

BANK OF AMERICA CORP /DE/  
Form FWP  
October 19, 2016

**Filed Pursuant to Rule 433  
Registration No. 333-202354**

**BANK OF AMERICA CORPORATION**

**MEDIUM-TERM NOTES, SERIES L**

**\$500,000,000**

**FLOATING RATE SENIOR NOTES, DUE OCTOBER 2022**

**FINAL TERM SHEET**

**Dated October 18, 2016**

Issuer: Bank of America Corporation

Ratings of this Series: Baa1 (Moody's)/BBB+ (S&P)/A (Fitch)

Title of the Series: Floating Rate Senior Notes, due October 2022 (the Notes )

Aggregate Principal Amount Initially Being Issued: \$500,000,000

Issue Price: 100.000%

Trade Date: October 18, 2016

Settlement Date: October 21, 2016 (T+3)

Maturity Date: October 21, 2022

Ranking: Senior

Minimum Denominations: \$2,000 and multiples of \$1,000 in excess of \$2,000

Day Count Fraction: Actual/360

Base Rate: Three-Month LIBOR (Reuters Page LIBOR01)

Index Maturity: 90 days

Spread: 118 basis points

Interest Payment Dates and Interest Reset Dates: January 21, April 21, July 21, and October 21 of each year, beginning January 21, 2017, subject to adjustment in accordance with the modified following business day convention (adjusted).

Interest Periods: Quarterly

Interest Determination Dates: Second London banking day prior to applicable Interest Reset Date

Listing: None

Lead Manager and Sole Book-Runner: Merrill Lynch, Pierce, Fenner & Smith Incorporated

Senior Co-Managers:  
Barclays Capital Inc.  
BBVA Securities Inc.  
BMO Capital Markets Corp.  
BNY Mellon Capital Markets, LLC  
Capital One Securities, Inc.  
Credit Agricole Securities (USA) Inc.  
Danske Markets Inc.  
Erste Group Bank AG  
HSBC Securities (USA) Inc.  
ING Financial Markets LLC  
Lloyds Securities Inc.

Mizuho Securities USA Inc.

nabSecurities, LLC

Rabo Securities USA, Inc.

RBS Securities Inc.

Santander Investment Securities Inc.

Scotia Capital (USA) Inc.

SG Americas Securities, LLC

SMBC Nikko Securities America, Inc.

The Huntington Investment Company

UniCredit Capital Markets LLC

Junior Co-Managers:  
CastleOak Securities, L.P.

Blaylock Beal Van, LLC

Mischler Financial Group, Inc.

Siebert Cisneros Shank & Co., L.L.C.

CUSIP: 06051G FY0

ISIN: US06051GFY08

Concurrent Offering: \$2,000,000,000 2.503% Senior Notes, due October 2022  
\$2,500,000,000 3.248% Senior Notes, due October 2027

The settlement of the Notes is not contingent on the settlement of either of the concurrent offerings.

Optional Redemption:

The Issuer may redeem the Notes, at its option, in whole, but not in part, on October 21, 2021, upon at least 10 business days but not more than 60 calendar days prior written notice to holders of the Notes, at a redemption price equal to 100% of the principal amount of the Notes being redeemed, plus accrued and unpaid interest, if any, thereon, to but excluding, the redemption date.

Notwithstanding the foregoing, any interest on Notes being redeemed that is due and payable on an Interest Payment Date falling on or prior to a redemption date for such Notes will be payable on such Interest Payment Date to holders of such Notes being redeemed as of the close of business on the relevant record date according to the terms of the Notes and the Senior Indenture.

Unless the Issuer defaults on payment of the redemption price, interest will cease to accrue on the Notes on the redemption date.

Bank of America Corporation (the Issuer) has filed a registration statement (including a pricing supplement, a prospectus supplement, and a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read those documents and the other documents that the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may obtain these documents for free by visiting EDGAR on the SEC website at www.sec.gov. Alternatively, the lead manager will arrange to send you the pricing supplement, the prospectus supplement, and the prospectus if you request them by contacting Merrill Lynch, Pierce, Fenner & Smith Incorporated, toll free at 1-800-294-1322. You may also request copies by e-mail from fixedincomeir@bankofamerica.com or dg.prospectus\_requests@baml.com.

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54,785,438 \$ -- ===== (Table Continued) Additional Retained  
 Stockholders' Subscription Paid in Earnings Equity Receivable Capital (Deficit) (Deficiency) -----  
 ----- Balance, January 1, 2001 \$(906,788) \$ 12,077,292 \$(38,937,160) \$(22,380,894) Issuance of shares  
 for services rendered -- 3,310,468 -- 3,310,468 Issuance of shares in exchange for rescission -- 180,000 -- 180,000  
 Purchase of treasury shares -- (118,401) -- (118,401) Sale of treasury shares -- 50,000 -- 50,000 Cancellation of shares  
 -- -- -- Cancellation of subscriptions 906,788 (906,788) -- -- Net loss -- -- (11,812,791) (11,812,791) Balance,  
 December 31, 2001 \$ -- \$ 14,592,571 \$(50,749,951) \$(30,771,618) Net income -- -- 10,170,488 10,170,488 -----  
 ----- Balance, December 31, 2002 \$ -- 14,592,571 \$(40,579,463) \$(20,601,130)  
 ===== See notes to the financial statements. 21 Logistics  
 Management Resources, Inc. F.T.A. U.S. Trucking, Inc. Statements of Cash Flows Year Ended December 31,  
 ----- 2002 2001 ----- Cash Flows From Operating Activities Continuing Operations Loss before  
 discontinued operations \$ (630,425) \$(6,858,573) Adjustments to Reconcile Net Loss to Net Cash Used By Operating  
 Activities Depreciation and amortization expense 1,329 82,113 Issuance of common stock for services rendered --  
 3,310,468 Issuance of common stock for Rescission Agreement -- 180,000 (Increase) Decrease in Assets Inventory --  
 162,000 Increase (Decrease) in Liabilities Cash overdraft -- (29,688) Accrued expenses 411,418 4,065,932 -----  
 ----- Net Cash Provided (Used) by Continuing Operations (217,678) 912,252 ----- Discontinued  
 Operations Gain (loss) on disposal of discontinued operations 10,800,913 (4,954,218) Adjustments to Reconcile Gain  
 (Loss) by from Discontinued Operations to Net Cash Provided (Used) Increase in net liabilities of discontinued  
 operations (12,359,000) 3,537,575 ----- Net Cash (Used) by Discontinued Operations (1,558,087)  
 (1,416,643) ----- Net Cash (Used) by Operating Activities (1,775,765) (504,391) -----  
 Cash Flows From Investing Activities Purchases of equipment -- (7,639) ----- Net Cash (Used) by  
 Investing Activities -- (7,639) ----- See notes to the financial statements. 22 Logistics Management  
 Resources, Inc. F.T.A. U.S. Trucking, Inc. Statements of Cash Flows (Continued) Year Ended December 31, 2001  
 2000 ----- Cash Flows from Financing Activities Net proceeds from related parties 1,815,780 456,015 Purchase of  
 treasury stock -- (118,401) Sale of treasury stock -- 50,000 Proceeds from (repayments of) loans payable (40,015)  
 124,416 Net Cash Provided by Financing Activities 1,775,765 512,030 Net Change in Cash -- -- Cash at beginning of  
 year -- -- ----- Cash at end of year \$ -- \$ -- ===== SUPPLEMENTAL DISCLOSURES  
 OF CASH FLOW INFORMATION Cash paid during the year for: -- -- Interest expense ----- \$ -- \$ --  
 Income taxes ===== SUPPLEMENTAL SCHEDULE OF NON-CASH INVESTING AND  
 FINANCING ACTIVITIES During the first quarter of 2001, the Registrant acquired the business of Trans-Logistics,  
 Inc. This transaction was rescinded several months later. The Registrant issued 1,500,000 common shares with a value  
 of \$180,000 in connection with this transaction. During 2001, the Registrant issued 15,488,764 shares of common  
 stock for services rendered value at \$3,310,468. No shares were issued during the year ended December 31, 2002. See  
 notes to the financial statements. 23 Logistics Management Resources, Inc. F.T.A. U.S. Trucking, Inc. Notes to the

Financial Statements Note 1 - General and Summary of Significant Accounting Policies (A) Nature of Business. Logistics Management Resources, Inc. (the "Registrant"), formerly U. S. Trucking, Inc. was incorporated in Colorado under the name Northern Dancer, Inc. in January, 1987 for the purpose of acquiring an operating business. It completed a small public offering in 1988. In September, 1998 it completed a reverse acquisition of Logistics Management Resources, Inc., formerly U. S. Trucking, Inc., a Nevada corporation that had two operating subsidiaries which it had acquired in early 1997 just after it was incorporated. Corporate headquarters are located in Louisville, Kentucky. On November 30, 2000 all four of the Registrant's operating subsidiaries filed voluntary petitions for reorganization under Chapter 11 of the U. S. Bankruptcy Code. These filings were subsequently converted to Chapter 7. The Registrant is presently attempting to restructure its liabilities, and to identify and enter into a business combination with a profitable privately owned business. (B) Basis of Presentation. The accompanying balance sheet and related statements of operations, stockholders' equity (impairment) and cash flows at and for the years ended December 31, 2002 and 2001, include the financial activities of the Registrant. Financial activities of former subsidiaries are included in discontinued operations. (C) Earnings Per Share. Basic earnings per share are computed by dividing net income available to common shareholders by the weighted average number of common shares outstanding during the year. Diluted earnings per share are calculated by combining weighted average number of common shares outstanding and potentially dilutive common share equivalents unless the effect of doing so is anti-dilutive. Common equivalent shares have been excluded from the 2002 and 2001 computation of diluted earnings per share since their effect is anti-dilutive. The weighted average number of shares for 2002 and 2001 was 54,785,438 and 52,218,684, respectively. (D) Fair Value of Financial Instruments. The fair values of accrued expenses and other short-term obligations approximate their carrying values because of the short maturity of these financial instruments. In accordance with Statement of Financial Accounting Standards No. 107, "Disclosure About Fair Value of Financial Instruments," rates available at balance sheet dates to the Registrant are used to estimate the fair value of existing debt. 24 (E) Income Taxes. The Registrant utilizes Statement of Financial Accounting Standards No. 109 ("SFAS 109"), "Accounting for Income Taxes," which requires an asset and liability approach to financial accounting and reporting for income taxes. The difference between the financial statement and tax basis of assets and liabilities is determined annually. Deferred income tax assets and liabilities are computed for those temporary differences that have future tax consequences using the current enacted tax laws and rates that apply to the periods in which they are expected to affect taxable income. In some situations, SFAS 109 permits the recognition of expected benefits of utilizing net operating loss and tax credit carry-forwards. Valuation allowances are established based upon management's estimate, if necessary. Income tax expense is the current tax payable or refundable for the period plus or minus the net change in the deferred tax assets and liabilities. (F) Use of Estimates. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. (H) Property and Equipment. The cost of office equipment is depreciated for financial statement purposes on a straight line basis over 5-7 years. Repairs and maintenance expenditures which do not extend the useful lives of the related assets are expensed as incurred. Note 2 - Equipment

	2002	2001		
Equipment at cost, less accumulated depreciation	\$8,859	\$8,859		
Less accumulated depreciation	3,492	2,163		
Total	\$5,367	\$6,696		

Depreciation expense charged to operations was \$1,329 and \$1,918 in 2002 and 2001, respectively. Note 3 - Convertible Debentures During 2000, the Registrant issued \$4,650,000 of its 10% - 11.5% convertible debentures due May 31, 2002. The Registrant received proceeds of \$4,502,000, net of \$148,000 of debt issuance costs. Also, during 2000, \$50,296 of debentures and \$20,201 of accrued interest were converted into 897,504 and 361,377 common shares, respectively. 25 The holders of the debentures are entitled, at their option, to convert at any time, all or any part of the principal amount of the debentures plus accrued interest. During 2001, a debenture in the amount of \$3,000,000 was amended and restated to a new principal balance of \$3,793,460, which included penalties and interest accrued through the date of the amendment and restatement. The price per share of Common Stock into which the debentures are convertible is the higher of \$1.50 or the lower of 80% of the average closing bid price of the Common Stock quoted on the NASDAQ OTCBB Market for three trading days preceding the conversion date or \$2.37 per share. In no event will the conversion price be less than \$1.50 per share. Note 4 - Discontinued Operations and Estimated Guarantee Obligations On November 30, 2000, the Registrant's four operating subsidiaries filed voluntary petitions for reorganization under Chapter 11 of the

Bankruptcy Code. The Registrant is liable as a guarantor on certain indebtedness of its former subsidiaries. The estimated gain (loss) on the disposal of the discontinued operations is \$10,800,913 and \$(4,954,218) in 2002 and 2001, respectively, (net of income tax benefit of \$0 in both years), and represents the estimated gain (loss) to the Registrant as a result of the bankruptcy filings of its former subsidiaries, and subsequent settlement of estimated guarantee obligations. The Registrant is liable for obligations as to which it is a primary or secondary guarantor relating to its former subsidiaries which have been discontinued. Resultant estimated guarantee obligations amount to \$4,601,504 at December 31, 2002. Note 5 - Income Taxes For the years ended December 31, 2002 and 2001 the Registrant has no income tax provision or benefit. The Registrant's total deferred tax asset and valuation allowance are as follows at December 31, 2002: 2002 2001 Total deferred tax asset \$ 17,000,000 \$ 21,000,000 Less valuation allowance (17,000,000) (21,000,000) ----- Net deferred tax asset \$ -- \$ -- =====

===== The valuation allowance account has decreased by \$4,000,000 as of December 31, 2002. 26 At December 31, 2002, the Registrant has available approximately \$23,000,000 of net operating loss carryforwards which may be used to reduce future federal and state taxable income and expire between December 31, 2008 and December 31, 2021. Note 6 - Preferred Stock Series A Preferred Stock - On February 1, 1999, the Registrant entered into three stock exchange agreements whereby a total of 9,990,000 shares of Common Stock were exchanged for 999,000 shares of Series A Preferred Stock. The value of the shares was determined to be \$762 and such amount was deducted from additional paid-in capital. Each share of Series A Preferred Stock is entitled to ten votes and will vote together with the holders of the Common Stock. Pursuant to this agreement, each share of Series A Preferred Stock may be exchanged for ten shares of Common Stock as follows: one fifth of the shares upon the Registrant reporting revenues of \$31 million or more for any fiscal year or shorter period in a report filed on Form 10-KSB or any appropriate Securities and Exchange Commission filing; an additional one-fifth if revenues are at or above \$41 million; an additional one fifth if revenues are at or above \$51 million; an additional one-fifth if revenues are at or above \$61 million; and the balance if revenues are at or above \$71 million. Based upon the revenues reported in the accompanying consolidated financial statements, none of the Series A Preferred Stock are eligible to be exchanged for Common Stock. Series B Convertible Preferred Stock - During 1999, the Registrant sold \$2,000,000 of Series B Convertible Preferred Stock and issued 2,000 shares. The Registrant incurred \$185,000 of issuance costs that were deducted from additional paid-in capital. Shares of Series B Convertible Preferred Stock are convertible into shares of Common Stock based upon the stated value of \$1,000 per share of Preferred Stock divided by the conversion price on the date of conversion. Holders of Series B Convertible Preferred Stock may elect to convert their shares commencing on the earlier of October 28, 1999 or the occurrence of any merger, tender offer, or redemption event. The conversion price is equal to 90% of the average closing bid price for the ten consecutive trading days immediately preceding the conversion date, not to exceed \$2.59 per share. Holders of Series B Preferred Stock are entitled to receive a dividend of 12% annually. No dividends have been declared from issuance through December 31, 2002. There are also provisions in the security which allow the holders to redeem their shares upon the occurrence of certain events including the inability of the Registrant to issue free trading common stock to the holders because the shares have not been registered under the Securities Act. The Series B shareholders have no voting rights. Series C Convertible Preferred Stock - During 1999, the Registrant issued 50,000 shares of Series C Convertible Preferred Stock to existing related party shareholders in exchange for their guaranteeing the Registrant's debt incurred under the revolving credit agreement. The shares were valued for financial statement purposes at \$.30 per share. During June 2000 the Registrant also issued 200,000 shares of Series C Preferred Stock to each of Danny L. Pixler, the Registrant's Chief Executive and Financial Officer, and the Huff Grandchildrens' Trust in consideration of those parties' guaranties with respect 27 to in excess of \$13,000,000 of debt obligations of the Registrant or its affiliates. Each Series C share carries 100 votes per share on all matters submitted to a vote of stockholders, but otherwise carries no rights to dividends or other distributions. The holders of Series C Preferred Stock have no liquidation rights and no rights to dividends. The Series C Preferred Stock is not redeemable. Series D Convertible Preferred Stock - During 1999, the Registrant sold \$950,000 of Series D Convertible Preferred shares and issued 950 shares. The Registrant incurred \$150,000 of issuance costs that were deducted from additional paid-in capital. Shares of Series D Convertible Preferred Stock are convertible into shares of common stock based on the stated value of \$1,000 per share of preferred stock divided by the conversion price on the conversion date. Holders of the Series D Convertible Preferred Stock may elect to convert their shares commencing the earlier of January 8, 2000 or the occurrence of a merger, tender offer, or redemption event. Holders of Series D Convertible Preferred Stock are entitled to receive a dividend of 12% annually. No

dividends have been declared from issuance through December 31, 2002. In addition, the holders of Series D Convertible Preferred Stock have no voting rights. Series E Convertible Preferred Stock - During 1999, the Registrant sold \$2,300,000 of Series E Convertible Preferred Stock and issued 2,300 shares. The Registrant incurred \$282,900 of issuance costs that were deducted from additional paid-in capital. Shares of Series E Convertible Preferred Stock are convertible into shares of Common Stock based upon the stated value of \$1,000 per share of preferred stock divided by the conversion price on the conversion date. Holders of the Series E Convertible Preferred Stock may elect to convert their shares commencing on the earlier of March 9, 2000, or the occurrence of a merger, tender offer, or redemption event. The conversion price is \$3.18 per share. Series E Convertible Preferred Stock has no voting rights and are entitled to receive a dividend of 12% annually. No dividends have been declared to date. Note 7 - Common Stock The Registrant is authorized to issue 75,000,000 common shares, no par value. Effective February 12, 2001, the Registrant's stockholders approved a 100 for 1 reverse split of its shares. Per share calculations for the year ended December 31, 2001 have been restated to reflect the above split for the entire period. On September 27, 2002, the Registrant executed a 6% Secured Convertible Note in the amount of \$1,731,905.70 the entire balance of which is convertible into common shares at \$.01 per share. Pursuant to the terms of the note, the Registrant has agreed to amend its Certificate of Incorporation to increase the common shares authorized for issuance to 300,000,000 as soon as possible. At December 31, 2002, the principal and accrued interest owed by the Registrant pursuant to the terms of the Secured Convertible Note was \$1,758,951.90, which if converted by Brentwood, would result in the issuance of 175,895,190 additional common shares. 28 Note 8 -Related Party Transactions On September 27, 2002, pursuant to a 6% secured, convertible promissory note (the "Convertible Note"), the Company consolidated \$856,916 (including \$10,096 in legal costs) previously due Brentwood Capital Corp., a New York merchant bank with which Midwest has a long-term client relationship ("Brentwood"), and borrowed another \$875,000 from Brentwood to fund the settlement with GE. The resulting \$1,731,906 Convertible Note is payable in 60 equal monthly installments of \$33,287 together with 6% interest on the first day of each month commencing December 2002 through November 2007. The combined obligation of the Company is secured by all of the Company's assets. All or any portion of the balance due under the Convertible Note may be converted into common shares at any time prior to October 1, 2007 at \$.01 per share (100% of the closing prices for the Company's common stock on the NASDAQ OTCBB Market for the 20 trading days preceeding September 27, 2002). At December 31, 2002, the Company had made no payments pursuant to the Convertible Note resulting in a balance due, including interest and principal, of \$1,758,952, which would convert into a maximum of 175,895,190 common shares at Brentwood's option. The Company has committed to file a Certificate of Amendment to its Certificate of Incorporation as soon as possible to provide for the additional authorized common shares that may be required. Amounts due to related party at December 31, 2001, consist of amounts borrowed by the Registrant from certain stockholders and their affiliates. Amounts outstanding bear no interest and repayment is expected in the short term, if cash flows are available. During 1999 and 2000, the Registrant issued 450,000 shares of Series C Preferred Stock to certain related parties in exchange for their guarantees of certain lines of credit of the Registrant. The guaranties were valued at \$135,000 or \$.30 per share of Series C Preferred Stock. Note 9 - Going Concern The Registrant's financial statements have been presented on the basis that it is a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the accompanying financial statements, the Registrant has incurred an accumulated deficit of \$40,579,463 through December 31, 2002. In addition, at December 31, 2002, the Registrant had a working capital deficiency of \$20,606,497. As discussed at Note 1, on November 30, 2000, the Registrant's operating subsidiaries filed voluntary petitions for reorganization under Chapter 11 and currently converted to Chapter 7 of the Bankruptcy Code and, as described at Note 4, the Registrant is liable as a guarantor on certain indebtedness of it's former subsidiaries. 29 The Registrant's ability to generate sufficient proceeds from prospective operations, debt or equity placements is uncertain. The financial statements do not include any adjustments that might be necessary if the Registrant is unable to continue as a going concern. Management is continuing its efforts to arrange for the placement of sufficient debt or equity to alleviate the above described conditions. Note 10 - Commitments and Contingencies Stock Activity: During 2000, the Registrant issued a total of 7,800,000 shares of common stock to several companies and individuals as collateral in connection with contingent transactions. Subsequently, the 7,800,000 shares were transferred to related parties for their guaranty as to the Registrant's Restructure Agreement with General Electric. During 2000, 1,500,000 shares of common stock were issued as collateral to a preferred stockholder but not considered issued and outstanding. During 2001, the Registrant issued 16,988,764 shares of common stock. Of such shares 15,488,764 were issued for future



advisory and consulting services and 1,500,000 shares were issued pursuant to the rescission agreement with Translogistics, Inc. Operating Leases: In February, 2000, the Registrant leased 4,000 square feet of space in Mt. Pleasant, South Carolina to house its corporate office and brokerage operations. The lease called for monthly payments of \$6,380 and is for a term of 12 months. Upon the Chapter 11 filing of its former subsidiaries, the corporate offices were moved to Louisville, Kentucky. The South Carolina lease expired in February, 2001. The corporate headquarters lease in Louisville, Kentucky covers a 1,600 square foot office space for \$2,100 a month through 2002. This obligation has been assumed, pursuant to a subleasing arrangement, with a related party. Indemnity Agreements: The Registrant's President and two other guarantors of the Registrant's obligations have provided guarantees of certain obligations of the Registrant and its former subsidiaries. As a result, on January 30, 1997, and as renewed on May 3, 1999, the Registrant entered into an Indemnity Agreement with these three parties, to hold them harmless against any loss or liability related to or arising from the Registrant and its former subsidiaries. Note 11 -Stock Option Plan The Registrant's stock option plan, implemented in 1998, is accounted for under Statement of Financial Accounting Standards, SFAS 123, Accounting for Stock-Based Compensation. Under SFAS 123, the compensation cost of the issuance of stock options is measured at the grant date based on the fair value of the award. Compensation is then recognized over the service period that is generally the vesting period. 30 The plan allows the Registrant to grant options to employees for up to a total of 2,500,000 shares of common stock. Options outstanding become exercisable at the discretion of the Stock Option Committee, which administers the plan, and expire 10 years after the grant date. All options granted during 1999 were exercisable at not less than the fair market value of the stock on the date of the grant. Accordingly, no compensation cost has been recognized for the plan. The Committee approved the issuance of options to purchase 2,000,000 shares of the common stock of the Registrant to various employees and advisors for and an exercise price of \$.30 per share for a total exercise price of \$600,000. Included below are options granted to the President and other key employees to purchase a total of 500,000 shares of common stock at \$3.00 per share.

Weighted Average Warrants Average ----- Securities Outstanding January 1, 1999 2,000,000 \$ 0.30 1,622,298 \$ -- Securities Granted 500,000 3.00 -- 2.72 Securities Exercised (1,759,870) 0.26 -- -- Securities Cancelled -- -- -- -- Securities Outstanding December 31, 1999 740,130 \$ 2.12 1,622,298 \$ 2.72

===== There was no stock option plan activity for 2002, 2001 or 2000.

Note 12 - Rescinded Transaction On April 1, 2002, the Registrant completed the acquisition from Midwest Merger Management, LLC, a Kentucky limited liability company ("Midwest") of 99% of the issued and outstanding common stock of Interstate University, Inc., a privately owned Kentucky corporation then engaged in the business of educating and training individuals to drive commercial freight liners ("Interstate"). The Registrant gave Midwest a 4%, one year promissory note in the principal amount of \$200,000 secured by a first lien and security interest in the shares and a five year 10% net profit interest in Interstate. The Registrant and Midwest subsequently mutually agreed that Interstate had failed to meet performance criteria set forth in the Agreement, and was likely to continue to do so. Accordingly, on October 28, 2002, the parties executed a Rescission and Release Agreement whereby in consideration for the exchange of general releases and the return of the Note, the Registrant relinquished the Interest and returned the Shares to Midwest. 31

ITEM 8. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE None. PART III ITEM 9. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT (a) Identify Directors and Executive Officers. The following table sets forth: (1) names and ages of all persons who presently are and who have been selected as directors of the Registrant; (2) all positions and offices with the Registrant held by each such person; (3) the term or office of each person named as a director; and 4) any period during which he or she has served a such:

Position and Office	Age	Name	Expiration of Present Term with Registrant	Duration and Date of
Chief Executive and Financial Officer	54	Danny L. Pixler	June 30, 2003	One year since September 1998
Director	60	Anthony R. Russo	June 30, 2003	One year since March 2002

There is no understanding or arrangement between any directors or any other person or persons pursuant to which such individual, was or is to be, selected as a director or nominee of the Registrant. Business Experience Danny L. Pixler has served as the Registrant's Chief Executive and Financial Officer and has been a director of the Registrant since September 1998. Simultaneously therewith and since November 2002, Mr. Pixler has been the President, Chief Operating Officer and a member of the Board of Directors of Certified

Services, Inc. a publicly owned and traded Nevada corporation with a class of securities registered pursuant to Section 12(g) of the Exchange Act. Certified Services, Inc. is a New York City based holding company engaged in the acquisition and management of professional employer organizations. Simultaneously therewith and since March 2002, Mr. Pixler has served as a director of Momentum Holdings Corporation, a publicly owned and traded Delaware corporation with a class of securities registered pursuant to Section 12(g) of the Exchange Act. Prior thereto from 1993 to 1994, Mr. Pixler served as President of Joseph Land Group, a South Carolina based transportation company with annual sales of approximately \$130 million. Prior thereto from 1989 through 1992, Mr. Pixler served as President of Apple Lines, Inc., a South Dakota based truckload refrigerated carrier with annual revenues exceeding \$16 million. Prior thereto from 1983 until 1988, Mr. Pixler served as Executive Vice President and General Manager of DFC Transportation, a wholly owned subsidiary of Dean Foods, Inc. with annualized sales of approximately \$60 million.

Anthony R. Russo, has served as a director of the Registrant since March 2003. Simultaneously therewith since September 1999, Mr. Russo has served as the President, Chief Financial Officer and director of Amici Ventures, Inc., an inactive publicly owned New York corporation with a class of securities registered pursuant to Section 15(d) of the Exchange Act. Simultaneously therewith and since March 2000, Mr. Russo has served as the Chief Financial Officer a director of Momentum Holdings Corporation, a publicly owned and traded Delaware corporation with a class of securities registered pursuant to Section 12(g) of the Exchange Act. In March 2002, Mr. Russo was elected as the President of Momentum Holdings Corporation. Simultaneously therewith since August 2002, Mr. Russo has served as President, Chief Financial Officer and director of Edgar Filing.net, Inc., an inactive publicly owned and traded Nevada corporation with a class of securities registered pursuant to Section 12(g) of the Exchange Act. Simultaneously therewith since August 2002, Mr. Russo served as President and director of Certified Services, Inc. a publicly owned and traded Nevada corporation with a class of securities registered pursuant to Section 12(g) of the Exchange Act. Certified Services, Inc. is a New York City based holding company engaged in the acquisition and management of professional employer organizations. Prior thereto since 1990, Mr. Russo served as President and Chief Executive of Cartilage Technologies, Inc., a privately owned manufacturer and marketer of dietary supplements headquartered in Elmsford, New York. Prior thereto since 1971, he served as President and Chief Executive of Sherwood Corporation, a publicly owned financial services firm in New York City. In his capacity as President, Mr. Russo often served as a member of the board of directors of several small and emerging companies including Lloyds Electronics, Inc. (AMEX: LLYD) where he chaired the Audit Committee and served on the Executive Committee from 1980 to 1985. Prior thereto since 1966, he was a member of the audit staff of Arthur Andersen LLP in New York City. Mr. Russo received a Bachelor of Business Administration degree in accountancy practice from Pace University in 1967, was licensed as a certified public accountant by the State of New York in 1969, and received a Masters degree in Business and Policy from the Empire State College of the State University of New York at Saratoga Springs in 2001. Mr. Russo has been a member of the American and New York Associations of CPA's since 1969; and a member of the National Association of Corporate Directors since 1998.

Directorship Except as disclosed in this Item, each director of the Registrant has indicated to the Registrant that he is not presently a director in any other Registrant with a class of securities registered pursuant to Section 12 of the 34 Act or subject to the requirements of Section 15(d) of such act or any investment company registered under the Investment Company Act of 1940. (b) Identification of Certain Significant Employees The Registrant does not presently employ any person as a significant employee who is not an executive officer but who makes or is expected to make a significant contribution to the business of the Registrant. (c) Family Relationships No family relationship exists between any director or executive officer of the Registrant. 33 (d) Involvement in Certain Legal Proceedings No event listed in Sub-paragraphs (1) through (4) of Subparagraph (d) of Item 401 of Regulation S-B, has occurred with respect to any present executive officer or director of the Registrant or any nominee for director during the past five years which is material to an evaluation of the ability or integrity of such director or officer. Compliance with Section 16(a) of the Exchange Act Section 16(a) of the Exchange Act, as amended, requires the Registrant's executive officers and directors and persons who own more than 10% of a registered class of the Registrant's equity securities, to file with the SEC initial statements of beneficial ownership, reports of changes in ownership and annual reports concerning their ownership, of Common Stock and other equity securities of the Registrant on Forms 3, 4, and 5, respectively. Executive officers, directors and greater than 10% shareholders are required by SEC regulations to furnish the Registrant with copies of all Section 16(a) reports they file. To the Registrant's knowledge, Danny L. Pixler and Anthony R. Russo the Registrant's executive officer and directors, have complied with all Section 16(a) filing requirements applicable to them during the

Registrant's most recent fiscal year. ITEM 10. EXECUTIVE COMPENSATION. (a) General (1) through (7) All Compensation Covered. During the three fiscal years ended December 31, 2002, the aggregate compensation paid to, accrued or set aside for any executive officer or director of the Registrant was \$234,788. (b) Summary Compensation Table. -----

SUMMARY COMPENSATION TABLE Long Term Compensation Annual Compensation Awards Payments -  
----- Name and Position Year Salary Bonuses Other Stock Options LTIP Other  
----- Danny L. Pixler, 2000 \$111,394 -  
\$6,000(3) - - - - President, CEO, 2001 111,394 - - - - - and Director 2002 - - - - - Total 2000 \$111,394 - \$6,000(3)  
- - - - 2001 \$111,394 - - - - - 2002 - - - - - (1) Mr. Pixler, co-founder of the Registrant, has options to purchase  
250,000 common shares at an exercise price of \$0.30 which expire in April 2004. (2) No additional payments were  
made to our officers and directors for the two years ending December 31, 2002. (3) Represents a \$500 per month car  
allowance. 34 (c) Option/SAR Grant Table. ----- During the fiscal year ended December 31, 2002, the  
Registrant made no grants of stock options or freestanding SAR's to any executive officer or director of the Registrant.  
(d) Aggregate Option/SAR Exercises and Fiscal Year-End Option/SAR Value Table. During the fiscal year ended  
December 31, 2002, no stock options or freestanding SAR's were exercised by any executive officer or director of the  
Registrant. (e) Long-Term Incentive Plan ("LTIP") Awards Table. During the three fiscal years ended December 31,  
2002, the Registrant made no LTIP awards. (f) Compensation of Directors. (1) and (2). During the three fiscal years  
ended December 31, 2002, no director of the Registrant received any compensation pursuant to any standard or other  
arrangement. (g) Employment Contracts and Termination of Employment, and Change in Control Arrangements. (1)  
and (2). On September 2, 1998, the Registrant entered into a five year employment with Danny L. Pixler as the  
Registrant's Chief Executive and Financial Officer. The agreement provides for an annual base salary of \$105,000  
with annual increases of not less than 3% per year together with health insurance coverage for Mr. Pixler and his  
dependents. On October 1, 2002, the Registrant and Mr. Pixler agreed to terminate his employment agreement. Except  
for the foregoing, no executive officer of the Registrant was employed pursuant to the terms of an employment  
agreement with the Registrant. No changes in control of the Registrant took place during the fiscal year ended  
December 31, 2002. ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND  
MANAGEMENT (a) Security Ownership of Certain Beneficial Owner. The information is furnished as of December  
31, 2002, as to the number of shares of the Registrant's Common Stock, no par value per share, owned beneficially, or  
known by the Registrant to own beneficially, more than 5% of any class of such security:

----- Name and Address Amount and  
Nature of Beneficial Owner of Beneficial Ownership Percentage of Class(2)  
----- Danny L. Pixler 5101 NW 21st  
Ave. - Suite 350 Ft. Lauderdale, FL 33309 20,000,000 15.1% Huff Grandchildrens' Trust 10602 Timberwood Circle  
#9 Louisville, KY 40223 20,000,000 15.1% 35 Midwest Merger Management, LLC 10602 Timberwood Circle #9  
Louisville, KY 40223 21,371,558 (1) 16.1% Brentwood Capital Corp. 477 Madison Ave. 12th Floor New York, NY  
10022 22,823,267 (3)(4) 17.2% ----- (1) Comprised of an aggregate of 6,381,558 shares of the  
Registrant's common stock, plus the 9,990,000 common vote equivalent of 999,000 shares of the Registrant's Series A  
preferred stock which are entitled to ten common votes each, and the 5,000,000 common vote equivalent of 50,000  
shares of the Registrant's Series C preferred stock which are entitled to 100 common votes each. (2) Based upon an  
aggregate of 132,598,705 common shares as follows: (i) 54,785,438 common shares outstanding; (ii) 9,990,000  
common shares issuable upon conversion of outstanding shares of Series A preferred stock; (iii) 45,000,000 common  
shares issuable upon conversion of outstanding shares of Series C preferred stock; and (iv) 22,823,267 shares of  
common issuable upon conversion of the \$1,731,905.70 promissory note described in footnote (3) below. (3)  
Comprised of the right to convert an aggregate of \$1,731,905.70 in principal and interest under a September 27, 2002  
secured promissory note into an aggregate of 173,1290,570 shares of the Registrant's common stock. As of December  
31, 2002, only an aggregate of 22,823,267 shares of common stock were available for conversion of the note. See  
Item 1 under the sub caption "Convertible Financing". (4) Does not include an aggregate of 150,367,303 shares of the  
Registrant's common stock issuable to Brentwood upon its complete conversion of the \$1,731,905.70 promissory note  
described in footnote (3) above. Brentwood's conversion right is conditioned upon an increase in the Registrant's  
authorized common stock capitalization. See Item 1 under the sub caption "Convertible Financing". (b) Security  
Ownership of Management. The following information is furnished as of December 31, 2002, as to the number of

shares of the Registrant's Common Stock, \$.001 par value per share owned beneficially by each executive officer and director of the Registrant and by all executive officers and directors as a group:

----- Name and Address Amount and Nature of  
Beneficial Owner of Beneficial Ownership Percentage of Class

----- Anthony R. Russo 477 Madison Ave. -  
12th Floor New York, NY 10022 - - Danny L. Pixler 5101 NW 21st Ave. - Suite 350 Ft. Lauderdale, FL 33309

20,000,000 18.2% All Officers and Directors as a Group of two persons 20,000,000 18.2% ----- 36 (c)

Changes in Control. The: (i) exercise by Midwest Merger Management, LLC of its right to convert its 9,845,750 shares of the Registrant's Preferred Stock into shares of the Registrant's common stock; and (ii) the conversion by Brentwood of the Registrant's \$1,731,905.70 secured convertible promissory note into shares of the Registrant's common stock would result in a change of control of the Registrant. (d) Securities Authorized for Issuance Under Equity Compensation Plans The following table sets forth information as of December 31, 2002, with respect to compensation plans (including individual compensation arrangements) under which the Registrant's common stock is authorized for issuance, aggregated as follows: (i) all compensation plans previously approved by security holders; and (i) all compensation plans not previously approved by security holders.

----- EQUITY  
COMPENSATION PLAN INFORMATION Number of securities remaining available for future issuance under equity compensation Number of securities to Number of securities to plans [excluding be issued upon exercise be issued upon exercise securities reflected of outstanding options, of outstanding options, in column (a)(c)] warrants and rights (a) warrants and rights (a)

----- Equity  
compensation plans approved by security holders -- -- -- Equity compensation plans not approved by security holders  
-- -- -- Total -- -- -- ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS The Registrant's

issuance of the \$1,731,905.70 secured convertible promissory note to Brentwood as described in Item 1 under the sub caption "Convertible Financing" may be deemed to be a related party transaction. The Huff Grandchildren's Trust is the record owner of controlling membership interests in Midwest Merger Management, LLC, a principal stockholder of the Registrant. ITEM 13. EXHIBITS AND REPORTS ON FORM 8K (a) Exhibits: 10 (a) 6% Secured Convertible Promissory Note dated September 27, 2002. (b) Reports on Form 8K: During the last quarter of the fiscal year ended December 31, 2002, the Registrant filed the following Reports on Form 8-K and incorporates by reference these Reports: Form 8-K filed October 10, 2002 and Form 8-K filed November 12, 2002. 37 ITEM 14. Controls and Procedures (a) Evaluation of Disclosure Controls and Procedures The Registrant maintains controls and procedures designed to ensure that information required to be disclosed in the reports that the Registrant files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. Based upon an evaluation of those controls and procedures performed within 90 days of the filing date of this report, the Chief Executive and Chief Financial officer of the Registrant concluded that the Registrant's disclosure controls and procedures were adequate. (b) Changes in Internal Controls The Registrant made no significant changes in its internal controls or in other factors that could significantly affect these controls subsequent to the date of the evaluation of those controls by the Chief Executive and Chief Financial officer.

SIGNATURES 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. Dated: March 31, 2002  
Logistics Management Resources, Inc. By: \_\_\_\_\_ Danny L Pixler President, Chief Executive and Financial Officer, and Director By: \_\_\_\_\_ Anthony R. Russo Director 38

CERTIFICATIONS I, Danny L. Pixler, the Registrant's Chief Executive Officer, certify that: 1. I have reviewed this annual report on Form 10-KSB of Logistics Management Resources, Inc.; 2. Based on my knowledge, this quarterly 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 quarterly report; 3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this quarterly report; 4. The Registrant's other certifying officers and I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the Registrant and we have: a) designed such

disclosure controls and procedures to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared; b) evaluated the effectiveness of the Registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date; 5. The Registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the Registrant's auditors and the audit committee of Registrant's board of directors (or persons performing the equivalent function): a) all significant deficiencies in the design or operation of internal controls which could adversely affect the Registrant's ability to record, process, summarize and report financial data and have identified for the Registrant's auditors any material weaknesses in internal controls; and b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal controls; and 6. The Registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses. Date: March 31, 2003 /s/ Danny L. Pixler\_\_

----- Chief Executive Officer 39 I, Danny L. Pixler, the Registrant's Chief Financial Officer, certify that: 1. I have reviewed this annual report on Form 10-KSB of Logistics Management Resources, Inc.; 2. Based on my knowledge, this quarterly 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 quarterly report; 3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this quarterly report; 4. The Registrant's other certifying officers and I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the Registrant and we have: a) designed such disclosure controls and procedures to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared; b) evaluated the effectiveness of the Registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date; 5. The Registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the Registrant's auditors and the audit committee of Registrant's board of directors (or persons performing the equivalent function): a) all significant deficiencies in the design or operation of internal controls which could adversely affect the Registrant's ability to record, process, summarize and report financial data and have identified for the Registrant's auditors any material weaknesses in internal controls; and b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal controls; and 6. The Registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses. Date: March 31, 2003 /s/ Danny L. Pixler\_\_ ----- Chief Financial Officer 40