

**Virogen Inc**  
**Annual Report**  
**December 31, 2012**  
**PART 1**

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**Part A General Company Information**

**Item 1- The exact name of the issuer and its predecessor**

**Virogen Inc**

**Item 2- The address of the issuer's principal office**

**Virogen Inc.  
P.O. Box 95  
San Geronimo, Ca. 94963  
Ph. 415-488-6214**

**[www.tigerteamtech.com](http://www.tigerteamtech.com)**

**Item 3- The jurisdiction and date of the issuer's incorporation or organization**

The issuer was incorporated in Texas on March 17, 1998. In March 2008 Mediplace changed its name to Virogen Inc.

Articles of Amendment were filed on March 15 to change the name of the Company to Virogen Inc.

**Part B Share Structure**

<b>Class A Preferred</b>	<b>authorized</b>	<b>100,000,000</b>
<b>Class B Preferred</b>	<b>authorized</b>	<b>100,000,000</b>
<b>Class C Preferred</b>	<b>authorized</b>	<b>20,000,000</b>
<b>Common</b>	<b>authorized</b>	<b>15,000,000,000</b>
	<b>outstanding</b>	<b>11,564,251,788</b>

**4. Trading Symbol VRNI Cusip 92823w507**

**5. Par Value all Classes .0001**

**6. The number of shares or total amount of the securities outstanding for each class of shares authorized.**

<b>i. Period ending December 31, 2012</b>	<b>12/31/2011</b>	<b>12/31/2010</b>
<b>Common 15,000,000,000</b>	<b>7,000,000,000</b>	<b>7,000,000,000</b>
<b>Preferred A 100,000,000</b>	<b>100,000,000</b>	<b>100,000,000</b>
<b>Preferred B 100,000,000</b>	<b>100,000,000</b>	<b>100,000,000</b>
<b>Preferred C 20,000,000</b>	<b>20,000,000</b>	<b>20,000,000</b>

**iii. Number of Shares outstanding**

<b>Common</b>	<b>11,564,251,788</b>	<b>812,251,788</b>	<b>2,250,411,843</b>
<b>Preferred A</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Preferred B</b>	<b>15081</b>	<b>25000</b>	<b>50,000</b>
<b>Preferred C</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>iv. Total Tradable Shares (Public Float)</b>			
	<b>10,662,550,949</b>	<b>110,550,949</b>	<b>549,701,677</b>
<b>v. Total number of Beneficial Holders</b>			
	<b>1</b>	<b>1</b>	<b>1</b>
<b>vi. Total number of Shareholders of Record</b>			
	<b>514</b>	<b>398</b>	<b>403</b>

**vii- The name and address of the transfer agent**

The Issuer's Stock Transfer Agent is:  
Island Stock Transfer  
100 Second Avenue South, Suite 705S  
St. Petersburg, Florida 33701

The transfer agent is registered under the Exchange Act and is regulated by the Securities and Exchange Commission.

**Part C Business Information**

**Item 8- The nature of the issuer's business**

**A. Business Development**

1. The form of organization of the issuer (e.g., corporation, partnership, limited liability company, etc.);  
**Virogen, Inc.**

2. The year that the issuer (or any predecessor) was organized;

**Virogen Inc. (the "Company") was originally incorporated in the State of Texas in March 1998 under the name of Mediplace Inc (see Item 3)**

3. The issuer's fiscal year end date; **December 31**

4. Whether; the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding.

**No it has not.**

5.

Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets;

**Stock Exchange Agreement dated 15<sup>th</sup> day of January, 2011 (see Item 18)**

6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments; **No**
7. Any Change in Control: **No**
8. Any increase of 10% or more of the same class of outstanding equity securities; **Yes (see Item 18)**
9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization; **Yes (See Item 18 Past splits).**
10. Any delisting of the issuer's securities by any securities exchange or deletion from the OTC BB. **No**
11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved. **No.**

B **Business of Issuer.** Describe the issuer's business so a potential investor can clearly understand it. To the extent material to an understanding of the issuer, please also include the following:

1. The issuer's primary and secondary SIC Codes; 541511
2. If the issuer has never conducted operations, is in the development stage, or is currently conducting operations; **It is currently conducting operations.**
3. Whether the issuer is or has at any time been a "shell company" **No.**
4. The names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement; **NA.**
5. The effect of existing or probable governmental regulations on the business; **NA.**
6. An estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers; **N/A**
7. Costs and effects of compliance with environmental laws (federal, state and local); **unknown at this time**
8. The number of total employees and number of full-time employees. **Three**

#### **Item 9. The nature of products or services offered.**

In responding to this item, please describe the following so that a potential investor can clearly understand the products and services of the issuer:

A, **Principal products or services, and their markets;**

### **Executive Summary**

#### **Business Overview:**

Virogen Inc's Products and Services:

Tiger Team Technologies henceforth referred to as T3 was originally formed to address the information security issues confronting the medical industry as a whole. This market is and will remain a huge opportunity for the company however the products and services the company has developed have far broader applications.

To date the company has developed a software engine that is platform and protocol independent that allows for tracking storage and reproduction of sensitive information across intranets and the broader internet. The company has married this software to an encryption methodology heretofore unavailable.

The engine is unique and exclusive to T3 and is now a part of the company's intellectual property and is copyrighted.. This engine married to any robust encryption methodology provides a total security package for data and data transfer in digital space. .

Presently we are using several levels of encryption and encryption methodology depending upon security level required. The software can operate on top of any protocol thus any database or network. The impact of this technology is that for all intense and purposes the company can offer a complete lockdown of any database and complete tracking of any access to those databases by any entity inside or outside the company or network and take a copy of any information moving in and out of that data base. The same applies to any information or emails transmitted in digital space.. This has vast implications for any database, internet portal, or sensitive documents of any type transmitted electronically. Primary markets include:, financial services firms, brokerages and currency transaction platforms, consumer credit card companies, banking entities, retailers, defense and government related operations and of course medical service providers. In summary any firm with vast customer databases that need to be protected not only from data loss but yes identity theft and those utilizing digital space to transmit files and documents.

Finally the company guarantees the integrity of the access and transmission and will provide a financial remedy for any breach and or sensitive information falling into the hands of a third party should there be a legal action stemming from that breach. This is a totally new and innovative approach to risk management in the security space.

The company presently has viable contract opportunities within the mortgage industry, legal firms, retail and medical markets. The company continues to gain exposure across industries and platforms where information is transferred in cyberspace. The interest in the products and services is widespread and across industry lines and platforms regarding network security and data protection. Management has shifted its strategy and emphasis accordingly.

It must be emphasized the company is offering to the market place a technical and financial solution to identity theft, hacking, sniffing, data loss and integrity and risk management solutions proprietary to and exclusive to t3. The intellectual property rights alone are of considerable value if one were to ignore the massive market opportunity.

**Competitive Advantages:**

The technology deployed by T3 is not available anywhere in the world. T3's technology is unique and proprietary to the company and simply unavailable in any market worldwide outside of T3.

**Competitive Analysis:**

As referred to above the technology is unique and proprietary to T3. No other company or corporation world wide has comparable offering. This has been verified by potential T3 Fortune 500 clients.

**Market Factors:**

The technology originally developed in the 04-05 timeframe and was visionary. As in many instance with a breakthrough and innovation in this highly sophisticated environment it took a bit of time for the market to mature. There has never been a greater emphasis on network and information security than at the present. The problem has grown exponentially with no end in sight. There is more than just growing concern by corporations and governments worldwide regarding this issue. The costs are staggering. 90% of security breaches go unreported due to the sensitivity of the event. Security breaches were estimate to cost over \$1 trillion worldwide by Symantic 2008. With the ever increasing emphasis and demand for solutions T3 is perfectly positioned to avail itself of this trend.

**Opportunity:**

Since T3 is a service offering rather than a one off software licensing model the opportunity for monthly recurring revenue streams that are increasing quarter by quarter and year by year is available. Thus the stability in cash flow is incorporated in the business model. Net margins are in the 95% range. To fully commercialize the offering T3 intends to incur marketing and execution costs in the 1-3 mil range over the next 3 years depending upon the rapidity of the expansion.

**Facilities**

**The company has a team of contract programmers located in home offices across the country. The nature of the company's business does not require plant and equipment facilities.**

- B. Distribution methods of the products or services; N/A**
- C. Status of any publicly announced new product or service; In development**
- D. Competitive business conditions, the issuer's competitive position in the industry, and methods of competition; The Company has the same competitive advantage and or disadvantage that a similar Company has.**
- E. Sources and availability of raw materials and the names of principal suppliers; N/A**
- F. Dependence on one or a few major customers; N/A**
- G. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration; and N/A**
- H. The need for any government approval of principal products or services and the status of any requested government approvals. N/A**

**Item 10-The nature and extent of the issuer's facilities. The company does not lease any space. There are no monthly lease costs.**

The Company has its corporate headquarters located at

225 Locust Ave  
Sausalito, Ca. 94965

**Part D Management Structure and Financial Information**

**Item 11-The name of the chief executive officer, members of the board of directors, as well as control persons:**

**11-a Officers and Directors**



- | <b>Name</b>          | <b>Positions held</b>   |
|----------------------|---|
| 1. <b>Paul Hogan</b> | <b>President and Director</b>   |
| 2. <b>Address</b>    | <b>P.O. Box 95 San Geronimo, Ca 94963</b>                                 |
| 3. <b>Phone</b>      | <b>415-488-6214</b>   |
| 4. <b>Email</b>      | <a href="mailto:paul@tigerteamtech.com"><b>paul@tigerteamtech.com</b></a> |
| 5. <b>Experience</b> |   |

MBA, Finance with 30+ years with fast growing companies. Held several senior management positions inclusive of CEO and CFO responsible for all operational management and P&L tasks associated with running a major company. Known as a turnaround specialist in many different industries from manufacturing environments to telecommunications, banking, logistics and distribution, aerospace, e-commerce, mortgage lending, and many technical firms involved with software development, data warehousing etc. Proven business development and sales manager with solid track record in negotiating \$50 to \$500 million contracts and above.

**6. Beneficial Owners**

1

**11-B Legal/Disciplinary History**

Please identify whether any of the foregoing persons been, in the last five years, been the subject of;

1. A conviction in a criminal proceeding (excluding a traffic violation or other minor offenses).;
 

No
2. The entry of an order judgement 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 persons involvement in any type of business, securities, commodities, or banking activities.
 

No
3. A finding or judgement 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 law or commodities law which finding or judgement has not been reversed, suspended, or vacated,
 

No
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.
 

No

**11-C Disclosure of Family Relationships (In a civil action)**

There are no family relationships among the officers, directors, or beneficial owners of the issuer

**11-D Disclosure of Related Party Transactions**

There have been no related party transactions within the past 2 years

**11.E Disclosure of Conflicts of Interest**

**None**

**Item 12-Financial information for the issuer's most recent fiscal year and year prior.**

**Financial Statements**

- 1. Balance Sheet**
- 2. statement of Income**
- 3. statement of cashflows**
- 4. statement of changes in equity**
- 5. Financial notes**
- 6. NA**

**1** **Balance Sheet**

<b>Current Assets</b>	
<b>Checking/Savings</b>	
Business Checking Account	-148.60
Trust Account	<u>3,774.00</u>
<b>Total Checking/Savings</b>	<b>3,625.40</b>
<b>Other Current Assets</b>	
Security Deposit - Office	<u>2,500.00</u>
<b>Total Other Current Assets</b>	<b><u>2,500.00</u></b>
<b>Total Current Assets</b>	<b>6,125.40</b>
<b>Fixed Assets</b>	
<b>Business Development</b>	
Furniture & Fixtures	3,534,846.00
Furniture & Fixtures - Deprec.	-4,611.00
Furniture & Fixtures - Other	<u>4,611.00</u>
<b>Total Furniture &amp; Fixtures</b>	<b>0.00</b>
<b>Intellectual Property</b>	
Intellectual Property	<u>10,070,000.00</u>
<b>Total Fixed Assets</b>	<b><u>13,604,846.00</u></b>
<b>TOTAL ASSETS</b>	<b><u>13,610,971.40</u></b>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
<b>Accounts Payable</b>	
Accounts Payable	<u>46,000.00</u>
<b>Total Accounts Payable</b>	<b>46,000.00</b>
<b>Other Current Liabilities</b>	
Note Payable - Donald Hogan	10,000.00
Note Payable - Duke Capital	130,000.00
Note Payable - Greer	207,150.00
Note Payable - Paul Hogan	13,268,054.00
Note Payable - Petkus	<u>466,000.00</u>
<b>Total Other Current Liabilities</b>	<b><u>14,081,204.00</u></b>
<b>Total Current Liabilities</b>	<b><u>14,127,204.00</u></b>
<b>Total Liabilities</b>	<b>14,127,204.00</b>
<b>Equity</b>	
Capital Stock	10,450.00
Opening Balance Equity	350,000.00
Other Equity	284,287.54
Retained Earnings	-899,505.49
Net Income	<u>-261,464.65</u>
<b>Total Equity</b>	<b><u>-516,232.60</u></b>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b><u>13,610,971.40</u></b>

## Income Statement

	<u>Jan 12</u>	<u>Feb 12</u>	<u>Mar 12</u>	<u>Apr 12</u>	<u>May 12</u>	<u>Jun 12</u>	<u>Jul 12</u>	<u>Aug 12</u>	<u>Sep 12</u>	<u>Oct 12</u>	<u>Nov 12</u>	<u>Dec 12</u>	<u>TOTAL</u>
Accounting Expense	0.00	0.00	60.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	60.00	120.00
Advertising and Promotion	1,500.00	1,500.00	0.00	0.00	0.00	0.00	0.00	0.00	315.00	0.00	0.00	3,490.00	6,805.00
Auto and Truck Expenses	29.99	593.04	815.87	0.00	0.00	0.00	0.00	0.00	1,385.00	0.00	0.00	0.00	2,823.90
Bank Service Charges	47.00	2.00	33.00	152.00	0.00	0.00	0.00	0.00	487.00	0.00	0.00	0.00	721.00
Cell Phone	162.63	219.37	193.79	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	575.79
Computer Hardware	28.99	0.00	0.00	0.00	0.00	0.00	0.00	0.00	339.00	0.00	0.00	0.00	367.99
Consulting	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	2,000.00	2,000.00
Contractor	17,900.00	10,500.00	6,800.00	3,500.00	0.00	0.00	0.00	0.00	50,000.00	0.00	0.00	24,000.00	112,700.00
Interest Expense	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	68,850.00	0.00	0.00	52,950.00	121,800.00
Legal Expense	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	750.00	0.00	0.00	3,900.00	4,650.00
License and Registration	0.00	0.00	147.25	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	500.00	647.25
Meals and Entertainment	58.66	44.85	34.92	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	138.43
Office Supplies	0.00	120.00	0.00	62.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,500.00	1,682.00
OTC Markets	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	2,100.00	2,100.00
Telephone Expense	18.03	3.04	3.04	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	24.11
Transfer Agent	0.00	2,500.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,400.00	3,900.00
Travel Expense	303.00	20.00	86.18	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	409.18
	<u>20,048.30</u>	<u>15,502.30</u>	<u>8,174.05</u>	<u>3,714.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>122,126.00</u>	<u>0.00</u>	<u>0.00</u>	<u>91,900.00</u>	<u>261,464.65</u>
	<u>-20,048.30</u>	<u>-15,502.30</u>	<u>-8,174.05</u>	<u>-3,714.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>-122,126.00</u>	<u>0.00</u>	<u>0.00</u>	<u>-91,900.00</u>	<u>-261,464.65</u>
	<u><u>-20,048.30</u></u>	<u><u>-15,502.30</u></u>	<u><u>-8,174.05</u></u>	<u><u>-3,714.00</u></u>	<u><u>0.00</u></u>	<u><u>0.00</u></u>	<u><u>0.00</u></u>	<u><u>0.00</u></u>	<u><u>-122,126.00</u></u>	<u><u>0.00</u></u>	<u><u>0.00</u></u>	<u><u>-91,900.00</u></u>	<u><u>-261,464.65</u></u>

3. Cash Flow

**Virogen Inc.**  
**Statement of Cash Flow**  
**For The Year Ended**  
**December 31, 2012**

**Unaudited**

	<b>Dec 31, 2011</b>	<b>Dec 31, 2012</b>
<b>Cash Flows From Operating Activities</b>		
Net Income for the year	0	0
Adjustment for:		
Amortization	0	0
Loss on Disposal of property, plant, and equipment	0	0
Gain on disposal of investment	0	0
Cash derived from operations	0	0
<b>Decrease (increase) in working capital items</b>		
Accounts receivable	0	
Deposits and prepaid expenses	22.00	0
Inventor		
Accounts payable and accrued liabilities	46,000	46000
Long Term Debt-current portion	0	0
Income tax payable	0	0
Cash flows from operating activities	(597,265)	(261,464.65)

<b>Cash Flows From Investing Activities</b>		
Acquisition of property,plant and equipment	0	0
Proceeds from disposal of property,plant and equipment	0	0
Proceeds from disposal of investment	0	0
<b>Cash flows from investing activities</b>		
<b>Cash Flows From Financing Activities</b>		
Advances from (repayments to) shareholder	0	0
Acquisition of (repayment of) long-term debt		
<b>Net Increase (Decrease) In Cash Resources</b>	<b>0</b>	<b>0</b>
<b>Cash(Deficiency) Resources -beginning of Year</b>	<b>(31.00)</b>	<b>(1649)</b>
<b>Cash Resources (Deficiency)-End of qtr</b>	<b>5465.00</b>	<b>3625.00</b>
<b>Cash resources (deficiency) is comprised of:</b>		
Cash		

**Virogen Inc**  
**Schedule of Operating Expenses**  
**For the Year Ended**  
**December 31, 2012**  
**Unaudited**

<b>Operating Expenses</b>	<b>Dec 31, 2011</b>	<b>Dec 31, 2012</b>
<b>Bank Service Charges</b>	<b>601.00</b>	<b>721.00</b>
<b>Consulting Fees</b>	<b>0</b>	<b>2000</b>
<b>Contract Labor</b>	<b>163,910.05</b>	<b>112700</b>
<b>Dues and Subscriptions</b>	<b>0</b>	<b>0</b>
<b>Meeting Expense</b>	<b>0</b>	
<b>Office Supplies</b>	<b>1376.00</b>	<b>1682.00</b>
<b>Postage and Delivery</b>	<b>0</b>	<b>0</b>
<b>Professional Development</b>		
<b>Stock Transfers</b>	<b>0</b>	<b>0</b>
<b>Total professional Development</b>	<b>0</b>	<b>0</b>
<b>Professional Fees</b>		
<b>Accounting Fees</b>	<b>3000.00</b>	<b>120.00</b>
<b>Legal Fees</b>	<b>12,361.00</b>	<b>4650.00</b>
<b>Total Professional Fees</b>	<b>15,361.00</b>	<b>4770.00</b>

<b>Repairs</b>		
<b>Computer Repairs</b>	<b>90.00</b>	<b>367.99</b>
<b>Total Repairs</b>	<b>90.00</b>	<b>367.99</b>
<b>Transfer Agent</b>	<b>14,200.00</b>	<b>409.18</b>
<b>Travel and Meals</b>	<b>1804.00</b>	<b>138.43</b>
<b>Wages</b>		
<b>Management</b>	<b>72,000.00</b>	<b>92000</b>
<b>Total Wages</b>	<b>72,000.00</b>	<b>92000</b>
<b>Website</b>	<b>0</b>	<b>0</b>
<b>Total Expense</b>	<b>(537,265.00)</b>	<b>(261,464.65)</b>
<b>Net Ordinary Income</b>	<b>(537,265.00)</b>	<b>(261,464.65)</b>
<b>Net Income</b>	<b>(537,265.00)</b>	<b>(261,464.65)</b>

#### **4. Statement of Changes in Stockholder Equity**









Virogen Inc  
Notes to the Financial Statements  
For The Year Ended  
December 31, 2012

Unaudited

## 1. Significant Accounting Policies and General Information

### Nature of Business

The company is a Texas Corporation subject to the Texas Corporation Act and was incorporated in 1995 and operates as a network security firm.

### Significant Accounting Policies

The company is a software service based company. While significant costs were incurred in the R&D phase the company has not assigned a market value to the intellectual property as it is impossible to assign a value at this time without significant contracts and or revenues from the service offering. The company has no plant and equipment per se as it is solely a software development company.

The company operates as a service model whereby revenues are recurring for use of the company's suite of tools as a per click charge and or depending on contract terms a monthly service fee. The company has been in a development mode and expects to fully commercialize the offering over the next several quarters. Revenues are recognized as received.

## 2 Due to Shareholders

The amount due to shareholders is non interest bearing and has no fixed term of repayment. No interest was paid in 2012

## 3. Long Term Debt

Nutmeg LLC was a convertible note with an interest rate of 18%. convertible to common stock. The term of the note was ten years. The company to date has made no interest or principle payments on the note nor has Nutmeg exercised their conversion rights. Nutmeg is no longer in existence. The note is over 5 years old and there has been no conversion or notice of default. The company no longer reflects this debt on its balance sheet. Should conditions change it will be reported.

5, Stated Capital

Authorized		
	Common Shares	15,000,000,000
	Preferred A	100,000,000
	Preferred B	100,000,000
	Preferred C	20,000,000
Issued	2011	2012
Common Shares	812,251,788	<u>11,564,251,788</u>
Preferred Shares A	0	0
Preferred Shares B	35081	35081
Preferred Shares C	0	0

**Going Concern**

As reflected in the accompanying combined financial statements, the Company has an accumulated deficit at December 31, 2012 that includes a loss for the year ended December 31, 2012 and a working capital deficiency . These factors raise substantial doubt about the Company's ability to continue as a going concern. In view of the matters described above, recoverability of a major portion of the recorded asset amounts shown in the accompanying balance sheet is dependent upon continued operations of the Company, which in turn is dependent upon the Company's ability to raise additional capital, obtain financing and succeed in its future operations. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company is actively pursuing additional funding and a potential merger or acquisition candidate and strategic partners. Management believes that these actions will allow the Company to continue operations through the next fiscal year.

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires the Company's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

**Earnings (Loss) Per Share**

Basic earnings (loss) per share exclude any dilutive effects of options, warrants and convertible securities. Basic earnings (loss) per share are computed using the weighted-average number of outstanding common shares during the applicable period. Diluted earnings per share is computed using the weighted average number of common and common stock equivalent shares outstanding during the period. Common stock equivalent shares are excluded from the computation if their effect is anti-dilutive.

**Income Taxes**

The Company accounts for income taxes in accordance with US Generally Accepted Accounting Principles (US GAAP), which requires recognition of deferred tax assets and liabilities for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities, and their respective tax bases and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period which includes the enactment date. The Company did not record any current or deferred income tax provisions or benefits for any periods presented due to continuing net losses and nominal differences.

## **NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

### **Stock Based Compensation**

We account for stock based compensation in accordance with FASB ASC 718 which requires companies to measure the cost of employee services received in exchange for an award of an equity instrument based on the grant-date fair value of the award. We account for non-employee share-based awards in accordance with FASB ASC 505-50.

### **Recently Adopted Accounting Pronouncements**

The Company does not expect the adoption of recent accounting pronouncements to have any material impact on its financial condition or results of operations.

## **STOCKHOLDER'S EQUITY**

### **Preferred Stock**

In February of 2010 the company issued 10,000 Preferred B shares to a consulting firm as compensation for services. In July 2010 a Shareholder originally issued 50,000 Preferred shares in 2008 which was converted to 50,000 Preferred B class in 2009 converted 10,000 B shares to common. An additional 10,000 preferred B shares from the 2008 allocation was converted in February, 2011

Each share of Preferred B stock is convertible into 20,000 shares of common stock.

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During 2011 10,000 of Preferred B shares were converted into 200,000,000 common shares by the consulting contractor

### **Common Stock**

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In February 2011 700,000,000 restricted common shares were issued for officer and director for belated payment related to the sale of T3 technology to Virogen.

In December 2012 the company engaged a firm for services with payment in equity. There have been some irregularities in terms of services rendered and the company will be returning over two thirds of the shares issued to treasury in the 1<sup>st</sup> qtr of 2013.

## **Item 13**

**Similar Financial Information for such part of two preceding fiscal years as the issuer or its predecessor has been in existence.**

**Financial statements incorporated by reference**

1. **Balance Sheet**
2. **statement of Income**
3. **statement of cashflows**
4. **statement of changes in equity**
5. **financial notes**
6. **NA**

These statements are posted on [pinksheets.com](http://pinksheets.com) under symbol VRNI Financials.

## **Item 14**

### **Beneficial Owners**

**Item 15-The name, address, telephone number, and email address for each of the following outside providers that advise the issuer on matters relation to the operations, business development, and disclosures**

**Paul Hogan**  
**225 Locust Ave. Sausalito, Ca 94965**  
**Ph. 415-488-6214**  
**Email [paul@tigerteamtech.com](mailto:paul@tigerteamtech.com)**

**15-1 Investment Banker- None**

**15-2 Promoters- None**

**15-3 Counsel- Boris Parker**  
**Parker Wenner Pa**  
**220 South Sixth St.**  
**1700 US Bank Plaza**  
**Mpls, Mn 55402**

**15-4 Accountant or Auditor- HR Wenner and Associates LTD**  
**13911 Ridgedale Dr. Suite 240**  
**Minnetonka, Mn. 55305**

**15-5 Public Relations Consultant- None**

**15-6 Investor Relations Consultant None**

**15-7 Any Other Advisors- None**

## **Item 16**

**-Managements's Discussion and Analysis or Plan of Operation**

**FORWARD-LOOKING STATEMENTS**

The following information contains certain forward-looking statements of our management. Forward-looking statements are statements that estimate the happening of future events and are not based on historical fact. Forward-looking statements may be identified by the use of forward-looking terminology, such as "may," "could," "expect," "estimate," "anticipate," "plan," "predict," "probable," "possible," "should," "continue," or similar terms, variations of those terms or the negative of those terms. The forward-looking statements specified in the following information have been compiled by our management on the basis of assumptions made by management and considered by management to be reasonable. Our future operating results, however, are impossible to predict and no representation, guaranty, or warranty is to be inferred from those forward-looking statements.

## **A. Plan of Operation**

### **1. Plan of operation over the next 12 months.**

#### **i. Meeting Cashflow Requirements;**

The company expects to meet cashflow requirements through the marketing of its product and services and thus acquire clients and revenue streams as the product is fully developed and the R&d phase is completed. The company also has a secondary option of meeting cash requirements through debt and equity instruments and private placements

#### **ii. Summary of Research and Development;**

The company has completed the R&D phase of its flagship enterprise offering and is now in the process of developing consumer based applications. The company will concentrate its resources upon the commercialization of the flagship products and services and new product development.

#### **iii. Purchase or sale of plant and equipment.**

The company has no plans for the purchase or sale of any plant and equipment of any significance.

#### **iv Any expected significant changes in the number of employees.**

The company does expect to add staff to the marketing department over the next 12 months. The company anticipates adding three additional employees over the next 12 months.

## **B. Managements Discussion of Financial Condition and Results from Operations**

### **B1**

#### **i. Any known trends, events or uncertainties or are that have or are reasonably likely to have a material impact on the company's short term or long term liquidity**

The company is introducing a new product and service to the market. While the company expects success in this effort the risk is that for a variety of reasons the company will not attain market acceptance for its product offering. This will have an adverse effect on liquidity. Also if the company cannot continue to raise capital through debt and equity instruments this will also adversely effect liquidity in the short and long term.

#### **ii. Internal and External Sources of Liquidity.**

Presently the company's sources of liquidity are external through the acquisition of clients and revenue streams and also through debt and equity instruments in the capital markets.

iii. Any material commitments for capital expenditures and the sources of funds for those expenditures.

The company has no plans for additional capital expenditures over the next 12 months.

iv. Any known trends, event or uncertainties that have had or are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations.

The company has not identified any factor or trends other than those already disclosed that would have a material effect on net sales, revenue or income from continuing operations.

v. Any significant element of income or loss that do not arise from the issuers continuing operations;

none

vi. The causes for any material changes from period to period in one or more line items in the issuers financial statements;

Nutmeg Debt has been written off.

vii. Any seasonal aspects that had a material effect on the financial condition or results of operation.

There were none

**B2. Interim Periods. Discussion of material changes in financial condition and results since the end of the last fiscal year and for the comparable interim period in the preceding year.**

There were no material difference or changes in the operations or financial condition of the company year over year.

#### **C. Off Balance Sheet Arrangements**

NA

The T3 management consists of four individuals who manage the business on a day to day basis.

Please see the Power Point Investor relations posted to Pinksheets.com

#### **Management's discussion and Analysis**

T3 has spent a good deal of time and investment in R&D perfecting this unique service offering. The offering is applicable across industry and governmental lines worldwide. The company is in the process of introducing the technology to the market place, targeted industries include but are not limited to Banking and Financial Services, Healthcare providers and Insurance Companies, Governmental Agencies Worldwide. The market for T3 services is massive as Network security applies to every corporation and governmental entity. While we



are under confidentiality requirements suffice it to say we are in discussions with major fortune 500 companies regarding our services as we emphasize the commercialization of the technology.

#### **System Overview**

T3 Technology is platform independent which means it can be installed on any operating system including legacy systems. Depending on customer preference the operatinn can reside on site or as an ASP model offsite in remote data centers. Automated billing is built in and invoicing is on a monthly basis unless otherwise specified in the service contract. The system is fully automated with little or no human inteface. Installation is a matter of hours and thus offers no disruption to client operations. In the end one can describe this as a stealth program operating totally in the background .The program tracks ISP to ISP date time and full documentation of transmission and or interface with any data base.

At any time the client can access any and all information pertaining to a transaction sent across a network and or a transaction occurring in a database. The implication being if hacked the company will know in case of a breach or hack event who it was, when the event ocurred, and a full copy of all data, or documents in its entirety that was compromised. To date companies spend millions worldwide trying toi determine the information that was compromised with months and sometimes years of forensic analysis. The system is also fully scalable.

#### **Part E. Issuance History**

Item 17 **Securities issued for Services the last two years.**  
NA

#### **Part F Exhibits**

**s**

Item 18 **Material Contracts**  
NA

Item 19 **Articles of Incorporation and Bylaws .**

**A. Articles of Incorporation are incorporated by reference**  
**B . Bylaws are incorporated by reference.**

Item 20 **Purchase of Equity Securities by the Issuer and Affiliated Purchasers**  
NA

Item 21 **Issuer Certifications**

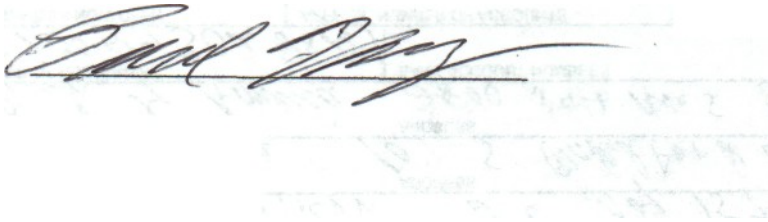
**I Paul Hogan,**

Certify that I have reviewed the quarterly st+atement of Virogen and based on my knowledge this disclosure does not contain any untrue statement of material fact or omit to state aa material fact necessary to make the statements made, in light of circumstances under which the statements were made, not misleading with respect to the period covered by this disclosure statement; and

or

Based on my knowledge, the financial statements and other financial information disclosed included ,, incorporated by reference in this disclosure statement fairly present in all material respects the financial condition, results from operations and cashflows as of and for the periods presented in this disclosure statement.

Date: February 15, 2013

A handwritten signature in black ink, appearing to read "Paul Hogan", is written over a faint, light blue grid background. The signature is fluid and cursive.

Paul Hogan CEO Virogen Inc.