Fernhill Beverage

INFORMATION AND DISCLOSURE STATEMENT

TRADING NAME AND SYMBOL CHANGE

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

FERNHILL BEVERAGE, INC.

NEW Trading Symbol (FHBC)

Dated: December 22, 2015

FERNHILL BEVERAGE, INC.

DISCLOSURE STATEMENT

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 Quarterly Report.

Part A. General Company Information

1) Name of the issuer

FERNHILL BEVERAGE, INC.

2) Address of the issuer's principal executive offices

Company Headquarters

Fernhill Beverage, Inc.
3425 Circulo Adorno
Carlsbad, CA 92009
Office: (760) 753-6444
Email: info@fernhillbev.com
Website: http://www.fernhillbev.com

3) Security Information

Date of Incorporation: August 27, 2015
NEW Security Symbol: FHBC
NEW CUSIP Number: 315218 107
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

Common Stock issued and outstanding: 100,020,225

Preferred Stock

Preferred Stock Authorized: 80,000,000

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

Series B Convertible Preferred Stock issued and outstanding: 18,008,889

<u>Transfer Agent</u>

Interwest Transfer Company, Inc.
1981 East Murray Holladay Road
Suite 100
P.O. Box 17136
Salt Lake City, UT 84117
Phone: (801)272-9294
Fax: (801)277-3147
Website: http://www.interwesttc.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:

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:

<u>New Symbol and CUSIP Number</u>: Fernhill Beverage, Inc., an Oklahoma corporation, Board of Directors on date of incorporation and Share Exchange August 27, 2015, summited change request for New CUSIP number (315218 107) and summited New Symbol Request to FINRA on October 6, 2015.

FINRA New Symbol Request Letter: On August 27, 2015, the Company reorganization under a parent holding company structure was executed that resulted in the incorporation of Fernhill Beverage, Inc., an Oklahoma corporation. On the same day, Fernhill Beverage, Inc. completed a Share Exchange with Fernhill Beverage, Inc., a Nevada corporation. As a result, a change in control of the Company occurred. Management of the above stated entity has advised that the following is an outline of the corporate transactions since incorporation.

Holding Company Reorganization: Fernhill Beverage, Inc. was incorporated on August 27, 2015 as an Oklahoma corporation under the Oklahoma General Corporation Laws ("Oklahoma Act"). On the day of Fernhill Beverage, 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 Cigars MFOV, Inc. (MFOV) and Cigars MFOV MergerSub, Inc. ("Merger Corp.") dated the same date. Under the Agreement, MFOV merged into Merger Corp. and ceased to exist, wherein the Merger Corp. became and is the survivor and successor under Section 1088 of the Oklahoma Act, having acquired all of MFOV's assets, rights and liabilities as the constituent or resulting corporation. Fernhill Beverage, 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)(l)(B) of the Internal Revenue Code of 1986, as amended.

Upon consummation of the Reorganization, each issued and outstanding equity of the former Cigars MFOV, Inc. was transmuted into and exchanged for an identical equity structure from Fernhill Beverage, Inc. (on a share-for-share basis) having the same designations, rights, powers and preferences, and qualifications, limitations and restrictions. Upon consummation, Fernhill Beverage, Inc., is the issuer since the former MFOV equity structure was transmuted pursuant to Section 1081(g) into current issued and outstanding equities of Fernhill Beverage, 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 MFOV had no appraisal rights or rights to a shareholder vote and consequently no investment decision was made by the shareholders. Fernhill Beverage, 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 Fernhill Beverage, Inc. are the same and "tack" to the original holding periods of the equities transmuted from the former MFOV.

Change of Control/ Share Exchange: On August 27, 2015, Fernhill Beverage, Inc. the "Holding Company" completed a Share Exchange Agreement with Fernhill Beverage, a Nevada corporation (Fernhill (NV)), a company with former and current operations. The Share Exchange was in compliance with Section 368(a)(l)(B) of the Internal Revenue Code of 1986, as amended and resulted in a change in control of Fernhill Beverage, Inc. Fernhill Beverage, Inc. is an operating business with ongoing operations since its date of incorporation on August 27, 2015. From the date of incorporation, Fernhill Beverage, 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.

Corporate Separation: On August 18, 2015, the Board of Directors determined in the best interest of MFOV to no longer own its subsidiary MFOV, Inc., and or "dba" Cigar Envi Cigar. The President executed a "Plan of Corporate Separation" between Cigars MFOV, Inc., an Oklahoma corporation, (hereinafter referred to as "MFOV") and MFOV, Inc. ("MFOV Texas"), "dba" Cigar Envi or Cigar Envi Wholesale formally WMDD, LLC, a Texas company, which returned and assigned all MFOV Shares back to the MFOV for cancelation. The former MFOV the MFOV Texas shares were returned to the former MFOV Texas Shareholders. As of August 27, 2015 MFOV Texas is no longer wholly owned subsidiary of Fernhill Beverage.

FINRA New Symbol (FHBC) Confirmation: On December 07, 2015, the company received FINRA Confirmation of Corporate Actions - Cigars MFOV Inc. (MFOV)

Name Change of 'Cigars MFOV Inc.' (MFOV) to "Fernhill Beverage, Inc." will be announced

- New Name: Fernhill Beverage, Inc.
- New Symbol: FHBC
- New CUSIP: 315218107
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- Daily List Announcement Date: 12/8/2015
- Market Effective Date: 12/9/2015

5) Issuer Certification

The issuer shall include certifications by the President, Chief Executive Officer and Chief Operating Officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Robert Campbell certify that:

1. I have reviewed this Information and Disclosure Statement of FERNHILL BEVERAGE, 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.

Robert Campbell, President, Chief Executive Officer and Chief Operating Officer
(Digital Signatures should appear as "/s/ [OFFICER NAME]")