

FINDEX COM INC
Form 10-K
April 14, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

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

For the fiscal year ended December 31, 2015

OR

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

For the transition period for _____ to _____

Commission file number: 0-29963

FINDEX.COM, INC.

(Exact name of registrant as specified in its charter)

Nevada	88-0379462
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1313 South Killian Drive, Lake Park, Florida	33403
(Address of principal executive offices)	(Zip Code)

(561) 328-6488

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: Common Stock, \$.001 par value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Edgar Filing: FINDEX COM INC - Form 10-K

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. **Yes No**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities 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 Website, 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). **Yes No**

As of June 30, 2015, the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the average of the closing bid and asked prices on such date was approximately \$1,887,000.

APPLICABLE ONLY TO REGISTRANTS INVOLVED IN BANKRUPTCY

PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. **Yes No**

APPLICABLE ONLY TO CORPORATE REGISTRANTS

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

At April 14, 2016, the registrant had outstanding 476,783,564 shares of common stock, of which there is only a single class.

TABLE OF CONTENTS

	Page Number
<u>PART I</u>	
<u>Item 1. Business.</u>	1
<u>Item 1A. Risk Factors.</u>	15
<u>Item 1B. Unresolved Staff Comments.</u>	34
<u>Item 2. Properties.</u>	34
<u>Item 3. Legal Proceedings.</u>	34
<u>Item 4. Mine Safety Disclosures.</u>	34
<u>PART II</u>	
<u>Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.</u>	35
<u>Item 6. Selected Financial Data.</u>	36
<u>Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.</u>	37
<u>Item 7A. Quantitative and Qualitative Disclosures About Market Risk.</u>	45
<u>Item 8. Consolidated Financial Statements and Supplementary Data.</u>	F-1
<u>Item 9. Changes In and Disagreements With Accountants on Accounting and Financial Disclosure.</u>	46
<u>Item 9A(T). Controls and Procedures.</u>	46
<u>Item 9B. Other Information.</u>	46
<u>PART III</u>	
<u>Item 10. Directors, Executive Officers and Corporate Governance.</u>	47
<u>Item 11. Executive Compensation.</u>	49
<u>Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.</u>	51
<u>Item 13. Certain Relationships and Related Transactions, and Director Independence.</u>	52
<u>Item 14. Principal Accounting Fees and Services.</u>	53
<u>PART IV</u>	
<u>Item 15. Exhibits, Financial Statement Schedules.</u>	54

Table of Contents

PART I

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This annual report on Form 10-K, press releases and certain information provided periodically in writing or verbally by our officers or our agents contain statements which constitute forward-looking statements. The words “may”, “would”, “could”, “will”, “expect”, “estimate”, “anticipate”, “believe”, “intend”, “plan”, “goal”, and similar expressions and variations thereof are intended to specifically identify forward-looking statements. These statements appear in a number of places in this Form 10-K and include all statements that are not statements of historical fact regarding the intent, belief or current expectations of us, our directors or our officers, with respect to, among other things: (i) our liquidity and capital resources, (ii) our financing opportunities and plans, (iii) our ability to attract customers to generate revenues, (iv) competition in our business segment, (v) market and other trends affecting our future financial condition or results of operations, (vi) our growth strategy and operating strategy, and (vii) the declaration and/or payment of dividends.

Investors and prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those projected in the forward-looking statements as a result of various factors. Factors that might cause such differences include, among others, those set forth in Part II, Item 7 of this annual report on Form 10-K, entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, and including without limitation the “Risk Factors” section contained in Part I, Item 1A. Except as required by law, we undertake no obligation to update any of the forward-looking statements in this annual report on Form 10-K after the date hereof.

Readers of this annual report on Form 10-K should note that, in order to provide materially relevant disclosure regarding certain of Findex’s historical, operational expenses not otherwise appropriately accounted for in our consolidated financial statements given the applied accounting treatment described elsewhere in this annual report on Form 10-K, certain disclosure is contained in the text of this report relating to such expenses, including *e.g.* executive compensation, director compensation, and audit fees, that does not numerically align with the corresponding figures contained in our consolidated financial statements.

ITEM 1. BUSINESS.

OVERVIEW

Findex.com, Inc.'s ("Findex," the "Company," "we," "us," or "our") headquarters and operations are based in Lake Park, Florida. Other than two legacy businesses neither of which were material to our results of operations for the year ended December 31, 2015, we are a developer, manufacturer, and marketer of a proprietary line of specialty industrial glass-based smart surface coatings materials that have a broad range of industrial, commercial, and consumer applications. Our line of products center around a U.S. patented technology that, either on its own or when coupled with any of an array of available proprietary formula additives, offers a unique combination of beneficial surface properties that allow for a broad array of multi-surface and end-product applications. Among others, such applications include:

- Heavy machinery, equipment and infrastructure throughout each of the oil and gas, and mining industries
- Marine industry, vessels and infrastructure
- Industrial HVAC equipment, commercial refrigeration systems, and power generators
- Energy production equipment, including solar and wind
- Hardscapes

Corporate Formation, Legacy & Subsidiaries

We were incorporated in the State of Nevada on November 7, 1997 as EJH Entertainment, Inc. On December 4, 1997, a predecessor corporation with the same name as our own but domiciled in Idaho was merged with and into us. Although the predecessor Idaho corporation was without material assets or operations as of the time of the merger, since being organized in 1968, it had historically been involved in mining and entertainment businesses unrelated to our current business.

Table of Contents

Beginning in 1997, and although we were not then a reporting company under the Securities Exchange Act, our common stock was quoted on the OTC Bulletin Board (originally under the symbol “TIXX”, which was later changed to “TIXXD”). On May 13, 1999, we changed our name to FINdex.com, Inc. On March 7, 2000, in an effort to satisfy a then recently imposed NASD Rule eligibility requirement that companies quoted on the OTC Bulletin Board be fully reporting under the Securities Exchange Act (thereby requiring recently audited financial statements) and current in their filing obligations, we acquired, as part of a share exchange in which we issued 150,000 shares of our common stock, all of the outstanding capital stock of Reagan Holdings, Inc., a Delaware corporation. At the time of this transaction, Reagan Holdings was subject to the requirements of having to file reports pursuant to Section 13 of the Securities Exchange Act, had recently audited financial statements and was current in its reporting obligations. Having no operations, employees, revenues or other business plan at the time, however, it was a public shell company. As a result of this transaction, Reagan Holdings, Inc. became our wholly owned subsidiary and we became the successor issuer to Reagan Holdings for reporting purposes pursuant to Rule 12g-3 of the Securities Exchange Act. Shortly thereafter, we changed our stock symbol to “FIND”. Though it does not currently have any operations, employees, or revenues, Reagan Holdings remains our wholly owned subsidiary.

In addition to Reagan Holdings, we also have one other wholly owned subsidiary, Findex.com, Inc. (*i.e.* the same name as our own), a Delaware corporation. Like Reagan Holdings, this entity, too, does not currently have any operations, employees, or revenues. This subsidiary resulted from an acquisition on April 30, 1999 pursuant to which we acquired all of the issued and outstanding capital stock of FINdex Acquisition Corp., a Delaware corporation, from its then stockholders in exchange for 4,700,000 shares of our common stock, which, immediately following the transaction, represented 55% of our total outstanding common stock. Our purpose for this acquisition (under a previous management) was to broaden our then-existing stockholder base, an important factor in our effort to develop a strong market for our common stock. On May 12, 1999, in exchange for the issuance of 457,625 shares of FINdex Acquisition Corp. common stock, FINdex.com, Inc., another Delaware corporation (originally incorporated in December 1995 as FinSource, Ltd.), was merged with and into FINdex Acquisition Corp., with FINdex Acquisition Corp. remaining as the surviving entity. Our purpose for this merger (under a previous management) was to acquire a proprietary financial information search engine for the Internet which was to serve as the cornerstone for a Web-based development-stage business, but which has since been abandoned. As part of the certificate of merger relating to this transaction, FINdex Acquisition Corp. changed its name to FINdex.com, Inc. We currently own 4,700,000 shares of FINdex.com, Inc. (the Delaware corporation), representing 100% of its total outstanding common stock.

On July 23, 2014, we merged with EcoSmart Surface & Coating Technologies, Inc., a Florida corporation (“EcoSmart Florida”). Because, for accounting purposes, this merger was treated in accordance with ASC 805-40, *Reverse Acquisitions*, and Findex was recognized as the accounting acquiree in relation thereto with EcoSmart Florida as the accounting acquirer, our consolidated financial statements for the reporting period from January 1, 2013 through July 23, 2014 were those of EcoSmart Florida, not the enterprise historically recognized as Findex. Accordingly, our consolidated financial statements for the periods since July 24, 2014, the day after which the merger was consummated, recognize Findex and EcoSmart Florida as a single operating enterprise and entity for accounting and reporting purposes, albeit with a carryover capital structure inherited from Findex (attributable to the legal structure of the transaction). Readers of this annual report on Form 10-K should note that, in order to provide materially relevant disclosure regarding certain of Findex’s historical, operational expenses not otherwise appropriately accounted for in our consolidated financial statements given the applied accounting treatment described herein, certain disclosure is contained in the text of this report relating to such expenses, including *e.g.* executive compensation, director

compensation, and audit fees, that does not numerically align with the corresponding figures contained in our consolidated financial statements.

-2-

Table of Contents

Prior to the merger with EcoSmart Florida, and since 1999, our business had been developing, publishing, marketing, distributing and direct-selling off-the-shelf consumer and organizational software products for the Windows platform. Following divestitures of two software titles which had consistently accounted for the overwhelming majority of our revenues while owned by us, including our Membership Plus product line, which we sold in late 2007, and our flagship QuickVerse product line, which we sold during 2011, and title acquisitions during the same period that, in the aggregate, had been relatively insignificant in offsetting the loss of revenues associated with those major divestitures, our continuing operations, while not nominal, had been very limited and insubstantial in terms of revenue, both relative to what they had been prior thereto and by any appropriate standalone measure. Specifically, our operations immediately prior to the merger with EcoSmart Florida consisted exclusively of those relating to the FormTool line of products which we acquired in February 2008, as well as two language tutorial products, which were retained after the sale of the QuickVerse product line. Due to a continuing lack of capital over a number of years, we were unable to meaningfully grow the FormTool line and develop related products, and our business and financial prospects became increasingly challenged. Since the merger with EcoSmart Florida, our primary focus has shifted away from the continued development of our FormTool line and much more intently in the direction of our surfaces and coatings business, where we believe the opportunities for our future growth are greater and have significantly more to offer economically.

In its most recent corporate form, EcoSmart Florida was organized in 2012. The patents and other intellectual property forming the foundation of the EcoSmart business were originally developed during a preceding period dating back to 2003 in which it was operated by the developers of the Company's technologies as Surface Modification Technologies, Inc. ("SMT"), a Florida corporation, and EcoSmart, LLC, a Florida limited liability company, which were sold together to The Renewable Corporation, a Florida based company with its common stock then traded in the over-the-counter market ("TRC") in 2012. On January 20, 2012, EcoSmart Coating Technologies, Inc., a Florida corporation, was organized as a wholly-owned subsidiary of TRC. Simultaneously, EcoSmart Surface Technologies, Inc., also a Florida corporation, was formed as a wholly-owned subsidiary of TRC. With common ownership by TRC, the assets of each of SMT and EcoSmart, LLC were thereafter transferred in part to EcoSmart Coating Technologies, Inc. with the remainder to EcoSmart Surface Technologies, Inc. On September 18, 2012, EcoSmart Surface Technologies, Inc. changed its name to EcoSmart Surface & Coating Technologies, Inc. On October 19, 2012, EcoSmart Coating Technologies, Inc. was merged with and into EcoSmart Surface & Coating Technologies, Inc., leaving EcoSmart Surface & Coating Technologies, Inc. as the surviving corporation.

PRODUCTS, APPLICATIONS, AND MARKETS

The surface is an integral aspect of virtually every physical object and often plays a fundamental role in many of the processes -- beyond mere connectivity and structural support -- that govern chemical and biological interactions involving the object. In some instances, the surface serves to protect the internal elements of the object that it surrounds; in others, it provides an entry point into those chemical or biological systems. In most, combinations of these attributes are present, and the potential variations are both vast in number and complex in structure.

Our coatings business produces, markets, and distributes a line of effectively invisible glass-based specialty coatings – “smart surfaces” – that have a wide range of industrial, commercial, and household applications that add a competitive advantage to a given product or surface through a variety of protective and other features. Conventional coatings, which are bonded by mechanical means to whatever surface they are applied to, tend to fail, ultimately, in the bonding to the substrate, typically due to poor surface preparation or variation of temperature exposures. Uniquely, our coatings products consist of inorganic and organic combinatorial chemistry that causes them to bond chemically with the substrate, whether metal, cement-based, or organic (*e.g.* plastics). By utilizing covalent bonding that penetrates into the substrate and reacts directly with the free ion within, the otherwise resulting disbondment is avoided. The result is a much longer lasting and stronger coating, and, in turn, a longer life for the substrate that has been treated.

With an addition of only 50 millionths to 2 thousandths of an inch in surface thickness (depending on which product is used), no loss of either hardness, on the one hand, or pliability, on the other, and no reduction in photon (light) penetration, our patented platform technology, either on its own or when coupled with any of an array of available proprietary formula additives, offers the following unique combination of beneficial protective, maintenance-reducing, performance-enhancing and cosmetically-enhancing properties to most surfaces, including metals, plastics, paints, fabrics, vinyl, wood, masonry, or concrete, in each case without regard to temperature, climate or most other environmental conditions, without hazard to either human, animal or plant health/life, and for a period of up to as many as approximately 15-20 years:

Table of Contents

Protective Benefits

Against Physical Surface Damage

Resistant to Abrasion / Scratching
Resistance to Corrosion
Resistant to Oxidation
Resistant to (Effects of) Weather / Elements
Resistant to (Effects of) UV
Resistant to (Effects of) All But Most Extreme Alkaline or Acidic Chemicals
Resistance to (Effects of) Acid Rain
Resistance to (Effects of) Guano (excrement of birds, bats, seals, etc.)
Resistance to Termite Infestation

*Against Surface Appearance /
Cosmetic Degradation*

Resistant to Dust / Dirt / Grime
Resistant to Staining
Resistant to Color Fading
Resistant to Fingerprints
Resistant to Marking / Graffiti
Oleophobic (Oil-Repellent)

Against Human Health Risks / Contagion

Resistant to Bacterial Growth / Germs (sometimes referred to as “Self-Sterilizing”)
Resistant to Mold / Fungal Spore Growth
Resistant to Small and Large Viruses

*Against Human Physical / Safety
Risks*

Slip-Resistant When Wet

Maintenance-Reducing Benefits (sometimes referred to as “Self-Cleaning” attributes)

Hydrophobic (Water-Repellent)
Oleophobic (Oil-Repellent)
Resistant to Dust / Dirt / Grime
Rinses Cleans with Only Water and/or Mild Detergent

Performance-Enhancing Benefits

Improved Hydrodynamics / Drag Reduction / Fuel Efficiency
Improved Aerodynamics / Drag Reduction / Fuel Efficiency
Energy Efficiency

Cosmetically-Enhancing Benefits

Enhanced Color Clarity

Enhanced Gloss / Sheen
Enhanced Reflection

With the extraordinary array of beneficial properties identified above, certain but not all of which have been independently lab-tested and verified, the range of potential applications of our specialty coatings is notably far-reaching, spanning across numerous industrial, commercial, and consumer segments. While we are currently focusing our pursuit on only several of these potential applications, and there can be no assurance that we will ever pursue any one or more of the others, we have identified the following as potential markets, among others, to be explored and possibly pursued over time:

residential, commercial, and industrial building / construction	automotive / auto body
interior and exterior flooring and tiling / pavers	motorcycles and ATVs
sewage infrastructure, highways, bridges	boats, jet-skis and snowmobiles
oil & gas drilling / production equipment	windshields
solar panels, reflectors and heliostats	bathroom fixtures
wind turbines	kitchen countertops and cabinetry
HVAC / commercial refrigeration systems	swimming pools and hot-tubs / jacuzzis
desalination and potable water systems	outdoor home decking
aircraft / drones	patio furnishings

Table of Contents

military equipment and weapons systems	outdoor cooking hardware
spacecraft / satellites / space-stations	outdoor lighting systems
passenger cruise ships	kitchen and other household appliances
railroad / monorail	telescopic equipment
medical equipment, operating environments and implant devices	sunglasses
biometric and other security devices	water/snow skis, surf boards, and other sporting goods
industrial machinery and robotics	protective helmets and sporting gear
telecommunications hardware	playground equipment / apparatus
textiles	camping equipment
smart-phones and tablets	home furnishings, picture frames and decorative items

To date, we have not commissioned or otherwise undertaken or obtained any comprehensive market study in respect of any one or more of the above-listed potential product applications. Our immediate-term focus is on the following five, unrelated applications, each of which has been selected based on our combined assessment of (i) the relative size, age and projected growth trend of the subject market, (ii) experience, observational/anecdotal intelligence, and testing results previously obtained in relation to the application, (iii) the relative strength of the value proposition to prospective customers, (iv) the comparative time-to-market, (v) the comparative cost-to-market coupled with existing industry relationships and available resources, (vi) the relative geographic accessibility of the market, (vii) the seasonality of the market, if any, (viii) the relative barriers-to-entry within the market, (ix) the relative, projected length of the particular sales cycle, (x) the projected gross profit margins, (xi) both the presence within the subject market, together with the relative quality, of competitive products, and (xii) the relative size and strength of the individual competitors:

Hardscape. This is the market segment defined by us to include applications involving surfaces consisting of pavers, poured and stamped concrete, natural stone, brick, and ceramic tile. It has been targeted based on a combination of all of the factors identified above, with a particular emphasis on (i) geographic accessibility to the regional market of South Florida, in which the Company maintains its executive offices and principal operations, and (ii) relative ease of installation. At a competitive price point, our products offer this market a high-grade, functional alternative to comparatively under-performing water-based hardscape sealants, and one with numerous unique, secondary benefits. The marketing and sales strategy being applied by us is a dual-pronged approach aimed at manufacturers of primary materials, on the one hand, and contractor-installers, on the other. Able to rely for showcasing purposes on a major installation involving 310,000 square feet of pavers at the Palm Beach Outlet Mall in West Palm Beach, Fl., we believes we are poised for an aggressive roll-out in the hardscape arena.

Solar Panels, Reflectors and Heliostats. This is the alternative energy production and related hardware application market segment consisting of photovoltaic (PV) solar panel modules, reflectors, and heliostats (computer-controlled, curved mirrors which concentrate the sun’s rays and keep them reflected on a target as the sun moves across the sky) in relation to which the value-proposition associated with our product offerings arise out of the “self-cleaning” attributes they afford. Because of the economic importance in maximizing the capture of incoming photons for energy conversion output, insuring the consistent cleanliness of solar panels has become an increasingly high priority

and a continuing challenge throughout the industry, and the worldwide demand for coatings with efficiently “self-cleaning” properties – such as those produced by us, which do not come at the expense of the optical properties of high transmission (in the PV modules) or high reflectance (in the heliostats) – is growing rapidly. In its earliest stages of market entrance, but driving the forefront, we are currently targeting both domestic and foreign PV panel manufacturers as well as operators of distributed solar energy farms. In respect of both groups, and though there can be no assurance, we seek to build our business through the securing of long-term, ongoing supply contracts. We are aggressively targeting this application based on a combination of all of the factors identified above, including most notably the relative newness and projected growth rate of the developing market. Recently conducted initial field tests utilizing our product, moreover, have been promising, showing in excess of a 30% increase in efficiency over uncoated PV array panels due primarily to increased cleanliness.

-5-

Table of Contents

Oil, Gas, and Mining. This is the market segment application surrounding a vast array of opportunities to sell certain of our coatings to prevent rust, oxidation, corrosion and abrasion breakdown in the oil, gas and mining industries. We believe our coatings could result in unimaginable savings in maintenance costs as well as extending the life of equipment, tools and infrastructure used in these highly corrosive environments. For instance, our coatings could be used as protective pipe linings, protective coating on micro-turbines, hydraulic systems, fleet vehicles, rail cars, shipping containers, storage tanks, cargo vessels as well as general infrastructure. According to recent industry reports, and with industrial coatings generally comprising more than approximately a third of the worldwide aggregate coatings market, the oil and gas segment is one seen as holding the greatest growth potential. Based on the preliminary results of early-stage field and lab tests being conducted by prospective customers, and though there can be no assurance, management believes the effectiveness of its products for this purpose is already higher than many competing products, and that the market and demand for these products is potentially very significant. We are aggressively targeting this application based on a combination of all of the factors identified above, and, to date, we have been pursuing potential distribution opportunities through select industry operators.

HVAC / Commercial Refrigeration Systems. This is the market segment application consisting of coatings for HVAC and commercial refrigeration systems intended to serve as protection from corrosion, including in salt water, acid, alkaline and chemical environments, and from clogging by particles of mold, pollen, dust, and soot. Testing in this area has shown that there is a significant efficiency loss factor on HVAC units due to natural oxidation and the restricted airflow caused by dirt that collects on the condenser coils. With a product that repels moisture and contaminants, offers increased operating/energy efficiency of 12-15% over the life of a subject condensing unit, and substantially reduced cleaning requirements generally, management believes a significant opportunity exists for us within this market. Accordingly, we have targeted this application based on a combination of all of the factors identified above and are currently in the process of developing a strategic marketing plan aimed at this segment.

Marine Industry. This is the market segment defined by us to include applications involving surfaces both above and below the water line existing on boats, yachts, ships, commercial vessels, sailing vessels, floating and fixed docks and ocean based platforms. The environmental conditions for all of the above items are extremely harsh whether it is the salt air or salt water. We believe our coatings in this market segment can prohibit the growth of barnacles and algae as well provide a decrease in hydrodynamic friction resulting in an increase of flow through the water by as much as 35%. Based on the preliminary results of prospective customer field and lab tests, and though there can be no assurance, management believes the quality and price of its products for this purpose is better than many alternatives already widely available, and that the market and demand for these products is potentially material. We are aggressively targeting this application based on a combination of all of the factors identified above, and, to date, we have been pursuing potential distribution opportunities through select industry operators.

In general, though not necessarily across all segments, we intend to pursue a strategic approach to identify market opportunities that rely on master distribution arrangements within individual product/application industry verticals. An emphasis is being made in the immediate-term on the establishment of such master distribution relationships holding what management believes to be an industrial customer-base with the greatest potential likelihood of benefitting without a significant lag-time by incorporating the specialty smart coatings as a product upgrade to their respective current offerings.

Table of Contents

For purposes of development, competitive analysis, and prioritizing sales initiatives and resource deployment, we view our specialty coatings business in terms of numerous individual markets identified in each case by reference to the particular combination of our product, on the one hand, and targeted surface and application, on the other. While our complete line of individual specialty coatings products includes more than fifteen separate formulations, the following list identifies some of our principal products, by name, together with their respective primary targeted surfaces and application categories, as well certain information in each case relating to their unique benefits in relation to the target application:

Product Name: *ECT-1110 Interior Coating*
 Primary Targeted Surfaces: indoor tile, masonry, paint, cement, plastics, fabric, flame-exposed, cryogenic
 Primary Target Application: interior flooring and tiling
 Categories:
 Featured Properties For Target Application: hydrophobic (water-repellent) and oleophobic (oil-repellent); slip-resistant when wet; protective barrier at all temperatures resistant to abrasion/scratching, corrosion, oxidation, microbials, (effects of) weather/elements, UV, guano, acid rain, staining, color fading, mold/fungal spore growth

* * *

Product Name: *ECT-1120 General Purpose Polyurethane Coating*
 Primary Targeted Surfaces: ceramic floor tile, terrazzo, granite
 Primary Target Application Categories: interior and exterior flooring and tiling / pavers
 Featured Properties For Target Application: water-based low VOC (volatile organic compound); extreme chemical-resistance; available with anti-slip additives; single coat potentially equivalent to three coats of competitive product in terms of physical performance.

* * *

Product Name: *ECT-1390 HVAC Corrosion Energy Coating*
 Primary Targeted Surfaces: all surfaces of condensing unit, including coils, copper lines, compressor and cabinet
 Primary Target Application Categories: HVAC and refrigeration condensing units, micro turbines and other equipment on oil rigs

Edgar Filing: FINDEX COM INC - Form 10-K

Featured Properties For Target Application: “glassifying surface treatment”; condensing unit protection from corrosion, including in salt water, acid, alkaline and chemical environments; protection from clogging by particles of mold, pollen, dust, and soot; increased operating/energy efficiency of 12-15% over life of condensing unit; reduced cleaning requirements generally, and condensing units easily cleaned with only water and/or mild soap eliminating need for caustic coil cleaners; reduced maintenance for cooling towers and chiller barrels

* * *

Product Name: *ECT-1000 Universal Micro-Coating*

Primary

Targeted Surfaces: glass, mirrors, fiberglass, paints, plastics, metals, fabrics, granites

Primary Target

Application Categories: automotive/motorcycle/marine interior and exteriors, countertops, sunglasses, surfboards, water and snow skis

Featured Properties For Target Application: ultra-thin (50 millionths of an inch) gasified glass layer version of ECT-1000 that be easily applied directly by consumers and last for 6-8 months; hydrophobic (water-repellent) and oleophobic (oil-repellent); repels dirt and dust, including brake dust; exceptional clarity on glass and mirrors by filling in microscopic voids in the surface (tests conducted by the Ford Motor Company showed improvement in the “Distinction of Image” measurement (clarity of a glossy surface) of 10% on new, and 20% on old, automotive paint); protective barrier at all temperatures resistant to abrasion/scratching, corrosion, oxidation, microbials, (effects of) weather/elements, UV, guano, acid rain, acid damage from insects, staining, color fading, mold/fungal spore growth

* * *

Table of Contents

Product Name:	<i>ECT-1470 Hardscape Coating</i>
Primary Targeted Surfaces:	pavers, concrete, roofing tile, ceramic tile, and other porous surfaces
Primary Target Application Categories:	floors, walls, decorative panels, swimming pools
Featured Properties For Target Application:	able to be applied in heavy coats; protective against staining, chemicals, UV fading, slipping; “self-cleaning”

The most unique feature shared by our coatings, and the specific focal point of a patent held by us and considered by management to be the centerpiece of our smart surface technology, is the positive surface charge they possess once applied. It is this positive surface charge that is responsible for their most unique and valuable properties identified above, including the hydrophobicity, oleophobicity, microbial and fungal resistance, dust-repellance, and the enhanced aerodynamics and hydrodynamics.

Hydrophobicity is a term largely unfamiliar to many outside scientific circles, but that describes a quality with which most everybody has a basic familiarity. Surfaces may be characterized as either *hydrophilic* or *hydrophobic* depending on whether or not they attract or repel water or other water-based liquids. Hydrophilic and hydrophobic surfaces are abundant in both nature as well as in synthetic materials, and they exist both organically and inorganically in terms of chemical composition. A *hydrophilic* surface can be wet and may adsorb water; a hydrophobic surface cannot and will not – it is compositionally incapable of becoming wet. An example of a hydrophilic surface encountered routinely in daily life are sponges, which, of course, readily soak up whatever water with which they come into contact, at least to the point of saturation. *Hydrophobic* materials and coatings, by contrast, prevent water from pooling on their surfaces. In scientific terms, hydrophobicity is caused by surfaces that disrupt the hydrogen bonding in water; so as to minimize the disruption in its molecular makeup, the water droplet pushes itself away from the surface to minimize its contact area, thus becoming very tightly bound. Hydrophobic materials are generally easy to identify because water forms into droplets upon contact with them after which they tend to roll around freely, like marbles on a flat Formica countertop, as occurs commonly on the freshly waxed exterior of a car or recently cleaned windshield with new wiper blades. The more hydrophobic the material (all the way up to and including so-called “*superhydrophobic*” surfaces), the stronger this effect, until the water effectively floats or skims across the surface with what amounts to very low friction. Naturally occurring hydrophobic surfaces include many species of plant leaves and flower petals, as well as many types of bird feathers and the outer body parts of a variety of insects; the lotus leaf is among the most hydrophobic of naturally occurring hydrophobic surfaces. Synthetic hydrophobic surfaces include such household-name brands as Scotchgard™ treated fabric, Teflon® coated metal, or Rain-X® coated glass.

Oleophobicity is a property very comparable to hydrophobicity, but it relates to oil-repellancy, not water-repellancy. There are important technical differences, but, for practical and basic observational purposes, they are very similar.

In terms of chemistry, our platform smart surface, and the coating variations identified above that it serves as a basis for, are inorganic, formed as they are of chemically “grown” glass. The process by which they form upon application can be likened to the process, witnessed by many daily in science classrooms, labs, or at home with popular science kits, whereby quartz crystals are effectively “grown” in a solution. This is important because it results in the

establishment of a uniquely firm chemical bond between the coating and the surface, far stronger than would exist through either a mechanical or light bonding (the traditional alternatives), fundamentally setting the coatings apart from most others. When coupled with the unusually thin layer they inhabit – approximately 50 millionths to 1-2 thousandths of an inch – the combination of properties leaves them notably flexible, permitting their use in connection with such items as fabrics, plastics, and pliable floor-boards, yet hard, durable, and resilient, particularly when refined with select additives.

Table of Contents

The additives used in our various coating formulations available to customers fall into three basic categories. In the first category are color tints, which, in recent years, have seen major technology advancements in terms of durability, variety and depth of color, reflectivity, and fade-resistance. Through developing strategic relationships, we have available to us a wide range of the most advanced offerings in this regard. In the second category are additives intended to provide increased hardness and wear-resistance. Here, too, we have access to what we believe are some of the most superior materials available. In the third category, EPA approved “on-contact” mechanical microbial germ and virus so-called “quat” (industrial and commercial quaternary ammonium) killers – that works in such a way as to prohibit the mutation of microbials which can otherwise become resistant over time to chemical kill mechanisms, such as antibiotics – capable of fortifying any of our coatings with additional protection against bacteria and relatively large viruses/microbials, including, for example, Methicillin-resistant Staphylococcus Aureus (more commonly known as “MRSA), Clostridium difficile bacterial infection (more commonly known as “C-diff”), and Influenza A virus subtype H1N1 (more commonly known as “H1N1” or “Swine Flu”). By combining our coatings – which, based on their positive surface charge, already powerfully discourage the growth of many of the smaller, more common viruses which can exist between active elements of existing “on-contact” killers (such as the Norovirus, for example, a concern long plaguing the vacation cruise ship industry) – with a quat and certain other additives available to us, a unique, broader spectrum of microbial protection is afforded, un-matched, in the belief of the Company’s management, by any other product in anti-microbial effectiveness.

LONG-TERM STRATEGIC DIRECTION

Although there can be no assurance, over time, we intend to progress in the strategic direction of becoming a leading research-oriented high-tech specialty “smart-surface” materials development and licensing company centered around a highly qualified research team and state-of-the-art research lab and applying a combination of organic and inorganic chemistries, materials science engineering, and nanotechnology. We currently have expertise and capabilities in each of these areas.

Organic chemistry is a chemistry sub-discipline involving the scientific study of the structure, properties, and reactions of organic compounds and organic materials (i.e., matter in its various forms that contain carbon atoms). Inorganic chemistry, by contrast, refers to the chemistry sub-discipline aimed at understanding the synthesis and behavior of inorganic and organometallic compounds, generally focused on the silicon atom. Nanotechnology is the creation of functional materials, devices and systems through control of matter (atoms and molecules) on the nanometer length scale (1-100 nanometers), and exploitation of novel phenomena and properties (physical, chemical, biological, mechanical, electrical) at that length scale. Materials science engineering has as its focus the development of new products based on materials whose properties and behavior are controlled at the micrometer and nanometer scales, and through microfabrication technologies.

MANUFACTURING AND FULFILLMENT

We currently conduct all manufacturing and fulfillment operations on our own at our facility in Lake Park, FL. Though output capacity is only approximately 150 gallons per day currently, we intend to approximately double that in-house capacity in the near future, subject to having available to it the capital investment requirements. Management is additionally in the process of negotiating a higher volume, ISO-quality toll manufacturing arrangements with reputable contract manufacturers which, once finalized, are expected to be relied upon by us for production of higher sales volume products. In both cases, the manufacturing process is comprised largely of combining and blending raw materials and chemicals, including additives, in each case consistent with our proprietary formulations, and bottling of final product into labeled, quart and gallon containers. In general, on-hand inventory is kept to a minimum and built up based on forecasted near-term sales.

Backlog

In general, we do not manufacture our products against a backlog of orders and do not consider backlog to be a significant indicator of the level of future sales activity. Production and inventory levels are based on the level of incoming orders as well as projections of future demand. Accordingly, we do not believe that backlog information is material to an understanding of our overall business and should not be considered a reliable indicator of our ability to achieve any particular level of revenue or other metric of financial performance.

Table of Contents

Product Returns Policies and Warranties

Our product returns policies and warranties differ materially based on the type of surface to which our products are being applied as well as the anticipated performance life of the particular product.

In general, we maintain a consistent return policy relative to any products in relation to which there is either no associated installation or, if there is an installation involved, it is one that we have no participation in or responsibility for (as may be the case in relation to our paver application specialty coating products). The policy under such circumstances requires that the subject products be returned unopened within no more than 30 days of purchase, and that all shipping charges associated with the return be borne by the customer, together with a re-stocking fee equal to 10% of the corresponding purchase price unless the return is received in the form of purchase credit. For a period of up to five years from purchase, a warranty is extended in such cases to customers relative to both the chemical integrity (as represented upon sale) and the performance integrity of the coatings based on the specific characteristics of the subject product and application, and the corresponding representations made by the Company in relation thereto.

Our returns policies and product warranties are general policies and warranties and are subject to change in relation to any particular sale. Further, the general policies and warranties themselves are subject to change from time to time and are likely to evolve as our operations and revenues develop.

SIGNIFICANT CUSTOMERS AND VENDORS

During the years ended December 31, 2015 and 2014, we generated a significant portion of our revenues from certain customers as follows:

Customer	% of Total Revenues	
	2015	2014
PCS Phosphate Company Inc.	32.85%	29.47%
Superior Surfaces	12.72%	1.53%

For the year ended December 31, 2015, our revenues were approximately 93% attributable to sales within the specialty coatings division and approximately 7% attributable to sales within the software division. In the future, the Company anticipates that the majority of its revenues will be derived from the specialty coatings division.

During the years ended December 31, 2015 and 2014, our significant product and chemical raw material purchases were as follows:

	% to Total Products	
	2015	2014
Vendor A	46.40%	29.27%
Vendor B	17.43%	18.08%
Vendor C	16.94%	---

We currently have no long-term written agreements with any of these vendors. The payment terms are generally net 30 days, and we are not substantially dependent upon any one or more of them; all are easily replaceable with any locally or nationally available supplier.

RESEARCH AND DEVELOPMENT

Though a substantial and growing percentage of our operating expense, our research and development (“R&D”) has been very modest in recent years, in real dollar terms, due to a lack of allocable funds. The limited R&D activities that have been pursued over this period have been conducted exclusively in-house.

Table of Contents

Our R&D objective is to leverage our unique, integrated, emerging science capabilities to drive revenue and margin growth. Our R&D initiatives are principally focused on our strategic priority of achieving a leadership position across the relatively higher margin, science-driven segments of the specialized coatings and surfaces markets in which it operates by developing and refining differentiated, advanced industrial and related coatings and surface materials. We believe that our specialized scientific expertise, together with our developing R&D program, combine to provide us with distinctive, competitive advantages that position us to establish broad global reach over time and deep market penetration in our market verticals.

Our EcoSmart R&D team is led by senior research and development personnel.

We continue to protect our R&D investments and assets through application of a comprehensive intellectual property strategy. See discussion under “Intellectual Property.”

REGULATION

We are subject to an extensive variety of stringent regulations under numerous U.S. federal, state, local and foreign environmental, health and safety laws and regulations relating to the generation, storage, handling, discharge, disposition and stewardship of hazardous wastes and other harmful materials. These regulations have potential implications for us in terms of our manufacturing operations, product handling and use by customers and agents, as well as installation processes. In this regard, we will likely have to expend substantial amounts to comply with such laws and regulations as well as establish a policy to minimize our environmental emissions. Nevertheless, legislative, regulatory and economic uncertainties (including existing and potential laws and regulations pertaining to climate change) may make it difficult for us to project future spending for these purposes and, if there is an acceleration in new regulatory requirements, we may be required to expend substantial additional funds to remain in compliance.

COMPETITION

Product performance, technology, cost effectiveness, quality and technical and customer service are major competitive factors in the industrial coatings businesses. We are unaware of any one or more products possessing the same combination of physical properties, and that, on the whole, offers the same array of benefits, as its proprietary line of specialty smart surface coatings. There can be no assurance, however, that there not products under development or already in existence and in the early stages of market introduction of which management is not yet aware. The market for industrial and product performance coatings is extremely large, broad in scope, and consists of many different segments and sub-segments, each of which involves a range of product applications. It is also increasingly characterized by rapidly evolving technology. Precisely because of the wide array of beneficial properties they

possess, and notwithstanding the U.S. patent held by us on our platform smart surface technology, the specialty coatings produced and distributed by us should be viewed as competing with other coatings products across a wide variety of the various existing market segments and sub-segments. Hydrophobic, anti-corrosion and antimicrobial coatings, for example, are each segments in which numerous companies are aggressively competing with one another worldwide, both in terms of technology and market share, but that, combined, represent only a minor portion of the aggregate competition that we should be viewed as meaningfully confronting.

The competition faced by us in relation to our proprietary line of specialty smart surface coatings includes both public and private organizations and collaborations among academic institutions and large companies, both domestic and foreign, most of which have significantly greater experience and financial resources than us. We expect that our most significant competitors will tend to be larger, more established companies, including many major multinational corporations such as Akzo Nobel N.V., PPG Industries, Inc., Axalta Coating Systems, and Valspar Corporation. In general, these companies are all developing products that, at some level or in one or more ways, compete with ours and, in addition to many existing issued and pending patents, they have significantly greater capital and other resources available to them for research and development, testing, seeking and obtaining any required regulatory approvals, marketing and distribution. In addition, many smaller coatings and related nanotechnology companies have formed strategic alliances or collaborative arrangements, partnerships, and other types of joint ventures with larger, well-established industry competitors that afford these companies' potential research and development and commercialization advantages, and may be aided in becoming significant competitors through rapid evolution of new technologies. Academic institutions, governmental agencies, and other public and private dedicated research organizations are also financing and conducting research and development activities that could result in the introduction of products directly competitive to our own.

Table of Contents

INTELLECTUAL PROPERTY

Patents and Licenses

The competitive environment in which we operate is largely driven by technology, proprietary or otherwise. In general, companies in this environment seek to develop competitive advantages – both offensive and defensive – through the obtaining and maintaining of relevant patents relating to their respective technological advancements. As a science and technology based company, we believe that securing intellectual property is an important part of protecting our research, and that, in particular, patent, as well as related trade secret – protection, is critical for the new specialty coatings technologies we develop, as well as any products and processes derived through them.

By way of assignment, we currently hold a United States patent relating to our smart surface specialty coatings technology:

Title	Awarded	Pending	Expiration
Method of Treating Surfaces For Self-Sterilization and Microbial Growth Resistance	X		2025

Over time, we intend to apply for additional patents relating to advancements we achieve through our research and development initiatives. There can be no assurance however, that any of the patents currently held, or any obtained in the future, will prove adequate to protect its technologies or that it will have sufficient financial and resources to keep others from infringing the exclusive rights it possesses in relation to its technologies. The fields in which we operate have been characterized by significant efforts by competitors to establish dominant or blocking patent rights to gain a competitive advantage, and by considerable differences of opinion as to the value and legal legitimacy of competitors' purported patent rights and the technologies they actually utilize in their businesses.

Because we may license our technology and products in foreign markets, we may also seek foreign patent protection for some specific patents. With respect to foreign patents, the patent laws of other countries may differ significantly from those of the United States as to the patentability of our products or technology.

It is possible that competitors in both the United States and foreign countries, many of which have substantially greater resources and have made substantial investments in competing technologies, may have applied for, or may in the future apply for and obtain, patents, which will have an adverse impact on our ability to make and sell our products. There can also be no assurance that competitors will not infringe on our patents or will not claim that we are infringing on their patents. Defense and prosecution of patent infringement suits, even if successful, are both costly

and time consuming. An adverse outcome in the defense of a patent infringement suit could subject us to significant liabilities to third parties, require disputed rights to be licensed from third parties or potentially even require us to cease our operations.

Certain aspects of our know-how and technology are not patentable, or, for strategic reasons, are best protected in the determination of management by leaving them unpatented. In this regard, trade secrets play an important part in our intellectual property strategy, and we vigilantly seek to protect them. To protect our proprietary position in trade secrets, we require all employees, consultants, advisors and collaborators with access to our technology to enter into confidentiality and invention ownership agreements with us. There can be no assurance, however, that these agreements will provide meaningful protection for our trade secrets, know-how or other proprietary information in the event of any unauthorized use or disclosure. Further, in the absence of patent protection, competitors who independently develop substantially equivalent technology, or otherwise acquire it, may adversely impact our business. If and when we discover that any trade secrets have been misappropriated, it is expected that we will, unless we otherwise determine for strategic or similar reasons, report the matter to governmental authorities for investigation and potential criminal action, as appropriate. In addition, and to the extent that we have the available financial resources, we intend to take all reasonably required measures in an effort to mitigate any potential adverse economic impact, which may include civil actions seeking redress, restitution and/or damages based on losses sustained by us and/or unjust enrichment by a counter-party.

Table of Contents

We are currently in the process of evaluating our options in connection with the registering of trademarks for our specialty coatings business, and this process is expected to be ongoing. Unlike patent rights, ownership rights in trademarks do not expire if the trademarks are continued in use and properly protected.

NON-CORE LEGACY BUSINESSES

Digital Flooring System

Another business we own involves a proprietary surfacing process – for which a U.S. patent is currently pending – to treat and cover existing floors, walls, counter-tops and table-tops, that offers property owners and occupants of all types a cost-effective means of enjoying a virtually limitless array of very lightweight, aesthetically desirable and high-demand decorative options, coupled with a variety of meaningfully beneficial surface-layer properties, without the necessity for having to remove and dispose of the floors, walls, counter-tops and table-tops already in place, and which process affords a uniquely attractive solution to those property owners and occupants otherwise facing the very costly, time-consuming and administratively burdensome challenges of having to remove and dispose of existing legacy-laden, chemically contaminated and/or vinyl asbestos tile (so-called “VAT”).

Our specialty surfacing operation produces, markets, and installs, directly and through third-party contractors, a proprietary system to treat and cover existing floors, walls, counter-tops and table-tops, providing property owners and occupants of all types with a cost-effective solution that affords a virtually limitless array of very lightweight, aesthetically desirable and high-demand decorative choices, coupled with a variety of meaningfully beneficial surface-layer properties. Through a combination of advancements in applied chemical engineering, enhanced digital imaging and printing technologies, as well as our own specialty coatings, the system, marketed under the brand name EcoSmart Digital Flooring™, is able to generate a safe, rugged, durable, maintenance-friendly, and monolithic flooring alternative containing the sharp, color-rich visual imagery of virtually any desired pattern, design, photo, graphic, logo, or inlaid artwork, on the one hand, or, alternatively, carrying the textured, virtually indistinguishable appearance of natural, solid materials traditionally associated with both classic and contemporary flooring applications, such as hardwood, marbles, and granites, but at a fraction of the weight, on the other.

Developed over recent years in cooperation with Bayer Material Sciences, one of the largest resin suppliers worldwide, our EcoSmart Digital Flooring centers around a unique compound – for which a U.S. patent is currently pending – which chemically activates any unclean surface (including a floor), allowing a clear resin/polymer base floor-coating to be integrally – chemically – bonded to it. The process further encompasses the integral high-definition digital printing component, effected vis-a-vis a porous media embedded in the clear resin base floor-coating, as well as a surface preparatory agent and a topcoat drawn from products belonging to EcoSmart’s family of specialty coating formulations, all of which combine to deliver not only a visually appealing, premium quality end-product reasonably expected to meet and exceed the most demanding commercial grade standards for any indoor and/or outdoor

application, but one that also features enhanced protection, stability, durability and slip-resistance.

Taken as a whole, and depending in each case on the particular starting surface involved, on the one hand, and desired end-product, on the other, the system involves either a two, three, or five step procedure, with each step corresponding to an additional layer/coating of a particular proprietary EcoSmart formulation:

Two-Step Procedure: (1) ECT 110 – Surface Preparatory Agent
(2) ECT 210 – Encapsulating Base Coat

Three-Step Procedure: (1) ECT 110 – Surface Preparatory Agent
(2) ECT 210 – Encapsulating Base Coat
(3) ECT 310 – Color Polyaspartic Top Coat

Five-Step Procedure: (1) ECT 110 – Surface Preparatory Agent
(2) ECT 210 – Encapsulating Base Coat
(3) ECT Surfaces Digital Design/Image
(4) ECT 310 – Color Polyaspartic Mid Coat
(5) ECT 1170 – Top Coat

Table of Contents

A notably unique aspect of our EcoSmart Digital Flooring system is that, because of the end-result both enabled and facilitated by the underlying chemical technology, the necessity for having to remove and dispose of existing flooring and baseboards, or wall tiling, and, in many cases, to purchase replacement flooring or surfacing, is entirely eliminated. This feature is attributable to the fundamental nature of the final product made possible by the system, which, as applied, resides directly *over* an existing floor – be it wood, wood laminate, engineered wood flooring, ceramic tile, concrete slabs, and including formerly carpeted areas – with as little as 1/16th of an inch in additional, even surface thickness, devoid of irregularities. The resultant negation of any need for demolition and clean-up afforded by the system, and the avoidance this leads to in associated dust-up and diminution in air-quality that would otherwise follow, is not insignificant, particularly when occurring in homes or small business; it is not uncommon for such clean-up to otherwise have to include the air-handling system, and for the subject premises to have to be vacated in the meantime. A complete install utilizing the EcoSmart Digital Flooring system, by contrast, requires only minor preparation and typically takes – for a residential floor, for example – approximately two days, during which occupants can remain on the premises because there is neither dust nor other particulates, nor anything more than a minor odor, released into the immediately surrounding environment.

While an attractive option both aesthetically and economically for most any application, EcoSmart Digital Flooring presents us with one of our most compelling, immediate-term to long-term market opportunities because it has proven particularly well-suited for those faced – increasingly through federal and state level regulatory mandates coupled with substantial monetary fines for non-compliance – with the unique and daunting challenges of having to work with legacy-laden, chemically contaminated (with, for example, asbestos, fossil fuel residues, or other potentially hazardous substances), and/or, most notably, vinyl asbestos tile (so-called “VAT”), floors and walls. This is because of the heightened importance in such situations of having to undertake the intensely regulated, administratively burdensome, highly dangerous, and very costly processes of specialized demolition, removal, and disposal of the contaminated substrates, which are inherently hazardous to human health in most cases, and often lethally carcinogenic, and the comparatively low-cost avoidance of all that made possible through use of the EcoSmart Digital Flooring system rather than abatement or other officially EPA sanctioned forms of remediation. Applying the technology, old asbestos-based tile, for example, can be chemically bonded and very effectively encapsulated for all purposes – including those arising under applicable EPA guidelines – without the need for any of the machine abrasion and otherwise highly-intensive cleaning processes traditionally associated with the handling of friable, asbestos-fibre-laden materials, and without the need for specialized and expensive hazmat materials treatment and disposal. Consisting of a highly durable coating with resultant flexibility properties such that it can tolerate elongation of up to approximately 100% once installed, the containment provided by this encapsulation is not jeopardized by potential cracking and future instability in the composition of the asbestos materials, thereby effectively eliminating the risk of future liberation and exposure of the hazardous substances.

Although there can be no assurance as to which markets will be targeted by us over time, or in what order they may be targeted, the potential markets for the EcoSmart Digital Flooring system include owners or operators of essentially all types of premises:

residential properties, including all single and multi-family homes, apartments, condominiums, cooperatives
commercial properties, including retail spaces, office complexes and buildings, restaurants, and gas stations

hospitals, medical centers and research laboratories
private and public schools and universities
churches, synagogues, temples and other places of worship
federal, state and local government occupied buildings and properties
factories, storage facilities, and related industrial buildings and complexes

To date, our EcoSmart Digital Flooring system has been used with favorable results, through installations conducted by us in more than twelve U.S. Veteran's Administration (VA) facilities, six Wal-Mart stores, and four Bed, Bath and Beyond retail outlets, and through installations conducted by approved distributor-contractors, an additional 150 Bed, Bath and Beyond outlets. In each of these cases, the installations principally involved restrooms, kitchens and other tiled areas.

Table of Contents

FormTool

FormTool, which we acquired in February 2008, is a business focused upon the production, marketing and distribution of a line of consumer software products that offer quality, professionally designed forms for business, accounting, construction, sales, real estate, human resources and personal organization needs.

Revenues for our FormTool line for the year ended December 31, 2015 were \$11,720.

EMPLOYEES

As of April 14, 2016, we had seven full-time and one part-time employees/contractors. One full-time employee/contractor is part of the senior-level executive team, two full-time employees/contractors and one part-time employee/contractor are part of the product research and development and business development team, two full-time employees/contractors are part of the marketing, customer service and sales team, one full-time employee/contractor is part of the manufacturing team, and one full-time employee/contractor is part of the financial management and administration team.

We rely heavily on our current officers and directors in operating the business. We are not subject to any collective bargaining agreements and believe that our relationships with our employees/contractors are good.

ITEM 1A. RISK FACTORS.

Several of the matters discussed in this annual report on Form 10-K for the fiscal year ended December 31, 2015 contain forward-looking statements that involve risks and uncertainties. Factors associated with the forward-looking statements that could cause actual results to differ from those projected or forecast are included in the statements below. In addition to other information contained in this annual report, readers should carefully consider the following cautionary statements and risk factors.

An investment in the Company is highly speculative and involves an extremely high degree of risk.

GENERAL BUSINESS RISKS

If we are required to repay our outstanding debt as and when required, we may not be able to without either depleting our working capital or raising additional funds, and any failure on our part to repay such debt could result in legal action against us, which could require the sale of material assets, including our smart surface patent.

As of the date of this annual report on Form 10-K, and in addition to \$307,009 in trade and related accounts payables, we owe an aggregate of \$1,075,283 in principal face amount of notes payable and notes payable, related party. In accordance with the respective terms of these notes, \$300,000 is required to be serviced with quarterly interest payments (calculated on the basis of a 10% annual percentage rate), and then the principal to be repaid in full by August 1, 2015, \$377,500 is payable by us upon demand by the creditors and another \$239,000 carries no stated interest rate and has no stated maturity date. In the event that we are required to repay any of these notes and/or other payables in the near-term, in whole or substantial part, the funds available to us for this purpose would have to come from either working capital or funds on hand in excess of working capital at that time. No assurance can be provided, however, that any such required funds would be available to us for this purpose. If funds are not available to us for this purpose, we would likely need to undertake a financing transaction of some kind. No assurance can be provided, however, that we would be able to complete any such financing between the date hereof and the maturity date of the principal debt we owe, or that, if we are able, that it would be on the basis of terms that are not unfavorable to us. Among other reasons, this is true because investors in early-stage technology companies such as ours generally look unfavorably on the allocation of funds invested by them towards the repayment of debt to third parties as opposed to growing the business. In the event that we are required to repay the principal, in whole or in part, and we have insufficient funds to meet and satisfy the obligation, legal action is likely to be taken against us, which could lead to our having to sell some or all of our material assets, including intellectual property.

Table of Contents

We are operating at a substantial working capital deficit and our liquidity and capital resources are very limited.

For the year ended December 31, 2015, we generated only \$169,756 in total revenue while incurring \$1,280,956 in combined sales, marketing, general and administrative expenses. This represents a substantial working capital deficit that is severely constraining our ability to operate, both near-term and long-term and our ability to meet our obligations as they become due. Our ability to fund working capital, as well as anticipated capital expenditures, will depend on our ability to raise much-needed capital and our future performance, which is subject to general economic conditions, our customers, actions of our competitors and other factors that are beyond our control. Our ability to fund operating activities is also dependent upon (i) the extent and availability of bank and other credit facilities, (ii) our ability to access external sources of financing, and (iii) our ability to effectively manage our expenses in relation to revenues. Although we believe that our existing working capital, together with cash flow from operations, will be adequate to meet our minimum anticipated liquidity requirements over the next twelve months, given our initiative toward rapid revenue growth and due to our need to service certain long-term liabilities, it is likely to become necessary for us to raise additional capital to support growth and/or otherwise finance potential acquisitions. Furthermore, there can be no assurance that our operations or access to external sources of financing will continue to provide resources sufficient to satisfy our liabilities arising in the ordinary course of business, and while it may be possible to obtain or borrow funds as required, any such additional capital is likely to require that we sell and issue additional equity and/or convertible securities, including shares issuable upon exercise of currently outstanding warrants, any of which issuances would have a dilutive effect on holdings of existing shareholders. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources”.

There is uncertainty as to our ability to continue as a going concern.

Our audited financial statements for the period ending December 31, 2015, including the footnotes thereto, call into question our ability to continue as a going concern. This conclusion was drawn from the fact that, as of the date of those financial statements, we had a negative current ratio and total liabilities in excess of total assets. Those factors, as well as questions surrounding our ability to secure additional financing for continued operations, have resulted in uncertainty regarding our ability to continue as a going concern. See Note 2 in the Notes to the Consolidated Financial Statements for the year ended December 31, 2015.

We owe an aggregate amount of \$58,218 to various third parties which, under state escheat laws, could subject us to substantial additional liabilities for penalties and interest.

We are carrying certain liabilities on our balance sheet in the aggregate amount of \$53,890 for trade payables and royalties payable in connection with services and content licenses associated with certain of our titles extending back up to thirteen years but in relation to which we have been unable to locate the parties to whom we owe such trade payables and royalties and no effort to collect such obligations by such parties or any successors-in-interest have been

made. We are additionally carrying certain liabilities on our balance sheet in the aggregate amount of \$4,328 for amounts payable to customers for product return refunds extending back up to seven years many of whom we expect, without actually knowing at this point one way or the other, to similarly be unable to locate and in connection with which no effort to date to collect such obligations has been made. Under the escheat laws of the various states in which these creditors were last known to have an address based on our records, we are or may be required to pay to such states the aggregate amounts owed for these obligations – in both categories – even though we cannot locate the actual parties to whom they are owed. Moreover, we are likely to be additionally liable for substantial penalties, both individually and in the aggregate, for not having previously reported such obligations and paid such amounts to such various states, which reporting obligations and associated penalties for non-compliance vary significantly among states, as well as interest for amounts deemed past due. It is likely that these additional liabilities, neither the individual nor collective extent of which are known at this time and as such have not been accrued, will be material in the aggregate and have a material adverse effect on our financial condition and our results of operations, including our liquidity.

Table of Contents

We will require substantial additional funding, and our failure to raise additional capital necessary to support and expand our operations could reduce our ability to compete and adversely affect our business.

At April 14, 2016 we had \$46,566 in cash and cash equivalents. We currently need to raise substantial additional capital during fiscal year 2016 and beyond, through equity, debt or hybrid (combination) financing, for the following:

Developing and securing our intellectual property and associated rights;
insuring the integrity of, and/or continuing to develop, our technologies, products, and related systems;
commercially exploiting our technologies, products, and related systems;
aggressively preparing, filing, prosecuting, maintaining and enforcing potential patent and/or other intellectual property claims;
establishing manufacturing capabilities for commercial quantities of our products;
fully developing and exploiting sales, marketing, and distribution channels for our products ;
maintaining and meeting our general and administrative expenses at required levels, including the hiring and training of personnel, and the securing of outside technical and other consultants;
developing and expanding our operations and business infrastructure;
responding to competitive pressures;
making strategic acquisitions of complementary technologies and/or product lines; or
meeting unanticipated capital requirements.

We cannot provide any assurance that any such financing, be it through strategic collaborations, public or private equity financings or other financing sources, will be available to us as and when required, either on acceptable terms or at all. To the extent that financing is only available through the sale of equity or convertible securities, or that a determination is made by management that the sale of equity or convertible securities is otherwise in the best interests of the Company, any such financing could and likely would result in significant dilution to our existing stockholders. Further, if additional funds are obtained through arrangements with collaborative partners, these arrangements may require us to relinquish rights to some of our technologies, product candidates or products that we would otherwise seek to develop and commercialize on our own. If sufficient capital is not available, we may be required to delay, reduce the scope of, or eliminate one or more of our development programs or product lines, or be unable to adequately protect our intellectual property or other competitive advantages, any of which could have a material adverse effect on our financial condition or business prospects.

Our accumulated deficit makes it harder for us to borrow funds.

As of December 31, 2015, and as a result of historical losses both during the year ended December 31, 2015 and prior years, our accumulated deficit was \$5,452,474. The fact that we maintain an accumulated deficit, as well as the extent of our accumulated deficit relative to recent earnings, negatively affects our ability to borrow funds because lenders – and particularly commercial and other market rate lenders – generally view an accumulated deficit as a negative factor

in evaluating creditworthiness, and ours is roughly 15 times our total 2015 revenues. Any inability on our part to borrow funds if and when required, or any reduction in the favorability of the terms upon which we are able to borrow funds if and when required, including amount, applicable interest rate and collateralization, would likely have a material adverse effect on our business, our financial condition, including liquidity and profitability, and our results of operations. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources”.

Table of Contents

RISKS ASSOCIATED WITH OUR BUSINESS AND INDUSTRY

Our business segment is early-stage and highly speculative.

Our coatings operations and revenues have been slow to develop and, taken as a whole, insubstantial to date. In this respect, we remain an early-stage enterprise expecting to devote substantially all of our resources to strategically protecting our intellectual property and other competitive advantages, commercializing our coatings technologies, products, and related systems, and continuing to more fully develop our operations. Because of our limited coatings operations to date, our business must be viewed as one characterized by largely unproven, new-to-the-market technologies and related systems, and subject to some or all of the attendant risks and uncertainties associated with early-stage technology companies more generally, including without limitation:

failures in technologies and systems performance and reliability;
unanticipated costs in getting technologies and systems commercialized;
high costs of ongoing research and development;
technologies and systems obsolescence;
business model non-feasibility;
inability to manufacture or obtain from third party manufacturers sufficient quantities of product at an acceptable quality level and at an acceptable cost to meet market demand
inability to establish potential markets;
unanticipated costs in establishing potential markets;
inability to adequately protect intellectual property;
potential infringement on the intellectual property rights of others;
intense market competition from other technologies and systems;
competition for employee talent; and
inability to manage rapid growth.

We may not be able to protect our proprietary technology, which could harm our ability to become profitable.

We believe that our intellectual property with respect to our specialty smart surface coatings is critical to our gross margins, viability, and eventual profitability and success. Although we possess certain patent pending rights relating to our EcoSmart coatings products, our intellectual property is principally embodied in what effectively constitutes a portfolio of trade secrets. We have made a deliberate determination to rely principally on trade secrets and related know-how in this regard based on our reasoned conclusion that they are best protected by leaving them unpatented and that, strategically and tactically, this offers the greatest protection against misappropriation of our technology or other loss of competitive advantage. Certain aspects of our know-how and technology, moreover, are not patentable. On the whole of it, trade secrets thus play an important part in our intellectual property strategy, and we vigilantly seek to protect them. In the final analysis, our competitive advantage is, both individually and collectively, the

extensive array of chemical formulations that we have developed, tested, and identified as effective for the wide variety of industrial, commercial and consumer applications that our products serve. Because of our reliance on trade secret formulations, we go to extraordinary lengths to insure that any of our employees who become privy to any one or more of such formulations are bound by legally enforceable written agreements containing provisions regarding the required confidentiality and secrecy of any knowledge they acquire in the course of their employ. While measures such as these are being taken by us at all times to preserve and protect our trade secrets and know-how, and to guard against any potential loss or diminution in competitive advantage, and we take deliberate steps to limit the formula-related knowledge imparted to any given individual to less than the entirety of any given formula, there can be no assurance that these measures will prove effective in guarding against any breach of our secrecy containment and/or loss of competitive advantage.

Patent protection is also important for the protection of our unique technologies, as well as the products and processes derived from them. The space in which we operate has long been characterized by significant efforts by competitors to establish dominant or blocking patent rights to gain a competitive advantage, and by considerable differences of opinion as to the value and legal legitimacy of competitors' purported patent rights and the technologies they actually utilize in their businesses. Our success will depend to a substantial degree on our ability to obtain and enforce patent protection for our products, and operate without infringing the patent rights of others. We cannot assure you that:

we will succeed in obtaining any patents in a timely manner or at all, or that the breadth or degree of protection of any such patents will protect our interests;
the use of our technology will not infringe on the proprietary rights of others;
patent applications relating to our potential products or technologies will result in the issuance of any patents or that, if issued, such patents will afford adequate protection to us or not be challenged, invalidated or infringed;
patents will not issue to other parties, which may be infringed by our potential products or technologies; or
we will continue to have the financial resources necessary to prosecute our existing patent applications, pay maintenance fees on patents and patent applications, or file patent applications on new inventions.

Table of Contents

The market for industrial coatings and floor and wall surfacing products is highly competitive.

Product performance, technology, cost-effectiveness, quality and technical and customer service are major competitive factors in the industrial coatings business. We are unaware of any one or more products possessing the same combination of physical properties, and that, on the whole, offers the same array of benefits, as our proprietary line of specialty smart surface coatings. There can be no assurance, however, that there not products under development by others, or already in existence and in the early stages of market introduction, of which our management is not yet aware. The market for industrial and product performance coatings is extremely large, broad in scope, and consists of many different segments and sub-segments, each of which involves a range of product applications. It is also increasingly characterized by rapidly evolving technology. Precisely because of the wide array of beneficial properties they possess, and notwithstanding the U.S. patent held by us on our platform smart surface technology, the specialty coatings produced and distributed by EcoSmart should be viewed as competing with other coatings products across a wide variety of the various existing market segments and sub-segments. Hydrophobic and antimicrobial coatings, for example, are each segments in which numerous companies are aggressively competing with one another worldwide, both in terms of technology and market share, but that, combined, represent only a minor portion of the aggregate competition that we should be viewed as meaningfully confronting in relation to our EcoSmart business.

The competition faced by us in relation to its proprietary line of specialty smart surface coatings includes both public and private organizations and collaborations among academic institutions and large companies, both domestic and foreign, most of which have significantly greater experience and financial resources than us. Management expects that our most significant competitors in its specialty coatings business will tend to be larger, more established companies, including many major multinational corporations such as Akzo Nobel N.V., PPG Industries, Inc., Axalta Coating Systems, and Valspar Corporation. In general, these companies are all developing products that, at some level or in one or more ways, compete with those of EcoSmart and, in addition to many existing issued and pending patents, they have significantly greater capital and other resources available to them for research and development, testing, seeking and obtaining any required regulatory approvals, marketing and distribution. In addition, many smaller coatings and related nanotechnology and materials companies have formed strategic alliances or collaborative arrangements, partnerships, and other types of joint ventures with larger, well-established industry competitors that afford these companies' potential research and development and commercialization advantages, and may be aided in becoming significant competitors through rapid evolution of new technologies. Academic institutions, governmental agencies, and other public and private dedicated research organizations are also financing and conducting research and development activities that could result in the introduction of products directly competitive to those of ours.

Our management is unaware of any one or more products possessing the same combination of physical properties, and that, on the whole, offers the same array of benefits, as the EcoSmart Digital Flooring system. There can be no assurance, however, that there not products under development by others, or already in existence and in the early stages of market introduction, of which management is not yet aware. The market for comparable floor, wall, tabletop and countertop surfacing products and systems is extremely large, broad in scope, and consists of many different participants. It is also increasingly characterized by rapidly evolving technology. Notwithstanding the unique attributes of the EcoSmart Digital Flooring system, or the U.S. patent-pending on it, it should be viewed as competing

with all other products in the market vying for differentiation and customers.

The competition faced by us in relation to the EcoSmart Digital Flooring system includes both public and private organizations and collaborations among academic institutions and large companies, both domestic and foreign, most of which have significantly greater experience and financial resources than EcoSmart. Management expects that our most significant competitors in its specialty surfacing business will tend to be larger, more established companies, including many major multinational corporations such as Akzo Nobel N.V., PPG Industries, Inc., Axalta Coating Systems, BASF Corporation, Valspar Corporation, DuPont, and Sherwin-Williams. In general, these companies are all developing products that, at some level or in one or more ways, compete with those of EcoSmart and, in addition to many existing issued and pending patents, they have significantly greater capital and other resources available to them for research and development, testing, seeking and obtaining any required regulatory approvals, marketing and distribution. In addition, many smaller surfacing product/system companies have formed strategic alliances or collaborative arrangements, partnerships, and other types of joint ventures with larger, well-established industry competitors that afford these companies' potential research and development and commercialization advantages, and may be aided in becoming significant competitors through rapid evolution of new technologies. Academic institutions, governmental agencies, and other public and private dedicated research organizations are also financing and conducting research and development activities that could result in the introduction of products and systems directly competitive to those of ours.

Table of Contents

Our primary business segment is based on a technology with very limited testing, minimal independent verification, and no prior commercial history.

Although certain limited testing results conducted by independent laboratories and prospective customers in relation to some of the potential applications for our specialty smart surface coatings technology have provided positive indications of its reliably yielding performance results consistent with internal management expectations, to date, such technologies have not been extensively tested or independently evaluated and assessed in a comprehensive way, and have only very recently developed any prior commercial history. Although we have no reason to suspect that the technologies will not ultimately meet reliability, efficiency, or other performance targets, and that their efficacy will exceed minimally acceptable qualitative standards given benchmark economic objectives, there can be no assurance of this result. If our specialty smart surface coatings technology fails to consistently perform at levels that enable cost-effective solutions for customers, or fails to do so without undesirable environmental consequences, or we are unable to effectively manage the implementation of the technology despite its otherwise satisfactory performance capabilities, it would likely have a material adverse effect on our financial condition and prospects.

Our primary business segment products may not be accepted in the marketplace.

The degree of market acceptance of our products will depend on many factors. We cannot predict or guarantee that targeted markets or customers will accept or utilize any of our products. Failure to achieve market acceptance would limit our ability to generate revenue and would have a material adverse effect on our business. In addition, if any of our products achieve market acceptance, we may not be able to maintain that market acceptance over time if competing products or technologies are introduced that are received more favorably or are more cost-effective.

New products markets take time to develop and many of the applications markets for our smart surface specialty coatings should be viewed as separate, new market opportunities.

Commercialization of new technology products often has a very long lead-time and a multiplicity of risks. The confluence of materials engineering and nanotechnology is in its very early stages and acceptance and demand for products in this developing area can often be a long, evolutionary process. In general, new products markets – even those surrounding innovative, revolutionary, and so-called ‘break-through’ or ‘game-changing’ technologies – develop gradually over time; despite advancements offering meaningful benefits, they tend to be resistant to change and slow to adapt, evolve, and keep pace with the rate of those advancements. Many of the applications markets potentially served by our smart surface specialty coatings are new – either brand new or recently emerging – and should thus be viewed as likely to take significant time to develop. Moreover, each should be viewed individually, separate and distinct from all others in terms of development life. If one or more of these applications markets takes longer to develop than we expect, it will likely have an adverse effect on the pace with which we are able to grow revenues, as well as on our prospects more generally, and it may be reflected in a downward adjustment at some point in our

publicly quoted stock price.

We may make strategic determinations to allocate capital towards the pursuit of particular applications markets that turn out to be less receptive to our products, or more difficult to penetrate, than expected.

We perceive our smart surface technology as having a wide array of potential product applications, spanning across numerous industrial, consumer, and household segments. As we grow our business, we will thus be faced with the challenges – as we are currently – of having to select certain of these potential product applications markets over others for purposes of focusing our available human and financial resources because those resources are necessarily limited and would be less apt to bring about meaningfully positive results if allocated across too many separate market initiatives concurrently. The considerations involved in making these determinations are complex and involve many factors, including the following:

the relative size, age and projected growth trend of the subject market,

-20-

Table of Contents

experience, observational/anecdotal intelligence, and lab and field testing results previously obtained in relation to the application;

the relative strength of the value proposition to prospective customers;

the comparative time-to-market;

the comparative cost-to-market coupled with existing industry relationships and available resources;

the relative geographic accessibility of the market;

the seasonality of the market, if any;

the relative barriers-to-entry within the market;

the relative, projected length of the particular sales cycle;

the projected gross profit margins;

both the presence within the subject market, together with the relative quality, of competitive products; and

the relative size and strength of the individual competitors.

While management will exercise its best judgment in making these determinations, there can be no assurance that the determinations it makes in this regard will turn out to have been the most productive or otherwise best ones for the Company all things considered. Some of the potential applications markets will inevitably be more receptive to our products than others due to the inherent vagaries of product markets generally, and it may turn out that strategic determinations we make along the way to forego the pursuit of certain applications markets in the immediate- and near-term in favor of pursuing others that our management expects to be comparatively more promising or susceptible to penetration by us in that timeframe are proven incorrect. If this should occur, it would be an indication that, despite our intentions and prudence in assessing future demand, we had not allocated our capital as effectively as we might otherwise had done, and this could have a material adverse effect on our returns on capital and/or be reflected in a downward adjustment in our publicly quoted stock price.

For strategic reasons, we may pursue more applications markets for our smart surface specialty coatings products in the near-term and concurrently than we can most effectively penetrate given our available resources.

As noted in the risk factor immediately above, given the notably wide array of industrial and consumer products that we perceive our smart surface specialty coatings technology as potentially benefitting, we are faced with important decisions as to which of these applications markets to pursue in each of the immediate-, near- and long-term. As also noted in the risk factor immediately above, the considerations involved in making these determinations are complex and involve many factors. While management seeks to exercise sound judgment in making these determinations, there can be no assurance that, in hindsight, the determinations it makes in this regard will turn out to have been the most productive or otherwise best ones for the Company. For purposes of achieving a degree of so-called ‘first-mover advantage,’ for example, we may pursue some markets in the immediate- or near-term that we might otherwise wait to pursue until sometime in the future when we are better equipped to do so effectively. Further, some applications markets may be targeted by management to be pursued in the immediate- or near-term because of their perceived likelihood, whether accurate or inaccurate, to generate revenues sooner than others, even though such others are expected to be larger in the aggregate and/or to offer higher gross margin opportunities. If the strategic determinations that management makes in this regard prove after the fact not to have been the most productive or otherwise best ones for the Company, it will have an adverse effect on our ability to grow revenues relative to the forecasts and expectations developed in the meantime by some, as well as on our prospects more generally, and it may be reflected

in a downward adjustment at some point in our stock price.

Our smart surface technology may turn out to be less effective for one or more applications than we expect.

Our current view of the potential applications markets for our smart surface specialty coatings is intentionally broad and far-reaching, spanning numerous potential industrial, consumer, and household segments in relation to which we believe our technology may provide a range of meaningful benefits. To date, however, and with only limited exception, we have not commissioned or otherwise undertaken or obtained any comprehensive market study in respect of any one or more of these applications markets. Whether before or after we undertake any such market study, it may turn out to be the case that our coatings are not as effective for any one or more of these applications as we have preliminarily concluded and pursued accordingly, and that we may make a subsequent determination at some point to abandon any continued pursuit of the corresponding markets for this reason. If this should occur, it will have an adverse effect on our ability to grow revenues relative to the forecasts and expectations developed in the meantime by some, as well as on our prospects more generally, and it may be reflected in a downward adjustment at some point in our stock price.

Table of Contents

It is conceivable that the coatings products of others – including those having fewer attributes than ours that could reasonably be expected to make them attractive to manufacturers and customers – will be adopted more broadly than ours within one or more applications markets.

Most of the applications markets potentially served by our smart surface specialty coatings are perceived by our management to present substantial, attractive economic opportunities for us because of the unique array of benefits the coatings are expected to be able to provide. With many different companies in the industrial coatings market all vying for market share, ranging from small and specialized, on the one hand, to large and diversified, on the other, and each selling products with coatings that offer many of the same benefits as ours, however, there can be no assurance that the coatings products marketed by others will not become the preferred choice among manufacturers of end products and/or customers over time with respect to any one or more individual applications markets category. For many different reasons the particular combination of which is not consistent in each case, category leaders are not always necessarily the most effective products in a given market segment. Well-established brand recognition, industry ‘marketing muscle,’ and credibility, for example, and especially when coupled with relative financial strength, can often be more important than technological superiority in a head-to-head market competition. If it turns out that one or more other companies are able to achieve a dominant market position in any one or more applications markets potentially served by our EcoSmart smart surface specialty coatings, and whether on the basis of broad market strength or otherwise, it will have an adverse effect on our ability to grow revenues, as well as on our prospects more generally, and it may be reflected in a downward adjustment at some point in our publicly quoted stock price.

Either individually or collectively, and without infringing on our smart surface patent or other proprietary rights, one or more technologies owned by others may be able to effect the same or similar results as our own.

We believe that our smart surface proprietary technology affords us a competitive advantage in a wide variety of product applications markets that we are either currently pursuing or intend to fully evaluate as potential targets in the future. There can be no assurance, however, that other technologies, whether existing or developed in the future, and whether individually or combined with others, will not be able to effect the same or similar results as our own, thereby potentially neutralizing whatever unique market advantage we had theretofore believed we possessed. This could potentially occur, moreover, without any infringement on the part of others as it relates to our smart surface technology patent or our other, related proprietary intellectual property rights. It is not at all uncommon for meaningfully different technologies – each protectable in their own right – to produce the same or a very similar result, albeit through an alternate means. If any such other technologies are determined to exist, or are developed in the future, that effect the same or a similar result as our own, and particularly if they can do so at a reduced cost, it would likely have a material adverse effect on our financial condition, results of operation, and prospects.

Our smart surface coatings technology is, or will become, a component within end-products marketed and sold by others for the most part, and the success of our coatings products is, accordingly, dependent on the success of such end-products.

The need for effective solutions-based coatings such as those featuring our smart surface technology will depend upon industrial and commercial needs going forward and the related demand for such products as components. The success of our smart surface specialty coatings products will thus depend largely upon the continuing need for the end-user products into which they become incorporated, and the market demand this engenders. If a significant percentage of the products into which our smart surface specialty coatings products are incorporated are not embraced by end-users, it would likely have a material adverse effect on our financial condition, results of operation, and prospects.

Table of Contents

We depend on strategic relationships with commercial and industrial collaborators to help us develop and test our products, and our ability to develop and commercialize products may be impaired or delayed if collaborations are unsuccessful.

Our strategy for the development, testing and commercialization of our proposed products requires that we enter into collaborations with actual and potential corporate partners, licensors, licensees and others. Wherever possible, and in order to benefit from their resources and abilities, we are seeking collaborators in this regard with established lines of business and greater financial resources than our own. We are dependent upon the subsequent success of these other parties in performing their respective responsibilities as well as the continued cooperation and interest. Under agreements with collaborators, we may rely significantly on such collaborators to, among other things, (i) fund research, development and testing activities either with or for us, and (ii) market with us any commercial products that result from our collaborations. Our collaborators, however, may not cooperate with us or perform their obligations under our agreements with them. Moreover, we cannot control the amount and timing of our collaborators' resources that will be devoted to our research, development and testing activities related to our collaborative agreements with them. Such collaborators may not place the same degree of relative importance that we do on product lines that rely on our products to meet benchmark performance standards because the success or failure of such product lines is not as material to their business, taken as a whole, as it is to ours. If our collaborators fail to cooperate with us as desired, devote the requisite resources to our joint initiatives, or meet their obligations under agreements we establish, or if they choose for any reason to pursue existing or alternative technologies in preference to those being developed in collaboration with us, it would likely have a material adverse effect on our financial condition, results of operations and prospects.

Our reliance on the activities of our non-employee consultants, research institutions, and scientific contractors, whose activities are not wholly within our control, may lead to delays in development of our proposed products.

We rely extensively upon and have relationships with outside consultants and contract research organizations having specialized skills to conduct research and to help develop and test our EcoSmart products. The consultants and contract research organizations we engage provide us critical skills and resources that we do not internally possess. These consultants are not our employees and may have commitments to, or consulting or advisory contracts with, other entities that may limit their availability to us. We have limited control over the activities of these consultants and, except as otherwise required by our collaboration and consulting agreements to the extent they exist, can expect only limited amounts of their time to be dedicated to our activities. These research facilities may have commitments to other commercial and non-commercial entities. We have limited control over the operations of these collaborators and can expect only limited amounts of time to be dedicated to our research and product development goals.

We have limited resources to manage development activities, and because of the numerous risks and uncertainties associated with our product development and commercialization efforts, we are unable to predict the extent of our future losses or when or if we will become profitable.

Our limited resources in conducting and managing development activities might prevent us from successfully developing or exploiting potential markets for our existing products. If we do not succeed in conducting and managing our development activities, we may not be able to commercialize our products, or may encounter significant delays in doing so, either of which is likely to materially harm our business. Our ability to generate revenues from any of our products, moreover, will depend on a number of factors, including our ability to successfully complete and implement our commercialization strategy. Our failure to successfully commercialize our products or to become and remain profitable would likely depress the market price of our Common Stock and impair our ability to raise capital, expand our business, diversify our product offerings and continue our operations.

Our ability to commercially develop our technologies will be dictated in, large part, by forces outside our control which cannot be predicted, including, but not limited to, general economic conditions. Other such forces include the success of our research and field testing, the availability of collaborative partners to finance our work in pursuing applications markets for our smart surface technologies or other developments in the field which, due to efficiencies or technological breakthroughs may render one or more areas of commercialization more attractive, obsolete or competitively unattractive. It is possible that one or more areas of commercialization will not be pursued at all if a collaborative partner or entity willing to fund research and development cannot be located. Our decisions regarding the ultimate products we pursue could have a significant adverse effect on our ability to earn revenue if we misinterpret trends, underestimate development costs and/or pursue technologies, products, or applications markets that turn out to have lesser market appeal and demand than expected. Any of these factors either alone or in concert could materially harm our ability to earn revenues or could result in a loss of any investment in us.

Table of Contents

If we are unable to keep up with rapid technological changes in our primary business segment field, we will be unable to effectively compete.

Our primary business segment is engaged in activities in the organic and inorganic chemistry, materials engineering, and nanotechnology fields, which are generally characterized by extensive research efforts and rapid technological progress. Materials engineering and the manipulation of materials of nano sizes and dimensions is a very new science and the creation of new products is dependent upon new and different properties of such materials created that will result in many uncertain applications and rapid change. The evolution of nanotechnology as a new science adds greater uncertainty to new applications and new and improved product introductions is unpredictable. If we fail to anticipate or respond adequately to scientific or technological advancements developments, our ability to operate profitably could suffer. We cannot assure you that research and discoveries by other companies will not render our technologies or potential products or services uneconomical or result in products superior to those we develop or that any technologies, applications, or products we develop will be preferred to any existing or newly-developed technologies, applications, or products.

Our EcoSmart business has historically depended on a disproportionate percentage of its revenues being attributable to only a few customers.

Although our marketing and sales focus has been evolving rapidly, and aggregate revenues have been insubstantial, during the year ended December 31, 2014, and the year ended December 31, 2015, and as reflected in the table below, our EcoSmart business generated a significant portion of its revenues from a select few customers.

Customer	% of Total Revenues	
	2015	2014
PCS Phosphate Company Inc.	32.85%	29.47%
Superior Surfaces	12.72%	1.53%

In general, any concentration of customer base for a business creates a risk that the continuity of the business is more dependent on such customer or customers than is desirable and that the loss of that customer or customers for any reason would have a material adverse effect on the business. Although management believes that the planned direction of our business going forward will result in an expanded and more diverse customer base over time, and a discontinuance of this trend in reliance on only a few customers, there can be no assurance that we will be successful in achieving this targeted objective and any failure in this regard would likely have a material adverse effect on our financial condition and prospects.

The business model and strategies surrounding our primary business segment may have to change from time to time in the pursuit of profitability.

Our primary business segment is in an early stage of development. Despite the fact that our proposed business strategies incorporate our senior management's current best analysis of potential markets, opportunities and difficulties that face us, no assurance can be given that the underlying assumptions upon which these decisions are based will accurately reflect current trends in our industry or our prospective customers' reaction to our products and services, or that such products or services will be embraced, or even accepted, by the market. Our business model and strategies may and likely will change substantially from time to time as our management reassesses its opportunities from time to time and reallocates Company resources, and any such model and/or strategies may be changed or abandoned at any point in the process. If we are unable to develop or implement any such model or strategies through our technologies and related systems, we may never achieve profitability. And even if we do achieve profitability, we can predict neither its level nor its sustainability.

Table of Contents

The business model to be applied in our primary business segment may be highly capital intensive.

Our definitive business model for the future as it relates to our primary business, EcoSmart, is currently subject to further research, development and change. As a result, there can be no assurance as to what the business model of our primary business segment will ultimately be. While there is a possibility that we will ultimately determine to focus our strategy exclusively on the exploitation of our technology through a model that contemplates its involvement and risk solely to the extent of its exploitation of licensing opportunities to third parties, in the meantime, and quite possibly as a long-term plan, we are manufacturing and marketing our own products to customers both directly and through distribution channels. Some contemplated business models in this regard, including those that involve any manufacturing and stocking of product, are considerably more capital intensive than others. Accordingly, there can be no assurance as to the degree of capital intensity of our business model. Although it may be possible to rely to a significant extent on debt financing over time, substantial debt financing is unlikely to be a realistic option in the near-term and a high degree of capital intensity could lead to the need to raise additional equity financing, thereby resulting in dilution to the interests of existing stockholders.

The patent we hold on our platform coatings smart surface technology expires in approximately 9 years.

We currently own only a single patent, which is a United States patent and relates to our platform smart surface coating technology. Once filed, patents in the United States provide exclusive rights for a period of only 20 years, not indefinitely. As a result, and because the patent was filed in 2005, whatever exclusive rights we have in this flagship proprietary technology, including all associated licensing rights, will only benefit us, at most, for another approximately 9 years. Once it comes off patent, the resulting loss of our exclusive rights could have a material adverse effect on our gross profit margins and/or our ability to generate or sustain revenues.

Efforts to patent critical technologies may not be successful.

New patent activity from other companies could affect and alter the ability to obtain and/or license what we believe to be our own patentable or otherwise proprietary intellectual property. Additionally, the possibility exists that our efforts could infringe on the proprietary rights of third parties. Competitive patent activity is always a risk, and U.S. patent applications are unpublished for at least one year. Although we intend to reasonably protect our rights with respect to what we believe to be our intellectual property, there can be no assurance that such initiatives will be successful or that, in any event, such initiatives would not divert management's attention away from operational matters and indirectly result in adverse consequences to our financial condition and results of operation.

Patent litigation presents an ongoing threat to our primary business segment in terms of both outcomes and costs.

It is possible that litigation over patent matters with one or more competitors could arise. We could incur substantial litigation or interference costs in defending ourselves against lawsuits brought against us or in lawsuits in which we assert our patent rights against others. If the outcome of any such litigation is unfavorable, our business could be materially adversely affected. To determine the priority of inventions, we may also have to participate in interference proceedings declared by the United States Patent and Trademark Office, the associated expense of which can become substantial. In such event, there can be no assurance that we will have available to us the requisite financial resources to aggressively, or even adequately, defend, initiate, or pursue this type of litigation.

Patents obtained by other persons may result in infringement claims against us that are costly to defend and which may limit our ability to use the disputed technologies and prevent us from pursuing research and development or commercialization of potential products and/or applications markets.

If third party patents or patent applications contain claims infringed by either our technology or other technology required to make and use our potential products, and such claims are ultimately determined to be valid, there can be no assurance that we would be able to obtain licenses to these patents at a reasonable cost, if at all, or be able to develop or obtain alternative technology. If, under such circumstances, we are unable to obtain any such licenses at a reasonable cost, we may not be able to develop some products commercially, and, further, we may be required to defend ourselves in court against allegations of infringement of third party patents. Patent litigation is very expensive and can consume substantial resources and create significant uncertainties. Any adverse outcome in such a suit could subject us to significant liabilities to third parties, require disputed rights to be licensed from third parties, or require us to cease using such technology.

Table of Contents

We may not be able to adequately defend against piracy of intellectual property in foreign jurisdictions.

Considerable research in the areas of organic and inorganic chemistry, materials engineering, and nanotechnology is being performed in countries outside of the United States, and a number of potential competitors are located in these countries. The laws protecting intellectual property in some of those countries may not provide adequate protection to prevent our competitors from misappropriating our intellectual property within those jurisdictions and elsewhere. Several of these potential competitors may be further along in the process of product development and also operate large, company-funded research and development programs. As a result, our international competitors may develop more competitive or affordable products, or achieve earlier patent protection or product commercialization than we are able to achieve. Any such competitive products may render any products or product candidates that we develop obsolete.

Our products are currently expensive to manufacture for the most part, and they may not be profitable if we are unable to reduce our costs to produce them.

Our products are significantly more expensive to manufacture on a per-unit basis than most comparable products currently in our markets. This is because our sales to date have been very modest, causing our raw materials purchasing volumes and manufacturing output volumes to be correspondingly low, and our costs for each relatively high. We have only recently begun exploring and experimenting with purchasing and manufacturing processes and procedures enabling our production capacity to reach commercial volumes. Although there can be no assurance, it is our intention to substantially reduce manufacturing costs through process improvements, increases in manufacturing scale and outsourcing to experienced manufacturers. If we are not able to make these or other improvements, and depending on the pricing of the product, our gross (profit) margins may be significantly less than that of our competitors. In addition, we may not be able to command a high enough price from our customers for our products within some or all applications markets to generate a profit. If we are unable to realize significant profits from our products, our business would be materially harmed.

We will likely be required to spend large amounts of money for environmental compliance in connection with our ongoing operations.

As a manufacturer of applied specialty coating and surfacing materials, we are subject to a variety of stringent regulations under numerous U.S. federal, state, local and foreign environmental, health and safety laws and regulations relating to the generation, storage, handling, discharge, disposition and stewardship of hazardous wastes and other materials. In this regard, we will likely have to expend substantial amounts to comply with such laws and regulations as well as establish a policy to minimize our environmental emissions. Nevertheless, legislative, regulatory and economic uncertainties (including existing and potential laws and regulations pertaining to climate change) may make it difficult for us to project future spending for these purposes and, if there is an acceleration in new regulatory

requirements, we may be required to expend substantial additional funds to remain in compliance.

Our business involves our having to work with dangerous materials that can potentially injure our employees, damage our facilities, and disrupt our operations.

Some of our operations involve the handling of hazardous materials that may pose the risk of fire, explosion, or the release of hazardous substances into the surrounding environment. Such events could result from terrorist attacks, natural disasters, or operational failures, and might cause injury or loss of life to our employees and others, environmental contamination, and property damage. Any such events might cause a temporary shutdown of an affected plant, or portion thereof, or a customer's premises, or a portion thereof, and we could be subject to penalties or claims as a result. A disruption of our operations caused by any of these or other events could have a material adverse effect on our results of operations.

Our primary business segment could expose us to product liability claims, which, in turn, could diminish our assets and adversely affect our operations.

We may be held liable or incur expenses to settle product liability claims if the EcoSmart products we sell cause injury, directly or indirectly, or are found unsuitable during product testing, manufacturing, marketing, sale or use. These risks exist even with respect to any products that have received, or may in the future receive, regulatory approval, registration or clearance for commercial use. There can be no assurance that we will be able to avoid product liability exposure.

Table of Contents

We currently do not maintain product liability insurance of any kind, and, as a result of the consummation of the Merger, we will likely need to obtain such insurance coverage in the very near future at levels determined to be sufficient and consistent with industry standards for companies such as ours. It is possible that such insurance coverage may not be available to us on commercially reasonable terms or at all, and a product liability claim could potentially result in liability to us greater than our assets and insurance coverage, if any, at such time. Whether or not a product liability insurance policy is obtained or maintained in the future, any product liability claim could harm our business or financial condition. Moreover, even if we have adequate insurance coverage, product liability claims or recalls could result in negative publicity or force us to devote significant time and attention to matters other than those that arise in the normal course of business.

Our insurance policies may be inadequate and potentially expose us to unrecoverable risks.

We do not carry director and officer insurance and have limited commercial insurance policies. Any significant insurance claims would have a material adverse effect on our business, financial condition and results of operations. Insurance availability, coverage terms and pricing continue to vary with market conditions. We endeavor to obtain appropriate insurance coverage for insurable risks that we identify, however, we may fail to correctly anticipate or quantify insurable risks, we may not be able to obtain appropriate insurance coverage, and insurers may not respond as we intend to cover insurable events that may occur. We have observed rapidly changing conditions in the insurance markets relating to nearly all areas of traditional corporate insurance. Such conditions have resulted in higher premium costs, higher policy deductibles, and lower coverage limits. For some risks, we may not have or maintain insurance coverage because of cost or availability.

Conditions in the global economy and global capital markets may adversely affect our results of operations, financial condition, and cash flows.

Our business and operating results may in the future be adversely affected by global economic conditions, including instability in credit markets, declining consumer and business confidence, fluctuating commodity prices and interest rates, volatile exchange rates, and other challenges such as the changing financial regulatory environment that could affect the global economy. Our customers may experience deterioration of their businesses, cash flow shortages, and difficulty obtaining financing. As a result, existing or potential customers may delay or cancel plans to purchase products and may not be able to fulfill their obligations in a timely fashion. Further, suppliers could experience similar conditions, which could impact their ability to fulfill their obligations to us. Because we intend to have significant international operations, there are expected to be a large number of currency transactions that result from international sales, purchases, investments and borrowings. And although we also intend to actively manage currency exposures that are associated with net monetary asset positions, committed currency purchases and sales, foreign currency-denominated revenues and other assets and liabilities created in the normal course of business, there can be no assurances that such initiatives will be effective. Future weakness in the global economy and failure to manage these risks could adversely affect our results of operations, financial condition and cash flows in future periods.

Changes in government policies and laws could adversely affect our financial results.

Although there can be no assurance, sales to customers outside the U.S. are expected over time to account for a material percentage of gross revenues. As a result, our financial results could be affected by changes in trade, monetary and fiscal policies, laws and regulations, or other activities of U.S. and non-U.S. governments, agencies and similar organizations. These conditions include, but are not limited to, changes in a country's or region's economic or political conditions, trade regulations affecting production, pricing and marketing of products, local labor conditions and regulations, reduced protection of intellectual property rights in some countries, changes in the regulatory or legal environment, restrictions on currency exchange activities, burdensome taxes and tariffs and other trade barriers. International risks and uncertainties, including changing social and economic conditions as well as terrorism, political hostilities and war, could lead to reduced sales and profitability.

Table of Contents

Increases in prices and declines in the availability of raw materials could negatively impact our financial results.

Most of the raw materials used in production are purchased from outside sources, and we intend in the near future to begin making supply arrangements from time to time to meet our planned operating requirements for the future. Supply of critical raw materials is managed by qualifying multiple and local sources of supply, including suppliers from outside the U.S., establishing contracts, procuring from multiple sources, and identifying alternative materials or technology whenever possible. We are continuing our aggressive sourcing initiatives to support our continuous efforts to find the lowest raw material costs.

Increases in the cost of raw materials may have an adverse effect on our earnings or cash flow in the event we are unable to offset these higher costs in a timely manner. Any inability to obtain critical raw materials would adversely impact our ability to produce our products.

GENERAL BUSINESS RISKS

The loss of key personnel could adversely affect our business.

We are presently dependent to a great extent upon the experience, abilities and continued services of our management team. Currently, our only executives under contract are Mr. Malone, our President and Chief Executive Officer and Bo Gimvang, our Vice President of Research and Development. Beyond the obligations expressly set forth in Mr. Malone's employment agreement, no assurances can be given that either he or any other executive will remain with us for any particular duration or that any of such other executives will enter into employment agreements with us. The loss of services of any of the management personnel could have a material adverse effect on our business, financial condition or results of operation.

Failure to effectively manage acquisitions, divestitures, alliances and other portfolio actions could adversely impact our future results.

From time to time, we expect to be evaluating and pursuing acquisition candidates that may strategically fit our business and/or growth objectives. If we are unable to successfully integrate and develop acquired businesses, we could fail to achieve anticipated synergies and cost savings, including any expected increases in revenues and operating results, which could materially and adversely affect our financial results. We intend to continually reviews our portfolio of operational assets to assess their respective contributions to our larger objectives and alignment with

our broader growth strategy. However, we may not be successful in separating underperforming or non-strategic assets and gains or losses on the divestiture of, or lost operating income from, such assets may affect our results of operations. Moreover, we may incur asset impairment charges related to acquisitions or divestitures that reduce any otherwise reportable earnings.

Our results of operations and financial condition could be seriously impacted by business disruptions and security breaches, including cybersecurity incidents.

Business and/or supply chain disruptions, plant and/or power outages and information technology system and/or network disruptions, regardless of cause including acts of sabotage, employee error or other actions, geo-political activity, weather events and natural disasters could seriously harm our operations as well as the operations of our customers and suppliers. Failure to effectively prevent, detect and recover from security breaches, including attacks on information technology and infrastructure by hackers, viruses, breaches due to employee error or actions, or other disruptions could result in misuse of our assets, business disruptions, loss of property including trade secrets and confidential business information, legal claims or proceedings, reporting errors, processing inefficiencies, negative media attention, loss of sales and interference with regulatory compliance. We intend to actively manage the risks within our reasonable control that could lead to any such business disruptions and security breaches. As these threats continue to evolve, particularly around cybersecurity, and particularly as our business grows, however, we may be required to expend significant resources to enhance our control environment, processes, practices and other protective measures. Despite these efforts, such events could materially adversely affect the Company's business, financial condition or results of operations.

Table of Contents

Our business, including our results of operations and reputation, could be adversely affected by process safety and product stewardship issues.

Failure to appropriately manage safety, human health, product liability and environmental risks associated with our products, product life cycles and production processes could adversely impact employees, communities, stakeholders, the environment, as well as our reputation and results of operations. Public perception of the risks associated with our products and production processes could impact product acceptance and influence the regulatory environment in which we operate. While we have in place procedures and controls to manage process safety risks, issues could be created by events outside of our control including natural disasters, severe weather events, acts of sabotage and substandard performance by our external partners.

Our results of operations could be adversely affected by litigation and other commitments and contingencies.

We face risks arising from various asserted and unasserted litigation matters, including, but not limited to, product liability, patent infringement, and claims for third party property damage or personal injury stemming from alleged environmental torts. We have noted a nationwide trend in purported class actions against manufacturers of chemical and materials-based products generally seeking relief such as medical monitoring, property damages, off-site remediation and punitive damages arising from alleged environmental torts without claiming present personal injuries. We have also noted a trend in public and private nuisance suits being filed on behalf of states, counties, cities and utilities alleging harm to the general public. Various factors or developments can lead to changes in current estimates of liabilities such as a final adverse judgment, significant settlement or changes in applicable law. A future adverse ruling or unfavorable development could result in future charges that could have a material adverse effect on us. An adverse outcome in any one or more of these matters could be material to our financial results.

In the ordinary course of business, we may make certain commitments, including representations, warranties and indemnities relating to current and past operations, including those related to products we sell, divested businesses, and issue guarantees of third party obligations. If we were required to make payments as a result, they could exceed the amounts accrued, thereby adversely affecting our results of operations.

RISKS ASSOCIATED WITH AN INVESTMENT IN OUR COMMON STOCK

The holder of certain of our term debt has veto power over the filling of vacant board seats, which we have agreed to limit to five until that debt is retired.

Our corporate bylaws currently provide for a classified board of directors consisting of up to 15 members, as determined from time to time within the discretion of our board of directors through the due execution of appropriate resolutions and procedures. We currently have a 5-person classified board of directors with three sitting members and two vacancies. Of the three sitting members, one, John Kuehne, is a Class I member, whose current term expires on July 22, 2016, one, Donald Schoenfeld, is a Class II member, whose current term expires on July 22, 2017, and one, Steven Malone, is a Class III member, whose current term expires on July 22, 2018. In accordance with a \$300,000 debt restructuring effected concurrently with the consummation of the Merger, and since modified, however, we have agreed to limit the size of our board of directors to no more than five sitting members until such time as that debt is satisfied and to obtain the consent of the holder of such debt to any directorship appointments effectively filling the two existing vacancies in the meantime. As a result of this agreement, and though still possessing all of the same voting rights relative to the constitution of our board of directors, holders of our Common Stock, individually and collectively, are deprived for the time being of the same right to influence and effect such constitution as otherwise entitled under Nevada corporate law and our articles of incorporation and bylaws, and there can be no assurance that the constitution of our board of directors will be consistent with what it would be in the absence of this agreement and/or that any actions taken or not taken by our board of directors during the effectiveness of this agreement will be consistent with those that would have occurred were it not in place.

Table of Contents

Future issuances of our Common Stock or preferred stock are likely and may dilute your economic interest.

We may issue additional shares of our Common Stock in the future in connection with financings, which we expect to do in the very near-term and will likely have to do repeatedly until such time, if at all, that our revenues attain a consistent level at which they can support both our operating and capital investment requirements. While any such financings may involve registered or unregistered sales of securities, in the case of unregistered sales, the subject securities may, and likely will – given our early-stage of development – be either preferred stock or debt, convertible into Common Stock on the basis of a given ratio. We may also issue shares of our Common Stock or preferred stock in connection with acquisitions and/or business combinations, and here, too, in either registered or unregistered, exempted transactions. Although we intend to limit any financings or acquisitions in relation to which we issue shares to those for which the implied value of our shares are equal to or greater than our most reasoned estimate of our intrinsic value, thereby avoiding dilution to our existing stockholders in terms of economic value, there can be no assurance in this regard because (i) intrinsic value is, to at least some degree, an inherently subjective benchmark range in relation to which reasonable minds can differ, and (ii) financings may be critical at a time when we are unable to attract the interest of potential investors willing to invest on the basis of a valuation considered by us to be within our intrinsic value range.

Future issuances of our Common Stock or preferred stock are likely and may depress our stock price.

We may issue additional shares of our Common Stock in the future in connection with financings, which we expect to do in the very near-term and will likely have to do repeatedly until such time, if at all, that our revenues attain a consistent level at which they can support both our operating and capital investment requirements. While any such financings may involve registered or unregistered sales of securities, in the case of unregistered sales, the subject securities may, and likely will – given our early-stage of development – be either preferred stock or debt, convertible into Common Stock on the basis of a given ratio. We may also issue shares of our Common Stock or preferred stock in connection with acquisitions and/or business combinations, and here, too, in either registered or unregistered, exempted transactions. Although we intend to limit any financings or acquisitions in relation to which we issue shares to those for which the implied value of our shares are equal to or greater than our most reasoned estimate of our intrinsic value, thereby avoiding dilution to our existing stockholders in terms of economic value, there can be no assurance in this regard because (i) intrinsic value is, to at least some degree, an inherently subjective benchmark range in relation to which reasonable minds can differ, and (ii) financings may be critical at a time when we are unable to attract the interest of potential investors willing to invest on the basis of a valuation considered by us to be within our intrinsic value range. In any event, future issuances of shares may have the effect of depressing our stock price for any one or more of the following reasons, among others:

the market perceives shares as having been issued below intrinsic value, thereby diluting their economic interests, and decide therefore to sell, thereby putting downward pressure on the stock price;

the market will perceive an “overhang” in shares soon to be entering the float via resale registration or exemption, and discount the current value accordingly, thereby putting downward pressure on the stock price;

investors that acquire substantial blocks of Common Stock in connection with a private financing subsequently determine to sell out their position rapidly once the shares become eligible for resale, and particularly if they are professional investors that acquired their shares at a price below current market, thereby putting downward pressure on the stock price;

investors that acquire substantial blocks of Common Stock in connection with a private financing involving a convertible security in relation to which the conversion price is tied to the market price of the stock and there is no lower limit (“floor”) on such conversion price subsequently determine to sell out their position rapidly once they acquire the shares or they become eligible for resale, and particularly if they are engaged in contemporaneous short-selling initiatives involving the Common Stock, thereby putting downward pressure on the stock price; or recipients of shares in a business combination subsequently determine to sell out their position rapidly once the shares become eligible for resale, and particularly if they are individual retail investors that had held the shares throughout an extended period of illiquidity, thereby putting downward pressure on the stock price.

Table of Contents

Future sales of our Common Stock by our officers or directors may depress our stock price.

Our officers and directors are not contractually obligated to refrain from selling any of their shares; therefore, our officers and directors may sell any shares owned by them which are registered under the Securities Act, or which otherwise may be sold without registration to the extent permitted by Rule 144 or other exemptions. Because of the perception by the investing public that a sale by such insiders may be reflective of their own lack of confidence in our prospects, the market price of our Common Stock could decline as a result of a sell-off following sales of substantial amounts of Common Stock by our officers and directors into the public market, or even the mere perception that these sales could occur.

Though our Common Stock is quoted on the OTC Markets and OTCBB, there is no liquidity and no established public market for our Common Stock, which means that it will likely be difficult to sell shares.

Our Common Stock is quoted over the counter on the OTC Markets and OTCBB under the symbol "FIND." The OTC Markets and OTCBB are not exchanges and the over-the-counter market is a significantly more limited market than established trading markets and national exchanges such as the New York Stock Exchange and Nasdaq, including the Nasdaq Global Select Market. Broker dealers may not be willing to make a market in shares quoted solely over the counter such as ours. In addition, the OTC Markets, OTCBB, and similar quotation services are often characterized by low trading volumes, and price volatility, which may make it difficult for an investor to sell shares on acceptable terms.

Although we are an Exchange Act reporting company, there is no active trading market for our Common Stock. There can be no assurance that an active trading market will ever develop for our Common Stock or, if it does develop, that it will be maintained. Failure to develop or maintain an active trading market will have a generally negative effect on the price of our Common Stock, and you may be unable to sell your shares or any attempted sale of such shares may have the effect of lowering the market price, and therefore your investment could be a complete or partial loss. Unless an active trading market develops for our Common Stock, for which there is no assurance, you may not be able to sell your shares.

We cannot assure you that our Common Stock will ever be listed on one of the national securities exchanges.

Although it is our intention to seek the listing of our Common Stock on Nasdaq (Global or Capital Markets) or another stock exchange as soon as we are able, there can be no assurance that we will be able to meet the initial listing standards of either of those or any other stock exchange in the foreseeable future, or ever, or that, if we do, and we become listed, that we will be able to maintain such listing through continuing eligibility. Until our Common Stock is

listed on one of the national stock exchanges, for which there can be no assurance, we expect that our Common Stock would continue to trade on the OTC Markets and OTCBB.

Since our Common Stock is thinly traded, it is more susceptible to extreme rises or declines in price, and you may not be able to sell your shares at or above the price you paid.

You may have difficulty reselling shares of our Common Stock, either at or above the price you paid, or even at a fair market value. The stock markets often experience significant price and volume changes that are not related to the operating performance of individual companies, and because our Common Stock is thinly traded, it is particularly susceptible to such changes. These broad market changes may cause the market price of our Common Stock to decline regardless of how well we perform as a company, and, depending on when you determine to sell, you may not be able to obtain a price at or above the price you paid.

Table of Contents

If you require dividend income, you should not rely on an investment in our Common Stock.

Because we have very limited cash resources, significant cash needs, and a substantial accumulated deficit relative to recent (negative) earnings, we have not declared or paid any dividends on our Common Stock since our inception and we do not anticipate declaring or paying any dividends on our Common Stock in the foreseeable future. Rather, we intend to retain earnings, if any, for the continued operation and expansion of our business. It is unlikely, therefore, that holders of our Common Stock will have an opportunity to profit from anything other than potential appreciation in the value of our Common Stock held by them. If you require dividend income, you should not rely on an investment in our Common Stock.

If we are unable to establish appropriate internal financial reporting controls and procedures, it could cause us to fail to meet our reporting obligations, result in the restatement of our financial statements, harm our operating results, subject us to regulatory scrutiny and sanction, cause investors to lose confidence in our reported financial information and have a negative effect on the market price for shares of our Common Stock.

Effective internal controls are necessary for us to provide reliable financial reports and to effectively prevent fraud. We maintain a system of internal control over financial reporting, which is defined as a process designed by, or under the supervision of, our principal executive officer and principal financial officer, or persons performing similar functions, and effected by our board of directors, management and other personnel, 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.

As a public company that files reports under the Exchange Act, we have significant additional requirements for enhanced financial reporting and internal controls. We are required to document and test our internal control procedures in order to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act of 2002, which requires annual management assessments of the effectiveness of our internal controls over financial reporting. The process of designing and implementing effective internal controls is a continuous effort that requires us to anticipate and react to changes in our business and the economic and regulatory environments and to expend significant resources to maintain a system of internal controls that is adequate to satisfy our reporting obligations as a public company under the Exchange Act.

We cannot assure you that we will not, in the future, identify areas requiring improvement in our internal control over financial reporting. We cannot assure you that the measures we will take to address any areas in need of improvement will be successful or that we will implement and maintain adequate controls over our financial processes and reporting in the future as we continue our growth. If we are unable to establish appropriate internal financial reporting controls and procedures, it could cause us to fail to meet our reporting obligations, result in the restatement of our financial statements, harm our operating results, subject us to regulatory scrutiny and sanction, cause investors to lose

confidence in our reported financial information and have a negative effect on the market price for shares of our Common Stock.

Unless and until we garner analyst research coverage, we are unlikely to create long-term market value in our Common Stock.

Although we are an Exchange Act reporting company and our Common Stock is quoted on the OTC Markets and OTCBB, we are unaware of any investment banking firms, large or small, that currently provide analyst research coverage on the Company and, given our relatively small size within the public securities markets, it is unlikely that any investment banks will begin doing so in the near future. Without continuing research coverage by reputable investment banks or similar firms, it is considerably more difficult to attract the interest of most institutional investors, which are generally considered to be very important in achieving a desirable balance in shareholder composition and long-term market value in a stock. While we intend to continue to aggressively pursue investor relations initiatives designed to create visibility for the Company and Common Stock, and hope to garner analyst coverage in the future, there can be no assurance that we will succeed in this regard and any inability on our part to develop such coverage is likely to materially impede the realization of long-term market value in our Common Stock.

Our common stock is subject to the “penny stock” regulations, which is likely to make it more difficult to sell.

Our common stock is considered a “penny stock”, which generally is a stock trading under \$5.00 and not registered on any national securities exchanges. The SEC has adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. This regulation generally has the result of reducing trading in such stocks, restricting the pool of potential investors for such stocks, and making it more difficult for investors to sell their shares. Prior to a transaction in a penny stock, a broker-dealer is required to:

deliver a standardized risk disclosure document that provides information about penny stocks and the nature and level of risks in the penny stock market;
provide the customer with current bid and offer quotations for the penny stock;

Table of Contents

explain the compensation of the broker-dealer and its salesperson in the transaction;
provide monthly account statements showing the market value of each penny stock held in the customer's account;
and
make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction.

These requirements may have the effect of reducing the level of trading activity in the secondary market for a stock that is subject to the penny stock rules. Since our common stock is subject to the penny stock rules, investors in our common stock may find it more difficult to sell their shares.

As an issuer of "penny stock," we do not currently benefit from the protection provided by the federal securities laws relating to forward-looking statements.

Although, generally, federal securities laws provide a safe harbor for forward-looking statements made by a public company that files reports under the federal securities laws, this safe harbor is not available to issuers of penny stocks. As a result, and since our common stock has consistently traded in recent years at a level at which it is considered to constitute a "penny stock", we do not have the benefit of this safe harbor protection in the event of any legal action based upon a claim that any material provided by us contained a material misstatement of fact or was misleading in any material respect because of our failure to include any statements necessary to make the statements not misleading. Such an action could hurt our financial condition.

Our stock price could be volatile, and your investment could suffer a decline in value.

The trading price of our common stock is likely to be highly volatile and could be subject to extreme fluctuations in price in response to various factors, many of which are beyond our control, including:

the trading volume of our shares;
the number of securities analysts, market-makers and brokers following our common stock;
changes in, or failure to achieve, financial estimates by securities analysts;
new products introduced or announced by us or our competitors;
announcements of technological innovations by us or our competitors;
our ability to produce and distribute retail packaged versions of our software in advance of peak retail selling seasons;
actual or anticipated variations in quarterly operating results;
conditions or trends in the consumer software and/or Christian products industries;
announcements by us of significant acquisitions, strategic partnerships, joint ventures, or capital commitments;

additions or departures of key personnel;
sales of our common stock; and
stock market price and volume fluctuations of publicly-traded, particularly microcap, companies generally.

The volatility of our common stock is illustrated by reference to the fact that, during fiscal year 2015, our trading price fluctuated from a low of \$0.007 to a high of \$0.020 per share.

The stock market has recently experienced significant price and volume fluctuations. Volatility in the market price for particular companies has often been unrelated or disproportionate to the operating performance of those companies. These broad market and industry factors may seriously harm the market price of our common stock, regardless of our operating performance. In addition, securities class action litigation has often been initiated following periods of volatility in the market price of a company's securities. A securities class action suit against us could result in substantial costs, potential liabilities and the diversion of management's attention and resources from our business. Moreover, and as noted above, our shares are currently traded on the OTC Markets and, further, are subject to the penny stock regulation. Price fluctuations in such shares are particularly volatile and subject to manipulation by market-makers, short-sellers and option traders.

Table of Contents

ITEM 1B. UNRESOLVED STAFF COMMENTS.

There were no reportable events under this Item 1B during the fiscal year ended December 31, 2015.

ITEM 2. PROPERTIES.

Our principal executive offices are located at 1313 South Killian Drive, Lake Park, Florida 33403. We lease this 8,560 square foot facility under a five-year lease agreement ending on December 31, 2019 with a with an option to renew for one successive term of five years at the then current occupancy rates with 1313 Group LLC. Our monthly rent, including related sales and use taxes, is \$7,105. In accordance with the terms of this leasehold agreement, we are responsible for all utilities, repairs and maintenance.

We also lease a research facility located at 223 Fentress Boulevard, Daytona Beach, Florida 32114 as of October 2014. In February 2015, we entered into a month to month lease agreement with an expiration date of December 31, 2016 for this 3,200 square foot facility. Monthly rent, including related sales and use taxes, is \$2,929. In accordance with the terms of this leasehold agreement, we are responsible for all utilities, repairs and maintenance.

ITEM 3. LEGAL PROCEEDINGS.

As of the date of this annual report on Form 10-K for the fiscal year ended December 31, 2015 and to the best knowledge of our officers and directors, there are no pending material legal proceedings to which we were a party and none are threatened or contemplated. There can be no assurance, however, that we will not be made a party to litigation in the future.

ITEM 4. MINE SAFETY DISCLOSURES.

There were no reportable events under this Item 4 during the fiscal year ended December 31, 2015.

Table of Contents

PART II

ITEM 5. Market for REGISTRANT’s Common Equity, Related Stockholder Matters and issuer purchases of equity securities.

MARKET INFORMATION

Our common stock is traded on the OTC Markets, a service provided by the OTC Markets Group, under the symbol “FIND”.

The following table sets forth for the periods indicated the high and low bid prices for our common stock as reported each quarterly period within the last two fiscal years on the OTC Markets, and as obtained from OTCMarkets.com. The prices are inter-dealer prices, do not include retail mark-up, markdown or commission and may not necessarily represent actual transactions.

Common Stock		
2014	High	Low
First Quarter	\$0.008	\$0.005
Second Quarter	\$0.008	\$0.005
Third Quarter	\$0.010	\$0.005
Fourth Quarter	\$0.013	\$0.008
2015	High	Low
First Quarter	\$0.020	\$0.010
Second Quarter	\$0.015	\$0.007
Third Quarter	\$0.009	\$0.007
Fourth Quarter	\$0.011	\$0.007

STOCKHOLDERS

As of April 14, 2016, there were approximately 900 holders of record of our common stock, with any shares held by persons or companies in street or nominee name counted only under such street or nominee name.

DIVIDENDS

Since inception, no dividends have been paid on our common stock and we do not anticipate paying any dividends in the foreseeable future. Although it is our intention to utilize all available funds for the development of our business, no restrictions are in place that would limit or restrict our ability to pay dividends.

EQUITY COMPENSATION PLAN INFORMATION

Please refer to Part III, Item 12 *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters* as reported in this annual report on Form 10-K for the information regarding our equity compensation plans.

Table of Contents**RECENT SALES OF UNREGISTERED SECURITIES**

Date Securities Issued	Securities Title	Issued To	Number of Securities Issued	Consideration	Footnotes
Common Stock Issuances					
Sold for Cash					
10/9/2015	Common Stock	Individual Investor	4,000,000	\$ 20,000	1
10/13/2015	Common Stock	Outside Director	4,000,000	\$ 20,000	1
11/25/2015	Common Stock	Individual Investor	1,000,000	\$ 10,000	2
Convertible Promissory Notes/Debentures					
11/1/2015	Convertible Promissory Note	Corporate Counsel	1	\$ 120,000	3
11/10/2015	Convertible Promissory Note	Individual Investor	1	\$ 10,000	4
11/13/2015	Convertible Promissory Note	Individual Investor	1	\$ 100,000	5

We relied in each case for these unregistered sales on the private offering exemption of Section 4(2) of the Securities Act and/or the private offering safe harbor provision of Rule 506 of Regulation D promulgated thereunder based on the following factors: (i) the number of offerees or purchasers, as applicable, (ii) the absence of general solicitation, (iii) representations obtained from the acquirer's relative to their accreditation and/or sophistication (or from offeree or purchaser representatives, as applicable), (iv) the provision of appropriate disclosure, and (v) the placement of restrictive legends on the certificates reflecting the securities coupled with investment representations obtained from the acquirer's.

(1) This was a private offering of securities to an individual investor and another to an outside board member. The purchase price for both was \$0.005 per share, and the aggregate proceeds amounted to \$40,000, all of which was paid in cash.

(2) This was a sale made pursuant to private placement commenced as of December 8, 2014 carrying a purchase price of \$10,000 per unit, with each such unit consisting of 1,000,000 shares of common stock (effectively priced at \$0.01 per share) and a 1-year warrant to purchase an additional 100,000 shares of common stock at an exercise price of \$0.10 per share. The amount referenced in each case represents the amount allocated strictly to the common stock.

(3) This was a sale of a convertible promissory note payable to the Company's current corporate counsel for legal services owed in the amount \$120,000. The note is dated November 1, 2015 and is due on demand plus interest at 4.5% APR. It is convertible at \$0.007 per share of common stock which equals 17,142,857 shares.

(4) This was a sale of a convertible promissory note payable to an individual investor for cash in the amount \$10,000. The note is dated November 10, 2015 and is due on demand plus interest at 12% APR. It is convertible at \$0.008 per share of common stock which equals 1,250,000 shares.

(5) This was a sale of a convertible promissory note payable to an individual investor (and current shareholder) for cash in the amount \$100,000. The note is dated November 13, 2015 and is due on November 13, 2018 plus interest at 10% APR. It is convertible at \$0.01 per share of common stock which equals 10,000,000 shares.

PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

There were no purchases of equity securities by the Company itself, or any affiliated purchaser during the fourth quarter of the fiscal year ended December 31, 2015.

ITEM 6. SELECTED FINANCIAL DATA.

As a “smaller reporting company” as defined by Item 10 of Regulation S-K, we are not required to provide this information.

Table of Contents

Item 7. Management's Discussion and Analysis of FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following discussion should be read together with our consolidated financial statements for the period ended December 31, 2015 and the Notes to the Consolidated Financial Statements.

Critical Accounting Policies

Our critical accounting policies, including the assumptions and judgments underlying them, are more fully described in the Notes to the Consolidated Financial Statements. We have consistently applied these policies in all material respects. These policies primarily address matters of expense recognition and revenue recognition. Investors are cautioned that these policies are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially. Below are the accounting policies that we believe are the most critical in order to gain an understanding of our financial results and condition.

Accounts Receivable

Accounts receivable arise in the normal course of business. It is the policy of management to continuously review the outstanding accounts receivable, as well as the bad debt write-offs experienced in the past, and establish an allowance for doubtful accounts for uncollectible amounts. Individual accounts are charged against the allowance when they are deemed uncollectible.

Inventory

Our inventories are recorded at the lower of cost or market using the first in, first out method. Our inventory consists of raw materials and finished goods. We take into consideration certain inventory items that are slow moving and obsolete and calculate a provision for these inventory items.

Accounting for Long-Lived Assets

We review property and equipment and intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability is measured by comparison of our carrying amount to future net cash flows the assets are expected to generate. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the asset exceeds its fair market value. Property and equipment to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

Intangible Assets

In accordance with Financial Accounting Standards Board Accounting Standards Codification (“ASC”) 350-30, *General Intangibles Other Than Goodwill*, intangible assets with an indefinite useful life are not amortized. Intangible assets with a finite useful life are amortized on the straight-line method over the estimated useful lives. All intangible assets are tested for impairment annually during the fourth quarter.

Goodwill and Certain Other Long-lived Assets

As required by ASC 350, *Goodwill and Other Intangible Assets*, we test goodwill for impairment during the fourth quarter of its fiscal year. Goodwill is not amortized, but instead tested for impairment at the reporting unit level at least annually and more frequently upon occurrence of certain events. We have one reporting unit. The annual goodwill impairment test is a two-step process. First, we determine if the carrying value of our reporting unit exceeds fair value, which would indicate that goodwill may be impaired. If we then determine that goodwill may be impaired, we compare the implied fair value of the goodwill to its carry amount to determine if there is an impairment loss.

Table of Contents

Revenue Recognition

We recognize revenues in accordance with the Securities and Exchange Commission Staff Accounting Bulletin (SAB) number 104, *Revenue Recognition*. SAB 104 clarifies application of U.S. generally accepted accounting principles to revenue transactions. Under certain circumstances, we recognize revenue in accordance with the provisions of Statement of Financial Accounting Standards No. 139 and American Institute of Certified Public Accountants Statement of Position 00-2 (collectively referred to as “SOP 00-2”). We recognize revenue when a product is delivered or shipped to the customer and all material conditions relating to the sale have been substantially performed. An allowance for bad debt is provided based on estimated losses.

We record the amounts we charge our customers for the shipping and handling of our products as product revenue, and we record the related costs as cost of sales on our consolidated statements of operations.

Research and Development

Our research and development costs consist of direct production costs, including labor directly associated with the development of projects and outside consultants, and indirect costs such as those associated with facilities use. For labor costs and costs of outside consultants, we record the research and development costs as a reduction against either personnel costs or professional fees. For facilities leasing related expenses, we record the research and development costs as a reduction against rent.

Deferred Tax Asset Valuation Allowance

In accordance with ASC 740-30, *Other Considerations or Special Areas*, we record deferred tax assets for deductible temporary differences, net of operating loss carryforwards. To the extent that it is more likely than not that some portion or all of the deferred tax asset will not be realized, a valuation allowance is established.

Discontinued Operations

Discontinued operations are defined as a component that has been disposed of or is classified as held for sale. If in management’s review of a component determine that such component has been disposed of or is classified as held for

sale the results of such component should be classified as discontinued operations provided (1) its operations and cash flows have been (or will be) eliminated from the Company's ongoing operations, and (2) the Company will have no significant continuing involvement in the component after its disposition.

DESCRIPTION OF BUSINESS

Findex.com, Inc. ("Findex," the "Company," "we," "us," or "our") headquarters and operations are based in Lake Park, Florida. Other than two legacy businesses neither of which were material to our results of operations for the year ended December 31, 2015, we are a developer, manufacturer, and marketer of a proprietary line of specialty industrial glass-based smart surface coatings materials that have a broad range of industrial, commercial, and consumer applications. Our line of products center around a U.S. patented technology that, either on its own or when coupled with any of an array of available proprietary formula additives, offers a unique combination of beneficial surface properties that allow for a broad array of multi-surface and end-product applications. Among others, such applications include:

- Heavy machinery, equipment and infrastructure throughout each of the oil and gas, and mining industries
- Marine industry, vessels and infrastructure
- Industrial HVAC equipment, commercial refrigeration systems, and power generators
- Energy production equipment, including solar and wind
- Hardscapes

Table of Contents

On July 23, 2014, we merged with EcoSmart Surface & Coating Technologies, Inc., a Florida corporation (“EcoSmart Florida”). Because, for accounting purposes, this merger was treated in accordance with ASC 805-40, *Reverse Acquisitions*, and Findex was recognized as the accounting acquiree in relation thereto with EcoSmart Florida as the accounting acquirer, our consolidated financial statements for the reporting period from January 1, 2013 through July 23, 2014 were those of EcoSmart Florida, not the enterprise historically recognized as Findex. Accordingly, our consolidated financial statements for the periods since July 24, 2014, the day after which the merger was consummated, recognize Findex and EcoSmart Florida as a single operating enterprise and entity for accounting and reporting purposes, albeit with a carryover capital structure inherited from Findex (attributable to the legal structure of the transaction). Readers of this annual report on Form 10-K should note that, in order to provide materially relevant disclosure regarding certain of Findex’s historical, operational expenses not otherwise appropriately accounted for in our consolidated financial statements given the applied accounting treatment described herein, certain disclosure is contained in the text of this report relating to such expenses, including *e.g.* executive compensation, director compensation, and audit fees, that does not numerically align with the corresponding figures contained in our consolidated financial statements.

Since the merger with EcoSmart Florida, our focus has shifted away from the continued development of our FormTool line and much more intently in the direction of our coatings business, where we believe the opportunities for our future growth are greater and have significantly more to offer economically.

MANAGEMENT OVERVIEW

A key focus of management during the year ended December 31, 2015 centered on exploring and building relationships with potentially key strategic business partners, investors, and potential distributors and/or resellers of our products. Each of the strategic sell-side relationships were pointedly pursued in order to establish, further develop, and/or expand our existing market share within certain of our most aggressively targeted verticals. For this period, and for the indefinite future, management is committed to securing and solidifying foundational relationships within each of its heavy machinery and equipment industries, marine markets, industrial and consumer HVAC equipment industries, energy production equipment including solar and wind, and hardscape markets, and intends to allocate our financial and human resources accordingly.

During the year ended December 31, 2015, management remained focused on three primary areas identified as keys to the near-term viability, growth and prosperity of our Company. One area is revenue generation, as effected through the formalization of various distribution and licensing relationships that the Company has been pursuing over time. A second area is the maximization of cash flow and return on existing assets, as effected through the refinement of internal production operations and throughput efficiencies. The third other area is corporate finance, and specifically the raising of capital necessary to bridge shortfalls in available cash, for both operational and capital investment purposes, through to the point, if at all, at which working capital and cash reserve levels are sufficient to be self-sustaining.

At this time, near-term liquidity poses a continuous challenge to us and is expected to continue to do so for the foreseeable future. Moreover, the need to find ways to stretch our very limited economic resources places ongoing strains on our very limited human resources.

RESULTS OF OPERATIONS FOR YEARS ENDED DECEMBER 31, 2015 AND DECEMBER 31, 2014

Statements of Operations for Years Ended December 31,	2015	2014	Change
Net revenues	\$169,756	\$176,567	\$(6,811)
Cost of sales	(84,119)	(99,181)	15,062
Gross profit	\$85,637	\$77,386	\$8,251
Sales, marketing and general and administrative expenses	(998,595)	(1,050,038)	51,443
Research and development	(267,361)	(108,886)	(158,475)
Impairment loss	(15,000)	(45,000)	30,000
Total operating expenses	\$(1,280,956)	\$(1,203,924)	\$(77,032)
Loss from operations	\$(1,195,319)	\$(1,126,538)	\$(68,781)
Other expenses, net	(60,110)	(260,745)	200,635
Gain on intangible asset	24,380	---	24,380
Gain on debt settlement	200,000	---	200,000
Impairment loss of Findex legacy software segment	(1,433,465)	---	(1,433,465)
Loss before income taxes	\$(2,464,514)	\$(1,387,283)	\$(1,077,231)
Income tax (provision)	---	---	---
Net loss from operations	\$(2,464,514)	\$(1,387,283)	\$(1,077,231)

Table of Contents

The differing results of operations are primarily attributable to the following for the year ended December 31, 2015:

- a decrease in cost of sales resulting from a decrease in materials purchased and a decrease in freight-out expenses;
- a decrease in sales, marketing and general and administrative expenses;
- an increase in research and development costs as we continued to test and explore market validation and longevity of our coatings within certain vertical markets;
- an impairment loss for the years ended December 31, 2015 and 2014 related to a valuation decrease in the MRP assets, which assets were included within the merger with EcoSmart Florida, due to our discontinuance of this line of business;
- a decrease in interest expense as during the year ended December 31, 2014 we realized a large increase in interest expense arising out of an issuance of shares of our common stock to an existing note holder in consideration for the extension of the term of the note held;
- a gain on intangible asset related to the Company's sale of the website name, www.formtool.com, and the FormTool registered trademark;
- an accounting gain realized in connection with a settlement agreement entered into with a current note holder; and
- a goodwill impairment expense related to the Findex legacy software segment which is no longer being actively pursued.

Although there can be no assurance, in future periods, we anticipate an increase in overall Company revenues as well as an increase in overall sales, marketing and general and administrative expenses due to our anticipated growth and expansion in certain vertical markets.

Revenues

Our net revenues decreased approximately \$7,000 from approximately \$177,000 for the year ended December 31, 2014 to approximately \$170,000 for the year ended December 31, 2015. The decrease in net revenues is mainly attributed to a decrease in sales in our digital flooring system as well as a decrease in sales in our FormTool line of products. Both our digital flooring system and our FormTool line of products are non-core legacy businesses which we did not actively pursue for the year ended December 31, 2015. Although there can be no assurance, we anticipate an increase in overall Company revenues in future periods as we continue to pursue a variety of vertical markets that management has been targeting over the past year as near-term opportunities for revenue growth.

Cost of Sales

Cost of Sales for Operations for Years Ended December 31,	2015	2014	Change \$
--	------	------	--------------

Edgar Filing: FINDEX COM INC - Form 10-K

		%		%	
		to Sales		to Sales	
Direct costs	\$57,713	34%	\$75,216	43%	\$(17,503)
Royalties	17,519	10%	9,948	6%	7,571
Freight-out	8,887	5%	14,017	8%	(5,130)
Cost of sales	\$84,119	49%	\$99,181	56%	\$(15,062)

Cost of sales consists primarily of direct costs, royalties accrued to third party providers of intellectual property and the costs associated with reproducing, packaging, and shipping our products. The decrease in cost of sales for the year ended December 31, 2015 is attributable to the following:

a decrease in direct costs attributable to a change in certain suppliers for materials;
an increase in royalties due to an increase in sales of products that carry a royalty obligation; and
a decrease in freight-out resulting from a change in shipping service providers.

Table of Contents

Into the immediate future, we anticipate that our direct costs are likely to increase because of escalating sales volume coupled with our continuing inability to make bulk purchases of materials at substantially discounted rates. Though there can be no assurance that our cash availability or creditworthiness will improve over time, if it does, we intend to take advantage of bulk purchasing opportunities at discounted rates. More generally, we anticipate our cost of sales to increase in the future in direct proportion to increases in revenue.

Sales, General and Administrative

Sales, General and Administrative Costs for Operations for Years Ended December 31,	2015	% to Sales	2014	% to Sales	Change \$	%
Selected expenses:						
Advertising and direct marketing	\$ 19,482	11%	\$ 21,464	12%	\$(1,982)	9%
Total sales and marketing	\$ 19,482	11%	\$ 21,464	12%	\$(1,982)	9%
Personnel costs	\$ 442,648	258%	\$ 444,803	251%	\$(2,155)	0%
Research and development	267,361	156%	108,886	62%	158,475	146%
Legal	119,253	69%	109,289	62%	9,964	9%
Contract Services	92,500	54%	28,000	16%	64,500	230%
Rent	86,554	50%	57,461	32%	29,093	51%
Amortization and depreciation	64,973	38%	51,741	29%	13,232	26%
Accounting	26,531	15%	9,680	5%	16,851	174%
Directors fees	42,000	24%	17,000	10%	25,000	147%
Impairment expense on intangible asset	15,000	9%	45,000	25%	(30,000)	67%
Other general and administrative costs	104,654	61%	310,600	176%	(205,945)	66%
Total general and administrative	\$ 1,261,474	735%	\$ 1,182,460	668%	\$ 79,015	7%
Total sales, marketing, general and administrative	\$ 1,280,956	746%	\$ 1,203,924	680%	\$ 77,033	6%

Our research and development costs consist of direct production costs, including labor directly associated with the development of projects and outside consultants, and indirect costs such as those associated with facilities use. For labor costs and costs of outside consultants, we record the research and development costs as a reduction against either personnel costs or contract services. For facilities leasing related expenses, we record the research and development costs as a reduction against rent. For the year ended December 31, 2015, we reclassified to research and development approximately \$164,000 from total personnel costs, approximately \$32,000 from rent, and approximately \$60,000 from total contract services.

The differing results of total sales, marketing, general and administrative costs are primarily attributable to the following for the year ended December 31, 2015:

a slight decrease in advertising and direct marketing as costs incurred;
an overall increase in total personnel costs, before adjustments of reclassified wages for research and development, as our staff and use of outside contractors increased based on operational growth;
an increase in research and development expenses as we continued to test and explore market validation and longevity of our coatings within certain vertical markets;
an increase in legal expense due to the preparation of various offering documents and related securities marketing materials required by us to pursue capital-raising initiatives and bring to a conclusion certain open matters relating back to the merger with EcoSmart Florida;

-41-

Table of Contents

an increase in total contract services, before adjustments of reclassified contract services for research and development, as we (i) engaged an outside contractor for certain business development services, and (ii) issued stock as compensation to three consultants for their advisory services in connection with research and development and enhancement of sales opportunities;

an increase in rent due to the obligations assumed as part of the merger with EcoSmart Florida as well as the addition of our research facility in Daytona Beach, Florida;

an increase in amortization and depreciation due to the continual amortization of our intangible assets;

an increase in accounting expenses due to the continual quarterly reviews and annual audit performed by our external auditor;

an increase in directors fees attributable to the addition of an outside director on our board of directors for an entire year;

an impairment loss for the years ended December 31, 2015 and 2014 related to a valuation decrease in the MRP assets as the Company is no longer pursuing this line of business;

a decrease in our other general and administrative costs as we attempt to cut unnecessary expenses where we can.

For the immediate future, and although there can be no assurance, we would anticipate our sales, marketing, general and administrative costs to increase in the future in relation to anticipated increases in our overall Company revenues.

Gain on Intangible Asset

For the year ended December 31, 2015, we sold the URL/domain, www.formtool.com, and the related FormTool registered trademark to a private company for \$15,000 which was to be paid out in installments over twelve months. We continue, however, to operate our FormTool website, albeit from a different URL/domain: www.formtoolsoftware.com. In connection with the sale of the URL/domain and the registered trademark, a settlement was reached with a then creditor of ours pursuant to which our outstanding indebtedness to him in the amount of \$24,380 was satisfied in exchange for an assignment by us to him of the entirety of our interest in the \$15,000 proceeds of sale otherwise to be paid to us in installments. At December 31, 2015, we did not have a value assigned to the intangible assets consisting of the domain website name, www.formtool.com, and the FormTool registered trademark. As a result, we recognized a gain on intangible asset of \$24,380 on our Consolidated Statement of Operations for the year ended December 31, 2015.

Gain on Debt Settlement

For the year ended December 31, 2015, we recognized a gain on debt settlement in the amount of \$200,000. This gain is a result of entering into a loan modification agreement with a shareholder that had held an outstanding convertible note agreement in the amount of \$250,000 carrying a conversion feature that had the accounting effect of increasing the derivative liability associated with the obligation from \$250,000 to \$500,000. The loan modification called for the original convertible note payable (\$250,000), along with the conversion feature (\$250,000), dated July 2014 to be

cancelled. In addition, the loan modification called for a replacement note payable to be issued by us in the adjusted, aggregate principal amount of \$300,000, but without any conversion feature. All other terms of the original note agreement remained unchanged. As a result, we recognized a net gain of \$200,000, and we have treated it as a gain from extinguishment of debt and included it in Gain on debt settlement on our Consolidated Statement of Operations for the year ended December 31, 2015.

Impairment Loss of Findex Legacy Software Segment

For the year ended December 31, 2015, we recognized \$1,433,465 of goodwill impairment expense related to the Findex legacy software segment which is no longer being actively pursued. We have treated this as an Impairment loss of Findex legacy software segment on our Consolidated Statement of Operations for the year ended December 31, 2015.

Provision for Income Taxes

For the years ended December 31, 2015 and 2014, based on uncertainty about the timing of and ability to generate future taxable income and our assessment that the realization of the deferred tax assets no longer met the “more likely than not” criterion for realization, we provided for a full valuation allowance against our net deferred tax assets. If we determine that it is more likely than not that we will be able to realize our deferred tax assets in the future, an adjustment to the deferred tax asset valuation allowance would be recorded in the period when such determination is made.

Table of Contents

As of December 31, 2015, we had accumulated net operating loss carryforwards, for federal income tax purposes, of approximately \$10,367,000. These carryforwards are the result of income tax losses generated as follows:

	Generated Loss	Expiration
2001	\$5,123,000	2021
2002	\$235,000	2022
2005	\$956,000	2025
2006	\$584,000	2026
2008	\$694,000	2028
2009	\$366,000	2029
2010	\$292,000	2030
2012	\$353,000	2032
2013	\$178,000	2033
2014	\$825,000	2034
2015	\$761,000	2035

While, under certain circumstances, opportunities exist for companies to preserve and realize potential value from their NOL carryforwards by applying such losses from prior fiscal years to taxable income in future years in order to reduce otherwise existing tax liability, availability of such opportunities is highly restricted and predicated on the satisfaction of a number of conditions that cannot be assured.

See Note 12, *Income Taxes*, in the Notes to the Consolidated Financial Statements for the year ended December 31, 2015 for further information regarding the components of our income tax provision.

LIQUIDITY AND CAPITAL RESOURCES

Our primary needs for liquidity and capital resources are the working capital requirements of our continued operations, which includes the ongoing internal development of new products, expansion and upgrade of existing products, and marketing and sales. Although cash generated through our current operations may prove sufficient to sustain such operations, there can be no assurance of such a result, and, in any event, our pursuit of an aggressive growth plan, as currently exists, will likely require funding from outside sources. Funding from outside sources may include but is not limited to the pursuit of other financing options such as commercial loans or public or private sales of securities, including common stock, preferred stock and/or convertible notes or debentures.

Working Capital	2015	2014
Current assets	\$31,699	\$93,531

Edgar Filing: FINDEX COM INC - Form 10-K

Current liabilities	\$2,149,954	\$1,847,464
Accumulated deficit	\$5,452,474	\$2,987,960

Liquidity for our day-to-day continuing operations remains a very serious ongoing concern for us, and there can be no assurance of it remaining manageable.

Cash Flows for Years Ended December 31,	2015	2014	Change	%
Cash flows used in operating activities	\$(674,578)	\$(651,646)	\$(22,932)	4%
Cash flows provided in investing activities	\$---	\$17,601	\$(17,601)	100%
Cash flows provided by financing activities	\$677,500	\$636,096	\$41,404	7%

Net cash used in operating activities for the years ended December 31, 2015 and 2014 consisted mainly of payments going out for accounts payable items, accrued expenses and stock compensation.

The lack of cash provided in investing activities was primarily due to our not having made any capital investments during the year ended December 31, 2015.

Table of Contents

For the year ended December 31, 2015, cash provided by financing activities was primarily the result of the sale of shares of our common stock and convertible notes in exchange for cash

Financing

Given practical considerations, we believe that our ability to meaningfully pursue our business plan in the immediate term will depend on the availability of cash, the precise amount of which is uncertain as of the date of this annual filing on Form 10-K given certain variables surrounding our ability to generate funds internally, including through sales of product and/or territorial distributorships. To the extent that it becomes necessary to access funds through a public or private sales of securities, as we currently anticipate, this is likely to be pursued through an offering involving common stock, preferred stock and/or convertible notes or debentures. In connection with any such contemplated financing, it may become necessary given market conditions and the unavailability of alternative options for us to issue additional shares of our common stock or securities exchangeable for shares of our common stock, including but not limited to convertible preferred stock or convertible notes or debentures containing so-called “floorless convertible” provisions that can be, and often are, extremely dilutive to existing stockholders upon conversion. Any such issuances, as well as any related issuances of common stock or other purchase warrants, would likely have the effect of depressing the market price of our common stock and diluting the interests of our common stockholders, potentially very significantly.

Although no attempt has been made for many years now due to management’s practical conclusion that it would be an unproductive allocation of human resources, we have been unable to secure any bank or other secured financing due to our revenue and cash flow levels, internal financial ratios, and negative working capital position, and we do not expect that we will be successful in securing any such financing if we were to recommence efforts to do so unless and until our revenues and cash flows become substantially higher, and our internal financial ratios dramatically improve, something we believe to be unlikely absent the occurrence of a major business combination and/or equity or equity-linked financing transaction.

Contractual Liabilities

We occupy an office building for our corporate headquarters located at 1313 South Killian Drive, Lake Park, Florida 33403. The lease for the 8,560 square feet ends on December 31, 2019 with an option to renew for one successive term of five years at the then current occupancy rates with 1313 Group LLC. Our monthly rent, including related sales and use taxes, is \$7,105, and we are responsible for all utilities, repairs and maintenance.

We also lease a research facility located at 223 Fentress Boulevard, Daytona Beach, Florida 32114 as of October 2014. In February 2015, we entered into a month to month lease agreement with an expiration date of December 31, 2016 for this 3,200 square foot facility. Monthly rent, including related sales and use taxes, is \$2,929. In accordance with the terms of this leasehold agreement, we are responsible for all utilities, repairs and maintenance.

Rent expense for the years ended December 31, 2015 and 2014 for both facilities totaled \$86,554 and \$57,461, respectively.

At December 31, 2015, the future minimum rental payments required under these arrangements total approximately \$348,768. See Note 14, *Commitment and Contingencies*, in the Notes to the Consolidated Statements for the year ended December 31, 2015 for more detailed information.

Discontinued Operations

On May 5, 2011, we entered into a Software Product Line Purchase Agreement to sell our long-time flagship QuickVerse product line to WORDsearch. On June 30, 2011, closing of the asset sale transaction governed by the Software Product Line Purchase Agreement, which was transitional in nature and expected to be ongoing through approximately the end of April, 2012, commenced. As one of the initial parts of the closing, on July 1, 2011 WORDsearch assumed possession of the physical assets conveyed in the transaction as well as control and responsibility of the business operations related to the QuickVerse product line, including, among many other things, the receipt of revenues for sales in exchange for partial payment of the cash portion of the purchase price being paid to us. On April 13, 2012, we determined that the final closing conditions under the Software Product Line Purchase Agreement had been met, and the sale of the QuickVerse product line to WORDsearch was complete. As a result, we have classified this asset as discontinued operations for the years ended December 31, 2015 and 2014.

Table of Contents

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Contractual Obligations

As a “smaller reporting company” as defined by Item 10 of Regulation S-K, we are not required to provide this information.

The Potential Impact of Known Facts, Commitments, Events and Uncertainties on Future Operating Results or Future Liquidity Requirements

New Accounting Pronouncements

See Note 1, *Summary of Significant Accounting Policies*, in the Notes to the Consolidated Financial Statements for the year ended December 31, 2015 for information regarding the potential effects of new accounting pronouncements on our results of operations and financial condition.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

As a “smaller reporting company” as defined by Item 10 of Regulation S-K, we are not required to provide this information.

Table of Contents

ITEM 8. CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and

Stockholders of Findex.com, Inc.

We have audited the accompanying consolidated balance sheets of Findex.com, Inc., formerly EcoSmart Surface and Coating Technologies, Inc., as of December 31, 2015 and 2014, and the related statements of operations, stockholders' deficit, and cash flows for the years then ended. Findex.com, Inc.'s management is responsible for these consolidated financial statements. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

We were not engaged to examine management's assertion about the effectiveness of Findex.com, Inc.'s internal control over financial reporting as of December 31, 2015 and, accordingly, we do not express an opinion thereon.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Findex.com, Inc. as of December 31, 2015 and 2014 and the results of its operations and cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has incurred operating losses, has incurred negative cash flows from operations and has a working capital deficit. These and other factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plan regarding these matters is also described in Note 2 to the financial statements. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/:D. Brooks and Associates CPA's, P.A.

D. Brooks and Associates CPA's, P.A.

West Palm Beach, FL

April 14, 2016

F-1

Table of Contents**Findex.com, Inc.****CONSOLIDATED BALANCE SHEETS**

	As of December 31, 2015	As of December 31, 2014
Assets		
Current Assets:		
Cash and cash equivalents	\$ 5,163	\$2,241
Accounts receivable, net	1,901	38,602
Inventories, net	19,797	50,959
Other current assets	4,838	1,729
Total current assets	31,699	93,531
Property and Equipment, net	29,994	47,454
Intangible Assets, net	356,874	419,387
Goodwill	---	1,433,465
Total assets	\$ 418,567	\$1,993,837
Liabilities and Stockholders' (Deficit) Equity		
Current Liabilities:		
Notes payable	\$ 366,283	\$323,783
Notes payable Derivative liability	---	250,000
Notes payable, related party	709,000	489,000
Accrued royalties	64,129	61,039
Accounts payable	208,255	221,715
Accounts payable, related parties	98,754	67,702
Accrued payroll	466,675	251,127
Other current liabilities	122,490	68,730
Other current liabilities from discontinued operations	114,368	114,368
Total current liabilities	2,149,954	1,847,464
Commitments and Contingencies (Note 14)		
Stockholders' (Deficit) Equity:		
Preferred stock, \$.001 par value 5,000,000 shares authorized -0- shares issued and outstanding	---	---
Common stock, \$.001 par value 900,000,000 shares authorized, 476,783,564 and 420,479,980 shares issued and outstanding, respectively	476,784	420,480
Additional paid-in capital	3,244,303	2,713,853
Accumulated deficit	(5,452,474)	(2,987,960)
Total stockholders' (deficit) equity	(1,731,387)	146,373
Total liabilities and stockholders' (deficit) equity	\$ 418,567	\$1,993,837

See accompanying notes to consolidated financial statements.

F-2

Table of Contents**Findex.com, Inc.****CONSOLIDATED STATEMENTS OF OPERATIONS**

	Year Ended December 31, 2015	Year Ended December 31, 2014
Revenues, net	\$ 153,140	\$ 176,567
Revenues related party, net	16,616	---
Total revenues	169,756	176,567
Cost of sales	84,119	99,181
Gross profit	85,637	77,386
Other operating expenses:		
Sales and marketing expenses	19,482	21,464
Professional fees	290,606	175,208
Personnel costs (net of research and development direct labor costs)	442,648	444,803
Research and development	267,361	108,886
Rent	86,554	57,461
Other general and administrative expenses	159,305	351,102
Impairment expense on intangible asset	15,000	45,000
Total operating expenses	1,280,956	1,203,924
Loss from operations	(1,195,319)	(1,126,538)
Interest expense	(60,110)	(260,745)
Gain on intangible asset	24,380	---
Gain on debt settlement	200,000	---
Impairment loss of Findex legacy software segment	(1,433,465)	---
Net loss before income taxes	(2,464,514)	(1,387,283)
Income tax provision	---	---
Net loss	\$ (2,464,514)	\$(1,387,283)
Basic & diluted net loss per share	\$ (0.01)	\$(0.01)
Basic & diluted weighted average common shares outstanding	458,579,401	175,851,232

See accompanying notes to consolidated financial statements.

Table of Contents**Findex.com, Inc.****CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)**

	Common Stock		Additional	Accumulated	Total
	Shares	Amount	Paid-In Capital	Deficit	
Balance as of December 31, 2013	82,608,179	\$82,608	\$1,380,319	\$(1,600,677)	\$(137,750)
Sale of Common Shares for Cash - Private Investors (Pre-Merger)	21,516,423	21,517	530,583	---	552,100
Issuance of Common Shares - Note Holder (Pre-Merger)	8,510,458	8,510	216,490	---	225,000
Issuance of Common Shares - Merger Agreement	277,982,500	277,983	436,827	---	714,810
Equity Issuance Costs (Post Merger)	---	---	(21,004)	---	(21,004)
Sale of Common Shares for Cash - Private Investors (Post Merger)	5,000,000	5,000	45,000	---	50,000
Issuance of Common Shares for Services (Post Merger)	24,862,420	24,862	125,638	---	150,500
Net loss, year ended December 31, 2014	---	---	---	(1,387,283)	(1,387,283)
Balance as of December 31, 2014	420,479,980	\$420,480	\$2,713,853	\$(2,987,960)	\$146,373
Sale of Common Shares for Cash - Private Investors	50,500,000	50,500	414,500	---	465,000
Issuance of Common Shares for Services	8,071,429	8,072	104,927	---	112,999
Cancelled Stock Certificate	(2,192,500)	(2,193)	2,193	---	---
Correction of Error on Issuance of Common Shares for Merger Agreement	(75,345)	(75)	75	---	---
Forgiveness of Accounts Payable to Related Party	---	---	8,755	---	8,755
Net loss, year ended December 31, 2015	---	---	---	(2,464,514)	(2,464,514)
Balance as of December 31, 2015	476,783,564	\$476,784	\$3,244,303	\$(5,452,474)	\$(1,731,387)

See accompanying notes to consolidated financial statements.

Table of Contents**Findex.com, Inc.****CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Year Ended December 31, 2015	Year Ended December 31, 2014
Cash flows from operating activities:		
Net Loss	\$ (2,464,514)	\$ (1,387,283)
Adjustments to reconcile net loss to cash used in operations:		
Depreciation	17,460	16,944
Amortization	47,513	34,797
Stock issued for services	84,000	117,500
Stock issued for accounts payable, related party	---	30,000
Stock issued for accounts payable	---	3,000
Stock issued for notes payable	---	225,000
Forgiveness of accounts payable to related party	8,754	---
Gain on debt settlement	(200,000)	---
Impairment expense on intangible asset	15,000	45,000
Impairment loss of Findex legacy software segment	1,433,465	---
Changes in operating assets and liabilities		
Decrease (increase) in accounts receivable	36,701	(33,550)
Decrease in inventory	31,162	24,705
(Increase) decrease in other current assets	(3,109)	2,155
Increase in accounts payable and accrued expenses	318,990	270,076
Net cash used in operating activities	(674,578)	(651,656)
Cash flows from investing activities:		
Cash acquired	---	19,172
Purchase of property and equipment	---	(1,571)
Net cash provided in investing activities	---	17,601
Cash flows from financing activities:		
Sale of common stock	465,000	602,100
Issuance of convertible debt	250,000	55,000
Payments made on term debt	(37,500)	---
Equity issuance costs	---	(21,004)
Net cash provided by financing activities	677,500	636,096
Net increase in cash and cash equivalents	2,922	2,041
Cash and cash equivalents, beginning of year	2,241	200
Cash and cash equivalents, end of period	\$ 5,163	\$ 2,241
Supplemental cash flow information:		
Interest paid	\$ 16,746	\$ 260,744
Cash paid for income taxes	\$ ---	\$ ---

Schedule of Non-Cash Investing and Financing Activities:

Issuance of debt for loan modification	\$ 50,000	\$ ---
Issuance of common stock for accrued directors fees	\$ 29,000	\$ ---

See accompanying notes to consolidated financial statements.

F-5

Table of Contents

Findex.com, Inc.

Notes to Consolidated Financial Statements

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization – FINDEX.COM, Inc.

Findex.com, Inc. (“Findex”) was incorporated under the laws of the State of Nevada on November 7, 1997, as EJH Entertainment, Inc. On December 4, 1997, we acquired EJH Entertainment, Inc., an Idaho corporation, in a stock-for-stock transaction. EJH Idaho was incorporated on June 21, 1968, as Alpine Silver, Inc. Alpine changed its name to The Linked Companies, Inc. on December 4, 1992. On September 9, 1996, The Linked Companies acquired Worldwide Entertainment, Inc., a Delaware corporation, in a stock-for-stock transaction and changed its name to Worldwide Entertainment, Inc. On June 27, 1997, Worldwide Entertainment changed its name to EJH Entertainment, Inc.

On April 30, 1999, the Company acquired FINdex Acquisition Corporation, a Delaware corporation in a stock-for-stock transaction and the Company’s name was changed to Findex.com, Inc. FINdex Acquisition Corporation is a wholly-owned subsidiary without current business operations. It was incorporated on February 19, 1999 and acquired FinSource Ltd., a Delaware corporation in April 1999, in a stock-for-stock transaction. The mergers with FINdex Acquisition Corporation and FinSource Ltd. were treated as reorganization mergers with the accounting survivor being FinSource.

On March 7, 2000, the Company acquired Reagan Holdings, Inc., a Delaware corporation in a stock-for-stock transaction. Reagan was incorporated on July 27, 1999 and is a wholly-owned subsidiary without current business operations.

Organization – ECosmart surface and Coating technologies, inc.

EcoSmart Surface Technologies

On January 20, 2012, EcoSmart Surface Technologies, Inc. (a Florida Corporation) was formed as a wholly owned subsidiary of The Renewable Corporation to manufacture and distribute a newly developed and customized, extremely durable flooring system that is applied with a patented process. With this system, a completely different looking floor can be applied over most existing hard flooring surfaces. The system can replicate the appearance of a variety of traditional substances, such as wood and stone, using an environmentally friendly technique, and can include decorative elements such as logos or other inlaid artwork that is sealed into the polymer finish coating.

EcoSmart Coating Technologies

On January 20, 2012, EcoSmart Coating Technologies, Inc. (a Florida Corporation) was formed as wholly owned subsidiary of The Renewable Corporation to manufacture and distribute a portfolio of nano-technology glass coatings applicable to virtually every industry for corrosion protection, self-cleaning, self-sterilization, slip resistance, chemical resistance, anti-graffiti, energy and cosmetic improvement. The coatings can be used on virtually any surface thereby creating the properties of a glass surface, no matter what is coated. The coatings are particularly suited for the flooring, automotive, marine, medical, home, and industrial applications.

EcoSmart Surface and Coating Technologies, Inc.

On September 18, 2012, both EcoSmart Surface Technologies, Inc. and EcoSmart Coating Technologies, Inc. were merged into one company with the name of EcoSmart Surface and Coating Technologies, Inc.

Table of Contents

Organization – merger with findex.com, Inc. and ecosmart surface and coating technologies, inc.

On July 23, 2014, the Company entered into an agreement and plan of merger, with each of EcoSmart Acquisition Corp., a Delaware corporation and a wholly-owned special-purpose acquisition subsidiary, EcoSmart Surface & Coating Technologies, Inc., a Florida Corporation (“EcoSmart”), and The Renewable Corporation, a Washington corporation and the majority-controlling stockholder of EcoSmart pursuant to which EcoSmart Acquisition Corp. acquired all of the outstanding capital stock of EcoSmart in exchange for 277,982,500 shares of the Company’s common stock, par value \$0.001. On July 23, 2014, the Company completed the filings of the corresponding certificate of merger in each of the States of Delaware and Florida, thereby consummating a statutory merger (the “Merger”). As a result, the Company is now the holding company of EcoSmart, which is an operating business centered around the development of a proprietary line of state-of-the-art specialty materials coatings that have a broad range of value-adding industrial, commercial, and residential applications.

For accounting purposes, the Company recognized the Merger in accordance with ASC 805-40, *Reverse Acquisitions*. Accordingly, the Company has been recognized as the accounting acquiree in relation to the Merger, with EcoSmart being the accounting acquirer, and the Company’s consolidated financial statements for the reporting periods from January 1, 2013 through July 23, 2014 being those of EcoSmart, not the enterprise historically recognized as Findex. The Company’s consolidated financial statements for the periods since July 24, 2014, the day after which the Merger was consummated, recognize Findex and EcoSmart as a single operating enterprise and entity for accounting and reporting purposes, albeit with a carryover capital structure inherited from Findex (attributable to the legal structure of the transaction).

Prior to the Merger, and since 1999, the Company’s business had been developing, publishing, marketing, distributing and direct-selling off-the-shelf consumer and organizational software products for the Windows platform. Following divestitures of two software titles which had consistently accounted for the overwhelming majority of the Company’s revenues, including the Company’s Membership Plus product line, which the Company sold in late 2007, and the Company’s flagship QuickVerse product line, which the Company sold during 2011, and title acquisitions during the same period that, in the aggregate, have been relatively insignificant in offsetting the loss of revenues associated with those divestitures, the Company’s continuing operations, while not nominal, have been very limited and insubstantial in terms of revenue, both relative to what they had been prior thereto and by any appropriate standalone measure. Specifically, the Company’s operations immediately prior to the Merger consisted exclusively of those relating to the FormTool line of products which the Company acquired in February 2008, as well as two language tutorial products, which were retained after the sale of the QuickVerse product line. Due to a continuing lack of capital over a number of years, the Company was unable to meaningfully grow the FormTool line and develop related products, and the Company’s business and financial prospects became increasingly challenged.

Since the Merger, the Company’s primary focus has shifted away from the continued development of our FormTool line and much more intently in the direction of our surfaces and coatings business, where we believe the opportunities for our future growth are greater and have significantly more to offer economically.

BASIS OF PRESENTATION

The financial statements of the Company have been prepared in accordance with the accounting principles generally accepted in the United States of America and are expressed in US dollars.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All inter-company balances and transactions have been eliminated in consolidation.

Reclassifications

Certain accounts in the Company's 2014 financial statements have been reclassified for comparative purposes to conform with the presentation in its 2015 financial statements.

Table of Contents

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 at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. 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. Significant estimates include inventory evaluation for slow moving and obsolete items, collectability of accounts receivable, assessing intangibles for impairment, useful lives of assets, and valuation of stock based compensation.

CASH AND CASH EQUIVALENTS

The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

ACCOUNTS RECEIVABLE

Within the Company's operations as a whole, the Company's products are sold to resellers and distributors generally under terms appropriate for the creditworthiness of the customer. Terms generally range from cash on delivery, net 10 days or net 30 days. Receivables from customers are unsecured. The Company continuously monitors its customer account balances and actively pursues collections on past due balances.

The Company maintains an allowance for doubtful accounts comprised of two components, (i) historical collections performance and (ii) specific collection issues. If actual bad debts differ from the reserves calculated based on historical trends and known customer issues, an adjustment to bad debt expense is recorded in the period in which the difference occurs. Such adjustment could result in additional expense or a reduction of expense.

The Company's accounts receivable go through a collection process that is based on the age of the invoice and requires attempted contacts with the customer at specified intervals and the assistance from other personnel within the

Company who have a relationship with the customer. If after a number of days, the Company has been unsuccessful in its collections efforts, it may turn the account over to a collection agency. The Company writes-off accounts to the allowance when it has determined that collection is unlikely. The factors considered in reaching this determination are (i) the apparent financial condition of the customer, (ii) the success the Company has in contacting and negotiating with the customer and (iii) the number of days the account has been outstanding. To the extent that the Company's collections do not correspond with historical experience, it may be required to incur additional charges.

INVENTORY

The Company's inventories are recorded at the lower of cost or market using the first in, first out method. The Company's inventory consists of raw materials and finished goods. The Company takes into consideration certain inventory items that are slow moving and obsolete and calculates a provision for these inventory items.

PROPERTY AND EQUIPMENT

Property and equipment are recorded at cost. Depreciation is computed using the straight-line method based on the estimated useful lives generally ranging from three to seven years. Amortization of leasehold improvements is computed using the straight-line method over the lesser of the useful life of the asset or the remaining term of the lease. Expenditures for maintenance and repairs are expenses as incurred.

ACCOUNTING FOR LONG-LIVED ASSETS

The Company reviews property and equipment and intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability is measured by comparison of the carrying amount to future net cash flows the assets are expected to generate. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the asset exceeds its fair market value. Property and equipment to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

Table of Contents

INTANGIBLE ASSETS OTHER THAN GOODWILL

The Company's intangible assets consist of patents and patents pending acquired from third parties, and are recorded at cost. In accordance with Financial Accounting Standards Board Accounting Standards Codification ("ASC") 350-30, *General Intangibles Other Than Goodwill*, intangible assets with an indefinite useful life are not amortized. Intangible assets with a finite useful life are amortized on the straight-line method over the estimated useful lives, generally three to ten years. All intangible assets are tested for impairment annually during the fourth quarter. For the years ended December 31, 2015 and 2014, the Company recognized \$15,000 and \$45,000, respectively, in impairment expense related to the MRP assets. See Note 6.

GOODWILL AND CERTAIN OTHER LONG-LIVED ASSETS

As required by ASC 350, *Goodwill and Other Intangible Assets*, the Company tests goodwill for impairment during the fourth quarter of its fiscal year. Goodwill is not amortized, but instead tested for impairment at the reporting unit level at least annually and more frequently upon occurrence of certain events. The Company has one reporting unit. The annual goodwill impairment test is a two-step process. First, the Company determines if the carrying value of its reporting unit exceeds fair value, which would indicate that goodwill may be impaired. If the Company then determines that goodwill may be impaired, it compares the implied fair value of the goodwill to its carry amount to determine if there is an impairment loss.

For the year ended December 31, 2015, the Company recognized \$1,433,465 of goodwill impairment expense related to the Findex legacy software segment which is no longer being actively pursued. See Notes 3 and 11.

The Company accounts for the impairment of long-lived assets other than goodwill in accordance with ASC 360, *Property, Plant, and Equipment*, which addresses financial accounting and reporting for the impairment or disposal of long-lived assets. ASC 360 requires impairment losses to be recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying amounts. In that event, a loss is recognized based on the amount by which the carrying amount exceeds the fair value of the long-lived assets. Loss on long-lived assets to be disposed of is determined in a similar manner, except that fair values are reduced for the cost of disposal.

FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value measurements are determined under a three-level hierarchy for fair value measurements that prioritizes the inputs to valuation techniques used to measure fair value, distinguishing between market participant assumptions developed based on market data obtained from sources independent of the reporting entity (“observable inputs”) and the reporting entity’s own assumptions about market participant assumptions developed based on the best information available in the circumstances (“unobservable inputs”). Fair value is the price that would be received to sell an asset or would be paid to transfer a liability (i.e., the “exit price”) in an orderly transaction between market participants at the measurement date. In determining fair value, the Company primarily uses prices and other relevant information generated by market transactions involving identical or comparable assets (“market approach”). The Company also considers the impact of a significant decrease in volume and level of activity for an asset or liability when compared with normal activity to identify transactions that are not orderly.

The highest priority is given to unadjusted quoted prices in active markets for identical assets (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). Securities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The three hierarchy levels are defined as follows:

Level 1 – Quoted prices in active markets that is unadjusted and accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 – Quoted prices for identical assets and liabilities in markets that are not active, quoted prices for similar assets and liabilities in active markets or financial instruments for which significant inputs are observable, either directly or indirectly;

Table of Contents

Level 3 – Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

Credit risk adjustments are applied to reflect the Company's own credit risk when valuing all liabilities measured at fair value. The methodology is consistent with that applied in developing counterparty credit risk adjustments, but incorporates the Company's own credit risk as observed in the credit default swap market.

The Company's financial instrument that is adjusted to fair value at each balance sheet date consists of a derivative liability related to the conversion feature embedded in convertible debt. The Company's derivative liability resulting from the issuance of convertible debt is reflected at fair value based on the terms of conversion which results in fair value approximating intrinsic value, which is consistent with level 3 inputs. See Notes 7 and 10.

At December 31, 2015 and 2014, the derivative liability consisted of the following for each fair value hierarchy level:

	2015	2014
Level I	\$ ---	\$---
Level II	\$ ---	\$---
Level III	\$ ---	\$250,000

Beneficial conversion feature

The Company from time to time may issue convertible note agreements that may have conversion prices which create an embedded beneficial conversion feature pursuant to the Emerging Issues Task Force (EITF) guidance on beneficial conversion features. A beneficial conversion feature exists on the date a convertible note agreement is issued and the fair value of the underlying common stock to which the note agreement is convertible into is in excess of the remaining unallocated proceeds of the note agreement after first considering the allocation of a portion of the note agreement proceeds to the fair value of any attached equity instruments, if any related equity instruments were granted with the debt. In accordance with the EITF guidance, the intrinsic value of the beneficial conversion feature is recorded as a debt discount with a corresponding amount to additional paid in capital. The debt discount is amortized to interest expense over the life of the note agreement using the effective interest method. In the case of no termination date of the note agreement, the debt discount is fully expensed to interest expense.

REVENUE RECOGNITION

The Company recognizes revenues in accordance with the Securities and Exchange Commission Staff Accounting Bulletin (SAB) number 104, *Revenue Recognition*. SAB 104 clarifies application of U.S. generally accepted accounting principles to revenue transactions. Under certain circumstances, the Company recognizes revenue in accordance with the provisions of Statement of Financial Accounting Standards No. 139 and American Institute of Certified Public Accountants Statement of Position 00-2 (collectively referred to as “SOP 00-2”). The Company recognizes revenue when the earnings process is complete. That is, when the arrangements of the goods are documented, the pricing becomes final and collectability is reasonably assured. An allowance for bad debt is provided based on estimated losses.

Revenue is recognized when a product is delivered or shipped to the customer and all material conditions relating to the sale have been substantially performed.

In addition, within the Company’s operations as a whole, the Company derives part of its revenues from the sale of downloadable software products. The Company recognizes software revenue for software products and related services in accordance with ASC 985-605, *Software Revenue Recognition*. The Company recognizes revenue when persuasive evidence of an arrangement exists (generally a purchase order), the Company has delivered the product, the fee is fixed or determinable and collectability is probable. In some situations, the Company receives advance payments from the Company’s customers. The Company defers revenue associated with these advance payments until the Company ships the products or offers the support.

Table of Contents

SHIPPING AND HANDLING COSTS

Shipping and handling costs are included in cost of sales on the accompanying consolidated financial statements.

RESEARCH AND DEVELOPMENT

The Company's research and development costs consist of direct production costs, including labor directly associated with the development of projects and outside consultants, and indirect costs such as those associated with facilities use. For labor costs and costs of outside consultants, the Company records the research and development costs as a reduction against either personnel costs or professional fees. For facilities leasing related expenses, the Company records the research and development costs as a reduction against rent. For the years ended December 31, 2015 and 2014, the Company recognized \$267,361 and \$108,886, respectively, in research and development costs.

STOCK-BASED COMPENSATION

The Company recognizes share-based compensation in accordance with ASC 718, *Compensation – Stock Compensation*, using the modified prospective method. ASC 718 requires that the Company measure the cost of the employee services received in exchange for an award for equity instruments based on the grant-date fair value and to recognize this cost over the requisite service period. See Note 13.

INCOME TAXES

The Company accounts for income taxes in accordance with ASC 740-10, *Income Taxes*. The Company recognizes deferred tax assets and liabilities to reflect the estimated future tax effects, calculated at the tax rate expected to be in effect at the time of realization. The Company records a valuation allowance related to a deferred tax asset when it is more likely than not that some portion of the deferred tax asset will not be realized. Deferred tax assets and liabilities are adjusted for the effects of the changes in tax laws and rates of the date of enactment.

ASC 740-10 prescribes a recognition threshold that a tax position is required to meet before being recognized in the financial statements and provides guidance on recognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition issues. The Company classifies interest and penalties as a

component of interest and other expenses. To date, the Company has not been assessed, nor has the Company paid, any interest or penalties. See Note 12.

The Company measures and records uncertain tax positions by establishing a threshold for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Only tax positions meeting the more-likely-than-not recognition threshold at the effective date may be recognized or continue to be recognized. All of the Company's tax years remain subject to examination by federal and state tax jurisdictions.

EARNINGS (LOSS) PER SHARE

The Company follows the guidance of ASC 260, *Earnings Per Share*, to calculate and report basic and diluted earnings per share ("EPS"). Basic EPS is computed by dividing income available to common stockholders by the weighted average number of shares of common stock outstanding for the period. Diluted EPS is computed by giving effect to all dilutive potential shares of common stock that were outstanding during the period. For the Company, dilutive potential shares of common stock consist of the incremental shares of common stock issuable upon the exercise of stock options and warrants for all periods, convertible notes payable and the incremental shares of common stock issuable upon the conversion of convertible preferred stock.

When discontinued operations, extraordinary items, and/or the cumulative effect of an accounting change are present, income before any of such items on a per share basis represents the "control number" in determining whether potential shares of common stock are dilutive or anti-dilutive. Thus, the same number of potential shares of common stock used in computing diluted EPS for income from continuing operations is used in calculating all other reported diluted EPS amounts. In the case of a net loss, it is assumed that no incremental shares would be issued because they would be anti-dilutive. In addition, certain options and warrants are considered anti-dilutive because the exercise prices were above the average market price during the period. Anti-dilutive shares are not included in the computation of diluted EPS, in accordance with ASC 260-10-45-17.

The following table shows the amounts used in computing earnings per share and the effect on income and the average number of shares of dilutive potential common stock:

For the Year Ended December 31	2015	2014
Numerator for net loss:		
Net loss	\$(2,464,514)	\$(1,387,283)
Denominator for operations:		
Denominator for basic per share amounts – weighted average shares	458,579,401	175,851,232
Dilutive effect of:		
Stock options	---	---
Warrants	---	---

Edgar Filing: FINDEX COM INC - Form 10-K

Convertible notes payables	---	---
Denominator for diluted per share amounts - weighted average shares	458,579,401	175,851,232

F-11

Table of Contents

The calculations of net loss per share for the year ended December 31, 2015 and 2014 excluded the impact of the following potential common shares as their inclusion would be anti-dilutive.

For the Year Ended December 31	2015	2014
Stock options	---	---
Warrants	4,250,000	200,000
Convertible note payables	54,892,857	50,000,000
Total weighted average anti-dilutive potential common shares	59,142,857	50,200,000

DISCONTINUED OPERATIONS

On May 5, 2011, Findex entered into a Software Product Line Purchase Agreement with WORDsearch Corp., L.L.C. In accordance with the Software Product Line Purchase Agreement, WORDsearch agreed to acquire from Findex all of the assets associated with the QuickVerse® product line which centered around Findex's industry-leading Bible-study software program. The specific assets conveyed include, among others, the underlying software source code, registered trade names, and existing product inventories. As a result, the Company has classified any associated liabilities as well as all expenses directly related to the QuickVerse® product line from July 24, 2014 through December 31, 2014 as discontinued operations for the years ended December 31, 2014 and 2015. See Note 17.

RECENT ACCOUNTING PRONOUNCEMENTS

At December 31, 2015, there were no recent accounting pronouncements that the Company believed would have a material impact on its consolidated financial statements.

NOTE 2 – GOING CONCERN

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplates the Company's continuation as a going concern. However, as of December 31, 2015, the Company had negative working capital of \$2,118,255 and had an accumulated deficit of \$5,452,474. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management has taken several actions in an attempt to mitigate this risk. These actions include the merger as well as entering into subscription agreements and/or note payable agreements with investors. The accompanying consolidated financial statements do not include any adjustments related to these uncertainties.

F-12

Table of Contents

NOTE 3 – MERGER AGREEMENT

On July 23, 2014, the Company entered into an agreement and plan of merger (the “Merger Agreement”), with each of EcoSmart Acquisition Corp., a Delaware corporation and a wholly-owned special-purpose acquisition subsidiary of the Company’s (“Merger-Sub”), EcoSmart Surface & Coating Technologies, Inc., a Florida Corporation (“EcoSmart”), and The Renewable Corporation, a Washington corporation and the majority-controlling stockholder of EcoSmart (“TRC”), pursuant to which Merger-Sub acquired all of the outstanding capital stock of EcoSmart in exchange for 111,193 shares of the Company’s Series MX convertible preferred stock, par value \$0.001 per share (the “Series MX Convertible Preferred Stock”), which shares of Series MX Convertible Preferred Stock will automatically convert, on a combined basis, into a total of 277,982,500 shares of common stock, par value \$0.001 upon the effectiveness of any amendment to the Company’s articles of incorporation increasing the number of authorized shares of the Company’s Common Stock to 900,000,000 or more (currently fixed at 120,000,000). On July 23, 2014, the Company completed the filings of the corresponding certificate of merger in each of the States of Delaware and Florida, thereby consummating a statutory merger (the “merger”). In effect, the merger involved the Company issuing new shares amounting to 70% of its outstanding Common Stock in order to acquire the business of EcoSmart.

As a result of the merger, in addition to the Company’s pre-merger FormTool consumer software business, the Company is now the holding company of EcoSmart, which is an operating business centered around the development of a proprietary line of state-of-the-art specialty materials coatings that have a broad range of value-adding industrial, commercial, and residential applications.

The Merger Agreement contains certain detailed information regarding the terms of the merger, which, in general, govern the contractual rights and relationships, and allocate certain risks, between and among the parties in relation to the merger. The Merger Agreement additionally sets out the legal effects and procedural mechanics surrounding the conversion and exchange of the EcoSmart common stock and other securities into FIND securities, including how and when the EcoSmart security holders will receive new certificates reflecting the FIND securities to which they became entitled as a result of the merger.

The Merger Agreement provides that, as of the consummation of the merger, which occurred on July 23, 2014 contemporaneously with the signing of the Merger Agreement, EcoSmart merged with and into Merger-Sub, a wholly-owned subsidiary of FIND recently formed under the laws of the State of Delaware for the specific purpose of effecting the merger, and as a result, the entity that was EcoSmart prior to the merger has now been merged out of existence while the business of EcoSmart has, as a result of the merger, effectively become a wholly-owned subsidiary of FIND, albeit now held in the form of the recently-formed Delaware corporation.

The Company recognizes the Merger Agreement in accordance with ASC 805-40, *Reverse Acquisitions*. Accordingly, the accounting acquiree (the “Company”, “Findex”) issued equity shares to the owners of the accounting acquirer

(EcoSmart). The consideration transferred by EcoSmart for its interest in the Company is based on the number of equity interests EcoSmart would have had to issue to give the owners of the Company the same percentage equity interest in the combined entity that results from the reverse acquisition. The fair value of the number of equity interests calculated in that way can be used as the fair value of consideration transferred in exchange for the Company.

The fair value of the acquired assets and liabilities, and the resulting amount of goodwill was determined as follows:

Consideration – 119,134,980 outstanding shares of common stock of the Company at a closing price of \$0.006 as of July 23, 2014	\$714,810
Net recognized values of the Company’s identifiable assets and liabilities	
Assets	\$32,047
Liabilities	(750,702) \$718,655
Goodwill	\$1,433,465

For the year ended December 31, 2015, the Company recognized \$1,433,465 of goodwill impairment expense related to the Findex legacy software segment which is no longer being actively pursued. See Notes 1 and 11.

Table of Contents**NOTE 4 – INVENTORIES**

At December 31, 2015 and 2014, inventories consisted of the following:

	2015	2014
Raw materials	\$24,753	\$47,622
Finished goods	4,364	3,337
Reserve for obsolete inventory	(9,320)	---
Inventories	\$19,797	\$50,959

NOTE 5 – PROPERTY AND EQUIPMENT

At December 31, 2015 and 2014, property and equipment consisted of the following:

	2015	2014
Office equipment	\$3,466	\$3,466
Warehouse equipment	76,339	76,339
Computer equipment	8,708	7,436
Less: accumulated depreciation	(58,519)	(41,059)
Property and equipment	\$29,994	\$47,454

For the year ended December 31, 2015 and 2014, the Company recorded depreciation expense of \$17,460 and \$16,944, respectively.

NOTE 6 – INTANGIBLE ASSETS

The Company's intangible assets consist of patents and patents pending acquired from third parties, and are recorded at cost. The Company amortizes the costs of its intangible assets over their estimated useful lives unless such lives of approximately 11 years. Patents pending are not amortized until the patents are issued. Amortizable intangible assets are tested for impairment based on undiscounted cash flows and, if impaired, written down to fair value based on either discounted cash flows or appraised values. Intangible assets with indefinite lives are tested for impairment, at least annually, and written down to fair value as required.

As of December 31, 2015 and 2014, the Company's intangible assets, net of accumulated amortization consisted of the following:

Patents and/or software licenses, net	2015	2014
Cost	\$697,955	\$712,955
Amortization	(341,081)	(293,568)
Net intangible assets	\$356,874	\$419,387

	2015	2014
Beginning balance for total intangible assets	\$419,387	\$496,062
Addition of Findex's assets	---	168,055
Impairment loss	(15,000)	(45,000)
Amortization	(47,513)	(199,730)
Intangible assets	\$356,874	\$419,387

The SMT assets include a patent, a patent pending, trade secret technology, instructions, manuals and applicable materials on certain manufacturing processes, know-how, scientific testing equipment, warehouse equipment, shelving and shop supplies. The MRP assets include trade secret technology, instructions, manuals and applicable materials on certain manufacturing processes. For the years ended December 31, 2015 and 2014, the Company recognized \$15,000 and \$45,000, respectively, in impairment expense related to the MRP assets as the Company is no longer pursuing this line of business. See Notes 1 and 8.

Future amortization for the next five years for the Company's intangible assets consist of the following:

Year	Anticipated Amortization
2016	\$ 47,513
2017	47,513
2018	47,513
2019	47,513
2020	47,513
Thereafter five years	119,309
Total anticipated amortization of intangible assets	\$ 356,874

Table of Contents**NOTE 7 – NOTES PAYABLE**

At December 31, 2015, notes payable consisted of the following:

	2015
Notes payable	\$366,283
Notes payable, related party	709,000
Total	\$1,075,283

At December 31, 2015, notes payable consisted of the following:

	2015
Unsecured term note payable to a former shareholder due January 2012, plus interest at 5% APR. Interest on overdue principal accruing at 10% APR.	(a) \$28,783
Unsecured term note payable to a current shareholder due August 1, 2015, plus interest at 10% APR.	(b) 300,000
Unsecured term note payable to a current shareholder, no due date, non-interest bearing.	(c) 7,500
Convertible term note payable to a current shareholder due October 6, 2015, plus interest of \$2,000, convertible at \$0.01 per share of common stock.	(d) 20,000
Convertible term note payable to an individual due September 2016, plus interest at 10% APR, convertible at \$0.02 per share of common stock.	(e) 10,000
Total	\$366,283

As of December 31, 2015, the Company held a note payable (b) with a current shareholder. The original note payable contained a conversion feature in the amount of \$250,000. However, in March 2015, the Company entered into a loan modification agreement which called for the original note payable, along with the conversion feature, to be cancelled. Furthermore, the loan modification called for a replacement note to be entered into at the adjusted principal amount of \$300,000, but without any conversion feature exercisable on the part of the holder. See Notes 1 and 10. In accordance with ASC 470-50-40, the Company deemed the transaction to be a debt extinguishment due to the substantially different terms. As a result, the company recorded a gain on debt settlement of \$200,000.

During the year ended December 31, 2015, the Company repaid \$7,500 of an unsecured note payable (c) to a current shareholder. In addition, during the year ended December 31, 2015, the Company and a note holder, whom is also a current shareholder, agreed to cancel a note payable, plus interest, totaling \$24,380. In exchange, the note holder will receive installment payments totaling \$15,000 originally owed to the Company for the sale of the domain website name, www.formtool.com, and the FormTool registered trademark. See Note 9.

At December 31, 2015, the Company was in arrears on the unsecured term note payable (a) to the former shareholder, the unsecured term note payable (b) to a current shareholder, and the convertible term note payable (d) to a current shareholder.

NOTES PAYBLE RELATED PARTY

At December 31, 2015, the notes payable, related party consisted of the following:

	2015
Non-interest bearing note payable, due August 3, 2016.	(a) \$239,000
Convertible note payable to a company controlled by an outside director, whom is also a current shareholder, due on demand, plus interest at 4.5% APR, convertible at \$0.01 per share of common stock.	(b) 60,000
Convertible note payable to the Company's current corporate counsel, whom is also a current shareholder, due on demand, plus interest at 4.5% APR, convertible at \$0.01 per share of common stock.	(c) 150,000
Convertible note payable to an outside director, whom is also a current shareholder, due on demand, plus interest at 4.5% APR, convertible at \$0.01 per share of common stock.	(d) 30,000
Convertible note payable to the Company's current corporate counsel for legal services, whom is also a current shareholder, due on demand, plus interest at 4.5% APR, convertible at \$0.007 per share of common stock	(e) 120,000
Convertible note payable to the Company's current corporate counsel, whom is also a current shareholder, due on demand, plus interest at 12% APR, convertible at \$0.008 per share of common stock	(f) 10,000
Convertible note payable to a current shareholder, due November 13, 2018, plus interest at 10% APR, convertible at \$0.01 per share of common stock.	(g) 100,000
Total	\$709,000

Table of Contents

As of December 31, 2015, no principle payments have been made on note (a). Note payables (b) and (d) are agreements with an outside director, whom is also a current shareholder, and cover a portion of the amount that the outside director was owed for certain vendor payments made directly by the outside director's personal credit card and/or for funds previously loaned to the Company for working capital. In addition, the Company has recorded Accounts payable, related parties in the amount of \$34,391 to the holder of notes (b) and (d). Notes payable (c) and (e) are agreements with the Company's current corporate counsel, whom is also a current shareholder, and covers the amount that was due its corporate counsel for legal expenses the Company incurred for the years ended December 31, 2015 and 2014. See Note 15. During the year ended December 31, 2015, the Company repaid \$10,000 of an unsecured note payable to a current shareholder.

NOTE 8 – IMPAIRMENT EXPENSE

During the years ended December 31, 2015 and 2014, the Company tested for impairment certain intangible assets associated with the MRP assets, which include trade secret technology, instructions, manuals and applicable materials on certain manufacturing processes. After careful review and evaluation of the MRP assets, the Company's management feels that furthering research and development and/or marketing/sales efforts connected to the MRP assets are not the best use of Company's funds or time from the Company's management or sales team at this time. Therefore, in accordance with ASC 360-10-35, *Property, Plant and Equipment, Overall, Subsequent Measurement*, the Company recognized an impairment expense of \$15,000 and \$45,000, respectively, during the years ended December 31, 2015 and 2014 for the MRP intangible assets. This has been treated as an operating expense and included in Impairment expense on the Company's Consolidated Statement of Operations. See Notes 1 and 6.

NOTE 9 – GAIN ON INTANGIBLE ASSET

In November 2015, the Company sold the domain website name, www.formtool.com, and the FormTool registered trademark to a private company for \$15,000 which was to be paid out in installments over twelve months. The Company continues to operate its FormTool website under the domain name of www.formtoolsoftware.com. In connection with the sale of the domain website name and the registered trademark, The Company and a current note holder, whom acted as an Agent on behalf of the Company for this transaction, agreed to cancel a note payable, plus interest, totaling \$24,380. In exchange, the current note holder will receive the installment payments totaling \$15,000 originally owed to the Company for the sale of the domain website name, www.formtool.com, and the FormTool registered trademark. At December 31, 2015, the Company did not have a value assigned to the intangible assets consisting of the domain website name, www.formtool.com, and the FormTool registered trademark. As a result, the Company recognized a gain on intangible asset of \$24,380 on our Consolidated Statement of Operations for the year ended December 31, 2015. See Note 7.

NOTE 10 – GAIN ON DEBT SETTLEMENT

In March 2015, the Company recognized a gain on debt settlement in the amount of \$200,000. This gain is a result of entering into a loan modification agreement with a shareholder that held an outstanding convertible note agreement in the amount of \$250,000 carrying a conversion feature that had the accounting effect of increasing the derivative liability associated with the obligation from \$250,000 to \$500,000. The loan modification called for the original convertible note payable \$250,000, along with the conversion feature \$250,000, dated July 2014 to be cancelled. In addition, the loan modification called for a replacement note payable to be entered into at the adjusted principal amount of \$300,000, total, but without any conversion feature exercisable on the part of the holder. All other terms of the original note agreement remained unchanged. As a result, the Company recognized a net gain of \$200,000, and has treated it as a gain from extinguishment of debt and included it in Gain on debt settlement on our Consolidated Statement of Operations for the year ended December 31, 2015. See Notes 1 and 7.

F-16

Table of Contents**NOTE 11 – IMPAIRMENT LOSS OF FINDEX LEGACY SOFTWARE SEGMENT**

As required by ASC 350, *Goodwill and Other Intangible Assets*, the Company tests goodwill for impairment during the fourth quarter of its fiscal year. Goodwill is not amortized, but instead tested for impairment at the reporting unit level at least annually and more frequently upon occurrence of certain events. The Company has one reporting unit. The annual goodwill impairment test is a two-step process. First, the Company determines if the carrying value of its reporting unit exceeds fair value, which would indicate that goodwill may be impaired. If the Company then determines that goodwill may be impaired, it compares the implied fair value of the goodwill to its carrying amount to determine if there is an impairment loss. For the year ended December 31, 2015, the Company recognized \$1,433,465 of goodwill impairment expense related to the Findex legacy software segment which is no longer being actively pursued, and has treated it as an Impairment loss of Findex legacy software segment on our Consolidated Statement of Operations. See Notes 1 and 3.

NOTE 12 – INCOME TAXES

The provision for taxes on income from operations for the years ended December 31, 2015 and 2014 consisted of the following:

	2015	2014
Expense (benefit) at Federal statutory rate – 34%	\$(838,100)	\$(265,200)
State tax effects, net of Federal taxes	(4,210)	(1,332)
Nondeductible expenses	663	---
Nontaxable income	---	---
Deferred tax asset valuation allowance	841,647	265,902
Income tax expense	\$---	\$---

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. A valuation allowance has been recorded primarily related to tax benefits associated with income tax operating loss carryforwards. Adjustments to the valuation allowance will be made if there is a change in management's assessment of the amount of the deferred tax asset that is realizable.

At December 31, 2014, the Company had available net operating loss carryforwards of approximately \$10,367,000 for federal income tax purposes that have a range of expiration dates beginning in the year of 2020 and extending through

the year of 2035. The federal carryforwards resulted from losses generated in 1996 through 2002, 2005, 2006, 2008, 2009, 2010, 2012, 2013, 2014 and 2015.

The Company adopted the provisions of ASC 740 as of January 1, 2007, and has analyzed filing positions in each of the federal and state jurisdictions where we are required to file income tax returns, as well as all open tax years in these jurisdictions. We have identified the U.S. Federal, Nebraska, and Florida as our “major” tax jurisdictions.

The Company believes that its income tax filing positions and deductions will be sustained on audit and do not anticipate any adjustments that will result in a material change to its financial position. Therefore, no reserves for uncertain income tax positions have been recorded pursuant to ASC 740. In addition, the Company did not record a cumulative effect adjustment related to the adoption of ASC 740. The Company’s policy for recording interest and penalties associated with income-based tax audits is to record such items as a component of income taxes.

F-17

Table of Contents**NOTE 13 – STOCKHOLDERS' EQUITY (DEFICIT)**

At December 31, 2015 and 2014, the Company's stockholders' equity transactions consisted of the following:

Date Securities Issued	Securities Title	Issued To	Number of Securities Issued	Price per share	Consideration	Number of Warrants	Footnotes
Common Stock Issuances							
Sold for Cash							
Year ended December 31, 2015	Restricted Common Stock	Private Purchasers	42,500,000	\$0.010	\$ 425,000	4,250,000	1
Year ended December 31, 2015	Restricted Common Stock	Private Purchaser	4,000,000	\$0.005	\$ 20,000	---	2
Year ended December 31, 2015	Restricted Common Stock	Outside Director	4,000,000	\$0.005	\$ 20,000	---	2
Issued for compensation to employees, executive officers and board of directors							
Year ended December 31, 2015	Restricted Common Stock	Outside Directors	2,071,429	\$0.014	\$ 29,000	---	3
Issued for compensation to contractors							
Year ended December 31, 2015	Restricted Common Stock	Consultants	6,000,000	\$0.014	\$ 84,000	---	4

We relied in each case for these unregistered sales on the private offering exemption of Section 4(2) of the Securities Act and/or the private offering safe harbor provision of Rule 506 of Regulation D promulgated thereunder based on the following factors: (i) the number of offerees or purchasers, as applicable, (ii) the absence of general solicitation, (iii) representations obtained from the acquirer's relative to their accreditation and/or sophistication (or from offeree or purchaser representatives, as applicable), (iv) the provision of appropriate disclosure, and (v) the placement of restrictive legends on the certificates reflecting the securities coupled with investment representations obtained from the acquirer's.

(1) These were sales made pursuant to private placement commenced as of December 8, 2014 carrying a purchase price of \$10,000 per unit, with each such unit consisting of 1,000,000 shares of common stock (effectively priced at \$0.01 per share) and a 1-year warrant to purchase an additional 100,000 shares of common stock at an exercise price

of \$0.10 per share.

(2) This was a private offering of securities to a single individual private investor and another to an outside board member. The purchase price for both was \$0.005 per share, and the aggregate proceeds amounted to \$40,000, all of which was paid in cash.

(3) Shares to be issued in lieu of cash for partial director's fees accrued and unpaid from January 2014 through December 2014. Consideration is calculated to be the value of the security at the date of grant of March 6, 2015.

(4) Issued as compensation for consulting, planning, research and development and enhancement of sales opportunities. Consideration is calculated to be the value of the security at the date of grant of March 6, 2015.

F-18

Table of Contents

Date Securities Issued	Securities Title	Issued To	Number of Securities Issued	Price per share	Consideration of	Number of Warrants	Footnotes
Common Stock Issuances							
Sold for Cash							
Year ended December 31, 2014	Restricted Common Stock	Private Purchasers	21,516,423	\$0.026	\$ 552,100	---	1
Year ended December 31, 2014	Restricted Common Stock	Private Purchaser	1,000,000	\$0.010	\$ 10,000	---	2
Year ended December 31, 2014	Restricted Common Stock	Private Purchasers	2,000,000	\$0.010	\$ 20,000	200,000	3
Year ended December 31, 2014	Series MX Convertible Preferred Stock	Private Purchasers	800	\$25.000	\$ 20,000	---	4
Issued for compensation to employees, executive officers, board of directors and corporate counsel							
Year ended December 31, 2014	Restricted Common Stock	Outside Director	6,000,000	\$0.005	\$ 30,000	---	5
Year ended December 31, 2014	Series MX Convertible Preferred Stock	Outside Director	1,875	\$16.000	\$ 30,000	---	6
Year ended December 31, 2014	Series MX Convertible Preferred Stock	Controller	782	\$16.000	\$ 12,512	---	6
Year ended December 31, 2014	Series MX Convertible Preferred Stock	Chief Executive Officer	3,125	\$16.000	\$ 50,000	---	6
Year ended December 31, 2014	Series MX Convertible Preferred Stock	Corporate Counsel	1,563	\$16.000	\$ 25,008	---	6
Issued for compensation to contractor							
Year ended December 31, 2014	Restricted Common Stock	Consultant	500,000	\$0.006	\$ 3,000	---	7
Issued for compensation to note holder							
Year ended December 31, 2014	Restricted Common Stock	Note Holder	8,510,458	\$0.026	\$ 225,000	---	8

We relied in each case for these unregistered sales on the private offering exemption of Section 4(2) of the Securities Act and/or the private offering safe harbor provision of Rule 506 of Regulation D promulgated thereunder based on the following factors: (i) the number of offerees or purchasers, as applicable, (ii) the absence of general solicitation, (iii) representations obtained from the acquirer's relative to their accreditation and/or sophistication (or from offeree or purchaser representatives, as applicable), (iv) the provision of appropriate disclosure, and (v) the placement of restrictive legends on the certificates reflecting the securities coupled with investment representations obtained from the acquirer's.

(1) From January, 2014 through July 22, 2014, the Company sold 21,516,423 shares of common stock for net proceeds of \$552,100. The price per share reflected here is an average price per share.

F-19

Table of Contents

(2) This was a private offering of securities to a single individual private investor. The purchase price was \$0.001 per share, and the aggregate proceeds amounted to \$10,000, of which was paid in cash.

(3) These were sales made pursuant to private placement commenced as of December 8, 2014 carrying a purchase price of \$10,000 per unit, with each such unit consisting of 1,000,000 shares of common stock (effectively priced at \$0.01 per share) and a 1-year warrant to purchase an additional 100,000 shares of common stock at an exercise price of \$0.10 per share.

(4) This was private offering offering of securities to two individual private investors to purchase from the Company a total of 400 shares of Series MX Convertible Preferred Stock each at a price of twenty-five dollars (\$25.00) per share, such price paid to the Company in \$10,000 in cash. These shares of Series MX Convertible Preferred Stock converted automatically on November 2014 into 1,000,000 (1:2,500) restricted shares of common stock.

(5) Shares to be issued total 6,000,000 restricted shares of common stock to an outside director at a price of five thousandths of a dollar (\$0.005) per share, based on quoted trading prices for the Company's common stock, in exchange for a portion of the funds (\$30,000) the outside director previously loaned the Company for working capital.

(6) These shares to be issued of Series MX Convertible Preferred Stock were to an outside director in lieu of cash for a portion of the director's fees accrued and unpaid from October 2012 through March 2014, to the Company's controller as well as the Company's Chief Executive Officer in lieu of cash for a portion of accrued and unpaid payroll from October 2012 through March 2014 for each of them, and the Company's corporate counsel in lieu of cash for certain legal fees accrued and unpaid from January 2014 through July 2014. Each share of Series MX Convertible Preferred Stock was valued at \$16.00 per share, which was arrived at on the basis of a closing price value on July 29, 2014 of \$0.0064 per share of common stock. These shares of Series MX Convertible Preferred Stock converted automatically on November 2014 into 18,362,500 (1:2,500) restricted shares of common stock.

(7) Shares to be issued total 500,000 restricted shares of common stock to an outside consultant at a price of six thousandths of a dollar (\$0.006) per share, based on quoted trading prices for the Company's common stock, in lieu of cash for consulting services previously rendered and valued at \$3,000.

(8) Shares to be issued total 8,510,458 shares of restricted common stock to a convertible note holder as consideration for extending the maturity date of the convertible note payable. The Company recorded \$225,000 as interest expense based on quoted trading prices for the Company's stock.

Common Stock

For the ended December 31, 2015 the Company cancelled 75,345 shares of common stock that was initially part of the Merger Agreement. These shares were cancelled due to an error in initially calculating the number of shares to be issued upon conversion following the merger with EcoSmart.

Finally, during the year ended December 31, 2015 the Company accepted the cancellation of 2,192,500 shares of common stock held by the CEO and majority-controlling stockholder of EcoSmart prior to the merger.

F-20

Table of Contents

On October 3, 2014, the Company filed a Preliminary Schedule 14C Information Statement with the Securities and Exchange Commission (SEC). The purpose of the Information Statement was to notify the Company's stockholders that, on October 3, 2014, it obtained the approval, by way of written consent in lieu of a meeting, from certain of its principal stockholders holding collectively and in the aggregate 216,979,148 shares of Voting Stock, representing a 52% majority of its total issued and outstanding Voting Stock, to adopt an amendment to our Articles of Incorporation increasing the number of the Company's authorized shares of common stock from 120,000,000 to 900,000,000.

On October 14, 2014, the Company filed a Definitive Schedule 14C Information Statement with the SEC. The purpose of this Information Statement was to notify the Company's stockholders that its Preliminary Information Statement filed on October 3, 2014 had been approved by the SEC. Furthermore, this Information Statement notified the stockholders that the final steps to effectuate the corporate action authorized by the foregoing resolution were not to be carried out, and the action would not become effective, before the day which is 20 calendar days after the mailing of the Information Statement to such record stockholders of which mailing date was on or about October 20, 2014.

On November 10, 2014, the Company filed with the Secretary of State of Nevada the amendment to our Articles of Incorporation which increased the number of the Company's authorized shares of common stock from 120,000,000 to 900,000,000. The Secretary of State of Nevada issued back to the Company a Certificate of Amendment dated November 10, 2014 acknowledging and accepting the amendment to our Articles of Incorporation. Due to the amendment of our Articles of Incorporation, all of the Company's committed to be issued shares of Series MX Convertible Preferred Stock (119,338) was automatically converted to a total of 298,345,000 (1:2,500) committed to issue restricted shares of common stock.

PREFERRED STOCK

In July, 2014, as part of the Merger, the Company committed to issue a total of 111,193 shares of Series MX Convertible Preferred Stock in exchange for all of the outstanding capital stock of EcoSmart. These shares of Series MX Convertible Preferred Stock automatically converted, on a combined basis, into a total of 277,982,500 shares of restricted common stock upon the effectiveness of the amendment to the Company's articles of incorporation increasing the number of authorized shares of the Company's Common Stock.

In November, 2014, due to the amendment of the Company's Articles of Incorporation, which increased the number of its authorized shares of common stock, all of the Company's committed to issue shares of Series MX Convertible Preferred Stock (119,338) were automatically converted to a total of 298,345,000 (1:2,500) committed to issue restricted shares of common stock. This is due to the automatic conversion feature of the Company's Series MX Convertible Preferred Stock.

COMMON STOCK WARRANTS

For the years ended December 31, 2015 and 2014, the Company issued warrants to individuals in connection with common stock subscription agreements that each individual entered into with the Company. Each warrant provides for the option to purchase an additional 100,000 (4,450,000 in total) shares of common stock for a period of up to one year at an exercise price of \$0.10 per share. For the years ended December 31, 2015 and 2014, no warrants were exercised. A total of two warrants expired during the year ended December 31, 2015.

NOTE 14 – COMMITMENTS AND CONTINGENCIES

The Company is subject to legal proceedings and claims that may arise in the ordinary course of business. In the opinion of management, the amount of potential liability the Company is likely to be found liable for otherwise incur as a result of these actions is not so much as would materially affect the Company's financial condition.

F-21

Table of Contents

On July 23, 2014, the Company entered into an employment agreement with the Company's Chief Executive Officer. The term for the employment agreement is three (3) years and contains a provision for an incentive-based bonus, an amount in cash equal to one and one half percent (1.5%) of Free Cash Flow (FCF); provided, however, that such bonus does not exceed five hundred thousand dollars (\$500,000) for any single Fiscal Year. The Company accrues this bonus on a quarterly basis. No amounts for bonuses have been earned or accrued as of December 31, 2015. The Company's Chief Executive Officer has the following base annual salary rate:

	Chief Executive Officer
Base Annual Salary	\$ 162,500

In addition to the bonus provision and the annual base salary, the Chief Executive Officer's employment agreement provides for payment of the following for termination by reason of disability.

	Accrued Base Salary	Vested Deferred Vacation Compensation
Aggregate included in Accrued Payroll at December 31, 2015	\$334,015	\$ 12,501

The agreement also provides for severance compensation equal to the then base salary until the expiration of the term of the agreement. There is no severance compensation in the event of voluntary termination or termination for cause.

The Company entered into an employment agreement with our Vice President of Research and Development in March 2015. Among other terms and provisions, the employment agreement provides specific executive-level responsibilities for a term of 3 years, unless the term is either extended or the agreement is terminated at some time prior to the duration of the term by either party, either for cause, without cause, due to disability or death, or voluntarily. During the term of the employment agreement, and in addition to certain benefits, expense coverage and severance compensation, our Vice President of Research and Development is entitled to a base annual salary of not less than \$120,000, as well as a royalty of 5% of the gross revenue, net of returns, for all revenues generated by the intellectual property that our Vice President of Research and Development has assigned to the Company. For the years ended December 31, 2015 and 2014, the Company has made payments to a company owned by our Vice President of Research and Development under these arrangements. The Company has accrued \$37,500 in wages and approximately \$3,000 in accrued royalties under this agreement owed for the year ended December 31, 2015. See Note 15.

Edgar Filing: FINDEX COM INC - Form 10-K

The Company occupies an office building for its corporate headquarters located in Lake Park, Florida. In January 2015, the Company renewed a lease agreement with a shareholder for this 8,560 square foot facility under a five year lease agreement ending December 31, 2019 with an option to renew for one successive term of five years at the then current occupancy rates. The monthly rent, including sales and use taxes, is \$7,000. In accordance with the terms of the leasehold agreement, the Company is responsible for all utilities, repairs and maintenance.

In February 2015, the Company entered into a lease agreement for a research facility located in Daytona Beach, Florida. The Company leases this 3,200 square foot facility under a month to month lease agreement ending on December 31, 2016. The monthly rent, including sales and use taxes, is \$2,662. In accordance with the terms of the leasehold agreement, we are responsible for all utilities, repairs and maintenance.

Total rent expense, before adjustments of reclassified facilities cost for research and development, for the years ended December 31, 2015 and 2014 for these facilities totaled \$118,504 and \$57,461, respectively.

At December 31, 2015, the future minimum rental payments required under these arrangements total approximately \$348,768:

Year	Future Minimum Rental Payments
2016	\$ 85,260
2017	\$ 86,532
2018	\$ 87,828
2019	\$ 89,148
Total future minimum rental payments	\$ 348,768

Table of Contents

NOTE 15 – RELATED PARTY TRANSACTIONS

The Company's executive officers and employees, from time to time, make payments for materials and various expense items (including business related travel) in the ordinary course of business via their personal credit cards in lieu of a corporate check. The Company does not provide its employees or executive officers with corporate credit cards. Amounts due these officers and directors (including one of the Company's directors, the Company's CEO, and controller) are included in Accounts payable, related parties, on the Consolidated Balance Sheets.

The accounts payable due to related parties also includes amounts owed to the Company's current contractors/employees for past earnings and out of pocket travel expenses. This includes amounts owed to our Vice President of Research and Development (See Note 14) and a contractor who was President of one of EcoSmart's divisions prior to the merger with EcoSmart and a current shareholder.

As of December 31, 2015, the Company held a non-interest bearing promissory note with a current shareholder. The note payable is due on August 3, 2016 and totals \$239,000. As of December 31, 2015, no principle payments have been made on this note. See Note 7.

As of December 31, 2015, one of the Company's directors held two convertible note payable agreements with the Company. These convertible note payable agreements cover a portion of the amount that the outside director was owed for certain vendor payments made on the Company's behalf and for funds previously loaned to the Company for working capital. The first convertible note payable agreement is between the Company and a company controlled by the director and is in the amount of \$60,000. It is due on demand, plus interest at 4.5% APR and convertible at \$0.01 per share of common stock. The second convertible note payable agreement is between the Company and the director and is in the amount of \$30,000. It is due on demand, plus interest at 4.5% APR and convertible at \$0.01 per share of common stock. See Note 7.

As of December 31, 2015, the Company's current corporate counsel held three convertible note payable agreements with the Company. The first note payable agreement covered the amount that was due to the Company's corporate counsel for legal services provided for the year ended December 31, 2014 in the amount of \$150,000. This convertible note payable agreement is due on demand, plus interest at 4.5% APR and convertible at \$0.01 per share of common stock. The second convertible note payable agreement covered the amount that was due to the Company's corporate counsel for legal services provided for the year ended December 31, 2015 in the amount of \$120,000. This convertible note payable agreement is due on demand, plus interest at 4.5% APR and convertible at \$0.007 per share of common stock. The final convertible note payable agreement is in the amount of \$10,000 for funds loaned to the Company for working capital. It is due on demand plus interest at 12% APR and convertible at \$0.008 per share of common stock. See Note 7.

F-23

Table of Contents

As of December 31, 2015, one of the Company's current shareholders entered into a convertible note payable agreement with the Company in the amount of \$100,000. The note payable agreement is due on November 13, 2018, plus interest at 10% APR and convertible at \$0.01 per share of common stock. See Note 7. Furthermore, the current shareholder purchased product from the Company for the year ended December 31, 2015 in the amount of \$2,682 which is included in Revenue, related party.

During the year ended December 31, 2015, the Company recorded revenue for sales to shareholders. Although, none of the shareholders accounted for more than 10% of the Company's revenue, they combined to represent 9.80% of 2015 revenue and are recorded as revenue, related party on the Company's Statement of Operations.

NOTE 16 – CUSTOMER AND VENDOR CONCENTRATIONS

For the years ended December 31, 2015 and 2014, the Company generated a significant portion of its revenues in the coatings division from certain customers as follows:

	% of Total Revenues	
	2015	2014
Customer A	32.85%	29.47%
Customer B	12.72%	1.53%

For the year ended December 31, 2015, the Company's revenues were approximately 93% attributable to sales within the specialty coatings division and approximately 7% attributable to sales within the software division. In the future, the Company anticipates that the majority of its revenues will be derived from the specialty coatings division.

For the years ended December 31, 2015 and 2014, the Company's significant product and chemical raw material purchases were as follows:

	% to Total Products	
	2015	2014
Vendor A	46.40%	29.27%
Vendor B	17.43%	18.08%
Vendor C	16.94%	---

The Company has no long-term written agreements with any of these vendors. The payment terms are generally net 30 days, and the Company is not substantially dependent upon any one or more of them; all are easily replaceable with any locally or nationally available supplier.

F-24

Table of Contents**NOTE 17 – DISCONTINUED OPERATIONS**

On May 5, 2011, Findex entered into a Software Product Line Purchase Agreement to sell Findex’s QuickVerse® product line to WORDsearch Corp., L.L.C. In accordance with the Software Product Line Purchase Agreement, WORDsearch agreed to acquire from Findex all of the assets associated with its QuickVerse® product line for \$975,000 in cash at closing and the assumption of up to \$140,000 of Findex’s then-existing liabilities at closing.

On June 30, 2011, closing of the asset sale transaction governed by the Software Product Line Purchase Agreement, which is transitional in nature and expected to be ongoing through approximately the end of April, 2012, commenced. As one of the initial parts of the closing, on July 1, 2011 WORDsearch assumed possession of the physical assets conveyed in the transaction as well as control and responsibility of the business operations related to the QuickVerse® product line, including, among many other things, the receipt of revenues for sales in exchange for partial payment of the cash portion of the purchase price being paid to Findex. On April 13, 2012, Findex determined that the final closing conditions under the Software Product Line Purchase Agreement had been met, which meant that Findex was able to deliver to WORDsearch the last in a series of officer’s certificates required thereunder. Having delivered such certificate to WORDsearch on April 13, 2012, the sale of the QuickVerse® product line to WORDsearch was complete.

As a result of the decision to sell the QuickVerse® product line, the Company has classified the QuickVerse® product line as discontinued operations for the years ended December 31, 2015 and 2014. The Company has recorded the remaining class of liabilities for the QuickVerse® product line as presented below:

Other current liabilities from discontinued operations:	December 31, 2015	December 31, 2014
Accrued royalties	\$ 114,368	\$ 114,368
Other current liabilities from discontinued operations	\$ 114,368	\$ 114,368

NOTE 18 – SUBSEQUENT EVENTS

On January 20, 2016, the Company issued a convertible promissory note to a current shareholder in the amount of \$25,000. The convertible promissory note has a term of twelve months, plus interest at 10% APR and is convertible into shares of common stock at \$0.01 per share.

On February 12, 2016, the Company issued a promissory note to an individual in the amount of \$10,000. The promissory note has a term of two months, plus interest of \$1,000. The Company has paid this note in full.

On February 24, 2016, the Company issued a convertible promissory note to a current shareholder in the amount of \$10,000. The convertible promissory note is due April 23, 2016, plus interest of \$1,000 and is convertible into shares of common stock at \$0.005 per share.

On March 4, 2016, the Company issued a convertible promissory note to an individual in the amount of \$50,000. The convertible promissory note has a term of twelve months, plus interest at 10% APR and is convertible into shares of common stock at \$0.01 per share.

On March 18, 2016, the Company issued a convertible promissory note to a current shareholder in the amount of \$100,000. The convertible promissory note has a term of thirty six months, plus interest at 10% APR and is convertible into shares of common stock at \$0.01 per share.

Table of Contents

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

There are not currently and have not been any disagreements between us and our accountants on any matter of accounting principles, practices or financial statement disclosure.

Item 9A(T). Controls and Procedures.

DISCLOSURE CONTROLS AND PROCEDURES

As required by paragraph (b) of Rule 13a-15 under the Exchange Act, our principal executive and principal financial officers are responsible for assessing the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(f) under the Exchange Act). Accordingly, we maintain disclosure controls and procedures designed to ensure that information required to be disclosed in our filings under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Our Chief Executive Officer/Chief Financial Officer has evaluated our disclosure controls and procedures as of the end of the period covered by this Annual Report on Form 10-K December 31, 2015, and has determined that such disclosure controls and procedures are not effective. Our disclosure controls and procedures are not effective as a result of the material weakness in internal control over financial reporting because of inadequate segregation of duties over authorization, review and recording of transactions as well as the financial reporting of such transactions. Management is attempting to develop a plan to mitigate the above material weaknesses.

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) under the Exchange Act).

Our management, under the supervision of our Chief Executive Officer/Chief Financial Officer, assessed the effectiveness of our internal control over financial reporting as of December 31, 2015. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control – Integrated Framework. Based on the assessment, our management has concluded that our internal control over financial reporting was not effective as of December 31, 2015.

Changes in Internal Control over Financial Reporting

During the fourth quarter of 2015, there were no changes in our internal control over financial reporting, other than those disclosed above that materially affected, or is reasonable likely to materially effect, the Company's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION.

There were no reportable events under this Item 9B during the fourth quarter of the fiscal year ended December 31, 2015.

Table of Contents**PART III****Item 10. Directors, Executive Officers and corporate governance.**

Our directors and executive officers and their ages as of April 14, 2016 were as follows:

Name	Age	Position
Steven Malone	49	Director, Chairman of the Board, President and Chief Financial Officer
Bo Gimvang	64	Vice President of Research and Development
John A. Kuehne, CA	58	Director
Donald Schoenfeld	50	Director

Steven Malone — Chairman of the Board of Directors, President, Chief Executive Officer and Chief Financial Officer

Mr. Malone has served as our President and Chief Executive Officer since March 2001, as a director and Chairman of the Board since February 2002 and as Chief Financial Officer since July 2010. Between July 2000 and March 2001, Mr. Malone was Senior Vice President and between June 1999 and July 2000 he was a Vice President. Mr. Malone possesses over twenty years of experience in the computer industry, with the last twenty focused on software sales. As a National Account Manager from 1992 to 1996 for Grolier Interactive, he was responsible for their largest retail and distribution accounts. As Director of Corporate Sales from 1996 to 1998 for Software Publishing Corporation, he was responsible for the on-going sales growth of premiere corporate products, such as the award winning Harvard Graphics, as well as the introduction of several new products to the corporate marketplace. As Director of Sales from 1998 to 1999 for InfoUSA, he was responsible for sales and marketing of InfoUSA's products to retail, distribution, OEM and corporate accounts.

Bo Gimvang – Vice President of Research and Development

Mr. Gimvang has served as our Lead Chemist since July 2014 and as Vice President of Research and Development since March 2015. Mr. Gimvang has over 30 years of experience in the formulation of industrial coatings and composites and has several patents granted and published around the world. Furthermore, Mr. Gimvang specializes in chemical plant processing engineering design, application processes of nano-coatings, design of specialty surface treatments and modifications, and patent application filings. Previously, Mr. Gimvang served as Chief Technology Officer at Xurex, Inc., a leading manufacturer of nano-molecular coatings for industrial applications. Prior to Xurex,

Inc., Mr. Gimvang served as President at three separate companies of which were Thermacell Technologies, Inc., Degabond, Inc. and Cytech, Inc. Each of these three companies specialized in industrial coatings technology in one form or another. Mr. Gimvang served a year in the Swedish Royal Air Force, worked as a public speaker at the European Coating Conference in Nuremburg, Germany and the International Silicone Conference in Barcelona, Spain and earned a Master's Degree in Inorganic Chemistry, a Master's Degree in Organic Chemistry, and a Bachelor's Degree in Chemical Engineering from KTH University in Stockholm, Sweden.

John A. Kuehne, CA – Director

Mr. Kuehne has served as one of our directors since December 2000. Mr. Kuehne is an Independent Management Consultant, advising, assisting and investing in both startups and small public companies. Mr. Kuehne was the President of SmallCap Corporate Partners Inc., a management consulting firm for micro-cap and small-cap public companies, specializing in corporate finance and investor communications, from 2003 to 2009. Prior to SmallCap, Mr. Kuehne served as a management consultant with Alliance Corporate Services Inc. from July 2000 through to June 2003. From 1990 to 1999 Mr. Kuehne was with Doman Industries Limited, a large Canadian forest products company with consolidated annual sales of over \$600 million and assets in excess of \$1 billion, where he eventually became Chief Financial Officer. While the CFO of Doman Industries, he completed a \$125 million senior note issue and the \$140 million acquisition of Pacific Forest Products. Mr. Kuehne began his career in corporate finance and accounting, spending over 9 years with the premier public accounting firm of Deloitte's in both Edmonton and Chicago. Mr. Kuehne holds a Bachelor of Commerce degree from the University of Alberta (1984) and a Masters of Management from the J.L.Kellogg Graduate School of Management at Northwestern University (1990). Since October 2012 Mr. Kuehne has served as a Director of Goldstrike Resources Ltd., a Canadian Venture Exchange public company. From June 2000 to May 2004 he served as a director of Prospector Consolidated Resources Inc., a Canadian public company. From January 2003 to November 2004 he served as a director of Beau Pre Explorations Ltd., also a Canadian public company. Mr. Kuehne qualified as a Canadian Chartered Accountant in 1983 and as an American Certified Public Accountant in 1985.

Table of Contents

Donald Schoenfeld - Director

Mr. Schoenfeld is an entrepreneur with a specialty in sales and has over 29 years of experience owning and operating several businesses, highlighted by the following:

In 1987 he founded Wa-Pa-Ghetti's Pizza in Rolling Meadows, IL, which he sold in 1992.

From 1992 to 1994 he owned and operated a marketing company for small businesses.

Also during 1992, Mr. Schoenfeld purchased Final Touch, an owner-operated small auto detailing business located in Highland Park, IL. Under Mr. Schoenfeld's tutelage, Final Touch significantly expanded the array of services that it provided to include detailing, dent removal, auto refinishing, and a variety of other cosmetics. In 2007, with 25 employees and a substantial increase in gross revenues, Final touch was sold.

From 2008 through 2010, Mr. Schoenfeld became the principal manager of Owners Choice Auto Body, located in Highland Park, IL. During his tenure with this business, Mr. Schoenfeld had primary P&L responsibility while sales increased approximately 65%. Not long after selling the business, sales of this business dropped dramatically. Mr. Schoenfeld was thereafter given the opportunity to repurchase the business, which he did in 2010. Since then, he has re-established the identity of the business and returned it to profitability in 2011.

In 2014, Mr. Schoenfeld took on the role of regional manager for InforMD Solutions, a firm that provides point-of-care solutions that are designed to improve patient outcomes and enhance practice performance.

Board of Directors Committees

Currently our two standing committees comprised of members of our board of directors are our audit committee and our compensation committee. Since December 2000, our board of directors has maintained an audit committee. As of April 14, 2016, the audit committee consisted of one member, John Kuehne. Mr. Kuehne is considered to be a "financial expert" within the meaning of Item 407(d)(5) of Regulation S-K and each qualifies as an "independent" under Item 7(d)(3)(iv) of Schedule 14A of the Securities Exchange Act of 1934. Since July 2003, we have maintained a compensation committee. We currently have two members, John A. Kuehne and Donald Schoenfeld, serving on our compensation committee.

Except as may be provided in our bylaws (incorporated by reference into this Form 10-K as Exhibit 3(ii)), we do not currently have specified procedures in place pursuant to which whereby security holders may recommend nominees to the Board of Directors.

Code of Ethics

We have adopted the Code of Ethics incorporated by reference as Exhibit 14.1 to this Form 10-K for our senior financial officers and the principal executive officer.

Compliance with Section 16(a)

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who own more than ten percent of a registered class of our equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of our common stock and other equity securities of ours. Officers, directors and greater than ten percent stockholders are required by the SEC's regulations to furnish us with copies of all Section 16(a) forms they filed. We prepare the Section 16(a) forms on behalf of our executive officers and directors based on the information provided by them.

The following table sets forth the compliance reporting under Section 16(a) for the fiscal year ended December 31, 2015.

	Number of Late Reports	Number of Transactions Not Timely Reported	Failure to File
Steven Malone	---	---	---
John A. Kuehne	2	2	---
Donald Schoenfeld	2	2	---
Renewable Corp	---	---	1

Table of Contents**Item 11. Executive Compensation.****Summary Compensation Table**

The following table sets forth the total compensation awarded to, earned or paid, for each of the last two fiscal years to our Chief Executive Officer and each of our executive officers earning a total compensation of \$100,000 or more during any such fiscal year. Steven Malone has served as our President and Chief Executive Officer since March 2001 and as our Chief Financial Officer since July 2010. Bo Gimvang has served as our Lead Chemist since July 2014 and as Vice President of Research and Development since March 2015. No other individuals employed by us earned a total compensation in excess of \$100,000 during the fiscal year ended December 31, 2015.

Summary Compensation

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Non-equity Non-qualified			All Other Compensation (\$)	Total (\$)
					Option Awards (\$)	Incentive Plan Compensation (\$)	Deferred Compensation Earnings (\$)		
Steven Malone, <i>President, Chief Executive Officer and Chief Financial Officer</i>	2015	\$166,202	\$---	\$---	\$---	\$---	\$---	\$12,500	(a) \$178,702
	2014	\$134,750	\$---	\$---	\$---	\$---	\$---	\$12,500	(a) \$147,250
Bo Gimvang, <i>Vice President of Research and Development</i>	2015	\$128,500		\$35,000(b)				\$3,388	(c) \$166,888
	2014	\$47,500						\$1,500	(c) \$49,000

(a) This represents earnings accrued at the end of each fiscal year for vacation hours earned that would be required to be paid in connection with any termination, including without limitation through retirement, resignation, severance or constructive termination of any such executive officer's employment.

(b) This represents shares in lieu of cash for outside consultant services previously rendered valued at \$0.014 per share of common stock on March 6, 2015.

(c) This represents earnings at the end of each fiscal year for royalties of 5% of the gross revenue, net of returns, for all revenues generated by the intellectual property that Mr. Gimvang has assigned to the Company per his employment agreement.

EQUITY AWARDS

Information Concerning Stock Options

As of the fiscal year ended December 31, 2015, we did not have any outstanding equity awards, specifically unexercised options, stock that has not vested, and equity incentive plan awards, held by the executive officers. Furthermore, we did not grant stock options to our executive officers during the fiscal year ended December 31, 2015, and no executive exercised any stock options during the fiscal year 2015.

Table of Contents**Employment Agreements**

Mr. Malone is employed by us pursuant to an employment agreement dated July 23, 2014. The term for the employment agreement is three (3) years and provides for a base annual salary equal to \$162,500. It also contains a provision for an incentive-based bonus, an amount in cash equal to one and one half percent (1.5%) of Free Cash Flow (FCF); provided, however, that such bonus does not exceed five hundred thousand dollars (\$500,000) for any single Fiscal Year. The agreement also provides for severance compensation equal to the then base salary until the expiration of the term of the agreement. There is no severance compensation in the event of voluntary termination or termination for cause.

Mr. Gimvang is employed by us pursuant to an employment agreement dated March 3, 2015. The term for the employment agreement is three (3) years. During the term of the employment agreement, and in addition to certain benefits, expense coverage and severance compensation, Mr. Gimvang is entitled to a base annual salary of not less than \$120,000, as well as a royalty of 5% of the gross revenue, net of returns, for all revenues generated by the intellectual property that Mr. Gimvang has assigned to the Company.

Director Compensation

On March 11, 2015, we resolved to issue our outside director, John Kuehne, 1,500,000 restricted shares of common stock valued at \$0.016 per share in lieu of cash and meeting fees accrued and earned for the period of January 1, 2014 through December 31, 2014. In addition, on March 11, 2015, we resolved to issue our outside director, Donald Schoenfeld, 312,500 restricted shares of common stock valued at \$0.016 per share in lieu of cash and meeting fees accrued and earned for the period of August 1, 2014 through December 31, 2014.

As of the date hereof, we have accrued approximately \$49,000 in director's fees for our outside directors for the period of October 1, 2012 through December 31, 2015.

The following table sets forth the compensation of our outside directors for the fiscal year ended December 31, 2015.

Director Compensation

Name	Fees Earned or Paid	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation	Non-Qualified Deferred Compensation	All Other Compensation (\$)	Total (\$)
------	---------------------------	-------------------------	--------------------------	--	---	-----------------------------------	---------------

Edgar Filing: FINDEX COM INC - Form 10-K

	in Cash (\$)			(\$)	Earnings (\$)		
John Kuehne	\$30,000	\$ ---	\$ ---	\$ ---	\$ ---	\$ ---	\$30,000
Donald Schoenfeld	\$12,000	\$ ---	\$ ---	\$ ---	\$ ---	\$ ---	\$12,000

Mr. Kuehne has served as one of our directors since December 2000. Mr. Kuehne's compensation agreement provides for a monthly fee of \$1,000 for committee services and a monthly fee of \$1,000 for services as a "financial expert" (as defined in Item 407(d)(5) of Regulation S-K). Effective July 1, 2015, we increased the monthly fee for services as a "financial expert" to \$2,000 per month. We have accrued \$2,000 a month for Mr. Kuehne's services for the period of January 1, 2015 through June 30, 2015 and \$3,000 a month for Mr. Kuehne's services for the period of July 1, 2015 through December 31, 2015. Mr. Schoenfeld has served as one of our directors since late July 2014. Mr. Schoenfeld's compensation agreement provides for a monthly fee of \$1,000 for committee services. We have accrued \$1,000 a month for Mr. Schoenfeld's services for the period of January 1, 2015 through December 31, 2015.

Table of Contents**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related stockholder matters.**

The tables below set forth information regarding the beneficial ownership of our common stock as of April 14, 2016. The information in these tables provides the ownership information for:

each person known by us to be the beneficial owner of more than 5% of our common stock;
each of our directors and executive officers; and
all of our directors and executive officers as a group.

Beneficial ownership has been determined in accordance with the rules and regulations of the SEC and includes voting or investment power with respect to our common stock and those rights to acquire additional shares within sixty days. Unless otherwise indicated, the persons named in the table below have sole voting and investment power with respect to the number of shares of common stock indicated as beneficially owned by them, except to the extent such power may be shared with a spouse. Common stock beneficially owned and percentage ownership are based on 476,783,564 shares of common stock currently outstanding as well as an additional 75,742,857 shares of common stock that could potentially be outstanding through conversion of note payables and outstanding warrants. The address of each person listed is in care of Findex.com, Inc., 1313 South Killian Drive, Lake Park, Florida 33403.

Certain Beneficial Owners

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Owner	Percent of Class
Common Stock	The Renewable Corp (1)	61,654,859	11.16%
Common Stock	John Kuehne (2)	45,902,586	8.31%
Common Stock	Morio Mito (3)	41,000,000	7.42%
Common Stock	Green Tech Consulting Group (4)	40,069,716	7.25%
Common Stock	Michael Membrado (5)	37,300,357	6.75%
Common Stock	Steven Malone (6)	23,940,848	4.33%
Common Stock	Bo Gimvang (7)	2,500,000	0.45%
Common Stock	Donald Schoenfeld (8)	1,016,925	0.18%

(1) Consists of 61,654,859 shares of common stock directly owned by The Renewable Corp. The Renewable Corp has granted a proxy to Steven Malone, Chairman of Findex.com, Inc., which gives him 100% sole voting rights.

(2) Consists of 36,902,586 shares of common stock directly owned and 9,000,000 shares of common stock directly owned through convertible note payable option.

(3) Consists of 20,000,000 shares of common stock directly, 20,000,000 shares of common stock owned through convertible note payable option and 1,000,000 shares of common stock directly owned through warrants.

(4) Consists of 40,069,716 shares of common stock directly owned.

(5) Consists of 3,907,500 shares of common stock directly owned and 33,392,857 shares of common stock directly owned through convertible note payable option.

(6) Consists of 19,559,061 shares of common stock directly owned, and 4,381,787 shares of common stock indirectly owned through spouse.

(7) Consists of 2,500,000 shares of common stock directly owned.

(8) Consists of 1,016,925 shares of common stock directly owned.

Table of Contents**Management**

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Owner	Percent of Class
Common Stock	John Kuehne (1)	45,902,586	8.31%
Common Stock	Steven Malone (2)	23,940,848	4.33%
Common Stock	Bo Gimvang (3)	2,500,000	0.45%
Common Stock	Donald Schoenfeld (4)	1,016,925	0.18%
Common Stock	All officers and directors as a group of (4 persons)	73,360,359	13.27%

(1) Consists of 36,902,586 shares of common stock directly owned and 9,000,000 shares of common stock directly owned through convertible note payable option.

(2) Consists of 19,559,061 shares of common stock directly owned, and 4,381,787 shares of common stock indirectly owned through spouse.

(3) Consists of 2,500,000 shares of common stock directly owned.

(4) Consists of 1,016,925 shares of common stock directly owned.

As of April 14, 2016, we are not aware of any contract or other arrangement, including a pledge of the Company's securities that could result in a change in the control of the Company.

Item 13. Certain Relationships and Related Transactions, and director independence.**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

We rely on our board to review related party transactions on an ongoing basis to prevent conflicts of interest. Our board reviews a transaction in light of the affiliations of the director, officer or employee and the affiliations of such person's immediate family. Transactions are presented to our board for approval before they are entered into or, if this is not possible, for ratification after the transaction has occurred. If our board finds that a conflict of interest exists, then it will determine the appropriate remedial action, if any. Our board approves or ratifies a transaction if it determines that the transaction is consistent with the best interests of the Company.

DIRECTOR INDEPENDENCE

We currently have three directors serving on our Board of Directors, Mr. Malone, Mr. Kuehne and Mr. Schoenfeld. We are not a listed issuer and, as such, are not subject to any director independence standards. Using the definition of independence set forth in the rules of NASDAQ, Mr. Kuehne and Mr. Schoenfeld would be considered independent directors of the Company.

Table of Contents**Item 14. Principal Accounting Fees and Services.**

The following table sets forth the aggregate amount of various professional fees billed by our principal independent accountants for our last two fiscal years. The Company's Board of Directors engaged D. Brooks and Associates CPA's, P.A. as its principal independent accountant for the fiscal year ending December 31, 2015. On May 23, 2014, the Company's Board of Directors was informed by the Company's then current principal independent accountants, Brimmer, Burek & Keelan LLP ("BBK"), that they would no longer be providing audit services to SEC reporting companies, and that, accordingly, they would be unable to provide any further audit or related review services to us. On May 29, 2014, the Company engaged D. Brooks and Associates CPA's, P.A. as its new principal independent accountants for the fiscal year ending December 31, 2014. The fees shown in the table under the 2015 column reflect fees billed only by D. Brooks and Associates CPA's, P.A. while the 2014 column reflect fees billed to us by D. Brooks and Associates CPA's, P.A. and BBK.

	2015	2014
Audit Fees (1)	\$15,790	\$32,224
Audit-Related Fees	\$---	\$---
Tax Fees	\$---	\$---
All Other Fees	\$---	\$---

(1) Consists of fees for professional services rendered in connection with the audits of our financial statements included in our annual reports on Form 10-K for the years-ending 2014 and 2013, and the review of our financial statements included in our quarterly reports on Form 10-Q for the periods ending March 31, 2015 and 2014, June 30, 2015 and 2014, and September 30, 2015 and 2014.

All audit fees are approved by our audit committee and board of directors.

Table of Contents

PART IV

Item 15. Exhibits, FINANCIAL STATEMENT SCHEDULES.

(a)(1) Financial Statements: The following financial statements are included in Item 8 herein:

	Page Number
<u>Report of Independent Registered Public Accounting Firm</u>	F-1
<u>Consolidated Balance Sheets at December 31, 2015 and December 31, 2014</u>	F-2
<u>Consolidated Statements of Operations for years ended December 31, 2015 and December 31, 2014</u>	F-3
<u>Consolidated Statements of Stockholders' Equity for years ended December 31, 2015 and December 31, 2014</u>	F-4
<u>Consolidated Statements of Cash Flows for years ended December 31, 2015 and December 31, 2014</u>	F-5
<u>Notes to Consolidated Financial Statements</u>	F-6

(a)(2) Financial Statement Schedules:

All other schedules are omitted because they are either not required, are not applicable, or the information is included in the consolidated financial statements and notes thereto.

(a)(3) Exhibits:

Exhibits required by Item 601 of Regulation S-K.

EXHIBIT INDEX

No.	Description of Exhibit
2.1	Share Exchange Agreement between Findex.com, Inc. and the stockholders of Reagan Holdings, Inc. dated March 7, 2000, incorporated by reference to Exhibit 2.1 on Form 8-K filed March 15, 2000.
3(i)(1)	Restated Articles of Incorporation of Findex.com, Inc. dated June 1999 incorporated by reference to Exhibit 3.1 on Form 8-K filed March 15, 2000.

Edgar Filing: FINDEX COM INC - Form 10-K

- 3(i)(2) Amendment to Articles of Incorporation of Findex.com, Inc. dated November 10, 2004 incorporated by reference to Exhibit 3.1(ii) on Form 10-QSB filed November 10, 2004.
- 3(i)(3) Amendment to Articles of Incorporation of Findex.com, Inc. dated October 14, 2014 incorporated by reference to Exhibit A on Schedule 14C Information filed October 14, 2014.

-54-

Table of Contents

- 3(ii) Restated By-Laws of Findex.com, Inc., incorporated by reference to Exhibit 3.3 on Form 8-K filed March 15, 2000.
- 10.1 Stock Incentive Plan of Findex.com, Inc. dated May 7, 1999, incorporated by reference to Exhibit 10.1 on Form 10-KSB/A filed May 13, 2004.
- 10.2 Share Exchange Agreement between Findex.com, Inc. and the stockholders of Reagan Holdings Inc., dated March 7, 2000, incorporated by reference to Exhibit 2.1 on Form 8-K filed March 15, 2000.
- 10.3 License Agreement between Findex.com, Inc. and Parsons Technology, Inc. dated June 30, 1999, incorporated by reference to Exhibit 10.3 on Form 10-KSB/A filed May 13, 2004.
- 10.4 Employment Agreement between Findex.com, Inc. and Steven Malone dated July 25, 2003, incorporated by reference to Exhibit 10.4 on Form 10-KSB/A filed May 13, 2004.
- 10.5 Employment Agreement between Findex.com, Inc. and Kirk Rowland dated July 25, 2003, incorporated by reference to Exhibit 10.5 on Form 10-KSB/A filed May 13, 2004.
- 10.6 Employment Agreement between Findex.com, Inc. and William Terrill dated June 7, 2002, incorporated by reference to Exhibit 10.6 on Form 10-KSB/A filed May 13, 2004.
- 10.7 Restricted Stock Compensation Agreement between Findex.com, Inc. and John A. Kuehne dated July 25, 2003, incorporated by reference to Exhibit 10.7 on Form 10-KSB/A filed May 13, 2004.
- 10.8 Restricted Stock Compensation Agreement between Findex.com, Inc. and Henry M. Washington dated July 25, 2003, incorporated by reference to Exhibit 10.8 on Form 10-KSB/A filed May 13, 2004.
- 10.9 Restricted Stock Compensation Agreement between Findex.com, Inc. and William Terrill dated July 25, 2003, incorporated by reference to Exhibit 10.9 on Form 10-KSB/A filed May 13, 2004.
- 10.10 Stock Purchase Agreement, including the form of warrant agreement, between Findex.com, Inc. and Barron Partners, LP dated July 19, 2004, incorporated by reference to Exhibit 10.1 on Form 8-K filed July 28, 2004.
- 10.11 Amendment No. 1 to Stock Purchase Agreement between Findex.com, Inc. and Barron Partners, LP dated September 30, 2004, incorporated by reference to Exhibit 10.3 on Form 8-K filed October 6, 2004.
- 10.12 Registration Rights Agreement between Findex.com, Inc. and Barron Partners, LP dated July 26, 2004, incorporated by reference to Exhibit 10.2 on Form 8-K filed July 28, 2004.
- 10.13 Waiver Certificate between Findex.com, Inc. and Barron Partners, LP dated September 16, 2004, incorporated by reference to Exhibit 10.4 on Form 8-K filed October 6, 2004.
- 10.14 Settlement Agreement between Findex.com, Inc., The Zondervan Corporation, Mattel, Inc., TLC Multimedia, Inc., and Riverdeep, Inc. dated October 20, 2003, incorporated by reference to Exhibit 10.14 on Form 10-KSB/A filed December 14, 2005.
- 10.15

Edgar Filing: FINDEX COM INC - Form 10-K

Employment Agreement Extension between Findex.com, Inc and Steven Malone dated March 31, 2006, incorporated by reference to Exhibit 10.1 on Form 8-K filed April 6, 2006.

- 10.16 Employment Agreement Extension between Findex.com, Inc and William Terrill dated March 31, 2006, incorporated by reference to Exhibit 10.2 on Form 8-K filed April 6, 2006.
- 10.17 Employment Agreement Extension between Findex.com, Inc and Kirk R. Rowland dated March 31, 2006, incorporated by reference to Exhibit 10.3 on Form 8-K filed April 6, 2006.
- 10.18 Promissory Note to Barron Partners, LP dated April 7, 2006, incorporated by reference to Exhibit 10.1 on Form 8-K filed April 13, 2006.

-55-

Table of Contents

- 10.19 Share Exchange Agreement between Findex.com, Inc. and the stockholders of Reagan Holdings Inc., dated March 7, 2000, incorporated by reference to Exhibit 2.1 on Form 8-K filed March 15, 2000.
- 10.20 Convertible Secured Promissory Note between FindEx.com, Inc. and W. Sam Chandoha, dated July 20, 2006, incorporated by reference to Exhibit 10.1 on Form 8-K filed July 26, 2006.
- 10.21 Security Agreement between FindEx.com, Inc. and W. Sam Chandoha, dated July 20, 2006 incorporated by reference to Exhibit 10.2 on Form 8-K filed July 26, 2006.
- 10.22 Common Stock Purchase Warrant between FindEx.com, Inc. and W. Sam Chandoha, dated July 20, 2006 incorporated by reference to Exhibit 10.3 on Form 8-K filed July 26, 2006.
- 10.23 Modification and Extension Agreement Between FindEx.com, Inc. and W. Sam Chandoha, dated September 20, 2006, incorporated by reference to Exhibit 10.1 on Form 8-K filed September 25, 2006.
- 10.24 Employment Agreement Extension Amendment between Findex.com, Inc. and Steven Malone dated April 13, 2007, incorporated by reference to Exhibit 10.24 on Form 10-KSB filed April 17, 2007.
- 10.25 Employment Agreement Extension Amendment between Findex.com, Inc. and William Terrill dated April 13, 2007, incorporated by reference to Exhibit 10.25 on Form 10-KSB filed April 17, 2007.
- 10.26 Employment Agreement Extension Amendment between Findex.com, Inc. and Kirk R. Rowland dated April 13, 2007, incorporated by reference to Exhibit 10.26 on Form 10-KSB filed April 17, 2007.
- 10.27 Asset Purchase Agreement between Findex.com, Inc. and ACS Technologies Group, Inc. dated October 18, 2007, incorporated by reference to Exhibit 10.27 on Form 8-K filed October 24, 2007.
- 10.28 Partial Assignment of License Agreement Among Findex.com, Inc., Riverdeep, Inc., LLC and ACS Technologies Group, Inc. dated October 11, 2007, incorporated by reference to Exhibit 10.28 on Form 8-K filed October 24, 2007.
- 10.29 Asset Purchase Agreement between Findex.com, Inc. and ORG Professional, LLC dated February 25, 2008, incorporated by reference to Exhibit 10.29 on Form 8-K filed on February 28, 2008.
- 10.30 Warrant Cancellation Agreement between Findex.com, Inc. and Barron Partners, L.P. dated March 6, 2008, incorporated by reference to Exhibit 10.30 on Form 8-K filed on March 10, 2008.
- 10.31 Employment Agreement Extension Amendment between Findex.com, Inc. and Steven Malone dated April 14, 2008, incorporated by reference to Exhibit 10.31 on Form 10-KSB filed on April 15, 2008.
- 10.32 Employment Agreement Extension Amendment between Findex.com, Inc. and William Terrill dated April 14, 2008, incorporated by reference to Exhibit 10.32 on Form 10-KSB filed on April 15, 2008.
- 10.33 Employment Agreement Extension Amendment between Findex.com, Inc. and Kirk R. Rowland dated April 14, 2008, incorporated by reference to Exhibit 10.33 on Form 10-KSB filed on April 15, 2008.
- 10.34

Edgar Filing: FINDEX COM INC - Form 10-K

License Agreement between Findex.com, Inc. and Houghton Mifflin Harcourt Publishing Company dated May 7, 2010, incorporated by reference to Exhibit 10.34 on Form 10-K filed on April 15, 2011.

10.35 Software Product Line Purchase Agreement between FindEx.com, Inc. and WORDsearch Corp., L.L.C. dated May 5, 2011, incorporated by reference to Exhibit 10.35 on Form 8-K filed on May 10, 2011.

10.36 Promissory Note to Barron Partners, LP dated August 18, 2011, incorporated by reference to Exhibit 10.36 on Form 10-Q filed on August 22, 2011.

Table of Contents

- 10.37 Letter of Intent between Findex.com, Inc. and Next Level Hockey, LLC dated June 6, 2013, incorporated by reference to Exhibit 10.37 on Form 8-K filed on June 7, 2013.
- 10.38 Letter of Intent between Findex.com, Inc. and Next Level Hockey, LLC dated June 6, 2013, incorporated by reference to Exhibit 10.37 on Form 8-K filed on June 7, 2013.
- 10.39 Agreement and Plan of Merger among FindEx.com, Inc., certain of its affiliated stockholders, ESCT Acquisition Corp., The Renewable Corporation, and EcoSmart Surface and Coating Technologies, Inc. dated January 23, 2014, exclusive of schedules and exhibits other than exhibit forms of Employment Agreements to be entered into between Findex.com, Inc. and each of Joseph Alvarez and Steven Malone, incorporated by reference to Exhibit 10.39 on Form 8-K filed on January 29, 2014.
- 10.40 Voting Agreement between EcoSmart Surface and Coating Technologies, Inc. and each of three individual stockholders of Findex.com, Inc. dated January 23, 2014, incorporated by reference to Exhibit 10.40 on Form 8-K filed on January 29, 2014.
- 10.41 Employment Agreement by and among Findex.com, Inc., EcoSmart Acquisition Corp., and Steven Malone dated July 23, 2014, incorporated by reference to Exhibit 10.1 on Form 8-K filed July 29, 2014.
- 10.42 Demand Promissory Note dated August 3, 2013, incorporated by reference to Exhibit 10.2 on Form 8-K filed on July 29, 2014.
- 10.43 The Loan Modification and Loan Assumption Acknowledgment dated July 23, 2014, incorporated by reference to Exhibit 10.3 on Form 8-K filed on July 20, 2014.
- 10.44 Convertible Promissory Note dated July 23, 2014, incorporated by reference to Exhibit 10.4 on Form 8-K filed on July 29, 2014.
- 10.45 Employment Agreement by and among Findex.com, Inc., EcoSmart Acquisition Corp., and Bo Inge Hakan Gimvang dated March 3, 2015 incorporated by reference to Exhibit 10.45 on Form 10-K filed on April 15, 2015
- 10.46 Loan Modification Agreement and Promissory Note dated March 2, 2015 incorporated by reference to Exhibit 10.46 on Form 10-K filed on April 15, 2015.
- 10.47 Business development consulting agreement by and among Findex.com, Inc. and J.N.B., LLC. dated November 10, 2015, incorporated by reference to Exhibit 10.47 on Form 10-Q filed on November 16, 2015.
- 14.1 Code of Ethics, adopted by Board of Directors April 14, 2016. FILED HEREWITH.
- 21.1 Subsidiaries of Findex.com, Inc. as of December 31, 2015. FILED HEREWITH.
- 31.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 and dated April 14, 2016. FILED HEREWITH.
- 32.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and dated April 14, 2016. FILED HEREWITH.

Table of Contents

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FINDEX.COM, INC.

By: /s/ Steven Malone
Steven Malone
President, Chief Executive Officer and Chief Financial Officer

Date: April 14, 2016

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Steven Malone Steven Malone	Chairman of the Board, President, Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Accounting Officer)	April 14, 2016
/s/ John A. Kuehne John A. Kuehne	Director	April 14, 2016