1) FBC Holding Inc. - Quarterly Report for Period Ending April 30, 2014

FBC Holding, Inc. (“We,” “FBC” or “Company”) was incorporated in Nevada on May 31, 2006, under the name Wave Uranium, Inc. On September 24, 2009, we merged with FBC Holding, Inc., a Nevada corporation and changed our name to FBC Holding, Inc. On October 26, 2010, a majority of our shareholders and our board of directors authorized a name change to Super Rad Industries, Inc. However, the Super Rad transaction was rescinded prior to filing the name change with the State of Nevada so we have remained FBC Holding, Inc.

Business History

On September 20, 2007 we entered into a mining option agreement with Handley Minerals, Inc. a Nevada company, pursuant to which we acquired an option to purchase a 100% undivided interest in the Wilson Creek project which consists of ten claims situated in the country of Gila in the State of Arizona. In November 2007 we have been active in purchasing over 1,200 mineral claims in Utah for costs to us of approximately $330,000.

FBC Holding Transaction

On September 24, 2009 we merged with FBC Holding Inc. Through this transaction we acquired and operated three subsidiary companies, FBC Group, Beverly Hills Choppers and Johnny Fratto Social Club Inc. These subsidiaries provided us with our then-operations, which were focused on branding and marketing for products and celebrities, as well as sales and distribution for Beverly Hills Choppers which produced two and three wheel motor vehicles in addition to a clothing and jewelry line. We also had a social network and media outlet through JFSC.TV including its other websites.

From August 1, 2009 to May 1 2010 we focused on product branding, social networking and branding of our assets, namely Beverly Hills Choppers. However, due to a variety of differences with the operators of our subsidiaries, on May 1, 2010, we returned our ownership of Beverly Hills Choppers, FBC Group and the JFSC.tv aka the Johnny Fratto Social Club back to the parties that sold them to us, in exchange for the shares of our common stock that had been issued to the owners of the three companies. These shares were cancelled on May 15, 2013.

Super Rad Transaction

On August 11, 2009, we signed an Asset Purchase Agreement with Super Rad Corporation. Under the agreement we purchased certain assets related to the collectible toy and art industry. Super Rad Toys, Inc. was founded as a California corporation in December 2006. As a result of preparing to go public, it reincorporated in Nevada under the name of Super Rad Industries, Inc. doing business as Super Rad Toys. Since the Super Rad’s inception it has emerged at the forefront of the collectible art world, by producing innovative and high-quality vinyl collectibles that have gained an excellent reputation with collectors on a global basis.

In early 2012 the Company entered into an agreement with Todd Whanish to purchase his web platform in order to get involved in the online toy business, catering to artists and the toy industry in general. Current management has, after examining the data regarding the cost of the necessary portal and related costs and finding that the anticipated gross margins were less than 8%, discontinued this line of business. Previous management had announced that the Company had entered into licensing agreements with Sports Technology, Inc. (“Sports Technology”) for the exclusive worldwide marketing and distribution of all of Sports Technology’s existing intellectual property (“IP”). Sports Technology represented that among this IP was an agreement with the owners of the Flowboard design and distribution rights which granted Sports Technology assignable and exclusive rights to marketing and distribution of the Flowboard and other products and other ancillary rights of usage. Notwithstanding the Company’s previous announcements, and Sports Technology’s representations, current management found no evidence of an existing agreement between the Company and Sports Technology assigning such rights, nor has Sports Technology been able to provide the Company with any documentation that it actually possesses any rights to the IP that it sought to convey to the Company. FBC Holding has thus terminated all agreements and relationships with Sport Technology and advises its shareholders that Management’s position is that the company holds no exclusive marketing agreements for the Flowboards. We took possession of certain inventory including Flowboards, Snow Skates and skateboards and attempted to sell them directly to the end user. We found little demand for the products and have discontinued our sales efforts and the merchandise remains in storage and will probably be conveyed to the firm operating the storage facility as payment for the storage fees.

Conductive Ink Technology.

On August 27, 2012 we executed a Memorandum of Understanding ("MOU") with a company holding numerous patents involving conductive ink technology. This technology involves the replacement of many types of electronic circuitry such as buttons, switches and wires with components which can be printed on various substrates (plastics, metal, textiles) using patented formulations of conductive ink. The printed circuitry is significantly lighter, more durable and less expensive than the replaced components. The holder of the technology had also developed numerous successful retail products prior to inventing the conductive ink technology. The MOU also granted FBC Holding the rights to apply the conductive ink technology to these legacy products and to subsequently reintroduce these products to the retail marketplace.

The Company still maintains this licensing agreement and believes that the technology remains impressive, however, currently we intend to market products with and without the conductive ink technology applied utilizing Direct Response Television ("DRTV"). We will position the Company to become an international product development Company, primarily focused on license/creation management and product sales/distribution through DRTV. In 2012 we engaged the services of Frank Alfieri who possesses decades of experience in the DRTV industry and has extensive relationships in that industry. Alfieri has been named the Managing Director of the FBC Interactive Division. We have segmented our business into several divisions. Our first division will be called FBC Interactive, we are contemplating establishing FBC Security and FBC Agricultural. Our first product in the FBC Interactive Division is a compression sleeve for knee and elbow created from a copper-infused fabric which has been used by athletes and individuals with active lifestyles.

During the current period we had our first sales within this division. We sold approximately 1.2 million units to an international DRTV company based in the US. Retail cost of these units equates to over $10 million. We are working on enhancements to the original product as well as additional lines such as shirts and socks utilizing the copper compression fabric.

2) Address of the issuer's principal executive offices

Company Headquarters
[ ]

IR Contact
info@fbcholdinginc.com

3) Security Information

Trading Symbol: FBCD
Exact title and class of securities outstanding: Common Stock
CUSIP: 30250C206
Par or Stated Value: $0.001
Total shares authorized: 5,000,000,000 as of:[], 2014
Total shares outstanding: [###,###,###]as of: [], 2014

Additional class of securities (if necessary):
Class A Preferred

Total shares outstanding: 2,500,000 as of: June 6, 2014

Transfer Agent
Name: Island Stock Transfer
Address 1: 15500 Roosevelt Blvd

Address 2: Suite 301
Address 3: Clearwater, FL 33760
Phone: _____
Is the Transfer Agent registered under the Exchange Act?* Yes: ☑ No:

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

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 within the past 12 months:

None

4) Issuance History

Market Information

Our common stock is currently listed on the OTC Markets "Pink Sheets" on the OTCQB-tier under the symbol "FBCD." On September 27, 2006, we filed a registration statement on Form SB-2, which went effective on December 13, 2006, and subsequently filed a Form 8-A12G to register our common stock under Section 12 of the Exchange Act. As a result, on October 11, 2007, we became subject to the reporting requirements under the Exchange Act. We began listing on the OTC Bulletin Board on April 10, 2007 on March [##}, 2014 we voluntarily removed ourselves from the OTC Bulletin board under SEC Rule 15c2-11. We have been listed on the OTC Markets "Pink Sheets" since that time.

The following table sets forth the high and low bid information for each quarter within the two most recent fiscal years. The information reflects prices between dealers, and does not include retail markup, markdown, or commission, and may not represent actual transactions.

Fiscal Year Ended July 31,	Period	Bid Prices High	Bid Prices Low
2012	First Quarter	$ 9.75	$ 5.00
	Second Quarter	$ 5.75	$ 1.40
	Third Quarter	$ 3.05	$ 1.10
	Fourth Quarter	$ 1.50	$ 0.15

2013	First Quarter	$	0.50	$	0.15
	Second Quarter	$	0.25	$	0.05
	Third Quarter	$	0.06	$	0.085
	Fourth Quarter	$	0.013	$	0.0014
2014	First Quarter	$	0.0055	$	0.0014
	Second Quarter	$	0.0045	$	0.0011
	Third Quarter	$	0.013	$	0.0017

The Securities Enforcement and Penny Stock Reform Act of 1990 requires additional disclosure relating to the market for penny stocks in connection with trades in any stock defined as a penny stock. The Commission has adopted regulations that generally define a penny stock to be any equity security that has a market price of less than $5.00 per share, subject to a few exceptions which we do not meet. Unless an exception is available, the regulations require the delivery, prior to any transaction involving a penny stock, of a disclosure schedule explaining the penny stock market and the risks associated therewith.

Holders

As of April 30, there were 390,378,948 shares of our common stock outstanding held by approximately 75 holders of record of our common stock and numerous shareholders holding shares in brokerage accounts. Of these shares, all were held by shareholders we believe are non-affiliates except for 91,805,556 shares which are held by our current CEO and director.

Dividends

For the two most recent fiscal years we have not paid any cash dividends on our common shares and do not expect to declare or pay any cash dividends on our common shares in the foreseeable future. Payment of any dividends will depend upon future earnings, if any, our financial condition, and other factors as deemed relevant by our Board of Directors.

Securities Authorized for Issuance under Equity Compensation Plans

We do not have any equity compensation plans in place so there are no outstanding options or warrants to purchase shares of our common stock under any equity compensation plans.

As a result, we did not have any options, warrants or rights outstanding as of January 31, 2013.

Plan Category	Number of Securi ties to be issued upon e xercise of outstanding op tions, warrants and righ ts	Weighted-average exercise price of outstanding op tions, warrants and ri ghts	Number of secur ities remaining availa ble for future issuance under equity compensa tion plans (excluding securities reflect ed in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	- 0 -	- 0 -	- 0 -
Equity compensation plans not approved by security holders	- 0 -	- 0 -	- 0 -
Total	- 0 -	- 0 -	- 0 -

Recent Issuance of Unregistered Securities

In April, 2011, we issued 150,000 shares to Seafin Capital, LLC, in exchange for an equity investment of $12,000. The shares were restricted in accordance with Rule 144. The issuance was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, and Seafin Capital, LLC, is a sophisticated investor and familiar with our operations.

On May 11, 2011, we issued 166,666 shares to Seafin Capital, LLC, in exchange for an equity investment of $25,000. The shares were restricted in accordance with Rule 144. The issuance was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, and Seafin Capital, LLC, is a sophisticated investor and familiar with our operations.

On May 20, 2011, we issued 2,000,000 shares to Panther Consulting Corp., in exchange for debt conversion of $2,000, valued at $0.001 per share. The shares were restricted in accordance with Rule 144. The issuance was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, and Island is a sophisticated investor and familiar with our operations.

On May 21, 2011, we issued 4,000,000 shares to MGMT4 Personal Services, in exchange for consulting services and were valued at approximately $0.015 per share. The shares were restricted in accordance with Rule 144. The issuance was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, and Island is a sophisticated investor and familiar with our operations.

On January 91,805,556 shares to our CEO, Frank Russo, in exchange for salary dating back to his engagement less some cash paid, plus bonus. The shares were valued at $0.0018.

During the fiscal year 2012 we issued 24,110,244 shares to three investors and two consultants in exchange for debt conversion and services of $173,594, valued at $0.0072 per share. The shares were restricted in accordance with Rule 144. The issuance was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, and the investors and consultants are sophisticated investors and familiar with our operations.

During the fiscal year 2013 we issued 50,325,109 shares of our common stock to seven investors and one consultant for debt conversion and services of $284,900, valued at $0.00132 per shares. The shares were restricted in accordance with Rule 144. The issuance was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, and the investors and consultants are sophisticated investors and familiar with our operations.

During the period from July 31, 2013 to January 31, 2014 we issued 23,363,135 shares valued at $0.0076 of our common stock to three investors for reduction in debt and we issued 2,015,707 valued at $0.007 to one consultant for services for a reduction in debt and services of $19,799.

During the period from January 31, 2014 to April 30, 2014 we issued 140,070,043 shares of our common stock valued at $0.00166 to six investors for reduction in debt of $147,131 and we issued 9,753,764, shares of our common stock valued at $0.00201 to one consultant for services for a reduction in debt and services of $9,778.. These issuances were exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, and the investors and the consultant are sophisticated investors and familiar with our operations. These third party shareholders may own the Company's shares and plan to liquidate, which may negatively affect the stock price.

5) Financial Statements FBC Holding Inc.

(A Development Stage Company)

CONSOLIDATED BALANCE SHEETS

		30-Apr-14		31-Jul-13
ASSETS				
Current Assets				
Cash	$	(-2,773)	$	4,108
Deferred Financing Expense		-		-
Total Current Assets		245,117		4,108
Total Assets	$	245,117	$	4,108

LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts Payable	163093	160,456
Accrued Interest	2773621	95,499
Accrued Forbearance Fees	750,000	375,000
Equity Obligations	2,059,352	2,165,548
Notes Payable	1,546,249	1,312,053
Derivative Liability	1,904,118	1,856,118
Total Current Liabilities	6,700,175	5,971,677
Total Liabilities	6,700,175	5,971,677
Stockholders' Deficit		
Preferred Stock .001 Par Value, 5,000,000 shares authorized, 2,500,000 issued and outstanding, Series A preferred	2,500	2,500
Common Stock .001 Par Value; 5,000,000,000 shares authorized; 390,378,948 and 219,765,158 shares issued and outstanding as of 4/30/2014 and 7/31/2013, respectively	240,862	81,557
Additional paid in capital	20,302,024	20,256,319

Deficit accumulated during the development stage		-27,003,216		-26,307,945
Total Stockholders' Deficit		-6,457, 830		-5,967,569
Total Liabilities and Stockholders' Equity	$	245,117	$	4,108

See accompanying notes to the consolidated financial statements

FBC HOLDING Inc

(A Development Stage Company)

CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Three Months Ending April 30,			
	2014		**2013**	
Revenue	$	110,639	$	
Cost of sales		-		
		-		
Expenses				
General Selling and Administrative		78,885		139,796
Depreciation				
Warrant Expense				
Conversion Fee				
Land Claim Fees				
Non Cash Compensation		9,778		86000
Amortization of Deferred Finance Charges				
Impairment of Goodwill				
		88,663		225,796

Gain(Loss) on Operations		21,776			-226,796
Other Income (expense)					
Change in Derivative Liability		45,181			-459,397
Forbearance fees		75,000			
Amortization of Debt Discount		-14,220			-23,272
Gain (Loss) on conversion					
Interest Expense		-24,552			-88,013
		81,409			-570,682
Net Income (Loss) before provision for income tax		-59,433			-796,478
Provision for income tax		-			-
Net Income(Loss) from Continuing Operations		-59,433			-796,478
Discontinued Operations: Gain (Loss) from discontinued operations (including gain on disposal in 2007 of $28,553, net of tax		-			-
Net Income (Loss)	$	-59,433		$	-23,478
Net Income(Loss) per share					
Basic and Fully Diluted, From:					
Continuing operations	$	0.00018662 7		$	-0.03
Discontinued operations		-			-
Combined	$	0.00018662 7		$	-0.02
Weighted Average Number of					

Weighted Average Number of Common Shares	318,458,554	26,142,805

See accompanying notes to the consolidated financial statements

FBC Holding Inc
Statements of Cash Flow

	For the Three Months Ended 30-Apr-2014	30-April 2006 Inception through 30-April-14
Net Income	-59,433	-26,555,120
Less: Income from discontinued operations		(15,657)
Net income from continuing operations	-59,433	-26,476,777
Adjustments:		
Stock issued for services	9,778	14,650,637
Impairment of goodwill		1,998,131
Conversion Fee		1,703,665
Amortization of debt discount	14,220	1,033,440
Depreciation		1,062
Change in derivative	45181	997,570
Deferred financing fees		796,548
Gain on conversion of debt		

Changes in assets & liabilities from continuing operations		
Prepaids		108,500
Accounts Receivab;e	-204639	
Accounts Payable	-13062	1,277,238
Accrued Expenses	25000	819,530
Cash flow from operating activities by continuing operations	(88,955)	-4,367,008
Cash Flow from investing activities		
Purchase of fixed assets	-	-2,259
Net cash provided by (used for) from investing activities	-	-2,259
Cash Flow from Financing activities		
Notes payable - borrowings	86,182	3,493,236
Notes payable - payments		-8,847
Issuance of stock		918,692
Net cash provided by		

provided by (used for) from financing activities	86,182	4,403,081
Net Cash from Continuing Operations	(2,773)	
Cash Flow from discontinued operations		
Net change in cash	(2,773)	
Beginning cash	4,108	
Ending cash	**$** (2,773)	

FBC Holding Inc.
Notes to Consolidated Financial Statements
For the Quarterly Ended January 31, 2014

NOTE 1: NATURE OF OPERATIONS

Wave Uranium Holding's ("Wave", the "Company") business had been to acquire mineral land positions. In October 2009 the Company was redomiciled as a Nevada corporation under the name FBC Holding Corp. On July 21, 2009, the Company entered into an acquisition agreement to purchase FBC Holdings, Inc., a California corporation ("FBC Holdings, Inc. - California"), with the plan that the Company would abandon its former business plan in the industry of mining and land acquisition and pursue the business plan of FBC Holdings, Inc. FBC Holdings, Inc. - - California had no material activity up to the agreement date and no material assets or liabilities. The acquisition agreement called for the Company to purchase FBC Holdings, Inc. - California, by acquiring all the outstanding shares of FBC Holdings, Inc. -- California, in exchange for 8 million shares of the Company's common stock. As of July 31, 2009 the Company had not completed the transaction by issuing the 8 million shares, so the Company recorded a stock subscription payable of $720,000 based on the market price of $.09 per share on the date the acquisition agreement was entered into, with a corresponding recording and immediate write-off of goodwill in the same amount. The stock was subsequently issued in November 2009. The new entity was to focus in three areas: (i) branding (product placement) in television production, movies, etc.; (ii) the sale of mini-choppers and the associated merchandise of the brand Beverly Hills Choppers, including clothing, accessories, parts, etc.; and (iii) internet platforms focused on social networking and the database built around the Johnny Fratto Social Club. The acquisition did not work out according to the Company's plan and the Company returned all interest in FBC Holdings, Inc. - California, in exchange for the return of all the 8 million shares of the Company's common stock. On August 11, 2010, the Company signed an Asset Purchase Agreement with Super Rad Corporation. Under the agreement the Company purchased certain assets related to the collectible toy and art industry. Super Rad Toys, Inc. was founded as a California corporation in December 2006. As a result of preparing to go public, it reincorporated in Nevada under the name of Super Rad Industries, Inc. doing business as Super Rad Toys. July 2011, the Company rescinded the agreement resulting in a cancellation of 24 million shares and a loss of $1,278,131. Super Rad Industries, Inc. is not an active corporation."

OPERATING STAGE COMPANY – COMPANY ACHIEVES REVENUES AND BEGINS OPERATIONS

The Company recorded its first revenues under the new business plan in the current quarterly period. On February 2, 2014 the company received a purchase order for 34,000 units of its knee/elbow compression sleeves using a copper-infused fabric and has since fulfilled this order. The value of this initial order was approximately $18,000. Subsequently, on February 12, 2014 the Company received a follow-on order for an additional 600,000 units valued at approximately $94,000 and on April 16, 2014 we received an additional order for 800,000 units. The approximate value of these orders is expected to be in excess of $100,000. Management anticipates that this line will continue to support additional orders and we are in discussions with the customer to expand the line into other products, such as similar copper-infused compression gear such as t-shirts, shorts and socks. As such we are no longer a development stage company as we have revenue-producing operations.

In addition, we are exploring additional businesses and sources of revenue, and during the course of the current year we have executed several letters of intent with diverse operating companies as well as several non-operating companies who possess rights or licenses to products that we believe may fare well in the DRTV arena. We expect to establish an agricultural division under which we can pursue make products and accessories to support the marijuana industry or manufacture or create products within the industry. We have investigated

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

CONSOLIDATION

The Company has no currently active subsidiaries. The consolidated financial statements include the accounts of the Company and its' wholly owned subsidiaries. All intercompany accounts and balances have been eliminated in consolidation.

The following companies are subsidiaries of the Company:

Name of Subsidiary	Status	State of Incorporation
Super Rad Toys, Inc.	Inactive	Nevada
Super Rad Industries, Inc.	Inactive	Nevada
Beverly Hills Chopper	Inactive	Nevada
Johnny Fratto Social Club	Inactive	Nevada
FBC Holding CA.	Inactive	California
FBC Holding NV.	Inactive	Nevada

USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

CASH AND CASH EQUIVALENTS

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

PROPERTY, EQUIPMENT AND DEPRECIATION

Property and equipment are stated at cost. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets of three to seven years. Currently we do not have any capitalized property and equipment.

EARNINGS (LOSS) PER SHARE

The Company calculates net income (loss) per share as required by ASC 260, "Earnings per Share." Basic earnings (loss) per share are calculated by dividing net income (loss) by the weighted average number of common shares outstanding for the period. Diluted earnings (loss) per share are calculated by dividing net income (loss) by the weighted average number of common shares and dilutive common stock equivalents outstanding. During periods when they would be anti-dilutive common stock equivalents, if any, are not considered in the computation.

STOCK-BASED COMPENSATION

The Company accounts for stock based compensation in accordance with ASC 718, "Accounting for Stock-Based Compensation." The provisions of ASC 718 allow companies to either expense the estimated fair value of stock options or to continue to follow the intrinsic value method set forth in Accounting Principles Board Opinion 25, "Accounting for Stock Issued to Employees" ("APB 25") but disclose the pro forma effects on net income (loss) had the fair value of the options been expensed.

FAIR VALUE OF FINANCIAL INSTRUMENTS

AFC Topic 820, "Disclosures about Fair Value of Financial Instruments," requires disclosure of fair value information about financial instruments. Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of April 30, 2013 and 2012.

The respective carrying value of certain on-balance-sheet financial instruments approximates their fair values. These financial instruments include cash, restricted cash, trade accounts receivables, accounts payable, accrued expenses, notes payable and due to investors. Fair values were assumed to approximate carrying values for these financial instruments since they are short term in nature and their carrying amounts approximate fair value or they are receivable or payable on demand. The carrying value of the Company's long-term debt, notes payable and due to investors approximates fair values of similar debt instruments.

INCOME TAX

The Company accounts for income taxes under ASC 720, Under ASC 720 deferred taxes are provided on a liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. 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 assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

NEW PRONOUNCEMENTS

Except for rules and interpretive releases of the SEC under authority of federal securities laws and a limited number of grandfathered standards, the FASB Accounting Standards Codification™ ("ASC") is the sole source of authoritative GAAP literature recognized by the FASB and applicable to the Company. Management has reviewed the aforementioned rules and releases and believes any effect will not have a material impact on the Company's present or future financial statements.

NOTE 3: GOING CONCERN

The Company's financial statements are presented on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business.

For the first time in the Company's operating history we have experienced a net profit during the period of $34,567, however, the Company's ability to continue as a going concern is still contingent upon its ability to maintain profitable operations and continue to secure financing. In addition, the Company's ability to continue as a going concern must be considered in light of the problems, expenses and complications frequently encountered by entrance into established markets and the competitive environment in which the Company operates.

As such the Company expects that it will continue to pursue equity financing for its operations. Failure to secure such financing or to raise additional capital or borrow additional funds may result in the Company depleting its available funds and not being able pay its obligations.

The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

NOTE 4: NOTES PAYABLE

FBC Holding Notes

The Company entered into a financing agreement with a lender, which provides for incremental installments resulting in a series of convertible notes. The terms of these notes include interest payable at the rate of 8%, maturing in three (3) months from the origination date. The notes are convertible at 50% of the five (5) day closing trading price at the date of the conversion request. The notes have undergone several modifications over the term and are presently

The Company evaluated the terms of the notes in accordance with ASC Topic No. 815 - 40, *Derivatives and Hedging - Contracts in Entity's Own Stock* and determined that the underlying common stock is indexed to the Company's common stock. The Company determined that the conversion features meet the definition of a liability and therefore bifurcated the conversion feature and accounted for it as a separate derivative liability. The Company evaluated the conversion feature for a beneficial conversion feature. The effective conversion price was compared to the market price on the date of the note and was deemed to be less than the market value of underlying common stock at the inception of the note. Therefore, the Company recognized a beneficial conversion feature, to the extent of the note, and applied as a debt discount to the Convertible Notes Payable and amortized to interest expense over the terms of the note.

The features of the notes resulted in the recognition of a derivative liability. Through a series of agreements the lender performed certain additional services, including satisfaction of certain of the Company's liabilities. Each series of notes included compensation for the management fees for the transaction, recorded as expense and added to the convertible notes face value. Additionally, the services called for compensation in shares to be issued. For the three month period ending April 30, 2014, under these individual agreements, the Company is obligated to issue the lender and additional 21,097,241 shares of common stock for these financing services.

The balance due under all notes payable at April 30, 2014 was $1,485,067, with all notes currently due or subject to conversion. Almost all of the debt is owed to one creditor, Capitoline Ventures II, LLC. to whom we are also accrued forbearance fees which are included in financing fee.

NOTE 5: STOCKHOLDERS' EQUITY

As of April 30, 2014 and July 31, 2013, the Company had 5,000,000,000 authorized shares of common stock, $.001 par value, with 390,378,948 and 113,325,127 shares issued and outstanding, respectively.

During the fiscal year 2012 we issued 24,110,244 shares to three investors and two consultants in exchange for debt conversion and services of $173,594, valued at $0.0072 per share. The shares were restricted in accordance with Rule 144. The issuance was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, and the investors and consultants are sophisticated investors and familiar with our operations.

During the fiscal year 2013 we issued 183,683,747 shares of our common stock to seven investors and one consultant for debt conversion and services of $242,888, valued at $0.00132 per shares. The shares were restricted in accordance with Rule 144. The issuance was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, and the investors and consultants are sophisticated investors and familiar with our operations.

During the 6 month period ending January 31, 2014 we issued 25,378,842 shares of our common stock to three investors and one consultant for debt conversion and services of $19,799, valued at $0.001044 per shares. The shares were restricted in accordance with Rule 144. The issuance was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, and the investors and consultants are sophisticated investors and familiar with our operations.

On January 28, 2014, we issued 91,805,556 shares of our common stock to Frank Russo., in exchange for reduction of accrued salary expenses of $111,250 and a performance bonus of $54,000. The value placed on these shares was $0.0018. The shares were restricted in accordance with Rule 144. The issuance was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, and Frank Russo is a sophisticated investor and familiar with our operations.

During the period from January 31, 2014 to April 30, 2014 we issued 140,070,043 shares of our common stock valued at $0.00166 to six investors for reduction in debt of $147,131 and we issued 9,753,764,shares of our common stock valued at $0.00201 to one consultant for services for a reduction in debt and services of $9,778. These issuances were exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, and the investors and the consultant are sophisticated investors and familiar with our operations. These third party shareholders may own the Company’s shares and plan to liquidate, which may negatively affect the stock price. The Company is advising investors that non-affiliate shareholders of the Company, and the Company may, from time to time, engage the services of unaffiliated firms to provide investor relations and advertising services. These third party shareholders may own the Company's shares and plan to liquidate, which may negatively affect the stock price.

STOCK OPTIONS AND WARRANTS

At January 31, 2013 and 2012 the Company had stock options and warrants outstanding as described below.

NON-EMPLOYEE STOCK OPTIONS AND WARRANTS

The Company accounts for non-employee stock options and warrants under ASC718, whereby option and warrant costs are recorded based on the fair value of the consideration received or the fair value of the equity instruments issued, whichever is more reliably measurable. Unless otherwise provided for, the Company covers option and warrant exercises by issuing new shares.

During fiscal year 2008 the Company granted 20,833 common stock warrants in connection with debenture, these warrants are currently well out of the money. In addition the Company issued 1,828 warrants to various individuals and entities for compensation, allowing the holder to purchase one share of common stock per warrant, exercisable immediately at $150 per share with the warrant terms expiring in November and December of 2009. The fair value of these warrant grants were estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: risk free interest rate of 3.2%, dividend yield of 0%, expected life of 2 years, volatility of 26%. The Company recorded total compensation expense under these warrant issuances of $861,694 in fiscal year 2008. As of July 31, 2013, all of the 2008 warrant grants of 22,661 expired.

The Company issued 100,000 warrants in 2009 under a $150,000 convertible debenture, allowing the holder to purchase one share of common stock per warrant, exercisable immediately at $1 per share with the warrant terms expiring in July 2014. The warrants were out of the money with no material recording value. At July 31, 2013 these warrants were not exercised and remain outstanding.

NOTE 6: CONTINGENCIES

In November 2008 a note holder filed a legal action against the Company in the Superior Court of Orange County, California alleging breach of contract and other malfeasance and seeking damages of approximately $238,000, plus legal costs (California Asset Recovery Solutions, LLC vs. Wave Uranium Holdings, case no. 30-2008-0014550). The Company disputed the allegations, however on August 8, 2012, the Company has reached a settlement agreement in the amount of $40,000. As of July 31, 2013, the Company has a remaining payable on the agreement of $33,000.

During the current period we received an invoice from Petillon Hiraide & Loomis LLP for legal services of approximately $17,144.78. We believe that this invoice is from the Jehu Hand issue from several years ago. We had mentioned as a risk factor that the previous CEO, Christopher LeClerc failed to return the Company's books and records or to share any information about the company during his tenure as CEO and sole director. Nevertheless, we are researching the obligation and will plan to make payment From time to time the Company may become a party to litigation matters involving claims against the Company. Management believes that there are no other current matters that would have a material effect on the Company's financial position or results of operations.

NOTE 7: RELATED PARTY TRANSACTIONS

The Company has consulting contracts with its officer and director. The Company does not have a funding commitment or any written agreement for our future required cash needs with these officers or any beneficial owners of the Company.

The officers and directors of the Company are involved in other business activities and may, in the future, become involved in additional business opportunities that become available. A conflict may arise in selecting between the Company and other business interests. The Company has not formulated a policy for the resolution of such conflicts.

The Company does not own or lease property or lease office space. The Company has minimal needs for office space at this time. Office space, as needed has been provided by the officers and directors of the Company at no charge, which is not necessarily indicative of the amount that would have been incurred had a comparable transaction been entered into with independent parties.

On August 7, 2010, the Company issued 22 million shares to Christopher LeClerc, the Company's Chief Executive Officer, Chief Financial Officer and its sole Director in exchange for Mr. Leclerc's role in the transaction to purchase the assets of Super Rad Corporation, as well as the role he would play in the future of the Company, as a public company, post-transaction. Mr. LeClerc also agreed to forfeit any accrued salary and expenses he was owed as part of the transaction. However, once the shares were issued to Mr. LeClerc and because he had agreed to forego compensation as part of the same transaction Mr. LeClerc was concerned about the tax issues related to the issuance, as well as the dilution that would occur to the Company's other shareholders as a result of the issuance. As a result, Mr. LeClerc agreed to return the shares to the Company for cancellation. The shares granted to Mr. LeClerc were not based on the share price of the Company at issuance and the amounts owed to Mr. LeClerc, but more so based on the value he added to the Company in connection with the Super Rad transaction, and would continue to add, compared to the shares granted to Super Rad in connection with the asset purchase transaction. A total of 24 million shares (including the 22 million shares mentioned above) owned by Mr. LeClerc were cancelled on May 17, 2011.

NOTE 8 INCOME TAXES

No provision was made for income taxes for the period from May 6, 2006 (Inception) to April 30, 2014 as the Company had a cumulative operating loss.

IRS Section 382 places limitations (the "Section 382 Limitation") on the amount of taxable income which can be offset by net operating loss carry forwards after a change in control (generally greater than 50% change in ownership) of a loss corporation. Generally, after a change in control, a loss corporation cannot deduct operating loss carry forwards in excess of the Section 382 Limitation. Due to these "change in ownership" provisions, utilization of the net operating loss and tax credit carry forwards may be subject to an annual limitation regarding their utilization against taxable income in future periods. The Company has not concluded its analysis of Section 382 through September 30, 2013, but believes the provisions will not limit the availability of losses to offset future income.

The Company is subject to income taxes in the U.S. federal jurisdiction and the state of Maryland. The tax regulations within each jurisdiction are subject to interpretation of related tax laws and regulations and require significant judgment to apply. As of July 31, 2013, tax years 2012, 2011, and 2010 remain open for IRS audit. The Company has received no notice of audit from the IRS for any of the open tax years.

NOTE 8: SUBSEQUENT EVENTS,

Since April 30, 2014 we issued 66,499,349 shares to investors in exchange for debt conversions of $57,839, valued at an average of $0.000877 per share. The shares were restricted in accordance with Rule 144. The issuance was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, and the investors and consultants are sophisticated investors and familiar with our operations.

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. a description of the issuer's business operations;

DRTV Business

On August 27, 2012 we executed a Memorandum of Understanding ("MOU") with a company holding numerous patents involving conductive ink technology. This technology involves the replacement of many types of electronic circuitry such as buttons, switches and wires with components which can be printed on various substrates (plastics, metal, textiles) using patented formulations of conductive ink. The printed circuitry is significantly lighter, more durable and less expensive than the replaced components. The holder of the technology had also developed numerous successful retail products prior to inventing the conductive ink technology. The MOU also granted FBC Holding the rights to apply the conductive ink technology to these legacy products and to subsequently reintroduce these products to the retail marketplace. This will now be the main focus of FBC Holding's business.

Our first product, which was introduced second quarter is a compression sleeve for knee and elbow created from a copper infused fabric which has been used by athletes and individuals with active lifestyles. In the third quarter of 2014 we made our first sale of this product. The initial order was for 100,000 units and we have received additional orders of approximately 1.2 million units.

As a holding company we expected to obtain additional businesses and incorporate these into our present activities. We are currently speaking to business owners in the home agriculture and internet security businesses.

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

Nevada, 2006

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

5963

D. the issuer's fiscal year end date;

July 31

E. principal products or services, and their markets;

Compression sleeves for knee and elbow – health and wellness market

7) Describe the Issuer's Facilities

Issuer rents no facilities. CEO works from home office and other personnel work from their individual office locations

8) Officers, Directors, and Control Persons

A. Mr. Frank Russo is an authority in implementing sales distribution and product strategy, sales team leadership, marketing, market analysis and business development. The former President of Gladiator Sales, Inc. – once the exclusive North American sales agency for Puma – Mr. Russo led Gladiator in assisting Puma in reestablishing the Puma brand to prominence. Under Frank Russo's stewardship, sales revenue increased to over $75 million with just 13 sales associates, and Gladiator was named Brand Agency of the Year – two times – during his tenure.

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

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

   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 fed-

eral 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

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

None

9) Third Party Providers

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

Legal Counsel
Name: William Eilers
Firm: Eilers Law Group, LLC
Address 1: 169 NE 43rd Street
Address 2: _____
Phone: 786-273-9152
Email: wreilers@eilerslawgroup.com

Accountant or Auditor
Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Investor Relations Consultant
Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.
Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, [identify the certifying individual] certify that:

1. I have reviewed this Annual of FBC Holding Inc.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

March 17, 2014 [Date]

/s/ Frank Russo [CEO's Signature]

_____ [CFO's Signature]
(Digital Signatures should appear as "/s/ [OFFICER NAME]")

CEO [Title]