



## ***QUARTERLY REPORT***

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

***For***

***New Generation Consumer Group, Inc.***

***OTCPK: NGCG***

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**For the Quarter Ended December 31, 2016**

***Dated: February 06, 2017***

All information contained in this 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.

# **New Generation Consumer Group, Inc**

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# **New Generation Consumer Group, Inc**

## **Quarterly Report**

All information contained in this Quarterly Report 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.

OTC Pink Basic Disclosure Guidelines

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

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

The exact name of the Issuer is:

New Generation Consumer Group, Inc.

Name used by predecessor entities in the past five years:

(a) United Music & Media Group, Inc., until October 11, 2014

(b) Heringrat 478, Inc. until May 18, 2010

The current name of the Company is New Generation Consumer Group, Inc. A board of director's meeting on September 9, 2014 confirmed the name change to New Generation Consumer Group, Inc. from United Music & Media Group, Inc., and on September 9, 2014, the Articles of Amendment were filed with the Secretary of State of the State of Delaware for the name change and they were accepted.

Item 2.) Address of the issuer's principal executive offices

Company Headquarters:

555 W. 5<sup>th</sup> St. Floor 35  
Los Angeles, CA 90013  
(213) 622-3133  
Website:[www.NewGenCG.com](http://www.NewGenCG.com)

## **New Generation Consumer Group, Inc**

IR Contact

None.

Item 3.) Security Information

Trading Symbol: **NGCG**

Exact title and class of securities outstanding: Common Stock & Preferred Stock The Company's CUSIP:

CUSIP for common stock: 644462 103 . The Company does not have a CUSIP for its Preferred Stock.

Par or Stated Value: \$0.001

Total shares authorized: 750,000,000 as of: December 31, 2016

Total shares outstanding: 470,312,225 as of: December 31, 2016

Additional class of securities: Preferred Stock

Par or Stated Value: \$0.001

Total shares authorized: 1,000,000 as of: December 31, 2016

Total shares outstanding: 1,000,000 as of: December 31, 2016

Series A-1 Convertible Preferred are, in total, entitled to convert into 9.99% of the company's outstanding common stock calculated as more fully described herein; and

Series A-2 Preferred shares are not convertible and each share has 3,000 votes per share in all matters put to the common stockholders as more fully described herein.

### Series A-1

(1) Designation and Rank. The series "Series A-1 Convertible Preferred Stock" consists of 1,000,000 shares. The Series A-1 Convertible Preferred is senior to the common stock.

(2) Conversion into Common Stock.

Conversions at Option of Holder. The Series A-1 Convertible Preferred Stock is convertible, into common stock, calculated as of the Notice of Conversion date, equal to 9.99% of the issued and outstanding common stock at the time, plus the amount of common stock issuable to holders of the preferred shares were they to convert at the same time (the "Outstanding Share Calculation"). If only a portion of the Series A-1 Convertible Preferred Stock is offered for conversion, it shall be convertible into that amount of common stock equal to (a) the percentage of the number of shares being converted to the whole of the Series A-1 authorized shares, multiplied by (b) 9.99% of the Outstanding Share Calculation, after the conversion. (For example if 100,000 Series A-1 Convertible preferred shares are offered for conversion they would convert into (100,000/1,000,000 multiplied by 9.99% of the Outstanding Share Calculation, after conversion). Provided however, that at no time shall the Holder be permitted to convert into an amount which would give shareholder greater than 4.99% of the issued and outstanding common stock of the Company

## **New Generation Consumer Group, Inc**

(3) **Common Stock Reserved.** The Corporation shall reserve and keep available out of its authorized but unissued Common Stock a number of shares of Common Stock, that in their best estimate, as shall from time to time be sufficient to effect conversion of the Series A-1 Convertible Preferred, and the Corporation shall increase its authorized Common Stock if necessary.

(4) **Liquidation Preference.** Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary (a "Liquidation"), the Holders shall be entitled to receive out of the assets of the Corporation, whether such assets are capital or surplus, for each share of Series A-1 Convertible Preferred Stock an amount equal to the Stated Value per share plus any accrued and unpaid dividends thereon and any other fees or liquidated damages owing thereon before any distribution or payment shall be made to the holders of any Junior Securities, and if the assets of the Corporation shall be insufficient to pay in full such amounts, then the entire assets to be distributed to the Holders shall be distributed among the Holders ratably in accordance with the respective amounts that would be payable on such shares if all amounts payable thereon were paid in full. A Change of Control Transaction shall not be treated as a Liquidation. The Corporation shall mail written notice of any such Liquidation, not less than 45 days prior to the payment date stated therein, to each record Holder.

(5) **Voting Rights.** The Series A-1 Convertible Preferred stock is not be entitled to vote on matters submitted to the Company's common stockholders.

### **Series A-2**

(1) **Designation and Rank.** The series "Series A-2 Preferred Stock" consists of 1,000,000 shares. The Series A-2 Preferred is senior to the common stock.

(2) **Conversion into Common Stock.** The Series A-2 Preferred Stock is not convertible into common stock of the Company.

(3) **Liquidation Preference.** Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary (a "Liquidation"), the Holders shall be entitled to receive out of the assets of the Corporation, whether such assets are capital or surplus, for each share of Series A-2 Preferred Stock an amount equal to the Stated Value per share plus any accrued and unpaid dividends thereon and any other fees or liquidated damages owing thereon before any distribution or payment shall be made to the holders of any Junior Securities, and if the assets of the Corporation shall be insufficient to pay in full such amounts, then the entire assets to be distributed to the Holders shall be distributed among the Holders ratably in accordance with the respective amounts that would be payable on such shares if all amounts payable thereon were paid in full. A Change of Control Transaction shall not be treated as a liquidation. The Corporation shall mail written notice of any such liquidation, not less than 45 days prior to the payment date stated therein, to each record Holder.

(4) **Voting Rights.** The Series A-2 Preferred has 3000 votes per share on all matters submitted to the Company's common stockholders.

### **Transfer Agent**

Action Stock Transfer  
2469 E. Fort Union Blvd., Suite 214  
Salt Lake City, UT 84121  
(801) 274-1088

Is the Transfer Agent registered under the Exchange Act? Yes: ☒ No: ☐

List any restrictions on the transfer of security:

## New Generation Consumer Group, Inc

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 either currently anticipated or that occurred within the past 12 months:

On August 6, 2014, the Company abolished all Series A Preferred Shares with the State of Delaware.

On August 22, 2014, the Company filed Articles of Amendment with the Secretary of State of Delaware; thereby , Authorizing 2,000,000 Preferred Shares. Also, the Company filed a certificate of designation with the Secretary of State of Delaware; whereby, the Company created two Series of Preferred Stock ("Series A-1 and Series A-2) each having a par value of \$0.001 and authorized the issuance of 1,000,000 shares of each series with the rights and privileges as discussed above.

On or about September 22, 2014, the Company received approval and completed a reverse stock split of one for one thousand common shares. The pay date for the reverse split was October 7, 2014.

On or about October 22, 2014, the Company and Monster Marketing Group, Inc., entered into a Share Exchange Agreement; whereby, the Company acquired 100% of the outstanding shares in Monster Marketing Group, Inc., for the issuance of 40,000,000 shares of the Company's common stock. **\*NOTE: On July 12, 2016 Monster Marketing Group, Inc's 40,000,000 shares were canceled.**

On or about October 22, 2014, Monster Marketing Group, Inc. merged with United Music & Media Group, Inc. which was formed in 2009 as a Delaware corporation and is located in Los Angeles, California. The new company, New Generation Consumer Group, Inc., was formed on October 22, 2014, as a Delaware corporation and FINRA approved on October 7, 2014.

The trading symbol was changed from UMMG to NGCG.

### **Item 4.) Issuance History**

To the best knowledge of the present management of the Company, the list identified below identifies all events, in chronological order, that resulted in changes in total shares outstanding by the Company (1) within the two - year period ending on the last day of the Company's most recent fiscal year and (2) since the last day of the Company's most recent fiscal year.

#### **4.1)**

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

On August 13, 2014, the Company entered into a settlement agreement to dismiss a state court lawsuit with an unrelated party and as a result thereto did issue a Convertible Note in the principal amount of \$200,000.00 at 4% per annum with interest whereby the Company was to make monthly principal and interest payments of \$17,333.33. As of September 30, 2014, no payments were made to the Holder and the Company was in default on the Convertible Note.

On October 27, 2014 the Company received a demand letter from three claimholders for monies due under the August 13, 2014, \$200,000.00 convertible note. On November 4, 2014, a Complaint was filed in the

## **New Generation Consumer Group, Inc**

Circuit Court of the Seventeenth Judicial Circuit in and for Broward County, Florida by the three claimholders against the Company wherein these creditors sought judgment for damages arising from outstanding debts owed by the Company. On November 6, 2014, the Company entered into a Settlement Agreement with the three claimholders to resolve the convertible note.

On November 17, 2014 a fairness hearing was conducted pursuant to Section 3(a)(10) of the Securities Act of 1933 and the Court entered an Agreed Order Approving Settlement Agreement and Stipulation for Dismissal. This Court Order provided amongst other items for the issuance of non-restricted shares of common stock pursuant to Section 3(a)(10) of the Act that could be resold by the individual three claimholders without regard to the statutory guidelines of Reg. § 230.144, also known as Rule 144, under the Securities Act of 1933, as amended, so long as the Shares are issued in a manner which would not result in the individual claimholder owning more than 9.99% of all the Company's common stock on such date, as determined in accordance with Section 16 of the Securities and Exchange Act of 1934, as amended, and the regulations promulgated thereunder. As of the date of this filing, the Company has issued 237,138,179 commons shares of stock pursuant to the Court's Order.

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

Not Applicable.

C. The number of shares offered;

Not Applicable.

D. The number of shares sold;

Not Applicable.

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

Not Applicable.

F. The trading status of the shares; and Not Applicable.

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.

Not Applicable.

#### 4.2) Shares of Common Stock (October 7, 2014 Service Shares)

On October 7, 2014, the Company issued 160,039 shares of Restricted Common Stock of the Company for related professional services (the "October 7, 2014 Services Shares") to Summit Trading LTD.

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

## New Generation Consumer Group, Inc

In connection with the issuance of the October 7, 2014 Services Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The issuances of these shares were made to a limited number of persons, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933

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

Not Applicable.

- C. The number of shares offered;

Not Applicable.

- D. The number of shares sold;

Not Applicable.

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

Not Applicable.

- F. The trading status of the shares; and Not Applicable.

- 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.

The certificates bear standard restrictive legends.

### 4.3) Shares of Common Stock (October 22, 2014 Share Exchange Shares)

On October 22, 2014, the Company entered into a Share Exchange Agreement; whereby, the Company acquired 100% of the outstanding shares in Monster Marketing Group, Inc., for the issuance of 40,000,000 shares of the Company's restricted common stock (the "October 22, 2014 Services Shares"). **\*NOTE: On July 12, 2016 Monster Marketing Group, Inc's 40,000,000 shares were canceled.**

- A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

In connection with the issuance of the October 22, 2014 Services Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The issuances of these shares were made to a limited number of persons, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

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

Not Applicable.

- C. The number of shares offered;



## **New Generation Consumer Group, Inc**

Not Applicable.

D. The number of shares sold;

Not Applicable.

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

Not Applicable.

F. The trading status of the shares; and Not Applicable.

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.

The certificates bear standard restrictive legends.

#### 4.4) Shares of Common Stock (November 5, 2014 Service Shares)

On November 5, 2014, the Company issued 200,000 shares of Restricted Common Stock of the Company for professional services to the Company (the "November 5, 2014 Services Shares"). The stockholders have not been identified on the Transfer Agent's control sheet.

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

In connection with the issuance of the November 5, 2014 Services Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The issuances of these shares were made to a limited number of persons, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933

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

Not Applicable.

C. The number of shares offered;

Not Applicable.

D. The number of shares sold;

Not Applicable.

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

Not Applicable.

## **New Generation Consumer Group, Inc**

F. The trading status of the shares; and

Not Applicable.

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.

The certificates bear standard restrictive legends.

### **4.5) Shares of Common Stock (November 24, 2014 Service Shares)**

On November 24, 2014, the Company issued 1,839,961 shares of Restricted Common Stock of the Company for professional services to the Company (the "November 24, 2014 Services Shares") to Summit Trading LTD.

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

In connection with the issuance of the November 24, 2014 Services Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The issuances of these shares were made to a limited number of persons, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933

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

Not Applicable.

C. The number of shares offered;

Not Applicable.

D. The number of shares sold;

Not Applicable.

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

Not Applicable.

F. The trading status of the shares; and Not Applicable.

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.

The certificates bear standard restrictive legends.

## **New Generation Consumer Group, Inc**

### **4.6) Shares of Common Stock (January 26, 2015 Service Shares)**

On January 26, 2015, the Company issued 400,000,000 shares of Restricted Common Stock of the Company for professional services to the Company (the "January 26, 2015 Services Shares"). The stockholders have not been identified on the Transfer Agent's control sheet.

- A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

In connection with the issuance of the January 26, 2015 Services Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The issuances of these shares were made to a limited number of persons, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

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

Not Applicable.

- C. The number of shares offered;

Not Applicable.

- D. The number of shares sold;

Not Applicable.

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

Not Applicable.

- F. The trading status of the shares; and Not Applicable.

- 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.

The certificates bear standard restrictive legends.

### **4.7) Shares of Common Stock (February 27, 2015 Service Shares)**

On February 27, 2015, the Company issued 6,000,000 shares of Restricted Common Stock of the Company for professional services to the Company (the "February 27, 2015 Services Shares") to CorporateAds.com

- A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

In connection with the issuance of the February 27, 2015 Services Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The issuances of these shares were made to a

## **New Generation Consumer Group, Inc**

limited number of persons, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

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

Not Applicable.

- C. The number of shares offered;

Not Applicable.

- D. The number of shares sold;

Not Applicable.

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

Not Applicable.

- F. The trading status of the shares; and Not Applicable.

- 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.

The certificates bear standard restrictive legends.

### **4.8) Shares of Common Stock (June, 2015 Service Shares)**

During June, 2015, the Company issued 5,790,438 shares of Restricted Common Stock of the Company for professional services to the Company (the "June, 2015 Services Shares") were issued to Charles Morrison, Ken Shamrock and Des Woodruff.

- A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

In connection with the issuance of the June, 2015 Services Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The issuances of these shares were made to a limited number of persons, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

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

Not Applicable.

- C. The number of shares offered;

Not Applicable.

## **New Generation Consumer Group, Inc**

D. The number of shares sold;

Not Applicable.

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

Not Applicable.

F. The trading status of the shares; and Not Applicable.

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.

The certificates bear standard restrictive legends.

### **4.9) Shares of Common Stock (August, 2015 Conversion Shares)**

During August 2015, the Company issued 32,924,179 shares of Common Stock for the conversion of 500,000 shares of Series A-1 Convertible Preferred Shares to Pamela Ruppert (the "August, 2015 Conversion Shares").

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

In connection with the issuance of the August, 2015 Conversion Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The issuances of these shares were made to a limited number of persons, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

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

Not Applicable.

C. The number of shares offered;

Not Applicable.

D. The number of shares sold;

Not Applicable.

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

Not Applicable.

F. The trading status of the shares; and Not Applicable.

## **New Generation Consumer Group, Inc**

- 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.

The certificates bear standard restrictive legends.

### **4.10) Shares of Common Stock (Third Quarter, 2015 Service Shares)**

During the Third Quarter of 2015, the Company issued 18,191,238 shares of Restricted Common Stock of the Company for professional services to the Company (the "Third Quarter, 2015 Service Shares"). The stockholders have not been identified on the Transfer Agent's control sheet.

- A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

In connection with the issuance of the Third Quarter, 2015 Service Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The issuances of these shares were made to a limited number of persons, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

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

Not Applicable.

- C. The number of shares offered;

Not Applicable.

- D. The number of shares sold;

Not Applicable.

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

Not Applicable.

- F. The trading status of the shares; and Not Applicable.

- 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.

The certificates bear standard restrictive legends.

### **4.11) Shares of Common Stock (October, 2015 Consulting Shares)**

## **New Generation Consumer Group, Inc**

During October, 2015, the Company issued 20,000,000 shares of Restricted Common Stock of the Company for professional branding and consulting services to the Company (the "October, 2015 Consulting Shares") were issued to Ken Shamrock and Des Woodruff

- A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

In connection with the issuance of the October, 2015 Consulting Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The issuances of these shares were made to a limited number of persons, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

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

Not Applicable.

- C. The number of shares offered;

Not Applicable.

- D. The number of shares sold;

Not Applicable.

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

Not Applicable.

- F. The trading status of the shares; and Not Applicable.

- 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.

The certificates bear standard restrictive legends.

### **4.12) Shares of Common Stock (3(a)(10) Conversion)**

- A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

On November 6, 2015, the Company entered into a settlement agreement to dismiss a state court lawsuit with an unrelated party and as a result thereto did issue two Convertible Notes in the principal amount of \$75,000.00 dated May 6, 2015 in the amount of \$50,000 and May 21, 2015 in the amount of \$25,000. As of November 6, 2015, no payments were made to the Holder and the Company was in default on the Convertible Note.

On January 20, 2016, following a Court hearing, the Court approved a settlement from one claimholder for monies due under the May 6, 2015, \$50,000.00 convertible note and May 21, 2015 \$25,000 convertible note. On January 20, 2016, a Complaint was filed in the Circuit Court of the Seventeenth Judicial Circuit in and for Broward County, Florida by the one claimholder against the Company wherein these creditors sought judgment for damages arising from outstanding debts owed by the Company. On November 6, 2015, the Company entered into a Settlement Agreement with the one

## **New Generation Consumer Group, Inc**

claimholder to resolve the convertible note.

On January 20, 2016 a fairness hearing was conducted pursuant to Section 3(a)(10) of the Securities Act of 1933 and the Court entered an Agreed Order Approving Settlement Agreement and Stipulation for Dismissal. This Court Order provided amongst other items for the issuance of non-restricted shares of common stock pursuant to Section 3(a)(10) of the Act that could be resold by the individual claimholder without regard to the statutory guidelines of Reg. § 230.144 also known as Rule 144, under the Securities Act of 1933, as amended, so long as the Shares are issued in a manner which would not result in the individual claimholder owning more than 9.99% of all the Company's common stock on such date, as determined in accordance with Section 16 of the Securities and Exchange Act of 1934, as amended, and the regulations promulgated thereunder. As of the date of this filing, the Company has issued 16,000,000 common shares of stock pursuant to the Court's Order.

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

Not Applicable.

C. The number of shares offered;

Not Applicable.

D. The number of shares sold;

Not Applicable.

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

Not Applicable.

F. The trading status of the shares; and NotApplicable.

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.

### **4.13) Shares of Common Stock (January, 2016 Conversion Shares)**

During January 2016, the Company issued 35,684,855 shares of Common Stock for the conversion of 500,000 shares of Series A-1 Convertible Preferred Shares to Pamela Ruppert (the "January, 2016 Conversion Shares").

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

In connection with the issuance of the August, 2015 Conversion Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The issuances of these shares were made to a limited number of persons, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.



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

Not Applicable.

C. The number of shares offered;

Not Applicable.

D. The number of shares sold;

Not Applicable.

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

Not Applicable.

F. The trading status of the shares; and

Not Applicable.

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.

The certificates bear standard restrictive legends.

### **Item 5.) Financial Statements**

The forth quarter financial statements for the Period Ended December 31, 2016 are hereby incorporated by reference.

Document Name: Quarterly Report - NGCG Q4 2016 Financial Statements

Period End Date: December 31, 2016

Date Published: February 06, 2017

### **Item 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;**

New Generation Consumer Group Inc. is a US based metal/minerals company with a primary focus on the rare metals, headquartered in Los Angeles, California. NGCG specializes in metals such as Lithium, Gold and Silver. There will be a emphasis on niche based metals such as Lithium due to the growing demand because of the new energy storage technology.

## **New Generation Consumer Group, Inc**

New Generation is also positioning itself to become heavily involved in “Urban Mining”. New Generation will focus on reclaiming electronic waste to recover lithium, gold, silver copper and other metals.

New Generation will concentrate its effort on increasing shareholder value with asset based acquisitions of mineral property rights and Joint Ventures with established mining companies. In addition to acquisitions of electronic waste recyclers.

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

The Company was incorporated in February 1989 as Nassau Ventures, Inc. ("Nassau"), a Delaware Corporation and changed names as set forth in Item I to reflect a change in the business purpose.

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

2080

### **D. The issuer's fiscal year end date;**

### **E. principal products or services, and their markets;**

New Generation is looking for acquisitions in “Urban Mining” and asset based acquisitions of mineral property rights and Joint Ventures with established mining companies.

### **Item 7.) Describe the Issuer's Facilities**

The Company currently leases its offices at 555 W. 5th St., Floor 35, Los Angeles, CA, for \$900 a month. The Company's current lease expires on March 31, 2017.

### **Item 8.) Officers, Directors, and Control Persons**

**A. Names of Officers, Directors, and Control Persons.** In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

**Tom Kim, Chief Executive Officer** : Mr. Kim, has been in the clothing and retail industry since 1991; wherein, he owns FB County clothing line. Over those years, Mr. Kim has gained experience in the areas of product awareness, production, manufacturing, sales and distribution, and managing a sales team. Mr. Kim's other responsibilities with FB County clothing have included quality control, logistics, and creating revenue growth. Through his time with FB County, Mr. Kim, has fostered many relationships in the retail and related industries. Mr. Kim, also has also had success in the real estate markets; through, both renting and selling properties. The Board of Directors appointed Mr. Kim as CEO, Treasurer, Secretary and Director of the Company due to his strong experience in management of small to mid-size companies and his work and contacts in the retail markets.

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

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

None.

## **New Generation Consumer Group, Inc**

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a

court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None.

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None.

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

None.

**C. Beneficial Shareholders.** Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

**As of December 31, 2016:**

| Name and Address | Number of Beneficially Owned Shares                        | Percentage of Beneficially Owned <sup>(1)</sup> |
|------------------|------------------------------------------------------------|-------------------------------------------------|
| Tom Kim          | 55,000,000 Common Shares<br>1,000,000 A-2 Preferred Shares | 11.7%<br>100%                                   |
|                  |                                                            |                                                 |

**(1) Percentages are based on 470,312,225 shares of common stock, and 1,000,000 shares of Series A-2 Preferred Stock issued and outstanding as of December 31, 2016**

### **Item 9.) Third Party Providers**

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

#### Legal Counsel

Name: To Be Announced

# **New Generation Consumer Group, Inc**

## Accountant or Auditor

Name: To Be Announced

## Investor Relations Consultant

None.

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

None.

## **Item 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, Tom Kim certify that:

1. I have reviewed this Quarterly Report for the Quarter Ended, December 31, 2016, of New Generation Consumer Group, 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.

February 06, 2017

/s/ Tom Kim

By: Tom Kim  
Chief Executive Officer  
/s/ Tom Kim

By: Tom Kim  
Chief Financial Officer  
/s/ Tom Kim

# New Generation Consumer Group, Inc

## Balance Sheet

|                                       | Dec 31, 16      |
|---------------------------------------|-----------------|
| <b>ASSETS</b>                         |                 |
| <b>Current Assets</b>                 |                 |
| Checking/Savings                      |                 |
| Cash in Bank-BOA 8910                 | 6,003.45        |
| <b>Total Checking/Savings</b>         | 6,003.45        |
| <b>Total Current Assets</b>           | 6,003.45        |
| <b>Fixed Assets</b>                   |                 |
| Computer                              | 1,886.52        |
| Accumulated Depreciation              | (94.35)         |
| <b>Total Fixed Assets</b>             | 1,792.17        |
| <b>TOTAL ASSETS</b>                   | <b>7,795.62</b> |
| <b>LIABILITIES &amp; EQUITY</b>       |                 |
| <b>Liabilities</b>                    |                 |
| <b>Current Liabilities</b>            |                 |
| Accounts Payable                      |                 |
| Accounts Payable                      | 1,009.08        |
| <b>Total Accounts Payable</b>         | 1,009.08        |
| <b>Other Current Liabilities</b>      |                 |
| Loan Payable - CK West                | 56,811.57       |
| Loan Payable - JSBP                   | 171,000.00      |
| <b>Total Other Current Liabili...</b> | 227,811.57      |
| <b>Total Current Liabilities</b>      | 228,820.65      |
| <b>Total Liabilities</b>              | 228,820.65      |
| <b>Equity</b>                         |                 |
| Capital Stock                         | 45,500.00       |
| Retained Earnings                     | (150,000.00)    |
| Net Income                            | (116,525.03)    |
| <b>Total Equity</b>                   | (221,025.03)    |
| <b>TOTAL LIABILITIES &amp; EQUITY</b> | <b>7,795.62</b> |

# New Generation Consumer Group, Inc

## Profit & Loss

|                          | <u>Oct - Dec 16</u>      |
|--------------------------|--------------------------|
| Ordinary Income/Expense  |                          |
| Expense                  |                          |
| Auto and Truck Expen...  | 170.16                   |
| Consulting Expense       | 2,500.00                 |
| Depreciation Expense     | 94.35                    |
| Interest Expense         | 500.00                   |
| Meals and Entertainme... | 261.75                   |
| Office Expense           | 584.42                   |
| Rent Expense             | 2,700.00                 |
| Telephone Expense        | 332.84                   |
| Travel Expense           | 26.43                    |
| Total Expense            | <u>7,169.95</u>          |
| Net Ordinary Income      | <u>(7,169.95)</u>        |
| Net Income               | <u><u>(7,169.95)</u></u> |