MIRENCO INC
Form 10KSB
April 25, 2007

U.S. Securities and Exchange Commission

Washington, D.C. 20549

FORM 10-KSB

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2006

Commission File No. 333-41092

MIRENCO, INC.

(Name of small business issuer in its charter)

IOWA	39-1878581
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

206 MAY STREET, RADCLIFFE, IOWA	50230
(Address of principal executive offices)	(Zip Code)

Issuer's telephone number (515) 899-2164

Securities registered under Section 12(b) of the Exchange Act:

Title of each class	Name of each exchange on which registered
Common Stock, no par value	NONE

Securities registered under Section 12(g) of the Exchange Act:

NONE

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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__X__NO ___

Check if no disclosure of delinquent filers in response to Item 405 of Regulation S-B is contained in this Form 10-KSB, and no disclosure will be contained, to the best of Registrant's knowledge, in definitive proxy statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. X

The issuer's revenues for the most recent fiscal year were $591,253.

The aggregate market value of the voting stock held by nonaffiliates, based on the closing sale price of the over-the-counter market on April 24, 2007 was 2,765,104. As of April 24, 2007, there were 24,995,358 shares of Common Stock, no par value, outstanding.

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MIRENCO, INC.

FORM 10-KSB

Fiscal Year Ended December 31, 2006

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Cautionary Statement on Forward-Looking Statements.

The discussion in this Report on Form 10-KSB, including the discussion in Item 1 and Item 6, contain forward-looking statements that have been made pursuant to the provisions of the Private Securities Litigation Reform Act of 1995.

Such forward-looking statements are based on current expectations, estimates and projections about the Company's business, based on management's current beliefs and assumptions made by management. Words such as "expects", "anticipates", "intends", believes", "plans", "seeks", "estimates", and similar expressions or variations of these words are intended to identify such forward-looking statements. Additionally, statements that refer to the Company's estimated or anticipated future results, sales or marketing strategies, new product development or performance or other non-historical facts are forward-looking and reflect the Company's current perspective based on existing information. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict. Therefore, actual results and outcomes may differ materially from what is expressed or forecasted in any such forward-looking statements. Such risks and uncertainties include those set forth below in Item 1 as well as previous public filings with the Securities and Exchange Commission. The discussion of the Company's financial condition and results of operations included in Item 6 should also be read in conjunction with the financial statements and related notes included in Item 7 of this annual report. The Company undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

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PART I

ITEM 1. Description of Business

(a) Development

Mirenco, Inc. was organized and incorporated in the State of Iowa on February 21, 1997. We develop, market and distribute technologically advanced products for throttle control of internal combustion vehicles to improve fuel efficiency, reduce vehicle maintenance costs, and reduce environmental emissions. Mirenco also offers consultative services in evaluating diesel engines through its Combustion Management Program which consists of testing procedures, comparison to other engines on its proprietary data base and making recommendations for maintenance activities and/or application of Mirenco s patented technology.

(b) Business

Our primary products are derived from technology patented in the United States, Mexico and Canada. These products are DriverMax®, DriverMax- CX® DriverMax® Software, HydroFire®Injection, HydroFire®Fluid, HydroFire®Lubricant and EconoCruise®.

In addition to products, Mirenco, Inc. offers consultative services with its Combustion Management Program.

(1) Products and services

DriverMax® and DriverMax-CX® are devices that improve engine exhaust emissions and fuel mileage while reduceing vehicle maintenance costs using precise programmable computer management of the vehicle's throttle position. The device controls the fuel flow directly proportional to the engine s combustion capability and desired rate of acceleration. This product is designed for diesel powered vehicles, with a high frequency of starting and stopping such as buses, over-the-road trucks, delivery vehicles and construction vehicles.

The DriverMax-CX® product is primarily the same as the DriverMax® except it operates on electronically digitally controlled engines, thus opening up a completely new market relative to the extra heavy-duty diesel engine. We are working in conjunction with the United States Department of Energy to develop a prototype of this technology, perform appropriate testing and launch production of this product. The application for this technology is the same as the DriverMax®. It has been particularly effective in the reduction of black smoke (opacity) in off-road construction equipment as well as heavy-duty underground equipment used in mining, gravel, and sandpit operations.

The HydroFire® System is a sophisticated superset of the DriverMax® technology, providing all the benefits of the DriverMax® plus the additional benefit of cutting oxides of nitrogen (NOx) emissions under performance conditions where NOx is produced. Specifically, NOx is produced under heavy loads and high engine temperatures. When these conditions occur, HydroFire ®Injection injects a patented fluid, HydroFire®Fluid, into the engine to reduce the NOx production by approximately 50%. The HydroFire®Fluid is a patented water-alcohol-lubricant mixture for which we have patented the blending process. Specifically, water cuts the NOx production, alcohol serves as antifreeze for the water, and HydroFire®Lubricant serves to thwart the potentially solvent and/or corrosive characteristics of the alcohol in the engine and/or storage containers. HydroFire® Systems are designed primarily for heavy transport vehicles such as buses and over-the-road trucks.

EconoCruise®, currently in development, is a highly sophisticated throttle control system which provides advanced levels of "intelligence" to common cruise control technology. EconoCruise® utilizes Global Positioning System signals to "know" the topography of the road ahead, thereby allowing the vehicle to best manage throttle and emissions. We anticipate that this product will be marketable to the population of existing vehicles as an "add-on" and that the rights to the patented technology and proprietary design work will be marketable to automakers.

Mirenco, Inc. also offers MDEP (Mirenco Diesel Evaluation Procedure).

MDEP consists of an evaluation of a diesel engine based on a comparison with like engines. An evaluation is completed by performing a modified SAE-J1667 as well as a MIR 120 Second Transient evaluation. Mirenco has developed an extensive database of evaluation results for thousands of diesel engines using these techniques.

From these results Mirenco can evaluate the condition of the engine, determine commonalities among engine types, evaluate the entire fleet and recommend appropriate maintenance procedures for each specific vehicle. From these results, we can also make recommendations for the appropriate application and programmable setting of DriverMax® to best suit the engine.

Mirenco s MDEP has been successfully applied in the underground mining industry to reduce diesel particulate matter. This industry is under strict regulation from the Mining Safety and Health Administration (MSHA) to reduce particulate emissions for the safety of its workers. During 2005, Mirenco s technicians applied the combustion management program, DriverMax® and DriverMax-CX® products in approximately 20 mines throughout the United States.

(2) Marketing methods

Mirenco s marketing strategy is primarily the direct sale by Mirenco s sales force of our methodology, the Combustion Management Program and our technologies, DriverMax® and the DriverMax-CX®. These products can demonstrate an economic benefit to our customers and potential customers, particularly those whose fleets have a high degree of stops and accelerations in their duty cycle. The methodology promotes the use of the technology and the technology promotes the use of the methodology or each product or service can be marketed independently.

(3) Competition

The market for our products and services is characterized by rapid technological developments, frequent new product introductions and evolving, varying industry and regulatory standards. We believe there is no known automotive retrofit device that can compete with our current or contemplated spectrum of products. Mirenco Inc.'s technologies and solutions are aimed at reducing wasted fuel and excess emissions. Mirenco, Inc. s Combustion Management Program also includes a financing option for its products and services. Our greatest advantage over other competing products is that Mirenco s overall program keeps engines burning fuel efficiently thereby extending the vehicle s useful life. This is the Mirenco advantage over other environmental solutions which either filter engine exhaust emissions (with the risk of clogging) or exhaust catalysts that burn fuel with no useful application of the energy produced.

Other products Mirenco must consider as competitive include: catalytic converters, exhaust traps, fuel additives and other specialized products such as alternative fuels.

(4) Production suppliers

We currently outsource the production of DriverMax® according to our specifications to ICE Corporation, an FAA certified electronic manufacturing company located in Manhattan, Kansas. Generally all materials required to manufacture and assemble our product line are readily available shelf items. Orders are typically manufactured and delivered within, at most, a ten week time frame. Payment terms are standard for the industry. We are not required to order or accept delivery of any product based on a predetermined time schedule, and production unit costs decrease with increasing quantities.

At the present time, we intend to continue outsourcing production to companies that can meet our specifications for high quality and reliability. Management has contacted other companies capable of producing our products at the desired levels should the need arise.

(5) Patents and trademarks

Mirenco, Inc. owns the following patents. Patents number1 through 5 were purchased from American Technologies on April 30, 1999:

1. United States Patent Number 4,958,598, issued September 25, 1990, entitled "Engine Emissions Control Apparatus Method."

2. United States Patent Number 5,315,977, "Fuel Limiting Method and Apparatus for an Internal Combustion Vehicle" issued May 31, 1994.

3. Canadian Patent Number 1,289,430, issued September 24, 1991, entitled "Engine Modification Apparatus Fuel."

4. Mexican Patent Number 180,658, "Fuel Limiting Method and Apparatus (Staged Fueling). Registration date January 17, 1996.

5. Canadian Patent Number 2,065,912, issued June 1, 1999, entitled "Fuel Limiting Method and Apparatus for an Internal Combustion Vehicle." Application date April 13, 1992.

6. United States Patent Number 6,370,472 B1 issued April 9, 2002 entitled Method and Apparatus for Reducing Unwanted Vehicle Emissions Using Satellite Navigation.

7. United States Patent Number 6,845,314 B2 issued January 18, 2005 Method and apparatus for remote communication of vehicle combustion performance parameters.

As part of the purchase agreement for the patents listed in paragraphs 1-5, Mirenco, Inc. agreed to pay American Technologies a 3% royalty of annual gross sales for a period of twenty years, which began November 1, 1999.

In addition to the above described patents, we have filed for and obtained the following Registered Trademarks:

1. HydroFire®Fluid	5. EconoCruise®
2. HydroFire®Injection	6. "SmartFoot^{tm}
3. HydroFire®Lubricant	7. "Satellite-to-Throttle^{tm}
4. DriverMax®	

(6) Government regulation

Currently, all conventional vehicles, as well as most alternate fuel vehicles and certain retrofit technologies legally sold in the United States, must be "verified" by the Environmental Protection Agency (EPA) to qualify for the "Low

Emission Vehicle" ("LEV") classification necessary to meet federal fleet vehicle conversion requirements. Our products have not been verified by the EPA, however, our marketing efforts to federal fleets is non-existent.

In addition, The Mine Safety and Health Administration (MSHA) has been performing extensive air quality testing in underground mines. This activity has produced a new emphasis on the underground mining industry to consider new methods to improve the air quality for its employees. We have made significant inroads in marketing both our methodology and technology in the underground mining markets.

We believe our products to be "retrofit devices" as defined under EPA regulations. We are, however, subject to the regulatory risk that the EPA may construe distribution of the products to be also governed by "fuel additive" regulations. These more stringent regulations sometimes require scientific testing for both acute and chronic toxicity, which is not required for approval of pollution control products deemed as "retrofit devices". Such additional compliance procedures could substantially delay the wide commercialization of HydroFire® products. We believe the EPA "fuel additive" regulations do not apply to our DriverMax® products, since our product does not involve the introduction of additives into the engine air intake system, as those terms are defined in EPA regulations and generally understood in the automotive engineering community.

We are not aware of any proposed regulatory changes that could have a material adverse effect on our operations and/or sales efforts. Further, we have not been required to pay any fines for, and are not aware of any issues of, noncompliance with environmental laws.

(8) Research and development

The Company expenses research and development costs as incurred, classifying them as operating expenses. Such costs include certain prototype products, test parts, consulting fees, and costs incurred with third parties to determine feasibility of products. Costs incurred for research and development were $64,801and $60,898 for 2006 and 2005, respectively.

(9) Employees

As of December 31, 2006 and April 24, 2007, we had 17 and 16 full-time employees, respectively. There have been no management-labor disputes, and we are not a party to any collective bargaining agreement.

ITEM 2. Properties

Mirenco, Inc. owns a 21,600 square foot office, warehouse and distribution facility located in Radcliffe, Iowa. The building is located on 1.2 acres of land.

In addition, Mirenco, Inc. rents an adjacent shop building from an officer and stockholder.

ITEM 3. Legal Proceedings

None.

ITEM 4. Submission of Matters to a Vote of Security Holders

None

ITEM 5. Market for Common Equity and Related Stockholder Matters

(a) Market Information

Effective June 15, 2001, Mirenco, Inc. common stock began initial trading on the over-the-counter "bulletin board" market under the symbol "MREO.OB".

Price Range of Common Stock

The following table sets forth the high and low sales prices of the Company's common stock as obtained from the Quotes tab at the Internet site www.quotemedia.com. These prices reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not represent actual transactions. The stock did not begin trading until the second quarter of 2001.

Fiscal Period	2006		2005	
	High	Low	High	Low
First Quarter	.40	.125	.29	.17
Second Quarter	.38	.27	.30	.15
Third Quarter	.38	.20	.39	.20
Fourth Quarter	.20	.15	.37	.20

During 2006, the Company issued non registered securities to accredited investors only as follows:

Common stock	4,595,604 shares	$531,996

(b) Approximate Number of Equity Security Holders

Approximate Number of
Record Holders

Title of Class	as of December 31, 2005
Common Stock, no par value	3,600(1)

(1) Included in the number of stockholders of record are shares held in "nominee"or "street" name.

(c) Dividend History and Restrictions

The Company has never paid a cash dividend on its common stock and has no present intention of paying cash dividends in the foreseeable future. Future dividends, if any, will be determined by the Board of Directors in light of the circumstances then existing, including the Company's earnings, financial requirements, general business conditions and any future possible credit agreement restrictions.

(d) Securities Authorized for Issuance Under Equity Compensation Plans

All of the above Stock Compensation Plans were approved by the Company s shareholders.

There were no individual stock compensation arrangements outside of the formal plans indicated in the table above.

Name of Plan	Number of securities Authorized for issuance Under the plan	Number of securities awarded plus number of securities to be issued Upon exercise of options, Warrants or rights granted During last fiscal Year	Number of securities to be issued upon exer- cise of outstanding options, warrants or rights	Number of securities remaining available for future issuance
1998 Common Stock Compensation Plan	1,200,000 shares	367,400 shares	299,400 shares	832,600 shares
1999 Common Stock Compensation Plan	750,000 shares	450,000 shares	450,000 shares	300,000 shares
2001 Common Stock Compensation				

Plan	250,000 shares	23,060 shares	18,560 shares	222,940 shares
2004 Common Stock Compensation Plan	1,000,000 shares	458,750 shares	455,750 shares	541,250 shares

ITEM 6. Management's Discussion and Analysis or Plan of Operation

General and Background

We have incurred annual losses since inception, while developing and introducing our original products and focusing management and other resources on capitalizing the Company to support future growth. The losses incurred to date are considered normal for a development stage company. Relatively high management, personnel, consulting and marketing expenditures were incurred in prior years in preparation for the commercialization of our products. We expect distribution, selling, general and administrative expenses to increase directly with sales increases, however, as a percentage of sales, these expenses should decline.

Plan of Operation

The Company is making the transition from research and development to sales and service. We believe this transition timing is appropriate for sales of our products and service. Due to increased regulation and economic issues, Mirenco recognizes the growing importance of tailpipe emissions control and the cost of vehicle operation. We believe that market attention to tailpipe emissions and demand for our DriverMax® technology and our Mirenco Diesel Evaluation Procedure methodology will increase as we make the market aware of our products and services.

From January 2003 until July 2003, the Company concentrated on verification by the EPA and the California Air Resources Board (CARB). The verification efforts were considered important to receive federal monies for the DriverMax® technology and to receive certification from CARB as an emissions control device.

In July 2003, the Company shifted its emphasis since its primary markets are outside the Federal Government and its technology had already been certified by CARB as a fuel saving device.

Approximately August 1, 2003, the Company began changing from a Research and Development Company to a Marketing Company. The Company began determining its markets, the effectiveness of its efforts in Mexico and Canada, the effectiveness of its international sales representative and the effectiveness of its other sales representative and distribution arrangements in relation to its markets.

Mirenco determined its markets to be segmented into eight groups:

1. Metropolitan Transit Authorities
2. Bus Manufacturers
3. Mining Operations
4. School Buses
5. Government Entities
6. Over-the Road Transportation Companies
7. Company Owned Fleets
8. Other (Construction, Agriculture, etc.)

Mirenco determined the most effective approach to each of these markets was the development of a long term strategy to develop its distribution and sales representative network in addition to its own internal sales staff. The sale of Mirenco s technology and methodology is an extensive process with an educational approach required. Before we can attract quality sales representatives and distributors, we have to develop an internal customer base in specific markets. We can then repeat our successes in the sales representative and distributor sales channel.

Mirenco had established several relationships with sales representatives and distributorships which did not meet the criteria necessary to promote a successful relationship for either Mirenco or the outside sales entity. These relationships were eliminated. Mirenco has established, or is in the process of establishing new industry specific relationships.

Mirenco continues to develop its data base as a significant component to its Mirenco Diesel Evaluation Procedure. With over 1,000,000 data points and a growing number of engines involved, the Program allows for a comparison of like engines to determine commonalities which are useful in recommended maintenance and technology application.

While the Company is expanding its marketing activities, certain research and development activities continue. These activities are concentrated in expanding current DriverMax® applications. In addition, the Company is researching other fuel saving products, both proprietary and other equipment manufacturing, to offer to its customers. In that respect, the Company has become an authorized reseller for Network Car, Inc. to market its Networkfleet product which is a vehicle tracking and diagnostic reporting product that focuses on productivity and fuel efficiency.

Most recently, the FuelTracks fuel sensor has been developed to meet the needs of a major industrial client, Rogers Group, Inc. This latest development was designed to measure fuel usage on a real time basis in conjunction with Qualcomm s GlobalTRACS unit. The FuelTracks fuel sensor has proven to work successfully providing fuel usage within a fine tolerance.

Combining the ability to measure fuel usage with the FuelTracks fuel sensor and the combustion condition of an engine with MDEP, an emission factor can now be determined for every vehicle. An emission factor allows for real-time tracking of total emissions produced by each vehicle based on the vehicles actual emissions and total fuel consumed.

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Results of Operations

Sales decreased $128,869 in the year ended December 31, 2006 compared to the same period for 2005. During 2006, we have continued to focus management and other resources on developing our products and markets.

During 2006, we continued developing the new sales strategy founded upon collecting emissions data before and after the use of our products and providing continuing emission testing services of our installed products. In addition, the Company believes the development of a data base cataloguing the results of testing without the use of Mirenco s products has provided a source of information for fleet operators for determining the need, and in some cases, the nature of maintenance needed. In 2003, the Company established its internal sales department to promote direct sales and develop relationships with professional distributors established in the industries identified. To date, the Company is in negotiations with several distributors that meet the criteria to promote and install its products.

Total cost of sales was approximately 67% of total revenue in 2006 compared to 60% of total revenue in 2005. Management believes cost of sales will range between 40% and 60% of sales as increased unit sales levels cover production overhead and unit costs.

Operating expenses in 2006 decreased $190,890 from 2005. The decrease is attributable to efforts to hold down costs while devoting efforts to sales development.

Royalty expense for the years ended December 31, 2006 and 2005 was 3% of sales calculated per the patent purchase agreement with American Technologies.

Our net loss decreased from $719,622 in 2005 to $619,850 in 2006 as a result of a reduction in operating expenses.

Liquidity and Capital Resources

We have not yet commenced generating substantial revenue.

The Company expects to incur losses until we are able to generate sufficient income and cash flows to meet operating expenditures and other requirements.

Since our inception in 1997, we have primarily relied on the sources of funds discussed in "Cash Flows" below to finance our testing and operations. The proceeds raised from the Iowa-Only Offering, net of the Rescission Offer, will not be adequate to continue our operations, including the contemplated expansion of sales efforts, inventories, and accounts receivable through the next twelve months.

Since acceptance or the affirmative rejection or failure to respond to the Rescission Offer does not act as a release of claims, eligible Iowa-Only Offering Stockholders who have accepted, rejected, or failed to respond to the Rescission Offer would retain any rights of claim they may have under federal securities laws. Any subsequent claims by an Iowa-Only Offering Stockholder would be subject to any defenses we may have, including the running of the statute of limitations and/or estoppel. In general, to sustain a claim based on violations of the registration provisions of federal securities laws, the claim must be brought within one year after discovery of the violation upon which the claim is based, in this case, based on the date of the sale (or three years from the date of the original sale of Iowa only offering shares). Under the principle of estoppel, the person bringing a claim must carry the burden of proof of why he or she took no action under the Rescission Offer and/or how he or she may have been injured. Subsequent to year end, on February 26, 2004, the statute of limitations expired with respect to claims regarding the Iowa only offering and the liability was reclassified to equity on the balance sheet as of February 29, 2004.

The Company began an additional private offering, to accredited investors only, in February, 2004. The intent is to raise up to $1,250,000 from the issuance of notes with common stock and common stock warrants. In June 2004, the Board of Directors authorized the sale of common stock with warrants and common stock without warrants to facilitate the addition of capital. As of April 23, 2007 the Company raised $1,985,981.

Cash Flows for the Years Ended December 31, 2006 and 2005

Since our inception, February 21, 1997, through December 31, 2001, our activities were organizational, devoted to developing a business plan and raising capital. Indirect and administrative costs, such as management salaries, have been expensed in the accompanying statements of operations during the period in which they were incurred. Capital fund raising costs, which are both directly attributable to our offerings and incremental, have been treated as offering costs in the accompanying balance sheets.

Subsequent to 2001, the Company has devoted its efforts to marketing, product identification and application of its Program model.

Net cash used in operating activities for the years ended December 31, 2006 and 2005 was $515,756 and $465,895, respectively. The use of cash in operating activities was primarily related to our net losses from operations net of depreciation..

Net cash used in investing activities for the years ended December 31, 2006 and 2005 was $50 and $16,804, respectively. Investing activities in 2006 consisted of the capitalization of patient expense. Net cash provided by financing activities for the year ended December 31, 2006 was $530,491 compared to $454,556 provided by financing activities for the year ended December 31, 2005. Equity and borrowed funds from stockholders and others were obtained in the year ended December 31, 2005. Principal payments on long-term debt were made in both years.

Recent Accounting Pronouncements

We do not believe any recently issued accounting standards will have an impact on our financial statements.

Going Concern

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. However, the Company has incurred and may continue to incur net losses in the future. The Company has a stockholders equity of $58,078 as of December 31, 2006; and if revenues do not increase substantially in the near future, additional sources of funds will be needed to maintain operations. These matters give rise to substantial doubt about the Company s ability to continue as a going concern.

Management and other personnel have been focused on product and service development in lieu of product marketing. In an effort to make the transition from a development stage company to a viable business entity, the Company s management team has diligently explored several market segments relative to the Company s product and service lines over the past three years. From that exploration, the Company has decided it is in its best interests to explore the use of existing, well-established distribution channels for marketing and selling the DriverMax® product line. Management also believes a large market exists for the Company s testing services and the information provided by those services. A combination of the products and services has been developed as a long-term program for current and potential customers, particularly in regulated markets. a. Management will focus on the Company s efforts on the sales of products, services, and programs with sensible controls over expenses. Management believes these steps, if successful, will improve the Company s liquidity and operating results, allowing it to continue in existence.

The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

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ITEM 7. Financial Statements and Supplementary Data

Financial Statements and Report of Independent Registered Public Accounting Firm

Mirenco, Inc.

December 31, 2006 and 2005

C O N T E N T S

REPORT OF INDEPENDENT

REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders

MIRENCO, Inc.

We have audited the accompanying balance sheet of MIRENCO, Inc. as of December 31, 2006, and the related statements of operations, changes in stockholders' equity, and cash flows for the years ended December 31, 2006 and 2005. These financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of MIRENCO, Inc. as of December 31, 2006, and the results of its operations and its cash flows for the years ended December 31, 2006 and 2005, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note B, the Company incurred a net loss of $619,850 and $719,622 during the years ended

December 31, 2006 and 2005. This, among others factors, as discussed in Note B to the financial statements, raise substantial doubt about the Company s ability to continue as a going concern. Management s plans in regard to these matters are also described in Note B. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Stark Winter Schenkein & Co., LLP

Denver, Colorado

April 24, 2007

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The accompanying notes are an integral part of these statements.

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MIRENCO, INC.
BALANCE SHEET
December 31, 2006

ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$	19,669
Accounts receivable		45,917
Inventories		111,046
Prepaid expense		10,037
Total current assets		186,669
PROPERTY AND EQUIPMENT, net of accumulated depreciation of $392,631		495,860
PATENTS AND TRADEMARKS, net of accumulated amortization of $8,078		8,179
	$	690,708
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Current portion of note payable	$	12,656
Accounts payable		175,779
Accrued expenses		63,879
Due to officers and affiliates		174,599
Other current liabilities		15,500
Dividends on convertible redeemable preferred stock		32
Notes payable to related parties		35,179
Total current liabilities		477,624
NOTE PAYABLE, less current portion		98,159
NOTES PAYABLE TO RELATED PARTIES, less current portion		42,947
SHARES SUBJECT TO MANDITORY REDEMPTION		13,900

STOCKHOLDERS' EQUITY		
Preferred stock, no stated value: 50,000,000 shares authorized,		
no shares outstanding		
Common stock, no par value: 100,000,000 shares authorized,		
22,782,558 shares issued and outstanding		9,830,701
Additional paid-in capital		1,714,954
Deferred compensation		(432)
Accumulated (deficit)		(11,487,145)
		58,078
	$	690,708

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

MIRENCO, INC.
STATEMENTS OF OPERATIONS
Years ended December 31,

	2006	2005
Sales	$ 591,253	$ 720,122
Cost of sales	395,060	434,127
Gross profit	196,193	285,995
Operating Expenses:		
Salaries and wages	523,949	614,270
Royalty expenses	17,696	21,604
Advertising	12,907	17,027
Other general and administrative expenses	259,258	332,198
	813,810	985,099
(Loss) from operations	(617,617)	(699,104)
Other income (expense)		
Interest income	4	3
Gain from settlement of accounts payable	19,601	-
Interest expense	(21,838)	(20,521)

	(2,233)	(20,518)
NET (LOSS)	$ (619,850)	$ (719,622)
Net (loss) per share - basic and diluted	$ (0.03)	$ (0.04)
Weighted-average shares outstanding - basic and diluted	20,668,227	16,960,418

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

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The accompanying notes are an integral part of these statements.

I-

MIRENCO, INC.
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
Years Ended December 31, 2006 and 2005

	Common Stock		Additional Paid-In	Accumulated	Deferred	
	Shares	Amount	Capital	(Deficit)	Compensation	Total
Balance January 1, 2005	14,074,082	$ 8,752,385	$ 1,714,954	$ (10,147,673)	$ (3,933)	$ 315,733
Issuance of stock for cash	3,530,872	458,330	-	-	-	458,330
Issuance of stock for accounts payable	355,000	60,750	-	-	-	60,750
Amortization of deferred compensation	-	-	-	-	1,751	1,751
Net (loss)	-	-	-	(719,622)	-	(719,622)
Balance December 31, 2005	17,959,954	9,271,465	1,714,954	(10,867,295)	(2,182)	116,942
Issuance of stock for accounts payable	227,000	27,240	-	-	-	27,240
Issuance of stock for cash	4,595,604	531,996	-	-	-	531,996
Amortization of deferred compensation	-	-	-	-	1,750	1,750
Net (loss)	-	-	-	(619,850)	-	(619,850)

Balance December 31, 2006	22,782,558	$	9,830,701	$	1,714,954	$	(11,487,145)	$	(432)	$	58,078

The accompanying notes are an integral part of these financial statements

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MIRENCO, INC.
STATEMENTS OF CASH FLOWS
Years ended December 31,

	2006	2005
Cash flows from operating activities		
Net (loss)	$ (619,850)	$ (719,622)
Adjustments to reconcile net (loss) to net cash and cash equivalents used in operating activities:		
Depreciation and amortization	41,703	44,945
Dividends	32	-
Gain on settlement of accounts payable	(19,601)	-
Amortization of deferred compensation	1,750	1,751
(Increase) decrease in assets		
Accounts receivable	(8,046)	36,006
Inventories	13,911	(6,353)
Other	5,373	(10,398)
Increase (decrease) in liabilities		
Accounts payable	1,578	83,130
Due to officers and affiliates	32,825	104,821
Accrued expenses	34,569	(175)
Net cash (used in) operating activities	(515,756)	(465,895)
Cash flows from investing activities		
Purchase of property and equipment	-	(10,397)
Capitalization of patent expense	(50)	(6,407)
Net cash (used in) investing activities	(50)	(16,804)
Cash flows from financing activities		
Proceeds from capital lease	-	10,021
Payments capital leases	(2,886)	(1,406)
Proceeds from issuance of common stock	531,996	458,330
Proceeds from issuance of redeemable preferred stock	13,900	-

Principal payments on long-term debt:				
Banks and others		(7,676)		(7,862)
Related parties		(4,843)		(4,527)
Net cash provided by financing activities		530,491		454,556
Increase (decrease) in cash and cash equivalents		14,685		(28,143)
Cash and cash equivalents, beginning of year		4,984		33,127
Cash and cash equivalents, end of year	$	19,669	$	4,984
Suplementary disclosure of cash flow information:				
Cash paid during the year for interest	$	22,291	$	20,521
Cash paid during the year for income taxes	$	-	$	-
Suplementary disclosure of significant non-cash and financing investing activities:				
Issuance of stock for accounts payable	$	27,240	$	60,750
Gain from settlemet of accounts payable	$	19,601	$	-
Transfer of inventory to property, plant, & equipment	$	-	$	4,530

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

MIRENCO, Inc.

NOTES TO FINANCIAL STATEMENTS

December 31, 2006

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies consistently applied in the preparation of the accompanying financial statements follows.

1.

Nature of Business

MIRENCO, Inc. (the Company) was organized and incorporated as an Iowa corporation on February 21, 1997. The Company develops, markets and distributes certain technologically advanced products for which it has exclusive licensing rights. These products are for throttle control of internal combustion vehicles, primarily to improve fuel efficiency, reduce vehicle maintenance costs, reduce environmental emissions and improve overall vehicle performance. The Company's products are sold primarily in the domestic market.

2.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with an original maturity of 3 months or less to be cash equivalents.

3.

Revenue Recognition

In general, the Company records revenue when persuasive evidence of an arrangement exists, services have been rendered or product delivery has occurred, the sales price to the customer is fixed or determinable, and collectability is reasonably assured. The following policies reflect specific criteria for the various revenues streams of the Company:

Revenue is recognized from sales when a product is shipped and from services when they are performed.

4.

Accounts Receivable

Accounts receivable are stated at estimated net realizable value. Accounts receivable are comprised of balances due from customers net of estimated allowances for uncollectible accounts. In determining collectability, historical trends are evaluated and specific customer issues are reviewed to arrive at appropriate allowances.

5.

Inventories

Inventories, consisting of purchased finished goods ready for sale, are stated at the lower of cost (as determined by the first-in, first-out method) or market.

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6.

Income Taxes

The Company accounts for income taxes under the asset and liability method, whereby 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. Deferred tax assets and liabilities are measured using enacted tax rates applied to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Deferred tax assets are recognized to the extent management believes that it is more likely than not that they will be realized.

7.

Patents and Trademarks

Patents and trademarks will be amortized on the straight-line method over their remaining legal lives of 7 years as of December 31, 2006. The Company recorded patent amortization expense of $1,443 and $908, respectively, in 2006 and 2005. Patents are stated net of amortization of $8,078.

8.

Property and Equipment

Property and equipment are stated at cost. The Company provides for depreciation on the straight-line method over the estimated useful lives of 3 years for computer equipment, 5 years for manufacturing and test equipment and other equipment, and 39 years for buildings.

9.

Impairment of Long-Lived Assets

The carrying value of long-lived assets is reviewed on a regular basis for the existence of facts and circumstances that suggest impairment. During 2006 and 2005, no material impairment has been indicated. Should there be an impairment, in the future, the Company will measure the amount of the impairment based on the amount that the carrying value of the impaired assets exceed the undiscounted cash flows expected to result from the use and eventual disposal of the from the impaired assets.

10.

Stock-Based Compensation

The Company accounts for equity instruments issued to employees for services based on the fair value of the equity instruments issued and accounts for equity instruments issued to other than employees based on the fair value of the consideration received or the fair value of the equity instruments, whichever is more reliably measurable.

The Company accounts for stock based compensation in accordance with SFAS 123, "Accounting for Stock-Based Compensation." The provisions of SFAS 123 allow companies to either expense the estimated fair value of stock options or to continue to follow the intrinsic value method set forth in APB Opinion 25, "Accounting for Stock Issued to Employees" (APB 25) but disclose the pro forma effects on net income (loss) had the fair value of the options been expensed. The Company has elected to continue to apply APB 25 in accounting for its stock option incentive plans.

In December 2004, the FASB issued SFAS 123R (revised 2004) Share-Based Payment . This statement requires that the cost resulting from all share-based transactions be recorded in the financial statements. This statement establishes fair value as the measurement objective in accounting for share-based payment arrangements and requires all entities to apply a fair-value-based measurement in accounting for share-based payment transactions with employees. The Statement also establishes fair value as the measurement objective for transactions in which an entity acquires goods or services from non-employees in share-based transactions. The Statement replaces SFAS 123 Accounting for Stock-Based Compensation and supercedes APB Opinion No.25 Accounting for Stock Issued to Employees . The provisions of this Statement were effective for the Company beginning with its fiscal year ended December 31, 2006.

11.

Net Loss Per Share

The Company calculates net income (loss) per share as required by Statement of Financial Accounting Standards (SFAS) 128, "Earnings per Share." Basic earnings (loss) per share is calculated by dividing net income (loss) by the weighted average number of common shares outstanding for the period. Diluted earnings (loss) per share is calculated by dividing net income (loss) by the weighted average number of common shares and dilutive common stock equivalents outstanding. During periods in which the Company incurs losses common stock equivalents, if any, are not considered, as their effect would be anti dilutive.

12.

Fair Value of Financial Instruments

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of December 31, 2006. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values. These financial instruments include cash and cash equivalents, accounts receivable, accounts payable and accrued expenses and notes payable. Fair values were assumed to approximate carrying values for these financial instruments because they are short term in nature and their carrying amounts approximate fair values.

The carrying value of the Company s long-term debt approximated its fair value based on the current market conditions for similar debt instruments.

13.

Royalty Expense

Royalty expense is recorded and paid based upon the sale of products, services, and rights related to patents according to a contractual agreement (see Note J).

14.

Advertising

Advertising costs are charged to expense as incurred and were $12,095 and $17,027 for the years ended December 31, 2006 and 2005, respectively.

15. *Software Development Costs*

In connection with the development of software, the Company will incur external costs for software, and consulting services, and internal costs for payroll and related expenses of its technology employees directly involved in the development. Purchased software costs will be capitalized in accordance with Statement of Position 98-1 Accounting for the Costs of Computer Software Developed or Obtained for Internal Use . All other costs will be reviewed for determination of whether capitalization or expense as product development cost is appropriate in accordance with

Statement of Position 98-1.

16. *Research and Development*

The Company expenses research and development costs as incurred. Such costs include certain prototype products, test parts, consulting fees, and costs incurred with third parties to determine feasibility of products. Costs incurred for research and development were $64,642 and $60,898 in 2006 and 2005, respectively.

17. *Use of Estimates*

In preparing financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Significant estimates are used when accounting for the Company s carrying value of inventory, fixed assets, depreciation, accruals, taxes and contingencies, which are discussed in the respective notes to the financial statements.

18. *Segment Information*

The Company follows SFAS 131, Disclosures about Segments of an Enterprise and Related Information." Certain information is disclosed, per SFAS 131, based on the way management organizes financial information for making operating decisions and assessing performance. The Company currently operates in a single segment and will evaluate additional segment disclosure requirements as it expands its operations.

19. *Recent Pronouncements*

In August 2005, the FASB issued SFAS 154, "Accounting Changes and Error Corrections." This statement applies to all voluntary changes in accounting principle and to changes required by an accounting pronouncement if the pronouncement does not include specific transition provisions, and it changes the requirements for accounting for and reporting them. Unless it is impractical, the statement requires retrospective application of the changes to prior periods' financial statements. This statement is effective for accounting changes and correction of errors made in fiscal years beginning after December 15, 2005.

SFAS 155 - "Accounting for Certain Hybrid Financial Instruments--an amendment of FASB Statements No. 133 and 140" This Statement, issued in February 2006, amends FASB Statements No. 133, "Accounting for Derivative Instruments and Hedging Activities", and No. 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities". This Statement resolves issues addressed in Statement 133 Implementation Issue No. D1, "Application of Statement 133 to Beneficial Interests in Securitized Financial Assets."

This Statement:

a. Permits fair value remeasurement for any hybrid financial instrument that contains an embedded derivative that otherwise would require bifurcation

b. Clarifies which interest-only strips and principal-only strips are not subject to the requirements of Statement 133

c. Establishes a requirement to evaluate interests in securitized financial assets to identify interests that are freestanding derivatives or that are hybrid financial instruments that contain an embedded derivative requiring bifurcation

d. Clarifies that concentrations of credit risk in the form of subordination are not embedded derivatives

Amends Statement 140 to eliminate the prohibition on a qualifying special-purpose entity from holding a derivative financial instrument that pertains to a beneficial interest other than another derivative financial instrument.

This Statement is effective for the Company for all financial instruments acquired or issued after the beginning of the Company s fiscal year beginning January 1, 2007.

The fair value election provided for in paragraph 4(c) of this Statement may also be applied upon adoption of this Statement for hybrid financial instruments that had been bifurcated under paragraph 12 of Statement 133 prior to the adoption of this Statement. Earlier adoption is permitted as of the beginning of our fiscal year, provided we have not yet issued financial statements, including financial statements for any interim period, for that fiscal year. Provisions of this Statement may be applied to instruments that we hold at the date of adoption on an instrument-by-instrument basis.

The Company is currently reviewing the effects of adoption of this statement but it is not expected to have a material impact on our financial statements.

SFAS 156 - "Accounting for Servicing of Financial Assets--an amendment of FASB Statement No. 140"

This Statement, issued in March 2006, amends FASB Statement No. 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities", with respect to the accounting for separately recognized servicing assets and servicing liabilities. This Statement:

1. Requires an entity to recognize a servicing asset or servicing liability each time it undertakes an obligation to service a financial asset by entering into a servicing contract in certain situations.

2. Requires all separately recognized servicing assets and servicing liabilities to be initially measured at fair value, if practicable.

3. Permits an entity to choose either the amortization method or the fair value measurement method for each class of separately recognized servicing assets and servicing liabilities.

4. At its initial adoption, permits a one-time reclassification of available-for-sale securities to trading securities by entities with recognized servicing rights, without calling into question the treatment of other available-for-sale securities under Statement 115, provided that the available-for-sale securities are identified in some manner as offsetting the entity's exposure to changes in fair value of servicing assets or servicing liabilities that a servicer elects to subsequently measure at fair value.

5. Requires separate presentation of servicing assets and servicing liabilities subsequently measured at fair value in the statement of financial position and additional disclosures for all separately recognized servicing assets and servicing liabilities.

Adoption of this Statement is required as of the beginning of the fiscal year beginning January 1, 2007. The adoption of this statement is not expected to have a material impact on our financial statements.

In September 2006, the FASB issued Statement No. 157, "Fair Value Measurements". This Statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosure about fair value measurement. The implementation of this guidance is not expected to have any impact on the Company's financial statements.

In September 2006, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans, an amendment of FASB Statements No. 87, 106, and 132(R)" ("SFAS No. 158"). SFAS No. 158 requires companies to recognize a net liability or asset and an offsetting adjustment to accumulated other comprehensive income to report the funded status of defined benefit pension and other postretirement benefit plans. SFAS No. 158 requires prospective application, recognition and disclosure requirements effective for the Company's fiscal year ending December 31, 2007. Additionally, SFAS No. 158 requires companies to measure plan assets and obligations at their year-end balance sheet date. This requirement is effective for the Company's fiscal year ending December 31, 2009. The Company does not expect that it will have a material impact on its financial statements.

In September 2006, the United States Securities and Exchange Commission ("SEC") SAB No. 108, "Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements." This SAB provides guidance on the consideration of the effects of prior year misstatements in quantifying current year misstatements for the purpose of a materiality assessment. SAB 108 establishes an approach that requires quantification of financial statement errors based on the effects of each of the company's balance sheet and statement of operations financial statements and the related financial statement disclosures. The SAB permits existing public companies to record the cumulative effect of initially applying this approach in the first year ending after November 15, 2006 by recording the necessary correcting adjustments to the carrying values of assets and liabilities as of the beginning of that year with the offsetting adjustment recorded to the opening balance of retained earnings. Additionally, the use of the cumulative effect transition method requires detailed disclosure of the nature and amount of each individual error being corrected through the cumulative adjustment and how and when it arose. The Company is currently evaluating the impact, if any, that SAB 108 may have on the Company's results of operations or financial position.

In July 2006, the FASB issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes-an interpretation of FASB Statement No. 109." This Interpretation prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This Interpretation also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The Interpretation is effective for fiscal years beginning after December 15, 2006 and the Company is currently evaluating the impact, if any, that FASB No. 48 may have on the Company's results of operations or financial position.

NOTE B - BASIS OF PRESENTATION

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern.

However, the Company has incurred and may continue to incur net losses in the future. Net losses for the years ending December 31, 2006 and 2005 were ($619,850) and ($719,622) respectively, and the company had negative working capital of ($290,955) at December 31, 2006. If revenues do not increase substantially in the near future, additional sources of funds will be needed to maintain operations. These matters give rise to substantial doubt about the Company s ability to continue as a going concern.

Management and other personnel have been focused on product and service development in lieu of product marketing. The Company s management team has diligently explored several market segments relative to the Company s product and service lines over the past 3 years. From that exploration, the Company has decided it is in its best interests to explore the use of existing, well-established distribution channels for marketing and selling the DriverMax® product line. Management also believes a large market exists for the Company s testing services and the information provided by those services. A combination of the products and services has been developed as a long-term program for current and potential customers, particularly in regulated markets. Management will focus on the Company s efforts on the sales of products, services, and programs with sensible controls over expenses. Management believes these steps, if successful, will improve the Company s liquidity and operating results, allowing it to continue in existence.

The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

NOTE C - PROPERTY AND EQUIPMENT

Property and equipment consisted of the following at December 31, 2006:

Land and building	$ 569,748
Computer equipment	81,241
Manufacturing and test equipment	85,799
Tool and die	29,025
Other equipment	122,678
	888,491
Less accumulated depreciation	392,631
	$ 495,860

The Company recorded $40,239 and $43,965 respectively, of depreciation expense for the years ended December 31, 2006 and 2005.

NOTE D - ACCRUED EXPENSES

Accrued expenses consisted of the following at December 31, 2006:

Royalty	$	4,254
Payroll and payroll taxes		58,808
Other		817
	$	63,879

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NOTE E - NOTES PAYABLE

Notes payable consisted of the following at December 31, 2006:

	Total	Current Portion	Long-term Portion
Note payable to bank in monthly installments of $1,621, including principal and variable interest, currently 11%, guaranteed by stockholder, guaranteed by Small Business Administration	$ 105,087	$ 9,103	$ 95,984
Capital lease payable to leasing company in monthly installments of $376, including principal and interest of 20.625%, maturing in in July 2008.	5,728	3,553	2,175
	$ 110,816	$ 12,656	$ 98,159

Maturities of notes payable are as follows:

2007	$ 12,656	2008	$ 11,213	2009	$ 9,002
2010	$ 10,218	2011	$ 11,598	Thereafter	$ 56,129

NOTE F NOTES PAYABLE TO RELATED PARTIES

Notes payable to related parties consisted of the following a December 31, 2006:

	Total	Current Portion	Long-term Portion
Notes payable to investors, 9% interest payable quarterly, principal due in March and April 2007	$ 30,000	$ 30,000	$ -
Note payable to related Company in monthly installments of $689, including principal and interest of 6.75% maturing May 2009	48,126	5,179	42,947
	$ 78,126	$ 35,179	$ 42,947

Maturities of related party notes payable are as follows:

2007	$ 35,179	2008	$ 5,540	2009	$ 37,407

NOTE G - CONCENTRATION OF CUSTOMERS

The Company had 3 customers that accounted for 81% of 2006 sales and 2 customers that accounted for 46% of 2005 sales. At December 31, 2006, the Company had 5 customers that accounted for 98% of sales.

NOTE H - LEASES

The Company entered into a lease agreement with its majority stockholder for the land on which the Company had constructed a new facility. The lease established a perpetual term commencing October 1, 2000 at no rental cost to the Company. The Company purchased the land in 2003. (See Note J).

NOTE I - INCOME TAXES

The Company accounts for income taxes under SFAS 109 which requires use of the liability method. SFAS 109 provides that deferred tax assets and liabilities are recorded based on the differences between the tax basis of assets and liabilities and their carrying amounts for financial reporting purposes, referred to as temporary differences. Deferred tax assets and liabilities at the end of each period are determined using the currently enacted tax rates applied to taxable income in the periods in which the deferred tax assets and liabilities are expected to be settled or realized.

The provision for income taxes differs from the amount computed by applying the statutory federal income tax rate to income before provision for income taxes. The sources and tax effects of the differences are as follows:

Income tax provision at federal statutory rate	34%
Effect of Operating Losses	(34%)
	---%

As of December 31, 2006, the Company has a net operating loss carryforward of approximately $8,359,850. This loss carryforward will be available to offset future taxable income. If not used, this carryforward will expire through 2026. The deferred tax asset of approximately $2,800,000 relating to the operating loss carryforward has been fully reserved as of December 31, 2006. The increase the valuation allowance related to the deferred tax asset was approximately $300,000 during 2006. The principal difference between the accumulated deficit for income tax purposes and for financial reporting purposes is related to stock based compensation.

NOTE J - RELATED PARTY TRANSACTIONS

In 2006 the Company incurred rent expense in the amount of $9,600 payable to an officer and majority stockholder, which is included in due to officers and affiliates at December 31, 2006. Payments to related parties in 2005 amounted to $3,108 for interest.

On April 30, 1999, the Company entered into an agreement to acquire patents and trademarks for an initial price of $25,000 from a company whose stockholders have controlling ownership in the Company. The patents and trademarks were recorded as a lump-sum purchase at the affiliate s carrying value, $9,800, at the date of purchase. The remaining $15,200 was recorded as a distribution to stockholders. In July 2000, upon the completed sale of 1,000,000 shares of stock to the public and in accordance with the patent purchase agreement a payment of $225,000 was paid and was accounted for as a distribution to stockholders. Also, the agreement provides for royalty payments in the amount of 3% of gross sales (including product sales, service revenues, and all revenues from sales of patent rights) for the 20 years which began November 1, 1999. This agreement can be terminated by the seller if the Company fails to make the above payments or becomes insolvent. From January 1, 1999 to October 31, 1999, the Company paid royalties for the use and potential marketing of the patents to the company that owned the patents based on 3% of sales calculated at an established unit price ($495) and minimum quantities (40 to 80 units per month), with payments generally made quarterly. The Company incurred royalty expense to a company partially owned by the majority stockholder of the Company for the years ended December 31, 2006 and 2005, in the amounts of $17,696 and $21,604 respectively.

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NOTE K - COMMON STOCK OPTIONS AND WARRANTS

Options

During 1998, the Company established a nonqualified stock option plan (the 1998 Plan) pursuant to which options for up to 1,200,000 shares of the Company s authorized but unissued common stock may be granted to employees and certain non-employees. During 1999, the Company adopted the 1999 Stock Option Plan (the 1999 Plan), which provides for granting of options to officers, employees, advisors, and consultants of the Company, for the purchase of up to a total of 750,000 shares of the Company s authorized but unissued common stock. During 2001, the Company adopted the 2001 Stock Option Plan (the 2001 Plan), which provides for the granting of up to a total of 250,000 shares of the Company s authorized but unissued common stock. During 2004, the Company adopted the 2004 Stock Option Plan (the 2004 Plan) which provides for the granting up to a total of 1,000,000 shares of the Company s authorized but unissued common stock.

SFAS 123 requires the Company to provide proforma information regarding net income and earnings per share as if compensation cost for the Company s stock option plans had been determined in accordance with the fair value based method prescribed in SFAS 123. The fair value of the option grants is estimated on the date of grant utilizing the Black-Scholes optionpricing model. The following weighted average assumptions were used for grants during 2005: expected life of options of 10 years, expected volatility of 150%, risk-free interest rate of 3.0% and no dividend yield.

During 2005 the Company granted a total of 1,086,500 options. The options are fully vested. Of these, 36,500 are exercisable at $.31, the fair market value at the date of grant, and expire nine years from the date of grant. In addition, in 2005, the Company granted 1,050,000 options to officers, with an exercise price of $.15 per share. Substantially all of the options were granted to employees, officers and directors. No compensation costs have been recorded in conjunction with the issuances of the options. Management of the Company believes there is no material difference between the reported net loss and the pro-forma net loss.

During 2006 the Company granted 165,000 options as shown below. The options are fully vested. Of these, 135,000 were issued to employees and are exercisable at $.1525, the fair market value at the date of grant, and expire eight years from the date of grant. During the year ended December 31, 2006, the Company issued 5,000 options to directors to purchase common stock at $.15625 per share, 5,000 options at $.2750 per share, 5,000 options at $.3750 per share, and 5,000 options at $.2625 per share. These options are exercisable at that price until January 31, 2014. In addition, 10,000 options to purchase common stock at $.3375 per share were issued to an employee, also exercisable through January 31, 2014. No compensation costs have been recorded in conjunction with the issuances of the options. Management of the Company believes there is no material difference between the reported net loss and the pro-forma net loss.

Weighted-

	Number of shares		Weighted-average exercise price per share
	Outstanding	Exercisable	
Outstanding, January 1, 2005	1,022,710	1,022,710	$ 2.37
Granted	1,086,500	1,086,500	0.15
Exercised	-	-	-
Outstanding, December 31, 2005	2,109,210	2,109,210	1.23
Granted	165,000	165,000	0.18
Exercised	-	-	-
Outstanding, December 31, 2006	2,274,210	2,274,210	$ 1.15

The following table summarizes information about options outstanding at December 31, 2006 under the Compensatory Stock Option Plans:

Options outstanding Options exercisable

Weighted-average

Range of exercise prices	Number outstanding	(in years) remaining contractual life	Weighted-average exercise price	Number exercisable	Weighted-average exercise price
$0.12-$5.00	2,274,210	6.21	$ 1.15	2,274,210	$ 1.15

Warrants

The Company extended the expiration date of 275,116 warrants which were to expire on June 25, 2006, to December 31, 2006 at which time they expired. The warrants entitle the warrant holders to acquire one common share for each warrant at $1.00 per share.

In conjunction with the return of 1,000,000 common shares in 2004 the Company issued 1,000,000 warrants to purchase common stock at $.25 per share to an officer. The warrants have no expiration date.

In addition, in conjunction with the cash sale of common shares discussed in Note L the Company issued 366,580 warrants to purchase common stock at $.20 per share. These warrants expire on June 30, 2006. The Company extended the expiration date of these warrants to March 31, 2007 at which time they expired.

NOTE L - STOCKHOLDERS' EQUITY

During 2004, the Company issued 12,500 shares of common stock in conjunction with a private placement debt offering to qualified investors only. The fair market value of these shares of $5,250 has been recorded as deferred compensation and is being amortized over the term of the debt of 36 months. Amortization of $1,750 and $1,751 was recorded in 2006 and 2005, respectively. In 2006, the Company sold 4,595,604 shares for $531,966 cash. In 2005, the Company sold 5,596,212 shares for $519,801. In addition, during the year ended December 31, 2006, the Company issued 227,000 shares of its common stock to an officer for notes and accounts payable in the aggregate amount of $27,240. The shares were issued at $0.12 per share, the fair market value on the date of issue.

NOTE M REDEEMABLE, CONVERTIBLE PREFERRED STOCK

In December 2006, Mirenco offered minimum $3,000 investments for 25,000 shares of its common stock at $0.12 per share, plus 500 shares of convertible, redeemable preferred stock valued by the Company at $1 per share. In connection with this offering, 13,900 shares of the convertible, redeemable preferred stock were issued. Each preferred share is convertible at the holder s option, to five shares of the Company s common stock, and carries a cumulative 6% dividend rate through December 31, 2011. The preferred shares may be redeemed by the Company any time after December 31, 2009, and must be fully redeemed on December 31, 2011, together with all cumulative dividends in arrears. Accordingly, the preferred shares are presented as shares subject to mandatory redemption in the accompanying financial statements.

NOTE N SUBSEQUENT EVENTS

Through April 24, 2007, the Company issued an aggregate of 2,212,800 shares of common stock for cash aggregating $208,380. The shares sold for cash were restricted and were sold at a discount from the trading price of the common shares on the subscription dates.

ITEM 8. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None

ITEM 8A. Controls and procedures

With the participation of management, the Company's chief executive officer and chief financial officer evaluated the Company's disclosure controls and procedures as of the date of this report. Based upon this evaluation, the chief executive officer and chief financial officer concluded that the Company's disclosure controls and procedures are effective in ensuring that material information required to be disclosed is included in the reports that it files with the Securities and Exchange Commission.

There were no significant changes in the Company's internal controls or, to the knowledge of the management of the Company, in other factors that could significantly affect these controls subsequent to the evaluation date.

ITEM 8 A. Other Information Required to be Reported on Form 8-K

PART III

ITEM 9. Directors, Executive Officers, Promoters and Control Persons, Compliance With Section 16(a) of the Exchange Act

As of the date of this Annual Report, based solely upon a review of copies of Forms 3, 4 and 5 and amendments thereto furnished to the Company during its most recent fiscal year, management believes that all directors and officers, both past and present, are in compliance with the reporting requirements of Section 16(a) of the Securities Exchange Act of 1934. Biographical summaries concerning individuals serving on the Board of Directors, the Company's executive officers and significant employees, are shown below.

Dwayne L. Fosseen, age 61, is founder, Chief Executive Officer, Chairman of the Board of Directors, and Principal (controlling) Stockholder of Mirenco, Inc. Mr. Fosseen has personally been involved in major projects with the U.S. Department of Agriculture, the U.S. Department of Energy, the Iowa Corn Growers Board, the National BioDiesel Board and the Iowa Soybean Promotions Board. Mr. Fosseen has over 15 years' experience in the field of heavy-duty engines and has directed major EPA testing efforts at Ortech Corporation, an international emissions testing company.

Richard A. Musal, age 60, became Chief Financial Officer in December, 2002. Mr. Musal graduated from Central Missouri State University in 1972 and became a certified public accountant in 1973. Mr. Musal, formerly a partner with McGladrey and Pullen has served as CFO and COO at several companies throughout his career. In August, 2003 he was elected a Director, Chief Financial Officer and Chief Operating Officer.

Director Tim Neugent is a graduate of Marquette University and has is currently Vice President of American Auto Finance and has owned and operated several companies in central Iowa. Mr. Neugent brings valuable marketing expertise to the Board of Directors.

Merlin Hanson, Director is a Certified Public Accountant and a graduate of the University of Minnesota. Mr. Hanson is a retired partner with McGladrey and Pullen with over 35 years with the firm. Mr. Hanson has served on many boards and most significantly, was the Chairman of the Board for Goodwill Industries, International.

Don D. Williams, age 72, a lifelong resident of Williams, Iowa, has been involved in the grain business and is a major producer of livestock. Mr. Williams has also been associated with real estate as a licensed associate. Mr. Williams has served as an officer of the County Farm Bureau Board, Heart of Iowa Realtors Board, and the County Compensation and Extension Board. A director of Mirenco, Inc. since June 1, 1998, Mr. Williams is also a veteran of the Korean War.

Mr. Hanson, Mr. Williams and Mr. Musal serve on the Company s Audit Committee. Mr. Hanson qualifies as a financial expert with his long career as a Certified Public Accountant with practice experience in reporting matters for publicly held companies.

As of the filing of this report, the Registrant has not adopted a code of ethics for its Chief Executive Officer or its Chief Financial Officer because of the financial constraints. The Company s Board of Directors intends to provide a code of ethics in 2007.

ITEM 10. Executive Compensation

The following table sets forth the compensation of the named executive officers for each of the Company's last three completed fiscal years.

Summary Compensation Table

Name and Principal Position	Year	Salary	Bonus	Options Awarded	All Other Compensation
Dwayne Fosseen, CEO					
	2006	$ 31,904	$ -	4,000	$ 3,600
	2005	$ 38,697	$ -	6,000	$ -
	2004	$ 75,000	$ -	4,000	$ -
Richard A. Musal, COO & CFO	2006	$ 39,250	$ -	4,000	$ 10,810
	2005	$ 89,092	$ -	3,000	$ 5,574
	2004	$ -	$ -	181,000	$ 88,000

Option Grants

There were 4,000 grants of stock options made to Mr. Musal and 4,000 grants of options made to Mr. Fosseen during the Year Ended December 31, 2006 and 3,000 grants of stock options made to Mr. Musal and 3,000 grants of options made to Mr. Fosseen during the year ended December 31, 2005.

Aggregate Option Exercises and Fiscal Year-End Option Value

No stock options were exercised during the year ended December 31, 2006, and no stock options wee exercised during the year ended December 31, 2005.

Compensation of Directors

In 2006 Directors were awarded stock options for 20,000 shares, compared to stock options for 14,000 shares in 2005.

ITEM 11. Security Ownership of Certain Beneficial Owners and Management

The following table sets forth the individuals serving on the Board of Directors, the Company s executive officers and significant employees, and information with respect to the number of shares of the Company s common stock beneficially owned by each of them directly or indirectly, as of March 31, 2007. The number of shares beneficially owned includes shares, if any, held in the name of the spouse, minor children, or other relatives of the individual living in his home, as well as shares, if any, held in the name of another person under an arrangement whereby the individual enjoys the right to vote or the use of the income, or whereby the individual can vest or re-vest title in himself or herself at once or at some future time.

Name, Position and Address of Beneficial Owner	Amount Beneficially Owned		Percent of Class
Dwayne Fosseen, Director, Chairman of the Board and Chief Executive Officer 206 May Street Radcliffe, IA 50230	9,797,695	(a)	38.30%
Richard A. Musal, Director, Chief Operating Officer and Chief Financial Officer 206 May Street Radcliffe, IA 50230	1,329,500	(b)	5.20%
Don Williams, Director 206 May Street Radcliffe, IA 50230	415,700	(c)	1.62%
Tim Neugent, Director 206 May Street Radcliffe, IA 50230	44,000	(d)	0.17%
Merlin Hanson, Director 206 May Street Radcliffe, IA 50230	16,000	(e)	0.06%
All Directors and Officers as a group (5 persons)	11,602,895		45.35%

(a)

Dwayne Fosseen's beneficial ownership includes 1,439,150 shares which are acquirable pursuant to the exercise of outstanding stock options and warrants, 2,000 shares owned by family members in his household and 35,450 shares, which are acquirable pursuant to the exercise of outstanding stock options owned by his spouse.

(b)

Richard Musal s beneficial ownership includes 872,000 shares which are acquirable pursuant to the exercise of outstanding stock options.

(c)

Don William s beneficial ownership includes 17,000 shares, which are acquirable pursuant to the exercise of outstanding stock options.

(d)

Tim Neugent s beneficial ownership includes 19,000 shares, which are acquirable pursuant to the exercise of outstanding stock options.

(e)

Merlin Hanson s beneficial ownership includes 16,000 shares, which are acquirable pursuant to the exercise of outstanding stock options.

(f)

The beneficial ownership of all directors and officers as a group includes 300,950 shares which are acquirable pursuant to the exercise of outstanding stock options and 2,095,000 shares which are acquirable pursuant to the exercise of outstanding warrants.

ITEM 12. Certain Relationships and Related Transactions

In 2006 the Company incurred rent expense in the amount of $9,600 payable to an officer and majority stockholder. Payments to related parties in 2005 amounted to $3,810 for interest.

On April 30, 1999, the Company entered into an agreement to acquire patents and trademarks from a company that Mr. Fosseen has a controlling ownership in the Company for an initial price of $25,000. The patents and trademarks were recorded as a lump-sum purchase at the affiliate's carrying value, $9,800, at the date of purchase. The remaining $15,200 was recorded as a distribution to stockholders. Another payment per terms of the patent purchase agreement, $225,000, was paid in July 2000 and accounted for as a distribution to stockholders upon the completed sale of 1,000,000 shares of stock offered to the public. Also, the agreement provides for royalty payments in the amount of 3% of gross sales (including product sales, service revenues, and all revenues from sales of patent rights) for 20 years, which began November 1, 1999. This agreement can be terminated by the seller if the Company fails to make the above payments or becomes insolvent. From January 1 to October 31, 1999, the Company paid royalties for the use and potential marketing of the patents to the company that owned the patents based on 3% of sales calculated at an established unit price ($495) and minimum quantities (40 to 80 units per month), with payments generally made quarterly. The Company incurred royalty expense to a company partially owned by the majority stockholder of the Company for the years ended December 31, 2006 and 2005 in the amounts of $17,696 and $21,604 respectively.

ITEM 13. Exhibits

(a) Exhibits

The following are the exhibits to this annual report.

3.2(a)

Articles of Amendment to Articles of Incorporation (Incorporated by reference to the Company s 10QSB for the quarter ended June 30, 2004 filed on August 10, 2004)

3.2(b)

Certificate of Incorporation and Certificates of Amendment to the Certification of Incorporation of Registrant (incorporated by reference to the Company s Registration Statement filed on July 10, 2000).

3.3

Bylaws of Registrant (incorporated by reference to the Company s Registration Statement filed on July 10, 2000).

10.2(d)

Stock Option Agreement between Registrant and Betty Fosseen (incorporated by reference to the Company s Registration Statement filed on July 10, 2000).

10.2(f)

Stock Option Agreement between Registrant and J. Richard Relick (incorporated by reference to the Company s Registration Statement filed on July 10, 2000).

10.4

Purchase Agreement Between Registrant and American Technologies, LLC (incorporated by reference to the Company s Registration Statement filed on July 10, 2000).

10.5

Environmental Regulatory Approvals with the U.S. Environment Protection Agency and California Air Resources Board (incorporated by reference to the Company s Registration Statement filed on July 10, 2000).

10.6

Summary of Patents and Associated Service Marks (incorporated by reference to the Company s Registration Statement filed on July 10, 2000).

10.7

Copies of U.S. and Canadian Patents Issued to Dwayne L. Fosseen (incorporated by reference to the Company s Registration Statement filed on July 10, 2000).

10.8

Summary of Mexican Patents and Associated Protections Issued to Dwayne L. Fosseen (incorporated by reference to the Company s Registration Statement filed on July 10, 2000).

10.9

Rental Agreement Between Registrant and Fosseen Manufacturing & Development, Inc (incorporated by reference to the Company s Registration Statement filed on July 10, 2000).

10.13(a)

Stock Option Agreement between Registrant and Betty Fosseen (incorporated by reference to the Company s Registration Statement Amendment filed on April 17, 2001).

1.14

2001 Common Stock Compensation Plan (incorporated by reference to the Company s 10KSB for the fiscal year ended December 31, 2001).

10.29

Employment Agreement with Richard A. Musal. (Incorporated by reference to the Company s 10QSB filed November 19, 2004)

10.30 2004 Common Stock Compensation Plan (Incorporated by reference to the Company s 10KSB, filed April 15, 2005).

10.34

Reseller agreement with Network Car, Inc. dated April 12, 2006. (incorporated by reference to the Company s 10QSB filed May 22, 2006.).

* 31.1

Certificate of Principal Executive Officer dated April 25, 2007.

* 31.2

Certificate of Principal Financial Officer dated April 25, 2007.

* 32.1

Dwayne Fosseen s Certification dated April 25, 2007 pursuant to 18 U.S.C. SECTION 1350, as adopted pursuant to, SECTION 906 of the Sarbanes-Oxley Act of 2002

* 32.2

Glynis M. Hendrickson s Certification dated April 25, 2007pursuant to 18 U.S.C. SECTION 1350, as adopted pursuant to SECTION 906 of the Sarbanes-Oxley Act of 2002

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Filed with this report.

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ITEM 14.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

The Company s board of directors reviews and approves audit and permissible non-audit services performed by its independent accountants, as well as the fees charged for such services. In its review of non-audit service fees and its appointment of Stark Winter Schenkein & Co., LLP as the Company's independent accountants, the board of directors considered whether the provision of such services is compatible with maintaining independence. All of the services provided and fees charged by Stark Winter Schenkein & Co., LLP in 2006 and 2005 were approved by the board of directors.

Audit Fees

The aggregate fees billed by for professional services for the audit of the annual financial statements of the Company and the reviews of the financial statements included in the Company's quarterly reports on Form 10-QSB for 2006 and 2005 were $20,100 and $29,950, respectively, net of expenses.

Audit-Related Fees

There were no other fees billed by during the last two fiscal years for assurance and related services that were reasonably related to the performance of the audit or review of the Company's financial statements and not reported under "Audit Fees" above.

Tax Fees

There were no fees billed during the last two fiscal years for professional services rendered for tax compliance.

All Other Fees

There were no other fees billed by during the last two fiscal years for products and services provided.

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SIGNATURES

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

Mirenco, Inc.
(Registrant)

By: */s/ Glynis M. Hendrickson*

Glynis M. Hendrickson

Chief Financial Officer

Date: April 25, 2007

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

By: */s/ Dwayne Fosseen*

Dwayne Fosseen

Chairman of the Board,

Chief Executive Officer

and Director

Date: April 25, 2007

By:: */s/ Don Williams*

Don Williams

Director

Date: April 25, 2007

By:: /s/ Richard A. Musal

Richard A. Musal

Director

and Secretary

EXHIBIT 31.1

PRINCIPAL EXECUTIVE OFFICER CERTIFICATION

I, Dwayne Fosseen, Chief Executive Officer and President of Mirenco, Inc. (the Small business issuer) certify that:

1.

I have reviewed this report on Form 10-KSB of Small business issuer

2.

Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3.

Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;

4.

The small business issuer's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:

(a)

Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

(b)

Evaluated the effectiveness of the small business issuer s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(c)

Disclosed in this report any change in the small business issuer s internal control over financial reporting that occurred during the small business issuers most recent fiscal quarter (the small business issuers fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuers internal control over financial reporting; and

5.

The small business issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of small business issuer's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

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Date: April 25, 2007

/s/Dwayne Fosseen

Dwayne Fosseen,

President and Chief Executive Officer

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EXHIBIT 31.2

CERTIFICATE OF PRINCIPAL FINANCIAL OFFICER

I, Glynis M. Hendrickson, Chief Financial Officer of Mirenco, Inc. (the Small business issuer) certify that:

1.

I have reviewed this report on Form 10-KSB of Small business issuer

2.

Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3.

Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;

4.

The small business issuer's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15 (f) and 15d-15(f)) for the small business issuer and have:

(a)

Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;

;

(b) Evaluated the effectiveness of the small business issuer s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(c)

Disclosed in this report any change in the small business issuer s internal control over financial reporting that occurred during the small business issuers most recent fiscal quarter (the small business issuers fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuers internal control over financial reporting; and

5.

The small business issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of small business issuer's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: April 25, 2007

/s/ Glynis M. Hendrickson

Glynis M. Hendrickson,

Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Dwayne Fosseen, Chief Executive Officer of Mirenco, Inc. (the Company), certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

(1)

The Company s Annual Report on Form 10-KSB for the period ended December 31, 2006 as filed with the Securities and Exchange Commission on the date hereof (the Report), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2)

The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Dwayne Fosseen

Dwayne Fosseen

Chief Executive Officer and President

April 25, 2007

EXHIBIT 32.2

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Glynis M. Hendrickson, Chief Financial Officer of Mirenco, Inc. (the Company), certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

(1)

The Company s Annual Report on Form 10-KSB for the period ended December 31, 2006 as filed with the Securities and Exchange Commission on the date hereof (the Report), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2)

The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Glynis M. Hendrickson

Glynis M. Hendrickson

Chief Financial Officer

April 25, 2007

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THERAPEUTICSMD, INC. AND SUBSIDIARIES
f/k/a AMHN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2011

NOTE E – PROMISSORY NOTES

Secured Promissory Note to Seatac

As previously reported, the Company acquired 100% of the issued and outstanding shares of Spectrum on June 11, 2010 in exchange for the issuance of an aggregate of 500,000 shares of the Company's Common Stock and Spectrum became a wholly owned subsidiary of the Company. From the closing date of the Spectrum transaction through November 2010, Seatac had advanced approximately $487,532 to the Company specifically to address payables (the "Advances"). In order for Seatac to secure a first position for repayment of the Advances, the Company issued the Spectrum Note. The Spectrum Note, together with accrued interest at the annual rate of four percent (4%), was due in one lump sum payment on demand (the "Maturity Date"). As security for the Company's obligations under the Spectrum Note, the Company pledged all of the capital stock of Spectrum pursuant to the terms of a Stock Pledge and Escrow Agreement dated December 16, 2010. Repayment of the Spectrum Note was guaranteed by Spectrum and secured by a blanket lien encumbering the assets of Spectrum. On December 31, 2010, the Company amended the Spectrum Note to increase the principal amount to $543,531 to include additional advances made by Seatac from September through November 2010 in the aggregate of $56,000, which amount was inadvertently not included in the initial principal amount disclosed. The foregoing description of the Spectrum Note, the Stock Pledge and Escrow Agreement, and related agreements is qualified, in entirety, by reference to each agreement, copies of which are attached as exhibits to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission (the "Commission") on December 22, 2010, which filing and exhibits are incorporated herein by reference. In February 2011, Seatac notified the Company that it intended to make demand for payment under the Spectrum Note; however, the Company was unable to pay the balance. On February 15, 2011, the Spectrum Note was satisfied pursuant to the terms more fully described in NOTE G – DISCONTINUED OPERATIONS.

Convertible Promissory Notes

During 2009, a non-affiliate business consultant ("Consultant") provided consulting services to the Company in the amount of $210,000 (the "Debt"). The Company issued the Consultant a demand promissory note for $210,000 dated November 9, 2010 (the "November 2010 Note") which was subsequently assigned to unaffiliated entities ("Noteholders"). On April 18, 2011, the Company and the Noteholders agreed that in exchange for the forbearance of the Noteholders not to make demand for repayment of the November 2010 Note for a minimum of sixty (60) days, the Company would (i) cancel the November 2010 Note and (ii) issue two convertible promissory notes to the Noteholders in the principal amount of $105,000 each bearing interest at the rate of six percent (6%) per annum (the "Convertible Notes"). At September 30, 2011, the Company recorded accrued interest in the amount of $5,696. The Convertible Notes were due on demand any time after sixty (60) days from the date of issuance (the "Maturity Date"). At the option of the Noteholders, the Convertible Notes could be converted into shares of the Company's Common Stock at any time after the Maturity Date at a fixed conversion price of $0.0105 per share. The Convertible Notes also contained anti-dilution provisions. The Convertible Notes remained unpaid at September 30, 2011. As more fully described in NOTE H – SUBSEQUENT EVENTS, on October 18, 2011, the Company and the Noteholders entered into Debt Conversion Agreements and converted the principal of the Convertible Notes into shares of the Company's Common Stock and accrued interest of approximately $6,300 was forgiven and will be reported as other income in the fourth quarter of 2011.

THERAPEUTICSMD, INC. AND SUBSIDIARIES
f/k/a AMHN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2011

NOTE E – PROMISSORY NOTES (Continued

Demand Promissory Note

On March 1, 2011, the Company entered into a Demand Promissory Note (the "March 2011 Note") with the Company's majority shareholder at the time wherein the Company could periodically borrow funds to satisfy its operational requirements. Interest accrued at 20% per annum. At September 30, 2011, the outstanding amount under the March 2011 Note totaled $155,000, plus accrued interest totaling $9,809. On October 3, 2011, an additional $5,000 was advanced. As more fully described in NOTE H – SUBSEQUENT EVENTS, on October 4, 2011, the March 2011 Note plus accrued interest to date was forgiven. The forgiveness of this related party debt will be included as additional paid in capital in October 2011 in accordance with ASC 470-50, Debt Modifications and Extinquishments.

NOTE F – COMMITMENTS AND CONTINGENCIES

Exclusive Licensing, Distribution and Advertising Sales Agreement

On February 15, 2011, in conjunction with the settlement of the Spectrum Note, Spectrum and Seatac entered into an Exclusive Licensing, Distribution and Advertising Sales Agreement with the Company (the "Agreement"). Under the terms of the three-year renewable Agreement, the Company was granted a license to promote, distribute and sell certain products developed and sold by Spectrum relative to its digital media network in the southeastern United States. The Agreement relates to all current and future Spectrum products and/or services developed by Spectrum, specifically services pertaining to the digital signage waiting room network built for the multispecialty group practice and IPAs including (i) network subscriptions sold to multispecialty group practices and IPAs for software, hardware and content developed for and distributed by Spectrum, and (ii) advertising spots on Spectrum's network. The Company may earn up to thirty percent (30%) of fees paid for subscriptions and advertising spots.

Consulting Agreement with Back Office Consultants, Inc.

On February 15, 2011, the Company entered into a Consulting Agreement with Back Office Consultants, Inc. ("Back Office") pursuant to which Back Office agrees to provide accounting and corporate compliance services to the Company for a monthly fee of $7,000. During the nine months ended September 30, 2011, the Company recorded consulting expense totaling $63,000. The one-year agreement has an effective date as of January 1, 2011. The President of Back Office is a former officer and current shareholder of the Company.

THERAPEUTICSMD, INC. AND SUBSIDIARIES
f/k/a AMHN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2011

NOTE G – DISCONTINUED OPERATIONS

America's Minority Health Network, Inc.

On July 1, 2010, pursuant to the terms of the 4% Secured Promissory Note ("April 2010 Note"), Seatac made demand for the aggregated amount of $925,885, including principal of $900,000 and interest through June 30, 2010. On July 11, 2010, Seatac added a one-time late charge equivalent to six percent (6%) of the unpaid amount, or $55,553, bringing the amount payable and past due under the April 2010 Note to $981,438. The Company's obligation to repay the April 2010 Note was (i) secured by a pledge by the Company of all of the capital stock of the Company's subsidiaries owned as of or acquired after the date of the April 2010 Note, pursuant to the terms of a Stock Pledge and Escrow Agreement dated April 1, 2010; (ii) guaranteed by the Company's subsidiary, America's Minority Health Network pursuant to a Guaranty Agreement dated April 1, 2010; and (iii) secured by a blanket lien encumbering the assets of the Company and the Company's subsidiaries pursuant to Security Agreements dated April 1, 2010. Payment of principal, interest and late charges under the April 2010 Note became past due, and as a result of the default, on July 30, 2010, Seatac informed the Company that it intended to exercise its remedies pursuant to which it could accept collateral in satisfaction of the Company's obligations. More particularly, Seatac stated that it intended to accept the following collateral in full satisfaction of the $981,438 due under the April 2010 Note: (i) all rights, title and interest of the Company in the 1,000 shares of common stock of America's Minority Health Network, (ii) all rights, title and interest of the Company in the mark "America's Minority Health Network, Inc." and the goodwill associated with such mark, and (iii) all books and records of America's Minority Health Network held by the Company (collectively, the "Collateral").

Given the Company’s unsuccessful attempts to obtain additional financing or agree to alternative arrangements with Seatac, it agreed and consented to Seatac's exercise of its remedies under the April 2010 Note and the foreclosure upon the Collateral. As part of the agreement and consent, the Company and its subsidiaries acknowledged that the Company and its subsidiaries were in default in payment of principal, interest, and late fees under the April 2010 Note and related loan documents in the aggregate of $981,438, and that the debt was secured by a first priority security interest in all of the assets of the Company and its subsidiaries. Accordingly, on July 30, 2010, the Company and Seatac sent joint instruction to the escrow agent, pursuant to which the escrow agent was instructed to transfer the stock certificate representing all of the outstanding shares of America's Minority Health Network being held in escrow to Seatac. The Company also entered into a trademark assignment with Seatac whereby the Company transferred all rights, title and interest in the mark "America's Minority Health Network, Inc." and the goodwill associated with such mark. The Company's settlement with Seatac did not include the surrender of Spectrum or the satisfaction of a trade payable to Seatac in the amount of $480,465.

As a result of this transaction, the Company’s financial statements have been prepared with the results of operations and cash flows of this disposed property shown as discontinued operations. All historical statements have been restated in accordance with GAAP.

THERAPEUTICSMD, INC. AND SUBSIDIARIES
f/k/a AMHN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2011

NOTE G – DISCONTINUED OPERATIONS (Continued)

Summarized financial information for discontinued operations for the periods listed below is as follows:

	Three Months Ended September 30, 2010	Nine Months Ended September 30, 2010
Operating revenues	$16,382	$60,645
Operating expenses:		
Operating costs	12,267	81,084
General and administration	7,067	101,673
Sales and marketing	25,330	168,544
Depreciation and amortization	23,189	145,974
Total operating expense	67,853	497,275
Other expense		
Interest expense	-0-	(8,531)
Total other income and (expense)	-0-	(8,531)
Loss from discontinued operations	$(51,471)	$(445,161)

Spectrum Health Network, Inc.

On December 16, 2010, the Company and Seatac entered into a Note Purchase Agreement and issued the Spectrum Note in the principal amount of $487,532 and subsequent advances by Seatac brought the total principal amount due to $543,531. As security for the Company's obligations under the Note Purchase Agreement and Spectrum Note, the Company pledged all of the capital stock of Spectrum pursuant to the terms of a Stock Pledge and Escrow Agreement dated December 16, 2010. Repayment of the Spectrum Note was guaranteed by Spectrum and secured by a blanket lien encumbering the assets of Spectrum.

In February 2011, Seatac notified the Company that it intended to make demand for payment under the Spectrum Note; however, the Company was unable to pay the balance. In an effort to satisfy the Spectrum Note in full, Seatac and the Company: (i) acknowledged that the Company and Spectrum were unable to pay the aggregated principal and interest of $547,155 due to Seatac under the Spectrum Note which was secured by a first priority security interest in all of the assets of the Company and Spectrum; (ii) sent joint instruction to the escrow agent, pursuant to which the escrow agent transferred the stock certificate representing all of the outstanding shares of Spectrum being held in escrow to Seatac; (iii) entered into a trademark assignment to transfer all rights, title and interest in the mark "Spectrum Health Network, Inc." and the goodwill associated with that mark; and (iv) entered into an Exclusive Licensing, Distribution and Advertising Sales Agreement wherein Seatac and Spectrum licensed the Company to sell subscriptions to and advertising spots on the Spectrum digital-media network.

As a result of this transaction, the Company's financial statements have been prepared with the results of operations and cash flows of this disposed property shown as discontinued operations. All historical statements have been restated in accordance with GAAP.

THERAPEUTICSMD, INC. AND SUBSIDIARIES
f/k/a AMHN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2011

NOTE G – DISCONTINUED OPERATIONS (Continued)

Summarized financial information for discontinued operations for the periods listed below is as follows:

	July 1, 2010 through September 30, 2010	June 11, 2010 through September 30, 2010
Operating revenues	$22,120	$27,854
Operating expenses:		
Operating costs	32,625	39,568
General and administration	15,326	22,964
Depreciation and amortization	29,909	38,642
Total operating expense	77,860	101,174
Loss from discontinued operations	$(55,740)	$(73,320)

Summarized financial information for discontinued operations for the period January 1, 2011 through February 14, 2011 is as follows:

Operating revenues	$12,573
Operating expenses:	
Operating costs	16,356
General and administration	32,989
Depreciation	9,819
Total operating expense	59,164
Loss from discontinued operations	$(46,591)

The components of the gain on disposal of discontinued operations during the period January 1, 2011 through February 14, 2011 is as follows:

Assets:	
Cash	$5,817
Accounts receivable	12,573
Fixed assets, net	186,569
Intangible assets, net	288,443
Total assets transferred	$493,402
Liabilities:	
Accounts payable	$634,965
Other liabilities	16,950
Secured promissory note and accrued interest	547,155
Total liabilities of discontinued operations	$1,199,070

Net gain on disposal of discontinued operations	$705,668

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THERAPEUTICSMD, INC. AND SUBSIDIARIES
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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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NOTE H – SUBSEQUENT EVENTS

Agreement and Plan of Merger with VitaMedMD, LLC

The Company entered into the Merger Agreement with VitaMed pursuant to which the Company would acquire 100% of VitaMed. Upon the closing of the Merger Agreement, the Merger became effective upon the filing of the Certificate of Merger with the Secretary of State of the State of Delaware on October 4, 2011 (the "Effective Time").

In preparation of and prior to the closing of the Merger Agreement, the Company completed the following required corporate actions with an effective date of October 3, 2011:

- a reverse split of its outstanding shares of Common Stock on a ratio of 1 for 100 (the "Reverse Split"),
- an increase of its authorized shares of Common Stock to 250,000,000,
- a change in the name of the Company to TherapeuticsMD, Inc., and
- an amendment to the Company's Long Term Incentive Compensation Plan ("LTIP") to increase the authorized shares for issuance thereunder to 25,000,000.

Exchange of Securities through the Merger Agreement

At the Effective Time, all outstanding membership units of VitaMed (the "Units") were exchanged for shares of the Company's Common Stock. In addition, all outstanding VitaMed options ("Options") and VitaMed warrants ("Warrants") were exchanged and converted into options and warrants for the purchase of the Company's Common Stock ("Company Options" and "Company Warrants"). All Units, Options and Warrants were exchanged on a pro-rata basis for shares or a right to acquire shares of the Company's Common Stock at a ratio of 1,227425 to 1 (the "Conversion Ratio"). Pursuant to the Conversion Ratio, the Company subsequently (i) issued 58,407,331 shares of the Company's Common Stock in exchange for the outstanding Units, (ii) issued Company Options under the LTIP for the purchase of an aggregate of 10,119,795 shares of the Company's Common Stock (of which a Company Option for the purchase of 3,069 shares was subsequently cancelled due to termination of employment), (iii) issued Company Warrants for the purchase of an aggregate of 859,203 shares of the Company's Common Stock, and (iv) reserved 613,710 shares of the Company's Common Stock in connection with the Company's assumption of VitaMed's obligation to issue future Warrants to affiliates in consideration for their guarantee of a bank loan for the benefit of VitaMed (the "Reserved Warrants"). The Reserved Warrants will be issued to certain officers and directors of the Company once they are earned.

Change in Officers and Directors Pursuant to Merger Agreement

In connection with the Merger, the sole director serving on the Company's Board of Directors immediately prior to the Merger resigned and the following individuals were elected as directors:

Robert G. Finizio, Chairman
John C.K. Milligan
Brian Bernick, M.D.

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THERAPEUTICSMD, INC. AND SUBSIDIARIES
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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2011

NOTE H – SUBSEQUENT EVENTS (Continued)

Change in Officers and Directors Pursuant to Merger Agreement (continued)

In addition, the sole officer of the Company immediately prior to the Merger resigned and the following individuals were named as officers:

Robert G. Finizio	Chief Executive Officer
John C.K. Milligan	President, Secretary
Daniel A. Cartwright	Chief Financial Officer, Vice President Finance, Treasurer
Mitchell Krassan	Executive Vice President, Chief Strategy Officer

The above officers hold the same positions in VitaMed. Officers serve at the pleasure of the Company's Board of Directors.

Change in Control Pursuant to Merger Agreement

As previously mentioned herein, pursuant to the Closing of the Merger, the Company issued 58,407,331 shares of its Common Stock to the members of VitaMed in exchange for 100% of their ownership thereof. Prior to the subject Merger, the members of VitaMed owned no shares of the Company. After giving effect to (i) the Reverse Split and (ii) the issuance of the Company's Common Stock in exchange for all of the outstanding units of VitaMed, there were 58,573,187 shares of the Company's Common Stock issued and outstanding after the Merger.

Securities Issued Pursuant to Stock Purchase Agreement with Pernix Therapeutics, LLC

On September 8, 2011, the Company entered into a Stock Purchase Agreement with Pernix Therapeutics, LLC, a Louisiana limited liability company ("Pernix"). Pursuant to the terms of the Stock Purchase Agreement, Pernix agreed to purchase 2,631,579 shares of the Company's Common Stock (the "Shares") at a purchase price of $0.38 per share for a total purchase price of $1,000,000 ("Purchase Price"). The closing of the Stock Purchase Agreement took place on October 5, 2011 wherein Pernix wired the Purchase Price for the benefit of the Company to VitaMed and the Company issued the Shares.

In connection with the Stock Purchase Agreement, the Company and Pernix entered into a Lock-Up Agreement of even date therewith, which, among other things, restricts the sale, assignment, transfer, encumbrance and other disposition of the Shares issued to Pernix. Pursuant to the terms of the Lock-Up Agreement, Pernix agreed that for a period of twelve (12) months from the date of the Lock-Up Agreement, it would not make or cause any sale of the Shares (the "Lock-Up Period"). After the completion of the Lock-Up Period, Pernix agreed not to sell or dispose of more than five percent (5%) of the Shares per quarter for the following twelve (12) month period.

The foregoing descriptions of the Stock Purchase Agreement and Lock-Up Agreement are qualified, in their entirety, by reference to each agreement, copies of which were attached as exhibits to the Current Report on Form 8-K filed with the Commission on September 14, 2011, which filing and exhibits are incorporated by reference.

THERAPEUTICSMD, INC. AND SUBSIDIARIES
f/k/a AMHN, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2011

NOTE H – SUBSEQUENT EVENTS (Continued)

Debt Conversion Agreements with Energy Capital, LLC and First Conquest Investment Group, LLC

As previously reported, during 2009, a non-affiliate business consultant ("Consultant") provided consulting services to the Company in the amount of $210,000 (the "Debt"). The Company issued the Consultant a demand promissory note for $210,000 dated November 9, 2010 (the "November 2010 Note") which was subsequently assigned to unaffiliated entities ("Noteholders"). On April 18, 2011, the Company and the Noteholders agreed that in exchange for the forbearance of the Noteholders not to make demand for repayment of the November 2010 Note for a minimum of sixty (60) days, the Company would (i) cancel the November 2010 Note and (ii) issue two convertible promissory notes to the Noteholders in the principal amount of $105,000 each bearing interest at the rate of six percent (6%) per annum (the "Convertible Notes"). The Convertible Notes were due on demand any time after sixty (60) days from the date of issuance (the "Maturity Date"). At the option of the Noteholders, the Convertible Notes could be converted into shares of the Company's Common Stock at any time after the Maturity Date at a fixed conversion price of $0.0105 per share. The Convertible Notes contained anti-dilution provisions.

On October 18, 2011, the Company and the Noteholders entered into Debt Exchange Agreements in which the principal amount of the Convertible Notes was converted. Pursuant to the terms thereof, an aggregate of 20,000,000 shares of the Company's Common Stock was issued to the Noteholders and their assigns. After the issuance, the Company had 81,204,766 shares of its Common Stock issued and outstanding.

The foregoing descriptions of the Convertible Notes and the Debt Conversion Agreements are qualified, in entirety, by reference to the each agreement, copies of which were attached as exhibits to the Company's Current Report on Form 8-K filed with the Commission on October 24, 2011, which filing and exhibits are incorporated herein by reference.

Consulting Agreement with Lang Naturals, Inc.

On October 21, 2011, the Company and VitaMed entered into a Consulting Agreement (the "Lang Agreement") with Lang Naturals, Inc., the primary product manufacturer of VitaMed ("Lang"). Under the two-year Lang Agreement, a Lang representative will help evaluate improvements to existing products and new products as well as services including, but not limited to research, design, compliance, scientific and regulatory affairs and commercialization of products. Compensation to Lang included the issuance of a ten-year Warrant for 800,000 underlying shares which vested immediately upon issuance. In conjunction with the Warrant, Lang executed a Lock-Up Agreement under which Lang agreed that for a period of eighteen (18) months thereafter, Lang would not make or cause any sale of the Company's securities. The Lang Agreement, Warrant and Lock-Up Agreement were attached as exhibits to the Company's Current Report on Form 8-K filed with the Commission on October 24, 2011, which filing and exhibits are incorporated herein by reference.

THERAPEUTICSMD, INC. AND SUBSIDIARIES
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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2011

NOTE H – SUBSEQUENT EVENTS (Continued)

Issuance of Options

On October 21, 2011, the Company issued Options pursuant to the LTIP to employees for the purchase of an aggregate of 385,000 shares of the Company's Common Stock with a fair value of $68,145. One ten-year Option for the purchase of 50,000 shares of the Company's Common Stock vests at the rate of 2,083.33 shares per month over a 24-month period and has an exercise price of $0.38 per share. The remaining ten-year Options vest annually over a 48-month period and have an exercise price of $0.38 per share, including an Option for the purchase of 300,000 shares of the Company's Common Stock granted to the Company's Chief Financial Officer, Daniel A. Cartwright. The valuation methodology used to determine the fair value of the Options was the Black-Scholes-Merton option-pricing model ("Black-Scholes Model"), an acceptable model in accordance with ASC 718-10. The Black-Scholes Model requires the use of a number of assumptions including volatility of the stock price, the weighted average risk-free interest rate, and the weighted average term of the Options. The Options were valued on the date of the grant using a term of three (3) years; volatility of 71.12%; risk free rate of 0.46%; and a dividend yield of 0%.

Issuance of Warrants

On October 21, 2011, the Company issued Common Stock Purchase Warrants ("Warrants") for the purchase of an aggregate of 1,584,211 shares of the Company's Common Stock with an exercise price of $0.38 per share as listed below. The valuation methodology used to determine the fair value of the Warrants was the Black-Scholes Model as defined above.

(a) The Company's Chief Financial Officer, Daniel A. Cartwright, received a ten-year Warrant for the purchase of 600,000 shares of the Company's Common Stock which vests monthly over a 44-month period with a fair value of $172,200. The Warrant was valued on the date of the grant using a term of ten (10) years; volatility of 68.99%; risk free rate of 2.23%; and a dividend yield of 0%.

(b) As previously mentioned, Lang received a ten-year Warrant for the purchase of 800,000 shares of the Company's Common Stock which vested immediately upon issuance with a fair value of $229,600. The Warrant was issued as compensation relating to a two-year Consulting Agreement with the Company. In conjunction with the issuance of the Warrant, Lang executed a Lock-Up Agreement. The Warrant was valued on the date of the grant using a term of ten (10) years; volatility of 68.99%; risk free rate of 2.23%; and a dividend yield of 0%.

(c) A non-affiliate received a five-year Warrant for the purchase of 184,211 shares of the Company's Common Stock which vested immediately upon issuance with a fair value of $42,921. The Warrant was issued as commission for introduction of a funding source. The Warrant was valued on the date of the grant using a term of five (5) years; volatility of 75.72%; risk free rate of 1.08%; and a dividend yield of 0%.

THERAPEUTICSMD, INC. AND SUBSIDIARIES
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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2011

NOTE H – SUBSEQUENT EVENTS (Continued)

Software Licensing Agreement with Pernix

On November 3, 2011, the Company and VitaMed entered into a Software License Agreement ("License Agreement") with Pernix relative to VitaMed's patent pending OPERA™ system (Ongoing Physician, Payor and Patient Evaluation Reporting and Analysis). Under the terms of the License Agreement, Pernix will have the exclusive use for a period of five years of the OPERA™ system software in the field of pediatric medicine for a monthly fee of $21,700.

Unaudited Condensed Consolidated Proforma Financial Statements

PRO-FORMA UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

The following unaudited pro-forma consolidated financial statements give effect to the reverse acquisition of VitaMed by the Company and are based on estimates and assumptions set forth herein and in the notes to such pro-forma statements.

The Company entered into a Merger Agreement by and among VitaMed and VitaMed Acquisition, LLC, ("Merger Sub"), pursuant to which the Company would acquire 100% of VitaMed. The acquisition was accomplished by the merger of Merger Sub with and into VitaMed with VitaMed being the surviving limited liability company (the "Merger") in accordance with the Limited Liability Company Act of the State of Delaware. The Merger became effective upon the filing of the Certificate of Merger with the Secretary of State of the State of Delaware on October 4, 2011 (the "Effective Time").

Prior to the closing of this transaction, the Company effected a reverse stock split of its issued and outstanding shares of common stock on a ratio of 1 for 100 (the "Reverse Split"),

This Merger is being accounted for as a reverse acquisition and a recapitalization. VitaMed is the acquirer for accounting purposes.

The following unaudited pro-forma consolidated statement of operations for the nine months ended September 30, 2011 and the year ended December 31, 2010 gives effect to the above as if the Merger and related transactions had occurred at the beginning of the period. The unaudited pro-forma consolidated balance sheet of September 30, 2011 gives effect to the above as if the Merger and related transactions had occurred on September 30, 2011.

THERAPEUTICSMD, INC. AND SUBSIDIARIES
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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2011

UNAUDITED PROFORMA CONSOLIDATED BALANCE SHEET
SEPTEMBER 30, 2011

	Historical				
	TherapeuticsMD	VitaMed	Adjustments		Consolidated
ASSETS					
Current Assets					
Cash	$ 4,238	$ 153,944	$ 1,000,000	E	$ 1,158,182
Accounts receivable	2,100	32,304	(2,100)	D	32,304
Inventory	-0-	824,461	-0-		824,461
Prepaid expense	999	8,165	-0-		9,164
Total current assets	7,337	1,018,874	997,900		2,024,111
Fixed Assets, net of accumulated depreciation of $51,651	-0-	103,471	-0-		103,471
Other Assets					
Deposits	-0-	31,949	-0-		31,949
Intangible assets	-0-	10,000	-0-		10,000
Total other assets	-0-	41,949	-0-		41,949
TOTAL ASSETS	$ 7,337	$ 1,164,294	$ 997,900		$ 2,169,531
LIABILITIES AND STOCKHOLDERS' EQUITY					
Current Liabilities					
Accounts payable	$ 15,182	$ 532,548	-0-		$ 547,730
Note, credit lines and loans payable, net of debt discount of $95,576	210,000	1,797,470	(210,000)	F	1,797,470
Note and loans payable related parties, net of debt discount of $67,199	155,000	185,468	(155,000)	C	185,468
Dividends payable	41,359	-0-	-0-		41,359
Other accrued expenses	15,505	-0-	(9,809)	C	-0-
			(5,696)	F	
TOTAL LIABILITIES	437,046	2,515,486	(380,505)		2,572,027
Stockholders' Equity					
Common stock	16,575	-0-	(16,409)	A	81,205
			58,407	B	
			2,632	E	
			20,000	F	
Members contributions	-0-	5,489,950	(5,489,950)	G	-0-
Additional paid in capital	1,661,321	1,169,903	16,409	A	7,529,444

			(58,407)	B	
			164,809	C	
			997,368	E	
			195,696	F	
			3,382,345	G	
Accumulated deficit	(2,107,605)	(8,011,045)	(2,100)	D	(8,013,145)
			2,107,605	G	
TOTAL STOCKHOLDERS' DEFICIT	(429,709)	(1,351,192)	1,378,405		(402,496)
TOTAL LIABILITIES AND STOCK-HOLDERS' EQUITY	$ 7,337	$ 1,164,294	$ 997,900		$ 2,169,531

A To reflect the reverse stock split of the Company's shares of common stock issued and outstanding on a one hundred for one (100:1) basis dated October 4, 2011.

B To record the issuance of 58,407,331 (post reverse split shares as of October 4, 2011 to the shareholders of VitaMed.

C To record the forgiveness of debt.

D The proforma adjustments represent the estimated proforma impact on the Company. These items were not incurred on a historical basis and the Company did not receive any historical benefits for these items in the historical period presented herein.

E To record common stock issued pursuant to a stock purchase agreement dated October 5, 2011 with Pernix Therapeutics, LLC.

F To record common stock issued pursuant to a debt conversion agreement dated October 18, 2011 with Energy Capital, LLC and First Conquest Investment Group, LLC.

G Purchase accounting adjustment. Accumulated Deficit recorded against Additional Paid in Capital.

UNAUDITED PROFORMA CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2011

	Historical TherapeuticsMD	VitaMed	Adjustments		Consolidated
Sales	$ 2,100	$ 1,533,806	$ (2,100)	B	$ 1,533,806
Cost of sales	-0-	685,450	-0-		685,450
Gross profit	2,100	848,356	(2,100)		848,356
Expenses:					
Sales, general and administration	164,933	4,274,098	(164,933)	B	4,274,098
Research and development	-0-	80,541	-0-		80,541
Depreciation expense	-0-	24,996	-0-		24,996
Total operating expenses	164,933	4,379,635	(164,933)		4,379,635
Operating loss	(162,833)	(3,531,279)	162,833		(3,531,279)
Other income (expense):					
Other income	5,000	-0-	(5,000)	B	-0-
Interest expense	(19,097)	(123,666)	3,592	A	(123,666)
			15,505	B	
Total other income (expense)	(14,097)	(123,666)	14,097		(123,666)
Loss from continuing operations before taxes	(176,930)	(3,654,945)	176,930		(3,654,945)
Provision for income taxes	4,304	-0-	(4,304)		-0-
Loss from continuing operations	(181,234)	(3,654.945)	181,234		(3,654,945)
Discontinued operations:					
Gain on disposal of discontinued operations	705,668	-0-	(705,668)	B	-0-
Loss from discontinued operations	(46,591)	-0-	46,591	B	-0-
Net loss from discontinued operations	659,077	(3,654,945)	(659,077)		-0-
Net income (loss)	$ 477,843	$ (3,654,945)	$ (477,843)		$ (3,654,945)
Basic and diluted loss per common share					$ (0.05)
Weighted average common shares outstanding, basic and diluted					81,204,766

(A) The proforma adjustment to interest expense reflects accrued expense associated with forgiveness of debt.

(B) The proforma adjustments represent the estimated proforma impact on the Company. These items were not incurred on a historical basis and we did not receive any historical benefits for these items in the historical period presented herein.

THERAPEUTICSMD, INC. AND SUBSIDIARIES
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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2011

UNAUDITED PROFORMA CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 30, 2010

	Historical TherapeuticsMD	VitaMed	Adjustments		Consolidated
Sales	$ 48,217	$ 1,241,921	$ (48,217)	A	$ 1,241,921
Cost of sales	-0-	556,390	-0-		556,390
Gross profit	48,217	685,531	(48,217)		685,531
Expenses:					
Operating	71,932	-0-	(71,932)	A	-0-
Sales, general and administration	382,860	3,650,959	(382,860)	A	3,650,959
Research and development	-0-	65,402	-0-		65,402
Depreciation expense	61,383	22,783	(61,383)	A	22,783
Total operating expenses	516,175	3,739,144	(516,175)		3,739,144
Operating loss	(467,958)	(3,053,613)	467,958		(3,053,613)
Other income (expense):					
Other income	22,138	-0-	(22,138)	A	-0-
Interest expense	(64,086)	-0-	64,086	A	-0-
Total other income (expense)	(41,948)	-0-	41,948		-0-
Loss from continuing operations before taxes	(509,906)	(3,053,613)	509,906		(3,053,613)
Provision for income taxes	-0-	-0-	-0-		-0-
Loss from continuing operations	(509,906)	(3,053,613)	509,906		(3,053,613)
Discontinued operations:					
Gain on disposal of discontinued operations	259,693	-0-	(259,693)	A	-0-
Loss from discontinued operations	(445,161)	-0-	445,161	A	-0-
Net loss from discontinued operations	(185,468)	-0-	185,468		-0-
Net loss	$ (695,374)	$ (3,053,613)	$ 695,374		$ (3,053,613)
Basic and diluted loss per common share					$ (0.04)
Weighted average common shares outstanding, basic and diluted					81,204,766

(A) The proforma adjustments represent the estimated proforma impact on the Company. These items were not incurred on a historical basis and we did not receive any historical benefits for these items in the historical period presented herein.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

General

The following discussion and analysis provides information which management of the Company believes to be relevant to an assessment and understanding of the Company's results of operations and financial condition. This discussion should be read together with the Company's condensed consolidated financial statements and the notes to the financial statements, which are included in this report. This information should also be read in conjunction with the information contained in our Form 10-K filed with the Securities and Exchange Commission ("SEC") on April 15, 2011, including the audited financial statements and notes included therein. The reported results will not necessarily reflect future results of operations or financial condition.

Throughout this Quarterly Report on Form 10-Q (the "Report"), the terms "we," "us," "our," "Therapeutics," or "our Company" refers to TherapeuticsMD, Inc., f/k/a AMHN, Inc., a Nevada corporation.

Caution Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains "forward-looking statements", as that term is defined in the Private Securities Litigation Reform Act of 1995. These statements relate to future events or our future financial performance. Some discussions in this report may contain forward-looking statements that involve risk and uncertainty. A number of important factors could cause our actual results to differ materially from those expressed in any forward-looking statements made by us in this report. Forward-looking statements are often identified by words like "believe," "expect," "estimate," "anticipate," "intend," "project" and similar words or expressions that, by their nature, refer to future events.

In some cases, you can also identify forward-looking statements by terminology such as "may," "will," "should," "plans," "predicts," "potential," or "continue," or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties, and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, or achievements. You should not place undue certainty on these forward-looking statements, which apply only as of the date of this report. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or our predictions. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements in an effort to conform these statements to actual results.

The Company's website is www.therapeuticsmd.com. The Company's subsidiary's website is www.vitamedmd.com.

Our Common Stock is currently traded on the OTCQB under the symbol "AMHN." In conjunction with the recent corporate actions described herein, the Company requested its trading symbol be changed to more closely align with the Company's new name. The Company expects the new trading symbol to be assigned on or about November 14, 2011.

Overview

The Company was incorporated in Utah in 1907 under the name Croff Mining Company ("Croff"). The Company changed its name to Croff Oil Company in 1952 and in 1996 changed its name to Croff Enterprises, Inc. In the twenty

(20) years prior to 2008, the Company's operations consisted entirely of oil and natural gas production. Due to a spin-off of its operations in December 2007, the Company had no

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business operations or revenue source and had reduced its operations to a minimal level, although it continued to file reports required under the Securities Exchange Act of 1934. As a result of the spin-off, the Company was a "shell company" under the rules of the Commission. After completion of subsequent transactions as described below, the Company changed its name to AMHN, Inc. on September 14, 2009 and on September 25, 2009 approved a redomicile of the Company from Utah to Nevada. As of October 4, 2011, in connection with the closing of the Agreement and Plan of Merger ("Merger Agreement") with vitaMedMD, LLC, a Delaware limited liability company ("VitaMed"), as more fully described below in Recent Events, the Company changed its name to TherapeuticsMD, Inc. and moved its corporate offices to that of its newly acquired subsidiary, VitaMed, at 951 Broken Sound Parkway NW, Suite 320, Boca Raton, FL 33487.

After closing the Merger Agreement on October 4, 2011, the Company's primary business became that of its newly acquired subsidiary, VitaMed. VitaMed is a specialty pharmaceutical company that has developed a patent-pending technology and business methodology to market both over-the-counter ("OTC") and prescription versions of nutritional supplements, drugs, medical foods and other medical products directly to consumers or through retail pharmacies. VitaMed’s business model creates unique value propositions for patients, physician/providers and insurance payors by eliminating much of the inefficiencies associated with the traditional sales, marketing and distribution models. VitaMed offers superior-quality products for a lower overall cost to patients and payors while increasing efficiencies for physicians. VitaMed's technology allows it to collect and analyze data from various sources to improve patient compliance and education, facilitate product development and provide immediate feedback on effectiveness of therapies. The result is increased efficiency and communication between the patient, physician/provider and insurance payor, ultimately creating improved outcomes for all. This combination of efficient distribution and technology provides measurable customer benefits differentiates VitaMed from existing competitors in the market.

Agreement and Plan of Reorganization with America's Minority Health Network, Inc.

On July 6, 2009, the Company entered into an Agreement and Plan of Reorganization (the “July 2009 Acquisition Agreement”) with AMHN Acquisition Corp., a newly formed Delaware corporation and wholly owned subsidiary of the Company ("Merger Sub"), America's Minority Health Network, Inc., a Delaware corporation ("America's Minority Health Network") and the major shareholders of the America's Minority Health Network (the "Major Shareholders"). The terms of the July 2009 Acquisition Agreement, which closed on July 27, 2009, provided for (i) the transfer of 100% of the issued and outstanding shares of common stock of America's Minority Health Network in exchange for the issuance to the shareholders of American's Minority Health Network of an aggregate of 13,693,689 shares of common stock of the Company (the "Company Common Stock"); (ii) the resignations of the Company's officers and directors prior to the consummation of the Agreement and the election and appointment of officers and directors as directed by America's Minority Health Network; and (iii) America's Minority Health Network to become a wholly owned subsidiary of the Company. A full description of the terms of the July 2009 Acquisition Agreement (the "Transaction") is set forth the Company's Current Report on Form 8-K filed with the Commission on July 10, 2009. In accordance with the provisions of this triangulated merger, Merger Sub merged with and into America's Minority Health Network as of the Effective Date, as that term is defined therein. Upon consummation of the July 2009 Acquisition Agreement and all transactions contemplated therein, the separate existence of Merger Sub ceased, the Company became the surviving parent corporation, and America’s Minority Health Network became its wholly owned subsidiary. As a result of the Transaction, (i) the Company ceased being a shell company, (ii) its sole business became that of America's Minority Health Network, and (iii) the Company experienced a change in control in which the former shareholders of America's Minority Health Network acquired control of the Company. For accounting purposes, the Transaction was treated as a reverse merger.

Secured Note to Seatac Digital Resources, Inc., Subsequent Default under Note, and Transfer of America's Minority Health Network, Inc.

On April 1, 2010, the Company issued a 4% Secured Promissory Note (the "Note") in the principal base amount of $800,000 (the "Principal Base Amount") to Seatac Digital Resources, Inc. ("Seatac") pursuant to the terms of that certain Note Purchase Agreement (the "Note Purchase Agreement") of even date therewith. As consideration for the Note, Seatac surrendered certain promissory notes totaling $800,000 previously issued by the Company to Seatac between June 1, 2009 and March 31, 2010 and (collectively known as the "Prior Notes"). The Principal Base Amount of the Note, plus any and all additional advances made to the Company thereafter (the "Aggregated Principal Amount"), together with accrued interest at the annual rate of four percent (4%), was due in one lump sum payment on June 30, 2010 (the "Maturity Date"). The Note provided that the Note would automatically renew on the Maturity Date for additional ninety (90) day periods (the "Extended Maturity Date") unless ten (10) days prior to the Extended Maturity Date the Holder provided written notice to the Company of its intent not to renew. If the Company committed any Event of Default (as defined in the Note Purchase Agreement), then the unpaid principal amount of, and accrued interest on the Note could be accelerated by Seatac and become due and payable, whereupon the interest rate would be increased to a rate of ten percent (10%) per annum, subject to the limitations of applicable law.

As security for the Company's obligations under the Note Purchase Agreement and the Note, the Company pledged all of the capital stock of America's Minority Health Network pursuant to the terms of a Stock Pledge and Escrow Agreement. Repayment of the Note was also guaranteed by America's Minority Health Network and was additionally secured by a blanket lien encumbering the assets of the Company and America's Minority Health Network. On July 1, 2010, Seatac made demand for the aggregated amount of $925,885, including principal of $900,000 and interest through June 30, 2010. On July 11, 2010, Seatac added a one-time late charge equivalent to six percent (6%) of the unpaid amount, or $55,553, bringing the amount payable and past due under the April 2010 Note to $981,438. Thereafter, payment of principal, interest and late charges under the April 2010 Note became past due, and as a result of the default, Seatac informed the Company that it intended to exercise its remedies and would accept the following collateral in full satisfaction of the $981,438 due under the April 2010 Note: (i) all rights, title and interest of the Company in the 1,000 shares of common stock of America's Minority Health Network, (ii) all rights, title and interest of the Company in the mark "America's Minority Health Network, Inc." and the goodwill associated with such mark, and (iii) all books and records of America's Minority Health Network held by the Company (collectively, the "Collateral").

The Company was unsuccessful in its attempts to obtain additional financing or reach an alternative arrangement with Seatac. As a result, we agreed and consented to Seatac's exercise of its remedies under the April 2010 Note and the foreclosure upon the Collateral. As part of the agreement and consent, the Company and America's Minority Health Network acknowledged that each were in default in payment of principal, interest, and late fees under the April 2010 Note and related loan documents in the aggregate of $981,438 and that the debt was secured by a first priority security interest in all of the assets of the Company and all of its subsidiaries. Accordingly, on July 30, 2010, the Company and Seatac sent joint instructions to the escrow agent, pursuant to which the escrow agent was instructed to transfer the stock certificate representing all of the outstanding shares of America's Minority Health Network being held in escrow to Seatac. The Company also entered into a trademark assignment with Seatac whereby the Company transferred all rights, title and interest in the mark "America's Minority Health Network, Inc." and the goodwill associated with such mark. The Company's settlement with Seatac included the surrender of America's Minority Health Network; however, did not include the satisfaction of a trade payable to Seatac in the amount of $455,061.

In conjunction with the settlement, Robert Cambridge and Charles Richardson resigned their positions as officers and directors of America's Minority Health Network.

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Corporate Changes Including Name Changes, Redomicile, Change in Par Value, Increase in Authorized Shares of Common Stock, and Amendments to Long Term Incentive Compensation Plan

On September 14, 2009, the Company changed its name to AMHN, Inc. On September 23, 2009, the Company's Board of Directors approved the redomicile of the Company from Utah to Nevada and approved the 2009 Long Term Incentive Compensation Plan ("LTIP"). On March 28, 2010, the Company's Board of Directors approved a single revision to the LTIP to increase the number of shares available for issuance to an aggregate of 1,500,000 shares. The Company subsequently approved a change in the par value of the Company's Common and Preferred Stock to $0.001 per share. On July 20, 2010, the Company's shareholders owning an aggregate of 8,900,898 shares (or 55%) of the Company's outstanding shares approved the actions. As mentioned herein at RECENT EVENTS, as of October 3, 2011, the Company effected a name change to TherapeuticsMD, Inc., increased it authorized shares of Common Stock to 250,000,000 and amended the LTIP to increase the number of shares available for issuance thereunder to 25,000,000.

Agreement and Plan of Reorganization with Spectrum Health Network, Inc.

On June 1, 2010, the Company entered into an Agreement and Plan of Reorganization (the "Spectrum Acquisition Agreement") with Spectrum Acquisition Corp., a newly formed Delaware corporation and wholly owned subsidiary of the Company ("Merger Sub"), Spectrum Health Network, Inc., a Delaware corporation ("Spectrum") and the sole shareholder of Spectrum (the "Sole Shareholder"). Spectrum is a digital signage waiting room network built for the multispecialty group practice and independent physician associations ("IPAs"). The terms of the Spectrum Acquisition Agreement provided for (i) the transfer of 100% of the issued and outstanding shares of common stock of Spectrum to the Company in exchange for the issuance to the Sole Shareholder of Spectrum of an aggregate of 500,000 shares of common stock of the Company (the "Company Common Stock") at a conversion ratio where one share of Spectrum was converted into 500 shares of Company Common Stock; (ii) the Company's assumption of all the assets and liabilities of Spectrum; (iii) the officers and directors of Spectrum to retain their respective positions in the Merger Sub; and (iv) Spectrum to become a wholly owned subsidiary of the Company. On June 11, 2010, the Closing Date of the Transaction pursuant to the terms and conditions of the Acquisition Agreement, the Company acquired 100% of the issued and outstanding shares of Spectrum in exchange for the issuance of an aggregate of 500,000 shares of Company Common Stock. In accordance with the provisions of this triangulated merger, Merger Sub was merged with and into Spectrum as of the Effective Date of the Acquisition Agreement, the separate existence of Merger Sub ceased, and Spectrum became a wholly owned subsidiary of the Company. In conjunction with the Acquisition Agreement, the Company assumed the assets and liabilities of Spectrum totaling approximately $247,000 and $480,000, respectively. The excess of the purchase price over the net liabilities assumed was recorded as goodwill on the consolidated balance sheet.

Secured Note to Seatac, Subsequent Default under Note, and Transfer of Spectrum Health Network, Inc.

Since the closing date of the Spectrum transaction through November 2010, Seatac had advanced approximately $487,532 to the Company specifically to address payables (the "Advances"). In order for Seatac to secure a first position for repayment of the Advances, the Company issued the Spectrum Note. The Spectrum Note, together with accrued interest at the annual rate of four percent (4%), was due in one lump sum payment on demand (the "Maturity Date"). As security for the Company’s obligations under the Spectrum Note, the Company pledged all of the capital stock of Spectrum pursuant to the terms of a Stock Pledge and Escrow Agreement dated December 16, 2010. Repayment of the Spectrum Note was guaranteed by Spectrum and secured by a blanket lien encumbering the assets of Spectrum. On December 31, 2010, the Company amended the Spectrum Note to increase the principal amount to $543,531 to include additional advances made by Seatac from September through November 2010 in the aggregate of $56,000, which amount was inadvertently not included in the initial principal amount disclosed. The foregoing description of the Spectrum Note, the Stock Pledge and Escrow Agreement, and related agreements is qualified, in entirety, by reference to each agreement, copies of which are attached as exhibits to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission (the "Commission") on December 22, 2010, which filing and exhibits are incorporated herein by reference.

In February 2011, Seatac notified the Company that it intended to make demand for payment under the Spectrum Note; however, the Company was unable to pay the balance. In an effort to satisfy the Spectrum Note in full, Seatac and the Company: (i) acknowledged that the Company and Spectrum were unable to pay the aggregated principal and interest of $547,155 due to Seatac under the Spectrum Note which was secured by a first priority security interest in all of the assets of the Company and Spectrum; (ii) sent joint instruction to the escrow agent, pursuant to which the escrow agent transferred the stock certificate representing all of the outstanding shares of Spectrum being held in escrow to Seatac; (iii) entered into a trademark assignment to transfer all rights, title and interest in the mark "Spectrum Health Network, Inc." and the goodwill associated with that mark; and (iv) entered into an Exclusive Licensing, Distribution and Advertising Sales Agreement wherein Seatac and Spectrum licensed the Company to sell subscriptions to and advertising spots on the Spectrum digital-media network. See NOTE G – DISCONTINUED OPERATIONS in the accompanying condensed consolidated financial statements for more details.

Change in Control and Officers and Directors

On December 17, 2010, the Company experienced a change in control when shareholders owning an aggregate of 8,900,898 shares of the Company's Common Stock (or 53.7% of the Company's 16,575,209 outstanding shares) sold those shares to an entity not previously affiliated with the Company or its shareholders. As mentioned herein at RECENT EVENTS, the Company experienced a second change of control pursuant to the closing of the Merger Agreement with VitaMed and reconstituted the Company's officers and directors as required thereunder.

Exclusive Licensing, Distribution and Advertising Sales Agreement

On February 15, 2011, in conjunction with the settlement of the Spectrum Note, Spectrum and Seatac entered into an Exclusive Licensing, Distribution and Advertising Sales Agreement with the Company (the "Agreement"). Under the terms of the three-year renewable Agreement, the Company was granted a license to promote, distribute and sell certain products developed and sold by Spectrum relative to its digital media network in the southeastern United States. The Agreement relates to all current and future Spectrum products and/or services developed by Spectrum, specifically services pertaining to the digital signage waiting room network built for the multispecialty group practice and IPAs including (i) network subscriptions sold to multispecialty group practices and IPAs for software, hardware and content developed for and distributed by Spectrum, and (ii) advertising spots on Spectrum's network. The Company may earn up to thirty percent (30%) of fees paid for subscriptions and advertising spots.

Consulting Agreement with Back Office Consultants, Inc.

On February 15, 2011, the Company entered into a Consulting Agreement with Back Office Consultants, Inc. ("Back Office") pursuant to which Back Office agrees to provide accounting and corporate compliance services to the Company for a monthly fee of $7,000. During the nine months ended September 30, 2011, the Company recorded consulting expense totaling $63,000. The one-year agreement has an effective date as of January 1, 2011. The President of Back Office is a former officer and current shareholder of the Company.

Demand Promissory Note

On March 1, 2011, the Company entered into a Demand Promissory Note (the "March 2011 Note") with the Company’s majority shareholder at the time wherein the Company could periodically borrow funds to satisfy its operational requirements. Interest accrued at 20% per annum. At September 30, 2011, the outstanding amount under the March 2011 Note totaled $155,000, plus accrued interest totaling $9,809. On October 3, 2011, an additional $5,000 was advanced. As more fully described in RECENT EVENTS herein, on October 4, 2011, the March 2011 Note plus accrued interest to date was forgiven. The forgiveness of this related party debt will be included as additional paid in capital in October 2011 in accordance with ASC 470-50, Debt Modifications and Extinguishments.

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Convertible Notes

During 2009, a non-affiliate business consultant ("Consultant") provided consulting services to the Company in the amount of $210,000 (the "Debt"). The Company issued the Consultant a demand promissory note for $210,000 dated November 9, 2010 (the "November 2010 Note") which was subsequently assigned to unaffiliated entities ("Noteholders"). On April 18, 2011, the Company and the Noteholders agreed that in exchange for the forbearance of the Noteholders not to make demand for repayment of the November 2010 Note for a minimum of sixty (60) days, the Company would (i) cancel the November 2010 Note and (ii) issue two convertible promissory notes to the Noteholders in the principal amount of $105,000 each bearing interest at the rate of six percent (6%) per annum (the "Convertible Notes"). The Convertible Notes were due on demand any time after sixty (60) days from the date of issuance (the "Maturity Date"). At the option of the Noteholders, the Convertible Notes could be converted into shares of the Company's Common Stock at any time after the Maturity Date at a fixed conversion price of $0.0105 per share. The Convertible Notes contained anti-dilution provisions. Aggregated accrued interest on the Notes through September 30, 2011 was $5,696. As more fully described in RECENT EVENTS herein, on October 18, 2011, the Company and the Noteholders entered into Debt Exchange Agreements in which the principal amount of the Convertible Notes was converted and accrued interest totaling approximately $6,300 was forgiven and will be reported as other income in the fourth quarter of 2011. Pursuant to the terms thereof, an aggregate of 20,000,000 shares of the Company's Common Stock was issued to the Noteholders and their assigns.

Sales Representation Agreement

On May 7, 2011, the Company entered into a Sales Representation Agreement ("Agreement") with Mann Equity, LLC ("Mann") wherein Mann purchased from the Company the right to sell the Company's products as an independent distributor for the State of Florida for $5,000. Pursuant to the terms of the one-year agreement, Mann can earn a commission of twenty percent (20%) for each contract sold for network subscription or advertising spots.

Recent Events

Agreement and Plan of Merger with VitaMedMD, LLC

The Company entered into a Merger Agreement by and among VitaMed and VitaMed Acquisition, LLC, a Delaware limited liability company and wholly owned subsidiary of the Company ("Merger Sub"), pursuant to which the Company would acquire 100% of VitaMed. The acquisition was accomplished by the merger of Merger Sub with and into VitaMed with VitaMed being the surviving limited liability company (the "Merger") in accordance with the Limited Liability Company Act of the State of Delaware. The Merger became effective upon the filing of the Certificate of Merger with the Secretary of State of the State of Delaware on October 4, 2011 (the "Effective Time").

In preparation of and prior to the closing of the Merger Agreement, the Company completed the following required corporate actions with an effective date of October 3, 2011:

- a reverse split of its outstanding shares of Common Stock on a ratio of 1 for 100 (the "Reverse Split"),
- an increase of its authorized shares of Common Stock to 250,000,000,
- a change in the name of the Company to TherapeuticsMD, Inc., and
- an amendment to the Company's Long Term Incentive Compensation Plan ("LTIP") to increase the authorized shares for issuance thereunder to 25,000,000.

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Exchange of Securities through the Merger Agreement

At the Effective Time, all outstanding membership units of VitaMed (the "Units") were exchanged for shares of the Company's Common Stock. In addition, all outstanding VitaMed options ("Options") and VitaMed warrants ("Warrants") were exchanged and converted into options and warrants for the purchase of the Company's Common Stock ("Company Options" and "Company Warrants"). All Units, Options and Warrants were exchanged on a pro-rata basis for shares or a right to acquire shares of the Company's Common Stock at a ratio of 1.227425 to 1 (the "Conversion Ratio"). Pursuant to the Conversion Ratio, the Company subsequently (i) issued 58,407,331 shares of the Company's Common Stock in exchange for the outstanding Units, (ii) issued Company Options under the LTIP for the purchase of an aggregate of 10,119,795 shares of the Company's Common Stock (of which a Company Option for 3,069 shares was subsequently cancelled due to termination of employment), (iii) issued Company Warrants for the purchase of an aggregate of 859,203 shares of the Company's Common Stock, and (iv) reserved 613,710 shares of the Company's Common Stock in connection with the Company's assumption of VitaMed's obligation to subsequently issue Warrants to affiliates in consideration for their guarantee of a bank loan for the benefit of VitaMed (the "Reserved Warrants"). The Reserved Warrants will be issued to certain officers and directors of the Company once they are earned.

Change in Officers and Directors Pursuant to Merger Agreement

In connection with the Merger, the sole director serving on the Company's Board of Directors immediately prior to the Merger resigned and the following individuals were elected as directors:

Robert G. Finizio, Chairman
John C.K. Milligan
Brian Bernick, M.D.

In addition, the sole officer of the Company immediately prior to the Merger resigned and the following individuals were named as officers:

Robert G. Finizio	Chief Executive Officer
John C.K. Milligan	President, Secretary
Daniel A. Cartwright	Chief Financial Officer, Vice President Finance, Treasurer
Mitchell Krassan	Executive Vice President, Chief Strategy Officer

The above officers hold the same positions in VitaMed. Officers serve at the pleasure of the Company's Board of Directors.

Change in Control Pursuant to Merger Agreement

As previously mentioned herein, pursuant to the Closing of the Merger, the Company issued 58,407,331 shares of its Common Stock to the members of VitaMed in exchange for 100% of their ownership thereof. Prior to the subject Merger, the members of VitaMed owned no shares of the Company. After giving effect to (i) the Reverse Split and (ii) the issuance of the Company's Common Stock in exchange for all of the outstanding units of VitaMed, there were 58,573,187 shares of the Company's Common Stock issued and outstanding after the Merger.

Securities Issued Pursuant to Stock Purchase Agreement with Pernix Therapeutics, LLC

On September 8, 2011, the Company entered into a Stock Purchase Agreement with Pernix Therapeutics, LLC, a Louisiana limited liability company ("Pernix"). Pursuant to the terms of the Stock Purchase Agreement, Pernix agreed to purchase 2,631,579 shares of the Company's Common Stock (the "Shares") at a purchase price of $0.38 per share for a total purchase price of $1,000,000 ("Purchase Price"). The closing of the Stock Purchase Agreement took place on October 5, 2011 wherein Pernix wired the Purchase Price for the benefit of the Company to VitaMed and the Company issued the Shares.

In connection with the Stock Purchase Agreement, the Company and Pernix entered into a Lock-Up Agreement of even date therewith, which, among other things, restricts the sale, assignment, transfer, encumbrance and other disposition of the Shares issued to Pernix. Pursuant to the terms of the Lock-Up Agreement, Pernix agreed that for a period of twelve (12) months from the date of the Lock-Up Agreement, it would not make or cause any sale of the Shares (the "Lock-Up Period"). After the completion of the Lock-Up Period, Pernix agreed not to sell or dispose of more than five percent (5%) of the Shares per quarter for the following twelve (12) month period.

The foregoing descriptions of the Stock Purchase Agreement and Lock-Up Agreement are qualified, in their entirety, by reference to each agreement, copies of which were attached as exhibits to the Current Report on Form 8-K filed with the Commission on September 14, 2011, which filing and exhibits are incorporated by reference.

Debt Conversion Agreements with Energy Capital, LLC and First Conquest Investment Group, LLC

As previously reported, during 2009, a non-affiliate business consultant ("Consultant") provided consulting services to the Company in the amount of $210,000 (the "Debt"). The Company issued the Consultant a demand promissory note for $210,000 dated November 9, 2010 (the "November 2010 Note") which was subsequently assigned to unaffiliated entities ("Noteholders"). On April 18, 2011, the Company and the Noteholders agreed that in exchange for the forbearance of the Noteholders not to make demand for repayment of the November 2010 Note for a minimum of sixty (60) days, the Company would (i) cancel the November 2010 Note and (ii) issue two convertible promissory notes to the Noteholders in the principal amount of $105,000 each bearing interest at the rate of six percent (6%) per annum (the "Convertible Notes"). The Convertible Notes were due on demand any time after sixty (60) days from the date of issuance (the "Maturity Date"). At the option of the Noteholders, the Convertible Notes could be converted into shares of the Company's Common Stock at any time after the Maturity Date at a fixed conversion price of $0.0105 per share. The Convertible Notes contained anti-dilution provisions. Aggregated accrued interest on the Notes through September 30, 2011 was $5,696.

On October 18, 2011, the Company and the Noteholders entered into Debt Exchange Agreements in which the principal amount of the Convertible Notes was converted and accrued interest of approximately $6,300 was forgiven and will be reported as other income in the fourth quarter of 2011. Pursuant to the terms thereof, an aggregate of 20,000,000 shares of the Company's Common Stock was issued to the Noteholders and their assigns. After the issuance, the Company had 81,204,766 shares of its Common Stock issued and outstanding.

The foregoing descriptions of the Convertible Notes and the Debt Conversion Agreements are qualified, in entirety, by reference to the each agreement, copies of which were attached as exhibits to the Company's Current Report on Form 8-K filed with the Commission on October 24, 2011, which filings and exhibits are incorporated herein by reference.

Consulting Agreement with Lang Naturals, Inc.

On October 21, 2011, the Company and VitaMed entered into a Consulting Agreement (the "Agreement") with Lang Naturals, Inc., the primary product manufacturer of VitaMed ("Lang"). Under the two-year Agreement, a Lang representative will help evaluate improvements to existing products and new products as well as services including but not limited to research, design, compliance, scientific and regulatory affairs and commercialization of products. The compensation paid to Lang included the issuance of a ten-year Warrant for the purchase of 800,000 shares of the Company's Common Stock which vested immediately upon issuance. In conjunction with the Warrant, Lang executed a Lock-Up Agreement under which Lang agreed that for a period of eighteen (18) months thereafter, Lang would not make or cause any sale of the Company's securities. The Consulting Agreement, Warrant and Lock-Up Agreement were attached as exhibits to the Company's Current Report on Form 8-K filed with the Commission on October 24, 2011, which filing and exhibits are incorporated herein by reference.

Issuance of Options

On October 21, 2011, the Company issued Non-Qualified Stock Options ("Options") pursuant to the LTIP to employees for the purchase of an aggregate of 385,000 shares of the Company's Common Stock with a fair value of $68,145. One ten-year Option for the purchase of 50,000 shares vests at the rate of 2,083.33 shares per month over a 24-month period and has an exercise price of $0.38 per share. The remaining ten-year Options vest annually over a 48-month period and have an exercise price of $0.38 per share, including an Option for the purchase of 300,000 shares granted to the Company's Chief Financial Officer, Daniel A. Cartwright. The valuation methodology used to determine the fair value of the Options was the Black-Scholes-Merton option-pricing model ("Black-Scholes Model"), an acceptable model in accordance with ASC 718-10. The Black-Scholes Model requires the use of a number of assumptions including volatility of the stock price, the weighted average risk-free interest rate, and the weighted average term of the Options. The Options were valued on the date of the grant using a term of three (3) years; volatility of 71.12%; risk free rate of 0.46%; and a dividend yield of 0%.

Issuance of Warrants

On October 21, 2011, the Company issued Common Stock Purchase Warrants ("Warrants") for the purchase of an aggregate of 1,584,211 shares of the Company's Common Stock with an exercise price of $0.38 per share as listed below. The valuation methodology used to determine the fair value of the Warrants was the Black-Scholes Model as defined above.

(a) The Company's Chief Financial Officer, Daniel A. Cartwright, received a ten-year Warrant for the purchase of 600,000 shares of the Company's Common Stock that vest monthly over a 44-month period with a fair value of $172,200. The Warrant was valued on the date of the grant using a term of ten (10) years; volatility of 68.99%; risk free rate of 2.23%; and a dividend yield of 0%.

(b) As discussed above, Lang received a ten-year Warrant for the purchase of 800,000 shares of the Company's Common Stock which vested immediately upon issuance with a fair value of $229,600. The Warrant was issued as compensation relating to a two-year Consulting Agreement with the Company. In conjunction with the issuance of the Warrant, Lang executed a Lock-Up Agreement. The Warrant was valued on the date of the grant using a term of ten (10) years; volatility of 68.99%; risk free rate of 2.23%; and a dividend yield of 0%.

(c) A non-affiliate received a five-year Warrant for the purchase of 184,211 shares of the Company's Common Stock which vested immediately upon issuance with a fair value of $42,921. The Warrant was issued as commission for introduction of a funding source. The Warrant was valued on the date of the grant using a term of five (5) years; volatility of 75.72%; risk free rate of 1.08%; and a dividend yield of 0%.

Software Licensing Agreement with Pernix

On November 3, 2011, the Company and VitaMed entered into a Software License Agreement ("License Agreement") with Pernix relative to VitaMed's patent pending OPERA™ system (Ongoing Physician, Payor and Patient Evaluation Reporting and Analysis). Under the terms of the License Agreement, Pernix will have the exclusive use for a period of five years of the OPERA™ system software in the field of pediatric medicine for a monthly fee of $21,700.

Results of Operations

The following discussion of our financial condition and results of operations should be read in conjunction with our financial statements, included herewith. This discussion should not be construed to imply that the results discussed herein will necessarily continue into the future, or that any conclusion reached herein will necessarily be indicative of actual operating results in the future. Such discussion represents only the best present assessment of our management.

The following information presents the results of operations for the Company's continuing operations through for the three month periods ended September 30, 2011 and 2010. As outlined in Recent Events herein, the Company closed a Merger Agreement with VitaMed on October 4, 2011. For more information, see NOTE H – SUBSEQUENT EVENTS, UNAUDITED CONDENSED CONSOLIDATED PRO-FORMA FINANCIAL STATEMENTS in the accompanying condensed consolidated financial statements. The unaudited pro-forma consolidated statement of operations for the nine months ended September 30, 2011 and the year ended December 31, 2010 gives effect as if the Merger had occurred at the beginning of the period. The unaudited pro-forma consolidated balance sheet of September 30, 2011 assumes gives effect as if the Merger had occurred on September 30, 2011.

CONTINUING OPERATIONS OF THERAPEUTICS

Results for the three month periods ended September 30, 2011 and 2010

Revenues

The Company had revenues totaling $2,100 and $0 from continuing operations during the three month periods ended September 30, 2011 or 2010, respectively.

General and Administration

The Company's general and administrative expenses consist of accounting and administrative costs, professional fees and other general corporate expenses. General and administrative expenses for the three month period ended September 30, 2011 were $64,594 compared to $66,944 for the three month period ended September 30, 2010. The decrease was largely the result of terminated consulting fee arrangements associated with investor and public relations partially offset by increases in legal and accounting costs.

Other Expenses

The Company's interest expense for the three month period ended September 30, 2011 was $11,732 compared to $55,587 for the same period in 2010. The decrease in interest expense was primarily the result of the elimination of certain note obligations and related interest expense of the July 30, 2010 payoff of the April 1, 2010 Secured Promissory Note to Seatac Digital Resources, Inc. through the transfer of America's Minority Network, Inc. (as described above) partially offset by interest accrued on the March 2011 Note due to the Company's major shareholder.

Results for the nine month periods ended September 30, 2011 and 2010

Revenues and Network Operating Costs

The Company had revenues totaling $2,100 and $0 from continuing operations during nine month periods ended September 30, 2011 or 2010, respectively.

General and Administration

The Company's general and administrative expenses consist of accounting and administrative costs, professional fees and other general corporate expenses. General and administrative expenses for the nine month period ended September 30, 2011 were $164,933 compared to $263,654 for the nine month period ended September 30, 2010. The decrease was largely the result of terminated consulting fee arrangements associated with investor and public relations partially offset by increases in legal and accounting costs.

Other Expenses

The Company's interest expense for the nine month period ended September 30, 2011 was $19,097 compared to $64,086 for the same period in 2010. The decrease in interest expense was primarily the result of the elimination of certain note obligations and related interest expense of the July 30, 2010 payoff of the April 1, 2010 Secured Promissory Note to Seatac Digital Resources, Inc. through the transfer of America's Minority Network, Inc. (as described above) partially offset by interest accrued on the March 2011 Note due to the Company's major shareholder.

DISCONTINUED OPERATIONS

The gains and losses from the disposition of certain income-producing assets and associated liabilities, operating results, and cash flows are reflected as discontinued operations in the consolidated financial statements for all periods presented. Although net earnings are not affected, the Company has reclassified results that were previously included in continuing operations as discontinued operations for qualifying dispositions.

Spectrum Health Network, Inc.

	July 1, 2010 through September 30, 2010	June 11, 2010 through September 30, 2010
Operating revenues	$22,120	$27,854
Operating expenses:		
Operating costs	32,625	39,568
General and administration	15,326	22,964
Depreciation and amortization	29,909	38,642
Total operating expense	77,860	101,174
Loss from discontinued operations	$(55,740)	$(73,320)

Summarized financial information for discontinued operations for the period January 1, 2011 through February 14, 2011 is as follows:

Operating revenues	$12,573
Operating expenses:	
Operating costs	16,356
General and administration	32,989
Depreciation	9,819
Total operating expense	59,164
Loss from discontinued operations	$(46,591)

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America's Minority Health Network, Inc.

On July 31, 2010, America's Minority Health Network was released to Seatac (as described above), and was not a subsidiary of the Company during the three and nine months ended September 30, 2011, therefore no comparative information is available. However, the results for each respective period in 2010 are listed below.

	Three Months Ended September 30, 2010	Nine Months Ended September 30, 2010
Operating revenues	$16,382	$60,645
Operating expenses:		
Operating costs	12,267	81,084
General and administration	7067	101,673
Sales and marketing	25,330	168,544
Depreciation and amortization	23,189	145,974
Total operating expense	67,853	497,275
Other expense		
Interest expense	-0-	(8,531)
Total other income and (expense)	-0-	(8,531)
Loss from discontinued operations	$(51,471)	$(445,161)

Liquidity and Capital Resources

At September 30, 2011, the Company’s cash balance was $4,238. Outstanding liabilities as of September 30, 2011 totaled $437,046 including $164,809 in a note payable and accrued interest due to a related party. The Company’s working capital deficit as of September 30, 2011 was $429,709.

As discussed in Recent Events, the Company closed the Merger Agreement with VitaMed on October 4, 2011 and the operation of VitaMed became the Company's primary focus. VitaMed began its business in 2008 and has not yet attained a level of revenue to allow it to meet its current overhead. The Company's management does not contemplate attaining profitable operations until late 2013, nor is there any assurance that such an operating level can ever be achieved. The Company will be dependent upon obtaining additional financing in order to adequately fund working capital, infrastructure, manufacturing expenses and significant marketing/investor related expenditures to gain market recognition, so that it can achieve a level of revenue adequate to support its cost structure, none of which can be assured. Management believes that the Company will need approximately $5 million over the next twelve months. While initial operations have been funded with private placements of equity and bridge loans, there can be no assurance that adequate financing will continue to be available, and, if available, be on terms that are favorable.

Off-Balance Sheet Arrangements

None.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Our Company is a smaller reporting company as defined by Rule 12b-2 of the Exchange Act, and as such, is not required to provide the information required under this item.

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Item 4. Controls and Procedures

Disclosure Controls and Procedures

Disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports filed or submitted under the Securities Exchange Act of 1934 (the "Exchange Act") is recorded, processed, summarized and reported, within the time period specified in the SEC's rules and forms and is accumulated and communicated to Robert G. Finizio, the Company's Chief Executive Officer, as appropriate, in order to allow timely decisions in connection with required disclosure.

Evaluation of Disclosure Controls and Procedures

Mr. Finizio and Daniel A. Cartwright, currently serving as the Company's Chief Executive Officer and Chief Financial Officer respectively, evaluated the effectiveness of the design and operation of our Company's disclosure controls and procedures (as such term is defined in Rules 13a-15 and 15d-15 under the Exchange Act) as of the end of the period covered by this quarterly report. Based on such evaluation, they concluded that the Company's disclosure controls and procedures are not effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in SEC's rules and forms. During the most recently completed nine-month period ended September 30, 2011, there has been no significant change in the Company's internal control over financial reporting that has affected, or is reasonably likely to affect, the Company's internal control over financial reporting.

Changes in Internal Controls

During the nine months ended September 30, 2011, there were no significant changes in internal controls of the Company, or other factors that could significantly affect these controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

None.

Item 1A. Risk Factors.

The Company is a smaller reporting company and is not required to provide the information required by this item.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults upon Senior Securities.

None.

Item 4. [Removed and Reserved.]

Item 5. Other Information.

None.

Item 6. Exhibits.

Exh.	Date	Description
2.1	July 6, 2009	Agreement and Plan of Reorganization among Croff Enterprises, Inc., AMHN Acquisition Corp., America's Minority Health Network, Inc., and the Major Shareholders. (1)
2.2	June 11, 2010	Agreement and Plan of Reorganization (for the acquisition of Spectrum Health Network, Inc.) (2)
2.3	October 25, 2007	Croff Enterprises, Inc. Plan of Corporate Division and Reorganization(3)
2.4	July 18, 2011	Agreement and Plan of Merger by and among AMHN, Inc., VitaMedMD, LLC and VitaMed Acquisition, LLC(9)
3.1	September 14, 2009	Articles of Amendment to Articles of Incorporation (to change name to AMHN, Inc.)(4)
3.2	July 27, 2009	Certificate of Merger of AMHN Acquisition Corp. with and into America's Minority Health Network, Inc. (5)
3.3	December 7, 2007	Articles of Amendment of Croff Enterprises, Inc. (to increase authorized common shares from 20,000,000 to 50,000,000)(3)
3.4	July 20, 2010	Articles of Conversion filed in the State of Nevada(6)
3.5	July 20, 2010	Articles of Incorporation filed in the State of Nevada(6)
3.6	August 3, 2010	Certificate of Amendment and Restatement to the Articles of Incorporation of AMHN, Inc. (to change name and increase authorized shares)
3.7	n/a	Bylaws for the State of Nevada(7)
10.1	November 9, 2010	Promissory Note to Philip M. Cohen for $210,000(8)
10.2	April 18, 2011	Convertible Promissory Note to First Conquest Investment Group, L.L.C. for $105,000(8)
10.3	April 18, 2011	Convertible Promissory Note to Energy Capital, LLC for $105,000(8)
10.4	May 7, 2011	Sales Representation Agreement with Mann Equity, LLC(8)
10.5	July 9, 2011	Lease Agreement(10)
10.6	September 8, 2011	Stock Purchase Agreement between the Company and Pernix Therapeutics, LLC(10)
10.7	September 8, 2011	Lock-Up Agreement between the Company and Pernix Therapeutics, LLC(10)
10.8	October 18, 2011	Debt Conversion Agreement with Energy Capital, LLC(11)
10.9	October 18, 2011	Debt Conversion Agreement with First Conquest Investment Group, LLC(11)
10.10	October 21, 2011	Consulting Agreement with Lang Naturals, Inc. (11)
10.11	October 21, 2011	Warrant to Lang Naturals, Inc. (11)
10.12	October 21, 2011	Lock-Up Agreement with Lang Naturals, Inc. (11)

10.13	November 3, 2011	Software License Agreement with Pernix Therapeutics, LLC*
31.1	November 7, 2011	Certification of Chief Executive Officer of Periodic Report pursuant to Rule 13a-14a and Rule 14d-14(a)*
31.2	November 7, 2011	Certification of Chief Financial Officer of Periodic Report pursuant to Rule 13a-14a and Rule 14d-14(a)*
32.1	November 7, 2011	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350*
32.2	November 7, 2011	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350*
101.INS	n/a	XBRL Instance Document*
101.SCH	n/a	XBRL Taxonomy Extension Schema Document*
101.CAL	n/a	XBRL Taxonomy Extension Calculation Linkbase Document*
101.DEF	n/a	XBRL Taxonomy Extension Definition Linkbase Document*
101.LAB	n/a	XBRL Taxonomy Extension Label Linkbase Document*
101.PRE	n/a	XBRL Taxonomy Extension Presentation Linkbase Document*

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(1) Filed as an exhibit to Form 8-K filed with the Commission on July 10, 2009 and incorporated herein by reference.

(2) Filed as an exhibit to Current Report on Form 8-K filed with the Commission on June 14, 2010 and incorporated herein by reference.

(3) Filed as an exhibit to Form 10-K for the year ended December 31, 2007 filed with the Commission on May 8, 2008 and incorporated herein by reference.

(4) Filed as an exhibit to Form 10-Q for quarter ending September 30, 2009 filed with the Commission on November 16, 2009 and incorporated herein by reference.

(5) Filed as an exhibit to Form 10-K filed with the Commission on March 17, 2010 and incorporated herein by reference.

(6) Filed as an exhibit to Form 10-Q for quarter ending June 30, 2010 filed with the Commission on August 3, 2010 and incorporated herein by reference.

(7) Filed as an exhibit to Definitive 14C Information Statement filed with the Commission on June 29, 2010 and incorporated herein by reference.

(8) Filed as an exhibit to Form 10-Q for quarter ending March 30, 2011 filed with the Commission on May 19, 2011 and incorporated herein by reference.

(9) Filed as an exhibit to Form 8-K filed with the Commission on July 21, 2011 and incorporated herein by reference.

(10) Filed as an exhibit to Form 8-K filed with the Commission on October 12, 2011 and incorporated herein by reference.

(11) Filed as an exhibit to Form 8-K filed with the Commission on October 24, 2011 and incorporated herein by reference.

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

DATE: November 7, 2011

TherapeuticsMD, INC.

By: /s/ Robert G. Finizio
Robert Finizio
Chief Executive Officer

By: /s/ Daniel A. Cartwright
Daniel A. Cartwright
Chief Financial Officer