SECURITIES & EXCHANGE COMMISSION EDGAR FILING

CV Sciences, Inc.

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As filed with the Securities and Exchange Commission on March 31, 2011

Registration No. _____

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

FORM S-1

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Foreclosure Solutions, Inc.

(Exact name of registrant as specified in its charter)

TEXAS	6531	32-0326395
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

2502 Live Oak Street, Suite 205
Dallas, Texas 75204
(214) 620-8711
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

H.J. Cole
2502 Live Oak Street, Suite 205
Dallas, Texas 75204
(214) 620-8711
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Ray A. Balestri, Esq.
Siobhán F. Kratovil, Esq.
Bell Nunnally & Martin LLP
2651 North Harwood, Suite 200
Dallas, Texas 75201
(214) 981-9080

Approximate date of commencement of proposed sale to the public:
As soon as practicable after this Registration Statement is declared effective.

If any of the securities being registered in this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box: ☑

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed under Rule 462(c) of the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post effective amendment filed under Rule 462(d) of the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

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

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

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common Stock, par value $0.0001 per share	2,000,000	$0.03	$60,000	$6.97

(1)Estimated for purposes of calculating the registration fee in accordance with Rule 457 of the Securities Act of 1933 and the price at which the selling security holders will be offering their shares.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such dates as the Securities and Exchange Commission, acting pursuant to said section 8(a), may determine.

PROSPECTUS

Foreclosure Solutions, Inc.
2,000,000Shares of Common Stock

The date of this Prospectus is March 31, 2011.

Foreclosure Solutions, Inc. (“Foreclosure Solutions”, “we”, “us”, “our”) is registering 2,000,000 shares of common stock held by 35 selling security holders.

The selling security holders will sell at an initial price of $0.03 per share until our common stock is quoted on the OTC Bulletin Board, and thereafter at prevailing market prices or privately negotiated prices. However, there can be no assurance that our common stock will become quoted on the OTC Bulletin Board. We will not receive any proceeds from the sale of shares of our common stock by the selling security holders, who will receive aggregate net proceeds of $60,000 if all of the shares being registered are sold. With the exception of any brokerage fees and commissions, which are the responsibility of the selling security holders, we will incur all costs associated with this Prospectus, which includes our legal and accounting fees, printing costs and filing and other miscellaneous fees.

Our common stock is presently not traded on any national securities exchange or the NASDAQ Stock Market. We do not intend to apply for listing on any national securities exchange or the NASDAQ Stock Market. The purchasers in this offering may be receiving an illiquid security.

An investment in our securities is speculative. See the section entitled “Risk Factors” beginning on page 3 of this Prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this Prospectus. Any representation to the contrary is a criminal offense.

The information in this Prospectus is not complete and may be changed. The selling security holders may not sell these securities until the registration statement that includes this Registration Statement is declared effective by the Securities and Exchange Commission. This Prospectus shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall the selling security holders sell any of these securities in any state where such an offer or solicitation would be unlawful before registration or qualification under such state’s securities laws.

You should rely only on the information contained in this Prospectus. We have not authorized anyone to provide you with information different from that contained in this Prospectus. The selling shareholders are offering to sell, and seeking offers to buy, their common shares, only in jurisdictions where offers and sales are permitted. The information contained in this Prospectus is accurate only as of the date of this Prospectus, regardless of the time of delivery of this prospectus or of any sale of our common shares.

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PROSPECTUS SUMMARY

This Prospectus, and any supplement to this Prospectus include “forward-looking statements”. To the extent that the information presented in this Prospectus discusses financial projections, information or expectations about our business plans, results of operations, products or markets, or otherwise makes statements about future events, such statements are forward-looking. Such forward-looking statements can be identified by the use of words such as “intends”, “anticipates”, “believes”, “estimates”, “projects”, “forecasts”, “expects”, “plans” and “proposes”. Although we believe that the expectations reflected in these forward-looking statements are based on reasonable assumptions, there are a number of risks and uncertainties that could cause actual results to differ materially from such forward-looking statements. These include, among others, the cautionary statements in the “Risk Factors” section beginning on page 3 of this Prospectus and the “Management’s Discussion and Analysis of Financial Position and Results of Operations” section elsewhere in this Prospectus.

Foreclosure Solutions, Inc.

We were incorporated on December 9, 2010 under the laws of the State of Texas. We do not have any subsidiaries. Our principal executive offices are located at 2502 Live Oak Street, Suite 205, Dallas, Texas 75204. Our telephone number is (214) 620-8711. Our website is www.foreclosurecat.com. Our fiscal year end is December 31.

We are a start-up, development stage company. We have only recently begun operations, have no sales or revenues, and therefore rely upon the sale of our securities to fund our operations. We have a going concern uncertainty as of the date of our most recent financial statements.

We intend to offer realtor services to homebuyers interested in foreclosed residential properties over the Internet on our website, www.foreclosurecat.com. In some instances, these services will be provided by realtors employed or retained by the Company. In other instances, we will refer these services to outside realtors. We will collect a fixed percentage of the commissions the realtors receive on transactions.

In order to facilitate our offering of realtor services, we also intend to provide comprehensive and easy-to-use information on foreclosed residential properties to homebuyers over the Internet on our website. Homebuyers will have access to and use of our web-based database free of charge.

Our principle business activities will be: promoting, marketing, and selling realtor services over the Internet; and developing, maintaining, and updating a comprehensive and easy to use web-based database of information on foreclosed residential properties that can be accessed by homebuyers free of charge.

The information contained on our website is not part of this Prospectus.

We are not a blank check company. Rule 419 of Regulation C under the Securities Act of 1933 defines a “blank check company” as a (i) development stage company that has no specific business plan or purpose or has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies, or other entity or person, and (ii) is issuing a penny stock. Accordingly, we do not believe that our company may be classified as a “blank check company” because we intend to engage in a specific business plan and do not intend to engage in any merger or acquisition with an unidentified company or other entity.

The Offering

The 2,000,000 shares of our common stock being registered by this Prospectus represent approximately 28.6% of our issued and outstanding common stock as of March 31, 2011. Both before and after the offering, H.J. Cole, our sole officer and director, will control Foreclosure Solutions. As of March 31, 2011, Mr. Cole owns 5,000,000 shares, representing approximately 71.4% of our issued and outstanding common stock. None of these shares are being registered by this Prospectus. After the offering, Mr. Cole will continue to own approximately 71.4% of our issued and outstanding common stock.

The following is a brief summary of the offering:

Securities Offered:	2,000,000 shares of common stock, par value $0.0001 per share, offered by 35 selling security holders.
Initial Offering Price:	The $0.03 per share initial offering price of our common stock was determined by our Board of Directors based on several factors, including our capital structure and the most recent selling price of 10,000 shares of our common stock in private placements for $0.03 per share on February 9, 2011. The selling security holders will sell at an initial price of $0.03 per share until our common stock is quoted on the OTC Bulletin Board and thereafter at prevailing market prices or privately negotiated prices. However, there can be no assurance that our common stock will ever become quoted on the OTC Bulletin Board.
Minimum Number of Securities to be Sold in this Offering:	None.
Securities Issued and to be Issued:	As of March 31, 2011, we had 7,000,000 issued and outstanding shares of our common stock, and no issued and outstanding convertible securities. All of the common stock to be sold under this Prospectus will be sold by existing security holders. There is no established market for the common stock being registered. We intend to engage a market maker to apply to have our common stock quoted on the OTC Bulletin Board. This process usually takes at least 60 days and the application must be made on our behalf by a market maker. We have not yet engaged a market maker to file our application. If our common stock becomes quoted and a market for the stock develops, the actual price of the shares will be determined by prevailing market prices at the time of the sale. The trading of securities on the OTC Bulletin Board is often sporadic and investors may have difficulty buying and selling or obtaining market quotations, which may have a depressive effect on the market price of our common stock.
Proceeds:	We will not receive any proceeds from the sale of our common stock by the selling security holders.

Financial Summary Information

All references to currency in this Prospectus are to U.S. Dollars, unless otherwise noted.

The following table sets forth selected financial information, which should be read in conjunction with the information set forth in the "Management's Discussion and Analysis of Financial Position and Results of Operations" section and the accompanying financial statements and related notes included elsewhere in this Prospectus.

Balance Sheet Data

	Period from December 9, 2010 (date of inception) to December 31, 2010 (Audited)
Balance Sheet	
Working Capital	$22,675
Total Current Assets	$30,700
Total Current Liabilities	$(8,025)

Income Sheet Data

	Period from December 9, 2010 (date of inception) to December 31, 2010 (Audited)
Income Statement	
Revenues	$0
Expenses	$8,425
Net Loss	$(8,425)
Net Loss per share	$(0.00)

RISK FACTORS

Please consider the following risk factors before deciding to invest in our common stock.

Any investment in our common stock involves a high degree of risk. You should consider carefully the risks and uncertainties described below, and all other information contained in this Prospectus, before you decide whether to purchase our common stock. The occurrence of any of the following risks could harm our business. You may lose part or all of your investment due to any of these risks or uncertainties.

This Prospectus 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 we face as described below and elsewhere in this Prospectus.

Risks Relating to Foreclosure Solutions, Inc.

Our auditors have issued a going concern opinion. This means that there is substantial doubt that we will continue operations for the next 12 months. If we cease operations, you could lose your investment.

Our auditors have issued a going concern opinion. This means that there is substantial doubt that we can continue as an ongoing business for the next 12 months. The financial statements do not include any adjustments that might result from the uncertainty about our ability to continue in business. As such we may have to cease operations and you could lose your investment.

We lack an operating history and have losses that we expect to continue into the future. There is no assurance our future operations will result in profitable revenues. If we cannot generate sufficient revenues to operate profitably, we will cease operations and you will lose your investment.

We were incorporated on December 9, 2010 and we have not started our proposed business operations or realized any revenues. We have very limited operating history upon which an evaluation of our future success or failure can be made. Our net loss from inception through December 31, 2010 is $8,425. Since December 31, 2010, we have incurred $16,700 in expenses, of which $8,000 is for legal fees, $7,500 is for audit fees, and $1,200 is for general office expenses. The $8,000 in legal fees relates to the offering of securities described in this prospectus. The $1,200 in general office expenses consists of bank charges, office maintenance, communication expenses (cellular, internet, fax and telephone), courier, postage and office supplies. Our ability to achieve and maintain profitability and positive cash flow is dependent upon:

- our ability to raise the capital required to carry out our business plan;
- our ability to develop, maintain, and continually update a functional, user-friendly, and comprehensive, web-based database of information on foreclosed residential properties;
- our ability to procure and maintain on commercially reasonable terms relationships with third parties to develop and maintain our website and network infrastructure;
- our ability to procure and maintain on commercially reasonable terms relationships with third parties to provide the information for our web-based database of information on foreclosed residential properties;
- technical difficulties or system downtime affecting our web-based products;
- other business interruptions;
- introduction of new products or pricing programs by our competitors;
- increases in selling and marketing expenses, as well as other operating expenses;
- the amount and timing of costs associated with the development and introduction of new products and services;
- economic conditions specific to the Internet or to the real estate industry, as well as general economic conditions;
- our ability to attract homebuyers and real estate professionals to our website;
- our ability to procure and maintain on commercially reasonable terms relationships with third party realtors to perform certain realtor services for our users; and

- our ability to manage growth by managing administrative overhead and distribution costs.

Based upon current plans, we expect to incur operating losses in future periods because we will be incurring expenses and not generating revenues. We cannot guarantee that we will be successful in generating revenues in the future. Failure to generate revenues will cause you to lose your investment.

We will need a significant amount of capital to carry out our proposed business plan, and unless we are able to raise sufficient funds, we may be forced to discontinue our operations.

In order to carry out our proposed business plan, we will require a significant amount of capital. We estimate that we will need approximately $70,000 to finance our planned operations for the next 12 months, which we must obtain through the sale of equity securities or from outside sources. As of February 28, 2011 we had $44,163 in cash in our bank accounts.

Our ability to obtain the necessary financing to carry out our business plan is subject to a number of factors, including investor acceptance of our business plan and general market conditions, the latter of which are currently poor due to the worldwide economic recession. These factors may make the timing, amount, terms and conditions of such financing unattractive or unavailable to us. If we are unable to raise sufficient funds, we will have to significantly reduce our spending, delay or cancel our planned activities or substantially change our current corporate structure. There is no guarantee that we will be able to obtain any funding or that we will have sufficient resources to conduct our operations as projected, any of which could mean that we will be forced to discontinue our operations.

Adverse developments in general business, economic and political conditions could have a material adverse effect on our financial condition and our results of operations.

Our business and operations are sensitive to general business and economic conditions in the U.S. and worldwide. These conditions include short-term and long-term interest rates, inflation, fluctuations in debt and equity capital markets and the general condition of the U.S. and world economy.

A host of factors beyond our control could cause fluctuations in these conditions, including the political environment and acts or threats of war or terrorism. Adverse developments in these general business and economic conditions, including through recession, downturn or otherwise, could have a material adverse effect on our financial condition and our results of operations.

Our business is affected by the monetary policies of the federal government and its agencies. We are particularly affected by the policies of the Federal Reserve Board, which regulates the supply of money and credit in the U.S. The Federal Reserve Board's policies affect the real estate market through their effect on interest rates. We are affected by any rising interest rate environment. As mortgage rates rise, the number of home sale transactions may decrease as potential home sellers choose to stay with their lower cost mortgage rather than sell their home and pay a higher cost mortgage and potential home buyers choose to rent rather than pay higher mortgage rates. As a consequence, the growth in home prices may slow as the demand for homes decreases and homes become less affordable. Changes in the Federal Reserve Board's policies, the interest rate environment and mortgage market are beyond our control, are difficult to predict and could have a material adverse effect on our business, results of operations and financial condition.

We are negatively impacted by a downturn in the residential real estate market.

The residential real estate market tends to be cyclical and typically is affected by changes in general economic conditions that are beyond our control. The U.S. residential real estate market is currently in a significant downturn due to various factors including downward pressure on housing prices, credit constraints inhibiting new buyers and an exceptionally large inventory of unsold homes at the same time that sales volumes are decreasing. We cannot predict whether the downturn will worsen or when the market and related economic forces will return the U.S. residential real estate industry to a growth period.

Any of the following could continue to have a material adverse effect on our business by causing a more significant general decline in the number of home sales and/or prices which, in turn, could adversely affect our revenues and profitability:

- periods of economic slowdown or recession;
- rising interest rates;
- the general availability of mortgage financing, including:
    - the impact of the contraction in the mortgage markets generally; and
    - the effect of more stringent lending standards for home mortgages;
- adverse changes in local or regional economic conditions;
- a decrease in the affordability of homes;
- local, state and federal government regulation;
- tax law changes, including potential limits or elimination of the deductibility of certain mortgage interest expense, the application of the alternative minimum tax, real property taxes and employee relocation expenses;
- decreasing home ownership rates;
- declining demand for real estate;
- a negative perception of the market for residential real estate;
- commission pressure from brokers who discount their commissions;
- acts of God, such as hurricanes, earthquakes and other natural disasters; and/or
- an increase in the cost of homeowners insurance.

Our businesses are highly regulated and any failure to comply with such regulations or any changes in such regulations could adversely affect our business.

Our businesses are highly regulated. Our realtor business must comply with the requirements governing the licensing and conduct of real estate brokerage and brokerage-related businesses in the jurisdictions in which we do business. These laws and regulations contain general standards for and prohibitions on the conduct of real estate brokers and sales associates, including those relating to licensing of brokers and sales associates, fiduciary and agency duties, administration of trust funds, collection of commissions, advertising and consumer disclosures. Under state law, our real estate brokers have the duty to supervise and are responsible for the conduct of their brokerage business.

We may be subject to litigation claims alleging breaches of fiduciary duties by our licensed brokers and violations of unlawful state laws relating to business practices or consumer disclosures. We cannot predict with certainty the cost of defense or the ultimate outcome of these or other litigation matters filed by or against us, including remedies or awards, and adverse results in any such litigation may harm our business and financial condition.

Our real estate brokerage business must comply with the Real Estate Settlement Procedures Act ("RESPA"). RESPA and comparable state statutes, among other things, restrict payments which real estate brokers, agents and other settlement service providers may receive for the referral of business to other settlement service providers in connection with the closing of real estate transactions. Such laws may to some extent restrict preferred vendor arrangements involving our brokerage business. RESPA and similar state laws require timely disclosure of certain relationships or financial interests that a broker has with providers of real estate settlement services.

There is a risk that we could be adversely affected by current laws, regulations or interpretations or that more restrictive laws, regulations or interpretations will be adopted in the future that could make compliance more difficult or expensive. There is also a risk that a change in current laws could adversely affect our business.

In addition, regulatory authorities have relatively broad discretion to grant, renew and revoke licenses and approvals and to implement regulations. Accordingly, such regulatory authorities could prevent or temporarily suspend us from carrying on some or all of our activities or otherwise penalize us if our practices were found not to comply with the then current regulatory or licensing requirements or any interpretation of such requirements by the regulatory authority. Our failure to comply with any of these requirements or interpretations could have a material adverse effect on our operations.

We are also, to a lesser extent, subject to various other rules and regulations such as:

- the Gramm-Leach-Bliley Act which governs the disclosure and safeguarding of consumer financial information;
- various state and federal privacy laws;
- the USA PATRIOT Act;
- restrictions on transactions with persons on the Specially Designated Nationals and Blocked Persons list promulgated by the Office of Foreign Assets Control of the Department of the Treasury;
- federal and state "Do Not Call" and "Do Not Fax" laws;
- "controlled business" statutes, which impose limitations on affiliations between providers of title and settlement services, on the one hand, and real estate brokers, mortgage lenders and other real estate providers, on the other hand; and
- the Fair Housing Act.

Our failure to comply with any of the foregoing laws and regulations may subject us to fines, penalties, injunctions and/or potential criminal violations. Any changes to these laws or regulations or any new laws or regulations may make it more difficult for us to operate our business and may have a material adverse effect on our operations.

The competition in our industry is intense, our principal competitors have significantly greater resources than we do and this competition will have a material adverse effect on our results of operation.

Our largest national competitors in the realtor services industry include franchisees of Century 21, Prudential, GMAC Real Estate, and RE/MAX. All of these companies may have greater financial resources than we do, including greater marketing and technology budgets. We also compete with smaller regional and local realtor companies and independent realtors. Realtors compete for business primarily on the basis of services offered, reputation, personal contacts, and realtor commission. In some instances, our realtor services will be provided by a realtor employed or retained by the Company. In other instances, we will refer these services to outside realtors for a fixed fee of the realtor commissions. We may have to reduce the fees we charge our realtors to be competitive with those charged by competitors, which may accelerate if market conditions deteriorate. If competition results in lower average realtor commission rates or lower sales volume by our realtors, our revenues will be affected adversely.

The loss of our relationships with compilers of information on foreclosed residential properties could adversely affect our business by increasing the time and expense required to independently gather such information.

Foreclosure Solutions will maintain a database of information of foreclosed residential properties that has been provided to us by various data providers. These data providers have compiled the information included in their databases from multiple sources, including governmental databases. We have formal agreements in with some but not all of these data providers. Our ability to maintain our relationships with existing data providers and to build new relationships with additional data providers is critical to the success of our business. If we were not able to obtain data directly from other data providers, we would have to obtain the information directly from multiple original data sources, which would significantly increase the time and expense required to convert the information into the format we use for our database. We obtain data from most data providers at nominal costs. If any of them began to charge us significant fees for providing data, our costs of data acquisition could increase significantly. The loss of any relationships with data providers, or any significant increase in data acquisition costs, could materially and adversely affect our business, operating results or financial condition.

Intellectual property claims against us can be costly and could impair our business.

The sources of the information that will be included in our database are data providers who have compiled the information from multiple sources, including governmental databases. While we do not believe our use of information compiled by other data providers infringes upon the intellectual property rights of such data providers or any other third parties, we have not investigated the possibility that our use of the information infringes on such intellectual property rights. We do not intend to take such steps until after we have a positive cash flow.

Other parties may assert infringement or unfair competition claims against us. We cannot predict whether third parties will assert claims of infringement against us, or whether any future assertions or prosecutions will harm our business. If we are forced to defend against any such claims, whether they are with or without merit or are determined in our favor, then we may face costly litigation, diversion of technical and management personnel, or product deployment delays. As a result of such a dispute, we may have to develop non-infringing technology or enter into royalty or licensing agreements. Such royalty or licensing agreements, if required, may be unavailable on terms acceptable to us, or at all. If there is a successful claim of product infringement against us and we are unable to develop non-infringing technology or license the infringed or similar technology on a timely basis, it could impair our business.

If we do not attract customers to our website on cost-effective terms, we will not make a profit, which ultimately will result in a cessation of operations.

Our success depends on our ability to attract residential homebuyers and real estate professionals to our website on cost-effective terms. Our strategy to attract customers to our website, which has not been formalized or implemented, includes viral marketing, the practice of generating "buzz" among Internet users in our products and services through the developing and maintaining weblogs or "blogs", online journals that are updated frequently and available to the public, postings on online communities such as Yahoo!® Groups and amateur websites such as YouTube.com, and other methods of getting Internet users to refer others to our website by e-mail or word of mouth; search engine optimization, marketing our website via search engines by purchasing sponsored placement in search results; and entering into affiliate marketing relationships with website providers to increase our access to Internet consumers. We expect to rely on viral marketing as the primary source of traffic to our website, with search engine optimization and affiliate marketing as secondary sources. Our marketing strategy may not be enough to attract sufficient traffic to our website. If we are unsuccessful at attracting a sufficient amount of traffic to our website, our ability to get customers and our financial condition will be harmed.

To date we do not have any customers. We cannot guarantee that we will ever have any customers. Even if we obtain customers, there is no guarantee that we will generate a profit. If we cannot generate a profit, we will have to suspend or cease operations.

We will be dependent on third parties to develop and maintain our website and network infrastructure and to provide some of the realtor services we will offer. If such parties are unwilling or unable to continue providing these services, our business could be severely harmed.

We will rely on third parties to develop and maintain our website and network infrastructure, and in some instances, to provide realtor services to our customers. To date we have not entered into any formal relationship with any third parties to provide these services. Our success will depend on our ability to build and maintain relationships with such third party service providers on commercially reasonable terms. If we are unable to build and maintain such relationships on commercially reasonable terms, we will have to suspend or cease operations. Even if we are able to build and maintain such relationships, if these parties are unable to deliver products and services on a timely basis, our customers could become dissatisfied and decline to use our web-based database. If our customers become dissatisfied with the services provided by these third parties, our reputation and the Foreclosure Solutions brand could suffer.

Our operating results will depend on our website and network infrastructure. Capacity restraints or systems failures would harm our business, results of operations and financial condition.

We have not developed our website or network infrastructure. We will have to suspend or cease operations if we are unable to develop our website and network infrastructure.

Our network infrastructure may be unable to accommodate increases in traffic to our website. We may be unable to project accurately the rate or timing of traffic increases or successfully upgrade our systems and infrastructure to accommodate future traffic levels on our website.

If we do not make a profit, we may have to suspend or cease operations.

Because we are small and do not have much capital, we must limit the marketing of our website. The website is how we will generate revenue. Because we will be limiting our marketing activities, we may not be able to attract enough suppliers and customers to operate profitably. If we cannot operate profitably, we may have to suspend or cease operations.

Because our sole officer and director does not have prior experience in online marketing, we may have to hire individuals or suspend or cease operations.

Because our sole officer and director does not have prior experience in online marketing, we may have to hire additional experienced personnel to assist us with our operations. If we need the additional experienced personnel and we do not hire them, we could fail in our plan of operations and have to suspend operations or cease operations.

Because our sole officer and director does not have prior experience in financial accounting and the preparation of reports under the Securities Exchange Act of 1934, we may have to hire individuals which could result in an expense we are unable to pay.

Because our sole officer and director does not have prior experience in financial accounting and the preparation of reports under the Securities Act of 1934, we may have to hire additional experienced personnel to assist us with the preparation thereof. If we need the additional experienced personnel and we do not hire them, we could fail in our plan of operations and have to suspend operations or cease operations entirely and you could lose your investment.

Because we have only one officer and director who is responsible for our managerial and organizational structure, in the future, there may not be effective disclosure and accounting controls to comply with applicable laws and regulations which could result in fines, penalties and assessments against us.

We have only one officer and director. He is responsible for our managerial and organizational structure which will include preparation of disclosure and accounting controls under the Sarbanes Oxley Act of 2002. When theses controls are implemented, he will be responsible for the administration of the controls. Should he not have sufficient experience, he may be incapable of creating and implementing the controls which may cause us to be subject to sanctions and fines by the Securities and Exchange Commission.

We are completely dependent on our sole officer and director to guide our initial operations, initiate our plan of operations, and provide financial support. If we lose his services we will have to cease operations.

Our success will depend entirely on the ability and resources of Mr. Cole, our sole officer and director. If we lose the services or financial support of Mr. Cole, we will cease operations. Presently, Mr. Cole is committed to providing his time and financial resources to us. However, Mr. Cole could decide to engage in other activities and reduce the amount of time he devotes to our operations.

Risks Relating to the Internet Industry

Our success is tied to the continued use of the Internet and the adequacy of the Internet infrastructure.

Our future revenues and profits, if any, substantially depend upon the continued widespread use of the Internet as an effective medium of business and communication.

Factors which could reduce the widespread use of the Internet include:

- actual or perceived lack of security of information or privacy protection;
- possible disruptions, computer viruses or other damage to the Internet servers or to users' computers; and
- excessive governmental regulation.

Customers may be unwilling to use the Internet to purchase goods and services.

Our future depends heavily upon the general public's willingness to use the Internet as a means to purchase goods and services. The demand for and acceptance of products sold over the Internet are highly uncertain, and most e-commerce businesses have a short track record. If consumers are unwilling to use the Internet to conduct business, our business may not develop profitably.

Existing or future government regulation could harm our business.

We are subject to the same federal, state and local laws as other companies conducting business on the Internet. Today there are relatively few laws specifically directed towards conducting business on the Internet. However, due to the increasing popularity and use of the Internet, many laws and regulations relating to the Internet are being debated at the state and federal levels. These laws and regulations could cover issues such as user privacy, freedom of expression, pricing, fraud, quality of products and services, taxation, advertising, intellectual property rights and information security. Applicability to the Internet of existing laws governing issues such as property ownership, copyrights and other intellectual property issues, taxation, libel, obscenity and personal privacy could also harm our business. Current and future laws and regulations could harm our business, results of operation and financial condition.

Laws or regulations relating to privacy and data protection may adversely affect the growth of our Internet business or our marketing efforts.

We are subject to increasing regulation at the federal, state, and international levels relating to privacy and the use of personal user information. These data protection regulations and enforcement efforts may restrict our ability to collect demographic and personal information from users, which could be costly or harm our marketing efforts.

Risks Relating to Our Securities

Because there is no public trading market for our common stock, you may not be able to resell your shares.

There is currently no public trading market for our common stock. Therefore, there is no central place, such as stock exchange or electronic trading system, to resell your shares. If you do wish to resell your shares, you will have to locate a buyer and negotiate your own sale. As a result, you may be unable to sell your shares, or you may be forced to sell them at a loss.

We intend to engage a market maker to apply to have our common stock quoted on the OTC Bulletin Board. This process takes at least 60 days and the application must be made on our behalf by a market maker. If our common stock becomes listed and a market for the stock develops, the actual price of our shares will be determined by prevailing market prices at the time of the sale. We do not currently meet the existing requirements to be quoted on the OTC Bulletin Board and there is no assurance that we will ever be able to meet those requirements.

We cannot assure you that there will be a market in the future for our common stock. The trading of securities on the OTC Bulletin Board is often sporadic and investors may have difficulty buying and selling our shares or obtaining market quotations for them, which may have a negative effect on the market price of our common stock. You may not be able to sell your shares at their purchase price or at any price at all. Accordingly, you may have difficulty reselling any shares you purchase from the selling security holders.

The continued sale of our equity securities will dilute the ownership percentage of our existing stockholders and may decrease the market price for our common stock.

Given our lack of revenues and the doubtful prospect that we will earn significant revenues in the next several years, we will require additional financing of $70,000 for the next 12 months (beginning April 2011), which will require us to issue additional equity securities. We expect to continue our efforts to acquire financing to fund our planned development and expansion activities, which will result in dilution to our existing stockholders. In short, our continued need to sell equity will result in reduced percentage ownership interests for all of our investors, which may decrease the market price for our common stock.

We do not intend to pay dividends and there will thus be fewer ways in which you are able to make a gain on your investment.

We have never paid dividends and do not intend to pay any dividends for the foreseeable future. To the extent that we may require additional funding currently not provided for in our financing plan, our funding sources may prohibit the declaration of dividends. Because we do not intend to pay dividends, any gain on your investment will need to result from an appreciation in the price of our common stock. There will therefore be fewer ways in which you are able to make a gain on your investment.

We have raised substantial amounts of capital in a recent financing, and if we inadvertently failed to comply with applicable securities laws, ensuing rescission rights or lawsuits would severely damage our financial position.

The securities offered in our December 2010, January 2011 and February 2011 private placements were not registered under the Securities Act or any state “blue sky” law in reliance upon exemptions from such registration requirements. Such exemptions are highly technical in nature, and if we inadvertently failed to comply with the requirements or any of such exemptive provisions, the investor would have the right to rescind their purchase of our securities or sue for damages. If the investor was to successfully seek such rescission or prevail in any such suit, we would face severe financial demands that could materially and adversely affect our financial position. Financings that may be available to us under current market conditions frequently involve sales at prices below the prices at which our common stock would be quoted on the OTC or exchange on which our common stock may in the future be listed, as well as the issuance of warrants or convertible securities at a discount to market price.

Because our sole officer and director will still owns more than 50% of the total outstanding common stock after the offering, he will retain control of the company and be able to decide who will be directors and you may not be able to elect any directors which could decrease the price and marketability of the shares.

H.J. Cole, our sole officer and director, owns 5,000,000 shares of our common stock, which is approximately 71.4% of our issued and outstanding common stock. After the offering, he will still own approximately 71.4% of our issued and outstanding common stock.

Because Mr. Cole will continue to own more than 50% of the total outstanding common stock, he will be able to substantially influence all matters requiring stockholder approval, including the election of directors and the approval of significant corporate transactions. He may have an interest in pursuing acquisitions, divestitures and other transactions that involve risks. For example, he could cause us to sell revenue-generating assets or to make acquisitions or enter into strategic transactions that increase our indebtedness. He may also from time to time acquire and hold interests in businesses that compete either directly or indirectly with us. If Mr. Cole fails to act in our best interests or fails to manage us adequately, you may have difficulty removing him as a director, which could prevent us from becoming profitable.

We are responsible for the indemnification of our officers and directors, which could result in substantial expenditures.

Our bylaws provide for the indemnification of our directors, officers, employees, and agents, and, under certain circumstances, against attorneys' fees and other expenses incurred by them in litigation to which they become a party arising from their association with or activities on behalf of Foreclosure Solutions. This indemnification policy could result in substantial expenditures, which we may be unable to recoup.

Our certificate of formation authorizes our board to create new series of preferred stock without further approval by our stockholders, which could adversely affect the rights of the holders of our common stock.

Our board of directors has the authority to fix and determine the relative rights and preferences of preferred stock. Our board of directors also has the authority to issue preferred stock without further stockholder approval. As a result, our board of directors could authorize the issuance of a series of preferred stock that would grant to holders the preferred right to our assets upon liquidation, the right to receive dividend payments before dividends are distributed to the holders of common stock and the right to the redemption of the shares, together with a premium, prior to the redemption of our common stock. In addition, our board of directors could authorize the issuance of a series of preferred stock that has greater voting power than our common stock or that is convertible into our common stock, which could decrease the relative voting power of our common stock or result in dilution to our existing stockholders.

Because the Securities and Exchange Commission imposes additional sales practice requirements on brokers who deal in our shares that are penny stocks, some brokers may be unwilling to trade them. This means that you may have difficulty reselling your shares and this may cause the price of the shares to decline.

Our shares would be classified as penny stocks and are covered by Section 15(g) of the Securities Exchange Act of 1934 and the rules promulgated thereunder which impose additional sales practice requirements on brokers/dealers who sell our securities in this offering or in the aftermarket. For sales of our securities, the broker or dealer must make a special suitability determination and receive from you a written agreement prior to making a sale for you. Because of the imposition of the foregoing additional sales practices, it is possible that brokers will not want to make a market in our shares. This could prevent you from reselling your shares and may cause the price of the shares to decline.

Financial Industry Regulatory Authority ("FINRA") sales practice requirements may limit a stockholder's ability to buy and sell our stock which could depress our share price.

FINRA rules require broker-dealer to have reasonable grounds for believing that the investment is suitable for a customer before recommending that investment to the customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers. Thus, the FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may have the effect of reducing the level of trading activity and liquidity of our common stock. Further, many brokers charge higher transactional fees for penny stock transactions. As a result, fewer broker-dealers may be willing to make a market in our common stock, reducing a stockholder's ability to resell shares of our common stock and thereby depressing our share price.

Our security holders may face significant restrictions on the resale of our securities due to state "blue sky" laws.

Each state has its own securities laws, often called "blue sky" laws, which (i) limit sales of securities to a state's residents unless the securities are registered in that state or qualify for an exemption from registration and (ii) govern the reporting requirements for broker-dealers doing business directly or indirectly in the state. Before a security is sold in a state, there must be a registration in place to cover the transaction, or the transaction must be exempt from registration. The applicable broker-dealer must also be registered in that state.

We do not know whether our securities will be registered or exempt from registration under the laws of any states. A determination regarding registration will be made by those broker-dealers, if any, who agree to serve as market makers for our common stock. There may be significant state blue sky law restrictions on the ability of investors to sell, and on purchasers to buy, our securities. You should therefore consider the resale market for our common stock to be limited, as you may be unable to resell your shares without the significant expense of state registration or qualification.

Our compliance with the Sarbanes-Oxley Act and SEC rules concerning internal controls will be time-consuming, difficult, and costly.

Under Section 404 of the Sarbanes-Oxley Act and current SEC regulations, we will be required to furnish a report by our management on our internal control over financial reporting beginning with our Annual Report on Form 10-K for our fiscal year ending December 31, 2011. We will soon begin the process of documenting and testing our internal control procedures in order to satisfy these requirements, which is likely to result in increased general and administrative expenses and may shift management's time and attention from revenue-generating activities to compliance activities. While we expect to expend significant resources to complete this important project, we may not be able to achieve our objective on a timely basis. It will be time-consuming, difficult and costly for us to develop and implement the internal controls, processes and reporting procedures required by the Sarbanes-Oxley Act. We may need to hire additional personnel to do so, and if we are unable to comply with the requirements of the legislation we may not be able to assess our internal controls over financial reporting to be effective in compliance with the Sarbanes-Oxley Act.

USE OF PROCEEDS

We will not receive any proceeds from the resale of the securities offered through this Prospectus by the selling security holders. The selling security holders will receive all proceeds from this offering and if all of the shares being offered by this Prospectus are sold at $0.03 per share, those proceeds would be approximately $60,000.

We received proceeds of $60,000 from the sale of the stock being offered in this Prospectus when it was sold by us to the selling security holders. These funds are currently being used to pay for the filing of this Registration Statement and for the implementation of our business plan.

DETERMINATION OF OFFERING PRICE

The selling security holders will offer their shares at an initial offering price of $0.03 per share until our common stock is quoted on the OTC Bulletin Board, and thereafter at prevailing market prices or privately negotiated prices. However, there can be no assurance that our common stock will become quoted on the OTC Bulletin Board. The initial offering price was determined by our Board of Directors, who considered several factors in arriving at the $0.03 per share figure, including the following:

- our most recent private placements of 10,000 shares of our common stock at a price of $0.03 per share on February 9, 2011;
- our lack of operating history;
- our capital structure; and
- the background of our management.

As a result, the $0.03 per share initial price of our common stock does not necessarily bear any relationship to established valuation criteria and may not be indicative of prices that may prevail at any time. The price is not based on past earnings, nor is it indicative of the current market value of our assets. No valuation or appraisal has been prepared for our business. You cannot be sure that a public market for any of our securities will develop.

If our common stock becomes quoted on the OTC Bulletin Board and a market for the stock develops, the actual price of the shares sold by the selling security holders named in this Prospectus will be determined by prevailing market prices at the time of sale or by private transactions negotiated by the selling security holders. The number of shares that may actually be sold by a selling security holder will be determined by each selling security holder. The selling security holders are neither obligated to sell all or any portion of the shares offered under this Prospectus, nor are they obligated to sell such shares immediately hereunder. If our common stock becomes quoted on the OTC Bulletin Board and a market for our common stock develops, security holders may sell their shares at a price different than the $0.03 per share offering price depending on privately negotiated factors such as the security holder's own cash requirements or objective criteria of value such as the market value of our assets.

DILUTION

All of the 2,000,000 shares of our common stock to be sold by the selling security holder are currently issued and outstanding, and will therefore not cause dilution to any of our existing stockholders.

SELLING SECURITY HOLDERS

The 35 selling security holders are offering for sale 2,000,000 shares of our issued and outstanding common stock, which they obtained as part of the following stock issuances:

- on December 28, 2010, we issued 1,020,000 shares of our common stock to six selling security holders at $0.03 per share for aggregate cash proceeds of $30,600;
- on January 4, 2011, we issued 554,000 shares of our common stock to three selling security holders at $0.03 per share for aggregate cash proceeds of $16,620;
- on January 6, 2011, we issued 134,000 shares of our common stock to one selling security holder at $0.03 per share for cash proceeds of $4,020;
- on January 11, 2011, we issued 10,000 shares of our common stock to one selling security holder at $0.03 per share for cash proceeds of $300;
- on January 14, 2011, we issued 97,000 shares of our common stock to four selling security holders at $0.03 per share for aggregate cash proceeds of $2,910;
- on January 20, 2011, we issued 10,000 shares of our common stock to one selling security holder at $0.03 per share for cash proceeds of $300;
- on January 26, 2011, we issued 10,000 shares of our common stock to one selling security holder at $0.03 per share for cash proceeds of $300;
- on February 3, 2011, we issued 155,000 shares of our common stock to 16 selling security holders at $0.03 per share for aggregate cash proceeds of $4,650; and
- on February 9, 2011, we issued 10,000 shares of our common stock to two selling security holders at $0.03 per share for aggregate cash proceeds of $300.

1,835,000 of these shares were issued pursuant to an exemption from registration requirements of the Securities Act provided by Section 506 of Regulation D of the Securities Act, such exemption being available based on information obtained from the investors to the private placement, including that the investors were “accredited investors,” as that term is defined in Regulation D under the Securities Act.

The remaining 165,000 of these shares were issued in reliance upon an exemption from registration pursuant to Regulation S under the Securities Act. Our reliance upon Rule 903 of Regulation S was based on the fact that the sales of the securities were completed in an “offshore transaction”, as defined in Rule 902(h) of Regulation S. We did not engage in any directed selling efforts, as defined in Regulation S, in the United States in connection with the sale of the securities. Each investor was not a U.S. person, as defined in Regulation S, and was not acquiring the securities for the account or benefit of a U.S. person.

The selling security holders have the option to sell their shares at an initial offering price of $0.03 per share until a market for our common stock develops on the OTC Bulletin Board, and thereafter at prevailing market prices or privately negotiated prices. However, there can be no assurance that our common stock will become quoted on the OTC Bulletin Board.

The following table provides information as of March 31, 2011 regarding the beneficial ownership of our common stock held by each of the selling security holders, including:

- the number of shares owned by each prior to this offering;
- the number of shares being offered by each;
- the number of shares that will be owned by each upon completion of the offering, assuming that all the shares being offered are sold;
- the percentage of shares owned by each; and
- the identity of the beneficial holder of any entity that owns the shares being offered.

Name of Selling Security Holder	Shares Owned Prior to this Offering (1)	Percent (%) (2)	Maximum Number of Shares Being Offered	Beneficial Ownership after Offering	Percentage Owned upon Completion of the Offering (%) (2)
Guy Metzger	340,000	17.0%	340,000	0	0.0%
Kevin and Nicole Kirkwood (3)	166,666	8.3%	166,666	0	0.0%
Michael Tierney	66,667	3.3%	66,667	0	0.0%
Mikael Kyling	66,667	3.3%	66,667	0	0.0%
Scott Lyng	40,000	2.0%	40,000	0	0.0%
Stuart Bright	340,000	17.0%	340,000	0	0.0%
Alan Anderson	134,000	6.7%	134,000	0	0.0%
Bob Moore	340,000	17.0%	340,000	0	0.0%
Stephen Harrison	80,000	4.0%	80,000	0	0.0%
Brad Epstein	134,000	6.7%	134,000	0	0.0%
Terry Harris	10,000	(4)	10,000	0	0.0%
Harold Stickel	67,000	3.4%	67,000	0	0.0%
Jeff Swaney	10,000	(4)	10,000	0	0.0%
Josh Wald	10,000	(4)	10,000	0	0.0%
Samantha Tannehill	10,000	(4)	10,000	0	0.0%
Alun Malone	10,000	(4)	10,000	0	0.0%
Markus Byrd	10,000	(4)	10,000	0	0.0%
Carmine Giusto (5)	10,000	(4)	10,000	0	0.0%
Danielle Amoroso (6)	10,000	(4)	10,000	0	0.0%
David Tokar	10,000	(4)	10,000	0	0.0%
Georgina Stergiotis (7)	10,000	(4)	10,000	0	0.0%
John Gallo	10,000	(4)	10,000	0	0.0%
Josie Amoroso-Romano (8)	10,000	(4)	10,000	0	0.0%
Laurie Marra (9)	10,000	(4)	10,000	0	0.0%
Liberina Fontaine	10,000	(4)	10,000	0	0.0%
Marcello Romano (8)	10,000	(4)	10,000	0	0.0%
Michael Amoroso (6)	10,000	(4)	10,000	0	0.0%
Mike Fontaine	10,000	(4)	10,000	0	0.0%
Miranda Amoroso (6)	5,000	(4)	5,000	0	0.0%

Nick Stergiotis (7)	10,000	(4)	10,000	0	0.0%
Paul Marra (9)	10,000	(4)	10,000	0	0.0%
Ronald Hemsworth	10,000	(4)	10,000	0	0.0%
Sara Giusto (5)	10,000	(4)	10,000	0	0.0%
Ira Morris	5,000	(4)	5,000	0	0.0%
Paul Morris	5,000	(4)	5,000	0	0.0%
Total	**2,000,000**	**28.6%**	**2,000,000**	**0**	**0.0%**

(1)The number and percentage of shares beneficially owned is determined to the best of our knowledge in accordance with the Rules of the SEC and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any shares as to which the selling security holder has sole or shared voting or investment power and also any shares which the selling security holder has the right to acquire within 60 days of the date of this Prospectus.

(2)The percentages are based on 7,000,000 shares of our common stock issued and outstanding and as at March 31, 2011.

(3)Kevin Kirkwood and Nicole Kirkwood are husband and wife. Together they share voting and dispositive control over 166,666 shares of our common stock.

(4) Less than 1%.

(5)Carmine Giusto and Sara Giusto are husband and wife. Together they share voting and dispositive control over 20,000 shares of our common stock.

(6)Michael Amoroso and Danielle Amoroso are husband and wife and their daughter is Miranda Amoroso. Together they share voting and dispositive control over 25,000 shares of our common stock.

(7)Nick Stergiotis and Georgina Stergiotis are husband and wife. Together they share voting and dispositive control over 20,000 shares of our common stock.

(8)Marcello Romano and Josie Amoroso-Romano are mother and daughter. Together they share voting and dispositive control over 20,000 shares of our common stock.

(9)Paul Marra and Laurie Marra are husband and wife. Together they share voting and dispositive control over 20,000 shares of our common stock.

Except as otherwise noted in the above list, the named party beneficially owns and has sole voting and investment power over all the shares or rights to the shares. The numbers in this table assume that none of the selling security holders will sell shares not being offered in this Prospectus or will purchase additional shares, and assumes that all the shares being registered will be sold.

Other than as described above, none of the selling security holders or their beneficial owners has had a material relationship with us other than as a security holder at any time within the past three years, or has ever been one of our officers or directors or an officer or director of our predecessors or affiliates.

None of the selling security holders are broker-dealers or affiliates of a broker-dealer.

PLAN OF DISTRIBUTION

We are registering 2,000,000 shares of our common stock on behalf of the selling security holders. The selling security holders have the option to sell the 2,000,000 shares of our common stock at an initial offering price of $0.03 per share until a market for our common stock develops, and thereafter at prevailing market prices or privately negotiated prices.

No public market currently exists for shares of our common stock. We intend to engage a market maker to apply to have our common stock quoted on the OTC Bulletin Board. In order for our common stock to be quoted on the OTC Bulletin Board, a market maker must file an application on our behalf to make a market for our common stock. This process takes at least 60 days and can take longer than a year. We have not yet engaged a market maker to make an application on our behalf. If we are unable to obtain a market maker for our securities, we will be unable to develop a trading market for our common stock.

Trading in stocks quoted on the OTC Bulletin Board is often thin and is characterized by wide fluctuations in trading prices due to many factors that may have little to do with a company's operations or business prospects. The OTC Bulletin Board should not be confused with the NASDAQ market. OTC Bulletin Board companies are subject to far fewer restrictions and regulations than companies whose securities are traded on the NASDAQ market. Moreover, the OTC Bulletin Board is not a stock exchange, and the trading of securities on the OTC Bulletin Board is often more sporadic than the trading of securities listed on a quotation system like the NASDAQ Small Cap or a stock exchange. In the absence of an active trading market investors may have difficulty buying and selling or obtaining market quotations for our common stock and its market visibility may be limited, which may have a negative effect on the market price of our common stock.

There is no assurance that our common stock will be quoted on the OTC Bulletin Board. We do not currently meet the existing requirements to be quoted on the OTC Bulletin Board, and we cannot assure you that we will ever meet these requirements.

The selling security holders may sell some or all of their shares of our common stock in one or more transactions, including block transactions:

- on such public markets as the securities may be trading;
- in privately negotiated transactions; or
- in any combination of these methods of distribution.

The selling security holders may offer our common stock to the public:

- at an initial price of $0.03 per share until a market develops;
- at the market price prevailing at the time of sale if our common stock becomes quoted on the OTC Bulletin Board and a market for the stock develops;
- at a price related to such prevailing market price if our common stock becomes quoted on the OTC Bulletin Board and a market for the stock develops; or

- at such other price as the selling security holders determine if our common stock becomes quoted on the OTC Bulletin Board and a market for the stock develops.

We are bearing all costs relating to the registration of our common stock, which includes our legal and accounting fees, printing costs and filing and other miscellaneous fees. The selling security holders, however, will pay any commissions or other fees payable to brokers or dealers in connection with any sale of the shares of our common stock.

The selling security holders must comply with the requirements of the Securities Act and the Exchange Act regarding the offer and sale of our common stock. In particular, during such times as the selling security holders may be deemed to be engaged in a distribution of any securities, and therefore be considered to be an underwriter, they must comply with applicable laws and may, among other things:

- furnish each broker or dealer through which our common stock may be offered such copies of this Prospectus, as amended from time to time, as may be required by such broker or dealer;

- not engage in any stabilization activities in connection with our securities; and

- not bid for or purchase any of our securities or attempt to induce any person to purchase any of our securities other than as permitted under the Exchange Act.

The selling security holders and any underwriters, dealers or agents that participate in the distribution of our common stock may be deemed to be underwriters, and any commissions or concessions received by any such underwriters, dealers or agents may be deemed to be underwriting discounts and commissions under the Securities Act. Our common stock may be sold from time to time by the selling security holders in one or more transactions at a fixed offering price, which may be changed, at varying prices determined at the time of sale or at negotiated prices if our common stock becomes quoted on the OTC Bulletin Board and a market for the stock develops. We may indemnify any underwriter against specific civil liabilities, including liabilities under the Securities Act.

The selling security holders and any broker-dealers acting in connection with the sale of the common stock offered under this Prospectus may be deemed to be underwriters within the meaning of section 2(11) of the Securities Act, and any commissions received by them and any profit realized by them on the resale of shares as principals may be deemed underwriting compensation under the Securities Act. Neither we nor the selling security holders can presently estimate the amount of such compensation. We know of no existing arrangements between the selling security holders and any other security holder, broker, dealer, underwriter, or agent relating to the sale or distribution of our common stock. Because the selling security holders may be deemed to be “underwriters” within the meaning of section 2(11) of the Securities Act, the selling security holders will be subject to the prospectus delivery requirements of the Securities Act. Each selling security holder has advised us that they have not yet entered into any agreements, understandings, or arrangements with any underwriters or broker-dealers regarding the sale of their shares. We may indemnify any underwriter against specific civil liabilities, including liabilities under the Securities Act.

Regulation M

During such time as the selling security holders may be engaged in a distribution of any of the securities being registered by this Prospectus, the selling security holders are required to comply with Regulation M under the Exchange Act. In general, Regulation M precludes any selling security holder, any affiliated purchasers and any broker-dealer or other person who participates in a distribution from bidding for or purchasing, or attempting to induce any person to bid for or purchase, any security that is the subject of the distribution until the entire distribution is complete.

Regulation M defines a "distribution" as an offering of securities that is distinguished from ordinary trading activities by the magnitude of the offering and the presence of special selling efforts and selling methods. Regulation M also defines a "distribution participant" as an underwriter, prospective underwriter, broker, dealer, or other person who has agreed to participate or who is participating in a distribution.

Regulation M prohibits, with certain exceptions, participants in a distribution from bidding for or purchasing, for an account in which the participant has a beneficial interest, any of the securities that are the subject of the distribution. Regulation M also governs bids and purchases made in order to stabilize the price of a security in connection with a distribution of the security. We have informed the selling security holders that the anti-manipulation provisions of Regulation M may apply to the sales of their shares offered by this Prospectus, and we have also advised the selling security holders of the requirements for delivery of this Prospectus in connection with any sales of the shares offered by this Prospectus.

With regard to short sales, the selling security holders cannot cover their short sales with securities from this offering. In addition, if a short sale is deemed to be a stabilizing activity, then the selling security holders will not be permitted to engage such an activity. All of these limitations may affect the marketability of our common stock.

Penny Stock Rules

The SEC has adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a price of less than $5.00 (other than securities registered on certain national securities exchanges, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system).

The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from those rules, to deliver a standardized risk disclosure document prepared by the SEC which:

- contains a description of the nature and level of risk in the market for penny stocks in both public offerings and secondary trading;
- contains a description of the broker's or dealer's duties to the customer and of the rights and remedies available to the customer with respect to violations of such duties or other requirements of federal securities laws;
- contains a brief, clear, narrative description of a dealer market, including "bid" and "ask" prices for penny stocks and the significance of the spread between the bid and ask prices;
- contains the toll-free telephone number for inquiries on disciplinary actions;
- defines significant terms in the disclosure document or in the conduct of trading in penny stocks; and
- contains such other information, and is in such form (including language, type size, and format) as the SEC shall require by rule or regulation.

Prior to effecting any transaction in a penny stock, a broker-dealer must also provide a customer with:

- the bid and ask prices for the penny stock;
- the number of shares to which such bid and ask prices apply, or other comparable information relating to the depth and liquidity of the market for such stock;
- the amount and a description of any compensation that the broker-dealer and its associated salesperson will receive in connection with the transaction; and
- a monthly account statement indicating the market value of each penny stock held in the customer's account.

In addition, the penny stock rules require that prior to effecting any transaction in a penny stock not otherwise exempt from those rules, a broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive (i) the purchase's written acknowledgment of the receipt of a risk disclosure statement; (ii) a written agreement to transactions involving penny stocks; and (iii) a signed and dated copy of a written suitability statement. These disclosure requirements may have the effect of reducing the trading activity in the secondary market for our securities, and therefore security holders may have difficulty selling their shares.

Blue Sky Restrictions on Resale

When a selling security holder wants to sell shares of our common stock under this Prospectus in the United States, the selling security holder will also need to comply with state securities laws, also known as "blue sky laws," with regard to secondary sales. All states offer a variety of exemptions from registration of secondary sales. Many states, for example, have an exemption for secondary trading of securities registered under section 12(g) of the Exchange Act or for securities of issuers that publish continuous disclosure of financial and non-financial information in a recognized securities manual, such as Standard & Poor's. The broker for a selling security holder will be able to advise the security holder as to which states have an exemption for secondary sales of our common stock.

Any person who purchases shares of our common stock from a selling security holder pursuant to this Prospectus, and who subsequently wants to resell such shares will also have to comply with blue sky laws regarding secondary sales.

When this Registration Statement becomes effective, and a selling security holder indicates in which state(s) he desires to sell his shares, we will be able to identify whether he will need to register or may rely on an exemption from registration.

DESCRIPTION OF SECURITIES TO BE REGISTERED

Our authorized capital stock consists of 190,000,000 shares of common stock, $0.0001 par value, and 10,000,000 shares of preferred stock, $0.0001 par value per share. There are currently no differences in the rights or restrictions attached to our two classes of stock.

Common Stock

As of March 31, 2011, we had 7,000,000 shares of our common stock issued and outstanding. We did not have any outstanding options or any other convertible securities as of March 31, 2011.

Holders of our common stock have no preemptive rights to purchase additional shares of common stock or other subscription rights. Our common stock carries no conversion rights and is not subject to redemption or to any sinking fund provisions. All shares of our common stock are entitled to share equally in dividends from sources legally available, when, as and if declared by our Board of Directors, and upon our liquidation or dissolution, whether voluntary or involuntary, to share equally in our assets available for distribution to our stockholders.

Our Board of Directors is authorized to issue additional shares of our common stock not to exceed the amount authorized by our Certificate of Formation, on such terms and conditions and for such consideration as our Board may deem appropriate without further security holder action.

Voting Rights

Each holder of our common stock is entitled to one vote per share on all matters on which such stockholders are entitled to vote. Since the shares of our common stock do not have cumulative voting rights, the holders of more than 50% of the shares voting for the election of directors can elect all the directors if they choose to do so and, in such event, the holders of the remaining shares will not be able to elect any person to our Board of Directors.

Dividend Policy

Holders of our common stock are entitled to dividends if declared by the Board of Directors out of funds legally available for payment of dividends. From our inception to March 31, 2011, we did not declare any dividends.

We do not intend to issue any cash dividends in the future. We intend to retain earnings, if any, to finance the development and expansion of our business. However, it is possible that our management may decide to declare a cash or stock dividend in the future. Our future dividend policy will be subject to the discretion of our Board of Directors and will be contingent upon future earnings, if any, our financial condition, our capital requirements, general business conditions and other factors.

Preferred Stock

We are authorized to issue 10,000,000 shares of preferred stock with a par value of $0.0 001. As of March 31, 2011, there were no preferred shares issued and outstanding. Under our Bylaws, the Board of Directors has the power, without further action by the holders of the common stock, to determine the relative rights, preferences, privileges and restrictions of the preferred stock, and to issue the preferred stock in one or more series as determined by the Board of Directors. The designation of rights, preferences, privileges and restrictions could include preferences as to liquidation, redemption and conversion rights, voting rights, dividends or other preferences, any of which may be dilutive of the interest of the holders of the common stock.

Transfer Agent

We use Securities Transfer Corporation located at 2591 Dallas Parkway, Suite 102, Frisco, Texas 75034 as our transfer agent.

INTERESTS OF NAMED EXPERTS AND COUNSEL

No expert or counsel named in this Prospectus as having prepared or certified any part thereof or having given an opinion upon the validity of the securities being registered or upon other legal matters in connection with the registration or offering of our common stock was employed on a contingency basis or had or is to receive, in connection with the offering, a substantial interest, direct or indirect, in us. Additionally, no such expert or counsel was connected with us or any of our subsidiaries as a promoter, managing or principal underwriter, voting trustee, director, officer or employee.

Experts

Our audited financial statements for the period from December 9, 2010 to December 31, 2010 have been included in this Prospectus in reliance upon Turner Stone & Company, LLP, an independent registered public accounting firm, as experts in accounting and auditing.

DESCRIPTION OF BUSINESS

Forward-Looking Statements

This Prospectus contains forward-looking statements. To the extent that any statements made in this report contain information that is not historical, these statements are essentially forward-looking. Forward-looking statements can be identified by the use of words such as “expects”, “plans”, “will”, “may”, “anticipates”, “believes”, “should”, “intends”, “estimates” and other words of similar meaning. These statements are subject to risks and uncertainties that cannot be predicted or quantified and, consequently, actual results may differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, without limitation, our ability to raise additional capital to finance our activities; the effectiveness, profitability and marketability of our products; legal and regulatory risks associated with the share exchange; the future trading of our common stock; our ability to operate as a public company; our ability to protect our intellectual property; general economic and business conditions; the volatility of our operating results and financial condition; our ability to attract or retain qualified personnel; and other risks detailed from time to time in our filings with the SEC, or otherwise.

Information regarding market and industry statistics contained in this report is included based on information available to us that we believe is accurate. It is generally based on industry and other publications that are not produced for the purposes of securities offerings or economic analysis. Forecasts and other forward-looking information obtained from these sources are subject to the same qualifications outlined above and the additional uncertainties accompanying any estimates of future market size, revenue and market acceptance of products and services. We do not undertake any obligation to publicly update any forward-looking statements.

Overview

We were incorporated on December 9, 2010 under the laws of the State of Texas. We do not have any subsidiaries. Our principal executive offices are located at 2502 Live Oak Street, Suite 205, Dallas, Texas 75204. Our telephone number is (214) 620-8711. Our website address is www.foreclosurecat.com. Our fiscal year end is December 31.

We are a start-up, development stage company. We have only recently begun operations, have no sales or revenues, and therefore rely upon the sale of our securities to fund our operations. We have a going concern uncertainty as of the date of our most recent financial statements.

We are not a blank check company. Rule 419 of Regulation C under the Securities Act of 1933 defines a "blank check company" as a (i) development stage company that has no specific business plan or purpose or has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies, or other entity or person, and (ii) is issuing a penny stock. Accordingly, we do not believe that our company may be classified as a "blank check company" because we intend to engage in a specific business plan and do not intend to engage in any merger or acquisition with an unidentified company or other entity.

We intend to offer realtor services to homebuyers interested in foreclosed residential properties over the Internet on our website, www.foreclosurecat.com. In some instances, these services will be provided by a realtor employed or retained by the Company. In other instances, we will refer these services to outside realtors. We will collect a fixed portion of the realtor commissions. In order to facilitate our offering of realtor services we also intend to provide comprehensive and easy-to-use information on foreclosed residential properties to homebuyers over the Internet on our website. Homebuyers will have access to and use of our web-based database free of charge.

Our principle business activities will be: promoting, marketing, and selling realtor services over the Internet; and developing, maintaining, and updating a comprehensive and easy to use web-based database of information on foreclosed residential properties where homebuyers can access such information free of charge.

We are a company without revenues, we have minimal assets, and have incurred losses since inception. We have only recently begun operations. Since our inception, we have been involved primarily in organizational activities. We have built a management team, developed our business plan, reviewed potential markets, researched various products and services which we will offer, reviewed marketing strategies, raised capital, and retained experts in law and accounting.

The following table outlines our business development activities to date:

Month	Milestone Achieved
December 2010	· Researched names and incorporated our company. · Purchased the domain name for our website: www.foreclosurecat.com. · Retained legal counsel. · Appointed H.J. Cole as our sole officer and director and issued Mr. Cole 5,000,000 shares of our common stock in exchange for $500 of services. · Researched various products and services to offer in the foreclosure market, potential markets, and marketing strategies. · Developed our business plan.

Month	Milestone Achieved
January 2011	· Retained an accountant. · Retained a transfer agent. · Retained auditors.
December 2010, January 2011 and February 2011	· Raised $60,000 from 35 investors.
March 2011	· Purchased access to the initial set of data to be included in our web-based database of information on foreclosed residential properties. · Prepared this Registration Statement.

Products and Services

Realtor Services

Our sole officer and director is a licensed realtor and will provide realtor services for properties located within a reasonable distance of our offices. For properties not located within a reasonable distance of our offices, we will locate another realtor for the homebuyer. We will have executed a blanket agreement with each realtor, prior to introducing our client to the realtor. We will charge all realtors (including our sole officer and director) a fixed percentage of the commission collected by the realtor on the transaction, estimated at this time to be between 25 and 33 1/3% of the commission collected by the realtor. If a transaction is not consummated, no fee is due and payable.

Web-based Database

In order to facilitate our offering of realtor services, we also intend to develop, maintain, and continually update a comprehensive and easy-to-use web-based database of information on foreclosed residential properties. Homebuyers will be able to access our database free of charge. The database will be accessed through our website, www.foreclosurecat.com. Initially, our database will only contain information on residential properties in Dallas, Tarrant, Denton and Collin Counties in the State of Texas. Depending upon market conditions and market acceptance of our realtor services, we may expand into other counties in the State of Texas.

The information that will be included in our database will come from data providers who have compiled the information from multiple sources, including governmental databases. We have formal agreements in with data providers to provide the information that will be initially included in our database, including agreements with iHouse Web Solutions and North Texas Real Estate Information Systems, Inc. We obtain data from most data providers at nominal costs. For example, we pay iHouse Web Solutions $150 per month and North Texas Real Estate Information Systems, Inc. $200 per month. If we were not able to obtain data directly from other data providers, we would have to obtain the information directly from the multiple original data sources, which would significantly increase the time and expense required to convert the information into the format we use for our database.

We will utilize a web site tracking tool built to analyze website statistics and monitor visitors online. This tool will enable us to track the properties viewed by the users. Using this information, we will send customized e-mails to each user based upon the areas he is considering purchasing in and the price range of the properties being considered. These customized e-mails will also offer the user realtor services.

Website

We will offer realtor services through, and our database of information on foreclosed residential properties will be accessed through, our website, www.foreclosurecat.com. We have not started development of our website. We intend to hire an outside web designer to assist us in designing and building our website and retaining a third party service provider to build and maintain our network infrastructure. The third party service provider will also provide us with powerful and intuitive search tools designed to make information in our database easily accessible and valuable to our users and a web site tracking tool to enable us analyze website statistics and monitor visitors online. This tool will also enable us to generate and send customized e-mails to users of our website.

Target Markets and Marketing Strategy

We believe that our primary target market will consist of homebuyers interested in foreclosed residential properties. We anticipate that we will market and promote our website and our realtor services on the Internet. Our marketing strategy is to promote our web-based database and realtor services and attract individuals to our website. Our marketing initiatives are merely proposals and, thus, have not yet been commenced. We anticipate that our marketing initiatives will include:

- utilizing viral marketing, the practice of getting consumers to refer friends to the site through e-mail or word of mouth. Foreclosure Solutions will aggressively trigger viral marketing through strategic campaigns which may include posting on blogs and online communities such as Yahoo!® Groups, contests, implementation of features on our website which encourage users to generate an email to a friend, or give-aways tied to a viral process. Other viral techniques under consideration include creating short videos that people can view on our website or on amateur websites such as YouTube.com and e-mail to others to watch, and branded interactive online applications on our website.

- developing a search engine marketing or “SEM” campaign. SEM is the process of marketing a website via search engines, by purchasing sponsored placement in search results. For example, a user might go to Google and put in the term “foreclosed” – our strategic purchasing of these keyword search terms will cause our ad to come up. It might read “Find information of foreclosed properties at www.foreclosurecat.com” and when clicked, it will take the user to our site.

- entering into affiliate marketing relationships with website providers to increase our access to Internet consumers. Affiliate marketing means that we would place a link to our website or a banner advertisement on the websites of other companies in exchange for placing their link or banner advertisement on our website. Such marketing increases access to users, because the users of other websites may visit our website as a result of those links or banner advertisements.

We expect to rely on viral marketing as our primary marketing strategy, with SEM and affiliate marketing as secondary marketing strategies.

Growth Strategy

Our objectives are to become a recognized Internet provider of comprehensive and easy-to-use information on foreclosed residential properties for homebuyers, and to become a recognized provider of realtor services to buyers and sellers of foreclosed properties.

Our strategy is to provide our customers with powerful and intuitive search tools designed to make information in our database easily accessible and valuable to our users and exceptional realtor services. As noted above, however, our marketing proposals are, at this point, merely proposals and have not yet been commenced.

Key elements of our strategy include plans to:

- continue to expand and improve our website;
- increase the number of Internet users to our website through viral marketing, SEM, and affiliate marketing campaigns; and
- continue to reach out to each of our website through targeted e-mails based on the properties viewed by the user.

Competition

Our largest national competitors in the realtor services industry include franchisees of Century 21, Prudential, GMAC Real Estate, and RE/MAX. All of these companies may have greater financial resources than we do, including greater marketing and technology budgets. We also compete with smaller regional and local realtor companies and independent realtors. Realtors compete for business primarily on the basis of services offered, reputation, personal contacts, and realtor commission. In some instances, our realtor services will be provided by a realtor employed or retained by Foreclosure Solutions. In other instances, we will refer these services to outside realtors for a fixed fee of the realtor commissions. We may have to reduce the fees we charge our realtors to be competitive with those charged by competitors, which may accelerate if market conditions deteriorate. If competition results in lower average realtor commission rates or lower sales volume by our realtors, our revenues will be affected adversely.

Intellectual Property

The sources of the information that will be included in our database are data providers who have compiled the information from multiple sources, including governmental databases. While we do not believe our use of information compiled by other data providers infringes upon the intellectual property rights of such data providers or any other third parties, we have not investigated the possibility that our use of the information infringes on such intellectual property rights. We do not intend to take such steps until after we are cash flow positive.

Though we do not believe that our use of the information included in our web-based database will infringe on the intellectual property rights of third parties in any material respect, third parties may still claim infringement by us with respect to our use of such information. Any such claim, with or without merit, could be time-consuming, result in costly litigation, cause product deployment delays or require us to enter into royalty or licensing agreements. Such royalty or licensing agreements, if required, may not be available on terms acceptable to us or at all, which could have a material adverse effect on our business, results of operations and financial condition.

We own rights to our domain name, www.foreclosurecat.com.

Research and Development

We are not currently conducting any research and development activities.

Government Regulation

Our businesses are highly regulated. Our businesses must comply with the requirements governing the licensing and conduct of real estate brokerage and brokerage-related businesses in the jurisdictions in which we do business. These laws and regulations contain general standards for and prohibitions on the conduct of real estate brokers and sales associates, including those relating to licensing of brokers and sales associates, fiduciary and agency duties, administration of trust funds, collection of commissions, advertising and consumer disclosures. Under state law, our real estate brokers have the duty to supervise and are responsible for the conduct of their brokerage business.

We may be subject to litigation claims alleging breaches of fiduciary duties by our licensed brokers and violations of unlawful state laws relating to business practices or consumer disclosures. We cannot predict with certainty the cost of defense or the ultimate outcome of these or other litigation matters filed by or against us, including remedies or awards, and adverse results in any such litigation may harm our business and financial condition.

Our real estate brokerage business must comply with the RESPA. RESPA and comparable state statutes, among other things, restrict payments which real estate brokers, agents and other settlement service providers may receive for the referral of business to other settlement service providers in connection with the closing of real estate transactions. Such laws may to some extent restrict preferred vendor arrangements involving our brokerage business. RESPA and similar state laws require timely disclosure of certain relationships or financial interests that a broker has with providers of real estate settlement services.

There is a risk that we could be adversely affected by current laws, regulations or interpretations or that more restrictive laws, regulations or interpretations will be adopted in the future that could make compliance more difficult or expensive. There is also a risk that a change in current laws could adversely affect our business.

In addition, regulatory authorities have relatively broad discretion to grant, renew and revoke licenses and approvals and to implement regulations. Accordingly, such regulatory authorities could prevent or temporarily suspend us from carrying on some or all of our activities or otherwise penalize us if our practices were found not to comply with the then current regulatory or licensing requirements or any interpretation of such requirements by the regulatory authority. Our failure to comply with any of these requirements or interpretations could have a material adverse effect on our operations.

We are also, to a lesser extent, subject to various other rules and regulations such as:

- the Gramm-Leach-Bliley Act which governs the disclosure and safeguarding of consumer financial information;

- various state and federal privacy laws;

- the USA PATRIOT Act;

- restrictions on transactions with persons on the Specially Designated Nationals and Blocked Persons list promulgated by the Office of Foreign Assets Control of the Department of the Treasury;

- federal and state “Do Not Call” and “Do Not Fax” laws;

- “controlled business” statutes, which impose limitations on affiliations between providers of title and settlement services, on the one hand, and real estate brokers, mortgage lenders and other real estate providers, on the other hand; and

- the Fair Housing Act.

We are subject to federal and state consumer protection laws including laws protecting the privacy of consumer non-public information and regulations prohibiting unfair and deceptive trade practices. In particular, under federal and state financial privacy laws and regulations, we must provide notice to consumers of our policies on sharing non-public information with third parties, must provide advance notice of any changes to our policies and, with limited exceptions, must give consumers the right to prevent sharing of their non-public personal information with unaffiliated third parties. Furthermore, the growth and demand for online commerce could result in more stringent consumer protection laws that impose additional compliance burdens on online companies. These consumer protection laws could result in substantial compliance costs and could interfere with the conduct of our business.

In many states, there is currently great uncertainty whether or how existing laws governing issues such as property ownership, sales and other taxes, libel and personal privacy apply to the Internet and commercial online services. These issues may take years to resolve. In addition, new state tax regulations may subject us to additional state sales and income taxes. New legislation or regulation, the application of laws and regulations from jurisdictions whose laws do not currently apply to our business or the application of existing laws and regulations to the Internet and commercial online services could result in significant additional taxes on our business. These taxes could have an adverse effect on our cash flows and results of operations. Furthermore, there is a possibility that we may be subject to significant fines or other payments for any past failures to comply with these requirements.

Employees

As of March 31, 2011, we have no employees other than our sole officer and director. Mr. Cole devotes approximately 40 hours per week to our operations and will devote additional time as required. Our sole officer and director will provide some of the realtor services we will be offering to our customers. We anticipate that we will not hire any employees in the next twelve months, unless we generate significant revenues. We believe our future success depends in large part upon the continued service of our sole officer and director, H.J. Cole.

Reports to Security Holders

Upon effectiveness of this Registration Statement, we will be subject to the reporting and other requirements of the Exchange Act and we intend to furnish our shareholders annual reports containing financial statements audited by our independent registered public accounting firm and to make available quarterly reports containing unaudited financial statements for each of the first three quarters of each year. After the effectiveness of this Registration Statement we will begin filing Quarterly Reports on Form 10-Q, Annual Reports on Form 10-K and Current Reports on Form 8-K with the Securities and Exchange Commission in order to meet our timely and continuous disclosure requirements. We may also file additional documents with the Commission if they become necessary in the course of our company’s operations.

The public may read and copy any materials that we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The address of that site is www.sec.gov.

DESCRIPTION OF PROPERTY

Our principal executive offices are located at 2502 Live Oak Street, Suite 205, Dallas, Texas 75204. This is also the home residence of our sole officer and director, H.J. Cole. Mr. Cole makes this space available to the company free of charge. There is no written agreement documenting this arrangement. We do not intend at this time to lease any additional office space for a new executive, administrative, and operating office.

We have no policies with respect to investments in real estate or interests in real estate, real estate mortgages, or securities of or interests in persons primarily engaged in real estate activities.

LEGAL PROCEEDINGS

We are not aware of any pending or threatened legal proceedings, which involve us or any of our products or services.

MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Market Information

Our common stock is not traded on any exchange. We intend to engage a market maker to apply to have our common stock quoted on the OTC Bulletin Board once this Registration Statement has been declared effective by the SEC; however, there is no guarantee that we will obtain a listing.

There is currently no trading market for our common stock and there is no assurance that a regular trading market will ever develop. OTC Bulletin Board securities are not listed and traded on the floor of an organized national or regional stock exchange. Instead, OTC Bulletin Board securities transactions are conducted through a telephone and computer network connecting dealers. OTC Bulletin Board issuers are traditionally smaller companies that do not meet the financial and other listing requirements of a regional or national stock exchange.

To have our common stock listed on any of the public trading markets, including the OTC Bulletin Board, we will require a market maker to sponsor our securities. We have not yet engaged any market maker to sponsor our securities and there is no guarantee that our securities will meet the requirements for quotation or that our securities will be accepted for listing on the OTC Bulletin Board. This could prevent us from developing a trading market for our common stock.

Rule 144

None of our issued and outstanding common stock is eligible for sale pursuant to Rule 144 under the Securities Act of 1933, as amended. The SEC has recently adopted amendments to Rule 144 which became effective on February 15, 2008, and will apply to securities acquired both before and after that date. Under these amendments, and subject to the special provisions for a "shell company" as described below, a person who has beneficially owned restricted shares of our common stock for at least six months would be entitled to sell their securities provided that (i) such person is not deemed to have been one of our affiliates at the time of, or at any time during the three months preceding, a sale and (ii) we are subject to the periodic reporting requirements of the Securities Exchange Act of 1934 for at least three months before the sale.

Sales under Rule 144 by Affiliates

Subject to the special provisions for a "shell company" as described below, Persons who have beneficially owned restricted shares of our common stock for at least six months but who are our affiliates at the time of, or at any time during the three months preceding, a sale, would be subject to additional restrictions, by which such person would be entitled to sell within any three-month period only a number of securities that does not exceed the greater of either of the following:

- 1% of the number of shares of common stock then outstanding; and
- the average weekly trading volume of the common stock during the four calendar weeks preceding the filing of a notice on Form 144 with respect to the sale.

Sales under Rule 144 by our affiliates are also limited by manner of sale provisions and notice requirements and to the availability of current public information about us.

Sales Under Rule 144 by Non-Affiliates

Under Rule 144, subject to the special provisions for a "shell company" as described below, a person who is not deemed to have been one of our affiliates at the time of or at any time during the three months preceding a sale, and who has beneficially owned the restricted ordinary shares proposed to be sold for at least six (6) months, including the holding period of any prior owner other than an affiliate, is entitled to sell their shares of common stock without complying with the manner of sale and volume limitation or notice provisions of Rule 144. We must be current in our public reporting if the non-affiliate is seeking to sell under Rule 144 after holding his, her, or its shares of common stock between 6 months and one year. After one year, non-affiliates do not have to comply with any other Rule 144 requirements.

Special Provisions for "Shell Companies"

The provisions of Rule 144 providing for the six month holding period are not available for the resale of securities initially issued by a "shell company" which is defined as an issuer, other than a business combination related shell company, as defined in Rule 405, or an asset-backed issuer, as defined in Item 1101(b) of Regulation AB, that has no or nominal operations; and either no or nominal assets; assets consisting solely of cash and cash equivalents; or assets consisting of any amount of cash and cash equivalents and nominal other assets; or an issuer that has been at any time previously an issuer described in paragraph (i)(1)(i) of Rule 144. Notwithstanding paragraph (i)(1) of Rule 144, if the issuer of the securities previously had been an issuer described in paragraph (i)(1)(i) but has ceased to be an issuer described in paragraph (i)(1)(i); is subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act; has filed all reports and other materials required to be filed by Section 13 or 15(d) of the Exchange Act, as applicable, during the preceding 12 months (or for such shorter period that the issuer was required to file such reports and materials), other than Form 8-K reports, and has filed current "Form 10 information" with the SEC reflecting its status as an entity that is no longer an issuer described in paragraph (i)(1)(i), then those securities may be sold subject to the requirements of Rule 144 after one year has elapsed from the date that the issuer filed "Form 10 information" with the SEC. The term "Form 10 information" means the information that is required by SEC Form 10, to register under the Exchange Act each class of securities being sold under Rule 144. The Form 10 information is deemed filed when the initial filing is made with the SEC. In order for Rule 144 to be available, we must have certain information publicly available. We plan to publish information necessary to permit transfer of shares of our common stock in accordance with Rule 144 of the Securities Act, inasmuch as we have filed the registration statement with respect to this prospectus.

Holders

As of March 31, 2011, there were 35 holders of record of our common stock.

Dividends

To date, we have not paid dividends on shares of our common stock and we do not expect to declare or pay dividends on shares of our common stock in the foreseeable future. The payment of any dividends will depend upon our future earnings, if any, our financial condition, and other factors deemed relevant by our Board of Directors.

Equity Compensation Plans

As of March 31, 2011, we did not have any equity compensation plans.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with our financial statements, including the notes thereto, appearing elsewhere in this prospectus. The discussions of results, causes and trends should not be construed to imply any conclusion that these results or trends will necessarily continue into the future.

Forward Looking Statements

This Prospectus contains certain forward-looking statements. All statements other than statements of historical fact are "forward-looking statements" for purposes of this Prospectus, including any projections of earnings, revenues or other financial items; any statements of the plans, strategies and objectives of management for future operation; any statements concerning proposed new products, services or developments; any statements regarding future economic conditions or performance; statements of belief; and any statement of assumptions underlying any of the foregoing. Such forward-looking statements are subject to inherent risks and uncertainties and actual results could differ materially from those anticipated by the forward-looking statements.

Liquidity and Capital Resources

As of December 31, 2010 we had $30,700 in cash, current assets of $30,700, current liabilities of $8,025 and a working capital surplus of $22,675. As of December 31, 2010 we had total assets of $30,700.

During the period from December 9, 2010 (inception) to December 31, 2010 we spent net cash of $ 0 on operating activities and received net cash of $30,700 from financing activities of which $30,600 was generated from the sale of our equity securities and $100 was generated loans from H.J. Cole, our sole officer and director.

As of March 31, 2011, Mr. Cole has advanced us $100 for our cash needs. Mr. Cole has orally agreed that he will only be repaid if and when Foreclosure Solutions has a positive cash flow. Mr. Cole has also orally agreed that there is no due date for the repayment of funds he has advanced for our benefit and our obligation to Mr. Cole does not bear interest. There is no written agreement evidencing the advancement of funds by Mr. Cole or the repayment of funds to Mr. Cole.

During the period from December 9, 2010 (inception) to December 31, 2010 we experienced a $30,700 net increase in cash.

We anticipate that we will meet our ongoing cash requirements through equity or debt financing. We estimate that our expenses over the next 12 months (beginning April 2011) will be approximately $70,000 as described in the table below. These estimates may change significantly depending on the nature of our future business activities and our ability to raise capital from shareholders or other sources.

Description	Estimated Completion Date	Estimated Expenses ($)
Legal and accounting fees	12 months	$25,000
Marketing and advertising	12 months	$4,000
Product acquisition, testing and servicing costs	12 months	$6,000
Management and operating costs	12 months	$15,000
Salaries and consulting fees	12 months	$10,000
Fixed asset purchases	12 months	$5,000
General and administrative expenses	12 months	$5,000
Total		**$70,000**

We intend to meet our cash requirements for the next 12 months through a combination of debt financing and equity financing by way of private placements. We currently do not have any arrangements in place to complete any private placement financings and there is no assurance that we will be successful in completing any such financings on terms that will be acceptable to us.

If we are not able to raise the full $70,000 to implement our business plan as anticipated, we will scale our business development in line with available capital. Our primary priority will be to retain our reporting status with the SEC, which means that we will first ensure that we have sufficient capital to cover our legal and accounting expenses. Once these costs are accounted for, in accordance with how much financing we are able to secure, we will focus on product acquisition, testing and servicing costs as well as marketing and advertising of our products. We will likely not expend funds on the remainder of our planned activities unless we have the required capital.

Results of Operations

Lack of Revenues

We have limited operational history. From our inception on December 9, 2010 to December 31, 2010 we did not generate any revenues. We anticipate that we will incur substantial losses for the foreseeable future and our ability to generate any revenues in the next 12 months continues to be uncertain.

Expenses

For the period from December 9, 2010 (inception) to December 31, 2010 our expenses were as follows:

Type of Expense	($)
General and administrative expenses	$925
Professional fees	$7,000

From our inception on December 9, 2010 to December 31, 2010 we incurred total expenses of $7,925, including $7,000 in professional fees and $925 in general and administrative expenses. Our professional fees consist of legal, accounting and auditing fees. Our general and administrative expenses consist of bank charges, office maintenance, communication expenses (cellular, internet, fax, and telephone), courier, postage costs and office supplies.

Net Loss

From our inception on December 9, 2010 to December 31, 2010, we incurred a net loss of $8,425.

Subsequent Events

In January 2011 and February 2011, we issued 980,000 shares of our common stock to 29 investors at $0.03 per share for aggregate cash proceeds of $29,400. On January 5, 2011, we advanced $5,000 Mr. H.J. Cole. The advance is non interest bearing and due upon demand.

Going Concern

We have not generated any revenues and are dependent upon obtaining outside financing to carry out our operations. If we are unable to raise equity or secure alternative financing, we may not be able to continue our operations and our business plan may fail. Our auditors have issued a going concern opinion. This means that our auditors believe there is substantial doubt that we will be able to continue as an on-going business for the next 12 months. The financial statements do not include any adjustments that might result from the uncertainty about our ability to continue our business. If we are unable to obtain additional financing from outside sources and eventually produce enough revenues, we may be forced to significantly reduce our spending, delay or cancel planned activities or substantially change our current corporate structure. In such an event, we intend to implement expense reduction plans in a timely manner. However, these actions would have material adverse effects on our business, revenues, operating results and prospects, resulting in the possible failure of our business.

If our operations and cash flow improve, our management believes that we can continue to operate. However, we cannot provide any assurance that our management's actions will result in profitable operations or an improvement in our liquidity situation. The threat of our ability to continue as a going concern will be removed only when our revenues have reached a level that able to sustain our business operations.

Off-Balance Sheet Arrangements

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to stockholders.

Inflation

The effect of inflation on our revenues and operating results as not been significant.

Critical Accounting Policies

Our financial statements are affected by the accounting policies used and the estimates and assumptions made by management during their preparation. A complete listing of these policies is included in Note 3 of the notes to our financial statements for the period from December 9, 2010 (inception) to December 31, 2010. We have identified below the accounting policies that are of particular importance in the presentation of our financial position, results of operations and cash flows, and which require the application of significant judgment by management.

Fair Value Measurements

We follow FASB ASC 820, Fair Value Measurements and Disclosures, for all financial instruments and non-financial instruments accounted for at fair value on a recurring basis. This accounting standard established a single definition of fair value and a framework for measuring fair value, sets out a fair value hierarchy to be used to classify the source of information used in fair value measurement and expands disclosures about fair value measurements required under other accounting pronouncements. It does not change existing guidance as to whether or not an instrument is carried at fair value. We define fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities, which are required to be recorded at fair value, we consider the principal or most advantageous market in which we would transact and the market-based risk measurements or assumptions that market participants would use in pricing the asset or liability, such as inherent risk, transfer restrictions and credit risk. We have adopted FASB ASC 825, Financial Instruments, which allows companies to choose to measure eligible financial instruments and certain other items at fair value that are not required to be measured at fair value. We have not elected the fair value option for any eligible financial instruments.

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Management makes its best estimate of the ultimate outcome for these items based on historical trends and other information available when the financial statements are prepared. Changes in estimates are recognized in accordance with the accounting rules for the estimate, which is typically in the period when new information becomes available to management. Actual results could differ from those estimates.

Basic and Diluted Net Income (Loss) Per Share

We compute net income (loss) per share in accordance with FASB ASC No. 260, "Earnings per Share". FASB ADC No. 260 requires presentation of both basic and diluted earnings per share ("EPS") on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing Diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti dilutive. At December 31, 2010 we had no dilutive potential shares outstanding.

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

We have not had any changes in or disagreements with our independent public accountants since our inception.

DIRECTORS AND EXECUTIVE OFFICERS

Directors and Officers

Our Bylaws state that our authorized number of directors shall be not less than one and shall be set by resolution of our Board of Directors. Our Board of Directors has fixed the number of directors at one, and we currently have one director.

Our current directors and officers are as follows:

Name and Address	Age	Position(s)
H.J. Cole	66	President, Chief Executive Officer, Chief Financial Officer, Secretary and sole Director

Our Director will serve in that capacity until our next annual shareholder meeting or until his successor is elected and qualified. Officers hold their positions at the will of our Board of Directors. There are no arrangements, agreements or understandings between non-management security holders and management under which non-management security holders may directly or indirectly participate in or influence the management of our affairs.

H.J. Cole, President, Chief Executive Officer, Chief Financial Officer, Secretary, and sole director

H.J. Cole, has served as our President, Chief Executive Officer, Chief Financial Officer, Secretary and sole Director since our inception December 9, 2010.

Mr. Cole is a licensed realtor and holds a Texas Real Estate Broker's License. Since 1997, he has worked in all aspects of the real estate industry as an agent, mortgage broker and in his current capacity as a real estate broker, and has an extensive network of contacts with individual and organizations within the real estate industry. Since March 2006, Mr. Cole has provided mortgage broker services under the name "Select Mortgage Group" and real estate broker services under the name "Select Realty Group."

Mr. Cole devotes approximately 40 hours per week to our operations and will devote additional time as required.

Other Directorships

None of our directors hold any other directorships in any company with a class of securities registered pursuant to section 12 of the Exchange Act or subject to the requirements of section 15(d) of such Act or any company registered as an investment company under the Investment Company Act of 1940.

Our sole officer and director or any affiliates of our company have not been previously involved in the management or ownership of have not acted as a promoter or in which they have a controlling interest in any other previous registration statement of companies. Therefore, there are no companies that are viable or dormant and which businesses have been modified and restated from that described in their offering documents, and the sole officer and director have no connection to companies that are still actively reporting with the United States Securities and Exchange Commission.

Board of Directors and Director Nominees

Since our Board of Directors does not include a majority of independent directors, the decisions of the Board regarding director nominees are made by persons who have an interest in the outcome of the determination. The Board will consider candidates for directors proposed by security holders, although no formal procedures for submitting candidates have been adopted. Unless otherwise determined, at any time not less than 90 days prior to the next annual Board meeting at which the slate of director nominees is adopted, the Board will accept written submissions from proposed nominees that include the name, address and telephone number of the proposed nominee; a brief statement of the nominee's qualifications to serve as a director; and a statement as to why the security holder submitting the proposed nominee believes that the nomination would be in the best interests of our security holders. If the proposed nominee is not the same person as the security holder submitting the name of the nominee, a letter from the nominee agreeing to the submission of his or her name for consideration should be provided at the time of submission. The letter should be accompanied by a résumé supporting the nominee's qualifications to serve on the Board, as well as a list of references.

The Board identifies director nominees through a combination of referrals from different people, including management, existing Board members and security holders. Once a candidate has been identified, the Board reviews the individual's experience and background and may discuss the proposed nominee with the source of the recommendation. If the Board believes it to be appropriate, Board members may meet with the proposed nominee before making a final determination whether to include the proposed nominee as a member of the slate of director nominees submitted to security holders for election to the Board.

Some of the factors which the Board considers when evaluating proposed nominees include their knowledge of and experience in business matters, finance, capital markets and mergers and acquisitions. The Board may request additional information from each candidate prior to reaching a determination. The Board is under no obligation to formally respond to all recommendations, although as a matter of practice, it will endeavor to do so.

Conflicts of Interest

Our director is not obligated to commit his full time and attention to our business and, accordingly, he may encounter a conflict of interest in allocating his time between our operations and those of other businesses. In the course of his other business activities, he may become aware of investment and business opportunities which may be appropriate for presentation to us as well as other entities to which he owes a fiduciary duty. As a result, he may have conflicts of interest in determining to which entity a particular business opportunity should be presented. He may also in the future become affiliated with entities, engaged in business activities similar to those we intend to conduct.

In general, officers and directors of a corporation are required to present business opportunities to a corporation if:

- the corporation could financially undertake the opportunity;
- the opportunity is within the corporation's line of business; and
- it would be unfair to the corporation and its stockholders not to bring the opportunity to the attention of the corporation.

We plan to adopt a code of ethics that obligates our directors, officers and employees to disclose potential conflicts of interest and prohibits those persons from engaging in such transactions without our consent.

Significant Employees

As of March 31, 2011 we had no part time or full time employees. H.J. Cole, our sole director and officer, currently contributes approximately 40 hours a week to us. We also currently engage independent contractors in the areas of accounting, auditing and legal services.

Legal Proceedings

H.J. Cole, our sole officer and director, filed for Chapter 13 bankruptcy, which was discharged in September 2007. Except as otherwise described in the preceding sentence, none of our directors, executive officers, promoters or control persons has been involved in any of the following events during the last 10 years:

1. A petition under the Federal bankruptcy laws or any state insolvency law was filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of such person, or any partnership in which she was a general partner at or within two years before the time of such filing, or any corporation or business association of which she was an executive officer at or within two years before the time of such filing;

2. Convicted in a criminal proceeding or is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);

3. The subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining her from, or otherwise limiting, the following activities:

    i. Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;

    ii. Engaging in any type of business practice; or

    iii. Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;

4.The subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described in paragraph (f)(3)(i) of this section, or to be associated with persons engaged in any such activity;

5.Found by a court of competent jurisdiction in a civil action or by the Commission to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated;

6.Found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;

7.The subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

i.Any Federal or State securities or commodities law or regulation; or

ii.Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease- and-desist order, or removal or prohibition order; or

iii.Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or

8.The subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Audit Committee

We do not currently have an audit committee or a committee performing similar functions. The Board of Directors as a whole participates in the review of financial statements and disclosure.

Family Relationships

There are no family relationships among our officers, directors, or persons nominated for such positions.

Code of Ethics

We have not adopted a code of ethics that applies to our officers, directors and employees. When we do adopt a code of ethics, we will disclose it in a Current Report on Form 8-K.

EXECUTIVE COMPENSATION

The compensation discussed herein addresses all compensation awarded to, earned by, or paid to our sole officer and director.

Summary Compensation Table

The following summary compensation table sets forth the total annual compensation paid or accrued by us to or for the account of our principal executive officer since inception and each other executive officer whose total compensation exceeded $100,000 in either of the last two fiscal years:

Summary Compensation Table (1)

Name and Principal Position (2)	Year (3)	Salary ($)	Total ($)
H.J. Cole	2010	$0	$0

(1)We have omitted certain columns in the summary compensation table pursuant to Item 402(a)(5) of Regulation S-K as no compensation was awarded to, earned by, or paid to any of the executive officers or directors required to be reported in that table or column in any fiscal year covered by that table.

(2)H.J. Cole has served as our President, Chief Executive Officer, Chief Financial Officer, Secretary and Director since our inception on December 9, 2010.

(3)For the period from December 9, 2010 (inception) to December 31, 2010.

Option Grants

We did not grant any options or stock appreciation rights to our named executive officers or directors from our inception on December 9, 2010 to March 31, 2011. As of March 31, 2011 we did not have any stock option plans.

Management Agreements

We have not entered into a formal management agreement with Mr. Cole.

Compensation of Directors

Our directors did not receive any compensation for their services as directors from our inception to March 31, 2011. We have no formal plan for compensating our directors for their services in the future in their capacity as directors, although such directors are expected in the future to receive options to purchase shares of our common stock as awarded by our Board of Directors or by any compensation committee that may be established.

Pension, Retirement or Similar Benefit Plans

There are no arrangements or plans in which we provide pension, retirement or similar benefits to our directors or executive officers. We have no material bonus or profit sharing plans pursuant to which cash or non-cash compensation is or may be paid to our directors or executive officers, except that stock options may be granted at the discretion of the Board of Directors or a committee thereof.

Compensation Committee

We do not currently have a compensation committee of the Board of Directors or a committee performing similar functions. The Board of Directors as a whole participates in the consideration of executive officer and director compensation.

Indemnification

Under our Certificate of Formation and Bylaws, we may indemnify an officer or director who is made a party to any proceeding, including a lawsuit, because of his position, if he acted in good faith and in a manner he reasonably believed to be in our best interest. We may advance expenses incurred in defending a proceeding. To the extent that the officer or director is successful on the merits in a proceeding as to which he is to be indemnified, we must indemnify him against all expenses incurred, including attorney's fees. With respect to a derivative action, indemnity may be made only for expenses actually and reasonably incurred in defending the proceeding, and if the officer or director is judged liable, only by a court order. The indemnification is intended to be to the fullest extent permitted by the laws of the State of Texas.

Regarding indemnification for liabilities arising under the Securities Act which may be permitted to directors or officers under Texas law, we are informed that, in the opinion of the Securities and Exchange Commission, indemnification is against public policy, as expressed in the Securities Act and is, therefore, unenforceable.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth the ownership, as of March 31, 2011, of our common stock by each of our directors and executive officers, by all of our executive officers and directors as a group, and by each person known to us who is the beneficial owner of more than 5% of any class of our securities. As of March 31, 2011, there were 7,000,000 shares of our common stock issued and outstanding. All persons named have sole voting and investment control with respect to the shares, except as otherwise noted. The number of shares described below includes shares which the beneficial owner described has the right to acquire within 60 days of the date of this registration statement.

Title of Class	Name and Address of Beneficial Owner (1)	Amount and Nature of Beneficial Ownership	Percent of Class (%) (2)
Common Stock	H.J. Cole 2502 Live Oak Street Suite 205 Dallas, Texas 75204	5,000,000	71.4%

(1)Mr. Cole is our President, Chief Executive Officer, Chief Financial Officer, Secretary, and sole director.

(2)Based on 7,000,000 issued and outstanding shares of our common stock as of March 31, 2011.

Change in Control

As of March 31, 2011 we had no pension plans or compensatory plans or other arrangements which provide compensation in the event of termination of employment or a change in our control.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

On December 9, 2010, we issued 5,000,000 shares of restricted common stock to H.J. Cole, our sole officer and director, in consideration of services valued at $500. The shares held by Mr. Cole represent 71.4% of our issued and outstanding shares. Mr. Cole has advanced funds to us for our cash needs. As of March 31, 2011, Mr. Cole has advanced us $100 for our benefit. Mr. Cole will only be repaid if and when Foreclosure Solutions has a positive cash flow. There is no due date for the repayment of funds advanced by Mr. Cole. The obligation to Mr. Cole does not bear interest. There is no written agreement evidencing the advancement of funds by Mr. Cole or the repayment of the funds to Mr. Cole. The entire transaction was oral. On January 5, 2011, we advanced $5,000 to Mr. Cole. The advance is non-interest bearing and due upon demand. There is no written agreement evidencing the advancement of funds by us or the repayment of the funds to us. The entire transaction was oral.

Our executive, administrative and operating offices are located at Mr. Cole's home residence. Mr. Cole provides space for the company's operations free of charge. There is not written agreement evidencing this arrangement.

Director Independence

We currently act with one director. We have determined that we do not have a director that would qualify as an "independent director" as defined by Nasdaq Marketplace Rule 4200(a)(15).

We do not have a standing audit, compensation or nominating committee, but our entire board of directors acts in such capacities. We believe that our board of directors is capable of analyzing and evaluating our financial statements and understanding internal controls and procedures for financial reporting. The board of directors of our company does not believe that it is necessary to have a standing audit, compensation or nominating committee because we believe that the functions of such committees can be adequately performed by the board of directors. Additionally, we believe that retaining an independent director who would qualify as an "audit committee financial expert" would be overly costly and burdensome and is not warranted in our circumstances given the early stages of our development.

DISCLOSURE OF COMMISSION POSITION ON INDEMNIFICTION FOR SECURITES ACT LIABILITIES

Our Certificate of Formation and Bylaws provide that we shall indemnify our officers or directors against expenses incurred in connection with the defense of any action in which they are made parties by reason of being our officers or directors, except in relation to matters as which such director or officer shall be adjudged in such action to be liable for negligence or misconduct in the performance of his duty. One of our officers or directors could take the position that this duty on our behalf to indemnify the director or officer may include the duty to indemnify the officer or director for the violation of securities laws.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers and controlling persons pursuant to our Certificate of Formation, Bylaws, Texas laws or otherwise, we have been advised that in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by us of expenses incurred or paid by one of our directors, officers, or control persons, and the successful defense of any action, suit or proceeding) is asserted by such director, officer or control person in connection with the securities being registered, we will, unless in the opinion of our counsel the matter has been settled by a controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

EXPERTS

Our financial statements for the period from inception on December 9, 2010 to December 31, 2010, included in this prospectus, have been audited by Turner Stone & Company, LLP, telephone (972) 239-1660, as set forth in their report included in this prospectus. Their report is given upon their authority as experts in accounting and auditing.

LEGAL MATTERS

Bell Nunnally & Martin, LLP, 2651 North Harwood, Suite 200, Dallas, Texas 75201, telephone (214) 981-9080, has acted as our legal counsel.

FORECLOSURE SOLUTIONS, INC.

FINANCIAL STATEMENTS

December 31, 2010

Foreclosure Solutions, Inc.
(A Development Stage Company)
Index to Financial Statements

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors
Foreclosure Solutions, Inc.

We have audited the accompanying balance sheet of Foreclosure Solutions, Inc. (a development stage company) (the Company) as of December 31, 2010, and the related statements of operations, changes in stockholders' equity, and cash flows for the period from December 9, 2010 (inception) through December 31, 2010. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Foreclosure Solutions, Inc. as of December 31, 2010, and the results of its operations, changes in stockholders' equity and cash flows for the period described above in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 4 to the financial statements, the Company has not generated any revenues from operations, which raises substantial doubt about its ability to continue as a going concern. Management's plans regarding those matters also are described in Note 4. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Turner, Stone and Company, LLP

Dallas, Texas
March 31, 2011

Foreclosure Solutions, Inc.
(A Development Stage Company)
Balance Sheet
As of December 31, 2010

Assets	
Current assets:	
Cash	$ 30,700
Total current assets	$ 30,700
Liabilities and Stockholders' Equity:	
Liabilities	
Current liabilities:	
Payable to stockholder	$ 100
Accrued liabilities	7,925
Total current liabilities	8,025
Stockholders' equity:	
Preferred stock, 10,000,000 shares authorized,	
$0.0001 par value, no shares issued and outstanding	-
Common stock, 190,000,000 shares authorized,	
$0.0001 par value, 6,020,000 shares issued and outstanding	602
Additional paid in capital	30,498
Accumulated deficit	(8,425)
Total stockholders' equity	22,675
Total liabilities and stockholders' equity	$ 30,700

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

Foreclosure Solutions, Inc.
(A Development Stage Company)
Statements Of Operations
For the period from December 31, 2010 (Inception)
Through December 31, 2010

Revenues:	
Total revenues	$ -
Operating expenses:	
General and administrative	8,425
Total expenses	8,425
Loss from operations	(8,425)
Other income:	
Other income	-
Net loss	$ (8,425)
Weighted average shares outstanding	$ 5,369,394
Net loss per common share – basic and diluted	(.00)

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

Foreclosure Solutions, Inc.
(A Development Stage Company)
Statements of Stockholders' Equity
For the period from December 9, 2010 (Inception)
Through December 31, 2010

	Class A Common Stock		Additional Paid in	Accumulated	Total Stockholders'
	Shares	Amount	Capital	Deficit	Equity
Stock issued to officer	5,000,000	$ 500	$ –	$	$ 500
Stock sold for cash	1,020,000	102	30,498	–	30,600
Net loss	–	–		(8,425)	(8,425)
Balance at December 31, 2010	6,020,000	$ 602	$ 30,498	$ (8,425)	$ 22,675

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

Foreclosure Solutions, Inc.
(A Development Stage Company)
Statements of Cash Flows
For the Period from December 31, 2010 (Inception)
Through December 31, 2010

Operating Activities	
Net loss	$ (8,425)
Adjustments to reconcile net loss to net cash provided by operating activities:	
Issuance of common stock for services	500
Change in operating assets and liabilities:	
Accrued liabilities	7,925
Net cash provided by operating activities	–
Financing activities	
Proceeds from payable to stockholder	100
Proceeds from sale of common stock	30,600
Net cash provided by financing activities	30,700
Net increase in cash	30,700
Cash at beginning of the period	–
Cash at end of the period	$ 30,700
Supplemental Disclosures:	
Interest Paid	$ –
Income Taxes Paid	$ –

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

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Foreclosure Solutions, Inc.
(A Development Stage Company)
Notes to Financial Statements

1. DESCRIPTION OF ORGANIZATION SET-UP AND BUSINESS ACTIVITIES

Foreclosure Solutions, Inc. (the "Company") was incorporated on December 9, 2010, in the state of Texas, to provide information on foreclosed residential properties to homebuyers and real estate professionals on its website. As of December 31, 2010, the Company is considered to be a de novo corporation.

2. BASIS OF PRESENTATION

The accompanying financial statements as of December 31, 2010, and for the period ended December 31, 2010; include all transactions occurring during the period from the Company's incorporation to its fiscal year end. These financial statements have been prepared in accordance with the accounting principles generally accepted in the United States of America ("U.S. GAAP"). References to GAAP are done using the Financial Accounting Standards Board ("FASB") Accounting Standards Codification™ ("ASC" or "Codification") 105, *Generally Accepted Accounting Principles* ("ASC 105").

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of the financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash

For purposes of the statement of cash flows, cash includes demand deposits, time deposits and short-term liquid investments with an original maturity of three months or less when purchased. At December 31, the Company had no such investments included in cash. The Company maintains deposits in one financial institution. At December 31, 2010, the Federal Deposit Insurance Corporation (FDIC) provides unlimited insurance coverage of noninterest-bearing transaction accounts and coverage of up to $250,000 for interest bearing accounts per depositor per bank. At , none of the Company's cash was in excess of federally insured limits. The Company has not experienced any losses in such accounts and does not believe that the Company is exposed to significant risks from excess deposits.

Development Stage Company

The Company complies with ASC 915 *Development Stage Entities* and the Securities and Exchange Commission Exchange Act 7 for its characterization of the Company as development stage.

Fair Value of Financial Instruments

Financial instruments, including cash and accrued expenses are carried at cost which reasonably approximates their fair value due to the short-term nature of these amounts or due to variable rates of interest which are consistent with market rates. No adjustments have been made in the current period.

Revenue Recognition

The Company recognizes revenue when the following criteria are met: persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the sales price is fixed or determinable, and collectability is reasonably assured. The Company's standard sales agreements generally do not include customer acceptance provisions. However, if there is a customer acceptance provision or there is uncertainty about customer acceptance, the associated revenue is deferred until the Company has evidence of customer acceptance.

Basic and Diluted Net Loss per Common Share

Basic and diluted net loss per share calculations are calculated on the basis of the weighted average number of common shares outstanding during the year. The per share amounts include the dilutive effect of common stock equivalents in years with net income. Basic and diluted loss per share is the same due to the anti dilutive nature of potential common stock equivalents.

Stock Based Compensation

The Company accounts for stock-based employee compensation arrangements using the fair value method in accordance with the provisions of ASC Topic 718, *Compensation – Stock Compensation* ("ASC 718").

The Company did not grant any stock options or warrants during the period ended December 31, 2010.

Recent Accounting Pronouncements

Foreclosure Solutions, Inc. does not expect the adoption of recently issued accounting pronouncements to have a significant impact on its results of operations, financial position or cash flow.

Income Taxes

The Company accounts for income taxes under ASC Topic 740, *Income Taxes* ("ASC 740"). Under ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

4. GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As shown in the accompanying financial statements, the Company has not begun operations and has not generated any revenues to date. These conditions raise substantial doubt as to the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. Management intends to finance operations through equity funding of continued subsequent stock offerings during 2011.

5. COMMON STOCK

Foreclosure Solutions, Inc. issued 5,000,000 shares of common stock (founders' shares) on December 9, 2010 valued at $500 which was estimated to be the fair market value, and 1,020,000 shares of common stock on December 28, 2010 to shareholders of the Company. There are no outstanding options or warrants for the Company's stock.

6. COMMITMENTS AND CONTINGENCIES

As of December 31, 2010, the Company had the following commitments and contingencies:

ACCRUED LIABILITIES

Audit	$	7,000
Organizational set-up expenses		925
Total accrued liabilities	$	7,925

The Company is a newly-formed company and has no outstanding accounts payable.

7. INCOME TAXES

There was no material current or deferred income tax expense or benefits for the period ended December 31, 2010.

8. RELATED PARTY TRANSACTIONS

The Company did not receive any investments from related parties as of December 31, 2010. There was an advance to the Company from an officer and stockholder of $100, as of December 31, 2010.

9. SUBSEQUENT EVENTS

The Company issued 980,000 shares of common stock in January and February 2011 for $29,400.

On January 5, 2011, the Company advanced Mr. H.J. Cole $5,000. The advance is non interest bearing and due upon demand.

DEALER PROSPECTUS DELIVERY OPTION

Until a date, which is 90 days after the date of this Prospectus, all dealers that effect transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the dealers' obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

PART II—INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 13. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION.

The estimated expenses of the offering, all of which are to be paid by the registrant, are as follows:

Commission filing fee	$ 3.35
Legal fees and expenses	$ 8,000.00
Accounting fees and expenses	$ 2,000.00
Printing and marketing expenses	$ 500.00
Audit/Administrative Fees and Expenses	$ 7,500.00
Miscellaneous	$ 500.00
TOTAL	$18,503.35

ITEM 14. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Our Certificate of Formation and Bylaws provide that we shall indemnify our officers or directors against expenses incurred in connection with the defense of any action in which they are made parties by reason of being our officers or directors, except in relation to matters as which such director or officer shall be adjudged in such action to be liable for negligence or misconduct in the performance of his duty. One of our officers or directors could take the position that this duty on our behalf to indemnify the director or officer may include the duty to indemnify the officer or director for the violation of securities laws.

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended (the "Securities Act"), may be permitted to our directors, officers and controlling persons pursuant to our Certificate of Formation, Bylaws, Texas laws or otherwise, we have been advised that in the opinion of the Securities and Exchange Commission (the "Commission"), such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by us of expenses incurred or paid by one of our directors, officers, or control persons, and the successful defense of any action, suit or proceeding) is asserted by such director, officer or control person in connection with the securities being registered, we will, unless in the opinion of our counsel the matter has been settled by a controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

ITEM 15. RECENT SALES OF UNREGISTERED SECURITIES.

On December 9, 2010, Foreclosure Solutions sold 5,000,000 restricted shares of common stock to H.J. Cole for services valued at $500. Foreclosure Solutions relied in Section 4(2) of the Securities Act as its exemption from registration when it issued the shares of common stock to Mr. Cole. Mr. Cole agreed to hold the shares for investment purposes only and to transfer such shares only in a registered offering or in reliance upon an exemption therefrom.

In December 2010, January 2011 and February 2011, we issued 2,000,000 shares of our common stock to 35 investors at a price of $0.03 per share in exchange for aggregate cash proceeds of $60,000, as described more fully below:

- on December 28, 2010, we issued 1,020,000 shares of our common stock to six investors at a price of $0.03 per share in exchange for aggregate cash proceeds of $30,600;

- on January 4, 2011, we issued 554,000 shares of our common stock to three investors at $0.03 per share for aggregate cash proceeds of $16,620;
- on January 6, 2011, we issued 134,000 shares of our common stock to one investor at $0.03 per share for cash proceeds of $4,020;
- on January 11, 2011, we issued 10,000 shares of our common stock to one investor at $0.03 per share for cash proceeds of $300;
- on January 14, 2011, we issued 97,000 shares of our common stock to four investors at $0.03 per share for aggregate cash proceeds of $2,910;
- on January 20, 2011, we issued 10,000 shares of our common stock to one investor at $0.03 per share for cash proceeds of $300;
- on January 26, 2011, we issued 10,000 shares of our common stock to one investor at $0.03 per share for cash proceeds of $300;
- on February 3, 2011, we issued 155,000 shares of our common stock to 16 investors at $0.03 per share for aggregate cash proceeds of $4,650; and
- on February 9, 2011, we issued 10,000 shares of our common stock to two investors at a price of $0.03 per share in exchange for aggregate cash proceeds of $300.

1,835,000 of these shares were issued pursuant to an exemption from registration requirements of the Securities Act provided by Section 506 of Regulation D of the Securities Act, such exemption being available based on information obtained from the investors to the private placement, including that the investors were "accredited investors," as that term is defined in Regulation D under the Securities Act.

The remaining 165,000 of these shares were issued in reliance upon an exemption from registration pursuant to Regulation S under the Securities Act of 1933 (the "Securities Act"). Our reliance upon Rule 903 of Regulation S was based on the fact that the sales of the securities were completed in an "offshore transaction", as defined in Rule 902(h) of Regulation S. We did not engage in any directed selling efforts, as defined in Regulation S, in the United States in connection with the sale of the securities. Each investor was not a U.S. person, as defined in Regulation S, and was not acquiring the securities for the account or benefit of a U.S. person.

ITEM 16. EXHIBITS.

Exhibit No. Description

3.1	Certificate of Formation of Foreclosure Solutions, Inc.
3.2	Bylaws of Foreclosure Solutions, Inc.
4.1	Form of specimen stock certificate for Common Stock.
10.1	Agreement with iHouse Web Solutions.
10.2	Agreement with North Texas Real Estate Information Systems, Inc.
23.1	Consent of Turner Stone & Company, LLP.

ITEM 17. UNDERTAKINGS.

The registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the securities act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee' table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the prospectus or any material change to such information in the registration statement;

2. That for the purpose of determining liability under the Securities Act, each post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;

3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering; and

4. That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the registrant undertakes that in a primary offering of securities of the registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i)Any preliminary prospectus or prospectus of the registrant relating to the offering required to be filed pursuant to Rule 424;

(ii)Any free writing prospectus relating to the offering prepared by or on behalf of the registrant or used or referred to by the registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the registrant or its securities provided by or on behalf of the registrant; and

(iv)Any other communication that is an offer in the offering made by the registrant to the purchaser.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Dallas, State of Texas on March 31, 2011.

FORECLOSURE SOLUTIONS, INC.

By: /s/ H.J. Cole
H.J. Cole
President, Secretary, Treasurer, and Director

In accordance with the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities stated on March 31, 2011:

Signature	Title
/s/ H.J. Cole	President, Secretary, Treasurer, and Director (Principal Executive Officer, Principal Financial Officer, and Principal Accounting Officer)

Form 201

CERTIFICATE OF FORMATION – FOR-PROFIT CORPORATION

of

FORECLOSURE SOLUTIONS, INC.

Article 1 – Entity Name and Type

The filing entity being formed is a for-profit corporation. The name of the entity is:

Foreclosure Solutions, Inc.

Article 2 – Registered Agent and Registered Office

The initial registered agent is an individual resident of the state whose name is set forth below:

H.J. Cole

The business address of the registered agent and the registered office address is:

2502 Live Oak Street, Suite 205
Dallas, Texas 75204

Article 3 – Directors

The number of directors constituting the initial board of directors is one and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified are as follows:

H.J. Cole
2502 Live Oak Street, Suite 205
Dallas, Texas 75204

Article 4 – Authorized Shares

The corporation is authorized to issue two classes of shares of stock to be designated as "*Common Stock*" and "*Preferred Stock*." The total number of shares that the corporation shall have the authority to issue is 200,000,000. The total number of shares of Common Stock shall be 190,000,000, and each such share shall have a par value of $0.0001; and the total number of shares of Preferred Stock shall be 10,000,000, and each such share shall have a par value of $0.0001.

(a) Common Stock. The corporation is authorized to issue shares of Common Stock from time to time, which shall have all of the rights normally associated with shares of common stock under the Texas Business Organizations Code.

(b) Preferred Stock. The corporation is authorized to issue shares of Preferred Stock from time to time in one or more series or classes, each such share or class to have such distinctive designation or title as may be fixed by resolution of the board of directors of the corporation, duly adopted prior to the issuance of any shares thereof. Each such series or class shall have such voting powers, if any, and such preferences and/or other special rights, with such qualifications, limitations, or restrictions of such preferences and/or rights as shall be stated in the resolution or resolutions providing for the issuance of such series or class of shares of Preferred Stock.

Article 5 – Purpose

The purpose for which the corporation is formed is for the transaction of any and all lawful business for which a for-profit corporation may be organized under the Texas Business Organizations Code.

Supplemental Provisions/Information

None

Organizer

The name and address of the organizer:

Siobhán F. Kratovil
2651 N. Harwood, Suite 200
Dallas, Texas 75201

Effectiveness of Filing

This document becomes effective when the document is filed by the Secretary of State.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: December 8, 2010

Signature of Organizer

/s/ Siobhán F. Kratovil
Siobhán F. Kratovil

BYLAWS

OF

FORECLOSURE SOLUTIONS, INC.

A Texas For-Profit Corporation

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BYLAWS

of

FORECLOSURE SOLUTIONS, INC.

A Texas For-Profit Corporation

ARTICLE ONE: OFFICES

1.01 Registered Office and Agent. The registered office and registered agent of Foreclosure Solutions, Inc. (hereinafter referred to as the "*Corporation*") shall be as designated from time to time by the appropriate filing by the Corporation in the office of the Secretary of State of Texas.

1.02 Other Offices. The Corporation may also have offices at such other places, both within and without the State of Texas, as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE TWO: SHAREHOLDERS

2.01 Place of Meetings. All annual meetings of shareholders shall be held at such place, within or without the State of Texas, as may be designated by the Board of Directors and stated in the notice of the meeting or in a duly executed waiver of notice thereof. Special meetings of shareholders may be held at such place, within or without the State of Texas, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof. If no place for a meeting is designated, it shall be held at the registered office of the Corporation.

2.02 Annual Meeting. The annual meetings of shareholders shall be held on a date and at a time to be determined by the Board of Directors. At the annual meeting, the shareholders shall elect directors and transact such other business as may properly be brought before the meeting.

2.03 Special Meetings. Only such business shall be transacted at a special meeting as may be stated or indicated in the notice of such meeting. Special meetings of the shareholders may be called by (a) the President, the Board of Directors, the executive committee of the Board of Directors, or such other persons as may be authorized in the Certificate of Formation of the Corporation (the "*Certificate*"); or (b) the holders of at least ten percent (10%) of all shares entitled to vote at the special meeting, unless the Certificate provides for a percentage of shares greater or less than ten percent (10%), in which event a special meeting may be called by the holders of at least the percentage of shares specified in the Certificate. Upon request in writing to the President, Vice President or Secretary by any person or persons entitled to call a meeting of shareholders, the officer shall promptly cause a written notice to be given to the shareholders entitled to vote that a meeting will be held on a date and at a time, fixed by the officer, not less than ten (10) days after the date of receipt of the request. If the notice is not given within seven (7) days after the date of receipt of the request, the person or persons calling the meeting may fix the date and time of the meeting and give the notice in the manner provided in these Bylaws. If not otherwise stated in or fixed in accordance with these Bylaws, the record date for determining shareholders entitled to call a special meeting is the date on which the first shareholder receives the notice of such meeting. Nothing contained in this section shall be construed as limiting, fixing, or affecting the time or date on which a meeting of shareholders called by action of the Board of Directors may be held.

2.04 List of Shareholders. At least ten (10) days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting, arranged in alphabetical order, with the address and the number of voting shares registered in the name of each, will be prepared by the officer or agent having charge of the stock transfer books. Such list will be kept on file at the registered office of the Corporation for a period of ten (10) days prior to such meeting and will be subject to inspection by any shareholder at any time during usual business hours. Such list will be produced and kept open at the time and place of the meeting during the whole time thereof, and will be subject to the inspection of any shareholder who may be present. The original stock transfer book shall be *prima facie* evidence as to who are the shareholders entitled to examine such list or to vote at any such meeting of shareholders. However, failure to prepare and to make available such list in the manner provided in this section shall not affect the validity of any action taken at the meeting.

2.05 Notice. Written or printed notice stating the place, day, and hour of each meeting of shareholders and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days or more than sixty (60) days before the date of the meeting. Notice must be delivered either personally or by mail, by or at the direction of the President, the Secretary, or the officer or person calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his or her address as it appears on the stock transfer books of the Corporation, with postage thereon prepaid. When a meeting of shareholders is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than thirty (30) days, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which the adjournment is taken.

2.06 Quorum. The holders of a majority of the outstanding shares entitled to vote, present in person or represented by proxy, shall constitute a quorum at any meeting of shareholders, except as otherwise provided by law, the Certificate, or these Bylaws. If a quorum shall not be present or represented at any meeting of shareholders, a majority of the shareholders entitled to vote at the meeting who are present in person or represented by proxy may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At any reconvening of an adjourned meeting at which a quorum shall be present or represented, any business may be transacted that could have been transacted at the original meeting as originally notified and called if a quorum had been present or represented. The shareholders present at a duly organized meeting may continue to transact business notwithstanding the withdrawal of some shareholders prior to adjournment, provided that the holders of at least one-third (1/3) of the shares entitled to vote continue to be represented at such meeting.

2.07 Majority Vote. The vote of the holders of a majority of the shares entitled to vote at a meeting at which a quorum is present shall decide any question brought before such meeting, unless the question is one on which, by express provision of law, the Certificate, or these Bylaws, the vote of a greater number of shares is required, in which case such express provision shall govern and control the decision of such question.

2.08 Voting of Shares. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders, except to the extent that the voting rights of the shares of any class are limited or denied by the Certificate or the Texas Business Organizations Code (the "*TBOC*"). At any election for directors, every shareholder entitled to vote in such election shall have the right to vote, in person or by proxy, the number of shares owned by such shareholder for as many persons as there are director positions to be filled with respect to which the shareholder has the right to vote, and shareholders are expressly prohibited from cumulating their votes in any election for directors of the Corporation. Treasury shares, shares owned by another corporation that is owned or controlled by the Corporation, and shares held by the Corporation in a fiduciary capacity shall not be shares entitled to vote or to be counted in determining the total number of outstanding shares of the Corporation. Shares held by an administrator, executor, guardian, or conservator may be voted by him or her, either in person or by proxy, without transfer of such shares into his or her name so long as

such shares form a part of the estate and are in the possession of the estate being served by him or her. Shares standing in the name of a trustee may be voted by him or her, either in person or by proxy, only after the shares have been transferred into his or her name as trustee. Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without transfer of such shares into his or her name if authority to do so is contained in the court order by which such receiver was appointed. Shares standing in the name of another domestic or foreign corporation of any type or kind may be voted by such officer, agent, or proxy as the bylaws of such corporation may provide or, in the absence of such provision, as the board of directors of such corporation may by resolution determine. A shareholder whose shares are pledged shall be entitled to vote such shares until they have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote such shares.

2.09 Proxies. At any meeting of shareholders, every shareholder having the right to vote may vote either in person or by a proxy executed in writing by the shareholder or the shareholder's duly authorized attorney-in-fact. A telegram, telex, cablegram, or similar transmission by the shareholder, or a photographic, photostatic, facsimile, or similar reproduction of a writing executed by the shareholder, shall be treated as an execution in writing for the purposes of this section. Each such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. If no date is stated on a proxy, such proxy shall be presumed to have been executed on the date of the meeting at which it is to be voted. Each proxy shall be revocable unless expressly provided therein to be irrevocable and if, and only so long as, it is coupled with an interest sufficient in law to support an irrevocable power. Voting on any question or in any election may be by voice or show of hands unless the presiding officer orders or any shareholder demands that voting be by written ballot.

2.10 Presiding Officials at Meetings. At every meeting of the shareholders, the chairman of the Board of Directors or, in his or her absence, the President or, in his or her absence, a person appointed at the meeting, shall preside, and the Secretary shall prepare minutes.

2.11 Election Inspectors. In advance of any meeting of shareholders, the Board of Directors may appoint any persons, other than nominees for office, as inspectors of election to act at such meeting or any adjournment thereof. If inspectors of election are not so appointed, the chairman of any such meeting may, and on the request of any shareholder or the shareholder's proxy shall, appoint inspectors of election at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more shareholders or proxies, the majority of shares present shall determine whether one or three inspectors are to be appointed. In case any person appointed as inspector fails to appear or fails or refuses to act, the vacancy may be filled by appointment by the Board of Directors in advance of the meeting, or at the meeting by the person acting as chairman. The inspectors of election shall (a) determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum, and the authenticity, validity and effect of proxies; (b) receive votes, ballots or consents; (c) hear and determine all challenges and questions in any way arising in connection with the right to vote; (d) count and tabulate all votes or consents and determine the result; and (e) do such acts as may be proper to conduct the election or vote with fairness to all shareholders. The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are three inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all. On request of the chairman of the meeting or of any shareholder or his or her proxy, the inspectors shall make a report in writing of any challenge or question or matter determined by them and execute a certificate of any fact found by them. Any report or certificate made by them is *prima facie* evidence of the facts stated therein.

2.12 Closing of Transfer Books; Record Date. For the purpose of determining shareholders entitled to notice of, or to vote at, any meeting of shareholders or any reconvening thereof, or entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may provide that the stock transfer books of the Corporation shall be closed for a stated period but not to exceed in any event sixty (60) days. If the stock transfer books are closed for the purpose of determining shareholders entitled to notice of, or to vote at, a meeting of shareholders, such books shall be closed for at least ten (10) days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than sixty (60) days and, in case of a meeting of shareholders, not less than ten (10) days prior to the date on which the particular action requiring such determination of shareholders is to be taken. If the stock transfer books are not closed and if no record date is fixed for the determination of shareholders entitled to notice of, or to vote at, a meeting of shareholders or entitled to receive payment of a dividend, the date on which the notice of the meeting is to be mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders.

ARTICLE THREE: DIRECTORS

3.01 Management. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, who may exercise all powers of the Corporation and do all lawful acts and things as are not by law, the Certificate, or these Bylaws directed or required to be exercised or done by the shareholders.

3.02 Number; Election; Term; Qualification. The first Board of Directors shall consist of the number of directors named in the Certificate. Thereafter, the number of directors that shall constitute the entire Board of Directors shall be determined by resolution of the Board of Directors at any meeting thereof or by the shareholders at any meeting thereof, but shall never be less than one. No decrease in the number of directors will have the effect of shortening the term of any incumbent director. At each annual meeting of shareholders, directors shall be elected, and each director shall hold office until his or her successors is elected and qualified or until his or her earlier death, resignation, or removal from office. No director need be a shareholder, a resident of the State of Texas, or a citizen of the United States.

3.03 Removal. At any meeting of shareholders called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote on the election of directors. If any or all directors are so removed, new directors may be elected at the same meeting.

3.04 Vacancies. Any vacancy occurring in the Board of Directors by death, resignation, removal, or otherwise may be filled by an affirmative vote of at least a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy will be elected for the unexpired term of his or her predecessor in office. A directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors for a term of office only until the next election of one or more directors by the shareholders.

3.05 First Meeting. Each newly elected Board of Directors may hold its first meeting, if a quorum is present, for the purpose of organization and the transaction of business immediately after and at the same place as the annual meeting of shareholders, and no notice of such meeting shall be necessary.

3.06 Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such times and places, within or without the State of Texas, as may be designated from time to time by resolution of the Board of Directors and communicated to all directors. Regular meetings of the Board of Directors may be held when and if needed, and no more than one regular meeting of the Board of Directors shall be required in any calendar year.

3.07 Special Meetings. A special meeting of the Board of Directors shall be held whenever called by any director at such time and place, within or without the State of Texas, as such director shall designate in the notice of such special meeting. The director calling any special meeting shall cause oral or written notice of such special meeting to be given to each director at least twenty-four (24) hours before such special meeting. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice or waiver of notice of any special meeting.

3.08 Quorum; Majority Vote. At all meetings of the Board of Directors, a majority of the directors fixed in the manner provided in these Bylaws shall constitute a quorum for the transaction of business. If a quorum is not present at a meeting, a majority of the directors present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum is present. The vote of a majority of the directors present at a meeting at which a quorum is in attendance shall be the act of the Board of Directors, unless the vote of a different number is required by law, the Certificate, or these Bylaws.

3.09 Procedure; Minutes. At meetings of the Board of Directors, business shall be transacted in such order as the Board of Directors may determine from time to time. The Board of Directors shall appoint at each meeting a person to preside at the meeting and a person to act as secretary of the meeting. The secretary of the meeting shall prepare minutes of the meeting that shall be delivered to the Secretary of the Corporation for placement in the minute books of the Corporation.

3.10 Presumption of Assent. A director of the Corporation who is present at any meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof, or shall forward any dissent by certified or registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

3.11 Interested Directors. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of the Corporation's directors or officers are directors or officers or have a financial interest, will be void or voidable solely for this reason, solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof that authorizes the contract or transaction, or solely because his, her, or their votes are counted for such purpose, if: (i) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; (ii) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or (iii) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors, a committee thereof or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee that authorizes the contract or transaction.

3.12 Compensation. Directors, in their capacity as directors, may receive, by resolution of the Board of Directors, a stated salary or a fixed sum and expenses of attendance, if any, for attending meetings of the Board of Directors. No director shall be precluded from serving the Corporation in any other capacity or receiving compensation therefor.

3.13 Chairman of the Board. The Board of Directors may, in its discretion, choose a Chairman of the Board from among the directors on the Board of Directors who will preside at all meetings of the shareholders and of the Board of Directors and will be an *ex officio* member of all committees of the Board of Directors. During the absence or disability of the President, the Chairman will exercise the powers and perform the duties of the President. The Chairman will have such other powers and will perform such other duties as shall be designated by the Board of Directors. The Chairman shall serve until a successor is chosen and qualified, but may be removed at any time by the affirmative vote of a majority of the Board of Directors.

3.14 Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members one or more committees, each of which, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors, except that no such committee shall have the authority of the Board of Directors in reference to (a) amending the Certificate; (b) proposing a reduction of the stated capital of the Corporation in the manner permitted by Section 21.253 of the TBOC; (c) approving a plan of merger or share exchange of the Corporation; (d) recommending to the shareholders the sale, lease or exchange of all or substantially all of the property and assets of the Corporation otherwise than in the usual and regular course of its business; (e) recommending to the shareholders a voluntary dissolution of the Corporation or a revocation thereof; (f) amending, altering or repealing these Bylaws or adopting new bylaws of the Corporation; (g) filling vacancies on the Board of Directors or any such committee; (h) electing or removing officers of the Corporation or members of any such committee; (i) fixing the compensation of any member of such committee; or (j) altering or repealing any resolution of the Board of Directors. Unless the resolution designating a particular committee so provides, no committee of the Board of Directors shall have the authority to authorize a distribution or to authorize the issuance of shares of the Corporation. Vacancies in the membership of any such committee shall be filled by the Board of Directors at a regular or special meeting of the Board of Directors. Any such committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required. The designation of a committee of the Board of Directors and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. Each director shall be deemed to have assented to any action of the executive committee or any other committee, unless the director shall, within seven (7) days after receiving actual or constructive notice of such action, deliver his or her written dissent thereto to the Secretary of the Corporation. Members of each committee shall serve at the pleasure of the Board of Directors.

ARTICLE FOUR: GENERAL PROVISIONS RELATING TO MEETINGS

4.01 Notice. Whenever by law, the Certificate, or these Bylaws notice is required to be given to any shareholder, director, or committee member and no provision is made as to how such notice shall be given, it shall be construed to mean that notice may be given, in writing, either (i) in person, receipt acknowledged; (ii) by certified mail, return receipt requested; or (iii) by Federal Express, UPS, Airborne Express, or other national carrier, receipt acknowledged. Any notice required or permitted to be given hereunder (other than personal notice) shall be addressed to such shareholder, director, or committee member at his or her address as it appears on the books on the Corporation or, in the case of a shareholder, on the stock transfer records of the Corporation or at such other place as such shareholder, director, or committee member is known to be at the time notice is mailed or transmitted. Any notice required or permitted to be given by mail shall be deemed to be delivered and given at the time when such notice is deposited in the United States mail, postage prepaid. Any notice required or permitted to be given by telegram, telex, cable, telecopy or facsimile transmission, or similar means, shall be deemed to be delivered and given at the time transmitted.

4.02 Waiver of Notice. Whenever by law, the Certificate, or these Bylaws any notice is required to be given to any shareholder, director, or committee member of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time notice should have been given, shall be equivalent to the giving of such notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.03 Telephone and Similar Meetings. Shareholders, directors, or committee members may participate in and hold a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.04 Action by Written Consent. Any action that may be taken, or is required by law, the Certificate, or these Bylaws to be taken, at a meeting of shareholders, directors, or committee members may be taken without a meeting, without prior notice, and without a vote, if a consent in writing setting forth the action so taken shall be (a) in the case of shareholders, signed and bear the date of signature by shareholders having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted with respect to the subject matter thereof; or (b) in the case of directors or committee members, signed by all directors or committee members, as the case may be, entitled to vote with respect to the subject matter thereof. Any such consent shall have the same force and effect as a vote of such shareholders, directors, or committee members, as the case may be, and may be stated as such in any document filed with the Secretary of State of Texas or in any certificate or other document delivered to any person. The consent may be in one or more counterparts, and the signed consent shall be placed in the minute book of the Corporation.

ARTICLE FIVE: OFFICERS AND OTHER AGENTS

5.01 In General. The officers of the Corporation will be elected by the Board of Directors and will be a President and a Secretary. The Board of Directors may also elect Vice Presidents, Assistant Vice Presidents, a Treasurer, Assistant Secretaries and Assistant Treasurers, and such other officers and agents as the Board of Directors may deem desirable. Any two or more offices may be held by the same person. No officer or agent need be a shareholder, a director, a resident of the State of Texas, or a citizen of the United States.

5.02 Election. The Board of Directors, at its first meeting after each annual meeting of shareholders, shall elect a President, a Secretary, and such other officers as they deem appropriate, none of whom must be a member of the Board of Directors. The Board of Directors then, or from time to time, may also elect or appoint one or more other officers or agents as it shall deem advisable. Each officer or agent shall hold office for the term for which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified. Unless otherwise provided in the resolution of the Board of Directors electing or appointing an officer or agent, his or her term of office shall extend to and expire at the meeting of the Board of Directors following the next annual meeting of shareholders or, if earlier, at his or her death, resignation, or removal.

5.03 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by a majority of the Board of Directors only if, in the judgment of a majority of the Board of Directors, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

5.04 Vacancies. Any vacancy occurring in any office of the Corporation may be filled by the Board of Directors.

5.05 Authority. Officers shall have such authority and perform such duties in the management of the Corporation as are set forth in these Bylaws or, to the extent not inconsistent with these Bylaws, as specifically designated in the resolution of the Board of Directors creating such position and appointing or electing such person.

5.06 Compensation. The compensation, if any, of officers shall be fixed, increased, or decreased from time to time by the Board of Directors; provided, however, that the Board of Directors may, by resolution, delegate to any one or more officers of the Corporation the authority to fix such compensation.

5.07 Employment and Other Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name or on behalf of the Corporation, and such authority may be general or confined to specific instances. The Board of Directors may, when it believes the interest of the Corporation will best be served thereby, authorize executive employment contracts that will have terms no longer than ten years and contain such other terms and conditions as the Board of Directors deems appropriate. Nothing herein will limit the authority of the Board of Directors to authorize employment contracts for shorter terms.

5.08 President. The President will be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, will supervise and control all of the business and affairs of the Corporation. He or she will, in the absence of the Chairman of the Board, preside at all meetings of the shareholders and the Board of Directors. The President will have all powers and perform all duties incident to the office of President and will have such other powers and perform such other duties as the Board of Directors may from time to time prescribe.

5.09 Vice Presidents. Each Vice President will have the usual and customary powers and perform the usual and customary duties incident to the office of Vice President, and will have such other powers and perform such other duties as the Board of Directors or any committee thereof may from time to time prescribe or as the President may from time to time delegate to him or her. In the absence or disability of the President and the Chairman of the Board, a Vice President designated by the Board of Directors, or in the absence of such designation the Vice Presidents in the order of their seniority in office, will exercise the powers and perform the duties of the President.

5.10 Secretary. The Secretary will attend all meetings of the shareholders and record all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary will perform like duties for the Board of Directors and committees thereof when required. The Secretary will give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors. The Secretary will keep in safe custody the seal of the Corporation. The Secretary will be under the supervision of the President. The Secretary will have such other powers and perform such other duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate to him or her.

5.11 Assistant Secretaries. The Assistant Secretaries in the order of their seniority in office, unless otherwise determined by the Board of Directors, will, in the absence or disability of the Secretary, exercise the powers and perform the duties of the Secretary. They will have such other powers and perform such other duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate to them.

5.12 Treasurer. The Treasurer will have responsibility for the receipt and disbursement of all corporate funds and securities, will keep full and accurate accounts of such receipts and disbursements, and will deposit or cause to be deposited all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer will render to the Directors whenever they may require it an account of the operating results and financial condition of the Corporation, and will have such other powers and perform such other duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate to him or her.

5.13 Assistant Treasurers. The Assistant Treasurers in the order of their seniority in office, unless otherwise determined by the Board of Directors, will, in the absence or disability of the Treasurer, exercise the powers and perform the duties of the Treasurer. They will have such other powers and perform such other duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate to them.

5.14 Bonding. The Corporation may secure a bond to protect the Corporation from loss in the event of defalcation by any of the officers, which bond may be in such form and amount and with such surety as the Board of Directors may deem appropriate.

ARTICLE SIX: CERTIFICATES AND SHAREHOLDERS

6.01 Certificated and Uncertificated Shares. The shares of the Corporation may be either certificated shares or uncertificated shares. As used herein, the term "certificated shares" means shares represented by instruments in bearer or registered form, and the term "uncertificated shares" means shares not represented by such instruments and the transfers of which are registered upon books maintained for that purpose by or on behalf of the Corporation.

6.02 Certificates for Certificated Shares. The certificates for certificated shares of capital stock of the Corporation shall be in such form as shall be approved by the Board of Directors in conformity with law. The certificates shall be consecutively numbered, shall be entered as they are issued in the books of the Corporation or in the records of the Corporation's designated transfer agent, if any, and shall state the shareholder's name, the number of shares, and such other matters as may be required by law. The certificates shall be signed by the President or any Vice President and also by the Secretary, an Assistant Secretary, or any other officer, and may be sealed with the seal of the Corporation or a facsimile thereof. If any certificate is countersigned by a transfer agent or registered by a registrar, either of which is other than the Corporation itself or an employee of the Corporation, the signatures of the foregoing officers may be a facsimile.

6.03 Lost, Stolen, or Destroyed Certificates. The Corporation shall issue a new certificate in place of any certificate for certificated shares previously issued if the registered owner of the certificate satisfies the following requirements:

(a) Claim. The registered owner makes proof in affidavit form that a previously issued certificate for certificated shares has been lost, destroyed, or stolen;

(b) Timely Request. The registered owner requests the issuance of a new certificate before the Corporation has notice that the certificate has been acquired by a purchaser for value in good faith and without notice of an adverse claim;

(c) Bond. The registered owner gives a bond in such form, and with such surety or sureties, with fixed or open penalty, as the Board of Directors may direct, in its discretion, to indemnify the Corporation (and its transfer agent and registrar, if any) against any claim that may be made on account of the alleged loss, destruction, or theft of the certificate; and

(d) Other Requirements. The registered owner satisfies any other reasonable requirements imposed by the Board of Directors.

When a certificate has been lost, destroyed, or stolen and the shareholder of record fails to notify the Corporation within a reasonable time after he or she has notice of it, if the Corporation registers a transfer of the shares represented by the certificate before receiving such notification, the shareholder of record is precluded from making any claim against the Corporation for the transfer or for a new certificate.

6.04 Transfer of Shares. With respect to certificated shares, upon surrender to the Corporation or the transfer agent of the Corporation of a certificate representing shares duly endorsed or accompanied by proper evidence of succession, assignment, or authority to transfer, the Corporation or its agent shall issue a new certificate to the person entitled thereto, cancel the old certificate, and record the transaction upon its books. With respect to uncertificated shares, upon delivery to the Corporation of proper evidence of succession, assignment, or authority to transfer, the Corporation or its agent shall record the transaction upon its books. When a transfer of shares is requested and there is reasonable doubt as to the right of the person seeking the transfer, the Corporation or its transfer agent, before recording the transfer of the shares on its books or issuing any certificate therefor, may require from the person seeking the transfer reasonable proof of such person's right to the transfer. If there remains a reasonable doubt of the right to the transfer, the Corporation may refuse a transfer unless the person gives adequate security or a bond of indemnity executed by a corporate surety or by two individual sureties satisfactory to the Corporation as to form, amount and responsibility of sureties. The bond shall be conditioned to protect the Corporation, its officers, transfer agents and registrars, or any of them, against any loss, damage, expense or other liability to the owner of the shares by reason of the recordation of the transfer or the issuance of a new certificate for shares.

6.05 Registered Shareholders. The Corporation shall be entitled to treat the shareholder of record as the shareholder in fact of any shares and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such shares on the part of any other person, whether or not it shall have actual or other notice thereof, except as otherwise provided by law.

6.06 Legends. If the Corporation is authorized to issue shares of more than one class, each certificate representing shares issued by the Corporation (a) shall conspicuously set forth on the face or back of the certificate a full statement of (i) all of the designations, preferences, limitations, and relative rights of the shares of each class authorized to be issued; and (ii) if the Corporation is authorized to issue shares of any preferred or special class in series, the variations in the relative rights and preferences of the shares of each such series to the extent they have been fixed and determined and the authority of the Board of Directors to fix and determine the relative rights and preferences of subsequent series; or (b) shall conspicuously state on the face or back of the certificate that (i) such a statement is set forth in the Certificate on file in the office of the Secretary of State; and (ii) the Corporation will furnish a copy of such statements to the record holder of the certificate without charge upon written request to the Corporation at its principal place of business or registered office.

If the Corporation issues any shares that are not registered under the Securities Act of 1933, as amended, the transfer of any such shares shall be restricted in accordance with an appropriate legend.

In the event any restriction on the transfer, or registration of the transfer, of shares shall be imposed or agreed to by the Corporation, each certificate representing shares so restricted (a) shall conspicuously set forth a full or summary statement of the restriction on the face of the certificate; (b) shall set forth such statement on the back of the certificate and conspicuously refer to the same on the face of the certificate; or (c) shall conspicuously state on the face or back of the certificate that such a restriction exists pursuant to a specified document and (i) that the Corporation will furnish to the record holder of the certificate without charge upon written request to the Corporation at its principal place of business or registered office a copy of the specified document; or (ii) if such document is one required or permitted by law to be and has been filed, that such specified document is on file in the office of the Secretary of State and contains a full statement of such restriction.

ARTICLE SEVEN: MISCELLANEOUS PROVISIONS

7.01 Dividends. Subject to any restrictions of law or in the Certificate, dividends may be declared by the Board of Directors at any meeting and may be paid in cash, in property, or in shares of capital stock of the Corporation. Such declaration and payment shall be at the discretion of the Board of Directors.

7.02 Reserves. The Board of Directors may create out of funds of the Corporation legally available therefor such reserve or reserves as the Board of Directors from time to time, in its discretion, considers proper to provide for contingencies, to equalize dividends, or to repair or maintain any property of the Corporation, or for such other purpose as the Board of Directors shall consider beneficial to the Corporation. The Board of Directors may modify or abolish any such reserve in the same manner.

7.03 Indemnification and Insurance. The Corporation will indemnify its directors, officers, and other persons referenced in the Certificate to the fullest extent permitted by the TBOC and may, if and to the extent authorized by the Board of Directors, so indemnify any other person whom it has the power to indemnify against liability, reasonable expenses, or any other matters whatsoever. The Corporation may, at the discretion of the Board of Directors, purchase and maintain insurance on behalf of the Corporation and any person whom it has the power to indemnify under the TBOC, the Certificate, these Bylaws, or otherwise.

7.04 Books and Records. The Corporation shall keep correct and complete books and records of account, shall keep minutes of the proceedings of its shareholders, Board of Directors, and any committee thereof, and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its shareholders, giving the names and addresses of all shareholders and the number and class of shares held by each shareholder.

7.05 Fiscal Year. The fiscal year of the Corporation shall be fixed by the Board of Directors, provided, however, that if such fiscal year is not fixed by the Board of Directors and the Board of Directors does not defer its determination of the fiscal year, it shall be the calendar year.

7.06 Seal. The seal, if any, of the Corporation shall be in such form as may be approved from time to time by the Board of Directors.

7.07 Checks. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the Corporation may be signed or endorsed by the President and/or such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

7.08 Resignation. A director, committee member, officer, or agent may resign by so stating at any meeting of the Board of Directors or by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect at the time specified therein, or immediately if no time is specified. Unless it specifies otherwise, a resignation is effective without being accepted.

7.09 Securities of Other Corporations. The President, or, in his or her absence, any Executive Vice President, shall have the power and authority to transfer, endorse for transfer, vote, consent, or take any other action with respect to any securities of another issuer that may be held or owned by the Corporation and to make, execute, and deliver any waiver, proxy, or consent with respect to any such securities.

7.10 Amendment. The power and authority to alter, amend, or repeal these Bylaws or to adopt new bylaws is vested in the Board of Directors, subject to the power of the shareholders to change or repeal any bylaws so made.

7.11 Invalid Provisions. If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as possible and reasonable, shall remain valid and operative.

7.12 Headings. The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

ADOPTED by the Board of Directors on December 9, 2010.

/s/ H.J. Cole
H.J. Cole, Secretary

ORGANIZED UNDER THE LAWS OF THE STATE OF TEXAS

FORECLOSURE SOLUTIONS, INC.

COMMON STOCK

The Corporation is Authorized to Issue 190,000,000 Shares Common Stock - Par Value $0.0001 Per Share

This Certifies that _____ is the owner of

_____ fully paid and non-assessable Shares

transferable only on the books of the Corporation by the holder hereof in person or by duly authorized Attorney upon surrender of this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and to be sealed with the Seal of the Corporation.

Dated _____

Secretary

President

 (800) 392-3720

Exhibit 10.1

ADDENDUM TO ACCESS AGREEMENT (03/08)

BETWEEN Foreclosure Solutions, Inc.
(MLS PARTICIPANT/BROKER - OFFICE NAME)

AND iHOUSEweb, Inc. (VENDOR*)

**If vendor is not yet authorized by NTREIS, an MLS Data License Agreement is also required.*

RECITALS:

A. Broker and Vendor are entering into an agreement to which this Addendum is attached which provides, *inter alia*, that Vendor will have access to the MLS Database, as defined below.

B. Broker's sales associates are members of one of the MLS service providers of North Texas Real Estate Information Systems, Inc. (NTREIS).

C. Section 17.14 of the MLS Rules and Regulations of NTREIS (the Rules) requires all participants/ subscribers who contract to permit a vendor access to the MLS Database must incorporate this Addendum or a substantially similar addendum into such agreement.

NOW THEREFORE, for valuable consideration, including the mutual covenants and agreements of the Broker and Vendor, it is agreed as follows:

1. MLS Database. The parties acknowledge that among the services offered by NTREIS is a computer-based electronic on-line information system (the "On-Line MLS System") designed to provide, and which provides, MLS Participants with access to current and historical information and data, and compilations of such information and data, about residential and commercial real estate listings and leases (the "MLS Database").

2. Exclusive Rights. The parties agree that only NTREIS possesses the exclusive, non-transferable right and license to operate, administer, and manage the ordinary and customary day-to-day operations, activities and services of the MLS, including but not limited to, the On-Line MLS System.

3. Ownership of Database. The parties recognize that NTREIS owns and claims all rights, titles, and interests (including but not limited to rights of copyright) in and to the MLS Database and each and every item of information and data, and each and every compilation of information and data, which is at present and which shall be at any time and from time-to-time hereafter a part of the On-Line MLS System and MLS Database; and access thereto and use thereof is strictly limited and regulated by the MLS Rules and Regulations.

4. Access of Database. Broker hereby grants permission to Vendor to access, retrieve, and download data from the MLS Database for the limited purpose of providing the following services and/or products (collectively referred to herein as the Service) exclusively to sales associates and employees of Broker: Permission to display IDX on website

Note: Section 4 must be completed for approval to be granted.

5. Interface and Installation. If NTREIS is required to perform any service, including but not limited to any software interface required by Vendor to provide the Service to Broker, Vendor shall pay for all programming costs, installation costs, and other expenses involved in such interface.

6. Covenants and Obligations of Vendor. During the term of this agreement, Vendor agrees:

a. To maintain its financial capability necessary to render efficient and effective Service to Broker. Upon request of Broker, Vendor agrees to submit its current financial statement to Broker, including a balance sheet, profit and loss statement, and related accounting statements, or a current letter from the principal banker for Vendor confirming the financial stability and creditworthiness of Vendor.

b. To maintain in full force and effect during the term of this Agreement adequate professional and general liability insurance issued by an insurance company authorized to do business in the state of Texas acceptable to Broker. Upon request of Broker, Vendor agrees to provide Broker a certificate of insurance evidencing the existence of such coverage, naming Broker and NTREIS as an additional insureds, and containing the agreement of the carrier that such coverage will not be cancelled or terminated without furnishing thirty (30) days' prior written notice to Broker and NTREIS.

7. Ownership of Data. Vendor hereby acknowledges and agrees that ownership and control of the MLS Database, including all data therein, will remain exclusively in NTREIS and that Vendor will never acquire or assert a claim to ownership of such data.

8. Safeguard of Data. Vendor will take all appropriate steps and precautions to safeguard and protect the access, use, and security of the MLS Database. Vendor will not reconfigure, reformat, resell, transmit, download, copy, furnish, or otherwise make available to any person, firm, or corporation other than for the use and benefit of participants and subscribers of the MLS affiliated with Broker. For purposes of this agreement, any reference to "use" of the MLS Database shall mean and include the accessing, using, disclosing, revealing, making available, displaying, delivering, distributing, transferring, transmitting, communicating, publishing, and/or disseminating of the MLS Database, whether originals or copies, whether in whole or in part, whether directly or indirectly, or whether knowingly or otherwise.

9. Confidentiality. Vendor will treat as confidential the MLS Database, including all data therein, and recognize the same to be the proprietary property of NTREIS. Nothing contained herein shall be deemed or construed to grant Vendor any right, title, or interest in or to the data or the MLS Database. Vendor further acknowledges that the MLS Database is of substantial value to NTREIS and that there exists a necessity to preserve the sanctity and confidential nature thereof. Accordingly, Vendor shall implement and maintain all necessary controls to protect and safeguard the MLS Database from and against unauthorized use.

10. Modifications. Any modification of the terms of this Addendum will not be effective unless Broker obtains the prior written approval of NTREIS to such modifications.

11. Section 17 of the Rules. Vendor acknowledges receipt of a copy of Sections 16 and 17 (available on www.ntreis.net) of the Rules & Regulations and that Vendor has reviewed same, and agrees to comply with same.

IN WITNESS WHEREOF, the undersigned parties have executed this Addendum to evidence their agreement.

BROKERAGE: FOREC01

Foreclosure Solutions, Inc.
(Name of MLS Participant's Office)

VENDOR:

iHouseWeb, Inc
(Name of Vendor)

H J Cole
0458143

Authorized MLS Participant/Broker Signature
MLS Participant/Broker Name H.J. Cole
MLS Participant License # 0458143

OK Broker

Name H.J. Cole
Agent License # 0458143

Office Address 2502 Live Oak St #205
City/State/Zip Dallas, TX 75204
E-mail hjcole@msn.com
Phone # 214-620-8711

Vendor Signature
Name Jamie Cuadrina
Title Tax Support Manager
Vendor Address 2330 Franklin Street
City/State/Zip Oakland, CA 94612
E-mail jhousemls@ihouseweb.com
Phone # 866 645-7700

Required: URL of web site containing MLS data

X www.foreclosurebar.com

Vendor: Please fax completed document to *866-924-3979*, NTREIS staff will notify you via email when the addendum has been approved.

APPROVED
By Cindy Cocklin at 12:21 pm, Mar 25, 2011

For NTREIS Use Only:

Addendum is hereby approved this _____ day of _____, 200_____.

NORTH TEXAS REAL ESTATE
INFORMATION SYSTEMS, INC.

By: _____
Authorized NTREIS Representative

Exhibit 10.2

2011

PARTICIPATION AGREEMENT
APPLICATION FOR SERVICE FROM THE
NORTH TEXAS REAL ESTATE INFORMATION SYSTEMS, INC. ("NTREIS")
THROUGH METROTEX, LOCAL MULTIPLE LISTING SERVICE ("MLS") PROVIDER

STATE OF TEXAS COUNTY OF DALLAS

THIS AGREEMENT is made and entered into by the undersigned party ("Participant") in conjunction with Participant's Application for MLS service from NTREIS, through the local MLS provider.

FOR AND IN CONSIDERATION of the privileges of service from NTREIS, the benefits to be derived by the Participant, and other good and valuable consideration, the receipt and sufficiency of which is acknowledged, upon acceptance of the Application of the Participant, the Participant agrees as follows:

1. Participant acknowledges that Participant has read all Rules and Regulations of the MLS and of the National Association of REALTORS ® ("NAR"), understands such Rules and Regulations, and agrees to observe, comply with, and uphold the Rules and Regulations so long as Participant is a member of the MLS.

2. Participant covenants and agrees that, for every listing of property filed with the MLS, Participant will obtain a written listing agreement from the owner or owners of the property, which listing agreement will provide:

   (a) a good and sufficient legal description of the property;
   (b) that the listing broker on the property has either an exclusive right to sell or lease the property, or that the listing broker is appointed as the exclusive agent of the owner for the sale or lease of the property;
   (c) for the listing broker to make blanket unilateral offers of cooperation and compensation to all other participants in the MLS; and
   (d) authorization for the listing broker to submit statistical information to the MLS after the property is sold or exchanged, including, but not limited to, the true sales price, whether the sale was for cash or financed by the owner, and, in the event of an exchange, the value allocated to the property by the parties to the exchange transaction.

3. Participant agrees to retain in Participant's files an executed copy of the listing agreement for a period of 365 days after the date on which the property is sold or the date on which the listing for the property is terminated, whichever is later.

4. Participant covenants and agrees, with respect to each listing of property filed with the MLS by Participant, to complete a profile sheet on a form made available by the MLS. By filing the information concerning each listing with the MLS by Participant, Participant warrants and represents to the MLS that Participant has obtained a written listing agreement described in paragraph 2 and a duly completed profile sheet containing the information required by the MLS. Participant agrees to retain in Participant's files each of the profile sheets for a period of 365 days after the date on which the property is sold or the date on which the listing for the property is terminated, whichever occurs later.

5. Participant agrees to indemnify and hold harmless NTREIS, the local MLS provider, and all other participants of the MLS of and from any and all claims, causes of action, damages, losses or injuries sustained as a result of the failure of Participant to comply with the terms and provisions of this Agreement or of the Rules and Regulations of the MLS, as amended from time to time. The indemnification provisions of this paragraph shall survive any resignation or termination of service from NTREIS by Participant. Participant acknowledges that all data included in the MLS system belongs to and is owned by NTREIS.

6. I hereby authorize representatives of NTREIS and/or the local MLS provider to request information concerning my creditworthiness in connection with this Application.

7. I agree that as a conditions of my participation in NTREIS, through the local MLS provider, to complete the orientation course(s) as prescribed by NTREIS.

_____ DATE: 3-8-11
Signature of Applicant

MetroTex Association of REALTORS®, Inc.
8201 N. Stemmons Freeway Dallas, Texas 75247
Phone: (214) 540-2745 Fax: (214) 637-5951
1681W. Northwest Hwy. Grapevine, TX 76051
Phone: 817-796-5400 Fax: 817-796-5421

100.00 DEP. $61.34

2125

MEMBER# 129

FIRM # 15581

DisplayKEY Sub-Lease Agreement

This Sub-Lease Agreement ("Lease") is entered as of March 08, 2011, by and between N.J. Cole, ("Keyholder"), and METROTEX KEY SERVICES, INC., a Texas corporation, an affiliate of METROTEX ASSOCIATION OF REALTORS, INC. ("Organization") covering the following equipment:

DisplayKEY Serial # 156977 Cradle Serial # USB: 610103374

Keyholder and Organization agree as follows:

Update Fees Atx

1. **LEASE AGREEMENT**

ASSIGNED

a. Organization leases to Keyholder, and Keyholder leases from Organization, the equipment described above (which may be new or refurbished), which includes the DisplayKEY and the DisplayKEY Cradle (collectively the "Equipment"). In addition, Organization grants to Keyholder (i) a limited non-exclusive, non-transferable sub-license to use the network, the use of which Organization licenses from GE Security, Inc. ("GE"), which is necessary for the use and operation of the Equipment (the "Network") for the Term (as defined in Section 1(b) below) and (ii) a limited, non-exclusive, nontransferable sub-license to use the software Organization licenses from GE (the "Software") for the Term. The Equipment, Software and Network are collectively referred to herein as the "Service." The Service is more fully described in the User's Guide's published by GE, which will be provided to Keyholder and is incorporated herein by reference.

b. Keyholder must be (i) a member in good standing of Organization or of a Texas real estate association, and (a) hold a valid real estate broker license or (b) an independent contractor affiliated with a real estate broker and hold a valid real estate agent license, or (c) in the employ of a real estate broker and has been authorized by such broker to use the Products, software and services, or (ii) an affiliate member of Organization or of a Texas real estate association within the service area of the North Texas Real Estate Information Systems (NTREIS).

c. This Lease shall commence on the date set forth above and automatically renew on an annual basis unless terminated pursuant to the provisions of this Lease.

d. Keyholder agrees to comply with the Rules and Regulations relating to the use of the Service which are set forth in the User's Guide and the Rules and Regulations of Organization. By executing this Lease, Keyholder agrees to maintain the security of the Equipment and the personal identification number of each piece of Equipment to prevent the use of the Equipment by unauthorized persons. Keyholder further agrees that neither the Service, nor any other GE product used in connection with the Service (including the Equipment), is a security system. The Service is a marketing convenience key-control system, and as such, any loss of Equipment or disclosure of personal identification numbers compromises the integrity of the Service, and Keyholder agrees to use her or his best efforts to ensure the confidentiality and integrity of all components of the Service. Failure to comply with the Rules and Regulations relating to the use of the Service may result in fines and/or other disciplinary action including suspension/termination of the Service.

e. Keyholder understands that, in order to make the Service available to Keyholder, Organization and GE entered into a Master Agreement (the "Agreement") that provides the terms under which GE will provide the Service to Organization. **Keyholder understands that, if the Agreement is terminated for any reason during the Term of this Lease, the Service will no longer be available to Keyholder and this Lease will terminate in accordance with Section 10 below. Keyholder agrees that, under the terms of the Agreement, Organization may elect a different Service or choose to upgrade the Service at any time during the Term of this Lease, which may result in an increase of the System Fee (as defined in Section 3(a) below) and/or the termination of this Lease.** Except as the rights and obligations of Keyholder and Organization under this Lease may be affected as described in the two preceding sentences, the rights and obligations between Keyholder and Organization with respect to the Service are governed solely by the terms and conditions of this Lease. Keyholder understands that failure of Organization to perform its obligations under the Agreement may detrimentally affect Keyholder's use of the Service.

f. In the Agreement, GE has reserved the right to discontinue any item of Equipment used in connection with the Service upon the provision of one (1) year prior written notice to Organization. If GE discontinues any item of Equipment, the Equipment leased hereunder shall continue to be completely compatible with and shall function with the Service. If the Equipment leased is lost, destroyed or damaged, Organization may replace that Equipment with refurbished Equipment ("Replacement"), which shall be completely compatible with and shall function with the Service, and shall offer the same level of functionality as the Equipment currently offered.

2. **TITLE AND USE** The Service, including all its components, and the Equipment, are and shall at all times remain the property of GE. All additions, attachments, replacement parts and repairs to the Equipment, and any Replacements shall become part of the Equipment and shall, without further act, become the property of GE. The Software and all applicable rights in patents, copyrights, trade secrets, and trademarks are and shall at all times remain the property of GE.

3. **PAYMENTS**

a. **DURING THE TERM OF THIS LEASE, KEYHOLDER SHALL PAY TO ORGANIZATION A FEE FOR THE LEASE AND USE OF THE EQUIPMENT, PLUS APPLICABLE TAX (THE "SYSTEM FEE"). THE SYSTEM FEE SHALL**

BE DETERMINED BY THE ORGANIZATION AND SHALL BE DUE ANNUALLY, IN ADVANCE. KEYHOLDER SHALL BE ENTITLED TO TERMINATE THIS LEASE IN ACCORDANCE WITH THE PROVISIONS CONTAINED IN SECTION 10.

b. Upon execution of this Lease, Keyholder shall pay prorated fees for the current billing year, annual fee for the next year if annual bills have already been invoiced, an activation fee of $50.00 and a key deposit of $50.00 "Deposit".

c. Deposit shall be refunded to the Keyholder upon return of the Equipment provided that no breach of this agreement has occurred. Interest earned by Organization on the Deposit belongs to Organization as partial consideration for its services. Keyholder hereby waives any claim to any interest on the Deposit.

d. Keyholder agrees to pay to Organization a late fee of $25.00 for any System Fee that is not received by Organization by the date such payment is due. Keyholder also agrees to pay to Organization a fee of $20.00 for any Keyholder check that is returned unpaid or for insufficient funds.

e. EXCEPT AS OTHERWISE PROVIDED HEREIN, KEYHOLDER'S OBLIGATION TO MAKE PAYMENTS TO OR AT THE DIRECTION OF ORGANIZATION SHALL BE ABSOLUTE, UNCONDITIONAL, NONCANCELABLE AND INDEPENDENT AND SHALL NOT BE SUBJECT TO ANY SETOFF, CLAIM OR DEFENSE FOR ANY REASON, INCLUDING ANY CLAIMS KEYHOLDER MAY HAVE RELATING TO PERFORMANCE OR FOR LOSS OR DAMAGE OF OR TO THE SERVICE OR THE EQUIPMENT OR ANY REPLACEMENTS.

4. **RISK OF LOSS; RETURN OF DISPLAYKEY**

a. No loss, damage or destruction to the Equipment shall relieve KEYHOLDER of any obligation under this Lease, except to the extent any such loss, damage or destruction is directly caused by the negligence of ORGANIZATION. The cost for replacing any Equipment that is lost, damaged or destroyed and the damages to be paid by KEYHOLDER for failing to return the Equipment upon termination of this Lease is set forth below. Replacements may be refurbished Equipment.

DisplayKEY	DisplayKEY Cradle	USB cable
$150.00	$99.00	$10.00

b. At the expiration of the Term, Keyholder, at Keyholder's expense and risk, shall immediately return or cause the return to Organization to such location as Organization shall specify, all of the DisplayKEY with all Software and any components included within the Service that have been leased to Keyholder pursuant to this Lease. The DisplayKEY and components used in connection with the Service shall be returned in good condition, repair and working order, ordinary wear and tear excepted.

5. **REPRESENTATIONS AND COVENANTS** Keyholder covenants and agrees:

a. If Keyholder misuses the Service or any component thereof, including without limitation, use of the Service in violation of the User's Guide, and a third party brings an action against Organization and/or GE relating to such misuse, Keyholder agrees to indemnify, defend and hold harmless Organization and/or GE, and their respective directors, officers, agents, representatives, employees, successors and assigns, from and against any and all claims, demands, actions, losses, damages, injuries, obligations, liabilities and costs and expenses of every kind or nature (including reasonable attorneys' fees, whether incurred at the trial or appellate level, in an arbitration proceeding, in bankruptcy, including without limitation, any adversary proceeding, contested matter or motion or otherwise) incurred by Organization and/or GE in such proceeding.

b. **That neither Organization nor GE shall be liable for any compensatory, indirect, incidental, consequential, punitive, reliance or special damages, including, without limitation, damages for lost profits, advantage, savings or revenues of any kind or increased cost of operations, arising out of the use or inability to use the Service for any purpose whatsoever whether or not Keyholder has been advised of the possibility of such damages.**

c. That Keyholder will not (i) use or gain access to the source code for the Software; (ii) alter, reproduce, modify, adapt, translate, reverse engineer, de-compile, disassemble or prepare derivative works based upon the Software; or (iii) provide or otherwise make available the Software or any part or copies thereof to any third party.

d. To provide Organization and GE with written notice of any legal proceeding or arbitration in which Keyholder is named as a defendant and that alleges defects in the Equipment within five (5) days after Keyholder receives written notice of such action.

The obligations set forth in this Section shall survive termination of this Lease.

6. **DEFAULT**

a. Each of the following events shall be an Event of Default by Keyholder under this Lease:

(i) Keyholder's failure to pay, for any reason, any amount required under this Lease within fifteen (15) days after the date that such payment is due; or

(ii) The commencement of either an involuntary or voluntary action under any bankruptcy, insolvency or other similar law of the United States of America or any state thereof or of any other country or jurisdiction with respect to Keyholder; provided, however, that the commencement of any involuntary case or proceeding will not be an Event of Default under this Lease if such case or proceeding is dismissed within sixty (60) days after it was commenced.

(iii) The Keyholder fails to return Equipment within 48 hours of receipt by Keyholder of a request to do so by Organization or within 5 days after any of the following events:

(a) Termination of either Broker/Principal Affiliate or Keyholder as an active member in good standing as a REALTOR or an Affiliate member.

(b) Termination of Keyholder's affiliation with Broker/Principal Affiliate for any reason.

b. An Event of Default by Organization under this Lease will occur upon the termination for any reason of the Agreement.

7. **RIGHTS AND REMEDIES**

a. Upon the occurrence of an Event of Default by Keyholder, Organization may, at its sole option and without limitation or election as to other remedies available under this Lease or at law or in equity, exercise one or more of the following remedies:

(i) Terminate this Lease and demand the return of any Equipment to Organization;

(ii) Terminate one or both of Keyholder's sub-licenses to use the Network and to use the Software;

(iii) Direct GE to deactivate Keyholder's access to the Service or any component of the Service;

(iv) Bill the Keyholder for any outstanding amounts owed under this Lease, including liquidated damages in the amount of $150.00 for the DisplayKey and/ $99.00 for the cradle for the failure to return the Equipment;

(v) Retain the Deposit as liquidated damages; and/or

(vi) Take any and all actions necessary to collect all amounts currently due and owing under this Lease, including any and all costs and expenses of every kind or nature (including reasonable attorneys' fees, whether incurred at the trial or appellate level, in an arbitration proceeding, or in bankruptcy, including any adversary proceeding, contested matter or motion, or otherwise) incurred by Organization in connection with the exercise of its rights and remedies under this Lease.

b. Upon the occurrence of an Event of Default by Organization or termination of this Lease, all of Keyholder's obligations under this Lease shall terminate, except that Keyholder shall be required to return the Equipment to Organization and to pay Organization any outstanding amounts owed under this Lease, including any damages for the failure to return the Equipment.

c. If Organization deactivates the Service because of a default by Keyholder under this Lease, but does not otherwise terminate this Lease, Keyholder will be entitled to seek to have the Service reactivated. In order to so, Keyholder shall be required to cure any and all existing defaults, and to pay any and all outstanding amounts owed under this Lease and the reasonable costs and attorneys' fees incurred by Organization in connection with collecting under this Lease. After confirmation of the curing of such defaults and the receipt of payment of such amounts, Organization shall direct GE to reactivate the Equipment within twenty-four (24) hours.

d. In the event that Organization institutes any action for the collection of amounts due and payable hereunder, Keyholder shall pay, in addition to the amounts due and payable under this Lease, all reasonable costs and attorneys fees incurred by Organization in connection with collecting under this Lease. Keyholder expressly waives all rights to possession or use of the Service or the Equipment or any component thereof after the occurrence of an Event of Default, and waives all claims or losses caused by or related to any repossession or termination of use.

e. Organization's failure or delay in exercising any right or remedy under this Lease shall not operate as a waiver thereof or of any subsequent breach or of such right or remedy. Organization's rights and remedies are cumulative, not exclusive, and no exercise of any remedy shall preclude the exercise of another remedy.

8. ARBITRATION; LITIGATION Any controversy or claim arising out of or relating to this Lease shall be resolved by binding arbitration in accordance with the rules of the American Arbitration Association or such other rules as may be agreed to by the parties. The arbitration shall be conducted in a location mutually agreed to by the parties. If the parties, following good-faith diligent efforts, fail to agree on the location of the arbitration within thirty (30) days after either party requests arbitration, the arbitration shall be conducted in Dallas, Texas; provided that either party shall be entitled to participate in such arbitration by video conference or teleconference. The substantially prevailing party in any arbitration under this Lease shall be entitled to recover from the other as part of the arbitration award reasonable costs and attorney's fees. Any arbitration award may be enforced by a court of competent jurisdiction in accordance with applicable law. In the event that legal action to enforce the arbitration award is necessary, the substantially prevailing party shall be entitled to recover its reasonable costs and attorney's fees in such action or any appeals.

9. NOTICES All notices hereunder shall be sent by (i) hand-delivery, (ii) facsimile, (iii) certified mail, return receipt requested, postage prepaid, or (iv) overnight delivery service, to the party being noticed at its address set forth in the signature block of this Lease, or to such other address as a party shall subsequently specify to the other party in writing. Notices shall be deemed to have been delivered when received, if hand-delivered or sent by facsimile or certified mail, three (3) days after the day deposited in the mail; or one (1) day after the day deposited with an overnight delivery service.

10. TERMINATION

a. Keyholder may terminate this Lease at any time by returning the Equipment to Organization and paying Organization any amounts owing prior to such termination, including (i) any applicable damages for the failure to return the Equipment as set forth in Section 4 (a) hereof, and (ii) any System Fees owing prior to such termination which remain unpaid. Upon termination, System Fees that would have become owing after the date of termination of this Lease are released and discharged by Organization.

b. Organization may terminate this Lease upon termination of the Agreement for any reason, including without limitation, a default by Organization under the Agreement or an upgrade of the Service by Organization. Upon termination, Keyholder shall be obligated to satisfy the obligations in Section 10(a).

c. In the event that Keyholder fails to return all Equipment leased to Keyholder upon termination of this Lease or at the expiration of the Term, Keyholder acknowledges that it is impractical and difficult to assess actual damages to Organization, and therefore agrees to pay to Organization, as liquidated damages for such failure to return the Equipment, the amount set forth in Section 4 (a).

d. In addition, Keyholder shall not be entitled to any refund of any unused portion of the System Fee for use of the Service previously paid.

11. WARRANTY The Equipment is warranted by GE against defects in workmanship and/or materials, to be fit for its intended purpose and to conform in all material respects to its written specifications for the term of the Lease. GE shall, without charge, repair or replace such defective or nonconforming component for the term of the Lease. Keyholder must return any defective system component under warranty to Organization at Keyholder's sole cost and expense and Organization shall provide all repaired or replacement Equipment to Keyholder. This warranty does not extend to any

damage caused by accident, abuse, neglect or misuse of system components. Keyholder agrees to cooperate with Organization and GE by performing diagnostic tests provided to Keyholder when Keyholder initially seeks warranty service.

12. GENERAL PROVISIONS

a. This Lease constitutes the entire agreement between Organization and Keyholder relating to the lease of Equipment and use of the Service.

b. Provided that Keyholder has returned to Organization all keys previously leased by Organization to Keyholder, all prior leases between Organization and Keyholder for such keys are terminated effective as of the parties' execution of this Lease.

c. This Lease shall be effective and binding when fully executed by both parties. This Lease may be executed in a number of counterparts, each of which will be deemed an original and when taken together shall constitute one agreement.

d. This Lease shall be amended only by a written agreement signed by the parties.

e. Any waiver or consent by any party to any breach by the other, whether express or implied, shall not constitute a consent to or waiver of any other or subsequent breach.

f. All agreements, representations and warranties contained in this Lease shall survive the expiration or other termination of this Lease.

g. If any provision of this Lease is unenforceable, such unenforceability shall not affect the enforceability of the remaining provisions of this Lease.

h. This Lease shall be governed by the laws of the State of Texas.

i. This Lease shall be binding upon and inure to the benefit of Organization, and its successors and assigns, and Keyholder and its permitted successors and assigns.

IN WITNESS WHEREOF, the parties have caused this to be duly executed as of the date set forth in the preamble.

KEYHOLDER:
Member ✓ **Non-Participating Member** _____
Affiliate _____ **Unlicensed Assistant** _____

By: _____ (keyholder signature)

Print Name: HJ Cole

Company Name: Foreclosure Solutions, Inc.

Home Address: 2502 Live Oak St #205

City, State, Zip: Dallas TX 75204

e-mail Address: HJ cole@msn.com

Phone Number: 2-620-8711

SPONSORING BROKER/PRINCIPAL AFFILATE:
Signature required for non-participating members or Unlicensed assistants.

By signing this application, the undersigned sponsoring or other authorized signatory acknowledges responsibility for all financial obligations incurred by the Keyholder for System fees, so long as the Keyholder is affiliated with my firm.

By: _____ (broker/principal signature)

Print Name: SAM

Company Name: _____

If Unlicensed Assistant, assisting agent information:

Agent ID: _____ Agent Name: _____

Agent Signature: _____

TOTAL AMOUNT DUE AT SIGNING: $_____

Paid by: Check # _____ Cash _____ Visa ___ MC ___ Discover ___ AMEX ___

Credit Card # _____ Exp Date: _____ CID: _____

Name on Check or Credit Card: _____

Billing Address for Credit Card: _____

Signature: _____ Date: _____

Exhibit 23.1

[Turner Stone & Company Logo]

Independent Registered Public Accounting Firm's Consent

The Board of Directors and Stockholders Foreclosurecat.com Holdings, Inc. Dallas, Texas

We consent to the use and inclusion in this Form S-1 Registration Statement and the Prospectus, which is part of this Registration Statement, of our report dated March 31, 2011 on our audit of the balance sheets of Foreclosure Solutions, Inc. as of December 31, 2011, and the related statements of operations, stockholders' equity and cash flows since inception on December 9, 2010 through December 31, 2011.

We also consent to the reference of our Firm under the caption "Experts" in the Registration Statement and Prospectus.

Turner Stone & Company, LLP

/s/ Turner Stone & Company, LLP

Turner Stone & Company, LLP
12700 Park Central Drive, Suite 1400
Dallas, Texas 75251
March 31, 2011