UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K/A

(Amendment No. 3)

CURRENT REPORT

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

Date of Report (Date of earliest event reported): **June 21, 2011**

MIDWEST ENERGY EMISSIONS CORP.

(Exact name of registrant as specified in its charter)

Commission File Number: **000-33067**

Delaware	**87-0398271**
(State or other jurisdiction of incorporation)	(I.R.S. Employer Identification No.)
500 West Wilson Bridge Road, Suite 140 **Worthington, Ohio**	**43085**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(614) 505-6115**

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Introductory Statement

On June 27, 2011, China Youth Media, Inc. (now known as Midwest Energy Emissions Corp.) filed a Current Report on Form 8-K (the "Original 8-K Report") to report the acquisition of Midwest Energy Emissions Corp, a North Dakota corporation ("Midwest"), that closed on June 21, 2011 (the "Midwest Acquisition 8-K"). We subsequently filed Amendments No. 1 and No. 2, and this Amendment No. 3 to the Midwest Acquisition 8-K is being filed to (i) restate the financial statements of Midwest included as Exhibits 99.1 and 99.2 to the Midwest Acquisition 8-K and include revised pro-forma financial information as Exhibit 99.3 thereof, and (ii) address comments from the staff of Securities and Exchange Commission.

This Amendment No. 3 speaks as of the filing date of the Original 8-K Report and does not reflect events that may have occurred subsequent to the filing of the Original 8-K Report.

Item 1.01 Entry into a Material Definitive Agreement.

On June 7, 2011, we filed a Current Report on Form 8-K, reporting that we had entered into an Agreement and Plan of Merger (the "Merger Agreement") with Midwest Energy Emissions Corp., a North Dakota corporation ("Midwest"), pursuant to which at closing China Youth Media Merger Sub, Inc. (our wholly owned subsidiary formed for the purpose of such transaction) would merge into Midwest, the result of which is that Midwest would become our wholly-owned subsidiary (the "Merger"). Effective at the time of the Merger, Midwest changed its name to MES, Inc.

Midwest is engaged in the business of developing and commercializing state of the art control technologies relating to the capture and control of mercury emissions from coal fired boilers in the United States and Canada.

We closed the Merger (the "Closing") effective on June 21, 2011 (the "Closing Date"). As a result of the Closing and the Merger, all of the outstanding shares of common stock of Midwest were exchanged for 10,000 shares of our newly created Series B Convertible Preferred Stock (the "Merger Shares"). The former shareholders of Midwest will, upon conversion of all the Merger Shares (which is automatic upon the filing of an amendment to our articles of incorporation to create enough authorized but unissued common stock), own 90.0% of the Company's issued and outstanding common stock which are deemed issued and outstanding as of the Closing Date after giving effect to the Merger and conversion. Subject to our obtaining the written consent of shareholders owning a majority of our voting securities, we intend to file a 14C Information Statement (disclosing approval of such amendment) within a reasonable period of time following the filing of our Quarterly Report on Form 10-Q for the period ended June 30, 2011. In this regard, we intend to file the required amendment as soon as reasonably practical, which we anticipate will be approximately seventy five (75) to ninety (90) days after the Closing.

The Merger Agreement also provides that 15% (or 1,500 shares) of the Merger Shares shall be held in escrow (the "Escrowed Shares") following the Closing for up 150 days and will be released upon achievement of the following performance milestones:

- we raise a minimum of $1,000,000 at an enterprise valuation of at least $25,000,000 within 90 days of the Closing Date (the "Raise Period");
- to the extent a shortfall occurs a pro rata adjustment will be made based on the amount raised and the enterprise valuation; and
- to the extent we raise at least $250,000 within the Raise Period, such Raise Period shall be extended 60 days.

In the event the performance milestones have not been achieved by the end of the Raise Period (as may be extended), all of the Escrowed Shares or such appropriate portion thereof pursuant to the performance milestones provided herein shall be cancelled and returned to treasury. Notwithstanding the foregoing, unless all of the Escrowed Shares have been returned to us and cancelled at the end of the Raise Period, such remaining Escrowed Shares shall continue to be held in escrow for a period of six (6) months from Closing.

Our board of directors now consists of two members, namely Jay Rifkin and Richard MacPherson (the "Directors"). Biographical information regarding the Directors is set forth in Item 5.02 below.

The foregoing description of the Merger Agreement is qualified in its entirety by the full text of the document which is filed as Exhibit 10.1 to our Current Report on Form 8-K, dated June 1, 2011 and filed with the Commission on June 7, 2011. Further, we hereby advise investors that:

- representations and warranties made in the Merger Agreement were made for the purpose of allocating contractual risk between the parties and not as a means of establishing facts;
- the Merger Agreement may contain different standards of materiality;
- the representations and warranties in the Merger Agreement are qualified by a confidential disclosure schedule that contains some non-public information that is not material;
- facts may have changed since the date of the Merger Agreement; and
- only parties to the Merger Agreement have a right to enforce the agreement.

In connection with the Closing, 3253517 Nova Scotia Limited, a company controlled by Richard MacPherson (and the owner of 8,215 of the Merger Shares) entered into a voting agreement (the "Voting Agreement") authorizing Jay Rifkin to vote the shares of stock held by 3253517 Nova Scotia Limited on specific matters, namely any amendments to our articles of incorporation, any mergers, sales of substantially all of our assets, and increases in the number of our authorized shares or issuance of any additional shares of preferred stock. The Voting Agreement has a term of the earlier of (i) 24 months from the Closing Date, or (ii) 6 months after we have raised a minimum of $5,000,000, or have achieved an EBITDA of $1,000,000. Notwithstanding the foregoing, the approval of Jay Rifkin is not required for a reverse stock split of our Common Stock at a ratio up to 1-for-61.

The foregoing description of the Voting Agreement is qualified in its entirety by the full text of the document which is filed as Exhibit 10.6 to this Current Report on Form 8-K.

Further, in connection with the Closing, Richard MacPherson entered into an agreement (the "Nomination Agreement") providing that for a period limited to the earlier of (i) 24 months, or (ii) 6 months after we have raised a minimum of $5,000,000, or have achieved an EBITDA of $1,000,000, he (A) will, at any time that directors are to be elected, use his best efforts to cause the board of directors to nominate and recommend Jay Rifkin as a proposed member of the board of directors, and (B) shall in his capacity as a stockholder cause any stockholder in which he is an affiliate, at any time directors are to be elected, to vote in favor of the election of Jay Rifkin as a member of the board of directors.

Finally, in connection with the transactions contemplated by the Merger Agreement, and pursuant to our obligations under a Business Consulting Agreement dated March 18, 2011, we issued 5,000,000 shares of our common stock to Eastern Sky, LLC as compensation for consulting services rendered in connection with the transaction. These consulting services included facilitating negotiations between us and Midwest, specifically providing introductions between Jay Rifkin and Richard MacPherson, and introducing and assisting various professionals that were retained by the parties, including but not limited to proposed legal counsel for Midwest, and accounting professionals necessary to prepare financial statements for Midwest. Eastern Sky did not represent either party in the transaction, and did not negotiate on either parties' behalf.

The foregoing description of the Nomination Agreement is qualified in its entirety by the full text of the document which is filed as Exhibit 10.7 to this Current Report on Form 8-K.

Item 1.02 Termination of a Material Definitive Agreement.

On June 21, 2011, we entered into an agreement with Jay Rifkin, our Chief Executive Officer, to terminate his Employment Agreement dated as of November 2, 2009 and effective as of July 1, 2009 (the "Employment Agreement"), effective immediately. Neither us nor Mr. Rifkin shall have any further responsibility or liability under the Employment Agreement, except the debt conversions, Nomination Agreement, and Voting Agreement as set forth in the Merger Agreement. The consideration Jay Rifkin is receiving pursuant to the Merger Agreement and related documents (as outlined in the preceding sentence) is deemed to be in full payment for all amounts owed Jay Rifkin under the Employment Agreement. See Item 3.02 – Unregistered Sales of Equity Securities, Debt Conversions below for a description of Mr. Rifkin's conversion of accrued salary and other indebtedness into our common stock prior to the Closing of the Merger.

Item 2.01 Completion of Acquisition or Disposition of Assets.

See our description of the Merger in Item 1.01, above.

Pursuant to the terms of the Merger Agreement, we were required to spin-off, liquidate, or be in the process of spinning-off or liquidating to the satisfaction of Midwest, all of our subsidiaries. As of the Closing, our management has elected to liquidate the subsidiaries and dissolve the corporate entities. Any assets will be transferred to the parent company, who will also assume any liabilities. We anticipate that this will take place by December 31, 2011.

Item 3.02 Unregistered Sales of Equity Securities.

Merger Shares

In connection with the Merger Agreement, effective on the date of Closing, we issued an aggregate of 10,000 shares of our Series B Convertible Preferred Stock to the twelve (12) former Midwest shareholders. Each share of Series B Convertible Preferred Stock will automatically convert into Three Hundred One Thousand Two Hundred Fifty Five (301,255) shares of our Common Stock, representing Three Billion Twelve Million Five Hundred Fifty Thousand (3,012,550,000) shares in the aggregate, upon the effectiveness of a Certificate of Amendment to our Articles of Incorporation sufficient to increase our authorized common stock to allow for the conversion. The Series B Convertible Preferred Stock is restricted in accordance with Rule 144. The shareholders were familiar with our operations following extensive meeting with our management, were sophisticated investors (either directly or as a result of an advisor), there was no solicitation, they understood that the securities are "restricted securities" acquired for investment purposes and may not be resold unless registered under the Securities Act of 1933 or pursuant to an exemption from registration thereunder, and as a result the issuance was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933.

Debt Conversions

Prior to the Closing of the Merger, effective on the date of Closing, we agreed to issue and did issue 39,774,247 shares of our Common Stock to Mojo Music, Inc. ("Mojo Music") in connection with the conversion of $198,871 in principal and accrued interest associated with an outstanding promissory note and 21,439,062 shares of our Common Stock to Rebel Holdings, LLC ("Rebel Holdings") in connection with the conversion of $107,195 of debt associated with outstanding promissory notes at a conversion rate of $0.005 per share. Both Mojo Music and Rebel Holdings are beneficially owned and controlled by Jay Rifkin, one of our directors and our Chief Executive Officer at the time of the transactions. We agreed to issue Jay Rifkin an aggregate of 34,882,706 shares of our Common Stock as payment for $174,414 of accrued salary and unreimbursed expenses at a value of $0.005 per share.

In addition, effective on the date of Closing, we agreed to issue and did issue 66,800,000 shares of our Common Stock to Year of the Golden Pig, LLC ("Golden Pig") in connection with the conversion of $334,000 in principal and accrued interest associated with an outstanding promissory note at a conversion rate of $0.005 per share. Golden Pig is beneficially owned and controlled by Dennis Pelino. We also agreed to issue an aggregate of 12,800,000 shares of our Common Stock to two former employees as payment for accrued salaries totaling $64,000 at a value of $0.005 per share, which includes 800,000 shares to the wife of Jay Rifkin as payment for accrued salary of $4,000.

Consulting Shares

In connection with the transactions contemplated by the Merger Agreement, and pursuant to our obligations under a Business Consulting Agreement dated March 18, 2011, we issued 5,000,000 shares of our common stock to Eastern Sky, LLC as compensation for consulting services rendered in connection with the transaction.

The shareholders were familiar with our operations, were sophisticated investors (either directly or as a result of an advisor), there was no solicitation, they understood that the securities are "restricted securities" acquired for investment purposes and may not be resold unless registered under the Securities Act of 1933 or pursuant to an exemption from registration thereunder, and as a result the foregoing issuances of our securities were exempt from registration pursuant to Section 4(2) of the Securities Act of 1933.

Item 5.01 Changes in Control of Registrant.

The following table sets forth certain information, as of the Closing, with respect to the beneficial ownership of (1) 10,000 shares of Series B Convertible Preferred Stock held by the Midwest stockholders, (2) the 3,012,550,000 shares of our Common Stock held by the Midwest shareholders assuming conversion of all Series B Convertible Preferred Stock into Common Stock, and (3) the fully—diluted 3,347,277,476 shares of our Common Stock issued and outstanding following conversion and other issuances described herein. Except as otherwise indicated, each of the stockholders listed below has sole voting and investment power over the shares beneficially owned.

Name of Beneficial Owner	Number of Shares of Series B Preferred	Series B Preferred Percent of Class	Percent of Combines Classes (1)	Number of Shares of Common Stock Owned or Acquired on Conversion	Percent of Combined Classes (1)
3253517 Nova Scotia Limited (2)(8)(10)	8,215	82.15%	73.94%	2,474,809,825	73.94%
Macaya Ecopreneur Ventures (3)	1,000	10.00%	9.00%	301,255,000	9.00%
StratTech Solutions, LLC (4)	200	2.00%	1.80%	60,251,000	1.80%
Christine Doris Foley	210	2.10%	1.89%	63,263,550	1.89%
Michael Joseph Foley	90	0.90%	0.81%	27,112,950	0.81%
Ruth Elaine Bakker	100	1.00%	0.90%	30,125,500	0.90%
James C. Trettel	50	0.50%	0.45%	15,062,750	0.45%
Christine Sutherland	25	0.25%	0.23%	7,531,375	0.23%
Clayton Park Medical Clinic (5)	20	0.20%	0.18%	6,025,100	0.18%
Granville Developments Corporation (6)	20	0.20%	0.18%	6,025,100	0.18%
Jeff Sproule	20	0.20%	0.18%	6,025,100	0.18%
Adnant, LLC (7)	50	0.50%	0.45%	15,062,750	0.45%
Jay Rifkin (8)(10)	-0-	-0-	-0-	211,296,912(9)	6.27%
John F. Norris, Jr. (8)	-0-	-0-	-0-	-0-	-0-
All officers and directors as a group (3 persons)	8,215	82.15%	73.94	2,686,106,737(9)	79.67%
	10,000	100.00%	90%		

(1) Percentage based on total issued and outstanding shares of Common Stock following conversion of all Series B Convertible Preferred Stock and taking into account 334,727,476 shares of our Common Stock currently issued and outstanding and held by our shareholders on the Closing Date.

(2) Richard MacPherson is the controlling principal of 3253517 Nova Scotia Limited.

(3) Patrick Glémaud is the controlling principal of Macaya Ecopreneur Ventures (MEVC) Corp.

(4) John Pavlish is the controlling principal of StratTech Solutions, LLC.

(5) Amer Ahmed is the controlling principal of Clayton Park Medical Clinic.

(6) Jim and David Ross are the controlling principals of Granville Developments Corporation.

(7) Sabas Carillo is the controlling principal of Adnant, LLC.

(8) Indicates an officer or director.

(9) Includes: (a) 109,793,667 shares held by Rebel Holdings, LLC of which Mr. Rifkin is the sole managing member; (b) 37,303,998 shares which are directly held by Mr. Rifkin; (c) 39,774,247 shares held by Mojo Music, Inc. of which Mr. Rifkin is the sole managing member; (d) 525,000 shares issuable upon exercise of stock warrants with an exercise price of $0.09 per share; (e) 3,750,000 shares issuable upon exercise of stock options with an exercise price of $0.13 per share, which stock options are fully vested as of May 11, 2009; (f) 20,000,000 shares issuable upon exercise of stock options with an exercise price of $0.13, which stock options vest annually over a period of four years from May 11, 2010; and (g) 150,000 shares issuable upon exercise of stock options with an exercise price of $0.20 per share, which stock options vest annually over a period of three years from November 8, 2007. Mr. Rifkin's reported beneficial ownership does not include certain shares of common stock issued and issuable for which certain shareholders have granted Mr. Rifkin an irrevocable proxy to vote for certain directors.

(10) As reported in Item 1.01 above, 3253517 Nova Scotia Limited (a company controlled by Richard MacPherson) and Jay Rifkin, have entered into the Voting Agreement authorizing Jay Rifkin to vote the shares of stock held by 3253517 Nova Scotia Limited on specific matters, namely any amendments to our articles of incorporation, any mergers, sales of substantially all of our assets, and increases in the number of our authorized shares or issuance of any additional shares of preferred stock. The Voting Agreement has a term of the earlier of (i) 24 months from the Closing Date, or (ii) 6 months after we have raised a minimum of $5,000,000, or have achieved an EBITDA of $1,000,000. Notwithstanding the foregoing, the approval of Jay Rifkin is not required for a reverse stock split of our Common Stock at a ratio up to 1-for-61.

As a result of the Merger and the issuance of the Series B Convertible Preferred Stock, the former shareholders of Midwest, as a group, now have voting control of the Company. In addition, Richard MacPherson, a former Midwest shareholder, has been appointed to serve as one of our directors.

As reported in Item 1.01 above, 3253517 Nova Scotia Limited (a company controlled by Richard MacPherson) and Jay Rifkin, have entered into the Voting Agreement authorizing Jay Rifkin to vote the shares of stock held by 3253517 Nova Scotia Limited on specific matters, namely any amendments to our articles of incorporation, any mergers, sales of substantially all of our assets, and increases in the number of our authorized shares or issuance of any additional shares of preferred stock. The Voting Agreement has a term of the earlier of (i) 24 months from the Closing Date, or (ii) 6 months after we have raised a minimum of $5,000,000, or have achieved an EBITDA of $1,000,000. Notwithstanding the foregoing, the approval of Jay Rifkin is not required for a reverse stock split of our Common Stock at a ratio up to 1-for-61.

The foregoing description of the Voting Agreement is qualified in its entirety by the full text of the document which is filed as Exhibit 10.6 to this Current Report on Form 8-K.

Further, in connection with the Closing, Richard MacPherson entered into the Nomination Agreement providing that for a period limited to the earlier of (i) 24 months, or (ii) 6 months after we have raised a minimum of $5,000,000, or have achieved an EBITDA of $1,000,000, he (A) will, at any time that directors are to be elected, use his best efforts to cause the board of directors to nominate and recommend Jay Rifkin as a proposed member of the board of directors, and (B) shall in his capacity as a stockholder cause any stockholder in which he is an affiliate, at any time directors are to be elected, to vote in favor of the election of Jay Rifkin as a member of the board of directors.

The foregoing description of the Nomination Agreement is qualified in its entirety by the full text of the document which is filed as Exhibit 10.7 to this Current Report on Form 8-K.

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

As a condition to the consummation of the Merger, David M. Kaye, Alice M. Campbell, and William B. Horne resigned as directors. In addition, Jay Rifkin resigned as an officer, but will remain as a director. Also as a condition to the consummation of the Merger, the following individuals were appointed as officers and directors effective June 21, 2011:

Name	Age	Position
Richard MacPherson	56	Chairman of the Board, President, Secretary, and Treasurer
John F. Norris, Jr.	62	Chief Executive Officer

Richard A. MacPherson, age 56, became a director and our Chairman of the Board, President, Secretary, and Treasurer on June 21, 2011. Mr. MacPherson is the founder of Midwest Energy Emissions Corp. and had been its Chief Executive Officer since 2007.

From 1999 to 2010, Mr. MacPherson was the owner and chief executive officer of Crossgrain Communications, Inc., a consulting firm offering a broad scope of business management services to regional and national companies including the management of the research and development of testing of various technologies, including development of clean and energy efficient technologies for coal-fired boilers and proprietary chemical mixtures described as Sorbent Enhancing Additives, (SEA^{tm}) to mitigate mercury emissions, as established by full scale, long term testing in 7 coal-fired power plants in North America. From 1999 to 2001, he was also the Director of Business Development for Pantellic Corporation, a business engaged in Internet photo sharing, in San Francisco, CA.

John F. Norris, Jr., age 62, became our Chief Executive Officer on June 21, 2011. A Senior Executive with more than 30 years of experience in the electric utilities industry, his experience includes COO and CEO positions at mid-size companies and Senior Executive positions in major corporations with direct operational responsibility of tens of billions of dollars in assets, billions of dollars in annual revenues and over 8,000 employees.

Mr. Norris was retired from April 2010 through June 21, 2011. Prior to his retirement, he was the President and Chief Executive Officer of Fuel Tech (FTEK), a company in the business of air pollution control, from June 2006 to April 1, 2010. Previously, Mr. Norris had been a private consultant to clients in energy related industries, since 2003; Senior Vice President, Operations and Technical Services of American Electric Power, an electric utility, from 1999 until 2003; President and Chief Operating Officer of the American Bureau of Shipping Group, a business engaged in quality assurance and safety/risk assessments for shipping, pipelines and other energy, industrial and chemical industries, during 1999; and he was associated with Duke Energy Corporation, an electric utility also in the gas storage and pipelines business, from 1982 until 1999 in positions from Assistant Engineer to Senior Vice President, Chairman and Chief Executive Officer of Duke Energy Global Asset Development.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Midwest. Financial statements required by this item are included as Exhibits 99.1 and 99.2.

(b) Proforma financial information. Attached hereto as Exhibit 99.3 is the required unaudited pro-forma financial information.

(d) Exhibits.

Exhibit No.	Description
2.1 (1)	Agreement and Plan of Merger dated as of June 1, 2011 among China Youth Media, Inc., China Youth Media Merger Sub, Inc. and Midwest Energy Emissions Corp.
2.2 (2)	Supplemental Agreement to the Agreement and Plan of Merger dated June 21, 2011
3.3 (2)	Acceptance and Waiver to the Agreement and Plan of Merger dated June 21, 2011
3.1 (2)	Certificate of Designation of the Series B Convertible Preferred Stock
10.1 (2)	Escrow Agreement dated June 21, 1011
10.2 (2)	Certificate of Merger dated June 21, 1011
10.3 (2)	Voting Agreement dated June 21, 2011
10.4 (2)	Nomination Agreement dated June 21, 2011
10.5 (2)	Termination Agreement dated June 21, 2011
10.6 (3)	Business Consulting Agreement with Eastern Sky, LLC dated March 18, 2011
10.7	Letter Agreement dated March 29, 2011 with Latitude 20, Inc.
99.1	Midwest Energy Emissions Corp. audited financial statements for the years ended December 31, 2010 and 2009 and the cumulative period from inception (December 17, 2008) to December 31, 2010
99.2	Midwest Energy Emissions Corp. unaudited financial statements for the periods ended March 31, 2011 and December 31, 2010 and for the period from inception (December 17, 2008) to March 31, 2011.
99.3	Pro-Forma Financial Information

(1) Incorporated by reference from our Current Report on Form 8-K dated June 1, 2011 and filed with the Commission on June 7, 2011.

(2) Incorporated by reference from our Current Report on Form 8-K dated June 27, 2011 and filed with the Commission on June 27, 2011.

(3) Incorporated by reference from our Current Report on Form 8-K/A, Amendment No. 1, dated and filed with the Commission on August 10, 2011.

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.

MIDWEST ENERGY EMISSIONS CORP.
(Registrant)

Dated: January 20, 2012

By: */s/ John F. Norris, Jr.*
John F. Norris, Jr.
Chief Executive Officer

EXHIBIT 10.7

CHINA YOUTH MEDIA, INC.
13428 Maxella Avenue, #342
Marina Del Rey, California 90292

March 29, 2011

Latitude 20, Inc.
101 Plaza Real South
Suite 201 South
Boca Raton, FL 33432

Gentlemen:

The following terms are intended to memorialize and confirm the agreement reached between China Youth Media, Inc., a Delaware corporation ("CHYU"), and Latitude 20, Inc., a Florida corporation ("Latitude"), with respect to the matters hereinafter set forth. While the parties anticipate executing more definitive agreements regarding the subject matter, this letter agreement shall be binding upon its execution.

1. CHYU hereby represents that it is a publicly traded company that files reports and other information with the Securities and Exchange Commission ("SEC") and whose shares of common stock are quoted on the OTC Bulletin Board under the symbol CHYU.

2. CHYU desires, and Latitude hereby agrees to assist CHYU, to effect a reverse merger or similar transaction with an operating business (the "Target") whereby the business and assets of such Target shall be acquired by or merged with CHYU, or such Target will become a wholly-owned subsidiary of CHYU on terms as the parties shall mutually agree. It is agreed that the parties have initially identified Midwest Emissions Control Corp., a North Dakota corporation ("Midwest") as a possible Target candidate.

3. Contemporaneously with the execution of this letter agreement, Latitude shall loan (the "Loan") CHYU the principal amount of $50,000 in exchange for which CHYU shall deliver a convertible promissory note to Latitude in mutually acceptable form which shall (i) be due and payable one year from issuance (the "Maturity Date") or the end of the Exclusivity Period, as such period may be extended, whichever is later, (ii) bear interest at the rate of 8.0% per annum, and (iii) be convertible into shares of common stock of CHYU at the rate of $.004 per share at the option of Latitude at any time following the Exclusivity Period (as hereinafter defined), as such period may be extended, and until the Maturity Date. CHYU agrees that the proceeds of such loan shall be used to pay its operating costs consistent with past practices, including but not limited to the reasonable fees, costs and expenses incurred or to be incurred in connection with its Annual Report on Form 10-K for the year ended December 31, 2010 to be filed with the SEC.

4. In consideration for the Loan, and during the period between the date of the execution of this letter agreement and one hundred twenty (120) days thereafter (the "Exclusivity Period"), CHYU will not, nor will it permit any of its officers, directors or agents acting on its behalf, in each case without the written consent of Latitude, to (i) enter into any agreements, understandings or negotiations with, or solicit, initiate or encourage any inquiries, proposals or offers from, any person other than Latitude or a party or parties introduced by Latitude relating to: (a) any acquisition or purchase of any assets of the CHYU or any of its respective subsidiaries (other than sales of inventory or immaterial portions of CHYU's assets in the ordinary course) or any securities of CHYU or any of its subsidiaries, (b) any acquisition of securities of CHYU which would result in a change in control, or (c) any merger, consolidation or business combination involving CHYU or any of its subsidiaries; or, (ii) with respect to any effort or attempt by any other person to do or to seek any of the types of transactions referred to in (i) herein, participate in any discussions or negotiations, furnish to any other person any data or information with respect to CHYU or any of its subsidiaries or the business of CHYU or any of its subsidiaries, or otherwise cooperate in any way with, assist or participate in or facilitate or encourage any such effort.

5. Notwithstanding anything herein to the contrary, Latitude shall have the option to extend the Exclusivity Period up to three additional successive ninety (90) days periods (each an "Extension Period"), provided written notice thereof is provided by Latitude to CHYU within fifteen (15) days prior to the end of the original Exclusivity Period or such appropriate Extension Period, as the case may be, along with an extension payment of $25,000 for such Extension Period (with it being understood that any extension payment will be in the form of a loan to CHYU containing the same terms and conditions as the Loan provided pursuant to Section 3 above).

6. Each of the parties hereby represents that (i) it possesses the full power and exclusive right to enter into this agreement; and (ii) the execution, delivery and performance of this agreement by each party does not violate any agreement, instrument, judgment, order or award of any court or arbitrator or any law, rule or regulation to which it is bound or subject.

7. This agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns. This agreement shall not be assignable by any of the parties, without the prior written consent of the other parties hereto.

8. This agreement shall be deemed to be a contract made under the laws of the State of California and for all purposes shall be construed in accordance with the laws of said State, with venue in Los Angeles County, California. Should any legal proceeding be necessary to construe or enforce the provisions or this agreement, then the prevailing party in such legal action shall be entitled to recover all court costs, reasonable attorney fees and costs of enforcing or collecting any judgment awarded.

9. No modification, amendment or waiver of any of the provisions contained in this agreement, or any future representation, promise or condition in connection with the subject matter of this agreement, shall be binding upon any party to this agreement unless made in writing and signed by all of the parties.

10. This agreement constitutes a single, integrated written contract expressing the entire understanding and agreement of the parties with respect to its subject matter, superseding all prior or contemporaneous agreements, whether written or oral.

11. If any provision of this agreement is declared void or otherwise unenforceable, such provision will be deemed to have been severed from this agreement, which shall otherwise be and remain in full force and effect according to its remaining terms.

12. This agreement may be executed in one or more counterparts with the same effect as if all of the parties had signed the same document. All counterparts shall be construed together and shall constitute one and the same instrument. A signed copy of the agreement which is received via facsimile or other electronic transmission shall be given the same effect for all purposes, as if it were the original.

If the foregoing is acceptable, kindly execute below whereupon this agreement shall be effective in accordance with its terms.

CHINA YOUTH MEDIA, INC.

By: */s/ Jay Rifkin*
Name: Jay Rifkin
Title: Chief Executive Officer

ACCEPTED AND AGREED TO
as of the 30th day of March, 2011

LATITUDE 20, INC.

By: */s/ Dwayne Bigelow*

EXHIBIT 99.1

Financial Statements of

Midwest Energy Emissions Corp.

(A Development Stage Company)

Years ended December 31, 2010 and 2009 and for the period from inception on December 17, 2008 to December 31, 2010

TABLE OF CONTENTS

REPORT OF INDEPENDENT REGISTERED ACCOUNTING FIRM

To the Board of Directors and Stockholders

of Midwest Energy Emissions Corp.

North Dakota

We have audited the accompanying balance sheets of Midwest Energy Emissions Corp. (the “Company”) (a development stage company) as of December 31, 2010 and 2009, and the related statements of income, stockholders' equity (deficit), and cash flows for the years then ended and the cumulative period from December 17, 2008 (Inception) to December 31, 2010. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Midwest Energy Emissions Corp. as of December 31, 2010 and 2009, and the results of its operations and its cash flows for each of the years then ended and for the cumulative period from December 17, 2008 to December 31, 2010, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed further in Note 3 to the financial statements, the Company has suffered recurring losses and has a net capital deficiency. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 3. The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result should the Company be unable to continue as a going concern.

/s/ Tarvaran Askelson & Company, LLP

Laguna Niguel, California

December 2, 2011

MIDWEST ENERGY EMISSIONS CORP.
(A DEVELOPMENT STAGE COMPANY)
BALANCE SHEETS
DECEMBER 31, 2010 AND DECEMBER 31, 2009

	December 31, 2010	December 31, 2009
ASSETS		
CURRENT ASSETS		
Cash	$ 7,310	$ -
Advances receivable - related party	-	32,515
Total current assets	7,310	32,515
Property and Equipment, Net	1,746	-
License, Net of accumulated amortization	88,236	94,118
TOTAL ASSETS	$ 97,292	$ 126,633
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Other current liabilities	125,000	153,216
Advances payable - related party	402,389	-
Total current liabilities	527,389	153,216
TOTAL LIABILITIES	527,389	153,216
STOCKHOLDERS' DEFICIT		
Common stock; $1 par value; 10,000 shares authorized; 9,890 and 4,167 issued and outstanding as of December 31, 2010 and 2009, respectively	9,890	8,618
Additional paid-in capital	62,328	-
Less subscription receivable	-	(4,451)
Accumulated deficit	(502,315)	(30,750)
Total stockholders' deficit	(430,097)	(26,583)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 97,292	$ 126,633

MIDWEST ENERGY EMISSIONS CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED DECEMBER 31, 2010 AND 2009
AND FOR THE PERIOD FROM DECEMBER 17, 2008 (INCEPTION) THROUGH DECEMBER 31, 2011
(UNAUDITED)

	FOR THE YEAR ENDED DECEMBER 31, 2010	FOR THE YEAR ENDED DECEMBER 31, 2009	DECEMBER 17, 2008 (INCEPTION) THROUGH DECEMBER 31, 2010
REVENUE	$ 7,000	$ 307,025	$ 314,025
COST OF REVENUE	-	242,075	242,075
GROSS PROFIT	7,000	64,950	71,950
OPERATING EXPENSES			
License Maintenance Fees	100,000	50,000	150,000
Research and development	125,834	-	125,834
General and administrative	97,194	23,999	121,193
Professional fees	149,655	15,819	165,474
Amortization of license fees	5,882	5,882	11,764
TOTAL OPERATING EXPENSES	478,565	95,700	574,265
NET INCOME (LOSS)	$ (471,565)	$ (30,750)	$ 502,315)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	6,178	960	
BASIC AND DILUTED NET INCOME (LOSS) PER COMMON SHARE	(76)	(32)	

MIDWEST ENERGY EMISSIONS CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE PERIOD FROM DECEMBER 17, 2008 (INCEPTION) THROUGH DECEMBER 31, 2010

	Common Stock		Additional	Accumulated	Common Stock	Total Stockholders'
	Shares	Par Value	Paid-in Capital	(Deficit)	Subscribed	Deficit
Balance - December 17, 2008	-	$ -	$ -	$ -	$ -	$ -
Common Stock Subscribed	8,618	-	-	-	8,618	8,618
Subscription receivable	(8,618)	-	-	-	(8,618)	(8,618)
Net income (loss) for the period	-	-	-	-	-	-
Balance - December 31, 2008	-	-	-	-	-	-
Proceeds received from subscriptions receivable	4,167	4,167	-	-	-	4,167
Net loss for the period	-	-	-	(30,750)	-	(30,750)
Balance - December 31, 2009	4,167	4,167	-	(30,750)	-	(26,583)
Proceeds from subscriptions receivable	4,451	4,451	-	-	-	4,451
Shares issued for services	1,272	1,272	62,328	-	-	63,600
Net loss for the period	-	-	-	(471,565)	-	(471,565)
Balance - December 31, 2010	9,890	$ 9,890	$ 62,328	$ (502,315)	$ -	$ (430,097)

MIDWEST ENERGY EMISSIONS CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2010 AND 2009
AND FOR THE PERIOD FROM DECEMBER 17, 2008 (INCEPTION) THROUGH DECEMBER 31, 2011
(UNAUDITED)

	FOR THE YEAR ENDED DECEMBER 31, 2010	FOR THE YEAR ENDED DECEMBER 31, 2009	DECEMBER 17, 2008 (INCEPTION) THROUGH DECEMBER 31, 2010
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net loss from continuing operations	$ (471,565)	$ (30,750)	$ (502,315)
Adjustments to reconcile net loss to net cash used in operating activities:			
Stock based compensation	63,600	-	63,600
Amortization of license fees	5,882	5,882	11,764
Depreciation expense	45	-	45
Change in assets and liabilities			
Increase in other current liabilities	(28,216)	153,216	125,000
Net cash (used in) operating activities	(430,254)	128,348	(301,906)
CASH FLOWS USED IN INVESTING ACTIVITIES:			
Purchase of license	-	(100,000)	(100,000)
Purchase of equipment	(1,791)	-	(1,791)
Net cash provided by investing activities	(1,791)	(100,000)	(101,791)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Advances paid to related party	-	(32,515)	(32,515)
Proceeds received from related party advances	434,904	-	434,904
Proceeds received from subscriptions receivable	4,451	4,167	8,618
Net cash provided by financing activities	439,355	(28,348)	411,007
NET INCREASE IN CASH AND CASH EQUIVALENTS	7,310	-	7,310
CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD	-	-	-
CASH AND CASH EQUIVALENTS - END OF PERIOD	$ 7,310	$ -	$ 7,310
SUPPLEMENTAL CASH FLOW INFORMATION:			
Cash paid during the period for:			
Interest	$ -	$ -	
Taxes	$ -	$ -	
SUPPLEMENTAL DISCLOSURE OF NON-CASH CHANGES IN OPERATING ACTIVITIES:			
Stock issued for services	$ 63,600	$ -	

MIDWEST ENERGY EMISSIONS CORP.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2010 AND 2009

Note 1 - Organization

On December 17, 2008, Midwest Emission Control Corp. (a corporation in the development stage) (the "Company") was incorporated in the State of North Dakota. The Company is engaged in the business of developing and commercializing state of the art control technologies relating to the capture and control of mercury emissions from coal fired broilers in the United States and Canada. In these notes, the terms "Midwest", "Company", "we", "us" or "our" mean Midwest Emissions Control Corp.

Note 2 - Summary Of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements have been prepared in accordance with Generally Accepted Accounting Principles in the United States of America ("GAAP").

Development Stage Company

The Company is considered to be in the development stage as defined by ASC 915. The Company has devoted substantially all of its efforts to the corporate formation, the raising of capital and attempting to generate customers for the sale of the Company's products.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments and other short-term investments with maturity of three months or less, when purchased, to be cash equivalents.

Research and Development

The Company accounts for research and development costs in accordance with Accounting Standards Codification subtopic 730-10, Research and Development ("ASC 730-10"). Under ASC 730-10, all research and development costs must be charged to expense as incurred. Accordingly, internal research and development costs are expensed as incurred. Third-party research and development costs are expensed when the contracted work has been performed or as milestone results have been achieved. Company sponsored research and development costs related to both present and future products are expensed in the period incurred. As of December 31, 2010 and 2009, the Company has incurred $125,834 and $24,260, respectively. In addition, the Company incurred $121,041 in research and development, which was included in cost of revenue for service performed on the "Full Scale Testing of Sorbent Injection Technology on Mercury Control" subaward project from the University of North Dakota Energy and Environmental Research Center.

Property and Equipment

Property and equipment are stated at cost. When retired or otherwise disposed, the related carrying value and accumulated depreciation are removed from the respective accounts and the net difference less any amount realized from disposition, is reflected in earnings. For financial statement purposes, property and equipment are recorded at cost and depreciated using the straight-line method over their estimated useful lives of 3 to 5 years.

Expenditures for repairs and maintenance which do not materially extend the useful lives of property and equipment are charged to operations. When property or equipment is sold or otherwise disposed of, the cost and related accumulated depreciation are removed from the respective accounts with the resulting gain or loss reflected in operations. Management periodically reviews the carrying value of its property and equipment for impairment.

Recoverability of Long-Lived and Intangible Assets

The Company has adopted Accounting Standards Codification subtopic 360-10, Property, Plant and Equipment ("ASC 360-10"). ASC 360-10 requires that long-lived assets and certain identifiable intangibles held and used by the Company be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

Events relating to recoverability may include significant unfavorable changes in business conditions, recurring losses or a forecasted inability to achieve break-even operating results over an extended period. The Company evaluates the recoverability of long-lived assets based upon forecasted undiscounted cash flows. Should impairment in value be indicated, the carrying value of intangible assets would be adjusted, based on estimates of future discounted cash flows resulting from the use and ultimate disposition of the asset. ASC 360-10 also requires assets to be disposed of be reported at the lower of the carrying amount or the fair value less costs to sell.

Stock-Based Compensation

The Company accounts for stock-based compensation awards in accordance with the provisions of *Share-Based Payment*, which requires equity-based compensation, be reflected in the financial statements over the vesting period based on the estimated fair value of the awards. During the years ended December 31, 2011 and 2010, the Company had stock-based compensation expense related to issuances of stock to consultants of $63,600 and zero, respectively.

Fair Value of Financial Instruments

The Company's financial instruments include cash and other current liabilities. The fair value of these financial instruments approximate their carrying values due to their short maturities.

Foreign Currency Transactions

Transactions denominated in currencies other than the functional currency of the legal entity are re-measured to the functional currency of the legal entity at the period-end exchange rates. Any associated transactional currency re-measurement gains and losses are recognized in current operations. The reporting functional currency of the Company was U.S. dollars.

Revenue Recognition

The Company will record revenue from sales in accordance with ASC 605. The criteria for recognition are as follows:

1. Persuasive evidence of an arrangement exists;

2. Delivery has occurred or services have been rendered;

3. The seller's price to the buyer is fixed or determinable; and

4. Collectability is reasonably assured.

Determination of criteria (3) and (4) will be based on management's judgments regarding the fixed nature of the selling prices of the products delivered and the collectability of those amounts. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments will be provided for in the same period the related sales are recorded.

The Company earned revenue during 2009 from a subaward project from the University of North Dakota Energy and Environmental Research Center for "Full Scale Testing of Sorbent Injection Technology on Mercury Control." The Company recognized revenue for services performed upon completion of the test work and approval of the invoices submitted to the University of North Dakota Energy and Environment Research Center.

Basic and Diluted Loss Per Common Share

Basic net loss per common share is computed using the weighted average number of common shares outstanding. Diluted loss per share reflects the potential dilution from common stock equivalents, such as stock issuable pursuant to the exercise of stock options and warrants. There were no dilutive potential common shares as of December 31, 2010. Because the Company has incurred net losses and there are no potential dilutive shares, basic and diluted loss per common share are the same.

Subsequent Events

During May 2009 and February 2010, FASB (Financial Accounting Standards Board) issued new authoritative pronouncements regarding recognized and non-recognized subsequent events. This guidance establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before the financial statements are issued or are available to be issued.

Recent Issued Accounting Standards

In February 2010, the FASB issued Accounting Standards Update 2010-09 which amends ASC 855. FASB 2010-09 defines the term "SEC Filer" and eliminates the requirement that an SEC filer disclose the date through which subsequent events have been evaluated. This change was made to alleviate potential conflicts between ASC 855-10 and the reporting requirements of the SEC. FASB 2010-09 was effective immediately, but is not expected to have a material effect on the Company's financial statements.

Recent Issued Accounting Standards

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In February 2010, the FASB issued Update No. 2010-08 "Technical Corrections to Various Topics" ("2010-08"). 2010-08 represents technical corrections to SEC paragraphs within various sections of the Codification. Management is currently evaluating whether these changes will have any material impact on its financial position, results of operations or cash flows.

In May 2010, the FASB issued Accounting Standards Update 2010-19 ("ASU 2010-19"), Foreign Currency (Topic 830): Foreign Currency Issues: Multiple Foreign Currency Exchange Rates. The amendments in this update are effective as of the announcement date of March 18, 2010. The Company does not expect the provisions of ASU 2010-19 to have a material effect on the financial position, results of operations or cash flows of the Company.

In April 2010, the FASB issued Accounting Standards Update 2010-17 ("ASU 2010-17"), Revenue Recognition-Milestone Method (Topic 605): Milestone Method of Revenue Recognition. The amendments in this Update are effective on a prospective basis for milestones achieved in fiscal years, and interim periods within those years, beginning on or after June 15, 2010. Early adoption is permitted. If a company elects early adoption and the period of adoption is not the beginning of the entity's fiscal year, the entity should apply the amendments retrospectively from the beginning of the year of adoption. The Company does not expect the provisions of ASU 2010-17 to have a material effect on the financial position, results of operations or cash flows of the Company.

There were various other updates recently issued, most of which represented technical corrections to the accounting literature or application to specific industries and are not expected to a have a material impact on the Company's consolidated financial position, results of operations or cash flows.

Note 3 - Going Concern

The accompanying financial statements as of December 31, 2010 have been prepared assuming the Company will continue as a going concern. From the period of inception (December 17, 2008) through March 31, 2011, the Company has experienced a net loss, negative cash flows from operations and has an accumulated deficit of $939,045. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management intends to raise additional debt and/or equity financing to fund future operations. There is no assurance that its plan can be implemented; or that the results will be of a sufficient level necessary to meet the Company's ongoing cash needs. No assurances can be given that the Company can obtain sufficient working capital through borrowings or that the continued implementation of its business plan will generate sufficient revenues in the future to sustain ongoing operations.

The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result from the possible inability of the Company to continue as a going concern.

Note 4 - Advances Receivable – Related Party

From time to time, the Company advances funds to the Company's director and majority stockholder. As of December 31, 2010 and 2009, the Company had advances totaling zero and $32,515, respectively from a director of the Company. These advances are non-interest bearing, have no fixed terms of repayment and are unsecured.

Note 5 - Property And Equipment

Property and equipment at March 31, 2011 and December 31, 2010 are as follows:

	2010	2009
Computer equipment	$ 1,312	$ -
Equipment	479	-
	1,791	-
Less: accumulated depreciation	(45)	-
Property and equipment, net	$ 1,746	$ -

The Company uses the straight-line method of depreciation over 3 to 5 years. During the years ended December 31, 2010 and 2009, depreciation expense charged to operations was $45 and zero, respectively.

Note 6 - License Agreement

On January 15, 2009, the Company entered into an "Exclusive Patent and Know-How License Agreement Including Transfer of Ownership" with the Center for Air Toxic Metals ("CATM") division of the Energy Environmental Research Center, (EERC), a non-profit entity. Under the terms of the Agreement, the Company has been granted an exclusive license for the technology to develop, make, have made, use, sell, offer to sell, lease, and import the technology in any coal-fired combustion systems (power plant) worldwide and to develop and perform the technology in any coal-fired power plant in the world. The patent "Sorbents of Oxidation and Removal of Mercury" was filed by EERC on August 22, 2005 and granted on October 14, 2008.

The Company paid $100,000 in 2009 for the right to use the patents and at the option of the Company can pay $1,000,000 for the assignment of the patents after January 15, 2011 or pay the greater of the license maintenance fees or royalties on product sales for continued use of the patents. The license maintenance fees are $100,000 due January 1, 2010, $150,000 due January 1, 2011 and $200,000 due January 1, 2012 and each year thereafter. The running royalties are $100 (USD) per one megawatt of electronic nameplate capacity and $100 (USD) per three megawatt per hour for the application to thermal systems to which licensed products or licensed processes are sold by the Company, associate and sublicensees. Running royalties are payable by the Company within 30 days after the end of each calendar year to the licensor and may be credited against license maintenance fees paid.

The Company is required to pay the licensor 35% of all sublicense income received by the Company, excluding royalties on sales by sublicensees. Sublicense income is payable by the Company within 30 day after the end of each calendar year to the licensor.

License costs capitalized as of December 31, 2010 and 2009 are as follows:

	2010	2009
License	$ 100,000	$ 100,000
	100,000	100,000
Less: accumulated amortization	11,764	5,882
License, net	$ 88,236	$ 94,118

The Company is currently amortizing its patents over their estimated useful life of 15 years when acquired. During the years ended December 31, 2010 and 2009, amortization expense charged to operations was $5,882, respectively.

In accordance with ASC 360-10, the Company is required to review their long-lived assets, which includes their identifiable intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of a particular asset may not be recoverable. Based on the results of future undiscounted cash flows the Company determined that the fair value of the licenses exceeds the current book value of the license and therefore, no impairment exists.

Note 7 - Advances Payable – Related Party

As of December 31, 2010 and 2009, the Company had advances payable totaling $377,389 and zero, respectively, to a director of the Company. These advances are non-interest bearing, have no fixed terms of repayment and are unsecured.

Note 8 - Commitments and Contingencies

As discussed in Note 5, the Company has entered in an "Exclusive Patent and Know-How License Agreement Including Transfer of Ownership" that requires minimum license maintenance costs. The Company is planning on using the intellectual property granted by the patents for the foreseeable future. The license agreement is considered expired on the October 14, 2025, the date the patent expires.

On August 11, 2010, the Company entered into a Schedule of Payment Agreement with the EERC for the unpaid balances due for the license and license maintenance fees. This agreement called for monthly payments of $25,000 commencing in August 2010 and ending in May 2011. On April 19, 2011 a second Schedule of Payment Agreement was signed between the company and the EERC related to the 2011 license maintenance fees unpaid on that date. This agreement called for monthly payments of $25,000 beginning in July 2011 and ending in December 2011. The Company had a balance due the EERC of 125,000 and 150,000 as of December 31, 2010 and 2009, respectively.

For the Period Ending December 31,		**License Maintenance Fees**
2011	$	275,000
2012		200,000
2013		200,000
2014		200,000
2015		200,000
Thereafter		2,000,000
	$	3,075,000

Note 9 - Equity

The Company was established with one classes of stock, voting common stock – 10,000 shares authorized at a par value of $1.

On December 18, 2008, the Company entered into a stock subscription agreement for the issuance 8,618 voting shares of common stock due from the Company’s founder.

On October 8, 2009, the Company collected $4,167 ($1 per share) due from the Company’s founder and issued 4,167 shares.

On August 31, 2010, the Company collected $4,451 ($1 per share) due from the Company’s founder and issued 4,451 shares.

On January 2, 2010, the Company issued 1,272 shares to consultants for services rendered including engineering, scientific and technical advisory and business advisory services at a fair value of $63,600 ($50 per share). The value was based upon the contracted value of the services performed.

The Company has not issued any options or warrants to date.

Note 10 – Related Party Transactions

During the year ended December 31, 2009, the Company paid RLP Canada, a company organized under the laws of Canada, of which Richard MacPherson, our Director and Chief Executive Officer, is the sole managing member, $116,500 to conduct testing of the Company's Sorbent product at the Centralia and Keephills plants.

Note 11 - Tax

Effective January 1, 2009, the Company received approval from the Internal Revenue Service of its election to be treated as an S-Corporation. Under federal and North Dakota laws, taxes based on income of S-Corporations are payable by the stockholders, individually.

Note 12 - Subsequent Events

On March 14, 2011, the Company issued 40 shares to investors for $100,000 or $2,500 per share.

On March 16, 2011, the Company issued 50 shares to a consultant for a value of $125,000. The shares were valued at $2,500 per share based upon the latest sale of shares to unrelated third parties. No quoted market price was available to value the shares on the date they were granted.

On April 18, 2011, the Company issued 20 shares to an investor for $50,000 or $2,500 per share.

On June 1, 2011, the Company entered into an Agreement and Plan of Merger with China Youth Media, Inc., pursuant to which at closing China Youth Media Merger Sub, Inc. (a wholly owned subsidiary of the China Youth Media, Inc. formed for the purpose of such transaction) will merge into Midwest, which will result in Midwest becoming a wholly-owned subsidiary of the China Youth Media, Inc. Upon closing, all of the outstanding shares of common stock of Midwest shall be converted, by virtue of the Merger, into such number of shares of Series B Convertible Preferred Stock (the "Merger Shares") of the Company so that the stockholders of Midwest will upon conversion of the Merger Shares own 90.0% of the China Youth Media, Inc. issued and outstanding capital stock after giving effect to the Merger. The Merger Agreement provides that 15% of the Merger Shares shall be held in escrow following the closing for a period of up to 150 days subject to the achievement of certain performance milestones. For accounting purposes and assuming achievement of certain performance milestones by Midwest Energy Emissions, Corp., the Merger will be treated as a reverse merger and a recapitalization of China Youth Media, Inc.

On June 21, 2011, the Company entered into an Agreement and Plan of Merger (the "Merger Agreement") with Midwest Energy Emissions Corp., a North Dakota corporation ("Midwest Energy Emissions") pursuant to which at closing China Youth Media Merger Sub, Inc., the Company's wholly-owned subsidiary formed for the purpose of such transaction (the "Merger Sub"), would merge into Midwest Energy Emissions , the result of which Midwest Energy Emissions would become the Company's wholly-owned subsidiary (the "Merger"). The Merger closed effective on June 21, 2011 (the "Closing"). As a result of the Closing and the Merger, the Merger Sub merged with and into Midwest Energy Emissions with Midwest Energy Emissions surviving. Effective at the time of the Closing, Midwest Energy Emissions changed its name to MES, Inc. For accounting purposes, the Merger was treated as a reverse merger and a recapitalization of the Company. The recapitalization required pursuant to this merger resulted in a negative additional paid-in capital balance.

In connection with the transactions contemplated by the Merger Agreement, and pursuant to Midwest Energy Emissions' obligations under a Business Consulting Agreement dated March 18, 2011, on July 6, 2011, we issued 5,000,000 (45,455 post Reverse Stock Split) shares of our common stock to Eastern Sky, LLC as compensation for consulting services rendered in connection with the transaction. The shares were valued at $77,500.

On July 6, 2011, we issued 2,008,365 (18,258 post Reverse Stock Split) shares of our common stock to The Lebrecht Group, APLC as compensation for legal services rendered in connection with the Merger Agreement. The shares were valued at $31,130.

On September 12, 2011, the Company created a third series of preferred stock consisting of 22,000 shares and was designated as the "Series C Convertible Preferred Stock". Each share of Series C Convertible Preferred Stock is convertible into 10,000 (approximately 90.90 post Reverse Stock Split) shares of our common stock.

On September 13, 2011, the Company issued 30 units with each unit consisting of 110 shares of Series C Convertible Preferred Stock to investors for $300,000 or $10,000 per unit.

From September 23 through October 7, 2011, the Company issued 20.75 units with each unit consisting of 110 shares of Series C Convertible Preferred Stock to investors for $207,500 or $10,000 per unit.

Pursuant to a Certificate of Amendment to our Certificate of Incorporation filed with the State of Delaware and effective as of October 7, 2011, the Company (i) changed its corporate name from "China Youth Media, Inc." to "Midwest Energy Emissions Corp.", and (ii) effected a reverse stock split of all the outstanding shares of our common stock at an exchange ratio of one for one hundred ten (1:110) (the "Reverse Stock Split") and changed the number our authorized shares of common stock, par value $.001 per share, from 500,000,000 to 100,000,000 (the "Authorized Share Amendment"). As a result of the Reverse Stock Split and Authorized Share Amendment, all outstanding shares of Series B Convertible Preferred Stock and Series C Convertible Preferred Stock automatically converted into shares of common stock. No adjustment to share or per share amounts has been reflected in the accompanying financial statement which resulted from the Reverse Stock Split.

Effective as of October 10, 2011, the Company and Richard H. Mr. Gross entered into an employment agreement pursuant to which Mr. Gross agreed to be employed by the Company as Chief Financial Officer for a period of one year which may be renewed subject to the approval by the Board. The Company also agreed to grant Mr. Gross 50,000 shares of common stock as a signing bonus which will vest one year from the effective date of the employment agreement.

Effective as of October 17, 2011, the Company and John F. Norris, Jr. entered into an employment agreement pursuant to which Mr. Norris agreed to be employed by the Company as Chief Executive Officer and Chairman for a period of three years which may be renewed subject to the approval by the Board. The Company also agreed to grant Mr. Norris 1,500,000 shares of common stock as a signing bonus, from which 500,000 shares will vest on October 1, 2012, 500,000 shares will vest on October 1, 2013, and 500,000 shares will vest on October 1, 2014, or upon a change of control of the Company.

Effective as of November 1, 2011, the Company and R. Alan Kelley entered into an employment agreement pursuant to which Mr. Kelley agreed to be employed by the Company as President and Chief Operating Officer for a period of three years which may be renewed subject to the approval by the Board. The Company also agreed to grant Mr. Kelley 500,000 shares of common stock as a signing bonus which will vest one year from the effective date of the employment agreement or upon a change of control of the Company.

During November 2011, $534,000 in cash was advanced to the Company by certain third party investors for working capital purposes. All of the investors are expected to sign subscriptions agreements converting the advances to common stock at $1 per share in the quarter ending December 31, 2011. The Company recorded the transactions as advances payable that bear interest at 9%, have no fixed terms of repayment and are unsecured.

In accordance with ASC 855, the Company evaluated subsequent events through December 2, 2011, the date these financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosure in these financial statements

Financial Statements of

Midwest Energy Emissions Corp.

(A Development Stage Company)

For the period ended March 31, 2011 and December 31, 2010 and for the period from inception (December 17, 2008) to March 31, 2011

TABLE OF CONTENTS

MIDWEST ENERGY EMISSIONS CORP.
(A DEVELOPMENT STAGE COMPANY)
BALANCE SHEETS
MARCH 31, 2011 AND DECEMBER 31, 2010
(UNAUDITED)

	March 31, 2011	December 31, 2010
ASSETS		
CURRENT ASSETS		
Cash	$ 779	$ 7,310
Prepaid expenses	104,167	-
Total current assets	104,946	7,310
Property and Equipment, Net	1,032,600	1,746
Other Asset		
License, Net of accumulated amortization	86,766	88,236
TOTAL ASSETS	$ 1,224,312	$ 97,292
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	1,021,890	125,000
Advances payable - related party	680,972	402,389
Total current liabilities	1,702,862	527,389
TOTAL LIABILITIES	1,702,862	527,389
STOCKHOLDERS' EQUITY (DEFICIT)		
Common stock; $1 par value; 10,000 shares authorized; 9,980 and 9,890 issued and outstanding as of March 31, 2011 and December 2010, respectively	9,980	9,890
Additional paid-in capital	287,238	62,328
Accumulated deficit	(775,768)	(502,315)
Total stockholders' deficit	(478,550)	(430,097)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	$ 1,224,312	$ 97,292

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

MIDWEST ENERGY EMISSIONS CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF OPERATIONS
FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2011 AND 2010
AND FOR THE PERIOD FROM DECEMBER 17, 2008 (INCEPTION) THROUGH MARCH 31, 2011
(UNAUDITED)

	FOR THE THREE MONTHS ENDED MARCH 31, 2011	FOR THE THREE MONTHS ENDED MARCH 31, 2010	DECEMBER 17, 2008 (INCEPTION) THROUGH MARCH 31, 2011
REVENUE - SERVICE	$ -	$ -	$ 314,025
COST OF REVENUE	-	-	121,041
GROSS PROFIT	-	-	192,984
OPERATING EXPENSES			
License maintenance fees	37,500	-	187,500
Research and development	102,418	-	228,252
Selling, general and administrative	115,008	1,774	413,439
TOTAL OPERATING EXPENSES	254,926	1,774	829,191
NET INCOME (LOSS) BEFORE OTHER EXPENSE	(254,926)	(1,774)	(757,241)
OTHER INCOME (EXPENSE)			
Interest Expense	(18,527)	-	(18,527)
Total other income (expense)	(18,527)	-	(18,527)
NET INCOME (LOSS)	$ (273,453)	$ (1,774)	$ (775,768)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	9,980	9,890	
BASIC AND DILUTED NET INCOME (LOSS) PER COMMON SHARE	$ (27.40)	$ (0.18)	

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

MIDWEST ENERGY EMISSIONS CORP.
(A DEVELOPMENT STAGE COMPANY)
STATEMENTS OF CASH FLOW
FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2011 AND 2010
AND FOR THE PERIOD DECEMBER 17, 2008 (INCEPTION) THROUGH MARCH 31, 2011
(UNAUDITED)

	FOR THE THREE MONTHS ENDED MARCH 31, 2011	FOR THE THREE MONTHS ENDED MARCH 31, 2010	DECEMBER 17, 2008 (INCEPTION) THROUGH MARCH 31, 2011
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income (loss)	$ (273,453)	$ (1,774)	$ (775,768)
Adjustments to reconcile net income (loss) to net cash used in operating activities:			
Stock based compensation	20,833	-	84,433
Amortization of license fees	1,470	1,470	13,234
Depreciation expense	134	-	179
Change in assets and liabilities			
Increase (decrease) in accounts payable	896,890	-	1,021,890
Increase (decrease) in other current liabilities	-	392	-
Net cash (used in) operating activities	645,874	88	218,968
CASH FLOWS USED IN INVESTING ACTIVITIES:			
Purchase of license	-	-	(100,000)
Purchase of equipment	(1,030,988)	-	(1,032,779)
Net cash provided by investing activities	(1,030,988)	-	(1,132,779)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Advances paid to related party	-	-	(32,515)
Proceeds received from related party advances	278,583	-	713,487
Proceeds from the issuance of common stock	100,000	-	100,000
Proceeds received from the issuance of common stock	-	-	8,618
Net cash provided by financing activities	378,583	-	789,590
NET INCREASE IN CASH AND CASH EQUIVALENTS	(6,531)	88	779
CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD	7,310	-	-
CASH AND CASH EQUIVALENTS - END OF PERIOD	$ 779	$ 88	$ 779
SUPPLEMENTAL CASH FLOW INFORMATION:			
Cash paid during the period for:			
Interest	$ -	$ -	
Taxes	$ -	$ -	
SUPPLEMENTAL DISCLOSURE OF NON-CASH TRANSACTIONS			
Stock issued for services	$ 125,000	$ 63,600	

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

MIDWEST ENERGY EMISSIONS CORP.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO THE FINANCIAL STATEMENTS
AS OF MARCH 31, 2011 AND 2010

Note 1 - Organization

On December 17, 2008, Midwest Emission Control Corp. (a corporation in the development stage) (the "Company") was incorporated in the State of North Dakota. The Company is engaged in the business of developing and commercializing state of the art control technologies relating to the capture and control of mercury emissions from coal fired boilers in the United States and Canada. In these notes, the terms "Midwest", "Company", "we", "us" or "our" mean Midwest Emissions Control Corp.

Note 2 - Summary Of Significant Accounting Policies

Basis of Presentation

These condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim consolidated financial information and with the instructions to Securities and Exchange Commission ("SEC") Form 10-Q and Article 8 of SEC Regulation S-X. The principles for interim consolidated financial information do not require the inclusion of all the information and footnotes required by generally accepted accounting principles for complete consolidated financial statements. Therefore, these consolidated financial statements should be read in conjunction with the Company's audited financial statements on Form 8-K for the years ended December 31, 2010 and 2009. The condensed financial statements included herein are unaudited; however, in the opinion of management, they contain all normal recurring adjustments necessary for a fair statement of the condensed results for the interim periods. Operating results for the three month period ended March 31, 2011 are not necessarily indicative of the results that may be expected for the year ending December 31, 2011. We made certain reclassifications to prior-period amounts to conform to the current presentation.

Development Stage Company

The Company is considered to be in the development stage as defined by ASC 915. The Company has devoted substantially all of its efforts to the corporate formation, the raising of capital and attempting to generate customers for the sale of the Company's products.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments and other short-term investments with maturity of three months or less, when purchased, to be cash equivalents.

Research and Development

The Company accounts for research and development costs in accordance with Accounting Standards Codification subtopic 730-10, Research and Development ("ASC 730-10"). Under ASC 730-10, all research and development costs must be charged to expense as incurred. Accordingly, internal research and development costs are expensed as incurred. Third-party research and development costs are expensed when the contracted work has been performed or as milestone results have been achieved. Company sponsored research and development costs related to both present and future products are expensed in the period incurred.

Property and Equipment

Property and equipment are stated at cost. When retired or otherwise disposed, the related carrying value and accumulated depreciation are removed from the respective accounts and the net difference less any amount realized from disposition, is reflected in earnings. For financial statement purposes, property and equipment are recorded at cost and depreciated using the straight-line method over their estimated useful lives of 3 to 5 years.

Expenditures for repairs and maintenance which do not materially extend the useful lives of property and equipment are charged to operations. When property or equipment is sold or otherwise disposed of, the cost and related accumulated depreciation are removed from the respective accounts with the resulting gain or loss reflected in operations. Management periodically reviews the carrying value of its property and equipment for impairment.

Recoverability of Long-Lived and Intangible Assets

The Company has adopted Accounting Standards Codification subtopic 360-10, Property, Plant and Equipment ("ASC 360-10"). ASC 360-10 requires that long-lived assets and certain identifiable intangibles held and used by the Company be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

Events relating to recoverability may include significant unfavorable changes in business conditions, recurring losses or a forecasted inability to achieve break-even operating results over an extended period. The Company evaluates the recoverability of long-lived assets based upon forecasted undiscounted cash flows. Should impairment in value be indicated, the carrying value of intangible assets would be adjusted, based on estimates of future discounted cash flows resulting from the use and ultimate disposition of the asset. ASC 360-10 also requires assets to be disposed of be reported at the lower of the carrying amount or the fair value less costs to sell.

Stock-Based Compensation

The Company accounts for stock-based compensation awards in accordance with the provisions of *Share-Based Payment*, which requires equity-based compensation, be reflected in the financial statements over the vesting period based on the estimated fair value of the awards. During the years ended March 31, 2011 and 2010, the Company had stock-based compensation expense related to issuances of stock to consultants of $20,833 and zero, respectively.

Fair Value of Financial Instruments

The Company's financial instruments include cash and other current liabilities. The fair value of these financial instruments approximate their carrying values due to their short maturities.

Foreign Currency Transactions

Transactions denominated in currencies other than the functional currency of the legal entity are re-measured to the functional currency of the legal entity at the period-end exchange rates. Any associated transactional currency re-measurement gains and losses are recognized in current operations. The reporting functional currency of the Company was U.S. dollars.

Revenue Recognition

The Company will record revenue from sales in accordance with ASC 605. The criteria for recognition are as follows:

1. Persuasive evidence of an arrangement exists;

2. Delivery has occurred or services have been rendered;

3. The seller's price to the buyer is fixed or determinable; and

4. Collectability is reasonably assured.

Determination of criteria (3) and (4) will be based on management's judgments regarding the fixed nature of the selling prices of the products delivered and the collectability of those amounts. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments will be provided for in the same period the related sales are recorded.

The Company earned revenue during 2009 from a subaward project from the University of North Dakota Energy and Environmental Research Center for "Full Scale Testing of Sorbent Injection Technology on Mercury Control." The Company recognized revenue for services performed upon completion of the test work and approval of the invoices submitted to the University of North Dakota Energy and Environment Research Center.

Basic and Diluted Loss Per Common Share

Basic net loss per common share is computed using the weighted average number of common shares outstanding. Diluted loss per share reflects the potential dilution from common stock equivalents, such as stock issuable pursuant to the exercise of stock options and warrants. There were no dilutive potential common shares as of December 31, 2010. Because the Company has incurred net losses and there are no potential dilutive shares, basic and diluted loss per common share are the same.

Recently Issued Accounting Standards

Management does not expect the adoption of recently issued accounting pronouncements to have a significant impact on our results of operations, financial position or cash flow.

Note 3 - Going Concern

The accompanying financial statements as of December 31, 2010 have been prepared assuming the Company will continue as a going concern. From the period of inception (December 17, 2008) through March 31, 2011, the Company has experienced a net loss, negative cash flows from operations and has an accumulated deficit of $775,768. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management intends to raise additional debt and/or equity financing to fund future operations. There is no assurance that its plan can be implemented; or that the results will be of a sufficient level necessary to meet the Company's ongoing cash needs. No assurances can be given that the Company can obtain sufficient working capital through borrowings or that the continued implementation of its business plan will generate sufficient revenues in the future to sustain ongoing operations.

The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result from the possible inability of the Company to continue as a going concern.

Note 4 - Property and Equipment

Property and equipment at March 31, 2011 and December 31, 2010 are as follows:

	2010	2009
Computer equipment	$ 1,312	$ 1,312
Equipment	1,031,467	479
	1,032,779	1,791
Less: accumulated depreciation	(179)	(45)
Property and equipment, net	$ 1,032,600	$ 1,746

The Company uses the straight-line method of depreciation over 3 to 10 years. During the years ended March 31, 2011 and 2010, depreciation expense charged to operations was $179 and zero, respectively.

Note 5 - License Agreement

On January 15, 2009, the Company entered into an "Exclusive Patent and Know-How License Agreement Including Transfer of Ownership" with the Center for Air Toxic Metals ("CATM") division of the Energy Environmental Research Center, (EERC), a non-profit entity. Under the terms of the Agreement, the Company has been granted an exclusive license for the technology to develop, make, have made, use, sell, offer to sell, lease, and import the technology in any coal-fired combustion systems (power plant) worldwide and to develop and perform the technology in any coal-fired power plant in the world. The patent "Sorbents of Oxidation and Removal of Mercury" was filed by EERC on August 22, 2005 and granted on October 14, 2008.

The Company paid $100,000 in 2009 for the right to use the patents and at the option of the Company can pay $1,000,000 for the assignment of the patents after January 15, 2011 or pay the greater of the license maintenance fees or royalties on product sales for continued use of the patents. The license maintenance fees are $100,000 due January 1, 2010, $150,000 due January 1, 2011 and $200,000 due January 1, 2012 and each year thereafter. The running royalties are $100 (USD) per one megawatt of electronic nameplate capacity and $100 (USD) per three megawatt per hour for the application to thermal systems to which licensed products or licensed processes are sold by the Company, associate and sublicensees. Running royalties are payable by the Company within 30 days after the end of each calendar year to the licensor and may be credited against license maintenance fees paid.

The Company is required to pay the licensor 35% of all sublicense income received by the Company, excluding royalties on sales by sublicensees. Sublicense income is payable by the Company within 30 day after the end of each calendar year to the licensor.

Note 6 - License

License costs capitalized as of March 31, 2011 and 2010 are as follows:

	2011	2010
License	$ 100,000	$ 100,000
	100,000	100,000
Less: accumulated amortization	13,234	11,764
License, net	$ 86,766	$ 88,236

The Company is currently amortizing its patents over their estimated useful life of 15 years when acquired. During the years ended March 31, 2011 and 2010, amortization expense charged to operations was $1,470, respectively.

In accordance with ASC 360-10, the Company is required to review their long-lived assets, which includes their identifiable intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount of a particular asset may not be recoverable. Based on the results of future undiscounted cash flows the Company determined that the fair value of the licenses exceeds the current book value of the license and therefore, no impairment exists.

Note 7 - Advances Payable – Related Party

As of March 31, 2011 and December 31, 2010, the Company had advances payable totaling $680,972 and $402,389 respectively, to a director of the Company. These advances are non-interest bearing, have no fixed terms of repayment and are unsecured.

Note 8 - Commitments And Contingencies

As discussed in Note 5, the Company has entered in an "Exclusive Patent and Know-How License Agreement Including Transfer of Ownership" that requires minimum license maintenance costs. The Company is planning on using the intellectual property granted by the patents for the foreseeable future. The license agreement is considered expired on the October 14, 2025, the date the patent expires.

On August 11, 2010, the Company entered into a Schedule of Payment Agreement with the EERC for the unpaid balances due for the license and license maintenance fees. This agreement called for monthly payments of $25,000 commencing in August 2010 and ending in May 2011. On April 19, 2011 a second Schedule of Payment Agreement was signed between the company and the EERC related to the 2011 license maintenance fees unpaid on that date. This agreement called for monthly payments of $25,000 beginning in July 2011 and ending in December 2011. The Company had a balance due the EERC of 200,000 as of March 31, 2011 and $125,000 as of December 31, 2010.

For the Period Ending March 31,	**License Maintenance Fees**
2012	$ 400,000
2013	200,000
2014	200,000
2015	200,000
2016	200,000
Thereafter	1,800,000
	$ 3,000,000

Note 9 - Equity

The Company was established with one classes of stock, voting common stock – 10,000 shares authorized at a par value of $1.

On December 18, 2008, the Company entered into a stock subscription agreement for the issuance 8,618 voting shares of common stock due from the Company's founder.

On October 8, 2009, the Company collected $4,167 ($1 per share) due from the Company's founder and issued 4,167 shares.

On August 31, 2010, the Company collected $4,451 ($1 per share) due from the Company's founder and issued 4,451 shares.

On January 2, 2010, the Company issued 1,272 shares to consultants for services rendered including engineering, scientific and technical advisory and business advisory services at a fair value of $63,600 ($50 per share). The value was based upon the contracted value of the services performed.

On March 14, 2011, the Company issued 40 shares to investors for $100,000 or $2,500 per share.

On March 16, 2011, the Company issued 50 shares to a consultant for a value of $125,000. The shares were valued at $2,500 per share based upon the latest sale of shares to unrelated third parties. No quoted market price was available to value the shares on the date they were granted.

The Company has not issued any options or warrants to date.

Note 10 - Tax

Effective January 1, 2009, the Company received approval from the Internal Revenue Service of its election to be treated as an S-Corporation. Under federal and North Dakota laws, taxes based on income of S-Corporations are payable by the stockholders, individually.

Note 11 - Subsequent Events

On April 18, 2011, the Company issued 20 shares to an investor for $50,000 or $2,500 per share.

On June 1, 2011, the Company entered into an Agreement and Plan of Merger with China Youth Media, Inc., pursuant to which at closing China Youth Media Merger Sub, Inc. (a wholly owned subsidiary of the China Youth Media, Inc. formed for the purpose of such transaction) will merge into Midwest, which will result in Midwest becoming a wholly-owned subsidiary of the China Youth Media, Inc. Upon closing, all of the outstanding shares of common stock of Midwest shall be converted, by virtue of the Merger, into such number of shares of Series B Convertible Preferred Stock (the "Merger Shares") of the Company so that the stockholders of Midwest will upon conversion of the Merger Shares own 90.0% of the China Youth Media, Inc. issued and outstanding capital stock after giving effect to the Merger. The Merger Agreement provides that 15% of the Merger Shares shall be held in escrow following the closing for a period of up to 150 days subject to the achievement of certain performance milestones. For accounting purposes and assuming achievement of certain performance milestones by Midwest Energy Emissions, Corp., the Merger will be treated as a reverse merger and a recapitalization of China Youth Media, Inc.

On June 21, 2011, the Company entered into an Agreement and Plan of Merger (the "Merger Agreement") with Midwest Energy Emissions Corp., a North Dakota corporation ("Midwest Energy Emissions") pursuant to which at closing China Youth Media Merger Sub, Inc., the Company's wholly-owned subsidiary formed for the purpose of such transaction (the "Merger Sub"), would merge into Midwest Energy Emissions , the result of which Midwest Energy Emissions would become the Company's wholly-owned subsidiary (the "Merger"). The Merger closed effective on June 21, 2011 (the "Closing"). As a result of the Closing and the Merger, the Merger Sub merged with and into Midwest Energy Emissions with Midwest Energy Emissions surviving. Effective at the time of the Closing, Midwest Energy Emissions changed its name to MES, Inc. For accounting purposes, the Merger was treated as a reverse merger and a recapitalization of the Company. The recapitalization required pursuant to this merger resulted in a negative additional paid-in capital balance.

In connection with the transactions contemplated by the Merger Agreement, and pursuant to Midwest Energy Emissions' obligations under a Business Consulting Agreement dated March 18, 2011, on July 6, 2011, we issued 5,000,000 (45,455 post Reverse Stock Split) shares of our common stock to Eastern Sky, LLC as compensation for consulting services rendered in connection with the transaction. The shares were valued at $77,500.

On July 6, 2011, we issued 2,008,365 (18,258 post Reverse Stock Split) shares of our common stock to The Lebrecht Group, APLC as compensation for legal services rendered in connection with the Merger Agreement. The shares were valued at $31,130.

On September 12, 2011, the Company created a third series of preferred stock consisting of 22,000 shares and was designated as the "Series C Convertible Preferred Stock". Each share of Series C Convertible Preferred Stock is convertible into 10,000 (approximately 90.90 post Reverse Stock Split) shares of our common stock.

On September 13, 2011, the Company issued 30 units with each unit consisting of 110 shares of Series C Convertible Preferred Stock to investors for $300,000 or $10,000 per unit.

From September 23 through October 7, 2011, the Company issued 20.75 units with each unit consisting of 110 shares of Series C Convertible Preferred Stock to investors for $207,500 or $10,000 per unit.

Pursuant to a Certificate of Amendment to our Certificate of Incorporation filed with the State of Delaware and effective as of October 7, 2011, the Company (i) changed its corporate name from “China Youth Media, Inc.” to “Midwest Energy Emissions Corp.”, and (ii) effected a reverse stock split of all the outstanding shares of our common stock at an exchange ratio of one for one hundred ten (1:110) (the “Reverse Stock Split”) and changed the number our authorized shares of common stock, par value $.001 per share, from 500,000,000 to 100,000,000 (the “Authorized Share Amendment”). As a result of the Reverse Stock Split and Authorized Share Amendment, all outstanding shares of Series B Convertible Preferred Stock and Series C Convertible Preferred Stock automatically converted into shares of common stock. No adjustment to share or per share amounts has been reflected in the accompanying financial statement which resulted from the Reverse Stock Split.

Effective as of October 10, 2011, the Company and Richard H. Mr. Gross entered into an employment agreement pursuant to which Mr. Gross agreed to be employed by the Company as Chief Financial Officer for a period of one year which may be renewed subject to the approval by the Board. The Company also agreed to grant Mr. Gross 50,000 shares of common stock as a signing bonus which will vest one year from the effective date of the employment agreement.

Effective as of October 17, 2011, the Company and John F. Norris, Jr. entered into an employment agreement pursuant to which Mr. Norris agreed to be employed by the Company as Chief Executive Officer and Chairman for a period of three years which may be renewed subject to the approval by the Board. The Company also agreed to grant Mr. Norris 1,500,000 shares of common stock as a signing bonus, from which 500,000 shares will vest on October 1, 2012, 500,000 shares will vest on October 1, 2013, and 500,000 shares will vest on October 1, 2014, or upon a change of control of the Company.

Effective as of November 1, 2011, the Company and R. Alan Kelley entered into an employment agreement pursuant to which Mr. Kelley agreed to be employed by the Company as President and Chief Operating Officer for a period of three years which may be renewed subject to the approval by the Board. The Company also agreed to grant Mr. Kelley 500,000 shares of common stock as a signing bonus which will vest one year from the effective date of the employment agreement or upon a change of control of the Company.

During November 2011, $534,000 in cash was advanced to the Company by certain third party investors for working capital purposes. All of the investors are expected to sign subscriptions agreements converting the advances to common stock at $1 per share in the quarter ending December 31, 2011. The Company recorded the transactions as advances payable that bear interest at 9%, have no fixed terms of repayment and are unsecured.

In accordance with ASC 855, the Company evaluated subsequent events through December 2, 2011, the date these financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosure in these financial statements

CHINA YOUTH MEDIA, INC.
INTRODUCTION TO PRO FORMA
CONDENSED COMBINED FINANCIAL STATEMENTS
(UNAUDITED)

Pro Forma Financial Information.

The following unaudited pro forma condensed combined financial statements give effect to the merger between China Youth Media, Inc. ("China Youth") and Midwest Energy Emissions Control Corp ("Midwest") in accordance with ASC 805-20. The transaction contemplated under the merger agreement is deemed to be a reverse acquisition, where China Youth Media, Inc. (the legal acquirer) is considered the accounting acquiree and Midwest Energy Emissions Corp. (the legal acquiree) is considered the accounting acquirer. The assets and liabilities of Midwest are recorded at their historical cost with the capital structure of China Youth Media, Inc. No goodwill will be recorded in the transaction. China Youth is deemed a continuation of the business of Midwest and the historical financial statements of Midwest will become the historical financial statements of China Youth Media, Inc. The unaudited pro forma information is presented for illustration purposes only in accordance with the assumptions set forth below and in the notes to the pro forma condensed combined financial statements.

The unaudited pro forma condensed combined balance sheet as of March 31, 2011 combines the balance sheets of China Youth and Midwest and gives pro forma effect to (i) China Youth's conversion of convertible notes and accrued salary as if the conversion had occurred March 31, 2011, (ii) the issuance of 20 shares of common stock by Midwest for $50,000 as if the transaction had occurred on March 31, 2011, (iii) the decision to discontinue China Youth's subsidiaries as if the decision had been made on March 31, 2011, and (iv) the reverse merger between China Youth and Midwest, in which Midwest is deemed to be the acquiring entity for accounting purposes, as if the reverse merger had been completed as of March 31, 2011. The unaudited pro forma condensed combined statements of operations for the year ended December 31, 2010 and the three month period ended March 31, 2011 combines the statement of operations of China Youth Media, Inc. and Midwest and gives pro forma effect to these transactions as if they were completed on December 31, 2010.

The unaudited pro forma balance sheet and statements of operations should be read in conjunction with the separate historical financial statements of Midwest, which was filed on Form 8-K on June 27, 2011 and the historical financial statements of the China Youth, as filed with the Securities and Exchange Commission and issued on Form10-K and 10-Q for the year ended December 31, 2010 and for the period ended March 31, 2011. These pro forma condensed combined financial statements may not be indicative of what would have occurred if the acquisition had actually occurred on the indicated dates and they should not be relied upon as an indication of future results of operations.

CHINA YOUTH MEDIA, INC.
PRO FORMA CONDENSED BALANCE SHEETS
MARCH 31, 2011
(UNAUDITED)

	Midwest Energy Emissions Corp.	China Youth Media, Inc.	Pro Forma Adjustments	Pro Forma Combined
ASSETS				
CURRENT ASSETS				
Cash	$ 779	$ 53,530	$ -	$ 54,309
Accounts receivable, net	-	1,181	-	1,181
Other current assets	104,167	1,852	-	106,019
Total current assets	104,946	56,563	-	161,509
Property and Equipment, Net	1,032,600	35,946	-	1,068,546
Other Asset				
Intangible assets, net of accumulated amortization	86,766	2,000	-	88,766
TOTAL ASSETS	$ 1,224,312	$ 94,509	$ -	$ 1,318,821
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)				
CURRENT LIABILITIES				
Accounts payable and accrued expenses	$ 1,021,890	$ 372,412	$ -	$ 1,394,302
Advances payable - related party	680,972	-	-	680,972
Note payable - related party	-	140,242	-	140,242
Total current liabilities	1,702,862	512,654	-	2,215,516
Note payable	-	50,000	-	50,000
Beneficial conversion feature	-	(116,071)	-	(116,071)
TOTAL LIABILITIES	1,702,862	446,583	-	2,149,445
STOCKHOLDERS' EQUITY (DEFICIT)				
Preferred stock				
Series A Preferred Stock	-	-	-	-
Series B Preferred Stock	-	-	10	10
Common stock	9,980	334,727	(9,980)	334,727
Additional paid-in capital	287,238	23,746,266	(24,423,097)	(389,593)
Accumulated other comprehensive income	-	(16,525)	16,525	-
Accumulated deficit	(775768)	(24,416,542)	24,416,542	(775,768)
Total stockholders' deficit	(478,550)	(352,074)	-	(830,624)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	$ 1,224,312	$ 94,509	$ -	$ 1,318,821

(A) Represents the effect of the reverse merger on Stockholders’ Equity (Deficit).

CHINA YOUTH MEDIA, INC.
PRO FORMA CONDENSED STATEMENT OF OPERATIONS
MARCH 31, 2011
(UNAUDITED)

	Midwest Energy Emissions Corp.	China Youth Media, Inc.	Pro Forma Adjustments	Pro Forma Combined
REVENUE				
Sales	$ -	$ -	$ -	$ -
Total revenue	-	-	-	-
OPERATING EXPENSES				
License Maintenance Fees	37,500	-	-	37,500
Research and development	102,418	-	-	102,418
Selling, general and administrative expenses	115,008	-	-	115,008
Total operating expenses	254,926	-	-	254,626
Operating loss	(254,926)	-	-	(254,926)
Other Income (expense)				
Interest income (expense)	(18,527)	-	-	(18,527)
Total other income (expense)	(18,527)	-	-	(18,527)
NET LOSS FROM CONTINUING OPERATIONS	(273,453)	-	-	(273,453)
NET LOSS FROM DISCONTINUED OPERATIONS	-	(140,251)	-	(140,251)
NET LOSS	(273,453)	(140,251)	-	(413,704)
Comprehensive Loss				
Foreign currency translation adjustment	-	(16,525)	-	(16,525)
Net loss	(273,453)	(140,251)	-	(413,704)
COMPREHENSIVE LOSS	$ (273,453)	$ (156,776)	$ -	$ (430,229)
NET LOSS PER COMMON SHARE - BASIC AND DILUTED:				
CONTINUING OPERATIONS				-
DISCONTINUED OPERATIONS				-
				$ -
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING				334,727,476

CHINA YOUTH MEDIA, INC.
PRO FORMA CONDENSED STATEMENT OF OPERATIONS
DECEMBER 31, 2010
(UNAUDITED)

	Midwest Energy Emissions Corp.	China Youth Media, Inc.	Pro Forma Adjustments	Pro Forma Combined
REVENUE				
Sales	$ 7,000	$ -	$ -	$ 7,000
Total revenue	7,000	-	-	7,000
OPERATING EXPENSES				
License Maintenance Fees	100,000	-	-	100,000
Research and development	125,834	-	-	125,834
General and administrative expenses	97,194	-	-	97,194
Professional Fees	149,655	-	-	149,655
Amortization of license fees	5,882	-	-	5,882
Total operating expenses	478,565	-	-	478,565
Operating loss	(471,565)	-	-	(471,565)
Other Income (expense)				
Interest income (expense)	-	-	-	-
Total other income (expense)	-	-	-	-
NET LOSS FROM CONTINUING OPERATIONS	(471,565)	-	-	(471,565)
NET LOSS FROM DISCONTINUED OPERATIONS	-	(4,117,192)	-	(4,117,192)
NET LOSS	(471,565)	(4,117,192)	-	(4,588,757)
Comprehensive Loss				
Foreign currency translation adjustment	-	(705)	-	(705)
Net loss	(471,565)	(4,117,192)	-	(4,588,757)
COMPREHENSIVE LOSS	$ (471,565)	$ (4,117,897)	$ -	$ (4,589,462)
NET LOSS PER COMMON SHARE - BASIC AND DILUTED:				
CONTINUING OPERATIONS				(0.00)
DISCONTINUED OPERATIONS				(0.03)
				$ (0.03)
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING				159,365,971