CAFÉ SERENDIPITY HOLDINGS, INC.
OTC PINK BASIC DISCLOSURE
March 11, 2015

1. Name of the issuer and its predecessors (if any):

The Company was incorporated as DSE Fishman, Inc. in the State of Nevada on July 15, 2002. On May 14, 2008 DSE Fishman changed its name to Force Fuels, Inc. At that time the primary focus of the Company became the development and marketing of a proprietary, zero emission hydrogen fuel cell/electric battery hybrid drive system for automotive utilization.

In October 2009 the Company retained new management and began the process of exploring the feasibility of acquiring, developing and marketing of green energy products as well as regulated and standardized energy based products, including traditional hydrocarbon based oil and gas and solar and wind energy. The Company also was investigating other opportunities to diversify its business model.

On May 6, 2014, the Company entered into a Stock Purchase Agreement, dated as of May 6, 2014 with Café Serendipity, Inc. a Nevada corporation ("Café Serendipity") whereby Café Serendipity would sell 100% of Café Serendipity's outstanding capital common stock to the Company. As consideration for the Agreement, the Company agreed to issue 30,000,000 shares of common stock.

On December 15, 2014 the Company changed its name from Force Fuels, Inc. to Café Serendipity, Holdings, Inc. ("the Company"). In addition, Company amended their Articles of Incorporation to increase the authorized shares of the Company to 500,000,000 shares of common stock and 10,000,000 shares of preferred stock.

2. Address of the issuer's principal executive offices:

Company Headquarters

Address: 10120 South Eastern Ave., Suite 200, Henderson, Nevada 89052

Phone: (702) 492-1236

Email: info@cafeserendipity.net

Website: www.cafeserendipity.net

IR Contact

Name: Mark Noffke

Address: 10120 South Eastern Ave., Suite 200, Henderson, Nevada 89052

Phone: (702) 492-1236

Email: info@cafeserendipity.net

Website: www.cafeserendipity.net

3. Security Information

Trading Symbol:	FOFU
Exact title and class of securities outstanding:	Common Stock
CUSIP:	345201107
Par or stated value:	$.001
Total shares authorized:	Common Stock - 500,000,000 shares, par value $.001 as of January 31, 2015
	Preferred Stock - 10,000,000 shares, par value $.001, as of January 31, 2015
Total shares outstanding:	Common Stock – 97,656,875 as of January 31, 2015
	Preferred Stock – -0- as of January 31, 2015

Transfer Agent

Name: Standard Registrar & Transfer Company, Inc.

Address: 12528 South 1840 East, Draper, UT 84020

Phone: (801) 571-8844

Is the Transfer Agent registered under the Securities Exchange Act of 1934? Yes

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 with the past 12 months:	None

4. Issuance History:

4.1 Shares of Common Stock (Acquisition Shares)

On May 6, 2014, the Company issued 30,000,000 shares of Common Stock of the Company valued at $600,000 related to the acquisition of Café Serendipity (the "Acquisition Shares"). The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the Acquisition Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The issuances of these shares were made to a limited number of persons, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the Acquisition Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the Acquisition Shares, the Company offered to issue the Acquisition Shares to the shareholders of Cafe Serendipity at a valuation of $0.02 per share.

D. In connection with the issuance of the Acquisition Shares, the Company issued the Acquisition Shares to the shareholders of Cafe Serendipity at a valuation of $0.02 per share or an aggregate value of $600,000.

E. In connection with the issuance of the Acquisition Shares, the Company issued the Acquisition Shares for $0.02 per share valued at $600,000 related to the acquisition of Café Serendipity.

F. In connection with the issuance of the Acquisition Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the Acquisition Shares, the securities issued contained a legend (1) stating that the securities had not been registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

4.2 Shares of Common Stock (Debt Settlement Shares)

On June 11, 2014, the Company issued 45,600,000 shares of Common Stock of the Company at $0.01 per share to certain debt holders valued at $456,000 (the "Debt Settlement Shares"). The stockholders have declined to be named in this disclosure statement.

A. In connection with the issuance of the Debt Settlement Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The issuances of these shares were made to a limited number of persons, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the Debt Settlement Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the Debt Settlement Shares, the Company offered to issue the Debt Settlement Shares to certain debt holders at a valuation of $0.01 per share.

D. In connection with the issuance of the Debt Settlement Shares, the Company issued the Debt Settlement Shares to certain debt holders at a valuation of $0.01 per share or an aggregate value of $456,000.

E. In connection with the issuance of the Debt Settlement Shares, the Company issued the Debt Settlement Shares for $0.01 per share and reduced the debt holder's outstanding balance with the Company by $456,000.

F. In connection with the issuance of the Debt Settlement Shares, the securities issued were unrestricted securities of the Company.

G. In connection with the issuance of the Debt Settlement Shares, the securities issued were unrestricted.

4.3 Shares of Common Stock (June 2014 Services Shares)

On June 20, 2014, the Company issued 100,000 shares of Common Stock of the Company at $0.04 per share related to professional services valued at $4,000 (the "June 2014 Services Shares"). The stockholder has declined to be named in this disclosure statement.

A. In connection with the issuance of the June 2014 Services Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The issuances of these shares were made to a limited number of persons, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the June 2014 Services Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the June 2014 Services Shares, the Company offered to issue the June 2014 Services Shares to certain debt holders at a valuation of $0.04 per share.

D. In connection with the issuance of the June 2014 Services Shares, the Company issued the June 2014 Services Shares to certain debt holders at a valuation of $0.04 per share or an aggregate value of $4,000.

E. In connection with the issuance of the June 2014 Services Shares, the Company issued the June 2014 Services Shares for $0.04 per share and received $4,000 in professional services.

F. In connection with the issuance of the June 2014 Services Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the June 2014 Services Shares, the securities issued were restricted.

4.4 Shares of Common Stock (January 12, 2015 Service Shares)

On January 12, 2014, the Company issued an aggregate of 2,500,000 shares of Common Stock of the Company at $0.013 per share related professional services valued at $32,500 (the "January 12, 2015 Services Shares"). The stockholder has declined to be named in this disclosure statement.

A. In connection with the issuance of the January 12, 2015 Services Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The issuances of these shares were made to a limited number of persons, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the January 12, 2015 Services Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the January 12, 2015 Services Shares, the Company offered to issue the January 12, 2015 Services Shares to a director and an officer of the Company at a valuation of $0.013 per share.

D. In connection with the issuance of the January 12, 2015 Services Shares, the Company issued the January 12, 2015 Services Shares to certain professional service providers at a valuation of $0.013 per share or an aggregate value of $32,500.

E. In connection with the issuance of the January 12, 2015 Services Shares, the Company issued the January 12, 2015 Services Shares for $0.013 per share and received $32,500 in professional services.

F. In connection with the issuance of the January 12, 2015 Services Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the January 12, 2015 Services Shares, the securities issued were restricted.

4.5 Shares of Common Stock (January 22, 2015 Service Shares)

On January 22, 2015, the Company issued 4,000,000 shares of Common Stock of the Company at $0.081 per share related professional services valued at $324,000 (the "January 22, 2015 Services Shares"). The stockholder has declined to be named in this disclosure statement.

A. In connection with the issuance of the January 22, 2015 Services Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The issuances of these shares were made to a limited number of persons, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the January 22, 2015 Services Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the January 22, 2015 Services Shares, the Company offered to issue the January 22, 2015 Services Shares to certain professional service providers at a valuation of $0.081 per share.

D. In connection with the issuance of the January 22, 2015 Services Shares, the Company issued the January 22, 2015 Services Shares to certain professional service providers at a valuation of $0.081 per share or an aggregate value of $324,000.

E. In connection with the issuance of the January 22, 2015 Services Shares, the Company issued the January 22, 2015 Services Shares for $0.081 per share and received $324,000 in professional services.

F. In connection with the issuance of the January 22, 2015 Services Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the January 22, 2015 Services Shares, the securities issued were restricted.

4.6 Shares of Common Stock (January 29, 2015 Service Shares)

On January 29, 2015, the Company issued 650,000 shares of Common Stock of the Company at $0.0575 per share related professional services valued at $37,375 (the "January 29, 2015 Services Shares"). The stockholder has declined to be named in this disclosure statement.

A. In connection with the issuance of the January 29, 2015 Services Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The issuances of these shares were made to a limited number of persons, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

B. In connection with the issuance of the January 29, 2015 Services Shares, no securities were registered or qualified in any jurisdiction.

C. In connection with the issuance of the January 29, 2015 Services Shares, the Company offered to issue the January 29, 2015 Services Shares to professional service providers at a valuation of $0.0575 per share.

D. In connection with the issuance of the January 29, 2015 Services Shares, the Company issued the January 29, 2015 Services Shares to professional service providers at a valuation of $0.0575 per share or an aggregate value of $37,375.

E. In connection with the issuance of the January 29, 2015 Services Shares, the Company issued the January 29, 2015 Services Shares for $0.0575 per share and received $37,375 in professional services.

F. In connection with the issuance of the January 29, 2015 Services Shares, the securities issued were restricted securities of the Company.

G. In connection with the issuance of the January 29, 2015 Services Shares, the securities issued were restricted.

5. Financial Statements

Attached hereto as Exhibit "A" are the Company's financial statements for the three and six months ended January 31, 2015 and 2014, including (A) Unaudited Consolidated Balance Sheets as of January 31, 2015 and July 31, 2014, (B) Unaudited Consolidated Statements of Operations for the three and six months ended January 31, 2015 and 2014, (C) Unaudited Consolidated Statement of Owners Deficit for the six months ended January 31, 2015, (D) Unaudited Consolidated Statements of Cash Flows for the six months ended January 31, 2015 and 2014, and (E) Notes to Financial Statements.

6. Describe the issuer's Business, Products, and Services

A. Description of the issuer's business operations:

During fiscal 2013, and 2014, the Company maintained minimal operations while continuing to research potential sites along with the feasibility of acquiring, developing, and marketing profitable business operations.

On May 6, 2014, the Company entered into a Stock Purchase Agreement, dated as of May 6, 2014 with Café Serendipity, Inc. a Nevada corporation ("Café Serendipity") whereby Café Serendipity would sell 100% of Café Serendipity's outstanding capital common stock to the Company. As consideration for the Agreement, the Company agreed to issue 30,000,000 shares of common stock.

Cafe Serendipity is a development stage company, offering a turn-key licensing retail solution for a chain of upscale licensed stores serving the recreational and medical marijuana consumer. Café Serendipity offers exclusive brand, marketing, and product sourcing to its licensees.

The Company provides all the standard advantages and support associated with our licenses while the licensee has the responsibility to procure the appropriate authorizations to purchase the marijuana products in accordance with their states laws. Cafe Serendipity offers high quality products and service within a friendly store front and provides well trained staff along with a state of the art point of sale technology.

B. Date and State of Incorporation:

The Company was incorporated on July 15, 2002 in the state of Nevada.

C. Issuers primary and secondary SIC Codes:

During fiscal 2013, and the nine months ended April 30, 2014, the primary SIC code was 1311 – Crude Petroleum and Natural Gas. As of May 6, 2014, the primary SIC code is 5810 – Retail-Eating and Drinking Places.

D. The issuer's fiscal year end date:

The Company's fiscal year end is July 31.

E. Principle products and services, and their markets:

During fiscal 2013, and the nine months ended April 30, 2014, the principle product was oil and gas.

As of May 6, 2014, the Company is focused on the development of an upscale chain of branded stores for the recreational and medical marijuana consumer. The Company will make available turnkey store fronts for licensees, providing branding of a variety of products, accessories, and consumables including beverages and edible products.

7. Describe the issuer's Facilities

Principal Executive Offices

Our principal executive offices are located at 10120 South Eastern Ave., Suite 200, Henderson, Nevada 89052 and consist of approximately 200 square feet of leased executive office space, which is leased on a month-to-month basis for a base rent of approximately $300 per month.

8. Officers, Directors, and Control Persons

A. Names of Officers, Directors, and Control Persons

(i) Officers:

Chief Executive Officer – Mark V. Noffke
President – Arthur Richardson
Chief Financial Officer – Charles B. Mathews
Secretary – Ken Berscht

(ii) Directors:

Robert J. McNulty – Chairman
Ken Berscht
Mark V. Noffke
Bobby Orbach

(iii) Control Persons:

Mark V. Noffke
Arthur Richardson

B. Legal/Disciplinary History

None of the persons named in Item 8(A) above has 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; (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; (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 (4) 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.

C. Beneficial Shareholders

Below is a list of the persons who beneficially own more than 10% of any class of the issuer's equity securities as of January 31, 2015:

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class (a)
Common	Mark V. Noffke Chief Executive Officer 10120 South Eastern Ave., Suite 200 Henderson, Nevada 89052	22,000,000	22.53%

(a) Percentage of class is based the 97,656,875 shares of commons stock outstanding at January 31, 2015

9. Third Party Providers

Legal Counsel:	Law Office of Andrew Coldicutt 1220 Rosecrans Street, PMB 258 San Diego, CA 92106
Accountant or Auditor:	Sadler Gibb & Associates 2455 East Parleys Way, Suite 320 Salt Lake City, UT 84109
Investor Relations Consultant:	None
Other Advisor:	None

10.1 Issuer Certification

I, Mark V. Noffke certify that:

1. I have reviewed this quarterly disclosure statement of Café Serendipity Holdings, Inc. (the "Company");

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 Company as of, and for, the periods presented in this disclosure statement.

Date: March 11, 2015
/s/ Mark V. Noffke
Mark V. Noffke,
Chief Executive Officer

10.2 Issuer Certification

I, Charles B. Mathews, certify that:

1. I have reviewed this quarterly disclosure statement of Café Serendipity Holdings, Inc. (the "Company");

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 periods 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 Company as of, and for, the periods presented in this disclosure statement.

Date: March 11, 2015
/s/ Charles B. Mathews
Charles B. Mathews,
Chief Financial Officer

CAFÉ SERENDIPITY HOLDINGS, INC.
OTC PINK BASIC DISCLOSURE
EXHIBIT "A"
FINANCIAL STATEMENTS

CAFÉ SERENDIPITY HOLDINGS, INC.
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CAFÉ SERENDIPITY HOLDINGS, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
UNAUDITED

	January 31, 2015	July 31, 2014
ASSETS		
Current Assets:		
Cash	$ 1,053	$ 64
Total current assets	1,053	64
Goodwill	604,736	604,736
Total assets	$ 605,789	$ 604,800
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable and accrued expenses	$ 489,264	$ 466,358
Accrued officer salaries	364,863	334,863
Convertible notes payable	157,475	132,300
Convertible notes payable - related party	29,200	29,200
Derivative liability	11,145	-
Notes payable	1,291,916	1,291,916
Total current liabilities	2,343,863	2,254,637
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' DEFICIT		
Preferred stock, $0.001 par value; 1,000,000 shares authorized; no issued and outstanding as of January 31, 2015 and July 31, 2014, respectively.	-	-
Common stock, $0.001 par value; 100,000,000 shares authorized; 97,656,875 and 90,506,875 shares outstanding as of January 31, 2015 and July 31, 2014, respectively.	97,657	90,507
Additional paid-in capital	5,048,706	4,661,981
Accumulated deficit	(6,884,437)	(6,402,325)
Total Stockholders' Deficit	(1,738,074)	(1,649,837)
Total Liabilities and Stockholders' Deficit	$ 605,789	$ 604,800

The accompanying notes are an integral part of these financial statements

CAFÉ SERENDIPITY HOLDINGS, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF OPERATIONS
UNAUDITED

	For the Three Months Ended January 31,		For the Six Months Ended January 31,	
	2014	2013	2014	2013
REVENUES	$ -	$ -	$ -	$ -
COST OF GOODS SOLD	-	-	-	-
GROSS PROFIT (LOSS)	-	-	-	-
EXPENSES				
General and administrative	436,795	20,000	463,550	40,000
Total expenses	436,795	20,000	463,550	40,000
NET LOSS FROM OPERATIONS	(436,795)	(20,000)	(463,550)	(40,000)
OTHER INCOME (EXPENSE)				
Interest expense	(3,796)	(3,621)	(7,417)	(7,242)
Loss on derivative valuation	(11,145)	-	(11,145)	-
Total other income (expense)	(14,941)	(3,621)	(18,562)	(7,242)
NET LOSS	(451,736)	(23,621)	(482,112)	(47,242)
Basic and diluted loss per share, from continuing operations	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.00)
Weighted average shares outstanding - basic and diluted	90,967,745	14,806,875	90,967,745	14,806,875

The accompanying notes are an integral part of these financial statements

CAFÉ SERENDIPITY HOLDINGS, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDER'S DEFICIT
UNAUDITED

	Common Stock		Preferred Stock		Additional Paid-in	Accumulated	Total Stockholders'
	Shares	Amount	Shares	Amount	Capital	Deficit	Deficit
Balance – July 31, 2013	14,806,875	$ 14,807	-	$ -	$ 3,672,945	$ (5,242,901)	$ (1,555,149)
Common stock issued for debt settlement	45,600,000	45,600	-	-	410,400	-	456,000
Common stock issued for acquisition	30,000,000	30,000	-	-	574,736	-	604,736
Common stock issued for services	100,000	100	-	-	3,900	-	4,000
Net loss	-	-	-	-	-	(1,159,424)	(1,159,424)
Balance – July 31, 2014	90,506,875	$ 90,507	-	$ -	$ 4,661,981	$ (6,402,325)	$ (1,649,837)
Common stock issued for services	7,150,000	7,150	-	-	386,725	-	393,875
Net loss	-	-	-	-	-	(482,112)	(482,112)
Balance – January 31, 2015	97,656,875	$ 97,657	-	$ -	$ 5,048,706	$ (6,884,437)	$ (1,738,074)

The accompanying notes are an integral part of these financial statements

CAFÉ SERENDIPITY HOLDINGS, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF CASH FLOWS
UNAUDITED

	For the Six Months Ended January 31,	
	2015	2014
Operating activities:		
Net loss	$ (482,112)	$ (47,242)
Adjustments to reconcile net loss to net cash used in operating activities:		
Change on derivative valuation	11,145	-
Stock based compensation	393,875	-
Changes in operating assets and liabilities:		
Accounts payable and accrued expenses	53,081	47,242
Net cash provided by (used in) operating activities	(24,011)	-
Investing activities:		
Net cash provided by (used in) investing activities	-	-
Financing activities:		
Proceeds from convertible promissory notes	25,000	-
Net cash provided by financing activities	25,000	-
Net increase (decrease) in cash	989	-
Cash, beginning of period	64	-
Cash, end of period	$ 1,053	$ -

The accompanying notes are an integral part of these financial statements

CAFÉ SERENDIPITY HOLDINGS, INC. AND SUBSIDIARY
Notes to Condensed Consolidated Financial Statements

Note 1 – Description of the Business and Summary of Significant Accounting Policies

The Company was incorporated as DSE Fishman, Inc. in the State of Nevada on July 15, 2002. On May 14, 2008 DSE Fishman changed its name to Force Fuels, Inc. ("Force Fuels") At that time the primary focus of the Force Fuels became the development and marketing of a proprietary, zero emission hydrogen fuel cell/electric battery hybrid drive system for automotive utilization. In October 2009 Force Fuels retained new management and began the process of exploring the feasibility of acquiring, developing and marketing of green energy products as well as regulated and standardized energy based products, including traditional hydrocarbon based oil and gas and solar and wind energy.

For the three months ended January 31, 2015 and the year ended July 31, 2014, the Company maintained minimal operations while exploring the feasibility of acquiring, developing, and marketing profitable business operations. The Company also was investigating other opportunities to diversify its business model.

On May 6, 2014, the Company entered into a Stock Purchase Agreement, dated as of May 6, 2014 with Café Serendipity, Inc. a Nevada corporation ("Café Serendipity") whereby Café Serendipity would sell 100% of Café Serendipity's outstanding capital common stock to the Company. As consideration for the Agreement, the Company agreed to issue 30,000,000 shares of common stock.

On December 15, 2014, Force Fuels, Inc. changed its name to Café Serendipity Holdings, Inc.

The Company's common shares are currently quoted on the OTC Pink market of OTC Markets Group, Inc. under the trading symbol "FOFU." As used in this Report, unless otherwise stated, all references to the "Company", "we," "our", "us" and words of similar import, refer to Force Fuels, Inc.

Going Concern

The Company's Consolidated Financial Statements included elsewhere in this Report have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The continuation of the Company as a going concern is dependent upon the ability of the Company to acquire oil and gas properties or obtain necessary financing to continue operations, and the attainment of profitable operations. At January 31, 2015 and July 31, 2014, the Company had a working capital deficit of $1,737,899 and $1,649,837, respectively and had accumulated losses of $6,884,262 and $6,402,325, respectively. These factors raise substantial doubt regarding the Company's ability to continue as a going concern.

The Company's Consolidated Financial Statements included elsewhere in this Report do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Basis of Presentation, Fiscal Year, and Principles of Consolidation

These consolidated financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States, and are expressed in U.S. dollars. These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary Café Serendipity, Inc. All intercompany transactions and balances have been eliminated. The Company has elected a fiscal year-end of July 31.

Use of Estimates

The preparation of these consolidated financial statements in accordance with United States 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 the reported amounts of revenue and expenses in the reporting period. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

Cash and Cash Equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents. As of January 31, 2015 and July 31, 2014, the Company had $1,053 and $64, respectively in cash.

Property and Equipment, net

Property and equipment is recorded at cost. Depreciation is computed using the straight-line method over the estimated useful lives of 7 years. The cost of assets sold or retired and the related amounts of accumulated depreciation are removed from the accounts in the year of disposal. Any resulting gain or loss is reflected in current operations. Expenditures for maintenance and repairs are charged to operations as incurred. The capitalized cost of the oil properties will be amortized based on the units-of-production method. Costs incurred for property acquisition and further development activity will be capitalized and amortized as previously noted. As of January 31, 2015 and July 31, 2014, the Company had no property and equipment.

Financial Instruments and Concentrations

The fair values of financial instruments, which include cash, accounts payable, accrued liabilities, and convertible notes, were estimated to approximate their carrying values due to the immediate or short-term maturity of these financial instruments. Financial instruments that potentially subject the Company to credit risk consist principally of cash. Cash is deposited with a high quality financial institution.

Fair Value of Financial Instruments

The fair value accounting guidance defines fair value as "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date." The definition is based on an exit price rather than an entry price, regardless of whether the entity plans to hold or sell the asset. This guidance also establishes a fair value hierarchy to prioritize inputs used in measuring fair value as follows:

- Level 1: Observable inputs such as quoted prices in active markets;
- Level 2: Inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and
- Level 3: Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The carrying value of accounts payable and accrued liabilities are considered to approximate their fair value due to their short-term nature. For the warrants that are classified as derivatives, fair values were calculated using the Black-Scholes pricing model.

Basic and Diluted Net Income (Loss) per Share

FASB Codification Topic 260, *Earnings per share,* requires dual presentation of basic and diluted earnings per share (EPS) with a reconciliation of the numerator and denominator of the EPS computations. Basic earnings per share amounts are based on the weighted average number of shares of common stock outstanding. If applicable, diluted earnings per share would assume the conversion, exercise or issuance of all potential common stock instruments such as options, warrants and convertible securities, unless the effect is to reduce a loss or increase earnings per share. Diluted net income (loss) per share on the potential exercise of the equity-based financial instruments is not presented where anti-dilutive.

The table below shows the earnings (loss) per share, basic and diluted, for the six months ended January 31, 2015 and 2014:

	For the Six Months Ended January 31,	
	2015	**2014**
Net loss	$ (482,112)	$ (47,242)
Weighted average common shares outstanding	90,967,745	14,806,875
Earnings per share:		
Basic and diluted income per share from continuing operations	$ (0.01)	$ (0.00)

Income Taxes

Income taxes are provided in accordance with FASB Codification Topic 740, *Accounting for Income Taxes.* A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss-carry forwards.

Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax asset will not be realized. Deferred tax assets and liabilities are adjusted for the effect of changes in tax laws and rates on the date of enactment.

Recently Issued Accounting Pronouncements

We have implemented all new accounting pronouncements that are in effect and that may impact our financial statements and do not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on our financial position or results of operations.

Note 2 – Stock Purchase Agreement

On May 6, 2014, the Company entered into a Stock Purchase Agreement, dated as of May 6, 2014 with Café Serendipity, Inc. a Nevada corporation ("Café Serendipity") whereby Café Serendipity would sell 100% of Café Serendipity's outstanding capital common stock to the Company. As consideration for the Agreement, the Company issued 30,000,000 shares of common stock valued at $600,000. As a result of this Stock Purchase Agreement, the Company recorded goodwill of $604,736 which represents the value of the common stock consideration and the net value of Café Serendipity at the time of the transaction.

Note 3 – Notes Payable

On May 23, 2011, the Company received a complaint from Oscar Luppi, former Chairman, President, Chief Executive Officer, and Treasurer of the Company. The complaint seeks contractual damages in the amount of $1,142,739, or alternatively the fair value of services of plaintiff of $413,973, or greater, plus interest. The principal causes of action are breach of contract; and, common count for services rendered arising out of claims for allegedly unpaid wages and future wages. As of July 31, 2013, the Company had accrued $433,446 related to Mr. Luppi's service to the Company which is recorded as accrued officers' salaries on the accompanying balance sheet. On May 27, 2014, case number 30-2011-00477347 in the Superior Court of California for the County of Orange was settled Ex Parte ordering the approval settlement agreement between the parties. As a result of the settlement of this complaint, the Company recorded a note payable for approximately $1,492,650, relieved the $433,446 accrued officers salary liability related to Luppi, recognized $168,791 in interest expense, and recorded a loss on settlement of debt of approximately $890,413.

In January 2015, the Company received $25,000 related to a convertible promissory note ("Convertible Promissory Note") offering. This convertible note is convertible into units consisting of one (1) share of the Company's restricted common stock priced at a 50% discount to market value at the time of conversion and Ten (10) callable warrants per every one (1) dollar invested in the Convertible Promissory Note exercisable for 3 years at $0.10 share, from date of conversion. The Convertible Promissory Note has a term of one (1) year and bear an interest rate of 10.5 % per annum, paid at maturity.

The Company recorded a derivative liability related to this Convertible Promissory Note in the amount of $11,145. In addition, the Company recorded $175 in accrued interest related to this note for the six months ended January 31, 2015.

Note 4 – Settlement of Debt

On June 6, 2014, the Company issued 45,600,000 shares of common stock valued at $456,000 as a partial settlement of debt related to the Luppi settlement.

Note 5 – Stockholders' Deficit

Common Stock

During the six months ended January 31, 2015, the Company issued 7,150,000 shares of common stock valued at $393,875 for professional services.

During the year ended July 31, 2014, the Company issued 77,700,000 shares of common stock:

- The Company issued 30,000,000 shares of common stock valued at $600,000 related to the acquisition of Café Serendipity.
- The Company issued 45,600,000 shares of common stock valued $456,000 at related to the settlement of debt.
- The Company issued 100,000 shares of common stock valued at $4,000 related to professional services.

Preferred Stock

Warrants

The Company has the following warrants outstanding as of January 31, 2015:

Number of Warrants	Maturity Date	Exercise Price
250,000	January 2018	$ 0.10
250,000		

Note 6 – Related Party Transactions

During the year ended July 31, 2012, the Company borrowed $56,218 from related parties. The additional borrowings were made up of $50,660 in cash, and $5,558 of Company expenses which were paid on behalf of the Company by related parties. The notes payable are unsecured, bear no interest, and are due on demand. During the same period, the Company made $49,018 of cash payments against all outstanding notes payable due to related parties. As a part of the acquisition of Café Serendipity, $29,200 of convertible notes payable – related party was acquired by a board member of the Company. The Company owed $29,200 and $29,200 to related parties at January 31, 2015 and July 31, 2014, respectively.

Note 7 – Subsequent Events

In February 2015, the Company issued 13,000,000 shares of common stock valued at $130,000 related to the settlement of debt.

On February 3, 2015, the Company executed an Agreement for the Exchange of Securities ("Securities Agreement") with mCig, Inc. ("mCig").

The Securities Agreement provides, among other things, that (i) the Company will issue ten million (10,000,000) restricted shares of the Company's common stock to mCig, (ii) mCig will issue three million (3,000,000) restricted shares of mCig's Common stock to the Company, subject to satisfaction of certain conditions, including but not limited to, confirmation of the filing of Form 10 or a Registration Statement on Form S-1 by the Company such that the Company becomes a reporting company on equal status with mCig and appointment of a designee of mCig to the Board of Directors of the Company (with best efforts used to retain this designee during the duration of the time in which mCig holds the Company's shares of common stock or three (3) years, whichever is sooner). If the Agreement conditions are not satisfied or waived on or before December 31, 2015, the obligations of the parties will terminate.

On February 3, 2015, the Company executed a Product Distribution Agreement ("Distribution Agreement") with mCig.

In accordance with the Distribution Agreement, the Company will buy mCig products and can buy VitaCig, Inc. (a controlled entity of mCig) products, pursuant to the terms and conditions of the Distribution Agreement, including but not limited to, receiving sixty (60) percent of the products carried in the Company branded stores and the right of first refusal to receive needed products in the Company's branded stores. The Distribution Agreement can be terminated by either party with notice except that the Company cannot terminate the Distribution Agreement for the initial fifteen (15) months.

In accordance with ASC 855, Company management has reviewed all material events through the date of this report and there are no additional subsequent events to report other than those events listed above.