MILLENNIUM PRIME, INC.
CONTINUING DISCLOSURE OBLIGATIONS
FOR THE SIX MONTHS ENDED MARCH 31, 2015

Cautionary Note Regarding Forward-Looking Statements

This disclosure form includes certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements, which involve risks and uncertainties, relate to the discussion of our business strategies and our expectations concerning future operations, margins, profitability, liquidity and capital resources and to analyses and other information that are based on forecasts of future results and estimates of amounts not yet determinable. We use words such as "may", "will", "should", "expects", "intends", "plans", "anticipates", "believes", "estimates", "seeks", "expects", "predicts", "could", "projects", "potential" and similar terms and phrases, including references to assumptions, in this form to identify forward-looking statements. These forward-looking statements are made based on expectations and beliefs concerning future events affecting us and are subject to uncertainties, risks and factors relating to our operations and business environments, all of which are difficult to predict and many of which are beyond our control, that could cause our actual results to differ materially from those matters expressed or implied by these forward-looking statements. These risks and other factors are as follows:

- our lack of revenues to date
- recent worldwide and domestic economic trends and financial market conditions could adversely impact our financial performance;
- our potential need for additional capital, which, if not available on acceptable terms or at all, could restrict our future growth and severely limit our operations;
- our brands could fail to achieve more widespread consumer acceptance, which may limit our growth;
- our dependence on a limited number of suppliers, who may not perform satisfactorily or may end their relationships with us, which could result in lost sales, incurrence of additional costs or lost credibility in the marketplace;
- the failure of even a few of our independent wholesale distributors to adequately distribute our products within their territories could harm our sales and result in a decline in our results of operations;
- the potential limitation to our growth if we are unable to identify and successfully acquire additional brands that are complementary to our existing portfolio, or integrate such brands after acquisitions;
- currency exchange rate fluctuations and devaluations may significantly adversely affect our revenues, sales, costs of goods and overall financial results;
- an impairment in the carrying value of our goodwill or other acquired intangible assets could negatively affect our operating results and shareholders' equity;
- changes in consumer preferences and trends could adversely affect demand for our products;
- there is substantial competition in our industry and the many factors that may prevent us from competing successfully;
- adverse changes in public opinion about alcohol could reduce demand for our products;
- class action or other litigation relating to alcohol misuse or abuse could adversely affect our business;
- adverse regulatory decisions and legal, regulatory or tax changes could limit our business activities, increase our operating costs and reduce our margins;

We assume no obligation to publicly update or revise these forward-looking statements for any reason, or to update the reasons actual results could differ materially from those anticipated in, or implied by, these forward-looking statements, even if new information becomes available in the future.

All information contained in this Disclosure Statement was compiled from the issuer's books and records and is intended to fulfill the disclosure requirements of Rule15c2-11(a)(5) promulgated by the Securities and Exchange Act of 1934, as amended.

Item 1 – Name of the issuer and its predecessors (if any)

Millennium Prime, Inc. (the "Company")

Item 2 – Address of the issuer's principal executive offices

6538 Collins Ave
Suite 262
Miami Beach, FL. 33141
Phone: 1888-687-6566

Website: http://www.millenniumprime.com/
Email: info@millenniumprime.com

All Investor Relations inquiries should be addressed to the Company at the above address.

Item 3 – Security Information

Trading Symbol: MLMN

Title and class of securities outstanding:

Common Shares
1,000,000,000 authorized
303,338,661 issued and outstanding
Par value, $0.001
CUSIP Number: 60040U109

Additional class of securities outstanding:

Preferred Shares
10,000,000 authorized
500,000 Series A issued and outstanding
Par value, $1.00

There are no provisions in the Company's charter or by-laws that would delay, defer or prevent a change in control of the Company.

Last Fiscal Quarter

Period end date: March 31, 2015
Common shares authorized: 1,000,000,000
Common shares outstanding: 303,338,661
Freely tradable shares (public float): 22,006,640
Preferred shares authorized: 10,000,000
Preferred shares outstanding: 500,000
Total number of beneficial shareholders: 994
Total number of shareholders of record: 994

Fiscal Year 2014

Period end date: September 30, 2014
Common shares authorized: 1,000,000,000
Common shares outstanding: 303,338,661
Freely tradable shares (public float): 22,006,640
Preferred shares authorized: 10,000,000
Preferred shares outstanding: 500,000
Total number of beneficial shareholders: 994
Total number of shareholders of record: 994

Fiscal Year 2013

Period end date: September 30, 2013
Common shares authorized: 1,000,000,000
Common shares outstanding: 301,508,837
Freely tradable shares (public float): 22,006,640
Preferred shares authorized: 10,000,000
Preferred shares outstanding: 500,000
Total number of beneficial shareholders: 989
Total number of shareholders of record: 989

Name and address of the transfer agent.

Interwest Stock Transfer Co., Inc.
1981 Murray Holladay Rd Suite 100
Salt Lake City, UT 84117
Phone: (807) 272-9294
Interwest Stock Transfer Co., Inc. is registered under the Securities Exchange Act

Restrictions on the transfer of securities

Rule 144 is currently unavailable for the resale of our securities because of the limitations set forth in Rule 144(i). Rule 144 will remain unavailable until at least one year has elapsed from the time we file "Form 10 information" (as such term is defined in Rule 144 (i)(3)) with the Securities and Exchange Commission).

Trading suspension orders issued by the SEC in the past 12 months

None

Stock splits, stock dividends, recapitalizations, mergers, acquisitions, spin-offs, or reorganizations currently anticipated, or that occurred within the past 12 months

None

Item 4 – Issuance History

During the year ended September 30, 2013, convertible debenture holders converted $145,000 of principal and $5,752 of accrued interest for 5,025,077 shares of common stock.

During the year ended September 30, 2014, convertible debenture holders converted $178,000 of principal and $4,982 of accrued interest for 1,829,824 shares of common stock.

The above issuances of the shares of Common Stock were exempt from registration under the Securities Act of 1933, as amended pursuant to Section 4(2) of the Securities Act. The certificates or other documents that evidence the shares contain a legend stating that the shares have not been registered under the Securities Act.

Item 5 – Interim Financial Statements

Please see Quarterly Report filed for the three months ending March 31, 2015 filed on May 20, 2015 on www.pinksheets.com.

Item 6 – Issuer's Business, Products and Services,

A. Business operations

Millennium Prime, Inc. is a Delaware corporation that develops "Superior Lifestyle Innovations for the Millennial Generation". Millennium's focus is on marketing products for the beverage, apparel and entertainment categories where it can achieve a clear and authentic market position. Millennium targets Generation-Y consumers who live a lifestyle filled with high style, artistic edge and a demand for the best products. Millennium believes these consumers participate in current trends via premium lifestyle products and events that embody the values and aspirations of the millennial generation. In addition to organic growth, Millennium plans to seek to grow via

acquisition of new brands, as well as strategic partnerships with existing brands, to bolster its lifestyle business lines that serve millennial trendsetter focused strategies.

In September 2010, Millennium Prime completed the acquisition of Bong Spirit Imports, LLC ("BSI") a Florida Limited Liability Corporation pursuant to which Millennium acquired 100% of the outstanding shares/membership interests from the equity owners of BSI in exchange for shares of Millennium's common stock. Millennium had been a marketing partner and financial investor in BSI since 2009. BSI was an importer and distributor of alcohol products including Bong Spirit's Super Premium Vodka® from Holland. BSI has its headquarters in Florida and the spirit distillation and bottling of its proprietary vodka formula occurs in the Netherlands.

The Company is not a "Shell Company" within the meaning of Rule 405 of the Securities Act, nor if the Company were a registrant would the Company be considered a shell company within the meaning of Rule 405.

The Company has no parent, or affiliate, nor has the Company had a parent, or subsidiary, or affiliate that is not disclosed herein.

The advertising, marketing and sale of alcoholic beverages is subject to various restrictions in the United States and internationally, ranging from total prohibition of marketing in some countries, to lesser restrictions relating to the style, media and/or messages of such advertising and marketing activities. Similarly, the labeling of spirits is regulated in numerous jurisdictions, varying from medical warnings to importer identification, and alcohol strength, among others. The United States requires warning statements related to risks of consuming alcohol beverages. The specific laws to which the Company is subject include the Federal Alcohol Administration Act, and the U.S. Customs Laws. In addition, we are subject to the Alcoholic Beverage Control Laws of all fifty states. Internationally, we are subject to similar regulations with respect to the production of spirits, including testing of materials used, and production, storage, labeling and distribution standards. Furthermore, the Company falls under the jurisdiction of numerous governmental agencies, including, the Federal Alcohol and Tobacco Tax and Trade Bureau of the United States Treasury Department, which regulates the production, bottling, sales, advertising and transportation of alcohol products in the United States, as well as each state department responsible for the regulation, advertising, transportation, sale and distribution of alcohol products within its state. We are also required to conduct business in the United States only with holders of licenses to import, warehouse, transport, distribute and sell spirits. Presently, the company's wholly owned subsidiary Bong Spirits Imports ("BSI")holds a federal import license and several state beverage alcohol permits.

The amount of time and money spent during the last two fiscal years on research and development activities is insignificant.

The Company has 3 employees, is not bound by long-term contracts, and when necessary, the Company relies on the services of independent consultants and contractors to perform various professional services. As our operations increase, we anticipate engaging additional employees; however, we do not plan to add employees until the business is substantially increased, and we have generated adequate funds to support our operations.

Currently, there are no known trends or events that have or are likely to have a material impact on the Company's short term or long-term liquidity. The Company has minimal cash reserves that may not provide the Company with the necessary funds to address its liquidity requirements. The limited operating capital directly affects the company's ability to finance its business plan.

Product Offerings

In early 2005, the founding members of BSI entered a production agreement with a 5th generation master distiller in Holland (founded in 1837), and gave them the exclusive rights to produce and supply their award winning vodka. BSI's proprietary blend of Super Premium Vodka is made of fine European grain, distilled six times and filtered through four processes, using reverse osmosis water and charcoal filtering.

In January 2006, Bong Spirit Vodka was launched in the states of Florida and Texas. In the brief time that Bong Spirit Vodka has been in the super premium market, it has experienced several achievements in the highly competitive spirits industry:

- Distributed by some of the largest national and international distributors;
- Gained a sought after following of early adopters;
- Secured several retail chain accounts;
- Developed and imported a new "retail-friendly" 750m1 bottle size;
- Assembled an experienced team to provide production, marketing, sales, and financial direction; and received national and world press.

U.S. Distribution

Bong Spirit Vodka is distributed in multiple cities throughout the United States through several large distributors, including Southern Wine & Spirits. Bong Spirit Vodka has been available in the largest U.S. market, California.

Bong Spirit Vodka has been available in both on-premise and off-premise national chain accounts such as the Hard Rock Hotel and Casinos, W Hotels, BevMo, TGIFridays, Publix, Albertson's, Sam's Club, ABC, Spec's, Twin's Liquors, Crown Spirits, 67 Liquors and others.

International Distribution

As part of a developing strategy to acquire new international markets, the Company has established a joint venture partnership with its distiller in Holland to establish a firm focus on expanding our international distribution. Bong Spirit Vodka is currently distributed in the Netherlands, the United Kingdom, Canada, Vietnam, Turkey, Poland, Panama, Cyprus, Lebanon, China, Holland, Colombia, Germany, S. Africa, India, Azerbaijan, Macau Kazakhstan, Australia, Israel, Germany, Switzerland.

B. Date and state (or jurisdiction) of incorporation

The Company is a Delaware corporation, incorporated in 1969.

C. Issuer's primary and secondary SIC Codes

The Company's primary SIC code is 5182 – Wine and Alcoholic Beverages

D. Issuer's fiscal year end date

The Company's fiscal year end date is September 30.

E. Principal products or services, and their markets

See Section A above for detail of the Company's principal products and their markets

Item 7 – Issuer's Facilities

The issuer leases an address at 6538 Collins Ave, Suite 262, Miami Beach, FL. 33141. There is currently no lease as it is month to month.

Item 8 – Officers, Directors and Control Persons

A. The names of the executive officers, members of the board of directors, as well as control persons (5% or more ownership of equity securities):

CEO/Chairman – John Antonucci

JPA Capital LLC owns 185,000,000 common shares; = 61.00% of the issued and outstanding common shares. JPA owned and controlled by John Antonucci.

JPA Capital LLC owns 500,000 shares of Series A Preferred Stock which carries super voting rights of seventy percent (70%) of the entire voting Common Stock eligible to vote at any time until such Series A Preferred shares are converted, redeemed, liquidated or cancelled. The Series A Preferred Stock is convertible into common stock at a price of $1.00.

CFO – Michael Armandi

B. Legal and disciplinary history

In the last five years, none of the above listed in Section A have been the subject of:

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

(iv) 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 (10% or more ownership of equity securities)

JPA Capital LLC owns 185,000,000 common shares; = 61.00% of the issued and outstanding common shares. JPA owned and controlled by John Antonucci.

JPA Capital LLC owns 500,000 shares of Series A Preferred Stock which carries super voting rights of seventy percent (70%) of the entire voting Common Stock eligible to vote at any time until such Series A Preferred shares are converted, redeemed, liquidated or cancelled. The Series A Preferred Stock is convertible into common stock at the Price of $1.00

The address for JPA Capital LLC is 40 Wall Street 28th floor, NY, NY 10005

Item 9 – Third Party Providers

Legal counsel

Ofsink, LLC
230 Park Ave A South Centre City Pkwy
Suite 851
New York, NY 92025

Accountant or auditor

RBSM LLP
805 Third Ave.
Suite 902
New York, NY 10022

Investor relations consultant

None

Other advisor

None

Item 10 – Issuer Certification

I, John Antonucci, certify that:

1. I have reviewed the financial statements for the six months ended March 31, 2015, and the continuing disclosure statement of Millennium Prime, 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 Millennium Prime, Inc. as of, and for, the periods presented in this disclosure statement.

Date: May 20, 2015

\\S\\ John Antonucci

John Antonucci
CEO