Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

American Seniors Association Holding Group, Inc.

A Georgia Corporation

353 6th Ave West
Bradenton, FL 34205

941-216-3805
www.americanseniors.org
info@americanseniors.org
6719 – Holding Company

Annual Report

For the Period Ending: December 31, 2019
(the "Reporting Period")

As of December 31, 2019, the number of shares outstanding of our Common Stock was:

53,122,377

As of September 30, 2019, the number of shares outstanding of our Common Stock was:

53,122,377

As of December 31, 2018, the number of shares of our outstanding common stock was:

52, 372,377

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: No: X

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: No: X

Indicate by check mark whether a Change in Control[1] of the company has occurred over this reporting period:

Yes: No: X

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

American Seniors Association Holding Group, Inc- Effective January, 2010

Previous Names:

ASF Group, Inc
Vision Media Technologies, Inc
Seafood Harvest Group, Inc.

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

The company became a Georgia Corporation in January of 2010 and is active.

Has the issuer or any of its predecessors ever been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: No: X

2) Security Information

Trading symbol:	AMSA	
Exact title and class of securities outstanding:	COMMON	
CUSIP:	029578200	
Par or stated value:	.005	
Total shares authorized:	950,000,000	as of date: December 31, 2019
Total shares outstanding:	53,122,377	as of date: December 31, 2019
Number of shares in the Public Float:	3,520,111	as of date: December 31, 2019
Total number of shareholders of record:	102	as of date: December 31, 2019

Additional class of securities (if any):

Trading symbol:	N/A	
Exact title and class of securities outstanding:	Series A Preferred	
CUSIP:	N/A	
Par or stated value:	.50	
Total shares authorized:	20,000,000	as of date: December 31, 2019
Total shares outstanding:	90,000	as of date: December 31, 2019
Number of shares in the Public Float:	0	as of date: December 31, 2019
Total number of shareholders of record:	1	as of date: December 31, 2019

Transfer Agent

Name: Vstock Transfer
Phone: 212-828-8436
Email: info@vstocktransfer.com

Is the Transfer Agent registered under the Exchange Act?[2] Yes: X No:

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

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:

None

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of 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. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☐

Number of Shares outstanding as of Date of Beginning of Second Most Completed Fiscal Year	Opening Balance: Common: 50,272,377		*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	**Transaction type (e.g. new issuance, cancellation, shares returned to treasury)**	**Number of Shares Issued (or cancelled)**	**Class of Securities**	**Value of shares issued ($/per share) at Issuance**	**Were the shares issued at a discount to market price at the time of issuance? (Yes/No)**	**Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).**	**Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)**	**Restricted or Unrestricted as of this filing?**	**Exemption or Registration Type?**
January 2, 2018	New Issuance	100,000	Common	$.05	No	Eurasian Capital LLC Jeff Stone	IR Services	Unrestricted	N/A
March 15, 2018	New Issuance	500,000	Common	$.01	No	Robbe Morris	Per Employment Agreement	Restricted	N/A
March 15, 2018	New Issuance	200,000	Common	$.05	No	Robbe Morris	Directors Compensation	Restricted	N/A
March 15, 2018	New Issuance	800,000	Common	$.05	No	Paul Cornell	Chairman Compensation	Restricted	N/A

April 17, 2018	New Issuance	90,000	Series A Preferred	$.50	No	Paul Cornell	$.50 per share purchase	Restricted	N/A
November 20, 2018	New Issuance	500,000	Common	$.04	No	Robbe Morris	Per Employment Agreement	Restricted	N/A
August 30, 2019	New Issuance	450,000	Common	$.02	No	Robbe Morris	Directors Compensation Services Rendered	Restricted	N/A
August 30, 2019	New Issuance	300,000	Common	$.02	No	Paul Cornell	Chairman Compensation	Restricted	N/A
January 9, 2020	New Issuance	500,000	Common	$.01	No	Mark Rodenbeck	Cash Investment	Restricted	N/A
January 9, 2020	New Issuance	1,000,000	common	$.01	No	Kevin Curtis	Cash Investment	Restricted	N/A
Shares Outstanding on: March 25, 2020	Ending Balance: Common: 54,622,377 Preferred: 90,000								

Use the space below to provide any additional details, including footnotes to the table above:

____

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe any issuance of promissory notes, convertible notes or convertible debentures **in the past two completed fiscal years and any subsequent interim period**.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

Date of Note Issuance	Outstanding Balance ($)	Principal Amount at Issuance ($)	Interest Accrued ($)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder	Reason for Issuance (e.g. Loan, Services, etc.)
December 31, 3015	$313,146	$300,000	$13,146	December 31, 2020	Not Convertible	Clay and Julie Edwards	Operating Capital
June 27, 2017	$29,500	$35,000	$0	September 1, 2017	Convertible into Common stock at the average 30 day bid price	Sharon Taylor*	To facilitate a reduction in a lawsuit settlement

Use the space below to provide any additional details, including footnotes to the table above:

*On February 15, 2019 the original Noteholder, Paul Cornell assigned the Convertible note to Sharon Taylor

4) Financial Statements

A. The following financial statements were prepared in accordance with:

X. U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by:

Name:	Robert Orswell
Title:	N/A
Relationship to Issuer:	Accountant

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American Seniors Association Holding Group, Inc.

Condensed Statement of Operations

(unauduted)

	For the twelve months ended		For the three months ended	
Revenues	**12/31/2019**	**12/31/2018**	**Dec 31, 2019**	**Dec 31, 2018**
Advertising Income	75	3,060	8	-
Commissions	123,747	108,091	53,167	24,094
Direct Mail	1,182	507	-	-
List Rental	4,486	2,955	622	-
Membership Dues	22,237	18,437	4,396	3,624
Royalties	42,536	61,432	7,532	10,677
Total revenues	194,263	194,482	65,725	38,395
Cost of Goods Sold				
Credit Card - Merchant Fees	1,975	1,578	682	479
Total Cost of Goods Sold	1,975	1,578	682	479
Gross Profit	192,288	192,904	65,043	37,916
General and Administrative Expenses				
Advertising	-	1,562	-	-
Auto Allowance	-	500	-	500
Amortization	-	-	-	-
Bad Debt	-	350	-	-
Bank Service Charges	30	213	30	-
Charitable	825	271	650	
Communications	3,489	3,287	867	1,039
Database Maintenance	3,994	4,735	2,994	-
Dues	-	365	-	-
Insurance - Other	2,412	42	401	42
Interest Expense	12,000	10,865	3,000	-
Late Fees	9	325	-	-
Liability Insurance	508	331	150	252
License and Permits	3,265	639	205	-
Marketing	10,673	12,477	3,926	1,596
Miscellaneous	-	1,032	-	-
Office Supplies	2,049	1,108	998	367
Payroll - Officer Wages	47,500	46,413	10,450	12,350
Payroll - Salaries	-	7,794	-	-
Payroll Taxes	6,076	4,247	2,004	1,232
Postage and Shipping	1,127	1,196	48	330
Printing and Reproduction	3,124	3,251	1,005	748
Professional - Accounting	639	115	-	-
Professional - Consulting	11,000	2,398	-	460
Professional - Other	-	-	-	-
Professional - Lawsuit Settlement	-	-	-	-
Professional - Legal	1,077	(5,050)	77	-
Rent	10,925	8,270	3,361	2,523
Stock Market Fees	8,648	4,373	3,787	3,406
Travel & Entertainment	10,956	6,005	1,778	1,483
Utilities	979	490	242	211
Website Fees	5,270	4,471	1,355	1,064
Total General and Administrative Expenses	146,775	122,275	37,327	27,603
Total Expenses	146,775	122,275	37,327	27,603
Net Income (Loss)	45,513	70,629	27,716	10,313
Other income (losses)				
Other income(losses)	-	-	-	-
Other income (losses)	-	-	-	-
Net Income (Loss)	45,513	70,629	27,716	10,313

American Seniors Association Holding Group, Inc.		
Condensed Statement of Cash Flows		
(unaudited)		
	Period Ending	
Cash flows from operating activities	**Dec 31. 2019**	**Dec 31, 2018**
Net Income before Other Income (losses)	45,513	70,629
Other Income (losses)	-	-
Adjustments to reconcile net income to net cash provided	-	-
Depreciation and amortization	-	-
(Gain)loss on sale of assets	-	-
Changes in assets and liabilities	45,513	70,629
(Increase) decrease in:		
Subscription Receivable	-	-
Note Receivable	33,256	150
Prepaid Expense	-	-
Security Deposit	675	675
Increase (decrease) in:		
Accounts payable	-	(39,157)
Accrued Interest	13,146	(1,146)
Accrued payroll taxes	-	2,371
Net cash provided by operating activities	47,077	(37,107)
Cash flows from investing activities		
Capital Expenditures	-	-
Impairment of fixed assets	-	-
Cash provided by (used in) investing activities	-	-
Cash flows from financing activities		
Borrowings under notes payable	-	44,391
Payments under notes payable	(1,500)	-
Stockholder Equity Adjustments	-	-
Cash provided by (used in) financing activities	(1,500)	44,391
Net increase (decrease) in cash and cash equivalents	5,244	(2,653)
Cash and cash equivalents at the beginning of the period	18,368	6,915
Cash and cash equivalents at the end of the period	23,612	4,262

American Seniors Association Holding Group, Inc.

Balance Sheet

(unaudited)

	Dec 31, 2019	Dec 31, 2018
Assets		
Current assets		
Cash and cash equivalents	23,612	4,262
Subscription receivable	-	-
United seniors for America	33,256	-
Total Current Assets	56,868	4,262
Fixed Assets		
Furniture & fixtures	3,208	3,208
Customer List $ 462,167 net of accumulated		
amortization of $462,167	-	-
Total Fixed Assets	3,208	3,208
Other assets		
Prepaid Expense	-	-
Employee Advance	-	-
Security Deposit	675	675
Total other assets	675	675
Total assets	60,751	8,145
Liabilities and Shareholder Capital		
Current liabilities		
Accounts payable	-	(6,000)
Accrued payroll taxes	-	115
Accrued Interest Payable	13,146	281
Total current liabilities	13,146	(5,604)
Long term debt		
Notes Payable Edwards	300,000	300,000
Note Payable - Cornell	29,500	35,000
Total long term debt	329,500	335,000
Total Liabilities	342,646	329,396
Equity		
Common stock	328,842	328,842
Series A Preferred	45,000	45,000
Additional Paid In Capital	1,069,130	1,069,130
Retained earnings	(1,724,867)	(1,764,223)
Total equity	(281,895)	(321,251)
Total liabilities and equity	60,751	8,145

American Seniors Association Holding Group, Inc					
Statement of Stockholders Equity					
	Common Stock	Series A Preferred	Additional Paid In Capital	Retained Earnings	Stockholders' Equity
Balance January 1, 2018	$251,362	$45,000	$1,069,130	-$1,876,833	-$511,341
Issued shares for cash					
Stock based Compensation	$10,500				$10,500
Purchase of treasury stock					
Net income				$70,629	$70,629
Accounting recociliations				$108,961	$95,961
Balance December 31, 2018	$261,862	$45,000	$1,069,130	-$1,697,243	-$321,251
Balance January 1, 2019	$261,862	$45,000	$1,069,130	-$1,697,243	-$321,251
Issued shares for cash					
Stock based Compensation	$3,750				$3,750
Purchase of treasury stock					
Net income				$45,513	$45,513
Accounting reconciliations			-$9,907		-$9,907
Balance December 31, 2019	$265,612	$45,000	$1,059,223	-$1,651,730	-$281,895

Notes to the Financial Statements

Basis of Presentation

The accompanying consolidated financial statements and related notes have been prepared in accordance with accounting principles that are generally accepted in the United States of America (“GAAP”). The consolidated financial statements include the accounts of the Company at December 31, 2020 and December 31, 2019 respectively. **These financials have not been audited or reviewed by an auditor.**

The Company operates in one segment. Operational information is tracked by geographic area and by age demographic; however, financial performance is assessed as a single enterprise. The consolidated financial statements include the accounts of the Company and its subsidiaries after eliminating all significant intercompany balances and transactions.

Use of Estimates

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of any contingent assets and liabilities at the date of the financial statements as well as the reported amount of revenues and expenses reported during the period. Actual results may differ from these estimates.

Fiscal Year End

The Company has elected to maintain December 31st as its fiscal year end.

Accounts Receivable and Revenue

The Company will follow *ASC 605-10 “Revenue Recognition”* to recognize revenue on an accrual basis as operations permit. The Company shall recognize revenue when earned or when persuasive evidence of an arrangement exists. As such, membership dues are recognized when received. Royalties from third parties are recognized when received unless a reporting arrangement exists whereby the company can recognize the income in the month of occurrence rather than the month of receipt.

Notes Receivable

The Company has issued a Line of credit to the United Seniors for America, a newly formed 501c4 charity located in Alexandria, Virginia. As of December 31, 2020 the Company had an outstanding loan balance due of $33,256.

Furniture and Fixtures

All furniture was disposed of during the move from Atlanta, GA to Houston, TX. Should the company purchase new furniture of material value, it will be disclosed in the current reporting period.

Security Deposits

The company currently has a security deposit of $675 held by Nelco Realty Holdings, Inc. in Bradenton, FL.

Membership Dues

Annual membership to ASA is $15, $25, and $35 for one two or three years respectively. The Company typically sends renewal emails and notices to members starting 30 days prior to expiration.

Accounts Payable

As of December 31, 2019, the Accounts Payable of the Company was - $0

Notes Payable

In September of 2011, the Company received a loan of $300,000 from Julie and Clay Edwards. The note was to pay $4,166.00 in interest per month. In May of 2012, Julie and Clay Edwards received one interest payment of $33,328.00 for the interest that had accrued on the note through that date. On December 31,2015, the accrued interest of $173,972 on the defaulted note was converted to shares of common stock, the original note was cancelled and a new note in the amount of the original $300,000 was issued. The newly issued note bears interest at 4% per annum and is payable by monthly interest only payments and quarterly principal payments as a percentage of earnings.

On June 27th, 2017 the Company's CEO Paul Cornell lent $35,000 to the Company so that the Company could meet the pre-payment trigger of the Metropolitan Settlement. The $35,000 was applied directly to the Metropolitan debt and triggered an additional $40,000 reduction in principal per the original settlement. Mr Cornell was issued a Convertible Promissory Note in return for the loan of the funds. The note bears interest at 8% annually and is convertible into Company common stock.

Income Taxes

The Company accounts for income taxes under *ASC 740-10 "Income Taxes".* A deferred tax asset and/or liability are created when a more-likely-than-not recognition criterion creates a certain tax position. As the Company has sustained material losses from a tax perspective for more than the last 5 years, it would be inappropriate to compute a deferred tax asset at this time.

Segment Reporting

The Company reports as one operating segment with the Chief Executive Officer ("CEO") acting as the Company's chief operating decision maker. The Company's CEO reviews financial information presented on a consolidated basis for purposes of allocating resources and evaluating financial performance. The Company has a single reporting unit and there are no segment managers who are held accountable for operations, operating results, or components below the consolidated unit level.

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

AMSA is the owner of the American Seniors Association, a national for profit membership services organization which provides information and discounts to senior citizens. The company distinguishes itself in the marketplace by playing an active role with certain political issues. By publicizing its positions on these issues through various media outlets, AMSA can seek to recruit like-minded individuals. Specifically, we have identified ourselves as "a conservative alternative to AARP" in an attempt to entice members from other competitors. Additionally, we have loosely affiliated ourselves with other larger membership-based politically motivated organizations in order to increase our name recognition.

The principal products we sell are memberships at a price of $15, $25 and $35 for one, two and three year terms respectively. The main thrust of our benefits and discounted services are insurance of nature and vary from Medicare products to Dental to Home and Auto. We offer reduced Cell phone plans, ASA travel services, discounted prices on various products, and more.

Our distribution methods are through the vendors themselves. We incur no cost associated with this but it is accomplished through direct mail, telephone and emails.

The primary competitor of the company is AARP which is a well-established not-for-profit firm with government funding that AMSA does not share. AMSA's competition is established through direct mail campaigns, email campaigns and word of mouth advertising. Other than licensing requirements which AMSA must meet to conduct its business, the company does not require any government approval of the products and services it offers.

B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

   None

C. Describe the issuers' principal products or services, and their markets

The principal products we sell are memberships at a price of $15, $25, and $35 for one, two and three year memberships respectively. The main thrust of our benefits and discounted services are insurance of nature and vary from Medicare products to property and casualty. We also offer ASA travel services, ASA Roadside Assistance, discounted prices on various products including retail and restaurant discounts, an ASA branded Visa credit card and more.

The Company's main revenue stream is derived from the sales of insurance to our members. While we are a fully licensed insurance agency, we have been outsourcing our sales and have had to share a large portion of the commission. We are currently in the process of building out the insurance business and will be writing insurance in house which will allow us to benefit from substantially increased commissions going forward.

Our distribution methods are through the vendors themselves. We incur little or no cost associated with this, but it is accomplished through direct mail, telephone and emails.

6) Issuer's Facilities

Prior to May, 2015 the Company's offices were located in Houston, TX in a general office facility of 1,000 square feet. In May of 2015, the company relocated to 353 6th Avenue West Bradenton, FL 34205 where it is presently headquartered.

7) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information regarding any person or entity owning 5% of more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Paul Cornell	CEO, Chairman	Terra Ceia, FL	6,700,000	Common	12.6%	_____
ASA Partners, Inc	Owner of more than 5% of the issuer	Terra Ceia, FL	10,000,000	Common	18.8%	Paul Cornell is the sole owner of ASA Partners Inc.
Mark Wingate	Owner of more than 5% of the issuer	Atlanta, GA	7,200,000	Common	13.55%	_____
Robbe Morris	CTO, Director	Sanford, FL	4,650,000	Common	8.75%	_____
Paul Cornell	CEO, Chairman	Terra Ceia, FL	90,000	Series A Preferred	100%	_____

8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 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);

   N/A

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;

   N/A

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

   N/A

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.

   N/A

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

N/A

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name:	Mark Pena
Firm:	Mark E. Pena, P.A.
Address 1:	4230 So. MacDill Ave, Suite 1
Address 2:	Tampa., FL 33611
Phone:	813-254-1289
Email:	lpena001@tampabay.rr.com

Accountant or Auditor

N/A

Investor Relations Consultant

N/A

Other Service Providers

Provide the name of any other service provider(s), including, counsel, advisor(s) or consultant(s) **that assisted, advised, prepared or provided information with respect to this disclosure statement**, or provided assistance or services to the issuer during the reporting period.

N/A

10) Issuer Certification

Principal Executive Officer:

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, Paul Cornell certify that:

1. I have reviewed this Annual Disclosure Statement of American Seniors Association Holding 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.

April 9, 2020

/s/ Paul Cornell

Principal Financial Officer:

I, Paul Cornell certify that:

1. I have reviewed this Annual Disclosure Statement of American Seniors Association Holding 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.

April 9, 2020

/s/ Paul Cornell