to related parties since inception. No new notes were issued for the period ending March 31, 2013.

The notes had the following range of terms:

- Maturing in 3 months to 1 year;
- Non-interest bearing
- Unsecured
- Default interest rate at 6%, per annum;

During the period/year ended March 31, 2013 and December 31,2012, the Company repaid $975 and $7,933 respectively leaving a balance of $75,899 and $76,874 respectively.

The Company is currently in default on several of these notes.

Debt under these obligations at March 31, 2013 and December 31, 2012 is as follows:

	March 31, 2013	December 31, 2012
Notes payable	$ 75,899	$ 76,874
Less: Current maturities	(75,899)	(76,874)
Notes payable, net of Current maturities	$ -	$ -

Note 10 – Retirement Plan

401(k)

The Company provided a 401(k) employee savings and retirement plan (the "Plan"). The Plan covered all employees who have completed six months of consecutive service with 160 hours monthly or have completed one year of service. The Company matched 100 percent of a participant's elective deferrals that do not exceed 3 percent of the participant's compensation, plus 50 percent of the participant's elective deferrals that exceed 3 percent of the participant's compensation, but do not exceed 5 percent of the participant's compensation. Total contributions by the Company to the Plan were $0.00, $4,650, and $12,349 for the 3 months ended March 31, 2013 and 2012 and for the period April 8, 2010 (inception) through March 31, 2013, respectively.

Note 11 – Foreign Operations

Costa Rica

Operations outside the U.S. include subsidiaries in Costa Rica. Foreign operations are subject to risks inherent in operating under different legal systems and various political and economic environments. Among the risks are changes in existing tax laws, possible limitations on foreign investment and income repatriation, government price or foreign exchange controls, and restrictions on currency exchange. These subsidiaries are still in the development stage and have not generated any revenues.

Results of operations for the Company's Costa Rica Subsidiary are translated from the local (functional) currency to the U.S. dollar using month-end exchange rates during the period, while assets and liabilities are translated at the exchange rate in effect at the reporting date. Resulting gains or losses from translating foreign currency financial statements are recorded as other income (loss), if any. Foreign currency transaction gains (losses) resulting from the exchange rate fluctuations on transactions denominated in a currency other than the Colon are included in earnings. The consolidated financial statements of the Company's Costa Rica subsidiary are prepared using the U.S. dollar as the functional currency. As a result, the transactions of those operations that are denominated in foreign currencies are re-measured into U.S. dollars and any resulting gains or losses are included in earnings. Net foreign currency transactions gains (losses) were immaterial during the period ending March 31, 2013.

Note 12 – Stockholders Deficit

Common Stock has 2,600,000,000 shares authorized at $0.001 par value. Subject to the foregoing provisions, dividends may be declared on the Common Stock, and each Share of Common Stock shall entitle the holder thereof to one vote in all proceedings in which action shall be taken by stockholders of the Corporation.

Class A Preferred –

Series A Convertible Preferred Stock has 1,800,000 shares authorized and issued, with a $1.00 par value, with each share of the Series B Preferred Stock to have the following rights and privileges:

1. Voting Rights. Each share of the Series A Preferred Stock shall have a one vote per share and the holder(s) of the Series A Preferred Stock shall have the right to vote with the holders of the Company's Common Stock on all matters that are submitted to the Company's stockholders.

2. Dividend Rights. Each share of the Series A Preferred Stock shall be entitled to a 10% preferred annual dividend on Par ($0.10 per share) non-cumulative on any dividends, whether ordinary or liquidating that may be declared or paid by this Company.

3. Sinking Fund. No sinking fund shall be established in connection with the retirement of the Series A Preferred Stock.

4. Conversion Rights. At the option of the holder of the Series A Preferred Stock, each share of the Series A Preferred Stock may be converted into the Company's Common Stock at no discount to average trading price ten days prior to conversion at any time and from time to time after March 1. 2018.

Class B Preferred –

Series B Preferred Stock has 1,400,000,000 shares authorized and issued, with a $0.001 par value, with each share of the Series B Preferred Stock to have the following rights and privileges:

1. Voting Rights. Each share of the Series B Preferred Stock shall have a 1.6 vote right per share.

2. Dividend Rights. Each share of the Series B Preferred Stock shall be entitled to any non-preferred dividends, whether ordinary or liquidating, that may be declared or paid by this Company.

3. Sinking Fund. No sinking fund shall be established in connection with the retirement of the Series B Preferred Stock.

4. Conversion Rights. The Series B Preferred Stock shall not be entitled to convert into shares of the Company's Common Stock at anytime.

5. Restricted. Series B Preferred Stock shall be restricted from being traded publicly, sold in part, transferred, encumbered or otherwise put at risk. The stock may be sold only if 100% of the Company is sold to a qualified party that can maintain the legal requirements for renewable energy generation in Costa Rica or if the laws in Costar Rica change allowing this block to be released.

Class C Preferred –

Series C Preferred Stock has 125,000 shares authorized, with a $0.001 par value, with each share of the Series C Preferred Stock to have the following rights and privileges:

1. Voting Rights. Each share of the Series C Preferred Stock shall have no voting rights.

2. Dividend Rights. Each share of the Series C Preferred Stock shall not be entitled to any dividends, whether ordinary or liquidating, that may be declared or paid by this Company.

3. Sinking Fund. No sinking fund shall be established in connection with the retirement of the Series C Preferred Stock.

4. Conversion Rights. At the option of the holder of the Series C Preferred Stock, each share of the Series C Preferred Stock may be converted into the Company's Common Stock at a 50% discount to the average of the lowest three (3) trading prices daily volume weighted average prices in the ten trading days immediately prior to the date upon which the convertible preferred stock is converted.

Note 13 – Commitments and Contingencies

Agreements with Placement Agents and Finders

In April 2011, the Company engaged, a Costa Rican investment bank, as its exclusive agent to advise the Company on the structuring of corporate openness and equity placement with the following terms:

- To assist the Company in connection with a best efforts private placement of up to $9.5 million of the Company's equity and/or debt securities

- Compensation – a fee in an amount equal to 5% of the aggregate gross proceeds raised

A former principal member of the board of directors of the Company is an employee of the investment bank.

During the year ended December 31, 2011 the Company paid the investment bank fees of $262,000. The Company is disputing $195,400 of these fees. (See Note 4)

Operating Leases

On November 1, 2010, the Company began leasing office space in Colorado Springs. The lease has a three year term. Monthly rent begins at $568 per month and increases over the term of the lease. The Company is also responsible for paying a share of the landlord's property operating costs.

On February 19, 2011, the Company began leasing office space in Costa Rica. The lease has a three year term. Monthly rent begins at $1,800 per month and increases over the term of the lease.

On October 1, 2011, the Company began a virtual office lease. The lease had a one year term and renews automatically. Monthly rent is $199 per month.

Rent expense amounted to $10,374, and $9,361 for the period ending March 31, 2013 and March 31, 2012, respectively and was included in selling, general and administrative expenses in the consolidated statements of operations.

Future minimum lease payments under these non-cancelable operating leases are approximately as follows:

Years Ending December 31,		
2013	$	36,243
2014		2,100
Total	$	38,343

Litigations, Claims and Assessments

The Company may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise that may harm its business. Other than the litigation with Costa Rican Investment Bank, as discussed in Note 4, the Company is currently not aware of any such legal proceedings or claims that they believe will have, individually or in the aggregate, a material adverse affect on its business, financial condition or operating results.

Note 14 – Subsequent Events

The Company has evaluated all events that occurred after the balance sheet date through the date when the financial statements were available to be issued to determine if they must be reported. The Management of the Company determined that there were certain reportable subsequent events to be disclosed as followed:

(A) On April 3, 2013, the Board of Directors of STL Marketing, also acting as the Board of Versant Corporation, transferred all the shares of Energia Renovable Versant SRL, the holding company in Costa Rica that holds 100% of VTRES Bache SRL, the Company that would be signing the proposed power purchase agreement, from Versant Corporation to STL Marketing Group Inc. This did not result in any change in control and there was no consideration for the transfer.

STL Marketing Group, Inc.

December 31, 2012 and 2011

(Audited)

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of STL Marketing Group, Inc.

We have audited the accompanying balance sheets of STL Marketing Group, Inc. as of December 31, 2012 and 2011, and the related statements of operations, stockholders' deficit, and cash flows for each year then ended. STL Marketing Group, Inc.'s management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of STL Marketing Group, Inc. as of December 31, 2012 and 2011, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As more fully discussed in Note 3 to the financial statements, the Company has an accumulated deficit, has incurred losses and the Company is dependent on raising additional capital to meet its future business plans. These conditions raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Rosenberg Rich Baker Berman & Company

Somerset, NJ
July 29, 2013

STL Marketing Group, Inc.
Balance Sheets

	December 31, 2012	December 31, 2011
Assets		
Current Assets		
Cash	$ 78	$ 2,449
Total Current Assets	78	2,449
Other Assets		
Due from related party	16,706	-
Land rights	-	350,000
Total Other Assets	16,706	350,000
Total Assets	**$ 16,784**	**$ 352,449**
Liabilities and Stockholders' Deficit		
Current Liabilities:		
Accounts payable and accrued liabilities	$ 136,543	$ 124,330
Liabilities to be settled in stock	88,333	43,333
Notes payable	17,100	26,100
Convertible notes payable, net of discount	317,529	305,000
Derivative liabilities	1,230,890	783,994
Total Current Liabilities	1,790,395	1,282,757
Long-Term Liabilities:		
Notes payable	-	341,000
Total Long-Term Liabilities	-	341,000
Total Liabilities	1,790,395	1,623,757
Stockholders' Deficit		
Preferred stock		
$0.001 par value; 12,000,000 shares authorized; no shares issued and outstanding		
Series A Convertible, $0.001 par value; 5,000,000 shares authorized; 4,068,390 shares issued and outstanding	4,068	4,068
Series B, $0.001 par value; 2,000,000 shares authorized; no shares issued and outstanding	-	-
Series C Convertible, $0.001 par value; 1,000,000 shares authorized; 1,000,000 shares issued and outstanding	1,000	1,000
Common stock		
$0.001 par value; 500,000,000 shares authorized; 21,623,524 shares issued and outstanding	21,624	21,624
Additional paid in capital	6,260,509	6,260,509
Accumulated deficit	(8,060,812)	(7,558,509)
Total Stockholders' Deficit	(1,773,611)	(1,271,308)
Total Liabilities and Stockholders' Deficit	**$ 16,784**	**$ 352,449**

See accompanying notes to the financial statements

STL Marketing Group, Inc.
Statements of Operations

	Year Ended	
	December 31, 2012	**December 31, 2011**
Operating expenses		
General and Administrative Expenses	82,118	15,271
Total operating expenses	82,118	15,271
Loss from operations	(82,118)	(15,271)
Other income (expense):		
Interest expense	(57,278)	(43,068)
Derivative expense	(330,981)	-
Change in fair value of derivative liabilities	(63,915)	(3,312)
Gain on abandonment of rights to use land	31,989	-
Other income (expense) - net	(420,185)	(46,380)
Net loss	**$ (502,303)**	**$ (61,651)**
Net loss per common share - basic and diluted	$ (0.02)	$ (0.00)
Weighted average common shares outstanding - basic and diluted	21,623,524	21,623,524

See accompanying notes to the financial statements

STL Marketing Group, Inc.
Statement of Stockholders' Deficit Years Ended December 31, 2012 and 2011

	Preferred Stock, Class A Par Value $.001 Stated Value $.50		Preferred Stock, Class C Par Value $0.001		Common Stock Par Value $0.001		Additional Paid-In	Accumulated	Total Stockholders'
	Shares	Amount	Shares	Amount	Shares	Amount	Capital	Deficit	Deficit
Balance, December 31, 2010	4,068,390	$ 4,068	1,000,000	$ 1,000	21,623,524	$ 21,624	$ 6,260,509	$ (7,496,858)	$ (1,209,657)
Net loss	-	-	-	-	-	-	-	(61,651)	(61,651)
Balance, December 31, 2011	4,068,390	4,068	1,000,000	1,000	21,623,524	21,624	6,260,509	(7,558,509)	(1,271,308)
Net loss								(502,303)	(502,303)
Balance, December 31, 2012	**4,068,390**	**$ 4,068**	**1,000,000**	**$ 1,000**	**$ 21,623,524**	**$ 21,624**	**$ 6,260,509**	**$ (8,060,812)**	**$ (1,773,611)**

See accompanying notes to the financial statements

STL Marketing Group, Inc.
Statements of Cash Flows

	Year Ended December 31, 2012	Year Ended December 31, 2011
Cash Flows From Operating Activities:		
Net loss	$ (502,303)	$ (61,651)
Adjustments to reconcile net loss to net cash used in operating activities		
Amortization of debt discount	12,529	-
Non-cash compensation	-	10,000
Derivative expense	330,981	-
Change in fair value of derivative liabilities	63,915	3,312
Stock liability expense	45,000	
Gain on abandonment of rights to use land	(31,989)	-
Changes in operating assets and liabilities:		
Accounts payable and accrued liabilities	44,202	43,561
Net Cash Used in Operating Activities	(37,665)	(4,778)
Cash Flows From Investing Activities:		
Loan to related party	(16,706)	-
Net Cash Used in Investing Activities	(16,706)	-
Cash Flows From Financing Activities:		
Proceeds from issuance of notes	-	7,100
Proceeds from convertible notes	52,000	-
Net Cash Provided by Financing Activities	52,000	7,100
Net change in cash	(2,371)	2,322
Cash at beginning of year	2,449	127
Cash at end of year	**$ 78**	**$ 2,449**
Supplemental disclosures of cash flow information:		
Interest paid	$ -	$ -
Income tax paid	$ -	$ -
Supplemental disclosure of non-cash investing and financing activities:		
Debt discount recorded on convertible debt	$ 52,000	
Note issued to acquire rights to use land	$ -	$ 350,000
Abandonment of rights to use land	$ 350,000	

See accompanying notes to the financial statements

Note 1 – Organization and Operations

STL Marketing Group, Inc.

STL Marketing Group, Inc. ("STLK" or the "Company") was incorporated February 16, 1999 in the State of Colorado and has not actively operated since December 2009.

On February 4, 2013, the Company merged with Versant Corporation, which is controlled by the Company's Chief Executive Officer.The transaction was treated as a reverse recapitalization. See Note 13.

Versant Corporation is a Colorado based renewable energy company whose primary focus is to develop and operate renewable energy projects. Its first stage of development is focused on wind energy facilities in Costa Rica.

Note 2 – Summary of Significant Accounting Policies

Basis of Presentation

The Company's consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Use of Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of Americarequires 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.

The Company's significant estimates and assumptions include the fair value of financial instruments; the carrying value, recoverability and impairment, if any, of long-lived assets; interest rate, income tax rate, income tax provision and valuation allowance of deferred tax assets; and the assumption that the Company will continue as a going concern. Those significant accounting estimates or assumptions bear the risk of change due to the fact that there are uncertainties attached to those estimates or assumptions, and certain estimates or assumptions are difficult to measure or value.

Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable in relation to the financial statements taken as a whole under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

Management regularly evaluates the key factors and assumptions used to develop the estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such evaluations, if deemed appropriate, those estimates are adjusted accordingly.

Actual results could differ from those estimates.

Fair Value of Financial Instruments

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and has adopted paragraph 820-10-35-37 of the FASB Accounting Standards Codification ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels.

The three (3) levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1 Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2 Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3 Pricing inputs that are generally unobservable inputs and not corroborated by market data.

Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable.

The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. If the inputs used to measure the financial assets and liabilities fall within more than one level described above, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

The carrying amounts of the Company's financial assets and liabilities, such as cash, prepaid expense, other receivables, accounts payable and accrued liabilities, approximate their fair values because of the short maturity of these instruments.

Transactions involving related parties cannot be presumed to be carried out on an arm's-length basis, as the requisite conditions of competitive, free-market dealings may not exist. Representations about transactions with related parties, if made, shall not imply that the related party transactions were consummated on terms equivalent to those that prevail in arm's-length transactions unless such representations can be substantiated.

The following are the major categories of liabilities measured at fair value on a recurring basis at December 31, 2012 and 2011, using quoted prices in active markets for identical assets (Level 1); significant other observable inputs (Level 2); and significant unobservable inputs (Level 3):

	December 31, 2012		**December 31, 2011**	
	Assets	**Liabilities**	**Assets**	**Liabilities**
Level 1				
None	$ -	$ -	$ -	$
Level 2				
None	-	-	-	
Level3				
Derivative Liabilities	-	1,230,890	-	783,994
	$ -	$ 1,230,890	$ -	$ 783,994

Carrying Value, Recoverability and Impairment of Long-Lived Assets

The Company has adopted paragraph 360-10-35-17 of the FASB Accounting Standards Codification for its long-lived assets. The Company's long-lived assets, which include property and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an 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 livesagainst 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. When 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.

The Company considers the following to be some examples of important indicators that may trigger an impairment review: (i) significant under-performance or losses of assets relative to expected historical or projected future operating results; (ii) significant changes in the manner or use of assets or in the Company's overall strategy with respect to the manner or use of the acquired assets or changes in the Company's overall business strategy; (iii) significant negative industry or economic trends; (iv) increased competitive pressures; (v) a significant decline in the Company's stock price for a sustained period of time; and (vi) regulatory changes. The Company evaluates acquired assets for potential impairment indicators at least annually and more frequently upon the occurrence of such events.

The key assumptions used in management's estimates of projected cash flow deal largely with forecasts of sales levels, gross margins, and operating costs of the manufacturing facilities. These forecasts are typically based on historical trends and take into account recent developments as well as management's plans and intentions. Any difficulty in manufacturing or sourcing raw materials on a cost effective basis would significantly impact the projected future cash flows of the Company's manufacturing facilities and potentially lead to an impairment charge for long-lived assets. Other factors, such as increased competition or a decrease in the desirability of the Company's products, could lead to lower projected sales levels, which would adversely impact cash flows. A significant change in cash flows in the future could result in an impairment of long lived assets.

The impairment charges, if any, is included in operating expenses in the accompanying statements of operations. The Company has not recorded any impairment charges during the years ended December 31, 2012 and 2011.

Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less at the time of purchase to be cash equivalents.

Property and Equipment

Property and equipment is recorded at cost. Expenditures for major additions and betterments are capitalized. Maintenance and repairs are charged to operations as incurred. Depreciation of property and equipment is computed by the straight-line method (after taking into account their respective estimated residual values) over the assets estimated useful life. Upon sale or retirement of furniture and equipment, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in statements of operations.

Leasehold improvements, if any, are amortized on a straight-line basis over the term of the lease or the estimated useful lives, whichever is shorter.

Leases

Lease agreements are evaluated to determine whether they are capital leases or operating leases in accordance with paragraph 840-10-25-1 of the FASB Accounting Standards Codification ("Paragraph 840-10-25-1"). When substantially all of the risks and benefits of property ownership have been transferred to the Company, as determined by the test criteria in Paragraph 840-10-25-1, the lease then qualifies as a capital lease. Capital lease assets are depreciated on a straight line method, over the capital lease assets estimated useful lives consistent with the Company's normal depreciation policy for tangible fixed assets. Interest charges are expensed over the period of the lease in relation to the carrying value of the capital lease obligation .

Rent expense for operating leases, which may include free rent or fixed escalation amounts in addition to minimum lease payments, is recognized on a straight-line basis over the duration of each lease term.

Research and Development

Research and development is expensed as incurred.

Advertising Costs

Advertising costs are expensed as incurred.

Related Parties

The Company follows subtopic 850-10 of the FASB Accounting Standards Codification for the identification of related parties and disclosure of related party transactions.

Pursuant to Section 850-10-20 the related parties include a. affiliates of the Company; b. entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of Section 825–10–15, to be accounted for by the equity method by the investing entity; c. trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; d. principal owners of the Company; e. management of the Company; f. other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and g. other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

The financial statements shall include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of consolidated or combined financial statements is not required in those statements. The disclosures shall include: a. the nature of the relationships involved; b. a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c. the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and d. amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

Commitment and Contingencies

The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's consolidated financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. Management does not believe, based upon information available at this time, that these matters will have a material adverse effect on the Company's consolidated financial position, results of operations or cash flows. However, there is no assurance that such matters will not materially and adversely affect the Company's business, financial position, and results of operations or cash flows.

Revenue Recognition

The Company intends to follow paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company will recognize revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured.

The Company has not generated any revenue during the years ended December 31, 2012 and 2011.

Stock-Based Compensation for Obtaining Employee Services

The Company accounts for its stock based compensation in which the Company obtains employee services in share-based payment transactions under the recognition and measurement principles of the fair value recognition provisions of section 718-10-30 of the FASB Accounting Standards Codification. Pursuant to paragraph 718-10-30-6 of the FASB Accounting Standards Codification, all transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The measurement date used to determine the fair value of the equity instrument issued is the earlier of the date on which the performance is complete or the date on which it is probable that performance will occur. If the Company is a newly formed corporation or shares of the Company are thinly traded the use of share prices established in the Company's most recent private placement memorandum ("PPM"), or weekly or monthly price observations would generally be more appropriate than the use of daily price observations as such shares could be artificially inflated due to a larger spread between the bid and asked quotes and lack of consistent trading in the market.

Equity Instruments Issued to Parties Other Than Employees for Acquiring Goods or Services

The Company accounts for equity instruments issued to parties other than employees for acquiring goods or services under guidance of Sub-topic 505-50 of the FASB Accounting Standards Codification ("Sub-topic 505-50").

Pursuant to ASC Section 505-50-30, all transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The measurement date used to determine the fair value of the equity instrument issued is the earlier of the date on which the performance is complete or the date on which it is probable that performance will occur. If the Company is a newly formed corporation or shares of the Company are thinly traded the use of share prices established in the Company's most recent private placement memorandum ("PPM"), or weekly or monthly price observations would generally be more appropriate than the use of daily price observations as such shares could be artificially inflated due to a larger spread between the bid and asked quotes and lack of consistent trading in the market.

Pursuant to ASC paragraph 505-50-25-7, if fully vested, non-forfeitable equity instruments are issued at the date the grantor and grantee enter into an agreement for goods or services (no specific performance is required by the grantee to retain those equity instruments), then, because of the elimination of any obligation on the part of the counterparty to earn the equity instruments, a measurement date has been reached. A grantor shall recognize the equity instruments when they are issued (in most cases, when the agreement is entered into). Whether the corresponding cost is an immediate expense or a prepaid asset (or whether the debit should be characterized as contra-equity under the requirements of paragraph 505-50-45-1) depends on the specific facts and circumstances. Pursuant to ASC paragraph 505-50-45-1, a grantor may conclude that an asset (other than a note or a receivable) has been received in return for fully vested, non-forfeitable equity instruments that are issued at the date the grantor and grantee enter into an agreement for goods or services (and no specific performance is required by the grantee in order to retain those equity instruments). Such an asset shall not be displayed as contra-equity by the grantor of the equity instruments. The transferability (or lack thereof) of the equity instruments shall not affect the balance sheet display of the asset. This guidance is limited to transactions in which equity instruments are transferred to other than employees in exchange for goods or services. Section 505-50-30 provides guidance on the determination of the measurement date for transactions that are within the scope of this Subtopic.

Pursuant to Paragraphs 505-50-25-8 and 505-50-25-9, an entity may grant fully vested, non-forfeitable equity instruments that are exercisable by the grantee only after a specified period of time if the terms of the agreement provide for earlier exercisability if the grantee achieves specified performance conditions. Any measured cost of the transaction shall be recognized in the same period(s) and in the same manner as if the entity had paid cash for the goods or services or used cash rebates as a sales discount instead of paying with, or using, the equity instruments. A recognized asset, expense, or sales discount shall not be reversed if a share option and similar instrument that the counterparty has the right to exercise expires unexercised.

Income Tax Provision

The Company accounts for income taxes under Section 740-10-30 of the FASB Accounting Standards Codification, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Consolidated Statements of Income and Comprehensive Income in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification ("Section 740-10-25"). Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty (50) percent likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures.

The estimated future tax effects of temporary differences between the tax basis of assets and liabilities are reported in the accompanying consolidated balance sheets, as well as tax credit carry-backs and carry-forwards. The Company periodically reviews the recoverability of deferred tax assets recorded on its consolidated balance sheets and provides valuation allowances as management deems necessary. Management makes judgments as to the interpretation of the tax laws that might be challenged upon an audit and cause changes to previous estimates of tax liability. In addition, the Company operates within multiple taxing jurisdictions and is subject to audit in these jurisdictions. In management's opinion, adequate provisions for income taxes have been made for all years. If actual taxable income by tax jurisdiction varies from estimates, additional allowances or reversals of reserves may be necessary.

Uncertain Tax Positions

The Company did not take any uncertain tax positions and had no adjustments to its income tax liabilities or benefits pursuant to the provisions of Section 740-10-25 for the fiscal year ended December 31, 2012 or 2011. The Company believes prior open tax periods are subject to examination by tax authorities.

Net Income (Loss) per Common Share

Basic earnings/loss per share ("EPS") is computed by dividing net loss attributable to the Company that is available to common stockholders by the weighted average number of common shares outstanding during the period, excluding the effects of any potentially dilutive securities. Diluted EPS gives effect to all dilutive potential of shares of common stock outstanding during the period including stock warrants, using the treasury stock method (by using the average stock price for the period to determine the number of shares assumed to be purchased from the exercise of warrants), and convertible debt, using the if-converted method. Diluted EPS excludes all dilutive potential of shares of common stock if their effect is anti-dilutive.

The Company has the following potential common stock equivalents at December 31, 2012 and 2011:

	December 31, 2012	**December 31, 2011**
Convertible Debt	187,817,823	397,812,303
Liability to be settled in common stock (1)	5,098,000	14,444,333
Liability to be settled in common stock (exercise price $0.00497/share) (2)	9,054,326	-
	201,970,149	412,256,636

(1) Fair value was $43,333 at December 31, 2012 and 2011. See Note 6.
(2) Fair value was $45,000 at December 31, 2012. See Note 6.

Certain of the outstanding convertible debt contain a discount to, market provision that would cause variability in the exercise price at each balance sheet date. As a result, common stock equivalents may change at each reporting period.

The Company reflected a net loss for the years ended December 31, 2012 and 2011; therefore, the effect of considering any common stock equivalents would have been anti-dilutive; consequently, a separate computation of diluted earnings (loss) per share is not presented.

Derivative Financial Instruments

Fair value accounting requires bifurcation of embedded derivative instruments such as conversion features in convertible debt or equity instruments, and measurement of their fair value for accounting purposes. In determining the appropriate fair value, the Company uses the Black-Scholes option-pricing model. In assessing the convertible debt instruments, management determines if the convertible debt host instrument is conventional convertible debt and further if there is a beneficial conversion feature requiring measurement. If the instrument is not considered conventional convertible debt, the Company will continue its evaluation process of these instruments as derivative financial instruments.

Once determined, derivative liabilities are adjusted to reflect fair value at each reporting period end, with any increase or decrease in the fair value being recorded in results of operations as an adjustment to fair value of derivatives. In addition, the fair value of freestanding derivative instruments such as warrants, are also valued using the Black-Scholes option-pricing model.

Original Issue Discount

For certain convertible debt issued, the Company provides the debt holder with an original issue discount. The original issue discount is recorded to debt discount, reducing the face amount of the note and is amortized to interest expense over the life of the debt.

Debt Issue Costs and Debt Discount

The Company may pay debt issue costs, and record debt discounts in connection with raising funds through the issuance of convertible debt. These costs are amortized to interest expense over the life of the debt. If a conversion of the underlying debt occurs, a proportionate share of the unamortized amounts is immediately expensed.

Recently Issued Accounting Pronouncements

In February 2013, the FASB issued Accounting Standards Update ("ASU") 2013-02, Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income, an amendment to FASB ASC Topic 220. The update requires disclosure of amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present either on the face of the statement of operations or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required to be reclassified to net income in its entirety in the same reporting period. For amounts not reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures that provide additional detail about those amounts. This ASU is effective prospectively for the Company fiscal years, and interim periods within those years beginning after December 15, 2012. The Company will comply with the disclosure requirements of this ASU for the quarter ending March 31, 2013. The Company does not expect the impact of adopting this ASU to be material to the Company's financial position, results of operations or cash flows.

In January 2013, the FASB issued ASU 2013-01 which clarifies which instruments and transactions are subject to the offsetting disclosure requirements established by ASU 2011-11. The new ASU addresses preparer concerns that the scope of the disclosure requirements under ASU 2011-11 was overly broad and imposed unintended costs that were not commensurate with estimated benefits to the financial statement users. In choosing to narrow the scope of the offsetting disclosures, the Board determined that it could make them more operable and cost effective for preparers while still giving financial statement users sufficient information to analyze the most significant presentation differences between financial statements prepared in accordance with U.S. GAAP and those prepared under International Financial Reporting Standards (IFRS). ASU 2013-01 is effective for all entities (public and private) for the fiscal years beginning on or after January 1, 2013, and interim periods within. Retrospective application is required for any period presented that begins before the entity's initial application of the new requirements. The Company does not expect the adoption of this ASU will have a material impact on it consolidate financial statements.

In July 2012, the FASB issued the ASU 2012-02, Intangibles-Goodwill and Other: Testing Indefinite-Lived Intangible Assets for Impairment, that allows entities to have the option first to assess qualitative factors to determine whether the existence of events and circumstances indicates that it is more likely than not that the indefinite-lived intangible asset is impaired. If, after assessing the totality of events and circumstances, an entity concludes that it is not more likely than not that the indefinite-lived intangible asset is impaired, then the entity is not required to take further action to determine the fair value of the indefinite-lived intangible asset and perform the quantitative impairment test by comparing the fair value with the carrying amount in accordance with ASC 350-30. An entity also has the option to bypass the qualitative assessment for any indefinite-lived intangible asset in any period and proceed directly to performing the quantitative impairment test. An entity will be able to resume performing the qualitative assessment in any subsequent period. The guidance is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012, with early adoption permitted. The Company does not expect the adoption of these provisions to have a significant effect on its financial statements.

In December 2011, the FASB issued the ASU 2011-12, Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05, that deferred the effective date for amendments to the presentation of reclassifications of items out of other comprehensive income. ASU 2011-12 was issued to allow the FASB time to redeliberate the presentation requirements for reclassifications out of accumulated other comprehensive income for annual and interim financial statements for public, private, and non-profit entities. During the redeliberation period, entities will continue to report reclassifications out of accumulated other comprehensive income using guidance in effect before ASU 2011-05 was issued. ASU 2011-05 is to be applied retrospectively and is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2011. The adoption of these provisions did not have a material effect on the Company's financial statements.

In May 2011, the FASB issued ASU No. 2011-04, Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. The guidance in ASU 2011-04 changes the wording used to describe the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements, including clarification of the FASB's intent about the application of existing fair value and disclosure requirements and changing a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. The amendments in this ASU should be applied prospectively and are effective for interim and annual periods beginning after December 15, 2011. Early adoption by public entities is not permitted. The adoption of this guidance did not have a material impact on the Company's financial position or results of operations.

Other Recently Issued, but Not Yet Effective Accounting Pronouncements

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying consolidated financial statements.

Note 3 – Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business .

As reflected in the accompanying consolidated financial statements, the Company has an accumulated deficit at December 31, 2012, a net loss and net cash used in operating activities for the year then ended, respectively. These factors raise substantial doubt about the Company's ability to continue as a going concern.

The ability of the Company to continue its operations is dependent on Management's plans, which include the raising of capital through debt and/or equity markets with some additional funding from other traditional financing sources, including term notes, until such time that funds provided by operations are sufficient to fund working capital requirements. The Company may need to incur additional liabilities with certain related parties to sustain the Company's existence.

The Company will require additional funding to finance the growth of its current and expected future operations as well as to achieve its strategic objectives. The Company believes its current available cash along with anticipated revenues may be insufficient to meet its cash needs for the near future. There can be no assurance that financing will be available in amounts or terms acceptable to the Company, if at all.

These consolidated financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 4 – Notes Payable

In March 2011, third parties loaned the Company $11,500 under demand notes. The $1,500 note has 10%, while the $10,000 note was for service and has no interest.

In March 2011, the Company issued a note for $350,000, with an interest rate of 6% per year, for property in Texas, in the county of Terrell. This note was cancelled in October 2012. (See Note 5)

In December 2011, third parties loaned the Company $5,600 under a demand note bearing interest at 10%.

	December 31, 2012	December 31, 2011
In March 2011, third parties loaned the Company $11,500 under demand notes. The $1,500 note has 10%, while the $10,000 note was for service and has no interest.	$ 11,500	$ 11,500
In March 2011, the Company issued a note for $350,000, with an interest rate of 6% per year, for property in Texas, in the county of Terrell. This note was cancelled in October 2012. (See Note 5)		350,000
In December 2011, third parties loaned the Company $5,600 under a demand note bearing interest at 10%.	5,600	5,600
Total	17,100	367,100

These notes are unsecured.

Note 5 – Investment Property

The Company in March of 2011, invested in property rights in Sanderson, Texas. The property involved has a property description of Survey 31, Abstract 413 Certificate #1838 Block A-Z in the State of Texas, County of Terrell, City of Sanderson.

In October 2012, the Company signed a Cancellation of Security Agreement and Promissory Note with the note holder, in which the parties agree the STL Marketing Group owes nothing at time of cancellation or in the future. This agreement and promissory note was cancelled in conjunction and prior to the merger with Versant.

See Note 4.

Note 6 – Liabilities to be Settled in Stock

In March of 2008, the Company entered into an asset purchase agreement to purchase certain tangible and intangible assets for $65,000 in STLK common stock. As of December 31, 2012 and 2011, a liability totaling $43,333 exists related to these unissued shares.

In August 2012, the Company executed a consulting agreement with a third party to provide various services. Under the terms of the agreement, the consultant will be paid $10,000 per month for 6 months in the form of free trading shares. The share total is computed as follows:

- Earned compensation will accrue interest at 6%; and
- Accrued compensation will be convertible at a discount of 70% to market, based upon the average of the lowest 3 closing bid prices of the 20 days preceding any conversion

At December 31, 2012, the Company had recorded an accrual for $45,000. As of the date of the accompanying report, the entire $60,000 had been accrued, yet remains outstanding and available to be converted.

Note 7 – Convertible Notes Payable

(A) Convertible Notes Payable

At December 31, 2012 and December 31, 2011, convertible debt consisted of the following:

	Year ended December 31, 2012	Year ended December 31, 2011
Convertible into 50% of the average of the lowest three closing prices during the 20 trading day? immediately preceding conversion	**$ 190,000**	**$ 190,000**
Convertible into 50% of the five day average closing bid prices immediately preceding conversion	50,000	50,000
Convertible into 10% of the average of the lowest three closing prices during the 20 trading days immediately preceding conversion	40,000	40,000
Convertible into 75% of the average of the lowest three closing prices during the 20 trading days immediately preceding conversion	25,000	25,000
Convertible into 50% of the average of the lowest three closing prices during the 10 trading days immediately preceding conversion	52,000	-
	$ 357,000	$ 305,000

The debt holders are entitled, at their option, to convert all or part of the principal and accrued interest into shares of the Company's common stock at conversion prices and terms discussed above. The Company classifies embedded conversion features in these notes as a derivative liability due to the discount to market feature which could require a settlement in shares that cannot be determined until such conversions occur. The Company may not be able to determine if sufficient authorized shares exist in connection with contemplated conversions, which requires liability classification.

Convertible debt consisted of the following activity and terms:

			Interest Rate	Maturity
Convertible Debt Balance as of December 31, 2010	$	305,000	6% - 10%	Due on Demand (in Default)
Borrowings during the year December 31, 2011		-		
Convertible Debt Balance as of December 31, 2011		305,000		
Borrowings during the year December 31, 2012		52,000	8%	July 1,2013-July 29, 2013
Convertible Debt Balance as of December 31, 2012		357,000		
Debt Discount		(39,471)		
Convertible Debt Balance as of December 31, 2012 - net	$	317,529		

(B) Debt Discount

During the year ended December 31, 2012 and 2011, the Company recorded debt discounts totaling $52,000 and $0, respectively.

The debt discount recorded in 2012 pertains to convertible debt that contains embedded conversion options that are required to bifurcated and reported at fair value.

The Company amortized $12,529 in 2012 to interest expense.

		December 31, 2012		December 31, 2011
Debt Discount	$	52,000	$	-
Amortization of debt discount		(12,529)		-
Debt discount - net	$	39,471	$	-

Note 8 – Derivative Liabilities

Derivative liability - December 31, 2010	$	780,682
Fair value mark to market adjustment for convertible instruments		3,312
Derivative liability - December 31, 2011		783,994
Fair value mark to market adjustment for convertible instruments		63,915
Fair value at the commitment date for convertible instruments		382,981
Derivative liability - December 31, 2012	$	1,230,890

The Company records debt discount to the extent of the gross proceeds raised, any excess amount is recorded as a derivative expense. The Company recorded a derivative expense of $330,981 and $0.00 for the year ended December 31, 2012 and 2011, respectively.

The fair value at the commitment and re-measurement dates for the Company's derivative liabilities were based upon the following management assumptions during 2012:

	Commitment Date	Remeasiuement Date
Expected dividends:	0%	0%
Expected volatility:	243% - 498%	212%-4S9%
Expected term:	0.54- 1 year	0.01 -0.95 year
Risk free interest rite:	0.09%-0.17%	0.02%-0.16%

The fair value at the commitment and re-measurement dates for the Company's derivative liabilities were based upon the following management assumptions as of December 31, 2011:

Expected dividends:	0%
Expected volatility:	102%
Expected term:	0.01 -0.05 year
Risk free interest rite:	0.01%

Note 9 – Related Party Transactions

(A) Due from Related Party

During the year ended December 31, 2012, the Company loaned a related party $16,706 to cover operating expenses. Subsequent to December 31, 2012, the Company entered into a share exchange with this related party. The loan is non-interest bearing, unsecured and due on demand. The balance on the loan at December 31, 2012 was $16,706. In connection with the reverse recapitalization, these amounts were eliminated.

Note 10 – Stockholders Deficit

STLK Class of Shares

The Company is authorized to issue 20,000,000 shares of preferred stock and 500,000,000 shares of common stock, each at $0.001 par value. See Note 13.

Common Stock:

Subject to the foregoing provisions, dividends may be declared on the Common Stock, and each Share of Common Stock shall entitle the holder thereof to one vote in all proceedings in which action shall be taken by stockholders of the Corporation.

Class A Preferred:

In April 2009, the Board of Directors designated 5,000,000 shares of the Company's Preferred Stock (par value $0.001) as Series A Preferred Stock with each of the Series A Preferred Stock to have a stated value of fifty cents ($0.50) per share and each share of the Series A Preferred Stock shall have the following rights and privileges:

1. Voting Rights. Each share of the Series A Preferred Stock shall have 1,000 votes per share and the holder(s) of the Series A Preferred Stock shall have the right to vote with the holders of the Company's Common Stock on all matters that are submitted to the Company's stockholders.

2. Dividend Rights. Each share of the Series A Preferred Stock shall not be entitled to any dividends, whether ordinary or liquidating that may be declared or paid by this Company.

3. Sinking Fund. No sinking fund shall be established in connection with the retirement of the Series A Preferred Stock.

4. Conversion Rights. At the option of the holder of the Series A Preferred Stock, each share of the Series A Preferred Stock may be converted into the Company's Common Stock at any time and from time to time following the first anniversary of the Issue Date of such Series A Preferred Stock at the greater of $0.10 or 50% of the five day average closing bid price immediately preceding the Conversion Date.

Class B Preferred:

Series B Preferred Stock has 2,000,000 shares authorized and issued, with a $0.001 par value, with each share of the Series B Preferred Stock to have the following rights and privileges:

1. Voting Rights. Each share of the Series B Preferred Stock shall have no voting rights per share.

2. Dividend Rights. Each share of the Series B Preferred Stock shall not be entitled to any dividends, whether ordinary or liquidating that may be declared or paid by this Company

3. Sinking Fund. No sinking fund shall be established in connection with the retirement of the Series B Preferred Stock.

5. Conversion Rights. The Series B Preferred Stock shall be entitled to convert into shares of the Company's Common Stock at any time following the one hundred eighty (180) calendar days from the date of issuance at a conversion price equal to 50% of the five (5) day average closing bid price of the Company's Common Stock preceding the date at which the Company receives written notice from the holder of its election to convert.

Class C Preferred:

Series C Preferred Stock has 1,000,000 shares authorized, with a $0.001 par value, with each share of the Series C Preferred Stock to have the following rights and privileges:

1. Voting Rights. Each share of the Series C Preferred Stock shall have 1,000 votes per share and the holder(s) of the Series C Preferred Stock shall have the right to vote with the holders of the Company's Common Stock on all matters that are submitted to the Company's stockholders.

2. Dividend Rights. Each share of the Series C Preferred Stock shall not be entitled to any dividends, whether ordinary or liquidating, that may be declared or paid by this Company.

3. Sinking Fund. No sinking fund shall be established in connection with the retirement of the Series C Preferred Stock.

4. Conversion Rights. The Series C Preferred Stock shall not be entitled to convert into the Company's Commons Stock or any other class or series of the Company's capital stock.

Note 11 – Income Taxes

The Company recognizes deferred tax assets and liabilities for both the expected impact of differences between the financial statements and the tax basis of assets and liabilities, and for the expected future tax benefit to be derived from tax losses and tax credit carryforwards. The Company has established a valuation allowance to reflect the likelihood of the realization of deferred tax assets.

The Company has a net operating loss carryforward for tax purposes totaling approximately $7,650,000 at December 31, 2012, expiring through 2032. U.S. Internal Revenue Code Section 382 places a limitation on the amount of taxable income that can be offset by carryforwards after a change in control (generally greater than a 50% change in ownership).

Significant deferred tax assets at December 31, 2012 and 2011 are approximately as follows:

	2012	2011
Gross deferred tax assets:		
Net operating loss carryforwards	$ 2,835,000	$ 2,800,000
Total deferred tax assets	2,835,000	2,800,000
Less: valuation allowance	(2,835,000)	(2,800,000)
Net deferred tax asset recorded	$ -	$ -

The valuation allowance at December 31, 2011 was approximately $2,800,000. The net change in valuation allowance during the year ended December 31, 2012 was an increase of approximately $35,000.

In assessing the realization of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on consideration of these items, management has determined that enough uncertainty exists relative to the realization of the deferred income tax asset balances to warrant the application of a full valuation allowance as of December 31, 2012 and 2011.

The actual tax benefit differs from the expected tax benefit for the years ended December 31, 2012 and 2011 (computed by applying the U.S. Federal Corporate tax rate of 34% to income before taxes and 4.63% for State income taxes, a blended rate of 37.06%) approximately as follows:

	2012	2011
Expected tax expense (benefit) - Federal	$ (163,000)	$ (20,000)
Expected tax expense (benefit) - State	(23,000)	(3,000)
Derivative expense	123,000	-
Change in fair value of derivative liabilities	24,000	1,000
Amortization of debt discount	4,000	
Change in valuation allowance	35,000	22,000
Actual tax expense (benefit)	$ -	$ -

The U.S. federal statute of limitations for assessment of income tax is currently open for the years ended December 31, 2009 - 2012 In certain circumstances, the U.S. federal statute of limitations can reach beyond the standard three-year period. State statutes of limitations for income tax assessments vary from state to state.

There was no income tax expense for the years ended December 31, 2012 and 2011 due to the Company's net losses.

Note 12 – Contingencies

The Company may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise that may harm its business. The Company is currently not aware of any such legal proceedings or claims that they believe will have, individually or in the aggregate, a material adverse affect on its business, financial condition or operating results.

Note 13 – Subsequent Events

The Company has evaluated all events that occurred after the balance sheet date through the date when the financial statements were available to be issued to determine if they must be reported. The Management of the Company determined that there were certain reportable subsequent events to be disclosed as followed:

Reverse Recapitalization

On February 4, 2013, the Company completed a reverse merger with Versant Corporation, a then private corporation, and Versant Corporation became the surviving corporation, in a transaction treated as a reverse recapitalization. STLK did not have any operations.

The transaction also requires a recapitalization of Versant. Since Versant acquired a controlling interest, it was deemed the accounting acquirer, while STLK was deemed the legal acquirer. The historical financial statements of the Company will be those of Versant and of the consolidated entities from the date of recapitalization and subsequent.

For financial reporting purposes; Versant became an operating subsidiary of STLK

In February 2013, the Board restructured the capital structure of STLK by amending its two classes of stock, which are Preferred Stock and Common Stock

Class A Preferred:

Authorized shares were reduced from 5,000,000 to 1,800,000 shares, with par value increasing from $0.001 to $1/share. Each share of the Series A Preferred Stock has the following rights and privileges:

1. Voting Rights. Each share of the Series A Preferred Stock shall have a one vote per share and the holder(s) of the Series A Preferred Stock shall have the right to vote with the holders of the Company's Common Stock on all matters that are submitted to the Company's stockholders.

2. Dividend Rights. Each share of the Series A Preferred Stock shall be entitled to a 10% preferred annual dividend on Par ($0.10 per share) non-cumulative on any dividends, whether ordinary or liquidating that may be declared or paid by this Company.

3. Sinking Fund. No sinking fund shall be established in connection with the retirement of the Series A Preferred Stock.

4. Conversion Rights. At the option of the holder of the Series A Preferred Stock, each share of the Series A Preferred Stock may be converted into the Company's Common Stock based upon the average trading price for the 10 trading days prior to conversion.

Class B Preferred:

Authorized shares were increased from 2,000,000 to 1,400,000,000 shares. Each share of the Series B Preferred Stock has the following rights and privileges:

1. Voting Rights. Each share of the Series B Preferred Stock shall have a 1.6 vote right per share.

2. Dividend Rights. Each share of the Series B Preferred Stock shall be entitled to any non-preferred dividends, whether ordinary or liquidating, that may be declared or paid by this Company.

3. Sinking Fund. No sinking fund shall be established in connection with the retirement of the Series B Preferred Stock.

4. Conversion Rights. The Series B Preferred Stock shall not be entitled to convert into shares of the Company's Common Stock at anytime.

5. Restricted. Series B Preferred Stock shall be restricted from being traded publicly, sold in part, transferred, encumbered or otherwise put at risk. The stock may be sold only if 100% of the Company is sold to a qualified party that can maintain the legal requirements for renewable energy generation in Costa Rica or if the laws in Costa Rica change allowing this block to be released.

Class C Preferred:

Authorized shares were reduced from 1,000,000 to 125,000 shares. Each share of the Series C Preferred Stock has the following rights and privileges:

1. Voting Rights. Each share of the Series C Preferred Stock shall have no voting rights.

2. Dividend Rights. Each share of the Series C Preferred Stock shall not be entitled to any dividends, whether ordinary or liquidating, that may be declared or paid by this Company.

3. Sinking Fund. No sinking fund shall be established in connection with the retirement of the Series C Preferred Stock.

4. Conversion Rights. At the option of the holder of the Series C Preferred Stock, each share of the Series C Preferred Stock may be converted into the Company's Common Stock at a 50% discount to the average of the lowest three (3) trading prices daily volume weighted average prices in the ten trading days immediately prior to the date upon which the convertible preferred stock is converted.

Common Stock:

Authorized shares of common stock were increased from 500,000,000 to 2,600,000,000 shares. Subject to the foregoing provisions, dividends may be declared on the Common Stock, and each Share of Common Stock shall entitle the holder thereof to one vote in all proceedings in which action shall be taken by stockholders of the Corporation.

Versant Corporation

December 31, 2012 and 2011
(Audited)
Index to the Consolidated Financial Statements

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Versant Corporation

We have audited the accompanying consolidated balance sheets of Versant Corporation as of December 31, 2012 and 2011, and the related statements of operations, stockholders' deficit, and cash flows for each year then ended and for the period April 8, 2010 (Date of Inception) through December 31, 2012. Versant Corporation's management is responsible for these financial statements. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Versant Corporation as of December 31, 2012 and 2011, and the results of its operations and its cash flows for the years then ended and for the period April 8, 2010 (Date of Inception) through December 31, 2012 in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As more fully discussed in Note 3 to the financial statements, the Company is in the development stage, has an accumulated deficit, has incurred losses since inception and the Company is dependent raising additional capital to meet its future business plans. These conditions raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Rosenberg Rich Baker Berman & Company

Somerset, NJ
July 29, 2013

Versant Corporation
(A Development Stage Company)
Consolidated Balance Sheets

	December 31, 2012	December 31, 2011
Assets		
Current Assets		
Cash	$ 185	$ 26,960
Prepaid expenses	399	349
Total Current Assets	584	27,309
Property and Equipment, net	10,060	12,958
Other Assets		
Deposit for acquisition of STLK	25,000	-
Due from Aldesa, net of allowance	-	-
Land lease, net	-	130,275
Security deposits	4,533	4,533
Total Other Assets	29,533	134,808
Total Assets	**$ 40,177**	**$ 175,075**
Liabilities and Stockholders' Deficit		
Current Liabilities:		
Accounts payable and accrued liabilities	$ 380,367	$ 94,642
Accounts payable - related party	200,759	38,284
Due to related party	16,706	-
Notes payable	50,000	50,000
Notes payable - related party	76,874	49,329
Total Current Liabilities	724,706	232,255
Commitments and Contingencies		
Stockholders' Deficit		
Preferred stock		
Class A voting, $1.00 par value; 1,800,000 shares authorized; 1,800,000 shares issued and outstanding	1,800,000	1,800,000
Common stock		
Class B voting, $0.01 par value; 10,000,000 shares authorized; 200,003 shares issued and outstanding	2,000	2,000
Class X voting, $0.01 par value; 6,000,000 shares authorized; 6,000,000 shares issued and outstanding	60,000	60,000
Additional paid in capital, preferred stock	(232,000)	(232,000)
Discount on preferred stock	(1,067,999)	(1,067,999)
Additional paid in capital, common stock	387,000	387,000
Discount on common stock	(59,000)	(59,000)
Deficit accumulated during the development stage	(1,574,530)	(947,181)
Total Stockholders' Deficit	(684,529)	(57,180)
Total Liabilities and Stockholders' Deficit	**$ 40,177**	**$ 175,075**

See accompanying notes to the consolidated financial statements

Versant Corporation
(A Development Stage Company)
Consolidated Statements of Operations

	For the Year Ended December 31, 2012	For the Year Ended December 31, 2011	For the Period April 8, 2010 (Date of Inception) to December 31, 2012
Revenues	$ -	$ -	$ -
Cost of revenues	-	-	-
Gross profit	-	-	-
Operating expenses			
Compensation	274,696	289,505	564,201
Professional fees	205,840	283,941	717,130
Selling, general and administrative	81,238	108,254	227,349
Total operating expenses	561,774	681,700	1,508,680
Loss from operations	(561,774)	(681,700)	(1,508,680)
Other income (expense):			
Interest expense	(6,850)	(275)	(7,125)
Loss on abandonment of land lease	(58,725)	-	(58,725)
Other income (expense) - net	(65,575)	(275)	(65,850)
Loss before income tax provision	(627,349)	(681,975)	(1,574,530)
Income tax provision	-	-	-
Net loss	**$ (627,349)**	**$ (681,975)**	**$ (1,574,530)**
Net loss per common share - basic and diluted	$ (0.10)	$ (0.13)	
Weighted average common shares outstanding -basic and diluted	6,200,003	5,294,440	

See accompanying notes to the consolidated financial statements

Versant Corporation
(A Development Stage Company)
Consolidated Statement of Stockholders' Deficit
For the Period April 8, 2010 (Date of Inception) through December 31, 2012

	Preferred Stock, Class A Par Value $1.00				Common Stock, Class B Par Value $0.01		Commo Stock, Class X Par Value $0.01					
	Shares	Amount	Additional Paid-In Capital, Preferred Stock	Discount on Preferred Stock	Shares	Amount	Shares	Amount	Additional Paid-In Capital, Common Stock	Discount on Common Stock	Deficit Accumulated During the Development Stage	Total Stockholders' Deficit
Balance, April 8, 2010	-	$ -	$ -	$ -	-	$ -	-	$ -	$ -	$ -	$ -	$ -
Common stock issued for services	-	-	-	-	-	-	1,000	1,000	-	-	-	1,000
Common stock issued for services	-	-	-	-	3	-	-	-	219,000	-		219,000
Net loss	-	-	-	-	-	-	-	-	-	-	(265,206)	(265,206)
Balance, December 31, 2010	-	-	-	-	3	-	1,000	1,000	219,000	-	(265,206)	(45,206)
Common stock cancelled	-	-	-	-	-	-	(1,000)	(1,000)	-	-	-	(1,000)
Common stock reissued	-	-	-	-	-	-	6,000,000	60,000	-	(59,000)	-	1,000
Preferred stock issued for cash	1,800,000	1,800,000	-	(1,067,999)	-	-	-	-	-	-	-	732,001
Stock issuance costs, preferred stock	-	-	(232,000)	-	-	-	-	-	-	-	-	(232,000)
Common stock issued for cash	-	-	-	-	200,000	2,000	-	-	198,000	-	-	200,000
Stock issuance costs, common stock	-	-	-	-	-	-	-	-	(30,000)	-	-	(30,000)
Net loss											(681,975)	(681,975)
Balance, December 31, 2011	1,800,000	1,800,000	(232,000)	(1,067,999)	200,003	2,000	6,000,000	60,000	387,000	(59,000)	(947,181)	(57,180)
Net loss	-	-	-	-	-	-	-	-	-	-	(627,349)	(627,349)
Balance, December 31, 2012	1,800,000	$ 1,800,000	$ (232,000)	$ (1,067,999)	200,003	$ 2,000	6,000,000	$ 60,000	$ 387,000	$ (59,000)	$ (1,574,530)	$ (684,529)

See accompanying notes to the consolidated financial statements

Versant Corporation
(A Development Stage Company)
Consolidated Statements of Cash Flows

	For the Year Ended December 31, 2012	For the Year Ended December 31, 2011	For the Period April 8, 2010 (Date of Inception) to December 31, 2012
Cash Flows From Operating Activities:			
Net loss	$ (627,349)	$ (681,975)	$ (1,574,530)
Adjustments to reconcile net loss to net cash used in operating activities			
Depreciation and amortization	6,948	6,664	13,682
Stock based compensation	-	-	220,000
Loss on abandonment of land lease	58,725	-	58,725
Changes in operating assets and liabilities:			
Prepaid expenses	(50)	(125)	(399)
Security deposits	-	(3,398)	(4,533)
Accounts payable and accrued liabilities	285,725	87,385	380,367
Accounts payable - related party	162,475	24,534	200,759
Net Cash Used in Operating Activities	(113,526)	(566,915)	(705,929)
Cash Flows From Investing Activities:			
Net proceeds from disposition of land lease	67,500	-	67,500
Cash payment for land lease	-	(67,500)	(135,000)
Purchase of property and equipment	-	(12,461)	(14,967)
Deposit for acquisition of STLK	(25,000)	-	(25,000)
Net Cash Provided by (Used in) Investing Activities	42,500	(79,961)	(107,467)
Cash Flows From Financing Activities:			
Proceeds from notes	-	-	50,000
Proceeds from related party notes	35,478	13,500	95,428
Repayment of related party notes	(7,933)	(10,296)	(18,554)
Proceeds from related party loans	16,706	-	16,706
Proceeds from issuance of preferred stock	-	732,001	732,001
Stock issuance costs, preferred stock	-	(232,000)	(232,000)
Proceeds from issuance of common stock	-	200,000	200,000
Stock issuance costs, common stock	-	(30,000)	(30,000)
Net Cash Provided by (Used in) Financing Activities	44,251	673,205	813,581
Net change in cash	(26,775)	26,329	185
Cash at beginning of period	26,960	631	-
Cash at end of period	**$ 185**	**$ 26,960**	**$ 185**
Supplemental disclosures of cash flow information:			
Interest paid	$ 2,238	$ 275	$ 2,513
Income tax paid	$ -	$ -	$ -
Supplemental disclosure of non-cash investing and financing activities:			

See accompanying notes to the consolidated financial statements

Note 1 – Organization and Operations

Versant Corporation

Versant Corporation ("Versant" or the "Company") was incorporated under the laws of the State of Delaware on April 8, 2010. The Company operates as a domestic holding company. Together, with its subsidiaries described below, the Company is a renewable energy company whose primary focus is to develop and operate renewable energy projects. Its first stage of development is focused on wind energy facilities in Costa Rica.

See Note 14 for reverse recapitalization and change in control transaction.

Note 2 – Summary of Significant Accounting Policies

Basis of Presentation

The Company's consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Principles of Consolidation

The Company's consolidated subsidiaries and/or entities are as follows:

Name of consolidated subsidiary or entity	State or other jurisdiction of incorporation or organization	Date of incorporation or formation (date of acquisition, if applicable)	Attributable interest
Energia Renovable Versant SRL (ER) (1)	Costa Rica	May, 2010	100%
V Tres Los Inocentes SRL (V3) (2)	Costa Rica	October, 2010	100%

(1) ER was incorporated to establish renewable energy wind parks in Costa Rica. ER is the sole stockholder of V3.
(2) V3 was incorporated to build and operate the first energy development on the Los Inocentes site. In April 2013, the name V Tres Los Inocentes SRL was changed to V Tres Bache SRL.

The consolidated financial statements include all accounts of the Company and consolidated subsidiaries and/or entities as of December 31, 2012 and 2011 and for the Period April 8, 2010 through December 31, 2012.

All inter-company balances and transactions have been eliminated.

Use of Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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.

The Company's significant estimates and assumptions include the fair value of financial instruments; the carrying value, recoverability and impairment, if any, of long-lived assets; interest rate, income tax rate, income tax provision and valuation allowance of deferred tax assets; and the assumption that the Company will continue as a going concern. Those significant accounting estimates or assumptions bear the risk of change due to the fact that there are uncertainties attached to those estimates or assumptions, and certain estimates or assumptions are difficult to measure or value.

Management bases its estimates on historical experience and on various assumptions that are believed to be reasonable in relation to the financial statements taken as a whole under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

Management regularly evaluates the key factors and assumptions used to develop the estimates utilizing currently available information, changes in facts and circumstances, historical experience and reasonable assumptions. After such evaluations, if deemed appropriate, those estimates are adjusted accordingly.

Actual results could differ from those estimates.

Fair Value of Financial Instruments

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and has adopted paragraph 820-10-35-37 of the FASB Accounting Standards Codification ("Paragraph 820-10-35-37") to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The three (3) levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1 Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2 Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3 Pricing inputs that are generally unobservable inputs and not corroborated by market data.

Financial assets are considered Level 3 when their fair values are determined using pricing models, discounted cash flow methodologies or similar techniques and at least one significant model assumption or input is unobservable.

The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. If the inputs used to measure the financial assets and liabilities fall within more than one level described above, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

The carrying amounts of the Company's financial assets and liabilities, such as cash, prepaid expense, other receivables, accounts payable and accrued liabilities, approximate their fair values because of the short maturity of these instruments.

Transactions involving related parties cannot be presumed to be carried out on an arm's-length basis, as the requisite conditions of competitive, free-market dealings may not exist. Representations about transactions with related parties, if made, shall not imply that the related party transactions were consummated on terms equivalent to those that prevail in arm's-length transactions unless such representations can be substantiated.

Carrying Value, Recoverability and Impairment of Long-Lived Assets

The Company has adopted paragraph 360-10-35-17 of the FASB Accounting Standards Codification for its long-lived assets. The Company's long-lived assets, which include property and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an 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. When 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.

The Company considers the following to be some examples of important indicators that may trigger an impairment review: (i) significant under-performance or losses of assets relative to expected historical or projected future operating results; (ii) significant changes in the manner or use of assets or in the Company's overall strategy with respect to the manner or use of the acquired assets or changes in the Company's overall business strategy; (iii) significant negative industry or economic trends; (iv) increased competitive pressures; (v) a significant decline in the Company's stock price for a sustained period of time; and (vi) regulatory changes. The Company evaluates acquired assets for potential impairment indicators at least annually and more frequently upon the occurrence of such events.

The key assumptions used in management's estimates of projected cash flow deal largely with forecasts of sales levels, gross margins, and operating costs of the manufacturing facilities. These forecasts are typically based on historical trends and take into account recent developments as well as management's plans and intentions. Any difficulty in manufacturing or sourcing raw materials on a cost effective basis would significantly impact the projected future cash flows of the Company's manufacturing facilities and potentially lead to an impairment charge for long-lived assets. Other factors, such as increased competition or a decrease in the desirability of the Company's products, could lead to lower projected sales levels, which would adversely impact cash flows. A significant change in cash flows in the future could result in an impairment of long lived assets.

The impairment charges, if any, is included in operating expenses in the accompanying statements of operations. The Company has not recorded any impairment charges during the years ended December 31, 2012 and 2011 or the period April 8, 2010 (inception) to December 31, 2012.

Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less at the time of purchase to be cash equivalents.

Property and Equipment

Property and equipment is recorded at cost. Expenditures for major additions and betterments are capitalized. Maintenance and repairs are charged to operations as incurred. Depreciation of property and equipment is computed by the straight-line method (after taking into account their respective estimated residual values) over the assets estimated useful life. Upon sale or retirement of furniture and equipment, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in statements of operations.

Leasehold improvements, if any, are amortized on a straight-line basis over the term of the lease or the estimated useful lives, whichever is shorter.

Leases

Lease agreements are evaluated to determine whether they are capital leases or operating leases in accordance with paragraph 840-10-25-1 of the FASB Accounting Standards Codification ("Paragraph 840-10-25-1"). When substantially all of the risks and benefits of property ownership have been transferred to the Company, as determined by the test criteria in Paragraph 840-10-25-1, the lease then qualifies as a capital lease. Capital lease assets are depreciated on a straight line method, over the capital lease assets estimated useful lives consistent with the Company's normal depreciation policy for tangible fixed assets. Interest charges are expensed over the period of the lease in relation to the carrying value of the capital lease obligation .

Rent expense for operating leases, which may include free rent or fixed escalation amounts in addition to minimum lease payments, is recognized on a straight-line basis over the duration of each lease term.

Research and Development

Research and development is expensed as incurred.

Advertising Costs

Advertising costs are expensed as incurred.

Related Parties

The Company follows subtopic 850-10 of the FASB Accounting Standards Codification for the identification of related parties and disclosure of related party transactions.

Pursuant to Section 850-10-20 the related parties include a. affiliates of the Company; b. entities for which investments in their equity securities would be required, absent the election of the fair value option under the Fair Value Option Subsection of Section 825–10–15, to be accounted for by the equity method by the investing entity; c. trusts for the benefit of employees, such as pension and profit-sharing trusts that are managed by or under the trusteeship of management; d. principal owners of the Company; e. management of the Company; f. other parties with which the Company may deal if one party controls or can significantly influence the management or operating policies of the other to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests; and g. other parties that can significantly influence the management or operating policies of the transacting parties or that have an ownership interest in one of the transacting parties and can significantly influence the other to an extent that one or more of the transacting parties might be prevented from fully pursuing its own separate interests.

The financial statements shall include disclosures of material related party transactions, other than compensation arrangements, expense allowances, and other similar items in the ordinary course of business. However, disclosure of transactions that are eliminated in the preparation of consolidated or combined financial statements is not required in those statements. The disclosures shall include: a. the nature of the relationships involved; b. a description of the transactions, including transactions to which no amounts or nominal amounts were ascribed, for each of the periods for which income statements are presented, and such other information deemed necessary to an understanding of the effects of the transactions on the financial statements; c. the dollar amounts of transactions for each of the periods for which income statements are presented and the effects of any change in the method of establishing the terms from that used in the preceding period; and d. amounts due from or to related parties as of the date of each balance sheet presented and, if not otherwise apparent, the terms and manner of settlement.

Commitment and Contingencies

The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company’s consolidated financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed. Management does not believe, based upon information available at this time, that these matters will have a material adverse effect on the Company’s consolidated financial position, results of operations or cash flows. However, there is no assurance that such matters will not materially and adversely affect the Company’s business, financial position, and results of operations or cash flows.

Revenue Recognition

The Company follows paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company will recognize revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured.

The Company is currently in the development stage and has not generated any revenue.

Stock-Based Compensation for Obtaining Employee Services

The Company accounts for its stock based compensation in which the Company obtains employee services in share-based payment transactions under the recognition and measurement principles of the fair value recognition provisions of section 718-10-30 of the FASB Accounting Standards Codification. Pursuant to paragraph 718-10-30-6 of the FASB Accounting Standards Codification, all transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The measurement date used to determine the fair value of the equity instrument issued is the earlier of the date on which the performance is complete or the date on which it is probable that performance will occur. If the Company is a newly formed corporation or shares of the Company are thinly traded the use of share prices established in the Company’s most recent private placement memorandum (“PPM”), or weekly or monthly price observations would generally be more appropriate than the use of daily price observations as such shares could be artificially inflated due to a larger spread between the bid and asked quotes and lack of consistent trading in the market.

Equity Instruments Issued to Parties Other Than Employees for Acquiring Goods or Services

The Company accounts for equity instruments issued to parties other than employees for acquiring goods or services under guidance of Sub-topic 505-50 of the FASB Accounting Standards Codification ("Sub-topic 505-50").

Pursuant to ASC Section 505-50-30, all transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The measurement date used to determine the fair value of the equity instrument issued is the earlier of the date on which the performance is complete or the date on which it is probable that performance will occur. If the Company is a newly formed corporation or shares of the Company are thinly traded the use of share prices established in the Company's most recent private placement memorandum ("PPM"), or weekly or monthly price observations would generally be more appropriate than the use of daily price observations as such shares could be artificially inflated due to a larger spread between the bid and asked quotes and lack of consistent trading in the market.

Pursuant to ASC paragraph 505-50-25-7, if fully vested, non-forfeitable equity instruments are issued at the date the grantor and grantee enter into an agreement for goods or services (no specific performance is required by the grantee to retain those equity instruments), then, because of the elimination of any obligation on the part of the counterparty to earn the equity instruments, a measurement date has been reached. A grantor shall recognize the equity instruments when they are issued (in most cases, when the agreement is entered into). Whether the corresponding cost is an immediate expense or a prepaid asset (or whether the debit should be characterized as contra-equity under the requirements of paragraph 505-50-45-1) depends on the specific facts and circumstances. Pursuant to ASC paragraph 505-50-45-1, a grantor may conclude that an asset (other than a note or a receivable) has been received in return for fully vested, non-forfeitable equity instruments that are issued at the date the grantor and grantee enter into an agreement for goods or services (and no specific performance is required by the grantee in order to retain those equity instruments). Such an asset shall not be displayed as contra-equity by the grantor of the equity instruments. The transferability (or lack thereof) of the equity instruments shall not affect the balance sheet display of the asset. This guidance is limited to transactions in which equity instruments are transferred to other than employees in exchange for goods or services. Section 505-50-30 provides guidance on the determination of the measurement date for transactions that are within the scope of this Subtopic.

Pursuant to Paragraphs 505-50-25-8 and 505-50-25-9, an entity may grant fully vested, non-forfeitable equity instruments that are exercisable by the grantee only after a specified period of time if the terms of the agreement provide for earlier exercisability if the grantee achieves specified performance conditions. Any measured cost of the transaction shall be recognized in the same period(s) and in the same manner as if the entity had paid cash for the goods or services or used cash rebates as a sales discount instead of paying with, or using, the equity instruments. A recognized asset, expense, or sales discount shall not be reversed if a share option and similar instrument that the counterparty has the right to exercise expires unexercised.

Income Tax Provision

The Company accounts for income taxes under Section 740-10-30 of the FASB Accounting Standards Codification, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Consolidated Statements of Income and Comprehensive Income in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification ("Section 740-10-25"). Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty (50) percent likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures.

The estimated future tax effects of temporary differences between the tax basis of assets and liabilities are reported in the accompanying consolidated balance sheets, as well as tax credit carry-backs and carry-forwards. The Company periodically reviews the recoverability of deferred tax assets recorded on its consolidated balance sheets and provides valuation allowances as management deems necessary.

Management makes judgments as to the interpretation of the tax laws that might be challenged upon an audit and cause changes to previous estimates of tax liability. In addition, the Company operates within multiple taxing jurisdictions and is subject to audit in these jurisdictions. In management's opinion, adequate provisions for income taxes have been made for all years. If actual taxable income by tax jurisdiction varies from estimates, additional allowances or reversals of reserves may be necessary.

Uncertain Tax Positions

The Company did not take any uncertain tax positions and had no adjustments to its income tax liabilities or benefits pursuant to the provisions of Section 740-10-25 for the fiscal year ended December 31, 2012 or 2011. The Company believes that all prior periods are still subject to examination by tax authorities.

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 to reflect the potential dilution that could occur from common shares issuable through contingent share arrangements, stock options and warrants.

Diluted earnings per share are the same as basic earnings per share due to the lack of dilutive items in the Company.

Recently Issued Accounting Pronouncements

In February 2013, the FASB issued Accounting Standards Update ("ASU") 2013-02, Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income, an amendment to FASB ASC Topic 220. The update requires disclosure of amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present either on the face of the statement of operations or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required to be reclassified to net income in its entirety in the same reporting period. For amounts not reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures that provide additional detail about those amounts. This ASU is effective prospectively for the Company fiscal years, and interim periods within those years beginning after December 15, 2012. The Company will comply with the disclosure requirements of this ASU for the quarter ending March 31, 2013. The Company does not expect the impact of adopting this ASU to be material to the Company's financial position, results of operations or cash flows.

In January 2013, the FASB issued ASU 2013-01 which clarifies which instruments and transactions are subject to the offsetting disclosure requirements established by ASU 2011-11. The new ASU addresses preparer concerns that the scope of the disclosure requirements under ASU 2011-11 was overly broad and imposed unintended costs that were not commensurate with estimated benefits to the financial statement users. In choosing to narrow the scope of the offsetting disclosures, the Board determined that it could make them more operable and cost effective for preparers while still giving financial statement users sufficient information to analyze the most significant presentation differences between financial statements prepared in accordance with U.S. GAAP and those prepared under International Financial Reporting Standards (IFRS). ASU 2013-01 is effective for all entities (public and private) for the fiscal years beginning on or after January 1, 2013, and interim periods within. Retrospective application is required for any period presented that begins before the entity's initial application of the new requirements. The Company does not expect the adoption of this ASU will have a material impact on it consolidate financial statements.

In July 2012, the FASB issued the ASU 2012-02, Intangibles-Goodwill and Other: Testing Indefinite-Lived Intangible Assets for Impairment that allows entities to have the option first to assess qualitative factors to determine whether the existence of events and circumstances indicates that it is more likely than not that the indefinite-lived intangible asset is impaired. If, after assessing the totality of events and circumstances, an entity concludes that it is not more likely than not that the indefinite-lived intangible asset is impaired, then the entity is not required to take further action to determine the fair value of the indefinite-lived intangible asset and perform the quantitative impairment test by comparing the fair value with the carrying amount in accordance with ASC 350-30. An entity also has the option to bypass the qualitative assessment for any indefinite-lived intangible asset in any period and proceed directly to performing the quantitative impairment test. An entity will be able to resume performing the qualitative assessment in any subsequent period. The guidance is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012, with early adoption permitted. The Company does not expect the adoption of these provisions to have a significant effect on its financial statements.

In December 2011, the FASB issued the ASU 2011-12, Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05, that deferred the effective date for amendments to the presentation of reclassifications of items out of other comprehensive income. ASU 2011-12 was issued to allow the FASB time to redeliberate the presentation requirements for reclassifications out of accumulated other comprehensive income for annual and interim financial statements for public, private, and non-profit entities. During the redeliberation period, entities will continue to report reclassifications out of accumulated other comprehensive income using guidance in effect before ASU 2011-05 was issued. ASU 2011-05 is to be applied retrospectively and is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2011. The adoption of these provisions did not have a material effect on the Company's financial statements.

In May 2011, the FASB issued ASU No. 2011-04, Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. The guidance in ASU 2011-04 changes the wording used to describe the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements, including clarification of the FASB's intent about the application of existing fair value and disclosure requirements and changing a particular principle or requirement for measuring fair value or for disclosing information about fair value measurements. The amendments in this ASU should be applied prospectively and are effective for interim and annual periods beginning after December 15, 2011. Early adoption by public entities is not permitted. The adoption of this guidance is not expected to have a material impact on the Company's financial position or results of operations.

Other Recently Issued, but Not Yet Effective Accounting Pronouncements

Management does not believe that any other recently issued, but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying consolidated financial statements.

Note 3 – Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business .

As reflected in the accompanying consolidated financial statements, the Company is in the development stage, has an accumulated deficit at December 31, 2012, a net loss and net cash used in operating activities for the year then ended, respectively. These factors raise substantial doubt about the Company's ability to continue as a going concern.

The ability of the Company to continue its operations is dependent on Management's plans, which include the raising of capital through debt and/or equity markets with some additional funding from other traditional financing sources, including term notes, until such time that funds provided by operations are sufficient to fund working capital requirements. The Company may need to incur additional liabilities with certain related parties to sustain the Company's existence.

The Company will require additional funding to finance the growth of its current and expected future operations as well as to achieve its strategic objectives. The Company believes its current available cash along with anticipated revenues may be insufficient to meet its cash needs for the near future. There can be no assurance that financing will be available in amounts or terms acceptable to the Company, if at all.

These consolidated financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 4 – Property and Equipment

	December 31, 2012	December 31, 2011
Property and equipment are as follows:		
Furniture and fixtures	$ 4,909	$ 4,909
Machinery and equipment	7,551	7,551
Leasehold improvements	2,507	2,507
	14,967	14,967
Accumulated depreciation and amortization	(4,907)	(2,009)
Property and equipment - net	$ 10,060	$ 12,958

Depreciation expense for the years ended December 31, 2012 and 2011 and for the period April 8, 2010 (inception) through December 31, 2012 was $2,898,$1,939 and $4,907, respectively.

Note 5 – Intangible Assets

Intangible assets were comprised of the following at December 31, 2012 and 2011:

	December 31, 2012	December 31, 2011
Land lease	$ -	$ 135,000
Accumulated amortization	-	(4,725)
Land lease, net	$ -	$ 130,275

On November 4, 2010 the Company entered into an agreement with TV S.A. to develop land for a wind farm. The Company made two payments totaling $135k for property rights. The payments for the property rights were being amortized over the life of the agreement, which was 25 years. On September 4, 2012, the agreement was cancelled and Versant received 50% of its initial deposit back. The Company had recorded amortization of the land rights totaling $8,775. In September 2012, the Company recorded a loss on settlement of $58,725, for the difference between the net book value remaining on the property rights and the cash received.

Amortization expense related to the intangibles with finite lives totaled $4,050, $4,725and $8,775 for the years ended December 31, 2012 and 2011 and for the period April 8, 2010 (inception) through December 31, 2012, respectively and was included in selling, general and administrative expenses in the consolidated statement of operations.

Note 6 – Due From Investment Bank

In April 2011, the Company engaged a Costa Rican investment bank, as its exclusive agent for private equity placement. During 2012 the Company entered into a dispute with the investment bank. The Company contends that the investment bank retained more than the fee allowed by the contract on the sale of equity securities (the "Closings") that took place during the period April 2011 through December 2011. At December 31, 2012, the Company believes they are owed $195,400 from the investment bank relating to excess fees withheld from the Closings. Due to the uncertainty surrounding the recoverability of the funds from the investment bank the company has recorded an allowance of $195,400 against the receivable. This amount has been recorded as stock issuance costs, preferred stock in the statement of stockholders equity. If the company wins the dispute and actually recovers the funds it will be recorded to additional paid in capital.

Note 7 – Notes Payable

In October 2010 the Company executed a promissory note in the principal amount of $50,000.

The note had the following terms:

- Maturing on January 15, 2011
- Non-interest bearing
- Unsecured

The Company is currently in default on this note.

Debt under this obligation at December 31, 2012 and 2011 is as follows:

	December 31, 2012		December 31, 2011	
Notes payable	$	50,000	$	50,000
Less: Current maturities		(50,000)		(50,000)
Notes payable, net of Current maturities	$	-	$	-

Note 8 – Related Party Transactions

(A) Accounts Payable – Related Party

As of December 31, 2012 and 2011 the Company had accounts payable due to board members and companies owned by board members of $200,759 and $38,284. During the period April 8, 2010 through December 31, 2012, management and board members have been loaning money to the Company, paying expenses on behalf of the Company and deferring consulting fees.

(B) Related Party Consulting Services

The Company incurred consulting expenses to a company that is owned by a board member in the amounts of $150,000, $150,000 and $300,000, during the years ended December 31, 2012 and 2011 and for the period April 8, 2010 through December 31, 2012 respectively.

(C) Deposit for acquisition of Related Party

The Company paid $25,000 as a deposit for the acquisition of STL Marketing Group, Inc. ("STLK"). In February 2013, the Company completed the merger with STLK. See Note 14.

(D) Due to Related Party

During the year ended December 31, 2012, the Company loaned a related party $16,706 to cover operating expenses. Subsequent to December 31, 2012, the Company entered into a share exchange with this related party. The loan is non-interest bearing and unsecured. The balance on the loan at December 31, 2012 was $16,706.

(E) Notes Payable – Related Parties

During the period October 1, 2010 to December 31, 2012, the Company executed various promissory notes to related parties in the aggregate principal amount of $95,428.

The notes had the following range of terms:

- Maturing in3 months to 1 year;
- Non-interest bearing
- Unsecured
- Default interest rate at 6%, per annum;

During 2012 and 2011, the Company repaid $7,933 and $10,296, respectively leaving a balance of $76,874 and $49,329 at December 31, 2012 and 2011, respectively

The Company is currently in default on several of these notes.

Debt under these obligations at December 31, 2012 and 2011 is as follows:

	December 31, 2012		December 31, 2011	
Notes payable	$	76,874	$	49,329
Less: Current maturities		(76,874)		(49,329)
Notes payable, net of Current maturities	$	-	$	-

Note 9 – Retirement Plan

401(k)

The Company provided a 401(k) employee savings and retirement plan (the "Plan"). The Plan covered all employees who have completed six months of consecutive service with 160 hours monthly or have completed one year of service. The Company matched 100 percent of a participant's elective deferrals that do not exceed 3 percent of the participant's compensation, plus 50 percent of the participant's elective deferrals that exceed 3 percent of the participant's compensation, but do not exceed 5 percent of the participant's compensation. Total contributions by the Company to the Plan were $4,650, $7,699, and $12,349 for the years ended December 31, 2012 and 2011 and for the period April 8, 2010 (inception) through December 31, 2012, respectively.

Note 10 – Foreign Operations

Costa Rica

Operations outside the U.S. include subsidiaries in Costa Rica. Foreign operations are subject to risks inherent in operating under different legal systems and various political and economic environments. Among the risks are changes in existing tax laws, possible limitations on foreign investment and income repatriation, government price or foreign exchange controls, and restrictions on currency exchange. These subsidiaries are still in the development stage and have not generated any revenues.

Results of operations for the Company's Costa Rica Subsidiary are translated from the local (functional) currency to the U.S. dollar using month-end exchange rates during the period, while assets and liabilities are translated at the exchange rate in effect at the reporting date. Resulting gains or losses from translating foreign currency financial statements are recorded as other income (loss), if any. Foreign currency transaction gains (losses) resulting from the exchange rate fluctuations on transactions denominated in a currency other than the Colon are included in earnings. The consolidated financial statements of the Company's Costa Rica subsidiary are prepared using the U.S. dollar as the functional currency. As a result, the transactions of those operations that are denominated in foreign currencies are re-measured into U.S. dollars and any resulting gains or losses are included in earnings. Net foreign currency transactions gains (losses) were immaterial during the period April 8, 2010 (inception) through December 31, 2012.

Note 11 – Stockholders Deficit

Preferred Stock

The issuance of preferred stock during the year ended December 31, 2011 is summarized in the table below:

Transaction Type	Quantity of Shares	Valuation		Range of Value per Share	
Preferred Stock, Class A, 10% non-cumulative, issued for cash	1,800,000	$	732,001	$	0.41
Total	1,800,000	$	732,001	$	0.41

The Company did not issue preferred stock during the period April 8, 2010 through December 31, 2010.

Common Stock

The issuance of common stock during the period April 8, 2010 (Inception) through December 31, 2012 is summarized in the table below:

	Quantity of Shares		Valuation		Range of Value per Share
Transaction Type					
Common Stock, Class B, issued for cash	200,000	$	200,000	$	1.00
Common Stock, Class B, issued for services	3		219,000	$	73,000
Common stock, Class X, issued to founders for services	1,000		1,000	$	1.00
Common stock, Class X, cancelled original founders shares	(1,000)		(1,000)	$	1.00
Common stock, Class X, reissued to founders (See Note 14)	6,000,000		1,000	$	0.0002
Total	6,200,003	$	420,000		0.0002–73,000

Note 12 – Income Tax Provision

Deferred Tax Assets

In assessing the realization of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on consideration of these items, Management has determined that enough uncertainty exists relative to the realization of the deferred income tax asset balances to warrant the application of a full valuation allowance as of December 31, 2012 and 2011.

The U.S. federal statute of limitations for assessment of income tax is currently open for the years ended December 31, 2009 - 2012 In certain circumstances, the U.S. federal statute of limitations can reach beyond the standard three-year period. State statutes of limitations for income tax assessments vary from state to state.

At December 31, 2012, the Company has a net operating loss carry-forward, of approximately $1,354,000, available to offset future taxable income expiring through 2032.

The valuation allowance at December 31, 2012 was $460,540. The net change in valuation allowance during the year ended December 31, 2012 and 2011 was an increase of approximately $213,000 and an increase of approximately $240,000, respectively.

Significant deferred tax assets at December 31, 2012 and 2011 are as follows:

		December 31, 2012		December 31, 2011
Gross deferred tax assets				
Net operating loss carry-forward	$	460,540	$	247,242
Total deferred tax assets		460,540		247,242
Less: valuation allowance		(460,540)		(247,242)
Deferred tax asset – net	$	-	$	-

There was no income tax expense for the years ended December 31, 2012 and 2011 and for the period April 8, 2010 (inception) through December 31, 2012 due to the Company's net losses.

Note 13 – Commitments and Contingencies

Agreements with Placement Agents and Finders

In April 2011, the Company engaged, a Costa Rican investment bank, as its exclusive agent to advise the Company on the structuring of corporate openness and equity placement with the following terms:

- To assist the Company in connection with a best efforts private placement of up to $9.5 million of the Company's equity and/or debt securities
- Compensation – a fee in an amount equal to 5% of the aggregate gross proceeds raised

A former principal member of the board of directors of the Company is an employee of the investment bank.

During the year ended December 31, 2011 the Company paid the investment bank fees of $262,000. The Company is disputing $195,400 of these fees. (See Note 6)

Operating Leases

On November 1, 2010, the Company began leasing office space in Colorado Springs. The lease has a three year term. Monthly rent begins at $568 per month and increases over the term of the lease. The Company is also responsible for paying a share of the landlord's property operating costs.

On February 19, 2011, the Company began leasing a multi use space in Costa Rica. The lease has a three year term. Monthly rent begins at $1,800 per month and increases over the term of the lease.

On October 1, 2011, the Company began a virtual office lease. The lease had a one year term and renews automatically. Monthly rent is $199 per month.

Rent expense amounted to $39,832, $36,295 and $77,708 for the years ended December 31, 2012, 2011 and the period from April 8, 2010 (inception) through December 31, 2012, respectively and was included in selling, general and administrative expenses in the consolidated statements of operations.

Future minimum lease payments under these non-cancelable operating leases are approximately as follows:

Years Ending December 31,		
2013	$	36,243
2014		2,100
2015		-
2016		-
2017		-
Total	$	38,343

Litigations, Claims and Assessments

The Company may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise that may harm its business. Other than the litigation with the Costa Rican Investment Bank, as discussed in Note 6, the Company is currently not aware of any such legal proceedings or claims that they believe will have, individually or in the aggregate, a material adverse affect on its business, financial condition or operating results.

Note 14– Subsequent Events

The Company has evaluated all events that occurred after the balance sheet date through the date when the financial statements were available to be issued to determine if they must be reported. The Management of the Company determined that there were certain reportable subsequent events to be disclosed as followed:

Reverse Recapitalization

On February 4, 2013, the Company completed a reverse merger with STL Marketing Group, Inc. ("STLK"), a then public corporation, and the Company became the surviving corporation, in a transaction treated as a reverse recapitalization. STLK did not have any operations.

The transaction also requires a recapitalization of the Company. Since the Company acquired a controlling interest, it was deemed the accounting acquirer, while STLK was deemed the legal acquirer. The historical financial statements of the Company are those of the Company and of the consolidated entities from the date of recapitalization and subsequent.

In connection with the recapitalization, all issued and outstanding shares of preferred and common stock were cancelled. Versant then issued 7,500,000 shares of Series B common stock to STLK. As a result, 100% of the control was transferred to STLK resulting in a change in control. For financial reporting purposes; Versant became an operating subsidiary of STLK

ITEM 14. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

There have been no changes in or disagreements with accountants on accounting or financial disclosure matters.

ITEM 15. FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit Number	Description
3.1	Amended and restated Articles of Incorporation*
3.2	By-Laws*
10.1	Employment Agreement, dated October 15, 2012 by and between the Company and Jose Quiros*
10.2	Employment Agreement, dated October 15, 2012 by and between the Company and Jaime L. Kniep*
10.3	Letter of Intent with SIEPAC*
10.4	Letter of Interest from CNFL*
10.5	Letter of Interest from Ex-Im Bank*
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith.

SIGNATURES

In accordance with Section 12 of the Securities Exchange Act of 1934, the registrant caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: July 30, 2013

STL MARKETING GROUP, INC.

By: */s/ Jose P. Quiros*

Name: Jose P. Quiros

Title: Chief Executive Officer

Document must be filed electronically.
Paper documents are not accepted.
Fees & forms are subject to change.
For more information or to print copies
of filed documents, visit www.sos.state.co.us.

E-Filed

Colorado Secretary of State
Date and Time: 02/06/2013 12:34 PM
ID Number: 19991029450

Document number: 20131086824
Amount Paid: $1.00

ABOVE SPACE FOR OFFICE USE ONLY

Articles of Amendment
filed pursuant to §7-90-301, et seq. and §7-110-106 of the Colorado Revised Statutes (C.R.S.)

ID number: 19991029450

1. Entity name: STL Marketing Group, Inc.
(If changing the name of the corporation, indicate name before the name change)

2. New Entity name:
(if applicable)

3. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):*

[ ] "bank" or "trust" or any derivative thereof
[ ] "credit union" [ ] "savings and loan"
[ ] "insurance", "casualty", "mutual", or "surety"

4. Other amendments, if any, are attached.

5. If the amendment provides for an exchange, reclassification or cancellation of issued shares, the attachment states the provisions for implementing the amendment.

6. If the corporation's period of duration as amended is less than perpetual, state the date on which the period of duration expires:

(mm/dd/yyyy)

or

If the corporation's period of duration as amended is perpetual, mark this box: [X]

7. *(Optional)* Delayed effective date:

(mm/dd/yyyy)

Notice:
Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

8. Name (s) and address(es) of the individual(s) causing the document to be delivered for filing:

Kniep	Jaime		
(Last)	*(First)*	*(Middle)*	*(Suffix)*

10 Boulder Crescent
(Street name and number or Post Office information)

Suite 102

Colorado Springs	CO	80903
(City)	*(State)*	*(Postal/Zip Code)*

	United States
(Province – if applicable)	*(Country – if not US)*

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box [ ] and include an attachment stating the name and address of such individuals.)

Disclaimer:
This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

STL Marketing Group, Inc.

Pursuant to the provisions of the Colorado Business Corporation Act, the undersigned adopts the following amendment and restatement to its Articles of Incorporation:

1. The Articles of Incorporation of the corporation are amended and restated in their entirety to read as follows:

ARTICLE I
Name

The name of the Corporation is STL Marketing Group, Inc.

ARTICLE II
Purposes and Powers

The Corporation shall have and may exercise all of its rights, powers or privileges now or hereafter conferred upon corporations organized under the laws of the State of Colorado, and shall have and may exercise all powers necessary or convenient to effect any of the purposes for which the Corporation has been organized.

ARTICLE III
Capital Structure

3.1 Authorized Shares This Corporation is authorized to issue two classes of stock, which are Common Stock and Preferred Stock

Common Stock

The number of shares of Common Stock that this corporation is authorized to issue is two billion six hundred million (2,600,000,000) each with a par value of one tenth of a cent ($0.001). Each share of Common Stock shall have one (1) vote per share. Cumulative voting shall not be allowed in the election of directors or for any other purpose. No shareholder of this Corporation shall have any preemptive or similar right to acquire any additional or unissued or treasury shares of stock.

Subject to the foregoing provisions, dividends may be declared on the Common Stock, and each Share of Common Stock shall entitle the holder thereof to one vote in all proceedings in which action shall be taken by stockholders of the Corporation.

3.2 Consideration for Shares The shares of the Corporation shall be issued for such consideration expressed in dollars as shall be fixed from time to time by the Board of Directors of the Corporation

Preferred Stock

The description of the Preferred Stock with the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, and qualifications and rights thereof are as follows

The shares of Preferred Stock that this Corporation is authorized to issue shall be one-million eight hundred thousand (1,800,000) for Preferred Class A Shares with a $1.00 Par Value, one-billion four hundred million (1,400,000,000) for Preferred Class B shares with a $0.001 par value and one-hundred twenty five thousand (125,000) Preferred Class C shares with a par value of one tenth of cent ($0.001).

Preferred Class A stock shall have a $1.00 par and a 10% preferred annual dividend on par value of ($0.10 per share) non-cumulative, I vole per share. Preferred Class A is convertible to Common, at no discount and shall be converted as the investment on the record divided by the average trading price ten days prior to conversion. Not convertible before March l st, 2018.

Preferred Class B stock shall have a 1.6 vote per share and is eligible for a non-preferred dividend. This Class may not be sold, traded, encumbered, or transferred unless the Company in its totality is sold or merged. This Class holds the right for the Company to operate its renewable energy facility.

Preferred Class C stock shall have no dividend or vote and can be converted to common Stock at a 50% of Market Price. Market Price means the average of the lowest three (3) trading prices daily volume weighted average prices in the ten trading days immediately prior to the date upon which the convertible preferred stock is converted.

Preferred Stock- Additional

(A) Preferred Stock may be issued, from time to time, in one or more Series, each of such Series to have such terms as are stated and expressed herein and in the resolutions providing for the issue of such Series adopted by the Board of Directors as hereinafter provided.

(B) The Board of Directors, subject to the provisions hereof, may classify or reclassify any unissued Shares of Preferred Stock into one or more Series of Preferred Stock by fixing or altering in anyone or more respects, from time to time, before Issuance of such unissued Shares.

(i) The distinctive designation of such Series and the number of Shares to constitute such Series;

(ii) The annual dividend rate on the Shares of such Series, the time of payment, whether or not dividends thereon shall be cumulative, and, if cumulative, the date or dates from which such dividends shall be cumulative;

(iii) The price at and any terms and conditions on which Shares may be redeemed;

(iv) The sinking fund provisions for the redemption or purchase of Shares;

(v) The amount payable on the Shares of such Series in the event of voluntary liquidation, dissolution, or winding up of the Corporation;

(vi) The amount payable on the Shares of such Series in the event of involuntary liquidation,

(vii) Whether or not the Shares of such Series shall be convertible into Shares of stock of any other class or classes, and if so convertible, the terms and conditions of such conversion;

(viii) The limitations and restrictions, if any to be effective while any Shares of such Series are outstanding, upon the payment of dividends or making of other distributions on the Common Stock or any other class or classes of stock of the Corporation ranking junior to the Shares of such Series;

(ix) The conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or any subsidiary and the conditions or restrictions, if any, upon the issuance of any additional stock (including additional Shares of such Series of any other Series) ranking on a parity with or prior to the Shares of such Series as to dividends or upon liquidation.

(x) Any right to vote with holders of Shares of any other Series or class and any right to vote as a class, either generally or as a condition to specified corporate action, and

(xi) Such other preferences, rights, restrictions, and qualifications as shall not be inconsistent herewith.

(C) All Shares within any Series of Preferred Stock shall be identical with each other in all respects, except that Shares of anyone Series issued at different times may differ as to the dates from which dividends thereon shall be cumulative, if cumulative dividends have been designated for such Series, and all Series shall rank equally and be identical in all respects, except as permitted by the foregoing provisions of Section (2) hereof.

(D) The Preferred Stock is senior to the Common Stock, and the Common Stock is subject to the rights and preferences of the Preferred Stock as herein set forth.

(E)(i) The holders of Preferred Stock of each Series shall be entitled to receive, and the Corporation shall be bound to pay, out of any funds legally available for such purpose. when and as declared by the Board of Directors, cash dividends thereon at such rate and payable at such limes as shall be fixed and determined for such Series as herein set forth Dividends with respect to each Series of Preferred Stock shall be cumulative or nun - cumulative, as determined by the Board of Directors, and shall accrue from such date or dates as shall have been fixed and determined with respect to such Series by the Board of Directors as herein provided.

(ii) In no event, so long as any Preferred Stock shall remain outstanding, shall any dividend whatsoever be declared or paid upon, or any distribution be made or ordered in respect of, the Common Stock or any other class of stock ranking junior to the Preferred Stock, or any moneys be set aside for or applied to the purchase or redemption (through a sinking fund or otherwise) of Shares of Common Stock or of any other such junior class of stock, unless;

(a) Full cumulative dividends, if any, on the Preferred Stock of all Series for all past dividend periods shall have been paid with respect to any outstanding Preferred Shares having cumulative dividend rights, and the full dividend on all outstanding Shares of Preferred Stock of all Series for the then current dividend period, if any shall have been paid or declared and set apart for payment, and

(b) The Corporation shall have set aside all amounts, if any, theretofore required to be set aside as and for sinking funds, if any, for the Preferred Stock of all Series for the then current year, and all defaults, if any, in complying with any such sinking fund requirements in respect of previous years shall have been made good.

(iii) Subject to the foregoing provisions respecting the Preferred Stock, and not otherwise, dividends, payable in cash, stock, or otherwise, as may be determined by the Board of Directors, may be declared and paid upon the Common Stock, from time to time, out of any funds legally available therefore, and no holder of any Shares of any Series of Preferred Stock, as such, shall be entitled to participate in any such dividend.

(F) The Corporation, at the option of the Board of Directors, may. at any time permitted by the resolution or resolutions adopted by the Board of Directors providing for the issuance of any Series of Preferred Stock, and at the redemption price per Share fixed and determined for such Series, redeem the whole or any part of the Shares of such Series at the time outstanding (the total sum so payable on any such redemption being herein referred to as the "redemption price") Notice of every such redemption shall be mailed to the holders of record of the Shares of such Series so to be redeemed at their respective addresses as the same shall appear on the books of the Corporation, Such notice shall be mailed at least 30 days in advance of the date designated for such redemption to the holders of record of Shares so to be redeemed. In case of the redemption of a part only of any Series at the time outstanding, the Shares of such Series so to be redeemed shall be selected by lot or pro rate in such manner as the Board of Directors may determine.

(G) If, on the redemption date specified in such notice, the funds necessary for such redemption shall have been set aside by the Corporation, separate and apart from its other funds, in trust for the pro rata benefit of the holders of the Shares so called for redemption, then, notwithstanding that any certificates for Shares of Preferred Stock so called for redemption shall not have been surrendered for cancellation, the Shares represented thereby shall no longer be deemed outstanding, the right to receive dividends thereon shall cease to accrue from and after the date of redemption so designated, and all rights of holders of the Shares of Preferred Stock so called for redemption shall forthwith, after such redemption date, cease and terminate, excepting only the right of the holders thereof to receive the redemption price therefore but without interest. Any moneys so set aside by the Corporation and unclaimed at the end of Six years from the date designated for such redemption shall revert to the general funds of the Corporation, after which reversion, the holders of such Shares so called for redemption shall look only to the Corporation for payment of the redemption price, and such Shares shall not still be deemed to be outstanding.

(H) Upon any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, the Preferred Stock of each Series shall be entitled, before any distribution shall be made to the Common Stock or to any other class of stock junior to the Preferred Stock, to be paid the amount fixed and determined by the board of Directors for such Series as herein provided, plus accrued and unpaid dividends thereon to the date of distribution, but the Preferred Stock shall not be entitled to any further payment, and any remaining net assets shall be distributed ratably to the outstanding Common Stock. If, upon such liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, the net assets of the Corporation shall be insufficient to permit the payment to all outstanding Shares of Preferred Stock of all Series of the full preferential amounts to which they are respectively entitled, then (he entire net assets of the Corporation shall be distributed ratably to all outstanding Shares of Preferred Stock of all Series in proportion to the full preferential amount to which each Share is untitled Neither a consolidation nor a merger of the Corporation with or into any other corporation or corporations, nor the sale of all or substantially all of the assets of the Corporation, shall be deemed in be a liquidation, dissolution, or winding up within the meaning of this section.

(I) The Preferred Stock shall not be convertible, except to the extent that anyone or more Series thereof may be issued with the privilege of conversion as may be determined by the Board of Directors prior to issuance of any Shares of such Series as herein set forth If the Shares of any Series arc so issued with the privilege of conversion, then, at the option of the respective holders thereof, the Preferred Stock of such Series shall be convertible into a number of fully paid and non-assessable Shares of the Common Stock or any other class of stock of the Corporation at the conversion rate or upon payment to the Corporation of the conversion price, which is in effect for the Preferred Stock of such Series at the time of such conversion. The initial conversion rate or conversion price (including, in the latter case, the number of Shares of Common Stock or other class of stock issuable upon conversion), and the terms and conditions of conversion for each Series issued with the privilege of conversion shall be fixed and determined by the Board of Directors as hereinafter provided Such conversion price or conversion rate. with respect to any such Series, may be subject, from time to time, to adjustment by virtue Of issuance of securities or rights to purchase securities of the Corporation, or upon any capital reorganization or reclassification of the Common Stock of the Corporation, or the consolidation or merger of the Corporation, or the sale, conveyance, lease, or oilier transfer by the Corporation of all or substantially all of its properly, or in other circumstances, all to the extent and in the manner fixed and determined by the Board of Directors as herein set forth.

(J) Shares of any Series of Preferred Stock which have been issued and reacquired in any manner by the Corporation (including Shares redeemed, Shares purchased and retired, and Shares which, if convertible or exchangeable, have been convened into or exchanged for Shares of stock of any other class, classes, or Series) shall have the status of authorized and unissued Shares of Preferred Stock and may be reissued as a part of the Series of which they were originally a part, or may be reclassified and reissued as pan of a new Series of Preferred Stock to be created by resolution or resolutions of the Board of Directors, or as part of any other Series of Preferred Stock, all subject to the conditions or restrictions on issuance set forth in any resolution or resolutions adopted by the Board of Directors provided for the issue of any Series of Preferred Stock.

(K) None of the holders of Preferred Stock of any Series shall have any voting powers for any purpose, except as may be specifically required by law, or except as any such right to vote may be fixed and determined by the Board of Directors prior to issuance of any Shares of such Series as herein provided.

(L) In order for the Board of Directors to establish a Series of Preferred Stock, the Board of Directors shall adopt a resolution or resolutions setting forth the designation and the number of Shares of such Series and the relative rights and preferences thereof in respect of the foregoing particulars. The Board of Directors may redesignate any Shares of any Series theretofore established that have not been issued, or that have been issued and retired, as Shares of some other Series, or change the designation of outstanding Shares where desired to prevent confusion.

(M) For the purposes hereof and of any resolution of the Board of Directors providing for the classification or reclassification of any Shares of Preferred Stock:

(i) The term “outstanding” when used in reference to Shares of stock, shall mean issued Shares, excluding Shares held by the Corporation or a subsidiary, and Shares called for redemption, funds for the redemption of which shall have been deposited in trust.

ARTICLE IV
Regulation of Internal Affairs

4.1 Bylaws. The Board of Directors of the Corporation may amend or repeal the Bylaws of the Corporation, unless the shareholders, in amending or repealing a particular Bylaw, expressly provide that the directors may not amend or repeal such Bylaw. The shareholders may amend or repeal the Bylaw even though the Bylaws may also be amended or repealed by the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Colorado Business Corporation Act or these Articles of Incorporation

ARTICLE V
LIMITATION ON LIABILITY OF DIRECTORS

5.1 Limitation on Liability of Directors. Each and every director of the Corporation shall not be personally liable to the Corporation or its shareholders to the fullest extent permitted by Section 7-108-402 of the Colorado Business Corporation Act, as the same may be and amended and supplemented, from time to time

2. The date the following amendments to the Articles of Incorporation were adopted:

February 4th, 2013 at 12:00 pm MST

3. Indicate the manner in which the amendments were adopted (mark only one).

[ ] No shares have been issued or Directors elected - Adopted by Incorporators

[ ] No shares have been issued hut Directors elected - Adopted by the Board of Directors

[X] Shares have been issued but shareholder action was not required - Adopted by the Board of Directors.

[ ] The number of votes east for the Amendments by each voting group entitled to vote separately on the Amendments was sufficient for approval by that voting group - Adopted by the shareholders.

4. Delayed effective date/time (mm/dd/yyyy hour: minute am pm): (if not to be effective upon filing) (Not to exceed 90 days)

5. The name and address of individuals causing this document to be delivered for filing

Last Name	First Name	Middle Initial
Quiros	Jose	P.
Address	10 Boulder Crescent. Suite 102, Colorado Springs CO 80903	

/s/ Jose P. Quiros

Jose P. Quiros
President/CEO

11/29/2015
MARILYN K LAURICH
Notary Public
State of Colorado
Comm Expires

Marilyn K Laurich
2-4-2013

CERTIFICATE OF DESIGNATION OF NUMBER, VOTING POWERS, PREFERENCES, AND RIGHTS

OF

SERIES A

PREFERRED STOCK

OF

STL Marketing Group, Inc.
("STLK" or the "Company")

The undersigned DOES HEREBY CERTIFY that the following resolution was duly adopted by the Board of Directors of STL Marketing Group, Inc., a Colorado corporation (the "Company") that: the Amended and Restated Articles of Incorporation of the Corporation authorizes the issuance of One Million Eight Hundred Thousand (1,800,000) Shares of Preferred Series A Stock of a par value of $1.00 each and expressly vests in the Board of Directors of the Corporation the authority provided therein to issue any and all of said Shares by resolution or resolutions, the designation, number, full or limited voting powers, or the denial of voting powers, preferences, and relative, participating, optional, and other special rights and qualifications, limitations, restrictions, and other distinguishing characteristics of each series to be issued. Further, the Board of Directors, pursuant to Section 7-106-101 of the Colorado Revised Statutes adopted the following resolutions:

RESOLVED: This Board of Directors hereby designates the following:

(1) Voting Rights. Bach share of the Series A Preferred Stock shall have 1 vote per share and the holder(s) of the Series A Preferred Stock shall have the right to vote with the holders of the Company's Common Stock on all matters that are submitted to the Company's stockholders.

(2) Dividend Rights. Each share of the Series A Preferred Stock shall be entitled to a 10% preferred annual dividend on Par ($0.10 per share) non-cumulative on any dividends, whether ordinary or liquidating, which may be declared or paid by this Company.

(3) Sinking Fund. No sinking fund shall be established in connection with the retirement of the Series A Preferred Stock.

(4) Conversion Rights. At the option of any holder of the Series A Preferred Stock, each share of the Series A Preferred Stock may be converted into the Company's Common Stock at any time and from time to time after March 1, 2018, as determined by die following equation:

A = B/C where,

"A" is the number of shares of Common Stock issuable upon Conversion of the Series A Preferred Stock;

"B" is the Investment on Record for the Series A Preferred Stock being converted; and

"C" is the conversion price (the "Conversion Price") which shall be the ten (10) day average trading price immediately preceding the Conversion Date (as hereinafter defined).

A holder of the Series A Preferred Stock may convert such Series A Preferred Stock pursuant to this Section 4 by delivering to the Company a notice (the "Conversion Notice"), in a form reasonably satisfactory to the Company, appropriately completed and duly signed and notarized, and the date any such Conversion Notice is received by the Company (as determined in accordance with the notice provisions hereof) is a "Conversion Date."

Upon conversion of any Series A Preferred Stock, the Company shall promptly upon receipt of the certificate evidencing the Series A Preferred Stock, issue or cause to be issued and cause to be delivered to or upon the written order of the Holder such Series A Preferred Stock and in such name or names as the Holder may designate, a certificate for the Common Stock issuable upon conversion (the "Underlying Shares"). The Holder, or any Person so designated by the Holder to receive Underlying Shares, shall be deemed to have become holder of record of such Underlying Shares as of the Conversion Dale.

If the Holder is converting less than all shares of the Series A Preferred Stock represented by the certificate or certificates delivered by such Holder to the Company in connection with such conversion, or if such conversion cannot be effected in full for any reason, the Company shall promptly deliver to such holder a new certificate representing the number of shares of Series A Preferred Stock so converted. No fractional shares or scrip representing fractional shares shall be issued upon conversion, but the number of shares issuable shall be rounded up or down, as the case may be, to the nearest whole share.

(5) Adjustment for Stock Splits and Combinations. If the Company shall, at any time or from time to time after the first share of the Series A Preferred Stock is issued (the "Original Issue Date") effect a reverse split of the outstanding shares of Common Stock, the number of shares of the Series A Preferred Stock shall be proportionately decreased and the Preferred Dividend of the Series A Preferred Stock shall be proportionately increased. Conversely, if the Company shall, at any time or from time to time after the Original Issue Date effect a forward split of the Company's Common Stock, the number of shares of the Series A Preferred Stock outstanding as of such date, then, shall be proportionately increased and the Stated Value of the Series A Preferred Stock shall be proportionally decreased.

(6) Once the Preferred A Series are converted they shall no longer have any preferential rights. Once the full amount of the outstanding. Preferred A Series Shares have been converted to Common Stock, Preferred Series A Shares shall become retired.

IN WITNESS WHEREOF, STL Marketing Group, Inc. caused this Certificate of Designations, Number, Voting Powers, Preferences and Rights of the Series A Preferred Stock to be duly executed by its President as of this 4th day of February 2013.

DATED: February 4th, 2013 at 10:30 am MST

By: */s/ Jose P. Quiros*
Jose P. Quiros
President/ CEO

11/29/2015
MARILYN K LAURICH
Notary Public
State of Colorado
Comm Expires

Marilyn K Laurich
2-4-2013

STL Marketing Group, Inc.
Amended and Restated Articles & Cert. of Designation

CERTIFICATE OF DESIGNATION OF NUMBER, VOTING POWERS, PREFERENCES, AND RIGHTS

OF

SERIES B

PREFERRED STOCK

OF

STL Marketing Group Inc.

The undersigned DOES HEREBY CERTIFY that the following resolution was duly adopted by the Board of Directors of STL Marketing Group, Inc., a Colorado corporation (the "Company") that: the Articles of Incorporation of the Corporation authorizes the issuance of Series B Preferred Stock in the amount of one-billion four hundred million of a par value of $0.001 each and expressly vests in the Board of Directors of the Corporation the authority provided therein to issue any and all of said Shares and by resolution or resolutions, the designation, number, full or limited voting powers, or the denial of voting powers, preferences, and relative, participating, optional, and other special rights and qualifications, limitations, restrictions, and other distinguishing characteristics of each series to be issued. Further, the Board of Directors, pursuant to Section 7-106-101 of the Colorado Revised Statutes adopted the following resolutions:

RESOLVED:

This Board of Directors hereby designates 1,400,000,000 shares of the Company's Preferred Stock (par value $0.001) as Series B Preferred Stock with each share of the Series B Preferred Stock to have the following rights and privileges:

(1) Voting Rights. Each share of the Series B Preferred Stock shall have a 1.6 vote right per share.

(2) Dividend Rights. Each share of the Series B Preferred Stock shall be entitled to any non-preferred dividends, whether ordinary or liquidating, that may be declared or paid by this Company.

(3) Sinking Fund. No sinking fund shall be established in connection with the retirement of the Series B Preferred Stock.

(4) Conversion Rights. The Series B Preferred Stock shall not be entitled to convert into shares of the Company's Common Stock at anytime.

(5) Restricted. Series B Preferred Stock shall be restricted from being traded publicly, sold in part, transferred, encumbered or otherwise put at risk. The stock may be sold only if 100% of the Company is sold to a qualified party that can maintain the legal requirements for renewable energy generation in Costa Rica or if the laws in Costa Rica change allowing this block to be released.

IN WITNESS WHEREOF, STL Marketing Group, Inc. (fka, STLK or the Company) caused this Certificate of Designations, Number, Voting Powers, Preferences and Rights of the Series B Preferred Stock to be duly executed by its President as of this 4th day of February 2013.

DATED: February 4th, 2013 at 9:00 am MST

By: */s/ Jose P. Quiros*

Jose P. Quiros
President CEO

MARILYN K LAURICH
Notary Public
State of Colorado
Comm Expires 11/29/2015

2-4-2013

Series C Preferred Stock

CERTIFICATION OF DESIGNATION OF NUMBER, VOTING POWERS, PREFERENCES, AND RIGHTS

OF

SERIES C

PREFERRED STOCK

OF

STL Marketing Group, Inc. (fka STLK)

The undersigned DOES HEREBY CERTIFY that the following resolution was duly adopted by the Board of Directors of STL Marketing Group, Inc., a Colorado corporation (the "Company") that: the Articles of Incorporation of the Corporation authorizes the issuance of One-Hundred. Twenty Five Thousand (125,000) Shares of Preferred Series C Stock of a par value of S0.001 each and expressly vests in the Board of Directors of the Corporation the authority provided therein to issue any and all of said Shares and by resolution or resolutions, the designation, number, full or limited voting powers, or the denial of voting powers, preferences, and relative, participating, optional, and other special rights and qualifications, limitations, restrictions, and other distinguishing characteristics of each series to be issued. Further, the Board of Directors, pursuant to Section 7-106-101 of the Colorado Revised Statutes adopted the following resolutions:

RESOLVED: This Board of Directors hereby designates 125,000 shares of the Company's Preferred Stock (par value $0.001) as Series C Preferred Stock with each share of the Series C Preferred Stock to have the following rights and privileges:

(1) Voting Rights. Each share of the Series C Preferred Stock shall have no voting rights.

(2) Dividend Rights. Each share of the Series C Preferred Stock shall not be entitled to any dividends, whether ordinary or liquidating, that may be declared or paid by this Company.

(3) Sinking Fund. No sinking fund shall be established in connection with the retirement of the Series C Preferred Stock.

(4) Conversion Rights. At the option of any holder of the Series C Preferred Stock, each share of the Series C Preferred Stock may be converted into a number of shares of the Company's (Common Stock at any time as determined by the following equation:

A = B/C where,

“A” is the number of shares of Common Stock issuable upon Conversion of the Series C Preferred Stock;

“B” is the Investment on Record for the Series C Preferred Stock being converted; and

“C” is the conversion price (the “Conversion Price”) which shall be at a 50% of Market Price where Market Price means the average of the lowest three (3) trading prices daily volume weighted average prices in the ten trading days immediately preceding the Conversion Date (as hereinafter defined).

A holder of the Series C Preferred Stock may convert such Series C Preferred Stock pursuant to this Section 4 by delivering to the Company a notice (the "Conversion Notice"), in a form reasonably satisfactory to the Company, appropriately completed and duly signed, and the date any such Conversion Notice is received by the Company (as determined in accordance with the notice provisions hereof) is a "Conversion Date."

Upon conversion of any Series C Preferred Stock, the Company shall promptly upon receipt of the certificate evidencing the Series C Preferred Stock, issue or cause to be issued and cause to be delivered to or upon the written order of the Holder such Series C Preferred Stock and in such name or names as the Holder may designate, a certificate for the Common Stock issuable upon conversion (the "Underlying Shares"). The Holder, or any Person so designated by the Holder to receive Underlying Shares, shall be deemed to have become holder of record of such Underlying Shares as of the Conversion Date.

If the Holder is converting less than all shares of the Series C Preferred Stock represented by the certificate or certificates delivered by such Holder to the Company in connection with such conversion, or if such conversion cannot be effected in full for any reason, the Company shall promptly deliver to such holder a new certificate representing the number of shares of Series C Preferred Stock so converted. No fractional shares or scrip representing fractional shares shall be issued upon conversion, but the number of shares issuable shall be rounded up or down, as the case may be, to the nearest whole share.

(5) Adjustment for Stock Splits and Combinations. If the Company shall, at any time or from time to time after the first share of the Series C Preferred Stock is issued (the "Original Issue Date") effect a reverse split of the outstanding shares of Common Stock, the number of shares of the Series A Preferred Stock shall be proportionately decreased. Conversely, if the Company shall, at any time or from time to time after the Original Issue Date effect a forward split of the Company’s Common Stock, the number of shares of the Series C Preferred Stock outstanding as of such date, then, shall be proportionately increased.

(6) Once the Preferred C Series are converted they shall no longer have any preferential rights. Once the full amount of outstanding, Preferred C Series shares have been converted they shall be deemed retired.

IN WITNESS WHEREOF, STL Marketing group, Inc. (fka STLK) caused this Certificate of Designations, Number, Voting Powers, Preferences and Rights of the Series C Preferred Stock to be duly executed by its President as of this 4 lh day of February 2013.

DATED: February 4th, 2013 at 10:31 am MST

By: */s/ Jose P. Quiros*
Jose P. Quiros
President/CEO

11\29\2015
MARILYN K LAURICH
Notary Public
State of Colorado
Comm Expires

Marilyn K Laurich
2-4-2013

STL Marketing Group, Inc.
Amended and Restated Articles & Cert. of Designation

BYLAWS
OF
FOUNTAIN COLONY VENTURES INC.

ARTICLE ONE

OFFICES

1.01 Principal Office. The principal office of the corporation in the State of Colorado shall be located in the City of Boulder, Boulder. The corporation may have such other offices either within or without the State of Colorado as the Board of Directors may designate or the business of the corporation may require from time to time.

1.02 Registered Office. The registered office of the corporation, required by the Colorado Corporation Code to be maintained in the State of Colorado, may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE TWO

SHAREHOLDERS

2.01 Annual Meeting. The annual meeting of the shareholders shall be held at such time on such day as shall be fixed by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Colorado, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting of the shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as may be convenient.

2.02 Special Meetings. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of the holders of not less than one-tenth (1/10) of all outstanding shares of the corporation entitled to vote at the meeting.

2.03 Place of and Notice of Meeting. The Board of Directors may designate any place either within or without the State of Colorado as a place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation in the State of Colorado. Written notice stating the place, day and hour of the meeting of shareholders and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the Officer or other persons calling the meeting, to each shareholder of record entitled to vote at such meeting; provided however that if the authorized shares of the corporation are to be increased, at least thirty (30) days notice shall be given, and if sale of all or substantially all assets are to be voted upon, at least twenty (20) days notice shall be given. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.

2.04 Quorum. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of shareholders except as otherwise provided by the Colorado Corporation Code and the Articles of Incorporation. In the absence of a quorum at any such meeting, the majority of the shares so represented may adjourn the meeting from time to time for a period not to exceed sixty (60) days without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The shareholders present at a duly organized meeting may continue to transact business until adjourned, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

2.05 Meeting of All Shareholders. If all of the shareholders shall meet at any time and place, either within or outside of the State of Colorado, and consent to the holding of a meeting at such time and place, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

2.06 Closing of Transfer Books or Fixing of Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other purpose, the Board of Directors of the corporation may provide that the share transfer books shall be closed for a stated period but not to exceed, in any case, fifty days. If the share transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten days immediately preceding such meeting. In lieu of closing the share transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than fifty days and, in case of a meeting of shareholders, not less than ten days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If the share transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

2.07 Voting. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless a vote of a greater proportion or number of votes by classes is otherwise required by statute, or by the Articles of Incorporation, or by these Bylaws. At all meetings of shareholders, a shareholder may vote in person or by proxy executed in writing by the shareholder or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

The original stock transfer books shall be the prima facie evidence as to who are the shareholders entitled to examine the record or transfer books or to vote at any meeting of shareholders.

2.08 Manner of Acting. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater proportion or number or voting by classes is otherwise required by statute or by the Articles of Incorporation or these Bylaws.

2.9 Voting of Shares. Unless otherwise provided by these Bylaws or Articles of Incorporation, each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders, and each fractional share shall be entitled to a corresponding fractional vote on each such matter.

2.10 Voting of Shares by Certain Shareholders. Shares standing in the name of another corporation may be voted by such officer, agent or proxy as the Bylaws of such corporation may prescribe, or, in the absence of such provision, as the Board of Directors of such other corporation may determine.

Shares standing in the name of a deceased person, a minor ward or an incompetent person, may be voted by an administrator, executor, Court appointed guardian or conservator, either in person or by proxy without a transfer of such shares into the name of such administrator, executor, Court appointed guardian or conservator. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares into his name.

Shares standing in the name of a receiver may be voted by such receiver and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into the trustee name if authority so to do be contained in an appropriate order of the Court by which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

Neither shares of its own stock belonging to this corporation, nor shares of its own stock held by it in a fiduciary capacity, nor shares of its own stock held by another corporation if the majority of shares entitled to vote for the election of directors of such corporation is held by that corporation may be voted, directly or indirectly, at any meeting and shall not be counted in determining the total number of outstanding shares at any given time.

Redeemable shares which have been called for redemption shall not be entitled to vote on any matter and shall not be deemed outstanding shares on and after the latter of the date on which written notice of redemption has been mailed to shareholders and a sum sufficient to redeem such shares has been deposited with a bank or trust company with irrevocable instruction and authority to pay the redemption price to the holders of the shares upon surrender of certificates therefore.

2.11 Voting by Ballot. Voting on any question or in any election may be by voice vote unless the presiding officer shall order or any shareholder shall demand that voting be by ballot.

2.12 Informal Action by Shareholders. Any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

2.13 No Cumulative Voting. No shareholder shall be permitted to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of candidates.

ARTICLE THREE

BOARD OF DIRECTORS

3.1 General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

3.2 Number of Directors, Tenure and Qualification. The number of directors of the corporation shall be fixed from time to time by a resolution of the Board of Directors but shall not be less than one (1), or that number otherwise required by law. Each director shall hold office until his successor shall have been elected and qualified. Directors need not be residents of the State of Colorado or shareholders of the corporation.

The Board of Directors shall be divided into three classes as nearly equal in number as possible. The initial terms of directors elected in 1999 shall expire as of the annual meeting of shareholders for the years indicated below:

Class	I Directors	2000
Class	II Directors	2001
Class	Ill Directors	2002

Upon expiration of the initial term specified for each class of directors, their successors shall be elected for a three-year term. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain or attain, if possible, the equality of the number of directors in each class, but in no case will a decrease in the number of directors shorten the term of any incumbent director. If an equality in number is not possible, the increase or decrease shall be apportioned among the classes in such a way that the difference in the number of directors in any class shall not exceed one.

3.3 Chairman of the Board. There shall be a Chairman of the Board, who has been elected from among the directors. He shall preside at all meetings of the stockholders and of the Board of Directors. He shall have such other powers and duties as may be prescribed by the Board of Directors.

3.4 Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same place, as the annual meeting of shareholders. The Board of Directors may provide, by resolution, the time and place either within or without the State of Colorado, for the holding of additional regular meetings without other notice than such resolution.

3.5 Special Meeting. Special meetings of the Board of Directors may be called by or at the request of the President or any director. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Colorado, as the place for holding any special meeting of the Board of Directors called by them.

3.6 Notice. Written notice of any special meeting of directors shall be given as follows: (a) by mail to each director at his business address at least three (3) days prior to the meeting, or (b) by personal delivery or telegram at least twenty-four (24) hours prior to the meeting to the business address of each director, if any, but in the event such notice is given on Saturday, Sunday or a holiday, personal delivery to the residence address of each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon pre-paid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

3.07 Quorum. A majority of the number of directors fixed by or pursuant to

Section 3.02 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

3.08 Participation by Electronic Means. Any member of the Board of Directors or any committee designated by such board may participate in a meeting of the Board of Directors or a committee by means of telephone conference or similar communications equipment by which all persons participating in a meeting can hear each other at the same time. Such participation shall constitute the presence of the person at the meeting.

3.09 Manner of Acting. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

3.10 Informal Action by Directors. Any action required or permitted to be taken by the Board of Directors or in a committee thereof at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or all of the committee members entitled to vote with respect to the subject matter thereof.

3.11 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors through less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election by the shareholders.

3.12 Resignation. Any director of the corporation may resign at any time by giving written notice to the President or the Secretary of the corporation. The resignation of any director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. When one or more directors shall resign from the board, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective.

3.13 Removal. Any director or directors of the corporation may be removed at any time, with or without cause, in the manner provided in the Colorado Corporation Code.

3.14 Committees. By resolution adopted by a majority of the Board of Directors, the directors may designate two or more directors to constitute a committee, any of which shall have such authority in the management of the corporation as the Board of Directors shall designate and as shall be prescribed by the Colorado Corporation Code.

3.15 Compensation. By resolution of the Board of Directors and irrespective of any personal interest of any of the members, each director may be paid his expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a stated salary as director or a fixed sum for attendance of each meeting of the Board of Directors or both. No such payment shall preclude any director from serving the corporation in any other capacity and receiving any other compensation therefor.

3.16 Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE FOUR

OFFICERS

4.01 Number of Officers. The officers of the corporation shall be a President, Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two (2) or more offices may be held by the same person. Officers need not be residents of the State of Colorado or shareholders of the corporation.

4.02 Election and Term of Office. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after the annual meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as practicable. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

4.03 Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

4.04 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

4.05 President. The President shall be the Chief Executive Officer of the corporation and subject to the control of the Board of Directors shall, in general, supervise and control all of the business and affairs of the corporation. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, certificates for shares of the corporation and deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

4.06 Vice-President. If elected or appointed by the Board of Directors, the Vice-President (or in the event there be more than one vice- president, the vice-presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall, in the absence of the President or in the event of his death, inability or refusal to act, perform all duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President may sign, with the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary, certificates for shares of the corporation; and shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

4.07 The Secretary. The Secretary shall: a) Keep the minutes of the proceedings of the shareholders and of the Board of Directors in one (1) or more books provided for that purpose, b) See that all notices are duly given in accordance with provisions of these Bylaws or as required by law, c) Be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized, d) Keep a register of the post office address of each shareholder which shall be furnished to the Secretary by such shareholder, e) Sign with the President for certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the Board of Directors, f) Have general charge of the stock transfer books of the corporation, and g) In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

4.08 Treasurer. The Treasurer shall: a) Have charge and custody of and be responsible for all funds and securities of the corporation; b) Receive and give receipts for money due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article Five of these Bylaws; and c) In general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

4.09 Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries, when authorized by the Board of Directors, may sign with the Chairman or Vice-Chairman of the Board of Directors or the President or Vice-President certificates for shares of the corporation the issuance of which shall have been authorized by a resolution of the Board of Directors. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

4.10 Bonds. If the Board of Directors by resolution shall so require, any officer or agent of the corporation shall give bond to the corporation in such amount and with such surety as the Board of Directors may deem sufficient, conditioned upon the faithful performance of their respective duties and offices.

4.11 Salaries. The salaries of the officers shall be fixed from time to time by the Board of Directors. An officer shall not be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

4.12 Excessive Compensation. Officers will return to the corporation any and all compensation that is deemed excessive by the IRS or the Courts.

4.13 Reimbursement of Expenses. Officers will reimburse the corporation for any and all expenses that are subsequently deemed by the IRS or the Courts to be personal rather than corporate in nature.

ARTICLE FIVE

CONTRACTS, LOANS, CHECKS AND DEPOSITS

5.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on be-half of the corporation, and such authority may be general or confined to specific instances.

5.2 Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

5.3 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

5.04 Deposits. All funds of the corporation not otherwise shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE SIX

SHARES AND CERTIFICATES FOR SHARES AND TRANSFER OF SHARES

6.01 Share Certificates. Certificates representing shares of the corporation shall be respectively numbered serially for each class of shares or series thereof as they are issued, shall be impressed with the corporate seal or a facsimile thereof, and shall be signed by the President or Vice- President and by the Secretary or Treasurer; provided that such signatures may be facsimile if the certificate is countersigned by a transfer agent. Each certificate shall state the name of the corporation, the fact that the corporation is organized or incorporated under the laws of the State of Colorado, the name of the person to whom issued, the date of issue, the class (or series of any class), the number of shares represented thereby and the par value of the shares represented thereby or a statement that such shares are without par value.

A statement of the designations, preferences, qualifications, limitations, restrictions and special or relative rights of the shares of each class shall be set forth in full or summarized on the face or back of the certificates which the corporation shall issue, or in lieu thereof, the certificate may set forth that such a statement or summary will be furnished to any shareholder upon request without charge. Each certificate shall be otherwise in such form as may be prescribed by the Board of Directors and as such shall conform to the rules of any stock exchange on which the shares may be listed.

The corporation shall not issue certificates representing fractional shares and shall not be obligated to make any transfers creating a fractional interest in a share of stock. The corporation may, but shall not be obligated to, issue scrip in lieu of any fractional shares, such scrip to have terms and conditions specified by the Board of Directors.

6.02 Cancellation of Certificates. All certificates surrendered to the corporation for transfer shall be canceled and no new certificates shall be issued in lieu thereof until the former certificate for a like number of shares shall have been surrendered and canceled, except as herein provided with respect to lost, stolen or destroyed certificates.

6.03 Transfer of Shares. Subject to the terms of any shareholder agreement relating to the transfer of shares or other transfer restrictions contained in the Articles of Incorporation or authorized therein, shares of the corporation shall be transferable on the books of the corporation by the holder thereof in person or by his duly authorized attorney, upon the surrender and cancellation of the certificate or certificates for a like number of shares. Upon presentation and surrender of a certificate for shares properly endorsed and payment of all taxes therefor, the transferee shall be entitled to a new certificate or certificates in lieu thereof. As against the corporation, the transfer of shares will be made only on the books of the corporation and in the manner hereinabove provided, and the corporation shall be entitled to treat the holder of record of any share as the owner thereof and shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person, whether or not it shall have express or other notice thereof, save as expressly provided by the statutes of the State of Colorado.

6.04 Lost, Stolen or Destroyed Certificates. Any shareholder claiming that his certificate for shares is lost, stolen or destroyed may make an affidavit or affirmation of that fact and lodge the same with the Secretary of the corporation, accompanied by signed application for a new certificate. Thereupon, and upon the giving of a satisfactory bond of indemnity to the corporation not exceeding an amount double the value of the shares as represented by such certificate (the necessity for such bond and the amount required to be determined by the President and Treasurer of the corporation), a new certificate may be issued of the same tenor and representing the same number, class and series of shares as were represented by the certificate alleged to be lost, stolen or destroyed.

6.05 Regulation. The Board of Directors may make such rules and regulations as it may deem appropriate concerning the issuance, transfer and registration of certificates for shares of the corporation, including the appointment of transfer agents and registrars.

ARTICLE SEVEN

FISCAL YEAR

The fiscal year of the corporation shall be the calendar year, unless otherwise established by the Board of Directors.

ARTICLE EIGHT

DIVIDENDS

The Board of Directors may from time to time declare, and the corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and its Articles of Incorporation.

ARTICLE NINE

CORPORATE SEAL

The Board of Directors shall be authorized, but not required, to use a corporate seal, which if used shall be circular in form and contain the name of the corporation and the words “Corporate Seal”.

ARTICLE TEN

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Colorado Corporate Code, or otherwise, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the event or other circumstance requiring such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE ELEVEN

AMENDMENTS

These Bylaws may be altered, amended or repealed and new By-laws may be adopted by a majority of the Directors present at any meeting of the Board of Directors of the corporation at which a quorum is present.

ARTICLE TWELVE

EMERGENCY BYLAWS

13.01 The Emergency Bylaws provided in this Article shall be operative during any emergency in the conduct of the business of the corporation resulting from an attack on the United States or any nuclear or atomic disaster, notwithstanding any different provision in the preceding Articles of the Bylaws or in the Articles of Incorporation of the corporation or in the Colorado Corporation Code. To the extent not inconsistent with the provisions of this Article, the Bylaws provided in the preceding articles shall remain in effect during such emergency and upon its termination the Emergency Bylaws shall cease to be operative.

During any such emergency:

(a) A meeting of the Board of Directors may be called by any officer or director of the corporation. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the directors as may be feasible to reach by any available means of communication. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.

(b) At any such meeting of the Board of Directors, a quorum shall consist of the number of directors in attendance at such meeting.

(c) The Board of Directors, either before or during any such emergency, may, effective in the emergency, change the principal office or designate several alternative principal offices or regional offices, or authorize the officers so to do.

(d) The Board of Directors, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency any or all officers or agents of the corporation shall for any reason be rendered incapable of discharging their duties.

(e) No officer, director or employee acting in accordance with these Emergency Bylaws shall be liable except for willful misconduct.

(f) These Emergency Bylaws shall be subject to repeal or change by further action of the Board of Directors or by action of the shareholders, but no such repeal or change shall modify the provisions of the next preceding paragraph with regard to action taken prior to the time of such repeal or change, any amendment of these Emergency Bylaws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

ARTICLE THIRTEEN

INDEMNIFICATION

The corporation shall indemnify any person (including his estate) made or threatened to be made a party to any suit or proceeding, whether civil or criminal, by reason of the fact that he was a director or officer of the corporation or served at its request as a director or officer of another corporation, against judgments, fines, amounts paid in settlement and reasonably expenses, including attorney fees actually and necessarily incurred as a result of such threat, suit or proceeding, or any appeal therein, to the full extent permitted by the Colorado Corporation Code.

EXECUTIVE EMPLOYMENT AGREEMENT

This **EMPLOYMENT AGREEMENT** is made and entered into as of this 15th day of October, 2012, by and between **STL Marketing Group, Inc,** a Colorado corporation (Herein referred to as the "Company") and José P. Quirós (Herein referred to as the "Employee".)

BACKGROUND

The company recognizes the importance of the Employee to the Company and desires that it employ Employee for the period of employment and upon subject to the terms and conditions herein provided.

AGREEMENTS

In consideration of the premises, the mutual covenants and the agreements hereinafter set forth and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby covenant and agree as follows:

Section 1. Term of Employment

The Company has hired the Employee as an employee with a start date of October 15th, 2012 with a guarantee of continued employment until a minimum of five years . The Company wishes to continue employment beyond this date for as long as the employee is able to perform all required duties for the company, follows all company rules and the Company has work available for the Employee and Employee hereby accepts such employment.

Section 2. Compensation and Bonuses

The Company will pay the Employee for his/her services at a base rate equal to $130,000.00 gross per year, paid on the 5th of each month with the proper payroll taxes deducted.

The Company and Employee agree to review this salary on an annual basis or if a significant event, such as a merger, acquisition or other significant business event takes place. Said reviews will entail a comparison of similar positions in the marketplace to ensure that the salary is comparable to other companies.

Employee will be compensated for wages earned, Schedule A, since STLK is acquiring Employee's current Employer. These wages will be paid when possible and up to 50% may be paid with a convertible note with a 50% discount. Employee must elect this convertible note option by December 31st, 2012.

Section 3. Role and Duties.

3.1 Duties. Employee is engaged as President/Chief Executive Officer; and shall have authority over such decision-making and managerial duties regarding the business of Employer; and shall supervise and direct all of the business of Employer according to business plans and strategies provided by Employer. The precise services of Employee may be extended or curtailed by mutual agreement of Employer and Employee from time to time. The scope of these duties is reflected in Appendix B.

3.2 Extent of Services. Employee shall devote so much of his/her productive time, ability and attention to the business of the Company as is necessary to fulfill his/her duties; and shall perform all such duties in a professional, ethical and businesslike manner.

3.3 Engaging in Other Employment. Employee hereby agrees to undertake the responsibilities for and devote his/her productive time, abilities, and attention to the business of Employer during the term of this Agreement.

3.4 Regulations. Employee agrees to comply with all federal, state and local laws, ordinances, and regulations in the conduct of his business on behalf of Employer.

3.5 Accountability. Employee shall be directly responsible to the Board.

Section 4. Benefits

Employee will receive the following benefits at this time, including paid personal days, accrued vacation days and health insurance.

4.1 Health Insurance. Employer shall provide and pay for health, dental and life insurance for Employee and their family with an insurance carrier of Employer's choice. The benefits offered under this paragraph shall include a standard executive employee health and life insurance program.

4.2 Expenses. Employee may incur reasonable expenses for promoting Employer's business, including expenses for entertainment, travel and similar items. Employer will reimburse Employee for all such reasonable expenses upon Employee's presentation of an itemized account of such expenditures. Employer shall provide Employee with a Diner's Club, American Express or other credit card for his/her use in promoting and representing Employer, dependent upon Employee's credit worthiness.

4.3 Paid Time Off. Employee time off compensation will be accounted for on a calendar basis. Employee shall be entitled each year to three (3) weeks vacation, six (6) sick days, their birthday (must be used during the birthday month), and one (1) personal day. All time off will follow the "Use it or Lose it" platform and therefore must be used within the calendar year or the Employee surrenders their use of remaining time off. No outstanding time off will be accrued to the next year, nor will it be paid out in cash or stock.

4.4 Employee will be eligible to participate in the Company's 40IK/ IRA plan as offered from time to time.

Section 5. Disability; Death during Employment

5.1 Disability. If Employee is unable to perform his/her services by reason of illness or incapacity for a period of more than one (1) month, the compensation thereafter payable to him during the continued period of such illness or incapacity for a period not to exceed twelve (12) months shall be sixty percent (60%) of Employee's then current salary. Employee's full compensation shall be reinstated upon his/her recovery. Notwithstanding anything to the contrary, Employer may terminate this Agreement at any time after Employee shall be absent from his/her employment, for whatever cause, for a continuous period of more than twelve (12) months, and the obligations of Employer shall thereupon terminate. If it is determined, pursuant to the terms of this Agreement, that Employee is disabled or incapacitated and cannot discharge the duties and responsibilities contemplated hereunder, Employer shall have the right to hire an employee to replace them in whatever position they may have at that time.

5.2 Disability Insurance. In lieu of the foregoing, Employer may obtain disability insurance for Employee. Should this occur, paragraph 5.1 shall be null and void and the terms of said disability insurance shall govern, so long as the terms in such policy are equal to or greater than the terms outlined in Section 5.1.

5.3 Death During Employment. If Employee dies during the term of employment, Employer shall pay to the estate of Employee the compensation which would otherwise be payable to Employee up to the end of the month in which death occurs. In addition, Employer shall pay a sum equal to two (2) year's compensation payable in three equal monthly installments after the death of Employee to the spouse of Employee or if he/she is not survived by his/her spouse, then to Employee's heirs in equal shares, or if there are no such surviving heirs, to the estate of Employee.

Section 6. Confidential Information; Trade Secrets; Proprietary Rights

6.1 Confidentiality. Employee hereby acknowledges that he/she has received information regarding the business of Employer, including but not limited to customer lists, product information, business strategy, employee agreements, which information is confidential information (the "Confidential Information"). The parties hereto recognize and acknowledge that the Confidential Information is proprietary and integral to Employer's business and agrees to keep such Confidential Information confidential and not disclose the same to any third person, corporation and/or entity for a period of three (3) years subsequent to the termination of this Agreement or termination of Employee as an employee of Employer, whether such termination is with or without cause.

6.2 Products. All products relating to Employer's business, designed, improved or enhanced by Employee, will be the sole property of Employer and Employee will not be allowed to possess or use them unless Employer agrees in writing thereto. Whenever requested to do so by Employer, Employee will execute any and all applications, assignments or other instruments that Employer deems necessary to protect Employer's interests therein. Employee's obligations hereunder shall survive the termination of Employee's employment with respect to inventions, discoveries and improvements conceived or made by Employee during the term of Employee's employment described in this Agreement.

6.3 Return Upon Termination. Employee agrees that upon termination he/she will return to Employer all of Employer's property, including, but not limited to, intellectual property, trade secret information, customer lists, operation manuals, employee handbook, records and accounts, materials subject to copyright, trademark, or patent protection, customer and Employer information, credit cards, business documents, reports, automobiles, keys, passes, and security devices.

Section 7. Non-competition

7.1 Non-Competition. During Employee's term of employment set forth in this Agreement, and for a period of one (1) year thereafter, Employee will not directly or indirectly be an owner, partner, director, manager, officer or employee or otherwise render services or be associated with any business that competes with Employer.

Section 8. Termination

8.1 Termination With Cause. With cause, Employer may terminate this Agreement upon thirty (30) days' notice to Employee. In such event, Employee shall continue to render his services and shall be paid his/her regular compensation up to the date of termination. Severance allowance shall be equal to six (6) month's salary of Employee. For purposes of this Agreement, termination "with cause" shall be for any of the following:

8.1.a Any breach of any material obligations owed to Employer;

8.1.b Failure to follow the directive of the Company's board of directors; or

8.1.c Conviction of a felony.

8.2 Termination Without Cause. Employer may terminate Employee without cause upon thirty (30) days written notice. Upon termination without cause by employer, Employee shall be entitled to cash compensation equal to the greater of the following:

8.2.a The then existing base salary of Employee, as defined in Section 2, for the remainder of the term of this Agreement; or

8.2.b The then existing base salary of Employee, as defined in Section 2, for a period of one (1) year from the date of termination without cause.

In the event of termination without cause, all cash compensation, as referred to above, shall be paid to Employee on a monthly basis.

Section 9. General Provisions

9.1. Waiver of Breach. The waiver by Employer of breach of any provisions of this Agreement by Employee shall not operate or be construed as a waiver of any subsequent breach by Employee. No waiver shall be valid unless in writing and signed by an authorized officer of Employer.

9.2 Assignment. Employee acknowledges that the services to be rendered by him are unique and personal. Accordingly, Employee may not assign any of his/her rights under this Agreement. The rights and obligations of Employer under this Agreement shall inure to the benefit of and shall be binding upon the successors and assigns of Employer.

9.3 Modification. This Agreement may not be modified, changed or altered orally but only by an agreement in writing signed by the party against an enforcement of any waiver, change, modification, extension or discharge as sought.

9.4. Governing Law. This Agreement shall be governed by and construed under the laws of the State of Colorado.

9.5 Integration Clause. This instrument contains the entire agreement between the parties hereto and supersedes any and all prior written and/or oral agreements. This Agreement may be altered or modified only in writing signed by the parties hereto.

9.6 Notices. Any notice required or desired to be given under this Agreement shall be deemed given if in writing sent by certified mail to the parties at each party's last known address.

For Employee to:

José P. Quirós
3439 Clubheights Drive
Colorado Springs, CO 80903

For Company to:

STL Marketing Group, Inc.
10 Boulder Crescent, Suite #102
Colorado Springs, CO 80903

9.7 Attorneys' Fees. Should any party seek the enforcement of any term of this Agreement, the prevailing party thereunder shall be entitled to attorneys' fees and costs for the enforcement of such term or provision.

9.8 Arbitration. In the event of any dispute arising under this Agreement, including any dispute regarding the nature, scope or quality of services provided by either party hereto, its is hereby agreed that such dispute shall be resolved by binding arbitration to be conducted by the American Arbitration, to be arbitrated in accordance with its rules and regulations and procedures in Colorado Springs, Colorado. In the event of any such arbitration, pending resolution of the arbitration and the award of costs by the arbitrator, each party hereto shall advance one-half of the amounts, if any, requested by the arbitrator and/or the sponsoring organization.

SIGNATURES ON NEXT PAGE

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

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

EMPLOYEE	**STL MARKETING GROUP, Inc.**
	By: */s/ Paul Sorkin 10/15/12*
Employee / Date	CEO: Paul Sorkin / Date

Schedule A- Owed Compensation from Versant Corporation

As of October 15th, 2012 EMPLOYEE is owed $135,416.67 for work done for Versant Corporation prior to STLK purchasing Versant.

Schedule B- Duties and Responsibilities

RESOLVED, that the President shall be responsible for:

1. The legal representation of the Company and is authorized to sue and be sued in all courts and participate, as a party or otherwise, in any judicial, administrative, arbitrative or other proceeding, in its corporate name;

2. Use of the corporate seal;

3. On behalf of the Company, purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of its property and assets, or any interest therein, wherever situated;

4. Appoint such officers and agents as the business of the corporation requires and to pay or otherwise provide for them suitable compensation;

5. Ensure the corporation conducts its business, carry on its operations and have offices and exercise its powers within or without this State;

6. On behalf of the Corporation, make donations for the public welfare or for charitable, scientific or educational purposes, and in time of war or other national emergency in aid thereof;

7. Authorized to incorporate, promote or manage other corporations of any type or kind;

8. On the behalf of the Company, participate with others in any corporation, partnership, limited partnership, joint venture or other association of any kind, or in any transaction, undertaking or arrangement which the participating corporation would have power to conduct by itself, whether or not such participation involves sharing or delegation of control with or to others;

9. Ensure the Company transacts any lawful business which the corporation’s board of directors shall find to be in aid of governmental authority;

10. On behalf of the Company, make contracts, including contracts of guaranty and suretyship, incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or other encumbrance of all or any of its property, franchises and income, and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion or attainment of the business of (a) a corporation all of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation, or (b) a corporation which owns, directly or indirectly, all of the outstanding stock of the contracting corporation, or (c) a corporation all of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, all of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion or attainment of the business of the contracting corporation;

11. On behalf of the Company, lend money for its corporate purposes, invest and reinvest its funds, and take, hold and deal with real and personal property as security for the payment of funds so loaned or invested;

12. Ensure the Company pays pensions and establishes and carries out pension, profit sharing, stock option, stock purchase, stock bonus, retirement, benefit, incentive and compensation plans, trusts and provisions for any or all of its directors, officers and employees, and for any or all of the directors, officers and employees of its subsidiaries;

13. Ensure the Company provides adequate insurance for its benefit on the life of any of its directors, officers or employees, or on the life of any stockholder for the purpose of acquiring at such stockholder's death shares of its stock owned by such stockholder.

14. Organize the Company in order to achieve its business objectives.

EXECUTIVE EMPLOYMENT AGREEMENT

This **EMPLOYMENT AGREEMENT** is made and entered into as of this 15th day of October, 2012, by and between **STL Marketing Group, Inc,** a Colorado corporation (Herein referred to as the "Company") and Jaime L. Kniep (Herein referred to as the "Employee".)

BACKGROUND

The company recognizes the importance of the Employee to the Company and desires that it employ Employee for the period of employment and upon subject to the terms and conditions herein provided.

AGREEMENTS

In consideration of the premises, the mutual covenants and the agreements hereinafter set forth and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby covenant and agree as follows:

Section 1. Term of Employment

The Company has hired the Employee as an employee with a start date of October 15th, 2012 with a guarantee of continued employment until a minimum of five years . The Company wishes to continue employment beyond this date for as long as the employee is able to perform all required duties for the company, follows all company rules and the Company has work available for the Employee and Employee hereby accepts such employment.

Section 2. Compensation and Bonuses

The Company will pay the Employee for his/her services at a base rate equal to $100,000.00 gross per year, paid on the 5th of each month with the proper payroll taxes deducted.

The Company and Employee agree to review this salary on an annual basis or if a significant event, such as a merger, acquisition or other significant business event takes place. Said reviews will entail a comparison of similar positions in the marketplace to ensure that the salary is comparable to other companies.

Employee will be compensated for wages earned, Schedule A, since STLK is acquiring Employee's current Employer. These wages will be paid when possible and up to 50% may be paid with a convertible note with a 50% discount. Employee must elect this convertible note option by December 31st, 2012.

Section 3. Role and Duties.

3.1 Duties. Employee is engaged as Chief Financial Officer; and shall have authority over such decision-making and managerial duties regarding the business of Employer; and shall supervise and direct all of the business of Employer according to business plans and strategies provided by Employer. The precise services of Employee may be extended or curtailed by mutual agreement of Employer and Employee from time to time. The scope of these duties is reflected in Appendix B.

3.2 Extent of Services. Employee shall devote so much of his/her productive time, ability and attention to the business of the Company as is necessary to fulfill his/her duties; and shall perform all such duties in a professional, ethical and businesslike manner.

3.3 Engaging in Other Employment. Employee hereby agrees to undertake the responsibilities for and devote his/her productive time, abilities, and attention to the business of Employer during the term of this Agreement.

3.4 Regulations. Employee agrees to comply with all federal, state and local laws, ordinances, and regulations in the conduct of his business on behalf of Employer.

3.5 Accountability. Employee shall be directly responsible to the Board.

Section 4. Benefits

Employee will receive the following benefits at this time, including paid personal days, accrued vacation days and health insurance.

4.1 Health Insurance. Employer shall provide and pay for health, dental and life insurance for Employee and their family with an insurance carrier of Employer's choice. The benefits offered under this paragraph shall include a standard executive employee health and life insurance program.

4.2 Expenses. Employee may incur reasonable expenses for promoting Employer's business, including expenses for entertainment, travel and similar items. Employer will reimburse Employee for all such reasonable expenses upon Employee's presentation of an itemized account of such expenditures. Employer shall provide Employee with a Diner's Club, American Express or other credit card for his/her use in promoting and representing Employer, dependent upon Employee's credit worthiness.

4.3 Paid Time Off. Employee time off compensation will be accounted for on a calendar basis. Employee shall be entitled each year to three (3) weeks vacation, six (6) sick days, their birthday (must be used during the birthday month), and one (1) personal day. All time off will follow the "Use it or Lose it" platform and therefore must be used within the calendar year or the Employee surrenders their use of remaining time off. No outstanding time off will be accrued to the next year, nor will it be paid out in cash or stock.

4.4 Employee will be eligible to participate in the Company's 40IK/ IRA plan as offered from time to time.

Section 5. Disability; Death during Employment

5.1 Disability. If Employee is unable to perform his/her services by reason of illness or incapacity for a period of more than one (1) month, the compensation thereafter payable to him during the continued period of such illness or incapacity for a period not to exceed twelve (12) months shall be sixty percent (60%) of Employee's then current salary. Employee's full compensation shall be reinstated upon his/her recovery. Notwithstanding anything to the contrary, Employer may terminate this Agreement at any time after Employee shall be absent from his/her employment, for whatever cause, for a continuous period of more than twelve (12) months, and the obligations of Employer shall thereupon terminate. If it is determined, pursuant to the terms of this Agreement, that Employee is disabled or incapacitated and cannot discharge the duties and responsibilities contemplated hereunder, Employer shall have the right to hire an employee to replace them in whatever position they may have at that time.

5.2 Disability Insurance. In lieu of the foregoing, Employer may obtain disability insurance for Employee. Should this occur, paragraph 5.1 shall be null and void and the terms of said disability insurance shall govern, so long as the terms in such policy are equal to or greater than the terms outlined in Section 5.1.

5.3 Death During Employment. If Employee dies during the term of employment, Employer shall pay to the estate of Employee the compensation which would otherwise be payable to Employee up to the end of the month in which death occurs. In addition, Employer shall pay a sum equal to two (2) year's compensation payable in three equal monthly installments after the death of Employee to the spouse of Employee or if he/she is not survived by his/her spouse, then to Employee's heirs in equal shares, or if there are no such surviving heirs, to the estate of Employee.

Section 6. Confidential Information; Trade Secrets; Proprietary Rights

6.1 Confidentiality. Employee hereby acknowledges that he/she has received information regarding the business of Employer, including but not limited to customer lists, product information, business strategy, employee agreements, which information is confidential information (the "Confidential Information"). The parties hereto recognize and acknowledge that the Confidential Information is proprietary and integral to Employer's business and agrees to keep such Confidential Information confidential and not disclose the same to any third person, corporation and/or entity for a period of three (3) years subsequent to the termination of this Agreement or termination of Employee as an employee of Employer, whether such termination is with or without cause.

6.2 Products. All products relating to Employer's business, designed, improved or enhanced by Employee, will be the sole property of Employer and Employee will not be allowed to possess or use them unless Employer agrees in writing thereto. Whenever requested to do so by Employer, Employee will execute any and all applications, assignments or other instruments that Employer deems necessary to protect Employer's interests therein. Employee's obligations hereunder shall survive the termination of Employee's employment with respect to inventions, discoveries and improvements conceived or made by Employee during the term of Employee's employment described in this Agreement.

6.3 Return Upon Termination. Employee agrees that upon termination he/she will return to Employer all of Employer's property, including, but not limited to, intellectual property, trade secret information, customer lists, operation manuals, employee handbook, records and accounts, materials subject to copyright, trademark, or patent protection, customer and Employer information, credit cards, business documents, reports, automobiles, keys, passes, and security devices.

Section 7. Non-competition

7.1 Non-Competition. During Employee's term of employment set forth in this Agreement, and for a period of one (1) year thereafter, Employee will not directly or indirectly be an owner, partner, director, manager, officer or employee or otherwise render services or be associated with any business that competes with Employer.

Section 8. Termination

8.1 Termination With Cause. With cause, Employer may terminate this Agreement upon thirty (30) days' notice to Employee. In such event, Employee shall continue to render his services and shall be paid his/her regular compensation up to the date of termination. Severance allowance shall be equal to six (6) month's salary of Employee. For purposes of this Agreement, termination "with cause" shall be for any of the following:

8.1.a Any breach of any material obligations owed to Employer;

8.1.b Failure to follow the directive of the Company's board of directors; or

8.1.c Conviction of a felony.

8.2 Termination Without Cause. Employer may terminate Employee without cause upon thirty (30) days written notice. Upon termination without cause by employer, Employee shall be entitled to cash compensation equal to the greater of the following:

8.2.a The then existing base salary of Employee, as defined in Section 2, for the remainder of the term of this Agreement; or

8.2.b The then existing base salary of Employee, as defined in Section 2, for a period of one (1) year from the date of termination without cause.

In the event of termination without cause, all cash compensation, as referred to above, shall be paid to Employee on a monthly basis.

Section 9. General Provisions

9.1. Waiver of Breach. The waiver by Employer of breach of any provisions of this Agreement by Employee shall not operate or be construed as a waiver of any subsequent breach by Employee. No waiver shall be valid unless in writing and signed by an authorized officer of Employer.

9.2 Assignment. Employee acknowledges that the services to be rendered by him are unique and personal. Accordingly, Employee may not assign any of his/her rights under this Agreement. The rights and obligations of Employer under this Agreement shall inure to the benefit of and shall be binding upon the successors and assigns of Employer.

9.3 Modification. This Agreement may not be modified, changed or altered orally but only by an agreement in writing signed by the party against an enforcement of any waiver, change, modification, extension or discharge as sought.

9.4. Governing Law. This Agreement shall be governed by and construed under the laws of the State of Colorado.

9.5 Integration Clause. This instrument contains the entire agreement between the parties hereto and supersedes any and all prior written and/or oral agreements. This Agreement may be altered or modified only in writing signed by the parties hereto.

9.6 Notices. Any notice required or desired to be given under this Agreement shall be deemed given if in writing sent by certified mail to the parties at each party's last known address.

For Employee to:

Jaime L. Kniep
5180 Copper Drive
Colorado Springs, CO 80918

For Company to:

STL Marketing Group, Inc.
10 Boulder Crescent, Suite #102
Colorado Springs, CO 80903

9.7 Attorneys' Fees. Should any party seek the enforcement of any term of this Agreement, the prevailing party thereunder shall be entitled to attorneys' fees and costs for the enforcement of such term or provision.

9.8 Arbitration. In the event of any dispute arising under this Agreement, including any dispute regarding the nature, scope or quality of services provided by either party hereto, its is hereby agreed that such dispute shall be resolved by binding arbitration to be conducted by the American Arbitration, to be arbitrated in accordance with its rules and regulations and procedures in Colorado Springs, Colorado. In the event of any such arbitration, pending resolution of the arbitration and the award of costs by the arbitrator, each party hereto shall advance one-half of the amounts, if any, requested by the arbitrator and/or the sponsoring organization.

SIGNATURES ON NEXT PAGE

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

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

EMPLOYEE	**STL MARKETING GROUP, Inc.**
	By: */s/ Paul Sorkin 10/15/12*
Employee / Date	CEO: Paul Sorkin / Date

Schedule A- Owed Compensation from Versant Corporation

As of October 15th, 2012 EMPLOYEE is owed $104,166.67 for work done for Versant Corporation prior to STLK purchasing Versant.

Schedule B- Duties and Responsibilities

RESOLVED, that the Chief Financial Officer shall be responsible for:

1. All of the Company's financial reporting, statements and day-to-day handling of the bank accounts and other financial resources.

2. The accuracy and veracity of the financial statements and the Company's financials status.

3. Coordination of regular audits on the financial records as well as any interim audits that may be required from time to time.

4. Organize and design the company's processes and procedures with relation to the financial systems the Company uses.

5. Responsible for the handling of corporate financial relations including but not limited to banks and financial institutions.

6. Overseeing the handling of bank accounts, credit cards, credit lines and other financial instruments.

7. Provide regular reports on the finances of the Company to the President and the Board of Directors.

8. Strategic planning of the corporate finances.

9. Participate and assist in the development of the strategic planning of the Company with the Board of Directors and the President.

COPIA

San José, 25 de junio del 2013
GGC-13533

Señores
Energía Renovable Versant SRL
Edificio Las Terrazas A, 5° Piso
Plaza Roble, Escazú
San José, Costa Rica
Fax: +506-2505-5601

Atención: **José Pablo Quiros S.**
Gerente General

Asunto: Carta de Intencion para firma de acuerdo de interconexión en apertura Tramo 15 del Proyecto SIEPAC

Estimado señor:

Adjunto a la presente estamos remitiéndole la propuesta para el Convenio de Conexión de la planta Eólica Versant al Proyecto SIEPAC. En caso de que estén conformes procederemos a la suscripción de la misma.

Agradeciendo su atención a la presente

Atentamente,
EMPRESA PROPIETARIA DE LA RED, S.A.

/s/ José Enrique Martínez Albero

José Enrique Martínez Albero
Gerente General

Apdo. 1234-1007 Oficentro La Sabana Edificio No. 3, Piso No.1. San José, Costa Rica Tel. (506) 2290 9100 Fax. (506) 2296 4380

Carta de Intención

Entre los suscritos, a saber, JOSÉ ENRIQUE MARTÍNEZ ALBERO, mayor, casado, ingeniero, de nacionalidad española, vecino de San José, con pasaporte vigente de su nacionalidad número XDA457349 como Gerente General con facultades de Apoderado Generalísimo Sin Límite de suma de la Empresa Propietaria de la Red, Sociedad Anónima, debidamente inscrita en el Registro Público de Panamá, Ficha 356059, rollo 63787 imagen 60 en adelante llamada EPR, por una parte y por la otra JOSÉ PABLO QUIROS SALAZAR, varón, costarricense, mayor de edad, con cédula de identidad 1-697-458-0, actuando en nombre y representación de Energía Renovable Versant SRL, cédula jurídica 3-102-613485, inscrita en el Registro Personas Jurídicas tomo 2010 asiento 149205, sociedad costarricense, debidamente constituida y en vigencia, con domicilio en Edificio Las Terrazas A, 50 Piso, Plaza Roble, Escazú, San José, Costa Rica, debidamente facultado para este acto en adelante, “Versant” y conjuntamente con EPR, en adelante, las “Partes”.

CONSIDERANDO

Que VERSANT está debidamente constituida para desarrollar y operar una planta eólica denominada VTRES Bache SRL. ubicada en el Cantón de La Cruz, Provincia de Guanacaste, Costa Rica (en adelante el “Proyecto”). Que esta planta que seria exclusivamente para producción de energía eólica, renovable y limpia para el uso y distribución de la Compañía Nacional de Fuerza y Luz (CNFL).

Que EPR es la empresa encargada de construir la infraestructura del Proyecto SIEPAC, el cual consiste en la ejecución del Primer Sistema de Transmisión Eléctrica Regional que reforzará la red eléctrica de América Central (Guatemala, El Salvador, Honduras, Nicaragua, Costa Rica y Panamá), el cual incluye líneas de transmisión eléctrica a 230 kV de un circuito, con torres previstas para un segundo circuito futuro (en adelante, la Línea de Transmisión”).

Que VERSANT desea la interconexión a la Línea de Transmisión en la República de Costa Rica entre la Frontera Nicaragua - Costa Rica y la subestación Cañas (Tramo 15 del Proyecto SIEPAC), para que se trasiegue su suministro hasta un punto determinado de la Red Nacional.

Que EPR de conformidad con la regulación regional y sujeto al cumplimiento de los establecido en el Reglamento del Mercado Eléctrico Regional (RMER) puede brindar las facilidades de interconexión del Proyecto de VERSANT.

Que ambas Empresas reconocen que para la interconexión se deberá cumplir con lo que establecen la regulación nacional eléctrica de Costa Rica, así como lo establecido en la Reglamentación del Mercado Eléctrico Regional, RMER. Para VERSANT esto significa coordinar, apoyar y trabajar en conjunto con EPR, CNFL y el Grupo ICE para este propósito.

POR LO TANTO, las partes por este medio acuerdan suscribir la presente Carta de Intención (la "Carta") de conformidad con las siguientes Cláusulas:

PRIMERA: Las Partes por este medio acuerdan trabajar conjuntamente con el objeto de realizar las acciones que permitan preparar la suscripción de un acuerdo de interconexión (el "Acuerdo") con la parte o todas las partes que dicte la Regulación vigente en Costa Rica, estableciendo los términos y condiciones bajo los cuales la subestación elevadora para el Proyecto se interconectará a la Linea de Transmisión, respetando además lo establecido en el RMER referente a las aprobaciones de sus organismos regionales, Ente Operador Regional, EOR y Comisión Regional de Interconexión Eléctrica, CR1E.

SEGUNDA: En el Proyecto habrá una subestación elevadora a 230kV, en la proximidad de la Línea de Transmisión, Tramo 15 del Proyecto SIEPAC, ubicada aproximadamente entre las torres 073 y 074. La derivación de la Línea de Transmisión a la sub estación se hará como se indique por los estudios finales del diseño de la subestación. El monto de la derivación y el del patio de conexión son inversiones que se integran a la subestación, todo bajo la inversión y propiedad de VERSANT (pendiente de confirmación técnica).

TERCERA: VERSANT asumirá todos los costos relacionados con la subestación de conexión y todas las torres terminales que se deban instalar para lograr la interconexión del Proyecto a la Línea de Transmisión, así como los equipos adicionales a instalar en las subestaciones adyacentes para la coordinación de protecciones, control, medición y telecomunicaciones. Adicionalmente, asumirá todos los costos que signifique para EPR la revisión de los estudios. diseños, inspecciones en sitio y de indole similar que permitan obtener las autorizaciones de conexión a la Línea de Transmision.

CUARTA: EPR declara y manifiesta, y así lo acepta VERSANT, que la solicitud de interconexión que gestiona para el Proyecto a la Línea de Transmisión tiene que seguir un proceso de documentación y formalización ante las autoridades regionales (EOR-CRIE), gestiones que, manifiesta Versant, se presentaron debidamente ante el órgano competente de la EOR-CRIE desde setiembre de 2011.

QUINTA: Declaran y manifiestan las Partes que VERSANT ha hecho entrega a EPR de un plano o mapa con detalle de las obras y el posible sitio de la subestación, el cual forma parte integrante de la presente Carta.

SEXTA: VERSANT realizará un estudio de diseño de sitio considerando topografía, curvas de nivel y disposición de equipos. Se estima que VERSANT deberá instalar una o dos torres de remate para orientar la Línea de Transmisión hacia la futura subestación, lo cual seria parte adjunta del Proyecto. De igual forma, VERSANT confirma tener en el sitio de la subestación los accesos a la Línea de Transmisión que atraviesan por 22 Km los inmuebles. EPR le facilitará la descripción de las torres y coordenadas del tendido para integrarlo con la ubicación final de la derivación. Todos los costos que se incurran para el desarrollo de los diseños serán asumidos por VERSANT.

SÉPTIMA: Las Partes mantendrán como confidencial todas las transacciones descritas de la presente Carta. Toda información, así como la información que se recopile durante el periodo de preparación previa a los trabajos objetos del Acuerdo se entregarán únicamente a los agentes designados por cada una de las Partes, quienes quedarán obligados a mantener dicha información confidencial.

OCTAVA: La firma de la presente Carta no obliga a las Partes a perfeccionar ninguna transacción ni el acuerdo de conexión en la medida que todos y cualesquiera estudios o trámites previos necesarios estén pendientes de finalización.

NOVENA: La presente Carta solamente podrá ser modificada mediante document escrito firmado por ambas Partes.

DECIMA: La presente Carta se rige por las leyes de la República de Costa Rica. Cualquier disputa bajo la presente Carta que no pueda ser resuelta a través de mediación directa de las Partes, se resolvería mediante arbitraje en derecho ante el Centro de Conciliación y Arbitraje de Costa Rica (CICA) de conformidad con su reglamento.

En virtud de lo cual. las Partes suscriben la presente Carta de Intención a los veinticinco días del mes de junio del 2013.

Por Empresa Propietaria de la Red S.A	Por Energía Renovable Versant, SRL S.A.
/s/ José EnriqueMartínez Albero	*/s/ José Pablo Quirós Salazar*
José EnriqueMartínez Albero	José Pablo Quirós Salazar
Gerente General	Gerente General

2012-12-21
GG-459-12

Mr. Pedro P. Quiros
President - Board of Directors
Versant Corporation
Edificio Las Terrazas, Plaza Roble, 5° Piso
Guachipelín
San José, Costa Rica

RE: V TRES BACHE SRL Eolic Project
La Cruz, Guanacaste, de 37.5 MW

Dear Engineer Quirós:

With regard to the subject matter in reference, Compañía Nacional de Fuerza y Luz (CNFL) continues with its interest in a power purchase agreement with Versant Corporation (Versant).

Versant has offered at least 137.5 GWh per year in wind energy and CNFL accepts said energy from your proposed 37.5 MW park in La Cruz, Guanacaste.

As discussed, the wind energy price offered by Versant is within the accepted range as established by the appropriate authorities and approved by ARESEP. Versant commits to all the required investments, professional studies, permits and the operation and maintenance of this park and agrees that these are fully Versant's responsibility.

Due to the pending resolution by CGN on an appeal over wind energy tariffs, unrelated to our contractual understanding and specific to a tender by our holding company (Grupo ICE), we have been asked to hold the signature of the PPA with Versant until this matter is resolved. We hope to sign the contract with you at the earliest possible moment (sometime in the first quarter of 2013).

We hope that this unexpected delay will be resolved shortly, and that is does not become a delay in your fund raising for this project.

Sincerely,

/s/ Pablo Cob

Pablo Cob
General Manager

Gerencia General
Teléfonos: 2295-5021 - 2295-1921 / Fax: 2221-4601 / Apdo. 10026 - 1000 San José, Costa Rica
Correo E: gerenciageneral@cnfl.go.cr

2012-12-21
GG-459-12

Sr. Pedro P. Quiros
Presidente de Junta Directiva
Vertiente Corporation
Edificio Las Terrazas, Plaza Roble, 5 ° Piso
Guachipelín
San José, Costa Rica

RE: V TRES BACHE SRL eólica proyecto
La Cruz, Guanacaste, de 37.5 MW

Estimado Ingeniero Quirós:

En relación con el, tema en referencia, Compañía Nacional de Fuerza y Luz (CNFL) continúa con su interés en un acuerdo de compra de energía con la vertiente Corporation (vertiente).

Vertiente ha ofrecido al menos 137.5 GWh al año en energía eólica y CNFL acepta dicha energía desde su propuesta Parque de 37.5 MW en La Cruz, Guanacaste.

Como hemos comentado, el precio de la energía de viento ofrecido por la vertiente está dentro del rango aceptado según lo establecido por las autoridades competentes y aprobado por la ARESEP. Vertiente se compromete a todas las inversiones necesarias, estudios profesionales, permisos y la operación y mantenimiento de este parque y está de acuerdo en que estos son totalmente responsabilidad de vertiente.

Debido a la resolución pendiente por CGN en una apelación sobre energía eólica aranceles, ajenas a nuestro entendimiento contractual y específicos de una licitación por nuestra empresa (Grupo ICE), nos ha pedido para celebrar la firma de la PPA con vertiente hasta que se resuelva este asunto. Esperamos firmar el contrato con usted lo antes posible (en el primer trimestre de 2013).

Esperamos que este inesperado retraso se resolverá en poco tiempo, y que esto no se convierta en un retraso en su recaudación de fondos para este proyecto.

Sinceramente,

/s/ Pablo Cob

Pablo Cob
Gerente General

Gerencia General
Teléfonos: 2295-5021 - 2295-1921 / Fax: 2221-4601 / Apdo. 10026 -1000 San José, Costa Rica
Correo E: gerenciageneral@cnfl.go.cr

EXPORT-IMPORT BANK
OF THE UNITED STATES

May 1, 2012

Mr. Jose P. Quiros
President, Managing Director
Versant Corporation
10 Boulder Crescent, Suite #102
Colorado Springs, CO 80903
Fax No. 719-302-0632/Telephone No. 719-219-5797

Re: **WIND ENERGY TURBINES PROJECT - Costa Rica**
Project Letter of Interest No. LI087104XX
Expiry No.: November 14, 2012

Dear Mr. Quiros:

In response to your letter dated April 23, 2012, Ex-Im Bank is very interested in participating in the financing for this transaction, subject to receipt of the necessary application materials, and a favorable detailed analysis of the project and its financing structure.

We understand that you propose to engineer and build a project named Wind Energy Turbines in Costa Rica. This indication assumes the project will be structured on a limited recourse project finance basis where repayment to the lenders will be dependent on the financial viability of the project. Total project cost is estimated to be $78,000,000 and total U.S. content is estimated to be $60,000,000.

Indicative Ex-Im Bank terms and conditions are as follows:

(1) Maximum OECD Coverage. Ex-Im Bank is willing to consider providing the maximum coverage allowed under the OECD Arrangement on Export Credits. Such coverage could consist of a loan or guarantee of a commercial bank loan for up to 85 percent of the eligible U.S. costs; the allowance of up to 15 percent foreign content incorporated into the U.S. equipment; support of local costs up to 30 percent of the U.S. contract; a repayment profile, grace period, and repayment term in accordance with new OECD Guidelines; capitalization of interest during construction; and comprehensive or political coverage during construction. Subject to acceptable debt-equity ratios and other metrics traditional in limited recourse financings, Ex-Im Bank will support the maximum amount of U.S. content requested by the applicant.

(2) Interest Rates. Ex-Im Bank would provide direct loan and guarantee options, as requested. Under the direct loan option Ex-Im Bank would provide the Commercial Interest Reference Rate (CIRR) at the time of first disbursement. The current CIRR rate for this transaction's maximum potential tenor, which is subject to change on the 15th of each month, is 3.37 percent per annum through May 14, 2012.

(3) Commitment Fee. Ex-Im Bank's commitment fees range from 1/8 to 3/4 of a percent, depending upon coverage and options requested.

(4) Exposure Fee. Ex-Im Bank's exposure fee for this transaction will be based on a project specific evaluation that cannot be determined until our full project evaluation is performed. To obtain an indicative exposure fee, please follow the steps outlined in the attached fee fact sheet or on the web at http://www.exim.gov/products/guarantee/proj_finance _fees.html.

(5) Currency. The direct loan will be provided in U.S. dollars. The guarantee may provide for U.S. dollar loans or for loans in other currencies acceptable to Ex-Im Bank.

(6) Adverse Economic Impact. Ex-Im Bank is prohibited by statute from extending support for transactions that yield a net negative impact on the U.S. economy. To determine whether a transaction is likely to yield a net negative impact on the U.S. economy, Ex-Im Bank subjects applications for preliminary and final commitments to the Economic Impact procedures outlined at http://www.exim.gov/products/policies/econ_ impact_proc_html.

(7) Other Legal Prohibitions. As an agency of the U.S. government, Ex-Im Bank is subject to requirements that may prohibit it from supporting otherwise creditworthy transactions. We are not aware at this time of any other policies that may affect our ability to support the transaction. Please note, however, that despite issuance of this Letter of Interest, Ex-Im Bank's support of the transaction will still be subject to all of Ex-Im Bank's legal requirements in effect at that time. If you have any questions about the legal status of the transaction, please contact Ex-Im Bank.

I am pleased to advise you that Ex-Im Bank is prepared to develop a financing offer on the basis of these elements upon receipt and favorable evaluation of the financing application. However, this Letter of Interest does not, in and of itself, constitute a commitment. Only Ex-Im Bank's Board of Directors can authorize a final commitment for a project financing.

Further information on Ex-Im Bank's project finance application process, lending criteria, and application information requirements are included in the attached Fact Sheets — *Ex-lm Bank's Approach to Project Finance, Ex-Im Bank's Flexibility for Project Finance Transactions, Ex-Im Bank's Fees for Project Finance and Project Finance-Eligibility of Costs*.

We look forward to working with Versant Corporation on this project. Thank you for your interest in working with the Structured Finance Division at Ex-Im Bank.

Sincerely,

/s/ John L. Schuster

John L. Schuster
Vice President
Structured Finance