

AMENDED

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

CBD OF DENVER, INC.

A Delaware Corporation
6436 South Quebec St., Ste. 240
Centennial, CO 80111

Phone: 720.424.3397
www.cbdoftdenver.com
info@cbdoftdenver.com

Primary SIC Code: 8731
Secondary SIC Codes: 2099, 2844, 8743

Quarterly Report
For the Period Ending: June 30, 2019
(the "Reporting Period")

FORWARD LOOKING STATEMENTS

THIS COMPANY INFORMATION AND DISCLOSURE STATEMENT, IN PARTICULAR, "MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS" AND "BUSINESS." INCLUDE "FORWARD-LOOKING STATEMENTS" WITHIN THE MEANING OF SECTION 21E OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED. THESE STATEMENTS REPRESENT THE COMPANY'S EXPECTATIONS OR BELIEFS CONCERNING, AMONG OTHER THINGS, FUTURE REVENUE, EARNINGS, AND OTHER FINANCIAL RESULTS, PROPOSED ACQUISITIONS AND NEW PRODUCTS, ENTRY INTO NEW MARKETS, FUTURE OPERATIONS AND OPERATING RESULTS, FUTURE BUSINESS AND MARKET OPPORTUNITIES. THE COMPANY WISHES TO CAUTION READERS THAT THESE STATEMENTS INVOLVE RISK AND UNCERTAINTIES THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THE EXPECTATIONS AND BELIEFS CONTAINED HEREIN. FOR A SUMMARY OF CERTAIN RISKS RELATED TO THE COMPANY'S BUSINESS, SEE RISK FACTORS." UNDER "DESCRIPTION OF BUSINESS."

Unless the context requires otherwise, references to the Company or Issuer are to CBD OF DENVER, INC.

Name: CBD of Denver, Inc.
CUSIP: 12482B107
Symbol: CBDD

Cautionary Factors That May Affect Future Results (Cautionary Statements Under the Private Securities Litigation Reform Act of 1995).

The disclosure and analysis set forth herein contains certain forward looking statements, particularly statements relating to future actions, performance or results of current and anticipated products and services, sales efforts,

expenditures, and financial results. From time to time, the Company also provides forward-looking statements in other publicly released materials, both written and oral. Consequently, no forward-looking statement can be guaranteed. Actual future results may vary materially.

The Company undertakes no obligation to update any forward-looking statements, but investors are advised to consult any further disclosures by the Company on this subject in its subsequent filings. Furthermore, as permitted by the Private Securities Litigation Reform Act of 1995, the Company provides these cautionary statements identifying risk factors, listed below, which could cause the Company's actual results to differ materially from expected and historical results. It is not possible to foresee or identify all such factors. Consequently, this list should not be considered an exhaustive statement of all potential risks, uncertainties and inaccurate assumptions.

RISK FACTORS

No Active Market. Although the Company's shares are listed on the OTC Markets Group Inc. listing service, the Company believes that the public trading price may be an inaccurate representation of the value of the Company because there is little or no trading volume in the Company's shares and no analysts or NASD market makers actively follow the Company.

We have never issued a Dividend and don't anticipate any Dividends in the future. The Company has never issued a dividend and does not anticipate paying dividends on our common stock in the foreseeable future. Furthermore, the Company may also be restricted from paying dividends in the future pursuant to subsequent financing arrangements or pursuant to Delaware law.

You could be diluted from the Issuance of additional Common and Preferred Stock. The Company is authorized to issue up to 4,000,000,000 shares of common stock and 10,000,000 shares of preferred stock. To the extent of such authorization, the Company will have the ability, without seeking shareholder approval, to issue additional shares of common and preferred stock in the future for such consideration as the board may consider sufficient. The issuance of additional common stock in the future may reduce your proportionate ownership and voting power.

Volatility of Stock Prices. In the event that there is an established public market for the Company's Common Stock, market prices will be influenced by many factors and will be more subject to significant fluctuations in response to variations in operating results of the Company and other factors such as investor perceptions of the Company, supply and demand, interest rates, general economic conditions and those specific to the industry, developments with regard to the Company's activities, future financial condition and management.

Applicability of Low Priced Stock Risk Disclosure Requirements. The Common Stock of the Company may be considered a low priced security under rules promulgated under the Securities Exchange Act of 1934. Under these rules, broker-dealers participating in transactions in low priced securities must first deliver a risk disclosure document which

describes the risks associated with such stocks, the broker-dealer's duties, the customer's rights and remedies, certain market and other information, and make a suitability determination approving the customer for low priced stock transactions based on the customer's financial situation, investment experience and objectives. Broker-dealers must also disclose these restrictions in writing to the customer, obtain specific written consent of the customer, and provide monthly account statements to the customer. With all these restrictions, the likely effect of designation as a low priced stock will be to decrease the willingness of broker-dealers to make a market for the stock, to decrease the liquidity of the stock and to increase the transaction cost of sales and purchases of such stock compared to other securities.

OTC Pink Basic Disclosure Guidelines

As of June 30, 2019, the number of shares outstanding of our Common Stock was: **3,903,688,107**

As of December 31, 2018, the number of shares outstanding of our Common Stock was: **3,903,688,107**

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

Yes: ☐

No: ☒

(NOTE: OTC MARKETS HAS DETERMINED THAT THE COMPANY HAS THE CHARACTERISTICS OF A SHELL COMPANY AND HAS MADE AN ASSOCIATED DESIGNATION; HOWEVER, THE COMPANY BELIEVES THIS DESIGNATION IS BASED UPON HISTORIC DATA DURING WITH THE COMPANY WAS UNDER DIFFERENT OWNERSHIP AND MANAGEMENT, AND MAY HAVE HAD A PERIOD OF FINANCIAL AND/OR OPERATIONAL INACTIVITY. THE COMPANY IS CURRENTLY OPERATING, AND HAS RESOLVED ALL ISSUES WITH BANKING IN THE HEMP PRODUCTS INDUSTRY; THEREFORE, THE COMPANY DOES NOT CURRENTLY HAVE ANY OF THE CHARACTERISTICS OF A SHELL COMPANY, OTHER THAN THE ABOVE-NOTED HISTORY UNDER PRIOR MANAGEMENT AND OWNERSHIP.)

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

Yes: ☐

No: ☒

(SEE ABOVE NOTE REGARDING SHELL STATUS DESIGNATION BY OTC MARKETS.)

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: ☐

No: ☒

¹ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes. Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable) Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

CBD of Denver, Inc. is a Delaware corporation (hereinafter referred to as the "Company" or "CBD of Denver, Inc.") and was incorporated in the State of Delaware on December 23, 2009 as Hidalgo Mining International Inc. The company was Hidalgo Mining International Inc. until notice of name change was filed with the State of Delaware September 9, 2010, changing the name from Hidalgo Mining International Inc. to Verde Media Group Inc. The Company was Verde Media Group, Inc. until notice of name change was filed with the State of Delaware on June 27, 2018. Formerly the Company was Communications Corporation of America Inc., effective in the State of Nevada on March 2, 2007, until the Company's State of Incorporation changed to Delaware from Nevada concurrent with the name change to Hidalgo Mining International, Inc. discussed above.

CBD of Denver, Inc. is active and in good standing in the State of Delaware, and is an active foreign entity in good standing in the State of Colorado.

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

Yes: ☐ No: ☒

2) Security Information

Trading symbol: CBDD

Exact title and class of securities outstanding: **Common**

CUSIP: **12482B107**

Par or Stated Value: **.00001**

Total shares authorized: **4,000,000,000** as of: June 30, 2019

Total shares outstanding : **3,903,688,107** as of: June 30, 2019

Number of shares in the Public Float²: **3,547,427,444** as of: June 3, 2019

Total restricted shares: **356,260,663** as of: June 30, 2019

Additional class of securities-

Exact title and class of securities outstanding: **Preferred**

Par or Stated Value: **.00001**

Total shares authorized: **10,000,000** as of: June 30, 2019

Total shares outstanding: **6,900,000** as of: June 30, 2019

Transfer Agent for Common Stock

² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

Olde Monmouth Stock Transfer Co., Inc.
200 Memorial Pkwy
Atlantic Highlands, NJ 07716
Phone: 732-872-2727

Is the Transfer Agent registered under the Exchange Act?³ Yes: ☒ No: ☐

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

None.

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None.

3) Issuance History

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

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

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

Number of Shares	<u>Ending Balance:</u>
Shares Outstanding on:	Common: <u>3,903,688,107</u>
<u>June 30, 2019</u>	Preferred: <u>6,900,000</u>

Additional information, including footnotes to the table above:

EXHIBIT A CONTINUES TO PROVIDE THE RESTRICTIONS AND CONVERSION RIGHTS OF PREFERRED SHARES IN THE COMPANY FOR INFORMATIONAL PURPOSES.

B. Debt Securities, Including Promissory and Convertible Notes

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

³ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements in the past two completed fiscal years and any subsequent interim period: ☒

4) Financial Statements

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

- ☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁴:

Name: Justin Ward
RRBB Accountants and Advisors
265 Davidson Avenue
Suite 210
Somerset, NJ 08873-4120
Title: Accountant
Relationship to Issuer: Outside Accountant

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;
D. Statement of income;
E. Statement of cash flows;
F. Financial notes; and
G. Audit letter, if audited (not audited)

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

CBD of Denver, Inc. Balance Sheet

	June 30, 2019
<u>ASSETS</u>	
Current assets:	
Cash and cash equivalents	\$63,049
Inventory	10,889
Total current assets	<u>\$73,937</u>

LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIENCY)

Current liabilities:

Accounts payable and accrued liabilities	\$774,579
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⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

Notes payable	261,203
Total current liabilities	1,035,782
Preferred stock, \$0.00001 par value, 10,000,000 shares authorized, 5,500,000 shares issued and outstanding	55
Common stock, \$0.00001 par value, 4,000,000,000 shares authorized, 3,903,688,107 shares issued and outstanding	39,036
Additional paid in capital	2,879,266
Accumulated deficit	(3,880,201)
Stockholders' equity (deficiency)	(961,845)
Total liabilities and stockholders' equity (deficiency)	\$73,937

**CBD of Denver, Inc.
Statement of Operations**

	Six Months Ended June 30, 2019
Revenue	\$10,877
Cost of revenue	8,790
Gross profit	2,087
Operating expenses:	
General and administrative expenses	52,100
Total operating expenses	52,100
Net loss	\$(50,013)
Net loss per common share	\$(0.00)
Weighted average common shares outstanding	3,903,688,107

**CBD of Denver, Inc.
Statement of Cash Flows**

	Six Months Ended June 30, 2019
Cash flows from operating activities:	
Net loss	\$(50,013)
Changes in assets and liabilities:	
Inventories	(10,889)
Net cash used in operating activities	(60,901)

Cash flows from financing activities:

Capital contributions	29,500
Net cash provided by financing activities	29,500
Net increase (decrease) in cash and cash equivalents	(31,401)
Cash and cash equivalents, beginning of period	94,450
Cash and cash equivalents, end of period	\$63,049
Supplemental disclosure if cash flow information	
Cash paid for interest	\$-
Cash paid for taxes	\$-

CBD OF DENVER, INC.**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

Period Ending June 30, 2019

Note 1 – ORGANIZATION

CBD of Denver, Inc. is participating in the development of innovative CBD products and related social networking. The Company's networking website can be accessed at: www.cbdsocialnetwork.com. The site will be connecting CBD enthusiasts from around the world. In addition, the Company produces and markets a line of innovative CBD products that can be purchased at cbdofdenver.com.

Note 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**Basis of Presentation**

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America.

Going Concern

These financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. As of June 30, 2019, the Company has an accumulated deficit of \$3,880,201.00. The company's ability to continue as a going concern is contingent upon the successful completion of additional financing

arrangements and its ability to eventually achieve and maintain profitable operations. While the Company is expending its best efforts to achieve the above plans, there is no assurance that any such activity will generate funds that will be available for operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments that might arise from this uncertainty.

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 the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Risks and Uncertainties

The Company is subject to substantial risks from, among other things, intense competition associated with the industry in general, other risks associated with financing, liquidity requirements, rapidly changing customer requirements, limited operating history and the volatility of public markets.

Note 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair Value Measurements

Accounting Standards Codification ("ASC") 820-10, Fair Value Measurements, defines fair value, establishes a framework for measuring fair value under generally accepted accounting principles and enhances disclosures about fair value measurements. Fair value is defined under ASC 820-10 as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the note Principal or the most advantageous market for an asset or liability in an orderly transaction between participants on the measurement date. Valuation techniques used to measure fair value under ASC 820-10 must maximize the use of observable inputs and minimize the use of unobservable inputs. The standard describes a fair value hierarchy based on the levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value which are the following:

- Level 1 - Quoted prices in active markets for identical assets or liabilities.
- Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or corroborated by observable market data or substantially the full term of the assets or liabilities.

- Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the value of the assets or liabilities.

The fair value of the accounts receivable, accounts payable, notes payable are considered short term in nature and therefore their value is considered fair value.

Cash

The Company considers all highly liquid instruments purchased with maturity of three months or less to be cash equivalents. The Company minimizes its credit risk associated with cash by periodically evaluating the credit quality of its primary financial institution. The balance at times may exceed federally insured limits. As of September 30, 2018 no cash balances exceeded the federally insured limit.

Accounts receivable and allowance for doubtful accounts

Accounts receivable are stated at the amount management expects to collect. The Company generally does not require collateral to support customer receivables. The Company provides an allowance for doubtful accounts based upon a review of the outstanding accounts receivable, historical collection information and existing economic conditions. As of December 31, 2018 the allowance for doubtful accounts was \$0 and bad debt expense for the period ending December 31, 2018 was \$0.

Revenue Recognition

The Company follows the provisions of Securities and Exchange Commission Staff Accounting Bulletin ("SAB") No. 104, Revenue Recognition The Company recognizes revenue when all of the following conditions are met:

Note 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

- there is persuasive evidence of an arrangement;
- the service has been provided to the customer;
- the collection of the fees is reasonably assured; and
- the amount of fees to be paid by the customer is fixed or determinable.

The Company records revenue as services are performed. Invoicing is done at the beginning of each month for the services to be rendered that month.

Advertising

Advertising expenses consist primarily of costs of promotion for corporate image and product, such as the cost of issuing press releases. The Company expenses all advertising costs as incurred.

Intangible Assets

The Company accounts for its intangible assets pursuant to ASC 350-20-55-24, "Intangibles - Goodwill and Other". Under ASC 350, intangibles with definite lives continue to be amortized on a straight-line basis over the lesser of their estimated useful lives or contractual terms. Intangibles with indefinite lives are evaluated at least annually for impairment by comparing the asset's estimated fair value with its carrying value, based on cash flow methodology. Intangibles with definite lives are subject to impairment testing in the event of certain indicators. Impairment in the carrying value of an asset is recognized whenever anticipated future cash flows (undiscounted) from an asset are estimated to be less than its carrying value. The amount of the impairment recognized is the difference between the carrying value of the asset and its fair value.

Income Taxes

Income taxes are provided for the tax effects of transactions reported in the financial statements and consist of taxes currently due plus deferred taxes related primarily to differences between the bases of assets and liabilities for financial and income tax reporting. The deferred tax assets and liabilities represent the future tax return consequences of those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled. Deferred taxes are also recognized for operating losses that are available to offset future federal and state income taxes. Any interest charges on underpayment or other assessments are recorded as interest expense. Any penalties are recorded in Operating Expenses.

Net income (loss) per Common Share Basic net income (loss) per share is computed by dividing the net loss attributable to the common stockholders by the weighted average number of shares of common stock outstanding during the period. Fully diluted loss per share is computed similar to basic loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. Since the Company reflected a net loss for the period ending September 30, 2018, the effect of considering any common stock equivalents would have been anti-dilutive and therefore a separate computation of diluted loss per share is not presented.

Recent Accounting Pronouncements

No new accounting pronouncements issued or effective during the fiscal year has had or is expected to have a material impact on the financial statements.

Note 3 - STOCKHOLDERS' EQUITY

During the period ended June 30, 2019, the company did not issue any common stock or preferred stock.

Note 4 - WARRANTS

None.

Note 5 - COMMITMENTS AND CONTINGENCIES

Litigations, Claims and Assessments

The Company may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise that may harm its business. The Company is currently not aware of any such legal proceedings or claims that they believe will have, individually or in the aggregate, a material adverse effect on its business, financial condition or operating results.

5) Issuer's Business, Products and Services

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

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

CBD of Denver, Inc. is participating in the development of innovative CBD products and related social networking. The Company's networking website can be accessed at: www.cbdsocialnetwork.com. The site will be connecting CBD enthusiasts from around the world. In addition, CBD of Denver, Inc. is producing zero percent THC CBD products, produced from qualified organic hemp, and marketing those products via the worldwide web and exclusive retailers.

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

None.

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

CBD of Denver, Inc. is producing zero percent THC hemp products, produced from qualified organic hemp, and marketing those products via the worldwide web and exclusive retailers. The company's products can be found at cbdofdenver.com. In addition, the Company's networking website can be accessed at: www.cbdsocialnetwork.com. The site will be connecting CBD enthusiasts from around the world.

6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

CBD of Denver, Inc. leases office space at 6436 South Quebec St., Ste. 240, Centennial, CO 80111. The space is modern, and hosts the offices of the President and staff of the Company, and the Company's computer network.

7) Officers, Directors, and Control Persons

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

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

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Nicholas Sprung</u>	<u>Officer / President and Owner of more than 5%</u>	<u>Cherry Hills Village, Colorado</u>	<u>128,000,000</u> <u>5,500,000</u>	<u>Common</u> <u>Preferred</u>	<u>3.28%</u> <u>79.71%</u>	<u>Nicholas Sprung purchased 100% of the Preferred Shares of the Company effective October 23, 2018</u>
<u>Richard Hamm</u>	<u>Secretary</u>	<u>Englewood, Colorado</u>	<u>10,000,000</u> <u>16,000</u>	<u>Common</u> <u>Preferred</u>	<u>0.26%</u> <u>0.23%</u>	<u>Mr. Hamm received 16,000 Preferred Shares for his work as Secretary of the Company in 2018</u>
<u>Kuno Zubel</u>	<u>Director</u>	<u>Denmark</u>	<u>10,000,000</u> <u>1,133,866</u>	<u>Common</u> <u>Preferred</u>	<u>0.26%</u> <u>11.81%</u>	<u>Mr. Zubel is a Director of the Company and has made capital contributions in exchange for preferred shares</u>

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8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 years, been the subject of:

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

No.

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;

No.

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

No.

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.

No.

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

No.

9) Third Party Providers

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

Securities and Exchange Counsel: Anthony L.G., PLLC
330 Clamatis St.
Suite 217
West Palm Beach, FL 33401

Outside General Counsel: Breton & Simon, PLC
P.O. Box 240
344 Mountain Road
Stowe, VT 05672

Accounting Firm: RRBB Accountants and Advisors
265 Davidson Avenue
Suite 210

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

Outside General Counsel: Brice C. Simon, Esq.
Breton & Simon, PLC
P.O. Box 240
344 Mountain Road
Stowe, VT 05672

Accounting Firm: Justin Ward
RRBB Accountants and Advisors
265 Davidson Avenue
Suite 210
Somerset, NJ 08873-4120

10) Issuer Certification

Principal Executive Officer:

I, Nicholas Sprung, certify that:

1. I have reviewed this quarterly disclosure statement of CBD of Denver, Inc. for the period of April 1, 2019 through June 30, 2019;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.
4. In addition to the foregoing, the Company was delayed in issuing this quarterly report, due to issues with banking and processing credit card transactions that threatened to impair the Company's long-term ability to continue banking or processing credit cards; however, those issues have been resolved and the Company currently has appropriate banking and credit card processing capabilities.

DATE: 10/18/2019

By: /s/Nicholas Sprung, CEO

EXHIBIT A
RESTRICTIONS AND CONVERSION RIGHTS FOR PREFERRED SHARES

TERMS AND CONDITIONS

1. Grant of Shares. The Company hereby grants to the Grantee named on page 1 hereof (“Grantee”), subject to the restrictions and the other terms and conditions set forth in the Agreements and in this certificate (this “Certificate”), the number of shares indicated on page 1 hereof of the Company’s \$0.00001 par value preferred stock (the “Shares”). Capitalized terms used herein and not otherwise defined shall have their ordinary meaning as interpreted by the S.E.C.

2. Restrictions. The Shares are subject to each of the following restrictions. “Restricted Shares” mean those Shares that are subject to the restrictions imposed hereunder which restrictions have not then expired or terminated. Restricted Shares may not be sold, transferred, exchanged, assigned, pledged, hypothecated or otherwise encumbered, except as allowed by Law, any of the Agreements executed by the Grantee and this Certificate; an effective registration of these shares under the Act and applicable state securities laws shall be required prior to any transfer, unless in the opinion of the Company’s counsel such registration is not required. The restrictions imposed under this Section shall apply to all shares of the Company’s preferred shares issued with these restrictions, but not otherwise.

3. Expiration and Termination of Restrictions. The restrictions imposed under Section 2 will expire one year from the Grant Date set forth on page 1 hereof (referred to herein as the “Restricted Period”).

4. Delivery of Shares. The Shares will be registered in the name of Grantee as of the Grant Date and may be held by the Company during the Restricted Period in certificated or uncertificated form. If a certificate for Restricted Shares is issued during the Restricted Period with respect to such Shares, such certificate shall be registered in the name of Grantee and shall bear a legend in substantially the following form (in addition to any legend required under applicable state securities laws): “This certificate and the shares of stock represented hereby are subject to the terms and conditions (including forfeiture and restrictions against transfer) contained in a Restricted Stock Certificate between the registered owner of the shares represented hereby and CBD of Denver, Inc. Release from such terms and conditions shall be made only in accordance with the provisions of such Certificate, copies of which are on file in the offices of CBD of Denver, Inc.” Stock certificates for the Shares, without the first above legend, shall be delivered to Grantee or Grantee’s designee upon request of Grantee after the expiration of the Restricted Period, but delivery may be postponed for such period as may be required for the Company with reasonable diligence to comply, if deemed advisable by the Company, with registration requirements under the 1933 Act, listing requirements under the rules of any stock exchange or the Nasdaq national market, and requirements under any other law or regulation applicable to the issuance or transfer of the Shares.

5. Voting and Dividend Rights. Grantee, as beneficial owner of the Shares, shall have full voting and dividend rights with respect to the Shares during and after the Restricted Period. If Grantee forfeits any rights he may have under this Certificate, Grantee shall no longer have any rights as a stockholder with respect to the Restricted Shares or any interest therein and Grantee shall no longer be entitled to receive dividends on such stock. In the event that for any reason Grantee shall have received dividends upon such stock after such forfeiture, Grantee shall repay to the Company any amount equal to such dividends.

6. Beneficiary Designation. Grantee may, in the manner determined by the Board, designate a beneficiary to receive any distribution with respect to the Shares upon Grantee’s death. A beneficiary, legal guardian, legal representative, or other person claiming any rights hereunder is subject to all terms and conditions of this Certificate and the Agreements, if any, and to any additional restrictions deemed necessary or appropriate by the Board. If no beneficiary has been designated or survives Grantee, payment shall be made to Grantee’s estate. Subject to the foregoing, a beneficiary designation may be changed or revoked by Grantee at any time provided the change or revocation is filed with the Company.

7. Changes in Capital Structure. In the case of a change in the capital structure of the Company, without limiting the foregoing, in the event of a subdivision of the outstanding Stock (stock-split), a declaration of a dividend payable in Stock, or a combination or consolidation of the outstanding Stock into a lesser number of shares, the Shares then subject to this Certificate shall automatically be adjusted proportionately. By acceptance hereof, the Grantee consents to any such adjustments the Company resolves to make to the capital structure of the Company, and agrees to surrender such shares, and to accept replacement shares in their stead, as determined by the Company.

8. Payment of Taxes. Grantee will, no later than the date as of which any amount related to the Shares first becomes includable in Grantee's gross income for federal income tax purposes, pay to the Company, or make other arrangements satisfactory to the Committee regarding payment of, any federal, state and local taxes of any kind required by law to be withheld with respect to such amount. The obligations of the Company under this Certificate will be conditional on such payment or arrangements, and the Company, and, where applicable, its Affiliates will, to the extent permitted by law, have the right to deduct any such taxes from the award or any payment of any kind otherwise due to Grantee.

9. No Right of Engagement. Nothing in this Certificate shall interfere with or limit in any way the right of the Company or any Affiliate to terminate Grantee's engagement as a director, officer, employee or agent of the Company at any time, nor does this Certificate confer upon Grantee any right to continue any such engagement.

10. Amendment. The Company may amend, modify or terminate this Certificate without approval of Grantee; provided, however, that such amendment, modification or termination shall not, without Grantee's consent, reduce or diminish the value of the Grantee's interest in the Company, and shall only be pursuant to a reissuance of shares or payment of other consideration pursuant to Paragraph 7 hereof.

11. Stock Transfer and Shareholder Agreements. The terms contained in any Stock Transfer Agreement executed by the Grantee, or any Shareholder Agreement of the Company are incorporated into and made a part of this Certificate and this Certificate shall be governed by and construed in accordance with such Agreements. In the event of any actual or alleged conflict between the provisions of the Agreements and the provisions of this Certificate, the provisions of the Agreements shall be controlling and determinative. The Company shall furnish a copy of such agreements to the registered holder of this certificate upon written request and without charge.

12. Severability. If any one or more of the provisions contained in this Certificate is deemed to be invalid, illegal or unenforceable, the other provisions of this Certificate will be construed and enforced as if the invalid, illegal or unenforceable provision had never been included.

13. Notice. Notices and communications under this Certificate must be in writing and either personally delivered or sent by registered or certified United States mail, return receipt requested, postage prepaid. Notices to the Company must be addressed to CBD of Denver, Inc., 6436 South Quebec St., Ste. 240 Centennial, CO 80111 or any other address designated by the Company in a written notice to Grantee. Notices to Grantee will be directed to the address of Grantee then currently on file with the Company, or at any other address given by Grantee in a written notice to the Company.

14. Conversion. The Preferred Shares of the Company may be converted to Common Stock of the Company, upon application of the Grantee and approval of the Company at the following ratio: 1 preferred share equals 1500 common shares.