

AGENT155 MEDIA CORP.
Form 8-K
October 18, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 15, 2013

AGENT155 MEDIA CORP.

(Formerly Freshwater Technologies Inc.)

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation)

000-53871

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(Commission File Number)

98-0508360

(IRS Employer Identification No.)

1555 California Street, Suite 309, Denver, CO, 80202

(Address of principal executive offices and Zip Code)

(646) 770-5518

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- The Company is filing this 8-K to ensure that all information is current and properly filed to meet all the requirements of SEC 8-K public information availability.

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Item 3.02 Unregistered Sales of Equity Securities

On May 15, 2013, the Company entered into a debt settlement agreement, whereby the Company agreed to issue 15,000,000 shares of common stock in consideration of the settlement of \$5,000 owing on a convertible note dated April 17, 2012. The fair value of these restricted shares at .00033 cents per share was estimated to be \$5,000.

Item 9.01 Financial Statements, Notes to Financials and exhibits

Agent155 Media Corp. (formerly Freshwater Technologies, Inc.)

(A Development Stage Company)

June 30, 2013 with June 30, 2012 comparatives (unaudited)

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Agent155 Media Corp. (formerly Freshwater Technologies, Inc.)

(A Development Stage Company)

Balance Sheets

(expressed in U.S. dollars)

(Unaudited)

	June 30, 2013 \$	December 31, 2012 \$
ASSETS		
Current Assets		
Cash		
Receivables		
Inventory		
Prepaid consulting fees		122,541
Total Current Assets		122,541
Intangible Assets-MultiMedia (Notes 2(m) and 8)	914,508	971,783
Total Assets	914,508	1,094,324
LIABILITIES AND STOCKHOLDERS EQUITY (DEFICIT)		
Current Liabilities		
Accounts payable	216,154	215,959
Accrued convertible note interest (Note 7)	21,500	21,500
Convertible notes payable (Note 7)	58,500	58,500
Due to previous related parties (Note 3(b))	2,148	6,106
Total Liabilities	298,302	302,065
Commitments and Contingencies (Notes 1 and 6)		
Subsequent Events		
Stockholders Equity (Deficit)		
Class A Common Stock (Notes 4 and 5)		
Authorized: 400,000,000 common shares, with a par value of \$0.001		
Issued and outstanding: 250,642,745 shares		
(2012 235,642,745 shares)	250,643	235,643
Common Stock Issuable	255,000	255,000
Additional Paid-in Capital	4,261,547	4,271,548

Deficit Accumulated During the Development Stage	(4,150,984)	(3,969,932)
Total Stockholders Equity (Deficit)	616,206	792,259
Total Liabilities and Stockholders Equity (Deficit)	914,508	1,094,324

(The accompanying notes are an integral part of these financial statements)

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Agent155 Media Corp. (formerly Freshwater Technologies, Inc.)

(A Development Stage Company)

Statements of Operations

(expressed in U.S. dollars)

(unaudited)

	Accumulated from January 21, 2005 (Date of Inception) to June 30, 2013 \$	Three Months Ended June 30, 2013 \$	Three Months Ended June 30, 2012 \$	Six Months Ended June 30, 2013 \$	Six Months Ended June 30, 2012 \$
Revenue					
Expenses					
Amortization of intangible assets	240,492	28,796	28,796	57,275	57,592
General and administrative	1,103,199	33,475	129,620	73,127	197,218
Marketing and Sales	490,200	19,203	128,992	50,651	224,256
Imputed interest (Note 3(b))	121,141				
Professional fees	409,845		3,000		19,000
Total Expenses	2,364,877	81,474	290,408	181,053	498,066
Net Loss From Operations	(2,364,877)	(81,474)	(290,408)	(181,053)	(498,066)
Other Income (Expenses)					
Gain on settlement of debt	99,709				
Accretion of discounts on convertibles (Note 7)	(102,083)				
Net Loss From Continuing Operations	(2,367,251)	(81,474)	(290,408)	(181,053)	(498,066)
Discontinued Operations (Note 9)					
Loss from discontinued operations	(1,789,553)				
Gain on disposal of discontinued operations	5,820				
	(1,783,733)				

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Net Loss	(4,150,984)	(81,474)	(290,408)	(181,053)	(498,066)
Net Loss Per Share Basic and Diluted		(0.00)	(0.00)	(0.00)	(0.00)
Weighted Average Shares Outstanding		250,643,000	235,643,000	250,643,000	235,643,000

(The accompanying notes are an integral part of these financial statements)

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Agent155 Media Corp. (formerly Freshwater Technologies, Inc.)

(A Development Stage Company)

Statements of Cash Flows

(expressed in U.S. dollars)

(unaudited)

	Six Months	Six Months
	Ended	Ended
	June 30,	June 30,
	2013	2012
	\$	\$
Operating Activities		
Net loss from continuing operations	(181,053)	(498,066)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Amortization of intangible assets	57,275	57,592
Non cash consulting costs	122,541	354,694
Changes in operating assets and liabilities:		
Accounts receivable		
Other receivables		
Inventory		
Accounts payable and accrued liabilities	195	35,280
Net Cash Provided (Used) By Operating Activities	(1,042)	(50,500)
Investing Activities		
Financing Activities		
Proceeds from issuance of convertible notes		
Proceeds from Private Placement		50,000
Advances from previous related parties	1,042	500
Repayments to previous related parties		
Net Cash Provided (Used) By Financing Activities	1,042	50,500
Increase in Cash from Continuing Operations		
Cash Beginning of Period		
Cash End of Period		

Non-cash Investing and Financing Activities:

Issuance of shares for note conversion-Asher		20,000
Issuance of shares for convertible debt-other	5,000	106,141
Issuance of shares and shares issuable for consulting contracts	15,000	475,000

Supplemental Disclosures

Interest paid
Income tax paid

(The accompanying notes are an integral part of these financial statements)

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Agent155 Media Corp. (formerly Freshwater Technologies, Inc.)

(A Development Stage Company)

Notes to the Financial Statements (Unaudited)

June 30, 2013

(expressed in U.S. dollars)

(unaudited)

1. Nature of Operations and Continuance of Business

On January 1, 2006 Freshwater Technologies, Inc. (formerly HMI Technologies Inc) (HMI) entered into an Asset Acquisition Agreement to acquire the business of Freshwater Technologies (Freshwater). HMI was incorporated in the State of Nevada, U.S.A. on December 10, 1999. Effective January 1, 2006, the acquisition of the Freshwater business was completed through the issuance of 20,000 restricted shares of common stock, and as a result, the former owners of the Freshwater business owned approximately 79% of the outstanding common stock of HMI. Prior to the acquisition of Freshwater, HMI was a non-operating shell company with nominal net assets. The acquisition was a capital transaction in substance and therefore has been accounted for as a recapitalization, which is outside the scope of Accounting Standards Codification (ASC) 805, *Business Combinations* . Under recapitalization accounting, Freshwater was considered the acquirer for accounting and financial reporting purposes, and acquired the assets and assumed the liabilities of HMI. Assets acquired and liabilities assumed are reported at their historical amounts. These financial statements include the accounts of HMI since the effective date of the recapitalization (January 1, 2006) and the historical accounts of the business of Freshwater since inception (collectively, the Company). Refer to Note 5.

On May 27, 2011, the Company issued 31,250 shares of its common stock to Christopher Martinez in exchange for the acquisition of certain assets owned by Mr. Martinez. In exchange for the assets, the Company completed a 4000:1 reverse stock split, Company name change to Agent155 Media Corp. and the issuance, on July 26, 2011, of 99,968,750 common shares to Christopher Martinez following the reverse stock split.

The Company s principal business now offers models, performers, artists, athletes, musicians, filmmakers and agencies a multimedia content management solution, providing a collaborative forum for the creative world to network and develop. It provides talent agencies, agents, producers, directors, and recording companies a one-stop location to search and view the profiles and work of emerging talent. The Company plans to produce films, music tours, commercials and various events.

The Company is a Development Stage Company, as defined by Financial Accounting Standards Board (FASB) ASC 915, *Development Stage Entities* .

These financial statements have been prepared on a going concern basis, which implies that the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The Company has generated limited revenues to date and has never paid any dividends and is unlikely to pay dividends or generate significant earnings in the immediate or foreseeable future. In order to fund the proposed plan of operations, the Company will require an additional \$1,000,000 to \$1,500,000 in funding through the next twelve month period. As at June 30, 2013, the Company had accumulated losses of \$4,150,984 since inception and a negative working capital of \$298,302. The

continuation of the Company as a going concern is dependent upon the continued financial support from its director and officer, the ability to raise equity or debt financing, and the attainment of profitable operations from the business. 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.

2. Summary of Significant Accounting Policies

a) Basis of Presentation

These financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States, and are expressed in US dollars. The Company's fiscal year-end is December 31.

On July 22, 2011, the Company effected a 4000 to 1 reverse stock-split of its issued and outstanding common stock. The issued and outstanding capital decreased from 386,238,730 shares of common stock to 96,560 shares of common stock. All share and per share amounts have been retroactively restated to reflect the reverse stock-split.

(The accompanying notes are an integral part of these financial statements)

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Agent155 Media Corp. (formerly Freshwater Technologies, Inc.)

(A Development Stage Company)

Notes to the Financial Statements (Unaudited)

June 30, 2013

(expressed in U.S. dollars)

(unaudited)

2. Summary of Significant Accounting Policies (continued)

b) Interim Financial Statements

These interim unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Securities and Exchange Commission (SEC) Form 10-Q. They do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. Therefore, these financial statements should be read in conjunction with the Company s audited financial statements and notes thereto for the year ended December 31, 2010, included in the Company s Annual Report on Form 10-K filed April 15, 2011 with the SEC.

The financial statements included herein are unaudited; however, they contain all normal recurring accruals and adjustments that, in the opinion of management, are necessary to present fairly the Company s financial position at June 30, 2013, and the results of its operations and cash flows for the three-month and six-month periods ended June 30, 2013 and 2012. The results of operations for the period ended June 30, 2013 are not necessarily indicative of the results to be expected for future quarters or the full year.

c) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires 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 revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to provision for uncollectible receivables, valuation of intangible multimedia assets and consulting contracts, donated expenses, fair values of financial instruments and deferred income tax asset valuation allowances. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company s estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

d) Cash and Cash Equivalents

The Company considers all highly liquid instruments with maturity of three months or less at the time of issuance to be cash equivalents. As at June 30, 2013 the Company had no cash equivalents.

e) Basic and Diluted Net Income (Loss) Per Share

The Company computes earnings (loss) per share in accordance with ASC 260, *Earnings per Share*, which requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti dilutive. As at June 30, 2013, the convertible notes payable of \$58,500 could be converted to approximately 5,200,000 common shares.

f) Comprehensive Loss

ASC 220, *Comprehensive Income*, establishes standards for the reporting and display of comprehensive loss and its components in the financial statements. As at June 30, 2013, the Company has no items that represent other comprehensive loss and, therefore, has not included a schedule of other comprehensive loss in the financial statements.

(The accompanying notes are an integral part of these financial statements)

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Agent155 Media Corp. (formerly Freshwater Technologies, Inc.)

(A Development Stage Company)

Notes to the Financial Statements (Unaudited)

June 30, 2013

(expressed in U.S. dollars)

(unaudited)

2. Summary of Significant Accounting Policies (continued)

g) Financial Instruments

Pursuant to ASC 820, *Fair Value Measurements and Disclosures*, and ASC 825, *Financial Instruments*, an entity is required to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value using a hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The hierarchy prioritizes the inputs into three levels that may be used to measure fair value:

Level 1

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The Company's financial instruments consist principally of accounts payable, convertible notes payable and amounts due to former related parties. The fair value of the Company's cash equivalents, when applicable, is determined based on Level 1 inputs, which consist of quoted prices in active markets for identical assets. During the period ended June 30, 2013, the Company valued convertible notes payable based on Level 2 inputs, consisting of model-derived valuations in which significant inputs are derived from observable market data. The Company estimates that the

carrying values of all of its other financial instruments approximate their fair values due to the nature or duration of these instruments.

h) Foreign Currency Translation

The Company's functional and reporting currency is the United States dollar. Monetary assets and liabilities denominated in foreign currencies are translated in accordance with ASC 830, *Foreign Currency Translation Matters*, using the exchange rate prevailing at the balance sheet date. Gains and losses arising on translation or settlement of foreign currency denominated transactions or balances are included in the determination of income. Foreign currency transactions are primarily undertaken in Canadian dollars. The Company has not, to the date of these financial statements, entered into derivative instruments to offset the impact of foreign currency fluctuations.

i) Income Taxes

The Company accounts for income taxes using the asset and liability method in accordance with ASC 740, *Income Taxes*. The asset and liability method provides that deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company records a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized. Potential benefits of income tax losses are not recognized in the accounts until realization is more likely than not. The potential benefits of net operating losses have not been recognized in these financial statements because the Company cannot be assured it is more likely than not it will utilize the net operating losses carried forward in future years.

(The accompanying notes are an integral part of these financial statements)

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Agent155 Media Corp. (formerly Freshwater Technologies, Inc.)

(A Development Stage Company)

Notes to the Financial Statements (Unaudited)

June 30, 2013

(expressed in U.S. dollars)

(unaudited)

2. Summary of Significant Accounting Policies (continued)

j) Revenue Recognition

The Company recognizes revenue in accordance with ASC 605, *Revenue Recognition*, and SAB 104. The Company evaluates the collectibility of accounts receivable based on a combination of factors. In cases where the Company is aware of circumstances that may impair a specific customer's ability to meet its financial obligations subsequent to the original sale, the Company will record an allowance against amounts due, and thereby reduce the net recognized receivable to the amount the Company reasonably believes will be collected. For all other customers, the Company recognizes allowances for doubtful accounts based on the length of time the receivables are past due, the current business environment and the Company's historical experience. On June 3, 2011, the Company sold all of its water business related assets and liabilities at a net gain of \$5,820 (Note 9).

k) Stock-based Compensation

The Company accounts for share-based payments in accordance with ASC 718, *Compensation - Stock Based Compensation*. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. The Company has not issued any stock options since its inception.

m) Intangible Assets-MultiMedia

Intangible assets-multimedia represent costs incurred to acquire multimedia assets from Christopher Martinez including codes, multimedia content, intangible assets and computer servers owned by Mr. Martinez. The useful life of the multimedia intangible assets acquired was estimated by management to be ten years from the date of the Agreement to acquire the assets, June 1, 2011. Amortization is provided on a straight-line basis over the estimated useful life. During the six months ended June 30, 2013, the Company recognized \$57,275 in amortization expense in relation to these assets as compared to \$57,592 amortization expense for the six months ended June 30, 2012.

n) Recently Issued Accounting Pronouncements

In January 2010, the FASB issued Accounting Standards Update (ASU) No. 2010-06, *Improving Disclosures about Fair Value Measurements* , which amends the ASC Topic 820, *Fair Value Measurements and Disclosures* . ASU No. 2010-06 amends the ASC to require disclosure of transfers into and out of Level 1 and Level 2 fair value measurements, and also requires more detailed disclosure about the activity within Level 3 fair value measurements. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures concerning purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The adoption of this amendment did not have a material effect on the Company's financial statements. The Company has implemented all other new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

3. Related Party Transactions

- a) The Company entered into consulting agreements with the former President and former CFO of the Company. Under these agreements, both the former President and former CFO receive \$3,000 per month commencing June 1, 2006 and expiring December 31, 2011. The former President and former CEO of the Company agreed to terminate these consulting agreements effective April 1, 2011.

- b) As at June 30, 2013, the Company was indebted to former related parties of the Company for \$2,148 (December 31, 2012 - \$6,106). These amounts are non-interest bearing, unsecured, and have no specific terms for repayment.

(The accompanying notes are an integral part of these financial statements)

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Agent155 Media Corp. (formerly Freshwater Technologies, Inc.)

(A Development Stage Company)

Notes to the Financial Statements (Unaudited)

June 30, 2013

(expressed in U.S. dollars)

(unaudited)

3. Related Party Transactions (continued)