

**QUARTERLY REPORT  
INITIAL INFORMATION AND DISCLOSURE  
STATEMENT**

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Pursuant to Rule 15c2-(11)(a)(5) For

**CIGARS MFOV, INC.**

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**QUARTERLY REPORT**

**For the Periods Ended March 31, 2015**

**Annual Consolidated Financial Statement**

**December 31, 2014**

**December 31, 2013**

Dated: July 21, 2015

**CIGARS MFOV, INC.**  
**QUARTERLY REPORT**

All information contained in this Initial Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11(a)(5) promulgated under the Securities and Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format as set forth in the rule.

No dealer, salesman or any other person has been authorized to give any information or to make any representations not contained herein in connection with the Issuer. Any representations not contained herein must not be relied upon as having been made or authorized by the Issuer.

Delivery of this information does not imply that the information contained herein is correct as of any time subsequent to the date of this Issuer Semi-Annual Report.

**Part A. General Company Information**

- 1) Name of the issuer

CIGARS MFOV, INC.

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

**Company Headquarters**

CIGARS MFOV, INC.  
402 W Grand Parkway S, Suite #104  
Katy TX 77494  
Office: 630-418-4183  
Email: [cigarsmfov@gmail.com](mailto:cigarsmfov@gmail.com)  
Website: <http://cigarenci.com>

**3) Security Information**

Security Symbol:	MFOV	
CUSIP Number:	17180X 103	
Par Value:	Common Stock	\$0.0001 USD
	Preferred Stock	\$0.0001 USD

**Total Shares Outstanding.**

The Company is authorized to issue: 580,000,000 shares

**Common Stock**

Common Stock Authorized            500,000,000 as of March 31, 2015

Common Stock issued and outstanding:    60,784,277

**Preferred Stock**

Preferred Stock Authorized:            80,000,000 as of March 31, 2015

Series A Preferred Stock Authorized: 20,000,000  
Series A Preferred Stock issued and outstanding: 20,000,000  
Series B Convertible Preferred Stock Authorized: 60,000,000 as of March 31, 2015  
Series B Convertible Preferred Stock issued and outstanding: 40,222,000

### **Transfer Agent**

Interwest Transfer Company, Inc.  
2632 Coachlight Court  
Plano, Texas 75093  
Telephone 972.612.4120  
Facsimile 972.612.4122  
Email – signaturestocktransfer@msn.com

Is the Transfer Agent registered under the Exchange Act? Yes

There are no restrictions on the transfer of security.

There has not been any trading suspension order issued by the SEC in the last 12 months.

List any restrictions on the transfer of security:

None

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

None

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

None

### **4) Issuance History**

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

Domicile Change: On December 1, 2014, CityXpress Corp., (CYXP) implemented a domicile change from Florida to Oklahoma by creating and merging into CityXpress Corp., an Oklahoma corporation (“CYXP OK). The domicile change was approved by the Oklahoma Secretary of State and the Florida Secretary of State. The domicile change was approved by the Board of Directors and the majority shareholders of the Company.

**Restated Articles and Certificate of Designations:** On December 1, 2014, the Company filed an Amended and Restated Certificate of Incorporation increasing its authorized stock and granting the Company authority to issue 580,000,000 shares of stock, of which 500,000,000 shares are designated as common stock, having a par value of \$.0001 per share, and 80,000,000 are designated as preferred stock, having a par value of \$.0001 per share, of which 20,000,000 shares are further designated as “Series A Preferred Stock” and 60,000,000 shares are further designated as “Series B Preferred Stock” having the same par value. Thereafter a Certificate of Designations of Series “A” and “B” Preferred Stock was filed on the same date.

**Fiscal Year Change:** On December 22, 2014, CityXpress Corp., (CYXP), adopt a change of the fiscal year from a 52-53 week fiscal year ending on the 30th day of June to a 52-53 week fiscal year ending on the 31st day of December.

**Holding Company Reorganization:** Cigars MFOV, Inc. was incorporated on January 14, 2015 as an Oklahoma corporation under the Oklahoma General Corporation Laws (“Oklahoma Act”). On the day of Cigars MFOV, Inc.’s incorporation it became a Holding Company pursuant to Section 1081(g) of the Oklahoma Act under an Agreement and Plan of Merger (“Reorganization”) with CityXpress Corp. (CYXP) and CityXpress MergerSub, Inc. (“Merger Corp.”) dated the same date. Under the Agreement, CYXP merged into the Merger Corp. and ceased to exist, wherein the Merger Corp. became and is the survivor and successor under sections 1088 of the Oklahoma Act, having acquired all of CYXP’s assets, rights and liabilities as the constituent or resulting corporation. Cigars MFOV, Inc. became the parent and the Holding Company of Merger Corp. under the Reorganization, which was in compliance with Section 1081(g) of the Oklahoma Act and Section 368(a)(1)(B) of the Internal Revenue Code of 1986, as amended. Upon consummation of the Reorganization, each issued and outstanding equity of the former CityXpress Corp. was transmuted into and exchanged for an identical equity structure from Cigars MFOV, Inc. (on a share-for-share basis) having the same designations, rights, powers and preferences, and qualifications, limitations and restrictions. Upon consummation, Cigars MFOV, Inc., is the issuer since the former CYXP equity structure was transmuted pursuant to Section 1081(g) into current issued and outstanding equities of Cigars MFOV, Inc. The Reorganization was exempt from the registration requirements of the Securities Act of 1933 (“Act”) as there was no “offer” or “sale” as defined in Section 2(3) of the Act so as to invoke the requirements of Rule 145 also under the Act. Under the terms of the Agreement, the shareholders and equity holders of the former CYXP had no appraisal rights or rights to a shareholder vote and consequently no investment decision was made by the shareholders. Cigars MFOV, Inc. as the issuer, was given a new CUSIP and tax identification number. Pursuant to Rule 144(d)(3)(ix) of the Act, the holding periods for the issued equities of Cigars MFOV, Inc. are the same and “tack” to the original holding periods of the equities transmuted from the former CYXP.

**Change of Control Share Exchange:** On January 14, 2015, Cigars MFOV, Inc. the Holding Company completed a Share Exchange Agreement with MFOV, Inc., a Texas corporation. The Share Exchange was in compliance with Section 368(a)(1)(B) of the Internal Revenue Code of 1986, as amended and resulted in a change in control of Cigars MFOV, Inc. Cigars MFOV, Inc. is an operating business with ongoing operations since its date of incorporation on January 14, 2015 to the present. From the date of incorporation, Cigars MFOV, Inc., has had ongoing operations and is therefore an “Issuer” that is not, and has never been a “Shell Company” or ever was a “Former Shell Company” as defined in Rule 144(i) of the Act.

- A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.); None
- B. Any jurisdictions where the offering was registered or qualified; None

- C. The number of shares offered; None
- D. The number of shares sold; None
- E. The price at which the shares were offered, and the amount actually paid to the issuer; None
- F. The trading status of the shares; and

Restricted common shares

- 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.

On January 14, 2015, the company reissued 20,000,000 "Series A Preferred shares"; issued on December 22, 2014, to James B. Frack in exchange for services, the initiation and completion of a triangular merger/holding company and the cancelation of Mr. Frack's 67,289,422, Restrictive Common Shares.

On January 14, 2015, the company Issued:

40,000,000, Restrictive Common Shares, and 40,000,000 "Series B Convertible Preferred Shares" to David J. Daniels;

1,000,000, Restrictive Common Shares and 222,000 "Series B Convertible Preferred Shares" to Brian Skinner;

Per the terms of Share and Exchange Agreement by and among Cigars MFOV, Inc., an Oklahoma corporation, and MFOV, Inc., "dba" Cigar Envi and or Cigar Envi Wholesale formally WMDD, LLC a Texas corporation

## 5) **Financial Statements**

The Company's financial statements for the Years Ended December 31, 2013, December 31, 2014 have been posted on the OTC Markets website and March 31, 2015, Quarterly Report is incorporated herein.

There are Two (2) issued and outstanding Convertible Note Totaling Seventy Thousand US Dollars (\$70,000.00).

1. Amended Note Dated July 23, 2013 issued to Greg Morris for Thousand US Dollars (\$20,000.00), Consent of the Directors of Cigars MFOV, INC. (OK) to amend the NOTE was granted to the holder on January 5, 2015, including the assignment thereof to La Jolla IPO, Inc. on January 5, 2015.
2. Note Dated January 15, 2015, issued to Liquid Management, Inc., for Fifty Thousand US Dollars (\$50,000.00) (the "NOTE") which is a direct obligation of Cigars MFOV, INC. (OK). Consent of the Directors of FERNHILL (OK) to amend the NOTE was granted to the holder on January 5, 2015.

## 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;

CIGARS MFOV, INC. "Cigar Envi" seeks to be an establishment that offers a few of life's pleasures with unparalleled service and an expert staff. We are an upscale retail and private cigar lounge with a blend of first-class ambience and competitive pricing, within one footprint: the retail store with public seating, the private, luxury cigar lounge and our garden patio.

In the retail area, our walk-in humidor will provide a large selection of cigars to satisfy any aficionado's tastes without being intimidating to the recreational consumer. In addition, Cigar Envi will also provide various tobacco related products, seasonal items on consignment and cutting edge smokeless products to round out our diverse selection. Within that area, there will be public seating and televisions that offer a relaxing atmosphere for watching sports, movies and even select video games.

Cigar Envi will offer a wide variety of specialty and name brand cigars. With the demand for premium tobacco, the market in this area is need of a place where cigars cannot only be purchased, but people can receive important information regarding the various tobaccos (i.e. storage, tastes and various brands). Cigar Envi will be that place, and once a person has had the opportunity to experience Cigar Envi, no other cigar shop will do! We will carry only top of the line brands of cigar accessories such as ashtrays, lighters and cutters to complement our exclusive cigar selection.

Specialty tobacco products and accessories As the world becomes a smaller place due to global industry and the internet, exposure to more cultures becomes a daily experience. One cultural pleasure that has become a phenomenon within the United States is the Hookah. Providing the option to choose Hookah in addition to cigars opens up a tremendous market that cannot be ignored. Cigar Envi will offer a select variety of tobacco for Hookahs as well as the option to rent a hookah for smoking at the shop.

#### MARKET ANALYSIS SUMMARY

Despite the declining cigarette market, the cigar industry remains relatively strong. This may be because cigars are viewed as an affordable luxury product, or it may be because of strong cultural and social attractions of smoking cigars over cigarettes. No matter the causes, cigar lounges continue to rise in popularity as more cities like Houston pass laws that ban smoking in public places like restaurants and bars. The advantage that a cigar lounge offers the aficionado is a legally designated place to smoke in an environment made exclusively for cigar lovers.

On December 2, 2014, The Board of Directors accepting resignations of Phil M. Dubois as Chairman, President, CEO, Secretary, Treasurer and Director, Ken R. Bradley as CFO, COO and Director appointing James B. Frack as President, Chief Executive Officer, Chief Financial Officer Secretary and Sole Director.

On January 14, 2015, The Board of Directors accepting resignations of James B. Frack as President, Chief Executive Officer, Chief Financial Officer Secretary and Sole Director appointing David J. Daniels as President, COO, CFO, Treasurer and Director and Brian Skinner as CEO, Secretary and Director

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

Cigars MFOV, Inc. was incorporated on January 14, 2015 as an Oklahoma corporation under the Oklahoma General Corporation Laws ("Oklahoma Act").

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

5194 - Tobacco Products

D. the issuer's fiscal year end date;

31st day of December

E. principal products or services, and their markets;

Tobacco Products

## 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.

STORE

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

### A) Officers, Directors, and Control Persons

Officers and Directors

Brian Skinner, CEO, Secretary and Director

David J. Daniels, President, COO, CFO, Treasurer and Director

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

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

no

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

no

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

judgment has not been reversed, suspended, or vacated; or

no

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.

No

- 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.

	<b>Common Shares Directly Owned</b>	<b>% of Ownership</b>
David J. Daniels 24929 Katy Reanch Road Katy, TX 77494	40,000,000	65.81%
Brian Skinner 3920 Fulshwar Farms Rd Fulshear, TX 77441	1,000,000	1.61%
	<b>Series A Preferred Shares Owned</b>	<b>% of Ownership</b>
James B. Frack 2625 Butterfield Road Suite 228-S, Oak Brook, IL 60523	20,000,000	100.00%

## 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

Heskett & Heskett  
2401 Nowata Place, Suite A  
Bartlesville OK 74006

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

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, David J. Daniels certify that:

1. I have reviewed this Annual Information and Disclosure Statement of CIGARS MFOV, 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.

David J. Daniels, President, COO, CFO, Treasurer and Director  
(Digital Signatures should appear as “/s/ [OFFICER NAME]”)

**CIGARS MFOV, INC.**

**Statement of Cash Flows**  
**For the Three Months Ended March 31, 2015**  
**(Unaudited)**

<b>January - March</b>	<b>2015</b>
<b>Revenue</b>	
<b>Sales</b>	<b>\$25,287</b>
Direct Cost of Sales	\$12,709
Other Costs of Goods	\$0
Total Cost of Sales	\$12,709
<b>Gross Margin</b>	<b>\$12,578</b>
<b>Expenses</b>	
Payroll	\$1,500
Sales and Marketing and Expenses	\$1,700
Depreciation	\$0
Rent	\$14,400
Utilities	\$1,365
Insurance	\$675
Payroll Taxes	\$711
Misc.	\$225
<b>Total</b>	
<b>Operating Expenses</b>	<b>\$20,090</b>
EBITDA	<b>(\$7,512)</b>
<b>Net Profit</b>	<b>(\$7,512)</b>

# CIGARS MFOV, INC.

## BALANCE SHEET For the Three Months Ended March 31, 2015 (Unaudited)

### CURRENT ASSETS

	<b>March 31, 2015</b>
Total Checking/Savings/Cash	\$ 3,043.00
<u>Total Other Current Assets</u>	<u>320,872.50</u>
Total Assets	\$ 323,915.50

### LIABILITIES AND STOCKHOLDERS EQUITY (DEFICIT)

#### CURRENT LIABILITIES

Accounts payable and accrued expenses	\$ -
<u>Shareholder Advances</u>	<u>0.00</u>
Total Current Liabilities	0.00

#### LONG TERM LIABILITIES

*Notes payable - shareholders	\$ 70,000.00
<u>Bank Line of Credit</u>	<u>\$ 25,000.00</u>

**Total Liabilities** **\$ 100,000.00**

\*There are Two (2) issued and outstanding Convertible Note Totaling Seventy Thousand US Dollars (\$70,000.00).

Amended Note Dated July 23, 2013 issued to Greg Morris for Thousand US Dollars (\$20,000.00), Consent of the Directors of Cigars MFOV, INC. (OK) to amend the NOTE was granted to the holder on January 5, 2015, including the assignment thereof to La Jolla IPO, Inc. on January 5, 2015.

Note Dated January 15, 2015, issued to Liquid Management, Inc., for Fifty Thousand US Dollars (\$50,000.00) (the "NOTE") which is a direct obligation of Cigars MFOV, INC. (OK). Consent of the Directors of FERNHILL (OK) to amend the NOTE was granted to the holder on January 5, 2015.

# **ANNUAL REPORTS**

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Pursuant to Rule 15c2-(11)(a)(5)

For

**CIGARS MFOV, INC.**

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**FOR THE YEAR ENDED DECEMBER 31, 2014**

**FOR THE YEAR ENDED DECEMBER 31, 2013**

# CIGARS MFOV, INC.

CIGAR ENVI, LLC

## BALANCE SHEET (unaudited)

### ASSETS

	December 31, 2014	December 31, 2013
CURRENT ASSETS		
Total Checking/Savings/Cash	\$ 10,555.00	\$ 17,800.00
Total Other Current Assets	320,872.50	185,500.00
Total Assets	<u>\$ 331,427.50</u>	<u>\$ 203,300.00</u>

### LIABILITIES AND STOCKHOLDERS EQUITY (DEFICIT)

CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ -	\$ 27,500.00
Shareholder Advances	0.00	0.00
Total Current Liabilities	<u>0.00</u>	<u>27,500.00</u>
LONG TERM LIABILITIES		
Notes payable - shareholders	20,000.00	20,000.00
Bank Line of Credit	<u>45,000.00</u>	<u>0.00</u>
Total Liabilities	<u>65,000.00</u>	<u>20,000.00</u>