

## INFORMATION AND DISCLOSURE STATEMENT

Pursuant to Rule 15c2-(11)(a)(5) under the Securities Exchange Act of 1934

Period Ending  
December 31, 2013



wakeupnow®

Wake Up Now, Inc.

5252 Edgewood Drive, Suite 300  
Provo, Utah 84604  
801-980-5700

CUSIP: 931013106  
Trading Symbol: WORC

**INFORMATION AND DISCLOSURE STATEMENT PURSUANT TO  
RULE 15c2-(11)(a)(5) AND OTC PINK® BASIC DISCLOSURE GUIDELINES**

All information contained in this information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-(11)(a)(5) promulgated under the Securities Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format as set forth in the rule.

**FORWARD LOOKING STATEMENT**

This Annual Report contains statements that are considered forward-looking statements. Forward-looking statements give the Company's current expectations and forecasts of future events. All statements other than statements of current or historical fact contained in this annual report, including statements regarding the Company's future financial position, business strategy, budgets, projected costs and plans and objectives of management for future operations, are forward-looking statements. The words "anticipate," "believe," "continue," "estimate," "expect," "intend," "may," "plan," and similar expressions, as they relate to the Company, are intended to identify forward-looking statements. These statements are based on the Company's current plans, and the Company's actual future activities and results of operations may be materially different from those set forth in the forward-looking statements. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from the statements made. Any or all of the forward-looking statements in this annual report may turn out to be inaccurate. The Company has based these forward-looking statements largely on its current expectations and projections about future events and financial trends that it believes may affect its financial condition, results of operations, business strategy and financial needs. The forward-looking statements can be affected by inaccurate assumptions or by known or unknown risks, uncertainties and assumptions. The Company undertakes no obligation to publicly revise these forward-looking statements to reflect events occurring after the date hereof. All subsequent written and oral forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified

**1) NAME OF THE ISSUER AND ITS PREDECESSORS (IF ANY)**

Wake Up Now, Inc. (formerly known as Wordcraft Systems, Inc. through December 2010. All references to the “Company”, “WUN” or “Wakeupnow” or its business refer to Wake Up Now, Inc. a Delaware corporation and its subsidiary through which operations are conducted, Wake Up Now, Inc. a Utah corporation.

**2) ADDRESS OF THE ISSUER’S PRINCIPAL EXECUTIVE OFFICES**

**Company Headquarters**

Address: 5252 Edgewood Drive, Suite 300, Provo, Utah 84604  
Phone: 801-980-5700  
Email: [info@wakeupnow.com](mailto:info@wakeupnow.com)  
Website(s): [www.wakeupnow.com](http://www.wakeupnow.com)

Internal Investor Relations Contact

Andy Benis  
VP Communications  
[abenis@wakeupnow.com](mailto:abenis@wakeupnow.com)

**3) SECURITY INFORMATION**

**Common Stock**

Trading Symbol: WORC

Exact title and class of securities outstanding: Common Stock

CUSIP: 931013106

Par or Stated Value: \$.0001

Total shares authorized: 180,000,000 as of: April 1, 2014

Total shares outstanding: 152,064,993 as of: April 1, 2014

Transfer Agent

Name: Fidelity Stock Transfer

Address: 8915 South 700 East, STE 102, Sandy, UT 84070

Phone: 801-562-1300

**Preferred Stock**

The Company has designated Preferred A, B and C stock.

Preferred A Stock

Our preferred A shares may be converted into share of our common stock. Our preferred A shares are entitled to preferred dividends of 8% per year. Our preferred A shares are redeemable

at the rate of \$0.75 per share. Our preferred A shares have liquidation rights over all other equity classes. There are a total of 3,375,722 preferred A shares outstanding as of April 1, 2014.

#### Preferred B Stock

Our preferred B shares may be converted into share of our common stock. Our preferred B shares are entitled to preferred dividends of 8% per year. Our preferred B shares are redeemable at the rate of \$1.00 per share. Our preferred B shares have liquidation rights over all other equity classes. There are a total of 330,000 preferred B shares outstanding as of April 1, 2014.

#### Preferred C Stock

There are 250 authorized and outstanding shares of our Preferred Series C Stock which has the following characteristics:

Our preferred C shares are entitled to receive per share dividend of 1 U.S. cent per month for each \$100 of gross monthly consolidated gross revenue of the Company (includes all U.S. based subsidiary revenue) in excess of \$1,000,000. There are a total of 200 preferred C shares issued and outstanding as of April 1, 2014.

**Fidelity Stock Transfer is registered under the Exchange Act with the Securities Exchange Commission as a Registrar and Transfer Agent.**

**Describe any trading suspension orders issued by the SEC in the past 12 months.**

NONE.

**List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:**

NONE.

#### 4) ISSUANCE HISTORY

DATE OF ISSUANCE	NATURE OF OFFERING	NUMBER OF STOCK HOLDERS	SHARE AMOUNT OFFERED / SOLD	PRICE PER SHARE	PRICE PAID TO ISSUER	TRADING STATUS/ RESTRICTIONS
January 10, 2012	§4(a)(2)	6	3,697,368	≤ .0001 par value	≤ .0001 par value	144 and/or lock-up leak/out
January 23, 2012	§4(a)(2)	9	978,000	≤ .0001 par value	≤ .0001 par value	144 and/or lock-up leak/out
February 14, 2012	§4(a)(2)	5	1,500,000	≤ .0001 par value	≤ .0001 par value	144 and/or lock-up leak/out
February 14, 2012	Rule 506	3	1,269,211	≤ 1 cent per share; part of preferred unit offering	≤ 1 cent per share; part of preferred unit offering	144 and/or lock-up leak/out
March 29, 2012	Rule 506	3	41,445	≤ 1 cent per share; part of preferred unit offering	≤ 1 cent per share; part of preferred unit offering	144 and/or lock-up leak/out
March 29, 2012	§4(a)(2)	7	653,603	≤ .0001 par value	≤ .0001 par value	144 and/or lock-up leak/out
June 13, 2012	§4(a)(2)	12	4,544,720	≤ .0001 par value	≤ .0001 par value	144 and/or lock-up leak/out
October 8, 2012	§4(a)(2)	6	994,759	≤ .0001 par value	≤ .0001 par value	144 and/or lock-up leak/out
March 18, 2013	§4(a)(2)	4	452,632	≤ 1 cent per share; part of preferred unit offering	≤ 1 cent per share; part of preferred unit offering	144 and/or lock-up leak/out
March 18, 2013	§4(a)(2)	9	3,762,000	≤ .0001 par value	≤ .0001 par value	144 and/or lock-up leak/out
June 13, 2013	§4(a)(2)	3	129,158	≤ .0001 par value	≤ .0001 par value	144 and/or lock-up leak/out
July 10, 2013	§4(a)(2)	1	96,404	≤ .0001 par value	≤ .0001 par value	144 and/or lock-up leak/out
September 19, 2013	§4(a)(2)	8	359,842	≤ .0001 par value	≤ .0001 par value	144 and/or lock-up leak/out
October 25, 2013 <sup>(1)</sup>	§4(a)(2)	1	44,000,000	≤ 1 cent per share	≤ 1 cent per share	144 and/or lock-up leak/out
October 25, 2013	§4(a)(2)	2	5,900,000	≤ 1 cent per share	≤ 1 cent per share	144 and/or lock-up leak/out
October 25, 2013 <sup>(2)</sup>	§4(a)(2)	5	6,500,000	≤ .0001 par value	≤ .0001 par value	144 and/or lock-up leak/out
October 25, 2013 <sup>(3)</sup>	§4(a)(2)	1	507,000	≤ .0001 par value	≤ .0001 par value	144 and/or lock-up leak/out
December 31, 2013	§4(a)(2)	5	11,050,000	≤ .0001 par value	≤ .0001 par value	144/lock-up and/or vesting

(1) This investor is an affiliate of COO Phil Polich, is a secured lender, and an equity investor. The investor has delivered to the Company approximately \$2,000,000, including cash deliveries during exigent circumstances. The shares were issued for a combination of equity investments, and debt deferment and conversion.

(2) On October 25, 2013, an additional 44,323,005 shares were issued in reserve for the benefit of 5 employees and members of management, but are presently in the possession of company. The shares are expected to remain unvested until 2015 or later. The vesting agreements require the employees to continue to work for the Company

until such time as the shares are vested. These shares, though unvested, are included in our 152,064,993 issued and outstanding share count.

(3) Related to the purchase of assets and consulting relating to those assets.

Between April 2011 and December 31, 2012, we sold 3,016,089 shares of stock to 37 people pursuant to private placements wherein we raised \$2,334,266. The private placements offered 1 share of common stock and 1 share of preferred stock at a total unit price of \$0.76 per unit. The common stock shares were booked at 1 cent per share. Many of these shares are subject to lock-up/leak-out and other restrictions. We believe the transactions to be exempt under Section 4(2) of the Securities Act of 1933, as amended, because they did not involve a public offering. We believe that this sale of securities did not involve a public offering on the basis that each investor is an accredited investor as defined in Rule 501 of Regulation D and because we provided each of our investors with a private placement memorandum disclosing items set out in Rule 501 and 506 of Regulation D.

The shares sold were restricted securities as defined in Rule 144 (a) (3). Further, each common stock certificate issued in connection with this private offering bears a legend providing, in substance, that the securities have been acquired for investment only and may not be sold, transferred or assigned in the absence of an effective registration statement or opinion of the Company's counsel that registration is not required under the Securities Act of 1933.

All the unregistered securities issued pursuant to Rule 506 promulgated as part of Regulation D under section 4(2) of the Securities Act of 1933 were offered and sold to a select group of investors who at the time of investment represented themselves to us to be "accredited investors" as defined in Regulation D under the Securities Act of 1933, and knowledgeable and sophisticated investors. In addition, each investor was believed to have had such knowledge and experience in financial and business matters that such investor was capable of evaluating the merits and risks of their investment into us, and able at the time of investment to bear the economic risks of an investment in us. We believe the investors to be accredited because we received written confirmation from the investor in our subscription agreements and we have no reason to doubt the validity of the subscription documents. An appropriate legend was placed on the common stock issued to each shareholder.

All stock 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.

## **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 (unaudited)

**Wake Up Now, Inc**  
 And Subsidiaries  
 Consolidated Balance Sheet  
 As of  
 December 31, 2013  
**UNAUDITED**

**ASSETS**

Cash	\$ 404,904
Accounts Receivable	301,181
Inventory	128,998
Prepays	214,742
Fixed Assets, net	773,731
Loans	<u>269,668</u>
<b>TOTAL ASSETS</b>	<b><u>\$ 2,093,224</u></b>

**LIABILITIES & SHAREHOLDERS' EQUITY**

*Liabilities*

Accounts Payable	\$ 1,096,410
Accrued Expenses	2,737,086
Deferred Revenue	1,280,420
Long Term Debt	<u>1,625,568</u>

*Total Liabilities* 6,739,484

*Shareholders' Equity*

Preferred Stock, Series A	2,396,787
Preferred Stock, Series B	228,830
Accrued Preferred Dividends	369,391
Common Stock	13,098
Additional Paid-In Capital	2,582,837
Stock Subscriptions Issuable	175,000
Receivable for Stock Purchases	(10,764)
Retained Deficit	<u>(10,401,439)</u>

*Total Shareholders' Equity* (4,646,260)

**TOTAL LIABILITIES & SHAREHOLDERS' EQUITY** **\$ 2,093,224**



**Wake Up Now, Inc**  
And Subsidiaries  
Consolidated Statement of Operations  
For the Year Ended  
December 31, 2013  
**UNAUDITED**

Revenues, net	\$ 12,180,866
Cost of Sales	<u>11,167,523</u>
Gross Margin	<u>1,013,343</u>
SG&A	<u>5,561,848</u>
<b>Net Income</b>	<b><u><u>\$ (4,548,504)</u></u></b>

[UNAUDITED]

**Wake Up Now, Inc**  
Consolidated Statement of Cash Flows  
**UNAUDITED**

	<u>For the year ended</u> <u>December 31, 2013</u>
Cash Flows From Operating Activities	
Net loss	\$ (4,548,504)
Adjustments to reconcile net loss to net cash used in operating activities	
Depreciation expense	-
Stock issued for services	-
Amortization of software development costs	-
Warrant cancelation expense	-
Changes in assets and liabilities	
Merchant account receivable	-
Prepaid expenses and other current assets	-
Other assets	-
Accounts payable	-
Accrued liabilities	-
	<hr/>
Net Cash Used In Operating Activities	<u>(4,548,504)</u>
Cash Flows From Investing Activities	
Payment of computer software setup costs	-
Purchase of property and equipment	-
	<hr/>
Net Cash Used In Investing Activities	<u>-</u>
Cash Flows From Financing Activities	
Proceeds from issuance of notes payable	-
Payment of principal on notes payable	-
Checks drawn in excess of bank balance	-
	<hr/>
Net Cash Provided By Financing Activities	<u>-</u>
Net Increase (Decrease) In Cash and Cash Equivalents	400,160
Cash and Cash Equivalents At Beginning Of Period	<u>4,744</u>
Cash and Cash Equivalents At End Of Year	<u>\$ 404,904</u>

[UNAUDITED]

## **NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***Nature of Operations*** – Wake Up Now, Inc. and its subsidiaries (collectively, the “Company” or “Wake Up Now”) is a subscription based direct sales financial wellness company aimed at helping individuals save, manage, and earn money. Its product is composed of two primary elements: (1) a suite of personal financial tools designed to help individuals manage their finances, and (2) an extensive affiliate network through which members receive discounts on purchases. Both the Company’s distributors and its affiliate network are predominantly based in the United States of America.

***Organization*** – On December 8, 2010, Wake Up Now, Inc. (a Delaware corporation) entered into a Share Exchange Agreement with Wake Up Now, Inc. (a Utah corporation), Current See, Inc. (a Nevada corporation), and their respective shareholders. Pursuant to the Share Exchange Agreement, Wake Up Now, Inc. (a Delaware corporation) exchanged 100% of its common stock for all of the outstanding common stock of Wake Up Now, Inc. (a Utah corporation) and all of the common stock of Current See, Inc. (a Nevada corporation). The transaction was accounted for as a reverse acquisition, or recapitalization of Wake Up Now, Inc. (a Utah Corporation). Accordingly, the historical financial operations reported in the accompanying consolidated financial statements are the historical operations of Wake Up Now, Inc. (a Utah corporation) and not of Wake Up Now, Inc. (a Delaware corporation).

***Basis of Presentation and Consolidation*** – The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States (“GAAP”). The accompanying consolidated financial statements present the combined financial position, results of operations, and cash flows of Wake Up Now, Inc. (a Delaware corporation) and Wake Up Now, Inc. (a Utah corporation). All significant intercompany accounts and transactions have been eliminated in consolidation.

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

***Going Concern*** – The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company incurred losses of \$4,548,504 and \$3,302,858 during the years ended December 31, 2013 and 2012, respectively. The Company also used significant cash in its operating activities during the years ended December 31, 2012 and 2012. Through December 31, 2013, the Company has accumulated a deficit of \$10,401,439 and has a stockholders’ deficit of \$4,646,260. At December 31, 2013, the Company has a significant working capital deficit. These conditions raise substantial doubt about the Company’s ability to continue as a going concern.

Though the Company’s current financial condition may cast doubt on its ability to continue as a going concern, management believes that its plan of operation, if successfully implemented, will

[UNAUDITED]

generate sufficient earnings to both restore a stable financial condition and provide adequate returns to its shareholders. Management's plan of operation is based on three primary objectives: (1) further development of its products with specific emphasis on its affiliate network, (2) continued domestic growth of its distributor base, and (3) expansion into international markets.

Management believes that its efforts to develop a robust product offering with a compelling value proposition will continue to attract distributors both in the United States and abroad. By simultaneously growing the Company's distributor base while adequately containing its fixed costs, management expects to have positive growth in earnings that will in turn create value for current and prospective shareholders. Such circumstances may allow the Company to achieve positive cash flows from operations and obtain additional financing through sales of stock. However, if the Company is unsuccessful in these efforts and does not attain sufficient sales to permit profitable operations or if it cannot obtain sufficient additional financing, it may be required to substantially curtail or terminate its operations. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amount and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

**Concentrations of Credit Risk** – Financial instruments that potentially subject the Company to a concentration of credit risk consist principally of cash and accounts receivable. The Company deposits cash with high credit quality financial institutions, which at times, may exceed federally insured amounts. The Company has not experienced any losses on its deposits.

**Cash Equivalents** – The Company considers all highly liquid investments having an original maturity of three months or less to be cash equivalents.

**Merchant Accounts Receivable** – The majority of the Company's revenue is received from customers via credit cards through merchant service providers. The Company maintains multiple relationships with merchant service providers, each with its own set of terms and fees. Depending upon the arrangement with the service provider, a provider may elect to withhold an amount of the Company's deposits as a reserve towards potential future cash disbursements. Subsequent to each year end, the amount of merchant reserve receivable has been collected.

**Property and Equipment** – Property and equipment are stated at cost less accumulated depreciation. Expenditures that materially increase values or capacities or extend useful lives of property and equipment are capitalized. Repairs and maintenance costs that do not extend the useful life or improve the related assets are expensed as incurred. Depreciation is computed using the straight-line method over the estimated useful lives of the assets or over the related lease terms (if shorter). The estimated useful life of each asset category is as follows:

Computer and office equipment	2-3 years
Computer software	2-3 years
Tradeshaw booths	2-5 years
Furniture and fixtures	2-6 years
Leasehold improvements	2-6 years
Internal use software	3 years

[UNAUDITED]

Certain costs incurred to develop software applications used in delivering services to customers are capitalized and are included in software. Capitalizable costs consist of (a) certain external direct costs of materials and services incurred in developing or obtaining internal-use computer software and (b) payroll and payroll-related costs for employees who are directly associated with, and who devote time to, the project. These costs generally consist of internal labor during configuration, coding and testing activities. Research and development costs incurred during the preliminary project stage, or costs incurred for data conversion activities, training, maintenance and general and administrative or overhead costs, are expensed as incurred. Costs that cannot be separated between the maintenance of, and relatively minor upgrades and enhancements to, internal-use software are also expensed as incurred. Capitalization begins when (a) the preliminary project stage is complete, (b) management with the relevant authority authorizes and commits to the funding of the software project, (c) it is probable the project will be completed, (d) the software will be used to perform the functions intended, and (e) certain functional and quality standards have been met.

When there are indicators of potential impairment, the Company evaluates recoverability of the carrying values of property and equipment by comparing the carrying amount of an asset to the estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of the asset exceeds its estimated undiscounted future net cash flows, an impairment charge is recognized based on the amount by which the carrying value of the asset exceeds the fair value of the asset.

**Leases** – The Company leases its facility under operating leases. For leases that contain rent escalation or rent concession provisions, the Company records the total rent payable during the lease term on a straight-line basis over the term of the lease. The Company records the difference between the rent paid and the straight-line rent as a deferred rent liability in the accompanying balance sheets.

**Revenue recognition** – The Company recognizes revenue only when its services have been delivered and when cash has been received for those services. Because the Company’s product is both electronically delivered and intangible, delivery is deemed to occur evenly over the applicable billing period, usually one calendar month. This policy effectively recognizes all cash received during a given month to be earned by the end of that month. Customers who use the Company’s services in any given calendar month have the option to pay for those services at any time within that calendar month. Customers who do not pay within the calendar month are extended an additional calendar month of grace period before their subscription is deemed canceled. Because both the monthly subscription and the delivery of the product can be canceled at any time, the Company does not accrue membership fees as a receivable, nor does it recognize a corresponding bad debt expense for uncollectible accounts. Any cancellation request made after a payment has been received will result in a pro-rata return of the subscription fee with a corresponding reduction in recognized revenue for that month. While non-payment of a monthly subscription fee will not result in the suspension of product delivery until the expiration of the grace period, it will result in the immediate forfeiture of any selling commission earned during that billing period (see “Selling Expenses” below.)

[UNAUDITED]

The majority of the Company's revenue is received through merchant service facilities (see Merchant Accounts Receivable"). The Company maintains multiple relationships with merchant service providers, each with its own set of terms and fees. Depending upon the arrangement with the service provider, a provider may elect to withhold an amount of the Company's deposits as a reserve towards potential future cash disbursements. These reserves are recorded as receivables from merchant service providers.

**Selling expenses** – Selling expenses are the Company's most significant expense and are classified as operating expenses. Selling expenses include distributor commissions under the Company's compensation plan. The plan allows distributors to earn fixed commissions as they reach predetermined monthly sales volume targets. In addition to the fixed amounts outlined in the compensation plan, the Company may also institute other temporary bonus payments in an effort to incentivize distributors to reach other sales goals. The Company recognizes both types of selling expenses in the month that they are earned by the Company's distributors. A commission is earned on a sale when (1) the distributor has reached the required sales volume target, and (2) the cash from the sale has been received by the Company. Once earned, a liability is established for the amount of earned but unpaid commissions. As commissions are paid, the accrued commission liability is reduced by the amount of the disbursement.

**Basic and Diluted Loss per Common Share** – Basic loss per common share amounts are computed by dividing net loss by the weighted-average number of shares of common stock outstanding during each period. Diluted loss per share amounts are computed assuming the issuance of common stock for potentially dilutive common stock equivalents.

**Fair Value of Financial Instruments** - The accounting guidance for fair value measurements defines fair value, establishes a market-based framework or hierarchy for measuring fair value and expands disclosures about fair value measurements. The guidance is applicable whenever assets and liabilities are measured and included in the financial statements at fair value. The fair value of a financial instrument is the amount that could be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The guidance also requires disclosure about how fair value is determined for assets and liabilities and establishes a hierarchy for which these assets and liabilities must be grouped, based on significant levels of inputs.

The carrying amounts reported in the accompanying consolidated balance sheets for cash and cash equivalents, accounts and other receivables, and trade accounts payable approximate fair value because of the immediate or short-term maturities of these financial instruments and are considered to be classified within Level 2 of the fair value hierarchy, except for cash and cash equivalents which is Level 1. The carrying amount of the notes payable approximates fair value as the individual borrowings bear interest at rates that approximate market interest rates for similar debt instruments are considered to be classified within Level 2 of the fair value hierarchy.

**Income Taxes** – Provisions for income taxes are based on taxes currently payable or refundable, and for deferred taxes. Deferred taxes are provided on differences between the tax bases of assets and liabilities and their reported amounts in the financial statements and tax operating loss carryforwards. Deferred tax assets and liabilities are included in the financial statements at

[UNAUDITED]

currently enacted income tax rates applicable to the period in which the deferred tax assets and liabilities are expected to be realized or settled. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes. Assets and liabilities are established for uncertain tax positions taken or positions expected to be taken in income tax returns when such positions are judged to not meet the “more-likely-than-not” threshold based on the technical merits of the positions. Estimated interest and penalties related to uncertain tax positions are included as a component of general and administrative expense.

***Stock-Based Compensation*** - The Company recognizes compensation expense for stock-based awards to employees expected to vest on a straight-line basis over the requisite service period of the award based on their grant date fair value. The Company estimates the fair value of stock options using a Black-Scholes option pricing model which requires management to make estimates for certain assumptions regarding risk-free interest rate, expected life of options, expected volatility of stock and expected dividend yield of stock.

***Recent Accounting Pronouncements*** – Effective January 1, 2012, the Company adopted accounting guidance which requires an entity to present the total of comprehensive income (loss), the components of net income (loss), and the components of other comprehensive income (loss) either in a single continuous statement of comprehensive income, or in two separate but consecutive statements. The guidance eliminates the option to present components of other comprehensive income as part of the statement of equity. In accordance with the guidance, the Company has elected to present a single continuous statement of comprehensive loss.

## **NOTE 2 – CAPITAL TRANSACTIONS**

### **Common Stock**

The Company has 180,000,000 shares of \$0.0001 par value common stock authorized. Each share of common stock has the right to one vote on all matters submitted to a vote of stockholders. The holders of common stock are also entitled to receive dividends whenever funds are legally available and if declared by the Board of Directors, subject to prior rights of holders of all classes of stock outstanding having priority rights as to dividends. No dividends have been declared or paid on the Company’s common stock through December 31, 2013.

### **Preferred Stock**

The Company has authorized the issuance of up to 20,000,000 shares of preferred stock, par value \$0.0001, which may be issued in various individual series. The board of directors has the authority, without stockholders’ action, to designate voting rights, designations, preferences, and liquidation rights of the preferred stock.

The significant rights, privileges, and preferences of the Series A Convertible are as follows:

#### *Dividends*

The Series A Convertible stockholders have dividend preferences over common stockholders in the amount of 8% per year of the redemption value on a cumulative non-compounded basis and are to be paid upon redemption.

[UNAUDITED]

### *Liquidation*

The Series A Convertible stockholders also have liquidation preferences over common stockholders in the amount of \$0.75 per share along with any unpaid dividends. If upon a liquidation event, the assets of the Company are insufficient to make payment in full to all holders of Series A Convertible, payment will be made to all holders of Series A Convertible ratably in proportion to the full amounts to which they would otherwise be respectively entitled. After the liquidation preference payments, the Series A Convertible shareholders shall not be entitled to any further distribution.

### *Conversion*

At the option of the holder, each Series A Convertible is convertible into 3 shares of common stock, subject to adjustments based on certain antidilution provisions, including stock splits, stock dividends, subdivision, combinations, recapitalization or similar events, as provided by the Company's Amended Articles of Incorporation. The Series A Convertible are classified as temporary equity on the accompanying balance sheets since they are convertible at the option of the holder.

### *Redemption*

The Series A Convertible may be redeemed at any time by the Company at a rate of \$0.75 per share.

### *Voting*

The Series A Convertible stockholders have no voting rights.

### *Stockholder Rights*

Holders of Series A Convertible have protective provisions that require the Series A Convertible stockholders' majority consent for specific actions including the following: changes in the corporation's certificate of incorporation or bylaws that would affect, alter, or change the preference or rights of the preferred stock and creation of a new class or series of stock.



**[UNAUDITED]**

**WAKE UP NOW, INC. AND SUBSIDIARIES**

CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2012 AND 2011

[UNAUDITED]

**WAKE UP NOW, INC. AND SUBSIDIARIES**  
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[UNAUDITED]

**WAKE UP NOW, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
**[UNAUDITED]**

	<u>December 31,</u> <u>2012</u>	<u>December 31,</u> <u>2011</u>
<b>Assets</b>		
Current assets		
Cash and cash equivalents	\$ 4,744	\$ 109,567
Merchant accounts receivable	7,647	41,788
Prepaid expenses and other current assets	23,506	71,957
Total current assets	<u>35,897</u>	<u>223,312</u>
Property and equipment, net of accumulated depreciation	537,484	144,808
Other assets	-	-
Total assets	<u>\$ 573,381</u>	<u>\$ 368,120</u>
<b>Liabilities, Convertible Preferred Stock and Stockholders' Deficit</b>		
Current liabilities		
Checks drawn in excess of bank balance	\$ -	\$ -
Accounts payable	577,405	423,579
Accrued liabilities	876,875	628,915
Deferred revenue	77,078	139,198
Notes payable, current portion	1,093,423	368,134
Notes payable to related parties	-	-
Payable to shareholder	185,000	185,000
Total current liabilities	<u>2,809,781</u>	<u>1,744,826</u>
Notes payable	<u>362,000</u>	-
Total liabilities	<u>3,171,781</u>	<u>1,744,826</u>
Commitments	-	-
Convertible preferred stock, \$.0001 par value; 20,000,000 shares authorized;	2,296,116	747,500
Stockholders' deficit		
Common stock, \$.0001 par value; 100,000,000 shares authorized,	3,615	2,373
Additional paid-in capital	1,165,729	306,829

**[UNAUDITED]**

Stock issuable	50,000	376,550
Receivable for common stock	(1,128)	(84)
Accumulated deficit	<u>(6,112,732)</u>	<u>(2,809,874)</u>
Total stockholders' deficit	<u>(4,894,516)</u>	<u>(2,124,206)</u>
Total liabilities, convertible preferred stock and stockholders' deficit	<u>\$ 573,381</u>	<u>\$ 368,120</u>

[UNAUDITED]

**WAKE UP NOW, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**  
**[UNAUDITED]**

	<b>For the year ended</b>	
	<b>December 31, 2012</b>	<b>December 31, 2011</b>
Net revenues	\$ 3,015,142	\$ 1,145,554
Operating Expenses		
Costs of revenues	263,065	177,985
Selling and marketing	2,155,138	1,284,745
General and administrative	1,658,749	863,699
Research and development	13,845	-
Payroll expense	1,807,274	647,575
Total operating expenses	<u>5,898,071</u>	<u>2,974,004</u>
Loss from operations	<u>(2,882,929)</u>	<u>(1,828,450)</u>
Other income (expense)		
Interest expense	(269,077)	(79,936)
Other income (expense)	(150,852)	(20,302)
Warrant cancelation expense		
Total other expenses	<u>(419,929)</u>	<u>(100,238)</u>
Net loss and comprehensive loss	<u>\$ (3,302,858)</u>	<u>\$ (1,928,688)</u>

[UNAUDITED]

**WAKE UP NOW, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**[UNAUDITED]**

	<b>For the year ended</b>	
	<b>December 31, 2012</b>	<b>December 31, 2011</b>
Cash Flows From Operating Activities		
Net loss	\$ (3,302,858)	\$ (1,928,688)
Adjustments to reconcile net loss to net cash used in operating activities		
Depreciation expense	-	-
Stock issued for services	-	-
Amortization of software development costs	-	-
Warrant cancelation expense	-	-
Changes in assets and liabilities		
Merchant account receivable	-	-
Prepaid expenses and other current assets	-	-
Other assets	-	-
Accounts payable	-	-
Accrued liabilities	-	-
Net Cash Used In Operating Activities	<u>(3,202,858)</u>	<u>(1,928,688)</u>
Cash Flows From Investing Activities		
Payment of computer software setup costs	-	-
Purchase of property and equipment	-	-
Net Cash Used In Investing Activities	<u>-</u>	<u>-</u>
Cash Flows From Financing Activities		
Proceeds from issuance of notes payable	-	-
Payment of principal on notes payable	-	-
Checks drawn in excess of bank balance	-	-
Net Cash Provided By Financing Activities	<u>-</u>	<u>-</u>
Net Increase (Decrease) In Cash and Cash Equivalents	(104,823)	107,344
Cash and Cash Equivalents At Beginning Of Period	<u>109,567</u>	<u>2,223</u>
Cash and Cash Equivalents At End Of Year	<u>\$ 4,744</u>	<u>\$ 109,567</u>

Supplemental Disclosures of Cash Flow Information:

**[UNAUDITED]**

Noncash Investing and Financing Activities:

Issuance of common stock to acquire Wake Up Now, Inc.

(Delaware). Liabilities in the amount of \$59,000 were

assumed in connection with the acquisition

\$

59,000

\$

-

[UNAUDITED]

## NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Nature of Operations** – Wake Up Now, Inc. and its subsidiaries (collectively, the “Company” or “Wake Up Now”) is a subscription based direct sales financial wellness company aimed at helping individuals save, manage, and earn money. Its product is composed of two primary elements: (1) a suite of personal financial tools designed to help individuals manage their finances, and (2) an extensive affiliate network through which members receive discounts on purchases. Both the Company’s distributors and its affiliate network are predominantly based in the United States of America.

**Organization** – On December 8, 2010, Wake Up Now, Inc. (a Delaware corporation) entered into a Share Exchange Agreement with Wake Up Now, Inc. (a Utah corporation), Current See, Inc. (a Nevada corporation), and their respective shareholders. Pursuant to the Share Exchange Agreement, Wake Up Now, Inc. (a Delaware corporation) exchanged 100% of its common stock for all of the outstanding common stock of Wake Up Now, Inc. (a Utah corporation) and all of the common stock of Current See, Inc. (a Nevada corporation). The transaction was accounted for as a reverse acquisition, or recapitalization of Wake Up Now, Inc. (a Utah Corporation). Accordingly, the historical financial operations reported in the accompanying consolidated financial statements are the historical operations of Wake Up Now, Inc. (a Utah corporation) and not of Wake Up Now, Inc. (a Delaware corporation).

**Basis of Presentation and Consolidation** – The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States (“GAAP”). The accompanying consolidated financial statements present the combined financial position, results of operations, and cash flows of Wake Up Now, Inc. (a Delaware corporation) and Wake Up Now, Inc. (a Utah corporation). All significant intercompany accounts and transactions have been eliminated in consolidation.

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

**Going Concern** – The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company incurred losses of \$784,947 and \$97,789 during the years ended December 31, 2012 and 2011, respectively. The Company also used \$356,636 and \$57,371 of cash in its operating activities during the years ended December 31, 2012 and 2011, respectively. Through December 31, 2012, the Company has accumulated a deficit of \$882,736 and has a stockholders’ deficit of \$937,736. At December 31, 2012, the Company has a working capital deficit of \$1,028,498, including current liabilities of \$1,097,942. These conditions raise substantial doubt about the Company’s ability to continue as a going concern.

Though the Company’s current financial condition may cast doubt on its ability to continue as a going concern, management believes that its plan of operation, if successfully implemented, will generate



[UNAUDITED]

sufficient earnings to both restore a stable financial condition and provide adequate returns to its shareholders. Management's plan of operation is based on three primary objectives: (1) further development of its products with specific emphasis on its affiliate network, (2) continued domestic growth of its distributor base, and (3) expansion into international markets.

Management believes that its efforts to develop a robust product offering with a compelling value proposition will continue to attract distributors both in the United States and abroad. By simultaneously growing the Company's distributor base while adequately containing its fixed costs, management expects to have positive growth in earnings that will in turn create value for current and prospective shareholders. Such circumstances may allow the Company to achieve positive cash flows from operations and obtain additional financing through sales of stock. However, if the Company is unsuccessful in these efforts and does not attain sufficient sales to permit profitable operations or if it cannot obtain sufficient additional financing, it may be required to substantially curtail or terminate its operations. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amount and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

**Concentrations of Credit Risk** – Financial instruments that potentially subject the Company to a concentration of credit risk consist principally of cash and accounts receivable. The Company deposits cash with high credit quality financial institutions, which at times, may exceed federally insured amounts. The Company has not experienced any losses on its deposits.

**Cash Equivalents** – The Company considers all highly liquid investments having an original maturity of three months or less to be cash equivalents.

**Merchant Accounts Receivable** – The majority of the Company's revenue is received from customers via credit cards through merchant service providers. The Company maintains multiple relationships with merchant service providers, each with its own set of terms and fees. Depending upon the arrangement with the service provider, a provider may elect to withhold an amount of the Company's deposits as a reserve towards potential future cash disbursements. The balance of such reserves is \$60,390 and \$48,071 at December 31, 2010 and 2009, respectively. Subsequent to each year end, the amount of merchant reserve receivable has been collected.

**Property and Equipment** – Property and equipment are stated at cost less accumulated depreciation. Expenditures that materially increase values or capacities or extend useful lives of property and equipment are capitalized. Repairs and maintenance costs that do not extend the useful life or improve the related assets are expensed as incurred. Depreciation is computed using the straight-line method over the estimated useful lives of the assets or over the related lease terms (if shorter). The estimated useful life of each asset category is as follows:

Computer and office equipment	2-3 years
Computer software	2-3 years
Tradeshaw booths	2-5 years
Furniture and fixtures	2-6 years
Leasehold improvements	2-6 years
Internal use software	3 years

**[UNAUDITED]**

Certain costs incurred to develop software applications used in delivering services to customers are capitalized and are included in software. Capitalizable costs consist of (a) certain external direct costs of materials and services incurred in developing or obtaining internal-use computer software and (b) payroll and payroll-related costs for employees who are directly associated with, and who devote time to, the project. These costs generally consist of internal labor during configuration, coding and testing activities. Research and development costs incurred during the preliminary project stage, or costs incurred for data conversion activities, training, maintenance and general and administrative or overhead costs, are expensed as incurred. Costs that cannot be separated between the maintenance of, and relatively minor upgrades and enhancements to, internal-use software are also expensed as incurred. Capitalization begins when (a) the preliminary project stage is complete, (b) management with the relevant authority authorizes and commits to the funding of the software project, (c) it is probable the project will be completed, (d) the software will be used to perform the functions intended, and (e) certain functional and quality standards have been met.

When there are indicators of potential impairment, the Company evaluates recoverability of the carrying values of property and equipment by comparing the carrying amount of an asset to the estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of the asset exceeds its estimated undiscounted future net cash flows, an impairment charge is recognized based on the amount by which the carrying value of the asset exceeds the fair value of the asset. The Company did not incur any impairment charges for the years ended December 31, 2012 and 2011.

**Leases** – The Company leases its facility under operating leases. For leases that contain rent escalation or rent concession provisions, the Company records the total rent payable during the lease term on a straight-line basis over the term of the lease. The Company records the difference between the rent paid and the straight-line rent as a deferred rent liability in the accompanying balance sheets.

**Revenue recognition** – The Company recognizes revenue only when its services have been delivered and when cash has been received for those services. Because the Company’s product is both electronically delivered and intangible, delivery is deemed to occur evenly over the applicable billing period, usually one calendar month. This policy effectively recognizes all cash received during a given month to be earned by the end of that month. Customers who use the Company’s services in any given calendar month have the option to pay for those services at any time within that calendar month. Customers who do not pay within the calendar month are extended an additional calendar month of grace period before their subscription is deemed canceled. Because both the monthly subscription and the delivery of the product can be canceled at any time, the Company does not accrue membership fees as a receivable, nor does it recognize a corresponding bad debt expense for uncollectible accounts. Any cancellation request made after a payment has been received will result in a pro-rata return of the subscription fee with a corresponding reduction in recognized revenue for that month. While non-payment of a monthly subscription fee will not result in the suspension of product delivery until the expiration of the grace period, it will result in the immediate forfeiture of any selling commission earned during that billing period (see “Selling Expenses” below.)

The majority of the Company’s revenue is received through merchant service facilities (see Note 2 “Merchant Accounts Receivable”). The Company maintains multiple relationships with merchant service providers, each with its own set of terms and fees. Depending upon the arrangement with the service provider, a provider may elect to withhold an amount of the Company’s deposits as a reserve towards potential future cash disbursements. These reserves are recorded as receivables from merchant service providers.

[UNAUDITED]

***Selling expenses*** – Selling expenses are the Company’s most significant expense and are classified as operating expenses. Selling expenses include distributor commissions under the Company’s compensation plan. The plan allows distributors to earn fixed commissions as they reach predetermined monthly sales volume targets. In addition to the fixed amounts outlined in the compensation plan, the Company may also institute other temporary bonus payments in an effort to incentivize distributors to reach other sales goals. The Company recognizes both types of selling expenses in the month that they are earned by the Company’s distributors. A commission is earned on a sale when (1) the distributor has reached the required sales volume target, and (2) the cash from the sale has been received by the Company. Once earned, a liability is established for the amount of earned but unpaid commissions. As commissions are paid, the accrued commission liability is reduced by the amount of the disbursement.

***Basic and Diluted Loss per Common Share*** – Basic loss per common share amounts are computed by dividing net loss by the weighted-average number of shares of common stock outstanding during each period. Diluted loss per share amounts are computed assuming the issuance of common stock for potentially dilutive common stock equivalents. At December 31, 2012 and 2011, there are no potentially dilutive common stock equivalents.

***Fair Value of Financial Instruments*** - The accounting guidance for fair value measurements defines fair value, establishes a market-based framework or hierarchy for measuring fair value and expands disclosures about fair value measurements. The guidance is applicable whenever assets and liabilities are measured and included in the financial statements at fair value. The fair value of a financial instrument is the amount that could be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The guidance also requires disclosure about how fair value is determined for assets and liabilities and establishes a hierarchy for which these assets and liabilities must be grouped, based on significant levels of inputs.

The carrying amounts reported in the accompanying consolidated balance sheets for cash and cash equivalents, accounts and other receivables, and trade accounts payable approximate fair value because of the immediate or short-term maturities of these financial instruments and are considered to be classified within Level 2 of the fair value hierarchy, except for cash and cash equivalents which is Level 1. The carrying amount of the notes payable approximates fair value as the individual borrowings bear interest at rates that approximate market interest rates for similar debt instruments are considered to be classified within Level 2 of the fair value hierarchy.

***Income Taxes*** – Provisions for income taxes are based on taxes currently payable or refundable, and for deferred taxes. Deferred taxes are provided on differences between the tax bases of assets and liabilities and their reported amounts in the financial statements and tax operating loss carryforwards. Deferred tax assets and liabilities are included in the financial statements at currently enacted income tax rates applicable to the period in which the deferred tax assets and liabilities are expected to be realized or settled. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes. Assets and liabilities are established for uncertain tax positions taken or positions expected to be taken in income tax returns when such positions are judged to not meet the “more-likely-than-not” threshold based on the technical merits of the positions. Estimated interest and penalties related to uncertain tax positions are included as a component of general and administrative expense.

[UNAUDITED]

**Stock-Based Compensation** - The Company recognizes compensation expense for stock-based awards to employees expected to vest on a straight-line basis over the requisite service period of the award based on their grant date fair value. The Company estimates the fair value of stock options using a Black-Scholes option pricing model which requires management to make estimates for certain assumptions regarding risk-free interest rate, expected life of options, expected volatility of stock and expected dividend yield of stock. At December 31, 2010 and 2009, there are no stock options or warrants outstanding.

**Recent Accounting Pronouncements** – Effective January 1, 2012, the Company adopted accounting guidance which requires an entity to present the total of comprehensive income (loss), the components of net income (loss), and the components of other comprehensive income (loss) either in a single continuous statement of comprehensive income, or in two separate but consecutive statements. The guidance eliminates the option to present components of other comprehensive income as part of the statement of equity. In accordance with the guidance, the Company has elected to present a single continuous statement of comprehensive loss.

**NOTE 2 – PROPERTY AND EQUIPMENT**

Property and equipment consist of the following at December 31, 2012 and 2011:

	2012	2011
Computer and office equipment	\$ 62,567	\$ 52,444
Furniture	14,604	7,373
Software	473,627	55,789
Leasehold improvements	43,802	43,802
	<u>594,600</u>	<u>159,408</u>
Less accumulated depreciation and amortization	(57,116)	(14,600)
Total property and equipment, net	<u>\$ 537,484</u>	<u>\$ 144,808</u>

**NOTE 3 – ACCRUED LIABILITIES**

Accrued liabilities consisted of the following at December 31, 2012 and 2011:

	2012	2011
Distributor compensation	\$ 258,080	\$ 332,137
Refund reserve	61,866	92,069
Accrued interest	288,584	81,255
Accrued payroll related items	31,865	-
Tax liabilities	62,732	59,000
Other	<u>173,748</u>	<u>64,454</u>

**NOTE 4 –NOTES PAYABLE**

Commencing in July 2009 and continuing through December 2010, various individuals have loaned money to the Company to provide working capital for the immediate needs of the Company. On the dates of the loans, certain terms of these loans were undefined. Upon issuance, the loans did not specify an interest

**[UNAUDITED]**

rate, a due date, or terms for settlement such as repayment in cash or conversion into equity securities. Management is accruing interest on the loans at 8% per annum. Between the dates of issuance and December 31, 2010, each of these lenders executed a “Promissory Note Indications Directive” electing a conversion option for the future conversion of these loans into restricted stock of Current See, Inc. at \$0.25 per share. At December 31, 2010, Current See, Inc. is a wholly-owned subsidiary of Wake Up Now, Inc. (a Delaware corporation) and its shares are not publicly-traded. Management intends to modify the conversion feature related to these loans to allow for conversion of the loans into the common stock of Wake Up Now, Inc. (a Delaware corporation). However, the terms of the modification of the conversion rights have not been determined as of December 31, 2010 or as of the date that these consolidated financial statements were available for issuance. The balance of these loans was \$391,134 and \$84,300 at December 31, 2010 and 2009, respectively, of which \$117,634 and \$54,300 are due to related parties. The loans have been accounted for in a manner similar to demand notes.

On August 6, 2010, the Company issued a promissory note to a trust (of which an executive officer of the Company is the trustee) for \$100,000 to provide working capital for the immediate needs of the Company. Interest accrues on the note at the rate of 12% per annum, payable monthly. The promissory note is secured by merchant accounts receivable. The promissory note was due December 6, 2010 and was not paid when due. Interest payments were also not paid when due. Both the non-payment of interest and the Company’s failure to repay the note when it matured constitute events of default under the note. Upon the occurrence of an event of default, the note holder has the right to exercise its rights under the note. These rights include, among other things, the right to foreclose on the collateral if necessary. Subsequent to December 31, 2010, the Company settled this note and its accrued interest through the issuance of equity securities as offered in the Company’s Private Placement Memorandum dated October 4, 2011. The Company issued 131,579 investment units, each unit consisting of one share of common stock and one share of preferred stock.

A summary of notes payable at December 31, 2012 and 2011 is as follows:

	<u>2012</u>	<u>2011</u>
Notes payable, no stated due date	\$ 273,500	\$ 30,000
Notes payable to related parties, no stated due date	117,634	54,300
12% note payable, due December 6, 2010	<u>100,000</u>	<u>-</u>
	<u>\$ 491,134</u>	<u>\$ 84,300</u>

**NOTE 5 – PAYABLE TO SHAREHOLDER**

On December 10, 2010, immediately following the Share Exchange Agreement disclosed in Note 1 to these consolidated financial statements, the Company entered into a Warrant Cancellation Agreement with the shareholder who held a majority of the shares of Wake Up Now, Inc. (a Delaware corporation) immediately preceding the Share Exchange Agreement. The shareholder held a warrant to purchase 165,714 shares of the Company’s common stock. The Company agreed to pay the shareholder \$185,000 in exchange for the cancellation of the warrant. The Warrant Cancellation Agreement did not specify the payment terms of the

**[UNAUDITED]**

obligation and the liability is reflected in the accompany Consolidated Balance Sheet at December 31, 2012 and 2011 as a current liability.

**NOTE 6 – CAPITAL TRANSACTIONS**

**Private Placement Memorandum**

In 2011, the Company issued a private placement memorandum that offers up to 1,315,790 investment units. Each unit consist of one share of redeemable, convertible preferred stock for \$0.75 and one share of common stock for \$0.01 for a total purchase price of \$0.76 per unit.

**Common Stock**

The Company has 100,000,000 shares of \$0.0001 par value common stock authorized. Each share of common stock has the right to one vote on all matters submitted to a vote of stockholders. The holders of common stock are also entitled to receive dividends whenever funds are legally available and if declared by the Board of Directors, subject to prior rights of holders of all classes of stock outstanding having priority rights as to dividends. No dividends have been declared or paid on the Company's common stock through December 31, 2012.

**Preferred Stock**

The Company has authorized the issuance of up to 20,000,000 shares of preferred stock, par value \$0.0001, which may be issued in various individual series. The board of directors has the authority, without stockholders' action, to designate voting rights, designations, preferences, and liquidation rights of the preferred stock. At December 31, 2012, the board of directors has authorized the issuance of up to 2,000,000 shares of Series A Convertible Preferred Stock ("Series A Convertible").

The significant rights, privileges, and preferences of the Series A Convertible are as follows:

*Dividends*

The Series A Convertible stockholders have dividend preferences over common stockholders in the amount of 8% per year of the redemption value on a cumulative non-compounded basis and are to be paid upon redemption.

*Liquidation*

The Series A Convertible stockholders also have liquidation preferences over common stockholders in the amount of \$0.75 per share along with any unpaid dividends. If upon a liquidation event, the assets of the Company are insufficient to make payment in full to all holders of Series A Convertible, payment will be made to all holders of Series A Convertible ratably in proportion to the full amounts to which they would otherwise be respectively entitled. After the liquidation preference payments, the Series A Convertible shareholders shall not be entitled to any further distribution.

*Conversion*

**[UNAUDITED]**

At the option of the holder, each Series A Convertible is convertible into 3 shares of common stock, subject to adjustments based on certain antidilution provisions, including stock splits, stock dividends, subdivision, combinations, recapitalization or similar events, as provided by the Company's Amended Articles of Incorporation. The Series A Convertible are classified as temporary equity on the accompanying balance sheets since they are convertible at the option of the holder.

*Redemption*

The Series A Convertible may be redeemed at any time by the Company at a rate of \$0.75 per share.

*Voting*

The Series A Convertible stockholders have no voting rights.

*Stockholder Rights*

Holders of Series A Convertible have protective provisions that require the Series A Convertible stockholders' majority consent for specific actions including the following: changes in the corporation's certificate of incorporation or bylaws that would affect, alter, or change the preference or rights of the preferred stock and creation of a new class or series of stock.

## **6) DESCRIBE THE ISSUER'S BUSINESS, PRODUCTS AND SERVICES**

### **Vision Statement**

WakeUpNow is attempting to build a significant direct selling distribution network consisting of participants , while personally consuming our increasing number of portfolio products, focus on profiting from the sale of our products to millions of consumers and preferred customers who are not a part of our distributor compensation plan.

### **Brand Positioning Statement**

In these economic times, people are looking to maximize value for the money they spend, and to maintain or achieve a lifestyle that has become more difficult to afford. For these customers, WakeUpNow offers the ability to pay less, access loyalty rewards, view insider-only products, or obtain member-only perks offered by thousands of third-party merchants and merchant categories. That's because WakeUpNow's HUB is a search engine coupled with financial management software which is designed to bring offers from a myriad of third party providers into a centralized online portal.

### **Income Disclosure Policy**

The Federal Trade Commission requires Direct Sales organizations to submit an annual Income Disclosure Statement outlining how many members were paid (at all) at each level, and how much they were paid. Wakeupnow is committed to transparency and has elected to publish its Income Disclosure Statement on a quarterly basis rather than annually. In addition, rather than reporting only to the FTC, Wakeupnow® makes these statements available to the general public via its website. They can be found at:

[https://hub.Wakeupnow.com/resources/cmsHubResources/152.income\\_disclosure.pdf](https://hub.Wakeupnow.com/resources/cmsHubResources/152.income_disclosure.pdf)

### **Products**

The HUB search engine offers access to several categories of online value. WakeUpNow is constantly working to add merchants to the search engine's database.

### **WakeUpNow Marketplace**

The WakeUpNow Marketplace is the online shopping area the HUB. The Marketplace includes the following types of online shopping:



## **On-Demand Software**

In the Product Suites area of the Marketplace, HUB users can purchase subscriptions to a variety of on-demand software products, such as Finance, Protect, and Taxbot®. These products are also sold in suites like the popular Platinum package.

## **WUN Shop**

Products manufactured, designed or contracted for by WakeUpNow under the WUN Select family of brands are available for purchase in the WUN Shop area of the Marketplace. Also available here are products from a variety of drop-shippers based on the individual market of the buyer. All products, including those offered by the drop-shipping companies are searchable from within the WUN Search. In place of cash back rebates, these products are offered at competitive discounts, offering attractive pricing, which include gross margins which can be used to increase company revenues and contribute to direct sales commissions.

## **Deal Stream**

WakeUpNow has a department of buyers responsible for finding overstock, inventory reduction, and special wholesale offers that are compelling for consumers. These deals (compare with Groupon or Overstock.com) are designed for HUB users to share via social media. When their social media contacts make a purchase, this generates commissionable volume for them.

## **Cash Back Affiliate Network.**

The WakeUpNow Marketplace includes technology that connects with established affiliate Networks in real time through an Application Programming Interface (API). For example, if Target wants to drive traffic to its website, it offers to pay an advertising commission to any website who is able to refer site visitors to Target.com. The commission is typically a percentage of the value of the sales made by the customer who followed through with a purchase at Target.com.

There are thousands of advertisers like Target, and thousands of website publishers potentially able to send traffic to Target.com. Affiliate *Networks* function as aggregators bringing the advertisers and the website publishers together and facilitating the payment of commissions.

WakeUpNow follows a model that exists with competitors like eBates.com and others, that return most of the advertising commission back to the customer as a rebate, effectively discounting the net price of the purchase.

In addition to rebates given to shoppers as cash back, the HUB software includes a mechanism for automatically displaying special offers, coupons and other deals pushed by merchants. Through this affiliate program, WakeUpNow is able to offer subscribers the ability to search

over 5,000 merchants (with more being added all the time) and a vast number of products for which their purchases can qualify for a cash back rebate.

### **Vacation Club and Travel**

Under a category called the WakeUpNow Vacation Club, the HUB allows WakeUpNow customers to access a network of condos, hotels, cruises, and more. These accommodation options may be available at significant discounts when they represent unused inventory or very short-term availability.

The HUB also offers a Priceline integration for searching flights, hotels, and rental cars.

It also includes access to corporate discounts for rental car companies like Enterprise, National, Hertz, Budget and Avis, as well as corporate discounts on Choice Hotel brands like Quality Inn, Clarion Hotel, Comfort Inn, Comfort Suites, MainStay Suites, and Cambria Suites.

It should be noted that WakeUpNow is NOT a travel agency. It does not sell flights, hotels, or any type of travel. It acts only as a search engine for products offered by others.

### **Management Tools.**

In addition to saving money by paying less for purchases, WakeUpNow offers financial management tools that help subscribers be smarter about their financial decisions. Subscribers have access to TaxBot®, an industry leading small business tax software that helps them stay organized and track their expenses in order to pay the lowest legal tax.

A Personal Financial Management (PFM) software is also included which allows subscribers to view their online banking in a safe central location. The data provided by this software makes it easier to budget, make plans to reduce debt, and to have the visibility necessary to make sound financial decisions.

Subscribers can protect themselves from identity theft and cyber-crime with the suite of products under WakeUpNow Protect, powered by Invisus.

Also included is Transparent Language® learning software. Programs customers would have to pay hundreds of dollars for elsewhere, are included in the price of their subscription.

## **RISK FACTORS**

**There has been no independent “due diligence” review of our affairs or financial condition.**

The statements contained in this document, or incorporated by reference, are solely those of our management. There has been no independent “due diligence” review of our affairs or financial condition, nor has any independent party verified the statements contained in this private placement memorandum. Prospective purchasers are urged to contact us directly for additional information about us and our operations.

### **We may issue additional shares and dilute your ownership percentage.**

The bylaws allow the board to issue common shares without stockholder approval. Currently, the board is authorized to issue a total of 180,000,000 common shares, of which only (84%) have been issued or reserved for issuance as of April 1, 2014. In addition, the board is authorized to issue up to 20,000,000 preferred shares. For instance, we may issue additional common stock shares subsequent to this offering, which could result in immediate further dilution. If additional funds are raised through the issuance of equity securities, the percentage of equity ownership of the existing stockholders will be reduced. We are authorized to issue millions more shares of common stock and preferred stock. We have the right to raise additional capital or incur borrowings from third parties to finance our business. Our board of directors has the authority, without the consent of any of the stockholders, to cause us to issue more shares of our common stock and shares of our preferred stock at such price and on such terms and conditions as are determined by the Board in our sole discretion. We have historically sold common stock for under 1 cent per share. Due to resale restrictions, future private stock offerings by the Company may be at prices that are highly discounted from the quoted public market price under our WORC stock symbol. The issuance of additional shares of capital stock by us would dilute the stockholders' ownership in us.

### **Our common stock does not trade in a mature market and therefore has limited liquidity.**

Our common stock trades on the over-the-counter market. The average daily trading volume of our common stock on the over-the-counter market has not been consistent. Our daily volume remains relatively limited and there is no assurance that increased volume, if any occurs, will continue. Holders of our common stock may not be able to liquidate their investments in a short time period or at the market prices that currently exist at the time a holder decides to sell. Because of this limited liquidity, it is unlikely that shares of our common stock will be accepted by lenders as collateral for loans.

Factors such as those discussed in this "Risk Factors" section may have a significant impact upon the market price of our common stock. Due to the low price of the securities, many brokerage firms may not be willing to effect transactions in our common stock. Even if a purchaser finds a broker willing to effect a transaction in our common stock, the combination of brokerage commissions, state transfer taxes, if any, and any other selling costs may exceed the selling price. Further, many lending institutions will not permit the use of our common stock as collateral for any loans.

### **We will likely experience volatility in our stock price.**

Our common stock is currently quoted on the OTC Markets, formerly known as "pink sheets", which is characterized by low trading volume relative to national exchanges. Because of this limited liquidity, stockholders may be unable to sell their shares. The trading price of our shares has from time to time fluctuated widely and wildly and may be subject to similar fluctuations in the future. The trading price of our common stock may be affected by a number of factors including events described in the Risk Factors set forth in this Report, as well as our operating results, financial condition, general conditions in the network marketing industry, and other

events or factors. In recent years, broad stock market indices, in general, and smaller capitalization companies, in particular, have experienced substantial price fluctuations. In a volatile market, we may experience wide fluctuations in the market price of our common stock. These fluctuations may have a negative effect on the market price of our common stock.

## **RISKS RELATING TO OUR DIRECT/NETWORK MARKETING METHODS**

**If we are unable to retain our existing distributors and obtain additional distributors, our revenue will not increase and may even decline.**

We primarily distribute our products through our direct selling distributors and we depend on them to generate almost all of our revenue. Our distributors may terminate their relationship with us at any time, and, like most network marketing or direct selling companies, we experience high turnover among distributors from year to year. Distributors who join for short-term income goals may only stay with us for a short time. Other distributors who have committed time and effort to build a sales organization may generally stay for longer periods. Distributors have highly variable levels of training, skills and capabilities. As a result, in order to maintain sales and increase sales in the future, we need to continue to retain existing distributors and recruit additional distributors. To increase our revenue, we must increase the number of and/or the productivity of our distributors.

The number of our active and executive distributors may not increase and could decline again in the future. While we take many steps to help train, motivate, and retain distributors, we cannot accurately predict how the number and productivity of distributors may fluctuate because we rely primarily upon our distributor leaders to recruit, train, and motivate new distributors. Our operating results could be harmed if we and our distributor leaders do not generate sufficient interest in our business to retain existing distributors and attract new distributors.

The number and productivity of our distributors could be harmed by several additional factors, including:

- inability to sell products to the retail public;
- any adverse publicity regarding us, our products, our distribution channel, or our competitors;
- lack of interest in, or the technical failure of, existing or new products;
- lack of a sponsoring story that generates interest for potential new distributors, effectively draws them into the business, and motivates them to sell products to end consumers;
- any negative public perception of our products;
- any negative public perception of our distributors and direct selling businesses in general;
- our actions to enforce our policies and procedures;

- any regulatory actions or charges against us or others in our industry; and
- general economic and business conditions.

**Although our distributors are independent contractors, improper distributor actions that violate laws or regulations could harm our business.**

Distributor activities that violate applicable laws or regulations could result in government or third party actions against us, which could harm our business. Our distributors are not employees and act independently of us. We have implemented policies and procedures to ensure our distributors will comply with legal requirements. However, given the growing size of our distributor force, we may experience problems with distributors from time to time, including the use of sales aids and promotional material produced by distributors and distributor groups which could place an increased burden on us to monitor compliance of such materials and increases the risk of materials that violate our policies and applicable regulations. If we are unable to address this issue, we could face fines or other legal action.

**Laws and regulations may prohibit or severely restrict our direct sales efforts and cause our revenue and profitability to decline, and regulators could adopt new regulations that harm our business.**

A number of government agencies regulate direct sales practices. These laws and regulations are generally intended to prevent fraudulent or deceptive schemes, often referred to as “pyramid” schemes, that compensate participants for recruiting additional participants irrespective of product sales, use high pressure recruiting methods and/or do not involve legitimate products. The laws and regulations in our current markets often:

- impose order cancellations, product returns, inventory buy-backs and cooling-off rights for consumers and distributors;
- require us or our distributors to register with government agencies;
- impose caps on the amount of commissions we can pay; and/or
- require us to ensure that distributors are not being compensated based upon the recruitment of new distributors.

Complying with these widely varying and sometimes inconsistent rules and regulations can be difficult and may require the devotion of significant resources on our part. If we are unable to continue business in existing markets or commence operations in new markets because of these laws, our revenue and profitability may decline. In addition, states where we currently do business could change their laws or regulations to negatively affect our business.

**Challenges to the form of our network marketing system or other regulatory compliance issues could harm our business.**

We may be subject to challenges by government entities or private parties, including our distributors, to the form of our network marketing system or elements of our business. Any regulatory or other challenges regarding us or others in our industry in general could harm our business if they create adverse publicity, increase scrutiny of our industry, detrimentally affect our efforts to recruit or motivate distributors and attract customers, or interpret laws in a manner inconsistent with our current business practices.

Actions by the FTC or other comparable state or federal regulatory agencies could have a negative impact on us in the future. Because legal and regulatory requirements concerning our industry involve a high level of subjectivity and are inherently fact-based and subject to judicial interpretation, we can provide no assurance that we would not be harmed by the application or interpretation of statutes or regulations governing network marketing, particularly in any civil challenge by a current or former distributor.

**7) DESCRIBE THE ISSUER’S FACILITIES**

We lease 22,688 square feet of Net Rentable Area in Class A office space located at 5252 N. Edgewood Drive in Provo, Utah. We outsource most of our product fulfillment and distribution through Elite Ops in Lindon, Utah. We do not have any ownership interest in Elite Ops and we do not own any real estate.

**8) OFFICERS, DIRECTORS, AND CONTROL PERSONS**

The directors and executive officers of Wakeupnow, Inc., as of April 1, 2014, include the following persons. Brief biographies of our directors and officers may be found in the following page of this Report under the heading “Executive Biographies”.

Name	Age	Position
Kirby D. Cochran	60	Chairman; Chief Executive Officer
Phil Polich	65	Chief Operating Officer
Matthew Schneck	44	Director; Chief Product & Development Officer
Nathan Lord	32	Director; CFO, Secretary & Treasurer
Stephen W. Fulling	50	Chief Technology Officer
Jason Elrod	34	Director; President

## **EXECUTIVE BIOGRAPHIES**

**Kirby D. Cochran, Chairman of the Board & Chief Executive Officer**, age 60, joined WakeUpNow as Chief Executive Officer in 2011. Previously an investor and advisor to the company, he was passionate about the WakeUpNow mission. With his background as a thought leader in the field of management and finance, specializing in growth company financing and management, the board of directors found Kirby uniquely qualified to lead the company. Prior to WakeUpNow, Kirby worked in venture capital, has led half a dozen investment funds and raised over \$1 billion in equity and debt financing across various industries. He has closely consulted and/or participated in the funding of over 100 companies over the length of his career and has extensive experience investing in and developing emerging growth companies.

Mr. Cochran was previously CEO of Clear Peak Energy, Inc. from January 2010 to spring of 2011 and CEO of Castle Arch Real Estate Investment Company, L.L.C. from its inception in 2004 through his resignation in October 2010. He was also a board member until his resignation in 2011. See discussion of Clear Peak and Castle Arch in the section below entitled “Bankruptcy Proceedings Involving our Officers and Directors”. Mr. Cochran holds an MBA from NDSU. Mr. Cochran is the author of Pillars of Inflection: Seven Fundamental Strategies for Explosive Company Growth. Mr. Cochran has been an adjunct professor in the Finance Department of the David Eccles School of Business at the University of Utah for the past 15 years.

**Jason Elrod, President and member of the Board of Directors**, age 34, joined WakeUpNow in 2011, having previously invested in the company. Alongside CEO Kirby Cochran, Jason caught the vision as he consulted with the company and was recruited to act as President. Prior to WakeUpNow, Jason was a partner in a successful venture capital firm where he built and managed public and private high growth enterprises. He founded a real estate development firm where he orchestrated and invested in developments in Arizona and Idaho. In conjunction with these projects, he successfully raised over \$70 million, assembling approximately 10,000 acres in Arizona and Idaho, and helped craft the policies, plans, and ordinances that have fostered successful development in those states. Jason is a frequent guest lecturer to graduate students in the finance department of the David Eccles Business School at the University of Utah.

**Phil Polich, Chief Operating Officer and member of the Board of Directors**, age 65, began his career as a CPA with Ernst and Young working primarily in the Health Care, Financial, and Real Estate sectors. During his tenor at Ernst and Young, he was also an adjunct college instructor teaching multiple Accounting courses. Phil left public accounting to begin a career in Homebuilding and Real Estate Finance. During his tenure at Dietz Crane Homes, then owned by the McKesson Corporation (San Francisco:NYSE), Mr. Polich started as the Controller, proceeded to General Manager of the Phoenix metro, then President, Chairman of the Board, and owner of the company. The company ultimately sold it to DR Horton in 2001. Phil stayed on with Horton until the end of 2004 as Division President. During his 30 years as an officer or

principal in homebuilding, his companies built, sold, and closed an estimated 30,000 homes and developed over 50,000 lots in several states, including Arizona, California and Texas.

Phil was a founding director of American Southwest Financial, formed by a number of homebuilders to provide mortgage financing for the buyers of their homes. The company was an innovator in the beginning of the securitization industry. Phil brings a wealth of experience, strategic relationships, and knowledge of successful business operations.

**Matthew F. Schneck, Chief Product and Development Officer and member of the Board of Directors**, age 44, joined WakeUpNow in 2010. Prior to WakeUpNow, Matt served as the Co-Founder, President and Chief Operating Officer of Simplicity Group, founded in 2000, which was honored as one of the fastest growing companies in Utah in both Utah Business and Utah Valley Business Quarterly magazines, as well as the 12th fastest growing business service company in the United States by Inc. magazine. Matt was honored as one of Utah's Top 40 under 40. Specializing in web application development and online affiliate aggregation, Simplicity Group continues to represent over 3,000 online merchants and millions of dollars in online buying power. Prior to Simplicity Matt was involved in two successful startup companies specializing in online reward management, commerce and direct sales. He holds a BS from Brigham Young University, and an MS from The George Washington University.

**Nathan Lord, Chief Financial Officer, Secretary, Treasurer member of the Board of Directors**, age 32, is a finance professional with extensive experience managing high growth enterprises. He began his career in public accounting where he gained a profound expertise in financial reporting and management accounting systems. Most recently Nathan has worked as a consultant for North Point Advisors, advising growth companies on the implementation of best practice methodologies for increasing shareholder value. As a consultant, Nathan has held key management positions in over a dozen public and private companies that he has advised. His duties have included the preparation of financial statements in compliance with GAAP and other regulatory standards, the design and establishment of effective management reporting systems, the preparation of operating budgets, optimizing company capitalization, tax planning, software development implementation, entity formation, and corporate financial structure. He holds a bachelors degree in Accounting from Brigham Young University and a masters degree in Accounting with an emphasis in Information Systems from the University of Utah. Nathan is a Certified Public Accountant and is an active member of the AICPA and ISACA.

**Stephen W. Fulling, Chief Technology Officer**, age 50, has over 20 years of management experience with extensive capability in developing, motivating, and inspiring high-performing technology teams. He was founder and CEO of Kynetx, Inc., which develops patented personal cloud services. Previously, between 2004 and March 2008, Mr. Fulling worked at Sento Corporation, a call center technology company, where he served as CTO and was involved in developing IT systems necessary for a 2x increase in annual revenue over a 2-year period. In 2002 and 2003, he served as director of the State Of Utah, Division of ITS, where he led the



transformation of a 30-year monopolistic state utility into customer-driven, product centered internal business. His prior experience includes servicing as a VP of Excite@home, Broadband Services, in Redwood City, CA, after it purchased his employer iMALL, an industry eCommerce leader at the time. Mr. Fulling is a veteran of the United States Air Force.

Mr. Fulling received a bachelor of science in Computer Science from the University of California Davis in 1991.

### **Bankruptcy Proceedings Involving our Officers and Directors**

Each of Messrs. Cochran, Polich, and Elrod were previously officers and directors of Clear Peak Energy, Inc., a company engaged in development activities relating to renewable energy production. In 2011, Clear Peak entered into a power production agreement with Southern California Edison (“SCE”) to supply electricity generated from a solar field in Kern County, California. In February 2012, Clear Peak voluntarily filed for reorganization under Chapter 11 of the U.S. Bankruptcy Code in connection with an attempt to obtain financing necessary to fulfill the SCE agreement prior to the expiration of certain deposit deadlines. However, the court found the agreement to be a “forward contract” under the Bankruptcy Code and granted SCE’s motion for relief from the automatic stay. Due to the Court’s ruling granting SCE relief from the automatic stay, SCE was able to cancel the power purchase agreement leaving Clear Peak without sufficient operations which could justify the costs of a Chapter 11 restructuring. The bankruptcy case was, in turn, dismissed in November 2013 pursuant to a motion of the U.S. Trustee which was unopposed by Clear Peak.

Mr. Cochran was CEO and Director of Castle Arch Real Estate Investment Company, L.L.C. The Company was in the business of real property development. In October 2011, Castle Arch commenced reorganization under Chapter 11 of the U.S. Bankruptcy Code. The estate has been managed by a trustee since May 2012. A liquidating plan has been confirmed and the estate is in the process of being liquidated.

Mr. Polich was also a former vice president of Wood-McCaslin, Inc. which voluntarily filed for reorganization under Chapter 11 of the U.S. Bankruptcy Code on December 30, 2011. The bankruptcy case was dismissed 10 weeks later on March 15, 2012.

NAME AND ADDRESS OF OFFICER/DIRECTOR	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP	PERCENTAGE OF VOTING SECURITIES
Kirby D. Cochran <sup>(1)</sup>	25,435,000*	16.7%**
Jason Elrod <sup>(2)</sup>	15,000,000*	9.9%**
Matthew Schneck <sup>(3)</sup>	7,500,000*	4.9%**
Nathan Lord <sup>(4)</sup>	7,500,000*	4.9%**
Phil Polich <sup>(5)</sup>	<sup>(5)</sup> 50,801,975	<sup>(5)</sup> 33.4%
<b>Officers and Directors As A Group; five Persons)<sup>(6)</sup></b>	<b>106,236,975*</b>	<b>69.9%**</b>

\* Some or all of these shares are subject to vesting.

\*\* Unvested Shares not entitled to vote.

(1) Mr. Cochran is chairman of the board of directors and CEO; 25,000,000 of Mr. Cochran's shares are subject to vesting and unvested shares are required to be cancelled in the event of Mr. Cochran's termination or resignation and also in the event that he resigns or is removed from the CEO position by the Board.

(2) Mr. Elrod is our president. Some of his shares are indirectly owned and held in the name of WUN Holdings, LLC. Approximately 12,819,167 of Mr. Elrod's shares are subject to vesting and unvested shares are required to be cancelled in the event of his termination or resignation.

(3) Mr. Schneck is a member of our board of directors and Chief Product and Development Officer. Some or all of his shares are indirectly owned and held in the name of Schneck Family Growth, LLC.

(4) Mr. Lord is a member of our board of directors, CFO, Secretary & Treasurer.

(5) These shares are owned by entities owned and controlled by Mr. Polich's family members. Mr. Polich disclaims ownership of these shares.

(6) The address for the officers and directors is 5252 Edgewood Drive, Suite 300, Provo, Utah 84604

NAME AND ADDRESS OF 10% HOLDER (NON- EXECUTIVE)	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP	PERCENTAGE OF VOTING SECURITIES (before offering)
Jacob/McCaslin/Eden, LLC <sup>(1)</sup>	45,039,475	27.8%
<b>5% holders As A Group</b>	<b>45,039,475</b>	<b>27.8%</b>

(1) Entity owned by family members of Phil Polich, our chief operating officer. See footnote 5 in the preceding section.

B. Legal/Disciplinary History. 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.

## 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: Peter Schofield  
Firm: Kirton & McConkie  
1800 World Trade Center  
Salt Lake City, UT, 84111  
Phone: (801) 426-2100  
Email: pschofield@kmclaw.com

### Accountant or Auditor

Name: Brian Cheney  
Firm: Mantyla McReynolds, LLC  
178 S Rio Grande Street  
Salt Lake City, UT, 84101  
Phone: (801) 269-1818  
Email: steve@mmacpa.com

### Internal Investor Relations Contact

Andy Benis  
VP Communications  
[abenis@wakeupnow.com](mailto:abenis@wakeupnow.com)

### Other Advisor

Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement: This Report was created, reviewed and/or improved by Wake Up Now's members of management and other employees.

## 10) ISSUER CERTIFICATION

### CEO Certification:

I, Kirby D. Cochran certify that:

1. I have reviewed this Annual Disclosure Statement of Wake Up Now, 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.

April 9, 2014

/s/ Kirby D. Cochran  
Kirby D. Cochran, CEO

### CFO Certification:

I, Nathan J. Lord certify that:

1. I have reviewed this Annual Disclosure Statement of Wake Up Now, 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.

April 9, 2014

/s/ Nathan J. Lord  
Nathan J. Lord, CFO