

# SECURITIES AND EXCHANGE COMMISSION

## FORM 10-K

Annual report pursuant to section 13 and 15(d)

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**ROBERTSON GLOBAL HEALTH SOLUTIONS CORP**

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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 September 30, 2012

Commission file number 0-6428



**Robertson Global Health Solutions Corporation**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of  
incorporation or organization)

**88-0105586**

(I.R.S. Employer  
Identification Number)

**3555 Pierce Rd.**

**Saginaw, Michigan 48604**

(Address of principal executive offices) (Zip Code)

**(989) 799-8720**

(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act: **None**

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

**Common Stock, par value \$.001**

(Title of class)

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

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 [X]

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 [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

[X] Yes [ ] No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K 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. [X ]

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

Large Accelerated Filer [ ] Accelerated filer [ ] Non-accelerated filer [ ] Smaller reporting company [X]

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

The aggregate market value of the voting common stock held by nonaffiliates of the registrant as of March 31, 2012 (the last business day of the registrant's most recently completed second fiscal quarter) was approximately \$5,092,875 based on the closing price of the shares as reported by the OTC Electronic Bulletin Board system.

As of January 11, 2013 there were 13,342,187 shares of Robertson Global Health Solutions Corporation Common Stock, par value \$.001, outstanding.

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***Forward Looking Statements***

*Certain statements in this report may constitute “forward-looking” statements within the meaning of the Private Securities Litigation Reform Act of 1995. The terms “may,” “should,” “could,” “anticipate,” “believe,” “continues,” “estimate,” “expect,” “intend,” “objective,” “plan,” “potential,” “project” and similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and involve risks, uncertainties, and assumptions that are difficult to predict. These statements are based on management’s current expectations, intentions, or beliefs and are subject to a number of factors, assumptions, and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. Factors that could cause or contribute to such differences or that might otherwise impact the business include the risk factors set forth in Item 1A of this Form 10-K. We undertake no obligation to update any such factor or to publicly announce the results of any revisions to any forward looking statements contained herein whether as a result of new information, future events, or otherwise.*

## PART I

### ITEM 1. BUSINESS

#### Overview

Robertson Global Health Solutions Corporation, together with its wholly-owned subsidiaries (collectively, “we”, “us”, “our”, “RGHS” or the “Company”) is a medical software company focused on utilizing clinical reasoning through artificial intelligence to advance excellence in patient care. Our vision is to provide the clinical medicine industry leading software solutions to expand the access of health information and multiply the reach of medical professionals. Our goal is to improve safety and documentation of decisions, save healthcare dollars and manage more patients using techniques that do not disrupt present systems.

We have developed and offer a global healthcare software solution using mobile technology, personal computers and the web to interface with our proprietary RHealth Advisor™ software. RHealth Advisor is an intelligent and intuitive clinical reasoning program providing inferences and argumentation from patient data and a proprietary medical database to aid in forming logical evidence-based conclusions that can be employed by a wide range of users to lower costs, manage more patients and improve outcomes. We believe that our RHealth Advisor software is the only global medical software solution that provides evidence-based medical advice to save lives and expand the reach of care while reducing costs through faster, more accurate and effective diagnosis, treatment, adherence and monitoring. We believe this is contrary to the standard, data collection, clinical decision support, chronic disease management and follow-up programs in the healthcare market today. Traditionally we believe other technologies are ineffective in providing care and educating patients and increase costs rather than lowering the healthcare cost curve.

During 2012, we filed for patent coverage to enhance the competitive position of our sophisticated clinical reasoning and proprietary database focusing on applications for pre-admission screening, predictive medicine, diagnostic support and chronic disease management and treatment adherence. We believe we positively impact healthcare providers, third-party payers and patients demonstrating specific outcomes with meaningful return on investment. With the increased political attention on healthcare and demands to provide more care at less cost, our strategy in the U.S. is focused primarily on payers – insurers where we are pursuing collaborations to provide our solutions for a variety of applications.

Our strategy is to access existing marketing and distribution channels through licensing. We are able to customize our software solutions to best fit the needs of our partners in local markets and to fit user needs. Our strategy in developing and emerging countries, in conjunction with existing and planned strategic and collaboration partners, is to work with governments, non-governmental organizations and health industry leaders to provide a solution that will decrease costs, expand the reach of health professionals, and improve the efficiency and effectiveness of overburdened rural clinics and hospitals. Commencing in mid-2011, working with distributor Montana Healthcare Solutions (Pty) Ltd., we entered the South Africa market. In July 2012 RHealth Advisor was approved for commercial release by the Health Professions Counsel of South Africa, a South African healthcare regulatory oversight organization (much like our FDA). We are working with Montana Health on a variety of market efforts in South Africa and are pursuing relationships in other developing and emerging countries. So far this strategy has not been successful in generating revenues.

We are organized to generate revenue by licensing our software platform and modules. License and revenue agreements with collaboration partners and affiliated companies have not yet generated significant revenue for us, but provide the foundation for RHealth Advisor's commercialization. We expect future license fees to be (a) subscription based or transaction based to vary depending on the RHealth Advisor applications used and the market profile of each prospective customer and/or (b) result from advertising and sponsorships. Implementation may include a setup fee with respect to the applications and potential integration needs of customers.

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We believe that our software solution offers many benefits that are not currently available from other software providers. We have patents pending on our computer implemented process, which will be helpful as we attempt to enter into licensing agreements. However, we have been unsuccessful thus far in generating revenues from the sale of the software solution. The Company's financial future remains uncertain, as we are in default on some obligations. We have, however, been successful in paying some obligations over the past year.

### **The Healthcare Information Systems Industry**

Recent decisions by health care industry participants have been influenced by political events and we expect future decisions will be significantly impacted by recently enacted federal laws.

The Obama Administration is emphasizing global health in its diplomacy and development work around the world. Through the Global Health Initiative ("GHI"), the U.S. government is pursuing a comprehensive whole-of-government approach to global health. The GHI promotes a new business model to deliver its dual objectives of achieving significant health improvements and creating an effective, efficient and country-led platform for the sustainable delivery of essential health care and public health programs. Similarly, many international organizations including the World Health Organization ("WHO") and private foundations are working to address the need for trained healthcare workers in under-resourced areas. They are working to support new tools, such as ours, embracing the ability of technology to meet the burgeoning need for quality healthcare. Innovative technology utilizing RHealth Advisor supports efforts to meet several of the UN Millennium Development Goals such as improving maternal/child health, combating HIV/AIDs and supporting other national health programs. We see significant worldwide opportunities for our software solutions and have positioned our solutions for the worldwide health information market.

Of specific importance to near term investment is the American Recovery and Reinvestment Act ("ARRA"), which became effective in 2009. This Act includes more than \$38 billion of incentives to help healthcare organizations modernize operations through the acquisition and use of information technology solutions. A part of ARRA designated the Health Information Technology for Economic and Clinical Health (the "HITECH Act") provides for roughly \$2 billion in 'jump start' funding that the Department of Health and Human Services is to distribute over a two-year time frame that began in 2011. ARRA also includes approximately \$17 billion in Medicare and Medicaid incentives targeting the 'meaningful use' of health record systems, systems interoperability, and the submission of data related to quality improvement initiatives.

The government spending is intended to reduce inefficiencies and improve patient care through the use of technologies. ARRA, and specifically the HITECH Act, increases the pressure on hospitals and care providing institutions to adopt technology. The HITECH Act provides funding for facilities to launch improvement projects associated with the 'meaningful use' of key information technologies. Qualifying hospitals can receive payments over a period of approximately four or five years beginning in 2011 based on their use of certified health information technology systems. The HITECH Act also provides financial penalties to hospitals by reducing Medicare reimbursement payments for hospitals that do not comply with certain usage requirements by 2015.

We are primarily targeting collaborations, alliances and customers that could benefit from the increased government spending rather than applying for direct government resources. While there is no assurance these acts and regulations will continue as planned or we can benefit therefrom, we believe there is significant momentum driving technology innovation across a broad spectrum of healthcare. Competition in the market for information and patient care systems is intense, and increased government spending may entice more companies to enter the marketplace.



## Our Technology

### Development and Description

Our founder, Dr. Joel Robertson, recognized that the lack of global resources and funding limitations would require innovative technology to provide a global medical solution to improve diagnostics and treatment to save lives and reduce costs. We are dedicated to improving global healthcare through intelligent, cost-effective innovative technology.

RHealth Advisor leverages two distinct technology components in a seamless multi-platform approach for healthcare triage, diagnosis, treatment and education. These two “platform enabling” components are our NxOpinion Inference Engine (“NxOpinion”) and our Medical Knowledge Management System (“NxKM”), which together power RHealth Advisor.

The NxOpinion engine powering our solution employs multi-phasic engines - a proprietary architecture that uses powerful predictive, probability and inquiry modules to create a diagnostic system. Our engine architecture has been honored by Microsoft as a breakthrough in software artificial intelligence. Operating on Microsoft’s agile .NET software development framework, NxOpinion is programmed to correlate the different pieces of available medical evidence entered in the system, compare them to disease profiles stored in NxKM and use the weightings assigned to each piece of information to generate a differential diagnosis - a list of potential disease candidates.

Both NxOpinion and NxKM were developed over a ten-year span of intensive research and input from physicians, allied health professionals and medical informatics specialists. We correlate NxKM with different pieces of available medical evidence to generate a probability weighted and relevant diagnosis that is kept up-to-date. Studies in the United States, India and the Dominican Republic, which are described in more detail below, have verified the diagnostic accuracy of our solution compared with trained physicians and have also documented that physicians improved their diagnostic accuracy using our solution.

### Stage of Product Development

Our core applications are developed and operational. We continue to enhance our applications and expand our knowledge database to include new diseases and medical information. Our easy-to-use RHealth Advisor Mobile Web application, available on a variety of mobile phones, provides convenient and innovative access to evidence-based health advice. RHealth Advisor Mobile Web takes advantage of the advanced web browser capabilities of tablet and smart phone platforms such as iPhone, Android, Blackberry, and Windows Phone 7, while at the same time remaining accessible to lower-end feature phones with less capable browsers and small form factors.

While we continue to add to our medical knowledge database, adapt our technology to operate with additional mobile platforms, expand our ability to interface and communicate with other devices and systems, add languages and regional disease information and scale our software to work with large user populations, we are actively marketing our software to collaboration partners and customers and are working on various development, partner and pilot projects in various regions of the world. While our projects have not generated significant revenue to date, we expect revenue in fiscal 2013 from existing and new relationships.

### Comparison to Other Solutions

RHealth Advisor is a clinical reasoning tool that is targeted at broad global applications. We believe it is differentiated from other software or web-based symptom checkers and physician reference tools as described in the following table (also see “Competition”):

Category	RHealth Advisor	Symptom Checkers and Physician Reference Tools
Logic	Versatile content management platform and knowledge system that mimics clinical reasoning providing a differential diagnosis	Unilateral logic using protocols consisting of a hard-coded path from one observation to the next
	Versatile content management platform and knowledge system utilizing disease-to-disease relationships	Decision trees, algorithms, or hard coded paths

Can handle multiple disease progressions simultaneously because of its sophisticated, multi-platform engine	Limited ability to address rare diseases or multiple diagnoses due to simple unilateral logic
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	Continually reconsiders possible diagnoses as a user enters more data	Limited to entry of symptoms – static diagnosis
	Able to handle complex cases and cases with multiple coexisting diseases by interpreting 10 million interrelated facts	Algorithms and/or decision trees are limited in the number of interrelations that can exist
Database	Comprehensive to accurately diagnose common presentation of common diseases, uncommon presentations of common diseases, common presentations of rare diseases and uncommon presentations of rare diseases	Generally limited to common presentations of commonly diagnosed diseases
	Database is easily maintainable and expandable because of its unique NxKM medical content database	Employs hard-coded data, such as algorithms or decision trees, that are slow, difficult and costly to maintain and update
	Ability to maintain multiple region-specific databases, including treatments, terminology, language, and health record	No comparable feature
Interface	Flexibility to be tailored from the lay person with no medical background all the way to the specialist physician, and anywhere in between	Created specifically for consumers or physicians
	Cloud based and can be accessed by land-line phone, simple cell phone, WAP-enabled mobile phone or any computer device even in undeveloped countries	Generally accessible only from full feature computer or phone
	Tested in both developing and developed countries and been used by minimally educated, illiterate users.	Focused solely on mature markets and medically savvy consumers
	Suggests findings or symptoms that the user may not have considered that can help differentiate a disease	Diagnostic capabilities limited by the users input
	Can be used in a “what if” situation - - specific findings and/or tests or laboratory results can be entered to see what impact they would have on the confidence of a diagnosis - - allows a practitioner to minimize unnecessary testing	No comparable feature
Accuracy	Pinpoints diseases and offers confidence levels on each specific disease - - we believe that only when you can provide confidence in a diagnosis can you safely treat a patient based on information at that time	No confidence level except counting matched findings, limiting accuracy
	Includes pre-existing diseases and environmental factors when performing diagnostics	No comparable feature
	Provides actionable (knowing what I have) medicine with treatment options approved by appropriate medical societies and standards of care	No comparable feature

Documentation	Records, maintains and builds upon each case	Single user and single case with limited documentation ability
	Provides family case management allowing multiple cases per user and multiple users at a time	No comparable feature
	Links to a comprehensive Electronic Health Record (EHR)	No comparable feature
Reference	<p>Provides a comprehensive reference tool for educational and resource information about diseases, findings, and treatments.</p> <ul style="list-style-type: none"> <li>•Includes disease “look-up” to view the most commonly associated, uncommonly associated, and rarely associated symptoms with that specific disease.</li> <li>•Includes a symptom “look up” to view what diseases are linked to that symptom and how commonly it is associated to help differentiate.</li> </ul>	Database and logic limited

## Technology Ownership/Licensing

NxOpinion and NxKM (our "Database Engines") were developed by Dr. Robertson and entities owned or controlled by him prior to the formation and existence of Robertson Health Services, Inc. ("RHS") (formerly NxOpinion, LLC). In 2005, Dr. Robertson assigned the Database Engines and other intellectual property to an intellectual property holding company called Vanahab, LLC ("Vanahab"). Vanahab is owned by Dr. Robertson and his wife, Vickie Robertson.

RHS was formed on April 7, 2005 to create data populations for use with the Database Engines and to further develop and commercialize the RHealth Advisor solution. RHS held a license to use RHealth Advisor from Vanahab. The license agreement provided that Vanahab would own all improvements to the Database Engines. Since 2005, RHS's major contribution to RHealth Advisor has been the gathering and creation of data sets for use with the Database Engines. All data gathered by RHS for use with RHealth Advisor is owned by RHS, subject to any limitations contained in the license and/or service agreement with the client that commissioned the gathering of the data.

Certain components of the Database Engines, related primarily to the proprietary multiple engine architecture, were funded by the Robertson Research Institute ("RRI"), a Colorado nonprofit corporation, and a public charity as defined in section 501(c)(3) of the Internal Revenue Code. RRI had a license agreement with Vanahab for use of the technology. Dr. Robertson and his family members Vickie Robertson, Nicole Decker, Marcus Decker, Heidi Robertson and Brooke Roff are trustees of RRI, among other unrelated persons.

In May 2010, RHS amended and restated the terms of its license agreement for the Database Engines from Vanahab. RRI has also agreed to amend its license agreement with Vanahab to curtail its rights in relation to those of RHS. All technology related to the RHealth Advisor was transferred from Vanahab to Vanahab Health Diagnostics, LLC ("Vanahab Health Diagnostics"), a Nevada limited liability company that is wholly-owned by Vanahab. RHS entered into an Amended and Restated License Agreement with Vanahab Health Diagnostics dated May 8, 2010 (the "Amended License Agreement"). The Amended License Agreement includes multiple license grants that allow for use of the Database Engines, limited sublicensing of the Database Engines, and the ability to modify and improve the Database Engines. Each license grant is perpetual and royalty-free; however, in exchange for the overall Amended License Agreement, RHS pays an annual royalty of \$10,000 (due in quarterly installments). It is expected that RHS will pay the annual royalty primarily or exclusively "in-kind" by the provision of certain services to Vanahab Health Diagnostics.

The license grants in the Amended License Agreement are nonexclusive, but RHS has certain rights to prevent the technology from being licensed to other parties. Specifically, RHS must consent in writing to any additional license grants by Vanahab of the technology to any parties other than RRI. RRI and RHS each have the right to sublicense the technology to customers. Potential customers and projects are divided among RRI and RHS as follows: RHS has the priority right to sublicense the technology to potential clients over RRI unless 1) the customer dictates that the license must run through RRI due to its non-profit status and the customer is a nonprofit institution, company, foundation, association or other charitable entity requesting a project having a geographic scope substantially within (a) a UN Millennium Development Goal Country, or (b) any country wherein the majority of its medical funding is provided by international sources, or 2) RRI and RHS mutually agree, taking into consideration applicable facts and circumstances and with recusal of interested persons, that such customer and/or project be allocated to RRI.

RHS organized a wholly-owned subsidiary, Robertson Technologies Licensing, LLC ("RTL"), a Nevada limited liability company, to be the master licensor for its activities. RHS is the sole member of RTL. RTL enters into license agreements, such as the recent collaboration agreement with Microsoft Corporation, at the direction of its parent. Instances are likely to arise where a customer requests that technologies owned by entities other than RHS be bundled with RHealth Advisor or when it requires services from more than one entity, such as from RHS and RRI. In those instances, RTL may bundle those technologies or services on a contract basis. RTL will interface on behalf of RHS and its technology partners to provide the required services and technologies to the customers. RTL would then apportion revenues among the participating entities in accordance with their contractual relationship. Due to the likelihood that RRI may be requested to bundle technologies and services from entities such as RRI and Robertson Wellness, LLC, in which Dr. Robertson has an interest ("Robertson Entities"), with those of RHS, the potential for conflicts of interest exists. We anticipate that Dr. Robertson will recuse himself from negotiations among RHS and Robertson Entities. Furthermore, transactions between RHS and Robertson Entities will be entered into only upon terms that are as favorable to RHS as could be obtained from unrelated third-parties through "arm's length" negotiations.

## **Development Costs**

Company personnel devoted approximately 1,900 hours and 9,300 hours on research and development activities during the fiscal years ending September 30, 2012 and 2011, respectively. Customers bore the cost of approximately 300 of these hours during the fiscal year ending September 30, 2011; customers did not bear the cost of any of these hours during the year ending September 30, 2012. We expensed \$259,543 and \$1,004,352 on product and content development during the fiscal years ending September 30, 2012 and 2011, respectively.

## **Market Overview and Opportunity**

We believe the global market for RHealth Advisor is significant. Whether used as a mobile health diagnostic and screening tool by rural health workers in remote areas of the developing world or as a screening, diagnosis and record-keeping tool as a part of a developed nation's national health program, if we are able to develop the market and acquire customers, we believe our software technology can greatly improve the effectiveness and delivery of health services worldwide. So far we have been unsuccessful in capitalizing on this market. However, we are currently having discussions within this market, which, if successful, would allow us to quickly enter the market.

We categorize our prospective customers into three major markets – Developing Countries, Emerging Markets, and Mature Markets. In the horizontal segments within these markets RHealth Advisor offers significant utility. The offering to each market is as follows:

- *Developing Countries* – assist health care workers to extend medical intervention where there is limited or no availability of physicians.
- *Emerging Markets* – to improve effectiveness in determining diagnoses and establishing standardized treatment regimens.
- *Mature Markets* – to drive efficiency into the healthcare system, reducing costs and improving treatment adherence.

We target horizontal segment uses in these markets including:

- Customer Segment
  - Consumers – for pre-screening, chronic disease management and treatment adherence
  - Hospital Systems and Patient Care Facilities – to increase throughput and efficiency, for triage and treatment management
  - Clinics and Physician Groups - for triage and treatment management
  - National Health Programs – for pre-screening and chronic disease treatment management
  - Non-Government Organizations – to identify health trends, disease eradication and data storage
  
- Strategic Partners, Collaborators and Integrators
  - Insurance Carriers – for pre-screening and test validation
  - Pharmaceutical Research – accumulate compound and outcomes data analysis
  - Government Organizations – to identify health trends and delivery enhancements
  - Electronic Health Record Providers – for repository storage of medical records and linking to treatment and treatment management
  - Device Industry Partners – with hardware for field data capture
  - Third Party Service Providers – to assist in process management to increase efficiency and accuracy
  - Technology Partners – for integration of services
  - Regional Distributors – to centralize and standardize product and service offerings

End users that we target to employ our software in a variety of devices include consumers, nurses, assistants and a range of healthcare industry workers. The goal is to increase accuracy of diagnosis and treatment services, increase throughput and efficiency of patient care, reduce duplication and provide treatment response tracking. We expect to license our software solutions to such end users generally through the types of strategic partners, collaborators and integrators listed above.

Developing and emerging countries lack sufficient medical personnel, facilities and resources to meet the demand for healthcare. Trained healthcare workers are not available in areas where they are needed most. Our tools dramatically improve the ability of minimally trained health workers to provide a much higher level of care with confidence and accuracy.

Developed nations also face increasing and intense pressure to reduce the cost of healthcare services while maintaining a high quality of care. Through the innovative use of near real-time decision support technology we expand access to reliable health diagnosis and provide accurate triage, thus utilizing the minimum healthcare resources necessary and allowing only those with critical needs to be referred upward through the medical treatment system. We help guide appropriate treatment protocols at the proper level, whether it be the consumer, a local healthcare worker, a physician, a hospital or specialist. We believe our tools can contribute to lower costs and improved quality of care.

With access to mobile phones and the Internet, consumers are assuming more of their healthcare decision making while facing increased costs, as businesses and governments attempt to manage the delivery of services. Existing tools are inadequate as they lack the ability to interpret data, and are unable to ask the user for additional information in order to deliver a statistically relevant diagnosis and treatment plan.

Misdiagnosis remains a common medical mistake. Despite the risks, misdiagnosis is still rarely studied. However, a 1997 survey conducted by the National Patient Safety Foundation found that even in non-ICU/ER situations there is anywhere from 8-40% chance of misdiagnosis. An Institute of Medicine (IOM) report in 2000 estimated that up to 98,000 deaths occur annually in the United States (U.S.) from medical errors, placing medical errors in the top ten causes of death in the U.S. In addition, it is estimated that over \$37 billion is spent annually for treatment of medical errors of which \$17 billion is preventable. Key contributing factors to misdiagnosis include lack of readily available and current medical information, inexperience in diagnosing disease systems outside one's specialty, inexperience in recognizing potential treatment interactions, or an inability to gather enough facts and symptoms to make an accurate diagnosis. Our tools help prevent medical errors by providing a timely solution to avoid these common points of error.

We target our solution to the global marketplace knowing that our solution can be utilized to assist in delivering healthcare to a target market consisting of billions of people worldwide. As an indication of the breadth and diversity of our target applications consider the following illustrations:

- Millions of rural healthcare workers are needed to serve more than 2.5 billion people in the developing and emerging countries of Asia, Africa and South America. India alone is seeking to train 250,000 first level workers to improve access to healthcare to over 500 million people. The funding for technology in these areas comes from governments and charitable organizations and we plan to support these efforts globally. Consumers in these markets are prime candidates for targeted marketing by pharmaceutical, biotechnology and medical device companies that seek an efficient and cost-effective method to target customers requiring their products. We believe that traditional advertising is ineffective in these markets. Through mobile phones we can deliver targeted information to people in need of healthcare services.
- Through collaborations with other companies, such as Montana Healthcare Solutions, we expect to participate in a substantial developing market to allow individuals to manage their health information and associate with providers to more effectively manage their care. The goal of the governments in these emerging countries is to use technology to reduce costs while improving care, as well as having the ability to collect and store data that can be used for public health planning. We offer several modules, with our data collection and diagnostic information typically being the main offerings for joint marketing with partners. The population in the countries initially being targeted in this partnership exceeds 200 million.
- We enrich the quality and relevance of health information that may be delivered to consumers, physicians and other healthcare professionals, employers and health plans. Unlike traditional delivery methods such as WebMD, we offer the ability to interact with a knowledge management system to create a diagnosis based on relevant data. Whether as a stand-alone website or as an engine powering the offerings of other sites, we believe we have an important role in supercharging the health information marketplace.

Our unique data interpretation capability solves the most difficult aspect of getting a correct diagnosis and appropriate treatment. Instead of just assembling facts, we take facts and use them to create diagnoses and treatments based on user inputs. We prompt users to enter relevant information necessary to confirm a diagnosis and guide treatment. Our solution has applications in large markets including:

- The 30,000 hospitals in the U.S. and many more worldwide that are candidates for case management and clinical decision tracking which can benefit from our other modules. Many are being required to upgrade health information systems to meet new regulations and are seeking cost-effective tools, such as ours, to reduce the incidence of misdiagnosis and minimize unnecessary tests or procedures.
- Practicing physicians and clinics that wish to check or confirm diagnoses thus reducing misdiagnosis error rates and minimize unnecessary tests or procedures. There are over 600,000 physicians and surgeons in the U.S. alone and many more worldwide. As a tool for medical training and education. Our system can become an integral part of medical student training, allowing students to quickly access information and self-check their diagnoses. We believe our solution can be an invaluable tool to help medical students learn the next question to ask in order to complete an accurate diagnosis.
- Benefit managers who work to optimize care by identifying best practices and reducing unnecessary procedures.

## **Our Strategy and Collaborations**

### Strategy

Our mission is to save lives and improve quality of life through our innovative health information technology. Our mission is based on our founder's vision of a truly global medical solution used to save lives through faster, more accurate diagnosis and treatment. Our strategy is to partner with major organizations in the healthcare and technology fields to provide our software solution for use around the world. Much of our marketing has been done through strategic business contacts, collaborations and prospective integrators.

Our strategy in mature markets, initially the United States, is focused primarily on payers – insurers where we are pursuing collaborations to provide our patent pending solutions in a variety of applications. We are targeting collaborations to leverage our sophisticated clinical reasoning and proprietary database focusing on applications for pre-admission screening, predictive medicine, diagnostic support and chronic disease management and treatment adherence.

Our strategy in developing and emerging countries is to use our solution to improve healthcare efficiency and delivery. We plan to do this through a flexible system that allows some of our efforts to be charitable, others at or near cost and others to be for-profit endeavors.

We have a product distribution agreement with Montana Healthcare Solutions (Pty) Ltd., a South Africa company, whereupon Montana Health has limited rights to sell/market products/services on our behalf. We have agreed to pay to Montana Health a portion of the sales proceeds for marketing/sales and support services to be determined on a project-by-project basis. We are working towards and anticipate developing other similar relationships wherein these companies work with us to sell and market our products and services worldwide.

Our affiliation with the Robertson Research Institute (“RRI”), a 501(c)(3) public charity, is important for several reasons. We are affiliated with RRI for technology and common management which has been important in the development of our healthcare solution. It is equally important in the future because it allows us options to pursue a range of partnerships combining government, charity and for-profit entities in developing and emerging areas of the world.

The key element of our business strategy is to build on existing collaborative arrangements and develop new collaborative relationships throughout the developing, emerging and developed regions of the world. We expect to continue to enhance the capabilities of our solutions and expand our medical database.

Entering into 2013, we are seeking collaboration and integration partners in the United States and other developed markets to demonstrate our ability to assist in reducing healthcare costs, improving quality of care, and increasing productivity. Future alliances and collaborations for our applications may extend all the way from the consumer and healthcare provide to the healthcare payer.

### Collaborations and Integrations

The first stage of collaborations and integrations included projects in India, Kenya, Dominican Republic, and South Africa that tested and we believe validated RHealth Advisor’s innovative applications.

In 2004 and 2005, we worked with Microsoft Research to complete an RHealth Advisor pilot study in the Dominican Republic to assess the use of an artificial intelligence physician extender software system in regions of high poverty. The resulting success we believe evidenced our ability to fit within physician workflow systems, and usability in remote areas.

Under a 2009 contract grant we worked with the Bill and Melinda Gates Foundation to conduct a usability and accuracy pre-admission screening study of RHealth Advisor. In collaboration with the Nizam’s Institute of Medical Sciences and Central Michigan University Research Corporation a study was completed to evaluate if Multi-Purpose Health Assistants (“MPHAs”) using RHealth Advisor significantly outperform the diagnostic capabilities of MPHAs without RHealth Advisor. We believe the results evidenced our ability to improve efficiency and effectiveness of MPHAs within a rural health center setting with minimally trained professionals (physician extenders).

Under an August 2009 collaboration contract with Microsoft’s Unlimited Potential Group (“UPG”), we ported our consumer diagnostic software to deploy on Microsoft’s OneApp™ platform enabling feature phones in emerging markets to access mobile applications. This project was also in collaboration with NetHope and CARE. The goal of this collaboration was to determine if a basic cell phone could perform health screening in remote areas with our solution. We have also developed a WAP (wireless application protocol) based application of RHealth Advisor for use outside of OneApp, which we have named RHealth Advisor Mobile Web. This solution, which was expanded to include diagnostics in addition to data collection, is targeted for remote and emerging markets desperately needing health information and data collection.

Under a 2010 grant from Johnson & Johnson Company, managed by the Grameen Foundation, we were selected on a consulting basis to customize and port our consumer diagnostic engine and patient monitoring/compliance module to a mobile phone. The first pilot project in India was designed to help manage HIV patients and enhance their treatment compliance. This project served as a proof of concept to show RHealth Advisor's ability to tailor into a specific disease management program.

In 2010, in collaboration with Intel's World Ahead Program, we collaborated with a "ruggedized laptop" hardware and software solution targeting India. The aim was to provide the electronication of healthcare to provide quality healthcare access for rural citizens and reduce crowding in urban hospitals. We believe this collaboration demonstrated a proof of concept to show RHealth Advisor's ability to collaborate with unique and flexible hardware platforms that have extended reach and access globally.

In December 2010, we signed a product distribution agreement with Montana Healthcare Solutions, a South African based health solutions distribution company, whereupon Montana Healthcare Solutions has limited rights to sell/market products/services on our behalf. We have agreed to pay to Montana Healthcare Solutions a portion of the sales proceeds for marketing/sales and support services to be determined on a project-by-project basis. Since its inception, we have partnership with Donald Woods Foundation, MIMU Foundation, Health Partners, Buffellshoek Trust, Integr8, LifeCare Hospitals, Nokia, and Sanlam Health to determine business and integration models. In conjunction with Montana Healthcare Solutions we have signed agreements with Telemedicine Africa (Pty) to deliver RHealth Advisor mobile web as an essential addition to its telemedicine solution offering to the medically underserved population of Africa; MXit Lifestyle (Pty) Ltd, an online social network, to deliver health applications to MXit's current user base in South Africa.

During the 2010 timeframe, we determined the importance of modularizing our platform to be used with other healthcare related companies. We contracted with Blacklight, a South African technology company, for unique development tools to easily white-label RHealth Advisor's mobile web user interfaces for various customers.

In 2012, with some of the changes in the US healthcare system, it became apparent that the global solution we have developed could easily meet the needs and interests of healthcare providers, payers and customers in developed countries. In January 2012, we expanded our efforts to prepare for commercialization in developed markets. This included taking what has been learned in the global market and applying it to developed markets. During 2012, we identified and filed for patent protection in four key use areas. We have filed these patent applications to leverage the sophisticated clinical reasoning and proprietary database that we have developed. We believe we have a significant disruptive advantage in the following four important use case areas; all pointing directly to our refined business strategy and product differentiation:

1. Pre-admission Screening – streamline patient throughput at the primary care level. For example, patient receives initial impression via RHealth Advisor approved by the physician and is directed to complete necessary laboratory tests prior to seeing the physician; eliminating unnecessary patient visits within the system and allowing the provider to see more patients with higher return on investment for each appointment.
2. Predictive Medicine – identify unnecessary tests and provide argumentation for testing that is statistically relevant to form a conclusion. RHealth Advisor provides the physician, nurse practitioner and physician assistant the statistical likelihood that a given test will change the diagnostic confidence of a disease; eliminating unnecessary, or provide for less expensive tests, to get to the same conclusion thus saving the payer significant money. This allows them to incentivize providers to operate in a new fashion.
3. Diagnostic Support – providing differential diagnostic support. For example, RHealth Advisor's prominent award winning diagnostic engine would provide diagnostic support to assist in reducing misdiagnosis and medical errors. In 2011, healthcare economist stated that misdiagnosis and medical errors cost the system \$17 billion.

- Chronic Disease Management and Treatment Adherence- improving patient monitoring and follow-up using sophisticated clinical reasoning and established technology. For example, a patient's current status, the progression of their disease and any complications that may arise are monitored by RHealth Advisor with automated daily care
4. management, reminders about appointments and diet and activity recommendations. Using our physician portal a physician can quickly evaluate and manage each of their patients which contain red, yellow, and green indicators based on their patient's current condition and monitoring statistics. The engine tailors specific treatment plans for each patient allowing the physician to direct the patient's care quickly and effectively.

We believe healthcare providers view the above use cases as a way to lower their cost of providing care, manage more patients with a greater reach and influence and provide care to a knowledgeable consumer. This ultimately extends their revenue stream.

Payers view these use cases as a way to improve the quality, affordability and access of care. Together, these ultimately extend their profit margins and differentiate them in competitive markets.

Patients view these use cases as a way to improve their patient and provider experience by accessing better health care and saving time and out-of-pocket spending and unnecessary time in waiting rooms.

Despite all of the prior successes we have had, the Company has incurred large historical losses and did not recognize any sales revenues during the fiscal year ended September 30, 2012. Due to our working capital deficit and resulting lack of liquidity, our operations have been greatly curtailed. However, our software has continued to be developed and made more functional for the markets we are pursuing.

## Competition

The markets we participate in are intensely competitive, continually evolving and subject to rapid change. Other companies with competing applications have greater technical resources, product development, marketing, financial and other resources than we do. These organizations may have longer operating histories, greater brand recognition and larger customer bases as well.

However, we believe that through our strategy of partnering we compete primarily on the strength of our technology where the principal competitive factors include:

- Scalability – the ability to scale to large national health systems throughout the world.
- Adaptability – ability to adapt to increasingly complex and changing healthcare systems.
- Compatibility – ability to work seamlessly with a diverse range of input devices and back-end systems.
- Functionality – ability to offer a wide scope of services to meet healthcare needs.
- Performance – ability to perform rapidly given the large scale of functionality.
- Security – ability to protect highly sensitive consumer information.
- Reliability – ability to provide predictable and repeatable highly relevant diagnosis and treatment information.
- Relationships with large healthcare organizations and corporations – we have demonstrated our ability to work with the largest organizations in the world.

We believe that our applications compete favorably with those of our competitors on the basis of the above factors. Our applications compete most directly with other clinical decision support systems such as WebMD Symptom Checker, IBM's Watson, Mayo Clinic Symptom Checker, ePocrates Essentials, Isabel, DiagnosisPro, Gideon, DxPlain, VisualDX and others. IBM's Watson and these other traditional clinical decision support systems only provide a statistical analysis of data gathered and are limited by the user's knowledge and input, whereas RHealth Advisor provides other benefits such as providing actionable next steps and patient education, including pertinent health record information within the diagnosis, sharing of health records across multiple platforms, and the ability to diagnose rare presentations of rare diseases. We believe our applications stand out from the competition because of our diagnostic engine, which determines a diagnosis based on symptoms, as well as disease probability and possibility. In addition, ours is the only solution with the ability to query the user for additional relevant information to obtain a higher confidence level for diagnosis. As a result, we believe our RHealth Advisor delivers a more accurate and relevant diagnosis. In addition it delivers better data integrity, increased patient adherence, a screening level that helps determine the service needed, monitoring and evaluation statistics, early detection of treatment failure, and pre-crisis intervention. Other important competitive factors in this area include device compatibility and portability, areas in which we believe we excel.



While we are not currently planning to compete directly with static health information services such as WebMD or MayoClinic, we do have a powerful health information database and strong tools that make the information useable as a resource and an educational tool. Should we license a system for use with our database or in combination with other databases, we believe we can distinguish ourselves, since we enrich data through interpretation. We also provide a user-rich experience because we integrate with personal history and current symptoms to provide diagnostic information, which other static health information systems do not currently offer.

Our ability to provide health records also makes us complimentary with product offerings including Microsoft's HealthVault and others. We see opportunities to collaborate with such providers for our software modules to complement rather than compete. However, as we collaborate with one provider in an application area, we will compete with other providers for specific customers and business opportunities.

## **Government Regulation**

The healthcare industry is highly regulated and is subject to changing political, regulatory and other influences. Most of our revenue is derived either directly from the healthcare industry or from other sources that are subject to healthcare laws and related regulations and could be affected by changes in those laws and regulations. The following is a description of some of the healthcare laws and regulations applicable to us, either directly or through their effect on our healthcare industry customers. Changes in those laws, regulations and standards may create unexpected liabilities for us, may cause us to incur additional costs and may restrict our operations.

Many healthcare laws are complex, and their application to specific products and services may not be clear. In particular, many existing healthcare laws and regulations, when enacted, did not anticipate the healthcare information services that we provide. However, these laws, regulations and industry standards may nonetheless be applied to our products and services. We cannot provide assurance that we will be able to accurately anticipate the application of these laws, regulations and industry standards to our operations. Our failure to accurately anticipate the application of these laws and regulations to our operations, or other failure to comply, could create liability for us, result in adverse publicity and negatively affect our business. Even in areas where we are not subject to healthcare regulation directly, we may become involved in governmental actions or investigations through our relationships with customers that are regulated, and participation in such actions or investigations, even if we are not a party and not the subject of an investigation, may cause us to incur significant expenses.

The laws and regulations that govern our business change rapidly. The following are summaries of some of the evolving areas of law and regulation that are relevant to our business:

### United States Food and Drug Administration

The FDA promulgated draft guidance ("Proposed FDA Guidance") for the regulation of computer software products as medical devices and a Final Rule for reclassification of medical device data systems under the Federal Food, Drug and Cosmetic Act, as amended, or FDCA. The FDA also held a public Workshop to further discuss the FDA Guidance. To the extent that our software products are utilized as a clinical decision support system that allow a user to input patient-specific information and output a patient-specific result, diagnosis, or treatment recommendation to be used in clinical practice or to assist in making clinical decisions, then we are subject to the Proposed FDA Guidance and applicable regulations. To the extent that our software products are utilized as a symptom checker not intended to support a clinical decision and a mere medical reference guide, then we may not be subject to the Proposed FDA Guidance and applicable regulations. Although it is not possible to anticipate the final form of the Proposed FDA Guidance with regard to computer software, we expect that the FDA will become increasingly active in regulating computer software intended for use in healthcare settings regardless of whether the Proposed FDA Guidance is finalized or changed.

Medical devices are subject to extensive regulation by the FDA under the FDCA. Under the FDCA, medical devices include any instrument, apparatus, machine, contrivance, or other similar or related article that is, among other requirements, intended for use in the diagnosis of disease or other conditions or in the cure, mitigation, treatment, or prevention of disease. FDA regulations govern, among other things, product development, testing, manufacture, packaging, labeling, storage, clearance or approval, advertising and promotion, sales and distribution, and import and export. FDA requirements with respect to devices that are determined to pose lesser risk to the public include:

- establishment registration and device listing with the FDA;
- the Quality System Regulation, or QSR, which requires manufacturers, including third-party or contract manufacturers, to follow stringent design, testing, control, documentation, and other quality assurance procedures during all aspects of manufacturing;
- labeling regulations and FDA prohibitions against the advertising and promotion of products for uncleared, unapproved off-label uses and other requirements related to advertising and promotional activities;
- medical device reporting regulations, which require that manufacturers report to the FDA if their device may have caused or contributed to a death or serious injury or malfunctioned in a way that would likely cause or contribute to a death or serious injury if the malfunction were to recur; and
- corrections and removal reporting regulations, which require that manufacturers report to the FDA any field corrections and product recalls or removals if undertaken to reduce a risk to health posed by the device or to remedy a violation of the FDCA that may present a risk to health.

Non-compliance with applicable FDA requirements can result in, among other things, public warning letters, fines, injunctions, civil penalties, recall or seizure of products, total or partial suspension of production, failure of the FDA to grant marketing approvals, withdrawal of marketing approvals, a recommendation by the FDA to disallow us from entering into government contracts, and criminal prosecutions. The FDA also has the authority to request repair, replacement, or refund of the cost of any device.

#### 2010 Healthcare Affordable Care Act

The Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010 (which we refer to as the Affordable Care Act), was signed into law in March 2010. The Affordable Care Act makes extensive changes to the system of healthcare insurance and benefits in the U.S. In general, the Affordable Care Act seeks to reduce healthcare costs and decrease the number of uninsured legal U.S. residents by, among other things, requiring individuals to carry, and certain employers to offer, health insurance or be subject to penalties. The Affordable Care Act also imposes new regulations on health insurers, including guaranteed coverage requirements, prohibitions on certain annual and all lifetime limits on amounts paid on behalf of or to plan members, increased restrictions on rescinding coverage, establishment of minimum medical loss ratio requirements, a requirement to cover certain preventive services on a first dollar basis, the establishment of state insurance exchanges and essential benefit packages, and greater limitations on how health insurers price certain of their products. The Affordable Care Act also contains provisions that will affect the revenues and profits of pharmaceutical and medical device companies, including new taxes on certain sales of their products.

Many of the provisions of the Affordable Care Act that expand insurance coverage will not become effective until 2014, and many provisions require regulations and interpretive guidance to be issued before they will be fully implemented. While we do not currently anticipate any significant adverse effects on us as a direct result of application of the Affordable Care Act to our business or on our company in its capacity as an employer, we are unable to predict what the indirect impacts of the Affordable Care Act will be on our business through its effects on other healthcare industry participants. We believe the Affordable Care Act may possibly drive demand for our solutions that offer productivity improvements. However, we cannot yet determine the scope of any such opportunities or what competition we may face in our efforts to pursue such opportunities.

#### Privacy and Security Regulations

The Health Insurance Portability and Accountability Act of 1996, as amended, and the regulations that have been issued under it, which we collectively refer to as HIPAA, contain substantial restrictions and requirements with respect to the use and disclosure of individuals' protected health information. HIPAA prohibits a covered entity from using or disclosing an individual's protected health information unless the use or disclosure is authorized by the individual or is specifically required or permitted under HIPAA. Under HIPAA, covered entities must establish administrative, physical and technical safeguards to protect the confidentiality, integrity and availability of electronic protected health information maintained or transmitted by them or by others on their behalf.

Subtitle D of the Health Information Technology for Economic and Clinical Health (HITECH) Act, enacted as part of the American Recovery and Reinvestment Act of 2009, and its implementing regulations, address the privacy and security concerns associated with the electronic transmission of health information. The HITECH Act requires that covered entities follow certain breach notification procedures if unsecured protected health information is breached, including notifying affected patients and reporting to the Secretary of Health and Human Services under certain circumstances. Further, in light of the HITECH Act, certain sections of the HIPAA regulations are undergoing revision, which may impact our compliance requirements.

## State Laws

In addition to HIPAA, most states have enacted patient confidentiality laws that protect against the unauthorized disclosure of confidential medical information, and many states have adopted or are considering further legislation in this area, including privacy safeguards, security standards and data security breach notification requirements. Such state laws, if more stringent than HIPAA requirements, are not preempted by the federal requirements, and we must comply with them even though they may be subject to different interpretations by various courts and other governmental authorities.

## Medical Professional Regulation

The practice of most healthcare professions requires licensing under applicable state law. In addition, the laws in some states prohibit business entities from practicing medicine, which is referred to as the prohibition against the corporate practice of medicine. We do not believe that we engage in the practice of medicine, and we have attempted to structure our product offerings, strategic relationships and other operations to avoid violating these state licensing and professional practice laws. We do not believe that we provide professional medical advice, diagnosis or treatment within the meaning of these laws. We have no intention to provide medical care or advice. A state, however, may determine that some portion of our business violates these laws and may seek to have us discontinue those portions or subject us to penalties or licensure requirements. Any determination that we are a healthcare provider and acted improperly as a healthcare provider may result in liability to us.

## Other Requirements

In addition to HIPAA, numerous other state and federal laws govern the collection, dissemination, use, access to and confidentiality of individually identifiable health and other information and healthcare provider information. The FTC has issued, and several states have issued or are considering, new regulations to require holders of certain types of personally identifiable information to implement formal policies and programs to prevent, detect and mitigate the risk of identity theft and other unauthorized access to or use of such information. Further, the U.S. Congress and a number of states have considered or are considering prohibitions or limitations on the disclosure of medical or other information to individuals or entities located outside of the United States.

Many countries and governmental bodies have, or are developing, laws that may apply to online health information services of the types we provide, including laws regarding the collection, use, storage and dissemination of personal information or patient data. To the extent our operations are located within their jurisdiction or are directed at individuals within their jurisdiction, these laws may apply to us. In addition, those governments may attempt to apply such laws extraterritorially or through treaties or other arrangements with U.S. governmental entities. To the extent we fail to accurately anticipate the application or interpretation of these laws, we could be subject to liability and adverse publicity, which could negatively affect our business. In addition, these laws may impose additional operational requirements or restrictions on our business and increase our cost of doing business.

## **Employees**

At September 30, 2012, we employed a total of 6 people. Of such employees, two were executive officers, three were in research and development, and one in marketing, sales and licensing. We also use outside consultants for various services from time to time. We are not a party to a collective bargaining agreement. We consider our relations with our employees to be favorable.

## **Available Information**

Our annual report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to reports filed or furnished pursuant to Section 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are available free of charge on our website at [www.robertsonhealth.com](http://www.robertsonhealth.com) shortly after we electronically file such material with, or furnish it to, the SEC. The SEC maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements, and other information regarding issuers that file electronically. We assume no obligation to update or revise forward looking statements in this Form 10-K, whether as a result of new information, future events or otherwise, unless we are required to do so by law.

## ITEM 1A. RISK FACTORS

*In addition to the information contained elsewhere in this annual report, you should consider carefully the following risk factors related to the Company. If any of the risks described below actually occur, our business, financial condition, results of operations, cash flows and stock price could be materially adversely affected. This annual report also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the risks faced by us described below and elsewhere in this annual report.*

### **Risk Factors Relating to Our Business**

**We are a development stage company.** Our products and services are being introduced into evolving and changing markets and face a relatively prolonged full adoption cycle by proposed users. Certain products, key to our future plans, continue to be adapted and improved for the intended end use. As a result and since we have not had significant revenues, we are still considered to be in the development stage and remain subject to all of the risks inherent in the establishment of a new business enterprise. An investment in our Company must be considered in light of all the risks inherent in any development stage business including the absence of a profitable operating history, lack of financial and customer market recognition, and limited banking and financial relationships. In addition, our business plan and operating strategy involves expansion into businesses and global markets that are highly competitive and dominated by large companies with long established and highly recognized market presence.

**We have a history of losses and may incur future losses.** From Inception to September 30, 2012, we have incurred significant losses and negative cash flow from operations and have a deficit accumulated during the development stage of \$18,074,827. Our net losses for the years ended September 30, 2012 and September 30, 2011 were \$1,198,680 and \$2,808,403, respectively. At September 30, 2012, we had negative working capital of \$3,650,926 and had notes and accrued interest in default aggregating \$1,626,142. Our ability to emerge from the development stage and continue as a going concern is in doubt and is dependent upon obtaining additional financing, restructuring or renegotiating our debt and/or attaining a profitable level of operations. We could continue to incur losses in the future until revenues are sufficient to sustain continued profitability. Failure to achieve or maintain profitability will likely negatively impact the value of our securities.

**Our independent auditors have expressed substantial doubt about our ability to continue as a going concern.** In their audit opinions issued in connection with our consolidated balance sheets as of September 30, 2012 and our related consolidated statements of operations, consolidated changes in stockholders' deficit and cash flows for the years then ended, our independent public accounting firm stated that our significant recurring net losses and our requirement to secure new financing raised substantial doubt about our ability to continue as a going concern. We have prepared our financial statements on a going concern basis that contemplates the realization of assets and the satisfaction of liabilities in the normal course of business for the foreseeable future. Our financial statements do not include any adjustments that would be necessary should we be unable to continue as a going concern and, therefore, be required to liquidate our assets and discharge our liabilities in other than the normal course of business and at amounts different from those reflected in our financial statements. If we are unable to continue as a going concern, our stockholders may lose a substantial portion or all of their investment.

**We require additional financing to continue our operations.** We require substantial additional financing to continue development and marketing of our products and to execute our business plan. Our principal source of liquidity at September 30, 2012 consisted of cash of \$5,764. We have no other unused sources of liquidity at this time. Management expects that given the current rate of expenditures it will require approximately \$1,000,000 to meet operating requirements for the next twelve months in addition to cash requirements or refinancing to meet current debt obligations. Additionally, the development of our products may require the commitment of substantial funds to conduct the costly and time-consuming research and testing necessary to establish market acceptance and establish marketing and licensing capabilities. Our future capital requirements may depend on many factors, including progress in our research and development programs, our ability to establish collaborative arrangements with others for product development, marketing and distribution, the time and costs involved in obtaining any required regulatory approvals, and other economic factors outside our control. Accordingly, we may need to raise substantial additional capital to fund our operations. Management is seeking to raise additional funds through debt or equity financings, or through collaborative ventures entered with potential corporate or other partners to fund some or all of such activities. We do not currently have any such arrangements with any such corporate sponsors, and there can be no assurance that such arrangements will be consummated or that such collaborative ventures will be entered into by us on favorable terms, if at all. In addition, there can be no assurance we will otherwise be able to obtain additional financing or that such financing, if available, can be obtained on terms acceptable to us. If such financings are not consummated or additional financing is not otherwise available, we may be required to modify our business development plans or

reduce or cease certain or all of our operations. Failure to enter into such collaborative ventures or to receive additional funding to complete our proposed product development programs could have a materially adverse effect on our Company. In the event that we obtain any additional funding, such financings may have a dilutive effect on the holders of our securities because we may have to issue additional equity in connection with such financings.

**We are dependent upon key personnel and consultants.** Our success is heavily dependent upon the continued active participation of our current executive officers and other key employees. We are also highly dependent upon certain consultants. Loss of the services of one or more of these individuals could have a material adverse effect on our business, results of operations or financial condition. Further, our success and achievement of our growth plans depend on our ability to recruit, hire, train and retain other highly qualified technical and managerial personnel. Our products and services are developed by highly educated and trained personnel who cannot be quickly or easily replaced. Competition for qualified employees among medical information technology companies is intense, and the loss of any of such persons, or an inability to attract, retain and motivate any additional highly skilled employees required for the expansion of our activities, could have a materially adverse effect on our Company.

**We are controlled by our current officers, directors and principal stockholders.** Our directors, executive officers and principal stockholders beneficially own approximately 51% of our Common Stock. As a result, such persons will have the ability to exert substantial influence over the election of the members of our Board of Directors and to determine the outcome of most issues submitted to our stockholders for approval.

**Conflicts of interest may arise relating to our technology license and other affiliate arrangements.** Certain conflicts of interest now exist and will continue to exist between us and our executive officers and directors as they have other employment, business and investment interests to which they devote some attention and they are expected to continue to do so. We currently license our core technology from an entity controlled by our Chairman, President and CEO, Dr. Robertson. While we anticipate that Dr. Robertson will recuse himself from negotiations among us and affiliated Robertson Entities there can be no assurance thereof or that his ownership might not influence others. We have not established policies or procedures for the resolution of current or potential conflicts of interest between us and management or management-affiliated entities. There can be no assurance that members of management will resolve all conflicts of interest in our favor. Officers and directors are accountable to our Company as fiduciaries, meaning that they are legally obligated to exercise good faith and integrity in handling our affairs. Failure by them to conduct our business in our best interests may result in liability to us and to them. While our directors and officers may be excluded from liability for certain actions pursuant to indemnification agreements in our articles and bylaws or contracts, there is no assurance that our officers and directors would be excluded from liability or indemnified if they breach their loyalty to our Company.

**We must develop a customer base and collaborations in order to grow our business.** While we have certain customer collaborations on product development and marketing, in order to grow our business we must develop additional relationships with customers and collaboration partners to obtain the distribution to and use of our products by end customers, whether consumers, healthcare workers or others. We cannot guarantee that we will be able to develop a customer or collaboration base. Even if we obtain customers, we cannot guarantee that such parties will purchase, sell or distribute sufficient products at prices that will enable us to recover our costs in acquiring and servicing customers. Our ability to sell our products depends on a number of factors, including:

- our ability to customize and introduce products that have the features required by particular customers;
- our ability to develop relationships with customers and collaborators that will lead to use of our products by end users;
- our ability to develop new markets for our products; and
- our ability to develop international product distribution directly or through collaborative partners.

**Healthcare service providers and users may not accept our products.** The success of our current and future products may require acceptance or continued acceptance by healthcare service providers and end users. Such acceptance may depend on product research and testing, and the conclusion by such persons that our products are effective, safe, efficient, and utilize acceptable methods of diagnosis and benefits. Even if the efficacy of our products is established, healthcare industry participants may elect not to use our products for unanticipated reasons.

**We may not be able to adequately enhance our products.** The market for our proposed products is characterized by rapidly changing technology, evolving industry standards and frequent new product introductions. Our future success may depend, in part, on our continued ability to enhance our current products, create synergies between our products and those of strategic partners and to introduce new products and features to meet changing customer requirements, technological advances and emerging industry standards. There can be no assurance that we will successfully complete the development of future products or, if developed, that our products will achieve market acceptance. Any delay or failure of these products to achieve market acceptance would adversely affect our business, financial condition and results of operations. In addition, there can be no assurance that products or technologies developed by others will not render our products or technologies less-competitive which would have a material adverse effect on our business and prospects.

**Our products may not perform as projected.** We have invested substantial resources in development of our products and services. There can be no assurance, however, that our products will perform as intended or be well-received by intended users. Furthermore, there can be no assurance that competitors will not introduce products that perform better, offer technological or competitive advantages, or are more readily accepted in the marketplace, than our products.

**We face intense competition.** Our proposed business is characterized by intense competition. Many companies, research institutes, hospitals and universities are presently working to develop products and processes in our fields of research and planned products. Most of these enterprises have substantially greater financial, technical, manufacturing, marketing, distribution and other resources than our Company. Certain of such companies may have experience in undertaking testing of new or improved products similar in nature to that which we are developing and plan to introduce. Accordingly, other companies may succeed in developing products earlier than we do or that are more effective than those proposed to be developed and introduced by us. Further, competition in our field may intensify. There can be no assurance that we will be able to compete successfully.

**We cannot predict our future operating results. Our quarterly and annual results will likely be subject to fluctuations caused by many factors, any of which could result in our failure to achieve our expectations.** We expect our proprietary products and technologies will be the source of substantially all of our future revenues. Revenues, if any, from our proprietary products and technologies are expected to vary significantly due to a number of factors. Many of these factors are beyond our control. Any one or more of these factors, including those listed below, could cause us to fail to achieve our revenue expectations. These factors include:

- our ability to develop and supply our software products and solutions to collaboration partners and customers;
- market acceptance of, and changes in demand for, our software products;
- gains or losses of significant customers, collaborators or strategic relationships;
- the availability, pricing and timeliness of licensing of our products by customers;
- timing of new technological advances, product announcements or introductions by us, by our licensees and by our competitors;
- product obsolescence and the management of product implementations and transitions;
- unpredictable installation, service or software warranty costs;
- installation or order delays by customers;
- general healthcare industry conditions, including changes in demand;
- general economic conditions that could affect the timing of customer orders and capital spending and result in order cancellations or rescheduling; and
- general political conditions in this country and worldwide that could affect spending for the products that we intend to offer.

Some or all of these factors could adversely affect demand for our products or technologies and, therefore, adversely affect our future operating results.

**Our expenses may vary from period to period, which could affect quarterly results and our stock price.** If we incur additional expenses in a quarter in which we do not experience revenues or increased revenues, our results of operations will be adversely affected and we may incur larger losses than anticipated for that quarter. Factors that could cause our expenses to fluctuate from period to period include:

- the timing and extent of our research and development efforts;
- marketing, sales and licensing costs;
- investments and costs of maintaining or protecting our intellectual property;
- the extent of marketing and sales efforts and costs thereof to promote our products and technologies; and
- the timing of personnel and consultant hiring.

**New and changing government regulation creates compliance challenges and may increase our costs.** The healthcare industry is highly regulated and is subject to changing political, legislative, regulatory and other influences.

Our software and services are targeted at this highly regulated industry. Many healthcare laws, including those related to reimbursement by Medicare, Medicaid and other government programs, are complex and their application to specific products and services may not be clear. In particular, many existing healthcare laws and regulations, when enacted, did not anticipate the healthcare solutions that we provide. However, these laws and regulations may nonetheless be applied to our software and services in a manner that we may not anticipate. Furthermore, the laws are constantly evolving and we cannot predict the effects of future legislative and regulatory actions.

The regulatory regimes to which we are subject, and the evolving nature of the applicable laws, have several important implications for us. We have invested resources in conforming our products to applicable standards and further significant investment may be required as certification standards evolve.

There can be no assurance that applicable regulatory bodies will approve our software or services if required, or that approvals waived or already granted will continue in effect. Regulators may, and often do, view products differently than their proponents, and approvals that we believe to be forthcoming may be significantly delayed or denied altogether. In addition, laws or rules applicable to our software or services could be changed in a way unfavorable to us. Any such change could have a material adverse effect on our ability to obtain approval for our software and services, if required, and on our prospects in general.

Beginning in calendar 2013, the Affordable Care Act provides that a tax in an amount equal to 2.3% of the price for which a manufacturer sells its medical devices will have to be paid by each medical device manufacturer. It is possible that our software or services may be impacted by this tax.

**Our intellectual property may not be fully protected.** While we have patent pending status on several of our processes, we have no patents, trademarks or copyrights registered with the United States Patent and Trademark Office (the "PTO") in connection with our products. Although we believe that we may be able to obtain intellectual property protection with respect to certain current products and/or products now in development, there can be no assurance that if we apply that the PTO or its overseas counterparts will issue patents for such inventions, or, if such patents are issued, whether they will provide meaningful protection for our products. We believe, however, that some of the intellectual property used in our products may be subject to common law protection as trade secrets and copyrights. However, we may not be able to obtain any patents in connection with our technology and may not be able to adequately protect our products. Also, we may, in the future, face allegations that our technology violates or infringes the intellectual property rights of others; although no such claims have been made, and we are not aware of a basis for any such claim. In either case, our business may be materially adversely affected, resulting in a loss of potential revenues, increased expenses and a potential loss of marketing opportunities.

**There is widespread uncertainty in the U.S. healthcare industry.** In the United States, and in many other countries, there are political and governmental initiatives to significantly modify the healthcare system and the manner in which medical care is delivered and reimbursed. While we believe that the Company is well-positioned to take advantage of opportunities created by these changes. The outcome of this process is uncertain and this process could result in decisions and outcomes that may be unfavorable to our operations.

**Our business may expose us to potential product liability risks.** Our business may expose us to potential product liability risks that are inherent in providing medical diagnosis-related services and predictive technologies, and there can be no assurance that we will be able to avoid significant product liability exposure. Although we anticipate we may obtain product liability insurance, there can be no assurance that we will not face claims that exceed any possible insurance coverage, when and if obtained. Product liability insurance in the healthcare industry is generally expensive, and there can be no assurance that we will be able to obtain product liability insurance on acceptable terms or with adequate coverage against potential liabilities. A successful products liability claim, if any, brought against us could have a material adverse effect on our business, financial condition and results of operations.

**Inadequate internal controls or accounting practices and material weaknesses in our internal controls could lead to errors or restatements, which could negatively impact our business, financial condition, results of operations and cash flows.** Our small size and limited personnel make maintaining internal controls and management oversight systems more challenging than for more established and larger entities. We are subject to rules requiring public companies to include a report of management on internal controls over financial reporting in our Annual Report on Form 10-K. After documenting and testing our system, we identified a material weakness in our accounting and financial functions due to a lack of segregation of duties primarily resulting from our limited staffing. As a result, our internal control over financial reporting is not effective. As a result of our internal control over financial reporting being ineffective, we are more susceptible to errors or restatement and investors could lose confidence in our financial reports, and our stock price might be adversely affected. In addition, remedying this or any future material weaknesses that we might identify could require us to incur significant costs and expend significant time and management resources. We cannot assure you that any of the measures we might implement to remedy any such deficiencies would effectively mitigate or remedy such deficiencies.

### **Risk Factors Relating to Our Common Stock**

**There can be no assurance that an active trading market for shares of our common stock will develop.** There is a minimal public market for our common stock. We cannot be certain that more of a public market for our common stock will develop, or if developed, the extent to which investor interest in our company will sustain an active trading or how liquid such a market might be in the future. Our Common Stock will likely be thinly traded compared to larger more widely known companies. It is possible that an active trading market, if established, will not continue and there can be no assurance as to the price at which our common stock will trade. We are not subject of any research analyst coverage. The absence of research analyst coverage can adversely affect the market value and liquidity of an equity security.

**We cannot predict the price range or volatility of our common stock and sales of a substantial number of shares of our common stock may adversely affect the market price of our common stock.** From time to time, the market price and volume of shares traded of companies in the industries in which we operate experience periods of significant volatility. Company-specific issues and developments generally affecting our industries or the economy may cause this volatility. The market price of our common stock may fluctuate in response to a number of events and factors, including:

- general economic, market and political conditions;
- quarterly variations in results of operations or results of operations that are below public market analyst and investor expectations;
- changes in financial estimates and recommendations by securities analysts;
- operating and market price performance of other companies that investors may deem comparable;
- press releases or publicity relating to us or our competitors or relating to trends in our markets; and
- sales of common stock or other securities by insiders.

In addition, broad market and industry fluctuations, investor perception and the depth and liquidity of the market for our common stock may adversely affect the trading price of our common stock, regardless of actual operating performance.

Sales or distributions of a substantial number of shares of our common stock in the public market or otherwise, or the perception that such sales could occur, could adversely affect the market price of our common stock. All of the shares of our common stock, other than the shares held by executive officers and directors, are eligible for resale in the public market. Substantial selling of our common stock could adversely affect the market price of our common stock.

**Penny Stock Regulations Affect Our Stock Price, Which May Make It More Difficult For Investors To Sell Their Stock.** Broker-dealer practices in connection with transactions in “penny stocks” are regulated by certain penny stock rules adopted by the SEC. Penny stocks generally are equity securities with a price per share of less than \$5.00 other than (a) securities registered on certain national securities exchanges or quoted on the NASDAQ Stock Market (provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system) or (b) securities that meet certain net tangible asset or revenue thresholds. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document that provides information about penny stocks and the risks in the penny stock market. The broker-dealer must also provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction, and monthly account statements showing the market value of each penny stock held in the customer’s account. In addition, the penny stock rules generally require that prior to a transaction in a penny stock the broker-dealer make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser’s written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for a stock that becomes subject to the penny stock rules. Our securities are subject to the penny stock rules, and investors may find it more difficult to sell their securities.

**We may issue additional common stock in the future. The issuance of additional common stock may reduce the value of your common stock.** We may issue additional shares of common stock without further action by our stockholders. Moreover, the economic and voting interests of each stockholder will be diluted as a result of such issuances. Although the number of shares of common stock that stockholders presently own will not decrease, such shares will represent a smaller percentage of the total shares that will be outstanding after the issuance of additional shares. The issuance of additional shares of common stock may cause the market price of our common stock to decline.

**Sales of common stock issuable on the exercise of any existing or future options or warrants may lower the price of our common stock.** We have a stock option plan authorizing the grant of options to purchase up to 1,400,000 shares of our common stock to our employees, directors and consultants. We have warrants on up to 1,012,041 common shares outstanding as part of our debt and equity financings and may issue common stock purchase warrants or other securities convertible into common stock in the future. The issuance of shares of common stock issuable upon the exercise or conversion of convertible securities, options or warrants could cause substantial dilution to existing holders of common stock, and the sale of those shares in the market could cause the market price of our common stock to decline. The potential dilution from the issuance of these shares could negatively affect the terms on which we are able to obtain equity financing.

**We may issue preferred stock in the future, and the terms of the preferred stock may reduce the value of your common stock.** We are authorized to issue up to 1,000,000 shares of preferred stock in one or more series. Our Board of Directors may determine the terms of future preferred stock offerings without further action by our stockholders. If we issue preferred stock, it could affect your rights or reduce the value of your common stock. In particular, specific rights granted to future holders of preferred stock could be used to restrict our ability to merge with or sell our assets to a third party. Preferred stock terms may include voting rights, preferences as to dividends and liquidation, conversion and redemption rights and sinking fund provisions.

**The payment of dividends will be at the discretion of our Board of Directors.** The declaration and amount of future dividends, if any, will be determined by our Board of Directors and will depend on our financial condition, earnings, capital requirements, financial covenants, regulatory constraints, industry practice and other factors our Board deems relevant.

## **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None

## **ITEM 2. PROPERTIES**

Our executive offices, sales and research and development and production activities are currently headquartered at our CEO’s home office. Company personnel all work remotely from their home offices and meet on a regular basis either at the CEO’s home office, or at another mutually convenient location. We believe this method of operation is adequate for our current needs, but expect that as the need to obtain additional staff increases, an office location will be necessary. We currently pay no rent for office facilities.



### ITEM 3. LEGAL PROCEEDINGS

We are not a party to any material pending legal proceedings as of the date of this report. However, we may at times in the future become involved in litigation in the ordinary course of business. We will also, from time to time, when appropriate in management's estimation, record adequate reserves in our financial statements for pending litigation. Litigation is expensive and is subject to inherent uncertainties, and an adverse result in any such matters could adversely impact our operating results or financial condition. Additionally, any litigation to which we may become subject could also require significant involvement of our senior management and may divert management's attention from our business and operations.

### ITEM 4. MINE SAFETY DISCLOSURES

Not applicable

## PART II

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

#### Market Information

Our common stock, \$0.001 par value, is quoted on OTC Bulletin Board (OTCBB) under the symbol "RHSC".

The following table sets forth the high and low bid quotations for our common stock for the year ended September 30, 2012 as reported by OTC Markets and for the year ended September 30, 2011 as reported by the OTC Bulletin Board:

	Bid Quotations	
	High	Low
<b>Year Ended September 30, 2012</b>		
First Quarter	\$ 0.41	\$ 0.41
Second Quarter	\$ 0.50	\$ 0.40
Third Quarter	\$ 0.40	\$ 0.20
Fourth Quarter	\$ 0.20	\$ 0.20
<b>Year Ended September 30, 2011</b>		
First Quarter	\$ 0.00	\$ 0.00
Second Quarter	\$ 0.00	\$ 0.00
Third Quarter	\$ 0.00	\$ 0.00
Fourth Quarter	\$ 0.00	\$ 0.00

Trading during the above periods was very limited and sporadic and the OTC Bulletin Board did not report bid quotation activity for quarters with no trading activity. These quotations reflect inter-dealer prices, without retail markup, markdown or commission, and may not represent actual transactions.

#### Holders

We had 13,342,187 shares issued and outstanding by 1,093 holders of record of our common stock at January 11, 2013. This figure does not include an estimate of the indeterminate number of beneficial holders whose shares may be held of record by brokerage firms and clearing agencies.

#### Dividends

We have never paid a cash dividend on our common stock or preferred stock and do not expect to pay dividends in the foreseeable future.



## Equity Compensation Plan Information

The following table sets forth information as of September 30, 2012, with respect to compensation plans (including individual compensation arrangements) under which our equity securities are authorized for issuance, aggregated as follows:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders (1)	769,773	\$ 3.21	644,900
Equity compensation plans not approved by security holders	-0-	-	-0-
<b>Total</b>	<b>769,773</b>	<b>\$ 3.21</b>	<b>644,900</b>

(1) In February 2010, our Board of Directors and Stockholders approved the Stock Incentive Plan of 2010 (the “2010 Incentive Plan”) authorizing the grant of equity-based incentives to employees and consultants including stock options, stock appreciation rights, restricted stock units, restricted stock, stock awards and other awards on the lesser of (a) on a cumulative basis 15% of the aggregate shares of our common stock issued and outstanding at any grant date (currently limited to the maximum 1,400,000 shares) or (b) 1,400,000 shares. The Incentive Plan terminates in February 2020.

## Recent Sales of Unregistered Securities

The following shares of common stock were issued within the past three years that were not registered under the Securities Act and not previously reported.

- On July 22, 2011, we issued 12,500 shares of common stock to selected accredited investors at a purchase price of \$2.00 per share for gross proceeds of \$25,000. The shares were issued pursuant to a claim of exemption from registration provided by Section 4(2) of the Securities Act of 1933, no commissions were paid and a restrictive legend was placed on the shares issued.
  - On August 25, 2011, we issued 12,500 shares of common stock to selected accredited investors at a purchase price of \$2.00 per share for gross proceeds of \$25,000.
    - The shares were issued pursuant to a claim of exemption from registration provided by Section 4(2) of the Securities Act of 1933, no commissions were paid and a restrictive legend was placed on the shares issued.
  - On August 26, 2011, we issued 75,000 shares of common stock and warrants to purchase 75,000 shares of common stock for 60 days at \$1.00 per share to selected accredited investors at a purchase price of \$1.00 per share for gross proceeds of \$75,000. The shares were issued pursuant to a claim of exemption from registration provided by Section 4(2) of the Securities Act of 1933, no commissions were paid and a restrictive legend was placed on the shares issued.
  - On September 21, 2011, we issued 75,000 shares of common stock to selected accredited investors upon exercise of stock purchase warrants at a price of \$1.00 per share for gross proceeds of \$75,000. The shares were issued pursuant to a claim of exemption from registration provided by Section 4(2) of the Securities Act of 1933, no commissions were paid and a restrictive legend was placed on the shares issued.
  - On September 21, 2011, we issued 25,000 shares of common stock to selected accredited investors at a purchase price of \$1.00 per share for gross proceeds of \$25,000. The shares were issued pursuant to a claim of exemption from registration provided by Section 4(2) of the Securities Act of 1933, no commissions were paid and a restrictive legend was placed on the shares issued.
  - On September 28, 2011, we issued 348,218 shares of common stock to selected accredited investors on conversion of debt at \$1.00 per share for total principal and interest conversion of \$348,218. The shares were issued pursuant to a claim of

exemption from registration provided by Section 4(2) of the Securities Act of 1933, no commissions were paid and a restrictive legend was placed on the shares issued.

- On September 29, 2011, we issued 50,000 shares of common stock to selected accredited investors at a purchase price of \$1.00 per share for gross proceeds of \$50,000. The shares were issued pursuant to a claim of exemption from registration provided by Section 4(2) of the Securities Act of 1933, no commissions were paid and a restrictive legend was placed on the shares issued.
- On March 27, 2012, we issued 150,000 shares of common stock to selected accredited investors at a purchase price of \$0.50 per share for gross proceeds of \$75,000. The shares were issued pursuant to a claim of exemption from registration provided by Section 4(2) of the Securities Act of 1933, no commissions were paid and a restrictive legend was placed on the shares issued.
- On March 27, 2012, we issued 230,000 shares of common stock to selected accredited investors at a purchase price of \$0.50 per share for gross proceeds of \$115,000. The shares were issued pursuant to a claim of exemption from registration provided by Regulation S of the Securities Act of 1933, no commissions were paid and a restrictive legend was placed on the shares issued.
- On June 22, 2012, we issued 110,000 shares of common stock to selected accredited investors at a purchase price of \$0.50 per share for gross proceeds of \$55,000. The shares were issued pursuant to a claim of exemption from registration provided by Section 4(2) of the Securities Act of 1933, no commissions were paid and a restrictive legend was placed on the shares issued.
- On June 22, 2012, we issued 90,000 shares of common stock to selected accredited investors at a purchase price of \$0.50 per share for gross proceeds of \$45,000. The shares were issued pursuant to a claim of exemption from registration provided by Regulation S of the Securities Act of 1933, no commissions were paid and a restrictive legend was placed on the shares issued.
- On September 29, 2012, we issued 60,000 shares of common stock to selected accredited investors at a purchase price of \$0.50 per share for gross proceeds of \$30,000. The shares were issued pursuant to a claim of exemption from registration provided by Section 4(2) of the Securities Act of 1933, no commissions were paid and a restrictive legend was placed on the shares issued.
- On September 29, 2012, we issued 50,000 shares of common stock to selected accredited investors at a purchase price of \$0.50 per share for gross proceeds of \$25,000. The shares were issued pursuant to a claim of exemption from registration provided by Regulation S of the Securities Act of 1933, no commissions were paid and a restrictive legend was placed on the shares issued.

### **Issuer Purchases of Equity Securities**

Not applicable.

### **ITEM 6. SELECTED FINANCIAL DATA**

Not applicable.

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

*You should read the following discussion in conjunction with the financial statements and other financial information included elsewhere in this annual report. The following discussion may contain forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in these forward-looking statements. Factors that could cause or contribute to these differences include, but are not limited to, those discussed below and elsewhere in this information statement, particularly in "Risk Factors".*

#### **Overview**

We license RHealth Advisor, a medical knowledge platform powering a suite of health applications for global healthcare delivery. The core medical knowledge management system, use of mathematical and statistical bases and business process for the software was invented by our founder and CEO, Dr. Joel Robertson ("Dr. Robertson"), in 2002. NxOpinion, LLC, our predecessor, was formed in 2005 to improve and commercialize the platform. We believe RHealth Advisor is an advanced and powerful global healthcare solution that improves medical outcomes and is uniquely capable of being implemented in a wide range of settings worldwide, from rural health systems to the most sophisticated urban hospital systems.



Our software platform employs rich web services allowing mobile technology, personal computer and web interfaces to deliver a powerful suite of healthcare applications. RHealth Advisor's medical knowledge applications include electronic health records, health tips, reference guide and diagnostic pre-screening that determines the probability of what condition may be afflicting a patient. In addition, RHealth Advisor provides the latest treatment options and referral to the appropriate level of care given presenting symptoms based on patient facts, health history, user skill level, geographical location, resources available and other available data. RHealth Advisor's innovative design and flexibility allows for rapid customization for varied users, including healthcare workers, consumers, nurses, physicians and other health care providers, as well as tailoring for different countries, regions and languages.

Our business model is organized to generate revenue by licensing our software platform and modules generally through collaborative efforts with other organizations. License and revenue agreements have been signed with affiliated companies and collaboration partners. These agreements have not yet generated significant revenue for us, but have been entered in anticipation of RHealth Advisor's commercialization. We expect license fees to be either (a) subscription based or transaction based to vary depending on the RHealth Advisor applications used and the market profile of each prospective customer or (b) result from advertising and sponsorships. Implementation may include a setup fee with respect to the applications and potential integration needs of customers.

### **Overall Performance**

The Company is considered to be a development stage enterprise. Although some principal operations of marketing and licensing software solutions began during 2009, we have not yet generated any significant revenue. We have incurred significant losses and negative cash flow from operations since inception. Management has plans to renegotiate or restructure its debt, generate revenues and to seek additional capital, as described herein. However there can be no assurance additional funds will be available. The accompanying consolidated financial statements do not include any adjustments that would be necessary should we be unable to continue as a going concern and therefore, be required to liquidate our assets and discharge our liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying financial statements.

### **Critical Accounting Policies and Estimates**

The discussion and analysis of our financial condition and results of operations is based upon our consolidated financial statements. The preparation of these financial statements in accordance with accounting principles generally accepted in the United States requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including but not limited to those related to revenue recognition, bad debts, real estate valuation and impairment, stock-based compensation, reverse acquisition accounting, facility exit liability and income taxes. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Historically, our assumptions, judgments and estimates relative to our critical accounting policies have not differed materially from actual results. We believe that, of the significant accounting policies and matters discussed in our consolidated financial statements, the following accounting policies and reporting matters require our most difficult, subjective or complex judgments:

**Stock-based compensation** - We account for share-based compensation in accordance with the provisions of ASC 718, *Compensation—Stock Compensation* requiring the measurement and recognition of compensation expense for all share-based payment awards made to employees based on estimated fair values. ASC 718 requires the use of subjective assumptions, including expected stock price volatility, forfeitures and the estimated term of each award. If actual results differ significantly from our estimates, stock-based compensation expense and our results of operations could be materially impacted.

**Income taxes** - The Company accounts for income taxes using the asset and liability method, the objective of which is to establish deferred tax assets and liabilities for the temporary differences between the amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards at enacted tax rates expected to be in effect when such amounts are realized or settled. A valuation allowance related to deferred tax assets is recorded when it is more likely than not that some portion or all of the deferred tax assets will not be realized. The Company provides a full valuation reserve related to its net deferred tax assets. In the future, if sufficient evidence of an ability to generate sufficient future taxable income in certain tax jurisdictions becomes apparent, the Company may be required to reduce the valuation allowances, resulting in income tax benefits in the consolidated statement of operations. The Company evaluates the realizability of the deferred tax assets and assesses the need for valuation allowance quarterly. The utilization of the net operating loss carry forwards could be substantially limited due to restrictions imposed under federal and state laws upon a change in ownership in the future.

There were no significant changes or modification of our critical accounting policies and estimates involving management valuation adjustments affecting our results for the year ended September 30, 2012. For further information on our critical accounting policies, refer to Note 2 to our consolidated financial statements.

### **Comparison of Operating Results for the Year Ended September 30, 2012 compared to the Year Ended September 30, 2011**

Revenues – No revenues were generated during the year ended September 30, 2012. Revenues generated during the year ended September 30, 2011 totaled \$217,416. This consisted of \$10,000 of implementation fees for regionalization work completed during the year and \$207,416 of deferred revenue recognized as earned during the year. The additional revenue recognized in the inception to date column related to a one time development collaboration agreement with Microsoft Corporation. This revenue is not related to the planned commercialization of the Company's product and is not expected to recur in the future.

Product and content development expenses – Product and content development costs consist primarily of personnel costs and technology consulting costs. Personnel costs related to product and content development were \$187,125 for the year ended September 30, 2012 and \$460,294 for the year ended September 30, 2011. The decrease was due to staff layoffs during the year ended September 30, 2012, done as part of scaling back of our activities due to a lack of financial resources. Technology consulting costs were \$409,635 for the year ended September 30, 2011 for the utilization in of a technology consulting firm for implementation management and application design and development. There were no similar costs during 2012.

Product and content development personnel costs included non-cash stock based compensation costs of \$46,039 for the year ended September 30, 2012 and \$59,602 for the year ended September 30, 2011.

Our product and content development costs vary period to period due to the timing of projects, the availability of funds for research and development and the timing and extent of use of outside consulting firms and collaborations with development partners. Based on current plans and staffing, we expect fiscal year 2013 product and content development costs to be higher than expenditures during 2012.

Selling, general and administrative expenses – These costs consist primarily of personnel costs, administrative consulting fees and professional fees. Personnel costs related to selling, general and administrative activities were \$485,920 for the year ended September 30, 2012 and \$1,261,637 for the year ended September 30, 2011. The decrease increase was due to staff layoffs during the year ended September 30, 2012, done as part of scaling back of our activities due to a lack of financial resources. Consulting fees were \$79,333 for the year ended September 30, 2012 and \$110,375 for the year ended September 30, 2011. The decrease resulted from decreased administrative consulting engaged. Professional fees related to selling, general and administrative activities were \$41,157 for the year ended September 30, 2012 and \$197,945 for the year ended September 30, 2011. The decrease in professional fees resulted primarily from legal costs reported in the prior year associated with a threatened lawsuit.

Selling, general and administrative personnel costs included non-cash stock based compensation costs of \$138,500 for the year ended September 30, 2012 and \$596,751 for the year ended September 30, 2011.

We may expend additional resources on marketing and licensing our products in future periods and hire additional personnel which may increase selling, general and administrative expenses.



Other income (expenses) – Net other expense of \$135,587 included \$147,587 of interest expense for the year ended September 30, 2012. Net other expense of \$119,448 included \$153,874 of interest expense for the year ended September 30, 2011 of which \$27,003 was non-cash accretion and other interest related expenses.

Net loss – Our net loss for the year ended September 30, 2012 was \$1,193,680 compared to a net loss of \$2,808,403 for the year ended September 30, 2011. The decreased loss was primarily due to a scaling back of our activities due to a lack of financial resources, and was also impacted by a decrease in non-cash stock-based compensation and a decrease in revenues from the prior year.

### **Liquidity and Capital Resources**

At September 30, 2012, we had cash and equivalents of \$5,764 compared to \$90,585 at September 30, 2011. Net cash used by operating activities was \$534,823 during the year ended September 30, 2012, compared to \$1,451,403 used by operating activities for the year ended September 30, 2011. The current period net cash used by operating activities included the net loss of \$1,193,680 reduced by \$184,539 of non-cash stock-based compensation costs and \$2,022 of non-cash expenses. Other changes providing cash from operating activities included a \$380,932 increase in accounts payable and accrued expenses and \$119,546 increase in accrued interest. Until the company can begin to generate revenue, we expect continued cash operating deficits.

Our principal source of liquidity at September 30, 2011 consisted of cash of \$5,764. We have no other unused sources of liquidity at this time. Management expects that given the current rate of expenditures it will require approximately \$1,000,000 to meet operating requirements for the next twelve months. We also have principal amounts due on debt of \$1,426,347 due in the next twelve months that we must restructure or refinance or obtain funds for payment. The Company may also elect to expand its business activities by hiring additional personnel or expanding its marketing or other activities. Some of the required funds may be generated from future revenues or from renegotiating debt arrangements although there is no assurance any debt payments can be restructured. Management is actively seeking opportunities for debt or equity financing to meet cash requirements for the next twelve months. Should additional funds not be available, we will be required to further curtail or scale back operations. Failure to obtain sufficient capital could have a material adverse effect on our Company.

### **Effects of Inflation**

We do not believe that inflation has had a material impact on our business, revenues or operating results during the periods presented.

### **Recent Accounting Pronouncements**

There have been no recent accounting pronouncements or changes in accounting pronouncements during the period ended September 30, 2012, or subsequently thereto, that we believe are of potential significance to our financial statements.

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

Not applicable.

### **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The financial statements required by this item begin on page F-1 with the index to financial statements followed by the financial statements.

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

There have been no disagreements or any reportable events requiring disclosure under Item 304(b) of Regulation S-K.

## ITEM 9A. CONTROLS & PROCEDURES

Attached as exhibits to this Form 10-K are certifications of our President (“Principal Executive Officer” or “PEO”) and Chief Accounting Officer (“Principal Financial Officer” or “PFO”) that are required in accordance with Rule 13a-14 of the Exchange Act. This “Controls and Procedures” section includes information concerning the controls and controls evaluation referred to in the certifications.

### Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures (as defined in Rules 13(a)-15(e) and 15(d)-15(e)) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) are designed to ensure that (1) 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 SEC rules and forms; and (2) that such information is accumulated and communicated to management, including the principal executive officer and principal financial officer, to allow timely decisions regarding required disclosures. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives.

At the conclusion of the period ended September 30, 2012, we carried out an evaluation, under the supervision and with the participation of our Chief Executive Officer (our PEO) and our Chief Financial Officer (our PFO), of the effectiveness of the design and operation of our disclosure controls and procedures. Based upon that evaluation, the PEO and PFO concluded that our disclosure controls and procedures, as defined in Rule 13a-15(e) of the Exchange Act, were not effective at the reasonable assurance level due to the existence of a known material weakness in our internal control over financial reporting, as discussed below.

### Management’s Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting for our Company. We maintain internal control over financial reporting designed 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 in the United States of America. Internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of our Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with authorizations of management and directors of our Company; and (iii) provide reasonable assurance regarding prevention and timely detection of unauthorized acquisition, use, or disposition of company assets that could have a material effect on the financial statements.

Management conducted an assessment of the effectiveness of our internal control over financial reporting as of September 30, 2012, using criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). This assessment included evaluation of elements such as the design and operating effectiveness of key financial reporting controls, process documentation, accounting policies, and our overall control environment. Management’s assessment is supported by testing and monitoring performed by our finance personnel of the operational effectiveness of our internal control.

Based on this assessment, management identified a material weakness in our internal control over financial reporting: our Chief Financial Officer was responsible for initiating transactions, had custody of assets, recorded and reconciled transactions and prepared our year-end financial reports without the sufficient segregation of conflicting duties normally required for effective internal control. In light of this material weakness management concluded that our internal control over financial reporting was not effective. Due to our small size and limited resources it is difficult to segregate these functions until the company grows and can afford additional accounting and finance personnel. Due to our developmental stage, we had no revenue in the fiscal year ended September 30, 2012 and we had a limited number of financial transactions, consisting mostly of finite expenditures. Management has concluded that with certain management and audit committee oversight controls that are in place and the use of an outside SEC and GAAP consultant for each period closing, the risks associated with the lack of segregation of duties is not sufficient to justify the costs of adding additional personnel at this time. Management has also taken steps to improve the oversight process relating to disbursements and for higher Board review of quarterly and annual reports. Management will periodically reevaluate this situation.



## Inherent Limitations on Effectiveness of Controls

Our management, including the PEO and PFO, does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all error and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of controls effectiveness to future periods are subject to risks. Over time, controls may become inadequate because of expansion of the business and related complication of tracking transactions and changes in conditions of deterioration in the degree of compliance with policies or procedures.

## Changes In Internal Control Over Financial Reporting

No change in our internal controls over financial reporting occurred during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## ITEM 9B. OTHER INFORMATION

Not applicable.

## PART III

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

### Directors and Executive Officers

Set forth below is information concerning our executive officers and directors at January 11, 2013:

Name	Age	Position(s)	Director Since
Joel C. Robertson	60	Director, Chairman, President and Chief Executive Officer	May 2010
Melissa A. Seeger	39	Chief Financial Officer, Treasurer and Secretary	
Gerald L. Ehrens	73	Director	September 2005
Peter J. Perkinson	69	Director	July 2010

There are no arrangements or understandings between our company and any other person pursuant to which he was or is to be selected as a director, executive officer or nominee.

The factual information below for each director and for each executive officer has been provided by that person. The particular experience, qualifications, attributes or skills that led our Board of Directors to conclude that each director should serve on our Board, in light of our business and structure, was determined by our Board.

*Joel C. Robertson*, Pharm.D., has been a director since May 28, 2010 when he was also appointed Chairman of the Board, President and Chief Executive Officer; Dr. Robertson is a businessman, author and specialist in neuropharmacology. An internationally recognized clinician, he is also a bestselling author, lecturer, consultant and founder of Robertson Research Institute, a non-profit company formed in 2002 to develop the search engine underlying the Company's technology. He formed Robertson Health Services, Inc. (RHS, formerly NxOpinion) in 2005 to assemble data and commercially exploit the developed software and he served as the sole manager of NxOpinion from its inception in 2005 until May 28, 2010. Dr. Robertson has extensive background and experience in the creation of new and innovative programs. He received national acclaim for his creation of a chemical dependency and psychiatric sub-acute care facility, has consulted with over 30 inpatient/outpatient chemical dependency and psychiatric facilities, and opened and administered two inpatient and three outpatient and day care facilities. However, Dr. Robertson does not have extensive experience in

establishing or operating a software based business similar to the Company's planned business. No other executive or employee of the Company possesses such experience.

We believe Dr. Robertson is well-qualified to serve as a director of the Company due to his invention of the Company's core technology and his longstanding leadership in guiding our technology to market. Dr. Robertson's vision to improve the global delivery and access to health care services and information is at the core of our Company's mission.

*Melissa A. Seeger*, CPA, was appointed Chief Financial Officer, Treasurer and Secretary on May 28, 2010 and was Controller at RHS and its affiliated companies from November 2008 to the May 28, 2010 Merger. She has over 12 years of public accounting experience with an emphasis on private company consulting and taxation. Ms. Seeger has no prior experience as a CFO, or other significant financial office, of a public company. She has a Bachelor of Administration degree from Saginaw Valley State University, and became a Certified Public Accountant in the State of Michigan in 1998. From 1996 to 2008, Ms. Seeger was employed by Yeo & Yeo, Certified Public Accountants, commencing as a staff accountant and advancing to the position of senior manager.

*Gerald L. Ehrens* has been a self-employed private investor since 1994. From 1992 to 1994 he was Chief Operating Officer of Inamed Corp., a Nasdaq medical device company. Previously he held senior executive positions at E.I. Dupont and Union Carbide with his last position at Union Carbide in 1992 being Vice President of New Business Development. In 1996, he was appointed as a director of unlisted publicly owned Commercial Bank of Nevada and served until its sale through merger to a NYSE bank group in June 1998. He also served as a director of SouthwestUSA Bank and its parent SouthwestUSA Corporation from June 2003 to February 2006. Mr. Ehrens received a BS in Chemical Engineering from Princeton University in 1961 and a MS in Industrial Administration from George Washington University in 1965.

We believe that Mr. Ehrens is well-qualified to serve as a director due to his extensive experience in business management and leadership. Mr. Ehrens' specialized experience in business development and operations is a tremendous asset to the Company given its current state of development.

*Peter J. Perkinson* has been an investor in and a consultant to real estate and business projects since retiring as Executive Vice President and CFO of Van Camp Seafood in 1991. From 2006 to May 28, 2010, he was a consultant to NxOpinion, LLC (now Robertson Health Services, Inc., a wholly-owned subsidiary of the Company). Mr. Perkinson has over 13 years of experience in senior financial management positions both in the U.S. and abroad, including positions as Senior Vice-President and Chief Financial Officer, primarily in consumer products related companies. Past employers include Procter & Gamble, Tambrands and Chicken of the Sea (Van Camp Seafood).

We believe that Mr. Perkinson is well-qualified to serve as a director due to his extensive experience in senior financial management, including his past experience as a chief financial officer of a publicly traded company. Mr. Perkinson's experience is particularly helpful to the Company in finance, accounting and compliance matters.

#### **Stockholder Recommendations for Director Nominations**

We have no nominating committee of the Board of Directors and no formal procedure for director nominations. Accordingly, there has been no change in the procedures by which security holders may recommend nominees to our board of directors during the year ended September 30, 2012.

#### **Committees of the Board of Directors**

We have a separately designated standing Audit Committee, currently consisting of Mr. Ehrens and Mr. Perkinson. We believe both members are independent under the standards discussed in Item 13 below and that Mr. Perkinson qualifies as an "Audit Committee Financial Expert," as defined by Regulation S-K.

## **Code of Ethics**

We have adopted a code of ethics that applies to our principal executive officer, principal financial officer and principal accounting officer or persons performing similar functions (as well as our other employees and directors). A copy of the Code Ethics for Senior Officers is posted on our Internet site at [www.robertsonhealth.com](http://www.robertsonhealth.com). In addition, a copy will be provided without charge to any person upon request. Requests for copies of our Code of Ethics for Senior Officers should be sent by mail to Corporate Secretary at Robertson Global Health Solutions Corporation, P.O. Box 5856, Saginaw, Michigan 48603. Requests may also be made by calling the Company at (989) 799-8720. In the event we make any amendments to, or grant any waivers of, a provision of the Code Ethics for Senior Officers that applies to the principal executive officer, principal financial officer, or principal accounting officer that requires disclosure under applicable SEC rules, we intend to disclose such amendment or waiver and the reasons therefore on a Form 8-K or on our next periodic report.

## **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 (the "Act") requires the Company's officers, directors and persons who own more than 10% of a class of the Company's securities registered under Section 12(g) of the Act to file reports of ownership and changes in ownership with the Securities and Exchange Commission ("SEC"). Officers, directors and greater than 10% stockholders are required by SEC regulation to furnish the Company with copies of all Section 16(a) forms they file.

Based solely on a review of copies of such reports furnished to the Company and written representations that no other reports were required during the year ended September 30, 2012, the Company believes that all persons subject to the reporting requirements pursuant to Section 16(a) filed the required reports on a timely basis with the SEC.

## **ITEM 11. EXECUTIVE COMPENSATION**

### **Compensation of our Named Executive Officers**

At September 30, 2012, we identified Joel C. Robertson and Melissa A. Seeger as our named executive officers, both were appointed executive officers of the Company effective with the NxOpinion Merger on May 28, 2010. Our named executive officers for fiscal 2013 could change, as we may hire or appoint new executive officers.

Summary Compensation Table

The following table sets forth certain summary information with respect to the total compensation paid to the named executive officers during the years ended September 30, 2012 and 2011:

Name and Principal Position	Reporting Period	Salary (1) (\$)	Bonus (\$)	Option Awards (3) (\$)	All Other Compensation (2) (\$)	Total (\$)
Joel C. Robertson, Chairman, President and Chief Executive Officer (PEO)	Year Ended September 30, 2012	\$ 240,000	\$ -	\$ -	\$ 3,081	\$ 243,081
	Year Ended September 30, 2011	\$ 249,231	\$ -	\$ 49,604	\$ 9,727	\$ 308,562
Melissa A. Seeger, Secretary and Treasurer (PFO)	Year Ended September 30, 2012 (4)	\$ 46,154	\$ -	\$ -	\$ 403	\$ 46,557
	Year Ended September 30, 2011 (4)	\$ 119,865	\$ -	\$ 24,934	\$ 1,814	\$ 146,613

A portion of compensation for Mr. Robertson and Ms. Seeger is being accrued and deferred until funds are available for payment. For Mr. Robertson, a total of \$207,692 of the amount reported above for the period ending September 30, 2012 was

- (1) accrued during the year and payable at September 30, 2012. For Ms. Seeger, a total of \$32,714 and \$59,385 of the amounts reported above for the years ending September 30, 2012 and 2011, respectively, was accrued during the year and payable at September 30, 2012 and 2011.

- The Company has a Simple IRA plan and matches employee contributions up to 3% of compensation. The Company match for Mr. Robertson was \$831 and \$7,477 for the years ending September 30, 2012 and 2011 respectively. The Company match for Ms. Seeger was \$403 and \$1,814 for the years ending September 30, 2012 and 2011, respectively.

- (2) Represents the amount of compensation cost recognized by us in each period related to stock option awards granted during each period, as described in ASC 718, *Share-Based Payment*. For a discussion of valuation assumptions, see Note 9 to our 2012 Consolidated Financial Statements included in our Annual Report.

In June 2010 the Company entered into a three-year employment agreement with Dr. Robertson to serve as President and Chief Executive Officer. The agreement provides for base compensation of \$20,000 per month with an increase to \$25,000 per month if the Company achieves an increase in gross revenues of \$1,000,000 or more above gross revenues achieved during the previous fiscal quarter. No other executive officer has an employment agreement.

### Outstanding Equity Awards at Fiscal Year-End

The following table shows the number of shares covered by exercisable and unexercisable options held by the Named Executive Officers on September 30, 2012.

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Incentive Plan Awards:		
			Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date
Joel C. Robertson	100,000	-(1)	-	\$ 3.30	8/31/15
Joel C. Robertson	12,000	8,000(2)	-	\$ 5.48	5/5/16
Melissa A. Seeger	20,000	-(3)	-	\$ 3.00	8/31/15
Melissa A. Seeger	6,000	4,000(4)	-	\$ 4.98	5/5/16

- (1) These options were fully vested at September 30, 2010. This table excludes warrants on 100,000 shares issued in connection with prior compensation described above.
- (2) These options vest 4,000 shares each six months.
- (3) These options were fully vested at August 31, 2012.
- (4) These options vest 2,000 shares each six months.

### Potential Payments Upon Termination, Death, Disability, or Retirement

The employment agreement of Dr. Robertson provides that, in the event of termination, there will be proration of bonuses, if any, during any applicable bonus period. In the event the Company terminates the employment other than for death, disability or cause, the Company shall pay a monthly sum equal to the highest monthly rate of base salary paid during the employment term for a period of twelve months. Should Dr. Robertson terminate the agreement for cause, generally non-payment, then he shall be entitled to liquidated damages equal to a monthly sum equal to the highest monthly rate of base salary paid during the employment term for a period of twelve months plus any bonus payable.

### Director Compensation

The following table provides information concerning compensation of our non-employee directors for the year ended September 30, 2012.

Name	Fees Earned or Paid in Cash (\$)	Option Awards (1) (\$)	All Other Compensation (\$)	Total (\$)
Gerald L. Ehrens	\$ -	\$ -	\$ -	\$ -
Peter Perkinson	\$ -	\$ -	\$ -	\$ -

- (1) No director fees were paid and no stock options were granted to directors during the fiscal year ended September 30, 2012. At September 30, 2012, Mr. Ehrens and Mr. Perkinson each had option awards outstanding exercisable for 30,000 shares (20,000 exercisable at \$3.00 per share until August 2015 and 10,000 exercisable at \$4.98 per share until May 2016) related to their services as directors. At September 30, 2012, Mr. Ehrens had a stock option exercisable on 10,000 shares at \$4.98 per share until May 2016 previously granted for other services and Mr. Perkinson had a stock option exercisable on 100,000 shares at \$2.20 per share until September 2015 previously granted for other services.



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

**Security Ownership - Certain Beneficial Owners**

The following security ownership information is set forth, as of January 11, 2013, with respect to (i) each stockholder known by us to be beneficial owners of more than 5% of our outstanding Common Stock, (ii) each of the current directors and nominees for election as directors, (iii) each of the executive officers named in the Summary Compensation Table above and (iv) all current directors, nominees and executive officers as a group (four persons). Beneficial ownership is determined under the rules of the SEC and generally includes voting or investment power over securities. Other than as set forth below, we are not aware of any other stockholder who may be deemed to be a beneficial owner of more than 5% of our company's Common Stock.

<b>Title of Class</b>	<b>Name and Address of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership (1)</b>	<b>Percent of Class</b>
Common Stock	<b>Joel C. Robertson</b> P.O. Box 5856 Saginaw, Michigan 48603	6,290,758(2)	45.7%
Common Stock	<b>Melissa A. Seeger</b> P.O. Box 5856 Saginaw, Michigan 48603	53,000(3)	*
Common Stock	<b>Gerald L. Ehrens</b> P.O. Box 5856 Saginaw, Michigan 48603	642,639(4)	4.8%
Common Stock	<b>Peter J. Perkinson</b> P.O. Box 5856 Saginaw, Michigan 48603	298,252(5)	2.2%
Common Stock	<b>Michael J. Jandernoa</b> c/o Perrigo Co, 333 Bridge St. NW, #800 Grand Rapids, Michigan 49504	986,023(6)	7.3%
Common Stock	<b>Marilyn H. Hite</b> 7260 W. Azure Dr, #140-302 Las Vegas, Nevada 89130	792,962(7)	5.9%
Common Stock	<b>Jerry E. Polis</b> 980 American Pacific Drive, #111 Henderson, Nevada 89014	724,175(8)	5.4%
Common Stock	<b>James A. Barnes</b> 8617 Canyon View Drive Las Vegas, Nevada 89117	765,800(9)	5.6%
	All directors and executive officers as a group (4 persons)	7,284,649	51.8%

\* less than 1%.

- (1) Beneficial ownership is determined in accordance with the rules of the SEC and includes voting or investment power with respect to shares beneficially owned. Unless otherwise specified, reported ownership refers to both voting and investment power. Stock options, warrants and convertible securities which are exercisable within 60 days are deemed to be beneficially owned. On December 20, 2011, there were 13,342,187 shares of common stock issued and outstanding.

- (2) Includes 5,871,808 shares owned by JVR Technologies, LLC, a Nevada limited liability company owned 50%/50% by Joel C. Robertson and his wife Vickie Robertson. The amount shown as beneficially owned by Joel C. Robertson reflects 100% of the common stock of the Company owned by JVR Technologies, LLC. Also includes 115,000 warrants and 303,950 options.
- (3) Consists solely of stock options.
- (4) Includes 460,000 shares owned by family limited partnership, 23,300 warrants and 55,834 options.
- (5) Includes 8,841 warrants and 150,500 options.
- (6) Consists of 741,023 shares and warrants on 245,000 shares held by the Michael J. Jandernoa Trust based on information provided by the stockholder as of December 14, 2012.
- (7) Shares held by The Marisite Family Trust based on information provided by the stockholder as of June 8, 2010.
- (8) Beneficial ownership based on information provided by the stockholder as of February 13, 2012. Consists of 546,507 shares, 2,668 options and 175,000 warrants. A total of 318,914 shares are held by a family trust, 227,257 shares by a controlled corporation and 18,666 shares by a family LLC. A total of 150,000 warrants are held by an LLC over which Mr. Polis executes voting and investment control but disclaims beneficial ownership other than his pecuniary interest in the LLC. Also includes 6,666 shares over which Mr. Polis has power of attorney but which he disclaims any beneficial ownership.
- (9) Beneficial ownership based on information provided by the stockholder as of March 16, 2012. Consists of 505,900 shares, 200,900 warrants, and 59,000 options. A total of 331,650 shares are held by a family trust, 349,650 shares by a profit sharing plan, and 25,500 shares by a controlled corporation.

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

#### **Certain Relationships and Related Transactions**

The Company has contracted with RRI for certain operational vendor costs. These services were billed to the Company by RRI on a flow-through basis and at cost. See Note 13 to the Company's Consolidated Financial Statements included in its annual report for details of amounts incurred related to this relationship which aggregated \$55,231 and \$129,392 for the years ended September 30, 2012 and 2011, respectively.

The company contracts employees on an as needed basis to an entity, Robertson Wellness, LLC (RW), controlled by our Chairman, President and CEO, Dr. Robertson and his wife Vickie Robertson. These services were billed to RW at cost. See Note 13 to the Company's Consolidated Financial Statements included in its annual report for details of amounts incurred related to this relationship which aggregated \$48,829 and \$39,241 for the years ended September 30, 2012 and 2011, respectively.

We currently license our core technology from an entity, Vanahab Health Diagnostics II, LLC, controlled by our Chairman, President and CEO, Dr. Robertson and his wife Vickie Robertson. No license fees were paid during the year ended September 30, 2012 or 2011.

In January 2012 the Company borrowed \$140,000 from Vanahab Health Diagnostics, LLC, which is controlled by our Chairman, President and CEO, Dr. Robertson and his wife Vickie Robertson. The Company issued a note payable with a 15% annual rate of interest, a default rate of interest of 18% and a term of June 30, 2012 when all unpaid principal and interest was payable.

On January 12, 2011, the Company completed the sale of three parcels of unimproved real property and warrants to purchase 150,000 shares of the common stock of the Company at \$2.50 per share for a total purchase price of \$900,000 to Triple LATS LLC, a limited liability company controlled by Jerry E. Polis, who was a former director of the Company and at the time of the transaction the beneficial owner of more than 5% of the Company's common stock.

In February 2011 the Company issued 50,000 shares for \$100,000 to a trust controlled by greater than 5% shareholder Michael J. Jandernoa.

In August 2011 the Company borrowed \$75,000 from Vanahab Health Diagnostics, LLC, which is controlled by our Chairman, President and CEO, Dr. Robertson and his wife Vickie Robertson. The Company issued a note payable with a 15% annual rate of interest and a term of December 15, 2011 when all unpaid principal and interest shall be payable.

In September 2011 the Company borrowed \$50,000 from Vanahab Health Diagnostics, LLC, which is controlled by our Chairman, President and CEO, Dr. Robertson and his wife Vickie Robertson. The Company issued a note payable with a 15% annual rate of interest and a term of December 15, 2011, when all unpaid principal and interest shall be payable. No interest was paid during fiscal 2011 or 2012.

In September 2011 the Company issued 102,172 shares for \$60,000 of notes and \$42,172 of accrued interest to director Gerald Ehrens. The Company has remaining notes payable to Ehrens with principal amounts totaling \$328,325 with interest rates ranging from 5% to 18% per annum. Ehrens signed agreements to extend the maturity dates of each loan to December 31, 2011. No interest was paid on these notes during fiscal 2011 or 2012.

In September 2011 the Company issued 36,411 shares for \$25,000 of notes and \$11,411 of accrued interest to director Peter Perkinson. The Company has remaining notes payable to Perkinson with principal amounts totaling \$122,350 with interest rates ranging from 5% to 10% per annum. Perkinson signed agreements to extend the maturity dates of each loan to December 31, 2011. No interest was paid on these notes during the fiscal 2011 or 2012.

During fiscal 2012 the Company sold 280,000 shares of common stock for cash of \$140,000 to an entity controlled by greater than 5% stockholder, James A. Barnes.

### Director Independence

As the Company is quoted on OTC Markets and not one of the national securities exchanges, it is not subject to any director independence requirements. However, we have adopted the NASDAQ Stock Market's standards for determining the independence of directors and believe that Messrs. Ehrens and Perkinson qualify as independent directors. In making this determination, our Board of Directors has concluded that none of the independent directors has a relationship that, in the opinion of our Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

### ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

On July 22, 2010, the Board of Directors retained Silberstein Ungar, PLLC, Certified Public Accountants ("SU") as its independent registered public accountant.

The following table presents fees billed by SU for professional services for the audit of the financial statements of the Company and the reviews of the financial statements included in the Company's quarterly reports for the fiscal years ended September 30, 2012 and 2011.

	Year Ended September 30, 2012	Year Ended September 30, 2011
Audit fees (1)	\$ 29,000	\$ 29,000
Audit related fees (2)	-	-
Tax fees (3)	-	-
All other fees (4)	-	-
<b>Total</b>	<b>\$ 29,000</b>	<b>\$ 29,000</b>

- (1) Audit Fees include fees and expenses for professional services rendered in connection with the audit of our financial statements for those periods, reviews of the interim financial statements normally provided by the independent registered public accounting firm in connection with statutory and regulatory filings or engagements.
- (2) Audit Related Fees consist of fees billed for assurance related services that are reasonably related to the performance of the audit or review of our financial statements and are not reported under "Audit Fees." Included in Audit Related Fees are fees and

expenses related to reviews of registration statements and SEC filings other than Forms 10-K and 10-Q. No such fees were billed by SU for 2012 or 2011.

- (3) Tax Fees include the aggregate fees billed during the fiscal year indicated for professional services for tax compliance, tax advice and tax planning. No such fees were billed by SU for 2012 or 2011.
- (4) All Other Fees consist of fees for products and services other than the services reported above. No such fees were billed by SU for 2012 or 2011.

## PART IV

### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) List of documents filed as a part of this report:

(1) Index to Financial Statements

Report of Independent Registered Public Accounting Firm	F-1
Consolidated Balance Sheets as of September 30, 2012 and September 30, 2011	F-2
Consolidated Statements of Operations for the Years Ended September 30, 2012 and September 30, 2011, and the period from inception (April 11, 2005) to September 30, 2012	F-3
Consolidated Statements of Stockholders' Equity (Deficit) for the period from inception (April 11, 2005) to September 30, 2012	F-4
Consolidated Statements of Cash Flows for the Years Ended September 30, 2012 and September 30, 2011, and the period from inception (April 11, 2005) to September 30, 2012	F-5
Notes to Consolidated Financial Statements	F-6

(2) Financial Statement Schedules

All schedules have been omitted because the information is not applicable, is not material or because the information required is included in the consolidated financial statements or the notes thereto.

(3) Index to Exhibits

The exhibits listed on the accompanying index to exhibits immediately following the financial statements are filed as part of, or hereby incorporated by reference into, this Form 10-K.

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Board of Directors and Stockholders  
Robertson Global Health Solutions Corporation

We have audited the accompanying consolidated balance sheets of Robertson Global Health Solutions Corporation (a development stage company) as of September 30, 2012 and 2011, and the related consolidated statements of operations, stockholders' deficit, and cash flows for each of the years then ended. These consolidated 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 did not audit the consolidated financial statements for the period April 11, 2005 (inception) through December 31, 2009. Those statements were audited by other auditors whose report has been furnished to us, and our opinion on the consolidated statements of operations, stockholders' deficit, and cash flows for the period April 11, 2005 (inception) through December 31, 2009, insofar as it relates to the amounts for prior period through December 31, 2009, is based solely on the report of the other auditors.

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. 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 consolidated financial statements referred to above present fairly, in all material respects, the financial position of Robertson Global Health Solutions Corporation as of September 30, 2012 and 2011, and the results of its operations and its cash flows for each of the years then ended, in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the entity will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the entity has suffered recurring losses from operations, is in default on many of its notes payable and has a net capital deficiency that raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Silberstein Ungar, PLLC

Bingham Farms, Michigan  
January 14, 2013





**ROBERTSON GLOBAL HEALTH SOLUTIONS CORPORATION**  
(a development stage company)  
**Consolidated Balance Sheets**

ASSETS	September 30, 2012	September 30, 2011
<b>Current assets</b>		
Cash	\$ 5,764	\$ 90,585
Accounts receivable	-	41,500
Prepaid and other	44,060	35,663
Total current assets	<u>49,824</u>	<u>167,748</u>
<b>Property and equipment, net</b>	7,147	8,487
<b>Accounts receivable - related parties</b>	<u>92,594</u>	<u>47,031</u>
<b>Total assets</b>	<u>\$ 149,565</u>	<u>\$ 223,266</u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>Current liabilities</b>		
Accounts payable	\$ 1,075,467	\$ 978,152
Accrued interest	327,254	207,707
Accrued other liabilities	856,113	672,088
Deferred revenue	48,167	31,500
Stockholder advances	60,000	-
Notes payable related parties - net	846,275	655,675
Notes payable other - net	530,068	520,449
Current portion of facility exit liability	-	32,329
Current portion bank term note	50,000	50,000
Total current liabilities	<u>3,793,344</u>	<u>3,147,900</u>
<b>Long-term debt</b>		
Bank term note	87,491	137,495
Total long-term debt	<u>87,491</u>	<u>137,495</u>
Total liabilities	<u>3,880,835</u>	<u>3,285,395</u>
<b>Stockholders' deficit</b>		
Preferred stock, \$0.001 par value, 1,000,000 shares authorized, none issued and outstanding	-	-
Common stock, \$0.001 par value, authorized 20,000,000, 13,042,187 and 12,352,187 shares issued and outstanding, respectively	13,042	12,352
Paid-in capital	14,330,515	13,801,666
Deficit accumulated during development stage	(18,074,827)	(16,876,147)
Total stockholders' deficit	<u>(3,731,270)</u>	<u>(3,062,129)</u>
<b>Total liabilities and stockholders' deficit</b>	<u>\$ 149,565</u>	<u>\$ 223,266</u>

See accompanying notes to the consolidated financial statements

**ROBERTSON GLOBAL HEALTH SOLUTIONS CORPORATION**  
(a development stage company)  
**Consolidated Statements of Operations**

	Year Ended September 30, 2012	Year Ended September 30, 2011	April 11, 2005 (date of inception) to September 30, 2012
<b>Revenues</b>			
Contract fees	\$ -	\$ 10,000	\$ 143,000
Contract fees - related party	-	207,416	207,416
Total revenues	<u>-</u>	<u>217,416</u>	<u>350,416</u>
<b>Operating expenses</b>			
Cost of revenues	-	-	139,536
Product and content development	264,543	1,004,352	6,812,852
Selling, general and administrative	798,610	1,902,019	9,355,315
Impairment expense on real estate held for sale	-	-	1,548,375
Total operating expenses	<u>1,063,153</u>	<u>2,906,371</u>	<u>17,856,078</u>
<b>Operating loss</b>	<u>(1,063,153)</u>	<u>(2,688,955)</u>	<u>(17,505,662)</u>
<b>Other income (expense)</b>			
Unrealized gain on derivative revaluation	-	-	17,279
Interest and other income	12,000	38,390	360,624
Gain on disposal of assets	60	-	60
Other expenses	-	(3,964)	(97,236)
Interest expense	(147,587)	(153,874)	(849,892)
Total other income (expense)	<u>(135,527)</u>	<u>(119,448)</u>	<u>(569,165)</u>
<b>Net loss</b>	<u>\$ (1,198,680)</u>	<u>\$ (2,808,403)</u>	<u>\$ (18,074,827)</u>
Loss per share (basic and diluted)	<u>\$ (0.10)</u>	<u>\$ (0.24)</u>	
Weighted average number of common shares outstanding (basic and diluted)	<u>12,601,285</u>	<u>11,664,382</u>	

See accompanying notes to the consolidated financial statements

**ROBERTSON GLOBAL HEALTH SOLUTIONS CORPORATION**  
(a development stage company)  
**Consolidated Statements of Stockholders' Deficit**

	<u>Common Stock</u>		<u>Additional</u>	<u>Accumulated</u>	<u>Total</u>
	<u>Shares</u>	<u>Dollars</u>	<u>Paid-In</u>	<u>Deficit</u>	<u>Equity</u>
			<u>Capital</u>		<u>(Deficit)</u>
Balances, April 11, 2005 (date of inception)	-	\$ -	\$ -	\$ -	\$ -
Stock issued to founder for technology	9,600,000	9,600	(9,600)	-	-
Founder stock assigned to director	290,000	290	(290)	-	-
Sale of stock for cash at \$2.50 to \$3.25 per share	1,156,000	1,156	3,348,844	-	3,350,000
Forfeiture of founder stock - net	(1,046,000)	(1,046)	1,046	-	-
Net loss	-	-	-	(1,373,347)	(1,373,347)
Balances, December 31, 2005	10,000,000	\$ 10,000	\$ 3,340,000	\$ (1,373,347)	\$ 1,976,653
Sale of stock at \$2.50 to \$4.00 per share	456,500	456	1,759,544	-	1,760,000
Repurchase of stock at \$2.50 per share	(144,000)	(144)	(359,856)	-	(360,000)
Forfeiture of founder stock - net	(312,500)	(312)	312	-	-
Net loss	-	-	-	(3,488,381)	(3,488,381)
Balances, December 31, 2006	10,000,000	\$ 10,000	\$ 4,740,000	\$ (4,861,728)	\$ (111,728)
Sale of stock at \$2.00 to \$6.00 per share	414,038	414	1,089,586	-	1,090,000
Forfeiture of founder stock	(414,038)	(414)	414	-	-
Net loss	-	-	-	(2,451,762)	(2,451,762)
Balances, December 31, 2007	10,000,000	\$ 10,000	\$ 5,830,000	\$ (7,313,490)	\$ (1,473,490)
Sale of stock at \$2.00 to \$3.25 per share	658,154	658	1,158,342	-	1,159,000
Forfeiture of founder stock	(658,154)	(658)	658	-	-
Net loss	-	-	-	(1,443,771)	(1,443,771)
Balances, December 31, 2008	10,000,000	\$ 10,000	\$ 6,989,000	\$ (8,757,261)	\$ (1,758,261)
Sale of stock at \$1.00 per share	428,500	428	428,072	-	428,500
Classification of 416,000 warrants as a liability	-	-	(238,656)	-	(238,656)
Forfeiture of founder stock	(428,500)	(428)	428	-	-
Net loss	-	-	-	(1,575,052)	(1,575,052)
Balances, December 31, 2009	10,000,000	\$ 10,000	\$ 7,178,844	\$ (10,332,313)	\$ (3,143,469)
Sale of stock at \$1.00 per share	125,000	-	125,000	-	125,000
Classification of 125,000 warrants as a liability	-	-	(69,497)	-	(69,497)
Forfeiture of founder stock	(125,000)	-	-	-	-
Record beneficial conversion of \$170,000 of convertible notes	-	-	89,048	-	89,048
Redemption of stock	(3,076)	(3)	(11,997)	-	(12,000)
Shares issued on conversion of convertible debt at \$1.00 per share	3,076	3	3,073	-	3,076
Merger related equity transactions:					
Historical ASI Technology shares	1,154,248	1,154	2,718,773	-	2,719,927
Shares issued on conversion of convertible debt at \$1.00 per share	214,223	214	214,009	-	214,223
Reclassification of warrant liability to equity			379,922	-	379,922
Value of 100,000 warrants issued to founder related to debt extinguishment			250,000	-	250,000

Capital contribution from related party debt extinguishment			510,000	-	510,000
Value of 51,041 warrants issued to stockholders related to debt restructuring and guarantee			55,750	-	55,750
Shares issued on conversion of convertible debt at \$1.00 per share	175,698	176	175,522	-	175,698
Payment of fractional shares on reverse stock split	(800)	(1)	(4,320)		(4,321)
Stock based compensation			308,602		308,602
Net loss				(3,735,431)	(3,735,431)
Balances, September 30, 2010	11,543,369	\$ 11,543	\$ 11,922,729	\$ (14,067,744)	\$ (2,133,472)
Sale of stock at \$2.00 per share	235,000	235	469,765	-	470,000
Sale of stock at \$1.00 per share	150,000	150	149,850	-	150,000
Shares issued on conversion of debt at \$1.00 per share	348,218	348	347,870	-	348,218
Exercise of warrants at \$1.00 per share	75,000	75	74,925	-	75,000
Value of 150,000 warrants issued related to sale of real estate held for sale			178,375	-	178,375
Stock based compensation			656,353	-	656,353
Stock option exercise	600	1	1,799	-	1,800
Net loss	-	-	-	(2,808,403)	(2,808,403)
Balances, September 30, 2011	12,352,187	\$ 12,352	\$ 13,801,666	\$ (16,876,147)	\$ (3,062,129)
Stock based compensation			184,539	-	184,539
Sale of stock at \$0.50 per share	690,000	690	344,310	-	345,000
Net loss	-	-	-	(1,198,680)	(1,198,680)
Balances, September 30, 2012	13,042,187	\$ 13,042	\$ 14,330,515	\$ (18,074,827)	\$ (3,731,270)

See accompanying notes to the consolidated financial statements

**ROBERTSON GLOBAL HEALTH SOLUTIONS CORPORATION**  
(a development stage company)  
**Consolidated Statements of Cash Flows**

	Year Ended September 30, 2012	Year Ended September 30, 2011	April 11, 2005 (date of inception) to September 30, 2012
<b>Operating activities</b>			
Net loss	\$ (1,198,680)	\$ (2,808,403)	\$ (18,074,827)
Adjustments to reconcile net loss to net cash used by operating activities:			
Depreciation	2,022	1,866	46,066
Amortization of deferred rent and facility exit liability	(32,329)	(50,911)	(97,613)
Adjustment of accrued facility exit liability	-	1,085	31,038
Unrealized gain on derivative revaluation	-	-	(17,279)
Impairment expense	-	-	1,548,375
(Gain) loss on sale of assets	(60)	2,878	2,818
Gain on debt cancellation	-	-	(262,088)
Note discount accretion	-	27,003	128,413
Beneficial conversion of convertible debt	-	-	89,048
Value of warrants issued for note guarantee	-	-	16,384
Stock based compensation	184,539	656,353	1,149,494
Changes in:			
Accounts receivable	41,500	(41,500)	-
Accounts receivable - related parties	(45,563)	(38,189)	(86,994)
Prepaid and other	(8,397)	(8,395)	(36,783)
Accounts payable and accrued expenses	385,932	891,701	4,399,354
Deposits	-	(3,747)	(3,747)
Deferred revenue	16,667	(175,916)	48,167
Accrued interest	119,546	94,772	429,697
Net cash used by operating activities	<u>(534,823)</u>	<u>(1,451,403)</u>	<u>(10,690,477)</u>
<b>Investing activities</b>			
Purchase of property and equipment	(1,346)	(6,240)	(53,555)
Proceeds from sale of assets	-	543,747	843,747
Cash received in merger transaction	-	-	243,296
Net cash provided by investing activities	<u>(1,346)</u>	<u>537,507</u>	<u>1,033,488</u>
<b>Financing activities</b>			
Net change in stockholder advances	60,000	-	210,000
Sale of common stock	345,000	620,000	8,877,500
Sale of warrants	-	178,375	178,375
Repurchase of common stock	-	-	(372,000)
Payment of fractional shares	-	-	(4,321)
Proceeds from exercise of warrants	-	75,000	75,000
Proceeds from exercise of stock options	-	1,800	1,800
Proceeds from issuance of debt	140,000	275,000	1,335,416
Repayment of debt	(93,652)	(186,670)	(639,017)
Net cash provided by financing activities	<u>451,348</u>	<u>963,505</u>	<u>9,662,753</u>
<b>Net increase (decrease) in cash</b>	<b>(84,821)</b>	<b>49,609</b>	<b>5,764</b>
<b>Cash, beginning of period</b>	<b>90,585</b>	<b>40,976</b>	<b>-</b>
<b>Cash, end of period</b>	<b><u>\$ 5,764</u></b>	<b><u>\$ 90,585</u></b>	<b><u>\$ 5,764</u></b>

**SUPPLEMENTAL CASH-FLOW INFORMATION**

Cash paid for interest	\$ 28,041	\$ 32,099	\$ 210,575
Transfers of liabilities from affiliate for costs incurred	\$ -	\$ -	\$ 824,053
Derivative liability recorded for warrants	\$ -	\$ -	\$ 17,279
Issuance of debt in redemption of accrued liabilities	\$ 103,867	\$ 180,373	\$ 909,872
Repayment of advances from proceeds from sale of assets	\$ -	\$ 150,000	\$ 150,000
Issuance of stock on conversion of debt	\$ -	\$ 348,218	\$ 741,215
Non-cash payment on accounts payable	\$ 725	\$ -	\$ 725

See accompanying notes to the consolidated financial statements

**ROBERTSON GLOBAL HEALTH SOLUTIONS CORPORATION AND SUBSIDIARIES**  
**(a development stage company)**  
**Notes to Consolidated Financial Statements**

**1. Nature of Operations, Description of Business and Basis of Presentation**

Nature of Operations

On May 28, 2010, Robertson Global Health Solutions Corporation (“RGHS”) (formerly ASI Technology Corporation (“ASI”)) completed the acquisition of NxOpinion, LLC and its subsidiary (“NxOpinion”), previously a privately-owned health care technology licensing company headquartered in Saginaw, Michigan (the “Merger”) pursuant to the terms of an Agreement and Plan of Recapitalization dated May 28, 2010 (the “Recapitalization Agreement”). As a result of the Merger, the business of NxOpinion is now owned by Robertson Health Services, Inc. (“RHS”), a wholly-owned subsidiary of RGHS. The post-merger company is referred to herein as the “Company”, “we”, “us” or “our”.

The Company experienced a change in control, and therefore NxOpinion was deemed to be the acquiring company and for accounting purposes the Merger was considered to be a reverse acquisition and recapitalization.

Description of Business

The Company is a medical software company that has developed RHealth Advisor, a medical knowledge platform powering a suite of health applications for global healthcare delivery. The core medical knowledge management system, use of mathematical and statistical bases and business process for the software was invented by the Company’s founder and CEO, Dr. Joel Robertson (“Dr. Robertson”) in 2002. The Company believes RHealth Advisor is a very powerful medical knowledge platform uniquely capable of being implemented in a wide range of settings worldwide, from rural health systems to the most sophisticated urban hospital systems.

Development Stage Enterprise

The Company follows the presentation and disclosure requirements of the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 915, *Accounting and Reporting by Development Stage Enterprises*. Although some principal operations of marketing and licensing software solutions commenced in 2009, the Company has not yet generated significant revenue and is still considered in the development stage.

Basis of Presentation – Going Concern

The financial statements have been prepared on the accrual basis by management in accordance with generally accepted accounting principles in the United States (“GAAP”) on a going concern basis, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future. From inception to September 30, 2012, the Company has incurred significant losses and negative cash flow from operations and has a deficit accumulated during the development stage of \$18,074,827. At September 30, 2012 the Company had a working capital deficit of \$3,650,926 and notes and accrued interest aggregating \$1,626,142 payable to related and unrelated parties that were in default. The Company's ability to emerge from the development stage and continue as a going concern is in doubt and is dependent upon obtaining additional financing, renegotiating or refinancing existing debt and/or attaining a profitable level of operations. The Company’s operating plans will require additional funds for operation and to repay, refinance or restructure existing debt. Management has plans to generate revenue producing business and to seek additional capital and restructure its debt, though there can be no assurance it will be able to do so.

During fiscal 2013, the Company may elect to incur additional costs to develop its business. The Company may also seek or pursue other business opportunities. However, there can be no assurance that sufficient additional funds will be available to enable the Company to continue as a going concern. Although asset impairment adjustments have been made in accordance with generally accepted accounting principles, the accompanying consolidated financial statements do not include any adjustments that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to liquidate its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying financial statements.

Principles of Consolidation

The consolidated financial statements include the accounts of RGHS and its wholly-owned subsidiaries. Subsidiaries of RGHS are Robertson Health Services, Inc. (RHS, comprising the former business of NxOpinion), Robertson Technologies Licensing, LLC (“RTL”, a wholly-owned limited liability company owned by RHS), ASI Capital Corporation (“ASI Capital”, a wholly-owned subsidiary that operates certain leased property) and ASI Land Holdings, Inc. (“ASI Land”, a wholly-owned subsidiary which

previously held certain real estate). All significant intercompany balances and transactions have been eliminated. Certain amounts previously reported have been reclassified to conform to the current presentation.

## **ROBERTSON GLOBAL HEALTH SOLUTIONS CORPORATION AND SUBSIDIARIES**

**(a development stage company)**

### **Notes to Consolidated Financial Statements**

In the consolidated financial statements and the notes thereto, all references to historical information, balances and results of operations are related to NxOpinion (now RHS) and its subsidiary as the predecessor company pursuant to reverse acquisition accounting rules. Under reverse acquisition accounting rules, the merged Company's consolidated financial statements reflect NxOpinion's results as a development stage company from NxOpinion's inception on April 11, 2005. The historical consolidated financial statements reflect the impact of the change in capital structure that resulted from the Merger as if that capital structure was in place as of April 11, 2005 (date of inception) and for all subsequent periods presented. The Company's operating results (post-Merger) include the operating results of NxOpinion and its subsidiary prior to the date of the Merger and the results of the combined entities following the closing of the Merger.

#### Reclassifications

Where necessary, the prior year's information has been reclassified to conform to the fiscal 2012 statement presentation. These reclassifications had no effect on previously reported results of operations or accumulated deficit.

#### Use of Estimates in the Preparation of Consolidated Financial Statements

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period.

The Company regularly evaluates its accounting policies and estimates. In general, estimates are based on historical experience and on assumptions believed to be reasonable given the Company's operating environment. These estimates are based on management's best knowledge of current events and actions the Company may undertake in the future. Actual results may differ from these estimates.

## **2. Summary of Significant Accounting Principles**

#### Cash and Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

#### Revenue Recognition

The Company recognizes revenue when there is evidence of an arrangement, the service has been provided to the customer, the collection of the fees is reasonably assured, and the amount of fees to be paid by the customer are fixed or determinable. To date, revenues have not been significant and the Company expects to enter into new software licensing and collaborative arrangements in the future and will evaluate each in accordance with Staff Accounting Bulletin 104 and the ASC's Software and Collaborative Topics.

The Company's business model includes collaborative arrangements resulting in the licensing of its software applications and related content with on-going license fees based on usage, availability or from advertising and sponsorships. Fees based on availability are recognized over the performance period; fees based on usage or from advertising and sponsorships are recognized as reported to the Company from intermediaries over the applicable period and when collection is assured.

The Company recognizes fees for contract services when the fees are fixed and determinable, the related services are performed and collection is assured. The Company evaluates revenue from arrangements that have multiple elements to determine whether the components of the arrangement represent separate units of accounting as defined in the accounting guidance related to revenue arrangements with multiple deliverables.

Deferred revenue, including advance license fees, which will be recognized during the succeeding 12-month period, is recorded as current deferred revenue and any remaining portion is recorded as long-term deferred revenue.

**ROBERTSON GLOBAL HEALTH SOLUTIONS CORPORATION AND SUBSIDIARIES**  
**(a development stage company)**  
**Notes to Consolidated Financial Statements**

Collaborative Arrangements

Contractual arrangements fall within the scope of ASC 808-10, *Collaborative Arrangements*, if the arrangement requires the parties to be active participants and the arrangement exposes the parties to significant risks and rewards that are tied to the commercial success of the endeavor. Collaborative agreement revenues may include both contract research revenue and license revenue. Nonrefundable up-front license fees where the Company has continuing involvement through research and development collaboration are initially deferred and recognized as collaborative agreement license revenue over the estimated period for which the Company continues to have a performance obligation. Nonrefundable amounts received for shared development costs are recognized as contract revenue in the period in which the related expenses are incurred.

Fair Value of Financial Instruments

The carrying amounts of cash equivalents, accounts receivable, accounts payable and accrued liabilities approximate fair values due to the short maturity of these instruments.

The Company does not have any financial assets and liabilities that are measured at fair value on a recurring basis.

Property and Equipment

Fixed assets are stated at cost. Depreciation and amortization are computed on the straight-line method over the estimated useful lives of the related assets. The depreciable life of leasehold improvements is the shorter of the lease term or the useful life. Upon asset retirement or other disposition, cost and the related accumulated depreciation are removed from the accounts, and any gain or loss is included in the consolidated statements of operations. Amounts expended for repairs and maintenance are expensed as incurred.

Software Product and Content Development Costs

Software product and content development expenditures include costs incurred in the development, enhancement and maintenance of software technology and content. These costs are charged to expense as incurred. Production costs after technological feasibility are not expected to be material and other computer software and content maintenance costs related to software and content development are expensed as incurred.

Facility Exit Liability

The Company accounted for an unused operating office lease in accordance with ASC 420, *Exit or Disposal Cost Obligations*. The lease expired in March, 2012.

Comprehensive Loss

Comprehensive loss consists of net loss and other gains and losses affecting stockholders' equity that under U.S. generally accepted accounting principles are excluded from reported net loss. There were no differences between net loss and comprehensive loss for any of the periods presented.

Stock-Based Compensation

The Company accounts for stock-based compensation under the provisions of ASC 718, *Share-Based Payment*, and ASC 505-50, *Equity-Based Payments to Non-Employees*. ASC 718 requires measurement of all employee stock-based awards using a fair-value method and recording of related compensation expense in the financial statements over the requisite service period. Further, as required under ASC 718, the Company estimates forfeitures for stock-based awards that are not expected to vest. Under ASC 505-50, options or stock awards issued to non-employees who are not directors of the Company are recorded at the estimated fair value of the stock options issued at the measurement date. Non-employee options are periodically revalued as the options vest so the cost ultimately recognized is equivalent to the fair value on the date performance is complete with such expense recognized over the related service period on a graded vesting method.

The Company accounts for the fair value of each option grant by estimating on the date of grant using the Black-Scholes option-pricing model including assumptions pertaining to expected life, interest rate, volatility and dividend yield. Expected volatilities are based on historical volatility of a peer group until the Company has sufficient history. The expected life of options granted represents an estimate of the period of time that options are expected to be outstanding, which is shorter than the term of the option. In addition, the Company

is required to calculate estimated forfeiture rates on an ongoing basis that impact the amount of share-based compensation costs it will record. If the estimates used to calculate the fair value for employee stock options differ from actual results, or actual forfeitures differ from estimated forfeitures, the Company may be required to record gains or losses that could be material.

**ROBERTSON GLOBAL HEALTH SOLUTIONS CORPORATION AND SUBSIDIARIES**  
**(a development stage company)**  
**Notes to Consolidated Financial Statements**

Loss Per Share

Basic loss per common share is computed by dividing net loss by the weighted-average number of shares of common stock outstanding during the period. Diluted net loss per common share reflects the potential dilution of securities that could share in the earnings of an entity. The Company's losses for the periods presented cause the inclusion of potential common stock instruments outstanding to be antidilutive. At September 30, 2012 and 2011, a total of 1,781,814 and 1,786,617, respectively, of potentially dilutive securities consisting of options and warrants were not used for any computation of dilution for each period then ended as they would have been antidilutive.

Income Taxes

The Company accounts for income taxes using the asset and liability method, the objective of which is to establish deferred tax assets and liabilities for the temporary differences between the amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards at enacted tax rates expected to be in effect when such amounts are realized or settled. A valuation allowance related to deferred tax assets is recorded when it is more likely than not that some portion or all of the deferred tax assets will not be realized. The Company provides a full valuation reserve related to its net deferred tax assets. In the future, if sufficient evidence of an ability to generate sufficient future taxable income in certain tax jurisdictions becomes apparent, the Company may be required to reduce the valuation allowances, resulting in income tax benefits in the consolidated statement of operations. The Company evaluates the realizability of the deferred tax assets and assesses the need for valuation allowance quarterly. The utilization of the net operating loss carryforwards could be substantially limited due to restrictions imposed under federal and state laws upon a change in ownership in the future. The Company has experienced various ownership changes as a result of past financings and could experience future ownership changes.

Recent Accounting Pronouncements

A number of new authoritative accounting standards have been issued during recent months that have been evaluated by the Company and determined not to have a material effect on the financial position and results of operations of the Company. Those recent accounting standards that could potentially have an impact if or when adopted are listed and discussed below:

In December 2011, the Financial Accounting Standards Board ("FASB") issued ASU No. 2011-11, *Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities*. The amendments in this Update require an entity to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position. This update requires improved information about financial instruments and derivative instruments that are either offset or subject to an enforceable master netting arrangement or similar agreement. The amendments in this Update are effective for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. The Company does not expect the adoption to have an impact on its financial results.

In July 2012, the FASB issued ASU 2012-02, "*Testing Indefinite-Lived Intangible Assets for Impairment*," which allows companies to perform a qualitative assessment to determine whether further impairment testing of indefinite-lived intangible assets is necessary, similar in approach to the goodwill impairment test. The new guidance allows an entity the option to first assess qualitatively whether it is more likely than not (that is, a likelihood of more than 50) that an indefinite-lived intangible asset is impaired, thus necessitating that it perform the quantitative impairment test. An entity is not required to calculate the fair value of an indefinite-lived intangible asset and perform the quantitative impairment test unless the entity determines that it is more likely than not that the asset is impaired. The new guidance is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted for annual and interim impairment tests performed as of a date before July 27, 2012, if the financial statements for the most recent annual or interim period have not yet been issued. The Company will adopt the provisions of this new guidance on October 1, 2012. The Company does not expect the adoption of the new provisions to have a material impact on its financial condition or results of operations.

In October 2012, the Financial Accounting Standards Board ("FASB") issued ASU No. 2012-04, *Technical Corrections and Improvements*. The amendments in this Update cover a wide range of topics. The update addresses issues that either (1) clarify the Codification or correct unintended application of guidance that are not expected to have a significant effect on current accounting

practice, or (2) are more substantive, limited-scope improvements. The amendments in this Update that will not have transition guidance are effective upon issuance. The amendments that are subject to transition guidance are effective for fiscal periods beginning after December 15, 2012. The Company does not expect the adoption to have an impact on its financial results.

**ROBERTSON GLOBAL HEALTH SOLUTIONS CORPORATION AND SUBSIDIARIES**  
**(a development stage company)**  
**Notes to Consolidated Financial Statements**

**3. Property and Equipment**

Property and equipment consisted of computer equipment and vehicles as follows:

	<b>September 30,</b> <b>2012</b>	<b>September 30,</b> <b>2011</b>
Computer hardware	\$ 32,121	\$ 31,546
Vehicle	22,478	22,478
	54,599	54,024
Accumulated depreciation	(47,452)	(45,537)
Property and equipment, net	<u>\$ 7,147</u>	<u>\$ 8,487</u>

**4. Real Estate**

At the time of the Merger, RGHS, through a wholly-owned subsidiary, owned three real estate properties held for investment and valued at \$2,245,000. The three properties were recorded at management's estimated fair value. The properties were held as an investment and evaluated for impairment at each reporting date. In June 2010 management determined that the guidance of ASC 820-10-35-51A-D, *Determining Fair Value When The Volume And Level Of Activity For The Asset Or Liability Have Significantly Decreased* was applicable and reduced the carrying value of the real estate to \$850,000 net of an allowance of \$50,000 for the costs to sell in accordance with a reclassification to held for sale. In October 2010 management entered into an agreement, with an entity controlled by a former director, to sell the real estate on an installment basis at a price of \$900,000 (all paid by January 2011) and issued warrants to purchase up to 150,000 shares of the common stock at \$2.50 per share for a term of five years (the "Warrants") as an inducement. Management recorded in September 2010 an impairment charge to further reduce the carrying value of the real estate to \$696,625, which reduced the costs to sell to \$25,000 and included \$178,375 for the value of the warrants.

**ROBERTSON GLOBAL HEALTH SOLUTIONS CORPORATION AND SUBSIDIARIES**  
**(a development stage company)**  
**Notes to Consolidated Financial Statements**

**5. Accounts Payable and Accrued Expenses**

Accounts payable and accrued expenses include the following:

	<b>September 30, 2012</b>	<b>September 30, 2011</b>
<b>Accounts payable</b>		
Payable to unrelated parties	\$ 534,458	\$ 436,632
Payable to affiliate RRI for contract services (see Note 13)	508,009	511,520
Payable to related parties	33,000	30,000
Total accounts payable	<u>\$ 1,075,467</u>	<u>\$ 978,152</u>
<b>Accrued liabilities</b>		
Accrued wages and vacation	\$ 651,577	\$ 348,133
Accrued bonus payable to CEO	140,000	140,000
Other accounts payable	64,536	183,955
Total accrued liabilities	<u>\$ 856,113</u>	<u>\$ 672,088</u>

**6. Facility Exit Liability and Costs**

Facility exit costs relate to an operating office lease that had been intended for use in real estate lending activities. A total of \$166,845 was accrued as an exit liability in July 2009 in accordance with ASC 420, *Exit or Disposal Cost Obligation*. In June 2010 the Company entered into a sublease on the 3,747 feet of improved office space. The landlord granted a 50% rent concession for the six months ending December 2009, a 25% concession for the twelve months ending December 2010, and a 17% concession for the 10 months ending March 2012 (end of lease term).

The following table summarizes facility exit liability activity for the years ended September 30, 2012 and 2011:

	<b>Year Ended September 30, 2012</b>	<b>Year Ended September 30, 2011</b>
Accrual balance beginning of period	\$ 32,329	\$ 82,154
Accrual correction for cash flow assumptions	-	1,085
Accretion expense	635	4,953
Payment - net	(32,964)	(55,863)
Accrual balance end of period	<u>\$ -</u>	<u>\$ 32,329</u>

In the accompanying statement of operations, the expense for accrual corrections are included in other expenses, and all other facility exit costs and related accretion expense are included in selling, general and administrative expenses.

**ROBERTSON GLOBAL HEALTH SOLUTIONS CORPORATION AND SUBSIDIARIES**  
**(a development stage company)**  
**Notes to Consolidated Financial Statements**

**7. Notes Payable**

Notes payable consist of the following:

	<u>September 30,</u> <u>2012</u>	<u>September 30,</u> <u>2011</u>
<b>Notes payable - related parties</b>		
Unsecured notes payable to related party directors with interest ranging from 10% to 18% with principal and interest due December 31, 2011. These notes are currently in default. (1) \$	207,500	\$ 207,500
Unsecured notes payable to stockholders with interest ranging from 10% to 18% with principal and interest due December 31, 2011. These notes are currently in default. (2)	30,000	30,000
Unsecured notes payable issued at Merger for prior consulting fees owed to two directors. Principal and interest at 5% per annum was due on December 31, 2011. These notes are currently in default. (3)	243,175	243,175
Unsecured 11% note payable to a stockholder resulting from non-conversion of convertible note issued in April 2009. This note is currently in default with the default interest rate being 16%.	50,000	50,000
Unsecured 15% note payable to a company owned by the Company's CEO. This note is currently in default with the default interest rate being 18%.	125,000	125,000
Unsecured 15% note payable to a company owned by the Company's CEO. This note is currently in default with the default interest rate being 18%.	140,000	-
Unsecured note payable to a company owned by the Company's CEO. Principal and interest at 15% per annum is due on November 26, 2013.	<u>50,600</u>	<u>-</u>
<b>Total notes payable - related parties (current)</b>	<u>\$ 846,275</u>	<u>\$ 655,675</u>

**ROBERTSON GLOBAL HEALTH SOLUTIONS CORPORATION AND SUBSIDIARIES**

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**Notes to Consolidated Financial Statements**

	<u>September 30,</u> <u>2012</u>	<u>September 30,</u> <u>2011</u>
<b>Notes payable - other current</b>		
Unsecured installment note, at 5% compounded monthly, with minimum monthly payments of \$20,000 commencing July 2010. The balance is increased by additional invoices billed. This note is currently in default.	(4) \$ 503,213	\$ 503,213
Installment debt payable with interest at 11.24% per annum, with monthly installments of \$3,026, due March 2012. Secured by gross unearned premiums and loss payments on the insurance policy financed.	-	17,236
Installment debt payable with interest at 10.75% per annum, with monthly installments of \$3,173, due March 2013. Secured by gross unearned premiums and loss payments on the insurance policy financed.	18,200	-
Unsecured installment debt payable with interest at 0% per annum, with monthly installments of \$2,164, due February 2013.	<u>8,655</u>	<u>-</u>
<b>Total notes payable - other current</b>	<u>\$ 530,068</u>	<u>\$ 520,449</u>
<b>Notes payable - other long-term</b>		
Five year term bank debt with interest at prime plus 1%, with monthly installments of \$4,167 plus interest. Note is guaranteed by the Company's CEO.	(5) 137,491	187,495
Less: Long-term portion of bank term debt	<u>(87,491)</u>	<u>(137,495)</u>
<b>Notes payable - other (current portion)</b>	<u>\$ 50,000</u>	<u>\$ 50,000</u>

Approximate principal repayments of long-term debt are as follows:

09/30/2013	50,000
09/30/2014	50,000
09/30/2015	<u>37,491</u>
<b>Total</b>	<u>\$ 137,491</u>

- Effective as of the Merger on May 28, 2010, new unsecured notes at the same interest rates were issued for previous secured notes with no stated repayment date. The Company issued warrants exercisable for 17,550 common shares at \$2.50 per share until May 28, 2013 as an inducement for the note restructuring. The value of the warrants of \$19,169 is a note discount which was amortized to interest expense over the original term of the notes.
- (1) Effective as of the Merger on May 28, 2010, new unsecured notes at the same interest rates were issued for previous secured notes with no stated repayment date. The Company issued warrants exercisable for 3,900 common shares at \$2.50 per share until May 28, 2013 as an inducement for the note restructuring. The value of the warrants of \$4,260 is a note discount which was amortized to interest expense over the original term of the notes.
- (2)

## ROBERTSON GLOBAL HEALTH SOLUTIONS CORPORATION AND SUBSIDIARIES

(a development stage company)

### Notes to Consolidated Financial Statements

- The Company issued warrants exercisable for 14,591 common shares at \$2.50 per share until May 28, 2013 as an inducement
- (3) for converting consulting fees for unsecured notes. The value of the warrants of \$15,937 is a note discount which was amortized over the original term of the notes.

New unsecured note issued at Merger effective May 28, 2010, to replace prior secured notes and payables related to legal fees.

- (4) In November 2011, the Company negotiated revised terms on this loan. The note is due on demand, but was due not later than June 1, 2012, including interest at 5% per annum. Payments are to be made as excess cash flow permits after covering only ordinary operating expenses. The note is secured by the Company assets.

- (5) The Company issued warrants exercisable for 15,000 common shares at \$2.50 per share until May 28, 2013 as an inducement to Dr. Robertson for his continuing guarantee of a bank line of credit (due through affiliate RRI) that has been renegotiated as a term loan. The value of the warrants of \$16,384 was a note discount expensed to interest at issuance as the note was due immediately until subsequently renegotiated as a five year term note.

In September 2011 the Company entered into Agreements with certain stockholders and directors to convert \$120,000 of notes payable and accrued interest of \$72,464 into shares of the Company's common stock at \$1.00 per share or an aggregate of 192,464 shares of common stock.

#### 8. Stockholders' Deficit

The Company has 20,000,000 shares of common stock, par value \$0.001 authorized and 1,000,000 shares of preferred stock, par value \$0.001, authorized. No preferred shares are outstanding.

The historical consolidated financial statements also reflect the impact of the change in capital structure that resulted from the Merger as if that capital structure was in place as of April 11, 2005 (date of inception) and for all subsequent periods presented. Accordingly, the accompanying consolidated statements of stockholders' equity for the period from April 11, 2005 (date of inception) to September 30, 2012 have been adjusted to reflect the current capital structure of the Company. In financial statements published prior to the Merger, references to the previous capital structure were to members' capital rather than stockholders' equity.

#### 9. Stock Options and Stock Purchase Warrants

##### Stock Option Plan

In February 2010, the Board and Stockholders of RGHS approved the Stock Incentive Plan of 2010 (the "2010 Incentive Plan") authorizing the grant of equity-based incentives to employees and consultants including stock options, stock appreciation rights, restricted stock units, restricted stock, stock awards and other awards on the lesser of (a) on a cumulative basis 15% of the aggregate shares of the Company's common stock issued and outstanding at any grant date (currently limited to the maximum 1,400,000 shares) or (b) 1,400,000 shares. The Incentive Plan terminates in February 2020.

NxOpinion had no option plans prior to the Merger. The Company continued 25,012 legacy options under ASI's 2000 Plan at the Merger and the 2000 Plan has expired as to new grants.

##### Stock-Based Compensation

The Company's employee stock options have various restrictions that reduce option value, including vesting provisions and restrictions on transfer, among others, and may be exercised prior to their contractual maturity.

**ROBERTSON GLOBAL HEALTH SOLUTIONS CORPORATION AND SUBSIDIARIES**

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**Notes to Consolidated Financial Statements**

The Company uses the Black-Scholes option pricing model to determine the estimated fair value of each option as of its grant date. These inputs are subjective and generally require significant analysis and judgment to develop. The following table sets forth the significant assumptions used in the Black-Scholes model and the calculation of stock-based compensation cost (annualized percentages):

	Year Ended September 30, 2012			Year Ended September 30, 2011		
Expected volatility	117.00%			73.02%		
Risk-free interest rate	1.00%			1.60%		
Forfeiture rate	0.0%	-	5.0%	0.0%	-	5.0%
Dividend yield	0.00%			0.00%		
Expected life in years	5			4.48		

Since the Company's stock is not actively traded, management estimates its expected volatility by reviewing the historical volatility of the common stock of a group of selected peer public companies that operate in similar industries and are similar in terms of stage of development or size and then projecting this information toward its future expected results. Judgment was used in selecting these companies, as well as in evaluating the available historical volatility for these peer companies. The risk-free interest rate is based on rates published by the Federal Reserve Board. The dividend yield of zero is because the Company has never paid cash dividends and has no present intention to pay cash dividends. The Company has a small number of option grants and no significant exercise history and accordingly has for all new option grants applied the simplified method prescribed by SEC Staff Accounting Bulletin 110, *Share-Based Payment: Certain Assumptions Used in Valuation Methods - Expected Term*, to estimate expected life (computed as vesting term plus contractual term divided by two). An estimated forfeiture rate was derived from the Company's historical employee data and its estimates of the likely future actions of option holders. Forfeitures are estimated at the time of the grant and revised in subsequent periods if actual forfeitures differ from those estimates or if the Company updates its estimated forfeiture rate. Such amounts will be recorded as a cumulative adjustment in the period in which the estimate is changed.

The Company recorded \$184,539 and \$656,353 of stock compensation expense for the years ended September 30, 2012 and 2011, respectively. The weighted-average estimated fair value of employee and consultant stock options granted during the year ended September 30, 2012 and 2011 was \$1.22 per share and \$1.82 per share, respectively.

As of September 30, 2012 total estimated compensation cost of options granted but not yet vested was approximately \$44,653 and is expected to be recognized over the weighted average period of 0.6 years.

Stock Option Summary Information

The following table summarizes stock option activity for the years ended September 30, 2012 and 2011:

	September 30, 2012			September 30, 2011				
	Shares	Weighted-Average Exercise Price	Aggregate Intrinsic Value (3)	Weighted-Average Life (Years)	Shares	Weighted-Average Exercise Price	Aggregate Intrinsic Value (2)	Weighted-Average Life (Years)
Outstanding beginning of period	774,576	\$ 3.33			590,078	\$ 3.22		
Granted	5,000	\$ 1.50			190,000	\$ 3.62		
Exercised	-				(600)	\$ 3.00		
Cancelled	(9,803)	\$ 6.75			(4,902)	\$ 5.45		
Outstanding end of period (1)	<u>769,773</u>	\$ 3.21	-	3.0	<u>774,576</u>	\$ 3.33	-	4.0

Options exercisable at end  
of period                    738,573    \$    3.21                    -                    3.0                    516,616    \$    3.14                    -                    3.9

- (1) Options outstanding are exercisable at prices ranging from \$1.50 to \$6.75 and expire over the period 2013 to 2016.
- (2) Aggregate intrinsic value is based on the closing price of the Company's common stock on September 30, 2011 of \$2.20.
- (3) Aggregate intrinsic value is based on the closing price of the Company's common stock on September 30, 2012 of \$0.51.

**ROBERTSON GLOBAL HEALTH SOLUTIONS CORPORATION AND SUBSIDIARIES**  
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The following table summarizes information about stock options outstanding at September 30, 2012:

Range of exercise prices \$	Number outstanding at September 30, 2012 #	Number exercisable at September 30, 2012 #	Weighted average exercise price \$	Weighted average remaining contractual life Years	Weighted average exercise price of options exercisable at September 30, 2012 \$
\$1.50 - \$3.00	395,401	395,401	2.78	3.0	2.78
\$3.30 - \$3.40	278,500	278,500	3.34	2.9	3.34
\$3.75 - \$6.75	100,672	64,672	5.23	3.3	5.25

Warrants

The following table summarizes warrant activity for the years ended September 30, 2011 and 2012:

	Number	Average Exercise Price Per Share
Shares purchasable under outstanding warrants at October 1, 2010	862,041	\$ 1.00
Stock purchase warrants granted in connection with land sale	150,000	\$ 2.50
Stock purchase warrants granted with equity sales	75,000	\$ 1.00
Stock purchase warrants exercised	(75,000)	\$ 1.00
Shares purchasable under outstanding warrants at September 30, 2011	1,012,041	\$ 1.45
Shares purchasable under outstanding warrants at September 30, 2012	1,012,041	\$ 1.45

At September 30, 2012 the Company had the following warrants outstanding:

Description	Number of Common Shares	Exercise Price Per Share	Expiration Date
Warrants	541,000	\$ 1.00	December 31, 2014
Warrants	170,000	\$ 2.50	March 31, 2013
Warrants (1)	51,041	\$ 2.50	May 28, 2013
Warrants (2)	100,000	\$ 0.01	May 28, 2013
Warrants	50,000	\$ 2.50	October 22, 2015
Warrants	50,000	\$ 2.50	November 12, 2015
Warrants	50,000	\$ 2.50	January 12, 2016
	<u>1,012,041</u>		

- (1) A total of 32,141 of these warrants are held by directors.
- (2) These 100,000 warrants are held by the Company's Chief Executive Officer.

#### **10. Simple IRA**

Beginning in July 2010, the Company sponsors a Simple IRA plan that is available to all employees who receive at least \$5,000 in compensation. The plan permits salary deferrals to be made by the employees and an employer matching contribution up to 3% of compensation. The Company's matching contribution charged to expense for the years ended September 30, 2012 and 2011 was \$3,867 and \$23,249, respectively.

**ROBERTSON GLOBAL HEALTH SOLUTIONS CORPORATION AND SUBSIDIARIES****(a development stage company)****Notes to Consolidated Financial Statements****11. Operating Lease**

The Company previously had an operating lease for office space at 4215 Fashion Square Blvd., Suite 3, Saginaw, Michigan. The Company exited the space in March 2012. Rent expense during the years ended September 30, 2012 and 2011 was \$42,975 and \$85,950, respectively.

**12. Income Taxes**

The Company has incurred losses for each of the periods since its inception. The tax attributes of the legal acquirer (RGHS) prior to the merger included approximately \$2,950,000 of net operating losses whose benefits will be substantially limited due to the change in ownership. Those prior Merger losses and losses of the Company after the Merger since being taxable as a corporation have been recorded as a deferred tax asset with an offsetting valuation allowance as the losses are not more likely than not to be utilized prior to their expiration. Accordingly, no tax provision or benefit was recognized during each of the periods presented.

Differences between the income tax provision (benefit) computed at the statutory federal income tax rate and per the consolidated statements of operations are summarized as follows:

	<b>Year Ended September 30, 2012</b>	<b>Year Ended September 30, 2011</b>
Income taxes (benefit) computed at federal statutory rate	\$ (404,000)	\$ (955,000)
Permanent book-tax differences	52,000	64,000
Deferred income tax valuation allowance	352,000	891,000
Income tax provision	<u>\$ -</u>	<u>\$ -</u>

Deferred federal income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of deferred tax assets and liabilities are as follows:

	<b>September 30,</b>	
	<b>2012</b>	<b>2011</b>
Deferred tax assets		
Net operating loss carryforwards	\$ 3,008,000	\$ 2,664,000
Stock-based compensation	364,000	345,000
Accruals and other	47,000	58,000
	<u>3,419,000</u>	<u>3,067,000</u>
Deferred tax liabilities		
Depreciation and amortization	(1,000)	(1,000)
	<u>3,418,000</u>	<u>3,066,000</u>
Valuation allowances for deferred tax assets	(3,418,000)	(3,066,000)
Net deferred taxes	<u>\$ -</u>	<u>\$ -</u>

As of September 30, 2012, the Company had federal net operating loss (“NOL”) carryforwards of approximately \$8,848,000. These losses will expire in years 2025 through 2032 and the use of any such NOLs may be subject to substantial annual limitation under Section 382 of the Internal Revenue Code and similar state provisions, due to changes in ownership of the Company that have occurred previously and may occur in the future.

The Company continues to maintain a valuation allowance against the value of all deferred tax assets at September 30, 2012 due to the uncertainty of realizing these assets in the future. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible.

Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment.

## ROBERTSON GLOBAL HEALTH SOLUTIONS CORPORATION AND SUBSIDIARIES

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### Notes to Consolidated Financial Statements

In June 2006, the FASB issued guidance in regard to the recognition of tax benefits for positions claimed or to be claimed in tax returns. Management has evaluated the tax positions claimed and expected to be claimed in its tax returns and has concluded that all positions are more likely than not to be sustained upon examination by applicable taxing authorities. Management has also concluded that no liability for uncertain tax positions should be recorded as of September 30, 2012. The Company is subject to U.S. federal tax examinations for tax years through 2012, subject to the statute of limitations. The Company has no income tax examinations in process.

### 13. Related Party Transactions

Since its formation, the Company has contracted with Robertson Research Institute (“RRI”), a nonprofit entity organized under Section 501(c)3 of the Internal Revenue Code, for software and content development and corporate operational services including personnel, occupancy and other vendor costs. After the Merger, the Company transitioned these services back to the Company. These services are billed to the Company by RRI on a flow-through basis and at cost with certain personnel costs allocated based on percentage of time spent on Company efforts. Certain expenses continue to be paid by RRI and are charged to the Company at cost as incurred.

During the years ended September 30, 2012 and 2011 the Company incurred costs billed by RRI detailed as follows:

	Year Ended September 30,	
	2012	2011
Computer and software	\$ 588	\$ 5,105
Dues and subscriptions	5,550	-
Insurance	-	-
Interest	11,269	7,800
Marketing	-	874
Occupancy	-	7,826
Personnel and benefits	-	77
Professional fees	2,719	5,355
Repairs and maintenance	1,740	-
Supplies	1,473	-
Telephone and communications	9,009	-
Travel and entertainment	12,595	77,399
Other	10,288	24,956
	<u>\$ 55,231</u>	<u>\$ 129,392</u>

These amounts are included in the appropriate functional line items in the Company’s statement of operations. Amounts payable to RRI for such services at September 30, 2012 and 2011 are listed in Note 5.

After the Merger, certain employees have been contracted on an as needed basis by Robertson Wellness, LLC (“RW”), a company owned by the Company’s CEO, Dr. Joel Robertson. These personnel costs are allocated to RW at cost based on percentage of time spent on RW efforts. The total amount allocated to RW during the years ended September 30, 2012 and 2011 was \$48,829 and \$39,241, respectively. Amounts receivable from RW at September 30, 2012 and 2011 were \$92,061 and \$47,031, respectively.

See additional related party information in Notes 4, 5, 7, and 9.

**ROBERTSON GLOBAL HEALTH SOLUTIONS CORPORATION AND SUBSIDIARIES**  
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**Notes to Consolidated Financial Statements**

**14. Commitments and Contingencies**

Employment Agreement

In June 2010, the Company entered into a three-year employment agreement with Dr. Robertson to serve as President and Chief Executive Officer. The agreement provides for base compensation of \$20,000 per month with an increase to \$25,000 per month if the Company achieves an increase in gross revenues of \$1,000,000 or more above gross revenues achieved during the previous fiscal quarter. At September 30, 2012 a total of \$170,769 was accrued and unpaid pursuant to this agreement.

**15. Subsequent Events**

Subsequent to year end, the Company has issued 300,000 shares of common stock at \$0.50 per share for cash of \$150,000.

Subsequent to year end, the Company has granted 640,100 stock options under the 2010 Incentive Plan to employees, officers, directors, and consultants.

The company evaluated subsequent events through the date the financial statements were issued.

## INDEX TO EXHIBITS

<b>Exhibit Number</b>	<b>Description</b>
3.1	Articles of Incorporation, as currently in effect (previously filed as Exhibit 3.1 to our Quarterly Report on Form 10-Q filed on August 16, 2010 and incorporated herein by reference).
3.2	Amended and Restated Bylaws (previously filed as Exhibit 3.01 to our Current Report on Form 8-K filed on June 4, 2010 and incorporated herein by reference).
10.1	Product Distribution Agreement between Robertson Technologies Licensing, LLC and Montana Healthcare Solutions PTY Ltd effective December 6, 2010 (previously filed as Exhibit 10.1 to our Current Report on Form 8-K filed on December 10, 2010 and incorporated herein by reference).
10.2	Sanlam Health Addendum to Product Distribution Agreement between Robertson Technologies Licensing, LLC and Montana Healthcare Solutions PTY Ltd effective December 6, 2010 (previously filed as Exhibit 10.2 to our Current Report on Form 8-K filed on December 10, 2010 and incorporated herein by reference).
10.3	Letter Agreement dated April 18, 2011 regarding the extending and amending of the Standard Sublease entered into on April 12, 2010 (previously filed as Exhibit 10.2 to our Current Report on Form 8-K filed on April 20, 2011 and incorporated herein by reference).
10.4	Form of Promissory Note Extension Agreements due September 30, 2011 with interest rates of 10% to 18% between the Company and five creditors dated June 30, 2011 for an aggregate principal amount of \$357,500 (previously filed as Exhibit 10.1 to our Current Report on Form 8-K filed on July 7, 2011 and incorporated herein by reference).
10.5	Form of Promissory Note Extension Agreements due September 30, 2011 with an interest rate of 5% between the Company and two director consultants dated June 30, 2011 for an aggregate principal amount of \$243,175 (previously filed as Exhibit 10.2 to our Current Report on Form 8-K filed on July 7, 2011 and incorporated herein by reference).
10.6	Standard Sublease executed August 1, 2011, and dated for reference purposes only July 28, 2011 (previously filed as Exhibit 10.1 to our Current Report on Form 8-K filed on August 4, 2011 and incorporated herein by reference).
10.7	Promissory Note delivered to Vanahab Health Diagnostics, LLC dated August 15, 2011 (previously filed as Exhibit 10.1 to our Current Report on Form 8-K filed on August 19, 2011 and incorporated herein by reference).
10.8	Software License Agreement between Robertson Technologies Licensing, LLC and Sanlam Health effective September 12, 2011 (previously filed as Exhibit 10.1 to our Current Report on Form 8-K filed on September 14, 2011 and incorporated herein by reference).
10.9	Promissory Note delivered to Vanahab Health Diagnostics, LLC dated September 9, 2011 (previously filed as Exhibit 10.2 to our Current Report on Form 8-K filed on September 14, 2011 and incorporated herein by reference).
10.10	Software License Agreement between Robertson Technologies Licensing, LLC and Telemedicine Africa (Pty) Ltd effective September 29, 2011 (previously filed as Exhibit 10.1 to our Current Report on Form 8-K filed on October 3, 2011 and incorporated herein by reference).
10.11	Form of Promissory Note Extension Agreements due December 31, 2011 with interest rates of 10% to 18% between the Company and three creditors dated September 29, 2011 for an aggregate principal amount of \$237,500 (previously filed as Exhibit 10.2 to our Current Report on Form 8-K filed on October 3, 2011 and incorporated herein by reference).
10.12	Form of Promissory Note Extension Agreements due December 31, 2011 with an interest rate of 5% between the Company and two director consultants dated September 29, 2011 for an aggregate principal amount of \$243,175 (previously filed as Exhibit 10.3 to our Current Report on Form 8-K filed on October 3, 2011 and incorporated herein by reference).



- 10.13 Promissory Note delivered to Vanahab Health Diagnostics, LLC dated January 26, 2012 (previously filed as Exhibit 10.1 to our Current Report on Form 8-K filed on February 1, 2012 and incorporated herein by reference).
- 10.14 Promissory Note delivered to Beltway One Development Group LLC dated March 27, 2012 (previously filed as Exhibit 10.1 to our Current Report on Form 8-K filed on March 29, 2012 and incorporated herein by reference).
- 10.15 Lease Termination Agreement between ASI Capital Corporation, Robertson Global Health Solutions Corporation and Beltway One Development Group LLC dated March 26, 2012 (previously filed as Exhibit 10.2 to our Current Report on Form 8-K filed on March 29, 2012 and incorporated herein by reference).
- 10.16 Agreement between Robertson Technologies Licensing, LLC, Robertson Wellness, LLC and the Foundation for Professional Development Pty Ltd effective July 19, 2012 (previously filed as Exhibit 10.1 to our Current Report on Form 8-K filed on July 24, 2012 and incorporated herein by reference).
- 21.1 Subsidiaries (previously filed as Exhibit 21.1 to our Quarterly Report on Form 10-Q filed on August 16, 2010 and incorporated herein by reference).
- 23.1\* Consent of Silberstein Ungar, PLLC.
- 31.1\* Certification of Joel C. Robertson pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
- 31.2\* Certification of Melissa A. Seeger pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
- 32.1\* Certifications pursuant to 18 U.S.C. Section 1350.
- 101.INS\*\* XBRL Instance.
- 101.SCH\*\* XBRL Taxonomy Extension Schema.
- 101.CAL\*\* XBRL Taxonomy Extension Calculation.
- 101.DEF\*\* XBRL Taxonomy Extension Definition.
- 101.LAB\*\* XBRL Taxonomy Extension Labels.
- 101.PRE\*\* XBRL Taxonomy Extension Presentation.

\* Filed herewith.

\*\* XBRL information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

## 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.

Robertson Global Health Solutions Corporation

By: /s/ Joel C. Robertson  
Chairman, President and Chief Executive Officer

Date: January 15, 2013

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.

<u>Name</u>	<u>Position</u>	<u>Date</u>
<u>/s/ Joel C. Robertson</u> Joel C. Robertson	Chairman, President and Chief Executive Officer (Principal Executive Officer)	January 15, 2013
<u>/s/ Melissa A. Seeger</u> Melissa A. Seeger	Chief Financial Officer, Treasurer and Secretary (Principal Financial and Accounting Officer)	January 15, 2013
<u>/s/ Gerald L. Ehrens</u> Gerald L. Ehrens	Director	January 15, 2013
<u>/s/ Peter J. Perkinson</u> Peter J. Perkinson	Director	January 15, 2013

Silberstein Ungar, PLLC CPAs and Business Advisors

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Bingham Farms, MI 48025-4586  
www.sucpas.com

January 14, 2013

Board of Directors  
Robertson Global Health Solutions Corporation  
Saginaw, Michigan

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To Whom It May Concern:

Silberstein Ungar, PLLC hereby consents to the use in the Form 10-K, Annual Report under Section 13 or 15(d) of the Securities Exchange Act of 1934, filed by Robertson Global Health Solutions Corporation of our report dated January 14, 2013, relating to the financial statements of Robertson Global Health Solutions Corporation as of and for the years ending September 30, 2012 and 2011 and for the period from April 11, 2005 (date of inception) to September 30, 2012.

Sincerely,

/s/ Silberstein Ungar, PLLC

Silberstein Ungar, PLLC

Bingham Farms, Michigan

## CERTIFICATION

I, Joel C. Robertson, certify that:

1. I have reviewed this annual report on Form 10-K of Robertson Global Health Solutions Corporation;
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 (the registrant's fourth fiscal 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 (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the 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: January 15, 2013

/s/ Joel C. Robertson

Joel C. Robertson

Chairman, President and Chief Executive Officer (Principal Executive Officer)

## CERTIFICATION

I, Melissa A. Seeger, certify that:

1. I have reviewed this annual report on Form 10-K of Robertson Global Health Solutions Corporation;
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:
  - c) 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;
  - d) 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 (the registrant's fourth fiscal 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 (or persons performing the equivalent functions):
  - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the 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: January 15, 2013

/s/ Melissa A. Seeger

\_\_\_\_\_  
Melissa A. Seeger

Chief Financial Officer, Treasurer and Secretary (Principal Financial Officer)

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Each of the undersigned hereby certifies, in accordance with 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, in his or her capacity as an officer of Robertson Global Health Solutions Corporation (the "Company"), that, to his or her knowledge, the Annual Report of the Company on Form 10-K for the year ended September 30, 2012, fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 and that the information contained in such report fairly presents, in all material respects, the financial condition and results of operation of the Company.

Dated: January 15, 2013

/s/ Joel C. Robertson  
President and Chief Executive Officer (Principal Executive Officer)

Dated: January 15, 2013

/s/ Melissa A. Seeger  
Melissa A. Seeger  
Chief Financial Officer, Treasurer and Secretary (Principal Financial Officer)

**Note 7 - Notes Payable  
(Detail) - Notes payable  
consist of the following (USD  
\$)**

	Sep. 30, 2012	Sep. 30, 2011
<b><u>Notes payable - related parties</u></b>		
<u>Notes payable - related parties (current)</u>	\$ 846,275	\$ 655,675
<b><u>Notes payable - other current</u></b>		
<u>Notes payable - other current</u>	530,068	520,449
<b><u>Notes payable - other long-term</u></b>		
<u>Less: Long-term portion of bank term debt</u>	(87,491)	(137,495)
<u>Notes payable - other (current portion)</u>	50,000	50,000
Unsecured Notes Payable to Related Party Directors [Member]		
<b><u>Notes payable - related parties</u></b>		
<u>Notes payable - related parties (current)</u>	207,500 [1]	207,500 [1]
Unsecured Notes Payable to Stockholders [Member]		
<b><u>Notes payable - related parties</u></b>		
<u>Notes payable - related parties (current)</u>	30,000 [2]	30,000 [2]
Unsecured Notes Payable Issued at Merger for Prior Consulting Fees Owed to Two Directors [Member]		
<b><u>Notes payable - related parties</u></b>		
<u>Notes payable - related parties (current)</u>	243,175 [3]	243,175 [3]
Unsecured Note Payable to Stockholder Resulting from Non-Conversion of Convertible Note [Member]		
<b><u>Notes payable - related parties</u></b>		
<u>Notes payable - related parties (current)</u>	50,000	50,000
Unsecured Note Payable 1 to Company Owned by the CEO [Member]		
<b><u>Notes payable - related parties</u></b>		
<u>Notes payable - related parties (current)</u>	125,000	125,000
Unsecured Note Payable 2 to Company Owned by the CEO [Member]		
<b><u>Notes payable - related parties</u></b>		
<u>Notes payable - related parties (current)</u>	140,000	
Unsecured Note Payable 3 to Company Owned by the CEO [Member]		
<b><u>Notes payable - related parties</u></b>		
<u>Notes payable - related parties (current)</u>	50,600	
Unsecured Installment Note [Member]		
<b><u>Notes payable - other current</u></b>		
<u>Notes payable - other current</u>	503,213 [4]	503,213 [4]
Installment Debt Payable 1 [Member]		
<b><u>Notes payable - other current</u></b>		
<u>Notes payable - other current</u>		17,236
Installment Debt Payable 2 [Member]		
<b><u>Notes payable - other current</u></b>		

<u>Notes payable - other current</u>	18,200
Unsecured Installment Debt Payable [Member]	
<u>Notes payable - other current</u>	
<u>Notes payable - other current</u>	8,655
Five Year Term Bank Debt [Member]	
<u>Notes payable - other long-term</u>	
<u>Five year term bank debt with interest at prime plus 1%, with monthly installments of \$4,167 plus interest. Note is guaranteed by the Company's CEO.</u>	\$ 137,491 [5] \$ 187,495 [5]

- [1] Effective as of the Merger on May 28, 2010, new unsecured notes at the same interest rates were issued for previous secured notes with no stated repayment date. The Company issued warrants exercisable for 17,550 common shares at \$2.50 per share until May 28, 2013 as an inducement for the note restructuring. The value of the warrants of \$19,169 is a note discount which was amortized to interest expense over the original term of the notes.
- [2] Effective as of the Merger on May 28, 2010, new unsecured notes at the same interest rates were issued for previous secured notes with no stated repayment date. The Company issued warrants exercisable for 3,900 common shares at \$2.50 per share until May 28, 2013 as an inducement for the note restructuring. The value of the warrants of \$4,260 is a note discount which was amortized to interest expense over the original term of the notes.
- [3] The Company issued warrants exercisable for 14,591 common shares at \$2.50 per share until May 28, 2013 as an inducement for converting consulting fees for unsecured notes. The value of the warrants of \$15,937 is a note discount which was amortized over the original term of the notes.
- [4] New unsecured note issued at Merger effective May 28, 2010, to replace prior secured notes and payables related to legal fees. In November 2011, the Company negotiated revised terms on this loan. The note is due on demand, but was due not later than June 1, 2012, including interest at 5% per annum. Payments are to be made as excess cash flow permits after covering only ordinary operating expenses. The note is secured by the Company assets.
- [5] The Company issued warrants exercisable for 15,000 common shares at \$2.50 per share until May 28, 2013 as an inducement to Dr. Robertson for his continuing guarantee of a bank line of credit (due through affiliate RRI) that has been renegotiated as a term loan. The value of the warrants of \$16,384 was a note discount expensed to interest at issuance as the note was due immediately until subsequently renegotiated as a five year term note.

**Note 13 - Related Party  
Transactions (Detail) (USD  
\$)**

**12 Months Ended**

**Sep. 30, 2012 Sep. 30, 2011**

<u>Costs and Expenses, Related Party</u>	\$ 55,231	\$ 129,392
RW [Member]		
<u>Costs and Expenses, Related Party</u>	48,829	39,241
<u>Accounts Receivable, Related Parties, Current</u>	\$ 92,061	\$ 47,031

Note 9 - Stock Options and Stock Purchase Warrants (Detail) - Warrants Outstanding	12 Months Ended								
	Sep. 30, 2012	Oct. 31, 2010	Sep. 30, 2012 Expiring Dec 31, 2014 [Member]	Sep. 30, 2012 Expiring March 31, 2013 [Member]	Sep. 30, 2012 Expiring May 28, 2013 at 2.50/Share [Member]	Sep. 30, 2012 Expiring May 28, 2013 at 0.01/ Share [Member]	Sep. 30, 2012 Expiring October 22, 2015 [Member]	Sep. 30, 2012 Expiring November 12, 2015 [Member]	Sep. 30, 2012 Expiring January 12, 2016 [Member]
<a href="#">Number of common shares (in Shares)</a>	1,012,041	150,000	541,000	170,000	51,041	[1] 100,000	[2] 50,000	50,000	50,000
<a href="#">Exercise price per share (in Dollars per Item)</a>		2.50	1.00	2.50	2.50	[1] 0.01	[2] 2.50	2.50	2.50
<a href="#">Expiration date</a>			Dec. 31, 2014	Mar. 31, 2013	May 28, 2013	May 28, 2013	[2] Oct. 22, 2015	Nov. 12, 2015	Jan. 12, 2016

[1] A total of 32,141 of these warrants are held by directors.

[2] These 100,000 warrants are held by the Company's Chief Executive Officer.

**Note 13 - Related Party  
Transactions (Detail) -  
Related party transactions  
(USD \$)**

**12 Months Ended  
Sep. 30, 2012 Sep. 30, 2011**

<a href="#">Expenses with related party</a>	\$ 55,231	\$ 129,392
Computer and Software [Member]		
<a href="#">Expenses with related party</a>	588	5,105
Dues and Subscriptions [Member]		
<a href="#">Expenses with related party</a>	5,550	
Interest [Member]		
<a href="#">Expenses with related party</a>	11,269	7,800
Marketing Expense [Member]		
<a href="#">Expenses with related party</a>		874
Occupancy, Net [Member]		
<a href="#">Expenses with related party</a>		7,826
Personnel and Benefits [Member]		
<a href="#">Expenses with related party</a>		77
Professional Fees [Member]		
<a href="#">Expenses with related party</a>	2,719	5,355
Repairs and Maintenance [Member]		
<a href="#">Expenses with related party</a>	1,740	
Supplies Expense [Member]		
<a href="#">Expenses with related party</a>	1,473	
Telephone and Communications [Member]		
<a href="#">Expenses with related party</a>	9,009	
Travel and Entertainment Expense [Member]		
<a href="#">Expenses with related party</a>	12,595	77,399
Other Expenses [Member]		
<a href="#">Expenses with related party</a>	\$ 10,288	\$ 24,956

**Note 9 - Stock Options and  
Stock Purchase Warrants  
(Detail) - Information about  
Stock Options Outstanding  
(USD \$)**

**12 Months Ended**

**Sep. 30, 2012**

Range of \$1.50 - 3.00 [Member]

[Number outstanding](#) 395,401

[Number exercisable](#) 395,401

[Weighted average exercise price \(in Dollars per share\)](#) \$ 2.78

[Weighted average remaining contractual life](#) 3 years

[Weighted average exercise price of options exercisable \(in Dollars per share\)](#) \$ 2.78

Range of \$3.30 - \$3.40 [Member]

[Number outstanding](#) 278,500

[Number exercisable](#) 278,500

[Weighted average exercise price \(in Dollars per share\)](#) \$ 3.34

[Weighted average remaining contractual life](#) 2 years 328 days

[Weighted average exercise price of options exercisable \(in Dollars per share\)](#) \$ 3.34

Range of \$3.75 - \$6.75 [Member]

[Number outstanding](#) 100,672

[Number exercisable](#) 64,672

[Weighted average exercise price \(in Dollars per share\)](#) \$ 5.23

[Weighted average remaining contractual life](#) 3 years 109 days

[Weighted average exercise price of options exercisable \(in Dollars per share\)](#) \$ 5.25

**Note 3 - Property and  
Equipment (Detail) -  
Property and equipment  
(USD \$)**

**Sep. 30, 2012 Sep. 30, 2011**

<u>Property Plant and Equipment, Gross</u>	\$ 54,599	\$ 54,024
<u>Accumulated depreciation</u>	(47,452)	(45,537)
<u>Property and equipment, net</u>	7,147	8,487
Computer Equipment [Member]		
<u>Property Plant and Equipment, Gross</u>	32,121	31,546
Vehicles [Member]		
<u>Property Plant and Equipment, Gross</u>	\$ 22,478	\$ 22,478

Note 15 - Subsequent Events (Detail) (USD \$)	9 Months Ended				12 Months Ended			
	Sep. 30, 2010	Dec. 31, 2005	Sep. 30, 2012	Sep. 30, 2011	Dec. 31, 2009	Dec. 31, 2008	Dec. 31, 2007	Dec. 31, 2006
<u>Stock Issued During Period, Value, New Issues (in Dollars)</u>	\$ 125,000	\$ 3,350,000	\$ 345,000		\$ 428,500	\$ 1,159,000	\$ 1,090,000	\$ 1,760,000
<u>Share-based Compensation Arrangement by Share-based Payment Award, Options, Grants in Period, Gross</u>			5,000	190,000				
Subsequent Event [Member]   The 2010 Incentive Plan [Member]								
<u>Share-based Compensation Arrangement by Share-based Payment Award, Options, Grants in Period, Gross</u>			640,100					
Subsequent Event [Member]								
<u>Stock Issued During Period, Shares, New Issues</u>			300,000					
<u>Share Price (in Dollars per share)</u>			\$ 0.50					
<u>Stock Issued During Period, Value, New Issues (in Dollars)</u>			\$ 150,000					

**Note 5 - Accounts Payable  
and Accrued Expenses  
(Tables)**

**12 Months Ended  
Sep. 30, 2012**

[Schedule of Accounts Payable and Accrued Liabilities](#)  
[\[Table Text Block\]](#)

	<b>September 30, 2012</b>	<b>September 30, 2011</b>
<b>Accounts payable</b>		
Payable to unrelated parties	\$ 534,458	\$ 436,632
Payable to affiliate RRI for contract services (see Note 13)	508,009	511,520
Payable to related parties	33,000	30,000
Total accounts payable	<u>\$ 1,075,467</u>	<u>\$ 978,152</u>
<b>Accrued liabilities</b>		
Accrued wages and vacation	\$ 651,577	\$ 348,133
Accrued bonus payable to CEO	140,000	140,000
Other accounts payable	64,536	183,955
Total accrued liabilities	<u>\$ 856,113</u>	<u>\$ 672,088</u>

<b>Note 11 - Operating Lease</b>	<b>12 Months Ended</b>	
<b>(Detail) (USD \$)</b>	<b>Sep. 30, 2012</b>	<b>Sep. 30, 2011</b>
<u>Operating Leases, Rent Expense</u>	\$ 42,975	\$ 85,950

**Note 8 - Stockholders' Deficit**  
**(Detail) (USD \$)**

	<b>Sep. 30, 2012</b>	<b>Sep. 30, 2011</b>
<u>Common Stock, Shares Authorized</u>	20,000,000	20,000,000
<u>Common Stock, Par or Stated Value Per Share (in Dollars per share)</u>	\$ 0.001	\$ 0.001
<u>Preferred Stock, Shares Authorized</u>	1,000,000	1,000,000
<u>Preferred Stock, Par or Stated Value Per Share (in Dollars per share)</u>	\$ 0.001	\$ 0.001

**Note 6 - Facility Exit  
Liability and Costs (Detail) -**

**The following table  
summarizes facility exit  
liability activity (USD \$)**

**12 Months Ended      90 Months Ended**

**Sep. 30, 2012   Sep. 30, 2011      Sep. 30, 2012      Jul. 31, 2009**

<a href="#">Accrual balance beginning of period</a>	\$ 32,329	\$ 82,154		\$ 166,845
<a href="#">Accrual correction for cash flow assumptions</a>		1,085	31,038	
<a href="#">Accretion expense</a>		27,003	128,413	
<a href="#">Payment - net</a>	(32,964)	(55,863)		
<a href="#">Accrual balance end of period</a>		32,329		166,845
Facility Closing [Member]				
<a href="#">Accretion expense</a>	\$ 635	\$ 4,953		

**Note 12 - Income Taxes  
(Detail) - Income tax  
reconciliation (USD \$)**

**12 Months Ended  
Sep. 30, 2012 Sep. 30, 2011**

<u>Income taxes (benefit) computed at federal statutory rate</u>	\$ (404,000)	\$ (955,000)
<u>Permanent book-tax differences</u>	52,000	64,000
<u>Deferred income tax valuation allowance</u>	\$ 352,000	\$ 891,000

**Note 9 - Stock Options and  
Stock Purchase Warrants  
(Detail) - Warrant Activity**

**Sep. 30, 2012 Oct. 31, 2010**

<a href="#">Number</a>	1,012,041	150,000
<a href="#">Average exercise price per share (in Dollars per Item)</a>		2.50
Shares Purchasable Under Outstanding Warrants at Oct 1, 2010 [Member]		
<a href="#">Number</a>	862,041	
<a href="#">Average exercise price per share (in Dollars per Item)</a>	1.00	
Stock Purchase Warrants Granted in Connection with Land Sale [Member]		
<a href="#">Number</a>	150,000	
<a href="#">Average exercise price per share (in Dollars per Item)</a>	2.50	
Stock Purchase Warrants Granted with Equity Sales [Member]		
<a href="#">Number</a>	75,000	
<a href="#">Average exercise price per share (in Dollars per Item)</a>	1.00	
Stock Purchase Warrants Exercised [Member]		
<a href="#">Number</a>	(75,000)	
<a href="#">Average exercise price per share (in Dollars per Item)</a>	1.00	
Shares Purchasable under Outstanding Warrants at Sep 30, 2011 [Member]		
<a href="#">Number</a>	1,012,041	
<a href="#">Average exercise price per share (in Dollars per Item)</a>	1.45	
Share Purchasable under Outstanding Warrants at Sep 30, 2012 [Member]		
<a href="#">Number</a>	1,012,041	
<a href="#">Average exercise price per share (in Dollars per Item)</a>	1.45	

**Note 2 - Summary of  
Significant Accounting  
Principles**

**12 Months Ended  
Sep. 30, 2012**

[Significant Accounting  
Policies \[Text Block\]](#)

**2. Summary of Significant Accounting Principles**

Cash and Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

Revenue Recognition

The Company recognizes revenue when there is evidence of an arrangement, the service has been provided to the customer, the collection of the fees is reasonably assured, and the amount of fees to be paid by the customer are fixed or determinable. To date, revenues have not been significant and the Company expects to enter into new software licensing and collaborative arrangements in the future and will evaluate each in accordance with Staff Accounting Bulletin 104 and the ASC's Software and Collaborative Topics.

The Company's business model includes collaborative arrangements resulting in the licensing of its software applications and related content with on-going license fees based on usage, availability or from advertising and sponsorships. Fees based on availability are recognized over the performance period; fees based on usage or from advertising and sponsorships are recognized as reported to the Company from intermediaries over the applicable period and when collection is assured.

The Company recognizes fees for contract services when the fees are fixed and determinable, the related services are performed and collection is assured. The Company evaluates revenue from arrangements that have multiple elements to determine whether the components of the arrangement represent separate units of accounting as defined in the accounting guidance related to revenue arrangements with multiple deliverables.

Deferred revenue, including advance license fees, which will be recognized during the succeeding 12-month period, is recorded as current deferred revenue and any remaining portion is recorded as long-term deferred revenue.

Collaborative Arrangements

Contractual arrangements fall within the scope of ASC 808-10, *Collaborative Arrangements*, if the arrangement requires the parties to be active participants and the arrangement exposes the parties to significant risks and rewards that are tied to the commercial success of the endeavor. Collaborative agreement revenues may include both contract research revenue and license revenue. Nonrefundable up-front license fees where the Company has continuing involvement through research and development collaboration are initially deferred and recognized as collaborative agreement license revenue over the estimated period for which the Company continues to have a performance obligation. Nonrefundable amounts received for shared

development costs are recognized as contract revenue in the period in which the related expenses are incurred.

#### Fair Value of Financial Instruments

The carrying amounts of cash equivalents, accounts receivable, accounts payable and accrued liabilities approximate fair values due to the short maturity of these instruments.

The Company does not have any financial assets and liabilities that are measured at fair value on a recurring basis.

#### Property and Equipment

Fixed assets are stated at cost. Depreciation and amortization are computed on the straight-line method over the estimated useful lives of the related assets. The depreciable life of leasehold improvements is the shorter of the lease term or the useful life. Upon asset retirement or other disposition, cost and the related accumulated depreciation are removed from the accounts, and any gain or loss is included in the consolidated statements of operations. Amounts expended for repairs and maintenance are expensed as incurred.

#### Software Product and Content Development Costs

Software product and content development expenditures include costs incurred in the development, enhancement and maintenance of software technology and content. These costs are charged to expense as incurred. Production costs after technological feasibility are not expected to be material and other computer software and content maintenance costs related to software and content development are expensed as incurred.

#### Facility Exit Liability

The Company accounted for an unused operating office lease in accordance with ASC 420, *Exit or Disposal Cost Obligations*. The lease expired in March, 2012.

#### Comprehensive Loss

Comprehensive loss consists of net loss and other gains and losses affecting stockholders' equity that under U.S. generally accepted accounting principles are excluded from reported net loss. There were no differences between net loss and comprehensive loss for any of the periods presented.

#### Stock-Based Compensation

The Company accounts for stock-based compensation under the provisions of ASC 718, *Share-Based Payment*, and ASC 505-50, *Equity-Based Payments to Non-Employees*. ASC 718 requires measurement of all employee stock-based awards using a fair-value method and recording of related compensation expense in the financial statements over the requisite service period. Further, as required under ASC 718, the Company estimates forfeitures for stock-based awards

that are not expected to vest. Under ASC 505-50, options or stock awards issued to non-employees who are not directors of the Company are recorded at the estimated fair value of the stock options issued at the measurement date. Non-employee options are periodically revalued as the options vest so the cost ultimately recognized is equivalent to the fair value on the date performance is complete with such expense recognized over the related service period on a graded vesting method.

The Company accounts for the fair value of each option grant by estimating on the date of grant using the Black-Scholes option-pricing model including assumptions pertaining to expected life, interest rate, volatility and dividend yield. Expected volatilities are based on historical volatility of a peer group until the Company has sufficient history. The expected life of options granted represents an estimate of the period of time that options are expected to be outstanding, which is shorter than the term of the option. In addition, the Company is required to calculate estimated forfeiture rates on an ongoing basis that impact the amount of share-based compensation costs it will record. If the estimates used to calculate the fair value for employee stock options differ from actual results, or actual forfeitures differ from estimated forfeitures, the Company may be required to record gains or losses that could be material.

#### Loss Per Share

Basic loss per common share is computed by dividing net loss by the weighted-average number of shares of common stock outstanding during the period. Diluted net loss per common share reflects the potential dilution of securities that could share in the earnings of an entity. The Company's losses for the periods presented cause the inclusion of potential common stock instruments outstanding to be antidilutive. At September 30, 2012 and 2011, a total of 1,781,814 and 1,786,617, respectively, of potentially dilutive securities consisting of options and warrants were not used for any computation of dilution for each period then ended as they would have been antidilutive.

#### Income Taxes

The Company accounts for income taxes using the asset and liability method, the objective of which is to establish deferred tax assets and liabilities for the temporary differences between the amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards at enacted tax rates expected to be in effect when such amounts are realized or settled. A valuation allowance related to deferred tax assets is recorded when it is more likely than not that some portion or all of the deferred tax assets will not be realized. The Company provides a full valuation reserve related to its net deferred tax assets. In the future, if sufficient evidence of an ability to generate sufficient future taxable income in certain tax jurisdictions becomes apparent, the Company may be required to reduce the valuation allowances, resulting in income tax benefits in the consolidated statement of operations. The Company evaluates the realizability of the deferred tax assets and assesses the need for valuation allowance quarterly. The utilization of the net operating loss carryforwards could be substantially limited due to restrictions imposed under federal and state laws upon a change in ownership in the future. The Company has experienced various ownership changes as a result of past financings and could experience future ownership changes.

## Recent Accounting Pronouncements

A number of new authoritative accounting standards have been issued during recent months that have been evaluated by the Company and determined not to have a material effect on the financial position and results of operations of the Company. Those recent accounting standards that could potentially have an impact if or when adopted are listed and discussed below:

In December 2011, the Financial Accounting Standards Board (“FASB”) issued ASU No. 2011-11, *Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities*. The amendments in this Update require an entity to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position. This update requires improved information about financial instruments and derivative instruments that are either offset or subject to an enforceable master netting arrangement or similar agreement. The amendments in this Update are effective for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. The Company does not expect the adoption to have an impact on its financial results.

In July 2012, the FASB issued ASU 2012-02, *Testing Indefinite-Lived Intangible Assets for Impairment*, which allows companies to perform a qualitative assessment to determine whether further impairment testing of indefinite-lived intangible assets is necessary, similar in approach to the goodwill impairment test. The new guidance allows an entity the option to first assess qualitatively whether it is more likely than not (that is, a likelihood of more than 50) that an indefinite-lived intangible asset is impaired, thus necessitating that it perform the quantitative impairment test. An entity is not required to calculate the fair value of an indefinite-lived intangible asset and perform the quantitative impairment test unless the entity determines that it is more likely than not that the asset is impaired. The new guidance is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted for annual and interim impairment tests performed as of a date before July 27, 2012, if the financial statements for the most recent annual or interim period have not yet been issued. The Company will adopt the provisions of this new guidance on October 1, 2012. The Company does not expect the adoption of the new provisions to have a material impact on its financial condition or results of operations.

In October 2012, the Financial Accounting Standards Board (“FASB”) issued ASU No. 2012-04, *Technical Corrections and Improvements*. The amendments in this Update cover a wide range of topics. The update addresses issues that either (1) clarify the Codification or correct unintended application of guidance that are not expected to have a significant effect on current accounting practice, or (2) are more substantive, limited-scope improvements. The amendments in this Update that will not have transition guidance are effective upon issuance. The amendments that are subject to transition guidance are effective for fiscal periods beginning after December 15, 2012. The Company does not expect the adoption to have an impact on its financial results.

Note 9 - Stock Options and Stock Purchase Warrants (Detail) (USD \$)	1 Months Ended		12 Months Ended		90 Months Ended	Oct. 31, 2010
	May 28, 2010	Feb. 28, 2010	Sep. 30, 2012	Sep. 30, 2011	Sep. 30, 2012	
<u>Stock Incentive Plan Maximum Shares Authorized</u>						
<u>Percent of Aggregate Shares of Common Stock</u>		15.00%				
<u>Share-based Compensation Arrangement by Share-based</u>						
<u>Payment Award, Number of Shares Authorized (in</u>		1,400,000				
<u>Shares)</u>						
<u>Number of Legacy Options</u>	25,012					
<u>Share-based Compensation Arrangement by Share-based</u>						
<u>Payment Award, Fair Value Assumptions, Expected</u>			0.00%	0.00%		
<u>Dividend Rate</u>						
<u>Share-based Compensation (in Dollars)</u>			\$ 184,539	\$ 656,353	\$ 1,149,494	
<u>Share-based Compensation Arrangement by Share-based</u>						
<u>Payment Award, Options, Grants in Period, Weighted</u>			\$ 1.22	\$ 1.82		
<u>Average Grant Date Fair Value</u>						
<u>Employee Service Share-based Compensation, Nonvested</u>						
<u>Awards, Total Compensation Cost Not yet Recognized (in</u>			\$ 44,653		\$ 44,653	
<u>Dollars)</u>						
<u>Employee Service Share-based Compensation, Nonvested</u>						
<u>Awards, Total Compensation Cost Not yet Recognized,</u>			219 days			
<u>Period for Recognition</u>						
<u>Share-based Compensation, Shares Authorized under</u>						
<u>Stock Option Plans, Exercise Price Range, Lower Range</u>			\$ 1.50			
<u>Limit</u>						
<u>Share-based Compensation, Shares Authorized under</u>						
<u>Stock Option Plans, Exercise Price Range, Upper Range</u>			\$ 6.75			
<u>Limit</u>						
<u>Closing Price Per Share</u>			\$ 0.51	\$ 2.20	\$ 0.51	
<u>Number of common shares (in Shares)</u>			1,012,041		1,012,041	150,000
Director [Member]						
<u>Number of common shares (in Shares)</u>			32,141		32,141	
Chief Executive Officer [Member]						
<u>Number of common shares (in Shares)</u>			100,000		100,000	

**Note 12 - Income Taxes  
(Tables)**

**12 Months Ended  
Sep. 30, 2012**

[Schedule of Effective Income Tax Rate Reconciliation  
\[Table Text Block\]](#)

	Year Ended September 30, 2012	Year Ended September 30, 2011
Income taxes (benefit) computed at federal statutory rate	\$ (404,000)	\$ (955,000)
Permanent book-tax differences	52,000	64,000
Deferred income tax valuation allowance	352,000	891,000
Income tax provision	\$ -	\$ -
	<b>September 30,</b>	
	<b>2012</b>	<b>2011</b>
<b>Deferred tax assets</b>		
Net operating loss carryforwards	\$ 3,008,000	\$ 2,664,000
Stock-based compensation	364,000	345,000
Accruals and other	47,000	58,000
	3,419,000	3,067,000
<b>Deferred tax liabilities</b>		
Depreciation and amortization	(1,000)	(1,000)
	3,418,000	3,066,000
Valuation allowances for deferred tax assets	(3,418,000)	(3,066,000)
Net deferred taxes	\$ -	\$ -

[Schedule of Deferred Tax Assets and Liabilities \[Table  
Text Block\]](#)

**Note 9 - Stock Options and  
Stock Purchase Warrants  
(Tables)**

**12 Months Ended  
Sep. 30, 2012**

[Schedule of Share-based  
Payment Award, Stock  
Options, Valuation  
Assumptions \[Table Text  
Block\]](#)

	Year Ended September 30, 2012			Year Ended September 30, 2011		
Expected volatility	117.00%			73.02%		
Risk-free interest rate	1.00%			1.60%		
Forfeiture rate	0.0%	-	5.0%	0.0%	-	5.0%
Dividend yield	0.00%			0.00%		
Expected life in years	5			4.48		

[Schedule of Share-based  
Compensation, Stock Options,  
Activity \[Table Text Block\]](#)

	September 30, 2012			September 30, 2011			Weighted- Average Life (Years)
	Shares	Weighted- Average Exercise Price	Aggregate Intrinsic Value (3)	Shares	Weighted- Average Exercise Price	Aggregate Intrinsic Value (2)	
Outstanding beginning of period	774,576	\$ 3.33		590,078	\$ 3.22		
Granted	5,000	\$ 1.50		190,000	\$ 3.62		
Exercised	-			(600)	\$ 3.00		
Cancelled	(9,803)	\$ 6.75		(4,902)	\$ 5.45		
Outstanding end of period (1)	<u>769,773</u>	\$ 3.21	-	<u>774,576</u>	\$ 3.33	-	4.0
Options exercisable at end of period	<u>738,573</u>	\$ 3.21	-	<u>516,616</u>	\$ 3.14	-	3.9

[Schedule of Share-based  
Compensation, Shares  
Authorized under Stock  
Option Plans, by Exercise  
Price Range \[Table Text  
Block\]](#)

Range of exercise prices \$	Number outstanding at September 30, 2012 #	Number exercisable at September 30, 2012 #	Weighted average exercise price \$	Weighted average remaining contractual life Years	Weighted average exercise price of options exercisable at September 30, 2012 \$
\$1.50 - \$3.00	395,401	395,401	2.78	3.0	2.78
\$3.30 - \$3.40	278,500	278,500	3.34	2.9	3.34
\$3.75 - \$6.75	100,672	64,672	5.23	3.3	5.25

[Schedule of Warrant Activity  
\[Table Text Block\]](#)

	Number	Average Exercise Price Per Share
Shares purchasable under outstanding warrants at October 1, 2010	862,041	\$ 1.00
Stock purchase warrants granted in connection with land sale	150,000	\$ 2.50
Stock purchase warrants granted with equity sales	75,000	\$ 1.00
Stock purchase warrants exercised	(75,000)	\$ 1.00
Shares purchasable under outstanding warrants at September 30, 2011	<u>1,012,041</u>	\$ 1.45
Shares purchasable under outstanding warrants at September 30, 2012	<u>1,012,041</u>	\$ 1.45

[Schedule of Stockholders'  
Equity Note, Warrants or  
Rights \[Table Text Block\]](#)

Description	Number of Common Shares	Exercise Price Per Share	Expiration Date

Warrants	541,000	\$	1.00	December 31, 2014
Warrants	170,000	\$	2.50	March 31, 2013
Warrants (1)	51,041	\$	2.50	May 28, 2013
Warrants (2)	100,000	\$	0.01	May 28, 2013
Warrants	50,000	\$	2.50	October 22, 2015
Warrants	50,000	\$	2.50	November 12, 2015
Warrants	50,000	\$	2.50	January 12, 2016
	<u>1,012,041</u>			

Note 14 - Commitments and Contingencies (Detail) (USD \$)	Sep. 30, 2012	Jun. 30, 2010	1 Months Ended	
			Jun. 30, 2010 Chief Executive Officer [Member]	Jun. 30, 2010 Monthly Salary if Revenues Goals Met [Member]
<a href="#">Length of Employment Contract</a>		3 years		
<a href="#">Officers' Compensation</a>			\$ 20,000	\$ 25,000
<a href="#">Due to Officers or Stockholders</a>	\$ 170,769			

**Note 9 - Stock Options and Stock Purchase Warrants**  
**(Detail) - Assumptions Used in the Black-Scholes Model**

**12 Months Ended**

**Sep. 30, 2012    Sep. 30, 2011**

<u>Expected volatility</u>	117.00%	73.02%
<u>Risk-free interest rate</u>	1.00%	1.60%
<u>Dividend yield</u>	0.00%	0.00%
<u>Expected life in years</u>	5 years	4 years 175 days
Minimum [Member]		
<u>Forfeiture rate</u>	0.00%	0.00%
Maximum [Member]		
<u>Forfeiture rate</u>	5.00%	5.00%

**Note 13 - Related Party  
Transactions (Tables)**

[Schedule of Related Party Transactions \[Table Text Block\]](#)

**12 Months Ended  
Sep. 30, 2012**

**Year Ended  
September 30,  
2012    2011**

Computer and software	\$ 588	\$ 5,105
Dues and subscriptions	5,550	-
Insurance	-	-
Interest	11,269	7,800
Marketing	-	874
Occupancy	-	7,826
Personnel and benefits	-	77
Professional fees	2,719	5,355
Repairs and maintenance	1,740	-
Supplies	1,473	-
Telephone and communications	9,009	-
Travel and entertainment	12,595	77,399
Other	10,288	24,956
	<u>\$55,231</u>	<u>\$129,392</u>

**Note 1 - Nature of  
Operations, Description of  
Business and Basis of  
Presentation (Detail) (USD  
\$)**

**Sep. 30, 2012 Sep. 30, 2011**

<u>Development Stage Enterprise, Deficit Accumulated During Development Stage</u>	\$ 18,074,827	\$ 16,876,147
<u>Working Capital Deficit</u>	3,650,926	
<u>Notes and Accrued Interest in Default</u>	\$ 1,626,142	

**Note 1 - Nature of  
Operations, Description of  
Business and Basis of  
Presentation**

**12 Months Ended**

**Sep. 30, 2012**

[Organization, Consolidation  
and Presentation of Financial  
Statements Disclosure \[Text  
Block\]](#)

**1. Nature of Operations, Description of Business and Basis of Presentation**

Nature of Operations

On May 28, 2010, Robertson Global Health Solutions Corporation (“RGHS”) (formerly ASI Technology Corporation (“ASI”)) completed the acquisition of NxOpinion, LLC and its subsidiary (“NxOpinion”), previously a privately-owned health care technology licensing company headquartered in Saginaw, Michigan (the “Merger”) pursuant to the terms of an Agreement and Plan of Recapitalization dated May 28, 2010 (the “Recapitalization Agreement”). As a result of the Merger, the business of NxOpinion is now owned by Robertson Health Services, Inc. (“RHS”), a wholly-owned subsidiary of RGHS. The post-merger company is referred to herein as the “Company”, “we”, “us” or “our”.

The Company experienced a change in control, and therefore NxOpinion was deemed to be the acquiring company and for accounting purposes the Merger was considered to be a reverse acquisition and recapitalization.

Description of Business

The Company is a medical software company that has developed RHealth Advisor, a medical knowledge platform powering a suite of health applications for global healthcare delivery. The core medical knowledge management system, use of mathematical and statistical bases and business process for the software was invented by the Company’s founder and CEO, Dr. Joel Robertson (“Dr. Robertson”) in 2002. The Company believes RHealth Advisor is a very powerful medical knowledge platform uniquely capable of being implemented in a wide range of settings worldwide, from rural health systems to the most sophisticated urban hospital systems.

Development Stage Enterprise

The Company follows the presentation and disclosure requirements of the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 915, *Accounting and Reporting by Development Stage Enterprises*. Although some principal operations of marketing and licensing software solutions commenced in 2009, the Company has not yet generated significant revenue and is still considered in the development stage.

Basis of Presentation – Going Concern

The financial statements have been prepared on the accrual basis by management in accordance with generally accepted accounting principles in the United States (“GAAP”) on a going concern basis, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future. From inception to September 30, 2012, the Company has incurred significant losses and negative cash flow from operations and has a deficit

accumulated during the development stage of \$18,074,827. At September 30, 2012 the Company had a working capital deficit of \$3,650,926 and notes and accrued interest aggregating \$1,626,142 payable to related and unrelated parties that were in default. The Company's ability to emerge from the development stage and continue as a going concern is in doubt and is dependent upon obtaining additional financing, renegotiating or refinancing existing debt and/or attaining a profitable level of operations. The Company's operating plans will require additional funds for operation and to repay, refinance or restructure existing debt. Management has plans to generate revenue producing business and to seek additional capital and restructure its debt, though there can be no assurance it will be able to do so.

During fiscal 2013, the Company may elect to incur additional costs to develop its business. The Company may also seek or pursue other business opportunities. However, there can be no assurance that sufficient additional funds will be available to enable the Company to continue as a going concern. Although asset impairment adjustments have been made in accordance with generally accepted accounting principles, the accompanying consolidated financial statements do not include any adjustments that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to liquidate its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying financial statements.

#### Principles of Consolidation

The consolidated financial statements include the accounts of RGHS and its wholly-owned subsidiaries. Subsidiaries of RGHS are Robertson Health Services, Inc. (RHS, comprising the former business of NxOpinion), Robertson Technologies Licensing, LLC ("RTL", a wholly-owned limited liability company owned by RHS), ASI Capital Corporation ("ASI Capital", a wholly-owned subsidiary that operates certain leased property) and ASI Land Holdings, Inc. ("ASI Land", a wholly-owned subsidiary which previously held certain real estate). All significant intercompany balances and transactions have been eliminated. Certain amounts previously reported have been reclassified to conform to the current presentation.

In the consolidated financial statements and the notes thereto, all references to historical information, balances and results of operations are related to NxOpinion (now RHS) and its subsidiary as the predecessor company pursuant to reverse acquisition accounting rules. Under reverse acquisition accounting rules, the merged Company's consolidated financial statements reflect NxOpinion's results as a development stage company from NxOpinion's inception on April 11, 2005. The historical consolidated financial statements reflect the impact of the change in capital structure that resulted from the Merger as if that capital structure was in place as of April 11, 2005 (date of inception) and for all subsequent periods presented. The Company's operating results (post-Merger) include the operating results of NxOpinion and its subsidiary prior to the date of the Merger and the results of the combined entities following the closing of the Merger.

#### Reclassifications

Where necessary, the prior year's information has been reclassified to conform to the fiscal 2012 statement presentation. These reclassifications had no effect on previously reported results of operations or accumulated deficit.

#### Use of Estimates in the Preparation of Consolidated Financial Statements

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period.

The Company regularly evaluates its accounting policies and estimates. In general, estimates are based on historical experience and on assumptions believed to be reasonable given the Company's operating environment. These estimates are based on management's best knowledge of current events and actions the Company may undertake in the future. Actual results may differ from these estimates.

**Note 2 - Summary of  
Significant Accounting  
Principles (Detail)**

**12 Months Ended  
Sep. 30,      Sep. 30,  
2012            2011**

<u>Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount (in Shares)</u>	1,781,814	1,786,617
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**Note 7 - Notes Payable  
(Detail) - Notes payable  
consist of the following  
(Parentheticals) (USD \$)**

**12 Months Ended  
Sep. 30, Sep. 30,  
2012 2011**

<a href="#">Interest rate</a>	5.00%	
Minimum [Member]   Unsecured Notes Payable to Related Party Directors [Member]		
<a href="#">Interest rate</a>	10.00% <sup>[1]</sup>	10.00% <sup>[1]</sup>
Minimum [Member]   Unsecured Notes Payable to Stockholders [Member]		
<a href="#">Interest rate</a>	10.00% <sup>[2]</sup>	10.00% <sup>[2]</sup>
Maximum [Member]   Unsecured Notes Payable to Related Party Directors [Member]		
<a href="#">Interest rate</a>	18.00% <sup>[1]</sup>	18.00% <sup>[1]</sup>
Maximum [Member]   Unsecured Notes Payable to Stockholders [Member]		
<a href="#">Interest rate</a>	18.00% <sup>[2]</sup>	18.00% <sup>[2]</sup>
Original Interest Rate [Member]   Unsecured Note Payable to Stockholder Resulting from Non-Conversion of Convertible Note [Member]		
<a href="#">Interest rate</a>	11.00%	11.00%
Original Interest Rate [Member]   Unsecured Note Payable 1 to Company Owned by the CEO [Member]		
<a href="#">Interest rate</a>	15.00%	15.00%
Original Interest Rate [Member]   Unsecured Note Payable 2 to Company Owned by the CEO [Member]		
<a href="#">Interest rate</a>	15.00%	
Default Interest Rate [Member]   Unsecured Note Payable to Stockholder Resulting from Non-Conversion of Convertible Note [Member]		
<a href="#">Interest rate</a>	16.00%	16.00%
Default Interest Rate [Member]   Unsecured Note Payable 1 to Company Owned by the CEO [Member]		
<a href="#">Interest rate</a>	18.00%	18.00%
Default Interest Rate [Member]   Unsecured Note Payable 2 to Company Owned by the CEO [Member]		
<a href="#">Interest rate</a>	18.00%	
Unsecured Notes Payable Issued at Merger for Prior Consulting Fees Owed to Two Directors [Member]		
<a href="#">Interest rate</a>	5.00% <sup>[3]</sup>	5.00% <sup>[3]</sup>
Unsecured Note Payable 3 to Company Owned by the CEO [Member]		
<a href="#">Interest rate</a>	15.00%	
Unsecured Installment Note [Member]		
<a href="#">Interest rate</a>	5.00% <sup>[4]</sup>	5.00% <sup>[4]</sup>
<a href="#">Monthly installments (in Dollars)</a>	\$ <sup>[4]</sup>	\$ <sup>[4]</sup>
	20,000	20,000
Installment Debt Payable 1 [Member]		
<a href="#">Interest rate</a>	11.24%	
<a href="#">Monthly installments (in Dollars)</a>	3,026	

Installment Debt Payable 2 [Member]	
<a href="#">Interest rate</a>	10.75%
<a href="#">Monthly installments (in Dollars)</a>	3,173
Unsecured Installment Debt Payable [Member]	
<a href="#">Interest rate</a>	0.00%
<a href="#">Monthly installments (in Dollars)</a>	2,164
Five Year Term Bank Debt [Member]	
<a href="#">Monthly principal installments on five year term bank debt (in Dollars)</a>	\$ 4,167 <sup>[5]</sup> \$ 4,167 <sup>[5]</sup>
<a href="#">Variable interest rate basis spread on five year term bank debt</a>	1.00% <sup>[5]</sup> 1.00% <sup>[5]</sup>

- [1] Effective as of the Merger on May 28, 2010, new unsecured notes at the same interest rates were issued for previous secured notes with no stated repayment date. The Company issued warrants exercisable for 17,550 common shares at \$2.50 per share until May 28, 2013 as an inducement for the note restructuring. The value of the warrants of \$19,169 is a note discount which was amortized to interest expense over the original term of the notes.
- [2] Effective as of the Merger on May 28, 2010, new unsecured notes at the same interest rates were issued for previous secured notes with no stated repayment date. The Company issued warrants exercisable for 3,900 common shares at \$2.50 per share until May 28, 2013 as an inducement for the note restructuring. The value of the warrants of \$4,260 is a note discount which was amortized to interest expense over the original term of the notes.
- [3] The Company issued warrants exercisable for 14,591 common shares at \$2.50 per share until May 28, 2013 as an inducement for converting consulting fees for unsecured notes. The value of the warrants of \$15,937 is a note discount which was amortized over the original term of the notes.
- [4] New unsecured note issued at Merger effective May 28, 2010, to replace prior secured notes and payables related to legal fees. In November 2011, the Company negotiated revised terms on this loan. The note is due on demand, but was due not later than June 1, 2012, including interest at 5% per annum. Payments are to be made as excess cash flow permits after covering only ordinary operating expenses. The note is secured by the Company assets.
- [5] The Company issued warrants exercisable for 15,000 common shares at \$2.50 per share until May 28, 2013 as an inducement to Dr. Robertson for his continuing guarantee of a bank line of credit (due through affiliate RRI) that has been renegotiated as a term loan. The value of the warrants of \$16,384 was a note discount expensed to interest at issuance as the note was due immediately until subsequently renegotiated as a five year term note.

**Note 12 - Income Taxes  
(Detail) - Significant  
components of deferred tax  
assets and liabilities (USD \$)**

**Sep. 30, 2012 Sep. 30, 2011**

<u>Net operating loss carryforwards</u>	\$ 3,008,000	\$ 2,664,000
<u>Stock-based compensation</u>	364,000	345,000
<u>Accruals and other</u>	47,000	58,000
	3,419,000	3,067,000
<u>Depreciation and amortization</u>	(1,000)	(1,000)
	3,418,000	3,066,000
<u>Valuation allowances for deferred tax assets</u>	\$ (3,418,000)	\$ (3,066,000)

**Consolidated Balance Sheets**  
**(USD \$)**

	<b>Sep. 30,</b> <b>2012</b>	<b>Sep. 30,</b> <b>2011</b>
<b><u>Current assets</u></b>		
<u>Cash</u>	\$ 5,764	\$ 90,585
<u>Accounts receivable</u>		41,500
<u>Prepaid and other</u>	44,060	35,663
<u>Total current assets</u>	49,824	167,748
<u>Property and equipment, net</u>	7,147	8,487
<u>Accounts receivable - related parties</u>	92,594	47,031
<u>Total assets</u>	149,565	223,266
<b><u>Current liabilities</u></b>		
<u>Accounts payable</u>	1,075,467	978,152
<u>Accrued interest</u>	327,254	207,707
<u>Accrued other liabilities</u>	856,113	672,088
<u>Deferred revenue</u>	48,167	31,500
<u>Stockholder advances</u>	60,000	
<u>Notes payable related parties - net</u>	846,275	655,675
<u>Notes payable other - net</u>	530,068	520,449
<u>Current portion of facility exit liability</u>		32,329
<u>Current portion bank term note</u>	50,000	50,000
<u>Total current liabilities</u>	3,793,344	3,147,900
<b><u>Long-term debt</u></b>		
<u>Bank term note</u>	87,491	137,495
<u>Total long-term debt</u>	87,491	137,495
<u>Total liabilities</u>	3,880,835	3,285,395
<b><u>Stockholders' deficit</u></b>		
<u>Preferred stock, \$0.001 par value, 1,000,000 shares authorized, none issued and outstanding</u>		
<u>Common stock, \$0.001 par value, authorized 20,000,000, 13,042,187 and 12,352,187 shares issued and outstanding, respectively</u>	13,042	12,352
<u>Paid-in capital</u>	14,330,515	13,801,666
<u>Deficit accumulated during development stage</u>	(18,074,827)	(16,876,147)
<u>Total stockholders' deficit</u>	(3,731,270)	(3,062,129)
<u>Total liabilities and stockholders' deficit</u>	\$ 149,565	\$ 223,266

**Note 9 - Stock Options and  
Stock Purchase Warrants  
(Detail) - Stock Option  
Activity (USD \$)**

**12 Months Ended**

	<b>Sep. 30, 2012</b>		<b>Sep. 30, 2011</b>	
<u>Outstanding beginning of period</u>	774,576	[1]	590,078	
<u>Outstanding beginning of period (in Dollars per share)</u>	\$ 3.33	[1]	\$ 3.22	
<u>Granted</u>	5,000		190,000	
<u>Granted (in Dollars per share)</u>	\$ 1.50		\$ 3.62	
<u>Exercised</u>			(600)	
<u>Exercised (in Dollars per share)</u>			\$ 3.00	
<u>Cancelled</u>	(9,803)		(4,902)	
<u>Cancelled (in Dollars per share)</u>	\$ 6.75		\$ 5.45	
<u>Outstanding end of period (1)</u>	769,773	[1]	774,576	[1]
<u>Outstanding end of period (1) (in Dollars per share)</u>	\$ 3.21	[1]	\$ 3.33	[1]
<u>Outstanding end of period (1) (in Dollars)</u>		[1],[2]		[1],[3]
<u>Outstanding end of period (1)</u>	3 years	[1]	4 years	[1]
<u>Options exercisable at end of period</u>	738,573		516,616	
<u>Options exercisable at end of period (in Dollars per share)</u>	\$ 3.21		\$ 3.14	
<u>Options exercisable at end of period (in Dollars)</u>		[2]		[3]
<u>Options exercisable at end of period</u>	3 years		3 years 328 days	

[1] Options outstanding are exercisable at prices ranging from \$1.50 to \$6.75 and expire over the period 2013 to 2016.

[2] Aggregate intrinsic value is based on the closing price of the Company's common stock on September 30, 2012 of \$0.51.

[3] Aggregate intrinsic value is based on the closing price of the Company's common stock on September 30, 2011 of \$2.20.

Consolidated Statements of Stockholders' Deficit (Parentheticals) (USD \$)	9 Months Ended		12 Months Ended					
	Sep. 30, 2010	Dec. 31, 2005	Sep. 30, 2012	Sep. 30, 2011	Dec. 31, 2009	Dec. 31, 2008	Dec. 31, 2007	Dec. 31, 2006
<a href="#">Number of warrants classified as a liability (in Shares)</a>	125,000				416,000			
<a href="#">Value of convertible notes (in Dollars)</a>	\$	170,000						
<a href="#">Number of warrants issued to founder related to debt extinguishment (in Shares)</a>	100,000							
<a href="#">Number of warrants issued to stockholders related to debt restructuring and guarantee (in Shares)</a>	51,041							
<a href="#">Number of warrants issued related to sale of real estate held for sale (in Shares)</a>				150,000				
Shares Issued on Conversion of Convertible Debt [Member]   Common Stock [Member]								
<a href="#">Shares issued on conversion of convertible debt, price per share</a>	\$ 1.00							
Merger Related Shares Issued From Conversion Of Convertible Debt [Member]   Common Stock [Member]								
<a href="#">Shares issued on conversion of convertible debt, price per share</a>	\$ 1.00							
Post Merger Shares Issued From Conversion Of Convertible Debt Member   Common Stock [Member]								
<a href="#">Shares issued on conversion of convertible debt, price per share</a>	\$ 1.00							
Common Stock [Member]   Sale of Stock at 2 per share [Member]								
<a href="#">Sale of stock, price per share</a>				\$ 2.00				
Common Stock [Member]   Sale of Stock at 1 per share [Member]								
<a href="#">Sale of stock, price per share</a>				\$ 1.00				
Common Stock [Member]								
<a href="#">Sale of stock, price per share</a>		\$ 2.50				\$ 2.00	\$ 2.00	\$ 2.50
<a href="#">Sale of stock, price per share</a>		\$ 3.25				\$ 3.25	\$ 6.00	\$ 4.00
<a href="#">Repurchase of stock, price per share</a>								\$ 2.50
<a href="#">Sale of stock, price per share</a>	\$ 1.00		\$ 0.50		\$ 1.00			
<a href="#">Shares issued on conversion of convertible debt, price per share</a>				\$ 1.00				
<a href="#">Warrants exercised, price per share</a>				\$ 1.00				

**Note 5 - Accounts Payable  
and Accrued Expenses  
(Detail) - Accounts payable  
and accrued expenses (USD  
\$)**

**Sep. 30, 2012 Sep. 30, 2011**

**Accounts payable**

<u>Payable to unrelated parties</u>	\$ 534,458	\$ 436,632
<u>Total accounts payable</u>	1,075,467	978,152

**Accrued liabilities**

<u>Accrued wages and vacation</u>	651,577	348,133
<u>Accrued bonus payable to CEO</u>	140,000	140,000
<u>Other accounts payable</u>	64,536	183,955
<u>Total accrued liabilities</u>	856,113	672,088

Payable to Affiliate RRI for Contract Services [Member]

**Accounts payable**

<u>Accounts Payable to Related Parties</u>	508,009	511,520
--	---------	---------

Payable to Related Parties [Member]

**Accounts payable**

<u>Accounts Payable to Related Parties</u>	33,000	30,000
<u>Total accounts payable</u>	\$ 1,075,467	\$ 978,152

## Note 15 - Subsequent Events

**12 Months Ended  
Sep. 30, 2012**

[Subsequent Events \[Text Block\]](#)

### 15. Subsequent Events

Subsequent to year end, the Company has issued 300,000 shares of common stock at \$0.50 per share for cash of \$150,000.

Subsequent to year end, the Company has granted 640,100 stock options under the 2010 Incentive Plan to employees, officers, directors, and consultants.

The company evaluated subsequent events through the date the financial statements were issued.

Note 6 - Facility Exit Liability and Costs (Detail) (USD \$)	6 Months	10 Months	12 Months				
	Ended	Ended	Ended	Sep. 30,	Sep. 30,	Jun. 30,	Jul. 31,
	Dec. 31,	Mar. 31,	Dec. 31,	2011	2010	2010	2009
	2009	2012	2010			sqft	2009
<u>Restructuring Reserve, Current</u> (in Dollars)				\$ 32,329	\$ 82,154		\$ 166,845
<u>Area of Real Estate Property</u> (in Square feet)						3,747	
<u>Rent Concession</u>	50.00%	17.00%	25.00%				

**Note 3 - Property and  
Equipment (Tables)**

**12 Months Ended  
Sep. 30, 2012**

[Property, Plant and Equipment \[Table Text Block\]](#)

	<b>September 30, 2012</b>	<b>September 30, 2011</b>
Computer hardware	\$ 32,121	\$ 31,546
Vehicle	22,478	22,478
	<u>54,599</u>	<u>54,024</u>
Accumulated depreciation	<u>(47,452)</u>	<u>(45,537)</u>
Property and equipment, net	<u>\$ 7,147</u>	<u>\$ 8,487</u>

Consolidated Statements of Cash Flows (USD \$)	12 Months Ended		90 Months Ended
	Sep. 30, 2012	Sep. 30, 2011	Sep. 30, 2012
<b><u>Operating activities</u></b>			
<u>Net loss</u>	\$ (1,198,680)	\$ (2,808,403)	\$ (18,074,827)
<b><u>Adjustments to reconcile net loss to net cash used by operating activities:</u></b>			
<u>Depreciation</u>	2,022	1,866	46,066
<u>Amortization of deferred rent and facility exit liability</u>	(32,329)	(50,911)	(97,613)
<u>Adjustment of accrued facility exit liability</u>		1,085	31,038
<u>Unrealized gain on derivative revaluation</u>			(17,279)
<u>Impairment expense</u>			1,548,375
<u>(Gain) loss on sale of assets</u>	(60)	2,878	2,818
<u>Gain on debt cancellation</u>			(262,088)
<u>Note discount accretion</u>		27,003	128,413
<u>Beneficial conversion of convertible debt</u>			89,048
<u>Value of warrants issued for note guarantee</u>			16,384
<u>Stock based compensation</u>	184,539	656,353	1,149,494
<b><u>Changes in:</u></b>			
<u>Accounts receivable</u>	41,500	(41,500)	
<u>Accounts receivable - related parties</u>	(45,563)	(38,189)	(86,994)
<u>Prepaid and other</u>	(8,397)	(8,395)	(36,783)
<u>Accounts payable and accrued expenses</u>	385,932	891,701	4,399,354
<u>Deposits</u>		(3,747)	(3,747)
<u>Deferred revenue</u>	16,667	(175,916)	48,167
<u>Accrued interest</u>	119,546	94,772	429,697
<u>Net cash used by operating activities</u>	(534,823)	(1,451,403)	(10,690,477)
<b><u>Investing activities</u></b>			
<u>Purchase of property and equipment</u>	(1,346)	(6,240)	(53,555)
<u>Proceeds from sale of assets</u>		543,747	843,747
<u>Cash received in merger transaction</u>			243,296
<u>Net cash provided by investing activities</u>	(1,346)	537,507	1,033,488
<b><u>Financing activities</u></b>			
<u>Net change in stockholder advances</u>	60,000		210,000
<u>Sale of common stock</u>	345,000	620,000	8,877,500
<u>Sale of warrants</u>		178,375	178,375
<u>Repurchase of common stock</u>			(372,000)
<u>Payment of fractional shares</u>			(4,321)
<u>Proceeds from exercise of warrants</u>		75,000	75,000
<u>Proceeds from exercise of stock options</u>		1,800	1,800
<u>Proceeds from issuance of debt</u>	140,000	275,000	1,335,416
<u>Repayment of debt</u>	(93,652)	(186,670)	(639,017)

<u>Net cash provided by financing activities</u>	451,348	963,505	9,662,753
<u>Net increase (decrease) in cash</u>	(84,821)	49,609	5,764
<u>Cash, beginning of period</u>	90,585	40,976	
<u>Cash, end of period</u>	5,764	90,585	5,764
<b><u>SUPPLEMENTAL CASH-FLOW INFORMATION</u></b>			
<u>Cash paid for interest</u>	28,041	32,099	210,575
<u>Transfers of liabilities from affiliate for costs incurred</u>			824,053
<u>Derivative liability recorded for warrants</u>			17,279
<u>Issuance of debt in redemption of accrued liabilities</u>	103,867	180,373	909,872
<u>Repayment of advances from proceeds from sale of assets</u>		150,000	150,000
<u>Issuance of stock on conversion of debt</u>		348,218	741,215
<u>Non-cash payment on accounts payable</u>	\$ 725		\$ 725

**Consolidated Balance Sheets**  
**(Parentheticals) (USD \$)**

**Sep. 30, 2012** **Sep. 30, 2011**

<u>Preferred stock par value (in Dollars per share)</u>	\$ 0.001	\$ 0.001
<u>Preferred stock, shares authorized</u>	1,000,000	1,000,000
<u>Preferred stock, shares issued</u>	0	0
<u>Preferred stock, shares outstanding</u>	0	0
<u>Common stock par value (in Dollars per share)</u>	\$ 0.001	\$ 0.001
<u>Common stock, shares authorized</u>	20,000,000	20,000,000
<u>Common stock, shares issued</u>	13,042,187	12,352,187
<u>Common stock, shares outstanding</u>	13,042,187	12,352,187

## Note 10 - Simple IRA

**12 Months Ended  
Sep. 30, 2012**

[Pension and Other  
Postretirement Benefits  
Disclosure \[Text Block\]](#)

### **10. Simple IRA**

Beginning in July 2010, the Company sponsors a Simple IRA plan that is available to all employees who receive at least \$5,000 in compensation. The plan permits salary deferrals to be made by the employees and an employer matching contribution up to 3% of compensation. The Company's matching contribution charged to expense for the years ended September 30, 2012 and 2011 was \$3,867 and \$23,249, respectively.

**Document And Entity  
Information (USD \$)**

**12 Months Ended**

**Sep. 30, 2012**

**Jan. 11,  
2013**

**Mar. 31,  
2012**

**Document and Entity Information**

**[Abstract]**

Entity Registrant Name

ROBERTSON GLOBAL HEALTH  
SOLUTIONS CORP

Document Type

10-K

Current Fiscal Year End Date

--09-30

Entity Common Stock, Shares  
Outstanding

13,342,187

Entity Public Float

\$ 5,092,875

Amendment Flag

false

Entity Central Index Key

0000007951

Entity Current Reporting Status

Yes

Entity Voluntary Filers

No

Entity Filer Category

Smaller Reporting Company

Entity Well-known Seasoned Issuer

No

Document Period End Date

Sep. 30, 2012

Document Fiscal Year Focus

2012

Document Fiscal Period Focus

FY

## Note 11 - Operating Lease

**12 Months Ended  
Sep. 30, 2012**

[Leases of Lessee Disclosure](#)  
[\[Text Block\]](#)

### 11. Operating Lease

The Company previously had an operating lease for office space at 4215 Fashion Square Blvd., Suite 3, Saginaw, Michigan. The Company exited the space in March 2012. Rent expense during the years ended September 30, 2012 and 2011 was \$42,975 and \$85,950, respectively.

Consolidated Statements of Operations (USD \$)	12 Months Ended		90 Months Ended
	Sep. 30, 2012	Sep. 30, 2011	Sep. 30, 2012
<b>Revenues</b>			
<u>Contract fees</u>		\$ 10,000	\$ 143,000
<u>Contract fees - related party</u>		207,416	207,416
<u>Total revenues</u>		217,416	350,416
<b>Operating expenses</b>			
<u>Cost of revenues</u>			139,536
<u>Product and content development</u>	264,543	1,004,352	6,812,852
<u>Selling, general and administrative</u>	798,610	1,902,019	9,355,315
<u>Impairment expense on real estate held for sale</u>			1,548,375
<u>Total operating expenses</u>	1,063,153	2,906,371	17,856,078
<u>Operating loss</u>	(1,063,153)	(2,688,955)	(17,505,662)
<b>Other income (expense)</b>			
<u>Unrealized gain on derivative revaluation</u>			17,279
<u>Interest and other income</u>	12,000	38,390	360,624
<u>Gain on disposal of assets</u>	60		60
<u>Other expenses</u>		(3,964)	(97,236)
<u>Interest expense</u>	(147,587)	(153,874)	(849,892)
<u>Total other income (expense)</u>	(135,527)	(119,448)	(569,165)
<u>Net loss</u>	\$ (1,198,680)	\$ (2,808,403)	\$ (18,074,827)
<u>Loss per share (basic and diluted) (in Dollars per share)</u>	\$ (0.10)	\$ (0.24)	
<u>Weighted average number of common shares outstanding (basic and diluted) (in Shares)</u>	12,601,285	11,664,382	

**Note 5 - Accounts Payable  
and Accrued Expenses**

[Accounts Payable and Accrued Liabilities  
Disclosure \[Text Block\]](#)

**12 Months Ended  
Sep. 30, 2012**

**5. Accounts Payable and Accrued Expenses**

Accounts payable and accrued expenses include the following:

	<b>September 30, 2012</b>	<b>September 30, 2011</b>
<b>Accounts payable</b>		
Payable to unrelated parties	\$ 534,458	\$ 436,632
Payable to affiliate RRI for contract services (see Note 13)	508,009	511,520
Payable to related parties	33,000	30,000
Total accounts payable	<u>\$ 1,075,467</u>	<u>\$ 978,152</u>
<b>Accrued liabilities</b>		
Accrued wages and vacation	\$ 651,577	\$ 348,133
Accrued bonus payable to CEO	140,000	140,000
Other accounts payable	64,536	183,955
Total accrued liabilities	<u>\$ 856,113</u>	<u>\$ 672,088</u>

## Note 4 - Real Estate

**12 Months Ended  
Sep. 30, 2012**

[Real Estate Disclosure \[Text Block\]](#)

### 4. Real Estate

At the time of the Merger, RGHS, through a wholly-owned subsidiary, owned three real estate properties held for investment and valued at \$2,245,000. The three properties were recorded at management's estimated fair value. The properties were held as an investment and evaluated for impairment at each reporting date. In June 2010 management determined that the guidance of ASC 820-10-35-51A-D, *Determining Fair Value When The Volume And Level Of Activity For The Asset Or Liability Have Significantly Decreased* was applicable and reduced the carrying value of the real estate to \$850,000 net of an allowance of \$50,000 for the costs to sell in accordance with a reclassification to held for sale. In October 2010 management entered into an agreement, with an entity controlled by a former director, to sell the real estate on an installment basis at a price of \$900,000 (all paid by January 2011) and issued warrants to purchase up to 150,000 shares of the common stock at \$2.50 per share for a term of five years (the "Warrants") as an inducement. Management recorded in September 2010 an impairment charge to further reduce the carrying value of the real estate to \$696,625, which reduced the costs to sell to \$25,000 and included \$178,375 for the value of the warrants.

**Accounting Policies, by  
Policy (Policies)**

**12 Months Ended  
Sep. 30, 2012**

[Cash and Cash Equivalents,  
Policy \[Policy Text Block\]](#)

Cash and Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

[Revenue Recognition, Policy  
\[Policy Text Block\]](#)

Revenue Recognition

The Company recognizes revenue when there is evidence of an arrangement, the service has been provided to the customer, the collection of the fees is reasonably assured, and the amount of fees to be paid by the customer are fixed or determinable. To date, revenues have not been significant and the Company expects to enter into new software licensing and collaborative arrangements in the future and will evaluate each in accordance with Staff Accounting Bulletin 104 and the ASC's Software and Collaborative Topics.

The Company's business model includes collaborative arrangements resulting in the licensing of its software applications and related content with on-going license fees based on usage, availability or from advertising and sponsorships. Fees based on availability are recognized over the performance period; fees based on usage or from advertising and sponsorships are recognized as reported to the Company from intermediaries over the applicable period and when collection is assured.

The Company recognizes fees for contract services when the fees are fixed and determinable, the related services are performed and collection is assured. The Company evaluates revenue from arrangements that have multiple elements to determine whether the components of the arrangement represent separate units of accounting as defined in the accounting guidance related to revenue arrangements with multiple deliverables.

Deferred revenue, including advance license fees, which will be recognized during the succeeding 12-month period, is recorded as current deferred revenue and any remaining portion is recorded as long-term deferred revenue.

[Collaborative Arrangement,  
Accounting Policy \[Policy  
Text Block\]](#)

Collaborative Arrangements

Contractual arrangements fall within the scope of ASC 808-10, *Collaborative Arrangements*, if the arrangement requires the parties to be active participants and the arrangement exposes the parties to significant risks and rewards that are tied to the commercial success of the endeavor. Collaborative agreement revenues may include both contract research revenue and license revenue. Nonrefundable up-front license fees where the Company has continuing involvement through research and development collaboration are initially deferred and recognized as collaborative agreement license revenue over the estimated period for which the Company continues to have a performance obligation. Nonrefundable amounts received for shared development costs are recognized as contract revenue in the period in which the related expenses are incurred.

[Fair Value of Financial  
Instruments, Policy \[Policy  
Text Block\]](#)

Fair Value of Financial Instruments

The carrying amounts of cash equivalents, accounts receivable, accounts payable and accrued liabilities approximate fair values due to the short maturity of these instruments.

The Company does not have any financial assets and liabilities that are measured at fair value on a recurring basis.

[Property, Plant and Equipment, Policy \[Policy Text Block\]](#)

Property and Equipment

Fixed assets are stated at cost. Depreciation and amortization are computed on the straight-line method over the estimated useful lives of the related assets. The depreciable life of leasehold improvements is the shorter of the lease term or the useful life. Upon asset retirement or other disposition, cost and the related accumulated depreciation are removed from the accounts, and any gain or loss is included in the consolidated statements of operations. Amounts expended for repairs and maintenance are expensed as incurred.

[Research, Development, and Computer Software, Policy \[Policy Text Block\]](#)

Software Product and Content Development Costs

Software product and content development expenditures include costs incurred in the development, enhancement and maintenance of software technology and content. These costs are charged to expense as incurred. Production costs after technological feasibility are not expected to be material and other computer software and content maintenance costs related to software and content development are expensed as incurred.

[Costs Associated with Exit or Disposal Activities or Restructurings, Policy \[Policy Text Block\]](#)

Facility Exit Liability

The Company accounted for an unused operating office lease in accordance with ASC 420, *Exit or Disposal Cost Obligations*. The lease expired in March, 2012.

[Comprehensive Income, Policy \[Policy Text Block\]](#)

Comprehensive Loss

Comprehensive loss consists of net loss and other gains and losses affecting stockholders' equity that under U.S. generally accepted accounting principles are excluded from reported net loss. There were no differences between net loss and comprehensive loss for any of the periods presented.

[Share-based Compensation, Option and Incentive Plans Policy \[Policy Text Block\]](#)

Stock-Based Compensation

The Company accounts for stock-based compensation under the provisions of ASC 718, *Share-Based Payment*, and ASC 505-50, *Equity-Based Payments to Non-Employees*. ASC 718 requires measurement of all employee stock-based awards using a fair-value method and recording of related compensation expense in the financial statements over the requisite service period. Further, as required under ASC 718, the Company estimates forfeitures for stock-based awards that are not expected to vest. Under ASC 505-50, options or stock awards issued to non-employees who are not directors of the Company are recorded at the estimated fair value of the stock options issued at the measurement date. Non-employee options are periodically revalued as the options vest so the cost ultimately recognized is equivalent to the fair value on the date performance is complete with such expense recognized over the related service period on a graded vesting method.

The Company accounts for the fair value of each option grant by estimating on the date of grant using the Black-Scholes option-pricing model including assumptions pertaining to expected life, interest rate, volatility and dividend yield. Expected volatilities are based on historical volatility

of a peer group until the Company has sufficient history. The expected life of options granted represents an estimate of the period of time that options are expected to be outstanding, which is shorter than the term of the option. In addition, the Company is required to calculate estimated forfeiture rates on an ongoing basis that impact the amount of share-based compensation costs it will record. If the estimates used to calculate the fair value for employee stock options differ from actual results, or actual forfeitures differ from estimated forfeitures, the Company may be required to record gains or losses that could be material.

[Earnings Per Share, Policy](#)  
[\[Policy Text Block\]](#)

Loss Per Share

Basic loss per common share is computed by dividing net loss by the weighted-average number of shares of common stock outstanding during the period. Diluted net loss per common share reflects the potential dilution of securities that could share in the earnings of an entity. The Company's losses for the periods presented cause the inclusion of potential common stock instruments outstanding to be antidilutive. At September 30, 2012 and 2011, a total of 1,781,814 and 1,786,617, respectively, of potentially dilutive securities consisting of options and warrants were not used for any computation of dilution for each period then ended as they would have been antidilutive.

[Income Tax, Policy](#) [\[Policy](#)  
[Text Block\]](#)

Income Taxes

The Company accounts for income taxes using the asset and liability method, the objective of which is to establish deferred tax assets and liabilities for the temporary differences between the amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards at enacted tax rates expected to be in effect when such amounts are realized or settled. A valuation allowance related to deferred tax assets is recorded when it is more likely than not that some portion or all of the deferred tax assets will not be realized. The Company provides a full valuation reserve related to its net deferred tax assets. In the future, if sufficient evidence of an ability to generate sufficient future taxable income in certain tax jurisdictions becomes apparent, the Company may be required to reduce the valuation allowances, resulting in income tax benefits in the consolidated statement of operations. The Company evaluates the realizability of the deferred tax assets and assesses the need for valuation allowance quarterly. The utilization of the net operating loss carryforwards could be substantially limited due to restrictions imposed under federal and state laws upon a change in ownership in the future. The Company has experienced various ownership changes as a result of past financings and could experience future ownership changes.

[Description of New](#)  
[Accounting Pronouncements](#)  
[Not yet Adopted](#) [\[Text Block\]](#)

Recent Accounting Pronouncements

A number of new authoritative accounting standards have been issued during recent months that have been evaluated by the Company and determined not to have a material effect on the financial position and results of operations of the Company. Those recent accounting standards that could potentially have an impact if or when adopted are listed and discussed below:

In December 2011, the Financial Accounting Standards Board ("FASB") issued ASU No. 2011-11, *Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities*. The amendments in this Update require an entity to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position. This update requires improved information about financial instruments and derivative instruments that are either offset or subject to an enforceable master

netting arrangement or similar agreement. The amendments in this Update are effective for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. The Company does not expect the adoption to have an impact on its financial results.

In July 2012, the FASB issued ASU 2012-02, “*Testing Indefinite-Lived Intangible Assets for Impairment*,” which allows companies to perform a qualitative assessment to determine whether further impairment testing of indefinite-lived intangible assets is necessary, similar in approach to the goodwill impairment test. The new guidance allows an entity the option to first assess qualitatively whether it is more likely than not (that is, a likelihood of more than 50) that an indefinite-lived intangible asset is impaired, thus necessitating that it perform the quantitative impairment test. An entity is not required to calculate the fair value of an indefinite-lived intangible asset and perform the quantitative impairment test unless the entity determines that it is more likely than not that the asset is impaired. The new guidance is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted for annual and interim impairment tests performed as of a date before July 27, 2012, if the financial statements for the most recent annual or interim period have not yet been issued. The Company will adopt the provisions of this new guidance on October 1, 2012. The Company does not expect the adoption of the new provisions to have a material impact on its financial condition or results of operations.

In October 2012, the Financial Accounting Standards Board (“FASB”) issued ASU No. 2012-04, *Technical Corrections and Improvements*. The amendments in this Update cover a wide range of topics. The update addresses issues that either (1) clarify the Codification or correct unintended application of guidance that are not expected to have a significant effect on current accounting practice, or (2) are more substantive, limited-scope improvements. The amendments in this Update that will not have transition guidance are effective upon issuance. The amendments that are subject to transition guidance are effective for fiscal periods beginning after December 15, 2012. The Company does not expect the adoption to have an impact on its financial results.

## Note 12 - Income Taxes

12 Months Ended  
Sep. 30, 2012

[Income Tax Disclosure \[Text Block\]](#)

### 12. Income Taxes

The Company has incurred losses for each of the periods since its inception. The tax attributes of the legal acquirer (RGHS) prior to the merger included approximately \$2,950,000 of net operating losses whose benefits will be substantially limited due to the change in ownership. Those prior Merger losses and losses of the Company after the Merger since being taxable as a corporation have been recorded as a deferred tax asset with an offsetting valuation allowance as the losses are not more likely than not to be utilized prior to their expiration. Accordingly, no tax provision or benefit was recognized during each of the periods presented.

Differences between the income tax provision (benefit) computed at the statutory federal income tax rate and per the consolidated statements of operations are summarized as follows:

	Year Ended September 30, 2012	Year Ended September 30, 2011
Income taxes (benefit) computed at federal statutory rate	\$ (404,000)	\$ (955,000)
Permanent book-tax differences	52,000	64,000
Deferred income tax valuation allowance	352,000	891,000
Income tax provision	\$ -	\$ -

Deferred federal income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of deferred tax assets and liabilities are as follows:

	September 30,	
	2012	2011
Deferred tax assets		
Net operating loss carryforwards	\$ 3,008,000	\$ 2,664,000
Stock-based compensation	364,000	345,000
Accruals and other	47,000	58,000
	3,419,000	3,067,000
Deferred tax liabilities		
Depreciation and amortization	(1,000)	(1,000)
	3,418,000	3,066,000
Valuation allowances for deferred tax assets	(3,418,000)	(3,066,000)
Net deferred taxes	\$ -	\$ -

As of September 30, 2012, the Company had federal net operating loss ("NOL") carryforwards of approximately \$8,848,000. These losses will expire in years 2025 through 2032 and the use of any such NOLs may be subject to substantial annual limitation under Section 382 of the Internal Revenue Code and similar state provisions, due to changes in ownership of the Company that have occurred previously and may occur in the future.

The Company continues to maintain a valuation allowance against the value of all deferred tax assets at September 30, 2012 due to the uncertainty of realizing these assets in the future. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment.

In June 2006, the FASB issued guidance in regard to the recognition of tax benefits for positions claimed or to be claimed in tax returns. Management has evaluated the tax positions claimed and expected to be claimed in its tax returns and has concluded that all positions are more likely than not to be sustained upon examination by applicable taxing authorities. Management has also concluded that no liability for uncertain tax positions should be recorded as of September 30, 2012. The Company is subject to U.S. federal tax examinations for tax years through 2012, subject to the statute of limitations. The Company has no income tax examinations in process.

## Note 8 - Stockholders' Deficit

**12 Months Ended  
Sep. 30, 2012**

[Stockholders' Equity Note  
Disclosure \[Text Block\]](#)

### **8. Stockholders' Deficit**

The Company has 20,000,000 shares of common stock, par value \$0.001 authorized and 1,000,000 shares of preferred stock, par value \$0.001, authorized. No preferred shares are outstanding.

The historical consolidated financial statements also reflect the impact of the change in capital structure that resulted from the Merger as if that capital structure was in place as of April 11, 2005 (date of inception) and for all subsequent periods presented. Accordingly, the accompanying consolidated statements of stockholders' equity for the period from April 11, 2005 (date of inception) to September 30, 2012 have been adjusted to reflect the current capital structure of the Company. In financial statements published prior to the Merger, references to the previous capital structure were to members' capital rather than stockholders' equity.

**Note 6 - Facility Exit  
Liability and Costs**

**12 Months Ended  
Sep. 30, 2012**

[Restructuring and Related  
Activities Disclosure \[Text  
Block\]](#)

**6. Facility Exit Liability and Costs**

Facility exit costs relate to an operating office lease that had been intended for use in real estate lending activities. A total of \$166,845 was accrued as an exit liability in July 2009 in accordance with ASC 420, *Exit or Disposal Cost Obligation*. In June 2010 the Company entered into a sublease on the 3,747 feet of improved office space. The landlord granted a 50% rent concession for the six months ending December 2009, a 25% concession for the twelve months ending December 2010, and a 17% concession for the 10 months ending March 2012 (end of lease term).

The following table summarizes facility exit liability activity for the years ended September 30, 2012 and 2011:

	<b>Year Ended September 30, 2012</b>	<b>Year Ended September 30, 2011</b>
Accrual balance beginning of period	\$ 32,329	\$ 82,154
Accrual correction for cash flow assumptions	-	1,085
Accretion expense	635	4,953
Payment - net	(32,964)	(55,863)
Accrual balance end of period	<u>\$ -</u>	<u>\$ 32,329</u>

In the accompanying statement of operations, the expense for accrual corrections are included in other expenses, and all other facility exit costs and related accretion expense are included in selling, general and administrative expenses.

## Note 7 - Notes Payable

**12 Months Ended  
Sep. 30, 2012**

### [Debt Disclosure \[Text Block\]](#) 7. Notes Payable

Notes payable consist of the following:

	<b>September 30, 2012</b>	<b>September 30, 2011</b>
<b>Notes payable - related parties</b>		
Unsecured notes payable to related party directors with interest ranging from 10% to 18% with principal and interest due December 31, 2011. These notes are currently in default. (1)	\$ 207,500	\$ 207,500
Unsecured notes payable to stockholders with interest ranging from 10% to 18% with principal and interest due December 31, 2011. These notes are currently in default. (2)	30,000	30,000
Unsecured notes payable issued at Merger for prior consulting fees owed to two directors. Principal and interest at 5% per annum was due on December 31, 2011. These notes are currently in default. (3)	243,175	243,175
Unsecured 11% note payable to a stockholder resulting from non-conversion of convertible note issued in April 2009. This note is currently in default with the default interest rate being 16%.	50,000	50,000
Unsecured 15% note payable to a company owned by the Company's CEO. This note is currently in default with the default interest rate being 18%.	125,000	125,000
Unsecured 15% note payable to a company owned by the Company's CEO. This note is currently in default with the default interest rate being 18%.	140,000	-
Unsecured note payable to a company owned by the Company's CEO. Principal and interest at 15% per annum is due on November 26, 2013.	50,600	-
<b>Total notes payable - related parties (current)</b>	<b>\$ 846,275</b>	<b>\$ 655,675</b>
	<b>September 30, 2012</b>	<b>September 30, 2011</b>
<b>Notes payable - other current</b>		
Unsecured installment note, at 5% compounded monthly, with minimum monthly payments of \$20,000 commencing July 2010. The balance is increased by additional invoices billed. This note is currently in default. (4)	\$ 503,213	\$ 503,213
Installment debt payable with interest at 11.24% per annum, with monthly installments of \$3,026, due March 2012. Secured by	-	17,236

gross unearned premiums and loss payments on the insurance policy financed.

Installment debt payable with interest at 10.75% per annum, with monthly installments of \$3,173, due March 2013. Secured by gross unearned premiums and loss payments on the insurance policy financed. 18,200 -

Unsecured installment debt payable with interest at 0% per annum, with monthly installments of \$2,164, due February 2013. 8,655 -

**Total notes payable - other current** \$ 530,068 \$ 520,449

**Notes payable - other long-term**

Five year term bank debt with interest at prime plus 1%, with monthly installments of \$4,167 plus interest. Note is guaranteed by the Company's CEO. (5) 137,491 187,495

Less: Long-term portion of bank term debt (87,491) (137,495)

**Notes payable - other (current portion)** \$ 50,000 \$ 50,000

Approximate principal repayments of long-term debt are as follows:

09/30/2013	50,000
09/30/2014	50,000
09/30/2015	37,491
<b>Total</b>	<b>\$ 137,491</b>

- Effective as of the Merger on May 28, 2010, new unsecured notes at the same interest rates were issued for previous secured notes with no stated repayment date. The Company issued warrants exercisable for 17,550 common shares at \$2.50 per share until May 28, 2013 as an inducement for the note restructuring. The value of the warrants of \$19,169 is a note discount which was amortized to interest expense over the original term of the notes.

- Effective as of the Merger on May 28, 2010, new unsecured notes at the same interest rates were issued for previous secured notes with no stated repayment date. The Company issued warrants exercisable for 3,900 common shares at \$2.50 per share until May 28, 2013 as an inducement for the note restructuring. The value of the warrants of \$4,260 is a note discount which was amortized to interest expense over the original term of the notes.

- The Company issued warrants exercisable for 14,591 common shares at \$2.50 per share until May 28, 2013 as an inducement for converting consulting fees for unsecured notes. The value of the warrants of \$15,937 is a note discount which was amortized over the original term of the notes.

- New unsecured note issued at Merger effective May 28, 2010, to replace prior secured notes and payables related to legal fees. In November 2011, the Company negotiated revised terms on this loan. The note is due on demand, but was due not later than June 1, 2012, including interest at 5% per annum. Payments are to be made as excess cash flow

permits after covering only ordinary operating expenses. The note is secured by the Company assets.

- The Company issued warrants exercisable for 15,000 common shares at \$2.50 per share until May 28, 2013 as an inducement to Dr. Robertson for his continuing guarantee of a bank line of credit (due through affiliate RRI) that has been renegotiated as a term loan.
- (5) The value of the warrants of \$16,384 was a note discount expensed to interest at issuance as the note was due immediately until subsequently renegotiated as a five year term note.

In September 2011 the Company entered into Agreements with certain stockholders and directors to convert \$120,000 of notes payable and accrued interest of \$72,464 into shares of the Company's common stock at \$1.00 per share or an aggregate of 192,464 shares of common stock.

**Note 9 - Stock Options and  
Stock Purchase Warrants**

**12 Months Ended  
Sep. 30, 2012**

[Disclosure of Compensation  
Related Costs, Share-based  
Payments \[Text Block\]](#)

**9. Stock Options and Stock Purchase Warrants**

Stock Option Plan

In February 2010, the Board and Stockholders of RGHS approved the Stock Incentive Plan of 2010 (the “2010 Incentive Plan”) authorizing the grant of equity-based incentives to employees and consultants including stock options, stock appreciation rights, restricted stock units, restricted stock, stock awards and other awards on the lesser of (a) on a cumulative basis 15% of the aggregate shares of the Company’s common stock issued and outstanding at any grant date (currently limited to the maximum 1,400,000 shares) or (b) 1,400,000 shares. The Incentive Plan terminates in February 2020.

NxOpinion had no option plans prior to the Merger. The Company continued 25,012 legacy options under ASI’s 2000 Plan at the Merger and the 2000 Plan has expired as to new grants.

Stock-Based Compensation

The Company’s employee stock options have various restrictions that reduce option value, including vesting provisions and restrictions on transfer, among others, and may be exercised prior to their contractual maturity.

The Company uses the Black-Scholes option pricing model to determine the estimated fair value of each option as of its grant date. These inputs are subjective and generally require significant analysis and judgment to develop. The following table sets forth the significant assumptions used in the Black-Scholes model and the calculation of stock-based compensation cost (annualized percentages):

	<b>Year Ended September 30, 2012</b>	<b>Year Ended September 30, 2011</b>
Expected volatility	117.00%	73.02%
Risk-free interest rate	1.00%	1.60%
Forfeiture rate	0.0% - 5.0%	0.0% - 5.0%
Dividend yield	0.00%	0.00%
Expected life in years	5	4.48

Since the Company’s stock is not actively traded, management estimates its expected volatility by reviewing the historical volatility of the common stock of a group of selected peer public companies that operate in similar industries and are similar in terms of stage of development or size and then projecting this information toward its future expected results. Judgment was used in selecting these companies, as well as in evaluating the available historical volatility for these peer companies. The risk-free interest rate is based on rates published by the Federal Reserve Board. The dividend yield of zero is because the Company has never paid cash dividends and has no present intention to pay cash dividends. The Company has a small number of option grants and no significant exercise history and accordingly has for all new option grants applied the simplified method prescribed by SEC Staff Accounting Bulletin 110, *Share-Based Payment: Certain Assumptions Used in Valuation Methods - Expected Term*, to estimate expected life (computed as vesting term plus contractual term divided by two). An estimated forfeiture rate was derived from the Company’s historical employee data and its estimates of the likely future actions of option holders. Forfeitures are estimated at the time of the grant and revised in subsequent periods if actual forfeitures differ from those estimates or if the Company updates its estimated forfeiture rate. Such amounts will be recorded as a cumulative adjustment in the period in which the estimate is changed.

The Company recorded \$184,539 and \$656,353 of stock compensation expense for the years ended September 30, 2012 and 2011, respectively. The weighted-average estimated fair value of employee and consultant stock options granted during the year ended September 30, 2012 and 2011 was \$1.22 per share and \$1.82 per share, respectively.

As of September 30, 2012 total estimated compensation cost of options granted but not yet vested was approximately \$44,653 and is expected to be recognized over the weighted average period of 0.6 years.

#### Stock Option Summary Information

The following table summarizes stock option activity for the years ended September 30, 2012 and 2011:

	<u>September 30, 2012</u>				<u>September 30, 2011</u>			
	<u>Shares</u>	<u>Weighted-Average Exercise Price</u>	<u>Aggregate Intrinsic Value (3)</u>	<u>Weighted-Average Life (Years)</u>	<u>Shares</u>	<u>Weighted-Average Exercise Price</u>	<u>Aggregate Intrinsic Value (2)</u>	<u>Weighted-Average Life (Years)</u>
Outstanding beginning of period	774,576	\$ 3.33			590,078	\$ 3.22		
Granted	5,000	\$ 1.50			190,000	\$ 3.62		
Exercised	-				(600)	\$ 3.00		
Cancelled	(9,803)	\$ 6.75			(4,902)	\$ 5.45		
Outstanding end of period (1)	<u>769,773</u>	\$ 3.21	-	3.0	<u>774,576</u>	\$ 3.33	-	4.0
Options exercisable at end of period	<u>738,573</u>	\$ 3.21	-	3.0	<u>516,616</u>	\$ 3.14	-	3.9

- (1) Options outstanding are exercisable at prices ranging from \$1.50 to \$6.75 and expire over the period 2013 to 2016.
- (2) Aggregate intrinsic value is based on the closing price of the Company's common stock on September 30, 2011 of \$2.20.
- (3) Aggregate intrinsic value is based on the closing price of the Company's common stock on September 30, 2012 of \$0.51.

The following table summarizes information about stock options outstanding at September 30, 2012:

<u>Range of exercise prices</u>	<u>Number outstanding at September 30, 2012</u>	<u>Number exercisable at September 30, 2012</u>	<u>Weighted average exercise price</u>	<u>Weighted average remaining contractual life</u>	<u>Weighted average exercise price of options exercisable at September 30, 2012</u>
<u>\$</u>	<u>#</u>	<u>#</u>	<u>\$</u>	<u>Years</u>	<u>\$</u>
\$1.50 - \$3.00	395,401	395,401	2.78	3.0	2.78
\$3.30 - \$3.40	278,500	278,500	3.34	2.9	3.34

\$3.75 - \$6.75	100,672	64,672	5.23	3.3	5.25
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Warrants

The following table summarizes warrant activity for the years ended September 30, 2011 and 2012:

	<u>Number</u>	<u>Average Exercise Price Per Share</u>
Shares purchasable under outstanding warrants at October 1, 2010	862,041	\$ 1.00
Stock purchase warrants granted in connection with land sale	150,000	\$ 2.50
Stock purchase warrants granted with equity sales	75,000	\$ 1.00
Stock purchase warrants exercised	(75,000)	\$ 1.00
Shares purchasable under outstanding warrants at September 30, 2011	<u>1,012,041</u>	<u>\$ 1.45</u>
Shares purchasable under outstanding warrants at September 30, 2012	<u>1,012,041</u>	<u>\$ 1.45</u>

At September 30, 2012 the Company had the following warrants outstanding:

Description	Number of Common Shares	Exercise Price Per Share	Expiration Date
Warrants	541,000	\$ 1.00	December 31, 2014
Warrants	170,000	\$ 2.50	March 31, 2013
Warrants (1)	51,041	\$ 2.50	May 28, 2013
Warrants (2)	100,000	\$ 0.01	May 28, 2013
Warrants	50,000	\$ 2.50	October 22, 2015
Warrants	50,000	\$ 2.50	November 12, 2015
Warrants	50,000	\$ 2.50	January 12, 2016
	<u>1,012,041</u>		

(1) A total of 32,141 of these warrants are held by directors.

(2) These 100,000 warrants are held by the Company's Chief Executive Officer.

**Note 4 - Real Estate (Detail)**  
**(USD \$)**

	<b>0 Months Ended</b>	<b>1 Months Ended</b>	<b>90 Months Ended</b>	<b>Jan. 31, 2011</b>	<b>Sep. 30, 2010</b>	<b>May 28, 2010</b>
<u>Number of Real Estate Properties</u>						3
<u>Real Estate Held-for-sale</u>					\$	\$
					696,625	2,245,000
<u>Impairment of Real Estate</u>	850,000		1,548,375			
<u>Allowance for Costs to Sell Real Estate Held</u>	50,000				25,000	
<u>Long Lived Assets Held-for-sale, Proceeds from</u>						
<u>Sale</u>				900,000		
<u>Class of Warrant or Right, Number of Securities</u>						
<u>Called by Warrants or Rights (in Shares)</u>		150,000	1,012,041			
<u>Class of Warrant or Right, Exercise Price of</u>						
<u>Warrants or Rights (in Dollars per Item)</u>		2.50				
<u>Warrants Term</u>		5 years				
<u>Derivative Assets</u>					\$	
					178,375	

**Note 12 - Income Taxes**  
**(Detail) (USD \$)**

**Sep. 30, 2012 May 28, 2010**

<u>Operating Loss Carryforwards</u>	\$ 2,950,000
<u>Deferred Tax Assets, Operating Loss Carryforwards, Domestic</u>	\$ 8,848,000

**Note 14 - Commitments and  
Contingencies**

**12 Months Ended  
Sep. 30, 2012**

[Commitments and  
Contingencies Disclosure](#)

[\[Text Block\]](#)

**14. Commitments and Contingencies**

Employment Agreement

In June 2010, the Company entered into a three-year employment agreement with Dr. Robertson to serve as President and Chief Executive Officer. The agreement provides for base compensation of \$20,000 per month with an increase to \$25,000 per month if the Company achieves an increase in gross revenues of \$1,000,000 or more above gross revenues achieved during the previous fiscal quarter. At September 30, 2012 a total of \$170,769 was accrued and unpaid pursuant to this agreement.

**Note 6 - Facility Exit  
Liability and Costs (Tables)**

Schedule of Restructuring Reserve by Type of Cost  
[Table Text Block]

**12 Months Ended  
Sep. 30, 2012**

	<b>Year Ended September 30, 2012</b>	<b>Year Ended September 30, 2011</b>
Accrual balance beginning of period	\$ 32,329	\$ 82,154
Accrual correction for cash flow assumptions	-	1,085
Accretion expense	635	4,953
Payment - net	<u>(32,964)</u>	<u>(55,863)</u>
Accrual balance end of period	<u>\$ -</u>	<u>\$ 32,329</u>

**Note 10 - Simple IRA  
(Detail) (USD \$)**

	<b>1 Months Ended</b>	<b>12 Months Ended</b>	
	<b>Jul. 31, 2010</b>	<b>Sep. 30, 2012</b>	<b>Sep. 30, 2011</b>
<u>Defined Contribution Plan, Employer Matching Contribution, Percent</u>	3.00%		
<u>Defined Contribution Plan, Cost Recognized</u>		\$ 3,867	\$ 23,249

**Note 7 - Notes Payable  
(Detail) - Approximate  
principal repayments of  
long-term debt (USD \$)**

**Sep. 30, 2012**

<a href="#">09/30/2013</a>	\$ 50,000
<a href="#">09/30/2014</a>	50,000
<a href="#">09/30/2015</a>	37,491
<a href="#">Total</a>	\$ 137,491

Consolidated Statements of Stockholders' Deficit (USD \$)	Shares Issued on Conversion of Convertible Debt [Member]	Shares Issued on Conversion of Additional Paid-in Capital [Member]	Shares Issued on Conversion of Debt [Member]	Merger Related Shares Issued From Conversion Of Convertible Debt [Member]	Merger Related Shares Issued From Conversion Of Debt [Member]	Post Merger Shares Issued From Conversion Of Debt [Member]	Post Merger Shares Issued From Conversion Of Additional Paid-in Capital [Member]	Post Merger Shares Issued From Conversion Of Debt [Member]	Warrants Issued to Founder Related to Debt Extinguishment [Member]	Warrants Issued to Founder Related to Debt Extinguishment [Member]	Warrants Issued to Stockholders Related to Debt Restructuring and Guarantee [Member]	Warrants Issued to Stockholders Related to Debt Restructuring and Guarantee [Member]	Common Stock [Member]	Common Stock [Member]	Common Stock [Member]	Common Stock [Member]	Additional Paid-in Capital [Member]	Additional Paid-in Capital [Member]	Additional Paid-in Capital [Member]	Retained Earnings [Member]	Sale of Stock at 1 per share [Member]	Sale of Stock at 2 per share [Member]	Total
Balances at Apr. 10, 2005																							
Balances (in Shares) at Apr. 10, 2005																							
Stock issued to founder for technology														9,600						(9,600)			
Stock issued to founder for technology (in Shares)														9,600,000									
Founder stock assigned to director														290						(290)			
Founder stock assigned to director (in Shares)														290,000									
Sale of stock														1,156						3,348,844			3,350,000
Shares of stock sold (in Shares)														1,156,000									
Forfeiture of founder stock														(1,046)						1,046			
Shares of founder stock forfeited (in Shares)														(1,046,000)									
Net loss																				(1,373,347)			(1,373,347)
Balances at Dec. 31, 2005														10,000						3,340,000			1,976,653
Balances (in Shares) at Dec. 31, 2005														10,000,000									
Sale of stock														456						1,759,544			1,760,000
Shares of stock sold (in Shares)														456,500									
Repurchase (redemption) of stock														(144)						(359,856)			(360,000)
Shares of stock repurchased (redeemed) (in Shares)														(144,000)									
Forfeiture of founder stock														(312)						312			
Shares of founder stock forfeited (in Shares)														(312,500)									
Net loss																				(3,488,381)			(3,488,381)
Balances at Dec. 31, 2006														10,000						4,740,000			(111,728)
Balances (in Shares) at Dec. 31, 2006														10,000,000									
Sale of stock														414						1,089,586			1,090,000
Shares of stock sold (in Shares)														414,038									
Forfeiture of founder stock														(414)						414			
Shares of founder stock forfeited (in Shares)														(414,038)									
Net loss																				(2,451,762)			(2,451,762)
Balances at Dec. 31, 2007														10,000						5,830,000			(1,473,490)
Balances (in Shares) at Dec. 31, 2007														10,000,000									
Sale of stock														658						1,158,342			1,159,000
Shares of stock sold (in Shares)														658,154									
Forfeiture of founder stock														(658)						658			
Shares of founder stock forfeited (in Shares)														(658,154)									
Net loss																				(1,443,771)			(1,443,771)
Balances at Dec. 31, 2008														10,000						6,989,000			(1,758,261)
Balances (in Shares) at Dec. 31, 2008														10,000,000									
Sale of stock														428						428,072			428,500
Shares of stock sold (in Shares)														428,500									
Classification of warrants as a liability																				(238,656)			(238,656)
Forfeiture of founder stock														(428)						428			
Shares of founder stock forfeited (in Shares)														(428,500)									
Net loss																				(1,575,052)			(1,575,052)
Balances at Dec. 31, 2009														10,000						7,178,844			(3,143,469)
Balances (in Shares) at Dec. 31, 2009														10,000,000									
Sale of stock														125,000						125,000			125,000
Shares of stock sold (in Shares)														125,000									
Classification of warrants as a liability																				(69,497)			(69,497)
Repurchase (redemption) of stock														(3)						(11,997)			(12,000)
Shares of stock repurchased (redeemed) (in Shares)														(3,076)									
Value of shares issued on conversion of convertible debt	3	3,073	3,076	214	214,009	214,223	176	175,522	175,698														
Number of shares issued on conversion of convertible debt (in Shares)	3,076			214,223			175,698																
Payment of fractional shares on reverse stock split														(1)						(4,320)			(4,321)
Payment of fractional shares on reverse stock split (in Shares)														(800)									
Stock based compensation																				308,602			308,602
Reclassification of warrant liability to equity																				379,922			379,922
Value of warrants issued									250,000	250,000	55,750	55,750											
Capital contribution from related party debt extinguishment																				510,000			510,000
Historical ASI Technology shares														1,154						2,718,773			2,719,927
Historical ASI Technology shares (in Shares)														1,154,248									
Forfeiture of founder stock														0									
Shares of founder stock forfeited (in Shares)														(125,000)									
Record beneficial conversion of \$170,000 of convertible notes																				89,048			89,048
Net loss																				(3,735,431)			(3,735,431)
Balances at Sep. 30, 2010														11,543						11,922,729			(2,133,472)
Balances (in Shares) at Sep. 30, 2010														11,543,369									
Sale of stock														235	150					469,765	149,850		470,000 150,000
Shares of stock sold (in Shares)														235,000	150,000								
Value of shares issued on conversion of convertible debt																				348			348,218
Number of shares issued on conversion of convertible debt (in Shares)														348,218									
Exercise of warrants at \$1.00 per share														75						74,925			75,000
Exercise of warrants at \$1.00 per share (in Shares)														75,000									
Stock based compensation																				656,353			656,353

<a href="#">Stock option exercise</a>	1	1,799	1,800
<a href="#">Stock option exercise (in Shares)</a>	600		(600)
<a href="#">Value of warrants issued</a>		178,375	178,375
<a href="#">Net loss</a>		(2,808,403)	(2,808,403)
<a href="#">Balances at Sep. 30, 2011</a>	12,352	13,801,666 (16,876,147)	(3,062,129)
<a href="#">Balances (in Shares) at Sep. 30, 2011</a>	12,352,187		12,352,187
<a href="#">Sale of stock</a>	690	344,310	345,000
<a href="#">Shares of stock sold (in Shares)</a>	690,000		
<a href="#">Stock based compensation</a>		184,539	184,539
<a href="#">Net loss</a>		(1,198,680)	(1,198,680)
<a href="#">Balances at Sep. 30, 2012</a>	\$ 13,042	\$ \$ 14,330,515 (18,074,827)	\$ (3,731,270)
<a href="#">Balances (in Shares) at Sep. 30, 2012</a>	13,042,187		13,042,187

**Note 3 - Property and  
Equipment**

[Property, Plant and Equipment Disclosure \[Text  
Block\]](#)

**12 Months Ended  
Sep. 30, 2012**

**3. Property and Equipment**

Property and equipment consisted of computer equipment and vehicles as follows:

	<b>September 30, 2012</b>	<b>September 30, 2011</b>
Computer hardware	\$ 32,121	\$ 31,546
Vehicle	22,478	22,478
	<u>54,599</u>	<u>54,024</u>
Accumulated depreciation	(47,452)	(45,537)
Property and equipment, net	<u>\$ 7,147</u>	<u>\$ 8,487</u>

**Note 7 - Notes Payable  
(Tables)**

**12 Months Ended  
Sep. 30, 2012**

[Schedule of Debt \[Table Text Block\]](#)

	<b>September 30, 2012</b>	<b>September 30, 2011</b>
<b>Notes payable - related parties</b>		
Unsecured notes payable to related party directors with interest ranging from 10% to 18% with principal and interest due December 31, 2011. These notes are currently in default. (1)	\$ 207,500	\$ 207,500
Unsecured notes payable to stockholders with interest ranging from 10% to 18% with principal and interest due December 31, 2011. These notes are currently in default. (2)	30,000	30,000
Unsecured notes payable issued at Merger for prior consulting fees owed to two directors. Principal and interest at 5% per annum was due on December 31, 2011. These notes are currently in default. (3)	243,175	243,175
Unsecured 11% note payable to a stockholder resulting from non-conversion of convertible note issued in April 2009. This note is currently in default with the default interest rate being 16%.	50,000	50,000
Unsecured 15% note payable to a company owned by the Company's CEO. This note is currently in default with the default interest rate being 18%.	125,000	125,000
Unsecured 15% note payable to a company owned by the Company's CEO. This note is currently in default with the default interest rate being 18%.	140,000	-
Unsecured note payable to a company owned by the Company's CEO. Principal and interest at 15% per annum is due on November 26, 2013.	50,600	-
<b>Total notes payable - related parties (current)</b>	<b>\$ 846,275</b>	<b>\$ 655,675</b>
	<b>September 30, 2012</b>	<b>September 30, 2011</b>
<b>Notes payable - other current</b>		
Unsecured installment note, at 5% compounded monthly, with minimum monthly payments of \$20,000 commencing July 2010. The balance is increased by additional invoices billed. This note is currently in default. (4)	\$ 503,213	\$ 503,213
Installment debt payable with interest at 11.24% per annum, with monthly installments of \$3,026, due March 2012. Secured by gross unearned premiums and loss payments on the insurance policy financed.	-	17,236
Installment debt payable with interest at 10.75% per annum, with monthly installments of \$3,173, due March 2013. Secured by gross unearned premiums and loss payments on the insurance policy financed.	18,200	-

Unsecured installment debt payable with interest at 0% per annum, with monthly installments of \$2,164, due February 2013.	8,655	-
<b>Total notes payable - other current</b>	<u>\$ 530,068</u>	<u>\$ 520,449</u>
<b>Notes payable - other long-term</b>		
Five year term bank debt with interest at prime plus 1%, with monthly installments of \$4,167 plus interest. Note is guaranteed by the Company's CEO.	(5) 137,491	187,495
Less: Long-term portion of bank term debt	<u>(87,491)</u>	<u>(137,495)</u>
<b>Notes payable - other (current portion)</b>	<u>\$ 50,000</u>	<u>\$ 50,000</u>
09/30/2013	50,000	
09/30/2014	50,000	
09/30/2015	<u>37,491</u>	
<b>Total</b>	<u>\$ 137,491</u>	

[Schedule of Maturities of Long-term Debt \[Table Text Block\]](#)

Note 7 - Notes Payable (Detail) (USD \$)	12 Months Ended		1 Months Ended			Sep. 30, 2012	Sep. 30, 2011	Unsecured Notes Payable Issued at Merger for Prior Consulting Fees Owed to Two Directors [Member]	Unsecured Notes Payable Issued at Merger for Prior Consulting Fees Owed to Two Directors [Member]	Sep. 30, 2012	Five Year Term Bank Debt [Member]
	Sep. 30, 2012	Oct. 31, 2010	Sep. 30, 2011	Sep. 30, 2012	Sep. 30, 2012	Notes Payable	Notes Payable				
<u>Class of Warrant or Right, Number of Securities Called by Warrants or Rights (in Shares)</u>	1,012,041	150,000		17,550	3,900	14,591				15,000	
<u>Class of Warrant or Right, Exercise Price of Warrants or Rights (in Dollars per Item)</u>		2.50		2.50	2.50	2.50				2.50	
<u>Fair Value of Warrants</u>				\$ 19,169	\$ 4,260	\$ 15,937				\$ 16,384	
<u>Debt Instrument, Interest Rate, Stated Percentage</u>	5.00%					5.00%	[1]	5.00%	[1]		
<u>Debt Instrument Term</u>	5 years										
<u>Debt Conversion, Original Debt, Amount</u>			120,000								
<u>Interest Payable</u>			\$ 72,464								
<u>Debt Instrument, Convertible, Conversion Price (in Dollars per share)</u>			\$ 1.00								
<u>Debt Conversion, Converted Instrument, Shares Issued (in Shares)</u>			192,464								

[1] The Company issued warrants exercisable for 14,591 common shares at \$2.50 per share until May 28, 2013 as an inducement for converting consulting fees for unsecured notes. The value of the warrants of \$15,937 is a note discount which was amortized over the original term of the notes.

**Note 13 - Related Party  
Transactions**

**12 Months Ended  
Sep. 30, 2012**

[Related Party Transactions  
Disclosure \[Text Block\]](#)

**13. Related Party Transactions**

Since its formation, the Company has contracted with Robertson Research Institute (“RRI”), a nonprofit entity organized under Section 501(c)3 of the Internal Revenue Code, for software and content development and corporate operational services including personnel, occupancy and other vendor costs. After the Merger, the Company transitioned these services back to the Company. These services are billed to the Company by RRI on a flow-through basis and at cost with certain personnel costs allocated based on percentage of time spent on Company efforts. Certain expenses continue to be paid by RRI and are charged to the Company at cost as incurred.

During the years ended September 30, 2012 and 2011 the Company incurred costs billed by RRI detailed as follows:

	<b>Year Ended September 30,</b>	
	<b>2012</b>	<b>2011</b>
Computer and software	\$ 588	\$ 5,105
Dues and subscriptions	5,550	-
Insurance	-	-
Interest	11,269	7,800
Marketing	-	874
Occupancy	-	7,826
Personnel and benefits	-	77
Professional fees	2,719	5,355
Repairs and maintenance	1,740	-
Supplies	1,473	-
Telephone and communications	9,009	-
Travel and entertainment	12,595	77,399
Other	10,288	24,956
	<u>\$ 55,231</u>	<u>\$ 129,392</u>

These amounts are included in the appropriate functional line items in the Company’s statement of operations. Amounts payable to RRI for such services at September 30, 2012 and 2011 are listed in Note 5.

After the Merger, certain employees have been contracted on an as needed basis by Robertson Wellness, LLC (“RW”), a company owned by the Company’s CEO, Dr. Joel Robertson. These personnel costs are allocated to RW at cost based on percentage of time spent on RW efforts. The total amount allocated to RW during the years ended September 30, 2012 and 2011 was \$48,829 and \$39,241, respectively. Amounts receivable from RW at September 30, 2012 and 2011 were \$92,061 and \$47,031, respectively.

See additional related party information in Notes 4, 5, 7, and 9.