OTC Pink Basic Disclosures

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

BEVERLY HILLS GROUP, INC.
MOTION PICTURE HALL OF FAME, INC.

2) Address of the issuer's principal executive offices

Company Headquarters
Address 1: c/o Randy Brumbaugh, 8780 19th St. Suite 450
Address 2:Alta Loma, CA 91701
Phone: 626-429-9634
Email: INFO@BHGI.US
Website(s): www.bhgi.us

IR Contact
NONE

3) Security Information

Trading Symbol: BHGI
Exact title and class of securities outstanding: COMMON
CUSIP: 088050 109
Par or Stated Value: $0.001
Total shares authorized: 300,000,000 as of: DECEMBER 31, 2014
Total shares outstanding: 52,918,205 POST SPLIT as of: DECEMBER 31, 2014

Transfer Agent
Name: INTERWEST TRANSFER CO., INC.
Address 1: 1981 MURRAY HOLLADAY RD.
Address 2: SALT LAKE CITY, UT 84117
Phone: 801-272-9294
Is the Transfer Agent registered under the Exchange Act?* Yes: ☒ No: ☐

List any restrictions on the transfer of security:

RULE 144

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

NONE

Within the past year please list any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization:

THE COMPANY DID A 1-FOR-30 REVERSE STOCK SPLIT OF ITS COMMON STOCK THAT BECAME EFFECTIVE ON JULY 8, 2014

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 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.);

4,167 COMMON SHARES (POST SPLIT) ISSUED FOR SERVICES DURING THE YEAR ENDED 12.31.12
41,112 COMMON SHARES (POST SPLIT) ISSUED FOR CASH DURING THE YEAR ENDED 12.31.12
190,184 COMMON SHARES (POST SPLIT) ISSUED FOR SERVICES DURING THE YEAR ENDED 12.31.13
10,740 COMMON SHARES (POST SPLIT) ISSUED FOR CASH DURING THE YEAR ENDED 12.31.13
4,333 COMMON SHARES (POST SPLIT) ISSUED FOR SERVICES DURING THE QUARTER ENDED 3.31.14
1,333 COMMON SHARES (POST SPLIT) ISSUED FOR CASH DURING THE YEAR QUARTER 3.31.14
3,334 COMMON SHARES (POST SPLIT) ISSUED FOR SERVICES DURING THE QUARTER ENDED 6.30.14
50,000 COMMON SHARES (POST SPLIT) ISSUED FOR AN INTANGIBLE ASSET DURING THE QE 9.30.14
52,050,000 COMMON SHARES (POST SPLIT) ISSUED FOR SERVICES DURING THE QE 12.31.14

REGULATION D

B. Any jurisdictions where the offering was registered or qualified;

NONE

C. The number of shares offered;

N/A

D. The number of shares sold;

N/A

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

N/A

F. The trading status of the shares; and

RESTRICTED

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.

YES

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; *provided*, *however*, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than ten percent (10%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

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.

A. Balance Sheets;
B. Statements of Operations;
C. Statement of Stockholder's Equity (Deficit)
D. Statements of Cash Flows;
E. Notes to Financial Statements

FINANCIAL STATEMENTS AND FOOTNOTES ARE LOCATED AT THE END OF THIS DISCLOSURE DOCUMENT

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

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. a description of the issuer's business operations;

A holding company whose primary objective is the acquisition of part or all of economically viable companies.

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

MARCH 2, 2000. NEVADA

C. the issuer's primary and secondary SIC Codes;

6719 (offices of holding company not elsewhere classified) and 7389 (business services not elsewhere classified)

D. the issuer's fiscal year end date;

DECEMBER 31

E. principal products or services, and their markets;

COSMETICS AND NUTRACEUTICALS

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.
NONE

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.

DONNA A. MIKKIN (PRESIDENT, CEO & DIRECTOR)
JACOB THOMAS (DIRECTOR)
GENE O'BRIEN (SECRETARY & TREASURER & DIRECTOR)
PALM DESERT MANAGEMENT, INC. (HOLDER OF GREATER THAN 5%)

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);

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;

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

NONE

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.

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.

PALM DESERT MANAGEMENT INC., GENE O'BRIEN 74040 Hwy 111 Suite 210 Palm Desert, CA 92260 (94%)

Outside Service Providers:

NONE

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:

Legal Counsel
Name: RANDALL V. BRUMBAUGH
Firm: LAW OFFICE OF RANDALL V. BRUMBAUGH
Address 1: 8780 19th STREET, SUITE 450
Address 2: ALTA LOMA, CA 91701
Phone: 626 429 9634
Email: rbrumbaugh@gmail.com

Accountant or Auditor
Name: NONE

Investor Relations Consultant
Name: NONE

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.
Name: NONE

10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, DONNA MIKKIN, CEO/PRESIDENT certify that:

1. I have reviewed this AMENDED QUARTERLY DISCLOSURE STATEMENT of BEVERLY HILLS GROUP, INC. FKA THE MOTION PICTURE HALL OF FAME, 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.

JUNE 22, 2015 [Date]

/S/ *DONNA MIKKIN* [CEO's Signature]

CEO/PRESIDENT [Title]

I, GENE O'BRIEN, SECRETARY & TREASURER certify that:

1. I have reviewed this AMENDED QUARTERLY DISCLOSURE STATEMENT of BEVERLY HILLS GROUP, INC. FKA THE MOTION PICTURE HALL OF FAME, 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.

JUNE 22, 2015 [Date]

/S/ *GENE O'BRIEN* [Signature]

SECRETARY & TREASURER [Title]

Beverly Hills Group, Inc.
(fka The Motion Picture Hall of Fame, Inc.)
Balance Sheets
(Unaudited)

	December 31, 2014	December 31, ~~2013~~ 2ND RESTATEMENT
Assets		
Current assets		
Cash and cash equivalents	$ 1,136	$ 3,244
Total current assets	1,136	3,244
Intangible assets	37,500	-
Total assets	$ 38,636	$ 3,244
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable and accrued liabilities	$ 142,966	$ 8,686
Loan Payable, related party	52,000	-
Note payable plus accrued interest	633,602	328,650
Total liabilities	828,568	337,336
Stockholders' equity		
Common stock:		
300,000,000 common shares, $0.001 par value 52,918,205 and 809,064 shares issued	52,918	809
Additional paid-in capital	55,572,244	7,544,713
Subscriptions receivable	(35,625,000)	-
Subscriptions payable	50,000	50,000
Retained deficit	(20,840,094)	(7,929,614)
Total Stockholders' Deficit	(789,932)	(334,092)
	$38,636	$3,244

Beverly Hills Group, Inc.

(fka The Motion Picture Hall of Fame, Inc.)
Statements of Operations
(Unaudited)

	For the Twelve Months Ended December 31, 2014	For the Twelve Months Ended December 31, 2013 RESTATED
REVENUES	12,675	30,296
OPERATING		
EXPENSES Stock for services General and	10,958,800	1,852,900
administrative	988,959	54,360
Advertising and promotion	15,704	21,397
	72,893	6,038
Travel	12,036,356	1,934,695
Total Operating Expenses	(12,023,681)	(1,904,399)
NET LOSS FROM OPERATIONS		
OTHER INCOME (EXPENSE)	(25,000)	-
	(21,600)	(21,600)
Other (expense) -		
Discontinued Opperations	(46,600)	(21,600)
Other (expense) - Interest and late fees		
	(12,070,281)	(1,925,999)
Total other		
income (expense)	-	-
NET LOSS	(12,070,281)	(1,925,999)
BEFORE TAXES		
Provision for income taxes	(0.43)	(0.02)
NET LOSS	52,918,205	650,237

Beverly Hills Group, Inc.

(fka The Motions Picture Hall of Fame, Inc.)
Statement of Stockholders' Equity (Deficit)
(Unauditied)

	Common Stock		Additional Paid-in Capital	Subscriptions receivable	Subscriptions payable	Accumulated (Deficit)	Total Stockholders'
	Shares	Amount					
Balance - December 31, 2012 (2ND	**608,140**	**$608**	**$6,347,354**	**$0**	**$50,000**	**($7,027,601)**	**($629,639)**
Issuance of shares for services	166,833	190	1,601,410	-	-	-	1,601,600
Prior period adjustment	34,091	11	300,289	-	-	183,786	481,686
(Loss) for the year	-	-	-	-	-	(1,925,999)	(1,923,599)
Balance - December 31, 2013 (2ND RESTATEMENT)	**809.064**	**$809**	**8.249.053**	**0**	**50.000**	**(8.769.814)**	**(469.952)**
Issuance of shares for services	4,333	4	44,196	-	-	-	44,200
Issuance of shares for cash	1,333	2	3,998	-	-	-	4,000
Issuance of shares for services	3,334	3	2,097	-	-	-	2,100
Rounding	141		-	-	-	-	-
Issuance of shares for intangible asset	50,000	50	37,450	-	-	-	37,500
Issuance of shares for services	50,000	50	37,450	-	-	-	37,500
Issuance of shares for services	50,000,000	50,000	37,450,000	(37,500,000)	-	-	-
Issuance of shares for services	1,000,000	1,000	749,000	-	-	-	750,000
Issuance of shares for services	1,000,000	1,000	8,999,000	-	-	-	9,000,000
Services expensesd	-	-	-	1,875,000	-	-	-
(Loss) for the year	-	-	-	-	-	(12,070,281)	0
Balance – December 31, 2014	**52,918,205**	**52,918**	**55,572,244**	**(35,625,000)**	**50,000**	**(20,840,095)**	**(789,933)**

Beverly Hills Group, Inc.

(fka The Motion Picture Hall of Fame, Inc.)
Statements of Cash Flows
(Unaudited)

CASH FLOWS FROM OPERATING ACTIVITIES	For the Twelve Months Ended December 31, 2014	For the Twelve Months Ended December 31, 2013 RESTATED
Net income (loss)	($12,070,281)	($1,925,999)
Adjustments to reconcile net income (loss) to net cash from operating activities:		
Issuance of shares for compensation	11,708,800	1,852,900
Changes in Operating Assets and Liabilities:		
Receivables		72,865
Accounts payable and accrued expenses	134,280	(10,338)
Accrued interest and late fees payable	273,093	-
Net cash used in operating activities	45,892	(10,572)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from others	(52,000)	-
Issuances of shares and subscriptions	4,000	-
Advances to former management		-
Net cash provided by financing activities	(48,000)	-
NET CHANGE IN CASH	(2,108)	(10,572)
CASH AT BEGINNING OF PERIOD	3,244	13,816
CASH AT END OF PERIOD	1,136	3,244
SUPPLEMENTAL CASH FLOW DISCLOSURES		
Cash paid for interest	$ -	$ -
Cash paid for income taxes	$ -	$ -
NON-CASH INVESTING AND FINANCING ACTIVITIES		
Common stock issued for services	$ 11,708,800	$ 1,852,900
Common stock issued for assets	$ 37,500	$ -

Beverly Hills Group, Inc.
(fka Motion Picture Hall of Fame, Inc.)
Notes to Financial Statements
December 31, 2014 and December 31, 2013 (RESTATED)
(Unaudited)

1. DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

Beverly Hills Group, Inc. ("the Company") was incorporated in the State of Nevada on March 2, 2000 as The Motion Picture Hall of Fame, Inc. in order to create, develop and manage a themed attraction dedicated to the history and art of making motion pictures, and to create, build and maintain a Motion Picture Hall of Fame (the "Themed Attraction Business"). On August 22 2014, the Company acquired assets and intellectual property related to a line of beauty and skin care and Nutraceuticals products (the "Cosmetic Assets") that the Company intends to launch under the name "Latitud 32." The Company intends to use these products as a base line portfolio and to continue researching, developing and launching natural ingredient products. Immediately after acquiring the Cosmetic Assets, the Company sold all assets and intellectual property related to the Themed Attraction Business. Accordingly, the Company changed its operational focus to developing the products related to the Cosmetic Assets and discontinued its operation in the Themed Attraction Business upon transfer the related assets and intellectual property (see Note 9).

The Company declared a 1-for-30 reverse stock split of its common stock that became effective on July 8, 2014, All references in the accompanying financial statements as to the Company's equity structure and to the number of shares outstanding and per-share amounts have been restated to reflect in the indicated amendment to the articles of incorporated and to the 1:30 reverse stock split.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Cash and cash equivalents

The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

Property and Equipment

Property and equipment are stated at cost. Expenditures for maintenance and repairs are charged to earnings as incurred. Additions, renewals and betterments are capitalized. When property and equipment are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the respective accounts, and a gain or loss is included in operations. Depreciation of property and equipment is provided using the straight-line method for substantially all assets with estimated lives of five to seven years. As of December 31, 2014 the Company had no property and equipment.

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 and disclosures 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 those estimates.

Income Taxes

The Company accounts for its income taxes under the provisions of ASC Topic 740, "Income Taxes." The method of accounting for income taxes under ASC 740 is an asset and liability method. The asset and liability method requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of temporary differences between tax bases and financial reporting bases of other assets and liabilities. The Company had no material unrecognized income tax assets or liabilities for the year ended December 31, 2014. The Company recognizes income tax interest and penalties as a separately identified component of general and administrative expense. During year ended December 31, 2014, there were no income tax, or related interest and penalty items in the income statement, or liabilities on the balance sheet.

Issuance of shares for Service

The Company accounts for the issuance of equity instruments to acquire goods and services based on the fair value of the goods and services or the fair value of the equity instrument at the time of issuance, whichever is more reliably measurable.

Stock-based Compensation

The Company accounts for stock-based compensation under ASC Topic 505-50, formerly Statement of Financial Accounting Standards ("SFAS") No. 123R, "Share-Based Payment" and SFAS No. 148, "Accounting for Stock-Based Compensation – Transition and Disclosure – An amendment to SFAS No. 123." These standards define a fair-value-based method of accounting for stock-based compensation.

Basic and diluted net loss per Share

The Company reports earnings (loss) per share in accordance with ASC Topic 260-10, "Earnings per Share." Basic earnings (loss) per share is computed by dividing income (loss) available to common shareholders by the weighted average number of common shares available. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. The Company did not have any dilutive instruments outstanding as of December 31, 2014.

GOING CONCERN

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has incurred net losses from inception to December 31, 2014 of $20,840,094 and as of December 31, 2014 has a working capital deficit of $789,932. Losses are expected to continue for the immediate future. In addition, the Company's cash flow requirements have been met by the generation of capital through private placements of the Company's common stock and loans. No assurance can be given that this source of financing will continue to be available to the Company and demand for the Company's equity instruments will be sufficient to meet its capital needs. The financial statements do not include any adjustments relating to the recoverability and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. The Company's continuation as a going concern is dependent upon its ability to generate sufficient cash flow to meet its obligations on a timely basis, to retain its current financing, to obtain additional financing, and ultimately to generate revenues.

3. INTANGIBLE ASSETS

On August 22, 2014, Beverly Hills Group acquired from a third party certain intangible assets pertaining to skin care and beauty products created by seller that the Company plans to manufacture and market. Under the terms of the agreement the Company is to issue seller 50,000 shares of its common stock. Seller agreed to execute a lock up agreement restricting the sale of the common shares purchased to no more than 10,000 shares during each of the three month period for a total of the twelve months beginning at the closing date and no more than 20,000 shares during a three month period for the next twelve month period. The lock up agreement terminates 24 months from the closing date.
The Company valued the intangible assets at the $37,500, based upon the trading price of the 50,000 shares on the closing date of $0.75 per share. As the intangible assets have no defined life, the intangible assets acquired are not subject to amortization.

4. NOTES PAYABLE

In August 2002, the Company received a loan from an unrelated individual amounting to $180,000. Interest on this loan is $1,050 per month and payable monthly. The loan was due and payable on October 30, 2007. In May 2014, the Company issued a replacement convertible promissory note to the holder of this debt in the principal amount of $335,850, reflecting the principal and accrued interest of the August 2002 note payable through March 31, 2014. The convertible promissory note accrues interest at 6% per annum and permits the holder to convert principal and accrued interest, subject to a 9.99% ownership limitation, into shares or common stock at a conversion price of $0.0025 per share. On November 15, 2014, the Company received a conversion notice requesting the issuance of 5,081,734 shares upon conversion of $12,704.34 of the note's outstanding balance, leaving a principle amount of $323,145.66. The Company issued out 5,081,734 shares on January 6, 2015.

5. LOANS PAYABLE - OTHER

During the year ended December 31, 3014, an unrelated third party made advances and directly paid Company expenses. The Loan Payable is unsecured, non-interest bearing and due on demand.

6. INCOME TAXES

No provision has been made for income taxes. Through December 31, 2014, the Company incurred net operating losses for income tax purposes of approximately $20,840,094. The net operating loss carryforwards maybe used to reduce taxable income through the year 2034, subject to limitations pursuant IRC Section 382. The net deferred tax asset balance due to net operating loss carryforward as of December 31, 2014 was approximately $7,294,033. A 100% valuation allowance has been established against the deferred tax asset, as the utilization of the loss carryforward cannot reasonably be assured.

7. SHAREHOLDERS' EQUITY

Effective October 17, 2003, the Company executed a 10 to 1 reverse stock split for all outstanding common stock with par value of $0.0001.

Effective July 1, 2013 the Company increased its authorized capital to 150,000,000 common shares with $0.0001 par value.

Effective June 5, 2014 the Company increased its authorized capital to 300,000,000 common shares with $0.001 par value.

Effective July 8, 2014 the Company split its issued common shares 1 for 30 leaving the authorized capital unchanged.
All common stock amounts have been retroactively restated to reflect this split as well as the weighted average and per share amounts.

8. DISCONTINUED OPERATIONS

On August 22, 2014, the Company spun out the assets of its Motion Picture Hall of Fame concept including $25,000 and all intellectual properties associated therein to an entity owned by the former management of the Company. In exchange for the transferred assets, the Company’s shareholders each received an option to purchase shares in the new entity at par value to acquire the same percentage of shares it had in the Company prior to the change in new management.

9. SUBSEQUENT EVENTS

NONE