

FINANCIAL STATEMENTS  
AND INDEPENDENT AUDITORS' REPORT

FIRST WYOMING CAPITAL CORPORATION  
(A Development Stage Corporation)

December 31, 2010 and 2009

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## Independent Auditors' Report

Board of Directors  
First Wyoming Capital Corporation

We have audited the accompanying balance sheets of First Wyoming Capital Corporation (a development stage corporation) (a Wyoming corporation) as of December 31, 2010 and 2009, and the related statements of operations and deficit accumulated during development stage, changes in shareholders' equity, and cash flows for the year ended December 31, 2010, for the period from inception (July 8, 2009) to December 31, 2009 and for the period from inception (July 8, 2009) to December 31, 2010. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. 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 First Wyoming Capital Corporation (a development stage corporation) as of December 31, 2010 and 2009, and the results of its operations and its cash flows for the year ended December 31, 2010, for the period from inception (July 8, 2009) to December 31, 2009 and for the period from inception (July 8, 2009) to December 31, 2010, in conformity with accounting principles generally accepted in the United States of America.

*Kerber, Eck & Braeckel LLP*

Springfield, Illinois  
March 21, 2011

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Other Locations

Jacksonville, IL • Belleville, IL • Carbondale, IL • Cape Girardeau, MO • St. Louis, MO • Milwaukee, WI

First Wyoming Capital Corporation  
(A Development Stage Corporation)

BALANCE SHEETS

December 31

	<u>2010</u>	<u>2009</u>
ASSETS		
Cash	\$ 1,687,672	\$ 184,736
Certificates of deposit, at amortized cost	-	490,917
Accrued investment income	-	4,546
Investments, available-for-sale	10,000	-
Security deposit	2,750	-
Furniture and equipment, net	<u>16,786</u>	<u>-</u>
	<u>\$ 1,717,208</u>	<u>\$ 680,199</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
LIABILITIES		
Accounts payable	\$ 970	\$ 3,000
Payroll liabilities	<u>-</u>	<u>14,686</u>
Total liabilities	970	17,686
SHAREHOLDERS' EQUITY		
Common stock subscribed, \$ .10 par value	263,651	225,000
Additional paid-in capital	2,568,899	675,000
Offering costs	(335,969)	-
Deficit accumulated during development stage	<u>(780,343)</u>	<u>(237,487)</u>
Total shareholders' equity	<u>1,716,238</u>	<u>662,513</u>
	<u>\$ 1,717,208</u>	<u>\$ 680,199</u>

The accompanying notes are an integral part of these statements.

First Wyoming Capital Corporation  
(A Development Stage Corporation)

STATEMENTS OF OPERATIONS AND DEFICIT  
ACCUMULATED DURING DEVELOPMENT STAGE

	Year Ended <u>December 31, 2010</u>	Period From Inception (July 8, 2009) Through <u>December 31, 2009</u>	Period From Inception (July 8, 2009) Through <u>December 31, 2010</u>
Expenses			
Salaries and employer taxes	\$ 297,476	\$ 135,930	\$ 433,406
Employee benefits	59,052	9,076	68,128
Consulting fees	-	2,000	2,000
Directors' fees	11,750	12,634	24,384
Rent	20,071	2,410	22,481
Professional fees	13,000	3,000	16,000
Travel and lodging	96,913	64,886	161,799
Office and other expenses	16,926	8,848	25,774
Depreciation	1,665	-	1,665
Commissions	1,504	-	1,504
Relocation expenses	8,000	-	8,000
Licenses and permits	1,327	-	1,327
Insurance	15,910	-	15,910
Miscellaneous	154	550	704
	<hr/>	<hr/>	<hr/>
Total expenses	543,748	239,334	783,082
Other income			
Investment income	892	1,847	2,739
	<hr/>	<hr/>	<hr/>
Net loss	<u>\$ (542,856)</u>	<u>\$ (237,487)</u>	<u>\$ (780,343)</u>
Net loss per common share subscribed	<u>\$ (.23)</u>	<u>\$ (.13)</u>	<u>\$ (.36)</u>

The accompanying notes are an integral part of these statements.

First Wyoming Capital Corporation  
(A Development Stage Corporation)

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

Period from inception (July 8, 2009) through December 31, 2010

	<u>Common Stock Subscribed</u>	<u>Additional Paid-in Capital</u>	<u>Offering Costs</u>	<u>Deficit Accumulated During Development Stage</u>	<u>Total</u>
Balance at inception (July 8, 2009)	\$ -	\$ -	\$ -	\$ -	\$ -
Sale of 1,500,000 initial shares at \$ .10 per share	150,000	-	-	-	150,000
Sale of 750,000 shares in private placement at \$ 1.00 per share	75,000	675,000	-	-	750,000
Net loss for period from inception (July 8, 2009) through December 31, 2009	<u>-</u>	<u>-</u>	<u>-</u>	<u>(237,487)</u>	<u>(237,487)</u>
Balance at December 31, 2009	225,000	675,000	-	(237,487)	662,513
Sale of 386,510 shares in public offering at \$ 5.00 per share	38,651	1,893,899	-	-	1,932,550
Offering costs of public offering	-	-	(335,969)	-	(335,969)
Net loss for year ended December 31, 2010	<u>-</u>	<u>-</u>	<u>-</u>	<u>(542,856)</u>	<u>(542,856)</u>
Balance at December 31, 2010	<u>\$ 263,651</u>	<u>\$ 2,568,899</u>	<u>\$ (335,969)</u>	<u>\$ (780,343)</u>	<u>\$ 1,716,238</u>

The accompanying notes are an integral part of these statements.

First Wyoming Capital Corporation  
(A Development Stage Corporation)

STATEMENTS OF CASH FLOWS

	Year Ended December 31, 2010	Period From Inception (July 8, 2009) Through December 31, 2009	Period From Inception (July 8, 2009) Through December 31, 2010
Cash flows from operating activities			
Net loss	\$ (542,856)	\$ (237,487)	\$ (780,343)
Adjustments to reconcile net loss to net cash used in operating activities			
Amortization of premium	4,273	234	4,507
Depreciation	1,665	-	1,665
Change in assets and liabilities			
Accrued investment income	4,546	(4,546)	-
Security deposit	(2,750)	-	(2,750)
Accounts payable	(2,030)	3,000	970
Payroll liabilities	(14,686)	14,686	-
Net cash used in operating activities	(551,838)	(224,113)	(775,951)
Cash flows from investing activities			
Purchase of certificates of deposit	-	(491,151)	(491,151)
Purchase of investment	(10,000)	-	(10,000)
Maturity of certificates of deposit	486,644	-	486,644
Purchase of property and equipment	(18,451)	-	(18,451)
Net cash provided by (used in) investing activities	458,193	(491,151)	(32,958)
Cash flows from financing activities			
Proceeds from initial placement of common stock subscribed	-	150,000	150,000
Proceeds from private placement of common stock subscribed	-	750,000	750,000
Proceeds from public offering of common stock subscribed	1,932,550	-	1,932,550
Cost of stock offering	(335,969)	-	(335,969)
Net cash provided by financing activities	1,596,581	900,000	2,496,581
Net increase in cash	1,502,936	184,736	1,687,672
Cash at beginning of period	184,736	-	-
Cash at end of period	\$ 1,687,672	\$ 184,736	\$ 1,687,672

The accompanying notes are an integral part of these statements.

First Wyoming Capital Corporation  
(A Development Stage Corporation)

NOTES TO FINANCIAL STATEMENTS

December 31, 2010 and 2009

NOTE A - NATURE OF OPERATIONS AND SUMMARY OF ACCOUNTING POLICIES

NATURE OF OPERATIONS

First Wyoming Capital Corporation, (the "Company") which is in the development stage, was incorporated in Wyoming on July 8, 2009, for the primary purpose of organizing a life insurance subsidiary. In July 2009, the Company raised \$ 150,000 from the initial offering of 1,500,000 common shares subscribed. After the initial offering, the Company raised \$ 750,000 from a private placement of 750,000 shares. On April 26, 2010, the Company's intra-state public stock offering filed with the Wyoming Secretary of State for \$ 7,500,000, which included a 15% "over-sale" provision (additional sales of \$ 1,125,000), was declared effective. As of December 31, 2010, the Company has raised \$ 1,932,550 from the sale of 386,510 common shares subscribed.

A summary of the Company's significant accounting policies consistently applied in the preparation of the accompanying financial statements follows:

*1. Use of Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Although these estimates are based on management's knowledge of current events and actions it may undertake in the future, they may ultimately differ from actual results.

*2. Cash and Cash Equivalents*

For purposes of reporting cash flows, the Company considers cash and cash equivalents as highly-liquid investments purchased with an original maturity of three months or less.

*3. Certificates of Deposit*

Certificates of deposit are purchased in the secondary market and are recorded at original cost with premiums and discounts amortized over the life of the contract with the financial institution.

First Wyoming Capital Corporation  
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NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2010 and 2009

NOTE A - NATURE OF OPERATIONS AND SUMMARY OF ACCOUNTING POLICIES  
- Continued

*4. Investments*

The Company classifies all equity securities as available-for-sale. Available-for-sale securities are carried at fair value with unrealized gains and losses, net of applicable deferred taxes, reported in other comprehensive income. Realized gains and losses on the sale of investments are recognized in operations on the specific identification basis. Interest and dividends earned on investments are included in net investment income.

*5. Furniture and Equipment*

Furniture and equipment is stated at cost less accumulated depreciation. Depreciation is provided for in amounts sufficient to relate the cost of the depreciable assets to operations over their estimated service lives using the straight-line method for financial reporting purposes. The estimated life used in determining depreciation is three years for electronic data processing equipment and five years for furniture. Accumulated depreciation at December 31, 2010, is \$ 1,665.

*6. Common Stock Subscribed*

The common stock, when issued, will have a \$ .10 par value, with dividend rights payable to holders of common stock on a pro rata basis.

*7. Offering Costs*

Certain costs directly related to the sale of the Company's securities are capitalized against the proceeds from the sales. These costs include legal fees, recruiting and training expenses, commissions, printing, and other expenses related to the offering.

*8. Net Loss Per Common Stock Subscribed*

Net loss per common share subscribed is calculated using the weighted average number of common shares subscribed outstanding. Subscribed shares sold during the period are considered to be outstanding for one half of the month in which they were sold. Accordingly, the weighted average common shares subscribed outstanding was 2,385,548 and 1,793,000 for the years ended December 31, 2010 and 2009, respectively, and 2,188,032 for the period from date of inception (July 8, 2009) through December 31, 2010.

First Wyoming Capital Corporation  
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NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2010 and 2009

NOTE B - INVESTMENTS

Investments in available-for-sale securities at December 31 are summarized as follows:

<u>2010</u>	<u>Cost</u>	<u>Gross Unrealized</u>		<u>Fair Value</u>
		<u>Gains</u>	<u>Losses</u>	
Available-for-sale securities				
Equity Securities	\$ 10,000	\$ -	\$ -	\$ 10,000

There were no securities in an unrealized loss position at December 31, 2010.

The Company's decision to record an impairment loss is primarily based on whether the security's fair value is likely to remain significantly below its book value in light of all the factors considered. Factors that are considered include the length of time the security's fair value has been below its cost amount, the severity of the decline in value, and the dividend payment history of the issuer. The Company also assesses recovery value. Any other-than-temporary impairments on equity securities are recorded in the consolidated statements of income in the periods incurred as the difference between fair value and cost. Management believes that the Company will fully recover its cost basis in the securities held at December 31, 2010, and management does not have the intent to sell nor is it more likely than not that the Company will be required to sell such securities until they recover.

NOTE C - FAIR VALUE MEASUREMENTS

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Accounting standards establish 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 assets or liabilities. Level 1 assets and liabilities include debt and equity securities that are traded in an active exchange market, as well as U.S. Treasury securities.

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NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2010 and 2009

NOTE C - FAIR VALUE MEASUREMENTS - Continued

Level 2 - Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. Level 2 assets and liabilities include debt securities with quoted prices that are traded less frequently than exchange-traded instruments. This category generally includes certain U.S. Government and agency mortgage-backed debt securities and corporate debt securities. Level 2 assets also include certain entities that calculate net asset value per share if the Company has the ability to redeem the investment at net asset value per share at the measurement date or shortly thereafter. Examples of these entities include hedge funds, private equity funds, real estate funds, offshore funds and funds of funds.

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. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation. This category generally includes certain private debt and equity investments. Level 3 assets also include certain entities that calculate net asset value per share in which the Company never has the ability to redeem the investment at net asset value per share or can not redeem the investment in the near term.

The following discussion describes the valuation methodologies used for financial assets measured at fair value. The techniques utilized in estimating the fair values are affected by the assumptions used. Care should be exercised in deriving conclusions about the Company's operations or financial position based on the fair value information of financial assets presented below.

Fair value estimates are made at a specific point in time, based on available market information and judgments about the financial asset, including estimates of timing, amount of expected future cash flows and the credit standing of the issuer. In some cases, the fair value estimates cannot be substantiated by comparison to independent markets. In addition, the disclosed fair value may not be realized in the immediate settlement of the financial asset. In addition, the disclosed fair values do not reflect any premium or discount that could result from offering for sale at one time an entire holding of a particular financial asset.

First Wyoming Capital Corporation  
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NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2010 and 2009

NOTE C - FAIR VALUE MEASUREMENTS - Continued

The following table presents the Company's fair value hierarchy for those financial instruments measured at fair value as of December 31, 2010.

<u>2010</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Equity securities				
Private placement	\$ -	\$ -	\$ 10,000	\$ 10,000

Level 3 financial instruments consist of one private placement security that has no active trading. The fair value for this security was determined through the use of unobservable assumption about market participants. The Company has assumed a willing market participant would purchase the security for the same price as the Company paid until such time as the development stage company commences operations. The following table provides a summary of changes in fair value of our Level 3 financial instruments for the year ended December 31, 2010.

<u>2010</u>	<u>Beginning Balance</u>	<u>Purchases</u>	<u>Ending Balance</u>
Equity securities			
Private placement	\$ -	\$ 10,000	\$ 10,000

NOTE D - CONCENTRATION OF CREDIT RISK

The Company maintains cash and cash equivalents at several financial institutions, which at times may exceed federally insured limits. The Company has not experienced any losses in such accounts as of December 31, 2010.

First Wyoming Capital Corporation  
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NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2010 and 2009

NOTE E - INCOME TAXES

The Company files income tax returns in the U.S. federal jurisdiction and Wyoming. Temporary differences between financial reporting and tax are not expected to be significant. The Company has estimated tax net operating losses of approximately \$ 780,000 expiring in 2029 through 2030. A deferred tax asset for the net operating loss carryforward was not established due to the development stage of the Company. The Company's 2009 and 2010 tax returns remain subject to examination by tax authorities.

As of December 31, 2010, the Company has recognized in the financial statements the effects of all tax positions and continually evaluates expiring statutes of limitations, audits, changes in tax law, and new authoritative rulings. The Company is not aware of any circumstances or events that make it reasonably possible that unrecognized tax benefits may increase or decrease within 12 months of the balance sheet date. Penalties and interest assessed by taxing authorities are included in the provision for income taxes, if applicable. There were no interest or penalties paid during 2010 and 2009.

NOTE F - OFFICE LEASE

The Company has entered into a lease of office space pursuant to a three-year lease, which ends on July 31, 2013. Under the terms of the lease, rent expense is \$ 2,936 per month. The total commitment under the lease for the remaining contract period is as follows:

Year ending December 31:

2011	\$ 35,238
2012	\$ 35,238
2013	\$ 20,556

NOTE G - SUBSEQUENT EVENTS

Management has evaluated subsequent events for recognition and disclosure in the financial statements through March 21, 2011, which is the date the financial statements were available to be issued. Through March 21, 2011, the Company has sold 151,501 subscribed shares for \$ 787,505 subsequent to December 31, 2010, as part of the intra-state public stock offering.