Kurmas Steven E
Form 4
February 19, 2013

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kurmas Steven E

(Last) (First) (Middle)

ONE ENERGY PLAZA

(Street)

DETROIT, MI 48226

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
DTE ENERGY CO [DTE]

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Group President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/14/2013		A		25,129	A	$ 0	91,393 (1)	D	
Common Stock	02/14/2013		F		9,103	D	$ 64.36	82,290 (1)	D	
Common Stock								8,989.6 (2)	I	401K

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kurmas Steven E ONE ENERGY PLAZA DETROIT, MI 48226			Group President	

Signatures

/s/ Timothy E. Kraepel, Attorney-in-Fact	02/18/2013
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Includes common stock acquired by the reporting person under the DTE Energy Company Dividend Reinvestment Plan.

(2) Includes shares of DTE common stock acquired under the DTE Energy Company Savings and Stock Ownership Plan (the "Plan") as of a Plan statement dated as of January 4, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. gin:0pt; font-family:Times New Roman" align=justify>**Legal Proceedings**

None.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

As of the date of this Report, there are 1,714,285,700 shares of common stock issued and outstanding of which 166,407,263 shares are held in escrow pending the eventual exchange of the remaining Aero Exhaust minority shareholders. The following table sets forth certain information regarding the beneficial ownership of the outstanding shares as of the date of this Report, assuming all shares of preferred stock have been converted into common stock by (i) each person who is known by us to beneficially own more than 5% of our outstanding common stock; (ii) each of our executive officers and directors; and (iii) all of our executive officers and directors as a group.

Except as otherwise indicated, each such person has investment and voting power with respect to such shares, subject to community property laws where applicable. The address of all individuals for whom an address is not otherwise indicated is c/o 10288 S. Jordan Gateway Suite F, South Jordan, Utah 84095.

Title of Class	Name and Address	Number of Shares Beneficially Owned	Percentage Beneficially Owned
Common, $.0001 par value	Bryan Hunsaker, Chairman and Chief Executive Officer	21,319,017	1.2%
Common, $.0001 par value	Robert McMichael, Director	29,453,827	1.7%
Common, $.0001 par value	Shane Traveller, Interim Chief Financial Officer & Secretary	50,000,000	2.9%
Common, $.0001 par value	David K. Richards 3488 S. Little Farm Rd. Holliday, Utah	166,343,938(1)	9.7%
Common, $.0001 par value	Morgan McClure Motorsports 26502 Newbanks Rd. Abington, Virginia	117,815,306	6.9%
Total for all directors and executive officers (3 persons)		**100,772,844**	**5.8%**
Total Held by Officers, Directors and Certain Beneficial Owners:		**384,882,088**	**22.4%**

(1)

Includes 16,830,759 shares held by immediate family members of Mr. Richards and 15,568,452 held in trust.

The above table is based upon information derived from our stock records. Unless otherwise indicated in the footnotes to this table and subject to community property laws where applicable, it believes that each of the shareholders named in this table has sole or shared voting and investment power with respect to the shares indicated as beneficially owned. Applicable percentages are based upon 1,714,285,700 shares of common stock outstanding as of October 4, 2007.

DIRECTORS AND EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS

Neither the Company, its property, nor any of its directors or officers is a party to any pending legal proceeding, nor have they been subject to a bankruptcy petition filed against them. None of its officers or directors have been convicted in, nor is subject to, any criminal proceeding.

The names and ages of the directors and executive officers of the Company and their positions with the Company are as follows:

Name	Age	Position
Bryan Hunsaker	35	Chief Executive Officer, Chairman of the Board of Directors
Robert McMichael	41	Director
Shane Traveller	40	Interim Chief Financial Officer, Secretary

Officers and Directors

Bryan Hunsaker Chairman of the Board of Directors, Chief Executive Officer - Mr. Hunsaker has served as chairman and chief executive officer of Aero Exhaust, Inc. since 2002. In that capacity, he negotiated and executed a multi year contract with NASCAR legend Rusty Wallace for the endorsement of the Aero product. Mr. Hunsaker negotiated and executed a multi-year contract for Aero Exhaust to serve as primary sponsor of the Morgan-McClure Motorsports #4 NEXTEL Cup team as well as negotiating and executing an extensive multi-year contract with NASCAR as an exclusive NASCAR Performance partner. During Mr. Hunsaker s tenure with Aero Exhaust, he oversaw the reengineering of existing product lines and the development of multiple synergistic product lines. He developed international manufacturing relationships and innovative manufacturing techniques for Aero Exhaust products. Under his leadership, product manufacturing costs were reduced by 60%. Mr. Hunsaker developed and implemented national media and advertising campaigns, which included television, print and other media. Under Mr. Hunsaker s direction, Aero Exhaust established a strong identity, purpose, and direction, as well as a national market presence.

Robert McMichael Director. Robert McMichael has over 15 years of communications, information technology and Internet industry experience. He as been a communications and technology consultant to Fortune 50 companies, keynote speaker, guest lecturer at top MBA schools and was a pioneer introducing key products into the Application Service Provider (ASP), Voice Portal, and mobile communications industries. Mr. McMichael has developed strategic relationships with industry-leading companies including, including Hewlett-Packard, Intel, IBM, EDS, Verizon, Sprint and Oracle to introduce next-generation services to wireless carriers. Mr. McMichael continues to be retained by and consults with Fortune 1000 and micro-cap companies to develop acquisition, business development and executive strategies. Currently, Mr. McMichael is leading one of the most innovative communication companies in the country. Mr. McMichael has served as a consultant for Aero Exhaust for the past 18 months.

Shane Traveller Interim Chief Financial Officer, Secretary. Mr. Traveller is presently the managing partner of High Creek Properties, Inc., a residential real estate development company and Chief Executive Officer of Cherry Creek Holdings, Inc., a private holding company, positions held since June 2006. Previously, Mr. Traveller was a Managing Director of Javelin Advisory Group, Inc. a boutique corporate financial consulting and services company located in Temecula, California, from January 2001 until June 2006. Mr. Traveller has served as a director for 20th Century Technologies, Inc., Bluetorch, Inc., Hyrdoflo, Inc., and CLX Investment Company, Inc. He also served as Interim Chief Executive Officer of CLX Investment Company. Prior to 2001, Mr. Traveller was Chief Operating Officer of Trimedyne, Inc., a medical device company is Irvine, California. Mr. Traveller holds a Bachelor of Science degree in accounting from Brigham Young University and is a retired Certified Public Accountant.

Employment Agreements and Compensation

The Company does not presently have any employment agreements.

Equity Incentive Plan

As of the date of this Report, the Registrant has not entered into any Equity Incentive Plans.

Audit Committee Financial Expert

The Company does not have an audit committee financial expert.

Management Agreement

On October 4, 2007, the Company entered into a management agreement with Javelin Advisory Group, Inc. to furnish the Company with administrative, clerical and record keeping services. Javelin Advisory Group, Inc. will perform or oversee the performance of the Company s required financial administrative services. Under the terms of the contract, Javelin will be compensated a monthly fee of $20,000. The contract expires September 30, 2008.

EXECUTIVE AND DIRECTOR COMPENSATION

<u>Executive Compensation</u>

The following table contains compensation data for our named executive officers for the fiscal years ended June 30, 2007 and 2006.

Summary Compensation Table

		Annual Compensation			Long Term Compensation		
					Awards		
Name and Principal Position	**Year**	**Salary**	**Bonus**	**Other Annual Compensation**	**Restricted Stock Award(s)**	**Securities Underlying Options**	**All Other Compensation**
Bryan Hunsaker, CEO & Chairman			-	-	-	-	-
	2007	$145,200	-	-	-	-	-
	2006	$132,000					
Shane Traveller, Interim CFO(2)	2007	$-0-	-	-	-	-	-
	2006	$-0-	-	-	-	-	-

(2)

Mr. Traveller was named Interim CFO on October 4, 2007.

Director Compensation

The following table contains compensation data for our board of directors for the fiscal years ended June 30, 2007 and June 30, 2006.

Name	Fees Earned or Paid in Cash	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	Non-Qualified Deferred Compensation Earnings	All Other Compensation	Total

Bryan Hunsaker	0	0	0	0	0	0	0
Robert McMichael	0	0	0	0	0	0	0

Explanation of Responses:

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

Certain Relationships and Related Transactions

The Company has a note payable to Bryan Hunsaker, Chairman and Chief Executive Officer, in the amount of $194,063. The note is payable on demand and bears interest at the rate of 8% per annum. The note represents the balance owed for unpaid compensation from 2002-2005. The receipt of the cash and the creation of the note was approved by Aero s then-Board of Directors and represented the Board s view of a fair and arm s length transaction.

DESCRIPTION OF SECURITIES

Common Stock

As of October 11, 2007 there were 5,000,000,000 shares of Common Stock authorized with a stated value of $.0001 per share, of which approximately 1,714,285,700 are issued and outstanding, with 3,285,714,300 shares authorized but not issued. Of the shares issued and outstanding 166,407,263 shares are held in an escrow account for future exchange with the remaining Aero Exhaust shareholders, who represent in aggregate approximately 15% of all issued and outstanding Aero shares. Each holder of the Company s Common Stock is entitled to one vote for each share held of record on all matters submitted to the vote of stockholders, including the election of directors. All voting is non-cumulative, which means that the holder of fifty percent (50%) plus one share of the shares voting for the election of the directors can elect all the directors. The holders of Common Stock are entitled to receive pro rata dividends, when and as declared by the Board of Directors in its discretion, out of funds legally available therefore, but only if all dividends on the Preferred Stock have been paid in accordance with the terms of such Preferred Stock and there exists no deficiency in any sinking fund for the Preferred Stock.

Dividends on the Common Stock are declared by the Board of Directors. The payment of dividends on the Common Stock in the future, if any, will be subordinate to the Preferred Stock and will be determined by the Board of Directors. In addition, the payment of such dividends will depend on the Company s financial condition, results of operations, capital requirements and such other factors as the Board of Directors deems relevant. The Company has heretofore never paid any dividends and the Board has no plans for the payment of future dividends. The Board presently plans for any future surplus income to be reinvested into growing the Company through additional investment.

Preferred Stock

The Company does not have any preferred shares authorized, issued or outstanding.

MARKET PRICE OF AND DIVIDENDS ON THE REGISTRANT S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

As of June 30, 2007 there were approximately 249 holders of record of the Company s common stock.

The Company s stock transfer agent is Transfer Online, Inc., located at 317 SW Alder Street, 2nd Floor, Portland, OR 97204.

The Company s Common Stock is traded on the pink sheets under the symbol FCCN . The following table sets forth the trading history of the Common Stock on the pink sheets for each quarter since July 2005 through June 30, 2007, as reported by Dow Jones Interactive. The quotations reflect inter-dealer prices, without retail mark-up, markdown or commission and may not represent actual transactions.

Quarter Ending	Quarterly High	Quarterly Low	Quarterly Close
9/30/2005	0.036	0.029	0.033
12/31/2005	0.014	0.012	0.012
3/31/2006	0.014	0.012	0.013
6/30/2006	0.005	0.004	0.005
9/30/2006	0.004	0.004	0.004
12/31/2006	0.007	0.005	0.006
3/31/2007	0.026	0.019	0.023
6/30/2007	0.015	0.013	0.014

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS

The Company has not changed its accountants.

The Company has had no disagreements with its accountants on accounting and financial disclosure.

RECENT SALES OF UNREGISTERED SECURITIES

Except as otherwise noted, the securities described in this Item 12 were issued pursuant to the exemption from registration provided by Section 4(2) of the Securities Act of 1933. Each such issuance was made pursuant to individual contracts which are discrete from one another and are made only with persons who were sophisticated in such transactions and who had knowledge of and access to sufficient information about the Company to make an informed investment decision. Among the information provided was the fact that the securities issued were restricted securities. No commissions were paid in connection with the transactions described below unless specifically noted.

In November 2006, the Company agreed to settle litigation with Golden Gate Investors on a past-due convertible debenture having a principle balance due of $220,927. Under the terms of the settlement, the Company placed 843,818,400 shares of its restricted common stock into an escrow account for satisfaction of the debenture. The debenture obligation was reduced by 80% of the average of the five lowest closing bid prices of the Company s common stock over a 45-day period prior to the share withdrawal multiplied by the number of shares being withdrawn. Under the terms of this settlement, 455,333,490 shares were released from escrow and the debenture satisfied in full. After the full satisfaction of the debenture, there were 388,236,727 shares remaining in escrow which were subsequently returned to the Company and cancelled.

In connection with the debenture settlement with Golden Gate, Golden Gate entered into a stock purchase agreement which required Golden Gate to purchase $100,000 of the Company s restricted common stock for every $10,000 in debenture redeemed through the escrow. Under this agreement, the Company sold a total of 2,210,001 shares of common stock for proceeds of $2,210,001 through October 4, 2007. With the satisfaction of the debenture redemption, Golden Gate s obligation to purchase shares of the Company s common stock has ended.

On October 4, 2007, the Company and Aero concluded the Share Exchange. As a result of the transaction, the Company agreed to issue a total of 1,114,285,700 new shares of restricted common stock, bringing the total number of shares of issued and outstanding common shares to 1,714,285,700. The shares are being issued in exchange for 6,745,456 shares of Aero common stock, representing 100% of the total issued and outstanding shares of Aero, and the satisfaction of Aero debt of $4,458,519. As of October 11, 2007, 1,977,814 shares of Aero (representing 15%) had not been tendered for exchange and continue to be held by minority shareholders. This resulted in 166,407,263 shares of the 1,114,285,700 new shares of the Company s common stock being placed in an escrow for the future exchange of the remaining Aero stock.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

As permitted by the provisions of the General Corporation Law of the State of Nevada, the Company has the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a director, officer, employee or agent of the corporation if such officer or director acted in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the Company. Any such person may be indemnified against expenses, including attorneys fees, judgments, fines and settlements in defense of any action, suit or proceeding. The Company does not maintain directors and officers liability insurance.

RISK FACTORS

You should carefully read and consider the risks and uncertainties below and the other information contained in this report. The risks and uncertainties described below are not the only ones we may face. The following risks, together with the additional risks and uncertainties not currently known to us or that we currently deem immaterial could impair our financial condition and results of operation.

Risks Related to Our Business and Industry

Our current operations have a limited operating history, which make us a speculative investment.

Since the inception of our current business operations, we have been engaged in organizational activities, including developing a strategic operating plan, entering into contracts, hiring personnel, developing processing technology, raising private capital and seeking acquisitions. Accordingly, we have limited relevant operating history upon which an evaluation of our performance and prospects can be made. We are subject to all of the business risks associated with a new enterprise, including, but not limited to, risks of unforeseen capital requirements, failure of market acceptance, failure to establish business relationships and competitive disadvantages as against larger and more established companies.

Failure to make accretive acquisitions and successfully integrate them could adversely affect our future financial results.

As part of our growth strategy, we will seek, when management deems advantageous to the Company, to acquire or invest in complementary (including competitive) businesses, facilities or technologies and enter into co-location joint ventures. Our goal is to make such acquisitions, integrate these acquired assets into our operations and reduce operating expenses. The process of integrating these acquired assets into our operations may result in unforeseen operating difficulties and expenditures and may absorb significant management attention that would otherwise be available for the ongoing development of our business. We cannot assure you that the anticipated benefits of any acquisitions will be realized. In addition, future acquisitions by us could result in potentially dilutive issuances of equity securities, the incurrence of debt and contingent liabilities and amortization expenses related to goodwill and other intangible assets, any of which can materially and adversely affect our operating results and financial position. Acquisitions also involve other risks, including entering geographic markets in which we have no or limited prior experience and the potential loss of key employees.

Our business employs proprietary technology and information which may be difficult to protect and may infringe on the intellectual property rights of third parties.

We currently have been issued one patent from the United States Patent and Trademark Office and one international patent with two additional international patents pending and may in the future seek to file additional applications, both domestic and foreign. Our success depends, in part, on our ability to obtain patents, maintain trade secrecy and operate without infringing on the proprietary rights of third parties. We cannot assure you that the patents of others will not have an adverse effect on our ability to conduct our business, that any of our pending patent applications will be approved, that we will develop additional proprietary technology that is patentable or that any patents issued to us will provide us with competitive advantages or will not be challenged by third parties. Further, we cannot assure you that others will not independently develop similar or superior technologies, duplicate elements of our technology or design around it.

It is possible that we may need to acquire licenses to, or to contest the validity of, issued or pending patents or claims of third parties. We cannot assure you that any license acquired under such patents would be made available to us on acceptable terms, if at all, or that we would prevail in any such contest. In addition, we could incur substantial costs in defending ourselves in suits brought against us for alleged infringement of another party s patents or in defending the validity or enforceability of our patents, or in bringing patent infringement suits against other parties based on our patents.

In addition to patent protection, we also rely on trade secrets, proprietary know-how and technology that we seek to protect, in part, by confidentiality agreements with prospective joint venture partners, employees and consultants. We cannot assure you that these agreements will not be breached, that we will have adequate remedies for any breach, or that our trade secrets and proprietary know-how will not otherwise become known or be independently discovered by others.

We will have a need for financing in order to sustain our operations and expand, which may not be available when needed. If we cannot obtain needed funding to sustain our operations and expand we may have to curtail our operations, sell some of our assets or take actions that may dilute your financial interest.

We have financed our operations to date through capital contributions by Company stockholders. Based on our current financial position, cash forecast and plan of operation, we believe that we have adequate cash resources to sustain our operations through this year. However, future capital requirements could vary significantly and will depend on certain factors, many of which are not within our control. These include the nature of ongoing development and testing of our proprietary biodiesel technologies, the nature and timing of plant improvements, construction, permitting and acquisitions, and the availability of financing. The expansion of our business will require us to commit significant capital resources in amounts substantially in excess of our current financial resources.

We are dependent upon Bryan Hunsaker, our Chairman and Chief Executive Officer, whom we need to be successful.

We believe that our continued success will depend to a significant extent upon the efforts and abilities of Bryan Hunsaker, our Chairman and Chief Executive Officer, due to his contacts in the automotive technology industry and his overall insight into our business direction. Our failure to retain Mr. Hunsaker, or to attract and retain additional qualified personnel, could adversely affect our operations. We do not currently carry key-man life insurance on any of our officers. See Management.

Risks Related to Our Common Stock

Our common stock price may fluctuate considerably and stockholders may not be able to resell their shares at or above the price at which such shares were purchased.

The market price of our common stock may fluctuate significantly in response to factors, some of which are beyond our control, including the following:

-

Price and volume fluctuations in the overall stock market from time to time;

-

Significant volatility in the market price and trading volume of securities of automotive aftermarket supply companies;

-

Volatility resulting from trading in derivative securities related to our common stock including puts, calls, long-term equity anticipation securities, or Leaps, or short trading positions;

-

Actual or anticipated changes in our earnings or fluctuations in our operating results or changes in the expectations of securities analysts;

-

General economic conditions and trends;

-

Loss of a major funding source; or

-

Departures of key personnel

The stock market in general has experienced extreme price and volume fluctuations. The market prices of securities of fuel-related companies have experienced fluctuations that often have been unrelated or disproportionate to the operating results of these companies. Continued market fluctuations could result in extreme volatility in the price of our common stock, which could cause a decline in the value of our common stock. Price volatility might be worse if the trading volume of our common stock is low.

Our common stock may be considered   a penny stock   and may be difficult for you to sell.

The SEC has adopted regulations which generally define   penny stock   to be an equity security that has a market price of less than $5.00 per share or an exercise price of less than $5.00 per share, subject to specific exemptions. The market price of our common stock has been for much of its trading history since February 2005 and may continue to be less than $5.00 per share, and therefore may be designated as a   penny stock   according to SEC rules. This designation requires any broker or dealer selling these securities to disclose certain information concerning the transaction, obtain a written agreement from the purchaser and determine that the purchaser is reasonably suitable to purchase the securities. These rules may restrict the ability of brokers or dealers to sell our common stock and may affect the ability of investors to sell their shares. In addition, since our common stock is currently traded on the NASD s OTC Bulletin Board, investors may find it difficult to obtain accurate quotations of our common stock and may experience a lack of buyers to purchase such stock or a lack of market makers to support the stock price.

Failure to achieve and maintain effective internal controls in accordance with Section 404 of the Sarbanes-Oxley Act of 2002 could have a material adverse effect on our business and operating results. In addition, current and potential stockholders could lose confidence in our financial reporting, which could have an adverse effect on our stock price.

Effective internal controls are necessary for us to provide reliable financial reports and effectively prevent fraud. If we cannot provide reliable financial reports or prevent fraud, our operating results could be harmed.

Upon the effectiveness of the Company s contemplated registration statement, we will be required to document and test our internal control procedures in order to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act of 2002, which requires annual management assessments of the effectiveness of our internal controls over financial reporting and a report by our independent registered public accounting firm addressing these assessments.

During the course of our testing, we may identify deficiencies which we may not be able to remediate in time to meet the deadline imposed by the Sarbanes-Oxley Act for compliance with the requirements of Section 404. In addition, if we fail to maintain the adequacy of our internal accounting controls, as such standards are modified, supplemented or amended from time to time, we may not be able to ensure that we can conclude on an ongoing basis that we have effective internal controls over financial reporting in accordance with Section 404. Failure to achieve and maintain an effective internal control environment could cause us to face regulatory action and also cause investors to lose confidence in our reported financial information, either of which could have an adverse effect on our stock price.

Investors should not anticipate receiving cash dividends on our common stock.

We have never declared or paid any cash dividends or distributions on our capital stock. We currently intend to retain our future earnings to support operations and to finance expansion and therefore we do not anticipate paying any cash dividends on our common stock in the foreseeable future.

Item 3.02

Unregistered Sales of Equity Securities

In November 2006, the Company agreed to settle litigation with Golden Gate Investors on a past-due convertible debenture having a principle balance due of $220,927. Under the terms of the settlement, the

Company placed 843,818,400 shares of its restricted common stock into an escrow account for satisfaction of the debenture. The debenture obligation was reduced by 80% of the average of the five lowest closing bid prices of the Company s common stock over a 45-day period prior to the share withdrawal multiplied by the number of shares being withdrawn. Under the terms of this settlement, 455,333,490 shares were released from escrow and the debenture satisfied in full. After the full satisfaction of the debenture, there were 388,236,727 shares remaining in escrow which were subsequently returned to the Company and cancelled.

In connection with the debenture settlement with Golden Gate, Golden Gate entered into a stock purchase agreement which required Golden Gate to purchase $100,000 of the Company s restricted common stock for every $10,000 in debenture redeemed through the escrow. Under this agreement, the Company sold a total of 2,210,001 shares of common stock for proceeds of $2,210,001 through October 4, 2007. With the satisfaction of the debenture redemption, Golden Gate s obligation to purchase shares of the Company s common stock has ended.

On October 4, 2007, the Company and Aero concluded the Share Exchange. As a result of the transaction, the Company agreed to issue a total of 1,114,285,700 new shares of restricted common stock, bringing the total number of shares of issued and outstanding common shares to 1,714,285,700. The shares are being issued in exchange for 6,745,456 shares of Aero common stock, representing 100% of the total issued and outstanding shares of Aero, and the satisfaction of Aero debt of $4,458,519. As of October 11, 2007, 1,977,814 shares of Aero (representing 15%) had not been tendered for exchange and continue to be held by minority shareholders. This resulted in 166,407,263 shares of the 1,114,285,700 new shares of the Company s common stock being placed in an escrow for the future exchange of the remaining Aero stock.

Item 5.01

Change in Control of Registrant

In connection with the closing of the Share Exchange Agreement, (i) the Registrant issued an aggregate of 1,114,285,700 shares of its common stock which resulted in a change of control with respect to its stock ownership and (ii) two new directors were appointed to the Registrant, which represented a change in the majority control of the Board. Please see Management and Principal Stockholders sections in Item 2.01 above, which set forth the Company s new principal stockholders and its five newly elected directors as required under Item 5.01.

Item 5.02

Departure of Directors or Principal Officers

On October 4, 2007, the Company accepted the resignations of Steven Peacock as the Company s Chief Executive Officer, Chief Financial Officer and Secretary, Robert McCoy as the Company s Chairman of the Board of Directors, James Bickel as a member of the Board of Directors and Gary Nerison as a member of the Board of Directors. These resignations are in connection with the consummation of the Share Exchange Agreement with Aero and appointment of new directors, as set forth above and detailed in Section 2.01 of this Form 8-K, and do not arise from any disagreement on any matter relating to the Company s operations, policies or practices, nor regarding the general direction of the Company. None of these directors served on any subcommittees of the Board of Directors. Effective as of the same date the Company elected and appointed Bryan Hunsaker as Chairman and Chief Executive Officer of the Company, Shane Traveller as Interim Chief Financial Officer and Secretary, and Robert McMichael as a Director.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(a) Financial Statements of businesses acquired

The required financial statements of Aero Exhaust, Inc. are attached hereto as Exhibit 99.2 and are incorporated herein by reference.

(b) Pro Forma Financial Statements.

The pro forma financial information required pursuant to Article 11 of Regulation S-X will be filed by amendment to this Current Report on Form 8-K/A no later than October 25, 2007.

(d) Exhibits

Exhibit Number	**Description**
10.1	Board of Directors Contract with Bryan Hunsaker dated October 2, 2007
10.2	Board of Directors Contract with Robert McMichael dated October 2, 2007
10.3	Consulting Contract with Javelin Advisory Group, Inc. dated October 1, 2007
10.4	Promissory Note with American Pension Services, Inc., /FUB custodian for David K. Richards dated October 3, 2003
10.5	Addendum to the Loan Agreement with David Richards dated June 4, 2003
10.6	Share Exchange Agreement with TTR HP, Inc. dated October 3, 2007
99.1	Press Release dated October 4, 2007
99.2	The Audited Financial Statements of Aero Exhaust, Inc. as of December 31, 2006 and 2005 and for the years then ended.
	The Unaudited Financial Statements of Aero Exhaust, Inc. as of June 30, 2007 for the six months ended June 30, 2007.

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 hereunto duly authorized.

Dated October 17, 2007

FRANCHISE CAPITAL CORPORATION

By: /s/ Bryan Hunsaker

Bryan Hunsaker

Chief Executive Officer