

***Company Information and Disclosure Statement***  
***Issuers' Quarterly Disclosure***  
***For Period Ended September 30, 2012***

**Media Sentiment, INC.**  
**OTCPK: MSEZ**

## ISSUER INFORMATION AND DISCLOSURE STATEMENT

Media Sentiment, Inc.

### Cautionary Note Regarding Forward-Looking Statements

Information set forth in this Initial Company Information and Disclosure Statement (the “Initial Disclosure Statement”) contains forward-looking statements, which involve a number of risks and uncertainties that could cause our actual results to differ materially from those reflected in the forward-looking statements. Forward-looking statements can be identified by use of the words “expect,” “project,” “may,” “might,” “potential,” and similar terms. Media Sentiment, Inc. (“MSEZ”, “we” or the “Company”) cautions readers that any forward-looking information is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking information. Forward-looking statements involve a number of risks, uncertainties or other factors beyond our control. These factors include, but are not limited to, our ability to implement our strategic initiatives, economic, political and market conditions and price fluctuations, government and industry regulation, competition and other factors. We undertake no obligation to update any forward looking statement, whether as a result of new information, future events or otherwise.

**1) Name of the issuer and its predecessors (if any)**

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

The exact name of the issuer is Media Sentiment, Inc. (herein referred to as "Issuer") incorporated in the State of Wyoming.

**2) Address of the issuer's principal executive offices**

Media Sentiment, Inc.  
529 Buchanan Street  
San Francisco, CA 94102  
Website: <http://www.mediasentiment.com>

Phone: (415) 861-3421  
Email: [investors@mediasentiment.com](mailto:investors@mediasentiment.com)

**3) Security Information**

Trading Symbol: MSEZ  
Exact title and class of securities outstanding: Common  
CUSIP: 58448A 204  
Par or Stated Value: 0.0000001  
Total common shares authorized: 7,380,000,000  
Total common shares outstanding: 5,278,002  
Total preferred A shares outstanding: 2,000,000  
Total preferred B shares outstanding: 3,000,000

as of: 3/31/2013  
as of: 3/31/2013  
as of: 3/31/2013  
as of: 3/31/2013

Transfer Agent

Name: Action Stock Transfer Corporation  
Address 1: 2469 E. Fort Union Blvd.,  
Address 2: Suite 214  
Address 3: Salt Lake City, UT 84121  
Phone: (801) 274-1088

Is the Transfer Agent registered under the Exchange Act?\* Yes:  No:

\*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

**4) Issuance History**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

\_\_\_\_\_

B. Any jurisdictions where the offering was registered or qualified;

\_\_\_\_\_

C. The number of shares offered;

\_\_\_\_\_

D. The number of shares sold;

\_\_\_\_\_

E. The price at which the shares were offered, and the amount actually paid to the issuer;

\_\_\_\_\_

F. The trading status of the shares; and

\_\_\_\_\_

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

\_\_\_\_\_

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; *provided, however*, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than ten percent (10%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

Oct 10, 2012

Fairhills Capital Offshore Ltd.:

- A. Securities Act Rule 504
- B. Delaware
- C. 250,000
- D. 250,000
- E. \$15,000
- F. Free
- G. Yes

May 31, 2012

Fairhills Capital Offshore Ltd.:

- A. Securities Act Rule 504
- B. Delaware
- C. 125,000
- D. 125,000
- E. \$30,000
- F. Free
- G. Yes

May 25, 2012

Amerixson Capital GMBH Inc.:

- A. Securities Act Rule 504
- B. Delaware
- C. 312,000
- D. 312,000
- E. \$12,000
- F. Free
- G. Yes

May 10, 2012

Fairhills Capital Offshore Ltd.:

- A. Securities Act Rule 504
- B. Delaware
- C. 87,500
- D. 87,500
- E. \$26,250
- F. Free
- G. Yes

Oct 19, 2011

Emry Capital Group, Inc.

- A. Rule 144
- B. -
- C. 137,500
- D. 137,500
- E. \$13,500
- F. Free
- G. Yes

## 5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills

**MEDIA SENTIMENT, INC.**  
*(A Development Stage Company)*

## **Comparative Financial Statements**

**For the Years ended December 31, 2012 and 2011**

**MEDIA SENTIMENT, INC.**  
*(A Development Stage Company)*

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# MEDIA SENTIMENT, INC.

(A Development Stage Company)

## Balance Sheets

	December 31, 2012	December 31, 2011
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash	\$ 2,351	\$ 49
Deposits	0	1,500
<b>Total Current Assets</b>	<u>2,351</u>	<u>1,549</u>
<b>Equipment, net of accumulated depreciation</b>	750	1,250
<b>Product development, net of amortization</b>	100,000	
<b>TOTAL ASSETS</b>	<u>\$ 103,101</u>	<u>\$ 2,799</u>

## LIABILITIES AND STOCKHOLDERS' DEFICIT

### Current Liabilities

Accounts payable and accrued expenses	\$ 10,075	\$ 19,759
Accounts payable - related party	0	88,648
Notes payable	6,908	6,325
Notes payable - related party	432,840	324,269
<b>Total Current Liabilities</b>	<u>449,822</u>	<u>439,001</u>

### Stockholders' Deficit

Common stock: 49,880,000,000 shares  
authorized,

\$ .00000001 par value; 7,403,601,970 shares

issued and outstanding at December 31, 2011

7,380,000,000 shares authorized \$ .00000001  
par



value, 5,278,082 shares issued and outstanding		
at December 31, 2012	5	8,939
Preferred A stock: 10,000,000 shares authorized,		
\$.00000001 par value, 2,000,000 shares issued		
and outstanding at December 31, 2012	0	0
Preferred B stock: 90,000,000 shares authorized,		
\$.00000001 par value, 2,000,000 shares issued		
and outstanding at December 31, 2012	0	0
<b>Additional paid-in capital</b>	2,081,574	1,993,140
<b>Accumulated deficit</b>	(2,428,301)	(2,438,280)
<b>Total Stockholders' Deficit</b>	<u>(346,721)</u>	<u>(436,201)</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	\$ 103,101	\$ 2,799
	<u><u>                    </u></u>	<u><u>                    </u></u>

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

**MEDIA SENTIMENT, INC.***(A Development Stage Company)***Statements of Operations**

For the Three Months ended December 31, 2012 and 2011 and

For the Period from October 1, 2009 (Inception of Development Stage) to December 31, 2012

	Three months ended:		October 1, 2009 Through
	December 31, 2012	December 31, 2011	December 31, 2012
<b>Gross revenues</b>	\$ 42	\$ 5,280	\$ 11,517
<b>Operating expenses</b>			
Sales and marketing expenses	0	2,897	9,882
Operating and administrative expenses	6,752	1,181	65,921
Depreciation	125	125	750
<b>Total operating expenses</b>	<u>6,877</u>	<u>4,203</u>	<u>76,553</u>
<b>Operating income (loss)</b>	(6,835)	1,077	(65,036)
<b>Other income (expense)</b>			
Forgiveness of debt	15,000	0	70,000
Interest and finance expense	(6,464)	(5,034)	(65,432)
Other	(2,375)	(667)	(31,667)
<b>Total other income (expense)</b>	<u>(8,729)</u>	<u>(5,701)</u>	<u>(27,099)</u>
<b>Net (Loss)</b>	<u>\$ (564)</u>	<u>\$ (4,624)</u>	<u>\$ (92,135)</u>

**Weighted average number of shares**

<b>Outstanding</b>	5,278,082	7,403,601,970	5,278,082
<b>Net income (loss) per share</b>	\$ 0	\$ 0	\$ 0
	<u>                    </u>	<u>                    </u>	<u>                    </u>

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

**MEDIA SENTIMENT, INC.***(A Development Stage Company)***Statements of Operations**

For the Years ended December 31, 2012 and 2011 and

For the Period from October 1, 2009 (Inception of Development Stage) to December 31, 2012

	Years ended:		October 1, 2009
	December 31, 2012	December 31, 2011	Through December 31, 2012
<b>Gross revenues</b>	<u>\$ 543</u>	<u>\$ 6,002</u>	<u>\$ 11,517</u>
<b>Operating expenses</b>			
Sales and marketing expenses	626	4,481	9,882
Operating and administrative expenses	21,669	3,750	65,921
Depreciation	500	250	750
<b>Total operating expenses</b>	<u>22,796</u>	<u>8,481</u>	<u>76,553</u>
<b>Operating loss</b>	(22,253)	(2,479)	(65,036)
<b>Other income (expense)</b>			
Forgiveness of debt	70,000		70,000
Interest and finance expense	(21,956)	(20,134)	(65,332)
Other	(15,812)	(1,467)	(31,667)
<b>Total other income (expense)</b>	<u>32,232</u>	<u>(21,601)</u>	<u>(27,099)</u>
<b>Net Income (Loss)</b>	<u>\$ 9,980</u>	<u>\$ (24,080)</u>	<u>\$ (92,135)</u>

**Weighted average number of shares**

**Outstanding** 5,278,082 7,403,601,970 5,278,082

**Net income (loss) per share** \$ 0 \$ 0 \$ 0

=====

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

**MEDIA SENTIMENT, INC.**  
*(A Development Stage Company)*

## Statements of Cash Flows

For the Three Months ended December 31, 2012 and 2011

For the Period from October 1, 2009 (Inception of Development Stage) to December 31, 2012

	Three months ended:		October 1, 2009 though December 31, 2012
	December 31, 2012	December 31, 2011	
<b>Cash Flows from Operation Activities:</b>			
Net loss for the period	\$ (564)	\$ (4,624)	\$ (92,135)
<b>Adjustments to Reconcile Net Loss to Cash used in Operating Activities:</b>			
Depreciation and amortization	125	125	750
<b>Changes in Assets and Liabilities</b>			
Decrease in deposits			1,400
Increase in accounts payable and accrued expenses	(6,185)	4,384	(54,618)
<b>Net Cash provided by Operating Activities</b>	(6,624)	(115)	(144,164)
<b>Cash Flows from Investing Activities:</b>			
Purchase of equipment			(1,500)
Purchase of Videocourier	(50,000)		(50,000)
Purchase of SocialMediaSentiment	(50,000)		(50,000)
<b>Net cash provided by Investing</b>	(100,000)		(101,500)

## Activities

### Cash Flows from Financing Activities:

Proceeds from notes payable-related party	91,361	(5,000)	147,440
Proceeds from notes payable	103		6,908
Additional paid-in capital	23,564	4,835	102,694
Issuance of common stock	(9,564)	165	(3,635)
<b>Net Cash Provided by Financing Activities</b>	<u>105,464</u>	<u>0</u>	<u>253,407</u>
<b>Net cash increase for the period</b>	(1,160)	(115)	1,119
<b>Cash - Beginning Balance</b>	<u>3,511</u>	<u>164</u>	<u>1,232</u>
<b>Cash - Ending Balance</b>	<u>\$ 2,351</u>	<u>\$ 49</u>	<u>\$ 2,351</u>

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

# **MEDIA SENTIMENT, INC.**

*(A Development Stage Company)*

## **Notes to Financial Statements**

**December 31, 2012**

### **Note 1. Description of Business**

Media Sentiment Inc. (the Company) was incorporated during October 2006, under the laws of the State of Nevada, as a wholly owned subsidiary of California News Tech (CNT) to market the internet search tools developed by CNT. At this time, most of the assets of CNT were transferred to the Company.

On May 17, 2007, CNT completed a reverse merger with Debut Broadcasting Corporation, Inc., a Tennessee corporation (DBI) whereby it succeeded to the business of DBI and it changed its name to Debut Broadcasting Corporation, Inc. As a result of this merger, however, it was determined that the two business operations would be better served if operated and accounted for separately. Consequently, DBI's board of directors approved the distribution of all of its Media Sentiment shares to the CNT shareholders of record on April 20, 2007 on a pro-rata basis. DBI then, set aside all of its 3,640,440 outstanding shares of Media Sentiment for this purpose.

On August 23, 2010 the Company amended its Articles of Incorporation and filed its Amended Articles of Incorporation in Wyoming where the Company re-domiciled. The Amended Articles of Incorporation reduced the par value of all shares to \$.00000001. The Company is authorized to issue 49,880,000,000 shares of common stock, 10,000,000 shares of Preferred Stock Series A, 90,000,000 shares of Preferred Stock Series B, and 20,000,000 shares of Preferred Stock Series C.

On October 1, 2012 the Company amended its Articles of Incorporation reducing it's authorized shares to 7,500,000,000.

### **Note 2. Summary of Significant Accounting Policies**

#### **Development Stage Company**

The Company is considered to be a development stage company. A development stage company is one in which planned principal operations have not commenced or if its operations have commenced, there have been no significant revenues there from. The Company has transitioned to development stage as of October 1, 2009.



## **Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates and could affect future operating results.

## **Equipment**

Equipment is recorded at cost, less accumulated depreciation. Depreciation is computed using the straight-line method over estimated useful lives of three to five years. The straight-line method of depreciation is also used for income tax purposes.

**MEDIA SENTIMENT, INC.**  
*(A Development Stage Company)*  
**Notes to Financial Statements**  
**December 31, 2012**

**Note 2. Summary of Significant Accounting Policies (Continued)**

**Impairment of Long-Lived Assets**

The Company evaluates the recoverability of its equipment, product and website development costs and recognizes the impairment of long-lived assets in the event the net book value of such assets exceeds net realizable value. The Company evaluates asset recoverability at each balance sheet date or when an event occurs that may impair recoverability of the assets.

**Revenue Recognition**

The Company recognizes net revenue when the earnings process is complete, as evidenced by:

- an agreement with the customer;
- delivery to and acceptance of the product by the customer has occurred;
- the amount of the fees to be paid by the customer are fixed or determinable; and
- collection of these fees is probable.

If an acceptance period is contractually provided, license revenues are recognized upon the earlier of customer acceptance or the expiration of that period. In instances where delivery is electronic and all other criteria for revenue recognition have been achieved, the product is considered to have been delivered when the customer is provided the access code to download the software from the Internet.

Because of possible price fluctuations or technology obsolescence, subscription revenue will be deferred and recorded on a monthly basis as earned. Delivery, selling or other costs billed to the customers is included in net revenue and the related delivery, selling or other costs is included in the cost of selling subscriptions.

## **Product Development**

Where there is reasonable assurance of recovery, development costs are capitalized. Capitalization of costs ceases when the product is available for general release to customers. Annual amortization of capitalized costs is the greater of amortization computed using the straight-line method over the remaining estimated economic life of the product or computed using the ratio of the product's current and anticipated future gross revenue.

## **Stock-based Compensation Plans**

The Company has no stock-based compensation plans.

## **Financial Reporting**

The Company's financial statements have been prepared, without audit, in accordance with generally accepted accounting principles and are consistent with the presentation and disclosures in the audited financial statements and notes thereto for the year ended December 31, 2009.

**MEDIA SENTIMENT, INC.**  
*(A Development Stage Company)*  
**Notes to Financial Statements**  
**December 31, 2012**

**Note 2. Summary of Significant Accounting Policies (Continued)**

**Income Taxes and Deferred Taxes**

The Company utilizes the liability method of accounting for income taxes. Deferred tax liabilities or assets are recognized for the expected future tax consequences of temporary differences between the book and tax bases of assets and liabilities. The Company regularly assesses the likelihood that the deferred tax assets will be recovered from future taxable income, and a valuation allowance is recorded to reduce the deferred tax assets to the amounts that are believed to be realizable.

A full valuation allowance on any future tax benefits is being provided until the Company can sustain a level of profitability that demonstrates the ability to utilize these assets.

**Basic and Fully-diluted Loss per Common Share**

Net loss per common share is based on the weighted average number of shares outstanding during the year. Fully-diluted net loss per common share is not reported because, under current conditions, the loss per share is anti-dilutive.

**Certain Significant Risks and Uncertainties**

The Company participates in the high technology industry and believes that changes in any of the following areas could have a material adverse effect on the Company's future financial position, results of operations or cash flows: advances and trends in new technologies; competitive pressures in the form of price reductions; market acceptance of the Company's services; development of sales channels; litigation or claims against the Company based on intellectual property, regulatory or other factors.

**Note 3.           Going Concern and Liquidity**

Without raising additional capital the Company may not be able to continue operations. Historically, the Company has incurred significant losses and negative cash flows from operations. As of December 31, 2012, the accumulated deficit was \$ 2,428,301 and the negative working capital was \$ 447,471 . The negative working capital includes \$ 432,840 in current notes payable owed to related parties. The Company plans to fund operations through private placements and a public offering. There is no assurance that these sources of capital will available to the Company in the future.

**Note 4.           Notes Payable to Related Parties**

The notes payable of \$ 432,840 at December 31, 2012 and \$324,269 at December 31, 2011 are due to an officer and director of the Company, Marian Munz, his wife Tunde Munz and Strategic Information Technology International, Inc. a company owned by Marian Munz.. These notes are convertible, at the option of the note holder, into common and preferred shares of Media Sentiment, Inc on a non-dilutive basis, subject to adjustment for splits and reverse splits.

**MEDIA SENTIMENT, INC.**  
*(A Development Stage Company)*  
**Notes to Financial Statements**

**December 31, 2012**

**Note 5. Common and Preferred Stock**

At December 31, 2012, the Company's authorized share capital consists of 7,500,000,000 shares at \$0.00000001 par value allocated as follows:

Common Stock	7,380,000,000
Preferred Stock Series A	10,000,000
Preferred Stock Series B	90,000,000
Preferred Stock Series C	20,000,000

At December 31, 2012 there were 5,278,082 Common Shares, 2,000,000 Preferred A Shares, and 3,000,000 Preferred B Shares issued and outstanding. At December 31, 2011 there were 7,403,601,970 Common Shares and 2,000,000 Preferred A Shares and 13,000,000 Preferred B Shares issued and outstanding. There are no Preferred C Shares issued and outstanding.

Each share of Series A Preferred Stock is convertible into the number of shares of Common Stock equal to:[four times the sum of: {all shares of Common Stock issued and outstanding at time of conversion + all shares of Series B and Series C Preferred Stocks issued and outstanding at time of conversion}] divided by: [the number of shares of Series A Preferred Stock issued and outstanding at the time of conversion]. Preferred A Shares vote by common equivalents.

Each share of Series B Preferred Stock is convertible, into the number of shares of the Company's Common Stock, equal to the price of the Series B Preferred Stock as stated in the Bylaws, divided by one hundred times the par value of the Common Stock, subject to adjustment as may be determined by the Board of Directors from time to time. Preferred B shares vote as 10 shares of Common Stock for each share of Preferred B.

Each share of Series C Preferred Stock converts into 500 shares of Common Stock. Series and vote as common equivalents.

On October 18, 2010 the Company acquired all the outstanding shares of beneficial interest in FOTO Trust, a California business trust, in exchange for 2,400,000,000 shares of common stock and 12,000,000

shares of Series B preferred stock in Media Sentiment Inc. On September 6, 2011 this transaction was rescinded. On May 18, 2012 2,000,000 of the common and all the preferred shares related to the purchase of FOTO Trust were cancelled.

During the second quarter the Company issued 630,000,000 shares of common stock subject to Rule 504 of the Securities Act of 1933 in exchange for cash and other consideration.

**Note 6. Commitments and Contingencies**

The Company has no contractual commitments.

**MEDIA SENTIMENT, INC.**  
*(A Development Stage Company)*  
**Notes to Financial Statements**

**December 31, 2012**

**Note 7.       Income Taxes**

The tax effect of significant temporary differences representing future tax assets and future tax liabilities has been fully offset by a valuation allowance. The Company has determined that realization is uncertain and therefore a valuation allowance has been recorded against this future income tax asset.

As of December 31, 2012, the Company had a net operating loss carry-forward for U.S. federal income tax purpose of approximately \$ 709,000. The federal net operating loss carry-forward, if not utilized, will expire in 2027.

**Note 8.       Acquisition of Videocourier and SocialMediaSentiment**

During October, 2012, the Company acquired the technologies of Videocourier and SocialMediaSentiment from Strategic Information Technology International, Inc., a corporation owned by a Company officer and director, Marian Munz, in exchange for notes payable of \$100,000.

The technology behind videocourier.com allows users to easily capture the code of video clips from news sources that allow their code to be embedded into other web sites. Users enter the stock symbol or market along with text indicating the important news elements, and rate the sentiment with an easy to understand thumbs up or thumbs down symbol.

The technology behind socialmediasentiment.com, a social media curatorial technology, allows users to easily capture a news article source, give it a specific opinion represented in a new title along with a thumbs up or thumbs down rating and share that with other followers; users then easily distribute the opinion to other web sites via a simple to implement html code.





Year ended

December 31, 2012

9,980

9,980

Balance

December 31, 2012

5,278

\$

5

2,000

\$

0

3,000

\$

0

\$

2,081,574

\$

(2,428,301)

\$

(346,721)

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

## 6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

- A. a description of the issuer's business operations;

We believe that there have been dramatic qualitative and quantitative changes in media reporting over the last decade, including the advent of the social media networks. Persons interested in media reports now have a variety of options and vast stores of information to negotiate. For frequent users of media reports, such as active stock market traders, the processing and assimilation of data has become much more complex. Also, with the advent of online trading and Electronic Communication Networks (ECN) that enable trading directly, the speed at which investors and traders may need to make decisions has increased dramatically as well.

Our business model relies on our capability to give customers near real-time measurement and trend analysis of the media sentiment regarding public traded companies. We believe customers are interested in media sentiment because they believe that media sentiment either reflects public sentiment, drives public sentiment, or both, and that public sentiment affects the general economy and particular companies. We create our research product, Media Sentiment, by using our computer systems to search the Internet for publicly available media reports about publicly traded companies. Our computer systems are comprised of equipment we have purchased in addition to equipment that we lease from our internet service providers, Godaddy.com, Inc. We use proprietary Internet search engine technology that is focused on searching strictly news and publicly traded corporate websites. We do not pay to access any news sites; our searches are restricted to information available for free to the public. Our computer systems analyze the news reports published on the Internet using our proprietary software to measure the sentiment.

More and more people are trading stocks by using online brokerage accounts. These investors and traders have the ability to press on a submit button and execute trades within seconds. Also, these online investors and traders have access to real time news coming directly from the publicly traded companies the moment they report their material events. We believe that there is a need for online management tools capable of processing the news and information at these online speeds.

Strictly speaking, we created the media sentiment field in 2001 and registered the media sentiment trademark in 2006. In 2013, we are shaping a new field for social media sentiment so news and information that affects value is shared in real- time.

We have acquired two more technologies to add to the media sentiment set of tools: videocourier.com and socialmediasentiment.com. These are based on social networking technology, a technology sector that has seen a tremendous growth recently.

The two new social networking technology tools are meant to empower the wisdom of the crowds: sharing of predictive sentiment coming from news stories and web documents with friends and

followers, for profits. For the first time, a social network will focus on profits for the benefit of network participants. Ownership of two powerful trademarks enables the formation and preservation of this social network:



Thumbs Up image – a registered trademark

Media Sentiment® – a registered trademark to protect the term “social media sentiment.”

The social media sentiment tools will have a social networking focus on the positive or negative sentiment resulting either from video reports or from web documents that predicts moves in earnings, stock prices, indexes, funds, sectors, industries, markets, products, movies etc.

We have started the integration of the tools under one roof, a new social media sentiment tool and have posted the first beta product at: [www.aheadsip.com](http://www.aheadsip.com)

We believe that there is a huge need for a resource that helps people to locate the news and information that has value, in a timely manner.

We have also started to work on a new design for our main web site and have posted the test web pages a: <http://munz73.wix.com/home1>

We have been successful at introducing our media sentiment tools to early adopters via direct marketing activities. We have not had the necessary capital so far to market our new products in such a way that would allow us to gain sufficient market share to bring the company to profitability.

Warren Berger in his Co.Design article recommends: Forget the Mission Statement. What's Your Mission Question? Below is our attempt to answer the respective questions:

1. Why are we here in the first place?

We believe that there exists news or information that has a material impact on our day to day lives. Today that news exists online. We've made it our mission to find it, to mark it as materially valuable and to deliver it to the people who may be impacted by it.

Our mission: to create the most comprehensive resource for news and information that has value.

2. What does the world need most that we are uniquely able to provide?

A trader in the stock markets must find the piece of information that affects the valuation of a stock in a timely manner. We have provided heads up alerts since 2005 with outstanding results.

We intend to take that expertise to the next level, to other markets, to other industries, globally and to empower people everywhere to locate opportunities.

Our promise: we will be doing our best to give you a heads up, to bring you the most valuable thumbs up and thumbs down alerts possible!

### 3. What are we willing to sacrifice?

We have developed a piece of software that can determine the sentiment of a piece of news or information and alerts users of its potential material impact.

We are now opening up a social network that we believe has the potential to shape a new landscape for online news and information by creating a comprehensive data source where people aggregate and rate news and information that matters - news and information that could have material impact on our daily lives.

Our focus: the most valuable news and information.

### 4. What matters more than money?

Online news and information come in abundance, in many forms and shapes. Finding the piece of news and information that matters in a timely manner takes time and expertise.

Therefore, enabling people from around the world to find, rate, share and distribute valuable information is of outmost importance to us.

Our goal: to give a heads up that helps people to better manage their affairs.

### 5. Are we all on this mission together?

We are releasing aheadsup.com, a social network technology that focuses on valuable news and information, and we are making this resource available to users worldwide.

Working together, we can make this big and bigger for the benefit of the many.

Our direction: Let's move this forward - together!

Our intent is to launch the new social networking technologies and increase valuation by growing the social networks as fast as possible during the following twelve months, through additional financing of the marketing and sales activities. We will need to finance the marketing and sales activities through a combination of sales, strategic partnerships and external financing. External financing sources and/or strategic partnerships might include additional investments in the company. We will also continue to market the products directly to our target market via online or offline direct marketing activities.

#### B. Date and State (or Jurisdiction) of Incorporation:

We incorporated Media Sentiment, Inc. on October 16, 2006 in the state of Nevada.  
We re-domiciled Media Sentiment, Inc. in Wyoming on August 24, 2010.

C. the issuer's primary and secondary SIC Codes;

7374

D. the issuer's fiscal year end date;

December 31<sup>st</sup>.

E. principal products or services, and their markets;

Media Sentiment products: mediasentiment.com, heads-up, aheadsup.com, videocourier.com, socialmediasentiment.com

## **7) Describe the Issuer's Facilities**

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

Currently, we do not own any real estate. We are conducting business as a virtual corporation. We use as our business address: 529 Buchanan Street San Francisco, CA, 94102.

We utilize dedicated computer equipment, which we lease from Godaddy.com for approx \$500/month, to run our proprietary software, search the internet for media sentiment indicators, analyze search results, and provide results to our clients.

## **8) Officers, Directors, and Control Persons**

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Marian Munz, President & CEO, control person  
William White, CFO

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

None

- C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Marian Munz & Tunde Munz beneficial ownership:

Preferred A: 100%

Preferred B: 100%

Common: 77%

## **9) Third Party Providers**

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

### Legal Counsel

Name: William G. Goode

Firm: Law Office of William G. Goode

Address 1: 20 Peachtree Ct.

Address 2: Holbrook, NY, 11741

Phone: 631-223-7740

Email: WILLIAM@WILLIAMGOODE.COM

### Accountant or Auditor

Name: -

Firm: -

Address 1: -

Address 2: -

Phone: -

Email: -

Investor Relations Consultant

Name: \_

Firm: \_

Address 1: \_

Address 2: \_

Phone: \_

Email: \_

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

Name: \_

Firm: \_

Address 1: \_

Address 2: \_

Phone: \_

Email: \_

**10) Issuer Certification**

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

The certifications shall follow the format below:

I, Marian Munz certify that:

1. I have reviewed this annual disclosure statement of Media Sentiment, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

3/29/2013

"/s/ Marian Munz"

President & CEO

[Title]