

MILLENNIUM PRIME, INC.

A Delaware Corporation

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Miami Beach, FL 33141

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info@millenniumprime.com

Primary SIC code is 5182 – Wine and Distilled Beverages

Quarterly Report For the Three Months Ending December 31, 2016

As of December 31, 2016, the number of shares outstanding of our Common Stock was:

630,590,042

As of September 30, 2016, the number of shares outstanding of our Common Stock was:

630,590,042

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

Yes: ☐

No: ☒

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

Yes: ☐

No: ☒

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

Yes: ☐

No: ☒

Cautionary Note Regarding Forward-Looking Statements

This disclosure form includes certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. These statements, which involve risks and uncertainties, relate to the discussion of our business strategies and our expectations concerning future operations, margins, profitability, liquidity and capital resources and to analyses and other information that are based on forecasts of future results and estimates of amounts not yet determinable. We use words such as “may”, “will”, “should”, “expects”, “intends”, “plans”, “anticipates”, “believes”, “estimates”, “seeks”, “expects”, “predicts”, “could”, “projects”, “potential” and similar terms and phrases, including references to assumptions, in this form to identify forward-looking statements. These forward-looking statements are made based on expectations and beliefs concerning future events affecting us and are subject to uncertainties, risks and factors relating to our operations and business environments, all of which are difficult to predict and many of which are beyond our control, that could cause our actual results to differ materially from those matters expressed or implied by these forward-looking statements. These risks and other factors are as follows:

- our lack of revenues to date
- recent worldwide and domestic economic trends and financial market conditions could adversely impact our financial performance;
- our potential need for additional capital, which, if not available on acceptable terms or at all, could restrict our future growth and severely limit our operations;
- our brands could fail to achieve more widespread consumer acceptance, which may limit our growth;
- our dependence on a limited number of suppliers, who may not perform satisfactorily or may end their relationships with us, which could result in lost sales, incurrence of additional costs or lost credibility in the marketplace;
- the failure of even a few of our independent wholesale distributors to adequately distribute our products within their territories could harm our sales and result in a decline in our results of operations;
- the potential limitation to our growth if we are unable to identify and successfully acquire additional brands that are complementary to our existing portfolio, or integrate such brands after acquisitions;
- currency exchange rate fluctuations and devaluations may significantly adversely affect our revenues, sales, costs of goods and overall financial results;
- an impairment in the carrying value of our goodwill or other acquired intangible assets could negatively affect our operating results and shareholders’ equity;
- changes in consumer preferences and trends could adversely affect demand for our products;
- there is substantial competition in our industry and the many factors that may prevent us from competing successfully;
- adverse changes in public opinion about alcohol could reduce demand for our products;
- class action or other litigation relating to alcohol misuse or abuse could adversely affect our business;
- adverse regulatory decisions and legal, regulatory or tax changes could limit our business activities, increase our operating costs and reduce our margins;

We assume no obligation to publicly update or revise these forward-looking statements for any reason, or to update the reasons actual results could differ materially from those anticipated in, or implied by, these forward-looking statements, even if new information becomes available in the future.

All information contained in this Disclosure Statement was compiled from the issuer's books and records and is intended to fulfill the disclosure requirements of Rule 15c2-11(a)(5) promulgated by the Securities and Exchange Act of 1934, as amended.

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

The exact name of the issuer is: **Millennium Prime, Inc.** (the “Company”)

December 24, 1969	Incorporated under the name Tyconda Minerals Corp.
October 28, 1983	Amended name to Hy-Poll Technology, Inc.
September 21, 1995	Amended name to Universal Turf, Inc.
November 8, 1999	Amended name to Universal Media Holdings, Inc.
October 22, 2002	Amended name to National Management Consulting, Inc.
July 21, 2003	Amended name to Genio Group, Inc.
August 11, 2009	Amended name to Millennium Prime, Inc.

The current standing of the Company in the state of Delaware is: **Active**

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

Yes: ☐

No: ☒

Item 2 – Security Information

Trading Symbol: MLMN

Title and class of securities outstanding:

Common Shares
CUSIP Number: 60040U109
Par value, \$0.0001

Total share authorized:	1,000,000,000 as of December 31, 2016
Total shares outstanding:	630,590,042 as of December 31, 2016
Number of shares in the Public Float:	22,006,640 as of December 31, 2016
Total number of shareholders of record:	1,000 as of December 31, 2016

Additional class of securities outstanding:

Preferred Series A	
Par value, \$1.00	
Total share authorized:	10,000,000 as of December 31, 2016
Total shares outstanding:	500,000 as of December 31, 2016

Transfer Agent:

Issuer Direct Corporation
1981 Murray Holladay Rd., Suite 100
Salt Lake City, UT 84117
Phone: (801) 272-9294
info@issuerdirect.com

Is the Transfer Agent registered under the Exchange Act?

Yes: ☒

No: ☐

Trading suspension orders issued by the SEC concerning the issuer or its predecessors

None

Stock splits, stock dividends, recapitalizations, mergers, acquisitions, spin-offs, or reorganizations currently anticipated, or that occurred within the past 12 months

None

Item 3 – Issuance History**A. Changes to the Number of Outstanding Shares**

On November 25, 2014, the Company entered into a debt conversion agreement and release with its largest vendor, whereby the Company will issue 469,553 shares of common stock at an agreed upon per share price of \$0.75 per share as payment of the total outstanding balance due the vendor as of September 30, 2014 of \$352,164.

On December 3, 2014, the Company entered into a debt conversion agreement and release with a vendor, whereby the Company will issue 55,334 shares of common stock at an agreed upon per share price of \$0.75 per share as payment of the total outstanding balance due the vendor as of September 30, 2014 of \$41,500.

On April 1, 2015, the Company adjusted the total shares of its common stock on the unaudited condensed consolidated balance sheets to properly reflect the actual shares of its common stock issued and outstanding. The Company increased the total number of shares of common stock by 1,000,001 shares, and the corresponding entry of \$100 was applied to additional paid in capital.

On April 16, 2015, the Company issued 687,500 shares of its common stock at a share price of \$0.04 per share to three separate third parties for a total of \$27,500 in cash.

On May 27, 2015, the Company issued 1,106,400 shares of its common stock at a share price of \$0.05 per share to two separate third parties for a total of \$55,320 in cash.

On June 11, 2015, the Company issued 500,000 shares of its common stock at a share price of \$0.05 per share to a third party for \$25,000 in cash.

On June 30, 2015, the Company issued 500,000 shares of its common stock at a share price of \$0.05 per share to a third party for \$25,000 in cash.

On July 7, 2015, the Company issued 294,500 shares of its common stock at a share price of \$0.05 per share to a third party for \$14,725 in cash.

On February 26, 2016, the Company issued 7,546,031 shares of its common stock at a share price of \$0.0033 per share to a third party for \$25,000 in cash.

On June 1, 2016, the Company issued 15,092,062 shares of its common stock at a share price of \$0.0033 per share to a third party for \$50,000 in cash.

On September 30, 2016, the Company issued 300,000,000 shares of its common stock at a share price of \$0.0001 per share to its Chief Executive Officer for services rendered totaling \$30,000.

On September 30, 2017, the Company issued 300,000,000 shares of its common stock at a share price of \$0.0001 per share to its Chief Executive Officer for services rendered totaling \$30,000.

On July 1, 2019, the Company issued 60,000,000 shares of its common stock at a share price of \$0.0001 per share to Quest totaling \$6,000 as forbearance on accruing interest for the period of July 1, 2019 through December 31, 2019.

B. Debt Securities, Including Promissory and Convertible Notes

No new debt securities issued, including promissory and convertible notes, in the past two completed fiscal years and any subsequent interim period through the date of this report.

Item 4 – Interim Financial Statements

Please see Quarterly Report filed for the period ended December 31, 2016 filed on October 18, 2019 on www.otcm Markets.com.

Item 5 – Issuer’s Business, Products and Services.

A. Business operations

Millennium Prime, Inc. is a Delaware corporation that develops “Superior Lifestyle Innovations for the Millennial Generation”. Millennium’s focus is on marketing products for the beverage, apparel and entertainment categories where it can achieve a clear and authentic market position. Millennium targets Generation-Y consumers who live a lifestyle filled with high style, artistic edge and a demand for the best products. Millennium believes these consumers participate in

current trends via premium lifestyle products and events that embody the values and aspirations of the millennial generation. In addition to organic growth, Millennium plans to seek to grow via acquisition of new brands, as well as strategic partnerships with existing brands, to bolster its lifestyle business lines that serve millennial trendsetter focused strategies.

The Company is not a "Shell Company" within the meaning of Rule 405 of the Securities Act, nor if the Company were a registrant would the Company be considered a shell company within the meaning of Rule 405.

The advertising, marketing and sale of alcoholic beverages is subject to various restrictions in the United States and internationally, ranging from total prohibition of marketing in some countries, to lesser restrictions relating to the style, media and/or messages of such advertising and marketing activities. Similarly, the labeling of spirits is regulated in numerous jurisdictions, varying from medical warnings to importer identification, and alcohol strength, among others. The United States requires warning statements related to risks of consuming alcohol beverages. The specific laws to which the Company is subject include the Federal Alcohol Administration Act, and the U.S. Customs Laws. In addition, we are subject to the Alcoholic Beverage Control Laws of all fifty states. Internationally, we are subject to similar regulations with respect to the production of spirits, including testing of materials used, and production, storage, labeling and distribution standards. Furthermore, the Company falls under the jurisdiction of numerous governmental agencies, including, the Federal Alcohol and Tobacco Tax and Trade Bureau of the United States Treasury Department, which regulates the production, bottling, sales, advertising and transportation of alcohol products in the United States, as well as each state department responsible for the regulation, advertising, transportation, sale and distribution of alcohol products within its state. We are also required to conduct business in the United States only with holders of licenses to import, warehouse, transport, distribute and sell spirits. Presently, the company's wholly owned subsidiary Bong Spirits Imports ("BSI") holds a federal import license and several state beverage alcohol permits.

The amount of time and money spent during the last two fiscal years on research and development activities is insignificant.

Costs and effects of compliance with federal, state and local environmental laws are minimal.

The Company has two employees, is not bound by long-term contracts, and when necessary, the Company relies on the services of independent consultants and contractors to perform various professional services. As our operations increase, we anticipate engaging additional employees; However, we do not plan to add employees until the business is substantially increased, and we have generated adequate funds to support our operations.

Currently, there are no known trends or events that have or are likely to have a material impact on the Company's short term or long-term liquidity. The Company has minimal cash reserves that may not provide the Company with the necessary funds to address its liquidity requirements. The limited operating capital directly affects the company's ability to finance its business plan.

B. Subsidiaries

In September 2010, Millennium Prime completed the acquisition of Bong Spirit Imports, LLC ("BSI") a Florida Limited Liability Corporation pursuant to which Millennium acquired 100% of the outstanding shares/membership interests from the equity owners of BSI in exchange for shares of Millennium's common stock. Millennium had been a marketing partner and financial investor in BSI since 2009. BSI is an importer and distributor of alcohol products including Bong Spirit's Super Premium Vodka® from Holland. BSI has its headquarters in Florida and the spirit distillation and bottling of its proprietary vodka formula occurs in the Netherlands.

The Company has no other parent, subsidiary, or affiliate, nor has the Company had another parent, subsidiary or affiliate, that is not disclosed herein.

C. Principal products or services, and markets

In early 2005, the founding members of BSI entered a production agreement with a 5th generation master distiller in Holland (founded in 1837), and gave them the exclusive rights to produce and supply their award winning vodka. BSI's proprietary blend of Super Premium Vodka is made of fine European grain, distilled six times and filtered through four processes, using reverse osmosis water and charcoal filtering.

In January 2006, Bong Spirit Vodka was launched in the states of Florida and Texas. In the brief time that Bong Spirit Vodka has been in the super premium market, it has experienced several achievements in the highly competitive spirits industry:

- Distributed by some of the largest national and international distributors;
- Gained a sought after following of early adopters;
- Secured several retail chain accounts;
- Developed and imported a new "retail-friendly" 750ml bottle size;
- Assembled an experienced team to provide production, marketing, sales, and financial direction; and received national and world press.

U.S. Distribution

Bong Spirit Vodka is distributed in multiple cities throughout the United States through several large distributors, including Southern Wine & Spirits. Bong Spirit Vodka has been available in the largest U.S. market, California.

Bong Spirit Vodka has been available in both on-premise and off-premise national chain accounts such as the Hard Rock Hotel and Casinos, W Hotels, BevMo, TGIFridays, Publix, Albertson's, Sam's Club, ABC, Spec's, Twin's Liquors, Crown Spirits, 67 Liquors and others.

International Distribution

As part of a developing strategy to acquire new international markets, the Company has established a joint venture partnership with its distiller in Holland to establish a firm focus on

expanding our international distribution. Bong Spirit Vodka is currently distributed in the Netherlands, the United Kingdom, Canada, Vietnam, Turkey, Poland, Panama, Cyprus, Lebanon, China, Holland, Colombia, Germany, S. Africa, India, Azerbaijan, Macau Kazakhstan, Australia, Israel, Germany, and Switzerland.

Item 6 – Issuer’s Facilities

The issuer leases an address at 6538 Collins Ave, Suite 382, Miami Beach, FL. 33141. There is currently no lease as it is month to month.

Item 7 – Officers, Directors and Control Persons

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
John Antonucci	CEO, President, Director/Chairman	Plainview, NY	0	N/A	0%	Beneficial owner of JPA Capital
Michael Armandi	Interim CFO	Nesconset, NY	0	N/A	0%	N/A
JPA Capital LLC	Owner of more than 5%	Plainview, NY	484,500,000	Common	76.83%	John Antonucci is the beneficial owner
JPA Capital LLC	Owner of more than 5%	Plainview, NY	500,000	Preferred Series A	100%	See Note 1 below

Note 1 – Each share of Series A Preferred Stock carries super voting rights of seventy percent (70%) of the entire voting Common Stock eligible to vote at any time until such Series A Preferred shares are converted, redeemed, liquidated or cancelled. The Series A Preferred Stock is convertible into common stock at a price of \$1.00.

Item 8 – Legal/Disciplinary History

A. In the last ten years, none of the above listed in Item 7 above have been the subject of:

- (i) A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
- (ii) The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person’s involvement in any type of business, securities, commodities, or banking activities;
- (iii) A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or

- commodities law, which finding or judgment has not been reversed, suspended, or vacated; or
- (iv) The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

B. There are no material legal proceedings to which the issuer or any of its subsidiaries is a party, or of which their property is the subject. There are no known proceedings to be contemplated by governmental authorities.

Item 9 – Third Party Providers

Securities counsel

Jonathan D. Leinwand, P.A.
20900 NE 30th Ave
8th floor
Aventura, FL 33180

Accountant or auditor

None

Investor relations consultant

None

Other advisor

None

Item 10 – Issuer Certification

Principal Executive Officer:

I, John Antonucci, certify that:

1. I have reviewed the financial statements for the period ended December 31, 2016, and the continuing disclosure statement of Millennium Prime, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of Millennium Prime, Inc. as of, and for, the periods presented in this disclosure statement.

Date: October 18, 2019

[\\S\\ John Antonucci](#)
CEO

Principal Financial Officer:

I, Michael Armandi, certify that:

1. I have reviewed the financial statements for the period ended December 31, 2016, and the continuing disclosure statement of Millennium Prime, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of Millennium Prime, Inc. as of, and for, the periods presented in this disclosure statement.

Date: October 18, 2019

[\\S\\ Michael Armandi](#)
Interim CFO