

**INITIAL COMPANY INFORMATION AND DISCLOSURE STATEMENT
PURSUANT TO
RULE 15c2-11(a)(5)**

**ORIGINALLY FILED DECEMBER 11, 2009
AMENDED ON JUNE 17, 2010**

WINDPOWER INNOVATIONS, INC.

**21894 E. Pegasus Parkway
Queen Creek, AZ 85142
Phone: 480-767-3535
Fax: 480-836-8993**

Federal I.D. No.

27-0772914

CUSIP No.

97348B 102

ISSUER'S EQUITY SECURITIES

**COMMON STOCK
\$0.001 Par Value
200,000,000 Common Shares Authorized
51,141,484 Shares Issued and Outstanding**

WINDPOWER INNOVATIONS, INC.

INFORMATION AND DISCLOSURE STATEMENT

December 1, 2009

All information contained in this Initial Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11(a)(5) promulgated by the Securities Exchange Act of 1934, as amended. The enumerated items and captions contained herein correspond to the format as set forth in the Rule.

PART A GENERAL COMPANY INFORMATION

Item I. The exact name of the issuer and its predecessors (if any):

WindPower Innovations, Inc., a Wyoming corporation
f/k/a Alkane, Inc., a Michigan corporation
f/k/a Educational Services International, Inc., a Michigan corporation
f/k/a BIO-Life Systems, Inc., a Michigan corporation
f/k/a Bioelectronics Corporation, a Michigan corporation
f/k/a Electronic Biotek, Inc., a Michigan corporation

Item II. The address of the Issuer's principal executive offices:

21894 E. Pegasus Parkway
Queen Creek, AZ 85142
Phone: 480-767-3535
Fax: 480-836-893

Item III. The jurisdiction(s) and date of the Issuer's incorporation or organization:

The Issuer was originally incorporated on April 12, 1986 in Michigan under the name of Electronic Biotek, Inc. It changed its domicile to Wyoming with the filing of new Articles of Incorporation on August 10, 2009 and subsequently changed its name to WindPower Innovations, Inc. ("WindPower," the "Company" or the "Issuer").

PART B SHARE STRUCTURE

Item IV. The exact title and class of securities outstanding:

Common Stock
CUSIP: 97348B 102
Trading Symbol: WPNV

Series A Preferred Stock
Series B Preferred Stock

Neither of the series of preferred stock have a CUSIP or trading symbol.

Item V. Par or stated value and description of the security:

A. Par Value:

Common Stock, \$0.001 par value per share
Series A Preferred Stock, zero par value per share
Series B Preferred Stock, zero par value per share

B. Common and Preferred Stock:

Currently, the Company is authorized by its Articles of Incorporation (as amended) to issue an aggregate of 201,000,000 shares of capital stock, of which 200,000,000 are shares of Common Stock (\$0.001 par value per share) and 1,000,000 shares of Preferred Stock (zero par value per share). As of this filing, there were 51,141,484 shares of Common Stock outstanding and 267,488 shares of Preferred Stock outstanding. This description of certain matters relating to the securities of the Company is a summary and is qualified in its entirety by the provisions of the Company's Articles of Incorporation and Bylaws.

Common Stock

All outstanding shares of Common Stock are of the same class and have equal rights and attributes. The holders of Common Stock are entitled to one vote per share on all matters submitted to a vote of stockholders of the Company. The Common Stock is not convertible or redeemable and has no preemptive, subscription, or conversion rights.

Preferred Stock

We are authorized to issue up to 1,000,000 shares of Preferred Stock with designations, rights and preferences determined from time to time by our Board of Directors. Accordingly, our Board of Directors is empowered, without stockholder approval, to issue Preferred Stock with dividend, liquidation, conversion, voting, or other rights that could adversely affect the voting power or other rights of the holders of the Common Stock. In the event of issuance, the Preferred Stock could be used under certain circumstances as a method of discouraging, delaying or preventing a change in control of the Company.

As of this filing, an aggregate of 385,000 shares of Preferred Stock were designated in Series A, and B, an aggregate of 267,488 shares are issued and outstanding in those series. Currently, there are 615,000 shares that have yet to be designated in a series. The shares of preferred stock authorized and outstanding in each series are listed below:

Series A Preferred Stock	300,000 authorized with 200,000 issued and outstanding
Series B Preferred Stock	85,000 authorized with 67,488 issued and outstanding

Series A Preferred Stock

On or about November 8, 2001, the Company designated 200,000 shares of Preferred Stock as Series A Preferred Stock and subsequently issued all 200,000 shares. Voting rights were established whereby one (1) share of Series A Preferred Stock has ten (10) equivalent votes of stockholders of the Company's Common Stock for an aggregate of 2,000,000 votes. Each share of Series A Preferred Stock is convertible into ten (10) shares of the Company's Common Stock. On April 23, 2002, the Company's authorized an additional 100,000 shares of Series A Preferred Stock. In event of the liquidation of the Company, the shareholders of Series A Preferred Stock would have preference over the shareholders of the Company's Common Stock and all other series of Preferred Stock.

Series B Preferred Stock

On or about November 8, 2001, the Company designated 85,000 shares of Preferred Stock as Series B Preferred Stock and subsequently issued 67,488 shares. Holders of Series B Preferred Stock have no voting rights. Each share of Series B Preferred Stock is convertible into one (1) share of the Company's Common Stock. In event of the liquidation of the Company, the shareholders of Series B Preferred Stock would have preference over the shareholders of the Company's Common Stock and all other series of Preferred Stock except for the shareholders of Series A Preferred Stock.

Although we have no present intention to create another series of Preferred Stock or issue any other shares in our authorized series of Preferred Stock, there can be no assurance that the Company will not do so in the future.

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Item VI. The number of shares or total amount of the securities outstanding for each class of securities authorized:

The below chart provides the information for each class of securities authorized as of the end of the issuer's last two fiscal years. The figures listed are historical. Figures presented for the year ended September 30, 2008 have not been adjusted to reflect the 20:1 reverse stock split on August 20, 2009.

Class of Stock	Year Ended September 30, 2009	Year Ended September 30, 2008
Common Stock:		
Number of Shares Authorized	200,000,000	39,000,000
Number of Shares Outstanding	51,141,484	31,400,000
Freely tradable shares (public float)	22,268,823	126,780
Total number of beneficial shareholders	3	2
Total number of shareholders of record	505	481
Preferred Stock:		
Number of Shares Authorized	1,000,000	1,000,000
Number of Shares Outstanding	267,488	267,488
Number of Shares Designated in a Series	385,000	385,000
Series A Preferred Stock:		
Number of Shares Authorized	300,000	300,000
Number of Shares Outstanding	200,000	200,000
Freely tradable shares (public float)	0	0
Total number of beneficial shareholders	0	0
Total number of shareholders of record	3	3
Series B Preferred Stock:		
Number of Shares Authorized	85,000	85,000
Number of Shares Outstanding	67,488	67,488
Freely tradable shares (public float)	0	0
Total number of beneficial shareholders	0	0
Total number of shareholders of record	438	438

PART C Business Information

Item VII. The name and address of the transfer agent:

Western States Transfer & Registrar, Inc.
1911 Ryan Park Avenue
Sandy, UT 84092
801-523-1547

Our transfer agent confirmed to us that it is registered with the Securities & Exchange Commission.

Item VIII. The nature of the issuer's business:

A. Business Development.

The Company was incorporated on April 23, 1986 in Michigan under the name Electronic Biotek, Inc. On April 17, 1991, Bioelectronics Corporation, a Utah corporation, merged into the Company and the Company subsequently changed its name to Bioelectronics Corporation. The Company changed its name to BIO-Life Systems, Inc. on March 24, 1992. The Company's fiscal year end is September 30.

On September 28, 2001, the Company entered into an Agreement and Plan of Merger (the "Agreement") with Educational Services International, Inc., a Michigan corporation ("ESI"). The Agreement closed on November 8, 2001, pursuant to which the Company (i) filed Second Restated Articles of Incorporation through which increased its authorized capital stock to 10,000,000 shares (9,000,000 shares of Common Stock and 1,000,000 shares of Preferred Stock), (ii) designated 200,000 shares of preferred stock as Series A Preferred Stock and 85,000 shares of preferred stock as Series B Preferred Stock, (iii) declared a reverse stock split on a 35:1 basis, (iv) declared a stock dividend of .3 shares of Series B Preferred Stock for each outstanding share of Common Stock, (v) changed its name to Educational Services International, Inc., (vi) issued the shareholders of ESI one share of the Company's post-reverse Common Stock for each share of ESI held by them, and (vii) issued one share of the Company's Series A Preferred Stock for each share of ESI Series A Preferred Stock owned by them.

On November 6, 2008, the Company changed its name to Alkane, Inc. and increased its authorized capital stock to 40,000,000 (39,000,000 shares of Common Stock and 1,000,000 shares of Preferred Stock).

On June 26, 2009, the Company entered into an Agreement and Plan of Merger (the "Agreement") with Primary Resources, Inc., a Nevada corporation ("Primary Resources"), wherein Primary Resources merged with and into the Company (then known as Alkane, Inc.) wherein the Company survived. Pursuant to the terms of the Agreement, the Company issued 100,000 post-split shares to the shareholders of Primary Resources, on an exchange ratio of one-to-one. Additional terms included the assumption by the Company of the assets and liabilities of Primary Resources. Liabilities included a convertible note payable in the amount of \$250,000 and assets included a judgment against Microchip, Inc. for \$500,000. The effective date of the Agreement was to be the filing date of the Agreement with the Secretaries of State for Nevada and Michigan, after which Primary Resources would file for dissolution in Nevada. The Company erred in that the Agreement was never filed in Michigan or Nevada and Primary Resources continues to exist as a Nevada corporation. The Company intends to prepare an addendum to the Agreement whereby it will outline the deficiencies in completing the transaction along with the fact that the Company is now a Wyoming corporation. The addendum and the original Agreement will be filed with the Secretaries of State of Wyoming and Nevada after which Primary Resources will file for dissolution in Nevada.

On August 10, 2009, the Company changed its domicile to Wyoming and subsequently changed its name to WindPower Innovations, Inc. On August 20, 2009, the Company affected a reverse stock split on a

20:1 basis. On August 31, 2009, the Company increased its authorized capital stock to 201,000,000 (200,000,000 shares of Common Stock and 1,000,000 shares of Preferred Stock).

On September 1, 2009, the Company issued 300,000 shares of its restricted Common Stock in exchange for previously rendered consulting services in the aggregate of \$300 or \$0.001 per share. Shares were issued as follows: 50,000 shares to Clark Nichols, 50,000 shares to Terrance A. Tecco, 100,000 shares to Mary F. Seymour, and 100,000 shares to Gerald Rasmussen.

WindPower Innovations, Inc., through its subsidiaries **Energetic Drives, L.L.C. and XH industries, Inc.**, has a unique opportunity to fill a void in the remanufacture and repair of wind turbine gearboxes. Our company is specifically focused on the provision of timely, cost effective, region specific wind turbine rebuilding services. As we establish ourselves as the industry leader, our proprietary high-failure part upgrades, gearbox improvements and zero defect approach to the services we provide, will further differentiate us from other firms that currently attempt makeshift rebuilds.

Energetic Drives, LLC, Founded and managed by Ian Griffiths, is a forward thinking engineering group that is providing revolutionary changes in the design and efficiency of wind turbines and electronics. The group has designed a method to change the DC electrical current, “dirty electricity”, into AC electrical current, which is readily accepted into the electric grid. This method also causes the electricity going into the grid to be more constant no matter the speed of the wind. It is estimated that the use of Energetic Drives “Grid-Tie Inverter” and other proprietary improvements, will significantly increase the “useable electricity” produced by each turbine by as much as 25%. The companies ”Grid-Tie Inverter” currently meets or exceeds anticipated “New IEEE Power Grid Compliance Standards” which are expected to begin going into effect in as little as one to two years.

In addition, the Energetic Drives Team is working on designs for replacement turbine gearboxes that will lessen the gearbox weight, increase efficiency and reduce cost. Every member of the engineering staff of Energetic Drives has at least 20 years of experience in each of their chosen disciplines: mechanical engineering, electrical engineering, control engineering and software engineering. The following are just a few examples of Energetic Drives and their capabilities:

- New product design and innovative engineering services using the latest software tools
- Full scope systems integration providing logic, electrical and mechanical designs using most common hardware
- Design optimization-providing PLC, HMI and industrial control upgrades to existing factory automation and 2D and 3D analysis, utilizing the latest modeling software.
- Engineering consultation for new product manufacturing

XH Industries, Inc. was formed in the early 1980’s by its President Jerry Reynolds as the designated stateside warranty shop for Hansen International. For almost two years XH Industries, Inc. rebuilt gearboxes to satisfy their warranty obligations to Oak Creek Energy Wind Farm. During this time they also provided in-tower service and maintenance in the Palm Springs and Altamont Pass areas providing gearbox inspections, parts replacement, oil changes and gearbox re-shimming. XH Industries, Inc. presently has two fully functioning facilities, the first in

Bakersfield, CA. and the second in Washington State, both have all of the heavy duty equipment needed for the service and repair of existing turbines, and the refurbishment of turbines that have been retired from service, most of which will be sold into worldwide sub-markets. As a state-certified welding facility, XH Industries, Inc. built and repaired wind turbine towers, expanding their expertise in engineering, metal applications, tensile strength and procedures. The Bakersfield shop fabricated main shafts, pillow blocks, hubs, brake discs and low-speed couplings. They designed their own alignment system equipment and were the first to incorporate a Falk computer. They designed and built their own 65kW gearbox, which has proven highly successful in wind turbines operating in Tehachapi, Almont Pass and Palm Springs wind farms.

Tehachapi California and the Pacific Northwest are the two existing locations for WindPower Innovations, each located in the heart of the company's target markets, (including Tehachapi/Mohave, Palm Springs, Altamont Pass, Washington and Oregon State along the Columbia River Gorge) These areas are home to over 15,000 Wind Turbines; more than adequate enough to achieve the company's near term objectives and profitability. Strategically located on the Columbia River along the Washington/Oregon border only minutes from a deep water port and rail service in Astoria Oregon, the Pacific Northwest facility will serve as a gateway to the Pacific Rim, Alaska and Latin America, while at the same time serving as a showcase that will establish the company's reputation as having the highest repair standards in the industry.

WindPower Solutions, Inc., a wholly owned subsidiary is establishing itself as the primary marketing arm of the Company. It was recently organized with John (Corky) Myers, President. Corky, who is also the CEO of WindPower Innovations, Inc., has spent most of his life in the automotive transmission business. From small job shop operations up through developing and patenting equipment to dramatically improve performance and simultaneously to reduce costs, he has been an industry leader of technological advancement. With his expertise and with the help of others around him, he is making major in roads into the wind power energy industry that is transcending into other related alternative energy resources as well.

WindPower Innovations is presently reviewing sites around Tehachapi, CA. and Astoria Oregon for much larger facilities that will allow for an efficient, largely automated operation. There will be a rail spur located near each facility which allows the company to receive failed equipment from and return rebuilt equipment to any customer in the country.

Wind Turbine gearboxes can be enormous, and as such, shipping via truck can be a significant expense. Having rail access as well as deep-water access will reduce shipping costs significantly and further streamline the gearbox handling process.

The local markets surrounding Tehachapi/Mojave/Bakersfield California and Oregon and Washington State, alone is enough to achieve our near term objectives, and significant profitability. These locations will also allow us to showcase our streamlined rebuilding processes and establish our reputation as having the highest mandated repair standards in the industry.

The company plans to offer comprehensive preventative maintenance programs in addition to our full service rebuilding operation.

WindPower Innovations California location is in a region that has had wind turbines in operation for many years; most of these units are capable of generating much less electricity than the monster units currently being deployed. As many as 15,000 of these older turbines exist in the area within 300 miles of the current and planned facility and are in the process of “Phased Decommissioning”. Many have already been taken off-line and replaced, and many more are scheduled for that fate when a larger replacement unit becomes available. The decommissioned turbines can be acquired for pennies on the dollar, and the company can completely re-furbish them for resale to various emerging markets worldwide, including geographically remote power generation facilities, stand-alone industrial power generation applications and a multitude of economies that would otherwise not have access to wind energy. This process of rebuilding and reengineering smaller turbines will be a significant profit center for WindPower Innovations, Inc.

To that end, WindPower Innovations will purchase decommissioned Turbines (including tower, blades and spare parts) and will commence the rebuilding, reconditioning and resale of these units. The company will implement an aggressive distribution and sales plan for all of North America, Latin America and Europe to create heightened demand and increased sales of these "better than new" refurbished turbines.

The Company did a quasi reorganization (recapitalization) of the equity section of the balance sheet effective September 30, 2009. The retained earnings were zeroed out and offset against paid in capital in excess of par. This was done to allow the Company to have a “fresh start” look separate from the prior results of predecessors.

Neither the issuer nor any predecessor has been in bankruptcy, receivership or any similar proceeding. The Issuer has not had its securities delisted by any securities exchange or deletion from the OTC Bulletin Board nor has there been any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past, or pending trading suspensions by a securities regulator.

For the prior two-year period ending September 30, 2009 and as of the date of this filing:

- our fiscal year end is September 30,
- we have never been in bankruptcy, receivership or a similar proceeding,
- we are not currently in default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring us to make payments,
- we have not had any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets other than mentioned above,
- we had a change of control in connection with the above-mentioned Wind Power LLC and Geartec acquisitions,
- we decreased our shares by a 1 for 20 reverse stock split effective August 20, 2009,
- we do not currently have a pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization,
- we have never been delisted by any securities exchange and our Common Stock currently trades on the Pink Sheets, and
- we do not have any current, past, pending or threatened legal proceedings or administration actions either by or against the Company that could have an effect on our business, financial

condition, or operations and any current, past or pending trading suspensions by a securities regulator.

B. Business of Issuer.

At least once since inception the Company has been a shell company as defined by Securities Act Rule 405. The Company's primary and secondary SIC codes are 7600 (Miscellaneous Repair Services) and 3690 (Electrical Machinery, Equipment and Supplies). The Issuer is in the development stage and is currently conducting operations in the wind power industry.

History of the Wind Power Industry

Generation of electricity by the use of the wind turbine as a viable and sustainable method of meeting the power needs of the world is a reality where only thirty years ago it was a dream. Although current estimates are that wind power accounts for only one percent (1%) of our nation's electricity, the Department of Energy estimates that it is not unlikely that the United States will be getting twenty percent (20%) of our power from wind technologies by 2030. To meet these goals, wind turbines should reliably produce energy every day over a lifetime of at least twenty (20) years.

Supporting the wind power industry with billions of dollars in research and development, tax credits, incentives, and grants, the U.S. government and other governments worldwide are taking an active role in the development of wind turbines. Seen as the "greenest" method of electric power generation, wind power is at the top of industrial clean energy. The one major stumbling block in the increased use of the wind turbine as a power generation source is the availability of the components to build the wind turbines.

Industry Need

Wind power is a \$500 billion industry. Ironically, its success has created a vacuum for maintenance and parts, leading to neglect and sometimes premature failure. The heart of a wind turbine is its gearbox. If the gearbox fails, it can cost up to 15-20% of the price of the turbine to replace. The gearboxes contain massive gears and bearings needed to "step-up" the revolutions per minute of the turning blades to a rate that is fast enough to generate electric power. Gearboxes require significant amounts of oil that must be analyzed for signs of wear and degradation of the components.

Traditionally, if a gearbox fails (due to poor design or improper maintenance) it has to be returned to the manufacturer for repair. However, manufacturers are inundated with orders for *new* equipment. As a result, the repairs become a secondary concern and the operator of the wind turbine can wait up to two (2) years for the repairs to be completed. As the wind turbine is idle until the gearbox can be removed and repaired or replaced, there is an inconsistent feed of power to the grid resulting in lost gross revenues ranging from \$1,500 per day up to \$9,000 per day, depending on the size of the turbine.

Analysis of the industry finds that:

- Sixty percent (60%) of the U.S. wind turbines are behind in maintenance
- Twenty percent (20%) of turbine downtime is due to gearbox failures
- Suppliers are backlogged as much as eighteen (18) months to two (2) years

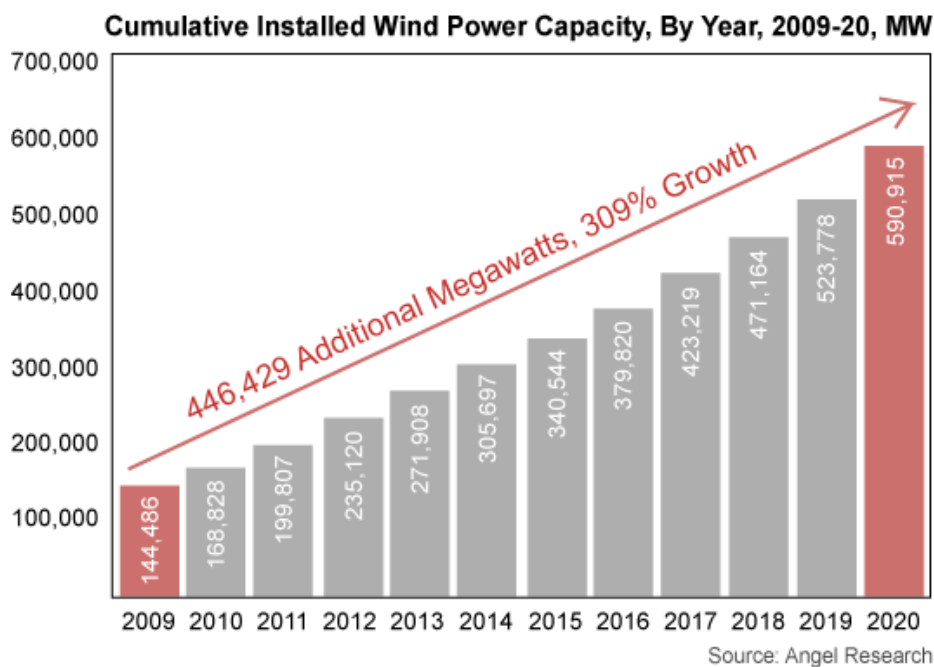
WindPower Innovations has the unique opportunity to fill a void in the remanufacture and repair of wind turbine gearboxes. Its sole focus on cost effective and timely rebuilding of gearboxes by upgrading and improving the equipment will set it apart from other companies that currently attempt makeshift rebuilds. Geartec has been repairing gearboxes in Bakersfield, California for only a year and a half and has all the business that it can presently handle. It has outgrown its current location and needs to expand in order to meet the demands of the western United States. The Company is currently seeking a site around Tehachapi, California for a larger facility that will allow for an efficient, largely automated operation with rail access directly to the facility. Rail access will further reduce shipping costs and streamline the handling process by shipping directly by rail to customers nationwide.

The Company plans to offer comprehensive, preventative maintenance programs as well as a full service rebuilding and resale focus. Our business plan also has the potential to serve worldwide sub-markets after the equipment has initially served its purpose domestically.

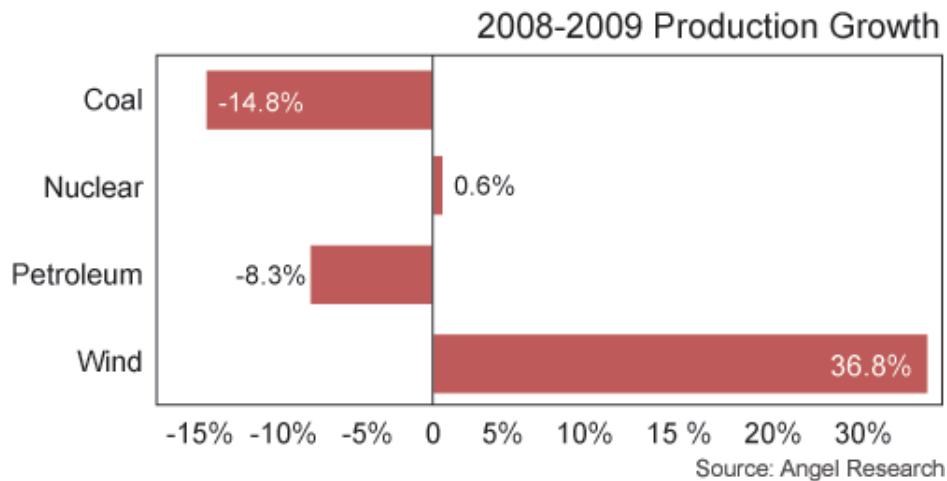
Wind Power Market

Currently there are over 21,017 megawatts of turbine power generation in existence throughout the United States with an additional 8,585 megawatts of turbine capacity on order. While new turbines tend to be of larger capacity (larger than 1.5 MW), allegedly for efficiency reasons but more realistically due to environmental regulations, the largest population of existing turbines (approaching 30,000) remains in the 64 kilowatt to 1.5 megawatt size range. That is our immediate target market.

The below chart shows the exceptional industry growth projections over the next ten years and the expanding opportunity for the wind power industry.



The chart below shows the production of growth in the power generation industries of coal, nuclear, petroleum and wind during 2008-2009. It is clear to see the huge increase in the wind power industry even with its current less-than-desirable maintenance issues.



Competitive Analysis

The high demand for new turbines has resulted in the propagation of existing technology with relatively few improvements. Manufacturers have little or no incentive to improve their products due to the captive market situation. WindPower Innovations intends to capitalize on that complacency by offering product improvement as well as testing capabilities not yet seen in this industry.

Current technology requires gearbox overhauling approximately every four (4) years or less, far below the advertised life expectancy of twenty (20) years. By improving the products and processes for these overhauls, together with offering improved components, WindPower Innovations will rapidly impact the industry "standard" for performance.

Operators currently have little choice in where they have their gearboxes overhauled. Generally they are confined to return them to the original equipment manufacturer on an exchange basis or send them to an independent over-hauler. Likewise, most of these overhauling shops will only work on one manufacturer's gearboxes. WindPower Innovations will be able to work on practically all gearboxes in service and will afford additional testing services not presently available in the industry.

Market Strategy

WindPower Innovations will continue its focus on the needs of wind farm operators in the Western United States (primarily California) where a significant percentage of the small to intermediate wind turbine population resides and where significant recognition and working relationships already exist. Primary targets will be wind farm operators that have gearboxes that have come out of warranty with the original equipment manufacturers and are free to upgrade and improve the equipment resulting in longer mean times between overhauls and improved operation economics.

WindPower Innovations will use the collective experience and expertise of key personnel to not only provide a cost effective retrofit product for existing customers, but also improved maintenance services that will extend the service life of existing and new units. As our service and product improvements are demonstrated, we anticipate that we will experience a rapid growth over our first three (3) years. In addition, as larger units come out of warranty we will expand the scope of the business to include an even wider market segment geographically, product wise and size wise.

WindPower Innovations plans to become the premier re-builder of wind turbine gearboxes by offering the highest quality components, including improvements, at lower than "industry average" rates.



Figure 2
The gearbox converts the 10-15 rpm speed of the rotor to 1500 to 1800 rpm needed for power generation.
Photo credit: Timken Co.

Strictly mandated quality control practices will exceed any in the industry. Detailed analysis and engineering, working with component suppliers, and strategic sourcing will provide improvements that will dramatically improve the operator's economic operating model and mutually enhance business profitability.

In addition to existing "In Air Service and Inspection" we intend to expand our business to encompass complete turbine overhauls including blade refurbishment. Where possible, we anticipate offering exchange components to minimize lost operator revenues and redundant crane costs.

Our current clients include Mitsubishi Power Systems, Windland, Oak Creek Energy Systems, Inc., and Coram Energy Group Limited. To date, we have completed numerous overhauls and have an overhaul backlog of approximately 60 gearboxes that approximates a backlog of \$100,000.

Method of Operations

Focusing on the more mature operators, we have exposure to some of the more notorious problem gearboxes. By demonstrating the improvements that can easily be made and practicing above industry standard quality assurance throughout the process, we will quickly gain market share in the rebuilding business. Adding the timeliness of refurbishment rather than experiencing the long wait for the backlog of new products, the value of our local services will immediately be recognized.

Our development program is driven by the prioritized needs of our customer base and the ability of key suppliers to respond accordingly. The objectives of full service, quick turn time gearbox rebuilding and refurbishment, and incorporating technical improvements where possible, will be achieved through a well-trained, experienced workforce operating in a local, dedicated, and largely automated and process-oriented facility.

To achieve the objectives of timely and cost-effective rebuilding and/or refurbishment, the various means for achievement must be optimized as part of the plan. Careful consideration has been given to each element of location, efficiency and design.



Our plan to locate a dedicated new facility in or near Tehachapi, California meets several important criteria:

- the rates measuring wind potential in that area range between good and excellent (see adjacent map),
- Oak Creek Energy currently has more than 5,000 MW of "new" wind energy projects in its development pipeline,
- freight and handling costs are minimized for the customer due to the rail service, and
- Tehachapi is a supporting, business-friendly community.

The design of the proposed 25,000 square foot facility will have 20-24' ceiling clearances to facilitate the needed 20-ton bridge crane and will have adequate multi-tier storage units around the perimeter. All footings and floor thicknesses will be sufficiently engineered to accommodate the maximum anticipated loads plus a safety margin.

The efficiency of the facility will be process oriented, state-of-the-art, and environmentally responsible involving every stage beginning in receiving and continuing through teardown, cleaning, inspection, damage assessment, component replacement or refurbishment, pre-assembly staging, assembly, testing, painting and shipping. Our process flow orientation will minimize handling time, reduce risks, reduce costs and optimize the use of space and personnel. It is significant to note that the facility will include a clean room environment for the assembly area which is an upgrade from current industry standards. Additionally, we will perform as much in-house machining as possible. This approach will insure quality, reduce costs and help control turn times.

There are currently no existing or probable government regulations that would have an effect on our business. When the Company deals with oil products in the refurbishing of turbines, it will have to comply with and meet the requirements relative to waste disposal for oil.

As of September 30, 2009, the Company employed seven (7) individuals on a full-time basis of whom five (5) are corporate management. The Company does not employ anyone on a part-time basis. None of the Company's employees are covered by collective bargaining agreements and the Company has never experienced a major work stoppage, strike or dispute. The Company considers its relations with its employees to be outstanding.

Research and development has not been an issue as the Company repairs and maintains gearboxes already developed and in the field. The Company anticipates that it will conduct research and development in the future on an as-needed or per-project basis.

Item IX. The nature of products or services offered:

See Item VIII above.

The Company does not distribute principal products or services as its business focus is in the rebuilding of wind turbine gearboxes already in existence. The Company is not dependent on one or more major customers or suppliers and has ample availability to the raw materials needed in its business. The Company does not hold any patents, trademarks, licenses, franchises, concessions and has no royalty agreements or labor contracts in place.

Item X. The nature and extent of the issuer's facilities:

The Issuer's principal corporate office is located at 21894 E. Pegasus Parkway, Queen Creek, AZ 85142 and is provided by the Company's President at no charge. The Company's operating facility located in Bakersfield, CA where it leases approximately 8,500 square feet, and has another facility in Ilwaco Wa. of 5,000 square feet. Each of these facilities is fully equipped, staffed and operational. The Company intends to raise additional capital, part of which will be used to relocate to and construct larger facilities in or near Tehachapi, California.

PART D MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION

Item XI. The name of the chief executive officer, members of the board of directors, as well as control persons.

A. Officers and Directors

Our management team is comprised of enthusiastic, well educated, and motivated personnel having a combined experience of over 100 man years. We have collectively provided technical products and services, both domestically and internationally to the automotive, rail, space, aerospace, construction and service industries.

Members of our Board of Directors serve until the next annual meeting of shareholders and until their successors are elected and qualified. Officers are appointed by and serve at the discretion of the Board of Directors. Our current officers and directors are:

John E. Myers	Chairman, President, and Chief Executive Officer
Jerry Reynolds	Chief Operations Manager
Ian Griffiths	Chief of Research and Development
Richard Sellers	Chief Financial Officer and Treasurer
Carole Myers	Secretary
Perry Barker	Director

John E. Myers – Chairman, President and Chief Executive Officer

Mr. John E. Myers has served as the Company's Chairman, President and Chief Executive Officer since his election in September 2009. He has spent his life in the automotive transmission business. From small job shop operations up through developing and patenting equipment to dramatically improve performance and simultaneously to reduce costs, Mr. Myers has been an industry leader of technological advancement. For the past three years, Mr. Myers has been involved in a luxury fishing lodge in Alaska.

Jerry Reynolds- Manager of Operations

Has over 40 years experience as a Mechanical Engineer including: wind turbine rebuilds, prototypes and gearbox gearing innovations, welding exotic metals, fabrication, HAZMAT, high pressure vessels and manifolds, rigging, management and consulting. Mr. Reynolds has set himself apart by his expertise in large mega-ton machinery with huge load factors and micro-tolerances, as the company name XH (X-tra Heavy) industries suggests .

Ian K. Griffiths – Manager of Research and Product Development

Ian started his engineering career in the Royal Navy, programming and maintaining Weapon Control Systems. He received his BTEC National Degree while serving his country. Arriving in California, he continued his career as an Application's Engineer with Matsushita Corporation, integrating PLC, PC, Servo, AC/DC Drives, HMI's and many other control products. During this time Ian received his BSEE from UC Berkeley, CA. Upon completion, Ian entered into business management, becoming one of Mitsubishi Electric Automation's most successful Regional Sales Managers. Having spent over six years with the company, Ian joined a new business opportunity and started a very successful technical distribution enterprise. He joined the Parker SSD Drives team as Regional Sales Manager for the Western United States in 2002 where he gained his knowledge of the Grid Tie Inverter / Green Energy production market. He has enjoyed a successful career over two decades in engineering and business management. He has more than 1,000 systems integrated into the global Industrial Manufacturing industry. In 2009 Ian decided to put his experience to work for this new venture: Energetic Drives.

Richard Sellers – Chief Financial Officer and Treasurer

Mr. Richard Sellers has served as the Company's Chief Financial Officer and Treasurer since his election in September 2009. He has over 35 years of experience in management, accounting, auditing, taxes and financial consulting. In the private sector he has served as chief financial officer, college instructor, and

internal auditor. In the public sector he has served as a partner/owner of CPA firms. He is a practicing CPA in Nevada with prior licenses in other states. Mr. Seller's broad experience includes mergers, splits, dispositions, equity and debt financing, and PCAOB and SEC reporting. See additional disclosure herein under Item XI-B – Legal/Disciplinary History.

Carole Myers – Secretary

Mrs. Carole Myers has served as the Company's Secretary since her election in September 2009. She is the wife of John E. Myers, the Company's Chairman, President and Chief Executive Officer. From 2001 to April 2003, Ms. Myers served as Loan Officer for Discover Home Mortgage in Reno, Nevada. From 1999 to 2001, she was employed by Denali Leasing where she assisted clients with leasing requirements. From 1986 to 1999, Ms. Myers owned, operated and served as Office Manager of T.C.R.S., Inc., a company that manufactured systems for the Torque Converter Rebuilding Industry.

Perry Barker – Director

Mr. Perry Barker has served as the Company's Director since his election in September 2009. For the past five years, Mr. Barker has served as National Sales Manager for technological products. Mr. Barker earned a B.A. in Business from Mellon University.

The below table sets forth the compensation of our executive officers.

Name of Officer/Director	Position Held	Compensation*
John E. Myers	President and Chief Executive Officer	\$98,800
Jerry Reynolds	Manager of Operations	\$72,000
Ian Griffiths	Manager of Research and Development	\$72,000
Richard Sellers	Chief Financial Officer and Treasurer	\$44,200
Carole Myers	Secretary	\$68,000

*All executive officers began accruing compensation on October 1, 2009.

Our directors are compensated as follows: the Company's Chairman and Secretary each receive \$500 per meeting attended, directors each receive \$350 per meeting attended, and any non-directors who are invited to attend a meeting receive \$250 per meeting attended.

B. Legal/Disciplinary History

With the exception of Richard Sellers, during the past five years, none of our directors, executive officers or persons that may be deemed promoters is currently or have been involved in any legal proceeding concerning (i) any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time; (ii) any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses); (iii) being subject to any order, judgment or decree, not subsequently reversed, suspended, or vacated, of any court of competent jurisdiction permanently or temporarily enjoining, barring, suspending or otherwise limiting involvement in any type of business, securities or banking activity; or (iv) being found by a court, the Securities and Exchange Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law (and the judgment has not been reversed, suspended or vacated).

With respect to Richard Sellers, on September 13, 2007 the Securities and Exchange Commission ("SEC") deemed it appropriate that public administrative and cease-and-desist proceeding be instituted pursuant to Sections 4C and 21C of the Securities Exchange Act of 1934 ("Exchange Act") and Rules

102(e)(1)(i) and (iii) of the Commissions' Rules of Practice against Richard E. Sellers ("Sellers") and Lester Rex Anderson ("Anderson") (collectively, "Respondents"). Specifically, Section 102(a) of the Sarbanes-Oxley Act of 2002 (the "Act") prohibits any person that is not a registered public accounting firm with the Public Company Accounting Oversight Board ("Board") from preparing or issuing, or participating in the preparation or issuance of any audit report with respect to any issuer after October 22, 2003. The Respondents did not register with the Board on or before October 22, 2003 even though they issued reports after the October 22, 2003 deadline on the financial statements of five clients required to file periodic reports with the Commission.

On December 27, 2007, the SEC entered an Order Making Finding and Imposing Remedial Sanctions and a Cease-and-Desist Order Pursuant to Sections 4C and 21C of the Securities Exchange Act of 1934 and Rule 102(e) of the Commission's Rules of Practice. The SEC found that as a result of the conduct described in the previous paragraph, Sellers and Anderson willfully aided and abetted and caused violations of Section 102(a) of the Act and that Sellers and Anderson did not possess the requisite qualifications to represent others. In view of the finding, the SEC deemed it appropriate and in the public interest to impose the sanctions agreed to with the Respondents. Accordingly, it was ordered that (i) Respondents shall cease and desist from committing or causing any violations and any future violations of Section 102(a) of the Act; (ii) Respondents are censured, (iii) Respondents may practice before the Commission as independent accountants provided that the public accounting firm with which they are associated is registered with the Board in accordance with the Act, and (iv) Respondents shall, jointly and severally, pay disgorgement of \$7,615.

C. Disclosure of Family Relationships.

John E. Myers, the Company's Chief Executive Officer, is married to Carole Myers, the Company's Secretary. Other than that relationship, there are no other family relationships among and between the Issuer's directors, officers, persons nominated or chosen by the Issuer to become officers and directors, or beneficial owners of more than five percent (5%) of any class of the Issuer's equity securities.

D. Disclosure of Related Party Transactions.

As of September 30, 2009 and through the date of this filing, three of the Company's officers and directors are also shareholders who own the controlling ownership interest in the Company, namely:

Shareholder Name	Office Held	Common Stock Ownership	Percentage of Ownership*
John E. Myers	Chairman, President and Chief Executive Officer	15,000,000 shares	29.3
Jerry Reynolds	Manager of Operations	6,000,000 shares	11.7
Ian Griffiths	Manager of R&D	6,000,000 shares	11.7

*Based on 51,141,484 shares outstanding.

As of September 30, 2009 and the date of this filing, the Company owes \$25,874 to Gary Duke as part of his initial investment of Geartec Services, Inc. into the Company, which amount does not accrue interest and does not have a specified due date.

Item XII. Financial Information for the Issuer's Most Recent Fiscal Period.

The unaudited consolidated financial statements of the Company for the years ended September 30, 2009 and 2008 are attached at the end of this filing beginning on page F-1 and are incorporated herein by reference. The index to the financial statements follows:

INDEX TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS	PAGE
Consolidated Balance Sheets as of September 30, 2009 and 2008	F-1
Consolidated Statements of Operations for the years ended September 30, 2009 and 2008	F-3
Consolidated Statement of Stockholders' Equity (Deficit) for the years ended September 30, 2009 and 2008	F-4
Consolidated Statements of Cash Flows for the years ended September 30, 2008 and 2007	F-5
Notes to Unaudited Consolidated Financial Statements	F-7
Report of Management	F-19

Item XIII. Similar Financial Information for Such Part of the Two Preceding Fiscal Years as the Issuer or its Predecessor has been in Existence.

None.

Item XIV. Beneficial Owners.

As of the date of this filing, the following table sets forth certain information with respect to the beneficial ownership of our Common Stock by (i) each stockholder known by us to be the beneficial owner of more than 5% of our Common Stock, (ii) by each of our current directors and executive officers as identified herein, and (iii) all of the Company's directors and executive officers as a group. Each person has sole voting and investment power with respect to the shares of Common Stock, except as otherwise indicated. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Shares of Common Stock and options, warrants, and convertible securities that are currently exercisable or convertible within 60 days of the date of this document into shares of the Company are deemed to be outstanding and to be beneficially owned by the person holding the options, warrants, or convertible securities for the purpose of computing the percentage ownership of the person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership⁽¹⁾	Per-centage Owned
Common Stock	John E. Myers (Chairman, President and Chief Executive Officer) 21894 E. Pegasus Parkway, Queen Creek, AZ 85142	15,000,000	29.3
Common Stock	Jerry Reynolds (Manager of Operations and Director) 21894 E. Pegasus Parkway, Queen Creek, AZ 85142	6,000,000	11.7
Common Stock	Ian Griffiths (Manager of R&D and Director) 21894 E. Pegasus Parkway, Queen Creek, AZ 85142	6,000,000	11.7
Common Stock	Richard Sellers (Chief Financial Officer and Treasurer) 21894 E. Pegasus Parkway, Queen Creek, AZ 85142	0	0%
Common Stock	Carole Myers (Secretary) 21894 E. Pegasus Parkway, Queen Creek, AZ 85142	0	
Common Stock	Perry Barker (Director) 21894 E. Pegasus Parkway, Queen Creek, AZ 85142	0	0%
Common Stock	All Officers & Directors as a Group (6 persons)	27,000,000	52.7

Item XV. The Name, Address, Telephone Number, and Email Address of each of the Following Outside Providers that advise the Issuer on Matters Relating to Operations, Business Development and Disclosure:

Investment Banker:

None

Promoters:

None

Legal Counsel:

Michael Berg
8426 E. Shea Blvd.
Scottsdale, AZ 85260
Phone: 480-664-6654
E-mail: mwb@berglaw.com

Carl A. Generes
Law Offices of Carl A. Generes
4358 Shady Bend Drive
Dallas, Texas 75244-7447
Phone: (214) 352-8674
E-mail: cgeneres@genereslaw.com

Accounting Firm/Auditors:

None

IR/PR Firm:

I Radar
16927 E. Saguaro Blvd.
Fountain Hills, AZ 85268
Phone: 480-251-1449
E-mail: d.griffin.irl@hotmail.com

Consultants:

Teresa J. Bray
Back Office Consultants, Inc.
325 Whitfield Avenue
Sarasota, FL 34243
Phone: 863-224-0072
E-mail: tbray01@gmail.com

Item XVI. Management's Discussion and Analysis or Plan of Operation.

A. Plan of Operation

The Company has a unique opportunity to fill a void in the repair and remanufacture of wind turbine gear boxes focused on the sole purpose of cost effective and timely rebuilding. The local market surrounding Tehachapi alone, which is solely located in the State of California, has more than 20,000 wind turbines and is enough to achieve our near term objectives and profitability, while at the same time serving as a showcase that will establish our reputation as having the highest mandated repair standards in the industry. The Company plans to offer comprehensive, preventative maintenance programs as well as full service rebuilding and reselling.

To fund operations for the next twelve (12) month period, the Company projects a need for \$1.5 million that it will have to raise through debt or equity. The Company has already identified three (3) different building contractors in the Tehachapi area to construct facilities designed to meet our specifications. The Company will then lease the facilities from the contractor for a period of five (5) years with an option to extend or purchase.

Over the next twelve (12) months, the Company does not plan on significant product research and development other than required modifications to equipment to improve efficiency. The Company does not plan to allocate any funding to research and development activities.

The Company does not expect any significant changes in the number of employees until after it relocating and builds its new facility.

Risk Factors

The Company has a limited operating history in the wind power industry. The Company currently has limited revenues, has a shortage of funds to satisfy operating expenses, and is not currently able to generate sufficient cash flow to cover operating expenses. The Company's financial statements have been presented on the basis that it is a going concern which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. Without expansion, the Company most likely will continue to experience modest growth with limited profits, but it may not be able to implement its planned growth and expansion. The Company is presently working on efforts to raise capital and management believes such funds will be raised.

An investment in the Company involves a number of significant risks. You should carefully consider the following risks and uncertainties in addition to other information in evaluating the Company and its business prior to purchasing shares of Common Stock. The Company's business, operating results, and financial condition could be impacted or harmed due to any of the following risks. The risks described below are all of the potential risks of which we are currently aware. Additional risks not presently known to us may also impair our business operations. You could lose all or part of your investment due to any of these risks.

Risks Related to our Business

Because we have a limited operating history, you may not be able to evaluate our operations accurately.

The Company has had limited operations to date and has generated limited revenue. Therefore, the Company has a limited operating history upon which to evaluate the merits of investing in the Company. Because the Company is in the early stages of operating our business, it is subject to many of the same risks inherent in the operation of a business with a limited operating history.

The Company needs additional financing.

The Company has generated limited revenue and is primarily dependent on the availability of financing in order to continue its business. There can be no assurance that financing sufficient to enable us to continue operations and construct new facilities will be available in the near future. The Company's failure to obtain future financing or to produce levels of revenue to meet our financial needs could result in its inability to continue as a going concern and, as a result, investors in the Company could lose their entire investment.

If the Company fails to adequately manage the size of the business, it could have a severe negative effect on the Company's financial results or stock price.

The Company believes that in order to be successful it must appropriately manage the size of its business. This may mean reducing costs and overhead in certain economic periods and selectively growing in periods of economic expansion. In addition, the Company will be required to implement operational, financial and management information procedures and controls that are efficient and appropriate for the size and scope of operations. The management skills and systems currently in place may not be adequate and the Company may not be able to manage any significant cost reductions or effectively provide for growth.

If we fail to attract and retain qualified senior executive and key technical personnel, our business will not be able to expand.

We are dependent on the continued availability of the services of our management team and other key employees, many of whom are vital to the Company's future success, and the availability of new employees to implement our business plan. The market for skilled employees is highly competitive, especially for employees in technical fields. Although our compensation programs are intended to attract and retain the employees required for us to be successful, there can be no assurance that we will be able to retain the services of all our key employees or a sufficient number to execute our plans, nor can there be any assurance we will be able to continue to attract new employees as required.

Our personnel may voluntarily terminate their relationship with us at any time and competition for qualified personnel, especially technical engineers, is intense. The process of locating additional personnel with the combination of skills and attributes required to carry out our strategy could be lengthy, costly and disruptive.

If we lose the services of key personnel, or fail to replace the services of key personnel who depart, we could experience a severe negative effect on our financial results and stock price. In addition, there is intense competition for highly qualified engineering and marketing personnel in the industry that we operate. The loss of the services of any key engineering, marketing or other personnel or our failure to attract, integrate, motivate and retain additional key employees could have a material adverse effect on our business, operating and financial results and stock price.

We depend upon our senior management and their loss or unavailability could put us at a competitive disadvantage.

Our success depends largely on the skills of certain key management, including John E. Myers (the Company's Chairman, President and Chief Executive Officer), Jerry Reynolds (the Company's Manager of Operations), and Ian Griffiths (the Company's Manager of R&D). The loss of the services of any or all of these individuals could materially harm our business because of the cost and time necessary to replace and train a replacement. Such a loss would also divert management's attention away from operational issues.

Adverse changes or interruptions in our relationships with third parties could affect our business operations and impair the quality of our service and reduce our revenues.

Although our business is not substantially dependent on any agreement with any specific third party, we rely on various relationships with vendors which terms could affect our access to inventory and reduce revenues. All of the relationships we have are freely terminable upon notice. We cannot assure you that our arrangements with third parties will remain in effect or that any of these third parties will continue to supply us with the same level of access to inventory in the future. If access to inventory is affected, or our ability to obtain inventory on favorable economic terms is diminished, it may reduce our revenues. Our failure to establish and maintain representative relationships for any reason could negatively influence our systems and reduce our revenues.

Potential and evolving government regulation could impose taxes or other burdens on our business that could increase our costs or the demand for our services.

Increased regulation regarding the wind power industry could increase the cost of our doing business or otherwise reduce our sales and revenues. Additionally, changing laws, rules and regulations, and legal uncertainties may adversely affect our business, financial condition, and results of operations. Our business, financial condition, and results of operations could be adversely affected by unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business, including those relating to energy and waste disposal.

Risks Related to our Stockholders and Shares of Common Stock

Trading on the Pink Sheets may be volatile and sporadic, which could depress the market price of our Common Stock and make it difficult for our stockholders to resell their shares.

Trading in stocks quoted on the Pink Sheets is often thin and characterized by wide fluctuations in trading prices, due to many factors that may have little to do with a Company's operations or business prospects. This volatility could depress the market price of our Common Stock for reasons unrelated to our business or operating performance. Moreover, the Pink Sheets is not a stock exchange, and trading of securities on the Pink Sheets is often more sporadic than the trading of securities listed on a quotation system like NASDAQ or a stock exchange like the American Stock Exchange. Accordingly, stockholders may have difficulty reselling any of their shares of Common Stock.

Our Common Stock price may be volatile and could fluctuate widely in price which could result in substantial losses for investors.

The market price of our Common Stock is likely to be highly volatile and could fluctuate widely in price in response to various factors, many of which are beyond our control, including:

- technological innovations by competitors;
- governmental regulation of our products and services;
- additions or departures of key personnel;
- decline in demand for our Common Stock;
- our ability to integrate operations, technology, products and services;
- our ability to execute our business plan;
- operating results below expectations;
- loss of any strategic relationships;
- industry developments;
- lack of funding generated for operations;
- investor perception of our industry or our prospects;
- general economic trends and other external factors; and
- period-to-period fluctuations in our financial results.

Because we have had limited revenues to date, you should consider any one of these factors to be material. Our stock price may fluctuate widely as a result of any of the above. In addition, the securities markets have from time to time experienced significant price and volume fluctuations that are unrelated to the operating performance of particular companies. The market price of our Common Stock may be materially and adversely affected by these market fluctuations.

We have not paid cash dividends in the past and do not expect to pay cash dividends in the future on our Common Stock. Any return on investment may be limited to the value of our Common Stock.

We have never paid cash dividends on our Common Stock and do not anticipate paying cash dividends in the near future. The payment of cash dividends on our Common Stock will depend on earnings, financial condition and other business and economic factors at such time as the board of directors may consider relevant. If we do not pay cash dividends, our Common Stock may be less valuable because a return on your investment will only occur if its stock price appreciates.

Because three of our executive officers maintain ownership of up to 52.7% of the outstanding shares of the Common Stock of the Company, they will control our operations.

John Myers (our Chairman, President and Chief Executive Officer), Jerry Reynolds (our Manager of Operations and Director), and Ian Griffiths (our Manager of R&D) own an aggregate of 52.7 % of the outstanding shares of the Common Stock of the Company. As a result of this ownership, they will be able to elect all of our directors and entirely control our operations. If their decisions are incorrect or if the Company cannot raise sufficient operating capital or sustain itself on its remaining revenues, we could go out of business and you would lose your investment.

We intend to apply in the future to have our stock quoted on the OTC Bulletin Board, however, until such application is approved, our Common Stock will be traded on the Pink Sheets. Further, current penny stock regulations may impose certain restrictions on marketability of our stock.

Until such time in the future that our application to be listed on the OTC Bulletin Board is approved, our Common Stock will be traded on the Pink Sheets under the symbol "WPNV." The Pink Sheets is generally considered to be a less efficient market than markets such as NASDAQ or other national exchanges which may cause difficulty in conducting trades and difficulty in obtaining future financing.

Further, our securities are subject to the "penny stock rules" adopted pursuant to Section 15 (g) of the Securities Exchange Act of 1934, as amended, or Exchange Act. The penny stock rules apply to non-NASDAQ companies whose Common Stock trades at less than \$5.00 per share or which have tangible net worth of less than \$5,000,000 (\$2,000,000 if the company has been operating for three or more years). Such rules require, among other things, that brokers who trade "penny stock" to persons other than "established customers" complete certain documentation, make suitability inquiries of investors and provide investors with certain information concerning trading in the security, including a risk disclosure document and quote information under certain circumstances. Many brokers have decided not to trade "penny stock" because of the requirements of the penny stock rules and, as a result, the number of broker-dealers willing to act as market makers in such securities is limited. In the event that we remain subject to the "penny stock rules" for any significant period, there may develop an adverse impact on the market, if any, for our securities. Because our securities are subject to the "penny stock rules," investors will find it more difficult to dispose of our securities. Further, for companies whose securities are traded in the Pink Sheets, it is more difficult: (i) to obtain accurate quotations, (ii) to obtain coverage for significant news events because major wire services such as the Dow Jones News Service generally do not publish press releases about such companies, and (iii) to obtain needed capital.

Our Board of Directors may issue and fix the terms of shares of our Preferred Stock without stockholder approval, which could adversely affect the voting power of holders of our Common Stock or any change in control of our Company.

Our certificate of incorporation authorizes the issuance of up to 1,000,000 shares of Preferred Stock, with such designation rights and preferences as may be determined from time to time by the Board of Directors. Our Board of Directors is empowered, without shareholder approval, to issue additional shares of Preferred Stock with dividend, liquidation, conversion, voting or other rights that could adversely affect the voting power or other rights of the holders of our Common Stock. In the event of such issuances, the Preferred Stock could be utilized, under certain circumstances, as a method of discouraging, delaying or preventing a change in control of our company.

A sale of a substantial number of shares of our Common Stock may cause the price of our Common Stock to decline.

The market price of our Common Stock could decline because of sales of substantial amounts of our Common Stock in the public market, or the perception that these sales could occur. In addition, these factors could make it more difficult for us to raise funds through future offerings of Common Stock.

We have historically experienced only small gains in net income. If we are unable to reverse this trend, we may be forced to cease operations.

During the year ended September 30, 2009, we experienced an increase of net income of \$53,683. Our operating results for future periods will include significant expenses, including developmental expenses, the building of new facilities, potential marketing costs, professional fees and administrative expenses, and will be subject to numerous uncertainties. As a result, we are unable to predict whether we will continue to achieve profitability in the future, or at all.

We have limited working capital as of September 30, 2009 but will face significant capital requirements in the future. Since we may incur losses in the future until we are able to generate sufficient revenues to offset our expenses, investors may be unable to sell our shares at a profit or at all.

We had net income of \$52,827 and \$4,144 for the year ended September 30, 2009 and for the seven months from Inception to September 30, 2008 respectively. Net cash used in operations for the year ended September 30, 2009 and for the seven months from Inception to September 30, 2008 was \$36,766 and \$3,961 respectively. During the year ended September 30, 2009 and for the seven months from Inception to September 30, 2008, we had working capital of \$37,245 and \$4,610 respectively. Because we have not yet achieved or acquired sufficient operating capital and given these financial results together with our expected cash requirements in 2009 and 2010, additional capital investments will be necessary to develop and sustain our operations.

We may be unsuccessful in our attempts to raise sufficient capital to fund our plans.

We continue to incur operating expenses, including salaries, but we have not yet obtained sufficient financing to effectively carry out our plans nor have we received sufficient operating revenues to support our human and equipment infrastructures. Until such time that we are successful in obtaining additional financing or achieve sufficient operating revenues to carry out our business strategy, there is significant risk that our business operations may be materially impaired.

Additional issuances of equity securities may result in dilution to our existing stockholders.

Our Articles of Incorporation authorize the issuance of 200,000,000 shares of Common Stock and 1,000,000 shares of Preferred Stock, which may adversely affect the voting power of the holders of our securities and may deter or delay changes in management. The Board of Directors has the authority to issue additional shares of our capital stock to provide additional financing in the future and the issuance of any such shares may result in a reduction of the book value or market price of the outstanding shares of our Common Stock. If we do issue any such additional shares, such issuance also will cause a reduction in the proportionate ownership and voting power of all other stockholders. Because of such dilution, proportionate ownership interest and voting power will be decreased accordingly. Further, any such issuance could result in a change of control.

To date, we have issued 267,488 shares of Preferred Stock in Series A and B. Our Board of Directors, without further approval of the Common Stockholders, is authorized to fix the dividend rights and terms, conversion rights, voting rights, redemption rights, liquidation preferences and other rights and restrictions relating to any series of our Preferred Stock. Issuances of shares of Preferred Stock, while

providing flexibility in connection with possible financings, acquisitions and other corporate purposes, could among other things adversely affect the voting power of the holders of other of our securities and may, under certain circumstances, have the effect of deterring hostile takeovers or delaying changes in management control.

In addition, as we procure additional financing and acquire additional business assets, we will potentially grant shares, as well as warrants and stock options, to the financiers and shareholders of target companies. To the extent that additional shares are issued, notes are converted, and stock options and warrants are exercised, the shares that are issued may result in an oversupply of shares and an undersupply of purchasers, thereby diluting the market for our shares.

Our notes to our unaudited financials for the years ended September 30, 2009 and 2008 include an explanatory paragraph expressing substantial doubt as to our ability to continue as a going concern.

The notes accompanying our September 30, 2009 and 2008 unaudited financial statements contains an explanatory paragraph expressing substantial doubt about our ability to continue as a going concern. The financial statements have been prepared "assuming that the Company will continue as a going concern." Our ability to continue as a going concern is dependent on raising additional capital to fund our operations and ultimately on generating future profitable operations. There can be no assurance that we will be able to raise sufficient additional capital or eventually have positive cash flow from operations to address all of our cash flow needs. If we are not able to find alternative sources of cash or generate positive cash flow from operations, our business and shareholders may be materially and adversely affected.

If we fail to establish and maintain an effective system of internal controls over financial reports, we may not be able to accurately report our financial results or prevent fraud and this could adversely affect our operating results.

We may not be able to establish or maintain adequate internal controls over financial reporting. Due to lack of historical operating data, many of our internal controls and reporting systems are being designed as our business model develops. We rely on existing reporting systems that may have been implemented for different business models and may not function as intended. We are currently taking steps to strengthen our internal controls, we cannot be certain these measures will ensure that we implement and maintain adequate controls over our financial processes and reporting in the future. We also cannot be certain that the interim steps we have taken, pending full implementation of these measures, to preserve our ability to accurately record, process, and summarize financial data and prepare our financial statements and reporting, will be effective. Many of these interim steps are time and labor intensive and rely on manual procedures, which makes them difficult to maintain for an extended period and increases the risk of errors. Any failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm our operating results or cause us to fail to meet our reporting obligations.

Moreover, pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, should we become a reporting company responsible to file financial statements with the SEC, we may be required at some point to furnish a report by our management on our internal control over financial reporting. Such report will contain, among other matters, an assessment of the effectiveness of our internal control over financial reporting, including a statement as to whether our internal control over financial reporting is effective. This assessment must include disclosure of any material weaknesses in our internal control over financial reporting identified by management. Such report will also contain a statement that our auditors have issued an attestation report on management's assessment of such internal controls.

When appropriate, we will perform a system and process documentation and evaluation needed to comply with Section 404, which is both costly and challenging. Management may identify one or more material

weaknesses in our internal control over financial reporting. If such occurs, we will be unable to assert such internal control is effective. If we are unable to assert that our internal controls over financial reporting are effective (or if our auditors are unable to attest that our management's report is fairly stated or they are unable to express an opinion on our management's evaluation or on the effectiveness of the internal controls), we could lose investor confidence in the accuracy and completeness of our financial reports, which in turn could have an adverse effect on our stock price.

B. Off-Balance Sheet Arrangements.

None.

PART E ISSUANCE HISTORY

Item XVII. List of securities offerings and shares issued for services in the past two years.

Detailed below are all events, in chronological order, that resulted in changes in total shares of Common Stock outstanding for the Company within the two-year period ending on the last day of our most recent fiscal year.

Date	Event	Number of Shares Issued	Total Shares Outstanding
09/30/07	Shares Outstanding at year-end		31,400,000
06/29/09	Primary Resources, Inc. acquisition Wherein the Company assumed \$250,000 in convertible debt	100,000 restricted shares of Common Stock Issued to shareholders of Primary Resources, Inc.	31,500,000
08/20/09	Reverse Stock Split on 20:1 basis	Fractional share were rounded down on a per Certificate basis which resulted in 200 less shares	1,574,800
09/01/09	\$250,000 of debt owned by Saguaro, Inc. converted into Common Stock	22,262,484, free-trading shares of Common Stock pursuant to and in compliance with Regulation D 504.*	23,841,484
09/01/09	Shares issued in exchange for Consulting services valued at \$300	300,000 restricted shares of Common Stock Issued to Clarence Nichols (50,000) Terrence Teco (50,000), Mary F. Seymour (100,000) and Gerald Rasmussen (100,000)	24,141,484
03/22/10	XH Industries, Inc. Acquisition	6,000,000 restricted shares of Common Stock Issued to Jerry Reynolds, the sole shareholder Of XH Industries, Inc.	30,141,484
03/22/10	Energetic Drives, LLC Acquisition	6,000,000 restricted shares of Common Stock issued to Ian Griffiths the sole Member of Energetic Drives, LLC	36,141,484
03/22/10	Wind Power Solutions, Inc. acquisition	15,000,000 restricted shares of Common Stock issued to John Myers, sole shareholder Of Wind Power Solutions, Inc.	51,141,484

*Saguaro, Inc. and its assigns was the holder of a debenture convertible in shares of Common Stock the debenture was assigned to twenty-one (21) individuals and various business entities for value received into free-trading Common Stock under Regulation D Rule 504 of the Securities Act of 1933 after receiving a letter verifying that the stock qualified as unrestricted common Stock. Each of the shareholders who received stock by way of the debenture convertible into common Stock owned or beneficially own less than five percent (5%) of the company's outstanding shares of the total voting power of the Company.

Detailed below are all events, in chronological order, that resulted in changes in total shares of Preferred Stock outstanding for the Company within the two-year period ending on the last day of our most recent fiscal year.

Date	Event	Number of Shares Issued	Series A Preferred Outstanding	Series B Preferred Outstanding	Series C Preferred Outstanding	Series D Preferred Outstanding
09/30/07	Shares Outstanding at year end		200,000	67,488	n/a	n/a
09/30/08	Shares Outstanding at year end		200,000	67,488	n/a	n/a

In connection with above-mentioned issuances of unregistered securities, each shareholder received disclosures that the securities had not been registered under the Securities Act and that any resale must be made pursuant to a registration or an available exemption from such registration. All of the issuances by the Company of its unregistered securities were made in reliance upon Section 4(2) of the Act and/or under Rule 506 of Regulation D. All of the individuals and/or entities listed above that acquired the unregistered securities were all known to the Company and its management through pre-existing business relationships. All individuals receiving shares were provided access to all material information that they requested and all information necessary to verify such information and were afforded access to management of the Company in connection with their purchases. All shareholders acquiring the unregistered securities acquired such securities for investment and not with a view toward distribution, acknowledging such intent to the Company. All certificates or agreements representing such securities that were issued contained restrictive legends, prohibiting further transfer of the certificates or agreements representing such securities, without such securities either being first registered or otherwise exempt from registration in any further resale or disposition.

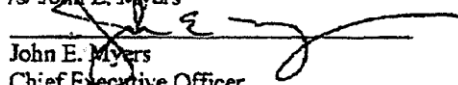
Item XXI. Issuer's Certification:

I, John E. Myers, Chief Executive Officer of the issuer, certify that:

- a. I have reviewed this information and disclosure statement of WindPower Innovations, Inc.
- b. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
- c. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

June 17, 2010

/s/ John E. Myers

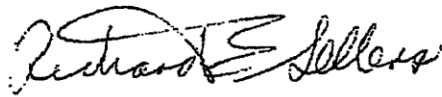

John E. Myers
Chief Executive Officer

I, Richard Sellers, Chief Financial Officer of the issuer, certify that:

- d. I have reviewed this information and disclosure statement of WindPower Innovations, Inc.
- e. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
- f. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

June 17, 2010

/s/ Richard Sellers


Richard Sellers
Chief Financial Officer