

# OTC Disclosure Statement for Cerro Dorado, Inc.

## For the Quarter Ending September 30, 2014

### 1) Name of the issuer and its predecessors, if any, in the past five years

Cerro Dorado, Inc.

### 2) Address of the issuer's principal executive offices

#### Company Headquarters:

Address: c/o 342 East 900 South, Salt Lake City, UT 84111

Phone: (801) 739-9172

Fax: none

Email: info@cerrodorado.com

Website: cerrodorado.com

IR Contact: none

Our investor relations are handled by the Company and its management directly

### 3) Security Information

Exact title and class of securities outstanding: Common Stock

Trading Symbol: CDCH

CUSIP: 156834 10 3

Par or Stated Value: \$0.001 per share

Total shares authorized: 500,000,000 shares of Common Stock authorized as of September 30, 2014

Total shares outstanding: As of September 30, 2014, there were 216,582,671 shares of Common Stock issued and outstanding, held of record by 126 shareholders. Holders of the Company's Common Stock are entitled to one vote each per share and may exercise cumulative voting rights under Nevada Law. Holders of Common Stock are entitled to receive *pro rata* such dividends, if any, as may be declared by the Board of Directors of the Company, out of funds legally available therefore, subject to any preferential dividend rights of outstanding preferred stock.

Upon liquidation, dissolution or winding up of the Company, the holders of Common Stock are entitled to receive *pro rata* the net assets of the Company available after the payment of all creditors and liquidation preferences, if any, of any outstanding Preferred Stock. Holders of Common Stock have no preemptive subscription, conversion or redemption rights. The outstanding shares of Common Stock are fully paid and non-assessable.

**Additional classes of securities:**

Exact title and class of securities outstanding: Preferred Stock

Trading Symbol: None

CUSIP: None

Par or Stated Value: \$0.001 per share

Total shares authorized: 500,000 shares of Preferred Stock authorized as of September 30, 2014

Total shares outstanding: 500,000 shares of Preferred Stock issued as of September 30, 2014

Transfer Agent:

Name: American Registrar & Transfer Company

Address: 342 East 900 South

Salt Lake City, Utah 84111

Phone: 801-363-9065

Is the Transfer Agent registered under the Exchange Act? Yes: X No:

List any restrictions on the transfer of security:

None

Describe any trading suspension orders issued by the SEC in the past 12 months:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

**4) Issuance History**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.): Section 4(2) of the Securities Act of 1933

B. Any jurisdictions where the offering was registered or qualified: none

C. The number of shares offered: none

D. The number of shares sold since fiscal year 2012:

2012:

1,500,000 shares were issued for services rendered, at a valuation of \$.02 per share  
No shares were sold for cash or compensation other than services

2013:

1,062,498 shares were issued for services rendered, at a valuation of \$.02 per share  
No shares were sold for cash or compensation other than services

2014 (through 9/30/14):

6,691,667 shares were issued for services rendered, at a valuation of \$.02 per share  
2,500,000 shares were issued for cash, at a valuation of \$.01 per share, for which \$25,000 was received  
by the Company  
2,400,000 shares were issued to settle debt, at a valuation of \$.02 per share  
1,500,000 shares were issued for cash, at a valuation of \$.01 per share, for which \$15,000 was received  
by the Company  
3,500,000 shares were issued to settle disputed debt, at a valuation of \$.1145 per share

E. The price at which the shares were offered, and the amount actually paid to the issuer:

See 4.D., above

F. The trading status of the shares: All shares were issued as “restricted securities” and bear a standard ’33 Act legend

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act:

See 4.F., above

**5) Financial Statements**

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet;
- B. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. (“Annual Report,” “Quarterly Report” or “Interim Report”).

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otcq.com in the field below.

Response: The Company’s annual reports for the periods ending December 31, 2012, December 31, 2013, and its quarterly reports for 2013 and first and second quarters 2014 were posted on OTCIQ.com on September 22, 2014. Financial Statements for the third quarter 2014 were posted on OTCIQ.com on November 17, 2014.

## **6) Describe the Issuer’s Business, Products and Services**

Describe the issuer’s business so a potential investor can clearly understand the company. In answering this item, please include the following:

### **A. Description of the issuer’s business operations:**

Cerro Dorado, Inc. (“the Company”) was incorporated under the laws of the state of Florida on September 23, 1988 under the name of B.C. Realty Partners, Inc. The Company later changed its name on November 16, 1998 to Weather All Manufacturing USA, Inc. Following a change of management in March of 1999, the Company changed its name to Cerro Dorado, Inc. and redirected its business activities to the mining industry. On July 14, 1999 the Company changed its state of domicile from Florida to Nevada.

The Company is currently headquartered in Salt Lake City, UT and is a junior exploration and mining company that specializes in the acquisition and exploration of gold properties in Chile. The Company is currently evaluating sites throughout Chile’s long, lucrative gold and copper belts. The mission of the Company is to develop these and other mining properties to maximize their potential profitability with the ultimate goal of securing a joint venture partnership with an established, reputable mining company or possibly secure a buyout from same.

The Company’s main focuses recently has been the Fortuna Gold property located in the metropolitan region of Chile. The property consists of the Lonco Millarepu 1-60 claims covering 270 hectares on the Lipangue plateau. Ownership of the property is through the Chilean subsidiary of Cerro Dorado, Inc., namely Cerro Dorado (Chile).

Previous work on the property consisted of 853 meters of underground development, 156 meters of shafts, 162 meters of chimneys, and 535 meters of drifting and access levels. Production averaged 17 to 20 grams of gold per tonne and direct ore shipments of 2,000 tonnes in 1955 returned 63.9 grams/tonne gold, 51.2 grams/tonne silver and 0.2% copper.

Following exploration of the property, Howe Chile Limitada reported to the company that “La Fortuna property represents a favorable target to host narrow, high grade, vein style, gold mineralization at relatively

shallow depths, and this target remains open in most directions and could be larger in extent than currently exposed. In addition, on the south portion of the property there is a weakly defined target which has the potential to host breccia type mineralization similar to Medinah Mining's recently discovered Alto de Lipangue gold-copper breccia pipe, which outcrops approximately 2.0 kilometers to the southwest."

B. Date and State (or Jurisdiction) of Incorporation:

The Company was incorporated under the laws of the state of Florida on September 23, 1988 under the name of B.C. Realty Partners, Inc. The Company later changed its name on November 16, 1998 to Weather All Manufacturing USA, Inc. In March of 1999, the Company changed its name to Cerro Dorado, Inc. and redirected its business activities to the mining industry. On July 14, 1999 the Company changed its state of domicile from Florida to Nevada.

C. The issuer's primary and secondary SIC Codes:

SIC Code 1041, Establishments primarily engaged in mining gold ores from lode deposits or in the recovery of gold from placer deposits by any method

D. The issuer's fiscal year end date:

December 31

E. Principal products or services, and their markets

Cerro Dorado, Inc. ("Cerro"), through a Chilean subsidiary, is an international mining and exploration company with gold, copper and silver claims near Santiago, Chile referred to as the Lobo Solitario Project. The relatively low elevation, close proximity to infrastructure and exceptional nature of the property make our claims an excellent location for future bulk mining operations.

Although the only claims which Cerro owns are currently located in Chile, management intends to seek additional acquisitions and opportunities in the US and abroad.

**7) Describe the Issuer's Facilities**

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Issuer is currently renting office space from its registrar and transfer agent, American Registrar & Transfer Co. at a rate of \$250/mo. The office consists of space for storage, access to utilities for phone, power and internet as well and other basic office supplies. Management is currently unaware of any facilities which may be located on its mining claims in Chile.

## 8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

- A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

### Officers:

Christopher M. Day--President, Treasurer, age 28, was born and currently resides in Salt Lake City, UT and has served as an officer and director of the Company since January of 2014. Mr. Day has had an entrepreneurial spirit from a very young age launching his first business venture when he was 13 years old. Mr. Day studied at the David Eccles School of Business at the University of Utah earning a B.S. in Business Administration. Mr. Day has worked extensively with small/micro-cap companies which trade over-the-counter ultimately leading to his appointment as an officer and director of the Company.

Patrick R. Day—Vice President, Secretary, age 30, has served as Officer and Director of the Company since February, 2014. Mr. Day has served on the boards and as an officer of various corporations over the last decade, including fully reporting 'over the counter' companies as well as various non-reporting issuers. Mr. Day has held the position of President of American Registrar & Transfer Co., a company providing transfer agent services to corporations, since November, 2007, and is currently the sole officer and director of New Dimension Holdings, Inc.

### Directors:

Christopher M. Day (see bio above)

Patrick R. Day (see bio above)

- B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

No/None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

No/None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator

of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

No/None

3. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

No/None

- C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Patrick R. Day and Christopher M. Day are the only two shareholders who own shares of the Issuer's preferred stock, with each owning 50% of the total authorized and issued shares of 250,000 shares each.

On the Issuer's Ownership Register, Cede & Co. (the nominee name for The Depository Trust Company) is the of-record owner of 80% of the total issued common shares with no other of-record holders owning more than 3.2%. Management is not aware of who the beneficial owners are of the shares represented by Cede & Co.

## 9) **Third Party Providers**

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

CPA:

Stayner Bates & Jensen P.C.  
510 South 200 West, Suite 200  
Salt Lake City, UT, 84101

Pritchett, Siler & Hardy, P.C.  
515 South 400 East, Suite 100  
Salt Lake City, Utah 84111

Legal:

Taylor & Associates, LLC  
6313 Shenandoah Park Avenue  
Salt Lake City, UT 84121

Labertew & Associates, LLC  
1640 Creek Side Lane  
Park City, UT 84098

## **10) Issuer Certification**

I, Christopher M. Day, certify that:

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

November 14, 2014

/s/ Christopher M. Day  
Christopher M. Day, CEO

/s/ Christopher M. Day  
Christopher M. Day, CFO