

LIVEWIRE ERGOGENICS INC.

Form 10-K

April 16, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2012.

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 333-149158

LIVEWIRE ERGOGENICS INC.

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(Exact name of small business issuer as specified in its charter)

Nevada  
(State or other jurisdiction of incorporation or  
organization)

26-1212244  
(I.R.S. Employer Identification No.)

1747 S. Douglass Road, Unit C  
Anaheim, CA 92806

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(Current Address of Principal Executive Offices)

714-940-0155

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(Issuer Telephone Number)

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

Securities registered pursuant to Section 12(g) of the Act: Common Stock, Par Value \$0.0001

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes o No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes o 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 ☐

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Indicate by check mark if disclosure of delinquent filers pursuant to Rule 405 of Regulation S-K is not contained herein, and will not be contained, to the best of 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. x

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	<input type="radio"/>	Accelerated Filer	<input type="radio"/>	Smaller Reporting Company	<input checked="" type="radio"/>	Non-Accelerated Filer	<input type="radio"/>
(Do not check of a smaller reporting company)							

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

The issuer's revenues for its most recent fiscal year ended December 31, 2012, were \$148,034

As of June 30, 2012, the aggregate market value of shares of the issuer's common stock held by non-affiliates was approximately \$7,500,000 based upon the closing bid price of \$0.30 per share. Shares of the issuer's common stock held by each executive officer and director have been excluded in that such persons may be deemed to be affiliates of the issuer. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

At April 14, 2013, there were 68,460,139 shares of \$0.0001 par value common stock issued and outstanding.

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Item 1 – BUSINESS

History

The Company was formed in Nevada on October 9, 2007 under the name Semper Flowers, Inc. On May 15, 2009, the Company changed its name to SF Blu Vu, Inc. On September 20, 2011, the Company changed its name to LIVEWIRE ERGOGENICS INC.

Under the Purchase Agreement dated June 30, 2011 (the “Purchase Agreement”) with LIVEWIRE MC2, LLC, a California limited liability company, (“LiveWire MC2”) and the selling members of LiveWire MC2 (“Selling Members”), the Company issued 36,000,000 (30,000,000 shares pre stock split of 1 additional share for every five shares held) shares of common stock to the Selling Members in exchange for 100% of LiveWire MC2. As such, LiveWire MC2 became a wholly owned subsidiary of the Company.

The Purchase Agreement has been accounted for as a reverse acquisition under the purchase method for business combinations, and accordingly the transaction has been treated as a recapitalization of LiveWire MC2, with LiveWire MC2 as the accounting acquirer and the Company as the accounting acquiree. For legal purposes LiveWire MC2 is the legal acquiree and the Company is the legal acquirer and surviving corporation. The shares issued are treated as being issued for cash and are shown as outstanding for the period presented in the same manner as for a stock split. The Company was a shell prior to the merger, having no significant assets or liabilities, and seeking a viable business to acquire.

Item 1A - RISK FACTORS

Management of the Company intends for the Company and its wholly owned subsidiary LIVEWIRE MC2, LLC, a California limited liability company, (“LiveWire MC2”) to become a profitable entity with its focus on providing Chewable Energy Supplements and other functional foods as determined by needs. The risks and uncertainties described below may affect the business, financial condition or operating results:

THE COMPANY IS SUBJECT TO THE RISKS INHERENT IN THE CREATION OF A NEW BUSINESS.

The Company is subject to substantially all the risks inherent in the creation of a new business. As a result of its small size and capitalization and limited operating history, the Company is particularly susceptible to adverse effects of changing economic conditions and consumer tastes, competition, and other contingencies or events beyond the control of the Company. It may be more difficult for the Company to prepare for and respond to these types of risks and the risks described elsewhere than for a company with an established business and operating cash flow.

OUR REVENUE GROWTH RATE DEPENDS PRIMARILY ON OUR ABILITY TO EXECUTE OUR BUSINESS PLAN.

We may not be able to adequately generate and adhere to the goals, objectives, strategies and tasks as defined in our business plan.

ANY FAILURE TO MAINTAIN ADEQUATE GENERAL LIABILITY, COMMERCIAL, AND SERVICE LIABILITY INSURANCE COULD SUBJECT US TO SIGNIFICANT LOSSES OF INCOME.

Any general, commercial and/or service liability claims will have a material adverse effect on our financial condition.

COMPETITORS WITH MORE RESOURCES MAY FORCE US OUT OF BUSINESS.

We will compete with many well-established companies such as FRS Healthy Energy, ToGo Brands, Clif Bar, GU Energy Labs, and EN-R-G Foods Inc. Indirect competitors include Red Bull, Monster, and 5-Hour Energy. Aggressive pricing by our competitors or the entrance of new competitors into our markets could reduce our revenue and profit margins.

#### LIMITED OPERATING HISTORY, INITIAL OPERATING LOSSES.

The Company is presently a development stage Company with limited operating history and only nominal capital. Additionally, though the Management Team has varied and extensive business backgrounds and technical expertise, they have little substantive prior working running energy chew operations. Because of the limited operating history, it is very difficult to evaluate the business and the future prospects. The Company will encounter risks and difficulties. If objectives are not achieved, the Company may not realize sufficient revenues or net income to succeed.

#### THE COMPANY MAY USE MORE CASH THAN GENERATED.

The company anticipates using standard financing models and credit facilities. The Company may experience negative operating cash flows for the foreseeable future. The Company may need to raise additional capital in the future to meet the operating and investing cash requirements. The Company may not be able to find additional financing, if required, on favorable terms or at all. If additional funds are raised through the issuance of equity, equity-related or debt securities, these securities may have rights, preferences or privileges senior to those of the rights of the common stock holders who may experience additional dilution to their equity ownership.

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**NO ASSURANCE OF PROFITABILITY.**

The Company has generated revenues from operations. There can be no assurance that the Company will be profitable.

**DEPENDENCE ON MANAGEMENT.**

The Company will rapidly and significantly expand its operations and anticipates that significant expansion of its operations, including administrative facilities, will continue to be required in order to address potential market opportunities. The rapid growth will place, and is expected to continue to place, a significant strain on the Company's management, operational, and financial resources. The Company's success is principally dependent on its current management personnel for the operation of its business.

**THE COMPANY MUST HIRE EXPERIENCED PERSONNEL, ACQUIRE EQUIPMENT AND EXPAND FACILITIES IN ANTICIPATION OF INCREASED BUSINESS.**

The Company may not be able to hire or retain qualified staff. If qualified and skilled staff are not attracted and retained, growth of the business may be limited. The ability to provide high quality service will depend on attracting and retaining educated staff, as well as professional experiences that is relevant to our market, including for marketing, technology and general experience in (manufacturing energy supplements). There will be competition for personnel with these skill sets. Some technical job categories may experience severe shortages in the United States.

**FAILURE TO MANAGE THE GROWTH COULD REDUCE REVENUES OR NET INCOME.**

Rapid expansion strains infrastructure, management, internal controls and financial systems. The Company may not be able to effectively manage the growth or expansion. To support growth, the Company plans to hire new employees. This growth may also strain the Company's ability to integrate and properly train these new employees. Inadequate integration and training of employees may result in underutilization of the workforce and may reduce revenues or net income.

**THE COMPANY MAY ACQUIRE OTHER BUSINESSES OR PRODUCTS SUITABLE FOR THE COMPANY'S PLANNED EXPANSION; IF THIS HAPPENS, THE COMPANY MAY BE UNABLE TO INTEGRATE THEM INTO THE EXISTING BUSINESS, AND/OR MAY IMPAIR OUR FINANCIAL PERFORMANCE.**

If appropriate opportunities present themselves, the Company may acquire businesses, technologies, services or products that are believed to be strategically viable. There are currently no understandings, commitments or agreements with respect to any acquisition, aside from acquiring the necessary equipment to begin operations.

**FUTURE GOVERNMENT REGULATION MAY ADD TO OPERATING COSTS.**

The Company operates in an environment of uncertainty as to potential government regulation via (energy supplement manufacturing). We believe that we are not subject to direct regulation, other than regulations applicable to businesses generally. Laws and regulations may be introduced and court decisions may affect our business. Any future regulation may have a negative impact on the business by restricting the method of operation or imposing additional costs.

**OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S REPORT CONTAINS AN EXPLANATORY PARAGRAPH WHICH HAS EXPRESSED SUBSTANTIAL DOUBT ABOUT OUR ABILITY TO CONTINUE AS A GOING CONCERN, WHICH MAY HINDER OUR ABILITY TO OBTAIN FUTURE**



## FINANCING

In their report dated April 16, 2013, our independent registered public accounting firm stated that our consolidated financial statements for the year ended December 31, 2012 were prepared assuming that we would continue as a going concern, and that they have substantial doubt about our ability to continue as a going concern. Our auditors' doubts are based on our recurring net losses, deficits in cash flows from operations and stockholders' deficiency. We continue to experience net operating losses. Our ability to continue as a going concern is subject to our ability to generate a profit and/or obtain necessary funding from outside sources, including by the sale of our securities, or obtaining loans from financial institutions, where possible. Our continued net operating losses and our auditors' doubts increase the difficulty of our meeting such goals and our efforts to continue as a going concern may not prove successful.

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**THE COMPANY'S SERIES A PREFERRED STOCK CAN ELECT THREE BOARD MEMBERS AND HAS ONE BILLION VOTES ON ALL MATTERS SUBMITTED TO THE STOCKHOLDERS OF THE COMPANY**

One Million (1,000,000) shares of the Company's Series A Preferred Stock (the "Series A") are owned by Rick Darnell. Each share of Series A has one thousand (1,000) votes per share and votes with the common stock on all matters. The Series A voting separately as a class has the right to elect three persons to serve on the Company's board of directors. As such, the Series A has voting control of the Company and may use its majority voting control to affect the interests of the Company's common stockholders.

On December 4, 2012, the "Company reached an agreement with the holders of the Company's Series A Preferred Stock to surrender and cancel all outstanding shares of the Company's Series A Preferred Stock. A copy of the Acknowledgement of Surrender and Cancellation of the Series A Preferred Stock is attached as Exhibit 4.4 to the Form 8-k filed on December 4, 2012. The surrender and cancellation of the Series A Preferred Stock improves the Company's capital structure because it eliminated the super voting provisions and conversion features that, if exercised by the holders, might dilute the common stockholders of the Company.

**THE COMPANY'S SERIES A PREFERRED STOCK WILL SIGNIFICANTLY DILUTE THE COMPANY'S COMMON STOCKHOLDERS AFTER DECEMBER 31, 2012.**

The owners of the Company's Series A Preferred Stock (the "Series A") can elect to convert each share of Series A after December 31, 2012 into fifty (50) shares of the Company's common stock if (i) the Company's common stock is quoted for public trading in the United States or other international securities market and (ii) the Company's market capitalization (i.e., the number of issued and outstanding shares of common stock multiplied by the daily closing price) has exceeded Fifty Million Dollars (\$50,000,000) for 90 consecutive trading days. These provisions, if exercised by the holders of the Series A, may significantly dilute the Company's common stockholders after December 31, 2012.

On December 4, 2012, the "Company reached an agreement with the holders of the Company's Series A Preferred Stock to surrender and cancel all outstanding shares of the Company's Series A Preferred Stock. A copy of the Acknowledgement of Surrender and Cancellation of the Series A Preferred Stock is attached as Exhibit 4.4 to the Form 8-k filed on December 4, 2012. The surrender and cancellation of the Series A Preferred Stock improves the Company's capital structure because it eliminated the super voting provisions and conversion features that, if exercised by the holders, might dilute the common stockholders of the Company.

NOTE: In addition to the above risks, businesses are often subject to risks not foreseen or fully appreciated by management.

**Item 1B – UNRESOLVED STAFF COMMENTS**

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

**Item 2 – PROPERTIES**

The Company leases space at the two following locations:

LiveWire Energy  
1260 N. Hancock Street, Suite 105  
Anaheim, CA 92807

Chief Operating Officer, Brad Nichols, works full time at this location. This location is 2,400 square feet of office space and is the Company's headquarters for business operations, accounting and design. This space is shared with LiveWire Corp Communications, Inc. who operates a full time creative production shift during the overnight hours. This is our primary means for developing package, point of purchase displays ("POP"), and sales material designs. This facility does not have the necessary warehouse capabilities to store inventory or provide order fulfillment.

LiveWire Energy  
1747 S Douglass Rd, Unit C  
Anaheim, CA 92807

Chief Executive Officer, Bill Hodson, works full-time at this location. This 1,200 square foot space serves as our order processing and fulfillment facility. It has modest office space and large warehouse areas. This location also acts as the base of operations for event and promotion efforts. The Company's LiveWire vehicle is stored at this location and it is not shared with any other organization. Part-time employees are used from time-to-time to satisfy order processing requirements and promotion events.

Both facilities allow us to expand operations and add personnel as necessary in the future. Further, on an as needed basis, additional sales and business development efforts are performed by independent consultants located throughout the country.

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## Item 3 – Legal Proceedings

The Company a party to any material pending legal proceedings and, to the best of our knowledge, no such action by or against the Company has been threatened.

## Item 4 – Mine Safety Disclosures

Not applicable

## PART II

## Item 5 – Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

## Market Information

Our common stock has the trading symbol LVVV. At present, our common stock is not eligible for the clearing and custody services of the Depository Trust Company. We are working to correct this situation. On May 5th and 6th, 2011, there were 105,000 shares of our common stock traded on the OTC market at prices between \$.15 - \$.20 per share. There has been no active trading in the Company's securities. As a result of the thin trading in the Company's stock, the Company believes that the price at which the Company's stock may trade on a given day does not necessarily represent fair value.

\*On September 20, 2011, the Company changed its name and on October 7, 2011, the Company’s common stock began trading under the symbol “LVVV”.

	High	Low
FISCAL YEAR ENDED December 31, 2012		
Fourth Quarter	\$ 0.9167	\$ 0.5417
Third Quarter	\$ 0.5417	\$ 0.1167
Second Quarter	\$ 0.1667	\$ 0.0083
First Quarter	\$ 0.0833	\$ 0.0083
FISCAL YEAR ENDED December 31, 2011		
	\$ 1.25	\$ 0.0229
Fourth Quarter	\$ 3.075	\$ 1.25
Third Quarter	\$ 3.075	\$ 0.2083
Second Quarter	\$ 0.9167	\$ 0.1167
First Quarter		

## Holders

We had 88 stockholders of record of our common stock as of March 31, 2013, including shares held in street name.

## Dividends

We have not paid any cash dividends to stockholders. The declaration of any future cash dividend will be at the discretion of our Board of Directors and will depend upon our earnings, if any, our capital requirements and

financial position, general economic conditions and other pertinent factors. It is our present intention not to pay any cash dividends in the foreseeable future, but rather to reinvest earnings, if any, into our business.

#### Securities Authorized For Issuance under Equity Compensation Plans

We do not have any compensation plan under which equity securities are authorized for issuance.

#### Item 6 – Selected Financial Data

The Company is a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and is not required to provide the information required under this item.

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### Item 7 – Management’s Discussion and Analysis of Financial Condition and Results of Operation

The following discussion and analysis should be read in conjunction with our financial statements. This discussion should not be construed to imply that the results discussed herein will necessarily continue into the future, or that any conclusion reached herein will necessarily be indicative of actual operating results in the future.

We are engaged in the sale and marketing of energy chew products. Our product delivers a blend of ingredients that provides an energy boost similar to an energy drink, such as Red Bull or 5-Hour Energy, but is about the size of a Starburst candy. The product is not a gum; it dissolves quickly and is an alternative to drinks or shots.

The accounting rules we are required to follow permit us to recognize revenue only when certain criteria are met.

### CRITICAL ACCOUNTING POLICIES

The preparation of our consolidated financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and judgments that affect our reported assets, liabilities, revenues, and expenses and the disclosure of contingent assets and liabilities. We base our estimates and judgments on historical experience and on various other assumptions we believe to be reasonable under the circumstances. Future events, however, may differ markedly from our current expectations and assumptions. While there are a number of significant accounting policies affecting our consolidated financial statements; we believe the following critical accounting policies involve the most complex, difficult and subjective estimates and judgments:

**Accounts Receivable** – We evaluate the collectability of our trade accounts receivable based on a number of factors. In circumstances where we become aware of a specific customer’s inability to meet its financial obligations to us, a specific reserve for bad debts is estimated and recorded, which reduces the recognized receivable to the estimated amount we believe will ultimately be collected. In addition to specific customer identification of potential bad debts, bad debt charges are recorded based on our recent loss history and an overall assessment of past due trade accounts receivable outstanding.

**Inventories** – Inventories are stated at the lower of cost to purchase and/or manufacture the inventory or the current estimated market value of the inventory. We regularly review our inventory quantities on hand and record a provision for excess and obsolete inventory based primarily on our estimated forecast of product demand, production availability and/or our ability to sell the product(s) concerned. Demand for our products can fluctuate significantly. Factors that could affect demand for our products include unanticipated changes in consumer preferences, general market and economic conditions or other factors that may result in cancellations of advance orders or reductions in the rate of reorders placed by customers and/or continued weakening of economic conditions. Additionally, management’s estimates of future product demand may be inaccurate, which could result in an understated or overstated provision required for excess and obsolete inventory.

**Long-Lived Assets** – Management regularly reviews property and equipment and other long-lived assets, including certain definite-lived identifiable intangible assets, for possible impairment. This review occurs annually or more frequently if events or changes in circumstances indicate the carrying amount of the asset may not be recoverable. If there is indication of impairment of property and equipment or amortizable intangible assets, then management prepares an estimate of future cash flows (undiscounted and without interest charges) expected to result from the use of the asset and its eventual disposition. If these cash flows are less than the carrying amount of the asset, an impairment loss is recognized to write down the asset to its estimated fair value. The fair value is estimated at the present value of the future cash flows discounted at a rate commensurate with management’s estimates of the business risks.

**Revenue Recognition** – We recognize revenue when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable and collectability is reasonably assured. Generally, ownership of and title to our products pass to customers upon delivery of the products to customers. Certain of our distributors may also perform a separate function as a co-packer on our behalf. In such cases, ownership of and title to our products that are co-packed on our behalf by those co-packers who are also distributors, passes to such distributors when we are notified by them that they have taken transfer or possession of the relevant portion of our finished goods. Net sales have been determined after deduction of promotional and other allowances in accordance with ASC 605-50. Amounts received pursuant to new and/or amended distribution agreements entered into with certain distributors, relating to the costs associated with terminating our prior distributors, are accounted for as revenue ratably over the anticipated life of the respective distribution agreement, generally 20 years.

Management believes that adequate provision has been made for cash discounts, returns and spoilage based on our historical experience.

**Cost of Sales** – Cost of sales consists of the costs of raw materials utilized in the manufacture of products, co-packing fees, repacking fees, in-bound freight charges, as well as certain internal transfer costs, warehouse expenses incurred prior to the manufacture of our finished products and certain quality control costs. Raw materials account for the largest portion of the cost of sales.

**Operating Expenses** – Operating expenses include selling expenses such as distribution expenses to transport products to customers and warehousing expenses after manufacture, as well as expenses for advertising, commissions, sampling and in-store demonstration costs, costs for merchandise displays, point-of-sale materials and premium items, sponsorship expenses, other marketing expenses and design expenses. Operating expenses also include payroll costs, travel costs, professional service fees including legal fees, entertainment, insurance, postage, depreciation and other general and administrative costs.

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**Income Taxes** – We utilize the liability method of accounting for income taxes as set forth in ASC 740. Under the liability method, deferred taxes are determined based on the temporary differences between the financial statement and tax basis of assets and liabilities using tax rates expected to be in effect during the years in which the basis differences reverse. A valuation allowance is recorded when it is more likely than not that some of the deferred tax assets will not be realized. In determining the need for valuation allowances we consider projected future taxable income and the availability of tax planning strategies. If in the future we determine that we would not be able to realize our recorded deferred tax assets, an increase in the valuation allowance would be recorded, decreasing earnings in the period in which such determination is made.

We assess our income tax positions and record tax benefits for all years subject to examination based upon our evaluation of the facts, circumstances and information available at the reporting date. For those tax positions where there is a greater than 50% likelihood that a tax benefit will be sustained, we have recorded the largest amount of tax benefit that may potentially be realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. For those income tax positions where there is less than 50% likelihood that a tax benefit will be sustained, no tax benefit has been recognized in the financial statements.

## **Derivative Liabilities**

The Company assessed the classification of its derivative financial instruments as of December 31, 2012, which consist of convertible instruments and rights to shares of the Company's common stock, and determined that such derivatives meet the criteria for liability classification under ASC 815.

ASC 815 generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument subject to the requirements of ASC 815. ASC 815 also provides an exception to this rule when the host instrument is deemed to be conventional, as described.

## **Fair Value of Financial Instruments**

Effective January 1, 2008, the Company adopted FASB ASC 820-Fair Value Measurements and Disclosures, or ASC 820, for assets and liabilities measured at fair value on a recurring basis. ASC 820 establishes a common definition for fair value to be applied to existing generally accepted accounting principles that require the use of fair value measurements establishes a framework for measuring fair value and expands disclosure about such fair value measurements. The adoption of ASC 820 did not have an impact on the Company's financial position or operating results, but did expand certain disclosures.

ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Additionally, ASC 820 requires the use of valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. These inputs are prioritized below:

Level 1:           Observable inputs such as quoted market prices in active markets for identical assets or liabilities



- Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data
- Level 3: Unobservable inputs for which there is little no market data, which require the use of the reporting entity's own assumptions.

The Company did not have any Level 2 or Level 3 assets or liabilities as of December 31, 2012, with the exception of its convertible notes payable. The carrying amounts of these liabilities at December 31, 2012 approximate their respective fair value based on the Company's incremental borrowing rate.

Cash is considered to be highly liquid and easily tradable as of December 31, 2012 and therefore classified as Level 1 within our fair value hierarchy.

In addition, FASB ASC 825-10-25 Fair Value Option, or ASC 825-10-25, was effective for January 1, 2008. ASC 825-10-25 expands opportunities to use fair value measurements in financial reporting and permits entities to choose to measure many financial instruments and certain other items at fair value. The Company did not elect the fair value options for any of its qualifying financial instruments.

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### Convertible Instruments

The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with professional standards for “Accounting for Derivative Instruments and Hedging Activities”.

Professional standards generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. Professional standards also provide an exception to this rule when the host instrument is deemed to be conventional as defined under professional standards as “The Meaning of “Conventional Convertible Debt Instrument”.

The Company accounts for convertible instruments (when it has determined that the embedded conversion options should not be bifurcated from their host instruments) in accordance with professional standards when “Accounting for Convertible Securities with Beneficial Conversion Features,” as those professional standards pertain to “Certain Convertible Instruments.” Accordingly, the Company records, when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their earliest date of redemption. The Company also records when necessary deemed dividends for the intrinsic value of conversion options embedded in preferred shares based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note.

ASC 815-40 provides that, among other things, generally, if an event is not within the entity’s control could or require net cash settlement, then the contract shall be classified as an asset or a liability.

### Results of Operations

#### Company Overview for the year ended December 31, 2012

During the year ended December 31, 2012, we incurred net losses of \$1,702,803.

#### Comparison of the results of operations for the year ended December 31, 2012 and 2011

**Sales** During the years ended December 31, 2012 and 2011, sales of our products amounted to \$148,034 and \$402,340, respectively. The decrease in our sales in the 2012 period, resulted from our initial distribution of product to new customers in 2011. The initial distribution resulted in a one time sale of approximately \$275,000. The Company has continued servicing the client in 2012 in order to maintain product levels.

**Cost of goods sold.** For the fiscal year ended December 31, 2012, cost of goods sold was \$137,017 compared to \$258,476 for the fiscal year ended December 31, 2011. The decrease in our cost of goods sold in the 2012 periods, resulted from our initial distribution of product to new customers in 2011. The initial distribution resulted in a cost of approximately \$126,000. The Company has continued servicing the client in 2012 in order to maintain product levels.

Gross profit For the fiscal year ended December 31, 2012, our gross profit was \$11,017 (7.44% of revenue) compared to \$143,864 (35.76% of revenue) for the fiscal year ended December 31, 2011. The decrease in our gross profit in the 2012 period resulted from our initial distribution of product to a new customer in 2011. The one time sale resulted in an increased gross profit as compared to 2012.

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### Costs and Expenses

**General and Administrative.** During the year ended December 31, 2012 and 2011, general and administrative expenses amounted to \$1,605,766 and \$520,262, respectively. The increase in general and administrative expenses in 2012 resulted from increases in salaries, legal expenses, accounting, contract labor, stock based compensation and office expenses.

**Selling Costs.** During the year ended December 31, 2012 and 2011, selling costs amounted to \$69,930 and \$10,266, respectively. The increase in selling costs in 2012 resulted from increases in advertising expenses.

**Depreciation.** During the year ended December 31, 2012 and 2011, depreciation expense amounted to \$6,022 and \$3,900, respectively. The increase in depreciation expense in 2012 resulted from purchase of equipment of \$16,700, offset with sale of equipment of \$3,558.

**Financing expenses** were \$21,022 in 2012 compared to \$2,381 during 2011. The primary increase is due to incurred increase in borrowings.

**Loss on change in fair value of derivative liability.** As described in our accompanying consolidated financial statements, we issued convertible notes with certain conversion features that have certain reset provisions. All of which, we are required to bifurcate from the host financial instrument and mark to market each reporting period. We recorded the initial fair value of the reset provision as a liability with an offset to equity or debt discount and subsequently mark to market the reset provision liability at each reporting cycle.

For the year ended December 31, 2012, we recorded a net loss of \$10,977 in change in fair value of the derivative liability including initial non-cash interest as compared to \$nil for the same period the previous year.

### Going Concern

We have an accumulated deficit of \$2,684,995 and our current liabilities exceeded our current assets by \$905,564 as of December 31, 2012. We may require additional funding to sustain our operations and satisfy our contractual obligations for our planned operations. Our ability to establish the Company as a going concern is may be dependent upon our ability to obtain additional funding in order to finance our planned operations.

### Liquidity and Capital Resources

During the year ended December 31, 2012, our cash flows from operations were not sufficient for us to meet our operating commitments. Our cash flows from operations continue to be, and are expected to continue to be, insufficient to meet our operating commitments.

**Working Capital.** As of December 31, 2012, we had a working capital deficit of \$905,564 and cash of \$2,110, while at December 31, 2011 we had a working capital deficit of \$790,440 and cash of \$31,454. The increases in our working capital deficit are primarily attributable to our accounts payable, notes payable, derivative liability and advances from stockholders. We do not expect our working capital deficit to decrease in the near future.

**Cash Flow.** Net cash used in or provided by operating, investing and financing activities for the years ended December 31, 2012 and 2011 were as follows:

Year Ended  
December 31,

	2012	2011
Net cash used in operating activities	\$ (551,299)	\$ (238,728)
Net cash (used in) provided by investing activities	\$ (8,200)	\$ 7,098
Net cash provided by financing activities	\$ 530,155	\$ 261,271

Net Cash Used in Operating Activities. The changes in net cash used in operating activities are attributable to our net income adjusted for non-cash charges as presented in the consolidated statements of cash flows and changes in working capital as discussed above.

Net Cash Used in Investing Activities. Net cash used in investing activities for the year ended December 31, 2012 and 2011 was related to purchases and sales of equipment.

Net Cash Provided by Financing Activities. Net cash provided by financing activities relates primarily to cash received from sales of our common stock and issuance of our notes payable as well as capital contributions and advances from shareholders'.

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Off-Balance Sheet Arrangements

We do not have off-balance sheet arrangements.

Inflation

The effect of inflation on the Company's revenue and operating results was not significant.

Recently Issued Accounting Pronouncements

The Company has evaluated recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the AICPA and the SEC and we have not identified any that would have a material impact on the Company's financial position, or statements.

Item 7A – Quantitative and Qualitative Disclosures About Market Risk

The Company is a smaller reporting company as defined by Rule 12b-2 under the Exchange Act and is not required to provide the information required under this item.

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Item 8 – Financial Statements and Supplementary Data

See pages F-1 through F-23 following:

LIVEWIRE ERGOGENICS, INC.

DECEMBER 31, 2012

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
LiveWire Ergogenics, Inc.

We have audited the accompanying consolidated balance sheets of LiveWire Ergogenics, Inc. (the “Company”) as of December 31, 2012, and the related consolidated statements of operations, stockholder’s deficiency, and cash flows for the year ended December 31, 2012. These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We have conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated 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 audit 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 includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of LiveWire Ergogenics, Inc. as of December 31, 2012, and the results of their operation and their cash flow for the year ended December 31, 2012, 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 3 to the consolidated financial statements, the Company has sustained substantial net losses and stockholders’ deficit. These conditions raise substantial doubt about its ability to continue as a going concern. Management’s plans regarding those matters also are described in Note 3. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ RBSM, LLP  
RBSM, LLP  
Certified Public Accountants

New York, NY

April 16, 2013



REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
LiveWire Ergogenics, Inc.

We have audited the accompanying balance sheets of LiveWire Ergogenics, Inc. as of December 31, 2011, and the related statement of operations, stockholders' deficit and cash flows for the year ended December 31, 2011. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated 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 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 includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of LiveWire Ergogenics, Inc. as of December 31, 2011, and the results of their operations and their cash flows for the year ended December 31, 2011, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has incurred significant losses and has a working capital and stockholders' deficit. As more fully described in Note 3, these issues raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Sherb & Co., LLP  
Sherb & Co., LLP  
Certified Public Accountants

New York, N.Y.

April 16, 2012

LiveWire Ergogenics, Inc.  
Consolidated Balance Sheets

	December 31, 2012	December 31, 2011
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 2,110	\$ 31,454
Accounts receivable, net	4,475	10,188
Inventory, net	46,897	44,979
Prepaid and other current assets	930	12,180
Total current assets	54,412	98,801
Property and equipment, net	14,535	7,595
Total assets	\$ 68,947	\$ 106,396
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued expenses	\$ 128,909	\$ 37,138
Accounts payable - Related party	543,553	737,182
Notes payable	162,380	67,400
Convertible debentures, net	6,636	-
Derivative liability	70,977	-
Advances from stockholders'	47,521	47,521
Total liabilities	959,976	889,241
<b>STOCKHOLDERS' DEFICIT</b>		
Preferred stock, \$.0001 par value, 10,000,000 shares authorized, 0 and 1,000,000 issued and outstanding at December 31, 2012 and 2011, respectively	-	100
Common stock, \$.0001 par value, 100,000,000 shares authorized, 68,460,139 and 60,975,119 issued and outstanding at December 31, 2012 and 2011, respectively	6,846	6,097
Subscription receivable	(45,000 )	-
Common stock to be issued	5	-
Additional paid-in-capital	1,832,115	193,150
Accumulated deficit	(2,684,995)	(982,192 )
Total stockholders' deficit	(891,029 )	(782,845 )
Total liabilities and stockholders' deficit	\$ 68,947	\$ 106,396

The accompanying notes to the consolidated financial statements are an integral part of these statements.

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LiveWire Ergogenics, Inc.  
Consolidated Statements of Operations

	For the years ended December 31,	
	2012	2011
Income		
Sales	\$ 148,034	\$ 402,340
Cost of goods sold	137,017	258,476
Gross Profit	11,017	143,864
Operating Expenses		
Selling costs	69,930	10,266
General and administrative Costs	1,605,766	520,262
Depreciation	6,202	3,900
Total Operating Expenses	1,681,898	534,428
Loss from operations	(1,670,881 )	(390,564)
Other Expenses (Income)		
Loss on change in fair value of derivative liability	10,977	-
Gain on settlement of debt	(1,771 )	-
Gain on sale of property and equipment	(4,942 )	-
Amortization of debt discount	6,636	-
Interest expense	21,022	2,381
Net Loss Before Provision for Income Taxes	\$ (1,702,803 )	\$ (392,945 )
Income Tax	-	-
Net loss	(1,702,803 )	(392,945 )
Basic and diluted loss per share	\$ (0.03 )	\$ (0.01 )
Weighted average shares outstanding - basic and diluted	65,124,196	48,104,662

The accompanying notes to the consolidated financial statements are an integral part of these statements.

LiveWire Ergogenics, Inc.  
Consolidated Statements of Changes in Stockholders' Deficit

	Preferred Stock		Common Stock		Common stock to be issued		Stock Subscription Receivable	Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount	Shares	Amount				
Balance, December 31, 2010 (Restated and adjusted for stock split)	-	\$-	36,000,000	\$3,600	-	\$-	\$-	\$109,400	\$(589,247 )	\$(476,247 )
Capital contributions	-	-	-	-	-	-	-	15,000	-	15,000
Recapitalization	-	-	23,920,235	2,392	-	-	-	(205,545 )	-	(203,153 )
Preferred Series A shares issued on July 19, 2011	1,000,000	100	-	-	-	-	-	99,900	-	100,000
Shares issued for payment of notes payable			1,054,884	105	-	-	-	174,395		174,500
Net loss								-	(392,945 )	(392,945 )
Balance, December 31, 2011	1,000,000	100	60,975,119	6,097	-	-	-	193,150	(982,192 )	(782,845 )
Subscription receivable	-	-	216,000	22	-	-	(45,000)	53,978	-	9,000
Shares issued for payment of notes payable	-	-	162,000	16	-	-	-	25,213	-	25,229
Shares issued for cash	-	-	1,307,620	131	-	-	-	326,445	-	326,576
Shares issued for accounts payable	-	-	39,750	4	-	-	-	7,621	-	7,625
Shares issued for accounts payable - related parties	-	-	1,581,364	158	-	-	-	395,183	-	395,341
Shares issued for accrued salaries	-	-	1,256,688	126	-	-	-	209,322	-	209,448

Shares issued for compensation	-	-	2,921,598	292	-	-	-	608,508	-	608,800
Common stock to be issued	-	-	-	-	50,400	5	-	12,595	-	12,600
Cancellation of preferred series A shares issued on July 19, 2011	(1,000,000)	(100)	-	-	-	-	-	100	-	-
Net loss	-	-	-	-	-	-	-	-	(1,702,803)	(1,702,803)
Balance, December 31, 2012	-	\$-	68,460,139	\$6,846	50,400	\$5	\$(45,000)	\$1,832,115	\$(2,684,995)	\$(891,029)

The accompanying notes to the consolidated financial statements are an integral part of these statements.

LiveWire Ergogenics, Inc.  
Consolidated Statements of Cash Flows

	For the Years ended December 31,	
	2012	2011
<b>Cash Flows From Operating Activities:</b>		
Net loss	\$(1,702,803)	\$(392,945)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	6,202	3,900
Common stock issued for services	608,800	-
Change in fair value of derivative liability	10,977	-
Amortization of debt discount	6,636	-
Gain on settlement of debt	(1,771)	-
Bad debt expense	37,484	-
Gain on sale of property and equipment	(4,942)	-
Change in operating assets and liabilities:		
Accounts receivable	(31,771)	(2,908)
Inventory	(1,919)	(40,980)
Prepaid and other assets	11,250	(12,181)
Accounts payable	308,846	7,386
Accounts payable - related parties	201,712	199,000
Net cash used in operating activities	(551,299)	(238,728)
<b>Cash Flows From Investing Activities</b>		
Cash received upon recapitalization	-	10,088
Purchase of equipment	(16,700)	(2,990)
Sale of equipment	8,500	-
Net cash (used in) provided by investing activities	(8,200)	7,098
<b>Cash Flows From Financing Activities</b>		
Proceeds from notes payable	89,580	391,500
Proceeds from convertible notes payable	60,000	(150,000)
Advance from stockholders	42,400	12,181
Repayment of advances to stockholders	-	(7,410)
Share issued for cash	326,575	-
Proceeds from subscription receivable	9,000	-
Proceeds from common stock to be issued	12,600	-
Repayment of note payable	(10,000)	-
Capital contributions	-	15,000
Net cash provided by financing activities	530,155	261,271
Net (decrease) increase in Cash	(29,344)	29,641
Cash at Beginning of Year	31,454	1,813
Cash at End of Year	\$2,110	\$31,454

Supplemental Disclosure of Cash Flow Information		
Cash paid for interest	\$-	\$2,726
Cash paid for income taxes	\$-	\$-
Cancellation of preferred shares	\$100	\$-
Shares and warrants issued for accounts payable	\$7,625	\$-
Shares and warrants issued for accounts payable - related parties	\$395,341	\$-
Shares and warrants issued for accrued salaries	\$209,448	\$-
Series A shares issued for payment of accounts payable	\$-	\$100,000
Common stock issued for payment of notes payable	\$25,229	\$174,500
Beneficial conversion feature on convertible notes	\$60,000	\$-
Stock subscription receivable	\$45,000	\$-

The accompanying notes to the consolidated financial statements are an integral part of these statements.



LiveWire Ergogenics Inc.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2012

NOTE 1 – BASIS OF PRESENTATION AND NATURE OF OPERATIONS

The Company

LiveWire MC2, LLC (“LVWR”) was organized under the laws of the State of California on January 7, 2008 as a limited liability company. LVWR was formed for the purpose of developing and marketing consumable energy supplements. LVWR adopted December 31 as the fiscal year end.

On June 30, 2011, LVWR, together with its members, entered into a purchase agreement (the “Purchase Agreement”), for a share exchange with SF Blu Vu, Inc., (“SF Blu”), a public Nevada shell corporation. SF Blu Vu Inc. was formed in Nevada on October 9, 2007 under the name Semper Flowers, Inc. On May 15, 2009 the Company changed its name to SF Blu Vu, Inc. The Purchase Agreement was ultimately completed on August 31, 2011. Under the terms of the purchase agreement (the “Purchase Agreement”), SF Blu issued 36,000,000 (30,000,000 shares pre stock split of 1 additional share for every five shares held) of their common shares for 100% of the members’ interest in LVWR. Subsequent to the Purchase Agreement, the members of LVWR owned 60% of common shares of SF Blu, effectively obtaining operational and management control of SF Blu. For accounting purposes, the transaction has been accounted for as a reverse acquisition under the purchase method of business combinations, and accordingly the transaction has been treated as a recapitalization of LVWR, the accounting acquirer in this transaction, with SF Blu (the shell) as the legal acquirer.

Subsequent to the Purchase Agreement the financial statements presented are those of LVWR, as if the Purchase Agreement had been in effect retroactively for all periods presented. Immediately following completion of the Purchase Agreement, LVWR and their stockholders had effective control of SF Blu even though SF Blu had acquired LVWR. For accounting purposes, LVWR will be deemed to be the accounting acquirer in the transaction and, consequently, the transaction will be treated as a recapitalization of LVWR i.e., a capital transaction involving the issuance of shares by SF Blu for the members’ interest in LVWR. Accordingly, the assets, liabilities and results of operations of LVWR, became the historical financial statements of SF Blu at the closing of the Purchase Agreement, and SF Blu’s assets, liabilities and results of operations have been consolidated with those of LVWR commencing as of August 31, 2011, the date the Purchase Agreement closed. SF Blu is considered the accounting acquiree, or legal acquiror, in this transaction. No step-up in basis or intangible assets or goodwill will be recorded in this transaction. As this transaction is being accounted for as a reverse acquisition, all direct costs of the transaction have been charged to additional paid-in capital. All professional fees and other costs associated with transaction have been charged to additional paid-in-capital.

Subsequent to the Purchase Agreement being completed, SF Blu as the legal acquiror and surviving company, together with their controlling stockholders from LVWR changed the name of SF Blu to LiveWire Ergogenics, Inc. (“LiveWire”) on September 20, 2011. Hereafter, SF Blu, LVWR, or LiveWire are referred to as the “Company”, unless specific reference is made to an individual entity.

LiveWire Ergogenics Inc.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2012

NOTE 1 – BASIS OF PRESENTATION AND NATURE OF OPERATIONS (CONTINUED)

In contemplation, and in connection with the Purchase Agreement, the Company's directors on July 19, 2011 adopted resolutions determining the Designations, Rights and Preferences of the Series A Preferred Stock ("Series A") consisting of One Million (1,000,000) shares. The Series A is senior to the common stock and all other shares of Preferred Stock that may be later authorized. Each outstanding share of Series A has One Thousand (1,000) votes on all matters submitted to the stockholders and votes with the common stock on all matters. The Series A shares vote separately as a class has the right to elect three persons to serve on the board of directors. The shares of Series A (i) do not have a liquidation preference; (ii) do not accrue, earn, or participate in any dividends; (iii) are not subject to redemption by the Corporation; and (iv) each share of Series A has one thousand (1,000) votes per share and votes with the common stock on all matters. As such, the Series A has voting control of the Company and may use its majority control to affect the interests of the Company's common stockholders.

After December 31, 2012, each outstanding share of Series A may be converted, at the option of the owner, into fifty (50) shares of the Company's common stock; provided however, that no conversion shall be permitted unless (i) the Company's common stock is quoted for public trading in the United States or other international securities market and (ii) the Company's market capitalization (i.e., the number of issued and outstanding shares of common stock multiplied by the daily closing price) has exceeded Fifty Million Dollars (\$50,000,000) for 90 consecutive trading days. These provisions, if executed by the holders of the Series A, may significantly dilute the Company's common stockholders after December 31, 2012.

On July 19, 2011, the Company issued 1,000,000 shares of the newly created Series A to Weed & Co. LLP, ("Weed & Co") or its designee, in exchange for a \$100,000 reduction of the outstanding accounts payable, being the equivalent of One Cent (\$0.1) per share of Series A. Weed & Co., had provided legal services to SF Blu as a shell prior to the Purchase Agreement, and to the Company subsequent to the Purchase Agreement. Subsequent to the issuance of the Series A, Weed & Co assigned the Series A to a third party. On July 21, 2011 in connection with this Series A issuance, a Contingent Option Agreement ("Contingent Option") was entered into between the two primary members of LVWR and the holder of the issued Series A. Under the terms of this Contingent Option the holder of the Series A is not allowed to transfer, sell or borrow against the Series A shares. Under the Contingent Option the two members of LVWR could purchase the issued Series A under the following circumstances:

- Provided that LVWR becomes a subsidiary of a public entity any time prior to December 31, 2012, the two members of LVWR could purchase the Series A for \$400,000.
- Provided that LVWR becomes a subsidiary of a public entity, and that entity has not secured an investment of \$350,000 prior to December 31, 2011 or March 31, 2012, the two members of LVWR could purchase the Series A for \$2.
- Provided that LVWR becomes a subsidiary of a public entity, and that entity has not secured an investment of \$600,000 prior to June 30, 2012, the two members of LVWR could purchase the Series A for \$2.
- Provided that LVWR becomes a subsidiary of a public entity, and that entity has not secured an investment of \$850,000 prior to December 31, 2012, the two members of LVWR could purchase the Series A for \$2.

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LiveWire Ergogenics Inc.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2012

NOTE 1 – BASIS OF PRESENTATION AND NATURE OF OPERATIONS (CONTINUED)

- Provided that LVWR becomes a subsidiary of a public entity, and that entity reports cumulative gross revenue of \$600,000 by June 30, 2012, the two members of LVWR could purchase the Series A for \$2.
- Provided that LVWR becomes a subsidiary of a public entity, and that entity reports cumulative gross revenue of \$1,500,000 by December 31, 2012, the two members of LVWR could purchase the Series A for \$2.
- Provided that LVWR becomes a subsidiary of a public entity, and that entity secures funding in excess of \$200,000 through the efforts of the two members, then the two members of LVWR could purchase the Series A for \$2.

Based on the above noted terms of the Contingent Option the Company accounted for the issued Series A, similar to that of the 36,000,000 (30,000,000 shares pre stock split of 1 additional share for every five shares held) shares of common stock issued with the Purchase Agreement, as the terms of the Contingent Option are effectively made to ensure that the Series A, and any benefit there under, would ultimately reside with the LVWR members. Accordingly, the Series A are treated as having been issued by the accounting acquirer, or LVWR, since inception for all periods presented.

In March 2012, Bill Hodson and Brad Nichols exercised their rights under the Contingent Option Agreement dated July 21, 2011 with Rick Darnell. Based upon the Agreement and fulfillment of contingencies in the Agreement, Bill Hodson and Brad Nichols each acquired 500,000 shares of the Series A from Rick Darnell for \$2.00.

On December 4, 2012, the “Company reached an agreement with the holders of the Company’s Series A Preferred Stock to surrender and cancel all outstanding shares of the Company’s Series A Preferred Stock. A copy of the Acknowledgement of Surrender and Cancellation of the Series A Preferred Stock is attached as Exhibit 4.4 to the Form 8-k filed on December 4, 2012. The surrender and cancellation of the Series A Preferred Stock improves the Company’s capital structure because it eliminated the super voting provisions and conversion features that, if exercised by the holders, might dilute the common stockholders of the Company.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Advertising

Advertising is expensed as incurred and is included in selling costs on the accompanying statements of operations. Advertising and marketing expense for the years ended December 31, 2012 and 2011 was approximately \$70,000 and \$7,000, respectively.

LiveWire Ergogenics Inc.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2012

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Accounts Receivable

Accounts receivable are presented net of an allowance for doubtful accounts. The Company maintains allowances for doubtful accounts for estimated losses. The Company reviews the accounts receivable on a periodic basis and makes general and specific allowances when there is doubt as to the collectability of individual balances. In evaluating the collectability of individual receivable balances, the Company considers many factors, including the age of the balance, a customer's historical payment history, its current credit-worthiness and current economic trends. Accounts are written off after exhaustive efforts at collection. At December 31, 2012 and 2011, the Company has established, based on a review of its outstanding balances, an allowance for doubtful accounts in the amount of \$23,583 and \$6,732, respectively.

Basis of Accounting

These consolidated financial statements have been prepared using the basis of accounting generally accepted in the United States of America for annual financial statements and with Form 10-K and article 8 of the Regulation S-X of the United States Securities and Exchange Commission ("SEC"). Under this basis of accounting, revenues are recorded as earned and expenses are recorded at the time liabilities are incurred.

Cash and Equivalents

The Company considers all highly liquid instruments purchased with an original maturity of three months or less and money market accounts to be cash equivalents. There were no cash equivalents at December 31, 2012 and 2011.

Use of Estimates

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

Derivative Liabilities

The Company assessed the classification of its derivative financial instruments as of December 31, 2012, which consist of convertible instruments and rights to shares of the Company's common stock, and determined that such derivatives meet the criteria for liability classification under ASC 815.

ASC 815 generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a

derivative instrument subject to the requirements of ASC 815. ASC 815 also provides an exception to this rule when the host instrument is deemed to be conventional, as described.

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LiveWire Ergogenics Inc.  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2012

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Inventory

Inventory is stated at the lower of cost or market value using the FIFO method. Inventory consists primarily of finished goods and packaging materials and production supplies, i.e., packaged consumable energy supplements, manufactured under contract, and the wrappers and containers they are sold in. A periodic inventory system is maintained by 100% count. Inventory is replaced periodically to maintain the optimum stock on hand available for immediate shipment.

Fair Value of Financial Instruments

Effective January 1, 2008, the Company adopted FASB ASC 820-Fair Value Measurements and Disclosures, or ASC 820, for assets and liabilities measured at fair value on a recurring basis. ASC 820 establishes a common definition for fair value to be applied to existing generally accepted accounting principles that require the use of fair value measurements establishes a framework for measuring fair value and expands disclosure about such fair value measurements. The adoption of ASC 820 did not have an impact on the Company's financial position or operating results, but did expand certain disclosures.

ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Additionally, ASC 820 requires the use of valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. These inputs are prioritized below:

- Level 1: Observable inputs such as quoted market prices in active markets for identical assets or liabilities
- Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data
- Level 3: Unobservable inputs for which there is little or no market data, which require the use of the reporting entity's own assumptions.

The Company did not have any Level 2 or Level 3 assets or liabilities as of December 31, 2012, with the exception of its convertible notes payable. The carrying amounts of these liabilities at December 31, 2012 approximate their respective fair value based on the Company's incremental borrowing rate.

Cash is considered to be highly liquid and easily tradable as of December 31, 2012 and therefore classified as Level 1 within our fair value hierarchy.

In addition, FASB ASC 825-10-25 Fair Value Option, or ASC 825-10-25, was effective for January 1, 2008. ASC 825-10-25 expands opportunities to use fair value measurements in financial reporting and permits entities to choose to measure many financial instruments and certain other items at fair value. The Company did not elect the fair value options for any of its qualifying financial instruments.

Convertible Instruments

The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with professional standards for “Accounting for Derivative Instruments and Hedging Activities”.

Professional standards generally provides three criteria that, if met, require companies to bifurcate conversion options from their host instruments and account for them as free standing derivative financial instruments. These three criteria include circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. Professional standards also provide an exception to this rule when the host instrument is deemed to be conventional as defined under professional standards as “The Meaning of “Conventional Convertible Debt Instrument”.

The Company accounts for convertible instruments (when it has determined that the embedded conversion options should not be bifurcated from their host instruments) in accordance with professional standards when “Accounting for Convertible Securities with Beneficial Conversion Features,” as those professional standards pertain to “Certain Convertible Instruments.” Accordingly, the Company records, when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their earliest date of redemption. The Company also records when necessary deemed dividends for the intrinsic value of conversion options embedded in preferred shares based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note.

ASC 815-40 provides that, among other things, generally, if an event is not within the entity’s control could or require net cash settlement, then the contract shall be classified as an asset or a liability.

#### Income Taxes

Prior to the Purchase Agreement LVWR was taxed as a limited liability company, which is a ‘pass through entity’ for tax purposes. Taxable income flowed through to its members, and income taxes were not levied at the company level. Subsequent to the reverse merger LVWR became a subsidiary of the SF Blu and is taxed at the Company’s marginal corporate rate. The Company accounts for income taxes under the provisions of ASC Section 740-10-30, which is an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in their financial statements or tax returns.



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NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Stock Based Compensation

We account for the grant of stock options and restricted stock awards in accordance with ASC 718, "Compensation-Stock Compensation." ASC 718 requires companies to recognize in the statement of operations the grant-date fair value of stock options and other equity based compensation.

Recognition of Revenue

Sales are recorded at the time title of goods sold passes to customers, which based on shipping terms which generally occurs when the product is shipped to the customer and collectability is reasonably assured. Based on prior experience, the Company reasonably estimates its sales returns and warranty reserves. Sales are presented net of discounts and allowances. Discounts and allowances are determined when a sale is negotiated. The Company does not grant price adjustments after a sale is complete. The Company warrants its products sold on the internet with a right of exchange by means of an approved Return Merchandise Authorization (RMA). Returns of unused merchandise are similarly authorized. Warranty and return policy for product sold through retail distribution channels is negotiated with each customer.

The Company's revenue is primarily derived from sales of their consumable energy supplement products through distributors who distribute their products to retailers. The Company also sells their products directly to consumers; this is normally done through internet sales. This portion of their sales is minimal.

Shipping costs

Shipping costs are included in cost of goods sold and totaled \$18,827 and \$13,084 for the year ended December 31, 2012 and 2011, respectively.

Earnings (loss) per common share

The Company utilizes the guidance per FASB Codification "ASC 260 "Earnings Per Share". Basic earnings per share is calculated on the weighted effect of all common shares issued and outstanding, and is calculated by dividing net income available to common stockholders by the weighted average shares outstanding during the period. Diluted earnings per share, which is calculated by dividing net income available to common stockholders by the weighted average number of common shares used in the basic earnings per share calculation, plus the number of common shares that would be issued assuming conversion of all potentially dilutive securities outstanding, is not presented separately as it is anti-dilutive. Such securities, shown below, presented on a common share equivalent basis and outstanding as of December 31, 2012 and 2011 have been excluded from the per share computations:

	For the Years Ended December 31,	
	2012	2011
Convertible Notes Payable	471,698	-

Warrants	5,805,002	-
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#### Long Lived Assets

The Company follows Accounting Standards Codification subtopic 360-10, Property, Plant and Equipment (“ASC 360-10”). ASC 360-10 requires those long-lived assets and certain identifiable intangibles held and used by the Company be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Events relating to recoverability may include significant unfavorable changes in business conditions, recurring losses, or a forecasted inability to achieve break-even operating results over an extended period. The Company evaluates the recoverability of long-lived assets based upon forecasted undiscounted cash flows. Should impairment in value be indicated, the carrying value of intangible assets will be adjusted, based on estimates of future discounted cash flows resulting from the use and ultimate disposition of the asset. ASC 360-10 also requires assets to be disposed of be reported at the lower of the carrying amount or the fair value less costs to sell.

#### Reclassification

Certain reclassifications have been made to conform the prior period data to the current presentation. These reclassifications had no effect on reported net loss.

#### Recent Accounting Pronouncements

A variety of accounting standards have been issued or proposed by FASB that do not require adoption until a future date. We regularly review all new pronouncements that have been issued since the filing of our Form 10-K for the year ended December 31, 2011 to determine their impact, if any, on our consolidated financial statements. The Company does not expect the adoption of any of these standards to have a material impact once adopted.

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NOTE 3 – GOING CONCERN

Going Concern

The Company's consolidated financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has a net loss of \$1,702,803 for the year ended December 31, 2012, and has an accumulated deficit of \$2,684,995 as of December 31, 2012. The Company has not yet established an adequate ongoing source of revenues sufficient to cover its operating costs and to allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease development of operations.

In order to continue as a going concern, develop a reliable source of revenues, and achieve a profitable level of operations the Company will need