

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

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

For the quarterly period ended JUNE 30, 2015

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

Commission file number: 0-54892

INSYNERGY PRODUCTS, INC

(Exact name of registrant as specified in its charter)

Nevada

(State or Other Jurisdiction of Incorporation or
Organization)

27-1781753

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

4705 Laurel Canyon Blvd. Suite 205
Studio City, CA

(Address of Principal Executive Offices)

91607

(Zip Code)

Registrant's telephone number, including area code: **(818) 760-1644**

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

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

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: As of August 13, 2015, the issuer had 26,300,868 shares of its common stock issued and outstanding.

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

**INSYNERGY PRODUCTS, INC.
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INSYNERGY PRODUCTS, INC.
CONDENSED BALANCE SHEETS

	June 30, 2015	December 31, 2014
<u>ASSETS</u>		
(unaudited)		
Current Assets:		
Cash	\$ 5,045	\$ 196
Accounts receivable	336,059	7,016
Inventory	680,336	144,893
Employee expense advance	6,529	4,641
Prepaid consulting	65,295	65,295
Prepaid and other assets	92,321	74,179
Total Current Assets	<u>1,185,585</u>	<u>296,220</u>
Deposit	10,610	10,610
Deferred stock option compensation	38,088	70,736
Property and equipment, net	68,681	90,765
Total Assets	<u>\$ 1,302,964</u>	<u>\$ 468,331</u>
<u>LIABILITIES AND STOCKHOLDERS'</u>		
<u>EQUITY (DEFICIT)</u>		
Current Liabilities:		
Accounts payable	\$ 595,481	\$ 145,483
Other payables and accruals	276,083	167,598
Factoring liability	5,177	-
Accrued compensation	136,830	76,260
Due to an officer	-	4,100
Notes payable, net of discount of \$20,228 and \$0, respectively	220,021	7,442
Derivative liability	1,730	-
Accrued interest	2,510	-
Total Current Liabilities	<u>1,237,832</u>	<u>400,883</u>
Total Liabilities	<u>1,237,832</u>	<u>400,883</u>
<u>Stockholders' Equity (Deficit):</u>		
Common Stock par value \$0.001		
300,000,000 shares authorized, 26,300,868 and 24,574,813 shares issued, respectively	26,303	24,576
Additional paid in capital	7,005,688	6,460,254
Retained deficit	<u>(6,966,859)</u>	<u>(6,417,382)</u>
Total Stockholders' Equity	<u>65,132</u>	<u>67,448</u>
Total Liabilities and Stockholders' Equity	<u>\$ 1,302,964</u>	<u>\$ 468,331</u>

The accompanying notes are an integral part of these condensed financial statements.

INSYNERGY PRODUCTS, INC.
CONDENSED STATEMENTS OF OPERATIONS
(unaudited)

	For the Six Months Ended June 30,		For the Three Months Ended June 30,	
	2015	2014	2015	2014
Revenues	\$ 1,877,028	\$ 3,215	\$ 469,497	\$ 19
Costs of goods sold	898,293	2,920	351,274	261
Gross margin	<u>978,735</u>	<u>295</u>	<u>118,223</u>	<u>(242)</u>
Operating Expenses:				
Compensation expense	115,999	86,256	47,778	43,378
Advertising and promotion	563,104	67,092	334,123	38,196
Professional fees	70,275	31,409	38,907	11,090
General and administrative	569,493	218,297	336,045	115,053
Total operating expenses	<u>1,318,871</u>	<u>403,054</u>	<u>756,853</u>	<u>207,717</u>
Loss from operations	<u>(340,136)</u>	<u>(402,759)</u>	<u>(638,630)</u>	<u>(207,959)</u>
Other Income (Expense):				
Interest expense	(3,816)	(9,452)	(2,397)	(5,547)
Amortization of debt discount	(29,801)	-	(16,436)	-
Loss on conversion of debt	(226,811)	-	-	-
Gain on derivative liability	48,299	-	39,925	-
Gain on extinguishment of debt	2,788	-	-	-
Total other income (expense)	<u>(209,341)</u>	<u>(9,452)</u>	<u>21,092</u>	<u>(5,547)</u>
Loss before provision for income taxes	(549,477)	(412,211)	(617,538)	(213,506)
Provision for income taxes	-	-	-	-
Net Loss	<u>\$ (549,477)</u>	<u>\$ (412,211)</u>	<u>\$ (617,538)</u>	<u>\$ (213,506)</u>
Loss per Share, Basic & Diluted	<u>\$ (0.02)</u>	<u>\$ (0.02)</u>	<u>\$ (0.02)</u>	<u>\$ (0.01)</u>
Weighted Average Shares Outstanding	<u>25,888,861</u>	<u>19,849,426</u>	<u>26,267,275</u>	<u>19,937,194</u>

The accompanying notes are an integral part of these condensed financial statements.

INSYNERGY PRODUCTS, INC.
CONDENSED STATEMENTS OF CASH FLOWS
(unaudited)

	For the Six Months Ended June 30,	
	2015	2014
CASH FLOW FROM OPERATING ACTIVITIES:		
Net loss	\$ (549,477)	\$ (412,211)
Adjustments to reconcile net income (loss) to net cash used by operating activities:		
Shares issued for services	22,350	4,610
Depreciation	22,084	17,548
Stock option expense	32,648	27,205
Gain on extinguishment of debt	(2,788)	-
Loss on conversion of debt	226,811	-
Amortization of debt discount	29,801	-
Gain on derivative liability	(48,299)	-
Interest expense on shareholder loan	-	1,094
Changes in Operating Assets and Liabilities:		
(Increase) in accounts receivable	(329,043)	-
(Increase) decrease in prepaids & other assets	(20,030)	22,480
(Increase) in inventory	(535,443)	(55,917)
Increase in accounts payable	452,786	39,458
Increase in accrued expenses	174,233	103,918
Increase in interest payable	2,510	6,818
Net Cash Used in Operating Activities	(521,857)	(244,997)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	-	(19,738)
Net Cash Used by Investing Activities	-	(19,738)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Officer advances	-	10,400
Repayment of officer advance	(4,100)	(11,000)
Proceeds from notes payable	548,174	280,325
Payments on notes payable	(17,368)	(23,359)
Net Cash Provided by Financing Activities	526,706	256,366
Net Increase (decrease) in Cash	4,849	(8,369)
Cash at Beginning of Period	196	8,398
Cash at End of Period	<u>\$ 5,045</u>	<u>\$ 29</u>
Cash paid during the year for:		
Interest	\$ -	\$ 107
Franchise and income taxes	\$ -	\$ -
Supplemental disclosure of non-cash activities:		
Conversion of convertible debt	\$ 298,000	\$ -
Issuance of stock options	\$ -	\$ 195,885
Stock issued for conversion of debt	\$ -	\$ 181,359

The accompanying notes are an integral part of these condensed financial statements.

INSYNERGY PRODUCTS, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
June 30, 2015
(Unaudited)

NOTE 1 – ORGANIZATION AND DESCRIPTION OF BUSINESS

Insynergy Products, Inc. (formerly Insynergy, Inc.) (the "Company") was incorporated in the State of Nevada on January 26, 2010 to engage in Direct Response marketing that has the ability to take a product from the drawing board to the consumer via sales through television and/or retail.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The Company's unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates. The accompanying unaudited condensed financial statements reflect all adjustments, consisting of only normal recurring items, which, in the opinion of management, are necessary for a fair statement of the results of operations for the periods shown and are not necessarily indicative of the results to be expected for the full year ending December 31, 2015. These unaudited condensed financial statements should be read in conjunction with the financial statements and related notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2014.

Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that 1) recorded transactions are valid; 2) valid transactions are recorded; and 3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented.

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates include the estimated useful lives of property and equipment. Actual results could differ from those estimates.

Concentrations of Credit Risk

We maintain our cash in bank deposit accounts, the balances of which at times may exceed federally insured limits. We continually monitor our banking relationships and consequently have not experienced any losses in our accounts. We believe we are not exposed to any significant credit risk on cash.

Cash equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. There were no cash equivalents for the six months ended June 30, 2015 and the year ended December 31, 2015.

Reclassifications

Certain reclassifications have been made to the prior year financial information to conform to the presentation used in the financial statements for the six months ended June 30, 2015.

Accounts Receivable

Revenues that have been recognized but not yet received are recorded as accounts receivable. Losses on receivables will be recognized when it is more likely than not that a receivable will not be collected. An allowance for estimated uncollectible amounts will be recognized to reduce the amount of receivables to its net realizable value. The allowance for uncollectible amounts is evaluated quarterly.

Fair value of financial instruments

The Company follows paragraph 825-10-50-10 of the FASB Accounting Standards Codification for disclosures about fair value of its financial instruments and paragraph 820-10-35-37 of the FASB Accounting Standards Codification (“Paragraph 820-10-35-37”) to measure the fair value of its financial instruments. Paragraph 820-10-35-37 establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (U.S. GAAP), and expands disclosures about fair value measurements. To increase consistency and comparability in fair value measurements and related disclosures, Paragraph 820-10-35-37 establishes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three (3) broad levels. The fair value hierarchy gives the highest priority to quoted prices (unadjusted) in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three (3) levels of fair value hierarchy defined by Paragraph 820-10-35-37 are described below:

Level 1: Quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2: Pricing inputs other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3: Unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

The carrying amount of the Company’s financial assets and liabilities, such as cash, prepaid expenses and accrued expenses approximate their fair value because of the short maturity of those instruments. The Company’s notes payable approximate the fair value of such instruments based upon management’s best estimate of interest rates that would be available to the Company for similar financial arrangements at December 31, 2014.

The following table presents assets and liabilities that are measured and recognized at fair value as of June 30, 2015:

June 30, 2015					
Description	Level 1	Level 2	Level 3	Total Fair Value	
Derivative	-	-	(1,730)	(1,730)	
Total	\$ -	\$ -	\$ (1,730)	\$ (1,730)	

Fixed Assets

Fixed assets are carried at the lower of cost or net realizable value. All fixed assets with a cost of \$2,000 or greater are capitalized. Major betterments that extend the useful lives of assets are also capitalized. Normal maintenance and repairs are charged to expense as incurred. When assets are sold or otherwise disposed of, the cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is recognized in operations.

Depreciation is computed using the straight-line method over the following estimated useful lives:

Equipment	3 years
Furniture and fixtures	3 years

Revenue recognition

The Company follows paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company will recognize revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured.

Income taxes

The Company follows Section 740-10-30 of the FASB Accounting Standards Codification, which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are based on the differences between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the fiscal year in which the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management concludes it is more likely than not that the assets will not be realized. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the fiscal years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Statements of Income and Comprehensive Income in the period that includes the enactment date.

The Company adopted section 740-10-25 of the FASB Accounting Standards Codification (“Section 740-10-25”) with regards to uncertainty income taxes. Section 740-10-25 addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under Section 740-10-25, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent (50%) likelihood of being realized upon ultimate settlement. Section 740-10-25 also provides guidance on de-recognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company had no material adjustments to its liabilities for unrecognized income tax benefits according to the provisions of Section 740-10-25.

Stock-based Compensation

We account for equity-based transactions with nonemployees under the provisions of ASC Topic No. 505-50, *Equity-Based Payments to Non-Employees* (“ASC 505-50”). ASC 505-50 establishes that equity-based payment transactions with nonemployees shall be measured at the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. The fair value of common stock issued for payments to nonemployees is measured at the market price on the date of grant. The fair value of equity instruments, other than common stock, is estimated using the Black-Scholes option valuation model. In general, we recognize the fair value of the equity instruments issued as deferred stock compensation and amortize the cost over the term of the contract.

We account for employee stock-based compensation in accordance with the guidance of FASB ASC Topic 718, *Compensation—Stock Compensation*, which requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values. The fair value of the equity instrument is charged directly to compensation expense and credited to additional paid-in capital over the period during which services are rendered.

Net income (loss) per common share

Net income (loss) per common share is computed pursuant to section 260-10-45 of the FASB Accounting Standards Codification. Basic net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the period. Diluted net income (loss) per common share is computed by dividing net income (loss) by the weighted average number of shares of common stock and potentially outstanding shares of common stock during the period. The weighted average number of common shares outstanding and potentially outstanding common shares assumes that the Company incorporated as of the beginning of the first period presented. As of June 30, 2015 and 2014 there were no potentially dilutive shares.

Advertising Costs

The Company expenses the cost of advertising and promotional materials when incurred. For the six months ended June 30, 2015 and 2014 advertising costs were \$563,104 and \$67,092, respectively.

Recently issued accounting pronouncements

In August 2014, the FASB issued Accounting Standards Update “ASU” 2014-15 on “Presentation of Financial Statements Going Concern (Subtopic 205-40) – Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern” (“Update”). Currently, there is no guidance in U.S. GAAP about management’s responsibility to evaluate whether there is substantial doubt about an entity’s ability to continue as a going concern or to provide related footnote disclosures. The amendments in this Update provide that guidance. In doing so, the amendments are intended to reduce diversity in the timing and content of footnote disclosures. The amendments require management to assess an entity’s ability to continue as a going concern by incorporating and expanding upon certain principles that are currently in U.S. auditing standards. Specifically, the amendments (1) provide a definition of the term *substantial doubt*, (2) require an evaluation every reporting period including interim periods, (3) provide principles for considering the mitigating effect of management’s plans, (4) require certain disclosures when substantial doubt is alleviated as a result of consideration of management’s plans, (5) require an express statement and other disclosures when substantial doubt is not alleviated, and (6) require an assessment for a period of one year after the date that the financial statements are issued (or available to be issued). The amendments in this Update are effective for public and nonpublic entities for annual periods ending after December 15, 2016. Early adoption is permitted.

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

NOTE 3 – INVENTORY

As of June 30, 2015 the Company has \$268,817 of finished goods and \$411,519 of work in process. As of December 31, 2014 there was \$144,893 of finished goods inventory. Inventory is carried at the lower of cost or market.

NOTE 4 – PROPERTY AND EQUIPMENT

Furniture, fixtures and equipment, stated at cost, less accumulated depreciation and consisted of the following at:

	June 30, 2015	December 31, 2014
Furniture Fixtures & Equipment	\$ 164,120	\$ 164,120
Leasehold improvements	12,230	12,230
Less: accumulated depreciation	(107,669)	(85,585)
Fixed assets, net	<u>\$ 68,681</u>	<u>\$ 90,765</u>

Depreciation expense

Depreciation expense for the six months ended June 30, 2015 and 2014 was \$22,084 and \$17,548, respectively.

NOTE 5 – NOTES PAYABLE

During the three months ended March 31, 2015, the Company executed multiple promissory notes with a creditor for total proceeds of \$298,000. The loans are uncollateralized, bear interest at 3% and mature in six months. As of June 30, 2015, the Company converted all principal and interest into 1,655,555 shares of common stock. The value of the shares was determined using the average of the most recent stock sales for cash, resulting in a loss on conversion of debt of \$226,811.

During the six months ended June 30, 2015, the Company received short term loans from two creditors for a total of \$140,000. The loans are uncollateralized, non-interest bearing and are due on demand.

The Company also has financing loans for its product liability and Director and Officer Insurance. As of June 30, 2015 and December 31, 2014 the loans have a balance of \$31,249 and \$7,442, respectively, they bear interest at 6.7% and 5.99% and are due within one year.

NOTE 6 – CONVERTIBLE PROMISSORY NOTE

On January 16, 2015, the Company executed a convertible promissory note for \$69,000 with KBM Worldwide, Inc. The note bears interest at 8% per annum and is due on or before October 20, 2015. The note is convertible at a 42% discount any time during the period beginning 180 days following the date of the note. The Company recorded a debt discount in the amount of \$50,029 in connection with the initial valuation of the beneficial conversion feature of the note to be amortized utilizing the interest method of accretion over the term of the note. Further, the Company recognized an initial derivative liability of \$50,029 based on the Black Scholes Merton pricing model using the following inputs: stock price of \$3.50, conversion price of \$2.03, .75 years to maturity, .12% risk free rate, and volatility of 18.2%. As of June 30, 2015, \$29,801 of the debt discount has been amortized to interest expense. In addition, the Company fair valued the derivative at \$1,730 resulting in a gain on the change in fair value of the derivative using the following inputs: stock price of \$.51, conversion price of \$.568, .31 years to maturity, 1% risk free rate, and volatility of 30.4%. The note is shown net of a debt discount of \$20,228 at June 30, 2015 and has accrued interest of \$2,510. On July 22, 2015, this note was paid in full.

During the quarter ending June 30, 2015 the Company had the following activity in their derivative liability account:

Derivative liability at December 31, 2014	\$ -
Derivative liability at inception	50,029
Elimination of liability on conversion	-
Change in fair value	(48,299)
Derivative liability at June 30, 2015	<u>\$ 1,730</u>

NOTE 7 – COMMITMENTS & CONTINGENCIES

Operating Lease

The Company currently occupies office space at 4705 Laurel Canyon Boulevard in Studio City, California. On March 15, 2015, the Company executed a new lease agreement to begin April 1, 2015. Lease payments are \$6,500 per month plus parking and CAM charges. The lease expires December 31, 2015 but can be renewed for a one year extension. The original lease required a deposit of \$10,610 which was paid on November 1, 2011.

Year	Amount
2015	\$ <u>78,123</u>

Investment Agreement

On July 9, 2014, the Board of Directors approved an investment arrangement with a third party individual. Per the terms of the agreement the investor has transferred \$150,000 to the Company for which he is now entitled to the following; \$1 per unit sold through all retail outlets including online and retail shopping shows until the investment is paid back in full. Once the original investment is recouped the investor shall then receive a 2% royalty in perpetuity on all future retail sales of the patented fitness product. As of June 30, 2015 the amount owing is \$150,000. Sales have not yet commenced on this product.

NOTE 8 – RELATED PARTY TRANSACTIONS

As of December 31, 2014, the Company owed Sanford Lang, CEO \$4,100 for cash advances used to pay for general operating expenses. During the six months ended June 30, 2015, this amount was repaid in full.

On May 15, 2015, the Company issued 25,000 shares of common stock to Rachel Boulds, CFO for services rendered. The shares were valued at \$0.317 per share for a total non-cash expense of \$7,925. Fair market value for the shares was determined by taking the average share price for each cash-for-stock purchase in the prior period.

NOTE 9 – STOCK OPTIONS

On January 29, 2014, the Company authorized the issuance of 1,000,000 stock options to Full Service Marketing. The aggregate fair value of the options totaled \$195,885 based on the Black Scholes Merton pricing model using the following estimates: exercise price of \$0.27, 0.71% risk free rate, 125% volatility and expected life of the options of 3 years. The Company has booked the \$195,885 to additional paid in capital and a deferred expense account, to be amortized over the term of the options. For the six months ended June 30, 2015, \$92,502 has been amortized to expense.

A summary of the status of the Company's outstanding stock options and changes during the periods is presented below:

	Shares available to purchase with options	Weighted Average Price	Weighted Average Fair Value
Outstanding, December 31, 2014	-	\$ -	\$ -
Issued	1,000,000	0.27	0.20
Exercised	-	-	-
Forfeited	-	-	-
Expired	-	-	-
Outstanding, June 30, 2015	<u>1,000,000</u>	<u>\$ 0.27</u>	<u>\$ 0.20</u>
Exercisable, June 30, 2015	<u>1,000,000</u>	<u>\$ 0.27</u>	<u>\$ 0.20</u>

Range of Exercise Prices	Number Outstanding at 6/30/2015	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price
\$0.27	1,000,000	1.44 years	\$ 0.20

NOTE 10 – STOCKHOLDERS' EQUITY (DEFICIT)

During the six months ended June 30, 2015, the Company issued 45,500 shares of common stock for services to service providers. The shares were valued at \$0.317 per share for a total non-cash expense of \$14,424. Fair market value for the shares was determined by taking the average share price for each cash-for-stock purchase in the prior period.

During the six months ended June 30, 2015, the Company converted loans due to a creditor totaling \$298,000 into 1,655,555 shares of common stock. The shares were valued at \$0.317 which was determined using the average of the most recent stock sales for cash.

NOTE 11 – FACTORING AND SECURITY AGREEMENT

On February 20, 2015, the Company executed a Factoring and Security Agreement with LSQ Funding Group L.C. ("LSQ") Pursuant to the terms of the agreement LSQ will purchase, as absolute owner, certain accounts receivable as agreed upon by both parties. LSQ will credit the company's account the purchase price less applicable fees. During the six months ended June 30, 2015 LSQ has purchased \$1,248,138 of the Company's receivables. Pursuant to the terms of contract LSQ holds back a 19% reserve on purchased receivables. Once the receivable is collected these funds are released to the Company. As of June 30, 2015 LSQ had disbursed \$715,787 of funds, less applicable fees, in excess of receivables that it had collected. This amount is credited as a liability until collection of the invoices by LSQ is complete. As of June 30, 2015, the balance of this account is \$5,177.

NOTE 12 – LIQUIDITY AND CAPITAL RESOURCES

As of June 30, 2015, the Company believes that it will generate sufficient capital to satisfy working capital requirements for the next 12 months. We project that the Company will need approximately \$1,000,000 in "additional working capital" to meet short term liquidity requirements. As of June 30, 2015 we have accounts receivable of \$336,059 to be collected and new purchase orders to be fulfilled totaling \$462,816 for which the inventory is already on hand. At present we are working on the development of four new products, one of which we expect to bring to market by the end of 2015, followed closely by the others. We are also currently in discussions with a source that could bring us multiple products in the areas of personal care, household cleaning/laundry, hardware, automotive, pet care and foods. In addition, we have been in talks with investment bankers as well as individual investors to secure a minimum of \$1,000,000 of funding for the next twelve months. The Company has already received \$194,000 from individual investors subsequent to June 30, 2015.

Based on the before mentioned working capital components, revenue realized in the first six months of 2015, revenue projections beyond the second quarter and the debt that was eliminated in 2014, management believes that it will generate sufficient capital over the next year to fund its operations.

NOTE 13 – SUBSEQUENT EVENTS

Management has evaluated subsequent events pursuant to the requirements of ASC Topic 855 and has determined that no material subsequent events exist other than noted below.

On July 22, 2015, the Company repaid in its entirety the KBM Worldwide, Inc. convertible promissory note, dated January 16, 2015, totaling \$69,000.

Subsequent to June 30, 2015, the Company received short term loans from two creditors totaling \$194,000. The loans are uncollateralized, non-interest bearing and due on demand.

On August 13, 2015, the Company signed a binding Letter of Intent with a third party whereby the Company will acquire the license rights to a series of products. Per the terms of the Letter of Intent the Company will issue 35 million warrants to purchase common stock. The warrants will have an exercise price of \$0.23 and a term of ten years.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following information should be read in conjunction with our financial statements and related notes thereto included in Part I, Item 1, above. We also urge you to review and consider our disclosures describing various risks that may affect our business, which are set forth under the heading "Risk Factors," below.

Forward Looking Statements

Certain matters discussed herein are forward-looking statements. Such forward-looking statements contained in this Form 10-Q involve risks and uncertainties, including statements as to:

- our future operating results;
- our business prospects;
- our contractual arrangements and relationships with third parties;
- the dependence of our future success on the general economy;
- our possible future financings; and
- the adequacy of our cash resources and working capital.

These forward-looking statements can generally be identified as such because the context of the statement will include words such as we "believe," "anticipate," "expect," "estimate" or words of similar meaning. Similarly, statements that describe our future plans, objectives or goals are also forward-looking statements. Such forward-looking statements are subject to certain risks and uncertainties which are described in close proximity to such statements and which could cause actual results to differ materially from those anticipated. Shareholders, potential investors and other readers are urged to consider these factors in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements included herein are only made as of the date of this Form 10-Q, and we undertake no obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances.

Executive Overview

Our Company selects products invented by others for use in a Direct Response Marketing Program, but we also develop our own products for sale as well. Direct Response marketing takes a product from the drawing board to the consumer via sales through television and/or retail. The Direct Response marketing is an estimated \$300 billion per year business that has evolved during the past two decades from an entrepreneurial industry to one that now encompasses the marketing efforts of a vast majority of Fortune 500 companies.

We will analyze each product presented to us to see if it looks like it would be an attractive candidate for a direct marketing campaign.

We will look for products which satisfy a specific need that can be concretely presented in the infomercial, lend themselves to generation of a call for action motivation in the target audience, provide for a substantial markup on the sales price over their cost (typically somewhere in the realm of a 5 to 1 markup), have a lower range target price in order to encourage immediate discretionary purchase, and have anticipated staying power as a useful product which the Company can sell over and over again.

We will develop our own products or license them from the inventor or owner of the product, with license fees paid on collected revenue from the sales of the product, net of returns and allowances. Typical license fees run between 2% and 5% of net sales for sales generated over television and the web, and if the Company is able to then take the product for distribution to traditional brick and mortar outlets for further sales, an increased license fee of between 4% and 6% is typically paid. The license rights typically run for between 24 and 36 months, and are generally renewable. Products may or may not have patent protection, copyright protection, and/or trademark protection.

The first and second quarter of 2015 was a time of great progress for the Company. Most importantly, our product, the Plumber's Hero, was accepted by both the direct consumer and also the retail market. We were invited to become a vendor with several of the major domestic retailers with the understanding that upon completion of the application process, we would begin to receive purchase orders for the Plumber's Hero. As of the end of the second quarter of 2015, the Plumber's Hero was available in twelve major retailers throughout the United States.

Our exclusive License Agreement gives us worldwide rights to advertise, promote, market, manufacture, distribute, sell and/or exploit the product in any and all media, means and markets and all channels of trade and distribution now known or hereafter devised.

We are now a listed vendor with most of the largest retailers in the U.S. and with one of the largest grocery market chains.

We are in the process of reconfiguring the Plumber's Hero to have a lower retail price, while maintaining margins for the retailer, in order to increase sales volume. We believe that the Plumber's Hero will become a mainstay product in the plumbing category.

The Plumber's Hero kit comes with a canister containing twenty applications of the Plumber's Hero formula, a large and a small rubber drain cover to work on kitchen sinks including double sinks with a disposal, bathroom, shower and tub drains as well as an extension handle for use in the toilet.

Two minute, one minute and thirty second commercials, to support retail sales, have been shot and the marketing campaign began the later part of 2014 and is currently still running. Also during the latter part of 2014 and the beginning of 2015, the Plumber's Hero product and commercial was shown to major domestic retailers and was met favorably. The Company has already been approved to become a vendor with the major retailers and in the first quarter of 2015 began shipping product and generating revenue. This should continue throughout 2015 and beyond.

During the first half of 2015, the Company centered its efforts on developing four new products; a fitness product, two beauty products and a golf product.

Results of Operation for the Three Months Ended June 30, 2015 and 2014

Revenues

For the three months ended June 30, 2015 the Company recorded revenues of \$469,497 compared to \$19 for the three months ended June 30, 2014. Cost of goods sold was \$351,274 compared to \$261 in the prior period. Revenue in the current period was generated entirely from the sale of our Plumber's Hero product. We experienced a \$1,407,531 decrease in revenue in the second quarter largely due to sales to Walmart, and Walgreens, our two largest vendors to date. Both vendors made large initial purchases in the first quarter providing them with enough inventory through the second quarter so that they have not yet had to order additional product. In addition, initial orders from new retailers have been more conservative as they introduce the Plumber's Hero to their customers.

Operating Expenses

For the three months ended June 30, 2015, the Company incurred compensation expense of \$47,778 compared to \$43,378 for the three months ended June 30, 2014; an increase of \$4,400 or 10%. The increase is due to the addition of part-time contract employees.

For the three months ended June 30, 2015, the Company incurred \$334,123 in advertising and promotional expense as compared to \$38,196 for three months ended June 30, 2014; an increase of \$295,927, or 775%. The increase is primarily due to spending on promotional activities for the Plumber's Hero, including infomercial production and air time.

For the three months ended June 30, 2015, the Company incurred \$38,907 in professional fees compared to \$11,090 for the same period in the prior year. Professional fees are mainly for accounting, auditing and legal services associated with our quarterly filings as a public company.

For the three months ended June 30, 2015, the Company incurred \$336,045 in general and administrative expense as compared to \$115,053 for the same period in the prior year; an increase of \$220,992 or 192%. The increase is related to the general increase in business activities.

Other Income and Expense

For the three months ended June 30, 2015 we had total other income of \$21,092 compared to a loss of \$5,547 for the same period in the prior year. For the three months ended June 30, 2015, the Company recorded interest expense of \$2,397. In addition, as a result of the convertible Promissory Note with KBM Worldwide, Inc. we recorded amortization of debt discount of \$16,436 and a gain on derivative of \$39,925.

For the three months ended June 30, 2015 we realized a net loss of \$617,538 as compared to a net loss of \$213,506 for the same period in the prior year. The increase is related to the general increase in business activities, notably with advertising and promotion expense.

Results of Operation for the Six Months Ended June 30, 2015 and 2014

Revenues

For the six months ended June 30, 2015 the Company recorded revenues of \$1,877,028 compared to \$3,215 for the six months ended June 30, 2014. Cost of goods sold was \$898,293, compared to \$2,920 in the prior period. Revenue in the current period was generated almost entirely from the sale of our Plumber's Hero product. We introduced the Plumber's Hero to the retail market with great success in the first quarter of 2015. In the second quarter we saw an increase in our cost of goods sold as a percentage of sales. A portion of this was the result of the cost and sale price for the Plumber's Hero packaged specifically for Dollar General. For this particular item the cost is approximately 10% more of the sale price than for other retailers. In addition, we experienced a shift in sales reported by Pacific Entertainment, the vendor of record for Walmart, as they accounted for commissions and other fees in their second quarter reported to us. We also determined that it was in our best interest to no longer pursue the marketing and production of two of our products, the Best Ball and the Scrub n Slide. The remaining inventory for these products has been donated to charity. As a result we recognized impairment expense of \$42,232.

Operating Expenses

For the six months ended June 30, 2015, the Company incurred compensation expense of \$115,999 compared to \$86,256 for the six months ended June 30, 2014; an increase of \$29,743 or 34.4%. The increase is due to the addition of several part-time contract employees.

For the six months ended June 30, 2015, the Company incurred \$563,104 in advertising and promotional expense as compared to \$67,092 for six months ended June 30, 2014; an increase of \$496,012, or 739%. The increase is primarily due to spending on promotional activities for the Plumber's Hero, including infomercial production and air time.

For the six months ended June 30, 2015, the Company incurred \$70,275 in professional fees compared to \$31,409 for the same period in the prior year. Professional fees are mainly for accounting, auditing and legal services associated with our quarterly filings as a public company.

For the six months ended June 30, 2015, the Company incurred \$569,493 in general and administrative expense as compared to \$218,297 for the same period in the prior year; an increase of \$351,196 or 161%. The increase is related to the general increase in business activities.

Other Income and Expense

For the six months ended June 30, 2015 we had total other expense of \$209,341 compared to \$9,452 for the same period in the prior year. For the six months ended June 30, 2015, the Company recorded a loss on conversion of debt of \$226,811 and interest expense of \$3,816. In addition, as a result of the convertible Promissory Note with KBM Worldwide, Inc. we recorded amortization of debt discount of \$29,801 and a gain on derivative of \$48,299.

Net Loss

For the six months ended June 30, 2015 we realized a net loss of \$549,477 as compared to a net loss of \$412,211 for the same period in the prior year. The increase is related to the general increase in business activities, notably with advertising and promotion expense as well as the recognition of a loss on conversion of debt of \$226,811.

Liquidity and Capital Resources

As of June 30, 2015, the Company believes that it will generate sufficient capital to satisfy working capital requirements for the next 12 months. We project that the Company will need approximately \$1,000,000 in "additional working capita" to meet short term liquidity requirements. As of June 30, 2015 we have accounts receivable of \$336,059 to be collected and new purchase orders to be fulfilled totaling \$462,816 for which the inventory is already on hand. At present we are working on the development of four new products, one of which we expect to bring to market by the end of 2015, followed closely by the others. We are also currently in discussions with a source that could bring us multiple products in the areas of personal care, household cleaning/laundry, hardware, automotive, pet care and foods. In addition, we have been in talks with investment bankers as well as individual investors to secure a minimum of \$1,000,000 of funding for the next twelve months. The Company has already received \$194,000 from individual investors subsequent to June 30, 2015.

Based on the before mentioned working capital components, revenue realized in the first six months of 2015, revenue projections beyond the second quarter and the debt that was eliminated in 2014, management believes that it will generate sufficient capital over the next year to fund its operations.

During the six months ended June 30, 2015, net cash used by operating activities was \$521,857 compared to \$244,997 for the same period in the prior year. The increase in net cash used by operating activities was primarily the result of increased accounts receivable and the purchase of inventory.

Net cash flows from financing activities for the six months ended June 30, 2015 were \$526,706 compared to \$256,366 for the six months ended June 30, 2014. During the six months ended June 30, 2015, we received \$548,174 from the issuance of notes payable to third parties.

Our net loss for the six months ended June 30, 2015 was significantly reduced as a result of non-cash expense transactions. Taking into account these non-cash transactions the reconciled net loss would be \$266,870. The table below is not a GAAP presentation of the financial statements and is presented only to show the reconciled net loss.

Net loss	\$ (549,477)
Deduct non-cash gains:	
Gain on derivative liability	(48,299)
Gain on extinguishment of debt	(2,788)
Add back non-cash expenses:	
Shares issued for services	22,350
Depreciation	22,084
Stock option expense	32,648
Loss on conversion of debt	226,811
Amortization of debt discount	29,801
Total	283,607
Reconciled net loss, reconciled for non-cash items	\$ (266,870)
Reconciled net loss per share, reconciled for non-cash items	\$ (0.01)

The Company needs to locate investment capital sources and privately raise \$1,000,000 which will be used for product testing, product manufacture, video production, air time purchase, and operation of the initial marketing campaigns, and for overhead expenses and working capital.

Obligations and Commitments

On July 9, 2014, the Board of Directors approved an investment arrangement with a third party individual. Per the terms of the agreement the investor has transferred \$150,000 to the Company for which he is now entitled to the following: \$1 per unit sold through all retail outlets including online and retail shopping shows until the investment is paid back in full. Once the original investment is recouped the investor shall then receive a 2% royalty in perpetuity on all future retail sales of our patented fitness product.

During the three months ended March 31, 2015, the Company executed multiple promissory notes with a creditor for total proceeds of \$298,000. The loans are uncollateralized, bear interest at 3% and mature in six months. As of March 31, 2015, the Company converted all principal and interest into 1,655,555 shares of common stock. The value of the shares was determined using the average of the most recent stock sales for cash, resulting in a loss on conversion of debt of \$226,811.

On January 9, 2015, the Company received a short term loan from a creditor for \$50,000. The loan is uncollateralized, is non-interest bearing and is due on demand.

On January 16, 2015, the Company executed a convertible promissory note for \$69,000 with KBM Worldwide, Inc. The note bears interest at 8% per annum and is due on or before October 20, 2015. The note is convertible at a 42% discount any time during the period beginning 180 days following the date of the note. As of June 30, 2015, \$29,801 of the debt discount has been amortized to interest expense. On July 22, 2015, this note was paid in full.

On April 29, 2015, the Company received a short term loan from a creditor for \$10,000. The loan is uncollateralized, is non-interest bearing and is due on demand.

On May 1, 2015, the Company received a short term loan from a creditor for \$30,000. The loan is uncollateralized, is non-interest bearing and is due on demand.

On May 11, 2015, the Company received a short term loan from a creditor for \$50,000. The loan is uncollateralized, is non-interest bearing and is due on demand.

On July 17, 2015, the Company received a short term loan from a creditor for \$69,000. The loan is uncollateralized, is non-interest bearing and is due on demand.

On August 4, 2015, the Company received a short term loan from a creditor for \$75,000. The loan is uncollateralized, is non-interest bearing and is due on demand.

On August 5, 2015, the Company received a short term loan from a creditor for \$50,000. The loan is uncollateralized, is non-interest bearing and is due on demand.

The Company also has financing loans for its product liability and Director and Officer Insurance. As of June 30, 2015 the loans have a balance of \$31,249, bear interest at 6.7% and 5.99% and are due within one year.

Critical Accounting Estimates and Policies

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Note 1 to the Financial Statements describes the significant accounting policies and methods used in the preparation of the Financial Statements. Estimates are used for, but not limited to, contingencies and taxes. Actual results could differ materially from those estimates. The following critical accounting policies are impacted significantly by judgments, assumptions, and estimates used in the preparation of the Financial Statements.

The Company follows paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company will recognize revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured.

We are subject to various loss contingencies arising in the ordinary course of business. We consider the likelihood of loss or impairment of an asset or the incurrence of a liability, as well as our ability to reasonably estimate the amount of loss in determining loss contingencies. An estimated loss contingency is accrued when management concludes that it is probable that an asset has been impaired or a liability has been incurred and the amount of the loss can be reasonably estimated. We regularly evaluate current information available to us to determine whether such accruals should be adjusted.

We recognize deferred tax assets (future tax benefits) and liabilities for the expected future tax consequences of temporary differences between the book carrying amounts and the tax basis of assets and liabilities. The deferred tax assets and liabilities represent the expected future tax return consequences of those differences, which are expected to be either deductible or taxable when the assets and liabilities are recovered or settled. Future tax benefits have been fully offset by a 100% valuation allowance as management is unable to determine that it is more likely than not that this deferred tax asset will be realized.

Off-Balance Sheet Arrangements

We have not entered into 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 and would be considered material to investors.

Recent Accounting Pronouncements

In August 2014, the FASB issued Accounting Standards Update "ASU" 2014-15 on "Presentation of Financial Statements Going Concern (Subtopic 205-40) – Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern" ("Update"). Currently, there is no guidance in U.S. GAAP about management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern or to provide related footnote disclosures. The amendments in this Update provide that guidance. In doing so, the amendments are intended to reduce diversity in the timing and content of footnote disclosures. The amendments require management to assess an entity's ability to continue as a going concern by incorporating and expanding upon certain principles that are currently in U.S. auditing standards. Specifically, the amendments (1) provide a definition of the term *substantial doubt*, (2) require an evaluation every reporting period including interim periods, (3) provide principles for considering the mitigating effect of management's plans, (4) require certain disclosures when substantial doubt is alleviated as a result of consideration of management's plans, (5) require an express statement and other disclosures when substantial doubt is not alleviated, and (6) require an assessment for a period of one year after the date that the financial statements are issued (or available to be issued). The amendments in this Update are effective for public and nonpublic entities for annual periods ending after December 15, 2016. Early adoption is permitted.

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on our financial position or results of operations.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable to smaller reporting companies.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") that are designed to be effective in providing reasonable assurance that information required to be disclosed in our reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission (the "SEC"), and that such information is accumulated and communicated to our management to allow timely decisions regarding required disclosure. Our Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, they concluded that our disclosure controls and procedures were effective for the quarterly period ended June 30, 2015.

In designing and evaluating disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute assurance of achieving the desired objectives. Also, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs.

Changes in Internal Controls

Based on that evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that no change occurred in the Company's internal controls over financial reporting during the quarter ended June 30, 2015 that has materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

There are not presently any material pending legal proceedings to which the Company is a party or as to which any of our property is subject, and no such proceedings are known to the Company to be threatened or contemplated against it.

ITEM 1A. RISK FACTORS

Emerging Growth Company Status.

We qualify as an "emerging growth company" under the recently enacted Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"). As a result, we are permitted to, and intend to, rely on exemptions from certain disclosure requirements. For so long as we are an emerging growth company, among other things, we will not be required to:

- Have an auditor report on our internal controls over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act;
- Submit certain executive compensation matters to shareholder advisory votes, such as "say-on-pay" and "say-on-frequency"
- Obtain shareholder approval of any golden parachute payments not previously approved; and
- Disclose certain executive compensation related items such as the correlation between executive compensation and performance and comparisons of the Chief Executives compensation to median employee compensation.

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

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

Investment in our shares is speculative.

Shares of our common stock are highly speculative in nature, involve a high degree of risk and should be purchased only by persons who can afford to lose the entire amount invested in the common stock. Before purchasing any of the shares of common stock, you should carefully consider the following factors relating to our business and prospects. If any of the following risks actually occurs, our business, financial condition or operating results could be materially adversely affected. In such case, the trading price of our common stock could decline and you may lose all or part of your investment.

We have been dependent upon external financing to fund our ongoing operations and implement our business plan.

Currently, we are still somewhat dependent upon external financing to fund our operations. We project that the Company will need over the next 12 months approximately \$1,000,000 in “additional working capital” to meet short term liquidity requirements. By the end of the second quarter 2015, we expect to have an accounts receivable in excess of \$1,000,000. It is our goal to eliminate the need for external financing as sales increase throughout 2015.

Failure to secure additional financing in a timely manner, if needed, and on favorable terms could have a material adverse effect on our financial performance, results of operations and stock price.

Furthermore, additional equity financing, if obtained, may be dilutive to the holders of our common stock, and debt financing, if available, may involve restrictive covenants, and strategic relationships, which may require that we relinquish valuable rights.

The products we select for direct response marketing may not receive favorable market response, or the product campaign may fail for other reasons.

Some of our future Direct Response Marketing Campaigns will no doubt fail. Direct Response Marketing products can fail due to many reasons, including no perceived need for the product, other competing products provide better solutions or are better priced, the product price is too high, the infomercial is unconvincing, the wrong time slot or market segment is selected for broadcast, and for a variety of other reasons. Larger trends, such as a recessionary economy, less discretionary purchasing power in the hands of consumers, more restrictive credit and higher rates on credit cards, also can discourage sales and cause a campaign to fail. Operational issues can also cause a campaign to fail, such as too low a price markup, poor quality resulting in high returns; a lack of sufficient capital to purchase sufficient inventory, or failure by subcontractors to properly carry out their responsibilities for manufacturer, order taking, and fulfillment.

Lack of market acceptance for a product is a particularly significant risk in our business. We will no doubt have some failures which will result in loss, and some products will likely only break even, doing little more than return the costs expended to undertake product production and to pay for the campaign itself. It is up to management to select, test, and carefully place infomercials for those products which in management’s opinion have a good chance of being successful and generating significant revenues and profits in the Market place. There is no assurance that management will be successful in these efforts to the required degree so that the Company becomes profitable.

We face intense competition from competitors with more experience, long track records, larger staffs, and better funding.

We will face intense competition in our industry from other established companies once we begin product campaigns. We will compete to obtain licenses for products, for air time, and for the attention of the consumer and the consumer’s discretionary dollar spent in this market.

Many of our competitors have significantly greater financial, technological, marketing and distribution resources than we do. Their greater capabilities in these areas enable them to better withstand periodic product campaign failures, and more general downturns in the industry, compete more effectively on the basis of price and production and more quickly develop or locate and license new products. In addition, new companies may enter the markets in which we expect to compete, further increasing competition in our industry.

Our product liability insurance may not be sufficient to cover claims.

We carry product liability insurance in such amounts as management deems appropriate, but there is no assurance that such insurance will be sufficient to cover claims if one of our products does not perform as described and causes damage. The Company could in the future become liable for substantial claims which in the aggregate materially exceed the limits of the Company product liability insurance, with that result that the Company suffers substantial losses, with a resulting loss in value of our stock.

We could fail to retain one or both of our two principle officers, which could be detrimental to our operations.

Our success largely depends on the efforts and abilities of our Chief Executive Officer, Sanford Lang, and our Chief Operating Officer, Martin Goldrod. We have employment agreements with Messrs. Lang and Goldrod, but we do not carry key man insurance on their lives. The loss of either officer's services could materially harm our business because of the cost and time necessary to find a successor.

Our two principle executive officers in the aggregate own 36% of our outstanding common stock and control the Company.

Our two principle executive officers, Sanford Lang and Martin Goldrod, in the aggregate own or control 36% of our outstanding common stock. As a result of this control, they effectively control the election of a majority of our Board of Directors, and have the ability to unilaterally block mergers, acquisitions and/or other corporate transactions which require the consent of a majority in capital interest of our shareholders.

Trading of our stock may be restricted by the Securities Exchange Commission's penny stock regulations, which may limit a stockholder's ability to buy and sell our stock.

The Securities and Exchange Commission has adopted regulations which generally define "penny stock" to be any equity security that has a market price (as defined) less than \$5.00 per share or an exercise price of less than \$5.00 per share, subject to certain exceptions. Our securities are covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to persons other than established customers and "accredited investors". The term "accredited investor" refers generally to institutions with assets in excess of \$5,000,000 or individuals with a net worth exclusive of home in excess of \$1,000,000 or annual income exceeding \$200,000 or \$300,000 jointly with their spouse. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the SEC, which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules, the broker-dealer must 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 disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules discourage investor interest in and limit the marketability of our common stock.

As a public company, we are required to meet periodic reporting requirements under SEC rules and regulations. Complying with federal securities laws as a public company is expensive and we will incur significant time and expense enhancing, documenting, testing and certifying our internal control over financial reporting.

We are required to file periodic reports containing our financial statements within a specified time following the completion of each quarterly and annual period, which comply with SEC rules and regulations, including audited financial statements. We may experience difficulty in meeting these SEC's reporting requirements. Any failure by us to file compliant periodic reports with the SEC in a timely manner could harm our reputation and reduce the trading price of our common stock.

As a public company we will incur significant legal, accounting, insurance and other expenses. Compliance with the Sarbanes-Oxley Act of 2002 and with other SEC and Financial Industry Regulatory Authority ("FINRA") rules will increase our legal and financial compliance costs and make some activities more time-consuming and costly. We cannot predict or estimate with precision the amount of additional costs we may incur or the timing of such costs.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

On April 30, 2015, the Company issued 2,000 shares of common stock for services to a service provider. The shares were valued at \$0.317 per share for a total non-cash expense of \$634. Fair market value for the shares was determined by taking the average share price for each cash-for-stock purchase in the prior period. All shares were privately issued with a restrictive legend, in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933.

On May 15, 2015, the Company issued 25,000 shares of common stock to Rachel Boulds, CFO for services rendered. The shares were valued at \$0.317 per share for a total non-cash expense of \$7,925. Fair market value for the shares was determined by taking the average share price for each cash-for-stock purchase in the prior period.

On May 15, 2015, the Company issued 25,000 shares of common stock for services to a service provider. The shares were valued at \$0.317 per share for a total non-cash expense of \$7,925. Fair market value for the shares was determined by taking the average share price for each cash-for-stock purchase in the prior period. All shares were privately issued with a restrictive legend, in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933.

On May 20, 2015, the Company issued 12,500 shares of common stock for services to a service provider. The shares were valued at \$0.317 per share for a total non-cash expense of \$3,963. Fair market value for the shares was determined by taking the average share price for each cash-for-stock purchase in the prior period. All shares were privately issued with a restrictive legend, in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933.

On May 31, 2015, the Company issued 2,000 shares of common stock for services to a service provider. The shares were valued at \$0.317 per share for a total non-cash expense of \$634. Fair market value for the shares was determined by taking the average share price for each cash-for-stock purchase in the prior period. All shares were privately issued with a restrictive legend, in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933.

On August 13, 2015, the Company signed a binding letter of intent with Ross Sklar (“Sklar”) to acquire the license rights to a series of products. Per the terms of the letter of intent the Company will issue 35 million warrants to purchase common stock. The warrants will have an exercise price of \$0.23 and a term of ten years.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINING SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION.

On August 13, 2015, the Company signed a binding Letter of Intent with Ross Sklar whereby the Company will acquire licenses to each of the product categories set forth on Exhibit A (“Product Categories”) to the Letter of Intent. The products fall in the categories of personal care/cosmetics-7 products, personal care/OTC/FDA- 7 products, household cleaning/laundry- 14 products, hardware- 16 products, automotive- 7 products, pet care- 4 products, consumer foods- 12 products, seasonal- 7 products and arts and crafts 6 products.

The licenses are exclusive to the Company and the term is up to 99 years in all territories of the world (the “Territory”).

The Company will issue to Sklar and/or his designees, 35 million warrants to purchase the Company’s common stock with an exercise price of \$0.23 per share and a term of ten (10) years.

Pursuant to the Letter of Intent, the Company will appoint Sklar as a member of its Board of Directors

ITEM 6. EXHIBITS

Part I Exhibits

<u>No.</u>	<u>Description</u>
31.1	Chief Executive Officer Section 302 Certification
31.2	Chief Financial Officer Section 302 Certification
32.1	Section 1350 Certification

Part II Exhibits

<u>No.</u>	<u>Description</u>
3(i)	Articles of Incorporation (Incorporated by reference to exhibit 3 to Form S-1, filed January 31, 2010)
3 (ii)	Bylaws of Insynergy Products, Inc. (Incorporated by reference to exhibit 3.2 to Form S-1, filed January 31, 2010)
10.1	Studio City Plaza Title Holding Co. LLC and Insynergy lease agreement, dated March 11, 2015(Incorporated by reference to exhibit 10.1 to Form 10-K, filed April 13, 2015)
10.2	Letter of Intent with Ross Sklar, dated August 13, 2015
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Label Linkbase Document
101.PRE	XBRL Taxonomy Presentation Linkbase Document

SIGNATURES

In accordance with the requirements of the Exchange Act, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INSYNERGY PRODUCTS, INC.

Dated: August 14, 2015

By: /s/ Sanford Lang
Sanford Lang
Chief Executive Officer

By: /s/Rachel Boulds
Rachel Boulds
Chief Financial Officer

INSYNERGY PRODUCTS, INC./ /ROSS SKLAR or Designee

BINDING LETTER OF INTENT

For the Acquisition of Licenses from

This Binding Letter of Intent (this “Letter of Intent”) sets forth the agreement of the parties hereto for Insynergy Products, Inc. (“Insynergy”) to acquire licenses to a series of products in the following Product Categories set forth on Exhibit A annexed hereto (the “Product Categories”) from Ross Sklar or his affiliates (“Sklar”) (Sklar and his affiliates are referenced herein as “Licensors”). As described below, the parties hereby agree to negotiate in good faith to execute definitive agreements in connection with the transactions contemplated by this Letter of Intent (“Definitive Agreements”). However, it is expressly understood that this Letter of Intent shall itself be contractually binding regardless of whether or not a further agreement is executed, subject to the terms and conditions described herein.

Licensors hold intellectual property rights to products in the Product Categories which they wish to license, on an exclusive basis, to Insynergy for a term of 99 years, or the maximum term permissible by law and/or under any contractual obligation to which the intellectual property rights may be subject (the “Term”), in all of the territories of the world (the “Territory”).

License: Licensors hereby convey to Insynergy a license to the products in the Product Categories for the Term and in the Territory, subject to any additional the terms described herein and the terms contained in the definitive license agreement (the “Definitive License Agreement”) and related agreements. Licensor and Insynergy hereby agree that by the tenth (10th) day after execution of this Letter of Intent, they shall confer and agree on a list of specific products which shall be subject to the license granted hereunder and which shall be incorporated in the Definitive Agreements.

Development: Insynergy shall use commercially reasonable efforts to pursue the manufacture, marketing and sale of the Products.

Consideration: Insynergy will issue to Sklar and/or his designees, 35 million warrants to purchase Insynergy common stock with an exercise price of \$0.23 per share and a term of ten (10) years.

Position on Insynergy Board of Directors: Insynergy shall appoint Sklar as a member of its Board of Directors and hereby agrees to indemnify Sklar to the fullest extent permissible under applicable law and include Sklar for coverage under its existing director and officer insurance coverage.

General Terms & Conditions : Although this Letter of Intent is a contractually binding obligation of the parties, it is not intended to be exhaustive of all the points for inclusion in the Definitive Purchase Agreement and any related agreements. The parties will negotiate in good faith additional customary and reasonable terms and conditions as part of the Definitive License Agreement and any related agreements, including, without limitation, provisions related to warranties, confidentiality, limitation on liability, patent prosecution, enforcement, indemnification and approvals.

Governing Law: This Letter of Intent shall be governed and construed in accordance with the laws of the state of California without giving effect to principles of conflicts or choice of law thereof.

Fees and Expenses: Each party shall bear its own expenses incurred in connection with the negotiation and consummation of the transactions contemplated by this Letter of Intent, the Definitive License Agreement and/or the related agreements.

Authority: Each of Insynergy and Sklar represent and warrant that they each have the legal right, power and authority to enter into this Letter of Intent.

Assignment: No party may assign or transfer this Letter of Intent without the prior written consent of the other parties.

Entire Agreement: This Letter of Intent constitutes the full and complete agreement among the parties with respect to the subject matter contained in this Letter of Intent and there are no further or other agreements or understandings, written or oral, in effect among the parties relating to such subject matter, other than the parties agree to negotiate in good faith to execute definitive agreements in connection with the transactions contemplated by this Letter of Intent (“Definitive Agreements”).

Counterparts: This Letter of Intent and any amendment hereto may be executed in any number of counterparts, each of which when executed and delivered shall be deemed to be an original and all of which counterparts taken together shall constitute but one and the same instrument. The exchange of copies of this Letter of Intent or amendments thereto and of signature pages by facsimile transmission or by email transmission in portable document format, or similar format, shall constitute effective execution and delivery of such instrument(s) as to the parties and may be used in lieu of the original Letter of Intent or amendment for all purposes. Signatures of the parties transmitted by facsimile or by email transmission in portable document format, or similar format, shall be deemed to be their original signatures for all purposes.

[signature page follows]

[Signature Page to Binding Letter of Intent]

Each party has executed this agreement by its duly authorized representative on this 13th day of August 2015.

Insynergy Products, Inc.

By: _____

Name: Sandy Lang

Title: Chief Executive Officer

By: /s/ Ross Sklar

Ross Sklar

CHIEF EXECUTIVE OFFICER

I, Sanford Lang, hereby certify that:

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

Dated: August 14, 2015

/s/Sanford Lang
Sanford Lang
Chief Executive Officer

Exhibit 31.2

CHIEF FINANCIAL OFFICER

I, Rachel Boulds, hereby certify that:

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

Dated: August 14, 2015

/s/Rachel Boulds

Rachel Boulds
Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), the undersigned officers of Insynergy Products, Inc., a Nevada corporation (the "Company"), do hereby certify, to the best of their knowledge, that:

1. The Quarterly Report on Form 10-Q for the period ending June 30, 2015 (the "Report") of the Company complies in all material respects with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 14, 2015 /s/Sanford Lang
Sanford Lang
Chief Executive Officer

Dated: August 14, 2015 /s/Rachel Boulds
Rachel Boulds
Chief Financial Officer