

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2014

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 333-184897

PRICED IN CORP.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or organization)

N/A

(I.R.S. Employer Identification No.)

6110 Coxswain Crescent

Toronto, ON, Canada

(Address of principal executive offices)

L5V-2Z8

(Zip Code)

(418) 263-8112

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

Class	Shares outstanding as of May 15, 2014
Common stock, \$0.001 par value	7,750,000

PRICED IN, CORP.
QUARTERLY REPORT ON FORM 10-Q
March 31, 2014

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CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

This Quarterly Report on Form 10-Q (this “Report”) contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements discuss matters that are not historical facts. Because they discuss future events or conditions, forward-looking statements may include words such as “anticipate,” “believe,” “estimate,” “intend,” “could,” “should,” “would,” “may,” “seek,” “plan,” “might,” “will,” “expect,” “anticipate,” “predict,” “project,” “forecast,” “potential,” “continue” negatives thereof or similar expressions. Forward-looking statements speak only as of the date they are made, are based on various underlying assumptions and current expectations about the future and are not guarantees. Such statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, level of activity, performance or achievement to be materially different from the results of operations or plans expressed or implied by such forward-looking statements.

We cannot predict all of the risks and uncertainties. Accordingly, such information should not be regarded as representations that the results or conditions described in such statements or that our objectives and plans will be achieved and we do not assume any responsibility for the accuracy or completeness of any of these forward-looking statements. These forward-looking statements are found at various places throughout this Quarterly Report on Form 10-Q and include information concerning possible or assumed future results of our operations, including statements about potential acquisition or merger targets; business strategies; future cash flows; financing plans; plans and objectives of management; any other statements regarding future acquisitions, future cash needs, future operations, business plans and future financial results, and any other statements that are not historical facts.

These forward-looking statements represent our intentions, plans, expectations, assumptions and beliefs about future events and are subject to risks, uncertainties and other factors. Many of those factors are outside of our control and could cause actual results to differ materially from the results expressed or implied by those forward-looking statements. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than we have described. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of the Quarterly Report on Form 10-Q. All subsequent written and oral forward-looking statements concerning other matters addressed in this Quarterly Report on Form 10-Q and attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this Quarterly Report on Form 10-Q.

Except to the extent required by law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, a change in events, conditions, circumstances or assumptions underlying such statements, or otherwise.

PART 1 - FINANCIAL INFORMATION

Item 1. Financial Statements.

Priced In Corp
(An Exploration Stage Company)
March 31, 2014
(Unaudited)

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Priced In Corp
(An Exploration Stage Company)
Balance Sheets
(Unaudited)

	March 31, 2014	September 30, 2013
ASSETS		
Current Assets		
Cash	\$ 22,288	\$ 14,060
Total Current Assets	\$ 22,288	\$ 14,060
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accrued liabilities	\$ 10,500	\$ 7,500
Due to related parties	6	6
Total Current Liabilities	10,506	7,506
Stockholders' Equity		
Common stock		
Authorized: 75,000,000 shares, par value \$0.001		
7,750,000 and 5,000,000 share issued and outstanding , respectively	7,750	5,000
Additional paid-in capital	69,750	45,000
Deficit accumulated during the exploration stage	(65,718)	(43,446)
Total Stockholders' Equity	11,782	6,554
Total Liabilities and Stockholders' Equity	\$ 22,288	\$ 14,060

The accompanying notes are an integral part of these unaudited financial statements

Priced In Corp
(An Exploration Stage Company)
Statement of Expenses
(Unaudited)

	Three Months Ended March 31, 2014	Three Months Ended March 31, 2013	Six Months Ended March 31, 2014	Six Months Ended March 31, 2013	Period from November 23, 2010 (Date of Inception) to March 31, 2014
Expenses					
General and administrative	\$ 6,095	\$ 13,233	\$ 22,272	\$ 15,605	\$ 65,718
Total Operating Expenses	6,095	13,233	22,272	15,605	65,718
Net Loss	\$ (6,095)	\$ (13,233)	\$ (22,272)	\$ (15,605)	\$ (65,718)
Net Loss Per Share – Basic and Diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	
Weighted Average Shares Outstanding	7,750,000	5,000,000	7,877,747	5,000,000	

The accompanying notes are an integral part of these unaudited financial statements

Priced In Corp
(An Exploration Stage Company)
Statement of Cash Flows
(Unaudited)

	Six Months Ended March 31, 2014	Six Months Ended March 31, 2013	Period from November 23, 2010 (Date of Inception) to March 31, 2014
Operating Activities			
Net loss for the period	\$ (22,272)	\$ (15,605)	\$ (65,718)
Adjustments to reconcile net loss to net cash used in operating activities:			
Changes in operating assets and liabilities:			
Accounts payable	-	4,000	-
Accrued expenses	3,000	4,500	10,500
Net cash used in operating activities	(19,272)	(8,605)	(55,218)
Financing Activities			
Proceeds from issuance of common stock	37,500	-	87,500
Cancellation of common stock	(10,000)	-	(10,000)
Due to related parties	-	-	6
Net Cash Provided by Financing Activities	27,500	-	77,506
Net Increase in Cash	8,228	(8,605)	22,288
Cash, Beginning of Period	14,060	41,078	-
Cash, End of Period	\$ 22,288	\$ 32,473	\$ 22,288
Supplemental Disclosures			
Interest paid	\$ -	\$ -	\$ -
Income taxes paid	-	-	-

The accompanying notes are an integral part of these unaudited financial statements

1. Nature of Business and Basis of Presentation

Priced In Corp. (the "Company") was incorporated in the state of Nevada on November 23, 2010. The Company has been in the exploration stage since its formation and has not commenced business operations.

The accompanying unaudited interim financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission, and should be read in conjunction with the audited financial statements and notes thereto contained in the Company's most recent Annual Financial Statements filed with the SEC on Form S/1. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim period presented have been reflected herein. The results of operations for the interim period are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements which would substantially duplicate the disclosures contained in the audited financial statements for the most recent fiscal period, as reported in the Form S/1, have been omitted

2. Going Concern

These financial statements have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. During the period ended March 31, 2014, the Company has an accumulated deficit of \$65,718. The Company is in the business of developing a website that will aggregate group buying offers from Groupon, Social Living and other sites. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary equity financing to continue operations, and the attainment of profitable operations. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

3. Related Party Transactions

- a) As at March 31, 2014, the Company was indebted to the former President of the Company in the amount of \$6, which is non-interest bearing, unsecured, and due on demand.

4. Common Stock

- a) During October 2013, the Company issued 3,250,000 common shares at \$0.01 per share for proceeds of \$32,500.
- b) On November 22, 2013, the Company issued 500,000 common shares at \$0.01 per share for proceeds of \$5,000.
- c) On November 22, 2013, the Company refunded \$10,000 for the cancellation of 1,000,000 common shares at \$0.01 per share for proceeds of \$10,000.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion provides information which management believes is relevant to an assessment and understanding of our results of operations and financial condition. The discussion should be read along with our financial statements and notes thereto contained elsewhere in this Quarterly Report on Form 10-Q. The following discussion and analysis contains forward-looking statements, which involve risks and uncertainties. Our actual results may differ significantly from the results, expectations and plans discussed in these forward-looking statements.

Overview

Priced In Corp. (“we,” “us,” “our” or the “Company”) was incorporated in the state of Nevada on November 23, 2010. We have been in the development stage since our formation and have not commenced business operations.

We plan to operate a website that aggregates group buying deals and allows users to view and link to available group buying deals in their area. We own the domain name pricedin.com, however the website at this address is not yet operational. We intend to develop a website that allows visitors to view group buying deals sorted by a number of categories including: city, deal category, deal name and price. We plan to generate revenue from referral commissions when users of our website purchase a deal linked to our website.

We qualify as an “emerging growth company” under the JOBS Act. As a result, we are permitted to, and intend to, rely on exemptions from certain disclosure requirements. For so long as we are an emerging growth company, we will not be required to:

- have an auditor report on our internal controls over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act;
- comply with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditor’s report providing additional information about the audit and the financial statements (i.e., an auditor discussion and analysis);
- submit certain executive compensation matters to shareholder advisory votes, such as “say-on-pay” and “say-on-frequency;” and
- disclose certain executive compensation related items such as the correlation between executive compensation and performance and comparisons of the CEO’s compensation to median employee compensation.

In addition, Section 107 of the JOBS Act also provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act for complying with new or revised accounting standards. In other words, an emerging growth company can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have elected to take advantage of the benefits of this extended transition period. Our financial statements may therefore not be comparable to those of companies that comply with such new or revised accounting standards.

We will remain an “emerging growth company” for up to five years, or until the earliest of (i) the last day of the first fiscal year in which our total annual gross revenues exceed \$1 billion, (ii) the date that we become a “large accelerated filer” as defined in Rule 12b-2 under the Securities Exchange Act of 1934, which would occur if the market value of our ordinary shares that is held by non-affiliates exceeds \$700 million as of the last business day of our most recently completed second fiscal quarter or (iii) the date on which we have issued more than \$1 billion in non-convertible debt during the preceding three year period.

We also qualify as a smaller reporting company under Rule 12b-2 of the Securities Exchange Act of 1934, as amended. Moreover, as a smaller reporting company and so long as we remain a smaller reporting company, we benefit from similar exemptions and exclusions as an emerging growth company. In the event that we cease to be an emerging growth company as a result of a lapse of the five year period, but continue to be a smaller reporting company, we would continue to be subject to similar exemptions available to emerging growth company until such time as we were no longer a smaller reporting company.

Plan of Operation

Over the 12 month period from May 2014, if we have raised enough funds, we intend to design, launch and market our website.

Within the next 90 days, the Company intends to begin its hiring of website developers. We then plan to develop a specification list for features of the website.

We intend to solicit bids through various providers for the development of the website and back end software. We intend to review the various bids that we receive and select a developer within the next 90 days.

We do not know whether the software developer that we select will also offer front end graphic design services for the web interface or if we will choose to use the same firm to develop both aspects of the software because these aspects require different types of expertise. We may need to hire a separate web development and graphics design firm to complete the look and feel of the web interface. During the course of the software's development we will strive to optimize the site for registration in the search engines.

Based on our initial research, we believe that it will take between four and six months to develop the website. During the development of the software, we will plan our marketing strategy. If we sell 50% of the proposed offering, we will likely hire a part-time software development manager to maintain and develop our website. If we sell 75% of the proposed offering, we will likely hire a part-time website manager and a part-time strategic relations manager to manage relations with various group buy websites with whom our back end will interface as well as any advertising relationships we develop. If we sell the entire proposed offering, we will likely hire a full-time website development manager and a full-time strategic relations manager.

We plan to spend the next 12 months focusing on marketing our website. We plan to register our website in a large number of search engines, using various SEO techniques, and also purchase AdWords on Google.

If we are unable to complete any phase of our website development or marketing efforts because we do not have enough resources, we will have to cease our development and marketing operations until we raise money. We expect to be difficult to raise capital after failing in any phase of our software development plan. As such, if we cannot secure sufficient proceeds we may have to cease marketing our website which may negatively affect investors' investment.

Results of Operations

Comparison of the three and six months ended March 31, 2014 and 2013

We did not have any revenues from November 23, 2010 (inception) through March 31, 2014. We anticipate that we may incur operating losses in the foreseeable future.

Our operating expenses for the three months ended March 31, 2014 were \$6,095, compared to \$13,233 for the three months ended March 31, 2013. Our operating expenses for the six months ended March 31, 2014 were \$22,272, compared to \$15,605 for the six months ended March 31, 2013. Our expenses from November 23, 2010 (inception) through March 31, 2014 were \$65,718, solely consisting of general and administrative expenses.

Our net loss from November 23, 2010 (inception) through March 31, 2014 was \$65,718. For the three months ended March 31, 2014 and 2013 our net loss was \$6,095 and \$13,233, respectively. For the six months ended March 31, 2014 and 2013 our net loss was \$22,272 and \$15,605, respectively.

Capital Resources and Liquidity

As of March 31, 2014 we had \$22,288 in cash.

We estimate that we will be able to use the currently available capital resources to develop a first version of our planned website and fund our planned operations, including public company reporting costs, for the next twelve months. We believe we will be able to generate referral revenue within 120 days of the launch of our website. If we exhausted our currently available capital resources and do not generate sufficient revenue to support our planned operations, we will need to obtain additional financing. We are not certain that we will be able to obtain additional financing on favorable terms, if at all. If we need additional capital and cannot raise it on acceptable terms, we will have to cease our operations.

We do not anticipate researching any further products or services nor the purchase or sale of any significant equipment. We also do not expect any significant additions to the number of employees other than those noted above in the section titled Plan of Operation.

During the period ended March 31, 2014, the Company has an accumulated deficit of \$65,718. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary equity financing to continue operations, and the attainment of profitable operations. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect or change on the Company's financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors. The term "off-balance sheet arrangement" generally means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with the Company is a party, under which the Company has (i) any obligation arising under a guarantee contract, derivative instrument or variable interest; or (ii) a retained or contingent interest in assets transferred to such entity or similar arrangement that serves as credit, liquidity or market risk support for such assets.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Smaller reporting companies are not required to provide the information required by this item.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

Pursuant to Rule 13a-15(b) under the Securities Exchange Act, the Company carried out an evaluation, with the participation of the Company's management, including the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") (the Company's principal financial and accounting officer), of the effectiveness of the Company's disclosure controls and procedures (as defined under Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon that evaluation, the Company's CEO and CFO concluded that the Company's disclosure controls and procedures were effective as of March 31, 2014 to ensure that information required to be disclosed by the Company in the reports that the Company files or submits under the Exchange Act, is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including the Company's CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

No change in our system of internal control over financial reporting occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, the Company may become involved in litigation relating to claims arising out of its operations in the normal course of business. We are not involved in any pending legal proceeding or litigation and, to the best of our knowledge, no governmental authority is contemplating any proceeding to which we are a party or to which any of our properties is subject, which would reasonably be likely to have a material adverse effect on the Company.

Item 1A. Risk Factors.

Smaller reporting companies are not required to provide the information required by this item.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

Exhibit No.	Description
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31.1	Certification of Principal Executive Officer and Principal Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of Sarbanes Oxley Act of 2002
32.1	Certification of Principal Executive Officer and Principal Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
101.INS	XBRL Instance Document †
101.SCH	XBRL Taxonomy Extension Schema Document †
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document †
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document †
101.LAB	XBRL Taxonomy Extension Label Linkbase Document †
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document †

* In accordance with SEC Release 33-8238, Exhibits 32.1 is furnished and not filed.

† Furnished herewith. XBRL (eXtensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SIGNATURES

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

Date: May 15, 2014

Priced In Corp.

By: /s/ Ken-Muen Le

Ken-Muen Le

President, Chief Executive Officer and Chief Financial
Officer

(Principal Executive Officer and Principal Financial
Officer)



**CERTIFICATION
OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002**

I, Ken-Muen Le, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Priced In Corp.;
2. Based on my knowledge, this report 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls.

Dated: May 15, 2014

/s/ Ken-Muen Le
President, Chief Executive Officer and Chief
Financial Officer
(Principal Executive Officer and Principal
Financial Officer)

**CERTIFICATION OF
CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned hereby certifies, in his capacity as Chief Executive Officer of Priced In Corp. (the "Company"), for the purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of his knowledge:

- (1) The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 15, 2014

By: /s/ Ken-Muen Le

Ken-Muen Le

President, Chief Executive Officer and Chief
Financial Officer

(Principal Executive Officer and Principal

Financial Officer)