

**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**SCHEDULE 14C INFORMATION**

**INFORMATION STATEMENT PURSUANT TO SECTION 14(c)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

Check the appropriate box:

- Preliminary Information Statement
- Confidential, for the Use of the Commission Only (as permitted by Rule 14c-5(d)(2))
- Definitive Information Statement

**DIGITALPOST INTERACTIVE INC.**

(Name of Registrant as Specified in Its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.

- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**DIGITALPOST INTERACTIVE, INC.**  
**4040 Barranca Parkway, Suite 220**  
**Irvine, CA 92602**  
**(949) 333-7500**

**NOTICE OF STOCKHOLDER ACTION TAKEN BY WRITTEN CONSENT IN LIEU OF ANNUAL MEETING OF STOCKHOLDERS**

To the Stockholders of DigitalPost Interactive, Inc.:

NOTICE IS HEREBY GIVEN to inform the holders of record of shares of our common stock, that on October 1, 2009 our stockholders holding a majority of our voting shares have executed an Action by Written Consent of Stockholders in Lieu of an Annual Meeting approving the following actions:

1. To elect Mike Sawtell as director; and
2. To ratify the appointment of Haskell & White LLP as the Company's Independent Registered Public Accounting Firm.

The accompanying information statement (this "Information Statement"), which describes the actions taken in more detail, and provides our stockholders with other important information, is being furnished to our stockholders for informational purposes only, pursuant to Section 14(c) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations promulgated thereunder. Under the Nevada Revised Statutes, our Certificate of Incorporation and our bylaws, stockholder action may be taken by written consent without a meeting of stockholders. The written consent of a majority of the outstanding shares of our common stock is sufficient to approve the actions taken. Each share of our common stock is entitled to one vote in connection with the matters described above.

We are mailing the Information Statement on November 23, 2009 to stockholders of record of the Company at the close of business on September 30, 2009 (the "Record Date"). Pursuant to Rule 14c-2(b) promulgated under the Exchange Act, the actions taken by consent will not be effected until at least twenty (20) calendar days following the mailing of the accompanying Information Statement to our stockholders, or December 17, 2009.

**WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY. THE ACCOMPANYING MATERIAL IS BEING SENT TO YOU FOR INFORMATION PURPOSES ONLY.**

By Order of the Board of Directors,

/s/ Michael sawtell  
MICHAEL SAWTELL,  
*Chief Executive Officer,*  
*President and Sole Director*

Irvine, California  
November 23, 2009

**DIGITALPOST INTERACTIVE, INC.**  
**4040 Barranca Parkway, Suite 220**  
**Irvine, CA 92602**  
**(949) 333-7500**

**INFORMATION STATEMENT**

DigitalPost Interactive, Inc., a Nevada corporation (“Company”), is sending you this Information Statement and the accompanying Notice of Stockholder Action Taken by Written Consent in Lieu of Annual Meeting of Stockholders solely for the purpose of informing you, as one of our stockholders, in the manner required under Regulation 14(c) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), that the holders of a majority of the outstanding shares of our common stock, par value \$0.01 per share (the “Common Stock”) have previously executed an Action by Written Consent of Stockholders in Lieu of a Annual Meeting approving the (1) election of Mike Sawtell as director and (2) ratification of the appointment of Haskell & White LLP as the Company’s Independent Registered Public Accounting Firm.

No vote or other action is requested or required on your part.

**Record Date and Outstanding Shares**

As of the Record Date, the Company’s issued and outstanding capital stock consisted of 82,042,356 shares of common stock, par value \$0.001 per share (the “Common Stock”), which was held by approximately 100 holders of record.

**Consenting Stockholders**

Section 78.320 of the Nevada Revised Statutes provides that any action required to be taken at an annual or a special meeting of the stockholders of a Nevada corporation may be taken by written consent in lieu of a meeting, if the consent is signed by stockholders owning at least a majority of the voting power as determined on the record date.

The following holders of our Common Stock (“Consenting Stockholders”) executed the Action by Written Consent of Stockholders in Lieu of a Annual Meeting of Stockholders representing 50.63% of our Common Stock on the Record Date:

1. Mike Sawtell, Company President and sole Director
2. Steven Dong, Company Chief Financial Officer
3. Irene and Peter Gauld
4. Steve Pavlick
5. Alexander MacDougall
6. Walter Cruttenden, III
7. Kensell Ventures, LLC

**ACTIONS TAKEN**

**1. ELECTION OF DIRECTOR**

The Company’s Board is currently set at one director. Mike Sawtell currently serves as the Company’s sole director.

On October 1, 2009 the Consenting Stockholders approved the re-election of Mike Sawtell to serve as sole director of the Company to serve for a one year term or until his successor is duly qualified or elected. The appointment will be effected on or after 20 days from the date this Information Statement is mailed to stockholders and is expected to be on or about December 17, 2009.

**2. RATIFICATION OF APPOINTMENT OF REGISTERED INDEPENDENT PUBLIC ACCOUNTANTS**

The Board of Directors and the audit committee has selected Haskell & White LLP as our independent auditors for the 2009 fiscal year, and on October 1, 2009, the Consenting Stockholders approved the ratification of Haskell & White LLP as its registered independent public accountant for its audit for its financial statements for the fiscal year ended December 31, 2009 and a review of all interim financial statements during such fiscal year. The ratification will be effected on or after 20 days from the date this Information Statement is mailed to stockholders and is expected to be on or about December 17, 2009.

## **CORPORATE GOVERNANCE**

### **Director and Executive Officers**

There are no material proceedings to which any director, officer or affiliate of the Company, any owner of record or beneficially of more than five percent of any class of voting securities of the Company, or any associate of any such director, officer, affiliate of the Company, or security holder is a party adverse to the Company or any of its subsidiaries or has a material interest adverse to the Company or any of its subsidiaries.

The following persons are our current executive officers and directors since January 30, 2007, and hold the offices set forth opposite their names:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Michael Sawtell	50	Chairman and Sole Director of the Board of Directors, Chief Executive Officer and President
Steven Dong	42	Chief Financial Officer

Michael Sawtell is the founder and Chief Executive Officer since July 2005. Prior to then, he was President and Chief Operating Officer of Interchange Corporation (now known as Local.com Corporation), a publicly-held Internet advertising and local search company from March of 2000 to April of 2005. From 1993 to 2000, Mr. Sawtell was the Chief Operating Officer and the Vice President of Sales for Informative Research, one of the largest mortgage services firms in the United States. From 1986 to 1993, Mr. Sawtell worked as a director of operations on the B-2 Stealth Bomber program for Northrop Grumman Corporation, a global defense company. He has also held key operational positions at General Dynamics, another global defense company.

Steven Dong has been our Chief Financial Officer since January 30, 2007. From March 2006, he served as our consulting CFO under an agreement with a professional services firm owned by Mr. Dong. Mr Dong has owned the professional services firm since 2002. Prior thereto, from 1999 to 2002, Mr. Dong served as Chief Financial Officer of Taitron Components, Inc., a publicly-held semi-conductor company. From 1995 to 1999, Mr. Dong served as a financial consultant specializing in assisting publicly held companies by serving as their interim Chief Financial Officer. From 1988 to 1995, Mr. Dong was employed by Coopers & Lybrand, LLP. Mr. Dong is a Certified Public Accountant and a member in good standing with the American Institute of Certified Public Accountants and California State Board of Accountancy.

### **Family Relationships**

There are no family relationships among the individuals comprising our board of directors, management and other key personnel.

### **Involvement in Certain Legal Proceedings.**

During the past five years, none of the following have occurred that are material to an evaluation of the ability or integrity of any director, person nominated to become a director, executive officer, promoter or control person of the Company:

1. Any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
2. Any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);
3. Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities; and
4. Being found by a court of competent jurisdiction (in a civil action), the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

### **Certain Relationships And Related Transactions**

As of December 31, 2008 we owed an executive officer \$36,600 (see further discussion in Note 6 of the Notes to Audited Consolidated Financial Statements included in our annual report filed on Form 10-K with the SEC on March 31, 2009, incorporated herein by reference).

In July 2008, pursuant to a consulting agreement, we granted an option to purchase 50,000 shares of our common stock to a consultant who is a sibling of an executive officer.

In May 2008 and June 2008, we entered into subordination agreements with the holders of the 2007 Convertible Notes and an

executive officer was a party to those agreements. Also, in September 2008, we entered into waiver agreements with the holders of the 2007 Convertible Notes and an executive officer was also party to those agreements (see further discussion in Note 8 of the Notes to Audited Consolidated Financial Statements included in our annual report filed on Form 10-K with the SEC on March 31, 2009, incorporated herein by reference).

In May 2008, the Board of Directors approved changing the exercise price of compensation options granted in 2007 to purchase up to 3,355,000 shares of our common stock from a weighted average exercise price of \$0.70 per share to a weighted average price of \$0.27 per share; included in this re-price event were 875,000 options owned by an executive officer. The option to purchase up to 875,000 shares of the Company was originally granted on October 4, 2007, at an exercise price of \$.70 per share. The same option now has an amended exercise price of \$.27 per share. All other terms of the option remains the same.

In November 2008, the Board of Directors approved changing the exercise price of compensation options granted in May 2008 to purchase up to 8,025,000 shares of our common stock from a weighted average exercise price of \$0.187 per share to a weighted average price of \$0.04 per share. All other terms of the option remains the same.

In September 2008, \$100,000 of \$256,000 cash proceeds received in aggregate from a private placement was provided by two executive officers and 3,333,333 restricted shares were issued to them as part of the private placement (see further discussion in Note 8 of the Notes to Audited Consolidated Financial Statements included in our annual report filed on Form 10-K with the SEC on March 31, 2009, incorporated herein by reference).

**Compliance With Section 16(a) of the Exchange Act**

Section 16(a) of the Exchange Act requires "insiders," including our executive officers, directors and beneficial owners of more than 10% of our common stock, to file reports of ownership and changes in ownership of our common stock with the Securities and Exchange Commission and to furnish us with copies of all Section 16(a) forms they file. Based solely on our review of the copies of such forms received by us, or written representations from reporting persons, we believe that our insiders complied with all applicable Section 16(a) filing requirements during 2008.

**Director Independence**

Presently, we are not required to comply with the director independence requirements of any securities exchange. In determining whether our directors are independent, however, we intend to comply with the rules of the American Stock Exchange LLC, or the AMEX. The board of directors also will consult with counsel to ensure that the board of director's determinations are consistent with those rules and all relevant securities and other laws and regulations regarding the independence of directors, including those adopted under the Sarbanes-Oxley Act of 2002 with respect to the independence of audit committee members. The AMEX listing standards define an "independent director" generally as a person, other than an officer of a company, who does not have a relationship with the company that would interfere with the director's exercise of independent judgment.

Currently we do not satisfy the "independent director" requirements of the American Stock Exchange, which requires that a majority of a company's directors be independent. Our board of directors intends to appoint additional members, each of whom will satisfy such independence requirements.

**Board and Committee Meetings**

The Board of Directors met once in 2008. This is due to the Company having only one director.

The audit committee met once in 2008.

**Board Committees.**

The Board of Directors has designated one standing committee, the Audit Committee which operates under a written charter that are available for review on our website at [www.digitalpostinteractive.com](http://www.digitalpostinteractive.com). The membership of each committee, its principal functions, and the number of times it met in 2008, is described below.

***Audit Committee and Financial Expert.***

The Company has a separately-designated standing audit committee established in accordance with section 3(a)(58)(A) of the Exchange Act. David Vanderhorst is our Audit Committee member and non-board member. Mr. Vanderhorst is an "audit committee financial expert" in accordance with SEC rules. Stockholders should understand that this designation is a disclosure requirement of the SEC related to Mr. Vanderhorst's experience and understanding with respect to certain accounting and auditing matters. The designation does not impose upon Mr. Vanderhorst any duties, obligations, or liability that are greater than are generally imposed on him as a member of the Audit Committee. Because we are not a listed issuer, the members of the Audit Committee are not subject to the independence requirements of any national securities exchange or association. Mr. Vanderhorst is a non-related party and independent of the Company.

***Compensation Committee.***

The Company does not have a standing compensation committee. The Board of Directors serves this function which is appropriate due to the size of the Company.

***Nominating Committee.***

The Company does not have a standing nominating committee. The Board of Directors serves this function which is appropriate due to the size of the Company.

**REPORT OF THE AUDIT COMMITTEE**

The Audit Committee of the Board of Directors operates pursuant to a written charter. Our Audit Committee charter is available on our website, [www.dgip.com](http://www.dgip.com). The Committee met quarterly and acted by unanimous written consent during fiscal 2008 to fulfill its responsibilities. To ensure independence, the Audit Committee also meets separately with the Company's independent registered public accounting firm and members of management. The sole member of the Audit Committee is a non-employee, non-board member and satisfies the SEC requirements with respect to independence, financial sophistication and experience.

The role of the Audit Committee is to oversee the Company's financial reporting process on behalf of the Board of Directors. Management of the Company has the primary responsibility for the Company's consolidated financial statements as well as the Company's financial reporting process, principles and internal controls. The independent registered public accounting firm is responsible for performing an audit of the Company's financial statements and expressing an opinion as to the conformity of such consolidated financial statements with generally accepted accounting principles.

In this context, the Audit Committee has reviewed and discussed the audited financial statements of the Company as of and for the year ended December 31, 2008, with management and the independent registered public accounting firm. These reviews included discussion with the outside independent registered public accountants of matters required to be discussed pursuant to Statement on Auditing Standards No. 61 (Communication

with Audit Committees). In addition, the Audit Committee has received the written disclosures required by PCAOB Rule 3526, and it has discussed with the independent registered public accountants its independence with respect to the Company.

Based on the reports and discussions described above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, for filing with the Securities and Exchange Commission.

/s/ David Vanderhorst  
March 31, 2009

### **Code of Ethics**

We have formally adopted a written code of ethics that applies to our board of directors, principal executive officer, principal financial officer and employees; it can be found on our website at [www.dglp.com](http://www.dglp.com).

### **Shareholder Communications**

Shareholders can reach the Company's Board of Directors directly by sending communications to the Company's address, attention: Board of Directors.

## **COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS**

### **Compensation Discussion and Analysis**

With respect to our executive compensation policies, the board of directors had determined that until a business combination or other strategic transaction was completed, we would continue to compensate our executive officer on a basis commensurate with cash compensation and benefit levels suitable with our cash position as a new company.

The following discussion and analysis reflects the compensation arrangements that we had with our executive officers. After the Merger, and upon additional financing, if any, we expect to round out our management team. Our board of directors intends to review and modify, as necessary, our executive compensation policies in light of our current status as a new operating company and working capital (deficit) positions. This review will be conducted with the goal of compensating our executives so as to maximize their, as well as our, performance.

### ***Chief Executive Officer Compensation***

Mr. Sawtell has served as our Chief Executive Officer and our Sole Director from July 2005. From July 2005 through December 31, 2006, Mr. Sawtell did not have any employment agreement with us and received an annual salary of \$75,000. Effective January 30, 2007, we entered into an employment agreement with Mr. Sawtell (*See Executive Employment Contracts below*) to serve as our Chief Executive Officer and President.

### ***Compensation of Other Executive Officers***

Mr. Dong has served as our Consulting Chief Financial Officer from March 2006 under a contract with a financial consulting firm owned by Mr. Dong. Effective January 30, 2007, we entered into an employment agreement with Mr. Dong (*See Executive Employment Contracts below*) to serve as our Chief Financial Officer.

### ***Stock Options***

Stock options generally have been granted to our executive officer at the time of hire and at such other times as the board of directors has deemed appropriate, such as in connection with a promotion or upon nearing full vesting of prior options. In determining option grants, the board of directors has considered the same industry survey data as used in its analysis of base salaries and bonuses, and has strived to make awards that are in line with its competitors. In general, the number of shares of common stock underlying the stock options granted to each executive has reflected the significance of that executive's current and anticipated contributions to us.

In addition, the stock option grants made by the board of directors are designed to align the interests of management with those of the stockholders. In order to maintain the incentive and retention aspects of these grants, the board of directors has determined that a significant percentage of any officer's stock options should be unvested option shares.

The value that may be realized from exercisable options depends on whether the price of the common stock at any particular point in time accurately reflects our performance. However, each individual optionholder, and not the board of directors, makes the determination as to whether to exercise options that have vested in any particular year.

During 2005, Mr. Sawtell was granted an option to purchase 4,511,833 shares of our common stock and during 2006, Mr. Sawtell was granted an option to purchase 6,767,749 shares of our common stock. These options were partially cancelled, as discussed further below. During 2007, Mr. Sawtell was not granted any options. During 2008, Mr. Sawtell was granted options to purchase up to 875,000 shares of our common stock, as discussed further below.

In March 2006, options to purchase 902,366 shares of our common stock were granted to a financial consulting firm owned by Mr. Dong and in November 2006, he was granted an option to purchase 225,592 shares of our common stock. These options were partially cancelled, as discussed

further below. During 2007, Mr. Dong was granted an option to purchase 875,000 shares of our common stock, as discussed further below. During 2008, Mr. Dong was granted options to purchase up to 750,000 shares of our common stock, as discussed further below.

### ***Compliance with Internal Revenue Code Section 162(m)***

Section 162(m) of the Internal Revenue Code generally disallows a tax deduction to a public company for compensation over \$1 million paid to its Chief Executive Officer and its three other most highly compensated executive officers. However, if certain performance-based requirements are met, qualifying compensation will not be subject to this deduction limit. Although the limitations of Section 162(m) generally have not been of concern to us while we were a shell corporation, we intend to consider the requirements of Section 162(m) in developing our compensation policies now that we are an operating company.

### **Summary Compensation Table**

The following table sets forth certain compensation information as to our Chief Executive Officer and Chief Financial Officer who were our executive officers (the "Named Executive Officers"), for each of the years ended December 31, 2008, 2007 and 2006; no other executive officers had compensation of more than \$100,000 annually for 2008, 2007, and 2006:

### **SUMMARY COMPENSATION TABLE**

Name and Position	Year	Salary (\$)(1)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)(2)	Non-Equity Incentive Plan Compensation (\$)	Change in	All Other Compensation (\$)	Total (\$)
							Pension Value and Nonqualified Deferred Compensation Earnings (\$)		
Michael Sawtell President and CEO	2008 (1)	210,000	--	--	99,500	--	--	28,500(6)	338,000
	2007 (1)	185,800	50,000	--	195,400	--	--	18,900(3)	450,100
	2006	75,000	--	--	25,600	--	--	15,000	115,600
Steven Dong CFO	2008 (1)	175,000	--	--	86,800	--	--	7,100(7)	268,900
	2007 (1)(5)	146,800	--	--	18,900	--	--	45,000(4)	210,700
	2006 (5)	--	--	--	--	--	--	--	--

(1)Mr. Sawtell and Mr. Dong entered into employment agreements on January 30, 2007, (further discussed below) for annual salaries of \$210,000 and \$175,000, respectively. For 2008, the amounts shown above include the amounts earned starting on January 1, 2008 through December 31, 2008. In October 2008, we started deferring salaries and therefore the amounts of cash salary paid to Mr. Sawtell and Mr. Dong was \$203,900 and \$169,900, respectively, during the year ended December 31, 2008. As of December 31, 2008, deferred salary owed to Mr. Sawtell and Mr. Dong was \$7,300, and \$6,100, respectively. For 2007, the amounts shown above include the amounts of cash salary paid from January 30, 2007 through December 31, 2007.

(2)The value of the options granted to our named executives has been estimated pursuant to Statement of Financial Accounting Standards No. 123R, *Share-Based Payment* ("SFAS 123R"), using the Black-Scholes option pricing model with the following weighted average assumptions: For 2008: expected life of 4.5 years, volatility of 336%, risk-free interest of 2.9%, and no dividend yield; for 2007: expected life of 4.5 years, volatility of 45%, risk-free interest of 4.43%, and no dividend yield; for 2006: expected life of 4.5 years, volatility of 45%, risk-free interest of 4.69%, and no dividend yield. See the table below for the grants made and see Note 8 of the Notes to the Consolidated Financial Statements included elsewhere in this report for a description of the vesting schedule of option awards granted under the 2007 SOP.

(3)Includes deferred salary for Mr. Sawtell in the amount of \$8,100 that was accrued yet unpaid as of December 31, 2007, and car allowance paid in the amount of \$10,800.

(4)Includes deferred salary for Mr. Dong in the amount of \$6,700, respectively, that was accrued yet unpaid as of December 31, 2007; and other compensation amounts due to Steven Dong in the amount of \$38,300; both the \$6,700 and \$38,300 were used as

consideration from Mr. Dong to purchase \$45,000 of convertible notes in October, 2004, see Note 7 of the Notes to the Consolidated Financial Statements included elsewhere in this report for a description of the convertible notes financing.

- (5) Mr. Dong became an employee on January 30, 2007, as a result, no amounts are shown paid to him as an employee during 2006. From March 2006 through January 30, 2007, Mr. Dong performed consulting work for us pursuant to a consulting agreement with a firm owned by Mr. Dong. We paid this consulting firm \$11,600 and \$81,000 during 2006 and 2007, respectively. Additionally, the consulting firm was granted options to purchase 1,127,958 shares of our common stock in 2006 which SFAS 123R related expense incurred amounted to \$11,800 in 2006 and \$21,500 in 2007.
- (6) Other compensation for Mr. Sawtell for payments made in 2008 of \$17,200 of bonus payments which was accrued in 2007 and \$11,300 of auto expense reimbursement pursuant to his employment agreement.
- (7) Other compensation for Mr. Dong for payments made in 2008 for reimbursement for phone and auto expense reimbursement pursuant to his employment agreement.

### ***Grants of Plan-Based Awards***

The following table provides information regarding grants of plan-based awards that we granted to the Named Executive Officers during the fiscal year ended December 31, 2008. All options were granted at the fair market value of our common stock on the date of grant, as determined by our

board of directors. Each option represents the right to purchase one share of our common stock. Generally, none of the shares subject to options are vested at the time of grant and 25% of the shares subject to such option grants vest on the date which is nine months from the date of grant. The remainder of the shares vests in equal nine month installments over the remaining 27 months thereafter.

**2008 Plan-Based Awards Table and Outstanding Equity Awards at Fiscal Year-End**

The following table provides information regarding exercisable and unexercisable stock options held by the Named Executive Officers as of December 31, 2008.

<u>Name</u>	<u>Number of Securities Underlying Unexercised Options (#) Exercisable</u>	<u>Number of Securities Underlying Unexercised Options (#) Unexercisable</u>	<u>Option Exercise Price (\$)</u>	<u>Option Expiration Date</u>
Mike Sawtell, CEO	--	650,000(3)	\$ 0.06	9/30/13
	56,250	168,750(4)	\$ 0.27	2/28/13
	6,767,749	--	\$ 0.09	11/13/2012
Steven Dong, CFO	--	550,000(5)	\$ 0.06	9/30/13
	50,000	150,000(6)	\$ 0.27	2/28/13
	218,750	656,250(7)	\$ 0.27 (7)	10/4/2012
	451,183(2)	--	\$ 0.09	3/15/2011
	304,204(2)	--	\$ 0.04	3/15/2011
	225,592(2)	--	\$ 0.09	4/3/2011

<u>Name</u>	<u>Grant Date</u>	<u>All Other Stock Awards: Number of Shares of Stock or Units (#)</u>	<u>Exercise or Base Price of Option Awards (\$/Sh)</u>	<u>Grant Date Fair Value of Stock and Option Awards</u>
Mike Sawtell, CEO	2/28/2008	225,000	\$ 0.27	\$ 60,600
	9/30/2008	650,000	\$ 0.06	\$ 39,000
	11/13/2006	6,767,749	\$ 0.09	\$ 260,300
	7/14/2005(1)	4,511,833	\$ 0.04	\$ 44,200
Steven Dong, CFO			\$	
	2/28/2008	200,000	\$ 0.27	\$ 53,900
	9/30/2008	550,000	\$ 0.06	\$ 33,000
			(7)	
	10/4/2007	875,000(7)	\$ 0.27	\$ 263,400
	3/15/2006(2)	451,183(2)	\$ 0.04	\$ 17,400
	3/15/2006(2)	451,183(2)	\$ 0.09	\$ 25,900
4/3/2006(2)	225,592(2)	\$ 0.09	\$ 17,400	

(1)An option to purchase 4,511,833 shares of our common stock granted to Mr. Sawtell was cancelled unexercised pursuant to the Merger on January 30, 2007. None of the 4,511,833 option shares remain outstanding.

(2)Mr. Dong became an employee on January 30, 2007. From March 2006 through January 30, 2007, Mr. Dong performed consulting work for us pursuant to a consulting agreement with a firm owned by Mr. Dong. We granted options to purchase 451,183, 451,183 and 225,592 to this consulting firm owned by Mr. Dong.

- (3) 162,500 option shares will vest on each of the dates: June 30, 2009; March 30, 2010; December 31, 2010 and September 30, 2011.
- (4) 56,250 option shares will vest on each of the dates: August 28, 2009; February 28, 2010; and November 28, 2010.
- (5) 137,500 option shares will vest on each of the dates: June 30, 2009; March 30, 2010; December 31, 2010 and September 30, 2011.
- (6) 50,000 option shares will vest on each of the dates: August 28, 2009; February 28, 2010; and November 28, 2010.
- (7) 218,750 option shares will vest on each of the dates: April 4, 2009; January 4, 2010; and October 4, 2010. Also, on May 13, 2008, the Board of Directors approved the changing of exercise price of compensation options granted in 2007 to purchase up to 3,355,000 shares (for all employees/consultants) of our common stock from a weighted average exercise price of \$0.70 per share to a weighted average price of \$0.27 per share; included in this re-price event were the 875,000 options owned by Mr. Dong. The option to purchase up to 875,000 shares of the Company was originally granted on 10/4/07 at an exercise price of \$.70 per share. The same option now has an amended exercise price of \$.27 per share. All other terms of the option remains the same.

***Compensation of Directors and Committee Members***

During 2008, we agreed to pay Mr. Vanderhorst, our sole audit committee member \$2,500 per fiscal quarter. There are presently no other arrangements providing for payments to directors for director or consulting services. We expect to establish these arrangements shortly upon increased business activities.

### ***Executive Employment Contract***

#### *Employment Agreement with Michael Sawtell*

We entered into an employment agreement with Mr. Sawtell, our Chief Executive Officer on January 30, 2007. The employment agreement has a term of five years and automatically renews for additional one year terms unless either party terminates it with at least 30 days notice to the other party.

The material terms of the agreement are: (i) base annual salary of \$210,000; (ii) participation in our standard employee benefit plans; (iii) initial one time bonus of \$50,000 for successful closing of Merger; (iv) reimbursable expenses customarily given to Executives; (v) other bonuses at the discretion of the board of directors and (vi) severance arrangements described below.

If we terminate Mr. Sawtell's employment agreement without cause, or if Mr. Sawtell resigns for good reason, each as defined in the agreement, we are obligated to pay Mr. Sawtell the greater of his annual salary for the remaining term of the agreement or three years of his annual salary rate at the time of termination without cause or resignation for good reason, benefits for 24 months following the date of termination, and the right for 24 months from the date of termination to exercise all vested options granted to him prior to that time; provided that in the event the termination occurs within 120 days of the execution of an agreement which results in a change of control, as described below, vesting of all options will be accelerated and in the event the termination occurs outside of such 120 day period, all unvested options that would have vested had Mr. Sawtell's employment agreement remained in force through the end of the initial term will be fully vested immediately prior to such termination.

#### *Employment Agreement with Steven Dong*

We entered into an employment agreement with Mr. Dong, our Chief Financial Officer on January 30, 2007. The employment agreement has a term of two years and automatically renews for additional one year terms unless either party terminates it with at least 30 days notice to the other party.

The material terms of the agreement are: (i) base annual salary of \$175,000; (ii) participation in our standard employee benefit plans; (iii) initial one time bonus of \$30,000 for successful closing of Merger (iv) reimbursable expenses customarily given to Executives; (v) various bonuses related to performance metrics; (vi) other bonuses at the discretion of the board of directors and (vii) severance arrangements described below.

If we terminate Mr. Dong's employment agreement without cause, or if Mr. Dong terminates the agreement with good reason, each as defined in the agreement, we are obligated to pay Mr. Dong: (i) his annual salary and other benefits earned prior to termination, (ii) the greater of his annual salary for the remaining term of the agreement or his annual salary payable over one year, (iii) benefits for 12 months following the date of termination, and (iv) the right for 12 months from the date of termination to exercise all vested options granted to him prior to that time; provided that in the event the termination occurs within 120 days of the execution of an agreement which results in a change of control, as described below, vesting of all options will be accelerated and in the event the termination occurs outside of such 120 day period, all unvested options that would have vested had Mr. Dong's employment agreement remained in force through the end of the initial term will be fully vested immediately prior to such termination.

Each of the employment agreements discussed above provide for the immediate vesting of stock options granted pursuant thereto upon (i) a change in control of us or (ii) a termination of the executive's employment without cause or for good reason within 120 days prior to the execution and delivery of an agreement which results in a change in control. Additionally, a change in control constitutes "good reason" under the terms of each of the agreements, thus permitting each of Mr. Sawtell and Mr. Dong to terminate his respective employment and receive the severance benefits discussed above. Under the terms of each employment agreement, a change in control is deemed to have occurred if, as a result of a tender offer, other acquisition, merger, consolidation or sale or transfer of assets, any person(s) (as used in Sections 13(d) or 14(d) of the Securities Exchange Act of 1934) becomes the beneficial owner (as defined in regulations promulgated under the Exchange Act) of a total of fifty percent (50%) or more of either our outstanding common stock or our assets; provided, however, that a change of control is not deemed to have occurred if a

person who beneficially owned fifty percent (50%) or more of our common stock as of the effective date of the respective employment agreement continued to do so during the term the employment agreement.

The employment agreements with Mr. Sawtell and Mr. Dong also contain standard confidentiality provisions that apply indefinitely and non-solicitation provisions that will apply during the term of the employment agreements and for a 12-month period thereafter.

#### **Compensation Committee Interlocks and Insider Participation**

During 2008, we did not have a compensation committee or another committee of the board of directors performing equivalent functions. Instead the entire board of directors performed the function of compensation committee. As a sole member of the board of directors, Mr. Sawtell, our chief executive officer and sole board of director, approved the executive compensation, however, there were no deliberations relating to executive officer compensation during 2008.

#### **Compensation Committee Report.**

None.

#### **Security Ownership Of Certain Beneficial Owners And Management and Related Stockholder Matters**

The following table set forth information regarding the beneficial ownership of our common stock after consummation of the forward stock split and the Merger, except as noted in the footnotes below, by:

- each person known to be the beneficial owner of 5% or more of our outstanding common stock;
- each of our executive officers;
- each of our directors; and
- all of our executive officers and directors as a group.

Beneficial ownership is determined in accordance with the rules of the SEC and is calculated based on 72,005,906 shares of our common stock issued and outstanding on December 31, 2008. In computing the number of shares beneficially owned by a person and the percentage of ownership of that person, shares of common stock subject to options held by that person that are currently exercisable, as appropriate, or will become exercisable within 60 days of the reporting date are deemed outstanding, even if they have not actually been exercised. Those shares, however, are not deemed outstanding for the purpose of computing the percentage ownership of any other person.

Unless otherwise indicated in the table, the persons and entities named in the table have sole voting and sole investment power with respect to the shares set forth opposite the stockholder's name. The address of each stockholder is listed in the table.

<u>Name and Address of Beneficial Owner</u>	<u>Beneficially Owned</u>	<u>Percent of Class</u>
Mike Sawtell, CEO and Sole Director (1)	30,342,087(3)	38.49%
Steven Dong, CFO (1)	5,630,108(4)	7.64%
Peter and Irene Gauld (2)	8,142,973(5)	10.57%
All executive officers and directors as a group (2 persons)	35,972,195(3)(4)	46.13%

(1) 4040 Barranca Parkway, Suite #220, Irvine, CA 92604.

(2) c/o DigitalPost Interactive, Inc., 4040 Barranca Parkway, Suite #220, Irvine, CA 92604.

(3) Includes 6,823,999 shares that can be issued to Mr. Sawtell pursuant to options to purchase shares of our common stock within 60 days.

(4) Includes 1,249,728 shares that can be issued to Mr. Dong or a consulting firm owned by Mr. Dong pursuant to options to purchase shares of our common stock within 60 days; 365,854 conversion shares that can be issued upon conversion of convertible notes and 85,585 warrant shares that can be issued pursuant to convertible note warrants.

(5) Includes 4,065,041 conversion shares that can be issued to Mr. and Mrs. Gauld pursuant to conversion of convertible notes and 950,945 warrant shares that can be issued pursuant to convertible note warrants.

### **Principal Accountant Fees and Services**

#### **Audit Fees.**

The aggregate fees billed by our independent registered public accounting firm for professional services rendered for the audit of our annual financial statements for the years ended December 31, 2008 and 2007 and for the reviews of the financial statements included in our Quarterly Reports on Form 10-Q (or 10-QSB) during those fiscal years were \$69,100 and \$53,750, respectively.

#### **Audit Related Fees.**

We incurred no other audit related fees during the years ended December 31, 2008 and 2007.

#### **Tax Fees.**

We incurred fees for tax related services during the years ended December 31, 2008 and 2007 in the amounts of \$7,000 and \$3,000, respectively.

#### **All Other Fees.**

We did not incur any other fees billed by auditors for services rendered to us, other than the services covered in "Audit Fees" for the years ended December 31, 2008 and 2007.

The Board of Directors has considered whether the provision of non-audit services is compatible with maintaining the principal accountant's independence.

#### **Audit Committee Pre-Approval Policies And Procedures**

The Company's Audit Committee has policies and procedures that require the pre-approval by the Audit Committee of all fees paid to, and all services performed by, the Company's independent accounting firms. At the beginning of each year, the Audit Committee approves the proposed services, including the nature, type and scope of services contemplated and the related fees, to be rendered by these firms during the year. In addition, Audit Committee pre-approval is also required for those engagements that may arise during the course of the year that are outside the scope of the initial services and fees pre-approved by the Audit Committee.

Pursuant to the Sarbanes-Oxley Act of 2002, the fees and services provided as noted in the table above were authorized and approved by the Audit Committee in compliance with the pre-approval policies and procedures described herein.

**OTHER MATTERS**

As of the date of this Information Statement, the Board of Directors knows of no other matters.

By Order of the Board of Directors,

MIKE SAWTELL,  
*President and Chief Executive Officer*

Irvine, CA  
November 23, 2009

