

Max Media Group, Inc

**Company Annual Disclosure Statement
For The Period Ended
December 31, 2010**

Max Media Group, Inc

Company Annual Disclosure Statement For The Period Ended December 31, 2010

PART A – GENERAL COMPANY INFORMATION

ITEM I – The exact name of the issuer and its predecessor (if any).

Max Media Group, Inc.
Formerly-Hesperia Holding, Inc. until 8-2009

ITEM II – The address of the issuer’s principal executive offices.

304 S. Pinellas Ave.
Tarpon Springs, FL 34689
Phone: 1 877-243-9327
Fax: 727-934-3281
Email: info@maxmediamxmi.com

ITEM III – The jurisdiction(s) and date of the issuer’s incorporation or organization

Nevada
March 3, 2000

PART B – SHARE STRUCTURE

ITEM IV – The exact title and class of securities outstanding

<u>Title / Class</u>	<u>CUSIP#</u>	<u>Symbol</u>
Common	577747108	MXMI
Preferred Series B	Not Applicable	None

ITEM V – Par or stated value and description of the security.

<u>Title / Class</u>	<u>Par Value</u>
Common	\$0.001
Preferred	\$0.001

Common Stock

- (a) Dividends – Through December 31, 2010, the Company has not declared or paid any dividends.
- (b) Voting Rights – one vote per share of common stock
- (c) Preemption Rights – None
- (d) Material Rights – None
- (e) Provisions in Charter or By-Laws that would delay, defer or prevent a change in control of the issuer – None.

Preferred Stock

In 2005, the Company issued 200,000 shares of Preferred Series A stock for \$80,000. The Series A stock is entitled to liquidation preference of \$.44 per share plus dividends in arrears, is entitled to preferential dividends of \$.006 per quarter (\$.024 per annum) out of legally available funds and is convertible to common stock at a rate of \$.40 per share. All 200,000 preferred shares were converted to 400,000 common shares in May, 2009. In 2007, the Company issued 1,000,000 shares of Series B Preferred Stock for the acquisition of certain assets valued at \$10,000. The Series B converts to common on a 10-for-1 basis.

On December 6, 2010 the Company issued 10 million shares of Series B Convertible Preferred Stock to our CEO James E. Grady. The Preferred Stock was convertible into ten (10) shares of our common stock for each share of such Preferred Stock. James E. Grady converted all of his shares of Preferred Stock into 100,000,000 shares of common stock on January 21, 2011.

In 2010, the Company issued 10 million shares of Series B Convertible Preferred Stock to our CEO, James E. Grady in lieu of cash compensation for services rendered in 2009 and 2010. On December 6, 2010, the company issued 1,300,000 shares of Series B Convertible Preferred Stock to 13 individuals (including G. James Grady, Jr.- 100,000 shares) in exchange for services rendered to the Company.

ITEM VI – The number of shares or total amount of the securities outstanding for each class of securities authorized.

A.

<u>Common Stock</u>	<u>12-31-09</u>	<u>12-31-10</u>	<u>3-31-11</u>
Shares Authorized	100,000,000	750,000,000	750,000,000
Shares Outstanding	19,760,759	195,098,820	195,098,820
Freely Tradable	5,946,444	33,966,867	33,966,867
Beneficial Shareholders	1	2	2
Shareholders of Record	77	480	480

B.

Preferred Stock Series A	12-31-09	12-31-10	3-31-11
Shares Authorized	200,000	0	0
Shares Outstanding	200,000	0	0
Freely Tradable	0	0	0
Beneficial Owners	0	0	0
Shareholders of Record	0	0	0

C.

Preferred Stock Series B	12-31-09	12-31-10	3-31-11
Shares Authorized	15,000,000	25,000,000	25,000,000
Shares Outstanding	7,500,000	16,800,000	16,800,000
Freely Tradable	0	0	0
Beneficial Owners	2	15	15
Shareholders of Record	2	15	15

PART C – BUSINESS INFORMATION

ITEM VII – The name and address of the transfer agent

Pacific Stock Transfer
4045 S. Spencer St., Suite 403
Las Vegas, Nevada 89119
Phone: (702) 361-3033
Fax: (702) 433-1979
www.pacificstocktransfer.com

Registered with the Securities and Exchange Commission

ITEM VIII – The nature of the issuer's business

A. Business Development

The Company was incorporated under the laws of the State of Nevada on March 3, 2000 as Saveyoutime.com, Inc. On April 10, 2003, the Company filed a Certificate of Merger with the Nevada Secretary of State announcing its merger with Hesperia Holding Corp. The Company was the surviving entity and pursuant to the merger changed its name to Hesperia Holding, Inc.

The Company has operated as a holding company with several operating subsidiaries. Until 2005, the Company operated two subsidiaries in the roofing industry, Hesperia Truss and Pahrump Valley Truss. During 2005 the Company discontinued the operations of the two subsidiaries and began pursuing various acquisitions related to the film and media industry. After completing its due diligence the Company made offers on several potential opportunities none of which ever materialized.

In April, 2009, the Company entered an agreement to acquire 100 % ownership of Hot Web Properties, Inc. (“HWP”). HWP owns and operates the following internet domains:

www.hotautoweb.com	www.hotcycleweb.com	www.hottruckweb.com
www.hotboatweb.com	www.hotplaneweb.com	www.hotcharityweb.com
www.hotrvweb.com		

Under the terms of the acquisition, the Company agreed to issue the shareholders of HWP 60,000,000 post-split common shares and the preferred shareholders 7,500,000 preferred shares that entitle the holders to 10 for 1 voting rights in the Company. With the issuance of the 60,000,000 post-split shares, the Company will have a fully diluted post-split capitalization of approximately 75,000,000 shares outstanding. On June 5, 2009, the Board of Directors of the Company executed resolutions which authorized an amendment to the Company’s Certificate of Incorporation. The amendment changed the name of the Company to Max Media Group, Inc., increased the authorized common stock to 750,000,000 shares, increased the authorized preferred stock to 100,000,000 shares and reverse split the Company’s common stock by a ratio of one (1) share for each 200 shares issued and outstanding. In July, 2009, the Company's Articles of Incorporation were amended to change the Company’s name to Max Media Group, Inc. In August, 2009, the Company’s 200-1 proposed reverse split became effective as well..

The Company is currently listed with the OTC Markets Group under the trading symbol MXMI.

The Company operates on a calendar year-end.

The Company is not party to any material legal proceedings or administrative actions.

B. Business of Issuer

Max Media Group, Inc. currently operates ten web sites including www.hotautoweb.com, www.hotrvweb.com www.hotboatweb.com and www.hotcharityweb.com among others. The domain properties were founded in 2001 with the current management assuming control in 2009. In the past 5 years hotautoweb.com has generated \$17 million dollars in the classic car segment. Given the continuing demand for collector cars and other vehicles at the right price, the Company is now initiating plans to establish a national network of trained independent representatives to market our website listing services to collectors, charities, and certain dealers. The Company’s objective is to allow professional third-party customers to purchase items (generally sight unseen) without the fear of hidden defects or problems. The Company allows sellers to bypass the learning curve of how to establish a successful online auction while allowing the seller personal privacy protection while reaching a worldwide audience of internet buyers with little time or effort.

The Company has never been a “shell company.”

The Company has two full-time employees and five part-time employees.

ITEM IX – The nature of products or services offered.

The Company currently operates various media outlets to market its listings and listing services. The Company’s listings include high-ticket items such as classic cars, boats, planes, RV’s, etc. The Company plans to offer these listing services through a national network of trained independent representatives. The Company intends to enlist an estimated 100 representatives over the next year. Revenue is derived from listing fees, both flat rate, and a percentage of sale value, independent representative subscription fees and through the monetization of website traffic. Each vehicle listed on hotautoweb.com web site generates thousands of unique visitors or “lookers”. The following are assumptions based on vehicles listed and the number of visitors to the Company’s websites: Each listed vehicle generates 500 unique looks through search engine and other marketing efforts. Each item averages 75 photos plus a video. 500 “Looks” x 75 Photos = 37,500 page views. This same item when listed on eBay will generate another 1,000 “Lookers.” 1000 “Looks” x 75 photos = 75,000 page views totaling 112,500 page views per car. Currently the Company generates between \$5 and \$15 eCPM (dollars earned per 1000 page views). At \$5 eCPM x 112 (112,500 page views per car/1000), each vehicle has the potential to generate \$560 per month from web traffic alone.

ITEM X – The nature and extent of the issuer’s facilities

The Company maintains an administrative office at 304 S. Pinellas Ave., Tarpon Springs, FL 34689, on a “month to month” rental basis with an option to purchase within three years.

PART D – MANAGEMENT STRUCTURE AND FINANCIAL INFO

ITEM XI –

A. Officers and Directors

<u>Name</u>	<u>Officer / Director</u>	<u>Shares Owned</u>	<u>Address</u>
James Grady	President, CEO	100,000,000	304 S. Pinellas Ave. Tarpon Springs, FL 34689
G. James Grady	Director / Chairman	24,940,000	304 S. Pinellas Ave. Tarpon Springs, FL 34689
Stephen G. Reed	CFO, Director	0	304 S. Pinellas Ave Tarpon Springs, FL 34689

Listed below are the names of all Directors and Executive Officers of the Company, all positions and offices with the Company held by such person, the period during which he has served as such, and the principal occupations and employment of such persons during the last five years:

James Grady, President, CEO

Son of the Chairman most recently started the first ever eBay drop store in Palm Harbor, Florida. Ez Auctions & Shipping grew to 4 locations and in 2005 went public via a reverse merger becoming Snap N Sold. Snap N Sold then purchased Hot Auto Web, online seller of high end collector automobiles, planes, boats, and RV's. Mr. Grady left the company in 2006 when it was sold.

<u>Compensation from Issuer</u>	<u>YE 12-31-09</u>	<u>YTD 12-31-10</u>
Salary	0	0
Restricted Stock Awards	0	100,000,000

G. James Grady, Director

Mr. G. James Grady is the Chairman of the Board of Max Media Group, Inc. Mr. Grady has over 40 years experience in the automotive industry. Mr. Grady has served as President of Retail Division for Don Olson Tire Centers where he was responsible for the retail operations of over 30 locations throughout the State of Florida. Additionally, he has served as President/CEO for Ken Towery Firestone, Executive V.P. and Franchise Development Manager for Morgan Tire and SE Regional Manager for Franchise Operations and Development for Tuffy Automotive.

<u>Compensation from Issuer</u>	<u>YE 12-31-09</u>	<u>YTD 12-31-10</u>
Salary	0	0
Restricted Stock Awards	0	24,940,000

Stephen G. Reed, Chief Financial Officer, Director

Mr. Reed has served as a Vice President/Trust and Investment Services Officer for Bank One, Wells Fargo and Fifth Third Bank. Mr. Reed was also an Employee Benefits Consultant for Wausau Insurance Companies.

<u>Compensation from Issuer</u>	<u>YE 12-31-09</u>	<u>YTD 12-31-10</u>
Salary	0	0
Restricted Stock Awards	0	0

A. Legal Diplomacy / History

Within in the last five years, none of the foregoing persons has been convicted in a criminal proceeding or has been named as a defendant in a criminal proceeding; been subject to an order, judgment or decree 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; been subject to a finding or judgment by a court of competent jurisdiction, 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; or been subject 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.

B. Family Relationships

James Grady, President and CEO, is the son of G. James Grady, Chairman. There are no other family relationships to report.

C. Related Party Transactions

There are no transactions within the last three fiscal years involving the issuer in which (i) the amount involved exceeds the lesser of \$120,000 or one percent of the average of the issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest.

D. Conflicts of Interest

There were no conflicts of interest with any executive officer or director with competing professional or personal interests.

ITEM XII – Financial information for the issuer's most recent fiscal period.

SEE FOLLOWING PAGES 14 through 18 appended to the end of this Disclosure Statement. Attached are the Balance Sheet, Statement of Operations, Statement of Shareholder's Equity, Statement of Cash Flows and Notes to Financial Statements.

ITEM XIII – Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

SEE FOLLOWING PAGES 14 through 18 appended to the end of this Disclosure Statement. Attached are the Balance Sheet, Statement of Operations, Statement of Shareholder's Equity, Statement of Cash Flows, and Notes to Financial Statements.

ITEM XIV – Beneficial Owners

James Grady – 100,000,000 shares
G. James Grady – 24,940,000 shares

ITEM XV – The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:

Legal Counsel –

Clifford J. Hunt, Esquire
Law Office of Clifford J. Hunt, P.A.
8200 Seminole Boulevard
Seminole, Florida 33772
(727) 471-0444 telephone
(727) 471-0447 facsimile
cjh@huntlawgrp.com
<http://www.huntlawgrp.com>

ITEM XVI – Management’s Discussion and Analysis or Plan of Operation

A. The Mission

The Company seeks to become the international premier marketer and publisher of classic cars, higher end vehicles, and other valuable items for individuals and charities. This will be accomplished by a network of more than 100 independent representatives that complete an exhaustive documentation and history of every vehicle with an average of 75 photos, video documentation and, the “story” as told by the owner. The only vehicles listed on the Company’s Hotweb.com sites are those for which company personnel has inspected, driven, photographed, and interviewed the owner. The Company’s services include:

Complete Digital Photo Shoot
Value Analysis
Market Comparison
Professionally Written Text
Fielding Customer Inquiries
Coordination of Post Sale Arrangements
Title and Fund Transfers

The Company plans to operate with 5-6 support staff with total employment expected to remain under 10 employees. Selected regional and national charities will partner with the Company to advertise their donated vehicles, boats, and

other valuable items that could include artwork, real estate, or coin collections. This turnkey approach at a reasonable cost is extremely popular with the individual collector and the non-profit sector. The Company allows buyers and sellers international access to proprietary websites and eBay Motors using a professional auction or non-auction format.

B. Strategic Positioning

The Company offers an attractive option for individuals operating as independent representatives. These representatives will likely have automotive or related background and either full or part time and be able to generate an almost immediate income based on the Company's revenue sharing program. Leads are constantly being generated through failed owner, newspaper, industry, trader publications or other media advertising.

C. Competition

The Company's competitors have greater financial resources than the Company. There is the possibility that new competitors could seize upon the Company's ideas and business model to produce competing operations. Additionally, these new competitors could be better capitalized than us, which could give them a significant advantage and therefore capture significant market share of our intended market.

(a) Environmental Issues

We are not aware of any significant environmental concerns or existing reclamation requirements. Any costs or delays associated with obtaining required permits could have an impact on our ability to timely complete our planned activities.

(b) Off Balance Sheet Transactions

The Company does not have any transactions, agreements or other contractual arrangements that constitute off-balance sheet arrangements.

PART E – ISSUANCE HISTORY

ITEM XVII – List of securities offerings and shares issued for services in the past two years.

On August 25, 2009 the Company began a private placement of its equity securities under Securities Act Rule 504. The private placement was to be for 1,000,000 at \$0.50 per share, no shares were sold in the offering.

Series B Convertible Offering Per Section 4(2) under the securities act of 1933.

The shares were sold in the State of Florida pursuant to section 517.061 of the Florida Statutes.

James Grady	President	10,000,000
Grady Family Trust, George J. Grady, Jr., as trustee	Services by Chairman	7,500,000
Art Tavoularis	Consultant-Ebay Sales	100,000
Stewart White	Executive Producer	100,000
Janet White	Maximum Motoring	
Irrevocable Reed Family Trust, Steven W. Truchinski, Trustee	Consultant-Marketing	100,000
Christopher A Reed	Consultant-CFO	100,000
Judy Reed	Web Development	100,000
G. James Grady	Consultant-Web Dev.	100,000
Elita Clark	Chairman MXMI	100,000
Carryl Moore	Consultant-Marketing	100,000
Frank DeLimba	Consultant-Marketing	100,000
Dorothy Bell	Consultant –Bldg. Ren.	100,000
Michele Driscoll Hinton	Consultant-Marketing	100,000
Herman D Johnston	IT Support	100,000
	Consultant -Marketing	100,000

All 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 under the Securities Act.

PART F – EXHIBITS

ITEM XVIII – Material Contracts

None

ITEM XIX – Articles of Incorporation and Bylaws

Incorporated by reference from the Company’s Initial Information and Disclosure Statement filed September 3, 2009.

ITEM XX – Purchases

The Company, as well as any purchasers affiliated with the Company, has made no purchases of any equity securities.

ITEM XXI – Issuer’s Certifications

A.

- (a) I, Stephen G. Reed, have reviewed this Annual Disclosure Statement for the year ending December 31, 2010 of Max Media Group, Inc.;
- (b) 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 the disclosure statements; and
- (c) 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.

Date: May 31, 2011
/s/ Stephen G. Reed, CFO
Max Media Group, Inc.

There are no updates to the “Material Contracts” “Articles of Incorporation”, or ‘Bylaws” described in Items XVIII and XIX respectively, of the Company’s Annual Report for the period ended December 31, 2010.

B.

- (a) I, G. James Grady, have reviewed this Annual Disclosure Statement for the year ending December 31, 2010 of Max Media Group, Inc.;
- (b) Based on my knowledge, this disclosure statement does not contain any untrue statement of 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 the disclosure statement: and
- (c) Based on my knowledge, the financial statements, and other 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.

Date: May 31, 2011
/s/ G. James Grady, Chairman
Max Media Group, Inc.

MAX MEDIA GROUP, INC.
(formerly Hesperia Holding, Inc.)

Balance Sheets
(Unaudited)

	December 31, 2010	December 31, 2009
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ -	\$ 10,352
Total current assets	-	10,352
OTHER ASSETS		
Internet properties	76,800	67,500
Total Assets	<u>\$76,800</u>	<u>\$ 77,852</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	\$ -	\$ -
Advances from shareholders	18,289	26,970
Total current liabilities	<u>18,289</u>	<u>26,970</u>
LONG-TERM LIABILITIES	<u>-</u>	<u>-</u>
TOTAL LIABILITIES	18,289	26,970
STOCKHOLDERS' EQUITY		
Preferred stock - par value \$.001, 100,000,000 shares authorized, 7,500,000 and 16,800,000 shares issued and outstanding respectively	16,800	7,500
Common stock - par value \$.001, 750,000,000 shares authorized, 75,098,820 and 195,098,820 shares issued and outstanding respectively	75,098	75,098
Paid-in capital	2,777,369	2,777,369
Accumulated deficit	(2,810,756)	(2,809,085)
Total stockholders' equity	<u>58,511</u>	<u>50,882</u>
Total Liabilities and Stockholders' Equity	<u>\$ 76,800</u>	<u>\$ 77,852</u>

MAX MEDIA GROUP, INC.
(formerly Hesperia Holding, Inc.)
Statements of Operations
(Unaudited)

	Year ended December, 31 <u>2010</u>	Year Ended December 31, <u>2009</u>
REVENUES	<u>\$69,575</u>	<u>\$ 19,362</u>
OPERATING COSTS AND EXPENSES		
Parts	373	1,258
Professional fees	65	3,405
Marketing expenses	4,867	1,737
Contract labor	2,770	2,043
Computer expenses	676	1,091
Rent expense	8,900	1,939
Maintenance and repairs	-	849
Utilities	4,544	1,392
Shop expenses	1,912	1,833
Travel expenses	47,993	10,886
Organization expenses	<u>1,860</u>	<u>9,547</u>
Total Expenses	<u>73,960</u>	<u>35,980</u>
Operating Loss	(4,385)	(16,618)
OTHER INCOME (EXPENSES)		
Interest expense	<u> </u>	<u> </u>
Income before income taxes	(4,385)	(16,618)
Provision for income taxes	<u> </u>	<u> </u>
NET INCOME (LOSS)	<u>\$ (4,385)</u>	<u>\$ (16,618)</u>
Earnings Per Share (see Note 2)		
Fully-diluted weighted average number of common stock outstanding	<u>150,098,820</u>	<u>150,098,820</u>
Basic and diluted net loss per share	<u>\$ -</u>	<u>\$ -</u>

MAX MEDIA GROUP, INC.
(formerly Hesperia Holding, Inc.)
Statement of Stockholders' Equity
(Unaudited)

	<u>Preferred Stock</u>		<u>Common Stock</u>		<u>Paid-in Capital</u>	<u>Accumulated Deficit</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>			
Balance, December 31, 2003		\$ -	11,510,845	\$ 11,511	\$ 568,815	\$ (1,259,934)	\$ (679,608)
Issuance of Series 2004 preferred stock for cash (\$.40/share)	200,000	200			64,800		65,000
Issuance of common stock for services (\$.39/share)			5,340,622	5,340	2,066,708		2,072,048
Beneficial conversion feature of preferred stock					40,000	(40,000)	-
Net loss						(2,347,963)	(2,347,963)
Balance, December 31, 2004	200,000	\$ 200	16,851,467	\$ 16,851	\$ 2,740,323	\$ (3,647,897)	\$ (890,523)
Gain on settlement of debt						2,669,758	
Net loss						-	-
Balance, December 31, 2005	200,000	\$ 200	16,851,467	\$ 16,851	\$ 2,740,323	\$ (978,139)	\$ 1,779,235
Issuance of common stock for services (\$.01/share)			2,509,292	2,509	22,584		25,093
Net loss						(1,814,328)	(1,814,328)
Balance, December 31, 2006	200,000	\$ 200	19,360,759	\$ 19,360	\$ 2,762,907	\$ (2,792,467)	\$ (10,000)
Issuance of Series A preferred stock for services (\$.01/share)	1,000,000	1,000			9,000		10,000
Net loss						-	-
Balance, December 31, 2007	1,200,000	\$ 1,200	19,360,759	\$ 19,360	\$ 2,771,907	\$ (2,792,467)	\$ -
Net loss						-	-
Balance, December 31, 2008	1,200,000	\$ 1,200	19,360,759	\$ 19,360	\$ 2,771,907	\$ (2,792,467)	\$ -
and 16,800,000							
Conversion of Series 2004 preferred stock to common	(200,000)	\$ 16,800	400,000	\$ 400	\$ (200)		17,000
Net loss						(2,477)	(2,477)
Balance, June 30, 2009	1,000,000	\$ 18,000	19,760,759	\$ 19,760	\$ 2,771,707	\$ (2,794,944)	\$ 14,523
Effect 1-for-200 reverse split			(19,661,939)	(19,662)	19,662		-
Issuance of common stock for acquisition of HWP assets (\$.001/share)			60,000,000	60,000			60,000
Conversion of Series A preferred stock to common	(1,000,000)	\$ (1,000)	15,000,000	\$ 15,000	\$ (14,000)		-
Issuance of preferred stock for acquisition of HWP assets (\$.001/share)	7,500,000	7,500					7,500
Net loss						(14,141)	(14,141)
Balance, December 31 2010	16,800,000	\$16,800	75,098,820	\$ 75,098	\$ 2,777,369	\$ (2,809,085)	\$ 60,182
Net loss						4,385	4,385
Balance December, 31, 2010	-	\$ 16,800	75,098,820	\$ 75,098	\$ 2,777,369	\$ (2,804,700)	\$ 64,567

MAX MEDIA GROUP, INC.
(formerly Hesperia Holding, Inc.)
Statements of Cash Flows
(Unaudited)

	Year Ended December, 31 <u>2010</u>	L	Year Ended December 31, <u>2009</u>
Operating Activities			
Net (loss) gain	(\$4,385)	\$	(16,618)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	-		-
Loss on disposal of assets	-		-
(Increase) decrease in assets:			
Other assets	-		-
Increase (decrease) in liabilities:			
Accounts payable and accrued expenses	-		-
 Total adjustments	 -		 -
 Net cash used in operating activities	 (4,385)		 (16,618)
Investing Activities			
Purchases of property and equipment	-		-
Net cash used in investing activities	-		-
Financing Activities			
Issuance of stock for cash	-		-
Payments on borrowings	-		-
Proceeds from borrowings	-		26,970
Net cash provided by finan and 16,800,000	-		26,970
 Net increase in cash and cash equivalents	 (4,385)		 10,352
 Cash and cash equivalents at beginning of period	 10,352		 -
 Cash and cash equivalents at end of period	 \$ 5,967	\$	 10,352
 <u>Supplemental cash flow information:</u>			
Cash paid during the period for interest	\$ -	\$	-
 Cash paid during the period for income taxes	\$ -	\$	-
 <u>Noncash investing and financing activities:</u>			
Acquisition of assets by issuance of stock	\$ -	\$	67,500

NOTE 1 – Organization and Basis of Presentation

The Company was incorporated under the laws of the State of Nevada on March 3, 2000 as Saveyoutime.com, Inc. On April 10, 2003, the Company filed a Certificate of Merger with the Nevada Secretary of State reporting its merger with Hesperia Holding Corp. The Company was the surviving entity and pursuant to the merger changed its name to Hesperia Holding, Inc. The Company has operated as a holding company with several operating subsidiaries. Until 2005, the Company operated two subsidiaries in the roofing industry, Hesperia Truss and Pahrump Valley Truss. During 2005, the Company discontinued the operations of the two subsidiaries and began pursuing various acquisitions related to the film and media industry. After completing its due diligence the Company made offers on several potential opportunities none of which ever materialized. In April, 2009, the Company entered an agreement to acquire 100 % ownership of Hot Web Properties, Inc. ("HWP"). HWP owns and operates various internet domains. On June 5, 2009, the Board of Directors of the Company executed resolutions which authorized an amendment to the Company's Certificate of Incorporation to change the name of the Company to Max Media Group, Inc.

In the opinion of management, the accompanying balance sheets and related interim statements of income, cash flows, and stockholders' equity, consisting only of normal recurring items, necessary for their fair presentation in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Preparing financial statements requires management to make estimates and assumptions that affect the amounts of assets, liabilities, revenue, and expenses. Actual results and outcomes may differ from management's estimates and assumptions.

Interim results are not necessarily indicative of results for a full year. The information included in these financial statements should be read in conjunction with information included in the December 31, 2010 financial statements. For presentation purposes, certain balances contained in these notes that are either unchanged or immaterially changed for the period presented are reflected as of the previous year end, December 31, 2010.

NOTE 2 – Summary of Significant Accounting Policies

Cash and cash equivalents

The Company considers those short-term, highly liquid investments with original maturities of three months or less as cash and cash equivalents.

Impairment of Long-Lived Assets

In accordance with Statement of Financial Accounting Standards ("SFAS") 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed of," the Company reviews its long-lived assets for impairments. Impairment losses on long-lived assets are recognized when events or changes in circumstances indicate that the undiscounted cash flows estimated to be generated by such assets are less than their carrying

value and, accordingly, all or a portion of such carrying value may not be recoverable. Impairment losses then are measured by comparing the fair value of assets to their carrying amounts. The Company recognized no impairment loss at December 31, 2011.

Revenue Recognition

Revenues, if any, will be recognized when earned.

Earnings Per Share

The weighted average number of shares used for computing earnings per share reflects the conversion of convertible preferred shares into common. As of December 31, 2010, there were 16,800,000 convertible preferred shares outstanding.

Income Taxes

The Company records deferred income taxes using the liability method as prescribed under the provisions of SFAS No. 109. Under the liability method, deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial statement and income tax bases of the Company's assets and liabilities. An allowance is recorded, based upon currently available information, when it is more likely than not that any or all of the deferred tax assets will not be realized. The provision for income taxes includes taxes currently payable, if any, plus the net change during the year in deferred tax assets and liabilities recorded by the Company.

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 and the disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Advertising Costs

The Company's policy regarding advertising costs are to expense them as they are incurred. The Company had not incurred any advertising costs during the periods ended December 31, 2009 and 2010.

Recently Issued Accounting Pronouncements

SFAS No. 149 "Amendment of Statement 133 on derivative instruments and hedging activities". This statement amends and clarifies financial accounting and reporting for

derivative instruments embedded in other contracts (collectively referred to as derivatives) and for hedging activities under SFAS 133, "Accounting for derivative instruments and hedging activities".

SFAS No. 150 "Accounting for certain financial instruments with characteristics of both liabilities and equity". This statement establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity.

The Company believes that the above standards would not have a material impact on its financial position, results of operations or cash flows.

NOTE 3 – Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. This basis of accounting contemplates the recovery of the Company's assets and the satisfaction of its liabilities in the normal course of business. Through December 31, 2010, the Company had incurred cumulative losses of \$2,810,756 and negative working capital of \$18,295 as of December 31, 2010. The Company's ability to continue as a going concern is dependent upon obtaining financing adequate to execute its business plan and achieve a level of revenues adequate to support the Company's cost structure. Management's plan of operations anticipates that the cash requirements for the next twelve months will be met by obtaining capital contributions through the sale of its common stock and cash flows from operations. There is no assurance that the company will be able to implement the plan.

NOTE 4 – Stockholder's Equity

At various stages in the Company's development we have issued shares of common stock for services or assets with a corresponding charge to operations or property and equipment. In accordance with SFAS 123, these transactions, except for stock issued to employees, have been recorded on the Company's books at the fair value of the consideration received or the fair value of the common stock issued, whichever is more reliably measured.

Common Stock

As of December 31, 2010, the Company had capitalization of 195,098,820 shares issued and outstanding.

Preferred Stock

In 2005, the Company issued 200,000 shares of Preferred Series 2004 stock for \$65,000. The Series 2004 stock is entitled to liquidation preference of \$.44 per share plus dividends in arrears is entitled to preferential dividends of \$.006 per quarter (\$.024 per annum) out of legally available funds and is convertible to common stock at a rate of \$.40 per share. All 200,000 the Series 2004 preferred shares were converted to 400,000 common shares in May,

2009. In 2007, the Company issued 1,000,000 shares of Series A Preferred Stock for the acquisition of certain assets valued at \$10,000.

The Series A converts to common on a 15-for-1 basis. In August, 2009, all 1,000,000 shares of the Series A Preferred Stock were converted into 15,000,000 shares of common stock. In October, 2009, the Company issued 7,500,000 shares of Series B Preferred Stock as additional consideration for its acquisition of certain internet operations and domain names owned by HWP Properties (see Note 5).As of

December 31, 2010, the Company had 16,800,000 shares issued and outstanding. These Series B shares convert to common stock on a 10 for-1 basis and carry 100-for-1 super voting rights.

Stock Options and Warrants

There are no outstanding unexpired warrants or options as of December 31, 2010 and 2009.

NOTE 5 – Acquisition

In April, 2009, the Company entered an agreement to acquire 100 % ownership of Hot Web Properties, Inc. (“HWP”). HWP owns and operates various internet domains. Under the terms of the acquisition, the Company agreed to issue the shareholders of HWP 60,000,000 post-split common shares. With the issuance of the 60,000,000 post-split shares, the Company will have a fully diluted post-split capitalization of approximately 75,000,000 shares outstanding. On June 5, 2009, the Board of Directors of the Company executed resolutions which authorized an amendment to the Company’s Certificate of Incorporation. The amendment changed the name of the Company to Max Media Group, Inc., increased the authorized common stock to 750,000,000 shares, increased the authorized preferred stock to 100,000,000 shares and reverse split the Company’s common stock by a ratio of one (1) share for each 200 shares issued and outstanding. In August, 2009, the Company’s 200-1 proposed reverse split became effective.

NOTE 6 – Commitments and Contingencies

Leases

At December 31, 2010 and 2009, the Company was not obligated under any non-cancelable operating or capital lease agreements.

Litigation

At December 31, 2010 and 2009, the Company was not party to any legal proceedings. To the knowledge of management, no federal, state or local governmental agency is presently contemplating any proceeding against the Company

NOTE 7 – Related Parties

There were no related party transactions in the periods ended December 31, 2010 and 2009.

NOTE 8 – Income Taxes

The Company has adopted FASB 109 to account for income taxes. The Company currently has no issue that creates timing differences that would mandate deferred tax expense. Net operating losses would create possible tax assets in future years. Due to the uncertainty as to the utilization of net operating loss carry forwards, an evaluation allowance has been made to the extent of any tax benefit that net operating losses may generate. No provision for income taxes has been recorded due to the net operating loss carryforwards of \$810,756 and \$2,809,085 as of December 31, 2010 and 2009 respectively that will be offset against further taxable income. No tax benefit has been reported in the financial statements.

Deferred tax assets and the valuation account as of December 31, 2009 and 2010 are as follows:

	<u>2009</u>	<u>2010</u>
Deferred Tax Asset:		
Net operating loss carrying forward	\$ 2,809,085	\$ 2,810,756
Valuation Allowance	<u>(2,809,085)</u>	<u>(2,810,756)</u>
	<u>\$ 0</u>	<u>\$ 0</u>

The components of income tax expense are as follows:

	<u>2009</u>	<u>2010</u>
Current Federal Tax	\$ 0	\$ 0
Current State Tax	0	0
Change in NOL benefit	0	0
Change in allowance	<u>0</u>	<u>0</u>
	<u>\$ 0</u>	<u>\$ 0</u>

The Company has incurred losses that can be carried forward to offset future earnings if conditions of the Internal Revenue Codes are met. These losses are as follows:

<u>Year of Loss</u>	<u>Amount</u>	<u>Expiration Date</u>
2005 and Prior	\$ 2,810,756	2025
2010	18,295	2030