

KYN CAPITAL GROUP, INC.  
535 Fifth Avenue, 4th Floor  
New York, NY 10017  
646-328-0703

***KYN CAPITAL GROUP, INC.  
COMPANY INFORMATION AND DISCLOSURE STATEMENT***

**Part A: General Company Information**

As used in this disclosure statement, the terms "we", "us", "our", "KYNC" and the "Company" means, KYN Capital Group, Inc., a Nevada corporation.

**Item I: The exact name of the issuer and its predecessor (if any).**

Current since March 12, 2015:	KYN Capital Group, Inc.
Before March 12, 2015:	New Taohuayuan Culture Tourism Co., Ltd.

**Item II: The address of the issuer's principal executive offices**

KYN Capital Group, Inc.  
535 Fifth Avenue, 4th Floor  
New York, NY 10017  
Website: [www.kyncapitalgroup.com](http://www.kyncapitalgroup.com)  
Phone: 646-328-0703  
Email: [info@kyncapitalgroupinc.com](mailto:info@kyncapitalgroupinc.com)

**Item III: The jurisdiction(s) and date of the issuer's incorporation or organization.**

KYN Capital Group, Inc. (the "Company") was originally incorporated on November 3, 2004 in the State of Nevada under the name of New Taohuayuan Culture Tourism Co., Ltd., which was an investment holding company. The Company was administratively abandoned since 2009 and reinstated in March of 2015 through a court-appointed guardian. On December 18, 2014, the District Court for Clark County, Nevada, entered an order appointing a custodian for KYNC. On January 22, 2015, the Custodian caused KYNC to file a Form 15-12G with the Securities and Exchange Commission to deregister its common stock under the Securities Exchange Act of 1934, as amended. Since that time its common stock traded on the OTC Pink Sheets under the symbol of "NTYN" and now trades under the symbol "KYNC". On April 9, 2015, the Company entered into a Plan of Exchange with KYN Capital Group, Inc., a Wyoming corporation ("KYN"), pursuant to which KYN became a wholly owned subsidiary of KYNC. The Company filed a Certificate of Amendment with the Nevada Secretary of State on March 12, 2015, to change its name to KYN Capital Group, Inc. On the same date, the Company filed a Certificate of Change with the Nevada Secretary of State regarding a 1:1,600 reverse stock split of its common stock exchanging one thousand, six hundred (1,600) shares of common stock for one (1) share of post reverse split common stock. The reverse split and name change were effective with FINRA as of April 9, 2015. All common stock and per share data for the period presented herein has been restated to give effect of the reverse split in accordance with SAB Topic 4C. The authorized capitalization of KYN Capital Group, Inc. now amounts to 190,000,000 shares of Common Stock, par value \$.001, and 10,000,000 shares of Preferred Stock, par value \$.001. Out of the 10,000,000 shares of preferred stock, 260,000 shares were further designated as Convertible Series A Preferred Stock. Each share has a conversion ratio of 1:100 and is entitled to one hundred (100) votes on any and all matters considered and voted upon by the Company's common stock, and three million (3,000,000) shares were designated as Series B Preferred Stock without conversion and voting rights. The Company is a capital finance leasing corporation involved in real estate acquisitions, asset-based lending, and equipment leasing.

## **Part B: Share Structure**

### **Item IV: The exact title and class of securities outstanding.**

Security Symbol:	KYNC
CUSIP Number:	482781101
Classes:	Common Stock
Authorized:	190,000,000
Outstanding:	47,511,698
Security Symbol:	N/A
CUSIP Number:	N/A
Classes:	Preferred Stock
Authorized:	10,000,000
Outstanding:	260,000
Security Symbol:	N/A
CUSIP Number:	N/A
Classes:	Series A Convertible Preferred Stock
Designated:	260,000
Outstanding:	260,000
Security Symbol:	N/A
CUSIP Number:	N/A
Classes:	Series B Preferred Stock
Designated:	3,000,000
Outstanding:	-0-

3) The Company agrees to remain current in all of its filings.

### **Item V: Par or stated value and description of the security.**

#### **A. Par or Stated Value.**

Common Stock: \$.001 par value

Preferred Stock: \$.001 par value

#### **B. Common or Preferred Stock.**

1. For common equity, describe any dividend, voting and preemption rights.

Each share of Common Stock is entitled to one vote, which shares do not have pre-emptive rights. Dividends, if any, are declared at the discretion of the Board of Directors.

2. For preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions.

The designation, powers, including voting rights, preferences and any qualifications, limitations, or restrictions of the Preferred Stock will be established from time to time upon the approval by both Directors and Majority Shareholders of Company.

On March 26, 2015, the Company filed a Certificate of Amendment with the State of Nevada amend its articles for the designation of 10,000,000 shares of Preferred Stock, \$.001 par value, which shall each have the relative rights, privileges, limitations and preferences as set forth below:

***Convertible Preferred Series A Stock***

- a. Designation. The series of Preferred Stock created hereby shall be designated the Convertible Preferred Series A Stock (the "Convertible Preferred Series A Stock").
- b. Authorized Shares. The number of authorized shares of Convertible Preferred Series A Stock shall be 260,000 (two hundred and sixty thousand) shares.
- c. Liquidation Rights. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, after setting apart or paying in full the preferential amounts due to Holders of senior capital stock, if any, the Holders of Convertible Preferred Series A Stock and parity capital stock, if any, shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the Holders of junior capital stock, including Common Stock, an amount equal to \$.001 per share (the "Liquidation Preference"). If upon such liquidation, dissolution or winding up of the Corporation, the assets of the Corporation available for distribution to the Holders of the Convertible Preferred Series A Stock and parity capital stock, if any, shall be insufficient to permit in full the payment of the Liquidation Preference, then all such assets of the Corporation shall be distributed ratably among the Holders of the Convertible Preferred Series A Stock and parity capital stock, if any. Neither the consolidation or merger of the Corporation nor the sale, lease or transfer by the Corporation of all or a part of its assets shall be deemed a liquidation, dissolution or winding up of the Corporation for purposes of this Section (c).
- d. Dividends. The Convertible Preferred Series A Stock is not entitled to receive any dividends in any amount during which such shares are outstanding.
- e. Conversion Rights. Each share of Convertible Preferred Series A Stock shall be convertible, at the option of the Holder, into 100 (one hundred) fully paid and non-assessable shares of the Corporation's Common Stock. The foregoing conversion calculation shall be hereinafter referred to as the "Conversion Ratio."
  - i. Conversion Procedure. Upon written notice to the Holder, the Holder shall effect conversions by surrendering the certificate(s) representing the Convertible Preferred Series A Stock to be converted to the Corporation, together with a form of conversion notice satisfactory to the Corporation, which shall be irrevocable. Not later than five (5) business days after the conversion date, the Corporation will deliver to the Holder, (i) a certificate or certificates, which shall be subject to restrictive legends, representing the number of shares of Common Stock being acquired upon the conversion; provided, however, that the Corporation shall not be obligated to issue such certificates until the Convertible Preferred Series A Stock is delivered to the Corporation. If the Corporation does not deliver such certificate(s) by the date required under this paragraph (e) (i), the Holder shall be entitled by written notice to the Corporation at any time on or before receipt of such certificate(s), to receive 100 Convertible Preferred Series A Stock shares for every week the Corporation fails to deliver Common Stock to the Holder.

- ii. Adjustments on Stock Splits, Dividends and Distributions. If the Corporation, at any time while any Convertible Preferred Series A Stock is outstanding, (a) shall pay a stock dividend or otherwise make a distribution or distributions on shares of its Common Stock payable in shares of its capital stock whether payable in shares of its Common Stock or of capital stock of any class, (b) subdivide outstanding shares of Common Stock into a larger number of shares, (c) combine outstanding shares of Common Stock into a smaller number of shares, or (d) issue reclassification of shares of Common Stock for any shares of capital stock of the Corporation, the Conversion Ratio shall be adjusted by multiplying the number of shares of Common Stock issuable by a fraction of which the numerator shall be the number of shares of Common Stock of the Corporation outstanding after such event and of which the denominator shall be the number of shares of Common Stock outstanding before such event. Any adjustment made pursuant to this paragraph (e)(iii) shall become effective immediately after the record date for the determination of stockholders entitled to receive such dividend or distribution and shall become effective immediately after the effective date in the case of a subdivision, combination or reclassification. Whenever the Conversion Ratio is adjusted pursuant to this paragraph, the Corporation shall promptly mail to the Holder a notice setting forth the Conversion Ratio after such adjustment and setting forth a brief statement of the facts requiring such adjustment.
- iii. Adjustments on Reclassifications, Consolidations and Mergers. In case of reclassification of the Common Stock, any consolidation or merger of the Corporation with or into another person, the sale or transfer of all or substantially all of the assets of the Corporation or any compulsory share exchange pursuant to which the Common Stock is converted into other securities, cash or property, then each Holder of Convertible Preferred Series A Stock then outstanding shall have the right thereafter to convert such Convertible Preferred Series A Stock only into the shares of stock and other securities and property receivable upon or deemed to be held by Holders of Common Stock following such reclassification, consolidation, merger, sale, transfer or share exchange, and the Holder shall be entitled upon such event to receive such amount of securities or property as the shares of the Common Stock into which such Convertible Preferred Series A Stock could have been converted immediately prior to such reclassification, consolidation, merger, sale, transfer or share exchange would have been entitled. The terms of any such consolidation, merger, sale, transfer or share exchange shall include such terms so as to continue to give to the Holder the right to receive the securities or property set forth in this paragraph (e)(iv) upon any conversion following such consolidation, merger, sale, transfer or share exchange. This provision shall similarly apply to successive reclassifications, consolidations, mergers, sales, transfers or share exchanges.
- iv. Fractional Shares: Issuance Expenses. Upon a conversion of Convertible Preferred Series A Stock, the Corporation shall not be required to issue stock certificates representing fractions of shares of Common Stock, but shall issue that number of shares of Common Stock rounded to the nearest whole number. The issuance of certificates for shares of Common Stock on conversion of Convertible Preferred Series A Stock shall be made without charge to the Holder for any documentary stamp or similar taxes that may be payable in respect of the issue or delivery of such certificate, provided that the Corporation shall not be required to pay any tax that may be payable in respect of any transfer involved in the issuance and delivery of any such certificate upon conversion in a name other than that of the Holder, and the Corporation shall not be required to issue or deliver such certificates unless or until the person or persons requesting the issuance thereof shall have paid to the Corporation the amount of such tax or shall have established to the satisfaction of the Corporation that such tax has been paid.
- f. Voting Rights. Except as otherwise expressly provided herein or as required by law, the Holders of shares of Convertible Preferred Series A Stock shall be entitled to vote on any and all matters considered and voted upon by the Corporation's Common Stock. The Holders of the Convertible Preferred Series A Stock shall be entitled to 100 (one hundred) vote per share of Convertible Preferred Series A Stock.

- g. **Reservation of Shares of Common Stock.** The Corporation covenants that it will at all times reserve and keep available out of its authorized and unissued Common Stock solely for the purpose of issuance upon conversion of Convertible Preferred Series A Stock as herein provided, free from preemptive rights or any other actual contingent purchase rights of persons other than the Holders of Convertible Preferred Series A Stock, such number of shares of Common Stock as shall be issuable upon the conversion of the outstanding Convertible Preferred Series A Stock. If at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all outstanding Convertible Preferred Series A Stock, the Corporation will take such corporate action necessary to increase its authorized shares of Common Stock to such number as shall be sufficient for such purpose. The Corporation covenants that all shares of Common Stock that shall be so issuable shall, upon issue, be duly and validly authorized, issued and fully paid and non-assessable.

### ***Convertible Preferred Series B Stock***

On March 26, 2015, the Company filed a Certificate of Amendment with the State of Nevada amend its articles for the designation of 3,000,000 shares of Preferred Series B Stock, \$.001 par value, which shall be senior to the common stock and have the relative rights, privileges, limitations and preferences as set forth below:

(1) **Authorization Number.** The Series B Preferred Stock ("Series B Preferred Stock") shall consist of 3,000,000 shares, \$.001 par value. Series B Preferred Stock is authorized by the Board of Directors of this Corporation and shall be senior to the common stock.

(2) **Conversion into Common Stock.** The shares of Series B Preferred Stock are not convertible into any other class or series of stock.

(3) **Voting Rights.** Except as otherwise required by law, the holders of Series B Preferred Stock have no voting right on all matters.

(4) **Redemption.** The shares of Series B Preferred Stock will generally be redeemable within 120 days. Redemption provision will be amended at option of the Board of Directors of the Corporation from time to time, thereof.

(5) **Dividends.** The shares of Series B Preferred Stock are entitled to receive any dividends in any amount during which such shares are outstanding. The dividends should be predetermined, or determined on a transaction basis by the Board of Directors of the Corporation.

(6) **Liquidation Preference.** (a) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation"), the assets of the Corporation available for distribution to its stockholders shall be distributed as follows:

(1) The holders of Series B Preferred Stock shall be entitled to receive, prior to the holders of Common Stock and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the corporation by reason of their ownership of such stock, an amount equal to \$1.00 per share with respect to each share of Series B Preferred Stock.

(2) If upon occurrence of a Liquidation the assets and funds thus distributed among the holders of Series B Preferred Stock shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of Series B Preferred Stock ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(3) After payment of the full amounts to the holders of Series B Preferred Stock as set forth above in paragraph (6)(a)(1), any remaining assets of the Corporation shall be distributed pro rata to the holders of Series B Preferred Stock and Common Stock (in the case of Series B Preferred Stock, on an "as converted" basis into Common Stock).

(b) For purposes of this Section 6, and unless a majority of the holders of Series B Preferred Stock affirmatively vote or agree by written consent to the contrary, a Liquidation shall be deemed to include (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) and (ii) a sale of all or substantially all of the assets of the Corporation, unless the Corporation's stockholders of records as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity.

(c) If any of the assets of the Corporation are to be distributed other than in cash under this Section 6, then the board of directors of the Corporation shall promptly engage independent competent appraisers to determine the value of the assets to be distributed to the holders of Series B Preferred Stock or Common Stock. The Corporation shall, upon receipt of such appraiser's valuation, give written notice to each holder of shares of Series B Preferred Stock or Common Stock of the appraiser's valuation.

(7) Reissuance. No share or shares of Series B Preferred Stock acquired by the Corporation, by reason of redemption, shall be cancelled. All such shares shall be returned to the status of unissued shares of Series B Preferred Stock of the Corporation.

3. Describe any other material rights of common or preferred stockholders.

None.

4. Describe any provision in issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

The issuance of 260,000 shares of Convertible Preferred Series A stock to KYN Capital Interests, Inc., which have total voting power of 26,000,000 common shares on a fully diluted basis, may tend to delay, defer or prevent a change in control of the issuer.

**Item VI: The number of shares or total amount of the securities outstanding for each class of securities authorized.**

**Common Stock**

Period end date:	September 23, 2015
Number of Shares Outstanding:	47,511,698
Number of Shares Authorized:	190,000,000
Public Float:	7,394
Total Number of Beneficial Shareholders <sup>(1)</sup> :	3
Total Number of Shareholders of Record:	344

Period end date:	December 31, 2014
Number of Shares Outstanding:	18,727,327
Number of Shares Authorized:	50,000,000
Public Float:	18,727,327
Total Number of Beneficial Shareholders <sup>(1)</sup> :	0
Total Number of Shareholders of Record:	962



Period end date:	December 31, 2013
Number of Shares Outstanding:	18,727,327
Number of Shares Authorized:	50,000,000
Public Float:	18,727,327
Total Number of Beneficial Shareholders <sup>(1)</sup> :	0
Total Number of Shareholders of Record:	962

<sup>(1)</sup> Shareholders currently hold more than 5%

**Preferred Stock (including Convertible Preferred Series A Stock and Preferred Series B Stock) <sup>(3)</sup>**

Period end date:	September 23, 2015
Number of Shares Outstanding:	260,000
Number of Shares Authorized:	10,000,000
Public Float:	-0-
Total Number of Beneficial Shareholders <sup>(2)</sup> :	1
Total Number of Shareholders of Record:	1

Period end date:	December 31, 2014
Number of Shares Outstanding:	-0-
Number of Shares Authorized:	10,000,000
Public Float:	-0-
Total Number of Beneficial Shareholders <sup>(2)</sup> :	-0-
Total Number of Shareholders of Record:	-0-

Period end date:	December 31, 2013
Number of Shares Outstanding:	-0-
Number of Shares Authorized:	10,000,000
Public Float:	-0-
Total Number of Beneficial Shareholders:	-0-
Total Number of Shareholders of Record:	-0-

<sup>(2)</sup> Shareholder currently holds 100% ownership.

**Convertible Preferred Series A Stock**

Period end date:	September 23, 2015
Number of Shares Outstanding:	260,000
Number of Shares Designated:	260,000
Public Float:	-0-
Total Number of Beneficial Shareholders <sup>(2)</sup> :	1
Total Number of Shareholders of Record:	1

Period end date:	December 31, 2014
Number of Shares Outstanding:	-0-
Number of Shares Designated:	-0-
Public Float:	-0-
Total Number of Beneficial Shareholders:	-0-
Total Number of Shareholders of Record:	-0-

Period end date:	December 31, 2013
Number of Shares Outstanding:	-0-
Number of Shares Designated:	-0-
Public Float:	-0-
Total Number of Beneficial Shareholders:	-0-
Total Number of Shareholders of Record:	-0-

- (2) Shareholder currently holds 100% ownership.

#### Preferred Series B Stock

Period end date:	September 23, 2015
Number of Shares Outstanding:	-0-
Number of Shares Designated:	3,000,000
Public Float:	-0-
Total Number of Beneficial Shareholders:	-0-
Total Number of Shareholders of Record:	-0-

Period end date:	December 31, 2014
Number of Shares Outstanding:	-0-
Number of Shares Designated:	-0-
Public Float:	-0-
Total Number of Beneficial Shareholders:	-0-
Total Number of Shareholders of Record:	-0-

Period end date:	December 31, 2013
Number of Shares Outstanding:	-0-
Number of Shares Designated:	-0-
Public Float:	-0-
Total Number of Beneficial Shareholders:	-0-
Total Number of Shareholders of Record:	-0-

### **Part C: Business Information**

#### **Item VII: The name address of the transfer agent**

CORPORATE STOCK TRANSFER  
 3200 Cherry Creek Drive South, Suite 430  
 Denver, Colorado 80209  
 Telephone: 303-282-4800  
 Fax: 303-282-4800  
 E-mail: shumpreys@corporatestock.com

Note: CORPORATE STOCK TRANSFER is a registered transfer agent with the U.S. S.E.C.



## **Item VIII: The nature of the issuer's business**

### **A. Business Development:**

KYN Capital Group, Inc. (the “Company”) was originally incorporated on November 3, 2004 in the State of Nevada under the name of New Taohuayuan Culture Tourism Co., Ltd., which was an investment holding company. The Company was administratively abandoned since 2009. On November 5, 2004, the Company acquired Shanxi KYNC by issuing 17,027,328 shares of its common stock to the original shareholders of Shanxi KYNC in exchange for 100% of their membership interests (the “Merger”). On December 18, 2014, the District Court for Clark County, Nevada, entered an order appointing a custodian for KYNC. On January 22, 2015, the Custodian caused KYNC to file a Form 15-12G with the Securities and Exchange Commission to deregister its common stock under the Securities Exchange Act of 1934, as amended. Since that time its common stock has traded on the OTC Pink Sheets under the symbol of “KYNC”. KYNC entered into a Plan of Exchange with KYN Capital Group, Inc., a Wyoming corporation (“KYN”), pursuant to which KYN became a wholly owned subsidiary of KYNC. In furtherance of this plan, the Company filed a Certificate of Amendment with the Nevada Secretary of State on March 12, 2015, to change its name to KYN Capital Group, Inc.

KYN Capital Group, Inc. is a Capital-Finance Leasing Company, primarily involved in real estate acquisitions, asset-based lending, and equipment-leasing. The Company specializes in acquiring real estate under market value, and, the equity that is available is taken out as capital to be re-invested into, asset-based lending, and equipment-leasing. The Company provides asset-based loans for companies and individuals that provide adequate and suitable collateral for a loan. The loan amounts range from a minimum of \$250,000 to a maximum of, \$100 Million+. Under its equipment-leasing service, the Company extends credit; arranges financing, leasing, and/or rental of, automobiles, computer hardware, industrial mining equipment, construction equipment, airplanes, yachts, hauling vessels, and specific custom-orders. Also, the Company offers “real estate synthetic leases” where it acquires a target asset for a client, and then leases the asset to the client under a favorable lease.

Basically, KYN’s operations revolve around real estate investment & acquisition, asset-based lending, and equipment-leasing. Its realty acquisitions allow an opportunity to re-deploy equity capital to build asset value, and generate residual income from real estate, collateralized loans, and equipment leases combined. The Company was recently organized and all of the above described operations are part of its business plan, which has not been fully implemented to date.

#### **1. The form of organization of the issuer:**

Nevada C Corporation.

#### **2. The year that the issuer (or any predecessor) was organized:**

Incorporated in the State of Nevada, United States of America on November 3, 2004 as New Taohuayuan Culture Tourism Co., Ltd.

#### **3. The issuer's fiscal year end date:**

December 31

#### **4. Whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding:**

The Company was administratively abandoned and reinstated in December of 2014 through a court appointed guardian – Custodian.

5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets:

The Company was originally incorporated in the State of Nevada on November 3, 2004 as New Taohuayuan Culture Tourism Co., Ltd.

Shanxi New Taohuayuan Culture Tourism Company Limited ("Shanxi NTHY") was incorporated in the People's Republic of China ("PRC") on August 3, 1997 as a limited liability company. Shanxi NTHY operated a resort in Xi'an, in the PRC, provided catering, hotel and related services.

Pursuant to an agreement and plan of migratory merger between the Company (then operating as New Taohuayuan Culture Tourism Co., Ltd.) and Shanxi NTHY on November 5, 2004, New Taohuayuan Culture Tourism Co., Ltd. acquired Shanxi NTHY by issuing 17,027,328 shares of its common stock to the original shareholders of Shanxi NTHY in exchange for 100% of their membership interests (the "Merger"). As a result, the controlling member of Shanxi NTHY had effective and actual operating control of the Company. The Merger was approved by the Shanxi Ministry of Commerce on November 24, 2004. Since then, Shanxi NTHY had become a wholly owned subsidiary of New Taohuayuan Culture Tourism Co., Ltd. and its status changed to a wholly owned foreign enterprise.

KYN Capital Group, Inc. (the "Company") was originally incorporated on November 3, 2004 in the State of Nevada under the name of New Taohuayuan Culture Tourism Co., Ltd., which was an investment holding company as stated above.

The Company was administratively abandoned since 2009 and reinstated in March of 2015 through a court-appointed guardian. On December 18, 2014, the District Court for Clark County, Nevada, entered an order appointing a custodian for KYNC. On January 22, 2015, the Custodian caused KYNC to file a Form 15-12G with the Securities and Exchange Commission to deregister its common stock under the Securities Exchange Act of 1934, as amended.

Since that time its common stock traded on the OTC Pink Sheets under the symbol of "NTYN" and now trades under the symbol "KYNC". On April 9, 2015, the Company entered into a Plan of Exchange with KYN Capital Group, Inc., a Wyoming corporation ("KYN"), pursuant to which KYN became a wholly owned subsidiary of KYNC. The Company filed a Certificate of Amendment with the Nevada Secretary of State on March 12, 2015, to change its name to KYN Capital Group, Inc.

On March 12, 2015, the Company filed a Certificate of Change with the Nevada Secretary of State regarding a 1:1,600 reverse stock split of its common stock exchanging one thousand, six hundred (1,600) shares of common stock for one (1) share of post reverse split common stock. The reverse split was effective as of April 9, 2015. The authorized capitalization of KYN Capital Group, Inc. now amounts to 190,000,000 shares of Common Stock, par value \$.001, and 10,000,000 shares of Preferred Stock, par value \$.001. Out of the 10,000,000 shares of preferred stock, 260,000 shares were further designated as Convertible Series A Preferred Stock. Each share has a conversion ratio of 1:100 and is entitled to one hundred (100) votes on any and all matters considered and voted upon by the Company's common stock, and three million (3,000,000) shares were designated as Series B Preferred Stock without conversion and voting rights. The Company is a capital finance leasing corporation involved in real estate acquisitions, asset-based lending and equipment leasing.

On June 16, 2015 the Company entered into a binding letter of intent with Multi-Family Residential Portfolio, a Palm Beach, Florida real estate concern, to purchase a portfolio of residential properties from Multi-Family through the issuance of \$15,000,000 of preferred stock of the Company. The purchase is subject to the execution of, and closing under, a definitive share exchange agreement.

6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments:

None.

7. Any change of control:

Pursuant to an agreement and plan of migratory merger between the Company (then operating as New Taohuayuan Culture Tourism Co., Ltd.) and Shanxi NTHY on November 5, 2004, New Taohuayuan Culture Tourism Co., Ltd. acquired Shanxi NTHY by issuing 17,027,328 shares of its common stock to the original shareholders of Shanxi NTHY in exchange for 100% of their membership interests (the "Merger"). As a result, the controlling member of Shanxi NTHY had effective and actual operating control of the Company. The Merger was approved by the Shanxi Ministry of Commerce on November 24, 2004. Since then, Shanxi NTHY had become a wholly owned subsidiary of New Taohuayuan Culture Tourism Co., Ltd. and its status changed to a wholly owned foreign enterprise.

In March of 2015, the Board of Directors of the Company approved to issue 260,000 shares of Convertible Series A Preferred Stock to KYN Capital Interests, Inc., for its services in connection with reorganization of the Company. Such issuance gave KYN Capital Interests, Inc. a majority of the then issued and outstanding voting power, or 58.13%, of the Company, resulting in a change in control of the Company. KYN Capital Interests, Inc. is also the holder of 47.79% interest of KYN Capital Group Inc., its wholly owned subsidiary organized and existing under the laws of the State of Wyoming ("KYN SUB").

On April 9, 2015, the Company entered into a Plan of Exchange with KYN Capital Group Inc., a corporation organized and existing under the laws of the State of Wyoming ("KYN SUB"), pursuant to which the Company acquired 100% of the Capital Shares of KYN SUB in exchange for an issuance by the Company of 47,500,000 shares of Common Stock to KYN SUB Shareholders, and/or their assigns. The above issuance gave KYN SUB Shareholders and/or their assigns a 'controlling interest' in the Company representing approximately 99.98% of the issued and outstanding shares of the Company's Common Stock. The Company and KYN SUB were thereby reorganized, such that the Company acquired 100% of the Capital Shares of KYN SUB, and KYN SUB became wholly-owned subsidiary of the Company.

On April 25, 2015, the Board of Directors of the Company appointed the following persons as Officers and Directors of the Company:

Clem A Yeboah	– President, Director
Melville Pugh III	– Treasurer, Director
Elwood Lewis	– Secretary, Director
Norman Dhana	– Chief Investment Officer
Kingsley Sackey	– Director
Jude Alfonso	– Director

8. Any increase of 10% or more of the same class of outstanding equity securities:

On November 5, 2004, the Board of Directors of the Company approved to issue 17,027,328 shares of common stock to the original shareholders of Shanxi NTHY in exchange for 100% of their membership interests in connection with the reorganization of the Company.

In March of 2015, the Board of Directors of the Company approved to issue 260,000 shares of Convertible Series A Preferred Stock to KYN Capital Interests, Inc., for its services in connection with reorganization of the Company. The issuance of 260,000 shares of Convertible Series A Preferred Stock to KYN Capital Interests, Inc. gave KYN Capital Interests, Inc. a majority of the then issued and outstanding voting power, or 58.13%, of the Company, resulting in a change in control of the Company.

On April 9, 2015, the Company entered into a Plan of Exchange with KYN Capital Group Inc., a corporation organized and existing under the laws of the State of Wyoming ("KYN SUB"), pursuant to which the Company acquired 100% of the Capital Shares of KYN SUB in exchange for an issuance by the Company of 47,500,000 shares of Common Stock to KYN SUB Shareholders, and/or their assigns. The above issuance gave KYN SUB Shareholders and/or their assigns a 'controlling interest' in the Company representing approximately 99.98% of the issued and outstanding shares of the Company's Common Stock. The Company and KYN SUB were thereby reorganized, such that the Company acquired 100% of the Capital Shares of KYN SUB, and KYN SUB became wholly-owned subsidiary of the Company.

9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization.

On November 5, 2004, the Board of Directors of the Company approved to issue 17,027,328 shares of common stock to the original shareholders of Shanxi NTHY in exchange for 100% of their membership interests in connection with the reorganization of the Company.

In 2014, the Company filed an Amendment to its Articles of Incorporation to increase its capital stock, \$.001 par value, from 60,000,000 shares to 200,000,000 shares, \$.001 par value, including authorized common stock of 190,000,000 shares, \$.001 par value, and authorized preferred stock of 10,000,000 shares, \$.001 par value. Out of the 10,000,000 shares of preferred stock, 260,000 shares were further designated as Convertible Series A Preferred Stock, each share of which has a conversion ratio of 1:100 and is entitled to one hundred vote on any and all matters considered and voted upon by the Corporation's Common Stock, and 3,000,000 shares were further designated as Series B Preferred Stock without conversion and voting rights.

On March 12, 2015, the Company filed Certificate of Change with Secretary of State of Nevada regarding a 1:1,600 reverse split of its common stock exchanging One Thousand Six Hundred (1,600) existing shares of Common Stock for one (1) share of post reverse split Common Stock. The reverse split was effective as of April 9, 2015.

On April 9, 2015, the Board of Directors of the Company approved the issuance of 47,500,000 shares of common stock of the Company to KYN SUB Stockholders, and/or their assigns pursuant to the Plan of Exchange.

10. Any de-listing of the issuer's securities by any securities exchange or deletion from the OTC:

On January 22, 2014, the Custodian caused New Taohuayuan Culture Tourism Co., Ltd. to file a Form 15 with the Securities and Exchange Commission to certify and notify of termination of its common stock under Section 12(g) of the Securities Exchange Act of 1934, as amended.

11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved:

On June 9, 2015, the Company was served with a Summons and Complaint entitled "ATAX New York LLC vs. KYN Capital Group Inc.", pursuant to which ATAX New York LLC, the creditor of the Company, alleged that he was owed \$25,000 by the Company, representing the indebtednesses purchased, plus interest, cost, disbursements and attorney's fees. The Company has been in negotiations with ATAX New York LLC, but has not yet reached an agreement as to repayment schedule.

On July 31, 2015, the Company was served with a Summons and Complaint entitled "Williams Holding Corporation vs. KYN Capital Group Inc.", pursuant to which Williams Holding Corporation, the creditor of the Company, alleged that he was owed \$18,000 by the Company, plus cost, pre-judgement interest and for such other and further relief the Court deems just and proper. The Company has been in negotiations with Williams Holding Corporation, but has not yet reached an agreement as to repayment schedule.

#### B. Business of Issuer.

The Company, through its wholly-owned subsidiary, is a capital-finance leasing company, primarily involved in real estate acquisitions, asset-based lending, and equipment-leasing. The Company specializes in acquiring real estate under market value, and the equity that is available for being taken out as capital to be re-invested into, asset-based lending, and equipment-leasing. The Company provides asset-based loans for companies and individuals that provide adequate, and suitable collateral for a loan. The loan amounts range from a minimum of \$250,000 to a maximum of, \$100 Million+. The Company was recently organized and all of the above described operations are part of its business plan, which has not been fully implemented to date.

##### 1. The issuer's primary and secondary SIC Codes;

The Primary SIC Code for the company is

6172 – Finance Lessors

##### 2. If the issuer has never conducted operations, is in the development stage, or is currently conducting operations:

The Company is currently conducting business and has operations.

##### 3. If the issuer is considered a "shell company" pursuant to Securities Act Rule 405:

The Company is not now a "shell company" as that term is defined in Rule 405 of the Securities Act.

##### 4. The names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement.

KYN Capital Group, Inc. is a New York based capital-finance leasing company incorporated in Nevada. KYN Capital Group, Inc. was originally incorporated on November 3, 2004 in the State of Nevada under the name of New Taohuayuan Culture Tourism Co. Ltd. On March 12, 2015, the Company changed its corporate name to KYN Capital Group, Inc. to reflect the acquisition of KYN Capital Group, Inc., its subsidiary, organized and existing under the laws of the State of Wyoming.

The Company, through its subsidiary, is devoted to becoming a leading capital-finance leasing company, primarily involved in real estate acquisitions, asset-based lending, and equipment-leasing.

##### 5. The effect of existing or probable governmental regulations on the business;

There are no known license requirements to broker commercial finance transactions. The Company has never been the subject of any bankruptcy or government regulatory relationship.

##### 6. An estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers.

None.

7. Costs and effects of compliance with environmental laws (federal, state and local):

The Company is not impacted, nor can it foresee any impact as a result of environmental laws as the operations are solely service related.

8. The number of total employees and number of full-time employees.

The Company has one full time and no part time employee.

**Item IX: The nature of products or services offered.**

The Company, through its subsidiary, is devoted to providing services consisting of capital-finance leasing, primarily involved in real estate acquisitions, asset-based lending, and equipment-leasing. The Company specializes in acquiring real estate under market value, and the equity that is available for being taken out as capital to be re-invested into, asset-based lending, and equipment-leasing. The Company provides asset-based loans for companies and individuals that provide adequate, and suitable collateral for a loan. The loan amounts range from a minimum of \$250,000 to a maximum of, \$100 Million+.

1. Distribution methods of the products or services:

The Company's marketing strategy and marketing plan will bring in clients for asset-based loans, and equipment leases; especially its plan to roll out a fleet of luxury vehicles at a 45% discount rate to market price, under our lease or rental programs. This strategy is intended to increase sales and create a residual income for equipment-leasing.

2. Status of any publicly announced new product or service:

The Company made an announcement on the corporate reorganization and will continue to announce all new services as listed.

3. Competitive business conditions, the Issuer's competitive position in the industry, and methods of competition:

**Competitive position analysis:**

*Strengths*

Strengths - Internal

- Passion/vision
- Industry experience
- Service innovation
- Industry contacts
- Timely competitive services
- Product performance
- Current client base
- Marketing history
- Client experiences
- Ability to scale
- Web site strategy
- Access to key clients
- Experienced management team
- Diversified team



### Strengths - External

- Consumer awareness and acceptance from advertising
- Market size is large and growing
- Industry contacts to attract qualified people
- Steadily increased brand recognition

### *Weaknesses*

- Sales are in early stage
- Limited funding for expansion to date
- General economic factors have restrained explosive growth potential
- Marketing plan not yet launched

### *Opportunities*

- Adequate cash infusion would fuel explosive growth potential
- Largely untapped market is perceived to be ripe
- U.S.A. market opportunity
- Opportunity to be in the forefront of providing new revenue streams for a broad range of potential clients.
- Private label opportunities

### *Threats*

- Unavailability of funding will significantly limit growth
- Competition begins offering competitive service and revenue opportunity

### **Methods of Competition**

#### *Marketing Strategy*

The Company's strategy to increase sales will be to offer substantial (up to 45%) discounts on its products and services, as compared to the rate of the market. Clients will be able to log onto a developed web site, review the asset-based loans offered, and the various equipment available for lease or rent. They will be able to submit an online application, have it processed within 48-hours with our credit underwriter, and receive a decision via email. Credit approvals are based on: A - D Level Credit. Normally, the Company has multiple programs for extending financing or credit on its products, which will allow an opportunity to gain market share in both the asset-based lending market and the equipment-leasing arena. All transactions will be closed within a 7-10 business day period provided that client submits timely documentation. Delivery of vehicles will be at our warehouse address for clients to pick up, and all vehicles will be equipped with multiple technological microchips (inclusive with, LoJack) that will allow the firm the ability to track, locate, and even shut-down, any vehicle that is leased or rented by a client. This is a way to reduce our risk in the marketplace, and increase sales. And, the main office address will be where clients can close their asset-based loans, 6-Days per week, Monday-Saturday. Any online sales will be processed for local delivery at a local dealer, or at an Escrow Agent in the local region where the client has submitted an application.

#### *Sales Strategy*

Radio announcements.

Add two marketing and sales staff in 2015, for further expansion efforts throughout the United States.

Expand the website to meet domestic opportunities.



Television commercials.

Outdoor billboard advertisements.

Social media consisting of, but not limited to, Facebook and Twitter.

Internet sales with search engine optimization.

4. Sources and availability of raw materials and the names of principal suppliers:

The Company does not purchase raw materials as it does not engage in any manufacturing. The proprietary nature of the Company's Internet based operations makes it imprudent to list web hosting and related service providers.

5. Dependence on one or a few major customers:

The Company is not dependent on one or a few major customers.

6. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration:

None.

7. The need for any government approval of principal products or services.

There is no need for government approval of the Company's services. The Company, is required, as are all companies doing business in the United States to report its sales revenues and tax collected.

**Item X: The nature and extent of the issuer's facilities.**

The Company plans to lease approximately 675 square feet in New York, New York for use of its administrative offices. All sales, marketing and web development staff are remote employees that work from their home or offices not leased by the Company.

**Part D: Management Structure and Financial Information**

**Item XI The name of the chief executive officer, members of the board of directors, as well as control persons.**

A. Officers and Directors.

**President and Director**

1. Full Name: Clem A Yeboah
2. Business Address: 535 Fifth Avenue, 4<sup>th</sup> Floor, New York, New York 10017
3. Employment history: He is a Certified Public Accountant formerly employed by - ATAXFRANCHISE CORP, INC., as an external CFO, and tax consultant. Mr. Yeboah is a seasoned practitioner in the tax consultant market and is an expert at financing transactions for the capital formation process.
4. Board memberships and other affiliations: Director
5. Compensation by the issuer: Preferred stock and common stock as shown below.
6. Number and class of issuer's securities beneficially owned:

- **Direct owner of 1,500,000 shares of Common Stock**
- **Indirectly own 1,000,000 shares of Common Stock through Mabel Anyane-Yeboah, Mr. Yeboah's wife**
- **Beneficial owner of 260,000 shares of Convertible Preferred Series A Stock through KYN Capital Interest, Inc.**
- **Beneficial owner of 22,000,000 shares of Common Stock through KYN Capital Interest, Inc.**
- **Beneficial owner of 1,774,400 shares of Common Stock through Business Support Services Group, Inc.**

#### **Treasurer and Director**

1. Full Name: Melville Pugh III
2. Business Address: 535 Fifth Avenue, 4<sup>th</sup> Floor, New York, New York 10017
3. Employment history: He holds a BS degree in biology from Morgan State University, and since 1977, he has held various critical positions in companies, including Pfizer Pharmaceuticals, Wyeth Biotech, Abbott Laboratories and Becton Dickinson Microbiological systems.
4. Board memberships and other affiliations: Director
5. Compensation by the issuer: Common stock as shown below
6. Number and class of issuer's securities beneficially owned:
  - **200,000 shares of Common Stock**

#### **Secretary and Director**

1. Full Name: Elwood Lewis
2. Business Address: 535 Fifth Avenue, 4<sup>th</sup> Floor, New York, New York 10017
3. Employment history: He is an experienced consultant in information technology including: architecture, system integration, software development, training delivery, course development, business development, and pre-sales technical support.
4. Board memberships and other affiliations: Director
7. Compensation by the issuer: Common stock as shown below
5. Number and class of issuer's securities beneficially owned:
  - **200,000 shares of Common Stock**

#### **Director**

1. Full Name: Kingsley Sackey
2. Business Address: 535 Fifth Avenue, 4<sup>th</sup> Floor, New York, New York 10017
3. Employment history: Since 2007, he has been successfully operating a business risk consultancy business. Prior to that, He was employed at various managerial levels in strategic planning and budgeting areas of companies including FM Global, Mutual of Omaha, and The Pillsbury Company.
4. Board memberships and other affiliations: Director
5. Compensation by the issuer: Common stock as shown below
6. Number and class of issuer's securities beneficially owned:
  - **200,000 Shares of Common Stock**

**Director**

1. Full Name: Jude Alfonso
2. Business Address: 535 Fifth Avenue, 4<sup>th</sup> Floor, New York, New York 10017
3. Employment history: Since 1997, he has held at various project-management positions in companies, including Verizon Communications, ZHorizon Computers and CBSI, Inc.
4. Board memberships and other affiliations: Director
5. Compensation by the issuer: Common stock as shown below
6. Number and class of issuer's securities beneficially owned:

- **200,000 Shares of Common Stock**

**Chief Investment Officer**

1. Full Name: Norman Dhana
2. Business Address: 535 Fifth Avenue, 4<sup>th</sup>, New York, New York 10017
3. Employment History: Formerly involved with organizations in real estate investments, financial management and asset turnover.
4. Board Memberships and Affiliations: None
5. Compensation by the Issuer: Common Stock as shown below
6. Number and class of shares beneficially owned

- **50,000 Shares of Common Stock**

**B. Legal/Disciplinary History.**

1. Conviction in a criminal proceeding or named as a defendant in a criminal proceeding: None.
2. Entry of an order, judgment, or decree, not reversed, suspended or vacated that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or bank activities: None.
3. A finding or judgment by a court (in civil action), the SEC, the Commodity Futures trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law: 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: None.

**C. Disclosure of Family Relationships.**

Clem Yeboah, President and Director, is an officer and control shareholder of KYN Capital Interests, Inc. 260,000 shares of Convertible Series A Preferred Stock were issued to KYN Capital Interests, Inc. for its services in connection with reorganization of the Company. KYN Capital Interests, Inc. also received 22,000,000 common shares at the time of the most recent reorganization.

**D. Disclosure of Related Party Transactions.**

On January 30, 2015 and February 19, 2015, the Company entered into certain loan agreement for amount of \$10,000 and \$5,000, respectively, with Clem A Yeboah, President of the Company, for the Company's daily operations including but not limited to, consulting and advising fees, accounting fees, officer compensation, rent, website development and others. Both loans were due in six months with interest at a rate of 5% per annum. Accordingly, the Company recorded interest expenses related to these loans in amount of \$750 for the six months ended June 30, 2015.

E. Disclosure of Conflicts of Interest.

There are no conflicts of interest.

**Item XII: Financial information for the issuer's most recent fiscal period.**

The unaudited consolidated balance sheets, consolidated statements of operations, consolidated statements of cash flows, consolidated statements of changes in stockholders' deficit and financial notes for the six months ended June 30, 2015 was previously filed on September 23, 2015.

**Item XIII: Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.**

The unaudited consolidated balance sheets, consolidated statements of operations, consolidated statements of cash flows, consolidated statements of changes in stockholders' deficit and financial notes from inception (June 20, 2014) through December 31, 2014 was previously filed on May 19, 2015.

**Item XIV: Beneficial owners.**

Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities.

*As of September 23, 2015:*

*Common Stock*

Name	Address	Number Of Common Shares	Percentage Of Class
KYN Capital Interests, Inc. <sup>(1)</sup> Charles Brown, President	115 East 57 <sup>th</sup> Street, 11 <sup>th</sup> Floor New York, NY 10022	22,000,000	46.30%
RHC Consulting Group Inc. Jay Rendell, President	821 East Main St, # J15, Riverhead, NY 11901	8,000,000	16.84%
Business Support Services Group, Inc. <sup>(2)</sup> Clem Yeboah, President	8 Bradley Ct -Chestnut Ridge, NY 10977	8,872,000	18.67%

*Convertible Preferred Series A Stock*

Name	Address	Number Of Convertible Preferred Series A Shares	Percentage Of Class
KYN Capital Interest, Inc. <sup>(1)</sup> Charles Brown, President	115 East 57 <sup>th</sup> Street, 11 <sup>th</sup> Floor New York, NY 10022	260,000	100%

(1)(2) Clem Yeboah, the Company's President, is also the controlling shareholder of KYN Capital Interest Inc., 20% owner and President of Business Support Services Group, Inc. The equity securities of the Company owned by Mr. Yeboah, directly and indirectly, are listed as followings:

- **Direct owner of 1,500,000 shares of Common Stock**
- **Indirectly own 1,000,000 shares of Common Stock through Mabel Anyane-Yeboah, Mr. Yeboah's wife**
- **Beneficial owner of 260,000 shares of Convertible Preferred Series A Stock through KYN Capital Interest, Inc.**
- **Beneficial owner of 22,000,000 shares of Common Stock through KYN Capital Interest, Inc.**
- **Beneficial owner of 1,774,400 shares of Common Stock through Business Support Services Group, Inc.**

The 260,000 shares of Convertible Preferred Series A Stock are convertible into 26,000,000 shares of Common Stock of the Company. Therefore, Mr. Yeboah beneficially owns 71.11% of the voting right of the Company on a fully diluted basis.

**Item XV: The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure:**

1. Investment Banker

None

2. Promoters

None

3. Counsel

Law Offices of Harold H. Martin, P.A.  
Harold H. Martin, Partner  
Attorney at Law  
19720 Jetton Road  
Suite 300  
Cornelius, N.C. 28031  
Phone: (704) 464-9528  
Fax: (704) 464-9051  
Email: harold@martin-pritchett.com

4. Accountant or Auditor

*Accountant:*

L&L CPA's P.A.  
19720 Jetton Road, 3<sup>rd</sup> Floor  
Cornelius, NC 28031  
Phone: (704) 897-8336  
Fax: (704) 919-5089  
Email: [tluo@llcaps.net](mailto:tluo@llcaps.net)

5. Public Relations Consultant(s)

None.

6. Investor Relations Consultant

None.

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the telephone number and email

None.

**Item XVI: Management's discussion and analysis or plan of operation.**

**A. Plan of Operation: Issuer's Plan of Operation for the next twelve months.**

The Company's business plan will be to offer substantial (up to 45%) discounts on its products and services, as compared to the rate of the market. Clients will be able to log onto a developed web site, review the asset-based loans offered, and the various equipment available for lease or rent. They will be able to submit an online application, have it processed within 48-hours with our credit underwriter, and receive a decision via email. Credit approvals are based on: A - D Level Credit. Normally, the Company has multiple programs for extending financing or credit on its products, which will allow an opportunity to gain market share in both the asset-based lending market and the equipment-leasing arena. All transactions will be closed within a 7-10 business day period provided that client submits timely documentation. Delivery of vehicles will be at our Warehouse address for clients to pick up, and ALL vehicles will be equipped with multiple technological microchips (inclusive with, LoJack) that will allow the firm the ability to track, locate, and even shut-down, any vehicle that is leased or rented by a client. This is a way to reduce our risk in the marketplace, and increase sales. And, the main office address will be where clients can close their asset-based loans, 6-Days per week, Monday-Saturday. Any online sales will be processed for local delivery at a local dealer, or at an Escrow Agent in the local region where the client has submitted an application.

**Business Strategy**

1. Raise capital to put us in a position to execute our business plan
2. Initiate aggressive online and offline marketing campaigns to build our brand, market awareness and recognition
3. Increase sales via increased advertising
4. Introduce new services into the marketplace
5. Hire additional key employees to help strengthen the Company

**B. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

*For the Six Months Ended June 30, 2015*

**Revenues**

We had no revenue for the three and six months ended June 30, 2015. We will only recognize revenue when persuasive evidence of an arrangement exists, transfer of title has occurred or services have been rendered, the selling price is fixed or determinable and collectability is reasonably assured.

## **Operating Expenses**

We had operating expenses of \$178,974 and \$625,060 for the three and six months ended June 30, 2015, respectively. Operating expenses were in connection with our daily operations, including but not limited to, consulting fees, accounting fees, compensation, rent, organization expense, legal and others. The operating expenses during the three and six months ended June 30, 2015 were due primarily to the above mentioned expenses.

Both operating costs and expected revenue generation are difficult to predict. There can be no assurance that revenues will be sufficient to cover future operating costs, and it may be necessary to continuously raise additional capital to sustain operations.

We expect our operating expenses will significantly increase in the remainder of 2015 resulting from the addition of marketing and client service staff and professional services.

## **Income/Losses**

Net loss was \$186,804 and \$635,710 for the three and six months ended June 30, 2015, respectively. The net losses were primarily attributable to the development costs of the Company's organizational plans, consulting and administrative fees.

We expect to become profitable the second half of 2016. However, there can be no assurance that we will achieve or maintain profitability, or that any revenue growth will take place in the future.

## **Impact of Inflation**

We believe that inflation has had a negligible effect on operations since inception. We believe that we can offset inflationary increases in the cost of operations by increasing sales and improving operating efficiencies.

## **Liquidity and Capital Resources**

During the six months ended June 30, 2015, net cash flows used in operating activities was \$223,852. Negative cash flows in the six months ended June 30, 2015 was due primarily to the net loss of \$635,710, partially offset by the increase in accounts payable and accrued expenses of \$267,699, plus non-cash depreciation expenses of \$4,541 and stock based compensation of \$128,968.

There was no cash flow from investing activities for the six months ended June 30, 2015.

During the six months ended June 30, 2015, net cash flows provided by financing activities was \$224,300. The Company had proceeds of \$13,000 from shareholders' contribution and proceeds of \$215,000 from notes payables in the six months ended June 30, 2015, offset by the payments of \$3,700 to purchase the treasury stock.

We had cash of \$448 on hand at June 30, 2015. On the short-term basis, we will be required to raise a significant amount of additional funds over the next 12 months to sustain operations. On the long-term basis, we will potentially need to raise capital to grow and develop our business.

It is likely that we will require significant additional financing within the next 12 months and if we are unable to raise the needed funds on an acceptable basis, we may be forced to cease or curtail operations.

C. Off-Balance Sheet Arrangements: None



## **Part E: Issuance History**

### **Item XVII: List of securities offerings and shares issued for services in the past two years.**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer (1) within the two-year period ending on the last day of the issuer's most recent fiscal year and (2) since the last day of the issuer's most recent fiscal year.

Between January 1, 2013 through December 31, 2013:

#### **Restricted Common Shares Issuance:**

Number of shares issued:       None  
Legend:                           Rule 144

Between January 1, 2014 through December 31, 2014:

#### **Restricted Common Shares Issuance:**

Number of shares issued:       None  
Legend:                           Rule 144

Between January 1, 2015 through Present:

#### **Restricted Common Shares Issuance:**

Number of shares issued:       47,500,000  
Legend:                           Rule 144

Between January 1, 2013 through December 31, 2013:

#### **Restricted Preferred Shares Issuance:**

Number of shares issued:       None  
Legend:                           Rule 144

Between January 1, 2014 through December 31, 2014:

#### **Restricted Preferred Shares Issuance:**

Number of shares issued:       None  
Legend:                           Rule 144

Between January 1, 2015 through Present:

#### **Restricted Preferred Shares Issuance:**

Number of shares issued:       260,000  
Legend:                           Rule 144

## **Part F: Exhibits**

### **Item XVIII: Material Contracts:**

None

### **Item XIX: Articles of Incorporation and Bylaws.**

Articles of Incorporation and all the amendments were previously filed beginning on December 13, 2004 with a Registration Statement on Form SB-2 (the "Form SB-2") and amended on April 27, 2015.

Bylaws were separately filed with Form SB-2 on December 13, 2004.

### **Item XX: Purchases of Equity Securities by the Issuer and Affiliated Purchasers.**

None.

### **Item XXI Issuer's Certifications.**

I, Clem A. Yeboah, certify that:

1. I have reviewed this Information and Disclosure Statement of KYN Capital Group, Inc.
2. Based on my knowledge, this Information and 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 Information and 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 Information and Disclosure Statement.

Date: September 23, 2015

/s/ Clem A. Yeboah

Clem A. Yeboah

President