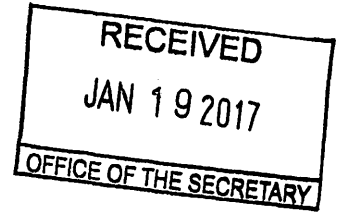


UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION



ADMINISTRATIVE PROCEEDING
File No. 3-17698

In the Matter of

Odyssey Pictures Corporation, *et al.*,

Respondents.

**DIVISION OF ENFORCEMENT'S
MOTION FOR SUMMARY DISPOSITION AS TO
PORTUS CORPORATION AND BRIEF IN SUPPORT.**

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MOTION FOR SUMMARY DISPOSITION

The Division of Enforcement (“Division”), by counsel, pursuant to Commission Rules of Practice 154 and 250, hereby respectfully moves for an order of summary disposition revoking the registration of each class of securities of Portus Corporation (“PORS”) registered pursuant to Securities and Exchange Act of 1934 (“Exchange Act”) Section 12. There is no genuine issue concerning any material fact and, pursuant to Exchange Act Section 12(j), the Division, as a matter of law, is entitled to an order revoking the registration of each class of securities of PORS registered pursuant to Exchange Act Section 12.

BRIEF IN SUPPORT

I. Statement of Facts

PORS (CIK No. 1511325) is a Nevada corporation located in Pikeville, Kentucky with a class of securities registered with the Commission pursuant to Exchange Act Section 12(g). Order Instituting Proceedings (“OIP”), ¶ II.A.4; Frye Decl. Exs. 1, 2, and 3.¹ As of November 17, 2016, the common stock of PORS was quoted on OTC Link (formerly “Pink Sheets”), operated by OTC Markets Inc., had three market makers, and was eligible for the “piggyback” exception of Exchange Act Rule 15c2-11(f)(3). Frye Decl. Ex. 4. PORS is delinquent in its periodic filings with the Commission, having failed to file any periodic reports since it filed a Form 10-Q for the period ended September 30, 2014. Frye Decl. Exs. 5 and 6.

On March 31, 2015, PORS filed a Notification of Late Filing on Exchange Act Form 12b-25 for its Exchange Act Form 10-K for the period ended December 31, 2014. In this form,

¹From the Declaration of David S. Frye in Support of the Division of Enforcement’s Motion for Summary Disposition and Brief in Support (“Frye Decl.”) and accompanying exhibits, submitted herewith. The Division asks, pursuant to Rule of Practice 323, that the Court take official notice of Ex. 1 and all other information and filings on EDGAR referred to in this brief and/or filed as exhibits with the accompanying Frye Declaration. In order to reduce the volume of documents included in this submission, the Division has attached as exhibits excerpted copies of certain voluminous documents with just the cover page and relevant pages included. The Division will provide complete copies of any of these documents if requested by the Court or by the respondent.

the company gave the following explanation of the reasons for its failure to file its Form 10-K and its plan to do so:

Management of Portus Corporation (the “Company”) was unable to obtain the business information necessary to complete the preparation of the Company’s audited financial statements for the year ended December 31, 2014 and the review of these financial statements by the Company’s auditors in time for filing. Such information is required in order to prepare a complete filing. As a result of this delay, the Company is unable to file its Annual Report on Form 10-K within the prescribed time period without unreasonable effort or expense. The Company expects to file within the extension period.

Frye Decl. Ex. 7. The Form 12b-25 entitled PORS to a fifteen calendar-day extension within which to file its Form 10-K for the period ended December 31, 2014. Exchange Act Rule 12b-25(b)(2)(ii). To this day, PORS has failed to file that Form 10-K. Frye Decl. Exs. 5 and 6. PORS failed to file Forms 12b-25 for any of the seven subsequent missing periodic reports. *Id.* On February 23, 2016, the Division of Corporation Finance (“Corporation Finance”) sent a delinquency letter by certified mail, return receipt requested to PORS at the address shown in PORS’s then most recent filing with the Commission. Frye Decl. Exs. 7 and 8. Due to PORS’ failure to maintain a current and accurate address on file with the Commission, it failed to receive the letter. Frye Decl. Ex. 8. The delinquency letter stated that PORS appeared to be delinquent in its periodic filings and warned that it could be subject to institution of an Exchange Act Section 12(j) proceeding without prior notice if it did not file its required reports within fifteen days of the date of the letter. PORS failed to file a total of eight periodic reports, and has not made a compliant periodic filing, timely or otherwise, since it filed its Exchange Act Form 10-Q for the period ended September 30, 2014 on November 14, 2014. Frye Decl. Ex. 6.

Simultaneously with the institution of this proceeding, the Commission issued an order suspending trading in the securities of PORS for ten business days. *Odyssey Pictures Corporation, et al.*, Exchange Act Rel. No. 79416, Commission File No. 500-1 (November 29, 2016).

II. Argument in Support of Summary Disposition

A. Standards Applicable to the Division's Summary Disposition Motion

Rule of Practice 250(a) permits a party to move “for summary disposition of any or all allegations of the order instituting proceedings” before hearing, with leave of the hearing officer. Rule of Practice 250(b) provides that a hearing officer may grant a motion for summary disposition if there is no genuine issue with regard to any material fact and the party making the motion is entitled to summary disposition as a matter of law. *See Michael Puorro, Initial Decision Rel. No. 253, 2004 SEC LEXIS 1348, at *3 (June 28, 2004) citing Rule of Practice 250; Garcis, U.S.A., Securities Exchange Act of 1934 Rel. No. 38495, 1997 SEC LEXIS 838 (April 10, 1997) (granting motion for summary disposition).* As one Administrative Law Judge explained:

By analogy to Rule 56 of the Federal Rules of Civil Procedure, a factual dispute between the parties will not defeat a motion for summary disposition unless it is both genuine and material. *See Anderson v. Liberty Lobby, Inc.*, 477 U.S. 242, 247-48 (1986). Once the moving party has carried its burden, ‘its opponent must do more than simply show that there is some metaphysical doubt as to the material facts.’ *Matsushita Elec. Indus. Co. v. Zenith Radio Corp.*, 475 U.S. 574, 586 (1986). The opposing party must set forth specific facts showing a genuine issue for a hearing and may not rest upon the mere allegations or denials of its pleadings. At the summary disposition stage, the hearing officer’s function is not to weigh the evidence and determine the truth of the matter, but rather to determine whether there is a genuine issue for resolution at a hearing. *See Anderson*, 477 U.S. at 249.

*Edward Becker, Initial Decision Rel. No. 252, 2004 SEC LEXIS 1135, at *5 (June 3, 2004).*

This administrative proceeding was instituted under Exchange Act Section 12(j). Section 12(j) empowers the Commission, where it deems it “necessary and appropriate for the protection of investors” to either suspend (for a period not exceeding twelve months) or permanently revoke a security’s registration “if the Commission finds, on the record after notice and opportunity for hearing, that the issuer of such security has failed to comply with any provision of this title or the rules and regulations thereunder.” It is appropriate to grant summary disposition and revoke an

issuer's registration in a Section 12(j) proceeding where, as here, there is no dispute that the registrant failed to comply with Exchange Act Section 13(a). See *AIC International, Inc.*, Initial Decision Rel. No. 324, 2006 SEC LEXIS 2996 (December 27, 2006); *Bilogic, Inc.*, Initial Decision Rel. No. 322, 2006 SEC LEXIS 2596, at *12 (November 9, 2006); *iBiz Technology Corp.*, Initial Decision Rel. No. 312, 2006 SEC LEXIS 1406, at *11 (June 16, 2006); *St. George Metals, Inc.*, Initial Decision Rel. No. 298, 2005 SEC LEXIS 2465, at *12 (September 29, 2005); *Investco, Inc.*, Initial Decision Rel. No. 240, 2003 SEC LEXIS 2792, at *7 (November 24, 2003); *Nano World Projects Corp.*, Initial Decision Rel. No. 228, 2003 SEC LEXIS 1968, at *3 (May 20, 2003).

**B. The Division is Entitled to Summary Disposition Against
PORS for its Failures to Comply with Exchange Act
Section 13(a) and Rules 13a-1 and 13a-13 Thereunder**

Section 13(a) of the Exchange Act and Rules 13a-1 and 13a-13 thereunder require issuers of securities registered pursuant to Exchange Act Section 12 to file periodic and other reports with the Commission. Exchange Act Section 13(a) is a cornerstone of the Exchange Act, establishing a system of periodically reporting invaluable information about issuers of securities.

The Commission has stated:

Failure to file periodic reports violates a central provision of the Exchange Act. The purpose of the periodic filing requirements is to supply investors with current and accurate financial information about an issuer so that they may make sound decisions. Those requirements are “the primary tool[s] which Congress has fashioned for the protection of investors from negligent, careless, and deliberate misrepresentations in the sale of stock and securities.” Proceedings initiated under Exchange Act Section 12(j) are an important remedy to address the problem of publicly traded companies that are delinquent in the filing of their Exchange Act reports, and thereby deprive investors of accurate, complete, and timely information upon which to make informed investment decisions.

Gateway International Holdings, Inc., Exchange Act Rel. No. 53907, 2006 SEC LEXIS 1288, at *26 (May 31, 2006) (“*Gateway*”), quoting *SEC v. Beisinger Indus. Corp.*, 552 F.2d 15, 18 (1st Cir. 1977).

“Section 13(a) of the Exchange Act and the rules promulgated thereunder require issuers of securities registered pursuant to Section 12 of the Exchange Act to file periodic and other reports with the Commission. Exchange Act Rule 13a-1 requires issuers to submit annual reports, and Exchange Act Rule 13a-13 requires issuers to submit quarterly reports. No showing of scienter is necessary to establish a violation of Section 13(a) or the rules thereunder.”

Telestone Technologies Corp., Initial Decision Rel. No. 1078 at 2, 2016 SEC LEXIS 4185, at *4 (November 9, 2016); *accord Gateway*, 2006 SEC LEXIS 1288, at *18, 22 n.28; *Stansbury Holdings Corp.*, Initial Decision Rel. No. 232, 2003 SEC LEXIS 1639, at *15 (July 14, 2003); *WSF Corp.*, Initial Decision Rel. No. 204, 2002 SEC LEXIS 1242, at *14 (May 8, 2002). There is no dispute that PORS failed to comply with Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 thereunder.

Moreover, it is wholly appropriate to revoke PORS’s registration on a motion for summary disposition where, as here, the Section 12 issuer has failed to comply with Section 13(a). *See AIC International, Inc.*, 2006 SEC LEXIS 2996 (summary disposition granted in Section 12(j) action); *Bilogic, Inc.*, 2006 SEC LEXIS 2596, at *12 (same); *Investco, Inc.*, Initial Decision Rel. No. 312, 2003 SEC LEXIS 2792, at *7 (November 24, 2003); *Nano World Projects Corp.*, Initial Decision Rel. No. 228, 2003 SEC LEXIS 1968, at *3 (May 20, 2003) (summary disposition in Exchange Act Section 12(j) action granted where certifications on filings and respondent’s admission established failure to file annual or quarterly reports).

There is no dispute that PORS had failed to file eight periodic reports when this proceeding was instituted. Given the central importance of the reporting requirements imposed by Section 13(a) and the rules thereunder, Administrative Law Judges have found delinquencies of far less duration to warrant revocation. *WSF Corp.*, 2002 SEC LEXIS 1242, at *14 (one Form 10-K and three Forms 10-Q); *Freedom Golf Corp.*, Initial Decision Release No. 227, 2003 SEC LEXIS 1178, at *5 (May 15, 2003) (one Form 10-K and one Form 10-Q). *iBIZ Technology Corp.*, Initial Decision Rel. No. 312 at 1 (June 16, 2006) (one Form 10-K and two Forms 10-Q).

C. Revocation is the Appropriate Sanction for PORS's Serial Violations of Exchange Act Section 13(a) and Rules 13a-1 and 13a-13 Thereunder

Exchange Act Section 12(j) provides that the Commission may revoke or suspend the Exchange Act Section 12 registration of an issuer's securities where it is "necessary or appropriate for the protection of investors." The Commission's determination of which sanction is appropriate "turns on the effect on the investing public, including both current and prospective investors, of the issuer's violations, on the one hand, and the Section 12(j) sanctions on the other hand." *Gateway*, 2006 SEC LEXIS 1288, at *19-20. In making this determination, the Commission has said it will consider, among other things: (1) the seriousness of the issuer's violations; (2) the isolated or recurrent nature of the violations; (3) the degree of culpability involved; (4) the extent of the issuer's efforts to remedy its past violations and ensure future compliance; and (5) the credibility of the issuer's assurances, if any, against future violations. *Id.*; see also *Steadman v. SEC*, 603 F.2d 1126, 1140 (5th Cir. 1979) (setting forth the public interest factors that informed the Commission's *Gateway* decision). Although no one factor is controlling, *Stansbury*, 2003 SEC LEXIS 1639, at *14-15 and *WSF Corp.*, 2002 SEC LEXIS 1242, at *5, *18, the Commission has recently reaffirmed that " 'recurrent failure to file periodic reports' is 'so serious that only a strongly compelling showing with respect to the other factors

we consider would justify a lesser sanction than revocation.’ ” *Absolute Potential, Inc. (f/k/a Absolute Waste Services, Inc.)*, Exchange Act Rel. No. 71866, 2014 SEC LEXIS 1193, at *24 (April 4, 2014) (“*Absolute*”) (quoting *Impax Laboratories, Inc.*, Securities Exchange Act of 1934 Rel. No. 57864, 2008 SEC LEXIS 1197, at *27 (May 23, 2008)).

1. PORS’s violations of Section 13(a) are serious and egregious

As established by the record in this proceeding, the violative conduct of PORS is serious and egregious. At the time this proceeding was instituted, PORS had failed to file eight consecutive periodic reports, including two Forms 10-K and six Forms 10-Q. Frye Decl. Ex. 5. It cannot be denied that a company that failed to file eight periodic filings has committed serious and egregious violations of Section 13(a).

Now, PORS pledges that it will make all of its missing reports and will comply with the reporting requirements in the future. Even assuming that PORS manages to make all of its delinquent reports, the Commission has given little credit to registrants that fail to comply with the filing requirements and then make filings during the pendency of a Commission administrative proceeding. As the Commission has noted in upholding revocation of the securities registration of an issuer that made some of its delinquent filings during the pendency of the proceeding:

Dismissal [in this case] would reward those issuers who fail to file required periodic reports when due over an extended period of time, become the subject of Exchange Act Section 12(j) revocation proceedings, and then, on the eve of hearings before the law judge or, in this case, oral argument on appeal, make last-minute filings in an effort to bring themselves current with their reporting obligations, while prolonging indefinitely the period during which public investors would be without accurate, complete, and timely reports (that comply with the requirements of the Exchange Act and its rules and regulations) to make informed investment decisions.

Nature's Sunshine Products, Inc., Securities Exchange Act of 1934 Rel. No. 59268, 2009 SEC LEXIS 81, at *34 (January 21, 2009)

Absolute, supra, underscores how seriously the Commission takes the periodic reporting requirements. In *Absolute*, the issuer made all of its delinquent filings and became current in its filings during the pendency of the administrative proceeding. Notwithstanding this fact, the Commission revoked its registration because, among other things, its “unpersuasive explanations for those delinquencies and the absence of concrete remedial changes to ensure compliance demonstrate that [it] is likely to violate the reporting requirements in the future.” *Absolute*, 2014 SEC LEXIS 1193, at *21. In another case of an issuer that became current after institution, Judge Foelak noted that “dismissal or a lesser sanction [than revocation] would reward issuers who fail to file required periodic reports over an extended period and become current only after enforcement proceedings are brought against them, essentially providing an automatic lengthy postponement of the prescribed filing dates for such issuers to the detriment of the public interest and investors” *Law Enforcement Associates Corp., et al. [as to Sonnen Corp.]*, Initial Decision Rel. No. 487, 2013 SEC LEXIS 1436, at *12-13 (May 15, 2013). *See also Tamir Biotechnology, Inc.*, Initial Decision Rel. No. 488, 2013 SEC LEXIS 1489, at *3-4 (May 22, 2013) (Elliot, ALJ) (issuer’s registration revoked where it was less than two year’s delinquent and brought itself current after institution). Thus far, PORS is entitled to even less sympathy than the foregoing issuers because it has yet to file *any* of its delinquent reports. As an ALJ recently noted in an initial decision “[w]hile the effort to file all outstanding reports may not be sufficient to avoid revocation, it is surely an effort that is necessary in order to avoid that result.” *Advanced Life Sciences Holdings, Inc.*, Initial Decision Rel. No. 1065, 2016, 2016 SEC LEXIS 3852 at *23 n.7 (internal citations omitted) (October 12, 2016) (appeal pending).

**2. PORS's Violations of Section 13(a)
have been not just recurrent, but continuous**

PORS's violations have not been unique and singular, but numerous, continuous, and ongoing. Moreover, PORS filed a Form 12b-25 seeking an extension of time to file for only one of its eight missing reports. Frye Decl. Ex. 4. *See Investco, Inc.*, 2003 SEC LEXIS 2792, at *6 (delinquent issuer's actions were found to be egregious and recurrent where there was no evidence that any extensions to make the filings were sought).

**3. PORS's violations, including its failure to file Forms 12b-25,
suggest a high degree of culpability²**

In *Gateway*, the Commission stated that, in determining the appropriate sanction in connection with an Exchange Act Section 12(j) proceeding, one of the factors it will consider is "the degree of culpability involved." The Commission found that the delinquent issuer in *Gateway* "evidenced a high degree of culpability," because it "knew of its reporting obligations, yet failed to file" twenty periodic reports and only filed two Forms 12b-25. *Gateway*, 2006 SEC LEXIS 1288, at *21. Similarly, in addition to its missing periodic reports, PORS failed to file Forms 12b-25 seeking extensions of time to file its periodic reports and, equally important, explaining the reasons for those failures for seven of its eight missing reports. Frye Decl. Exs. 4-5. *Calais Resources, Inc.*, 2012 SEC LEXIS 2023 at *16-17. (noting failures to file Forms 12b-25 as supporting revocation order.) Because PORS knew of its reporting obligations and

² Although this was not alleged in the OIP, the Court may consider it in determining an appropriate sanction. The Commission has applied the same principle in other contexts. *Robert Bruce Lohmann*, 80 SEC Docket 1790, 2003 SEC LEXIS 1521, at *17 n.20 (June 26, 2003) (ALJ may properly consider lies told to staff during investigation in assessing sanctions, though they were not charged in the OIP); *Stephen Stout*, 73 SEC Docket 1441, 2000 SEC LEXIS 2119, at *57 & n.64. (October 4, 2000) (respondent's subsequent conduct in creation of arbitration scheme, which was not charged in OIP, found to be relevant in determining whether bar was appropriate); *Joseph P. Barbato*, Securities Exchange Act of 1934 Rel. No. 41034, 1999 SEC LEXIS 276, at *49-50 (February 10, 1999) (respondent's conduct in contacting former customers identified as Division witnesses found to be indicative of respondent's potential for committing future violations). *See also S.E.C. v. Falstaff Brewing Corp.*, 629 F.2d 62, 78 (D.C. Cir. 1980).

nevertheless failed to file timely periodic reports, and also failed to update the Commission and investors as to why it was unable to make its filings, PORS has shown more than sufficient culpability to support a grant of the Division's requested sanction of revocation.

4. PORS has made inadequate efforts to remedy its past violations and ensure future compliance

Thus far, PORS's "efforts" to remedy its past violations have been sorely lacking. To begin with, the company failed to meet the target date it set for itself in its first missed filing by failing to file its Form 10-K for the period ended December 31, 2014 on or before April 15, 2015, as projected in its Form 12b-25 relating to that form. Frye Decl. Exs. 5-7. Since it missed that date, PORS has failed to file seven additional periodic reports. Frye Decl. Ex. 6. It is clear that PORS has yet to demonstrate that it is capable of meeting its obligations as an Exchange Act Section 12 registrant.

5. PORS's assurances against future violations are not credible

PORS's history of delinquencies leads to a reasonable inference that the Court cannot rely on any assurances it may offer against future violations. PORS has yet to make any of its eight missing filings, thus far offering only promises as a basis for avoiding sanction. PORS's promises are simply not credible. The likelihood of future violations can be inferred from a single past violation, including the very violation that led to the enforcement action. *See KPMG Peat Marwick LLP*, Securities Exchange Act of 1934 Rel. No. 44050, 2001 SEC LEXIS 422, at *21-22 (March 8, 2001) (some risk of future violation "need not be very great to warrant issuing a cease-and-desist order and [] in the ordinary case and absent evidence to the contrary, a finding of past violation raises a sufficient risk of future violation.").

In PORS's case, the company has now failed to file not one, but eight consecutive

periodic reports. PORS cannot even rely on the oft-heard excuse that incumbent management was new on the scene. G. Dale Murray, II, the incumbent CEO of PORS, assumed that post on February 11, 2014. Frye Decl. Ex. 9. During the first year of Murray's tenure, the company filed three timely periodic reports before the current string of delinquencies began. Frye Decl. Ex. 6. Prior to the institution of this proceeding, there is no evidence that PORS took any steps to cure its delinquencies. Frye Decl. Exs. 5-6.

PORS now has brought in a new corporate officer, Kevin Bobryk. Frye Decl. Ex. 10. The Form 8-K announcing this appointment states that Bobryk "provides consulting services to private and public companies. His extensive experience in accounting, legal, regulatory and financing affording his client's a customized approach to their specific needs." *Id.* That form also states that "[i]n May of 2015, Mr. Bobryk assumed the interim Chief Executive Officer and Chairman of the Board positions in Ultimate Rack Inc. and departed these positions in February of 2016." *Id.* Bobryk's track record at Ultimate Rack, which was also an Exchange Act Section 12 registrant (Frye Decl. Exs. 11, 12, and 13) displays no commitment to, indeed, one might be led to conclude no *awareness* of, his duty to ensure the company's compliance with the periodic reporting requirements. As of the day of Bobryk's appointment, Ultimate Rack had failed to file two consecutive periodic reports. Frye Decl. Exs. 14 and 15. During Bobryk's tenure, not only did Ultimate Rack fail to file the two periodic reports that were delinquent at the outset of his tenure, it also failed to make any of the three periodic reports that came due during his tenure. *Id.* The EDGAR record is devoid of steps taken by Ultimate Rack to correct its violations during Bobryk's tenure. For example, no Form 8-K was ever filed announcing the engagement of a new auditor by Ultimate Rack. *Id.* More to the point, Ultimate failed to file any of the required Notifications of Late Filing on Form 12b-25 for any of the periodic reports that came due on his

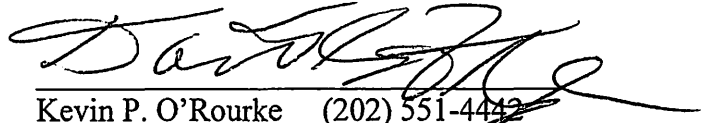
watch. *Id.* Instead, Bobryk's left the company at a time when Ultimate Rack had failed to file five consecutive periodic reports. *Id.* Clearly, Bobryk's track record as president and Chief Executive Officer of an Exchange Act registrant severely undermines the credibility of any promises he may make to help PORS file its missing reports and to keep it current going forward.

III. Conclusion

For the reasons set forth above, the Division respectfully requests that the Administrative Law Judge grant the Division's Motion for Summary Disposition and revoke the registrations of each class of PORS's Exchange Act Section 12 registered securities.

Dated: January 19, 2017

Respectfully submitted,



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CERTIFICATE OF SERVICE

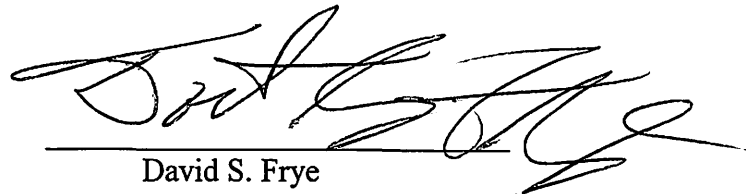
I hereby certify that I caused true copies of the Division of Enforcement's Motion for Summary Disposition as to Portus Corporation, Brief in Support, and Declarations of David S. Frye in Support thereof and accompanying Exhibits, to be served on the following on this 19th day of January, 2017, in the manner indicated below:

By Email and by Hand:

The Honorable James E. Grimes
Administrative Law Judge
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-2557
alj@sec.gov

By Overnight Courier and Email:

Portus Corporation
333 Hambley Boulevard, Suite 2
Pikeville, KY 41501
[REDACTED]
dmurray@portus-inc.com



David S. Frye

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING

File No. 3-17293

In the Matter of

Odyssey Pictures Corporation, *et al.*

Respondents.

**DECLARATION OF DAVID S. FRYE IN SUPPORT OF
DIVISION OF ENFORCEMENT'S MOTION FOR SUMMARY DISPOSITION**

DAVID S. FRYE, pursuant to 28 U.S.C. § 1746, declares:

1. I am a Senior Counsel with the Division of Enforcement ("Division") of the Securities and Exchange Commission ("Commission"), and co-counsel for the Division in the captioned administrative proceeding. I submit this Declaration in support of the Division's Motion for Summary Disposition and Brief in Support ("Motion") as to Portus Corporation ("PORS").

2. Attached hereto as Exhibit 1 is a true copy of the cover page from a Form 8-A12G for PORS (then known as Dane Exploration, Inc.) filed with the Commission on November 14, 2012.¹

3. Attached hereto as Exhibit 2 is a true copy of a printout from the Nevada Secretary of State's website showing PORS's corporate status with the State of Nevada as of November 17, 2016.

¹ In order to reduce the volume of paper submitted with these pleadings, the Division has provided excerpts of certain of the EDGAR filings cited in our Motion. The full version of each of these documents may be downloaded without charge from the Commission's public EDGAR website at <http://www.sec.gov/edgar/searchedgar/companysearch.html>. The Division will provide full copies of any of these filings to the Court or the respondent on request.

4. Attached hereto as Exhibit 3 is a true copy of a printout from the Nevada Secretary of State's website showing PORS's corporate status with the State of Nevada as of January 11, 2017.

5. Attached hereto as Exhibit 4 are true copies of printouts from the subscription based market information service OTC Dealer, operated by OTC Markets Inc., showing the "piggyback" status and the identity of the market makers for PORS's common stock as of November 17, 2016.

6. Attached hereto as Exhibit 5 is a true copy of a list of all filings made by PORS (CIK No. 1511325) in the Commission's EDGAR database through January 18, 2017. The list has been reformatted for ease of reference. Periodic filings and periodic filing amendments are presented in bold italics for easy identification. The list is in reverse chronological order by filing date. The first column indicates the form type. The second column indicates the Commission file number. The third column indicates the filing date. The fourth column indicates the period end to which the filing relates (if any). The fifth column provides the unique document control number for the filing.

7. Attached hereto as Exhibit 6 is a table prepared by the Division of Enforcement setting forth certain information concerning certain of PORS's required periodic reports. The first column shows the type of periodic report in question. The second column gives the period end to which the report relates. The third column gives the due date of the report. The fourth column gives the date on which the report was actually made or indicates it was not filed. The fifth column shows the number of months and days by which a filing was made late or, if not filed, is still delinquent, or indicates that the report was timely filed. Note that the fifth column is calculated as of

January 18, 2017 for filings that are still delinquent. The sixth column gives information concerning Forms 12b-25 for late or delinquent filings. "N/A" indicates the related periodic report was timely filed. Where a Form 12b-25 was filed, the date of the filing is given. "Not filed" indicates a Form 12b-25 was required, but was not filed.

8. Attached hereto as Exhibit 7 is a true copy of a Form 12b-25 for PORS's Form 10-K for the period ended December 31, 2014, which was filed by PORS on March 31, 2015.

9. Attached hereto as Exhibit 8 are true copies of a delinquency letter sent to PORS by the Division of Corporation Finance, dated February 23, 2016, and the envelope containing that letter (front and back) indicating that it was returned and was undeliverable as addressed.

10. Attached hereto as Exhibit 9 is a true copy of excerpts of a Form 8-K filed with the Commission by PORS (then known as Dane Exploration, Inc.) on February 14, 2014.

11. Attached hereto as Exhibit 10 is a true copy of a Form 8-K filed with the Commission by PORS on December 21, 2016.

12. Attached hereto as Exhibit 11 is a true copy of the first page of Form 8-A-12G filed with the Commission by Ultimate Rack, Inc. on November 29, 2012.

13. Attached hereto as Exhibit 12 is a true copy of a Form 8-K filed with the Commission by Ultimate Rack, Inc. on May 21, 2015.

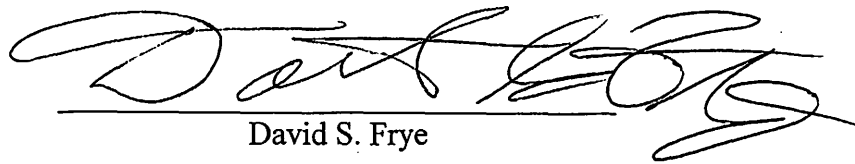
14. Attached hereto as Exhibit 13 is a true copy of a Form 8-K filed by Ultimate Rack, Inc. on February 25, 2016.

15. Attached hereto as Exhibit 14 is a true copy of a list of all filings made by Ultimate Rack (CIK No. 1540237) in the Commission's EDGAR database for the period from September 22, 2014 through February 25, 2016. The list has been reformatted for ease of reference. The list is in reverse chronological order by filing date. The first column indicates the form type. The second column indicates the Commission file number. The third column indicates the filing date. The fourth column indicates the period end to which the filing relates (if any). The fifth column indicated the Document Control Number for the filing.

16. Attached hereto as Exhibit 15 is a table prepared by the Division of Enforcement setting forth certain information concerning certain of Ultimate Rack's required periodic reports. The first column shows the type of periodic report in question. The second column gives the period end to which the report relates. The third column gives the due date of the report. The fourth column gives the date on which the report was actually made or indicates it was not filed on or before February 2, 2016. The fifth column shows the number of months and days by which a filing was late as of February 2, 2016. The sixth column states gives information concerning certain Forms 12b-25 for late or delinquent filings. "Not filed" indicated a Form 12b-25 was required, but was not filed. An asterisk indicates that the Form 12b-25 was due before April 24, 2015.

I declare under penalty of perjury that the foregoing is true and correct.

Executed: January 19, 2017



David S. Frye

OMB APPROVAL
OMB Number: 3235-0056
Expires: September 30, 2014
Estimated average burden hour per response: 3.0

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

DANE EXPLORATION INC.

(Exact name of registrant as specified in its charter)

Nevada 98-0654981
(State of incorporation or organization) (I.R.S. Employer Identification No.)

3577 - 349 West Georgia Street
Vancouver, British Columbia, Canada V6B 3Y4
(Address of principal executive offices) (Zip Code)

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

Title of each class to be so registered	Name of each exchange on which each class is to be registered
<i>Not applicable</i>	<i>Not applicable</i>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-172450

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

Common Stock, Par value \$0.001 per share
(Title of class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

Furnish the information required by Item 202 of Regulation S-K (§229.202 of this chapter), as applicable.

The required description of the securities being registered in this Form 8-A is comparable to that contained the Company's prior filing of its Form S-1 and amendments with the Commission which became effective September 20, 2011. This information is incorporated herein by reference.

PORTUS CORPORATION

Business Entity Information			
Status:	Default	File Date:	3/2/2010
Type:	Domestic Corporation	Entity Number:	E0094002010-8
Qualifying State:	NV	List of Officers Due:	3/31/2016
Managed By:		Expiration Date:	
NV Business ID:	NV20101158645	Business License Exp:	3/31/2016

Additional Information	
Central Index Key:	0001511325

Registered Agent Information			
Name:	EMPIRE STOCK TRANSFER INC.	Address 1:	1859 WHITNEY MESA DR
Address 2:		City:	HENDERSON
State:	NV	Zip Code:	89014
Phone:		Fax:	
Mailing Address 1:		Mailing Address 2:	
Mailing City:		Mailing State:	NV
Mailing Zip Code:			
Agent Type:	Commercial Registered Agent - Corporation		
Jurisdiction:	NEVADA	Status:	Active

Financial Information			
No Par Share Count:	0	Capital Amount:	\$ 250,000.00
Par Share Count:	250,000,000.00	Par Share Value:	\$ 0.001

- Officers <input type="checkbox"/> Include Inactive Officers			
President - G. DALE MURRAY, II			
Address 1:	500 MCLEOD TRAIL EAST - #5178	Address 2:	
City:	BELLINGHAM	State:	WA
Zip Code:	98226	Country:	USA
Status:	Active	Email:	
Secretary - G. DALE MURRAY, II			
Address 1:	500 MCLEOD TRAIL EAST - #5178	Address 2:	
City:	BELLINGHAM	State:	WA
Zip Code:	98226	Country:	USA
Status:	Active	Email:	
Treasurer - G. DALE MURRAY, II			
Address 1:	500 MCLEOD TRAIL EAST - #5178	Address 2:	

<http://nvsos.gov/sosentitysearch/PrintCorp.aspx?lx&nvq=988XfVUiOqCpjYXXh6NXrw...> 11/17/2016

City:	BELLINGHAM	State:	WA
Zip Code:	98226	Country:	USA
Status:	Active	Email:	
Director - G. DALE MURRAY, II			
Address 1:	500 MCLEOD TRAIL EAST - #5178	Address 2:	
City:	BELLINGHAM	State:	WA
Zip Code:	98226	Country:	USA
Status:	Active	Email:	

- Actions\Amendments			
Action Type:	Articles of Incorporation		
Document Number:	20100135291-94	# of Pages:	1
File Date:	3/2/2010	Effective Date:	
Initial Stock Value: Par Value Shares: 250,000,000 Value: \$ 0.001 No Par Value Shares: 0			
----- Total Authorized Capital: \$ 250,000.00			
Action Type:	Initial List		
Document Number:	20100137847-53	# of Pages:	1
File Date:	3/4/2010	Effective Date:	
(No notes for this action)			
Action Type:	Annual List		
Document Number:	20110149159-93	# of Pages:	1
File Date:	2/28/2011	Effective Date:	
(No notes for this action)			
Action Type:	Annual List		
Document Number:	20120229832-71	# of Pages:	1
File Date:	3/31/2012	Effective Date:	
(No notes for this action)			
Action Type:	Annual List		
Document Number:	20130169224-50	# of Pages:	1
File Date:	3/13/2013	Effective Date:	
(No notes for this action)			
Action Type:	Amended List		
Document Number:	20130267546-26	# of Pages:	1
File Date:	4/23/2013	Effective Date:	
(No notes for this action)			
Action Type:	Merge In		
Document Number:	20140203308-23	# of Pages:	6
File Date:	3/20/2014	Effective Date:	3/24/2014
(No notes for this action)			
Action Type:	Annual List		
Document Number:	20140231141-09	# of Pages:	1

File Date: 3/28/2014	Effective Date:
(No notes for this action)	
Action Type: Annual List	
Document Number: 20150147247-03	# of Pages: 1
File Date: 3/31/2015	Effective Date:
(No notes for this action)	

PORTUS CORPORATION

Business Entity Information			
Status:	Active	File Date:	3/2/2010
Type:	Domestic Corporation	Entity Number:	E0094002010-8
Qualifying State:	NV	List of Officers Due:	3/31/2017
Managed By:		Expiration Date:	
NV Business ID:	NV20101158645	Business License Exp:	3/31/2017

Additional Information	
Central Index Key:	000151132

Registered Agent Information			
Name:	EMPIRE STOCK TRANSFER INC.	Address 1:	1859 WHITNEY MESA DR
Address 2:		City:	HENDERSON
State:	NV	Zip Code:	89014
Phone:		Fax:	
Mailing Address 1:		Mailing Address 2:	
Mailing City:		Mailing State:	NV
Mailing Zip Code:			
Agent Type:	Commercial Registered Agent - Corporation		
Jurisdiction:	NEVADA	Status:	Active

Financial Information			
No Par Share Count:	0	Capital Amount:	\$ 250,000.00
Par Share Count:	250,000,000.00	Par Share Value:	\$ 0.001

Officers				<input type="checkbox"/> Include Inactive Officers	
President - G. DALE MURRAY, II					
Address 1:	353 HAMBLEY BLVD. STE 2	Address 2:			
City:	PIKEVILLE	State:	KY		
Zip Code:	41501	Country:	USA		
Status:	Active	Email:			
Secretary - G. DALE MURRAY, II					
Address 1:	353 HAMBLEY BLVD. STE 2	Address 2:			
City:	PIKEVILLE	State:	KY		
Zip Code:	41501	Country:	USA		
Status:	Active	Email:			
Treasurer - G. DALE MURRAY, II					
Address 1:	353 HAMBLEY BLVD. STE 2	Address 2:			

<http://nvsos.gov/sosentitysearch/PrintCorp.aspx?lx&nvq=988XfVUiOqCpjYXXh6NXrw%...> 1/11/2017

City:	PIKEVILLE	State:	KY
Zip Code:	41501	Country:	USA
Status:	Active	Email:	
Director - G. DALE MURRAY, II			
Address 1:	353 HAMBLEY BLVD. STE 2	Address 2:	
City:	PIKEVILLE	State:	KY
Zip Code:	41501	Country:	USA
Status:	Active	Email:	

Actions\Amendments			
Action Type:	Articles of Incorporation		
Document Number:	20100135291-94	# of Pages:	1
File Date:	3/2/2010	Effective Date:	
Initial Stock Value: Par Value Shares: 250,000,000 Value: \$ 0.001 No Par Value Shares: 0			
Total Authorized Capital: \$ 250,000.00			
Action Type:	Initial List		
Document Number:	20100137847-53	# of Pages:	1
File Date:	3/4/2010	Effective Date:	
(No notes for this action)			
Action Type:	Annual List		
Document Number:	20110149159-93	# of Pages:	1
File Date:	2/28/2011	Effective Date:	
(No notes for this action)			
Action Type:	Annual List		
Document Number:	20120229832-71	# of Pages:	1
File Date:	3/31/2012	Effective Date:	
(No notes for this action)			
Action Type:	Annual List		
Document Number:	20130169224-50	# of Pages:	1
File Date:	3/13/2013	Effective Date:	
(No notes for this action)			
Action Type:	Amended List		
Document Number:	20130267546-26	# of Pages:	1
File Date:	4/23/2013	Effective Date:	
(No notes for this action)			
Action Type:	Merge In		
Document Number:	20140203308-23	# of Pages:	6
File Date:	3/20/2014	Effective Date:	3/24/2014
(No notes for this action)			
Action Type:	Annual List		
Document Number:	20140231141-09	# of Pages:	1

File Date:	3/28/2014	Effective Date:	
(No notes for this action)			
Action Type:	Annual List		
Document Number:	20150147247-03	# of Pages:	1
File Date:	3/31/2015	Effective Date:	
(No notes for this action)			
Action Type:	Annual List		
Document Number:	20160529669-26	# of Pages:	1
File Date:	12/6/2016	Effective Date:	
(No notes for this action)			



MMID: 1SEC UserID: DFRYE Name: David Frye
 Phone1: 202 551 5455 Phone2: Fax: Email: fryed@sec.gov

Security Search

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Security List: pors

Piggyback: Both

Unsolicited: Both

OTCLink OTCLink/BB Other

Domestic ADR Foreign

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Symbol	PS ID	Cusip	Issue	Venue	Piggyback	Unsolicited
POAHF	91545	D6240C122	PORSCHE AUTOMOBILE PFD	OTC Link	Qualified	Not Unsolicited
POAHY	126160	73328P106	PORSCHE AUTOMBL UNSP/ADR	OTC Link	Qualified	Not Unsolicited
PORS	220956	737276105	PORTUS CORPORATION	OTC Link	Qualified	Not Unsolicited

No of Records: 3

For security information, please enter symbol, cusip or issue name. The search is a wild card search.

Issue or symbol: (optional) <input type="text" value="pors"/>	Primary Venue: <input checked="" type="checkbox"/> OTC Link <input checked="" type="checkbox"/> OTC Link/BB <input checked="" type="checkbox"/> Other	Trading symbol: <input checked="" type="checkbox"/> Domestic <input checked="" type="checkbox"/> ADR <input checked="" type="checkbox"/> Foreign	Piggy Back: <input checked="" type="radio"/> All <input type="radio"/> Qualified <input type="radio"/> Not Qualified	Unsolicited: <input checked="" type="radio"/> All <input type="radio"/> Unsolicited <input type="radio"/> Not Unsolicited	<input type="button" value="GO"/> <input type="button" value="EXCEL"/>
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MMID: 1SEC UserID: DFRYE Name: David Frye
 Phone1: 202 551 5455 Phone2: Fax: Email: fryed@sec.gov

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OTC Markets Group Inc.® Quote & Inside History

Security Quote History from 11/17/2016 to 11/17/2016

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PORS -- Portus Corporation

CUSIP: 737276105 OTC ID:220956 Security Type:CS

Exclude: None

Action Date	Last Updated Date	Action	Price	Update: MMID	Update: User	Reason for Inside
11/17/2016 PORS						
11/17/2016	05/24/2016 10:52:15.995	Start	0.05000 / 5.00000 (10000 x 100)	cBMIC		
11/17/2016	10/27/2016 11:56:48.370	Start	0.10000 / 1.02000 (5000 x 100)	cNITE		
11/17/2016	11/16/2016 08:30:05.749	Start	0.01000 / 1.02000 (10000 x 100)	cCSTI		

11/17/2016 07:43:09.336	Inside	0.01000 / 1.02000 (10000 x 100)		Open
11/17/2016 07:43:09.336	Open		CSTI	
11/17/2016 08:02:16.580	Inside	0.10000 / 1.02000 (5000 x 200)		Open
11/17/2016 08:02:16.580	Open		NITE	
11/17/2016 08:30:07.224	Update	0.01000 / 1.02000 (10000 x 100)	CSTI	

No of Records: 8

For Security Quote History, please enter a symbol, Security ID or CUSIP. You may filter quote information by date range or quote type.

Security: Date:(mm/dd/yyyy) From To quote: inside

Start of day First Day of Activity

Updates Last Day of Activity

Inserts

Deletes

* Data for quote activity is provided only from start of electronics OTC Link service 15th Sept 1999

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Form Type	File No	Filing Date	Period End	DCN
8-K	000-54854	12/21/2016	12/21/2016	162064564
8-K	000-54854	12/7/2016	12/6/2016	162038459
NT 10-K	000-54854	3/31/2015	12/31/2014	15739914
S-1	333-200191	11/14/2014		141221013
10-Q	000-54854	11/13/2014	9/30/2014	141218267
8-K	000-54854	8/15/2014	8/14/2014	141046638
10-Q	000-54854	8/13/2014	6/30/2014	141037846
10-Q	000-54854	5/15/2014	3/31/2014	14844495
8-K	000-54854	3/26/2014	3/24/2014	14716885
8-K/A	000-54854	3/18/2014	2/11/2014	14701312
8-K	000-54854	2/18/2014	2/18/2014	14621475
8-K	000-54854	2/14/2014	2/11/2014	14616719
SC 14F1	005-87084	1/30/2014		14560230
8-K	000-54854	1/30/2014	1/29/2014	14559850
10-Q	000-54854	1/17/2014	12/31/2013	14535101
10-K	000-54854	12/31/2013	9/30/2013	131303870
NT 10-K	000-54854	12/30/2013	9/30/2013	131303702
10-Q	000-54854	8/14/2013	6/30/2013	131038413
10-Q/A	000-54854	6/19/2013	3/31/2013	13922809
10-Q	000-54854	5/7/2013	3/31/2013	13819361
EFFECT	333-181795	4/2/2013		13737668
POS AM	333-181795	3/27/2013		13717919
10-Q	000-54854	1/30/2013	12/31/2012	13560026
10-K	000-54854	12/28/2012	9/30/2012	121291405
SC 13D	005-87084	12/4/2012		121238472
8-K	333-172450	11/14/2012	11/12/2012	121200086
8-A12G	000-54854	11/14/2012		121200117
EFFECT	333-181795	9/27/2012		121114456
S-1/A	333-181795	8/22/2012		121049365
10-Q/A	333-172450	8/20/2012	3/31/2012	121045383
10-Q	333-172450	8/20/2012	6/30/2012	121044177
NT 10-Q	333-172450	8/14/2012	6/30/2012	121029033
S-1/A	333-181795	7/13/2012		12961210
EFFECT	333-172450	6/14/2012		12908738
S-1	333-181795	5/31/2012		12880135
POS AM	333-172450	5/29/2012		12874636
RW	333-172450	5/23/2012		12865001
POS AM	333-172450	4/30/2012		12794807
10-Q	333-172450	4/20/2012	3/31/2012	12771115
10-Q	333-172450	2/14/2012	12/31/2011	12604541

* Portus Corporation was originally known as Dane Exploration, Inc.

Portus Corporation
CIK No. 1511325
EDGAR filings (through January 18, 2017)

Form Type	File No	Filing Date	Period End	DCN
10-K	333-172450	1/11/2012	9/30/2011	12520725
NT 10-K	333-172450	12/29/2011	9/30/2011	111286788
424B3	333-172450	9/29/2011		111115341
EFFECT	333-172450	9/20/2011		111100543
S-1/A	333-172450	8/30/2011		111065100
S-1/A	333-172450	7/21/2011		11980699
S-1	333-172450	2/25/2011		11640899

Portus Corporation
Schedule of Required Periodic Reports for the periods from
March 31, 2014 through September 30, 2016
and filing history, as of January 18, 2017

Form Type	Period End	Due date	Filed?	Months/Days late	12b-25?
10-Q	3/31/2014	5/15/2014	5/15/2014	Timely filed	N/A
10-Q	6/30/2014	8/14/2014	8/13/2014	Timely filed	N/A
10-Q	9/30/2014	11/14/2014	11/13/2014	Timely filed	N/A
10-K	12/31/2014	3/31/2015	Not filed	21 months, 18 days	3/31/2015
10-Q	3/31/2015	5/15/2015	Not filed	20 months, 3 days	Not filed
10-Q	6/30/2015	8/14/2015	Not filed	17 months, 4 days	Not filed
10-Q	9/30/2015	11/14/2015	Not filed	14 months, 4 days	Not filed
10-K	12/31/2015	3/30/2016	Not filed	9 months 18 days	Not filed
10-Q	3/31/2016	5/14/2016	Not filed	8 months, 4 days	Not filed
10-Q	6/30/2016	8/15/2016	Not filed	5 months, 3 days	Not filed
10-Q	9/30/2016	11/14/2016	Not filed	2 months, 4 days	Not filed

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

	SEC FILE NUMBER
	000-54854

**FORM 12b-25
NOTIFICATION OF LATE FILING**

(Check One): Form 10-K Form 20-F Form 11-K Form 10-Q Form N-SAR
 Form N-CSR

For Period Ended: **December 31, 2014**

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended:

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

Part I - Registrant Information

PORTUS CORPORATION

Full Name of Registrant

NOT APPLICABLE

Former Name if Applicable

PO Box 9293

Address of Principal Executive Offices (Street and Number)

Coral Springs, FL 33065

(City, State and Zip Code)

NOT APPLICABLE

(Former name, former address and former fiscal year, if changed since last report)

PART II - RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-(b), the following should be completed. (Check box, if appropriate)

[X]

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K or Form N- SAR, or portion thereof will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III - NARRATIVE

State below in reasonable detail the reasons why Form 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof could not be file within the prescribed time period.

Management of Portus Corporation (the "Company") was unable to obtain the business information necessary to complete the preparation of the Company's audited financial statements for the year ended December 31, 2014 and the review of these financial statements by the Company's auditors in time for filing. Such information is required in order to prepare a complete filing. As a result of this delay, the Company is unable to file its Annual Report on Form 10-K within the prescribed time period without unreasonable effort or expense. The Company expects to file within the extension period.

2

PART IV - OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification.

G. Dale Murray, II 954 778-8211
(Name) (Area Code) (Telephone Number)

(2) Have all other periodic reports required under section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s). Yes No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes No

If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Portus Corporation
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date: 3/31/15

By:

/s/ G. Dale Murray, II
G. Dale Murray, II
Chief Executive Officer
and Chief Financial Officer



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

February 23, 2016

CERTIFIED MAIL
TRACKING # 7013 1090 0000 8974 8919
RETURN RECEIPT REQUESTED

G. Dale Murray, II, CEO
Portus Corp.
PO Box 9293
Coral Springs, FL 33065

Re: Portus Corp.
File No. 0-54854

Dear Mr. Murray:

We are writing to address the reporting responsibilities under the Securities Exchange Act of 1934 of the referenced company. For ease of discussion in this letter, we will refer to the referenced company as the "Registrant."

It appears that the Registrant is not in compliance with its reporting requirements under Section 13(a) of the Securities Exchange Act of 1934. If the Registrant is in compliance with its reporting requirements, please contact us (through the contact person specified below) within fifteen days from the date of this letter so we can discuss the reasons why our records do not indicate that compliance. If the Registrant is not in compliance with its reporting requirements, it should file all required reports within fifteen days from the date of this letter.

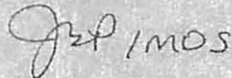
If the Registrant has not filed all required reports within fifteen days from the date of this letter, please be aware that the Registrant may be subject, without further notice, to an administrative proceeding to revoke its registration under the Securities Exchange Act of 1934. This administrative proceeding would be brought by the Commission's Division of Enforcement pursuant to Section 12(j) of the Securities Exchange Act of 1934. If the Registrant's stock is trading, it also may be subject to a trading suspension by the Commission pursuant to Section 12(k) of the Securities Exchange Act of 1934.

Page 2

Finally, please consider whether the Registrant is eligible to terminate its registration under the Securities Exchange Act of 1934. If the Registrant is eligible to terminate its registration, it would do so by filing a Form 15 with the Commission. While the filing of a Form 15 may cease the Registrant's on-going requirement to file periodic and current reports, it would **not** remove the Registrant's obligation to file all reports required under Section 13(a) of the Securities Exchange Act of 1934 that were due on or before the date the Registrant filed its Form 15. Again, if the Registrant is eligible to terminate its registration under the Securities Exchange Act of 1934, please note that the filing of a Form 15 would not remove the Registrant's requirement to file delinquent Securities Exchange Act of 1934 reports – the Registrant would still be required to file with the Commission all periodic reports due on or before the date on which the Registrant filed a Form 15.

If you should have a particular question in regard to this letter, please contact the undersigned at (202) 551-3245 or by fax at (202) 772-9207.

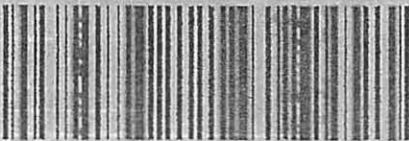
Sincerely,



Marva D. Simpson
Special Counsel
Office of Enforcement Liaison
Division of Corporation Finance

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
6011
OFFICIAL BUSINESS

CERTIFIED MAIL™



7013 1090 0000 8974 8919



G. Dale Murray, II, CEO
Portus Corp.
PO Box 9293
Coral Springs, FL 33065

BC
NIXIE 333 DE 1 0003/02/16

RETURN TO SENDER
NOT DELIVERABLE AS ADDRESSED
UNABLE TO FORWARD

BC: 20549 *0231-05060-23-45

3307539293 B014

PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT
OF THE RETURN ADDRESS, FOLD AT DOTTED LINE

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

G. Dale Murray, II, CEO
Portus Corp.
PO Box 9293
Coral Springs, FL 33065

2. Article Number

(Transfer from service lab...)

7013 1090 0000 8974 8919

PS Form 3811, February 2004

Domestic Return Receipt

102595-02-M-1540

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X

Agent

Addressee

B. Received by (Printed Name)

C. Date of Delivery

D. Is delivery address different from item 1? Yes

If YES, enter delivery address below: No

3. Service Type

Certified Mail

Express Mail

Registered

Return Receipt for Merchandise

Insured Mail

C.O.D.

4. Restricted Delivery? (Extra Fee)

Yes

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
FORM 8-K
CURRENT REPORT
 Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
 February 11, 2014

 Date of Report (Date of earliest event reported)

DANE EXPLORATION INC.

 (Exact name of registrant as specified in its charter)

N/A

 (Former name or former address if changed since last report)

NEVADA	000-54854	98-0654981
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

500 McLeod Trail East - #5178
Bellingham, Washington

 (Address of principal executive offices)

98226

 (Zip Code)

(866) 676-7678
 Registrant's telephone number, including area code

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

SECTION 2 – FINANCIAL INFORMATION**ITEM 2.01 COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS**

On February 11, 2014, we completed the acquisition of the assets that comprise the "Portus Cloud" business (the "Portus Assets") from Portus Holdings Inc. ("Portus"). The acquisition of the Portus Assets was completed pursuant to the terms of the Asset Purchase Agreement dated January 29, 2014 (the "Asset Purchase Agreement") among Portus, the Company, Dane Acquisition Corp. ("Dane Sub"), our wholly owned subsidiary, and David Christie, our sole executive officer, director and majority stockholder at the time of entering into the Asset Purchase Agreement.

Under the terms of the Asset Purchase Agreement, Portus transferred to Dane Sub all of its right, title and interest in and to the Portus Assets. In consideration for the Portus Assets, we issued to Portus 50,000,000 shares of our common stock.

Concurrently, in connection with the closing of the Asset Purchase Agreement, Mr. Christie returned for cancellation 49,800,000 shares of our common stock, representing 99.6% of the shares beneficially owned by him.

Upon completion of the acquisition of the Portus Assets, Mr. Christie resigned as our Chief Executive Officer, Chief Financial Officer, President, Secretary, Treasurer and Director. Following Mr. Christie's resignation, G. Dale Murray, II was appointed as our Chief Executive Officer, Chief Financial Officer, President, Secretary, Treasurer and as a Director.

As a result of our acquisition of the Portus Assets, we have now changed our business to be a global multilingual, cloud-based food and beverage service online portal business. In addition, our acquisition of the Portus Assets has the effect of causing us to cease being a "shell company." Accordingly, we have included in this Current Report on Form 8-K the information that would be required if we were filing a general form for registration of securities on Form 10 as a smaller reporting company.

SECTION 3 – SECURITIES AND TRADING MARKETS**ITEM 3.02 UNREGISTERED SALE OF EQUITY SECURITIES**

On February 11, 2014, in consideration of the Portus Assets, we issued to Portus 50,000,000 shares of our common stock. These shares were issued in reliance on Rule 506 of Regulation D promulgated under the United States Securities Act of 1933 (the "Securities Act"). In accordance with Rule 506 of Regulation D, Portus, which does not qualify as an accredited investor, represented to Dane that it has such knowledge and experience in financial business matters to evaluate the merits and the risks of the investment. In addition, Dane furnished to Portus the information required under Rule 502 of Regulation D.

SECTION 5 – CORPORATE GOVERNANCE AND MANAGEMENT**ITEM 5.01 CHANGES IN CONTROL OF REGISTRANT.**

Under the terms of the Asset Purchase Agreement, Portus transferred to Dane Sub all of its right, title and interest in and to the Portus Assets. In consideration for the Portus Assets, we issued to Portus 50,000,000 shares of our common stock. Concurrently, in connection with the closing of the Asset Purchase Agreement, Mr. Christie returned for cancellation 49,800,000 shares of the Company's common stock, representing 99.6% of the shares beneficially owned by him. As a result, Portus now owns 92.9% of our issued and outstanding shares of common stock, resulting in a change of control.

Upon completion of the acquisition of the Portus Assets, Mr. Christie resigned as our Chief Executive Officer, Chief Financial Officer, President, Secretary, Treasurer and as a Director. Following Mr. Christie's

resignation, G. Dale Murray, II was appointed as our Chief Executive Officer, Chief Financial Officer, President, Secretary, Treasurer and as a Director.

ITEM 5.02 DEPARTURE OF DIRECTORS AND CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

On February 11, 2014, upon closing of the acquisition of the Portus Assets, David Christie resigned as our Chief Executive Officer, Chief Financial Officer, President, Secretary, Treasurer and as a Director. The resignations of Mr. Christie were made in accordance with the terms of the Asset Purchase Agreement and were not due to any disagreements with the Company.

Upon the tendering of Mr. Christie's resignations, G. Dale Murray, II was appointed as a member of our Board of Directors and as our Chief Executive Officer, Chief Financial Officer, President, Secretary and Treasurer.

See the sections titled "Form 10 Information – Directors and Executive Officers" and "Form 10-Information – Executive Compensation".

ITEM 5.03 AMENDMENTS TO THE ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

On February 11, 2014, as a result of our acquisition of the Portus Assets, our fiscal year end has changed from September 30 to December 31. As a result, our first period report reflecting the reverse takeover will be for the quarter ended March 31, 2014.

In accordance with the SEC Corporate Finance Manual, we will be required to file the audited business acquired financial statements of the Portus Assets for the fiscal year ended December 31, 2013.

ITEM 5.06 CHANGE IN SHELL COMPANY STATUS

As a result of our acquisition of the Portus Assets as described in this Current Report on Form 8-K, we have completed a transaction that has the effect of causing us to cease being a shell company. Accordingly, we have included in this Current Report on Form 8-K the information that would be required if we were filing a general form for registration of securities on Form 10 as a smaller reporting company.

PORTUS CORPORATION
CURRENT REPORT ON FORM 8-K

SECTION 5 – Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Appointment of Directors

On December 18, 2016, the Board of Directors appointed Kevin Bobryk to the Board of Directors to serve as its Special Advisor to the Board of Directors and VP of Corporate Communications.

Mr. Kevin Bobryk has over 14 Years experience owning, operating and providing consulting services to private and public businesses across a broad spectrum of industries. In 2000 Mr. Bobryk started his private consulting practice providing capital formation and international corporate structuring services. In 2003 he co-founded two companies providing trading, technology solutions and client management services within the foreign exchange retail market.

Mr. Bobryk has been registered with the CFTC and NFA as a Commodities and Futures Broker (Series 3 license) and Branch Manager (Series 30 license). Additionally, Mr. Bobryk has contributed to the design of several proprietary hedging models for interest rate and foreign currency risk. These models have been utilized for risk management of interest rate and credit exposure of premium finance transactions within the insurance industry.

In May of 2015, Mr. Bobryk assumed the interim Chief Executive Officer and Chairman of the Board positions in Ultimate Rack Inc and departed these positions in February of 2016.

In April of 2016, Mr. Bobryk assumed the Chief Executive Officer and Chairman of the Board positions in ML Capital Group, Inc.

Additionally, Mr. Bobryk provides consulting services to private and public companies. His extensive experience in accounting, legal, regulatory and financing afford his client's a customized approach to their specific needs.

There is no employment or compensation agreement or Director compensation plan in place with Mr. Bobryk.

SECTION 9 – FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Business Acquired.

Not applicable.

(b) Pro forma Financial Information.

Not applicable.

(c) Shell Company Transaction.

Not applicable.

(d) Exhibits.

Exhibit No.	Description
99.1	<u>Board of Directors Resolution Appointing Mr. Kevin Bobryk as its Special Advisor to the Board of Directors and VP of Corporate Communications</u>

resignation, G. Dale Murray, II was appointed as our Chief Executive Officer, Chief Financial Officer, President, Secretary, Treasurer and as a Director.

ITEM 5.02 DEPARTURE OF DIRECTORS AND CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

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Upon the tendering of Mr. Christie's resignations, G. Dale Murray, II was appointed as a member of our Board of Directors and as our Chief Executive Officer, Chief Financial Officer, President, Secretary and Treasurer.

See the sections titled "Form 10 Information – Directors and Executive Officers" and "Form 10-Information – Executive Compensation".

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In accordance with the SEC Corporate Finance Manual, we will be required to file the audited business acquired financial statements of the Portus Assets for the fiscal year ended December 31, 2013.

ITEM 5.06 CHANGE IN SHELL COMPANY STATUS

As a result of our acquisition of the Portus Assets as described in this Current Report on Form 8-K, we have completed a transaction that has the effect of causing us to cease being a shell company. Accordingly, we have included in this Current Report on Form 8-K the information that would be required if we were filing a general form for registration of securities on Form 10 as a smaller reporting company.

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ITEM 5.02 DEPARTURE OF DIRECTORS AND CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

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Upon the tendering of Mr. Christie's resignations, G. Dale Murray, II was appointed as a member of our Board of Directors and as our Chief Executive Officer, Chief Financial Officer, President, Secretary and Treasurer.

See the sections titled "Form 10 Information – Directors and Executive Officers" and "Form 10-Information – Executive Compensation".

ITEM 5.03 AMENDMENTS TO THE ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

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In accordance with the SEC Corporate Finance Manual, we will be required to file the audited business acquired financial statements of the Portus Assets for the fiscal year ended December 31, 2013.

ITEM 5.06 CHANGE IN SHELL COMPANY STATUS

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PORTUS CORPORATION
CURRENT REPORT ON FORM 8-K

SECTION 5 – Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Appointment of Directors

On December 18, 2016, the Board of Directors appointed Kevin Bobryk to the Board of Directors to serve as its Special Advisor to the Board of Directors and VP of Corporate Communications.

Mr. Kevin Bobryk has over 14 Years experience owning, operating and providing consulting services to private and public businesses across a broad spectrum of industries. In 2000 Mr. Bobryk started his private consulting practice providing capital formation and international corporate structuring services. In 2003 he co-founded two companies providing trading, technology solutions and client management services within the foreign exchange retail market.

Mr. Bobryk has been registered with the CFTC and NFA as a Commodities and Futures Broker (Series 3 license) and Branch Manager (Series 30 license). Additionally, Mr. Bobryk has contributed to the design of several proprietary hedging models for interest rate and foreign currency risk. These models have been utilized for risk management of interest rate and credit exposure of premium finance transactions within the insurance industry.

In May of 2015, Mr. Bobryk assumed the interim Chief Executive Officer and Chairman of the Board positions in Ultimate Rack Inc and departed these positions in February of 2016.

In April of 2016, Mr. Bobryk assumed the Chief Executive Officer and Chairman of the Board positions in ML Capital Group, Inc.

Additionally, Mr. Bobryk provides consulting services to private and public companies. His extensive experience in accounting, legal, regulatory and financing afford his client's a customized approach to their specific needs.

There is no employment or compensation agreement or Director compensation plan in place with Mr. Bobryk.

SECTION 9 – FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Business Acquired.

Not applicable.

(b) Pro forma Financial Information.

Not applicable.

(c) Shell Company Transaction.

Not applicable.

(d) Exhibits.

Exhibit No.	Description
99.1	<u>Board of Directors Resolution Appointing Mr. Kevin Bobryk as its Special Advisor to the Board of Directors and VP of Corporate Communications</u>

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

FORM 8-K

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 21, 2016

PORTUS CORPORATION
(Exact Name of Registrant as Specified in Charter)

Nevada
(State or other
jurisdiction of
incorporation)

000-54854
(Commission
File Number)

98-0654981
(IRS Employer
Identification No.)

353 Hambley Blvd. STE 2
Pikeville, KY 41501

Registrant's telephone number, including area code: (954) 778-8211

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 DFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4 (c) under the Exchange Act (17 CFR 240.13e-4(c))

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

ULTIMATE RACK, INC.
(Exact name of registrant as specified in its charter)

Nevada	45-4078710
(State of incorporation or organization)	(I.R.S. Employer Identification No.)
331 Valley Mall Pkwy #215 East Wenatchee, Washington	98802
(Address of principal executive offices)	(Zip Code)

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

Title of each class to be so registered	Name of each exchange on which each class is to be registered
None	N/A

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: Form S-1, File No. 333-179188

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

Common stock, \$0.001 par value per share
(Title of Class)

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

FORM 8-K

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 20, 2015

Ultimate Rack Inc.

(Exact Name of Registrant as Specified in Charter)

<u>Nevada</u> (State or other jurisdiction of incorporation)	<u>000-54858</u> (Commission File Number)	<u>45-4078710</u> (IRS Employer Identification No.)
187 SW 7 St. #A Miami, FL 33130		

Registrant's telephone number, including area code: 972-535-8931

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 DFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4 (c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

Ultimate Rack Inc.

CURRENT REPORT ON FORM 8-K

SECTION 5 – CORPORATE GOVERNANCE AND MANAGEMENT

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 24, 2015, the board of directors appointed Kevin Bobryk to our board of directors and to serve as our President and Chief Operating Officer. Following this appointment, the board accepted the resignation of Robert Oblon as our former President, Chief Executive Officer and director. There was no known disagreement with either Members of the Board regarding our operations, policies, or practices.

Mr. Kevin Bobryk has over 14 years' experience owning, operating and providing consulting services to private and public businesses across a broad spectrum of industries. In 2000 Mr. Bobryk started his private consulting practice providing capital formation and international corporate structuring services. In 2003 he co-founded Data Signal AB and CTFP Inc. providing trading, technology solutions and client management services within the foreign exchange retail market.

Mr. Bobryk has been registered with the CFTC and NFA as a Commodities and Futures Broker (Series 3 license) and Branch Manager (Series 30 license). Additionally, Mr. Bobryk has contributed to the design of several proprietary hedging models for interest rate and foreign currency risk. These models have been utilized for risk management of interest rate and credit exposure of premium finance transactions within the insurance industry. In 2007, Mr. Bobryk co-founded Diversity Group International and throughout his tenure held the offices of CEO, COO and Chairman of the Board. In 2008 he launched Diversity's subsidiary CD Capital Management, and in 2009, Stonehenge Wealth Management to service the Insurance industry.

Currently Mr. Bobryk provides consulting services to private and public companies. His extensive experience in accounting, legal, regulatory and financing afford his client's a customized approach to their specific needs.

SECTION 9 – FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Business Acquired.

Not applicable.

(b) Pro forma Financial Information.

Not applicable.

(c) Shell Company Transaction.

Not applicable.

(d) Exhibits.

99.1 Board of Director Resolution Appointing Kevin Bobryk

99.2 Resignation acceptance Robert Oblon

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Ultimate Rack Inc.

Date: May 20, 2015

By: /s/ Kevin Bobryk
Kevin Bobryk
President, Chief Operating Officer and
Director
(Principal Executive, Financial and
Accounting Officer)

4

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

FORM 8-K

CURRENT REPORT

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

February 3, 2016

Date of Report (Date of Earliest event reported)

Ultimate Rack Inc.

(Exact Name of Registrant as Specified in Charter)

<u>Nevada</u>	<u>000-54858</u>	<u>45-4078710</u>
(State or other Jurisdiction Of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

187 SW 7 St. #A Miami, FL 33130

(Address of principal executive offices)

Registrant's telephone number, including area code: 972-535-8931

N/A

(Former Name or Former Address, If Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13c-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Ultimate Rack Inc.**CURRENT REPORT ON FORM 8-K****ITEM 5.01 Changes in Control of Registrant**

In connection with the private transfer of 120,000,000 million common restricted shares from one shareholder to another on February 3, 2016, Patrick Kyle became controlling person of Ultimate Rack, Inc., which equates to 77.5% of the total outstanding shares.

ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**(a) Departures of Directors**

On February 3, 2016, Kevin Bobryk was removed as a director by 77.5% majority shareholder consent.

(b) Departures of Principal Officers

On February 3, 2016, Kevin Bobryk was removed as President and Chief Operating Officer by 77.5% majority shareholder consent. Mr. Bobryk no longer has an officer position.

(c) Appointment of Principal Officers

Effective February 3, 2016, the following individual was appointed as President, CEO, and CFO ("New Officer"):

Patrick Kyle- Age 53 – Mr. Kyle attended Mid-America Christian University and later California State University, Fullerton. His first management position was at United Parcel Service as an Area Manager from 1982 to 1994. From 1994 to 2004, he was a Regional Manager for Zep/Enforcer with the nation-wide introduction and roll out of several new product lines through Lowe's and Home Depot retail outlets. Mr. Kyle's team was number one in the nation for two consecutive years both in sales and program implementation, establishing company-wide best practices, developing highly successful regional teams built on these practices. He was the founder and became the President of New Reformation Press (now 1517Legacy Project) from 2007 to 2012, a pioneer in leveraging the internet for Independent Christian Publishing. Subsequently he founded TVA LLC, bringing cutting edge propagation and disease fighting technologies to indoor agriculture. During his tenure as Vice President of TVA LLC from 2011 to 2015, he oversaw double digit sales increases and grew the company into a multi-million dollar enterprise.

There is no officer employment or compensation agreement with Mr. Kyle in place.

(d) Appointment of Directors

Effective February 3, 2016, Patrick Kyle was appointed as a new member of our board of directors.

There is no employment or compensation agreement, or director compensation plan in place with Mr. Kyle.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 25, 2016

Ultimate Rack, Inc.

By: /s/ Patrick Kyle
Name: Patrick Kyle
Title: President, CEO, and CFO
(Principal Executive, Financial and Accounting Officer)

Ultimate Rack, Inc.
CIK No. 1540237
EDGAR filings (from April 24, 2015 through February 25, 2016)

Form Type	File No	Filing Date	DCN
8-K	0-54858	2/25/2016	161454708
8-K	0-54858	5/21/2015	15881468

* This chart reflects only filings made during Kevin Bobyk's tenure as President, Chief Operating Officer, and Director of Ultimate Rack, Inc., i.e. from April 24, 2015 through February 3, 2016, plus the Form 8-K filed to indicate his removal from those positions.

Ultimate Rack, Inc.
 Schedule of Required Periodic Reports for the periods from
 October 31, 2014 through October 31, 2015
 and filing history, as of February 2, 2016

Form Type	Period End	Due date	Filed? (as of 2/2/2016)*	Months/Days late as of 2/2/2016	12b-25?
10-K	10/31/2014	1/29/2015	Not filed	12 months, 3 days	*
10-Q	1/31/2015	3/17/2015	Not filed	10 months, 11 days	*
10-Q	4/30/2015	6/15/2015	Not filed	7 months, 18 days	Not filed
10-Q	7/31/2015	9/14/2015	Not filed	4 months, 19 days	Not filed
10-K	10/31/2015	1/29/2016	Not filed	3 days	Not filed

* Kevin Bobryk's tenure as President, Chief Operating Officer, and Director of Ultimate Rack, Inc. lasted from April 24, 2015 through February 3, 2016. Forms 12b-25 that came due prior to his service are not identified. The degree of tardiness of each periodic report is calculated as of February 2, 2016, i.e. the day before Bobryk's tenure with Ultimate Rack ended.