



QUARTERLY FINANCIAL REPORT

Pursuant to Rule 15c2 11(a)(5)

For

FERNHILLBEVERAGE, INC.

Trading Symbol (FHBC)

For the Period Ending June 30, 2017

Dated August 15, 2017

FERNHILL BEVERAGE, INC.
QUARTERLY FINANCIAL REPORT

All information contained in this Initial Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11(a)(5) promulgated under the Securities and Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format as set forth in the rule.

No dealer, salesman or any other person has been authorized to give any information or to make any representations not contained herein in connection with the Issuer. Any representations not contained herein must not be relied upon as having been made or authorized by the Issuer.

Delivery of this information does not imply that the information contained herein is correct as of any time subsequent to the date of this Issuer Annual Report.

Part A. General Company Information

1) Name of the issuer

FERNHILL BEVERAGE, INC.

2) Address of the issuer's principal executive offices

Company Headquarters

Fernhill Beverage, Inc.
3425 Circulo Adorno
Carlsbad, CA 92009

Office: (760) 753-6444

Email: info@fernhillbev.com

Website: <http://www.fernhillbev.com>

3) Security Information

Security Symbol:	FHBC		
CUSIP Number:	315218 10 7		
Par Value:	Common Stock		\$0.0001 USD
	Preferred Stock		\$0.0001 USD

Total Shares Outstanding.

The Company is authorized to issue: 580,000,000 shares.

Common Stock Authorized 500,000,000

Common Stock issued and outstanding: 224,420,271

Preferred Stock

Preferred Stock Authorized: 80,000,000

Series A Preferred Stock Authorized: 20,000,000

Series A Preferred Stock issued and outstanding: 20,000,000 Preferred Series

A shares convert and vote 1 00:1

Series B Convertible Preferred Stock Authorized: 60,000,000 Series B

Convertible Preferred Stock issued and outstanding: 18,008,889 Preferred

Series B shares convert and vote 1:1

Transfer Agent

Signature Stock Transfer 2632 Coachlight
Court Plano, TX 75093

Phone: (972) 612-4120 Fax: (972) 612-
4122

Email: signaturestocktransfer@msn.com Website: <http://www.signaturestocktransfer.com>

Is the Transfer Agent registered under the Exchange Act? Yes

There are no restrictions on the transfer of any security.

There has not been any trading suspension order issued by the SEC in the last
12 months.

List any restrictions on the transfer of security: None

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

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization currently anticipated or that occurred within the past 12 months:

See Merger and Spinoff events below in paragraph 4, Issuance History.

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 equity securities, including debt convertible into equity 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:

Holding Company Reorganization: Fernhill Beverage, Inc. was incorporated on August 27, 2015 as an Oklahoma corporation under the Oklahoma General Corporation Laws (“Oklahoma Act”). On the day of Fernhill Beverage, Inc.’s incorporation it became a Holding Company pursuant to Section 1081(g) of the Oklahoma Act under an Agreement and Plan of Merger (“Reorganization”) with Cigars MFOV, Inc. (MFOV) and Cigars MFOV Merger Sub, Inc. (“Merger Corp.”) dated the same date. Under the Agreement, MFOV merged into Merger Corp. and ceased to exist, wherein Merger Corp. became and is the survivor and successor under Section 1081(g) of the Oklahoma Act, having acquired all of MFOV’s assets, rights and liabilities as the constituent or resulting corporation. Fernhill Beverage, Inc. became the parent and the Holding Company of Merger Corp. under the Reorganization which was in compliance with Section 1081(g) of the Oklahoma Act and Section 368(a)(1)(B) of the Internal Revenue Code of 1986, as amended.

Upon consummation of the Reorganization, each issued and outstanding equity of the former Cigars MFOV, Inc. was transmuted into and exchanged for an identical equity structure from Fernhill Beverage, Inc. (on a share-for-share basis) having the same designations, rights, powers and preferences, and qualifications, limitations and restrictions. Upon consummation, Fernhill Beverage, Inc., is the issuer since the former MFOV equity structure was transmuted pursuant to Section 1081(g) into current issued and outstanding equities of Fernhill Beverage, Inc. The Reorganization was exempt from the registration requirements of the Securities Act of 1933 (“Act”) as there was no “offer” or “sale” as defined in Section 2(3) of the Act so as to invoke the requirements of Rule 145 also under the Act. Under the terms of the Agreement the shareholders and equity holders of the former MFOV had no appraisal rights or rights to a shareholder vote and consequently no investment decision was made by the shareholders. Fernhill Beverage, Inc. as the issuer, was given a new CUSIP and tax identification number. Pursuant to Rule 144(d)(3)(ix) of the Act, the holding periods for the issued equities of Fernhill Beverage,

Inc. are the same and “tack” to the original holding periods of the equities transmuted from the former MFOV.

Change of Control/Share Exchange: On August 27, 2015, Fernhill Beverage, Inc. the “Holding Company” completed a Share Exchange Agreement with Fernhill Beverage, a Nevada corporation (Fernhill (NV)), a company with former and current operations. The Share Exchange was in compliance with Section 368(a)(1)(B) of the Internal Revenue Code of 1986, as amended and resulted in a change in control of Fernhill Beverage, Inc. Fernhill Beverage, Inc. is an operating business with ongoing operations since its date of incorporation on August 27, 2015. From the date of incorporation, Fernhill Beverage, Inc., has had ongoing operations and is therefore an “Issuer” that is not, and has never been a “Shell Company” or ever was a “Former Shell Company” as defined in Rule 144(i) of the Act.

Corporate Separation: On August 18, 2015, the Board of Directors determined in the best interest of MFOV to no longer own its subsidiary MFOV, Inc., and or “dba” Cigar Envi Cigar. The President executed a “Plan of Corporate Separation” between Cigars MFOV, Inc., an Oklahoma corporation, (hereinafter referred to as “MFOV”) and MFOV, Inc. (“MFOV Texas”), “dba” Cigar Envi or Cigar Envi Wholesale formally WMDD, LLC, a Texas company, which returned and assigned all MFOV Shares back to the MFOV for cancelation. The former MFOV the MFOV Texas shares were returned to the former MFOV Texas Shareholders. As of August 27, 2015 MFOV Texas is no longer wholly owned subsidiary of Fernhill Beverage.

On January 14, 2015, The Board of Directors accepting resignations of James B. Frack as President, Chief Executive Officer, Chief Financial Officer Secretary and Sole Director appointing David J. Daniels as Chairman, President, COO, CFO, Treasurer and Director and Brian Skinner as CEO, Secretary and Director.

On August 17, 2015, The Board of Directors accepting resignations of David J. Daniels as Chairman and appointed Lawrence L. Twombly as Chairman.

On August 18, 2015, The Board of Directors accepting resignations of David J. Daniels as Director, President, COO, CFO, and Treasurer and Brian Skinner as director, CEO and Secretary, appointing Lawrence L. Twombly as Chairman, President, Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Treasurer, Secretary and Sole Director.

On August 27, 2015, The Board of Directors accepting resignations of Lawrence L. Twombly as President, Chief Executive Officer, Chief Financial Officer Secretary and Sole Director appointing Lawrence L. Twombly as Chairman, and Director, Robert Campbell as President, Chief Executive Officer and Chief Operating Officer and Douglas A. Homis as Chief Financial Officer, Treasurer & Secretary and Director.

On October 8, 2015 the company issued 30,000,000 Shares to V Group, Inc., 25,000,000 Shares to Robert Campbell, 20,000,000 Shares to Douglas Homis, 5,000,000 to Ronald Fournier, 5,000,000 Shares to Sean Nichols, 5,000,000 Shares to Kenneth Sadowsky, 5,000,000 shares to Mark Hammill, 3,000,000 Shares to Joseph Bruni, and 2,000,000 Shares to Arturo Cherney.

On January 1, 2016 the company issued 2,000,000 restricted shares to Robert Goods and 1,000,000 restricted shares to Mario Gonzales. Shares were issued for sales and promotion services rendered for the Road Kill product.

On January 1, 2016 the company issued 5,000,000 restricted shares to Clifford Hagberg. Shares were issued for financial services rendered to Fernhill Beverage, Inc.

On January 27, 2017 the company authorized the issuance of 102,525,000 common restricted shares to V Group shareholders per dividend agreement executed by FINRA on January 26, 2017 including 50,000,000 restricted common shares to Lawrence L Twombly.



Fernhill Beverage

Minutes of Special Meeting of Board of Directors Of Fernhill Beverage, Inc.

Purpose: To discuss the disbursing of Fernhill
Beverage shares Date: 08/28/2015

Time: 1:30 PM

Place: 3425 Circulo Adorno Carlsbad, Ca 92009

The following Directors were present, constituting
a quorum: Lawrence Twombly Chairman

Robert Campbell President

Douglas Homis Secretary

The Chairperson called the meeting to order. The only topic discussed was the
compensation to consultants for work and efforts in the creation and growth of
"Roadkill" for Fernhill Beverage.

Discussed: Persons who will be receiving compensation.
What the persons involved will be doing to aid Fernhill Beverage. How much compensation said persons will receive and in what form the compensation will be paid.

The Chairman, while receiving input from the President and Secretary, concluded that the discussion will be prioritized by category of services needed and person to fulfill those services.

Distribution: It is concluded that distribution services will initially be broken down into three (3) geographical regions.

Region 1: Southwest. (Southern California, Arizona, Nevada)

Region2: Northeast. (New England, New York State)

Region3: Southeast. (North Carolina, South Carolina, Georgia, Florida)

Persons enlisted for each geographical region:

Region 1: Sean Nichols

Region 2: Ronald Fournier

Region 3: Kenneth Sadowsky

The duties of each person in each region includes but not restricted to; securing distribution both on the wholesale and retail level. Work with the salespeople and distributors in each area. To be a liaison between the Company and the distributors.

1) Production: It is concluded that production will initially be contracted in Southern California.

Person enlisted to assist in production issues. Joeseph Bruni

2) Design: It is concluded that all Graphics for products, Point of Sale, Web Design, etc. will be entrusted to a person with a history of graphics and product design.

Person enlisted to complete all graphic design tasks. Mark Hammill

3) Raw Goods Procurement: It is concluded that raw material procurement (Bottles, Labels, etc.) will be supervised by a person with knowledge of domestic and international procurement.

Person enlisted to procure raw goods. Arturo Cherney

Compensation: It is concluded that due to the limited monetary funds available to the Company, the Company will be compensating the above persons with Restricted Company Common Stock. It is also concluded that all persons discussed are experts in their field and will be valuable assets to the Company.

After discussion, it is concluded that the approved compensation breakdown is as follows
All compensation is based on a total Corporate Issuance of 118,000,000 Common Shares.

Sean Nichols	5,000,000 shares (4.24%)
Ronald Fournier	5,000,000 shares (4.24%)
Kenneth Sadowsky	5,000,000 shares (4.24%)
Mark Hammill	5,000,000 shares (4.24%)
Joseph Bruni	3,000,000 shares (2.54%)
Arturo Cherney	2,000,000 shares (1.70%)

Resolved: With the unanimous approval of the Board of Directors of Fernhill Beverage, Inc. the Company was given the authority to authorize the issuance of Fernhill Beverage shares to Sean Nichols, Ronald Fournier, Kenneth Sadowsky, Mark Hammill, Joseph Bruni, Arturo Cherney for services rendered.

Date of Record: With the unanimous approval of the Board of Directors of Fernhill Beverage, Inc. the Company was given authorization to approve official date of record to be 28th day of August, 2015 (08/28/2015).

After concluding the business at hand, the Chairperson asked the quorum if any other business was needed. It was determined that no other business was to be discussed at this Special Meeting.

The Chairperson adjourned the Special Meeting of the Board of Directors of Fernhill Beverage, Inc. at 4:30 PM August 28, 2015.



Fernhill Beverage

Minutes of Special Meeting of Board of Directors Of Fernhill Beverage, Inc.

Purpose: To discuss the disbursing of Fernhill Beverage shares for services

rendered Date: 01/01/2016

Time: 2:45 PM

Place: 3425 Circulo Adorno Carlsbad, Ca 92009

The following Directors were present, constituting a

quorum: Lawrence Twombly Chairman

Robert Campbell President

Douglas Homis Secretary

The Chairman called the meeting to order. The topic discussed was compensation to consultants for work and efforts in the continued growth in "Roadkill" (the brand) and Fernhill Beverage, **Inc.** (the Company).

Discussed: Persons who will be receiving compensation. What the said persons' responsibilities are. How much each person will be compensated.

The Chairman, while taking counsel from the President and the Secretary, concluded that the discussion will be broken down to two categories.

Category **1, Sales:** To ensure the growth of the Roadkill brand, two sales people will be compensated in the form of Restricted common stock

Mario Gonzalez (sales person), from Chula Vista Ca, will be actively selling the products to smaller stores in the Southern California area.

It was agreed by the board that Mr. Gonzalez will be compensated 1,000,000 shares of common restricted stock.

Robert E Goods II (sales person), from Chula Vista Ca, will be actively selling the Roadkill product to larger stores including but not restricted to; Chain Stores, Box Stores and Club Stores.

It was agreed by the board that Mr. Goods will be compensated 2,000,000 shares of common restricted stock.

Category 2, Finance: To ensure the fiscal growth of Fernhill Beverage Inc., the Company will enlist the assistance of a third party.

Clifford Hagberg (Finance), from Yarmouthport Ma, will be assisting the Company on financial matters such as negotiating terms with suppliers, consulting on lines of credit, etc.

It was agreed by the board that Mr. Hagberg will be compensated 5,000,000 shares of common restricted stock.

Resolved: With the unanimous approval of the Board of Directors of Fernhill Beverage, Inc., the Company was given the authority to authorize the issuance of Fernhill Beverage shares to Mario Gonzalez, Robert E. Goods II and Clifford Hagberg.

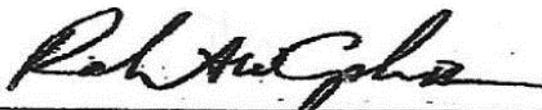
Date of Record: With the unanimous approval of the Board of Directors of Fernhill Beverage, Inc., the Company was given authorization to approve the official date of record to be the 1st day January, 2016 (01/01/2016).

After concluding the business at hand, the Chairman asked if any other business was needed. It was determined that no other business was to be discussed at this Special Meeting.

Fernhill Beverage, Inc.

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Lawrence Twombly, Chairman

By 
Robert Campbell, President, CEO, COO

By 
Douglas A. Homis, CFO, Secretary, Treasurer

The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.); None

- A. Any jurisdictions where the offering was registered or qualified; None
- B. The number of shares offered; None
- C. The number of shares sold; None
- D. The price at which the shares were offered, and the amount actually paid to the issuer; None
- E. The trading status of the shares; Restricted common shares
- F. 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.

On August 18, 2015, The Board of Directors, of the company Authorized, Accepted Irrevocable Stock Powers and directed the Cancellation of:

David J. Daniels, 40,000,000, Restrictive Common Shares,
and 40,000,000 "Series B Convertible Preferred Shares";

Brian Skinner, 1,000,000, Restrictive Common Shares and 222,000
"Series B Convertible Preferred Shares";

Per the terms of Plan Of Corporate Separation between and among David J. Daniels and Brian Skinner, or their assignees, Cigars MFOV, Inc., an Oklahoma corporation and MFOV, Inc., "dba" Cigar Envi and or Cigar Envi Wholesale formally WMDD, LLC a Texas corporation.

On November 23, 2015, the Company, received Notice of Conversions and issued a total of 2,000,000 common shares on February 1, 2016 and February 4, 2016, Reducing July 23, 2013, Convertible Debt outstanding principal to \$19,800.00.

On December 7, 2015, the Company, received a Notice of Conversion and issued a total of 1,000,000 common shares on February 1, 2016, Reducing July 23, 2013, Convertible Debt outstanding principal to \$19,700.00

On December 17, 2015, the Company, received Notice of Conversions and issued a total of 8,200,000 common shares on February 1, 2016, reducing July 23, 2013, Convertible Debt outstanding principal to \$18,880.00

On February 1, 2016, the Company, received a Notice of Conversion and issued a total of 4,000,000 common shares on February 25, 2016 , reducing July 23, 2013, Convertible Debt outstanding principal to \$18,480.00

On May 2, 2016, the Company, received Notice of Conversion and issued a total of 25,000 common shares on May 2, 2016, reducing July 23, 2013, Convertible Debt outstanding principal to \$13,980.00

On July 5, 2016 the Company, received Notice of Conversion and issued a total of 100,000 common shares on July 5, 2016, reducing July 23, 2013, Convertible Debt outstanding principal to \$8,730.00

On July 8, 2016 the Company, received Notice of Conversion and issued a total of 1,900,000 common shares on July 8, 2016, reducing July 23, 2013, Convertible Debt outstanding principal to \$6,260.00

On November 14, 2016 Company received \$5,000.00 Notice of Conversion, reducing July 23, 2013, Convertible Debt Outstanding on November 14, 2016 to \$1810.

On January 22, 2017 Company received \$6,000.00 Notice of Conversion, reducing November 28, 2014, Convertible Debt Outstanding on January 22, 2017 to \$0.

On February 2, 2017 Company received \$300.00 Notice of Conversion, reducing January 15, 2015, Convertible Debt Outstanding on February 2, 2017 to \$49,700.

On April 3, 2017 Company received \$300.00 Notice of Conversion, reducing January 15, 2015, Convertible Debt Outstanding on April 3, 2017 to \$49,400.

5) Financial Statements

The Company's financial statements for the Annual Report will be filed on the OTC Markets website and the Quarterly Reports when due. The Balance Sheet, Statement of Operations (Income), Statement of Cash Flows and Notes to Financial Statements are attached hereto.

There are Eleven (11) issued and outstanding Convertible Notes Totaling \$165506.83, accepted, confirmed, acknowledged as current debts and obligations of FERNHILL (OK), without reservations, including

1. Amended Note Dated July 23, 2013 issued to Greg Morris for Thousand US Dollars (\$20,000.00), Consent of the Directors of the Company to amend the NOTE was granted to the holder on January 5, 2015, including the assignment thereof to La Jolla IPO, Inc. on January 5, 2015. Current Balance \$1,810.

2. Note Dated January 15, 2015, issued to Liquid Management, Inc., for Fifty Thousand US Dollars (\$50,000.00) (the "NOTE") which is a direct obligation of the Company. Consent of the Directors of the Company to amend the NOTE was granted to the holder on January 5, 2015.
3. Note Dated February 5, 2015 for \$7,500.00 issued to La Jolla IPO, Inc.
4. Note dated February 20, 2015 for \$7,500.00 issued to IBRE Incorporated.
5. Note dated December 31, 2014 for \$5,500.00 issued to Liquid Management, Inc.
6. Note Dated January 27, 2016 for \$4,267.83 issued to IBRE, Incorporated on January 27, 2016 legal fees and OTC Markets reporting fees paid on behalf of The Company.
7. Note dated January 1, 2016 for \$50,000 issued to IBRE Incorporated for Consulting Services.
8. Note Dated April 14, 2016 for \$5,000 issued to Liquid Management, Inc.
9. Note dated September 19, 2016 for \$5,000 issued to SCA Management for the payment of OTC Market Fees.
10. Note dated October 1, 2016 for \$5,000 issued to Mark Hammill.
11. Note dated March 27, 2017 for \$5,739 issued to IBRE.

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. Description of the issuer's business operations;

Fernhill Beverage, Inc. is a for profit stock corporation registered in the State of Oklahoma with its headquarters located in Carlsbad; CA. Fernhill Beverage, Inc. is created to develop an innovative and quality driven beverage company. Fernhill Beverage, Inc. is dedicated to providing the very best in fun, exiting and healthy beverage products aimed at a youthful consumer base. Fernhill Beverage, Inc. is committed to taking advantage of a unique and readily available distribution base. Fernhill Beverage, Inc. is poised to design the next evolution in the youth and young adult beverage market.

Fernhill Beverage's mission is:

- To develop, create and market the best beverage products available to the consumer.

- . To assemble a team of professionals with a proven track record of success both in and out of the beverage industry.
- . To maximize revenues and profitability for its investors, shareholders and partners.

Fernhill Beverage Inc. located in Carlsbad, CA and is incorporated in Oklahoma for the purpose of developing, creating and marketing beverage products. Fernhill Beverage, Inc. will, upon commencement of operations, complete the manufacturing and marketing of its initial brand **Roadkill**. Fernhill Beverage, Inc. is committed to developing the brand **Roadkill** nationally through its independent distribution relationships.



Fernhill Beverage, Inc. has identified the largely overlooked and underserved child and pre-teen market segment within the multi-billion dollar beverage industry.

Most large beverage companies have chiefly ignored the youngest of the consumers. They feel there is more profit in getting the child market to purchase a more adult marketed product. For instance: Most convenience stores will stock juice box products for young kids and expect them to advance to a 20oz. soda or a 20oz. sports drink. Fernhill Beverage, Inc. is concentrating on capturing that transition market with fun products that appeal to youth and have ingredients that appeal to adults.

Fernhill's initial product offering **Roadkill**, is packaged in a very attractive 12oz. slim bottle that fits smaller hands perfectly. The label is bright and colorful. The label depicts cartoon animals that have lost a battle with vehicles. Fernhill Beverage, Inc. has been very careful to make sure the characters on the labels are still alive. They are just vivid enough for children to say "Cool" and for moms and dads to say "Gross". The product inside is very colorful and is designed to catch the attention of consumers immediately. **Roadkill** is initially offered in three exciting and fun flavors with others being developed and released as the market demands. The initial flavors are Green Apple (Green Gopher Guts), Blue Raspberry (Blue Raccoon Bits) Grape (Purple Possum Parts) with other flavors such as Fruit Punch (Red Fox in a Box) ready for production.

Fernhill Beverage, Inc. is also in the process of developing other products aimed at the teen and pre-adult market to add to the product lines and to take advantage of new and existing distribution channels.

Our products are intended to have exceptional quality, fit, function and style for the discriminatory customer and the youth consumer and will be manufactured in the United States.

Fernhill Beverage, Inc. has developed its "flagship" brand **Roadkill** to take

advantage of the gap left in the "youth and pre-teen" group of the consumer beverage market. Roadkill's initial launch will be in three extremely refreshing flavors:

- Green Gopher Guts (Sour Green Apple) - a slightly sour mix of apple flavors and is a bright green color. The product is vitamin packed and is sugar free.
- Blue Raccoon Bits (Blue Raspberry) – a smooth blend of raspberry flavors. The product is bright blue. The product is vitamin packed and is sugar free.
- Purple Possum Parts (Grape) – a mix of grape and other berry flavors. The product is a brilliant purple. The product is vitamin packed and sugar free.

Distribution and Marketing Methods of Products

In the beverage industry a new brand must be marketed to three distinct groups, (1) the distributors and their sales force, (2) the store's manager or owner, (3) and last, but no less important, the consumers. Fernhill Beverage, Inc. has composed an approach that is specific to each group.

In the incubation period of a new brand the initial launch with a distribution base is crucial. Fernhill Beverage, Inc. realizes that to insure the successful launch of a brand it must get the distributors and their sales force to push the desired product over another. This is best accomplished through incentives for the sales force. For example, a sales person might respond to a \$10.00 bonus for every new retail account they open. They would also receive \$1.00 per case for every case they sell in a 60-day launch period. Other sales people may respond to a contest where the sales representative that opens the most new accounts over a 60-day launch period would receive a vacation package for two. It is important to work with the distributor's general manager and/or owner to design an incentive program that best fits their needs and the needs of the brand. Some distributors are comfortable with financial incentives while others are not. Fernhill Beverage, Inc. is poised and ready to support the distributors with various sales and promotional programs for the marketing of its "flagship" brand Roadkill. Fernhill Beverage, Inc. has created sales sheets to be used as tools for the distributors to educate and present vital information about the product to the retail store manager or owner. Universally, retail establishments try to maximize profit potential per cooler location. To help retailers in their endeavor, Fernhill Beverage, Inc. will introduce the brand Roadkill with a "buy 3 cases get 1 case free" program when they purchase all flavors. The free case would be offered on a co-op basis with Fernhill Beverage, Inc. and the distributor. This will improve the storeowner's profit margin by 25%. There is limited retail shelf space available.

To battle the dilemma of a lack of retail shelf space Fernhill Beverage, Inc. is prepared to offer proprietary suction cup racks where needed. Fernhill Beverage, Inc. intends to provide labels promoting the brand Roadkill on each of the suction cup racks.

Fernhill Beverage, Inc. will also have static cling labels available to advertise Roadkill on the cooler glass doors. As volume grows, Fernhill Beverage, Inc. is prepared to offer proprietary coolers to select retail locations. Fernhill Beverage, Inc. will again take advantage of its relationship with distributors to utilize shelf space in coolers that the distributors currently own and operate in various retail locations. Marketing within a major grocery chain is vastly different than marketing within a convenience store or

"mom and pop" retail location. In many instances strategic plans such as end caps, positioning of the product at eye level on the shelf and displaying the product near checkout stands can be coordinated with the grocery general manager.

This relatively simple strategy can be extremely effective and accomplished without the outlay of massive capital.

Fernhill Beverage, Inc. believes that the most successful strategy to market to the consumer starts with a grass roots campaign. Much like the phrase "all politics are local"

Fernhill Beverage, Inc. feels "all marketing is local".

Fernhill Beverage is capable of producing the product for roughly \$.32 per unit in the early stages of production. That price will decrease to roughly \$.26 to \$.28 per unit with economies of scale. At this point, the full production cost of Roadkill is \$.32 per unit or \$7.68 per 24 pack case.

Currently, Roadkill is sold to the distributor for \$.50 per unit or \$12.00 per 24 pack case. This allows the Company to retain a \$.18 per unit or \$4.32 profit per case not including shipping.

The distributor then sells Roadkill to the retail location for \$.75 per unit or \$18.00 per case. This allows the distributor to retain \$6.00 profit per case making it very attractive to them and allowing them to add it to their existing orders.

Roadkill is shipped to the distributor in a palletized format. Each pallet contains 72 cases with a revenue amount of \$864.00. A full trailer contains 20 pallets with a revenue figure of \$17,280.00.



Roadkill has a target retail price of \$.99 to \$1.19 depending on the market. Fernhill Beverage has found that the lower retail price will serve as an incentive to purchase the product.

Initial Forecast:

In the Company's first full year of operations, Fernhill expects to generate \$250,000.00 to \$400,000.00 in revenue primarily through the sale of **Roadkill** product.

The key to sustainable revenue and growth is directly tied to the number and quality of distributors offering the product to retail locations. Each distributor has a specific geographical area. Within that area they have a large amount of retail outlets they can potentially sell the product into.

Fernhill Beverage's goal is twofold:

- 1) Secure as many distributors as possible.
- 2) Have those distributors sell to their customers as many cases of **Roadkill** as possible.

After 12 months of operations, the Company has goal of a minimum 20 distributors should be met. These will be located in specific geographical locations selling a minimum of 500 cases of Roadkill per month. The minimum goal is 10,000 cases of Roadkill per month generating \$120,000.00 per month and be on a pace to generate revenues exceeding \$1,400,000.00 in that year.

Once the Company surpasses the \$1,000,000.00 in revenue goal, growth can be accomplished quickly. With a cash flow exceeding \$100,000.00 per month, the Company will have the capability of placing sales persons in specific regions of the Country to bring on new distributors and to help grow distribution within existing distributors.

The initial distribution is located in Southern California. Distribution is growing quickly in the Southwest from there. The second area of distribution is the Northeast. Distribution has started in late summer 2015 in New England and will be growing throughout 2015 and 2016.

Fernhill Beverage has targeted growth from Southern California, Arizona and Nevada up the West Coast into Oregon, Washington, Colorado, etc. The Company has also targeted New England, New York, the Mid-Atlantic States and down the East Coast. Once that distribution is saturated, Fernhill Beverage will concentrate on the gulf Coast and the Middle America states.

Fernhill Beverage, Inc. intends to initiate its grass roots campaign by promoting samples at youth sporting events, street fairs, and school events and utilizing sampling crews wherever possible. At the early stages of a product's introduction, it is imperative to get the product into the hand of as many potential consumers as possible.

Fernhill Beverage, Inc. believes once a kid has a Roadkill, that young person will be a Roadkill customer for years to come. The unique stand-alone packaging was designed to draw the consumer's attention to the product enticing them to hold it, buy it, taste it and buy it again. Initially, Fernhill Beverage, Inc. intends to keep all advertising local to the markets it is currently distributed in, to ensure the advertising message reaches a consumer that can readily purchase the product.

When the product has a strong national distribution base Fernhill Beverage, Inc. will allocate funds to a national promotion program.

B. Date and State (or Jurisdiction) of Incorporation:

Fernhill Beverage, Inc. was incorporated on August 27, 2015 as an Oklahoma corporation under the Oklahoma General Corporation Laws ("Oklahoma Act").

C. The issuer's primary and secondary SIC Codes; 5960- Beverage Products

D. the issuer's fiscal year end date; 31ST DAY OF DECEMBER

E. principal products or services, and their markets; Beverage Products

for Youth

In an attempt to broaden the appeal of vitamin packed Roadkill, Fernhill Beverage has developed a Family Friendly label called **RK Super**. RK Super is a package that has been developed for the purpose of marketing to larger stores and National Retailers. RK Super still has the same great bottle and successful flavors as Roadkill but with a fun Mom approved label design.

The label features young children in cartoon form performing as Super Hero's. RS Super appeals to the Super Hero in all children. Fernhill Beverage has been working directly with National retailers to develop the correct marketing campaign necessary to promote and grow the brand.

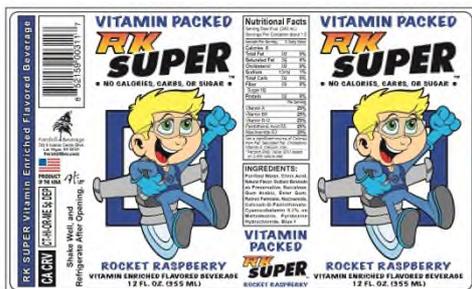


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7(W) x 4.25(H)





7(W) x 4.25(H)



7(W) x 4.25(H)



7) Describe 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.

The Issuer's primary address is 3425 Circulo Adorno, Carlsbad, CA 92009. The Issuer rents this facility for the purpose of coordinating the day-to-day operations.

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

Production of products is conducted on a contract bottling and packing basis. Primary co-packing is currently conducted in Ramona, California with plans to contract facilities on the East Coast.

A) **Officers, Directors, and Control Persons**

Lawrence L. (Buzz) Twombly, Chairman, and Director

Robert Campbell, President, Chief Executive Officer and Chief Operating Officer

Mr. Campbell is a career Entrepreneur. He has been a successful sales advocate for over a decade. Mr. Campbell is very active in many communities including helping the disabled and wounded warriors through a national sled hockey program.

Douglas A. Homis, Chief Financial Officer, Treasurer Secretary and Director

Mr. Homis is a retired naval combat veteran. Mr. Homis proudly served in the Middle East and was deployed with Special Forces units globally.

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); No
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; No
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 No
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. No

C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than (10%) of any class of the issuer's equity securities.

Common Shares	% of
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Directly Owned Ownership		
Lawrence L Twombly 3425 Circilo Adorno Carlsbad, CA 92009	50,000,000	22.60%

Rob Campbell		
4478 Utah St, #7 San Diego, CA 92116	25,000,000	11.30%
Doug Homis		
4530 Robbins St San Diego, CA 92122	20,000,000	
	Series A Preferred Shares Owned	% of Ownership
James B. Frack 2625 Butterfield Road Suite 228-S, Oak Brook, IL 60523	20,000,000	100.00%
	Series B Preferred Shares Owned	% of Ownership
Lawrence L. Twombly 3425 Circilo Adorno Carlsbad, CA 92009	18,008,889	30.01%

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

8) 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 Randall
J. Lanham
LANHAM & LANHAM, LLC
28562 Oso Parkway, Unit D Rancho
Santa Margarita, CA 92688 Tel. 949-
933-1964 email:

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

NONE

9) Issuer Certification

The issuer shall include certifications by the President, Chief Executive Officer and Chief Operating Officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format

below: I, Robert Campbell certify that:

Fernhill Beverage, Inc.
Balance Sheet Unaudited
As of June 30, 2017

	<u>Jun 30, 17</u>
ASSETS	
Current Assets	
Checking/Savings	
Chase Bank Cash	78,117.00
Total Checking/Savings	<u>78,117.00</u>
Accounts Receivable	
Accounts Receivable	37,800.00
Total Accounts Receivable	<u>37,800.00</u>
Other Current Assets	
Furniture, Fixtures, Equipment	55,801.00
Total Other Current Assets	<u>55,801.00</u>
Total Current Assets	171,718.00
Other Assets	
Consulting Agreement	50,000.00
Prepaid CoPack	10,500.00
RK Super Labels	8,500.00
Road Kill Bottles	25,200.00
Road Kill Ingredients	25,420.00
Road Kill Labels	4,250.00
Spin-Out Goodwill	90,000.00
Total Other Assets	<u>213,870.00</u>
TOTAL ASSETS	<u><u>385,588.00</u></u>
LIABILITIES & EQUITY	
Liabilities	
Long Term Liabilities	
Accrued Consulting Agreement	50,000.00
Notes	89,028.83
Total Long Term Liabilities	<u>139,028.83</u>
Total Liabilities	<u>139,028.83</u>
Equity	
Paid in Capital Hammill	5,000.00
Paid In Capital IBRE	17,506.83
Paid In Capital La Jolla IPO	7,500.00
Paid In Capital Liquid	65,500.00
Paid In Capital SCA	5,000.00
Paid in Capital V Group	12,500.00
Retained Earnings	21,378.17
Net Income	112,174.17
Total Equity	<u>246,559.17</u>
TOTAL LIABILITIES & EQUITY	<u><u>385,588.00</u></u>

Fernhill Beverage, Inc.
Statement of Operations Unaudited
January through June 2017

	Jan - Jun 17
Ordinary Income/Expense	
Income	
Sales Income Road Kill	631,377.00
Total Income	631,377.00
Cost of Goods Sold	
COS Road Kill	433,599.83
Freight	18,296.00
Sales Promotion	14,654.00
Total COGS	466,549.83
Gross Profit	164,827.17
Expense	
Art Work Design	3,510.00
Corporation Fee	2,400.00
Legal Fees	14,350.00
Liability Insurance	2,500.00
Meals and Entertainment	2,765.00
Promotional Product Giveaway	11,222.00
Trade Show	7,420.00
Transfer Agent Fee	3,890.00
Travel	4,596.00
Total Expense	52,653.00
Net Ordinary Income	112,174.17
Net Income	112,174.17

Fernhill Beverage, Inc.
Statement of Cash Flows Unaudited
January through June 2017

	<u>Jan - Jun 17</u>
OPERATING ACTIVITIES	
Net Income	112,174.17
Adjustments to reconcile Net Income to net cash provided by operations:	
Accounts Receivable	-12,600.00
Net cash provided by Operating Activities	<u>99,574.17</u>
INVESTING ACTIVITIES	
Prepaid CoPack	5,000.00
RK Super Labels	-8,500.00
Road Kill Bottles	-25,200.00
Road Kill Ingredients	-25,420.00
Road Kill Labels	-1,500.00
Net cash provided by Investing Activities	<u>-55,620.00</u>
FINANCING ACTIVITIES	
Notes	-5,739.00
Paid In Capital IBRE	5,739.00
Net cash provided by Financing Activities	<u>0.00</u>
Net cash increase for period	43,954.17
Cash at beginning of period	34,162.83
Cash at end of period	<u><u>78,117.00</u></u>

***Financial Statements**

FERNHILL BEVERAGE, INC.

NOTES TO FINANCIAL STATEMENTS

There are Eleven (11) issued and outstanding Convertible Notes Totaling \$165,506.83, accepted, confirmed, acknowledged as current debts and obligations of FERNHILL (OK), without reservations, including

1. Amended Note Dated July 23, 2013 issued to Greg Morris for Thousand US Dollars (\$20,000.00), Consent of the Directors of the Company to amend the NOTE was granted to the holder on January 5, 2015, including the assignment thereof to La Jolla IPO, Inc. on January 5, 2015. Remaining Balance 1810.
2. Note Dated January 15, 2015, issued to Liquid Management, Inc., for Fifty Thousand US Dollars (\$50,000.00) (the "NOTE") which is a direct obligation of the Company. Consent of the Directors of the Company to amend the NOTE was granted to the holder on January 5, 2015.
3. Note Dated February 5, 2015 for \$7,500.00 issued to La Jolla IPO, Inc.
4. Note dated February 20, 2015 for \$7,500.00 issued to IBRE Incorporated.
5. Note dated December 31, 2014 for \$5,500.00 issued to Liquid Management, Inc.
6. Note dated January 27, 2016 for \$4,267.83 issued to IBRE Incorporated
7. Note dated January 1, 2016 for \$50,000 issued to IBRE Incorporated for Consulting Services.
8. Note dated April 14, 2016 for \$5,000 issued to Liquid Management, Inc.
9. Note Dated September 19, 2016 for \$5,000 issued to SCA Capital.
10. Note Dated October 1, 2016 for \$5,000 issued to Mark Hammill.
11. Note Dated March 27, 2017 for \$5,739 issued to IBRE.