COCONNECT, INC.
Form 10-K
June 26, 2014

U. S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

[**X**] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

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

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

For the transition period from ___________ to _____________

Commission File No. **000-26533**

CoConnect, Inc.

(Name of small business issuer in its charter)

Nevada	**63-1205304**
(State or other jurisdiction of	(I.R.S. Employer
incorporation or organization)	Identification No.)

P.O. Box 5778

Beverly Hills, CA 90209

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code:	**(424) 256-8560**
Securities registered pursuant to Section 12(b) of the Act:	**None**
Securities registered pursuant to Section 12(g) of the Act:	**$.001 par value common stock**

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

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

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

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

Large accelerated filer [ ] Accelerated filer [ ]
Non-accelerated filer [ ] Smaller reporting company [X]

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

As of June 29, 2013, the last business day of the Registrant’s most recently completed second fiscal quarter, the aggregate market value of the common stock held by non-affiliates of the Registrant was approximately $20,000, based on the closing price of $0.10 for the Registrant’s common stock as quoted on OTC Markets Pink Sheets on that date. For purposes of this calculation, it has been assumed that shares of common stock held by each director, each officer and each person who owns 10% or more of the outstanding common stock are held by affiliates. The treatment of these persons as affiliates for purposes of this calculation is not conclusive as to whether such persons are, in fact, affiliates of the Registrant.

As of June 20, 2014, there were 3,179,428 shares of our common stock issued and outstanding.

Documents Incorporated by Reference: None

CoConnect, Inc.

Annual Report on Form 10-K

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PART I

Item 1. Description of Business

Organization

a. Corporate History.

CoConnect, Inc. (formerly known as Advanced Wireless Communications, Inc.) (the "Company") was incorporated in Alabama in December 1997 to take over the assets of related business involved in reorganizations through bankruptcies. In 1997, we acquired Mobile Limited Liability Company as part of the confirmation by the U.S. Bankruptcy Court for the Northern District of Texas of a Plan of Reorganization of Mobile Limited Liability Company. We acquired all of the assets of Digital Wireless Systems ("DWSI") on August 6, 2000, as part of the consummation of DWSI's confirmed Plan of Reorganization under Chapter 11 of the U.S. Bankruptcy Code. Lack of funding forced us to abandon plans to revive the operations of both companies.

In 2000, we acquired three operating subsidiaries, Daybreak Auto Recovery, Inc., Rap Group and Voltage Vehicles. In 2002, we rescinded these acquisitions, and in October 2004 cancelled the common shares that were to be issued for the acquisitions, which shares had been held in escrow. During 2002 and 2003, the Company had no operations other than to continue its efforts to liquidate certain telecommunications licenses, the only assets of the Company, in order to pay creditors who had judgments arising out of the bankruptcies.

In August of 2004, we moved our domicile to Nevada and changed our name to Advanced Wireless Communications, Inc.

On October 5, 2004, we signed a definitive agreement with Heritage Communications, Inc. ("Heritage") and acquired an exclusive license for the marketing and distribution of products over Heritage's proprietary high-speed wireless network.

On January 28, 2005, we executed a share exchange agreement with Heritage and its stockholders. The share exchange agreement closed on February 23, 2005 and superseded the exclusive license with Heritage by making Heritage our wholly owned subsidiary.

In February 2005, we changed our name to CoConnect, Inc.

On July 14, 2005, we rescinded the Share Exchange Agreement with Heritage due to material omissions and misrepresentations had been made by Heritage. As a result of the rescission, the Company cancelled the 30 million shares of common stock previously issued to the shareholders of Heritage.

On December 21, 2005, we purchased through our newly formed wholly-owned subsidiary, Phoenix Asset Acquisition Corporation, selected assets of Phoenix Systems Corp. ("Phoenix"). The terms of the purchase include the issuance of 8 million shares of our common stock, 2 million of which are being held in escrow until certain performance measures are achieved; a $50,000 cash payment and the assumption of approximately $374,000 of Phoenix liabilities and approximately $49,000 in real property leases. At December 31, 2005, the Phoenix acquisition was mutually rescinded. The financial statements have been stated as if the transaction never happened.

On December 12, 2008, a majority of the holders of our common shares voted to authorize a reverse split of our common shares at a rate of 1 share for every 12,000 shares held. On March 10, 2009, NASDAQ notified us that the reverse split shareholder action of December 12, 2008, which took effect on January 12, 2009, would effect our stock trading symbol as of March 10, 2009 and that our new trading stock symbol would be "CCON."

b. Current Business Operations.

Our previous business model focused on the exploration of VoIP technology. VoIP is the delivery of voice information in the language of the Internet, i.e., as digital packets instead of the current circuit protocols of the copper-based phone networks. In VoIP systems analog voice messages are digitized and transmitted as a stream of data (not sound) packets that are reassembled and converted back into a voice signal at their destination. VoIP allows telephony users to bypass long-distance carrier charges by transporting those data packets just like other Internet information.

Although we are still investigating the profitability of pursuing the VoIP Technology business, management is of the belief that there may be more value for our shareholders if we were able to (i) attract a more substantial operating company and engage in a merger or business combination of some kind, or (ii) acquire assets or shares of an entity actively engaged in business which generates revenues. We have several acquisitions in mind and are investigating the candidates to determine whether or not they will add value to the Company for the benefit of our shareholders. Our Board of Directors intends to obtain certain assurances of value of the target entity's assets prior to consummating such a transaction. Any business combination or transaction will likely result in a significant issuance of shares and substantial dilution to our present stockholders.

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We do not intend to restrict our consideration to any particular business or industry segment, and we may consider, among others, finance, brokerage, insurance, transportation, communications, research and development, service, natural resources, manufacturing or high-technology business. Of course, because we have limited resources, the scope and number of suitable candidates to merge with, will be limited accordingly. Because we may participate in a business opportunity with a newly organized firm or with a firm which is entering a new phase of growth, it should be emphasized that we may incur further risk due to the failure of the target's management to have proven its abilities or effectiveness, or the failure to establish a market for the target's products or services, or the failure to prove or predict profitability.

Personnel

As of December 31, 2013, we had no employees other than our officers and directors.

Item 2. Description of Properties

We currently do not own any real property nor do we lease any real property. We receive mail at 25 East 200 South Lehi, Utah 84043.

Item 3. Legal Proceedings

None.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity and Related Stockholder Matters

(a) Market Information.

The common stock of the Company, $.001 par value, is currently traded over the counter and is listed on the OTC Bulletin Board under the symbol "CCON" The availability of historical trading prices of our common stock is limited, with periods of little or no trading activity. The following table sets forth the available approximate range of high and low closing prices for the common stock of the Company during the periods indicated. The quotations presented are adjusted to reflect splits in our common stock and reflect inter-dealer prices, without retail markup, markdown, or commissions, and may not necessarily represent actual transactions in the common stock.

2013	Low	High
First Quarter	$0.55	$1.02
Second Quarter	0.10	0.55
Third Quarter	0.10	0.10
Fourth Quarter	0.10	0.50

2012	**Low**	**High**
First Quarter	$0.51	$0.79
Second Quarter	0.51	0.70
Third Quarter	0.53	1.01
Fourth Quarter	0.51	1.10

As reflected by the high and low prices on the foregoing table, the trading price of the common stock of the Company can be volatile with dramatic changes over short periods. The trading price may reflect imbalances in the supply and demand for shares of the Company, market reaction to perceived changes in the industry in which the Company sells products and services, general economic conditions, and other factors. Investors are cautioned that the trading price of the common stock can change dramatically based on changing market perceptions that may be unrelated to the Company and its activities.

(b) Approximate number of equity security holders

The approximate number of record holders of the Company’s common stock as of May 14, 2014 was 4,687, which does not include shareholders whose stock is held through securities position listings.

(c) Dividends

The Company did not declare or pay any cash dividends on its common stock during the past two fiscal years.

(d) Securities authorized for issuance under equity compensation plans

We currently do not have any stock option or other equity compensation plans.

(e) Recent sales of unregistered securities.

None.

(f) Purchases of equity securities by the small business issuer and affiliated purchasers

During the year ended December 31, 2013, neither the Company nor any of its affiliates purchased any equity securities of the Company or on behalf of the Company.

Item 6. Selected Financial Data

Not Applicable.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis should be read in conjunction with our audited consolidated financial statements and related notes included in this report. This report contains "forward-looking statements" that are not historic in nature, particularly those that utilize terminology such as "may," "will," "should," "expects," "anticipates," "estimat "believes," or "plans" or comparable terminology are forward-looking statements based on current expectations and assumptions.

The forward-looking events discussed in this report, the documents to which we refer you and other statements made from time to time by us or our representatives, may not occur, and actual events and results may differ materially and are subject to risks, uncertainties and assumptions about us. For these statements, we claim the protection of the "bespeaks caution" doctrine. All forward-looking statements in this document are based on information currently available to us as of the date of this report, and we assume no obligation to update any forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements.

Recent Developments

Change in Management and Directors

On January 15, 2013, Mr. Bench resigned from his position as President, Secretary, Treasurer and Director of the Company. Mr. Bench's resignation was not because of any disagreement with the Company relating to the Company's operations, policies or practices.

On January 22, 2013, the Company's Board of Directors appointed Mr. Nathan Lord as the Company's President, Secretary, Treasurer and Director. The Company and Mr. Lord maintained no material plan, contract or arrangement relating to Mr. Lord's positions with the Company or related compensation.

On May 17, 2013, Mr. Bradly Bingham, Esq. resigned from his position as Director of the Company. Mr. Bingham's resignation was not because of any disagreement with the Company relating to the Company's operations, policies or practices.

On December 31, 2013, Mr. Lord resigned from his position as President, Secretary, Treasurer and Director of the Company. Mr. Lord's resignation was not because of any disagreement with the Company relating to the Company's operations, policies or practices.

On December 31, 2013, the Company's Board of Directors appointed Mr. York Chandler as the Company's President, Secretary, Treasurer and Director. The Company and Mr. Chandler currently maintain no material plan, contract or arrangement relating to Mr. Chandler's positions with the Company or related compensation.

On May 1, 2014, Mr. Chandler resigned from his position as President, Secretary, Treasurer and Director of the Company. Mr. Chandler's resignation was not because of any disagreement with the Company relating to the Company's operations, policies or practices.

On May 1, 2014, the Company's Board of Directors appointed Mr. Bennett Yankowitz as the Company's President, Secretary, Treasurer and Director. The Company and Mr. Yankowitz currently maintain no material plan, contract or arrangement relating to Mr. Yankowitz's positions with the Company or related compensation.

Critical Accounting Policies

We rely on the use of estimates and make assumptions that impact our financial condition and results. These estimates and assumptions are based on historical results and trends as well as our forecasts as to how results and trends might change in the future. Although we believe that the estimates we use are reasonable, actual results could differ from those estimates.

We believe that the accounting policies described below are critical to understanding our business, results of operations and financial condition because they involve more significant judgments and estimates used in the preparation of our consolidated financial statements. An accounting policy is deemed to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, and any changes in the different estimates that could have been used in the accounting estimates that are reasonably likely to occur periodically could materially impact our consolidated financial statements.

Our most critical accounting policies and estimates that may materially impact our results of operations include:

Stock-Based Compensation. All share-based payments to employees, including grants of employee stock options and restricted stock grants, to be recognized in the financial statements based upon their fair values. We use the Black-Scholes option pricing model to estimate the grant-date fair value of share-based awards. Fair value is determined at the date of grant. The financial statement effect of forfeitures is estimated at the time of grant and revised, if necessary, if the actual effect differs from those estimates.

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Our accounting policy for equity instruments issued to consultants and vendors in exchange for goods and services follows Financial Accounting Standards Board ("FASB") guidance. As such, the value of the applicable stock-based compensation is periodically remeasured and income or expense is recognized during the vesting terms. The measurement date for the fair value of the equity instruments issued is determined at the earlier of (i) the date at which a commitment for performance by the consultant or vendor is reached or (ii) the date at which the consultant or vendor's performance is complete. In the case of equity instruments issued to consultants, the fair value of the equity instrument is recognized over the term of the consulting agreement. An asset acquired in exchange for the issuance of fully vested, nonforfeitable equity instruments should not be presented or classified as an offset to equity on the grantor's balance sheet once the equity instrument is granted for accounting purposes. Accordingly, we record the fair value of nonforfeitable equity instruments issued for future consulting services as prepaid consulting fees in our consolidated balance sheets.

Tax Liabilities. As part of the process of preparing our financial statements, we must estimate our actual current tax liabilities together with assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included within the balance sheet. We must assess the likelihood that the deferred tax assets will be recovered from future taxable income and, to the extent we believe that recovery is not likely, a valuation allowance must be established. To the extent we establish a valuation allowance or increase or decrease this allowance in a period, the impact will be included in the tax provision in the statement of operations.

Results of Operations

Revenues

	Year Ended December 31	
	2013	2012
Total Sales	$ 0	$ 0

We had no revenues for the year ended December 31, 2013 or for the year ended December 31, 2012.

Operating Expenses

	Year Ended December 31	
	2013	2012
Operating Expense	$18	$24,588

Total costs and expenses of $18 for the year ended December 31, 2013 consisted of 18 in general and administrative expenses.

Total costs and expenses of $24,588 for the year ended December 31, 2012 consisted of $10,500 in professional fees, $0 in depreciation expense and $14,088 in general and administrative expenses.

Net Profit (Loss)

	Year Ended December 31	
	2013	2012
Net Profit (Loss)	$(18)	$(24,588)

For the year ended December 31, 2013, we sustained net losses of $18 as compared with net losses of $24,588 for the year ended December 31, 2012.

No provision for income taxes has been recorded in the accompanying financial statements due to the net losses of the Company. Because of the bankruptcy proceedings and significant changes in ownership of its common stock, the Company has not determined the amount of net operating loss carryforwards that may be available to offset future taxable income of the Company. If there have been substantial changes in the Company's ownership, as defined in the Internal Revenue Code and related Regulations, there may be substantial annual limitations of the amount of net operating loss carryforwards, which could be utilized by the Company.

Liquidity and Capital Resources

At December 31, 2013, the Company had no assets and total liabilities of $65,174, resulting in a working capital deficiency of $65,174. The Company had a stockholders' deficit of $65,174 at December 31, 2013.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. Because of recurring operating losses and the excess of current liabilities over current assets, there is substantial doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent on attaining profitable operations through business acquisitions, restructuring its financial arrangements, and obtaining additional outside financing as needed.

We intend to retain any future earnings to retire any existing debt, finance the expansion of our business and any necessary capital expenditures, and for general corporate purposes.

Forward-Looking Statements

The Company, from time to time, may publish forward-looking statements relating to such matters as anticipated financial performance, business prospects, technological development, new products, research and development activities and similar matters. The Company notes that a variety of factors could cause the Company's actual results and experience to differ materially from the anticipated results or other expectations expressed in any of the Company's forward-looking statements. The risks and uncertainties that may affect the operations, performance, development and results of the Company's business include, but are not limited to, the following: (a) the failure to obtain additional borrowed and/or equity capital on favorable terms for acquisitions and expansion; (b) adverse changes in federal and state laws, or other matters affecting the Company's business; (c) the demand for the Company's products and services; and (d) other risks detailed in the Company's Securities and Exchange Commission filings.

This Form 10-K contains and incorporates by reference certain "forward-looking statements" with respect to results of operations and businesses of the Company. All statements, other than statements of historical facts, included in this Form 10-K, including those regarding market trends, the Company's financial position, business strategy, projected costs, and plans and objectives of management for future operations, are forward-looking statements. In general, such statements are identified by the use of forward-looking words or phrases including, but not limited to, "intended, will, should, may, expect, anticipate, estimates, projects" or the negative thereof or variations thereon or similar terminology.

Forward-looking statements are based on the Company's current expectations. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct. Because forward-looking statements involve risk and uncertainty, the Company's actual results could differ materially. Important factors that could cause actual results to differ materially from the Company's expectations are disclosed hereunder and elsewhere in this Form 10-K. These forward-looking statements represent the Company's judgment as of the date of this Form 10-K. All subsequent written and oral forward-looking statements attributable to the Company are expressly qualified in their entirety by the Cautionary Statements. The Company disclaims, however, any intent or obligation to update its forward-looking statements.

Item 7A. Quantitative and Qualitative Disclosure about Market Risk

Not applicable.

Item 8. Financial Statements and Supplementary Data

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PLS CPA, A PROFESSIONAL CORPORATION

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E-MAIL changgpark@gmail.com

To the Board of Directors and Stockholders

CoConnect, Inc.

We have audited the accompanying balance sheets of CoConnect, Inc. (the "Company") as of December 31, 2013 and 2012 and the related statements of operations, changes in shareholders' equity (deficit) and cash flows for the years ended December 31, 2013 and 2012. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of CoConnect, Inc. as of December 31, 2013 and 2012, and the result of its operations and its cash flows for the years ended December 31, 2013 and 2102 in conformity with U.S. generally accepted accounting principles.

The financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company's losses from operations raise substantial doubt about its ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ PLS CPA

PLS CPA, A Professional Corp.
June 26, 2014
San Diego, CA. 92111

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COCONNECT, INC.

BALANCE SHEETS

	December 31, 2013	December 31, 2012
ASSETS		
Current assets		
Cash	$-	$70
Total current assets	-	70
TOTAL ASSETS	$-	$70
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable	$50,129	$50,182
Other payables	1,660	1,660
Due to shareholders	13,385	13,385
Total current liabilities	65,174	65,227
TOTAL LIABILITIES	65,174	65,227
STOCKHOLDERS' DEFICIT		
Preferred stock, 1,000,000 shares authorized, $0.001 par value 100,000 shares issued and outstanding	100	100
Common stock, 4,999,000,000 shares authorized, $0.001 par value 2,750,000 shares issued and outstanding as of December 31, 2013 and 2012	2,750	2,750
Additional paid-in capital	11,823,622	11,823,622
Deficit accumulated	(11,891,646)	(11,891,629)
TOTAL STOCKHOLDERS' DEFICIT	(65,174)	(65,157)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$-	$70

The accompanying notes are an integral part of these financial statements

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COCONNECT, INC.

STATEMENTS OF OPERATIONS

	For the Years Ended December 31,	
	2013	2012
Expenses		
Professional fees	$-	$10,500
General and administrative	18	14,088
Total operating expenses	18	24,588
Loss from operations	$(18)	$(24,588)
Net loss before income tax	(18)	(24,588)
Income tax	-	-
NET LOSS	$(18)	$(24,588)
Basic and diluted loss per common share	$(0.00)	$(0.01)
Weighted average common shares outstanding	2,750,000	2,750,000

The accompanying notes are an integral part of these financial statements

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COCONNECT, INC.

STATEMENTS OF STOCKHOLDERS' DEFICIT

From December 31, 2011 through December 31, 2013

	Preferred Stock		Common Stock		Additional			Total
		Par		Par	Paid-in	Subscription	Accumulated	Stockholders'
	Shares	Value	Shares	Value	Capital	Receivable	Deficit	Deficit
Balance December 31, 2011	100,000	100	2,750,000	$2,750	$11,823,622	$ -	$(11,867,041)	$ (40,569)
Net loss for the year ended December 31, 2012	-	-	-	-	-	-	(24,588)	(24,588)
Balance December 31, 2012	100,000	$100	2,750,000	$2,750	$11,823,622	$ -	$(11,891,629)	$ (65,157)
Net loss for the year ended December 31, 2013	-	-	-	-	-	-	(18)	(18)
Balance December 31, 2013	100,000	$100	2,750,000	$2,750	$11,823,622	$ -	$(11,891,647)	$ (65,175)

The accompanying notes are an integral part of these financial statements

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COCONNECT, INC.

STATEMENTS OF CASH FLOWS

	For the Years Ended December 31,	
	2013	2012
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Loss	$(18)	$(24,588)
Changes in operating assets and liabilities:		
Accounts payable increase	(52)	9,642
NET CASH USED IN OPERATING ACTIVITIES	(70)	(14,946)
CASH FLOWS FROM INVESTING ACTIVITIES		
NET CASH FROM INVESTING ACTIVITIES	-	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from shareholder cash advances	-	13,385
Proceeds and payments from cash advances	-	(208,317)
NET CASH FROM FINANCING ACTIVITIES	-	(194,932)
NET CHANGE IN CASH	(70)	(209,878)
CASH BALANCES		
Beginning of period	70	209,948
End of period	$-	$70
SUPPLEMENTAL DISCLOSURE:		
Interest paid	$-	$-
Income taxes paid	$-	$-

The accompanying notes are an integral part of these financial statements

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COCONNECT, INC.

Notes to the Financial Statements

For the years ended December 31, 2013 and 2012

Note 1 - Organization And History of the Company

CoConnect, Inc. (the "Company") was incorporated in Alabama in December 1997 to take over the assets of related businesses involved in reorganizations through bankruptcies. In 1997, the Company acquired Mobile Limited Liability Company (Mobile) as part of the confirmation by the U.S. Bankruptcy Court for the Northern District of Texas of a Plan of Reorganization of Mobile. The Company acquired all of the assets of Digital Wireless Systems ("DSWI") on August 6, 2000, as part of the consummation of DSWI's confirmed Plan of Reorganization under Chapter 11 of the U.S. Bankruptcy Code. Lack of funding forced the Company to abandon plans to revive the operations of both companies.

In 2000, the Company acquired three operating subsidiaries, Daybreak Auto Recovery, Inc., Rap Group, and Voltage Vehicles. In 2002, the Company rescinded these acquisitions and in October 2004 cancelled the common shares that were issued for the acquisitions, which shares had been held in escrow. During 2002 and 2003, the Company had no operations other than to continue its efforts to liquidate certain telecommunications licenses, the only assets of the Company, in order to pay creditors who had judgments arising out of the bankruptcies.

In August 2004, the Company changed its domicile to Nevada, and changed its name to Advanced Wireless Communications, Inc.

On October 5, 2004, the Company signed a definitive agreement with Heritage Communications, Inc. ("Heritage") and acquired an exclusive license for the marketing and distribution of telecommunications products over Heritage's proprietary high-speed wireless network.

The Company changed its name to CoConnect, Inc. in February, 2005.

<u>Acquisition of Heritage Communications, Inc. and Rescission of Agreement</u>

On January 28, 2005, the Company executed a Share Exchange Agreement (the "Agreement") with Heritage Communications, Inc. ("Heritage") and its shareholders. The Company acquired all of the outstanding shares of Heritage in exchange for 30 million shares of the Company's common stock as provided by the Agreement.

As part of the Agreement, Heritage provided warranties and representations that, among other items, it had no undisclosed outstanding indebtedness and that it had filed all federal, state and local tax returns which were required and that Heritage had paid all taxes, interest and penalties, if any, due and payable related to its tax liabilities. Subsequent to the Agreement being executed, the Company determined that material omissions and misrepresentations had been made by Heritage. As a result of these omissions and misrepresentations, the Company rescinded the Agreement on July 14, 2005. As a result of the rescission, the Company issued a cancel order to the transfer agent on the 30 million shares of common stock previously issued to the shareholders of Heritage. The stock has been recorded at par value.

Acquisition of Phoenix Asset Systems Corp and Rescission of the Agreement

On December 17, 2005, the Company executed a Purchase Agreement (the "Agreement") with Phoenix Asset Systems Corp. ("Phoenix") and its shareholders. The Company acquired assets of Phoenix and assumed liabilities in exchange $50,000 in cash and 8,000,000 shares of the Company's common stock.

The Companies mutually rescinded the Agreement and the shares were returned to the Company's office for cancellation.

Failed Plan of Merger with Boomj.com, Inc.

On March 23, 2007, we entered into a Loan Agreement (the "Loan Agreement") with Richard Ferguson ("Ferguson") and David O. Black ("Black") whereby Ferguson and Black were to provide $25,000 each to pay the Company's debts. It was agreed that upon a successful merger or acquisition Ferguson and Black would be repaid out of proceeds received from the merger or acquisition together with 10% interest. In the event there was not a merger or acquisition acceptable to a majority of the Board of Directors within 180 days of the Loan Agreement, Ferguson and Black were to be immediately issued 50% of the authorized but unissued common stock of the Company; half of the shares to be issued to Ferguson and half of the shares to be issued to Black.

On August 7, 2007 we entered into an Agreement and Plan of Reorganization (the “Plan”) with CoConnect Sub, Inc., a newly-formed Nevada corporation (hereinafter “CoConnect Sub”) and Boomj.com, Inc., a Nevada corporation (hereinafter “BOOMJ”), pursuant to which CoConnect Sub agreed to merge with and into BOOMJ (the “Merger”). The proposed closing date for the Merger was August 31, 2007. BOOMJ was granted an extension to September 20, 2007 in which to send a non-refundable deposit. Said deposit was never received. On September 21, 2007, the merger between BOOMJ and the Company was cancelled due to lack of performance and failure to meet any of the objectives set forth in the Plan. Pursuant to the terms of the March 23, 2007 Loan Agreement, on September 23, 2007 Ferguson and Black were each issued 37,500,000 shares of our common stock.

Note 2 - Summary of Significant Accounting Policies

Going Concern Considerations

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. Because of the recurring operating losses and the excess of current liabilities over current assets, there is substantial doubt about the Company’s ability to continue as a going concern. The Company’s continuation as a going concern is dependent on attaining profitable operations, restructuring its financial obligations, and obtaining additional outside financing. The Company has funded losses from operations primarily from the issuance of debt and the sale of the Company’s common stock. The Company believes that the issuance of debt and the sale of the Company’s common stock will continue to fund operating losses in the short-term until the Company can generate revenues sufficient to fund its operations.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Estimates and assumptions principally relate to the fair value and forfeiture rates of stock based transactions, and long-lived asset depreciation and amortization, and potential impairment.

Cash and Cash Equivalents

Cash equivalents include short-term, highly liquid investments with maturities of three months or less at the time of acquisition.

Concentration of Risk

A financial instrument which potentially subjects the Company to concentrations of credit risk is cash. The Company places its cash with financial institutions deemed by management to be of high credit quality. The Federal Deposit Insurance Corporation ("FDIC") provides basic deposit coverage with limits to $250,000 per owner. At December 31, 2013, there were no uninsured deposits.

Financial Instruments

Fair value measurements are determined based on the assumptions that market participants would use in pricing an asset or liability. ASC 820-10 establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. FASB ASC 820 establishes a fair value hierarchy that prioritizes the use of inputs used in valuation methodologies into the following three levels:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets. A quoted price in an active market provides the most reliable evidence of fair value and must be used to measure fair value whenever available.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability. For example, level 3 inputs would relate to forecasts of future earnings and cash flows used in a discounted future cash flows method.

The recorded amounts of financial instruments, including cash equivalents accounts payable, other payables and due to shareholders, approximate their market values as of December 31, 2013.

Income Taxes

We account for income taxes under the provision of Accounting Standards Codification 740, "Income Taxes", or ASC 740. As of December 31, 2013 and 2012, there were no unrecognized tax benefits included in the consolidated balance sheets that would, if recognized, affect the effective tax rate. Our practice is to recognize interest and/or penalties related to income tax matters in income tax expense. We had no accrual for interest or penalties on our balance sheets at December 31, 2013 and 2012, respectively and have not recognized interest and/or penalties in the consolidated statement of operations for the years ended December 31, 2013 and 2012. We are subject to taxation in the United States and California.

The Company is subject to taxation in the United States and California. The Company does not have any income tax provision for the years ended December 31, 2013 and 2012 due to current and historical losses.

The provision for income taxes using the statutory federal income tax rate of 34% in 2013 and 2012 as compared to the company's effective tax rate is summarized as follows:

	for the year ended December 31, 2013	for the year ended December 31, 2012
Federal taxes	$ (6)	$ (5,924)
State taxes	(2)	(1,671)
Taxes	-	-
Change in Valuation Allowance	8	7,595
Income Tax Expense	$ -	$ -

At December 31, 2013 and 2012, the Company had deferred tax assets of $4,047,667 and $4,047,649, respectively. Due to uncertainties surrounding the Company's ability to generate future taxable income to realize these assets, a full valuation allowance has been established to offset the net deferred tax asset. Additionally, the future utilization of the Company's net operating loss to offset future taxable income may be subject to an annual limitation, pursuant to Internal Revenue Code Section 382, as a result of ownership changes that may have occurred previously or that could occur in the future. The Company has not performed a Section 382 analysis to determine the limitation of the net operating loss and research and development credit carry forwards.

Significant components of the company's deferred tax assets are as follows:

	December 31, 2013	December 31, 2012
NOL Carryforward	$4,047,667	$4,047,649
Valuation Allowance	(4,047,667)	(4,047,649)
Net deferred tax assets	$-	$-

Realization of the deferred tax assets is dependent upon the generation of future taxable income, the amount and timing of which are uncertain. Accordingly, the net deferred tax assets have been fully offset by a valuation allowance. The valuation allowance increased by approximately $8 and $7,595 in 2013 and 2012, respectively.

As of December 31, 2013, the Company had federal and California net operating loss carryforwards of approximately $12 million. The federal and California tax loss carry forwards will begin to expire in 2025 and 2020, respectively, unless previously utilized.

The impact of an uncertain income tax position on the income tax return must be recognized at the largest amount that is more-likely-than-not to be sustained upon audit by the relevant taxing authority. An uncertain income tax position will not be recognized if it has 50% or less likelihood of being sustained upon examination. The Company believes that its income tax filing positions and deductions will be sustained on audit and does not anticipate any adjustments that will result in a material change to its financial position. Therefore, no reserves for uncertain income tax positions have been recorded.

The Company's practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had no accrual for interest or penalties at December 31, 2013 and 2012, and has not recognized interest and/or penalties in the statements of operations for the years ended December 31, 2013 and 2012. The Company's tax years for 2013 and forward are subject to examination by the United States and state tax authorities due to the carry forward of unutilized net operating losses

The tax years that remain subject to examination by major taxing jurisdictions are those for the years ended December 31, 2006-2012.

Basic Net Loss per Share of Common Stock

In accordance with US GAAP, basic net loss per common share is based on the weighted average number of shares outstanding during the periods presented. Diluted earnings per share are computed using weighted average number of common shares plus dilutive common share equivalents outstanding during the period.

	for the year ended December 31, 2013	for the year ended December 31, 2012
Numerator – (loss)	$(18)	$(24,588)
Denominator – weighted avg. number of shares outstanding	2,750,000	2,750,000
Loss per share – basic and diluted	$(0.00)	$(0.01)

Recently Adopted Accounting Pronouncements

In June 2014, the FASB issued Accounting Standards Update ("ASU") No. 2014-10, "Elimination of Certain Financial Reporting Requirements, Including an Amendment to Variable Interest Entities". The amendments in this update remove the definition of a development stage entity from ASC Topic 915, *Development Stage Entities,* thereby removing the distinction between development stage entities and other reporting entities from GAAP. In addition, the amendments eliminate the requirements for development stage entities to (1) present inception-to-date information on the statements of income, cash flows, and shareholder's equity, (2) label the financial statements as those of a development stage entity, (3) disclose a description of the development stage activities in which the entity is engaged, and (4) disclose in the first year in which the entity is no longer a development stage entity that in prior years it had been in the development stage. These amendments are effective for annual reporting periods beginning after December 15, 2014, with early application of the amendments permitted. The Company has adopted ASU No. 2014-10, and no longer presents or disclose any information required under ASC Topic 915.

Note 3 - Other Payables

The Company began capital raising efforts during the year ended December 31, 2011 to cover certain cash obligations regarding possible acquisition targets and other capital funding needs. At December 31, 2011 we had raised $209,977. During the year ended December 31, 2012 we returned $208,317 to the prospective investors. At December 31, 2013, the Company had $1,660 due to these prospective investors, which is shown as other payables on the Balance Sheets.

Note 4 - Due to Shareholders

The Company received cash advances to pay outstanding payables and payments made directly to the Company's service providers, in connection with our SEC reporting obligations and annual audit, from shareholders, Dave Hunt and BCGU, LLC in amounts of $4,462 and $8,923, respectively, during the year ended December 31, 2012. The Company made no payments to BCGU, LLC or Dave Hunt during the year ended December 31, 2012 and 2013, and $13,385 was due to these shareholders at December 31, 2012 and 2013.

Dave Hunt is the managing member of RVCA, a principal owner of the Company and BCGU, LLC is a principal owner of the Company.

Note 5 - Common Stock

As of December 31, 2013, Common stock, $0.001 par value: 4,999,000,000 shares authorized. 2,750,000 shares issued and outstanding

On January 20, 2012, the Company issued 100,000 shares of common stock to a law firm for professional services provided, valued at $61,000. Services by the law firm were never performed, as a result these shares were subsequently returned to the Company and retired in its treasury and no expense was recorded.

Note 6 - Preferred Stock

As of December 31, 2013, Preferred stock, $0.001 par value: 1,000,000 shares authorized. 100,000 shares of Series B Preferred Stock issued and outstanding

On October 26, 2011 the Company filed a Certificate of Designation with the Nevada Secretary of State designating the Series B Preferred Stock. The Series B Preferred Stock does not have specific liquidation or mandatory dividend rights, but does grant the holder thereof certain voting rights, with each share's vote determined by multiplying (a) the number of shares of Series B Preferred Stock held by such holder, and (b) 49,990, thus granting the Series B Preferred Stock holders effective control of the Company. In addition, the Series B Preferred Stock contains protective provisions that require affirmative consent of all of the Series B Preferred Stock holders for any action to: (i) amend, alter or repeal any provision of the Articles of Incorporation, this Certificate of Designation or Bylaws of the Corporation; (ii) designate any new class of Preferred Stock or sell or issue any additional shares of Preferred Stock other than the Series B Preferred Stock; (iii) issue any shares of Common Stock that would result in the Company's number of shares of Common Stock issued and outstanding exceeding Thirty Six Million (36,000,000) shares; and (iv) initiate any action with a regulatory, governmental, administrative, judicial entity or individual in an attempt to abrogate or diminish in any way the rights, preferences and privileges of these Series B Preferred Stock.

Note 7 - Warrants- Related Party

65,000 warrants were issued to Brad Bingham, our former director, and 15,000 warrants were issued to Dave Hunt, the managing member of RVCA, a principal owner of the Company, during the year ended December 31, 2011, for services provided. The warrants were valued using a Black-Scholes valuation model. The variables used in this option-pricing model included: (1) discount rates of .24% (2) expected warrant life is the actual remaining life of the warrant as of each period end, (3) expected volatility of 345% and (4) zero expected dividends.

The following summarizes stock purchase warrants as of December 31, 2013 and 2012:

	Warrants Outstanding			Warrants Exercisable		
Date of Grant	Number of Shares	Weighted Average Exercise Price	Remaining Exercise Life in Years	Number Exercisable	Weighted Average Exercise Price	Expiration Date
Fourth quarter fiscal 2011	80,000	$ 0.50	-	80,000	$ 0.50	12/19/2013
Fourth quarter fiscal 2013	(80,000)	$ 0.50	-	(80,000)	$ 0.50	12/19/2013
Total at December 31, 2013	-	$ -		-	$ -	

A summary of the activity of the warrants for the year ended December 31, 2013 is as follows:

	Amount	Weighted Average Exercise Price
Outstanding December 31, 2012	80,000	$ 0.50
Expired/Retired	(80,000)	$ 0.50
Exercised	-	-
Issued	-	-
Outstanding December 31, 2013	-	$ -

Note 8 - Subsequent Events

The Company has performed an evaluation of events occurring subsequent to the period end through the issuance date of this report. Based on the Company's evaluation, nothing other than the events described below need to be disclosed.

During May 2014, the Company retired 100,000 shares of Series B Preferred stock to its treasury.

During 2014, the Company issued 429,428 shares of common stock in exchange for cash proceeds of $140,303.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

(A) Evaluation of disclosure controls and procedures.

We evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this Annual Report on Form 10-K. Disclosure controls and procedures are designed to ensure that information required to be disclosed in our reports filed under the Exchange Act, such as this Annual Report on Form 10-K is recorded, processed, summarized and reported within the time periods specified by the SEC. Disclosure controls are also designed to ensure that such information is accumulated and communicated to our management, including the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure. In our original filing of this Form 10-K, our management did not include a firm conclusion regarding their belief that the disclosure controls and procedures were effective. At such time, management was of the belief that such disclosure controls and procedures were effective, however, considering such conclusion was not included in the original filing of this Form 10-K, for that reason and that reason alone, management believes that, as of December 31, 2013, the Company's disclosure controls and procedures were ineffective. The Company plans to remedy this issue by completing their assessment of internal controls over financial reporting in a timely manner in their next 10-K for the year ending December 31, 2013 and including a firm conclusion as to such assessment.

(B) Management's report on internal controls over financial reporting.

The Company's management is responsible for establishing and maintaining effective internal control over financial reporting (as defined in Rule 13a-15(f) of the Securities Exchange Act). Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2013. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on that assessment, management believes that, as of December 31, 2013, the Company's internal control over financial reporting was ineffective based on the COSO criteria, due to the following material weakness listed below.

Insufficient segregation of duties in our finance and accounting functions due to limited personnel. During the year ended December 31, 2013, the company internally performed all aspects of our financial reporting process, including, but not limited to, access to the underlying accounting records and systems, the ability to post and record journal entries and responsibility for the preparation of the financial statements. Due to the fact these duties were performed oftentimes by the same people, a lack of review was created over the financial reporting process that might result in a failure to detect errors in spreadsheets, calculations, or assumptions used to compile the financial statements and related disclosures as filed with the SEC. These control deficiencies could result in a material misstatement to our interim or annual financial statements that would not be prevented or detected.

Insufficient corporate governance policies. Although we have a code of ethics which provides broad guidelines for corporate governance, our corporate governance activities and processes are not always formally documented. Specifically, decisions made by the board to be carried out by management should be documented and communicated on a timely basis to reduce the likelihood of any misunderstandings regarding key decisions affecting our operations and management.

We intend to take appropriate and reasonable steps to make the necessary improvements to remediate these deficiencies and we intend to consider the results of our remediation efforts and related testing as part of our next year-end assessment of the effectiveness of our internal control over financial reporting.

This annual report does not include an attestation report of the company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the company to provide only management's report in this annual report.

(C) Changes in internal controls over financial reporting.

During the period covered by this report, there were no changes in the Company's internal control over financial reporting that occurred during the last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information.

On May 1, 2014, Mr. Chandler resigned from his position as President, Secretary, Treasurer and Director of the Company. Mr. Chandler's resignation was not because of any disagreement with the Company relating to the Company's operations, policies or practices.

On May 1, 2014, the Company's Board of Directors appointed Mr. Bennett Yankowitz as the Company's President, Secretary, Treasurer and Director. The Company and Mr. Yankowitz currently maintain no material plan, contract or arrangement relating to Mr. Yankowitz's positions with the Company or related compensation.

PART III

Item 10. Directors, Executive Officers, Promoters and Control Persons; Compliance with Section 16(a) of the Exchange Act

Directors and Executive Officers.

As of December 31, 2013, our executive officers and directors, the positions held by them, and their ages are as follows:

Name	Age	Position
York Chandler	56	Former President and Director

Bennett Yankowitz President and Director

Mr. Yankowitz, age 59, was appointed the President, Treasurer, Secretary and sole director of the Company on May1, 2014. He is also is Chief Executive Officer of Harmon International Petroleum, a California-based private oil and gas production and development company. From 2002 to 2014 he was a director of Proteus Energy Corporation, another a California-based private oil and gas production and development company, and was its Chief Executive Officer from 2008 - 2014. Mr. Yankowitz has 30+ years of experience as a corporate attorney with leading law firms, specializing in securities, financial and M&A transactions, and has extensive background in financial analysis and real estate investment and development. He is also of counsel to the law firm Parker Shumaker Mills LLP and was previously counsel to Kaye Scholer LLP and a partner of Heenan Blaikie and Stroock & Stroock & Strook LLP. From 1997 to 2003, he was a principal of SY Development Corporation, a Los Angeles-based real estate development company. Mr. Yankowitz earned his B.A. degree in Mathematics from the University of California, Berkeley (1977), his J.D. degree from the University of Southern California (1980), where he was an editor of the *Southern California Law Review*, and his LL.M. degree (First Class Honours) from the University of Cambridge (1981), where he was an Evan Lewis-Thomas Scholar at Sidney Sussex College. He is a member of the California and New York bars. It is anticipated that once the Company has consummated the acquisition of an operating company, Mr. Yankowitz may resign some or all of his offices and his directorship in the Company in favor of members of the operating company's management.

York Chandler, Former President and Director

York Chandler, age 56, was appointed President and Director of the Company on December 31, 2013 and resigned from those positions effective May 1, 2014. Mr. Chandler holds an Associate Degree in Computer Science and a Bachelor of Science Degree in Accounting. Mr. Chandler attended Weber State University and the University of Utah. Mr. Chandler gained most of his business experience while he co-owned and operated a Bank in the State of Utah. Mr. Chandler was the Chief Operating Officer and was responsible for all accounting and compliance that was required by the various Government agencies. After selling his position in the bank, Mr. Chandler became involved in the real-estate industry as an investor and developer. He has also acted as a financial consultant to various private companies throughout the State of Utah. For the past five years, Mr. Chandler has continued to manage his real-estate investments and operate his financial consulting business.

Audit Committee.

We do not have an audit committee. We do not have a financial expert serving on our board of directors.

Code of Ethics

We have adopted a Code of Ethics and Business Conduct authorizing the establishment of a committee to ensure that our disclosure controls and procedures remain effective. Our Code also defines the standard of conduct expected by our officers, directors and employees.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our directors, executive officers, and stockholders holding more than 10% of our outstanding common stock, to file with the Securities and Exchange Commission initial reports of ownership and reports of changes in beneficial ownership of our common stock. Executive officers, directors and greater-than-10% stockholders are required by SEC regulations to furnish us with copies of all Section 16(a) reports they file. To our knowledge, based solely on review of the copies of such reports furnished to us for the year ended December 31, 2010, no Section 16(a) reports required to be filed by our executive officers, directors and greater-than-10% stockholders were filed on a timely basis.

Item 11. Executive Compensation

Set forth below is information concerning the compensation paid for services in all capacities to our President and Executive Officers for the years ended December 31, 2013 and 2012.

					Long-Term Compensation			
	Annual Compensation							
Name and Position	Year	Salary	Bonus	Other Annual Compensation	Restricted Stock Awards ($)	Common Shares Underlying Options Granted (# Shares)		All Other Compen -sation
York Chandler Former President, Chief Executive Officer Chief Financial Officer and Secretary	2013 2012	-0- -0-	-0- -0-	-0- -0-	-0- -0-	— —		-0- -0-
Robert K. Bench Former, President, Chief Executive Officer Chief Financial Officer and Secretary	2013 2012	-0- -0-	-0- -0-	-0- -0-	-0- -0-	— —		-0- -0-
Mark L. Baum Former Chairman, President, Chief Executive Officer Chief Financial Officer and Secretary	2013 2012	-0- -0-	-0- -0-	-0- -0-	-0- -0-	— —		-0- -0-
Brad M. Bingham, Esq. Director and Former Chairman, Chief, Executive Officer Chief Financial Officer and Secretary	2013 2012	-0- -0-	-0- -0-	-0- -0-	-0- -0-	— —	(1)	-0- -0-

(1) Mr. Bingham was issued a warrant to purchase 65,000 shares with an exercise price of $0.50 per share, with a 2 year term valued at $39,117. This was part of a separate consulting agreement with Mr. Bingham following his resignation as CEO.

Option/SAR Grants in Fiscal Year 2013

None.

Item 12. Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information regarding the beneficial ownership of common stock of the Company as of June 20, 2014 by: (i) each person who, to the Company's knowledge, owns more than 5% of its common stock; (ii) each of the Company's named executive officers and directors; and (iii) all of the Company's named executive officers and directors as a group. Beneficial ownership is determined in accordance with the rules and regulations of the Commission. If a stockholder holds options or other securities that are exercisable or otherwise convertible into our common stock within 60 days of June 17, 2014, we treat the common stock underlying those securities as owned by that stockholder, and as outstanding shares when we calculate that stockholder's percentage ownership of our common stock. However, we do not consider that common stock to be outstanding when we calculate the percentage ownership of any other stockholder. Unless otherwise indicated in the footnotes to the following table, each person named in the table has sole voting and investment power with respect to shares of common stock and the address is c/o CoConnect, Inc. P.O. Box 5778 Beverly Hills, CA 90209

Name and Address	Number of Shares Beneficially Owned	Percentage Owned	
5%+ Stockholder			
Allan Kronborg (1)	546,714	17.20	%
SJ Corporate Finance ApS (2)	461,000	14.50	%
Henrik Oerbekker (3)	306,000	9.62	%
Devkom International, LLC Series V	275,000	8.65	%
Directors and Officers			
York Chandler	-	-	
Bennett Yankowitz	461,000	14.50	%
All directors, officers and 5% shareholders as a group	2,049,714	64.47	%

(1) The address for Mr. Kronborg is Soelyst Strandpark 1 Nivaa 2900 Denmark
(2) The address for SJ Corporate Finance ApS is Hvedevej 4 Smoerum 2765 Denmark
(3) The address for Henrik Oerbekker is 8, Boulevard Royal Luxembourg 2449, Luxembourg

Item 13. Certain Relationships and Related Transactions

None.

Item 14. Principal Accountant Fees and Services

<u>Audit Fee</u>

The aggregate fees billed for each of the last two fiscal years for professional services rendered by the principal account for the audit of our annual financial statement and review of financial statements included in our 10-Q reports and services normally provided by the accountant in connection with statutory and regulatory filings or engagements were $7,500 for fiscal year ended 2013 and $8,500 for fiscal year ended 2012.

<u>Audit-Related Fees</u>

The aggregate fees billed in each of the last two fiscal years for assurance and related services by the principal accountant that are reasonably related to the performance of the audit or review of our financial statements that are not reported above were $-0- for fiscal years ended 2013 and 2012.

Tax Fees

The aggregate fees billed in each of the last two fiscal years for professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning were approximately $-0- for fiscal year ended 2013 and consisted of tax compliance services and $-0- for fiscal year ended 2012 and consisted of tax compliance services.

All Other Fees

There were no other aggregate fees billed in either of the last two fiscal years for products and services provided by the principal accountant, other than the services reported above.

Our audit committee which consists of our board of directors will evaluate and approve in advance, the scope and cost of the engagement of an auditor before the auditor renders audit and non-audit services. We do not rely on pre-approval policies and procedures.

Part IV

Item 15. Exhibits, Financial Statements and Schedules

a. Exhibits

Exhibit #	Title
3.1	Articles of Incorporation. (Attached as an exhibit to our Form 10-SB filed with the SEC on June 29, 1999 and incorporated herein by reference).
3.2	Bylaws (Attached as an exhibit to our Form 10-SB filed with the SEC on June 29, 1999 and incorporated herein by reference).
14	Code of Ethics. (Attached as an exhibit to our Form 10-KSB filed with the SEC on May 19, 2005 and incorporated herein by reference).
31.1*	Certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of the Principal Executive Officer and Principal Financial Officer pursuant to U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document**
101.SCH	XBRL Taxonomy Extension Schema Document**
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document**
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document**
101.LAB	XBRL Taxonomy Extension Label Linkbase Document**
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document**

* Filed Herewith

** In accordance with Regulation S-T, the XBRL-formatted interactive data files that comprise Exhibit 101 in this Annual Report on Form 10-K shall be deemed “furnished” and not “filed”.

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SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

COCONNECT, INC.

Date: June 26, 2014 By:*/s/ Bennett Yankowitz.*
Bennett Yankowitz
Principal Executive Officer and Director

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: June 26, 2014 By:*/s/ Bennett Yankowitz.*
Bennett Yankowitz
Principal Executive Officer and Director