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

FILED: TBD, 2014

RENEWABLE ENERGY and POWER, INC.
3395 WEST CHEYENNE AVENUE
NORTH LAS VEGAS, NV 89032
Phone: 702-294-0111
Fax: 702-567-0111

Federal I.D. No. 46-1294868 **CUSIP No. 75972U-10 9**

ISSUER'S EQUITY SECURITIES

COMMON STOCK
$0.001 Par Value
200,000,000 Common Shares Authorized
74,521,720 Shares Issued and Outstanding

RENEWABLE ENERGY and POWER, INC.

INFORMATION AND DISCLOSURE STATEMENT

October 6, 2014

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

PART A GENERAL COMPANY INFORMATION

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

Renewable Energy and Power, Inc.

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

3395 WEST CHEYENNE AVENUE
NORTH LAS VEGAS, NV 89032
Phone: 702-294-0111
Fax: 702-567-0111

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

The Issuer was incorporated in the State of Nevada on October 15, 2012 under the name Renewable Energy and Power, Inc. ("Renewable Energy", the "Company" or the "Issuer").

PART B SHARE STRUCTURE

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

Common Stock

CUSIP: TBD

Trading Symbol: To be assigned - REAP is requested as a change once it is issued.

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

A. <u>Par Value</u>:

Common Stock, $0.001 par value per share

B. <u>Common and Preferred Stock</u>:

Currently, the Company is authorized by its Articles of Incorporation (as amended) to issue an aggregate of 200,000,000 shares of capital stock, of which all 200,000,000 are shares of Common Stock ($0.001 par value per share). As of this filing, there were 74,521,720shares of Common Stock outstanding. This description of certain matters relating to the securities of the Company is a summary and is qualified in its entirety by the provisions of the Company's Articles of Incorporation and Bylaws.

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

<u>Preferred Stock</u>

No Preferred Stock is presently authorized by its Articles of Incorporation (as amended).

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

The below chart provides the information for each class of securities authorized as of the end of the issuer's first nine months of operation. The figures listed are historical.

Class of Stock	Nine months Ended June 30, 2014
Common Stock:	
Number of Shares Authorized	200,000,000
Number of Shares Outstanding	74,521,720
Freely tradable shares (public float)	11,000,000
Total number of beneficial shareholders	5
Total number of shareholders of record	37

PART C Business Information

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

Platinum Stock Transfer
20909 N. 9th Ave.
Phoenix, AZ 85027
623 266-2591

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

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

A. Business Development.

Company Overview

Mission Statement of Renewable Energy and Power Inc.: *Provide investors with products expanding markets.*

Renewable Energy and Power Inc. plans to provide renewable energy that is competitive with fossil fuels by employing proprietary new technologies, and combining them with existing solar and wind power generation and LED lighting. At this time, all solar and wind power energy products are in development and none have been delivered to a customer.

Renewable Energy and Power is a combination of two synergistic, wholly-owned operating divisions:

1. Solar Hybrid (Sol-Hy) (All products in development at this time)

2. LEDLites USA (All products sold through MDI)

These two divisions operating together within REAP create a synergistic effect for providing green energy. Both companies will function in international markets that are in vigorous growth stages of development, with long-term prospects in both the USA and international markets such as Germany, Spain and possibly South America. Within the USA, solar components are driven by federal and state legislation with tax incentives which vary by state and time.

Solar Hybrid (Sol-Hy)

The primary technology of Solar Hybrid, trade name Sol-Hy, is in solar energy concentration and conversion to electricity. A proprietary holographic lens structure, optical light guide, multi-junction semiconductor, and licensing of patented interconnect technology enables Sol-Hy to offer far more efficient collection of solar energy than existing conventional technologies. These patented processes increase solar cell interconnect reliability, providing higher electrical efficiency and significant production cost savings while conserving expensive semiconductor materials. The company has licensed a number of patents for this process, and will file proprietary patents on developing technology as well as trademarks, trade names and copyrights.

Sol-Hy's competitive advantages in this field include:

- A product in development in multi-junction solar panel that uses a technology developed for space satellites which outputs twice the power in the same amount of space as multicrystalline silicon solar panel competitors. The core technology has been proven for years in space satellites and is now ready for wide-spread general power generation. REAP is actively developing a solar panel utilizing this technology and expects to be in limited production by 4th quarter 2015.

  Solar cell efficiencies vary from 6% for amorphous silicon-based solar cells to 44.0% with multiple-junction production cells and 44.4% with multiple dies assembled into a hybrid package.[11][12] Solar cell energy conversion efficiencies for commercially available multicrystalline Si solar cells are around 15%.

  [11]-"Solar Junction Breaks Concentrated Solar World Record with 43.5% Efficiency". Cnet.com.

  [12]- Green, M.A. (2003). *Third Generation Photovoltaics*. Springer-Verlag. ISBN 3-540-26562-7.

- The foundational intellectual property is protected and will continue to be built upon to maintain a competitive edge. REAP has licensed the patents listed below to enable it to produce multijunction solar cell products and feels that the purchased and licensed technologies are important in providing a secure basis for this development effort.

- U.S. Patent Number 7,215,025
- U.S. Patent Number 7,205,635
- U.S. Patent Number 7,205,181
- *U.S. Patent Number 6,982,475*
- U.S. Patent Number 6,753,208

The key to Solar Hybrid's success will be the performance and reliability of its panels. All of our products and their components will be rigorously tested to stringent industry standards. Our products are being designed to meet or exceed reliability and life-cycle viability for industry approval under the Energy Star criteria; however these products have not been tested or approved by the authorized agencies at this time. Certification by Underwriter Labs (UL) and other certification organizations are in process and the corporate ground work for ISO 9001:2008 and ISO 14001:2004 certifications are underway. These certification guarantees and underwriting will allow worldwide product distribution and installation once completed. Time for initial completion of UL and ISO is currently set for fourth quarter of 2015.

LED Lites USA

LED Lites USA is in the business of producing and marketing LED (Light Emitting Diode) light fixtures and components for both the residential and commercial markets. LED lighting is a green technology that consumes far less energy and requires much less maintenance than competing lighting technologies, making it highly competitive for both retrofit and new lighting systems.

Federal and State Legislation and Federal and State Tax Benefits are driving the LED lighting market not just in the United States but all over the world.

Federal Legislation includes the Energy Independence and Security Act of 2007 passed December 2007, confirmed July 15, 2011, requiring phasing out low efficiency incandescent lighting starting in the year 2012 in favor of CFL (Compact Fluorescent Light) bulbs and other high Lumen per Watt technologies. But CFL is at best an interim solution, far less efficient and more toxic (using mercury) than LED lighting which can be expected to be the lighting of choice as costs come down with the expansion of the market.

The federal Energy Policy Act of 2005 offers tax incentives to energy-efficient commercial buildings. Any building that can cut its lighting power density by 25-50 percent is eligible to receive a tax reduction of 60 cents per square foot. By converting to LED bulbs, companies can reduce their light electric output by 80 percent. Not only do LED users see immediate reductions in their energy bills, they also receive government endorsed tax incentives for making their buildings more energy efficient.

LED Lites USA has its background in power supply technology and thermal management having been a spin-off of Multichip Display, Inc. in late 2009. For more than 20 years, Multichip Display and its predecessor Multichip Assembly has engineered and manufactured power supplies and electronic circuits for demanding military and commercial applications. These power supplies use multi-output switchers, linear and ferro-resonant topologies for the aerospace, defense, telecom, networking and industrial markets, in both custom and standard (VME, PCI, etc.) form factors.

LED Lites USA will both leverage the technology of suppliers and develop technologies and intellectual properties of its own. Hundreds of millions of dollars have already been invested by component suppliers, for example in the LED chips themselves. Although, LED Lites USA has the flexibility to use several different suppliers of LED chips, they have developed special pricing contracts with primary suppliers. Flexibility of design will protect us from becoming someone else’s captive customer with high pricing.

Our design approach gives LED Lites USA a platform for the Sun Harvesting, Motion Detection and light level selection options. Sun Harvesting provides energy savings through the sensing of ambient light conditions to reduce power on fixtures located near windows or other well illuminated areas while maintaining full light intensity on other fixtures in the same room. Motion Detection adjusts the light intensity to Light Level Selected intensity (reduced levels) when no motion is detected in the room.

LED Lites USA will use its core skills in thermal management, system packaging and manufacturing to develop and advance technology for two key purposes:

- To develop product solutions that maintain a leadership position over its competitors based upon superior cost-benefit to its customers, as well as greater product functionality.

- To drive down unit cost while maintaining the key domestic work-force through the advancement of manufacturing and assembly technology and processes.

Federal Legislation

The new energy bill (passed December 2007, confirmed July 15, 2011) will begin phasing out sales of incandescent lighting beginning in 2012.

Tax incentives

The federal Energy Policy Act of 2005 offers tax incentives to energy-efficient commercial buildings. Any building that can cut its lighting power density by 25-50 percent is eligible to receive a tax reduction of 60 cents per square foot. By converting to LED bulbs, companies can reduce their light electric output by 80 percent. Not only do LED users see immediate reductions in their energy bills, they also receive government endorsed tax incentives for making their buildings more energy efficient.

"LED lighting is 70-80% more efficient than traditional lighting and can create some very dramatic lighting effects," states Roger Hale, energy consultant and owner of Commercial LED Lighting in Florida, "but the real asset of LED technology is the length of time these lights last." "Conservatively, we estimate that LED lights will last for at least 12 to 15 years, giving them a clear advantage over halogen and compact fluorescent lighting, (CFL)".

Aspects of a Reporting Company

There are certain perceived benefits to being a reporting company. These are commonly thought to include the following:

- increased visibility in the financial community;
- compliance with a requirement for admission to quotation on the OTC Bulletin Board or on the Nasdaq Capital Market;
- the facilitation of borrowing from financial institutions;
- increased valuation;
- greater ease in raising capital;
- compensation of key employees through stock options for which there may be a market valuation;
- enhanced corporate image.

There are also certain perceived disadvantages to being a reporting company. These are commonly thought to include the following:

- requirement for audited financial statements;
- required publication of corporate information;
- required filings of periodic and episodic reports with the Securities and Exchange Commission;
- increased rules and regulations governing management, corporate activities and shareholder relations.

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

For the prior twelve month period ending September 30, 2013 and as of the date of this filing:

- our fiscal year-end is September 30,
- we have never been in bankruptcy, receivership or a similar proceeding,
- we are not currently in default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring us to make payments,
- we have not had any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets other than mentioned above,
- we do not currently have a pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization,
- we have never been delisted by any securities exchange, and
- we do not have any current, past, pending or threatened legal proceedings or administration actions either by or against the Company that could have an effect on our business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator.

B. **Business of Issuer.**

Since inception, the Company has never been a shell company as defined by Securities Act Rule 405. The Company's primary and secondary SIC codes are 7600 (Miscellaneous Repair Services) and 3690 (Electrical Machinery, Equipment and Supplies). The Issuer is currently conducting operations in the electrical energy conservation industries. Sales and manufacturing are currently in the LED light market, focusing on products not requiring Underwriters Laboratories (UL) or Energy Star certification.

Renewable power generation equipment using solar energy sources is in the developmental stage with designs and equipment awaiting certification. Implementation requires additional capital for tooling and certification by UL and other agencies before sales of the various designs and production products can be initiated.

Total number of employees and number of full time employees

There are eight employees and three are full time.

<u>PART D MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION</u>

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

A. <u>Officers and Directors</u>

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

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

Donald MacIntyre	Chairman, President, and Chief Executive Officer
Richard Chicotka	Chief Operations Manager
Jonathan Melman	Chief of Research and Development
Bruce Parsons	Chief Financial Officer and Treasurer
Alan Lipinski	Vice President Sales and marketing
Bruce MacIntyre	Director, Secretary
Perry Barker	Director

Donald MacIntyre – Chairman, President and Chief Executive Officer - over 30 years experience in the semiconductor and electronics industries Founder of a number of companies, piloting them through their early growth periods. CEO of several electronic companies with buy-outs by Black & Decker, Cypress Semiconductor and founder of Stars Microelectronics (Public Co) Thailand Ltd. University of Delaware, BSME Northrop Institute of technology; over 14 patents in Semiconductor technology, Multiple patents in semiconductor equipment and process, awarded Silicon Valley Guru for technological achievement.

Richard Chicotka, **PhD –Chief Operations Manager** - over 20 years senior management experience and hands on experience in the semiconductor industry including lengthy experience with semiconductor material science, thin films, solar cell, chip packaging, product development, roll out of new technology manufacturing, research and development, semiconductor process engineering, wafer fabrication companies, thirty publications in the field of solid state semiconductor science and technology, five patents, four patents pending and 40 technical disclosures published in areas of semiconductor science and technology, several major IBM Outstanding Contribution Awards, three levels of IBM Invention Achievement Awards.

Jonathan Melman, PhD – Manager of Research and Product Development- over 10 years experience in scientific research and semiconductor industry applications engineering, including developing novel remote phosphor lighting products, rare earth element containing materials for direct use and as materials precursors, catalysts and photocatalysts as part of the DOE's Hydrogen Economy Centers of Excellence, biocompatible metal oxide nanoparticles, biodiesel processes, biomedical polymers, contributed to multiple start-up ventures as well as conducting research at Stanford, the University of Vermont, Rutgers, Florida State, and Northwestern, 4 issued patents, 12 published papers, and 2 invited talks, PhD in Rare Earth Chemistry from Rutgers, State University of New Jersey, BA in Chemistry from Northwestern University

Bruce Parsons – Chief Financial Officer and Treasurer – over 33 years experience in semiconductors as Program/Product/Sales/Marketing/Administration/Finance Mgr. at Fairchild, Signetics, Philips, LSI Logic, Best Electronics and Probe Array Corporation. Graduate of Stanford University.

Alan Lipinski –VP Sales and Marketing– 20 years in international sales and marketing for EDA, Auto Test Equipment and Solar Energy at companies such as Computervision, GenRad, Fairchild, Daisy and Xslent Energy Technology.

Bruce MacIntyre – Secretary – Copy Editor for Big Eight accounting firms Touche-Ross and Coopers and Lybrand; Technical Writer and Marketing Director for semiconductor assembly firms Amedyne and Ling Electronics; partner in computer chip upgrade manufacturer Macmanco; B.A. from Boston University with Honors in English Language and Literature.

Perry Barker – Director - has served as the Company's Director since his election in October 2010. For the past five years, Mr. Barker has served as National Sales Manager for technological products. Mr. Barker earned a B.A. in Business from Mellon University.

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

Name of Officer/Director	**Position Held**	**Compensation***
Donald MacIntyre	President and Chief Executive Officer	$98,800
Richard Chicotka	Manager of Operations	$72,000
Jonathan Melman	Manager of Research and Development	$72,000
Bruce Parsons	Chief Financial Officer and Treasurer	$55,000
Alan Lipinski	Vice President Sales and Marketing	$55,000
Bruce MacIntyre	Secretary	$55,000

*All executive officers began accruing compensation on October 1, 2013.

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

B. Legal/Disciplinary History

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

C. Disclosure of Family Relationships.

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

D. Disclosure of Related Party Transactions.

As of October 13, 2014 and through the date of this filing, five of the Company's officers and directors are also shareholders who own the controlling ownership interest in the Company, namely:

Shareholder Name	**Office Held**	**Common Stock Ownership**	**Percentage of Ownership***
Donald MacIntyre	Chairman, President and Chief Executive Officer	40,420,000	54.239
Bruce Parsons	Chief Financial Officer	533,360	0.716
Bruce MacIntyre	Secretary-Director	533,360	0.716
Perry Barker	Director	2,000,000	2.684
Total all Related Party		**43,486,720**	**58.189**

*Based on 74,521,720 shares outstanding.

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

The audited consolidated financial statements of the Company for the nine months ended June 30, 2013 is attached at the end of this filing beginning on page F-1 and are incorporated herein by reference. The index to the financial statements follows:

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

Audited financial statements for the period ended September 30, 2013

Item XIV. **Beneficial Owners.**

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

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership[1]	Per-centage Owned
Common Stock	Donald MacIntyre (Chairman, President and CEO 3395 W. Cheyenne Ave. N. Las Vegas , NV 89032	40,420,000	54.239
Common Stock	Bruce Parsons (Chief Financial Officer) 3395 W. Cheyenne Ave. N. Las Vegas, NV 89032	533,360	0.716
Common Stock	Bruce MacIntyre (Secretary) 3395 W. Cheyenne Ave. N. Las Vegas, NV 89032	533,360	0.716
Common Stock	Alan Lipinski (VP Sales and Marketing) 3395 W. Cheyenne Ave. N. Las Vegas, NV 89032	100,000	0.134
Common Stock	Perry Barker (Director) 3395 W. Cheyenne Ave. N. Las Vegas, NV 89032	2,000,000	2.684
Common Stock	**All Officers and Directors as a group (7 persons)**	**43,586,720**	**58.489**

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

Investment Banker:
None

Promoters:
None

Legal Counsel:
Michael Berg was our attorney but passed away 2 weeks ago.
We are establishing a new relationship at this time.

Accounting Firm/Auditors:
Turner Stone & Company L.L.P.
12700 Park Central Drive
Suite 1400
Dallas, Texas 75251
Phone: 972-239-1660
E-mail: leen@turnerstone.com

IR/PR Firm:
Ten Associates LLC.
16810 E. Avenue of the Fountains
Suite 112
Fountain Hills, AZ 85268
Phone: 480-326-8577

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

A. Plan of Operation

Solar Hybrid

At this time Solar Hybrid is not actively selling products and will remain so until funding for the company has been secured and necessary certifications established. Once these milestones have been achieved, Solar Hybrid expects to initially participate as a contractor for solar farms in the US and Mexico with the intent to generate revenue to assist in the development and manufacturing process of our panels. Solar Hybrid intends to install commercially available silicon panels on these farms until the Solar Hybrid panels have passed UL approval.

These farms may utilize conventional panels, Solar Hybrid panels, or a combination of both types of panels. The revenue generated from the development of these farms will assist in funding the manufacturing efforts for the Sol-Hy panels, in addition to improving Solar Hybrid's timeline to profitability. This strategy will yield both reliability data and engineering feedback, while demonstrating to potential customers the advantages of the Sol-Hy products.

Solar farms need to maximize power per acre of land. This power is typically fed directly into the grid. The ROI for the solar farm will be dramatically improved due to our increased power per unit area. Also, due to the patented lens technology on our panels, there is less need, (or no need) to use expensive tracking systems for solar farms. Sun light tracking system(s) will add between $1.50 to 2.00 per watt to the cost of the farm. A 5MWp farm will have to increase its cost by as much as $10M when implementing trackers. This cost could be eliminated by the use of the Sol-Hy panels

LED Lites USA

LED Lites USA has delivered lights for use on US Military installations. Our existing products meet EMI (Electro Magnetic Interference) standards which are established by the FCC and will be certified by UL (Underwriters Laboratories). Our current products also meet EPA requirements (formerly administered by the Department of Energy (DOE)) for Energy Star certification which is not required; but without this certification, our products would not qualify for most Federal and State rebate programs. Our LED light fixtures exceed the Energy Star efficiency requirements.

Initial production is based in Las Vegas and has a distributor working to secure contracts from the major casinos and commercial accounts in the area. Past install of LED lights and new bids are currently in place to Planet Hollywood/Miracle Mile Mall for retrofit of fixtures to LED lights. National distribution is through a sales representative network spanning the nation, with a lead coordinator that worked for Cree Lighting in the LED lighting market.

A special line of products utilizing the technology purchased from Multichip Display Inc., employs thermal management vapor transport heat pipes to produce high intensity LED refitting of automobile dealership and airport lights. These applications require 1,000 watt light fixtures in an outdoor environment where thermal management is the key to long LED lifetime operation, guaranteed to be greater than five years through the use of the heat pipe technology.

ITEM 1A. RISK FACTORS

MDI, Inc. has been the sole revenue generating customer since inception, October 15, 2012, and this reliance extended through September 30, 2013 and substantial reliance for revenue continued through June 30, 2014. If the agreement with MDI, Inc. were to be allowed to expire, the Company would have no readily available revenue from which to pay the corporate operating expenses and the company would probably not survive any adverse action from MDI, Inc.

The Company has a limited operating history in the industries. The Company currently has limited revenues, has a shortage of funds to satisfy operating expenses, and is not currently able to generate sufficient cash flow to cover operating expenses. The Company will require a minimum of one-million ($1,000,000) dollars in financing during the coming fiscal year. Our most likely source of this financing is by sale of our common stock. At the present time, there is no agreement in place to obtain such financing.

The Company's financial statements have been presented on the basis that it is a going concern which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. Without expansion, the Company most likely will continue to experience modest growth with limited results; but it may not be able to implement its planned growth and expansion. The Company is presently working on efforts to raise capital and management believes such funds will be raised.

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

Competition

If the Company is successful in its fundraising efforts, then it will be directly in competition with much larger, better funded and successful companies in each line of its business. If the Company cannot find an area of business in which it can compete, it will not be successful and may never generate sufficient revenues and profits to carry on a successful business.

Regulation

Regulations are changed almost from day-to-day in all business organizations. The burden of regulation from federal, state and local entities is a fact of life and will be a burden to any ongoing business. LED lighting products require UL certification and current products are designed to be UL listed but have not undergone the UL Listing process at this time. In some cases these products will need the approval of local regulatory agencies such as Fire Marshal and building code controls; these certifications can delay sales and realization of revenues. Solar products also require UL Listing and these products will require UL Listing tests prior to being sold to USA based customers. Foreign sales of both products may require CE certification depending on the country in which they are sold.

Risks Related to our Business

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

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

The Company needs additional financing.

The Company has generated limited revenue and is primarily dependent on the availability of financing in order to continue its business. There can be no assurance that financing sufficient to enable us to continue operations and construct new facilities will be available in the near future. The Company's failure to obtain future financing or to produce levels of revenue to meet our financial needs could result in its inability to continue as a going concern and, as a result, investors in the Company could lose their entire investment. The Company will require approximately one million ($1,000,000) dollars in financing for operation in the next twelve months.

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

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

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

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

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

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

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

Our success depends largely on the skills of certain key management, including Donald M. MacIntyre (the Company's Chairman, President and Chief Executive Officer), Dr. Richard Chicotka (the Company's Manager of Operations) and Dr. Jonathan Melman (the Company's Manager of R&D). The loss of the services of any or all of these individuals could materially harm our business because of the cost and time necessary to replace and train a replacement. Such a loss would also divert management’s attention away from operational issues.

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

Although our business is dependent with a third party, as discussed on page 6, all of the relationships we have are freely terminable upon notice. We cannot assure you that our arrangements with third parties will remain in effect or that any of these third parties will continue to supply us with the same level of access to inventory and/or financing in the future. If access to inventory and/or financing is affected, or our ability to obtain inventory on favorable economic terms is diminished, it may reduce our revenues. Our failure to establish and maintain representative relationships for any reason could negatively influence our systems and reduce our revenues.

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

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

<u>Risks Related to our Stockholders and Shares of Common Stock</u>

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

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

Our Common Stock price may be volatile and could fluctuate widely in price which could result in substantial losses for investors. Our stock is not presently traded or listed on any recognized exchange.

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

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

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

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

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

Because five of our executive officers and directors maintain ownership of up to 58.5% of the outstanding shares of the Common Stock of the Company, they will control our operations.

Donald MacIntyre (our Chairman, President and Chief Executive Officer) and four other officer and directors own an aggregate of 58.5% of the outstanding shares of the Common Stock of the Company. As a result of this ownership, they will be able to elect all of our directors and entirely control our operations. If their decisions are incorrect or if the Company cannot raise sufficient operating capital or sustain itself on its remaining revenues, we could go out of business and you would lose your investment.

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

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

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

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

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

We have historically experienced losses in our operations. If we are unable to reverse this trend, we may be forced to cease operations.

During the nine months ended June 30, 2014, we experienced a net loss of $157,714. Our operating results for future periods will include significant expenses, including developmental expenses, the building of new facilities, potential marketing costs, professional fees and administrative expenses, and will be subject to numerous uncertainties. As a result, we are unable to predict whether when we will achieve profitability in the future, or at all.

We have limited working capital as of March 3,. 2014 but will face significant capital requirements in the future. Since we may incur losses in the future until we are able to generate sufficient revenues to offset our expenses, investors may be unable to sell our shares at a profit or at all.

We had a net loss of $213,017 for the initial year of our existence ended September 30, 2013, and had an additional loss of $157,714 for the nine months ended June 30, 2014. Because we have not yet achieved or acquired sufficient operating capital and given these financial results together with our expected cash requirements in our immediate future, additional capital investments will be necessary to develop and sustain our operations.

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

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

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

Our Articles of Incorporation that authorizes the issuance of 200,000,000 shares of Common Stock may deter or delay changes in management. The Board of Directors has the authority to issue additional shares of our capital stock to provide additional financing in the future and the issuance of any such shares may result in a reduction of the book value or market price of the outstanding shares of our Common Stock. If we do issue any such additional shares, such issuance also will cause a reduction in the proportionate ownership and voting power of all other stockholders.

Because of such dilution, proportionate ownership interest and voting power will be decreased accordingly. Further, any such issuance could result in a change of control.

In addition, as we procure additional financing and acquire additional business assets, we will potentially grant shares, as well as warrants and stock options, to the financiers. To the extent that additional shares are issued, notes are converted, and stock options and warrants are exercised, the shares that are issued may result in an oversupply of shares and an undersupply of purchasers, thereby diluting the market for our shares. There are no agreements in place to secure such financing at the present time.

Our notes to our unaudited financials for the fiscal year ended September 30, 2013 includes an explanatory paragraph expressing substantial doubt as to our ability to continue as a going concern.

The notes accompanying our September 30, 2013 audited financial statements contains an explanatory paragraph expressing substantial doubt about our ability to continue as a going concern. The financial statements have been prepared "assuming that the Company will continue as a going concern." Our ability to continue as a going concern is dependent on raising additional capital to fund our operations and ultimately on generating future profitable operations. There can be no assurance that we will be able to raise sufficient additional capital or eventually have positive cash flow from operations to address all of our cash flow needs. If we are not able to find alternative sources of cash or generate positive cash flow from operations, our business and shareholders may be materially and adversely affected.

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

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

Moreover, pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, should we become a reporting company responsible to file financial statements with the SEC, we may be required at some point to furnish a report by our management on our internal control over financial reporting.

Such report will contain, among other matters, an assessment of the effectiveness of our internal control over financial reporting, including a statement as to whether our internal control over financial reporting is effective. This assessment must include disclosure of any material weaknesses in our internal control over financial reporting identified by management. Such report will also contain a statement that our auditors have issued an attestation report on management's assessment of such internal controls.

When appropriate, we will perform a system and process documentation and evaluation needed to comply with Section 404, which is both costly and challenging. Management may identify one or more material weaknesses in our internal control over financial reporting. If such occurs, we will be unable to assert such internal control is effective. If we are unable to assert that our internal controls over financial reporting are effective (or if our auditors are unable to attest that our management's report is fairly stated or they are unable to express an opinion on our management's evaluation or on the effectiveness of the internal controls), we could lose investor confidence in the accuracy and completeness of our financial reports, which in turn could have an adverse effect on our stock price.

B. OFF-BALANCE SHEET ARRANGEMENTS.

None

(remainder of this page intentionally left blank)

PART E ISSUANCE HISTORY

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

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

Date	Event	Number of Shares Issued	Total Shares Outstanding
10/15/12	Initial Asset Purchase	40,000,000	40,000,000
10/31/12	Unregistered stock purchase	2,000,000	42,000,000
01/07/13	Equipment Purchase	6,365,000	48,365,000
03/21/13	Debt Conversion	25,000,000	73,365,000
06/28/13	In Lieu of Salaries	1,156,720	74,521,720

(remainder of this page intentionally left blank)

Item XXI. Issuer's Certification:

I, Donald MacIntyre, Chief Executive Officer of the issuer, certify that:

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

October 13, 2014

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Donald M. MacIntyre
Chief Executive Officer

I, Bruce Parsons, Chief Financial Officer of the issuer, certify that:

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

October 13, 2014

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Bruce Parsons
Chief Financial Officer