

DNA BRANDS INC  
Form 10-K  
April 13, 2012

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

Form 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2011

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 000-53086

DNA  
BRANDS,  
INC.  
(Exact name  
of registrant  
as specified  
in its  
Charter)

Colorado  
(State or Other Jurisdiction of  
Incorporation or Organization)

26-0394476  
(I.R.S. Employer Identification No.)

506 NW 77th Street  
Boca Raton, Florida  
(Address of Principal Executive Offices)

33487  
(Zip Code)

(954)  
970-3826  
(Registrant's  
Telephone  
Number,  
Including  
Area Code)

Securities registered pursuant to Section 12(b) of the Act:

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| Title of each class | Name of each exchange on which registered |
|---------------------|---|
| None                | None                                      |

Securities registered pursuant to Section 12(g) of the Act:

Common  
Stock  
(Title of  
class)

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

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

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232-405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files.) Yes  No

Indicate by check mark 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 the 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. Yes  No

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

|                         |                          |                           |                                     |
|-------------------------|--------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer         | <input type="checkbox"/>            |
| Non-accelerated filer   | <input type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |

(Do not check if a smaller reporting company)

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

The aggregate market value of the Company's voting stock held by non-affiliates as of April 11, 2012 was approximately \$15,664,047 based on the average closing bid and asked prices of such stock on that date as quoted on the Over the-Counter Bulletin Board.

There were 49,916,366 shares of common stock outstanding as of April 11, 2012.



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## FORWARD-LOOKING STATEMENTS AND ASSOCIATED RISKS

Information included or incorporated by reference in this filing may contain forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. This information may involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from the future results, performance or achievements expressed or implied by any forward-looking statements. Forward-looking statements, which involve assumptions and describe our future plans, strategies and expectations, are generally identifiable by use of the words "may," "will," "should," "expect," "anticipate," "estimate," "believe," "intend" or "project" or the negative of these words or other variations on these words or comparable terminology.

This filing contains forward-looking statements, including statements regarding, among other things, (a) our projected sales and profitability, (b) our Company's growth strategies, (c) our Company's future financing plans and (d) our Company's anticipated needs for working capital. These statements may be found under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Business," as well as in this Report generally. Actual events or results may differ materially from those discussed in forward-looking statements as a result of various factors, including, without limitation, the risks outlined under "Risk Factors" and matters described in this filing generally. In light of these risks and uncertainties, there can be no assurance that the forward-looking statements contained in this filing will in fact occur.

## PART I

### ITEM 1. BUSINESS

#### History

DNA Brands, Inc. (hereinafter referred to as "us," "our," "we," the "Company" or "DNA") was incorporated in the State of Colorado on May 23, 2007 under the name "Famous Products, Inc." Prior to July 6, 2010 we were a holding company operating as a promotion and advertising company.

Effective July 6, 2010, we executed agreements to acquire all of the remaining assets, liabilities and contract rights of DNA Beverage Corporation of Boca Raton, Florida ("DNA Beverage"), and 100% of the common stock of DNA Beverage's wholly owned subsidiary Grass Roots Beverage Company, Inc. ("Grass Roots") in exchange for the issuance of 31,250,000 shares of our common stock. As part of the terms of these transactions, our former President agreed to voluntarily redeem 19,274,400 common shares back to us. Additionally, our officers and directors resigned their positions with us and were replaced by the former management team of DNA Beverage. Mr. Darren Marks became a director and our President and CEO, and Mr. Melvin Leiner became a director and our Executive Vice President, Secretary and COO/CFO. The share issuance represented approximately 94.6% of our outstanding shares at the time of issuance. As a result of this transaction we changed our name to "DNA Brands, Inc."

Our principal offices are located at 506 NW 77th Street, Boca Raton, Florida, 33487, telephone (954) 970-3826 and our website is [www.dnabrandsusa.com](http://www.dnabrandsusa.com).

#### Current Business

We currently produce, market and sell a proprietary line of four carbonated blends of DNA Energy Drinks®, as well as a line of meat snacks made up of two beef jerky flavors and four flavors of beef sticks. Our current business commenced in May 2006 in the State of Florida under the name "Grass Roots Beverage Company, Inc." Initial operations of Grass Roots included development of our energy drinks, sampling and other marketing efforts and initial

distribution of our energy drinks in the State of Florida. We began selling our energy drink initially in the State of Florida in 2007. As of the date of this Report we are currently distributing our products throughout 31 of 42 Florida counties as well as Wisconsin and Southern California. During the summer of 2011 we elected to temporarily cease distribution in the Southeastern US, including Georgia, Louisiana and Mississippi, as well as parts of the Midwest, New York and New Jersey in order to devote our marketing efforts in those locations where we have the support of a strong distributor, as well as additional marketing support. Another principal reason why we elected to cease distribution in these areas was the economic climate that caused various distributors in those locations where we had distribution to cease operations.

It is our intention to have nationwide distribution by 2014, provided we are able to obtain the financing necessary to accomplish this objective. Our Florida, California and Wisconsin operations are supported by strong distribution agreements. In Florida, distribution is handled by Grass Roots, our wholly owned subsidiary and select Anheuser Bush distributors. In Southern California distribution is covered by Energized Distribution, Inc., Red Bull's former and largest US distributor. CJW Distributing, a Miller Brewing operation, is responsible for the Wisconsin (Midwest) area. Marketing in Florida and California is supported by our overall commitment to sampling programs, advertising and AMA Supercross Racing through our title-sponsorship of the DNA Energy Drink/Jeff Ward Racing Team. We are also heavily involved in sponsorship in surfing, BMX, wakeboarding and skateboarding. In Wisconsin, we, together with Miller Brewing, are the title co-sponsor of the IRA Racing Circuit.

We strive to maintain credibility with our core demographic, increase our consumer base by adapting to trends and changes; keep our brand in front of consumers through TV, magazines, events and viral campaigns and at the same time giving the consumer superior products at a lower price with quality service. We believe we have demonstrated our ability to adapt to market trends by pioneering the DNA Shred Stix line, giving us numerous cross marketing opportunities.

We are focused on building our DNA brand. In an industry where only 5% of new companies survive (according to BevNet a leading industry publication), we feel our success to date and our continued success will be based upon a methodical approach to build our brand. We started out with the idea that energy drinks could be functional and delicious tasting at the same time. We made a conscious decision not to follow the industry leaders taste profile and created energy drinks to set us apart from the competition. As a result, in January 2010 we were awarded a 1st Place "Platinum Award," as the best tasting energy drink at the prestigious World Beverage Competition™ held in Geneva, Switzerland. More than 30 countries and over 10,000 entries were submitted in all beverage categories.

Knowing full well that brands are not built overnight, especially in the highly competitive energy drink category, our first two years were devoted to brand development, creating awareness through sampling programs (over 20,000 cans sampled) and creating credibility among our core demographic by concentrating marketing efforts on action sports locations and events (surf, motocross, skate, etc.) which we continue today throughout Florida.

As we learned through trial and error, there was a severe lack of meaningful brand-building distribution options available to new non-alcoholic brands in Florida. This forced us to create our own Direct Store Distribution (DSD) entity, Grass Roots, a wholly owned subsidiary company. Grass Roots directly covered 31 of 42 counties in Florida before Anheuser-Busch agreed to become our distributor in select Florida markets. Grass Roots continues to service accounts in these counties and/or assists Anheuser in the selling or distribution of our branded products.

Once we were comfortable that our brand had some legitimacy we aggressively went after the independent convenience and chain stores. As a result, our products are currently sold in over 2,500 Florida stores. Having our own DSD has given us insight into what is required from both a manufacturer's and distributor's standpoint to successfully build a brand.

To enhance our revenue potential, in December 2011 our management decided to expand our distribution business by utilizing Grass Roots to provide distribution services to third parties. As of the date of this report we are negotiating with several unaffiliated brands seeking Florida distribution. Florida, along with New York, Texas and California are key states for all brands looking to build a national footprint. There is very little opportunity for brands to enter the Florida market because of the consolidation of distributors in the market. Brands like Coca-Cola, Pepsi, Arizona and Red Bull primarily distribute their own products, effectively keeping outsiders out of the market. Grass Roots not only allows us to get our products into distribution, it also acts as an incubator for the creation and development of new brands. We believe we have recognized a market niche, and are striving to make Grass Roots an attractive alternative for those brands basically shut out of the market. Adding these brands to the Grass Roots portfolio enables

us to leverage retail shelf-space and increase the profitability of each stop. Another key benefit we see is the opportunity to build our brand through additional distribution channels outside our key markets with established regional companies having operations similar to ours.



On February 23, 2010, the committee for Anheuser Busch's ("AB") 23 Florida distributors recommended that our DNA Energy Drink become the replacement for Monster Energy Drink ("Monster") that terminated their relationship with AB. According to AB the combined 26 AB-Budweiser houses sold an estimated 1.4 million cases of Monster with gross revenues approximating \$40 million. Concurrently, the committee also gave its approval for distribution of our entire meat snack line. It has been our experience that the AB houses with non-alcoholic ("NA") divisions have performed far better on our behalf than those without NA divisions. We chose to take back distribution from those AB distributors that have failed to implement NA divisions and/or are not making the commitment to do so. This practice was implemented in June 2011 and has resulted in superior sales and service.

We have also been approved by all three military buying organizations, with NEXCOM the final addition joining AAFES and DeCA, for the purchase of our DNA branded meat snack products. NEXCOM has also authorized our DNA Energy Drink®. To date the two orders for AAFES and one to DeCA have all sold out. While no assurances can be provided, we expect that all three agencies will continue ordering our products in the future.

### Products

We produce, market and sell an initial proprietary line of four carbonated blends of DNA Energy Drink® as well as a line of meat snacks made up of two beef jerky flavors and four flavors of beef sticks. These drinks are sold in 16 ounce cans styled with the name DNA® prominently placed and a logo that includes the DNA Skull Nautical Star. The beef jerky is packaged in a 3.0 oz. sealable pouch and the beef stick is 1.0 oz. stick form. We believe the name DNA, our edgy color schemes, logo and other graphics stand out on store shelves and coolers. The DNA name resonates highly with our target market which includes a younger core of a more active demographic involved in today's rapidly expanding and trend setting action sports community. Our product flavors currently include:

#### DNA Energy Drink®

Citrus –Tastes like a true blend of real oranges with specific citrus nuances

Green –Velvety and smooth lemon lime mix

Citrus Sugar free (No carbs) – The taste of a very high end orange soda but with a jolt of energy

Cranberry Raspberry Sugar free (CranRazberry) (No carbs) - a mix of Cranberry and Raspberry with the correct energy boost.

#### DNA Beef Jerky™

Original – Real beef flavor

Teriyaki – Authentic Asian seasonings

#### DNA Shred Stix™

Original – Real beef flavor

Pizza – Authentic pepperoni pizza taste

Jalapeno – Hot and spicy

Taco –Authentic taco flavor

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## Energy Drinks

We have formulated DNA® to the highest flavor profile standard and believe it is superior in taste to any of the other energy drink brands in the industry. We incorporate the best and highest quality ingredient mix in our proprietary blends which have been formulated to maximize energy and awareness levels that result in improved performance on demand.

Our energy drink makes an immediate and lasting difference in elevating energy levels of consumers. This category is the only one that creates an immediate expectation of an effect on consumer bodily functions. There are many energy drinks that have compromised functionality for cost savings. We believe they have learned all too late that if an energy drink does not deliver on its promise for an immediate and lasting increase in energy levels, it is no more than an expensive soda. Energy drink consumers will go to another reliable brand. We believe one of the several principal reasons new energy drinks entrants commercially fail soon after introduction is because they use inferior ingredients and as a result do not provide the expected results.

DNA® is formulated to ensure that DNA® drinkers will, upon first drink, experience a taste that is delicious beyond the typical expected institutionalized medicinal taste that has been the main negative reaction associated with the vast number of brands of energy drinks including the major brands. We have not sacrificed taste for functionality and performance which we believe gives us a major competitive advantage over other energy drinks and has awarded us with high accolades from distributors and industry insiders, as well as from numerous action sports publications. These early taste accolades for DNA® have converted numerous energy drink consumers to us in those geographic areas of our distribution. We believe on taste alone, given our high functionality profile, we are able to quickly convert consumers from other brands. In fact, our tag line, “Tastes Like No Other,” was given to us by a first time consumer in our initial sampling program. Our taste and functionality profiles have begun to create a positive response in our target market, with distributors and with convenience store chains that dominate energy drink distribution. DNA® has also captured industry attention at the highest levels. DNA was awarded the 1st Prize “Platinum Award” in the “Best Tasting Energy Drink” category by the World Beverage Competition for 2010 which was held in Geneva, Switzerland. More than 30 countries participated and more than 10,000 entrants in all beverage categories were submitted for judging. One winner from each category was selected in double blind tasting tests.

We are experimenting with line extensions on these blends and also on completely new items that are in the R&D process. We will not introduce them until significant distribution and wide name recognition is obtained for our core line offerings.

## DNA Meat Snacks

In July 2009 we released our beef jerky line, followed in January 2010 with our Shred Stix meat stick. Unlike most all of our competition these products are all produced in the United States with 100% American muscle beef. DNA meat snacks are made under the strictest controls and supervision to insure the highest quality. Quality, taste and consistency remains very much in the forefront of our production philosophy, as it is for our energy drinks. Consistent with our energy drink DNA Shred Stix is the only brand that does not contain MSG. Extensive market testing and research has gone into the brand prior to production.

Because we use 100% American beef and the finished goods are packaged only once within hours of production, we are able to bake our flavors into the meat. This process eliminates the greasy look, feel and taste that are prevalent in much of our competitors' products. In addition to 100% American beef, our production process uses imported dry spices, ground and blended to provide great, well rounded flavors that stay true with extended shelf life resulting in more flavor control and more consistency from batch to batch. Some competitive jerky is made 51% in the USA and 49% in South America then blended before final packaging. This allows them to avoid the “Product of Argentina”

declaration on the package. Some competitors' products may not be packaged for several weeks after production, the result of which is they virtually paint the flavor just prior to packaging to be able to retain the taste.

DNA Meat Snacks are being marketed to a similar demographic that consumes energy drinks. Distributors are gravitating to the brand with great enthusiasm on a local, regional and national level and see the brand extension as a natural progression to servicing the needs of our demographic base.

#### Sales and Marketing

DNA Energy Drink® and DNA Beef Snacks™ provide immediate and sustained energy and/or satisfies the hunger needs of all groups of people in need of an energy lift to meet the challenges of the day and these groups may include parents, office workers, truck drivers, postal carriers, laborers, students, night watchmen and scores of others in every walk of life. We have specifically targeted our marketing attention to the “trend setters” in two sectors: (1) today’s rapidly growing action sports community, our initial and most critical target market; and more recently (2) the music industry, that may or may not be action sports orientated. In either case the audience is trendy and edgy and we believe our perfect customer.

Our choice to target the action sports community reflects our management’s personal and professional experiences coupled with the fact that this demographic group represents those most likely to seek alternative beverages and meat snacks and the immediate gratification that an energy drink provides. More importantly, they set the tone and influence others to try our products.

These action sports include:

- Surfing
- Wake Boarding
- Skim Boarding
- Skate Boarding
- BMX
- Motocross/Supercross
- Free Style Motocross

We are also the “title” sponsor of the “DNA Energy Jeff Ward Racing” supercross team. AMA is only second to NASCAR in motor sport attendance. The DNA team is one of only four teams that contended for a world “Lites” title and was on the winner’s podium four times this season with a DNA rider taking first place in Seattle. We have had extensive coverage on CBS and Speed channels. We believe that this sponsorship program provides significant exposure of our products to our target demographic that we could not currently afford if we elected to purchase equivalent advertising.

We try to maintain credibility with the core demographic and increase our consumer base by adapting to trends and changes, keeping the brand in front of consumers through TV, magazines, events and viral campaigns and at the same time giving the consumer superior products at a lower price with quality service. We believe we have demonstrated our ability to adapt to market trends and when we were certain that our energy drink had gained credibility among our core demographic we pioneered the release of the DNA Beef Jerky and Shred Stix line in July 2009 and January 2010, respectively. We believe this gives us numerous cross marketing opportunities.

Our target demographic is 18 to 39 years of age and predominantly male although with the growing popularity, female participants and fans are beginning to enter the field in larger numbers. This group tends to be on the cutting edge of style and have a profound influence on cultural trends and fashion. They are individualistic and tend to avoid corporate culture in favor of personal individual expression. They are extreme, risk takers, can spot the next “next” in the culture and are quick to try it. They quickly adopt it and spread the word if they like it and are as quick to toss it aside if it compromises their integrity and individuality. This group will provide the greatest initial benefit to the

energy drink market and to DNA® and, therefore, they are the group on which we are focusing the greatest attention. The 18-39 year old profile represents approximately 90 million people in the US who can likely be potential energy drinkers and meat snack consumers.

We believe that an aggressive “grass roots” marketing approach directed at the core demographic through support of their activities and events leads to product acceptance and credibility, the two ingredients we believe are necessary for success. Additional more conventional marketing and advertising programs directed at radio/television campaigns will reinforce our message. We believe that top down advertising strategies are costly and will not work against the highly capitalized brands on a dollar-for-dollar basis and will lead to failure.

Our objective is to build and maintain credibility with our target market and create a loyalty to our brand among consumers beginning at a younger age. We see action sports as a community, tied together by like mindedness, similarity of lifestyle, a commitment to their sport and its stars and more importantly their constant presence either as participants or as fans within the action sports lifestyle. This community is present at and a part of local or national events, on street corners, parks or whether following the sport through websites dedicated to each of the action sports, national magazines that cover all the sporting events including Dirt Rider, RacerX, Transworld Skate, Mundo Rad, Surfer Magazine, Surfing Magazine and Eastern Surf Magazine, or national television and cable networks like CBS, Fuel TV, ESPN, EXPN, and the Speed Channel which televise all events. We strive to be seen in this community at all times through our individual athletes, our teams who wear our logos proudly and drive their rigs with our banners and logos, with their photographs drinking DNA® and with our sampling vans placing “Cans In Hands.” All of these are inexpensive ways that have created a “buzz” for DNA® that has the appearance and effect of spending that major brands spend.

Our strategy is to be prominently featured in each of these venues on an ongoing basis through our sponsored athletes without the high costs of advertising and event sponsorships. We want to receive de facto and real endorsements from the stars of the sports which will further confirm the DNA® brand within our target market given the grass roots ground work we are laying with our sampling and other awareness programs. The DNA® brand continues to appear in all of these forums as well as magazines such as the cover of Trans World Motocross April 2012 and Racer X where we are mentioned as one of the driving forces behind AMA Motocross. For fractions of the dollars, we believe we are now perceived to be a prominent factor in the market we are pursuing and are on the same playing field as Red Bull, Monster, Rock Star and No Fear. We are seeing the positive effects on our sales and distribution efforts both with retailers and consumers.

To maintain the pulse of the action sports community we believe we need to secure recognized athletes and teams for specific periods before they are “the” bona fide star. Because of our intimate experience in this field, we have been able to recognize the upcoming stars at an early stage in their careers. These athletes and teams, who are not far behind those of the major athletes and teams, cost the major brands significantly more but give them no more than we receive in brand exposure.

#### Subsequent Event

On March 1, 2012 we hired Jeff Jonke as Vice President of Strategic Development to assist us in our sales and marketing efforts. Mr. Jonke is an experienced leader and manager, well versed in all aspects of beverage industry and maintains top North American distributor relationships. Mr. Jonke has also been responsible for the successful launch of several brands in the functional beverage sector while with his tenure with such notable companies such as Hansen Beverage Company (Monster Energy), Rockstar Energy Drink, Jones Soda Company, Arizona Beverage Company and Boo Koo Beverage.

#### Motocross/Supercross

As discussed above, we are the title sponsor for the DNA Energy Jeff Ward Racing Team comprised of the following riders: Josh Grant and Kyle Chisholm. In our initial season with Jeff Ward, we have already achieved media coverage that to date has been even greater than our lofty expectations.





Our title sponsorship agreement with Jeff Ward runs year to year and calls for a sponsorship fee of \$375,000 for 2012. It is after comparing the benefits gained from this agreement in terms of advertising and media generated with similar industry agreements that Monster/Red Bull/Rock Star have which cost millions upon millions of dollars that our ground-up grass roots strategy demonstrates its powerful effectiveness.

#### Surf, Wakeboard, Skateboard

Our Surf, Wake and Skateboard teams comprise a combination of recognized up-and-coming amateur athletes and seasoned professionals. Our Surf team is made up of Tommy O'Brien, Billabong Pro Team Rider and Jr. Pro Champion; Cody and Evan Thompson, Billabong Professional Surfers and Jr. Pro Surfers; Jeremy Johnson, Professional Surfer; Mark Dawson, Professional Surfer, Jr. Pro Surfer; and Luke Marks, a 13- year old and son of our Chief Executive Officer, Darren Marks. Luke Marks was recently named in a prominent surfing publication as one of the "Top 20 - 16 year old and under surfers in the world. See "Part III, Item 13. Certain Relationships and Related Transactions," below.

Our typical sponsorship contracts are for one to three years, and according to the athletes' ranking and exposure, we provide compensation that range from event entrance fees to annual sponsorship. Generally, annual fees are a few thousand dollars and sometimes include a nominal amount of stock options. In return, our name and logo is placed on their boards, shirts, other apparel and gear. Our logo then appears in magazines around the world to the extent of the media coverage they earn. We are always on the look-out for the rising stars and because of our history with these sports; we believe we are better suited to identify the best value propositions for our capital.

#### Sampling Programs

We currently employ 11 individuals in direct sales and sampling. We train our people to distinguish the benefits of DNA® from other brands in the market. We have outfitted DNA® vehicles, apparel, and signage and take them to locations where action sports take place including outdoor and indoor playgrounds where people are playing and begin to systematically sample DNA® with our "Cans In Hands" and "Shred Stix" program.

Our sampling techniques are programmed to create interest, trial and demand. We engage consumers about their experiences regarding taste and functionality. We acquire lists of distributors' store accounts and begin a very organized sampling program both outside and within stores which are designed to create requests for our products before it is available. We attend all action sports events and provide sampling at such events alongside our vehicles and, in some cases, with an 18 wheel rig which is replete with our DNA® graphics and logos, and are motored nationwide by our Motor Cross Racing teams. Further, we have placed branded 5' tall DNA® coolers in the action shops where enthusiasts congregate which are becoming introductory revenue platforms for us.

The objective of our "Cans In Hands" and "Shred Stix" sample programs are not only to build awareness, introduce newcomers to the category and to our brand but also to compete with the established brands on taste and functionality. We want the consumer to experience and believe that DNA® tastes better and is as effective, if not more effective than all the other brands. This program has created our core grass roots loyal followers who are now our first line of brand evangelists as they move to the action sports shops and see our branded DNA® coolers. We then extend our expansion to the next geographic target. Together with our action sports individual athlete and team endorsements, our brand evangelists in hand and our developing interactive web component, our marketing program is also geared to create a viral effect both within and outside our target demographic and spread the word about DNA®.

When our sales team calls on beverage distributors and convenience store retailers, whether chain or independently owned, we are already known to them. Because of the grass roots pull we have created for DNA®, they have been eager to accept meetings with us as we represent a legitimate revenue opportunity for them. Today, we are receiving

calls from a wide range of outlets as a result of our grass roots efforts. This effort has built good will with distributors and retailers who frequently express their appreciation to us for developing awareness, expectation and demand ahead of the date the product is on the shelf.

## Viral Component

This component of our marketing program, in play from the inception of our marketing strategy, beginning with sampling, building our brand awareness through our association with action sports and our public relations strategy, is the essence of our communications platform. It is what we do to communicate our message on a perpetual basis to accelerate trial of DNA® in our target market and within the natural extensions into other demographics. The objective of our viral program is to accelerate potential in a competitive segment of the beverage market. We want to make DNA® an acronym for energy drinks in every market we enter and use our target market as our brand evangelists to spread the word that DNA® tastes good and is cool to drink. Therefore, as we develop our message we will explore ideas to use DNA within our message as a substitute for drinking energy drinks.

As we have expanded our awareness through sampling, events driven participation and endorsements, we have received and benefited from significant public relations that has had a greater positive effect on our awareness program than advertising. We will continue our strategy to use our action sports teams and athletes on the back of our grass roots marketing strategy to expand this recognition platform.

We plan to accelerate the expansion of our community with our web site which will also be a destination point we will use to aggregate the action sports community as a one stop resource to learn about all that is going on in action sports. We are creating the “DNA Report” as an aggregator of all the current action sports stories and events, and drive our target market to the site in all our messaging. Our site will be the place to go to learn about what is going on in action sports.

We have successfully developed DNA Facebook, Twitter, My Space, Hookit.com , Sponsor House and a fully interactive website. Our web site includes videos of our teams’ performances, daily updates, events and relevant brand news and also includes music components and music tours. We recognize that this is a key component to building a brand.

## Distribution

In Florida, Grass Roots ([www.grassrootsbeverage.com](http://www.grassrootsbeverage.com)) and Anheuser-Bush cover 31 out of the 42 counties in the state and all of the heavily populated areas. Grass Roots will continue to work with Anheuser Bush in those areas covered by them providing additional marketing assistance. Currently Grass Roots has eleven company branded delivery vehicles and three branded sampling vehicles. Ralph Sabella, our Vice President of Operations, manages the sales people and sampling teams.

In addition to implementing our events support programs and on street and in-store sampling programs, Grass Roots also calls on action sports shops, individual or small convenience stores in Florida from one targeted territory to the next. Our staff has established weekly sales calls and actual sales quotas they must make. They are trained on how to ask for the order including offering our initial trial offer of three cases and an additional one for free. Most convenience stores agree to take our offer. Our staff provides all of the customer support and repeat orders which they have been trained to promote.

On March 1, 2011, we entered into a distribution agreement with Sand Dollar Distributors, LLC for the distribution of our entire line of products. The agreement called for Sand Dollar to service the Miami/Dade, Monroe (Key West through Miami, Monroe and Palm Beach counties where we have no AB coverage). Sand Dollar was Red Bull’s exclusive South Florida distributor until recently and largely credited with its success in South Florida. In March 2012, Sand Dollar ceased operations closed down primarily after they lost Red Bull distribution rights. Sand Dollar’s closing is not related in any fashion to our products or the DNA Brand.

Based upon early successes with Walgreens, in February 2011 we entered into a full statewide distribution program with Walgreens covering 823 locations throughout Florida. We look forward to continuing the Walgreens program in 2012 and beyond. Some locations will be eliminated in areas where the demographic does not support the sales of DNA.

Our goal in Florida for the next 12 months is to continue to secure additional distribution among the chain convenience, pharmacy and grocery locations such as Chevron (1,000 locations), 7 Eleven (1,000 locations), CVS Pharmacies (700 locations) and Gate Petroleum (150 locations), among others. In addition we must increase our points of distribution (PODS). Currently we are in approximately 10% of the available locations in Florida and seek to close out the 2012 year with a minimum of 30%, as well as increase our same store sales by 50% through increased marketing, advertising and sampling efforts. We are actively pursuing the remaining accounts.

In January 2007 we began a business relationship with Circle-K and have been able to maintain that relationship with annual contract extensions throughout 2012. For 2012 our store presence has been expanded to include 6 facings, 4 packs and value pricing. We intend to leverage Circle K as a means to acquire other similar distribution. Additionally, Grass Roots continues to service independents and chain stores in the area. Additionally we are currently selling product in Wisconsin through a large Miller wholesaler, CJW, that distributes to over half of the state.

#### Advertising

Our budget as it relates to traditional media advertising in the energy drink market is relatively small and at this time will not support traditional advertising on television or radio that would support our growth, as we cannot and will not be able to afford to compete by matching our competitor's budget for this type of exposure until we successfully raise additional equity capital. However, we do recognize its importance and are close to being able to address these markets in what we believe is an economical and inventive way. One way we have been able to accomplish this is through unique arrangements with recognizable personalities. We have developed a strong marketing relationship with radio talk show host "Bubba-The-Love-Sponge" ("Bubba"), who is broadcasted nationally. This arrangement has brought significant attention to DNA Energy Drinks. In return we have developed, produced and are selling DNA CranRazberry in a commemorative "Bubba Army" can, with a portion of the proceeds going to Bubba Clem's "Fallen Officer Foundation." DNA Energy is also a sponsor of the Bubba's race team and exclusive sponsor of the Bubba Clem Motor Sports Complex.

We have completed and test marketed a 30 second TV commercial with positive results. We intend to launch the commercial virally and through cable networks in selected tested markets upon funding. We are looking at blending TV, radio and Internet as our source for advertising. We are looking at compiling all of the action sport web sites and creating a linked presence in each of them. We are developing search engine optimization and key Google and Yahoo ad words to ensure that DNA® is one of the first places to go when energy drinks and meat snacks are Googled. This process is being handled by our own in-house IT specialist who is also responsible for keeping the website current and Facebook, Twitter, MySpace, Hookit and Sponsorship fresh. We believe that the DNA® 18-wheel rig traveling throughout the United States has provided us with major visibility. We intend to expand these programs as a strategy of high effective low cost advertising. We also utilize our 35' RV to sample at local events and targeted store locations to spread our story.

We believe that how we communicate our message must be integrated and coordinated among all of the above initiatives to deliver the message and create the necessary reach. A top down approach as employed by the elite brands is capital intensive and we believe will not allow us to exploit the window of weakness in elite brands' marketing strategy to enter the market. We must communicate with our target market from the ground-up.

We are confident our products can compete on taste and functionality which we hope will allow us to convert a portion of our competitor's market share. However, their vast marketing dollars and existing national presence make it unrealistic to compete successfully with them on an initial national level for their customer base. To succeed, it is our intention to build and maintain prominent positions in each successive phased geographic location we enter. This means our products must have prominent shelf space in the vast majority of stores that the elite brands occupy in each state we enter. Therefore, we understand we must be competitive on quality; we must expand awareness to accelerate trial, and must provide an appealing value proposition to our customers.

We have a master broker agreement with Royal Strategies & Solutions, Inc. ("Royal"), a company owned by our management. See "Part III, Item 13, Certain Relationships and Related Transactions," below. Under the terms of the agreement Royal seeks to place our products on the shelves of major chain, drug and grocery stores in specifically targeted areas selected by us. They receive constant support from us in making sales calls or working to create in store promotion programs to accelerate sales. Royal specializes in the launch of new products and oversees a national network of brokers, distributors, manufacturers and retailers selling a wide array of products to retailers across the nation. Royal's most recent launch success is DRSI's "ReStore Energy Formula" that is gaining national distribution through retailers such as Rite-Aid and Kroger. Prior to ReStore, Royal launched Zestra Laboratories (touted as the female Viagra®), gaining nearly 35,000 shelves nationwide in less than 24 months including nearly every major drug, pharmacy, and supermarket, including Walmart. We are currently in final negotiations with a group representing significant distribution in Canada and new Caribbean locations. The business will consist of volume sales to these regions at a discounted price. However due to the lack of required support normally given the brand, we do not feel the net profit per case will be adversely affected.

We will not extend our presence beyond our human resources, production capability, and capital means to support each market to the levels we promise to our distributors and retailers. If and when we secure a prominent position in a target territory using our grass roots marketing strategy, we will leverage our relationships and achievements to move to the next area and repeat our programs there.

#### Manufacturing and Production

Our energy drink products are based on a proprietary formulation we have created with our contract development group. Our energy drinks are currently manufactured at Seven-Up Snapple Southeast ("SUS") f/k/a/ Southeast Atlantic Beverage in Jacksonville, Florida, pursuant to a confidentiality agreement that is intended to protect our proprietary information. SUS is a full service contract manufacturer and also manufactures beverages for Welch's Sunkist, Hawaiian Punch and many others. This facility owns all of the manufacturing equipment and was identified by us as having an excellent record for contract manufacturing and the capacity to meet all of our initial growth expectations in the southeastern United States. SUS has manufacturing plants located throughout the United States, which is expected to provide us a significant benefit as our operations expand. As we expand geographically, we believe we can use any of SUS's manufacturing plants to expand capacity and save costs on transportation. We believe this facility can manufacture enough cases to meet all of our immediate needs in the Southeast. Production turnaround time is 14-30 days. Our terms of payment are C.O.D. We do not believe there are any problems that may obstruct the procurement of raw materials. Raw materials are ordered 2-4 weeks in advance. Payment terms for ingredients are 30 days after receipt.

Our 16 oz. cans are manufactured by Rexam Can Company at their North Carolina facility. Rexam, formerly American Can Company, is one of the largest producers of cans in the world. Estimated turn-around time varies from season to season and runs between 14 - 30 days. The manufacturer has the capacity to produce over 50 billion cans per annum. Upon completion, the cans are shipped by truck to the contract manufacturer where they are filled. We do not believe there are any problems in procuring the raw materials to manufacture the cans.

We purchase our raw materials for our energy drink from several producers, including Energy Blend from Fortitech, Inc. of Schenectady, NY. Our flavors come from Seethness Greenleaf in Illinois, and Guarana is sourced from Gateway in New Jersey. Prices are fixed for a period of one year and all bought against purchase orders. The raw materials portion of our beverage represents approximately 33% of the cost of goods sold of our product. We receive delivery of shipment at contract manufacturers (cans & producer) within 14 days of our order for which we pay C.O.D. All other terms are based net 30 days.

We purchase the raw materials for our cans from Rexam and those costs represent 33% percent of our cost of goods sold. Our terms are based net 30 days. Manufacturing costs represent 33% of our cost of goods sold. Cases come in pallets of 80 and are shrink wrapped and include shipping to warehouse.

Our meat snack products are also produced with proprietary formulation that has been created by us and produced by Monogram Food Solutions, under a Manufacturing, Sales and Marketing Agreement. The product is produced at either their Martinsville, Virginia or Chandler, Minnesota facility.

## Industry Overview

### Energy Drinks

The Global Sports and Energy Drink Market is projected to be a \$52 billion market by 2016 according to BEVNET® October 21, 2011, the beverage industry's source. The report states that sales of sport and energy drinks surpassed \$40 billion in 2010 and estimates that the category would grow at a compound annual growth rate of three percent each year. Energy Drinks moved forward faster than all other segments with a 14.4% volume increase in 2011 according to Beverage Marketing Magazine. Symphony/IRI data shows total US food/drug/c-store/mass excluding Wal-Mart topline category volume for the 52 week period through 1/22/2012 as \$7.7 Billion up 17.12% (does not include sales from smaller independents). Energy drinks, ready-to-drink tea and sports beverages grew aggressively in 2011 while carbonated soft drinks stumbled again according to Beverage Marketing, the leading provider of consulting, financial services and data to the global beverage industry.

The Sports and Energy Drink beverage category is made up of a line of functional beverages that address specific health and performance needs. These beverages range from Gatorade, introduced in the 1960's initially to replace electrolytes for athletes, to drinks filled with vitamins and nutrients to improve energy, awareness and hydration, among numerous other functions. According to BEVNET.com, Inc, a leading trade source in the industry, this segment is rapidly gaining in popularity over carbonated sodas and juices as people are becoming more health conscience and seeking an edge to improve their performance either athletically or to handle their daily challenges with more vigor. New categories are constantly finding ways into the New Age beverage sector. The Bevnet report also indicated that the sport and energy drink category will continue to penetrate new and untapped markets such as baby boomers and senior citizens. Worldwide sales with European consumption leading the way is expected to grow at a rapid pace within the next five years.

The entire beverage U.S. liquid refreshment beverage market grew by 0.9% according to preliminary data from Beverage Marketing Corporation. This marked the second year of growth after two consecutive declines with total liquid refreshment beverage volume exceeding 29.5 gallons in 2011. Premium beverages such as ready-to-drink (RTD) tea and coffee, sports beverages and energy drinks advanced particularly forceful during 2011. Larger, more established segments such as carbonated soft drinks and fruit beverages failed to grow once again.

Industry experts appear to be in agreement that the energy drink market is and continues to be the fastest growing segment of the functional drink market. Energy drinks were introduced initially in the United States by Red Bull in 1997 after its major success in Europe. By 2001, the energy drink market had developed to almost \$400 million in retail sales. By 2005, it had grown to approximately \$4 billion. In 2011 the Energy Drink produced segment alone grew to \$7.7 billion in scanned data and this trend is continuing. Energy drinks as a category are no longer considered a fad. It has been on a steep growth curve since its introduction over 10 years ago. New brands are constantly being introduced to meet the growing demand.





In 1998 Red Bull, the largest selling energy drink in the world, introduced its Red Bull Energy Drink in the United States to a younger demographic, ages 18-39, of people who are highly active and in need of energy. Despite injecting significant funds into its initial marketing campaign, there were many obstacles to overcome including a high price barrier of \$2 and more for an 8 ounce can and a medicinal taste. Red Bull developed a highly disciplined training program for their employees and introduced Red Bull in several key major trend setting markets. They sampled heavily, made it available initially in the major and most popular night clubs and events. With discipline, Red Bull demonstrated that with its high quality ingredients, it provided consumers with the energy lift they wanted. They were able to define the category and set price point acceptance among a highly motivated and developing consumer base. Beyond its initial target they expanded their marketing to include all those people in need of energy in their daily routine.

Approximately 85% (NAACS Jan 31, 2012) of all purchases of energy drinks at retail are sold through the 148,126 individual and chain convenience store outlets and gas stations with attached convenience stores in single serve cold cans. Moreover, the top brands are finding their way onto supermarket shelves and also into branded coolers. Other sales outlets included among the 739,441 total combined retail/on-premise locations are restaurants, bars, actions sport shops, grocers, pharmacies, parks, beaches and generally everywhere drinks are sold. Our principal focus has been and will continue to be on convenience stores. Once we have made inroads into convenience stores in a particular territory, we will work with Royal's broker network and with relevant distributors to move into supermarket, mass market and pharmacy stores as outlets for DNA®.

Top Convenience Store States (National Association of Convenience Stores "NACS" January 2012)

| State          | Stores |
|----------------|--------|
| Texas          | 14,776 |
| California     | 10,763 |
| Florida        | 9,510  |
| New York       | 7,929  |
| Georgia        | 6,535  |
| North Carolina | 6,269  |
| Ohio           | 5,359  |
| Michigan       | 4,865  |
| Illinois       | 4,553  |
| Virginia       | 4,451  |

The typical consumers of energy drinks are 18-39 year olds, active in or fans of action sports (Bev Net, Nacs, Convenience Store News, Supermarket news). Energy drink users consume drinks before, during and after activities and at any other time when an additional source of energy is wanted. Although there is brand loyalty, energy drink purchasing continues to be in good portion an impulse purchase in single cans. With the introduction of the category into large retail outlets, energy drinks are now being sold in multi-can cartons, which serve to lessen some of the impulse buying and augers well for the category as it competes with other beverage categories including carbonated soda and coffees. According to the Mintel Oxygen Report's Global Market Navigator, August 2010, American's consume 3.05 liters of energy drinks per capita each year, which translates into approximately two cans per day for energy drinkers. On the heels of Red Bull's success, numerous other brands were developed.

Numerous major beverage companies have no presence in this category but do have large distribution and marketing capacity to leverage. We believe that that the typical energy drink consumer does not connect to the corporate culture that these large beverage companies carry with them. Therefore, it is viewed as a more logical approach that a larger company would acquire an up and coming brand in order to acquire a strong foothold and presence in this side of the industry.

To date, the larger beverage companies have not purchased energy drink companies but have made significant contributions to their distribution. Vitamin Water, in the functional beverage category, is a huge success story with Coca Cola purchasing the company for 12 times revenue at a sale price in excess of \$4 billion in 2007. Hansen Natural Beverages was a regionally successful carbonated soda company. It was only when Monster Energy was developed and launched that its sales exceeded \$1 billion per annum. The other top brands are controlled by Coke and Pepsi. We believe that there is room for other energy drink companies to build a successful brand not by competing dollar for dollar with the elite brands, but by seeking a place of prominence in store shelves and with consumers in our target market alongside these elite brands based on the quality of our taste and functional profile, and by establishing intimate ground roots recognition and adoption within DNA's target demographic at low and controlled costs.

#### Meat Snacks

According to the USDA, processed beef represents approximately 13% of total beef consumption of the 30 billion pounds of beef annually consumed in the US, 90% of all household consume beef, according to the USDA (LDP-M-135-02 Factors Affecting US Beef Consumption), but only 23% beef jerky. The challenge is bridging the gap between household consumption and meat snack consumption.

We believe it is important that we understand market variations and our competition before we can fully address and implement intelligent product alternatives and marketing programs. There are gender considerations to consider. According to the USDA (LDP-M-135-02 Factors Affecting US Beef Consumption) males consume an average of more than 38 lbs. of beef annually than women. Per-capita beef consumption was highest for males 20-30 and females 12-19. There are also generation considerations. The USDA Economic Research institute expects beef consumption to decrease as the population ages. Finally there are race/ethnicity considerations. Beef consumption (most to least) is in the following order: Black/Hispanic/White/Other. However, Hispanics are expected to exceed consumption by Blacks due to population increases. The challenge is to target and identify new consumer segments as the existing target audience continues to age and shrink and bring them products that are innovative as well as nutritionally satisfying.

Existing characteristics of the energy drink and meat snack markets include:

The categories are real and growing;

Price point adoption. Red Bull has set the high price point and the market has adopted it. At these levels, there has been no resistance.

Brand loyalty exists at younger age levels. Brand loyalty can be somewhat offset by the high degree of impulse buying principally in single cans from convenience stores.

Impulse buying habits are also being changed, albeit slowly, by quantity purchases from supermarkets primarily by the older elements of our target market and those outside our target market.

#### Employees

Currently we have twenty three (23) full time employees of which two are executive management. Eleven (11) are employed in direct sales and sampling who are predominantly on the road and ten (10) are in administrative support and fulfillment. Additionally we use contract labor and consultants on an as needed basis primarily in the areas of administration, accounting, investor relations, and on a limited basis, in sales and marketing.

Our employees work at will and are not represented by a collective bargaining unit. We believe our relationship with our employees is excellent in most cases. We require all our employees and consultants to sign a confidentiality and non-disclosure agreement. Our success relies on our ability to hire additional employees, particularly on the local sales side. We believe there are numerous quality people to choose from throughout our area of targeted expansion.

As we grow we anticipate in the near future we will require a national marketing director, an in-house IT director and regional sales directors for each region and a Chief Financial Officer/controller.

None of our employees are members of any union.

## Competition

### Competition – Energy Drinks

We are competing with publicly and privately held companies, many of whom having greater resources, both financial and otherwise, than the resources presently available to us. The energy drink market is dominated by five brands including:

**Red Bull:** With estimated worldwide sales in excess of \$5 billion, Red Bull is the largest participant in the energy drink sector. Red Bull is owned by Dietrich Mateschitz, who introduced it to the European market in 1987. Red Bull's distributed more than one billion cans in 2001 without owning a single plant, truck or retail outlet. The taste profile of Red Bull is along medicinal lines with its ingredients being of standard fare. Due to the lack of competition, Red Bull was able to build a strong a brand and a loyal client base. Red Bull caters to the action sports community, on-premise liquor sales, and a "yuppie" contingency. Red Bull is sold through Red Bull exclusive regional distributors in more than 50 countries worldwide.

**Monster Energy:** Monster Energy is owned by Hansen's Natural Beverage and according to Symphony/IRI generated \$1.4 billion in revenue from US distribution in food/drug/convenience stores/mass merchandisers excluding Wal-Mart in 2011. Monster has risen to become the second largest energy drink producer behind Red Bull building a predominately strong core following through the sponsorship of major action sports events and teams.

**Rock Star:** Rock Star Energy is the third largest producer in the energy drink category with slightly under \$1 billion in revenue. Rock Star is a California/Nevada based operation with strong ties to the entertainment world. Rock Star also has shut off its distributors in favor of a national distribution relationship with Coca-Cola.

**Full Throttle:** Full Throttle is in fourth position behind Red Bull, Monster and Rock Star. Full Throttle is owned by Coca-Cola but does not compete nearly as well as the top three, we believe because the corporate image behind Coke and Pepsi is viewed as contrary to the images of "cool and credible" that permeates among a younger target market.

**AMP:** AMP is a new Pepsi product and rounds off the top of the line in the category. We believe it sells on par with Full Throttle and has image issues for similar reasons we raised for Full Throttle.

These five brands represented more than 90% of the total dollar sales in the energy drink category in 2010 as reported by Symphony/IRI an industry beverage publication. The data does not include mass market retailers.

The elite brands today also trade on functionality. However, it is principally the recognition they are able to build with extremely high marketing dollars that maintain their status in the category. Several brands are expanding their SKU's into new energy drink categories including children energy drinks, coffee energy drinks and high concentration long lasting energy drinks as category line extensions. As of the date of this report we are also anticipating development of

these new products.

We believe there are several avenues on which we compete including on our high taste and functional profiles. At \$1.89-\$1.99 per 16 ounce can, we are priced at retail at up to 50 cents less than the existing top brands (even more so with Red Bull as they sell an 8 ounce can at over \$2.49 per can) giving us an advantageous value proposition which is important on three levels: On the distributor level in which the distributor pays less per case for our product and can sell it for more of a profit than other top brands; on the retail level in which retailers are finding they can sell our product over our MSRP but under the retail price suggested by the elite brands to obtain higher margins per ring, and; on a consumer level with those having tried and liked DNA® or heard about it, who are more likely to impulsively reach for it when they see a price of up to 50 cents lower.

## Competition - Meat Snacks

In the meat snack segment of our business, the following are our principal competitors:

Jack Link's – The leaders in the beef jerky segment of the meat snack category is Jack Links holding 11 of the top 25 spots and a 44% market share according to a 2009 SCANTRACK convenience survey. Jack Link's (Matador) continues to grow as a result of the Frito Lay Partnership. We believe that it is doubtful that retailers will want to allocate more than 50% of the snack category revenue to one supplier. Oberto follows in the category with a 7% declining share and rounded out by Penrose and Pemmican.

Slim Jim – Holds the outright lead in meat stick (1.0 oz.) sales with nearly two-thirds market and is a clear number two in overall meat snacks with 25% market share.

The top four brands drive nearly 80% of sales revenue in the category according to Scantrack Conv (52 weeks ending 06/13/09) and AC Nielsen (12 weeks ending 06/13/09).

## Government Regulations

While we do not manufacture our products, the production and marketing of our licensed and proprietary products are subject to the rules and regulations of various federal, state and local health agencies, including in particular the U.S. Food and Drug Administration ("FDA"). The FDA also regulates labeling of our products. From time to time, we may receive notifications of various technical labeling or ingredient reviews with respect to our licensed products. We believe that we have a compliance program in place to ensure compliance with production, marketing and labeling regulations.

Packagers of our beverage products presently offer non-refillable, recyclable containers in the U.S. and various other markets. Some of these packagers also offer refillable containers, which are also recyclable. Legal requirements have been enacted in jurisdictions in the U.S. requiring that deposits or certain eco-taxes or fees be charged for the sale, marketing and use of certain non-refillable beverage containers. The precise requirements imposed by these measures vary. Other beverage container related deposit, recycling, eco-tax and/or product stewardship proposals have been introduced in various jurisdictions in the U.S. We anticipate that similar legislation or regulations may be proposed in the future at local, state and federal levels in the U.S.

## ITEM 1A. RISK FACTORS.

An investment in our Common Stock is a risky investment. In addition to the other information contained in this Report, prospective investors should carefully consider the following risk factors before purchasing shares of our Common Stock. We believe that we have included all material risks.

Our independent accountants have expressed a "going concern" opinion.

Our financial statements accompanying this Report have been prepared assuming that we will continue as a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The financial statements do not include any adjustment that might result from the outcome of this uncertainty. We have a minimal operating history and minimal revenues or earnings from operations. We have no significant assets or financial resources. We will, in all likelihood, sustain operating expenses without corresponding

revenues for the immediate future. See “Description of Business” and “Management’s Discussion and Analysis of Financial Condition – Liquidity and Capital Resources.” There are no assurances that we will generate profits from operations.



We have not generated profits from our operations.

We incurred net losses of \$4,472,848 and \$7,468,422, during the years ending December 31, 2011 and 2010, respectively. Based upon our current business plan, our ability to begin to generate profits from operations is dependent upon our obtaining additional financing and there can be no assurances that we will ever establish profitable operations. As we pursue our business plan, we are incurring significant expenses without corresponding revenues. In the event that we remain unable to generate significant revenues to pay our operating expenses, we will not be able to achieve profitability or continue operations.

Our ability to continue as a going concern is dependent on raising additional capital, which we may not be able to do on favorable terms, or at all.

We need to raise additional capital to support our current operations and fund our sales and marketing programs. We estimate that we will need a minimum of \$3.0 million in additional capital in order to generate profits from operations. We can provide no assurance that additional funding will be available on a timely basis, on terms acceptable to us, or at all. If we are unsuccessful in raising additional funding, our business may not continue as a going concern. Even if we do find additional funding sources, we may be required to issue securities with greater rights than those currently possessed by holders of our common stock. We may also be required to take other actions that may lessen the value of our common stock or dilute our common stockholders, including borrowing money on terms that are not favorable to us or issuing additional equity securities. If we experience difficulties raising money in the future, our business and liquidity will be materially adversely affected.

We do not currently have an external line of credit facility with any financial institution.

As indicated above, we have estimated that we need approximately \$3.0 million in additional capital to generate profits from operations. We have attempted to establish credit facilities with financial institutions but have experienced little or no success in these attempts due primarily to the current economic climate, specifically the reluctance of most financial institutions to provide such lines of credit to relatively new business ventures. We also have limited assets available to secure such a line of credit. We intend to continue to attempt to establish an external line of credit in the future, but there can be no assurances we will be able to do so. The failure to obtain an external line of credit could have a negative impact on our ability to generate profits.

Our financial results may fluctuate from period to period as a result of several factors which could adversely affect our stock price.

Our operating results may fluctuate significantly in the future as a result of a variety of factors, many of which are outside our control. Factors that will affect our financial results include:

acceptance of our products and market penetration;

the amount and timing of capital expenditures and other costs relating to the implementation of our business plan;

the introduction of new products by our competitors;

general economic conditions and economic conditions specific to our industry.

As a strategic response to changes in the competitive environment, we may from time to time make certain pricing, service, or marketing decisions or acquisitions that could have a material adverse effect on our business, prospects, financial condition, and results of operations.

We are dependent upon third party suppliers of our raw materials.

We are dependent on outside vendors for our supplies of raw materials. While we believe that there are numerous sources of supply available, if the third party suppliers were to cease production or otherwise fail to supply us with quality raw materials in sufficient quantities on a timely basis and we were unable to contract on acceptable terms for these services with alternative suppliers, our ability to produce our products would be materially adversely affected.

We rely on our distributors, retailers and brokers, and this could affect our ability to efficiently and profitably distribute and market our products, maintain our existing markets and expand our business into other geographic markets.

Our ability to establish a market for our brands and products in new geographic distribution areas, as well as maintain and expand our existing markets, is dependent on our ability to establish and maintain successful relationships with reliable distributors, retailers and brokers strategically positioned to serve those areas. Most of our distributors, retailers and brokers sell and distribute competing products, including non-alcoholic and alcoholic beverages, and our products may represent a small portion of their business. To the extent that our distributors, retailers and brokers are distracted from selling our products or do not employ sufficient efforts in managing and selling our products, including re-stocking the retail shelves with our products, our sales and results of operations could be adversely affected. Our ability to maintain our distribution network and attract additional distributors, retailers and brokers will depend on a number of factors, some of which are outside our control. Some of these factors include:

the level of demand for our brands and products in a particular distribution area;

our ability to price our products at levels competitive with those of competing products; and

our ability to deliver products in the quantity and at the time ordered by distributors, retailers and brokers.

We may not be able to meet all or any of these factors in any of our current or prospective geographic areas of distribution. Our inability to achieve any of these factors in a geographic distribution area will have a material adverse

effect on our relationships with our distributors, retailers and brokers in that particular geographic area, thus limiting our ability to expand our market, which will likely adversely affect our revenues and financial results.

We generally do not have long-term agreements with our distributors, and we incur significant time and expense in attracting and maintaining key distributors.

Our marketing and sales strategy depends in large part on the availability and performance of our independent distributors. We have entered into written agreements with many of our distributors in the U.S., with normal industry terms of one year and automatically renewable for one year terms thereafter. We currently do not have, nor do we anticipate in the future that we will be able to establish, long-term contractual commitments from many of our distributors. In addition, despite the terms of the written agreements with many of our top distributors, there are no minimum levels of purchases under many of those agreements, and most of the agreements may be terminated at any time by us, generally with a termination fee. We may not be able to maintain our current distribution relationships or establish and maintain successful relationships with distributors in new geographic distribution areas. Moreover, there is the additional possibility that we may have to incur additional expenditures to attract and maintain key distributors in one or more of our geographic distribution areas in order to profitably exploit our geographic markets.

If we lose any of our key distributors or regional retail accounts, our financial condition and results of operations could be adversely affected.

We anticipate that, as consumer awareness of our brand develops and increases, we will continue to upgrade and expand our distributor network and accounts, we cannot be assured that we will be able to maintain our key distributor base which may result in an adverse effect on our revenues and financial results, our ability to retain our relationships with our distributors and our ability to expand our market and will place an increased dependence on any one or more of our independent distributors or regional accounts.

Because our distributors are not required to place minimum orders with us, we need to manage our inventory levels, and it is difficult to predict the timing and amount of our sales.

Our independent distributors are not required to place minimum monthly or annual orders for our products. In order to reduce inventory costs, independent distributors endeavor to order products from us on a “just in time” basis in quantities, and at such times, based on the demand for the products in a particular distribution area. Accordingly, there is no assurance as to the timing or quantity of purchases by any of our independent distributors or that any of our distributors will continue to purchase products from us in the same frequencies and volumes as they may have done in the past. In order to be able to deliver our products on a timely basis, we need to maintain adequate inventory levels of the desired products, but we cannot predict the number of cases sold by any of our distributors. If we fail to meet our shipping schedules, we could damage our relationships with distributors and/or retailers, increase our shipping costs or cause sales opportunities to be delayed or lost, which would unfavorably impact our future sales and adversely affect our operating results. In addition, if the inventory of our products held by our distributors and/or retailers is too high, they will not place orders for additional products, which would also unfavorably impact our future sales and adversely affect our operating results.

Our business plan and future growth is dependent in part on our distribution arrangements directly with retailers and regional retail accounts. If we are unable to establish and maintain these arrangements, our results of operations and financial condition could be adversely affected.

We currently have distribution arrangements with a few regional retail accounts to distribute our products directly through their venues; however, there are several risks associated with this distribution strategy. First, we do not have long-term agreements in place with any of these accounts and thus, the arrangements are terminable at any time by these retailers or us. Accordingly, we may not be able to maintain continuing relationships with any of these national accounts. A decision by any of these retailers, or any other large retail accounts we may obtain, to decrease the amount purchased from us or to cease carrying our products could have a material adverse effect on our reputation, financial condition or results of operations. In addition, we may not be able to establish additional distribution arrangements with other national retailers.

We have dedicated, and will continue to dedicate, significant resources to our sponsorship agreements and may not realize the benefits expected from those agreements.

Our sponsorship agreements sometimes require us to make substantial annual cash payments, or alternatively, issue shares of our Common Stock in lieu of cash payment, in exchange for certain promotional and branding benefits. There can be no assurance that our association with a particular sponsor at any given time will have a positive effect on our image and brands, or that these agreements will compensate for the annual payment commitments required. These commitments are significant, totaling approximately \$403,750 over the remaining terms of the agreements as of December 31, 2011. Alternatively, we have the option to assign shares of our Common Stock in lieu of making these cash payments. The number of shares to be assigned is determined by the average trading price of our Common Stock during the three day period preceding the due date of a payment. Given our limited cash resources, we intend to continue to use shares of our Common Stock as payment for these sponsorship agreements. There is a risk that we will be unable to recover the costs associated with our sponsorship agreements, which would have an adverse effect on our results of operations.

We rely on independent contract packers of our products, and this dependence could make management of our marketing and distribution efforts inefficient or unprofitable.

We do not own the plants or the majority of the equipment required to manufacture and package our beverage products, and do not directly manufacture our products but instead outsource the manufacturing process to third party bottlers and independent contract packers (co-packers). We do not anticipate bringing the manufacturing process in-house in the future. We currently use 7-Up Southeast Snapple as our primary co-packer to prepare, bottle and package our products. Our contract packers are located in Jacksonville, FL. 7-Up Southeast Snapple has several co-packing plants located throughout the US that are capable of bottling product should we so require. As a consequence, we depend on independent contract packers to produce our beverage products.

We do not have written agreements with our contract packers.

Our ability to attract and maintain effective relationships with our contract packers and other third parties for the production and delivery of our beverage products in a particular geographic distribution area is important to the achievement of successful operations within each distribution area. While we believe there are other contract packers that can provide the services we need, there are no assurances that we will be able to identify and reach a mutually agreeable arrangement with a new contract packer in a specific geographic region if necessary. This could also affect the economic terms of our agreements with our packers. There is no written agreement with our contract packers and they may terminate their arrangements with us at any time, in which case we could experience disruptions in our ability to deliver products to our customers. We may not be able to maintain our relationships with current contract

packers or establish satisfactory relationships with new or replacement contract packers, whether in existing or new geographic distribution areas. The failure to establish and maintain effective relationships with contract packers for a distribution area could increase our manufacturing costs and thereby materially reduce profits realized from the sale of our products in that area. In addition, poor relations with any of our contract packers could adversely affect the amount and timing of product delivered to our distributors for resale, which would in turn adversely affect our revenues and financial condition.

As is customary in the contract packing industry for comparably sized companies, we are expected to arrange for our contract packing needs sufficiently in advance of anticipated requirements. To the extent demand for our products exceeds available inventory and the capacities produced by contract packing arrangements, or orders are not submitted on a timely basis, we will be unable to fulfill distributor orders on demand. Conversely, we may produce more product than warranted by the actual demand for it, resulting in higher storage costs and the potential risk of inventory spoilage. Our failure to accurately predict and manage our contract packaging requirements may impair relationships with our independent distributors and key accounts, which, in turn, would likely have a material adverse effect on our ability to maintain effective relationships with those distributors and key accounts.

Our business and financial results depend on the continuous supply and availability of raw materials.

The principal raw materials we use include aluminum cans, labels and cardboard cartons, flavorings, and proprietary energy blend ingredients which include vitamins and minerals. The cost of our ingredients is subject to fluctuation. If our supply of these raw materials is impaired or if prices increase significantly, our business would be adversely affected.

We may not correctly estimate demand for our products. Our ability to estimate demand for our products is imprecise, particularly with new products, and may be less precise during periods of rapid growth, particularly in new markets. If we materially underestimate demand for our products or are unable to secure sufficient ingredients or raw materials including, but not limited to, cans, glass, labels, flavors, supplements, and certain sweeteners, or sufficient packing arrangements, we might not be able to satisfy demand on a short-term basis. Moreover, industry-wide shortages of certain concentrates, supplements and sweeteners have been experienced and could, from time to time in the future, be experienced, which could interfere with and/or delay production of certain of our products and could have a material adverse effect on our business and financial results.

Disruption of our supply chain could have an adverse effect on our business, financial condition and results of operations.

Our ability and that of our suppliers, business partners (including packagers), contract manufacturers, independent distributors and retailers to make, move and sell products is critical to our success. Damage or disruption to manufacturing or distribution capabilities due to weather, natural disaster, fire or explosion, terrorism, pandemics such as avian flu, strikes or other reasons, could impair our ability to manufacture or sell our products. Failure to take adequate steps to mitigate the likelihood or potential impact of such events, or to effectively manage such events if they occur, could adversely affect our business, financial condition and results of operations, as well as require additional resources to restore our supply chain.

If we are unable to maintain brand image and product quality, or if we encounter other product issues such as product recalls, our business may suffer.

Our success depends on our ability to maintain brand image for our existing products and effectively build up brand image for new products and brand extensions. There can be no assurance, however, that additional expenditures and our advertising and marketing will have the desired impact on our products' brand image and on consumer preferences. Product quality issues, real or imagined, or allegations of product contamination, even when false or unfounded, could tarnish the image of the affected brands and may cause consumers to choose other products.

In addition, because of changing government regulations or implementation thereof, allegations of product contamination may require us from time to time to recall products entirely or from specific markets. Product recalls could affect our profitability and could negatively affect brand image. Adverse publicity surrounding obesity concerns, water usage and other concerns could negatively affect our overall reputation and our products' acceptance

by consumers.

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The inability to attract and retain key personnel would directly affect our efficiency and results of operations.

Our success depends on our ability to attract and retain highly qualified employees in such areas as production, distribution, sales, marketing and finance. We compete to hire new employees, and, in some cases, must train them and develop their skills and competencies. Our operating results could be adversely affected by increased costs due to increased competition for employees, higher employee turnover or increased employee benefit costs. We expect that given our continued exploration of strategic alternatives, we may be further impacted by turnover among employees. Any unplanned turnover, particularly involving one of our key personnel, could negatively impact our operations, financial condition and employee morale.

Our inability to protect our trademarks, patents and trade secrets may prevent us from successfully marketing our products and competing effectively.

Failure to protect our intellectual property could harm our brand and our reputation, and adversely affect our ability to compete effectively. Further, enforcing or defending our intellectual property rights, including our trademarks, patents, copyrights and trade secrets, could result in the expenditure of significant financial and managerial resources. We regard our intellectual property, particularly our trademarks, patents and trade secrets to be of considerable value and importance to our business and our success. We rely on a combination of trademark, patent, and trade secrecy laws, confidentiality procedures and contractual provisions to protect our intellectual property rights. There can be no assurance that the steps taken by us to protect these proprietary rights will be adequate or that third parties will not infringe or misappropriate our trademarks, patented processes, trade secrets or similar proprietary rights. In addition, there can be no assurance that other parties will not assert infringement claims against us, and we may have to pursue litigation against other parties to assert our rights. Any such claim or litigation could be costly. In addition, any event that would jeopardize our proprietary rights or any claims of infringement by third parties could have a material adverse effect on our ability to market or sell our brands, profitably exploit our products or recoup our associated research and development costs.

Litigation or legal proceedings could expose us to significant liabilities and damage our reputation.

We may become party to litigation claims and legal proceedings. Litigation involves significant risks, uncertainties and costs, including distraction of management attention away from our current business operations. We evaluate litigation claims and legal proceedings to assess the likelihood of unfavorable outcomes and to estimate, if possible, the amount of potential losses. Based on these assessments and estimates, we establish reserves and/or disclose the relevant litigation claims or legal proceedings, as appropriate. These assessments and estimates are based on the information available to management at the time and involve a significant amount of management judgment. We caution that actual outcomes or losses may differ materially from those envisioned by our current assessments and estimates. Our policies and procedures require strict compliance by our employees and agents with all United States and local laws and regulations applicable to our business operations, including those prohibiting improper payments to government officials. Nonetheless, there can be no assurance that our policies and procedures will always ensure full compliance by our employees and agents with all applicable legal requirements. Improper conduct by our employees or agents could damage our reputation in the United States and internationally or lead to litigation or legal proceedings that could result in civil or criminal penalties, including substantial monetary fines, as well as disgorgement of profits.

Changes in accounting standards and subjective assumptions, estimates and judgments by management related to complex accounting matters could significantly affect our financial results.

Generally accepted accounting principles and related pronouncements, implementation guidelines and interpretations with regard to a wide variety of matters that are relevant to our business, such as, but not limited to, revenue recognition, stock-based compensation, trade promotions, sports sponsorship agreements and income taxes are highly complex and involve many subjective assumptions, estimates and judgments by our management. Changes to these rules or their interpretation or changes in underlying assumptions, estimates or judgments by our management could significantly change our reported results.

If we are unable to build and sustain proper information technology infrastructure, our business could suffer.

We depend on information technology as an enabler to improve the effectiveness of our operations and to interface with our customers, as well as to maintain financial accuracy and efficiency. If we do not allocate and effectively manage the resources necessary to build and sustain the proper technology infrastructure, we could be subject to transaction errors, processing inefficiencies, the loss of customers, business disruptions, or the loss of or damage to intellectual property through security breach. Our information systems could also be penetrated by outside parties' intent on extracting information, corrupting information or disrupting business processes. Such unauthorized access could disrupt our business and could result in the loss of assets.

We have no manufacturing facilities and are largely dependent upon third parties to manufacture our products.

We have no manufacturing facilities and have entered into manufacturing arrangements with third parties to manufacture our products. Accordingly, our ability to market our products is partially dependent on our relationships with our third party contract manufacturers and their ability to manufacture our products on a timely basis in accordance with our specifications. While we believe that there are numerous other third party manufacturers capable of manufacturing our products, should we not be able to continue to obtain contract manufacturing on commercially reasonable terms with our current suppliers, we may experience difficulty obtaining inventory rapidly when needed. Any of such events may materially, adversely affect our business, prospects, financial condition, and results of operations.

Our success depends, to an extent, upon the continued services of Darren Marks, our President and Chief Executive Officer and Mel Leiner, our Chief Financial Officer and Chief Operating Officer.

We rely on the services of Darren Marks and Mel Leiner, our founders, for strategic and operational management and the relationships they have built. The loss of either of Messrs. Marks or Leiner could also result in the loss of our favorable relationships with one or more of our customers. We have not entered into an employment agreement with either Mr. Marks or Leiner but expect to do so in the near future. In addition, we do not maintain "key person" life insurance covering any of our management and we do not expect to obtain the same in the future due primarily to the cost of premiums for such insurance and our limited financial resources. This could also preclude our ability to attract and retain qualified persons to agree to become directors of our Company.

The industries in which we operate are highly competitive.

Numerous well-known companies which have substantially greater capital, research and development capabilities and experience than we have, are presently engaged in the energy drink and meat product market. By virtue of having or introducing competitive products on the market before us, these entities may gain a competitive advantage. If we are unable to successfully compete in our chosen markets, our business, prospects, financial condition, and results of operations would be materially adversely affected.



Provisions of our Articles of Incorporation and Bylaws may delay or prevent a take-over that may not be in the best interests of our stockholders.

Provisions of our Articles of Incorporation and Bylaws may be deemed to have anti-takeover effects, which include when and by whom special meetings of our stockholders may be called, and may delay, defer or prevent a takeover attempt.

In addition, our Articles of Incorporation authorizes the issuance of up to 10,000,000 shares of Preferred Stock with such rights and preferences determined from time to time by our Board of Directors. As of the date of this Report, none of our Preferred Stock is currently issued or outstanding. Our Board of Directors may, without stockholder approval, issue additional Preferred Stock with dividends, liquidation, conversion, voting or other rights that could adversely affect the voting power or other rights of the holders of our Common Stock.

Our failure to maintain and develop our brand names could adversely affect our revenues.

We believe that maintaining and developing our brand name, including the trademark “DNA®” are critical to our success. The importance of our name recognition may increase as our products gain market acceptance and as we enter additional markets. If our brand building strategy is unsuccessful, we may be unable to increase our future revenues or expand our products and services. Such events would have a material adverse effect on our business, prospects, financial condition and results of operations.

Any inability by us to respond to changes in consumer demands in a timely manner could materially adversely affect our business, prospects, financial condition, and results of operations.

Our success depends on our ability to identify, originate and define product trends in our markets, as well as to anticipate, gauge and react to changing consumer demands in a timely manner. Our products must appeal to a broad range of consumers whose preferences cannot be predicted with certainty and are subject to periodic change. We may not be able to meet changing consumer demands in the future. If we misjudge the market for our products, we may be faced with significant excess inventories for some products and missed opportunities for other products. Either of such events could have a material adverse effect on our business, prospects, financial condition, and results of operations.

#### Risks Related to our Common Stock

There is a limited trading market for our Common Stock and there can be no assurance that a larger market will develop in the future.

In the absence of a public trading market, an investor may be unable to liquidate his investment in our Company.

We do not have significant financial reporting experience, which may lead to delays in filing required reports with the Securities and Exchange Commission and suspension of quotation of our securities on the OTCBB which will make it more difficult for you to sell your securities.

The OTCBB, an inter-dealer quotation system, and other national stock exchanges each limits quotations to securities of issuers that are current in their reports filed with the Securities and Exchange Commission (the “SEC”). Because we do not have significant financial reporting experience, we may experience delays in filing required reports with the SEC. Because issuers whose securities are qualified for quotation on the OTCBB or any other national exchange are required to file these reports with the SEC in a timely manner, the failure to do so may result in a suspension of trading or delisting.



There are no automated systems for negotiating trades on the OTCBB and it is possible for the price of a stock to go up or down significantly during a lapse of time between placing a market order and its execution, which may affect your trades in our securities.

Because there are no automated systems for negotiating trades on the OTCBB, they are conducted via telephone. In times of heavy market volume, the limitations of this process may result in a significant increase in the time it takes to execute investor orders. Therefore, when investors place market orders, an order to buy or sell a specific number of shares at the current market price, it is possible for the price of a stock to go up or down significantly during the lapse of time between placing a market order and its execution.

Our stock will be considered a “penny stock” so long as it trades below \$5.00 per share. This can adversely affect its liquidity.

Our Common Stock is considered a “penny stock” and will continue to be considered a penny stock so long as it trades below \$5.00 per share and as such, trading in our Common Stock will be subject to the requirements of Rule 15c-2 under the Securities Exchange Act of 1934. Under this rule, broker/dealers who recommend low-priced securities to persons other than established customers and accredited investors must satisfy special sales practice requirements. The broker/dealer must make an individualized written suitability determination for the purchaser and receive the purchaser’s written consent prior to the transaction.

SEC regulations also require additional disclosure in connection with any trades involving a “penny stock,” including the delivery, prior to any penny stock transaction, of a disclosure schedule explaining the penny stock market and its associated risks. In addition, broker-dealers must disclose commissions payable to both the broker-dealer and the registered representative and current quotations for the securities they offer. The additional burdens imposed upon broker-dealers by such requirements may discourage broker-dealers from recommending transactions in our securities, which could severely limit the liquidity of our securities and consequently adversely affect the market price for our securities. In addition, few broker or dealers are likely to undertake these compliance activities. Other risks associated with trading in penny stocks could also be price fluctuations and the lack of a liquid market.

We do not anticipate payment of dividends, and investors will be wholly dependent upon the market for the Common Stock to realize economic benefit from their investment.

As holders of our Common Stock, you will only be entitled to receive those dividends that are declared by our Board of Directors out of retained earnings. We do not expect to have retained earnings available for declaration of dividends in the foreseeable future. There is no assurance that such retained earnings will ever materialize to permit payment of dividends to you. Our Board of Directors will determine future dividend policy based upon our results of operations, financial condition, capital requirements, reserve needs and other circumstances.

Any adverse effect on the market price of our Common Stock could make it difficult for us to raise additional capital through sales of equity securities at a time and at a price that we deem appropriate.

Sales of substantial amounts of our Common Stock, or in anticipation that such sales could occur, may materially and adversely affect prevailing market prices for our Common Stock.

The market price of our Common Stock may fluctuate significantly in the future.

We expect that the market price of our Common Stock may fluctuate in response to one or more of the following factors, many of which are beyond our control:

competitive pricing pressures;  
our ability to market our services on a cost-effective and timely basis;  
our inability to obtain working capital financing, if needed;  
changing conditions in the market;  
changes in market valuations of similar companies;  
stock market price and volume fluctuations generally;  
regulatory developments;  
fluctuations in our quarterly or annual operating results;  
additions or departures of key personnel; and  
future sales of our Common Stock or other securities.

The price at which you purchase shares of our Common Stock may not be indicative of the price that will prevail in the trading market. You may be unable to sell your shares of Common Stock at or above your purchase price, which may result in substantial losses to you and which may include the complete loss of your investment. In the past, securities class action litigation has often been brought against a company following periods of stock price volatility. We may be the target of similar litigation in the future. Securities litigation could result in substantial costs and divert management's attention and our resources away from our business. Any of the risks described above could adversely affect our sales and profitability and also the price of our Common Stock.

The market price of our Common Stock is subject to volatility.

There can be no assurance that an active trading market for the securities offered herein will develop after an Offering, or, if developed, be sustained. Purchasers of our Common Stock may have difficulty selling their securities should they desire to do so and holders may lose their entire investment.

FINRA sales practice requirements may limit a stockholder's ability to buy and sell our stock.

The Financial Industry Regulatory Authority ("FINRA") has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, the FINRA believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers. The FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our Common Stock, which may have the effect of reducing the level of trading activity in our Common Stock. As a result, fewer broker-dealers may be willing to make a market in our Common Stock, reducing a stockholder's ability to resell shares of our Common Stock.

State securities laws may limit secondary trading, which may restrict the states in which you can sell the shares offered by this Report.

If you purchase shares of our Common Stock sold in this Offering, you may not be able to resell the shares in any state unless and until the shares of our Common Stock are qualified for secondary trading under the applicable securities laws of such state or there is confirmation that an exemption, such as listing in certain recognized securities manuals, is available for secondary trading in such state. There can be no assurance that we will be successful in registering or qualifying our Common Stock for secondary trading, or identifying an available exemption for secondary trading in our Common Stock in every state. If we fail to register or qualify, or to obtain or verify an exemption for the secondary trading of, our Common Stock in any particular state, our Common Stock could not be offered or sold to, or purchased by, a resident of that state. In the event that a significant number of states refuse to permit secondary trading in our Common Stock, the market for our Common Stock will be limited which could drive down the market price of our Common Stock and reduce the liquidity of the shares of our Common Stock and a stockholder's ability to resell shares of our Common Stock at all or at current market prices, which could increase a stockholder's risk of losing some or all of his investment.

We cannot predict whether we will successfully effectuate our current business plan. Each prospective purchaser is encouraged to carefully analyze the risks and merits of an investment in our Common Stock and should take into consideration when making such analysis, among others, the Risk Factors discussed above.

#### ITEM 1B. UNRESOLVED STAFF COMMENTS



We are not an accelerated filer or a large accelerated filer, as defined in Rule 12b-2 of the Exchange Act, or is a well-known seasoned issuer as defined in Rule 405 of the Securities Act and as such, this Item is not applicable.

ITEM 2. PROPERTIES.

Our principal place of business is located at 506 NW 77th Street, Boca Raton, Florida 33487. This location consists of 5,000 square feet of office and conference room space and also houses our primary warehouse which consists of 11,600 square feet. We sublease this property on a month to month basis from a related party Royal Strategies and Solutions, Inc. ("Royal"), which is also owned by our management. We pay rent to Royal of \$13,228 per month. Royal's lease expires in June 2014. We do not anticipate that we will need to expand the office facility for the next 12 months.

We also maintain four satellite warehouses in Jacksonville, Tampa, Orlando and the Ft. Myers area to facilitate distribution at a monthly cost of approximately \$1,200, \$240, \$154 and \$140 respectively. These leases are month to month. As we expand our distribution geographically, we anticipate that we will require additional warehousing closer to the manufacturing facility and to the distribution which will create a cost savings on shipping for us as well as allow us to service our accounts on a timely basis. Moreover, those warehouses can support the local and regional sales and sampling staff we take on as we expand our business.

Additionally, we own/lease a fleet of 11 DNA® branded vans which are used for selling, delivery and sampling to outlets. We purchase or lease these vans new and used and when we believe the local market can support them. We also spend an average of \$2,000 per vehicle to create the DNA® branded graphics that are distinct to our Company.

Our IT, primarily our web site, is hosted remotely with redundancy capability.

We own and/or lease over 130 branded coolers that are placed in strategic locations to help generate sales of our product. We did not purchase any coolers in 2011 due to our liquidity position.

ITEM 3. LEGAL PROCEEDINGS.

We are not involved in any material legal proceedings, nor are we aware of any legal proceedings threatened or in which any director or officer or any of their affiliates is a party adverse to our Company or has a material interest adverse to us.

ITEM 4. REMOVED AND RESERVED

## PART II

## ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES.

## Market Information

Trading of our Common Stock commenced on the OTCBB in July 2008 under the trading symbol "FPRD." In November 2010 our trading symbol became "DNAX."

The table below sets forth the reported high and low bid prices for the periods indicated. The bid prices shown reflect quotations between dealers, without adjustment for markups, markdowns or commissions, and may not represent actual transactions in our Common Stock.

| Quarter Ended      | High    | Low     |
|--------------------|---------|---------|
| March 31, 2011     | \$ 1.25 | \$ 0.30 |
| June 30, 2011      | \$ 1.25 | \$ 0.60 |
| September 30, 2011 | \$ 1.05 | \$ 0.60 |
| December 31, 2011  | \$ 0.69 | \$ 0.30 |
| March 31, 2010     | \$ 0.39 | \$ 0.00 |
| June 30, 2010      | \$ 1.25 | \$ 0.00 |
| September 30, 2010 | \$ 1.35 | \$ 0.35 |
| December 31, 2010  | \$ 1.50 | \$ 0.10 |

As of April 11, 2012, the closing bid price of our Common Stock was \$ 0.365.

Trading volume in our Common Stock has been very limited since we commenced trading. As a result, the trading price of our Common Stock is subject to significant fluctuations.

## Holders

As of the date of this Report we had 431 holders of record for our Common Shares. The number of record shareholders does not include those persons who hold their shares in "street name."

## Dividend Policy

We have not paid any dividends since our incorporation and do not anticipate the payment of dividends in the foreseeable future. At present, our policy is to retain earnings, if any, to develop and market our products. The payment of dividends in the future will depend upon, among other factors, our earnings, capital requirements, and operating financial conditions.

## ITEM 6. SELECTED FINANCIAL DATA.

Information not required by smaller reporting companies.



## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

### Overview

Some of the information in this Report contains forward-looking statements that involve substantial risks and uncertainties. You can identify these statements by forward-looking words such as “may,” “will,” “expect,” “anticipate,” “believe,” “estimate” and “continue,” or similar words. You should read statements that contain these words carefully because they:

- discuss our future expectations;

- contain projections of our future results of operations or of our financial condition; and

- state other “forward-looking” information.

We believe it is important to communicate our expectations. However, there may be events in the future that we are not able to accurately predict or over which we have no control. Our actual results and the timing of certain events could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those set forth under “Risk Factors” and “Description of Business” and elsewhere in this Report. See “Risk Factors.”

### Company Overview and History

DNA Brands, Inc. (hereinafter referred to as “us,” “our,” “we,” the “Company” or “DNA”) was incorporated in the State of Colorado on May 23, 2007 under the name Famous Products, Inc. Prior to July 6, 2010 we were a holding company operating as a promotion and advertising company. Our current business commenced in May 2006 in the State of Florida under the name Grass Roots Beverage Company, Inc. (“Grass Roots”). Initial operations of Grass Roots included development of our energy drinks, sampling and other marketing efforts and initial distribution in the State of Florida.

Effective July 6, 2010, we executed agreements to acquire all of the remaining assets, liabilities and contract rights of DNA Beverage Corporation of Boca Raton, Florida (“DNA Beverage”), and 100% of the common stock of DNA Beverage’s wholly owned subsidiary Grass Roots Beverage Company, Inc. (“Grass Roots”) in exchange for the issuance of 31,250,000 shares of our common stock. As part of the terms of these transactions, our former President agreed to voluntarily redeem 19,274,400 common shares back to us. The share issuance represented approximately 94.6% of our outstanding shares at the time of issuance.

Additionally, our officers and directors resigned their positions with us and were replaced by the former management team of DNA Beverage. Mr. Darren Marks became a director and our President and CEO, and Mr. Melvin Leiner became a director and our Executive Vice President, Secretary and COO/CFO. As a result of this transaction we changed our name to DNA Brands, Inc. Our principal offices are located at 506 NW 77th Street, Boca Raton, Florida, 33487, telephone (954) 970-3826. Our website is [www.dnabrandsusa.com](http://www.dnabrandsusa.com).

In addition, to the transaction described above, our former Board of Directors approved a “spin-off” of a formerly wholly owned subsidiary company, Fancy Face Promotions, Inc., a Colorado corporation. The terms of this “spin-off” provide for a dividend to be issued to our shareholders of one share of common stock for every share that our shareholders owned as of June 30, 2010, the record date of the dividend.

Presented below are our results of operations for our fiscal years ended December 31, 2011 and 2010.

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## Results Of Operations

### Comparison of Results of Operations for the years ended December 31, 2011 and 2010

#### Revenue

Revenue for the year ended December 31, 2011 was \$1,191,688 compared to \$1,168,461 for the year ended December 31, 2010. This increase in revenue of 2.0% for year ended December 31, 2011 over the prior year is primarily attributable to our growing number of retail distribution channels in 2011 compared to 2010, combined with increased marketing efforts, offset by the loss of certain clients. We expect that our ongoing sales and marketing efforts, combined with our increasing brand recognition and the awards we have received for the quality of our products will continue to generate incremental revenues for us. However, our ability to achieve increased revenue is dependent upon our success in raising additional capital. No assurances can be provided that we will successfully raise the funding necessary to support our marketing efforts, or that these efforts will generate increased revenues. See "Liquidity and Capital Resources," below.

#### Gross Margin

We calculate gross margin by subtracting cost of goods sold from revenue. Gross margin percentage is calculated by dividing the gross margin by revenue. Our gross margin for the year ended December 31, 2011 was \$391,648, compared to \$299,387 for the year ended December 31, 2010. Our gross margin percentage increased during 2011 to 32.9% from 25.6% in 2010. The primary reasons for the increase in gross margin over the prior year is due to a change in the sales mix of our business and the recording of sampling expenses as a component of selling and marketing as opposed to cost of goods sold.

During the year ended December 31, 2011, we sold a higher percentage of beverage products than meat snacks when compared to the same periods in the prior year. Our beverage products yield a higher gross margin than our meat snacks. In addition, we recorded \$105,023 in sampling expenses as a component of selling and marketing in 2011. For the prior year period, the cost of sampling was included as a component of cost of goods sold; negatively impacting our gross margin. The amount of sample expense realized in 2010 is indeterminable as we did not previously track such expenditures.

Since we are in a growth phase and continue to test varying price structures, a small number of sales and transactions can impact our gross margin percentage either positively or negatively. We do not believe that the gross margin percentages for the years ended December 31, 2011 and 2010 are necessarily indicative of future results if applied to larger sales volumes.

#### Compensation and Benefits

Compensation and benefits for the year ended December 31, 2011 were \$1,747,714, compared to \$3,510,129 for the year ended December 31, 2010. The decrease in compensation and benefits in 2011 when compared to the prior year is primarily attributable to a significant reduction in the number of employees and the grants of common stock to employees as incentive compensation in 2010.

Stock grants to employees vest immediately and are recorded at their fair market value on the date that our Board of Directors approves such grants. On January 11, 2010, we granted five key employees an aggregate of 1,932,586 shares of our common stock. We valued these shares at their quoted market values upon authorization and recorded an expense of \$1,245,500. Due to our limited liquidity, we incentivized key employees earning a small base salary with significant stock grants and expect to continue to do so in the future.

Our two executive officers have deferred cash payment of their salaries since 2008. For both the years ended December 31, 2011 and 2010, we recorded \$250,000 in compensation expense related to these deferrals. During 2011, these principals were issued an aggregate of 1,000,000 shares of our common stock valued at \$330,000 against their deferrals. At December 31, 2011, the recorded value of these salary deferrals totaled \$670,000 and was included in accrued liabilities on our Consolidated Balance Sheet.



#### General and Administrative

General and administrative expense (“G&A”) for the year ended December 31, 2011 was \$945,060, compared to \$999,015 for the year ended December 31, 2010. G&A is comprised primarily of rent, utilities, insurance, travel and entertainment, and other expenses and remained relatively unchanged.

#### Professional and outside services

Professional and outside services for the year ended December 31, 2011 was \$950,965, compared to \$2,209,840 for the year ended December 31, 2010. Professional and outside services are comprised primarily of accounting fees, legal fees, investor and public relations expenses and other miscellaneous services. The significant decrease in 2011 professional and outside services compared to 2010 is attributable to approximately \$1,400,000 in legal fees incurred in 2010 as a result of the reverse merger that occurred on July 6th as described throughout this Report. Approximately \$1,400,000 of the expense in 2010 is attributable to non-cash stock awards.

#### Selling and marketing expenses

Selling and marketing expenses for the year ended December 31, 2011 was \$1,043,129, compared to \$906,367 for the year ended December 31, 2010. The increase in selling and marketing expenses over the prior year is primarily attributable to the recording of sampling expenses; the cost of product given away through various promotional efforts and marketing events in an effort to better create brand awareness. In 2011, we recorded sampling expenses of \$105,023 as a component of selling and marketing. For the prior year, the cost of sampling was included as a component of cost of goods sold. The amount of sample expense realized in 2010 is indeterminable as we did not previously track such expenditures.

The increase in selling and marketing expenses over the prior year periods is also attributable to our continued marketing and promotional efforts. We continue to increase the number of our distribution chains; allowing us to utilize a greater number of vehicles to expand our sales territories. In addition, we continue to upgrade our sponsorship agreements to include higher profile athletes in an effort to establish a larger national presence. There can be no assurances that these expenditures will enable us to increase revenue.

#### Interest expense

Interest expense for the year ended December 31, 2011 was \$159,087, compared to \$116,081 for the year ended December 31, 2010. The increase in interest expense during the year ended December 31, 2011 over the prior year period is primarily attributable to the non-cash amortization of loan discounts related to secured, convertible debentures that we issued in 2011.

During the year ended December 30, 2011, we issued an aggregate principal value of \$900,000 in secured, convertible debentures. Some of these debentures were issued with beneficial conversion features or other inducements to the lender to provide funding to us. As a result, we have recorded discounts against these loans that will be amortized over their terms. For 2011, we recorded \$63,045 in non-cash interest expense relative the loan discounts on these notes.

#### Net loss

We incurred a net loss of \$4,472,848 during the year ended December 31, 2011, or (\$0.12) per share, compared to a net loss of \$7,468,422, or (\$0.28) per share, for the year ended December 31, 2010. Since our inception, we have generated material operating losses. A significant portion of our losses are non-cash in nature; however, our losses remain substantial even after excluding those items.

The weighted average number of basic and fully diluted shares outstanding for the years ended December 31, 2011 and 2010 was 38,080,802 and 26,729,555, respectively. There were no dilutive equivalents included in our calculation of fully diluted shares during either period since their inclusion would be anti-dilutive due to our net loss per share.

## Liquidity and Capital Resources

At December 31, 2011, we had \$19,157 in bank loans outstanding as a result of overdrafts on our cash and cash equivalents' bank accounts.

As reflected in the accompanying financial statements, we recorded net losses of \$4,472,848 and \$7,468,422 for the years ended December 31, 2011 and 2010, respectively. Net cash used in operations from the same periods were \$2,885,668 and \$3,536,794 respectively. At December 31, 2011, we had a working capital deficit of \$3,067,933 and a stockholders' deficit of \$3,577,155. This operating performance raises a substantial doubt about our ability to continue as a going concern. See "Risk Factors," above.

Net cash used in operations was \$2,885,668 for the year ended December 31, 2011, compared to \$3,536,794 for the year ended December 31, 2010. The decrease in net cash used in operating activities of \$651,126 is primarily due to the improvement in our consolidated results of operations over the prior year period. We recorded a net loss of \$4,472,848 in 2011, as compared to \$7,468,422 in the prior year. After excluding our non-cash expenses, we realized a net cash improvement of \$1,340,575 over our consolidated results in the prior year. This is offset by the net cash use from the net change in our operating assets and liabilities in 2011 of \$708,606 when compared to 2010.

Net cash provided by investing activities was \$10,641 for the year ended December 30, 2011, compared to cash used of \$67,624 during the same period in 2010. The reduction in net cash used in investing activities of \$78,265 over the prior year is due to a net decrease of \$34,739 in advances made to Royal Strategies and Solutions, Inc., a related party, and a decrease in the purchase of capital assets of \$41,131 when compared to 2010.

Net cash provided by financing activities was \$2,800,423 for the year ended December 31, 2011, compared to \$3,667,630 for the same period in 2010. The decrease in net cash provided by financing activities of \$867,207 from the prior year is primarily due to the decrease in proceeds received from loans by officers. During 2011, we received net loan proceeds of \$226,288 from our officers as compared to net proceeds of \$919,650 in the prior year. We received proceeds from the issuance new capital and indebtedness, as described below, aggregating \$2,585,118 during 2011 as compared to \$2,933,770 in the prior year.

In July 2010, we undertook a private offering of our common stock whereby we offered up to 3,000,000 shares at an offering price of \$0.50 per share to "accredited investors" as that term is defined under the Securities Act of 1933, as amended. We sold an aggregate of 2,060,000 shares and have received proceeds of \$1,030,000 therefrom. Of this amount, \$1,005,000 was received in 2010, and \$25,000 was received in 2011. This offering was closed to investors in the first quarter of 2011.

In the first half of 2011, a number of our employees agreed to defer a portion of their cash compensation to assist us in improving our liquidity position. In return, we issued 230,000 shares of our common stock to our employees; and, additionally to provide a means for paying consultants and service providers.

In February 2011, we undertook a private offering of our convertible preferred stock whereby we offered up to 4,000,000 shares at an offering price of \$0.25 per share to accredited investors. We sold an aggregate of 4,427,000 shares (including an over-allotment of 427,000 shares) and have received proceeds of \$1,106,750 therefrom. This offering was closed to investors in the second quarter of 2011.

In February 2011, we issued a secured, convertible debenture to an existing shareholder in the principal amount of \$500,000, which becomes due three years from the date of issuance. The debenture bears interest at 12% per annum and is payable quarterly beginning in May 2011. In addition, as further inducement for loaning us funds, we issued 125,000 restricted shares of our common stock to the holder upon execution. The common shares were valued at

\$31,250, their fair market value, and recorded as discount to the debenture. These costs will be amortized using the effective interest method over the term of the debenture and recorded as interest expense in our financial statements. Further, we agreed to pay to the maker an annual transaction fee of \$30,000 in equal installments on a quarterly basis beginning in May 2011. The balance due under the debenture is collateralized by all of our assets, including but not limited to inventory, receivables, vehicles and warehouse equipment. Lastly, we agreed to issue 750,000 shares of our common stock (the "Escrowed Shares"), in favor of the maker, to be held in escrow by a mutually agreeable party. In the event of failure to pay all or any portion of the principal and interest due under the debenture, including any and all rights to cure, the Escrowed Shares shall be released to the maker. The Escrowed Shares are not entitled to voting rights, or to receive any dividends if and when declared unless and until the Escrowed Shares are released. As of the date of this Report we have timely made all payments due.

In May 2011, we commenced a private offering of our common stock whereby we are offering up to 13,333,333 shares at an offering price of \$0.45 per share, or \$6,000,000, to accredited investors. As of December 31, 2011, we sold an aggregate of 1,115,887 shares and received proceeds of \$527,150 therefrom.

In June 2011, we issued a convertible debenture to an existing shareholder in the amount of \$125,000. The debenture bears interest at 12% per annum, which is payable with common stock at the time of maturity. The debenture is convertible at any time prior to maturity into 150,000 shares.

We are working on generating new sales from additional retail outlets, distribution centers or through sponsorship agreements; and allocating sufficient resources to continue with advertising and marketing efforts. Based upon our current operating activity, we believe will require a minimum of approximately \$3.0 million in new funding to execute our business plan during the next year. There can be no assurances that if we can secure these funds we will be able to generate a sufficient level of revenue to sustain our ongoing cash flow requirements.

In June 2011, we issued a convertible debenture to an existing shareholder in the amount of \$125,000. The debenture bears interest at 12% per annum, which is payable in our common stock at the time of maturity. The debenture is convertible at any time prior to maturity into 150,000 shares of our common stock. This beneficial conversion feature was valued at \$90,750, using Black-Sholes methodology, and recorded as a discount to the debenture. These costs will be amortized using the effective interest method over the term of the debenture and recorded as interest expense in our financial statements.

In July and August 2011, we issued a series of secured convertible debentures to accredited investors aggregating \$275,000 in gross proceeds. All proceeds from these debentures were utilized solely for the purpose of funding raw materials and inventory purchases through the use of an escrow agent. The debentures bear interest at 12% per annum, payable in monthly installments. The debentures are convertible at any time prior to maturity at a conversion price equal to 80% of the average share price of the Company's common stock for the 10 previous trading days prior to conversion, but not less than \$0.70. In addition, as further inducement for loaning the Company funds, the Company issued the lenders 68,750 restricted shares of its common stock and 137,500 common stock warrants exercisable at \$1.25 per share.

Until we are successful in obtaining additional equity capital we will likely continue to rely upon related-party debt, issuance of additional debentures from our shareholders or equity financing in order to ensure the continuing existence of our business. We were indebted to our management in the amounts of \$1,303,388 and \$1,077,100 at December 31, 2011 and December 31, 2010, respectively. In May 2010, we issued 5,961,217 shares of our restricted common stock in exchange for the officers' retiring \$1,634,828 of loans payable.

Additionally we are working on generating new sales from additional retail outlets, distribution centers or through sponsorship agreements, and allocating sufficient resources to continue with advertising and marketing efforts. There can be no assurances that these efforts will be successful. If these efforts are not successful, it could have a material adverse impact.

### Subsequent Event

Effective April 9, 2012, we executed an Investment Banking and Advisory Agreement with Charles Morgan Securities, Inc., New York, NY ("CMI"), wherein CMI has agreed to provide us with various consulting services, as well as to assist us in our efforts to raise equity capital. The agreement provides for CMI to engage in two separate private offerings with the initial offering raising up to \$1.5 million and the second offering raising up to \$2.5 million, each on a "best efforts" basis. In consideration for the services to be rendered to us by CMI, we have agreed to pay CMI an initial fee of \$25,000, plus an additional \$60,000 over a 24 month period at the rate of \$2,500 per month. We have the option to issue shares of our common stock in lieu of a monthly cash payment. We have also agreed to issue to CMI 2,750,000 shares over the course of the term of the agreement, including 750,000 shares upon execution and 250,000 shares issued on a quarterly basis beginning July 1, 2012. If CMI is successful in raising the equity capital discussed herein, they will receive cash compensation equal to 10% of the aggregate amount raised, plus 3% in non-accountable expenses, plus additional shares of our common stock equal to 8% of the shares we issue in such financing.

### Trends

Our emphasis over the next 12 months will continue to be to build our brand and increase revenues. We have been actively involved in discussions with potential investors to provide us with additional equity funding. Assuming receipt of funding we intend to continue to increase our expansion efforts, including completing the build out of Florida to achieve a minimum 60% market penetration, as well as to continue our marketing efforts in Southern California and Wisconsin. We also plan to expand operations into New York and Texas. Florida, California, New York and Texas represent 4 of the top five convenience store outlets in the USA.

Creating more brand awareness and trials will be addressed through a significant public relations and advertising program. Public relations, targeted Cable TV advertising, increased "cas in hand" sampling, events and billboards will round out the program. We will also continue to develop and expand those areas where our products are currently being distributed. The public relations and advertising program will encompass these locations as well.

### Inflation

Although our operations are influenced by general economic conditions, we do not believe that inflation had a material effect on our results of operations during the year ended December 31, 2011.

### Off-Balance Sheet Arrangements

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

## Critical Accounting Policies and Estimates

Critical accounting estimates – The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these consolidated financial statements requires us to make estimates and judgments that affect the amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The following represents a summary of our critical accounting policies, defined as those policies that we believe are the most important to the portrayal of our financial condition and results of operations and that require management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effects of matters that are inherently uncertain.

Leases – We follow the guidance in SFAS No. 13 “Accounting for Leases,” as amended, which requires us to evaluate the lease agreements we enter into to determine whether they represent operating or capital leases at the inception of the lease.

Stock-based compensation – Effective January 1, 2006, we adopted Financial Accounting Standards Board (FASB) Statement of Financial Accounting Standard (SFAS) No. 123R, “Share Based Payment.” SFAS 123R requires a public entity to measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. That cost is recognized on a straight-line basis over the employee service period (usually the vesting period). That cost is measured based on the fair value of the equity or liability instruments issued using the Black-Scholes option pricing model.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Market risk generally represents the risk of loss that may be expected to result from the potential change in value of a financial instrument as a result of fluctuations in credit ratings of the issuer, equity prices, interest rates or foreign currency exchange rates. We do not use derivative financial instruments for any purpose.

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

Our consolidated financial statements appear beginning at page F-1.

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

None.

ITEM 9A. CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures - Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this Report.

These controls are designed to ensure that information required to be disclosed in the reports we file or submit pursuant to the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission, and that such information is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

Based on this evaluation, our CEO and CFO concluded that our disclosure controls and procedures were effective as of December 31, 2011 at the reasonable assurance level. We believe that our consolidated financial statements presented in this Report fairly present, in all material respects, our financial position, results of operations, and cash flows for all periods presented herein.

Inherent Limitations - Our management, including our Chief Executive Officer and Chief Financial Officer, do not expect that our disclosure controls and procedures will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdown can occur because of simple error or mistake. In particular, many of our current processes rely upon manual reviews and processes to ensure that neither human error nor system weakness has resulted in erroneous reporting of financial data.

Changes in Internal Control over Financial Reporting - There were no changes in our internal control over financial reporting during the year ended December 31, 2011, which were identified in conjunction with management's evaluation required by paragraph (d) of Rules 13a-15 and 15d-15 under the Exchange Act, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.



## PART III

## ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE;

The following table sets forth information regarding our executive officers and directors:

| Name            | Age | Position  |
|-----------------|-----|---|
| Darren M. Marks | 44  | Chief Executive Officer, President and Director   |
| Melvin Leiner   | 72  | Chief Financial Officer, Chief Operating Officer, Executive Vice President, Secretary, Treasurer and Director |

The above listed officers and directors will serve until the next annual meeting of the shareholders or until their death, resignation, retirement, removal, or disqualification, or until their successors have been duly elected and qualified. Vacancies in the existing Board of Directors are filled by majority vote of the remaining Directors. Officers serve at the will of the Board of Directors.

## Resumes

Darren M. Marks has been the President, Chief Executive Officer and a Director of our Company since July 2010. Prior, he held similar positions with DNA Beverage, Inc. since August 2007. Prior, from May 2004 through July 2007, he was the President, CEO and a director of Grass Roots Beverage Company, Inc., Boca Raton, FL. From 2001 through April 2006, Mr. Marks served in an executive capacity for Royal Strategies and Solutions, Inc., a brokerage services company servicing primarily ethnic food companies seeking to expand distribution and is currently its Vice President and a director. He has been instrumental in the development, production and marketing of DNA's initial product offering and has been responsible for developing all DNA's relationships in the action sports community. From 1991 to 1997, Mr. Marks served as founder and Vice President of Sims Communications, Inc., a publicly-traded NASDAQ telecommunications company, and was responsible for the creation, design and funding of a national telecommunication program for clients such as Alamo Rent-a-Car and the American Automobile Association. He devotes substantially all of his time to our affairs.

Melvin Leiner has been Executive Vice President, Chief Financial Officer, Chief Operating Officer, Secretary, Treasurer and a Director of our Company since July 2010. Prior, he held similar positions with DNA Beverage, Inc. since August 2007. Prior, from May 2004 through July 2007, he held similar positions with Grass Roots Beverage Company, Inc., Boca Raton, FL. From 2001 through April 2006, Mr. Leiner served in an executive capacity for Royal Strategies and Solutions, Inc., a brokerage services company servicing primarily ethnic food companies seeking to expand distribution and is currently its President and a director. Mr. Leiner has over 35 years of entrepreneurial and management experience in developing, initiating, and operating companies in a broad range of industries including the beverage industry. He has served in an executive capacity and consultant for numerous privately held and public companies in the beverage and telecommunications industries. Mr. Leiner was also the founder, Chairman and CEO of Sims Communications, Inc., a NASDAQ-traded telecommunications company and former financial consultant with several firms specializing in new ventures. He devotes substantially all of his time to our affairs.

We have elected Messrs. Leiner and Marks as directors as a result of their extensive experience in our industry, as discussed above. Additionally, each of our directors has had prior experience as officers and directors of public companies prior to assuming their positions with us. We believe that we are currently unable to attract additional experienced individuals to serve as directors because we have not obtained director and officer liability insurance. Until we obtain such insurance our ability to attract other experienced business people who agree to serve as officers

and/or directors is expected to be limited due to the potential liabilities that accrue to public companies.

## Board Committees

As of the date of this Report we do not have any committees of our Board of Directors. We expect to appoint outside Directors to serve on our Board in the near future, but as of the date of this Report we have not identified such prospective Directors. Once appointed, we expect to form an Audit Committee, a Compensation Committee, a Corporate Governance Committee and a Nominating Committee.

## Family Relationships

There are no family relationships between any of our Directors or executive officers.

## Conflicts of Interest

Members of our management are also officers and directors of Royal Strategies and Solutions, a brokerage company that we utilize on a limited basis. See “Certain Relationships and Related Transactions, and Director Independence” below. Consequently, there are potential inherent conflicts of interest in their acting as officers and directors that may arise as a result of this relationship. Because of our increased relationship with unaffiliated brokerage companies, the amount of activity devoted by our management to Royal’s affairs is limited and we do not believe that it has any impact on their ability to perform their responsibilities to our Company. Insofar as our officers and directors are engaged in other business activities, management anticipates it will devote a substantial majority of their business time to our affairs.

## ITEM 11. EXECUTIVE COMPENSATION

## Remuneration

Following is a table containing the aggregate compensation paid to our Chief Executive Officer and Chief Financial Officer, our only two officers who also serve as our only Directors during our fiscal years ended December 31, 2011, 2010 and 2009, along with our two highest paid employees:

SUMMARY COMPENSATION TABLE

| Name and Principal Position                                   | Year | Salary<br>\$(1) | Stock Awards<br>\$(2) | All Other<br>Compensation<br>\$(3) | Total<br>Compensation<br>(\$) |
|---|------|-----------------|-----------------------|------------------------------------|-------------------------------|
| Darren Marks,<br>CEO/President                                | 2011 | \$ 125,000      | \$ —                  | \$ 27,734                          | \$ 152,734                    |
|   | 2010 | \$ 125,000      | \$ —                  | \$ 18,308                          | \$ 143,308                    |
|   | 2009 | \$ 125,000      | \$ 116,000            | \$ 17,239                          | \$ 258,239                    |
| Melvin Leiner,<br>Executive<br>VP/COO/CFO/Treasurer/Secretary | 2011 | \$ 125,000      | \$ —                  | \$ 19,166                          | \$ 144,166                    |
|   | 2010 | \$ 125,000      | \$ —                  | \$ 10,316                          | \$ 135,316                    |
|   | 2009 | \$ 125,000      | \$ 116,000            | \$ 9,691                           | \$ 250,691                    |

(1) The salaries for Mr. Marks and Mr. Leiner have been accrued since 2008. In 2011 Mr. Marks and Mr. Leiner each received \$165,000 in stock compensation (500,000 shares of DNA common stock valued at \$0.35 per share) to reduce the accrued liability the Company has to them.

(2) Represents the issuance of 200,000 shares of Common Stock which had a market price of \$0.58 on the date of the Board of Director resolution.

(3) Represents insurance premiums and car allowances paid by us.

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Salaries are established by our Board of Directors. We currently do not have a Compensation Committee. Our two executive officers also currently constitute our Board of Directors and as such, determine their own respective salaries. However, we believe that the salaries of our executive officers are commensurate with salaries paid to executive officers of other companies in our industry that are at a similar stage of growth. None of our employees are employed pursuant to an employment agreement.

Our current executive officers(who are also our only directors) receive annual salaries of \$125,000 per person. Our directors are not compensated for the performance of their duties as directors, other than reimbursement of out of pocket expenses incurred in the performance of their duties.

#### Stock Plans

In June 2011 we adopted the "DNA Brands Inc. 2011 Stock Bonus Plan," as amended (the "Plan"), to encourage and enable selected officers, directors, consultants and key employees upon whose judgement, initiative and effort we depend for the successful conduct of our business, to acquire and retain shares of our Common Stock, to keep personnel of experience and ability in our employ and to compensate them for their contributions to the growth and profits of our Company and thereby induce them to continue to make such contributions in the future.

An aggregate of 2,000,000 shares of our Common Stock have been reserved for issuance under the Plan. As of the date of this report we have issued 1,963,000 of these shares. The Plan is administered by our Board of Directors and shares are issued pursuant to the Plan in their sole discretion.

We may adopt additional Plans in the future.

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

The following table contains certain information regarding beneficial ownership of our Common Stock as of the date of this Report by (i) each person who is known by us to own beneficially more than 5% of our Common Stock, (ii) each of our officers and Directors, and (iii) all Directors and executive officers as a group as of December 31, 2011.

| Title of Class | Name and Address Of Beneficial Owner  | Amount and Nature Of Beneficial Ownership | Percent Of Class(3) |
|----------------|---|---|---------------------|
| Common         | Darren Marks (1)<br>(2)<br>506 NW 77th Street<br>Boca Raton,<br>Florida, 33487  | 3,555,359(2)                              | 7.1%                |
| Common         | Melvin Leiner (1)<br>(3)<br>506 NW 77th Street<br>Boca Raton,<br>Florida, 33487 | 3,445,808(3)                              | 6.9%                |
| Common         | All Officers and<br>Directors   | 7,001,167(2) (3)                          | 14%                 |

As a Group (2  
persons)

- 
- (1) Officer and director of our Company.
  - (2) Includes 3,547,995 held under the name Family Tys, LLC.
  - (3) Includes 3,437,496 held under the name 4 Life LLC.

#### Section 16 Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires our directors and executive officers, and persons who own more than 10% of a registered class of our equity securities to file with the Securities and Exchange Commission initial reports of ownership and reports of changes in ownership of Common Stock and other of our equity securities. Officers, directors and greater than 10% shareholders are required by SEC regulations to furnish us copies of all Section 16(a) forms they file. Based on available information, filings required under Section 16(a) were complied with for the period covered by this report. However these reports were filed late.

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

Since our inception our executive officers have loaned us significant amounts of operating capital on an interest free basis and without formal repayment terms. In May 2010, we issued 5,961,217 shares of our common stock in exchange for the officer's retiring \$1,634,828 of loans payable. We did not issue any shares in 2011 to retire loans payable to officers. As of December 31, 2011 these loans totaled \$1,303,388.

We maintain a brokerage agreement with Royal Strategies and Solutions, Inc. (“RSS”), a related party. Under the terms of the agreement, RSS promotes our products in return for a commission on successful sales or sales agreements. We also share a common base of majority stockholders with RSS. Additionally, our principal executive officers also serve as corporate officers to RSS.

RSS leases office space and a warehouse which is partially subleased to us. We utilize this space for the warehousing and distribution of our products. In addition, RSS is financially responsible for other operating costs and personnel that are utilized by or dedicated to us. We, in turn, provides cash financing to RSS; either via allocated charge backs or non-interest bearing loans. Loans receivable from the related party RSS at December 31, 2011 was \$18,247 and is non-interest bearing. For the years ended December 31, 2011 and December 30, 2010, we recorded \$68,820 and \$210,722 in expenses, respectively, from activity associated with RSS. These expenses were comprised primarily of brokerage fees, commissions and administrative services.

In the event we discontinued using RSS as a provider of these brokerage services, it would not have a material impact on our financial condition or operations. The maximum exposure to loss that exists as a result of our involvement with RSS cannot be quantified as such exposure would include responsibility for the remainder of the leased office space and warehouse, unknown personnel costs and undeterminable promotional costs that have been the responsibility of RSS.

For sponsorship purposes, during 2011 we issued 10,000 restricted shares valued at \$0.25 per share to Luke Marks, the son of Darren Marks our CEO. Luke Marks was recently named one of the Top 20 –under 16 (years of age) surfer in the world. The Company believes the shares issued are not material to Company operations and represents compensation to Luke Marks for added publicity he is generating for DNA.

There have been no other related party transactions, or any other transactions or relationships required to be disclosed pursuant to Item 404 of Regulation S-K.

#### ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

Fees to Auditors Fiscal Year ended December 31, 2011

**Audit Fees:** The aggregate fees, including expenses, billed by our independent accountants for professional services rendered for the audit of our consolidated financial statements during the fiscal years ending December 31, 2011 and 2010 and for the review of our financial information included in our quarterly reports on Form 10-Q during the fiscal years ending December 31, 2011 and 2010 or services that are normally provided in connection with statutory and regulatory filings or engagements during the fiscal years ending December 31, 2011 and 2010 were \$76,730 and \$55,623, respectively.

**Audit Related Fees:** The aggregate fees, including expenses, billed by principal accountants for assurance and related services reasonably related to the performance of our audit or review of our financial statements during the years ended December 31, 2011 and 2010 were \$12,870 and \$-0-, respectively.

**Tax Fees:** The aggregate fees, including expenses, billed by principal accountants for tax compliance, tax advice and tax planning during years 2011 and 2010 were \$57,525 and \$425, respectively.

**All Other Fees:** The aggregate fees, including expenses, billed for all other services rendered to us by our independent accountants during years 2011 and 2010 were \$-0- and \$-0-, respectively.

We have no audit committee. Our board of directors has considered whether the provisions of the services covered above under the captions is compatible with maintaining the auditor's independence. All services were approved by the board of directors prior to the completion of the respective audit.



## PART IV

## ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

The following exhibits are included herewith:

Exhibit Description  
No.

|              |   |
|--------------|---|
| <u>10.24</u> | Sponsorship Agreement with Jeff Ward Racing   |
| <u>10.25</u> | Investment Banking and Advisory Agreement with Charles Morgan Securities, Inc.                          |
| <u>31.1</u>  | Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002      |
| <u>31.2</u>  | Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002      |
| <u>32.1</u>  | Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350 |

Following are a list of exhibits which we previously filed in other reports which we filed with the SEC, including the Exhibit No., description of the exhibit and the identity of the Report where the exhibit was filed.

| No.  | Description   | Filed With                             | Date Filed           |
|------|---|--|----------------------|
| 3.1  | Articles of Incorporation   | Form SB-2<br>Registration<br>Statement | January 22,<br>2008  |
| 3.2  | Bylaws  | Form SB-2<br>Registration<br>Statement | January 22,<br>2008  |
| 3.3  | Articles of Amendment to Articles of Incorporation filed July 7, 2010               | Form 8-K/A Dated<br>July 6, 2010       | October 18,<br>2010  |
| 3.4  | Statement of Share and Equity Exchange filed July 8, 2010                           | Form S-1<br>Registration<br>Statement  | December<br>15, 2010 |
| 10.1 | Share Exchange Agreement Between Famous Products, Inc. and DNA Beverage Corporation | Form 8-K Dated July<br>6, 2010         | July 12,<br>2010     |
| 10.2 | Purchase and Sale Agreement between Famous Products, Inc. and                       | Form 8-K Dated July<br>6, 2010         | July 12,<br>2010     |

DNA Beverage Corporation

|      |   |  |                      |
|------|---|--|----------------------|
| 10.3 | Form of Distribution Agreement with Anheiser Busch Distributors               | Form S-1/A1<br>Registration<br>Statement | February 24,<br>2010 |
| 10.4 | Vendor Participation Agreement with Walgreen Co and Professional Sports Teams | Form S-1/A1<br>Registration<br>Statement | February 24,<br>2010 |
| 10.5 | Form of Advertising and Promotion Agreement with Professional Sports Teams*   | Form S-1/A1<br>Registration<br>Statement | February 24,<br>2010 |

|       |  |  |                      |
|-------|--|--|----------------------|
| 10.6  | Letter Agreement with Circle K Stores, Inc.                                | Form S-1/A1<br>Registration<br>Statement | February 24,<br>2010 |
| 10.7  | Business Development Agreement with Racetrac Petroleum*                    | Form S-1/A1<br>Registration<br>Statement | February 24,<br>2010 |
| 10.8  | Title Sponsorship Agreement with C&R Motorsports LLC                       | Form S-1/A1<br>Registration<br>Statement | February 24,<br>2010 |
| 10.9  | Sponsorship Agreement with Star Racing LLC                                 | Form S-1/A1<br>Registration<br>Statement | February 24,<br>2010 |
| 10.10 | Memorandum of Understanding between DNA Brands & Star Racing LLC           | Form S-1/A1<br>Registration<br>Statement | February 24,<br>2010 |
| 10.11 | Sales, Marketing and Manufacturing Agreement with Monogram Meat Snacks LLC | Form S-1/A1<br>Registration<br>Statement | February 24,<br>2010 |
| 10.12 | Brokerage Service Agreement with Reese Group, Inc.                         | Form S-1/A1<br>Registration<br>Statement | February 24,<br>2010 |
| 10.13 | AAFES Retail Agreement – Army & Air Force Exchange Service                 | Form S-1/A1<br>Registration<br>Statement | February 24,<br>2010 |
| 10.14 | Broker Agreement with Royal Strategies and Solutions, Inc.                 | Form S-1/A1<br>Registration<br>Statement | February 24,<br>2010 |
| 10.15 | Trust Agreement  | Form S-1/A1<br>Registration<br>Statement | February 24,<br>2010 |
| 10.16 | Letter Agreement with Equinox Securities, Inc.                             | Form S-1/A1<br>Registration<br>Statement | February 24,<br>2010 |
| 10.17 | 12% Secured Convertible Debenture  | Form S-1/A1<br>Registration<br>Statement | February 24,<br>2010 |
| 10.18 |  | Form 10-K                                |                      |

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|       |   |                                     |                    |
|-------|---|-------------------------------------|--------------------|
|       | Letter Agreement with Circle K Stores, Inc.                       |                                     | March 30, 2011     |
| 10.19 | Business Development Agreement with Racetrac Petroleum, Inc.      | Form 10-K                           | March 30, 2011     |
| 10.20 | Letter Agreement with Walgreens                                   | Form 10-K                           | March 30, 2011     |
| 10.21 | Distributor Agreement with City Beverages Limited Partnership     | Form 10-K                           | March 30, 2011     |
| 10.22 | Distributorship Agreement with Sand Dollar Distributors LLC       | Form 10-K                           | March 30, 2011     |
| 10.23 | Vendor Participation Agreement with Walgreen Co and Orlando Magic | Form 10-K                           | March 30, 2011     |
| 16.1  | Letter of Ronald R. Chadwick, P.C.                                | Form 8-K Dated September 10, 2010   | September 13, 2010 |
| 16.2  | Letter of Ronald R. Chadwick, P.C.                                | Form 8-K/A Dated September 10, 2010 | September 16, 2010 |
| 21.1  | List of Subsidiaries  | Form S-1 Registration Statement     | December 15, 2010  |

SIGNATURES

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

DNA BRANDS, INC.

Dated: April 11, 2012

By: /s/ Darren Marks  
Darren Marks, Chief Executive  
Officer

By: /s/ Melvin Leiner  
Melvin Leiner, Chief Financial  
Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

/s/ Darren Marks  
Darren Marks, Director

April 11, 2012

/s/ Melvin Leiner  
Melvin Leiner, Director

April 11, 2012

DNA Brands, Inc.  
Index to Consolidated Financial Statements

|   |     |
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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and  
Stockholders of DNA Brands, Inc.

We have audited the accompanying consolidated balance sheets of DNA Brands, Inc. and Subsidiary as of December 31, 2011 and 2010, and the related consolidated statements of operations, stockholders' deficit, and cash flows for each of the years in the two year period ended December 31, 2011. DNA Brands, Inc.'s management is responsible for these financial statements. Our responsibility is to express an opinion on these consolidated 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 consolidated financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of DNA Brands, Inc. and Subsidiary as of December 31, 2011 and 2010, and the results of its operations and its cash flows for each of the years in the two year period ended December 31, 2011 in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company's dependence on outside financing, lack of sufficient working capital, and recurring losses raises 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/ Mallah Furman

Fort Lauderdale, FL  
April 10, 2012

DNA BRANDS, INC.  
CONSOLIDATED BALANCE SHEETS  
DECEMBER 31, 2011 AND 2010

|   | 2011         | 2010         |
|---|--------------|--------------|
| <b>ASSETS</b>   |              |              |
| Current assets  |              |              |
| Cash and cash equivalents   | \$ —         | \$ 74,604    |
| Accounts receivable, net  | 86,410       | 139,819      |
| Inventory   | 179,363      | 150,978      |
| Loans receivable from related party   | 18,247       | 26,493       |
| Prepaid expenses and other current assets   | 31,647       | 20,831       |
| Total current assets  | 315,667      | 412,725      |
| Property and equipment, net   | 31,624       | 54,281       |
| Other assets  | 25,199       | 26,099       |
| Total assets  | \$ 372,490   | \$ 493,105   |
| <b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>  |              |              |
| Current liabilities   |              |              |
| Bank overdrafts   | \$ 19,157    | \$ —         |
| Accounts payable  | 702,301      | 472,649      |
| Accrued liabilities   | 1,355,576    | 1,390,533    |
| Loans payable, current portion  | 3,178        | 10,984       |
| Loans payable to officers   | 1,303,388    | 1,077,100    |
| Total current liabilities   | 3,383,600    | 2,951,266    |
| Loans payable, net of current portion   | —            | 3,177        |
| Convertible, subordinated debentures, net of discounts  | 566,045      | —            |
| Total liabilities   | 3,949,645    | 2,954,443    |
| Commitments and contingencies   | —            | —            |
| Stockholders' deficit   |              |              |
| Preferred stock, \$0.001 par value, 10,000,000 authorized, zero and zero issued and outstanding, respectively           | —            | —            |
| Common stock, \$0.001 par value, 100,000,000 authorized, 45,425,135 and 35,828,980 issued and outstanding, respectively | 45,425       | 35,829       |
| Additional paid-in capital  | 17,809,281   | 14,461,846   |
| Accumulated deficit   | (21,431,861) | (16,959,013) |
| Total stockholders' deficit   | (3,577,155)  | (2,461,338)  |
| Total liabilities and stockholders' deficit   | \$ 372,490   | \$ 493,105   |

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



DNA BRANDS, INC.  
CONSOLIDATED STATEMENTS OF OPERATIONS  
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

|   | 2011           | 2010           |
|---|----------------|----------------|
| Sales   | \$ 1,191,688   | \$ 1,168,461   |
| Cost of goods sold                                    | 800,040        | 869,074        |
| Gross margin  | 391,648        | 299,387        |
| Operating expenses                                    |                |                |
| Compensation and benefits                             | 1,747,714      | 3,510,129      |
| Depreciation expense                                  | 18,541         | 26,377         |
| General and administrative expenses                   | 945,060        | 999,015        |
| Professional and outside services                     | 950,965        | 2,209,840      |
| Selling and marketing expenses                        | 1,043,129      | 906,367        |
| Total operating expenses                              | 4,705,409      | 7,651,728      |
| Loss from operations                                  | (4,313,761)    | (7,352,341)    |
| Other expense   |                |                |
| Interest expense                                      | (159,087)      | (116,081)      |
| Total other expense                                   | (159,087)      | (116,081)      |
| Loss before income taxes                              | (4,472,848)    | (7,468,422)    |
| Income taxes  | —              | —              |
| Net loss  | \$ (4,472,848) | \$ (7,468,422) |
| Loss per share:                                       |                |                |
| Basic and diluted                                     | \$ (0.12)      | \$ (0.28)      |
| Weighted average number of common shares outstanding: |                |                |
| Basic and diluted                                     | 38,080,802     | 26,729,555     |

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

DNA BRANDS, INC.  
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT  
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

|   | Preferred Stock<br>Shares | Preferred Stock<br>Amount | Common Stock<br>Issued | Common Stock<br>Amount | Additional<br>Paid-In<br>Capital | Accumulated<br>Deficit | Total          |
|---|---------------------------|---------------------------|------------------------|------------------------|----------------------------------|------------------------|----------------|
| Balance,<br>December 31,<br>2009  | —                         | \$ —                      | 19,847,671             | \$ 19,848              | \$ 6,430,518                     | \$ (9,490,591)         | \$ (3,040,225) |
| Issuance of<br>common stock in<br>connection with<br>private offerings  | —                         | —                         | 4,611,781              | 4,612                  | 1,749,988                        | —                      | 1,754,600      |
| Issuance of<br>common stock<br>warrants in<br>connection with<br>private offering of<br>common stock          | —                         | —                         | —                      | —                      | 346,150                          | —                      | 346,150        |
| Issuance of<br>common stock in<br>exchange for<br>consulting,<br>professional and<br>other services           | —                         | —                         | 1,413,866              | 1,414                  | 1,524,468                        | —                      | 1,525,882      |
| Issuance of<br>common stock as<br>compensation to<br>key members of<br>management                             | —                         | —                         | 1,932,586              | 1,932                  | 1,243,568                        | —                      | 1,245,500      |
| Issuance of<br>common stock in<br>exchange for<br>conversion of<br>debt with officers                         | —                         | —                         | 5,961,218              | 5,961                  | 1,628,867                        | —                      | 1,634,828      |
| Issuance of<br>common stock in<br>exchange for<br>conversion of<br>convertible,<br>subordinated<br>debentures | —                         | —                         | 910,658                | 911                    | 565,850                          | —                      | 566,761        |
| Issuance of<br>common stock in<br>connection with<br>common stock   | —                         | —                         | 1,151,200              | 1,151                  | 831,869                          | —                      | 833,020        |

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|   |             |         |            |        |            |   |              |                        |
|---|-------------|---------|------------|--------|------------|---|--------------|------------------------|
| warrant exercises   |             |         |            |        |            |   |              |                        |
| Common stock options granted to employees   | —           | —       | —          | —      |            |   |              | —                      |
| Net loss  | —           | —       | —          | —      | 140,568    | — | (7,468,422)  | 140,568<br>(7,468,422) |
| Balance, December 31, 2010  | —           | —       | 35,828,980 | 35,829 | 14,461,846 |   | (16,959,013) | (2,461,338)            |
| Issuance of convertible, preferred stock in connection with private offerings         | 4,527,000   | 4,527   | —          | —      | 1,102,223  |   | —            | 1,106,750              |
| Conversion of convertible, preferred stock into common stock                          | (4,527,000) | (4,527) | 4,527,000  | 4,527  | —          |   | —            | —                      |
| Issuance of common stock in connection with private offerings                         | —           | —       | 1,248,470  | 1,248  | 272,696    |   | —            | 273,944                |
| Issuance of common stock warrants in connection with private offering of common stock | —           | —       | —          | —      | 253,206    |   | —            | 253,206                |
| Issuance of common stock in exchange for consulting, professional and other services  | —           | —       | 2,192,066  | 2,192  | 881,221    |   | —            | 883,413                |
| Issuance of common stock as compensation to employees and officers                    | —           | —       | 1,230,000  | 1,230  | 390,270    |   | —            | 391,500                |
| Issuance of common stock in connection with convertible debenture offering            | —           | —       | 193,750    | 194    | 61,994     |   | —            | 62,188                 |
| Issuance of common stock in connection with common stock                              | —           | —       | 204,869    | 205    | 51,013     |   | —            | 51,218                 |

|  |     |   |            |           |               |                 |                |
|--|-----|---|------------|-----------|---------------|-----------------|----------------|
| warrant exercises  |     |   |            |           |               |                 |                |
| Fair market value of warrants issued in conjunction with convertible debentures      | —   | — | —          | —         | 185,005       | —               | 185,005        |
| Recognition of beneficial conversion features embedded within convertible debentures | —   | — | —          | —         | 149,807       | —               | 149,807        |
| Net loss   | —   | — | —          | —         | —             | (4,472,848)     | (4,472,848)    |
| Balance, December 31, 2011   | —\$ | — | 45,425,135 | \$ 45,425 | \$ 17,809,281 | \$ (21,431,861) | \$ (3,577,155) |

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

DNA BRANDS, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

|   | 2011           | 2010          |
|---|----------------|---------------|
| Cash flows from operating activities:   |                |               |
| Net loss  | \$ (4,472,848) | \$(7,468,422) |
| Adjustments to reconcile net loss to net cash used in operating activities:           |                |               |
| Depreciation expense  | 18,541         | 26,377        |
| Loss on disposal of fixed assets  | 1,721          | 2,502         |
| Non-cash interest expense related to discount on convertible, subordinated debentures | 63,045         | 89,717        |
| Provision for doubtful accounts   | 54,296         | 36,969        |
| Common stock issued in exchange for services  | 883,413        | 1,525,882     |
| Common stock issued as employee compensation  | 391,500        | 1,245,500     |
| Share based compensation expense related to employee stock option grants              | —              | 140,568       |
| Changes in operating assets and liabilities:  |                |               |
| Accounts receivable   | (887 )         | (159,364 )    |
| Inventory   | (28,385 )      | (18,820 )     |
| Prepaid expenses and other current assets   | (9,916 )       | 90,955        |
| Bank overdraft  | 19,157         | —             |
| Accounts payable  | 229,652        | 146,796       |
| Accrued liabilities   | (34,957 )      | 804,546       |
| Net cash used in operating activities   | (2,885,668)    | (3,536,794)   |
| Cash flows from investing activities:   |                |               |
| Purchase of property and equipment  | —              | (41,131 )     |
| Proceeds from the sale of property and equipment                                      | 2,395          | —             |
| Loan receivable from related party  | 8,246          | (26,493 )     |
| Net cash provided by (used in) investing activities                                   | 10,641         | (67,624 )     |
| Cash flows from financing activities:   |                |               |
| Net proceeds from officer loans   | 226,288        | 919,650       |
| Net proceeds from convertible debentures  | 900,000        | —             |
| Net repayment of loans payable to related party                                       | —              | (160,479 )    |
| Repayments of loans payable   | (10,983 )      | (25,311 )     |
| Net proceeds from the issuance of convertible preferred stock                         | 1,106,750      | —             |
| Net proceeds from the issuance of common stock  | 527,150        | 2,100,750     |
| Net proceeds from the exercise of common stock warrants                               | 51,218         | 833,020       |
| Net cash provided by financing activities   | 2,800,423      | 3,667,630     |
| Net change in cash and cash equivalents   | (74,604 )      | 63,212        |
| Cash and cash equivalents at beginning of period                                      | 74,604         | 11,392        |
| Cash and cash equivalents at end of period  | \$ —           | \$74,604      |
| Supplemental disclosures:   |                |               |
| Interest paid   | \$ 55,360      | \$17,520      |
| Income taxes paid   | \$ —           | \$—           |
| Supplemental disclosures of non-cash investing and financing activities:              |                |               |
| Common stock issued in connection with conversion of loans payable to officers        | \$             | —\$ 1,634,828 |

|  |    |         |            |
|--|----|---------|------------|
| Common stock issued in connection with conversion of convertible, subordinated debentures and accrued interest | \$ | —       | \$ 566,761 |
| Discount on convertible debentures   | \$ | 397,000 | \$ —       |

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

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DNA Brands, Inc.  
Notes to Consolidated Financial Statements

1. Organization and Summary of Significant Accounting Policies

DNA Brands, Inc. (hereinafter referred to as “the Company” or “DNA”) produces, markets and sells a proprietary line of four carbonated blends of DNA Energy Drinks®, as well as a line of meat snacks made up of two beef jerky flavors and three flavors of beef sticks, and other related products.

The Company was incorporated in the State of Colorado on May 23, 2007 under the name Famous Products, Inc. Prior to July 6, 2010, the Company was a holding company operating as a promotion and advertising company.

Effective July 6, 2010, the Company executed agreements to acquire all of the remaining assets, liabilities and contract rights of DNA Beverage Corporation (“DNA Beverage”) of Boca Raton, Florida, and 100% of the common stock of DNA Beverage’s wholly-owned subsidiary Grass Roots Beverage Company, Inc. (“Grass Roots”) in exchange for the issuance of 31,250,000 shares of the Company’s common stock. As a result of this transaction, the Company changed its name to DNA Brands, Inc.

On November 9, 2010, the Company changed its fiscal year end from October 31 to December 31.

The Company’s current business commenced in May 2006 in the State of Florida under the name Grass Roots Beverage Company, Inc. Initial operations of Grass Roots included the development of energy drinks, sampling and other marketing efforts and initial distribution of its energy drinks in the State of Florida. The Company began selling its energy drink in the State of Florida in 2007.

Reverse Capitalization

Effective July 6, 2010, the Company executed agreements to acquire all of the remaining assets, liabilities and contract rights of DNA Beverage, and 100% of the common stock of its subsidiary Grass Roots, in exchange for the issuance of 31,250,000 shares of the Company’s common stock. This share issuance represented approximately 94.6% of the Company’s outstanding stock.

The historical financial statements of the Company are those of DNA Beverage and of the consolidated entity. All DNA Beverage share amounts presented in this Report, including weighted average shares outstanding and shares outstanding, have been adjusted to reflect the conversion ratio of .729277794.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary Grass Roots. All significant intercompany balances and transactions have been eliminated in consolidation.

DNA Brands, Inc.  
Notes to Consolidated Financial Statements (Continued)

1. Organization and Summary of Significant Accounting Policies (continued)

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Revenue Recognition

The Company derives revenues from the sale of carbonated energy drinks, meat snacks and other related products. Revenue is recognized when all of the following elements are satisfied: (i) there are no uncertainties regarding customer acceptance; (ii) there is persuasive evidence that an agreement exists; (iii) delivery has occurred; (iv) legal title to the products has transferred to the customer; (v) the sales price is fixed or determinable; and (vi) collectability is reasonably assured.

Shipping and Handling Costs

Shipping and handling costs related to the movement of finished goods from manufacturing locations to sales distribution centers are included in cost of goods sold on the Company's consolidated statements of operations. Shipping and handling costs incurred to move finished goods from the Company's sales distribution centers to its customer locations are also included in cost of goods sold on its consolidated statements of operations. The Company's customers do not pay separately for shipping and handling costs.

Fair Value of Financial Instruments

The Company's financial instruments consist mainly of cash and cash equivalents, accounts receivable, advances to related party, accounts payable, accrued expenses, and loans payable. The carrying values of the financial instruments approximate their fair value due to the short-term nature of these instruments. The fair values of the loans payable have interest rates that approximate market rates.

Cash and Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less at the date of purchase to be cash equivalents. Cash and cash equivalents are stated at cost and consist of bank deposits. The carrying amount of cash and cash equivalents approximates fair value.

Accounts Receivable and Allowance for Doubtful Accounts

The Company bills its customers after its products are shipped. The Company bases its allowance for doubtful accounts on estimates of the creditworthiness of customers, analysis of delinquent accounts, payment histories of its customers and judgment with respect to the current economic conditions. The Company generally does not require collateral. The Company believes the allowances are sufficient to cover uncollectible accounts. The Company reviews its accounts receivable aging on a regular basis for past due accounts, and writes off any uncollectible amounts against the allowance.



## Inventory

Inventory is stated at the lower of cost or market. Cost is principally determined by using the average cost method that approximates the First-In, First-Out (FIFO) method of accounting for inventory. Inventory consists of raw materials as well as finished goods held for sale. The Company's management monitors the inventory for excess and obsolete items and makes necessary valuation adjustments when required.

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DNA Brands, Inc.  
Notes to Consolidated Financial Statements (Continued)

1. Organization and Summary of Significant Accounting Policies (continued)

Property and Equipment

Property and equipment is recorded at cost less accumulated depreciation. Replacements, maintenance and repairs which do not improve or extend the lives of the respective assets are charged to expense as incurred. Depreciation is computed using the straight-line method over the estimated useful lives of the assets as follows:

|                        |         |
|------------------------|---------|
| Equipment              | 5 Years |
| Furniture and fixtures | 5 Years |
| Vehicles               | 5 Years |

Impairment of Long-Lived Assets

Long-lived assets are reviewed for impairment when events or changes in circumstances indicate the book value of the assets may not be recoverable. In accordance with Accounting Standards Codification (“ASC”) 360-10-35-15 Impairment or Disposal of Long-Lived Assets recoverability is measured by comparing the book value of the asset to the future net undiscounted cash flows expected to be generated by the asset.

No events or changes in circumstances have been identified which would impact the recoverability of the Company’s long-lived assets reported at December 31, 2011 and 2010.

Derivative Instruments

The Company does not enter into derivative contracts for purposes of risk management or speculation. However, from time to time, the Company enters into contracts, namely convertible notes payable, that are not considered derivative financial instruments in their entirety, but that include embedded derivative features.

In accordance with Financial Accounting Standards Board (“FASB”) ASC Topic 815-15, Embedded Derivatives, and guidance provided by the SEC Staff, the Company accounts for these embedded features as a derivative liability or equity at fair value.

The recognition of the fair value of the derivative instrument at the date of issuance is applied first to the debt proceeds. The excess fair value, if any, over the proceeds from a debt instrument, is recognized immediately in the statement of operations as interest expense. The value of derivatives associated with a debt instrument is recognized at inception as a discount to the debt instrument and amortized to interest expense over the life of the debt instrument. A determination is made upon settlement, exchange, or modification of the debt instruments to determine if a gain or loss on the extinguishment has been incurred based on the terms of the settlement, exchange, or modification and on the value allocated to the debt instrument at such date.

Stock-Based Compensation

The Company applies, codified ASC 718 Compensation – Stock Compensation, to stock-based compensation awards. ASC 718 requires the measurement and recognition of non-cash compensation expense for all share-based payment awards made to employees and directors. The Company records common stock issued for services or for

liability extinguishments at the closing market price for the date in which obligation for payment of services is incurred.

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DNA Brands, Inc.  
Notes to Consolidated Financial Statements (Continued)

1. Organization and Summary of Significant Accounting Policies (continued)

Stock compensation arrangements with non-employee service providers are accounted for in accordance with ASC 505-50 Equity-Based Payments to Non-Employees, using a fair value approach. The compensation costs of these arrangements are subject to re-measurement over the vesting terms as earned.

Stock Purchase Warrants

The Company has issued warrants to purchase shares of its common stock. Warrants have been accounted for as equity in accordance with ASC 480, Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company's Own Stock, Distinguishing Liabilities from Equity.

Income Taxes

Income taxes are accounted for under the asset and liability method as stipulated by ASC 740. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under ASC 740, the effect on deferred tax assets and liabilities or a change in tax rate is recognized in income in the period that includes the enactment date. Deferred tax assets are reduced to estimated amounts to be realized by the use of a valuation allowance. A valuation allowance is applied when in management's view it is more likely than not (50%) that such deferred tax will not be utilized

The Company follows the provisions of the FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109 ("FIN 48"). FASB Statement No. 109 has been codified in ASC Topic 740. ASC Topic 740 contains a two-step approach to recognizing and measuring uncertain tax positions accounted for in accordance with ASC Topic 740. This first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount which is more than 50% likely of being realized upon ultimate settlement. The Company considers many factors when evaluating and estimating its tax positions and tax benefits, which may require periodic adjustments and which may not accurately anticipate actual outcomes. ASC Topic 740 did not result in any adjustment to the Company's provision for income taxes.

Earnings (Loss) Per Share

The Company computes basic earnings (loss) per share using the weighted average number of shares of common stock outstanding during the period.

DNA Brands, Inc.  
Notes to Consolidated Financial Statements (Continued)

2. Recently Issued Accounting Pronouncements

Accounting Standards that have been issued or proposed by the FASB or other standard-setting bodies, that do not require adoption until a future date are not expected to have a material impact on the consolidated financial statements upon adoption.

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DNA Brands, Inc.  
Notes to Consolidated Financial Statements (Continued)

3. Going Concern

As reflected in the accompanying financial statements, the Company has recorded net losses of \$4,472,848 and \$7,468,422 for the years ended December 31, 2011 and 2010, respectively. Net cash used in operations from the same periods were \$2,904,825 and \$3,536,794, respectively. At December 31, 2011, the Company had a working capital deficit of \$3,067,933 and a stockholders' deficit of \$3,577,155. These matters raise a substantial doubt about the Company's ability to continue as a going concern.

The ability of the Company to continue as a going concern is dependent on management's plans, which includes implementation of its business plan and continuing to raise funds through debt or equity raises. The Company will likely continue to rely upon related-party debt or equity financing in order to ensure the continuing existence of the business. Additionally the Company is working on generating new sales from additional retail outlets, distribution centers or through sponsorship agreements; and allocating sufficient resources to continue with advertising and marketing efforts.

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. These financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.

DNA Brands, Inc.  
Notes to Consolidated Financial Statements (Continued)

## 4. Inventory

The following table sets forth the composition of the Company's inventory at December 31, 2011 and 2010:

|  | 2011       | 2010       |
|--|------------|------------|
| Raw materials                              | \$ 37,228  | \$ 25,672  |
| Finished goods – beverages and meat snacks | 142,135    | 125,306    |
| Total inventory                            | \$ 179,363 | \$ 150,978 |

## 5. Accounts Receivable and Customer Credit Concentration

The following table sets forth the composition of the Company's accounts receivable at December 31, 2011 and 2010:

|                                       | 2011       | 2010       |
|---------------------------------------|------------|------------|
| Accounts Receivable                   | \$ 135,246 | \$ 144,032 |
| Less: Allowance for doubtful accounts | (48,836)   | (4,213)    |
| Accounts Receivable, net              | \$ 86,410  | \$ 139,819 |

Bad debt expense for the years ended December 31, 2011 and 2010 was \$54,296 and \$36,969, respectively.

As of December 31, 2011, one customer accounted for 79.4% of the Company's accounts receivable balance.

During 2011, three customers accounted for approximately 17.8%, 14.1% and 10.1% of the Company's sales, respectively. In 2010, two customers accounted for approximately 14.7% and 11.5% of sales, respectively. The customer that represented 11.5% of sales in 2010 grew to 17.8% in 2011.

DNA Brands, Inc.  
Notes to Consolidated Financial Statements (Continued)

## 6. Prepaid Expenses and Other Assets

The following table sets forth the composition of the Company's prepaid expenses and other assets at December 31, 2011 and 2010:

|   | 2011      | 2010      |
|---|-----------|-----------|
| Short-term security deposit               | \$ 10,000 | \$ 10,000 |
| Employee and other advances               | 46,846    | 33,930    |
| Miscellaneous, other                      | —         | 3,000     |
| Total prepaid expenses and other assets   | 56,846    | 46,930    |
| Less: Non-current portion                 | 25,199    | 26,099    |
| Prepaid expenses and other current assets | \$ 31,647 | \$ 20,831 |

## 7. Property and Equipment, Net

The following table sets forth the composition of the Company's property and equipment at December 31, 2011 and 2010:

|                                   | 2011      | 2010      |
|-----------------------------------|-----------|-----------|
| Equipment                         | \$ 18,690 | \$ 18,690 |
| Furniture and fixtures            | 9,156     | 9,156     |
| Vehicles                          | 75,907    | 91,785    |
| Accumulated depreciation          | (72,129)  | (65,350)  |
| Total property and equipment, net | \$ 31,624 | \$ 54,281 |

Depreciation expense for the years ended December 31, 2011 and 2010 was \$18,541 and \$26,377, respectively. In March 2011, the Company disposed of one of its vehicles. As a result of the transaction, the Company received cash proceeds of \$250 and recorded a loss on disposal of \$3,014. In November 2011, a flood damaged another of the Company's vehicles which the insurance company determined to be a total loss. As a result, the Company received insurance proceeds of \$2,145 and recorded a gain on disposal of \$1,293.



DNA Brands, Inc.  
Notes to Consolidated Financial Statements (Continued)

## 8. Accrued Expenses

The following table sets forth the composition of the Company's accrued expenses as of December 31, 2011 and 2010:

|  | 2011         | 2010         |
|--|--------------|--------------|
| Salaries and bonuses                       | \$ 767,798   | \$ 750,000   |
| Interest expense on convertible debentures | 7,932        | —            |
| Professional services                      | 20,426       | 290,060      |
| Vendor agreement                           | —            | 71,103       |
| Payroll taxes and penalties                | 559,420      | 279,370      |
| Total accrued expenses                     | \$ 1,355,576 | \$ 1,390,533 |

Salaries and bonuses represent amounts due to officers and employees. Due to the Company's shortage of liquidity, its two principal executive officers have deferred cash payment of their salaries since 2008. During 2011, an aggregate of 1,000,000 shares of the Company's common stock valued at \$330,000 were paid to the officers in lieu of cash. As of December 31, 2011, the Company's officers were still owed \$670,000 as a result of their deferrals and its employees were owed \$97,798 for amounts earned and accrued in the normal course of business.

As of December 31, 2011 and 2010, accrued payroll taxes and penalties represented the unpaid portion of employer and employee payroll taxes totaling approximately \$446,460 and \$231,066, respectively. The Company has estimated potential penalties associated with these unpaid amounts to be \$112,960 and \$48,304 as of December 31, 2011 and 2010. The Company has engaged the services of a professional experienced in payroll tax matters to work with the Company and Internal Revenue Service (IRS) to achieve a re-payment plan acceptable to the IRS. In March 2012 the Company made a payment of \$50,000 against this liability.

## 9. Loans Payable

Loans payable were comprised primarily of financing agreements for vehicles and beverage coolers utilized in the distribution and storage of the Company's products. The range of interest rates on these loans was between 9% and 26%. The following table sets forth the current and long term portions of bank loans as of December 31, 2011 and 2010:

|  | 2011     | 2010      |
|--|----------|-----------|
| Loans payable                          | \$ 3,178 | \$ 14,161 |
| Less: Current portion of loans payable | (3,178)  | (10,984)  |
| Total long term loans payable          | \$ —     | \$ 3,177  |

DNA Brands, Inc.  
Notes to Consolidated Financial Statements (Continued)

## 10. Convertible Debentures, Net of Discounts

A summary of the issuances of all convertible notes during the years ended December 31, 2011 and 2010 are as follows:

| Issue Date | Interest Rate | Face Value | Original Due Date | Conversion Rate of Face Value to Common Shares |
|------------|---------------|------------|-------------------|--|
| 02/18/2011 | 12%           | \$ 500,000 | 02/18/2014        | 1.33   |
| 06/15/2011 | 12%           | 125,000    | 06/30/2014        | 1.20   |
| 07/18/2011 | 12%           | 25,000     | 07/31/2015        | 1.43 (1)                                       |
| 07/28/2011 | 12%           | 100,000    | 07/31/2015        | 1.43 (1)                                       |
| 08/03/2011 | 12%           | 100,000    | 07/31/2015        | 1.43 (1)                                       |
| 08/26/2011 | 12%           | 50,000     | 07/31/2015        | 1.43 (1)                                       |
| Total      |               | \$ 900,000 |                   |  |

- (1) The Company has determined the conversion ratio as of December 31, 2011. These debentures are convertible at a conversion price equal to 80% of the average share price of the Company's common stock for the ten previous trading days prior to conversion. As a result, the conversion ratio may fluctuate from period to period.

The following table summarizes the Company's convertible subordinated debentures as of December 31, 2011 and 2010:

|   | 2011       | 2010       |
|---|------------|------------|
| Convertible notes-face value              | \$ 900,000 | \$ 529,000 |
| Loan discount                             | (397,000)  | (89,717)   |
| Add: amortization of loan discount        | 63,045     | 89,717     |
| Less: conversion of notes to common stock | —          | (529,000)  |
| Net convertible notes                     | \$ 566,045 | \$ —       |

In February 2011, the Company issued a convertible debenture to an existing shareholder in the amount of \$500,000. The debenture bears interest at 12% per annum and carries an annual transaction fee of \$30,000, of which both are payable in quarterly installments commencing in May 2011. These costs are recorded as interest expense in the Company's financial statements. In addition, as further inducement for loaning the Company funds, the Company issued 125,000 restricted shares of its common stock to the holder upon execution. The common shares were valued at \$31,250, their fair market value, and recorded as discount to the debenture. These costs will be amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements.

In June 2011, the Company issued a convertible debenture to an existing shareholder in the amount of \$125,000. The debenture bears interest at 12% per annum, which is payable in the Company's common stock at the time of maturity. The debenture is convertible at any time prior to maturity into 150,000 shares of the Company's common stock. This beneficial conversion feature was valued at \$90,750, using Black-Scholes methodology, and recorded as a discount to the debenture. These costs will be amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements.



## DNA Brands, Inc.

## Notes to Consolidated Financial Statements (Continued)

In July and August 2011, the Company issued a series of secured convertible debentures to accredited investors aggregating \$275,000 in gross proceeds. All proceeds from these debentures are to be utilized solely for the purpose of funding raw materials and inventory purchases through the use of an escrow agent. The debentures bear interest at 12% per annum, payable in monthly installments. The debentures are convertible at any time prior to maturity at a conversion price equal to 80% of the average share price of the Company's common stock for the 10 previous trading days prior to conversion, but not less than \$0.70. In addition, as further inducement for loaning the Company funds, the Company issued the lenders 68,750 restricted shares of its common stock and 137,500 common stock warrants exercisable at \$1.25 per share. As a result, the Company had to allocate fair market value to each the beneficial conversion feature, restricted shares and warrants. The common shares were valued at \$30,938, their fair market value. The Company determined the fair market value of the warrants as \$94,255 using the Black-Scholes valuation model. Since the combined fair market value allocated to the warrants and beneficial conversion feature cannot exceed the convertible debenture amount, the beneficial conversion feature was valued at \$149,807, the ceiling of its intrinsic value. These costs will be amortized using the effective interest method over the term of the debenture and recorded as interest expense in the Company's financial statements.

At December 31, 2010, the Company had no secured, convertible debentures outstanding. No convertible debentures were issued in 2010. In May and June 2010, the holders of outstanding notes aggregating \$529,000 in principal and \$37,671 in accrued interest agreed to convert their notes into 910,657 shares of the Company's common stock. The approximate value per share was \$0.62.

The calculated value of the conversion feature that resulted in the discount in the table above was estimated using the Black-Scholes option pricing model with the following weighted average assumptions for the years ended December 31, 2011 and 2010.

|                              | 2011                | 2010           |
|------------------------------|---------------------|----------------|
| Expected dividend yield (1)  | 0.00%               | 0.00%          |
| Risk-free interest rate (2)  | 1.67% -<br>2.01%    | 1.55%          |
| Expected volatility (3)      | 91.69% -<br>121.98% | 147.70%        |
| Expected life (in years) (4) | 3.0 - 4.0           | 0.03 -<br>1.00 |

- (1) The Company has no history or expectation of paying cash dividends on its common stock.  
The risk-free interest rate is based on the U.S. Treasury yield for a term consistent with the expected life of the awards in effect at the time of grant.
- (2) The volatility is based upon the average volatility rate of three similar publicly traded companies.
- (3) The expected life represents the due date of the note.

DNA Brands, Inc.  
Notes to Consolidated Financial Statements (Continued)

### 11. Loans Payable to Officers

The following table summarizes the Company's loans payable to officers as of December 31, 2011 and 2010:

|                           | 2011         | 2010         |
|---------------------------|--------------|--------------|
| Loans payable to officers | \$ 1,303,388 | \$ 1,077,100 |

Since the Company's inception, its principal executive officers have loaned the Company significant amounts of operating capital on an interest free basis and without formal repayment terms. In May 2010, the Company agreed to issue 5,961,217 shares of the Company's restricted common stock in exchange for the officers' retiring \$1,634,828 of loans payable. No such issuances or conversions were made during the year ended December 31, 2011.

### 12. Related Party Transactions and Balances

The Company, through its wholly-owned subsidiary Grass Roots, maintains a brokerage agreement with Royal Strategies and Solutions, Inc. ("RSS"), a related party. Under the terms of the agreement, RSS promotes the Company's products in return for a commission on successful sales or sales agreements. The Company shares a common base of majority stockholders with RSS. Additionally, the Company's two principal executive officers also serve as corporate officers to RSS.

RSS leases office space and a warehouse which is partially subleased to the Company. The Company utilizes this space for the warehousing and distribution of its products. In addition, RSS is financially responsible for other operating costs and personnel that are utilized by or dedicated to the Company. The Company, in turn, provides cash financing to RSS; either via allocated expenses or non-interest bearing loans.

Under the guidelines of ASC 810.10, Amendments to FASB Interpretation No. 46(R), "if a reporting entity is not the primary beneficiary but has a variable interest in the variable interest entity, the reporting entity is required to disclose related information in its financial statements." Based upon tests performed, the Company has determined that it has a variable interest in RSS but is not the primary beneficiary; and, therefore has not consolidated the financial statements of RSS with the Company.

The following table summarizes the Company's loans receivable from related party as of December 31, 2011 and 2010:

|                                     | 2011      | 2010      |
|-------------------------------------|-----------|-----------|
| Loans receivable from related party | \$ 18,247 | \$ 26,493 |

For the years ended December 31, 2011 and 2010, the Company recorded \$68,820 and \$210,722 in expenses, respectively, from activity associated with RSS. These expenses were comprised primarily of brokerage fees, commissions and administrative services.

In the event the Company discontinued using RSS as a provider of these brokerage services, it would not have a material impact on the Company's financial condition or operations. The maximum exposure to loss that exists as a result of the Company's involvement with RSS cannot be quantified as such exposure would include responsibility for

the remainder of the leased office space and warehouse, unknown personnel costs and undeterminable promotional costs that have been the responsibility of RSS.

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DNA Brands, Inc.  
Notes to Consolidated Financial Statements (Continued)

## 13. Equity

## Preferred and Common Stock

At December 31, 2011 the Company was authorized to issue 10,000,000 shares of \$0.001 Preferred Stock and 100,000,000 shares of \$0.001 par value Common Stock. The holders of common stock are entitled to receive dividends whenever funds are legally available and when declared by the Board of Directors. Each share of common stock is entitled to one vote.

At December 31, 2011 and 2010, no preferred stock was issued or outstanding. At December 31, 2011 and 2010, common stock issued and outstanding totaled 45,425,135 and 35,828,980 shares, respectively.

Since 2007, the Company has issued and sold preferred stock, common stock and common stock warrants in order to fund a significant portion its operations. Additionally, the Company has issued shares of its common stock to compensate its employees, pay service providers and retire debt.

## Stock Options

In April 2011, the Company adopted an Incentive Stock Option Plan and a Non-Qualified Stock Options Plan. Under these plans, the Company may grant up to 500,000 and 1,000,000 stock options, respectively. As of December 31, 2011, the Company had not granted any options pursuant to either the Incentive Stock Option Plan or the Non-Qualified Stock Option Plan.

|  | Number of<br>Options | Weighted-Average<br>Exercise Price | Average<br>Remaining<br>Contractual<br>Life<br>(Years) |
|--|----------------------|------------------------------------|--|
| Outstanding on December 31, 2010                 | 226,076              | \$ 1.49                            | 4.00   |
| Granted  | —                    | —                                  | —  |
| Exercised  | —                    | —                                  | —  |
| Forfeited and expired                            | —                    | —                                  | —  |
| Outstanding and exercisable on December 31, 2011 | 226,076              | \$ 1.49                            | 3.00   |

Intrinsic value is measured using the fair market value price of the Company's common stock less the applicable exercise price. The aggregate intrinsic value of stock options outstanding and exercisable as of December 31, 2011, was \$-0-.

The aggregate intrinsic value in the preceding table represents the total pre-tax intrinsic value based on the closing price of the Company's common stock of \$0.72 on December 31, 2011, which would have been received by the option holders had all option holders exercised their options as of that date.

As of December 31, 2011, there was \$-0- in unrecognized compensation related to stock options outstanding. All outstanding stock options are vested. Since the inception of the Company, no stock options have been exercised.





DNA Brands, Inc.  
Notes to Consolidated Financial Statements (Continued)

### Stock Warrants

The following table reflects all outstanding and exercisable warrants for the periods ended December 31, 2011 and 2010. All stock warrants are immediately vested upon issuance and are exercisable for a period five years from the date of issuance.

|                            | Number of<br>Warrants<br>Outstanding | Weighted Average<br>Exercise Price | Remaining<br>Contractual<br>Life<br>(Years) |
|----------------------------|--------------------------------------|------------------------------------|---|
| Balance, December 31, 2009 | 3,275,707                            | \$ 1.60                            | 3.89  |
| Warrants issued            | 1,061,105                            | \$ 1.75                            | 4.41  |
| Warrants exercised         | (1,157,441)                          | \$ 0.50                            | —   |
| Balance, December 31, 2010 | 3,179,371                            | \$ 1.62                            | 3.04  |
| Warrants issued            | 659,442                              | \$ 1.25                            | 4.28  |
| Warrants exercised         | (204,869)                            | \$ 0.25                            | —   |
| Balance, December 31, 2011 | 3,633,944                            | \$ 1.56                            | 2.57(1)                                     |

- (1) The remaining contractual life of the warrants outstanding as of December 31, 2011 ranges from 1.08 to 4.67 years.

The value of the common stock options and warrants has been determined using the following Black Scholes methodology:

|                             | 2011                | 2010    |
|-----------------------------|---------------------|---------|
| Expected dividend yield (1) | 0.00%               | 0.00%   |
| Risk-free interest rate (2) | 1.67% -<br>1.75%    | 1.55%   |
| Expected volatility (3)     | 91.69% -<br>109.31% | 147.70% |
| Expected life (in years)    | 5.0                 | 5.00    |

- (1) The Company has no history or expectation of paying cash dividends on its common stock.  
(2) The risk-free interest rate is based on the U.S. Treasury yield for a term consistent with the expected life of the awards in effect at the time of grant.  
(3) The volatility of the Company stock is based on three similar publicly traded companies.

DNA Brands, Inc.  
Notes to Consolidated Financial Statements (Continued)

## 14. Earnings Per Share

In accordance with ASC 260, which replaced SFAS No. 128, Earnings per Share (“SFAS No. 128”), basic net loss per common share is computed by dividing net loss by the weighted-average number of common shares outstanding. Diluted net loss per common share is computed similarly to basic net loss per share, except that the denominator is increased to include all potential dilutive common shares, including outstanding options and warrants. Potentially dilutive common shares have been excluded from the diluted loss per common share computation for each of the two years ended December 31, 2011 and 2010 because such securities have an anti-dilutive effect on loss per share due to the Company’s net loss.

The following table sets forth as of December 31, 2011 and 2010 the number of potential shares of common stock issuable that have been excluded from diluted earnings per share because their effect was anti-dilutive:

|                                  | 2011      | 2010      |
|----------------------------------|-----------|-----------|
| Stock options                    | 226,076   | 226,076   |
| Outstanding unexercised warrants | 3,633,944 | 3,179,371 |
| Total                            | 3,860,020 | 3,406,047 |

## 15. Income Taxes

The actual income tax expense for 2011 and 2010 differs from the statutory tax expense for the year (computed by applying the U.S. federal corporate tax rate of 34.4% to income before provision for income taxes) as follows:

|  | 2011           | Effective<br>Tax Rate | 2010           | Effective<br>Tax Rate |
|--|----------------|-----------------------|----------------|-----------------------|
| Federal taxes at statutory rate                | \$ (1,538,660) | 34.40%                | \$ (2,569,137) | 34.40%                |
| State income taxes, net of federal tax benefit | (161,380)      | 3.61%                 | (269,461)      | 3.61%                 |
| Temporary differences                          | 454,163        | (10.16)%              | 1,201,794      | (16.09)%              |
| Change in valuation allowance                  | 1,245,877      | (27.85)%              | 1,636,804      | (21.92)%              |
| Total  | \$ —           | 0.00%                 | \$ —           | 0.00%                 |

The following table represents the tax effects of significant items that give rise to deferred taxes as of December 31, 2011 and 2010:

|                                 | 2011         | 2010        |
|---------------------------------|--------------|-------------|
| Deferred tax asset:             |              |             |
| Net operating loss carryforward | \$ 2,170,359 | \$ 924,481  |
| Temporary differences           | 881,555      | 427,392     |
|                                 | 3,051,914    | 1,351,873   |
| Less: Valuation allowance       | (3,051,914)  | (1,351,873) |
| Net deferred tax asset          | \$ —         | \$ —        |

DNA Brands, Inc.  
Notes to Consolidated Financial Statements (Continued)

## 15. Income Taxes (continued)

As of December 31, 2011, the Company has available approximately \$5,710,268 of operating loss carryforwards before applying the provision of IRC Section 382, which may be used in the future filings of the Company's tax returns to offset future taxable income for United States income tax purposes. Net operating losses expire beginning in the year 2022. As of December 31, 2011 and 2010, the Company has determined that due to the uncertainty regarding profitability in the near future, a 100% valuation allowance is needed with regards to the deferred tax assets. Changes in the estimated tax benefit that will be realized from the tax loss carryforwards and other temporary differences will be recognized in the financial statement in the years in which those changes occur.

Under the provisions of the Internal Revenue Code Section 382, an ownership change is deemed to have occurred if the percentage of the stock owned by one or more 5% shareholders has increased, in the aggregate, by more than 50 percentage points over the lowest percentage of stock owned by said shareholders at any time during a three year testing period. Once an ownership change is deemed to have occurred under Section 382, a limitation on the annual utilization of net operating loss (NOL) carryforwards is imposed and therefore, a portion of the tax loss carryforwards would be subject to the limitation under Section 382.

The acquisition of Grass Roots Beverage Company, Inc. on July 6, 2010 (see Note 1) and various other equity transactions resulted in an ownership change pursuant to Section 382. The utilization of the \$123,052 net operating loss as of December 31, 2011 is limited under IRC Section 382.

The tax years 2007 through 2011 remain open to examination by federal authorities and state jurisdictions where the Company operates.

## 16. Commitments

As of December 31, 2011, the Company is committed to future minimum payments under non-cancelable operating leases for vehicles and equipment as follows:

|                     |            |
|---------------------|------------|
| 2012                | \$ 80,687  |
| 2013                | 65,028     |
| 2014                | 33,614     |
| 2015                | 32,904     |
| 2016 and thereafter | 24,000     |
| Total               | \$ 236,233 |

DNA Brands, Inc.  
Notes to Consolidated Financial Statements (Continued)

Leases

The Company subleases office and warehouse space on a month to month basis in Boca Raton, Florida from RSS at the rate of approximately \$13,288 per month. Additionally, the Company has commitments with a truck leasing company for \$43,367 in 2012, and \$75,833 in total through 2014. The Company also has commitments for leased telephone at the rate of \$2,000 per month for 60 months through 2016.

Sponsorship and Other Agreements

As part of its marketing efforts, the Company enters into sponsorship agreements with athletes and celebrity spokespersons to promote its products. These agreements typically are for one or two year periods. As of December 31, 2011, the Company was committed to two sponsorship agreements with sport teams that display the Company's logo for \$403,750.

17. Subsequent Events

Effective April 9, 2012, we executed an Investment Banking and Advisory Agreement with Charles Morgan Securities, Inc., New York, NY ("CMI"), wherein CMI has agreed to provide us with various consulting services, as well as to assist us in our efforts to raise equity capital. The agreement provides for CMI to engage in two separate private offerings with the initial offering raising up to \$1.5 million and the second offering raising up to \$2.5 million, each on a "best efforts" basis. In consideration for the services to be rendered to us by CMI, we have agreed to pay CMI an initial fee of \$25,000, plus an additional \$60,000 over a 24 month period at the rate of \$2,500 per month. We have the option to issue shares of our common stock in lieu of a monthly cash payment. We have also agreed to issue to CMI 2,750,000 shares over the course of the term of the agreement, including 750,000 shares upon execution and 250,000 shares issued on a quarterly basis beginning July 1, 2012. If CMI is successful in raising the equity capital discussed herein, they will receive cash compensation equal to 10% of the aggregate amount raised, plus 3% in non-accountable expenses, plus additional shares of our common stock equal to 8% of the shares we issue in such financing.