

SPDR DOW JONES INDUSTRIAL AVERAGE ETF TRUST

Form 485BPOS

February 12, 2019

As filed with the Securities and Exchange Commission on February 12, 2019

File No. 333-31247

811-09170

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 25

TO

Form S-6

FOR REGISTRATION UNDER THE SECURITIES ACT OF 1933 OF

SECURITIES OF UNIT INVESTMENT TRUSTS REGISTERED

ON FORM N-8B-2

A. Exact name of Trust:

SPDR DOW JONES INDUSTRIAL AVERAGE ETF TRUST

(formerly known as DIAMONDS TRUST SERIES 1 prior to February 26, 2010)

(I.R.S. Employer Identification Number: 04-3403937)

B. Name of Depositor:

PDR SERVICES LLC

C. Complete address of Depositor's principal executive office:

PDR SERVICES LLC
c/o NYSE Holdings LLC
11 Wall Street
New York, New York 10005

D. Name and complete address of agent for service:

Sherry J. Sandler, Esq
PDR SERVICES LLC
c/o NYSE Holdings LLC
11 Wall Street
New York, New York 10005

Copy to:

Nora M. Jordan, Esq.
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017

It is proposed that this filing will become effective:

immediately upon filing pursuant to paragraph (b) of Rule 485.

E. Title of securities being registered:

An indefinite number of Units pursuant to Rule 24f-2 under the Investment Company Act of 1940.

F. Approximate date of proposed public offering:

AS SOON AS PRACTICABLE AFTER THE EFFECTIVE DATE OF THE REGISTRATION STATEMENT.

Check box if it is proposed that this filing will become effective on [date] at [time] pursuant to Rule 487.

SPDR DOW JONES INDUSTRIAL AVERAGE ETF TRUST

Cross Reference Sheet

Pursuant to Regulation C

Under the Securities Act of 1933, as amended

(Form N-8B-2 Items required by Instruction 1

as to Prospectus in Form S-6)

Form N-8B-2

Form S-6

Item Number

Heading in Prospectus

I. Organization and General Information

1. (a) Name of Trust	Registration Statement Front Cover
(b) Title of securities issued	Registration Statement Front Cover
2. Name, address and Internal Revenue Service Employer Identification Number of depositor	Sponsor
3. Name, address and Internal Revenue Service Employer Identification Number of trustee	Trustee
4. Name, address and Internal Revenue Service Employer Identification Number of principal underwriter	*
5. State of organization of Trust	Organization of the Trust
6. (a) Dates of execution and termination of Trust Agreement	Organization of the Trust
(b) Dates of execution and termination of Trust Agreement	Same as set forth in 6(a)
7. Changes of name	*
8. Fiscal Year	*
9. Material Litigation	*
II. General Description of the Trust and Securities of the Trust	
10. (a) Registered or bearer securities	Summary Voting Rights; Book-Entry-Only System; Book-Entry-Only System
(b) Cumulative or distributive	Summary Dividends; Dividends and Distributions; Additional Information Regarding Dividends and Distributions
(c) Rights of holders as to withdrawal or redemption	Summary Redemption of Units; Purchases and Redemptions of Creation Units Redemption

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(d) Rights of holders as to conversion, transfer, etc.	Summary Redemption of Units; Purchases and Redemptions of Creation Units Redemption; Trust Agreement
(e) Lapses or defaults in principal payments with respect to periodic payment plan certificates	*
(f) Voting rights	Summary Voting Rights; Book-Entry-Only System; Trust Agreement
(g) Notice to holders as to change in:	
(1) Composition of Trust assets	*
(2) Terms and conditions of Trust s securities	Summary Amendments to the Trust Agreement; Trust Agreement Amendments to the Trust Agreement
(3) Provisions of Trust Agreement	Same as set forth in 10(g)(2)
(4) Identity of depositor and trustee	Sponsor; Trustee
(h) Consent of holders required to change:	
(1) Composition of Trust assets	*
(2) Terms and conditions of Trust s securities	Summary Amendments to the Trust Agreement; Trust Agreement Amendments to the Trust Agreement
(3) Provisions of Trust Agreement	Same as set forth in 10(h)(2)
(4) Identity of depositor and trustee	Sponsor; Trustee

* Not applicable, answer negative or not required.

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Item Number

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(i) Other principal features of the securities	Summary The Trust's Investments and Portfolio Turnover; Summary Redemption of Units; Summary Amendments to the Trust Agreement; Purchases and Redemptions of Creation Units; Trust Agreement
11. Type of securities comprising units	Summary The Trust's Investments and Portfolio Turnover; Portfolio Adjustments
12. Certain information regarding securities comprising periodic payment certificates	*
13. (a) Certain information regarding loads, fees, expenses and charges	Summary Fees and Expenses of the Trust; Summary The Trust's Investments and Portfolio Turnover; Expenses of the Trust; Purchases and Redemptions of Creation Units Redemption
(b) Certain information regarding periodic payment plan certificates	*
(c) Certain percentages	Same as set forth in 13(a)
(d) Reasons for certain differences in prices	*
(e) Certain other loads, fees, or charges payable by holders	*
(f) Certain profits receivable by depositor, principal underwriters, custodian, trustee or affiliated persons	Summary The Trust's Investments and Portfolio Turnover; Portfolio Adjustments Adjustments to the Portfolio Deposit
(g) Ratio of annual charges and deductions to income*	
14. Issuance of Trust's securities	Purchases and Redemptions of Creation Units Purchase (Creation)
15. Receipt and handling of payments from purchasers	Purchases and Redemptions of Creation Units
16. Acquisition and disposition of underlying securities	Purchases and Redemptions of Creation Units; Portfolio Adjustments; Trust Agreement
17. (a) Withdrawal or redemption by holders	Trust Agreement; Purchases and Redemptions of Creation Units Redemption
(b) Persons entitled or required to redeem or repurchase securities	Same as set forth in 17(a)
(c) Cancellation or resale of repurchased or redeemed securities	Same as set forth in 17(a)
18. (a) Receipt, custody and disposition of income	Additional Information Regarding Dividends and Distributions General Policies
(b) Reinvestment of distributions	Dividends and Distributions No Dividend Reinvestment Service

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(c)	Reserves or special funds	Same as set forth in 18(a)
(d)	Schedule of distributions	*
19.	Records, accounts and reports	The DJIA; Additional Information Regarding Dividends and Distributions General Policies; Investments by Investment Companies; Expenses of the Trust
20.	Certain miscellaneous provisions of Trust Agreement	
(a)	Amendments	Trust Agreement Amendments to the Trust Agreement
(b)	Extension or termination	Trust Agreement Amendments to the Trust Agreement; Trust Agreement Termination of the Trust Agreement; Organization of the Trust
(c)	Removal or resignation of trustee	Trustee
(d)	Successor trustee	Same as set forth in 20(c)
(e)	Removal or resignation of depositor	Sponsor
(f)	Successor depositor	Same as set forth in 20(e)
21.	Loans to security holders	*
22.	Limitations on liabilities	Trustee; Sponsor
23.	Bonding arrangements	*
24.	Other material provisions of Trust Agreement	*

* Not applicable, answer negative or not required.

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III. Organization, Personnel and Affiliated Persons of Depositor

25.	Organization of depositor	Sponsor
26.	Fees received by depositor	*
27.	Business of depositor	Sponsor
28.	Certain information as to officials and affiliated persons of depositor	Sponsor
29.	Ownership of voting securities of depositor	Sponsor
30.	Persons controlling depositor	Sponsor
31.	Payments by depositor for certain services rendered to Trust	*
32.	Payments by depositor for certain other services rendered to Trust	*
33.	Remuneration of employees of depositor for certain services rendered to Trust	*
34.	Compensation of other persons for certain services rendered to Trust	*
IV. Distribution and Redemption of Securities		
35.	Distribution of Trust's securities in states	*
36.	Suspension of sales of Trust's securities	*
37.	Denial or revocation of authority to distribute	*
38.	(a) Method of distribution	Purchases and Redemptions of Creation Units Purchase (Creation)
	(b) Underwriting agreements	Purchases and Redemptions of Creation Units
	(c) Selling agreements	Same as set forth in 38(b)
39.	(a) Organization of principal underwriter	Distributor
	(b) NASD membership of principal underwriter	Distributor
40.	Certain fees received by principal underwriters	*
41.	(a) Business of principal underwriters	Purchases and Redemptions of Creation Units; Distributor
	(b) Branch offices of principal underwriters	*
	(c) Salesmen of principal underwriters	*
42.	Ownership of Trust's securities by certain persons	*
43.	Certain brokerage commissions received by principal underwriters	*

44.	(a)	Method of valuation for determining offering price	Portfolio Adjustments; Determination of Net Asset Value
	(b)	Schedule as to components of offering price	*
	(c)	Variation in offering price to certain persons	*
45.		Suspension of redemption rights	*
46.	(a)	Certain information regarding redemption or withdrawal valuation	Determination of Net Asset Value; Purchases and Redemptions of Creation Units Redemption
	(b)	Schedule as to components of redemption price	*
47.		Maintenance of position in underlying securities	Purchases and Redemptions of Creation Units; Portfolio Adjustments; Determination of Net Asset Value; Additional Information Regarding Dividends and Distributions General Policies
V. Information Concerning the Trustee or Custodian			
48.		Organization and regulation of trustee	Trustee
49.		Fees and expenses of trustee	Summary Fees and Expenses of the Trust; Expenses of the Trust; Purchases and Redemptions of Creation Units Redemption
50.		Trustee's lien	Expenses of the Trust; Purchases and Redemptions of Creation Units Redemption
VI. Information Concerning Insurance of Holders of Securities			
51.	(a)	Name and address of insurance company	*
	(b)	Types of policies	*
	(c)	Types of risks insured and excluded	*
	(d)	Coverage	*
	(e)	Beneficiaries	*

* Not applicable, answer negative or not required.

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Form S-6

Item Number

Heading in Prospectus

- | | |
|--|---|
| (f) Terms and manner of cancellation | * |
| (g) Method of determining premiums | * |
| (h) Aggregate premiums paid | * |
| (i) Recipients of premiums | * |
| (j) Other material provisions of Trust Agreement relating to insurance | * |

VII. Policy of Registrant

- | | |
|--|---|
| 52. (a) Method of selecting and eliminating securities from the Trust | Purchases and Redemptions of Creation Units; Portfolio Adjustments; Trust Agreement |
| (b) Elimination of securities from the Trust | Portfolio Adjustments |
| (c) Policy of Trust regarding substitution and elimination of securities | Portfolio Adjustments; Trust Agreement |
| (d) Description of any other fundamental policy of the Trust | * |
| (e) Code of Ethics pursuant to Rule 17j-1 of the 1940 Act | Code of Ethics |
| 53. (a) Taxable status of the Trust | Federal Income Taxes |
| (b) Qualification of the Trust as a regulated investment company | Same as set forth in 53(a) |

VIII. Financial and Statistical Information

- | | |
|--|---|
| 54. Information regarding the Trust's last ten fiscal years | * |
| 55. Certain information regarding periodic payment plan certificates | * |
| 56. Certain information regarding periodic payment plan certificates | * |
| 57. Certain information regarding periodic payment plan certificates | * |
| 58. Certain information regarding periodic payment plan certificates | * |
| 59. Financial statements (Instruction 1(c) to Form S-6) | * |

* Not applicable, answer negative or not required.

Undertaking to File Reports

Subject to the terms and conditions of Section 15(d) of the Securities Exchange Act of 1934, the undersigned registrant hereby undertakes to file with the Securities and Exchange Commission such supplementary and periodic information, documents, and reports as may be prescribed by any rule or regulations of the Commission heretofore or hereafter duly adopted pursuant to authority conferred in that section.

SPDR[®] DOW JONES INDUSTRIAL AVERAGESM ETF Trust (DIA or the Trust)
(A Unit Investment Trust)

Principal U.S. Listing Exchange for SPDR[®] DOW JONES INDUSTRIAL AVERAGESM ETF Trust: NYSE Arca, Inc.

under the symbol DIA

Prospectus Dated February 12, 2019

The U.S. Securities and Exchange Commission has not approved or disapproved these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense. Securities of the Trust (Units) are not guaranteed or insured by the Federal Deposit Insurance Corporation or any other agency of the U.S. Government, nor are such Units deposits or obligations of any bank. Such Units of the Trust involve investment risks, including the loss of principal.

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SUMMARY

Investment Objective

The Trust seeks to provide investment results that, before expenses, correspond generally to the price and yield performance of the Dow Jones Industrial Average (the DJIA).

Fees and Expenses of the Trust

This table estimates the fees and expenses that the Trust pays on an annual basis, which you therefore pay indirectly when you buy and hold Units. It does not reflect brokerage commissions that you may pay for purchases and sales of Units on the secondary markets.

Fourth Quarter	\$3.25	\$0.28
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As of September 30, 2011 we had 26,475,662 shares of our common stock outstanding and the number of stockholders of record of our common stock was 56.

DIVIDENDS

We have never declared or paid any cash dividends on our common stock. We do not anticipate paying any cash dividends to stockholders in the foreseeable future. In addition, any future determination to pay cash dividends will be at the discretion of our board of directors and will be dependent upon our financial condition, results of operations, capital requirements, and such other factors as the board deem relevant.

PURCHASES OF EQUITY SECURITIES BY THE REGISTRANT AND AFFILIATED PURCHASERS

There were no purchases of our equity securities by us or any affiliated purchasers during any month within the fourth quarter of the fiscal year covered by this Annual Report.

RECENT SALES OF UNREGISTERED SECURITIES

As previously reported in a Current Report on Form 8-K filed with the SEC on April 27, 2011, we issued 21,000,000 shares of common stock to ACS Global in connection with our acquisition of the assets of ACS Global and we sold to certain accredited investors in a private offering 1,860,000 shares of common stock at a purchase price of \$0.50 per share. Following the closing of the Asset Purchase Agreement we sold to certain accredited investors in a private offering, an additional 712,300 shares of common stock at a purchase price of \$0.50. The shares were issued pursuant to the exemptions from the registration requirements of the Securities Act provided under Regulation D and Rule 506 promulgated thereunder.

ITEM 6. SELECTED FINANCIAL DATA.

This item is not applicable because we are a smaller reporting company.

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

Forward-looking Statements

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

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

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

Background

We were incorporated in the State of Nevada on March 13, 2009 under the name R&A Productions, Inc. On April 20, 2011, we acquired, through our wholly owned subsidiary American CryoStem Acquisition Corporation, substantially all of the assets from, and assumed substantially all of the liabilities of, ACS Global, Inc. ("ACS Global") in exchange for our issuance of 21,000,000 shares of our common stock, par value \$0.001 per share, to ACS Global (the "Asset Purchase"). We filed a Current Report on Form 8-K with the Securities and Exchange Commission on April 27, 2011 disclosing the Asset Purchase and certain related matters including, but not limited to, the appointment of our present officers and directors as well as the resignation as such by the former chief executive officer and sole director. Our fiscal year ends September 30 of each calendar year.

Overview of our Business

We currently operate the stem cell business we acquired in the Asset Purchase, we have discontinued the operations of the movie production business in the fourth quarter of 2011.

Stem Cell Business

Our principal line of business is the business acquired from ACS Global. ACS Global has developed a method to collect process and store adipose (fat) Derived Adult Stem Cells ("Stem Cells"), permitting individuals to preserve their

Stem Cells for potential future use in cell therapy.

We believe that we will be able to store Stem Cells for adults charging a fixed fee which includes the first year of storage fees. Thereafter, we intend to have clients be responsible for the payment of an annual storage fee. We believe that Stem Cells are currently being used in the emerging field of regenerative medicine globally and have the potential to become a multibillion dollar industry in the future. We further believe that Stem Cells have the potential to heal a substantial number of diseases and chronic conditions and that we will be able to provide a streamlined and affordable method to process and cryopreserve Stem Cells for autologous (self) use in humans for the emerging regenerative medicine market.

Current published medical research shows that Stem Cells can be used to support tissue repair and cell therapies to expedite healing of wounds, burns and physical trauma to joints, bone, muscle, tendons and ligaments. Effects of diseases that we believe can be alleviated through the use of Stem Cells include cardiovascular disease, cancer, stroke, central nervous disorders and diabetes. We also believe that the near-term applications include the use of processed Stem Cells as biocompatible fillers in cosmetic and reconstructive surgery. Although our Stem Cell business is in its initial stage, we anticipate that we will be able to provide the following services:

Collecting an individual's adipose tissue through a participating doctor who will forward the tissue to our laboratory;

Processing the tissue in a laboratory to separate the component parts of an individual's adipose tissue, which includes Stem Cells and other regenerative cells; and

Cryopreserving adipose tissue and Stem Cells for immediate use or long-term storage.

The Stem Cells will be prepared and cryopreserved in their raw form without manipulation, bio-generation or the addition of biomarkers or other materials, which we believe may make such Stem Cells suitable for use in cellular treatments (i.e., the biomedical use of Stem Cells to treat patients) currently offered by existing and planned treatment centers worldwide. We believe that affordably preserving cells derived from adipose tissue can provide a user with the opportunity to take advantage of the emerging field of regenerative medicine, i.e., healing the body using one's own stem cells.

In September of 2011 we completed the required testing, validation and verification of our core processing methodology and laboratory equipment. The laboratory is located in the science incubator on the Campus of the Burlington Community College located in Mount Laurel, NJ. In anticipation of the completion of this intensive testing process and the commencement of commercial operations, we expanded our overall leased space at the facility to approximately 1300 square feet. Following the acquisition of this new space we began to acquire additional equipment and hired and trained additional staff. This additional laboratory facility will allow us to quickly expand our processing capabilities and expand our current product and services development.

On August 2, 2011, we were awarded US Patent No. US 7,989,205 B2, titled Cell Culture Media, Kits, and Methods of Use. This Patent was assigned to us by our Chief Scientist, Dr. David Moscatello in 2010 and was originally filed on October 4, 2006. We have continued to develop tools, and cellular processing methods that have the potential to result in new products and services being offered for commercial sale and licensing at a future date. Management cannot predict if a market for these products will develop and therefore cannot predict the potential impact these new products will have upon our revenue.

Movie Production Business

Following the completion of the Asset purchase Agreement with ACS Global, we continued to operate our movie production business as a separate division during the third quarter to review its operations and projects. Following the review the Company decided in the fourth quarter to discontinue its operations and the results for the fiscal year are listed under "Discontinued Operations" financial statement herein.

Plan of Operations – Stem Cell Business

We have begun a direct marketing program focused upon doctors and have an initial group of providers that we anticipate will offer our services to their patients. This marketing program has been implemented using a traditional sales approach common to the pharmaceutical and biotechnology industries. This basic approach is the core of our marketing activities and will be expanded using a combination of in-house sales personnel and independent channels. In addition, we anticipate engaging in a comprehensive integrated marketing campaign through various media such as the Internet, video, print, TV, radio and trade shows to initiate the education of medical professionals and their patients to promote awareness of our company and our products. The essence of this educational strategy is to reach the end-users as quickly as possible and to accelerate the adoption curve of our services. In addition, we plan to utilize outside marketing resources to increase the number of surgeons who are willing to offer our services to their patients.

The combination of a traditional sales approach supported by continuous marketing will be coordinated with the expansion of our laboratory processing capabilities. In preparation for our commercial operations, we have doubled the laboratory space that we are leasing at the Burlington County College (“BCC”) science incubator. Additionally, we are hiring and training the required laboratory personnel to operate the additional commercial processing laboratory.

We intend to pursue opportunities to generate revenue from the development of our intellectual property. This intellectual property also includes processing and testing methods developed in our laboratories that may be licensed to researchers and other companies currently researching and developing cellular therapies and regenerative medicine products. Management believes that as the adipose derived adult stem cell business continues to grow there is an opportunity to assist them in the development of their products and services through sale of our developed products, licensing of our processing and testing methods and potential collaborative development opportunities. Although our management intends to pursue these new lines of business, there can be no assurance that we will be able to generate additional revenue from these sources.

Cash Requirements – Stem Cell Business

We will require additional capital to fund marketing, operational expansion, processing staff training, as well as for working capital. We have minimal long term debt and have been able to meet our past financial obligations on a current basis.

We cannot assure you we can attract sufficient capital to enable us to fully fund our anticipated cash requirements. In addition, we cannot assure you that the requisite financing, whether over the short or long term, will be raised within the necessary time frame or on terms acceptable to us, if at all. Should we be unable to raise sufficient funds we may be required to curtail our operating plans if not cease them entirely. As a result, we cannot assure you that we will be able to operate profitably on a consistent basis, or at all, in the future.

We expended \$324,465 during the fiscal year ended September 30, 2011 in professional fees (principally legal and accounting). In addition, we expended \$300,247 following the closing on April 21, 2011, of our purchase of the stem cell business for certain liabilities we assumed, the hiring and training of new staff and for the expansion of our sales, marketing and business development network.

Going Concern

As of the date of this annual report, there is substantial doubt regarding our ability to continue as a going concern as we have not generated sufficient cash flow to fund our proposed Stem Cell business.

We have suffered recurring losses from operations since our inception. In addition, we have yet to generate an internal cash flow from our business operations or successfully raised the financing required to expand our Stem Cell business. As a result of these and other factors, our independent auditor has expressed substantial doubt about our ability to continue as a going concern. Our future success and viability, therefore, are dependent upon our ability to generate capital financing. The failure to generate sufficient revenues or raise additional capital may have a material and adverse effect upon us and our shareholders.

Our plans with regard to these matters encompass the following actions: (i) obtaining funding from new investors to alleviate our working capital deficiency, and (ii) implementing a plan to generate sales of our proposed products. Our continued existence is dependent upon our ability to resolve our liquidity problems and achieve profitability in our current business operations. However, the outcome of management's plans cannot be ascertained with any degree of certainty. Our financial statements do not include any adjustments that might result from the outcome of these risks and uncertainties.

Commitments

As of the date of this annual report, the company's material capital commitments were (i) the continued funding of the expansion of our marketing efforts and laboratory processing capabilities, (ii) an equipment lease in the amount of \$78,540 for laboratory equipment with monthly payments of \$1,869.74 and the final payment due March 2015, and (iii) the current lease for the laboratory spaces at the Burlington County College Science Incubator, Laboratory 110 and 108, Each Laboratory lease requires a monthly payment of \$1,650. The lease for each laboratory is renewable annually in December (Lab 110) and April (Lab 108).

The Company in connection with the closing of the Asset Purchase Agreement assumed (i) an unsecured note payable in the face amount of \$65,000 with interest payable upon maturity of 6%. The current balance due is \$68,575. The note matures October 31, 2012 (ii) unsecured liabilities without interest of \$134,812 due to ACS Global, the majority shareholder of the Company, for certain prepaid expenses made by ACS Global prior to the closing of the transaction, there is no due date associated with this liability.

We anticipate that any further capital commitments that may be incurred will be financed principally through the issuance of our securities. However, we cannot assure you that additional financing will be available to us on a timely basis, on acceptable terms, or at all.

Off Balance Sheet Arrangements

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

RESULTS OF OPERATIONS

Comparison of the Twelve Months Ended September 30, 2011 to the Year Ended September 30, 2010:

Revenue. Our total revenue was \$4,995 for the 12 months ended September 30, 2011 exclusive of discontinued operations, compared to \$0 for the same period ended September 30, 2010.

Selling, General and Administrative Expenses. Selling, general and administrative expenses (“SG&A”) for the 12 months ended September 30, 2011 were \$1,294,434, as compared to SG&A of \$186,324 for the 12 months ended September 30, 2010.

Net Income (Loss). Our net loss for the 12 months ended September 30, 2011 was \$(1,290,495), compared to a net Loss of \$(32,650) for the year ended September 30, 2010.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity and Financial Position

As shown in the accompanying financial statements, the Company incurred a net loss of \$1,290,495 for the year ended September 30, 2011 as compared to net loss of \$32,650 for the previously fiscal period ended September 30, 2010. At the year ended September 30, 2011 the Company's current assets were \$163,266 and the total assets were \$561,283 and its liabilities were \$398,017. The Company's assets exceeded its liabilities by \$163,226.

Outlook We have worked with minimal capital to date the Company is in the early stages of marketing its services following the recent completion of the necessary scientific validation and verification work in September of 2011. The Company will be accelerating its marketing strategies and expand its marketing efforts subject to available capital and the success of its sales strategies. The Company has also identified several additional products and services that are complimentary to the current services of collecting, processing and storage of adipose derived stem cells.

The Company is also aggressively pursuing additional marketing opportunities with its target doctor market to further expand the delivery of its services to clients. These additional marketing programs are designed to provide a constant flow of clients interested in taking advantage of the Company's services and the burgeoning cellular therapy and regenerative medicine market. The Company is currently in the process of raising additional capital to support these marketing programs.

Liquidity and Capital Resources

We had a cash balance of \$107,330 as of the date of this annual report. Our principal source of funds has been sales of our securities.

Should we be unable to raise sufficient funds, we will be required to curtail our operating plans if not cease them entirely. We cannot assure you that we will generate the necessary funding to operate or develop our business. Please see "Cash Requirements – Stem Cell Business" above for our existing plans with respect to raising the capital we believe will be required.

In the event that we are able to obtain the necessary financing to move forward with our business plan, we expect that our expenses will increase significantly as we attempt to grow our business. Accordingly, the financing required may not be sufficient and must be considered in light these circumstances.

APPLICATION OF CRITICAL ACCOUNTING POLICIES

Our financial statements and accompanying notes are prepared in accordance with generally accepted accounting principles in the United States. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by management's application of accounting policies. Critical accounting policies include revenue recognition, impairment of marketing rights and accounting for legal contingencies.

We recognize revenue in accordance with Staff Accounting Bulletin No.101, "Revenue Recognition in Financial Statements." Sales are recorded when products are shipped to customers. Provisions for discounts and rebates to customers, estimated returns and allowances and other adjustments are provided for in the same period the related sales are recorded.

We evaluate our long-lived assets for financial impairment on a regular basis. At the time such evaluations indicate that the future discounted cash flows of certain long-lived assets are not sufficient to recover the carrying value of

such assets, the assets are adjusted to their fair values.

New Accounting Pronouncements

ASU No. 2011-02; A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring ("TDR"). In April, 2011, the FASB issued ASU No. 2011-02, intended to provide additional guidance to assist creditors in determining whether a restructuring of a receivable meets the criteria to be considered a troubled debt restructuring. The amendments in this ASU are effective for the first interim or annual period beginning on or after June 15, 2011, and are to be applied retrospectively to the beginning of the annual period of adoption. As a result of applying these amendments, an entity may identify receivables that are newly considered impaired. Early adoption is permitted. The adoption of ASU No. 2011-02 will not have a material affect on the Company's financial statements.

ASU No. 2011-04; Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. In May, 2011, the FASB issued ASU No. 2011-04. The amendments in this ASU generally represent clarifications of Topic 820, but also include some instances where a particular principle or requirement for measuring fair value or disclosing information about fair value measurements has changed. This ASU results in common principles and requirements for measuring fair value and for disclosing information about fair value measurements in accordance with U.S. GAAP and IFRSs. The amendments in this ASU are to be applied prospectively. For public entities, the amendments are effective during interim and annual periods beginning after December 15, 2011. Early application by public entities is not permitted. The Company will adopt the methodologies prescribed by this ASU by the date required, and does not anticipate that the ASU will have a material effect on its financial position or results of operations.

Critical Accounting Policies

We prepare financial statements in conformity with U.S. generally accepted accounting principles ("GAAP"), which requires us to make estimates and assumptions that affect the amounts reported in our combined and consolidated financial statements and related notes. We periodically evaluate these estimates and assumptions based on the most recently available information, our own historical experience and various other assumptions that we believe are reasonable 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. Since the use of estimates is an integral component of the financial reporting process, actual results could differ from those estimates. Some of our accounting policies require higher degrees of judgment than others in their application. We believe the following accounting policies involve the most significant judgments and estimates used in the preparation of our financial statements.

Basis of Presentation. Our financial statements are presented on the accrual basis of accounting in accordance with generally accepted accounting principles in the United State of America, whereby revenues are recognized in the period earned and expenses when incurred.

Management's Use of Estimates. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Long-Lived Assets. We review and evaluate our long-lived assets for impairment whenever events or changes in circumstances indicate that their net book value may not be recoverable. When such factors and circumstances exist, we compare the assets' carrying amounts against the estimated undiscounted cash flows to be generated by those assets over their estimated useful lives. If the carrying amounts are greater than the undiscounted cash flows, the fair values of those assets are estimated by discounting the projected cash flows. Any excess of the carrying amounts over the fair values are recorded as impairments in that fiscal period.

Statement of Cash Flows. For purposes of the statement of cash flows, we consider all highly liquid investments (i.e., investments which, when purchased, have original maturities of three months or less) to be cash equivalents.

Fair Value of Financial Instruments

Our financial instruments consist of cash and cash equivalents. The fair value of cash and cash equivalents approximates the recorded amounts because of the liquidity and short-term nature of these items.

Recent Accounting Pronouncements

We have reviewed all recently issued, but not yet effective, accounting pronouncements and do not believe that any future adoption of such pronouncements will have a material impact on our financial condition or the results of our operations.

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

This item is not applicable because we are a smaller reporting company.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

AUDITED FINANCIAL STATEMENTS AND SCHEDULES
SEPTEMBER 30, 2011 AND SEPTEMBER 30, 2010
American CryoStem Corporation
Index to Financial Statements

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Report of Independent Registered Public Accounting Firm

We have audited the accompanying balance sheet of American CryoStem Corporation (fka R & A Productions, Inc.) as of September 30, 2011, and the related statements of operations, stockholders' equity, and cash flows for the year ended September 30, 2011. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with 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. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of American CryoStem Corporation (fka R & A Productions, Inc.) as of September 30, 2011, and the results of its operations and its cash flows for the year ended September 30, 2011, in conformity with U.S. generally accepted accounting principles.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has suffered recurring losses and negative cash flows from operations that raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also discussed in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Donahue Associates LLC

Monmouth Beach, New Jersey

January 3, 2012

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MALCOLM L. POLLARD, Inc.
4845 W. LAKE ROAD, # 119
ERIE, PA 16505
(814)838-8258
FAX (814)838-8452

Report of Independent Registered Public Accounting Firm

Board of Directors
R&A Productions, Inc.

We have audited the accompanying balance sheet of R&A Productions, Inc as of September 30, 2010, and the related statements of operations, changes in shareholders' equity, and cash flows for the year ended September 30, 2010.

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conduct 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. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

The Company has not generated significant revenues or profits to date. This factor, among others, raises substantial doubt about its ability to continue as a going concern. The Company's continuation as a going concern depends upon its ability to generate sufficient cash flow to conduct its operations and its ability to obtain additional sources of capital and financing. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company at September 30, 2010 and the results of its operations, changes in shareholders' equity, and its cash flows for the year ended September 30, 2010, in conformity with U.S. generally accepted accounting standards.

Malcolm L. Pollard, Inc.
Erie, Pennsylvania
December 3, 2010

American CryoStem Corporation
(fka R & A Productions, Inc.)
Balance Sheets
As of September 30, 2011 and 2010

	30-Sep-11	30-Sep-10
ASSETS		
Current assets:		
Cash	\$ 107,330	\$ 1,510
Prepaid expense	18,062	0
Total current assets	\$ 125,392	\$ 1,510
Other assets:		
Security deposits	3,300	0
Patent	98,913	0
Equipment- net	333,678	58,888
Total assets	\$ 561,283	\$ 60,398
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable & accrued expenses	\$ 128,586	\$ 0
Capital lease payable	16,584	0
Total current liabilities	\$ 145,170	\$ 0
Note payable to shareholder	68,575	0
Capital lease payable	49,460	0
Payable to shareholder	134,812	0
Shareholders' equity:		
Common stock- \$.001 par value, 300,000,000 shares authorized, issued and outstanding, 5,552,764 shares at September 30, 2010 and 26,475,662 at September 30, 2011	\$ 26,476	\$ 5,553
Additional paid in capital	1,448,180	75,740
Accumulated deficit	(1,311,390)	(20,895)
Total shareholders' equity	163,266	60,398
Total Liabilities & Shareholders' Equity	\$ 561,283	\$ 60,398

See the notes to the financial statements.

American CryoStem Corporation
(fka R & A Productions, Inc.)
Statements of Operations
For the Years Ended September 30, 2011 and 2010

	30-Sep-11	30-Sep-10
Net sales revenue	\$ 4,995	\$ 0
Cost of sales	(1,410)	0
Gross margin on sales	\$ 3,585	\$ 0
General and administrative expenses:		
Professional fees	\$ 324,465	\$ 0
Research & development	176,836	0
Administration	793,133	0
Total general & administrative expenses	1,294,434	0
Net loss from operations	\$ (1,290,849)	\$ 0
Other income (expenses):		
Interest income	774	0
Interest expense	(4,718)	0
Net loss before provision for income taxes	\$ (1,294,793)	\$ 0
Provision for income taxes	0	0
Loss before discontinued operations	(1,294,793)	0
Discontinued operations (net of tax)	4,298	(32,650)
Net loss	\$ (1,290,495)	\$ (32,650)
Basic & fully diluted net loss per common share:		
Net gain (loss) - continuing operations	\$ (0.087)	\$ 0.000
Net gain (loss)- discontinued operations	\$ 0.000	\$ (0.006)
Basic & fully diluted net loss per common share	\$ (0.087)	\$ (0.006)
Weighted average of common shares outstanding:		
Basic & fully diluted	14,893,895	5,552,764

See the notes to the financial statements.

American CryoStem Corporation
(fka R & A Productions, Inc.)
Statements of Cash Flows
For the Years Ended September 30, 2011 and 2010

	30-Sep-11	30-Sep-10
Operating Activities:		
Net loss	\$ (1,290,495)	\$ (32,650)
Adjustments to reconcile net income items not requiring the use of cash:		
Consulting fees	363,751	30
Impairment expense	65,359	0
Depreciation expense	14,788	12,288
Changes in other operating assets and liabilities :		
Prepaid expense	(18,062)	0
Accounts payable and accrued expenses	44,431	(8,074)
Net cash used by operations	\$ (820,228)	\$ (28,406)
Investing activities:		
Purchase of patents & trademarks	\$ (46,294)	\$ 0
Purchase of equipment	(83,924)	(9,684)
Net cash used by investing activities	(130,218)	(9,684)
Financing activities:		
Issuance of common stock	\$ 1,286,000	\$ 31,500
Sale of treasury stock	(355,000)	0
Payment of capital lease	(9,546)	0
Payable to shareholder	134,812	0
Net cash provided by financing activities	1,056,266	31,500
Net increase (decrease) in cash	\$ 105,820	\$ (6,590)
Cash balance at beginning of the fiscal year	1,510	8,100
Cash balance at September 30th	\$ 107,330	\$ 1,510
Supplemental disclosures of cash flow information:		
Interest paid during the fiscal year	\$ 4,718	\$ 0
Income taxes paid during the fiscal year	\$ 0	\$ 0

See the notes to the financial statements.

American CryoStem Corporation
(fka R & A Productions, Inc.)
Statements of Changes in Shareholders' Equity
For the Years Ended September 30, 2011 and 2010

	Common Shares	Par Value	Paid in Capital	Retained Deficit	Total Equity
Balance at September 30, 2009	5,432,764	\$5,433	\$44,330	\$11,755	\$61,518
Issuance of common stock	90,000	90	31,410		31,500
Issued shares for services	30,000	30			30
Net loss				(32,650)	(32,650)
Balance at September 30, 2010	5,552,764	\$5,553	\$75,740	\$(20,895)	\$60,398
Issuance of common stock	2,572,000	2,572	1,283,428		1,286,000
Sale of treasury stock	(3,376,902)	(3,377)	(351,623)		(355,000)
Purchase of AMCY	21,000,000	21,000	77,612		98,612
Issued shares for services	727,500	728	363,023		363,751
Net loss				(1,290,495)	(1,290,495)
Balance at September 30, 2011	26,475,362	\$26,476	\$1,448,180	\$(1,311,390)	\$163,266

See the notes to the financial statements.

American CryoStem Corporation
(fka R & A Productions, Inc.)
Notes to the Financial Statements
For the Years Ended September 30, 2011 and 2010

NOTE 1. Organization of the Company and Significant Accounting Policies

American CryoStem Corporation (the “Company”) is a publicly held corporation formed on March 13, 2009 in the state of Nevada as R&A Productions Inc. (R&A)

In April 2011, R&A purchased substantially all the assets and liabilities of American CryoStem Corporation (ACS) for 21 million shares of common stock. The Company was deemed to be the accounting acquirer. At that time, the former operations of R&A were discontinued and the name of the company was changed to American CryoStem Corporation.

The Company is in the business of collecting adipose tissue, processing it to separate the adult stem cells, and preparing such stem cells for long-term storage. The process allows individuals to preserve their stem cells for future personal use in cellular therapy. The adipose derived stem cells are prepared and stored in their raw form without manipulation, bio-generation or the addition of biomarkers or other materials, making them suitable for use in cellular treatments and therapies offered by existing and planned treatment centers worldwide. Individualized collection and storage of adult stem cells provides personalized medicine solutions by making the patient’s own preserved stem cells available for future cellular therapies.

On August 2, 2011 The Company was issued US Patent No. 7,989,205 “Cell Culture Media, Kits and Methods of Use” The Company is in the process of further developing a full product line based on this patent will be offered for sale in early 2012. The media products are designed specifically to enhance growth and differentiation of adipose derived cells The Company expects to initially produce and fulfill orders from its laboratory.

Use of Estimates - The preparation of the financial statements in conformity with United States generally accepted accounting principles (“GAAP”) uniformly applied requires management to make reasonable estimates and assumptions that affect the reported amounts of the assets and liabilities and disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses at the date of the financial statements and for the period they include. Actual results may differ from these estimates.

Cash and interest bearing deposits - For the purpose of calculating changes in cash flows, cash includes all cash balances and highly liquid short-term investments with an original maturity of three months or less.

Revenue Recognition – The Company recognizes revenue from the processing of adipose tissue into usable stem cells once all the procedures have been performed and collection is reasonably assured. Storage revenues for the stem cells are charged on an annual basis and recognized when they are received or due to be received.

Long Lived Assets - The Company reviews for the impairment of long-lived assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. An impairment loss would be recognized when estimated future cash flows expected to result from the use of the asset and its eventual disposition is less than its carrying amount.

Equipment - Equipment is stated at cost. Depreciation expense is computed using the straight-line method over the estimated useful life of the assets, which is estimated as follows:

Office equipment	5 years
Lab equipment & furniture	7 years
Lab software	5 years

Income taxes - The Company accounts for income taxes in accordance with generally accepted accounting principles which require an asset and liability approach to financial accounting and reporting for income taxes. Deferred income tax assets and liabilities are computed annually for differences between financial statement and income tax bases of assets and liabilities that will result in taxable income or deductible expenses in the future based on enacted tax laws and rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets and liabilities to the amount expected to be realized. Income tax expense is the tax payable or refundable for the period adjusted for the change during the period in deferred tax assets and liabilities.

The Company follows the accounting requirements associated with uncertainty in income taxes using the provisions of Financial Accounting Standards Board (FASB) ASC 740, Income Taxes. Using that guidance, tax positions initially need to be recognized in the financial statements when it is more likely than not the positions will be sustained upon examination by the tax authorities. It also provides guidance for derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. As of September 30, 2011, the Company has no uncertain tax positions that qualify for either recognition or disclosure in the financial statements. All tax returns from fiscal years 2009 to 2010 are subject to IRS audit.

Recent Accounting Pronouncements:

ASU No. 2011-02; A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring ("TDR"). In April, 2011, the FASB issued ASU No. 2011-02, intended to provide additional guidance to assist creditors in determining whether a restructuring of a receivable meets the criteria to be considered a troubled debt restructuring. The amendments in this ASU are effective for the first interim or annual period beginning on or after June 15, 2011, and are to be applied retrospectively to the beginning of the annual period of adoption. As a result of applying these amendments, an entity may identify receivables that are newly considered impaired. Early adoption is permitted. The adoption of ASU No. 2011-02 will not have a material affect on the Company's financial statements.

ASU No. 2011-04; Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. In May, 2011, the FASB issued ASU No. 2011-04. The amendments in this ASU generally represent clarifications of Topic 820, but also include some instances where a particular principle or requirement for measuring fair value or disclosing information about fair value measurements has changed. This ASU results in common principles and requirements for measuring fair value and for disclosing information about fair value measurements in accordance with U.S. GAAP and IFRSs. The amendments in this ASU are to be applied prospectively. For public entities, the amendments are effective during interim and annual periods beginning after December 15, 2011. Early application by public entities is not permitted. The Company will adopt the methodologies prescribed by this ASU by the date required, and does not anticipate that the ASU will have a material effect on its financial position or results of operations.

NOTE 2. Going Concern

The accompanying financial statements have been presented in accordance with GAAP, which assumes the continuity of the Company as a going concern. However, the Company has incurred significant losses since its inception and has no material revenues to date and continues to rely on financing and the issuance of shares to raise capital to fund its business operations. Management's plans with regard to this matter are as follows:

The Company has been actively engaged in creating and implementing its new business model. In connection with this process, management of the Company has raised \$1,286,000 under SEC Rule 506 during the year ended September 30, 2011, and retained the services of new corporate advisors and consultants. Additionally the Company has entered into a non-exclusive agreement with a registered broker-dealer pursuant to which such broker-dealer has committed to raise up to \$3 Million in new equity on a best efforts basis through the sale of the Company's securities.

The Company plans to continue to fund its operations through capital fundraising activities in 2012 until the new commercial facilities generate sufficient revenue to support its operations.

The Company, in pursuing the new business model, has developed what it believes to be several patentable technologies and business methods. The Company has filed its initial patent and several trademark applications and expects to file additional patents by the end of fiscal year 2012.

NOTE 3. Earnings per Share

The Company applies SFAS No. 128, "Earnings per Share" to calculate earnings/(loss) per share. In accordance with SFAS No. 128, basic earnings and net loss per share have been computed based on the weighted average of common shares outstanding during the years. There are no financial instruments outstanding that are convertible into common stock at September 30, 2011.

Net earnings/(losses) per share are computed as follows:

	30-Sep-11	30-Sep-10
Net gain (loss) - continuing operations	\$ (1,294,793)	\$ 0
Net gain (loss)- discontinued operations	\$ 4,298	\$ (32,650)
Weighted average shares outstanding	14,893,895	5,552,764
Basic & fully diluted net loss per common share:		
Net gain (loss) - continuing operations	\$ (0.088)	\$ 0.000
Net gain (loss)- discontinued operations	\$ 0.000	\$ (0.006)
Basic & fully diluted net loss per common share	\$ (0.087)	\$ (0.006)

NOTE 4. Equipment

The equipment accounts of the Company are comprised as follows.

	30-Sep-11	30-Sep-10
Office equipment	\$ 16,106	\$ 73,184
Lab furniture	642	0
Lab equipment	219,414	0
Lab software	110,000	0
Accumulated depreciation	(12,484)	(14,296)
Equipment- net	\$ 333,678	\$ 58,888

Lab equipment includes the leasing of equipment valued at \$79,000. Depreciation expense on this leased asset for the year ended September 30, 2011 was \$5,040.

The assets of the former company, R&A, were deemed by management to be impaired and the Company recognized an impairment expense of \$65,359 in its statement of operations for the fiscal year ended September 30, 2011.

NOTE 5. Patent

On August 2, 2011, the Company was awarded U.S. Patent No. US 7,989,205 B2, titled Cell Culture Media, Kits, and Methods of Use. The Patent is for cell culture media kits for the support of primary culture of normal non-hematopoietic cells of mesodermal origin suitable for both research and clinical applications.

NOTE 6. Note Payable

An unsecured note payable to a shareholder was acquired by the Company in the asset purchase in April 2011 previously discussed. The note is for \$65,000 and carries an interest rate of 6% and is due in October 2012. The note plus accrued interest on the note was \$68,575 at September 30, 2011.

The Company has an unsecured liability without interest of \$134,812 due to ACS Global, the majority shareholder of the Company, for certain expenses paid by ACS Global in connection with the asset purchase transaction of April 2011. There is no maturity date associated with this liability.

NOTE 7. Income Taxes

Provision for income taxes is comprised of the following:

	30-Sep-11	30-Sep-10
Net loss before provision for income taxes	\$(1,294,793)	\$0
Current tax expense:		
Federal	\$0	\$0
State	0	0
Total	\$0	\$0
Less deferred tax benefit:		
Tax loss carryforwards	(557,959)	(8,163)
Allowance for recoverability	557,959	8,163
Provision for income taxes	\$0	\$0

A reconciliation of provision for income taxes at the statutory rate to provision for income taxes at the Company's effective tax rate is as follows:

Statutory U.S. federal rate	34	%	34	%
Statutory state and local income tax	10	%	10	%
Less allowance for tax recoverability	-44	%	-44	%
Effective rate	0	%	0	%

Deferred income taxes are comprised of the following:

Tax loss carryforwards	\$557,959	\$8,163
Allowance for recoverability	(557,959)	(8,163)
Deferred tax benefit	\$0	\$0

Note: The deferred tax benefits arising from the timing differences begin to expire in fiscal year 2030 and may not be recoverable upon the purchase of the Company under current IRS statutes.

NOTE 8. Commitments & Contingencies

Operating Leases - The Company has two operating leases for its laboratory facilities at the Burlington County College Science Incubator in Mt. Laurel, New Jersey. Each lease is for a term of one year with a monthly rent of \$1,650 per laboratory. The total rent for laboratory facilities for the year ended September 30, 2011 was \$16,545.

Capital Lease – The Company has a capital lease for laboratory equipment. The minimum lease payments due on the capital lease are as follows.

2012	\$22,440
2013	22,440
2014	22,440
2015	11,220
Total minimum lease payments	\$78,540
Less amounts representing interest	(12,496)
Present value of net minimum lease payments	\$66,044

NOTE 9. Common Stock Transactions

In fiscal 2010, the Company initiated a Private Reg D 506 Offering for the sale of 735,000 shares of common stock. During the year the Company sold 90,000 shares of its common stock and received proceeds of \$31,500.

In March of 2010, the company issued 30,000 shares of common stock at par value to the Company's president for services rendered in lieu of cash.

In December of 2010, 670,000 shares were issued to the former president of R&A for services rendered. The shares issuance was valued at \$335,000.

On April 20, 2011, the Company purchased 3,376,902 shares of common stock from the former president of R&A for \$355,000. The shares were recorded as treasury stock and immediately cancelled by the Company for no proceeds.

On April 20, 2011, the Company issued 21,000,000 shares of common stock to purchase substantially all the assets and liabilities of ACS. Upon issuance of these shares, ACS became the majority shareholder of the Company. The assets and liabilities acquired in the transaction were valued at \$98,612

During the year ended September 30, 2011, the Company issued 2,572,000 shares of common stock and received net proceeds of \$1,286,000.

During the year ended September 30, 2011, the Company issued 57,500 shares of common stock for services rendered at a cost of \$28,751.

NOTE 10. Fair Values of Financial Instruments

Cash, prepaid expense, security deposit, accounts payable and accrued expenses, capital lease payable, payable to shareholder, and note payable to shareholder in the balance sheet are estimated to approximate fair market value at September 30, 2011.

NOTE 11. Reliance on Key Personnel

The Company largely relies on the efforts of its Chief Operating Officer and its Chief Executive Officer and Chairman of its Board of Directors. A withdrawal of the efforts of the Chief Operating Officer or the Chief Executive Officer and Chairman would have a material adverse affect on the Company's ability to continue as a going concern.

NOTE 12. Litigation

The Company is not party to any pending litigation against it and is not aware of any litigation contemplated against it as of September 30, 2011 and the date of these financial statements.

NOTE 13. Subsequent Events

The Company has made a review of material subsequent events from September 30, 2011 through the date of this report and found no material subsequent events reportable during this period.

PART III

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

On June 22, 2011, our board of directors approved the dismissal of Malcolm Pollard, Inc. (“Pollard”) as our independent registered public accounting firm, and engaged Donahue Associates, LLC (“Donahue”) as our independent registered public accounting firm to audit our financial statements for the year ended September 30, 2011. We filed a Current Report on Form 8-K with the Securities and Exchange Commission on June 27, 2011 reporting the change in our independent registered public accounting firm.

ITEM 9A. CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and our Treasurer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As of September 30, 2011, our Chief Executive Officer and our Treasurer evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act). Based on such evaluation, our Chief Executive Officer and our Treasurer concluded that our disclosure controls and procedures were effective as of September 30, 2011.

Management’s Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining effective internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of our management, including our Chief Executive Officer and Treasurer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and the interpretive guidance issued by the SEC in Release No. 34-559239. Based on this evaluation, management concluded that our internal control over financial reporting was effective as of September 30, 2011.

Attestation Report of the Registered Public Accounting Firm

This annual report does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting. Our management’s report was not subject to attestation by our independent registered public accounting firm pursuant to rules of the SEC that permit us to provide only management’s report in this annual report.

ITEM 9B OTHER INFORMATION

None.

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

Executive Officers and Directors

The names of the Company's current officers and directors, as well as certain information about them, are set forth below:

Name	Age	Position(s)
John Arnone	53	President, CEO and Chairman of the Board
Anthony Dudzinski	48	COO, Treasurer, Secretary and Director

John S. Arnone

Mr. Arnone has served as our President, CEO and Chairman of our Board of Directors since April 2011. Mr. Arnone has also served since February 2009 and continues to serve as a director and the Secretary of ACS Global, Inc. our majority shareholder. Mr. Arnone has spent the last 25 years in the investment banking/financial consulting industry as an investment banker, management consultant and a hands-on investor specializing in strategic planning, corporate structure, administration and new business development. Over a period of 20 years, Mr. Arnone founded and managed two general securities broker-dealers based in New York. Mr. Arnone also co-founded and operated a global entertainment distribution corporation with 120 employees that under Mr. Arnone's guidance was voted medium wholesaler of the year in the music industry (1997, 1998 and 2000) by the National Association of Recording Merchants. Mr. Arnone has provided advisory and business management services as a founder, officer, director and/or shareholder to both mid-level and development stage private and public companies. Mr. Arnone holds a degree in Business Administration and a BA in Economics from Kean University in New Jersey.

Anthony F. Dudzinski

Mr. Dudzinski has served as our COO, Treasurer and Secretary and as a member of our Board of Directors since April 2011. Mr. Dudzinski has also served since February 2009 and continues to serve as a director and the President and Secretary of ACS Global, Inc. our majority shareholder. Mr. Dudzinski has more than 25 years of experience in a variety of areas of senior management with a variety of both public and private companies. Mr. Dudzinski's past positions include chief executive officer, president, chief operating officer and director of small and medium-size organizations including a publicly traded company with approximately 300 employees and president and chief operating officer of a privately operated broker-dealer with more than 175 sales associates. In addition to this experience Mr. Dudzinski was a founder and chief executive officer of a number of publicly available exchange traded funds, and the founder, chairman and chief operating officer of a target date fund complex and a Registered Investment Company.

Employment Agreements

We currently do not have any employment agreements in place with our officers or significant employees.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Not applicable

CORPORATE GOVERNANCE

Board Committees

Our board of directors does not have separate audit, nominating or compensation committees. Our entire board of directors performs the functions of these committees.

Audit Committee Financial Expert

We have not made a determination as to whether any of our directors would qualify as an audit committee financial expert.

Nominating Procedures

We have not adopted any procedures by which our security holders may recommend nominees to our board of directors

CODE OF ETHICS

We have not adopted a code of ethics.

ITEM 11. EXECUTIVE COMPENSATION.

Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Total (\$)
John S. Arnone President and Chief Executive Officer	2011	21,082	—	—	—	21,082
	2010	—	—	—	—	—
Anthony Dudzinski Chief Financial Officer	2011	28,000	—	—	—	28,000
	2010	—	—	—	—	—
Hector Medina, former CEO(1)	2011		—	—	—	—
	2010		2,530,000 Shares @ .001			2,530.00

(1) Mr. Medina resigned all offices he held with us in April 2011.

Option Grants Table. There were no individual grants of stock options to purchase our common stock made to the executive officer named in the Summary Compensation Table through September 30, 2011.

Compensation of Officers

We did not pay any salaries in 2011. We do not anticipate beginning to pay salaries until we have adequate funds to do so.

Compensation of Directors

We do not compensate any of our directors for their services as directors other than stock for their time. However, we do reimburse our directors for expenses incurred in attending board meetings and issue stock for their time.

Option Plans

On September 18, 2011 our Board of Directors approved the “American CryoStem Corporation Incentive Stock Option Plan”. This plan makes available up to 3,000,000 shares of the Company’s common stock, par value \$0.001 per share which may be optioned to officers, directors, employees and consultants, collectively “employees”, under the authority of the Stock Option Plan Committee (the “Committee”). Our current Board of Directors will serve as the initial Committee. The Plan further provides for the Committee to set the terms of any Options granted at the time of the grant and terminates ten years from its effective date and is subject to final shareholder approval. No options have been granted under plan and the Company intends to use the plan to attract and retain key employees.

On September 18, 2011 our Board of Directors approved the Annual Bonus Performance Plan for Executive Officers. To promote the success of our Company by providing to participating executives bonus incentives that qualify as performance-based compensation within the meaning of Section 162(m) of the Internal Revenue Code of 1986 as amended. The plan provides for the granting of up to an aggregate amount of bonuses awarded to all Participants of up to 10% of our income before taxes. The plan shall be administered by a Committee currently consisting of our Board

of Directors. No bonuses have been granted under this plan during fiscal 2011.

EMPLOYMENT AGREEMENTS

There are no employment agreements in place at the year ended September 30, 2011. We plan to enter into employment agreements with the executive officers in 2012.

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

The following table sets forth certain information regarding the beneficial ownership of the shares of our Common Stock by: (i) each person who, to our knowledge, beneficially owns 5% or more of the shares of Common Stock and (ii) each of our directors and officers. As of December 31, 2011, there were 26,897,662 shares of Common Stock issued and outstanding.

Name	Shares beneficially owned (1)	Percentage beneficially owned
Directors and Officers (2)		
John Arnone (3)	21,000,000	79.3%
Anthony Dudzinski (4)	21,000,000	79.3%
5% or Greater Beneficial Owners		
ACS Global, Inc.	21,000,000	79.3%

(1) Beneficial ownership is calculated based on the number of shares of Common Stock outstanding as of the date hereof, together with securities exercisable or convertible into shares of Common Stock within sixty (60) days of the date hereof for each stockholder. Beneficial ownership is determined in accordance with Rule 13d-3 of the Commission. The number of shares of Common Stock beneficially owned by a person includes shares of Common Stock issuable upon conversion of securities and subject to options or warrants held by that person that are currently convertible or exercisable or convertible or exercisable within sixty (60) days of the date hereof. The shares of Common Stock issuable pursuant to those convertible securities, options or warrants are deemed outstanding for computing the percentage ownership of the person holding such convertible securities, options or warrants but are not deemed outstanding for the purposes of computing the percentage ownership of any other person.

(2) Unless otherwise specified, the address for the directors and officers is c/o American CryoStem Corporation at 188 Bergen Place, Suite 204, Red Bank, NJ, 07701.

(3) Mr. Arnone presently owns 13,250,000 shares of common stock of ACS Global and has the right to receive an additional 12,000,000 such shares upon the conversion of Series C Preferred Stock of ACS Global owned by him. As a result, he beneficially owns 45.7% percent of the ACS Global common stock. Mr. Arnone is also an officer and a director of ACS Global. Consequently, Mr. Arnone is a control person of ACS Global and may as such be deemed to “beneficially own” the 21,000,000 shares of Common Stock owned by ACS Global. Mr. Arnone, however, disclaims beneficial ownership of all such shares.

(4) Mr. Dudzinski presently owns 1,020,000 shares of ACS Global common stock and has the right to receive an additional 12,000,000 such shares upon the conversion of ACS Global preferred stock owned by him. As a result, he beneficially owns 24.5% percent of the ACS Global common stock. Mr. Dudzinski is also an officer and a director of ACS Global. Consequently, Mr. Dudzinski is a control person of ACS Global and may as such be deemed to “beneficially own” the 21,000,000 shares of Common Stock owned by ACS Global. Mr. Dudzinski, however, disclaims beneficial ownership of all such shares.

Securities Authorized for Issuance under Equity Compensation Plans

The following table shows information about securities authorized for issuance under our equity compensation plans as of September 30, 2011:

Plan Category	Number of Securities to be issued upon exercise of outstanding options (a)	Weighted-average exercise price of outstanding (b)	Number of Securities remaining for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	—	—	—
Equity compensation plans not approved by security holders	3,000,000	—	3,000,000
Total	3,000,000	—	3,000,000

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

Certain Relationships and Related Transactions

On April 20, 2011, we acquired, through our wholly owned subsidiary American CryoStem Acquisition Corporation, substantially all of the assets from, and assumed substantially all of the liabilities of, ACS Global, Inc. (formerly known as American CryoStem Corporation) a Nevada corporation (“ACS Global”), in exchange for 21,000,000 shares of our common stock. At the time of the acquisition, John Arnone, our Chairman of the Board, CEO and President was a director and the secretary of ACS Global and Anthony Dudzinski, one of our directors and our Chief Operating Officer, Treasurer and Secretary was a director, president and secretary of ACS Global. In addition, at the time of the acquisition, Mr. Arnone owned 13,250,000 shares of common stock of ACS Global and had the right to receive an additional 12,000,000 such shares upon the conversion of Series C Preferred Stock of ACS Global owned by him and Mr. Dudzinski owned 1,020,000 shares of ACS Global common stock and had the right to receive an additional 12,000,000 such shares upon the conversion of ACS Global preferred stock owned by him. As a result, assuming the conversion of such preferred stock, Mr. Arnone and Mr. Dudzinski would have been deemed to be the beneficial owners of 45.7% and 24.5% of the common stock of ACS Global, respectively. Further, Mr. Arnone and Mr. Dudzinski, as control persons of ACS Global may be deemed to beneficially own the 21,000,000 shares of our Common Stock issued to ACS Global in the acquisition. Each of Mr. Arnone and Mr. Dudzinski disclaim such beneficial ownership.

The amount of debt that we assumed in the acquisition was \$68,575, of which as of September 30, 2011, \$68,575 remained outstanding. The interest rate on such debt is 6% per annum.

Mr. Arnone remains a director, and secretary of ACS Global and Mr. Dudzinski remains as a director and president and treasurer of ACS Global.

Director Independence

Using the definition of “independent” set forth in the rules of The Nasdaq Stock Market, we have determined that neither John Arnone or Anthony Dudzinski are independent.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

AUDIT FEES

The aggregate fees billed by Malcolm Pollard, Inc. CPA PC for professional services rendered for the audit of our annual financial statements for fiscal year ended September 30, 2010 were \$6,000.

AUDIT-RELATED FEES

There were no other fees billed by Larry O’Donnell CPA PC or Malcolm Pollard, Inc. CPA PC for professional services rendered, other than as stated under the captions Audit Fees.

TAX FEES

There were no other fees billed by Larry O’Donnell CPA PC or Malcolm Pollard, Inc. CPA PC for professional services rendered, other than as stated under the captions Audit Fees.

ALL OTHER FEES

There were no other fees billed by Larry O’Donnell CPA PC or Malcolm Pollard, Inc. CPA PC for professional services rendered, other than as stated under the captions Audit Fees, Audit-Related Fees, and Tax Fees.

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) (1) Financial Statements.

The financial statements listed in the Index to Consolidated Financial Statements appearing on page F-1 of this Form 10-K are filed as a part of this report.

(2) Financial Statement Schedules

There are no financial statement schedules included in this annual report.

(3) The exhibits listed below are filed as part of this annual report.

Number	Exhibit
2.1	Asset Purchase and Redemption Agreement, dated April 20, 2011 by and among R&A Productions, Inc., American CryoStem Corporation, American CryoStem Acquisition Corporation and Hector Medina (Nonmaterial schedules and exhibits identified in the Asset Purchase and Redemption Agreement have been omitted pursuant to Item 601b.2 of Regulation S-K. The registrant agrees to furnish supplementally a copy of any omitted schedule or exhibit to the Commission upon request.)
3.1(a)	Amended and Restated Articles of Incorporation (1)
3.1(b)	Amendment to Articles of Incorporation (2)
3.2	Amended and Restated By-laws (2)
4.1	Stock Specimen (3)
10.1	American CryoStem Corporation Incentive Stock Option Plan*
10.2	Annual Bonus Performance Plan for Executive Officers*
31.1	Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Label Linkbase Document
101.PRE	XBRL Taxonomy Presentation Linkbase Document

- (1) Incorporated by reference to the registrant's current report on Form 8-K filed on June 15, 2011
- (2) Incorporated by reference to the registrant's current report on Form 8-K filed on April 27, 2011
- (3) Incorporated by reference to the registrant's registration statement on Form S-1 filed on February 16, 2010
- * Indicates a management contract of compensatory plan of arrangement

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

DATE: January 12, 2012

American CryoStem Corporation.
(Registrant)

By: /s/ John S Arnone
John S Arnone
President, CEO and Director

In accordance with the Securities Exchange Act, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

January 12, 2012

/s/ John S. Arnone
John S. Arnone, President, CEO and Chairman of the Board (principal executive officer, principal financial and accounting officer)

January 12, 2012

/s/ Anthony Dudzinski
Anthony Dudzinski, COO, Treasurer, Secretary and Director