



1/30/10

Information compiled by Dennis Fisher CEO

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## Part A General Company Information

Item I The exact name of the issuer and its predecessor.  
BioCentric Energy Holdings Inc.

Names used by predecessor entities in the past five years and the dates of the name changes.  
F/K/A: Auto Max Group Holdings, Inc. Oct. 2008  
F/K/A: Brinkman Outdoors, Inc. Jan. 2008

Item II The address of the issuer's principal executive offices.  
2400 S. Garnsey, Unit D, Santa Ana California 92707  
714-966-1234  
www.biocentricenergy.com  
www.biocentricalgae.com

Name, title, and address of all officers of BEHL.

Dennis Fisher - CEO & President  
Monique Berry - Executive Vice President  
Frank Rawson - CFO  
All at... 2400 S. Garnsey, Unit D, Santa Ana California 92707

Name and address of all members of the Board of Directors.

Dennis Fisher - Chairman Of the Board  
Monique Berry - Board Member  
Alec Padilla - Board Member  
All at... 2400 S. Garnsey, Unit D, Santa Ana California 92707  
Dale Baeten  
BioCentric Investor Relations  
Office: 714-966-1234

Item III The jurisdiction(s) and date of the issuer's incorporation or organization.  
Florida Corporation, 2006

Item IV The exact title and class of securities outstanding. Series A Preferred Shares, Series B Preferred Shares.  
Common Shares, CUSIP #: 09060S106 Symbol: BEHL

Item V Par or stated value and description of the security.  
Common Stock: \$.0001 Par Value

### B. Common or Preferred Stock.

1. For common equity, describe any dividend, voting and preemption rights. The shares of common stock presently outstanding, and any shares of 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 on by shareholders, and a majority vote is required for all actions to be taken by shareholders, with the exception 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 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 the 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: The current intention of the Board is to retain future earnings, if any, to finance the expansion of business and does not anticipate paying cash dividends on common shares for the foreseeable future. The Company may not have sufficient funds to legally pay dividends, and if funds are legally available the Board has sole discretion in deciding to, or not to, pay dividends.

2. For preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions. Material rights of common or preferred stockholders.  
Series A Preferred - 20-1 is changed to 2-1, however, voting to remain the same, 20-1. Full board approval required before conversion.

Series B Preferred - 1000-1 voting power, and 1000-1 conversion. Full board approval required before conversion.

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.

Period end Date; January 17, 2010  
Number of shares authorized; 750,000,000  
Number of shares outstanding; 740,319,118  
Freely tradable shares (public float); 371,573,932  
Total beneficial shareholders; 3  
Total number of shareholders of record; 7283  
740,319,118 common issued and outstanding, including restricted  
250,000 Series A Preferred  
20,000,000 Series B Preferred

#### Part C Business Information

Item VII The name and address of the transfer agent.  
Securities Transfer Corp. - transfer agent is registered under the Exchange Act, and state of Texas.  
(469)633-0101 FAX (469) 633-0088  
2591 Dallas Parkway, Suite 102, Frisco TX 75034  
[www.sctransfer.com](http://www.sctransfer.com)  
Anita, George, or Marilyn

Item VIII The nature of the issuer's business.

A. Business Development of Green Energy Solutions.

1. The form of organization of the issuer;  
Corporation

2. The year that the issuer 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;

Yes – authorized 750,000,000 common from 200,000,000 March 2009

<http://www.sunbiz.org/pdf/43761294.pdf>

9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;

A Private Placement Memorandum is being authored for a total capital raise, including commissions of six million, five hundred thousand for a Series C. For a Series C preferred which will be filed with the state of Florida at the time of the offering.

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.

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

5080 – Wholesale – Machinery, Equipment & Supplies

8744 – Services – Facilities Support Management Services

8742 – Services – Management Consulting Services

8741 – Services – Management Services

8731 – Services – Commercial Physical and Biological Research

3590 - Misc Industrial & Commercial Machinery & Equipment

2. Is the company 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";

NO

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 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 10th, 2006 and is a wholly owned corporation of BEHL. The Company is managed by a Board of Directors, who are personally engaged on a daily basis with this enterprise. The Board of Directors consists of Dennis Fisher, Alec Padilla, and Monique Berry. The address and telephone number of the Company's principal office is 2400 S. Garnsey, Unit D, Santa Ana California 92707 Telephone number is 714-966-1234.

[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 21st Century. The Company mission is to increase the company's value through the discovery and development of renewable green energy projects. The strategy utilizes our extensive experience and

global contacts to uncover opportunities through joint ventures or acquisitions. Research projects with strong profitable production potential will be identified and funded. The Company investment philosophy is to only invest in projects located in stable geopolitical regions offering low risk while providing for a sustainable business model.



b. BioCentric Energy Algae, LLC. ("BioCentric Algae") was organized as a limited liability company under the laws of the State of Delaware on April 24, 2008 and is 70% owned by BEHL. The Company is managed by a Board of Directors who run the day-to-day operations. The Board of Directors, designated in the Company's Operating Agreement, consists of Dennis Fisher, Alec Padilla, and Monique Berry. The address and telephone number of the Company's principal office is 2400 S. Garnsey, Unit D, Santa Ana California 92707. Telephone 714-966-1234.

[www.BioCentricEnergyAlgae.com](http://www.BioCentricEnergyAlgae.com). The LLC BioCentric Energy Algae LLC was organized to sell and build the Algae Pro Photobioreactor, and other associated products, both nationally and internationally. Our Photobioreactor initially will cost our clients approximately twenty dollars per square yard to purchase. Every install will have a five year maintenance contract to constantly monitor the farm remotely in real time. The trigger functions within the system will also be remotely managed to maintain the environment for maximum efficiency. Since inception, BioCentric Algae has also been developing hard assets to accompany the Photobioreactor which include, cost reduction harvesting solutions, cost reduction oil extraction methodology, and other ancillary attributes to provide cost reductions. With the BioCentric Algae Pro Photobioreactor BioCentric Algae can capture & sequester CO<sub>2</sub>, NO<sub>x</sub>, and other emissions from smokestacks and optimize its utilization within the algae cultivation system, oil extraction, electrical generation, and biofuel refining technology. BioCentric Algae also has Intellectual Properties that have been applied for and granted "Provisional Patent" status. The Company intends to apply for additional "Provisional Patent" status and install during this 'Phase Two' which will provide the implementation knowledge behind the additional applications. Integrating its 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.

c. BioCentric Energy Consortium, Incorporated was organized as a corporation under the laws of the State of Delaware on October 15, 2007 and is a wholly owned corporation of BEHL. The Company will be managed by a Board of Directors, who are intimately involved in the day-to-day operation. The Board of Directors consists of Dennis Fisher, Alec Padilla, and Monique Berry. The address and telephone number of the Company's principal office is 2400 S. Garnsey, Unit D, Santa Ana California 92707. The telephone number is 714-966-1234.

[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 to 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.

5. a. 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. (Our preference is actually to utilize brown water, sterilize for our usage, and obtain free nutrients for our farms.) Presently, BioCentric has been in contact with several city managers to educate, inform, and build the trust within the community and within all levels of the targets identified, to have the local agencies assist us in locating our first two multi-acre efforts. Management has found to date that few city managers and associated staff have moved in the expedited timeline achieved by two Research and Development licenses granted by the City of San Juan Capistrano. Others are mired with protocols that inhibit investment, even in today's environment, which create jobs for the local community. It has been this sporadic and unpredictability for locations identified which has been an impediment for achieving self imposed timelines. This educational process has altered our method for identifying proposed locations. No location is considered until a tear sheet is completed profiling all local, county, and state organizations that will be considered mitigating factors for final judgments.

b. 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 "Friends and Family" whom are now Stockholders as of July 15<sup>th</sup>, 2009 = \$420,000. 504 Capital raise = \$ 749,609.

No monies are borne directly from customers

**6. Costs and effects of compliance with environmental laws (federal, state and local);**

The Company's activities are subject to extensive air, water and other environmental regulations, The Company has obtained two Research and Development licenses from the City of San Juan Capistrano. Future activities will necessitate applying for a number of environmental permits under both state and federal programs to construct and operate plants. In addition, distillation, transesterification, and/or gasification of BioFuels are required to satisfy the fuel quality standards of the Environmental Protection Agency. Company Management believes the facility will meet those standards; however, no assurance can be given that expectation will be correct. Further, such obligation is ongoing and no assurance can be given that it will comply in the future. There is no anticipation of any problem receiving any of the required environmental permits; however, if for any reason they are unable to obtain any of these permits, construction costs for the plant may increase or they may not be able to complete construction of the plants. Environmental laws and regulations, both at the federal and state level, are subject to change and changes can be required retroactively. Consequently, a requirement to invest or spend considerable resources to comply with future environmental regulations, or new or modified interpretations of those regulations, may reduce profitability and result in the loss of some or all of investors' funds.

**7. The number of total employees and number of full-time employee.**

Total employees - 17

Full time Employees - 9

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

**Products and services of the issuer:**

**A. principal products or services, and their markets;**

- 1) BioCentric Algae - Facilitating the sale, installation, and day-to-day remote management of the Algae Pro Photobioreactor to qualified national and international prospects with a desire to produce algae – market – global
- 2) BioCentric Algae - Facilitating the sale of the Continuous Flow Algae System to educational institutions and other algae companies
- 3) BioCentric Algae - Facilitating the sale of the Algae Culturing Station to educational institutions and other algae companies
- 4) BioCentric Algae - Facilitating the sale of the Algae Pro Wall Reactor to educational institutions and other algae companies
- 5) Consulting Services to educational institutions and other algae companies
- 6) BioCentric Energy - Facilitating the sale of the finished products achieved from the Algae Pro Photobioreactor to qualified national and international prospects

**Projects in Process for BioCentric**

a) Death Valley Junction, California – a historic village adjacent to Death Valley – in a Joint Venture with Armargosa and BioCentric, BioCentric will install and manage a beta unit to address environment engineering issues to ascertain whether a profitable Algae growth for production of algae for a nutritional supplement in DVJ can and will be profitable – specifically targeted species – haematococcus - market – global.

b) A yet to be defined, a 10 acre location in Southern California - BioCentric has agreed not to disclose the name of our client, at the clients request, until the Letter of Credit is authorized for a complete turnkey solution for a ten acre algae farm located in Southern California

c) Kearny Park, Mississippi - a former munition factory this location provides fencing, water, electricity and an available labor pool to implement a multi-acre facility. A profitable Algae growth for production of algae for a nutritional supplement can and will be profitable – specifically targeted species – Omega 3 with either EPA and DHA - to fulfill in-house purchase order - market – global. At this time the Client wishes to remain unidentified until all documentation has been completed.

d) Imperial Texas - Permian Sea Algae Farm – in a Joint Venture with Permian Sea Algae Farm the Company will install and manage profitable Algae growth for production of algae to deliver an algae solution to reduce CO2 emissions, generating credits during the production of algae oil for a nutritional supplement – market – global.

e) Inner Mongolia – in a Joint Venture with Gruppo Oil and Energy the Company will install and manage profitable Algae growth for production of algae to deliver an algae solution to reduce CO2 emissions, generating credits during the production of algae oil to be used for bio-diesel and/or ethanol – market – global.

f) North Las Vegas – in a Joint Venture with Envirotek the Company will install and manage profitable Algae growth for production of algae to deliver an algae solution to reduce CO2 emissions, generating credits during the production of algae oil to be used for bio-diesel and/or ethanol – market – global.

**B. Distribution methods of the products or services;**

- 1) Licensed Value Added Resellers
- 2) In-house Representatives

**C. Status of any publicly announced new product or service;**

- 1) Software is completed which is designed to automatically enact when certain criteria or events occur within our Photobioreactor - when completed, a provisional patent will be submitted for patent pending status
- 2) A seven component poly tubing is now being manufactured in Southern California as per the Company's design - the result will be a durable, UV resistant, solution - a provisional patent has yet to be submitted for patent pending status
- 3) Management has designed a solution to have C(2) (above) attached four wide across on a protective bottom sheet to quickly and easily install up to 1000 square feet per hour - when completed, a provisional patent will be submitted for patent pending status
- 4) The first 1200 "180 degree turns" manufactured from our mold in China have been shipped and are on the ocean headed for LA Harbor - a provisional patent has been submitted for patent pending status
- 5) The improved version of the "180 degree turns" are presently being re-engineered to accommodate our mold in China - a provisional patent will be submitted for patent pending status upon completion
- 6) Management has obtained the rights to apply for a provisional patent status for an Inoculants Reactor designed by BioCen in the Czech Republic - this solution will grow the initial culture at maximum efficiency for all future algae farms - a provisional patent will be submitted shortly for patent pending status
- 7) Management has designed a simple and cost effective cleaning solution for the poly tubing that reverses when a complete sweep has been completed for maximum efficiency within the Photobioreactor - a provisional patent is being authored which will be submitted for patent pending status
- 8) Management has designed a solution to have C(2) (above) attached four wide across on a protective bottom sheet to quickly and easily install up to 1000 square feet per hour that has certain added features to enable the Photobioreactor to be installed in cold weather climate regions globally - a provisional patent has been submitted for patent pending status

**D. Competitive business conditions, the issuer's competitive position in the industry, and methods of competition;**

- 1) BioCentric Algae charges less than one hundred thousand dollars per acre to install Algae Pro Photobioreactor - their nearest competitor charges well over four hundred thousand dollars per acre.
- 2) The Algae Pro Photobioreactor can be installed, because of the Company's unique design, at up to 1000 square feet per hour - their nearest competitor cannot accomplish 1000 square feet of install in a day.
- 3) The Algae Pro Photobioreactor is monitored and managed both automatically and remotely by trained skilled professionals. No competitor is known to have achieved this sophistication.
- 4) Dennis Fisher, CEO of BEHL is also President of the West Coast Chapter of the National Algae Association providing lead generation through guest speaking and conference participation.

**E. Sources and availability of manufacture of hard assets 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;**  
Presently the Company has identified and are in negotiations with, more than five qualified parties to either joint venture with or purchase their Algae Pro Photobioreactor - the need for our solution is increasing on a daily basis globally

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

**Patent Pending**

Application number - 61/208,354 - Algae Pro Closed Loop Photobioreactor

**Submitted for Provisional Patent (awaiting return receipt from USPTO)**

- 1) Multiple Layered Poly Tubing for Algae Pro Photobioreactor
- 2) Management has designed a solution to have #1 (above, the poly tubing) attached four wide across on a protective bottom sheet to quickly and easily install up to 1000 square feet per hour
- 3) Management has designed a solution to have #1 (above) attached four wide across on a protective bottom sheet to quickly and easily install up to 1000 square feet per hour that has certain added features to enable the Photobioreactor to be installed in cold weather climate regions globally and manage temperature
- 4) A design and mold has been built in China to lessen hard costs of the "180 degree turns"

**Not Yet Submitted for Provisional Patent Status**

- 1) Software is being designed to automatically enact when certain criteria or events occur within the Photobioreactor - when completed, a provisional patent will be submitted for patent pending status
- 2) A simple and cost effective cleaning solution for the poly tubing that reverses when a complete sweep has been completed for maximum efficiency within the Photobioreactor - a provisional patent is being authored which will be submitted for patent pending status

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.

The Management of BEHL has signed a two year lease for 2400 South Garnsey in Santa Ana California. This location has 6400 square feet of office and laboratory space, and sufficient ground space to build a 6200 square foot Algae Pro Photobioreactor and one small beta unit for the next version. At said location we have purchased four twenty foot containers to accommodate our skunk works for the next generation of our products and have all the necessary equipment to build our test components in house. Rent for the first six months is \$4000. and after the interim is completed, the rent has been negotiated at \$ 5,500. per month for the duration of the lease.

**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.

Dennis Fisher - Chairman Of the Board

Monique Berry - Board Member

Alec Padilla - Board Member

All at...2400 South Garnsey, Unit D, Santa Ana California 92707

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. Dennis Fisher, Director, CEO & President
- b. Paul McGuire, Chief Technical Advisor
- c. Monique Berry, Director & Executive Vice President
- d. Russell D. Noel – Remote Construction Manager
- e. Patrick Kuydenhall - Skunk Works Manager

**f. Domini Maddox - In House Phycologist**

**Dennis Fisher, Director, CEO & President**

**BUSINESS SKILLS LEADERSHIP SKILLS**

- Reorganizations and turnarounds - Tough decisions under difficult conditions
- Segment finances, expenses, and performance - Developing effective management teams
- Acquisitions, mergers, and divestitures - Executing successful change
- Rapid insight of financials and value drivers - Leading by example
- Strategy development & risk management - Hitting the ground running with lasting results
- Identify, negotiate, and solidify key alliances - Very high energy level

**SELECTED ACCOMPLISHMENTS**

Mr. Fisher took charge of a turbulent division with financial, operational, and organizational challenges, and made major changes in the sales and management team and rapidly establishing performance goals and standards. Implemented financial/investment risk management procedures to mitigating past errors in a very expensive and high-risk program and refocused the enterprise, increasing production 22%.

Re-energized a \$30 million division by upgrading the management team, improving strategy, stripping unnecessary costs, and appropriately allocating capital - resulting in improved business performance. Increased capital efficiency 25%, and raised production 19%. Mr. Fisher revamped a “dying” business unit by divesting low value assets and re-allocating resources to high value return areas. Mr. Fisher is responsible for executing the most successful sales and marketing campaign in the company’s history, personally generating over \$50 million in earnings through negotiated strategic alliances. Mr. Fisher assumed leadership of a start-up BioFuels company that had significant leadership, financial, and organizational challenges. He 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 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, empowerment of this company to become one of the top three Hazardous gaseous 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 clients.

- Envisioned, and authored a prospectus generating internal financing to fund leasing solutions.
- Initiated the penetration of new markets throughout the southwest to deliver multiple financing solutions for clients.

- Initiated contact and brought to negotiated alliance, financial products, and services, which created integrated solutions.

In essence was an integral component of client contact from inception through to financing.

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

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

- Envisioned, mapped, and engineered marketing and sales solutions which resulted in clients' signature on contract agreements.

- Initiated 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, Mr. Fisher 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 sales and marketing plans to go public.

- Conceptualized, authored, and implemented national VAR program for Satellite Internet Telephony, Broadcasting, and Multicasting.

- 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 the company to grow in valuation to over 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 sought after specialty contractor in the state.

**Monique Berry - Board Member and Executive Vice President**

Monique Berry began her career at BioCentric Energy as an executive in the sales and marketing department. Within a short period, Ms. Berry demonstrated an uncanny ability to interact and create new relationships with major clients and investors. As a strong and natural leader respected by her colleagues and clients, Ms. Berry is exceptionally hardworking and dedicated to the success of BioCentric Energy. With an extensive background in finance, packaging and chemical formulations, Ms. Berry has brought her expertise to help BioCentric Energy in developing algae based products for mass production and commercial use.

Monique Berry has over 20 years of experience in sales and marketing working for multinational corporations in the beauty, entertainment and finance industries. Previous companies include: Cosmolab/Newell Rubbermaid, Financial Network Investment Corporation, CardEx International, Bao Sheng Inc., Blue Nile Recording and Cantata Entertainment Group.

Prior to working for BioCentric Energy, Ms. Berry held the position of Vice President of Sales and Marketing for a financial company located in Southern California. This experience allowed Ms. Berry the opportunity to work with some brilliant pioneers who helped build the MasterCard and Visa platforms. This position also provided Ms. Berry with the experience of working in a technologically advanced environment in which the very latest engineered financial stored solutions were utilized.

In the beauty industry, Ms. Berry traveled throughout the world spending a large portion of her time obtaining and managing multimillion dollar accounts.

Working in the South for an OEM and managing top beauty marketers in New York, California and Europe was not an easy task, especially when it came to communicating with a multitude of people from different cultures, many speaking different languages and dialects. Knowing that her basic French speaking skills were inadequate when dealing with decision makers at L'Oreal and Lancôme, for example, Ms. Berry spent her evenings and weekends

learning business French and etiquettes at Nashville's Foreign language institute to aid her sales abilities. Securing new accounts and multimillion dollar business was a challenge that Ms. Berry quickly met. With a passion for innovation and a natural artistic talent, Ms. Berry began designing new cosmetic products and packages for the beauty industry. Many are still on the market today.

#### **Alec Padilla - Board Member**

Mr. Padilla's investments to date reflect renewable energy and reduction of carbon emissions profitably. Mr. Padilla's group invested \$345,000. into the BEHL 504 and in turn, Mr. Padilla was granted a Board seat.

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

Mr. McGuire has over forty 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. Management of 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. Preparation of all close-out 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)

#### **Domini Maddox - In House Phycologist**

Extensive laboratory experience, specializing in algae

Fast learner with ability to multitask throughout the day

Detail-oriented

Organized and detail oriented without losing track of the 'big picture'

Natural drive to continue training and education

Ability to work well both independently and as part of a team

Bachelor of Science in Biochemistry (2005-2009) University of Texas , Austin TX

Extensive educational classes involving chemistry, genetics, and math, honor's awards, Pre-Veterinary Organization, Texas Rowing, involved in laboratory learning with biochemistry and organic chemistry.

Associate of Science (2003-2005) Northwest Vista College , San Antonio, TX

Phi Theta Kappa member (2003-2005), received Presidential and honor's awards, acquired experience in biology, physics, and chemistry laboratories

August 2008 – Present Research assistant for UTEX (The University of Texas at Austin, 78712)

•BioFuels research •Lipid determination via Nile Red fluorescence •Sterile techniques •Proper use of chemicals and equipment (autoclaves, spectrophotometer, microscopes, gas chromatography) •DNA extraction, PCR amplification, and clean up for sequencing •Preparation of solutions, agar tubes and media •Inoculation of algae cultures •Chlorophyll determination •Presenting results to small groups •Cryopreservation and thaws

September 2006 – Dec, 2009 Math tutor/mentor and after-school teacher (Austin, TX)

•Tutor children, ages 5-17 years, in all educational areas specializing in math and science •Coordinate activities that apply skills for learning •Instruct approximately 20 children with a series of science lessons

January 2009 – June, 2009 Research assistant Intern for Dr. Lara Mahal (The University of Texas at Austin, 78712)

•Sterile techniques •Proper use of chemicals and equipment (centrifuge, pH meters, hemocytometers and sterile hoods) •Micro pipettes to isolate individual cells •Proper handling of mammalian cells •Preparation and splitting of cell cultures •Research of glycoproteins, cancer cells, and lipid rafts by the use of fluorescent microscopy

#### Skills

• Familiar with Microsoft programs, and proficient in Office applications, including Excel, Power-point, and Word.  
• Accurate laboratory protocol, safety, use of equipment, and research

#### Achievements

• 2005 International Scholar Laureate Program Delegation of Medicine in Australia which involved pediatrics, natural medicines, marine biology, hospice (palliative care), environmental preservation, and intensive care units and other hospital experiences

4. Board memberships and other affiliations;  
none

5. Compensation by the issuer; and

Dennis Fisher has received no compensation to date. Other than Monique Berry and Frank Rawson who receive salaries, there is no compensation for serving as a director.

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

#### Recipients Restricted Preferred

Nancy Fisher 2,000,000 (B) 125,000 (A)

Dennis Shen 2,000,000 (B) 125,000 (A)

#### Recipients Restricted

Attilio Tortorice , 21,730,000

Terry Adams 10,864,000

Steve Hayden 15,043,000

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 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;

None

2. The related person's interest in the transaction;

None

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);

N/A

4. The approximate dollar value of the related person's interest in the transaction; and

N/A

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.

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

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

The issuer must state in its disclosure statement that such financial statements are incorporated by reference.

This compilation was completed by Frank Rawson, CPA (Inactive) and in-house CFO.

Frank Rawson CPA (Inactive)

License # 37172/California

Contracted by Company

Frank Rawson has a bachelor of arts from Stanford University in Economics. Post Graduate work in accounting and finance at Cal State University, Long Beach and Cal State University Fullerton. His CPA license was issued in 1980 and is currently inactive. Frank Rawson is an officer of the company, and is therefore, not independent.

1) Balance Sheet

**BloCentric Energy, Inc**

A Development Stage Company

**Balance Sheet**

<b>ASSETS</b>	<u>December 31, 2009</u>	<u>December 31, 2008</u>
<b>Current Assets</b>		
Cash	\$ 68,580	\$ 445
Loan receivables	8,000	
Due from affiliates	484	484
Prepaid expenses	38,149	14,390
Deposits with vendors	51,150	
Investment securities	600	600
	<u>166,963</u>	<u>15,919</u>
Property and Equipment	248,236	10,393
<b>Other Assets</b>		
Deposits	5,000	
Organizational costs	1,234	1,234
	<u>6,234</u>	<u>1,234</u>
<b>TOTAL ASSETS</b>	<u>\$ 421,433</u>	<u>\$ 27,546</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable	\$ 58,671	\$ 13,588
Accrued expense	470	
Franchise tax payable	2,400	1,600
Advances from stockholders	35,265	-
	<u>96,806</u>	<u>15,188</u>
<b>Stockholders' Equity</b>		
Common stock	1,169,609	350,609
Retained earnings (deficit)	(844,982)	(338,251)
	<u>324,627</u>	<u>12,358</u>
<b>TOTAL LIABILITIES AND STOCKHOLDER</b>	<u>\$ 421,433</u>	<u>\$ 27,546</u>

## 2) Statement of Income

### BioCentric Energy, Inc

A Development Stage Company

### Statement of Income (Loss)

	Twelve Months Ended December 31, 2009	June 1, 2006 (Date of Inception) to December 31, 2009
Revenue		
Sales	\$ 2,800	\$ 2,800
Cost of sales	<u>2,330</u>	<u>2,330</u>
<b>Gross profit</b>	<u>470</u>	<u>470</u>
<b>Operating Expenses</b>		
Advertising	13,034	23,250
Consultants	84,962	168,545
Professional fees and other legal expense	59,281	78,778
Rent and occupancy expense	25,659	115,276
Office expense	27,561	59,633
Salaries, wages and management fees	176,676	176,676
Taxes, licensee and fees	14,600	15,183
Travel, meals and entertainment	54,959	113,202
Conferences, and seminars	5,855	9,322
Research and development	33,049	33,049
Telephone and internet	6,621	23,758
Automotive expense	4,144	25,580
	<u>506,401</u>	<u>842,252</u>
<b>Provision For Taxes Based On Income</b>		
Federal income tax		
California franchise tax	800	3,200
	<u>800</u>	<u>3,200</u>
<b>NET LOSS</b>	<u>\$ (506,731)</u>	<u>\$ (844,982)</u>

### 3) Statement of Cash Flow;

## BioCentric Energy, Inc

A Development Stage Company

### Statement of Cash Flows

	Twelve Months Ended December 31, 2009	June 1, 2006  (Date of Inception) to December 31, 2009
<b>Cash Flow from Operating Activities</b>		
Net loss for the period	\$ (506,731)	\$ (844,982)
<b>Adjustments to reconcile net loss to net cash used by operating activities</b>		
Change in prepaid expenses	(23,759)	(38,149)
Change in due from affiliates		(484)
Change in vendor deposits	(51,150)	(51,150)
Change in accounts payable and accruals	45,553	59,141
Change in accrued expenses		.
Change in franchise tax payable	800	2,400
Cash used by operating activities	<u>(535,287)</u>	<u>(873,224)</u>
<b>Cash Flows from Investing Activities</b>		
Investment in property and equipment	(237,843)	(248,236)
Investment in organization costs		(1,234)
Investment in loan receivable	(8,000)	(8,000)
Investment in long-term deposits	(5,000)	(5,000)
Investment in investment securities		(600)
	<u>(250,843)</u>	<u>(263,070)</u>
<b>Cash Flows from Financing Activities</b>		
Advances from stockholders	35,265	35,265
Issuance of capital stock	819,000	1,169,609
	<u>854,265</u>	<u>1,204,874</u>
Increase in Cash	68,135	68,580
Cash, beginning of period	<u>445</u>	<u>-</u>
<b>Cash, End of Period</b>	<u>\$ 68,580</u>	<u>\$ 68,580</u>

\*These are consolidated results for BioCentric Energy Holdings, Inc.

4) Statement of changes in stockholders' equity;

## BioCentric Energy, Inc

A Development Stage Company

### Statement of Stockholders' Equity

From Inception, June 1, 2006 to December 31, 2009

	Common Stock	Retained Earnings (Deficit)	Total
Balance June 1, 2006, Date of Inception	\$ -	\$ -	\$ -
Loss, Six Months Ended December 31, 2006		(67,113)	(67,113)
Loss, Year Ended December 31, 2007		(197,355)	(197,355)
Balance January 1, 2008		(264,468)	(264,468)
Common Stock Issued December 31, 2008 (Exchange for Shareholder Debt)	350,609		350,609
Loss, Year Ended December 31, 2008		(73,783)	(73,783)
Balance January 1, 2009	350,609	(338,251)	12,358
Common Stock Issued, July 2, 2009	10,000		10,000
Common Stock Issued, July 9, 2009	5,000		5,000
Common Stock Issued, July 14, 2009	8,000		8,000
Common Stock Issued, July 16, 2009	5,000		5,000
Common Stock Issued, July 22, 2009	20,000		20,000
Common Stock Issued, August 3, 2009	20,000		20,000
Common Stock Issued, August 4, 2009	10,000		10,000
Common Stock Issued, August , 2009	200,000		200,000
Common Stock Issued, August 11, 2009	145,000		145,000
Common Stock Issued, October 20, 2009	85,000		85,000
Common Stock Issued, November 13, 2009	20,000		20,000
Common Stock Issued, November 19, 2009	5,000		5,000
Common Stock Issued, November 25, 2009	18,400		18,400
Common Stock Issued, December 1, 2009	6,500		6,500
Common Stock Issued, December 7, 2009	74,600		74,600
Common Stock Issued, December 11, 2009	93,250		93,250
Common Stock Issued, December 22, 2009	93,250		93,250
Loss, Year Ended December 31, 2009		(506,731)	(506,731)
<b>Balance December 31</b>	<b>\$ 1,169,609</b>	<b>\$ (844,982)</b>	<b>\$ 324,627</b>

5) financial notes; and  
None

6) audit letter, if audited  
None

Item XIII Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

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.

None

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:

None

1. Investment Banker

None

2. Promoters

None

3. Counsel

Kristin Cano

Newport Beach, California

4. Accountant or Auditor

Frank R. Rawson CPA (Inactive)

13681 Newport Avenue, Suite 8-452,

Tustin, California 92780

949-275-2534

5. Public Relations Consultant(s)

None

7. Investor Relations Consultant

See page 2

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.

N/A

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

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;

At today's burn rate management has sufficient capital for the next six months to operate because management has secured additional funding. It is the intent of management to be profitable by the end of the second quarter.

ii. a summary of any product research and development that the issuer will perform for the term of the plan; Management has negotiated an association with RWE and designed an in house laboratory 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 environmentally 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

Six qualified and interested parties are presently in negotiations to either joint venture or purchase the Algae Pro Photobioreactor Solution

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

Yes – projections dictate a 45% increase in employees

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

##### ***1. Full fiscal years.***

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 and growing algae for human nutritional supplements, animal feedstock, and pharmaceuticals.

ii. Internal and external sources of liquidity;

As of August 31st, 2008 Advances from Stockholders (2300) reflect \$ 1,169,000.

Management focus is to secure funding via:

- 1) bring in an outside investor for an equity share
- 2) procure a leasing solution to provide the necessary capital
- 3) Complete and issue a PPM for an equity share through Series C Preferred Shares
- 4) Execute financial agreements from clients committed to owning their own algae farm

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 and growing algae for human nutritional supplements, animal feedstock, and pharmaceuticals.

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

#### **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.

none

#### Part E Issuance History

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

none

#### 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 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

none

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

none

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

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. [Click here for complete access...](#)

[http://www.sunbiz.org/scripts/cordet.exe?action=DEFIL&inq\\_doc\\_number=P07000098713&inq\\_came\\_from=NAMFWD&cor\\_web\\_names\\_seq\\_number=0003&names\\_name\\_ind=N&names\\_cor\\_number=&names\\_name\\_seq=&names\\_name\\_ind=&names\\_comp\\_name=BIOCENTRICENERGY&names\\_filing\\_type=](http://www.sunbiz.org/scripts/cordet.exe?action=DEFIL&inq_doc_number=P07000098713&inq_came_from=NAMFWD&cor_web_names_seq_number=0003&names_name_ind=N&names_cor_number=&names_name_seq=&names_name_ind=&names_comp_name=BIOCENTRICENERGY&names_filing_type=)

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. [Click here for complete access...](#)

[http://www.sunbiz.org/scripts/cordet.exe?action=DEFIL&inq\\_doc\\_number=P07000098713&inq\\_came\\_from=NAMFWD&cor\\_web\\_names\\_seq\\_number=0003&names\\_name\\_ind=N&names\\_cor\\_number=&names\\_name\\_seq=&names\\_name\\_ind=&names\\_comp\\_name=BIOCENTRICENERGY&names\\_filing\\_type=](http://www.sunbiz.org/scripts/cordet.exe?action=DEFIL&inq_doc_number=P07000098713&inq_came_from=NAMFWD&cor_web_names_seq_number=0003&names_name_ind=N&names_cor_number=&names_name_seq=&names_name_ind=&names_comp_name=BIOCENTRICENERGY&names_filing_type=)

Company's bylaws are posted with the Pink Sheets

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

none

ISSUER PURCHASES OF EQUITY SECURITIES

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: Tuesday, January 26, 2010



Dennis Fisher - COB, CEO & President