

**CAFÉ SERENDIPITY HOLDINGS, INC.**  
**OTC PINK BASIC DISCLOSURE**  
**December 14, 2015**

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

The Company was incorporated as DSE Fishman, Inc. in the State of Nevada on July 15, 2002. On May 14, 2008 DSE Fishman changed its name to Force Fuels, Inc. (“the Company”). At that time the primary focus of the Company became the development and marketing of a proprietary, zero emission hydrogen fuel cell/electric battery hybrid drive system for automotive utilization.

In October 2009 the Company retained new management and began the process of exploring the feasibility of acquiring, developing and marketing of green energy products as well as regulated and standardized energy based products, including traditional hydrocarbon based oil and gas and solar and wind energy. The Company also was investigating other opportunities to diversify its business model.

On May 6, 2014, the Company entered into a Stock Purchase Agreement, dated as of May 6, 2014 with Café Serendipity, Inc. a Nevada corporation (“Café Serendipity”) whereby Café Serendipity would sell 100% of Café Serendipity’s outstanding capital common stock to the Company. As consideration for the Agreement, the Company agreed to issue 3,000,000 shares of common stock.

On December 15, 2014 the Company changed its name from Force Fuels, Inc. to Café Serendipity Holdings, Inc. (“the Company”). In addition, Company amended their Articles of Incorporation to increase the authorized shares of the Company to 500,000,000 shares of common stock and 10,000,000 shares of preferred stock.

On July 23, 2015, the Company filed a Certificate of Amendment (the “Amendment”) with the Secretary of State of the State of Nevada to effect a reverse stock split of its outstanding shares of common stock and preferred stock at a ratio of 1 for 10 (the “Stock Split”), which Amendment became effective on August 13, 2015. Unless otherwise noted, all references herein to the number of common shares, price per common share or weighted average number of common shares outstanding have been adjusted to reflect this reverse stock split on a retroactive basis.

**2. Address of the issuer’s principal executive offices:**

Company Headquarters

Address: 10120 South Eastern Ave., Suite 200, Henderson, Nevada 89052

Phone: (702) 492-1236

Email: info@cafeserendipity.net

Website: <http://cafeserendipity.com>

**IR Contact**

Name: Mark V. Noffke

Address: 10120 South Eastern Ave., Suite 200, Henderson, Nevada 89052

Phone: (702) 492-1236

Email: [info@cafeserendipity.net](mailto:info@cafeserendipity.net)

Website: <http://cafeserendipity.com>

**3. Security Information**

Trading Symbol: CAFS

Exact title and class  
of securities outstanding: Common Stock

CUSIP: 12770A209

Par or stated value: \$0.001

Total shares authorized: Common Stock - 500,000,000 shares, par value \$0.001  
as of October 31, 2015

Preferred Stock - 10,000,000 shares, par value \$0.001,  
as of October 31, 2015

Total shares outstanding: Common Stock – 12,125,212 as of October 31, 2015

Preferred Stock – -0- as of October 31, 2015

**Transfer Agent**

Name: Standard Registrar & Transfer Company, Inc.

Address: 12528 South 1840 East, Draper, UT 84020

Phone: (801) 571-8844

Is the Transfer Agent registered under  
the Securities Exchange Act of 1934? Yes

List any restrictions on the transfer of security:	None
Describe any trading suspension orders issued by the SEC in the past 12 months:	None
List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred with the past 12 months:	Reverse split of 1:10 effective August 13, 2015

#### **4. Issuance History:**

##### **4.1 Shares of Common Stock (Acquisition Shares)**

On May 6, 2014, the Company issued 3,000,000 shares of Common Stock of the Company valued at \$600,000 related to the acquisition of Café Serendipity (the “Acquisition Shares”). The stockholders have declined to be named in this disclosure statement.

- A. In connection with the issuance of the Acquisition Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The issuances of these shares were made to a limited number of persons, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.
- B. In connection with the issuance of the Acquisition Shares, no securities were registered or qualified in any jurisdiction.
- C. In connection with the issuance of the Acquisition Shares, the Company offered to issue the Acquisition Shares to the shareholders of Cafe Serendipity at a valuation of \$0.20 per share.
- D. In connection with the issuance of the Acquisition Shares, the Company issued the Acquisition Shares to the shareholders of Cafe Serendipity at a valuation of \$0.20 per share or an aggregate value of \$600,000.
- E. In connection with the issuance of the Acquisition Shares, the Company issued the Acquisition Shares for \$0.20 per share valued at \$600,000 related to the acquisition of Café Serendipity.
- F. In connection with the issuance of the Acquisition Shares, the securities issued were restricted securities of the Company.
- G. In connection with the issuance of the Acquisition Shares, the securities issued contained a legend (1) stating that the securities had not been

registered under the Securities Act, and (2) setting forth and referring to the restriction on transferability and sale of the securities under the Securities Act.

#### **4.2 Shares of Common Stock (Debt Settlement Shares)**

On June 11, 2014, the Company issued 4,560,000 shares of Common Stock of the Company at \$0.10 per share to certain debt holders valued at \$456,000 (the “Debt Settlement Shares”). The stockholders have declined to be named in this disclosure statement.

- A. In connection with the issuance of the Debt Settlement Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The issuances of these shares were made to a limited number of persons, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.
- B. In connection with the issuance of the Debt Settlement Shares, no securities were registered or qualified in any jurisdiction.
- C. In connection with the issuance of the Debt Settlement Shares, the Company offered to issue the Debt Settlement Shares to certain debt holders at a valuation of \$0.10 per share.
- D. In connection with the issuance of the Debt Settlement Shares, the Company issued the Debt Settlement Shares to certain debt holders at a valuation of \$0.10 per share or an aggregate value of \$456,000.
- E. In connection with the issuance of the Debt Settlement Shares, the Company issued the Debt Settlement Shares for \$0.10 per share and reduced the debt holder’s outstanding balance with the Company by \$456,000.
- F. In connection with the issuance of the Debt Settlement Shares, the securities issued were unrestricted securities of the Company.
- G. In connection with the issuance of the Debt Settlement Shares, the securities issued were unrestricted.

#### **4.3 Shares of Common Stock (June 2014 Services Shares)**

On June 20, 2014, the Company issued 10,000 shares of Common Stock of the Company at \$0.40 per share related professional services valued at \$4,000 (the “June 2014 Services Shares”). The stockholder has declined to be named in this disclosure statement.

- A. In connection with the issuance of the June 2014 Services Shares, the Company relied upon the exemption from securities registration afforded

by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The issuances of these shares were made to a limited number of persons, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

- B. In connection with the issuance of the June 2014 Services Shares, no securities were registered or qualified in any jurisdiction.
- C. In connection with the issuance of the June 2014 Services Shares, the Company offered to issue the June 2014 Services Shares to certain debt holders at a valuation of \$0.40 per share.
- D. In connection with the issuance of the June 2014 Services Shares, the Company issued the June 2014 Services Shares to certain debt holders at a valuation of \$0.40 per share or an aggregate value of \$4,000.
- E. In connection with the issuance of the June 2014 Services Shares, the Company issued the June 2014 Services Shares for \$0.40 per share and received \$4,000 in professional services.
- F. In connection with the issuance of the June 2014 Services Shares, the securities issued were restricted securities of the Company.
- G. In connection with the issuance of the June 2014 Services Shares, the securities issued were restricted.

#### **4.4 Shares of Common Stock (January 12, 2015 Service Shares)**

On January 12, 2014, the Company issued an aggregate of 250,000 shares of Common Stock of the Company at \$0.13 per share related professional services valued at \$32,500 (the “January 12, 2015 Services Shares”). The stockholder has declined to be named in this disclosure statement.

- A. In connection with the issuance of the January 12, 2015 Services Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The issuances of these shares were made to a limited number of persons, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.
- B. In connection with the issuance of the January 12, 2015 Services Shares, no securities were registered or qualified in any jurisdiction.

- C. In connection with the issuance of the January 12, 2015 Services Shares, the Company offered to issue the January 12, 2015 Services Shares to a director and an officer of the Company at a valuation of \$0.13 per share.
- D. In connection with the issuance of the January 12, 2015 Services Shares, the Company issued the January 12, 2015 Services Shares to certain professional service providers at a valuation of \$0.13 per share or an aggregate value of \$32,500.
- E. In connection with the issuance of the January 12, 2015 Services Shares, the Company issued the January 12, 2015 Services Shares for \$0.13 per share and received \$32,500 in professional services.
- F. In connection with the issuance of the January 12, 2015 Services Shares, the securities issued were restricted securities of the Company.
- G. In connection with the issuance of the January 12, 2015 Services Shares, the securities issued were restricted.

#### **4.5 Shares of Common Stock (January 22, 2015 Service Shares)**

On January 22, 2015, the Company issued 400,000 shares of Common Stock of the Company at \$0.81 per share related professional services valued at \$324,000 (the “January 22, 2015 Services Shares”). The stockholder has declined to be named in this disclosure statement.

- A. In connection with the issuance of the January 22, 2015 Services Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The issuances of these shares were made to a limited number of persons, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.
- B. In connection with the issuance of the January 22, 2015 Services Shares, no securities were registered or qualified in any jurisdiction.
- C. In connection with the issuance of the January 22, 2015 Services Shares, the Company offered to issue the January 22, 2015 Services Shares to certain professional service providers at a valuation of \$0.81 per share.
- D. In connection with the issuance of the January 22, 2015 Services Shares, the Company issued the January 22, 2015 Services Shares to certain professional service providers at a valuation of \$0.81 per share or an aggregate value of \$324,000.

- E. In connection with the issuance of the January 22, 2015 Services Shares, the Company issued the January 22, 2015 Services Shares for \$0.81 per share and received \$324,000 in professional services.
- F. In connection with the issuance of the January 22, 2015 Services Shares, the securities issued were restricted securities of the Company.
- G. In connection with the issuance of the January 22, 2015 Services Shares, the securities issued were restricted.

#### **4.6 Shares of Common Stock (January 29, 2015 Service Shares)**

On January 29, 2015, the Company issued 65,000 shares of Common Stock of the Company at \$0.575 per share related professional services valued at \$37,375 (the “January 29, 2015 Services Shares”). The stockholder has declined to be named in this disclosure statement.

- A. In connection with the issuance of the January 29, 2015 Services Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The issuances of these shares were made to a limited number of persons, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.
- B. In connection with the issuance of the January 29, 2015 Services Shares, no securities were registered or qualified in any jurisdiction.
- C. In connection with the issuance of the January 29, 2015 Services Shares, the Company offered to issue the January 29, 2015 Services Shares to professional service providers at a valuation of \$0.575 per share.
- D. In connection with the issuance of the January 29, 2015 Services Shares, the Company issued the January 29, 2015 Services Shares to professional service providers at a valuation of \$0.575 per share or an aggregate value of \$37,375.
- E. In connection with the issuance of the January 29, 2015 Services Shares, the Company issued the January 29, 2015 Services Shares for \$0.575 per share and received \$37,375 in professional services.
- F. In connection with the issuance of the January 29, 2015 Services Shares, the securities issued were restricted securities of the Company.
- G. In connection with the issuance of the January 29, 2015 Services Shares, the securities issued were restricted.

#### **4.7 Shares of Common Stock (February 2015 Debt Settlement Shares)**

On June 11, 2014, the Company issued 1,300,000 shares of Common Stock of the Company at \$0.10 per share to certain debt holders valued at \$130,000 (the “February 2015 Debt Settlement Shares”). The stockholders have declined to be named in this disclosure statement.

- A. In connection with the issuance of the February 2015 Debt Settlement Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The issuances of these shares were made to a limited number of persons, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.
- B. In connection with the issuance of the February 2015 Debt Settlement Shares, no securities were registered or qualified in any jurisdiction.
- C. In connection with the issuance of the February 2015 Debt Settlement Shares, the Company offered to issue the February 2015 Debt Settlement Shares to certain debt holders at a valuation of \$0.10 per share.
- D. In connection with the issuance of the February 2015 Debt Settlement Shares, the Company issued the February 2015 Debt Settlement Shares to certain debt holders at a valuation of \$0.10 per share or an aggregate value of \$130,000.
- E. In connection with the issuance of the Debt Settlement Shares, the Company issued the February 2015 Debt Settlement Shares for \$0.10 per share and reduced the debt holder’s outstanding balance with the Company by \$130,000.
- F. In connection with the issuance of the February 2015 Debt Settlement Shares, the securities issued were unrestricted securities of the Company.
- G. In connection with the issuance of the February 2015 Debt Settlement Shares, the securities issued were unrestricted.

#### **4.8 Shares of Common Stock (4Q15 Service Shares)**

Between April 2015 and July 2015, the Company issued 1,059,524 shares of Common Stock of the Company valued at \$134,068 (the “4Q15 Service Shares”). The stockholders have declined to be named in this disclosure statement.

- A. In connection with the issuance of the 4Q15 Service Shares, the Company relied upon the exemption from securities registration afforded by Section



4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The issuances of these shares were made to a limited number of persons, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.

- B. In connection with the issuance of the 4Q15 Service Shares, no securities were registered or qualified in any jurisdiction.
- C. In connection with the issuance of the 4Q15 Service Shares, the Company offered to issue the 4Q15 Service Shares to certain professional service providers at a valuation of \$134,068 or approximately \$0.13 per share.
- D. In connection with the issuance of the 4Q15 Service Shares, the Company issued the 4Q15 Service Shares to certain professional service providers at a valuation of \$0.13 per share or an aggregate value of \$134,068.
- E. In connection with the issuance of the 4Q15 Service Shares, the Company issued the 4Q15 Service Shares for approximately \$0.13 per share and received \$134,068 in professional services.
- F. In connection with the issuance of the 4Q15 Service Shares the securities issued were restricted securities of the Company.
- G. In connection with the issuance of the 4Q15 Service Shares, the securities issued were restricted.

#### **4.9 Shares of Common Stock (November 2015 Debt Settlement Shares)**

On November 25, 2015, the Company issued 1,100,000 shares of Common Stock of the Company at \$0.10 per share to certain debt holders valued at \$110,000 (the “Nov 2015 Debt Settlement Shares”). The stockholders have declined to be named in this disclosure statement.

- A. In connection with the issuance of the Nov 2015 Debt Settlement Shares, the Company relied upon the exemption from securities registration afforded by Section 4(2) of the Securities Act. No advertising or general solicitation was employed in offering the securities. The issuances of these shares were made to a limited number of persons, and transfer was restricted by the Company in accordance with the requirements of the Securities Act of 1933.
- D. In connection with the issuance of the Nov 2015 Debt Settlement Shares, no securities were registered or qualified in any jurisdiction.
- E. In connection with the issuance of the Nov 2015 Debt Settlement Shares, the Company offered to issue the Nov 2015 Debt Settlement Shares to certain debt holders at a valuation of \$0.10 per share.

- D. In connection with the issuance of the Nov 2015 Debt Settlement Shares, the Company issued the Nov 2015 Debt Settlement Shares to certain debt holders at a valuation of \$0.10 per share or an aggregate value of \$110,000.
- E. In connection with the issuance of the Nov 2015 Debt Settlement Shares, the Company issued the Nov 2015 Debt Settlement Shares for \$0.10 per share and reduced the debt holder's outstanding balance with the Company by \$110,000.
- F. In connection with the issuance of the Nov 2015 Debt Settlement Shares, the securities issued were unrestricted securities of the Company.
- G. In connection with the issuance of the Nov 2015 Debt Settlement Shares, the securities issued were unrestricted.

## **5. Financial Statements**

Attached hereto as Exhibit "A" are the Company's financial statements for the three months ended ended October 31, 2015 and 2014, including (A) Unaudited Consolidated Balance Sheets as of October 31, 2015 and July 31, 2015, (B) Unaudited Consolidated Statements of Operations for the three months ended October 31, 2015 and October 31, 2014, (C) Unaudited Consolidated Statement of Owners Deficit for the three months ended October 31, 2015 and 2014, (D) Unaudited Consolidated Statements of Cash Flows for the three months ended October 31, 2015 and 2014, and (E) Notes to Financial Statements.

## **6. Describe the issuer's Business, Products, and Services**

- A. Description of the issuer's business operations:

During fiscal 2014 the Company maintained minimal operations while continuing to research potential sites along with the feasibility of acquiring, developing, and marketing profitable business operations.

On May 6, 2014, the Company entered into a Stock Purchase Agreement, dated as of May 6, 2014 with Café Serendipity, Inc. a Nevada corporation ("Café Serendipity") whereby Café Serendipity would sell 100% of Café Serendipity's outstanding capital common stock to the Company. As consideration for the Agreement, the Company agreed to issue 30,000,000 shares of common stock.

Cafe Serendipity is a development stage company, offering a turn-key licensed retail solution for a chain of upscale licensed stores serving the recreational and medical marijuana consumer. Café Serendipity offers exclusive brand, marketing, and product sourcing to its licensees.

The Company provides all the standard advantages and support associated with our licensees while the licensee has the responsibility to procure the appropriate authorizations to purchase the marijuana products in accordance with their states laws. Cafe Serendipity offers high quality products and service within a friendly store front and provides well trained staff along with a state of the art point of sale technology.

**B. Date and State of Incorporation:**

The Company was incorporated on July 15, 2002 in the state of Nevada.

**C. Issuers primary and secondary SIC Codes:**

As of May 6, 2014, the primary SIC code is 5810 – Retail-Eating and Drinking Places.

**D. The issuer’s fiscal year end date:**

The Company’s fiscal year end is July 31.

**E. Principle products and services, and their markets:**

As of May 6, 2014, the Company is focused on the development of an upscale chain of branded stores for the recreational and medical marijuana consumer. The Company will make available turnkey store fronts for licensee’s, providing branding of a variety of products, accessories, and consumables including beverages and edible products.

**7. Describe the issuer’s Facilities**

**Principal Executive Offices**

Our principal executive offices are located at 10120 South Eastern Ave., Suite 200, Henderson, Nevada 89052 and consist of approximately 200 square feet of leased executive office space, which is leased on a month-to-month basis for a base rent of approximately \$300 per month.

**8. Officers, Directors, and Control Persons**

**A. Names of Officers, Directors, and Control Persons**

**(i) Officers:**

Chief Executive Officer –Mark V. Noffke  
President – Arthur Richardson  
Chief Financial Officer – Mark V Noffke

**(ii) Directors:**

Robert J. McNulty – Chairman  
Mark V. Noffke

Bobby Orbach

(iii) Control Persons:

Mark V. Noffke

Arthur Richardson

B. Legal/Disciplinary History

None of the persons named in Item 8(A) above has 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;

(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; (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 (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.

C. Beneficial Shareholders

Below is a list of the persons who beneficially own more than 10% of any class of the issuer's equity securities as of October 31, 2015:

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class (a)
Common	Mark V. Noffke Chief Executive Officer 10120 South Eastern Ave., Suite 200 Henderson, Nevada 89052	2,200,000	18.14%

(a) Percentage of class is based the 12,125,212 shares of commons stock outstanding at October 31, 2015

9. Third Party Providers

Legal Counsel:

Law Office of Andrew Coldicutt  
1220 Rosecrans Street, PMB 258  
San Diego, CA 92106

Accountant or Auditor:

Sadler Gibb& Associates  
2455 East Parleys Way, Suite 320

Salt Lake City, UT 84109

Investor Relations Consultant: None

Other Advisor: None

### **10.1 Issuer Certification**

I, Mark V. Noffke certify that:

1. I have reviewed this annual disclosure statement of Café Serendipity Holdings, Inc. (the “Company”);
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 Company as of, and for, the periods presented in this disclosure statement.

Date: December 14, 2015

*/s/ Mark V. Noffke*

Mark V. Noffke,  
Chief Executive Officer

### **10.2 Issuer Certification**

I, Mark V. Noffke, certify that:

1. I have reviewed this annual disclosure statement of Café Serendipity Holdings, Inc. (the “Company”);
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 periods 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 Company as of, and for, the periods presented in this disclosure statement.

Date: December 14, 2015

*/s/ Mark V Noffke*

Mark V Noffke,  
Chief Financial Officer

**CAFÉ SERENDIPITY HOLDINGS, INC.**  
**OTC PINK BASIC DISCLOSURE**  
**EXHIBIT “A”**  
**FINANCIAL STATEMENTS**

**CAFÉ SERENDIPITY HOLDINGS, INC.**  
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**CAFÉ SERENDIPITY HOLDINGS, INC. AND SUBSIDIARY**  
**CONSOLIDATED BALANCE SHEETS**  
**UNAUDITED**

	<u>October 31, 2015</u>	<u>July 31, 2015</u>
<b>ASSETS</b>		
Current Assets:		
Cash	\$ -	\$ 2,618
Total current assets	-	2,618
Goodwill	604,736	604,736
Total assets	<u>\$ 604,736</u>	<u>\$ 607,354</u>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
Current liabilities:		
Accounts payable and accrued expenses	\$ 667,012	\$ 603,310
Accrued salaries	856,365	661,147
Convertible notes payable	457,994	418,483
Convertible notes payable - related party	29,200	29,200
Derivative liability, net of debt discount of \$66,712	449,317	224,244
Notes payable	1,291,916	1,291,916
Total current liabilities	<u>3,751,804</u>	<u>3,228,300</u>
<b>COMMITMENTS AND CONTINGENCIES</b>		
<b>STOCKHOLDERS' DEFICIT</b>		
Preferred stock, \$0.001 par value; 1,000,000 shares authorized; no issued and outstanding as of October 31, 2015 and July 31, 2015, respectively.	-	-
Common stock, \$0.001 par value; 500,000,000 shares authorized; 12,125,212 and 12,125,212 shares outstanding as of October 31, 2015 and July 31, 2015, respectively.	12,125	12,125
Additional paid-in capital	5,398,306	5,398,306
Accumulated deficit	(8,557,499)	(8,031,376)
Total Stockholders' Deficit	<u>(3,147,068)</u>	<u>(2,620,945)</u>
Total Liabilities and Stockholders' Deficit	<u>\$ 604,736</u>	<u>\$ 607,355</u>

The accompanying notes are an integral part of these unaudited financial statements.



**CAFÉ SERENDIPITY HOLDINGS, INC. AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**UNAUDITED**

	For the Three Months Ended October 31,	
	2015	2014
REVENUES	\$ -	\$ -
EXPENSES		
Wages and professional fees	191,871	-
General and administrative	69,668	26,755
Total expenses	261,540	26,755
NET LOSS FROM OPERATIONS	(261,540)	(26,755)
OTHER INCOME (EXPENSE)		
Interest expense	(14,511)	(3,621)
Amortization of beneficial conversion feature	(135,903)	-
Loss on settlement of debt	-	-
Loss (gain) on derivative valuation	(114,170)	-
Total other income (expense)	(264,584)	(3,621)
NET LOSS	(526,123)	(30,376)
Basic and diluted loss per share, from continuing operations	\$ (0.04)	\$ (0.00)
Weighted average shares outstanding - basic and diluted	12,125,211	9,050,688

The accompanying notes are an integral part of these unaudited financial statements.

**CAFÉ SERENDIPITY HOLDINGS, INC. AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDER'S DEFICIT**  
**UNAUDITED**

	Common Stock		Preferred Stock		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Paid-in Capital	Deficit	Stockholders' Deficit
Balance – July 31, 2013	14,806,875	\$ 14,807	-	\$ -	\$3,672,945	\$(5,242,901)	\$ (1,555,149)
Common stock issued for debt settlement	45,600,000	45,600	-	-	410,400	-	456,000
Common stock issued for acquisition	30,000,000	30,000	-	-	574,736	-	604,736
Common stock issued for services	100,000	100	-	-	3,900	-	4,000
Net loss	-	-	-	-	-	(1,159,424)	(1,159,424)
Balance – July 31, 2014	90,506,875	\$ 90,507	-	\$ -	\$4,661,981	\$(6,402,325)	\$ (1,649,837)
Effect of reverse stock split 1:10	(81,456,188)	(81,456)	-	\$ -	\$ 81,456	\$ -	-
Common stock issued for debt settlement	1,300,000	1,300	-	-	128,700	-	130,000
Common stock issued for services	1,774,524	1,774	-	-	526,168	-	527,942
Net loss	-	-	-	-	-	(1,629,051)	(1,629,051)
Balance – July 31, 2015	12,125,212	\$ 12,125	-	\$ -	\$5,398,305	\$(8,031,376)	\$ (2,620,946)
Net loss	-	-	-	-	-	(526,123)	(526,123)
Balance – October 31, 2015	12,125,212	\$ 12,125	-	\$ -	\$5,398,305	\$(8,557,499)	\$ (3,147,069)

The accompanying notes are an integral part of these unaudited financial statements.

**CAFÉ SERENDIPITY HOLDINGS, INC. AND SUBSIDIARY**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**UNAUDITED**

	For the Three Months Ended October 31,	
	2015	2014
<b>Operating activities:</b>		
Net loss	\$ (526,122)	\$ (30,376)
Adjustments to reconcile net loss to net cash used in operating activities:		
Change on derivative valuation	139,170	-
Amortization of debt discount	135,903	
Changes in operating assets and liabilities:		
Accounts payable and accrued expenses	248,431	30,465
Net cash provided by (used in) operating activities	(2,618)	89
<b>Investing activities:</b>		
Net cash provided by (used in) investing activities	-	-
<b>Financing activities:</b>		
Net cash provided by financing activities	-	-
<b>Net increase (decrease) in cash</b>	(2,618)	89
<b>Cash, beginning of period</b>	2,618	64
<b>Cash, end of period</b>	\$ 0	\$ 153

The accompanying notes are an integral part of these unaudited financial statements.

**CAFÉ SERENDIPITY HOLDINGS, INC. AND SUBSIDIARY**  
**Notes to Condensed Consolidated Financial Statements**

**Note 1 – Description of the Business and Summary of Significant Accounting Policies**

The Company was incorporated as DSE Fishman, Inc. in the State of Nevada on July 15, 2002. On May 14, 2008 DSE Fishman changed its name to Force Fuels, Inc. (“the Company”). At that time the primary focus of the Company became the development and marketing of a proprietary, zero emission hydrogen fuel cell/electric battery hybrid drive system for automotive utilization. In October 2009 the Company retained new management and began the process of exploring the feasibility of acquiring, developing and marketing of green energy products as well as regulated and standardized energy based products, including traditional hydrocarbon based oil and gas and solar and wind energy.

For the year ended July 31, 2014, the Company maintained minimal operations while exploring the feasibility of acquiring, developing, and marketing profitable business operations. The Company also was investigating other opportunities to diversify its business model.

On May 6, 2014, the Company entered into a Stock Purchase Agreement, dated as of May 6, 2014 with Café Serendipity, Inc. a Nevada corporation (“Café Serendipity”) whereby Café Serendipity would sell 100% of Café Serendipity’s outstanding capital common stock to the Company. As consideration for the Agreement, the Company agreed to issue 3,000,000 shares of common stock.

On December 15, 2014, Force Fuels, Inc. changed its name to Café Serendipity Holdings, Inc.

On July 23, 2015, the Company filed a Certificate of Amendment (the “Amendment”) with the Secretary of State of the State of Nevada to effect a reverse stock split of its outstanding shares of common stock and preferred stock at a ratio of 1 for 10 (the “Stock Split”), which Amendment became effective on August 13, 2015. Unless otherwise noted, all references herein to the number of common shares, price per common share or weighted average number of common shares outstanding have been adjusted to reflect this reverse stock split on a retroactive basis.

The Company's common shares are currently quoted on the OTC Pink market of OTC Markets Group, Inc. under the trading symbol “CAFS”. As used in this Report, unless otherwise stated, all references to the “Company”, “we,” “our”, “us” and words of similar import, refer to Café Serendipity Holdings, Inc.

**Going Concern**

The Company’s Consolidated Financial Statements included elsewhere in this Report have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business.

The continuation of the Company as a going concern is dependent upon the ability of the Company sell our licenses or obtain necessary financing to continue operations, and the attainment of

profitable operations. At October 31, 2015, and July 31, 2015 the Company had a working capital deficit of \$3,147,068 and \$2,620,946, respectively and had accumulated losses of \$8,557,499 and \$8,031,376, respectively. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. The Company's Consolidated Financial Statements included elsewhere in this Report do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

### **Basis of Presentation, Fiscal Year, and Principles of Consolidation**

These consolidated financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States, and are expressed in U.S. dollars. These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary Café Serendipity, Inc. All intercompany transactions and balances have been eliminated. The Company has elected a fiscal year-end of July 31.

### **Use of Estimates**

The preparation of these consolidated financial statements in accordance with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses in the reporting period. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

### **Cash and Cash Equivalents**

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents. As of October 31, 2015 and July 31, 2015, the Company had \$0 and \$2,618, respectively in cash.

### **Property and Equipment, net**

Property and equipment is recorded at cost. Depreciation is computed using the straight-line method over the estimated useful lives of seven (7) years. The cost of assets sold or retired and the related amounts of accumulated depreciation are removed from the accounts in the year of disposal. Any resulting gain or loss is reflected in current operations.

Expenditures for maintenance and repairs are charged to operations as incurred. The capitalized cost of the oil properties will be amortized based on the units-of-production method. Costs incurred for property acquisition and further development activity will be capitalized and

amortized as previously noted. As of October 31, 2015 and July 31, 2015, the Company had no property and equipment.

## **Financial Instruments and Concentrations**

The fair values of financial instruments, which include cash, accounts payable, accrued liabilities, and convertible notes, were estimated to approximate their carrying values due to the immediate or short-term maturity of these financial instruments. Financial instruments that potentially subject the Company to credit risk consist principally of cash. Cash is deposited with a high quality financial institution.

## **Fair Value of Financial Instruments**

The fair value accounting guidance defines fair value as “the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.” The definition is based on an exit price rather than an entry price, regardless of whether the entity plans to hold or sell the asset. This guidance also establishes a fair value hierarchy to prioritize inputs used in measuring fair value as follows:

- Level 1: Observable inputs such as quoted prices in active markets;
- Level 2: Inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and
- Level 3: Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The carrying value of accounts payable and accrued liabilities are considered to approximate their fair value due to their short-term nature. For the warrants that are classified as derivatives, fair values were calculated using the Black-Scholes pricing model.

## **Basic and Diluted Net Income (Loss) per Share**

FASB Codification Topic 260, *Earnings per share*, requires dual presentation of basic and diluted earnings per share (EPS) with a reconciliation of the numerator and denominator of the EPS computations. Basic earnings per share amounts are based on the weighted average number of shares of common stock outstanding. If applicable, diluted earnings per share would assume the conversion, exercise or issuance of all potential common stock instruments such as options, warrants and convertible securities, unless the effect is to reduce a loss or increase earnings per share. Diluted net income (loss) per share on the potential exercise of the equity-based financial instruments is not presented where anti-dilutive.

The table below shows the earnings (loss) per share, basic and diluted, for the Three Months ended October 31, 2015 and 2014:

	For the Three Months Ended October 31,	
	2015	2014
Net loss	\$ (526,123)	\$ (30,376)
Weighted average common shares outstanding	12,125,211	9,050,688
Earnings per share:		
Basic and diluted income per share from continuing operations	\$ (0.04)	\$ (0.00)

## Income Taxes

Income taxes are provided in accordance with FASB Codification Topic 740, *Accounting for Income Taxes*. A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss-carry forwards.

Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax asset will not be realized. Deferred tax assets and liabilities are adjusted for the effect of changes in tax laws and rates on the date of enactment.

## Revenue

The Company generates revenue from the sale of licenses. The Company generally recognizes merchandise sales revenue from the sale of its products as follows:

- 1) Persuasive evidence of an arrangement exists;
- 2) Delivery has occurred;
- 3) The price to the buyer is fixed or determinable, and
- 4) Collectability is reasonably assured.

For the three months ended October 31, 2015, the Company did not recognized any revenue.

## Recently Issued Accounting Pronouncements

We have implemented all new accounting pronouncements that are in effect and that may impact our financial statements and do not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on our financial position or results of operations.

## Note 2 – Stock Purchase Agreement

On May 6, 2014, the Company entered into a Stock Purchase Agreement, dated as of May 6, 2014 with Café Serendipity, Inc. a Nevada corporation (“Café Serendipity”) whereby Café Serendipity would sell 100% of Café Serendipity’s outstanding capital common stock to the Company. As

consideration for the Agreement, the Company issued 3,000,000 shares of common stock valued at \$600,000. As a result of this Stock Purchase Agreement, the Company recorded goodwill of \$604,736 which represents the value of the common stock consideration and the net value of Café Serendipity at the time of the transaction.

### **Note 3 – Convertible Notes Payable**

Between January and April 2015, the Company received \$125,000 related to convertible promissory notes (“Convertible Promissory Notes”) offering. These convertible notes are convertible into units consisting of one (1) share of the Company’s restricted common stock priced at a 50% discount to market value at the time of conversion and Ten (10) callable warrants per every one (1) dollar invested in the Convertible Promissory Notes exercisable for 3 years at \$0.10 share, from date of conversion. The Convertible Promissory Notes has a term of one (1) year and bear an interest rate of 10.5 % per annum, paid at maturity.

The value of the beneficial conversion feature and derivative liability expense recorded was \$125,000 and \$239,859, respectively on the date of issuance. As of October 31, 2015, the Company amortized \$89,795 of the beneficial conversion feature and recognized a decrease of \$37,891 in fair value of the derivative liability. As of October 31, 2015, the principal balance of the notes was \$125,000, the balance of the derivative liability was \$201,968, with a remaining beneficial conversion feature of \$35,205, and accrued interest totaling \$10,610.

### **Note 4 – Bridge Loan**

On April 20, 2015, the Company entered into a bridge loan agreement (“Bridge Loan”) for \$150,000. This Bridge Loan had a term on 90 days, with a principle amount of \$175,000 and carries an interest rate of 8%. In addition, the Company issued 100,000 warrants related to this Bridge Loan adjusted for the stock split. As of October 31, 2015, the balance of this Bridge Loan was \$175,000 and accrued interest totaling \$7,856.

### **Note 5 – Notes Payable**

On May 23, 2011, the Company received a complaint from Oscar Luppi, former Chairman, President, Chief Executive Officer, and Treasurer of the Company. The complaint seeks contractual damages in the amount of \$1,142,739, or alternatively the fair value of services of plaintiff of \$413,973, or greater, plus interest. The principal causes of action are breach of contract; and, common count for services rendered arising out of claims for allegedly unpaid wages and future wages.

As of July 31, 2013, the Company had accrued \$433,446 related to Mr. Luppi’s service to the Company which is recorded as accrued officers’ salaries on the accompanying balance sheet. On May 27, 2014, case number 30-2011-00477347 in the Superior Court of California for the County of Orange was settled Ex Parte ordering the approval settlement agreement between the parties. As a result of the settlement of this complaint, the Company recorded a note payable for approximately \$1,492,650, relieved the \$433,446 accrued officers salary liability related to Luppi,



recognized \$168,791 in interest expense, and recorded a loss on settlement of debt of approximately \$890,413.

#### **Note 6 – Settlement of Debt**

In February 2015, the Company issued 1,300,000 shares of common stock valued at \$130,000 as a partial settlement of debt related to the Luppi settlement.

#### **Note 7 – Stockholders' Deficit**

##### **Common Stock**

During the three months ended October 31, 2015, the Company did not issued any shares of common stock.

#### **Note 8 – Related Party Transactions**

As a part of the acquisition of Café Serendipity, \$29,200 of convertible notes payable – related party was acquired by a board member of the Company. The Company owed \$29,200 and \$29,500 to related parties at October 31, 2015 and July 31, 2015, respectively.

#### **Note 9 – Subsequent Events**

On November 25, 2015, the Company issued 1,100,000 shares of common stock valued at \$110,000 as a partial settlement of debt related to the Luppi settlement.

In accordance with ASC 855, Company management has reviewed all material events through the date of this report and there are no additional subsequent events to report other than those events listed above.