

NEUTRA CORP.  
Form 10-K  
May 02, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington D.C. 20549**

**FORM 10-K**

**x ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

**For the fiscal year ended January 31, 2013**

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

**For the transition period from \_\_\_\_\_, 20\_\_, to \_\_\_\_\_, 20\_\_**

**Commission File Number**

**333-172417**

**Neutra Corp.**

**(Exact Name of Registrant as Specified in its Charter)**

**Florida**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**

**27-4505461**  
**(I.R.S. Employer**  
**Identification Number)**

**8875 Hidden River Parkway, Suite 300, Tampa, Florida 34243**

**(Address of Principal Executive Offices)**

**(813) 367-2041**

**(Registrant's Telephone Number, Including Area Code)**

Securities registered pursuant to Section 12(g) of the Act: Common stock \$0.0001 par value

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405) during the preceding 12 months. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 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.

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

Large accelerated filer

Accelerated filer

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

Smaller reporting company

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

The Aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant’s most recently completed second fiscal quarter, July 31, 2012 was \$3,539,991.

There were 7,169,515 shares of the Registrant’s common stock outstanding as of April 30, 2013.

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NEUTRA CORP.

FORM 10-K INDEX

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## **NEUTRA CORP.**

This Annual Report on Form 10-K and the documents incorporated herein by reference contain forward-looking statements that have been made pursuant to the provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are based on current expectations, estimates and projections about Neutra Corp. industry, management beliefs, and assumptions made by management. Words such as “anticipates,” “expects,” “intends,” “plans,” “believes,” “seeks,” “estimates,” variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict; therefore, actual results and outcomes may differ materially from what is expressed or forecasted in any such forward-looking statements.

## **PART I**

### **ITEM 1. DESCRIPTION OF BUSINESS**

#### **OVERVIEW**

Neutra Corp. (the “Company”, “we”, “us” or “our”) is a development stage company incorporated in Florida on January 11, 2011 to market and participate in the Nutraceutical space by bringing products derived from all natural and organic origins. Along with participating in the actual nutraceutical products, we plan to research and bring new technology to the Nutraceutical space. Nutraceutical natural medicine is an alternative system that focuses on natural remedies and the body’s vital ability to heal and maintain itself. One of the nutraceutical sub-market is the new thriving medical cannabis market which we will be doing our due diligence and participating in. We intend to entrust the manufacturing to a nutraceutical contractor to private label all of our products and to sell them under our unique brand. In accordance with SFAS #7 we are considered to be in the development stage. We have established a fiscal year end of January 31.

On October 11, 2011, the Company launched its website. The website will be used initially to build brand recognition by providing the healthcare practitioners with education and support. We intend to accomplish this education and support process providing regular and frequent access to educational tools, such as webinars and live seminars. The website will continue to be developed to be used directly to market and sell nutraceutical products and support products to health practitioners, companies in production, and possibly the end user. We intend to entrust the manufacturing to a nutraceutical contractor to private label all of our intended products and to sell them under our brand. Although we plan to contract out and private label our products, we will not be adverse to partnerships and joint ventures with innovators in this market. We have not yet selected our intended products or the manufacturer.

We have narrowed our product focus to research and development in the following areas: weight-loss, detox, men's health, acid-alkali pH balance, anti-aging, sleep disorders, autism, pain management with the use of the new thriving medical cannabis products, and air space sanitation derived by nutraceutical technology. We are continuously testing different ingredients and suppliers for purity and quality of transportation and storage of ingredients to preserve their potency. This will ensure that we are always at the top of the technology and purity of our products. In addition, we have contracted with a company that has the ability to infuse our formulations with a bio-energy infusion which enhances the efficacy of the ingredients on a sub-molecular level. For the time being we are in negotiations with veterans in the medical cannabis space in California for further involvement. We see many barriers to enter this market, which are: technology of delivery, which include: oral – baked, oral – capsule, topical, injections or microinjections, and inhalation.

Based upon the launch of our website, the Company is no longer a shell company (as defined in Rule 12b-2 of the Exchange Act) effective October 11, 2011.

On January 11, 2013, the Company executed an Option Agreement with Purlife Distributors Inc, and authorized distributor of DrivePur and Purteq products in Canada, (hereafter referred to as "Purlife". Purlife owns rights to market, in Canada, environmentally-friendly, sustainable and long-lasting antimicrobial solutions for indoor and outdoor surfaces. The Option Agreement shall be for a period of ninety (90) days beginning from the date of the agreement. The Company will pay Purlife a \$5,000 non-refundable payment. Under the option agreement, the Company, will have the right to conduct a due diligence review of Purlife with complete access to data, patent applications, financial statements and other pertinent information. From the Option Agreement, the Company was able to form a Joint Venture with Purlife on February 1, 2013.

In their audit report dated May 1, 2013; our auditors have expressed an opinion that substantial doubt exists as to whether we can continue as an outgoing business. If we do not raise additional capital within 12 months, we may be required to suspend or cease the implementation of our business plan.

We have not generated any revenues to date and our activities have been limited to developing our business plan, developing and launching our website, research and development of products and trial testing of our initial formulations. We will not have the necessary capital to fully develop or execute our business plan until we are able to secure additional financing. There can be no assurance that such financing will be available on suitable terms. We need to raise an additional \$400,000 to implement our business plan over the next 12 months. Our current cash on hand is insufficient to commercialize our products or fully develop our business strategy. If we are unable to raise adequate additional funds or if those funds are not available on terms that are acceptable to us, we will not be able to execute our business plan and we may cease operations.

We have no revenues; have incurred losses since inception, have been issued a going concern opinion from our auditors and rely upon the sale of our securities and borrowing to fund operations.

### **Business Strategy**

Our intended strategy is to build brand recognition by providing the healthcare practitioners, product end-users and producers with education and support and in turn these groups will educate, support, and will hopefully recommend our intended products to other practitioners, end-users and producers.

We intend to accomplish this education and support process by providing regular and frequent access to educational tools, such as webinars and live seminars. Although practitioners may have several supplement brands in their dispensary, when it comes to the moment of choice for that difficult patient and others, we are hoping that our strategy of providing good service and educational support influences them to choose us.

We have not generated any revenue to date and our activities have been limited to developing the Business Plan. We will not have the necessary capital to develop our Business Plan until we are able to secure Financing. There can be no assurance that such financing will be available on suitable terms. See “Management Discussion and Analysis Plan of Operations” and “Liquidity and Capital Resources.”

### **Sales and Marketing Strategy**

We intend to market and sell nutraceutical supplement products to health practitioners. Nutraceutical natural medicine is an alternative system that focuses on natural remedies and the body’s vital ability to heal and maintain itself. We intend to entrust the manufacturing to a nutraceutical contractor to private label all of our intended products and to sell them under our brand. We have not yet begun the selection of any of our intended products.

Our intended direct marketing and sales will be targeted to:

- Members of the American Association for Health Freedom (American Association for Health Freedom has merged with Alliance for Natural Health) [www.anh-usa.org](http://www.anh-usa.org) - These Physicians approach health from comprehensive perspective utilizing preventive medical techniques and less invasive, more natural methods of patient management including, homeopathic medicine, botanical medicine, psychology and counseling.
- American Association of Naturopathic Physicians, [www.naturopathic.org](http://www.naturopathic.org)
- American Association of Oriental Medicine, [www.aaom.org](http://www.aaom.org)
- American College for Advancement in Medicine, [www.acamnet.org](http://www.acamnet.org), dedicated to educating physicians in the latest findings and emerging procedures in complementary and alternative medicines.
- American Holistic Medical Association, [www.holisticmedicine.org](http://www.holisticmedicine.org), integrates conventional and alternative therapies to prevent and treat disease and to promote optimal health.
- American Dietetic Association, [www.eatright.org](http://www.eatright.org), the largest organization of food and nutrition professionals, promoting nutrition, health and well being.
- American Herbalist Guild, [www.americanherbalistsguild.com](http://www.americanherbalistsguild.com), specializing in the medical use of plants.

We intend to market and sell to these practitioners in these associations by utilizing our website, attending industry tradeshows and intend to enter into sales agency agreements with independent agents each of whom is granted exclusive rights to market and sell our intended products in their respective territory. We currently have no sales agreements.

We plan to have the following types of intended products private labeled for us by entrusting the manufacturing to a nutraceutical contractor that we anticipate to be sold under our brand name. We have contracted two private label contractors for preliminary product formulations and ordered and begun trial testing of three products; colon cleanse, weight loss and prostate support. It is too soon in testing to determine if results will lead to manufacture and distribution of these products.

### **Typical Intended Private Label Products**

We are currently working with private label contractors to evaluate and test colon cleanse, weight loss and prostate support formulas. It is too early to determine if results will lead to the manufacture and distribution of these products. In the future, we might distribute one or several of the following types of products.

- Aging
- Antioxidants/Flavonoids
- Circulatory Support
- Cognitive Support
- Detoxification Support
- Endocrine Support
- Essential Fatty Acids
- Gastrointestinal Support
- Immune Support
- Men's Health
- Minerals
- Mood/Sleep Support
- Multiples
- Musculoskeletal Support
- Neurological Support
- Proteins/Amino Acids
- Vitamins
- Women's Health
- Veterinary Products

If we decide to proceed with the manufacture and distribution of the products currently being tested, we anticipate it will take 12 months to start marketing this intended product line. We intend to utilize consultants to assist in the execution of the stages in executing the business plan.

We have not accomplished any of our intended efforts to date. We have not generated any revenues to date. We will not have the necessary capital to develop our Business Plan until we are able to secure additional financing. There can be no assurance that such financing will be available on suitable terms.

We have no plans to change our business activities or to combine with another business and are not aware of any events or circumstances that might cause us to change plans. We have no revenue, have incurred losses since inception, have been issued a going concern opinion from our auditors and rely upon the sale of our securities and borrowings to fund operations.

With our business relationship with Purlife-CA, we are trying to bring their products to the automotive industry, hotels, hospitals, and even residential homes.

Along with these products, we are exploring the medical cannabis market and we will quickly come to market with the products we intend to produce by outsourcing.

### **Manufacturing**

As discussed above, we intend to outsource manufacturing to a private labeler.

### **Market**

According to the Natural Marketing Institute (NMI), Harleysville, PA, retail sales within the U.S. consumer packaged goods health and wellness industry reached almost \$142 billion in 2009, representing an overall growth of 5% over the previous year. <http://bourne-partners.com/content/media/articles/38.pdf>

Although our projected market is sizeable we will not have the necessary capital to develop or execute our business plan until we are able to secure financing. There can be no assurance that such financing will be available on suitable terms.

Currently, the medical marijuana market in the U.S. is worth \$1.7 billion, with that figure expected to rise as more and more markets open up across the country. <http://medicalmarijuanamarkets.com/see-change-strategy-in-the-news/> Demand for high-quality medicinal buds could potentially spur retail medical marijuana sales to an estimated \$6 billion by 2018. <http://finance.yahoo.com/news/ntrr-explores-multiple-avenues-entry-090000198.html>

## **COMPETITION**

We intend to compete against small companies like ours, as well as large companies that have similar businesses. Additionally, we will be competing with large companies that will sell products similar to or competitive with ours. Many of our competitors have longer operating histories, better brand recognition and greater financial resources than we do.

There are competitors in this market sector with similar products that may infringe our intended customer base and adversely affect our business.

The following companies represent the potential competition in this industry.

- Thone Research
- The Vitamin Company
- Nutraceutical International Corporation
- Protocol For Life
- Medagenics
- Standard Process

## **EMPLOYEES AND EMPLOYMENT AGREEMENTS**

On June 20, 2012, Cindy Morrissey resigned her position as chief executive officer (“CEO”) and sole director of Neutra Corp. (the “Company”). There was no disagreement between the Company and Ms. Morrissey at the time of her resignation from the Company.

On the same date, Michael-Shane Henderson was appointed as the Company's new president, CEO and sole member of the Board of Directors. Mr. Henderson brings more than two decades of sales and management experience across a broad range of industries to Neutra Corp. From 2009 to 2011, he served as the executive project manager for Precision Site Works, a concrete contractor competing for multi-million dollar projects, where he was in charge of generating new sales leads, managing project costs/budgets, and securing favorable pricing. From 2008 to 2009, Mr. Henderson served as a project manager for Lone Star Striping and Paving, a commercial construction contractor. From 2002 to 2008, Mr. Henderson served as account executive and project manager for Global Asset Liquidators, a commercial construction dismantling company. He has also owned and run several businesses, including an equestrian supplement supply and brokerage company.

Mr. Henderson will be compensated \$10,000 per month for his services. The Company and Mr. Henderson have not entered into a written employment agreement.

On November 21, 2012, Michael-Shane Henderson resigned his position as chief executive officer ("CEO") and sole director of Neutra Corp. (the "Company"). There was no disagreement between the Company and Mr. Henderson at the time of his resignation from the Company.

On the same date, Cindy Morrissey was appointed as the Company's new president, CEO and sole member of the Board of Directors.

Ms. Morrissey will be compensated \$10,000 per month for her services. The Company and Ms. Morrissey have not entered into a written employment agreement.

We do not presently have pension, health insurance, stock options, profit sharing, or similar benefit plans; however, we may adopt plans in the future. There are presently no personal benefits available to our sole director and officer.

During the initial implementation of our marketing strategy, we intend to hire independent consultants to develop and execute our business plan.

**ITEM 1A. RISK FACTORS**

As a smaller reporting company, we are not required to provide the information required by this Item.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

**ITEM 2. DESCRIPTION OF PROPERTY**

We maintain our corporate offices at 8875 Hidden River Parkway, Suite 300, Tampa, Florida 34243. Our telephone number is (813) 367-2041.

**ITEM 3. LEGAL PROCEEDINGS**

We know of no material, active or pending legal proceedings against us, nor are we involved as a plaintiff in any material proceedings or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered beneficial shareholder are an adverse party or has a material interest adverse to us.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**PART II**

**ITEM 5. MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS**

MARKET INFORMATION

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Our common stock began trading on the “Over the Counter” Bulletin Board (“OTC”) under the symbol “NTRR” in October 2011. The following table sets forth, for the period indicated, the prices of the common stock in the over-the-counter market, as reported and summarized by OTC Markets Group, Inc. These quotations represent inter-dealer quotations, without adjustment for retail markup, markdown or commission and may not represent actual transactions. There is an absence of an established trading market for the Company’s common stock, as the market is limited, sporadic and highly volatile, which may affect the prices listed below.

|                                    |    | High  |    | Low   |
|------------------------------------|----|-------|----|-------|
| Fiscal Year Ended January 31, 2013 |    |       |    |       |
| Quarter ended January 31, 2013     | \$ | 1.22  | \$ | 0.10  |
| Quarter ended October 31, 2012     | \$ | 1.50  | \$ | 0.50  |
| Quarter ended July 31, 2012        | \$ | 6.00  | \$ | 0.27  |
| Quarter ended April 30, 2012       | \$ | 46.00 | \$ | 1.60  |
| Fiscal Year Ended January 31, 2012 |    |       |    |       |
| Quarter ended January 31, 2012     | \$ | 47.00 | \$ | 22.00 |
| Quarter ended October 31, 2011     | \$ | 26.00 | \$ | 25.20 |

#### HOLDERS

As of the date of this filing, there were 3 holders of record of our common stock.

#### DIVIDENDS

To date, we have not paid dividends on shares of our common stock and we do not expect to declare or pay dividends on shares of our common stock in the foreseeable future. The payment of any dividends will depend upon our future earnings, if any, our financial condition, and other factors deemed relevant by our Board of Directors.

## COMMON STOCK

We are authorized to issue 100,000,000 shares of common stock, with a par value of \$0.0001. The closing price of our common stock on April 30, 2013, as quoted by OTC Markets Group, Inc., was \$1.65. There were 7,169,515 shares of common stock issued and outstanding as of March 29, 2013. All shares of common stock have one vote per share on all matters including election of directors, without provision for cumulative voting. The common stock is not redeemable and has no conversion or preemptive rights. The common stock currently outstanding is validly issued, fully paid and non-assessable. In the event of liquidation of the Company, the holders of common stock will share equally in any balance of the Company's assets available for distribution to them after satisfaction of creditors and preferred shareholders, if any. The holders of common stock of the Company are entitled to equal dividends and distributions per share with respect to the common stock when, as and if, declared by the Board of Directors from funds legally available.

On August 8, 2012, the Company effected a one-for-twenty reverse stock split. All share are per share amounts have been retroactively restated to reflect the reverse split. During the year ended January 31, 2013, there were no other modification of any instruments defining the rights of holders of the Company's common stock and no limitation or qualification of the rights evidenced by the Company's common stock as a result of the issuance of any other class of securities or the modification thereof.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table shows the number of shares of common stock that could be issued upon exercise of outstanding options and warrants, the weighted average exercise price of the outstanding options and warrants, and the remaining shares available for future issuance as of January 31, 2013.

| Plan category                                                    | Number of securities to be                                             |                                                                                   |                                                                    |
|------------------------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------|--------------------------------------------------------------------|
|                                                                  | issued upon exercise of<br>outstanding options, warrants<br>and rights | Weighted average exercise<br>price of outstanding<br>options, warrants and rights | Number of securities<br>remaining available<br>for future issuance |
| Equity compensation<br>plans approved by<br>security holders     | —                                                                      | —                                                                                 | —                                                                  |
| Equity compensation<br>plans not approved by<br>security holders | —                                                                      | —                                                                                 | —                                                                  |

Total — — —

**ITEM 6. SELECTED FINANCIAL DATA**

As a smaller reporting company, we are not required to provide the information required by this Item.

**ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

THIS FILING CONTAINS FORWARD-LOOKING STATEMENTS. THE WORDS “ANTICIPATED,” “BELIEVE,” “EXPECT,” “PLAN,” “INTEND,” “SEEK,” “ESTIMATE,” “PROJECT,” “WILL,” “COULD,” “MAY,” AND SIMILAR EXPRESSIONS ARE INTENDED TO IDENTIFY FORWARD-LOOKING STATEMENTS. THESE STATEMENTS INCLUDE, AMONG OTHERS, INFORMATION REGARDING FUTURE OPERATIONS, FUTURE CAPITAL EXPENDITURES, AND FUTURE NET CASH FLOW. SUCH STATEMENTS REFLECT THE COMPANY’S CURRENT VIEWS WITH RESPECT TO FUTURE EVENTS AND FINANCIAL PERFORMANCE AND INVOLVE RISKS AND UNCERTAINTIES, INCLUDING, WITHOUT LIMITATION, GENERAL ECONOMIC AND BUSINESS CONDITIONS, CHANGES IN FOREIGN, POLITICAL, SOCIAL, AND ECONOMIC CONDITIONS, REGULATORY INITIATIVES AND COMPLIANCE WITH GOVERNMENTAL REGULATIONS, THE ABILITY TO ACHIEVE FURTHER MARKET PENETRATION AND ADDITIONAL CUSTOMERS, AND VARIOUS OTHER MATTERS, MANY OF WHICH ARE BEYOND THE COMPANY’S CONTROL. SHOULD ONE OR MORE OF THESE RISKS OR UNCERTAINTIES OCCUR, OR SHOULD UNDERLYING ASSUMPTIONS PROVE TO BE INCORRECT, ACTUAL RESULTS MAY VARY MATERIALLY AND ADVERSELY FROM THOSE ANTICIPATED, BELIEVED, ESTIMATED, OR OTHERWISE INDICATED. CONSEQUENTLY, ALL OF THE FORWARD-LOOKING STATEMENTS MADE IN THIS FILING ARE QUALIFIED BY THESE CAUTIONARY STATEMENTS AND THERE CAN BE NO ASSURANCE OF THE ACTUAL RESULTS OR DEVELOPMENTS.

The following discussion and analysis of our financial condition and plan of operations should be read in conjunction with our financial statements and related notes appearing elsewhere herein. This discussion and analysis contains forward-looking statements including information about possible or assumed results of our financial conditions, operations, plans, objectives and performance that involve risk, uncertainties and assumptions. The actual results may differ materially from those anticipated in such forward-looking statements. For example, when we indicate that we expect to increase our product sales and potentially establish additional license relationships, these are forward-looking statements. The words expect, anticipate, estimate or similar expressions are also used to indicate forward-looking statements.

### **Background of our company**

We are a development stage company incorporated in Florida on January 11, 2011 to market and sell nutraceutical supplement products to health practitioners. Our fiscal year end is January 31. We have not yet generated or realized any revenues from business operations. Our auditor has issued a going concerned opinion. This means there is substantial doubt that we can continue as an on-going business for the next twelve months unless we obtain additional capital to pay our bills. Accordingly, we must raise cash in order to continue as a going concern.

From inception through January 31, 2013, our business operations have primarily been focused on developing our business plan and the commencement of business operations including launching our website, hiring consultants and advisors, establishing an office and beginning research and development of products. We have not generated any revenue from business operations.

### **Plan of Operations**

We believe we do not have adequate funds to fully execute our business plan for the next twelve months unless we obtain additional funding. However, should we not raise this capital, we will allocate our funding to first assure that all State, Federal and SEC requirements are met.

As of January 31, 2013, we had cash on hand of \$7,100.

We intend to pursue capital through public or private financing as well as borrowings and other sources in order to finance our businesses activities. We cannot guarantee that additional funding will be available on favorable terms, if at all. If adequate funds are not available, then our ability to continue our operations may be significantly hindered.

We have not yet begun the selection of any of our nutraceutical supplement Products. No products have been selected or developed to date. Even if we do secure adequate financing, there can be no assurance that our supplement nutraceutical intended products will be accepted by the marketplace and that we will be able to generate revenues.

Our management does not plan to hire any employees at this time. Our sole officer and director will be responsible for business plan development.

## **RESULTS OF OPERATIONS**

We have not generated any revenues from our operations. We cannot guarantee we will be successful in our business operations. Our business is subject to risks inherent in the establishment of a new business enterprise, including the financial risks associated with the limited capital resources currently available to us for the implementation of our business strategies. To become profitable and competitive, we must develop the business and marketing plan and execute the plan. Our management will attempt to secure financing through various means including borrowing and investment from institutions and private individuals.

We incurred a net loss of \$365,754 for the year ended January 31, 2013, and had a working capital deficit of \$255,891 as of January 31, 2013. We do not anticipate having positive net income in the immediate future. Net cash used by operations for the year ended January 31, 2013 was \$244,732. These conditions create an uncertainty as to our ability to continue as a going concern.

We continue to rely on advances to fund operating shortfalls and do not foresee a change in this situation in the immediate future. There can be no assurance that we will continue to have such advances available. We will not be able to continue operations without them. We are pursuing alternate sources of financing, but there is no assurance that additional capital will be available to the Company when needed or on acceptable terms.

**Results of Operations for the fiscal year ended January 31, 2013 compared to the Results of Operations for the fiscal year ended January 31, 2012**

*General and Administrative Expenses*

General and administrative expenses increased in the fiscal year ended January 31, 2013 as compared to January 31, 2012 from \$81,216 to \$308,055 which was primarily due to management and consulting fees associated with establishment of a new business along with increased regulatory and other fees associated with being a publicly traded company.

*Loss from Operations*

The increase in our operating loss for the fiscal year ended January 31, 2013 as compared to January 31, 2012 from \$81,216 to \$365,754 is due to the increase in general and administrative expenses described above. In addition, our interest expense has increased to \$57,699 associated with the convertible notes we entered into during the year ended January 31, 2013.

*Net Loss*

We recognized a net loss of \$365,754 for the fiscal year ended January 31, 2013 as compared to a loss of \$81,216 for the fiscal year ended January 31, 2012. The change in net loss is primarily attributable to the change in operating loss described above.

**LIQUIDITY AND CAPITAL RESOURCES**

As of the date of this filing, we had yet to generate any revenues from our business operations.

We anticipate needing approximately of \$425,000 to fund our operations and to effectively execute our business plan over the next eighteen months. Currently available cash is not sufficient to allow us to commence full execution of our business plan. Our business expansion will require significant capital resources that may be funded through the issuance of common stock or of notes payable or other debt arrangements that may affect our debt structure. Despite

our current financial status we believe that we may be able to issue notes payable or debt instruments in order to start executing our business plan. However, there can be no assurance that we will be able to raise money in this fashion and have not entered into any agreements that would obligate a third party to provide us with capital.

Through January 31, 2013, we have incurred cumulative losses since inception of \$449,570. We raised the cash amounts to be used in these activities from the sale of common stock and from advances. We currently have negative working capital of \$255,891.

As of January 31, 2013, we had \$7,100 of cash on hand. This amount of cash will be adequate to fund our operations for approximately four months.

We have no known demands or commitments and are not aware of any events or uncertainties as of January 31, 2013 that will result in or that are reasonably likely to materially increase or decrease our current liquidity.

### **Capital Resources**

We had no material commitments for capital expenditures as of January 31, 2013 and 2012.

As of the date of this filing, the current funds available to the Company will not be sufficient to continue maintaining a reporting status. Management believes if the Company cannot maintain its reporting status with the SEC it will have to cease all efforts directed towards the Company. As such, any investment previously made would be lost in its entirety.

To date the Company has been able to fund operations through the sale of stock and by obtaining cash advances. The Company will have to seek additional financing in the future. However, the Company may not be able to obtain additional capital or generate sufficient revenues to fund our operations. If we are unsuccessful at raising sufficient funds, for whatever reason, to fund our operations, the Company may be forced to seek a buyer for our business or another entity with which we could create a joint venture. If all of these alternatives fail, we expect that the Company will be required to seek protection from creditors under applicable bankruptcy laws.

Our independent auditor has expressed substantial doubt about our ability to continue as a going concern and believes that our ability is dependent on our ability to implement our business plan, raise capital and generate revenues. See Note 2 of our financial statements.



Recent Federal legislation, including the Sarbanes-Oxley Act of 2002, has resulted in the adoption of various corporate governance measures designed to promote the integrity of the corporate management and the securities markets. Some of these measures have been adopted in response to legal requirements. Others have been adopted by companies in response to the requirements of national securities exchanges, such as the NYSE or The NASDAQ Stock Market, on which their securities are listed. Among the corporate governance measures that are required under the rules of national securities exchanges are those that address board of directors' independence, audit committee oversight, and the adoption of a code of ethics. Our Board of Directors is comprised of one individual who is also our executive officer. Our executive officer makes decisions on all significant corporate matters such as the approval of terms of the compensation of our executive officer and the oversight of the accounting functions.

Although the Company has adopted a Code of Ethics and Business Conduct, the Company has not yet adopted any of these other corporate governance measures. Since our securities are not yet listed on a national securities exchange, the Company is not required to do so. The Company has not adopted corporate governance measures such as an audit or other independent committees of our board of directors as we presently do not have any independent directors. If we expand our board membership in future periods to include additional independent directors, the Company may seek to establish an audit and other committees of our board of directors. It is possible that if our Board of Directors included independent directors and if we were to adopt some or all of these corporate governance measures, stockholders would benefit from somewhat greater assurances that internal corporate decisions were being made by disinterested directors and that policies had been implemented to define responsible conduct. For example, in the absence of audit, nominating and compensation committees comprised of at least a majority of independent directors, decisions concerning matters such as compensation packages to our senior officers and recommendations for director nominees may be made by a majority of directors who have an interest in the outcome of the matters being decided. Prospective investors should bear in mind our current lack of corporate governance measures in formulating their investment decisions.

## INFLATION

The effect of inflation on our revenues and operating results has not been significant.

## Off-Balance Sheet Arrangements

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

## Critical Accounting Policies and Estimates

We prepare our financial statements in conformity with GAAP, which requires management to make certain estimates and assumptions and apply judgments. We base our estimates and judgments on historical experience, current trends and other factors that management believes to be important at the time the financial statements are prepared and actual results could differ from our estimates and such differences could be material. We have identified below the critical accounting policies which are assumptions made by management about matters that are highly uncertain and that are of critical importance in the presentation of our financial position, results of operations and cash flows. Due to the need to make estimates about the effect of matters that are inherently uncertain, materially different amounts could be reported under different conditions or using different assumptions. On a regular basis, we review our critical accounting policies and how they are applied in the preparation our financial statements.

USE OF ESTIMATES - 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 could differ from those estimates.

#### **New Accounting Pronouncements**

For a description of recent accounting standards, including the expected dates of adoption and estimated effects, if any, on our financial statements, see “Note 3: Significant Accounting Polices: Recent Accounting Standards” in Part II, Item 8 of this Form 10-K.

#### **ITEM 7A. Quantitative and Qualitative Disclosures About Market Risk**

Not applicable.

**ITEM 8. Financial Statements**

Neutra Corp.

(A Development Stage Enterprise)

Financial Statements

January 31, 2013

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*2451 North McMullen Booth Road*

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*Clearwater, FL 33759-1352*

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*(855) 334-0934 Toll free*

*Report of Independent Registered Public Accounting Firm*

Board of Directors and Stockholders

Neutra Corp.

3572 Shady Brook Lane

Sarasota, FL 34243

We have audited the accompanying balance sheet of Neutra Corp. (the "Company") as of January 31, 2013 and the related statements of operations, stockholders' equity and cash flows for the year then ended and for the period from January 11, 2011 (date of inception) through January 31, 2012. 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 audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our 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 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 audits 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 Neutra Corp. as of January 31, 2013 and the results of its operations and its cash flows for the years then ended and for the period January 11, 2011 (date of inception) through January 31, 2012, 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. As discussed in Note 2 to the financial statements, the Company has recurring losses, has not generated revenue, has not emerged from the development stage, and may be unable to raise further equity. These factors raise substantial doubt about its ability to continue as a going concern. Management's plans regarding those matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

DKM Certified Public Accountants

Clearwater, FL

May 1, 2013

**Peter Messineo, CPA**

**1982 Otter Way**

**Palm Harbor, FL 34685**

**T: (727) 421-6268**

**F: (727) 674-0511**

**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Shareholders:

Neutra Corp.

I have audited the balance sheets of Neutra Corp. as of January 31, 2012 and 2011 and the related statements of operations, changes in stockholders' equity, and cash flows for the year ended January 31, 2012, and for the periods January 11, 2011 (date of inception) through January 31, 2012 and 2011. These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audits.

I conducted my audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that I plan and perform the audits to obtain reasonable assurance about whether the financial statements were free of material misstatement. The Company was not required to have, nor was I engaged to perform, an audit of its internal control over financial reporting. My audit included consideration of internal control over financial reporting as a basis for designing audit procedures that were 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, I express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, the financial statements, referred to above, present fairly, in all material respects, the financial position of Neutra Corp. as of January 31, 2012 and 2011, and the results of its operations and its cash flows for the year ended January 31, 2012, and for the periods January 11, 2011 (date of inception) through January 31, 2012 and 2011 in conformity with accounting principles generally accepted in the United States of America.

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The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has no revenues from operation, has not emerged from the development stage, and is requiring traditional financing or equity funding to commence its operating plan. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Further information and management's plans in regard to this uncertainty were also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Peter Messineo, CPA

Peter Messineo, CPA

Palm Harbor, Florida

May 3, 2012

**Neutra Corp.****(A Development Stage Corporation)****Balance Sheets****(Audited)**

|                                                                                                                                    | <b>2013</b>     | <b>January 31,</b> | <b>2012</b>   |
|------------------------------------------------------------------------------------------------------------------------------------|-----------------|--------------------|---------------|
| <b><u>ASSETS</u></b>                                                                                                               |                 |                    |               |
| <b>CURRENT ASSETS</b>                                                                                                              |                 |                    |               |
| Cash and cash equivalents                                                                                                          | \$ 7,100        | \$                 | 28,852        |
| Total current assets                                                                                                               | 7,100           |                    | 28,852        |
| <b>TOTAL ASSETS</b>                                                                                                                | <b>\$ 7,100</b> | <b>\$</b>          | <b>28,852</b> |
| <b><u>LIABILITIES AND STOCKHOLDERS' DEFICIT</u></b>                                                                                |                 |                    |               |
| <b>CURRENT LIABILITIES</b>                                                                                                         |                 |                    |               |
| Accounts payable and accrued liabilities                                                                                           | \$ 83,506       | \$                 | 15,463        |
| Advances payable                                                                                                                   | 179,485         |                    | 47,205        |
| Total liabilities                                                                                                                  | 262,991         |                    | 62,668        |
| Convertible note payable, net of discount of \$37,721                                                                              | 9,484           |                    | —             |
| <b>TOTAL LIABILITIES</b>                                                                                                           | <b>272,475</b>  |                    | <b>62,668</b> |
| <b>COMMITMENTS AND CONTINGENCIES</b>                                                                                               |                 | —                  | —             |
| <b>STOCKHOLDERS' DEFICIT</b>                                                                                                       |                 |                    |               |
| Common stock, \$0.0001 par value, 100,000,000 shares authorized, 4,949,515 and 600,011 shares issued and outstanding, respectively | 495             |                    | 60            |
| Additional paid-in capital                                                                                                         | 183,700         |                    | 49,940        |
| Deficit accumulated during the development stage                                                                                   | (449,570)       |                    | (83,816)      |
| Total Stockholders' Deficit                                                                                                        | (265,375)       |                    | (33,816)      |
| <b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>                                                                                 | <b>\$ 7,100</b> | <b>\$</b>          | <b>28,852</b> |

*The accompanying notes are an integral part of the audited financial statements*



**Neutra Corp.****(A Development Stage Corporation)****Statements of Operations****(Audited)**

|                                                       | <b>Year<br/>ended<br/>January<br/>31,<br/><br/>2013</b> | <b>Year<br/>ended<br/>January<br/>31,<br/><br/>2012</b> | <b>For the<br/>Period<br/>from<br/>Inception<br/>(January<br/>11, 2011)<br/>through<br/>January<br/>31,<br/>2013</b> |
|-------------------------------------------------------|---------------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|
| REVENUE                                               | \$                                                      | \$                                                      | \$ —                                                                                                                 |
| OPERATING EXPENSE:                                    |                                                         |                                                         |                                                                                                                      |
| General and administrative                            | 308,055                                                 | 81,216                                                  | 391,871                                                                                                              |
| LOSS FROM OPERATIONS                                  | (308,055)                                               | (81,216)                                                | (391,871)                                                                                                            |
| OTHER EXPENSE                                         |                                                         |                                                         |                                                                                                                      |
| Interest expense                                      | (57,699)                                                | —                                                       | (57,699)                                                                                                             |
| NET LOSS BEFORE INCOME TAXES                          | (365,754)                                               | (81,216)                                                | (449,570)                                                                                                            |
| INCOME TAX PROVISION                                  |                                                         | —                                                       | —                                                                                                                    |
| NET LOSS                                              | \$ (365,754)                                            | \$ (81,216)                                             | \$ (449,570)                                                                                                         |
| Net loss per common share:                            |                                                         |                                                         |                                                                                                                      |
| -basic and fully diluted                              | \$ (0.16)                                               | \$ (0.15)                                               |                                                                                                                      |
| Weighted average number of common shares outstanding: |                                                         |                                                         |                                                                                                                      |
| -basic and fully diluted                              | 2,339,813                                               | 550,274                                                 |                                                                                                                      |

*The accompanying notes are an integral part of the audited financial statements.*



**Neutra Corp.****(A Development Stage Corporation)****Statement of Changes in Stockholders' Deficit****For the Period from January 11, 2011 (Date of Inception) through January 31, 2013**

|                                                                                         | <b>Common Stock</b> |               | <b>Capital in</b> | <b>Accumulated</b> |              |
|-----------------------------------------------------------------------------------------|---------------------|---------------|-------------------|--------------------|--------------|
|                                                                                         | <b>Shares</b>       | <b>Amount</b> | <b>Excess of</b>  | <b>Deficit</b>     | <b>Total</b> |
|                                                                                         |                     |               | <b>Par Value</b>  |                    |              |
| Balance, January 11, 2011,<br>Date of Inception                                         | —                   | \$ —          | —\$               | —\$                | —            |
| Issuance of common stock to<br>founder for cash, January 11,<br>2011, \$0.001 per share | 450,000             | 45            | 8,955             | —                  | 9,000        |
| Net loss for the period                                                                 | —                   | —             | —                 | (2,600)            | (2,600)      |
| Balance, January 31, 2011                                                               | 450,000             | 45            | 8,955             | (2,600)            | 6,400        |
| Issuance of common stock for<br>cash, June 1, 2011, \$0.0137 per<br>share               | 150,011             | 15            | 40,985            | —                  | 41,000       |
| Net loss                                                                                | —                   | —             | —                 | (81,216)           | (81,216)     |
| Balance, January 31, 2012                                                               | 600,011             | 60            | 49,940            | (83,816)           | (33,816)     |
| Share correction related to<br>reverse split                                            | 4                   | —             | —                 | —                  | —            |
| Common stock issued for<br>conversion of note payable                                   | 4,349,500           | 435           | 43,060            | —                  | 43,495       |
| Discount on convertible notes<br>payable                                                | —                   | —             | 90,700            | —                  | 90,700       |
| Net loss for the period                                                                 | —                   | —             | —                 | (365,754)          | (365,754)    |
| Balance, January 31, 2013                                                               | 4,949,515           | \$ 495        | \$ 183,700        | \$ (449,570)       | \$ (265,375) |

On August 8, 2012, the Company effected a one-for-twenty reverse stock split. All share and per share amounts have been retroactively restated to reflect the reverse split.

*The accompanying notes are an integral part of the audited financial statements*



**Neutra Corp.****(A Development Stage Corporation)****Statements of Cash Flows**

|                                                                                                          | <b>Year ended<br/>January 31,<br/>2013</b> | <b>Year ended<br/>January 31,<br/>2012</b> | <b>For the Period<br/>from Inception<br/>(January 11, 2011)<br/>through<br/>January 31,<br/>2013</b> |
|----------------------------------------------------------------------------------------------------------|--------------------------------------------|--------------------------------------------|------------------------------------------------------------------------------------------------------|
| Operating activities                                                                                     |                                            |                                            |                                                                                                      |
| Net loss                                                                                                 | \$ (365,754)                               | \$ (81,216)                                | \$ (449,570)                                                                                         |
| Adjustments to reconcile net loss to net cash used<br>by operating activities:                           |                                            |                                            |                                                                                                      |
| Amortization of discount on convertible note<br>payable                                                  | 59,979                                     | —                                          | 52,979                                                                                               |
| Changes in operating assets and liabilities:                                                             |                                            |                                            |                                                                                                      |
| Accounts payable and accrued liabilities                                                                 | 68,043                                     | 12,963                                     | 83,506                                                                                               |
| Net cash used by operating activities                                                                    | (244,732)                                  | (68,253)                                   | (313,085)                                                                                            |
| Financing activities                                                                                     |                                            |                                            |                                                                                                      |
| Proceeds from advances                                                                                   | 222,980                                    | 47,205                                     | 270,185                                                                                              |
| Proceeds from issuance of common stock                                                                   | —                                          | 41,000                                     | 50,000                                                                                               |
| Net cash provided by financing activities                                                                | 222,980                                    | 88,205                                     | 320,185                                                                                              |
| Net increase in cash                                                                                     | (21,752)                                   | 19,952                                     | 7,100                                                                                                |
| Cash at beginning of period                                                                              | 28,852                                     | 8,900                                      | —                                                                                                    |
| Cash at end of period                                                                                    | \$ 7,100                                   | \$ 28,852                                  | \$ 7,100                                                                                             |
| Supplemental disclosures of cash flow<br>information and non cash investing and financing<br>activities: |                                            |                                            |                                                                                                      |
| Cash paid for interest expense                                                                           | \$ —                                       | \$ —                                       | \$ —                                                                                                 |
| Cash paid for taxes expense                                                                              | \$ —                                       | \$ —                                       | \$ —                                                                                                 |
| Non-cash investing and financing transactions:                                                           |                                            |                                            |                                                                                                      |
| Conversion of advances into convertible note<br>payable                                                  | \$ 90,700                                  | \$ —                                       | \$ 90,700                                                                                            |
| Conversion of convertible note payable into<br>common stock                                              | \$ 43,495                                  | \$ —                                       | \$ 43,495                                                                                            |

*The accompanying notes are an integral part of the audited financial statements.*



**Neutra Corp.**

**(A Development Stage Corporation)**

**Notes to Financial Statements**

**January 31, 2013**

**1. BACKGROUND INFORMATION**

We are a development stage company and were incorporated in the State of Florida on January 11, 2011, as a for-profit company, and an established fiscal year end of January 31. We intend to market and sell nutraceutical supplement products to health practitioners. Nutraceutical natural medicine is an alternative system that focuses on natural remedies and the bodies vital ability to heal and maintain itself. We intend to entrust the manufacturing to a nutraceutical contractor to private label all of our products and to sell them under our unique brand. To date, we have not approached a contractor to have any of our intended private label brand supplement products.

Our intended strategy is to build brand recognition by providing the healthcare practitioners with education and support and in turn the healthcare practitioner with education and support will hopefully recommend our products to their patients. We intend to accomplish this education and support process providing regular and frequent access to educational tools, such as webinars and live seminars. Although practitioners may have several supplement brands in their dispensary when it comes to the moment of choice for that difficult patient and others, we are hoping that our strategy of providing good service and educational support they choose us.

We have not generated any revenue to date and our activities have been limited to developing the business plan, launching our website, hiring consultants and advisors, establishing an office and beginning research and development of products. We will not have the necessary capital to develop our business plan until we are able to secure additional financing.

Neutra Corp. is in the early stage of implementing its business plan. The Company does not have any products, customers and has not generated any revenues. The Company must complete the business plan, develop the product and attract customers before it can start generating revenues.

On January 11, 2013, the Company executed an Option Agreement with Purlife Distributors Inc, and authorized distributor of DrivePur and Purteq products in Canada, (hereafter referred to as "Purlife". Purlife owns rights to market, in Canada, environmentally-friendly, sustainable and long-lasting antimicrobial solutions for indoor and outdoor surfaces. The Option Agreement shall be for a period of ninety (90) days beginning from the date of the agreement.

The Company will pay Purlife a \$5,000 non-refundable payment. Under the option agreement, the Company, will have the right to conduct a due diligence review of Purlife with complete access to data, patent applications, financial statements and other pertinent information. From the Option Agreement, the Company was able to form a Joint Venture with Purlife on February 1, 2013.

Through January 31, 2013, the Company was in the development stage and has not generated revenues. The Company has incurred losses since inception aggregating \$449,570. The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. These matters, among others, raise substantial doubt about the ability of the Company to continue as a going concern. These financial statements do not include any adjustments to the amounts and classification of assets and liabilities that may be necessary should the Company be unable to continue as a going concern.

## **2. GOING CONCERN**

For the fiscal year ended January 31, 2013, the Company had a net loss of \$365,754 and negative cash flow from operations of \$244,732. As of January 31, 2013, the Company has negative working capital of \$255,891. The Company has not emerged from the development stage.

These factors raise a substantial doubt about the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result from the possible inability of the Company to continue as a going concern.

The Company does not have the resources at this time to repay its credit and debt obligations, make any payments in the form of dividends to its shareholders or fully implement its business plan. Without additional capital, the Company will not be able to remain in business.

Management has plans to address the Company's financial situation as follows:

In the near term, management plans to continue to focus on raising the funds necessary to fully implement the Company's business plan. Management will continue to seek out debt financing to obtain the capital required to meet the Company's financial obligations. There is no assurance, however, that lenders will continue to advance capital to the Company or that the new business operations will be profitable. The possibility of failure in obtaining additional funding and the potential inability to achieve profitability raises doubts about the Company's ability to continue as a going concern.

In the long term, management believes that the Company's projects and initiatives will be successful and will provide cash flow to the Company which will be used to finance the Company's future growth. However, there can be no assurances that the Company's planned activities will be successful, or that the Company will ultimately attain profitability. The Company's long term viability depends on its ability to obtain adequate sources of debt or equity funding to meet current commitments and fund the continuation of its business operations, and the ability of the Company to ultimately achieve adequate profitability and cash flows from operations to sustain its operations.

### **3. SIGNIFICANT ACCOUNTING POLICIES**

The significant accounting policies followed are:

**Development Stage Entity** - The Company is a development stage company as defined by FASB ASC 915, *Development Stage Entities*. The Company is still devoting substantially all of its efforts on establishing the business and its planned principal operations have not commenced. All losses accumulated since inception have been considered as part of the Company's development stage activities.

**Use of estimates** - 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 could differ from those estimates.

**Cash and cash equivalents** - All cash, other than held in escrow, is maintained with a major financial institution in the United States. Deposits with this bank may exceed the amount of insurance provided on such deposits. Temporary cash investments with an original maturity of three months or less are considered to be cash equivalents. Cash and cash equivalents were \$7,100 and \$28,852 at January 31, 2013 and 2012, respectively.

**Research and development expenses** - Expenditures for research and development of products are expensed as incurred. There have been no research and development costs incurred for the periods ended January 31, 2013 and 2012.

**Common stock** - The Company records common stock issuances when all of the legal requirements for the issuance of such common stock have been satisfied.

**Advertising Costs** - The Company's policy regarding advertising is to expense advertising costs as incurred. The Company incurred \$922 and \$1,669 of advertising costs for the fiscal years ended January 31, 2013 and 2012, respectively.

**Income Taxes** - The Company accounts for income taxes under ASC 740 *Income Taxes*. Under the asset and liability method of ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the 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 income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations. No deferred tax assets or liabilities were recognized as of January 31, 2013 or 2012.

**Earnings (Loss) Per Share** - Basic loss per share is computed in accordance with ASC Topic 260, *Earnings per Share*, by dividing net loss attributable to common stockholders by the weighted average common shares outstanding for the period. Diluted loss per share is computed giving effect to all potentially dilutive common shares. Potentially dilutive common shares may consist of incremental shares issuable upon the exercise of stock options and warrants and the conversion of notes payable to common stock. In periods in which a net loss has been incurred, all potentially dilutive common shares are considered antidilutive and thus are excluded from the calculation. At January 31, 2013 and 2012, the Company did not have any potentially dilutive common shares.

**Related Parties** - The Company follows ASC 850, *Related Party Disclosures*, for the identification of related parties and disclosure of related party transactions. Related party transactions for the periods ending January 31, 2013 and 2012 totaled \$0.

**Financial instruments** - The Company's balance sheet includes certain financial instruments. The carrying amounts of current assets and current liabilities approximate their fair value because of the relatively short period of time between the origination of these instruments and their expected realization.

ASC 820, *Fair Value Measurements and Disclosures*, defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity's own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

- Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 - Inputs that are both significant to the fair value measurement and unobservable.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of January 31, 2013. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments. These financial instruments include accounts receivable, other current assets, accounts payable, accrued compensation and accrued expenses. The fair value of the Company's notes payable is estimated based on current rates that would be available for debt of similar terms which is not significantly different from its stated value.

## **Recent Accounting Pronouncements**

Except for rules and interpretive releases of the SEC under authority of federal securities laws and a limited number of grandfathered standards, the *FASB Accounting Standards Codification*<sup>TM</sup> (“ASC”) is the sole source of authoritative GAAP literature recognized by the FASB and applicable to the Company.

We have reviewed the FASB issued Accounting Standards Update (“ASU”) accounting pronouncements and interpretations thereof that have effectiveness dates during the periods reported and in future periods. The Company has carefully considered the new pronouncements that alter previous generally accepted accounting principles and does not believe that any new or modified principles will have a material impact on the corporation’s reported financial position or operations in the near term. The applicability of any standard is subject to the formal review of our financial management and certain standards are under consideration.

#### **4. RELATED PARTY TRANSACTIONS**

In January 11, 2011, the Company sold 450,000 shares of common stock to Sarah Keck, its founder and former CEO, for \$0.001 per share.

The above terms and amounts are not necessarily indicative of the terms and amounts that would have been incurred had comparable transactions been entered into with independent parties.

## 5. ADVANCES FROM THIRD PARTIES

During the year ended January 31, 2013, the Company received net, non-interest bearing advances from certain third parties totaling \$222,980. The total amounts due under these advances as of January 31, 2013 and 2012 were \$179,485 and \$47,605, respectively. These advances are not collateralized and are due on demand. As a result, they are included in current liabilities at January 31, 2013 and 2012.

## 6. INCOME TAXES

There are no current or deferred income tax expense or benefit for the period ended January 31, 2013.

The provision for income taxes is different from that which would be obtained by applying the statutory federal income tax rate to income before income taxes. The items causing this difference are as follows:

|                                    | <b>Fiscal Year ended<br/>January 31, 2013</b> |           | <b>Fiscal Year ended<br/>January 31, 2012</b> |          |
|------------------------------------|-----------------------------------------------|-----------|-----------------------------------------------|----------|
| Tax benefit at U.S. statutory rate | \$                                            | 153,000   | \$                                            | 22,000   |
| Valuation allowance                |                                               | (153,000) |                                               | (22,000) |
|                                    | \$                                            | —         | \$                                            | —        |

The Company has net operating loss carryforwards of approximately \$450,000 which will begin expiring in 2031.

## NOTE 7. CONVERTIBLE NOTES PAYABLE

On May 1, 2012, the Company signed a Convertible Promissory Note, effective as of February 1, 2012, which refinanced non-interest bearing advances in the amount of \$47,205 into a convertible note payable. The Convertible Promissory Note bears interest at 10% per annum and is payable along with accrued interest on February 1, 2014. The Convertible Promissory Note and unpaid accrued interest are convertible into common stock at the option of the holder at the rate of \$0.01 per share.

The Company evaluated the application of ASC 470-50-40/55, *Debtor's Accounting for a Modification or Exchange of Debt Instrument* as it applies to the note listed above and concluded that the revised terms constituted a debt

modification rather than a debt extinguishment because the present value of the cash flow under the terms of the new instrument was less than 10% from the present value of the remaining cash flows under the terms of the original note. No gain or loss on the modifications was required to be recognized.

The Company evaluated the terms of the new note in accordance with ASC Topic No. 815 - 40, *Derivatives and Hedging - Contracts in Entity's Own Stock* and determined that the underlying common stock is indexed to the Company's common stock. The Company determined that the conversion features did not meet the definition of a liability and therefore did not bifurcate the conversion feature and account for it as a separate derivative liability. The Company evaluated the conversion feature for a beneficial conversion feature. The effective conversion price was compared to the market price on the date of the note and was deemed to be less than the market value of underlying common stock at the inception of the note. Therefore, the Company recognized a beneficial conversion feature in the amount of \$47,205 on May 1, 2012. The beneficial conversion feature was recorded as an increase in additional paid-in capital and a discount to the Convertible Notes Payable. The discount to the Convertible Notes Payable will be amortized to interest expense over the life of the note. Interest expense for the fiscal year ended January 31, 2013 amortization expense of \$9,484.

On August 31, 2012, the Company signed a Convertible Promissory Note which refinanced non-interest bearing advances in the amount of \$43,495 into a convertible note payable. The Convertible Promissory Note bears interest at 10% per annum and is payable along with accrued interest on August 31, 2013. The Convertible Promissory Note is convertible into common stock at the option of the holder at the rate of \$0.01 per share.

The Company evaluated the application of ASC 470-50-40/55, *Debtor's Accounting for a Modification or Exchange of Debt Instrument* as it applies to the note listed above and concluded that the revised terms constituted a debt modification rather than a debt extinguishment because the present value of the cash flow under the terms of the new instrument was less than 10% from the present value of the remaining cash flows under the terms of the original note. No gain or loss on the modifications was required to be recognized.

The Company evaluated the terms of the new note in accordance with ASC Topic No. 815 - 40, *Derivatives and Hedging - Contracts in Entity's Own Stock* and determined that the underlying common stock is indexed to the Company's common stock. The Company determined that the conversion features did not meet the definition of a liability and therefore did not bifurcate the conversion feature and account for it as a separate derivative liability. The Company evaluated the conversion feature for a beneficial conversion feature. The effective conversion price was compared to the market price on the date of the note and was deemed to be less than the market value of underlying common stock at the inception of the note. Therefore, the Company recognized a beneficial conversion feature in the amount of \$43,495 on August 31, 2012. The beneficial conversion feature was recorded as an increase in additional paid-in capital and a discount to the Convertible Notes Payable.

On September 7, 2012, the holder of the convertible note payable elected to convert the entire principal balance into 4,349,500 shares of common stock. This resulted in a change in control of the Company. As a result of the conversion, the entire discount in the amount of \$43,495 was immediately amortized to interest expense.

## **8. COMMON STOCK**

On January 11, 2011, The Company issued 450,000 shares of common stock to the founder for cash proceeds of \$9,000.

On June 1, 2011, the Company issued 150,011 shares of common stock for cash proceeds of \$41,000.

On August 8, 2012, the Company effected a one-for-20 reverse stock split. All share and per share amounts have been restated to reflect the reverse split.

On September 7, 2012, the holder of the convertible note payable dated August 31, 2012 elected to convert the entire principal balance of \$43,495 into 4,349,500 shares of common stock.

## **9. SUBSEQUENT EVENTS**

On February 1, 2013, the Company entered into a Joint Venture Agreement with Purlife. The Joint Venture was created towards developing and marketing the brands represented by Purlife. Purlife will execute the business plan or other programs as agreed to as well as make any necessary disbursements on behalf of the Joint Venture, and collect and distribute profits in accordance with the ownership percentages. The Joint Venture will allocate profits for a

period of 3 years with the Company receiving 10% and the Joint Venture receiving 90%. All loss and disbursements incurred by Purlife in acquiring, holding and protecting the business interest and the net profits shall, during the period of the venture be paid by Purlife. All losses incurred by the Parties will be limited to their financial contribution to the Joint Venture. The Company will provide consulting to the Joint Venture and participate in strategic and operation decisions as required.

The Company will be a way of providing start up and operating expenses such as to facilitate the completion of the undertaking of the Business.

The Company commits to fund \$70,000 of the cash flow requirements as set forth in an approved budget prepared by Purlife in regular contributions of \$5,000. The Company's obligation to continue funding is solely at the discretion of the Company.

On February 6, 2013, the holder of the convertible note payable dated May 1, 2012, elected to convert principal in the amount of \$4,900 into 490,000 shares of common stock in accordance with the terms of the note payable.

On March 12, 2013, the holder of the convertible note payable dated May 1, 2012, elected to convert principal in the amount of \$4,900 into 490,000 shares of common stock in accordance with the terms of the note payable.

On March 20, 2013, the holder of the convertible note payable dated May 1, 2012, elected to convert principal in the amount of \$5,900 into 590,000 shares of common stock in accordance with the terms of the note payable.

On April 15, 2013, the holder of the convertible note payable dated May 1, 2012, elected to convert principal in the amount of \$3,250 into 325,000 shares of common stock in accordance with the terms of the note payable.

On April 24, 2013, the holder of the convertible note payable dated May 1, 2012, elected to convert principal in the amount of \$3,250 into 325,000 shares of common stock in accordance with the terms of the note payable.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

On January 10, 2013, Peter Messineo, CPA declined to sit for re-election as the Company's independent registered public accountant due to changes in his firm. On December 17, 2012, Peter Messineo joined the firm now known as DKM Certified Public Accountants.

The reports of Peter Messineo, CPA as of and for the fiscal years ended January 31, 2012 and 2011 contained no adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principle except to indicate that there was substantial doubt about the Company's ability to continue as a going concern.

During the fiscal years ended January 31, 2012 and 2011, and through each subsequent period, there have been no disagreements with Peter Messineo, CPA on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements if not resolved to the satisfaction of Peter Messineo, CPA would have caused them to make reference thereto in connection with their report on the financial statements for such years.

On January 10, 2013, The Company engaged DKM Certified Public Accountants as their independent registered accounting firm.

**ITEM 9A. CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

We carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)). Based upon that evaluation, our principal executive officer and principal financial officer concluded that, as of the end of the period covered in this report, our disclosure controls and procedures were not effective to ensure that information required to be disclosed in reports filed under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the required time periods and is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

**Limitations on Systems of Controls**

Our management, including our principal executive officer and principal financial officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all error or fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, 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. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. To address the material weaknesses identified in our evaluation, we performed additional analysis and other post-closing procedures in an effort to ensure our consolidated financial statements included in this annual report have been prepared in accordance with generally accepted accounting principles. Accordingly, management believes that the financial statements included in this report fairly present in all material respects our financial condition, results of operations and cash flows for the periods presented.

### **Management's Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934 as a process designed by, or under the supervision of, the company's principal executive and principal financial officers and effected by the company's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Because of the inherent limitations of internal control, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

As of January 31, 2013, management assessed the effectiveness of our internal control over financial reporting based on the criteria for effective internal control over financial reporting established in Internal Control--Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") and SEC guidance on conducting such assessments. Based on that evaluation, they concluded that, during the period covered by this report, such internal controls and procedures were not effective to detect the inappropriate application of US GAAP rules as more fully described below. This was due to deficiencies that existed in the design or operation of our internal controls over financial reporting that adversely affected our internal controls and that may be considered to be material weaknesses.

The matters involving internal controls and procedures that our management considered to be material weaknesses under the standards of the Public Company Accounting Oversight Board were: lack of a functioning audit committee; lack of a majority of independent members and a lack of a majority of outside directors on our board of directors; inadequate segregation of duties consistent with control objectives; and, management is dominated by a single individual.. The aforementioned material weaknesses were identified by our Chief Executive Officer in connection with the review of our financial statements as of January 31, 2013.

Management believes that the material weaknesses set forth above did not have an effect on our financial results. However, management believes that the lack of a functioning audit committee and the lack of a majority of outside directors on our board of directors results in ineffective oversight in the establishment and monitoring of required internal controls and procedures, which could result in a material misstatement in our financial statements in future periods.

#### **ITEM 9B. OTHER INFORMATION**

None

**Part III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Our sole officer and director will serve until his successor is elected and qualified. Our officers are elected by the board of directors to a term of one (1) year and serve until their successor is duly elected and qualified, or until they are removed from office. The board of directors has no nominating, auditing or compensation committees.

The name, address, age and position of our president, secretary/treasurer, and director and vice president is set forth below:

| <u>Name</u>                                                    | <u>Age</u> | <u>Position</u>                                                                                                                    |
|----------------------------------------------------------------|------------|------------------------------------------------------------------------------------------------------------------------------------|
| Cindy Morrissey<br>3572 Shady Brook Lane<br>Sarasota, FL 34243 | 66         | President; Secretary/Treasurer; Principal Executive Officer; Principal Financial Officer and sole member of the Board of Directors |

Ms. Morrissey was appointed as CEO and a member of the Board of Directors on November 2, 2011.

**Biographies**

On November 2, 2011, Sarah Keck resigned her position as CEO and sole member of the Board of Directors. On the same date, Cindy Morrissey was appointed as its new president, CEO and sole member of the Board of Directors. Ms. Morrissey has been an entrepreneur for more than 20 years. Ms. Morrissey receives a salary of \$120,000 per year and does not own any common stock. She does not have an employment contract with the Company. Ms. Morrissey has been a self-employed entrepreneur for more than 20 years. During that time, she owned and operated a construction and remodeling company and obtained a Realtor license. She invested

in real estate and acted as a real estate consultant and partner with other investors on commercial and residential projects. Her education is in nursing and business management. She worked for a time in the medical field, including clinic management and telemedicine programs. From 2000 to 2008, she worked as a real estate agent for a national real estate sales organization while also working as a real estate builder and investor. In 2009, Ms. Morrissey worked as the chief operating officer to My Healthy Access, a chain of medical clinics in Walmart stores, later being promoted to president. While in that position, she initiated an aggressive restructuring of the business model and introduced a telemedicine program. From 2010 to 2011, she was president, CEO and sole member of the Board of Directors of Emerging Healthcare Solutions, Inc., a company whose business was to acquire life science technologies from emerging small and medium-sized companies and help them license them to large companies and universities worldwide.

#### COMMITTEES OF THE BOARD OF DIRECTORS

Our sole director has not established any committees, including an Audit Committee, a Compensation Committee or a Nominating Committee, any committee performing a similar function. The functions of those committees are being undertaken by our sole director. Because we do not have any independent directors, our sole director believes that the establishment of committees of the Board would not provide any benefits to our company and could be considered more form than substance.

We do not have a policy regarding the consideration of any director candidates that may be recommended by our stockholders, including the minimum qualifications for director candidates, nor has our sole director established a process for identifying and evaluating director nominees. We have not adopted a policy regarding the handling of any potential recommendation of director candidates by our stockholders, including the procedures to be followed. Our sole director has not considered or adopted any of these policies as we have never received a recommendation from any stockholder for any candidate to serve on our Board of Directors. Given our relative size and lack of directors and officers insurance coverage, we do not anticipate that any of our stockholders will make such a recommendation in the near future.

While there have been no nominations of additional directors proposed, in the event such a proposal is made, all current members of our Board will participate in the consideration of director nominees.

Our sole director is not an “audit committee financial expert” within the meaning of Item 401(e) of Regulation S-K. In general, an “audit committee financial expert” is an individual member of the audit committee or Board of Directors who:

- understands generally accepted accounting principles and financial statements,

- is able to assess the general application of such principles in connection with accounting for estimates, accruals and reserves,
- has experience preparing, auditing, analyzing or evaluating financial statements comparable to the breadth and complexity to our financial statements,
- understands internal controls over financial reporting, and
- understands audit committee functions.

Our Board of Directors is comprised of solely of Ms. Morrissey who is involved in our day to day operations. We would prefer to have an audit committee financial expert on our board of directors. As with most small, early stage companies until such time our company further develops its business, achieves a stronger revenue base and has sufficient working capital to purchase directors and officers insurance, the Company does not have any immediate prospects to attract independent directors. When the Company is able to expand our Board of Directors to include one or more independent directors, the Company intends to establish an Audit Committee of our Board of Directors. It is our intention that one or more of these independent directors will also qualify as an audit committee financial expert. Our securities are not quoted on an exchange that has requirements that a majority of our Board members be independent and the Company is not currently otherwise subject to any law, rule or regulation requiring that all or any portion of our Board of Directors include “independent” directors, nor are we required to establish or maintain an Audit Committee or other committee of our Board of Directors.

**WE DO NOT HAVE ANY INDEPENDENT DIRECTORS AND THE COMPANY HAS NOT VOLUNTARILY IMPLEMENTED VARIOUS CORPORATE GOVERNANCE MEASURES, IN THE ABSENCE OF WHICH, STOCKHOLDERS MAY HAVE MORE LIMITED PROTECTIONS AGAINST INTERESTED DIRECTOR TRANSACTIONS, CONFLICTS OF INTEREST AND SIMILAR MATTERS.**

**CODE OF BUSINESS CONDUCT AND ETHICS**

We have adopted a code of ethics meeting the requirements of Section 406 of the Sarbanes-Oxley Act of 2002. We believe our code of ethics is reasonably designed to deter wrong doing and promote honest and ethical conduct; provide full, fair, accurate, timely and understandable disclosure in public reports; comply with applicable laws; ensure prompt internal reporting of violations; and provide accountability for adherence to the provisions of the code of ethic.

**ITEM 11. EXECUTIVE COMPENSATION**

Ms. Morrissey is paid \$10,000 per month for her services to the Company. She does not have a written employment agreement with the Company.

The table below summarizes all compensation awarded to, earned by, or paid to our named executive officer for all services rendered in all capacities to us for the fiscal year ended January 31, 2013 and 2012.

**SUMMARY COMPENSATION TABLE**

| <b>Name and Principal Position</b>                                    | <b>Fiscal Year</b> | <b>Salary (\$)</b> | <b>Bonus (\$)</b> | <b>Stock Awards (\$)</b> | <b>Option Awards (\$)</b> | <b>Non-Equity Incentive Plan Compensation (\$)</b> | <b>Nonqualified Deferred Compensation (\$)</b> | <b>All Other Compensation (\$)</b> | <b>Total (\$)</b> |
|-----------------------------------------------------------------------|--------------------|--------------------|-------------------|--------------------------|---------------------------|----------------------------------------------------|------------------------------------------------|------------------------------------|-------------------|
| Cindy Morrissey, President, CEO, Chairman of the Board                | 2013               | 62,500             | —                 | —                        | —                         | —                                                  | —                                              | —                                  | —\$ 62,500        |
|                                                                       | 2012               | 30,000             | —                 | —                        | —                         | —                                                  | —                                              | —                                  | —\$ 30,000        |
|                                                                       | 2011               | —                  | —                 | —                        | —                         | —                                                  | —                                              | —                                  | — \$ —            |
| Michael Shane Henderson, Former President, CEO, Chairman of the Board | 2013               | 56,385             | —                 | —                        | —                         | —                                                  | —                                              | —                                  | —\$ 56,385        |
|                                                                       | 2012               | —                  | —                 | —                        | —                         | —                                                  | —                                              | —                                  | \$ —              |
|                                                                       | 2011               | —                  | —                 | —                        | —                         | —                                                  | —                                              | —                                  | \$ —              |

|                                                                            |      |   |   |   |   |   |   |   |    |   |
|----------------------------------------------------------------------------|------|---|---|---|---|---|---|---|----|---|
| Sarah Keck,<br>Former<br>President,<br>CEO,<br>Chairman<br>of the<br>Board | 2013 | — | — | — | — | — | — | — | \$ | — |
|                                                                            | 2012 | — | — | — | — | — | — | — | —  | — |
|                                                                            | 2011 | — | — | — | — | — | — | — | \$ | — |
|                                                                            |      | — | — | — | — | — | — | — | \$ | — |

OUTSTANDING EQUITY AWARDS AT JANUARY 31, 2013

| Name                    | Option Awards                                                       |                                                                       |                                                                                       |                            |                        | Stock Awards                                       |                                                 |                                                                                         |                                                                                                         |  |
|-------------------------|---------------------------------------------------------------------|-----------------------------------------------------------------------|---------------------------------------------------------------------------------------|----------------------------|------------------------|----------------------------------------------------|-------------------------------------------------|-----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|--|
|                         | Number of Securities Underlying Unexercised Options (#) Exercisable | Number of Securities Underlying Unexercised Options (#) Unexercisable | Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#) | Option Exercise Price (\$) | Option Expiration Date | Number of Shares of Stock That Have Not Vested (#) | Market Value of Stock That Have Not Vested (\$) | Equity Incentive Plan Awards: Number of Shares or Other Rights That Have Not Vested (#) | Equity Incentive Plan Awards: Market Value of Unearned Shares or Other Rights That Have Not Vested (\$) |  |
| Cindy Morrissey         | 0                                                                   | 0                                                                     | 0                                                                                     | 0                          | 0                      | 0                                                  | 0                                               | 0                                                                                       | 0                                                                                                       |  |
| Michael Shane Henderson | 0                                                                   | 0                                                                     | 0                                                                                     | 0                          | 0                      | 0                                                  | 0                                               | 0                                                                                       | 0                                                                                                       |  |
| Sarah Keck              | 0                                                                   | 0                                                                     | 0                                                                                     | 0                          | 0                      | 0                                                  | 0                                               | 0                                                                                       | 0                                                                                                       |  |

**DIRECTOR COMPENSATION**

Directors receive no compensation for serving on the Board. We have no non-employee directors.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

We do not currently have a stock option plan in favor of any director, officer, consultant or employee of our company. No individual grants of stock options, whether or not in tandem with stock appreciation rights known as SARs or freestanding SARs have been made to our sole director and officer since our inception; accordingly, no stock options have been granted or exercised by our sole director and officer since we were founded.

The following table sets forth certain information as of March 29, 2013, with respect to the beneficial ownership of our common stock by each beneficial owner of more than 5% of the outstanding shares of common stock of the Company, each director, each executive officer named in the “Summary Compensation Table” and all executive officers and directors of the Company as a group, and sets forth the number of shares of common stock owned by each such person and group. Unless otherwise indicated, the owners have sole voting and investment power with respect to their respective shares.

| <b>Name of Beneficial Owner</b>                                                      | <b>Number of<br/>Shares<br/>Beneficially<br/>Owned</b> | <b>Percentage<br/>of<br/>Outstanding<br/>Common<br/>Stock<br/>Owned</b> |
|--------------------------------------------------------------------------------------|--------------------------------------------------------|-------------------------------------------------------------------------|
| Boxcar Transportation Corp.<br>65 East Street<br>House No. 35<br>Panama City, Panama | 4,349,500                                              | 66.7%                                                                   |
| Rosentax Investments SP z o. o.<br>Al. Jerozolimskie 56C<br>Warsaw 00-803<br>Poland  | 450,000                                                | 6.9%                                                                    |
| Cindy Morrissey                                                                      | —                                                      | —%                                                                      |
| All directors and executive officers as a group (1 person)                           | —                                                      | —%                                                                      |

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

None

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

Audit Fees

During the fiscal year ended January 31, 2013, we were billed by our accountants, Peter Messineo, CPA, approximately \$4,150 for audit and review fees.

Tax Fees

During the year ended January 31, 2013, we were billed by our accountants, Peter Messineo, CPA, approximately \$0 for tax work.

All Other Fees

During the year ended January 31, 2013, we were billed by our accountants, Peter Messineo, CPA, approximately \$0 for other work.

Board of Directors Pre-Approval Process, Policies and Procedures

Our principal auditors have performed their audit procedures in accordance with pre-approved policies and procedures established by our Board of Directors. Our principal auditors have informed our Board of Directors of the scope and nature of each service provided. With respect to the provisions of services other than audit, review, or attest services, our principal accountants brought such services to the attention of our Board of Directors prior to commencing such services.

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

**Regulation**

| <b>Number</b> | <b>Exhibit</b>                                                                                                                                                                    |
|---------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3.1           | Articles of Incorporation (1)                                                                                                                                                     |
| 3.2           | Bylaws (1)                                                                                                                                                                        |
| 31.1          | Rule 13a-14(a) Certification of Chief Executive Officer (2)                                                                                                                       |
| 32.1          | Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 of Chief Executive Officer and Chief Financial Officer (2) |
| 101           | XBRL Interactive Data (2) (3)                                                                                                                                                     |

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(1) Incorporated by reference to our Form S-1 filed with the Securities and Exchange Commission on November 3, 2010.

(2) Filed or furnished herewith.

(3) To be submitted by amendment.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NEUTRA CORP.

Dated: May 1, 2013

By:

/s/ Cindy Morrissey

Cindy Morrissey  
President, Chief Executive Officer,  
Chief Financial Officer, Principal  
Accounting Officer, Secretary, Treasurer,  
Director

