

SECURITIES AND EXCHANGE COMMISSION

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

EXMOVERE HOLDINGS, INC.
(Exact Name of Registrant in its Charter)

Delaware
(State or other Jurisdiction of Incorporation)

(Primary Standard Classification Code)

20-8024018
(IRS Employer Identification No.)

EXMOVERE HOLDINGS, INC.
1600 Tysons Boulevard
8th Floor
McLean, VA 22102
Tel.: (703) 245-8513
(Address and Telephone Number of Registrant's Principal
Executive Offices and Principal Place of Business)

Corporations and Companies, Inc.
910 Foulk Road, Suite 201
Wilmington, Delaware 19803
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(Name, Address and Telephone Number of Agent for Service)

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective. If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act registration Statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

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 definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

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

CALCULATION OF REGISTRATION FEE

Title of Each Class Of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Offering Price per share	Proposed Maximum Aggregate Offering Price	Amount of Registration fee
Common Stock, \$0.001 par value per share	1,180,207	\$ 3.50	\$ 4,130,724.50	\$ 230.49

(1) This Registration Statement covers the resale by our selling shareholders of up to 1,180,207 shares of common stock previously issued to such selling shareholders.

(2) The offering price has been estimated solely for the purpose of computing the amount of the registration fee in accordance with Rule 457(o). Our common stock is not traded on any national exchange and in accordance with Rule 457; the offering price was determined by the price of the shares that were sold to our shareholders in a private placement memorandum. The price of \$3.50 is a fixed price at which the selling security holders may sell their shares until our common stock is quoted on the OTCBB at which time the shares may be sold at prevailing market prices or privately negotiated prices. There can be no assurance that a market maker will agree to file the necessary documents with the Financial Industry Regulatory Authority, which operates the OTC Bulletin Board, nor can there be any assurance that such an application for quotation will be approved.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SUCH SECTION 8(a), MAY DETERMINE.

The information in this preliminary prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the U.S. Securities and Exchange Commission ("SEC") is effective. This preliminary prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

PRELIMINARY PROSPECTUS

Subject to completion, dated September 9, 2009

EXMOVERE HOLDINGS, INC.

1,180,207 SHARES OF COMMON STOCK

The selling security holders named in this prospectus are offering all of the shares of common stock offered through this prospectus. We will not receive any proceeds from the sale of the common stock covered by this prospectus.

Our common stock is presently not traded on any market or securities exchange. The selling security holders have not engaged any underwriter in connection with the sale of their shares of common stock. Common stock being registered in this registration statement may be sold by selling security holders at a fixed price of \$3.50 per share until our common stock is quoted on the OTC Bulletin Board ("OTCBB") and thereafter at a prevailing market prices or privately negotiated prices or in transactions that are not in the public market. There can be no assurance that a market maker will agree to file the necessary documents with the Financial Industry Regulatory Authority ("FINRA"), which operates the OTCBB, nor can there be any assurance that such an application for quotation will be approved. We have agreed to bear the expenses relating to the registration of the shares of the selling security holders.

Investing in our common stock involves a high degree of risk. See "Risk Factors" beginning on page 4 to read about factors you should consider before buying shares of our common stock.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The Date of This Prospectus is: , 2009

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ITEM 3. Summary Information, Risk Factors and Ratio of Earnings to Fixed Charges.

PROSPECTUS SUMMARY

This summary highlights selected information contained elsewhere in this prospectus. This summary does not contain all the information that you should consider before investing in the common stock. You should carefully read the entire prospectus, including "Risk Factors", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the Financial Statements, before making an investment decision. In this Prospectus, the terms "Exmovere," "Company," "we," "us" and "our" refer to Exmovere Holdings, Inc.

Overview

We were incorporated in the State of Delaware on December 18, 2006 as Clopton House Corporation. On January 30, 2009 we amended our Articles of Incorporation and changed our name to Exmovere Holdings, Inc.

On January 28, 2009, pursuant to the terms of a Stock Purchase Agreement, BT2 International, Inc., purchased a total of 100,000 shares of the issued and outstanding common stock of Exmovere, from Belmont Partners, LLC for a combination of cash and stock. The total of 100,000 shares represented 100% of the shares of issued and outstanding common stock of the Company at the time of transfer.

Also, on January 28, 2009, we approved the transfer of technology licenses from BT2 International to Exmovere. In exchange for the licenses and services to be rendered to the Company, we issued an aggregate of 13,010,000 common shares to BT2 International, David Bychkov, Cheyenne Crow and Robert Doornick.

We plan to acquire, develop and market biosensor and emotion detection technologies and to integrate existing, profitable businesses, with a focus on healthcare, security, and transportation. The Company's core assets are related to biosensor wristwatches, biosensor turnstiles, emotion detection algorithms and related technologies, originally developed by David Bychkov, Exmovere LLC, Exmocare LLC, Exmogate LLC and BT2 International.

The wristwatches, called the Exmocare Telepath and Exmocare Empath respectively, are intended for mass production and sale to mature adults who need assistance with their daily living and could benefit from the Empath's ability to monitor their own vital signs on a regular basis and the Telepath's ability to transmit data by Bluetooth. In the case of the Telepath, the vital sign results will be monitored by security companies, phone companies, etc. These data will be assessed by the computers that receive the signals, and then that monitor/computer will determine what type of corrective action may be needed on a patient-by-patient basis.

The Exmogate turnstile is a biosensor-enhanced portal device that detects hostility, ensures guard vigilance, and, when required, can block entry. It is intended for development, mass production and sale to government agencies, military bases, foreign embassies and governments, airports and train stations, sports arenas and corporate buildings.

The company also controls intellectual property related to the detection of human emotions from vital sign data collected by biosensors, either embedded or worn. These emotion detection algorithms can be used to detect: like, dislike, stress, relaxation, anger, depression and a multitude of other human emotional states with at least 85% accuracy as compared to self-reporting by test subjects.

Where You Can Find Us

Our principal executive office is located at 1600 Tysons Boulevard, 8th Floor, McLean, VA and our telephone number is (703) 245-8513.

The Offering

Common stock offered by selling security holders	1,180,207 shares of common stock. This number represents approximately 7.75 % of our current outstanding common stock (1).
Common stock outstanding before the offering	15,234,542 common shares as of September 2, 2009.
Common stock outstanding after the offering	15,234,542 shares.
Terms of the Offering	The selling security holders will determine when and how they will sell the common stock offered in this prospectus.
Termination of the Offering	The offering will conclude upon the earliest of (i) such time as all of the common stock has been sold pursuant to the registration statement or (ii) such time as all of the common stock becomes eligible for resale without volume limitations pursuant to Rule 144 under the Securities Act, or any other rule of similar effect.
Use of proceeds	We are not selling any shares of the common stock covered by this prospectus.
Risk Factors	The Common Stock offered hereby involves a high degree of risk and should not be purchased by investors who cannot afford the loss of their entire investment. See "Risk Factors" beginning on page 4.

(1) Based on 15,234,542 shares of common stock outstanding as of September 2, 2009.

Summary of Consolidated Financial Information

The following table provides summary consolidated financial statement data as of and for each of the fiscal years ended December 31, 2008 and 2007, and the unaudited financial information for the six months ended June 30, 2009 and 2008. The financial statement data as of and for each of the fiscal years ended December 31, 2008 and 2007 have been derived from our audited consolidated financial statements. The results of operations for past accounting periods are not necessarily indicative of the results to be expected for any future accounting period. The data set forth below should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations," our consolidated financial statements and the related notes included in this prospectus, and the unaudited financial statements and related notes included in this prospectus.

	For the six Months Ended June 30, 2009	For the six Months Ended June 30, 2008	For the Year Ended December 31, 2008	From Inception Through December 30, 2007
	(unaudited)	(unaudited)		
REVENUE	\$ -	\$ -	\$ --	\$ -
TOTAL OPERATING EXPENSES	195,697	334	4,754	21
LOSS FROM OPERATIONS	(195,697)	(334)	(4,754)	(21)
TOTAL OTHER INCOME (EXPENSES)	4,754	-	--	-
NET LOSS	\$ (190,943)	\$ (334)	\$ (4,754)	\$ (21)
NET LOSS PER COMMON SHARE – BASIC AND DILUTIVE	\$ (0.01)	\$ (0.00)	\$ (0.05)	\$ (0.00)
Weighted Average Number of Shares	12,840,506	100,000	100,000	79,167
		As of June 30, 2009	As of December 31, 2008	As of December 31, 2007
		(unaudited)		
TOTAL CURRENT ASSETS		\$ 16,825	\$ 79	\$ 79
TOTAL ASSETS		22,521,325	79	79
TOTAL LIABILITIES		109	4,754	4,571
TOTAL STOCKHOLDERS' EQUITY (DEFICIT)		22,521,216	(4,675)	79
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		\$ 22,521,325	\$ 79	\$ 79

RISK FACTORS

The shares of our common stock being offered for resale by the selling security holders are highly speculative in nature, involve a high degree of risk and should be purchased only by persons who can afford to lose the entire amount invested in the common stock. Before purchasing any of the shares of common stock, you should carefully consider the following factors relating to our business and prospects. If any of the following risks actually occurs, our business, financial condition or operating results could be materially adversely affected. In such case, you may lose all or part of your investment. You should carefully consider the risks described below and the other information in this process before investing in our common stock.

Risks Related to Our Business

WE HAVE LIMITED OPERATING HISTORY AND FACE MANY OF THE RISKS AND DIFFICULTIES FREQUENTLY ENCOUNTERED BY DEVELOPMENT STAGE COMPANY.

We are a development stage company, and to date, our development efforts have been focused primarily on the research, design, development and marketing of our business model. We have limited operating history for investors to evaluate the potential of our business development. We have not built our customer base and our brand name. In addition, we also face many of the risks and difficulties inherent in introducing new products and services. These risks include the ability to:

- Increase awareness of our brand name;
- Develop effective business plan;
- Meet customer standard;
- Implement advertising and marketing plan;
- Attain customer loyalty;
- Maintain current strategic relationships and develop new strategic relationships;
- Respond effectively to competitive pressures;
- Continue to develop and upgrade our service; and
- Attract, retain and motivate qualified personnel.

Our future will depend on our ability to bring our service to the market place, which requires careful planning of providing a product that meets customer standards without incurring unnecessary cost and expense. Our operation results can also be affected by our ability to introduce new services or to adjust pricing to increase our competitive advantage.

WE NEED ADDITIONAL CAPITAL TO DEVELOP OUR BUSINESS.

The development of our services will require the commitment of substantial resources to increase our advertising and marketing of our business. In addition, substantial expenditures will be required to enable us to conduct existing and planned business research, design, development and marketing of our existing services. Currently, we have no established bank-financing arrangements. Therefore, it is likely we would need to seek additional financing through subsequent future private offering of our equity securities, or through strategic partnerships and other arrangements with corporate partners.

We cannot give you any assurance that any additional financing will be available to us, or if available, will be on terms favorable to us. The sale of additional equity securities could result in dilution to our stockholders. The occurrence of indebtedness would result in increased debt service obligations and could require us to agree to operating and financing covenants that would restrict our operations. If adequate additional financing is not available on acceptable terms, we may not be able to implement our business development plan or continue our business operations.

WE MAY NOT BE ABLE TO BUILD OUR BRAND AWARENESS.

Development and awareness of our brand will depend largely upon our success in increasing our customer base. In order to attract and retain customers and to promote and maintain our brand in response to competitive pressures, management plans to gradually increase our marketing and advertising budgets. If we are unable to economically promote or maintain our brand, our business, results of operations and financial condition could be severely harmed.

THE BIOSENSOR TECHNOLOGY SPACE IS HIGHLY COMPETITIVE AND FRAGMENTED, WHICH MEANS THAT OUR CUSTOMERS HAVE A NUMBER OF CHOICES FOR PROVIDERS OF SERVICES AND PRODUCTS AND WE MAY NOT BE ABLE TO COMPETE EFFECTIVELY.

The market for our products is highly competitive. The market is fragmented, there are a wide variety of product offerings with different capabilities, and no company holds a dominant position. Consequently, our competition for clients varies significantly. Most of our competitors are larger and have greater technical, financial, and marketing resources and greater name recognition than we have in the markets we collectively serve.

OUR ABILITY TO CONTINUE TO DEVELOP AND EXPAND OUR PRODUCT OFFERINGS TO ADDRESS EMERGING BUSINESS DEMANDS AND TECHNOLOGICAL TRENDS WILL IMPACT OUR FUTURE GROWTH. IF WE ARE NOT SUCCESSFUL IN MEETING THESE BUSINESS CHALLENGES, OUR RESULTS OF OPERATIONS AND CASH FLOWS WILL BE MATERIALLY AND ADVERSELY AFFECTED.

Our ability to implement solutions for our customers incorporating new developments and improvements in technology which translate into productivity improvements for our customers and to develop product offerings that meet the current and prospective customers' needs are critical to our success. The markets we serve are highly competitive. Our competitors may develop solutions or services which make our offerings obsolete. Our ability to develop and implement up to date solutions utilizing new technologies which meet evolving customer needs in backup and disaster recovery solutions will impact our future revenue growth and earnings.

OUR FUTURE SUCCESS IS DEPENDENT, IN PART, ON THE PERFORMANCE AND CONTINUED SERVICE OF DAVID BYCHKOV, PRESIDENT, CHAIRMAN, CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER, AND CHEYENNE CROW, CHIEF OPERATING OFFICER. WITHOUT THEIR CONTINUED SERVICE, WE MAY BE FORCED TO INTERRUPT OR EVENTUALLY CEASE OUR OPERATIONS.

We are presently dependent to a great extent upon the experience, abilities and continued services of David Bychkov, President, Chairman, Chief Executive Officer and Chief Financial Officer, and Cheyenne Crow Chief Operating Officer. We currently do not have an employment agreement with Mr. Bychkov or Mr. Crow. The loss of the services of our officers could have a material adverse effect on our business, financial condition or results of operation.

OUR FUTURE GROWTH MAY REQUIRE RECRUITMENT OF QUALIFIED EMPLOYEES.

In the event of our future growth in administration, marketing, manufacturing and customer support functions, we may have to increase the depth and experience of our management team by adding new members. Our future success will depend to a large degree upon the active participation of our key officers and employees. There is no assurance that we will be able to employ qualified persons on acceptable terms. Lack of qualified employees may adversely affect our business development.

WE HAVE LIMITED CURRENT SALES AND MARKETING CAPABILITY.

We have no key personnel with experience in sales, marketing and distribution. Therefore, we must either retain and hire the necessary personnel to distribute and market our products or enter into collaborative arrangements or distribution agreement with third parties who will market such products or develop their own marketing and sales force with technical expertise and supporting distribution capability. There can be no assurance that we will be able to retain or hire the personnel with sufficient experience and knowledge to distribute and market our products or be able to enter into collaborative or distribution arrangements or develop our own sales force, or that such sales and marketing efforts, including the efforts of the companies, with which we have entered into collaborative agreements, will be successful.

WE MAY INCUR SIGNIFICANT COSTS TO BE A PUBLIC COMPANY TO ENSURE COMPLIANCE WITH U.S. CORPORATE GOVERNANCE AND ACCOUNTING REQUIREMENTS AND WE MAY NOT BE ABLE TO ABSORB SUCH COSTS.

We may incur significant costs associated with our public company reporting requirements, costs associated with newly applicable corporate governance requirements, including requirements under the Sarbanes-Oxley Act of 2002 and other rules implemented by the Securities and Exchange Commission. We expect all of these applicable rules and regulations to significantly increase our legal and financial compliance costs and to make some activities more time consuming and costly. We also expect that these applicable rules and regulations may make it more difficult and more expensive for us to obtain director and officer liability insurance and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for us to attract and retain qualified individuals to serve on our board of directors or as executive officers. We are currently evaluating and monitoring developments with respect to these newly applicable rules, and we cannot predict or estimate the amount of additional costs we may incur or the timing of such costs. In addition, we may not be able to absorb these costs of being a public company which will negatively affect our business operations.

THE LACK OF PUBLIC COMPANY EXPERIENCE OF OUR MANAGEMENT TEAM COULD ADVERSELY IMPACT OUR ABILITY TO COMPLY WITH THE REPORTING REQUIREMENTS OF U.S. SECURITIES LAWS.

Our management team lacks public company experience, which could impair our ability to comply with legal and regulatory requirements such as those imposed by Sarbanes-Oxley Act of 2002. Our senior management has never had responsibility for managing a publicly traded company. Such responsibilities include complying with federal securities laws and making required disclosures on a timely basis. Our senior management may not be able to implement programs and policies in an effective and timely manner that adequately respond to such increased legal, regulatory compliance and reporting requirements, including the establishing and maintaining internal controls over financial reporting. Any such deficiencies, weaknesses or lack of compliance could have a materially adverse effect on our ability to comply with the reporting requirements of the Securities Exchange Act of 1934 which is necessary to maintain our public company status. If we were to fail to fulfill those obligations, our ability to continue as a U.S. public company would be in jeopardy in which event you could lose your entire investment in our company.

Risk Related To Our Capital Stock

WE MAY NEVER PAY ANY DIVIDENDS TO SHAREHOLDERS.

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

The declaration, payment and amount of any future dividends will be made at the discretion of the board of directors, and will depend upon, among other things, the results of our operations, cash flows and financial condition, operating and capital requirements, and other factors as the board of directors considers relevant. There is no assurance that future dividends will be paid, and, if dividends are paid, there is no assurance with respect to the amount of any such dividend.

OUR ARTICLES OF INCORPORATION PROVIDE FOR INDEMNIFICATION OF OFFICERS AND DIRECTORS AT OUR EXPENSE AND LIMIT THEIR LIABILITY WHICH MAY RESULT IN A MAJOR COST TO US AND HURT THE INTERESTS OF OUR SHAREHOLDERS BECAUSE CORPORATE RESOURCES MAY BE EXPENDED FOR THE BENEFIT OF OFFICERS AND/OR DIRECTORS.

Our articles of incorporation and applicable Delaware law provide for the indemnification of our directors, officers, employees, and agents, under certain circumstances, against attorney's fees and other expenses incurred by them in any litigation to which they become a party arising from their association with or activities on our behalf. We will also bear the expenses of such litigation for any of our directors, officers, employees, or agents, upon such person's written promise to repay us if it is ultimately determined that any such person shall not have been entitled to indemnification. This indemnification policy could result in substantial expenditures by us which we will be unable to recoup.

We have been advised that, in the opinion of the SEC, indemnification for liabilities arising under federal securities laws is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification for liabilities arising under federal securities laws, other than the payment by us of expenses incurred or paid by a director, officer or controlling person in the successful defense of any action, suit or proceeding, is asserted by a director, officer or controlling person in connection with the securities being registered, we will (unless in the opinion of our counsel, the matter has been settled by controlling precedent) submit to a court of appropriate jurisdiction, the question whether indemnification by us is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue. The legal process relating to this matter if it were to occur is likely to be very costly and may result in us receiving negative publicity, either of which factors is likely to materially reduce the market and price for our shares, if such a market ever develops.

THE OFFERING PRICE OF THE COMMON STOCK WAS DETERMINED BASED ON THE PRICE OF OUR PRIVATE OFFERING, AND THEREFORE SHOULD NOT BE USED AS AN INDICATOR OF THE FUTURE MARKET PRICE OF THE SECURITIES. THEREFORE, THE OFFERING PRICE BEARS NO RELATIONSHIP TO OUR ACTUAL VALUE, AND MAY MAKE OUR SHARES DIFFICULT TO SELL.

Since our shares are not listed or quoted on any exchange or quotation system, the offering price of \$3.50 per share for the shares of common stock was determined based on the price of our private offering. The facts considered in determining the offering price were our financial condition and prospects, our limited operating history and the general condition of the securities market. The offering price bears no relationship to the book value, assets or earnings of our company or any other recognized criteria of value. The offering price should not be regarded as an indicator of the future market price of the securities.

YOU MAY EXPERIENCE DILUTION OF YOUR OWNERSHIP INTEREST BECAUSE OF THE FUTURE ISSUANCE OF ADDITIONAL SHARES OF OUR COMMON STOCK AND OUR PREFERRED STOCK.

In the future, we may issue our authorized but previously unissued equity securities, resulting in the dilution of the ownership interests of our present stockholders. We are currently authorized to issue an aggregate of 35,000,000 shares of capital stock consisting of 35,000,000 shares of common stock, par value \$0.001 per share, and no shares of preferred stock.

We may also issue additional shares of our common stock or other securities that are convertible into or exercisable for common stock in connection with hiring or retaining employees or consultants, future acquisitions, future sales of our securities for capital raising purposes, or for other business purposes. The future issuance of any such additional shares of our common stock or other securities may create downward pressure on the trading price of our common stock. There can be no assurance that we will not be required to issue additional shares, warrants or other convertible securities in the future in conjunction with hiring or retaining employees or consultants, future acquisitions, future sales of our securities for capital raising purposes or for other business purposes, including at a price (or exercise prices) below the price at which shares of our common stock are currently quoted on the OTCBB.

OUR COMMON STOCK IS CONSIDERED A PENNY STOCK, WHICH MAY BE SUBJECT TO RESTRICTIONS ON MARKETABILITY, SO YOU MAY NOT BE ABLE TO SELL YOUR SHARES.

If our common stock becomes tradable in the secondary market, we will be subject to the penny stock rules adopted by the Securities and Exchange Commission that require brokers to provide extensive disclosure to their customers prior to executing trades in penny stocks. These disclosure requirements may cause a reduction in the trading activity of our common stock, which in all likelihood would make it difficult for our shareholders to sell their securities.

Penny stocks generally are equity securities with a price of less than \$5.00 (other than securities registered on certain national securities exchanges or quoted on the NASDAQ system). Penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document that provides information about penny stocks and the risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction, and monthly account statements showing the market value of each penny stock held in the customer's account. The broker-dealer must also make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These requirements may have the effect of reducing the level of trading activity, if any, in the secondary market for a security that becomes subject to the penny stock rules. The additional burdens imposed upon broker-dealers by such requirements may discourage broker-dealers from effecting transactions in our securities, which could severely limit the market price and liquidity of our securities. These requirements may restrict the ability of broker-dealers to sell our common stock and may affect your ability to resell our common stock.

THERE IS NO ASSURANCE OF A PUBLIC MARKET OR THAT OUR COMMON STOCK WILL EVER TRADE ON A RECOGNIZED EXCHANGE. THEREFORE, YOU MAY BE UNABLE TO LIQUIDATE YOUR INVESTMENT IN OUR STOCK.

There is no established public trading market for our common stock. Our shares have not been listed or quoted on any exchange or quotation system. There can be no assurance that a market maker will agree to file the necessary documents with FINRA, which operates the OTCBB, nor can there be any assurance that such an application for quotation will be approved or that a regular trading market will develop or that if developed, will be sustained. In the absence of a trading market, an investor may be unable to liquidate their investment.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

The information contained in this report, including in the documents incorporated by reference into this report, includes some statement that are not purely historical and that are "forward-looking statements." Such forward-looking statements include, but are not limited to, statements regarding our and their management's expectations, hopes, beliefs, intentions or strategies regarding the future, including our financial condition, results of operations, and the expected impact of the Share Exchange on the parties' individual and combined financial performance. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words "anticipates," "believes," "continue," "could," "estimates," "expects," "intends," "may," "might," "plans," "possible," "potential," "predicts," "projects," "seeks," "should," "will," "would" and similar expressions, or the negatives of such terms, may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking.

The forward-looking statements contained in this report are based on current expectations and beliefs concerning future developments and the potential effects on the parties and the transaction. There can be no assurance that future developments actually affecting us will be those anticipated. These that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements, including the following forward-looking statements involve a number of risks, uncertainties (some of which are beyond the parties' control) or other assumptions.

Item 4. Use of Proceeds

We will not receive any proceeds from the sale of common stock by the selling security holders. All of the net proceeds from the sale of our common stock will go to the selling security holders as described below in the sections entitled "Selling Security Holders" and "Plan of Distribution". We have agreed to bear the expenses relating to the registration of the common stock for the selling security holders.

Item 5. Determination of Offering Price

Since our common stock is not listed or quoted on any exchange or quotation system, the offering price of the shares of common stock was determined by the price of the common stock that was sold to our security holders pursuant to an exemption under Section 4(2) of the Securities Act of 1933 and Rule 506 of Regulation D promulgated under the Securities Act of 1933.

The offering price of the shares of our common stock does not necessarily bear any relationship to our book value, assets, past operating results, financial condition or any other established criteria of value. The facts considered in determining the offering price were our financial condition and prospects, our limited operating history and the general condition of the securities market.

Although our common stock is not listed on a public exchange, we will be filing to obtain a listing on the OTCBB concurrently with the filing of this prospectus. In order to be quoted on the OTCBB, a market maker must file an application on our behalf in order to make a market for our common stock. There can be no assurance that a market maker will agree to file the necessary documents with FINRA, which operates the OTC Bulletin Board, nor can there be any assurance that such an application for quotation will be approved.

In addition, there is no assurance that our common stock will trade at market prices in excess of the initial offering price as prices for the common stock in any public market which may develop will be determined in the marketplace and may be influenced by many factors, including the depth and liquidity.

Item 6. Dilution

The common stock to be sold by the selling shareholders are provided in Item 7 is common stock that is currently issued. Accordingly, there will be no dilution to our existing shareholders.

Item 7. Selling Security Holders

The common shares being offered for resale by the selling security holders consist of the 1,180,207 shares of our common stock held by 74 shareholders. Such shareholders include the holders of the 118,501 shares sold in our private offering pursuant to Regulation D Rule 506 completed in March 2009 at an offering price of \$1.50, 77,820 shares sold in our private offering pursuant to Regulation D Rule 506 completed in May 2009 at an offering price of \$2.50, and 20,786 shares sold in our private offering pursuant to Regulation D Rule 506 completed in June 2009 at an offering price of \$3.50. We are also registering a total of 963,100 shares for shareholders who received shares in consideration for transfer of technology licenses from BT2 International to Exmovere.

The following table sets forth the name of the selling security holders, the number of shares of common stock beneficially owned by each of the selling stockholders as of September 2, 2009 and the number of shares of common stock being offered by the selling stockholders. The shares being offered hereby are being registered to permit public secondary trading, and the selling stockholders may offer all or part of the shares for resale from time to time. However, the selling stockholders are under no obligation to sell all or any portion of such shares nor are the selling stockholders obligated to sell any shares immediately upon effectiveness of this prospectus. All information with respect to share ownership has been furnished by the selling stockholders.

Name	Shares Beneficially Owned Prior To Offering	Shares to be Offered	Amount Beneficially Owned After Offering	Percent Beneficially Owned After Offering
Richard G. Miller	100	100	0	0%
Dr. Philippe A. Lowenstein	5,000	5,000	0	0%
Oika Naskova	6,700	6,700	0	0%
Catherine W. Morgan	10,000	10,000	0	0%
Catherine W. Morgan and James Morgan*	5,000	5,000	0	0%
James Morgan	10,000	10,000	0	0%
Kristopher Ussery	300	300	0	0%
Marianne McWade	2,000	2,000	0	0%
Foster Rockwell	250	250	0	0%
John Rogers	250	250	0	0%
Regena Herndon	1,334	1,334	0	0%
Sheniqua L. Morgan	1,000	1,000	0	0%
Miles Henderson	1,000	1,000	0	0%
Deneen Stambone	500	500	0	0%
Amanda R. Romero	200	200	0	0%
Loring R. Henderson	1,000	1,000	0	0%
Carolyn S. Abshire	2,000	2,000	0	0%
Cleonie Chang Schwartz	500	500	0	0%
Reginald d'Hoop	1,000	1,000	0	0%
Richard Barksdale	100	100	0	0%
Jeffrey Lance Thomas	2,000	2,000	0	0%
Jakeya L. Morgan	1,000	1,000	0	0%

Lucia F. Mokhsijerjian	200	200	0	0%
Jaroslava Peckova	40,000	40,000	0	0%
Marie Colter	700	700	0	0%
Samuel and Marie Colter*	300	300	0	0%
Samuel Colter	200	200	0	0%
Dawana B. Robinson	100	100	0	0%
Antonio C. Pam and Demetria L. Pam*	100	100	0	0%
Tiffany S. Ussery	500	500	0	0%
Angela Taylor	500	500	0	0%
Charles Lambert	2,000	2,000	0	0%
Stephanie Stevens	100	100	0	0%
Robert A. Atkins	100	100	0	0%
Hokenson Group, Inc.(1)	1,000	1,000	0	0%
William Peterson	1,000	1,000	0	0%
Easton Peterson	1,000	1,000	0	0%
Kaiesha C. Morgan	1,000	1,000	0	0%
Deepika Negi	500	500	0	0%
Thomas A. Nabi	2,000	2,000	0	0%
Silvia Cordovi	667	667	0	0%
Pamela Orick	11,400	11,400	0	0%
Zelda Rosenberg	5,000	5,000	0	0%
Naseem Ahmad	800	800	0	0%
Tasneem Ahmad	6,000	6,000	0	0%
Joseph M. Johnson	4,000	4,000	0	0%
Roseanne Luth	14,000	14,000	0	0%
Fab 5 Sportz, LLC(2)	120	120	0	0%
Anita Topler	61,400	61,400	0	0%

Charlynda Credle	100	100	0	0%
David R. Mootsey	300	300	0	0%
Elizabeth Roll	28,500	28,500	0	0%
Daniel Beckmann	300	300	0	0%
Derek Winfield	200	200	0	0%
Jaime Rojas, Jr.	10,500	10,500	0	0%
Cindy C. Rojas	500	500	0	0%
Renee Rihfield	300	300	0	0%
Mark V. Robinson and Sheila L. Robinson*	300	300	0	0%
Semyon Bychkov	100,000	100,000	0	0%
Omi Komaria Madjid	25,000	25,000	0	0%
Jay Henderson	260,600	260,600	0	1.7%
Phyllis Abshire d'Hoop	500,000	500,000	0	3.3%
Cheyenne Crow trustee for Amy Crow	1,000	1,000	0	0%
Jeong-Hwan Kim	25,000	25,000	0	0%
Lana Nguyen	14,286	14,286	0	0%
Quynh Nguyen	300	300	0	0%
Cheyenne Crow trustee for Lauren Crow	1,000	1,000	0	0%
Cheyenne Crow trustee for Joshua Crow	1,000	1,000	0	0%
Cheyenne Crow trustee for Nicholas Crow	1,000	1,000	0	0%
Susan Hoffmeister	1,000	1,000	0	0%
Scott Lurding	2000	2000	0	0%
Amanda Jefferson	500	500	0	0%
Raul Grosz	100	100	0	0%
Mary B. O'Connor	500	500	0	0%
Total		1,180,207		

* The shares are owned by respective holders as joint tenants with right of survivorship.

(1) Jeffrey D. Hokenson is the principal of Hokenson Group, Inc. Jeffrey D. Hokenson, acting alone, has voting and dispositive power over the shares beneficially owned by Hokenson Group, Inc.

(2) Marcelle Joyner is the principal of Fab 5 Sportz, LLC. Marcelle Joyner, acting alone, has voting and dispositive power over the shares beneficially owned by Fab 5 Sportz, LLC.

Except as listed below, to our knowledge, none of the selling shareholders or their beneficial owners:

- has had a material relationship with us other than as a shareholder at any time within the past three years; or
- has ever been one of our officers or directors or an officer or director of our predecessors or affiliates
- are broker-dealers or affiliated with broker-dealers.

Item 8. Plan of Distribution

The selling security holders may sell some or all of their shares at a fixed price of \$3.50 per share until our shares are quoted on the OTCBB and thereafter at prevailing market prices or privately negotiated prices. Prior to being quoted on the OTC Bulletin Board, shareholders may sell their shares in private transactions to other individuals. Although our common stock is not listed on a public exchange, we will be filing to obtain a listing on the OTCBB concurrently with the filing of this prospectus. In order to be quoted on the OTC Bulletin Board, a market maker must file an application on our behalf in order to make a market for our common stock. There can be no assurance that a market maker will agree to file the necessary documents with FINRA, which operates the OTC Bulletin Board, nor can there be any assurance that such an application for quotation will be approved. However, sales by selling security holder must be made at the fixed price of \$3.50 until a market develops for the stock.

Once a market has developed for our common stock, the shares may be sold or distributed from time to time by the selling stockholders, who may be deemed to be underwriters, directly to one or more purchasers or through brokers or dealers who act solely as agents, at market prices prevailing at the time of sale, at prices related to such prevailing market prices, at negotiated prices or at fixed prices, which may be changed. The distribution of the shares may be effected in one or more of the following methods:

- ordinary brokers transactions, which may include long or short sales,
- transactions involving cross or block trades on any securities or market where our common stock is trading, market where our common stock is trading,
- through direct sales to purchasers or sales effected through agents,
- through transactions in options, swaps or other derivatives (whether exchange listed or otherwise), or exchange listed or otherwise), or
- any combination of the foregoing.

In addition, the selling stockholders may enter into hedging transactions with broker-dealers who may engage in short sales, if short sales were permitted, of shares in the course of hedging the positions they assume with the selling stockholders. The selling stockholders may also enter into option or other transactions with broker-dealers that require the delivery by such broker-dealers of the shares, which shares may be resold thereafter pursuant to this prospectus. To our best knowledge, none of the selling security holders are broker-dealers or affiliates of broker dealers.

We will advise the selling security holders that the anti-manipulation rules of Regulation M under the Exchange Act may apply to sales of shares in the market and to the activities of the selling security holders and their affiliates. In addition, we will make copies of this prospectus (as it may be supplemented or amended from time to time) available to the selling security holders for the purpose of satisfying the prospectus delivery requirements of the Securities Act. The selling security holders may indemnify any broker-dealer that participates in transactions involving the sale of the shares against certain liabilities, including liabilities arising under the Securities Act.

Brokers, dealers, or agents participating in the distribution of the shares may receive compensation in the form of discounts, concessions or commissions from the selling stockholders and/or the purchasers of shares for whom such broker-dealers may act as agent or to whom they may sell as principal, or both (which compensation as to a particular broker-dealer may be in excess of customary commissions). Neither the selling stockholders nor we can presently estimate the amount of such compensation. We know of no existing arrangements between the selling stockholders and any other stockholder, broker, dealer or agent relating to the sale or distribution of the shares. We will not receive any proceeds from the sale of the shares of the selling security holders pursuant to this prospectus. We have agreed to bear the expenses of the registration of the shares, including legal and accounting fees, and such expenses are estimated to be approximately \$22,730.

Notwithstanding anything set forth herein, no FINRA member will charge commissions that exceed 8% of the total proceeds of the offering.

Item 9. Description of Securities to be Registered

General

We are authorized to issue an aggregate number of 35,000,000 shares of capital stock, of which 35,000,000 shares are common stock, \$0.001 par value per share, and there are no preferred shares authorized.

Common Stock

We are authorized to issue 35,000,000 shares of common stock, \$0.001 par value per share. Currently we have 15,234,542 shares of common stock issued and outstanding.

Each share of common stock shall have one (1) vote per share for all purpose. Our common stock does not provide a preemptive, subscription or conversion rights and there are no redemption or sinking fund provisions or rights. Our common stock holders are not entitled to cumulative voting for election of Board of Directors.

Preferred Stock

We are not authorized to issue shares of preferred stock.

Dividends

We have not paid any cash dividends to our shareholders. The declaration of any future cash dividends is at the discretion of our board of directors and depends upon our earnings, if any, our capital requirements and financial position, our general economic conditions, and other pertinent conditions. It is our present intention not to pay any cash dividends in the foreseeable future, but rather to reinvest earnings, if any, in our business operations.

Warrants

There are no outstanding warrants to purchase our securities.

Options

There are no outstanding options to purchase our securities.

Transfer Agent and Registrar

Our independent stock transfer agent is PacWest Transfer, LLC, located at 500 East Warm Springs Road Suite 240, Las Vegas, NV 89119, and can be reached at (702) 270-9646.

Item 10. Interests of Named Experts and Counsel

No expert or counsel named in this prospectus as having prepared or certified any part of this prospectus or having given an opinion upon the validity of the securities being registered or upon other legal matters in connection with the registration or offering of the common stock was employed on a contingency basis, or had, or is to receive, in connection with the offering, a substantial interest, direct or indirect, in the registrant or any of its parents or subsidiaries. Nor was any such person connected with the registrant or any of its parents or subsidiaries as a promoter, managing or principal underwriter, voting trustee, director, officer, or employee.

The financial statements included in this prospectus and the registration statement have been audited by PS Stephenson & Co., PC to the extent and for the periods set forth in their report appearing elsewhere herein and in the registration statement, and are included in reliance upon such report given upon the authority of said firm as experts in auditing and accounting.

Item 11. Information about the Registrant

DESCRIPTION OF BUSINESS

Overview

We were incorporated in the State of Delaware on December 18, 2006 as Clopton House Corporation. On January 30, 2009 we amended our Articles of Incorporation and changed our name to Exmovere Holdings, Inc.

On January 28, 2009, pursuant to the terms of a Stock Purchase Agreement, BT2 International, Inc., purchased a total of 100,000 shares of the issued and outstanding common stock of Exmovere, from Belmont Partners, LLC for a combination of cash and stock. The total of 100,000 shares represented 100% of the shares of issued and outstanding common stock of the Company at the time of transfer.

On January 28, 2009, we approved the transfer of technology licenses from BT2 International to Exmovere. In exchange for the licenses and services to be rendered to the Company, we issued an aggregate of 13,010,000 common shares to BT2 International, David Bychkov, Cheyenne Crow and Robert Doornick.

We are a development stage company that has an exclusive worldwide license on unique healthcare, security and emotion detection technologies. Exmovere owns a Bluetooth biosensor wristwatch that uses infrared sensors to detect heart rate without a chest strap, 3-d accelerometers to model human movement, and a variety of metallic sensors to detect skin temperature and skin conductance. The wristwatch, called the Telepath, transmits these data via computer or cell phone to online data centers, care givers and/or emergency services.

The wristwatches, called the Exmocare Telepath and Exmocare Empath respectively, are intended for mass production and sale to mature adults who need assistance with their daily living and could benefit from the Empath's ability to monitor their own vital signs on a regular basis and the Telepath's ability to transmit data by Bluetooth. In the case of the Telepath, the vital sign results will be monitored by security companies, phone companies, etc. These data will be assessed by the computers that receive the signals, and then that monitor/computer will determine what type of corrective action may be needed on a patient-by-patient basis.

The Exmogate turnstile is a biosensor-enhanced portal device that detects hostility, ensures guard vigilance, and, when required, can block entry. It is intended for development, mass production and sale to government agencies, military bases, foreign embassies and governments, airports and train stations, sports arenas and corporate buildings.

The company also controls intellectual property related to the detection of human emotions from vital sign data collected by biosensors, either embedded or worn. These emotion detection algorithms can be used to detect: like, dislike, stress, relaxation, anger, depression and a multitude of other human emotional states with at least 85% accuracy as compared to self-reporting by test subjects.

This wristwatch is an advanced prototype which was previously sold in limited quantities in evaluation kit form to large medical device companies, cell phone service providers and clinical researchers. The feedback from those users indicates that the eventual Telepath wristwatch is an ideal product for distribution by cell phone service providers. Because of their retail outlets, they have the existing infrastructure necessary to explain the product's features and to help them configure it for use with their or their loved ones' cell phones.

Cell phone service providers also have the infrastructure needed to process alerts and a complementary financial model, whereby they charge monthly subscription fees. Currently there is no other all-in-one wearable tele-care device that is competitive with our wristwatch.

Separately, the company intends to launch a different biosensor wristwatch that does not transmit the data, but displays and stores it for long periods of time. The Empath, as we call it, will benefit fitness users as well as those who are cognitively able to monitor their own vital signs.

Exmovere's Exmogate turnstile is a wirelessly controlled secured portal. The Exmogate design (commercial models have not yet been built) incorporates embedded GSR, skin temperature, pressure and auto-diagnostic sensors, as well as a video camera, biopathogen sensors, a Geiger counter and eventually, radar and sonar.

The intention is to have the Exmogate gather and process physiological data almost instantaneously to help security screeners detect hostility. Each Exmogate turnstile will come with a built-in PC for transmitting and receiving data securely over a local wireless network. A computer operated by the security screener will control all the Exmogate's in a certain facility or location.

The Exmogate turnstile is designed to look and perform like a normal subway or building turnstile, and thus we intend to primarily market it through the GSA schedule, through building security supply catalogs and directly to corporate/agency security directors.

In addition, we are now developing a Segway-based upright mobility device that surrounds the user's thighs, hips and legs in a kind of cocoon. The user's hands, arms and chest remain free to do whatever is desired. This would position the vehicle as a direct competitor to existing sit-down scooters marketed to obese, elderly and limited mobility persons.

Finally, the company will seek to acquire controlling interests in existing urgent care clinics across the US. This suite of products, technologies and assets will enable us to build a brand that stands for humane treatment of the elderly and infirm, security based on universal biological traits as opposed to racial or ethnic factors, and mobility that inspires the imagination. Exmovere Holdings intends to raise significant capital to launch these products and begin the acquisitions process.

Product / Service Descriptions

The Empath and Telepath are non-intrusive chronic care, elder care and fitness devices with the following features:

- 1) All-in-one design monitors all critical vital signs 24/7 from the wrist with absolutely no cables, straps or electrodes.
- 2) In the case of Telepath, a Bluetooth biosensor wristwatch sends alerts via cell phone or internet.
- 3) A wristwatch device to detect anxiety, depression and other emotional side effects of drugs.
- 4) In the case of Telepath, online care giver account has 350 kinds of configuration for alerts by SMS, email or IM to guarantee no false alarms.

These wristwatches can simultaneously, non-invasively, continuously and accurately detect with infrared and tiny metallic sensors from a fully moving wrist: heart rate, heart rate variability, skin temperature, skin conductance and relative movement.

The Exmogate Turnstile is a networked, biosensor-enabled portal device. It is designed to detect hostility, violence and aggression and can be used by security screeners to more accurately filter out crowds.

Research & Development

Both wristwatches are device is currently in Alpha stage. That means we know that the device can detect heart rate and other vital signs at least as accurately as the BT1 and has superior battery life.

In order to make the Empath and/or Telepath shippable as a product to customers, several things are needed:

- 1 Higher grade plastic parts are needed for the casing;
- 1 An onboard digital display and onboard digital signal processing are needed to sift through the data without having to upload it to a computer first;
- 1 Higher grade lithium ion batteries are needed to further increase battery life to at least 48 hours of continuous usage;
- 1 Integration of movement and other sensors are needed to make the product shippable.

We have the necessary intellectual property to do these steps and will require \$2-3 million dollars to get each wristwatch to a completed, certified, shippable product stage.

The Exmogate Turnstile prototype is largely complete. Additional sensors need to be integrated, relating to biopathogen sensing, gunshot residue/explosives detection, IR camera installation, radar and sonar integration and wireless networking. The total cost involved in bringing the Exmogate to finished product stage is \$3-4 million dollars.

We are also conducting research and development into vehicle development based on the Segway gyroscopic platform. In order to complete a product for market, we will have to engage researchers, enter into a licensing agreement with Segway and produce the first prototype. The total cost is estimated between \$2-3 million dollars.

Industry Participants / Competition

Our wristwatch devices and services (specifically the Telepath) are targeted at the home health monitoring or remote patient monitoring service (RPM), generally considered a branch of telemedicine that focuses on monitoring a single, or set of, health related indicators of a patient located in his or her home.

With the rapid growth of the RPM industry, there are many innovations in the area and firms with larger capitalization and resources have developed products and services that may compete with the Telepath and Empath products. The following is a summary of recent developments from these firms:

In January of 2008 the Times Online reported that Microsoft Corporation is developing software capable of remote physical well-being and competence. The Times Online reported the computer system would link workers to their computers via wireless sensors that measure their metabolism allowing managers to monitor employees performance by measuring their heart rate, body temperature, movement, facial expression and blood pressure.

The Bosch Group recently purchased a majority shareholding in Health Hero Network, a remote health monitoring business. Health Hero Network, headquartered in Palo Alto, California, develops and sells technology solutions that allow the remote monitoring and management of patient health data. Since it was founded in 1992, Health Hero Network has been issued 63 patents. The Bosch Group is a leading global supplier of technology and services. In the areas of automotive and industrial technology, consumer goods, and building technology, some 260,000 associates and generated sales of 43.7 billion Europa in fiscal 2006.

In July of 2007, IBM Corp. and the University of Florida announced they had developed middle-ware which would allow doctors to remotely monitor the health of their patients. The technology makes it possible for standard wired or wireless devices like blood-pressure and glucose monitors to be reconfigured so that when used by patients at home the devices can automatically send the collected readings to health-care professionals.

Partners Health Care - the largest healthcare provider in Massachusetts and the parent company of Massachusetts General and Brigham and Women's hospitals announced in January of 2007, the organization would double its investment in tele-care to \$6 million over four years to pay for tele-medicine programs for diabetes, emphysema and depression, as well as a blood pressure trial.

With regards to the Exmogate Turnstile and the access control market, the major players include L-3 Communications, L-1 Identity Solutions and BQT Solutions.

L-3, the largest and most respected of these companies, has products in aviation, port, maritime and cargo security as well as solutions for mass transportation. In addition, L-3 offers other homeland security products and services for crisis management, intrusion detection, law enforcement and vehicles for first responders. With an installed base of more than 18,000 systems, L-3 is a major supplier of mature and next-generation systems and technology products for aviation, rail and cargo screening; port and border inspection; facility and infrastructure security; explosives and land mine detection and air remediation.

Marketing Strategies

Each of our products has a unique selling proposition. First, the Exmocare branded wristwatches have a hard-core following among RPM industry professionals who are looking for several key product features:

- 1 Heart rate that can be detected by infrared through the skin. The Telepath/Empath can do this with 99% accuracy, even while a subject moves.
- 1 Onboard digital signal processing, data display and data storage. The Empath will make it possible for a wearer to see all of his vital sign data and emotional states on the wristwatch display, without having to connect to a computer. The Empath will be able to store data when it can't broadcast it, thereby saving battery life.
- 1 Small form factor is very important to users. Exmocare watches are the smallest such biomedical tools in the world.

Customers currently associate with the Exmocare brand. This is thanks to positive news articles in AARP Magazine, PC Magazine, Business Week, the Wall Street Journal and Popular Mechanics.

The unique selling proposition of the Exmogate Turnstile is its ability to provide valuable, real-time biological, environmental and psychological data to security screeners around the world. Only the Exmogate Turnstile can non-invasively, unobtrusively and seamlessly monitor crowded bus terminals, subway stations and political rallies for signs of hostility, chemical agents and/or disease.

Pricing Strategy

The business model for the Exmocare Empath and Telepath is as follows:

We will license experienced and quality distributors (home health care providers) who have an existing client and patient base. The home health care provider business is growing exponentially with the aging of our population.

The plan is to engage up to 190 distributors worldwide. Each distributor will pay an upfront fee as part of their license agreement, ranging from \$100,000 - \$5,000,000 depending on the territory and national Gross Domestic Product. These distributors will then be able to sell their wristwatches, using the same model as the cellular phone industry, whereby the end-user gets their wristwatch and then pays a monthly service fee for monitoring services, online accounts and other benefits.

As we've noted before, the most interested businesses for our product are foreign health management and healthcare IT companies, including wireless providers. The service that we will provide can potentially lead to a cost savings in the global health care system.

The Exmogate Turnstiles will be sold for \$5000-\$50,000 per unit, in addition to long term service agreements. Units will also be made available for lease, and purchase financing plans will be offered to customers with excellent credit.

Marketing & Promotion Strategy

We anticipate receiving full marketing consultation from a company affiliated with Robert Doornick a member of our board of directors, International Robotics in New York. International Robotics provides public relations and marketing for up and coming technology companies. International Robotics provides media advertising across all media types, including free media.

We believe that a first year total advertising budget of over \$1.8 Million will be necessary to ensure maximum appeal to distributors and end-users. This money will be spent primarily on trade shows, payment to consultants and ads placed on TV and radio. We expect advertising and marketing to continuously represent approximately 25% of the company's sales. This will also play a large role in helping us to raise needed capital from private investors.

Distribution Strategy

We believe that cell phone companies, healthcare IT providers and other infrastructure-rich companies will make the best distributors for our wristwatch products.

As part of their licensing agreements, we will place them in direct contact with our manufacturer in China or India. They will be able to order hardware direct from the manufacturer in individually packaged and shrink-wrapped batches of 100,000 at a time. We plan to structure a joint venture with the manufacturer to share profits from this.

We will also provide the distributors with pre-programmed servers and web sites to manage their end users, as well as local language documentation. Distributors will pay all shipping and handling costs. We currently have excellent communication with potential distributors, including distributors in the following sectors; fitness/consumer retail, tele communications, health care/information technology, medical supply/services, pharmaceutical research and government/military

Trademarks and Copyrights

The critical piece of intellectual property involved in our business model is the digital signal processing software, heart rate libraries and other copyrighted intellectual property. While the hardware and processes are patent pending, the critical portion that has to be protected is our internal software.

Several controls are in place to prevent reverse engineering. Distributors will be provided with black boxes to ensure that barriers are maintained around our intellectual property. Several wristwatch companies, including Seiko, have patents on designs that could be useful to making the wristwatches smaller. We will work to acquire licenses on those.

Employees

As of September 2, 2009, we have 2 full time employees, and plan to employ more qualified employees in the near future.

DESCRIPTION OF PROPERTY

Our principal executive office is located at 1600 Tysons Boulevard, 8th Floor, McLean, VA 22102, and our telephone number is (703) 245-8513. We lease the office space on a month to month basis at a rate of \$4,200.00 per month.

LEGAL PROCEEDINGS

From time to time, we may become involved in various lawsuits and legal proceedings, which arise, in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. We are currently not aware of any such legal proceedings or claims that we believe will have a material adverse effect on our business, financial condition or operating results.

MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

There is presently no public market for our shares of common stock. We anticipate applying for trading of our common stock on the OTCBB upon the effectiveness of the registration statement of which this prospectus forms apart. However, we can provide no assurance that our shares of common stock will be traded on the OTCBB or, if traded, that a public market will materialize.

Holders of Capital Stock

As of the date of this registration statement, we had 76 holders of our common stock.

Rule 144 Shares

As of the date of this registration statement, we do not have any shares of our common stock that are currently available for sale to the public in accordance with the volume and trading limitations of Rule 144.

Stock Option Grants

We do not have any stock option plans.

Registration Rights

We have not granted registration rights to the selling shareholders or to any other persons.

Exmovere Holdings, Inc.

Financial Statements
(Unaudited)

June 30, 2009

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Exmovere Holdings, Inc.Balance Sheet
(Unaudited)
as at June 30, 2009

	June 30	Dec 31
	2009	2008
	\$	\$
<u>Assets</u>		
Current Assets		
Cash	16,825	79
	<u>16,825</u>	<u>79</u>
Other Assets - Intangibles (Note 3 and Note 6)		
Technology Licenses	22,504,500	
	<u>22,521,325</u>	<u>79</u>
<u>Liabilities</u>		
Current Liabilities		
Accounts payable	109	183
Due to shareholders	0	4,571
	<u>109</u>	<u>4,754</u>
<u>Shareholders' Equity</u>		
Share Capital		
Authorized		
35,000,000 Shares with a par value of \$0.001		
Issued		
15,234,542 Shares	15,235	100
Additional Paid-in capital	22,701,699	-
Retained Earnings (deficit)	(195,718)	(4,775)
	<u>22,521,216</u>	<u>(4,675)</u>
	<u>22,521,325</u>	<u>79</u>

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

Exmovere Holdings, Inc.

Statement of Operations

(Unaudited)

For the six months ended June 30, 2009

	3 months ended 2009	3 months ended 2008	6 months ended 2009	6 months ended 2008
Revenue	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>
Expenses				
General & Administrative	136,651	215	195,697	334
	<u>136,651</u>	<u>215</u>	<u>195,697</u>	<u>334</u>
Income (loss) before Income tax	(136,651)	(215)	(195,697)	(334)
Other income (expense)				
Extinguishment of shareholder payables	-	-	4,754	-
Total other income (expense)	-	-	4,754	-
Income tax	-	-	-	-
Net Income (loss)	<u>(136,651)</u>	<u>(215)</u>	<u>(190,943)</u>	<u>(334)</u>
Basic and diluted earnings per share	<u>\$ (0.01)</u>	<u>\$ (0.00)</u>	<u>\$ (0.01)</u>	<u>\$ (0.00)</u>
Weighted average shares outstanding	<u>15,190,896</u>	<u>100,000</u>	<u>12,840,506</u>	<u>100,000</u>

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

Exmovere Holdings, Inc.
Statement of Cash Flows
(Unaudited)
For the six months ended June 30, 2009

	6 months 2009	6 months 2008
	\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income for the period	(190,943)	(334)
Increase (Decrease) in Accounts Payable	(74)	-
Increase (Decrease) in Due to Shareholders	(4,571)	334
Net Cash Used on Operating Activities	<u>(195,588)</u>	<u>-</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from sale of Common Shares	212,334	-
Net Cash Provided by Financing Activities	<u>212,334</u>	<u>-</u>
Net (Decrease) Increase in Cash and Cash Equivalents	16,746	-
Cash and Cash Equivalents at Beginning of Period	<u>79</u>	<u>79</u>
Cash and Cash Equivalents at end of Period	<u><u>16,825</u></u>	<u><u>79</u></u>

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

Exmovere Holdings, Inc.
Notes to Financial Statements
June 30, 2009 and June 30, 2008

1. Basis of Presentation

Interim Financial Statements

The accompanying unaudited condensed financial statements of Exmovere Holdings, Inc. (the "Company") have been prepared in accordance with accounting principles generally accepted in the United States of America, pursuant to the rules and regulations of the Securities and Exchange Commission. These financial statements do not include all information and notes required by accounting principles generally accepted in the United States of America for complete financial statements. It is recommended that these interim unaudited condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008.

In the opinion of management, all adjustments (consisting only of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and six month periods ended June 30, 2009 are not necessarily indicative of the results which may be expected for any other interim periods or for the year ending December 31, 2009. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

2. Going Concern

The accompanying financial statements have been prepared on the going-concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. Currently, the Company has no operations, significant assets or cash flows. The Company's continuation as a going concern is dependent on major shareholder funding and/or the Company entering into any share exchange agreement with a company who has sufficient resources.

3. Common Stock

The Company is authorized to issue up to 35,000,000 shares of its common stock, par value \$0.001 per share.

- On March 13, 2007, the Company issued 100,000 common shares to Belmont Partners, LLC at \$0.001 per share, or \$100.
- On January 28, 2009 the company issued 15,003,000 common shares as compensation for the Technology Licenses. The Company has adopted the valuation standards in FASB 141, paragraphs D2 – D7 as the G.A.A.P. basis for valuing this transaction. This standard requires the Company to determine the fair value of the assets acquired. In order to determine this fair value, the Company must use either a 3rd party independent appraisal or the market value of the shares issued. These options lead us to 2 different valuations:
 - o An appraised value of the License as determined by the appraisal done by Evans & Evans, Inc. dated March 31, 2008 (updated on March 27, 2009). This value places the licenses in a range of \$27,100,000 to \$28,600,000
 - o The fair value of the shares issued, based upon the price new common shares were purchased from 3rd party investors. During the 60 day period immediately following the transfer of the licenses into Company, shares were sold at \$1.50 per share. This would make the licenses worth 15,003,000 shares @ \$1.50 per share or a total of \$22,504,500.
- The Company has adopted the lower of these amounts as their standard for the fair value of this transaction.
- During the period to March 31, 2009, the Company sold 51,134 common shares under a Rule 506 offering for total proceeds of \$76,701.
- During the period from April 1 to June 30, 2009, the Company sold 80,408 common shares under a Rule 506 offering for total proceeds of \$135,633.
- At June 30, 2009 the Company had 15,234,542 shares of common stock issued and outstanding. The Company had 100,000 shares of common stock issued and outstanding at June 30, 2008.

4. Borrowings from Shareholder

During the year ended December 31, 2008, the Company's sole shareholder, Belmont Partners, LLC, advanced the Company \$4,571 to fund expenses of the Company. The agreement to sell control of the Company to BT2 International, Inc. required Belmont Partners, LLC to absorb this loan as part of the purchase price. The Company has written this loan off during the period.

5. Transfer of Technology Licenses

On January 28, 2009, the company entered into a Common Stock Purchase Agreement (the "Agreement") with BT2 International, Inc. and Belmont Partners, LLC, whereby Belmont Partners, LLC, as sole shareholder, would sell 100,000 shares of common stock of the Company for \$50,000. In addition, Belmont Partners, LLC will receive a three percent (3%) common stock shares position in the Company. The Position shall be based on the capital structure of the Company after Vend-In of I.P., as defined in the Agreement. Concurrent with the Agreement, the sole Director, President and Secretary, who is also the managing partner of Belmont Partners, LLC, resigned as Director, President and Secretary of the Company, and David Bychkov was appointed as a Director, President and Secretary of the Company.

On January 28, 2009, the Company's Board of Directors approved the transfer of technology licenses (the "Licenses") from BT2 International to Exmovere Holdings, Inc. In exchange for the Licenses and services to be rendered to the Company, the Company issued an aggregate of 15,003,000 common shares as compensation for these licenses. Of this total, 13,010,000 common shares to BT2 International, David Bychkov, Cheyenne Crow and Robert Doornick. This transfer provides Exmovere Holdings, Inc. with the exclusive world rights to the technologies developed by Exmovere, LLC, Exmocar, LLC and Exmogate LLC and include: (1) Wireless-enabled and other biosensor wristwatches to simultaneously detect and continuously monitor heart rate, heart rate variability, skin conductance, skin temperature, relative movement and other vital signs; (2) a biosensor enhanced steering wheel to simultaneously detect and continuously monitor electrocardiogram, galvanic skin response, skin temperature and relative movement; (3) a biosensor enhanced turnstile to detect galvanic skin response, skin temperature and torque; (4) a biosensor enhanced PC mouse to detect heart rate, galvanic skin response, skin temperature and relative movement; (5) System to detect human emotions from the above mentioned wristwatch, above mentioned steering wheel, above mentioned turnstile, above mentioned mouse, or a combination of other biosensors; and (6) System to process physiological, emotional and hardware-related alerts through the internet, cellular networks and other media. In addition, the Company will place 5% of all gross revenue from the sale of products and 10% of all gross revenues from monitoring and/or the sale or services, into a royalty pool. Payments from this royalty pool shall be made to the parties named in the license agreement.

6. Intangible Assets

The Company has adopted the FASB Accounting Handbook Section 142 "Goodwill and Other Intangible Assets". Section 142 requires, among other things, that companies no longer amortize goodwill or intangible assets, but instead test goodwill or intangible assets for impairment at least annually. In addition, Section 142 requires that the Company identify reporting units for the purposes of assessing potential future impairments of goodwill, reassess the useful lives of other existing recognized intangible assets, and cease amortization of intangible assets with an indefinite useful life. An intangible asset with an indefinite useful life should be tested for impairment in accordance with the guidance of Section 142.

Intangible Asset	June 30, 2009	June 30, 2008	Amortization Period
Technology Licenses	\$ 22,504,500	\$ 0	Indefinite
Total	\$ 22,504,500	\$ 0	

7. Basic and Diluted Earnings (Loss) Per Common Share

Basic and diluted earnings (loss) per share for the three months ended June 30, 2009 and 2008 were computed using 15,190,896 and 100,000 weighted average common shares outstanding, respectively. Basic and diluted earnings (loss) per share for the six months ended June 30, 2009 and 2008 were computed using 12,840,506 and 100,000 weighted average common shares outstanding, respectively. The Company does not have potentially dilutive shares issued or outstanding.

Exmovere Holdings, Inc.

Financial Statements
(Audited)

December 31, 2008

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors
Clopton House Corporation

We have audited the accompanying balance sheets of Exmovere Holdings, Inc. (formerly known as Clopton House Corporation) as of December 31, 2008 and 2007, and the related statements of income and retained earnings, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Clopton House Corporation as of December 31, 2008 and 2007, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has no operations, significant assets or cash flows since inception that raise substantial doubt about its ability to continue as a going concern. Management's plans regarding these matters are described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ PS Stephenson & Co., PC

Wharton, Texas
April 14, 2009

Exmovere Holdings, Inc.
Balance Sheet
December 31, 2008 and 2007

	2008	2007
Assets		
Current Assets		
Cash and cash equivalents	\$ 79	\$ 79
Total Current Assets	79	79
Total assets	\$ 79	\$ 79
Liabilities and Stockholders' Equity		
Liabilities		
Accounts Payable	\$ 183	\$ -
Borrowings for shareholders	4,571	-
Total Liabilities	4,571	-
Stockholders' equity		
Common stock; par value \$0.001; 35,000,000 shares authorized; 100,000 and -0- shares issued and outstanding, respectively	100	100
Additional paid in capital	-	-
Retained earnings	(4,775)	21
Total stockholders' equity	(4,675)	79
Total liabilities and stockholders' equity	\$ 79	\$ 79

The accompanying notes are an integral part of these financial statements

Exmovere Holdings, Inc.
Statements of Income and Retained Earnings
For the Years Ended December 31, 2008 and 2007

	<u>2008</u>	<u>2007</u>
Revenues	\$ -	\$ -
Operating and Administrative Expenses	4,754	21
Income (loss) from operations	(4,754)	(21)
Other income (expense)	-	-
Net income (loss)	(4,754)	(21)
Retained Earnings, beginning of year	(21)	-
Retained Earnings, end of Year	<u>\$ (4,775)</u>	<u>\$ (21)</u>
Basic and diluted earnings per share	<u>\$ (0.05)</u>	<u>\$ (0.00)</u>
Weighted average shares outstanding	<u>100,000</u>	<u>79,167</u>

The accompanying notes are an integral part of these financial statements

Exmovere Holdings, Inc.
Statements of Cash Flows
For the Years Ended December 31, 2008 and 2007

	<u>2008</u>	<u>2007</u>
Cash Flows Provided from Investing Activities		
Net Income	\$ (4,754)	\$ (21)
Adjustments to reconcile net Income to net cash provided (used) by operating activities		
Increase in accounts payable	183	-
Net cash provided (used) by operating activities	(4,571)	(21)
Cash Flows Provided from Investing Activities	<u>-</u>	<u>-</u>
Cash Flows Used by Financing Activities		
Proceeds from shareholder loans	(4,571)	-
Net proceeds from stock issuance	-	100
Net cash provided by Financing Activities	(4,571)	100
Net increase (decrease) in cash and cash equivalents	<u>-</u>	<u>79</u>
Cash and cash equivalents, beginning of year	<u>79</u>	<u>-</u>
Cash and cash equivalents, end of period	<u>\$ 79</u>	<u>\$ 79</u>

The accompanying notes are an integral part of these financial statements

Exmovere Holdings, Inc.
Notes to Financial Statements
December 31, 2008 and 2007

1. Description of the Company and Summary of Significant Accounting Policies

Description of the Company

Exmovere Holdings, Inc., formerly known as Clopton House Corporation, (the "Company") was formed on December 18, 2006. The Company's name change was effective January 30, 2009. The Company is seeking registration of its common stock in accordance with the Securities Exchange Act of 1934. The Company currently has no operations or significant cash flows.

Basis of Accounting

The Company's policy is to prepare its financial statements on the accrual basis of accounting in accordance with generally accepted accounting principles. Revenues are recognized when earned. Expenses are recognized in the period in which they are incurred. The Statement of Income and Retained Earnings presents the operations of the Company for the years ended December 31, 2008 and December 31, 2007.

Cash and Cash Equivalents

For purposes of the statements of cash flows, the Company considers all highly liquid investments with original maturities of three months or less to be cash equivalents. Cash and cash equivalents are stated at cost which approximates fair market value.

Stock-Based Compensation Plans

The Company currently does not have any stock-based compensation plans.

Income Taxes

The Company recognizes income tax expense based on the liability method of accounting for income taxes. Deferred tax assets and liabilities are recognized for the income tax effect of temporary differences between the tax basis of assets and liabilities and their carrying values for financial reporting purposes. Deferred tax expense or benefit is the result of changes in deferred tax assets and liabilities during the period.

Earnings (Loss) Per Share

The Company reports both basic earnings per share, which is based on the weighted average number of common shares outstanding, and diluted earnings per share, which is based on the weighted average number of common shares as well as all potentially dilutive common shares outstanding. For the year ended December 31, 2008 the Company did not have any potentially dilutive shares issued or outstanding.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Management believes that the estimates are reasonable.

2. Going Concern

The accompanying financial statements have been prepared on the going-concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. Currently, the Company has no operations, significant assets or cash flows. The Company's continuation as a going concern is dependent on major shareholder funding and/or the Company entering into any share exchange agreement with a company who has sufficient resources.

Exmovere Holdings, Inc.
Notes to Financial Statements
December 31, 2008 and 2007

3. Common Stock

The Company is authorized to issue up to 35,000,000 shares of its common stock, par value \$0.001 per share. On March 13, 2007, the Company issued 100,000 common shares to Belmont Partners, LLC at \$0.001 per share, or \$100. At December 31, 2008 the Company had 100,000 shares of common stock issued and outstanding. The Company had no common stock issued and outstanding at December 31, 2007.

4. Borrowings from Shareholder

During the year ended December 31, 2008, the Company's sole shareholder, Belmont Partners, LLC, advanced the Company \$4,571 to fund expenses of the Company. At December 31, 2008, the Company owed \$4,571 to the sole shareholder. The advances are unsecured and due on demand.

5. Subsequent Events

On January 28, 2009, the company entered into a Common Stock Purchase Agreement (the "Agreement") with BT2 International, Inc. and Belmont Partners, LLC, whereby Belmont Partners, LLC, as sole shareholder, would sell 100,000 shares of common stock of the Company for \$50,000. In addition, Belmont Partners, LLC will receive a three percent (3%) common stock shares position in the Company. The Position shall be based on the capital structure of the Company after Vend-In of I.P., as defined in the Agreement. Concurrent with the Agreement, the sole Director, President and Secretary, who is also the managing partner of Belmont Partners, LLC, resigned as Director, President and Secretary of the Company, and David Bychkov was appointed as a Director, President and Secretary of the Company.

On January 28, 2009, the Company's Board of Directors approved the transfer of technology licenses (the "Licenses") from BT2 International to Exmovere Holdings, Inc. In exchange for the Licenses and services to be rendered to the Company, the Company issued an aggregate of 13,010,000 common shares to BT2 International, David Bychkov, Cheyenne Crow and Robert Doornick. This transfer provides Exmovere Holdings, Inc. with the exclusive world rights to the technologies developed by Exmovere, LLC, Exmocar, LLC and Exmogate LLC and include: (1) Wireless-enabled and other biosensor wristwatches to simultaneously detect and continuously monitor heart rate, heart rate variability, skin conductance, skin temperature, relative movement and other vital signs; (2) a biosensor enhanced steering wheel to simultaneously detect and continuously monitor electrocardiogram, galvanic skin response, skin temperature and relative movement; (3) a biosensor enhanced turnstile to detect galvanic skin response, skin temperature and torque; (4) a biosensor enhanced PC mouse to detect heart rate, galvanic skin response, skin temperature and relative movement; (5) System to detect human emotions from the above mentioned wristwatch, above mentioned steering wheel, above mentioned turnstile, above mentioned mouse, or a combination of other biosensors; and (6) System to process physiological, emotional and hardware-related alerts through the internet, cellular networks and other media. In addition, the Company will place 5% of all gross revenue from the sale of products and 10% of all gross revenues from monitoring and/or the sale or services, into a royalty pool. Payments from this royalty pool shall be made to the parties named in the license agreement.

During February 2009 to April 2009, the Company sold 94,634 common shares under a Rule 506 offering for total proceeds of \$141,951.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULT OF OPERATIONS

The following plan of operation provides information which management believes is relevant to an assessment and understanding of our results of operations and financial condition. The discussion should be read along with our financial statements and notes thereto. This section includes a number of forward-looking statements that reflect our current views with respect to future events and financial performance. Forward-looking statements are often identified by words like believe, expect, estimate, anticipate, intend, project and similar expressions, or words which, by their nature, refer to future events. You should not place undue certainty on these forward-looking statements. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our predictions.

Our Business

We plan to acquire, develop and market biosensor and emotion detection technologies and to integrate existing, profitable businesses, with a focus on healthcare, security, and transportation. The Company's core assets are related to biosensor wristwatches, biosensor turnstiles, emotion detection algorithms and related technologies, originally developed by David Bychkov, Exmovere LLC, Exmocare LLC, Exmogate LLC and BT2 International.

The wristwatches, called the Exmocare Telepath and Exmocare Empath respectively, are intended for mass production and sale to mature adults who need assistance with their daily living and could benefit from the Empath's ability to monitor their own vital signs on a regular basis and the Telepath's ability to transmit data by Bluetooth. In the case of the Telepath, the vital sign results will be monitored by security companies, phone companies, etc. These data will be assessed by the computers that receive the signals, and then that monitor/computer will determine what type of corrective action may be needed on a patient-by-patient basis.

The Exmogate turnstile is a biosensor-enhanced portal device that detects hostility, ensures guard vigilance, and, when required, can block entry. It is intended for development, mass production and sale to government agencies, military bases, foreign embassies and governments, airports and train stations, sports arenas and corporate buildings.

The company also controls intellectual property related to the detection of human emotions from vital sign data collected by biosensors, either embedded or worn. These emotion detection algorithms can be used to detect: like, dislike, stress, relaxation, anger, depression and a multitude of other human emotional states with at least 85% accuracy as compared to self-reporting by test subjects.

Plan of Operations

The mission of the Company is to acquire, develop and market biosensor and emotion detection technologies and to integrate existing, profitable businesses, with a focus on healthcare, security, and transportation. The Company's core assets are related to biosensor wristwatches, biosensor turnstiles, emotion detection algorithms and related technologies, originally developed by David Bychkov, Exmovere LLC, Exmocare LLC, Exmogate LLC and BT2 International.

On January 28, 2009, the Company's Board of Directors approved the transfer of technology licenses from BT2 International to the Company. In exchange for the Licenses and services to be rendered to the Company, the Company issued an aggregate of 13,010,000 common shares to BT2 International, David Bychkov, Cheyenne Crow and Robert Doornick. This transfer provides Exmovere Holdings, Inc. with the exclusive world rights to the technologies developed by Exmovere, LLC, Exmocare, LLC and Exmogate LLC and include:

1. Wireless-enabled and other biosensor wristwatches to simultaneously detect and continuously monitor heart rate, heart rate variability, skin conductance, skin temperature, relative movement and other vital signs.

2. A biosensor enhanced steering wheel to simultaneously detect and continuously monitor electrocardiogram, galvanic skin response, skin temperature and relative movement.
3. A biosensor enhanced turnstile to detect galvanic skin response, skin temperature and torque.
4. A biosensor enhanced PC mouse to detect heart rate, galvanic skin response, skin temperature and relative movement.
5. System to detect human emotions from the above mentioned wristwatch, above mentioned steering wheel, above mentioned turnstile, above mentioned mouse, or a combination of other biosensors.
6. System to process physiological, emotional and hardware-related alerts through the internet, cellular networks and other media.

In addition, the Company will place 5% of all gross revenue from the sale of products and 10% of all gross revenues from monitoring and/or the sale of services, into a royalty pool. Payments from this royalty pool shall be made to the parties named in the license agreement.

Results of Operation

Three Months Ended June 30, 2009 Compared to the Three Months Ended June 30, 2008

For the three months ended June 30, 2009, we had \$0 in revenue. Expenses for the three months totaled \$136,651 resulting in a loss of \$136,651. Expenses of \$136,651 for the three months consisted of \$136,651 for general and administrative expenses.

For the three months ended June 30, 2008, we had \$0 in revenue. Expenses for the three months totaled \$215 resulting in a loss of \$215. Expenses of \$215 for the three months consisted of \$215 for general and administrative expenses.

Six Months Ended June 30, 2009 Compared to the Three Months Ended June 30, 2008

For the six months ended June 30, 2009, we had \$0 in revenue. Expenses for the six months totaled \$195,697. Other income from the extinguishment of shareholder payables was \$4,754, resulting in a loss of \$190,943. Expenses of \$195,697 for the six months consisted of \$195,697 for general and administrative expenses.

For the six months ended June 30, 2008, we had \$0 in revenue. Expenses for the six months totaled \$334 resulting in a loss of \$334. Expenses of \$334 for the six months consisted of \$334 for general and administrative expenses.

Capital Resources and Liquidity

As of June 30, 2009 we had \$16,825 in cash.

We believe that we will need additional funding to satisfy our cash requirements for the next twelve months. Completion of our plan of operations is subject to attaining adequate revenue or financing. We cannot assure investors that we will generate the revenues needed or that additional financing will be available. In the absence of attaining adequate revenue or additional financing, we may be unable to proceed with our plan of operations.

We anticipate that our operational, and general and administrative expenses for the next 12 months will total approximately \$380,000. We do not anticipate the purchase or sale of any significant equipment. We also do not expect any significant additions to the number of employees. The foregoing represents our best estimate of our cash needs based on current planning and business conditions. The exact allocation, purposes and timing of any monies raised in subsequent private financings may vary significantly depending upon the exact amount of funds raised and our progress with the execution of our business plan. We anticipate that depending on market conditions and our plan of operations, we may incur operating losses in the foreseeable future. Therefore, our auditors have raised substantial doubt about our ability to continue as a going concern.

Critical Accounting Policies

The Company's financial statements and related public financial information are based on the application of accounting principles generally accepted in the United States ("GAAP"). GAAP requires the use of estimates; assumptions, judgments and subjective interpretations of accounting principles that have an impact on the assets, liabilities, revenue and expense amounts reported. These estimates can also affect supplemental information contained in our external disclosures including information regarding contingencies, risk and financial condition. We believe our use of estimates and underlying accounting assumptions adhere to GAAP and are consistently and conservatively applied. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. Actual results may differ materially from these estimates under different assumptions or conditions. We continue to monitor significant estimates made during the preparation of our financial statement.

Our significant accounting policies are summarized in Note 1 of our financial statements. While all of these significant accounting policies impact the Company's financial condition and results of operations, we view certain of these policies as critical. Policies determined to be critical are those policies that have the most significant impact on the Company and require management to use a greater degree of judgment and estimates. Actual results may differ from those estimates. Our management believes that given current facts and circumstances, it is unlikely that applying any other reasonable judgments or estimate methodologies would cause effect on our financial position or liquidity, results of operations or cash flows for the periods presented.

Off Balance Sheet Transactions

We have no off-balance sheet arrangements.

Fiscal Year Ended December 31, 2008 Compared to Fiscal Year Ended December 31, 2007

The Company was originally incorporated on December 18, 2006 under the laws of the State of Delaware. The Company was initially formed as a "blank check" entity for the purpose of seeking a merger, acquisition or other business combination transaction with a privately owned entity seeking to become a publicly-owned entity.

The Company's previous principal business activity was to seek a suitable reverse acquisition candidate through acquisition, merger or other suitable business combination method.

It was the intent of management and significant stockholders to provide sufficient working capital necessary to support and preserve the integrity of the corporate entity. However, there is no legal obligation for either management or significant stockholders to provide additional future funding. Should this pledge fail to provide financing, the Company has not identified any alternative sources. Consequently, there is substantial doubt about the Company's ability to continue as a going concern.

The Company's need for capital may change dramatically because of any business acquisition or combination transaction. There can be no assurance that the Company will identify any such business, product, technology or company suitable for acquisition in the future. Further, there can be no assurance that the Company would be successful in consummating any acquisition on favorable terms or that it will be able to profitably manage the business, product, technology or company it acquires.

Subsequent Event

On January 28, 2009, the Company's Board of Directors approved the transfer of technology licenses from BT2 International to the Company. In exchange for the Licenses and services to be rendered to the Company, the Company issued an aggregate of 13,010,000 common shares to BT2 International, David Bychkov, Cheyenne Crow and Robert Doornick. This transfer provides Exmovere Holdings, Inc. with the exclusive world rights to the technologies developed by Exmovere, LLC, Exmocare, LLC and Exmogate LLC and include:

1. Wireless-enabled and other biosensor wristwatches to simultaneously detect and continuously monitor heart rate, heart rate variability, skin conductance, skin temperature, relative movement and other vital signs.
2. A biosensor enhanced steering wheel to simultaneously detect and continuously monitor electrocardiogram, galvanic skin response, skin temperature and relative movement.
3. A biosensor enhanced turnstile to detect galvanic skin response, skin temperature and torque.
4. A biosensor enhanced PC mouse to detect heart rate, galvanic skin response, skin temperature and relative movement.
5. System to detect human emotions from the above mentioned wristwatch, above mentioned steering wheel, above mentioned turnstile, above mentioned mouse, or a combination of other biosensors.
6. System to process physiological, emotional and hardware-related alerts through the internet, cellular networks and other media.

In addition, the Company will place 5% of all gross revenue from the sale of products and 10% of all gross revenues from monitoring and/or the sale or services, into a royalty pool. Payments from this royalty pool shall be made to the parties named in the license agreement.

Following the transfer of the technology license the Company plans to undertake the following businesses:

The mission of the Company is to acquire, develop and market biosensor and emotion detection technologies and to integrate existing, profitable businesses, with a focus on healthcare, security, and transportation. The Company's core assets are related to biosensor wristwatches, biosensor turnstiles, emotion detection algorithms and related technologies, originally developed by David Bychkov, Exmovere LLC, Exmocare LLC, Exmogate LLC and BT2 International.

Recent Accounting Pronouncements

In April 2009, the FASB issued FASB Staff Position ("FSP") No. 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments* ("FSP 107-1 and APB 28-1"). FSP 107-1 and APB 28-1 require that publicly traded companies include the fair value disclosures required by SFAS No. 107 in their interim financial statements and is effective for interim and annual periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009, and must be applied prospectively. The Company does not expect the adoption of FSP 107-1 and APB 28-1 to have any material impact on its financial statements and required disclosures.

In April 2009, the FASB issued FSP FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* ("FSP 157-4"). FSP 157-4 provides guidance regarding how to determine whether there has been a significant decrease in the volume and level of activity for the asset or liability when compared with normal market activity for the asset or liability. In such situations, an entity may conclude that transactions or quoted prices may not be determinative of fair value, and may adjust the transactions or quoted prices to arrive at the fair value of the asset or liability. FSP 157-4 is effective for interim and annual reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009, and must be applied prospectively. The Company does not expect the adoption of FAS 157-4 to have any material impact on its financial statements or required disclosures.

In May 2009, the FASB issued SFAS No. 165, *Subsequent Events* ("SFAS No. 165"). SFAS No. 165 establishes standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued. Entities are required to disclose the date through which subsequent events have been evaluated and the basis for that date. SFAS No. 165 is effective on a prospective basis for interim and annual periods ending after June 15, 2009. The Company does not expect the adoption of SFAS No. 165 to have any material impact on its financial statements or required disclosures.

In June 2009, the FASB issued SFAS 168, "Codification", which confirmed that the FASB Accounting Standards Codification will become the single official source of authoritative US GAAP (other than guidance issued by the SEC), superseding existing FASB, American Institute of Certified Public Accountants, Emerging Issues Task Force ("EITF") and related literature. After that date, only one level of authoritative US GAAP will exist. All other literature will be considered non-authoritative. The Codification does not change US GAAP; instead, it introduces a new structure that is organized in an easily accessible, user-friendly online research system. The Codification becomes effective for interim and annual periods ending on or after September 15, 2009. The Company will apply the Codification beginning in the third quarter of fiscal 2009.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

There have been no changes in or disagreements with accountants on accounting or financial disclosure matters.

DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS

The following table sets forth the name and age of officers and director as of September 2, 2009. Our Executive officers are elected annually by our Board of Director. Our executive officers hold their offices until they resign, are removed by the Board, or his successor is elected and qualified.

Name	Age	Position
David Bychkov	30	Chairman, Chief Executive Officer, President and Chief Financial Officer
Cheyenne Crow	43	Chief Operations Officer, Director
Robert Doornick	63	Director
Joseph Meuse	38	Director
Delbert G. Blewett	74	Secretary, Director

Set forth below is a brief description of the background and business experience of our executive officers and directors for the past five years.

David Bychkov has worked as an inventor, entrepreneur and psycho-physiologist since 1999. He is currently ABD in the Philosophy of Neuroscience at the European Graduate School in Saas Fee, Switzerland. He completed his Master's Degree there in 2005. He also holds a Bachelor's Degree from the University of Chicago. Mr. Bychkov also served as Professor of Holographic Cinema and Director of the Laboratory of Psychophysiology at Universita' dell' Immagine in Milan, Italy from 1999-2006.

Cheyenne Crow is an experienced business manager, business development advisor and defense analyst. He has managed Exmocare projects for NASA, the Department of State and other agencies. Cheyenne Crow also assumes a lead role on the management team as Chief Operations Officer.

Robert Doornick is President and Founder of International Robotics Inc., and the Techno-Marketing Alliance. In addition to his work as an inventor of robots, he is also known for developing original marketing strategies. It was Doornick's Keynote Address at a World Conference for the shopping center industry which triggered such intense interest in Techno-Marketing. He has also lectured at The U.S. Space Foundation, New York University School of Business, Fordham University, the International Conference for the Exhibit Industry, the International Council of Shopping Centers, the International Meeting Planners Association, as well as conducting numerous seminars for Fortune 500 Companies.

Joseph Meuse is Founder and President of Belmont Partners, an international financial consulting firm and leading provider of public shell vehicles for use in reverse merger transactions. He is co-owner of PacWest, LLC, a registered stock transfer agency representing 100 publicly traded issuers, and is a Principal in Global Filings, an Edgarizing Company. Mr. Meuse has 13 years of financial management and advisory experience and holds Series 7, 24 and 6 licenses.

Delbert G. Blewett is a graduate of the University of Saskatchewan holding the degree of Bachelor of Science in Agriculture and Bachelor of Laws. Mr. Blewett was in the private practice of law for some 30 years directed to commercial and corporate law. Much of the activity was assisting clients in raising capital for their companies, both private and public. Del Blewett retired from his private practice and now will devote his full efforts to the development of Exmovere Holdings, Inc.

Term of Office

Our directors are appointed for a one-year term to hold office until the next annual general meeting of our shareholders or until removed from office in accordance with our bylaws. Our officers are appointed by our board of directors and hold office until removed by the board

EXECUTIVE COMPENSATION

The following summary compensation table sets forth all compensation awarded to, earned by, or paid to the named executive officers paid by us during the period ended December 31, 2008 and 2007.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Non-Qualified	All Other Compensation (\$)	Totals (\$)
							Deferred Compensation Earnings (\$)		
David Bychkov, President, Chief Executive Officer	2008	\$ 0	0	0	0	0	0	0	\$ 0
Chief Financial Officer and Director	2007	\$ 0	0	0	0	0	0	0	\$ 0
Delbert G. Blewett, Secretary and Director	2008	\$ 0	0	0	0	0	0	0	\$ 0
	2007	\$ 0	0	0	0	0	0	0	\$ 0
Cheyenne Crow, Chief Operations Officer, Director	2008	\$ 0	0	0	0	0	0	0	\$ 0
	2007	\$ 0	0	0	0	0	0	0	\$ 0

Option Grants Table. There were no individual grants of stock options to purchase our common stock made to the executive officers named in the Summary Compensation Table through December 31, 2008.

Aggregated Option Exercises and Fiscal Year-End Option Value Table. There were no stock options exercised during period ending December 31, 2008 by the executive officers named in the Summary Compensation Table.

Long-Term Incentive Plan ("LTIP") Awards Table. There were no awards made to a named executive officers in the last completed fiscal year under any LTIP

Compensation of Directors

Directors are permitted to receive fixed fees and other compensation for their services as directors. The Board of Directors has the authority to fix the compensation of directors. No amounts have been paid to, or accrued to, directors in such capacity.

Employment Agreements

Currently, we do not have an employment agreement in place with our officers and directors.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table provides the names and addresses of each person known to us to own more than 5% of our outstanding shares of common stock as of September 2, 2009 and by the officers and directors, individually and as a group. Except as otherwise indicated, all shares are owned directly and the shareholders listed possesses sole voting and investment power with respect to the shares shown.

Name	Number of Shares Beneficially Owned	Percent of Class (2)
David Bychkov(1)	4,799,333	31.5%
BT2 International, Inc.(3)	2,910,000	19%
Belmont Partners, LLC(4)	453,000	3%
Cheyenne Crow(1)	4,799,334	31.5%
Robert Doornick(5)	500,000	3%
All Executive Officers and Directors as a group	13,461,667	88.36%

(1) Unless otherwise stated, the address for each person is 1600 Tysons Blvd, 8th Floor, McLean VA 22102.

(2) Based on 15,234,542 shares of common stock outstanding as of September 7, 2009

(3) Delbert Blewett and Joseph Batty are the control officers of BT2 International, Inc., and thus are deemed to have beneficial control over these shares. The address for each person is 1117 Desert Lane, Suite 2067, Las Vegas, NV 89102.

(4) Joseph Meuse is the principal of Belmont Partners, LLC is located at 360 Main Street, Washington Virginia 22747 and is deemed to have beneficial control over these shares.

(5) Unless otherwise stated, the address for each person is PO Box 710, Kent, CT 06757

TRANSACTIONS WITH RELATED PERSONS, PROMOTERS AND CERTAIN CONTROL PERSONS

On January 28, 2009, the Company's Board of Directors approved the transfer of technology licenses from BT2 International to Exmovere Holdings, Inc. In exchange for the licenses and services to be rendered to the Company, the Company issued an aggregate of 13,010,000 common shares to BT2 International, David Bychkov, Cheyenne Crow and Robert Doornick.

Item 12A. Disclosure of Commission Position on Indemnification of Securities Act Liabilities.

Our directors and officers are indemnified as provided by the Delaware corporate law and our Bylaws. We have agreed to indemnify each of our directors and certain officers against certain liabilities, including liabilities under the Securities Act of 1933. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to our directors, officers and controlling persons pursuant to the provisions described above, or otherwise, we have been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than our payment of expenses incurred or paid by our director, officer or controlling person in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, we will, unless in the opinion of our counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

We have been advised that in the opinion of the Securities and Exchange Commission indemnification for liabilities arising under the Securities Act is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities is asserted by one of our directors, officers, or controlling persons in connection with the securities being registered, we will, unless in the opinion of our legal counsel the matter has been settled by controlling precedent, submit the question of whether such indemnification is against public policy to a court of appropriate jurisdiction. We will then be governed by the court's decision.

EXMOVERE HOLDINGS, INC.

1,180,207 SHARES OF COMMON STOCK

PROSPECTUS

YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED IN THIS DOCUMENT OR THAT WE HAVE REFERRED YOU TO. WE HAVE NOT AUTHORIZED ANYONE TO PROVIDE YOU WITH INFORMATION THAT IS DIFFERENT. THIS PROSPECTUS IS NOT AN OFFER TO SELL COMMON STOCK AND IS NOT SOLICITING AN OFFER TO BUY COMMON STOCK IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

Until _____, all dealers that effect transactions in these securities whether or not participating in this offering may be required to deliver a prospectus. This is in addition to the dealer's obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

The Date of This Prospectus is _____, 2009

PART II INFORMATION NOT REQUIRED IN THE PROSPECTUS

Item 13. Other Expenses of Issuance and Distribution.

Securities and Exchange Commission registration fee	\$	230.49
Federal Taxes	\$	
State Taxes and Fees	\$	
Transfer Agent Fees	\$	2,500
Accounting fees and expenses	\$	2,500
Legal fees and expense	\$	15,000
Blue Sky fees and expenses	\$	2,500
Miscellaneous	\$	
Total	\$	<u>22,730.49</u>

All amounts are estimates other than the Commission's registration fee. We are paying all expenses of the offering listed above. No portion of these expenses will be borne by the selling shareholders. The selling shareholders, however, will pay any other expenses incurred in selling their common stock, including any brokerage commissions or costs of sale.

Item 14. Indemnification of Directors and Officers.

Our directors and officers are indemnified as provided by the Delaware corporate law and our Bylaws. We have agreed to indemnify each of our directors and certain officers against certain liabilities, including liabilities under the Securities Act of 1933. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to our directors, officers and controlling persons pursuant to the provisions described above, or otherwise, we have been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than our payment of expenses incurred or paid by our director, officer or controlling person in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, we will, unless in the opinion of our counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

We have been advised that in the opinion of the Securities and Exchange Commission indemnification for liabilities arising under the Securities Act is against public policy as expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities is asserted by one of our directors, officers, or controlling persons in connection with the securities being registered, we will, unless in the opinion of our legal counsel the matter has been settled by controlling precedent, submit the question of whether such indemnification is against public policy to a court of appropriate jurisdiction. We will then be governed by the court's decision.

Item 15. Recent Sales of Unregistered Securities.

We were incorporated in the State of Delaware in December 2006 and 100,000 shares of common stock were issued to Belmont Partners, LLC (controlled by Joseph Meuse) for consideration of \$100. These shares were issued in reliance on the exemption under Section 4(2) of the Securities Act of 1933, as amended (the "Act") and were issued as founders shares. These shares of our common stock qualified for exemption under Section 4(2) of the Securities Act of 1933 since the issuance shares by us did not involve a public offering. The offering was not a "public offering" as defined in Section 4(2) due to the insubstantial number of persons involved in the deal, size of the offering, manner of the offering and number of shares offered. We did not undertake an offering in which we sold a high number of shares to a high number of investors. In addition, Belmont Partners, LLC had the necessary investment intent as required by Section 4(2) since they agreed to and received share certificates bearing a legend stating that such shares are restricted pursuant to Rule 144 of the 1933 Securities Act. This restriction ensures that these shares would not be immediately redistributed into the market and therefore not be part of a "public offering." Based on an analysis of the above factors, we have met the requirements to qualify for exemption under Section 4(2) of the Securities Act of 1933 for this transaction.

On January 28, 2009, the Company's Board of Directors approved the transfer of technology licenses from BT2 International to Exmove Holdings, Inc. In exchange for the licenses and services to be rendered to the Company, the Company issued an aggregate of 13,010,000 common shares to BT2 International, David Bychkov, Cheyenne Crow and Robert Doornick. These shares of our common stock qualified for exemption under Section 4(2) of the Securities Act of 1933 since the issuance shares by us did not involve a public offering. The offering was not a "public offering" as defined in Section 4(2) due to the insubstantial number of persons involved in the deal, size of the offering, manner of the offering and number of shares offered. We did not undertake an offering in which we sold a high number of shares to a high number of investors. In addition, the investors had the necessary investment intent as required by Section 4(2) since they agreed to and received share certificates bearing a legend stating that such shares are restricted pursuant to Rule 144 of the 1933 Securities Act. This restriction ensures that these shares would not be immediately redistributed into the market and therefore not be part of a "public offering." Based on an analysis of the above factors, we have met the requirements to qualify for exemption under Section 4(2) of the Securities Act of 1933 for this transaction.

In March 2009, we completed a Regulation D Rule 506 offering in which we sold 118,501 shares of common stock to 45 investors, at a price per share of \$1.50 for an aggregate offering price of \$177,751. The following sets forth the identity of the class of persons to whom we sold these shares and the amount of shares for each shareholder:

Richard G. Miller	100
Dr. Philippe A. Lowenstein	5,000
Oika Naskova	6,700
Catherine W. Morgan	10,000
Catherine W. Morgan and James Morgan	5,000
James Morgan	10,000
Kristopher Ussery	300
Quynh Nguyen	300
Marianne McWade	2,000
Foster Rockwell	250
John Rogers	250
Regena Herndon	1,334
Sheniqua L. Morgan	1,000
Miles Henderson	1,000
Deneen Stambone	500
Amanda R. Romero	200
Loring R. Henderson	1,000
Carolyn S. Abshire	2,000
Cleonie Chang Schwartz	500

Reginald d'Hoop	1,000
Richard Barksdale	100
Jeffrey Lance Thomas	2,000
Jakeya L. Morgan	1,000
Lucia F. Mokhsijerjian	200
Ms. Jaroslava Peckova	40,000
Marie Colter	700
Samuel and Marie Colter	300
Samuel Colter	200
Dawana B. Robinson	100
Antonio C. Pam and Demetria L. Pam	100
Tiffany S. Ussery	500
Angela Taylor	500
Charles Lambert	2,000
Stephanie Stevens	100
Robert A. Atkins	100
Hokenson Group, Inc.	1,000
William Peterson c/o VIT	1,000
Easton Peterson	1,000
Kaiesha C. Morgan	1,000
Deepika Negi	500
Thomas A. Nabi	2,000
Silvia Cordovi	667
Pamela Orick	5,000
Zelda Rosenberg	5,000
Scott Lurding	2000
Amanda Jefferson	500
Raul Grosz	100
Mary B. O'Connor	500

Please note that pursuant to Rule 506, all shares purchased in the Regulation D Rule 506 offering completed in March 2009 were restricted in accordance with Rule 144 of the Securities Act of 1933. In addition, each of these shareholders were either accredited as defined in Rule 501 (a) of Regulation D promulgated under the Securities Act or sophisticated as defined in Rule 506(b) (2)(ii) of Regulation D promulgated under the Securities Act.

In May 2009, we completed a Regulation D Rule 506 offering in which we sold 77,820 shares of common stock to 8 investors, at a price per share of \$2.50 for an aggregate offering price of \$194,550. The following sets forth the identity of the class of persons to whom we sold these shares and the amount of shares for each shareholder:

Pamela Orick	1,400
Naseem Ahmad	800
Tasneem Ahmad	6,000
Joseph M. Johnson	4,000
Roseanne Luth	4,000
Fab 5 Sportz, LLC	120
Anita Topler	61,400
Charlynda Credle	100

Please note that pursuant to Rule 506, all shares purchased in the Regulation D Rule 506 offering completed in May 2009 were restricted in accordance with Rule 144 of the Securities Act of 1933. In addition, each of these shareholders were either accredited as defined in Rule 501 (a) of Regulation D promulgated under the Securities Act or sophisticated as defined in Rule 506(b) (2)(ii) of Regulation D promulgated under the Securities Act.

In June 2009, we completed a Regulation D Rule 506 offering in which we sold 20,786 shares of common stock to 10 investors, at a price per share of \$3.50 for an aggregate offering price of \$72,751. The following sets forth the identity of the class of persons to whom we sold these shares and the amount of shares for each shareholder:

David R. Mootsey	300
Pam Orick	5000
Elizabeth Roll	3,500
Daniel Beckmann	300
Jay Henderson	600
Derek Winfield	200
Jaime Rojas, Jr.	500
Cindy C. Rojas	500
Renee Rihfield	300
Mark V. Robinson and Sheila L. Robinson	300
Lana Nguyen	14,286

Please note that pursuant to Rule 506, all shares purchased in the Regulation D Rule 506 offering completed in June 2009 were restricted in accordance with Rule 144 of the Securities Act of 1933. In addition, each of these shareholders were either accredited as defined in Rule 501 (a) of Regulation D promulgated under the Securities Act or sophisticated as defined in Rule 506(b) (2)(ii) of Regulation D promulgated under the Securities Act.

- (A) At the time of the offering we were not: (1) subject to the reporting requirements of Section 13 or 15 (d) of the Exchange Act; or (2) an “investment company” within the meaning of the federal securities laws.
- (B) Neither we, nor any of our predecessors, nor any of our directors, nor any beneficial owner of 10% or more of any class of our equity securities, nor any promoter currently connected with us in any capacity has been convicted within the past ten years of any felony in connection with the purchase or sale of any security.
- (C) The offers and sales of securities by us pursuant to the offerings were not attempts to evade any registration or resale requirements of the securities laws of the United States or any of its states.
- (D) None of the investors are affiliated with any of our directors, officers or promoters or any beneficial owner of 10% or more of our securities.

We have never utilized an underwriter for an offering of our securities. Other than the securities mentioned above, we have not issued or sold any securities.

Item 16. Exhibits and Financial Statement Schedules.

EXHIBIT NUMBER	DESCRIPTION
3.1	Articles of Incorporation
3.2	By-Laws
5.1	Opinion of Anslow & Jaclin, LLP
23.1	Consent of PS Stephenson & Co., PC
24.1	Power of Attorney

Item 17. Undertakings.

(A) The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) Reflect in the prospectus any facts or events which, individually or together, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the “Calculation of Registration Fee” table in the effective registration statement; and
 - (iii) Include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.
- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(B) The issuer is subject to Rule 430C (ss. 230. 430C of this chapter): Each prospectus filed pursuant to Rule 424(b)(ss. 230. 424(b) of this chapter) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A (ss. 230. 430A of this chapter), shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

SIGNATURES

In accordance with the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-1 and authorized this registration statement to be signed on its behalf by the undersigned, in McLean, Virginia on September 9, 2009.

EXMOVERE HOLDINGS, INC.

/s/ David Bychkov

Name: David Bychkov

Position: President,

Principal Executive Officer, Principal Accounting Officer, Director

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David Bychkov and their true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of Exmovere Holdings, Inc.) to sign any or all amendments (including post-effective amendments) to this registration statement and any and all additional registration statements pursuant to rule 462(b) of the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the SEC, granting unto each said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

In accordance with the requirements of the Securities Act of 1933, as amended, this registration statement was signed below by the following persons in the capacities and on the dates stated.

Dated: September 9, 2009

EXMOVERE HOLDINGS, INC.

By: /s/ Cheyenne Crow
Cheyenne Crow
Chief Operations Officer
Director

/s/ Delbert G. Blewett
Delbert G. Blewett
Secretary
Director

/s/ Robert Doornick
Robert Doornick
Director

/s/ Joseph Meuse
Joseph Meuse
Director

*State of Delaware
Secretary of State
Division of Corporations
Delivered 04:29 PM 01/30/2009
FILED 04:29 PM 01/30/2009
SRV 090088816 - 4269864 FILE*

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of

Clopton House Corporation

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "First" so that, as amended, said Article shall be and read as follows:

"The name of the corporation is Exmovere Holdings, Inc."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law or the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 28th day of January, 2009.

By: /s/ Joseph Meuse
Authorized Officer

Title: President

Name: Joseph Meuse
Print or Type

BY-LAWS
OF
CLOPTON HOUSE CORPORATION

A Delaware Corporation

ARTICLE I - OFFICES

The registered office of the Corporation in the State of Delaware shall be located in the City and State designated in the Certificate of Incorporation. The Corporation may also maintain offices at such other places within or without the State of Delaware as the Board of Directors may, from time to time, determine.

ARTICLE II - MEETING OF SHAREHOLDERS

Section 1 - Annual Meetings: (Section 211)

The annual meeting of the shareholders of the Corporation shall be held at the time fixed, from time to time, by the Directors, at the time fixed from time to time by the Directors.

Section 2 - Special Meetings: (Section 211)

Special meetings of the shareholders may be called by the Board of Directors or such person or persons authorized by the Board of Directors and shall be held within or without the State of Delaware.

Section 3 - Court-Ordered Meeting: (Section 211)

The Court of Chancery in this State where the Corporation's principal office is located, or where the Corporation's registered office is located if its principal office is not located in this state, may after notice to the Corporation, order a meeting to be held on application of any Director or shareholder of the Corporation entitled to vote in an annual meeting if an annual meeting has not been held within any thirteen month period, if there is a failure by the Corporation to hold an annual meeting for a period of thirty days after the date designated therefor, or if no date has been designated, for a period of thirteen months after the organization of the Corporation or after its last annual meeting. The court may fix the time and place of the meeting, determine the shares entitled to participate in the meeting, specify a record date for determining shareholders entitled to notice of and to vote at the meeting, prescribe the form and content of the meeting notice, and enter other orders as may be appropriate.

Section 4 - Place of Meetings: (Section 211)

Meetings of shareholders shall be held at the registered office of the Corporation, or at such other places, within or without the State of Delaware as the Directors may from time to time fix. If no designation is made, the meeting shall be held at the Corporation's registered office in the state of Delaware.

* All references to sections in these By-Laws refer to those sections contained in the Delaware General Corporation law.

Section 5 - Notice of Meetings: (Section 222)

(a) Written or printed notice of each meeting of shareholders, whether annual or special, stating the time when and place where it is to be held, shall be served either personally or by first class mail, by or at the direction of the president, the secretary, or the officer or the person calling the meeting, not less than ten or more than sixty days before the date of the meeting, unless the lapse of the prescribed time shall have been waived before or after the taking of such action, upon each shareholder of record entitled to vote at such meeting, and to any other shareholder to whom given notice may be required by law. Notice of a special meeting shall also state the business to be transacted or the purpose or purposes for which the meeting is called, and shall indicate that it is being issued by, or at the direction of the person or persons calling the meeting. If, at any meeting, action is proposed to be taken that would, if taken, entitle shareholders to dissent and receive payment for their shares pursuant to the Delaware General Corporation Law, the notice of such meeting shall include a statement of that purpose and to that effect. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the shareholder as it appears on the share transfer records of the Corporation.

Section 6 - Shareholders' List: (Section 219)

(a) After fixing a record date for a meeting, the officer who has charge of the stock ledger of the Corporation, shall prepare an alphabetical list of the names of all its shareholders entitled to notice of the meeting, arranged by voting group with the address of, and the number, class, and series, if any, of shares held by each shareholder. The shareholders' list must be available for inspection by any shareholder for a period of ten days before the meeting or such shorter time as exists between the record date and the meeting and continuing through the meeting at the Corporation's principal office, at a place identified in the meeting notice in the city where the meeting will be held, or at the office of the Corporation's transfer agent or registrar. Any shareholder of the Corporation or the shareholder's agent or attorney is entitled on written demand to inspect the shareholders' list during regular business hours and at the shareholder's expense, during the period it is available for inspection.

(b) The Corporation shall make the shareholder's list available at the meeting of shareholders, and any shareholder or the shareholder's agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

(c) Upon the willful neglect or refusal of the Directors to produce such a list at any meeting for the election of Directors, such Directors shall be ineligible for election for any office at such meeting.

(d) The stock ledger shall be the only evidence as to who are the shareholders entitled to examine the stock ledger, the list required by Section 219 of the Delaware General Corporation Law or the books of the Corporation, or to vote in person or by proxy at any shareholders' meeting.

Section 7 - Quorum: (Section 216)

(a) Except as otherwise provided herein, or by law, or in the Certificate of Incorporation (such Articles and any amendments thereof being hereinafter collectively referred to as the "Certificate of Incorporation"), or for meetings ordered by the Court of Chancery called pursuant to Section 211 of the Delaware General Corporations Law, a quorum shall be present at all meetings of shareholders of the Corporation, if the holders of a majority of the shares entitled to vote on that matter are represented at the meeting in person or by proxy.

(b) The subsequent withdrawal of any shareholder from the meeting, after the commencement of a meeting, or the refusal of any shareholder represented in person or by proxy to vote, shall have no effect on the existence of a quorum, after a quorum has been established at such meeting.

(c) Despite the absence of a quorum at any meeting of shareholders, the shareholders present may adjourn the meeting.

Section 8 - Voting: (Section 212 & 216)

(a) Except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws, any corporate action, other than the election of Directors, the affirmative vote of the majority of shares entitled to vote on that matter and represented either in person or by proxy at a meeting of shareholders at which a quorum is present shall be the act of the shareholders of the Corporation.

(b) Unless otherwise provided for in the Articles of Incorporation of this Corporation, Directors will be elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present and each shareholder entitled to vote has the right to vote the number of shares owned by him/her for as many persons as there are Directors to be elected.

(c) Unless otherwise provided for in the Certificate of Incorporation of this Corporation, Directors will be elected by a plurality of the votes by the shares, present in person or by proxy, entitled to vote in the election at a meeting at which a quorum is present and each shareholder entitled to vote has the right to vote the number of shares owned by him/her for as many persons as there are Directors to be elected.

(d) Except as otherwise provided by statute, the Certificate of Incorporation, or these Bylaws, at each meeting of shareholders, each shareholder of the Corporation entitled to vote thereat, shall be entitled to one vote for each share registered in his or her name on the books of the Corporation.

Section 9 - Proxies: (Section 212)

Each shareholder entitled to vote or to express consent or dissent without a meeting, may do so either in person or by proxy, so long as such proxy is executed in writing by the shareholder himself or herself, or by his or her attorney-in-fact thereunto duly authorized in writing. Every proxy shall be revocable at will unless the proxy conspicuously states that it is irrevocable and the proxy is coupled with an interest. A telegram, telex, cablegram, or similar transmission by the shareholder, or a photographic, photostatic, facsimile, shall be treated as a valid proxy, and treated as a substitution of the original proxy, so long as such transmission is a complete reproduction executed by the shareholder. No proxy shall be valid after the expiration of three years from the date of its execution, unless otherwise provided in the proxy. Such instrument shall be exhibited to the Secretary at the meeting and shall be filed with the records of the Corporation.

Section 10 - Action Without a Meeting: (Section 228)

Unless otherwise provided for in the Certificate of Incorporation of the Corporation, any action to be taken at any annual or special shareholders' meeting, may be taken without a meeting, without prior notice and without a vote if a written consent or consents is/are signed by the shareholders of the Corporation having not less than the minimum number of votes necessary to authorize or take such action at a meeting at which all shares entitled to vote thereat were present and voted is delivered by hand or by certified or registered mail, return receipt requested, to the Corporation to its registered office in the State of Delaware, its principal place of business or an officer or agent of the Corporation having custody of the book in which proceedings of shareholders' meetings are recorded.

Section 11 - Inspectors: (Section 231)

(a) The Corporation shall appoint one or more inspectors, and one or more alternate inspectors, to act at any shareholder' meeting and make a written report thereof, so long as such inspectors sign an oath to faithfully execute their duties with impartiality and to the best of their ability before such meeting. If no inspector or alternate is able to act at the shareholders meeting, the presiding officer shall appoint one or more inspectors to act at the meeting.

*(b) The inspector shall:

- (i)ascertain the number of shares entitled to vote and the voting power of each such shareholder;
- (ii)determine the shares represented at a meeting and the validity of proxies and ballots;
- (iii)count all votes and ballots;
- (iv)determine and retain for a reasonable time a disposition record of any challenges made to any of the inspectors' determinations; and
- (v)certify the inspectors' determinations of the number of shares represented at the meeting and their count of all votes and ballots.

ARTICLE III - BOARD OF DIRECTORS

Section 1 - Number, Term, Election and Qualifications: (Section 141)

(a) The first Board of Directors and all subsequent Boards of the Corporation shall consist of persons, unless and until otherwise determined by vote of a majority of the entire Board of Directors. The Board of Directors or shareholders all have the power, in the interim between annual and special meetings of the shareholders, to increase or decrease the number of Directors of the Corporation. A Director need not be a shareholder of the Corporation unless required by the Certificate of Incorporation of the Corporation or these Bylaws.

(b) Except as may otherwise be provided herein or in the Certificate of Incorporation, the members of the Board of Directors of the Corporation shall be elected at the first annual shareholders' meeting and at each annual meeting thereafter, unless their terms are staggered in the Certificate of Incorporation of the Corporation or these Bylaws, by a majority of the votes cast at a meeting of shareholders, by the holders of shares entitled to vote in the election.

(c) The first Board of Directors shall hold office until the first annual meeting of shareholders and until their successors have been duly elected and qualified or until there is a decrease in the number of Directors. Thereinafter, Directors will be elected at the annual meeting of shareholders and shall hold office until the annual meeting of the shareholders next succeeding his election, or until his/her prior death, resignation or removal. Any Director may resign at any time upon written notice of such resignation to the Corporation.

*NOTE: Article III Section 1 Subsection (b) of these Bylaws shall not be used in the Corporation's Bylaws unless the Corporation has one or more classes of voting stock that are:

(i) listed on a national exchange; (ii) authorized for quotation on an inter-dealer quotation system of a registered national securities association; or (iii) held by more than two thousand shareholders of record of the Corporation.

Section 2 - Duties and Powers: (Section 141)

The Board of Directors shall be responsible for the control and management of the business and affairs, property and interests of the Corporation, and may exercise all powers of the Corporation, except such as those stated under Delaware State Law, in the Certificate of Incorporation or in these Bylaws, expressly conferred upon or reserved to the shareholders or any other person or persons named therein.

Section 3 - Regular Meetings: Notice:

(a) A regular meeting of the Board of Directors shall be held either within or without the State of Delaware at such time and at such place as the Board shall fix.

(b) No notice shall be required of any regular meeting of the Board of Directors and, if given, need not specify the purpose of the meeting; provided, however, that in case the Board of Directors shall fix or change the time or place of any regular meeting when such time and place was fixed before such change, notice of such action shall be given to each Director who shall not have been present at the meeting at which such action was taken within the time limited, and in the manner set forth in these Bylaws with respect to special meetings, unless such notice shall be waived in the manner set forth in these Bylaws.

Section 4 - Special Meetings: Notice:

(a) Special meetings of the Board of Directors shall be held at such time and place as may be specified in the respective notices or waivers of notice thereof.

(b) Except as otherwise required statute, written notice of special meetings shall be mailed directly to each Director, addressed to him at his residence or usual place of business, or delivered orally, with sufficient time for the convenient assembly of Directors thereat, or shall be sent to him at such place by telegram, radio or cable, or shall be delivered to him personally or given to him orally, not later than the day before the day on which the meeting is to be held. If mailed, the notice of any special meeting shall be deemed to be delivered on the second day after it is deposited in the United States mail, so addressed, with postage prepaid. If notice is given by telegram, it shall be deemed to be delivered when the telegram is delivered to the telegraph company. A notice, or waiver of notice, except as required by these Bylaws, need not specify the business to be transacted at or the purpose or purposes of the meeting.

(c) Notice of any special meeting shall not be required to be given to any Director who shall attend such meeting without protesting prior thereto or at its commencement, the lack of notice to him/her, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.

(d) Unless otherwise stated in the Articles of Incorporation of the Corporation, the Chairperson, President, Treasurer, Secretary or any two or more Directors of the Corporation may call any special meeting of the Board of Directors.

Section 5 - Chairperson:

The Chairperson of the Board, if any and if present, shall preside at all meetings of the Board of Directors. If there shall be no Chairperson, or he or she shall be absent, then the President shall preside, and in his or her absence, any other Director chosen by the Board of Directors shall preside.

Section 6 - Quorum and Adjournments: (Section 141)

(a) At all meetings of the Board of Directors, or any committee thereof, the presence of a majority of the entire Board, or such committee thereof, shall constitute a quorum for the transaction of business, except as otherwise provided by law, by the Certificate of Incorporation, or these Bylaws. (Note: If the Certificate of Incorporation authorizes a quorum to consist of less than a majority, but no fewer than one-third of the prescribed number of Directors as permitted by law except that when a board of one Director is authorized under Section 141 of the Delaware General Corporation Law, then one Director shall constitute a quorum or if the Certificate of Incorporation and/or Bylaws require a greater number than a majority as constituting a quorum then these Bylaws would state that this lesser or greater amount, instead of a majority, will constitute a quorum.)

(b) A majority of the Directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, whether or not a quorum exists. Notice of such adjourned meeting shall be given to Directors not present at time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Directors who were present at the adjourned meeting.

Section 7 - Manner of Acting: (Section 141)

(a) At all meetings of the Board of Directors, each director present shall have one vote, irrespective of the number of shares of stock, if any, which he may hold.

(b) Except as otherwise provided by law, by the Certificate of Incorporation, or these By Laws, action approved by a majority of the votes of the Directors present at any meeting of the Board or any committee thereof, at which a quorum is present shall be the act of the Board of Directors or any committee thereof.

(c) Any action authorized in writing, made prior or subsequent to such action, by all of the Directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board of Directors, or any committee thereof, and have the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board or committee for all purposes and may be stated as such in any certificate or document filed with the Secretary of the State of Delaware.

(d) Where appropriate communications facilities are reasonably available, any or all Directors shall have the right to participate in any Board of Directors meeting, or a committee of the Board of Directors meeting, by means of conference telephone or any means of communications by which all persons participating in the meeting are able to hear each other.

Section 8 - Vacancies: (Section 223)

(a) Any vacancy in the Board of Directors occurring by reason of an increase in the number of Directors, or by reason of the death, resignation, disqualification, removal for inability to act as Director, or any other cause, shall be filled by an affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board or by a sole remaining Director, at any regular meeting or special meeting of the Board of Directors called for that purpose except whenever the shareholders of any class or classes or series thereof are entitled to elect one or more Directors by the Certificate of Incorporation of the Corporation, vacancies and newly created directorships of such class or classes or series may be filled by a majority of the Directors elected by such class or classes or series thereof then in office, or by a sole remaining Director so elected.

(b) If at any time, by reason of death or resignation or other cause, the Corporation shall have no Directors in office, then an officer or any shareholder or an executor, administrator, trustee, or guardian of a shareholder, or other fiduciary entrusted with like responsibility for the person or estate of a shareholder, may call a special meeting of shareholders to fill such vacancies or may apply to the Court of Chancery for a decree summarily ordering an election.

(c) If the Directors of the Corporation constitutes less than a majority of the whole Board, the Court of Chancery may, upon application of any shareholder or shareholders holding at least ten percent of the total number of shares entitled to vote for Directors, order an election to be held, to fill any such vacancies or newly created directorships.

(d) Unless otherwise provided for by statute, the Certificate of Incorporation or these Bylaws, when one or more Directors shall resign from the board and such resignation is effective at a future date, a majority of the Directors, then in office, including those who have so resigned, shall have the power to fill such vacancy or vacancies, the vote otherwise to take effect when such resignation or resignations shall become effective.

Section 9 - Resignation:

The shareholders may, at any meeting, vote to accept the resignation of any Director.

Section 10 - Removal: (Section 141)

One or more or all the Directors of the Corporation may be removed with or without cause at any time by the shareholders, at a special meeting of the shareholders called for that purpose, unless the Certificate of Incorporation provides that Directors may only be removed for cause, provided however, such Director shall not be removed if the Corporation states in its Certificate of Incorporation that its Directors shall be elected by cumulative voting and there are a sufficient number of shares cast against his or her removal, which if cumulatively voted at an election of Directors would be sufficient to elect him or her. If a Director was elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove that Director.

Section 11 - Compensation: (Section 141)

The Board of Directors may authorize and establish reasonable compensation of the Directors for services to the Corporation as Directors, including, but not limited to attendance at any annual or special meeting of the Board.

Section 12 - Committees: (Section 141)

The Board of Directors, by resolution adopted by a majority of the entire Board, may from time to time designate from among its members one or more committees, and alternate members thereof, as they deem desirable, each consisting of one or more members, with such powers and authority (to the extent permitted by law and these Bylaws) as may be provided in such resolution. Each such committee shall serve at the pleasure of the Board and, unless otherwise stated by law, the Certificate of Incorporation of the Corporation or these Bylaws, shall be governed by the rules and regulations stated herein regarding the Board of Directors.

ARTICLE IV - OFFICERS

Section 1 - Number, Qualifications, Election and Term of Office: (Section 142)

(a) The Corporation's officers shall have such titles and duties as shall be stated in these Bylaws or in a resolution of the Board of Directors which is not inconsistent with these Bylaws. The officers of the Corporation shall consist of an officer whose duty is to record proceedings of shareholders' and Directors' meetings and such other officers as the Board of Directors may from time to time deem advisable. Any officer other than the Chairman of the Board of Directors may be, but is not required to be, a Director of the Corporation. Any two or more offices may be held by the same person.

(b) The officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board following the annual meeting of shareholders.

(c) Each officer shall hold office until the annual meeting of the Board of Directors next succeeding his election, and until his successor shall have been duly elected and qualified, subject to earlier termination by his or her death, resignation or removal.

Section 2 - Resignation: (Section 142)

Any officer may resign at any time by giving written notice of such resignation to the Corporation.

Section 3 Removal: (Section 142)

Any officer elected by the Board of Directors may be removed, either with or without cause, and a successor elected by the Board at any time, and any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.

Section 4 - Vacancies: (Section 142)

A vacancy, however caused, occurring in the Board and any newly created Directorships resulting from an increase in the authorized number of Directors may be filled by the Board of Directors.

Section 5 - Bonds: (Section 142)

The Corporation may require any or all of its officers or Agents to post a bond, or otherwise, to the Corporation for the faithful performance of their positions or duties.

Section 6 - Compensation:

The compensation of the officers of the Corporation shall be fixed from time to time by the Board of Directors.

ARTICLE V - SHARES OF STOCK

Section 1 - Certificate of Stock:

(a) The shares of the Corporation shall be represented by certificates or shall be uncertificated shares.

(b) Certificated shares of the Corporation shall be signed, (either manually or by facsimile), by the Chairperson, Vice-Chairperson, President or Vice-President and Secretary or an Assistant Secretary or the Treasurer or Assistant Treasurer, or any other Officer designated by the Board of Directors, certifying that the number of shares owned by him or her in the Corporation, provided however, that where such certificate is signed by a transfer agent or an assistant transfer agent or by a transfer clerk acting on behalf of the Corporation and a registrar, any such signature may be a facsimile thereof. In case any officer who has signed or whose facsimile signature has been placed upon such certificate, shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of its issue.

(c) Certificates shall be issued in such form not inconsistent with the Certificate of Incorporation and as shall be approved by the Board of Directors. Such certificates shall be numbered and registered on the books of the Corporation, in the order in which they were issued.

(d) Except as otherwise provided by law, the rights and obligations of the holders of uncertificated shares and the rights and obligations of the holders of certificates representing shares of the same class and series shall be identical.

Section 2 - Lost or Destroyed Certificates:

The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen or destroyed if the owner:

(a) so requests before the Corporation and has given notice that the shares have been acquired by a bona fide purchaser,

(b) files with the Corporation a sufficient indemnity bond; and

(c) satisfies such other requirements, including evidence of such loss, theft or destruction, as may be imposed by the Corporation.

Section 3 - Transfers of Shares: (Section 201)

(a) Transfers or registration of transfers of shares of the Corporation shall be made on the stock transfer books of the Corporation by the registered holder thereof, or by his attorney duly authorized by a written power of attorney; and in the case of shares represented by certificates, only after the surrender to the Corporation of the certificates representing such shares with such shares properly endorsed, with such evidence of the authenticity of such endorsement, transfer, authorization and other matters as the Corporation may reasonably require, and the payment of all stock transfer taxes due thereon.

(b) The Corporation shall be entitled to treat the holder of record of any share or shares as the absolute owner thereof for all purposes and, accordingly, shall not be bound to recognize any legal, equitable or other claim to, or interest in, such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise expressly provided by law.

Section 4 - Record Date: (Section 213)

(a) The Board of Directors may fix, in advance, which shall not be more than sixty, nor less than ten days before the meeting or action requiring a determination of shareholders, as the record date for the determination of shareholders entitled to receive notice of, or to vote at, any meeting of shareholders, or to consent to any proposal without a meeting, or for the purpose of determining shareholders entitled to receive payment of any dividends, or allotment of any rights, or for the purpose of any other action. If no record date is fixed, the record date for a shareholder entitled to notice of meeting shall be at the close of business on the day preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held, or if notice is waived, at the close of business on the day before the day on which the meeting is held.

(b) The Board of Directors may fix a record date, which shall not precede the date upon which the resolution fixing the record date is adopted for shareholders entitled to receive payment of any dividend or other distribution or allotment of any rights of shareholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, provided that such record date shall not be more than sixty days before such action.

(c) The Board of Directors may fix, in advance, a date which shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which date shall not be more than ten days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. If no record date is fixed and no prior action is required by the Board, the record date for determining shareholders entitled to consent to corporate action in writing without a meeting, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation by delivery by hand or by certified or registered mail, return receipt requested, to its registered office in this State, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of shareholders are recorded. If no record date is fixed by the Board of Directors and prior action is required by law, the record date for determining shareholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action.

(d) A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting.

ARTICLE VI - DIVIDENDS (Section 173)

Subject to applicable law, dividends may be declared and paid out of any funds available therefor, as often, in such amounts, and at such time or times as the Board of Directors may determine,

ARTICLE VII - FISCAL YEAR

The fiscal year of the Corporation shall be fixed, and shall be subject to change by the Board of Directors from time to time, subject to applicable law.

ARTICLE VIII - CORPORATE SEAL [Section 607.0302(2)]

The corporate seal, if any, shall be in such form as shall be prescribed and altered, from time to time, by the Board of Directors.

ARTICLE IX - AMENDMENTS

Section 1 - Initial Bylaws:

The initial Bylaws of the Corporation shall be adopted by the Board of Directors at its organizational meeting.

Section 2 - By Shareholders:

All By-Laws of the Corporation shall be subject to alteration or repeal, and new By-Laws may be made, by a majority vote of the shareholders at the time entitled to vote in the election of Directors even though these Bylaws may also be altered, amended or repealed by the Board of Directors.

Section 3 - By Directors:

The Board of Directors shall have power to make, adopt, alter, amend and repeal, from time to time, By-Laws of the Corporation; however, Bylaws made by the Board may be altered or repealed, and new Bylaws made by the shareholders.

ARTICLE X - WAIVER OF NOTICE: (Section 229)

Whenever any notice is required to be given by law, the Certificate of Incorporation or these Bylaws, the meeting of shareholders, Board of Directors, or committee thereof, or attendance at the meeting by any person, shall constitute a waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of shareholders, Directors or committee thereof needs to be specified in any written waiver of notice.

ARTICLE XI - INTERESTED DIRECTORS: (Section 144)

No contract or transaction shall be void or voidable if such contract or transaction is between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers, are Directors or Officers, or have a financial interest, when such Director or Officer is present at or participates in the meeting of the Board or committee which authorizes the contract or transaction or his/her votes are counted for such purpose, if:

(a) the material facts as to his/her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or

(b) the material facts as to his/ her relationship or relationships or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or

(c) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee or the shareholders. Such interested Directors may be counted when determining the presence of a quorum at the Board of Directors or committee meeting authorizing the contract or transaction.

ARTICLE XII - FORM OF RECORDS: (Section 224)

Any records maintained by the Corporation in its regular course of business, including, but not limited to, its stock ledger, books of account and minute book, may be kept on, or be in the form of punch cards, magnetic tape, photographs, micro-photographs or any other information storage device, provided that the records so kept may be converted into clearly legible written form within a reasonable time. The Corporation shall so convert any of such records so kept upon the request of any person entitled to inspect the same.

EXHIBIT 5.1

September 3, 200

Exmovere Holdings, Inc.
1600 Tysons Boulevard
8th Floor
McLean, VA 22102

Gentlemen:

You have requested our opinion, as counsel for Exmovere Holdings, Inc. a Delaware corporation (the "Company"), in connection with the registration statement on Form S-1 (the "Registration Statement"), under the Securities Act of 1933 (the "Act"), filed by the Company with the Securities and Exchange Commission.

The Registration Statement relates to an offering of 1,180,207 shares of the Company's common stock.

We have examined such records and documents and made such examination of laws as we have deemed relevant in connection with this opinion. It is our opinion that the shares of common stock to be sold by the selling shareholders have been duly authorized and are legally issued, fully paid and non-assessable.

No opinion is expressed herein as to any laws other than the State of Delaware of the United States. This opinion opines upon Delaware law including the statutory provisions, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting those laws.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm under the caption "Experts" in the Registration Statement. In so doing, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Act and the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/S/ ANSLOW & JACLIN, LLP

ANSLOW & JACLIN, LLP

195 Route 9 South, Suite 204, Manalapan, New Jersey 07726
Tel: (732) 409-1212 Fax: (732) 577-1188

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the use in this Registration Statement on Form S-1 of our report dated April 14, 2009 relating to the financials statements of Exmovere Holdings, Inc. (formerly known as Clopton House Corporation).

We also consent to the reference to our Firm under the caption "Experts" in the Registration Statement.

PS Stephenson & Co., P.C
Certified Public Accountants
Wharton, Texas
September 2, 2009