



## **GUIDELINES FOR PROVIDING ADEQUATE CURRENT INFORMATION**

Pink OTC Markets encourages all issuers of OTC equity securities to make *adequate current information* available to the public markets. Pink OTC Markets believes that federal securities laws, such as Rules 10b-5 and 15c2-1 of the Securities Exchange Act of 1934 (“Exchange Act”), and Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws require issuers to provide adequate current public information. With a view to encouraging compliance with these laws, Pink OTC Markets has created these Guidelines for Providing Adequate Current Information (“Guidelines”) in order to assist issuers with understanding their disclosure obligations.<sup>1</sup>

Pink OTC Markets believes *adequate current information* **must** be publicly available when an issuer’s securities are quoted by a broker-dealer under the following circumstances:

- At the time of initial quotation in public markets;
- At any time corporate insiders or other affiliates of the issuer are offering, buying or selling the issuer’s securities in the OTC market;
- During any period when a security is the subject of ongoing promotional activities having the effect of encouraging trading of the issuer’s securities in the OTC market;
- At the time securities initially sold in a private placement become freely tradable in the OTC market; or
- At any time the issuer’s securities are quoted on OTCQX or included in the Current Information OTC Market Tier.

Issuers with securities listed on International OTCQX are providing adequate current information because such issuers either (i) have a class of their securities registered with the Securities and Exchange Commission (“SEC”) under Section 12(g) of the Exchange Act and are current in their SEC reporting obligations or (ii) are non-U.S. issuers that are exempt from registration pursuant to Exchange Act Rule 12g3-2(b) or 12g3-2(e), as applicable, are current and fully compliant with their obligations thereunder, and have posted the information required to be submitted or made available to the Commission under Exchange Act Rules 12g3-2(b), 12g3-2(e), or 12g3-2(f), as applicable, in English via the OTC Disclosure and News Service.

These Guidelines may be amended from time to time, in the sole and absolute discretion of Pink OTC Markets, with or without notice.

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<sup>1</sup> This is not legal advice, and Pink OTC Markets cannot assure anyone that compliance with our disclosure requirements will satisfy any legal requirements.

## **Table of Contents**

<b><u>General Considerations</u></b> .....	<b>4</b>
<b><u>Section One: Issuers' Initial Disclosure Obligations</u></b> .....	<b>5</b>
<u>Part A General Company Information</u> .....	5
Item I The exact name of the issuer and its predecessor (if any). .....	5
Item II The address of the issuer's principal executive offices.....	5
Item III The jurisdiction(s) and date of the issuer's incorporation or organization.....	5
<u>Part B Share Structure</u> .....	6
Item IV The exact title and class of securities outstanding. ....	6
Item V Par or stated value and description of the security.....	6
Item VI The number of shares or total amount of the securities outstanding for <u>each class</u> of securities authorized.....	6
<u>Part C Business Information</u> .....	6
Item VII The name and address of the transfer agent*. ....	6
Item VIII The nature of the issuer's business .....	7
Item IX The nature of products or services offered. ....	9
Item X The nature and extent of the issuer's facilities.....	10
<u>Part D Management Structure and Financial Information</u> .....	10
Item XI The name of the chief executive officer, members of the board of directors, as well as control persons .....	10
Item XII Financial information for the issuer's most recent fiscal period. ....	14
Item XIII Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence .....	15
Item XIV Beneficial Owners. ....	15
Item XV The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure:.....	15
Item XVI Management's Discussion and Analysis or Plan of Operation.....	16
<u>Part E Issuance History</u> .....	20
Item XVII List of securities offerings and shares issued for services in the past two years. ....	20
<u>Part F Exhibits</u> .....	21
Item XVIII Material Contracts .....	21
Item XIX Articles of Incorporation and Bylaws.....	22
Item XX Purchases of Equity Securities by the Issuer and Affiliated Purchasers. ....	22
Item XXI Issuer's Certifications.....	24
<b><u>Section Two: Issuers' Continuing Disclosure Obligations</u></b> .....	<b>26</b>
<u>Quarterly Reporting Obligations</u> .....	26
Item I Exact name of the issuer and the address of its principal executive offices. ....	26
Item 2 Shares outstanding. ....	27
Item 3 Interim financial statements .....	27
Item 4 Management's discussion and analysis or plan of operation. ....	27
Item 5 Legal proceedings .....	27
Item 6 Defaults upon senior securities. ....	27
Item 7 Other information. ....	28
Item 8 Exhibits.....	28
Item 9 Certifications.....	28
<u>Annual Reporting Obligations</u> .....	28
<u>Current Reporting Obligations</u> .....	29
1. Entry into a Material Definitive Agreement.....	29
2. Termination of a Material Definitive Agreement.....	30

3. Completion of Acquisition or Disposition of Assets, Including but not Limited to Mergers. ....	30
4. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of an Issuer .....	31
5. Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.....	32
6. Costs Associated with Exit or Disposal Activities.....	33
7. Material Impairments. ....	33
8. Sales of Equity Securities.....	34
9. Material Modification to Rights of Security Holders.....	34
10. Changes in Issuer's Certifying Accountant. ....	34
11. Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review. ....	36
12. Changes in Control of Issuer.....	37
13. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.....	37
14. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year. ....	38
15. Amendments to the Issuer's Code of Ethics, or Waiver of a Provision of the Code of Ethics. ....	38

## General Considerations

An issuer preparing a disclosure statement shall consider the purpose of adequate disclosure. Current and potential investors in the issuer's securities should be provided with all "material" information © the information available to the issuer necessary for the investor to make a sound investment decision. The disclosure should enable an investor of ordinary intelligence and investment skills to understand the issuer's business and prospects.

The disclosure must therefore present the issuer's business plan and include a full and clear picture of the issuer's assets, facilities, properties, investments, management and other resources, as well as a complete description of how they will be used to make profits. The issuer's business plan should clearly describe the competition, regulatory environment and other risks to the issuer's business, as well as the issuer's plans for confronting these challenges.

It is also important for an investor to understand how the issuer raises capital and treats investors. At a minimum, the issuer must describe the ways it has raised capital by issuing shares in the past – to whom and the amount of consideration involved. The investor should also be provided with market information, including the past price history of any transactions in the issuer's shares.

Finally, the disclosure should use plain English.<sup>2</sup> This means using short sentences, avoiding legal and technical jargon and providing clear descriptions. Your goal, as an issuer should be to give the investor the information you would wish the investor to supply if your positions were reversed. You don't need to be Shakespeare; you must, though, have a sincere desire to inform.

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<sup>2</sup> For tips, you may wish to consult the SEC's Plain English Handbook, available for free on the SEC's website, at <http://www.sec.gov>.

## **Section One: Issuers' Initial Disclosure Obligations**

*Instructions relating to the preparation of initial disclosure statements:*

Issuers shall prepare a document that responds to each item and sub-item of the Guidelines with information current as of the issuer's most recent fiscal quarter or year end and shall include in its response to a particular item (i) whether a particular item is not applicable or unavailable and (ii) the reason it is not applicable or unavailable. The disclosure statement shall be provided in the format set forth below.

Issuers may incorporate by reference financial statements and other exhibits that are either posted elsewhere through the OTC Disclosure and News Service or on SEC's EDGAR system, or are attached to the issuer's disclosure statement, as long as (i) the incorporated documents are current, (ii) the issuer clearly explains where the incorporated documents can be found, and (iii) the issuer provides a clear cross-reference to the specific location where the information requested by any particular Item can be found in the incorporated documents.

The initial disclosure statement shall be published through the OTC Disclosure and News Service under the report name of *"Initial Company Information and Disclosure Statement."*

**Part A**      **General Company Information**

**Item I**      **The exact name of the issuer and its predecessor (if any).**

**BioCentric Energy Holdings Inc.**  
**F/K/A: Auto Max Group Holdings, Inc. Oct. 2008**  
**F/K/A: Brinkman Outdoors, Inc. Jan. 2008**

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

**Item II**      **The address of the issuer's principal executive offices.**

**403 Crest Ave.**  
**Huntington Beach, CA 92648**  
**(714) 536-6370**  
**(714) 536-6570 fax**  
**www.biocentricenergy.com**

In answering this item, please also provide (i) the telephone and fax number of the issuer's principal executive offices, (ii) if applicable, the URL of each website maintained by or on behalf of the issuer, and (iii) if applicable, the name, phone number, email address, and mailing address of the person responsible for the issuer's investor relations.

**Item III**      **The jurisdiction(s) and date of the issuer's incorporation or organization.**

**Florida Corporation, 2006**

Provide the issuer's jurisdiction(s) of incorporation or jurisdiction(s) of organization (if the issuer is not a corporation) and the date on which it was incorporated or organized.

Part B      Share Structure

**Item IV**      **The exact title and class of securities outstanding.**

Common Shares, CUSIP #: 09060S106 Symbol: BEHL

In answering this item, provide the exact title and class of each class of outstanding securities. In addition, please provide the CUSIP and trading symbol.

**Item V**      **Par or stated value and description of the security.**

A.      *Par or Stated Value.* Provide the par or stated value for each class of outstanding securities.

**Common Stock: \$.0001 Par Value**

B.      *Common or Preferred Stock.*

1. For common equity, describe any dividend, voting and preemption rights.

**None**

2. For preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions.

**The shares of our common stock presently outstanding, and any shares of our common stock issued upon exercise of stock options and/or warrants, will be fully paid and non-assessable. Each holder of common stock is entitled to one vote for each share owned on all matters voted upon by shareholders, and a majority vote is required for all actions to be taken by shareholders, except that a plurality is required for the election of directors. The common stock has no preemptive rights, no cumulative voting rights, and no redemption, sinking fund, or conversion provisions. Since the holders of common stock do not have cumulative voting rights, holders of more than 50% of the outstanding shares can elect all of our directors, and the holders of the remaining shares by themselves cannot elect any directors. Holders of common stock are entitled to receive dividends, if and when declared by our board of directors, out of funds legally available for such purpose, subject to the dividend and liquidation rights of any preferred stock that may then be outstanding.**

**Dividend Policy: We have never declared or paid any cash dividends on our common stock. We currently intend to retain future earnings, if any, to finance the expansion of our business. As a result, we do not anticipate paying cash dividends on our common shares in the foreseeable future. We may not have sufficient funds to legally pay dividends. Even if funds are legally available to pay dividends, we may**

**nevertheless decide in our sole discretion not to pay dividends.**

3. Describe any other material rights of common or preferred stockholders.

**None**

4. Describe any provision in issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

**None**

**Item VI      The number of shares or total amount of the securities outstanding for each class of securities authorized.**

In answering this item, provide the information below for each class of securities authorized. Please provide this information (i) as of the end of the issuer's most recent fiscal quarter and (ii) as of the end of the issuer's last two fiscal years.

**Preferred**

Natalee Tortorice	554,000
Nicolette Tortorice	554,000
Nector Maris	74,246
Dennis Fisher	250,000
Nancy Lane-Fisher	250,000
Jack Fisher	100,000
Michael Fisher	100,000
Benjamin Fisher	100,000
Bernice Roth	100,000
Nector Maris	100,000
Tony Pintozzi	82,606
Terry Adams	300,000
Kurt Peet	157,500
Bob Nagy	7,500
Brett Wooller	7,500
Dennis Shen	115,000
Paul McGuire	30,000
Mike Bacon	117,648
Total	<u>3,000,000</u>

**Restricted**

Natalee Tortorice	2,000,000
Nicolette Tortorice	2,000,000
Nector Maris	7,548
Nancy Lane-Fisher	3,000,000
Dennis Fisher	2,000,000
Jack Fisher	2,250,000
Michael Fisher	2,250,000
Benjamin Fisher	2,250,000
Bernice Roth	2,250,000
Nector Maris	67,548
Tony Pintozzi	2,196,563
Terry Adams	7,126,900
Dennis Shen	2,000,000

Kurt Peet	3,741,623
Mike Bacon	300,000
Paul McGuire	230,000
Russell Noel	200,000
Bob Nagy	178,173
Company Treasury	36,003,437
Employee Fund	<u>1,217,208</u>
	71,269,000

Period end Date; October 17, 2008

Number of shares authorized; 200,000,000

Number of shares outstanding; 132,089,018

Freely tradable shares (public float); 48,189,466

Total beneficial shareholders; 4

Total number of shareholders of record; 110

Part C Business Information

**Item VII The name and address of the transfer agent\*.**

**Securities Transfer Corp.  
2591 Dallas Parkway  
Frisco, TX 75034**

In answering this item, please also provide the telephone number of the transfer agent, indicate whether or not the transfer agent is registered under the Exchange Act, and state the appropriate regulatory authority of the transfer agent.

\*To be included in OTCQX or the Current Information OTC Market Tier, the issuer's transfer agent *must* be registered under the Exchange Act.

**Item VIII The nature of the issuer's business.**

In describing the issuer's business, please provide the following information:



A. Business Development. Describe the development of the issuer and material events during the last three years so that a potential investor can clearly understand the history and development of the business. If the issuer has not been in business for three years, provide this information for any predecessor company. This business development description must also include:

1. the form of organization of the issuer (e.g., corporation, partnership, limited liability company, etc.);  
**Corporation**
2. the year that the issuer (or any predecessor) was organized;  
**2006**
3. the issuer's fiscal year end date;  
**December 31**
4. whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding;  
**No**
5. any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets;  
**No**
6. any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments;  
**No**
7. any change of control;  
**No**
8. any increase of 10% or more of the same class of outstanding equity securities;  
**No**
9. any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;  
**No**
10. any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board; and  
**No**
11. any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities

regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.

**No**

B. Business of Issuer. Describe the issuer's business so a potential investor can clearly understand it. To the extent material to an understanding of the issuer, please also include the following:

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

**8744 – Services – Facilities Support Management Services**

**8742 – Services – Management Consulting Services**

**8741 – Services – Management Services**

**8731 – Services – Commercial Physical and Biological Research**

**5080 – Wholesale – Machinery, Equipment & Supplies**

**4991 – Cogeneration Services & Small Power Producers**

**3590 - Misc Industrial & Commercial Machinery & Equipment**

2. if the issuer has never conducted operations, is in the development stage, or is currently conducting operations;

**Currently Conducting Operations**

3. whether the issuer is or has at any time been a "shell company";<sup>3</sup>

**NO**

*Instruction to paragraph B.3 of Item VIII:*

If the issuer discloses that it is or has at any time been a shell company, it must also include the following disclosure on the front page of its disclosure statement in boldface, 12 point type:

If the issuer is currently a shell company:

**"We are a shell company, therefore the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction."**

If the issuer was formerly a shell company:

**"We previously were a shell company, therefore the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities directly or**

**indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction.”**

3 For the purpose of this section a “shell company” means an issuer, other than a business combination related shell company, as defined by Securities Act Rule 405, or an asset-backed issuer, as defined by Item 1101(b) of Regulation AB, that has:

- (1) No or nominal operations; and
  - (2) Either:
    - (A) No or nominal assets;
    - (B) Assets consisting solely of cash and cash equivalents; or
    - (C) Assets consisting of any amount of cash and cash equivalents and nominal other assets.
4. the names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement;

**All items listed below are wholly owned subsidiaries of BEHL and are run as separate business units... the financial statement below is inclusive of all separate business units listed...**

- a. **BioCentric Energy, Incorporated was organized as a corporation under the laws of California on August 10<sup>th</sup>, 2006. The Company will be managed by a Board of Directors, who are personally engaged on a daily basis with this enterprise. The initial Board of Directors, designated in the Company’s Operating Agreement, consists of Dennis Fisher, and Dennis Shen. The address and telephone number of the Company’s principal office is 403 Crest Avenue, Huntington Beach, CA 92648. Our telephone number is (714) 536-6370. [www.BioCentricEnergy.com](http://www.BioCentricEnergy.com) . The Company was organized primarily as a research & development company, which is the culmination of 4 years of R & D, whose principals are involved in seeking innovative energy solutions for the 21<sup>st</sup> Century. Our mission is to increase the company’s value through the discovery and development of renewable energy projects. The strategy utilizes our extensive experience and global contacts to uncover opportunities through joint ventures or acquisitions. We research, discover and advance projects with strong profitable production potential. We only invest in projects located in stable geopolitical regions offering low risk while providing for a sustainable business model.**
- b. **BioCentric Energy Consortium, Incorporated was organized as a corporation under the laws of the State of Delaware on October 15, 2007. The Company will be managed by a Board of Directors, who are**

intimately involved in the day to day operation. The initial Board of Directors, designated in the Company's Operating Agreement, consists of Dennis Fisher, and Dennis Shen. The address and telephone number of the Company's principal office is 403 Crest Avenue, Huntington Beach, CA 92648. Our telephone number is (714) 536-6370.

[www.BCEConsortium.com](http://www.BCEConsortium.com) . The company was organized to facilitate the global representation of both buyers and sellers of organic oils for the production of biodiesel and the wholesale of EN/ASTM spec biodiesel. BioCentric Energy Consortium, Inc. is an International Consortium of Companies which consists of businesses directly tied into the Producers of Organic Oils, Buyers of Organic Oils, and to Buyers of Biodiesel through what is known in the industry as the "Seller's Mandate" or the "Buyers Mandate." This Consortium was constructed for a common purpose that would be beyond the capabilities of a single member of the group.

- c. **BioCentric Energy Algae, LLC. ("BioCentric Algae", the "Company," "us" or "we") was organized as a limited liability company under the laws of the State of Delaware on April 24, 2008. The Company will be managed by a Board of Directors who run day to day operations. The initial Board of Directors, designated in the Company's Operating Agreement, consists of Dennis Fisher, and Dennis Shen. The address and telephone number of the Company's principal office is 403 Crest Avenue, Huntington Beach, CA 92648. Our telephone number is (714) 536-6370. [www.BioCentricEnergyAlgae.com](http://www.BioCentricEnergyAlgae.com) The LLC BioCentric Energy Algae LLC was organized to capture & sequester CO<sub>2</sub>, NO<sub>x</sub>, and other emissions from the Smokestacks and optimize its utilization within our algae cultivation system, oil extraction, electrical generation, and biofuel refining technology. The Company also has Intellectual Properties that we wish to patent and install during this 'Initial Plan of Action' phase one which will provide the implementation knowledge behind the additional patents. By integrating our unique IP technologies, while capturing carbon emissions only enhances what BioCentric Algae believes is the most efficient solution for being profitable and addressing global warming.**
- d. **BioCentric Energy Texas is in the process of implementing a solution that utilizes proven technologically advanced solutions to produce energy from multiple wastes and distill off spec products for clients. We have negotiated a location in Orange County Texas to deliver our green energy generation solution in a closed loop environment. The defined wastes are MSW (Municipal Solid Wastes), Used Tires, and Chinese Tallow.**
5. the effect of existing or probable governmental regulations on the business;  
**BioCentric Energy Inc, meets or exceeds all Federal, State and local**

## **requirements for air quality and environmental regulations**

an estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers;

**Advances from Stockholders as of August 31<sup>st</sup> 2008 = 390,639.**

**No monies are borne directly from customers**

6. costs and effects of compliance with environmental laws (federal, state and local); and  
**We are be subject to extensive air, water and other environmental regulations and need to obtain a number of environmental permits under both state and federal programs to construct and operate the plants. We have not yet applied for many of the necessary permits and approvals from Lake Elsinore, California. In addition, distillation and gasification of BioFuels are required to satisfy the fuel quality standards of the Environmental Protection Agency. We believe that our facility will meet those standards; however, no assurance can be given that our expectation will be correct. Further, such obligation is ongoing and no assurance can be given that it will comply in the future. We do not anticipate a problem receiving any of the required environmental permits, however, if for any reason we are unable to obtain any of these permits, construction costs for the plant may increase or we may not be able to complete construction of the plants. Additionally, environmental laws and regulations, both at the federal and state level, are subject to change and changes can be made retroactively. Consequently, even if we have the proper permits at the proper time, we may be required to invest or spend considerable resources to comply with future environmental regulations or new or modified interpretations of those regulations, which may reduce our profitability and result in the loss of some or all of your investment.**

7. the  
number of total employees and number of full-time employee.

**Total employees - 8**

**Full time Employees - 6**

For issuers engaged in mining, oil and gas production and real estate activities, substantial additional disclosure of the issuer's business is required. Contact Pink OTC Markets for more information.

**Item IX      The nature of products or services offered.**

In responding to this item, please describe the following so that a potential investor can clearly understand the products and services of the issuer:

A.      principal products or services, and their markets;

**Specifically these are the Division Projects of BioCentric Energy with objectives...**

**1) BioCentric Consortium- Facilitating the sale and delivery of Organic Oils for Biodiesel Production and EN/ASTM Spec Biodiesel – market - global**

**2) Lake Elsinore California – a 100+ year old company that has the distinction of one of the top users of natural gas in California – in a Joint Venture with Southern Pacific Energy we will deliver CO2 reduction and profitable Algae growth for production of oil to biodiesel, and gasifying the residue to biogas to produce electricity – market - global**

**3) Wuhan, China - Coal fired Steel facility emitting 40,000 tons of CO2 per year – in a Joint Venture with Zenxin we will deliver an algae solution to reduce CO2 emissions and generate our profitable algae solution for production of oil to biodiesel, and gasifying the residue to biogas to produce electricity – market - global**

**4) Orange County Texas – 54 acres owned by our Joint Venture Partners, PEI who purchased a prior Exxon refinery to implement our three phased project**

**Phase One - utilizing the refinery assets on the ground to purify offspec products for local chemical facilities and the installation of our unique solution for Used Tires to deliver #4 heating oil, steel, carbon black, & syngas for energy needs replacement for our onsite refinery – market - local**

**Phase Two - The installation of two acres of both covered and not covered algae canals to absorb CO2 emissions and further develop our quest for the “*BioCentric Algae Strain Blend*” – market - global**

**Phase Three - The installation of our second unique solution of Chinese Tallow and green wastes to generate a non food source biodiesel feedstock, green charcoal for power generation, and biogas for electrical generation - southern states**

**5) Organizing and Facilitating Farmer Co-op in Peru to place BCEI as Mandate to facilitate the planting, harvesting, sale, and delivery of organic biodiesel feedstock – market – Brazil**

B.      distribution methods of the products or services;

n/a

- C. status of any publicly announced new product or service;  
**Not at this time.**
- D. competitive business conditions, the issuer's competitive position in the industry, and methods of competition;

**1) Lake Elsinore California – CO2 reduction and profitable Algae growth for production of oil to biodiesel, and either gasifying the residue to biogas to produce electricity or produce fish or livestock feed – no one on the planet has implemented a commercial production facility to deliver these commodities through this avenue – the needs are immediate, global, and cannot be met for the foreseeable future**

**2) Wuhan, China - Coal fired Steel facility emitting 40,000 tons of CO2 per year – in a Joint Venture with Zenxin we will deliver an algae solution to reduce CO2 emissions and generate our profitable algae solution for production of oil to biodiesel, and gasifying the residue to biogas to produce electricity – no one on the planet has implemented a commercial production facility to deliver these commodities through this avenue – the needs are immediate, global, and cannot be met for the foreseeable future**

### **3) Orange County Texas**

**Phase One - utilizing the refinery assets on the ground to purify offspec products for local chemical facilities and the installation of our unique solution for Used Tires to deliver #4 heating oil, steel, carbon black, & syngas for energy needs replacement for our onsite refinery – no one on the planet has implemented this venue to deliver these commodities and services through this avenue – profitable local solution**

**Phase Three - The installation of our second unique solution of Chinese Tallow and green wastes to generate a non food source biodiesel feedstock, green charcoal for power generation, and biogas for electrical generation – no one on the planet has implemented this venue to deliver these commodities through this avenue**

**4) BioCentric Consortium- Facilitating the sale and delivery of Organic Oils for Biodiesel Production and EN/ASTM Spec Biodiesel – throughout the years we have earned the trust of several billion dollar companies that know when we have vetted a commodity, we are reasonably certain the time and effort to complete due diligence will be significantly reduced because of our prior experiences in this market**

**5) Organizing and Facilitating Farmer Co-op in Peru to place BCEI as Mandate to facilitate the planting, harvesting, sale, and delivery of organic biodiesel feedstock – all product that can be generated is already sold as a finished commodity**

- E. Sources and availability of raw materials and the names of principal suppliers;

**These are closely held company secrets and have great value**

F. dependence on one or a few major customers;

**We work with the top 10 buyers and sellers of feedstock and biodiesel energy in Europe, Latin American and United States**

**Although currently there a few preferred buyers, there is a tremendous open market for the products.**

G. patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration; and

**PATENTS IN PROCESS TO BE FILED**

**1) Bottom pipe aeration**

**2) Unique grow lighting to offset sunlight**

**3) Stack to Stack loop solution**

**4) Remote monitoring and maintenance IP**

H. The need for any government approval of principal products or services and the status of any requested government approvals.

n/a

**Item X The nature and extent of the issuer's facilities.**

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

**Upon the completion of Phase One BioCentric Energy would have a fifty percent ownership of said resources with our joint venture partner PEI**

	<u>Original Costs</u>	<u>Depreciated</u>	<u>Liquidation Value</u>
Distillation Hard Assets in Place	3,000,000	920,000	400,000
54 Acre Property Value	750,000	1,620,000	1,000,000
Thermogenics A100 Pyrolysis Unit	<u>600,000</u>	<u>300,000</u>	<u>100,000</u>
	4,350,000	2,840,000	1,500,000

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.



n/a

## Part D Management Structure and Financial Information

### **Item XI The name of the chief executive officer, members of the board of directors, as well as 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. Officers and Directors. In responding to this item, please provide the following information for each of the issuer's executive officers, directors, general partners and control persons, as of the date of this information statement:

1. Full name;
  - a. **Dennis Fisher, Director, CEO & President**
  - b. **Paul McGuire, Chief Technical Advisor**
  - c. **Dennis Shen, Director & COO**
  - d. **Russell Noel, Onsite Construction Manager**
2. Business address;  
**403 Crest Ave.  
Huntington Beach, CA 92648**
3. Employment history (which must list all previous employers for the past 5 years, positions held, responsibilities and employment dates);

#### **Mr. Dennis Fisher – CEO & President (Board Member)**

##### **BUSINESS SKILLS**

- Reorganizations and turnarounds
- Segment finances, expenses, and performance
- Acquisitions, mergers, and divestitures
- Rapid insight of financials and value drivers
- Strategy development & risk management
- Identify, negotiate, and solidify key alliances

##### **LEADERSHIP SKILLS**

- Tough decisions under difficult conditions
- Developing effective management teams
- Executing successful change
- Leading by example
- Hitting the ground running with lasting results
- Very high energy level

##### **SELECTED ACCOMPLISHMENTS**

Took charge of a turbulent division with financial, operational, and organizational challenges. Made major changes in the sales and management team and rapidly established performance goals and standards. Implemented financial/investment risk management

procedures to mitigate past errors in a very expensive and high-risk program and to refocus the enterprise. Increased production 22%.

Re-energized a \$30 million division by upgrading the management team, improved strategy, stripped unnecessary costs, and appropriately allocated capital resulting in improved business performance. Increased capital efficiency 25%, and raised production 19%.

Revamped a “dying” business unit by divesting low value assets and re-allocating resources to high value return areas. Executed the most successful sales and marketing campaign in company history, personally generating over \$50 million in earnings through negotiated strategic alliances.

Assumed leadership of a start-up BioFuel company that had significant leadership, financial, and organizational challenges. Implemented budgets, cost reductions, and marketing discipline. Increased productivity through education and increased information flow.

## **EXPERIENCE PROFILE**

### **Executive Vice President - BRI 04 - 06**

Designed and implemented sales and marketing campaigns for my clients to penetrate Hazardous Remediation Markets

#### **Clients**

##### **Asbestos Instant Response, Inc.**

- HazMat O & M Certification Number 26038-OMI
- Independently identified and solicited alternative revenue streams to exceed sales targets within eight months
- Memorialized specifics of remediation solutions, calculated estimates, and authored proposals for GC's, local, and state institutions to capture additional business

##### **Concentrex Remediation Solutions**

- Initiated contact and brought to negotiated alliance national and local firms with like target markets that enhanced CRS attributes for all encompassing solutions
- Delivered my contacts of the largest builders/developers in California to buy and remediate contaminated properties (Brownfield's)

##### **Allwest Remediation, Inc.**

- Devised and implemented the sales and marketing campaign to double sales within the first year of contract
  - Authored the SOQ to empower Allwest to penetrate the hazardous gases barrier market in Southern California
  - Personally visited and built relationships with the top 100 builders and developers in the southland
  - Delivered financing to make it possible for this company to go to the next level
- In capsule, I empowered this company to become one of the top three Hazardous gases barrier companies within eighteen months

### **Executive Vice President - Approved 1st 01 - 04**

Authored training and sales materials and trained Lease Representatives to deliver custom solutions for our clients

- Envisioned, and authored Prospectus to generate internal financing to fund leasing solutions
- Initiated the penetration of new markets throughout the southwest to deliver multiple financing solutions for our clients
- Initiated contact and brought to negotiated alliance, financial products, and services, which created integrated solutions

In essence I was an integral component of this company from inception through to financing.

### **Division Vice President - 1st Net Technologies (OTC BB FNNT) 99 - 01**

Negotiated Sales of a myriad of hybrid cutting edge technologies to deliver integrated cost effective sales solutions for our clients

- Envisioned, mapped, and engineered marketing and sales solutions to deliver clients to signature
- Initiating the penetration of new markets to deliver both complex and subdued branding campaigns
- Sold, authored, and directed multiple multimedia projects simultaneously
- Initiated contact and brought to negotiated alliance, products, services, and software applications to provide complete and integrated solutions to interface video, audio, graphics, illustration, animation, and design

In capsule, delivered a range of integrated sales and marketing solutions to increase return on investment for progressive businesses.

[http://www.findarticles.com/p/articles/mi\\_m0EIN/is\\_1999\\_March\\_1/ai\\_53979399](http://www.findarticles.com/p/articles/mi_m0EIN/is_1999_March_1/ai_53979399)

### **Vice President of Sales - Technology Guardian (OTC BB ASAT) 95 - 99**

Instrumental in providing the Sales and Marketing Plans to go public

- Conceptualized, authored, and implemented National VAR Program for Satellite Internet Telephony, Broadcasting, and Multicasting
- Signature on 9 out of 11 Press Releases that took the stock from \$.75 per share to \$ 23.50 in the first eight months of going public
- Increased sales 23.5% annually.
- Negotiated and brought to fruition VAR relationships with Lucent, HP, COMPUSA, IBM, & Galaxy Internet
- Created and managed 32 VAR Relationships in 16 Western states

In capsule, delivered a comprehensive set of sales and marketing solutions to enable company to grow in valuation to over a half a billion dollars.

Additional Business Acumen:

Held both A & B Contractors Licenses from 86 to 95 - # 584294 - RDI - built this company from the ground up to become the largest and most expensive specialty contractor in the state

**Dennis K. Shen - Chief Operations Officer – (Board Member)**



Founded the company and wrote the business plan to raise 2 million dollars. Develop, design and put up the 2nd wireless internet company in the country. I grew the company at least 15% per month for 18 consistent months. I was instrumental in the business development of bringing different vertical market in order to contribute to the growth. The company was awarded by Earnest and young as the top 50 fastest growing company. Successfully acquired the assets and customers of two competitors. (LMKI and IJNT) Earnest and Young top 50 fastest growing company Started the company, wrote the business plan and took it public Design, finance and implements the one of the earliest unlicensed fixed wireless network for internet to span the county.

1992 – 1996

President - Global Pacific Computer

Started the company in college dormitory and grew the company 1.2 million in revenue. As the margin in the computer business started to shrink, Global Pacific Computer was sold and the proceeds was used to open Worldwide Wireless Networks.

### **Languages:**

Fluent in mandarin Chinese, and English  
Light conversational Spanish

### **Education**

Cal Poly Pomona International business

### **Present and past Association and Affiliation**

Free Mason  
Advance Business Leaders  
USMC (honorable discharged)

### **Mr. Paul J. McGuire – Chief Technical Officer**

Mr. McGuire has over thirty-nine years of experience in the energy business. McGuire joins BioCentric Energy, Inc. from General Electric where he was the Senior Business Manager developing cogeneration, syngas and distributive power projects in the western United States and Canada. Mr. McGuire has received a B.S. in Mechanical Engineering from Villanova University and M.S. in Nuclear Engineering from New York University and received a Six Sigma – Green Belt Certification from the General Electric Company. His responsibilities included, but were not limited to, identifying projects, analyzing energy usage, monitoring the installation and startup of power projects. He has managed waste-to-energy projects in North America and Europe. Prior to General Electric, Mr. McGuire was Vice President at Touchstone Energy where he was responsible for the development of energy projects including performance contracting, CHP projects, operating and maintenance services, and natural gas and electricity sales for the western United States. Previously Mr. McGuire was a Regional Manager for PG&E Energy Services Company where the responsibilities included performance contracting, energy analyzes CHP projects, and natural gas and electricity sales. Mr. McGuire position with TRI International was Vice President for Energy Services where he developed energy projects and consulting services. Mr. McGuire was a consultant with the Arizona Public Service Company where he reported to CEO and President and was

responsible for the oversight of the construction completion, startup and initial operations of the Palo Verde Nuclear Power Plants. As a consultant and founder of United Energy Services, Mr. McGuire and his team of 150 employees provided management services to commercial nuclear power plants. Mr. McGuire was plant manager of the Pilgrim Nuclear Power Plant while with Boston Edison Company where his tasks included operations and maintenance, modifications and outages of the plant. After TMI, he was an INPO Evaluation Team Manager responsible for improving safety at commercial nuclear power plants. At General Electric Company, Mr. McGuire was a Shift Supervisor for construction and startup of the Cooper Nuclear Plant. In addition, as a Contract Service Engineer, he was responsible for outage planning and implementation at five sites, two of which were in Japan. Mr. McGuire started his career in the mid 1960's as a Plant Engineer for the Long Island Lighting Company responsible for I&C, maintenance and operations at the Northport Power Station.

### **Russell D. Noel – Onsite Construction Manager**

#### **Emcon/Turner Corporation 2000 – Present**

##### **Cascade Recycling Center, Woodinville, WA – Sr. Superintendent**

Scheduled, coordinated and managed all subcontractors during the construction of the 85,000 SF recycling facility. Provided detailed inspections to ensure all contractual agreements were fulfilled and maintained site safety and OSHA compliance. Developed and maintained an exceptional relationship with Waste Management site representatives, coordinated and participated in inspections with local municipal authorities.

##### **Soldier Field Demolition and Abatement Project, Chicago, IL – Project Manager**

Coordinated and effectively managed subcontractors during the aggressive schedule and high profile Soldier Field Renovation Project and the Abatement and Demolition of the adjacent Park District Headquarters Building. Effectively managed 12 junior managers throughout the stadiums 24/7 demolition phase. Managed subcontractor's abatement, demolition, excavation, high volume trucking activities and manifesting procedures. Scheduled and instructed site specific safety and awareness training for construction managers and all site subcontractors. Maintained all on-site regulatory documents and prepared closeout documentation.

##### **Cincinnati Museum of Natural History Demolition and Abatement Project, Cincinnati, OH - Project Manager**

Coordinated and managed the abatement and demolition of the Cincinnati Museum of Natural History. Managing both the abatement and demolition subcontractors while, successfully meeting an aggressively scheduled deadline. Provided OSHA monitoring and analysis throughout the project and maintained all on-site regulatory documents. Prepared all closeout documentation.

##### **Quinton Medical Building Abatement Project, Seattle, WA – Project Manager**

Coordinated and managed the projects abatement phase prior to the sites demolition. Successfully managed the abatement subcontractor ensuring all contractual agreements were fulfilled as per the project specifications and schedule. Provided inspections, OSHA

monitoring, bulk sampling and analysis throughout the project. Prepared and maintained all applicable regulatory and closeout documentation.

### **Airport Facilities, Nationwide – Inspector**

Scheduled and performed inspections for environmental hazardous materials at over 35 airport facilities throughout the country in preparation for the installation of Explosive Tracing Devices (ETD). Prepared inspection documentation.

### **Other Notable Projects**

Walter Payton Center Renovation \$10M, Chicago, Illinois  
Long Beach Children's Hospital \$1.75M, Long Beach, California  
Russia Wharf Redevelopment \$6.5M, Boston, Massachusetts

### **T.A.E. Consultants 1997 - 2000**

#### **Chicago Public Schools – Project Manager/Inspector**

Provide building inspections and management of environmental abatement projects throughout the Chicago Public School system. Preparation and maintenance of all applicable regulatory documents. Perform inspections, OSHA monitoring, analysis and clearance procedures.

#### **MACPAC, Inc., Salt Lake City, UT 1993 – 1997**

##### **Project Coordinator/Draftsman**

Provided project coordination and support for the decommissioning, transportation and subsequent reassembly of commercial equipment and building materials to a variety of locations throughout the western United States.

#### **Military Experience -United States Marine Corps - Corporal 1983 – 1987**

##### **Aircraft Refueler / Motor Transport Dispatcher**

Licensed operator of all Marine Corps Semi-Trailer/5000 gal Refueler/Dragon Wagon Equipment. Squadron Transportation Dispatcher at Marine Corps Air Station, Tustin, CA. Scheduling and dispatching all Motor pool vehicles and base refueling operations. I received 3 Meritorious Promotions and numerous Meritorious Masts for exemplary performance of duty.

#### **Education**

Chaffey College, Alta Loma, CA, Engineering/Mechanical Drafting 1988-91  
Naperville North HS, Naperville, IL 1982

#### **Professional Licenses / Certifications**

40 hour HAZWOPER  
30 hour OSHA  
Asbestos Building Inspector - Licensed / EPA Certified (IL, LA, MO, TX, NE, WI, IA, IN, RI, MI, CA, MA)  
Project Manager - Licensed / EPA Certified (IL, OH, CA)  
Project Designer – EPA Certified (UC Berkeley)  
Air Sampling Professional – Licensed / EPA Certified (IL, OH, CA)

Lead Inspector / Risk Assessor – EPA Certified  
 Indoor Air Quality- Microscopy of Dust, Spores and Pollen (McCrone Research Institute)  
 NIOSH 582 – Sampling and Evaluating Asbestos Airborne Dust  
 Mold Remediation – IAQ Certified (Mycotech Biological)

4. Board memberships and other affiliations;

**n/a**

5. Compensation by the issuer; and

**n/a**

6. Number and class of the issuer’s securities beneficially owned by each such person.

<u>Recipients</u>	<u>Restricted</u>	<u>Preferred</u>
Dennis Fisher	2,000,000	250,000
Dennis Shen	2,000,000	115,000
Paul McGuire	230,000	30,000
Russell Noel	<u>200,000</u>	_____ -
	4,430,000	395,000

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);

**None**

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;

**None**



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

**None**

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.

**None**

C. Disclosure of Family Relationships. Describe any family relationships<sup>4</sup> among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities.

**None**

D. Disclosure of Related Party Transactions. Describe any transaction during the issuer's last two full fiscal years and the current fiscal year or any currently proposed transaction, involving the issuer, in which (i) the amount involved exceeds the lesser of \$120,000 or one percent of the average of the issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest. Disclose the following information regarding the transaction:

1. The name of the related person and the basis on which the person is related to the issuer;
2. The related person's interest in the transaction;

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<sup>4</sup> The term "family relationship" means any relationship by blood, marriage or adoption, not more remote than first cousin.

3. The approximate dollar value involved in the transaction (in the case of indebtedness, disclose the largest aggregate amount of principal outstanding during the time period for which disclosure is required, the amount thereof outstanding as of the latest practicable date, the amount of principal and interest paid during the time period for which disclosure is required, and the rate or amount of interest payable on the indebtedness);
4. The approximate dollar value of the related person's interest in the transaction; and
5. Any other information regarding the transaction or the related person in the context of the transaction that is material to investors in light of the circumstances of the particular transaction.

*Instruction to paragraph D of Item XI:*

1. For the purposes of paragraph D of this Item XI, the term “related person” means any director, executive officer, nominee for director, or beneficial owner of more than five percent (5%) of any class of the issuer’s equity securities, immediate family members<sup>5</sup> of any such person, and any person (other than a tenant or employee) sharing the household of any such person.
2. For the purposes of paragraph D of this Item XI, a “transaction” includes, but is not limited to, any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships.
3. The “amount involved in the transaction” shall be computed by determining the dollar value of the amount involved in the transaction in question, which shall include:
  - a. In the case of any lease or other transaction providing for periodic payments or installments, the aggregate amount of all periodic payments or installments due on or after the beginning of the issuer’s last fiscal year, including any required or optional payments due during or at the conclusion of the lease or other transaction providing for periodic payments or installments; and
  - b. In the case of indebtedness, the largest aggregate amount of all indebtedness outstanding at any time since the beginning of the issuer’s last fiscal year and all amounts of interest payable on it during the last fiscal year.

**n/a**

4. In the case of a transaction involving indebtedness:

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<sup>5</sup> “Immediate family members” means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law.

- a. The following items of indebtedness may be excluded from the calculation of the amount of indebtedness and need not be disclosed: amounts due from the related person for purchases of goods and services subject to usual trade terms, for ordinary business travel and expense payments and for other transactions in the ordinary course of business; and
- b. Disclosure need not be provided of any indebtedness transaction for beneficial owners of more than five percent (5%) of any class of the issuer’s equity securities or such person’s family members.

5. Disclosure of an employment relationship or transaction involving an

executive officer and any related compensation solely resulting from that employment relationship or transaction need not be provided. Disclosure of compensation to a director also need not be provided.

6. A person who has a position or relationship with a firm, corporation, or other entity that engages in a transaction with the issuer shall not be deemed to have an indirect material interest for purposes of paragraph D of this Item XI where:

a. The interest arises only:

i. From such person's position as a director of another corporation or organization that is a party to the transaction; or

ii. From the direct or indirect ownership by such person and all other related persons, in the aggregate, of less than a ten percent (10%) equity interest in another entity (other than a partnership) which is a party to the transaction; or

iii. From both such position and ownership; or

b. The interest arises only from such person's position as a limited partner in a partnership in which the person and all other related persons have an interest of less than ten percent (10%), and the person is not a general partner of and does not hold another position in the partnership.

**n/a**

7. Disclosure need not be provided pursuant to paragraph D of this Item XI if:

a. The transaction is one where the rates or charges involved in the transaction are determined by competitive bids, or the transaction involves the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority;

b. The transaction involves services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services; or

c. The interest of the related person arises solely from the ownership of a class of equity securities of the issuer and all holders of that class of equity securities of the issuer received the same benefit on a pro rata basis.

**n/a**

8. Include information for any material underwriting discounts and commissions upon the sale of securities by the issuer where any of the specified

persons was or is to be a principal underwriter or is a controlling person or member of a firm that was or is to be a principal underwriter.

**None to all**

E. Disclosure of Conflicts of Interest. Describe any conflicts of interest. Describe the circumstances, parties involved and mitigating factors for any executive officer or director with competing professional or personal interests.

**None to all**

**Item XII Financial information for the issuer's most recent fiscal period.**

**Statement of Income**

	<u>Eight Months Ended August 31, 2008</u>	<u>(Date of Inception) to August 31, 2008</u>
Revenue	\$ -	\$ -
Operating expenses		
Consultants	\$ 25,860	\$ 85,218
Professional fees	17,500	36,338
Rent	44,511	106,783
Office expense	31,132	82,851
Travel and entertainment	17,157	64,406
Research, conferences, and seminars	-	3,467
Automotive expense	7,166	27,930
Total operating expenses	143,326	406,993
Provision for taxes based on income		
Federal	-	-
State	800	1,600
	<u>800</u>	<u>1,600</u>
Net Loss	<u>\$ 144,126</u>	<u>\$ 408,593</u>

*Instruction to Item XII:* The issuer shall post the financial statements required by this Item XII through the OTC Disclosure and News Service under the appropriate report name for the applicable period end. (If the financial statements relate to a fiscal year end, publish it as an "Annual Report," or if the financial statements relate to a quarter end, publish it as a "Quarterly Report" or "Interim Report") **The issuer must state in its disclosure statement that such financial statements are incorporated by reference.** The issuer must also (i) provide a list in the disclosure statement describing the financial statements that are incorporated by reference, (ii) clearly explain where the incorporated documents can be

found, and (iii) provide a clear cross-reference to the specific location where the information requested by this Item can be found in the incorporated documents.

The issuer shall provide the following financial statements for the most recent fiscal period (whether fiscal quarter or fiscal year).

1) balance sheet;

**Balance Sheet**

**August 31, 2008**

**ASSETS**

Current Assets

Cash	\$ 3,557	
Due from affiliates	484	
Investments	600	
Prepaid Expenses	<u>1,250</u>	\$ 5,891

Property and Equipment 5,048

Other Assets

Organization expense		<u>1,235</u>
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TOTAL ASSETS \$ 12,174

**LIABILITIES AND STOCKHOLDERS' EQUITY**

Current Liabilities

Accounts payable	\$ 13,528	
Accrued expenses	15,000	
Franchise tax payable	1,600	
Advances from stockholders"	<u>390,639</u>	\$420,767

Stockholders' Equity

Common Stock		0
Retained earnings (deficit)		<u>(408,593)</u>

TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY \$ 12,174

2) statement of income;

**Statement of Income**

**Eight Months Ended  
August 31, 2008**

**June 1, 2006  
(Date of Inception)  
to August 31, 2008**

Revenue	\$	-	\$	-
Operating expenses				
Consultants	\$	25,860	\$	85,218
Professional fees		17,500		36,338
Rent		44,511		106,783
Office expense		31,132		82,851
Travel and entertainment		17,157		64,406
Research, conferences, and seminars		-		3,467
Automotive expense		7,166		27,930
Total operating expenses		143,326		406,993
Provision for taxes based on income				
Federal		-		-
State		800		1,600
		800		1,600
Net Loss	\$	144,126	\$	408,593

3) statement of cash flows;

**N/A**

4) statement of changes in stockholders' equity;

**N/A**

5) financial notes; and

**N/A**

6) audit letter, if audited

**N/A**

The financial statements requested pursuant to this item shall be prepared in accordance with generally accepted accounting principles (GAAP)<sup>6</sup> by persons with sufficient financial skills.

Information contained in annual financial statements will not be considered current more than 90 days after the end of the issuer's fiscal year immediately following the fiscal year for which such statement are provided, or with respect to quarterly financial statements, more than 45 days after the end of the quarter immediately following the quarter for which such statements are provided.

**Item XIII Similar financial information for such part of the two preceding fiscal**

**years as the issuer or its predecessor has been in existence.**

Please provide the financial statements described in Item XII above for the issuer's two preceding fiscal years.

*Instruction to Item XIII:* The issuer shall either (i) attach the financial statements required by this Item XIII to its initial disclosure statement or (ii) post such financial statements through the OTC Disclosure and News Service as a separate report under the name of "Annual Report" for the applicable fiscal year end. **The issuer must state in its disclosure statement that such financial statements are incorporated by reference.** The issuer must also (x) provide a list in the disclosure statement describing the financial statements that are incorporated by reference, (y) clearly explain where the incorporated documents can be found, and (z) provide a clear cross-reference to the specific location where the information requested by this Item can be found in the incorporated documents.

**Item XIV Beneficial Owners.**

Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities.

**Number of shareholders owning 5% or more**

DANIEL MOTSINGER	83,573,295
BAF CONSULTING	11,250,000
POWER NETWORK, INC.	10,291,005
STARR CONSULTING INC.	8,750,000

To the extent not otherwise disclosed, if any of the above 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.

**Item XV The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure:**

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<sup>6</sup> Foreign private issuers that have furnished information to the Securities and Exchange Commission pursuant to Rule 12g3-2(b) under the Exchange Act can provide those same financial statements as an alternative to U.S. GAAP. For information regarding U.S. GAAP, see <http://cpaclass.com/gaap/gaap-us-01a.htm>.

1. Investment Banker  
**N/A**

2. Promoters  
**N/A**

3. Counsel

**Kristin Kano**

**Newport Beach, California**

4. Accountant or Auditor - the information shall clearly (i) describe if an outside accountant provides audit or review services, (ii) state the work done by the outside accountant and (iii) describe the responsibilities of the accountant and the responsibilities of management (i.e. who audits, prepares or reviews the issuer's financial statements, etc.). The information shall include the accountant's phone number and email address and a description of the accountant's licensing and qualifications to perform such duties on behalf of the issuer.

5. **Frank R. Rawson CPA**

**13681 Newport Avenue, Suite 8-452,**

**Tustin, California 92780**

**949-275-2534**

6. Public Relations Consultant(s)

**n/a**

7. Investor Relations Consultant

**n/a**

8. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the telephone number and email address of each advisor.

**Item XVI Management's Discussion and Analysis or Plan of Operation.**

*Instructions to Item XVI*

Issuers that have not had revenues from operations in each of the last two fiscal years, or the last fiscal year and any interim period in the current fiscal year for which financial statements are furnished in the disclosure statement, shall provide the information in paragraphs A and C of this item. All other issuers shall provide the information in paragraphs B and C of this item.



The discussion and analysis shall focus specifically on material events and uncertainties known to management that would cause reported financial information not to be necessarily indicative of future operating results or of future financial condition.

Issuers are not required to supply forward-looking information. This is distinguished from presently known data that will impact upon future operating results, such as known future increases in costs of labor or materials. This latter data may be required to be disclosed.

A. Plan of Operation.

1. Describe the issuer's plan of operation for the next twelve months. This description should include such matters as:
  - i. a discussion of how long the issuer can satisfy its cash requirements and whether it will have to raise additional funds in the next twelve months;

**The Consortium has facilitated the sale of one hundred and eighty-three million dollars worth of biodiesel to a multi-billion dollar wholesaler in Brazil, Petrobras. Management has calculated a first net of one point five million to BEHL for our participation over the course of one year. First shipment is anticipated within 60 days.**

**The Consortium has facilitated the sale of three hundred and fifteen million dollars worth of Rapeseed Oil to a multi-billion dollar Biodiesel Producer in Europe via NGL Supply. Management has calculated a first net of one point two million to BEHL for our participation over the course of one year. First shipment is anticipated within 60 days.**

**Management is constantly involved in vetting suppliers of both organic oils and biodiesel for our insatiable appetite of our global buyers.**

**Just these two contracts reflect two point seven million dollars first net revenue to satisfy overhead and expenses for the next twelve months.**

**Management knows that other facilitation of purchases will transpire within the next twelve months and is the process presently of vetting three new Hard Contract Offers.**

**Furthermore, Management is in discussion with several qualified investors to participate in equity ownership of both the Texas Project and the Lake Elsinore Project. Both of these projects are considered SBU (Separate Business Units) that have attracted considerable interest in the investment world. Management believes that the investment capital shall also, in addition to, satisfy overhead associated with the day to day operations.**

- ii. a summary of any product research and development that the issuer will perform for the term of the plan;

**Management is in discussion with three independent laboratories to facilitate the following:**

- 1) site analysis (emission analysis, soil analysis, flora analysis, water analysis, climate review... as related to site specific objective{s})
- 2) algae strain selection best suited for site
- 3) determine nutrients selection available (and at the lowest cost for the most production)
- 4) identify and enhance future generations of algae for different objectives
- 5) possibly genetically engineer a hybrid algae solution
- 6) Institute and enhance on BEHL proprietary IP and monitor, and document all results

- iii. any expected purchase or sale of plant and significant equipment; and

- **Management, after Paul McGuire has completed his certification of the “Thermogenics A100” Pyrolysis Unit, shall enter into a four year lease agreement with Thermogenics for the BioCentric Energy Texas Project, Phase One. The company believes that this hard asset, fully deployed, utilizing the refinery assets on the ground, will purify offspec products for local chemical facilities and for Used Tires, deliver #4 heating oil, steel, carbon black, & syngas for energy needs replacement for our onsite refinery.**
- **Paul McGuire has identified a microwave solution that upon the completion of his certification will provide an enhancement at the Orange County Texas Facility. The company believes that the acquisition and deployment of this hard asset shall increase production, lower overhead, and provide multiple streams of revenue. This install shall be predicated on Managements ability to secure funding, bring in an outside investor for an equity share, or procure a leasing solution.**
- **Management has committed to delivering a solution to Lake Elsinore California – CO2 reduction and profitable Algae growth for production of oil to biodiesel, and either gasifying the residue to biogas to produce electricity or produce fish or livestock feed. This install shall be predicated on Managements ability to secure funding, bring in an outside investor for an equity share, or procure a leasing solution.**

- iv. any expected significant changes in the number of employees.

**Yes – projections dictate a 25% increase in employees**

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

1. *Full fiscal years.* Discuss the issuer's financial condition, changes in financial condition and results of operations for each of the last two fiscal years. This discussion should address the past and future financial condition and results of operation of the issuer, with particular emphasis on the prospects for the future. The discussion should also address those key variable and other qualitative and quantitative factors that are necessary to an understanding and evaluation of the issuer. If material, the issuer should disclose the following:

- i. Any known trends, events or uncertainties that have or are reasonably likely to have a material impact on the issuer's short-term or long-term liquidity;

**YES – the temporary drop in oil prices has begun again a false sense of security for the immediate need for alternative energy solutions – it because of this that management has focused our company direction to the sequestration and utilization of CO2 and the byproduct is energy.**

- ii. Internal and external sources of liquidity;

**As of August 31<sup>st</sup>, 2008 Advances from Stockholders (2300) reflect \$ 390,639. Management focus is to secure funding, bring in an outside investor for an equity share, or procure a leasing solution to provide the necessary capital.**

**The Consortium has facilitated the sale of one hundred and eighty-three million dollars worth of biodiesel to a multi-billion dollar wholesaler in Brazil, Petrobas. Management has calculated a first net of one point five million to BEHL for our participation over the course of one year. First shipment is anticipated within 60 days.**

**The Consortium has facilitated the sale of three hundred and fifteen million dollars worth of Rapeseed Oil to a multi-billion dollar Biodiesel Producer in Europe via NGL Supply. Management has calculated a first net of one point two million to BEHL for our participation over the course of one year. First shipment is anticipated within 60 days.**

**Management is constantly involved in vetting suppliers of both organic oils and biodiesel for our insatiable appetite of our global buyers.**

**Just these two contracts reflect two point seven million dollars first net revenue to satisfy overhead and expenses for the next twelve months.**

**Management knows that other opportunities to facilitate purchases of either organic oil or biodiesel. will transpire within the next twelve months and is the process presently of vetting new Hard Contract Offers.**

- iii. Any material commitments for capital expenditures and the expected sources of funds for such expenditures;

**no**

- iv. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations;

**YES – the temporary drop in oil prices has begun again a false sense of security for the immediate need for alternative energy solutions – it because of this that management has focused our company direction to the sequestration and utilization of CO2 and the byproduct is energy.**

- v. Any significant elements of income or loss that do not arise from the issuer's continuing operations;

**no**

- vi. The causes for any material changes from period to period in one or more line items of the issuer's financial statements; and

**no**

- vii. Any seasonal aspects that had a material effect on the financial condition or results of operation.

**no**

2. *Interim Periods.* Provide a comparable discussion that will enable the reader to assess material changes in financial condition and results of operations since the end of the last fiscal year and for the comparable interim period in the preceding year.

**Year One – Strictly building relationships with buyers of organic oils and**

**biodiesel and begin the identification process of true vendors along with funding R & D for Algae, Pyrolysis, Biodiesel, Cogeneration, and Microwave Solution Providers.**

**Year Two – Home team onsite verification of all organic oils and biodiesel for our buyers. Assemble the teams necessary to facilitate the identified projects. Analyze the predicable and compensate for the X factor. Institute a cohesive talented group to execute plans of action.**

C. Off-Balance Sheet Arrangements.

n/a

1. In a separately-captioned section, discuss the issuer's off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the issuer's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors. The disclosure shall include the items specified in paragraphs C(1)(i), (ii), (iii) and (iv) of this Item XVI to the extent necessary to an understanding of such arrangements and effect and shall also include such other information that the issuer believes is necessary for such an understanding.

- i. The nature and business purpose to the issuer of such off-balance sheet arrangements;
- ii. The importance to the issuer of such off-balance sheet arrangements in respect of its liquidity, capital resources, market risk support, credit risk support or other benefits;
- iii. The amounts of revenues, expenses and cash flows of the issuer arising from such arrangements; the nature and amounts of any interests retained, securities issued and other indebtedness incurred by the issuer in connection with such arrangements; and the nature and amounts of any other obligations or liabilities (including contingent obligations or liabilities) of the issuer arising from such arrangements that are or are reasonably likely to become material and the triggering events or circumstances that could cause them to arise; and
- iv. Any known event, demand, commitment, trend or uncertainty that will result in or is reasonably likely to result in the termination, or material reduction in availability to the issuer, of its off-balance sheet arrangements that provide material benefits to it, and the course of action that the issuer has taken or proposes to take in

response to any such circumstances.

2. As used in paragraph C of this Item XVI, the term off-balance sheet arrangement means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with the issuer is a party, under which the issuer has:

- i. Any obligation under a guarantee contract that has any of the characteristics identified in paragraph 3 of FASB Interpretation No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others (November 2002) ("FIN 45"), as may be modified or supplemented, and that is not excluded from the initial recognition and measurement provisions of FIN 45 pursuant to paragraphs 6 or 7 of that Interpretation;
- ii. A retained or contingent interest in assets transferred to an unconsolidated entity or similar arrangement that serves as credit, liquidity or market risk support to such entity for such assets;
- iii. Any obligation, including a contingent obligation, under a contract that would be accounted for as a derivative instrument, except that it is both indexed to the issuer's own stock and classified in stockholders' equity in the issuer's statement of financial position, and therefore excluded from the scope of FASB Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities (June 1998), pursuant to paragraph 11(a) of that Statement, as may be modified or supplemented; or
- v. Any obligation, including a contingent obligation, arising out of a variable interest (as referenced in FASB Interpretation No. 46, Consolidation of Variable Interest Entities (January 2003), as may be modified or supplemented) in an unconsolidated entity that is held by, and material to, the issuer, where such entity provides financing, liquidity, market risk or credit risk support to, or engages in leasing, hedging or research and development services with, the issuer.

**N/A**

*Instructions to paragraph C of Item XVI*

- i. No obligation to make disclosure under paragraph C of this Item XVI shall arise in respect of an off-balance sheet arrangement until a definitive agreement that is unconditionally binding or subject only to

customary closing conditions exists or, if there is no such agreement, when settlement of the transaction occurs.

- ii. Issuers should aggregate off-balance sheet arrangements in groups or categories that provide material information in an efficient and understandable manner and should avoid repetition and disclosure of immaterial information. Effects that are common or similar with respect to a number of off-balance sheet arrangements must be analyzed in the aggregate to the extent the aggregation increases understanding. Distinctions in arrangements and their effects must be discussed to the extent the information is material, but the discussion should avoid repetition and disclosure of immaterial information.
- iii. For purposes of paragraph C of this Item XVI only, contingent liabilities arising out of litigation, arbitration or regulatory actions are not considered to be off-balance sheet arrangements.
- iv. Generally, the disclosure required by paragraph C of this Item XVI shall cover the most recent fiscal year. However, the discussion should address changes from the previous year where such discussion is necessary to an understanding of the disclosure.

In satisfying the requirements of paragraph C of this Item XVI, the discussion of off-balance sheet arrangements need not repeat information provided in the footnotes to the financial statements, provided that such discussion clearly cross-references to specific information in the relevant footnotes and integrates the substance of the footnotes into such discussion in a manner designed to inform readers of the significance of the information that is not included within the body of such discussion.

## Part E Issuance History

### **Item XVII List of securities offerings and shares issued for services in the past two years.**

**none**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer (1) within the two-year period ending on the last day of the issuer's most recent fiscal year and (2) since the last day of the issuer's most recent fiscal year.

The list shall include all offerings of securities, whether private or public, and shall indicate:

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

- (ii) Any jurisdictions where the offering was registered or qualified;
- (iii) The number of shares offered;
- (iv) The number of shares sold;
- (v) The price at which the shares were offered, and the amount actually paid to the issuer;
- (vi) The trading status of the shares; and



- (vii) 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.

The list shall also include all shares or any other securities or options to acquire such securities issued for services in the past two fiscal years and any interim periods, 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.

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 five percent (5%) 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.

n/a

## Part F Exhibits

The following exhibits must be either described in or attached to the disclosure statement:

### **Item XVIII Material Contracts.**

A. Every material contract, not made in the ordinary course of business, that will be performed after the disclosure statement is posted through the OTC Disclosure and News Service or was entered into not more than two years before such posting. Also include the following contracts:

- 1) Any contract to which directors, officers, promoters, voting trustees, security holders named in the disclosure statement, or the Designated Advisor for Disclosure are parties other than contracts involving only the purchase or sale of current assets having a determinable market price, at such market price;
- 2) Any contract upon which the issuer's business is substantially dependent, including but not limited to contracts with principal customers, principal suppliers, and franchise agreements;

**We presently are working with multiple billion dollars companies worldwide**

- 3) Any contract for the purchase or sale of any property, plant or equipment for consideration exceeding 15 percent of such assets of the issuer; or

**no**

- 3) Any material lease under which a part of the property described in the disclosure statement is held by the issuer.

**no**

B. Any management contract or any compensatory plan, contract or arrangement, including but not limited to plans relating to options, warrants or rights, pension, retirement or deferred compensation or bonus, incentive or profit sharing (or if not set forth in any formal document, a written description thereof) in which any director or any executive officer of the issuer participates shall be deemed material and shall be included; and any other management contract or any other compensatory plan, contract, or arrangement in which any other executive officer of the issuer participates shall be filed unless immaterial in amount or significance.

**Management has signed a management contract under the terms and conditions contained with the BioCentric Energy Algae, PPM**

**Further, Management has signed a contract with original shareholders of BioCentric Energy to satisfy Advances from Stockholders (2300)**

C. The following management contracts or compensatory plans need not be included:

- 1) Ordinary purchase and sales agency agreements;
- 2) Agreements with managers of stores in a chain organization or similar organization;
- 3) Contracts providing for labor or salesmen's bonuses or payments to a class of security holders, as such; and
- 4) Any compensatory plan that is available to employees, officers or directors generally and provides for the same method of allocation of benefits between management and non-management participants

**Item XIX Articles of Incorporation and Bylaws.**

A. A complete copy of the issuer's articles of incorporation or in the event that the issuer is not a corporation, the issuer's certificate of organization. Whenever amendments to the articles of incorporation or certificate of organization are filed, a

complete copy of the articles of incorporation or certificate of organization as amended shall be filed.

B. A complete copy of the issuer's bylaws. Whenever amendments to the bylaws are filed, a complete copy of the bylaws as amended shall be filed.

**Item XX Purchases of Equity Securities by the Issuer and Affiliated Purchasers.**

A. In the following tabular format, provide the information specified in paragraph (B) of this Item XX with respect to any purchase made by or on behalf of the issuer or any "Affiliated Purchaser" (as defined in paragraph (C) of this Item XX) of shares or other units of any class of the issuer's equity securities.

N/A

<b>ISSUER PURCHASES OF EQUITY SECURITIES</b>
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<b>Period</b>	<b>Column (a)</b> Total Number of Shares (or Units) Purchased	<b>Column (b)</b> Average Price Paid per Share (or Unit)	<b>Column (c)</b> Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	<b>Column (d)</b> Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
<b>Month #1</b>  (identify beginning and ending dates)	<b>NONE</b>	<b>NONE</b>	<b>NONE</b>	<b>NONE</b>
<b>Month #2</b>  (identify beginning and ending dates)				
<b>Month #3</b>  (identify beginning and ending dates)				
<b>Total</b>				

B. The table shall include the following information for each class or series of securities for each month included in the period covered by the report:

1. The total number of shares (or units) purchased (Column (a)). Include in this column all issuer repurchases, including those made pursuant to publicly announced plans or programs and those not made pursuant to publicly announced plans or programs. Briefly disclose, by footnote to the table, the number of shares purchased other than through a publicly announced plan or program and the nature of the transaction (e.g., whether the purchases were made in open-market transactions, tender offers, in satisfaction of the company's obligations upon exercise of outstanding put options issued by the company, or other transactions).
2. The average price paid per share (or unit) (Column (b)).
3. The total number of shares (or units) purchased as part of publicly announced repurchase plans or programs (Column (c)).
4. The maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs (Column (d)).

*Instructions to paragraphs (B) (3) and (B) (4) of this Item XX:*

- a. In the table, disclose this information in the aggregate for all plans or programs publicly announced.
- b. By footnote to the table, indicate:
  - i. The date each plan or program was announced;
  - ii. The dollar amount (or share or unit amount) approved;
  - iii. The expiration date (if any) of each plan or program;
  - iv. Each plan or program that has expired during the period covered by the table; and
  - v. Each plan or program the issuer has determined to terminate prior to expiration, or under which the issuer does not intend to make further purchases.
- C. For purposes of this Item XX, "Affiliated Purchaser" means:
  1. A person acting, directly or indirectly, in concert with the issuer for the purpose of acquiring the issuer's securities; or
  2. An affiliate who, directly or indirectly, controls the issuer's purchases of such securities, whose purchases are controlled by the issuer, or whose purchases are under common control with those of the issuer; *provided, however,* that "Affiliated Purchaser" shall not include a broker, dealer, or other person solely by reason of such broker, dealer, or other person effecting purchases on behalf of the issuer or for its account, and shall not include an officer or director of the issuer solely by reason of that officer or director's participation in the decision to authorize purchases by or on behalf of the issuer.

No ownership was purchased in any entity - Advances from Stockholders financed BCE, Inc.

**Item XXI Issuer's Certifications.**

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, Dennis Fisher, Board Member, CEO & President certify that:

1. I have reviewed this annual disclosure statement of BioCentric Energy Holdings, Incorporation (BEHL):

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.

Date: Thursday, November 06, 2008



Dennis Fisher - Board Member, CEO & President