Report is signed in the City of Mexicali on July 31, 2012.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and accurate. This report is filed in accordance with the provisions of Title 15, United States Code, Sections 78l, 78m, 78o, 78s, 78aa, 78bb, 78cc, 78jj, 78mm, 78nn, 78pp, 78qq and 78rr, as amended, and Section 34 of the Securities Acts of 1933.

Copies of all written agreements, contracts, arrangements, understandings, plans or proposals relating to:

Item 7.

Contracts, Agreements, Understanding of or Relationship with Registrants with Respect to Securities of the Issuer.

Item 9.

Change in Control of Registrant.

Director

James C. Lay

(Signature of Reporting Person)

By

[Signature]

[Signature]