

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

**FORM 10-K**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: December 31, 2009

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Commission File No. 33-2783-S**

**FRAMEWAVES, INC.**

(Name of small business issuer in its charter)

**Nevada**

**82-0404220**

(State or other jurisdiction (I.R.S. Employer Identification No.)  
of incorporation or organization)

**1981 East 4800 South, Suite 100**

**Salt Lake City, UT 84117**

(Address of principal executive offices)

Issuer's telephone number: **(801) 272-9294**

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

Securities Registered pursuant to Section 12(g) of the Exchange Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes

No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act  Yes

No

**Note** – checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Exchange Act from their obligations under those Sections.

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulations S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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

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State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter. Our common stock is listed on the Over the Counter Bulletin Board ("OTCBB"), under the symbol "FWAV." There was not an active market and no significant trading volume for the issuer's common stock during fiscal year 2009, therefore the aggregate market value of the voting common equities securities held by non-affiliates of the Registrant at December 31, 2009 is deemed to be \$-0-.

**Note.** – If a determination as to whether a particular person or entity is an affiliate cannot be made without involving unreasonable effort and expense, the aggregate market value of the common stock held by non-affiliates may be calculated on the basis of assumptions reasonable under the circumstances, provided that the assumptions are set forth in this Form.

APPLICABLE ONLY TO REGISTRANTS INVOLVED IN BANKRUPTCY  
PROCEEDING DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.  Yes  No

(APPLICABLE ONLY TO CORPORATE REGISTRANTS)

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date:

| <u>Class</u>                   | <u>Outstanding as of March 10, 2010</u> |
|--------------------------------|---|
| Common Stock, \$.001 par value | 1,258,994                               |

DOCUMENTS INCORPORATED BY REFERENCE

List hereunder the following documents if incorporated by reference and the Part of the Form 10-K (e.g., Part I, Part II, etc.) into which the document is incorporated: (1) Any annual report to security holders; (2) Any proxy or information statement; and (3) Any prospectus filed pursuant to Rule 424(b) or (c) under the Securities Act of 1933. The listed documents should be clearly described for identification purposes (e.g., annual report to security holders for fiscal year ended December 24, 1980).

## PART I

### ITEM 1. BUSINESS.

FrameWaves, Inc. (the "Company" or "FrameWaves") was originally incorporated under the name of Messidor Limited on December 23, 1985 as a development stage company for the purpose of engaging in all lawful transactions permitted under the State of Nevada, including the acquisition of various business opportunities to provide profit and maximize shareholder value.

On December 27, 2000, the shareholders, at a special meeting, changed the Company's name from Messidor Limited to FrameWaves, Inc. The shareholders also approved the acquisition of Corners, Inc. ("Corners"), a Nevada corporation, whereby the Company exchanged 1,000,000 shares of the Company's common stock for all of Corner's issued and outstanding shares of common stock. Corners had incorporated on November 17, 1998 in the State of Nevada to provide custom framing for interior designers in conjunction with business contacts provided by Corners' officers and directors. Since its inception, Corners has had limited operations.

FrameWaves originally intended to use Corners as an operating subsidiary and to actively pursue the custom framing business by utilizing Corners' business contacts to procure contracts for future operations, and to engage in a comprehensive and aggressive marketing campaign, including but not limited to, soliciting unknown but potential business contacts through direct mailings, media, and other mediums that might generate leads to contracts for future operations.

As of the date of this report, Framewaves has been unsuccessful in implementing its business plan and has no ongoing operations. Due to other obligations the Company's officers and directors have been unable to devote adequate time to developing the business and have yet to engage in any contract negotiations with frame suppliers, interior designers or retail consumers. Framewaves has had only limited operations since inception and has not generated any revenues since the fourth quarter of 2001.

The Company has now focused its efforts on seeking a business opportunity. The Company will attempt to locate and negotiate with a business entity for the merger of that target company into the Company. In certain instances, a target company may wish to become a subsidiary of the Company or may wish to contribute assets to the Company rather than merge. No assurances can be given that the Company will be successful in locating or negotiating with any target company. The Company will provide a method for a foreign or domestic private company to become a reporting ("public") company whose securities are qualified for trading in the United States secondary market. We are now considered a "blank check" company.

We are not restricting our search to any particular industry or geographical area. We may therefore engage in essentially any business in any industry. Our management has unrestricted discretion in seeking and participating in a business opportunity, subject to the availability of such opportunities, economic conditions and other factors.

The selection of a business opportunity in which to participate is complex and extremely risky and will be made by management in the exercise of its business judgment. There is no assurance that we will be able to identify and acquire any business opportunity which will ultimately prove to be beneficial to our company and shareholders.

Because we have no specific business plan or expertise, our activities are subject to several significant risks. In particular, any business acquisition or participation we pursue will likely be based on the decision of management without the consent, vote, or approval of our shareholders.

#### Sources of Opportunities

We anticipate that business opportunities may arise from various sources, including officers and directors, professional advisers, securities broker-dealers, venture capitalists, members of the financial community, and others who may present unsolicited proposals.

We will seek potential business opportunities from all known sources, but will rely principally on the personal contacts of our officers and directors as well as indirect associations between them and other business and professional people. Although we do not anticipate engaging professional firms specializing in business acquisitions or reorganizations, we may retain such firms if management deems it in our best interests. In some instances, we may publish notices or advertisements seeking a potential business opportunity in financial or trade publications.

## Criteria

We will not restrict our search to any particular business, industry or geographical location. We may acquire a business opportunity in any stage of development. This includes opportunities involving “start up” or new companies. In seeking a business venture, management will base their decisions on the business objective of seeking long-term capital appreciation in the real value of our company. We will not be controlled by an attempt to take advantage of an anticipated or perceived appeal of a specific industry, management group, or product.

In analyzing prospective business opportunities, management will consider the following factors:

- available technical, financial and managerial resources;
- working capital and other financial requirements;
- the history of operations, if any;
- prospects for the future;
- the nature of present and expected competition;
- the quality and experience of management services which may be available and the depth of the management;
- the potential for further research, development or exploration;
- the potential for growth and expansion;
- the potential for profit;
- the perceived public recognition or acceptance of products, services, trade or service marks, name identification; and other relevant factors.

Generally, our management will analyze all available factors and make a determination based upon a composite of available facts, without relying on any single factor.

## Methods of Participation of Acquisition

Management will review specific business and then select the most suitable opportunities based on legal structure or method of participation. Such structures and methods may include, but are not limited to, leases, purchase and sale agreements, licenses, joint ventures, other contractual arrangements, and may involve a reorganization, merger or consolidation transactions. Management may act directly or indirectly through an interest in a partnership, corporation, or other form of organization.

## Procedures

As part of our investigation of business opportunities, officers and directors may meet personally with management and key personnel of the firm sponsoring the business opportunity. We may visit and inspect material facilities, obtain independent analysis or verification of certain information provided, check references of management and key personnel, and conduct other reasonable measures.

We will generally ask to be provided with written materials regarding the business opportunity. These materials may include the following:

- descriptions of product, service and company history; management resumes;
- financial information;
- available projections with related assumptions upon which they are based;
- an explanation of proprietary products and services;
- evidence of existing patents, trademarks or service marks or rights thereto;
- present and proposed forms of compensation to management;
- a description of transactions between the prospective entity and its affiliates;
- relevant analysis of risks and competitive conditions;
- a financial plan of operation and estimated capital requirements;
- and other information deemed relevant.

## Competition

We expect to encounter substantial competition in our efforts to acquire a business opportunity. The primary competition is from other companies organized and funded for similar purposes, small venture capital partnerships and corporations, small business investment companies and wealthy individuals.

**Employees**

The Company currently has no employees. Executive officers will devote only such time to the affairs of the Company as they deem appropriate, which is estimated to be approximately 20 hours per month per person. The need for employees will be addressed at such time operations prove successful.

**Principal Products or Services and Their Markets**

None; not applicable

**Competition, Competitive Position in the Industry and Methods of Competition**

None; not applicable

**Dependence on One or a Few Major Customers**

None; not applicable

**Patents, Trademarks, Licenses, Franchises, Concessions, Royalty Agreements or Labor Contracts, Including Duration**

None; not applicable

**Need For Any Government Approval of Principal Products or Services**

None; not applicable

**Effect of Existing or Probable Governmental Regulations on Business**

None; not applicable

**Time Spent During the Last Two Fiscal Years on Research and Development Activities**

None; not applicable

**Costs and Effects of Compliance with Environmental Laws (federal, state and local)**

None; not applicable

**Number of Total Employees and Number of Full-Time Employees**

None

**ITEM 1A. RISK FACTORS.**

The Company's business is subject to numerous risk factors, including the following.

**The Company has had very limited operating history and no revenues or earnings from operations.** The Company has no significant assets or financial resources. The Company will, in all likelihood, sustain operating expenses without corresponding revenues, at least until the consummation of a business combination. This may result in the Company incurring a net operating loss which will increase continuously until the Company can consummate a business combination with a target company. There is no assurance that the Company can identify such a target company and consummate such a business combination.

**Our proposed business plan is speculative in nature.** The success of the Company's proposed plan of operation will depend to a great extent on the operations, financial condition and management of the identified target company. While management will prefer business combinations with entities having established operating histories, there can be no assurance that the Company will be successful in locating candidates meeting such criteria. In the event the Company completes a business combination, of which there can be no assurance, the success of the Company's operations will be dependent upon management of the target company and numerous other factors beyond the Company's control.

**The Company is and will continue to be an insignificant participant in the business of seeking mergers with and acquisitions of business entities.** A large number of established and well-financed entities, including venture capital firms, are active in mergers and acquisitions of companies which may be merger or acquisition target candidates for the Company. Nearly all such entities have significantly greater financial resources, technical expertise and managerial capabilities than the Company and, consequently, the Company will be at a competitive disadvantage in identifying possible business opportunities and successfully completing a business combination. Moreover, the Company will also compete with numerous other small public companies in seeking merger or acquisition candidates.

**The Company has no current arrangement, agreement or understanding with respect to engaging in a merger with or acquisition of a specific business entity.** There can be no assurance that the Company will be successful in identifying and evaluating suitable business opportunities or in concluding a business combination. Management has not identified any particular industry or specific business within an industry for evaluation by the Company. There is no assurance that the Company will be able to negotiate a business combination on terms favorable to the Company. The Company has not established a specific length of operating history or a specified level of earnings, assets, net worth or other criteria which it will require a target company to have achieved, or without which the Company would not consider a business combination with such business entity. Accordingly, the Company may enter into a business combination with a business entity having no significant operating history, losses, limited or no potential for immediate earnings, limited assets, negative net worth or other negative characteristics.

**Our management has limited time to devote to our business.** While seeking a business combination, management anticipates devoting only a limited amount of time per month to the business of the Company. The Company's sole officer has not entered into a written employment agreement with the Company and he is not expected to do so in the foreseeable future. The Company has not obtained key man life insurance on its officer and director. Notwithstanding the combined limited experience and time commitment of management, loss of the services of this individual would adversely affect development of the Company's business and its likelihood of continuing operations.

**The Company's officer and director participates in other business ventures which may compete directly with the Company.** Additional conflicts of interest and non-arms length transactions may also arise in the future. Management has adopted a policy that the Company will not seek a merger with, or acquisition of, any entity in which any member of management serves as an officer, director or partner, or in which they or their family members own or hold any ownership interest.

**Reporting requirements may delay or preclude an acquisition.** Section 13 of the Securities Exchange Act of 1934 (the "Exchange Act") requires companies subject thereto to provide certain information about significant acquisitions including certified financial statements for the company acquired covering one or two years, depending on the relative size of the acquisition. The time and additional costs that may be incurred by some target companies to prepare such financial statements may significantly delay or essentially preclude consummation of an otherwise desirable acquisition by the Company. Acquisition prospects that do not have or are unable to obtain the required audited statements may not be appropriate for acquisition so long as the reporting requirements of the Exchange Act are applicable.

**The Company has neither conducted, nor have others made available to it, market research indicating that demand exists for the transactions contemplated by the Company.** Even in the event demand exists for a merger or acquisition of the type contemplated by the Company, there is no assurance the Company will be successful in completing any such business combination.

**The Company's proposed operations, even if successful, will in all likelihood result in the Company engaging in a business combination with only one business entity.** Consequently, the Company's activities will be limited to those engaged in by the business entity which the Company merges with or acquires. The Company's inability to diversify its activities into a number of areas may subject the Company to economic fluctuations within a particular business or industry and therefore increase the risks associated with the Company's operations.

**Potential for being classified an Investment Company.** Although the Company will be subject to regulation under the Exchange Act, management believes the Company will not be subject to regulation under the Investment Company Act of 1940, insofar as the Company will not be engaged in the business of investing or trading in securities. In the event the Company engages in business combinations which result in the Company holding passive investment interests in a number of entities, the Company could be subject to regulation under the Investment Company Act of 1940. In such event, the Company would be required to register as an investment company and could be expected to incur significant registration and compliance costs. The Company has obtained no formal determination from the Securities and Exchange Commission as to the status of the Company under the Investment Company Act of 1940 and, consequently, any violation of such Act could subject the Company to material adverse consequences.

**A business combination involving the issuance of the Company's common stock will, in all likelihood, result in shareholders of a target company obtaining a controlling interest in the Company.** Any such business combination may require shareholders of the Company to sell or transfer all or a portion of the Company's common stock held by them. The resulting change in control of the Company will likely result in removal of the present officer and director of the Company and a corresponding reduction in or elimination of his participation in the future affairs of the Company. Currently, there are no pending acquisitions, business combinations or mergers.

**The Company's primary plan of operation is based upon a business combination with a business entity which, in all likelihood, will result in the Company issuing securities to shareholders of such business entity.** The issuance of previously authorized and unissued common stock of the Company would result in reduction in percentage of shares owned by the present shareholders of the Company and would most likely result in a change in control or management of the Company.

**Federal and state tax consequences will, in all likelihood, be major considerations in any business combination the Company may undertake.** Currently, such transactions may be structured so as to result in tax-free treatment to both companies, pursuant to various federal and state tax provisions. The Company intends to structure any business combination so as to minimize the federal and state tax consequences to both the Company and the target company; however, there can be no assurance that such business combination will meet the statutory requirements of a tax-free reorganization or that the parties will obtain the intended tax-free treatment upon a transfer of stock or assets. A non-qualifying reorganization could result in the imposition of both federal and state taxes which may have an adverse effect on both parties to the transaction.

**Management of the Company will request that any potential business opportunity provide audited financial statements.** One or more attractive business opportunities may choose to forego the possibility of a business combination with the Company rather than incur the expenses associated with preparing audited financial statements. In such case, the Company may choose to obtain certain assurances as to the target company's assets, liabilities, revenues and expenses prior to consummating a business combination, with further assurances that audited financial statements would be provided after closing of such a transaction. Closing documents relative thereto may include representations that the audited financial statements will not materially differ from the representations included in such closing documents.

**Our stock is subject to the Penny Stock rules, which impose significant restrictions on the Broker-Dealers and may affect the resale of our stock.** Our stock is subject to PennyStock trading rules, and investors will experience resale restrictions and a lack of liquidity. A penny stock is generally a stock that:

- is not listed on a national securities exchange or Nasdaq;
- is listed in "pink sheets" or on the NASD OTC Bulletin Board;
- has a price per share of less than \$5.00; and
- is issued by a company with net tangible assets less than \$5 million.

The penny stock trading rules impose additional duties and responsibilities upon broker-dealers and salespersons effecting purchase and sale transactions in common stock and other equity securities, including:

- determination of the purchaser's investment suitability;
- delivery of certain information and disclosures to the purchaser; and
- receipt of a specific purchase agreement from the purchaser prior to effecting the purchase transaction.

Due to the Penny Stock rules, many broker-dealers will not effect transactions in penny stocks except on an unsolicited basis. When our common stock becomes subject to the penny stock trading rules,

- such rules may materially limit or restrict the ability to resell our common stock, and
- the liquidity typically associated with other publicly traded equity securities may not exist.

**It is possible that a liquid market for our stock will never develop and you will not be able to sell your stock.** There is no assurance a market will be made in our stock. If no market exists, you will not be able to sell your shares publicly, making your investment of little or no value.

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

None.

**ITEM 2. PROPERTIES.**

The Company utilizes office space at 1981 East 4800 South, Suite 100, Salt Lake City, Utah, 84117, provided by Susan Santage, the officer and director of the Company. The Company does not pay rent for this office space.

**ITEM 3. LEGAL PROCEEDINGS.**

The Company is not the subject of any pending legal proceedings; and to the knowledge of management, no proceedings are presently contemplated against the Company by any federal, state or local governmental agency.

Further, to the knowledge of management, no director or executive officer is party to any action in which any has an interest adverse to the Company.

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

None.

**PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.****Market Information**

Our common stock is listed on the Over the Counter Bulletin Board ("OTCBB"), under the symbol "FWAV". There was not an active market and no trading volume during fiscal 2008 and there has been no trading volume in 2009.

| 2009                          | CLOSING BID |     | CLOSING ASK |      |
|-------------------------------|-------------|-----|-------------|------|
|                               | High        | Low | High        | Low  |
| January 2 through March 31    | .15         | .15 | N/A         | N/A  |
| April 1 through June 30       | .15         | .15 | N/A         | N/A  |
| July 1 through September 30   | .15         | .15 | N/A         | N/A  |
| October 1 through December 31 | .56         | .15 | N/A         | 1.50 |
| 2008                          | CLOSING BID |     | CLOSING ASK |      |
|                               | High        | Low | High        | Low  |
| January 2 through March 31    | .10         | .10 | N/A         | N/A  |
| April 1 through June 30       | .15         | .10 | N/A         | N/A  |
| July 1 through September 30   | .15         | .15 | N/A         | N/A  |
| October 1 through December 31 | .15         | .15 | N/A         | N/A  |

The above quotations, as provided by Pink Sheets OTC Markets, Inc., represent prices between dealers and do not include retail markup, markdown or commission. In addition, these quotations do not represent actual transactions.

## Holders

As of March 10, 2010, there were approximately 503 shareholders of record holding 1,258,994 shares of common stock. This number does not include an indeterminate number of stockholders whose shares are held by brokers in street name. The holders of common stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders. Holders of the common stock have no preemptive rights and no right to convert their common stock into any other securities. There are no redemption or sinking fund provisions applicable to the common stock.

## Dividends

We have not paid, nor declared, any cash dividends since our inception and do not intend to declare any such dividends in the foreseeable future. Our ability to pay cash dividends is subject to limitations imposed by Nevada law. Under Nevada law, cash dividends may be paid to the extent that a corporation's assets exceed its liabilities and it is able to pay its debts as they become due in the usual course of business.

## Securities Authorized for Issuance Under Equity Compensation Plans

None.

## Recent Sales or Purchases of Unregistered Securities

None.

## ITEM 6. SELECTED FINANCIAL DATA.

Since we are a "smaller reporting company," as defined by SEC regulation, we are not required to provide the information required by this Item.

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

### FORWARD-LOOKING STATEMENTS

The statements made below with respect to our outlook for fiscal 2009 and beyond represent "forward looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities and Exchange Act of 1934 and are subject to a number of risks and uncertainties. These include, among other risks and uncertainties, whether we will be able to generate sufficient cash flow from our operations or other sources to fund our working capital needs, maintain existing relationships with our lender, successfully introduce and attain market acceptance of any new products, attract and retain qualified personnel both in our existing markets and in new territories in an extremely competitive environment, and potential obsolescence of our technologies.

In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "could," "would," "expects," "plans," "anticipates," "believes," "estimates," "projects," "predicts," "potential" and similar expressions intended to identify forward-looking statements. These statements are only predictions and involve known and unknown risks, uncertainties, and other factors that may cause our actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by such forward-looking statements. Given these uncertainties, you should not place undue reliance on these forward-looking statements. Also, these forward-looking statements represent our estimates and assumptions only as of the date of this report. Except as otherwise required by law, we expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained in this report to reflect any change in our expectations or any change in events, conditions or circumstances on which any of our forward-looking statements are based. We qualify all of our forward-looking statements by these cautionary statements.

### Plan of Operation

The Company is seeking to acquire assets or shares of an entity actively engaged in business which generates revenues. The Company has no particular acquisitions in mind and has not entered into any negotiations regarding such an acquisition. None of the Company's officers, directors, promoters or affiliates have engaged in any substantive contact or discussions with any representative of any other company regarding the possibility of an acquisition or merger between the Company and such other company as of the date of this annual report. The Board of Directors intends to obtain certain assurances of value of the target entity's assets prior to consummating such a transaction. Any business combination or transaction will likely result in a significant issuance of shares and substantial dilution to present stockholders of the Company.

The Company's current operating plan is to continue searching for potential businesses, products, technologies and companies for acquisition and to handle the administrative and reporting requirements of a public company. To demonstrate our commitment to maintaining ethical reporting and business practices, we adopted a Code of Ethics and Business Conduct.

The Company has, and will continue to have, no capital with which to provide the owners of business opportunities with any significant cash or other assets. However, management believes the Company will be able to offer owners of acquisition candidates the opportunity to acquire a controlling ownership interest in a publicly registered company without incurring the cost and time required to conduct an initial public offering. The owners of the acquisition candidate will, however, incur significant legal and accounting costs in connection with the acquisition of a business opportunity, including the costs of preparing Form 8-K's, 10-K's, 10-Q's, agreements and related reports and documents.

#### **Subsequent Event**

Subsequent to the year ended December 31, 2009, on February 23, 2010, the Company received a non-binding letter of intent to enter into an Exchange Agreement whereby the Company would acquire a business opportunity. The Company is in the process of performing due diligence on the potential acquisition. The Company does not anticipate entering any definitive agreement until all parties are satisfied with their due diligence process. There is no assurance a definitive agreement will be forthcoming or that any acquisition will be consummated.

#### **Years Ended December 31, 2009 and 2008**

The Company did not generate any revenue during the years ended December 31, 2009 and 2008.

General and administrative expenses at December 31, 2009 were \$8,984 compared to \$6,457 for the year ended December 31, 2008. Interest expense at December 31, 2009 was \$1,200 compared to \$1,185 for the year ended December 31, 2008. Expenses in both years were largely due to accounting, legal and other professional costs.

As a result of the foregoing, the Company realized net losses of \$10,184 for the year ended December 31, 2009 and \$7,642 for the year ended December 31, 2008.

#### **Years Ended December 31, 2008 and 2007**

The Company did not generate any revenue during the years ended December 31, 2008 and 2007.

General and administrative expenses at December 31, 2008 were \$6,457, compared to general and administrative expenses of \$6,073 for the year ended December 31, 2007. Interest expense at December 31, 2008 was \$1,185 compared to \$843 for the year ended December 31, 2007. Expenses in both years were largely due to accounting, legal and other professional costs.

As a result of the foregoing, the Company realized net losses of \$7,642 for the year ended December 31, 2008 and \$6,916 for the year ended December 31, 2007. The Company's net loss is attributable to a lack of business and ongoing professional costs associated with preparing the Company's public reports.

#### **Liquidity and Capital Resources**

At December 31, 2009, assets consisted of \$48 in cash. Liabilities consisted of \$8,270 in accounts payable, \$3,790 in accrued interest and a \$15,000 note payable to a stockholder, for total liabilities of \$27,060, leaving the Company without any working capital.

Since 2005, the Company has borrowed from Susan Santage, an officer and director of the Company. The note is unsecured, bears interest at 8% and is due on demand. At December 31, 2009 and 2008, the outstanding balance is \$15,000.

Currently, the Company has no material commitments for capital expenditures. Management anticipates that operating expenses for the next twelve months will be approximately \$5,000 to \$10,000. Management understands that it does not have sufficient cash to meet its immediate operational needs and will require additional capital to cover ongoing operating expenses. Management may attempt to raise additional capital for its current operational needs through loans from its officers, debt financing, equity financing or a combination of financing options. However, there are no existing understandings, commitments or agreements for such an infusion; nor can there be assurances to that effect.

The Company has no other assets or line of credit, other than that which present management may agree to extend to or invest in the Company, nor does it expect to have one before a merger is effected. The Company will carry out its business plan as discussed above. The Company cannot predict to what extent its liquidity and capital resources will be diminished prior to the consummation of a business combination or whether its capital will be further depleted by the operating losses (if any) of the business entity which the Company may eventually acquire.

Our current operating plan is to continue searching for potential businesses, products, technologies and companies for acquisition and to handle the administrative and reporting requirements of a public company. To demonstrate our commitment to maintaining ethical reporting and business practices, we adopted a Code of Ethics and Business Conduct. The Company will provide, at no cost, a copy of the Code of Ethics to any shareholder of the Company upon receiving a written request sent to the Company's address shown on Page 1 of this report.

#### **Off-Balance Sheet Arrangements**

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on our consolidated financial condition, results of operations or liquidity.

#### **Need For Additional Financing**

Based upon current management's willingness to extend credit to the Company and/or invest in the Company until a business combination is completed, the Company believes that its existing capital will be sufficient to meet the Company's cash needs required for the costs of compliance with the reporting requirements of the Securities Exchange Act of 1934, as amended, and for the costs of accomplishing its goal of completing a business combination, for an indefinite period of time. Accordingly, in the event the Company is able to complete a business combination during this period, it anticipates that its existing capital will be sufficient to allow it to accomplish the goal of completing a business combination. There is no assurance, however, that the available funds will ultimately prove to be adequate to allow it to complete a business combination, and once a business combination is completed, the Company's needs for additional financing are likely to increase substantially. In addition, as current management is under no obligation to continue to extend credit to the Company and/or invest in the Company, there is no assurance that such credit or investment will continue or that it will continue to be sufficient for future periods.

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

Since we have no assets and do not have any investments in eligible portfolio companies there is no quantitative information, as of the end of December 31, 2009, about market risk that has any impact on our present business. Once we begin making investments in eligible portfolio companies there will be market risk sensitive instruments and we will disclose the applicable market risk information at that time

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

The required financial statements are included following the signature page of this Form 10-K.

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

The Company has had no disagreements with its certified public accountants with respect to accounting practices or procedures or financial disclosure.

#### **ITEM 9A(T). CONTROLS AND PROCEDURES.**

*(a) Evaluation of Disclosure Controls and Procedures* Our management, with the participation of our President, evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our President concluded that our disclosure controls and procedures as of the end of the period covered by this report were effective such that the information required to be disclosed by us in reports filed under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to our management, including our President, as appropriate to allow timely decisions regarding disclosure. A controls system cannot provide absolute assurance, however, that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected. We believe our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives and our principal executive officer and principal financial officer concluded that our disclosure controls and procedures are effective.

*Management's Annual Report on Internal Control over Financial Reporting.* Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes of accounting principles generally accepted in the United States.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance of achieving their control objectives.

Our management, with the participation of the President, evaluated the effectiveness of the Company's internal control over financial reporting as of December 31, 2009. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control — Integrated Framework. Based on this evaluation, our management, with the participation of the President, concluded that, as of December 31, 2009, our internal control over financial reporting was effective.

This annual report does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report.

(b) *Changes in Internal Control over Financial Reporting.* There were no changes in the Company's internal controls over financial reporting, known to the chief executive officer or the chief financial officer, that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

#### **ITEM 9B. OTHER INFORMATION**

There are no further disclosures. All information that was required to be disclosed in a Form 8-K during the fourth quarter 2009 has been disclosed.

### **PART III**

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

##### **Identification of Directors and Executive Officers**

The following table sets forth the name, age, position and office term of each executive officer and director of the Company.

| <u>Name</u>   | <u>Age</u> | <u>Positions</u>                             | <u>Since</u>   |
|---------------|------------|--|----------------|
| Susan Santage | 48         | President, Secretary, Treasurer and Director | November, 2000 |

All officers hold their positions at the will of the Board of Directors. All directors hold their positions for one year or until their successors are elected and qualified.

Set forth below is certain biographical information regarding the Company's executive officer and director:

**Susan Santage**, Secretary, Treasurer and Director. Ms. Santage graduated from Salt Lake Community College in 1989 with an AAS in Graphic Design. In 1984, Ms. Santage graduated from the Salt Lake School of Interior Design. From 1989 to the present date, Ms. Santage has engaged in freelance graphic design where she has contracted with several companies including Break-thru Industries, KLCY Radio Station, Phoenix Aviation, Inc., and the Salt Lake Community College.

The Company has no audit committee financial expert, as defined under Section 228.401, serving on its audit committee because it has no audit committee and is not required to have an audit committee because it is not a listed security as defined in Section 240.10A-3.

##### **Term of Office**

The term of office of the current directors shall continue until new directors are elected or appointed.

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

During the past five years, no present or former director, person nominated to become a director, executive officer, promoter or control person of the Company:

(1) Was a general partner or executive officer of any business by or against which any bankruptcy petition was filed, whether at the time of such filing or two years prior thereto;

(2) Was convicted in a criminal proceeding or named the subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);

(3) Was the subject of 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) Was 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 above under this Item, or to be associated with persons engaged in any such activity;

(5) Was 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.

#### **Financial Expert**

The Company has no audit committee financial expert, as defined under Section 228.401, serving on its audit committee because it has no audit committee and is not required to have an audit committee because it is not a listed security as defined in Section 240.10A-3.

#### **Code of Ethics**

The Company has adopted a code of ethics that applies to the Company's principal executive officer, principal financial officer, principal accounting officer or controller. The Company will provide, at no cost, a copy of the Code of Ethics to any shareholder of the Company upon receiving a written request sent to the Company's address shown on Page 1 of this report.

#### **ITEM 11. EXECUTIVE COMPENSATION**

No current or prior officer or director has received any remuneration or compensation from the Company in the past three years, nor has any member of the Company's management been granted any option or stock appreciation right. Accordingly, no tables relating to such items have been included within this Item. None of our employees is subject to a written employment agreement nor has any officer received a cash salary since our founding. The Company has no agreement or understanding, express or implied, with any director, officer or principal stockholder, or their affiliates or associates, regarding compensation in the form of salary, bonuses, stocks, options, warrants or any other form of remuneration, for services performed on behalf of the Company. Nor are there compensatory plans or arrangements, including payments to any officer in relation to resignation, retirement, or other termination of employment, or any change in control of the Company, or a change in the officer's responsibilities following a change in control of the Company.

#### **Compensation of Directors**

There are no agreements to compensate any of the directors for their services.

Our officers and directors are reimbursed for expenses incurred on our behalf. Our officers and directors will not receive any finder's fee as a result of their efforts to implement the business plan outlined herein. However, our officers and directors anticipate receiving benefits as beneficial shareholders of our common stock.

We have not adopted any retirement, pension, profit sharing, stock option or insurance programs or other similar programs for the benefit of our employees.

#### **Termination of Employment and Change of Control Arrangement**

There are no compensatory plans or arrangements, including payments to be received from the Company, with respect to any former employees, officers or directors which would in any way result in payments to any such person because of his or her resignation, retirement or other termination of such person's employment with the Company or its subsidiaries, or any change in control of the Company, or a change in the person's responsibilities following a change in control of the Company.

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

The following table sets forth as of March 10, 2010, the number and percentage of the 1,258,994 shares of outstanding common stock which, according to the information supplied to the Company, were beneficially owned by (i) each person who is currently a director of the Company, (ii) each executive officer, (iii) all current directors and executive officers of the Company as a group and (iv) each person who, to the knowledge of the Company, is the beneficial owner of more than 5% of the outstanding common stock. Except as otherwise indicated, the persons named in the table have sole voting and dispositive power with respect to all shares beneficially owned, subject to community property laws where applicable.

| <b>Name and Address of Directors,<br/>Executive Officers and 5% Beneficial Owners</b>  | <b>Amount and Nature of Beneficial<br/>Ownership</b> | <b>Percent of Class of Common<br/>Stock</b> |
|--|--|---|
| Thomas A. Thomsen (2)<br>1981 East 4800 South, Suite 100<br>Salt Lake City, Utah 84117 | 86,285   | 6.9%  |
| Dianne Hatton-Ward<br>1981 East 4800 South, Suite 100<br>Salt Lake City, Utah 84117    | 333,333  | 26.5%                                       |
| Susan Santage (1)<br>1981 East 4800 South, Suite 100<br>Salt Lake City, Utah 84117     | 333,333  | 26.5%                                       |
| Directors and Executive Officers as a Group: One Person                                | 333,333  | 26.5%                                       |

- (1) Officer and director of the Company.
- (2) Thomas Thomsen owns 83,334 shares directly, and 2,951 shares indirectly through European Holdings, Inc. Mr. Thomsen owns and controls European Holdings, Inc.

There are no contracts or other arrangements that could result in a change of control of the Company.

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

**Transactions with Management and Others**

The Company utilizes office space at 1981 East 4800 South, Suite 100, Salt Lake City, Utah, 84117, provided by Susan Santage, the officer and director of the Company. The Company does not pay rent for this office space.

Since 2005, the Company has borrowed from Susan Santage, an officer and director of the Company. The note is unsecured, bears interest at 8% and is due on demand. At December 31, 2009 and 2008, the outstanding balance was \$15,000.

**Certain Business Relationships**

None.

**Indebtedness of Management**

None; not applicable.

**Conflicts of Interest**

None of our key personnel is required to commit full time to our affairs and, accordingly, these individuals may have conflicts of interest in allocating management time among their various business activities. In the course of their other business activities, certain key personnel may become aware of investment and business opportunities which may be appropriate for presentation to us, as well as the other entities with which they are affiliated. As such, they may have conflicts of interest in determining to which entity a particular business opportunity should be presented.

Each officer and director is, so long as he is an officer or director, subject to the restriction that all opportunities contemplated by our plan of operation that come to his attention, either in the performance of his duties or in any other manner, will be considered opportunities of, and be made available to us and the companies that he is affiliated with on an equal basis. A breach of this requirement will be a breach of the fiduciary duties of the officer or director. If we or the companies to which the officer or director is affiliated each desire to take advantage of an opportunity, then the applicable officer or director would abstain from negotiating and voting upon the opportunity. However, the officer or director may still take advantage of opportunities if we should decline to do so. Except as set forth above, we have not adopted any other conflict of interest policy in connection with these types of transactions

#### **ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.**

##### **Audit Fee**

The aggregate fees billed for each of the last two fiscal years for professional services rendered by the principal accountant for the audit of Framewaves, Inc. annual financial statement and review of financial statements included in Framewaves' 10-Q reports and services normally provided by the accountant in connection with statutory and regulatory filings or engagements were \$3,450 for fiscal year ended 2009 and \$3,010 for fiscal year ended 2008.

##### **Audit-Related Fees**

The aggregate fees billed in each of the last two fiscal years for assurance and related services by the principal accountant that are reasonably related to the performance of the audit or review of Framewaves, Inc. financial statements that are not reported above were \$0 for fiscal year ended 2009 and \$0 for fiscal year ended 2008.

##### **Tax Fees**

The aggregate fees billed in each of the last two fiscal years for professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning were \$125 for fiscal year ended 2009 and \$125 for fiscal year ended 2008.

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

The aggregate fees billed in each of the last two fiscal years for products and services provided by the principal accountant, other than the services reported above were \$0 for fiscal year ended 2009 and \$0 for fiscal year ended 2008.

We do not have an audit committee currently serving and as a result our board of directors performs the duties of an audit committee. Our board of directors will evaluate and approve in advance, the scope and cost of the engagement of an auditor before the auditor renders audit and non-audit services. We do not rely on pre-approval policies and procedures.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

(a) Exhibits

Copies of the following documents are included as exhibits to this report pursuant to Item 601 of Regulation S-B.

The Company has adopted a code of ethics that applies to the Company's principal executive officer, principal financial officer, principal accounting officer or controller. The Company will provide, at no cost, a copy of the Code of Ethics to any shareholder of the Company upon receiving a written request sent to the Company's address shown on Page 1 of this report.

|               |  |             |
|---------------|--|-------------|
| Exhibit 3(i)  | Amended and Restated Articles of Incorporation*  | 2000 10-KSB |
| Exhibit 3(ii) | Amended and Restated Bylaws*   | 2000 10-KSB |
| Exhibit 14    | Code of Ethics**   | 2002 10-KSB |
| 31            | Certification of the Principal Executive Officer and Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   | Attached    |
| 32.1          | Certification of the Principal Executive Officer and Principal Financial Officer pursuant to U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*** | Attached    |

\* Incorporated by reference. Filed as exhibit to 2000 10-KSB filed January 26, 2001

\*\*Incorporated by reference. Filed as exhibit to 2002 10-KSB filed March 26, 2003

\*\*\* The Exhibit attached to this Form 10-KSB shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to liability under that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**SIGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FRAMEWAVES, INC.

Date: March 11, 2010

/s/ Susan Santage  
Susan Santage  
Chief Executive Officer and  
Chief Financial Officer

In accordance with the Exchange Act, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: March 11, 2010

/s/ Susan Santage  
Susan Santage  
Director

FRAMEWAVES, INC.  
(A Development Stage Company)

FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

F-1

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FRAMEWAVES, INC.

(A Development Stage Company)

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders  
of FrameWaves, Inc.

We have audited the accompanying balance sheets of FrameWaves, Inc. (a Nevada corporation) as of December 31, 2009 and 2008, and the related statements of operations, stockholders' equity and cash flows for the years ended December 31, 2009, 2008 and 2007. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of FrameWaves, Inc. as of December 31, 2009 and 2008, and the results of their operations and their cash flows for the years ended December 31, 2009, 2008 and 2007 in conformity with U.S. generally accepted accounting principles.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As disclosed in Note 10 to the financial statements, the Company incurred a net loss of \$10,184 and \$7,642, respectively, during the years ended December 31, 2009 and 2008, and as of December 31, 2009, the Company's current liabilities exceeded its current assets by \$27,012. These factors create an uncertainty as to the Company's ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent upon additional capital contributions from the sale of stock and the ability to generate operating revenue. The financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

*/s/ Burnham & Schumm, PC*

Salt Lake City, Utah  
March 7, 2010

FRAMEWAVES, INC.  
(A Development Stage Company)

BALANCE SHEETS

DECEMBER 31, 2009 and 2008

| <u>Assets</u>   | <u>2009</u>         | <u>2008</u>          |
|---|---------------------|----------------------|
| Current Assets:   |                     |                      |
| Cash  | \$ <u>48</u>        | \$ <u>298</u>        |
| Total current assets  | <u>48</u>           | <u>298</u>           |
| Total Assets  | \$ <u><u>48</u></u> | \$ <u><u>298</u></u> |
| <u>Liabilities and Stockholders' Equity</u>   |                     |                      |
| Current Liabilities:  |                     |                      |
| Accounts payable  | \$ 8,270            | \$ 6,335             |
| Accrued interest, stockholder   | 3,790               | 2,591                |
| Note payable, stockholder   | <u>15,000</u>       | <u>15,000</u>        |
| Total current liabilities   | <u>27,060</u>       | <u>23,926</u>        |
| Stockholders' Equity:   |                     |                      |
| Common stock, \$.001 par value 100,000,000 shares authorized,<br>1,258,994 issued and outstanding | 1,259               | 1,259                |
| Additional paid-in capital  | 49,167              | 42,367               |
| Deficit accumulated during the development stage  | <u>(77,438)</u>     | <u>(67,254)</u>      |
| Total stockholders' equity  | <u>(27,012)</u>     | <u>(23,628)</u>      |
| Total Liabilities and Stockholders' Equity  | \$ <u><u>48</u></u> | \$ <u><u>298</u></u> |

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

FRAMEWAVES, INC.  
(A Development Stage Company)

STATEMENTS OF OPERATIONS

YEARS ENDED DECEMBER 31, 2009, 2008 AND 2007

|                                      | <u>2009</u>               | <u>2008</u>              | <u>2007</u>              | <u>For the period<br/>December 31, 1993<br/>(Quasi –<br/>Reorganization)<br/>Through<br/>December 31,<br/>2009</u> |
|--------------------------------------|---------------------------|--------------------------|--------------------------|--|
| Revenues                             | \$ --                     | \$ --                    | \$ --                    | \$ 1,267   |
| Expenses, general and administrative | <u>8,984</u>              | <u>6,457</u>             | <u>6,073</u>             | <u>74,915</u>  |
| Operating Loss                       | (8,984)                   | (6,457)                  | (6,073)                  | (73,648)   |
| Other Income (Expense):              |                           |                          |                          |  |
| Interest expense                     | <u>(1,200)</u>            | <u>(1,185)</u>           | <u>(843)</u>             | <u>(3,790)</u>   |
| Net Loss                             | \$ <u><u>(10,184)</u></u> | \$ <u><u>(7,642)</u></u> | \$ <u><u>(6,916)</u></u> | \$ <u><u>(77,438)</u></u>  |
| Net Loss per Share                   | \$ <u><u>(.01)</u></u>    | \$ <u><u>(.01)</u></u>   | \$ <u><u>(.01)</u></u>   | \$ <u><u>(.11)</u></u>   |
| Weighted average Shares              | <u>1,258,994</u>          | <u>1,258,994</u>         | <u>1,258,994</u>         | <u>725,686</u>   |

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

FRAMEWAVES, INC.  
(A Development Stage Company)  
STATEMENTS OF STOCKHOLDERS' EQUITY  
YEARS ENDED DECEMBER 31, 2009, 2008, AND 2007

|   | Common Stock |          | Additional<br>Paid-in<br>Capital | Deficit<br>Accumulated<br>During the<br>Development<br>Stage |
|---|--------------|----------|----------------------------------|--|
|   | Shares       | Amount   |                                  |  |
| Balance, December 31, 1993  | 65,600       | \$ 66    | \$ (66)                          | \$ --  |
| Common stock issued for cash and services at \$.10/ share on November 3, 2000   | 100,000      | 100      | 9,900                            | --   |
| Contribution by shareholder for Company expenses paid directly by shareholder   | --           | --       | 22,196                           | --   |
| Common stock issued in acquisition of subsidiary, Corners, Inc. on December 27, 2000  | 1,000,000    | 1,000    | (90)                             | --   |
| Common stock issued due to rounding up shareholders with less than 100 shares after 100 for 1 reverse stock split effective December 27, 2000 | 43,394       | 43       | (43)                             | --   |
| Common stock issued for cash at \$.14 per share on December 1, 2004   | 50,000       | 50       | 6,950                            | --   |
| Net loss accumulated for the period December 31, 1993 (quasi-reorganization) through December 31, 2006  | --           | --       | --                               | (52,696)   |
| Balance, December 31, 2006  | 1,258,994    | \$ 1,259 | \$ 38,847                        | \$ (52,696)  |

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

FRAMEWAVES, INC.  
(A Development Stage Company)

STATEMENTS OF STOCKHOLDERS' EQUITY - CONTINUED

YEARS ENDED DECEMBER 31, 2009, 2008 AND 2007

|   | Common Stock     |                 | Additional<br>Paid-in<br>Capital | Deficit<br>Accumulated<br>During the<br>Development<br>Stage |
|---|------------------|-----------------|----------------------------------|--|
|   | Shares           | Amount          |                                  |  |
| Balance, December 31, 2006  | 1,258,994        | \$ 1,259        | \$ 38,847                        | \$ (52,696)  |
| Contribution by shareholder for Company expenses paid directly by shareholder | --               | --              | 3,520                            | --   |
| Net loss for the year ended December 31, 2007                                 | <u>--</u>        | <u>--</u>       | <u>--</u>                        | <u>(6,916)</u>   |
| Balance, December 31, 2007  | 1,258,994        | 1,259           | 42,367                           | (59,612)   |
| Net loss for the year Ended December 31, 2008                                 | <u>--</u>        | <u>--</u>       | <u>--</u>                        | <u>(7,642)</u>   |
| Balance, December 31, 2008  | 1,258,994        | 1,259           | 42,367                           | (67,254)   |
| Contribution by shareholder for Company expenses paid directly by shareholder | --               | --              | 6,800                            | --   |
| Net loss for the year ended December 31, 2009                                 | <u>--</u>        | <u>--</u>       | <u>--</u>                        | <u>(10,184)</u>  |
| Balance, December 31, 2009  | <u>1,258,994</u> | <u>\$ 1,259</u> | <u>\$ 49,167</u>                 | <u>\$ 77,438</u>   |

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

FRAMEWAVES, INC.  
(A Development Stage Company)

STATEMENTS OF CASH FLOWS

YEARS ENDED DECEMBER 31, 2009, 2008 AND 2007

|   | 2009        | 2008       | 2007       | For the period<br>December 31,<br>1993<br>(Quasi –<br>Reorganization)<br>Through<br>December 31,<br>2009 |
|---|-------------|------------|------------|--|
| Cash flows from operating activities:   |             |            |            |  |
| Net loss  | \$ (10,184) | \$ (7,642) | \$ (6,916) | \$ (77,438)  |
| Adjustments to reconcile net income to cash provided by operating activities: |             |            |            |  |
| Contribution from Shareholder   | 6,800       | --         | 3,520      | 32,516   |
| Common stock issued for services  | --          | --         | --         | 5,000  |
| Increase (decrease) in accounts payable and accrued interest                  | 3,134       | 3,290      | 157        | 12,060   |
| Net cash used by operating activities:  | (250)       | (4,352)    | (3,239)    | (27,862)   |
| Cash flows from investing activities:   |             |            |            |  |
| Cash received in acquisition of subsidiary                                    | --          | --         | --         | 910  |
| Cash flows from financing activities:   |             |            |            |  |
| Issuance of common stock  | --          | --         | --         | 12,000   |
| Proceeds from related party note payable                                      | --          | 2,228      | 2,772      | 15,000   |
| Net cash provided by financing activities                                     | \$ --       | \$ 2,228   | \$ 2,772   | \$ 27,000  |

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

FRAMEWAVES, INC.  
(A Development Stage Company)

STATEMENTS OF CASH FLOWS – CONTINUED

YEARS ENDED DECEMBER 31, 2009, 2008 AND 2007

|                                 | <u>2009</u>  | <u>2008</u>   | <u>2007</u>     | <u>For the period<br/>December 31,<br/>1993<br/>(Quasi –<br/>Reorganization)<br/>Through<br/>December 31,<br/>2009</u> |
|---------------------------------|--------------|---------------|-----------------|--|
| Net increase (decrease) in cash | \$ (250)     | \$ (2,124)    | \$ (467)        | \$ 48  |
| Cash, beginning of period       | <u>298</u>   | <u>2,422</u>  | <u>2,889</u>    | <u>--</u>  |
| Cash, end of period             | <u>\$ 48</u> | <u>\$ 298</u> | <u>\$ 2,422</u> | <u>\$ 48</u>   |
| Interest paid                   | <u>\$ --</u> | <u>\$ --</u>  | <u>\$ --</u>    | <u>\$ --</u>   |
| Income taxes paid               | <u>\$ --</u> | <u>\$ --</u>  | <u>\$ --</u>    | <u>\$ --</u>   |

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

NOTES TO FINANCIAL STATEMENTS

1. Summary of Business and Significant Accounting Policies

a. Summary of Business

The Company was incorporated under the laws of the State of Nevada on December 23, 1985. The Company was formed to pursue business opportunities. The Company was unsuccessful in its operations. During 1993, Management determined it was in the best interest of the Company to discontinue its previous operations. The Company is considered to have re-entered into a new development stage on December 31, 1993. Because the Company discontinued its previous operations and is selling new potential business opportunities, the Company adopted quasi-reorganization accounting procedures to provide the Company a "fresh start" for accounting purposes.

The Company has not commenced principal operations and is considered a "Development Stage Company" as defined by the Financial Accounting Standards Board No. 7.

In December 2007, the Company's 100% owned subsidiary Corners, Inc. had its corporate chapter permanently revoked by the state of Nevada. Since Corners, Inc. has no assets or liabilities, the Company has elected to abandon all interests in the common stock of Corners, Inc. Therefore, consolidated financial statements are no longer applicable.

b. Cash Flows

For purposes of the statement of cash flows, the Company considers all highly liquid investments purchased with a maturity of three months or less to be cash or cash equivalents.

c. Net Loss Per Share

The net loss per share calculation is based on the weighted average number of shares outstanding during the period.

d. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

e. Revenue Recognition

Revenue is recognized on the accrual basis of accounting when earned. The Company's primary business generated revenue from picture framing. The Company has not had any revenue since 2001.

f. Financial Instruments

Statement of Financial Accounting Standards ("SFAS") No. 107, "Disclosure About Fair Value of Financial Instruments," requires disclosure of fair value information about financial instruments when it is practicable to estimate that value. The carrying amount of the Company's cash, accounts payable, interest payable and notes payable approximates their estimated fair values due to the short-term maturities of those financial instruments.

g. Income Taxes

The Company accounts for income taxes using the asset and liability method in accordance with SFAS No. 109, "Accounting for Income Taxes." Deferred tax asset 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 bases. 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. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is recognized against deferred tax assets when it is more likely than not that the assets will not be realized.

In May 2007, the FASB issued Staff Position FIN 48-1, "Definition of Settlement in FASB Interpretation No. 48" ("FSP FIN 48-1"), which amends FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes—an interpretation of FASB Statement No. 109" ("FIN 48," together with FSP FIN 48-1 referred as "FIN 48, as amended"). As of January 1, 2009, we adopted the provisions of FIN 48, as amended, which clarify the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with SFAS No. 109, "Accounting for Income Taxes." FIN 48, as amended, prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position an entity takes or expects to take in a tax return. To recognize a tax position, the tax position must be more-likely-than-not sustainable upon examination by the relevant taxing authority, and the relevant measurement of the position must be the largest amount of benefit that we would more than 50% likely realize upon settlement. We would recognize the benefit of a position in the interim reporting period during which it meets the threshold, unless we effectively settle it earlier through examination, negotiation, or litigation or the applicable statute of limitations period expires.

The Company did not recognize any additional liability for unrecognized tax benefit as a result of the implementation. As of December 31, 2009, the Company did not increase or decrease liability for unrecognized tax benefit related to tax positions in prior period nor did the company increase its liability for any uncertain tax positions in the current year. Furthermore, there were no adjustments to the liability or lapse of statute of limitation or settlements with taxing authorities.

The Company expects resolution of unrecognized tax benefits, if created would occur while the 100% valuation allowance of deferred tax assets is maintained; therefore, the Company does not expect to have any unrecognized tax benefits that, if recognized, would affect its effective income tax rate.

The Company will recognize interest and penalty related to unrecognized tax benefits and penalties as income tax expense. As of December 31, 2009, the Company has not recognized any liabilities for penalty or interest as the Company does not have any liability for unrecognized tax benefits.

2. Quasi-Reorganization

December 7, 2000, the shareholders of the Company approved to adopt quasi-reorganization accounting procedures. Quasi-reorganization accounting allowed the Company to eliminate its previous accumulated deficit of approximately \$235,000 against additional paid-in capital. Therefore, the adoption of quasi-reorganization accounting procedures gave the Company a fresh start for accounting purposes. The Company is also considered as re-entering a new development stage on December 31, 1993, as it discontinued all of its previous operations. These financial statements have been restated to reflect the change.

3. Note Payable, Stockholder

Since 2005, the Company has borrowed money from a director and officer of the Company. At December 31, 2009 and 2008, the outstanding balance is \$15,000. The note is unsecured, bears interest at 8% and is due on demand.

4. Stock Split

On December 27, 2000, the Company approved a 100 for 1 reverse split of the issued and outstanding common stock but no shareholder's ownership shall be less than 100 shares. An additional 43,394 shares were issued as a result of rounding up to the 100 share minimum.

The 100 for 1 reverse split has been retroactively applied in the accompanying financial statements.

5. Amended Articles of Incorporation

On December 27, 2000, the Company amended its articles of incorporation to change its name from Messidor Limited to FrameWaves, Inc. In addition, the Company decreased its authorized shares from 500,000,000 to 110,000,000 shares of stock of which 100,000,000 shall be designated common stock and 10,000,000 shall be designated preferred stock. At December 31, 2009, no preferred stock has been issued by the Company.

The Company has the authorization to issue the preferred stock in one or more series and to determine the voting rights, preferences as to dividends and liquidation, conversion rights, and other rights of each series.

6. Issuance of Common Stock

On November 3, 2000, the Company issued 100,000 shares of its \$.001 par value common stock for an aggregate price of \$10,000. \$5,000 was received in cash and \$5,000 for services rendered.

On December 1, 2004, the Company issued 50,000 shares of its common stock for \$.14 per share for an aggregate cash price of \$7,000.

7. Stock Options and Warrants

The Company has designated 2,000,000 shares of its authorized and unissued common stock to a future stock option plan. At December 31, 2009, there are no options or warrants outstanding to acquire the Company's common stock.

8. Acquisition of Subsidiary

On December 27, 2000, the Company acquired 100% of the outstanding common shares of Corners, Inc. in exchange for the issuance of 1,000,000 shares of its previously authorized but unissued common stock. Corners, Inc. was purchased at book value of \$910 or \$.001 per share. The acquisition has been accounted for on the purchase method and 100% of the purchase price was allocated to cash. In December 2007, the state of Nevada revoked the corporate charter of Corners, Inc. Since the subsidiary has no assets or liabilities, the Company has elected to abandon all interest in its shares of Corners, Inc.

9. Income Taxes

The Company has had no taxable income under Federal or State tax laws. The Company has loss carryforwards totaling \$72,438 that may be offset against future federal income taxes. If not used, the carryforwards will expire between 2020 and 2029. Due to the Company being in the development stage and incurring net operating losses, a valuation allowance has been provided to reduce the deferred tax assets from the net operating losses to zero. Therefore, there are no tax benefits recognized in the accompanying statement of operations.

10. Going Concern

As shown in the accompanying financial statements, the Company incurred a net loss of \$10,184 during year ended December 31, 2009 and accumulated losses of \$77,438 since quasi-reorganization at December 31, 1993. The Company's current liabilities exceed its current assets by \$27,012 at December 31, 2009. These factors create an uncertainty as to the Company's ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent upon the success of raising additional capital through the issuance of common stock and the ability to generate sufficient operating revenue. The financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

11. Fair Value Measurement

We adopted SFAS No. 157 "Fair Value Measurements," ("SFAS 157") effective January 1, 2009 for financial assets and liabilities measured on a recurring basis. On February 6, 2008, the FASB deferred the effective date of SFAS 157 for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis. SFAS 157 defines fair value, establishes a framework for measuring fair value and generally accepted accounting principles and expands disclosures about fair value measurements. This standard applies in situation where other accounting pronouncements either permit or require fair value measurements. SFAS 157 does not require any new fair value measurements.

Fair value is defined in SFAS 157 as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements are to be considered from the perspective of a market participant that holds the asset or owes the liability. SFAS 157 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The standard describes three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices in active markets for identical or similar assets and liabilities.

Level 2: Quoted prices for identical or similar assets and liabilities in markets that are not active or observable inputs other than quoted prices in active markets for identical or similar assets and liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The carrying amount of the Company's financial assets and liabilities, including cash, accounts payable, interest payable and notes payable approximate fair value, without being discounted, due to the short-term maturities during which these amounts are outstanding.

12. Subsequent Events

Management has evaluated subsequent events through March 12, 2010 the date on which the financial statements were available to be issued and determined that one item requires disclosure.

On February 23, 2010, the Company received a letter of intent to enter into an Exchange Agreement for all of the Company's issued and outstanding shares. As of the date of issuance of these financial statements no definitive agreement has been entered into.

**Exhibit 31.1**

I, Susan Santage, certify that:

1. I have reviewed this Form 10-K Annual Report of Framewaves, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 11, 2010

/s/ Susan Santage  
Susan Santage  
Chief Executive Officer  
Chief Financial Officer

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Framewaves, Inc. a Nevada corporation (the "Company"), on Form 10-K for the period ending December 31, 2009 as filed with the Securities and Exchange Commission (the "Report"), I, Susan Santage, Chief Executive Officer and Chief Financial Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350), that to my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Susan Santage  
Susan Santage  
Chief Executive Officer  
Chief Financial Officer

Date: March 11, 2010