

SCEPTER HOLDINGS, INC.
(Formerly Brazos International Exploration, Inc.)

**INFORMATION AND DISCLOSURE
STATEMENT**

3655 Holland CT

Wheat Ridge, CO
80033

CIK 0001420924

Symbol: BRZL

SIC Code 4911

Cautionary Notice Regarding Forward-Looking Statements

This Current Report and other reports filed by the Registrant from time to time with OTC Markets (collectively the "Filings") contain or may contain forward-looking statements and information that are based upon beliefs of, and information currently available to, the Registrant's management as well as estimates and assumptions made by the Registrant's management. When used in the filings the words "anticipate," "believe," "estimate," "expect," "future," "intend," "plan" or the negative of these terms and similar expressions as they relate to the Registrant or the Registrant's management identify forward-looking statements. Such statements reflect the current view of the Registrant with respect to future events and are subject to risks, uncertainties, assumptions and other factors (including the risks contained in the section of this report entitled "Risk Factors") relating to the Registrant's industry, the Registrant's operations and results of operations and any businesses that may be acquired by the Registrant. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended or planned.

Although the Registrant believes that the expectations reflected in the forward-looking statements are reasonable, the Registrant cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, the Registrant does not intend to update any of the forward-looking statements to conform these statements to actual results. The following discussion should be read in conjunction with the Registrant's financial statements and pro forma financial statements and the related notes filed with this Disclosure Statement.

Unless otherwise indicated, in this disclosure, references to "we," "our," "us," the "Company" "Scepter," or the "Registrant" refer to Scepter Holdings, Inc.. (f/k/a/ Brazos International Exploration, Inc.), a Nevada corporation.

BUSINESS AND OPERATIONS.

Completion of Acquisition or Disposition of Assets.

On November 1st, 2016 (the "Closing Date"), Scepter Holdings, Inc., a Nevada corporation closed a transaction (the "Transaction") in the form of a merger/definitive agreement, (the "Agreement") with F3 Innovations, LLC a company organized under the laws of the State of Wyoming ("F3"). The Agreement includes the right to enter into certain other agreements and use F3's intellectual property. The Company did not acquire any plant and equipment, and any other business and operational assets of F3, Inc. as part of the Agreement, and the Company did not hire any employees of F3, LLC. The Agreement relates to the development, and operation of F3 and its company Intensity Nutrition. On the Closing Date and as consideration for the Agreement, the Company Trust Lawyer will transfer 70,855,450 restricted shares of Common Stock and any preferred shares if available to Leonard K Armenta Jr.

The 70,855,450 shares of Common Stock issued to Leonard K Armenta Jr had a contract stated value, in managements estimation of \$40,000, based on several factors, including, the limited trading of the Company's Common Stock, the placement of a Securities Act of 1933 legend on the Common Stock which restricts its resale until there is a valid exemption for resale (for example, an exemption under Rule 144 of the Securities Act of 1933 would not be available, the absence of registration rights, for a minimum period of twelve months, and the self determination of the value of the Agreement by Scepter Holdings. Neither Scepter Holdings, Inc. nor the Company obtained an independent valuation of the Agreement in connection with the Transaction and the value was arbitrarily determined based in part on the factors listed above.

Prior to the Transaction, we were a alternate reporting company with OTC Markets. Accordingly, pursuant to the requirements, set forth below, is the information that would be required if we were filing a general form for registration of securities on Form 10 under the Exchange Act, for our common stock, which is the only class of our securities subject to reporting requirements

The following description of the terms and conditions of the Agreement and the transactions contemplated thereunder that are material to us does not purport to be complete and is qualified in its entirety by reference to the full text of the Agreement, as amended a copy of which is filed as incorporated exhibits hereto and incorporated by reference.

The Transaction will be accounted for as a company merger in accordance with Rule 11-01(d) of Regulation S-X and ASC 805-10-55-4. The assets, consisting of the Agreement, have a contract stated value of \$40,000 and no goodwill is recognized in the purchase. Any valuation of the assets is subject to review and possible adjustment if it is determined that a valuation opinion of the assets is required.

DESCRIPTION OF BUSINESS

CONCEPTUAL DEVELOPMENT STRATEGY

F3/Intensity Nutrition developed new and innovative sports nutrition. This innovative brand of sports nutrition products was inspired by the athletes for athletes. F3/Intensity Nutrition was designed to help improve all facets of an athlete's training from weight loss, pre-workout to recovery as well as all the sports nutritional needs of an athlete. From there we took that knowledge and released these products to the general public so they can rest assure that the products they are taking are not only banned substance free, but high enough quality for elite athletes. The key to separating F3/Intensity Nutrition from other brands is our products are banned substance free, made with clinically tested ingredients, developed by some of the top minds in the industry and are tested by our staff and high level athletes. All our products are made in GMP tested facilities and all ingredients are all heavily tested before they even enter our ingredient profile.

Revenues and Customers

Customers Amazon.com, Clickbank, Beast RX and 619 Muscle. We are working to obtain many more in the US and Internationally.

Intellectual Property

To date, we have not been granted any patents, trademarks, franchises, concessions or labor contracts at this time. However, In the future we will file intellectual property protections as circumstances dictate. We have no assurance of our ability to continue to use such names in association with the sale of our products and services or the timing on the acceptance of our applications.

We intend to enter into confidentiality and proprietary rights agreements with our employees, consultants and other third parties and control access to software, documentation and other proprietary information. We intend to apply for other protections in the form of patents and copyrights, if applicable. We cannot provide assurances as to the timing or completion of any actions intended to protect our Intellectual Property. Our policy is that employees are required to execute non-disclosure agreements as part of their employment agreements. Failure to provide adequate protection our proprietary rights could expose us to infringement of our rights by other parties and could offer similar services, significantly harming our competitive position and decreasing our revenues.

Competition

Currently, we believe there appears to be competition presently.

However, we are a new entry into this marketplace and we are not well known. As such, we may compete with numerous providers, many of which have far greater financial and other resources than we do.

Many of these companies have established histories and relationships in providing nutritional supplements in other markets that may enable them to attract talent, and financing if they decide to enter the region of the project. We believe we will be competitive in the market place and with potential customers, as our systems will be full featured and fully integrated while not requiring customization.

We believe that our services will prove to be cost effective and easy for users to adopt and use.

Government Regulation

The conduct of our business, and the production, distribution, sale, advertising, labeling, safety, transportation and use of our products, may be subject to various laws and regulations administered by federal, state and local governmental agencies as well as to foreign laws and regulations administered by government entities and agencies in markets where we may operate and sell our products and services. We are unaware of any Agreements or regulations that we have to adhere to and it is our policy to abide by the laws and regulations that apply to our business.

We may also be subject to a number of U.S. federal or state laws and regulations that affect companies conducting business, many of which are still evolving and being tested in courts, and could be interpreted in ways that could harm our business. These may involve user privacy, rights of publicity, data protection, content, intellectual property, distribution, electronic contracts and other communications, competition, protection of minors, consumer protection, taxation and online payment services.

We will rely on legal and operational compliance programs, as well as local counsel, to guide our business in complying with applicable laws and regulations of the jurisdictions in which we do business.

We do not anticipate at this time that the cost of compliance with U.S. and foreign laws will have a material financial impact on our operations, business or financial condition, but there are no guarantees that new regulatory and tariff legislation may not have a material negative effect on our business in the future.

Employees

Scepter Holdings, Inc. currently has 2 full-time employees and no part-time employees. All employees are required to execute non-disclosure agreements as part of their employment agreements. We believe our relations with our employees are good. None of our employees are subject to collective bargaining agreements.

RISK FACTORS

You should carefully consider the risks described below together with all of the other information included in this Document before making an investment decision with regard to our securities. The statements contained in or incorporated into this Document that are not historic facts are forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those set forth in or implied by forward-looking statements. If any of the following events described in these risk factors actually occurs, our business, financial condition or results of operations could be harmed. In that case, the trading price of our common stock could decline, and you may lose all or part of your investment.

Risks Related to Our Business and Industry

We are a company with a limited operating history on which to evaluate our business or base an investment decision.

Our business prospects are difficult to predict because of our limited operating history, early stage of development and unproven business strategy. We expect to incur losses over the near to mid-term, and certainly during the next 12 months, if not longer, as we develop our project we will face numerous risks and uncertainties as we attempt to develop our business. In particular, we have not proven all our products will be attractive to customers. If we are unable to make progress developing new products, our prospects will be limited and it will be difficult to accomplish our business goals.

If we fail to raise additional capital, our ability to implement our business model and strategy could be compromised.

We have limited capital resources and operations. We expect to require substantial additional capital to advance our business. We may not be able to obtain additional financing on terms acceptable to us, or at all. Even if we obtain financing for our near term operations, we expect that we will require additional capital beyond the near term. If we are unable to raise capital when needed, our business, financial condition and results of operations would be materially adversely affected, and we could be forced to reduce or discontinue our operations. If additional financing is obtained it may involve the sale of additional equity securities with the consequence of dilution to our current investors.

Our management and internal systems might be inadequate to handle our potential growth.

Successful implementation of our business strategy will require us to develop our operations and effectively manage growth. Growth will place a significant strain on our management, financial, marketing and other resources, which would cause us to face operational difficulties. To manage future growth, our management must build operational and financial systems and expand, train, retain and manage our employee base. Our management may not be able to manage our growth effectively, in which case, our expansion would be halted or delayed and we may lose our opportunity to gain significant market share or the timing advantage with which we would otherwise gain significant market share. Any inability to manage growth effectively may harm our ability to implement and execute our current or any subsequent business plans.

Economic conditions and other risks could adversely affect our business.

Our business can be adversely affected by the general environment – economic, corporate, securities market, regulatory, and geopolitical developments all play a role in the development of our business, and are outside of our control. Our revenues will be derived from Sports Nutrition and Common customers... Like other businesses, we are directly affected by economic and political conditions, broad trends in business and finance, any sustained downturn in general economic conditions or severe market fluctuations or weak economic conditions could reduce our sales volume and net revenues and have a material adverse effect on our profitability.

We rely on external service providers to perform certain key functions.

We rely on a number of external service providers for certain key technology, processing, service and support functions. These service providers face technological and operational risks of their own. Any significant failures by them, including improper use or disclosure of our confidential customers, employee or company information, could interrupt our business, cause us to incur losses and harm our reputation.

There can be no assurance that any external service providers will be able to continue to provide these services in an efficient, cost-effective manner or that they will be able to adequately expand their services to meet our needs. An interruption in or the cessation of service by any external service provider as a result of systems failures, capacity constraints, financial constraints or problems, unanticipated trading market closures or for any other reason, and our inability to make alternative arrangements in a smooth and timely manner, if at all, could have a material adverse effect on our business, results of operations and financial condition.

Risks Related to International Markets and Regulatory Environment

Extensive regulation of our business may limit our activities and may subject us to significant penalties.

As a public company, we are subject to extensive regulation by governmental agencies, supervisory authorities, and self-regulatory organizations (“SROs”). Such regulation becomes more extensive and complex in response to market disruptions. The requirements imposed by our regulators are designed to ensure the integrity of the financial markets, the safety and soundness of financial institutions, and the protection of investors. These regulations often serve to limit our activities by way of capital, customer protection and market conduct requirements, and restrictions on the business activities that we may conduct. Despite our efforts to comply with applicable regulations, there are a number of risks, particularly in areas where applicable regulations may be unclear or where regulators revise their previous guidance. Any enforcement actions or other proceedings brought by regulators against us or our affiliates, officers or employees could result in fines, penalties, cease and desist orders, suspension or expulsion, or other disciplinary sanctions, including limitations on our business activities, any of which could harm our reputation and adversely affect our results of operations and financial condition. We could fail to

establish and enforce procedures to comply with applicable regulations, which could have a material adverse effect on our business.

Legislation or changes in rules and regulations could negatively impact our business and financial results.

New legislation, rule changes, or changes in the interpretation or enforcement of existing foreign and SRO rules and regulations, may directly affect our operation and profitability or our specific business lines. Our profitability could also be affected by rules and regulations which impact the business communities generally, including changes to the laws governing taxation, electronic commerce, customer's privacy and security of customer's data. In addition, the rules and regulations could result in limitations on the lines of business we conduct, modifications to our business practices, increased capital requirements, or additional costs.

Our profitability could also be affected by rules and regulations that impact the business and financial communities generally, including changes to domestic and foreign laws governing banking, fiduciary duties, conflicts of interest, taxation, electronic commerce, customers privacy and security of customers data.

Risks Related to our Common Stock and our Status as a Public Company

The relative lack of public company experience of our management team may put us at a competitive disadvantage.

Our management team lacks public company experience and is generally unfamiliar with the requirements of the United States securities laws and U.S. Generally Accepted Accounting Principles, which could impair our ability to comply with legal and regulatory requirements such as those imposed by Sarbanes-Oxley Act of 2002. Our senior management team has never had responsibility for managing a publicly traded company.

Such responsibilities include complying with federal securities laws and making required disclosures on a timely basis. Our senior management may not be able to implement programs and policies in an effective and timely manner that adequately respond to such increased legal, regulatory compliance and reporting requirements. Our failure to comply with all applicable requirements could lead to the imposition of fines and penalties and distract our management from attending to the growth of our business.

Shares of our common stock that have not been registered under the Securities Act of 1933, as amended, regardless of whether such shares are restricted or unrestricted, are subject to resale restrictions imposed by Rule 144, including those set forth in Rule 144(i) which apply to a "shell company." In addition, any shares of our common stock that are held by affiliates will be subject to the resale restrictions of Rule 144(i).

Pursuant to Rule 144 of the Securities Act of 1933, as amended ("Rule 144"), a "shell company" is defined as a company that has no or nominal operations; and, either no or nominal assets; assets consisting solely of cash and cash equivalents; or assets consisting of any amount of cash and cash equivalents and nominal other assets. As such, prior to receiving the Agreement, we have considered ourselves as a "shell company" pursuant to Rule 144 and as such, sales of our securities pursuant to Rule 144 are not able to be made until a period of at least 12 months has elapsed from the date on which our Current Report on Form 8-K is filed with the SEC reflecting our status as a non- "shell" company. Therefore, any restricted securities we sell in the future or issue to consultants or employees, in consideration for services rendered or for any other purpose will have no liquidity until and unless such securities are registered with the SEC and/or until a year after the date of the filing of our Current Report on Form 8-K and we have otherwise complied with the other requirements of Rule 144. As a result, it may be harder for us to fund our operations and pay our employees and consultants with our securities instead of cash. Furthermore, it will be harder for us to raise funding through the sale of debt or equity securities unless we agree to register such securities with the SEC, which could cause us to expend additional resources in the future. Our previous status as a "shell company" could prevent us from raising additional funds, engaging employees and consultants, and using our securities to pay for future acquisitions (although none are currently planned), which could cause the value of our securities, if any, to decline in value or become worthless. Lastly, any shares held by affiliates, including shares received in any registered offering, will be subject to the resale restrictions of Rule 144(i).

The elimination of monetary liability against our directors, officers and employees under Nevada law and the existence of indemnification rights to our directors, officers and employees may result in substantial expenditures by us and may discourage lawsuits against our directors, officers and employees.

Our articles of incorporation eliminate the personal liability of our directors and officers to us and our stockholders for damages for breach of fiduciary duty as a director or officer, except for (i) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) the payment of dividends in violation of the Nevada Revised Statutes. Additionally, our Bylaws require us to indemnify our directors and officers to the fullest extent not prohibited by Nevada law. The foregoing indemnification obligations could result in us incurring substantial expenditures to cover the cost of settlement or damage awards against directors and officers, which we may be unable to recoup. These provisions and resultant costs may also discourage us from bringing a lawsuit against directors and officers for breaches of their fiduciary duties, and may similarly discourage the filing of derivative litigation by our stockholders against our directors and officers even though such actions, if successful, might otherwise benefit us and our stockholders.

Our stock is categorized as a penny stock. Trading of our stock may be restricted by the SEC's penny stock regulations which may limit a stockholder's ability to buy and sell our stock.

Our stock is categorized as a penny stock. The SEC has adopted Rule 15c-9 which generally defines "penny stock" to be any equity security that has a market price (as defined) less than US \$5.00 per share or an exercise price of less than US \$5.00 per share, subject to certain exceptions. Our securities are covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to persons other than established customers and accredited investors. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the SEC which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation.

In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to the penny stock rules. Consequently, the penny stock rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules discourage investor interest in and limit the marketability of our common stock.

FINRA sales practice requirements may also limit a stockholder's ability to buy and sell our stock.

In addition to the "penny stock" rules described above, FINRA has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low-priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information.

Under interpretations of these rules, FINRA believes there is a high probability that speculative low-priced securities will not be suitable for at least some customers. The FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock and have an adverse effect on the market for our shares.

To date, we have not paid any cash dividends and no cash dividends will be paid in the foreseeable future.

We do not anticipate paying cash dividends on our common stock in the foreseeable future, and we may not have sufficient funds legally available to pay dividends. Even if funds are legally available for distribution, we may nevertheless decide not to pay any dividends. We presently intend to retain all earnings for our operations.

A limited public trading market exists for our common stock, which makes it more difficult for our stockholders to sell their common stock in the public markets.

Our common stock is currently traded under the symbol “BRZL” based on quotations on the “OTC PINK.” The number of persons interested in purchasing our common stock at or near bid prices at any given time may be relatively small or non-existent. This situation is attributable to a number of factors, including the fact that we are a small company which is still relatively unknown to stock analysts, stock brokers, institutional investors, and others in the investment community that generate or influence sales volume, and that even if we came to the attention of such persons, they tend to be risk-averse and would be reluctant to follow an unproven company such as ours or purchase or recommend the purchase of our stock until such time as we become more viable. Additionally, many brokerage firms may not be willing to effect transactions in our securities. As a consequence, there may be periods of several days or more when trading activity in our stock is minimal or non-existent, as compared to a seasoned issuer which has a large and steady volume of trading activity that will generally support continuous sales without an adverse effect on share price. There can be no assurance that a broader or more active public trading market for our common stock will develop or be sustained, or that trading levels will be sustained.

In the past, securities class action litigation has often been brought against a company following periods of volatility in the market price of its securities. Due to the volatility of our common stock price, we may be the target of securities litigation in the future. Securities litigation could result in substantial costs and divert management’s attention and resources.

Stockholders should also be aware that, according to SEC Release No. 34-29093, the market for “penny stocks,” such as our common stock, has suffered in recent years from patterns of fraud and abuse. Such patterns include (1) control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer; (2) manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases; (3) boiler room practices involving high-pressure sales tactics and unrealistic price projections by inexperienced sales persons; (4) excessive and undisclosed bid-ask differential and markups by selling broker-dealers; and (5) the wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, along with the resulting inevitable collapse of those prices and with consequent investor losses. Our management is aware of the abuses that have occurred historically in the penny stock market.

Although we do not expect to be in a position to dictate the behaviour of the market or of broker-dealers who participate in the market, management will strive within the confines of practical limitations to prevent the described patterns from being established with respect to our securities. The occurrence of these patterns or practices could increase the future volatility of our share price.

If we issue additional shares in the future, it will result in the dilution of our existing stockholders.

Our articles of incorporation authorize the issuance of up to 150,000,000 shares of common stock with a par value of \$0.001 per share and 5,000,000 shares of preferred stock with a par value of \$0.001 per share.

As of the Closing Date, we have 107,776,017 shares of common stock issued and outstanding and no shares of preferred stock issued and outstanding. As a result, our board of directors has the ability to issue a large number of additional shares of common stock and preferred stock without stockholder approval, which, if issued, could cause substantial dilution to our existing stockholders. Our Board of Directors may choose to issue some or all of such shares to acquire one or more companies or properties and to fund our overhead and general operating requirements.

The issuance of any such shares may reduce the book value per share and may contribute to a reduction in the market price of the outstanding shares of our common stock. If we issue any such additional shares, such issuance will reduce the proportionate ownership and voting power of all current stockholders.

Public disclosure requirements and compliance with changing regulation of corporate governance pose challenges for our management team and result in additional expenses and costs which may reduce the focus of management and the profitability of our Company.

Changing laws, regulations and standards relating to corporate governance and public disclosure, including the Dodd-Frank Wall Street Reform and Consumer Protection Act and the rules and regulations promulgated thereunder, the Sarbanes-Oxley Act and SEC regulations, have created uncertainty for public companies and significantly increased the costs and risks associated with accessing the U.S. public markets. Our management team will need to devote significant time and financial resources to comply with both existing and evolving standards for public companies, which will lead to increased general and administrative expenses and a diversion of management time and attention from revenue generating activities to compliance activities.

SHOULD ONE OR MORE OF THE FOREGOING RISKS OR UNCERTAINTIES MATERIALIZE, OR SHOULD THE UNDERLYING ASSUMPTIONS PROVE INCORRECT, ACTUAL RESULTS MAY DIFFER SIGNIFICANTLY FROM THOSE ANTICIPATED, BELIEVED, ESTIMATED, EXPECTED, INTENDED OR PLANNED.

DESCRIPTION OF PROPERTY

The principal executive offices for the Registrant are currently located at: **3655 Holland CT. Wheat Ridge, CO 80033**. The monthly rent for this property and related expenses are approximately \$1500 per month. The Registrant's main telephone number is: 303-953-2211

PLAN OF OPERATIONS

Mission: At F3/Intensity Nutrition our integrity is built on Leadership, Innovation, Passion and living the lifestyle we promote. Helping people achieve their goals and dreams is the driving force that inspires our Management and Employees to work harder and harder for them. To be in the business is not enough for our team, being in the trenches with our customers is what we live. Our line was designed for not only the elite athlete, but for everyday people looking to change their lives. We have utilized the talents and resources of our team to build the foundation for the success of our company and customers. Now is the time to Battle the old you and become the person you deserve to be.

Products/Services: F3/Intensity Nutrition will develop high level/innovative dietary supplements for elite athletes and general fitness enthusiasts. In stage 1, we will release a pre-workout, Intra-workout, fat loss, Protein, and Hydration products. In stage 2, we will then release a Weight Gainer powder, sports performance drink into c-stores and several other core products. We will also offer online help with training and nutrition to help our customers reach their goals. By offering both the products and training and nutrition assistance, it will give customers a voice or electronic person to speak with so they don't feel like they are doing this on their own. This will give F3/Intensity Nutrition a step up on the competition by giving the consumers the trust they need in a company and will help us by keeping loyal customers.

Technologies: F3/Intensity Nutrition will heavily utilize both Twitter, Instagram and Facebook to assist our customers with questions, tips and suggestions on our product line. Our use of social network will be like no other in the industry.

Markets: The markets for F3/Intensity Nutrition are global. We will do our initial launch into the USA and foreign markets where we will sell to over 15 countries. This will allow us into countries like Brazil, Australia, UK, Europe and Russia as well as many others as well as target US Chains like Vitamin Shoppe and GNC. In phase 2 of our Launch, we will add over 45 more countries to our customer list as well as target all the major US distributors and C-stores. In our teams previous experience, we have seen these foreign markets grow at over a 50% rate per year in sales and for some companies have consisted of over 60% of their sales in total. In Phase 3, we will launch into the USA with major retail chains like GNC and Vitamin. We expect to meet or exceed the industry standard for growth per year of 48%. In 2015 the Fitness industry was a \$21 billion industry and in 2016/2017 it is expected to far exceed that.

Limited Operating History; Need for Additional Capital

There is limited historical financial information about us upon which to base an evaluation of our performance. We are a development stage company and have not generated any revenues. We cannot guarantee we will be successful in our business operations.

Our business is subject to risks inherent in the establishment of a new business enterprise, including limited capital resources and possible cost overruns due to price and cost increases in services and products.

To become profitable and competitive, we have to establish agreements with established service providers and or businesses to enable us to offer these venues to our customers.

We have no assurance that future financing will be available to us on acceptable terms. If financing is not available on satisfactory terms, we may be unable to continue, develop or expand our operations. Equity financing could result in additional dilution to our existing stockholders.

If we are not able to raise sufficient funds to fully implement our start-up business plan for the next year as anticipated, we will scale our business development in line with available capital. Our primary priority will be to retain our reporting status with the Securities and Exchange Commission which means that we will first ensure that we have sufficient capital to cover our legal and accounting expenses. Once these costs are accounted for, in accordance with how much financing we are able to secure, we will focus on market awareness, and servicing costs as well as We will likely not expend funds on the remainder of our planned activities unless we have the required capital.

Comparison of three month periods ended June 30, 2015 and June 30, 2016

We generated no revenues for the three months ended June 30, 2015 or June 30, 2014 We incurred operating expenses in the amount of \$20,000 for the three months ended June 30, 2015, which comprises of general and administrative expenses. For the three months ended June 30, 2014, 2014, we incurred a total operating expense in the amount of \$0. The decrease was attributed to an decrease in general and administrative expenses.

Comparison of the years ended March 31, 2015 and March 31, 2014

We generated no revenues for the fiscal years ended June 30, 2014 or June 30, 2013. We incurred operating expenses in the amount of \$for the fiscal year ended March 31, 2015, which comprises of general and administrative expenses. For the fiscal year ended March 31, 2014, we incurred a total operating expense in the amount of \$0, which was comprised of general and administrative expenses. The decrease was attributed to and reflective of the Company's state of operations at the time.

Contractual Obligations and Off-Balance Sheet Arrangements

Contractual Obligations

We do not currently have any significant contractual obligations.

Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles

requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities, at the date of these financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and cash equivalents

Cash and cash equivalents consist of cash and short-term investments with original maturities of less than 90 days. Such investments are carried at cost, which is a reasonable estimate of their fair value. Cash equivalents are placed with high credit quality financial institutions.

Long-lived Assets

In accordance with the Financial Accounting Standards Board ("FASB") Accounts Standard Codification (ASC) ASC 360-10, "Property, Plant and Equipment," the carrying value of intangible assets and other long-lived assets is reviewed on a regular basis for the existence of facts or circumstances that may suggest impairment. The Company recognizes impairment when the sum of the expected undiscounted future cash flows is less than the carrying amount of the asset. Impairment losses, if any, are measured as the excess of the carrying amount of the asset over its estimated fair value. As of March 31, 2016 and 2015, the Company recorded impairment of \$0 and \$0, respectively.

Asset retirement obligations

The Company has adopted the provisions of FASB ASC 410-20 "Asset Retirement and Environmental Obligations," which requires the fair value of a liability for an asset retirement obligation to be recognized in the period in which it is incurred if a reasonable estimate of fair value can be made. The associated asset retirement costs are capitalized as part of the carrying amount of the related oil and gas properties. As of March 31, 2013, there has been no asset retirement obligations recorded.

Foreign Currency Translation

The Company's functional and reporting currency is the US dollar as substantially all of the Company's operations are in United States dollars.

Assets and liabilities that are denominated in a foreign currency are translated at the exchange rate in effect at the year end and capital accounts are translated at historical rates. Income statement accounts are translated at the average rates of exchange prevailing during the period. Translation adjustments from the use of different exchange rates from period to period are included in the Comprehensive Income statement account in Stockholder's Equity, if applicable.

Transactions undertaken in currencies other than the functional currency of the entity are translated using the exchange rate in effect as of the transaction date. If applicable, exchange gains and losses are included in other items on the Statement of Operations.

Basic and Diluted Loss Per Share

The Company computes basic loss per share by dividing the net loss by the weighted average common shares outstanding during the period. There are no potential common shares; accordingly, diluted and basic loss per share amounts are the same.

Fair Value of Financial Instruments

The Company's only financial instruments are cash, accounts payable, and notes payable. Due to the short maturities of these financial instruments, their fair value approximates their carrying value. Income Taxes

The Company accounts for income taxes pursuant to FASB ASC Topic 740, “*Income Taxes*”. Under FASB ASC Topic 740, deferred tax assets and liabilities are determined based on temporary differences between the bases of certain assets and liabilities for income tax and financial reporting purposes. The deferred tax assets and liabilities are classified according to the financial statement classification of the assets and liabilities generating the differences. The Company maintains a valuation allowance with respect to deferred tax assets. The Company establishes a valuation allowance based upon the potential likelihood of realizing the deferred tax asset and taking into consideration the Company’s financial position and results of operations for the current period. Future realization of the deferred tax benefit depends on the existence of sufficient taxable income within the carry-forward period under the Federal tax laws.

Changes in circumstances, such as the Company generating taxable income, could cause a change in judgment about the reliability of the related deferred tax asset. Any change in the valuation allowance will be included in income in the year of the change in estimate.

Recently Issued Accounting Pronouncements

The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company’s results of operations, financial position, or cash flow.

A variety of proposed or otherwise potential accounting standards are currently under study by standard setting organizations and various regulatory agencies. Due to the tentative and preliminary nature of those proposed standards, the Company’s management has not determined whether implementation of such standards would be material to its financial statements.

In June 2014, the FASB issued ASU 2014 10, Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements. ASU 201410 eliminates the distinction of a development stage entity and certain related disclosure requirements, including the elimination of inception to-date information on the statements of operations, cashflows and stockholders’ equity. The amendments in ASU2014-10 will be effective prospectively for annual reporting periods beginning after December15, 2014, and interim periods within those annual periods, however early adoption is permitted. The Company adopted ASU2014-10 since the quarter ended October 31, 2013, thereby no longer presenting or disclosing any information required by Topic 915.

In August 2014, the FASB issued the FASB Accounting Standards Update No. 2014-15 “*Presentation of Financial Statements—Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern* (“ASU 2014-15”).

In connection with preparing financial statements for each annual and interim reporting period, an entity’s management should evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity’s ability to continue as a going concern within one year after the date that the *financial statements are issued* (or within one year after the date that the *financial statements are available to be issued* when applicable). Management’s evaluation should be based on relevant conditions and events that are known and reasonably knowable at the date that the *financial statements are issued* (or at the date that the *financial statements are available to be issued* when applicable). Substantial doubt about an entity’s ability to continue as a going concern exists when relevant conditions and events, considered in the aggregate, indicate that it is probable that the entity will be unable to meet its obligations as they become due within one year after the date that the financial statements are issued (or available to be issued). The term *probable* is used consistently with its use in Topic 450, Contingencies.

When management identifies conditions or events that raise substantial doubt about an entity’s ability to continue as a going concern, management should consider whether its plans that are intended

to mitigate those relevant conditions or events will alleviate the substantial doubt. The mitigating effect of management's plans should be considered only to the extent that (1) it is probable that the plans will be effectively implemented and, if so, (2) it is probable that the plans will mitigate the conditions or events that raise substantial doubt about the entity's ability to continue as a going concern.

If conditions or events raise substantial doubt about an entity's ability to continue as a going concern, but the substantial doubt is alleviated as a result of consideration of management's plans, the entity should disclose information that enables users of the financial statements to understand all of the following Principal conditions or events that raised substantial doubt about the entity's ability to continue as a going concern (before consideration of management's plans)

- a. Management's evaluation of the significance of those conditions or events in relation to the entity's ability to meet its obligations
- b. Management's plans that alleviated substantial doubt about the entity's ability to continue as a going concern.

If conditions or events raise substantial doubt about an entity's ability to continue as a going concern, and substantial doubt is not alleviated after consideration of management's plans, an entity should include a statement in the footnotes indicating that there is *substantial doubt about the entity's ability to continue as a going concern* within one year after the date that the financial statements are issued (or available to be issued). Additionally, the entity should disclose information that enables users of the financial statements to understand all of the following:

- a. Principal conditions or events that raise substantial doubt about the entity's ability to continue as a going concern
- b. Management's evaluation of the significance of those conditions or events in relation to the entity's ability to meet its obligations
- c. Management's plans that are intended to mitigate the conditions or events that raise substantial doubt about the entity's ability to continue as a going concern. The amendments in this Update are effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter. Early application is permitted.

Management does not believe that any recently issued, but not yet effective accounting pronouncements, when adopted, will have a material effect on the accompanying financial statements.

A variety of proposed or otherwise potential accounting standards are currently under study by standard setting organizations and various regulatory agencies. Due to the tentative and preliminary nature of those proposed standards, the Company's management has not determined whether implementation of such standards would be material to its financial statements.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND

MANAGEMENT Security Ownership Prior to the Transaction

The Company has two classes of its stock outstanding, common stock and preferred. The following table sets forth certain information as of September 11, 2015, prior to the closing of the Transaction with respect to the beneficial ownership of our common stock (i) each

director and officer, (ii) all of our directors and officers as a group, and (iii) each person known to us to own beneficially five percent (5%) or more of the outstanding shares of our common stock. Prior to the closing of the Agreement, there were 107,776,017 shares of common stock outstanding.

(1) Beneficial ownership has been determined in accordance with Rule 13d-3 under the Exchange Act. Pursuant to the rules of the SEC, shares of common stock which an individual or group has a right to acquire within 60 days pursuant to the exercise of options or warrants are deemed to be outstanding for the purpose of computing the percentage ownership of such individual or group, but are not deemed to be beneficially owned and outstanding for the purpose of computing the percentage ownership of any other person shown in the table.

(2) Based on shares of our common stock outstanding as of September 11, 2015, prior to the Closing of the Transaction.

Security Ownership After the Transaction

The following table sets forth certain information as of September 11, 2015, after giving effect to the Closing of the Transaction, with respect to the beneficial ownership of our common stock for (i) each director and officer, (ii) all of our directors and officers as a group, and (iii) each person known to us to own beneficially five percent (5%) or more of the outstanding shares of our common stock. As of September 11, 2015, after giving effect to the Closing of the Transaction, there were 56,348,236 of common stock outstanding.

To our knowledge, except as indicated in the footnotes to this table or pursuant to applicable community property laws, the persons named in the table have sole voting and investment power with respect to the shares of common stock indicated.

Common Stock

Name of Beneficial Owner and Affiliation	Title of Class	Amount and Nature of Beneficial Ownership ⁽¹⁾ (#)	Percent of Class ⁽²⁾ (%)
Leonard Armenta (2) Greater than 10% Shareholder	Common	70,855,450	66%

(1) Beneficial ownership has been determined in accordance with Rule 13d-3 under the Asset Purchase Act. Pursuant to the rules of the SEC, shares of common stock which an individual or group has a right to acquire within 60 days pursuant to the exercise of options or warrants are deemed to be outstanding for the purpose of computing the percentage ownership of such individual or group, but are not deemed to be beneficially owned and outstanding for the purpose of computing the percentage ownership of any other person shown in the table.

(2) Based on shares of our common stock outstanding as of September 11, 2016, after giving effect to the Closing of the Transaction.

DIRECTORS AND EXECUTIVE OFFICERS

Current Officers and Directors:

Name	Position with the Company	Director Since
Leonard K Armenta Jr	CEO, President, Treasurer, Secretary, & Chairman of the Board	11, 2016
David Armenta	Director	11, 2016
Joseph Lawanson	Director	11, 2016

Biographies

Leonard K Armenta Jr

Leonard K Armenta Jr brings to Scepter Holdings a long-standing track record of business development, marketing, sales and management experience. Mr. Armenta has spent the last 15+ years in sales, marketing and corporate management as well as consulting both public and private companies. He has helped build, work and consulted for several well known public companies including; MusclePharm, a Top Sports Nutrition and beverage company, with revenues over \$100mm and Creative Edge Nutrition a Sports Nutrition and formally a MMJ company. Mr. Armenta will focus on establishing and building a successful brand, engaging new investors, building shareholder value, new product development, R&D, and acquisitions of existing revenue generating companies.

David Armenta

David Armenta is Logistics and Operations Manager at F3/Intensity Nutrition. He has over 14 years experience working as a logistics/operation manager in the sports nutrition industry. His expertise comes with his organizational skills, production projections and inventory control. He brings this experience to F3/Intensity Nutrition to help prevent backorder issues for all customers and promotional winners and to insure that we have no issues with international shipments. He also leverages his experience in designing shipping protocols and processes. He has lead a team of 15 shipping employees and has overseen the shipment of more than 400 orders per day.

Joseph Lawanson

Joseph Lawanson was the Director of Athlete Development at MusclePharm. He has 12 years of experience working in the supplement industry. Over the past seven years, he has handled all supplement orders for the NFL, NBA, MLB, NHL, and NCAA. He has also met with and presented to team officials including doctors, strength coaches and management. He helped two companies introduce and certify their products with MLB and a separate company with the NFL. He has worked with nearly every current strength coach in MLB and has a working relationship with most NFL strength coaches. He helped EAS and MusclePharm build relationships with teams and worked with them to ensure that both EAS and MusclePharm introduced the products they are looking for.

Terms of Office

The Company's directors are appointed for a one-year term to hold office until the next annual general

meeting of the Company's shareholders or until removed from office in accordance with the Company's bylaws and the provisions of the Nevada Revised Statutes. The Company's directors hold office after the expiration of his or her term until his or her successor is elected and qualified, or until he or she resigns or is removed in accordance with the Company's bylaws and the provisions of the Nevada Revised Statutes.

The Company's officers are appointed by the Company's Board of Directors and hold office until removed by the Board.

Involvement in Certain Legal Proceedings

No director, executive officer, significant employee or control person of the Company has been involved in any legal proceeding listed in Item 401(f) of Regulation S-K in the past 10 years.

Committees of the Board

Our Board of Directors held no formal meetings during the fiscal year ended June 30, 2015. All proceedings of the Board of Directors were conducted by resolutions consented to in writing by the directors and filed with the minutes of the proceedings of the directors.

Such resolutions consented to in writing by the directors entitled to vote on that resolution at a meeting of the directors are, according to the Nevada Revised Statutes and our bylaws, as valid and effective as if they had been passed at a meeting of the directors duly called and held. We do not presently have a policy regarding director attendance at meetings.

We do not currently have standing audit, nominating or compensation committees, or committees performing similar functions. Due to the size of our board, our Board of Directors believes that it is not necessary to have standing audit, nominating or compensation committees at this time because the functions of such committees are adequately performed by our Board of Directors. We do not have an audit, nominating or compensation committee charter as we do not currently have such committees. We do not have a policy for electing members to the board. Neither our current nor proposed directors are independent directors as defined in the NASDAQ listing standards.

It is anticipated that the Board of Directors will form separate compensation, nominating and audit committees, with the audit committee including an audit committee financial expert.

Audit Committee

Our Board of Directors has not established a separate audit committee within the meaning of Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Instead, the entire Board of Directors acts as the audit committee within the meaning of Section 3(a)(58)(B) of the Exchange Act and will continue to do so upon the appointment of the proposed directors until such time as a separate audit committee has been established.

Nominations to the Board of Directors

Our directors take a critical role in guiding our strategic direction and oversee the management of the Company. Board candidates are considered based upon various criteria, such as their broad-based business and professional skills and experiences, a global business and social perspective, concern for the long-term interests of the shareholders, diversity, and personal integrity and judgment.

In addition, directors must have time available to devote to Board activities and to enhance their knowledge in the growing business. Accordingly, we seek to attract and retain highly qualified directors who have sufficient time to attend to their substantial duties and responsibilities to the Company.

In carrying out its responsibilities, the Board will consider candidates suggested by shareholders. If a shareholder wishes to formally place a candidate's name in nomination, however, he or she must do so in accordance with the provisions of the Company's Bylaws. Suggestions for candidates to be evaluated by the proposed directors must be sent to the Board of Directors, c/o **Scepter Holdings, Inc. 115 Garfield Street, Suite 82585 Sumas WA. 98295.**

Board Leadership Structure and Role on Risk Oversight

Mr. Leonard Armenta currently serves as the Company's President, CEO and Chairman of the Board as of the date of the transaction. The Company determined this leadership structure was appropriate for the Company due to our small size and limited operations and resources. The Board of Directors will continue to evaluate the Company's leadership structure and modify as appropriate based on the size, resources and operations of the Company.

Subsequent to the closing of the Transaction, it is anticipated that the Board of Directors will establish procedures to determine an appropriate role for the Board of Directors in the Company's risk oversight function.

Compensation Committee Interlocks and Insider Participation

No interlocking relationship exists between our board of directors and the board of directors or compensation committee of any other company, nor has any interlocking relationship existed in the past.

Family Relationships

There are no family relationships between or among the directors, executive officers or persons nominated or chosen by us to become directors or executive officers.

EXECUTIVE COMPENSATION

Board Compensation

We have no standard arrangement to compensate directors for their services in their capacity as directors. Directors are not paid for meetings attended. However, we intend to review and consider future proposals regarding board compensation. All travel and lodging expenses associated with corporate matters are reimbursed by us, if and when incurred.

Executive Compensation

We have no standard arrangement to compensate executives for their services in their capacity as executives. executives are not currently paid for meetings attended. However, we intend to review and consider future proposals regarding executive compensation. All travel and lodging expenses associated with corporate matters are reimbursed by us, if and when incurred.

Potential Payments Upon Termination or Change-in-Control

SEC regulations state that we must disclose information regarding agreements, plans or arrangements that provide for payments or benefits to our executive officers in connection with any termination of employment or change in control of the Company. We currently have employment agreements compensatory plans or arrangements with any of our executive officers that may result from the resignation, retirement or any other termination of any of our executive officers, from a change-in-control, or from a change in any executive officer's responsibilities following a change-in-control.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

Certain Relationships and Transactions

There are no family relationships between any of our former directors or executive officers and new directors or new executive officers.

None of the new directors and executive officers have been involved in any material proceeding adverse to the Company or any transactions with the Company or any of its directors, executive officers, affiliates or associates that are required to be disclosed pursuant to the rules and regulations of the SEC.

Review, Approval or Ratification of Transactions with Related Persons

As we have adopted a Code of Ethics, we rely on our board to review related party transactions on an ongoing basis to prevent conflicts of interest. Our board reviews a transaction in light of the affiliations of the director, officer or employee and the affiliations of such person's immediate family.

Transactions are presented to our board for approval before they are entered into or, if this is not possible, for ratification after the transaction has occurred. If our board finds that a conflict of interest exists, then it will determine the appropriate remedial action, if any. Our board approves or ratifies a transaction if it determines that the transaction is consistent with the best interests of the Company.

Related Party Transactions

None of our current officers or directors have been involved in any material proceeding adverse to the Company or any transactions with the Company or any of its directors, executive officers, affiliates or associates that are required to be disclosed pursuant to the rules and regulations of the Securities and Exchange Commission.

Director Independence

During the year ended March 31, 2016, we did not have any independent directors on our Board of Directors. We evaluate independence by the standards for director independence established by applicable laws, rules, and listing standards including, without limitation, the standards for independent directors established by The New York Stock Exchange, Inc., the NASDAQ National Market, and the Securities and Commission.

Subject to some exceptions, these standards generally provide that a director will not be independent if (a) the director is, or in the past three years has been, an employee of ours; (b) a member of the director's immediate family is, or in the past three years has been, an executive officer of ours; (c) the director or a member of the director's immediate family has received more than \$120,000 per year in direct compensation from us other than for service as a director (or for a family member, as a non-executive employee); (d) the director or a member of the director's immediate family is, or in the past three years has been, employed in a professional capacity by our independent public accountants, or has worked for such firm in any capacity on our audit; (e) the director or a member of the director's immediate family is, or in the past three years has been, employed as an executive officer of a company where one of our executive officers serves on the compensation committee; or (f) the director or a member of the director's immediate family is an executive officer of a company that makes payments to, or receives payments from, us in an amount which, in any twelve-month period during the past three years, exceeds the greater of \$1,000,000 or two percent of that other company's consolidated gross revenues.

LEGAL PROCEEDINGS

NONE

MARKET PRICE OF AND DIVIDENDS ON COMMON EQUITY AND RELATED SHAREHOLDER MATTERS

Market Information

Our common stock is currently listed for trading on OTC Pink Sheets under the Symbol: "BRZL." The table below lists the high and low closing prices per share of our common stock as quoted on the OTC Pink sheets.

On March 9, 2015 the board of directors and consenting shareholders approved an 800-1 reverse share split. this brought the total from 1,420,000,000 issued and outstanding to 1,776,017 issued and outstanding.

Fiscal 2015	High	Low
(through March 31, 2015)	\$ 0.0005	\$ 0.0005
Fiscal 2014	High	Low
(through March 31, 2014)	\$ 0.0005	\$ 0.0005

Trading in our common stock has been sporadic and the quotations set forth above are not necessarily indicative of actual market conditions. All prices reflect inter-dealer prices without retail mark-up, mark-down, or commission and may not necessarily reflect actual transactions.

Holders

As of December 11, 2016, there were approximately 1000 shareholders of record of our common stock based upon the shareholders' listing provided by our transfer agent. Our transfer agent is Pacific Stock Transfer Company, 6725 Austin Parkway, Suite 300 Las Vegas NV 89119 (702) 361-3033.

Dividends

We have never paid cash dividends on our common stock. We intend to keep future earnings, if any, to finance the expansion of our business, and we do not anticipate that any cash dividends will be paid in the foreseeable future. Our future payment of dividends will depend on our earnings, capital requirements, expansion plans, financial condition and other relevant factors that our board of directors may deem relevant. Our retained earnings deficit currently limits our ability to pay dividends.

Securities Authorized for Issuance Under Equity Compensation Plans

None.

RECENT SALES OF UNREGISTERED SECURITIES

DESCRIPTION OF SECURITIES

The following information describes our capital stock and provisions of our articles of incorporation and our bylaws, all as in effect upon the Closing of the Transaction. This description is only a summary. You should also refer to our articles of incorporation and bylaws which have been incorporated by reference or filed with the Securities and Exchange Commission as exhibits to this disclosure statement

General

Our authorized capital stock consists of 150,000,000 shares of common stock at a par value of \$0.001 per share, of which 107,776,017 shares are issued and outstanding after giving effect to the closing of the transaction and 5,000,000 shares of preferred stock at a par value of \$0.001 per share, of which none were issued and outstanding prior to the Closing of the Transaction.

Common Stock

The holders of Common Stock are entitled to one vote per share. They are not entitled to cumulative voting rights or pre-emptive rights. The holders of Common Stock are entitled to receive rateably such dividends, if any, as may be declared by the Board of Directors out of legally available funds. However, the current policy of the Board of Directors is to retain earnings, if any, for operations and growth. Upon liquidation, dissolution or winding-up, the holders of Common Stock are entitled to share rateably in all assets that are legally available for distribution after payment in full of any preferential amounts. The holders of Common Stock have no subscription, redemption or conversion rights. The rights, preferences and privileges of holders of Common Stock are subject to, and may be adversely affected by, the rights of the holders of any series of preferred stock, which may be designated solely by action of the Board of Directors and issued in the future. All outstanding shares of common stock are duly authorized, validly issued, fully paid and non-assessable.

Outstanding Options, Warrants and Convertible Securities

We have no outstanding warrants, options, or convertible stock.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Nevada Law

Section 78.7502 of the Nevada Revised Statutes (“NRS”) permits a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the corporation, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys’ fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he:

- (a) is not liable pursuant to NRS 78.138, or
- (b) acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

In addition, NRS 78.7502 permits a corporation to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favour by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorneys’ fees actually and reasonably incurred by him in connection with the defence or settlement of the action or suit if he:

- (a) is not liable pursuant to NRS 78.138; or

- (b) acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation.

To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defence of any action, suit or proceeding referred to above, or in defence of any claim, issue or matter, the corporation is required to indemnify him against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defence.

NRS 78.752 allows a corporation to purchase and maintain insurance or make other financial arrangements on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise for any liability asserted against him and liability and expenses incurred by him in his capacity as a director, officer, employee or agent, or arising out of his status as such, whether or not the corporation has the authority to indemnify him against such liability and expenses.

Other financial arrangements made by the corporation pursuant to NRS 78.752 may include the following:

- (a) the creation of a trust fund;
- (b) the establishment of a program of self-insurance;
- (c) the securing of its obligation of indemnification by granting a security interest or other lien on any assets of the corporation; and
- (d) the establishment of a letter of credit, guaranty or surety

No financial arrangement made pursuant to NRS 78.752 may provide protection for a person adjudged by a court of competent jurisdiction, after exhaustion of all appeals, to be liable for intentional misconduct, fraud or a knowing violation of law, except with respect to the advancement of expenses or indemnification ordered by a court.

Any discretionary indemnification pursuant to NRS 78.7502, unless ordered by a court or advanced pursuant to an undertaking to repay the amount if it is determined by a court that the indemnified party is not entitled to be indemnified by the corporation, may be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances. The determination must be made:

- (a) by the shareholders;
- (b) by the board of directors by majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding;
- (c) if a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding so orders, by independent legal counsel in a written opinion, or
- (d) if a quorum consisting of directors who were not parties to the action, suit or proceeding cannot be obtained, by independent legal counsel in a written opinion.

Charter Provisions and Other Arrangements of the Registrant

Pursuant to the provisions of the NRS, the Registrant has adopted the following provisions in its Articles of Incorporation for its directors and officers:

Articles – The Registrant’s Articles of Incorporation provide that the liability of directors and officers of the Corporation shall be eliminated, except liability for acts or omissions which involve intentional misconduct, fraud, or knowing violation of law, or the payment of dividends in violation of the NRS.

Bylaws – The Registrant’s Bylaws provide that the “corporation shall indemnify its directors and officers to the fullest extent not prohibited by the Nevada General Corporation Law; provided, however, that the corporation may modify the extent of such indemnification by individual contracts with its directors and officers; and, provided, further, that the corporation shall not be required to indemnify any director or officer in connection with any proceeding (or part thereof) initiated by such person unless (i) such indemnification is expressly required to be made by law, (ii) the proceeding was authorized by the Board of Directors of the corporation, (iii) such indemnification is provided by the corporation, in its sole discretion, pursuant to the powers vested in the corporation under the Nevada General Corporation Law or (iv) such indemnification is required to be made under subsection (d).”

FINANCIAL STATEMENTS AND EXHIBITS

Financial Statements and Exhibits.


- (a) Unaudited financial statements of the Company for the fiscal years ended November 30, 2016 and March 31, 2014. (Incorporated by reference to our Annual Report filed on April 21, 2015 and amended on August 27, 2015)

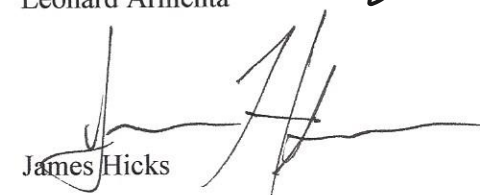
SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SCEPTER HOLDINGS, INC.

Dated: November 30, 2016


Leonard Armenta


James Hicks