

INFORMATION AND DISCLOSURE  
STATEMENT  
2017-Second Quarter Filing



Novus Acquisition &  
Development Corp.

2665 South Bayshore Drive  
Suite 220  
Miami, Florida 33133

Federal ID No.  
90-0740131

Cusip No.  
67011R 205

Trading Symbol  
NDEV

## **Financial Overview:**

### **Second Quarter Highlights**

#### **Key Milestones Achieved in Q2 2017:**

- Revenues increased 121%, from year ago period
- Revenue increased for 4th consecutive quarter
- Scalability through minimal fixed overhead expense
- 4<sup>th</sup> consecutive quarter of operating profitability
- Increased awareness through strategic direct marketing relationships
- Permitted to market its health benefits packages in Florida
- No insider sales since 3<sup>rd</sup> quarter of 2015
- Cash on hand has increased \$83,276 this quarter from \$74,236 in the first quarter

1)

Name of the issuer and its predecessors (if any)

The name of the issuer from 2006 to 2009 was known as BrandQuest Development Group, Inc. and on May of 2009 the name changed to Novus Acquisition & Development Corp, a Nevada Corp

2) Address of the issuer's principal executive offices Company Headquarters

#### **West Coast Location**

Novus Acquisition & Development Corp

7365 Carnelian St #119 Rancho Cucamonga CA 91730

Phone: 855-228-7355

Mobile 305-467-6699

Email: [Frank@ndev.biz](mailto:Frank@ndev.biz)

Website

[www.getnovusnow.com](http://www.getnovusnow.com)

Note: WCIG is domiciled in the State of California. Insurance licensing is under WCIG Insurance Services, Inc. a wholly owned subsidiary of Novus; regulatory information can be found here: <http://bit.ly/2gcaMol>

#### **East Coast Location**

Frank Labrozzi c/o Novus Acquisition & Development Corp

2665 South Bayshore Drive, Suite 220, Miami FL 33131

Phone: 855-228-7355

Email: [Frank@ndev.biz](mailto:Frank@ndev.biz)

Website(s):

[www.ndev.biz](http://www.ndev.biz)

[www.getnovusnow.com](http://www.getnovusnow.com)

3) Security  
Information Trading  
Symbol: NDEV  
CUSIP: 67011R 205  
Par or Stated Value: \$.001

Total shares authorized:	<u>200,000,000</u>	as of: <u>June 30, 2017</u>
Total shares outstanding:	<u>95,703,624</u>	as of: <u>June 30, 2017</u>

### **Distributions Divestiture**

i On January 2015 the Chairman, Treasurer, CEO Frank Labrozzi sent back 90 million share of his personal stock to treasury and;

ii On August 1, 2016, the Company has entered into a one-year services agreement with Hayden IR for 2,500,000 shares payable in common stock of the Company with leak out provision.

lii On August 1, 2016 CEO Frank Labrozzi received 2,000,000 shares common in lieu of his employment contract.

iv As of year to date the company has unregistered options issued but not called by the following entities

- Tysdaco Partners LLC a second call for 833,333 warrants convertible to 500,000 shares with a 10% leak out provision or no more than 100,000 shares per month ( a call has been put on this warrant conversion
- Legal council AI West for 500,000 warrants convertible to 300,000 shares with a 10% leak out provision or no more than 100,000 shares per month ( no call has been put on this warrant conversion
- Seed International Inc., agreement was voided for 200,000 warrants convertible to 75,000 shares
- CEO, Frank Labrozzi received 2,000,000 shares as per his employment contract which give him 2,000,000 per year for compensation

v. Insider Sale of Shares: No sales of insider shares have been done since 3<sup>rd</sup> Q of 2015.

Common: Authorized 200,000,000 with 95,703,624 of common shares issued and outstanding

Preferred A: Preferred A Shares Authorized 6,600 shares and issued 6,600 shares issued (attributes of Preferred A is contained herein) All shares are issued and outstanding held by Frank Labrozzi Chairman of Novus

Preferred B: Authorized preferred stock, 20,000,000 shares of par value \$0.001 preferred stock shall be designated as shares of Series B Convertible Preferred Stock and carry a stated conversion value of \$6.00 per share. The Series B Preferred shall be senior to the Common Stock and any other series or class of the Company's Preferred Stock except Series A Preferred Stock. **No shares are issued.**

Preferred C: One Class of Series C Preferred Stock; 20 million has been authorized; none issued no voting rights. **No shares are issued**

Preferred D: One Class of Series D Preferred Stock; attributes as follows; none issued. The shares of such series shall be designated as the "Series D Convertible Preferred Stock" (the "Preferred D Stock") and the number of shares initially constituting such series shall be up to 5 million shares. **No shares are issued**

Transfer Agent

Name: Olde Monmouth Stock Transfer Company,  
Inc. 200 Memorial Parkway  
Atlantic Highlands NJ  
07716 Phone: : (732) 872-  
2727  
Facsimile: (732) 872-2728

Is the Transfer Agent registered under the Exchange Act?  
Yes:

**Out Provisions of Common Stock Leak Issued From Treasury:**

List any restrictions on the transfer of security: Any and all share that have been issued since August 2015 have leak our provisions, for the protection of shareholders who purchase shares on the open market, this protection mechanism offers safety that any vendor or insider can't sell shares that are vested and liquidate irresponsibly. No shares issued, vested and/or redeemed shall have leak out restrictions of 10% of the average daily volume

Common Stock is DTC eligible

Describe any trading suspension orders issued by the SEC in the past 12 months. None

Within the past year please list any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization:

Management has does not intend to reverse any common shares

#### 4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

N/A

B. Any jurisdictions where the offering was registered or qualified;

N/A

C. The number of shares offered; N/A

D. The number of shares sold; N/A

E. The price at which the shares were offered, and the amount actually paid to the issuer;

N/A

F. The trading status of the shares; and N/A

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

N/A

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; provided, however, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than ten percent (10%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

#### 5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end

or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet; appended herein
- B. Statement of income; appended herein
- C. Statement of cash flows; appended herein
- D. Financial notes; appended

herein All posted as of 2Q, 2017

- 6) Describe the Issuer's Business, Products and Service Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

## Introduction

Novus through its wholly owned subsidiary WCIG Insurance Service, Inc. (WCIG), is a California insurance entity. Novus initiated its health insurance business model within the medical cannabis (THC based meds) space where it can render risk and non-risk insurance models in Washington, Oregon, Hawaii, Michigan, Arizona, Colorado, California, Washington, New York, Massachusetts, Florida and Vermont. Novus sells benefits packages nationwide in medical marijuana CBD concentrate, dental, vision, diabetic supplies, prescriptions, hearing, and other integrative medicines.

Novus' milestone accomplishments in the first and second quarter of 2017 found the emerging growth of the medical marijuana market projected revenue of \$10.0 billion in sales with double digit growth projections to \$20 billion in sales by 2020. During this period Novus underwent continued building of their legal cannabis insurance infrastructure mainly in the health sector and in 2017 with a roll out of their marketing mix to support the business model, as of May 2017, Novus now can implement the sales of their health benefits in the State of Florida projected to be the second largest cannabis market in the United States. Many analysts project that Florida's cannabis market will grow to \$1.6 billion by 2020 at a compound annual growth rate of 140%; making it at least half the size of California's projected \$2.6 billion and projecting Florida to be 7.5% of the total legal U.S. cannabis market by 2020.

As Novus continues to invest into the expansion of its infrastructure, this move into Florida will increase its projected 23 million Americans to 30 million by 2018, once markets are fully developed.

Novus' business model provides value in three ways:

**Benefit to Shareholders:** Novus' business model in the cannabis health insurance is based on owning receivables (insurance policies) rather than depreciative assets such

as hard inventory, manufacturing, delivery vehicles and warehousing that all can weigh heavy on a company's intrinsic value.

**Value to Patient Members:** Patients that purchase \$150 or more per month in cannabis meds qualify for the medplan. Novus patient members are spending on average \$300 per month and with minimum 30% discount, giving patients a gross saving would a min \$90.00 per month or \$1,080 per year.

**Value to Cannabis Dispensaries:** Many providers/dispensaries do not have websites to show their inventory and use third party websites to display their location and inventory, costing the dispensary around \$500-\$700 per month, however there is a fundamental flaw, nearly all these website have no call to action on behalf of the dispensary.

Novus MedPlan's portal does just that; display your products and a call to action to get more patients through provider's door. Novus help the providers compete in the MMJ marketplace without any cost to the provider only transfer the reduce cost of meds to our patient members.

The Novus Med Plan benefits to providers are:

- A. Member Access: to a loyal and exclusive patient market, averaging \$300 per month in purchases
- B. Free Instant Web Presence: join and get your own online shop on Novus MedPlan web portal
- C. Free Social Networking: Don't pay high prices for Social Networking we do it for you, again no cost to you
- D. Free Search Engine Optimization: With Novus' portal it will send to all the social networking sites your updated inventory and show case your store
- E. Free Marketing Advertising: Novus MedPlan will cover most costs in your marketing and advertising, reducing your expenses
- F. Free Display of Inventory: Modify pricing through our Provider portal just as you would with Weedmaps but at no cost, and as a Provider you get free access to our affiliate marketing platform and email marketing to our member base
- G. Push Notifications Orders: Patients pre-order from our portal with push notifications to your business / dispensary
- H. Be Competitive: Gain the competitive edge over your competition as a Novus MedPlan Provider

### **Diversification:**

Novus focus is diversification in health insurance sector; this market is currently a \$1.4 trillion market place with a global growth projection to \$3.5 trillion annually by 2020. With this tremendous market share Novus can attain being an entity to write its own insurance policies and also in diversified niche lines of business to take advantage outside commercial liability in underserved markets that encompass commercial auto, medical marijuana property/casualty, life, and fixed annuity.

In 2016 Novus' Lloyds of London affiliation, was where the intent was for Novus to engage in syndication of selling commercial liability has been put on a momentary hold due to many reason but mainly Lloyds reorienting its syndication in the legal cannabis sector.

## **2017 Second Quarter Review**

In 2017, the building of the infrastructure and roll out of marketing strategies, the company continues to achieve the following milestones:

### **Banking Issues:**

Certain Banks are sporadic in the depository relationship with MMJ type companies. Our approach to banking is full disclosure stating that we are an insurance company and one aspect of our benefits package is legal cannabis in certain states.

### **Marketing Issues:**

Advertising regulations on marijuana is still restrictive and each state has their own advertng rules and regulations. Similar to alcohol, pharmaceuticals and tobacco, cannabis advertising still poses an obstruction by the major Internet entities, television and radio with regards to placing digital ads. This means that Novus has to use innovative resources to reach our target audience. Third party advertisers also have the same obstacles as Novus, and in the early part of the 4<sup>th</sup> quarter management made conscious effort to build, in-house, a marketing department focusing on technology that disseminate Novus' branding initiative in the legal cannabis segment that is marketed similar to pharmaceuticals and tobacco.

Our achievements in these initiatives have been accomplished in the following manner.

#### **i. Social Networking Success:**

With digital ad dissemination on Twitter, Facebook and LinkedIn have given us much needed branding and lead generation. Since September 2016 the company has gone from 10,000 impressions to 500,000 impressions per month with a .5% engagement rate to our sales funnel, a significant increase at a fraction of the cost for third party marketers.

From these relationships in the first quarter the Company decreased its digital ad from 1.5 million monthly unique views to 1,000,000 monthly ad views but a significant increase of 100% from a .5% engagement rate to .9% engagement rate with our branding initiative, indicating that quality target audience is essential to the branding effort.

This has reduced the cost of advertising by 35%, giving Novus MedPlan



the ability preserve cash on hand to allow for early market awareness campaigns.

ii. **Digital Ad Dissemination with Ad Exchanges:** Ad exchanges are a technology platform that facilitates the buying and selling of media advertising inventory from multiple ad networks. The approach is algorithmic technology-driven as opposed to the historical approach of negotiating price on media.

In 2016 the Company utilized big data by Nielsen then the Company has added comScore, DoubleVerify, Peer 39, and GrapeShot, that geo targets consumers that have engaged in certain behavioral activities on the internet. The Company is engaged in negotiations with 50 notable digital ad data providers and 20 exchanges that will allow advertising that contain the word **marijuana and/or cannabis**. It is our determination that this will be a game changer not only for Novus but also for the medical cannabis industry as a whole.

iii. **Programmatic Marketing Proximity Targeting:** This technology helps our marketing efforts reach for demographic audience behavior down to the longitude and latitude of our target consumer. This is the best utilization of quality data that can identify our target audience down to every storefront dispensary, venue that our target audience is visiting. For example since we can target consumers when they visit pain clinics Novus capture their information on mobile devices, reach consumers when they are at a dispensary and send an a Novus advertisement. This precision targeting is done by gathering accurate data from GPS coordinates, however what makes this different is that it allows closer proximity than Google Maps and a customizable location based on consumer activity via app on mobile devices down to 5 meters. This quick video proximity marketing will surely convince you that Novus is taking the right route towards their marketing effort: <https://vimeo.com/120834432>

### **IRS Code 280E Works On Novus' Behalf:**

May legal cannabis dispensaries operate as a non-profit, allowing them to off set payment of federal taxes on realized revenue of up to 70%, making is a fine line of legal tax issues.

In the future as dispensaries become profitable and owners recapture their investment(s), they run the risk of losing their non-profit status and many will now face taxation on administrative and operations without the benefit of tax deductions. This IRS code 280E is deductions or credit shall not be allowed for any amount paid or incurred during the taxable year in carrying on any trade or business if such trade or business (or the activities which comprise such trade or business) consists of trafficking in controlled substances (within the meaning of schedule I and II of the Controlled Substances Act)

which is prohibited by Federal law or the law of any State in which such trade or business is conducted.

(Added Pub. L. 97–248, title III, § 351(a), Sept. 3, 1982, 96 Stat. 640.)

This is significant, now dispensaries face competitive disadvantages paying for methods of targeting consumer foot traffic to their local facilities. Being a Novus provider, there's an incentive for dispensaries that can advertise, at no cost, through Novus' digital marketing network, provided that the dispensaries impart sizeable discounts on meds to Novus patient/members. The reasoning behind this benefit is:

- Dispensaries pay sizeable expenditures to corral consumers; with being a Novus provider there is loyal stable consumer flow.
- For Novus there is no real greater cost since, since Novus is currently instrumenting marketing and advertising efforts.

### **Limited Debt:**

During fiscal 2016 CEO, Frank Labrozzi gave a writ of forgiveness of debt for funds he has infused into the company with no equity. Novus has established a policy of little to no debt, overhead and the burn rate. Stated as a "Going Concern" by an audit back in 2006, Novus' expenditure rates may not have any foreseeable adverse financial issues with dry powder of cash in our coffers. This gives Novus the advantage to have strong Net Asset Value on our Balance Sheet as opposed to debt financing, and gives our shareholders a good value and places no financial strain on the company's day to day operation.

### **Legal Cannabis Managed Care Platform For Worker's Comp:**

In California, the passing of Proposition 64 has given way for Novus to begin to encapsulate into recreational users by utilizing a managed care platform, a system of healthcare in which patients agree to visit only certain doctors and dispensaries which the treatment, cost and discount of meds are monitored by Novus, the managing entity.

How do Novus' MedPlan benefit patients and employer's interests? Four principal factors: a) California has the highest permanent disability claims in the nation with an inherent on going pain management crisis, b) the state has among the highest claims in terms of medical costs, c) it has a high cost of delivering insurance benefits and; d) another driver of California's higher premiums is the state's medical treatment costs.

Novus solves this problem is by implementing a supplemental workers compensation program with Novus' infrastructure with California marijuana dispensaries. Then instrumentally delivering a supplemental worker's compensation plan will ease insurers

and employers burdens by allowing Novus to procure, in network, a consortia of physicians that will take in patients, generate more medical marijuana recommendations for the protocol for pain management and other ailments to ease suffering. What makes this a value for insurers and employers is that California worker's compensation premiums will decrease losses because Novus low premiums and its medical marijuana meds are affordable.

## **Expansion Of CBD Providers**

CBD is the non-psychoactive compound of cannabis—it does not give you a high like tetrahydrocannabinol (THC), which is sought after by many medical marijuana users. CBD has repeatedly been proven to significantly alleviate conditions such as seizures and epilepsy, also aid with a multitude of cancer-related ailments such as nausea, decreased appetite, pain, and sleep issues.

The medicinal evidence is strong and the CBD market is not going anywhere anytime soon with a projected increase of 700% from 2017 to 2020. Hemp/CBD products have been the darling of the MMJ industry until now, primarily due to the low barrier of entry into the marketplace, many sellers, private label foreign hemp/CBD and call it the miracle to alternative medication. Industrial hemp is not an optimal source of CBD, many compounds lack efficacy and contain contaminants that can be harmful then helpful. Novus makes a priority to review the lab testing and compounds for premium efficient to deliver medical benefits to our patient/members. And in 2016 Novus signed on CV Sciences as a national provider, making only two CBD extracts that we provide to our patient/members. With CV Sciences and Charlotte's Web Novus can give our patient / members up to 64% discount on these meds.

## **Future Of Cannabis With The Trump Administration**

During the 2016 elections four states legalized marijuana for recreational use, while four others legalized or expanded access to medical marijuana. As a result of those ballot initiatives, most states now recognize marijuana as a medicine, and one in five Americans lives in a state that has decided to tolerate medical cannabis consumption with a doctor's note. Trump campaigned on a different platform of marijuana and legalization, stating; "I think that should be a state issue, state-by-state," he said to The Washington Post last year. He later told Bill O'Reilly that he is "100 percent" in support of medical cannabis.

Investors should take note: during the campaign Trump stated he is for medical marijuana and no particular stance on recreational. Press Secretary Spicer stated that "It is unlikely that the Administration will dismantle the state regulations on cannabis."

The reason is: for the states that just legalized it the Trump administration would have a monumental cost of fighting this cause state by state, leaving less federal funds to fight the crimes that matter to the American public, not mention the job loss of product made

in America by Americans.

While a spending rider that is likely to be renewed protects medical marijuana suppliers from the feds, this rider approved by Congress in 2014 and 2015 prohibits the Justice Department from prosecuting marijuana suppliers who "fully comply" with state laws allowing medical use of the plant. A three-judge panel of the U.S. Court of Appeals for the 9th Circuit unanimously rejected that interpretation, saying federal marijuana defendants are entitled to evidentiary hearings at which they can try to show their actions were authorized by state law. Therefore if Sessions is given free rein and he is in a marijuana destruction mode he could easily destroy the recreational industry (not without being challenged) but not the medical marijuana industry, keeping Novus in forecast safe zone.

As it stands many insurance companies, Aetna and Humana for example, are opting out of ObamaCare, leaving millions of Americans without health insurance. This also includes many Americans currently opting out of ObamaCare, for reasons of higher premiums, deductibles, and pharmaceutical coverages. Whether it's ObamaCare or TrumpCare, it does not matter, Novus will continue to design its plans to fill the gaps and seek the inefficiencies and take advantage of the country's current healthcare shortcomings.

Novus MedPlan not only covers medical cannabis, but also dental, vision, hearing, diabetic, lab and imaging packages that rival many government-subsidized healthcare plans. In the foreseeable future, Novus plans to announce new benefit packages that will cover many Americans even if ObamaCare is repealed and/or placed.

There are only two Federal Departments that do not uphold against popular vote, they are the DEA and the FDA for obvious reasons, but neither department has regulatory authority over appropriations of funds, Congress does. So, what we have here is most Americans (60 percent, according to Gallup) think marijuana should be legal, while most Republicans continue to oppose legalization federally, and that's ok with businesses in the medical marijuana practices, such as Novus' business model. But even among Republicans, most—70 percent, according to a CBS News poll conducted last April—think the feds should not try to override state decisions in this area. Again leaving cannabis in recreational realm open for discretion not medical marijuana and any challenges against either one a uphill legal battle that can reign for years.

In summary:

- i. Collectively the estimated American voters for marijuana legalization 160 million and total number of votes Trump and Clinton combined 124 million votes (chalk this up to the American voters)
- ii. If Sessions has gotten no funds for the DOJ for cannabis fight
- iii. Trump abiding to his promise to respect state medical marijuana policies, pleasing left-leaning voters in the house and the DOJ.

All the president-elect has to do leave this issue alone. And let both recreational and medical continue to gain market share which is estimated to be well over \$50 billion by 2022

## **Focus on Remainder 2017 – Strategic Acquisition**

Rapid growth for many insurance companies is the through strategic acquisitions, and/or business combinations. Novus feels the advantages are adding value to the combined entity by increasing overall revenues. Expand distribution channels that you can leverage more effectively with our own products and services. Accessing a talent pool of without the need to engage in an extensive search and hiring process.

Novus's focus of expansion of acquisitions are but limited too:

- i. Books of business to consolidation of synergistic health plans
- ii. Improve operation efficiencies
- iii. Re-org, of businesses with antiquated technologies
- iv. Increase valuations models
- v. Boost net capital
- vi. Acquire undervalued firms
- vii. Further diversification
- viii. Empowerment within market segments

Novus executives should be mindful of potential impacts from fluctuating economic conditions; volatility in the US equity markets, rising interest rates, and the direction of current politics that could impact the industry.

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- Cash on hand has increased \$83,276 this quarter from \$74,236 in the first quarter

## **MMJ Sector**

While many health insurance companies are focused on federal programs like Medicare and Medicaid, they must adhere to all federal laws including those that classify medical marijuana as a controlled substance. Conflicting federal and state laws surrounding the burgeoning industry have been a source of widespread confusion, which has led many insurance companies to refuse coverage of both cannabinoid concentrates (CBD) and medical marijuana (THC) treatments for patients in need.

The Novus MedPlan includes everyone in middle-income household, regardless of age or health status. The company simply took the deficiencies in ObamaCare/Affordable Care Act and added benefits in a supplemental package-giving members cost savings on the products and services in our Provider Network. Other than cannabis related meds, Novus can offer many other benefits such hearing, vision, dental, diabetic and many more benefits being added every month.

## **Medical Marijuana Health Revenue**

Insurance is the staple of Novus' business model, mainly in risk oversight, non risk, risk management consulting, and financial intelligence. Revenue in the health plan is realized on a per member per month or "PMPM" basis, derived from an HMO term, which is based on the number of members being current on their premiums. The Novus business model is based on health insurance in risk and non-risk areas. The program works as follows: "members", "patients" or "lives" for the oversight management to mitigate risk, patients pay a fee of \$24.95 per month. According California NORML, conservative estimates indicate there are now over 1,000,000 medical marijuana cardholders in California, or 2% of the population. Other data stipulates an estimate of over 1,125,000 patients, or 3% of the population. Therefore, we can extrapolate that 2% of the population in California alone are qualified for some type of MMJ treatment (THC component), and within 5 years other states will join in the movement. However our target market nationwide is approximately 23 million that can use Novus's MedPlan.

Ultimately, as new states and federal determinations approve medical cannabis Novus' risk and non-risk insurance infrastructure into its quality of care model, that once cannabis is down graded from a Schedule I to a Schedule II by the Federal Government, we will be implement co-pay, reimbursement and deductibles as permitted by each state.

For all intent and purposes Novus infrastructure is set in place in many states but the infrastructure building will always be ongoing, with expansion into a full health coverage component, once federal statutes approve legal cannabis on a national level. Then, whichever direction the MMJ industry regulatory protocol goes Novus will be there with the most important part, compliant integration of patients into their preference of treatment through our network.

It is management's goal to diversify from a single oriented line of business, medical marijuana medical plans, to multiple insurance lines of business and revenue streams. As the medial cannabis industry matures, being an insurance company opens up numerous revenue segments that will create more channels of profitability within the lines of business of health, life, accident, annuity contracts, commercial vehicle, medical marijuana, and commercial liability.

Insurance premiums for prospective property/casualty, life and health insurance are earned over the loss exposure or coverage period in proportion to the level of protection provided. In most cases, premiums are recognized as revenues ratably over the term of the contract with unearned premiums computed on a monthly basis.

### **Medical Marijuana Competitive Assessment**

In the current environment major insurers won't cover MMJ for at least the next 5 years, leaving Novus the market share of a national consumer base of close to 23 million patients. The reason health insurers won't cover MMJ is:

a) MMJ is not approved by the FDA, and that approval depends on clinical studies conducted within the US that measure efficacy, safety, effectiveness and side effects, and;

b) Major carriers don't want to jeopardize their lucrative federal agreements with Medicare and Medicaid that can reach into the billions of dollars annually

Since over 60% of American approve of this alternative treatment it will be inevitable that the federal government will be initiating some form of legalization in the next 5 years.

### **Health Insurance Diversification**

Novus subsidiary, WCIG Insurance Services, Inc., a California domiciles insurance entity in late August of 2015 with the knowledge that the insurance industry plays a vital role in the economy of the United States. Novus' attraction to the insurance industry's \$3.0 trillion market share with a global reach and the ability for Novus to sell our own policies.

U.S. based insurers are also significant participants in the global financial markets. As of year-end 2014, the Life Health and Property and Casualty sectors reported \$7.3 trillion in total assets, roughly half the size of total assets held by insured depository institutions.

### **International Expansion**

Novus began its filing to charter its business to expand into Canada cannabis market.

## **Growth Opportunities in Emerging Insurance Markets**

Also alluring are emerging markets in Asia and Latin America, which present growth opportunities for U.S. insurers. Between 2000 and 2007, three-fourths of global insurance premium growth was generated in North America and Western Europe. Since 2007, the majority of global premium growth has shifted to Asia, India and Latin America.

## **Valuations of Insurance Companies**

Another frequently cited metric for publicly traded insurers (and other financial institutions) is price to book value, which compares the market value to the book value on the balance sheet of an institution.

Many off-shore investment firms are leaning towards insurance because of this metric and that valuations consistently trade higher than 15-20 times multiple, making the global insurance market a rapid expansion, particularly in emerging markets within Asia, India and Latin America.

By way of comparison, while total global premium volume grew by 90 percent from \$2.4 trillion in 2001 to \$4.6 trillion in 2011, U.S. premium volume only grew by 33 percent, from \$904 billion to \$1.2 trillion. Projections estimate by 2030 the U.S. market share will fall to seven percent globally, taking a distant third place behind India (23%) and China (18%), and there embeds future institutional investors and our market share as an emerging growth insurance entity.

## **Novus Technology**

Novus is in the mind set of continual improvement with regards to the development and the roll out of an automated insurance web portal <http://getnovusnow.com>.

This portal design will make Novus the online one-stop insurance entity, giving consumers instant and easy access to a range of insurance solutions, tailored specifically to their insurance profile.

The portal services policy management for members and their insurance needs, through two areas a) holding policies of Novus or b) as an aggregate that can continue to monetize our business model.

To meet this demand Novus' portal has established a footprint in the institutional insurance business where Novus has designed to generate up to 40 insurance lines of business, automation of API gateways tied to 24 of the nation's largest insurance carriers, to take advantage of any revenue opportunity.



We have squeezed out the inefficiencies with automation; shareholders can be assured that Novus, a pioneer of legal cannabis medical plans and other insurance, will no longer be one-dimensional. In our strategic assessment, we found that internationally there has been a significant increase in the amount of insurance contracts concluded via the Internet.

Intellectual properties integrated into Novus' web portal is that 72% of consumers use the Internet as their primary source of insurance information and procurement. Novus concluded that very few insurance companies use technology, which lead to a lower satisfaction rate and customer retention. Novus' portal will give consumers ease of benefits selection, premium payments, and binding of policies. Value added, Wall Street and the insurance industry complement each other with the integration of insurers and investment banks, who are both constituents to leverage capital market positions".

To-date Novus' management has procured multiple lines of health care services for mid-market consumers and institutions that are not insured or under insured with a solid provider network covering over 10,000 zip codes nationwide. Our current benefit packages cover, in addition to the medical cannabis, physician visits, dental, lasik, hearing, diabetic supplies, lab services, and gain entry in the commercial liability market.

Novus' portal can:

- a) Procure, retain, and service new and existing members
- b) Offer, nationally, 12 flexible health benefit packages
- c) Insurance Wholesaler/Aggregator: Novus' portal and search utility can allow clients to gain several quotes via an electronic e-quote form.
- d) The integration of 24 major insurance carriers payment gateway for quotation, payment and binding of policies.
- e) Automated management for global affiliate programs for lead generation and procurement. Independent insurance agent enrollment and marketing tools of Novus' lines of business
- f) Member only section where members can select and place orders with licensed medical marijuana dispensaries via push notifications, as well as with our other providers with a no cost solution to upload and display products with a piggyback on Novus' marketing backbone through email, social networking, digital display advertising at no cost
- g) Automation to generate claims and the modification of insurance coverage's

Novus' portal was designed to attract, convert, optimize and retain customers, deliver high customer satisfaction with the right message to the right customer at the right time. According to Bain and Co., financial services and insurance research shows that each customer that is satisfied will bring 6.3 new customers per year with a 97%

renewal rate. As Novus ventures into its diversification, our goal is continual improvement that is determined to be rewarding for our shareholders.

## **Management Discussion and Analysis**

Our infrastructure development and expansion into new markets will be continual, since the legal cannabis health plan and its medicinal properties is being accepted by main street U.S.A. Novus will begin to open new under developed legal cannabis markets and create branding initiatives within that geo region. This will give Novus a hedge into market share before other competition moves into the space. Or, conversely most insurance and re-insurance entities don't develop markets they acquire developed markets.

Since becoming an insurance entity, Novus has been approached by numerous PIPE entities and capital companies that want to invest into Novus with potential toxic convertible notes, it is management's desecration to let the shareholders of Novus know that any funding initiatives will not be considered.

As we head into 2017, with a new President, legal cannabis states that have revised laws, and new states that approved cannabis, is a milestone for the industry. We continue to expand the availability of the Novus MedPlan in additional legal cannabis states. The process is arduous, dealing with each State Department that regulates insurance laws, cannabis laws, securities laws and fiduciary requirement laws, making it a tedious and lengthy process.

Being the first to bring health coverage to the legal cannabis segment gives Novus a competitive advantage over other insurance companies. Since legal cannabis is not federally approved, the trepidation of competing insurance entities getting into cannabis could result in a loss of their lucrative Medicare and Medicaid contracts. Novus' objective is to be compliant on a state level and since we never take possession of the plant we don't have any risk of state line issues, brought by evidence of a our legal opinion written by the firm Vicente Sederberg the leading cannabis law firm in the country.

The barrier of entry aside from insurance compliance is engaging with cannabis cultivators, manufacturers and dispensaries that we call our "Provider Network" or "Provider(s)". These Provider(s) are typically early stage companies and the due diligence to determine their criteria of Provider financial validity is cumbersome and getting them to gain trust in corporate America is burdensome, but Novus is and has accomplished this undertaking.

As new and existing legal cannabis states struggle with cannabis rules and regulations, some states struggle with developing markets, but it has been our

determination to continue to file with states prior to their markets developing. With cash on hand, no debt or toxic financing and extremely low overhead, Novus' intrinsic value currently comes from our infrastructure expansion in legal cannabis states and diversified insurance lines.

We have overcome impediments in 2016 by stabilizing depository relationships with banking entities. Solving complexities of Internet companies not allowing our digital marketing to be placed on ad exchanges, resulting of bringing our advertising efforts in-house, where we have improved efficiencies from six thousand digital impressions per month to 1.7 million impressions with a 5% engagement rate in the month of December 2016 alone.

Our optimization curve on our digital ad placement platform is still being tweaked and our access to this digital marketing technology will give us the ability to increase to approximately 5-6 million viewers in the next coming months

Our platform gives us, Big Data access, such as Nielson, whose technology allows us to target an audience who is looking for health insurance at the time the consumer is in a buying mode. In addition we have implemented a "Beaconing" technology, which allows us to create a beacon over certain locations (within 5 meters of an address) targeting the consumers location through their mobile device. Then once the consumer returns to their location of business or residence their WIFI will pick up that data and create a cross device digitization for re-targeting purposes. This technology can target consumers that visit every dispensary, every MMJ venue within our geo-demographic region. This is known as conquest marketing, to reach the consumers based on behavior, location and the most impressive, targeting consumers that have visited these locations as far back as 1 year.

## **Insurance Diversification and Industry Growth**

Our core business is health in legal cannabis, secondly, liability, annuities and accident insurance lines. It is our contention that we believe that smart money focuses on diversity and the competitive advantage of being an insurance company. It is imperative to let shareholders know that our focus is the cannabis sector, but understand as our popularity grows, we are being approached by other entities that grant us opportunities in diversified insurance lines that can't be ignored.

By way of comparison the next 5 years insurance lines that will increase by triple digits are the following areas:

- Legal Cannabis: Projected \$20 billion

- Full Health Care: Projected \$1.7 trillion

And Novus wants a portion of the above mentioned market share and as a shareholder we want you to gain value with respect to being diversified. What this means is that if Novus, during this developmental period cannot supply insurance directly then we can aggregate the policy to other carrier(s) and still generate an estimated 25% EBITDA.

The summation of Novus becoming an insurance entity was a windfall, there are many opportunities to being a California licensed insurance entity, and it dove tails directly with management's forte in Wall Street deal making, Healthcare and Insurance, and Financial institution funding of insurance programs.

### **Novus Annuities**

Our annuity lines in California gives Novus the right to sell our own fixed corporate annuities to accredited investment corporations. This program will be a fixed annuity, where institutional investors will put funds into Novus/WCIG, have the principal protected 100% with collateral by purchasing zero coupon treasury bonds (5-7 years), then Novus can offer to the financial institutions the following:

- a) Straight 4-5% interest per year with an 18% profit sharing on net proceeds, or;
- b) The financial institution has the option to convert to common stock or warrant at a pre-negotiated value.

Novus is one of the few small cap companies that have the ability to write an investment instrument that secures investment money from institutional entities 100%. Then Novus will use the allocated funds for our policy underwriting efforts in our specific insurance lines of business. **Revenue recognition:** Insurance premiums for prospective property/casualty, life and health insurance are earned over the loss exposure or coverage period in proportion to the level of protection provided. In most cases, premiums are recognized as revenues ratably over the term of the contract with unearned premiums computed on a monthly basis. For the purposes of this report it is computed on a yearly basis. This method should not be construed to any toxic convertible funding.

- A. Date and State (or Jurisdiction) of Incorporation: 1996 Nevada
- B. The issuer's primary and secondary SIC Codes; 5241
- C. The issuer's fiscal year end date; December 31

## Safe Harbor

This submittal includes forward-looking statements, which are based on certain assumptions and reflects management's current expectations. These forward-looking statements are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations. Some of these factors include: general global economic conditions; general industry and market conditions and growth rates; uncertainty as to whether our strategies and business plans will yield the expected benefits; increasing competition; availability and cost of capital; the ability to identify and develop and achieve commercial success; the level of expenditures necessary to maintain and improve the quality of services; changes in the economy; changes in laws and regulations, includes codes and standards, intellectual property rights, and tax matters; or other matters not anticipated; our ability to secure and maintain strategic relationships and distribution agreements. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. And investors should be aware that the financials are unaudited and are subject to change.

The Private Securities Litigation Reform Act of 1995 provides a “safe harbor” to encourage companies to provide prospective information, so long as those informational statements are identified as forward-looking and are accompanied by meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those included in the forward-looking statements. We desire to take advantage of these provisions. This report contains cautionary statements identifying important factors that could cause actual results to differ materially from those projected herein, and in any other statements made by Company officials in communications with the financial community and contained in documents filed with the Securities and Exchange Commission (SEC). Forward-looking statements are not based on historical information and relate to future operations, strategies, financial results or other developments. Furthermore, forward-looking information is subject to numerous assumptions, risks and uncertainties. In particular, statements containing words such as “expect,” “anticipate,” “believe,” “goal,” “objective,” “may,” “should,” “estimate,” “intends,” “projects,” “will,” “assumes,” “potential,” “target” or similar words as well as specific projections of future results, generally qualify as forward-looking. Aflac undertakes no obligation to update such forward-looking statements.

## **Management:**

Frank Labrozzi, Chairman, CEO:

Mr. Labrozzi is a Wall Street veteran for the past 25 years. A results-oriented analytical executive with diverse industry disciplines and has worked with many small to mid cap companies and investment firms in with specialty of focus on:

- Mergers and Acquisitions Healthcare and Insurance
- Turnaround/ Reorg
- Strategic Planning
- Corporate Finance

Consulted and negotiated contractual terms with many industry leaders with increased market capitalization, corporate cap structure and market assessment with over 100 private and public companies. Represented Reorg Turnarounds as interim management for public companies that were in the brink of insolvency. And; introduced Asian and European companies to the NASDAQ equity markets.

Director of NDEV

CEO of Novus Medical Group, Inc.

Andrea Lopez

Andrea Lopez has been responsible for creating and maintaining Program Integrity and Compliance enterprise wide strategic policies for numerous companies under the performance standards and scrutiny of the U.S. Government and Fortune 500 Companies. With over two decades of experience maneuvering within the corporate world, Andrea has expanded her broad knowledge base to encompass management, professional development, and strategic communication while honing her business acumen across intercontinental industries.

Andrea has over 15 years of care compliance and program integrity experience: both domestically and internationally, with proven proficiency in cultural intelligence in trans media multi-cultural communication. She has developed and led enterprise-wide efforts at the executive level, implementing internal controls, policies and procedures to mitigate the risk of noncompliance with contract deliverables and applicable domestic and foreign laws and regulations. Andrea has coauthored multiple articles for industry-specific publications and has conducted instructional presentations to conference attendees at multiple symposiums world- wide, to include mentorship and education development with delivery to international student bodies. Andrea received both a Master of Science in Security Management (MSM) and a Bachelor of Science degree in Criminal Justice Administration from the prestigious Bellevue University.

## 8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or

advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the 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 the date of this information statement.

a) Mr. Labrozzi Chairman CEO holds 47,200,000 shares common and 6,600 shares of Series A Preferred

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

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

N/A

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

N/A

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

N/A

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

N/A

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

Frank Labrozzi CEO hold 47,200,000 shares common and 6,600 shares of Series A Preferred. Address 12805 SW 84 Ave Road Second Floor Miami FL 33156

9) Third Party Providers

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

Legal Counsel

Law Offices: "West and Associates"  
South Bay Office  
700 N. Pacific Coast Highway  
Suite 201  
Redondo Beach, California 90277  
Telephone (310) 374-4141  
Facsimile (310) 372-4137  
WestandAssociates1@gmail.com

Accountant or Auditor

Management prepares financial statements for OTC Markets interim, last known audit was performed by

LBB and Associates LTD LLP  
10260 Wertheimer road  
Suite 310  
Houston Texas, 77042  
United States

Investor Relations Consultant

N/A



## 10) Issuer Certification



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

The certifications shall follow the format below:

I, Frank Labrozzi certify that:

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

August 11, 2017

Frank% Labrozzi CEO

Financial Statement Next Page

**Balance Sheet**  
**June 30, 2017**  
**Interim**  
**Novus Acquisition & Development Corp**

	<u>30-Jun-17</u>	<u>31-Mar-17</u>	<u>2016</u> Year End
<b><u>ASSETS</u></b>			
Cash and cash equivalents	\$83,276	\$74,236	\$53,984
Investments	0	0	72,800
Total current assets	83,276	\$74,236	126,784
Software Development	76,760	73,060	72,560
Insurance Assets	570,000	570,000	570,000
TOTAL ASSETS	730,036	\$717,296	769,344
<b><u>LIABILITIES AND EQUITY</u></b>			
Current liabilities:			
Note Due to Related Party	91,000	91,000	91,000
Due to related parties	0	0	23,732
Total current liabilities	91,000	91,000	114,732
Total liabilities	91,000	91,000	114,732
Stockholders' Deficit:			
<b>Common Stock</b> 200,000,000 shares authorized \$.001 par value shares increased from March 31, 2017 and June 30,2017 92,453,624 to 95,703,624 respectively	95,703	92,453	92,453
<b>Series A Preferred:</b> \$.001 par value; 6,600 shares authorized; all shares issued and outstanding as of Dec 31,2015 through Sept 30, 2016 respectively	660	660	660
<b>Series B:</b> Preferred dividend stock: \$.001 par value; 100,000,000 shares authorized; no shares issued	0	0	0
<b>SeriesC &amp; D Preferred Shares:</b> \$.001 par value; 100,000,000 shares authorized; no shares issued and	0	0	0
Total	96,363	93,113	93,113
Additional paid-in capital	7,236,896	7,290,766	7,270,766
Accumulated Deficit	5,846,788	5,896,788	5,883,449
Total Equity	1,390,108	1,393,978	1,387,317
Total Liabilities and Equity	730,036	717,296	769,344

**Income Statement**  
**June 30, 2017**  
**Interim**  
**Novus Acquisition & Development Corp**

	30-Jun-17	31-Mar-17	Dec-31-16	30-Sep-16	30-Jun-16	31-Mar-16	2016 YTD
	\$	\$	\$	\$	\$	\$	\$
Revenues	31,094	27,224	24,482	21,100	14,067	19,024	78,673
G&A Expenses	8,448	7,334	6,197	8,456	11,234	9,361	35,248
Professional fees	3,000	2,500	2,000	3,000	4,000	3,000	12,000
Salaries and wages	-	-	-	-	-	-	-
Total operating expenses	19,646	17,390	8,197	11,456	15,234	12,361	47,248
Income from operations	11,448	9,834	16,285	9,644	-1,167	6,663	31,425
Other income (expense):	-	-	-	-	-	-	-
Investment gains (losses) - -	-	-	-	-	-	-	-
Other income	-	-	-	-	-	-	-
Total other income (expense)	-	-	-	-	-	-	-
Income	-	-	-	-	-	-	-
Net Income	11,448	9,834	16,285	9,644	-1,167	6,663	31,425

**Cash Flow Statement**  
**June 30, 2017**  
**Interim**  
**Novus Acquisition & Development Corp**

	30-Jun-17	31-Mar-17	2016 Year End
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	\$	\$	\$
Net income (loss)	11,448	9,834	31,425
Adjustments to reconcile net income (loss) to net cash used in operating activities:	-	-	-
Stock-based compensation	-	-	2,000
<b>NET CASH USED IN OPERATIONS</b>	11,448	9,834	29,425
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>	83,276	74,236	72,800
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	0	149,756	149,756
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	83,276	74,236	769,344
<b>SUPPLEMENTAL CASH FLOW INFORMATION</b>			
Cash paid during the period for:			
Income taxes	-	-	-
Interest	-	-	-
<b>NONCASH FINANCING ACTIVITIES</b>	-	-	-
Conversion of accrued expenses to common stock	-	-	-
Conversion of payable to related party to common stock	83,276	74,236	114,732

**Equity Statement**  
**Year End 2016**  
**Novus Acquisition & Development Corp**

	Series A Preferred		Series B Preferred		Series C Preferred		Common Stock		Additional	Accumulated	Total
	Shares	Par Value	Shares	Par Value	Shares	Par Value	Shares	Par Value	Paid-in Capital	Deficit	Equity (Deficit)
Balance 3-31-2017	###	0.0010	-	\$ -	4,000,000	\$ 4,000	#####	#####	\$7,290,766	\$5,896,788	\$1,393,978
Net income (loss)	-	-	-	-	-	-	-	-	-	-	-
Stock compensation	###	-	-	-	-	-	#####	93,704	7,290,766	5,896,788	1,393,978
Conversion of debt	-	-	-	-	-	-	-	-	-	-	-
Stock compensation	-	-	-	-	-	-	1,250,000	1,250	-	-	-
Net income (loss)	-	-	-	-	-	-	-	-	-	-	-
Balance 6-30-17	###	0.0010	-	\$ -	-	\$ -	#####	#####	\$7,236,896	\$5,846,788	\$1,390,108

# Novus Acquisition & Development Corp.

## Notes to Consolidated Financial Statements

### - DESCRIPTION OF ORGANIZATION

Organization – Novus Acquisition & Development Corp. (the “Company”) was incorporated on November 11, 1996 under the laws of the state of Nevada under the name Shirazi Corporation. On January 1, 2003 Shirazi Corporation changed its name to Surface Tech, Inc. On September 29, 2006 Surface Tech, Inc. changed its name to BrandQuest Development Group, Inc. and on April 2009 changed its name to Novus Acquisition & Development Corp.

The primary activities of the Company were to serve as a private equity firm for the purpose of self funding and/or acquiring one or more operating businesses. The focus of the Company’s business model has changed due to economic and market conditions. Commencing May 2008, the Company’s business model and purpose is providing risk management within the alternative medicine field including medical marijuana in states where it is approved. From the risk management model we have our focused set on discount medical plans and supplemental insurance programs that will aide and assist patients with discounts within alternative medicine fields discounts to medication in the respective approved states.

NDEV will work as outside developers and will not cultivate, handle, transport grow, extract, dispense put up for sale, put on the market, vend, deliver, supply, circulate, trade, cannabis or any substances that violates the United States law or the Controlled Substances Act, nor does it intend to do so in the future and will continue to follow state and federal laws. The products and statements made about specific products have not been evaluated by the United States Food and Drug Administration (FDA) and are not intended to diagnose, treat, cure or prevent disease. All information provided on this press releases or any information contained on or in any product label or packaging is for informational purposes only and is not intended as a substitute for advice from your physician or other health care professional.

The state laws are in conflict with the federal Controlled Substances Act. The current administration has effectively stated that it is not an efficient use of resources to direct federal law enforcement agencies to prosecute those lawfully abiding by state designated laws allowing the use and distribution of medical marijuana. However, there is no guarantee that the current administration, nor any future administration, will not change this policy and decide to enforce the federal laws strongly. Any such change in the federal government’s enforcement of current federal laws could cause significant

financial changes to the Company. While we do not intend to harvest, distribute or sell cannabis or cannabis related products, we may be harmed by a change in enforcement by federal or state governments.

Delay on Audit; The reason the company disseminated a press release in March of 2014 was the fact the Auditors entered into an engagement letter with the Company. After review the Auditors were required, a roll forward of Equity Sheet from inception. Since the company was formed in 1996 management painstakingly researched and produced documents that the Auditors would need to disseminate under SEC rules in a compliant manner. This process has taken some time and the Company now has all the necessary documentation to carry out the audit.

Basis of accounting – The financial statements are prepared using the accrual basis of accounting. Revenues are recognized when services are rendered and expenses are recognized in the period in which they were incurred. The basis of accounting conforms to accounting principles generally accepted in the United States of America.

#### Going concern

The company has been a going concern since their PCAOB audit in 2006. Even though this may create an uncertainty, the company has had this tag on its financials since 2006 audit.

#### Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities, at the date of these financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### Revenue recognition

The Company recognizes revenue in accordance with Staff Accounting Bulletin ("SAB") No. 104, "Revenue Recognition in Financial Statements" which established



that revenue can be recognized when persuasive evidence of an arrangement exists, all significant contractual obligations have been satisfied, the fee is fixed or determinable and collection is reasonably assured

In 2009 the company began generating revenue by rendering consulting services to an unrelated party in exchange for shares of the customer's stock. These revenues were valued at the fair market value per share as of the date the services were rendered pursuant to a consulting agreement and discounted for lack of marketability and blockage.

In 2012 the company generated \$ 65,072 from various consulting efforts and in 2013 the company generated revenue of \$9,522.60 from various consulting efforts. At the late end of 2013 the company decided to provide Risk Management within the Medical Marijuana space which has led to the Company's effort to get into the discount medical plan, and ultimately the supplemental insurance space.

#### Cash and Cash Equivalents

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

#### Fair value of financial instruments

The carrying amounts of financial instruments, including cash, accounts receivable, and investments approximate fair value at December 31, 2009 due to the relatively short maturity of the instruments.

#### Shareholder Loans

Frank Labrozzi the CEO, has infused money periodically into the Company and its subsidiaries for a total of \$91,000 but has forgiven debt of \$100,000 in 2016 without any equity.

#### Available for Sale Securities

The Company accounts for investments under Statement of Financial Accounting Standards ("SFAS") No. 115, Accounting for Certain Investments in Debt and Equity Securities. The Company reports investments in debt and marketable equity securities at fair value based on quoted market prices or, if quoted prices are not available, discounted expected cash flows using market rates commensurate with credit quality and maturity of the investment. Investment securities are designated as available for sale with unrealized gains and losses included in comprehensive income. Held-to-maturity securities are reported at amortized cost. The Company regularly reviews

investment securities for impairment based on criteria that include the extent to which the investment's carrying value exceeds its related market value, the duration of the market decline, the Company's ability to hold to recovery and the financial strength and specific prospects of the issuer of the security. Unrealized losses that are other than temporary are included in the determination of income. Realized gains and losses are accounted for on the specific identification method.

### Income taxes

Income taxes are computed under the provisions of SFAS No. 109 "Accounting for Income Taxes", using an asset and liability approach for financial accounting and income tax reporting based on expected tax rates. Deferred tax assets are reduced by

a valuation allowance when it is more likely than not that some portion, or all, of the deferred tax assets will not be realized.

### Earnings per share

The Company computes basic and diluted earnings per share amounts at December 31, 2016 of 3,500,000 common shares is a factor of less than .001% pursuant to SFAS No. 128, "Earnings per Share." There are no potentially dilutive shares outstanding and, accordingly, dilutive per share amounts are the same as basic at the aforementioned dates.

### Reclassifications

Certain amounts in the prior year financial statements have been reclassified for comparative purposes to conform to the current year presentation.

### New accounting pronouncements

#### Fair Value Measurements

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements". SFAS No. 157 provides guidance for using fair value to measure assets and liabilities. SFAS No. 157 addresses the requests from investors for expanded disclosure about the extent to which companies measure assets and liabilities at fair value, the information used to measure fair value and the effect of fair value measurements on earnings. SFAS No. 157 applies whenever other standards require (or permit) assets or liabilities to be measured at fair value, and does not expand the use of fair value in any new circumstances. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and will be adopted by the Company in the first quarter of fiscal year 2008. The Company is unable at this time to determine the effect that its adoption of SFAS No. 157 will have on its consolidated results of operations and financial condition.

In February 2008, the FASB issued Staff Position ("FSP") 157-2, "Effective Date of FASB Statement No. 157". This FSP delays the effective date of SFAS No. 157 for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value on a recurring basis (at least annually) to fiscal years beginning after November 15, 2008, and interim periods within those fiscal years. The impact of adoption was not material to the Company's financial condition or results of operations.

Accounting                      for                      Uncertainty                      in                      Income                      Taxes

In July 2006, the FASB issued FASB Interpretation No. 48 (FIN 48), "Accounting for Uncertainty in Income Taxes – an interpretation of FASB Statement No. 109". FIN 48 clarifies that accounting for uncertainty in income taxes recognized under SFAS No. 109 "Accounting for Income Taxes". FIN 48 prescribes a recognition threshold and measurement attribute for financial statement recognition measurement of a tax position taken or expected to be taken in a tax return and also provides guidelines on various related matters such as derecognition, measurement and classification of income tax uncertainties, interest and penalties, and disclosure. FIN 48 also includes guidance concerning accounting for income tax uncertainties in interim periods and increases the level of required disclosures associated with any recorded income tax uncertainties. The differences between the amount recognized in the statement of financial position prior to the adoption of FIN 48 and the amounts reported after adoption are to be accounted for as a cumulative-effect adjustment recorded to the beginning balance of retained earnings. FIN 48 was effective beginning in fiscal year 2007 and did not have a material effect on the Company's financial position, results of development stage activities or liquidity.

### Considering the Effects of Prior Year Misstatements

In September 2006, the Securities and Exchange Commission ("SEC") issued Staff Accounting Bulletin No. 108 (SAB No. 108) "Considering the Effects of Prior Year Misstatements When Qualifying Misstatements in Current Year Financial Statements". SAB No. 108 provides interpretive guidance on how the effects of the carryover or reversal of prior year misstatements should be considered in qualifying a current year misstatement. The SEC staff believes that registrants should qualify errors using both a balance sheet and income statement approach and evaluate whether either approach results in qualifying a current year misstatement that, when all relevant quantitative and qualitative factors are considered, is material. The provisions of SAB No. 108 were effective for the Company's fiscal year ending December 31, 2007. The adoption of SAB No. 108 did not have a material impact on the Company's financial statements.

### Business Combinations

In December 2007, the FASB issued SFAS No. 141(R) "Business Combinations" SFAS No. 141(R). This Statement replaces the original SFAS No. 141. This Statement retains the fundamental requirements in Statement 141 that the acquisition method of accounting (which Statement No. 141 called the purchase method) be used for all business combinations and for an acquirer to be identified for each business combination. The objective of this SFAS No. 141(R) is to improve the relevance, and comparability of the information that a reporting entity provides in its financial reports about a business combination and its effects. To accomplish that, SFAS No. 141(R) establishes principles and requirements for how the acquirer:

- a. Recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree.
- b. Recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase.
- c. Determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination.

This Statement applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008 and may not be applied before that date. The Company is unable at this time to determine the effect that its adoption of SFAS No. 141(R) will have on its consolidated results of operations and financial condition.

#### Fair Value Option for Financial Assets and Financial Liabilities

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities – Including an amendment of FASB Statement No. 115", which becomes effective for the Company on February 1, 2008, permits companies to choose to measure many financial instruments and certain other items at fair value and report unrealized gains and losses in earnings. Such accounting is optional and is generally to be applied instrument by instrument. The Company does not anticipate that the election, of this fair-value option will have a material effect on its consolidated financial condition, results of operations, cash flows or disclosures.

#### Fair Value Measurements

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" SFAS No. 157 provides guidance for using fair value to measure assets and liabilities. SFAS No. 157 addresses the requests from investors for expanded disclosure about the extent to which companies' measure assets and liabilities at fair value, the information used to measure fair value and the effect of fair value measurements on earnings. SFAS No. 157 applies whenever other standards require (or permit) assets or liabilities to be measured at fair value, and does not expand the use of fair value in any new circumstances. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and will be adopted by the Company in the first quarter of fiscal year 2008. The Company is unable at this time to determine the effect that its adoption of SFAS No. 157 will have on its consolidated results of operations and financial condition.

#### Stock-based compensation:

Effective January 1, 2007, the Company adopted SFAS No. 123(R), "Share-Based Payment" ("SFAS 123(R)") and related interpretations which superseded APB No. 25.

SFAS 123(R) requires that all stock-based compensation be recognized as an expense in the financial statements and that such cost be measured at the fair value of the award. This statement was adopted using the modified prospective method, which requires the Company to recognize compensation expense on a prospective basis.

Therefore, prior period financial statements have not been restated. Under this method, in addition to reflecting compensation expense for new share-based awards, an expense is also recognized to reflect the remaining service period of awards that had been included in pro-forma disclosures in prior periods.

The fair value of each option grant has been estimated on the date of the grant using the Black-Scholes option-pricing model with the following assumptions:

	2015	2016
Expected dividend yield	-	-
Expected stock price volatility	90 - 101%	52 - 175%
Weighted average volatility	134%	147%
Risk-free interest rate	4.45 - 4.68%	0.98 - 4.93%
Expected life of options	2 years	2 years
Block discount applied	40%	40%

#### ACQUISITION OF MARKETABLE SECURITIES

During the year ended December 31, 2009, the Company began recognizing revenue from the sale of equity securities of \$ 35,678.04. Gross realized gains were \$1,142.59 then, were the identification method was used to determine the cost of the securities sold.

As noted below

December 31, 2009:

Available for sale:

Goo Green/Baroma, Inc.	<u>1,850</u>	<u>7,400</u>	<u>0.00</u>	<u>72,800</u>
Total	<u>\$2,150</u>	<u>\$10,160</u>	<u>\$0.00</u>	<u>\$70,040</u>

## INCOME TAXES

The benefit for income taxes from continued operations for the years ended December 31, 2015 and 2016 consist of the following:

	<u>December 31,</u>	
	<u>2015</u>	<u>2016</u>
Current:		
Federal	\$ -	\$ -
State	-	-
	<u>-</u>	<u>-</u>
Deferred:		
Federal from 2007		(3,324)
State from 2007	(37,115)	<u>(1,219)</u>
		(4,543)
Benefit from the increase in valuation allowance	<u>(12,875)</u>	4,543
	<u>49,990</u>	
Provision benefit for income taxes, net	<u>\$ -</u>	<u>\$ -</u>

The above benefit was calculated using a combined federal and state tax estimated rate as noted below

## INCOME TAXES

Deferred income taxes result from temporary differences in the recognition of income and expenses for the financial reporting purposes and for tax purposes. The net deferred tax assets are comprised of the following:

	December 31,	
	2015	2016
Deferred income tax asset	\$ (241,804	\$ (50,431)
)		
Valuation allowance	241,804	50,431
Deferred income tax asset	\$ -	\$ -

At December 31, 2016, the Company has net operating loss carry forward of approximately \$260,000 which will expire at various dates through 2027.

## COMMITMENTS

### Employment Agreements

The Company has employment agreements with both its Chief Executive Officer ("CEO") and President. The agreements are for nine years beginning November 17, 2008. Compensation relating to the agreements is 25,000,000 shares valued at on execution of the agreement and 1,000,000

Frank Labrozzi was granted in December of 2009 a Series A Preferred Shares, the attributes were;

### Section 1 - DESIGNATION OF SERIES AND RANK



The total 6,600 shares of such series shall be designated as the "Series A Preferred Stock" and the number of shares initially constituting such series shall be up to six thousand six hundred (6,600) shares. The Series A Preferred Stock shall be senior to the common stock and any other series or class of the company's preferred stock.

## Section 2 - CONVERSION RIGHTS

(a) All of the 6,600 shares of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall be not be convertible into shares of Common Stock, the Series A Preferred is voting shares only equal 66% of the total number of shares of Common Stock, plus the total number of shares of all other series of stock, which are issued and outstanding.

(b) All share of Series A Preferred Stock shall be not be convertible into the number of shares of Common Stock which equals 66% of the total number of shares of Common Stock, plus the total number of shares of all other series of stock, which are issued and outstanding at the time of conversion, divided by the total number of shares of Series A Preferred Stock at the time of conversion.

The terms of the contract include a non-dilution of officers and directors for a nine year period, acceleration of agreement in the case of termination or change of control in which all compensation shall be delivered within thirty days of termination, performance based and a non-compete clause.

### Lease

The Company entered into a lease with Opus Properties an agreement for office space with the CEO of the Company at a rate of \$1,250 for the first 8 months and to be re-negotiated in April 2017

## VALUE OR DEFICIENCY IN ASSETS

### Classes of stock

Common Shares- The authorized number of common shares are 200,000,000. The CEO and President are majority shareholders owning approximately 26% of the company each.

## Series A; Section 1 - DESIGNATION OF SERIES AND RANK

The total 6,600 shares of such series shall be designated as the "Series A Preferred Stock" and the number of shares initially constituting such series shall be up to six thousand six hundred (6,600) shares. The Series A Preferred Stock shall be senior to the common stock and any other series or class of the company's preferred stock.

## Section 2 - CONVERSION RIGHTS

(a) All of the 6,600 shares of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall be not be convertible into shares of Common Stock, the Series A Preferred is voting shares only equal 66% of the total number of shares of Common Stock, plus the total number of shares of all other series of stock, which are issued and outstanding.

(b) All share of Series A Preferred Stock shall be not be convertible into the number of shares of Common Stock which equals 66% of the total number of shares of Common Stock, plus the total number of shares of all other series of stock, which are issued and outstanding at the time of conversion, divided by the total number of shares of Series A Preferred Stock at the time of conversion.

## Section 3 - LIQUIDATION RIGHTS

(a) In the event of any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, the holders of the Series A Preferred then outstanding shall be entitled to be paid out of the assets of the Company, before any other class or series, available for distribution to its shareholders, before any payment or declaration and setting apart for payment of any amount shall be made in respect of any outstanding capital stock of the Company, an amount equal to One Thousand Dollars (\$1,000) per share or option issued. Then all of the assets of the Company

available to be distributed shall be distributed ratably to the holders of the Series A Preferred and then to the holders of other outstanding shares of capital stock of the Company. If upon any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, the assets to be distributed to the holders of the Series A Preferred shall be insufficient to permit the payment to the holders thereof the full preferential amount as provided herein, then such available assets shall be distributed ratably to the holders of the Series A Preferred.

- (b) None of the following events shall be treated as or deemed to be liquidation hereunder:
  - (i) A merger, consolidation or reorganization of the Company;
  - (ii) A sale or other transfer of all or substantially all of the Company's assets;
  - (iii) A sale of 50% or more of the Company's capital stock then issued and outstanding;
  - (iv) A purchase or redemption by the Company of stock of any class; or
  - (v) Payment of a dividend or distribution from funds legally available therefore.

#### Section 4 - VOTING RIGHTS

(a) All share of Series A Preferred Stock is issued and outstanding, then the total aggregate issued shares of Series A Preferred Stock at any given time, regardless of their number, shall have voting rights equal to 66% of the total number of shares of Common Stock, plus the total number of shares of all other series of stock, issued and outstanding at the time of any vote of shareholders.

(b) All 6,600 of Series A Preferred Stock shall have the voting rights equal to 66% of the number of shares of Common Stock, plus the total number of shares of all other series of Stock, issued and outstanding at the time of any vote of shareholders, divided by the number of shares of Series A Preferred Stock which are issued and outstanding at the time of the vote.

(c) Series B Dividend Shares- authorized 100 million shares of this convertible preferred with a redemption rate of 1:2 into common. Price point \$1.00 per share; two preferred shares for every one common share. None are issued

Series C Convertible Preferred Shares - Authorized 10 million shares and carry at stated conversion of \$5.00 per share and is 1:1 conversion into common. Reclassification issues will not be granted in the event of dilution that equates to a higher net asset value. None are issued

Series D Shares- This class of stock was established with the intention of being traded on foreign exchanges such as the Nikkei and the Dax. Through June 30, 2009, the Company had not yet obtained authorization to trade on any foreign exchanges. The total authorized number of Series D shares are; 100,000,000. None are issued

#### EARNINGS PER SHARE

Basic earnings per share are computed by dividing earnings (losses) available to common stockholders by the weighted average of common shares outstanding during the period.

#### SOFTWARE DEVELOPMENT:

Various portal upgrades and app development