

9/11/12

# **TMM, Inc.**

## **COMPANY INFORMATION AND DISCLOSURE STATEMENT**

**November 9, 2012**

**TMM, INC.**

**PART A GENERAL COMPANY INFORMATION**

**ITEM 1. Name of Issuer and its predecessors**

TMM, Inc.	as of April 01, 1991
Randy Jackson Entertainment Corporation	as of November 8, 1988
Ligonier Party Bookings, Inc.	as of October 08, 1986

**ITEM 2. Address of issuers principal executive offices**

118 School Road  
Wilmington, DE 19803

Tel: 1 302 476-2288  
Email: [info@tmmi.us](mailto:info@tmmi.us)  
Fax: 1 302 654-5777

**ITEM 3. Jurisdiction and date of issuer's incorporation**

State of Nevada; October 08, 1986

**Part B SHARE STRUCTURE**

**ITEM 4. Title and class of securities outstanding**

Common shares outstanding:	217,806,200
Cusip #:	87258Q 10 8
Trading symbol:	TMMI
Preferred Shares Outstanding:	30,209,000

**ITEM 5. Par or stated value and description of the security**

- A. Par value of common shares outstanding: 0.001  
Par value of preferred shares outstanding: 0.001
- B.
  - 1. All common shares rank equally re dividends, voting and preemption rights
  - 2. All preferred shares rank equally re dividends, voting and preemption rights
  - 3. N/A
  - 4. Shareholder Rights Plan has been adopted by the Shareholders. The Rights Plan allows each shareholder of record to purchase an additional share of TMM, Inc. at the exercise price. Such dividend Right attaches to each record share and involves no additional certificates or documentation. The term is three years and

can be extended by the Board of Directors. The exercise price is \$0.127 per share. The Record day is March 23, 2012. The Flip-In-Event occurs when acquiring person acquires more than 20 per cent of the outstanding common stock of the Issuer.

**ITEM 6. The number of shares or total amount of the securities outstanding for each class of securities authorized**

**COMMON SHARES**

i. Period end date:		
	<b>September 30, 2012</b>	<b>September 30, 2011</b>
ii. Common shares authorized:	750,000,000	750,000,000
iii. Shares outstanding :	217,806,200	158,365,200
iv. Freely tradable :	143,409,823	114,833,723
v. Total number of beneficial shareholders:	N/A	N/A
vi. Total number of shareholders of record :	992	919

**PREFERRED SHARES**

i. Period end date:		
	<b>September 30, 2012</b>	<b>September 30, 2011</b>
ii. Preferred shares authorized :	50,000,000	50,000,000
iii. Shares outstanding :	30,209,000	44,110,000
iv. Freely tradable :	N/A	N/A
v. Total number of beneficial shareholders:	N/A	N/A
vi. Total number of shareholders of record:	10	12

**ITEM 7. The name and address of the transfer agent**

Nevada Agency and Transfer Company  
 50 West Liberty Street, Suite 880  
 Reno NV 89501  
 775 322-0626

Nevada Agency and Transfer Company is registered under the Exchange Act and is subject to the jurisdiction of the SEC.

**Part C BUSINESS INFORMATION**

**ITEM 8. The nature of the issuer's business**

- A. MTT Visions was founded by Phillip Taylor Kramer as a privately-owned California Corporation. In the early 1990's the Company developed, integrated, licensed and distributed video compression and decompression (codec) software for CD-ROM Publishers and Multimedia Developers. MTT Visions merged with Randy Jackson Entertainment Corp. and changed its name to TMM, Inc. In September 1992 the Issuer signed an agreement with Iterated Systems Inc. whereby the Issuer received, accepted and paid in full for source codec versions of VDK 1.0 to VDK

1.4 fractal video compression. Such codec versions are the wholly owned property of TMM, Inc.

In 2001 TMM Inc. emerged from bankruptcy and retains worldwide rights to such fractal based codec. In 2008 TMM, Inc. entered into an agreement to acquire all the shares of Digital Focus Inc. by issuing 11,500,000 preferred shares to the two shareholders of Digital Focus Inc. Digital Focus Inc. has a worldwide exclusive license to the Iterated Systems Inc. PVS/SGI Source Code

During the last year, TMM, Inc. has been modernizing the VDK 1.0 to 1.4 codec by reorganizing the codec and converting it from a DOS based to a Microsoft Media Foundation based codec.

1. The issuer is a corporation, incorporated in the State of Nevada.
2. The issuer was incorporated on November 18, 1988.
3. The issuer's fiscal year end date is December 31
4. The issuer was in bankruptcy from the time period November 4, 1994 to 2001.
5. On June 8, 2012 TMM Inc. completed the acquisition of the outstanding shares of Digital Focus Inc. a California incorporated corporation. Digital Focus Inc.'s sole asset is an exclusive license agreement to the PVS/SGI source code from Iterated Systems Inc.
6. The issuer has not defaulted on any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments.
7. No Change in Control
8. Since December 31, 2009, the Company has issued a total of 80,809,200 common shares to 82 shareholders.
9. N/A
10. No delisting of Issuer's securities.
11. There are no current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition and no current, past or pending trading suspensions by a securities regulator.

B. Business of Issuer. The Issuer is developing a fractal based video codec labeled TRUDEF©. The codec was developed in the early 1990's in collaboration with Iterated Systems Inc. The Issuer has contracted programmers to modernize, develop and test a commercial product. The codec requires the level of computer power that is readily available today. For the last several months, the codec has been undergoing preliminary testing of raw footage from modern 4k cameras to determine if it will function well in compressing video for high definition markets.

1. The issuer's primary SIC code is 7371. The secondary SIC code is 7819.
2. The issuer is in the development stage in modernizing and enhancing the TRUDEF© codec and testing video footage.

3. The issuer has not at any time been a “shell company”
4. N/A
5. N/A
6. The issuer has spent approximately \$566,000 over the past two fiscal years on modernizing the TRUDEF© codec, the entire cost of which has been borne by investors.
7. N/A
8. The issuer has five fulltime and one part time contract employees.

**ITEM 9. The nature of products or services offered**

- A. The plan of operations is to continue to modify, modernize and enhance the TRUDEF© codec. The Issuer is striving to prepare a commercial codec that will be utilized in the high definition video market.
- B. N/A
- C. There are no publicly announced new products or services
- D. The video compression business has many competitors. The primary competitors are those companies that use discrete cosine transform algorithms to compress video. The primary group is LA H264 and derivatives of their codec.
- E. N/A
- F. N/A
- G. The company has acquired the TRUDEF copyright. The VDK group of codecs acquired in 1994 is based on patents that have expired.
- H. N/A

**ITEM 10. The nature and extent of the issuer’s facilities**

The Issuer has its principal administrative offices in Delaware and has the use of other facilities leased by the Issuer’s consultants. All programming work is contracted out to independent contractors.

**Part D                    MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION**

**ITEM 11. The name of the chief executive officer, members of the board of directors and control persons:**

A. Officers and directors. The officers and directors of the issuer are:

Gerard V. Cavanaugh

118 School Road Wilmington, DE 19803  
5 year employment history: Self-employed businessman  
Board memberships and other affiliations: N/A  
Compensation by the issuer: \$2000 per month  
Number of shares beneficially owned: -0- common shares  
Number of share purchase options priced at \$0.02: 1,500,000

Michael K. Kozole

118 School Road Wilmington, DE 19803  
5 year employment history: Shareholder and President of Kozole & Staudenmayer, PC  
Certified Public Accountants, Philadelphia, PA  
Board memberships and other affiliations: N/A  
Compensation by the issuer: \$1000 per month  
Number of shares beneficially owned: -0- common shares  
Number of share purchase options priced at \$0.02: 1,500,000

Stanley R. Ford

118 School Road Wilmington, DE 19803  
5 year employment history: Self-employed businessman  
Board memberships and other affiliations: N/A  
Compensation by the issuer: \$4,000 per month  
Number of shares beneficially owned: zero common shares and preferred  
Number of share purchase options priced at \$0.02: 6,000,000

- B. Legal/disciplinary: None of the above individuals has been subject to any adverse legal or disciplinary action in the past 5 years.
- C. Disclosure of Family relationships: Nil
- D. Disclosure of Related Party Transactions: The Issuer owes certain payments to International Royalties Corporation which is owned by Stanley Ford, Director.
- E. Disclosure of Conflicts of Interest: Nil

**ITEM 12. Financial Information for issuer's most recent fiscal period**

Incorporated by Reference.

**ITEM 13. Similar financial information for preceding two fiscal years**

Incorporated by Reference.

**ITEM 14. Beneficial Owners of more than 5% of issuer's equity securities**

Tom Forzani owns more than 6.06% of issued and outstanding common shares of the company.

**ITEM 15. The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:**

1. N/A
2. N/A
3. Wheeler K. Neff, Esq.  
118 School Road  
Wilmington, DE 19803
4. Michael K. Kozole, CPA mkozole@hotmail.com  
8240 Wilson Street, Philadelphia PA 19136 Tel 215-407-6224, is responsible for preparing the financial statements. Mr. Kozole is a director and treasurer of the Issuer.
5. N/A
6. N/A
7. N/A

**ITEM 16. Management's Discussion and Analysis or Plan of Operation**

**A. Plan of Operation**

- a. The issuer as of the date of this Initial Disclosure has sufficient cash reserves to carry out the next stage of development work. The Issuer has sufficient funds to carry on for the next 9 months and is planning on raising additional funds.
- b. The Issuer will be completing the updating of the TRUDEF© codec from Microsoft DOS to Microsoft Media Foundation. The Issuer will be testing digital video clips to assess the quality and compression ratios for a wide variety of scenes. Additional features such as sound, machine speed and color depth will be addressed.
- c. The Issuer will be funding an increase in servers and computers over the next 6 months.
- d. The Issuer anticipates changes in the number of programmers working on the codec during the next 6 months.

**B. Management Discussion and Analysis of Financial Condition and Results of Operations.**

- a. N/A

**C. Off-Balance Sheet Arrangements**

- a. N/A

**Part E** ISSUANCE HISTORY

**ITEM 17. List of securities offerings and shares issued for services in the past two years.**

- i. All shares issued in the time period were private offerings.
- ii. All offerings were not registered or qualified.
- iii. In all cases the price at the shares were offered was the actual price paid.
- iv. All securities issued are restricted under Rule 144.
- v. The securities have not been registered under the United States securities act of 1933 (the “act”) or applicable state securities laws, and such securities may not be sold or transferred in the absence of such registration or unless such sale or transfer is exempt from such registration requirements of the act and applicable state securities laws.
- vi. The company has issued 28,225,000 warrants for the issuance of common stock as part of a Unit Offering. The exercise price is \$0.05 and the term is three years and expires December 31, 2014.
- vii. The Company has issued 35,800,000 options at an exercise price of \$0.02 on October 18, 2011. The term is for three years and right to exercise expires on October 18, 2014. The Company issued 500,000 options at an exercise price of \$0.05 on March 31, 2012. The term is for three years and right to exercise expires on March 31, 2015.

**Share Issuance January 1, 2010 to September 30, 2012**

Date	Type	Name Issued	Beneficial Owner	Price Per Share	Number Issued
5-May-10	PP	Sparks Holding Company	Ezio Montagiani	\$0.02	5,890,000
23-Jun-10	S	Investors Pipeline.net	Tore Jorgensen	\$0.02	6,250,000
16-Jul-10	PP	Tom Forzani		\$0.02	5,690,450
16-Jul-10	PP	Chuck Mariea		\$0.02	337,750
29-Jul-10	PP	Andrew Sr. Dauro		\$0.02	500,000
29-Jul-10	FF	Cam Taylor		\$0.02	200,000
29-Jul-10	PP	Bill G. Clouse		\$0.02	500,000
29-Jul-10	S	Corporate Capital	Michael Donahue	\$0.02	2,000,000
23-Dec-11	S	Active Information	Peter Lount	\$0.02	2,250,000
23-Dec-11	S	Technologies Development	Scott Randall	\$0.02	3,000,000
17-Feb-12	CP	Thomas Simpson			6,401,000
14-Mar-12	CP	Tom Forzani		\$0.02	7,500,000
14-Mar-12	PP	Debbie Bello		\$0.02	100,000
14-Mar-12	PP	Anthony G. Bull		\$0.02	500,000
14-Mar-12	PP	Kathryn M Calderone		\$0.02	250,000
14-Mar-12	PP	Carrie Cesarone		\$0.02	500,000
14-Mar-12	PP	Jessica Chan		\$0.02	500,000
14-Mar-12	PP	Lisa & Karl Dixon		\$0.02	325,000
14-Mar-12	PP	Rod Ermel		\$0.02	1,000,000
14-Mar-12	PP	Matthew Ford		\$0.02	150,000
14-Mar-12	PP	Patti Ford		\$0.02	250,000
14-Mar-12	PP	Charles Hallinan		\$0.02	7,500,000
14-Mar-12	PP	Joanne Kozole ITF		\$0.02	75,000
14-Mar-12	PP	Joanne Kozole		\$0.02	100,000



14-Mar-12	PP	Joseph Kozole		\$0.02	1,000,000
14-Mar-12	PP	Kaitlin Kozole		\$0.02	75,000
14-Mar-12	PP	Michael Kozole Jr.		\$0.02	250,000
14-Mar-12	PP	Constantine Leonardis		\$0.02	250,000
14-Mar-12	PP	Howard Lipman		\$0.02	500,000
14-Mar-12	PP	Linda Kozole Lowrie		\$0.02	775,000
14-Mar-12	PP	Irma Maglio		\$0.02	1,000,000
14-Mar-12	PP	Rick Mah		\$0.02	250,000
14-Mar-12	PP	Joan Mcfall		\$0.02	750,000
14-Mar-12	PP	Tanya Moren		\$0.02	50,000
14-Mar-12	PP	Brian Mullins		\$0.02	250,000
14-Mar-12	PP	Mary Ellen Murphy		\$0.02	75,000
14-Mar-12	PP	Wheeler Neff		\$0.02	750,000
14-Mar-12	PP	Carol Neff		\$0.02	500,000
14-Mar-12	PP	9051 Investment Ltd.	Daphne Thomas	\$0.02	250,000
14-Mar-12	PP	Rebecca Parayre		\$0.02	250,000
14-Mar-12	PP	Mark Roth		\$0.02	250,000
14-Mar-12	PP	David Shaw		\$0.02	750,000
14-Mar-12	PP	David Snow		\$0.02	500,000
14-Mar-12	PP	Kirsten Sorensen		\$0.02	150,000
14-Mar-12	PP	Joseph Staudenmayer		\$0.02	125,000
14-Mar-12	PP	Judith Strine		\$0.02	1,000,000
14-Mar-12	PP	Angelia Tai		\$0.02	600,000
14-Mar-12	PP	William Thomas		\$0.02	250,000
14-Mar-12	PP	Jean Tumolo		\$0.02	150,000
14-Mar-12	PP	Patricial Watts		\$0.02	2,000,000
14-Mar-12	PP	John Weber		\$0.02	75,000
14-Mar-12	PP	Winnie Welsh		\$0.02	150,000
14-Mar-12	PP	Dana Wiggins		\$0.02	250,000
14-Mar-12	PP	David Wiggins		\$0.02	2,000,000
14-Mar-12	PP	Charles Wright		\$0.02	1,250,000
14-Mar-12	PP	Martin Zlotnik		\$0.02	500,000
11-Jul-12	PP	Eric & Marlene Address		\$0.10	10,000
11-Jul-12	PP	Jessica Chan		\$0.10	50,000
11-Jul-12	PP	Evan Chang		\$0.10	50,000
11-Jul-12	PP	Sandy Cheung		\$0.10	200,000
11-Jul-12	PP	Marybeth Fede		\$0.10	100,000
11-Jul-12	PP	Flying Fish Holdings	Mitch Heffernan	\$0.10	1,000,000
11-Jul-12	PP	Jordon Fong		\$0.10	20,000
11-Jul-12	PP	Julie Goodnough		\$0.10	30,000
11-Jul-12	PP	Phebe Guckes		\$0.10	100,000
11-Jul-12	PP	Charles Hallinan		\$0.10	2,000,000
11-Jul-12	PP	Hamilton Management	David M. Nissman	\$0.10	300,000
11-Jul-12	PP	Fredrick Humphreys		\$0.10	50,000
11-Jul-12	PP	Paul Kurland		\$0.10	50,000
11-Jul-12	PP	Michael Larimore		\$0.10	10,000
11-Jul-12	PP	Jason Lipman		\$0.10	750,000
11-Jul-12	PP	Gloria Mah		\$0.10	200,000

11-Jul-12	PP	Rick Mah		\$0.10	200,000
11-Jul-12	PP	David McCourt		\$0.10	100,000
11-Jul-12	PP	Melissa Mok		\$0.10	60,000
11-Jul-12	PP	Bruce Peckerman		\$0.10	350,000
11-Jul-12	PP	Christopher Schlichter		\$0.10	20,000
11-Jul-12	PP	Andrew Shannon		\$0.10	350,000
11-Jul-12	PP	Vincent Shannon		\$0.10	100,000
11-Jul-12	PP	RBC Capital Michael Simeone		\$0.10	100,000
11-Jul-12	PP	John Vining		\$0.10	5,000
11-Jul-12	PP	Jeffrey Welsh		\$0.10	50,000
11-Jul-12	PP	Winifred Welsh		\$0.10	100,000
11-Jul-12	PP	David Wiggins		\$0.10	2,000,000
11-Jul-12	PP	John Wong		\$0.10	90,000
11-Jul-12	PP	Andrew Wright		\$0.10	500,000
11-Jul-12	PP	Charles Wright		\$0.10	1,750,000
11-Jul-12	PP	Charles Wright		\$0.10	1,000,000
11-Jul-12	PP	Charles Wright Jr.		\$0.10	500,000

### Legend

Symbol	Description
PP	Private Placement
S	Services
W	Warrants Exercised
OPT	Options Exercised
FF	Finder's Fee
CP	Converted Preferred

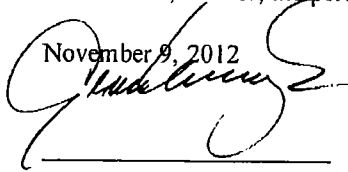
## **Part F EXHIBITS**

Exhibit A

Financial Statement September 30, 2012

I, Gerard V. Cavanaugh, certify that:

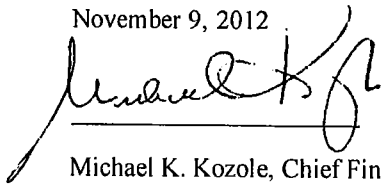
1. I have reviewed this Initial Disclosure Statement of TMM, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

November 9, 2012  


Gerard V. Cavanaugh, Chief Executive Officer

I, Michael K. Kozole, certify that:

1. I have reviewed this Initial Disclosure Statement of TMM, Inc.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

November 9, 2012  


Michael K. Kozole, Chief Financial Officer