



Latteno Food Corp.
A Delaware Corporation

REPORT: INITIAL DISCLOSURE STATEMENT **DATE:** Dec. 31, 2012 **MARKET TIER:** PINK

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PART A – GENERAL COMPANY INFORMATION

ITEM I – EXACT NAME OF THE ISSUER & ITS PREDECESSORS

Latteno Food Corp.

formerly: B&D Food Corp. (filings through 2009-10-02)

formerly: REII INC (filings through 2005-07-11)

formerly: BAP ACQUISITION CORP (filings through 1998-05-20)

ITEM II – ADDRESS OF THE ISSUER'S PRINCIPAL EXECUTIVE OFFICES

Address:

1524 Brookhollow Dr.

Santa Ana, CA 92705

Phone: (714) 426-2955

Email: info@latteno.com

Website: www.latteno.com

ITEM III – JURISDICTION(S) & DATE OF THE ISSUER'S INCORPORATION

Domicile: Delaware

Date Filed: August 24, 1994

PART B – SHARE STRUCTURE

ITEM IV – EXACT TITLE AND CLASS OF SECURITIES OUTSTANDING

Common Stock:	Classification	-	Common
	CUSIP Identifier	-	055247 10 0
	Trading Symbol	-	LATF
	Market Tier	-	OTC Pink Sheets
Preferred Stock:	Classification	-	None issued
	CUSIP Identifier	-	N/A
	Trading Symbol	-	N/A
	Market Tier	-	N/A

ITEM V – PAR OR STATED VALUE & DESCRIPTION OF THE SECURITY

Classes of Stock

The Company's Articles of Incorporation, as amended, authorize the issuance of up to 410,000,000 shares of stock, consisting of 400,000,000 shares of common stock, which have a par value of \$0.001 per share and 10,000,000 shares of Preferred Stock which have a par value of \$0.001 per share.

Common Stock

The holders of Common Stock are entitled to equal dividends and distributions, with respect to the Common Stock when, as, and if declared by the Board of Directors from funds legally available for such dividends. No holder of Common Stock has any pre-emptive right to subscribe for any Company stock nor are any shares subject to redemption. Upon our liquidation, dissolution or winding up, and after payment of creditors and any amounts payable to senior securities, the assets will be divided pro rata on a share-for-share basis among the holders of the shares of Common Stock. All shares of Common Stock now outstanding are, fully paid, validly issued and non-assessable.

Preferred Stock

No preferred stock is issued and no Preferred Stock Designations have been established.

ITEM VI – NUMBER OF SHARES OR TOTAL AMOUNT OF THE SECURITIES OUTSTANDING

Common Stock: As of December 31, 2012

- a) Number of shares authorized – 400,000,000
- b) Total number of shares issued & outstanding – 34,418,840
- c) Est. Public Float (Free Trading shares) – 34,418,840
- d) Total number of beneficial shareholders – 1423
- e) Total number of shareholders of record – 1,423

Preferred Stock: As of December 31, 2012

- a) Number of shares authorized – 10,000,000
- b) Total number of shares issued and outstanding – 0
- c) Est. Public Float (Free Trading shares) – None
- d) Shareholders of Record – 0

ITEM VII – TRANSFER AGENT INFORMATION

As of Jan 2013

Pacific Stock Transfer
4045 South Spencer Street
Suite 403
Las Vegas, NV 89119
Tel: (702) 361-3033
Fax: (702) 433-1979
E-mail: info@pacificstocktransfer.com

Transfer agent is registered under the Exchange Act

PART C – BUSINESS INFORMATION

ITEM XIII – NATURE OF THE ISSUER’S BUSINESS

1. **Form of Organization.** The issuer is a corporation organized under the laws of State of Delaware
2. **Year of Organization.** The issuer was initially incorporated on August 24, 1994.
3. **Fiscal year end date.** The issuer’s fiscal year end date is December 31
4. **Bankruptcy, Receivership.** The issuer has never been in bankruptcy, receivership or other similar proceeding.
5. **Material reclassification, merger, consolidation or purchase, sale of assets.**

Financing

On February 10, 2010 Latteno completed the payment and capital contributions required of the acquisition of Global Milk. Latteno first acquired land located in Brazil from AES Comercial Ltda through the issuance of a convertible debenture totally \$8,446,421 (15,000,000 Reals). The note bears interest at 2.75% per annum and matures on February 9, 2015. This land was then transferred to Global Milk, as part of the required capital contributed. Latteno issued an additional convertible debenture to Global Milk for \$2,711,497 (5,000,000 Reals). The note bears interest at 2.75% per annum and matures on February 9, 2015. Latteno’s partner, the 40% non-controlling interest of Global Milk was notified by Latteno that they were in violation of the shareholders agreement, due to breach of non-compete clause. The remaining \$2,815,474 (5,000,000 Reals) payable to Castrol for the GM shares acquired was therefore no longer payable.

The above transactions completed the 25,000,000 Reals requirements of Latteno’s acquisition of Global Milk. We had negotiated working capital funding for our purchases in the amount of \$1,000,000 Reals and continuing to negotiate credit terms with suppliers as our operations mature.

In the past, we have raised capital in the form of loans and convertible debentures to provide necessary working capital funding. We are continuing to seek similar financing until such time as our new operations reach a profitable stage.

Capital Restructuring

In the summer of 2008, the Company ceased operations in the coffee division and began to restructure its debt and equity in an effort to position itself for strategic acquisitions. The first phase of this restructuring involved the sale of the BDFC subsidiary and the leasing back of the land and building where the coffee plant operations were located. This eliminated much of the debt that was associated with the BDFC subsidiary, but still enabled the Company to enter back into the coffee industry at the appropriate time in the future. Concurrent with the sale and leaseback transaction, senior management agreed to convert all existing convertible debentures into preferred shares, thus further reducing the overall debt requirements.

As the second phase of the Company’s efforts to restructure itself, the Company filed an information statement with the SEC on September 14, 2009 notify stockholders of the following:

On or about September 1, 2009, the Company received written consents in lieu of a meeting of Stockholders from holders of 72,654,538 shares representing approximately 46% of the 154,986,955 shares of the total issued and outstanding shares of voting stock of the Company and shareholders holding 3,373,956 Series A Convertible Preferred shares which represent 337,395,600 voting shares of common stock. The holders of the Series A Convertible Preferred shares, have the right to vote 100 times the number of shares of common stock that the Series A Convertible Preferred is convertible into on all matters submitted to the shareholders. The Series A Convertible Preferred shares are each convertible into one hundred shares of common stock.

Therefore the 3,373,956 Series A Convertible Preferred shares are convertible into 337,395,600 common shares and the shareholders have the right to vote one hundred times the number of shares pursuant to the rights designated to the Series A Convertible Preferred Shares and has voted such amount in favor of approving of the Company (the “Majority Stockholders”) to effect a 20-for-1 reverse stock split (pro-rata reduction of outstanding shares) of our issued and outstanding shares of Common Stock (the “Reverse Stock Split”) authorizing the Company’s Board of Directors, to effect a reverse split of the Company’s common stock of 20:1 (pursuant to which the number of authorized shares of common stock will remain 400,000,000 following such reverse stock split); any fractional shares post-split will be rounded up to the next whole share. Additionally the Reverse Stock Split will affect the conversion ratio for all instruments convertible into shares of the Company’s Common Stock including its convertible notes, warrants and outstanding preferred stock.

On December 14, 2009 the 3,735,956 Series A Convertible Preferred shares were converted into 16,869,781 shares of the Company's common stock.

On September 1, 2009, the Board of Directors of the Company approved the above-mentioned actions, subject to stockholder approval. The Majority Stockholders approved the actions by written consent in lieu of a meeting on September 1, 2009, in accordance with the Delaware Business Corporation Act (“DBCA”). On September 1, 2009, the Company’s Board of Directors and persons owning a majority of the Company’s voting securities approved a resolution authorizing the Company to amend the Articles of Incorporation to change the Company’s name to “Latteno Food Corp.” The Board believes that the name change better reflects the nature of the Company’s current and anticipated operations. The Company had operated under the name B&D Food Corp. which reflected the Company’s prior business operations.

The next phase of restructuring was completed on May 31, 2010, whereby the Company converted \$3,470,000 into common stock. In addition, the Global Milk subsidiary had negotiated the necessary supplier lines of credit for its Brazilian dairy division.

The board of directors believed these actions have structured the debt and equity of the Company to enable the effective implementation of its plan of operations in Brazil.

On September 1, 2009, the Company's Board of Directors and persons owning a majority of the Company’s voting securities approved a resolution authorizing the Company to amend the Articles of Incorporation to change the Company’s name to “Latteno Food Corp.” The Board believes that the name change better reflects the nature of the Company’s current and anticipated operations. The Company had operated under the name B&D Food Corp. which reflected the Company’s prior business operations.

In the 4th quarter of 2012, the Company made a change in management and refocused its operations as an independent investment, management, and holding company focusing on international distribution and management of high-growth food, beverage, and health-related products and systems.

The Company signed a letter of intent in January 2013 to acquire 100% of the stock and assets of GTG Inc (“GTG Acquisition”). As of December 31, 2012, the GTG Acquisition has been deemed closed and the financial statements at December, 31, 2012 have been provided to reflect a consolidation of the Company’s and GTG’s operations.

6. Any Defaults of the terms of any note, loan, lease or other indebtedness. None.

7. Change in Control. None.

8. Increase of 10% or more of same class of outstanding equity securities. None.

9. Past, pending, or anticipated stock split, dividend, recapitalization, merger, acquisition, spin off, or reorganization. None.

10. Any delisting of the issuer's securities by any securities exchange or NASDAQ or deletion from the OTC Bulletin Board. None.

11. Current, past, pending or threatened legal or administrative proceedings. None.

12. The Issuer's primary and secondary SIC Codes. 2090 - Miscellaneous Food Preparations & Kindred Products

13. Issuer never conducted operations, is a development stage company, or is currently conducting operations. The issuer is currently conducting operations.

14. If the issuer is considered a "shell company" pursuant to Securities Act Rule 405. Issuer has sufficient assets such that it does not fall under the definition of a shell company within the meaning of SEC Rule 405.

15. The names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement.

The Company signed a letter of intent in January 2013 to acquire 100% of the stock and assets of GTG Inc ("GTG Acquisition"). As of December 31, 2012, the GTG Acquisition has been deemed closed and the financial statements at December, 31, 2012 have been provided to reflect a consolidation of the Company's and GTG's operations.

16. The effect of existing or probable governmental regulations on the business. There does not appear to be any effect of existing or probable governmental regulations on the business.

17. An estimate of the amount spent during each of the last two fiscal years on research and development activities. None.

18. Costs and effects of compliance with environmental laws. None.

19. The number of total employees and number of full time employees. There are 5 employees.

20. Business Development.

Latteno Food Corp. (OTC : LATF) is a Delaware corporation that concentrates on acquiring, organizing, developing and upgrading companies in the international food and beverage market. Currently we are expanding into the marketing and distribution of medical marijuana edibles industry. We have additional acquisitions planned which, if completed, will expand our operations into new vertical sectors of the industry. Our management plans to integrate the operations of marketing and distribution of acquired entities in order to achieve maximum return on capital for its investors.

Our business model is simple and efficient – Acquisition of key operations with strong operational overlap and existing revenues to carry the group's products to existing and new customers in various locations.

As of the date of this filing, the Company is not in any disorderly default with regards to long- term liabilities.

The Company does not currently have any pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition,

or operations nor any current, past or pending trading suspensions or deletions by a securities regulator or exchange.

Since the Company's inception it has been determined to have conducted operations, and has a long-standing record of operations. Management believes the Company has never been a "Shell Company" as defined by Securities Act Rule 405, or an asset-backed issuer, as defined by Item 1101(b) of Regulation AB.

The Company has a total of 5 employees and/or contractors and minimal capital and time has been dedicated to research and development, while much of the time has been in negotiations and due-diligence.

The Company is not affected by any specific compliance of Federal, State, or Local environmental laws.

The Company signed a letter of intent in January 2013 to acquire 100% of the stock and assets of GTG Inc ("GTG Acquisition"). As of December 31, 2012, the GTG Acquisition has been deemed closed and the financial statements at December 31, 2012 have been provided to reflect a consolidation of the Company's and GTG's operations, sales, and certain debts.

ITEM IX – NATURE OF PRODUCTS OR SERVICES OFFERED

A. Principal products or services, and their markets:

Latteno Food Corp. (the Company) is an investment portfolio company that acquires operational companies focused on food products, medical marijuana edibles and related products/services to enhance their growth and development.

The cornerstone of our investment approach is to work closely with existing food products entrepreneurs, inventors or management teams to build value together. We seek to leverage our technological expertise, operating experience, industry knowledge, network of contacts, and internal resources to assist our portfolio companies in developing and executing their business strategies.

The Company acts as a management and holding company for companies in which it has a controlling interest.

B. Distribution methods of the products or services:

Our distribution channels and marketing efforts rely upon our various partners and subsidiaries. We focus our efforts on the retail marketing of our partners' products and consistently develop new wholesale distribution partners.

C. Status of any publicly announced new product or service:

As part of its expansion, and in addition to its other products, the company intends to add and service the rapidly growing medical cannabis markets. Medical marijuana edibles have been popular ever since the 60s, when peoples would prepare it in the oven in brownie and cake mixes to stimulate the THC. Nowadays edible marijuana has different types, as medicinal marijuana shops have mastered the way of cooking it into many edible products. Now patients have several ways in which they can take their medication, in contrast to only being able to smoking or vaporize it.

When compared with evaporating marijuana or cannabis that has been smoked, edible marijuana is more efficient. This is because when marijuana is burned, much of the THC is lost immediately from the burning or vaporizing technique. However, when medicinal marijuana is cooked, none of the THC is missing, and offering a more efficient and less dangerous technique of distribution.

D. Competitive Business conditions, the issuer's competitive position in the industry, and methods of competition:

Competitors may arise who have greater share of the market, more high profile personnel and greater financial and marketing resources than we do. We believe our experience, approach, ur reputation (collectively and as previously independent businesses), focus on innovation, and our comprehensive approach enable us to compete favorably and effectively.

E. Sources and availability of raw materials and the names of principal suppliers: None.

F. Dependence on one or a few major customers: None.

F. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration:

N/A

G. Need for any government approval or principal products or services and the status of any requested government approvals: Required licenses, if any, for all products are services are properly in place either through the parent company or its subsidiaries.

ITEM X – NATURE AND EXTENT OF THE ISSUER'S FACILITIES

The Company maintains a 1,000 square foot leased office located at 1524 Brookhollow Drive, Santa Ana, California 92705. The current lease is for one (1) year with options to renew at the Company's option.

ITEM XI – NAMES OF ISSUER'S OFFICER'S & BOARD OF DIRECTORS'

As part of the Company's new business model and announced corporate changes:

(a) On December 12, 2012 Thu Le was appointed Chief Executive Officer of the Company.

(b) On December 12, 2012 Andrew Winston was appointed Director of the Company.

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A. Officers and Directors:

1. Thu Le, age 41, is an experienced businesswoman who has spent the last 10+ years acting as a private international consultant, executive, and operations planning specialist for marketing, advertising, and healthcare industry.

2. 62/7/15 Nguyen Dinh Chinh Street, Ward 15, Phu Nhuan District- Saigon, Vietnam

3. From March 2003 until December 2012, Ms. Le served as senior partner of GTG Inc., a private import/export consulting group.

4. No compensation agreement has been entered into between the Issuer and Ms. Le.

5. No shares have been issued to Ms Le.

B. Legal/Disciplinary History:

1. Ms. Le has not been convicted as a criminal in the last 5 years and there are no pending criminal proceedings.
2. Ms. Le has not been the subject of an order, judgement, or decree, not subsequently reversed suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited her involvement in any type of business, securities, commodities, or banking activities.
3. Ms. Le has not been the subject of a finding or judgement by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated.
4. Ms. Le has not been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited his involvement in any type of business or securities activities.

C. Disclosure of Family Relationships:

Ms. Le does not have any family members among the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities.

D. Disclosure of Related Party Transactions:

In the last two full fiscal years, and the current fiscal year, Ms. Le has not participated in any current or proposed financial transactions with the Issuer.

E. Disclosures of Conflicts of Interest:

Ms. Le does not have any conflicts of interest with the Issuer.

Andrew Winston

1. Andrew Winston, age 47, international executive consultant to marketing and distribution companies who has spent the last 5+ years acting as a business development, turnaround, executive leadership, and operational management for the marketing and food/beverage distribution industry throughout Asia and the USA.
2. 62/7/15 Nguyen Dinh Chinh Street, Ward 15, Phu Nhuan District- Saigon, Vietnam.
3. From February 2003 until December 2011, Mr. Winston served as senior partner of Distribution Systems Consulting, a private sole-proprietorship consulting group.
4. Senior partner from June 2006 until December 2011 of Distribution Systems Consulting.
5. No compensation agreement has been entered into between the Issuer and Mr. Winston.
6. No shares have been issued to Mr. Winston

B. Legal/Disciplinary History:

1. Mr. Winston has not been convicted as a criminal in the last 5 years and there are no pending criminal proceedings.

2. Mr. Winston has not been the subject of an order, judgement, or decree, not subsequently reversed suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited his involvement in any type of business, securities, commodities, or banking activities.

3. Mr. Winston has not been the subject of a finding or judgement by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgement has not been reversed, suspended, or vacated.

4. Mr. Winston has not been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited his involvement in any type of business or securities activities.

C. Disclosure of Family Relationships:

Mr. Winston does not have any family members among the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities.

D. Disclosure of Related Party Transactions:

In the last two full fiscal years, and the current fiscal year, Mr. Winston has not participated in any current or proposed financial transactions with the Issuer.

E. Disclosures of Conflicts of Interest:

Mr. Winston does not have any conflicts of interest with the Issuer.

ITEM XII – FINANCIAL STATEMENTS

See Financial Statements filed separately and incorporated herein by this reference.

ITEM XIII – FINANCIAL STATEMENTS REPRESENTING THE PREVIOUS TWO FISCAL YEARS

See Item XII. The Issuer has posted its financial statements through the OTC Disclosure and News Service as a separate report under the name of "Annual Report" for the applicable fiscal year end. Such financial statements are incorporated by reference in the separate filing.

ITEM XIV - BENEFICIAL OWNERS

Persons beneficially owning more than 5% of the common shares: - NONE

ITEM XV – OUTSIDE SERVICE PROVIDERS

1. **Investment Banker:** None.

1. **Promoters:** None

2. **Counsel:**

Law Offices of Joseph L. Pittera
2214 Torrance Boulevard, Suite 101
Torrance, California 90501

4. **Accountant:** To Be Appointed.

5. Public Relations Consultants: None.

6. Investor Relations Consultant: None.

ITEM XVI - MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

The Company acts as a holding company for companies in which it has a controlling interest.

Through the addition of GTG to the Company's portfolio holdings, which will operate as a 100% wholly-owned subsidiary, the Company will work in expanding its markets into vertical, high-growth food and beverage industries.

As part of this business plan, the Company began aggressively seeking acquisition prospects to fulfil the Company's new purpose and in January 2013, the Company signed a Letter of Intent to acquire GTG, Inc. The acquisition of GTG, Inc. closed on January 15, 2013, and GTG, Inc. is a 100% wholly-owned subsidiary of the Company.

A. Plan of Operation.

As of the Quarter ended June, 2012, the Company had no revenue producing activities and limited cash on hand and an incurred loss of \$28,241. The Company had incurred a net loss of \$57,332 for the period ended June 30, 2011 and \$23,456 for the period ended June 30, 2010.

These factors raise substantial doubt as to the Company's ability to continue as a going concern. The Company plans to improve its financial condition through additional equity financings and eventual commercialization of its products under development. However, there is no assurance that the Company will accomplish these objectives. The financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

B. Management's Discussion and Analysis of Financial Condition and Results of Operations.

As of December 31, 2012, the Company has minimal revenue producing activities and limited cash on hand. The Company has incurred a non-consolidated net loss of \$47,245 for the period ended December 31, 2012. Subsequent to December 31, 2012, the Company acquired all of the capital shares, assets and operations of GTG, Inc. and has begun a rollout of the GTG products and services and consolidate statements as at December 31, 2012 have also been provided.

We began current operations and business plan in 2009, and have not yet attained a level of revenue to allow us to meet our current overhead. We do not contemplate attaining profitable operations until 2013, nor is there any assurance that such an operating level can ever be achieved. We will be dependent upon obtaining additional financing in order to adequately fund working capital, infrastructure, manufacturing expenses and significant marketing/investor related expenditures to gain market recognition, so that we can achieve a level of revenue adequate to support our cost structure, none of which can be assured. While we have funded our initial operations with private placements of equity and bridge loans, there can be no assurance that adequate financing will continue to be available to us and, if available, on terms that are favorable to us.

C. Off-Balance Sheet Arrangements. None.

ITEM XVI – ISSUANCES FOR SERVICES RENDERED & OFFERINGS REPRESENTING THE PREVIOUS TWO FISCAL YEARS

While no equity offerings (504, 506, S1) have occurred for either services rendered or capital, certain convertible promissory notes have been entered into based on Company needs or to provide compensation to executives. Some of the promissory notes contain convertibility features.

EXHIBITS

ITEM XVII – MATERIAL CONTRACTS

None as of 13 DEC 2012.

Material Contracts subsequent to the date of this report shall be appropriately filed with OTC Markets.

ITEM XIX – ARTICLES OF INCORPORATION & BYLAWS

Articles of Incorporation and Bylaws are filed separately with OTC Markets and incorporated herein by reference.

ITEM XX – EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASER

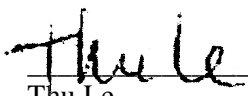
None

ITEM XXI – ISSUER’S CERTIFICATIONS

I, Thu Le, Chief Executive Officer, certify that:

1. I have reviewed this Annual Disclosure Statement of Latteno Food Corp.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the period presented in this disclosure statement.

Date: January 9, 2013



Thu Le
Chief Executive Officer