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

Form 10-K

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

FOR THE FISCAL YEAR ENDED: **DECEMBER 31, 2009**
COMMISSION FILE NUMBER: **000-33067**

CHINA YOUTH MEDIA, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**87-0398271**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

4143 Glencoe Avenue, Marina Del Rey, CA 90292
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(310) 728-1450**

Securities registered pursuant to Section 12(b) of the Act: None.

Securities registered pursuant to Section 12(g) of the Act: Common Stock, $.001 par value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act.

Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☐ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes ☐ No ☒

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant as of June 30, 2009, the last business day of the registrant's most recently completed second fiscal quarter, was approximately $3,809,080. The number of shares outstanding of the Common Stock ($.001 par value) of the Registrant as of the close of business on March 25, 2010 was 158,631,461.

DOCUMENTS INCORPORATED BY REFERENCE: NONE

CHINA YOUTH MEDIA, INC.

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PART I

ITEM 1. *Description of Business*

Overview

China Youth Media, Inc.

China Youth Media, Inc. is a China focused youth marketing and media company whose business is to deliver advertising and content to one of the most sought after and fastest growing demographics in the world. We have secured exclusive rights from the Chinese government controlled corporation, China Youth Interactive Cultural Media, which position us to market to China's student population with access online, on campus and on mobile. Our strategy is to provide advertisers and corporations with direct and centralized access to this coveted consumer group through a dedicated Intranet Television Network (ITVN) media portal called "Koobee," campus events and advanced mobile marketing.

Content Syndication Services

China Youth Media plans to syndicate its youth oriented content to delivery platforms across China. We plan to provide our content to China's fixed line subscribers across the country through two options: on an à la carte channel subscription basis, and as part of a bundled broadband service.

Koobee

The cornerstone of our China youth marketing strategy is an advertising supported ITVN media portal called Koobee. Koobee.com is a venue designed for marketers to deliver traditional TV spots and new media advertising campaigns to a targeted demographic in one of the world's fastest growing broadband markets estimated to total more than 30 million. The student population in China is a valuable but difficult to reach consumer group. Koobee delivers a solution for advertisers and corporations to reach the most active online community in China and a key segment of the world's largest youth market.

Koobee offers a sports channel featuring All Sports Network (ASN) content from the NFL, NHL, and Pac 10 and Big Ten games; a music channel by BTTV, a popular youth lifestyle and music entertainment TV channel in China; a travel and leisure channel by Quest USA; and a fashion channel featuring "China's Next Top Model," part of the international Top Model franchise and based on the hit "America's Next Top Model."

On Campus

China Youth Media plans to offer marketers an opportunity to sponsor live events and showcase their brands with international touring acts. We also plan to offer coordinated Internet and campus event campaigns that will bring international touring acts and sponsors directly to China's college students with live ITVN broadcast straight into their dorm rooms.

Mobile

Our partner China Youth Interactive has secured a national mobile video and advertising license. Our plan is to deploy an advanced mobile media and advertising delivery system catering specifically to China's youth market.

We are organized in a single operating segment with no long-lived assets outside of the United States of America. All of our revenues to date have been generated in the United States. Revenue sources could be from distribution of content, advertising and licensing.

Organizational History

China Youth Media, Inc. was organized under the laws of the State of Utah on July 19, 1983 under the name of Digicorp. On February 22, 2007, we changed the Company's domicile from the State of Utah to the State of Delaware effected by the merger of the Company, a Utah corporation, with and into, Digicorp, Inc., a newly formed wholly owned subsidiary of the Company that was incorporated under the Delaware General Corporation Law for the purpose of effecting the change of domicile.

The Company changed its name from “Digicorp, Inc.” to “China Youth Media, Inc.” (the “Corporate Name Change”) pursuant to a Certificate of Amendment to our Certificate of Incorporation filed with the State of Delaware which took effect as of October 16, 2008. As a result of the Corporate Name Change, our stock symbol changed to “CHYU” with the opening of trading on October 16, 2008 on the OTCBB.

References in this document to the “Company,” “we,” “us,” and “our” refer to China Youth Media, Inc. and its direct and indirect wholly-owned subsidiaries.

Youth Media (BVI) Limited

On May 8, 2008, under the laws of the British Virgin Islands, the Company formed Youth Media (BVI) Limited ("YM BVI"). YM BVI is a wholly-owned subsidiary of the Company and was established to be the holding company for YMHK and YMBJ (as identified below).

Youth Media (Hong Kong) Limited and Youth Media (Beijing) Limited

Youth Media (Hong Kong) Limited ("YMHK"), a company organized under the laws of Hong Kong on May 19, 2008, and Youth Media (Beijing) Limited (“YMBJ”), a company organized under the laws of the People's Republic of China on December 10, 2008, are wholly-owned subsidiaries of YM BVI and were formed by the Company to take advantage of its shift in business to aggregation and distribution of international content and advertising for Internet or online consumption in China.

PerreoRadio.com

PerreoRadio.com is our wholly-owned and operated website targeted to the young, urban Latino demographic offers online radio shows, podcasts, music, and music videos.

Rebel Crew Films, Inc.

Rebel Crew Films is a wholly-owned subsidiary of the Company and was organized under the laws of the State of California on August 7, 2002. In January 2008, the Company entered into a license and distribution agreement with Westlake Entertainment, Inc. which effectively shifted all day-to-day operations related to our home video library (the "Westlake Agreement"). Effective the date of the Westlake Agreement, Rebel Crew Films ceased operations and is currently maintained as a corporation in good standing with no operations.

Significant Transactions During The Year Ended December 31, 2009

Content Aggregation for China Telecom and China Unicom in Hunan Province, China

On March 23, 2010, the Company executed a syndication agreement with a key content aggregator for China Telecom and China Unicom in Hunan Province, China. Pursuant àla carte channel subscription basis, and as part of bundled broadband service. The contract provides for payment on a per subscriber per month basis.

X Games and Footprint Worldwide

On October 5, 2009 the Company executed a Content Distribution Agreement (the "X Games Agreement") with Branded entertainment company Footprint Worldwide which whom has signed a deal with ESPN, Inc.’s action sports franchise, X Games, to license video content for exclusive distribution across the Company’s university campus network koobee.com.

China Youth Interactive Cultural Media (CYI)

On June 10, 2008 our subsidiary, YMHK, entered into a Cooperation Agreement (the "Cooperation Agreement") with China Youth Net Technology (Beijing) Co., Ltd. ("CYN"), China Youth Interactive Cultural Media (Beijing) Co., Ltd. ("CYI") and China Youth Net Advertising Co. Ltd. ("CYN Ads") to cooperate with each other to develop, build and operate a fully managed video and audio distribution network under the auspices of CYN (the "Campus Network"). In addition, CYN and CYI have agreed to exclusively grant YMHK the following rights during the term of the Cooperation Agreement: exclusive right to advertise on the Campus Network; exclusive right to sell and operate the commercial campus marketing events; right to provide foreign commercial content to the Campus Network; and enjoy the rights with respect to the setup, operation, maintenance and expansion of the Campus Network according to a separate commercial and technical services agreement. On July 3, 2009, YMHK entered into a new Cooperation Agreement (the "2009 Cooperation Agreement"), with China Youth Interactive Cultural Media (Beijing) Co., Ltd. ("CYI") and China Youth Net Advertising Co. Ltd. ("CYN Ads") which replaced the Cooperation Agreement entered into on June 10, 2008 among YMHK, China Youth Net Technology (Beijing) Co., Ltd. ("CYN"), CYI and CYN Ads pursuant to which the parties agreed to cooperate with each other to develop, build and operate a fully managed video and audio distribution network based on, including but not limited to, the China Education and Research Network, the broadband network infrastructure built in schools, universities and other education institutions in China (the "Campus Network"). The 2009 Cooperation Agreement has a term of 20 years with an optional renewal term of 10 years.

WinTV and the English Premier League

In August 2009, the Company entered into an agreement (the "EPL Agreement") with WinTV, a subscription channel in China run by state-owned Guangdong Provincial Television pursuant to which the Company secured the online rights to distribute the 2009-2010 season of the English Premier League ("EPL"). The EPL Agreement is part of a licensing agreement between YMHK and WinTV.

New China Media

On June 2, 2008, the Company entered into a Content License Agreement with New China Media, YGP, LLC and TWK Holdings, LLC (New China Media, YGP and TWK collectively referred to as "Content Providers") providing for the assignment by the Content Providers and the assumption by us of certain rights of the Content Providers for the territory of the People's Republic of China ("PRC") to use, transmit and publicly display via the Internet certain content. On January 8, 2009, the Content License Agreement was extended by an additional eight (8) years for a total of ten (10) years.

Xinhua Sports and Entertainment Limited (formerly Xinhua Finance Media Limited)

On December 26, 2008, our subsidiaries YMHK and YMBJ entered into a Joint Venture Agreement (the "Joint Venture Agreement") with CYI and Xinhua Sports & Entertainment Limited ("XSEL"), formerly known as Xinhua Finance Media Limited, to develop business opportunities contemplated by the Cooperation Agreement YMHK entered into on June 10, 2008 with CYN, CYI and CYN Ads. The Joint Venture Agreement provides working capital for the purposes of deploying and marketing the Campus Network. The Joint Venture Agreement provides working capital for a minimum of twelve months ending December 31, 2009. The Joint Venture Agreement provides that YMHK and YMBJ shall be obligated on a joint and several basis, following written notice from XSEL, to return, repay or reimburse, as the case may be, all of the working capital provided by XSEL, upon demand by XSEL in the sole discretion of XSEL, together with interest accrued at an annual rate of 7 percent. As of the December 31 2009, the Joint Venture Agreement had provided working capital of $2,377,312. An additional $90,000 was provided subsequent to the 2009 fiscal year end.

Recent Developments

Although written demand for payment has not yet been made, we have been advised by XSEL that it will not provide any additional funds to YMHK under the Joint Venture Agreement. As a result, we are seeking additional financing to fund our operations. In addition, we have made overtures to XSEL to restructure the debt obligations of our subsidiaries, YMHK and YMBJ. To date, all such efforts have been unsuccessful. While we believe that the Joint Venture Agreement provides that any and all amounts due to XSEL are not due until twelve months after written demand for payment has been made which demand has not yet been provided, XSEL may claim that such amounts are immediately due and payable based upon certain other language in the Joint Venture Agreement. While we believe such is contrary to the terms of the Joint Venture Agreement, no assurance can be given that we will prevail in the event our interpretation is challenged in any legal proceeding. In addition, no assurance can be made that we will be able to obtain additional financing on acceptable terms, if at all. In this regard, unless we are able to restructure the existing debt obligations of our subsidiaries, YMHK and YMBJ, to XSEL, we believe our ability to obtain any such additional financing will be significantly impaired.

As a result of the foregoing, we have recently substantially reduced our operations and terminated various employees in our subsidiary, YMBJ. While we are trying to maintain limited operations, no assurance can be made that we will be able to continue our business operations for more than a limited period of time, including but not limited to maintaining our ITVN media portal called Koobee. Because of these recent developments, we may be forced to further scale down or possibly cease all business operations, as a result of which investors could lose their investment.

Revenues

During the year ended December 31, 2009, the Company, including its subsidiaries, generated revenue primarily from digital content distribution and website ad revenue.

During the fiscal year 2009, the Company generated almost exclusively all of its revenue through the production and distribution of digital content. In the past, the Company, through its subsidiary Rebel Crew Films, generated revenue through the direct sales of its licensed home video library and licensing agreements with third parties that distributed the Company's licensed content. The Company plans to use a significant portion of its resources going forward to the aggregation and distribution of international content and advertising for Internet consumption in China. Consequently, in January 2008 and as described above, the Company entered into a license and distribution agreement with Westlake Entertainment, Inc. which effectively shifted all manufacturing and distribution of its home video library to Westlake Entertainment along with all day-to-day operations related to its home video library. Effective the date of the Westlake Agreement, Rebel Crew Films ceased operations and is currently maintained as a corporation in good standing with no operations.

Customers

We believe that significant opportunities exist in the China Internet advertising space, and we are planning to pursue this potential source of revenue.

Our target customers are:

- *Advertising Agencies with China operations*, including Dentsu, Ogilvy, and Universal McCann;
- *Media Planners*, such as MindShare China and Zenith;
- *Large Brands*, such as Nike, Proctor & Gamble, LG, Samsung, Lenovo, Starbucks, and Levi's;

- *Premium Advertisers and Content Owners*, including advertising agencies like WPP, Omnicom and Interpublic; content owners with their own advertising, such as NBC, CBS, ABC and The New York Times; and infomercial creators, like QVC and Williams Group;
- *Independent* producers, artists, designers and filmmakers who own untapped content; and
- *Advertising Networks*, including Advertising.com, ValueClick, ClickBooth, CJ.com and Zedo.

Sales and Marketing

The goal of our sales and marketing effort is to develop sales opportunities by increasing the awareness of Koobee among students, advertisers and content owners.

A key component of our strategy is the continued building of broad acceptance of Koobee by students. We are planning a multi-faceted marketing campaign to follow the launch of Koobee and encourage users to frequent our web portal and associated services.

Competition

We operate in the market for media products, services and content development and delivery, which is a highly competitive market characterized by rapid change, converging technologies, and increasing competition from companies offering communication, video, music, on-demand information and entertainment services integrated into other products and media properties.

The principal competitive factors relating to attracting and retaining users include the quality of our video content and relevance of advertising; the effectiveness and efficiency of our marketing services; the accessibility, integration and personalization of the online services that we offer; and the creativity of the marketing solutions that we offer.

There are many popular video websites available in China: Tudou, Rox, 6Rooms, Pomoho , 56.com

- Almost all of these sites are comparable to YouTube: content is mostly user generated (UGC)

Other competitors include major portals such as Baidu, Sina, Tom Online, TenCent

- This group is similar to US portals such as Yahoo! and include but do not focus on video
- These portals are highly popular as search engines and carry feeds from major news and entertainment sources
- These sites have large advertising sales staffs with established relationships to ad agencies

China Central Television (CCTV), Shanghai Media Group, Hunan TV and other major broadcasters in mainland China offer programming that is a mix of comedy, sports and drama shows, the majority of which consists of soap operas and other Chinese content. Broadcasted international content is limited by Chinese law.

We also face competition from companies focused on markets where expertise in a particular segment of the market (e.g., radio, internet, television) may provide them a competitive advantage.

Seasonality

Our performance may be affected by seasonal revenue fluctuations and variation in demand between local and national advertisers. The Company's revenues may vary throughout the year.

Government Regulation

In the United States, we are not aware of any existing or probable governmental regulations that may have a material effect on the normal operations of our business. There also are no relevant environmental laws that require compliance by us that may have a material effect on the normal operations of the business.

The regulatory framework for the online industry in China that we and or that our partners operate under is governed and controlled by several government ministries and agencies. For the purposes of our business operations in China, the ministries and agencies which we may operate under include but are not limited to:

- The China Youth League
- The Ministry of Public Security
- The PRC State Administration of Radio, Film and Television
- The Movie and Television Network Center of China Youth League
- The Telecommunication Administrative Bureau of Beijing, China

The various ministries and agencies have issued rules and regulations that regulate a number of different areas of the online business in China, which we discuss below:

Foreign Ownership Restrictions

PRC regulations currently limit foreign ownership of companies that provide Internet content and related services, including operating a content website.

License Requirements

There are a number of aspects to the operation of Koobee and the operations of our wholly owned subsidiaries Youth Media (Hong Kong) Limited and Youth Media (Beijing) Limited, which require licenses from various PRC regulatory authorities. The ability to operate in China is dependent on our partners complying with PRC regulations related to licensing requirements and maintaining good standing status with the associated PRC government ministries.

Regulation of Internet Content

The PRC government has in place rules and regulations that govern Internet content that are supervised by a number of ministries and agencies. These rules and regulations specifically prohibit Internet activities such as the operation of content websites that result in the publication of content that is found to, among other things, propagate obscenity, violence, instigate crime, undermine the cultural traditions of the PRC, or compromise State security. If any website violates these rules and regulations, the PRC government may shut down their website.

Regulation of Information Security

Internet content in China is regulated and restricted by several ministries and agencies of the PRC government. According to PRC regulations, the following actions are subject to criminal punishment in China: (1) improper entry into a computer or system of strategic importance; (2) dissemination of politically disruptive information; (3) leaking State secrets; (4) spreading of false commercial information or information deemed to be destabilizing to the State; or (5) infringing on intellectual property rights. In particular, the Ministry of Public Security has direct supervision and inspection rights, with respect to the aforementioned, over all Internet websites in China and thus we may be subject to their jurisdiction. Any entity that operates a website in China that violates these rules and regulations may result in the PRC government shutting down their website.

Regulation of Content Import

Importing content from abroad and into China is regulated by several ministries and agencies of the PRC government, some of which require that copyright license content agreements be approved and registered with a government agency. Our ability to operate in China is dependent on our partners complying with PRC regulations related to the import of content, registration, if necessary, with the proper PRC government ministries, and maintaining good standing status with the associated PRC government ministries.

Regulation of Advertising

According to PRC laws and regulations, in order to conduct an advertising business, a company must have an approved business scope that covers such businesses. We source our advertising business through our strategic partnerships, including our partnership with Xintai Huade Advertising Company, which to our knowledge, is licensed to conduct such business.

Regulation of Privacy

PRC law does not prohibit Internet content providers from collecting and analyzing personal information from their users. PRC law prohibits Internet content providers from disclosing to any third parties any information transmitted by users through their networks unless otherwise permitted by law. If any such Internet content provider violates these regulations, penalties may be imposed and the Internet content provider may be liable for damages caused to its users.

Employees

As of December 31, 2009, we had 13 full time employees in the United States and China. None of our employees are covered by a collective bargaining agreement. We believe that relations with our employees are good.

Available Information

We file with or submit to the SEC annual, quarterly and current periodic reports, proxy statements and other information meeting the informational requirements of the Exchange Act. You may inspect and copy these reports, proxy statements and other information, as well as the registration statement and related exhibits and schedules, at the Public Reference Room of the SEC at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet website that contains reports, proxy and information statements and other information filed electronically by us with the SEC which are available on the SEC's website at www.sec.gov. Copies of these reports, proxy and information statements and other information may be obtained, after paying a duplicating fee, by electronic request at the following e-mail address: publicinfo@sec.gov, or by writing the SEC's Public Reference Section, 100 F Street, N.E., Washington, D.C. 20549.

ITEM 1A. *Risk Factors*

Our business involves a high degree of risk. In addition to other information in the Form 10-K, potential investors should carefully consider the risks and uncertainties described below and the other information in this report before deciding whether to invest in shares of our common stock. Each of the following risks may materially and adversely affect our business, results of operations and financial condition. These risks may cause the market price of our common stock to decline, which may cause you to lose all or a part of the money you paid to buy our common stock.

RISKS RELATED TO OUR BUSINESS

We have a history of losses which may continue and which may negatively impact our ability to achieve our business objective and our financial results.

For the year ended December 31, 2009 and 2008, we generated revenues of $7,000 and $107,000, respectively, and incurred net losses of $9.3 million and $3 million, respectively. At December 31, 2009, we had a working capital deficit of $836,000 and an accumulated deficit of $20.1 million. Our failure to increase our revenues significantly or improve our gross margins will harm our business. Even if we do achieve profitability, we may not be able to sustain or increase profitability on a quarterly or annual basis in the future. If our revenues grow more slowly than we anticipate, our gross margins fail to improve, or our operating expenses exceed our expectations, our operating results will suffer.

Various conditions raise substantial doubt about our ability to continue as a going concern; Need For Additional Financing.

At December 31, 2009, we had an accumulated deficit of approximately $20.1 million and a working capital deficit of $836,000. During the year ended December 31, 2009, we incurred a loss of $9.3 million. During the year ended December 31, 2009, we primarily relied upon debt investments to fund our operations. These conditions raise substantial doubt about our ability to continue as a going concern.

We are actively seeking sources of additional financing in order to maintain and potentially expand our operations and to fund our debt repayment obligations. Even if we are able to obtain funding, there can be no assurance that a sufficient level of sales will be attained to fund such operations or that unbudgeted costs will not be incurred. Future events, including the problems, delays, expenses and difficulties frequently encountered by similarly situated companies, as well as changes in economic, regulatory or competitive conditions, may lead to cost increases that could make the net proceeds of any new funding and cash flow from operations insufficient to fund our capital requirements. There can be no assurances that we will be able to obtain such additional funding from management or other investors on terms acceptable to us, if at all. Additional financings, or the possible conversion of any of our debt obligations into equity, will result in dilution for then current stockholders. In addition, see Part I, Item 1 "Recent Developments" for information on certain matters which may jeopardize our ability to continue operations.

The reliance of our network connectivity and interoperability services and content services on third-party communications infrastructure, hardware and software exposes us to a variety of risks we cannot control.

The success of our network connectivity and interoperability services and content services depends on our network infrastructure, including the capacity leased from telecommunications suppliers. In particular, we rely on telecommunications providers for leased long-haul and local loop transmission capacity. Our business also depends upon the capacity, reliability and security of the infrastructure owned by third parties that is used to connect telephone calls.

We have no control over the operation, quality or maintenance of a significant portion of that infrastructure or whether or not those third parties will upgrade or improve their equipment. We depend on these companies to maintain the operational integrity of our connections. If one or more of these companies is unable or unwilling to supply or expand its levels of service to us in the future, our operations could be severely interrupted. In addition, rapid changes in the telecommunications industry have led to the merging of many companies. These mergers may cause the availability, pricing and quality of the services we use to vary and could cause the length of time it takes to deliver the services that we use to increase significantly.

Undetected or unknown defects in our services could harm our business and future operating results.

Services as complex as those we offer or develop frequently contain undetected defects or errors. Despite testing, defects or errors may occur in our existing or new services, which could result in loss of or delay in revenues, loss of market share, failure to achieve market acceptance, diversion of development resources, and injury to our reputation, any of which could harm our business. The performance of our services could have unforeseen or unknown adverse effects on the networks over which they are delivered as well as on third-party applications and services that utilize our services, which could result in legal claims against us, harming our business. Furthermore, we often provide implementation, customization, consulting and other technical services in connection with the implementation and ongoing maintenance of our services, which typically involves working with sophisticated software, computing and communications systems. Our failure or inability to meet customer expectations in a timely manner could also result in loss of or delay in revenues, loss of market share, failure to achieve market acceptance, injury to our reputation and increased costs.

If we encounter system interruptions, we could be exposed to liability and our reputation and business could suffer.

We depend on the uninterrupted operation of various systems, secure data centers and other computer and communication networks. Our systems and operations are vulnerable to damage or interruption from:

- Power loss, transmission cable cuts and other telecommunication failures;
- Damage or interruption caused by fire, earthquake, and other natural disasters;
- Computer viruses or software defects;
- Physical or electronic break-ins, sabotage, intentional acts of vandalism, terrorist attacks and other events beyond our control.

Most of our systems are located at our facilities in Marina Del Rey, California, Downtown Los Angeles, California, and Beijing, China, all of which are susceptible to earthquakes. Any damage or failure that causes interruptions in any of these facilities or our other computer and communications systems could materially harm our business. Although we carry insurance for property damage and business interruption, we do not carry insurance or financial reserves for interruptions or potential losses arising from earthquakes or acts of terrorism.

In addition, our ability to provide our services depend on the efficient operation of the Internet connections from customers to our data centers. These connections depend upon the efficient operation of Internet service providers and Internet backbone service providers, all of which have had periodic operational problems or experienced outages in the past.

We rely on our intellectual property, and any failure by us to protect, or any misappropriation of, our intellectual property could harm our business.

Our success depends on our internally developed technologies, patents and other intellectual property. Despite our precautions, it may be possible for a third party to copy or otherwise obtain and use our trade secrets or other forms of our intellectual property without authorization. Furthermore, the laws of foreign countries may not protect our proprietary rights in those countries to the same extent U.S. law protects these rights in the United States. In addition, it is possible that others may independently develop substantially equivalent intellectual property. If we do not effectively protect our intellectual property, our business could suffer. Additionally, we have filed patent applications with respect to certain of our technology in the U.S. Patent and Trademark Office. Patents may not be awarded with respect to these applications and even if such patents are awarded, such patents may not provide us with sufficient protection of our intellectual property. In the future, we may have to resort to litigation to enforce our intellectual property rights, to protect our trade secrets or to determine the validity and scope of the proprietary rights of others. This type of litigation, regardless of its outcome, could result in substantial costs and diversion of management and technical resources.

The Ad-Support Content business environment is highly competitive, and if we do not compete effectively, we may not be able to gain market acceptance and market share.

The market for ad-supported content services is extremely competitive. Competitors include developers of content and entertainment companies that service a variety of domestic and international markets. If we do not compete effectively it may affect our ability to gain market acceptance and grow and retain our customer base.

Our inability to react to changes in our industry and successfully introduce new products and services could harm our business.

The Internet and communications network services industry are characterized by rapid technological change and frequent new product and service announcements which require us continually to improve the performance, features and reliability of our services, particularly in response to competitive offerings. In order to remain competitive and gain market share, we must continually improve our access technology and software, support the latest transmission technologies, and adapt our products and services to changing market conditions and customer preferences. We cannot assure you that we will be able to adapt to these challenges or respond successfully or in a cost-effective way to adequately meet them. Our failure to do so would adversely affect our ability to compete and retain customers or market share.

If we do not maintain the continued service of our chief executive officer, we may not develop business operations.

Our success is dependent upon the continued service of Jay Rifkin, our current Chief Executive Officer. Although we have entered into a written employment agreement with him, we do not have key man life insurance on Mr. Rifkin. While our Chief Executive Officer currently does not, to our knowledge, have any definitive plans to retire or leave our company in the near future, he could decide to leave us at any time to pursue other opportunities. The loss of services of Mr. Rifkin would pose a significant risk to our ability to develop business opportunities.

The current global financial crises and deteriorating economic conditions may have a material adverse impact on our business and financial condition that we currently cannot predict.

The economic conditions in the United States and throughout the world have been deteriorating. Global financial markets have been experiencing a period of unprecedented turmoil and upheaval characterized by extreme volatility and declines in prices of securities, diminished liquidity and credit availability, inability to access capital markets, the bankruptcy, failure, collapse or sale of financial institutions and an unprecedented level of intervention from the United States federal government and other governments. Although we cannot predict the impacts on us of the deteriorating economic conditions, they could materially adversely affect our business and financial condition, including our ability to raise any equity or debt financing in the future.

RISKS RELATED TO OUR SUBSIDIARIES

Our operating subsidiaries, Youth Media (Beijing) Limited, Youth Media (Hong Kong) Limited, and Rebel Crew Films all have limited operating histories and therefore we cannot ensure the long-term successful operation of our business or the execution of our business plan.

Our operating subsidiaries Youth Media (Beijing) Limited organized under the laws of the People's Republic of China on December 10, 2008, Youth Media (Hong Kong) Limited organized under the laws of Hong Kong on May 19, 2008, and Rebel Crew Films organized under the laws of the State of California on August 7, 2002. Because our operating subsidiaries have limited operating history, our prospects must be considered in light of the risks, expenses and difficulties frequently encountered by growing companies in evolving markets in which we operate. While to date we have not experienced these problems, we must meet many challenges including:

- Establishing and maintaining broad market acceptance of our products and converting that acceptance into direct and indirect sources of revenue;
- Establishing and maintaining our brand name;
- Timely and successfully developing new products;
- Developing and maintaining strategic relationships to enhance the distribution of our products.

Our business strategy may be unsuccessful and we may be unable to address the risks we face in a cost-effective manner, if at all. If we are unable to successfully address these risks our business will be harmed and we may experience a decrease in revenues.

We face significant competition which could reduce our market share and materially and adversely affect our business, financial condition and results of operations.

The Internet content market in China is increasingly competitive. Our results of operations to date may be a result, in part, of our close affiliation with the Government of China which may not continue to be available to us. A number of competitors have entered the Internet content business in China. We expect more companies to enter the market and we expect a wider range of websites that offer content to be introduced to the China market. Competition from other Internet content operators, both based in China as well as overseas, is likely to increase in the future. Other Internet content operators, such as Tudou, Rox, 6Rooms, Pomoho, 56.com, are current, or potential future, competitors. As the Internet content industry in China is relatively new and constantly evolving, our current or future competitors may compete more successfully as the industry matures. In particular, any of these competitors may offer products and services that provide significant performance, creativity or other advantages over those offered by us. These products and services may weaken the market strength of our brand name and achieve greater market acceptance than ours. Furthermore, any of our current or future competitors may be acquired by, receive investments from or enter into other commercial relationships with, larger, well-established and well-financed companies and therefore obtain significantly greater financial, marketing and development resources than we have. In addition, increased competition in the Internet content industry in China could make it difficult for us to retain existing users and attract new users. We also compete with other forms of entertainment, such as television and movies. If we are unable to compete effectively in the Internet content market in China, our business, financial condition and results of operations could be materially and adversely affected.

The limited use of personal computers in China and the relatively high cost of Internet access with respect to per capita gross domestic product may limit the development of the Internet in China and impede our growth.

Although the use of personal computers in China has increased in recent years, the penetration rate for personal computers in China is much lower than in the United States. In addition, despite a decrease in the cost of Internet access in China due to a decrease in the cost of personal computers and the introduction and expansion of broadband access, the cost of personal Internet access, in contrast with Internet access through Internet cafes, remains relatively high in comparison to the average per capita income in China. The limited use of personal computers in China and the relatively high cost of personal Internet access may limit the growth of our business.

We have limited business insurance coverage in China.

The insurance industry in China is still at an early stage of development. In particular, PRC insurance companies do not offer extensive business insurance products. As a result, we do not have any business liability or disruption insurance coverage for our operations in China. Any business disruption, litigation or natural disaster might result in our incurring substantial costs and the diversion of resources.

The PRC's economic, political and social conditions, as well as government policies, could affect our business.

The PRC economy differs from the economies of most developed countries in many respects, including in the amount of government involvement, level of development, growth rate, control of foreign exchange and allocation of resources. While the PRC economy has experienced significant growth since the late 1970s, growth has been uneven, both geographically and among various sectors of the economy. The PRC government has implemented numerous measures to encourage economic growth and to guide the allocation of resources. Some of these measures may benefit the overall PRC economy, but also have a negative effect on us.

The PRC economy has been transitioning from a planned economy to a more market-oriented economy. Although the PRC government has implemented measures since the late 1970s emphasizing the utilization of market forces for economic reform, the reduction of state ownership of productive assets and the establishment of sound corporate governance in business enterprises, a substantial portion of productive assets in China is still owned by the PRC government. In addition, the PRC government continues to play a significant role in regulating industry development by imposing industrial policies. The PRC government also exercises significant control over China's economic growth through the allocation of resources, controlling payment of foreign currency denominated obligations, setting monetary policy and providing preferential treatment to particular industries or companies. These actions, as well as future actions and policies of the PRC government, could materially affect general economic conditions in China and could have a material adverse effect on our business and results of operations.

If we are unable to license or acquire compelling content at reasonable costs or if we do not develop compelling content, the number of users of our services may not grow as anticipated, or may decline, which could harm our operating results.

Our future success depends in part upon our ability to aggregate compelling content and deliver that content through our online and other multi-media properties and programming and delivery technologies. We distribute some of the content that we license on our online properties, such as audio and video content from third parties. We have been providing increasing amounts of audio and video content to our users as reflected in the increase in direct sales of our content, and we believe that users will increasingly demand high-quality audio and video content, such as music, film, and other special events. Such content may require us to make substantial payments to third parties from whom we license or acquire such content. For example, our entertainment properties rely on film producers and distributors, and other organizations for a large portion of the content available on our properties. Our ability to maintain and build relationships with third-party content providers will be critical to our success. In addition, as new methods for accessing and delivering content through media formats becomes available, including through alternative devices, we may need to enter into amended content agreements with existing third-party content providers to cover the new devices. We may be unable to enter into new, or preserve existing, relationships with the third parties whose content we seek to obtain. In addition, as competition for compelling content increases both domestically and internationally, our content providers may increase the prices at which they offer their content to us, and potential content providers may not offer their content on terms agreeable to us. An increase in the prices charged to us by third-party content providers could harm our operating results and financial condition. Further, some of our content licenses with third parties may be non-exclusive. Accordingly, content providers and other media sources such as radio or television may be able to offer similar or identical content and technologies. This increases the importance of our ability to deliver compelling content and media technologies in order to differentiate from other businesses. If we are unable to license or acquire compelling content at reasonable prices, if other companies acquire develop and/or distribute content that is similar to or the same as that provided by us, or if we do not develop compelling content or media technologies, the number of users of our services may not grow as anticipated, or may decline, which could harm our operating results.

We may incur substantial costs enforcing our intellectual property rights and any difficulty with enforcing such rights may cause our results of operations and financial condition to suffer.

The decreasing cost of electronic and computer equipment and related technology has made it easier to create unauthorized versions of audio and audiovisual products such as compact discs, videotapes and DVDs. Similarly, advances in Internet technology have increasingly made it possible for computer users to share audio and audiovisual information without the permission of the copyright owners and without paying royalties to holders of applicable intellectual property or other rights. Unauthorized copies and piracy of these products compete against legitimate sales of these products. Our revenues are derived from our licensed video content that is potentially subject to unauthorized copying and widespread, uncompensated dissemination on the Internet. If our proprietary video content is copied and distributed without authorization we may incur substantial costs enforcing our intellectual property rights. If we fail to obtain appropriate relief or enforcement through the judicial process, or if we fail to develop effective means of protecting our intellectual property, our results of operations and financial condition may suffer.

Failure to properly manage our potential growth would be detrimental to holders of our securities.

Since we have limited operating history and our total assets at December 31, 2009 consisted of $182,000 in cash and total current assets of $339,000, any significant growth will place considerable strain on our financial resources and increase demands on our management and on our operational and administrative systems, controls and other resources. There can be no assurance that our existing personnel, systems, procedures or controls will be adequate to support our operations in the future or that we will be able to successfully implement appropriate measures consistent with our growth strategy. As part of this growth, we may have to implement new operational and financial systems, procedures and controls to expand, train and manage our employees and maintain close coordination among our technical, accounting, finance, marketing, sales and editorial staff. We cannot guarantee that we will be able to do so, or that if we are able to do so, we will be able to effectively integrate them into our existing staff and systems. We may fail to adequately manage our anticipated future growth. We will also need to continue to attract, retain and integrate personnel in all aspects of our operations. Failure to manage our growth effectively could hurt our business.

RISKS RELATED TO OUR COMMON STOCK

Our historic stock price has been volatile and the future market price for our common stock is likely to continue to be volatile. Further, the limited market for our shares will make our price more volatile. This may make it difficult for you to sell our common stock for a positive return on your investment.

The public market for our common stock has historically been very volatile. Over the past two fiscal years, the market price for our common stock as quoted on the OTC Bulletin Board has ranged from $0.01 to $0.25. The closing sale price for our common stock on March 29, 2009 was $0.06 per share. Any future market price for our shares is likely to continue to be very volatile. This price volatility may make it more difficult for you to sell shares when you want at prices you find attractive. We do not know of any one particular factor that has caused volatility in our stock price. However, the stock market in general has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of companies. Broad market factors and the investing public's negative perception of our business may reduce our stock price, regardless of our operating performance. Further, the market for our common stock is limited and we cannot assure you that a larger market will ever be developed or maintained. The average daily trading volume of our common stock has historically been insignificant. Market fluctuations and volatility, as well as general economic, market and political conditions, could reduce our market price. As a result, this may make it difficult or impossible for you to sell our common stock or to sell our common stock for a positive return on your investment.

Our common stock is subject to the "Penny Stock" rules of the SEC and the trading market in our securities is limited, which makes transactions in our stock cumbersome and may reduce the value of an investment in our stock.

The SEC has adopted Rule 3a51-1 which establishes the definition of a "penny stock," for the purposes relevant to us, as any equity security that has a market price of less than $5.00 per share or with an exercise price of less than $5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, Rule 15g-9 requires:

- That a broker or dealer approve a person's account for transactions in penny stocks; and
- The broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.

In order to approve a person's account for transactions in penny stocks, the broker or dealer must:

- Obtain financial information and investment experience objectives of the person; and
- Make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the SEC relating to the penny stock market, which, in highlight form:

- Sets forth the basis on which the broker or dealer made the suitability determination; and
- That the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent, disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

Generally, brokers may be less willing to execute transactions in securities subject to the "penny stock" rules. This may make it more difficult for investors to dispose of our common stock and cause a decline in the market value of our stock.

ITEM 1B. ***Unresolved Staff Comments***

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

ITEM 2. ***Properties***

The Company currently has the following buildings under operating leases:

The Company leases approximately 3,800 square feet of space in Marina Del Rey, California. The operating lease expires September 30, 2012. At year end December 31, 2009, the monthly lease payment, including CAM fees, was $7,700. The monthly lease payment is subject to a customary 3% percent escalation per annum. The Company Corporate headquarters are located at this location.

The Company leases approximately 10,000 square feet of additional space in Marina Del Rey, California. The operating lease expires December 31, 2010. At year end December 31, 2009, the monthly lease payment was $13,600. The monthly lease payment is subject to a customary 3% percent escalation per annum. During February 2008 and April 2008, the Company entered into commercial sublease agreements with two non-related parties. It is expected that the future lease payment obligation of the Company related to this lease will be completely offset by the subleases and it is anticipated that they will remain subleased for the remaining term of the lease. For the year ended December 31, 2009, the sublease agreements resulted in $198,000 in gross revenues.

On July 15, 2008, the Company entered into a commercial lease agreement for approximately 50m^2 of office space in Beijing, China. The lease expired on June 30, 2009 and required monthly payments of $1,500.

At year end December 31, 2009, the Company is confident that these buildings provide more than adequate space to meet our needs and provide for future growth.

ITEM 3. ***Legal Proceedings***

We are not a party to any pending legal proceeding, nor are our properties the subject of a pending legal proceeding, that is not in the ordinary course of business or otherwise material to the financial condition of our business. None of our directors, officers or affiliates is involved in a proceeding adverse to our business or has a material interest adverse to our business.

ITEM 4. ***Reserved***

PART II

ITEM 5. ***Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***

The Company common stock is quoted on the Over-the-Counter Bulletin Board (OTCBB) under the symbol CHYU.OB. The table below delineates on a quarterly basis the high and low sales prices per share of our common stock as reported by the OTCBB. The prices set forth in the table below may not be an accurate indicator of the value of the Company shares. These prices represent inter-dealer quotations and do not reflect retail markup, markdown or commissions and may not necessarily represent actual transactions.

		Common Stock Price High	Common Stock Price Low
2009			
First Quarter Ended	*March 31*	$ 0.13	$ 0.12
Second Quarter Ended	*June 30*	$ 0.19	$ 0.19
Third Quarter Ended	*September 30*	$ 0.07	$ 0.07
Fourth Quarter Ended	*December 31*	$ 0.08	$ 0.08
2008			
First Quarter Ended	*March 31*	$ 0.06	$ 0.06
Second Quarter Ended	*June 30*	$ 0.10	$ 0.10
Third Quarter Ended	*September 30*	$ 0.09	$ 0.09
Fourth Quarter Ended	*December 31*	$ 0.15	$ 0.15

Holders of Record

As of March 29, 2010, there were approximately 287 holders of record of the Company common stock.

Dividend Policy

We have not declared any dividends to date. We have no present intention of paying any cash dividends on our common stock in the foreseeable future, as we intend to use earnings, if any, to generate growth. The payment by us of dividends, if any, in the future, rests within the discretion of our Board of Directors and will depend, among other things, upon our earnings, our capital requirements and our financial condition, as well as other relevant factors. There are no restrictions in our articles of incorporation or bylaws that restrict us from declaring dividends.

Recent Sales of Unregistered Securities

Capitalization Amendment

Pursuant to a Certificate of Amendment to our Certificate of Incorporation filed with the State of Delaware which took effect as of October 16, 2008, the number of our authorized shares of Common Stock, par value $.001 per share, of the Company has been increased from 60,000,000 to 500,000,000 and the number of our authorized shares of Preferred Stock, par value $.001 per share, has been increased from 1,000,000 to 2,000,000 (the "Capitalization Amendment").

Recent Sales of Unregistered Securities

We sold the following equity securities during the fiscal years ended December 31, 2009 and December 31, 2008 that were not registered under the Securities Act of 1933, as amended (the "***Securities Act***").

Preferred Stock - Series A

On May 23, 2008, the Company filed with the State of Delaware a Certificate of Designation authorizing its Series A Convertible Preferred Stock consisting of 500,000 shares, each of $0.001 par value and convertible into shares of Common Stock at a rate of one thousand (1,000) shares of Common Stock for every one share of Series A Convertible Preferred Stock at the option of the holder at any time subsequent to the filing of an amendment to the Company's certificate of incorporation with the Secretary of State of the State of Delaware whereby the authorized Common Stock is increased to a minimum of 200,000,000 shares. In addition, the Series A Convertible Preferred Stock (i) has no voting rights prior to conversion except as otherwise provided under Delaware law, (ii) has no mandatory or optional redemption rights, (iii) has no preemptive rights, and (iv) shall pay cash dividends only in the event cash dividends have been declared on the Company's Common Stock.

On June 2, 2008, the Company entered into a Content License Agreement (the "Content License Agreement") with New China Media, LLC ("New China Media"), YGP, LLC ("YGP") and TWK Holdings, LLC ("TWK") (New China Media, YGP and TWK collectively referred to as "Content Providers") providing for (i) the assignment by Content Providers and the assumption by the Company of certain rights of Content Providers for the territory of the People's Republic of China to use, transmit and publicly display via the Internet certain content; and (ii) the purchase by YGP, New China Media and TWK of 16,200 shares, 3,000 shares and 12,000 shares of Series A Convertible Preferred Stock of the Company for $16,200, $3,000 and $12,000, respectively. On May 14, 2009 the Company issued 12,000,000 shares of common stock to TWK, pursuant to a notice of conversion, in which TWK agreed to convert the entire amount of their shares of Series A Convertible Preferred Stock of the Company into 12,000,000 shares of common stock.

On June 10, 2008, the Company's subsidiary, Youth Media (Hong Kong) Limited ("YMHK"), entered into a Cooperation Agreement with China Youth Net Technology (Beijing) Co., Ltd. ("CYN"), China Youth Interactive Cultural Media (Beijing) Co., Ltd. ("CYI") and China Youth Net Advertising Co. Ltd. ("CYN Ads"). In conjunction with the Cooperation Agreement, on June 10, 2008, the Company agreed to issue an aggregate of 71,020 shares of its Series A Convertible Preferred Stock to designees of CYN.

On November 3, 2009, the Company agreed to issue an aggregate of 19,000,000 shares of its common stock, in conjunction with, a new Cooperation Agreement (the "2009 Cooperation Agreement") entered into by YMHK, on July 3, 2009, with China Youth Interactive Cultural Media (Beijing) Co., Ltd. ("CYI") and China Youth Net Advertising Co. Ltd. ("CYN Ads") which replaced the Cooperation Agreement entered into on June 10, 2008 among YMHK, China Youth Net Technology (Beijing) Co., Ltd. ("CYN"), CYI and CYN Ads pursuant to which the parties agreed to cooperate with each other to develop, build and operate a fully managed video and audio distribution network based on, including but not limited to, the China Education and Research Network, the broadband network infrastructure built in schools, universities and other education institutions in China (the "Campus Network"). In consideration of the rights granted to YMHK under the 2009 Cooperation Agreement, YMHK agreed to pay CYI an amount equal to 20% of YMBJ's annual after-tax profits and dividends, if any, as audited by YMBJ's independent auditor and which YMHK will obtain from YMBJ for each financial year of YMBJ during the term of the 2009 Cooperation Agreement.

The 19,000,000 shares of common stock agreed to be issued under the 2009 Cooperation Agreement replace and are in lieu of the 71,020 shares of the Company's Series A Convertible Preferred Stock (convertible into 71,020,000 shares of common stock) which were agreed to be issued to designees of CYN under the Cooperation Agreement entered into on June 10, 2008. At December 31, 2009, the 19,000,000 shares of common stock agreed to be issued under the 2009 Cooperation Agreement had not yet been issued.

All of the foregoing securities were issued in reliance upon the exemption from registration pursuant to Section 4(2) of the Securities Act and/or Rule 506 thereunder.

Common Stock

During March 2008, the Company sold 10,000,000 shares of its common stock to an unaffiliated accredited investor at a price of $0.03 per share, resulting in gross proceeds of $300,000.

During June 2008, the Company entered into a subscription agreement with several accredited investors in a private placement exempt from the registration requirements of the Securities Act of 1933, as amended. The Company issued and sold to the accredited investors an aggregate of 1,583,335 shares of its common stock. These issuances resulted in aggregate gross proceeds to the Company of $47,500.

On August 29, 2008, the Company entered into a subscription agreement with Year of the Golden Pig, LLC ("YGP, LLC"), pursuant to which the Company sold 2.5 Units, with each Unit consisting of a $100,000 principal amount of a 12% Convertible Promissory Note (the "YGP, LLC Note") due three years from its issuance and 350,000 Common Stock Purchase Warrants, with each Warrant entitling the holder thereof to purchase at any time beginning from the date of issuance through five years thereafter one share of Common Stock at a price of $0.09 per share subject to the Company's filing of a certificate of amendment to its certificate of incorporation increasing the number of its available shares for issuance. The subscription agreement with YGP, LLC provided the Company with $250,000 in gross proceeds. Pursuant to the subscription agreement with YGP, LLC, the Company issued 875,000 Purchase Warrants.

On September 30, 2008, the Company entered into a subscription agreement with Mojo Music, Inc. ("Mojo Music"), of which Jay Rifkin, the Company's President and Chief Executive Officer, is the sole managing member, in which the Company sold 1.5 Units, with each Unit consisting of a $100,000 principal amount of a 12% Convertible Promissory Note due three years from its issuance and 350,000 Common Stock Purchase Warrants, with each Warrant entitling the holder thereof to purchase at any time beginning from the date of issuance through five years thereafter one share of Common Stock at a price of $0.09 per share. The subscription agreement with Mojo Music provided the Company with $150,000 in gross proceeds. Pursuant to the subscription agreement with Mojo Music, the Company issued 525,000 Purchase Warrants.

See *Note 3 Other Current Assets* for information on the Consulting Agreement between the Company and American Capital Ventures, Inc. (“ACV”) and the issuance of shares thereunder. On February 6, 2009, pursuant to a letter of agreement with ACV, notwithstanding anything to the contrary to the Consulting Agreement between ACV and the Company, the Company agreed to issue in advance of the thirteenth month of the Consulting Agreement 250,000 shares of the Company's common stock that will be deducted from the 1,000,000 (one million) shares of the Company's common stock that were scheduled to be issued on the thirteenth month of the Consulting Agreement so that the remaining shares of the Company's common stock to be issued to ACV on such date are 750,000, unless the Consulting Agreement is earlier terminated pursuant to the terms thereof. On September 29, 2009, pursuant to the Consulting Agreement between the Company and ACV, the 750,000 shares of the Company's common stock were issued.

On January 8, 2009, the Content License Agreement was further extended by an additional eight (8) years for a total of ten (10) years. In consideration for the increase in the term of the agreement, New China Media received 4,000,000 shares of the Company's common stock. The Content License Agreement extension was valued at $600,000 based on the fair value of the associated underlying shares of the Company’s common stock on the date of the extension agreement. *See Note 5 Intangible Assets.*

On October 22, 2009, the Company issued 234,789 shares of the Company’s common to one of the directors of the Company stock pursuant to a Conversion and Note Termination Agreement dated July 1, 2008 pursuant to which the entire principal amount outstanding and all interest accrued from inception of a certain promissory note through the date of the Conversion Note would be converted into 234,789 shares of the Company's common stock. See *Note 10 Note Payable - Related Party.*

On October 22, 2009, the Company issued 200,000 shares of the Company's common stock to another director pursuant to a Reimbursement Termination Agreement pursuant to which amounts owed to such director of the Company, as fees for services as the Audit Committee Chairwoman, totaling $6,000, with a conversion price of $0.03 per share, would be converted into 200,000 shares of the Company's common stock.

On December 31, 2009, the Company issued 100,000 shares of the Company's common stock pursuant to a Consulting Agreement ("Consulting Agreement") with ROAR, LLC ("ROAR") pursuant to the terms of which, ROAR will receive 300,000 shares of the Company's common stock. The Consulting Agreement was valued at $30,000 based on the value of the underlying shares of the company's common stock on the effective date of the Consulting Agreement. At December 31, 2009, 200,000 shares of the Company's common stock remained to be issued.

See Note 11 Convertible Note Payable–Related Party in the Notes to the Consolidated Financial Statements for information on the conversion of the Rebel Holdings Convertible Note into shares of the Company's common stock.

All of the foregoing securities were issued in reliance upon the exemption from registration pursuant to Section 4(2) of the Securities Act and/or Rule 506 thereunder.

Recent Stock Option Grants and Other Grants of Warrants

On May 6, 2009, the Board of Directors adopted, subject to stockholder approval which was obtained at the annual stockholders meeting held on June 19, 2009, an amendment to the 2005 Plan that increased the number of shares subject to the Stock Plan from 15,000,000 shares to 50,000,000 shares.

On May 11, 2009, with the consent of Jay Rifkin, the Company's President and Chief Executive Officer, the Company canceled options held by him to purchase 4,400,000 shares of common stock, exercisable at $0.85 per share. Further, on May 11, 2009, the Company granted Mr. Rifkin options to purchase 3,750,000 shares of common stock with an exercise price of $0.13 per share, which equals the closing price of the Company's common stock on the date of grant, which stock options vest fully on the date of grant. In addition, on May 11, 2009, the Company granted Mr. Rifkin options to purchase 20,000,000 shares of the Company's common stock with an exercise price of $0.13 per share, which stock options shall vest annually over a period of four years from the date of grant.

On May 11, 2009, with the consent of each of the Company's four non-employee directors, the Company cancelled options held by such directors to purchase an aggregate of 1,450,000 shares of common stock, exercisable at prices ranging from $0.25 to $1.50 per share. On the same date, the Company granted options to such four directors to purchase an aggregate of 1,200,000 shares of common stock, with an exercise price of $0.13 per share, which stock options vest fully on the date of grant. In addition, on May 11, 2009, the Company granted each of the four directors options to purchase 2,000,000 shares each with an exercise price of $0.13 per share, which stock options shall vest annually over a period of four years from the date of grant.

On May 11, 2009, the Company granted to three employees options to purchase an aggregate of 7,000,000 shares of common stock with an exercise price of $0.13 per share. These stock options vest annually over four years from the date of grant.

On May 11, 2009, the Company granted a consultant, as consideration for services on behalf of the Company, a vested warrant with a term of seven years to purchase 1,250,000 shares of common stock with an exercise price of $0.03 per share.

ITEM 6. ***Selected Financial Data***

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

ITEM 7. ***Management's Discussion and Analysis of Financial Condition and Results of Operations***

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our financial statements and all associated notes hereto contained in this Form 10-K. The discussion and analysis and results of operations thereto contain historical information and forward-looking statements based on current assumptions that involve risks and uncertainties. This Form 10-K contains forward-looking statements attributed to third parties that also involve risks and uncertainties. All statements regarding future events, our future financial performance and operating results, our business strategy and our financing plans are forward-looking statements. In many cases, you can identify forward-looking statements by terminology, such as "may," "should," "expects," "intends," "plans," "anticipates," "believes," "estimates," "predicts," "potential," or "continue" or the negative of such terms and other comparable terminology. These statements are only predictions. Known and unknown risks, uncertainties and other factors could cause our actual results to differ materially from those projected in any forward-looking statements. In evaluating these statements, you should specifically consider various factors, including but not limited to, those set forth under "Risk Factors" appearing under "Item 1A. Risk Factors" and elsewhere in this report on Form 10-K. This Form 10-K contains forward-looking statements as defined by Section 21E Application of Safe Harbor for Forward-Looking Statements of the Securities Exchange Act of 1934 and as such are entitled to the protection provisions of these laws.

The Company is confident that the expectations implied in the forward-looking statements are based upon reasonable assumptions. However, no assurance can be given that they will be attained or that any divergence will be immaterial. Given the uncertainty and assumptions in the forward-looking statements discussed in this Form 10-K, the forward-looking events may not occur and actual results may differ materially and adversely from those expressed or implied by the forward-looking statements. Consequently, the Company disclaims any obligation to publicize or undertake any updates or revisions to any forward-looking statements contained herein with respect to any change in the Company expectation of any such forward-looking statement or assumptions they may be based on.

The following "Overview" section is a brief summary of the significant issues addressed in this MD&A. Investors should read the relevant associated sections of the MD&A for a complete discussion of the issues summarized below. The entire MD&A should be read in conjunction with ITEM 8. Financial Statements and Supplementary Data.

Overview

China Youth Media, Inc.

China Youth Media, Inc. is a China focused youth marketing and media company whose business is to provide advertisers and corporations with direct and centralized access to China's massive but difficult to reach student population. The cornerstone of the Company's China youth marketing strategy is Koobee, a large scale, advertising supported Intranet Television Network (ITVN) media portal that is initially targeting China's campus-based college students, estimated to total more than 30 million young people.

References in this document to the "Company," "we," "us," and "our" refer to China Youth Media, Inc. and its direct and indirect wholly-owned subsidiaries.

Koobee

Koobee is a venue designed for marketers to deliver traditional TV spots and new media advertising campaigns to a highly targeted demographic in the world's fastest growing broadband market. Koobee plans offer delivery of TV-style entertainment primarily to the computers of these students, providing a solution for advertisers and corporations to reach the most active online community in China and a key segment of the world's largest youth market.

Koobee offers a sports channel featuring All Sports Network (ASN) content from the NFL, NHL, and Pac 10 and Big Ten games; a music channel by BTTV, a popular youth lifestyle and music entertainment TV channel in China; a travel and leisure channel by Quest USA; and a fashion channel featuring "China's Next Top Model," part of the international Top Model franchise and based on the hit U.S. TV show "America's Next Top Model."

With Koobee, we intend to provide advertisers the impact of TV with the ROI of the Internet. We expect this combination to be competitive and sufficiently appealing to capture market share in China's fast growth online advertising industry.

Content Syndication Services

China Youth Media plans to deliver premium content to this targeted demographic through its online video portal, www.koobee.com, and will syndicate its youth oriented content to complimentary delivery platforms across China. We plan to provide our content to China Telecom and China Unicom subscribers through two options: on an à la carte channel subscription basis, and as part of a bundled broadband service.

Online

We plan to strategically position Koobee, the advertising supported ITVN media portal, to be the engine that drives multiple revenue streams, including brand sponsorships, interactive advertising and eCommerce. Koobee is a venue designed for marketers to deliver traditional TV spots and new media advertising campaigns to a highly targeted 's fastest growing broadband market.

On Campus

China Youth Media plans to offer marketers an opportunity to sponsor live events and showcase their brands. We also plan to offer coordinated Internet and campus event campaigns that will bring international touring acts and sponsors directly to China's college students with live ITVN broadcast straight into their dorm rooms.

On Mobile

Our strategic partner China Youth Interactive Cultural Media secured a national mobile video and advertising license. Our plan is to deploy an advanced mobile media and advertising delivery system catering specifically to China's youth market. We anticipate offering opt-in surveys and data collection, as well as coordinated Internet, campus event and mobile campaigns.

Advertising Services

China Youth Media seeks to enable brands to achieve their media objective by providing tailor-made advertising services and niche-targeted media campaigns.

Significant Transactions During The Year Ended December 31, 2009

Content Aggregation for China Telecom and China Unicom in Hunan Province, China

On March 23, 2010, the Company executed a syndication agreement with a key content aggregator for China Telecom and China Unicom in Hunan Province, China. Pursuant to the terms of the syndication agreement, the Company will provide its youth focused content to China Telecom and Unicom subscribers in Hunan Province through two options: on an à la carte channel subscription basis, and as part of a bundled broadband service. The contract provides for payment on a per subscriber per month basis.

X Games and Footprint Worldwide

On October 5, 2009 the Company executed a Content Distribution Agreement (the "X Games Agreement") with Branded entertainment company Footprint Worldwide which whom has signed a deal with ESPN, Inc.'s action sports franchise, X Games, to license video content for exclusive distribution across the Company's university campus network koobee.com.

China Youth Interactive Cultural Media (CYI)

On June 10, 2008 our subsidiary, YMHK, entered into a Cooperation Agreement (the "Cooperation Agreement") with China Youth Net Technology (Beijing) Co., Ltd. ("CYN"), China Youth Interactive Cultural Media (Beijing) Co., Ltd. ("CYI") and China Youth Net Advertising Co. Ltd. ("CYN Ads") to cooperate with each other to develop, build and operate a fully managed video and audio distribution network under the auspices of CYN (the "Campus Network"). In addition, CYN and CYI have agreed to exclusively grant YMHK the following rights during the term of the Cooperation Agreement: exclusive right to advertise on the Campus Network; exclusive right to sell and operate the commercial campus marketing events; right to provide foreign commercial content to the Campus Network; and enjoy the rights with respect to the setup, operation, maintenance and expansion of the Campus Network according to a separate commercial and technical services agreement. On July 3, 2009, YMHK entered into a new Cooperation Agreement (the "2009 Cooperation Agreement"), with China Youth Interactive Cultural Media (Beijing) Co., Ltd. ("CYI") and China Youth Net Advertising Co. Ltd. ("CYN Ads") which replaced the Cooperation Agreement entered into on June 10, 2008 among YMHK, China Youth Net Technology (Beijing) Co., Ltd. ("CYN"), CYI and CYN Ads pursuant to which the parties agreed to cooperate with each other to develop, build and operate a fully managed video and audio distribution network based on, including but not limited to, the China Education and Research Network, the broadband network infrastructure built in schools, universities and other education institutions in China (the "Campus Network"). The 2009 Cooperation Agreement has a term of 20 years with an optional renewal term of 10 years.

WinTV and the English Premier League

In August 2009, the Company entered into an agreement (the "EPL Agreement") with WinTV, a subscription channel in China run by state-owned Guangdong Provincial Television pursuant to which the Company secured the online rights to distribute the 2009-2010 season of the English Premier League ("EPL"). The EPL Agreement is part of a licensing agreement between YMHK and WinTV.

New China Media

On June 2, 2008, the Company entered into a Content License Agreement with New China Media, YGP, LLC and TWK Holdings, LLC (New China Media, YGP and TWK collectively referred to as "Content Providers") providing for the assignment by the Content Providers and the assumption by us of certain rights of the Content Providers for the territory of the People's Republic of China ("PRC") to use, transmit and publicly display via the Internet certain content. On January 8, 2009, the Content License Agreement was extended by an additional eight (8) years for a total of ten (10) years.

Xinhua Sports and Entertainment Limited (formerly Xinhua Finance Media Limited)

On December 26, 2008, our subsidiaries YMHK and YMBJ entered into a Joint Venture Agreement (the "Joint Venture Agreement") with CYI and Xinhua Sports & Entertainment Limited ("XSEL"), formerly known as Xinhua Finance Media Limited, to develop business opportunities contemplated by the Cooperation Agreement YMHK entered into on June 10, 2008 with CYN, CYI and CYN Ads. The Joint Venture Agreement provides working capital for the purposes of deploying and marketing the Campus Network. The Joint Venture Agreement provides working capital for a minimum of twelve months ending December 31, 2009. The Joint Venture Agreement provides that YMHK and YMBJ shall be obligated on a joint and several basis, following written notice from XSEL, to return, repay or reimburse, as the case may be, all of the working capital provided by XSEL, upon demand by XSEL in the sole discretion of XSEL, together with interest accrued at an annual rate of 7 percent. As of the December 31 2009, the Joint Venture Agreement had provided working capital of $2,377,312. An additional $90,000 was provided subsequent to the 2009 fiscal year end.

Recent Developments

Although written demand for payment has not yet been made, we have been advised by XSEL that it will not provide any additional funds to YMHK under the Joint Venture Agreement. As a result, we are seeking additional financing to fund our operations. In addition, we have made overtures to XSEL to restructure the debt obligations of our subsidiaries, YMHK and YMBJ. To date, all such efforts have been unsuccessful. While we believe that the Joint Venture Agreement provides that any and all amounts due to XSEL are not due until twelve months after written demand for payment has been made which demand has not yet been provided, XSEL may claim that such amounts are immediately due and payable based upon certain other language in the Joint Venture Agreement. While we believe such is contrary to the terms of the Joint Venture Agreement, no assurance can be given that we will prevail in the event our interpretation is challenged in any legal proceeding. In addition, no assurance can be made that we will be able to obtain additional financing on acceptable terms, if at all. In this regard, unless we are able to restructure the existing debt obligations of our subsidiaries, YMHK and YMBJ, to XSEL, we believe our ability to obtain any such additional financing will be significantly impaired.

As a result of the foregoing, we have recently substantially reduced our operations and terminated various employees in our subsidiary, YMBJ. While we are trying to maintain limited operations, no assurance can be made that we will be able to continue our business operations for more than a limited period of time, including but not limited to maintaining our ITVN media portal called Koobee. Because of these recent developments, we may be forced to further scale down or possibly cease all business operations, as a result of which investors could lose their investment.

Our Wholly-Owned Subsidiaries

Youth Media (BVI) Limited

On May 8, 2008, under the laws of the British Virgin Islands, the Company formed Youth Media (BVI) Limited ("YM BVI"). YM BVI is a wholly-owned subsidiary of the Company and was established for the purpose of incorporating the Company's wholly-owned subsidiary in Hong Kong.

Youth Media (Hong Kong) Limited and Youth Media (Beijing) Limited

Youth Media (Hong Kong) Limited ("YMHK"), a company organized under the laws of Hong Kong on May 19, 2008, and Youth Media (Beijing) Limited ("YMBJ"), a company organized under the laws of the People's Republic of China on December 10, 2008, are wholly-owned subsidiaries of YM BVI and were formed by the Company to take advantage of its shift in business to aggregation and distribution of international content and advertising for Internet or online consumption in China.

Rebel Crew Films, Inc.

Rebel Crew Films is a wholly-owned subsidiary of the Company and was organized under the laws of the State of California on August 7, 2002. In January 2008, the Company entered into a license and distribution agreement with Westlake Entertainment, Inc. which effectively shifted all day-to-day operations related to our home video library (the "Westlake Agreement"). Effective the date of the Westlake Agreement, Rebel Crew Films ceased operations and is currently maintained as a corporation in good standing with no operations.

PerreoRadio.com

PerreoRadio.com is our wholly-owned and operated website targeted to the young, urban Latino demographic offers online radio shows, podcasts, music, and music videos.

Company History

China Youth Media, Inc. was organized under the laws of the State of Utah on July 19, 1983 under the name of Digicorp. On February 22, 2007, we changed the Company's domicile from the State of Utah to the State of Delaware effected by the merger of the Company, a Utah corporation, with and into, Digicorp, Inc., a newly formed wholly owned subsidiary of the Company that was incorporated under the Delaware General Corporation Law for the purpose of effecting the change of domicile.

The Company changed its name from "Digicorp, Inc." to "China Youth Media, Inc." (the "Corporate Name Change") pursuant to a Certificate of Amendment to our Certificate of Incorporation filed with the State of Delaware which took effect as of October 16, 2008. The Corporate Name Change was approved and authorized by the Board of Directors of the Company and by the holders of shares representing a majority of our voting securities which holders have given their written consent. As a result of the Corporate Name Change, our stock symbol changed to "CHYU" with the opening of trading on October 16, 2008 on the OTCBB.

The Company is organized in a single operating segment with no long-lived assets outside of the United States of America. All of our revenues to date have been generated in the United States, but with the development of our China ITVN media portal, we expect that a portion of our future revenues will be from other countries.

Revenue Sources

During the year ended December 31, 2009, the Company, including its subsidiaries, generated revenue primarily from digital content distribution and website ad revenue.

Advertising Supported Intranet Television Network Media Website - Koobee is a large scale, advertising supported Intranet Television Network (ITVN) media portal that is initially targeting China's campus based college students, estimated to total more than 30 million young people. Koobee is a venue for marketers to deliver traditional TV spots and new media advertising campaigns to a vast, upwardly mobile, targeted demographic. Advertisers and channel owners will have available to them multiple touch points ranging from interstitial interactive ads to banners within social networking clubs and sponsored competitions, all with accurate ad tracking that ensures clients realize value from unique and fully licensed content. We expect this combination to be competitive and sufficiently appealing to capture market share in China's fast growth online advertising industry. We believe that significant opportunities exist in the China Internet advertising space, and we will actively pursue this potential source of revenue during the year ending December 31, 2010.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operation are based upon the accompanying financial statements which have been prepared in accordance with the generally accepted accounting principles in the United States of America. The preparation of the financial statements requires that we make estimates and assumptions that affect the amounts reported in assets, liabilities, revenues and expenses. Management evaluates on an on-going basis our estimates with respect to the valuation allowances for accounts receivable, income taxes, accrued expenses and equity instrument valuation, for example. We base these estimates on various assumptions and experience that we believe to be reasonable. The following critical accounting policies are those that are important to the presentation of our financial condition and results of operations and require management's most difficult, complex, or subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain.

The following critical accounting policies affect our more significant estimates used in the preparation of our financial statements and, in particular, our most critical accounting policy relates to the valuation of our intangible assets and stock based compensation.

Allowance for Doubtful Account - Our allowance for doubtful accounts relates to accounts receivable. The allowance for doubtful accounts is an estimate prepared by management that identifies a certain portion of receivables that may go uncollected. In determining adequacy of the allowance for doubtful account, we consider customer balances in receivables, historical bad debts, customer concentrations, current economic trends and changes in customer payment patterns. Changes in the financial condition of our customer may change, which would require additional allowances. The allowance for doubtful account is reviewed quarterly, and adjustments are made as deemed necessary.

Beneficial Conversion Feature of Convertible Notes Payable - The Beneficial Conversion Feature ("BCF") of a convertible note, is normally characterized as the convertible portion or feature of certain notes payable that provide a rate of conversion that is below market value or in-the-money when issued. The Company accounts for BCF in accordance with the guidelines established by Emerging Issues Task Force ("EITF") 98-5, *Accounting for Convertible Securities with Beneficial Conversion Features or Contingently Adjustable Conversion Ratios*. The Company records a BCF related to the issuance of a convertible note when issued and also records the estimated fair value of the warrants issued with those convertible notes. The BCF of a convertible note is measured by allocating a portion of the note's proceeds to the warrants and as a reduction of the carrying amount of the convertible note equal to the intrinsic value of the conversion feature, both of which are credited to additional paid-in-capital. The Company calculates the fair value of warrants issued with the convertible note using the Black-Scholes valuation model and uses the same assumptions for valuing employee options in accordance with SFAS No. 123R. The only difference is that the contractual life of the warrants is used. The value of the proceeds received from a convertible note is then allocated between the conversion feature and warrants on a relative fair value basis. The allocated fair value is recorded in the consolidated financial statements as a debt discount (premium) from the face amount of the note and such discount is amortized over the expected term of the convertible note (or to the conversion date of the note, if sooner) and is credited to interest expense.

Goodwill and Other Intangible Assets - Goodwill and Intangible Assets correspond to the excess cost over fair value of certain assets during acquisition. In accordance with the provisions of FASB Statement No. 142, *Goodwill and Other Intangible Assets*, goodwill and intangible assets acquired that are determined to have an indefinite useful life are not subject to amortization, but instead are tested for impairment at periodic intervals. Intangible assets with a useful life that can be estimated are amortized over their respective estimated useful lives to their estimated residual values and are reviewed periodically for impairment in accordance with FASB Statement No. 144, *Accounting for Impairment or Disposal of Long-Lived Assets*. Certain events or changes in circumstances may occur that indicate that goodwill or assets are impaired and consequently require testing on a periodic basis. Determining the fair value of goodwill or assets is subjective in nature and involves using estimates and assumptions. We base our fair value estimates on assumptions we believe to be reasonable but that are inherently uncertain. To date we have not recognized impairments on any of our goodwill and other intangible assets.

Stock-Based Compensation - We have adopted the provisions of SFAS No. 123(R), *Share-Based Payment*, which requires that share-based payments be reflected as an expense based upon the grant-date fair value of those grants. Accordingly, the fair value of each option grant, non-vested stock award and shares issued under our employee stock purchase plan, were estimated on the date of grant. We estimate the fair value of these grants using the Black-Scholes model which requires us to make certain estimates in the assumptions used in this model, including the expected term the award will be held, the volatility of the underlying common stock, the discount rate, dividends and the forfeiture rate. The expected term represents the period of time that grants and awards are expected to be outstanding. Expected volatilities were based on historical volatility of our stock. The risk-free interest rate approximates the U.S. treasury rate corresponding to the expected term of the option. Dividends were assumed to be zero. Forfeiture estimates are based on historical data. These inputs are based on our assumptions, which we believe to be reasonable but that include complex and subjective variables. Other reasonable assumptions could result in different fair values for our stock-based awards. Stock-based compensation expense, as determined using the Black-Scholes option pricing model, is recognized on a straight line basis over the service period, net of estimated forfeitures. To the extent that actual results or revised estimates differ from the estimates used, those amounts will be recorded as a cumulative adjustment in the period that estimates are revised.

Results of Operations

Comparison of Year End December 31, 2009 to 2008

Revenues

Sales - We generated revenues of $7,000 and $107,000 for the years ended December 31, 2009 and December 31, 2008, respectively. During the fiscal year 2009, the Company generated almost exclusively all of its revenue through the production and distribution of digital content. In the past, the Company, through its subsidiary Rebel Crew Films, generated revenue through the direct sales of its licensed home video library and licensing agreements with third parties that distributed the Company's licensed content. The Company plans to use a significant portion of its resources going forward to the aggregation and distribution of international content and advertising for Internet consumption in China. Consequently, in January 2008, the Company entered into a license and distribution agreement with Westlake Entertainment, Inc. which effectively shifted all manufacturing and distribution of its home video library to Westlake Entertainment along with all day-to-day operations related to its home video library. Effective the date of the Westlake Agreement, Rebel Crew Films ceased operations and is currently maintained as a corporation in good standing with no operations.

Other Income - In March 2006, the Company entered into a commercial lease agreement for additional office space (the "Hollman Lease"). The Hollman Lease requires monthly payments of base rent which increase from $12,475 in September 2006 to $14,041 in December 2010. During February 2008 and April 2008, the Company entered into commercial sublease agreements with two non-related parties. For the year ended December 31, 2009, the sublease agreements resulted in $198,000 in gross revenues.

Operating Expenses

Operating expenses were $5.4 million and $2.6 million during the years ended December 31, 2009 and 2008, respectively. A decrease in the cost of sales, depreciation expense and legal expense partially offset the increase in the component that was almost exclusively responsible for the increase in operating expenses during the twelve months ended December 31, 2009 which was stock based compensation expense from grants of nonqualified stock options to our employees and non-employee directors.

Stock based compensation expense from grants of nonqualified stock options to our employees and non-employee directors increased significantly to $2,236,000 during the year ended December 31, 2009 from $163,000 during the year ended December 31, 2008. The increase in stock based compensation expense from grants of nonqualified stock options during the year ended December 31, 2009 resulted primarily from issuances of nonqualified stock options to employees with the Company.

Cost of sales during the twelve months ended December 31, 2009 was zero which represents a significant decrease from $55,000 during the twelve months ended December 31, 2008 . The decrease in cost of sales can be attributed to the shift in Company strategy to the aggregation and distribution of international content and advertising for Internet consumption in China.

Salaries and employee benefits, excluding stock based compensation expense, reflected an increase to $556,000 during the year ended December 31, 2009 from $443,000 during the year ended December 31, 2008. The increase in costs reflect a shift in our Company strategy which resulted in part in a targeted hiring of employees that are related to the normal operations of the Company's subsidiary in Beijing.

The remaining operating expenses consisted of professional fees, rent expense, amortization expense and general and administrative expenses. Professional fees were $14,000 less during the year ended December 31, 2009 compared to the year ended December 31, 2008. The decrease in professional fees are in large part due to significant decreases in amounts paid for legal and accounting fees related to our operations in China and the establishment of our subsidiaries in Hong Kong and Beijing.

Legal expense decreased from the previous year. Legal fees decreased by $71,000 during the year ended December 31, 2009. During the year ended December 31, 2009 and 2008, legal fees were $171,000 and $241,000, respectively. For the year ended December 31, 2009 the majority of legal fees were related to the development of contracts and review of major company transactions. In addition, legal fees during this period were composed of fees paid for S.E.C. filing related matters, private placement agreements and in preparation for financing activities. During the year ended December 31, 2008, legal fees were almost exclusively related to the establishment of our subsidiaries in Hong Kong and Beijing along with S.E.C. filing related expenses.

Consulting fees increase by $69,000 during the year ended December 31, 2009. At December 31, 2009 and 2008, consulting fees were $255,000 and $187,000, respectively. During the year ended December 31, 2009, the majority of consulting expense was related to business development, investor relations and merger and acquisition consulting along with other development costs associated with our operations in China. During the year ended December 31, 2008, consulting expense was related to sales contracting work and the development of our operations in China.

Rent expense increased by approximately $44,000 during the year ended December 31, 2009 compared to the year ended December 31, 2008 due to the Company's leases and the associated customary 3% increase in the base rent and to a lesser extent because of additional commercial office space leased by the Company in Beijing, China in July 2008, with base rent of $1,500 per month.

General and administrative expense increased by approximately $611,000 during the year ended December 31, 2009 compared to the year ended December 31, 2008 and is primarily attributed to the costs associated with the development, building of and operation of our fully managed video and audio distribution network and, to a lesser extent, the strategic overall expansion of the business to the aggregation and distribution of international content and advertising for Internet consumption in China.

Net Loss

For the years ended December 31, 2009 and 2008 the Company had a net loss of approximately $9.3 million and $3 million, respectively and is primarily attributed to a significant decrease in revenues generated. The Company increased its operating expenses during the year ended 2009 as compared to 2008 primarily due to the expansion of normal operations and other development efforts in the Company's subsidiary in Beijing.

Interest Income and Other, Net

Given the financials constraints of the Company and its reliance on financing activities, interest expense related to the financing of capital increase to $283,000 during the year ended December 31, 2009 from $274,000 during the year ended December 31, 2008.

Taxes

At December 31, 2009, we had a net operating loss carryforward of approximately $7.76 million to offset future taxable income for federal income tax purposes. The utilization of the loss carryforward to reduce any future income taxes will depend on our ability to generate sufficient taxable income prior to the expiration of the net operating loss carryforwards. The carryforward expires beginning in 2021.

A change in the ownership of a majority of the fair market value of our common stock can delay or limit the utilization of existing net operating loss carryforwards pursuant to Internal Revenue Code Section 382. The Company believes that such a change occurred on December 29, 2005 and again during the year ended December 31, 2008. The Company is evaluating the net operating loss carryforward limitation imposed by Internal Revenue Code Section 382 for net operating losses incurred before the change dates.

Liquidity and Capital Resources

Our principal sources of liquidity are cash generated from financing activities and, to date and to a lesser extent, cash from current operations. As of December 31, 2009, our cash and cash equivalents were $182,000. We had a working capital deficit of approximately $836,000 at December 31, 2009 and we continue to have recurring losses. In the past we have primarily relied upon financing activities and loans from related parties to fund our operations. These conditions raise substantial doubt about our ability to continue as a going concern. We are actively seeking sources of additional financing in order to maintain and potentially expand our operations and to fund our debt repayment obligations. Even if we are able to obtain funding, there can be no assurance that a sufficient level of sales will be attained to fund such operations or that unbudgeted costs will not be incurred. Future events, including the problems, delays, expenses and difficulties frequently encountered by similarly situated companies, as well as changes in economic, regulatory or competitive conditions, may lead to cost increases that could make the net proceeds of any new funding and cash flow from operations insufficient to fund our capital requirements. There can be no assurances that we will be able to obtain such additional funding from "Recent Developments" above for information on certain matters which may jeopardize our ability to continue operations.

Total assets were $5,094,000 at December 31, 2009 versus $8,962,000 at December 31, 2008. The change in total assets is primarily attributable to several major transactions conducted by the Company resulting in a significant decrease in Intangible Assets during the year ended December 31, 2009. See Note 5 Intangible Asset.

Accounts receivable decreased by $162,000 during the twelve months ended December 31, 2009 as compared to the year ended December 31, 2008. The decrease in accounts receivable resulted primarily from the change in strategy of the Company to focus on developing an Internet media portal in China. The Company will continue to focus Company resources to the development and operation of our Internet media portal and to the aggregation and distribution of international content and advertising for Internet consumption in China.

Intangible Assets net for the twelve months ended December 31, 2009 and 2008 was $4,665,000 and $8,537,000, respectively. This significant decrease in the Company's intangible assets was almost exclusively as a result of the capitalization of a new Cooperation Agreement entered into by the Company as described in Note 5 Intangible Assets, *China IPTV and Mobile License*, which resulted in the recording of a one-time non-cash impairment loss that was partially offset by the capitalization of the Content License Agreement extension entered into by the Company on January 8, 2009 as described in Note 5 Intangible Assets, *Content License Agreement.*

Operating activities used $2,060,000 of cash during the year ended December 31, 2009 compared to $926,000 during the year ended December 31, 2008. The change in cash used for operating activities resulted primarily from a shift in Company strategy to focus on the development and operation of our Internet media portal and to the aggregation and distribution of international content and advertising for Internet consumption in China.

During the year ended December 31, 2009, there was no sales revenue related to the sale of our licensed content which resulted in an associated decrease in cost of sales. As we continue to focus Company resources to the development and operation of our Internet media portal and to the aggregation and distribution of international content and advertising for Internet consumption in China, the Company anticipates that all revenues henceforth will be generated from our operations in China.

Cash used in investing activities for the year ended December 31, 2009 of $74,000 resulted primarily from the purchase of computer hardware and to securing the online rights to distribute certain content and other licensing agreements which were offset by the expiration of the licensed content of our Spanish language home video library. Cash used in investing activities for the year ended December 31, 2008 of $5,500, resulted from the purchase of computer hardware.

Contractual Obligations as of December 31, 2009

Operating Leases - Set forth below is a summary of our current obligations as of December 31, 2009 comprised exclusively of rental lease obligations to make future payments due by the period indicated below.

Operating Lease Payments	Minimum Payments
2010	$ 239,566
2011	82,757
2012	63,508
Total	$ 385,831

In August 2005 the Company entered into a commercial lease agreement for office space. The lease requires monthly payments of base rent in the amount of $5,890 from August 21, 2005 through September 30, 2012. Further, on each anniversary date the base rent is subject to a 3% increase over the previous year. In March 2006 the Company entered into a commercial lease agreement for additional office space. The additional lease requires monthly payments of base rent which increase from $12,475 in September 2006 to $14,041 in December 2010. On July 15, 2008, the Company entered into a commercial lease agreement for office space in Beijing, China. The lease requires monthly payments of $1,500 for twelve months.

Off-Balance Sheet Arrangements

We do not have any off balance sheet arrangements that are reasonably likely to have a current or future effect on our financial condition, revenues, results of operations, liquidity or capital expenditures.

Recently Issued Accounting Pronouncements

In September 2009, the Financial Accounting Standards Board ("FASB") issued the FASB Accounting Standards Update No. 2009-09 "Accounting for Investments-Equity Method and Joint Ventures and Accounting for Equity-Based Payments to Non-Employees". This update represents a correction to Section 323-10-S99-4, Accounting by an Investor for Stock-Based Compensation Granted to Employees of an Equity Method Investee. Additionally, it adds observer comment Accounting Recognition for Certain Transactions Involving Equity Instruments Granted to Other Than Employees to the Codification. The Company does not expect the adoption to have a material impact on its consolidated financial position, results of operations or cash flows.

In September 2009, the FASB issued the FASB Accounting Standards Update No. 2009-08 "Earnings Per Share - Amendments to Section 260-10-S99", which represents technical corrections to topic 260-10-S99, Earnings per share, based on EITF Topic D-53, Computation of Earnings Per Share for a Period that includes a Redemption or an Induced Conversion of a Portion of a Class of Preferred Stock and EITF Topic D-42, The Effect of the Calculation of Earnings per Share for the Redemption or Induced Conversion of Preferred Stock. The Company does not expect the adoption of this update to have a material impact on its consolidated financial position, results of operations or cash flows.

In August 2009, the FASB issued the FASB Accounting Standards Update No. 2009-05 "Fair Value Measurement and Disclosures Topic 820 - Measuring Liabilities at Fair Value", which provides amendments to subtopic 820-10, Fair Value Measurements and Disclosures - Overall, for the fair value measurement of liabilities. This update provides clarification that in circumstances in which a quoted price in an active market for the identical liability is not available, a reporting entity is required to measure fair value using one or more of the following techniques: 1. A valuation technique that uses: a. The quoted price of the identical liability when traded as an asset b. Quoted prices for similar liabilities or similar liabilities when traded as assets. 2. Another valuation technique that is consistent with the principles of topic 820; two examples would be an income approach, such as a present value technique, or a market approach, such as a technique that is based on the amount at the measurement date that the reporting entity would pay to transfer the identical liability or would receive to enter into the identical liability. The amendments in this update also clarify that when estimating the fair value of a liability, a reporting entity is not required to include a separate input or adjustment to other inputs relating to the existence of a restriction that prevents the transfer of the liability. The amendments in this update also clarify that both a quoted price in an active market for the identical liability when traded as an asset in an active market when no adjustments to the quoted price of the asset are required are Level 1 fair value measurements. The Company does not expect the adoption of this update to have a material impact on its consolidated financial position, results of operations or cash flows.

In August 2009, the FASB issued the FASB Accounting Standards Update No. 2009-04 "Accounting for Redeemable Equity Instruments - Amendment to Section 480-10-S99" which represents an update to section 480-10-S99, distinguishing liabilities from equity, per EITF Topic D-98, Classification and Measurement of Redeemable Securities. The Company does not expect the adoption of this update to have a material impact on its consolidated financial position, results of operations or cash flows.

In June 2009, the FASB issued standards that establishes only two levels of U.S. generally accepted accounting principles ("GAAP"), authoritative and nonauthoritative. The FASB Accounting Standards Codification (the "Codification") became the source of authoritative, nongovernmental GAAP, except for rules and interpretive releases of the Securities and Exchange Commission ("SEC"), which are sources of authoritative GAAP for SEC registrants. All other non-grandfathered, non-SEC accounting literature not included in the Codification became nonauthoritative. This standard is effective for financial statements for interim or annual reporting periods ending after September 15, 2009. We have begun to use the new guidelines and numbering system prescribed by the Codification when referring to GAAP in the third quarter of fiscal 2010. As the Codification was not intended to change or alter existing GAAP, it will not have a material impact on our consolidated financial statements.

In June 2009, the FASB issued standards that responds to concerns about the application of certain key provisions of FASB Interpretation (FIN) 46(R), including those regarding the transparency of the involvement with variable interest entities. Specifically, the standards require a qualitative approach to identifying a controlling financial interest in a variable interest entity ("VIE") and requires ongoing assessment of whether an entity is a VIE and whether an interest in a VIE makes the holder the primary beneficiary of the VIE. In addition, the standard requires additional disclosures about the involvement with a VIE and any significant changes in risk exposure due to that involvement and is effective for fiscal years beginning after November 15, 2009. The Company does not expect the adoption of this standard to have a material effect on its financial position or results of operations.

In June 2009, the FASB issued standards that eliminate the concept of a "qualifying special-purpose entity," changes the requirements for derecognizing financial assets, and requires additional disclosures in order to enhance information reported to users of financial statements by providing greater transparency about transfers of financial assets, including securitization transactions, and an entity's continuing involvement in and exposure to the risks related to transferred financial assets. This standard is effective for fiscal years beginning after November 15, 2009. The Company does not expect the adoption of this standard to have a material effect on its financial position or results of operations.

In May 2009, the FASB issued standards that requires management to evaluate subsequent events through the date the financial statements are either issued, or available to be issued. Companies are required to disclose the date through which subsequent events have been evaluated. This standard is effective for interim or annual financial periods ending after June 15, 2009. The Company evaluated its December 31, 2009 financial statements for subsequent events through March 29, 2010, the date the financial statements were available to be issued. Other than the agreements and events in Note 19, the Company is not aware of any subsequent events which would require recognition or disclosure in the financial statements.

In April 2009, the FASB issued standards that require disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. This standard also requires those disclosures in summarized financial information at interim reporting periods. This standard applies to all financial instruments within the scope of Statement 107 held by publicly traded companies, as defined by APB 28, and requires that a publicly traded company shall include disclosures about the fair value of its financial instruments whenever it issues summarized financial information for interim reporting periods. This standard is effective for interim reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. We do not expect the adoption of this standard to have a material impact on the Company's income statement, financial position or cash flows.

In April 2009, the FASB issued standards that provide additional guidance for estimating fair value when the volume and level of activity for the asset or liability have significantly decreased and also includes guidance on identifying circumstances that indicate a transaction is not orderly for fair value measurements. This standard is effective for interim and annual periods ending after June 15, 2009. We do not expect the adoption of this standard to have a material impact on the Company's income statement, financial position or cash flows.

In May 2008, the FASB issued standards that identify the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles (GAAP) in the United States (the GAAP hierarchy). We do not expect the adoption of this standard to have a material impact on the Company's income statement, financial position or cash flows.

In May 2008, the FASB issued standards that require the issuer of certain convertible debt instruments that may be settled in cash (or other assets) on conversion to separately account for the liability (debt) and equity (conversion option) components of the instrument in a manner that reflects the issuer's nonconvertible debt borrowing rate. This standard became effective for the Company on January 1, 2009 and requires retroactive application. The adoption of this standard is not expected to have a material impact on the Company's consolidated financial position, cash flows, or results of operations.

In April 2008, the FASB issued standards that amend the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset and was effective for fiscal years beginning after November 15, 2008. This standard was effective for the Company beginning January 1, 2009. We do not expect the adoption of this to have a material impact on the Company's income statement, financial position or cash flows.

In March 2008, the FASB issued standards that amends and expand the disclosure requirements and with the intent to provide users of financial statements with an enhanced understanding of: a) How and why an entity uses derivative instruments; b) How derivative instruments and related hedged items are accounted for and its related interpretations; and c) How derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows and was effective for fiscal years beginning after November 15, 2008. This standard was effective for the Company beginning in the first quarter of fiscal 2009. We do not expect the adoption of this standard to have a material effect on the Company's consolidated results of operations and financial condition.

In December 2007, the FASB issued standards that requires the acquiring entity in a business combination to record all assets acquired and liabilities assumed at their respective acquisition-date fair values, changes the recognition of assets acquired and liabilities assumed arising from contingencies, changes the recognition and measurement of contingent consideration, and requires the expensing of acquisition-related costs as incurred. This standard also requires additional disclosure of information surrounding a business combination, such that users of the entity's financial statements can fully understand the nature and financial impact of the business combination. This standard was effective for the Company beginning January 1, 2009 and we will apply it prospectively to business combinations completed on or after that date.

ITEM 7A. ***Quantitative and Qualitative Disclosures About Market Risk***

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

ITEM 8. ***Financial Statements and Supplementary Data***

See Financials Statements on Page 40 of this Annual Report on Form 10-K.

ITEM 9. ***Changes In and Disagreements with Accountants on Accounting and Financial Disclosure***

None.

ITEM 9A (T). ***Controls and Procedures***

As of the end of the period covered by this report, we conducted an evaluation, under the supervision and with the participation of our chief executive officer and chief financial officer of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Exchange Act). Based upon this evaluation, our chief executive officer and chief financial officer concluded that, as of December 31, 2009, our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is: (1) accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure; and (2) recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms. There was no change to our internal controls or in other factors that could affect these controls during our last fiscal year that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed by, or under the supervision of, the chief executive officer and chief financial officer and effected by our Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Our evaluation of internal control over financial reporting includes using the COSO framework, an integrated framework for the evaluation of internal controls issued by the Committee of Sponsoring Organizations of the Treadway Commission, to identify the risks and control objectives related to the evaluation of our control environment.

Based on our evaluation under the frameworks described above, our management has concluded that our internal control over financial reporting was effective as of December 31, 2009.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation requirements by the company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the company to provide only management's report in this annual report.

ITEM 9B. ***Other Information***

Not applicable.

PART III

ITEM 10. ***Directors, Executive Officers and Corporate Governance***

The following table sets forth the names and ages of the members of our Board of Directors and our executive officers and the positions held by each.

Name	Age	Position
Jay Rifkin	54	Chief Executive Officer, Director
William B. Horne	41	Director
Alice M. Campbell	59	Director
Alan Morelli	48	Director
David M. Kaye	55	Director

Officers are elected annually by the Board of Directors (subject to the terms of any employment agreement), to hold such office until an officer's successor has been duly appointed and qualified, unless an officer sooner dies, resigns or is removed by the Board. Some of our directors, director nominees and executive officers also serve in various capacities with our subsidiary Rebel Crew Films. There are no family relationships among any of our directors and executive officers.

Below is a brief description of the above persons' business experience during the past five years based on information supplied by each of them.

Jay Rifkin, Chief Executive Officer, Principal Financial Officer and Director. Mr. Rifkin has been our Chief Executive Officer since September 30, 2005 and has been a member of our Board of Directors since March 26, 2006. From 2004 to Present, Mr. Rifkin has been the sole Managing Member of Rebel Holdings, LLC. In 1995, Mr. Rifkin founded Mojo Music, Inc., a music publishing company, and he has been President of Mojo Music, Inc. since it was founded. Mr. Rifkin has served as Producer and Executive Producer on various motion pictures and is also a music producer, engineer and songwriter. Mr. Rifkin received a Grammy Award for Best Children's Album and an American Music Award for Favorite Pop/Rock Album for his work on Disney's "The Lion King," and received a Tony nomination for "The Lion King" on Broadway. From 1988 to 2004, Mr. Rifkin, through Mojo Music, Inc., served as a Managing Member of Media Ventures, LLC, an entertainment cooperative founded by Mr. Rifkin and composer Hans Zimmer. In 1995, Mr. Rifkin founded Mojo Records, LLC, which in 1996 became a joint venture with Universal Records, and was subsequently sold to Zomba/BMG Records in 2001.

William B. Horne, Director. Mr. Horne has been a member of our Board of Directors since July 20, 2005. From July 20, 2005 to April 20, 2007, Mr. Horne was our Chief Financial Officer. From September 30, 2005 until December 29, 2005, Mr. Horne also served as our Chief Executive Officer and Chairman of our Board of Directors. Mr. Horne is currently the Cheif Financial Officer of Physical Therapy Holdings, Inc. From July 2005 until October 2008, Mr. Horne was Chief Financial Officer of Patient Safety Technologies, Inc., a public company quoted on the OTC Bulletin Board, and was Chief Executive Officer from January 2007 until May 2008. From May 2002 to April 2005, Mr. Horne held the position of Chief Financial Officer of Alaska Wireless Communications, a privately held advanced cellular communications company, which was subsequently sold to General Communications, Inc. (Nasdaq: GNCMA). Since January 2002, Mr. Horne has also provided strategic financial consulting services to both private and public companies. From November 1996 to December 2001, Mr. Horne held the position of Chief Financial Officer of The Phoenix Partners, a venture capital limited partnership

Alice M. Campbell, Director. Ms. Campbell has been a member of our Board of Directors since July 16, 2005. From June 23, 2005 until January 30, 2006, Ms. Campbell served as a director of IPEX, Inc., a public company quoted on the OTC Bulletin Board. Ms. Campbell served as a director of Patient Safety Technologies, Inc., a public company quoted on the OTC Bulletin Board, from October 22, 2004 until January 26, 2007. Since 2001, Ms. Campbell has been, and is currently, an investigator and consultant specializing in research and litigation services, financial investigations and computer forensics for major companies and law firms throughout the United States. Ms. Campbell is a certified fraud specialist, as well as a certified instructor for the Regional Training Center of the United States Internal Revenue Service and for the National Business Institute. From 1979 to 2001, Ms. Campbell served as a special agent for the United States Treasury Department where she conducted criminal investigations and worked closely with the United States Attorney's Office and with several federal agencies, including the Internal Revenue Service, Federal Bureau of Investigation, Secret Service, Customs Service, State Department, Drug Enforcement Agency, Bureau of Alcohol, Tobacco and Firearms and U.S. Postal Service.

Alan Morelli, Director. Mr. Morelli has been one of our directors since March 26, 2006. Mr. Morelli is a consultant who has served as Managing Director of Analog Ventures, LLC, a consulting firm located in Pacific Palisades, California, since 1997. Mr. Morelli is also currently serving as a director of Physical Therapy Holdings, Inc. and Precise Exercise Equipment. Physical Therapy Holdings, Inc. develops tools for outpatient clinics. Precise developed innovative commercial fitness or rehabilitation technology used in health clubs and consumer equipment since 1994. Mr. Morelli received a B.S. from Rutgers University (1983) and a J.D. from Georgetown University Law Center (1986).

David M. Kaye, Director. Mr. Kaye has been one of our directors since March 26, 2006. Mr. Kaye is an attorney and has been a partner in the law firm of Kaye Cooper Fiore Kay & Rosenberg, LLP, located in Florham Park, New Jersey, since the firm's inception in February 1996. Since 1980, Mr. Kaye has been a practicing attorney in the New York City metropolitan area specializing in corporate and securities matters. Mr. Kaye received his B.A. from George Washington University (1976) and his J.D. from the Benjamin N. Cardozo School of Law, Yeshiva University (1979).

Audit Committee

The Audit Committee is appointed by the Board of Directors in fulfilling its responsibilities to oversee: (1) the integrity of our financial statements and disclosure controls; (2) the qualifications and independence of our independent accountants; (3) the performance of our independent accountants; and (4) compliance with legal and regulatory requirements. The Audit Committee presently consists of Alice M. Campbell and William B. Horne. Ms. Campbell is Chairwoman of the Audit Committee. The Board has determined that Ms. Campbell and Mr. Horne are each an "audit committee financial expert" as defined under Item 407(d)(5) of Regulation S-K promulgated pursuant to the Securities Exchange Act of 1934, as amended.

Compensation Committee

The Compensation Committee is appointed by the Board of Directors to discharge the responsibilities of the Board relating to compensation of our executive officers. The Compensation Committee presently consists of Alice M. Campbell, William B. Horne, Alan Morelli and David M. Kaye. Ms. Campbell is Chairwoman of the Compensation Committee.

Code of Ethics

We have adopted a Code of Ethics and Business Conduct that applies to our Chief Executive Officer and Chief Financial Officer, which is filed as Exhibit 14.1 to our annual report on Form 10-KSB for the fiscal year ended June 30, 2005. Upon request, we will provide to any person without charge a copy of our Code of Ethics. Any such request should be made to Attn: Secretary, China Youth Media, Inc., 4143 Glencoe Avenue, Marina Del Rey, CA 90292. We are in the process of building a website where our Code of Ethics will be available to investors.

Section 16(A) Beneficial Ownership Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires our directors and executive officers and persons who beneficially own more than ten percent of a registered class of our equity securities to file with the SEC initial reports of ownership and reports of change in ownership of common stock and other of our equity securities. Officers, directors and greater than ten percent stockholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file.

Based solely on our review of the copies of any Section 16(a) forms received by us or written representations from the reporting persons, we believe that with respect to the fiscal year ended December 31, 2009, all the reporting persons complied with all applicable filing requirements, except that William B. Horne filed one report late relating to one transaction, Alice M. Campbell filed one report late relating to one transaction and Dennis Pelino filed one report late relating to one transaction.

Item 11. *Executive Compensation*

The following summary compensation tables set forth information concerning the annual and long-term compensation for services in all capacities to the Company for the years ended December 31, 2009 and, December 31, 2008, of those persons who were, at December 31, 2009 (i) the chief executive officer and (ii) the other most highly compensated executive officers of the Company, whose total compensation was in excess of $100,000 (the named executive officers):

Summary Compensation Table

Name and Principal Position	Year	Salary($) (2)	Bonus ($)	Stock Awards ($)	Option Awards ($) (3)	Non-Equity Incentive Plan Compensation ($)	Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total
Jay Rifkin, (1)	2009	$ 165,000	$ 0	$ 0	$ 2,771,683	$ 0	$ 0	$ 0	$ 2,936,683
President and Chief Executive Officer	2008	$ 165,000	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0	$ 165,000

(1) Mr. Rifkin was appointed President on September 30, 2005, and Chief Executive Officer and director nominee on December 29, 2005.

(2) Consists of salary for 2009. Consists of accrued salary for 2008, none of which has been paid as of December 31, 2009.

(3) Represents the dollar amount recognized for financial reporting purposes of stock options awarded in 2009 computed in accordance with SFAS 123(R).

Equity Awards

The following table provides certain information concerning equity awards held by the named executive officers as of December 31, 2009.

Outstanding Equity Awards at December 31, 2009

	Options Awards			
Name	No. of Securities Underlying Unexercised Options (#) Exercisable	No. of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date
Jay Rifkin	112,500	37,500	$ 0.20	11/8/2016
	3,750,000	0	$ 0.13	5/11/2019
	0	20,000,000	$ 0.13	5/11/2019

Benefit Plans

Effective July 20, 2005, the Board of Directors approved our Stock Option and Restricted Stock Plan. Under the Stock Option and Restricted Stock Plan, we can issue restricted shares of common stock, options to purchase shares of common stock (both incentive stock options and non-incentive stock options) and warrants to purchase shares of common stock to employees, directors and consultants. The number of shares subject to the Stock Option and Restricted Stock Plan may not exceed 15,000,000 shares. The Stock Option and Restricted Stock Plan is administered by our Compensation Committee. On July 14, 2006, the stockholders approved our Stock Option and Restricted Stock Plan. On May 6, 2009, the Board of Directors adopted, subject to stockholder approval which was obtained at the annual stockholders meeting held on June 19, 2009, an amendment to the 2005 Plan that increased the number of shares subject to the Stock Plan from 15,000,000 shares to 50,000,000 shares.

Compensation of Directors

During 2009, the Company did not compensate any of its directors in cash. The Chairperson of the Audit Committee is entitled to receive $6,000 annually paid in cash. During 2009, the Company did not pay this amount. All directors are reimbursed for their reasonable out-of-pocket expenses incurred in connection with their duties to the Company. In addition, directors are eligible to receive restricted shares of common stock and stock options pursuant to our Stock Option Restricted Stock Plan described above.

The following table provides certain summary information concerning the compensation paid to directors, other than Jay Rifkin (our Chief Executive Officer), during 2009. All compensation paid to Mr. Rifkin is set forth in the table under "Executive Compensation."

Director Compensation

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)	Option Awards ($) (1)	All Other Compensation ($)	Total ($)
Alan Morelli	0	0	$ 265,498	0	$ 265,498
Alice M. Campbell	0	0	$ 268,416	0	$ 268,416
David M. Kaye	0	0	$ 265,498	0	$ 265,498
William B. Horne	0	0	$ 274,251	0	$ 274,251

(1) Represents the dollar amount recognized for financial reporting purposes of stock options awarded in 2009 computed in accordance with Financial Accounting Standards 123R.

Employment Agreements with Executive Officers

Jay Rifkin, Chief Executive Officer of the Company, is employed pursuant to an employment agreement entered into as of November 2, 2009, and effective as of July 1, 2009, at an initial annual base salary of $200,000. The term of the employment agreement is three years and will automatically renew for successive one-year terms unless either party delivers to the other party written notice of termination at least 30 days before the end of the then current term. The annual base salary will increase at least 10% in the second year of the term and at least 10% more in the third year of the employment term. The agreement also contains customary provisions for disability, death, confidentiality, indemnification and non-competition. If Mr. Rifkin voluntarily terminates the agreement without good reason or if we terminate the agreement for cause, we must pay Mr. Rifkin all accrued compensation through the date of termination and provide life, accident and disability insurance, and health, dental and vision benefits to Mr. Rifkin and his dependents for a period of three months after termination. If we terminate the agreement without cause, if Mr. Rifkin terminates the agreement for good reason or if the agreement is terminated upon the death or disability of Mr. Rifkin, then we must pay Mr. Rifkin or his estate all unpaid compensation through the duration of the three-year employment term and must provide insurance and health benefits through the duration of such term. “Good Reason” is defined in the agreement as: (i) material breach of the agreement by us including, without limitation, any diminution in title, office, rights and privileges of Mr. Rifkin or failure to receive base salary payments on a timely basis; (ii) relocation of the principal place for Mr. Rifkin to provide his services to any location more than 20 miles away from 4143 Glencoe Ave, Marina Del Rey, Ca 90292; (iii) failure to maintain in effect directors’ and officers’ liability insurance covering Mr. Rifkin; (iv) any assignment or transfer of any of our rights or obligations under the agreement; or (v) any change in control of our company including, without limitation, if Mr. Rifkin shall cease to own a majority of our outstanding voting securities. The foregoing agreement replaced an employment agreement entered into with Mr. Rifkin effective as of September 30, 2005.

Mr. Rifkin was previously granted options to purchase 4,400,000 shares of common stock with an exercise price equal to the FMV of the common stock on September 30, 2005 and vesting annually over a period of three years from December 29, 2005. On May 11, 2009, with the consent of Jay Rifkin, the Company canceled options held by him to purchase 4,400,000 shares of common stock, exercisable at $0.85 per share. Further, on May 11, 2009, the Company granted Mr. Rifkin options to purchase 3,750,000 shares of common stock with an exercise price of $0.13 per share, which equals the closing price of the Company’s common stock on the date of grant, which stock options vest fully on the date of grant. In addition, on May 11, 2009, the Company granted Mr. Rifkin options to purchase 20,000,000 shares of the Company’s common stock with an exercise price of $0.13 per share, which stock options shall vest annually over a period of four years from the date of grant. Under the current employment agreement, Mr. Rifkin is also eligible to receive shares of common stock and stock options from time to time and an annual bonus as determined by the Board of Directors.

ITEM 12. ***Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

The following table sets forth certain information, as of March 29, 2010 with respect to the beneficial ownership of the outstanding common stock by (i) any holder of more than five (5%) percent; (ii) each of the named executive officers and directors; and (iii) our directors and named executive officers as a group. 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 (1)	Common Stock Beneficially Owned (2)	Percentage of Common Stock (2)
Jay Rifkin	96,830,063(3)	58.80%
William B. Horne	747,289(4)	1.73%
Alice M. Campbell	612,500(5)	1.65%
Alan Morelli	400,000(6)	1.57%
David M. Kaye	462,500(7)	1.57%
Dennis Pelino	34,977,778(8)	21.67%
TWK Holdings, LLC	12,000,000(9)	7.56%
All named executive officers and directors as a group (5 persons)	99,052,352	56.70%

(1) Except as otherwise indicated, the address of each beneficial owner is c/o China Youth Media, Inc., 4143 Glencoe Avenue, Marina Del Rey, CA 90292.

(2) Applicable percentage ownership is based on 158,631,461 shares of common stock outstanding as of March 29, 2010 plus, for each stockholder, any securities that stockholder has the right to acquire within 60 days of March 29, 2010 pursuant to options, warrants, conversion privileges or other rights. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Shares of common stock that a person has the right to acquire beneficial ownership of upon the exercise or conversion of options, convertible stock, warrants or other securities that are currently exercisable or convertible or that will become exercisable or convertible within 60 days of March 29, 2010 are deemed to be beneficially owned by the person holding such securities for the purpose of computing the percentage of ownership of such person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

(3) Includes: (a) 88,354,605 shares held by Rebel Holdings, LLC ("Rebel Holdings") of which Mr. Rifkin is the sole managing member; (b) 2,421,292 shares which are directly held by Mr. Rifkin; (c) 1,666,666 shares issuable upon conversion of a $150,000 principal amount convertible note held by Mojo Music, Inc. of which Mr. Rifkin is the sole managing member, with a conversion price of $0.09 per share; (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. For the purposes of the applicable percentage of beneficial ownership, included are only those shares beneficially owned, plus any securities that Mr. Rifkin has the right to acquire within 60 days of March 29, 2010 pursuant to options, warrants, conversion privileges or other rights and does not include 20,037,500 shares issuable upon exercise of stock options which are not exercisable within such 60 day period. 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.

(4) Includes (a) 284,789 shares owned by Mr. Horne; (b) 350,000 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; (c) 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 four years from November 8, 2007; and (d) 2,000,000 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. For the purposes of the applicable percentage of beneficial ownership, included are only those shares beneficially owned, plus any securities that Mr. Horne has the right to acquire within 60 days of March 29, 2010 pursuant to options, warrants, conversion privileges or other rights and does not include 2,037,500 shares issuable upon exercise of stock options which are not exercisable within such 60 day period. Mr. Horne has granted Mr. Rifkin an irrevocable proxy to vote the shares of common stock issuable upon exercise of such stock options for certain directors.

(5) Represents (a) 200,00 shares owned by Ms. Campbell; (b) 300,000 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; (c) 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 four years from November 8, 2007; and (d) 2,000,000 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. For the purposes of the applicable percentage of beneficial ownership, included are only those shares beneficially owned, plus any securities that Ms. Campbell has the right to acquire within 60 days of March 29, 2010 pursuant to options, warrants, conversion privileges or other rights and does not include 2,037,500 shares issuable upon exercise of stock options which are not exercisable within such 60 day period. Ms. Campbell has granted Mr. Rifkin an irrevocable proxy to vote the shares of common stock issuable upon exercise of such stock options for certain directors.

(6) Includes: (a) 275,000 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; (b) 2,000,000 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 (c) options to purchase 250,000 shares of common stock with an exercise price of $0.14 per share, which stock options vest annually over a period of four years from August 29, 2007. For the purposes of the applicable percentage of beneficial ownership, included are only those shares beneficially owned, plus any securities that Mr. Morelli has the right to acquire within 60 days of March 29, 2010 pursuant to options, warrants, conversion privileges or other rights and does not include 2,125,000 shares issuable upon exercise of stock options which are not exercisable within such 60 day period.

(7) Includes (a) 275,000 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; (b) options to purchase 250,000 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 four years from November 8, 2007; and (c) 2,000,000 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. For the purposes of the applicable percentage of beneficial ownership, included are only those shares beneficially owned, plus any securities that Mr. Kaye has the right to acquire within 60 days of March 29, 2010 pursuant to options, warrants, conversion privileges or other rights and does not include 2,062,500 shares issuable upon exercise of stock options which are not exercisable within such 60 day period.

(8) Includes (a) 9,000,000 shares which are directly held by Mr. Pelino; (b) 7,000,000 shares which are held by New China Media LLC of which Mr. Pelino is the sole managing member; (c) 16,200,000 shares which are held by Year of the Golden Pig LLC ("YGP") of which Mr. Pelino is the sole managing member; (d) 2,777,777 shares issuable upon conversion of a $250,000 principal amount of a convertible note held by YGP; and (e) 875,000 shares issuable upon exercise of stock warrants with an exercise price of $0.09 per share. The address for Dennis Pelino is 400 Alton Road Suite 3107, Miami Beach, FL 33129.

(9) Includes 12,000,000 shares which are directly held by TWK Holdings, LLC. The address for TWK Holdings, LLC is 3 Lorong Bukit Candan 3, Taman Impian Batu 4 1/2, Jalan IPOH, 51100 KL, Malaysia.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table shows information with respect to each equity compensation plan under which the Company's common stock is authorized for issuance as of the fiscal year ended December 31, 2009.

Equity Compensation Plan Information

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	40,958,333	$ 0.13	9,041,667
Equity compensation plans not approved by security holders	550,000	$ 0.42	-0-
Total	41,508,333	$ 0.14	9,041,667

ITEM 13. ***Certain Relationships and Related Transactions, and Director Independence***

Since January 1, 2009, there has not been, nor is there currently proposed, any transaction or series of similar transactions to which we were or will be a party: (i) in which the amount involved exceeds the lesser of $120,000 or one percent of the average of our total assets at year-end for the last three completed fiscal years; and (ii) in which any director, executive officer, shareholder who beneficially owns 5% or more of our common stock or any member of their immediate family had or will have a direct or indirect material interest, except as follows:

Our management believes that all of the below transactions were on terms at least as favorable as could have been obtained from unrelated third parties.

On June 2, 2008, the Company entered into a Content License Agreement with New China Media, YGP, LLC and TWK Holdings, LLC (“TWK”) (New China Media, YGP and TWK collectively referred to as “Content Providers”) providing for (i) the assignment by Content Providers and the assumption by the Company of certain rights of Content Providers for the territory of the People’s Republic of China to use, transmit and publicly display via the Internet certain content; and (ii) the purchase by YGP, New China Media and TWK of 16,200 shares, 3,000 shares and 12,000 shares of Series A Convertible Preferred Stock of the Company for $16,200, $3,000 and $12,000, respectively. On December 16, 2008, pursuant to a notice of conversion, New China Media and YGP agreed to convert the entire amount of their respective shares of Series A Convertible Preferred Stock of the Company into 3,000,000 and 16,200,000 shares of Common Stock, respectively. On January 8, 2009, the Content License Agreement was extended by an additional eight years for a total of ten years. In connection with such extension, the Company agreed to issue to New China Media 4,000,000 shares of the Company’s Common Stock for $4,000. On May 14, 2009 the Company issued 12,000,000 shares of common stock to TWK, pursuant to a notice of conversion, in which TWK agreed to convert the entire amount of their shares of Series A Convertible Preferred Stock of the Company into 12,000,000 shares of common stock.

Effective on June 10, 2008, the Company’s subsidiary, Youth Media (Hong Kong) Limited, entered into a Cooperation Agreement (the “Cooperation Agreement”) with China Youth Net Technology (Beijing) Co., Ltd. (“CYN”), China Youth Interactive Cultural Media (Beijing) Co., Ltd. and China Youth Net Advertising Co. Ltd. pursuant to which the parties agreed to cooperate with each other to develop, build and operate a fully managed video and audio distribution network based on, including but not limited to, the China Education and Research Network, the broadband network infrastructure built in schools, universities and other education institutions. In conjunction with Cooperation Agreement, the Company issued an aggregate of 71,020 shares of its Series A Convertible Preferred Stock to three designees of CYN. On November 3, 2009, the Company agreed to issue an aggregate of 19,000,000 shares of its common stock, in conjunction with, a new Cooperation Agreement (the “2009 Cooperation Agreement”) entered into by YMHK, on July 3, 2009, with China Youth Interactive Cultural Media (Beijing) Co., Ltd. (“CYI”) and China Youth Net Advertising Co. Ltd. (“CYN Ads”) which replaced the Cooperation Agreement entered into on June 10, 2008 among YMHK, China Youth Net Technology (Beijing) Co., Ltd. (“CYN”), CYI and CYN Ads pursuant to which the parties agreed to cooperate with each other to develop, build and operate a fully managed video and audio distribution network based on, including but not limited to, the China Education and Research Network, the broadband network infrastructure built in schools, universities and other education institutions in China (the “Campus Network”). In consideration of the rights granted to YMHK under the 2009 Cooperation Agreement, YMHK agreed to pay CYI an amount equal to 20% of YMBJ's annual after-tax profits and dividends, if any, as audited by YMBJ's independent auditor and which YMHK will obtain from YMBJ for each financial year of YMBJ during the term of the 2009 Cooperation Agreement. The 19,000,000 shares of common stock agreed to be issued under the 2009 Cooperation Agreement replace and are in lieu of the 71,020 shares of the Company's Series A Convertible Preferred Stock (convertible into 71,020,000 shares of common stock) which were agreed to be issued to designees of CYN under the Cooperation Agreement entered into on June 10, 2008. At December 31, 2009, 3,000 of the 71,020 shares of the Company's Series A Convertible Preferred Stock (convertible in 3,000,000 share of common stock) remained outstanding. At December 31, 2009, the 19,000,000 shares of common stock agreed to be issued under the 2009 Cooperation Agreement had not yet been issued.

On September 10, 2008, the Company, on the one hand, and Jay Rifkin, the Company’s President and Chief Executive Officer, and Rebel Holdings, LLC (“Rebel Holdings”), of which Mr. Rifkin is the sole managing member, on the other hand, entered into a Loan Consolidation and Amendment to Security Agreement (the “Loan Consolidation Agreement”), effective as of July 1, 2008. Pursuant to the Loan Consolidation Agreement, the parties agreed to consolidate various outstanding loans made to the Company by Jay Rifkin and Rebel Holdings and other amounts incurred by or due to Mr. Rifkin, in each case through June 30, 2008, into one convertible promissory note payable to Rebel Holdings in the principal amount of $2,078,047, with a maturity date of July 1, 2010 and interest at the prime rate (the “Consolidated Note”). The Consolidated Note provided that the principal amount thereof shall, at the option of Rebel Holdings, be convertible at a conversion price equal to the lesser of, or more favorable to Rebel Holdings, of the following (i) $0.03 per share of Common Stock (which represents the offering price of the Company’s Common Stock in its most recently completed equity financing transaction) provided a notice of conversion is submitted no later than 45 days after September 10, 2008, or (ii) the then current offering terms for any bona fide pending offering of the Company, provided a notice of conversion pursuant thereto is submitted no later than 30 days following the completion of the offering, and contains such other terms and conditions as set forth therein. On May 14, 2009 the Company issued Rebel Holdings 69,268,233, pursuant to a notice of conversion provided within the allowable time period, in which Rebel Holdings elected to convert the entire principal amount outstanding under the Consolidated Note into 69,268,233 shares of common stock at $0.03 per share.

On May 11, 2009, with the consent of Jay Rifkin, the Company’s President and Chief Executive Officer, the Company canceled options held by him to purchase 4,400,000 shares of common stock, exercisable at $0.85 per share. Further, on May 11, 2009, the Company granted Mr. Rifkin options to purchase 3,750,000 shares of common stock with an exercise price of $0.13 per share, which equals the closing price of the Company’s common stock on the date of grant, which stock options vest fully on the date of grant. In addition, on May 11, 2009, the Company granted Mr. Rifkin options to purchase 20,000,000 shares of the Company's common stock with an exercise price of $0.13 per share, which stock options shall vest annually over a period of four years from the date of grant.

The securities were issued in reliance upon the exemption from registration pursuant to Section 4(2) of the Securities Act of 1933, as amended.

On May 11, 2009, with the consent of each of the Company's four non-employee directors, the Company cancelled options held by such directors to purchase an aggregate of 1,450,000 shares of common stock, exercisable at prices ranging from $0.25 to $1.50 per share. On the same date, the Company granted options to such four directors to purchase an aggregate of 1,200,000 shares of common stock, with an exercise price of $0.13 per share, which stock options vest fully on the date of grant. In addition, on May 11, 2009, the Company granted each of the four directors options to purchase 2,000,000 shares each with an exercise price of $0.13 per share, which stock options shall vest annually over a period of four years from the date of grant.

On October 22, 2009, the Company issued 234,789 shares of the Company's common stock to William B. Horne, a director, pursuant to a Conversion and Note Termination Agreement dated July 1, 2008 pursuant to which the entire principal amount outstanding and all interest accrued from inception of a certain promissory note through the date of the Conversion Note would be converted into 234,789 shares of the Company's common stock. See *Note 10 Note Payable - Related Party.*

On October 22, 2009, the Company issued 200,000 shares of the Company's common stock to Alice M. Campbell, a director, pursuant to a Reimbursement Termination Agreement pursuant to which amounts owed to a director of the Company, as fees for services as the Audit Committee Chairwoman, totaling $6,000, with a conversion price of $0.03 per share, would be converted into 200,000 shares of the Company's common stock.

Director Independence

Our board of directors currently consists of five members. They are Jay Rifkin, William B. Horne, Alice M. Campbell, Alan Morelli and David M. Kaye. Morelli and Kaye are independent directors. We have determined their independence using the general independence criteria set forth in the Nasdaq Marketplace Rules.

Item 14. ***Principal Accountant Fees and Services.***

Audit Fees

The aggregate fees billed for professional services rendered by our principal accountants for the audit of our financial statements, for the reviews of the financial statements included in our annual report on Form 10-K, and for other services normally provided in connection with statutory filings were $40,000 and $40,000 for the years ended December 31, 2009 and December 31, 2008, respectively.

Audit-Related Fees

We did not incur any fees for the years ended December 31, 2009 and December 31, 2008, respectively, for professional services rendered by our principal accountants that are reasonably related to the performance of the audit or review of our financial statements and not included in "Audit Fees."

All Other Fees

During the year ended 2009, we received additional professional services in the amount of $5,250 rendered by our principal accountants in connection with the preparation of our tax returns and other tax compliance services.

Audit Committee Pre-Approval Policies and Procedures

Our Audit Committee was formed during the year ended December 31, 2005. The fees for audit services were approved by our chief executive officer and the full board approved the financial statements filed on Forms 10-Q and 10-K. Management is required to periodically report to the Audit Committee regarding the extent of services provided by the independent auditor**.**

PART IV

Item 15. ***Exhibits and Financial Statement Schedules***

The following documents are filed as part of this report:

(1) Financial Statements

Financial Statements are listed in the Table of Contents to the Financial Statements on page 40 of this report.

(2) Financial Statement Schedules

No financial statement schedules are included because such schedules are not applicable, are not required, or because required information is included in the financial statements or notes thereto.

(3) Exhibits

Exhibit Number	Description
2.1	Stock Purchase Agreement dated as of December 20, 2005 among Digicorp, Rebel Crew Films, Inc., Rebel Holdings, LLC and Cesar Chatel (Incorporated by reference to the Company's Form 8-K filed with the Securities and Exchange Commission on December 21, 2005)
2.2	Letter Agreement dated December 20, 2005 among Digicorp, Rebel Crew Films, Inc., Rebel Holdings, LLC and Cesar Chatel (Incorporated by reference to the Company's Form 8-K filed with the Securities and Exchange Commission on December 21, 2005)
2.3	Purchaser and Company Disclosure Schedules to Stock Purchase Agreement dated as of December 20, 2005 among Digicorp, Rebel Crew Films, Inc., Rebel Holdings, LLC and Cesar Chatel (Incorporated by reference to the Company's Form 8-K filed with the Securities and Exchange Commission on January 5, 2006)
3.1	Articles of Incorporation (Utah) (Incorporated by reference to the Company's registration statement on Form 10-SB (File No. 000-33067) filed with the Securities and Exchange Commission on August 9, 2001)
3.2	Certificate of Incorporation of Digicorp, Inc. (Delaware) (Incorporated by reference to the Company's quarterly report on Form 10-QSB for the quarter ended September 30, 2006, filed with the Securities and Exchange Commission on December 13, 2006)
3.3	State of Utah Articles of Merger of Digicorp, a Utah corporation, into Digicorp, Inc., a Delaware corporation (Incorporated by reference to the Company's quarterly report on Form 10-QSB for the quarter ended September 30, 2006, filed with the Securities and Exchange Commission on December 13, 2006)
3.4	State of Delaware Articles of Merger of Digicorp, a Utah corporation, into Digicorp, Inc., a Delaware corporation (Incorporated by reference to the Company's quarterly report on Form 10-QSB for the quarter ended September 30, 2006, filed with the Securities and Exchange Commission on December 13, 2006)
3.5	Certificate of Designation filed with the State of Delaware on May 23, 2008, authorizing our Series A Convertible Preferred Stock consisting of 500,000 shares, each of $.001 par value (Incorporated by reference to the Company's Form 8-K filed with the Securities and Exchange Commission on June 4, 2008)
3.6	Certificate of Amendment to our Certificate of Incorporation filed with the Secretary of State of Delaware effective as of October 16, 2008 authorizing the increase of the number of our authorized shares of Common Stock, par value $.001 per share, from 60,000,000 to 500,000,000 and the number of our authorized shares of Preferred Stock, par value $.001 per share, from 1,000,000 to 2,000,000, and our name change from "Digicorp, Inc." to "China Youth Media, Inc." (Incorporated by reference to the Company's Form 8-K filed with the Securities and Exchange Commission on October 16, 2008)
3.7	Bylaws (Incorporated by reference to the Company's registration statement on Form 10-SB (File No. 000-33067) filed with the Securities and Exchange Commission on August 9, 2001)
3.8	Amendment No. 1 to Bylaws (Incorporated by reference to the Company's Form 8-K filed with the Securities and Exchange Commission on July 21, 2005)

9.1	Voting Agreement dated December 29, 2005 by and among Jay Rifkin and the stockholders of Digicorp listed on the signature pages thereto (Incorporated by reference to the Company's Form 8-K filed with the Securities and Exchange Commission on January 5, 2006)
10.1*	China Youth Media, Inc. Stock Option and Restricted Stock Plan as Amended*
10.2*	Employment Agreement dated as of November 2, 2009, and effective as of July 1, 2009 by and between China Youth Media, Inc. and Jay Rifkin
10.3	Standard Industrial/Commercial Multi-Tenant Lease dated July 18, 2005 between The Welk Group, Inc. and Rebel Crew Films, Inc. (Incorporated by reference to the Company's Form 8-K filed with the Securities and Exchange Commission on January 5, 2006)
10.4	Content License Agreement dated June 2, 2008 by and between Digicorp, Inc. and New China Media, LLC, YGP, LLC and TWK Holdings, LLC (Incorporated by reference to the Company's Form 8-K filed with the Securities and Exchange Commission on June 4, 2008)
10.5	Supply Agreement for Content dated May 31, 2008 by and between Youth Media (Hong Kong) Limited, a subsidiary of the Company, Yes Television (Hong Kong) Limited, and New China Media LLC (Incorporated by reference to the Company's Form 8-K filed with the Securities and Exchange Commission on June 4, 2008)
10.6	Cooperation Agreement dated July 3, 2009 among China Youth Interactive Cultural Media (Beijing) Co., Ltd., China Youth Net Advertising Co. Ltd. and Youth Media (Hong Kong) Limited (Incorporated by reference to the Company's quarterly report on Form 10-Q for the quarter ended September 30, 2009, filed with the Securities and Exchange Commission on November 16, 2009)

10.7	Loan Consolidation and Amendment to Security Agreement dated as of September 10, 2008 among Digicorp, Inc., Rebel Holdings, LLC and Jay Rifkin (Incorporated by reference to the Company's Form 8-K filed with the Securities and Exchange Commission on September 19, 2008)
10.8	Secured Convertible Consolidated Promissory Note between Digicorp, Inc. and Rebel Holdings, LLC, dated September 10, 2008 (Incorporated by reference to the Company's Form 8-K filed with the Securities and Exchange Commission on September 19, 2008).
14.1	Code of Ethics (Incorporated by reference to the Company’s annual report on Form 10-KSB for the fiscal year ended June 30, 2005, filed with the Securities and Exchange Commission on September 28, 2005)
21.1*	Subsidiaries of the Registrant
31.1*	Certification by Chief Executive Officer, required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act
31.2*	Certification by Chief Financial Officer, required by Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act
32.1*	Certification by Chief Executive Officer, required by Rule 13a-14(b) or Rule 15d-14(b) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the United States Code
32.2*	Certification by Chief Financial Officer, required by Rule 13a-14(b) or Rule 15d-14(b) of the Exchange Act and Section 1350 of Chapter 63 of Title 18 of the United States Code

* Filed herewith

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CHINA YOUTH MEDIA, INC.

Date: April 13, 2010	By: /s/ Jay Rifkin Jay Rifkin Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacity and on the dates indicated.

Signature	Title	Date
/s/ Jay Rifkin Jay Rifkin	Chief Executive Officer and Director (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)	April 13, 2010
/s/ William B. Horne William B. Horne	Director	April 13, 2010
/s/ Alice M. Campbell Alice M. Campbell	Director	April 13, 2010
/s/ Alan Morelli Alan Morelli	Director	April 13, 2010
/s/ David M. Kaye David M. Kaye	Director	April 13, 2010

China Youth Media, Inc.
Consolidated Financial Statements

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
Of China Youth Media, Inc.

We have audited the accompanying consolidated balance sheets of China Youth Media, Inc. (Company) as of December 31, 2009 and 2008, and the related consolidated statements of income, stockholders' equity (deficit), and cash flows for the two years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit 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 consolidated 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 control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated 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 consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of China Youth Media, Inc. as of December 31, 2009 and 2008 and the results of their operations and their cash flows for the two years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern. As discussed further in Note 2, the Company has incurred significant losses. The Company's viability is dependent upon its ability to obtain future financing and the success of its future operations. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plan in regard to these matters is also described in Note 2. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Tarvaran Askelson & Company, LLP

Laguna Niguel, California
April 13, 2010

Consolidated Balance Sheet (Audited)

	December 31, 2009	December 31, 2008
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 181,723	$ 34,425
Accounts receivable, net	—	161,604
Other current assets	157,432	112,500
TOTAL CURRENT ASSETS	339,155	308,529
Property and equipment, net	65,457	16,778
Intangible assets, net	4,664,879	8,537,503
Other Assets	24,916	98,968
TOTAL ASSETS	$ 5,094,407	$ 8,961,778
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable	$ 106,382	$ 197,582
Accrued liabilities	1,068,293	848,006
Note payable - related party	—	5,000
TOTAL CURRENT LIABILITIES	1,174,675	1,050,588
LONG TERM LIABILITIES		
Convertible notes payable - related party	150,000	2,228,047
Convertible note payable	250,000	250,000
Note payable	2,377,312	100,000
Beneficial conversion feature	(277,128)	(207,489)
TOTAL LONG TERM LIABILITIES	2,500,184	2,370,558
TOTAL LIABILITIES	$ 3,674,859	$ 3,421,146
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock, $0.001 par value: 2,000,000 shares authorized;		
Series A Preferred Stock, $0.001 par value; 500,000 shares authorized;		
3,000 shares issued and outstanding at December 31, 2009;		
83,020 shares issued and outstanding at December 31, 2008;	3	83
Common stock, $0.001 par value: 500,000,000 shares authorized;		
158,631,461 shares issued and outstanding at December 31, 2009;		
71,828,439 shares issued and outstanding at December 31, 2008;	158,631	71,828
Paid-in capital	21,420,227	16,313,219
Accumulated other comprehensive income	(213)	—
Accumulated deficit	(20,159,100)	(10,844,498)
TOTAL STOCKHOLDERS' EQUITY (DEFICIT)	1,419,548	5,540,632
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	$ 5,094,407	$ 8,961,778

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

Consolidated Statements of Operations and Comprehensive Income (Audited)

	Years Ended December 31, 2009	December 31, 2008
REVENUE		
Sales	$ 7,000	$ 106,898
Total revenue	7,000	106,898
OPERATING EXPENSES		
Cost of sales	—	54,678
Selling, general and administrative expenses	5,389,363	2,533,725
Total operating expenses	5,389,363	2,588,403
Operating loss	(5,382,363)	(2,481,505)
Other Income (expense)		
Interest income (expense)	(281,044)	(274,332)
Rental Income	198,049	148,103
Loss on Abandonment	—	(130,317)
Loss on Impairment Goodwill	(27,800)	(132,200)
Loss on Impairment IP Holdings	(3,821,444)	(106,861)
Total other income (expense)	(3,932,239)	(495,607)
NET LOSS	$ (9,314,602)	$ (2,977,112)
BASIC AND DILUTED NET LOSS PER COMMON SHARE	$ (0.07)	$ (0.08)
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING	127,263,088	38,573,023
Other Comprehensive Income		
Foreign currency translation adjustment	(213)	—
Net income	(9,314,602)	(2,977,112)
COMPREHENSIVE INCOME	$ (9,314,815)	$ (2,977,112)

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

Consolidated Statements of Cash Flows (Audited)

	Years Ended December 31, 2009	Years Ended December 31, 2008
Cash flows from operating activities:		
Net loss	$ (9,314,602)	$ (2,977,112)
Adjustments to reconcile net loss to net cash used in operating activities:		
Loss on Abandonment	—	130,317
Loss on Impairment of Goodwill	27,800	132,200
Loss on Impairment of IP Holdings	4,325,054	106,861
Depreciation	16,809	27,202
Amortization of licenses	128,243	820,182
Amortization of beneficial conversion feature	92,861	135,078
Stock-based compensation to employees and directors	2,236,141	162,654
Changes in operating assets and liabilities:		
Accounts receivable	161,604	143,237
Inventories	—	15,436
Other assets	29,120	33,397
Accounts payable and accrued liabilities	237,131	413,885
Deferred revenue	—	(69,672)
Net cash used in operating activities	(2,059,839)	(926,335)
Cash flows from investing activities:		
Purchases of licenses and developed content	(262,500)	—
Purchases of property and equipment	(65,488)	(3,530)
Purchases of intangible assets	254,026	(2,010)
Net cash used in investing activities	(73,962)	(5,540)
Cash flows from financing activities:		
Proceeds from issuance of common stock	4,000	347,500
Proceeds from issuance of preferred stock	—	31,200
Proceeds from issuance of convertible notes	—	250,000
Proceeds from issuance of convertible note related party	—	232,000
Proceeds from note	2,277,312	100,000
Net cash provided by financing activities	2,281,312	960,700
Effect of exchange rate	(213)	—
Net increase (decrease) in cash and cash equivalents	147,298	28,825
Cash and cash equivalents at beginning of period	34,425	5,600
Cash and cash equivalents at end of period	$ 181,723	$ 34,425
Supplemental disclosures of cash flow information:		
Cash paid for income taxes	$ —	$ —
Interest paid	$ —	$ —
Non-cash investing and financing activity:		
Beneficial conversion feature	162,500	226,352
Shares issued pursuant to consulting agreement	$ 100,000	$ —
Acquisition of intangible assets for stock	$ 600,000	$ 9,199,800

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

Consolidated Statements of Stockholders' Equity (Deficit)

	Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total Shareholders' Equity (Deficit)
	Shares	Amount	Shares	Amount				
BALANCES, December 31, 2007	—	—	39,545,104	$ 39,545	$ 6,243,079	$ (7,867,386)	—	$ (1,584,762)
Issuance of preferred stock	83,020	83			9,211,717.00			9,211,800
Issuance of common stock			32,283,335	32,283	469,417.00			501,700
Debt Discount, net effect					226,352.00			226,352
Compensation expense, stock option issuances					162,654.00			162,654
Net loss						-2,977,112		(2,977,112)
BALANCES, December 31, 2008	83,020	83	71,828,439	$ 71,828	$16,313,219.00	$(10,844,498)	$ —	$ 5,540,632
Conversion of preferred stock	(12,000)	(12)	12,000,000	12,000	(11,920)			—
Cancellation of preferred stock	(68,020)	(68)	—	—	68			—
Issuance of common stock			74,803,022	74,803	2,720,287			2,795,090
Debt Discount, net effect					162,500			162,500
Compensation expense, stock option issuances					2,236,141			2,236,141
Foreign currency translation adjustment							(213)	(213)
Net loss						(9,314,602)		(9,314,602)
BALANCES, December 31, 2009	3,000	3	158,631,461	$ 158,631	$ 21,420,227	$(20,159,100)	$ (213)	$ 1,419,548

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

CHINA YOUTH MEDIA, INC.
Notes to the Consolidated Financial Statements
December 31, 2009

1. Description of Business

China Youth Media, Inc. ("*the Company*") was organized under the laws of the State of Utah on July 19, 1983 under the name of Digicorp. Pursuant to shareholder approval, on October 6, 2006, the Board of Directors of the Company approved and authorized the Company to enter into an Agreement and Plan of Merger by and between the Company and Digicorp, Inc., a Delaware corporation and newly formed wholly-owned subsidiary of the Company that was incorporated under the Delaware General Corporation Law for the purpose of effecting a change of domicile. Effective February 22, 2007, the Company changed its domicile from Utah to Delaware with the name of the surviving corporation being Digicorp, Inc.

Pursuant to a Certificate of Amendment to our Certificate of Incorporation filed with the State of Delaware which took effect as of October 16, 2008, the Company's name changed from "Digicorp, Inc." to "China Youth Media, Inc." (the "Corporate Name Change"). As a result of the Corporate Name Change, our stock symbol changed to "CHYU" with the opening of trading on October 16, 2008 on the OTCBB.

China Youth Media, Inc.

China Youth Media, Inc. is a China focused youth marketing and media company whose business is to provide advertisers and corporations with direct and centralized access to China's massive but difficult to reach student population.

Youth Media (BVI) Limited

On May 8, 2008, under the laws of the British Virgin Islands, the Company formed Youth Media (BVI) Limited ("YM BVI"). YM BVI is a wholly-owned subsidiary of the Company and was established for the purpose of incorporating the Company's wholly-owned subsidiary in Hong Kong.

Youth Media (Hong Kong) Limited and Youth Media (Beijing) Limited

Youth Media (Hong Kong) Limited ("YMHK"), a company organized under the laws of Hong Kong on May 19, 2008, and Youth Media (Beijing) Limited ("YMBJ"), a company organized under the laws of the People's Republic of China on December 10, 2008, are wholly-owned subsidiaries of YM BVI and were formed by the Company to take advantage of its shift in business to aggregation and distribution of international content and advertising for Internet or online consumption in China.

Rebel Crew Films, Inc.

Rebel Crew Films is a wholly-owned subsidiary of the Company and was organized under the laws of the State of California on August 7, 2002. In January 2008, the Company entered into a license and distribution agreement with Westlake Entertainment, Inc. which effectively shifted all day-to-day operations related to our home video library (the "Westlake Agreement"). Effective the date of the Westlake Agreement, Rebel Crew Films ceased operations and is currently maintained as a corporation in good standing with no operations.

PerreoRadio.com

PerreoRadio.com is our wholly-owned and operated website targeted to the young, urban Latino demographic offers online radio shows, podcasts, music, and music videos.

2. Basis of Presentation and Significant Accounting Policies.

Basis of Presentation

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

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. At December 31, 2009, the Company had an accumulated deficit of $20.1 million and a working capital deficit of $836,000. During the year ended December 31, 2009, the Company incurred a loss of approximately $9.3 million. During the year ended December 31, 2009, the Company primarily relied upon financing activities to fund its operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management is currently seeking additional financing and believes that these avenues will continue to be available to the Company to fund its operations, however no assurances can be made. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. These estimates are based on knowledge of current events and anticipated future events and accordingly, actual results may differ from those estimates.

Foreign Operations and Foreign Currency Transactions

The Company's functional currency is the United States Dollar (the "US Dollar"). From time to time, and with the contemplation of expanding the Company's operations in China, the Company enters into transactions denominated in foreign currencies, such as, the People's Republic of China and SAR Hong Kong, whose principal units are the Renminbi ("RMB") and the Hong Kong Dollar ("HK Dollar"), respectively.

The Company’s subsidiary in Hong Kong uses the US Dollar as its functional currency.

The Company's subsidiary in China, whose principal country of operations is the PRC, uses the RMB as its functional currency. The financial position and results of operations are therefore recorded in RMB. In accordance with ASC 830 "Foreign Currency Translation" which codified Statement of Financial Accounts Standards ("SFAS") No. 52, "Foreign Currency Translation," the Company's China subsidiary's financial statements are translated into U.S. Dollars (USD). According to the Statement, all assets and liabilities are translated at the exchange rate on the balance sheet date, stockholder's equity are translated at the historical rates and statement of operations items are translated at the weighted average exchange rate for the year.

The average rate of exchange in 2009 for the Chinese Yuan to the United States Dollar is based on the exchange rate quoted by the Federal Reserve Bank of New York which represents the noon buying rate in the City of New York and is certified for customs purposes. These exchange rates are not intended to imply that the foreign exchange rates quoted could have been, or could be, converted, realized or settled into U.S. dollars or any other currency at the quoted rate on the date of the transaction.

The Company's China subsidiary's assets and liabilities denominated in RMB at the balance sheet date are translated at the going market rate of exchange at that date. The registered equity capital denominated in the functional currency is translated at the historical rate of exchange at the time of capital contribution. The resulting translation adjustments are reported under Other Comprehensive Income in accordance with Accounting Standard Codification ASC 220 that codified SFAS No. 130, "Reporting Comprehensive Income. At December 31, 2009 and 2008, the comprehensive loss was $213 and zero, respectively, differences and amounts were immaterial.

The Company’s foreign operations have been, and will continue to be, affected by periodic changes or developments in the foreign countries’ political and economic conditions, as well as, changes in laws and regulations. Any such changes could have a material adverse effect on the Company’s financial condition, results of operations or cash flows.

Risks related to cash

The Company maintains cash in bank and deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts. The Company believes it is not exposed to any significant credit risk on cash and cash equivalents.

Risks related to our foreign operations

The Chinese economy differs from the economies of most developed countries in many respects, including in the amount of government involvement, level of development, growth rate, control of foreign exchange and allocation of resources. While the Chinese economy has experienced significant growth since the late 1970s, growth has been uneven, both geographically and among various sectors of the economy. The Chinese government has implemented numerous measures to encourage economic growth and to guide the allocation of resources. Some of these measures may benefit the overall Chinese economy, but also have a negative effect on us.

The Company's subsidiary Youth Media (Beijing) Limited's operations are carried out in China and consequently, the Company's business, financial condition and results of operations may be affected by the political, economic and legal environment in China, and by the general state of the Chinese economy. The Company's operations in the China are subject to specific considerations and significant risks not typically associated with companies in North America. The Company's results may be adversely affected by changes in governmental policies with respect to laws and regulations, anti-inflationary measures, currency conversion and remittance abroad, and rates and methods of taxation, among other things.

Cash and Cash equivalents

The Company considers only highly liquid investments such as money market funds and commercial paper with maturities of 90 days or less at the date of their acquisition as cash and cash equivalents.

Fair Value of Financial Instruments

The accounting standards regarding disclosures about fair value of financial instruments defines financial instruments and required fair value disclosure of those instruments. This accounting standard defines fair value, establishes a three-level valuation hierarchy for disclosures of fair value measurement and enhances disclosure requirements for fair value measures. Receivables, investments, payables, short and long term debt and warrant liabilities qualified as financial instruments. Management believes the carrying amounts of receivables, payables and debt are a reasonable estimate of fair value because of the short period of time between the origination of such instruments, their expected realization, and if applicable, their stated interest rate is equivalent to interest rates currently available. The three levels are defined as follows:

Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the assets or liability, either directly or indirectly, for substantially the full term of the financial instruments.

Level 3 inputs to the valuation methodology are unobservable and significant to the fair value.

The Company analyzes all financial instruments with features of both liabilities and equity under the accounting standards regarding accounting for certain financial instruments with characteristics of both liabilities and equity, accounting for derivative instruments and hedging activities, accounting for derivative financial instruments indexed to, and potentially settled in, a company’s own stock, and the accounting standard regarding determining whether an instrument (or embedded feature) is indexed to an entity’s own stock. The accounting standard specifies that a contract that would otherwise meet the definition of a derivative but is both (a) indexed to the Company’s own stock and (b) classified in stockholders’ equity in the statement of financial position would not be considered a derivative financial instrument. This standard provides a two-step model to be applied in determining whether a financial instrument or an embedded feature is indexed to an issuer’s own stock and thus able to qualify for this accounting standard scope exception. All warrants issued by the Company are denominated in U.S. dollars.

Goodwill

In accordance with Statement of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets* ("*SFAS No. 142*"), goodwill is defined as the excess of the purchase price over the fair value assigned to individual assets acquired and liabilities assumed and is tested for impairment at the reporting unit level (operating segment or one level below an operating segment) on an annual basis in the Company's fourth fiscal quarter or more frequently if indicators of impairment exist. The performance of the test involves a two-step process. The first step of the impairment test involves comparing the fair value of the Company's reporting units with each respective reporting unit's carrying amount, including goodwill. The fair value of reporting units is generally determined using the income approach. If the carrying amount of a reporting unit exceeds the reporting unit's fair value, the second step of the goodwill impairment test is performed to determine the amount of any impairment loss. The second step of the goodwill impairment test involves comparing the implied fair value of the reporting unit's goodwill with the carrying amount of that goodwill. In accordance with SFAS No. 142, no amortization is recorded for goodwill with indefinite useful life. Goodwill impairment of approximately $28,000 and $132,000, related to PerreoRadio intangible assets, was recognized during the years ended December 31, 2009 and 2008, respectively.

Intangible Assets

In accordance with Statement of Financial Accounting Standards No. 142, *Goodwill and Other Intangible Assets* ("*SFAS No. 142*"), intangible assets that are determined not to have an indefinite useful life are subject to amortization. The Company amortizes intangible assets using the straight-line method over their estimated useful lives.

Impairment of Long-Lived and Intangible Assets

In accordance with Statement of Financial Accounting Standards No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets* ("*SFAS No. 144*"), the Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of these assets may not be recoverable. The Company assesses the recoverability of the long-lived and intangible assets by comparing the carrying amount to the estimated future undiscounted cash flow associated with the related assets. Impairment of approximately $17,000 and $107,000, related to the licensed home video library intangible assets, was recognized during the years ended December 31, 2009 and 2008. Impairment of approximately $3,805,000, related to the China IPTV and Mobile license intangible assets, was recognized during the year ended December 31, 2009.

Stock-Based Compensation

The Company accounts for stock-based compensation awards in accordance with the provisions of Statement of Financial Accounting Standards No. 123(R), *Share-Based Payment ("SFAS No. 123R")*, which addresses the accounting for employee stock options. SFAS No. 123R revises the disclosure provisions of Statement of Financial Accounting Standards No. 123, *Accounting-Based Compensation ("SFAS No. 123")*, and supersedes Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees ("APB No. 25")*. SFAS No. 123R requires that the cost of all employee stock options, as well as other equity-based compensation arrangements, 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, 2009 and December 31, 2008, the Company had stock-based compensation expense related to issuances of stock options and warrants to the Company's employees, directors and consultants of $2.2 million and $163,000, respectively.

Revenue Recognition

Advertising Supported Intranet Television Network Media Website - Koobee.com is a large scale, advertising supported Intranet Television Network (ITVN) media portal that is targeting China's campus based college students, estimated to total more than 30 million young people. Koobee is a venue for marketers to deliver traditional TV spots and new media advertising campaigns to a vast, upwardly mobile, targeted demographic. Advertisers and channel owners will have available to them multiple touch points ranging from interstitial interactive ads to banners within social networking clubs and sponsored competitions, all with accurate ad tracking that ensures clients realize value from unique and fully licensed content. Koobee provides advertisers the impact of TV with the ROI of the Internet. We expect this combination to be competitive and sufficiently appealing to capture market share in China's fast growth online advertising industry. We believe that significant opportunities exist in the China Internet advertising space, and we will actively pursue this potential source of revenue during the year ending December 31, 2010.

Accounts Receivable

Accounts receivable are recorded at the invoice amount and do not bear interest. Accounts receivable at December 31, 2009 and December 31, 2008 are presented net of an allowance for doubtful accounts of zero and $15,000, respectfully.

Allowance for Doubtful Accounts

The allowance for doubtful accounts is the Company's estimate of the amount of probable credit losses in the Company's existing accounts receivable. The Company determines the allowance based on historical write-off experience. The Company reviews its allowance for doubtful accounts periodically. Past due balances are reviewed individually for collectability. Account balances are charged off against the allowance after all means of collection have been exhausted and potential for recovery is considered remote. The Company does not have any off-balance-sheet exposure related to its customers.

Property and Equipment

Property and equipment are recorded at cost and depreciated using the straight-line method over the useful lives of the assets, generally from three to seven years. Property and equipment at December 31, 2009 and December 31, 2008 are presented net of accumulated depreciation of $41,000 and $24,000, respectfully.

Beneficial Conversion Feature of Convertible Notes Payable

The Company accounts for convertible notes payable in accordance with the guidelines established by APB Opinion No. 14, *Accounting for Convertible Debt and Debt issued with Stock Purchase Warrants ("APB No. 14")*, Emerging Issues Task Force ("EITF") 98-5, *Accounting for Convertible Securities with Beneficial Conversion Features or Contingently Adjustable Conversion Ratios* and EITF 00-27, Application of Issue No 98-5 *To Certain Convertible Instruments*. The Beneficial Conversion Feature ("BCF") of a convertible note, is normally characterized as the convertible portion or feature of certain notes payable that provide a rate of conversion that is below market value or in-the-money when issued. The Company records a BCF related to the issuance of a convertible note when issued and also records the estimated fair value of the warrants issued with those convertible notes.

The BCF of a convertible note is measured by allocating a portion of the note's proceeds to the warrants and as a reduction of the carrying amount of the convertible note equal to the intrinsic value of the conversion feature, both of which are credited to additional paid-in-capital. The Company calculates the fair value of warrants issued with the convertible note using the Black-Scholes valuation model and uses the same assumptions for valuing employee options in accordance with SFAS No. 123R. The only difference is that the contractual life of the warrants is used.

The value of the proceeds received from a convertible note is then allocated between the conversion feature and warrants on a relative fair value basis. The allocated fair value is recorded in the consolidated financial statements as a debt discount (premium) from the face amount of the note and such discount is amortized over the expected term of the convertible note (or to the conversion date of the note, if sooner) and is credited to interest expense.

Income Taxes

The Company follows Statement of Financial Accounting Standards No. 109, “Accounting for Income Taxes” (SFAS 109) that requires recognition of deferred income tax liabilities and assets for the expected future tax consequences of temporary differences between the income tax basis and financial reporting basis of assets and liabilities. Provision for income taxes consists of taxes currently due plus deferred taxes. Because the Company had no operations within the United States there is no provision for US income taxes and there are no deferred tax amounts as of December 31, 2009 and 2008.

The charge for taxation is based on the results for the year as adjusted for items which are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax basis used in the computation of assessable tax profit. In principle, deferred tax liabilities are recognized for all taxable temporary differences, and deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which deductible temporary differences can be utilized.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled. Deferred tax is charged or credited in the income statement, except when it relates to items credited or charged directly to equity, in which case the deferred tax is also recorded in equity. Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

The Company adopted FASB Interpretation 48, “Accounting for Uncertainty in Income Taxes” (“FIN 48”), as of January 1, 2007. A tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded. The adoption of FIN 48 had no affect on the Company’s financial statements.

Advertising Costs

The Company expenses advertising costs when incurred. Advertising expense for the years ended December 31, 2009 and 2008 was $6,000 and $7,000, respectively.

Subsequent Events

During May 2009 and February 2010, the FASB issued new authoritative pronouncement 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. The Company adopted this guidance during its second fiscal quarter and it had no impact on the Company’s results of operations or financial position.

Recent Accounting Pronouncements

In September 2009, the Financial Accounting Standards Board (“FASB”) issued the FASB Accounting Standards Update No. 2009-09 “Accounting for Investments-Equity Method and Joint Ventures and Accounting for Equity-Based Payments to Non-Employees”. This update represents a correction to Section 323-10-S99-4, Accounting by an Investor for Stock-Based Compensation Granted to Employees of an Equity Method Investee. Additionally, it adds observer comment Accounting Recognition for Certain Transactions Involving Equity Instruments Granted to Other Than Employees to the Codification. The Company does not expect the adoption to have a material impact on its consolidated financial position, results of operations or cash flows.

In September 2009, the FASB issued the FASB Accounting Standards Update No. 2009-08 “Earnings Per Share - Amendments to Section 260-10-S99”, which represents technical corrections to topic 260-10-S99, Earnings per share, based on EITF Topic D-53, Computation of Earnings Per Share for a Period that includes a Redemption or an Induced Conversion of a Portion of a Class of Preferred Stock and EITF Topic D-42, The Effect of the Calculation of Earnings per Share for the Redemption or Induced Conversion of Preferred Stock. The Company does not expect the adoption of this update to have a material impact on its consolidated financial position, results of operations or cash flows.

In August 2009, the FASB issued the FASB Accounting Standards Update No. 2009-05 “Fair Value Measurement and Disclosures Topic 820 - Measuring Liabilities at Fair Value”, which provides amendments to subtopic 820-10, Fair Value Measurements and Disclosures - Overall, for the fair value measurement of liabilities. This update provides clarification that in circumstances in which a quoted price in an active market for the identical liability is not available, a reporting entity is required to measure fair value using one or more of the following techniques: 1. A valuation technique that uses: a. The quoted price of the identical liability when traded as an asset b. Quoted prices for similar liabilities or similar liabilities when traded as assets. 2. Another valuation technique that is consistent with the principles of topic 820; two examples would be an income approach, such as a present value technique, or a market approach, such as a technique that is based on the amount at the measurement date that the reporting entity would pay to transfer the identical liability or would receive to enter into the identical liability. The amendments in this update also clarify that when estimating the fair value of a liability, a reporting entity is not required to include a separate input or adjustment to other inputs relating to the existence of a restriction that prevents the transfer of the liability. The amendments in this update also clarify that both a quoted price in an active market for the identical liability when traded as an asset in an active market when no adjustments to the quoted price of the asset are required are Level 1 fair value measurements. The Company does not expect the adoption of this update to have a material impact on its consolidated financial position, results of operations or cash flows.

In August 2009, the FASB issued the FASB Accounting Standards Update No. 2009-04 "Accounting for Redeemable Equity Instruments - Amendment to Section 480-10-S99" which represents an update to section 480-10-S99, distinguishing liabilities from equity, per EITF Topic D-98, Classification and Measurement of Redeemable Securities. The Company does not expect the adoption of this update to have a material impact on its consolidated financial position, results of operations or cash flows.

In June 2009, the FASB issued standards that establishes only two levels of U.S. generally accepted accounting principles ("GAAP"), authoritative and nonauthoritative. The FASB Accounting Standards Codification (the "Codification") became the source of authoritative, nongovernmental GAAP, except for rules and interpretive releases of the Securities and Exchange Commission ("SEC"), which are sources of authoritative GAAP for SEC registrants. All other non-grandfathered, non-SEC accounting literature not included in the Codification became nonauthoritative. This standard is effective for financial statements for interim or annual reporting periods ending after September 15, 2009. We have begun to use the new guidelines and numbering system prescribed by the Codification when referring to GAAP in the third quarter of fiscal 2010. As the Codification was not intended to change or alter existing GAAP, it will not have a material impact on our consolidated financial statements.

In June 2009, the FASB issued standards that responds to concerns about the application of certain key provisions of FASB Interpretation (FIN) 46(R), including those regarding the transparency of the involvement with variable interest entities. Specifically, the standards require a qualitative approach to identifying a controlling financial interest in a variable interest entity ("VIE") and requires ongoing assessment of whether an entity is a VIE and whether an interest in a VIE makes the holder the primary beneficiary of the VIE. In addition, the standard requires additional disclosures about the involvement with a VIE and any significant changes in risk exposure due to that involvement and is effective for fiscal years beginning after November 15, 2009. The Company does not expect the adoption of this standard to have a material effect on its financial position or results of operations.

In June 2009, the FASB issued standards that eliminate the concept of a "qualifying special-purpose entity," changes the requirements for derecognizing financial assets, and requires additional disclosures in order to enhance information reported to users of financial statements by providing greater transparency about transfers of financial assets, including securitization transactions, and an entity's continuing involvement in and exposure to the risks related to transferred financial assets. This standard is effective for fiscal years beginning after November 15, 2009. The Company does not expect the adoption of this standard to have a material effect on its financial position or results of operations.

In May 2009, the FASB issued standards that requires management to evaluate subsequent events through the date the financial statements are either issued, or available to be issued. Companies are required to disclose the date through which subsequent events have been evaluated. This standard is effective for interim or annual financial periods ending after June 15, 2009. The Company evaluated its December 31, 2009 financial statements for subsequent events through March 29, 2010, the date the financial statements were available to be issued. Other than the agreements and events in Note 19, the Company is not aware of any subsequent events which would require recognition or disclosure in the financial statements.

In April 2009, the FASB issued standards that require disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. This standard also requires those disclosures in summarized financial information at interim reporting periods. This standard applies to all financial instruments within the scope of Statement 107 held by publicly traded companies, as defined by APB 28, and requires that a publicly traded company shall include disclosures about the fair value of its financial instruments whenever it issues summarized financial information for interim reporting periods. This standard is effective for interim reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. We do not expect the adoption of this standard to have a material impact on the Company's income statement, financial position or cash flows.

In April 2009, the FASB issued standards that provide additional guidance for estimating fair value when the volume and level of activity for the asset or liability have significantly decreased and also includes guidance on identifying circumstances that indicate a transaction is not orderly for fair value measurements. This standard is effective for interim and annual periods ending after June 15, 2009. We do not expect the adoption of this standard to have a material impact on the Company’s income statement, financial position or cash flows.

In May 2008, the FASB issued standards that identify the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles (GAAP) in the United States (the GAAP hierarchy). We do not expect the adoption of this standard to have a material impact on the Company’s income statement, financial position or cash flows.

In May 2008, the FASB issued standards that require the issuer of certain convertible debt instruments that may be settled in cash (or other assets) on conversion to separately account for the liability (debt) and equity (conversion option) components of the instrument in a manner that reflects the issuer’s nonconvertible debt borrowing rate. This standard became effective for the Company on January 1, 2009 and requires retroactive application. The adoption of this standard is not expected to have a material impact on the Company’s consolidated financial position, cash flows, or results of operations.

In April 2008, the FASB issued standards that amend the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset and was effective for fiscal years beginning after November 15, 2008. This standard was effective for the Company beginning January 1, 2009. We do not expect the adoption of this to have a material impact on the Company’s income statement, financial position or cash flows.

In March 2008, the FASB issued standards that amends and expand the disclosure requirements and with the intent to provide users of financial statements with an enhanced understanding of: a) How and why an entity uses derivative instruments; b) How derivative instruments and related hedged items are accounted for and its related interpretations; and c) How derivative instruments and related hedged items affect an entity’s financial position, financial performance, and cash flows and was effective for fiscal years beginning after November 15, 2008. This standard was effective for the Company beginning in the first quarter of fiscal 2009. We do not expect the adoption of this standard to have a material effect on the Company’s consolidated results of operations and financial condition.

In December 2007, the FASB issued standards that requires the acquiring entity in a business combination to record all assets acquired and liabilities assumed at their respective acquisition-date fair values, changes the recognition of assets acquired and liabilities assumed arising from contingencies, changes the recognition and measurement of contingent consideration, and requires the expensing of acquisition-related costs as incurred. This standard also requires additional disclosure of information surrounding a business combination, such that users of the entity's financial statements can fully understand the nature and financial impact of the business combination. This standard was effective for the Company beginning January 1, 2009 and we will apply it prospectively to business combinations completed on or after that date.

3. Other Current Assets

On September 1, 2008 the Company entered into a consulting agreement ("ACV Consulting Agreement") with American Capital Ventures, Inc. ("ACV, Inc."). Pursuant to the terms of the ACV Consulting Agreement, ACV, Inc. will provide the Company with investor relations consulting services for a period of two years and in consideration, ACV, Inc. will receive 2.5 million shares of the Company's Common Stock of which 1.5 million shares will be issued during the initial twelve-month term and the remainder will be issued on the thirteenth month of the agreement term. The ACV Consulting Agreement was valued at $225,000 based on the fair value of the underlying shares of the Company's common stock on the effective date of the agreement and will be amortized on a straight-line basis over the agreement term of two years. The balance recorded in other current assets at December 31, 2009 corresponds to the current portion of the prepaid expense of $75,000 related to the ACV Consulting Agreement.

On October 26, 2009, the Company entered into a Consulting Agreement ("Consulting Agreement") with ROAR,LLC ("ROAR"). Pursuant to the terms of the Consulting Agreement, ROAR will provide the Company with content acquisition services for a period of three months and in consideration ROAR will receive 300,000 shares of the Company's common stock. The Consulting Agreement was valued at $30,000 based on the value of the underlying shares of the company's common stock on the effective date of the Consulting Agreement and will be amortized on a straight-line bases over a term of three months. At December 31, 2009, a balance recorded of $10,000 in other current assets remained as a prepaid expense associated with the Consulting Agreement.

In December 2009, the Company's subsidiary, YMBJ, entered into bandwidth service agreements with two Chinese Content Delivery Networks ("CDN Agreements") pursuant to the terms of which the Company will receive bandwidth and other services for a period of twelve months. At December 31, 2009, the balance remaining in other current assets related to the CDN Agreements was $51,200.

From August 2009 to September 2009, the YMBJ recorded $24,000 in prepaid expenses pursuant to a two Technical Services Agreements ("Technical Service Agreements") entered into by YMBJ with certain service providers pursuant to the terms of which the Company will receive technical services and bandwidth for a period ranging from nine to eleven months. At December 31, 2009, the balance remaining in the other current assets related to the Technical Services Agreement was $19,100.

4. Property and Equipment

Property and equipment are recorded at cost and depreciated using the straight-line method over the useful lives of the assets, generally from three to seven years. Property and equipment at December 31, 2009 and 2008 consist of the following:

Property and Equipment	December 31, 2009	December 31, 2008
Computer Software and Equipment	$ 99,093	$ 33,846
Office Furniture and Equipment	6,869	6,628
Total Property and Equipment	$105,962	$ 40,474
Less: Accumulated Depreciation	(40,505)	(23,696)
Property and Equipment, net	$ 65,457	$ 16,778

For the years ended December 31, 2009 and 2008, annual depreciation expense totaled $16,800 and $27,200, respectively.

5. Intangible Assets

Intangible assets consist of capitalized Content License & Distribution Agreements, China IPTV & Mobile Licenses, license fees for licensed content the Company acquired from owners including producers, studios and distributors, as well as the Company's Koobee.com and PerreoRadio.com suite of websites and internet properties.

In August 2009, the Company entered into an agreement (the "EPL Agreement") with WinTV, a subscription channel in China run by state-owned Guangdong Provincial Television pursuant to which the Company secured the online rights to distribute the 2009-2010 season of the English Premier League ("EPL"). The EPL Agreement is part of a licensing agreement between YMHK and WinTV and has a term of six months. During the year ended December 31, 2009, amortization expense related to the EPL Agreement was $219,000.

Koobee.com has been determined to have an indefinite useful life based primarily on the renewability of the domain name. Intangible assets with an indefinite life are not subject to amortization, but will be subject to periodic evaluation for impairment.

Content License Agreement - - On June 2, 2008, the Company entered into a Content License Agreement (the "Content License Agreement") with New China Media, LLC ("New China Media"), YGP, LLC ("YGP") and TWK Holdings, LLC ("TWK") (collectively referred to as "Content Providers"). In consideration for the license to certain content by the Content Providers, the Content License Agreement provided for the issuance of 31,200 shares of the Company's Series A Convertible Preferred Stock, that are convertible to 31,200,000 shares of the Company's common stock. The Content License was valued at $2,808,000 based on the fair value of the associated underlying shares of the Company's common stock. The Content License Agreement has a term of 2 years with an automatic renewal term of an additional 2 years and, as such, has an estimated useful life of 4 years. The Content License Agreement will be amortized over the respective estimated useful life and will be reviewed periodically for impairment in accordance with FASB Statement No. 144, *Accounting for Impairment or Disposal of Long-Lived Assets*. On January 8, 2009, the Content License Agreement was extended by an additional eight (8) years for a total of ten (10) years. In consideration for the increase in the term of the agreement, New China Media received four million (4,000,000) shares of the Company's common stock. The Content License Agreement extension was valued at $600,000 based on the fair value of the associated underlying shares of the Company's common stock on the date of the extension agreement.

China IPTV and Mobile License - - On June 10, 2008, the Company's subsidiary, YMHK, entered into a Cooperation Agreement (the "Cooperation Agreement") with China Youth Net Technology (Beijing) Co., Ltd. ("CYN"), China Youth Interactive Cultural Media (Beijing) Co., Ltd. ("CYI") and China Youth Net Advertising Co. Ltd. ("CYN Ads") that provided for the issuance of an aggregate of 71,020 shares of the Company's Series A Convertible Preferred Stock that are convertible to 71,200,000 shares of the Company common stock to three designees of CYN in consideration for, and in addition to any other right that is granted by CYN and CYI to YMHK. Under the Cooperation Agreement, CYN and CYI have agreed to exclusively grant YMHK or any third party/parties designated by YMHK with the following rights during the term of the Cooperation Agreement and any renewal period of the term: (a) exclusive right to advertise on the fully managed video and audio distribution network based on, including but not limited to, the China Education and Research Network, the broadband network infrastructure built in schools, universities and other education institutions in China (the "Campus Network") and to source advertising business for this purpose; (b) exclusive right to sell and operate the commercial campus marketing events; (c) right to provide foreign commercial content to the Campus Network (excluding non-profit, educational content exchange and those contents that are not permitted to be disseminated through the Campus Network under applicable Chinese laws); and (d) enjoy the rights with respect to the setup, operation, maintenance and expansion of the Campus Network according to a separate commercial and technical services agreement. The Cooperation Agreement was valued at $6,391,800 based on the fair value of the associated underlying shares of the Company's common stock. The Cooperation Agreement has a term of 20 years with an optional renewal term of 10 years and, as such, has an estimated useful life of 30 years. The Cooperation Agreement will be amortized over the respective estimated useful life and will be reviewed periodically for impairment in accordance with FASB Statement No. 144, *Accounting for Impairment or Disposal of Long-Lived Assets*.

On November 3, 2009, the Company agreed to issue an aggregate of 19,000,000 shares of its common stock, in conjunction with, a new Cooperation Agreement (the "2009 Cooperation Agreement") entered into by YMHK, on July 3, 2009, with China Youth Interactive Cultural Media (Beijing) Co., Ltd. ("CYI") and China Youth Net Advertising Co. Ltd. ("CYN Ads") which replaced the Cooperation Agreement entered into on June 10, 2008 among YMHK, China Youth Net Technology (Beijing) Co., Ltd. ("CYN"), CYI and CYN Ads pursuant to which the parties agreed to cooperate with each other to develop, build and operate a fully managed video and audio distribution network based on, including but not limited to, the China Education and Research Network, the broadband network infrastructure built in schools, universities and other education institutions in China (the "Campus Network"). In consideration of the rights granted to YMHK under the 2009 Cooperation Agreement, YMHK agreed to pay CYI an amount equal to 20% of YMBJ's annual after-tax profits and dividends, if any, as audited by YMBJ's independent auditor and which YMHK will obtain from YMBJ for each financial year of YMBJ during the term of the 2009 Cooperation Agreement. Further, on the effective date of the 2009 Cooperation Agreement, recognizing that the underlying assets of the Cooperation Agreement dated June 10, 2008 were substantially the same underlying assets of the 2009 Cooperation Agreement and that the fair value of such assets were valued at $2,090,000 based on the fair value of the associated underlying 19,000,000 shares of the Company's common stock issued in conjunction with the 2009 Cooperation Agreement, in accordance with FASB Statement No. 144, *Accounting for Impairment or Disposal of Long-Lived Assets*, the Company determined that a triggering event had occurred and conducted an impairment analysis during the quarter ending December 31, 2009 which resulted in recording an impairment loss of approximately $3,805,000.

The 2009 Cooperation Agreement was valued at $2,090,000 based on the fair value of the associated underlying 19,000,000 shares of the Company's common stock issued in conjunction with the 2009 Cooperation Agreement. The 2009 Cooperation Agreement has a term of 20 years with an optional renewal term of 10 years and, as such, has an estimated useful life of 30 years. The 2009 Cooperation Agreement will be amortized over the respective estimated useful life and will be reviewed periodically for impairment in accordance with FASB Statement No. 144, *Accounting for Impairment or Disposal of Long-Lived Assets*.

The 19,000,000 shares of common stock agreed to be issued under the 2009 Cooperation Agreement replace and are in lieu of the 71,020 shares of the Company's Series A Convertible Preferred Stock (convertible into 71,020,000 shares of common stock) which were agreed to be issued to designees of CYN under the Cooperation Agreement entered into on June 10, 2008. At December 31, 2009, 3,000 of the 71,020 shares of the Company's Series A Convertible Preferred Stock (convertible in 3,000,000 share of common stock) remained outstanding. At December 31, 2009, the 19,000,000 shares of common stock agreed to be issued under the 2009 Cooperation Agreement had not yet been issued.

During the years ended December 31, 2009 and 2008, amortization expense related to the Content License Agreements and China IPTV Licenses was $660,400 and $721,200, respectively.

In the past, the Company, through its subsidiary Rebel Crew Films, generated revenue through the direct sales of its licensed home video library and licensing agreements with third parties. However, the Company plans to use a significant portion of its resources going forward to the aggregation and distribution of international content and advertising for Internet and online consumption in China. Consequently, during the quarter ending December 31, 2009, recognizing that revenues and cash flows would be lower than expected from sales of its licensed home video library and licensing agreements with third parties, the Company determined that a triggering event had occurred and conducted an impairment analysis in the quarter ended December 31, 2009 which resulted in recording an impairment loss. During the quarter ended December 31, 2009, the Company recognized an impairment charge of $16,600 related to our licensed home video library. Licensed content acquired is capitalized at the time of purchase. The term of the licensed content agreements usually vary between one to five years (the "*Title Term*"). At the end of the Title Term, the Company generally has the option of discontinuing distribution of the title or extending the Title Term. The Company amortizes the capitalized license fees, on a straight line basis over the Title Term. During the years ended December 31, 2009 and 2008, amortization expense related to the licensed content was $13,000 and $99,000, respectively.

The PerreoRadio suite of websites consists of the following Internet domain names and all materials, intellectual property, goodwill and records in connection therewith (the "PerreoRadio Assets" or "PerreoRadio"): Perreoradio.com, Radioperreo.com, Perreomobile.com, Perreotv.com, Puroperreo.com, Puroreggaeton.com, Purosandungueo.com, Sandungueoradio.com, Machetemusic.net, Machetemusic.org, Machetemusica.com and Musicamachete.com. The PerreoRadio Assets, initially valued at $160,000, were determined to have an indefinite useful life based primarily on the renewability of the proprietary domain names. Therefore, the PerreoRadio Assets were not subject to amortization, but were rather subject to periodic evaluation for impairment. During the quarter ending December 31, 2009, the Company determined that the revenue and cash flows would be lower than expected from the PerreoRadio Assets and as such, a triggering event occurred and we conducted an impairment analysis which resulted in the recognition of an impairment loss. At December 31, 2009, the Company recognized a goodwill impairment charge of $27,800 related to the PerreoRadio Assets.

Intangible assets and accumulated amortization at December 31, 2009 and 2008 are comprised of the following:

Intangible Assets	December 31, 2009	December 31, 2008
China IPTV & Mobile Licenses	$ 2,352,500	$6,391,800
YesTV China IPTV Rights	3,408,000	2,808,000
Domain Assets	7,833	2,010
PerreoRadio Assets	-	27,800
Licensed and Developed Content	-	283,104
Total Intangible Assets	5,768,333	9,512,714
Less: Accumulated Amortization	(1,103,454)	(975,211)
Intangible Assets, net	$ 4,664,879	$8,537,503

In connection with the China IPTV, Mobile and Licensed Content agreements, the Company expects to record the following amortization expense over the next four years:

Fiscal Year Ended	Amortization
December 31, 2010	$ (445,300.00)
December 31, 2011	$ (445,300.00)
December 31, 2012	$ (445,300.00)
December 31, 2013	$ (445,300.00)

6. Other Assets

The balance recorded in other current assets at December 31, 2009 correspond to security deposits of $18,400 related to our lease holdings, $1,500 related to Water and Power Utility deposit requirements, $5,100 of deferred rental income.

7. Income Taxes

The components of net loss before income tax consist of approximately following:

	Years Ended December 31, 2009	Years Ended December 31, 2008
U.S. Operations	$ (3,641,762)	$ (2,197,661)
Hong Kong Operations	(4,936,221)	(779,451)
PRC Operations	(736,619)	-
	$ (9,314,602)	$ (2,977,112)

Deferred income taxes reflect the net tax effects of temporary differences between carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for tax purposes. Significant components of the Company's deferred tax assets as of December 31, 2009 and 2008 are as follows:

Deferred Tax Assets	December 31, 2009	December 31, 2008
Federal Net Operating Loss Carryforward	$ 2,637,788	$ 2,589,137
State Net Operating Loss Carryforward	685,825	671,575
Foreign Net Operating Loss Carryforward	186,667	-
Stock Based Compensation	957,560	2,650,593
Amortization	904,127	117,810
Other accruals	-	-
Deferred Revenue	-	-
Beneficial Conversion Feature	(118,722)	(88,888)
Total Gross Deferred Tax Asset	5,253,246	5,940,227
Less Valuation Allowance	(5,253,246)	(5,940,227)
Net Deferred Tax Asset	$ -	$ -

The ultimate realization of deferred tax assets depends upon the generation of future taxable income during the periods in which those temporary differences become deductible. Based upon the Company's loss for the year ended December 31, 2009, the Company has provided a valuation allowance in the amount of $5,253,000, an decrease of $687,000. The amount of deferred tax assets considered realizable could change if future taxable income is realized. A component of the Company's deferred tax assets are federal and state net operating loss carryforwards of approximately $7.76 million and $7.76 million, respectively, for the year ended December 31, 2009. A greater than 50% change in the ownership of the Company's common stock can delay or limit the utilization of existing net operating loss carryforwards pursuant to the Internal Revenue Code Section 382. The Company believes that such a change occurred on December 29, 2005 and again during the year ended December 31, 2008. The Company is evaluating the net operating loss carryforward limitation imposed by Internal Revenue Code Section 382 for net operating losses incurred before the change dates. The net operating losses will begin to expire in 2021 and 2011, respectively.

The Company adopted ASC 740 on January 1, 2007. The implementation of ASC 740 did not have a material impact on the Company’s consolidated financial statements, results of operations or cash flows. Management has evaluated all significant tax positions at December 31, 2009 and 2008 concluding that there are no material uncertain tax positions.

At December 31, 2009 and 2008, the Company did not have a tax provision. During the year ended December 31, 2009, the Company recorded $1,600 in franchise tax fees to the State of California.

For the years ended December 31, 2009 and 2008, a reconciliation of the federal statutory tax rate to the Company's effective tax rate is as follows:

Effective Tax Rate	December 31,	
	2009	2008
Federal statutory tax rate	(34)%	(34)%
State and local income taxes, net of federal tax benefit	0.00%	0.00%
Rate difference from foreign operations	17.50%	0.00%
Cancellation of options	23.90%	0.00%
Non deductible items	0.00%	0.08%
Valuation allowance	(7.40)%	33.94%
Total effective tax rate	(0.00)%	0.02%

8. Loss Per Common Share

Income (loss) per common share is based on the weighted average number of common shares outstanding. The Company complies with SFAS No. 128, *Earnings Per Share*, which requires dual presentation of basic and diluted earnings per share on the face of the statements of operations. Basic per share earnings or loss excludes dilution and is computed by dividing income (loss) available to common stockholders by the weighted-average common shares outstanding for the period. Diluted per share earnings or loss reflect the potential dilution that could occur if convertible preferred stock or debentures, options and warrants were to be exercised or converted or otherwise result in the issuance of common stock that is then shared in the earnings of the entity.

Since the effects of outstanding options, warrants and the conversion of convertible preferred stock and convertible debt are anti-dilutive in all periods presented, shares of common stock underlying these instruments have been excluded from the computation of Loss per Common Share.

As of December 31, 2009, there were outstanding (i) 40,958,333 options and 550,000 warrants issued pursuant to the Company's Stock Option Plan, (ii) 2,650,000 shares issuable upon conversion of outstanding warrants that were issued outside the Company's Stock Option Plan, (iii) 3,000,000 shares reserved for issuance upon conversion of Series A Convertible Preferred Stock and (iv) 4,444,444 shares reserved for issuance upon conversion of outstanding convertible promissory notes.

9. Accounts Payable

Accounts payable at December 31, 2009 included amounts owed to certain vendors related to the normal operation of our fully managed video and audio distribution network in China, legal and accounting expenses, and expense reimbursement amounts due to Jay Rifkin, the Company's President and Chief Executive Officer for travel and other expenses.

10. Accrued Liabilities

Accrued liabilities at December 31, 2009 and 2008 are comprised of the following:

Accrued Liabilities	December 31,	
	2009	2008
Obligations on license agreements	$ 110,095	$ 47,595
Accrued salaries	330,000	330,000
Accrued professional fees	-	90,000
Interest	264,513	77,016
Deferred Rent Expense	21,988	-
Lease Security Deposits	32,000	32,000
Accrued Liabilities due to vendors	219,740	128,669
Other	89,956	39,414
	$1,068,293	$744,693

11. Note Payable - Related Party

On July 13, 2006, William Horne, the Company's former Chief Financial Officer and Director, loaned the Company $5,000. As consideration for the loan, the Company issued Mr. Horne a demand promissory note (the "July 06 Note") at a rate equal to the prime rate published in The Wall Street Journal from time to time until the date of payment in full. Pursuant to the terms of a Conversion and Note Termination Agreement dated July 1, 2008, by and between Mr. Horne and the Company (the "Conversion Note"), the entire principal amount outstanding and all interest accrued from inception of the July 06 Note through the date of the Conversion Note, totaling approximately $813, and other various amounts owed to Mr. Horne totaling approximately $1,231, will be converted into 234,789 shares of Common Stock (the "Conversion Shares") which shares were issued on October 22, 2009. The conversion of the note was based upon a common stock value of $0.03 per share, which represented the offering price of the Company's Common Stock in its most recently completed equity financing transaction on the date of the Conversion Note.

12. Convertible Note Payable - Related Party

Rebel Holdings Convertible Note

On September 10, 2008, the Company, on the one hand, and Jay Rifkin, the Company's President and Chief Executive Officer, and Rebel Holdings, LLC ("Rebel Holdings"), of which Mr. Rifkin is the sole managing member, on the other hand, entered into a Loan Consolidation and Amendment to Security Agreement (the "Loan Consolidation Agreement"), effective as of July 1, 2008. Pursuant to the Loan Consolidation Agreement, the parties agreed to consolidate various outstanding loans made to the Company by Jay Rifkin and Rebel Holdings and other amounts incurred by or due to Mr. Rifkin, in each case through June 30, 2008, into one convertible promissory note payable to Rebel Holdings in the principal amount of $2,078,047, with a maturity date of July 1, 2010 and interest at the prime rate (the "Consolidated Note"). The Consolidated Note provided that the principal amount thereof shall, at the option of Rebel Holdings, be convertible at a conversion price equal to the lesser of, or more favorable to Rebel Holdings, of the following (i) $0.03 per share of Common Stock (which represents the offering price of the Company's Common Stock in its most recently completed equity financing transaction) provided a notice of conversion is submitted no later than 45 days after September 10, 2008, or (ii) the then current offering terms for any bona fide pending offering of the Company, provided a notice of conversion pursuant thereto is submitted no later than 30 days following the completion of the offering, and contains such other terms and conditions as set forth therein. On May 14, 2009 the Company issued Rebel Holdings 69,268,233 shares of common stock, pursuant to a notice of conversion provided within the allowable time period, in which Rebel Holdings elected to convert the entire principal amount outstanding under the Consolidated Note into 69,268,233 shares of common stock at $0.03 per share. The securities were issued in reliance upon the exemption from registration pursuant to Section 4(2) of the Securities Act of 1933, as amended.

Mojo Music Convertible Note

Other *convertible notes payable - related party* — On September 30, 2008, the Company entered into a subscription agreement with Mojo Music, Inc. ("Mojo Music"). Jay Rifkin, the Company's President and Chief Executive Officer, is the sole managing member of Mojo Music. The Company sold 1.5 Units, with each Unit consisting of a $100,000 Convertible Promissory Note bearing interest at 12% per annum, due three years from the date of issuance and warrants to purchase an aggregate of up to 350,000 shares of its Common Stock. The warrants are exercisable for a period of five years and have an exercise price equal to $0.09 per share subject to the Company's filing of a certificate of amendment to its certificate of incorporation increasing the number of its available shares for issuance. The subscription agreement with Mojo Music provided the Company with $150,000 in gross proceeds. Pursuant to the subscription agreement with Mojo Music, the Company issued 525,000 Purchase Warrants. *See Note 18 Warrants*.

As the effective conversion price of the Mojo Music Convertible Promissory Note on the date of issuance was below the fair market value of the underlying common stock, the Company recorded debt discount in the amount of $28,300 based on the intrinsic value of the beneficial conversion feature of the Mojo Music Convertible Promissory Note. The warrant issued to Mojo Music in conjunction with the convertible note will expire after September 30, 2013. The Company recorded debt discount in the amount of $28,300 based on the estimated fair value of the warrants. In accordance with EITF No. 00-27, *Application of Issue No. 98-5 to Certain Convertible Instruments*, the debt discount as a result of the beneficial conversion feature of the Mojo Music Convertible Promissory Note and the estimated fair value of the warrants was amortized as non-cash interest expense over the term of the debt using the effective interest method. During the year ended December 31, 2009, interest expense of $18,900 has been recorded from the debt discount amortization.

13. Convertible Note Payable

On August 29, 2008, the Company entered into a subscription agreement with Year of the Golden Pig, LLC ("YGP, LLC"). The Company sold 2.5 Units, with each Unit consisting of a $100,000 Convertible Promissory Note bearing interest at 12% per annum, due three years from the date of issuance and warrants to purchase an aggregate of up to 350,000 shares of its Common Stock. The warrants are exercisable for a period of five years and have an exercise price equal to $0.09 per share subject to the Company's filing of a certificate of amendment to its certificate of incorporation increasing the number of its available shares for issuance. The subscription agreement with YPG, LLC provided the Company with $250,000 in gross proceeds. Pursuant to the subscription agreement with YGP, LLC, the Company issued 875,000 Purchase Warrants. *See Note 18 Warrants*.

As the effective conversion price of the YPG, LLC Convertible Promissory Note on the date of issuance was below the fair market value of the underlying common stock, the Company recorded debt discount in the amount of $112,700 based on the intrinsic value of the beneficial conversion feature of the YPG, LLC Convertible Promissory Note. The warrant issued to YPG, LLC in conjunction with the convertible note will expire after August 29, 2013. The Company recorded debt discount in the amount of $57,100 based on the estimated fair value of the warrants. In accordance with EITF No. 00-27, *Application of Issue No. 98-5 to Certain Convertible Instruments*, the debt discount as a result of the beneficial conversion feature of the YGP, LLC Convertible Promissory Note and the estimated fair value of the warrants was amortized as non-cash interest expense over the term of the debt using the effective interest method. During the year ended December 31, 2009, interest expense of $56,600 has been recorded from the debt discount amortization.

14. Related Party Transactions

All material intercompany transactions have been eliminated upon consolidation of these our entities. During the year ended December 31, 2009, cash transfers between the Company and its subsidiary in Hong Kong, Youth Media (Hong Kong) Limited, in the aggregate amount of $1,124,200, have been eliminated upon consolidation. During the year ended December 31, 2009, cash transfers between the Company's subsidiary in Hong Kong, Youth Media (Hong Kong) Limited, and the Company's subsidiary in Beijing, China, Youth Media (Beijing) Limited, in the aggregate amount of $780,000, have been eliminated upon consolidation.

15. Note Payable

On December 26, 2008, the subsidiaries of the Company, YMHK and YMBJ, entered into a Joint Venture Agreement (the "Joint Venture Agreement") with China Youth Interactive Media (Beijing) Company Limited ("CYI") and Xinhua Sports and Entertainment Limited (formerly Xinhua Finance Media Limited) ("XSEL") to develop business opportunities contemplated by the Campus Network Agreements (the "Joint Venture") (YMHK, YMBJ and CYI henceforth the "JV Companies"). Pursuant to the Joint Venture agreement, XSEL will provide working capital to YMHK in monthly increments for the twelve month period ending December 31, 2009 for the operations of the Joint Venture and, to the extent covered by the budget as set forth in the business plans, for the general overhead of the JV Companies. Each of the JV Companies shall be obligated on a joint and several basis, following written notice from XSEL, to return, repay or reimburse, as the case may be, all of the working capital provided by XSEL, upon demand by XSEL in the sole discretion of XSEL with twelve months notice following the conclusion of the twelve month period ending December 31, 2009, together with interest accrued at an annual rate of 7 percent. The earliest date that any twelve-month written notice can be given is January 1, 2010 in which event the working capital will be due January 1, 2011. At December 31, 2009, the Joint Venture Agreement with XSEL provided the Company with $2.38 million in gross proceeds and the Company recognized the amount as a $2.38 million principal amount of a 7% Promissory Note (the "Xinhua Note") due January 1, 2011. See Note 19 Subsequent Events for additional principal amounts from XSEL related to the Joint Venture Agreement.

16. Beneficial Conversion Feature

As noted in *Note 11 Convertible Note Payable - Related Party*, the Company recorded debt discount in the amount of $28,300 based on the intrinsic value of the beneficial conversion feature of the Mojo Music Convertible Promissory Note and debt discount in the amount of $28,300 based on the estimated fair value of the warrants that were issued in conjunction with the Mojo Music Convertible Promissory Note. During the year ended December 31, 2009, interest expense of $18,900 has been recorded from the debt discount amortization.

As noted in *Note 12 Convertible Note Payable*, the Company recorded debt discount in the amount of $112,700 based on the intrinsic value of the beneficial conversion feature of the YPG, LLC Convertible Promissory Note and debt discount in the amount of $57,100 based on the estimated fair value of the warrants that were issued in conjunction with the YPG, LLC Convertible Promissory Note. During the year ended December 31, 2009, interest expense of $56,600 has been recorded from the debt discount amortization.

On May 11, 2009, the Company granted a consultant, as consideration for services on behalf of the Company, a vested warrant with a term of 7 seven years to purchase 1,250,000 shares of common stock with an exercise price of $0.03 per share. The Company recorded debt discount in the amount of $162,500 based on the estimated fair value of the warrant. In accordance with EITF No. 00-27, *Application of Issue No. 98-5 to Certain Convertible Instruments*, the debt discount as a result of the beneficial conversion feature of the estimated fair value of the warrant was amortized as non-cash interest expense over the term of the warrant. During the year ended December 31, 2009, interest expense of $17,400 has been recorded from the debt discount amortization.

17. Commitment and Contingencies

Rent expense during the years ended December 31, 2009 and 2008 was $276,000 and $232,000, respectively. In August 2005, the Company entered into a commercial lease agreement for office space. The lease requires monthly payments of base rent in the amount of $5,890 from August 21, 2005 through September 30, 2012. Further, on each anniversary date, the base rent is subject to a 3% increase over the previous year.

In March 2006, the Company entered into a commercial lease agreement for additional office space (the "Hollman Lease"). The Hollman Lease requires monthly payments of base rent which increase from $12,475 in September 2006 to $14,041 in December 2010. During February 2008 and April 2008, the Company entered into commercial sublease agreements with two non-related parties. It is expected that the future lease payment obligation of the Company related to the Hollman Lease will be completely offset by the subleases and it is anticipated that they will remain subleased for the remaining term of the Hollman Lease. For the year ended December 31, 2009, the sublease agreements resulted in $198,000 in gross revenues.

On July 15, 2008, the Company entered into a commercial lease agreement for office space in Beijing, China. The lease requires monthly payments of $1,500 for twelve months.

Approximate future minimum rent payments under these leases are as follows:

Operating Lease Payments	Minimum Payments
2010	$ 239,566
2011	82,757
2013	63,508
Total	$ 634,986

18. Stock Based Compensation

Effective July 20, 2005, the Board of Directors of the Company approved the 2005 Stock Option and Restricted Stock Plan (the "*2005 Plan*"). The 2005 Plan reserves 15,000,000 shares of common stock for grants of incentive stock options, nonqualified stock options, warrants and restricted stock awards to employees, non-employee directors and consultants performing services for the Company. Options and warrants granted under the 2005 Plan have an exercise price equal to or greater than the fair market value of the underlying common stock at the date of grant and become exercisable based on a vesting schedule determined at the date of grant. The options expire 10 years from the date of grant whereas warrants generally expire 5 years from the date of grant. Restricted stock awards granted under the 2005 Plan are subject to a vesting period determined at the date of grant.

On May 6, 2009, the Board of Directors adopted, subject to stockholder approval which was obtained at the annual stockholders meeting held on June 19, 2009, an amendment to the 2005 Plan that increased the number of shares subject to the Stock Plan from 15,000,000 shares to 50,000,000 shares.

The Company accounts for stock-based compensation awards in accordance with the provisions of SFAS No. 123(R), *Share-Based Payment*, which addresses the accounting for employee stock options. SFAS 123(R) requires that the cost of all employee stock options, as well as other equity-based compensation arrangements, be reflected in the financial statements over the vesting period based on the estimated fair value of the awards. The Company adopted SFAS 123(R) as of January 1, 2005. Prior to the adoption date, there were no stock options or other equity-based compensation awards outstanding.

A summary of stock option and warrant activity under the amended 2005 Plan for the year ended December 31, 2009 is presented below:

		Outstanding Options			
	Shares Available for Grant	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (years)	Aggregate Intrinsic Value
December 31, 2007	7,856,667	7,143,333	0.73	7.95	-
Grants	-	-			
Cancellations	160,000	(160,000)	0.14	8.91	-
December 31, 2008	8,016,667	6,983,333	0.74	6.91	-
Stock Plan Amendment	35,000,000				
Grants	(39,950,000)	39,950,000	0.13	9.36	-
Cancellations	5,975,000	(5,975,000)	0.84	6.55	-
December 31, 2009	9,041,667	40,958,333	0.13	8.96	-
Options exercisable at:					
December 31, 2007		3,941,667	0.78	8.10	-
December 31, 2008		6,383,333	0.80	6.80	-
December 31, 2009		6,200,000	0.14	9.37	-

The aggregate intrinsic value in the table above represents the total pretax intrinsic value (i.e., the difference between our closing stock price on September 30, 2009 and the exercise price, times the number of shares) that would have been received by the option holders had all option holders exercised their options on September 30, 2009. There have not been any options exercised during the nine months ended September 30, 2009 or 2008.

During the year ended December 31, 2009, the Company granted 39,950,000 stock-based compensation awards. All outstanding stock-based compensation awards that the Company granted in 2009 were granted at the per share fair market value on the grant date. Vesting of options differs based on the terms of each option. The Company utilized the Black-Scholes options pricing model.

Recent Grants of Stock-based Compensation Awards.

On May 11, 2009, with the consent of Jay Rifkin, the Company's President and Chief Executive Officer, the Company canceled options held by him to purchase 4,400,000 shares of common stock, exercisable at $0.85 per share. Further, on May 11, 2009, the Company granted Mr. Rifkin options to purchase 3,750,000 shares of common stock with an exercise price of $0.13 per share, which equals the closing price of the Company's common stock on the date of grant, which stock options vest fully on the date of grant. In addition, on May 11, 2009, the Company granted Mr. Rifkin options to purchase 20,000,000 shares of the Company's common stock with an exercise price of $0.13 per share, which stock options shall vest annually over a period of four years from the date of grant.

On May 11, 2009, with the consent of each of the Company's four non-employee directors, the Company cancelled options held by such directors to purchase an aggregate of 1,450,000 shares of common stock, exercisable at prices ranging from $0.25 to $1.50 per share. On the same date, the Company granted options to such four directors to purchase an aggregate of 1,200,000 shares of common stock, with an exercise price of $0.13 per share, which stock options vest fully on the date of grant. In addition, on May 11, 2009, the Company granted each of the four directors options to purchase 2,000,000 shares each with an exercise price of $0.13 per share, which stock options shall vest annually over a period of four years from the date of grant.

On May 11, 2009, the Company granted to three employees options to purchase an aggregate of 7,000,000 shares of common stock with an exercise price of $0.13 per share. These stock options vest annually over four years from the date of grant.

During the years ended December 31, 2009 and 2008, stock-based compensation totaling $2.24 million and $163,000, respectively, was recorded by the Company. During the year ended December 31, 2009 and 2008, total unrecognized compensation cost related to unvested stock options was $2.46 million and $93,000, respectively. The cost is expected to be recognized over a weighted average period of 1.64 years.

A summary of the changes in the Company's nonvested options during the year ended December 31, 2009 is as follows:

Nonvested Shares	Shares	Weighted Average Grant Date Fair Value
Nonvested at December 31, 2007	2,522,500	$ 0.64
Granted	-	-
Vested	(1,968,750)	0.77
Forfeited	(160,000)	0.13
Nonvested at December 31, 2008	393,750	$ 0.15
Granted	39,950,000	0.11
Vested	6,200,000	0.12
Forfeited	5,850,000	0.78
Nonvested at December 31, 2009	34,700,000	$ 0.12

All outstanding stock-based compensation awards that the Company granted in 2009 and 2008 were granted at the per share fair market value on the grant date. Vesting of options differs based on the terms of each option. The Company utilized the Black-Scholes option pricing model and the assumptions used for each period are as follows:

Black-Scholes Pricing Model Assumptions	Year ended December 31,	
	2009	2008
Weighted average risk free interest rate	3.77%	3.92%
Weighted average life (in years)	5.00	4.44
Volatility	138 – 142%	138 – 155%
Expected dividend yield	-	-
Weighted average grant-date fair value per share of options granted	0.13	0.65

19. Equity Transactions

Capitalization Amendment

Pursuant to a Certificate of Amendment to our Certificate of Incorporation filed with the State of Delaware which took effect as of October 16, 2008, the number of our authorized shares of Common Stock, par value $.001 per share, of the Company has been increased from 60,000,000 to 500,000,000 and the number of our authorized shares of Preferred Stock, par value $.001 per share, has been increased from 1,000,000 to 2,000,000 (the "Capitalization Amendment").

Recent Sales of Unregistered Securities

We sold the following equity securities during the fiscal years ended December 31, 2009 and December 31, 2008 that were not registered under the Securities Act of 1933, as amended (the "***Securities Act***").

Preferred Stock - Series A

On May 23, 2008, the Company filed with the State of Delaware a Certificate of Designation authorizing its Series A Convertible Preferred Stock consisting of 500,000 shares, each of $0.001 par value and convertible into shares of Common Stock at a rate of one thousand (1,000) shares of Common Stock for every one share of Series A Convertible Preferred Stock at the option of the holder at any time subsequent to the filing of an amendment to the Company's certificate of incorporation with the Secretary of State of the State of Delaware whereby the authorized Common Stock is increased to a minimum of 200,000,000 shares. In addition, the Series A Convertible Preferred Stock (i) has no voting rights prior to conversion except as otherwise provided under Delaware law, (ii) has no mandatory or optional redemption rights, (iii) has no preemptive rights, and (iv) shall pay cash dividends only in the event cash dividends have been declared on the Company's Common Stock.

On June 2, 2008, the Company entered into a Content License Agreement (the "Content License Agreement") with New China Media, LLC ("New China Media"), YGP, LLC ("YGP") and TWK Holdings, LLC ("TWK") (New China Media, YGP and TWK collectively referred to as "Content Providers") providing for (i) the assignment by Content Providers and the assumption by the Company of certain rights of Content Providers for the territory of the People's Republic of China to use, transmit and publicly display via the Internet certain content; and (ii) the purchase by YGP, New China Media and TWK of 16,200 shares, 3,000 shares and 12,000 shares of Series A Convertible Preferred Stock of the Company for $16,200, $3,000 and $12,000, respectively. On May 14, 2009 the Company issued 12,000,000 shares of common stock to TWK, pursuant to a notice of conversion, in which TWK agreed to convert the entire amount of their shares of Series A Convertible Preferred Stock of the Company into 12,000,000 shares of common stock. The securities were issued in reliance upon the exemption from registration pursuant to Section 4(2) of the Securities Act of 1933, as amended.

On June 10, 2008, the Company's subsidiary, Youth Media (Hong Kong) Limited ("YMHK"), entered into a Cooperation Agreement with China Youth Net Technology (Beijing) Co., Ltd. ("CYN"), China Youth Interactive Cultural Media (Beijing) Co., Ltd. ("CYI") and China Youth Net Advertising Co. Ltd. ("CYN Ads"). In conjunction with the Cooperation Agreement, on June 10, 2008, the Company agreed to issue an aggregate of 71,020 shares of its Series A Convertible Preferred Stock to designees of CYN. On November 3, 2009, the Company agreed to issue an aggregate of 19,000,000 shares of its common stock, in conjunction with, a new Cooperation Agreement (the "2009 Cooperation Agreement") entered into by YMHK, on July 3, 2009, with China Youth Interactive Cultural Media (Beijing) Co., Ltd. ("CYI") and China Youth Net Advertising Co. Ltd. ("CYN Ads") which replaced the Cooperation Agreement entered into on June 10, 2008 among YMHK, China Youth Net Technology (Beijing) Co., Ltd. ("CYN"), CYI and CYN Ads pursuant to which the parties agreed to cooperate with each other to develop, build and operate a fully managed video and audio distribution network based on, including but not limited to, the China Education and Research Network, the broadband network infrastructure built in schools, universities and other education institutions in China (the "Campus Network"). In consideration of the rights granted to YMHK under the 2009 Cooperation Agreement, YMHK agreed to pay CYI an amount equal to 20% of YMBJ's annual after-tax profits and dividends, if any, as audited by YMBJ's independent auditor and which YMHK will obtain from YMBJ for each financial year of YMBJ during the term of the 2009 Cooperation Agreement.

The 19,000,000 shares of common stock agreed to be issued under the 2009 Cooperation Agreement replace and are in lieu of the 71,020 shares of the Company's Series A Convertible Preferred Stock (convertible into 71,020,000 shares of common stock) which were agreed to be issued to designees of CYN under the Cooperation Agreement entered into on June 10, 2008. At December 31, 2009, 3,000 of the 71,020 shares of the Company's Series A Convertible Preferred Stock (convertible in 3,000,000 share of common stock) remained outstanding. At December 31, 2009, the 19,000,000 shares of common stock agreed to be issued under the 2009 Cooperation Agreement had not yet been issued.

Common Stock

During March 2008, the Company sold 10,000,000 shares of its common stock to an unaffiliated accredited investor at a price of $0.03 per share, resulting in gross proceeds of $300,000.

During June 2008, the Company entered into a subscription agreement with several accredited investors in a private placement exempt from the registration requirements of the Securities Act of 1933, as amended. The Company issued and sold to the accredited investors an aggregate of 1,583,335 shares of its common stock. These issuances resulted in aggregate gross proceeds to the Company of $47,500.

On August 29, 2008, the Company entered into a subscription agreement with Year of the Golden Pig, LLC ("YGP, LLC"), pursuant to which the Company sold 2.5 Units, with each Unit consisting of a $100,000 principal amount of a 12% Convertible Promissory Note (the "YGP, LLC Note") due three years from its issuance and 350,000 Common Stock Purchase Warrants, with each Warrant entitling the holder thereof to purchase at any time beginning from the date of issuance through five years thereafter one share of Common Stock at a price of $0.09 per share subject to the Company's filing of a certificate of amendment to its certificate of incorporation increasing the number of its available shares for issuance. The subscription agreement with YGP, LLC provided the Company with $250,000 in gross proceeds. Pursuant to the subscription agreement with YGP, LLC, the Company issued 875,000 Purchase Warrants.

On September 30, 2008, the Company entered into a subscription agreement with Mojo Music, Inc. ("Mojo Music"), of which Jay Rifkin, the Company's President and Chief Executive Officer, is the sole managing member, in which the Company sold 1.5 Units, with each Unit consisting of a $100,000 principal amount of a 12% Convertible Promissory Note due three years from its issuance and 350,000 Common Stock Purchase Warrants, with each Warrant entitling the holder thereof to purchase at any time beginning from the date of issuance through five years thereafter one share of Common Stock at a price of $0.09 per share. The subscription agreement with Mojo Music provided the Company with $150,000 in gross proceeds. Pursuant to the subscription agreement with Mojo Music, the Company issued 525,000 Purchase Warrants.

See *Note 3 Other Current Assets* for information on the Consulting Agreement between the Company and American Capital Ventures, Inc. (“ACV”) and the issuance of shares thereunder. On February 6, 2009, pursuant to a letter of agreement with ACV, notwithstanding anything to the contrary to the Consulting Agreement between ACV and the Company, the Company agreed to issue in advance of the thirteenth month of the Consulting Agreement 250,000 shares of the Company's common stock that will be deducted from the 1,000,000 (one million) shares of the Company's common stock that were scheduled to be issued on the thirteenth month of the Consulting Agreement so that the remaining shares of the Company's common stock to be issued to ACV on such date are 750,000, unless the Consulting Agreement is earlier terminated pursuant to the terms thereof. On September 29, 2009, pursuant to the Consulting Agreement between the Company and ACV, the remaining 750,000 shares of the Company's common stock were issued. The securities were issued in reliance upon the exemption from registration pursuant to Section 4(2) of the Securities Act of 1933, as amended.

On January 8, 2009, the Content License Agreement was extended by an additional eight (8) years for a total of ten (10) years. In consideration for the increase in the term of the agreement, New China Media received 4,000,000 shares of the Company's common stock. The Content License Agreement extension was valued at $600,000 based on the fair value of the associated underlying shares of the Company’s common stock on the date of the extension agreement. *See Note 5 Intangible Assets.*

On October 22, 2009, the Company issued 234,789 shares of the Company's common stock pursuant to a Conversion and Note Termination Agreement dated July 1, 2008 pursuant to which the entire principal amount outstanding and all interest accrued from inception of a certain promissory note through the date of the Conversion Note would be converted into 234,789 shares of the Company's common stock. See *Note 10 Note Payable - Related Party.*

On October 22, 2009, the Company issued 200,000 shares of the Company's common stock pursuant to a Reimbursement Termination Agreement pursuant to which amounts owed to a director of the Company, as fees for services as the Audit Committee Chairwoman, totaling $6,000, with a conversion price of $0.03 per share, would be converted into 200,000 shares of the Company's common stock.

On December 31, 2009, the Company issued 100,000 shares of the Company's common stock pursuant to a Consulting Agreement ("Consulting Agreement") with ROAR, LLC ("ROAR") pursuant to the terms of which, ROAR will receive 300,000 shares of the Company's common stock. The Consulting Agreement was valued at $30,000 based on the value of the underlying shares of the company's common stock on the effective date of the Consulting Agreement. At December 31, 2009, 200,000 shares of the Company's common stock remained to be issued.

See Note 11 Convertible Note Payable – Related Party for information on the conversion of the Rebel Holdings Convertible Note into shares of the Company's common stock.

20. Warrants

During 2005, the Company issued a total of 550,000 warrants, outside of its 2005 Plan, to purchase shares of common stock at prices ranging from $0.145 to $0.65 per share to consultants.

During September 2008, the Company entered into subscription agreements with Year of the Golden Pig, LLC ("YGP, LLC") and with Mojo Music, Inc. ("Mojo Music"), in which the Company issued an aggregate of 4 Units, with each Unit consisting of a $100,000 principal amount of a 12% Convertible Promissory Note due three years from its issuance and 350,000 Common Stock Purchase Warrants outside of its 2005 Plan, with each Warrant entitling the holder thereof to purchase at any time beginning from the date of issuance through five years thereafter one share of Common Stock at a price of $0.09 per share.

On May 11, 2009, the Company granted a consultant, as consideration for services on behalf of the Company, a vested warrant with a term of 7 seven years to purchase 1,250,000 shares of common stock with an exercise price of $0.03 per share. The issuance of this warrant was exempt from registration requirements pursuant to Section 4(2) of the Securities Act of 1933, as amended.

The following table summarizes information about common stock warrants outstanding at December 31, 2009:

	Outstanding			Exercisable	
Exercise Price	Number Outstanding	Weighted Average Remaining Contractual Life (years)	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
$0.15	250,000	0.08	$ 0.01	250,000	$ 0.01
$0.65	300,000	0.07	$ 0.06	300,000	$ 0.06
$0.09	875,000	1.00	$ 0.02	875,000	$ 0.02
$0.09	525,000	0.62	$ 0.01	525,000	$ 0.01
$0.03	1,250,000	2.49	$ 0.01	1,250,000	$ 0.01
$0.03 - $0.65	3,200,000	4.25	$ 0.12	3,200,000	$ 0.12

21. Subsequent Events

The Company has performed an evaluation of the subsequent events review through March 30, 2010, which is the date the audited consolidated financial statements were issued.

On January 20, 2010 and on January 29, 2010, pursuant to the Joint Venture agreement (see Note 13 Note Payable), XSEL provided the Company with working capital of $50,000 and $40,000, respectively. The Company recognized the amounts as $50,000 and $40,000 principal amounts of 7% Promissory Notes (the "Xinhua Notes") due January 1, 2011.

On March 23, 2010, the Company issued a press release in which it had executed a syndication agreement with a key content aggregator for China Telecom and China Unicom in Hunan Province, China. Pursuant to the terms of the syndication agreement, the Company will provide its youth focused content to China Telecom and Unicom subscribers in Hunan Province through two options: on an à la carte channel subscription basis, and as part of a bundled broadband service. The contract provides for payment to China Youth Media on a per subscriber per month basis. When ordered à la carte, the new subscription channels will be retail priced from 3 to 15 RMB ($.45 to $2.25) per channel per subscriber per month, depending on the content delivered.

CHINA YOUTH MEDIA, INC.
STOCK OPTION AND RESTRICTED STOCK PLAN,
AS AMENDED

1. PURPOSE OF THE PLAN

The purpose of this Stock Option and Restricted Stock Plan (this "Plan") is to advance the interests of China Youth Media, Inc. (the "Company") and its subsidiaries by providing to key employees of the Company and its subsidiaries who have substantial responsibility for the direction and management of the Company, as well as certain directors and consultants of the Company, additional incentives, to the extent permitted by law, to exert their best efforts on behalf of the Company, to increase their proprietary interest in the success of the Company, to reward outstanding performance and to provide a means to attract and retain persons of outstanding ability to the service of the Company. It is recognized that the Company cannot attract or retain these individuals without this compensation. Options granted under this Plan may qualify as incentive stock options ("ISOs"), as defined in Section 422 of the Internal Revenue Code of 1986, as amended (the "Code").

2. ADMINISTRATION

This Plan shall be administered by a committee (the "Committee") comprised of at least two (2) members of the Company's Board of Directors ("Board") who each shall (a) be a "non-employee director," as defined in Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, unless administration of the Plan by "non-employee directors" is not then required for transactions under the Plan to be exempt from the requirements of Rule 16b, and (b) be an "outside director" as defined under Section 162(m) of the Code, unless the action taken pursuant to the Plan is not required to be taken by "outside directors" to qualify for tax deductibility under Section 162(m) of the Code. The Committee shall interpret this Plan and, to the extent and in the manner contemplated herein, shall exercise the discretion reserved to it hereunder. The Committee may prescribe, amend and rescind rules and regulations relating to this Plan and to make all other determinations necessary for its administration. The decision of the Committee on any interpretation of this Plan or administration hereof, if in compliance with the provisions of the Act and regulations promulgated thereunder, shall be final and binding with respect to the Company, any optionee, warrant holder or any person claiming to have rights as, or on behalf of, any optionee or warrant holder.

3. SHARES SUBJECT TO THE PLAN

The shares subject to option, warrant grant and the other provisions of this Plan shall be shares of the Company's common stock, par value $0.001 per share (“shares”). Subject to the provisions hereof concerning adjustment, the maximum aggregate number of shares of common stock that may be issued under this Plan shall be fifty million (50,000,000) shares. Shares of common stock issued under the Plan may be either authorized but unissued shares or shares held in the Company’s treasury.

To the extent that any award involving the issuance of shares of common stock is forfeited, cancelled, returned to the Company for failure to satisfy vesting requirements or other conditions of the award, or otherwise terminates without an issuance of shares of common stock being made thereunder, the shares of common stock covered thereby will no longer be counted against the maximum share limitations and may again be made subject to awards under the Plan pursuant to such limitations.”

4. PARTICIPANTS

(A) Key Employees, Directors and Consultants. The Committee shall determine and designate from time to time those key employees, directors and consultants of the Company and its subsidiaries who shall be eligible to participate in this Plan. The Committee shall also determine the number of shares to be offered from time to time to each participant, either pursuant to an option, pursuant to a warrant or pursuant to an award of restricted stock, or either. In making these determinations, the Committee shall take into account the past service of each such key employee, director or consultant to the Company and its subsidiaries, the present and potential contributions of such key employee, director or consultant to the success of the Company and its subsidiaries and such other factors as the Committee shall deem relevant in connection with accomplishing the purposes of this Plan. The agreement documenting the award of any option, warrant or restricted stock granted pursuant to this Plan shall contain such terms and conditions as the Committee shall deem advisable, including but not limited to being vested or exercisable, as the case may be, only in such installments as the Committee may determine.

(B) Award Agreements. All options, warrants and restricted stock granted under the Plan will be evidenced by an agreement. Agreements evidencing awards made to different participants or at different times need not contain similar provisions. Options that are intended to be ISOs will be designated as such; any option not so designated will be treated as a nonqualified stock option.

5. OPTION/WARRANT PRICE

Each agreement representing an award of options or warrants shall state the price at which the subject option or warrant may be exercised, which shall not be less than the current fair market value of the shares at the date of issuance of an option or warrant; provided, however, that the exercise price of
any option that is intended to be an ISO and that is granted to a holder of 10% or more of the Company's shares shall not be less than 110% of such current fair market value. For purposes of this Plan, the fair market value of any Share as of any date shall be the average of the high and low trading prices of the
shares on that date.

6. OPTION/WARRANT PERIOD

Each agreement representing an award of options or warrants shall state the period or periods of time at and within which the subject option or warrant may be exercised, in whole or in part, by the optionee or warrant holder, which shall be such period or periods as may be determined by the Committee; provided, however, that the option or warrant period shall not exceed ten years from the date of issuance of the option or warrant and, in the case of an option that is intended to be an ISO and that is granted to a holder of 10% or more of the Company's shares, shall not exceed five years. Unless specifically provided otherwise in an agreement evidencing the award of options, any option awarded to a participant shall become exercisable over four years, with 25% of the option becoming exercisable on each of the first four anniversaries of the date of the award.

7. PAYMENT FOR SHARES

Payment for shares acquired pursuant to an option or warrant shall be made in the manner set forth in the award agreement, which unless otherwise provided by the Committee, may include: (i) in cash or by cash equivalent acceptable to the Committee, (ii) by payment in shares of common stock underlying the option or warrant being exercised valued at the fair market value of such shares on the date of exercise, (iii) to the extent permitted by law, through an open-market, broker-assisted sales transaction pursuant to which the Company is promptly delivered the amount of proceeds necessary to satisfy the exercise price, (iv) by a combination of the methods described above or (v) by such other method as may be approved by the Committee and set forth in the award agreement.

8. RESTRICTED STOCK

Each agreement representing an award of restricted stock shall state the number of shares subject to the award and the terms and conditions pursuant to which the recipient of the award shall acquire a nonforfeitable right to the shares awarded as restricted stock. Unless specifically provided otherwise in an agreement evidencing the award of restricted stock, a participant shall acquire a nonforfeitable right to the shares subject to the award over four years, with 25% of the restricted stock becoming vested on each of the first four anniversaries of the date of the award, and shares that are not vested upon a participant's termination of employment with, or cessation of providing services to, the Company shall be forfeited.

9. TRANSFERABILITY OF OPTIONS, WARRANTS AND RESTRICTED STOCK

Options, warrants and restricted stock shall not be transferable other than to the spouse or lineal descendants (including adopted children) of the participant, any trust for the benefit of the participant or the benefit of the spouse or lineal descendants (including adopted children) of the participant, or
the guardian or conservator of the participant ("Permitted Transferees").

10. TERMINATION OF OPTIONS, WARRANTS AND RESTRICTED STOCK AWARDS

All rights to exercise options and warrants shall terminate ninety (90) days after any optionee or warrant holder ceases to be a director of the Company or a key employee or consultant of the Company and any of its subsidiaries, and no options or warrants will vest after an optionee's or warrant holder's termination date. Notwithstanding the foregoing, however, if an optionee's or warrant holder's service as a director of the Company or key employee or consultant terminates as a result of the optionee's or warrant holder's death or his total and permanent disability, the optionee or warrant holder or the executors or administrators or legatees or distributees of the estate, as the case may be and to the extent they are Permitted Transferees, shall have the right, from time to time within one year after the optionee's or warrant holder's total and permanent disability or death and prior to the expiration of the term of the option or warrant, to exercise any portion of the option or warrant not previously exercised, in whole or in part, as provided in the respective agreement evidencing the award of the options or warrants. A participant's rights to shares awarded as restricted stock shall, under all circumstances, be set forth in the agreement evidencing the award of restricted stock.

11. EFFECT OF CHANGE IN STOCK SUBJECT TO THE PLAN

Subject to any required action by the shareholders of the Company and the provisions of applicable corporate law, the number of shares represented by the unexercised portion of an option or warrant, the number of shares that has been authorized or reserved for issuance hereunder, and the number of Shares covered by any applicable vesting schedule hereunder, as well as the exercise price for a share represented by the unexercised portion of an option or warrant, shall be proportionately adjusted for (a) a division, combination or reclassification of any of the shares of common stock of the Company or (b) a dividend payable in shares of common stock of the Company.

12. GENERAL RESTRICTION

Each award shall be subject to the requirement that, if at any time the Board shall determine, at its discretion, that the listing, registration or qualification of the shares subject to such option or warrant upon any securities exchange or under any state or federal law, or the consent or approval of any government regulatory body, is necessary or desirable as a condition of, or in connection with, the granting of such award or the issue or purchase of the shares thereunder, such option or warrant may not be exercised in whole or in part unless such listing, registration, qualification, consent or approval shall have been effected or obtained free of any conditions not acceptable to the Company. Subject to the limitations of paragraph 6, no option or warrant shall expire during any period when exercise of such option or warrant has been prohibited by the Board, but shall be extended for such further period so as to afford the optionee or warrant holder a reasonable opportunity to exercise his option or warrant.

13. MISCELLANEOUS PROVISIONS

(A) No optionee or warrant holder shall have rights as a shareholder with respect to shares covered by his option or warrant until the date of exercise of his option or warrant.

(B) The granting of any award under the Plan shall not impose upon the Company any obligation to appoint or to continue to appoint as a director, key employee or consultant any participant, and the right of the Company and its subsidiaries to terminate the employment of any key employee or other employee or consultant, or service of any director, shall not be diminished or affected by reason of the fact that an award has been made under the Plan to such participant.

(C) Awards under the Plan shall be evidenced by award agreements in such form and subject to the terms and conditions of this Plan as the Committee shall approve from time to time, consistent with the provisions of this Plan. Such award agreements may contain such other provisions, as the Committee in its discretion may deem advisable. In the case of any discrepancy between the terms of the Plan and the terms of any award agreement, the Plan provisions shall control.

(D) The aggregate fair market value (determined as of the date of issuance of an option) of the Shares with respect to which an option, or portion thereof, intended to be an ISO is exercisable for the first time by any optionee during any calendar year (under all incentive stock option plans of the Company and subsidiary corporations) shall not exceed $100,000.

(E) All awards under this Plan shall be made within ten years from the earlier of the date of adoption of this Plan (or any amendment thereto requiring shareholder approval pursuant to the Code) or the date this Plan (or any amendment thereto requiring shareholder approval pursuant to the Code) is approved by the shareholders of the Company.

(F) A leave of absence granted to an employee does not constitute an interruption in continuous employment for purposes of this Plan as long as the leave of absence does not extend beyond one year.

(G) Any notices given in writing shall be deemed given if delivered in person or by certified mail; if given to the Company addressed to Corporate Secretary, China Youth Media, Inc., 4143 Glencoe Avenue, Marina Del Rey, California 90292; and, if to an optionee or warrant holder, in care of the optionee or warrant holder at his or her last known address.

(H) This Plan and all actions taken by those acting under this Plan shall be governed by the substantive laws of Delaware without regard to any rules regarding conflict-of-law or choice-of-law.

(I) All costs and expenses incurred in the operation and administration of this Plan shall be borne by the Company.

14. AMENDMENT AND TERMINATION

The Board may modify, revise or terminate this Plan at any time and from time to time, subject to such supermajority voting requirements as may be contained in the Company's certificate of incorporation or by-laws. While the Board may seek shareholder approval of an action modifying a provision of the Plan where it is determined that such shareholder approval is advisable under the provisions of applicable law, the Board of Directors shall be permitted to make any modification or revision to any provision of this Plan without shareholder approval. This Plan shall terminate when all Shares reserved for issuance hereunder have been issued upon the exercise of options or warrants and all restricted stock awards have fully vested, or by action of the Board of Directors pursuant to this paragraph, whichever shall first occur.

15. EFFECTIVE DATE OF THE PLAN

The Plan shall become effective upon the adoption by the Board.

EMPLOYMENT AGREEMENT

THIS EMPLOYMENT AGREEMENT (the "Agreement") is dated as of November 2, 2009, and effective as of July 1, 2009 (the "Effective Date") by and between **China Youth Media, Inc,** a Delaware corporation, with an office located at **4143 Glencoe Avenue, Marina Del Rey, CA 90292** (the "Company") and **Jay Rifkin,** an individual with an address 21255 Burbank Boulevard, Suite 250, Woodland Hills, California 91367 ("Rifkin").

WHEREAS, the Company desires to retain the services of Rifkin as the Company's President and Chief Executive Officer and, Rifkin is willing to be employed by the Company in such capacity.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the parties agree as follows:

1. Employment. The Company hereby agrees to employ Rifkin as its President and Chief Executive Officer, and Rifkin hereby agrees to accept such employment and serve in such capacities, during the "Employment Term" (as defined below) and upon the terms and conditions set forth in this Agreement. In addition, Rifkin shall also serve as the Chairman of the Board of Directors of the Company during the Employment Term.

2. Duties. Rifkin shall be responsible for the overall development, operations and corporate governance of the Company. In addition, Rifkin's duties shall be such duties and responsibilities as the Company shall specify from time to time, but only if and to the extent that such duties and responsibilities are those customarily performed by the President and Chief Executive Officer of a company with a business commensurate with that of the Company. Rifkin shall have such authority, discretion, power and responsibility, and shall be entitled to office, secretarial and other facilities and conditions of employment, as are customary or appropriate to his position. Rifkin shall diligently and faithfully execute and perform such duties and responsibilities, subject to the general supervision and control of the Company's Board of Directors. Rifkin shall be responsible and report to the Company's Board of Directors. Rifkin shall devote such amount of his time, attention, energy, and skill during normal business hours to the business and affairs of the Company as he may deem reasonably necessary to fulfill his responsibilities hereunder.

Nothing in this Agreement shall preclude Rifkin from devoting reasonable periods required for:

(a) serving as a director or member of a committee of any organization or corporation involving no conflict of interest with the interests of the Company;

(b) serving as a consultant in his area of expertise (in areas other than in connection with the business of the Company), to government, industrial, business and academic panels where it does not conflict with the interests of the Company; and

(c) managing his personal or family investments or engaging in any other non-competing business; provided that such activities do not materially interfere with the regular performance of his duties and responsibilities under this Agreement.

3. Efforts of Rifkin. During his employment and while performing his services hereunder, Rifkin shall, subject to the direction and supervision of the Company's Board of Directors, use his business judgment, skill and knowledge to advance the Company's interests and to discharge his duties and responsibilities hereunder. Notwithstanding the foregoing, nothing herein shall be construed as preventing Rifkin from investing his assets in any business.

4. Employment Term. The term of this Agreement shall commence as of the Effective Date and shall, unless terminated pursuant to Section 12 of this Agreement, and continue for a term of three (3) years (the "Initial Term"), and shall be automatically renewed for successive one (1) year terms (a "Renewal Term") unless a party hereto delivers to the other party written notice of such party's intention not to renew at least thirty (30) days prior to the end of the Initial Term or the applicable Renewal Term, as the case may be. Any such non-renewal by the Company shall be considered a termination pursuant to Section 12(c) without "Cause". The terms "Initial Term" and "Renewal Term" are collectively referred to herein as the "Employment Term."

5. Compensation of Rifkin.

(a) Compensation. As compensation for the services provided by Rifkin under this Agreement, the Company shall pay Rifkin a base salary of Two Hundred Thousand Dollars ($200,000) for the initial year of the Employment Term (the "Initial Salary"). The parties acknowledge and agree that the Initial Salary does not represent a market salary for an executive of Rifkin's experience and is based upon the Company's early stage. The Company agrees that Rifkin's salary for subsequent periods should take into consideration the Company's growth and the market compensation for executives of Rifkin's caliber, including compensation and benefits such as life insurance. Irrespective of the Company's growth, Rifkin's base salary shall increase at least 10% in the second year of the Employment Term and at least 10% more for the third year of the Employment Term. The compensation of Rifkin under this Section shall be paid in accordance with the Company's usual payroll procedures.

(b) Stock Options. Rifkin acknowledges that on May 11, 2009 the Company granted Rifkin options to purchase 3,750,000 shares of the Company's common stock with an exercise price of $0.13 per share which stock options vested fully on the grant date, and cancelled, with the consent of Rifkin, options held by Rifkin to purchase 4,400,000 shares of the Company's common stock, exercisable at $0.85 per share. In addition, Rifkin acknowledges that on May 11, 2009 the Company granted Rifkin options to purchase 20,000,000 shares of the Company's common stock with an exercise price of $0.13 per share, which stock options shall vest annually over a period of four years from the date of grant (the "May 2009 Vesting Options"). Rifkin shall also be eligible to receive shares of the Company's authorized stock and additional options to purchase shares of the Company's authorized stock from time to time as determined by the Board of Directors. Notwithstanding the vesting provisions applicable to any of said options, all of the options shall immediately vest on an accelerated basis, and remain exercisable (including options which are then already fully vested) for a period of ten (10) years from the date of grant on the first to occur of any of the following: (i) any "Change in Control" of the Company or its business, (ii) if the employment of Rifkin is terminated by the Company without "Cause" (as defined below) or by Rifkin with "Good Reason" (as defined below), or (iii) if the employment of Rifkin is terminated upon the death or Total Disability of Rifkin. For purposes hereof, "Change of Control" and "Total Disability" shall have the meanings set forth in the stock option agreement between the Company and Rifkin representing the May 2009 Vesting Options. The Company hereby agrees to register its existing Stock Option and Restricted Stock Plan on a Form S-8 registration statement as soon reasonably practicable so Rifkin may, subject to Rule 144 under the Securities Act of 1933, as amended, exercise the above options and freely sell the shares of common stock obtained thereby in the public market.

(c) Bonus. In addition to the compensation under Sections 5(a) and 5(b) hereof, Rifkin shall be eligible to receive an annual bonus determined by the Board of Directors based on the performance of the Company.

6. Benefits. Rifkin shall also be entitled to participate in any and all Company benefit plans in effect from time to time for employees of the Company. Such participation shall be subject to the terms of the applicable plan documents and shall include, without limitation family health, vision, dental, life and disability insurance. Rifkin shall also be entitled to receive a car allowance as shall be reasonably determined by the Board of Directors.

7. Vacation, Sick Leave and Holidays. Rifkin shall be entitled to four (4) weeks of paid vacation during the first year of the Employment Term and five (5) weeks per year thereafter. In addition, Rifkin shall be entitled to such sick leave and holidays at full pay in accordance with the Company's policies established and in effect from time to time.

8. Business Expenses. The Company shall promptly reimburse Rifkin for all reasonable out-of-pocket business expenses incurred in performing Rifkin's duties and responsibilities hereunder in accordance with the Company's policies, provided Rifkin promptly furnishes to the Company adequate records of each such business expense. Rifkin shall be entitled to reimbursement for first-class airfare and hotel for Company travel.

9. Location of Rifkin's Activities. Rifkin's principal place of business in the performance of his duties and obligations under this Agreement shall be at a place no more than twenty (20) miles from the current Marina Del Rey office of the Company. Notwithstanding the preceding sentence, and subject to Rifkin's availability, Rifkin will engage in such travel as may be reasonably necessary or appropriate in furtherance of his duties hereunder.

10. Confidentiality. Rifkin recognizes that the Company has and will have business affairs, products, future plans, trade secrets, customer lists, and other vital information which is valuable to the Company because it is not public and not required by applicable law to be made public (collectively "Confidential Information") that are valuable assets of the Company. Rifkin agrees that he shall not at any time or in any manner divulge, disclose or communicate any Confidential Information to any third party (other than to attorneys and advisors for the Company and/or Rifkin) without the prior written consent of the Company's Board of Directors.

11. Non-Competition. Rifkin acknowledges that he has gained, and will gain extensive knowledge in the business conducted by the Company and has had, and will have, extensive contacts with customers of the Company. Accordingly, Rifkin agrees that he shall not compete with the Company, during the Employment Term and, if the Company terminates his employment with Cause or if Rifkin terminates his employment without Good Reason, then for an additional one (1) year period immediately after such termination of Rifkin's employment and shall not, during such period, make public statements in derogation of the Company. For the purposes of this Section 11, competing with the Company shall mean engaging as principal owner, officer, partner, consultant, advisor, either alone or in association with others, in the operation of any entity engaged in a business which is similar to and competes with the "Company Business". As used herein, "Company Business" means the distribution of video content through retail marketing channels and peripheral hardware storage devices.

12. Termination. Notwithstanding any other provisions hereof to the contrary, Rifkin's employment hereunder shall terminate under the following circumstances:

(a) Voluntary Termination by Rifkin. Rifkin shall have the right to voluntarily terminate this Agreement and his employment hereunder at any time during the Employment Term.

(b) Termination by Rifkin with "Good Reason". Rifkin shall have the right to terminate this Agreement and his employment hereunder with "Good Reason" at any time during the Employment Term. As used herein, "Good Reason" shall mean (i) material breach of this Agreement by the Company including, without limitation, any diminution in title, office, rights and privileges of Rifkin or failure to receive base salary payments on a timely basis pursuant to Section 5(a) of this Agreement; (ii) relocation of the principal place for Rifkin to provide his services hereunder to any location more than twenty (20) miles away from 4143 Glencoe Ave, Marina Del Rey, California 90292; (iii) failure of the Company to maintain in effect directors' and officers' liability insurance covering Rifkin in compliance with Paragraph 17(c) below; (iv) any assignment or transfer by the Company of any of its rights or obligations under this Agreement; or (v) any change in control of the Company including, without limitation, if Rifkin shall cease to own a majority of the voting securities of the Company.

(c) Voluntary Termination by the Company Without "Cause". The Company shall have the right to voluntarily terminate this Agreement and Rifkin's employment hereunder at any time after the Initial Term. Termination of Rifkin's employment pursuant to this Section 12(c) shall not be effective unless the Company shall have first given Rifkin a written notice thereof at least thirty (30) days prior to the annual anniversary of the Effective Date of Rifkin's employment under this Agreement.

(d) ***Termination for Cause.*** The Company shall have the right to terminate this Agreement and Rifkin's employment hereunder at any time for "Cause". As used in this Agreement, "Cause" shall mean (i) continual and repeated willful refusal by Rifkin to substantially implement or adhere to lawful policies or material directives of the Company's Board of Directors, (ii) material breach by Rifkin of this Agreement, (iii) Rifkin's conviction of a felony that may have a material adverse impact on the Company's reputation, or (iv) the criminal misappropriation by Rifkin of funds from or resources of the Company. Cause shall not be deemed to exist unless the Company shall have first given Rifkin a written notice thereof specifying in reasonable detail the facts and circumstances alleged to constitute "Cause" and thirty (30) days after such notice such conduct has, or such circumstances have, as the case may be, not ceased or been remedied.

(e) ***Termination Upon Death or for Disability.*** This Agreement and Rifkin's employment hereunder shall automatically terminate upon Rifkin's death or upon written notice to Rifkin and certification of Rifkin's disability by a qualified physician or a panel of qualified physicians if Rifkin is unable to perform the duties contained in this Agreement for a period beyond twelve (12) months.

(f) ***Effect of Termination.*** In the event that this Agreement and Rifkin's employment is voluntarily terminated by Rifkin pursuant to Section 12(a) without Good Reason, or in the event the Company terminates this Agreement for Cause pursuant to Section 12(d), all obligations of the Company and all duties, responsibilities and obligations of Rifkin under this Agreement shall cease. Upon such termination, the Company shall: (i) pay Rifkin such compensation pursuant to Section 5(a) equal to all accrued compensation through the date of termination plus all accrued vacation pay, reimbursement and bonuses, if any; and (ii) provide, at the Company's expense, coverage (A) to Rifkin under the life, accident and disability insurance policies available to the senior executive officers of the Company, and (B) to Rifkin and his dependents under the health, dental and vision insurance plans available to the Company's senior executive officers and their dependents, in each case for a period of three (3) months after the date of termination or, in the event any of such life, accident, disability, health, dental or vision insurance are not continued or Rifkin is not eligible for coverage thereunder due to his termination of employment, the Company shall pay for the premiums for equivalent coverage, in any event, for a period of three (3) months after the date of termination. In the event this Agreement is terminated by the Company without Cause or by Rifkin with Good Reason, or upon the death or disability of Rifkin, Rifkin shall be entitled to all compensation pursuant to Section 5 for the period between the effective termination date to the end of the Employment Term pursuant to Section 4, plus all applicable vacation pay, reimbursement and bonuses and the same insurance/health benefits described above, but for the entire remainder of the Employment Term. Payment will be made to Rifkin or Rifkin's appointed trustee.

13. Resignation as Officer. In the event that Rifkin's employment with the Company is terminated for any reason whatsoever, Rifkin agrees to immediately resign as an Officer of the Company, absent some other agreement by the parties to the contrary.

14. Governing Law, Jurisdiction and Venue. This Agreement shall be governed by and construed in accordance with the laws of the State of California without giving effect to any applicable conflicts of law provisions and all actions and proceedings relating hereto shall be brought exclusively in courts of competent jurisdiction located in Los Angeles County, California.

15. Business Opportunities. During the Employment Term, Rifkin agrees to bring to the attention of the Company's Board of Directors all written business proposals that come to Rifkin's attention and all business or investment opportunities of whatever nature that are created or devised by Rifkin and that are within the scope of the Company Business.

16. Employee's Representations and Warranties. Rifkin hereby represents and warrants that he is not under any contractual obligation to any other company, entity or individual that would prohibit or impede Rifkin from performing his duties and responsibilities under this Agreement and that he is free to enter into and perform the duties and responsibilities required by this Agreement. Rifkin hereby agrees to indemnify and hold the Company and its officers, directors, employees, shareholders and agents harmless from losses they suffer as a result of his breach of the representations and warranties made by Rifkin in this Section 16.

17. Indemnification.

(a) The Company agrees that if Rifkin is made a party, or is threatened to be made a party, to any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he is or was a director, officer or employee of the Company or is or was serving at the request of the Company as a director, officer, member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether or not the basis of such Proceeding is Rifkin's alleged action in an official capacity while serving as a director, officer, member, employee or agent, Rifkin shall be indemnified and held harmless by the Company to the fullest extent permitted or authorized by the Company's certificate of incorporation or bylaws or, if greater, by the laws of the State of Delaware, against all cost, expense, liability and loss (including, without limitation, attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by Rifkin in connection therewith, and such indemnification shall continue as to Rifkin even if he has ceased to be a director, member, employee or agent of the Company or other entity and shall inure to the benefit of Rifkin's heirs, executors and administrators. The Company shall advance to Rifkin to the extent permitted by law all reasonable costs and expenses incurred by his in connection with a Proceeding within 20 days after receipt by the Company of a written request, with appropriate documentation, for such advance. Such request shall include an undertaking by Rifkin to repay the amount of such advance if it shall ultimately be determined that he is not entitled to be indemnified against such costs and expenses.

(b) Neither the failure of the Company (including its Board of Directors, independent legal counsel or stockholders) to have made a determination prior to the commencement of any proceeding concerning payment of amounts claimed by Rifkin that indemnification of Rifkin is proper because he has met the applicable standard of conduct, nor a determination by the Company (including its Board of Directors, independent legal counsel or stockholders) that Rifkin has not met such applicable standard of conduct, shall create a presumption that Rifkin has not met the applicable standard of conduct.

(c) During the Employment Term, the Company shall maintain in effect directors' and officers' liability insurance covering Rifkin, with coverage reasonably satisfactory to Rifkin.

(d) Promptly after receipt by Rifkin of notice of any claim or the commencement of any action or proceeding with respect to which Rifkin is entitled to indemnity hereunder, Rifkin shall notify the Company in writing of such claim or the commencement of such action or proceeding, and the Company shall: (i) assume the defense of such action or proceeding; (ii) employ counsel reasonably satisfactory to Rifkin; and (iii) pay the reasonable fees and expenses of such counsel. Notwithstanding the preceding sentence, Rifkin shall be entitled to employ counsel separate from counsel for the Company and from any other party in such action if Rifkin reasonably determines that a conflict of interest exists, which makes representation by counsel chosen by the Company not advisable. In such event, the reasonable fees and disbursements of such separate counsel for Rifkin shall be paid by the Company to the extent permitted by law.

(e) After the termination of this Agreement and upon the request of Rifkin, the Company agrees to reimburse Rifkin for all reasonable travel, legal and other out-of-pocket expenses related to assisting the Company to prepare for or defend against any action, suit, proceeding or claim brought or threatened to be brought against the Company or to prepare for or institute any action, suit, proceeding or claim to be brought or threatened to be brought against a third party arising out of or based upon the transactions contemplated herein and in providing evidence, producing documents or otherwise participating in any such action, suit, proceeding or claim. In the event Rifkin is required to appear after termination of this Agreement at a judicial or regulatory hearing in connection with Rifkin's employment hereunder, or Rifkin's role in connection therewith, the Company agrees to pay Rifkin a sum, to be mutually agreed upon by Rifkin and the Company, per diem for each day of his appearance and each day of preparation therefor.

18. Notices. All demands, notices, and other communications to be given hereunder, if any, shall be in writing and shall be sufficient for all purposes if personally delivered, sent by facsimile (with confirmation of receipt) or sent by a recognized overnight courier service or by United States certified mail, return receipt requested, to the address below or such other address or addresses as such party may hereafter designate in writing to the other party as herein provided.

Company
China Youth Media, Inc
4143 Glencoe Avenue, Unit B
Marina Del Rey, CA 90292

Rifkin
c/o Rebel Holdings LLC
4143 Glencoe Avenue, Unit B
Marina del Rey, CA 90292

With a mandatory copy to:

Susan A. Wolf, Esq.
Ervin, Cohen & Jessup LLP
9401 Wilshire Boulevard, Suite 900
Beverly Hills, CA 90212

Any such notice shall be deemed given upon personal delivery, upon receipt if sent via facsimile, upon delivery if by a recognized overnight courier service, or upon receipt as shown on the United States mail return receipt.

19. Entire Agreement. This Agreement contains the entire agreement of the parties and there are no other promises or conditions in any other agreement, whether oral or written with respect to the subject matter contained herein. This Agreement supersedes any prior written or oral agreements between the parties regarding the subject matter hereof, including, without limitation, that certain Employment Agreement between the Company and Rifkin dated as of September 30, 2005. This Agreement may be modified or amended if the amendment is made in writing and is signed by both parties. This Agreement is for the unique personal services of Rifkin to the Company and is not assignable or delegable, in whole or in part, by Rifkin or the Company. The headings contained in this Agreement are for reference only and shall not in any way affect the meaning or interpretation of this Agreement. If any provision of this Agreement (other than regarding stock options, compensation or benefits) shall be held to be invalid or unenforceable for any reason, the remaining provisions shall continue to be valid and enforceable. The failure of either party to enforce any provision of this Agreement shall not be construed as a waiver or limitation of that party's right to subsequently enforce and compel strict compliance with every provision of this Agreement. This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument and, in pleading or proving any provision of this Agreement, it shall not be necessary to produce more than one of such counterparts. In the event of any inconsistency between this Agreement and any other agreement between Rifkin and the Company, this Agreement shall control except as otherwise specifically set forth in such other agreement.

20. Choice of Counsel. Rifkin agrees that Kaye Cooper Fiore Kay & Rosenberg, LLP, the draftsperson of this Agreement, has prepared this Agreement on behalf of the Company and is not representing Rifkin in an individual capacity in the negotiation and consummation of the transactions hereunder. Rifkin further agrees that he has participated in the preparation of this Agreement and has read and fully understands this Agreement and has been advised and has had the opportunity to retain independent counsel of his own choosing and has done so to the extent he has deemed necessary.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

CHINA YOUTH MEDIA, INC:

By: /s/ Jay Rifkin
Name: Jay Rifkin

Title: Chief Executive Officer

/s/ Jay Rifkin
JAY RIFKIN

EXHIBIT 21.1

List of subsidiaries of China Youth Media, Inc

Direct and Indirect Wholly-owned subsidiaries:

1. Youth Media (BVI) Limited, incorporated in the British Virgin Islands.

2. Youth Media (Hong Kong) Limited, incorporated in Hong Kong.

3. Youth Media (Beijing) Limited, incorporated in the People's Republic of China.

4. Rebel Crew Films, Inc., incorporated in the State of California.

EXHIBIT 31.1

CERTIFICATION

I, Jay Rifkin, Chief Executive Officer of China Youth Media, Inc., certify that:

1. I have reviewed this annual report on Form 10-K of China Youth Media, Inc. for the fiscal year ended December 31, 2009;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant is made known to us by others, particularly during the period in which this report is being prepared;

    b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. evaluated the effectiveness of the registrant's disclosure controls and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions);

    a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 13, 2010

By: /s/ Jay Rifkin
Jay Rifkin
Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION

I, Jay Rifkin, Principal Financial Officer of China Youth Media, Inc., certify that:

1. I have reviewed this annual report on Form 10-K of China Youth Media, Inc. for the fiscal year ended December 31, 2009;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant is made known to us by others, particularly during the period in which this report is being prepared;

    b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. evaluated the effectiveness of the registrant's disclosure controls and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions);

    a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 13, 2010

By: /s/ Jay Rifkin
Jay Rifkin
Principal Financial
Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of China Youth Media, Inc. (the "Company") on Form 10-K for the fiscal year ended December 31, 2009 as filed with the Securities and Exchange Commission (the "Report"), I, Jay Rifkin, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: April 13, 2010

By: /s/ Jay Rifkin
Jay Rifkin
Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of China Youth Media, Inc. (the "Company") on Form 10-K for the fiscal year ended December 31, 2009 as filed with the Securities and Exchange Commission (the "Report"), I, Jay Rifkin, Principal Financial Officer of the Company, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: April 13, 2010

By: /s/ Jay Rifkin
Jay Rifkin
Principal Financial
Officer