Harvey Westbury Corp.

QUARTERLY REPORT – September 30, 2015
PURSUANT TO
RULE 15c2-11(a)(5)

Item 1. Name of the issuer and its predecessor (if any):

Harvey Westbury Corp.

Item 2. Address of the issuer's principal executive offices:

Harvey Westbury Corp.
160 Littleton Road, Suite 308
Parsippany, New Jersey 07054
investors@harveywestbury.com
www.harveywestbury.com
201-468-7779
Fax: 973-257-5010

Person responsible for issuer's investor relations:

Harvey Westbury Corp.
160 Littleton Road, Suite 308
Parsippany, New Jersey 07054
investors@harveywestbury.com
201-468-7779
Fax: 973- 257-5010
Mr. Eugene Chiaramonte, Jr., President

Item 3. Security Information

Trading Symbol: HVYW
Exact title and class of securities outstanding:

A. Common Stock**

CUSIP number: 417824208
Trading symbol: HVYW
Par value: 0.00001 per share
Authorized shares of Common Stock: 21,983,960,000 as of 9/30/2015
Shares issued and outstanding; 230,543,745 as of 9/30/2015

Right of Common Holders: Holders of common stock have one vote per shares on any matter brought before a vote of the stockholders; will receive dividends on a pro-rata basis if declared. No pre-emptive rights.

**All references to common stock and per share data have been retroactively restated to the earliest period presented in this Quarterly Report to account for the 1-for-4,000 reverse stock split effectuated on December 26, 2014 (and approved by FINRA effective January 16, 2015).

B. Preferred Stock, 16,040,000 million shares authorized

i. Series A Preferred Stock, $0.00001 par value

1. Authorized: 4 million shares of Series A Preferred designated
2. Outstanding; 3,870,000 million shares of Series A Preferred outstanding (as of 9/30/15)

ii. Series B Preferred Stock, $0.00001 par value

1. Authorized: 4 million shares of Series B Preferred designated
2. Outstanding; 4 million shares of Series B Preferred outstanding (as of 9/30/15)

iii. Series C Preferred Stock, $0.00001 par value

1. Authorized: 40,000 shares of Series C Preferred designated
2. Outstanding; no shares of Series C Preferred outstanding (as of 9/30/15)

iv. Series D Preferred Stock, $0.00001 par value

1. Authorized: 8 million shares of Series D Preferred designated
2. Outstanding; no shares of Series D Preferred outstanding (as of 9/30/15)

2. Preferred stock:

a. *Series A Preferred*

1. Dissolution— In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, after required distributions to holders of Series C and D Preferred, all remaining assets of the Company will be distributed among the holders of Common Stock, Series A Preferred and Series B Preferred pro rata based on the number of shares of Common Stock held by the holders of Common Stock and the number of shares of Common Stock which the Series A and B Preferred Stock are convertible into.

2. Voting Rights-each share of Series A Preferred shall have the right to five (5) votes per share.

3. Conversion-each share of Series A Preferred shall convert into 1,500 shares of Common Stock.

b. Series B Preferred

1. Dissolution— In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, after required distributions to holders of Series C and D Preferred, all remaining assets of the Company will be distributed among the holders of Common Stock, Series A Preferred and Series B Preferred pro rata based on the number of shares of Common Stock held by the holders of Common Stock and the number of shares of Common Stock which the Preferred Stock are convertible into.

2. Voting Rights-each share of Series B Preferred shall have the right to a number of votes for each shares of Series B Preferred equal to (a) four (4) times the sum of the number of shares of Common Stock then issued and outstanding, the number of shares of Series A Preferred Stock then issued and outstanding, the

number of shares of Series C Preferred Stock then issued and outstanding, and the number of shares of Series D Preferred Stock then issued and outstanding, all as of the record date for the vote, or, if no such record date is established, as of the date such vote is taken or any written consent of stockholders is solicited, divided by (b) the number of shares of Series B Preferred Stock issued and outstanding as of the record date

3. Conversion-each share of Series B Preferred shall convert into five (5) shares of Common Stock.

c. Series C Preferred

1. Initial Price-$2.50 per share.
2. Dissolution- In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, the holders of the Series C Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of the Common Stock, Series A Preferred Stock, or Series B Preferred Stock, by reason of their ownership thereof, but pari passu with the holders of the Series D Preferred Stock, an amount per share equal to $1.00 per share (as adjusted for stock splits, stock dividends, reclassification and the like) for each share of Series C Preferred Stock then held by them, plus declared but unpaid dividends.

3. Voting-the holders of Series C Preferred Stock shall have the right to ten (10) votes for each share of Series C Preferred Stock held by such holder

4. Conversion-On or after the first anniversary of the issuance of such share of Series C Preferred Stock (or, if the Corporation is or becomes subject to the reporting requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in which case on or after the six month anniversary of the issuance of such share), each share of Series C Preferred Stock shall be convertible into that number of shares of Common Stock as is determined by dividing (i) $1.00 (as adjusted for stock splits, stock dividends, reclassification and the like) by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The Conversion Price per share as of the Effective Time shall be the par value of the Series C Common Stock as of the date of conversion (which was $0.00001 as of June 30, 2015). Such Conversion Price shall hereafter be subject to adjustment for stock splits, dividends payable in common stock or combinations.

d. Series D Preferred

1. Dissolution- In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, the holders of the Series D Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of the Common Stock, Series A Preferred Stock, or Series B Preferred Stock, by reason of their ownership thereof, but pari passu with the holders of the Series C Preferred

Stock, an amount per share equal to $1.00 per share (as adjusted for stock splits, stock dividends, reclassification and the like) for each share of Series C Preferred Stock then held by them, plus declared but unpaid dividends.

2. Voting-the holders of Series D Preferred Stock shall have the right to one (1) vote for each share of Series D Preferred Stock held by such holder

3. Conversion-On or after the first anniversary of the issuance of such share of Series D Preferred Stock (or, if the Corporation is or becomes subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act, in which case on or after the six month anniversary of the issuance of such share), each share of Series D Preferred Stock shall be convertible into five hundred (500) number of shares of Common Stock (subject to adjustment for stock splits, dividends payable in common stock or combinations).

The name and address of the transfer agent.

Interstate Transfer Company
1671 Roycroft Place, Suite C
Salt Lake City, Utah 84124
Telephone: 801-414-3928

Interstate Transfer Company is registered with the Securities and Exchange Commission, which is the appropriate regulatory authority of the transfer agent.

There are no other restrictions on the transfer of securities.

There have been no trading suspension orders by the SEC in the last 12 months.

The issuer effectuated a 1-for-4,000 reverse stock split of its common stock on December 26, 2014 (which reverse split was approved by FINRA effective January 16, 2015).

Item 4. Issuance History

On September 22, 2015, the Company entered into an exchange agreement where it exchanged a prior note issued in September 2014 in the amount of $25,000 with accrued interest of $1267 for a new promissory note in the amount of $26,267 with maturity date of September 22, 2016 and bears interest at an annual rate of five percent (5%). The issuance was exempt pursuant to Section 3(a)(9) of the Securities Act as well as Section 4(a)(2) of the Securities Act. The note was issued as a restricted security and contains a legend setting forth or referring to the restrictions on transferability and the sale of the shares under the Securities Act.

Effective June 26, 2015, the issuer entered into a purchase agreement with a third-party where the issuer issued a $95,000 8% convertible promissory note due June 26, 2016 in consideration of services previously rendered. This note is convertible into shares of the issue's common stock at a conversion price of forty percent (40%) of the average of the three (3) lowest per share market value during the ten (10) trading days immediately preceding a conversion date; with a limitation provided that in no event shall the Conversion Price be less than $0.00002. The note was issued as a restricted security and contains a legend setting forth or referring to the restrictions on transferability and the sale of the shares under the Securities Act. The issuance was exempt under Section 4(a)(2) of the Securities Act of 1933, as amended.

Effective June 26, 2015, the issuer entered into an Exchange Agreement where two prior eight percent (8%) convertible promissory note received December 16, 2013 (which notes were received in exchange for a 10% convertible promissory note issued on January 30, 2012 for an aggregate amount of $50,733) in the amounts of $40,000 and $10,000 along with accrued and unpaid interest of $6,000 was exchanged for a new convertible promissory note in the aggregate amount of $55,000. The note is due June 26, 2016 and bears interest at an annual interest rate of eight percent (8%). This note is convertible into shares of the Company's common stock at a conversion price of forty percent (40%) of the average of the three (3) lowest per share market value during the ten (10) trading days immediately preceding a conversion date; with a limitation provided that in no event shall the Conversion Price be less than $0.00002. The issuances were exempt pursuant to Section 3(a)(9) of the Securities Act as well as Section 4(a)(2) of the Securities Act. The note was issued as a restricted security and contains a legend setting forth or referring to the restrictions on transferability and the sale of the shares under the Securities Act.

On June 17, 2015, the Company entered into an Exchange Agreement where a prior 2.25% demand promissory note purchased on October 15, 2012 for an aggregate amount of $171,363; with accrued and unpaid interest of $14,726 was exchanged for 500,000 shares of common stock and a new demand promissory note in the aggregate amount of $171,090. The issuances were exempt pursuant to Section 3(a)(9) of the Securities Act as well as Section 4(a)(2) of the Securities Act. The note and shares of common stock were issued as restricted securities and contain a legend setting forth or referring to the restrictions on transferability and the sale of the shares under the Securities Act.

Effective June 11, 2015, we issued 35,000,000 shares of common stock to a third-party convertible note holder investor. The shares were in consideration of a previously issued convertible promissory note under which the note holder converted $35,000 of principal under its convertible promissory note. The shares were issued without a restrictive legend under the exemption provided by Section 4(1) of the Securities Act of 1933, as amended and/or Rule 144 thereunder as the holding period of the underlying note was in excess of 1 year.

On March 18, 2015, we issued 25 shares of our common stock as a result of various certificate transfer exchanges pursuant to the one (1) for four thousand (4,000) reverse split effected on December 26, 2014.

On February 13, 2015, each of Eugene Chiaramonte Jr., President and sole director of the Company, and Eugene Chiaramonte III, Chief Operating Officer and Secretary of the Company, converted 65,000 shares of series A preferred stock into 97.5 million shares of common stock, for an aggregate of 195,000,000 shares of common stock issued. Each shares of series A preferred stock is convertible into 1,500 shares of common stock. Following issuance of these shares, the Company has 195,043,720 shares issued and outstanding. These issuances were exempt under Rule 4(a)(2) of the of the Securities Act of 1933, as amended. The shares of common stock received by Eugene Chiaramonte Jr. and Eugene Chiaramonte III were issued as restricted securities and all certificates issued contained a legend stating the shares have not been registered under the Securities Act and setting forth or referring to the restrictions on transferability and the sale of the shares under the Securities Act.

On September 22, 2014, the Company issued a $25,000 5% promissory note due September 22, 2015 in consideration of $25,000 in cash. The note was issued as a restricted security and contains a legend setting forth or referring to the restrictions on transferability and the sale of the note under the Securities Act. The issuance was exempt under Section 4(a)(2) of the Securities Act of 1933, as amended.

Effective December 16, 2013, the issuer entered into an Exchange Agreement where a prior ten percent (10.0%) convertible promissory note purchased on January 30, 2012 for an aggregate amount of $50,733; with accrued and unpaid interest of $9,535 was exchanged for 2,000 shares of the company's common stock and two new convertible promissory notes in the aggregate amounts of $40,000 and $10,000 respectively. The first note is due April 16, 2014 and bears interest at an annual interest rate of eight percent (8%). This note is convertible into shares of the Company's common stock at a fixed price of $.01 per share. The second note is due December 16, 2014 and bears interest at an annual interest rate of eight percent (8%). This note is convertible into shares of the Company's common stock at a conversion price of forty percent (40%) of the average of the three (3) lowest per share market value during the ten (10) trading days immediately preceding a conversion date; with a limitation provided that in no event shall the Conversion Price be less than $0.80. The issuances were exempt pursuant to Section 3(a)(9) of the Securities Act as well as Section 4(a)(2) of the Securities Act. The shares were issued without a restrictive legend under the exemption provided by Section 4(1) of the Securities Act of 1933, as amended and/or Rule 144 thereunder as the holding period of the underlying note for which they were exchanged was in excess of 1 year. The notes were issued as a restricted security and contains a legend setting forth or referring to the restrictions on transferability and the sale of the shares under the Securities Act.

On October 3, 2013, the issuer entered into a purchase agreement with a third-party where the Company issued a $6,000 5% convertible promissory note due October 3, 2013 in consideration of $6,000 in cash. The note is convertible into shares of the Company's common stock at a fixed conversion price of $0.001. The note was issued as a restricted security and contains a legend setting forth or referring to the restrictions on transferability and the sale of the shares under the Securities Act. The issuance was exempt under Section 4(a)(2) of the Securities Act of 1933, as amended.

Effective September 30, 2013, we issued 1,350 shares of common stock to a third-party convertible note holder investor. The shares were in consideration of a previously issued convertible promissory note under which the note holder converted $1,685 of principal under its convertible promissory note. The shares were issued without a restrictive legend under the exemption provided by Section 4(1) of the Securities Act of 1933, as amended and/or Rule 144 thereunder as the holding period of the underlying note was in excess of 1 year.

On September 20, 2013, the issuer entered into a purchase agreement with a third-party where the Company issued a $35,000 5% convertible promissory note due September 20, 2014 in consideration of $35,000 in cash. The note is convertible into shares of the Company's common stock at a fixed conversion price of $0.001. The note was issued as a restricted security and contains a legend setting forth or referring to the restrictions on transferability and the sale of the shares under the Securities Act. The issuance was exempt under Section 4(a)(2) of the Securities Act of 1933, as amended.

On July 30, 2013, we issued 1,850 shares of common stock to a third-party convertible note holder investor. The shares were issued in consideration of a previously issued convertible promissory note under which the note holder converted $3,124.03 of principal and $57.97 of interest under its convertible promissory note. The shares were issued without a restrictive legend under the exemption provided by Section 4(1) of the Securities Act of 1933, as amended and/or Rule 144 thereunder as the holding period of the underlying note was in excess of 1 year.

On July 11, 2013, we cancelled and returned to treasury 39,500 shares of our common stock. These shares were originally issued on October 5, 2012 to Eugene Chiaramonte, Jr. and Eugene Chiaramonte III (19,750 shares each), our President and Secretary, respectively in consideration of accrued and unpaid salary due them. In consideration of the return and cancellation of these shares, $7,900 of salary has been accrued to the account for each of Mr. Chiaramonte Jr. and Mr. Chiaramonte III.

On June 11, 2013, we issued 1,250 shares of common stock to a third-party convertible note holder investor. The shares were issued in consideration of a previously issued convertible promissory note under which the note holder converted $2,325.68 of principal and $74.32 of interest under its convertible promissory note. The shares were issued without a restrictive legend under the exemption provided by Section 4(1) of the Securities Act of 1933, as amended and/or Rule 144 thereunder as the holding period of the underlying note was in excess of 1 year.

On May 6, 2013, we issued 1,250 shares of common stock to a third-party convertible note holder investor. The shares were issued in consideration of a previously issued convertible promissory note under which the note holder converted $1,523.29 of principal and $1,676.71 of interest under its convertible promissory note. The shares were issued without a restrictive legend under the exemption provided by Section 4(1) of the Securities Act of 1933, as amended and/or Rule 144 thereunder as the holding period of the underlying note was in excess of 1 year.

On February 7, 2013, we issued 106.25 shares of common stock to third-party convertible note holder investor. The shares were issued in consideration of a previously issued convertible promissory note under which the noteholder converted $679.75 of principal and $647.25 of interest under its convertible promissory note. The shares were issued without a restrictive legend under the exemption provided by Section 4(1) of the Securities Act of 1933, as amended and/or Rule 144 thereunder as the holding period of the underlying note was in excess of 1 year.

Item 5. The Issuer's most recent balance sheet and profit and loss and retained earnings statement:

The unaudited financial statements for the period ended September 30, 2015 are attached at the end of this report and are incorporated herein by reference. Such financial statements are certified by the signing officer of the Company that they present fairly, in all material respects, the financial position, results of operations and cash flows for the periods presented, in conformity with accounting principles generally accepted in the United States, consistently applied.

The financial statements for the period ended September 30, 2015 contained immediately following this annual update as described above will contain the following financial statements:

1. Consolidated Balance Sheets as of September 30, 2015 and December 31, 2014;

2. Consolidated Statement of Operations for the Three and Nine Months Ended September 30, 2015 and 2014;

3. Consolidated Statement of Changes in Stockholders' Equity as of September 30, 2015;

4. Consolidated Statements of Cash Flows for Nine Months Ended September 30, 2015 and 2014;

5. Notes to Financial Statements

Item 6. Describe the Issuer's Business, Products and Services:

The issuer is a Wyoming corporation. The issuer was originally formed as a New York corporation, reorganized as a Nevada corporation in November 2004 and then reorganized as a Wyoming corporation in September 2014. On October 25, 1996, the issuer was acquired by The Auxer Group, Inc. and the issuer operated as their subsidiary until January 9, 2003. On January 9, 2003, the issuer was spun off from Auxer by means of a stock dividend to Auxer shareholders. On November 8, 2004, the issuer changed our domicile from New York to Nevada by means of a reincorporation merger. In September 2014, the issuer changed its domicile from Nevada to Wyoming by means of a reincorporation merger. The issuer has no parent and one subsidiary—HW Energy Ltd., a Kentucky corporation engaged in the business of industrial energy and distribution. The issuer's financial statements attached to this disclosure statement include the accounts of HW Energy on a consolidated basis and all significant intercompany accounts and transactions have been eliminated in consolidation

The issuer's fiscal year end date is December 31st and its Primary SIC Code is 5090. The issuer currently employs 2 people, its executive officers.

Products and Services

The issuer currently packages, assembles and distributes wax and polish products. During 2013, the issuer sold Easy-Test kits. The issuer does not manufacture any of the products it sells.

Wax and Polish Products: The issuer distributes and sells a line of cream paste and liquid waxes and polishes under the "Garry's Royal Satin" brand name to the marine, automotive and aviation markets. Sales of these products accounted for approximately 100% of the issuer's total revenues in 2015 and 2014 (and 95% of the issuer's revenues in 2013).

Easy-Test Kits (until December 2013): The issuer's kits were sold and distributed under the "Easy-Test" brand name for the "do it yourself" market. The issuer sold carbon monoxide testing kits. Sales of these products (including the quick change crankcase drain plugs) accounted for approximately 5% of the issuer's total revenues in 2013.

Sales and Marketing

The issuer does not have any sales professionals. The issuer has long-standing clients who continue to place orders for its products. However, the issuer does not have any formal agreements with its clients. The issuer's products are currently marketed on its website www.harveywestbury.com and potential customers can also request additional information on the issuer's products through its website. In 2013 the issuer launched a consumer based website (www.garrysroyalsatin.com) complete with a fully functional shopping cart feature to sell its Garry's Royal Satin products. Also, the company periodically uses Search Engine Optimization (SEO) and other social media marketing methods to advertise the Garry's brand of products. The issuer does not have any formal agreements with distributors for its products.

Manufacturing

The issuer's Garry's Royal Satin wax and polish products are manufactured by a third-party chemical manufacturers in Chicago. The issuer's Easy-Test products were manufactured in the United States and packaged by it in its New Jersey facility.

Research and Development

The issuer conducted no research or development activities for the three months ended September 30, 2015.

Intellectual Property

The issuer does not have any patents or registered trademarks for its products. In addition, the issuer does not have any contracts or licensing agreements for its products. The issuer considers the formulas for our chemical (waxes/polishes and engine oil additive) products, to be proprietary. The formulas for these products are kept in a secure location and the issuer requires its manufacturers for these products to sign confidentiality and non-use agreements.

Legal Proceedings

On May 1, 2015, the family of John Bragg, Jr. (the "Bragg Family") filed a complaint in the Superior Court for the State of California, County of Los Angeles (case number BC580407) against the issuer and eighteen other manufacturers and distributors of chemicals, lubricants, and/or fuel. The complaint alleges that John Bragg, Jr. suffered toxic injuries resulting in death as a result of exposure to one or more of the defendants' products while Mr. Bragg was employed at the Los Angeles Times. The Bragg Family, individually and on behalf of John Bragg, Jr.'s estate, is seeking damages for lost wages, medical expenses, funeral expenses, loss of consortium, loss of home services, as well as punitive damages against the defendants. On June 25, 2015, the issuer filed an answer to the complaint, denying all allegations levied against us in the complaint. On October 27, 2015, the court dismissed the survival cause of action and the claims for punitive damages as to all defendants; the Bragg Family's remaining causes of actions are still at issue in the case.

On July 7, 2010, the issuer's wholly-owned subsidiary, HW Energy, Ltd., filed a complaint against Charles Gary McCoy et al, with the Common Wealth of Kentucky, Floyd Circuit court, for the return of a $28,000 performance bond originally deposited by plaintiff pursuant to a lease agreement between H.W. Energy Ltd. and Charles McCoy et al. On August 29, 2011, a summary judgment was awarded to the leaseholder/defendant allowing them to retain the $28,000 performance bond under the terms of the original lease and also awarded leaseholder/defendant attorneys fees, court costs and expenses. On October 7, 2011, HW Energy Ltd. appealed the summary judgment ruling in favor of the leaseholder/defendant. In December 2012, the court ruled in favor of the existing judgment. As of September 30, 2015, the issuer has used the reserve balance to write off the previously accrued loss.

On February 12, 2010, the issuer's President received a Complaint and Summons filed in the Superior Court of New Jersey, Bergen County. The issuer's President was sued for breach of a guaranty related to a line of credit issued to us. On May 21, 2010, the issuer's President filed his Answer to the Complaint and Summons with the Superior Court of New Jersey, Bergen County. On October 1, 2010, a judgment was ruled in favor of the plaintiff. The issuer is seeking to negotiate a settlement on his behalf and will indemnify any personal losses incurred. It is management's position that this debt should remain a corporate liability and will assume all responsibility until the matter is complete.

Competition

The automotive aftermarket is subject to competition since new products and sellers enter the market and compete for consumer dollars. We have not yet achieved a significant market share. Our products compete with other automotive and marine aftermarket products that are sold in retail stores. Our products are competing with other products for sales to distributors and placement on retail store shelves. Distributors and retail store buyers are presented with many new products and choose products they want to distribute or place on their stores' shelves.

Government Regulation

The packaging, labeling, distribution, advertising and sale of automotive aftermarket products, such as those we sell, are subject to regulation by one or more federal agencies, principally the Federal Trade Commission, or FTC, and to a lesser extent the Consumer Product Safety Commission. Our activities are also regulated by various governmental agencies for the states and localities in which our products are sold, as well as by governmental agencies in certain countries outside the United States. Among other matters, regulation by the FTC covers product safety and claims made with respect to a product's ability to provide health-related benefits.

Federal agencies, primarily the FTC, have a variety of procedures and enforcement remedies available to them, including the following:

- initiating investigations,
- issuing warning letters and cease and desist orders
- requiring corrective labeling or advertising,
- requiring consumer redress, such as requiring that a company offer to repurchase products
- previously sold to consumers,
- seeking injunctive relief or product seizures,
- imposing civil penalties, or
- commencing civil action and/or criminal prosecution.

In addition, certain state agencies have similar authority. These federal and state agencies have in the past used these remedies in regulating participants in the industry, including the imposition by federal agencies of civil penalties. We cannot assure you that the regulatory environment in which we operate will not change or that such regulatory environment, or any specific action taken against us, will not result in a material adverse effect on our operations.

The issuer cannot predict the nature of any future laws, regulations, interpretations, or applications, nor can we determine what effect such additional regulation, when and if it occurs, would have on our business in the future. Such additional regulation could require, however, any or all of the actions listed below, which could have a material adverse effect on our operations:

- the reformulation of certain products to meet new standards,
- the recall or discontinuance of certain products,
- additional record keeping,
- expanded documentation of the properties of certain products,
- revised, expanded or different labeling, or
- additional scientific substantiation.

Item 7. Describe the Issuer’s facilities.

The issuer’s principal executive office is located at 160 Littleton Road, Suite 308, Parsippany, NJ 07054. The issuer entered into a two-year office service agreement on August 1, 2013 at a monthly base rent of $400 per month. The initial lease commenced on August 1, 2013 and ends on August 31, 2015. No monthly base rent is required for month 13. On May 12, 2015, the issuer renewed its lease for an additional two-years at the current rate with a new end date of August 31, 2017.

The issuer's inventory is held at a fulfillment center in Dover, New Jersey for which they pay $305/month plus a storage fee of $13.35 per pallet. The issuer does not have a written agreement with the fulfillment center.

Item 8. Officers, Directors and Control Persons.

A. Names of Officers, Directors and Control Persons:

1. Set forth below are the names of issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of September 30, 2015.

Name	Position
Eugene Chiaramonte, Jr.	President, and sole Director, Control Person (>5% stockholder)
Eugene Chiaramonte III	Chief Operating Officer and Secretary, Control Person (>5% stockholder)

2. Business Address

160 Littleton Road, Suite 308

Parsippany, New Jersey 07054

201-468-7779

3. Employment history

Eugene Chiaramonte, Jr. has been President and director of the Company since inception. Previously, he served as Director, President and Chief Executive Officer of The Auxer Group, Inc. from April 1995 to January, 2003. He assumed the position of Secretary and Treasurer in 1998. Mr. Chiaramonte was a founder and has served as Director and Secretary of the Auxer Group's subsidiary, CT Industries, Inc. from June 1994 to January, 2003. In addition, he served as Director and Secretary of the Harvey (New York) from October 1996 until merged with the Company in November, 2004, and he was a co-founder, Director and Secretary of Hardyston Distributors from April 1999 until cessation of its business in 2003. He was also a Director and Secretary of Auxer Telecom Inc. from August 2000 until January 2003. Mr. Chiaramonte is also the President and Director of Kentucky Energy, Inc. (QMIN.PK), a publicly traded coal company.

Eugene Chiaramonte III has served as Chief Operating Officer and Secretary of the Company since inception. Previously he provided accounting services for The Auxer Group, Inc., and its subsidiaries, from November, 1996 until January, 2003. He then provided accounting services for Harvey (New York) until the merger with the Company in November, 2004. Mr. Chiaramonte received his B.S. degree from Montclair State University in Montclair, New Jersey in business administration with concentration in accounting and finance in 1993. He is the son of the President of the Company.

The issuer’s sole executive officers are father and son.

B. Legal/Disciplinary History.

Except as describe below, none of the issuer’s directors, executive officers or control persons has, during the past five years:

- been convicted in a criminal proceeding or been subject to a pending criminal proceeding (excluding traffic violations and other minor offences);

- had any bankruptcy petition filed by or against any business of which he was a general partner or executive officer, either at the time of the bankruptcy or within two years prior to that time;

- been subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, futures, commodities or banking activities, except for Eugene Chiaramonte III who was ordered by the Securities and Exchange Commission on April 8, 2011 to cease and desist from committing or causing any violations or future violations of Sections 13(b)(5), 13b2-1, 13(a) and 13(b)(2)(A) and (B) of the Securities Exchange Act of 1934 and Rules 12b-20, 13a-1 and 13a-13 of the Securities Exchange Act of 1934; or

- been found by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated; except for Eugene Chiaramonte, III who was found by the Securities and Exchange Commission on April 8, 2011 to have committed violations of Sections 13(b)(5), 13b2-1, 13(a) and 13(b)(2)(A) and (B) of the Securities Exchange Act of 1934 and Rules 12b-20, 13a-1 and 13a-13 of the Securities Exchange Act of 1934 for knowingly falsifying the financial statements and books and records of Kentucky Energy, Inc. by improperly accounting for warrants and convertible notes. Eugene Chiaramonte III agreed to the entry of the order without admitting or denying the charges entered therein.

C. Beneficial Owners

The following table sets forth information as of September 30, 2015 as to each person or group who is known to us to be the beneficial owner of more than 10% of our outstanding voting securities. As of September 30, 2015, we had 230,543,745 shares of common stock outstanding.

Beneficial ownership is determined under the rules of the Securities and Exchange Commission and generally includes voting or investment power over securities. Except in cases where community property laws apply or as indicated in the footnotes to this table, we believe that each stockholder identified in the table possesses sole voting and investment power over all shares of common stock shown as beneficially owned by the stockholder.

Shares of common stock subject to options or warrants that are currently exercisable or exercisable within 60 days of the date of this Memorandum are considered outstanding and beneficially owned by the person holding the options for the purpose of computing the percentage ownership of that person but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

Amount and Nature of Beneficial Ownership

Name And Address (1)	Number Of Common Shares Beneficially Owned	Percentage Owned (2)	Number Of Series A Preferred Shares Beneficially Owned	Percentage Owned (2)	Number Of Series B Preferred Shares Beneficially Owned	Percentage Owned (2)	Percentage of Total Voting Power (3)
Eugene Chiaramonte, Jr..	3,010,004,107 (4)	95,77%	1,935,000	50%	2,000,000	50%	48,50%'
Eugene Chiaramonte III	3,010,004,375 (4)	95,77%	1,935,000	50%	2,000,000	50%	48.50%'
All directors and officers as a group (2 persons)	6,020,008,482	99.41%	3,870,000	100%	4,000,000	100%	97.01%(4)'

(1) Unless otherwise noted, the address is 160 Littleton Road, Suite 308, Parsippany, NJ 07054.

(2) Based on 230,543,745 common shares, 3,870,000 Series A Preferred Shares, and 4,000,000 Series B Preferred Shares issued and outstanding.

(3) Holders of our common stock are entitled to one vote per share, for a total of 230,543,745 votes. Holders of our Series A preferred stock are entitled to five (5) votes per share, for a total of 19,350,000 votes. Holders of our B Preferred Stock shall have the right to a number of votes for each shares of Series B Preferred equal to (a) four (4) times the sum of the number of shares of Common Stock then issued and outstanding, the number of shares of Series A Preferred Stock then issued and outstanding, the number of shares of Series C Preferred Stock then issued and outstanding, and the number of shares of Series D Preferred Stock then issued and outstanding, all as of the record date for the vote, or, if no such record date is established, as of the date such vote is taken or any written consent of stockholders is solicited, divided by (b) the number of shares of Series B Preferred Stock issued and outstanding as of the record date or approximately 937,654,980 votes for the series B preferred as a class (or 468,827,490 votes for each holder) and a total of 1,187,548,725 votes.

(4) Includes (i) 2,902,500,000 shares issuable upon conversion of 1,935,000 shares of series A preferred stock and (ii) 10,000,000 shares issuable upon conversion of 2,000,000 shares of series B preferred stock.

Item 9. Third Party Providers

Legal Counsel

Indeglia & Carney
11900 W. Olympic Blvd, Suite 770
Los Angeles, CA 90064
310.982.2720
Email: info@indegliacarney.com

Accountant or Auditor.

The issuer did not use an outside accountant to provide audit or review services. The financial statements have been prepared by the issuer's executive officers in accordance with generally accepted accounting principles (GAAP) and such officers have sufficient financial skills to prepare GAAP financial statements.

Investor Relations Consultant

As of the date the information has been published, the issuer does not have a Public Relations Consultant

Other Advisor

No other advisor assisted, prepared or provided information with respect to this disclosure statement.

Item 10. Issuer's Certifications

I, Eugene Chiaramonte, Jr., certify that:

1. I have reviewed this quarterly disclosure statement for the three months ended September 30, 2015 for Harvey Westbury Corp.;

2. To the best of my knowledge, this quarterly disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statement made, in light of the circumstances under which such statement 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 quarterly 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 period presented in this quarterly disclosure statement.

November 13, 2015

/s/ Eugene Chiaramonte, Jr.

Eugene Chiaramonte, Jr.
Chief Executive Officer

HARVEY WESTBURY CORP.

CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

	September 30, 2015	December 31, 2014
ASSETS		
CURRENT ASSETS		
Cash	$ 1,327	$ 6,823
Accounts receivable	2,771	11,559
Inventory, net	12,891	15,270
Other current assets	1,150	4,300
Total current assets	18,139	37,952
TOTAL ASSETS	$ 18,139	$ 37,952
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	$ 1,560,741	$ 1,565,525
Convertible debenture, net	140,982	139,874
Notes payable - other	251,661	285,667
Loan payable - related party	194,545	191,354
Total current liabilities	2,147,929	2,182,420
TOTAL LIABILITIES	2,147,929	2,182,420
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock, Series A, $0.00001 par value, 4,000,000 shares authorized, 3.87 million shares issued and outstanding	39	40
Preferred stock, Series B, $0.00001 par value, 4,000,000 shares authorized, 4.0 million shares issued and outstanding	40	40
Preferred stock, Series C, $0.00001 par value, 40,000 shares authorized, No shares issued and outstanding	-	-
Preferred stock, Series D, $0.00001 par value, 8,000,000 shares authorized, No shares issued and outstanding	-	-
Common stock, $0.00001 par value, 21,983,680,000 shares authorized, 230,543,745 shares issued and outstanding	2,305	-
Additional paid in capital	2,345,425	2,142,679
Accumulated deficit	(4,477,599)	(4,287,227)
Total stockholders' equity (deficit)	(2,129,790)	(2,144,468)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	$ 18,139	$ 37,952

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

HARVEY WESTBURY CORP.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the three months ended September 30, 2015	For the three months ended September 30, 2014	For the nine months ended September 30, 2015	For the nine months ended September 30, 2014
SALES	$ 10,058	$ 13,083	$ 70,162	$ 82,605
		0		
COST OF GOODS SOLD	6,261	9,819	43,779	52,020
GROSS PROFIT	3,797	3,264	26,383	30,585
OPERATING EXPENSES				
Salaries	30,000	30,000	90,000	90,000
General and administrative	21,897	21,510	49,998	66,781
Total operating expenses	51,897	51,510	139,998	156,781
NON-OPERATING EXPENSES				
Loss (Gain) on debt settlement	-	-	3,946	-
Interest expense, net of interest income	57,799	8,708	72,811	28,214
Total non-operating expenses	57,799	8,708	76,757	28,214
NET (LOSS)	$ (105,899)	$ (56,954)	$ (190,372)	$ (154,410)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	230,543,745	173,114,761	163,284,614	173,114,761
NET (LOSS) PER SHARE	$ (0.0005)	$ (0.0003)	$ (0.0012)	$ (0.0009)

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

HARVEY WESTBURY CORP.
CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE NINE MONTHS ENDING SEPTEMBER 30, 2015 AND THE YEAR ENDED DECEMBER 31, 2014
(Unaudited)

	Preferred Stock Shares	Preferred Stock Amount	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Accumulated Deficit	Total
Balance - January 1, 2014	8,000,000	$ 80	43,279	$ -	$ 2,142,679	$ (4,069,023)	$ (1,926,264)
Common shares issued under rule 144	-	-	441	-	-	-	-
Net loss for the year ending December 31, 2014	-	-	-	-	-	(218,204)	(218,204)
Balance - January 1, 2015	8,000,000	$ 80	43,720	$ -	$ 2,142,679	$ (4,287,227)	$ (2,144,468)
Common shares issued for notes payable	-	-	35,500,000	355	54,695	-	55,050
Beneficial conversion disount features	-	-	-	-	150,000	-	150,000
Common shares issued under rule 144	(130,000)	(1)	195,000,025	1,950	(1,950)	-	(1)
Net loss for the period ending September 30, 2015	-	-	-	-	-	(190,372)	(190,372)
Balance - September 30, 2015	7,870,000	$ 79	230,543,745	$ 2,305	$ 2,345,425	$ (4,477,599)	$ (2,129,790)

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

HARVEY WESTBURY CORP.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2015 AND 2014

(Unaudited)

	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net (loss)	$ (190,372)	$ (154,410)
Adjustments to reconcile net (loss)		
to net cash used in operating activities:		
Initial discounts applied from debt issuance	150,000	-
Discounts applied on sale of securities	-	-
Amortization of debt discounts, net	51,108	8,708
Stock issued for services	-	-
Stock issued for debt	55,050	-
Change in assets and liabilities		
(Increase) decrease in accounts receivable	8,788	422
(Increase) decrease in inventory	2,379	(3,322)
(Increase) decrease in other current assets	3,150	3,215
Increase (decrease) in accounts payable and accrued expenses	(4,784)	130,949
Total adjustments	265,692	139,972
Net cash (used in) operating activities	75,320	(14,438)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net proceeds from sale of securities		25,000
Net proceeds and accrued interest (payments) from note payable - related party	3,191	(3,184)
Net Proceeds received from note payable - other	(84,007)	1,065
Net cash provided by financing activities	(80,816)	22,881
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(5,496)	8,443
CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD	6,823	12,764
CASH AND CASH EQUIVALENTS - END OF PERIOD	$ 1,327	$ 21,207
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid during the period for:		
Interest	$ 207	$ 1,362
NON-CASH SUPPLEMENTAL INFORMATION:		
Stock issued for accrued expenses and accrued wages	$ -	$ -

HARVEY WESTBURY CORP.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2015
(Unaudited)

NOTE 1 - ORGANIZATION AND BASIS OF PRESENTATION

Nature of Operations

Harvey Westbury Corp., (the "Company") is a Wyoming Corporation with offices in Parsippany, New Jersey, that distributes various automotive, marine and aviation products.

Company Reorganization

On October 25, 1996, the Company was acquired by the Auxer Group, Inc. (formerly known as Auxer Industries, Inc.) as a subsidiary until January 9, 2003 when the Company was spun-off in exchange for 1,000 shares of the Company's common stock and the transfer of certain liabilities to the Company.

On October 5, 2004, the Company was reorganized into a Nevada Corporation and recapitalized the Company through an exchange of 1,000 shares of common stock of the Company for 10,000,000 shares of common stock of the Nevada Corporation. The shares outstanding and all other references to shares of common stock reported have been restated to give effect to the reorganization.

Effective July 1, 2009, the Company adopted the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 105-10, Generally Accepted Accounting Principles – Overall ("ASC 105-10"). ASC 105-10 establishes the FASB Accounting Standards Codification (the "Codification") as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with U.S. GAAP. Rules and interpretive releases of the SEC under authority of federal securities laws are also sources of authoritative U.S. GAAP for SEC registrants. All guidance contained in the Codification carries an equal level of authority. The Codification superseded all existing non-SEC accounting and reporting standards. All other non-grandfathered, non-SEC accounting literature not included in the Codification is non-authoritative. The FASB will not issue new standards in the form of Statements, FASB Positions or Emerging Issue Task Force Abstracts. Instead, it will issue Accounting Standards Updates ("ASUs").

The FASB will not consider ASUs as authoritative in their own right. ASUs will serve only to update the Codification, provide background information about the guidance and provide the bases for conclusions on the change(s) in the Codification. References made to FASB guidance throughout this document have been updated for the Codification.

In September, 2014 the Company reorganized as a Wyoming corporation by means of a merger agreement, whereas Harvey Westbury Corp., a Nevada corporation merged into the Corporation's wholly-owned subsidiary, Harvey Westbury Corp., a Wyoming corporation. The articles of merger were accepted by the State of Wyoming on September 24, 2014. The reincorporation and the merger of Harvey Nevada with and into Harvey Wyoming did not result in a change in the name of the Corporation. Nor did the merger result in any change to the business, management, or location of the principal executive offices or other facilities, outstanding capital stock, assets or liabilities of the Corporation.

NOTE 1 - ORGANIZATION AND BASIS OF PRESENTATION (CONTINUED)

Going Concern

As shown in the accompanying consolidated financial statements the Company has incurred recurring losses of $190,372 and $218,204 for the nine months ended September 30, 2015 and the twelve months ended December 31, 2014 respectively. In addition, the Company has a working capital deficit in the amount of $2,129,790 as of September 30, 2015. The Company has continued to incur losses and has significant current liabilities and is considered to be in default of certain debt obligations.

There is no guarantee that the Company will be able to raise enough capital or generate increased revenues to sustain its operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period. Management believes that the Company's capital requirements will depend on many factors.

The Company may eventually seek quotation of its common stock on the OTC Bulletin Board to gain liquidity and notice. The Company will continue to pursue traditional forms of financing. The Company's ability to continue as a going concern for a reasonable period is dependent upon management's ability to raise additional interim capital and, ultimately, achieve profitable operations. There can be no assurance that management will be able to raise sufficient capital, under terms satisfactory to the Company, if at all.

The consolidated financial statements do not include any adjustments relating to the carrying amounts of recorded assets or the carrying amounts and classification of recorded liabilities that may be required should the Company be unable to continue as a going concern.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

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 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. On an ongoing basis, the Company evaluates its estimates, including, but not limited to, those related to bad debts, income taxes and contingencies. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments and other short-term investments with an initial maturity of three months or less to be cash equivalents. Any amounts of cash in financial institutions over FDIC insured limits, exposes the Company to cash concentration risk.

Fair Value of Financial Instruments (other than Derivative Financial Instruments)

The carrying amounts reported in the consolidated balance sheet for cash and cash equivalents, and accounts payable approximate fair value because of the immediate or short-term maturity of these financial instruments. For the notes payable, the carrying amount reported is based upon the incremental borrowing rates otherwise available to the Company for similar borrowings.

Revenue Recognition

The Company recognizes revenue for the sales of its products, when persuasive evidence of an arrangement exists and delivery has occurred, provided the fee is fixed or determinable and collection is probable. The Company assesses whether the fee is fixed and determinable based on the payment terms associated with the transaction. If a fee is based upon a variable such as acceptance by the customer, the Company accounts for the fee as not being fixed and determinable. In these cases, the Company defers revenue and recognizes it when it becomes due and payable. The Company assesses the probability of collection based on a number of factors, including past transaction history with the customer and the current financial condition of the customer. If the Company determines that collection of a fee is not reasonably assured, revenue is deferred until the time collection becomes reasonably assured.

Accounts Receivable

The Company intends to conduct business with companies’ based on an evaluation of each customer’s financial condition, generally without requiring collateral. Exposure to losses on receivables is expected to vary from customer to customer due to the financial condition of each customer. The Company monitors exposure to credit losses and maintains allowances for anticipated losses considered necessary under the circumstances. Management has determined that there is no allowance for doubtful accounts at September 30, 2015.

Accounts receivable will generally be due within 30 days and collateral is not required.

The Company has established a reserve for an uncollectible subscription receivable in the amount of $32,577, which is included in the Company’s equity section.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income Taxes

Under ASC 740 the liability method is used in accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities, and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse.

Uncertainty in Income Taxes

Under ASC 740-10-25 recognition and measurement of uncertain income tax positions is required using a "more-likely-than-not" approach. Management evaluates their tax positions on an annual basis and has determined that as of September 30, 2015 no additional accrual for income taxes is necessary.

Fixed Assets

Fixed assets are stated at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets; equipment - 5 years, and furniture and fixtures - 5 years. When assets are retired or otherwise disposed of, the costs and related accumulated depreciation are removed from the accounts, and any resulting gain or loss is recognized in income for the period. The cost of maintenance and repairs is charged to income as incurred; significant renewals and betterments are capitalized. Deduction is made for retirements resulting from renewals or betterments.

As of September 30, 2015, the Company has no fixed assets.

Impairment of Long-Lived Assets

Long-lived assets, primarily fixed assets, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets might not be recoverable. The Company does perform a periodic assessment of assets for impairment. For long-lived assets to be held and used, the Company recognizes an impairment loss only if its carrying amount is not recoverable through its undiscounted cash flows and measures the impairment loss based on the difference between the carrying amounts and estimated fair value.

Stock-Based Compensation

In 2006, the Company adopted the provisions of ASC 718-10 *"Share Based Payments"*. The adoption of this principle had no effect on the Company's operations.

ASC 718-10 requires recognition of stock-based compensation expense for all share-based payments based on fair value. Prior to January 1, 2006, the Company measured compensation expense for all of its share-based compensation using the intrinsic value method.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Stock-Based Compensation (Continued)

The Company has elected to use the modified-prospective approach method. Under that transition method, the calculated expense in 2006 is equivalent to compensation expense for all awards granted prior to, but not yet vested as of January 1, 2006, based on the grant-date fair values. Stock-based compensation expense for all awards granted after January 1, 2006 is based on the grant-date fair values. The Company recognizes these compensation costs, net of an estimated forfeiture rate, on a pro rata basis over the requisite service period of each vesting tranche of each award. The Company considers voluntary termination behavior as well as trends of actual option forfeitures when estimating the forfeiture rate.

The Company measures compensation expense for its non-employee stock-based compensation under ASC 505-50, *"Accounting for Equity Instruments that are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services"*. The fair value of the option issued is used to measure the transaction, as this is more reliable than the fair value of the services received. The fair value is measured at the value of the Company's common stock on the date that the commitment for performance by the counterparty has been reached or the counterparty's performance is complete. The fair value of the equity instrument is charged directly to compensation expense and additional paid-in capital. For common stock issuances to non-employees that are fully vested and are for future periods, the Company classifies these issuances as prepaid expenses and expenses the prepaid expenses over the service period. At no time has the Company issued common stock for a period that exceeds one year.

Inventory

Inventory is valued at the lower of cost (on a first-in, first-out (FIFO) basis) or market. Inventory of $12,891 as of September 30, 2015, consists of predominantly finished goods available for sale.

Beneficial Conversion Features

ASC 470-20 applies to convertible securities with beneficial conversion features that must be settled in stock and to those that give the issuer a choice in settling the obligation in either stock or cash. ASC 470-20 requires that the beneficial conversion feature should be valued at the commitment date as the difference between the conversion price and the fair market value of the common stock into which the security is convertible, multiplied by the number of shares into which the security is convertible. ASC 470-20 further limits this amount to the proceeds allocated to the convertible instrument.

In September 2006, ASC issued 820, *Fair Value Measurements*. ASC 820 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosure about fair value measurements. This statement is effective for financial statements issued for fiscal years beginning after November 15, 2007. Early adoption is encouraged. The adoption of ASC 820 is not expected to have a material impact on the financial statements.

NOTE 2 - <u>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES</u> (CONTINUED)

<u>Recent Accounting Pronouncements</u> (Continued)

In February 2007, ASC issued 825-10, *The Fair Value Option for Financial Assets and Financial Liabilities – Including an amendment of ASC 320-10*, ("ASC 825-10") which permits entities to choose to measure many financial instruments and certain other items at fair value at specified election dates. A business entity is required to report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. This statement is expected to expand the use of fair value measurement. ASC 825-10 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years.

In December 2007, the ASC issued ASC 810-10-65, *Noncontrolling Interests in Consolidated Financial Statements*. ASC 810-10-65 establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than the parent, changes in a parent's ownership of a noncontrolling interest, calculation and disclosure of the consolidated net income attributable to the parent and the noncontrolling interest, changes in a parent's ownership interest while the parent retains its controlling financial interest and fair value measurement of any retained noncontrolling equity investment.

ASC 810-10-65 is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. Early adoption is prohibited. Management is determining the impact that the adoption of ASC 810-10-65 will have on the Company's financial position, results of operations or cash flows.

In December 2007, the Company adopted ASC 805, *Business Combinations* ("ASC 805"). ASC 805 retains the fundamental requirements that the acquisition method of accounting be used for all business combinations and for an acquirer to be identified for each business combination. ASC 805 defines the acquirer as the entity that obtains control of one or more businesses in the business combination and establishes the acquisition date as the date that the acquirer achieves control. ASC 805 will require an entity to record separately from the business combination the direct costs, where previously these costs were included in the total allocated cost of the acquisition. ASC 805 will require an entity to recognize the assets acquired, liabilities assumed, and any non-controlling interest in the acquired at the acquisition date, at their fair values as of that date.

ASC 805 will require an entity to recognize as an asset or liability at fair value for certain contingencies, either contractual or non-contractual, if certain criteria are met. Finally, ASC 805 will require an entity to recognize contingent consideration at the date of acquisition, based on the fair value at that date. This will be effective for business combinations completed on or after the first annual reporting period beginning on or after December 15, 2008. Early adoption is not permitted and the ASC is to be applied prospectively only. Upon adoption of this ASC, there would be no impact to the Company's results of operations and financial condition for acquisitions previously completed. The adoption of ASC 805 is not expected to have a material effect on the Company's financial position, results of operations or cash flows.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Recent Accounting Pronouncements (Continued)

In March 2008, ASC issued ASC 815, *Disclosures about Derivative Instruments and Hedging Activities*", ("ASC 815"). ASC 815 requires enhanced disclosures about an entity's derivative and hedging activities. These enhanced disclosures will discuss: how and why an entity uses derivative instruments; how derivative instruments and related hedged items are accounted for and its related interpretations; and how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. ASC 815 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. The Company does not believe that ASC 815 will have an impact on their results of operations or financial position.

In April 2008, ASC issued ASC 350, "Determination of the Useful Life of Intangible Assets". This amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under ASC 350. The guidance is used for determining the useful life of a recognized intangible asset shall be applied prospectively to intangible assets acquired after adoption, and the disclosure requirements shall be applied prospectively to all intangible assets recognized as of, and subsequent to, adoption. The Company does not believe ASC 350 will materially impact their financial position, results of operations or cash flows.

ASC 470-20, "Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement)" ("ASC 470-20") requires the issuer of certain convertible debt instruments that may be settled in cash (or other assets) on conversion to separately account for the liability (debt) and equity (conversion option) components of the instrument in a manner that reflects the issuer's non-convertible debt borrowing rate. ASC 470-20 is effective for fiscal years beginning after December 15, 2008 on a retroactive basis. The Company does not believe that the adoption of ASC 470-20 will have a material effect on its financial position, results of operations or cash flows.

ASC 815-40, "Determining Whether an Instrument (or Embedded Feature) Is Indexed to an Entity's Own Stock" ("ASC 815-40"), provides guidance for determining whether an equity-linked financial instrument (or embedded feature) is indexed to an entity's own stock and it applies to any freestanding financial instrument or embedded feature that has all the characteristics of a derivative., ASC 815-40 also applies to any freestanding financial instrument that is potentially settled in an entity's own stock. The Company is determining what impact, if any, ASC 815-40 will have on its financial position, results of operations and cash flows.

ASC 470-20-65, "Transition Guidance for Conforming Changes to, Accounting for Convertible Securities with Beneficial Conversion Features or Contingently Adjustable Conversion Ratios" ("ASC 470-20-65"). ASC 470-20-65 is effective for years ending after December 15, 2008. The overall objective of ASC 470-20-65 is to provide for consistency in application of the standard. The Company has computed and recorded a beneficial conversion feature in connection with certain of their prior financing arrangements and does not believe that ASC 470-20-65 will have a material effect on that accounting.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Recent Accounting Pronouncements (Continued)

In May 2009, the FASB published ASC 855, "Subsequent Events" ("ASC 855"). ASC 855 requires the Company to disclose the date through which subsequent events have been evaluated and whether that date is the date the financial statements were issued or the date the financial statements were available to be issued. ASC 855 is effective for financial periods ending after June 15, 2009. Management has evaluated subsequent events through August of 2012, the date the financial statements were issued.

Effective July 1, 2009, the Company adopted FASB ASU No. 2009-05, *Fair Value Measurement and Disclosures (Topic 820)* ("ASU 2009-05"). ASU 2009-05 provided amendments to ASC 820-10, *Fair Value Measurements and Disclosures – Overall*, for the fair value measurement of liabilities. ASU 2009-05 provides clarification that in circumstances in which a quoted market price in an active market for the identical liability is not available, a reporting entity is required to measure fair value using certain techniques. ASU 2009-05 also clarifies that when estimating the fair value of a liability, a reporting entity is not required to include a separate input or adjustment to other inputs relating to the existence of a restriction that prevents the transfer of a liability. ASU 2009-05 also clarifies that both a quoted price in an active market for the identical liability at the measurement date and the quoted price for the identical liability when traded as an asset in an active market when no adjustments to the quoted price of the asset are required for Level 1 fair value measurements. Adoption of ASU 2009-05 did not have a material impact on the Company's results of operations or financial condition.

In January 2010, the Company adopted FASB ASU No. 2010-06, *Fair Value Measurement and Disclosures (Topic 820)- Improving Disclosures about Fair Value Measurements* ("ASU 2010-06"). These standards require new disclosures on the amount and reason for transfers in and out of Level 1 and 2 fair value measurements. The standards also require new disclosures of activities, including purchases, sales, issuances, and settlements within the Level 3 fair value measurements. The standard also clarifies existing disclosure requirements on levels of disaggregation and disclosures about inputs and valuation techniques. These new disclosures are effective beginning with the first interim filing in 2010. The disclosures about the rollforward of information in Level 3 are required for the Company with its first interim filing in 2011. The Company does not believe this standard will impact their financial statements.

Other ASU's that have been issued or proposed by the FASB ASC that do not require adoption until a future date and are not expected to have a material impact on the financial statements upon adoption.

NOTE 3 - FIXED ASSETS

The company's fixed assets consist of nominal desktop items since most of the office fixtures and equipment are provided by their leaseholder.

The company also retains a limited amount of packaging equipment in order to fulfill certain products from their Easy-Test brand line.

As of September 30, 2015, all office and warehouse items have since been depreciated in value and are no longer listed as assets on the company's balance sheet.

NOTE 4 - CONVERTIBLE DEBT

On December 26, 2014, the Company effectuated a one (1) for four thousand (4,000) reverse split of its common stock (the "Reverse Split"). As per received notice from FINRA/OTC Corporate Actions, the Reverse Split took effect at the open of business on January 16, 2015. In connection with these actions, a new CUSIP number of 417824208 has been assigned to the Company's common stock. The Reverse Split was approved by the Company's board of directors and a majority of the Company's stockholders via joint written consent. Over 84% of the Company's outstanding votes approved the Reverse Split. The Company effectuated the Reverse Split pursuant to an amendment of the Company's Articles of Incorporation filed with the Wyoming Secretary of State. Upon the effectiveness of the Reverse Split, each four thousand shares of issued and outstanding common stock have been combined into one share of common stock.

As a result of the Reverse Split, the number of outstanding common shares was reduced from 173,114,761 to 43,720, which included an additional 441 common shares issued as an adjustment for fractional shares (which were rounded up to the nearest whole share).

All references in the consolidated financial statements and notes to consolidated financial statements, numbers of shares, and share amounts have been retroactively restated to reflect the reverse splits, unless explicitly stated otherwise.

The Company on September 16, 2005, entered into a convertible debenture for $80,000. The debenture was due and payable in twelve months at 10% interest per annum. The debenture is convertible at the option of the holder at any time, at a fixed conversion price of common stock equal to 70% of the volume weighted average price for the prior ten days. The Company has accrued interest for this debenture, which as of September 30, 2015 amounts to $81,106. In addition, the Company was obligated to fully register the underlying shares of this debenture with at the time an SB-2 filing. The shares were never registered and thus the Company has recorded an accrual for the penalties associated with the failure to timely file and registers the shares. As of September 30, 2015, this accrual amounted to $186,400. The Company has not been notified by the holder of the debenture of a default, and has tried unsuccessfully to locate the holder. The Company has included this liability in their consolidated balance sheets and will closely monitor this situation.

NOTE 4 - CONVERTIBLE DEBT (CONTINUED)

On March 22, 2011, the Company entered into a purchase agreement with an unrelated third party where the Company issued a $10,000 convertible promissory note for a purchase price of $10,000. The note is due March 22, 2012 and bears interest at an annual interest rate of eight percent (8%). The note is convertible into shares of the Company's common stock at a conversion price of forty percent (40%) of the average of the three (3) lowest per share market value during the ten (10) trading days immediately preceding a conversion date. As of September 30, 2015, the company is currently in default of this obligation while the creditor exercises periodic conversion notices pursuant to the terms stated above to reduce the debt.

In accordance with ASC 470-20, the Company recognized an imbedded beneficial conversion feature present in this note. The Company allocated a portion of the proceeds equal to the intrinsic value of that feature to additional paid in capital. The Company recognized and measured $10,000 of the proceeds, which is equal to the intrinsic value of the imbedded beneficial conversion feature, to additional paid in capital and a discount against the note. The debt discount attributed to the beneficial conversion feature will be amortized over the note's maturity period as interest expense.

On January 30, 2012, the Company entered into a purchase agreement with an unrelated third party where the Company issued a $50,733 convertible promissory note to compensate for unpaid services. The note is due October 31, 2012 and bears interest at an annual interest rate of ten percent (10%). The note is convertible into shares of the Company's common stock at a fixed price of $.01 per share. As of September 30, 2015 the Company has since entered into an exchange agreement to retire this note in exchange for newly issued convertible debentures with varied term obligations *(See below– NOTE 4 Convertible Debt).*

In accordance with ASC 470-20, the Company recognized an imbedded beneficial conversion feature present in this note. The Company allocated a portion of the proceeds equal to the intrinsic value of that feature to additional paid in capital. The Company recognized and measured $50,733 of the proceeds, which is equal to the intrinsic value of the imbedded beneficial conversion feature, to additional paid in capital and a discount against the note. The debt discount attributed to the beneficial conversion feature will be amortized over the note's maturity period as interest expense.

On December 28, 2012, the Company entered into an Exchange Agreement where a prior five percent (5.0%) demand promissory note purchased on March 29, 2011 for an aggregate amount of $25,000; with accrued and unpaid interest of $2,222 was exchanged for a new promissory note in the aggregate amount of $10,000. The note is due December 28, 2013 and bears interest at an annual interest rate of eight percent (8%). The note is convertible into shares of the Company's common stock at a conversion price of forty percent (40%) of the average of the three (3) lowest per share market value during the ten (10) trading days immediately preceding a conversion date; with a limitation provided that in no event shall the Conversion Price be less than $0.80. As of September 30, 2015, the company is currently in default of this obligation while the creditor exercises periodic conversion notices pursuant to the terms stated above to reduce the debt.

NOTE 4 - CONVERTIBLE DEBT (CONTINUED)

In accordance with ASC 470-20, the Company recognized an imbedded beneficial conversion feature present in this note. The Company allocated a portion of the proceeds equal to the intrinsic value of that feature to additional paid in capital. The Company recognized and measured $10,000 of the proceeds, which is equal to the intrinsic value of the imbedded beneficial conversion feature, to additional paid in capital and a discount against the note. The debt discount attributed to the beneficial conversion feature will be amortized over the note's maturity period as interest expense.

On September 20, 2013, the Company entered into a securities agreement with an unrelated third party where the Company issued a $35,000 convertible promissory note in exchange for cash. The note is due September 20, 2014 and bears interest at an annual interest rate of five percent (5%). The note is convertible into shares of the Company's common stock at a fixed price of $.001 per share. On June 11, 2015, the creditor exercised a conversion notice pursuant to the terms of the note in order to satisfy the principal obligation in full.

On October 3, 2013, the Company entered into a securities agreement with an unrelated third party where the Company issued a $6,000 convertible promissory note in exchange for cash. The note is due October 3, 2014 and bears interest at an annual interest rate of five percent (5%). The note is convertible into shares of the Company's common stock at a fixed price of $.001 per share. As of September 30, 2015, the company is currently in default of this obligation.

In accordance with ASC 470-20, the Company recognized an imbedded beneficial conversion feature present in this note. The Company allocated a portion of the proceeds equal to the intrinsic value of that feature to additional paid in capital. The Company recognized and measured $2,400 of the proceeds, which is equal to the intrinsic value of the imbedded beneficial conversion feature, to additional paid in capital and a discount against the note. The debt discount attributed to the beneficial conversion feature will be amortized over the note's maturity period as interest expense.

On December 16, 2013, the Company entered into an Exchange Agreement where a prior ten percent (10.0%) convertible promissory note purchased on January 30, 2012 for an aggregate amount of $50,733; with accrued and unpaid interest of $9,535 was exchanged for a 8,000,000 shares of the company's common stock and two new convertible promissory notes in the aggregate amounts of $40,000 and $10,000 respectively.

The first note is due April 16, 2014 and bears interest at an annual interest rate of eight percent (8%). This note is convertible into shares of the Company's common stock at a fixed price of $.01 per share. As of September 30, 2015 the Company has since entered into an exchange agreement to retire this note in exchange for newly issued convertible debentures with varied term obligations *(See below– NOTE 4 Convertible Debt).*

The second note is due December 16, 2014 and bears interest at an annual interest rate of eight percent (8%). This note is convertible into shares of the Company's common stock at a conversion price of forty percent (40%) of the average of the three (3) lowest per share market value during the ten (10) trading days immediately preceding a conversion date; with

NOTE 4 - CONVERTIBLE DEBT (CONTINUED)

a limitation provided that in no event shall the Conversion Price be less than $0.80. As of September 30, 2015 the Company has since entered into an exchange agreement to retire this note in exchange for newly issued convertible debentures with varied term obligations

In accordance with ASC 470-20, the Company recognized an imbedded beneficial conversion feature present in this note. The Company allocated a portion of the proceeds equal to the intrinsic value of that feature to additional paid in capital. The Company recognized and measured $10,000 of the proceeds, which is equal to the intrinsic value of the imbedded beneficial conversion feature, to additional paid in capital and a discount against the note. The debt discount attributed to the beneficial conversion feature will be amortized over the note's maturity period as interest expense.

On June 26, 2015, the Company entered into an Exchange Agreement where two prior ten percent (8.0%) convertible promissory note purchased on December 16, 2013 for an aggregate amount of $50,000; with accrued and unpaid interest of $6,104 were exchanged for a new convertible promissory note in the aggregate amount of $55,000. The note is due June 26, 2016 and bears interest at an annual interest rate of eight percent (8%). This note is convertible into shares of the Company's common stock at a conversion price of forty percent (40%) of the average of the three (3) lowest per share market value during the ten (10) trading days immediately preceding a conversion date; with a limitation provided that in no event shall the Conversion Price be less than $0.0002.

In accordance with ASC 470-20, the Company recognized an imbedded beneficial conversion feature present in this note. The Company allocated a portion of the proceeds equal to the intrinsic value of that feature to additional paid in capital. The Company recognized and measured $55,000 of the proceeds, which is equal to the intrinsic value of the imbedded beneficial conversion feature, to additional paid in capital and a discount against the note. The debt discount attributed to the beneficial conversion feature will be amortized over the note's maturity period as interest expense.

On June 26, 2015, the Company entered into a purchase agreement with an unrelated third party where the Company issued a $95,000 convertible promissory note to compensate for unpaid services. The note is due June 26, 2016 and bears interest at an annual interest rate of eight percent (8%). This note is convertible into shares of the Company's common stock at a conversion price of forty percent (40%) of the average of the three (3) lowest per share market value during the ten (10) trading days immediately preceding a conversion date; with a limitation provided that in no event shall the Conversion Price be less than $0.0002.

In accordance with ASC 470-20, the Company recognized an imbedded beneficial conversion feature present in this note. The Company allocated a portion of the proceeds equal to the intrinsic value of that feature to additional paid in capital. The Company recognized and measured $55,000 of the proceeds, which is equal to the intrinsic value of the imbedded beneficial conversion feature, to additional paid in capital and a discount against the note. The debt discount attributed to the beneficial conversion feature will be amortized over the note's maturity period as interest expense.

NOTE 5 - <u>NOTES PAYABLE – OTHER</u>

On September 22, 2014, the Company issued a $25,000 promissory note for a purchase price of $25,000. The note is due on September 22, 2015 and bears interest at an annual interest rate of five percent (5%). On September 22, 2015, the Company entered into an exchange agreement where the original promissory note with accrued interest was retired and exchanged for a new note in the amount of $26,267; having a new maturity date of September 22, 2016. The new promissory note also bears interest at an annual rate of five percent (5%).

On January 13, 2012, the Company entered into an Exchange Agreement where a prior 2.25% demand promissory note purchased on August 15, 2008 for an aggregate amount of $300,000; with accrued and unpaid interest of $23,363 was exchanged for 750 shares of common stock and a new promissory note in the aggregate amount of $248,363. The company expensed a discount amount of $15,000, which was the difference in market value of the shares issued pursuant to the transaction. On October 15, 2012, the company executed additional Exchange Agreements with various note holders where the remaining aggregate amount of $248,363; with accrued and unpaid interest of $4,284 was exchanged for 19,250 shares of common stock and a new promissory note in the aggregate amount of $171,363.

As of September 30, 2015 the Company has since entered into an exchange agreement to retire this note in exchange for newly issued debenture *(See below– NOTE 5 Notes Payable - Other).*

On June 17, 2015, the Company entered into an Exchange Agreement where a prior 2.25% demand promissory note purchased on October 15, 2012 for an aggregate amount of $171,363; with accrued and unpaid interest of $14,726 was exchanged for 500,000 shares of common stock and a new demand promissory note in the aggregate amount of $171,090. The company expensed a discount amount of $5,050, which was the difference in market value of the shares issued pursuant to the transaction.

The Company is currently in default on a line of credit with an inventory financing company as of December 31, 2012. On October 1, 2010, a judgment in the amount of $23,304 was awarded against the President of the company pursuant to a complaint and summons filed in Superior Court of New Jersey, Bergen County on February 12, 2010, for non-payment of a loan with Harvey Westbury Corp., in which he had provided a personal guaranty upon origination of said liability. The company is seeking to negotiate a settlement on his behalf and will indemnify any personal losses incurred. It is management's position that this debt should remain a corporate liability and will assume all responsibility until the matter is complete.

On March 29, 2011, the Company entered into a purchase agreement with an unrelated third party where the Company issued a $25,000 promissory note for a purchase price of $10,000. The note is due on demand and bears interest at an annual interest rate of five percent (5%). The discounted purchase price was expensed to the company. On December 28, 2012, the Company entered into an exchange agreement where the aggregate amount of $25,000; with accrued interest of $2,222, was exchanged for an eight percent (8%) convertible note in the amount of $10,000 *(See – NOTE 4 Convertible Debt).*

NOTE 5 - NOTES PAYABLE – OTHER (CONTINUED)

On October 18, 2011, the Company entered into a purchase agreement with an unrelated third party where the Company issued a $25,000 promissory note for a purchase price of $25,000; along with 1,000 shares of restricted common stock. The note is due October 18, 2012 and bears interest at an annual interest rate of four percent (4%). The company expensed the discounted value of the common stock at $32,000. As of September 30, 2015, the company is in default of this obligation.

NOTE 6 - RELATED PARTY LOAN

The Company has unsecured loans with its officers in the amount of $194,545 as of September 30, 2015, which includes accrued interest of $128,067. The loans are on demand and the proceeds were used for working capital purposes. All loans and advances are due on demand and are included in current liabilities. Interest is calculated at 8% per annum.

NOTE 7 - COMMITMENTS

Lease Agreement

On August 1, 2013, the company relocated their office facilities as part of a corporate restructuring project to reduce costs. As a result, the company entered into a new two-year lease that is renewable upon 60 days written notice. Future rates are expected to increase between 2% and 5% annually.

On May 12, 2015, the company renewed their lease for an additional two-yeas at the current rate. Additionally, all inventories are managed through an independent fulfillment center where the company pays a nominal monthly storage fee; along with shipping services determined through incremental parcel and pallet volume activity. With the assumption that future sales growth will require added inventory storage, below is an outlook on rent expense obligations over the next five years:

	Office	Warehouse	Combined Commitment
Year 2015	$4,800	$9,144	$13,944
Year 2016	$4,800	$10,068	$14,868
Year 2017	$4,960	$10,068	$15,028
Year 2018	$5,280	$10,068	$15,348
Year 2019	$5,280	$11,075	$15,355

NOTE 7 - COMMITMENTS (CONTINUED)

Employment Agreements

The Company maintains employment contracts with its current officers, in which a $5,000 monthly salary is accrued for each of the two officers. Due to existing cash flow constraints, wages are paid from time to time as funds become available.

NOTE 8 - STOCKHOLDERS' EQUITY (DEFICIT)

Preferred Stock

On September 24, 2014, in connection with the Company's reorganization as a Wyoming corporation, the Company increased its authorized preferred stock to 16,040,000 shares, par value $0.00001 per share (from 10 million shares), of which (i) 4 million shares have been designated as Series A Convertible Preferred Stock; (ii) 4 million shares have been designated as Series B Convertible Preferred Stock; (iii) 40,000 shares have been designated as Series C Convertible Preferred Stock and (iv) 8 million shares have been designated as Series D Convertible Preferred Stock.

The terms of the Series A and Series B Preferred Stock were amended and restated in connection with the Company's reorganization as a Wyoming corporation. In addition, the Company also designated the Series C and D preferred stock in connection with its reorganization as a Wyoming corporation.

As of September 30, 2015, the Company has 16,040,000 shares of preferred stock authorized with a par value of $.00001; of which, 8,000,000 have been issued and 7,870,000 shares are outstanding.

Series A Preferred Stock

On November 10th, 2006, the Company authorized 4,000,000, no par, Series A preferred stock. On November 15, 2010, the Company issued 4.0 million shares of Preferred Series A stock to the executive officers of the Company in order to reduce accrued wages and to reduce debt owed from personal cash advances to the company for working capital. The shares were valued at $44,000 at the time of issuance. As of September 30, 2015, 3.87 million shares, net of conversions, have been issued and outstanding.

The terms of the Series A Preferred Stock were amended and restated in connection with the Company's reorganization as a Wyoming corporation on September 24, 2014. The material terms of the Series A Preferred Stock as amended and restated are as follows:

Dissolution— In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, after required distributions to holders of Series C and D Preferred, all remaining assets of the Company will be distributed among the holders of Common Stock, Series A Preferred and Series B Preferred pro rata based on the number of shares of Common Stock held by the holders of Common Stock and the number of shares of Common Stock which the Series A and B Preferred Stock are convertible into.

NOTE 8 - STOCKHOLDERS' EQUITY (CONTINUED)

Series A Preferred Stock (Continued)

Voting Rights-each share of Series A Preferred shall have the right to five (5) votes per share.

Conversion-each share of Series A Preferred shall convert into 1,500 shares of Common Stock.

Series B Preferred Stock

On November 10th, 2006, the Company authorized 4,000,000, no par, Series B preferred stock. On November 15, 2010, the company issued 4 million shares of Preferred Series B stock to the executive officers of the company in order to reduce accrued wages and to reduce debt owed from personal cash advances to the company for working capital. The shares were valued at $44,000 at the time of issuance. As of September 30, 2015, 4 million shares, net of conversions, have been issued and outstanding.

The terms of the Series B Preferred Stock were amended and restated in connection with the Company's reorganization as a Wyoming corporation on September 24, 2014. The material terms of the Series B Preferred Stock as amended and restated are as follows:

Dissolution— In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, after required distributions to holders of Series C and D Preferred, all remaining assets of the Company will be distributed among the holders of Common Stock, Series A Preferred and Series B Preferred pro rata based on the number of shares of Common Stock held by the holders of Common Stock and the number of shares of Common Stock which the Preferred Stock are convertible into.

Voting Rights-each share of Series B Preferred shall have the right to a number of votes for each shares of Series B Preferred equal to (a) four (4) times the sum of the number of shares of Common Stock then issued and outstanding, the number of shares of Series A Preferred Stock then issued and outstanding, the number of shares of Series C Preferred Stock then issued and outstanding, and the number of shares of Series D Preferred Stock then issued and outstanding, all as of the record date for the vote, or, if no such record date is established, as of the date such vote is taken or any written consent of stockholders is solicited, divided by (b) the number of shares of Series B Preferred Stock issued and outstanding as of the record date

Conversion-each share of Series B Preferred shall convert into five (5) shares of Common Stock.

NOTE 8 - STOCKHOLDERS' EQUITY (DEFICIT) (CONTINUED)

Series C Preferred Stock

On September 24th, 2014, the Company authorized 40,000, par value $0.00001 per share, Series C preferred stock with an initial price of $2.50 per share. As of September 30, 2015, no series C preferred stock have been issued.

The material terms of the Series D Preferred Stock are as follows:

Initial Price-$2.50 per share.

Dissolution- In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, the holders of the Series C Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of the Common Stock, Series A Preferred Stock, or Series B Preferred Stock, by reason of their ownership thereof, but pari passu with the holders of the Series D Preferred Stock, an amount per share equal to $1.00 per share (as adjusted for stock splits, stock dividends, reclassification and the like) for each share of Series C Preferred Stock then held by them, plus declared but unpaid dividends.

Voting-the holders of Series C Preferred Stock shall have the right to ten (10) votes for each share of Series C Preferred Stock held by such holder

Conversion-On or after the first anniversary of the issuance of such share of Series C Preferred Stock (or, if the Corporation is or becomes subject to the reporting requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in which case on or after the six month anniversary of the issuance of such share), each share of Series C Preferred Stock shall be convertible into that number of shares of Common Stock as is determined by dividing (i) $1.00 (as adjusted for stock splits, stock dividends, reclassification and the like) by the Conversion Price applicable to such share, determined as hereafter provided, in effect on the date the certificate is surrendered for conversion. The Conversion Price per share as of the Effective Time shall be the par value of the Series C Common Stock as of the date of conversion (which was $0.00001 as of June 30, 2015). Such

Conversion Price shall hereafter be subject to adjustment for stock splits, dividends payable in common stock or combinations.

Series D Preferred Stock

On September 24th, 2014, in connection with the Company's reorganization as a Wyoming corporation, the Company authorized 8,000,000, par value $0.00001 per share, Series D preferred stock. As of September 30, 2015, no series D preferred stock have been issued.

NOTE 8 - STOCKHOLDERS' EQUITY (DEFICIT) (CONTINUED)

Series D Preferred Stock (Continued)

The material terms of the Series D Preferred Stock are as follows:

Dissolution- In the event of any liquidation, dissolution, or winding up of the Corporation, either voluntary or involuntary, the holders of the Series D Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of the Common Stock, Series A Preferred Stock, or Series B Preferred Stock, by reason of their ownership thereof, but pari passu with the holders of the Series C Preferred Stock, an amount per share equal to $1.00 per share (as adjusted for stock splits, stock dividends, reclassification and the like) for each share of Series C Preferred Stock then held by them, plus declared but unpaid dividends.

Voting-the holders of Series D Preferred Stock shall have the right to one (1) vote for each share of Series D Preferred Stock held by such holder.

Conversion-On or after the first anniversary of the issuance of such share of Series D Preferred Stock (or, if the Corporation is or becomes subject to the reporting requirements of Section 13 or 15(d) of the Exchange Act, in which case on or after the six month anniversary of the issuance of such share), each share of Series D Preferred Stock shall be convertible into five hundred (500) number of shares of Common Stock (subject to adjustment for stock splits, dividends payable in common stock or combinations).

Common Stock

On September 24, 2014, in connection with the Company's reorganization as a Wyoming corporation, the Company increased its authorized common stock to 21,983,680,000 shares, par value $0.00001 per share (from 975 million shares).

On December 26, 2014, the Company effectuated a one (1) for four thousand (4,000) reverse split of its common stock (the "Reverse Split"). As per received notice from FINRA/OTC Corporate Actions, the Reverse Split took effect at the open of business on January 16, 2015. In connection with these actions, a new CUSIP number of 417824208 has been assigned to the Company's common stock. The Reverse Split was approved by the Company's board of directors and a majority of the Company's stockholders via joint written consent. Over 84% of the Company's outstanding votes approved the Reverse Split. The Company effectuated the Reverse Split pursuant to an amendment of the Company's Articles of Incorporation filed with the Wyoming Secretary of State. Upon the effectiveness of the Reverse Split, each four thousand shares of issued and outstanding common stock have been combined into one share of common stock.

As a result of the Reverse Split, the number of outstanding common shares was reduced from 173,114,761 to 43,720, which includes an additional 441 common shares issued as an adjustment for fractional shares (which were rounded up to the nearest whole share).

NOTE 8 - STOCKHOLDERS' EQUITY (CONTINUED)

Common Stock (Continued)

All references in the consolidated financial statements and notes to consolidated financial statements, numbers of shares, and share amounts have been retroactively restated to reflect the reverse splits, unless explicitly stated otherwise.

As of September 30, 2015, there were 230,543,745 common stock shares issued and outstanding.

The Company has no warrants or stock options outstanding. In addition, the Company had entered into an agreement in June 2006 to sell 500 shares of common stock at $150 per share for an aggregate of $75,000. The Company was paid $57,000 of the $75,000 in 2006, and no payments have been made subsequent to then. The Company has been accruing interest on the unpaid balance of the subscription receivable at a rate of 8% per annum. The unpaid balance of $18,000 plus the accrued interest of $14,577 is fully reserved for as of September 30, 2015.

On February 4, 2013, the holders of an 8% convertible promissory note due March 22, 2012, effectuated a conversion notice and were issued an aggregate of 106 shares of common stock at $12.64 per share. The issuance reduced the debt by $696 in principal and $647 in accrued interest.

On May 3, 2013, the holders of an 8% convertible promissory note due December 28, 2013, effectuated a conversion notice and were issued an aggregate of 1,250 shares of common stock at $2.56 per share. The issuance reduced the debt by $1,523 in principal and $1,677 in accrued interest.

On June 11, 2013, the holders of an 8% convertible promissory note due December 28, 2013, effectuated a conversion notice and were issued an aggregate of 1,250 shares of common stock at $1.92 per share. The issuance reduced the debt by $2,326 in principal and $74 in accrued interest.

On July 11, 2013, 39,500 shares of common stock were cancelled and returned to treasury. These shares were originally issued on October 5, 2012 to the President and Secretary, respectively in consideration of accrued and unpaid salary due them. In consideration for the return and cancellation of these shares, the aggregate amount of $15,800 has been accrued towards unpaid wages.

On July 24, 2013, the holders of an 8% convertible promissory note due December 28, 2013, effectuated a conversion notice and were issued an aggregate of 1,850 shares of common stock at $1.72 per share. The issuance reduced the debt by $3,124 in principal and $58 in accrued interest.

On September 30, 2013, the holders of an 8% convertible promissory note due December 28, 2013, effectuated a conversion notice and were issued an aggregate of 1,350 shares of common stock at $1.28 per share. The issuance reduced the debt by $1,344 in principal and $45 in accrued interest.

NOTE 8 - STOCKHOLDERS' EQUITY (CONTINUED)

Common Stock (Continued)

On December 16, 2013, the Company entered into an Exchange Agreement where a prior ten percent (10.0%) convertible promissory note purchased on January 30, 2012 for an aggregate amount of $50,733; with accrued and unpaid interest of $9,535 was exchanged for 2,000 shares of the company's common stock and two new convertible promissory notes in the aggregate amounts of $40,000 and $10,000 respectively. Pursuant to the agreement, the issuance reduced the company's accrued interest by $9,535.

On March 6, 2015, the Company issued 195,000,000 shares of its common stock upon partial conversion of its series A preferred stock to the Company's officers. An aggregate of 130,000 shares of series A preferred stock was converted into common stock. Each shares of series A preferred stock was convertible into 1,500 shares of common stock. Following issuance of these shares, the Company has 195,043,720 shares issued and outstanding. These issuances were exempt under Rule 4(a)(2) of the of the Securities Act of 1933, as amended.

The shares of common stock received by the Company's officers were issued as restricted securities and all certificates issued contained a legend stating the shares have not been registered under the Securities Act and setting forth or referring to the restrictions on transferability and the sale of the shares under the Securities Act.

On March 18, 2015, the Company issued 25 shares of its common stock as a result of various certificate transfer exchanges pursuant to the one (1) for four thousand (4,000) reverse split effected on December 26, 2014.

On June 11, 2015, the holders of a 5% convertible promissory note due September 3, 2014, effectuated a conversion notice and were issued an aggregate of 35,000,000 shares of common stock at $0.001 per share. The issuance reduced the debt by $35,000 in principal.

On June 17, 2015, the Company entered into an Exchange Agreement where a prior 2.25% demand note purchased on October 15, 2012 for an aggregate amount of $171,363 was exchanged for 500,000 shares of the company's common stock at $0.030 per share; along with a new demand note in the aggregate amounts of $171,090. Pursuant to the agreement, the issuance reduced the company's accrued interest by $14,726.

NOTE 9 - INCOME TAXES

The Company recognized no income tax benefit for the loss generated for the period through September 30, 2015. However, the company remains deficient with penalties and interest charges on the statutory level involving one of the wholly owned subsidiaries.

ASC 740-10 requires that a valuation allowance be provided if it is more likely than not that some portion or all of a deferred tax asset will not be realized. The Company's ability to realize the benefit of its deferred tax asset will depend on the generation of future taxable income. Because the Company has yet to recognize significant revenue from the sale of its products, it believes that the full valuation allowance should be provided.

NOTE 10 - FAIR VALUE MEASUREMENTS

The Company adopted certain provisions of ASC Topic 820. ASC 820 defines fair value, provides a consistent framework for measuring fair value under generally accepted accounting principles and expands fair value financial statement disclosure requirements. ASC 820's valuation techniques are based on observable and unobservable inputs. Observable inputs reflect readily obtainable data from independent sources, while unobservable inputs reflect our market assumptions. ASC 820 classifies these inputs into the following hierarchy:

Level 1 inputs: Quoted prices for identical instruments in active markets.

Level 2 inputs: Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

Level 3 inputs: Instruments with primarily unobservable value drivers.

The following table represents the fair value hierarchy for those financial assets and liabilities measured at fair value on a recurring basis as of September 30, 2015:

	Level 1	Level 2	Level 3	Total
Cash	1,327	-	-	1,327
Total assets	1,327	-	-	1,327

NOTE 11 - SUBSEQUENT EVENTS

In accordance with FASB ASC 855 "Subsequent Events," the Company has no subsequent events through November 13, 2015.