UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

☒ Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
For the fiscal year ended December 31, 2009.

☐ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
For the transition period from __________ to __________.

Commission File Number: 333-146052

MIPSolutions, Inc.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Nevada	20-4047619
(State or other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.

26421 Hwy 395 N. Kettle Falls, WA 99141
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, including Area Code: (509) 685-1181

Laughlin Associates, Inc.
2533 N. Carson Street
Carson City, NV 89706
Telephone (775) 883-8484 ext 202
(Name, Address, and Telephone Number of Agent for Service)

Securities Registered Pursuant to Section 12(g) of the Exchange Act: Common Stock, $.001 par value

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

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K(229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. Yes ☒ No ☐

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

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company ☒

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

The Company had no revenues in 2009.

The aggregate market value of the voting and non-voting common equity held by non-affiliates was $554,995 based the average bid and asked price of $.055 on December 31, 2009.

As of April 12, 2009, the Registrant had 12,709,721 shares outstanding of its common stock.

DOCUMENTS INCORPORATED BY REFERENCE:

Form 10-Q filed December 23, 2009 with the Securities and Exchange Commission ("SEC")for the period ending September 30, 2009.
Form 8-K filed with the SEC November 24, 2009 with the SEC.
Form 10-Q filed with the SEC August 19, 2009 with the SEC for the period ending June 30, 2009.
Form 8-K filed with the SEC August 18, 2009 with the SEC.
Forms 10-Q/A filed with the SEC June 30, 2009 for the periods ending March 31, 2008, June, 30, 2008, and September, 30 2008.
Form 10-Q filed with the SEC May 20, 2009 for the period ending March 31, 2009.
Form 8K/A filed with the SEC May 19, 2009.
Form 10-K filed with the SEC May 15, 2009

MIPSolutions, Inc.
ANNUAL REPORT ON FORM 10-K
FOR THE YEAR ENDED
DECEMBER 31, 2009

TABLE OF CONTENTS

PART I

Cautionary Note Regarding Forward-Looking Statements

This report contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Rule 175 promulgated thereunder, and Section 21E of the Securities Exchange Act of 1934, as amended, and Rule 3b-6 promulgated thereunder, that involve inherent risk and uncertainties. Any statements about our expectations, beliefs, plans, objectives, strategies or future events or performance constitute forward-looking statements. These statements are often, but not always, made through the use of words or phrases such as "anticipate," "estimate," "plan," "project," "continuing," "ongoing," "expect," "believe," "intend" and similar words or phrases. Accordingly, these statements involve estimates, assumptions and uncertainties that could cause actual results to differ materially from those expressed or implied in them. All forward-looking statements are qualified in their entirety by reference to the factors discussed in this report, including, among others, the following risk factors discussed more fully in Item 1A hereof:

- dependence on commercialization of our Molecularly Imprinted Polymer (MIP) technology;
- our ability to continue as a "going concern"
- our need and ability to raise sufficient additional capital;
- ineffective internal operational and financial control systems;
- our ability to hire and retain specialized and key personnel;
- dependence on our ability to purchase Float Concentrate at a discount of its gold value in the marketplace;
- our limited operating history and continued losses;
- restrictions contained in our outstanding convertible notes;
- rapid technological change;
- uncertainty of intellectual property protection;
- potential infringement on the intellectual property rights of others;
- factors affecting our common stock as a "penny stock;"
- extreme price fluctuations in our common stock;
- price decreases due to future sales of our common stock;
- general economic and market conditions;
- future shareholder dilution; and
- absence of dividends.

Because the risk factors referred to above could cause actual results or outcomes to differ materially from those expressed or implied in any forward-looking statements made by us or on our behalf, you should not place undue reliance on any forward-looking statement. Further, any forward-looking statement speaks only as of the date on which it is made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of future events or developments. New factors emerge from time to time, and it is not possible for us to predict which factors will arise. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

ITEM 1. Business

MIP Solutions, Inc. ("The Company") is a Development Stage Nevada corporation organized on December 19, 2005 that was developing molecular imprinting technology that it licensed from the Johns Hopkins Applied Physics Laboratory (JHU/APL) in January 2006 as described in the Company's 2007 FORM 10-KSB filed with the Securities and Exchange Commission on March 31, 2008 and FORM SB-2 filed with the Securities and Exchange Commission, effective October 3, 2007. Both filings can be found at www.sec.org and are incorporated into this document by reference. The License Agreement with JHU/APL was in default on December 31, 2009 and the Company was notified verbally on April 13, 2010 that the License Agreement was terminated for non-performance.

The Company's principal place of business is located at 26421 Hwy 395 N. Kettle Falls, WA 99141.

Currently the Company lacks the necessary funds to proceed with its business operations over the next twelve months. As of December 31, 2009 the Company had no available cash. In the next twelve months the Company plans to raise additional capital through at least one Private Placement Offering of equity or debt securities to secure additional financing. There can be no guarantee or assurance the Company will be able to sell any of the securities. The Company's business development will likely fail if it is unable to raise proceeds through the sale of securities. If the Company is unsuccessful in raising adequate funds through the sale of its securities it would be forced to rely on obtaining loans from financial institutions or shareholders, of which both are highly unlikely to appoint any proceeds to the Company. The inability of the Company to secure such loans or obtain adequate financing would result in business failure and any investment made into the Company would be lost in its entirety. An estimated $1 million is believed necessary to continue operations and increase development through the next fiscal year. Management intends to seek additional capital from new equity securities offerings that will provide funds needed to increase liquidity, fund internal growth and fully implement its business plan. As such the following explanations should be considered forward-looking statements.

In addition to pursuing opportunities related to our MIP Technology, the Company will pursue merger opportunities.

Setbacks to MIP Technology

The Company's Molecularly Imprinted Polymer (MIP) technology described on FORM SB-2 effective October 3, 2007 which is incorporated into this document by reference underwent third party laboratory verification in 2009 as reported on FORM 8-K filed on August 18, 2009; which is also incorporated herein; proved to be less then commercially viable. As a result all efforts to pursue this technology have been placed on hold.

Intellectual Property Ownership and Protection

The Company has a License Agreement with JHU/APL outlined in the Company's 2007 10-KSB and FORM SB-2 Effective October 3, 2007 which are incorporated into this document by reference the Company has specific rights to patents that protect its intellectual property position. The License Agreement with JHU/APL was in default on December 31, 2009 and the Company was notified verbally on April 13, 2010 that the License Agreement was terminated for non-performance.

In January 2009, the Company was granted a patent (number 7,476,316) entitled "MOLECULARLY IMPRINTED PLOYMERS (MIPS) FOR THE SELECTIVE REMOVAL OF INORGANIC CONTAMINANTS FROM LIQUIDS", for creating a cationic molecularly imprinted polymer bead that can bind inorganic target compounds.

Employees

The Company had no employees as of December 31, 2009.

ITEM 1A. Risk Factors

The financial statements enclosed herein contain a going concern footnote which indicates that the auditors for the Company are concerned that the Company may not have the resources to continue.

If the Company is unable to raise additional capital or take other corporate measures including the proposed reverse merger, or such as the successful sale of its technology (separate from that licensed from JHU/APL), the Company's ability to continue as a going concern is in jeopardy.

Because MIPSolutions, Inc. is a start-up/development stage company with no operating history, an investor cannot assess the Company's profitability or performance.

The Company was formed in December 2005 and concentrated its efforts on developing its intellectual property and developing a public market for its common stock, has no operating results and therefore it is impossible for an investor to assess the performance of the Company or to determine whether the Company will meet its projected business plan. An investor must rely solely on the Company's management's history and its projected operations.

There may more effective technology which would limit the Company's ability to market its technology.

There may be other companies that are developing technologies to extract contaminants from water similar or even more efficient and cost effective to that being developed by the Company. It is possible that when the Company tries to market its technology, it will find such other competitive technologies already in the market or close to marketability. If such competing technologies are being developed or marketed, the Company will have a more difficult time selling its technology.

The management and its affiliates own enough shares of the Company to influence a shareholder vote.

The Company's executive officers and directors and founders beneficially own approximately 48% of the Company's outstanding common stock. As a result, these founders, executive officers and directors will be able to exercise substantial interest over matters requiring shareholder approval, including the election of directors and the approval of material corporate matters such as change of control transactions. In addition former officers and directors hold significant equity positions that could also influence a vote.

The Company will need additional financing which could delay the development of the MIP technology, cause increased debt to the Company, and dilute the existing shareholders.

Future events, including problems, delays, expenses and difficulties frequently encountered by newly formed companies with developing technology may require that the Company seek additional sources of capital, including an additional offering of its equity securities, an offering of debt securities or obtaining financing through a bank or other entity. If the Company needs to obtain additional financing, there is no assurance that financing will be available, from any source, or that it will be available on terms acceptable to it, or that any future offering of securities will be successful.

The Company had to restate its Financial Statements for the periods ending December 31, 2007 through June 30, 2008 due to an error in the accounting of amounts due with regard to its License Agreement with JHU/APL

Matters relating to the restatement were included in the Company's Form 10-K filed with the SEC on May 15, 2009 and the Amended 2008 10-Qs filed with the SEC on June 3, 2009.

The Company's License Agreement with JHU/APL has been terminated due to non performance.

The License Agreement with JHU/APL was in default on December 31, 2009 and the Company was notified verbally on April 13, 2010 that the License Agreement was terminated for non-performance. The loss of the technology rights which were covered under the License Agreement will likely have a detrimental impact to the Company.

The Company's intellectual property and other proprietary rights are valuable and any inability to protect them could adversely affect the Company's projected business and future operations.

The Company's ability to compete effectively is dependent upon its ability to protect and preserve the intellectual property and other proprietary rights and materials owned, licensed or otherwise used by the Company. The license agreement with the Johns Hopkins Laboratory, which has been terminated by JHU/APL due to non-compliance with the terms of the Agreement, included two issued patents and two pending patents. The Company cannot assure an investor that the patent applications will result in an issued patent, and failure to secure rights under the patent application may limit the Company's ability to protect the intellectual property rights that the application was intended to cover. The Company cannot assure an investor that its intellectual property may not be infringed upon or its trade secrets misappropriated. The Company may not have adequate remedies available for any such infringement or other unauthorized use. In addition, the Company may itself become subject to claims against it which require payment of damages or limitation of the Company's ability to use certain intellectual property or other proprietary rights found to be in violation of a third party's rights. Regardless of outcome, any litigation, whether commenced by the Company or third parties, could be protracted and costly and would result in increased expenses.

The Company does not intend to pay dividends to its stockholders, so investors will not receive any return on investment in the Company prior to selling their interest in it.

The Company does not project paying dividends but anticipates that it will retain any future earnings for funding of growth and development of technology. Therefore, investors should not expect the Company to pay dividends in the foreseeable future. As a result, investors will not receive any return on their investment prior to selling their shares in the Company, if and when a market for such shares develops.

The Company's common stock is currently considered a "penny stock" which places it under additional regulations with respect to its purchase and sale through registered broker-dealers.

Penny stocks generally are equity securities with a price of less than $5.00 per share other than securities registered on national securities exchanges or listed on the NASDAQ Stock Market, provided that current price and volume information with respect to transactions in such securities are provided by the exchange or system. The penny stock rules impose additional sales practice requirements on broker-dealers who sell such securities to persons other than established customers and accredited investors (generally those with assets in excess of $1,000,000 or annual income exceeding $200,000, or $300,000 together with their spouse). For transactions covered by these rules, the broker-dealer must make a special suitability determination for the purchase of such securities and have received the purchaser's written consent to the transaction prior to the purchase. Additionally, for any transaction involving a penny stock, unless exempt, the rules require the delivery, prior to the transaction, of a disclosure schedule prescribed by the SEC relating to the penny stock market. The broker-dealer also must disclose the commissions payable to both the broker-dealer and the registered representative and current quotations for the securities. Finally, monthly statements must be sent disclosing recent price information on the limited market in penny stocks. Because of these penny stock rules, broker-dealers may be restricted in their ability to sell the Company's common stock. The foregoing required penny stock restrictions will not apply to the Company's common stock if such stock reaches and maintains a market price of $5.00 or greater. At present, however, the Company's common stock is subject to these penny stock regulations.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Statements herein regarding the time period during which the proceeds from the Offering will fund the Company's operations constitute forward-looking statements under the federal securities laws. Such statements are subject to certain risks and uncertainties that could cause the rate at which the Company incurs expenses and acquires or develops centers to differ materially from those projected. The Company's ability to proceed with its continued development is subject to certain risks, as discussed under the caption "RISK FACTORS" contained herein, and the Company's ability to estimate the time period for which the proceeds of the Offering will fund the Company's operations is subject to substantial uncertainty due to the factors outline under the caption "USE OF PROCEEDS" contained herein. Undue reliance should not be placed on the dates and time periods referenced herein. These estimates are based on the current expectations of the Company's management team, which may change in the future due to a large number of unanticipated future developments.

ITEM 1 B. Unresolved Staff Comments

None.

ITEM 2. Properties

The Company does not hold an interest in any properties.

ITEM 3. Legal Proceedings

There are no legal proceedings pending against the Company to the knowledge of management.

ITEM 4. Reserved

PART II

ITEM 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Value

The Company's Common Stock is traded on the OTC Bulletin Board (OTC:BB) under the trading symbol "MSOL". The following table sets forth, the opening, high, low and closing prices of its Common Stock on or about the ending period of each of the four quarters of 2009. The prices quoted may or may not reflect actual trades on that day but are based on inter-dealer prices without retail mark-up, markdown or commission and may not represent actual transactions.

2008	Open	High	Low	Close
First Quarter	.72	.80	.72	.80
Second Quarter	.60	.50	.60	.55
Third Quarter	.45	.45	.40	.40
Fourth Quarter	.10	.10	.10	.10
2009				
First Quarter	.08	.09	.08	.08
Second Quarter	.16	.16	.11	.11
Third Quarter	.08	.08	.08	.08
Fourth Quarter	.07	.07	.06	.06

Description of Securities

The Company currently has authorized 50,000,000 common shares $0.001 par value. The Company's outstanding common shares consisted of 11,929,721 issued and outstanding shares as of December 31, 2009 and the Company had approximately 165 shareholders of record.

Outstanding Warrants

At December 31, 2009 there were 1,331,744 warrants outstanding exercisable at a price of $0.50 which expire between February 2010 and October 2011. Additionally, there were 85,911 warrants outstanding exercisable at $0.20 which expire in November 2011.

Dividends

The Company has never paid or declared any cash dividends. Future payment of dividends, if any, will be at the discretion of our board of directors and will depend, among other criteria, upon our earnings, capital requirements, and financial condition as well as other relative factors.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

The Company made no purchases of equity securities during 2009.

Recent Sales of Unregistered Securities

The Company relied on Section 4(2) of the Securities Act of 1933 and or Rule 501 of Regulation D as the basis for an exemption from registration for the following issuances.

Common Stock

During the year ended December 30, 2008, the Company issued 950,834 shares of common stock for services valued at $555,126; 165,000 "units" for services valued at $178,748; 67,000 shares of common stock for the exercise of 67,000 warrants and cash of $33,500; 264,644 “units” for the payment of debt valued at $132,322; 20,400 “units” for the purchase of an asset valued at $10,200; 308,400 “units” for accrued payroll of $154,200; 100,000 “units” for a license agreement valued at $50,000; 30,000 units for accounts payable valued at $15,000; 40,358 units for accrued expenses of $13,065; 100,000 warrants issued for services valued at $19,371, and 382,000 “units” for $191,000 in cash. Each unit consists of one share of common stock and one common share purchase warrant, the warrants entitle the holder to purchase, at a price of $0.50, one common share for a period of three years. The fair value of the warrants was estimated using the Black Scholes Option Price Calculation. The following assumptions were made to value the warrants: risk free interest rate of 5%; expected life of 3 years; expected volatility of 111%; no dividends expected to be paid.

During the year ended December 31, 2009, the Company issued 100,000 shares of common stock for the exercise of 100,000 warrants for the payment of a royalty payable valued at $50,000, and 1,768,492 shares of common stock in payment of interest and note payable valued at $79,879; 1,000,000 shares for services valued at $80,000; 500,000 shares of common stock in payment of accrued salaries valued at $50,000 and 344,793 shares of common stock in payment of accounts payable valued at $34,480. At December 31, 2009 there were 1,331,744 warrants outstanding exercisable at a price of $0.50 which expire between February 2010 and October 2011. Additionally, there were 85,911 warrants outstanding exercisable at $0.20 which expire in November 2011.

Additionally, the Company abandoned its stock option plan in 2009 as a result in lack of operations and limited managerial staff.

ITEM 6. Selected Financial Data

Not applicable due to status as a small reporting company.

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

The following discussion of our financial condition and results of operations should be read together with our consolidated financial statements audited by BehlerMick PS an independent registered public accounting firm and related notes that are included elsewhere in this report. This discussion may contain forward-looking statements based upon current expectations that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under the caption “Risk Factors” or in other parts of this report. See “Cautionary Note Regarding Forward-Looking Statements.”

Critical Accounting Policies

We prepare our financial statements in conformity with accounting principles generally accepted in the United States. As such, we are required to make certain estimates, judgments and assumptions that we believe are reasonable based upon the information available. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the periods presented.

In the notes to the audited consolidated financial statements for the year ended December 31, 2009 included in this Form 10-K, the Company identifies those accounting policies that are considered to be significant in determining the results of operations and our financial position.

Executive Overview

Currently the Company lacks the necessary funds to proceed with its business operations over the next twelve months. As of December 31, 2009 the Company had no available cash. The Company must raise additional capital through a Private Placement Offering of equity or debt securities or merge with another Company or it will have to cease operations

The License Agreement with JHU/APL was in default on December 31, 2009 and the Company was notified verbally on April 13, 2010 that the License Agreement was terminated for non-performance.

As reported on FORM 8-K filed on August 18, 2009 our MIP technology proved to be less than commercially viable. As a result all efforts to pursue this technology have been placed on hold. In addition to pursuing opportunities related to our MIP Technology, the Company will pursue merger opportunities.

Results of Operations for the Years Ended December 31, 2009 and December 31, 2008

Net Sales

The Company is a Development Stage company and has no revenue.

Net Loss

The Company had a net loss of $624,114 for the year ended December 31, 2009 compared to a net loss of $1,284,548 for the year ended December 31, 2008. The decrease was primarily due to a decrease in consulting expenses, and a decrease in research and development expenses.

Operating Expenses

The Company incurred total operating expenses of $626,417 for the year ended December 31, 2009 compared to total operating expenses of $1,243,548 for the year ended December 31, 2008.

Research and development expenses decreased primarily due to lack of funding for additional research being performed with JHU/APL and the lack of funds necessary to further research at the Laboratory leased at Research Park on the University Utah campus as no research was performed in 2009.

Consulting expenses decreased $691,530 from $815,830 to $124,300 primarily due to consulting contracts that were not renewed.

Professional fees decreased $55,358 from $107,144 to $51,786 primarily as a result of the lower attorney fees.

License Fees decreased primarily as a result of non-payments to JHU/APL which resulted in the termination of the License Agreement.

The Company's general and administrative expenses decreased $81,273 from $102,462 for the year ended December 31, 2008 to $21,189 for the year ended December 31, 2009. The decrease resulted principally from the limited executive staff.

Interest Expense

The Company recorded a decrease in interest expense of $16,700 from interest of $40,405 in 2008 to $23,705 in 2009. This interest was primarily due to accrued interest on Promissory Notes which the Company issued to fund operations.

Contractual Obligations

The following table summarizes the Company's approximate contractual obligations as of December 31, 2009:

	Payments Due				
	One Year	Years Two and Three	Years Four and Five Years	After Five Years	Total
Long-term debt obligations	$ 0	$ 106,485.62	$ 0	$ 0	$ 0
Capital lease obligations					
Operating lease obligations	$ 0	$ 0	$ 0	$	$ 0
Purchase obligations					
Other obligations including accrued Interest	$ 162,846.03				
Total contractual obligations	$ 162,846.03	106,485.62			

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Liquidity and Capital Resources

At December 31, 2009, the Company had no cash, total current assets of $18, total current liabilities of $449,262 and total stockholders' deficit of $448,582 compared to current liabilities of $272,434 and total stockholders' deficit of $448,582 for the period ending December 31, 2008.

The Company's audited financial statements for the year ended December 31, 2009 contain a "going concern" qualification. As discussed in Note 2 of the Notes to Financial Statements, the Company has incurred losses and has not demonstrated the ability to generate cash flows from operations to satisfy its liabilities and sustain operations. Because of these conditions, our independent auditors have raised substantial doubt about our ability to continue as a going concern.

The Company experienced negative cash flow used in operations during the fiscal year ended December 31, 2009 of $121,021 compared to negative cash flow used in operations for the year ended December 31, 2008 of $297,229.

Other transactions affecting our cash flow during the year included:

- On March 5, 2009 the Company issued a $40,000 Promissory Note with annual interest of 7% and a conversion price of $.05 per share to a consultant.
- On May 14, 2009 the Company issued two $25,000 Promissory Notes with annual interest of 7% and a conversion price of $.05 per share to an existing shareholder. One of these notes was converted into 501,117 shares of common stock as of June 30, 2009.
- On June 30, 2009 the Company issued a $5,000 Promissory Note with annual interest of 7% and a conversion price of $.05 per share to an existing shareholder.
- On August 28, 2009 the Company issued a $10,000 Promissory Note with interest in the amount of 20,000 shares of common stock and a conversion price of $.05 per share to an existing shareholder. This note was converted into 200,000 shares of common stock as of September 30, 2009.
- On December 24, 2009 the Company issued a $7,500 Promissory Note with interest in the amount of $1,000 and a conversion price of $.05 per share to an existing shareholder. This note was converted into 170,000 shares of common stock as of December 31, 2009.
- During the year ended December 31, 2009, the Company issued 100,000 shares of common stock for the exercise of 100,000 warrants for the payment of a royalty payable valued at $50,000, and 1,768,492 shares of common stock in payment of interest and note payable valued at $79,879, 1,000,000 shares for services valued at $80,000, 500,000 shares of common stock in payment of accrued salaries valued at $50,000 and 344,793 shares of common stock in payment of accounts payable valued at $34,480.

To date, the Company has met its working capital needs through funds received from sales of our common stock and borrowings in the form of promissory notes described above. Until operations become profitable, the Company must continue to sell equity or find another source of operating capital. If consummated the reverse merger mentioned in the subsequent events section of this 10-K, and filed on Form 8-K with the Securities and Exchange Commission on April 14, 2010, may assist the Company in obtaining more favorable financing terms. However, there can be no assurance that the Company will be able to obtain adequate working capital or additional financing at all or on terms favorable to it.

Recent Accounting Pronouncements

In February 2010, the FASB issued Accounting Standards Update 2010-09, *Subsequent Events (Topic 855): Amendments to Certain Recognition and Disclosure Requirements.* This provides amendments to Subtopic 855-10 concerning when a company is required to evaluate subsequent events. The amendments in this Update are effective upon final issuance.

In January 2010, the FASB issued Accounting Standards Update 2010-06, *Fair Value Measurements and Disclosures (Topic 820)*. This Update provides amendments to Subtopic 820-10, Fair Value Measurements and Disclosures – Overall, that require new disclosures and clarify existing disclosures. The amendments in this Update are effective for interim and annual periods beginning after December 15, 2010.

ITEM 7A. Quantitative and Qualitative Disclosure about Market Risk

Not applicable.

ITEM 8. Financial Statements and Supplementary Data

AUDIT REPORT

BEHLERMICK PS
Bank of America Financial Center
601 W Riverside, Suite 430
Spokane, WA 99201
United States of America

To the Board of Directors and Stockholders
MIPSolutions, Inc.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have audited the accompanying balance sheets of MIPSolutions, Inc. as of December 31, 2009 and 2008, and the related statements of operations, stockholders' deficit and cash flows for the years then ended and for the period from December 19, 2005 (Inception) to December 31, 2009. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit 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 MIPSolutions, Inc. as of December 31, 2009 and 2008 and the results of its operations and its cash flows for the years then ended and for the period from December 19, 2005 (Inception) to December 31, 2009, 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 2, the Company has sustained substantial operating losses since inception and has limited cash resources. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans regarding those matters also are described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty

BehlerMick PS

BehlerMick PS
Spokane, Washington
April 14, 2010

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MIP SOLUTIONS, INC.
(A Development Stage Company)
BALANCE SHEETS

	December 31, 2009	December 31, 2008
ASSETS		
CURRENT ASSETS		
Cash	$ -	$ 58
Prepaid expenses	18	18
Total Current Assets	18	76
PROPERTY AND EQUIPMENT, NET OF DEPRECIATION	662	8,369
OTHER ASSETS		
License	-	145,550
Patent	-	29,674
Accumulated amortization	-	(30,059)
Total Other Assets	-	145,165
TOTAL ASSETS	680	$ 153,610
LIABILITIES AND STOCKHOLDERS' (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable	$ 89,062	$ 76,793
Accrued expense	45,000	45,000
Accrued interest	4,074	2,223
Accrued payroll	89,189	60,124
Note payable	102,883	47,044
Note payable - related party	28,009	205
Royalty payable	50,000	-
Common stock to be issued	41,045	41,045
Total Current Liabilities	449,262	272,434
COMMITMENTS AND CONTINGENCIES	-	-
STOCKHOLDERS' (DEFICIT)		
Common stock, $0.001 par value; 50,000,000 shares authorized, 11,929,721 and 8,216,436 shares issued and outstanding, respectively	11,930	8,216
Additional paid-in capital	2,412,357	2,121,715
Deficit accumulated during the development stage	(2,872,869)	(2,248,755)
Total Stockholders' Deficit	(448,582)	(118,824)
TOTAL LIABILITIES AND STOCKHOLDERS' (DEFICIT)	$ 680	$ 153,610

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

MIP SOLUTIONS, INC.
(A Development Stage Company)
STATEMENTS OF OPERATIONS

	Year Ended December 31, 2009	Year Ended December 31, 2008	From December 19, 2005 (Inception) to December 31, 2009
REVENUES	$ -	$ -	$ -
OPERATING EXPENSES			
Consulting	124,300	815,830	1,140,475
Depreciation and amortization	21,633	22,068	56,972
General and administrative	21,189	102,462	191,973
Professional fees	51,786	107,144	382,940
Research and development	16,498	15,059	186,468
Officers and directors fees	120,000	163,575	538,575
Option fee	-	2,500	5,000
Travel and meals	3,574	14,910	45,260
Royalty expense	100,000	-	100,000
Lease termination expense	148,687		148,687
Buyout provision payable	18,750		18,750
TOTAL OPERATING EXPENSES	626,417	1,243,548	2,815,100
LOSS FROM OPERATIONS	(626,417)	(1,243,548)	(2,815,100)
OTHER INCOME (EXPENSE)			
Other income	92	100	192
Interest expense	(23,705)	(40,405)	(76,258)
Loss on disposition of assets	-	(731)	(7,619)
Loss on impairment of assets	(125,731)	-	(125,731)
Forgiveness of debt	151,647		151,647
TOTAL OTHER INCOME	2,303	(41,036)	(57,769)
LOSS BEFORE TAXES	(624,114)	(1,284,584)	(2,872,869)
INCOME TAX EXPENSE	-	-	
NET LOSS	$ (624,114)	$ (1,284,584)	$ (2,872,869)
NET LOSS PER COMMON SHARE, BASIC AND DILUTED	$ (0.06)	$ (0.18)	
WEIGHTED AVERAGE NUMBER OF COMMON STOCK SHARES OUTSTANDING, BASIC AND DILUTED	9,737,615	7,275,087	

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

Table of Contents

MIP SOLUTIONS, INC.
(A Development Stage Company)
STATEMENT OF STOCKHOLDERS' DEFICIT

	Date	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Subscription Receivable	Accumulated Deficit	Total Stockholders' Deficit
Balance at December 19, 2005 (Inception)		-	$ -	$ -	$ -	$ -	$ -
Common stock issued as founder's shares at par for patents,	1/10/2006	1,122,000	1,122				1,122
Common stock issued as founder's shares for subscription receivable at par	1/10/2006	3,468,000	3,468		(3,468)		-
Balance, December 31, 2005		4,590,000	4,590		(3,468)		1,122
Common stock issued for license agreement fee at par.	1/10/2006	550,000	550	-			550
Common stock issued for additional founders at par.	1/10/2006	360,000	360	-			360
Common stock issued for services at $0.50 per share	6/1/2006	100,000	100	49,900			50,000
Common stock issued for services at $0.50 per share	11/14/2006	100,000	100	49,900			50,000
Common stock and warrants issued for cash at $0.50 per share	2/14/2006	60,000	60	29940			30,000
Common stock and warrants issued for cash at $0.50 per share	2/28/2006	100,000	100	49,900			50,000
Common stock and warrants issued for cash at $0.50 per share	3/22/2006	10,000	10	4,990			5,000
Common stock and warrants issued for cash at $0.50 per share	4/6/2006	52,000	52	25,948			26,000
Common stock and warrants issued for cash at $0.50 per share	4/7/2008	20,000	20	9,980			10,000
Common stock and warrants issued for cash at $0.50 per share	4/10/2006	40,000	40	19,960			20,000
Common stock and warrants issued for cash at $0.50 per share	4/18/2006	40,000	40	19,960			20,000
Common stock and warrants issued for cash at $0.50 per share	4/26/2006	20,000	20	9,980			10,000

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

MIP SOLUTIONS, INC.
(A Development Stage Company)
STATEMENT OF STOCKHOLDERS' DEFICIT

	Date	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Subscription Receivable	Accumulated Deficit	Total Stockholders' Deficit
Common stock and warrants issued for cash at $0.50 per share	5/1/2006	8,000	8	3,992			4,000
Common stock and warrants issued for cash at $0.50 per share	5/9/2006	20,000	20	9,980			10,000
Common stock and warrants issued for cash at $0.50 per share	5/12/2006	4,000	4	1,996			2,000
Common stock and warrants issued for cash at $0.50 per share	5/26/2006	20,000	20	9,980			10,000
Common stock and warrants issued for cash at $0.50 per share	7/5/2006	8,000	8	3,992			4,000
Common stock and warrants issued for cash at $0.50 per share	7/17/2006	40,000	40	19,960			20,000
Common stock and warrants issued for cash at $0.50 per share	7/24/2006	50,000	50	24,950			25,000
Common stock and warrants issued for cash at $0.50 per share	8/23/2006	22,000	22	10,978			11,000
Common stock and warrants issued for cash at $0.50 per share	8/24/2006	8,000	8	3,992			4,000
Common stock and warrants issued for cash at $0.50 per share	8/29/2006	5,000	5	2,495			2,500
Common stock and warrants issued for cash at $0.50 per share	9/1/2006	6,000	6	2,994			3,000
Common stock and warrants issued for cash at $0.50 per share	9/5/2006	30,000	30	14,970			15,000
Common stock and warrants issued for cash at $0.50 per share	9/14/2006	10,000	10	4,990			5,000
Common stock and warrants issued for cash at $0.50 per share	9/19/2006	25,000	25	12,475			12,500
Common stock and warrants issued for cash at $0.50 per share	9/21/2006	6,000	6	2,994			3,000

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

MIP SOLUTIONS, INC.
(A Development Stage Company)
STATEMENT OF STOCKHOLDERS' DEFICIT

	Date	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Subscription Receivable	Accumulated Deficit	Total Stockholders' Deficit
Common stock and warrants issued for cash at $0.50 per share	9/22/2006	30,000	30	14,970			15,000
Common stock and warrants issued for cash at $0.50 per share	9/26/2006	26,000	26	12,974			13,000
Common stock and warrants issued for cash at $0.50 per share	10/17/2006	2,000	2	998			1,000
Common stock and warrants issued for cash at $0.50 per share	10/20/2006	4,000	4	1,996			2,000
Common stock and warrants issued for cash at $0.50 per share	10/24/2006	20,000	20	9,980			10,000
Common stock and warrants issued for cash at $0.50 per share	12/11/2006	70,000	70	34,930			35,000
Common stock and warrants issued for cash at $0.50 per share	12/15/2006	50,000	50	24,950			25,000
Common stock and warrants issued for cash at $0.50 per share	12/21/2006	54,000	54	26,946			27,000
Common stock and warrants issued for cash at $0.50 per share	12/29/2006	20,000	20	9,980			10,000
Cancelled founder's shares		(1,122,500)	(1,122)	-	1,122		
Subscriptions received		-	-	-	2,346		2,346
Net loss for the year ended December 31, 2006		-	-	-		(567,699)	(567,699)
Balance, December 31, 2006		5,457,500	$ 5,458	$ 538,920	$ -	$ (567,699)	$ (23,321)
Common stock and warrants issued for payables ar $0.50 per share	2/18/2007	5,000	5	2,495			2,500
Common stock issued for services at $0.50 per share	1/1/2007	150,000	150	74,850			75,000
Common stock and warrants issued for cash at $0.50 per share	1/22/2007	4,300	4	2,146			2,150

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

Table of Contents

MIP SOLUTIONS, INC.
(A Development Stage Company)
STATEMENT OF STOCKHOLDERS' DEFICIT

	Date	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Subscription Receivable	Accumulated Deficit	Total Stockholders' Deficit
Common stock and warrants issued for cash at $0.50 per share	1/24/2007	25,000	25	12,475			12,500
Common stock and warrants issued for cash at $0.50 per share	1/30/2007	42,000	42	20,958			21,000
Common stock and warrants issued for cash at $0.50 per share	2/1/2007	20,000	20	9,980			10,000
Common stock and warrants issued for cash at $0.50 per share	2/9/2007	20,000	20	9,980			10,000
Common stock and warrants issued for cash at $0.50 per share	2/12/2007	50,000	50	24,950			25,000
Common stock and warrants issued for cash at $0.50 per share	2/15/2007	9,000	9	4,491			4,500
Common stock and warrants issued for cash at $0.50 per share	2/17/2007	10,000	10	4,990			5,000
Common stock and warrants issued for cash at $0.50 per share	3/1/2007	5,000	5	2,495			2,500
Common stock and warrants issued for cash at $0.50 per share	3/6/2007	5,000	5	2,495			2,500
Common stock and warrants issued for cash at $0.50 per share	3/9/2007	45,000	45	22,455			22,500
Common stock and warrants issued for cash at $0.50 per share	3/26/2007	10,000	10	4,990			5,000
Common stock issued for exercise of warrants ar $0.50 per share	11/1/2007	5,000	5	2,495			2,500
Common stock issued for exercise of warrants	11/30/2007	25,000	25	12,475			12,500
Net loss for the year ended December 31, 2007		-	-	-	-	(396,472)	(396,472)
Balance, December 31, 2007 (restated)		5,887,800	$ 5,888	$ 753,640	$ -	$ (964,171)	$ (204,643)

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

MIP SOLUTIONS, INC.
(A Development Stage Company)
STATEMENT OF STOCKHOLDERS' DEFICIT

	Date	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Subscription Receivable	Accumulated Deficit	Total Stockholders' Deficit
Common stock issued for services at $0.50 per share	1/29/2008	200,000	200	99,800			100,000
Common stock issued for services at $0.50 per share	2/8/2008	50,000	50	24,950			25,000
Common stock issued for exercise of warrants ar $0.50 per share	3/3/2008	30,000	30	14,970			15,000
Common stock issued for services at $0.60 per share	3/14/2008	125,000	125	74,875			75,000
Common stock issued for services at $0.69 per share	3/27/2008	300,000	300	206,700			207,000
Common stock issued for exercise of warrants ar $0.50 per share	3/31/2008	25,000	25	12,475			12,500
Exercise of warrants at $0.50	4/21/2008	2,000	2	998			1,000
Common stock and warrants issued for note payable at $0.50 per share	4/23/2008	46,000	46	22,954			23,000
Common stock and warrants issued for services at $0.50 per share	4/25/2008	5,000	5	2,495			2,500
Common stock and warrants issued for cash at $0.50 per share	5/2/2008	40,000	40	19,960			20,000
Common stock and warrants issued for services at $0.50 per share	5/5/2008	24,000	24	11,976			12,000
Common stock and warrants issued for note payable at $0.50 per share	5/6/2008	100,000	100	49,900			50,000
Common stock and warrants issued for note payable at $0.50 per share	5/27/2008	22,000	22	10,978			11,000
Common stock and 200,000 detached warrants issued for services at $0.61 per share	6/4/2008	75,000	75	133,673			133,748
Common stock issued for services at $0.61 per share	6/4/2008	100,000	100	60,900			61,000

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

MIP SOLUTIONS, INC.
(A Development Stage Company)
STATEMENT OF STOCKHOLDERS' DEFICIT

	Date	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Subscription Receivable	Accumulated Deficit	Total Stockholders' Deficit
Common stock issued for services at $0.60 per share	6/5/2008	8,334	8	4,992			5,000
Common stock and warrants issued for cash at $0.50 per share	6/6/2008	20,000	20	9,980			10,000
Common stock and warrants issued for assets at $0.50 per share	6/11/2008	20,400	20	10,180			10,200
Common stock and warrants issued for accrued payroll at $0.50 per share	6/13/2008	308,400	308	153,892			154,200
Common stock and warrants issued for cash at $0.50 per share	6/19/2008	10,000	10	4,990			5,000
Common stock and warrants issued for cash at $0.50 per share	6/23/2008	50,000	50	24,950			25,000
Common stock issued for services at $0.63 per share	6/30/2008	25,000	25	15,725			15,750
Common stock and warrants issued for cash at $0.50 per share	7/1/2008	20,000	20	9,980			10,000
Common stock and warrants issued for license fee at $0.50 per share	7/1/2008	100,000	100	49,900			50,000
Common stock issued for services at $0.50 per share	7/1/2008	10,000	10	4,990			5,000
Common stock and warrants issued for cash at $0.50 per share	7/15/2008	40,000	40	19,960			20,000
Common stock and warrants issued for cash at $0.50 per share	7/16/2008	10,000	10	4,990			5,000
Common stock and warrants issued for cash at $0.50 per share	7/17/2008	50,000	50	24,950			25,000
Common stock and warrants issued for cash at $0.50 per share	7/22/2008	20,000	20	9,980			10,000
Common stock issued for services at $0.50 per share	8/1/2008	10,000	10	4,990			5,000

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

MIP SOLUTIONS, INC.
(A Development Stage Company)
STATEMENT OF STOCKHOLDERS' DEFICIT

	Date	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Subscription Receivable	Accumulated Deficit	Total Stockholders' Deficit
Common stock issued for exercise of warrants at $0.50 per share	8/3/2008	10,000	10	4,990			5,000
Warrants issued for services	8/4/2008			35,000			35,000
Common stock issued for services at $0.51 per share	8/5/2008	62,500	63	31,813			31,876
Common stock and warrants issued for cash at $0.50 per share	8/6/2008	22,000	22	10,978			11,000
Common stock and warrants issued for services at $0.50 per share	8/6/2008	20,000	20	9,980			10,000
Common stock and warrants issued for cash at $0.50 per share	8/15/2008	50,000	50	24,950			25,000
Common stock issued for services at $0.50 per share	9/1/2008	10,000	10	4,990			5,000
Common stock and warrants issued for cash at $0.50 per share	9/10/2008	25,000	25	12,475			12,500
Common stock and warrants issued for cash at $0.50 per share	9/22/2008	25,000	25	12,475			12,500
Issue costs				(26,351)			(26,351)
Common stock issued for accrued expense at $0.40 per share	10/1/2008	12,500	12	4,988			5,000
Common stock and warrants issued for note payable and accrued interest at $0.50 per shares	10/9/2008	11,808	12	5,892			5,904
Common stock issued for note payable and accrued interest at $0.50 per share	10/9/2008	84,836	84	42,334			42,418
Common stock issued for consulting at $0.39 per share	10/13/2009	50,000	50	19,450			19,500
Common stock issued for accrued expense at $0.39 per share	10/15/2009	7,858	8	3,057			3,065
Common stock and warrants issued for consulting at $0.50 per share	10/23/2008	24,000	24	11,976			12,000

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

MIP SOLUTIONS, INC.
(A Development Stage Company)
STATEMENT OF STOCKHOLDERS' DEFICIT

	Date	Common Stock Shares		Common Stock Amount		Additional Paid-in Capital		Subscription Receivable		Accumulated Deficit		Total Stockholders' Deficit
Common stock and warrants issued for accounts payable at $0.50 per share	10/28/2008	30,000		30		14,970						15,000
Common stock and warrants issued for consulting at $0.50 per share	10/29/2008	17,000		17		8,483						8,500
Common stock issued for accrued expense at $.25 per share	11/1/2008	20,000		20		4,980						5,000
Warrants issued for interest on note payable	11/18/2008	-		-		15,549						15,549
Discount on debt	11/18/2008					13,043						13,043
Net loss for the year ended December 31, 2008		-		-		-		-		(1,284,584)		(1,284,584)
Balance, December 31, 2008		8,216,436	$	8,216	$	2,121,715	$	-	$	(2,248,755)	$	(118,824)
Common stock issued for conversion of warrants	1/12/2009	100,000		100		49900						50,000
Common stock issued for note and interest payable at $0.0376 per share	3/12/2009	674,530		675		24465						25,140
Common stock issued for note and interest payable at $0.05 per share	5/25/2009	501,117		501		24,566						25,067
Common stock issued for note and interest payable at $0.05 per share	6/4/2009	202,845		203		9966						10,169
Common stock issued for note and interest payable at $0.05 per share	9/10/2009	220,000		220		10780						11,000
Common stock issued for services at $0.08 per share	9/24/2009	1,000,000		1,000		79000						80,000
Common stock issued for accrued payroll at $0.10	10/1/2009	500,000		500		49500						50,000
Common stock issued for note and interest payable at $0.05 per share	12/24/2009	170,000		170		8330						8,500
Common stock issued for accounts payable at $0.10 per share	12/31/2009	344,793		345		34135						34,480
Net loss for the year ended December 31, 2009		-		-		-		-		(624,114)		(624,114)
Balance, December 31, 2009		11,929,721	$	11,930	$	2,412,357	$	-	$	(2,872,869)	$	(448,582)

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

MIP SOLUTIONS, INC.
(A Development Stage Company)
STATEMENTS OF CASH FLOWS

	Year Ended December 31, 2009	Year Ended December 31, 2008	From December 19, 2005 (Inception) to December 31, 2009
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net loss	$ (624,114)	$ (1,284,584)	$ (2,872,869)
Adjustments to reconcile net loss to net cash provided (used) by operating activities:			
Depreciation and amortization	21,633	22,068	56,972
Loss on disposition of assets	-	731	7,619
Loss on impairment of assets	125,731		125,731
Common stock and warrants issued for services	80,000	759,704	1,014,704
Interest expense for beneficial conversion feature	-	1,087	1,087
Common stock issued for payables	50,000	78,032	130,532
Forgiveness of debt	(151,647)		(151,647)
Decrease (increase) in:			
Prepaid expenses	-	2,777	(18)
Increase (decrease) in:			-
License fee payable	-	(80,000)	(80,000)
Accounts payable	206,277	25,143	283,069
Accrued expense	-	10,000	45,000
Accrued interest	2,274	17,911	30,347
Accrued payroll	79,065	109,557	293,622
Related party payable	27,804	(700)	44,009
Royalty payable	50,000		50,000
Debt discount	11,956		11,956
Common stock to be issued	-	41,045	41,045
Net cash provided (used) by operating activities	(121,021)	(297,229)	(968,841)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchase of equipment	-	-	(20,755)
Purchase of license	-	(20,000)	(65,000)
Purchase of patents	(1,420)	(12,769)	(29,972)
Sale of asset	-	9,960	9,960
Net cash provided (used) by investing activities	(1,420)	(22,809)	(105,767)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Common stock and warrants for cash, net of fees	-	207,320	787,676
Warrants issued for financing expense	-	15,549	15,549
Proceeds from note payable	131,647	114,000	321,736
Repayment of note payable	(9,264)	(31,589)	(50,353)
Net cash provided by financing activities	122,383	305,280	1,074,608
Net increase (decrease) in cash and cash equivalents	(58)	(14,758)	(0)
Cash, beginning of period	58	14,816	-
Cash, end of period	$ (0)	$ 58	$ (0)
SUPPLEMENTAL CASH FLOW INFORMATION:			
Interest paid	$ -	$ -	$ -
Income taxes paid	$ -	$ -	$ -
NON-CASH TRANSACTIONS:			
Equipment issued for accounts payable	$ 7,372.00	$	$
Common stock issued for license	$ -	$ -	$ 550
Common stock issued for patent	$ -	$ -	$ 1,122
Common stock issued for note payable & accrued interest	$ 79,876	$ 132,322	$ 212,198
Common stock issued for asset	$	$ 60,200	$ 60,200
Common stock issued for officers & directors fees	$ 50,000	$ 154,200	$ 204,200
Common stock issued for accounts payable	$ 34,480	$	$ 34,480

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

MIP SOLUTIONS, INC.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2009

NOTE 1 – DESCRIPTION OF BUSINESS

MIP Solutions, Inc, was incorporated on December 19, 2005 in the State of Nevada, and has been in the development stage since its formation.

The principal business of the Company is the development of Molecularly Imprinted Polymers ("MIPs") for various commercial applications including the removal of targeted molecules from water. The Company has various patents and had a license agreement with The Johns Hopkins University Applied Physics Laboratory (JHU/APL) and is currently developing applications for the removal of arsenic from drinking water and for the extraction of precious metals from various mining operations. The Company's year end is December 31.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING PRINCIPLES

This summary of significant accounting policies of MIP Solutions, Inc. is presented to assist in understanding the Company's financial statements. The financial statements and notes are representations of the Company's management, which is responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America, and have been consistently applied in the preparation of the financial statements.

<u>Accounting Method</u>
The Company's financial statements are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

<u>Cash and Cash Equivalents</u>
For purposes of the statement of cash flows, the Company considers all highly liquid investments and short-term debt instruments with original maturities of three months or less to be cash equivalents.

<u>Earnings Per Share</u>
Basic earnings per share includes no dilution and is computed by dividing net income (loss) available to common shareholders by the weighted average common shares outstanding for the period. Diluted earnings per share reflect the potential dilution of securities that could share in the earnings of an entity similar to fully diluted earnings per share. There were 2,489,819 and 2,539,819 warrants outstanding at December 31, 2009 and 2008, respectively; they were not included in the calculation of earnings per share because they would have been considered anti-dilutive.

<u>Fair Value of Financial Instruments</u>
The Company's financial instruments as defined by FASB ASC 825-10-50, include cash, receivables, accounts payable and accrued expenses. All instruments are accounted for on a historical cost basis, which, due to the short maturity of these financial instruments, approximates fair value at December 31, 2009.

FASB ASC 820 defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles, and expands disclosures about fair value measurements. FASB ASC 820 establishes a three-tier fair value hierarchy which prioritizes the inputs used in measuring fair value as follows:

Level 1. Observable inputs such as quoted prices in active markets;

Level 2. Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and

Level 3. Unobservable inputs in which there is little of no market data, which require the reporting entity to develop its own assumptions.

The Company does not have any assets or liabilities measured at fair value on a recurring basis at December 31, 2009 and 2008. The Company did not have any fair value adjustments for assets and liabilities measured at fair value on a nonrecurring basis during the years ended December 31, 2009 and 2008.

MIP SOLUTIONS, INC.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2009

Income Taxes
Income taxes are provided based upon the liability method of accounting pursuant to ASC 740-10-25 *Income Taxes – Recognition.* Under this approach, deferred income taxes are recorded to reflect the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each year-end. A valuation allowance is recorded against deferred tax assets if management does not believe the Company has met the "more likely than not" standard imposed by ASC 740-10-25-5.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amount used for income tax purposes.

Significant components of the deferred tax assets for the periods ended September 30, 2009 and December 31, 2008 are as follows:

		December 31, 2009		December 31, 2008
Net operating loss carryforward	$	2,872,900	$	2,248,800
Deferred tax asset	$	976,800	$	764,600
Deferred tax asset valuation allowance		(976,800)		(764,600)
Net deferred tax asset	$	-	$	-

At December 31, 2009, the Company has net operating loss carryforwards of approximately $2,872,900 which expire in the years 2026-2029. The change in the allowance account from December 31, 2008 to December 31, 2009 was $212,200. The Company is no longer subject to US Federal or State income tax examination by tax authorities for years prior to 2006.

Use of Estimates
The preparation of financial statements in accordance with generally accepted accounting principles in the United States of America require the use of estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities known to exist as of the date the financial statements are published, and the reported amounts of revenues and expenses during the reporting period. Uncertainties with respect to such estimates and assumptions are inherent in the preparation of the Company's financial statements; accordingly, it is possible that the actual results could differ from these estimates and assumptions and could have a material effect on the reported amounts of the Company's financial position and results of operations.

Going Concern
As shown in the accompanying financial statements, the Company had negative working capital and an accumulated deficit of $2,872,869 as of December 31, 2009. These factors raise substantial doubt about the Company's ability to continue as a going concern. However, the Company is currently developing technology that, if successful, will mitigate these factors. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classification of liabilities that might be necessary in the event the company cannot continue in existence.

Management has established plans to develop products which will provide revenue through sales or revenue sharing arrangements that will allow the Company to decrease debt and reverse the present deficit. Furthermore, management plans include negotiations to convert significant portions of existing debt into equity.

An estimated $1 million is believed necessary to continue operations and increase development through the next fiscal year. Management intends to seek additional capital from new equity securities offerings that will provide funds needed to increase liquidity, fund internal growth and fully implement its business plan.

Recent Accounting Pronouncements
In February 2010, the FASB issued Accounting Standards Update 2010-09, *Subsequent Events (Topic 855): Amendments to Certain Recognition and Disclosure Requirements.* This provides amendments to Subtopic 855-10 concerning when a company is required to evaluate subsequent events. The amendments in this Update are effective upon final issuance.

MIP SOLUTIONS, INC.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2009

In January 2010, the FASB issued Accounting Standards Update 2010-06, *Fair Value Measurements and Disclosures (Topic 820).* This Update provides amendments to Subtopic 820-10, Fair Value Measurements and Disclosures – Overall, that require new disclosures and clarify existing disclosures. The amendments in this Update are effective for interim and annual periods beginning after December 15, 2010.

NOTE 3 - PROPERTY AND EQUIPMENT

Property and equipment are stated at cost. Depreciation is provided using the straight-line method over the estimated useful lives of the assets. The useful lives of property, plant and equipment for purposes of computing depreciation are five years. The following is a summary of property, equipment, and accumulated depreciation:

	December 31, 2009	December 31, 2008
Office equipment	$ 1,779	$ 1,779
Lab Equipment	-	11,598
Total assets	1,779	13,377
Less accumulated depreciation	(1,117)	(5,008)
	$ 662	$ 8,369

Depreciation expense for the years ended December 31, 2009 and December 31, 2008 was $780 and $3,592, respectively. The Company evaluates the recoverability of property and equipment when events and circumstances indicate that such assets might be impaired. The Company determines impairment by comparing the undiscounted future cash flows estimated to be generated by these assets to their respective carrying amounts. Maintenance and repairs are expensed as incurred. Replacements and betterments are capitalized. The cost and related reserves of assets sold or retired are removed from the accounts, and any resulting gain or loss is reflected in results of operations.

On March 11, 2009, the Company surrendered laboratory equipment and closed its laboratory at Research Park at the University of Utah campus, $11,598 in equipment cost and $4,671 in accumulated depreciation was removed from the balance sheet. The book value of $6,837 was used to offset the liability owed to RPA of $148,687, See Note 5.

NOTE 4 – LICENSE AGREEMENT

During the year ended December 31, 2006 the Company signed an exclusive license agreement with Johns Hopkins University/Applied Physics Laboratory (herein after "JHU/APL") to commercially develop, manufacture, use and distribute products and process embodying JHU/APL Intellectual Property within the field of drinking water safety, wastewater treatment, and water based mining operations using filtration, treatment, reclamation, and extraction processes throughout the world.

The cost of the License was $95,000 in cash and $50,550 in common stock and warrants if paid by May 31, 2008. See Note 8. The amount is being amortized over a period of 10 years. At December 31, 2008, accumulated amortization was $30,059.

During the year ended December 31, 2009 substantial doubt existed as to the Company's ability to realize value from its intangibles as a result the license agreement was written down to zero. See Notes 10 and 11.

NOTE 5 – PATENTS

Costs relating to the development and approval of patents, other than research and development costs which are expensed, are capitalized and amortized using the straight-line method over ten years. The Company's patents are:

US Patent No. 6,780,232, issued August 24, 2004 for "Polymer Based Permeable Membrane for Removal of Ions"

This patent describes the preparation of an imprinted polymer membrane for facilitated transport of a specific chemical species. The examples were phosphate, nitrate and iron. The other membrane disclosures were collected into the application and the extension below.

MIP SOLUTIONS, INC.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2009

US Patent application No. 10/924,666 filed January 27, 2005, publication no. 2005-0019302 published January 27, 2005, for "Polymer Based Permeable Membrane for Removal of Ions".

This application is an extension to the above patent. These above listed issued patents and published patent applications contain the following Johns Hopkins Laboratory Files:

No. 1734-SPL: "Polymer Based Permeable Membrane for Removal of Ions".
The disclosure involving the removal of iron.

No. 1744-SPL: "Environmental Phosphate Pollution Removal Using a Selectively Permeable Molecular Imprinted Polymer Membrane"
The disclosure involving the removal of phosphate.

No. 1745-SPL: "Environmental Nitrate Pollution Removal Using a Selectively Permeable Molecularly Imprinted Polymer Membrane"
The disclosure involving the removal of nitrate.

US Patent application No. 11/127897 filed May 12, 2005, (the Johns Hopkins Laboratory file no. 2122-1331) "Process for preparing Vinyl Substituted Beta-Diketones"

This provisional patent describes the synthesis of polymerizable ligands for removing metals from water, but not actually providing in what polymeric form the molecularly imprinted polymer(MIP) would be contained, except for the first description a MIP porous bead for the removal of copper from water.

US provisional application No. 60/736376, filed November 14, 2005 (the Johns Hopkins Laboratory file no. 2292-SPL) "The Preparation of Molecularly Imprinted Polymer Ion-exchange Resin Beads and Their Use as Sequestering Agents for Toxic or Economically Useful Ions"

This provisional patent covers the formation of molecularly imprinted polymer (MIP) porous beads that are capable of removing inorganic ions from liquids. The provisional patent fleshes out the original claim from the previous patent covering the synthesis of useful beta-diketone ligands. The beads are large to encourage high flow rates but also have large surface areas to quickly capture large amounts of ions, which range from main group anions and oxyanions to rare earth cations, and transion metal cations, anions, and oxyanions.

The following is a summary of the costs of patents and patents pending:

	Cost	Accumulated Amortization	Net Amount
Balance, December 31, 2004	$ 0	$ 0	$ 0
2005 Activity	1,123	0	1,123
Balance, December 31, 2005	1,123	0	1,123
2006 Activity	6,444	365	6,079
Balance, December 31, 2006	7,567	365	7,202
2007 Activity	9,339	1,873	7,466
Balance, December 31, 2007	16,906	2,238	14,668
2008 Activity	12,769	2,276	10,493
Balance December 31, 2008	29,675	4,514	25,161

During the year ended December 31, 2009 substantial doubt existed as to the Company’s ability to realize value from its intangibles. As a result the license agreement was written down to zero. See Note 10.

MIP SOLUTIONS, INC.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2009

NOTE 6 - COMMON STOCK AND WARRANTS

Common Stock
The Company is authorized to issue 50,000,000 shares of common stock. All shares have equal voting rights, are non-assessable and have one vote per share. Voting rights are not cumulative and, therefore, the holders of more than 50% of the common stock could, if they choose to do so, elect all of the directors of the Company.

During the year ended December 30, 2008, the Company issued 950,834 shares of common stock for services valued at $555,126; 165,000 "units" for services valued at $178,748; 67,000 shares of common stock for the exercise of 67,000 warrants and cash of $33,500; 264,644 "units" for the payment of debt valued at $132,322; 20,400 "units" for the purchase of an asset valued at $10,200; 308,400 "units" for accrued payroll of $154,200; 100,000 "units" for a license agreement valued at $50,000; 30,000 units for accounts payable valued at $15,000; 40,358 units for accrued expenses of $13,065; 100,000 warrants issued for services valued at $19,371, and 382,000 "units" for $191,000 in cash. Each unit consists of one share of common stock and one common share purchase warrant, the warrants entitle the holder to purchase, at a price of $0.50, one common share for a period of three years. The fair value of the warrants was estimated using the Black-Scholes Option Price Calculation. The following assumptions were made to value the warrants: risk free interest rate of 5%; expected life of 3 years; expected volatility of 111%; no dividends expected to be paid.

During the year ended December 31, 2009, the Company issued 100,000 shares of common stock for the exercise of 100,000 warrants for the payment of a royalty payable valued at $50,000, and 1,768,492 shares of common stock in payment of interest and note payable valued at $79,879; 1,000,000 shares for services valued at $80,000; 500,000 shares of common stock in payment of accrued salaries valued at $50,000 and 344,793 shares of common stock in payment of accounts payable valued at $34,480. At December 31, 2009 there were 1,331,744 warrants outstanding exercisable at a price of $0.50 which expire between February 2010 and October 2011. Additionally, there were 85,911 warrants outstanding exercisable at $0.20 which expire in November 2011.

NOTE 7 - STOCK OPTION PLAN

The Company's board of directors approved the adoption of the "2008 Stock Plan" on September 9, 2008, pursuant to which the Company may grant stock options to employees and consultants, including directors and officers, from time to time. The Company intends to register the Plan on Form S-8 prior to the grant of any stock options pursuant to the Plan. The Board of directors of the Company reserved 2,500,000 shares of Company Common Stock for eventual issuance pursuant to the exercise of stock options granted under the Plan.

NOTE 8 – COMMITMENTS

Under the terms of the license agreement with The Johns Hopkins University, the Company will be held responsible to pay JHU/APL fees and/or royalties when they achieve certain milestones, related to annual net sales and total funds raised from external investors.

On October 13, 2008 the Company entered into a consulting agreement with Russ Lakeman for consulting services, with terms of $5,000 per month for a period of six months, and 50,000 shares of common stock valued at $19,500. The stock will be held by the Company until the completion of the contract and be rescinded if Mr, Lakeman resigns or terminates the contract prior to the end of the six month term. This contract was terminated on December 3, 2008, and $5,000 remains owing at December 31, 2009.

On March 17, 2009, the Company entered into a consulting agreement with William R. Wilson to develop mining prospects in Nevada, Colorado and Utah for $2,500 per month plus expenses.

On March 11, 2009, the Company surrendered laboratory equipment and closed its laboratory at Research Park at the University of Utah campus. A liability in the amount of $148,687 was recorded on the balance sheet. The Company settled this note as of December 31, 2009, 246,902 shares of common stock were issued to Research Park valued at $24,690 and the remaining amount of $130,938 was recorded as Forgiveness of Debt on the Statement of Operations.

MIP SOLUTIONS, INC.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2009

On April 20, 2009, the Company entered into a consulting agreement with Edward Hunton, the Company's former Treasurer and Corporate Secretary, to assist with the company filings and other regulatory matters at a cost of $4,000. This amount is still outstanding as of December 31, 2009.

On May 18, 2009, the Company entered into a consulting agreement with Edward Hunton, the Company's former Treasurer and Corporate Secretary, to assist with the company filings and other regulatory matters at a cost of $4,000. This amount is still outstanding as of December 31, 2009.

On August 24, 2009, the Company entered into a consulting agreement with Peter Heumann to assist in identifying a potential acquisition at a cost of $5500.

On September 24, 2009, the Company entered into a consulting agreement with Peter Heumann to act as interim CEO for a period of six months for $5000 per month plus expenses capped at $200, and 1,000,000 shares of stock, valued at $80,000.

NOTE 9 - NOTES PAYABLE

The Company signed a loan agreement with JHU/APL on July 1, 2008 to satisfy the cash requirements of Amendment #3 to the License Agreement between the Company and JHU/APL dated December 26, 2007. Under the terms of the loan agreement the Company will make monthly payments as follows:

July 31, 2008	$10,000
August 31, 2008	$ 5,000
September 30, 2008	$ 5,000
October 31, 2008	$ 5,000
November 30, 3008	$ 5,000
December 31, 2008	$ 5,000
January 31, 2009	$ 5,000
February 28, 2009	$ 5,000
March 31, 2009	$ 5,000
April 30, 2009	$ 3,929

The last payment consists of a $2500 penalty fee and 8% per annum interest.

The Company has not made payments on this note since October 2008, and is in default of this note in the amount of $50,000 as of December 31, 2009.

On November 18, 2008 the Company executed an 18 month 12% Promissory Note in the amount of $25,000 with a current shareholder. The note is convertible into common shares at a 20% discount to the average closing bid price for the ten days preceding conversion. The note also includes warrants equal to $25,000 based on the average closing price for the ten days preceding the date of the note, exercisable at $0.20 per share for a period of three years. The note contained a beneficial conversion feature computed at its intrinsic value, which was the difference between the conversion price and the fair value of the common stock into which the debt was convertible on the note issuance date, multiplied by the number of shares into which the debt was convertible at the commitment date. The amount attributed to the beneficial conversion feature, or $13,043 was recorded as a debt discount and a component of equity on the issuance date.

On March 1, 2009 the Company issued a $10,000 Promissory Note with annual interest of 7% and a conversion price of $.05 per share to an existing shareholder. This note was converted into 202,845 shares of common stock as of June 30, 2009.

On March 5, 2009 the Company issued a $40,000 Promissory Note with annual interest of 7% and a conversion price of $.05 per share to a consultant. This note is secured by all assets of the company.

On May 14, 2009 the Company issued two $25,000 Promissory Notes with annual interest of 7% and a conversion price of $.05 per share to an existing shareholder. One of these notes was converted into 501,117 shares of common stock as of June 30, 2009. This note is secured by all assets of the company.

MIP SOLUTIONS, INC.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2009

On June 30, 2009 the Company issued a $5,000 Promissory Note with annual interest of 7% and a conversion price of $.05 per share to an existing shareholder. This note is secured by all assets of the company.

On August 28, 2009 the Company issued a $10,000 Promissory Note with interest in the amount of 20,000 shares of common stock and a conversion price of $.05 per share to an existing shareholder. This note was converted into 200,000 shares of common stock as of September 30, 2009.

On December 24, 2009 the Company issued a $7,500 Promissory Note with interest in the amount of $1,000 and a conversion price of $.05 per share to an existing shareholder. This note was converted into 170,000 shares of common stock as of December 31, 2009.

NOTE 10 – IMPAIRMENT OF INTANGIBLES

During the period ended September 30, 2009, an outside lab found that the current formula of the Company's product was not sufficient to commercialize the technology. As a result substantial doubt existed as to the Company's ability to realize value from its intangibles. The net effect of this write down was to record a loss on asset impairment of $125,731.

NOTE 11 - SUBSEQUENT EVENTS

On January 30, 2010 the company entered into a Consulting Agreement with Andrew Watling for an issuance of 480,000 common shares valued at $14,400.

On April 12, 2010, the Company accepted a subscription agreement for a total of 300,000 shares in payment of a related party note payable in the amount of $28,009.

On April 13, 2010, the license agreement with JHU/APL described in Note 4 was terminated for non-performance.

On April 14, 2010, the Company filed Form 8-K with the SEC announcing that it had entered into a non-binding Letter of Intent with AWG International; a Nevada based company exclusively involved the manufacture, sales and marketing of Atmospheric Water Generators.

ITEM 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure

None.

ITEM 9A. Controls and Procedures (Item 9a (T)

Evaluation of Disclosure Controls and Procedures

In connection with the preparation of this annual report, an evaluation was carried out by the Company's management, with the participation of the chief executive officer and the chief financial officer, of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 ("Exchange Act")) as of December 31, 2008. Disclosure controls and procedures are designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Commission's rules and forms, and that such information is accumulated and communicated to management, including the chief executive officer and the chief financial officer, to allow timely decisions regarding required disclosures.

Based on that evaluation, the Company's management concluded, as of the end of the period covered by this report, that the Company's disclosure controls and procedures were effective in recording, processing, summarizing, and reporting information required to be disclosed, within the time periods specified in the Commission's rules and forms, and such information was accumulated and communicated to management, including the chief executive officer and the chief financial officer, to allow timely decisions regarding required disclosures.

Management's Report on Internal Control over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is a process, under the supervision of the chief executive officer and the chief financial officer, designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes in accordance with United States generally accepted accounting principles (GAAP). Internal control over financial reporting includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the Company's assets;

- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of the financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of management and the board of directors; and

- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management conducted an assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2008 based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). As a result of this assessment, management identified material weaknesses in internal control over financial reporting.

A material weakness is a control deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

The material weaknesses as identified by management are disclosed below.

Lack of Appropriate Independent Oversight. The board of directors has not provided an appropriate level of oversight of the Company's consolidated financial reporting and procedures for internal control over financial reporting since there are, at present, no independent directors who could provide an appropriate level of oversight, including challenging management's accounting for and reporting of transactions. Our lack of appropriate independent oversight has been a material weakness since the resignation of two of our directors in the current annual period. While this control deficiency did not result in any audit adjustments to our 2008 or 2007 interim or annual financial statements, it could have resulted in material misstatement that might have been prevented or detected by independent oversight. Accordingly we have determined that this control deficiency constitutes a material weakness.

Failure to Segregate Duties. Management has not maintained any segregation of duties within the Company due to its reliance on a single individual to fill the role of chief executive officer, chief financial officer and principal accounting officer. Our failure to segregate duties has been a material weakness since inception through the annual period of this report. While this control deficiency did not result in any audit adjustments to our 2008 or 2007 interim or annual financial statements, it could have resulted in a material misstatement that might have been prevented or detected by a segregation of duties. Accordingly we have determined that this control deficiency constitutes a material weakness.

Sufficiency of Accounting Resources. The Company has limited accounting personnel to prepare its financial statements, including the consolidation of the Company and its subsidiaries. The insufficiency of our accounting resources has been a material weakness since inception through the annual period of this report. While this control deficiency did not result in any audit adjustments to our 2008 or 2007 interim or annual financial statements, it did result in certain errors in the consolidation of the Company and its subsidiaries that were not detected by the Company's internal control over financial reporting.
As a result of the material weaknesses in internal control over financial reporting described above, the Company's management has concluded that, as of December 31, 2008, that the Company's internal control over financial reporting was not effective based on the criteria in *Internal Control – Integrated Framework* issued by the COSO.

The Company intends, as capital resources allow, to remedy its material weaknesses by:

Forming an audit committee made up of independent directors that will oversee management (we have begun this process by seeking out individuals who might act as independent directors).

Engaging an individual to serve as chief financial officer and principal accounting officer to segregate the duties of chief executive officer and chief financial officer (our chief executive officer is in the process of seeking out an individual willing to serve as chief financial officer and principal accounting officer) .

Despite the Company's intention to remedy its material weaknesses in the manner described, the actions required to accomplish these objectives will require the Company to engage additional personnel which actions may not be possible in the near term due to our limited financial resources and operations.

This annual report does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting. We were not required to have, nor have we, engaged our independent registered public accounting firm to perform an audit of internal control over financial reporting pursuant to the rules of the Commission that permit us to provide only management's report in this annual report.

Changes in Internal Controls over Financial Reporting

During the period ended December 31, 2008, there has been no change in internal control over financial reporting that has materially affected, or is reasonably likely to materially affect our internal control over financial reporting.

ITEM 9B. Other Information

None.

PART III

ITEM 10. Directors, Executive Officers and Corporate Governance

Our Bylaws permit the Corporation's Board of Directors to consist of not less than one (1) nor more than nine (9) directors, unless and until otherwise determined by vote of a majority of the entire Board of Directors. Directors are elected by a plurality of the votes cast by the holders of Common Stock and serve a one year terms or until their successors have been elected and qualified or until their earlier resignation or removal. Currently, there are two (2) directors. The Company considers directors "independent" if they are not an officer, employee, or five (5%) percent shareholder of the Company.

The Board of Directors has both Audit and Compensation Committees that were established in 2008. No incumbent director attended fewer than 100% of the total number of meetings held by all committees on which such director served. Our board currently appoints the members of the committees. Our Audit Committee plans to develop a written charter to be approved by our board. The board has already approved guidelines for the Compensation Committee to follow with respect to corporate officers. Because of the changes to management and the board that occurred in the fourth quarter of 2008 both committees are staffed with the remaining two board members.

The following table sets forth the names, ages and positions of our executive officers and directors as of December 31, 2009.

Name	Age	Position	Date Directorship Commenced
Jeffery Lamberson	38	Director, President	December, 2009
Gary MacDonald	54	Director, CEO	January, 2009

Business Experience of Directors and Executive Officers

Jeffery Lamberson served as the President of the Company from January 2007 to August 31, 2009. He was re-instated as President and became a director in December 2009 after two officers and four directors left the Company in the fourth quarter of 2009. Prior to 1998, Mr. Lamberson worked in the investment banking business and in 1998 he co-founded American Financial Communications providing investor relation services to public and private companies. In January, 2001, he founded JML Consulting, Spokane, Washington, to continue his consulting career as a sole proprietor. Mr. Lamberson continues to do occasional consulting work through JML Consulting.

Gary MacDonald was elected to the board on January 31, 2009. Mr. MacDonald currently resides on the board of several Canadian based public and private Junior Exploration and Mining Companies with extensive domestic and international projects. Being of fifth generation mining decent he possesses an inherent knowledge and know-how of current and historical mining practices. Mr. MacDonald has also worked with several Financial and Venture Capital organizations over the past 20 years including being a partner in Obelisk International Ltd. operating in Canada, US, Europe, and Asia which conducts Investment Management business including Banking, Merger and Acquisition activities, Institutional Financings, and the implementation of Corporate/Capital Structuring strategies of which some are Tax Efficiency. Mr. MacDonald added the position of CEO in December 2009.

Shareholder Communications

Company shareholders who wish to communicate with the Board of Directors or an individual director may write to MIPSolutions, Inc., 26421 Hwy 395 N. Kettle Falls, WA 99141, phone (509) 685-1181 or to the attention of an individual director. Your letter should indicate that you are a shareholder and whether you own your shares in street name. Letters received will be retained until the next Board meeting when they will be available to the addressed director. Such communications may receive an initial evaluation to determine, based on the substance and nature of the communication, a suitable process for internal distribution, review and response or other appropriate treatment. There is no assurance that all communications will receive a response.

Reports to Shareholders

We intend to voluntarily send annual reports to our shareholders, which will include audited financial statements. We are a reporting company, and file reports with the Securities and Exchange Commission (SEC), including this Form 10-K as well as quarterly reports under Form 10-Q. The public may read and copy any materials filed with the SEC at the SEC's Public Reference Room at 450 Fifth Street, N.W., Washington, D.C. 20549. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. The company files its reports electronically and the SEC maintains an Internet site that contains reports, proxy and information statements and other information filed by the company with the SEC electronically. The address of that site is http://www.sec.gov.

In addition should the Company succeed in completing a merger with a third party all legal requirements including a shareholder vote and/or proxy will be completed in accordance with the rule of law.

Conflict of Interest Policy

Our ICM was put in place to guard against any potential conflicts of interest. As the Company grows it will be the job of the audit committee to decide if additional controls need to be put in place.

Code of Ethics

Our ICM was put in place to ensure a high degree of ethical standards. As the Company grows it will be the job of the audit committee to decide if a separate "Code of Conduct" need to be put in established.

Certain Provisions of the Company's Articles of Incorporation and Nevada Law Relating to Indemnification of Directors and Officers

Nevada Law provides that each existing or former director and officer of a corporation may be indemnified in certain instances against certain liabilities which he or she may incur, inclusive of fees, costs and other expenses incurred in connection with such defense, by virtue of his or her relationship with the corporation or with another entity to the extent that such latter relationship shall have been undertaken at the request of the corporation; and may have advanced such expenses incurred in defending against such liabilities upon undertaking to repay the same in the event an ultimate determination is made denying entitlement to indemnification. The Company's bylaws incorporate the statutory form of indemnification by specific reference.

Insofar as indemnification for liabilities may be invoked to disclaim liability for damages arising under the Securities Act of 1933, as amended, or the Securities Act of 1934 (collectively, the "Acts"), as amended, it is the position of the Securities and Exchange Commission that such indemnification is against public policy as expressed in the Acts and are therefore, unenforceable.

Section 16(a) Beneficial Ownership Reporting Compliance

Purchases and sales for officers, directors, and 10% shareholders prior to year end 2009 were reported on FORM 10-K filed with the Securities and Exchange Commission on May 15, 2009 and are incorporated herein by reference. There were no subsequent purchases and sales of securities for officers, directors, and 10% shareholders in 2009 to report on Form 4 and Form 3 of the Securities Exchange Act of 1934.

ITEM 11. Executive Compensation

Officer and Director Compensation for 2008 and 2009

Officers and Directors Compensation for 2008

Name	**Position**	**Outside Director's Fee**	**Inside Director's Fee**	**Officers Salary/Fee**
Dale Carlton (10)	Outside Director	$ 0.00	$ 0.00	$ 0.00
Edward Hunton	Corp. Sec., Treas. & Director	$ 0.00	$ 0.00	$ 50,883.33(1) (3) (6)
Jeffrey Lamberson	President	$ 0.00	$ 0.00	$ 40,000.00(1) (4) (7) (8)
Duane Simon (11)	Outside Director	$ 0.00	$ 0.00	$ 0.00
Glen Southard	Vice President & Director	$ 0.00	$ 0.00	$ 57,741.94(1) (5) (9)
Garry MacDonald	Outside Director	50,000 Common Shares (2)	$ 0.00	$ 0.00
Rocky Arnold (12) (13)	President & CEO Director			

NOTES TO COMPENSATION:

(1) As the Company is still a Development Stage company it has been paying its officers a salary in the form of a fee of $5,000 per month. Management determines how and when these amounts are paid based on resources available, otherwise they accrue.
(2) Although the Company has no formal policy it has consistently authorized 50,000 shares of common stock, $.001 par value, to each Outside Director when they are elected to the board.
(3) As of December 31, 2007 Mr. Hunton had an accrual of $13,676.03 for unpaid compensation due him for his role as an officer of the Company
(4) As of December 31, 2007 Mr. Lamberson had an accrual of $1806.33 for unpaid compensation due him for his role as an officer of the Company
(5) As of December 31, 2007 Dr. Southard had an accrual of $44,641.94 for unpaid compensation due him for his role as an officer of the Company

(6) Resigned on November 6, 2008 and entered into a Consulting Agreement with the Company on April 20, 2009
(7) Resigned on August 31, 2008
(8) Reinstated as President on December 18, 2008 and elected to the board
(9) Resigned on December 17, 2008
(10) Resigned on December 17, 2008
(11) Resigned on December 15, 2008
(12) Rocky Arnold was hired on September 1, 2008 November 21, 2008
(13) Rocky Arnold resigned on November 21, 2008

Officers and Directors Compensation for 2009

Name	Position	Outside Director's Fee	Inside Director's Fee	Officers Salary/Fee	
Gary McDonald	CEO			60,000.00	
Jeffrey Lamberson	President			$ 60,000.00	(1)

NOTES TO COMPENSATION:

(1) Gary MacDonald converted $50,000 of accrued salary into common shares at $.10 per share.

Discussion, Analysis and Overview of Compensation Program

The Company currently has no established compensation program as it is still a development stage company in need of financing. The three officers of the Company each received a monthly payment of $5,000 when cash was available in the form of a fee payable to them for their services. When cash was not available, the amount accrued on the books of the Company. Since the resignation of all three officers the board has not voted for any additional payments to the current officers and directors that took over management of the Company on December 18, 2009. Rocky Arnold was hired as President and CEO on September 1, 2009 and resigned on November 21, 2009. Prior to be hired he worked as a consultant for the Company.

Compensation Philosophy: Our general compensation philosophy is designed to link an employee's total cash compensation with our performance, the employee's department goals and individual performance. Given our stage of operations and limited capital resources, we are subject to various financial restraints in our compensation practices. As an employee's level of responsibility increases, there is a more significant level of variability and compensation at risk. By linking incentive compensation to the performance of the Company, we believe that it will create an environment in which our employees are stakeholders in our success and, thus, benefits all shareholders. As the Company moves from a development stage company to a revenue generating company we plan to bring on employees and develop written employee compensation guidelines.

Executive Compensation Philosophy: Our executive compensation philosophy will be designed to establish an appropriate relationship between executive pay and our annual performance, our long-term growth objectives, individual performance of the executive officer and our ability to attract and retain qualified executive officers. We will attempt to achieve these goals by integrating competitive annual base salaries with (a) bonuses based on corporate performance and on the achievement of specified performance objectives, and stock awards through some form of long term incentive plan. We believe that cash compensation in the form of salary and bonus provides our executives with short-term rewards for success in operations and stock awards will provide long term incentives.

In making compensation decisions, the compensation committee, when re-established as we add to the board, will compare each element of total compensation against companies referred to as a "compensation peer group." The compensation peer group will be a group of companies that the compensation committee will select from readily available information about small companies engaged in similar businesses and with similar resources. As the Company moves from a development stage company to a revenue generating company we plan to bring develop written executive compensation guidelines.

Employment Contracts

The Company currently has no employment Contracts. One contract was entered into during 2008 with Rocky Arnold who resigned in November 2008 for personal reasons. This contract was attached as an Exhibit to Form 8-K filed on September 2, 2008 and is incorporated by reference herein.

DIRECTOR COMPENSATION

We granted each new Director that came on the board 50,000 restricted shares of our common stock, $.001 par value prior to the recent change in management. No other compensation has been considered to date but the board plans to address the subject in 2009.

ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table sets forth the beneficial ownership of our common stock at December 31, 2007 by each director, executive officer, and each person known by us to own beneficially more than 5% of our common stock.

Beneficial Owner	Beneficial Ownership	Percent of Class
Jeffrey Lamberson	644,450	5.4%
Glen Southard (1)	1,197,200	10%
Gary MacDonald*	550,000	4.6%

* Represents less than 1% of our common stock outstanding.

(1) Resigned from the Company in 2008

ITEM 13. Certain Relationships and Related Transactions and Director Independence

Except as set forth herein, none of the Company's directors or officers nor any person who beneficially owns, directly or indirectly, shares carrying more than 10% of the voting rights attached to its outstanding shares, nor any relative or spouse of any of the foregoing persons has any material interest, direct or indirect, in any transaction in any presently proposed transaction which has or will materially affect the Company.

ITEM 14. Principal Accountants Fees and Services

Audit Fees
The aggregate fees billed for professional services rendered by the Company's principal accountant for the audit and the reviews of the Company's financial statements in 2009 and 2008 were $33,598 and $31,129, respectively.

Audit Related Fees
The Company incurred no fees during the last two fiscal years for assurance and related services by the Company's principal accountant 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
During the last two fiscal years, the Company incurred no fees for professional services rendered by the Company's principal accountant for tax compliance, tax advice or tax planning.

All Other Fees
The Company incurred no other fees during the last two fiscal years for products and services rendered by the Company's principal accountant.

Our pre-approval policies and procedures for the board, acting in lieu of a separately designated, independent audit committee, described in paragraph (c)(7)(i) of Rule 2-01 of Regulation S-X were that the audit committee pre-approve all accounting related activities prior to the performance of any services by any accountant or auditor.

The percentage of hours expended on the principal accountant's engagement to audit our financial statements for the most recent fiscal year that were attributed to work performed by persons other than the principal accountant's full time, permanent employees was 0%.

PART IV

ITEM 15. Exhibits

Exhibit No.	Description
31.1	Certificate of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
31.2	Certificate of the Principal Accounting Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
32.1	Certificate of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
32.2	Certificate of the Principal Accounting Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*

* Filed herewith.

SIGNATURES

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

	MIPSolutions, Inc.
Date: April 15, 2009	/s/ Jeffrey Lamberson
	By: Jeffrey Lamberson Its: President

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

Date: April 15, 2009	/s/ Jeffrey Lamberson
	By: Jeffrey Lamberson Its: Director and President (Principal Executive Officer)
Date: April 15, 2010	/s/ Gary MacDonald
	By: Gary MacDonald Its: Director and CEO

Exhibit 31.1

CERTIFICATION

I, Gary MacDonald, certify that:

1. I have reviewed this annual report on Form 10-K of MIPSolutions, Inc.

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 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 report.

4. The registrant's other certifying officer(s) 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 registrant 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 registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant'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

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

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

   (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 registrant'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 registrant's internal control over financial reporting.

Date: April 15, 2010

By: /s/ Gary MacDonald
Chief Executive Officer and Director

A signed original of this written statement has been provided to the registrant and will be retained by the registrant to be furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 31.2

CERTIFICATION

I, Jeffrey Lamberson, certify that:

1. I have reviewed this annual report on Form 10-K of MIPSolutions, Inc.

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 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 report.

4. The registrant's other certifying officer(s) 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 registrant 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 registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant'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

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

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

   (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 registrant'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 registrant's internal control over financial reporting.

Date: April 15, 2010

By: /s/ Jeffrey Lamberson
President, Principal Accounting Officer
and Director

A signed original of this written statement has been provided to the registrant and will be retained by the registrant to be furnished to the Securities and Exchange Commission or its staff upon request.

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

In connection with the Annual Report of MIPSolutions, Inc, (the "Company") on Form 10-K for the period ending December 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Gary MacDonald, Chief Executive Officer and Director of the Company, certify, pursuant to 81 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. 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.

By: /s/ Gary MacDonald
Chief Executive Officer and Director

April 15, 2010

A signed original of this written statement has been provided to the registrant and will be retained by the registrant to be furnished to the Securities and Exchange Commission or its staff upon request.

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

In connection with the Annual Report of MIPSolutions, Inc, (the "Company") on Form 10-K for the period ending December 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jeffrey Lamberson, President, Principal Accounting Officer and Director of the Company, certify, pursuant to 81 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. 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.

By: /s/ Jeffrey Lamberson
President, Principal Accounting Officer
and Director

April 15, 2010

A signed original of this written statement has been provided to the registrant and will be retained by the registrant to be furnished to the Securities and Exchange Commission or its staff upon request.