UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 1-A

REGULATION A OFFERING STATEMENT
UNDER THE SECURITIES ACT OF 1933

TITAN GLOBAL ENTERTAINMENT, INC.
A Colorado Corporation

11077 Biscayne Blvd.
Suite #200
Miami, Florida 33161
Phone: (305) 893-2007
Fax: (305) 893-0059
www.ecomm3.com

James B. Pugh
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Miami, Florida 33161
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Copy To:

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Miami Beach, Florida 33139
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3652, 8741	**111111111**
(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

PART I – NOTIFICATIONS

Item 1 – Significant Parties

a. Directors

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James B. Pugh
Chairman & Chief Executive Officer -Titan Global Entertainment, Inc.
Chairman – eComm 3 Media, Inc. Wholly owned Subsidiary
4776 San Carlo Court
Naples, Florida 34109

Michael Manocchio
Chief Executive Officer/Secretary/Director
eGo Music Business Unit

b. Officers

James B. Pugh
Chairman & Chief Executive Officer -Titan Global Entertainment, Inc.
Chairman – eComm 3 Media, Inc. Wholly owned Subsidiary
4776 San Carlo Court
Naples, Florida 34109

Michael Manocchio
Chief Executive Officer/Secretary/Director
eGo Music Business Unit

Laurence Norjean
Chief Executive Officer
eGo Media Business Unit

c. Record Owners of 5 percent or more of any class of the issuer's equity securities

ATN Enterprises, Inc.
Chris Roundtree
James B. Pugh
Michael Manocchio
MWC Group, LLC
Omnia, LLC
Parker Anderson Investments, LLC
Prelinda, LLC

d. Beneficial Owners of 5 percent or more of any class of the issuer's equity securities

James B. Pugh
4776 San Carlo Court
Naples, Florida 34109

Michael Manocchio

e. Promoters of the Issuer

JPC Capital Partners
3440 Preston Ridge Road
Suite 600
Alpharetta, GA 30005
Phone: (770) 521-1330
Fax: (770) 521-0259

f. Affiliates of the Issuer

James B. Pugh
4776 San Carlo Court
Naples, Florida 34109

Michael Manocchio

ATN Enterprises, Inc.

g. Counsel to the issuer with respect to the proposed offering

Stephen J. Czarnik
Cohen & Czarnik LLP
140 Broadway, 36th Floor
New York, New York 10005
Phone: (212) 232-8323
Fax: (212) 937-3870

ITEM 2 - Application of Rule 262

None of the persons identified in Item 1 are subject to any of the disqualification provisions set forth in Rule 262.

ITEM 3 - Affiliate Sales

No part of the proposed offering involves the resale of securities by affiliates of the issuer.

ITEM 4 - Jurisdictions in Which Securities Are to be Offered

a. There will be no sales of the proposed offering by underwriters, dealers or salespersons.

b. Titan Global Entertainment, Inc. (the "Company") proposes to offer and sell XXX shares of its common stock to persons who reside in those states that allow the sell of Regulation A securities. Each share will be sold at a public offering price of $0.00. A minimum of 5,000 shares is required. The method by which these securities are to be offered is by the officers, directors and affiliates of the Company without extra compensation.

ITEM 5 - Unregistered Securities Issued or Sold Within One Year

From May 29, 2006 to May 29, 2007 Titan Global Entertainment, Inc., issuer, issued 3,900,000,000 of its $0.0001 par value common shares.

1. 1,500,000,000 144 shares were issued as payment for salary to Jim Pugh in the amount of $150,000.
2. 1,500,000,000 144 shares were issued as payment for salary to Michael Manocchio in the amount of $150,000.
3. 1,500,000,000 144 shares were issued to convert debt owed to ATN Enterprises, Inc.
4. 2,000,000 144 shares were issued in payment per contract for service to BlueSun Media, LLC.
5. 5,338,000,000 free trading shares were issued to investors in the states of Minnesota and Texas pursuant to a Regulation D 504 offering for $1,000,000. The names and identities of the persons to whom these shares wee issued to are as follows:
    a. Bankers Investment Group, Inc.
    b. Chris Roundtree
    c. Don Brooks
    d. Mazuma Corporation
    e. MWC Group, LLC
    f. Netstamp, Inc.
    g. Omnia, LLC
    h. Parker Anderson Investments, LLC
    i. Prelinda, LLC
    j. Shana Roundtree
    k. The Stone Financial Group
    l. TJ Management, LLC

There were no securities of the issuer or any of its predecessors or affiliated issuers which were sold within one year prior to the filing of this Form 1-A by or for the account of any person who at the time was a director, officer, promoter or principal security holder of the issuer of such securities, or was an underwriter of any securities of such issuer.

A reverse of _____ to 1 was filed with NASDAQ on June __, 2007 effective June __, 2007.

ITEM 6 - Other Present or Proposed Offerings

The Company has recently completed a Regulation D 504 offering as described in Item 5. Other than this offering the Company nor any of its affiliates is currently offering or contemplating the offering of any securities in addition to those covered by this Form 1-A.

ITEM 7 - Marketing Arrangements

There are no arrangements known to the issuer or to any person named in response to Item 1 above or to any selling security holder in the offering covered by this Form 1-A for any of the following purposes:

1. To limit or restrict the sale of other securities of the same class as those to be offered for the period of distribution;
2. To stabilize the market for any of the securities to be offered;
3. For withholding commissions, or otherwise to hold each underwriter or dealer responsible for the distribution of its participation.

The issuer has no knowledge of or is in current discussions with any underwriter that intends to confirm sales to any accounts over which it exercises discretionary authority.

ITEM 8 - Relationship with Issuer of Experts Named in Offering Statement

No expert is being used in the offering statement.

ITEM 9 - Use of a Solicitation of Interest Document

The issue did not use a publication authorized by Rule 254 was used prior to the filing of this notification.

PRELIMINARY OFFERING CIRCULAR

TITAN GLOBAL ENTERTAINMENT, INC.

A Colorado Corporation
11077 Biscayne Blvd., Suite #200, Miami, Florida 33161
Phone: (305) 893-2007 Fax: (305) 893-0059
www.ecomm3.com

XXXXXXXXX SHARES OF COMMON STOCK $0.00 EACH
XXXXX Shares – Minimum Investment $0.00

Titan Global Entertainment, Inc. ("Company") is hereby offering for sale up to XXXXXXXXXX Shares of Common Stock, $0.001 par value ("Shares"). The price is $0.00 per share with a minimum purchase of XXXXX shares for $0.00. The offering is available to accredited investors only as that term is defined under the Securities Act of 1933, as amended. (the "Securities Act").

These securities are offered pursuant to an exemption from registration with the United States Securities and Exchange Commission (the "Commission") contained in sections 3(b) and 4(2) of the Securities Act of 1933 and Regulation A promulgated there under. No registration statement or application to register these securities has been or will be filed with the Commission or any state securities commission. These securities are subject to restrictions of transferability and resale and may not be transferred or resold except as permitted under the Securities Act of 1933, as amended, and the applicable state securities laws, pursuant to the registration or exemption there from. Investors should be aware that they may be required to bear the financial risk of this investment.

THE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE U.S. SECURITIES AND EXCHANGE COMMISSION DOES NOT PASS UPON THE MERITS OF ANY SECURITIES OFFERED OR THE TERMS OF THE OFFERING, NOR DOES IT PASS UPON THE ACCURACY OR COMPLETENESS OF ANY OFFERING CIRCULAR OR SELLING LITERATURE. THESE SECURITIES ARE OFFERED UNDER AN EXEMPTION FROM REGISTRATION; HOWEVER, THE COMMISSION HAS NOT MADE AN INDEPENDENT DETERMINATION THAT THESE SECURITIES ARE EXEMPT FROM REGISTRATION.

THESE ARE SPECULATIVE SECURITIES.

	Offering Price	Commissions & Expenses	Proceeds to the Company
Price Per Unit	$0.00	$0.00	$0.00
Total Offering	$5,000,000	$500,000	$4,500,000

(1) The Shares will be sold on a "best efforts" basis regarding the Offering. The Offering is being made by and through the officers of the Company and may be offered through other persons including brokerage firms who are members of the National Association of Security Dealers, Inc. ("NASD"), where such persons may lawfully offer such Shares. Such other persons effecting sales of Shares will be entitled to receive a placement fee of up to 10%.

(2) Before deducting organization and offering expenses. The expenses of this offering are estimated, as of the date of this Memorandum, to be approximately $20,000 which will be paid from the Offering proceeds.

The Offering, unless extended, will be terminated on December 31, 2007. The Company may extend the Offering untilMay 31, 2008 without notice to subscribers. The Company accept or reject this subscriptions obtained in the Offering in whole or in part for any reason. Except as required by certain state's securities laws, subscriptions which are accepted by the Company may not be withdrawn by any subscriber. See *"Terms Of The Offering."*

THE SHARES ARE BEING OFFERED FOR SALE TO ACCREDITED INVESTORS ONLY, SUBJECT TO THE COMPANY'S RIGHT TO REJECT SUBSCRIPTIONS IN WHOLE OR IN PART. THE MINIMUM SUBSCRIPTION IS XXXXX SHARES ($0.00) UNLESS OTHERWISE APPROVED BY THE COMPANY. SEE "SUITABILITY STANDARDS". THE SECURITIES OFFERED HEREBY WILL BE SOLD SUBJECT TO THE PROVISIONS OF A SUBSCRIPTION AGREEMENT (THE "SUBSCRIPTION AGREEMENT") CONTAINING CERTAIN REPRESENTATIONS, WARRANTIES, TERMS, AND CONDITIONS. ANY INVESTMENT IN THE SECURITIES OFFERED HEREBY SHOULD BE MADE ONLY AFTER A COMPLETE AND THOROUGH REVIEW OF THE PROVISIONS OF THE SUBSCRIPTION AGREEMENT.

ALL PURCHASERS MUST CONTINUE TO BEAR THE ECONOMIC RISK OF THE INVESTMENT IN THE SHARES FOR AN INDEFINITE PERIOD OF TIME. THE SHARES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT AND MAY NOT BE SOLD OR TRANSFERRED IN THE ABSENCE OF REGISTRATION OR AN OPINION OF COUNSEL THAT SUCH REGISTRATION IS NOT REQUIRED.

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER OR SOLICITATION IN ANY JURISDICTION IN WHICH SUCH AN OFFER OR SOLICITATION WOULD BE UNLAWFUL. IN ADDITION, THIS MEMORANDUM CONSTITUTES AN OFFER ONLY TO THE PERSON WHOSE NAME APPEARS IN THE SPACE MARKED "RECIPIENT" ON THE COVER PAGE. PROSPECTIVE INVESTORS SHOULD NOT CONSTRUE THE CONTENTS OF THIS MEMORANDUM, OR ANY PRIOR OR SUBSEQUENT COMMUNICATIONS FROM THE COMPANY OR ANY OF ITS AGENTS, OFFICERS OR REPRESENTATIVES, AS LEGAL OR TAX ADVICE; EACH OFFEREE SHOULD CONSULT HIS OWN ADVISORS AS TO LEGAL, TAX, AND RELATED MATTERS CONCERNING AN INVESTMENT IN THE COMPANY.

THE COMPANY WILL MAKE AVAILABLE TO ANY PROSPECTIVE INVESTOR, PRIOR TO THE CLOSING, THE OPPORTUNITY TO ASK QUESTIONS OF AND RECEIVE ANSWERS FROM THE COMPANY OR PERSONS ACTING ON BEHALF OF THE COMPANY CONCERNING THE TERMS AND CONDITIONS OF THE OFFERING, THE BUSINESS AND OPERATIONS OF THE COMPANY, AND TO OBTAIN ANY ADDITIONAL INFORMATION TO THE EXTENT THE COMPANY POSSESSES SUCH INFORMATION.

THIS MEMORANDUM AND ATTACHMENTS CONTAIN SUMMARIES, BELIEVED BY THE COMPANY TO BE ACCURATE, OF CERTAIN AGREEMENTS AND OTHER DOCUMENTS WHICH ARE IDENTIFIED UNDER "ADDITIONAL INFORMATION". ALL SUCH SUMMARIES ARE QUALIFIED IN THEIR ENTIRETY BY REFERENCE TO SUCH AGREEMENTS OR DOCUMENTS REFERRED TO HEREIN, WHICH DOCUMENTS WILL BE AVAILABLE TO PROSPECTIVE INVESTORS. THIS MEMORANDUM DOES NOT PURPORT TO BE ALL-INCLUSIVE OR CONTAIN ALL OF THE INFORMATION, WHICH A PROSPECTIVE INVESTOR MAY DESIRE. THE DELIVERY OF THIS MEMORANDUM AT ANY TIME DOES NOT IMPLY THAT INFORMATION HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO ITS DATE. INQUIRIES REGARDING THIS MEMORANDUM SHOULD BE DIRECTED TO THE COMPANY, TITAN GLOBAL ENTERTAINMENT, INC., OFFICES ARE LOCATED AT: 11077 BISCAYNE BOULEVARD SUITE 200, MIAMI, FLORIDA 33161. THE TELEPHONE NUMBER IS (305) 893-2007. E-MAIL: IR@ECOMM3.COM

EACH PERSON RECEIVING THIS MEMORANDUM ACKNOWLEDGES THAT (i) SUCH PERSON HAS BEEN AFFORDED AN OPPORTUNITY TO REQUEST FROM THE COMPANY AND TO REVIEW, AND HAS RECEIVED, ALL ADDITIONAL INFORMATION CONSIDERED BY IT TO BE NECESSARY TO VERIFY THE ACCURACY AND COMPLETENESS OF THE INFORMATION INCLUDED OR INCORPORATED BY REFERENCE HEREIN, AND (ii) EXCEPT AS PROVIDED PURSUANT TO (i) ABOVE, NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION CONCERNING THE SHARES OFFERED HEREBY OTHER THAN THOSE CONTAINED HEREIN AND, IF GIVEN OR MADE, SUCH OTHER INFORMATION OR REPRESENTATION SHOULD NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY.

THE COMPANY IS NOT CURRENTLY SUBJECT TO GIVE ANY INFORMATIONAL REQUIREMENTS OF HE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED (THE “SECURITIES ACT”); HOWEVER, UPON COMPLETION OF THIS OFFERING, THE COMPANY MAY ELECT, OR MAY BE REQUIRED TO REGISTER UNDER THE EXCHANGE ACT AND FILE ANNUAL AND QUARTERLY REPORTS. THE COMPANY DOES NOT EXPECT THAT A PUBLIC TRADING MARKET FOR THE SECURITIES OFFERED HEREBY, AND THERE IS NO ASSURANCE THAT ONE WILL EVER DEVELOP. FURTHERMORE, THE TRANSFERABILITY OF THESE SECURITIES IS SEVERELY RESTRICTED BY APPLICABLE SECURITIES LAWS. (SEE "RISK FACTORS")

THE OFFEREE, BY ACCEPTING DELIVERY OF THIS MEMORANDUM, AGREES TO RETURN IT AND ALL ENCLOSED DOCUMENTS TO THE COMPANY, IF THE OFFEREE DOES NOT SUBSCRIBE FOR SHARES WITHIN THE TIME PERIOD STATED BELOW.

NOTICES TO PROSPECTIVE INVESTORS

THE INFORMATION CONTAINED IN THIS OFFERING MEMORANDUM IS CONFIDENTIAL AND PROPRIETARY TO THE COMPANY AND IS BEING SUBMITTED TO PROSPECTIVE INVESTORS IN THE COMPANY SOLELY FOR SUCH INVESTORS' CONFIDENTIAL USE WITH THE EXPRESS UNDERSTANDING THAT, WITHOUT THE PRIOR WRITTEN PERMISSION OF THE COMPANY, SUCH PERSONS WILL NOT RELEASE THIS DOCUMENT OR DISCUSS THE INFORMATION CONTAINED HEREIN OR MAKE REPRODUCTIONS OF OR USE THIS OFFERING MEMORANDUM FOR ANY PURPOSE OTHER THAN EVALUATING A POTENTIAL INVESTMENT IN THE SHARES.

A PROSPECTIVE INVESTOR, BY ACCEPTING DELIVERY OF THIS OFFERING MEMORANDUM, AGREES PROMPTLY TO RETURN TO THE COMPANY THIS OFFERING MEMORANDUM AND ANY OTHER DOCUMENTS OR INFORMATION FURNISHED IF THE PROSPECTIVE INVESTOR ELECTS NOT TO PURCHASE ANY OF THE SHARES OFFERED HEREBY.

THE INFORMATION PRESENTED HEREIN WAS PREPARED BY THE COMPANY AND IS BEING FURNISHED BY THE COMPANY SOLELY FOR USE BY PROSPECTIVE INVESTORS IN CONNECTION WITH THE OFFERING. NOTHING CONTAINED HEREIN IS, OR SHOULD BE RELIED ON AS, A PROMISE OR REPRESENTATION AS TO THE FUTURE PERFORMANCE OF THE COMPANY.

THIS OFFERING MEMORANDUM DOES NOT PURPORT TO BE ALL-INCLUSIVE OR TO CONTAIN ALL THE INFORMATION THAT A PROSPECTIVE INVESTOR MAY DESIRE IN INVESTIGATING THE COMPANY. EACH INVESTOR MUST CONDUCT AND RELY ON ITS OWN EVALUATION OF THE COMPANY AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED, IN MAKING AN INVESTMENT DECISION WITH RESPECT TO THE SHARES. SEE "RISK FACTORS" FOR A DISCUSSION OF CERTAIN FACTORS THAT SHOULD BE CONSIDERED IN CONNECTION WITH THE PURCHASE OF SHARES.

THIS OFFERING MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY THE SHARES IN ANY JURISDICTION WHERE, OR TO ANY PERSON TO WHOM, IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION IN SUCH JURISDICTION. EXCEPT AS OTHERWISE INDICATED, THIS OFFERING MEMORANDUM SPEAKS AS OF THE DATE HEREOF.

FOR RESIDENTS OF ALL STATES:

THE SHARES OFFERED HEREBY ARE OFFERED HEREBY PURSUANT TO REGULATION A AND HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE AND ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND SUCH LAWS. THE SHARES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT AND SUCH LAWS PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. THE SHARES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION OR OTHER REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING OR THE ACCURACY OR ADEQUACY OF THIS OFFERING MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

THIS OFFERING MEMORANDUM IS SUBMITTED IN CONNECTION WITH THE OFFERING OF THE SHARES AND MAY NOT BE REPRODUCED OR USED FOR ANY OTHER PURPOSE. BY ACCEPTING DELIVERY OF THIS OFFERING MEMORANDUM, EACH RECIPIENT AGREES TO RETURN THIS OFFERING MEMORANDUM AND ALL OTHER DOCUMENTS, IF THE RECIPIENT DOES NOT AGREE TO PURCHASE ANY OF THE SHARES, TO THE COMPANY AT ITS ADDRESS LISTED ON THE COVER OF THE OFFERING MEMORANDUM.

PROSPECTIVE INVESTORS ARE NOT TO CONSTRUE THE CONTENTS OF THIS CONFIDENTIAL OFFERING MEMORANDUM OR ANY PRIOR OR SUBSEQUENT COMMUNICATIONS AS LEGAL, TAX OR INVESTMENT ADVICE. EACH INVESTOR SHOULD CONSULT HIS OWN COUNSEL, ACCOUNTANT OR BUSINESS ADVISOR AS TO LEGAL, TAX AND RELATED MATTERS COVERING HIS INVESTMENT.

THE SHARES ARE OFFERED SUBJECT TO THE ACCEPTANCE BY THE COMPANY OF OFFERS BY PROSPECTIVE INVESTORS, ALLOCATION OF SHARES BY THE COMPANY AND OTHER CONDITIONS SET FORTH HEREIN. THE COMPANY MAY REJECT ANY OFFER IN WHOLE OR IN PART AND NEED NOT ACCEPT OFFERS IN THE ORDER RECEIVED.

THIS CONFIDENTIAL OFFERING MEMORANDUM DOES NOT CONTAIN AN UNTRUE STATEMENT OF A MATERIAL FACT OR OMIT TO STATE A MATERIAL FACT NECESSARY TO MAKE THE STATEMENTS MADE IN LIGHT OF THE CIRCUMSTANCES UNDER WHICH THEY WERE MADE, NOT MISLEADING. IT CONTAINS A FAIR SUMMARY OF THE MATERIAL TERMS AND DOCUMENTS PURPORTED TO BE SUMMARIZED HEREIN.

THE SUBSCRIPTION PRICE FOR THE SHARES IS PAYABLE IN FULL UPON SUBSCRIPTION. THE OFFERING PRICE WAS DETERMINED ARBITRARILY BY THE COMPANY AND BEARS NO RELATIONSHIP TO ASSETS, EARNINGS, BOOK VALUE OR ANY OTHER CRITERIA OF VALUE. NO REPRESENTATION IS MADE THAT THE SHARES HAVE A MARKET VALUE OF, OR COULD BE RESOLD AT, THAT PRICE (SEE "RISK FACTORS;" "DILUTION;" AND "USE OF PROCEEDS.”)

THE SHARES WILL BE OFFERED BY THE COMPANY ON A BEST EFFORTS BASIS TO INVESTORS. A COMMISSION EQUIVALENT TO TEN PERCENT (13%) WILL BE PAID TO BROKERS WHO ARE MEMBERS OF THE NATIONAL ASSOCIATION OF SECURITIES DEALERS (NASD) AND WHO ASSIST THE COMPANY IN RAISING FUNDS FOR THIS OFFERING. NO COMMISSION WILL BE PAID TO ANY OFFICER OR EMPLOYEE OF THE COMPANY IN CONNECTION WITH THIS OFFERING. THE COMPANY WILL ABSORB ALL MARKETING EXPENSES ASSOCIATED WITH THIS OFFERING (SEE "USE OF PROCEEDS").

THE COMPANY HAS AGREED TO PROVIDE, PRIOR TO THE CONSUMMATION OF THE TRANSACTIONS CONTEMPLATED HEREIN, TO EACH POTENTIAL PURCHASER OF SECURITIES (OR HIS REPRESENTATIVES OR BOTH) THE OPPORTUNITY TO ASK QUESTIONS OF, AND RECEIVE ANSWERS FROM, THE COMPANY OR ANY PERSON ACTING ON ITS BEHALF CONCERNING THE TERMS AND CONDITIONS OF THIS OFFERING AND TO OBTAIN ANY ADDITIONAL INFORMATION, TO THE EXTENT THEY POSSESS SUCH INFORMATION OR CAN ACQUIRE IT WITHOUT UNREASONABLE EFFORT OR EXPENSE, NECESSARY TO VERIFY THE ACCURACY OF THE INFORMATION SET FORTH HEREIN.

THIS OFFERING MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO ANY PERSON WHO IS NOT PROVIDED A COPY OF THIS OFFERING BY THE COMPANY. REPRODUCTION OF THIS OFFERING MEMORANDUM IS STRICTLY PROHIBITED.

ANY UNSOLD SHARES MAY BE PURCHASED BY THE COMPANY OR ITS AFFILIATES ON THE SAME TERMS AS SHARES PURCHASED BY OTHER INVESTORS.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE COMMISSIONER OF ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE SECURITIES ARE OFFERED BY THE COMPANY SUBJECT TO PRIOR SALE, ACCEPTANCE OR AN OFFER TO PURCHASE, WITHDRAWAL, CANCELLATION OR MODIFICATION OF THE OFFER, WITHOUT NOTICE. THE COMPANY RESERVES THE RIGHT TO REJECT ANY ORDER, IN WHOLE OR IN PART, FOR THE PURCHASE OF ANY OF THE SECURITIES OFFERED HEREBY.

NOTICE TO ALABAMA RESIDENTS

THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE ALABAMA SECURITIES ACT. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE ALABAMA SECURITIES COMMISSION. THE COMMISSION DOES NOT RECOMMEND OR ENDORSE THE PURCHASE OF ANY SECURITIES, NOR DOES IT PASS UPON THE ACCURACY OR

COMPLETENESS OF THIS OFFERING MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

NOTICE TO ALASKA RESIDENTS

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE ALASKA SECURITIES ACT AND MAY NOT BE SOLD WITHOUT REGISTRATION UNDER THAT ACT OR EXEMPTION THEREFROM.

NOTICE TO ARIZONA RESIDENTS

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE ARIZONA SECURITIES ACT AND ARE BEING SOLD IN RELIANCE UPON THE EXEMPTION CONTAINED IN SECTION 44-1844(1) OF SUCH ACT. THESE SECURITIES MAY NOT BE SOLD WITHOUT REGISTRATION UNDER SUCH ACT OR EXEMPTION THEREFROM.

NOTICE TO ARKANSAS RESIDENTS

THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER SECTION 14(b)(14) OF THE ARKANSAS SECURITIES ACT AND SECTION 4(2) OF THE SECURITIES ACT OF 1933. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE ARKANSAS SECURITIES DEPARTMENT OR WITH THE SECURITIES AND EXCHANGE COMMISSION. NEITHER THE DEPARTMENT NOR THE COMMISSION HAS PASSED UPON THE VALUE OF THESE SECURITIES, MADE ANY RECOMMENDATIONS AS TO THEIR PURCHASE; APPROVED OR DISAPPROVED THE OFFERING, OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS OFFERING MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

NOTICE TO CALIFORNIA RESIDENTS

IF THE COMPANY ELECTS TO SELL SHARES IN THE STATE OF CALIFORNIA, IT IS UNLAWFUL TO CONSUMMATE A SALE OR TRANSFER OF THE SHARES, OR OTHER INTEREST THEREIN, OR TO RECEIVE ANY CONSIDERATION THEREFORE WITHOUT THE PRIOR WRITTEN CONSENT OF THE COMMISSIONER OF CORPORATIONS OF THE STATE OF CALIFORNIA, EXCEPT AS PERMITTED IN THE COMMISSIONER'S RULES.

NOTICE TO CONNECTICUT RESIDENTS

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE CONNECTICUT SECURITIES ACT AND MAY NOT BE SOLD OR TRANSFERRED WITHOUT REGISTRATION OR EXEMPTION THEREFROM.

NOTICE TO DELAWARE RESIDENTS

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE DELAWARE SECURITIES ACT AND MAY NOT BE SOLD OR TRANSFERRED WITHOUT REGISTRATION OR EXEMPTION THEREFROM.

NOTICE TO FLORIDA RESIDENTS

THE SHARES REFERRED TO HEREIN WILL BE SOLD TO, AND ACQUIRED BY, THE HOLDER IN A TRANSACTION EXEMPT UNDER SECTION 517.061 OF THE FLORIDA SECURITIES ACT. THE SHARES HAVE NOT BEEN REGISTERED UNDER SAID ACT IN THE STATE OF FLORIDA. IN ADDITION, ALL FLORIDA RESIDENTS SHALL HAVE THE PRIVILEGE OF VOIDING THE PURCHASE WITHIN THREE (3) DAYS AFTER THE FIRST TENDER OF CONSIDERATION IS MADE BY SUCH PURCHASER TO THE ISSUER, AN AGENT OF THE ISSUER, OR AN ESCROW AGENT OR WITHIN THREE (3) DAYS AFTER THE AVAILABILITY OF THAT PRIVILEGE IS COMMUNICATED TO SUCH PURCHASER, WHICHEVER OCCURS LATER.

NOTICE TO GEORGIA RESIDENTS

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE GEORGIA SECURITIES ACT OF 1973, AS AMENDED, IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION SET FORTH IN SECTION 9(m) OF SUCH ACT AND THE SECURITIES CANNOT BE SOLD OR TRANSFERRED EXCEPT IN A TRANSACTION WHICH IS EXEMPT UNDER SUCH ACT OR PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER SUCH ACT OR IN A TRANSACTION WHICH IS OTHERWISE IN COMPLIANCE WITH SAID ACT.

NOTICE TO IDAHO RESIDENTS

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE IDAHO SECURITIES ACT AND MAY NOT BE SOLD OR TRANSFERRED WITHOUT REGISTRATION OR EXEMPTION THEREFROM.

NOTICE TO INDIANA RESIDENTS

EACH INVESTOR PURCHASING SHARES MUST WARRANT THAT HE HAS EITHER (i) A NET WORTH (EXCLUSIVE OF HOME, HOME FURNISHINGS AND AUTOMOBILES) EQUAL TO AT LEAST THREE (3) TIMES THE AMOUNT OF HIS INVESTMENT BUT IN NO EVENT LESS THAN SEVENTY FIVE THOUSAND ($75,000) DOLLARS OR (ii) A NET WORTH (EXCLUSIVE OF HOME, HOME FURNISHINGS AND AUTOMOBILES OF TWO (2) TIMES HIS INVESTMENT BUT IN NO EVENT LESS THAN THIRTY THOUSAND ($30,000) DOLLARS AND A GROSS INCOME OF THIRTY THOUSAND ($30,000) DOLLARS.

NOTICE TO IOWA RESIDENTS

IOWA RESIDENTS MUST HAVE EITHER; (i) A NET WORTH OF AT LEAST FORTY THOUSAND ($40,000) DOLLARS (EXCLUDING HOME, HOME FURNISHINGS AND AUTOMOBILES) AND A MINIMUM ANNUAL GROSS INCOME OF FORTY THOUSAND ($40,000) DOLLARS, OR (ii) A NET WORTH OF AT LEAST ONE HUNDRED TWENTY FIVE THOUSAND ($125,000) DOLLARS AS COMPUTED ABOVE.

NOTICE TO KANSAS RESIDENTS

AN INVESTMENT BY A NON-ACCREDITED INVESTOR SHALL NOT EXCEED TWENTY PERCENT (20%) OF THE INVESTOR'S NET WORTH EXCLUDING PRINCIPAL RESIDENCE, FURNISHINGS THEREIN AND PERSONAL AUTOMOBILES. NO INVESTOR WHO NOT AN ACCREDITED INVESTOR SHALL INVEST IN THIS OFFERING.

NOTICE TO KENTUCKY RESIDENTS

THESE SECURITIES REPRESENTED BY THIS CERTIFICATE (OR OTHER DOCUMENT), HAVE BEEN ISSUED PURSUANT TO A CLAIM OF EXEMPTION FROM THE REGISTRATION OR QUALIFICATION PROVISIONS OF FEDERAL AND STATE SECURITIES LAWS AND MAY NOT BE SOLD OR TRANSFERRED WITHOUT COMPLIANCE WITH THE REGISTRATION OR QUALIFICATION PROVISIONS OF APPLICABLE FEDERAL AND STATE SECURITIES LAWS OR APPLICABLE EXEMPTIONS THEREIN.

NOTICE TO MAINE RESIDENTS

THESE SECURITIES ARE BEING SOLD PURSUANT TO AN EXEMPTION FROM REGISTRATION WITH THE BANK SUPERINTENDENT OF THE STATE OF MAINE UNDER SECTION 10520(2)(R) OF TITLE 32 OF THE MAINE REVISED STATUTES. THESE SECURITIES MAY BE DEEMED RESTRICTED SECURITIES AND AS SUCH THE HOLDER MAY NOT BE ABLE TO RESELL THE SECURITIES UNLESS PURSUANT TO REGISTRATION UNDER STATE OR FEDERAL SECURITIES LAWS OR UNLESS AN EXEMPTION UNDER SUCH LAWS EXISTS.

NOTICE TO MARYLAND RESIDENTS

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE MARYLAND SECURITIES ACT IN RELIANCE UPON THE EXEMPTION FROM REGISTRATION SET FORTH IN SECTION 11-602(9) OF SUCH ACT. UNLESS THESE SECURITIES ARE REGISTERED, THEY MAY NOT BE REOFFERED FOR SALE OR RESOLD IN THE STATE OF MARYLAND, EXCEPT AS A SECURITY, OR IN A TRANSACTION EXEMPT UNDER SUCH ACT.

NOTICE TO MASSACHUSETTS RESIDENTS

MASSACHUSETTS RESIDENTS MUST HAVE HAD EITHER (i) A MINIMUM NET WORTH OF AT LEAST FIFTY THOUSAND ($50,000) DOLLARS [EXCLUDING HOME, HOME FURNISHINGS AND AUTOMOBILES] AND HAD DURING THE LAST YEAR, OR IT IS ESTIMATED THAT THE SUBSCRIBER WILL HAVE DURING THE CURRENT TAX YEAR, TAXABLE INCOME OF FIFTY THOUSAND ($50,000) DOLLARS, OR (ii) A NET WORTH OF AT LEAST ONE HUNDRED FIFTY THOUSAND ($150,000) DOLLARS [AS COMPUTED ABOVE].

NOTICE TO MICHIGAN RESIDENTS

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE MICHIGAN SECURITIES ACT AND MAY NOT BE SOLD OR TRANSFERRED WITHOUT REGISTRATION UNDER THAT ACT OR EXEMPTION THEREFROM.

THE COMPANY SHALL PROVIDE ALL MICHIGAN INVESTORS WITH A DETAILED WRITTEN STATEMENT OF THE APPLICATION OF THE PROCEEDS OF THE OFFERING WITHIN SIX (6) MONTHS AFTER COMMENCEMENT OF THE OFFERING OR UPON COMPLETION, WHICHEVER OCCURS FIRST, AND WITH ANNUAL CURRENT BALANCE SHEETS AND INCOME STATEMENTS THEREAFTER.

NOTICE TO MINNESOTA RESIDENTS

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER CHAPTER 80 OF THE MINNESOTA SECURITIES LAWS AND MAY NOT BE SOLD, TRANSFERRED OR OTHERWISE DISPOSED OF FOR VALUE EXCEPT PURSUANT TO REGISTRATION OR OPERATION OF LAW.

NOTICE TO MISSISSIPPI RESIDENTS

THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE MISSISSIPPI SECURITIES ACT. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE MISSISSIPPI SECRETARY OF STATE OR WITH THE SECURITIES AND EXCHANGE COMMISSION. NEITHER THE SECRETARY OF STATE NOR THE COMMISSION HAS PASSED UPON THE VALUE OF THESE SECURITIES, NOR HAS APPROVED OR DISAPPROVED THE OFFERING. THE SECRETARY OF STATE DOES NOT RECOMMEND THE PURCHASE OF THESE OR ANY OTHER SECURITIES.

THERE IS NO ESTABLISHED MARKET FOR THESE SECURITIES AND THERE MAY NOT BE ANY MARKET FOR THESE SECURITIES IN THE FUTURE. THE SUBSCRIPTION PRICE OF THESE SECURITIES HAS BEEN ARBITRARILY DETERMINED BY THE ISSUER AND IS NOT AN INDICATION OF THE ACTUAL VALUE OF THESE SECURITIES.

THE PURCHASER OF THESE SECURITIES MUST MEET CERTAIN SUITABILITY STANDARDS AND MUST BE ABLE TO BEAR THE ENTIRE LOSS OF HIS INVESTMENT. ADDITIONALLY, ALL PURCHASERS WHO ARE NOT ACCREDITED INVESTORS MUST HAVE A NET WORTH OF AT LEAST THIRTY THOUSAND ($30,000) DOLLARS AND INCOME OF THIRTY THOUSAND ($30,000) DOLLARS OR A NET WORTH OF SEVENTY FIVE THOUSAND ($75,000) DOLLARS. THESE SECURITIES MAY NOT BE TRANSFERRED FOR A PERIOD OF ONE (1) YEAR: EXCEPT IN A TRANSACTION WHICH IS EXEMPT UNDER THE MISSISSIPPI SECURITIES ACT OR IN A TRANSACTION IN COMPLIANCE WITH THE MISSISSIPPI SECURITIES ACT.

NOTICE TO MISSOURI RESIDENTS

THESE SECURITIES ARE SOLD TO, AND BEING ACQUIRED BY, THE HOLDER IN A TRANSACTION EXEMPTED UNDER SECTION 10, SUBSECTION 409.402(b), OF THE MISSOURI UNIFORM SECURITIES ACT (RMSO 1969).

THE SHARES HAVE NOT BEEN REGISTERED UNDER SAID ACT IN THE STATE OF MISSOURI. UNLESS THE SHARES ARE REGISTERED, THEY MAY NOT BE REOFFERED OR RESOLD IN THE STATE OF MISSOURI, EXCEPT AS A SECURITY, OR IN A TRANSACTION EXEMPT UNDER SAID ACT.

ANYTHING TO THE CONTRARY NOTWITHSTANDING, AN INVESTOR MUST HAVE A MINIMUM ANNUAL INCOME OF THIRTY THOUSAND ($30,000) DOLLARS AND A NET WORTH OF AT LEAST THIRTY THOUSAND ($30,000) DOLLARS, EXCLUSIVE OF HOME, FURNISHINGS AND AUTOMOBILES OR A NET WORTH OF SEVENTY FIVE THOUSAND ($75,000) DOLLARS EXCLUSIVE OF HOME, FURNISHINGS AND AUTOMOBILES.

NOTICE TO MONTANA RESIDENTS

EACH MONTANA RESIDENT WHO SUBSCRIBES FOR THE SECURITIES BEING OFFERED HEREBY AGREES NOT TO SELL THESE SECURITIES FOR A PERIOD OF TWELVE (12) MONTHS AFTER DATE OF PURCHASE.

NOTICE TO NEBRASKA RESIDENTS

THESE SHARES HAVE NOT BEEN REGISTERED UNDER THE NEBRASKA SECURITIES ACT AND MAY NOT BE SOLD WITHOUT REGISTRATION UNDER THAT ACT OR EXEMPTION THEREFROM.

NOTICE TO NEW HAMPSHIRE RESIDENTS

EACH NEW HAMPSHIRE INVESTOR PURCHASING SHARES MUST WARRANT THAT HE HAS EITHER (i) A NET WORTH (EXCLUSIVE OF HOME, HOME FURNISHINGS AND AUTOMOBILES) OF TWO HUNDRED FIFTY THOUSAND ($250,000) DOLLARS OR (ii) A NET WORTH (EXCLUSIVE OF HOME, HOME FURNISHINGS AND AUTOMOBILES OF ONE HUNDRED TWENTY FIVE THOUSAND ($125,000) DOLLARS AND FIFTY THOUSAND ($50,000) DOLLARS ANNUAL INCOME.

NOTICE TO NEW JERSEY RESIDENTS

THE ATTORNEY GENERAL OF THE STATE HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. THE FILING OF THE WITHIN OFFERING DOES NOT CONSTITUTE APPROVAL OF THE ISSUE OR THE SALE THEREOF BY THE BUREAU OF SECURITIES OR THE DEPARTMENT OF LAW AND PUBLIC SAFETY OF THE STATE OF NEW JERSEY. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

NOTICE TO NORTH DAKOTA RESIDENTS

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES COMMISSIONER OF THE STATE OF NORTH DAKOTA NOR HAS THE COMMISSIONER PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

NOTICE TO NEW YORK RESIDENTS

THIS OFFERING MEMORANDUM HAS NOT BEEN REVIEWED BY THE ATTORNEY GENERAL PRIOR TO ITS ISSUANCE AND USE. THE ATTORNEY GENERAL OF THE STATE OF NEW YORK HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

THIS OFFERING MEMORANDUM DOES NOT CONTAIN AN UNTRUE STATEMENT OF A MATERIAL FACT OR OMIT TO STATE A MATERIAL FACT NECESSARY TO MAKE THE STATEMENTS MADE IN LIGHT OF THE

CIRCUMSTANCES UNDER WHICH THEY WERE MADE, NOT MISLEADING. IT CONTAINS A FAIR SUMMARY OF THE MATERIAL TERMS AND DOCUMENTS PURPORTED TO BE SUMMARIZED HEREIN.

NOTICE TO NORTH CAROLINA RESIDENTS

THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE NORTH CAROLINA SECURITIES ACT. THE NORTH CAROLINA SECURITIES ADMINISTRATOR NEITHER RECOMMENDS NOR ENDORSES THE PURCHASE OF ANY SECURITY, NOR HAS THE ADMINISTRATOR PASSED ON THE ACCURACY OR ADEQUACY OF THE INFORMATION PROVIDED HEREIN. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

NOTICE TO OKLAHOMA RESIDENTS

THE SECURITIES RENDERED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 OR THE OKLAHOMA SECURITIES ACT. THE SECURITIES HAVE BEEN ACQUIRED FOR INVESTMENT AND MAY NOT BE SOLD OR TRANSFERRED FOR VALUE IN THE ABSENCE OF AN EFFECTIVE REGISTRATION OF THEM UNDER THE SECURITIES ACT OF 1933 AND/OR THE OKLAHOMA SECURITIES ACT OF AN OPINION OF COUNSEL TO THE COMPANY THAT SUCH REGISTRATION IS NOT REQUIRED UNDER SUCH ACT OR ACTS.

NOTICE TO OREGON RESIDENTS

THE SECURITIES OFFERED HAVE BEEN REGISTERED WITH THE DIRECTOR OF THE STATE OF OREGON UNDER THE PROVISIONS OF OAR 441-65-240. THE INVESTOR IS ADVISED THAT THE DIRECTOR HAS MADE ONLY A CURSORY REVIEW OF THE REGISTRATION STATEMENT AND HAS NOT REVIEWED THIS DOCUMENT SINCE THIS DOCUMENT IS NOT REQUIRED TO BE FILED WITH THE DIRECTOR.

THE INVESTOR MUST RELY ON THE INVESTOR'S OWN EXAMINATION OF THE COMPANY CREATING THE SECURITIES, AND THE TERMS OF THE OFFERING INCLUDING THE MERITS AND RISKS INVOLVED IN MAKING AN INVESTMENT DECISION ON THESE SECURITIES.

NOTICE TO PENNSYLVANIA RESIDENTS

ANY PERSON WHO ACCEPTS AN OFFER TO PURCHASE THE SECURITIES IN THE COMMONWEALTH OF PENNSYLVANIA IS ADVISED, THAT PURSUANT TO SECTION 207(m) OF THE PENNSYLVANIA SECURITIES ACT, HE SHALL HAVE THE RIGHT TO WITHDRAW HIS ACCEPTANCE, AND RECEIVE A FULL REFUND OF ANY CONSIDERATION PAID, WITHOUT INCURRING ANY LIABILITY, WITHIN TWO (2) BUSINESS DAYS FROM THE TIME THAT HE RECEIVES NOTICE OF THIS WITHDRAWAL RIGHT AND RECEIVES THE PLACEMENT OFFERING MEMORANDUM. ANY PERSON WHO WISHES TO EXERCISE SUCH RIGHT OF WITHDRAWAL IS ADVISED TO GIVE NOTICE BY LETTER OR TELEGRAM SENT AND POSTMARKED BEFORE THE END OF THE SECOND BUSINESS DAY AFTER EXECUTION. IF THE REQUEST FOR WITHDRAWAL IS TRANSMITTED ORALLY, WRITTEN CONFIRMATION MUST BE GIVEN. ANY PERSON WHO PURCHASES INTERESTS WHO IS A PENNSYLVANIA RESIDENT WILL NOT SELL SUCH INTERESTS FOR A PERIOD OF TWELVE (12) MONTHS BEGINNING WITH THE CLOSING DATE.

NOTICE TO SOUTH CAROLINA RESIDENTS

THESE SECURITIES ARE OFFERED PURSUANT TO A CLAIM OF EXEMPTION UNDER THE SOUTH CAROLINA UNIFORM SECURITIES ACT. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS NOT BEEN FILED WITH THE SOUTH CAROLINA SECURITIES COMMISSIONER. THE COMMISSIONER DOES NOT RECOMMEND OR ENDORSE THE PURCHASE OF ANY SECURITIES, NOR DOES IT PASS UPON THE ACCURACY OR COMPLETENESS OF THIS OFFERING MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

NOTICE TO SOUTH DAKOTA RESIDENTS

THE SHARES HAVE NOT BEEN REGISTERED UNDER CHAPTER 47-31 OF THE SOUTH DAKOTA SECURITIES LAWS AND MAY NOT BE SOLD, TRANSFERRED OR OTHERWISE DISPOSED OF FOR VALUE EXCEPT PURSUANT TO REGISTRATION, EXEMPTION THEREFROM OR OPERATION OF LAW.

NOTICE TO TENNESSEE RESIDENTS

ANYTHING TO THE CONTRARY NOTWITHSTANDING, AN INVESTMENT BY ANY INVESTOR SHALL NOT EXCEED TEN PERCENT (10%) OF THE INVESTOR'S NET WORTH.

NOTICE TO TEXAS RESIDENTS

THIS OFFERING MEMORANDUM IS FOR THE INVESTOR'S CONFIDENTIAL USE AND MAY NOT BE REPRODUCED. ANY ACTION CONTRARY TO THESE RESTRICTIONS MAY PLACE SUCH INVESTOR AND THE ISSUER IN VIOLATION OF THE TEXAS SECURITIES ACT.

ANYTHING TO THE CONTRARY NOTWITHSTANDING, AN INVESTMENT BY ANY INVESTOR SHALL NOT EXCEED TEN (10%) PERCENT OF THE INVESTOR'S NET WORTH.

NOTICE TO UTAH RESIDENTS

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE UTAH SECURITIES ACT AND MAY NOT BE SOLD WITHOUT REGISTRATION UNDER THAT ACT OR EXEMPTION THEREFROM.

NOTICE TO WASHINGTON RESIDENTS

THESE SECURITIES HAVE NOT BEEN REGISTERED UNDER THE WASHINGTON SECURITIES ACT; AND THE ADMINISTRATOR OF SECURITIES OF THE STATE OF WASHINGTON HAS NOT REVIEWED THE OFFERING OR OFFERING MEMORANDUM. THESE SECURITIES MAY NOT BE SOLD WITHOUT REGISTRATION UNDER THE ACT OR EXEMPTION THEREFROM.

SUBSCRIBERS OF SECURITIES ARE ALSO ADVISED TO SEE THE FORM OF SUBSCRIPTION AGREEMENT INCLUDED AS ATTACHMENT 1 HERETO FOR ADDITIONAL LEGENDS OR RESTRICTIONS THAT MAY HAVE BEEN IMPOSED BY OTHER APPLICABLE STATES.

IT IS THE RESPONSIBILITY OF ANY INVESTOR PURCHASING SHARES TO SATISFY ITSELF AS TO FULL OBSERVANCE OF THE LAWS OF ANY RELEVANT TERRITORY OUTSIDE THE UNITED STATES IN CONNECTION WITH ANY SUCH PURCHASE, INCLUDING OBTAINING ANY REQUIRED GOVERNMENTAL OR OTHER CONSENTS OR OBSERVING ANY OTHER APPLICABLE REQUIREMENTS.

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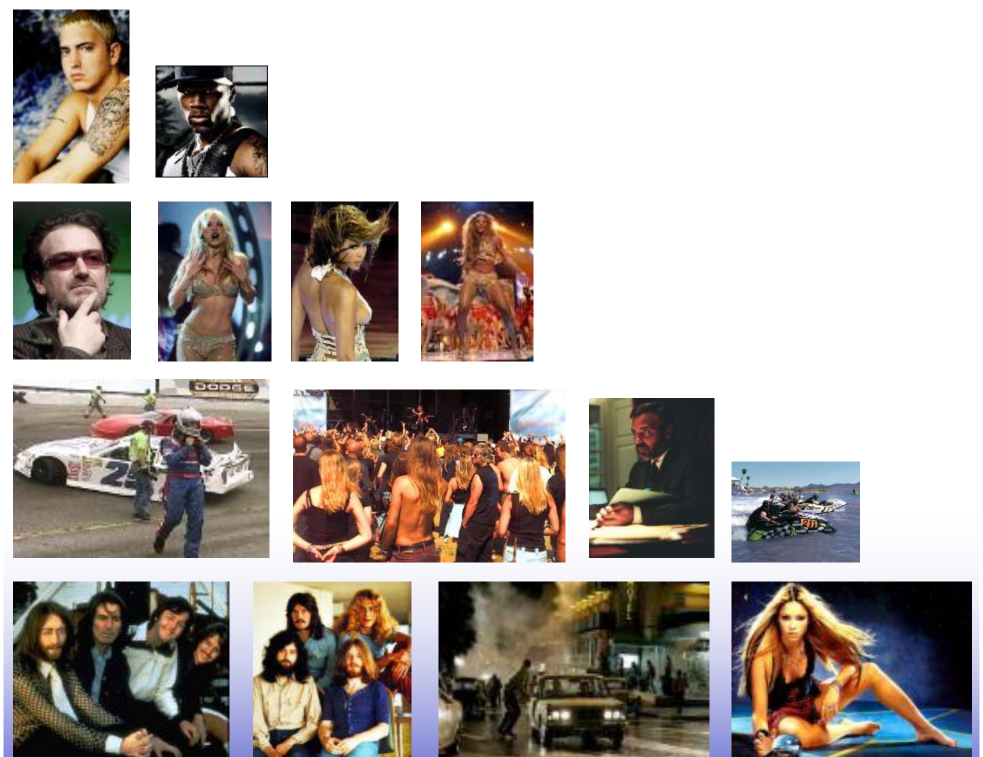
MUSIC DOWNLOADS *CONFIDENTIAL*
MUSIC VIDEOS
MOVIES
GAMES
BOOKS
TV
RADIO
MEMORABILIA
SPORTS
INSTRUMENTS
UPLOADS
TICKETS
& MORE!

TITAN GLOBAL ENTERTAINMENT, INC.



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MIAMI - LOS ANGELES - NEW YORK

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SUMMARY OF THE OFFERING AND THE COMPANY

THIS SUMMARY IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO THE DETAILED INFORMATION APPEARING ELSEWHERE IN THIS MEMORANDUM AND THE DOCUMENTS REFERRED TO HEREIN. EACH PROSPECTIVE INVESTOR SHOULD CAREFULLY REVIEW THE ENTIRE MEMORANDUM AND DOCUMENTS REFERRED TO HEREIN AND THEREIN.

THE COMPANY	Titan Global Entertainment, Inc. is a Colorado Public Corporation (OTC: PK "TGLE") founded in 2001, reversed into a Colorado public corporation on November 18, 2005 and is traded on the Pink Sheets (the "Company"). The company is based out of Miami, Florida for the purpose of offering its services within the Music & Entertainment Industry. The Company consists of eGo Music/Titan Records/Pyramid Records (the recording and distribution business unit), Titan Universe (the licensing arm of its technology to electronic device companies) and eComm 3 Media, Inc., a wholly owned subsidiary operating as the media distribution business unit. The Company also has formed a private foundation that will provide grants, scholarships and recording contracts to further the education for the of music & entertainment. The Company operates e-Commerce portals at www.ecomm3.com.
THE SECURITIES	XXXXXXXXX shares of free trading common stock, $0.001 par value, (the "Shares") pursuant to Regulation A.
RISK FACTORS	Purchase of these securities involves a high degree of risk. Management has no significant experience in the e-commerce exchange business and no operating history. Technical problems may also cause the product to not function or take longer to develop than anticipated. This Memorandum should be read in its entirety, including risk factors (see "Risk Factors").
TERMS OF THE OFFERING	The offering consists of XXXXXXXXX Shares of common stock (the "Offering"). The price of each Share is $0.00 and an Investor must purchase at least XXXXXXX Shares for a total of $0.00. The Company has reserved the right to sell fewer Shares to prospective investors if it determines such sale to be appropriate. The Company anticipates selling the entire subscription and as a partially operational enterprise is not required to sell a minimum number of Shares before any Shares are sold. The Company intends to use investors' funds for working capital and any of the other designated purposes immediately, as and when received as stipulated in the "Use of Proceeds tabulation herein. Shares purchased will be free trading pursuant to Regulatiion A.
PLAN OF DISTRIBUTION	The Shares will be sold on a "best efforts" basis through the officers of the Company, authorized and legally qualified placement agents, and may be offered through other persons including brokerage firms who are members of the National Association of Security Dealers, Inc. ("NASD"), where such persons may lawfully offer such Shares. (See "Plan of Distribution").
OFFERING PROCEEDS	Proceeds will be used to fund the company's operations, sales and development.

WHO MAY INVEST	Investment in these Shares is for "Accredited Investors" only as that term is defined in Rule 501 of the Securities Act. (See "Suitability Standards").
HOW TO SUBSCRIBE	Each person or entity desiring to purchase Shares must complete, sign, and return the Purchaser Questionnaire and Subscription Agreement attached to this Memorandum to the Company.
SUMMARY FINANCIAL DATA	This is a development stage Company and as such has no historical data and has no current income, assets or liabilities.

RISK FACTORS

THE SECURITIES BEING OFFERED INVOLVE A HIGH DEGREE OF RISK AND, THEREFORE, SHOULD BE CONSIDERED EXTREMELY SPECULATIVE. THEY SHOULD NOT BE PURCHASED BY PERSONS WHO CANNOT AFFORD THE POSSIBILITY OF THE LOSS OF THE ENTIRE INVESTMENT. PROSPECTIVE INVESTORS SHOULD READ THE ENTIRE PRIVATE PLACEMENT MEMORANDUM AND CAREFULLY CONSIDER, AMONG OTHER FACTORS THE FOLLOWING RISK FACTORS:

Management of the Company intends for the Company to become a profitable entity with its focus on providing a comprehensive and unique suite of financial, insurance, payroll benefits and services, cash delivery and management systems via its proprietary and patent-pending technology platform. (The risks and uncertainties described below are not the only ones faced. Additional risks and uncertainties not known to the Company or ones known now, but believed to be less significant could also impair the business. If any of the following risks actually occur, the business, financial condition or operating results could be negatively affected). Among other things, consider the following:

1) **LIMITED OPERATING HISTORY, INITIAL OPERATING LOSSES.** The Company is presently a development stage Company with no operating history and only nominal capital. Additionally, though the Management Team has varied and extensive business backgrounds and technical expertise, they have no substantive prior working experience in operating an e-Commerce exchange site. Because of the limited operating history, it is very difficult to evaluate the business and the future prospects. The company has never operated at a profit. The Company will encounter risks and difficulties and, in order to overcome these risks and difficulties, among other things the company must:

- Execute the business and marketing strategy successfully;
- Increase the number of "Buyers and Sellers" of the service platform offering;
- Attract a sufficient number of users to the download of its content and use of its services;
- Partner with affiliate marketing companies to generate revenue;
- Increase sales of the current contracted client base;
- Upgrade the technology and information processing systems; and
- Attract, hire, motivate and retain qualified personnel.

If these objectives are not achieved, the Company may not realize sufficient revenues or net income to succeed.

2) **THE COMPANY MAY USE MORE CASH THAN GENERATED**. Many Internet-intensive Companies experience needs for substantial amounts of working capital to fund the growth of their business. The Company may experience negative operating cash flows for the foreseeable future. The Company may need to raise additional capital in the future to meet the operating and investing cash requirements. The Company may not be able to find additional financing, if required, on favorable terms or at all. If additional funds are raised through the issuance of equity, equity-related or debt securities, these securities may have rights, preferences or privileges senior to those of the rights of the shares, and the stockholders may experience additional dilution to their equity ownership.

3) **ABSENCE OF PUBLIC MARKET**. The Company does trade its registered stock in the pink sheets. The shares purchased in this offering will be restricted to Rule 144. As such they are not able to be public traded and the Company does not anticipate that a trading market will develop for the Shares. The Company has no plans to register theses shares. Purchasers of the Shares offered hereby may have difficulty selling should they desire to do so. The Shares offered herein will be deemed "restricted securities" as defined in the Securities Act, and may not be sold, transferred or otherwise disposed of except under certain limited circumstances and conditions. Furthermore, it is unlikely that a lending institution will accept the Shares as pledged collateral for loans even if a regular trading market does develop.

4) **NO FIRM COMMITMENTS TO PURCHASE SHARES.** The Shares will be sold on a "best efforts" basis through the officers of the Company and may be offered through other persons including brokerage firms who are members of the National Association of Security Dealers, Inc. ("NASD"), where such persons may lawfully offer such Shares. No commitment exists by anyone to purchase all, or any portion of the Shares being offered. The Company can give no assurance that any of the Shares will be sold.

5) **CONTROL OF THE CORPORATION; CONFLICTS OF INTEREST.** Subject to the limitations of Colorado corporate law, current management will have voting and board of director control of the Company through their aggregate Common Stock ownership. Management owns 67,205,752 shares of common stock and will have a majority of the shares outstanding even if all shares are sold under this Offering. Therefore, management will have the right, assuming the ownership of the Company does not change, to perpetuate their status as officers and directors and therefore conduct the business and affairs of the Company. The terms of any agreements between the Company and its officers were not the result of any arm's length bargaining or negotiation, and such transactions involve inherent conflicts of interest. There is no assurance that such transactions are or will be favorable to the Company due to the lack of arm's length bargaining. The board of directors does, however, believe that such agreements and arrangements are fair to the Company and its shareholders

6) **LACK OF DIVERSIFICATION**. The Company will have a majority of its resources initially invested in the music and entertainment business segments. This may prove to provide an insufficient mix to survive a major change in the economy.

7) `**REGISTRATION OF COMMON SHARES**. The shares of Common Stock will be restricted stock and may not be transferred without registration or a valid exemption from registration under the Securities Act. Although the Company in its sole discretion may in the future apply to register the Shares under the Securities Act and applicable securities statutes of the states, there can be no assurance that the Company will be able to register such shares or to have a registration statement in effect at the time a holder wishes to sell such shares or to have a registration statement in effect at the time a holder wishes to sell shares of Common Stock. See "The Offering."

8) **NO ASSURANCE OF PROFITABILITY.** The Company has not yet generated revenues from operations. There can be no assurance that the Company will be profitable.

9) **NO ASSURANCE OF PAYMENT OF DIVIDENDS.** No assurances can be made that the future operations of the Company will result in additional revenues or will be profitable. Should the operations of the Company be profitable, it is likely that the Company would retain much or all of its earnings in order to finance future growth and expansion. Therefore, the Company does not presently intend to pay dividends, and it is not likely that any dividends will be paid in the foreseeable future. See "Dividend Policy."

10) **POSSIBLE NEED FOR ADDITIONAL FINANCING**. The Company intends to fund its operations and other capital needs for the next twelve to fifteen months substantially from the proceeds of this Offering, but there can be no assurance that such funds will be sufficient for these purposes. The Company expects to require additional amounts of capital for its future expansion, operating costs and working capital. There can be no assurance that such financing will be available, or that such financing will be available on acceptable terms. See "Use of Proceeds."

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

12) **BROAD DISCRETION IN APPLICATION OF PROCEEDS**. The management of the Company has broad discretion to adjust the application and allocation of the net proceeds of this Offering, in order to address changed circumstances and opportunities. As a result of the foregoing, the success of the Company will be substantially dependent upon the discretion and judgment of the management of the Company with respect to the application and allocation of the net proceeds hereof.

The net proceeds from the Offering will be applied to implementation and roll-out of TGE ‘s current programs, products and services, marketing & promotion, branding, and distribution. Pending use of such proceeds, the net proceeds of this Offering will be invested by the Company in temporary, short term interest bearing obligations. See "Use of Proceeds."

13) **ARBITRARY OFFERING PRICE.** The price to the public of the Shares offered hereby has been arbitrarily determined by the Company and bears no relationship to the Company's earnings, book value or any other recognized criteria of value.

14) **IMMEDIATE AND SUBSTANTIAL DILUTION**. An investor in this Offering will experience immediate and substantial dilution. (See Dilution).

15) **LACK OF ACTIVE MARKET FOR SECURITIES OF THE COMPANY.** There is currently no active trading market for the common stock and no assurance can be given that an active market will develop subsequent to this Offering.

16) **LACK OF AUDITED FINANCIAL STATEMENTS**. The Company had no prior operations or financial statements. In the future, the books and records of the Company will be audited by a firm of independent certified public accountants selected by Management.

17) **SHARES ELIGIBLE FOR FUTURE SALE.** Sales of substantial amounts of the Company’s common stock in the public market after this Offering could adversely affect the market price of the common stock. Such sales also might make it more difficult for the Company to sell equity or equity-related securities in the future at a time and price that the Company deems appropriate.

18) **NO ESCROW OF INVESTORS' FUNDS.** This Offering is being made on a "best efforts, no minimum basis." As such, all funds from this Offering will be immediately available to the Company.

19) **OUTSTANDING AND PLANNED OPTIONS DILUTION.** The Company has issued and may in the future issue options to management and employees the exercise of which will have the effect of diluting current shareholders. See “Principal Shareholders.”

20) **PARTNERSHIPS AND ALLIANCES**. The Company’s planned entry to market is based on partnering with large well-established companies in the market place for sale and distribution of its products and services. There is no guarantee that the Company will be successful in engaging commitments from those companies it has identified as viable partners, nor that those companies it is presently under agreement as partners will continue the partner and affiliate with the Company in the future.

21) **CLIENTS MAY NOT PURCHASE PRODUCTS AND SERVICES IF CONVENIENCE OR SAVINGS ARE NOT REALIZED.** If online (e-enabled) products and services do not increase the efficiency of any particular market, the future likelihood of significant savings to the clients in that market may decrease. Factors beyond its control may limit the Company’s ability to offer convenience or savings. If the magnitude of savings in particular; product and service categories decreases, difficulty may arise for future selling of products and services in those categories, and/or attracting willing venders in these categories, either of which will reduce revenues and net income.

22) **THE COMPANY MUST HIRE EXPERIENCED PERSONNEL, ACQUIRE EQUIPMENT AND EXPAND FACILITIES IN ANTICIPATION OF INCREASED SITE TRAFFIC IN FUTURE MONTHS.** The Company may not be able to hire or retain qualified staff. If qualified and skilled staff are not attracted and retained, growth of the business may be limited. The ability to provide services to buyers and sellers and grow the business depends, in part, on the ability to attract and retain staff with college and graduate degrees, as well as professional experiences that are relevant for marketing, technology development and other functions the Company performs. There will be competition for personnel with these skill sets. Some technical job categories may experience severe shortages in the United States. Restrictive immigration quotas could prevent the Company from recruiting skilled staff from outside the United States. The Company may not be able to recruit or retain the caliber of staff required to carry out essential functions at the pace necessary to sustain or grow the business.

23) **THE CAPACITY CONSTRAINTS OF THE COMPANY'S PERSONNEL AND TECHNOLOGY RESOURCES MAY LIMIT THE GROWTH**. If the Company is unable to undertake new business due to a shortage of staff or technology resources, the growth will be impeded. At times, our clients may ask the Company to pursue large projects that put a strain on resources, both in terms of people and technology. Market development of new products may require the Company build up a significant database of new information. This requires a substantial amount of time from the research staff. If the staff does not have the time to find and assimilate this new information, the Company may not be able to extend services to new product categories. There may be times when opportunities for revenue growth will be limited by the capacity of our internal resources rather than by the absence of market demand.

24) **FAILURE TO MANAGE THE GROWTH COULD REDUCE REVENUES OR NET INCOME.** Rapid expansion strains infrastructure, management, internal controls and financial systems. The Company may not be able to effectively manage the growth or expansion. To support growth, the Company plans to hire new employees. This growth may also strain the Company's ability to integrate and properly train these new employees. Inadequate integration and training of employees may result in underutilization of the workforce and may reduce revenues or net income.

25) **THE COMPANY MAY ACQUIRE OTHER BUSINESSES OR TECHNOLOGIES; IF THIS HAPPENS, THE COMPANY MAY BE UNABLE TO INTEGRATE THEM INTO THE EXISTING BUSINESS, AND/OR MAY IMPAIR OUR FINANCIAL PERFORMANCE.** If appropriate opportunities present themselves, the Company may acquire businesses, technologies, services or products that are believed to be strategically viable. There are currently no understandings, commitments or agreements with respect to any acquisition. Even if the acquisition of a business, technology, service or product is successful, the Company has no prior experience in integrating an acquisition into the business. The process of integration may produce unforeseen operating difficulties and expenditures and may absorb significant attention of management that would otherwise be available for the ongoing development of the business. Future acquisitions may be purchased through issuance of shares of stock that dilute stockholders, incur debt, assume contingent liabilities or create additional expenses related to amortizing goodwill and other intangible assets, any of which might harm financial results. Any financing that might be needed for future acquisitions may only be available on terms that restrict the business or that impose costs that reduce net income.

26) **FAILURES OF HARDWARE SYSTEMS OR SOFTWARE COULD UNDERMINE CONFIDENCE IN RELIABILITY.** Even a minor disruption in the online service could seriously undermine confidence in our business. Shoppers are likely to hold the Company to a high standard of reliability and performance. From time to time, the Company may experience service interruptions during times when users are accessing the site. The Company's computer network is a combination of computers the Company will own, lease or rent and computers provided by outside vendors. The Company cannot control all aspects of the system. There may be an interruption in the transmission lines connecting the site to the Internet. During these disruptions, users may lose their online connection. Any interruption in service

may undermine existing and potential clients' confidence in the reliability of the business and service. Offering online services requires the successful technical operation of an entire chain of software, hardware and telecommunications equipment. This chain includes proprietary software, personal computers, network connections of users, network servers, operating systems, databases and networking equipment such as routers. A failure of any element in this chain can partially or completely disrupt the business and the service. Hardware and software are potentially vulnerable to interruption from power failures, telecommunications outages, network service outages and disruptions, natural disasters, vandalism and other misconduct. Business interruption insurance would not cover losses that may result from these disruptions.

27) **DATABASE ERRORS, SLOW PROCESSING TIMES, OR THE LACK OF ACCEPTANCE MAY REDUCE THE NUMBER OF USERS WHICH IN TURN REDUCES REVENUE AND NET INCOME.** The Company's database technology is complex, and may contain undetected errors or defects, omit items, or lack usability during a session. Any of these factors will reduce attractiveness for users. This may create reduced market acceptance for the services and would harm the business by reducing revenues and net income.

28) **COMPETITION**. The market for the Company's unique business currently has competition. This competition may reduce revenues and net income.

29) **SECURITY BREACHES AND/OR VIRUSES**. The Company's activities involve the storage and transmission of proprietary and private information. The Internet is a public network and data requests are sent over this network. In the past, computer viruses have been distributed and have rapidly spread over the Internet. Computer viruses could be introduced into the Company's systems in many ways including when the Company conducts a session request. The Company may be required to expend in significant capital to protect against the threat of, or to alleviate problems caused by, security breaches caused by computer viruses. The security measures may be inadequate to prevent security breaches or combat the introduction of computer viruses, which may result in loss of data, increased operating costs, litigation and possible liability.

30) **FUTURE GOVERNMENT REGULATION OF THE INTERNET MAY ADD TO OPERATING COSTS**. The Company operates in an environment of tremendous uncertainty as to potential government regulation. We believe that we are not subject to direct regulation, other than regulations applicable to businesses generally. The Internet has rapidly emerged as a commerce medium, and government agencies have not yet been able to adapt all existing regulations to the Internet. Laws and regulations may be introduced and court decisions may affect the Internet or other online services, covering issues such as online purchasing, online banking, user privacy, freedom of expression, access charges, content and quality of products and services, advertising, intellectual property rights, information security and taxation. Because the Company plans to offer services globally, foreign jurisdictions may claim that the Company is required to comply with their laws. Any future regulation may have a negative impact on the business by restricting the method of operation or imposing additional costs.

31) **AS AN INTERNET BASED COMPANY, IT IS UNCLEAR IN WHICH JURISDICTIONS THE COMPANY IS ACTUALLY CONDUCTING BUSINESS**. The Company's failure to qualify to do business in a jurisdiction that requires qualifications could subject the Company to fines or penalties and could result in the inability to enforce contracts in that jurisdiction. One or more jurisdictions may attempt to impose laws and/or regulations on the Company's operations in the future.

32) **LACK OF OPERATING HISTORY.** The Company was organized in the State of Florida on May 2, 2004 from its predecessor company Titan Entertainment, Inc. and has been continually developing its products since that time. The Company's success will depend in part on its ability to deal with the problems, expenses and delays frequently associated with establishing a new business venture. Since the Company has not proven the essential elements of profitable operations, investors in this offering will be

furnishing venture capital to the Company and will bear the risk of complete loss of their investment in the event the Company's business plan is unsuccessful.

33) **DILUTION.** The offering price of the Shares will be substantially higher than the net tangible book value of the book value of the Company. Investors participating in this offering will incur immediate and substantial dilution of the net tangible book value of their investment from the initial public offering price. The capital paid in to the Company will be a major source of funds to the Company and will fund substantially all operations.

Other Risk Factors Specific to TGE's Business Plan
TGE's business plan and its business concept are based upon a premise that the Company will be able to successfully penetrate the music industry market in the United States.

34) **FINANCIAL RISKS**. Developing and establishing a market share for the company's multiple divisions it is offering may require a substantial investment of capital and other resources, primarily in marketing the products and services and convincing distributors of our advanced technologies and features.

35) **MARKET RISKS.** TGE will target a niche within the overall music & entertainment industries and there can be no assurance that the Company will be successful in its efforts to change distributors or consumers opinion of the product.

36) **COMPETITIVE RISKS.** The market for music downloading services is relatively untapped yet growing at a rapid pace. However our competition comes from iTunes and their brand loyal (ipod) music downloading device.

NOTE: In addition to the above risks, businesses are often subject to risks not foreseen or fully appreciated by management. In reviewing this Memorandum, potential Investors should keep in mind other potential risks that could be important, although not mentioned or anticipated.

DESCRIPTION OF OFFERING

COMMON SHARES

A total of XXXXXXXXXX common shares of the Company are being offered at $0.00 per share (Shares). Each investor must subscribe for a minimum of XXXXXX Shares for a minimum; investment of $0.00. The Company has reserved the right to sell fewer Shares to prospective investors if it determines such sale to be appropriate. Each certificate representing the Shares will contain the following legend to indicate it is restricted for the purposes of complying with applicable securities laws:

THE SHARES OF STOCK REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND MAY NOT BE SOLD OR OTHERWISE TRANSFERRED UNLESS A COMPLIANCE WITH THE REGISTRATION PROVISIONS OF SUCH ACT HAS BEEN MADE OR UNLESS AVAILABILITY OF AN EXEMPTION FROM SUCH REGISTRATION PROVISIONS HAS BEEN ESTABLISHED.

OFFERING PRICE

The offering price of the Shares has been determined by the Company based solely upon the anticipated capital needs of the Company. The offering price is not based upon any appraisal or estimate of the earnings potential of the Company and should not be considered an indication of the value of the Shares, either before or after this offering.

SUITABILITY OF INVESTORS

The Shares will be offered pursuant to applicable exemptions from the registration requirements of federal and state securities law. Purchasers must be purchasing the Shares for their own accounts and not with a view to resale or distribution. Investors will be required to make representations to the Company consistent with such requirements, see "SUITABILITY STANDARDS."

METHOD OF SUBSCRIPTION

The subscription documents, specimens of which are attached to this Memorandum, include a Purchaser Questionnaire (Accredited Investors) (Questionnaire) and a Subscription Agreement (the "Subscription Agreement"). The Purchaser Questionnaire, and Subscription Agreement constitute the "Subscription Documents". A person desiring to purchase Shares must complete and sign the applicable Subscription Documents and deliver these documents, to the Company at the address set forth on the Subscription Documents. Subscriptions will be accepted by the Company until the Offering is fully subscribed or is terminated by the Company. The full subscription price for all Shares being subscribed for must be included with the applicable Subscription Documents. The check, bank draft or money order for the subscription price should be made payable to "Titan Global Entertainment, Inc."

The Company reserves the right, in its absolute discretion, to reject in whole or in part, any subscription and may, in its sole discretion, elect to accept subscriptions for fewer Shares than are subscribed for by any person. In the event that the Company rejects all or a portion of any subscription, an appropriate refund of the subscription price, without interest, will be mailed to the subscriber. Subscribers may not revoke or withdraw their subscriptions after acceptance by the Company. The Company reserves the right, in its absolute discretion, to lower the minimum purchase of any prospective Investor.

A commission or fee of up to 10% may be paid in connection with the sale of Shares to those persons who effect sales of Shares for the Company and to whom payment of such commission or fee may be lawfully made. If all Shares were to be sold by persons entitled to receive commissions or fees, the commission paid would be $500,000.

ISSUANCE OF CERTIFICATES

Certificates for Shares duly subscribed, accepted and paid for will be issued as soon as practicable after receipt of each subscription. Titan Global Entertainment, Inc. duly appointed corporate secretary shall instruct the Company's transfer agent to issue all shares upon instructions from the company. All certificates will bear a legend restricting their transfer except in compliance with applicable federal and state securities laws. Shares purchased will be registered for public trading within six months from the date of purchase.

NO INITIAL MARKET FOR SHARES

While the Company has reversed merged with a public company and is developing a market for its stock, the purchased Shares will be free trading shares pursuant to Regulation A. Furthermore, it is unlikely that a lending institution will accept the Shares as pledged collateral for loans unless a regular trading market does develop.

Shares purchased in this Private Placement that are registered for public trading will not be subject to Regulation A. Prior to registration all previously sold Shares are subject to Rule 144. For those Shares and if the Shares should become eligible for sale in the future, any sales will be governed by Rule 144 of the Securities and Exchange Commission. Under Rule 144, a Investor who has beneficially owned Shares for at least one year, including an "affiliate" as that term is defined under the Securities Act, is entitled to sell, within any three month period, a number of shares that does not exceed the greater of 1% of the then outstanding Shares of the Company, or the average weekly trading volume during the four calendar weeks preceding such a sale. The seller is also required to fill a Form 144 with the SEC and sell the shares in a broker transaction. To complete the sale adequate public information must also be available so a buyer can evaluate the purchase. A person who is not deemed an "affiliate" and who has beneficially owned Shares for at least two years is entitled to sell such shares under Rule 144 without regard to the foregoing volume limitations. The seller is also not required to file a Form 144, not when an intent to sell or sell the shares in a broker and transaction.

"BEST EFFORTS" OFFERING

The Company anticipates selling the entire subscription and as a partially operational enterprise is not required to sell a minimum number of Shares before any Shares are sold. The Company intends to use investors' funds for working capital, and any of the other designated purposes immediately, as and when received to satisfy the Company's immediate working capital and other needs as stipulated in the "Use of Proceeds" tabulation herein

ESCROW OF OFFERING PROCEEDS

No funds will be escrowed and may be available to the Company immediately upon receipt.

DILUTION & USE OF PROCEEDS

The net proceeds to be received by the Company from the sale of XXXXXXXXX Shares offered by the Company hereby are estimated to be approximately $4.5 million after deducting estimated commissions and offering expenses in the amount of $500,000 payable by the Company. The entire net proceeds will be allocated to marketing and promotion, sales and distribution of the products and services the TGE offers.

The foregoing is the Company's best estimate of the allocation of the net proceeds from this Offering based upon its currently contemplated operations, its business plan, current legislation and regulations and current economic and industry conditions. Such allocation is subject to management's reapportionment among the categories described above or to new categories in response to, among other things, changes in the Company's plans and its future revenues and expenditures, as well as changes in existing regulations, general industry conditions, and technology.

The Company's capital requirements may vary significantly, depending how successful the research, development and engineering, and how rapidly management seeks to expand the business and the expansion strategies selected. Furthermore, the Company expects, in the future, to require additional financing to continue to expand its business. There is no assurance that the Company will be successful in obtaining additional financing, if required, on favorable terms, or at all. If the Company were unable to obtain additional financing, its ability to meet its current plans for expansion could be materially or adversely affected.

Estimated Use of Proceeds
Assuming All Shares Sold

Total Proceeds	$5,000,000	100.00%
Less:		
Legal and Organizational (1)	25,000	0.50%
Commissions (2)	465,000	9.30%
Offering Expenses (3)	10,000	0.20%
Total Expense of Offering	$500,000	10.00%
Net Proceeds from Offering (4)	$4,500,000	90.00%
Use of Net Proceeds from Offering		
Content Licensing Fees	790,000	17.56%
Hardware & Other Capital Needs	300,000	6.67%
Engineering & DRM	300,000	6.67%
Marketing & Promotions	1,000,000	22.22%
Outside Service, Legal & Professional	200,000	4.44%
Working Capital	1,910,000	42.44%
Balances	4,500,000	90.00%
Total Use of Proceeds	$5,000,000	100.00%

(1) The Company will be paying for the legal work, formation costs, and other expenses related to the operations of the Company.

(2) The Company may use placement agents to sell the Shares.

(3) The offering expenses include phone, printing, mailing, binding, transportation and accommodation costs, etc. These costs are related to the selling of the offering.

(4) The net amount of money the Company has to operate the business.

(5) The Company anticipates selling the entire subscription and as a partially operational enterprise is not required to sell a minimum number of Shares before any Shares are sold. No escrow of funds will be

undertaken. The Company intends to use investors' funds for working capital and any of the other designated purposes immediately, as and when received. Until a minimum number of Shares are sold, there is no assurance that a sufficient number of Shares can be sold, or sold within a time frame, to satisfy the Company's immediate working capital and other needs as stipulated in the “Use of Proceeds tabulation herein.

The net tangible book value (book value of tangible assets less total liabilities) of the Company was $XXXXXX or $0.00 per common share. Taking into account, the immediate sale of the maximum number of Shares offered at $0.00 per Share the net tangible book value of the Company would be $XXXXXXXX or $0.00 per share. This represents an immediate increase in tangible book value of $0.00 per common share to existing shareholders and an immediate decrease of $0.00 per common share to new investors if the common shares were immediately converted at the date of sale.

The following table sets forth the capitalization of the Company as of October 10, 2006 on an actual basis and as adjusted to reflect the estimated net proceeds from the sale of $5,000,000 in Common Stock offered by the Company hereby at an assumed offering price of $0.00 per Share.

Unaudited

	Pre-Offering	Offering	Post-Offering
Long-term liabilities:			
Notes payable	$ 0	$ 0	$ 0
Common Stock, par value $0.001 per share;	XXX	XXX	XXX
200,000,000 shares authorized,			
shares issued and outstanding,			
Additional paid in capital -- common	XXX	0	3,170,244
Additional paid in capital – XXXXXXXX shares sold	0	4,500,000	4,500,000
Accumulative deficit	(XXX)	0	(XXX)
Total shareholders' equity	XXX	4,500,000	XXX
Total capitalization	$ XXX	$4,500,000	$XXX

(1) Adjusted to give effect to the sale of a maximum XXXXXXXX Shares for $5,000,000 offered by the Company hereby (net of capital acquisition costs).

DIVIDEND POLICY

The Company has not paid any cash dividends on its capital stock to date. Holders of the Company's Common Stock are entitled to dividends when, as and if declared by the Board of Directors out of funds legally available for payment of dividends. The Company does not anticipate the declaration or payment of any dividends in the foreseeable future. The Company intends to retain earnings, if any, to finance the development and expansion of its business. Future dividend policy will be subject to the discretion of the Board of Directors and will be contingent upon future earnings, if any, the Company's financial condition, capital requirements, general business conditions, and other factors. Therefore, there can be no assurance that any dividends of any kind will ever be paid.

PLAN OF DISTRIBUTION

This Regulation A offering will be conducted by the directors and officers of the Company. The Company and any Placement Agent as may be selected by the Company are offering the Shares on a "best efforts" basis. The officers of the Company who sell shares will receive no compensation for such sales. The Company may pay commissions up to thirteen (13%) percent of the purchase price of any shares of Common Stock sold by the Placement Agent or any registered NASD broker/dealer designated by the Placement Agent to participate in the Offering.

Determination of Offering Price

The offering price for the Shares sold in this Offering has been determined by the Company. Among the factors considered are prevailing market conditions, estimates of business potential of the Company, the present state of the Company's development and other factors deemed relevant. The Offering price does not necessarily bear any direct relationship to asset value or net book value of the Company.

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Description of Securities

AUTHORIZED CAPITAL

The authorized capital of the Company consists of 10,000,000,000 Shares of Common Stock ($0.001 par value); of which XXXXXXXXX Shares are issued and outstanding at 23 March 2007.

COMMON STOCKHOLDERS & INVESTORS

Common stockholders do not have the right to take part in the management or control of the business or affairs of the Company, to transact any business for the Company or to sign for or bind the Company. Common stockholders have the right to: vote on any matter properly brought before the shareholders.

Limited Liability of Investors

No Investor will be personally liable as an Investor for any of the debts, liabilities or of the Company.

Transfer of Shares

The Shares offered herein and hereby will be deemed "free trading securities" under federal and state law securities laws and may be sold, transferred, or otherwise disposed of.

Existing Principle Shareholders

The following table sets forth as of March 23, 2007 and as adjusted to reflect the sale of shares offered hereby, certain information regarding the beneficial ownership of the Company's Common Stock outstanding (assuming the exercise of options and warrants) by (i) each person who is known to the Company to own beneficially five (5%) percent or more of the Common Stock, (ii) each director of the Company, (iii) the Chief Executive Officer and each of the Named Executive Officers, and (iv) all executive officers and directors of the Company as a group.

Unless otherwise indicated, the named persons exercise sole voting and investment power over the shares that are shown as beneficially owned by them.

	Shares Owned Prior to Offering		(Assuming XXXXXX are Sold) Shares Owned After Offering	
Name of Beneficial Owner	Numbers of Shares(1)	Percentage of Total	Number of Shares	Percentage of Total
Mike Manocchio	1,518,903,868	%	XXX	0%
Jim Pugh	1,523,031,298	%	XXX	0%
All Executive Officers and Directors As a Group	3.043,935,166	%	XXX	0%
(11 persons)				

Note:

1) Except as otherwise indicated, the persons named in the table have sole voting and investment power with respect to the shares of Common Stock shown as beneficially owned by them. Beneficial ownership as reported in the above table has been determined in accordance with Rule 13d-3 under the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), based on information furnished by the persons listed, and represents the number of shares of Common Stock for which a person, directly or indirectly, through any contract, management, understanding, relationship or otherwise, has or shares voting power, including the power to vote or direct the voting of such shares, or investment power, including the power to dispose or direct the disposition of such shares, and includes shares which may be acquired upon the exercise of options. The percentages are based upon XXXXXXXXX shares as march 23, 2007 and XXXXXXXXX shares outstanding after giving effect to the conversion feature of the offering but without assuming exercise of any outstanding warrants or any warrants issued pursuant to this Offering. The Directors, executive officers, and stockholders own 66.8% of the shares of the Company

(Left intentionally blank)

OVERVIEW

TITAN GLOBAL ENTERTAINMENT, Inc. (OTC: PK “TGLE”) founded in 2001, reversed into a Colorado public corporation on November 18, 2005 and is traded on the Pink Sheets. The company is based out of Miami, Florida.

Titan, originally developed as an artist management and music publishing company, is comprised of 3 integrated divisions - Titan Universe - a licensing arm of its media distribution network as private label content delivery system to hardware manufacturers of handheld media devices, eGo Media Network - digital entertainment portals syndicated through branded media websites, and - eGo Music/Titan/Pyramid Records - a Universal Music Group distributed label.

In 2004, the Company refocused its primary direction and business model to include digital and physical distribution of entertainment in virtually every form. Our goal is to become the largest aggregator & distributor of digitally available audio & video entertainment content and programming in the world.

Titan is specialized in ubiquitous audio & video digital distribution through a wide distribution network including strategic distribution partnerships with Radio Stations & Networks, TV Stations, ISP Portals, Cable MSO’s and a wide variety retail and affinity websites PLUS its state of the art web portal – www.ecomm3.com.

The Ultimate Entertainment Marketplace & Community for Traditional & New Media Companies to serve their audience & produce significant New Non-Traditional Revenue…

THE BUSINESS MODEL

THE MOST LOGICAL NEW REVENUE DIRECTION FOR TRADITIONAL MEDIA…

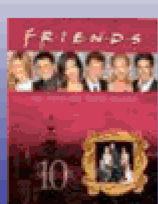
"SELL ALL THE ENTERTAINMENT CONTENT YOUR AUDIENCE DEMANDS BEFORE YOUR COMPETITION DOES!

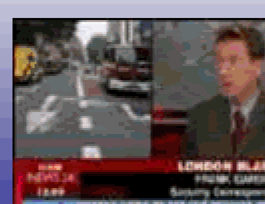
WHY LET YOUR AUDIENCE GO SOMEWHERE ELSE FOR THEIR CONTENT AND ENTERTAINMENT NEEDS & PURCHASES?

The E-Go Media Entertainment Micro-Portal (as part of your website) is designed to offer audiences a wide range of available entertainment products and services, Plus our Affiliate Distribution Partners can offer their OWN original content… all of which will represent an ultimate entertainment destination for virtually every form of audio & video entertainment products your audience is looking for… (plus an incredible array of goods and services). E-Go Media will supply you with a turn-key Micro-Portal eCommerce solution as an addition to your site complete with your own branding. Your E-Go Media Micro-Portal is a massive one-page navigation site rich with content for downloads, streams and with virtually every product imaginable for your audience to purchase. You use your power to promote your entertainment micro-portal and you'll reap the rewards of significant non-traditional revenue

The Company's strategic & tactical models for both aggregation and distribution are to form strategic partnerships based on revenue sharing for both content and distribution. To facilitate massive content aggregation in virtually every content category, we are entering into several long-term syndication and distribution agreements.

To secure an enormous library of downloadable music in virtually every music genre, the Company has negotiated license agreements with all of the major record labels, including Sony BMG, Universal, Warner Music, Capital EMI, and a large number of independent labels in the U.S. In addition to approximately 3 million audio selections for download, we are currently working with recording labels in Europe and in Asia to secure licensing for content in virtually every nationality. Besides recording labels, Titan has secured [on an exclusive basis], for the sales of music video compilations on DVD using the Billboard brand. In addition, to the 47,000 music videos licensed through a Promo Only and the record labels, the Company has an aggregated a vast collection of classic television shows, sports videos, how-to's, and movies. Add to that reports from the Hollywood Reporter's star power, and you have an extremely well-rounded content library.





THE CONTENT MODEL

IMAGINE YOUR SITE IS NOW AN ENTERTAINMENT MALL…

ENTERTAINMENT CONTENT,
ECOMMERCE, NEW AD REVENUE, & GREAT NTR!

YOUR NEW CONTENT

- MUSIC DOWNLOADS & CD's
- MUSIC VIDEO DOWNLOADS & DVD's
- MOVIE DVD's & DOWNLOADS
- GAME DOWNLOADS & RENTALS
- BOOKS ON CD & DOWNLOADS
- TV SHOWS CLASSIC & CURRENT
- ANIMATION
- RADIO PROGRAMMING
- STAR MEMORABILIA
- SPORTS MERCHANDISE
- ELECTRONICS
- FASHION
- MUSICAL INSTRUMENTS
- UPLOADS & VOTING
- TICKETS
- CONCERTS (NEW & CLASSIC)
- STREAMING AUDIO & VIDEO
- WIRELESS CONTENT
- SMS
- CRM
- & MUCH, MUCH MORE!

A UNIQUE AFFILIATED MARKETING OPPORTUNITY…

- To supply your audience with every type of content they need.
- For a totally integrated approach to entertainment & media
- For New advertising revenue
- To make new retail sales
- To build a great CRM database
- To super-serve your audience
- For great NTR!

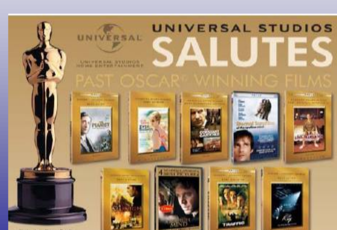
THE REVENUE MODEL

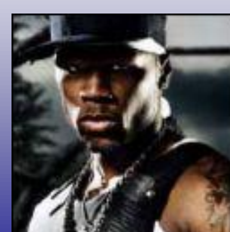
A LOGICAL & INNOVATIVE NEW MEDIA BUSINESS & REVENUE SOLUTION

E-Go media provides a turn-key micro-portal that is private labeled with your corporate ID. A turn-key new media business in total synch with yours… We share & share alike in the revenue and E-Go does virtually all of the work… and you do what you do best – promote it!

E-Go Media affiliates share in sale of all goods & services, video stream advertising income, national & local marketing promotions, technology content downloads uploads and more

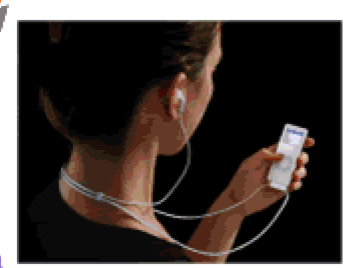
Involve your audience & advertisers in compelling local audience upload promotions (audio, video, art, writings and more!) that really reach your audience and deepen your relationship - while presenting compelling revenue opportunities.





THE NETWORK MODEL

BUILDING A UBIQUITOUS ENTERTAINMENT NETWORK…



A unique strategy for maximizing new media profits for traditional media.

It's a win/win scenario for all involved… Think of E-go Media Networks as a large entertainment lifestyle mall in thousands of media outlets from coast to coast, in every major & minor market.

We offer traditional media a turn-key solution to their new media strategic needs as well as significant revenue streams.

By including our content and entertainment marketplace in radio stations, TV stations, Newspapers, cable TV, local and national magazine web sites we'll reach and sell a entertainment hungry audience virtually everything they need for their entertainment and sports-oriented lifestyle.

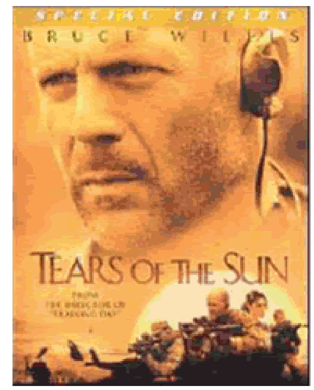
By partnering with traditional and new media outlets we will have built-in promotion & advertising marketing support

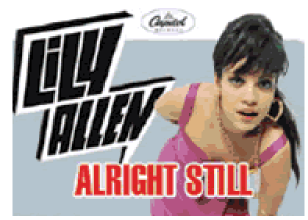
ADVERTISING SERVICES

E-GO Media network is multi-faceted in terms of products & services both tactical and strategic for national & local advertisers and marketers.

Strategic marketing partnerships built on moving products and services – results with a network that encompasses both dramatic reach and abilities to penetrate virtually every media form from broadcast to on-line to wireless.

Commercial insertion in streams, downloads and video ads… combined with video and graphic ads in trailers, vignettes, Contesting, CRM databasing, direct response, product integration in content, all combined with the hottest, most demanded music, videos, movies, TV shows, how-to's, & sports, for an incredible advertising and marketing environment.





E-GO'S CONTENT AGGREGATION MODEL

"STRATEGIC PARTNERSHIPS DELIVERING TOTAL ENTERTAINMENT CONTENT FOR YOUR AUDIENCE."

All of the media & entertainment experts and your audience all agree…

"CONTENT IS KING!"

TELEMUNDO

E-Go's Content Aggregation includes: The Licensing of music from all major & minor labels, from major movie studios, independent film companies and cable channels.

TV shows from major & independent production houses plus the acquisition of amateur content from "community" portals, archives, syndicators, viral solicitation of content, acquisition of music, film & animation lifestyle content, contests & more.

Add this to your unique technical ability to enable content creators to upload their music and films for sale on your site - a huge complement of compelling content that will attract audience, hold them and generate new revenue.….

TITAN / PYRAMID RECORDS

Titan/Pyramid traces its genesis to 1989 with the founding of Pyramid Records Group when Tony Martel, Vice President of Sony, proposed to Allen Jacobi, a leading entertainment attorney and Pyramid's President, that he ran an independent label distributed by Sony Music. Jacobi signed Joe Walsh of the Eagles for the company's first release. The title track from Walsh's album "Ordinary Average Guy" became a #1 single on the rock radio charts upon its release through Sony. The availability of an enhanced arrangement lead the company to sign a new distribution agreement with Rhino Records, a Warner owned and distributed company in 1993.

During the following 8 years, artists such as Earth, Wind and Fire, The Band, The Doobie Brothers, Robert Palmer and other superstar classic rock groups were signed and released by the company.

In 2004 a next generation Pyramid was launched with Jacobi at the helm through Universal distribution. Its first release under this arrangement was Bridge to Havana in July of that year. The album featured such renowned artists such as Gladys Knight, Bonnie Raitt, Mick Fleetwood, Peter Frampton, Dave Koz, Brenda Russell and many others combined with the top artists in Cuba, such as members of the Buena Vista Social Club, Carlos Varela and Los Van Van. The project consists of a studio album CD and a concert film DVD sold separately and in a combination box set. The album went to #3 on the Billboard World Album Chart and the concert video was televised nationwide on PBS. In September of that year, a studio album from urban songstress Lalah Hathaway was released and the single went to #1 on the Urban A/C radio charts. In August 2005 the Company released the Rock n Roll Hall of Famer "Stephen Stills' first studio album in 14 years "Man Alive." Future releases include rap superstart Public Enemy Greatest Hits Live CD and DVD on November 21, 2005 and Platinum selling country star Ty Herndon on October 24, 2005. The Company will create not only audio product, but also live concert DVD's. This will give us exclusive content for the website as well as create another revenue stream within the fastest expanding segment of the music industry, the home DVD market.

Pyramid Label Brand

- **Known as a "Classic" Group Record Label**
- **20+ Artists under Distribution Contract**
- **Approved for Third Party Distribution**

Titan Label Brand

- **Grass Roots & Local Bands Digital Distribution**
- **Joint Venture Private Label with Established Artists**
- **Joint Venture with Other Labels on a Project Basis**





COMPANY MILESTONES

Vision Media Television & Radio Marketing Campaign	Q3 2007
Hollywood Reporter's hit movie song collection release date	Q4 2007
LA singer/songwriter Heather Bradley solo CD "Kaleidoscope" release date.	Q4 2007
Billboards Video Hits featuring the top artists in each genre release date.	Q4 2007
Kev Samples CD "Screamin' For More" release date.	Q1 2007
Platinum artist Snoop Dogg's CD and Video "Drop It Hot" release date	Q2 2007
Joe Patrick's CD "I'll Know When I Get There" release date.	Q1 2007
Platinum artist Public Enemy Autralian Live Tour on DVD	Q2 2007
Platinum artist Ty Herndon release date.	Oct 2006
Skant Bone's CD "4 Seasonz" release date.	Oct 2006
ASP Media Holding – Germany Set Top Box Manf & Distributor	9/01/2006
Alliance Entertainment Corporation – Merchandising	8/31/2006
Netstamp, Inc. – IR Services	8/30/2006
Interep Digital Media Distribution Agreement – Radio Stations	8/22/2006
NBS Media Agreement	8/01/2006
Insytcom, Inc. Hotel & Resort Distribution Agreement	7/26/2006
Pink Sheets Financial Reporting Service Agreement	7/25/2006
Ty Herndon Signed as Joint Venture Artist	7/10/2006
New Portal with Interactive Merchandising Launched	6/27/2006
Jumbo Tron Launch Advertising	6/25/2006
DSBN – NYC Jumbotron Advertisement	6/21/2006
VIP Call Center Service Agreement	6/12/2006
Universal Scheduled Release of Billboard DVD's	6/12/2006
VIP Creative Solutions – Independent Bands Distribution	6/12/2006
Fédération Internationale de Football Association- Girls From Hawaii	6/08/2006
Friedman, Cohen, Taubman & Company CPA Audit Firm	6/07/2006
Jackson Dance Music LLC – Artist Distribution Agreement	6/07/2006
NorStar Marketing Group Contracted	6/01/2006
Charly Films LLC – Exclusive US Artist Distribution Agreement	6/01/2006
Billboard Content Contract	5/23/2006
Hollywood Reporter Top 100 Movie songs	5/23/2006
Interviewed by Wall Street	5/01/2006
Stephen Stills Spring Concert Tour	4/30/2006
SAV Productions – Artist Distribution Contract	4/28/2006
Interviewed by Wallstreet.net	4/24/2006
Released Digital Distribution Program	4/24/2006
Acquired Hardware for Data Center	4/15/2006
Outlandish Artist Distribution Agreement	3/29/2006
Waterville Research Contract	3/13/2006
Listed on Frankfurt Stock Exchange	3/10/2006
Interviewed by Wall Street Reporter	3/21/2006
Released Portal	3/15/2006
Wide Group Source Code Hand Off Agreement	3/03/2006
Billboard Exclusive Distribution Top 100 Video Bundle Package	2/17/2006
Dr Harris / Galaxy Entertainment Distribution Agreement	2/15/2006
Joe R&B Spokesperson Contract	2/11/2006
Leonard Marshall Strategic Marketing Advisory Board Agreement	1/23/2006
iWatchNow Content License Agreement	1/19/2006
Incredible Discoveries TV Commercial Production & Marketing	1/16/2006
Bobby Axelrod engaged as Company SEC Attorney	12/19/2005
Orchard Independent Song Content License Agreement	12/06/2005
Fredericks Entertainment Distribution Agreement	11/30/2005

U.M.G. Recording/Distribution Agreement	11/30/2005
Titan/Pyramid Merger	11/30/2005
Titan Reverses into Public Shell	11/18/2005
Char Tunes, Inc.	10/24/2005
RelationServe US Internet Marketing Contract	10/06/2005
Vision Entertainment Media Group	10/05/2005
Da-Labull, Inc. Distribution Agreement	9/16/2005
Wolfe & Goldstein Corporate Legal Counsel	8/19/2005
Wide Group Portal Modification Agreement	7/25/2005
Big East Records LLC/MCS Entertainment LTD	7/11/2055
Realm Music Group	6/28/2005
Cumming Entertainment Group	6/18/2005
Stephen Stills Talking Elephant Foreign Licensing Agreement	4/25/2005
Wide Group Modification of Agreement	4/4/2005
The Invisible Recording Agreement	3/29/2005
Titan / Pyramid Promo Only	3/21/2005
Paramount Media Marketing Group-Media Placement	3/14/2005
China Shop Records	3/14/2005
Paramount Media Marketing Group-Direct Inquiry Sales	3/9/2005
Stephen Stills Three Party Agreement	3/3/2005
Jim Pugh BOD Member Agreement	3/1/2005
Universal Distribution Contract	3/1/2005
Southside Star Entertainment	2/23/2005
iMethods Binding Interim Agreement	2/17/2005
ASCAP License Agreement	2/8/2005
BMI License Agreement	2/1/2005
The Barkays Recording Agreement	1/6/2005
iMethods Card Services Agreement	12/7/2004
Heather Bradley Recording Agreement	10/14/2004
Wide Group Web Portal Agreement	7/28/2004
Caliper Design Website Valuation Report	6/1/2004
Stephen Stills Recording Agreement	3/15/2004

COMPANY BUSINESS STRUCTURE

Board of Directors
Jim Pugh
Michael Manocchio

Business Divisions

Advisory Boards

Music Division

Managed by Michael Mancchio and Allen Jacobi. Division is an Universal Music Group distributed label.

Entertainment Distribution Division

Managed by Laurence Norjean. This Division focuses on acquiring and distributing content.

Strategic Marketing

Marc Guild
- President Marketing Division, Interep, Inc.

James P. Mazzarella
- Chief Information Officer, Interep, Inc.

Dean Crutchfield
- Vice President of Wolff-Olins, A Division

Foundation

Managed by Jim Pugh and Michael Mancchio. Foundation supports marketing to Colleges and Universities.

MARKETING ANALYSIS

Survey Online Video Viewing

In a recent published survey by "Online Publishers Association" called From Early Adoption to Common Practice: A Primer On Online Video Viewing analyzed the viewing habits of 1,241 Internet users between the ages of 12 to 64 they determined the following:

- Watching video online is becoming routine; at least one in four viewing at least weekly.
  - 5% Daily users = millions of desirable customers
- News and entertainment are among the most frequently watched online.
- Viewers go to multiple destinations for videos then
- surf for more.
- Online video viewers have attractive demographics.
- Online video viewers are cross-media consumers.
- Viewers are receptive to video ads and driven to act.
- Consumers are willing to pay for online videos to get freedom of access.

TOP 20 COUNTRIES WITH HIGHEST NUMBER OF INTERNET USERS						
#	Country or Region	Internet Users, Latest Data	Population (2006 Est.)	Internet Penetration	Source and Date of Latest Data	% Users of World

1	United States	205,326,680	299,093,237	68.6 %	Nielsen//NR Jan/06	20.1 %
2	China	111,000,000	1,306,724,067	8.5 %	CNNIC Dec/05	10.9 %
3	Japan	86,300,000	128,389,000	67.2 %	eTForecasts Dec/05	8.4 %
4	India	50,600,000	1,112,225,812	4.5 %	C.I.Almanac Mar/05	5.0 %
5	Germany	48,721,997	82,515,988	59.0 %	Nielsen//NR Jan/06	4.8 %
6	United Kingdom	37,800,000	60,139,274	62.9 %	ITU Oct/05	3.7 %
7	Korea (South)	33,900,000	50,633,265	67.0 %	eTForecast Dec/05	3.3 %
8	Italy	28,870,000	59,115,261	48.8 %	ITU Sept./05	2.8 %
9	France	26,214,173	61,004,840	43.0 %	Nielsen//NR Jan/06	2.6 %
10	Brazil	25,900,000	184,284,898	14.1 %	eTForcasts Dec/05	2.5 %
11	Russia	23,700,000	143,682,757	16.5 %	eTForcasts Dec/05	2.3 %
12	Canada	21,900,000	32,251,238	67.9 %	eTForcasts Dec/05	2.2 %
13	Indonesia	18,000,000	221,900,701	8.1 %	eTForcasts Dec/05	1.8 %
14	Spain	17,142,198	44,351,186	38.7 %	Nielsen//NR Jan/06	1.7 %
15	Mexico	16,995,400	105,149,952	16.2 %	AMIPCI Nov/05	1.7 %
16	Australia	14,189,557	20,750,052	68.4 %	Nielsen//NR Jan/06	1.4 %
17	Taiwan	13,800,000	22,896,488	60.3 %	C.I.Almanac Mar/05	1.4 %
18	Netherlands	10,806,328	16,386,216	65.9 %	Nielsen//NR June/04	1.1 %
19	Poland	10,600,000	38,115,814	27.8 %	C.I.Almanac Mar./05	1.0 %
20	Turkey	10,220,000	74,709,412	13.7 %	ITU Sept./05	1.0 %
TOP 20 Countries		811,986,333	4,064,319,458	20.0 %	IWS - Mar.31/06	79.4 %
Rest of the World		210,876,974	2,435,377,602	8.7 %	IWS - Mar.31/06	20.6 %
Total World – Users		1,022,863,307	6,499,697,060	15.7 %	IWS - Dec.31/05	100.0 %

NOTES: (1) World Internet User Statistics were updated as of March 31, 2006. (2) Data for users in individual countries and regions may be found by clicking each country name. (3) Population numbers are based on data contained in the world-gazetteer page. (4) The most recent user information comes from data published by Nielsen//NetRatings, ITU, and other trustworthy research sources. (6) Data from this site may be cited, giving due credit and establishing an active link back to InternetWorldStats.com. (6) For definitions and navigation help, see the Site Surfing Guide. ©Copyright 2001-2006, Miniwatts Marketing Group. All rights reserved.

Mobile Television Coming To A Cell Phone Near You
Robin Good and Kevin C. Borgia -

TV on mobile phones
If you haven't yet noticed mobile television is rapidly becoming a reality encompassing the Internet, traditional TV and the new grassroots revolution taking place across all media.

Colonized in its early stages by the large funding provided by traditional telcos or by partnerships with traditional media houses, the first mobile television services are already counting some millions subscribers when you add to the US, the fast growing adoption rate of mobile TV services in Asian countries like Korea, Japan and even China.

The disruptive marketing potential of accessing video through mobile devices can be largely underestimated for lack of previous historical or cultural parallels.

Not only.

The emerging grassroots production and distribution of highly personalized, niche content will likely deliver some quite tangible blow to traditional TV networks dominance as the most popular media source watched on video.

Mobile television is now available on mobile phones in the US and test marketing is being conducted on the viability of the technology worldwide.

So while still in its infancy, TV could indeed soon become an integral part of your mobile phone experience.

Service providers are currently testing various content-delivery styles (broadcast or on-demand), and there are many start-ups already working around new ideas on how leveraging grassroots originated or aggregated content to carry some commercial value for all parties involved.

As Java, Flash and other multimedia mobile operating platforms are now well established, and as 3G and 4G mobile networks make their inroads into Europe, Asia and the US, using your mobile to watch live events, news information or old-time home recordings uploaded to your online infinite personal storage space, are more than likely to happen.

According to an article on TechnologyReview.com, Clay Owen, a spokesperson for Cingular, an American cellular service provider already offering TV in select markets, said "*TV on the cell phone is OK now, but it's going to get dramatically better later this year when the networks are upgraded.*"

There are also many technical and "political" challenges being faced by those companies most interested in making mobile television a reality.

One of the issues slowing down the rapid evolution of this new emerging marketplace are the multiple alternative technology platforms and standards fighting for becoming the preferred choice of mobile phone makers as well as the industry standard.

Currently, it's a battle of acronyms, with DVB-H, T-DMB, and MediaFLO plus a few others dipping their feet into the unexplored waters of video streaming and real-time delivery over mobile telephone networks.

DVB-H, or digital video broadcast-handset, works by simultaneously sending a signal to multiple users with a digital TV receiver attached to their cell phone. Users find programs via an on-screen guide, select the program to watch and view it when it is broadcast by the provider.

Its main competitor may be Qualcomm's MediaFLO technology, which could delivers content more cost-effectively, using multicasting technology to broadcast to many users over the bandwidth required for a single UHF TV channel.
Another potential technology is the DMB (Digital Media Broadcasting), which has had some success in Asia. Also known as DMB-T, Digital Media Broadcasting - Terrestrial, is the youngest major broadcast standard and provides the best reception quality for the power required. It evolved from the European Digital Audio Broadcasting (DAB) standard, which was widely supported by Korean chip makers.

Initial trials in Helsinki, Finland showed already 41% of all users testing the DVB-H technology would pay for the service, while in the US several companies are already having success beaming TV signals to mobile phones through the Sprint, Verizon and Cingular mobile phone networks.

Just last week, MobiTV, the first company to work in cellular TV in the US, **received an Emmy Award** for "*Outstanding Achievement in Engineering Development.*" The award came to MobiTV after just two years of providing their service, which now reaches over **500,000 mobile TV phone subscribers** who are able to watch ABC News Now, MSNBC, The Discovery Channel, The Learning Channel, ESPN and more of the traditional media mix over their mobile phones.

If half a million people are already willing to subscribe to a service whose technology and overall content offering is still maturing, one can only imagine what success it may reach once the technology gets widely adopted.

Success like that is pretty indicative of where and how solidly the future of mobile television is going to be. So if you haven't started to pay attention to this new media universe, and to the opportunities it opens up, it's about time you do.
Add wi-fi, or basic phone-based capabilities to the new video iPod and there you have the perfect killer media device for some time to come.

Mobile Music Download Market Explodes
Mike Slocombe
29 Mar 2006

Global revenue from music downloaded onto mobile phones went through the roof last year, with pundits predicting that the only way is up for the next five years.

ABI Research's "Mobile Music Services" surveyed world markets for downloads of full music tracks, ringtones and ringback tones and revealed that the market for full track music downloads to mobile devices had ballooned by 2,000% in the twelve months to the end of 2005.

Compared to sales of $12.4 million in 2004, last year saw an explosive growth in the market, with handset owners shelling out a thumping great $251 million on music downloads - and that figure is expected to reach $9.3 billion by 2011.

The report notes that the high penetration of home PCs in North America has limited over-the-air downloads compared to overseas markets like Asia where mobile phones enjoy greater popularity than PCs.

Similarly, the absence of a Japanese iTunes store until Q4 of 2005 also helped telecom operator KDDI shift 30 million mobile tracks in Japan last year.

How to make a mint from mobile music
If you fancy chancing your arm in the music download market, Arthur Daley's of the world will appreciate the list of 'prerequisites for future success in the music-download business' dished out in the report.

These include a 3G network capable of supporting the product, agreements between carriers and record labels and a distribution system that checks that handsets can accept the content and, crucially, ensures that punters fork out for the product.

Moreover, there must be robust copyright-protection software in place which allows mobile phone users to shunt tracks between devices with no bother.

Finally, the handsets themselves must come with enough memory to store an ample selection of banging tunes and be capable of supporting music downloads and transfers.

And with that, we're off to launch the Digital Lifestyle Music Download service from our lock-up under the arches.

May 9, 2006
IPTV a $44B Market by 2009
By Roy Mark

IPTV equipment and service revenue is expected to hit $44 billion over the next three years, according to a new report by Infonetics Research.

The research firm said worldwide IPTV subscribers will climb to 53 million by 2009. To meet that demand, service providers are rapidly increasing their investments in infrastructure, transport and content.

Europe, the Middle East and Asia is the leading region for IPTV service revenue. Subscribers in the Asia-Pacific region, where faster forms of DSL such as VDSL2 are stimulating subscriber growth, almost doubled from 2004 to 2005.

The report further states that IPTV subscribers in North America will increase four-fold between 2005 and 2009.

By 2009, Infonetics expects IPTV equipment revenue will be $6 billion and service revenue will climb to $38 billion.
Worldwide IPTV equipment revenue topped $400 million in 2005.

"Service providers expect huge returns from IPTV, and they are investing heavily in IPTV infrastructure to ensure those returns," Jeff Heynen, an Infonetics analyst, said in a statement.

Currently, broadband providers with DSL and Fiber-to-the-Home (FTTH) services account for the majority of service revenue.

"Right now they're focused on transport infrastructure, upgrading their access networks with higher-bandwidth ADSL2+, VDSL2 and FTTH platforms, and adding IP edge routers and Ethernet routers and switches to handle the expected traffic demands of the escalating numbers of IPTV subscribers," Heynen said.

According to the report, IP set top box (STB) revenue currently accounts for 42 percent of IPTV equipment revenue as providers purchase MPEG-2 STBs. Infonetics predicts IP STB sales will nearly double every year for the next three years.
Infonetics also expects cable broadband providers to migrate to all IP-based services in the next few years.

April 21, 2006
Internet Ads up 30%
By Nicholas Carlson

Internet advertising revenues grew 30 percent, earning $12.5 billion in 2005, according to numbers released today by Interactive Advertising Bureau and PricewaterhouseCoopers.

That growth and shifts within the sector reflect how advertisers are rethinking their approach to marketing. Leaping gains in Referrals/Lead Generation and E-mail ads combined with yet more spending on keyword advertising particularly drove revenues higher.

Keyword search advertising alone brought in $5.132 billion in 2005, helping to explain Google's strong first quarter results.
Google's keyword product AdSense is its primary revenue stream, and yesterday the company soundly beat Wall Street estimates.

Display advertising also saw an overall revenue increase in 2005 from $1.8 billion to $2.5 billion.

But the method nevertheless lost market share, slipping from 20 percent to 19 percent of all Internet ad revenue. The subtle move perhaps presages a much-predicted shift in the industry toward interactive and viral marketing.

NBC rolls the dice on new media
May 22, 2006 10:32 AM
Beyond The Headlines e-newsletter

It was at the 1939 New York World's Fair that NBC's David Sarnoff introduced television to the American public. Last week, another NBC executive told Madison Avenue that the Peacock network is now looking beyond television for its future.

Stuck at fourth place in the ratings for viewers most sought by advertisers — those aged 18 to 49 — NBC is counting on digital media as much as television for a comeback in the 2006-2007 season, the *New York Times* reported.

“No longer is content just for the television screen,” said Jeff Zucker, chief executive at the NBC Universal Television Group, at last week's upfront presentation for advertisers in New York City.

If NBC's new strategy is successful, it would draw advertising dollars away from traditional television broadcasting to new ventures on the Web and a variety of mobile platforms.

In fact, the network made it clear it's ready to sell commercial time on programming for a variety of new media outlets. “We have more than 100 ideas ready to go,” Zucker said.

Among the new NBC initiatives are a broadband comedy channel, offering computer users archives of shows such as "Leave It to Beaver;" a chance for viewers to create their own content to podcasts, and an animated digital comic book based on characters and plot lines from "Heroes," a drama series being scheduled for Monday night next fall.

One billion now have net access
Jun 2, 2006 8:00 AM
Strategic Content Management e-newsletter

More than 1 billion people in the world have access to the Internet, with a quarter of them with broadband, or high-speed connections, according to a new survey.

The milestone of 1 billion was reached in late 2005, eMarketer found in its survey. Nearly 250 million households, the company found, have broadband connections. Of these people, 845 million use the Internet regularly.

The United States is still number one in terms of numbers of Internet users with 175 million, and broadband households, 43.7 million. In terms of regions, however, Asia-Pacific has the largest number (315 million) and is the largest broadband center containing nearly 40 percent of the world's broadband households.

Latin America was the fastest growing broadband region worldwide, achieving 70 percent subscriber growth, the survey found. But it had just 70 million people online.

Europe had 233 million people online and 55.2 million broadband households. China had 111 million users and 34.1 million households with fast connections.

The eMarketer report was based on a number of industry surveys and data from the International Telecommunication Union and Organization of Economic Cooperation and Development.

Entertainment Industry Integration

The entertainment industries in the United States, from record to television to film, have always been fiercely independent. Even when owned by the same parent corporation, companies have failed to integrate their activities so as to support one another. A good example is that a Warner television show will use soundtrack music acquired from Sony and RCA, A Sony motion picture will have a soundtrack album on Warner's. Unlike the major entertainment companies in America today, the Company understands the value of integrating its various companies so as to support the others.

The Company brings together the first single point aggregation delivery system on the Internet. Each media area will provide localized content allowing the users to customize the Entertainment Distribution Center. The by-directional interactive processing allows users to upload their personalized content for viewing and sharing with others through an Internet connection. eComm Media will launch the third generation of its network portal to Beta by May 2007.

The eComm 3 Media Network website will consistently feature audio and video products as well as online radio and syndicated radio shows. Independent bands will provide unique content. According to the Recording Industry Association of America, CD's make up more than 85% of all music sales in the 12 Billion-Dollar domestic music industry. Each CD and DVD will have an entire page in the accompanying booklet promoting the Titan Tunes website and offering the CD buyer a free additional song or scene not available on the CD or DVD. This will encourage CD and DVD buyers to go to the website for additional material and downloads on artists they have already purchased at retail. As the RIAA reveals, CD sales in 2004 were strong in two areas, Hip Hop and even greater, adult oriented music. Fifty-Eight percent of all record sales are made to people over 30 and half of those sales to people over 45, it is for that reason that the record label will lean heavily toward artists who appeal to these demographics.

MARKETING ADVANTAGES

Not a "Me To" Download Portal – Aggregator of Complete Entertainment

"eGo Media Network" will encompass a totally different approach to content delivery. When you think of delivery one typically thinks of iTunes, Rhapsody and Yahoo. These are typical of websites that deliver content. Whether its movies.com, books.com, music.com, etc., they all have specific content and provide a service to their customers. Some, like iTunes, are integrated with specific hardware requiring the customer to own the hardware device to gain access to downloadable content. Others provide content to a wide arrange of clientele allowing content to be downloaded to the local computer and in some cases allow its content to be ported to mobile devices. What you cannot find is a single content distribution website that provides an aggregated platform for all localized media content. eGo Media Network is the only website that provides its customers with an international library of content. Individuals can access localized content in their local language and international content which can be distributed internationally. Content will include the following:

- **Music** SONY, Universal, Warner, EMI, Orchard – Over 3,000,000 individual selections in the US and sub-licensing for each country in localized language. Orchard licensing agreement is active with SONY, Universal, Warner and EMI waiting on funding.
- **Music Videos** Over 50,000 music videos in the US. Through Promo Only we have access to over 47,000 music videos that are older generation videos which have been digitized that are not marketed through other download sites. Video content is being licensed from SONY, Universal, Warner, EMI and Orchard. Promo Only contract is active with SONY, Universal, Warner, EMI and Orchard waiting on funding.
- **Radio** Active contract with Interep, Inc. provides the company with 2,300 radio stations to private label the 'Titan Universe" portal. In addition, these marketing outlets will support the local and independent band marketing. Other contracts are currently being pursued with WinStar that supports another 1,000 radio stations. Radio stations will be able to stream live their radio shows worldwide.
- **Syndicated Radio** Active contract with Interep, Inc. provides us access to syndicated radio from 2,300 stations. Our technology changes the way syndicated radio will be distributed. Radio shows can be distributed internationally as a pay per-view. This broadening the audience will increase corporate advertising dollars. We are creating our own syndicated radio network to build out a seamless international network.
- **Movies** We are in the process of finalizing with Burn2Own access to redistributed their library of over 100,000 movies. This is a cross marketing relationship. They will give us access to their library to sell and we will provide them our content for sale as well. We will be part of a 200,000 retail store rollout of a prepaid download card. We have closed with iWatchNow old movies for the older demographic customer.
- **Television Sitcoms** With the iWatchNow contract, we have he library of the old television sitcoms such as I Love Lucy, Dick Van Dike, etc. Other television sitcoms will be brought in our distribution library from television networks and television made for the internet. We are in contract discussions with Tom Holland who has produced a cliff hanger series for the Internet called "Driven". Tom was responsible for creating Chucky and Physco II.
- **Games** We are in final contract negotiations with GameZNFlix to acquire access to over 40,000 games. In addition, we are pursuing other game libraries to complete our product offering.
- **Books** As part of the contract with GameZNFlix we will receive over 614,000 books. A portion will be available in audio format.
- **Live and Delayed Television** We are in final contract discussions with Telemundo and NBC regarding both live and delayed broadcast television. In addition, we are in discussions with cable network providers to provide access to television content. In certain European countries one of our mobile handheld devices provides a television tuning accessory that will receive live television broadcasts.

- **Concerts** We have entered into a Letter of Intent with GoMusicNetwork.com to provide us with a Los Angeles based network of live concert venues. We also are developing our own independent band format with corporate sponsorship on a regional, national and international basis. Through live television we will promote and distribute the battle of the band programs.
- **Video on Demand** Through the contract with Insystcom, Inc. we have the video on demand library as part of our content.

Single Page Delivery Portals

eGo Media Network is an aggregating media center that provides the user with a one-stop-shop environment in for all their entertainment needs. The Network provides the customer with the ability to obtain a wide selection of localized content as well as the ability to utilize the technology offered to members in supporting their full entertainment needs. Users select from the media center main menu the type of entertainment portal they wish to enter.

The Technology – "THE FIRST INTERACTIVE SITE ON A SINGLE PAGE"
Shop • Search • Preview • Organize • Customize • Watch

- All without ever leaving the home page -

Most websites that provide the option for online purchase have a system involving a large amount of steps. This results in more than half of the consumers (57%) abandoning the shopping cart before finalizing the purchase. eGo Media Network's unique design has differentiated itself from the rest of online music stores reducing the amount of steps providing the user with a new online buying experience making the purchase process an easy, fast and secure one while never leaving the Network page.

Distinguishing Differences:

eGo Media Network will not only sell music and video, but will also sell artist merchandise of all types from T-Shirts and hats to jackets and gifts. This merchandise will be provided from both Company artists, independent artists and other licensed third party merchandisers approved by the company.

The Company has acquired music publishing licensing from the American Society of Composers, Authors and Publishers (ASCAP) and Broadcast Music Incorporated (BMI), for the rights to stream and sell music video and audio through the internet.

Our licensed financial solution is unlike any other music portal, the financial transactions will have bank level security and instantaneous revenue reporting and payment to the various copyright holders, i.e. record labels, artists, etc. This feature is particularly attractive to record companies and other property rights holders in that they will be able to go online at any time 24/7 and observe the transactions that have taken place and the amounts of money that have been deposited into their account. Other portals render monthly, an in some cases quarterly statements, and tender payment on the same basis. Titan Tunes offers the record labels the ability to sweep the account on a daily basis should they desire. This is the most secure internet financial transaction available. As a result of this patented technology, which instantly converts the sale price of any purchase to any currency, Titan Tunes will launch globally and will be able to accept payment from 88 countries around the world.

One-on-One Real Time Advertising with Demographic Reporting

Our technology offers advertisers (local, regional, national, international) the ability to obtain one-on-one real time advertising that current is cost prohibitive today and in some cases not even available. Advertiser will be able to insert their advertisement in a specified format using our administration system. They will select the demographic profile of the individual they wish to advertise to. Using our ecommerce engine the advertiser selects the time they wish to advertise or select a general profile or a specific piece of content they wish to advertise when viewed or played. To complete the advertisement the advertiser will utilize our payment engine and once payment has been received the system release the advertisement into production.

This advertising technology will change the industry. With advertising dollars shifting from the broadcast format to the Internet more corporations want one-on-one processing.

Our online real time reporting system can provide the actual individual information as to contact information and advertising viewing time. This allows the advertiser to better manage the corporations advertising dollars.

By being able to deliver the one-on-one processing we can open the door for even local advertisers to take advantage of our client base. Since each piece of content downloaded or viewed is a single delivery, we can target not only the individual but the time by which an advertisement is displayed. This assures the local, regional, national or international advertiser that the advertisement reaches its targeted audience.

Independent Artist Content - Band with Billboard Charting

On June 23, 2006 we released our guaranteed digital distribution program for independent bands. The release will include articles in every publication that artists would read. We want to hit hard the music related artist but tease the other artists in independent films, books, etc. When we put out those portions of the portal we will hit each area then but we want people to know its coming. This program allows music artists are bands to use eGo Media Network to distribute their content. While we guarantee distribution, we limit the content to that which meets the content standards of the Company. Artists are not limited to the amount of content they can upload but are limited to content they own. How does this benefit the artist?

1. The artist gets worldwide exposure immediately.
2. The artist can direct their fans to go to the site to download the songs they want to purchase. This eliminates the cost of CD production, inventory and sales.
3. Artists that have achieved significant downloads will be offered a recording contract.
4. Real-time payments to artist with each download. This allows the artists to access funds from wherever they maybe without wait.
5. This allows artist to have us market their merchandise as well.

How will we promote the artist?

1. We have provided a complete artist section related to Independent Bands and Local Artists. Individuals can sort by geographical area or genre in identifying the music they wish to listen to.

2. We will by genre have the local bands compete for the rights to compete in a national battle of the bands with the winner to receive a recording contract.
3. Billboard has agreed to develop an independent band charting system just like they do for bands who have released music to the public through a major label today.
4. Radio stations will promote and revenue share from download sales.

What is the revenue model?

Artists who use this service will be charged an enrollment fee of $9.95 for twelve songs with an additional $0.50 for each song thereafter which is included on the CD release. The Company nets about 50% of the enrollment fees. Downloads retail price is $0.99. Net revenues after paying the delivery and merchant services costs are split 50/50 with the independent band. In addition to the above revenues corporate sponsorship revenues will also be received in sponsoring events and basic advertising.

What is the market size?

No one really knows the global market size of independent band content. What we do know that the US research supports over 650,000 bands. Our first year goal is 100,000 bands. Since the announcement of the program the Company has received over 5,700 bands who have requested to use the service.

The leveraged marketing play!

From a street marketing perspective we will have created the largest ground roots marketing campaign ever in the history of any corporation. Since the independent bands will now be able to compete head-to-head with other independent bands as well as established artists with the reward of a traditional recording contract, each and every member of the band will be promoting the Titan brand and program. With our goal of 100,000 bands and knowing that the average band size is four would have 400,000 individual ground roots marketers on the street! This does not include the loyal fans and family members.

Through Billboard, partners and the corporate sponsors, we can now make this a global program – "The first of its kind." Making this an International program will set Titan completely apart from any competition and create an unbelievable marketing team.

This program will be expanded to all forms of artist distribution – music videos, independent films, books, etc. The same format for independent bands is the same with very little modification for all forms of entertainment.

Full Scale Merchandising
As part of each media delivery portal customers will be able to purchase hard goods as part of their entertainment experience. A full-scale merchandise store is presented to our members/customers when they select a particular piece of content. The merchandise will consist of everything from CD/DVD, clothing lines and other artist merchandise. Currently, we have signed an agreement with Alliance Entertainment Corporation to provide us with CD/DVD's for all artists. This merchandise includes audio, music videos and movies. Alliance is the largest wholesaler in United States doing $1.8B dollars of revenue last year. Customers will purchase merchandise as part of their entertainment experience through the Company's eCommerce engine with their order being fulfilled by Alliance with same day shipment.

Distribution Programs
We have concentrated our initial distribution programs using a leveraged marketing approach. We did so to limit the capital investment required to brand, advertise and distribute. These programs provide private label portals with specific content to meet the clientele of the distribution partner. Distribution partners will be able to share in the revenues generated through their distribution portal. These revenues include corporate advertising as well. Our goal is to have over 4,000 private label portals by 1st quarter 2007. Currently, we have through the Interep, Inc. contract 2,300 radio stations. We are in final contracting with Alliance

Entertainment Corporation to be their download partner with their 153 sites. Alliance 153 sites include CVS, Fred Myers, Wallgreens, Circuit City, Best Buy, etc.

Artist Royalty Card Payment Program
This will be a first in the market. Artist will be able to be paid real time through a bank signature debit card. Bank First has agreed to be the Company's sponsoring/issuing bank. Bank cards will be issued to all independent artists as an alternative to receiving payments by check. They will be able to real time see what is owed to them and what has been paid through our online reporting system. Artist payment and reporting is the number one issue for all artists. We have solved this issue through our Artist Royalty Card Payment Program.

Hardware Agnostic
One of biggest differences in the marketplace is that our content delivery system is hardware agnostic. Customers can download any portion of our content and be able to port it to any handheld mobile device following the instructions of their handheld manufacturer. Customers who wish to be walked through this process can call our customer service center and one of representatives will assist them in the process.

While we do supply handheld mobile devices, we do so to further our distribution and not to compete with hardware manufacturers.

MARKET ROLLOUT STRATEGY

Music Division

We concentrated our efforts the first half of the year in changing out our artist inventory to position the company with artists that we can achieve the revenues we needed. In doing so, our revenues the first three quarters of 2006 were not at the levels of 2005 but the year will end with a significant revenues.

Our artist lineup includes multiple platinum artists and programs that will allow our music division to flourish from now on. The unique distribution contract through Universal Music Group allows the Company to distribute all forms of content through the Universal distribution channel. The contract with Alliance Entertainment Corporation allows us to distribute the same content as though we were a retail store through our web portals.

Record Label Artist & Packaged Content Rollouts

Our artists will rollout in accordance with the distribution schedule coordinated through Universal. The following reflects the artist retail distribution schedule through Universal.

- Stephen Stills solo “Man Alive” CD. Stephen is the legendary artist from Crosby, Stills, Nash and Young. In retail stores now.
- The Band CD’s “Jericho and High on the Hog” were released in February 2006 and in retail stores now.
- Skant Bone’s CD “Welcome to My World” was released in March 2006 for digital distribution.
- June Rochelle’s CD “Changing Places” was released in April 2006 and in retail stores now.
- Sha Na Na’s CD “One More Saturday Night” was released June 2006 and retail stores now.
- Gisli’s CD “How About That” will be released in August 2006.
- Skant Bone’s CD “4 Seasonz” will be released in September 2006.
- Joe Patrick’s CD “I’ll Know When I Get There” will be released in first quarter 2007.
- Kev Samples CD “Screamin’ For More” will be released in September 2006.
- Joint Venture with platinum artist Ty Herndon. This project is the first in a line of established artist JV’s creating their own label. Ty’s “Right About Now” CD will be released in October 2006.
- Platinum artist Snoop Dogg’s CD and Video “Drop It Hot” will be first quarter 2007.
- Platinum artist Public Enemy Australian Live Tour on DVD will be released November 2006.
- Billboards Video Hits project featuring the top artists in each genre will be released in first quarter 2007. This is an exclusive collection of hits distributed through Titan.
- LA singer/songwriter Heather Bradley solo CD “Kaleidoscope”. To be released first quarter 2007.
- Hollywood Reporter’s hit movie song collection project featuring the top songs by the performing artists will be released first quarter 2007. This is an exclusive collection of hits distributed through Titan.

Independent Band Digital Distribution

On June 23, 2006 we released our guaranteed digital distribution program for independent bands. The release will include articles in every publication that artists would read. We want to hit hard the music related artist but tease the other artists in independent films, books, etc. When we put out those portions of the portal we will hit each area then but we want people to know its coming. This program allows music artists are bands to use Titan Tunes to distribute their content. While we guarantee distribution we limit the content to that which meets the content standards of Titan. Artists are not limited to the amount of content they can upload but are limited to content they own.

Artists who use this service will be charged an enrollment fee of $9.95 for twelve songs with an additional $0.50 for each song thereafter which is included on the CD release. The Company nets about 50% of the enrollment fees. Downloads retail price is $0.99. Net revenues after paying the delivery and merchant services costs are split 50/50 with the independent band. In addition to the above revenues corporate sponsorship revenues will also be received in sponsoring events and basic advertising.

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From a street marketing perspective we will have created the largest ground roots marketing campaign ever in the history of any corporation. Since the independent bands will now be able to compete head-to-head with other independent bands as well as established artist with the reward of a traditional recording contract, each and every member of the band will be promoting the Titan brand and program. With our goal of 100,000 bands and knowing that the average band size is four would have 400,000 individual ground roots marketers on the street! This does not include the loyal fans and family members.

Through Billboard, partners and the corporate sponsors we can now make this a global program – "The first of its kind." Making this an International program will set Titan completely apart from any competition and create an unbelievable marketing team.

Established Artist Joint Venture Labels

On June 14, 2006 we launched our established artist joint venture label program with the signing of country hit maker Ty Herndon. The first release will be Herndon's newly completed album "*Right About Now*". Herndon, who has had five #1 hit singles and four additional Top 10's is one of modern country music's iconic voices.

Herndon's best work to date, "*Right About Now*" features the amazing title cut, "*Mighty, Mighty Love*," and "*Someday Soon*." The album was produced by Darrell Brown, Jonathan Yudkin, and Dennis Matkosky and includes songs by Keith Urban, Radney Foster, Beth Nielsen Chapman, the producers and others.

"I didn't create this CD under time pressures" says Ty Herndon. "By taking the time to explore my music, I developed incredible creative partnerships with my producers, Darrell, Dennis and Jonathan." Darrell Brown, who contributes seven songs to the album, recently had a hit with Keith Urban's "*Raining On Sunday*" and Dennis Matkosky, who also wrote "*I Need You*" by Leann Rimes. "These are by far the best songs I've ever recorded," states Ty.

Ty's first single "*What Matters Most*," for Epic Records and the CD of the same name, earned Herndon a platinum award for sales of over one million copies. The first single from "*Right About Now*" will be released this summer by Titan/Pyramid Records through its Universal Music Group distribution. The album will be released in the third quarter of 2006.

Review of Program

The program was established for already established artists who are not signed with a record label or who are coming off a label contract and want to have their own label to continue releasing content. The program utilizes the Universal Distribution contract providing artists the exact same retail distribution that they have with any major label. Through the Universal contract, the Company is able to distribute third party content at much higher revenues than the typical distribution contracts in the markets. Label contracts today pay artists between 16% to 21% royalties. This equates to about $1.50 unit sales. Through our distribution contract, we are able to more than double the artist royalty to a minimum of $3.18 per unit sold.

More and more artist are moving to self-publish their content. This allows them to be more in control over their content, publishing and distribution. With Titan having retail and virtual distribution, we are able to offer these artists a full service turnkey distribution and administration system.

Entertainment Distribution Division

The rollout of this product line is predicated on funding of a minimum of $3.0M. While we have content under contract and being loaded into our production libraries, we need the basic music and music video content to launch any major marketing programs. We need to complete the licensing of content from SONY, Universal, Warner and EMI. This would then give us the baseline of content required to launch our private label marketing programs. Our goal to rollout our private label marketing programs was to achieve enough distribution partners that collectively provided access to one-half (1/2) of the United States population or 135,000,000 individuals. In doing this, we would achieve on a leverage marketing what took Apple millions of dollars in advertising. Achieving this access would represent the largest distribution network in the United States outside of CNN and BBC.

Private Label Marketing

Our private label marketing program has begun. eGo Media Network's visibility on the World Wide Web marks a fundamental difference with us and other businesses in our industry. We are not complacent with just being visible. Using numerous tools at our disposal we are continuously forging ahead and capturing and growing customer loyalty on the web. It is Titans belief that we can take control of our web site through a deliberate strategy in order to remain extremely competitive. No one understands our unique industry and business strategy like we do. The Titan Tunes website has to serve numerous purposes of which the main purpose is entertainment.

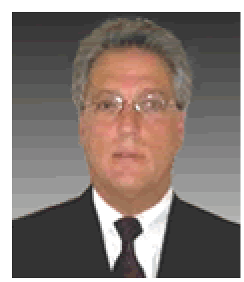
By partnering with major corporations we will capitalize on the strengths of these various companies in their selective fields to help market our music and their products at the same time. This duel approach to marketing music as a product and as a sales tool will quickly endear Titans name to companies that want fresh original and current music. Our need for this fresh resource for music will be filled by our innovative web based internship system. The ability for students to find an effective way to truly break into the Music industry has opened up for many more likely artists and producers. The prevalence of our Omni technology as a means of delivery and actual product makes our music and video more attainable to the most novice of technology users.

COMPANY MANAGEMENT TEAM

Jim B. Pugh
Titan Global Entertainment, Inc./eComm 3 Media, Inc. Chairman of the Board & Titan's CEO
Mr. Pugh joined the Board of Directors in March, 2005. In January, 2006 Mr. Pugh was asked by the BOD to assume the Chief Executive Officer. Prior to joining Titan, Mr. Pugh was Chairman, CEO and founder of Internet Methods, Inc. Mr. Pugh was responsible for the management and strategic direction of the company. Under this leadership, iMethods has experienced tremendous growth from its startup in building the strategic alliances and partnerships to ensure success. These alliances and partnerships consist of critical technology components as well as major distribution channels. It is through these partnerships that the company has been positioned to be a technology leader in e-Commerce solutions. A visionary in the field of e-Commerce, Mr. Pugh has positioned the company to successfully deploy its patent-pending Web Enabling Engines and advanced network applications and technologies. For four and a half years, Jim oversaw $750 million in manufacturing and sales for Motorola Inc., one of the world's largest portable electronics manufacturers.

Prior to founding iMethods in 2000, Mr. Pugh was President & CEO and cofounder of KIMG Management Group, Inc. (OTC:BB "KIMG"), a financial services company. Mr. Pugh was instrumental in the development of the platform technology and infrastructure to deploy financial, insurance and business products and services to consumers through alternative delivery channels of distribution. The distribution function was supported by sophisticated technologies that combined early Internet communication systems with human interaction through trusted delivery points. Using the Internet and Intranet for interactive communication and avoiding heavy-commission traditional structures, KIMG enabled its Independent Community Bank Partners to offer consumers lower costs and better, more personal service.

Mr. Pugh also brings over seventeen years experience in startups, turn around and small cap investment companies through his continual management leadership with companies such as Microtest, Inc., General Dynamics, Zales Corporation, and E-Systems, Inc. Mr. Pugh holds a B.B.A. Degree from East Texas State University in Accounting and an MBA from University of Phoenix where he has been a Faculty Member in their Bachelors, Masters and Certification programs. Mr. Pugh is also certified as C.P.I.M. from American Production and Inventory Control Society and has been named in the Who's Who in Finance and Industry.



Michael Manocchio
Chief Executive Officer eGo Music/Titan/Pyramid Records
Michael Manocchio, is former Vice President of Atlantic Records and BMG labels Arista and RCA. Mr. Manocchio will run the day-to-day business operations for Titan Global Entertainment Inc. and head up our music publishing division as well as A&R duties. Mr. Manocchio established his career in the music business in the early 1970's as a developing record label Promotions Manager. In, 1972, Mike continued in the music business with United Artist Distributors thru 1974, and then in late 1974, he became head of Label Relations with Neil Bogart at Buddha Records thru 1977. He then accepted a position with Capitol Records as Midwest Regional Director and Special Project Director.

In late of 1978, Mike received a career boost from Atlantic Records and he came on as Midwest Regional Promotion Director, the region included 22 states and the promotional responsibilities of Chicago and Cleveland. After only 7 months, he was promoted to National Promotion Director. In 1979, Mike was awarded with the Best National Promotion Director of the Year Award. Shortly thereafter, he was again promoted, this time he was honored to become Vice President of Promotion for Atlantic Records.

While Vice President of Promotion Mike was a member of the A&R Committee which signed such acts as AC/DC, the Blues Brothers, Bette Midler, Laura Brannigan, Foreigner, Night Ranger and the re-signing of the Rolling Stones. Mike Manocchio left Atlantic Records in 1986 and worked with BMG for 9 months, where he was Vice President for the RCA and ARISTA labels until going independent. As an independent music company, President and owner Mike enjoyed the challenges of being independent but also had the professional experience to add to the continuing development of Foreigner and Night Ranger. Through out Mike Manocchio's illustrious 30-year music career he has maintained a level of professionalism and integrity that is seldom seen in our industry today.

Laurence Norjean
Chief Executive Officer eGo Media Network

Laurence W. Norjean has over 30 Years of senior level broadcasting & marketing experience with major corporate entities & start-ups in the media, programming and advertising industries. Norjean is an experienced, innovative and visionary hands-on strategic planner in building and leading management, marketing and sales organizations. Norjean has extensive fund development, conference management, administrative, operational, affiliate & strategic partner development experience both domestically and internationally. He possesses exceptional presentation & spokesperson skills.

Before joining eComm3 Norjean was Managing Director & CEO of NorStar Media Entertainment Croup. He led an integrated media marketing consortium representing major companies in the media, advertising & entertainment industries to produce and syndicate TV, radio, on-line and wireless programming, event marketing and new media. Norstar developed many advertising sponsorships and integrated media marketing partnerships with a long list of media/advertising companies as: WPP, Publicis/Saatchi & Saatchi, Omnicom, Comcast, Interep (Viacom & ABC Radio), NBC, Telemundo, Advertising.com, Winstar Interactive, Virgin, and many other media/advertising companies and their clients.

Norjean was Chief Executive Officer and co-founder of this landmark broadband broadcasting, entertainment production, syndication and media sales organization that supplied broadband content to over 40 million viewers a month through its network of affiliates. Norjean managed the technological build-out, content development and advertising sales that delivered sponsored programming to major media affiliates including: NBC, Earthlink, MSN, Terra/LYCOS, Bell South, Clear Channel, Infospace and Comcast among many. FMITV produced original Hollywood entertainment programming, as well as, aggregated music & sports videos and provided media sales to all of our affiliates.

Norjean was co-founder of one of the world's first & largest online classifieds companies (BuySellBid.com) and relationship technology providers - RadioDate, specializing in media convergence and integrated media, creating many traditional & new media strategic partnerships between companies such as NBC, Clear Channel & Emmis, among many. Norjean managed all technical development, content development, marketing & sales, strategic partnerships, syndication, business development and M&A operations.

As senior operating director of this Straticomm America, Norjean was responsible for business development, sales & marketing, creative production and the development of advertising and public relations programs and campaigns for clients in the film, advertising & media industries, including CBS & ABC Radio Networks, Westwood One, Orion Pictures, Interep, Katz Media, Crain Publications & VNU.

Norjean held the position of CMO for Radio Advertising Bureau national trade association, where Norjean spearheaded all strategic planning and operations for marketing & sales on an industry-wide basis. Norjean additionally functioned as industry spokesperson to the advertising agency community, advertisers, and other national industrial trade and regulatory organizations (NAB & FCC). Norjean had hands-on management of 8 regional sales offices heading up a national business development team that generated more that $ 400 mm in new revenue for the radio industry during his tenure.

Previously, as Senior VP/International Sales at VNI, Norjean inaugurated a successful music video network throughout the US & Canada including the technical development of *the Box, cable TV's first music video request line. Norjean Formed strategic relationships with Hilton, Sheraton, TGIF, Reiss, & others.*

At Metromedia TV & Radio Norjean was responsible for corporate, national & local market advertising, public relations & sales promotion for more than 60 owned & operated and represented major market Radio & TV stations. Norjean transitioned to this position from production & production management positions at Metromedia Television & Metromedia News (10 O'clock News - WNYW-TV).

Prior to Metromedia News Norjean held the position of NY Television Syndication Manager at Metromedia Producers Corporation (MPC-Wolper Productions.) Norjean held various positions (PA, AP & AD) and responsibilities in the production, post-production and distribution of the National Geographic Series, Truth or Consequences, The Merv Griffin Show, The Jacque Cousteau Series, The Untamed World, Hallmark Hall of Fame, among many other national & international TV properties.

Allen Jacobi
Legal Counsel Record Division & President of Pyramid Records

Allen Jacobi established his career in the entertainment industry in 1978 as a practicing entertainment attorney whose roster of clients included many music and film industry luminaries. On behalf of his music clients, Jacobi has been awarded over 40 gold and platinum records from such internationally acclaimed artists as The Eric Clapton Band, Inner Circle, Gloria Estefan, The Miami Sound Machine, Marilyn Manson, Two Live Crew, and The soundtrack album to the motion picture "Ruthless People," to name a few. Early in his career, Mr. Jacobi represented most of the exponents, of what was then known as, the Miami Sound, made famous by such artists (and Jacobi clients) as Betty Wright, Timmy Thomas, Peter Brown, KC & the Sunshine Band, etc. Miami's proximity to the Caribbean gave Mr. Jacobi the opportunity to work with many Jamaican legends, among them Jimmy Cliff, Third World, Inner Circle, Yellowman and the Bob Marley Movement, etc. His interest in the music business was so keen that he became involved in the other aspects of the record business, such as marketing, promotion, A&R and sales.

In 1990 Mr. Jacobi was approached by Tony Martel, the Vice President of CBS Associated labels as he recognized Jacobi's acumen in the music industry, beyond that of an attorney, and he offered him his own label at CBS. Jacobi, seizing upon this opportunity accepted the offer and by 1991 Pyramid Records was a reality. The first signing by Jacobi was Eagles guitarist and vocalist Joe Walsh. Mr. Walsh had not made an album in 6 years and had left the Eagles 10 years before. The first album released on Pyramid in 1991 was called Ordinary Average Guy. The single, also entitled "Ordinary Average Guy", skyrocketed to the #1 position on the rock chart and the album sold well over 350,000 copies. In 1992, Pyramid moved to Warner Distribution and in 2001 moved to EMI Distribution. Also released on the label are international superstars, Asia, Earth Wind & Fire, Robert Palmer, Stray Cats and The Doobie Brothers. Among Mr. Jacobi's current clients are Multi-Platinum Hip Hop superstar Trick Daddy and 2004 Latin Grammy nominees Area 305.

Mr. Jacobi has spoken as an expert in the entertainment industry at The Washington DC Music Forum, The Winter Music Conference, ASCAP Seminars, East Coast Music Forum and other music and legal conferences and symposiums. He has appeared on national television on The Phil Donahue Show, The Geraldo Rivera Show, CNN, MTV, VH-1, Good Morning America, Court TV and numerous news items on national media throughout the years. Mr. Jacobi has been quoted in such publications as Rolling Stone Magazine, Billboard Magazine, The New York Times, the Los Angeles Times, The Miami Herald, The London Times, etc.

Strategic Marketing Advisory Board

Marc Guild
President Marketing Division, Interep, Inc.
Marc Guild President Marketing Division, Interep, Inc. During his more than three decades at Interep, Marc Guild has played a major role in building the company into the largest independent national advertising sales organization through his focus on making radio work to meet the marketing needs of advertisers.

Mr. Guild joined Interep's McGavren Guild Radio in 1972 as a research executive and was promoted to Manager/Research and Operations five years later. In 1981, he was named Manager/Marketing and Research for Interep's unwired network division. He later held the positions of Vice President/Research and Operations and Executive Vice President/General Manager of The Interep Network Division before being named its President in 1987.

Mr. Guild was named to his current post in 1990. As President, Marketing Division, Mr. Guild plays a major role in overseeing Interep's numerous sales and marketing programs; the Interep Radio University, the industry's largest training program; and the company's Regional Executives. In addition, he is extensively involved with the company's research and technology divisions.

Mr. Guild's accomplishments have been many. He was instrumental in developing the Regional Executive concept, which plays a vital role in improving operating efficiency and quality of service for Interep's client stations, advertisers and their agencies. Under the Regional Executive program, Interep managers work across rep company lines to better serve the needs of advertisers and agencies on a city-by-city or regional basis. The strong relationship formed between these executives and key advertisers and agencies in turn has generated more revenue for all Interep client stations.

Mr. Guild's various marketing-oriented programs in support of Radio 2000, Interep's new business initiative, have helped the effort generate more than $900 million in new revenue for the radio industry. In addition to speaking at numerous national and international conferences, Mr. Guild is an active member of the Young Presidents Organization, International Radio & Television Society, NY chapter of the Make A Wish foundation National board of the March of Dimes, and the Museum of Television and Radio. He attended the Wharton School and Harvard University Graduate School business programs and the Bell Leadership program. Mr. Guild resides in Bronxville, New York with his wife Dale and has four children.

Dean Crutchfield
Vice President Wolff-Olins - A Division Of Omnicom
With over 18 years of marketing and branding experience, Dean has worked with some of the world¹s most recognized brand consultancies. Dean P. Crutchfield is the Vice President, Marketing for Wolff Olins, one of the worlds most influential brand consultancies, owned by Omnicom.

Born in England and now based in New York City, Dean always had a passion for communications and started young in the field of marketing and branding at the age of 22, whilst a lecturer of Marketing, at Hull University, where he gained first hand experience on exposing its theories and practices. He has since worked with some of the world's most recognized brand consultancies, including Michael Peters, Landor, Luxon Carrà and currently with Wolff Olins, where he has spent the last 5 years and presides on its executive leadership team.

Dean has a love for brands. He has spoken around the world espousing on the value of brands for well-known institutions including the Zell Institute (Israel), The Estonia Business School, Miami Ad School, J.L. Kellogg Graduate School of Management and Wharton School of Finance. He has earned a reputation for possessing an exuberantly honed presentation style and has published articles on the power of branding and the convergence of new media as seen in BrandWeek, AdWeek, MediaWeek and expert quotes for publications and news organizations, recently including The Deal, Newsday, Advertising Age and BBC World.

Dean believes that being "liked" as a brand is not enough and that we must shape brands people can truly love. Equally important to him, due to commercial significance of brands and their importance to the long-term asset value of a business, he believes there is a need to improve the dialogue between marketing and finance for mutual benefit.

Dean's international experience with major brands around the world has led him to develop a strong belief that branding is not marketing. With this belief, Dean continues to urge the use of creativity and innovation to push boundaries and bust categories with brave thinking that can create new and better ways for brands to continually connect with their customers.

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CURRENT FINANCIAL STATEMENTS

Titan Global Entertainment, Inc.

11077 Biscayne Blvd.
Suite # 200
Miami, Florida 33161

Unaudited Financial Statements and Related Footnotes

Dated: September 30, 2006

MANAGEMENT CERTIFICATION

These statements have been internally prepared by the issuer's officers and we certify that such all statements and the notes thereto, present fairly, in all material respects, the financial position of the issuer and the results of its operations and cash flows for the periods presented, in conformity with accounting principles generally accepted in the United States, consistently applied.

By: /s/ Jim B. Pugh – Co-Chairman & CEO
/s/ Mike Manocchio – President & COO

Balance Sheet
September 30, 2006

ASSETS

Current Assets			
Cash and Cash Equivalents		$	15,006
Cash – Due from Foundation			1,000
Accounts Receivable	$ 76,376		
Allowance for Doubtful Accounts	(17,091)		59,285
Inventory			37,400
Prepaid Artist Royalty – Recoupable			292,413
Prepaid Expenses			97,569
Total Current Assets			502,673
Property, Plant & Equipment			
Property and Equipment			162,407
Accumulated Depreciation			(15,827)
Total Property, Plant & Equipment			146,580
Other Assets			
Web Portal	775,000		
Pyramid Media Corp.	100,000		
Internet Methods, Inc.	400,000		
Stills Contract Purchase	50,000		
Content Licensing	40,000		
Subtotal	1,365,000		
Less Amortization	223,662		1,114,338
Goodwill - Pyramid Media Corp.	996,663		
Less Amortization	26,646		970,017
Total Other Assets			2,111,355
Total Assets		$	2,760,608

Balance Sheet
September 30, 2006

LIABILITIES & STOCKHOLDERS EQUITY

Current Liabilities			
Accounts Payable		$	294,610
Payroll Taxes Payable			200,889
Accrued Officer Compensation			120,000
Accrued Payroll Taxes			12,000
Notes Payable			360,000
Accrued Interest Payable on Notes			15,000
Total Current Liabilities			1,002,499
Long-term Liabilites			
Third Party Investment in Stills Project			140,000
Total Liabilities			1,142,499
Stockholders Equity			
Common Stock 100,000,000 authorized, 99,012,000 issued and outstanding			99,012
Additional Paid in Capital			3,705,660
Retained Earnings			
Beginning	(612,581)		
Net Income (Loss)	(1,573,982)		
Ending Retained Earnings			(2,186,563)
Total Stockholders Equity			1,618,109
Total Liabilities & Stockholders Equity		$	2,760,608

Statement of Income
For the Nine Months Ended September 30, 2006

Revenue		
Gross Record Sales		$ 125,402
Less Returns		81,987
Net Sales		43,415
Cost of Sales		36,061
Gross Profit		7,354
Operating Expenses		
Accounting	$ 70,631	
Advertising & Promotion	30,643	
Amortization of Intangible Assets	212,620	
Amortization of Goodwill	19,517	
Automobile	5,259	
Bank Charges	2,984	
Commissions	5,000	
Consulting Services	40,680	
Credit Card Fees	529	
Delivery, Courier & Fed-x	14,307	
Depreciation	15,681	
Insurance	825	
Legal & Professional Fees	47,694	
Licenses & Permits	552	
Meals & Entertainment	139,408	
Miscellaneous Expenses	26,879	
Office	9,078	
Officer Salary	262,500	
Contract Labor	258,181	
Payroll Taxes	35,682	
Printing & Reproduction	15,805	
Public Relations	48,077	
Research & Development	234,292	
Rent	31,838	
Telephone	11,959	
Total Operating Expenses		1,565,131
Operating Income (Loss)		(1,557,777)
Other Income/Expense		
Interest Expense		16,205
Total Other Income/Expense		16,205
Income (Loss) Before Taxes		(1,573,982)
Income Taxes		0
Net Income (Loss)		$ (1,573,982)

Earnings Per Share

Fully Diluted Shares Outstanding		99,012,000
Income (Loss) per Fully Diluted Shares	$	(0.02)

Statement of Cash Flows
For the Period Ended September 31, 2006

Cash Flows From Operating Activities:		
Net Income (Loss)	$	(1,573,982)
Adjustments to reconcile net income (loss) to net Cash providing by operating activities:		
Depreciation		15,681
Amortization		232,137
Net change in current assets and liabilities		(11,067)
Net cash provided by operating activities		(1,337,231)
Cash Flows From Investing Activities:		
Used For:		
Purchase of equipment		(149,230)
Net cash used in investing activities		(149,230)
Cash Flows From Financing Activities:		
Proceeds From		
Net proceeds from sale of common stock		893,360
Conversion of Deb to Common Stock		338,333
Net Proceeds from Short Term Loan		260,000
Common Stock issued for Services		20,038
Used For		
Payment on short-term debt - Shareholder		(18,000)
Net cash provided by financing activities		1,493,731
Increase (Decrease) in Cash		7,270
Cash at December 31, 2005		7,736
Cash at September 30, 2006	$	15,006

Statement of Shareholders Equity
For the Period Ended September 30, 2006

	Common Stock	Additional Paid-in-Capital	Stock Purchase Clearing	Retained Earnings	Total
Balance as of December 31, 2004	**0**	**95,207**	**0**	**(118,410)**	**(23,203)**
Net Income (Loss)				(494,171)	(494,171)
Common Stock in Public in Merger **(Note 7)**	10,150	(10,150)			0
Founder Stock Issued in Merger **(Note 7)**	18,445	(18,445)			0
Payment to Wide Group Digital Media **(Note 4)**	370	369,630			370,000
Payment to Internet Methods, Inc. **(Note 4)**	400	399,600			400,000
Acquisition of Pyramid Media Corp. **(Note 4)**	1,000	999,000			1,000,000
Shares Issued with Short-term Debt **(Note 5)**	271	(271)			0
Additional Founder Shares Issued in Merger **(Note 7)**		(15,534)	15,534		0
Shares Issued for Artist Recoupment Expenses		139,886	150		140,036
Sale of Common Stock Awaiting Share Issuance		546,603	1,095		547,698
Balance as of December 31, 2005	**30,636**	**2,505,526**	**16,779**	**(612,581)**	**1,940,360**
Issued Stock Subscriptions	16,779		(16,779)		0
Net Income (Loss)				(470,517)	(470,517)
Sales of Common Stock	1,240	642,825			644,065
Balance as of March 31, 2006	**48,655**	**3,148,351**	**0**	**(1,083,098)**	**2,113,908**
Net Income (Loss)				(633,816)	(633,816)
Conversion of Debt to Common Stock	488	337,845			338,333
Sale of Common Stock	89	249,206			249,295
Stock Issued for Service Contracts	274	19,764			20,038
2 for 1 Forward Stock Split	49,506	(49,506)			0
Balance as of June 30, 2006	**99,012**	**3,705,660**	**0**	**(1,716,914)**	**2,087,758**
Net Income (Loss)				(469,649)	(469,649)
Balance as of September 30, 2006	**99,012**	**3,705,660**	**0**	**(2,186,563)**	**1,618,109**

Notes to the Financial Statements
September 30, 2006

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature Of Operations

The Corporation is a development staged company specialized in ubiquitous audio & video digital distribution through a wide distribution network including strategic distribution partnerships with Radio Stations & Networks, TV Stations, ISP Portals, Cable MSO's and a wide variety retail and affinity websites PLUS its state of the art web portal – www.ecomm3.com . Titan was originally developed as an artist management and music publishing company, it is comprised of 3 integrated divisions **- Titan Universe -** a network of digital (& physical product) entertainment portals syndicated through branded media websites **- Pyramid Records -** a recording company, and OMNI **-** distribution of new, state-of-the-art portable digital a/v devices via on-line and retail. The sale of artist releases through Universal Music Group accounts for 100% of the Company's net sales for the period ended June 30, 2006.

Basis of Accounting

The Company's policy is to prepare its financial statements in accordance with generally accepted accounting principals. The Company uses the accrual method of accounting. Non-recoupable and recoupable advance royalty payments are reported as an asset and expensed when earned by the artist.

Estimates

The preparation of financial statements in conformity with the accrual basis of accounting used for federal income tax reporting requires estimating some of the amounts reported. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could vary from the estimates that were used.

Revenue Recognition

The Company recognizes revenue when inventory, other than consigned inventory, is shipped. Revenue on consigned inventory is recognized when the customer notifies the Company that the merchandise is sold.

Cash (Bank Overdraft)

At September 30, 2006, cash consists of monies held in checking accounts, savings accounts and cash on hand.

Inventory

At September 30, 2006, Inventories consist of compact discs valued at the lower of cost or net realizable value.

Accounts Receivable & Allowance for Uncollectible Receivables

Current Accounts Receivable is from one source Universal Music Group. So our current policies only reflect the policy for this receivable. As we roll out our handheld devices and downloads and if the Company were to allow for credit sales we will make adjustment to this policy. Our current sales payment policy for all other business outside of the Universal Distribution contract is pay as you go – cash and carry. Accounts Receivable is the amount due from Universal based upon a 25% holdback by them for artist retail inventory returns. We report Accounts Receivable at net of allowance for expected artist retail inventory returns and scrap. Allowances are calculated based upon the industry standard return percentage of 20% and adjustment upward if the artist retail inventory is higher than the forecasted sales from Universal on an artist by artist basis. We further record an allowance for the cost of disposing artist inventory over and above the return allowance.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES—CONTINUED

Property, Equipment and Depreciation
Property and equipment are recorded at cost. The Company computes depreciation using accelerated methods under the accelerated and modified accelerated cost recovery systems based on the following lives:

Building	3–9 years
Office furniture and equipment	5–7 years
Vehicles	5 years
Computer equipment	5 years
Recording equipment	5 years

The cost of assets sold or otherwise disposed of and the accumulated depreciation thereon are eliminated from the accounts and the resulting gain or loss adjusts the basis of the acquired asset. Expenditures for maintenance and repairs are charged to income as incurred; replacements are capitalized.

Advertising and Promotional
The Company expenses all advertising and promotional costs when incurred.

Profit Sharing Plan
The Company has no employee benefit plans in effect at June 30, 2006.

2. CONCENTRATIONS OF CREDIT RISK

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of trade accounts receivable. The Corporation trade receivable is from the distribution of artists CD releases through the Company's distribution agreement with Universal Music Group.

At September 30, 2006, the Company considers accounts receivable to be fully collectible.

The Company's distribution agreement with Universal Music Group allows the company to distribute artists who have signed with the Titan/Pyramid Label as well as third party artists who want to use Titan as their distribution company within the United States. The agreement provides the Company to distribute any content that meets the content parameters of the agreement (music, music video, films, etc.) The term of this agreement is for three years commencing on March 1, 2005 with additional two one year options at the same terms. Net sales through this distributor for the period ended September 30, 2006, accounted for 100% of the Company's net sales.

3. INVENTORY

Inventory at September 30, 2006 consisted of Compact disc used in the promotion of artists that are being distributed. There was no consignment at September 30, 2006.

4. OTHER ASSETS

As of September 30, 2006, the balance of Other Assets consisted of the following transactions.

Wide Group Digital Motion
On July 28, 2004 the Company entered into a development agreement with Wide Group Digital Motion an independent contractor for the specific purpose of developing, maintaining and/or improving the music and music video download portal called 'Titan Tunes." The terms of the agreement required the Company to pay $600,000 to Wide Group over the development period based upon the following terms.

a. Total Project Price $600,000 USD

4. OTHER ASSETS - CONTINUED

b. Total Cash Payment $300,000 USD.
c. Total Stock Payment of 300,000 shares of Titan common stock to be valued at $1.00 per share.
d. $50,000 paid in cash at contract signing with 5 equal monthly payments of $50,000 to equal the $300,000 cash payment.
e. Upon Company's satisfaction and completion of the project Wide Group Digital Motion was to be issued an additional 150,000 of Titan common stock.

On April 4, 2005 the Company entered into a Modification Agreement with Wide Group Digital Motion to change the scope of the project and the terms of payment due to the increase in scope and due to the inability of the Company to meet the original financial commitments of the July 28, 2004 contract. This Modification Agreement changed the payment terms of the July 28, 2004 contract to the following terms.

a. Total Project Price $635,000 USD.
b. Total Cash Payment $335,000 USD.
c. Total Stock Payment of 300,000 shares of Titan common stock to be valued at $1.00 per share.
d. Consideration of the $50,000 paid in cash at the July 28, 2004 contract signing.
e. The balance of cash ($285,000) to be paid over project completion schedule.

On July 25, 2005 the Company entered into a Modification Agreement with Wide Group Digital Motion due to the inability of the Company to meet the original financial commitments of the April 4, 2005 contract. This Modification Agreement changed the payment terms of the April 4, 2005 contract to the following terms.

a. Total Project Price increased to $705,000 USD
b. Total Cash Payment increased to $335,000 USD
c. Total Stock Payment increase to 370,000 shares of Titan common stock to be valued at $1.00 per share.
d. Consideration was given to the fact that the $50,000 initial payment at the July 28, 2004 contract signing was made and the following payment schedule was agreed to.
    1) Payment of $25,000 USD within seven (7) business days from signing the Modification Agreement.
    2) Payment of $80,000 USD not more than thirty (30) business days from the Modification Agreement date.
    3) Payment of $80,000 USD not more than sixty (60) business days from the Modification Agreement date.
    4) Payment of $80,000 USD not more than one hundred twenty (120) business days from the Modification Agreement date.
    5) Payment of $20,000 USD not more than fourteen (14) business days from the completion of the entire interactive website.

The Company paid the $25,000 as contracted for and $10,000 towards the second payment of $80,000.

In November, 2005, the Company secured enough investment funding to complete the project and in December, 2005 the project was completed, website delivered and final cash payment of $250,000 was made. The development project has been recorded for these interim financial statements as other asset with an amortization period of 7 years. The asset amortization period could be adjusted as part of the final audit. Any reclassification will result in a positive impact to the Statement of Income for subsequent periods after December 31, 2005. Since the project was not completed until December 2005. Amortization will be over a seven (7) year period with $73,808 recorded as of September 30, 2006.

4. OTHER ASSETS - CONTINUED

Software Licensing
On February 17, 2005, the Company entered into an Agreement with Internet Methods, Inc. The Agreement provides the Company with the exclusive rights to certain Internet transactional based software over a three (3) year period from the effective date of the Agreement. The Company paid $400,000 for the exclusive rights through the issuance of 400,000 shares of Titan's common stock. The entire transaction has been recorded as an Intangible Asset to be amortized over the three year contract period. Since the website delivery portal was not placed into production until 2006 amortization will begin in 2006 at $11,111.00 per month. Amortization for the period ended September 30, 2006 was $88,888.00.

Pyramid Media Corp. Purchase
On October 5, 2005, the Company entered into a Merger Acquisition Agreement with Pyramid Media Corp. Pyramid Media Corp. operated at the time of the Agreement a record label with existing artist distribution contracts and a three (3) contract with Universal Music Group dated March 1, 2005. The terms of the Merger Acquisition Agreement were as follows:

1. Pyramid exchanged all of its common stock for 1,000,000 shares of Titan's common stock valued at $1,000,000 or $1.00 per share.
2. Pyramid is to be treated as a 100% own subsidiary of Titan.
3. Titan entered into a two (2) year employment agreement with the principal of Pyramid Mr. Allen Jacobi at a base salary of $180,000 per year. The employment agreement prohibits Mr. Jacobi from owning any interest in a company or entity that directly competes with the business of Titan for the period equal to the term of the employment agreement. Excluded from a conflict of interest or revenue of the company were Mr. Jacobi ownership in known future projects in Aerza Records, Inc., Billboard Music Network, WGMG, inc. (Your Music Channel), contractual relationship with Sandra Carter International, Inc. and Charisma Digital, Inc. Other terms of the employment agreement allowed Mr. Jacobi to continue to practice as an attorney at law and provide legal services to companies which compete with the Company so long as his practice does consume more than 20% of his available work schedule.
4. In addition, to the stock exchange Titan paid $92,875 for expenses approved by contract.
5. As part of the Merger Acquisition Agreement Titan assumed the lease for office space of Pyramid located at 11077 Biscayne Blvd., Suite #200, Miami, Florida 33161 in the amount of $4,200 a month.

The acquisition has been recorded for these interim financial statements as other asset with no amortization period currently defined. The "Purchase Method" accounting treatment will be used for this acquisition. Pyramid's assets were valued for book purposes at the following valuations

a. Open Accounts Receivable due from Universal affiliated Pyramid artists - $2,196.73
b. Value assigned to the 3 year Universal Distribution contract - $100,000.00
c. Liabilities assumed by Titan as part of the acquisition - $92,875.00
d. Balance of the $1,092,875.00 purchase is treated as Goodwill. Goodwill will be amortized over a period of 40 years as required by GAAP.

Goodwill amortized for the as of September 30, 2006 was $18,687.00.

Content Licensing
On December 6, 2005, the Company entered into a Digital Music Download Agreement with The Orchard Enterprises, Inc. The contract licensed to the Company the right to resell the music content provided by Orchard in the Agreement. The term of the Agreement is one (1) year expiring on December 6, 2006. The Agreement provides for additional perpetual one (1) year renewals. As part of the Agreement, the Company paid $40,000 non-recoupable fee for the 200,000 music tracks delivered. The content fee is for one year and

4. OTHER ASSETS - CONTINUED

is treated as an Other Asset. Amortization began February 2006 with a total amount recorded as of September 30, 2006 in the amount of $29,091.00.

5. DEMAND NOTES PAYABLE

Demand notes payable at September 30, 2006, consists of the following:

All notes issued were unsecured with an annual interest rate of 10%. Each note included the issuance of Titan common stock except as noted below. The issuance of stock has been treated as zero value.

Date of Issuance	Lender Name	Note Amount	Common Stock	Due Date
December 31, 2004	Charles O. Mbanefo	$100,000	0	December 31, 2005
September 30, 2006	Steve Fisher	260,000		March 31, 2006
	Totals	**$360,000**	**0**	

The note due Charles O. Mbanefo became due on December 31, 2005.

Year end interest on the outstanding notes for 2004 and 2005 are as follows:

2004 Accrued Interest	2005 Accrued Interest	2005 Total Accrued Interest	2006 Total Accrued Interest
$3,000	$35,096	$38,096	$16,205

6. THIRD PARTY STEPHEN STILLS INVESTMENT

A third party investment was secured to purchase the Stephen Stills distribution contract. The total investment was $150,000. $50,000 was used to acquire the distribution contract with the remaining $100,000 being paid directly to Stephen Stills as a recoupable prepaid royalty payment.

The investment is repaid from the revenue generated from the sales of the CD's released as part of the distribution contract. There is no potential contingent liability that could be incurred by the Company if sales do not achieve a level sufficient to repay the total investment.

7. TITAN PUBLIC MERGER

On November 18, 2005, Titan Global Entertainment, Inc., a private Florida Corporation, was acquired by Titan Global Entertainment, Inc., a public Colorado Corporation on a stock-for-stock acquisition. The terms of the agreement provides that Titan Global Entertainment, Inc., the private Florida Corporation, shall become a wholly-owned operating subsidiary of Titan Global Entertainment, Inc., the public Colorado Corporation.

Upon completion of the Acquisition and the Share Exchange Transaction at Closing, shareholders of the private Florida Corporation owned 35,850,000 Shares of Common Stock of Titan Global Entertainment, Inc., the public Colorado Corporation. These shares represented an aggregate ownership percentage in the public Colorado Corporation at the time of closing 77.93% of the 46,000,015 Shares of Common Stock then issued an outstanding in the public Colorado Corporation, as a result of the Share Exchange Transaction and the public Colorado Corporation private placement offering pursuant to Rule 504 of Regulation D of the 1933 Securities Act.

7. TITAN PUBLIC MERGER - CONTINUED

A portion of the 35,850,000 shares issued were a result of the contracts for software licensing, Website Portal design and the acquisition of Pyramid Media Corp as defined in Note 5 (Other Assets) above. Also a portion of the shares issued were for interest payments on short-term debt as described in Note 6 (Demand Notes Payable) above.

At closing a reconstitution of the Board of Directors took place with the following individuals elected to the public Colorado Corporation Board of Directors.

Jim Devericks
Co-Chairman

Jim Pugh
Co-Chairman & Secretary

Mike Manocchio
Director

8. COMMITMENTS

Operating Leases
As part of the acquisition of Pyramid Media Corp., the Company assumed the office lease from Atrium Court LLC. for the office leased space at 11077 Biscayne, Suite #200, Miami, Florida 33161. The lease expires August 2006 at which time the lease has both an annual renewable option and a month-to-month. The monthly lease payments are approximately $4,100. The Company is not responsible to pay the utilities. Rent expense for the period ended June 30, 2006 was $21,225.

Distributor Agreement
During April 2005, Pyramid Media Corp. prior to being acquired by the Company entered into a contract with a record distributor in Europe which gives them exclusive rights to sell the Company's compact discs and cassettes throughout Europe for the Artist Stephen Stills.

Royalty Agreements
The Company also has entered into agreements with certain musicians to pay a royalty based on a percentage of sales of certain recordings.

9. RELATED PARTY TRANSACTIONS

After the Company had signed the Internet transactional based software agreement with Internet Methods, Inc. in February 2005, the Board of Directors asked Jim Pugh the CEO & Founder of Internet Methods, Inc. to join the Company's Board of Directors as Co-Chairman on March 7, 2005. In January 2006 during a meeting of the executive management and Jim Pugh it was agreed to appoint Mr. Pugh as CEO of the public Colorado Corporation. As a result of this appointment, Mr. Pugh relinquished his management role in Internet Methods, Inc.

10. FRANKFURT STOCK EXCHANGE LISTING

In March 2006, the Company applied for and received the quotation listing of its common stock on the Frankfurt Stock Exchange under the symbol "T6G".

11. DEMAND NOTES CONVERTED TO COMMON STOCK

In April 2006, the Company made an offer to its entire demand note holder's to convert their note plus cash accrued interest into restricted common stock. The offer valued the transaction at 80% of market value on the date of conversion. All of the demand note holders converted their note with the exception of Charles O. Mbanefo. The results of this transaction converted the individual debt into equity. The following details the transaction completed in April 2006.

Date of Issuance	Lender Name	Note Amount	Total Interest On Note	Total Note	Converted Shares
12-Jul-04	Dominic Salomone	$50,000	$8,712	$58,712	102,282
28-Sep-04	Stan Teskac	$25,000	$3,822	$28,822	40,442
25-Jan-05	Joe Carroll	$5,000	$12,712	$17,712	8,090
27-Jan-05	ICS Network, LLC	$2,500	$601	$3,101	1,780
27-Jan-05	Bob &Lois Barbero	$5,000	$299	$5,299	12,136
28-Jan-05	Ronald Hess	$5,000	$599	$5,599	3,214
1-Mar-05	Stuart Carlson	$3,000	$597	$3,597	4,854
1-Mar-05	Zell Carlson	$2,500	$333	$2,833	4,046
1-Mar-05	Leslie McTigue	$2,500	$277	$2,777	4,046
21-Mar-05	Phillip Yannacio	$50,000	$277	$50,277	80,884
25-Mar-05	Joseph Pilla	$10,000	$5,260	$15,260	16,178
25-Mar-05	Jamie Pilla	$100,000	$1,041	$101,041	161,766
5-Jun-05	David Blum	$32,890	$10,411	$43,301	48,368
	Totals	$293,390	$44,943	$338,333	488,086

12. FORWARD STOCK SPLIT

In April 2006, the Company approved and announced a 2 for 1 forward stock split effective with shareholders of record on April 9, 2006.

13. TERMINATION OF FOUNDER

On July 25, 2006, the Board of Directors terminated Mr. Jim Devericks. The settlement included the repayment of a note for $18,000 Mr. Devericks loaned the Company in November, 2005.

Titan Global Entertainment, Inc.

11077 Biscayne Blvd.
Suite # 200
Miami, Florida 33161

Unaudited Financial Statements and Related Footnotes

Dated: June 30, 2006

MANAGEMENT CERTIFICATION

These statements have been internally prepared by the issuer's officers and we certify that such all statements and the notes thereto, present fairly, in all material respects, the financial position of the issuer and the results of its operations and cash flows for the periods presented, in conformity with accounting principles generally accepted in the United States, consistently applied.

By: /s/ Jim B. Pugh – Co-Chairman & CEO
/s/ Mike Manocchio – President & COO

Balance Sheet
June 30, 2006

ASSETS

Current Assets			
Cash and Cash Equivalents		$	39,339
Cash – Due from Foundation			1,000
Accounts Receivable	$ 76,376		
Allowance for Doubtful Accounts	(17,091)		59,285
Inventory			37,400
Prepaid Artist Royalty – Recoupable			292,413
Prepaid Expenses			97,569
Total Current Assets			527,006
Property, Plant & Equipment			
Property and Equipment			162,407
Accumulated Depreciation			(10,600)
Total Property, Plant & Equipment			151,807
Other Assets			
Web Portal	775,000		
Pyramid Media Corp.	100,000		
Internet Methods, Inc.	400,000		
Stills Contract Purchase	50,000		
Content Licensing	40,000		
Subtotal	1,365,000		
Less Amortization	144,867		1,220,133
Goodwill - Pyramid Media Corp.	996,663		
Less Amortization	20,417		976,246
Total Other Assets			2,196,379
Total Assets		$	2,875,192

Balance Sheet
June 30, 2006

LIABILITIES & STOCKHOLDERS EQUITY

Current Liabilities			
Accounts Payable		$	253,508
Payroll Taxes Payable			133,926
Accrued Officer Compensation			120,000
Accrued Payroll Taxes			12,000
Note Payable to Shareholder			13,000
Notes Payable			100,000
Accrued Interest Payable on Notes			15,000
Total Current Liabilities			647,434
Long-term Liabilites			
Third Party Investment in Stills Project			140,000
Total Liabilities			787,434
Stockholders Equity			
Common Stock 100,000,000 authorized, 99,012,000 issued and outstanding			99,012
Additional Paid in Capital			3,705,660
Retained Earnings			
Beginning	(612,581)		
Net Income (Loss)	(1,104,333)		
Ending Retained Earnings			(1,716,914)
Total Stockholders Equity			2,087,758
Total Liabilities & Stockholders Equity		$	2,875,192

Statement of Income
For the Six Months Ended June 30, 2006

Revenue				
Gross Record Sales			$	122,588
Less Returns				81,987
Net Sales				40,601
Cost of Sales				34,879
Gross Profit				5,722
Operating Expenses				
Accounting	$	63,131		
Advertising & Promotion		30,643		
Amortization of Intangible Assets		133,825		
Amortization of Goodwill		13,288		
Automobile		3,506		
Bank Charges		1,989		
Commissions		5,000		
Consulting Services		27,120		
Credit Card Fees		138		
Delivery, Courier & Fed-x		9,538		
Depreciation		10,454		
Insurance		550		
Legal & Professional Fees		31,796		
Licenses & Permits		368		
Meals & Entertainment		106,272		
Miscellaneous Expenses		26,879		
Office		6,052		
Officer Salary		172,500		
Contract Labor		166,393		
Payroll Taxes		27,294		
Printing & Reproduction		10,537		
Public Relations		27,077		
Research & Development		174,292		
Rent		21,225		
Telephone		7,973		
Website Expenses		18,510		
Total Operating Expenses				1,096,350
Operating Income (Loss)				(1,090,628)
Other Income/Expense				
Interest Expense				13,705
Total Other Income/Expense				13,205
Income (Loss) Before Taxes				(1,104,333)
Income Taxes				0
Net Income (Loss)			$	(1,104,333)

Earnings Per Share

Fully Diluted Shares Outstanding		99,012,000
Income (Loss) per Fully Diluted Shares	$	(0.01)

Statement of Cash Flows
For the Period Ended June 30, 2006

Cash Flows From Operating Activities:		
Net Income (Loss)	$	(1,104,333)
Adjustments to reconcile net income (loss) to net Cash providing by operating activities:		
Depreciation		10,454
Amortization		147,113
Net change in current assets and liabilities		(119,132)
Net cash provided by operating activities		(1,065,898)
Cash Flows From Investing Activities:		
Used For:		
Purchase of equipment		(149,230)
Net cash used in investing activities		(149,230)
Cash Flows From Financing Activities:		
Proceeds From		
Net proceeds from sale of common stock		893,360
Conversion of Deb to Common Stock		338,333
Common Stock issued for Services		20,038
Used For		
Payment on short-term debt - Shareholder		(5,000)
Net cash provided by financing activities		1,246,731
Increase (Decrease) in Cash		31,603
Cash at December 31, 2005		7,736
Cash at June 30, 2006	$	39,339

Statement of Shareholders Equity
For the Period Ended June 30, 2006

	Common Stock	Additional Paid-in-Capital	Stock Purchase Clearing	Retained Earnings	Total
Balance as of December 31, 2004	**0**	**95,207**	**0**	**(118,410)**	**(23,203)**
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Common Stock in Public in Merger **(Note 7)**	10,150	(10,150)			0
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At June 30, 2006, cash consists of monies held in checking accounts, savings accounts and cash on hand.

Inventory
At June 30, 2006, Inventories consist of compact discs valued at the lower of cost or net realizable value.

Accounts Receivable & Allowance for Uncollectible Receivables
Current Accounts Receivable is from one source Universal Music Group. So our current policies only reflect the policy for this receivable. As we roll out our handheld devices and downloads and if the Company were to allow for credit sales we will make adjustment to this policy. Our current sales payment policy for all other business outside of the Universal Distribution contract is pay as you go – cash and carry. Accounts Receivable is the amount due from Universal based upon a 25% holdback by them for artist retail inventory returns. We report Accounts Receivable at net of allowance for expected artist retail inventory returns and scrap. Allowances are calculated based upon the industry standard return percentage of 20% and adjustment upward if the artist retail inventory is higher than the forecasted sales from Universal on an artist by artist basis. We further record an allowance for the cost of disposing artist inventory over and above the return allowance.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES—CONTINUED

Property, Equipment and Depreciation

Property and equipment are recorded at cost. The Company computes depreciation using accelerated methods under the accelerated and modified accelerated cost recovery systems based on the following lives:

Building	3–9 years
Office furniture and equipment	5–7 years
Vehicles	5 years
Computer equipment	5 years
Recording equipment	5 years

The cost of assets sold or otherwise disposed of and the accumulated depreciation thereon are eliminated from the accounts and the resulting gain or loss adjusts the basis of the acquired asset. Expenditures for maintenance and repairs are charged to income as incurred; replacements are capitalized.

Advertising and Promotional

The Company expenses all advertising and promotional costs when incurred.

Profit Sharing Plan

The Company has no employee benefit plans in effect at June 30, 2006.

2. CONCENTRATIONS OF CREDIT RISK

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of trade accounts receivable. The Corporation trade receivable is from the distribution of artists CD releases through the Company's distribution agreement with Universal Music Group.

At June 30, 2006, the Company considers accounts receivable to be fully collectible.

The Company's distribution agreement with Universal Music Group allows the company to distribute artists who have signed with the Titan/Pyramid Label as well as third party artists who want to use Titan as their distribution company within the United States. The agreement provides the Company to distribute any content that meets the content parameters of the agreement (music, music video, films, etc.) The term of this agreement is for three years commencing on March 1, 2005 with additional two one year options at the same terms. Net sales through this distributor for the period ended June 30, 2006, accounted for 100% of the Company's net sales.

3. INVENTORY

Inventory at June 30, 2006 consisted of Compact disc used in the promotion of artists that are being distributed. There was no consignment at June 30, 2006.

4. OTHER ASSETS

As of June 30, 2006, the balance of Other Assets consisted of the following transactions.

Wide Group Digital Motion

On July 28, 2004 the Company entered into a development agreement with Wide Group Digital Motion an independent contractor for the specific purpose of developing, maintaining and/or improving the music and music video download portal called 'Titan Tunes." The terms of the agreement required the Company to pay $600,000 to Wide Group over the development period based upon the following terms.

4. OTHER ASSETS - CONTINUED

a. Total Project Price $600,000 USD
b. Total Cash Payment $300,000 USD.
c. Total Stock Payment of 300,000 shares of Titan common stock to be valued at $1.00 per share.
d. $50,000 paid in cash at contract signing with 5 equal monthly payments of $50,000 to equal the $300,000 cash payment.
e. Upon Company's satisfaction and completion of the project Wide Group Digital Motion was to be issued an additional 150,000 of Titan common stock.

On April 4, 2005 the Company entered into a Modification Agreement with Wide Group Digital Motion to change the scope of the project and the terms of payment due to the increase in scope and due to the inability of the Company to meet the original financial commitments of the July 28, 2004 contract. This Modification Agreement changed the payment terms of the July 28, 2004 contract to the following terms.

a. Total Project Price $635,000 USD.
b. Total Cash Payment $335,000 USD.
c. Total Stock Payment of 300,000 shares of Titan common stock to be valued at $1.00 per share.
d. Consideration of the $50,000 paid in cash at the July 28, 2004 contract signing.
e. The balance of cash ($285,000) to be paid over project completion schedule.

On July 25, 2005 the Company entered into a Modification Agreement with Wide Group Digital Motion due to the inability of the Company to meet the original financial commitments of the April 4, 2005 contract. This Modification Agreement changed the payment terms of the April 4, 2005 contract to the following terms.

a. Total Project Price increased to $705,000 USD
b. Total Cash Payment increased to $335,000 USD
c. Total Stock Payment increase to 370,000 shares of Titan common stock to be valued at $1.00 per share.
d. Consideration was given to the fact that the $50,000 initial payment at the July 28, 2004 contract signing was made and the following payment schedule was agreed to.
    1) Payment of $25,000 USD within seven (7) business days from signing the Modification Agreement.
    2) Payment of $80,000 USD not more than thirty (30) business days from the Modification Agreement date.
    3) Payment of $80,000 USD not more than sixty (60) business days from the Modification Agreement date.
    4) Payment of $80,000 USD not more than one hundred twenty (120) business days from the Modification Agreement date.
    5) Payment of $20,000 USD not more than fourteen (14) business days from the completion of the entire interactive website.

The Company paid the $25,000 as contracted for and $10,000 towards the second payment of $80,000.

In November, 2005, the Company secured enough investment funding to complete the project and in December, 2005 the project was completed, website delivered and final cash payment of $250,000 was made. The development project has been recorded for these interim financial statements as other asset with an amortization period of 7 years. The asset amortization period could be adjusted as part of the final audit. Any reclassification will result in a positive impact to the Statement of Income for subsequent periods after December 31, 2005. Since the project was not completed until December 2005. Amortization will be over a seven (7) year period with $46,130 recorded as of June 30, 2006.

4. OTHER ASSETS - CONTINUED

Software Licensing
On February 17, 2005, the Company entered into an Agreement with Internet Methods, Inc. The Agreement provides the Company with the exclusive rights to certain Internet transactional based software over a three (3) year period from the effective date of the Agreement. The Company paid $400,000 for the exclusive rights through the issuance of 400,000 shares of Titan's common stock. The entire transaction has been recorded as an Intangible Asset to be amortized over the three year contract period. Since the website delivery portal was not placed into production until 2006 amortization will begin in 2006 at $11,111.00 per month. Amortization for the period ended June 30, 2006 was $55,555.00.

Pyramid Media Corp. Purchase
On October 5, 2005, the Company entered into a Merger Acquisition Agreement with Pyramid Media Corp. Pyramid Media Corp. operated at the time of the Agreement a record label with existing artist distribution contracts and a three (3) contract with Universal Music Group dated March 1, 2005. The terms of the Merger Acquisition Agreement were as follows:

a. Pyramid exchanged all of its common stock for 1,000,000 shares of Titan's common stock valued at $1,000,000 or $1.00 per share.
b. Pyramid is to be treated as a 100% own subsidiary of Titan.
c. Titan entered into a two (2) year employment agreement with the principal of Pyramid Mr. Allen Jacobi at a base salary of $180,000 per year. The employment agreement prohibits Mr. Jacobi from owning any interest in a company or entity that directly competes with the business of Titan for the period equal to the term of the employment agreement. Excluded from a conflict of interest or revenue of the company were Mr. Jacobi ownership in known future projects in Aerza Records, Inc., Billboard Music Network, WGMG, inc. (Your Music Channel), contractual relationship with Sandra Carter International, Inc. and Charisma Digital, Inc. Other terms of the employment agreement allowed Mr. Jacobi to continue to practice as an attorney at law and provide legal services to companies which compete with the Company so long as his practice does consume more than 20% of his available work schedule.
d. In addition, to the stock exchange Titan paid $92,875 for expenses approved by contract.
e. As part of the Merger Acquisition Agreement Titan assumed the lease for office space of Pyramid located at 11077 Biscayne Blvd., Suite #200, Miami, Florida 33161 in the amount of $4,200 a month.

The acquisition has been recorded for these interim financial statements as other asset with no amortization period currently defined. The "Purchase Method" accounting treatment will be used for this acquisition. Pyramid's assets were valued for book purposes at the following valuations

a. Open Accounts Receivable due from Universal affiliated Pyramid artists - $2,196.73
b. Value assigned to the 3 year Universal Distribution contract - $100,000.00
c. Liabilities assumed by Titan as part of the acquisition - $92,875.00
d. Balance of the $1,092,875.00 purchase is treated as Goodwill. Goodwill will be amortized over a period of 40 years as required by GAAP.

Goodwill amortized for the as of June 30, 2006 was $12,458.00.

Content Licensing
On December 6, 2005, the Company entered into a Digital Music Download Agreement with The Orchard Enterprises, Inc. The contract licensed to the Company the right to resell the music content provided by Orchard in the Agreement. The term of the Agreement is one (1) year expiring on December 6, 2006. The Agreement provides for additional perpetual one (1) year renewals. As part of the Agreement, the Company paid $40,000 non-recoupable fee for the 200,000 music tracks delivered. The content fee is for one year and

4. OTHER ASSETS - CONTINUED

is treated as an Other Asset. Amortization began February 2006 with a total amount recorded as of June 30, 2006 in the amount of $18,182.00.

5. DEMAND NOTES PAYABLE

Demand notes payable at June 30, 2006, consists of the following:

All notes issued were unsecured with an annual interest rate of 10%. Each note included the issuance of Titan common stock except as noted below. The issuance of stock has been treated as zero value.

Date of Issuance	Lender Name	Note Amount	Common Stock	Due Date
December 31, 2004	Charles O. Mbanefo	$100,000	0	December 31, 2005
	Totals	**$100,000**	**0**	

The note due Charles O. Mbanefo became due on December 31, 2005.

Year end interest on the outstanding notes for 2004 and 2005 are as follows:

2004 Accrued Interest	2005 Accrued Interest	2005 Total Accrued Interest	2006 Total Accrued Interest
$3,000	$35,096	$38,096	$13,705

6. THIRD PARTY STEPHEN STILLS INVESTMENT

A third party investment was secured to purchase the Stephen Stills distribution contract. The total investment was $150,000. $50,000 was used to acquire the distribution contract with the remaining $100,000 being paid directly to Stephen Stills as a recoupable prepaid royalty payment.

The investment is repaid from the revenue generated from the sales of the CD's released as part of the distribution contract. There is no potential contingent liability that could be incurred by the Company if sales do not achieve a level sufficient to repay the total investment.

7. TITAN PUBLIC MERGER

On November 18, 2005, Titan Global Entertainment, Inc., a private Florida Corporation, was acquired by Titan Global Entertainment, Inc., a public Colorado Corporation on a stock-for-stock acquisition. The terms of the agreement provides that Titan Global Entertainment, Inc., the private Florida Corporation, shall become a wholly-owned operating subsidiary of Titan Global Entertainment, Inc., the public Colorado Corporation.

Upon completion of the Acquisition and the Share Exchange Transaction at Closing, shareholders of the private Florida Corporation owned 35,850,000 Shares of Common Stock of Titan Global Entertainment, Inc., the public Colorado Corporation. These shares represented an aggregate ownership percentage in the public Colorado Corporation at the time of closing 77.93% of the 46,000,015 Shares of Common Stock then issued an outstanding in the public Colorado Corporation, as a result of the Share Exchange Transaction and the public Colorado Corporation private placement offering pursuant to Rule 504 of Regulation D of the 1933 Securities Act.

A portion of the 35,850,000 shares issued were a result of the contracts for software licensing, Website Portal design and the acquisition of Pyramid Media Corp as defined in Note 5 (Other Assets) above. Also a portion of the shares issued were for interest payments on short-term debt as described in Note 6 (Demand Notes Payable) above.

7. TITAN PUBLIC MERGER - CONTINUED

At closing a reconstitution of the Board of Directors took place with the following individuals elected to the public Colorado Corporation Board of Directors.

Jim Devericks
Co-Chairman

Jim Pugh
Co-Chairman & Secretary

Mike Manocchio
Director

8. COMMITMENTS

Operating Leases
As part of the acquisition of Pyramid Media Corp., the Company assumed the office lease from Atrium Court LLC. for the office leased space at 11077 Biscayne, Suite #200, Miami, Florida 33161. The lease expires August 2006 at which time the lease has both an annual renewable option and a month-to-month. The monthly lease payments are approximately $4,100. The Company is not responsible to pay the utilities. Rent expense for the period ended June 30, 2006 was $21,225.

Distributor Agreement
During April 2005, Pyramid Media Corp. prior to being acquired by the Company entered into a contract with a record distributor in Europe which gives them exclusive rights to sell the Company’s compact discs and cassettes throughout Europe for the Artist Stephen Stills.

Royalty Agreements
The Company also has entered into agreements with certain musicians to pay a royalty based on a percentage of sales of certain recordings.

9. RELATED PARTY TRANSACTIONS

After the Company had signed the Internet transactional based software agreement with Internet Methods, Inc. in February 2005, the Board of Directors asked Jim Pugh the CEO & Founder of Internet Methods, Inc. to join the Company’s Board of Directors as Co-Chairman on March 7, 2005. In January 2006 during a meeting of the executive management and Jim Pugh it was agreed to appoint Mr. Pugh as CEO of the public Colorado Corporation. As a result of this appointment, Mr. Pugh relinquished his management role in Internet Methods, Inc.

10. FRANKFURT STOCK EXCHANGE LISTING

In March 2006, the Company applied for and received the quotation listing of its common stock on the Frankfurt Stock Exchange under the symbol “T6G”.

11. DEMAND NOTES CONVERTED TO COMMON STOCK

In April 2006, the Company made an offer to its entire demand note holder’s to convert their note plus cash accrued interest into restricted common stock. The offer valued the transaction at 80% of market value on the date of conversion. All of the demand note holders converted their note

11. DEMAND NOTES CONVERTED TO COMMON STOCK - CONTINUED

with the exception of Charles O. Mbanefo. The results of this transaction converted the individual debt into equity. The following details the transaction completed in April 2006.

Date of Issuance	Lender Name	Note Amount	Total Interest On Note	Total Note	Converted Shares
12-Jul-04	Dominic Salomone	$50,000	$8,712	$58,712	102,282
28-Sep-04	Stan Teskac	$25,000	$3,822	$28,822	40,442
25-Jan-05	Joe Carroll	$5,000	$12,712	$17,712	8,090
27-Jan-05	ICS Network, LLC	$2,500	$601	$3,101	1,780
27-Jan-05	Bob &Lois Barbero	$5,000	$299	$5,299	12,136
28-Jan-05	Ronald Hess	$5,000	$599	$5,599	3,214
1-Mar-05	Stuart Carlson	$3,000	$597	$3,597	4,854
1-Mar-05	Zell Carlson	$2,500	$333	$2,833	4,046
1-Mar-05	Leslie McTigue	$2,500	$277	$2,777	4,046
21-Mar-05	Phillip Yannacio	$50,000	$277	$50,277	80,884
25-Mar-05	Joseph Pilla	$10,000	$5,260	$15,260	16,178
25-Mar-05	Jamie Pilla	$100,000	$1,041	$101,041	161,766
5-Jun-05	David Blum	$32,890	$10,411	$43,301	48,368
	Totals	$293,390	$44,943	$338,333	488,086

12. FORWARD STOCK SPLIT

In April 2006, the Company approved and announced a 2 for 1 forward stock split effective with shareholders of record on April 9, 2006.

Titan Global Entertainment, Inc.

11077 Biscayne Blvd.
Suite # 200
Miami, Florida 33161

Unaudited Financial Statements and Related Footnotes

Dated: March 31, 2006

MANAGEMENT CERTIFICATION

These statements have been internally prepared by the issuer's officers and we certify that such all statements and the notes thereto, present fairly, in all material respects, the financial position of the issuer and the results of its operations and cash flows for the periods presented, in conformity with accounting principles generally accepted in the United States, consistently applied.

By: /s/ Jim B. Pugh – Co-Chairman & CEO
/s/ Mike Manocchio – President & COO

Balance Sheet
March 31, 2006

ASSETS

Current Assets			
Cash and Cash Equivalents		$	143,347
Cash – Due from Foundation			1,000
Accounts Receivable	$ 87,426		
Allowance for Doubtful Accounts	(17,091)		70,335
Inventory			37,400
Prepaid Artist Royalty – Recoupable			264,928
Prepaid Expenses			97,569
Total Current Assets			614,579
Property, Plant & Equipment			
Property and Equipment			162,407
Accumulated Depreciation			(5,373)
Total Property, Plant & Equipment			157,034
Other Assets			
Web Portal	775,000		
Pyramid Media Corp.	100,000		
Internet Methods, Inc.	400,000		
Stills Contract Purchase	50,000		
Content Licensing	40,000		
Subtotal	1,365,000		
Less Amortization	66,072		1,298,928
Goodwill - Pyramid Media Corp.	996,663		
Less Amortization	14,188		982,475
Total Other Assets			2,281,403
Total Assets		$	3,053,016

Balance Sheet
March 31, 2006

LIABILITIES & STOCKHOLDERS EQUITY

Current Liabilities		
Accounts Payable		$ 174,630
Payroll Taxes Payable		36,787
Accrued Officer Compensation		120,000
Accrued Payroll Taxes		12,000
Note Payable to Shareholder		13,000
Notes Payable		393,390
Accrued Interest Payable on Notes		49,301
Total Current Liabilities		799,108
Long-term Liabilites		
Third Party Investment in Stills Project		140,000
Total Liabilities		939,108
Stockholders Equity		
Common Stock 100,000,000 authorized, 48,655,000 issued and outstanding		48,655
Additional Paid in Capital		3,148,351
Retained Earnings		
Beginning	(612,581)	
Net Income (Loss)	(470,517)	
Ending Retained Earnings		(1,083,098)
Total Stockholders Equity		2,113,908
Total Liabilities & Stockholders Equity		$ 3,053,016

Statement of Income
For the Three Months Ended March 31, 2006

Revenue				
Gross Record Sales			$	80,328
Less Returns				50,100
Net Sales				30,228
Cost of Sales				48,496
Gross Profit				(18,268)
Operating Expenses				
Accounting	$	14,631		
Advertising & Promotion		4,123		
Amortization of Intangible Assets		55,030		
Amortization of Goodwill		7,059		
Automobile		1,352		
Bank Charges		402		
Commissions		6,700		
Consulting Services		8,000		
Credit Card Fees		90		
Delivery, Courier & Fed-x		3,006		
Depreciation		5,227		
Insurance		224		
Legal & Professional Fees		30,616		
Licenses & Permits		368		
Meals & Entertainment		69,729		
Miscellaneous Expenses		1,456		
Office		5,008		
Officer Salary		57,500		
Contract Labor		61,870		
Payroll Taxes		9,995		
Printing & Reproduction		5,363		
Public Relations		1,000		
Rent		8,340		
Telephone		4,032		
Website Expenses		79,923		
Total Operating Expenses				441,044
Operating Income (Loss)				(459,312)
Other Income/Expense				
Interest Expense				11,205
Total Other Income/Expense				11,205
Income (Loss) Before Taxes				(470,517)
Income Taxes				0
Net Income (Loss)			$	(470,517)

Earnings Per Share

Fully Diluted Shares Outstanding		48,655,000
Income (Loss) per Fully Diluted Shares	$	(0.01)

Statement of Cash Flows
For the Period Ended March 31, 2006

Cash Flows From Operating Activities:		
Net Income (Loss)	$	(470,517)
Adjustments to reconcile net income (loss) to net		
Cash providing by operating activities:		
Depreciation		5,227
Amortization		62,089
Net change in current assets and liabilities		72,922
Net cash provided by operating activities		(330,279)
Cash Flows From Investing Activities:		
Used For:		
Purchase of equipment		(149,230)
Net cash used in investing activities		(149,230)
Cash Flows From Financing Activities:		
Proceeds From		
Net proceeds from sale of common stock		620,120
Used For		
Payment on short-term debt - Shareholder		(5,000)
Net cash provided by financing activities		615,120
Increase (Decrease) in Cash		135,611
Cash at December 31, 2005		7,736
Cash at March 30, 2006	$	143,347

Statement of Shareholders Equity
For the Period Ended March 31, 2006

	Common Stock	Additional Paid-in-Capital	Stock Purchase Clearing	Retained Earnings	Total
Balance as of December 31, 2004	**0**	**95,207**	**0**	**(118,410)**	**(23,203)**
Net Income (Loss)				(494,171)	(494,171)
Common Stock in Public in Merger **(Note 7)**	10,150	(10,150)			0
Founder Stock Issued in Merger **(Note 7)**	18,445	(18,445)			0
Payment to Wide Group Digital Media **(Note 4)**	370	369,630			370,000
Payment to Internet Methods, Inc. **(Note 4)**	400	399,600			400,000
Acquisition of Pyramid Media Corp. **(Note 4)**	1,000	999,000			1,000,000
Shares Issued with Short-term Debt **(Note 5)**	271	(271)			0
Additional Founder Shares Issued in Merger **(Note 7)**		(15,534)	15,534		0
Shares Issued for Artist Recoupment Expenses		139,886	150		140,036
Sale of Common Stock Awaiting Share Issuance		546,603	1,095		547,698
Balance as of December 31, 2005	**30,636**	**2,505,526**	**16,779**	**(612,581)**	**1,940,360**
Issued Stock Subscriptions	16,779		(16,779)		0
Net Income (Loss)				(470,517)	(470,517)
Sales of Common Stock	1,240	642,825			644,065
Balance as of March 31, 2006	**48,655**	**3,148,351**	**0**	**(1,083,098)**	**2,113,908**

Notes to the Financial Statements
March 31, 2006

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature Of Operations
The Corporation is a development staged company specialized in ubiquitous audio & video digital distribution through a wide distribution network including strategic distribution partnerships with Radio Stations & Networks, TV Stations, ISP Portals, Cable MSO's and a wide variety retail and affinity websites PLUS its state of the art web portal – www.ecomm3.com. Titan was originally developed as an artist management and music publishing company, it is comprised of 3 integrated divisions **- Titan Universe -** a network of digital (& physical product) entertainment portals syndicated through branded media websites **- Pyramid Records -** a recording company, and OMNI **-** distribution of new, state-of-the-art portable digital a/v devices via on-line and retail. The sale of artist releases through Universal Music Group accounts for 100% of the Company's net sales for the period ended March 31, 2006.

Basis of Accounting
The Company's policy is to prepare its financial statements in accordance with generally accepted accounting principals. The Company uses the accrual method of accounting. Non-recoupable and recoupable advance royalty payments are reported as an asset and expensed when earned by the artist.

Estimates
The preparation of financial statements in conformity with the accrual basis of accounting used for federal income tax reporting requires estimating some of the amounts reported. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could vary from the estimates that were used.

Revenue Recognition
The Company recognizes revenue when inventory, other than consigned inventory, is shipped. Revenue on consigned inventory is recognized when the customer notifies the Company that the merchandise is sold.

Cash (Bank Overdraft)
At March 31, 2006, cash consists of monies held in checking accounts, savings accounts and cash on hand.

Inventory
At March 31, 2006, Inventories consist of compact discs valued at the lower of cost or net realizable value.

Accounts Receivable & Allowance for Uncollectible Receivables
Current Accounts Receivable is from one source Universal Music Group. So our current policies only reflect the policy for this receivable. As we roll out our handheld devices and downloads and if the Company were to allow for credit sales we will make adjustment to this policy. Our current sales payment policy for all other business outside of the Universal Distribution contract is pay as you go – cash and carry. Accounts Receivable is the amount due from Universal based upon a 25% holdback by them for artist retail inventory returns. We report Accounts Receivable at net of allowance for expected artist retail inventory returns and scrap. Allowances are calculated based upon the industry standard return percentage of 20% and adjustment upward if the artist retail inventory is higher than the forecasted sales from Universal on an artist by artist basis. We further record an allowance for the cost of disposing artist inventory over and above the return allowance.

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The cost of assets sold or otherwise disposed of and the accumulated depreciation thereon are eliminated from the accounts and the resulting gain or loss adjusts the basis of the acquired asset. Expenditures for maintenance and repairs are charged to income as incurred; replacements are capitalized.

Advertising and Promotional
The Company expenses all advertising and promotional costs when incurred.

Profit Sharing Plan
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2. CONCENTRATIONS OF CREDIT RISK

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of trade accounts receivable. The Corporation trade receivable is from the distribution of artists CD releases through the Company's distribution agreement with Universal Music Group.

At March 31, 2006, the Company considers accounts receivable to be fully collectible.

The Company's distribution agreement with Universal Music Group allows the company to distribute artists who have signed with the Titan/Pyramid Label as well as third party artists who want to use Titan as their distribution company within the United States. The agreement provides the Company to distribute any content that meets the content parameters of the agreement (music, music video, films, etc.) The term of this agreement is for three years commencing on March 1, 2005 with additional two one year options at the same terms. Net sales through this distributor for the period ended March 31, 2006, accounted for 100% of the Company's net sales.

3. INVENTORY

Inventory at March 31, 2006 consisted of Compact disc used in the promotion of artists that are being distributed. There was no consignment at March 31, 2006.

4. OTHER ASSETS

As of March 31, 2006, the balance of Other Assets consisted of the following transactions.

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4. OTHER ASSETS - CONTINUED

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d. $50,000 paid in cash at contract signing with 5 equal monthly payments of $50,000 to equal the $300,000 cash payment.
e. Upon Company's satisfaction and completion of the project Wide Group Digital Motion was to be issued an additional 150,000 of Titan common stock.

On April 4, 2005 the Company entered into a Modification Agreement with Wide Group Digital Motion to change the scope of the project and the terms of payment due to the increase in scope and due to the inability of the Company to meet the original financial commitments of the July 28, 2004 contract. This Modification Agreement changed the payment terms of the July 28, 2004 contract to the following terms.

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d. Consideration of the $50,000 paid in cash at the July 28, 2004 contract signing.
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On July 25, 2005 the Company entered into a Modification Agreement with Wide Group Digital Motion due to the inability of the Company to meet the original financial commitments of the April 4, 2005 contract. This Modification Agreement changed the payment terms of the April 4, 2005 contract to the following terms.

a. Total Project Price increased to $705,000 USD
b. Total Cash Payment increased to $335,000 USD
c. Total Stock Payment increase to 370,000 shares of Titan common stock to be valued at $1.00 per share.
d. Consideration was given to the fact that the $50,000 initial payment at the July 28, 2004 contract signing was made and the following payment schedule was agreed to.
    1) Payment of $25,000 USD within seven (7) business days from signing the Modification Agreement.
    2) Payment of $80,000 USD not more than thirty (30) business days from the Modification Agreement date.
    3) Payment of $80,000 USD not more than sixty (60) business days from the Modification Agreement date.
    4) Payment of $80,000 USD not more than one hundred twenty (120) business days from the Modification Agreement date.
    5) Payment of $20,000 USD not more than fourteen (14) business days from the completion of the entire interactive website.

The Company paid the $25,000 as contracted for and $10,000 towards the second payment of $80,000.

In November, 2005, the Company secured enough investment funding to complete the project and in December, 2005 the project was completed, website delivered and final cash payment of $250,000 was made. The development project has been recorded for these interim financial statements as other asset with an amortization period of 7 years. The asset amortization period could be adjusted as part of the final audit. Any reclassification will result in a positive impact to the Statement of Income for subsequent periods after December 31, 2005. Since the project was not completed until December 2005. Amortization will be over a seven (7) year period with $18,452 recorded as of March 31, 2006.

4. OTHER ASSETS - CONTINUED

Software Licensing
On February 17, 2005, the Company entered into an Agreement with Internet Methods, Inc. The Agreement provides the Company with the exclusive rights to certain Internet transactional based software over a three (3) year period from the effective date of the Agreement. The Company paid $400,000 for the exclusive rights through the issuance of 400,000 shares of Titan's common stock. The entire transaction has been recorded as an Intangible Asset to be amortized over the three year contract period. Since the website delivery portal was not placed into production until 2006 amortization will begin in 2006 at $11,111.00 per month. Amortization for the period ended March 31, 2006 was $22,222.00.

Pyramid Media Corp. Purchase
On October 5, 2005, the Company entered into a Merger Acquisition Agreement with Pyramid Media Corp. Pyramid Media Corp. operated at the time of the Agreement a record label with existing artist distribution contracts and a three (3) contract with Universal Music Group dated March 1, 2005. The terms of the Merger Acquisition Agreement were as follows:

a. Pyramid exchanged all of its common stock for 1,000,000 shares of Titan's common stock valued at $1,000,000 or $1.00 per share.
b. Pyramid is to be treated as a 100% own subsidiary of Titan.
c. Titan entered into a two (2) year employment agreement with the principal of Pyramid Mr. Allen Jacobi at a base salary of $180,000 per year. The employment agreement prohibits Mr. Jacobi from owning any interest in a company or entity that directly competes with the business of Titan for the period equal to the term of the employment agreement. Excluded from a conflict of interest or revenue of the company were Mr. Jacobi ownership in known future projects in Aerza Records, Inc., Billboard Music Network, WGMG, inc. (Your Music Channel), contractual relationship with Sandra Carter International, Inc. and Charisma Digital, Inc. Other terms of the employment agreement allowed Mr. Jacobi to continue to practice as an attorney at law and provide legal services to companies which compete with the Company so long as his practice does consume more than 20% of his available work schedule.
d. In addition, to the stock exchange Titan paid $92,875 for expenses approved by contract.
e. As part of the Merger Acquisition Agreement Titan assumed the lease for office space of Pyramid located at 11077 Biscayne Blvd., Suite #200, Miami, Florida 33161 in the amount of $4,200 a month.

The acquisition has been recorded for these interim financial statements as other asset with no amortization period currently defined. The "Purchase Method" accounting treatment will be used for this acquisition. Pyramid's assets were valued for book purposes at the following valuations

a. Open Accounts Receivable due from Universal affiliated Pyramid artists - $2,196.73
b. Value assigned to the 3 year Universal Distribution contract - $100,000.00
c. Liabilities assumed by Titan as part of the acquisition - $92,875.00
d. Balance of the $1,092,875.00 purchase is treated as Goodwill. Goodwill will be amortized over a period of 40 years as required by GAAP.

Goodwill amortized for the first quarter 2006 was $7,059.00.

Content Licensing
On December 6, 2005, the Company entered into a Digital Music Download Agreement with The Orchard Enterprises, Inc. The contract licensed to the Company the right to resell the music content provided by Orchard in the Agreement. The term of the Agreement is one (1) year expiring on December 6, 2006. The Agreement provides for additional perpetual one (1) year renewals. As part of the Agreement, the Company paid $40,000 non-recoupable fee for the 200,000 music tracks delivered. The content fee is for one year and

4. OTHER ASSETS - CONTINUED

is treated as an Other Asset. Amortization began February 2006 with a total amount recorded as of March 31, 2006 in the amount of $7,273.00.

5. DEMAND NOTES PAYABLE

Demand notes payable at March 31, 2006, consists of the following:

All notes issued were unsecured with an annual interest rate of 10%. Each note included the issuance of Titan common stock except as noted below. The issuance of stock has been treated as zero value.

Date of Issuance	Lender Name	Note Amount	Common Stock	Due Date
July 12, 2004	Dominic Salomone	$50,000	15,625	July 12, 2005
September 28, 2004	Stan Teskac	$25,000	9,875	September 28, 2005
December 31, 2004	Charles O. Mbanefo	$100,000	0	December 31, 2005
January 25, 2005	Joe Carroll	$5,000	5,000	January 25, 2006
January 27, 2005	ICS Network, LLC	$2,500	2,500	January 27, 2006
January 27, 2005	Bob &Lois Barbero	$5,000	5,000	January 27, 2006
January 28, 2005	Ronald Hess	$5,000	5,000	January 28, 2006
March 1, 2005	Stuart Carlson	$3,000	3,000	March 1, 2006
March 1, 2005	Zell Carlson	$2,500	2,500	March 1, 2006
March 1, 2005	Leslie McTigue	$2,500	2,500	March 1, 2006
March 21, 2005	Phillip Yannacio	$50,000	50,000	March 21, 2006
March 25, 2005	Joseph Pilla	$10,000	10,000	March 25, 2006
March 25, 2005	Jamie Pilla	$100,000	100,000	March 25, 2006
June 5, 2005	David Blum	$32,890	20,000	June 5, 2006
August 1, 2005	Harris & Jackson	$25,000	40,000	August 25, 2006
	Totals	**$418,390**	**271,000**	

The notes payable to Dominic Salomone and Stan Teskac with due dates July 12, 2005 and September 28, 2005, respectfully were extended with accrued interest of 10% until paid. The note due Charles O. Mbanefo became due on December 31, 2005.

Year end interest on the outstanding notes for 2004 and 2005 are as follows:

2004 Accrued Interest	2005 Accrued Interest	2005 Total Accrued Interest	2006 Total Accrued Interest
$3,000	$35,096	$38,096	$11,205

6. THIRD PARTY STEPHEN STILLS INVESTMENT

A third party investment was secured to purchase the Stephen Stills distribution contract. The total investment was $150,000. $50,000 was used to acquire the distribution contract with the remaining $100,000 being paid directly to Stephen Stills as a recoupable prepaid royalty payment.

The investment is repaid from the revenue generated from the sales of the CD's released as part of the distribution contract. There is no potential contingent liability that could be incurred by the Company if sales do not achieve a level sufficient to repay the total investment.

7. TITAN PUBLIC MERGER

On November 18, 2005, Titan Global Entertainment, Inc., a private Florida Corporation, was acquired by Titan Global Entertainment, Inc., a public Colorado Corporation on a stock-for-stock acquisition. The terms of the agreement provides that Titan Global Entertainment, Inc., the private Florida Corporation, shall become a wholly-owned operating subsidiary of Titan Global Entertainment, Inc., the public Colorado Corporation.

Upon completion of the Acquisition and the Share Exchange Transaction at Closing, shareholders of the Private Florida Corporation owned 35,850,000 Shares of Common Stock of Titan Global Entertainment, Inc., the public Colorado Corporation. These shares represented an aggregate ownership percentage in the public Colorado Corporation at the time of closing 77.93% of the 46,000,015 Shares of Common Stock then issued an outstanding in the public Colorado Corporation, as a result of the Share Exchange Transaction and the public Colorado Corporation private placement offering pursuant to Rule 504 of Regulation D of the 1933 Securities Act.

A portion of the 35,850,000 shares issued were a result of the contracts for software licensing, Website Portal design and the acquisition of Pyramid Media Corp as defined in Note 5 (Other Assets) above. Also a portion of the shares issued were for interest payments on short-term debt as described in Note 6 (Demand Notes Payable) above.

At closing a reconstitution of the Board of Directors took place with the following individuals elected to the public Colorado Corporation Board of Directors.

Jim Devericks
Co-Chairman

Jim Pugh
Co-Chairman & Secretary

Mike Manocchio
Director

8. COMMITMENTS

Operating Leases
As part of the acquisition of Pyramid Media Corp., the Company assumed the office lease from Atrium Court LLC. for the office leased space at 11077 Biscayne, Suite #200, Miami, Florida 33161. The lease expires August 2006 at which time the lease has both an annual renewable option and a month-to-month. The monthly lease payments are approximately $4,100. The Company is not responsible to pay the utilities. Rent expense for the years ended March 31, 2006 was $8,340.

Distributor Agreement
During April 2005, Pyramid Media Corp. prior to being acquired by the Company entered into a contract with a record distributor in Europe which gives them exclusive rights to sell the Company’s compact discs and cassettes throughout Europe for the Artist Stephen Stills.

Royalty Agreements
The Company also has entered into agreements with certain musicians to pay a royalty based on a percentage of sales of certain recordings.

9. RELATED PARTY TRANSACTIONS

After the Company had signed the Internet transactional based software agreement with Internet Methods, Inc. in February 2005, the Board of Directors asked Jim Pugh the CEO & Founder of Internet Methods, Inc. to join the Company's Board of Directors as Co-Chairman on March 7, 2005.

10. SUBSEQUENT EVENTS

Chief Executive Officer Annouced

In January 2006 during a meeting of the executive management and Jim Pugh it was agreed to appoint Mr. Pugh as CEO of the public Colorado Corporation. As a result of this appointment, Mr. Pugh relinquished his management role in Internet Methods, Inc.

Listed on the Frankfurt Stock Exchange

In March 2006, the Company applied for and received the quotation listing of its common stock on the Frankfurt Stock Exchange under the symbol "T6G".

Demand Notes Converted to Common Stock

In April 2006, the Company made an offer to its entire demand note holder's to convert their note plus cash accrued interest into restricted common stock. The offer valued the transaction at 80% of market value on the date of conversion. All of the demand note holders converted their note with the exception of Charles O. Mbanefo. The results of this transaction converted the individual debt into equity. The following details the transaction completed in April 2006.

Date of Issuance	Lender Name	Note Amount	Total Interest On Note	Total Note	Converted Shares
12-Jul-04	Dominic Salomone	$50,000	$8,712	$58,712	102,282
28-Sep-04	Stan Teskac	$25,000	$3,822	$28,822	40,442
25-Jan-05	Joe Carroll	$5,000	$12,712	$17,712	8,090
27-Jan-05	ICS Network, LLC	$2,500	$601	$3,101	1,780
27-Jan-05	Bob &Lois Barbero	$5,000	$299	$5,299	12,136
28-Jan-05	Ronald Hess	$5,000	$599	$5,599	3,214
1-Mar-05	Stuart Carlson	$3,000	$597	$3,597	4,854
1-Mar-05	Zell Carlson	$2,500	$333	$2,833	4,046
1-Mar-05	Leslie McTigue	$2,500	$277	$2,777	4,046
21-Mar-05	Phillip Yannacio	$50,000	$277	$50,277	80,884
25-Mar-05	Joseph Pilla	$10,000	$5,260	$15,260	16,178
25-Mar-05	Jamie Pilla	$100,000	$1,041	$101,041	161,766
5-Jun-05	David Blum	$32,890	$10,411	$43,301	48,368
	Totals	$293,390	$44,943	$338,333	488,086

Forward Stock Split

In April 2006, the Company approved and announced a 2 for 1 forward stock split effective with shareholders of record on April 9, 2006.

Titan Global Entertainment, Inc.

11077 Biscayne Blvd.
Suite # 200
Miami, Florida 33161

Unaudited Financial Statements and Related Footnotes

Dated: December 31, 2005

MANAGEMENT CERTIFICATION

These statements have been internally prepared by the issuer's officers and we certify that such all statements and the notes thereto, present fairly, in all material respects, the financial position of the issuer and the results of its operations and cash flows for the periods presented, in conformity with accounting principles generally accepted in the United States, consistently applied.

By: /s/ Jim B. Pugh – Co-Chairman & CEO
/s/ Mike Manocchio – President & COO

Balance Sheet
December 31, 2005

ASSETS

Current Assets			
Cash and Cash Equivalents		$	7,736
Cash – Due from Foundation			1,000
Accounts Receivable	$ 124,483		
Allowance for Doubtful Accounts	(17,091)		107,392
Inventory			7,500
Prepaid Artist Royalty – Recoupable			260,229
Prepaid Expenses			95,629
Total Current Assets			479,486
Property, Plant & Equipment			
Property and Equipment			13,177
Accumulated Depreciation			(146)
Total Property, Plant & Equipment			13,031
Other Assets			
Web Portal	775,000		
Pyramid Media Corp.	100,000		
Internet Methods, Inc.	400,000		
Stills Contract Purchase	50,000		
Content Licensing	40,000		
Subtotal	1,365,000		
Less Amortization	11,042		1,353,958
Goodwill - Pyramid Media Corp.	996,663		
Less Amortization	7,059		989,604
Total Other Assets			2,343,562
Total Assets		$	2,836,079

Balance Sheet
December 31, 2005

LIABILITIES & STOCKHOLDERS EQUITY

Current Liabilities			
Accounts Payable		$	171,233
Accrued Officer Compensation			100,000
Accrued Payroll Taxes			10,000
Note Payable to Shareholder			18,000
Notes Payable			418,390
Accrued Interest Payable on Notes			38,096
Total Current Liabilities			755,719
Long-term Liabilites			
Third Party Investment in Stills Project			140,000
Total Liabilities			895,719
Stockholders Equity			
Common Stock 100,000,000 authorized, 47,563,000 issued and outstanding			30,636
Additional Paid in Capital			2,467,282
Stock Purchases Awaiting Stock Issuance			16,927
Retained Earnings			
Beginning	(118,410)		
Net Income (Loss)	(456,075)		
Ending Retained Earnings			(574,485)
Total Stockholders Equity			1,940,360
Total Liabilities & Stockholders Equity		$	2,836,079

Statement of Income
For the Twelve Months Ended December 31, 2005

Revenue		
Gross Record Sales		$ 334,881
Less Returns		10,993
Net Sales		323,888
Cost of Sales		326,512
Gross Profit		(2,624)
Operating Expenses		
Advertising & Promotion	$ 13,662	
Allowance for Uncollectible A/R	17,091	
Amortization of Intangible Assets	11,042	
Amortization of Goodwill	7,059	
Automobile	1,921	
Bank Charges	1,087	
Commissions	1,779	
Credit Card Fees	384	
Delivery, Courier & Fed-x	2,113	
Depreciation	146	
Legal & Professional Fees	61,709	
Licenses & Permits	1,091	
Meals & Entertainment	18,677	
Office	3,051	
Officer Salary	100,000	
Contract Labor	176,825	
Printing & Reproduction	1,915	
Rent	8,090	
Research & Development	12,644	
Taxes – Other	500	
Telephone	2,723	
Website Expenses	9,942	
Total Operating Expenses		453,451
Operating Income (Loss)		(456,075)
Income (Loss) Before Taxes		(456,075)
Income Taxes		0
Net Income (Loss)		$ (456,075)
Earnings Per Share		
Fully Diluted Shares Outstanding		47,563,000
Income (Loss) per Fully Diluted Shares		$ (0.01)

Statement of Cash Flows
For the Year Ended December 31, 2005

Cash Flows From Operating Activities:		
Net Income (Loss)	$	(456,075)
Adjustments to reconcile net income (loss) to net Cash providing by operating activities:		
Depreciation		146
Amortization		7,734
Reserve for Uncollectible A/R		17,091
Net change in current assets and liabilities		(283,969)
Net cash provided by operating activities		(715,073)
Cash Flows From Investing Activities:		
Used For:		
Purchase of equipment		(13,177)
Cash Portion of Website Portal Development		(182,603)
Purchase of Stephen Stills Distribution Contract		(50,000)
Licensed Content		(40,000)
Cash Portion of Pyramid Acquisition		(92,875)
Net cash used in investing activities		(378,655)
Cash Flows From Financing Activities:		
Proceeds From		
Net proceeds from short-term debt		418,390
Net proceeds from short-term debt - Shareholder		18,000
Net proceeds from Stills Investment		150,000
Net proceeds from sale of common stock		509,602
Used For		
Return of Stills Investment		(10,000)
Net cash provided by financing activities		1,085,992
Increase (Decrease) in Cash		7,736
Cash at December 31, 2004		0
Cash at December 31, 2005	$	7,736

Statement of Shareholders Equity
For the Year Ended December 31, 2005

	Common Stock	Additional Paid-in-Capital	Stock Purchase Clearing	Retained Earnings	Total
Balance as of December 31, 2004	0	95,207	0	(118,410)	(23,203)
Net Income (Loss)				(456,075)	(456,075)
Common Stock in Public in Merger **(Note 7)**	10,150	(10,150)			0
Founder Stock Issued in Merger **(Note 7)**	18,445	(18,445)			0
Payment to Wide Group Digital Media **(Note 4)**	370	369,630			370,000
Payment to Internet Methods, Inc. **(Note 4)**	400	399,600			400,000
Acquisition of Pyramid Media Corp. **(Note 4)**	1,000	999,000			1,000,000
Shares Issued with Short-term Debt **(Note 5)**	271	(271)			0
Additional Founder Shares Issued in Merger **(Note 7)**		(15,534)	15,534		0
Shares Issued for Artist Recoupment Expenses		139,886	150		140,036
Sale of Common Stock Awaiting Share Issuance		508,359	1,243		509,602
Balance as of December 31, 2005	30,636	2,467,282	16,927	(574,485)	1,940,360

Notes to the Financial Statements
December 31, 2005

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature Of Operations

The Corporation is a development staged company specialized in ubiquitous audio & video digital distribution through a wide distribution network including strategic distribution partnerships with Radio Stations & Networks, TV Stations, ISP Portals, Cable MSO's and a wide variety retail and affinity websites PLUS its state of the art web portal – www.ecomm3.com. Titan was originally developed as an artist management and music publishing company, it is comprised of 3 integrated divisions **- Titan Universe -** a network of digital (& physical product) entertainment portals syndicated through branded media websites **- Pyramid Records -** a recording company, and OMNI **-** distribution of new, state-of-the-art portable digital a/v devices via on-line and retail. The sale of artist releases through Universal Music Group accounts for 100% of the Company's net sales for the year ended December 31, 2005.

Basis of Accounting

The Company's policy is to prepare its financial statements in accordance with generally accepted accounting principals. The Company uses the accrual method of accounting. Non-recoupable and recoupable advance royalty payments are reported as an asset and expensed when earned by the artist.

Estimates

The preparation of financial statements in conformity with the accrual basis of accounting used for federal income tax reporting requires estimating some of the amounts reported. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could vary from the estimates that were used.

Revenue Recognition

The Company recognizes revenue when inventory, other than consigned inventory, is shipped. Revenue on consigned inventory is recognized when the customer notifies the Company that the merchandise is sold.

Cash (Bank Overdraft)

At December 31, 2005, cash consists of monies held in checking accounts, savings accounts and cash on hand.

Inventory

At December 31, 2005, Inventories consist of compact discs valued at the lower of cost or net realizable value.

Accounts Receivable & Allowance for Uncollectible Receivables

Current Accounts Receivable is from one source Universal Music Group. So our current policies only reflect the policy for this receivable. As we roll out our handheld devices and downloads and if the Company were to allow for credit sales we will make adjustment to this policy. Our current sales payment policy for all other business outside of the Universal Distribution contract is pay as you go – cash and carry. Accounts Receivable is the amount due from Universal based upon a 25% holdback by them for artist retail inventory returns. We report Accounts Receivable at net of allowance for expected artist retail inventory returns and scrap. Allowances are calculated based upon the industry standard return percentage of 20% and adjustment upward if the artist retail inventory is higher than the forecasted sales from Universal on an artist by artist basis. We further record an allowance for the cost of disposing artist inventory over and above the return allowance.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES—CONTINUED

Property, Equipment and Depreciation
Property and equipment are recorded at cost. The Company computes depreciation using accelerated methods under the accelerated and modified accelerated cost recovery systems based on the following lives:

Building	3–9 years
Office furniture and equipment	5–7 years
Vehicles	5 years
Computer equipment	5 years
Recording equipment	5 years

The cost of assets sold or otherwise disposed of and the accumulated depreciation thereon are eliminated from the accounts and the resulting gain or loss adjusts the basis of the acquired asset. Expenditures for maintenance and repairs are charged to income as incurred; replacements are capitalized.

Advertising and Promotional
The Company expenses all advertising and promotional costs when incurred.

Profit Sharing Plan
The Company has no employee benefit plans in effect at December 31, 2005.

2. CONCENTRATIONS OF CREDIT RISK

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of trade accounts receivable. The Corporation trade receivable is from the distribution of artists CD releases through the Company's distribution agreement with Universal Music Group.

At December 31, 2005, the Company considers accounts receivable to be fully collectible.

The Company's distribution agreement with Universal Music Group allows the company to distribute artists who have signed with the Titan/Pyramid Label as well as third party artists who want to use Titan as their distribution company within the United States. The agreement provides the Company to distribute any content that meets the content parameters of the agreement (music, music video, films, etc.) The term of this agreement is for three years commencing on March 1, 2005 with additional two one year options at the same terms. Net sales through this distributor for the years ended December 31, 2005, accounted for 100% of the Company's net sales.

3. INVENTORY

Inventory at December 31, 2005 consisted of Compact disc used in the promotion of artists that are being distributed. There was no consignment at December 31, 2005.

4. OTHER ASSETS

As of December 31, 2005, the balance of Other Assets consisted of the following transactions.

Wide Group Digital Motion
On July 28, 2004 the Company entered into a development agreement with Wide Group Digital Motion an independent contractor for the specific purpose of developing, maintaining and/or improving the music and music video download portal called 'Titan Tunes." The terms of the agreement required the Company to pay $600,000 to Wide Group over the development period based upon the following terms.

a. Total Project Price $600,000 USD

4. OTHER ASSETS – CONTINUED

b. Total Cash Payment $300,000 USD.
c. Total Stock Payment of 300,000 shares of Titan common stock to be valued at $1.00 per share.

d. $50,000 paid in cash at contract signing with 5 equal monthly payments of $50,000 to equal the $300,000 cash payment.
e. Upon Company's satisfaction and completion of the project Wide Group Digital Motion was to be issued an additional 150,000 of Titan common stock.

On April 4, 2005 the Company entered into a Modification Agreement with Wide Group Digital Motion to change the scope of the project and the terms of payment due to the increase in scope and due to the inability of the Company to meet the original financial commitments of the July 28, 2004 contract. This Modification Agreement changed the payment terms of the July 28, 2004 contract to the following terms.

a. Total Project Price $635,000 USD.
b. Total Cash Payment $335,000 USD.
c. Total Stock Payment of 300,000 shares of Titan common stock to be valued at $1.00 per share.
d. Consideration of the $50,000 paid in cash at the July 28, 2004 contract signing.
e. The balance of cash ($285,000) to be paid over project completion schedule.

On July 25, 2005 the Company entered into a Modification Agreement with Wide Group Digital Motion due to the inability of the Company to meet the original financial commitments of the April 4, 2005 contract. This Modification Agreement changed the payment terms of the April 4, 2005 contract to the following terms.

a. Total Project Price increased to $705,000 USD
b. Total Cash Payment increased to $335,000 USD
c. Total Stock Payment increase to 370,000 shares of Titan common stock to be valued at $1.00 per share.
d. Consideration was given to the fact that the $50,000 initial payment at the July 28, 2004 contract signing was made and the following payment schedule was agreed to.
    1. Payment of $25,000 USD within seven (7) business days from signing the Modification Agreement.
    2. Payment of $80,000 USD not more than thirty (30) business days from the Modification Agreement date.
    3. Payment of $80,000 USD not more than sixty (60) business days from the Modification Agreement date.
    4. Payment of $80,000 USD not more than one hundred twenty (120) business days from the Modification Agreement date.
    5. Payment of $20,000 USD not more than fourteen (14) business days from the completion of the entire interactive website.

The Company paid the $25,000 as contracted for and $10,000 towards the second payment of $80,000.

In November, 2005, the Company secured enough investment funding to complete the project and in December, 2005 the project was completed, website delivered and final cash payment of $250,000 was made. The development project has been recorded for these interim financial statements as other asset with an amortization period of 7 years. The asset amortization period could be adjusted as part of the final audit. Any reclassification will result in a positive impact to the Statement of Income for subsequent periods after December 31, 2005. Since the project was not completed until December 2005, there is no impact to the Statement of Income dated December 31, 2005.

Software Licensing
On February 17, 2005, the Company entered into an Agreement with Internet Methods, Inc. The Agreement provides the Company with the exclusive rights to certain Internet transactional based software over a three (3) year period from the effective date of the Agreement. The Company paid $400,000 for the exclusive rights through the issuance of 400,000 shares of Titan's common stock. The entire transaction has been recorded as an Intangible Asset to be amortized over the three year contract period. Since the website delivery portal was not placed into production until 2006 amortization will begin in 2006 at $11,111.00 per month.

4. OTHER ASSETS - CONTINUED

Pyramid Media Corp. Purchase
On October 5, 2005, the Company entered into a Merger Acquisition Agreement with Pyramid Media Corp. Pyramid Media Corp. operated at the time of the Agreement a record label with existing artist distribution contracts and a three (3) contract with Universal Music Group dated March 1, 2005. The terms of the Merger Acquisition Agreement were as follows:

a. Pyramid exchanged all of its common stock for 1,000,000 shares of Titan's common stock valued at $1,000,000 or $1.00 per share.
b. Pyramid is to be treated as a 100% own subsidiary of Titan.
c. Titan entered into a two (2) year employment agreement with the principal of Pyramid Mr. Allen Jacobi at a base salary of $180,000 per year. The employment agreement prohibits Mr. Jacobi from owning any interest in a company or entity that directly competes with the business of Titan for the period equal to the term of the employment agreement. Excluded from a conflict of interest or revenue of the company were Mr. Jacobi ownership in known future projects in Aerza Records, Inc., Billboard Music Network, WGMG, inc. (Your Music Channel), contractual relationship with Sandra Carte
International, Inc. and Charisma Digital, Inc. Other terms of the employment agreement allowed Mr. Jacobi to continue to practice as an attorney at law and provide legal services to companies which compete with the Company so long as his practice does consume more than 20% of his available work schedule.
d. In addition, to the stock exchange Titan paid $92,875 for expenses approved by contract.
e. As part of the Merger Acquisition Agreement Titan assumed the lease for office space of Pyramid located at 11077 Biscayne Blvd., Suite #200, Miami, Florida 33161 in the amount of $4,200 a month.

The acquisition has been recorded for these interim financial statements as other asset with no amortization period currently defined. The "Purchase Method" accounting treatment will be used for this acquisition. Pyramid's assets were valued for book purposes at the following valuations

a. Open Accounts Receivable due from Universal affiliated Pyramid artists - $2,196.73
b. Value assigned to the 3 year Universal Distribution contract - $100,000.00
c. Liabilities assumed by Titan as part of the acquisition - $92,875.00
d. Balance of the $1,092,875.00 purchase is treated as Goodwill. Goodwill will be amortized over a period of 40 years as required by GAAP.

Goodwill amortized for 2005 was $7,059.00.

Content Licensing
On December 6, 2005, the Company entered into a Digital Music Download Agreement with The Orchard Enterprises, Inc. The contract licensed to the Company the right to resell the music content provided by Orchard in the Agreement. The term of the Agreement is one (1) year expiring on December 6, 2006. The Agreement provides for additional perpetual one (1) year renewals. As part of the Agreement, the Company paid $40,000 non-recoupable fee for the 200,000 music tracks delivered. The content fee is for one year and is treated as a Other Asset to be written off over the twelve months in 2006 at $3,333.00 per month.

5. DEMAND NOTES PAYABLE

Demand notes payable at December 31, 2005, consists of the following:

All notes issued were unsecured with an annual interest rate of 10%. Each note included the issuance of Titan common stock except as noted below. The issuance of stock has been treated as zero value.

5. DEMAND NOTES PAYABLE - CONTINUED

Date of Issuance	Lender Name	Note Amount	Common Stock	Due Date
July 12, 2004	Dominic Salomone	$50,000	15,625	July 12, 2005
September 28, 2004	Stan Teskac	$25,000	9,875	September 28, 2005
December 31, 2004	Charles O. Mbanefo	$100,000	0	December 31, 2005
January 25, 2005	Joe Carroll	$5,000	5,000	January 25, 2006
January 27, 2005	ICS Network, LLC	$2,500	2,500	January 27, 2006
January 27, 2005	Bob &Lois Barbero	$5,000	5,000	January 27, 2006
January 28, 2005	Ronald Hess	$5,000	5,000	January 28, 2006
March 1, 2005	Stuart Carlson	$3,000	3,000	March 1, 2006
March 1, 2005	Zell Carlson	$2,500	2,500	March 1, 2006
March 1, 2005	Leslie McTigue	$2,500	2,500	March 1, 2006

March 21, 2005	Phillip Yannacio	$50,000	50,000	March 21, 2006
March 25, 2005	Joseph Pilla	$10,000	10,000	March 25, 2006
March 25, 2005	Jamie Pilla	$100,000	100,000	March 25, 2006
June 5, 2005	David Blum	$32,890	20,000	June 5, 2006
August 1, 2005	Harris & Jackson	$25,000	40,000	August 25, 2006
	Totals	**$418,390**	**271,000**	

The notes payable to Dominic Salomone and Stan Teskac with due dates July 12, 2005 and September 28, 2005, respectfully were extended with accrued interest of 10% until paid. The note due Charles O. Mbanefo became due on December 31, 2005.

Year end interest on the outstanding notes for 2004 and 2005 are as follows:

2004 Accrued Interest	2005 Accrued Interest	2005 Total Accrued Interest
$3,000	$35,096	$38,096

6. THIRD PARTY STEPHEN STILLS INVESTMENT

A third party investment was secured to purchase the Stephen Stills distribution contract. The total investment was $150,000. $50,000 was used to acquire the distribution contract with the remaining $100,000 being paid directly to Stephen Stills as a recoupable prepaid royalty payment.

The investment is repaid from the revenue generated from the sales of the CD's released as part of the distribution contract. There is no potential contingent liability that could be incurred by the Company if sales do not achieve a level sufficient to repay the total investment.

7. TITAN PUBLIC MERGER

On November 18, 2005, Titan Global Entertainment, Inc., a private Florida Corporation, was acquired by Titan Global Entertainment, Inc., a public Colorado Corporation on a stock-for-stock acquisition. The terms of the agreement provides that Titan Global Entertainment, Inc., the private Florida Corporation, shall become a wholly-owned operating subsidiary of Titan Global Entertainment, Inc., the public Colorado Corporation.

Upon completion of the Acquisition and the Share Exchange Transaction at Closing, shareholders of the private Florida Corporation owned 35,850,000 Shares of Common Stock of Titan Global Entertainment, Inc., the public Colorado Corporation. These shares represented an aggregate ownership percentage in the public Colorado Corporation at the time of closing 77.93% of the 46,000,015 Shares of Common Stock then issued an outstanding in the public Colorado Corporation, as a result of the Share Exchange Transaction and the public Colorado Corporation private placement offering pursuant to Rule 504 of Regulation D of the 1933 Securities Act.

7. TITAN PUBLIC MERGER - CONTINUED

A portion of the 35,850,000 shares issued were a result of the contracts for software licensing, Website Portal design and the acquisition of Pyramid Media Corp as defined in Note 5 (Other Assets) above. Also a portion of the shares issued were for interest payments on short-term debt as described in Note 6 (Demand Notes Payable) above.

At closing a reconstitution of the Board of Directors took place with the following individuals elected to the public Colorado Corporation Board of Directors.

Jim Devericks
Co-Chairman

Jim Pugh
Co-Chairman & Secretary

Mike Manocchio
Director

8. COMMITMENTS

Operating Leases
As part of the acquisition of Pyramid Media Corp., the Company assumed the office lease from Atrium Court LLC. for the office leased space at 11077 Biscayne, Suite #200, Miami, Florida 33161. The lease expires August 2006 at which time the lease has both an annual renewable option and a month-to-month. The monthly lease payments are approximately $4,100. The Company is not responsible to pay the utilities. Rent expense for the years ended December 31, 2005 was $32,593.

Distributor Agreement
During April 2005, Pyramid Media Corp. prior to being acquired by the Company entered into a contract with a record distributor in Europe which gives them exclusive rights to sell the Company's compact discs and cassettes throughout Europe for the Artist Stephen Stills.

Royalty Agreements
The Company also has entered into agreements with certain musicians to pay a royalty based on a percentage of sales of certain recordings.

9. RELATED PARTY TRANSACTIONS

After the Company had signed the Internet transactional based software agreement with Internet Methods, Inc. in February 2005, the Board of Directors asked Jim Pugh the CEO & Founder of Internet Methods, Inc. to join the Company's Board of Directors as Co-Chairman on March 7, 2005.

10. SUBSEQUENT EVENTS

Chief Executive Officer Annouced
In January 2006 during a meeting of the executive management and Jim Pugh it was agreed to appoint Mr. Pugh as CEO of the public Colorado Corporation. As a result of this appointment, Mr. Pugh relinquished his management role in Internet Methods, Inc.

Listed on the Frankfurt Stock Exchange
In March 2006, the Company applied for and received the quotation listing of its common stock on the Frankfurt Stock Exchange under the symbol "T6G".

10. SUBSEQUENT EVENTS - CONTINUED

Demand Notes Converted to Common Stock
In April 2006, the Company made an offer to its entire demand note holder's to convert their note plus cash accrued interest into restricted common stock. The offer valued the transaction at 80% of market value on the date of conversion. All of the demand note holders converted their note with the exception of Charles O. Mbanefo. The results of this transaction converted the individual debt into equity. The following details the transaction completed in April 2006.

Date of Issuance	Lender Name	Note Amount	Total Interest On Note	Total Note	Converted Shares
12-Jul-04	Dominic Salomone	$50,000	$8,712	$58,712	102,282
28-Sep-04	Stan Teskac	$25,000	$3,822	$28,822	40,442
25-Jan-05	Joe Carroll	$5,000	$12,712	$17,712	8,090
27-Jan-05	ICS Network, LLC	$2,500	$601	$3,101	1,780
27-Jan-05	Bob &Lois Barbero	$5,000	$299	$5,299	12,136
28-Jan-05	Ronald Hess	$5,000	$599	$5,599	3,214
1-Mar-05	Stuart Carlson	$3,000	$597	$3,597	4,854
1-Mar-05	Zell Carlson	$2,500	$333	$2,833	4,046
1-Mar-05	Leslie McTigue	$2,500	$277	$2,777	4,046
21-Mar-05	Phillip Yannacio	$50,000	$277	$50,277	80,884

25-Mar-05	Joseph Pilla		$10,000	$5,260	$15,260	16,178
25-Mar-05	Jamie Pilla		$100,000	$1,041	$101,041	161,766
5-Jun-05	David Blum		$32,890	$10,411	$43,301	48,368
		Totals	$293,390	$44,943	$338,333	488,086

Forward Stock Split

In April 2006, the Company approved and announced a 2 for 1 forward stock split effective with shareholders of record on April 9, 2006.