

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

RENEWABLE ENERGY AND POWER, INC.

A Nevada Corporation

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BROOKLYN, NEW YORK

11201

718 971-9704

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SIC Code: 3640

AMENDED ANNUAL REPORT

FOR THE PERIOD ENDING DECEMBER 31, 2020

(the "Reporting Period")

As of December 31, 2020, the number of shares outstanding of our Common Stock was:

3,580,339,863

As of September 30, 2020, the number of shares outstanding of our Common Stock was:

1,847,361,580

As of December 31, 2019, the number of shares outstanding of our Common Stock was:

232,318,275

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

Yes: No: (Double-click and select "Default Value" to check)

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

Yes: No:

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: No:

¹ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-three months period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

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

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

Renewable Energy & Power, Inc.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

The Company was incorporated on October 15, 2012, in the State of Nevada. The Company is currently active with the State of Nevada.

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

None.

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

None.

The address(es) of the issuer's principal executive office:

55 Washington Street, Suite 703, Brooklyn, NY 11201

The address(es) of the issuer's principal place of business:

Check box if principal executive office and principal place of business are the same address:

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

Yes: No:

2) Security Information

Trading symbol:	<u>RBNW</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>75972U307</u>	
Par or stated value:	<u>\$0.001</u>	
Total shares authorized:	<u>15,000,000,000</u>	as of date: <u>12.31.20</u>
Total shares outstanding:	<u>3,580,339,863</u>	as of date: <u>12.31.20</u>
Number of shares in the Public Float ² :	<u>3,567,793,182</u>	as of date: <u>12.31.20</u>
Total number of shareholders of record:	<u>32</u>	as of date: <u>12.31.20</u>

² "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

Additional class of securities (if any):

Trading symbol: None.
Exact title and class of securities outstanding: Series A Preferred
CUSIP: None.
Par or stated value: \$0.001

Total shares authorized: 10,000,000 as of date: 12.31.20
Total shares outstanding: 5,000,000 as of date: 12.31.20
Number of shares in the Public Float³: 0 as of date: 12.31.20
Total number of shareholders of record: 2 as of date: 12.31.20

Trading symbol: None.
Exact title and class of securities outstanding: Series B Preferred
CUSIP: None.
Par or stated value: \$0.001

Total shares authorized: 100,000 as of date: 12.31.20
Total shares outstanding: 97,790 as of date: 12.31.20
Number of shares in the Public Float⁴: 0 as of date: 12.31.20
Total number of shareholders of record: 10 as of date: 12.31.20

Transfer Agent

Name: Clear Trust, LLC
Phone: 813.235.4490
Email: inbox@cleartrusttransfer.com
Address: 16540 Pointe Village Drive, Suite 205, Lutz FL, 33558

Is the Transfer Agent registered under the Exchange Act?⁵ Yes: No:

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities in the past two completed fiscal years and any subsequent interim period.

Disclosure under this item shall include, in chronological order, all offerings and issuances of 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. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods:

Number of Shares outstanding as of <u>January 1, 2019</u>	<u>Opening Balance:</u> Common: 11,189,342 Preferred A: 0 Preferred B 77,790	
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³ "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

⁴ "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

⁵ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) OR Nature of Services Provided (if applicable)	Restricted or Unrestricted as of this filing?	Exemption or Registration Type?
<u>1/20/19</u>	<u>New Issue</u>	<u>26,000,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>No</u>	Multichip Display, Inc.– Charlotte Bugna	<u>Debt</u>	<u>Restricted Control Shares</u>	<u>Rule 144</u>
<u>1/17/19</u>	<u>New Issue</u>	<u>1,500,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>Yes</u>	Essex Global Investment Corp. Benjamin Conde	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>1/17/19</u>	<u>New Issue</u>	<u>800,000</u>	<u>Common Stock</u>	<u>\$0.0069</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>1/31/19</u>	<u>New Issue</u>	<u>614,754</u>	<u>Common Stock</u>	<u>\$0.0061</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>1/31/19</u>	<u>New Issue</u>	<u>1,250,000</u>	<u>Common Stock</u>	<u>\$0.0064</u>	<u>Yes</u>	Jabro Funding Corp.– Lawrence Rothberg	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>2/14/19</u>	<u>New Issue</u>	<u>1,875,000</u>	<u>Common Stock</u>	<u>\$0.0036</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>4/16/19</u>	<u>New Issue</u>	<u>2,185,714</u>	<u>Common Stock</u>	<u>\$0.0014</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>8/21/19</u>	<u>Cancellation</u>	<u>(5,000,000)</u>	<u>Series A Preferred</u>	<u>\$.001</u>	<u>No</u>	Former Officers	<u>Control shares surrendered</u>	<u>N/A</u>	<u>N/A</u>
<u>8/23/19</u>	<u>New Issue</u>	<u>38,506</u>	<u>Series B Preferred</u>	<u>\$.001</u>	<u>No</u>	Karen Berend	<u>Control shares</u>	<u>Restricted</u>	<u>Section 4(2) & Rule 144</u>
<u>8/23/19</u>	<u>New Issue</u>	<u>16,919</u>	<u>Series B Preferred</u>	<u>\$.001</u>	<u>No</u>	David Berend	<u>Control shares</u>	<u>Restricted</u>	<u>Section 4(2) & Rule 144</u>
<u>8/23/19</u>	<u>New Issue</u>	<u>16,919</u>	<u>Series B Preferred</u>	<u>\$.001</u>	<u>No</u>	Sarah Malaquis	<u>Control shares</u>	<u>Restricted</u>	<u>Section 4(2) & Rule 144</u>
<u>8/23/19</u>	<u>New Issue</u>	<u>3,112</u>	<u>Series B Preferred</u>	<u>\$.001</u>	<u>No</u>	Steve Berend	<u>Control shares</u>	<u>Restricted</u>	<u>Section 4(2) & Rule 144</u>
<u>8/23/19</u>	<u>New Issue</u>	<u>2,334</u>	<u>Series B Preferred</u>	<u>\$.001</u>	<u>No</u>	Linda Redlishy	<u>Control shares</u>	<u>Restricted</u>	<u>Section 4(2) & Rule 144</u>
<u>8/26/19</u>	<u>New Issue</u>	<u>2,500,000</u>	<u>Series A Preferred</u>	<u>\$.001</u>	<u>No</u>	Karen Berend	<u>Change in control</u>	<u>Restricted</u>	<u>Section 4(2) & Rule 144</u>
<u>8/26/19</u>	<u>New Issue</u>	<u>2,500,000</u>	<u>Series A Preferred</u>	<u>\$.001</u>	<u>No</u>	David Berend	<u>Change in control</u>	<u>Restricted</u>	<u>Section 4(2) & Rule 144</u>

<u>8/26/19</u>	<u>New Issue</u>	<u>5,000</u>	<u>Series B Preferred</u>	<u>\$.001</u>	<u>No</u>	Livingston Asset Management LLC - Narine Persaud	<u>Services</u>	<u>Restricted</u>	<u>Section 4(2) & Rule 144</u>
<u>8/30/19</u>	<u>New Issue</u>	<u>4,526,316</u>	<u>Common Stock</u>	<u>\$0.0019</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>8/30/19</u>	<u>New Issue</u>	<u>2,300,000</u>	<u>Common Stock</u>	<u>\$0.002</u>	<u>Yes</u>	Crown Bridge Partners LLC- Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>9/4/19</u>	<u>New Issue</u>	<u>2,263,158</u>	<u>Common Stock</u>	<u>\$0.0019</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>9/5/19</u>	<u>New Issue</u>	<u>1,789,474</u>	<u>Common Stock</u>	<u>\$0.0019</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>9/12/19</u>	<u>New Issue</u>	<u>2,730,000</u>	<u>Common Stock</u>	<u>\$0.002</u>	<u>Yes</u>	Crown Bridge Partners LLC- Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>9/24/19</u>	<u>New Issue</u>	<u>2,860,000</u>	<u>Common Stock</u>	<u>\$0.002</u>	<u>Yes</u>	Crown Bridge Partners LLC- Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>10/7/19</u>	<u>New Issue</u>	<u>3,000,000</u>	<u>Common Stock</u>	<u>\$0.0023</u>	<u>Yes</u>	Crown Bridge Partners LLC- Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>10/17/19</u>	<u>New Issue</u>	<u>3,150,000</u>	<u>Common Stock</u>	<u>\$0.003</u>	<u>Yes</u>	Crown Bridge Partners LLC- Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/1/19</u>	<u>New Issue</u>	<u>3,316,907</u>	<u>Common Stock</u>	<u>\$0.0021</u>	<u>Yes</u>	Crown Bridge Partners LLC- Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/8/19</u>	<u>New Issue</u>	<u>3,277,778</u>	<u>Common Stock</u>	<u>\$0.0018</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/8/19</u>	<u>New Issue</u>	<u>3,415,178</u>	<u>Common Stock</u>	<u>\$0.0011</u>	<u>Yes</u>	Crown Bridge Partners LLC- Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/11/19</u>	<u>New Issue</u>	<u>3,803,571</u>	<u>Common Stock</u>	<u>\$0.0011</u>	<u>Yes</u>	Crown Bridge Partners LLC- Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/11/19</u>	<u>New Issue</u>	<u>3,222,222</u>	<u>Common Stock</u>	<u>\$0.0018</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/12/19</u>	<u>New Issue</u>	<u>4,151,785</u>	<u>Common Stock</u>	<u>\$.00112</u>	<u>Yes</u>	Crown Bridge Partners LLC- Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>

<u>11/12/19</u>	<u>New Issue</u>	<u>4,111,111</u>	<u>Common Stock</u>	<u>\$0.0018</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/13/19</u>	<u>New Issue</u>	<u>4,111,111</u>	<u>Common Stock</u>	<u>\$0.0018</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/13/19</u>	<u>New Issue</u>	<u>4,732,142</u>	<u>Common Stock</u>	<u>\$0.00112</u>	<u>Yes</u>	Crown Bridge Partners LLC- Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/14/19</u>	<u>New Issue</u>	<u>4,111,111</u>	<u>Common Stock</u>	<u>\$0.0018</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/14/19</u>	<u>New Issue</u>	<u>5,210,526</u>	<u>Common Stock</u>	<u>\$0.0019</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/15/19</u>	<u>New Issue</u>	<u>5,446,428</u>	<u>Common Stock</u>	<u>\$0.00112</u>	<u>Yes</u>	Crown Bridge Partners LLC- Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/15/19</u>	<u>New Issue</u>	<u>5,210,526</u>	<u>Common Stock</u>	<u>\$0.0019</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/18/19</u>	<u>New Issue</u>	<u>1,247,368</u>	<u>Common Stock</u>	<u>\$0.0019</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/19/19</u>	<u>New Issue</u>	<u>1,894,737</u>	<u>Common Stock</u>	<u>\$0.0019</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/19/19</u>	<u>New Issue</u>	<u>6,026,785</u>	<u>Common Stock</u>	<u>\$0.00112</u>	<u>Yes</u>	Crown Bridge Partners LLC- Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/19/19</u>	<u>New Issue</u>	<u>11,877,000</u>	<u>Common Stock</u>	<u>\$0.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>11/19/19</u>	<u>New Issue</u>	<u>6,000,000</u>	<u>Common Stock</u>	<u>\$0.0019</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/21/19</u>	<u>New Issue</u>	<u>7,053,571</u>	<u>Common Stock</u>	<u>\$0.00112</u>	<u>Yes</u>	Crown Bridge Partners LLC- Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/21/19</u>	<u>New Issue</u>	<u>6,000,000</u>	<u>Common Stock</u>	<u>\$0.0019</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>

<u>11/22/19</u>	<u>New Issue</u>	<u>6,000,000</u>	<u>Common Stock</u>	<u>\$.0019</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/26/19</u>	<u>New Issue</u>	<u>7,678,571</u>	<u>Common Stock</u>	<u>\$.00112</u>	<u>Yes</u>	Crown Bridge Partners LLC- Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>11/26/19</u>	<u>New Issue</u>	<u>4,436,842</u>	<u>Common Stock</u>	<u>\$.0019</u>	<u>Yes</u>	Redstart Holdings Corp.- Gregg Solomon	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>12/3/19</u>	<u>New Issue</u>	<u>8,320,000</u>	<u>Common Stock</u>	<u>\$.00112</u>	<u>Yes</u>	Crown Bridge Partners LLC- Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>12/9/19</u>	<u>New Issue</u>	<u>10,511,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>12/12/19</u>	<u>New Issue</u>	<u>9,293,600</u>	<u>Common Stock</u>	<u>\$.00112</u>	<u>Yes</u>	Crown Bridge Partners LLC- Seth Ahdoot	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>12/16/19</u>	<u>New Issue</u>	<u>5,621,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>12/17/19</u>	<u>New Issue</u>	<u>9,777,590</u>	<u>Common Stock</u>	<u>\$.00112</u>	<u>Yes</u>	Crown Bridge Partners LLC- Seth Ahdoot	<u>Exercise of Warrants</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>12/20/19</u>	<u>New Issue</u>	<u>8,000,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>1/6/20</u>	<u>New Issue</u>	<u>10,901,251</u>	<u>Common Stock</u>	<u>\$.00098</u>	<u>Yes</u>	Crown Bridge Partners LLC- Seth Ahdoot	<u>Exercise of Warrants</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>1/7/20</u>	<u>New Issue</u>	<u>10,511,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>1/23/20</u>	<u>New Issue</u>	<u>17,957,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>1/29/20</u>	<u>New Issue</u>	<u>6,000,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>2/14/20</u>	<u>New Issue</u>	<u>33,140,034</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>

						- Narine Persaud			
3/12/20	New Issue	27,065,000	Common Stock	\$.001	Yes	Trillium Partners LP - Narine Persaud	Court Settlement Issuance for Approved Liabilities	Unrestricted	Section 3(a)(10) & Rule 144
4/1/20	Cancellation	(24,753,133)	Common Stock	\$.001	N/A	Trillium Partners LP - Narine Persaud	Court Settlement Issuance for Approved Liabilities	N/A	N/A
4/9/20	New Issue	23,747,000	Common Stock	\$.001	Yes	Trillium Partners LP - Narine Persaud	Court Settlement Issuance for Approved Liabilities	Unrestricted	Section 3(a)(10) & Rule 144
4/22/20	New Issue	18,127,000	Common Stock	\$.001	Yes	Trillium Partners LP - Narine Persaud	Court Settlement Issuance for Approved Liabilities	Unrestricted	Section 3(a)(10) & Rule 144
4/30/20	New Issue	24,820,000	Common Stock	\$.001	Yes	Trillium Partners LP - Narine Persaud	Court Settlement Issuance for Approved Liabilities	Unrestricted	Section 3(a)(10) & Rule 144
5/14/20	New Issue	28,121,000	Common Stock	\$.001	Yes	Trillium Partners LP - Narine Persaud	Court Settlement Issuance for Approved Liabilities	Unrestricted	Section 3(a)(10) & Rule 144
5/15/20	New Issue	18,125,000	Common Stock	\$.00048	Yes	Geneva Roth Remark Holdings, Inc.- Curt Kramer	Conversion	Unrestricted	Section 4(2) & Rule 144
5/18/20	New Issue	19,583,333	Common Stock	\$.00048	Yes	Geneva Roth Remark Holdings, Inc.- Curt Kramer	Conversion	Unrestricted	Section 4(2) & Rule 144
5/19/20	New Issue	19,583,333	Common Stock	\$.00048	Yes	Geneva Roth Remark Holdings, Inc.- Curt Kramer	Conversion	Unrestricted	Section 4(2) & Rule 144
5/21/20	New Issue	20,625,000	Common Stock	\$.00048	Yes	Geneva Roth Remark Holdings, Inc.- Curt Kramer	Conversion	Unrestricted	Section 4(2) & Rule 144
5/22/20	New Issue	39,122,000	Common Stock	\$.001	Yes	Trillium Partners LP - Narine Persaud	Court Settlement Issuance for Approved Liabilities	Unrestricted	Section 3(a)(10) & Rule 144
5/22/20	New Issue	20,625,000	Common Stock	\$.00048	Yes	Geneva Roth Remark Holdings, Inc.- Curt Kramer	Conversion	Unrestricted	Section 4(2) & Rule 144
5/26/20	New Issue	20,625,000	Common Stock	\$.00048	Yes	Geneva Roth Remark Holdings, Inc.- Curt Kramer	Conversion	Unrestricted	Section 4(2) & Rule 144
5/28/20	New Issue	20,625,000	Common Stock	\$.00048	Yes	Geneva Roth Remark Holdings, Inc.- Curt Kramer	Conversion	Unrestricted	Section 4(2) & Rule 144

<u>6/1/20</u>	<u>New Issue</u>	<u>31,224,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>6/3/20</u>	<u>New Issue</u>	<u>16,509,995</u>	<u>Common Stock</u>	<u>\$.0012</u>	<u>Yes</u>	Crown Bridge Partners LLC- Seth Ahdoot	<u>Exercise of Warrants</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>6/3/20</u>	<u>New Issue</u>	<u>30,208,333</u>	<u>Common Stock</u>	<u>\$.00048</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>6/5/20</u>	<u>New Issue</u>	<u>30,185,185</u>	<u>Common Stock</u>	<u>\$.00054</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>6/8/20</u>	<u>New Issue</u>	<u>50,128,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>6/9/20</u>	<u>New Issue</u>	<u>30,185,185</u>	<u>Common Stock</u>	<u>\$.00054</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>6/11/20</u>	<u>New Issue</u>	<u>30,136,986</u>	<u>Common Stock</u>	<u>\$.00073</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>6/15/20</u>	<u>New Issue</u>	<u>39,529,412</u>	<u>Common Stock</u>	<u>\$.00085</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>6/16/20</u>	<u>New Issue</u>	<u>61,545,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>6/18/20</u>	<u>New Issue</u>	<u>16,902,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>6/18/20</u>	<u>New Issue</u>	<u>39,529,412</u>	<u>Common Stock</u>	<u>\$.00085</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>6/22/20</u>	<u>New Issue</u>	<u>39,518,072</u>	<u>Common Stock</u>	<u>\$.00083</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>6/25/20</u>	<u>New Issue</u>	<u>78,447,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>6/25/20</u>	<u>New Issue</u>	<u>32,759,494</u>	<u>Common Stock</u>	<u>\$.00079</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>6/26/20</u>	<u>New Issue</u>	<u>39,466,667</u>	<u>Common Stock</u>	<u>\$.00075</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>6/20/20</u>	<u>New Issue</u>	<u>78,572,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>

							<u>Approved Liabilities</u>		
<u>7/2/20</u>	<u>New Issue</u>	<u>60,735,294</u>	<u>Common Stock</u>	<u>\$.00068</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>7/8/20</u>	<u>New Issue</u>	<u>60,806,452</u>	<u>Common Stock</u>	<u>\$.00062</u>	<u>Yes</u>	Geneva Roth Remark Holdings, Inc.- Curt Kramer	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) & Rule 144</u>
<u>7/9/20</u>	<u>New Issue</u>	<u>77,816,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>7/13/20</u>	<u>New Issue</u>	<u>42,994,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>7/16/20</u>	<u>New Issue</u>	<u>54,437,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>7/17/20</u>	<u>New Issue</u>	<u>73,578,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>7/23/20</u>	<u>New Issue</u>	<u>71,007,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>7/30/20</u>	<u>New Issue</u>	<u>78,963,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>8/11/20</u>	<u>New Issue</u>	<u>95,310,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>10/21/20</u>	<u>New Issue</u>	<u>181,513,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>10/29/20</u>	<u>New Issue</u>	<u>139,470,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>11/11/20</u>	<u>New Issue</u>	<u>178,615,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>

<u>11/19/20</u>	<u>New Issue</u>	<u>150,936,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>11/25/20</u>	<u>New Issue</u>	<u>230,936,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>12/10/20</u>	<u>New Issue</u>	<u>268,713,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>12/21/20</u>	<u>New Issue</u>	<u>295,295,000</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Section 3(a)(10) & Rule 144</u>
<u>12/28/20</u>	<u>New Issue</u>	<u>300,000,000</u>	<u>Common Stock</u>	<u>\$.0002</u>	<u>Yes</u>	Trillium Partners LP - Narine Persaud	<u>Court Settlement Issuance for Approved Liabilities</u>	<u>Unrestricted</u>	<u>Regulation A Shares</u>
<u>12/31/20</u>	<u>Cancellation</u>	<u>(12,499,717)</u>	<u>Common Stock</u>	<u>\$.001</u>	<u>N/A</u>	JSJ Investments, Inc. – Sameer Hirji	<u>Conversion</u>	<u>Unrestricted</u>	<u>Section 4(2) and Rule 144</u>

<u>Number of Shares outstanding as of December 31, 2020</u>	<u>Ending Balance:</u> Common: 3,580,339,863 Preferred A: 5,000,000 Preferred B: 99,740
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Footnotes to table above: None

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

<u>Date of Note Issuance</u>	<u>Outstanding Balance (\$)</u>	<u>Principal Amount at Issuance (\$)</u>	<u>Interest Accrued (\$) As of December 31, 2020</u>	<u>Maturity Date</u>	<u>Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)</u>	<u>Name of Noteholder</u>	<u>Reason for Issuance (e.g. Loan, Services, etc.)</u>
3/3/16	\$8,476	\$70,000	\$12,804	3/3/17	The lower of 50% of the lowest price in the 25 days prior to conversion or \$.001	Essex Global Investment Corp.- Benjamin Conde 8 Concord Rd Fairfield, NJ 07004	Cash loan
11/30/17	\$23,000	\$25,000	\$8,501	11/30/18	The lower of 50% of the lowest price in the 25 days prior to conversion or \$.001	MultiChip Display, Inc. – Charlotte Bugna 3395 W. Cheyenne Ave. #111 N. Las Vegas, NV 89032	Cash loan

3/15/18	\$49,500	\$33,000	\$13,346	12/20/18	58% of the lowest closing bid during the 20 days prior to conversion	Jabro Funding Corp. – Lawrence Rothberg 1 Cedar Lane Glen Cove, NY 11542	Cash loan and Default penalty
5/7/18	\$21,000	\$14,000	\$6,058	2/14/19	58% of the lowest closing bid during the 20 days prior to conversion	Jabro Funding Corp. – Lawrence Rothberg 1 Cedar Lane Glen Cove, NY 11542	Cash loan and Default penalty
7/25/18	Note 3 Default penalty added \$37,500	\$25,000	\$9,883	4/30/19	58% of the lowest closing bid during the 20 days prior to conversion	Jabro Funding Corp. – Lawrence Rothberg 1 Cedar Lane Glen Cove, NY 11542	Cash loan and Default penalty
10/16/18	Note 3 Default penalty added \$36,750	\$25,000	\$6,770	7/18/19	55% of the lowest closing bid during the 20 days prior to conversion	Jabro Funding Corp. – Lawrence Rothberg 1 Cedar Lane Glen Cove, NY 11542	Cash loan and Default penalty
11/30/18	Note 2 Default penalty added \$30,000	\$25,000	\$7,098	8/31/19	58% of the lowest closing bid during the 20 days prior to conversion	Power Up Lending Group - Kurt Cramer 111 Great Neck Rd #216 Great Neck, NY 11021	Cash loan and Default penalty
12/21/18	Note 3 Default penalty added \$45,000	\$25,000	\$9,986	9/21/19	55% of the lowest closing bid during the 20 days prior to conversion	Jabro Funding Corp. – Lawrence Rothberg 1 Cedar Lane Glen Cove, NY 11542	Cash loan and Default penalty
5/16/19	\$147,400	Note 6 Default penalty added \$256,000	\$29,258	3/16/20	58% of the lowest closing bid during the 20 days prior to conversion	Geneva Roth Remark Holdings, Inc. - Kurt Cramer 111 Great Neck Rd #216 Great Neck, NY 11021	Cash loan
6/30/19	\$1,035,392	\$1,108,707	\$0	7/1/49	N/A	Karen Berend	Cash loan
6/30/19	\$159,035	\$217,054	\$0	7/1/49	N/A	David Berend	Cash loan
8/22/19	\$100,000	\$100,000	\$13,589	5/31/20	70% of the lowest closing bid during the 20 days prior to conversion	Livingston Asset Management LLC Narine Persaud 90 Grove St Ridgefield, CT 06877	Services
9/1/19	\$25,000	\$25,000	\$3,336	5/31/20	70% of the lowest closing bid during the 20 days prior to conversion	Livingston Asset Management LLC – Narine Persaud 90 Grove St Ridgefield, CT 06877	Services
9/1/19	\$53,000	\$53,000	\$8,486	5/31/20	58% of the lowest closing bid during the 20 days prior to conversion	Redstart Holdings Corp - Gregg Solomon 1188 Willis Ave. Albertson, NY 11587	Cash loan
10/1/19	\$53,000	\$53,000	\$7,963	6/30/20	58% of the lowest closing bid during the 20 days prior to conversion	Redstart Holdings Corp. - Gregg Solomon 1188 Willis Ave. Albertson, NY 11587	Cash loan
10/1/19	\$25,000	\$25,000	\$3,130	5/31/20	70% of the lowest closing bid during the 20 days prior to conversion	Livingston Asset Management LLC – Narine Persaud 90 Grove St Ridgefield, CT 06877	Services
11/1/19	\$25,000	\$25,000	\$2,918	5/31/20	70% of the lowest closing bid during the 20 days prior to conversion	Livingston Asset Management LLC – Narine Persaud 90 Grove St Ridgefield, CT 06877	Services

						Livingston Asset Management LLC – Narine Persaud 90 Grove St Ridgefield, CT 06877	Services
12/1/19	\$25,000	\$25,000	\$2,712	5/31/20	70% of the lowest closing bid during the 20 days prior to conversion		
12/1/19	\$53,000	\$53,000	\$6,900	8/31/20	58% of the lowest closing bid during the 20 days prior to conversion	Redstart Holdings Corp. - Gregg Solomon 1188 Willis Ave. Albertson, NY 11587	Cash loan
1/1/20	\$25,000	\$25,000	\$2,500	9/30/20	70% of the lowest closing bid during the 20 days prior to conversion	Livingston Asset Management LLC – Narine Persaud 90 Grove St Ridgefield, CT 06877	Services
2/1/20	\$25,000	\$25,000	\$2,295	10/30/20	70% of the lowest closing bid during the 20 days prior to conversion	Livingston Asset Management LLC – Narine Persaud 90 Grove St Ridgefield, CT 06877	Services
3/1/20	\$25,000	\$25,000	\$2,096	11/30/20	70% of the lowest closing bid during the 20 days prior to conversion	Livingston Asset Management LLC – Narine Persaud 90 Grove St Ridgefield, CT 06877	Services
4/1/20	\$25,000	\$25,000	\$1,884	12/30/20	70% of the lowest closing bid during the 20 days prior to conversion	Livingston Asset Management LLC – Narine Persaud 90 Grove St Ridgefield, CT 06877	Services
4/20/20	\$10,000	\$10,000	\$166	1/31/21	Economic Injury Disaster Loan	US Government	Pandemic Relief
5/1/20	\$25,000	\$25,000	\$1,678	1/30/21	70% of the lowest closing bid during the 20 days prior to conversion	Livingston Asset Management LLC – Narine Persaud 90 Grove St Ridgefield, CT 06877	Services
5/4/20	\$180,010	\$180,010	\$1,218	2/4/21	Payroll Protection Program	US Government SBA Guarantee	Pandemic Relief
5/29/20	\$20,000	\$20,000	\$1,427	5/21/21	50% of the lowest closing bid during the 20 days prior to conversion	Matthew Stout	Services
6/1/20	\$25,000	\$25,000	\$1,466	2/28/21	70% of the lowest closing bid during the 20 days prior to conversion	Livingston Asset Management LLC – Narine Persaud 90 Grove St Ridgefield, CT 06877	Services
6/9/20	\$50,000	\$149,900	\$3,529	6/8/21	Payroll Protection Program	US Government SBA Guarantee	Pandemic Relief
7/1/20	\$25,000	\$25,000	\$1,247	3/31/21	70% of the lowest closing bid during the 20 days prior to conversion	Livingston Asset Management LLC – Narine Persaud 90 Grove St Ridgefield, CT 06877	Services
7/2/20	\$73,000	\$73,000	\$8,760	6/29/21	58% of the lowest closing bid during the 20 days prior to conversion	Redstart Holdings Corp. - Gregg Solomon 1188 Willis Ave. Albertson, NY 11587	Cash loan
8/1/20	\$25,000	\$25,000	\$1,041	4/30/21	70% of the lowest closing bid during the 20 days prior to conversion	Livingston Asset Management LLC – Narine Persaud 90 Grove St Ridgefield, CT 06877	Services
9/1/20	\$25,000	\$25,000	\$829	5/31/21	70% of the lowest closing bid during the 20 days prior to conversion	Livingston Asset Management LLC – Narine Persaud 90 Grove St Ridgefield, CT 06877	Services
10/1/20	\$25,000	\$25,000	\$623	6/30/21	70% of the lowest closing bid during the 20 days prior to conversion	Livingston Asset Management LLC – Narine Persaud 90 Grove St Ridgefield, CT 06877	Services

10/27/20	\$5,000	\$5,000	\$89	7/31/20	50% of the lowest closing bid during the 20 days prior to conversion	Trillium Partners LP – Narine Persaud 90 Grove St Ridgefield, CT 06877	Cash Loan
11/1/20	\$25,000	\$25,000	\$404	7/31/21	70% of the lowest closing bid during the 20 days prior to conversion	Livingston Asset Management LLC – Narine Persaud 90 Grove St Ridgefield, CT 06877	Services
11/27/20	\$1,500	\$1,500	\$14	8/31/20	50% of the lowest closing bid during the 20 days prior to conversion	Trillium Partners LP – Narine Persaud 90 Grove St Ridgefield, CT 06877	Cash Loan
12/1/20	\$25,000	\$25,000	\$205	8/31/21	70% of the lowest closing bid during the 20 days prior to conversion	Livingston Asset Management LLC – Narine Persaud 90 Grove St Ridgefield, CT 06877	Services

Use the space below to provide any additional details, including footnotes to the table above:

Note 1 – Labrys Fund obtained a judgement claim for the balance due on its note for a total of \$219,460, which was subsequently settled by a court order for cash payment, with \$219,460 now covered by the 3(a)(10) settlement approved on November 15, 2019. The liability is currently \$125,412, and included in the settlement 3(a)(10) liability at December 31, 2020.

Note 2 – On October 18, 2018, Power Up Lending Group assigned all of its outstanding convertible notes to Redstart Holdings Corp. During April 2019, Redstart charged default penalties of 50% of the principal outstanding.

Note 3 – During April 2019, Jabro Funding Corp. charged default penalties of 50% of the principal outstanding.

Note 4 – On March 6, 2020, a federal court approved the Judgement and Stipulation filed by Trillium Partners LP. The judgement provides for the Company to issue shares of common stock to Trillium when requested. Proceeds from sale of the shares will be paid to six creditors which were owed a total of \$890,214. The Company will account for the transaction as an assignment of creditor liabilities and recognize a debt put premium as interest expense in the amount of \$890,214.

Note 5 – During February 2020, Geneva Roth Remark Holdings, Inc. charged default penalties of 50% of the principal outstanding.

Note 6 – During March 2020, Geneva Roth Remark Holdings, Inc. charged default penalties of 100% of the principal outstanding.

4) Financial Statements

B. The following financial statements were prepared in accordance with:

- U.S. GAAP
 IFRS

C. The financial statements for this reporting period were prepared by (name of individual)⁶:

Name: William Gonver of Will Stephenson Advisory, LLC
Title: Managing Director
Relationship to Issuer: Contract Accounting and Reporting Consultant

Provide the financial statements described below for the most recent fiscal three months or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal three months and any subsequent interim periods.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Financial notes; and
- G. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. (“Annual Report,” “Quarterly Report” or “Interim Report”).

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below.

Attached Hereto.

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal three months-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

⁶ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

RENEWABLE ENERGY AND POWER, INC.

Index to Consolidated Financial Statements
(Unaudited)

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RENEWABLE ENERGY AND POWER, INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	December 31, 2020	December 31, 2019
Assets		
Current assets:		
Cash	\$ 128,433	\$ 323,756
Accounts receivable (net of allowance for doubtful accounts)	60,540	114,412
Inventory	118,189	60,709
Prepaid expenses	-	63,610
Total current assets	<u>307,162</u>	<u>562,487</u>
Property, and equipment, net of depreciation	1,938	4,532
Deposits	42,689	44,295
Total Assets	<u>\$ 351,789</u>	<u>\$ 611,314</u>
Liabilities and Stockholders' Deficit		
Current liabilities:		
Accounts payable	\$ 767,062	\$ 809,654
Accrued expenses	339,653	146,914
Settlements payable	58,278	547,702
Settlement under 3(a)(10), net of premiums	1,455,668	125,412
Line of credit	200,000	200,000
Short term notes payable to officers	105,751	43,960
Short term notes payable	130,007	333,000
Convertible notes payable, net of premiums and discounts	1,843,096	1,595,182
Derivative liability	80,770	89,496
Total current liabilities	<u>4,980,285</u>	<u>3,891,320</u>
Notes payable, net of short term	210,003	-
Notes payable to officers, net of short term	1,098,676	1,281,771
	<u>1,308,679</u>	<u>1,281,771</u>
Total liabilities	<u>6,288,964</u>	<u>5,173,091</u>
Commitments and contingencies		
Stockholders' deficit:		
Preferred Series A Shares, \$0.001 par value; 10,000,000 authorized; 5,000,000 issued and outstanding at December 31, 2020 and December 31, 2019, respectively.	5,000	5,000
Preferred Series B Shares, \$0.001 par value; 100,000 authorized; 99,740 issued and outstanding at December 31, 2020 and 82,790 at December 31, 2019, respectively.	100	83
Common stock, \$0.001 par value; 15,000,000,000 shares authorized; 3,580,339,863 shares issued and outstanding at December 31, 2020 and 232,318,275 shares at December 31, 2019, respectively.	3,580,341	232,319
Additional paid in capital	(3,418,158)	(1,481,501)
Accumulated deficit	(6,104,458)	(3,317,678)
Total stockholders' deficit	<u>(5,937,175)</u>	<u>(4,561,777)</u>
Total Liabilities and Stockholders' Deficit	<u>\$ 351,789</u>	<u>\$ 611,314</u>

The accompanying notes are an integral part of the consolidated financial statements

RENEWABLE ENERGY AND POWER, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
For the Years Ended December 31, 2020 and 2019
(Unaudited)

	Years Ended December 31,	
	2020	2019
Revenues	\$ 1,021,363	\$ 3,586,287
Cost of revenues	633,114	2,741,427
Gross profit	388,249	844,860
Operating expenses:		
Compensation	519,366	428,453
General and administrative	865,553	996,032
Total expenses	1,384,919	1,424,485
Loss from operations	(996,670)	(579,625)
Other income (expenses):		
Change in fair market value of derivatives	4,246	(97,635)
Derivative expense	(44,204)	-
Gain (loss) on forgiveness of debt	(23,039)	369,428
Interest expense	(1,727,113)	(544,398)
	(1,790,110)	(272,605)
Loss before federal income taxes	(2,786,780)	(852,230)
Federal income taxes	-	-
Net loss	\$ (2,786,780)	\$ (852,230)
Loss per share, basic and diluted	\$ (0.00)	\$ (0.02)
Weighted average shares outstanding	1,707,903,010	39,115,794

The accompanying notes are an integral part of the consolidated financial statements

RENEWABLE ENERGY AND POWER, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
For the Years Ended December 31, 2020 and 2019
(Unaudited)

	Preferred Stock Series A		Preferred Stock Series B		Common Stock		Additional Paid in Capital	Accumulated Deficit	Total Stockholders' (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount			
Balance, January 1, 2019	- \$	-	77,790	\$ 78	-	\$ -	\$ 425,602	\$ (2,465,448)	\$ (2,039,768)
Recapitalization due to merger	5,000,000	5,000	-	-	45,840,867	45,842	(2,207,270)	-	(2,156,428)
Preferred stock issued for service	-	-	5,000	5	-	-	-	-	5
Common Stock issued for note conversions	-	-	-	-	140,698,818	140,691	83,894	-	224,585
Premiums reclassified in note conversion	-	-	-	-	-	-	126,010	-	126,010
Common stock issued for exercise of warrants	-	-	-	-	9,777,590	9,777	32,224	-	42,001
Issuance for 3(a)(10) settlement	-	-	-	-	36,009,000	36,009	58,039	-	94,048
Net loss for the Year ended December 31, 2019	-	-	-	-	-	-	-	(852,230)	(852,230)
Balance, December 31, 2019	5,000,000	5,000	82,790	83	232,318,275	232,319	(1,481,501)	(3,317,678)	(4,561,777)
Cancellation of common stock – 3(a)(10)	-	-	-	-	(24,753,133)	(24,753)	24,753	-	-
Series B Preferred stock issued for service	-	-	16,950	17	-	-	-	-	17
Common Stock issued for cash	-	-	-	-	300,000,000	300,000	(240,000)	-	60,000

Warrants exercise	-	-	-	-	27,411,246	27,411	21,272	-	48,683
Issuance for 3(a)(10) settlement	-	-	-	-	2,451,871,000	2,451,871	(2,451,871)	-	-
Settlements under 3(a)(10)	-	-	-	-	-	-	561,189	-	561,189
Common Stock issued – note conversions	-	-	-	-	605,992,192	605,993	(131,978)	-	474,015
Premiums reclassified in note conversion	-	-	-	-	-	-	267,478	-	267,478
Cancellation of common stock	-	-	-	-	(12,499,717)	(12,500)	12,500	-	-
Net loss for the Years ended December 31, 2020	-	-	-	-	-	-	-	(2,786,780)	(2,786,780)
Balance, December 31, 2020	5,000,000 \$	5,000	99,740 \$	100	3,580,339,863 \$	3,580,341	(3,418,158) \$	(6,104,458) \$	(5,937,175)

The accompanying notes are an integral part of the consolidated financial statements

RENEWABLE ENERGY AND POWER, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Years Ended December 31, 2020 and 2019
(Unaudited)

	2020	2019
Cash flows from operating activities:		
Net loss	\$ (2,786,780)	\$ (852,230)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	2,594	3,176
Debt discount, put premiums and loan commitment fees charged to interest	1,487,360	294,753
Forgiveness of debt		(369,428)
Professional fees paid with debt	320,000	-
Professional fees paid with stock	84,232	-
Loss on extinguishment debt extinguishment-	23,039	-
Change in fair market value of derivatives	(4,246)	97,635
Changes in operating assets and liabilities:		
Accounts receivable	55,872	112,632
Inventories	(57,480)	266,272
Prepaid expenses	63,610	36,790
Deposits	1,606	(35,803)
Accounts payable and accrued expenses	218,460	345,623
Settlements payable	15,000	-
Derivative liability	44,204	-
Net cash used in operating activities	(534,529)	(100,580)
Cash flows from financing activities		
Proceeds from line of credit	-	20,000
Repayment of notes payable officers	(121,304)	(1,000)
Proceeds from notes payable	340,010	290,256
Repayment of notes payable	(16,000)	(214,094)
Proceeds from convertible notes payable	76,500	210,000
Repayment of convertible notes payable	-	(44,950)
	60,000	-
Net cash provided by (used in) financing activities	327,443	(260,212)
Net increase (decrease) in cash	(102,527)	(61,016)
Cash at beginning of period	323,756	164,124
Cash at end of period	<u>\$ 221,229</u>	<u>\$ 103,108</u>
Supplemental Cash Flow Disclosures		
Interest paid	<u>\$ 39,926</u>	<u>\$ 132,998</u>
Taxes paid	<u>\$ -</u>	<u>\$ -</u>
Supplemental Disclosures of Non-Cash Investing and Financing Activities		
Conversion of convertible debt and accrued interest to common stock	<u>\$ 474,015</u>	<u>\$ 350,595</u>
Net debt reclassified from settlements payable to settlements payable under 3(a)(10)	<u>\$ 742,490</u>	<u>\$ 219,460</u>
Net debt reclassified from accrued expenses to convertible notes payable	<u>\$ 504,424</u>	<u>\$ 420,306</u>

The accompanying notes are an integral part of the consolidated financial statements

RENEWABLE ENERGY AND POWER, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1 - Nature of Business

Renewable Energy and Power, Inc. (RBNW or the Company) was incorporated on October 15, 2012, under the laws of the State of Nevada, for the purpose of conducting all legal business. The Company was engaged in the business of new and retrofit applications for LED lighting and innovative solar electrical generation. The LED products were designed to lower the use of electrical power, lower maintenance costs for users and extend the useful life of lighting fixtures. The solar process is designed to greatly increase the conversion of heat to electricity and is patterned after technology that has been used in space exploration.

Blind Faith Concepts Inc. was incorporated on August 17, 2012 under the laws of the State of New York. Blind Faith Concepts creates innovative footwear that reflects the pop culture, music, and fashion of the era.

Lust for Life Footwear, LLC, was formed on January 31, 2014 under the laws of the State of New York. Lust for Life Footwear also creates innovative footwear that reflects the pop culture, music, and fashion of the era.

Material Agreement

On April 3, 2019, the Company entered into an agreement with Leaf of Life Holdings Limited (“LOLJ”). Pursuant to the Agreement LOLJ acquired an exclusive license from the Company to sell and market LED Agricultural Grow Lights in the territory of Jamaica and the Caribbean Islands. As part of the transaction, the principals of the Company transferred their collective ownership of 5,000,000 shares of Series A Preferred to Mr. Saunders in exchange for \$40,000, and he becoming the Chief Executive Officer of the Company.

On April 3, 2019, the Company received a resignation notice from Donald MacIntyre from all of his positions with the Company, including Chairman, President, CEO and Director; a resignation notice from Bruce Parsons from all of his positions with the Company, including CFO, Director and Treasurer; a resignation notice from Bruce MacIntyre from all of his positions with the Company, including Vice President of Marketing and Sales, Director and Secretary; and a resignation notice from Perry Barker from his positions with the Company as Director.

In addition, on April 3, 2019, the former officers above, purchased all assets of the Company by issuing an exclusive license to the Company to sell the LED lighting in the territory of Jamaica and the Caribbean Islands.

During the three months ended June 30, 2019 the LOLJ agreement was terminated and the CEO relinquished control of the Company.

Reverse Merger/Acquisition of Blind Faith Concepts and Lust For Life

On August 23, 2019, the Company entered into a Membership Purchase Agreement with Lust for Life Footwear, LLC (“Lust for Life”) whereby 100% of the membership interests of Lust for Life were purchased in exchange for exactly 77,790 shares of Series B Preferred Stock of the Company (the “Agreement”).

Upon further due diligence, management determined that although the final issuance of 77,790 shares of Series B Preferred Stock of the Company is correct, the proper structure of the transaction has been amended. Pursuant to an Omnibus Amendment Agreement between the Company, Lust for Life New York, LLC, a New York limited liability company (“Lust NY”), Blind Faith Concepts, Inc., a New York corporation (“Blind Faith”), (the “Amendment”) the Company purchased 100% of Blind Faith. Blind Faith ownership, as a matter of percentages, was equal to the exact percentages of Lust for Life membership interests. Therefore, on August 23, 2019, owners of Blind Faith representing 100% of the total issued and outstanding shares were issued, collectively, 77,790 shares of Series B Preferred Stock of the Company (“Series B Preferred”). As a result of the transaction, Blind Faith became a subsidiary of the Company. Lust for Life in turn is a wholly owned subsidiary of Blind Faith.

The Company evaluated the substance of the merger transaction and found it met the criteria for the accounting and reporting treatment of a reverse acquisition under ASC 805 (Business Combinations)-40-45 (Reverse Acquisition and Other Presentation Matters) and accordingly will consolidate the operations of Blind Faith and RBNW and the financial condition from the closing date of the transaction. The historic results of operations will reflect those of Blind Faith. As such, Blind Faith is treated as the acquirer while the Company is treated as the acquired entity for accounting and financial reporting purposes.

Under reverse merger accounting, the comparative historical financial statements of the Company, as the legal acquirer, are those of the accounting acquirer, Blind Faith, the Company’s financial statements prior to the closing of the reverse acquisition; reflect only the business of Blind Faith and Lust For Life.

RENEWABLE ENERGY AND POWER, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 2 - Going Concern

The accompanying financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the recoverability of assets and the satisfaction of liabilities in the normal course of business. For the year ended December 31, 2020, the Company has incurred a net loss of \$2,786,780 and used cash in operations of \$534,529. The working capital deficit, stockholders' deficit and accumulated deficit was \$4,673,123, \$5,937,175 and \$6,104,458, respectively, at December 31, 2020. Furthermore, the Company received judgements for its default on its payment obligations under the terms of a series of convertible notes and has other significantly past due operating obligations. It is management's opinion that these matters raise substantial doubt about the Company's ability to continue as a going concern for a period of twelve months from the issuance date of this report. The ability of the Company to continue as a going concern is dependent upon management's ability to further implement its business plan and raise additional capital as needed from the sales of stock or issuance of debt. The Company has been implementing cost-cutting measures and restructuring or setting up payment plans with vendors and service providers and has restructured some obligations. The accompanying financial statements do not include any adjustments that might be required should the Company be unable to continue as a going concern.

Note 3 - Significant and Critical Accounting Policies

Management of the Company is responsible for the selection and use of appropriate accounting policies and their application. Critical accounting policies and practices are those that are both most important to the portrayal of the Company's financial condition and results and require management's most difficult, subjective, or complex judgments, often as a result of the need to make estimates about the effects of matters that are inherently uncertain. The Company's significant and critical accounting policies and practices are disclosed below as required by the accounting principles generally accepted in the United States of America.

Basis of Presentation/Principles of Consolidation

The consolidated financial statements and related notes have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") and include the accounts of the Company and its wholly-owned subsidiaries. All material intercompany balances and transactions have been eliminated in consolidation.

COVID-19 Pandemic

The COVID-19 pandemic had a significant adverse impact on the Company's business, results of operations, financial condition and cash flows from operations during the year ended December 31, 2020 and is expected to continue to have an adverse impact on its performance in 2021. The Company's wholesale and retail customers also have experienced significant business disruptions as a result of the pandemic. In addition, the pandemic has impacted the Company's supply chain partners, including third-party manufacturers, logistics providers and other vendors. These supply chains may experience future disruptions as a result of either closed factories or factories operating with reduced workforces due to the impact of the pandemic.

Given the uncertainties surrounding the ongoing effects of the COVID-19 pandemic on the Company's future financial condition and results of operations, the Company took certain actions to preserve its liquidity and strengthen its financial flexibility. The Company took certain actions starting in March 2020, some of which are ongoing, to (i) reduce payroll costs, through temporary furloughs, salary and incentive compensation reductions, decreased working hours and hiring freezes, as well as taking advantage of COVID-related government payroll subsidy programs, (ii) eliminate or reduce expenses in all discretionary spending categories, (iii) reduce working capital, with a particular focus on tightly managing its inventories, including reducing and cancelling inventory commitments, redeploying basic inventory items to subsequent seasons and consolidating future seasonal collections, and (iv) reduce capital expenditures.

Management estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company considered COVID-19 related impacts to its estimates, as appropriate, within its consolidated financial statements and there may be changes to those estimates in future periods. The Company believes that the accounting estimates are appropriate after giving considerations to the increased uncertainties surrounding the severity and duration of the COVID-19 pandemic. Such estimates and assumptions are subject to inherent uncertainties, actual results could differ materially from those estimates.

RENEWABLE ENERGY AND POWER, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Revenue recognition

The Company recognizes revenue pursuant to Accounting Standards Codification (“ASC”) 606, Revenue From Contracts With Customers. This new revenue recognition standard (new guidance) has a five-step process: a) Determine whether a contract exists; b) Identify the performance obligations; c) Determine the transaction price; d) Allocate the transaction price; and e) Recognize revenue when (or as) performance obligations are satisfied. The impact of the Company’s initial application of ASC 606 did not have a material impact on its financial statements and disclosures and there was no cumulative effect of the adoption of ASC 606.

Retail sales, recognized at the point of sale, are recorded net of returns and exclude sales tax. Wholesale sales are recorded, net of returns, allowances and discounts, when obligations under the terms of a contract with the purchaser are satisfied. This generally occurs at the time of transfer of control of merchandise. The Company considers several control indicators in its assessment of the timing of the transfer of control, including significant risks and rewards of ownership, physical possession and the Company's right to receive payment. Revenue is measured as the amount of consideration the Company expects to receive in exchange for transferring merchandise. Reserves for projected merchandise returns, discounts and allowances are determined based on historical experience and current expectations. The Company applies the guidance using the portfolio approach in ASC 606, Revenue from Contracts with Customers, because this methodology would not differ materially from applying the guidance to the individual contracts within the portfolio. The Company excludes sales and similar taxes collected from customers from the measurement of the transaction price for its retail sales.

Cash and Cash Equivalents

Cash includes demand deposits, time deposits, certificates of deposit and short-term liquid investments with an original maturity of three months or less when purchased. The Company maintains deposits in a financial institution. None of the Company's cash and cash equivalents was in excess of federally insured limits. The Company has not experienced any losses in such accounts and does not believe it is exposed to any significant credit risks from excess deposits. None of the Company's cash is restricted.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable are stated at the amount management expects to collect from outstanding balances. The Company generally does not require collateral to support customer receivables. The Company provides an allowance for doubtful accounts based upon a review of the outstanding accounts receivable, historical collection information and existing economic conditions. The Company determines if receivables are past due based on days outstanding, and amounts are written off when determined to be uncollectible by management. The maximum accounting loss from the credit risk associated with accounts receivable is the amount of the receivable recorded, which is the face amount of the receivable net of the allowance for doubtful accounts. As of December 31, 2020, and December 31, 2019, the Company had reserves of \$6,591 and \$1,300, respectively.

Inventories

Inventories are stated at average cost using the first-in, first-out (FIFO) valuation method. Inventory was comprised of the following at December 31, 2020 and December 31, 2019:

	<u>December 31, 2020</u>	<u>December 31, 2019</u>
Finished goods	\$ 118,189	\$ 60,709

Property and equipment

Property and equipment are stated at cost less accumulated depreciation. Depreciation of property and equipment is currently being provided using the straight-line method for financial reporting purposes over an estimated useful life of five to seven years. Expenditures for normal maintenance and repairs are expensed as incurred. The cost of assets sold or abandoned, and the related accumulated depreciation are eliminated from the accounts and any gains or losses are charged or credited to operations in the respective periods. At April 3, 2019, in accordance with the agreement with LOLJ, property and equipment with a net book value of \$101,401 was exchanged for a license. Due to the termination of the license agreement following the termination of the agreement, no value was assigned to the license agreement. For the years ended December 31, 2020 and 2019, depreciation expense totaled \$2,594 and \$3,176, respectively.

RENEWABLE ENERGY AND POWER, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Long-lived assets

In accordance with Accounting Standards Codification (ASC) Topic 360, *Property, Plant, and Equipment*, the Company periodically reviews for the impairment of long-lived assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be realizable. An impairment loss would be recognized when estimated future cash flows expected to result from the use of the asset and its eventual disposition is less than its carrying amount. During the year ended December 31, 2020, there were no impairments.

Income taxes

The Company accounts for income taxes under ASC Topic 740 " *Income Taxes*." Under the asset and liability method of ASC Topic 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the three months in which those temporary differences are expected to be recovered or settled. Under ASC 740, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations.

Fair Value Measurements

The Company follows the FASB *Fair Value Measurements* standard, as they apply to its financial instruments. This standard defines fair value, outlines a framework for measuring fair value, and details the required disclosures about fair value measurements.

Level 1 inputs are quoted market prices available in an active market that the Company has the ability to access at the measurement date. Level 2 inputs are market data, other than Level 1, that are observable either directly or indirectly. Level 3 inputs are pricing inputs that are generally observable inputs and not corroborated by market data. Fair value is defined as the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. The standard establishes a hierarchy in determining the fair value of an asset or liability. The fair value hierarchy has three levels of inputs, both observable and unobservable. Level 1 inputs include quoted market prices for identical assets or liabilities in an inactive market, and other observable information that can be corroborated by market data. Level 3 inputs are unobservable and corroborated by little or no market data. The standard requires the utilization of the lowest possible level of input to determine fair value and carrying amounts of current liabilities approximate fair value due to their short-term nature. The Company accounts for certain instruments at fair value using level 3 valuation.

Description	At December 31, 2020			At December 31, 2019		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Derivative Liability	—	—	\$ 80,770	—	—	\$ 89,496

A rollforward of the level 3 valuation financial instruments is as follows:

	Derivative Liabilities
Balance at December 31, 2019	\$ 89,496
Change in fair market value	(4,246)
Derivative effect on the issuance of warrants	44,204
Reduction of derivative to additional paid in capital on exercise of warrants	(48,684)
Balance at September 30, 2020	<u>\$ 80,770</u>

Derivative Liabilities

The Company has certain financial instruments that are derivatives or contain embedded derivatives. The Company evaluates all its financial instruments to determine if those contracts or any potential embedded components of those contracts qualify as derivatives to be separately accounted for in accordance with ASC 810-10-05-4 and 815-40. This accounting treatment requires that the carrying amount of any derivatives be recorded at fair value at issuance and marked-to-market at each balance sheet date. In the event that the fair value is recorded as a liability, as is the case with the Company, the change in the fair value during the period is recorded as either other income or expense. Upon conversion, exercise or repayment, the respective derivative liability is marked to fair value at the conversion, repayment or exercise date and then the related fair value amount is reclassified to other income or expense as part of gain or loss on extinguishment.

RENEWABLE ENERGY AND POWER, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

The Company points out that in general for notes that have matured the Company will no longer calculate a derivative value. However, should current information about stock price, or volatility of note holder conversion terms change an assessment will be made and any material change in fair market value will be recognized. The derivative liabilities for matured convertible notes were \$33,863, as of December 31, 2020.

The Crown Bridge Partners warrants (July 11, 2017) for the original number of shares, 166,667, at a market price of \$.30, having market value of \$50,000, was originally charged to additional paid in capital. Following the exercise on December 17, 2019, Crown Bridge Partners was issued 9,777,590 shares of common stock, management now believes that a price adjustment clause in the warrant was triggered due to the Company stock price falling below the contractual floor price of \$.01. An additional exercise on January 6, 2020 yielded the issuance of 10,901,251 shares of common stock. An exercise on June 3, 2020 yielded the issuance of 16,509,995 shares of common stock. Following adjustments for exercises and changes to fair market value, the derivative liability associated with the warrants is \$46,907. Total warrants outstanding and exercisable amount to 234,538,827, as of December 31, 2020.

Convertible Notes with Fixed Rate Conversion Options

The Company may enter into convertible notes, some of which contain, predominantly, fixed rate conversion features, whereby the outstanding principal and accrued interest may be converted by the holder, into common shares at a fixed discount to the market price of the common stock at the time of conversion. This results in a fair value of the convertible note being equal to a fixed monetary amount. The Company records the convertible note liability at its fixed monetary amount by measuring and recording a premium, as applicable, on the note issuance date with a charge to interest expense in accordance with ASC 480 - "Distinguishing Liabilities from Equity".

Operating Leases

The Company leases its locations, an office, under an operating lease. The lease includes an option that allows the Company to extend the lease term beyond the initial commitment period, subject to terms agreed at lease inception. The Company adopted ASC 842 using the modified retrospective transition method. In accordance with ASC 842, lease right-of-use assets and lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. The Company's lease does not provide an implicit rate and therefore, the Company uses an incremental borrowing rate based on the information available at the commencement date, including implied traded debt yield and seniority adjustments, to determine the present value of future payments. Lease expense for the minimum lease payments is recognized on a straight-line basis over the lease term. Variable lease payments are expensed as incurred.

Net Loss Per Share

Basic loss per share is calculated by dividing the loss attributable to stockholders by the weighted-average number of shares outstanding for the period. Diluted loss per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that shared in the earnings (loss) of the Company. Diluted loss per share is computed by dividing the loss available to stockholders by the weighted average number of shares outstanding for the period and dilutive potential shares outstanding unless such dilutive potential shares would result in anti-dilution. As of December 31, 2020, 234,538,827 warrants are outstanding and exercisable, into 234,538,827 shares of common stock. As of December 31, 2020, the outstanding principal balance, including accrued interest of the third-party convertible debt, totaled \$917,913 and was convertible into 1,090,182,276 shares of common stock. Additionally, the 3(a)(10) obligation was \$930,276 which may be exchanged for 930,276,000 shares of common stock. As of December 31, 2020, potentially dilutive securities consisted of the following:

	December 31, 2020
Warrants	234,538,827
Convertible debt (including senior debt)	1,090,182,276
3(a)(10) obligation	930,276,000
Total	2,254,997,103

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Stock-based compensation

The Company measures and recognizes compensation expense for all share-based payment awards made to employees and directors, including employee stock options and compensatory stock warrants, based on estimated fair values equaling either the fair value of the shares issued or the value of consideration received, whichever is more readily determinable. Non-cash consideration pertains to services rendered by consultants and others and has been valued at the fair value of the Company's common stock at the date of the agreement.

The Company's accounting policy for equity instruments issued to consultants and vendors in exchange for goods and services follows the provisions of ASC Topic 505-50, "Equity-Based Payments to Non-Employees." The measurement date for the fair value of the equity instruments issued is determined at the earlier of (i) the date at which a commitment for performance by the consultant or vendor is reached or (ii) the date at which the consultant or vendor's performance is complete.

The Company has not adopted a stock option plan.

Commitments and Contingencies

The Company follows subtopic 450-20 of the FASB Accounting Standards Codification to report accounting for contingencies. Certain conditions may exist as of the date the consolidated financial statements are issued, which may result in a loss to the Company, but which will only be resolved when one or more future events occur or fail to occur. The Company assesses such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or un-asserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or un-asserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, then the estimated liability would be accrued in the Company's consolidated financial statements. If the assessment indicates that a potential material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, and an estimate of the range of possible losses, if determinable and material, would be disclosed.

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed.

Advertising

Costs incurred for advertising for the Company are charged to operations as incurred. Advertising expenses for the year ended December 31, 2020 and 2019 were \$1,802 and \$27,973, respectively.

Recent Accounting Pronouncements

In December 2019, the FASB issued ASU 2019-12, Simplifying the Accounting for Income Taxes. ASU 2019-12 eliminates certain exceptions related to intra-period tax allocation, simplifies certain elements of accounting for basis differences and deferred tax liabilities during a business combination, and standardizes the classification of franchise taxes. The ASU is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2020, with early adoption permitted. The adoption of ASU 2019-12 is not expected to have a material impact on the Company's financial statements.

In January 2020, the FASB issued ASU 2020-01, Investments - Equity Securities (Topic 321), Investments - Equity Method and Joint Ventures (Topic 323), and Derivative and Hedging (Topic 815), which clarifies the interaction of rules for equity securities, the equity method of accounting, and forward contracts and purchase options on certain types of securities. The guidance clarifies how to account for the transition into and out of the equity method of accounting when considering observable transactions under the measurement alternative. The ASU is effective for annual reporting periods beginning after December 15, 2020, including interim reporting periods within those annual periods, with early adoption permitted. We are currently evaluating the impact of the new guidance on our consolidated financial statements.

In August 2020, the FASB issued ASU 2020-06, Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity. This ASU amends the guidance on convertible instruments and the derivatives scope exception for contracts in an entity's own equity, and also improves and amends the related EPS guidance for both Subtopics. The ASU will be effective for annual reporting periods after December 15, 2021 and interim periods within those annual periods and early adoption is permitted. We are currently evaluating the impact of the new guidance on our consolidated financial statements.

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The Company does not believe that any other recently issued but not yet effective accounting pronouncements, if adopted, would have a material effect on the accompanying consolidated financial statements.

Note 4 - Property Plant and Equipment

Property, plant and equipment at September 30, 2020 and December 31, 2019 consist of the following:

	<u>2020</u>	<u>2019</u>
Manufacturing Equipment	\$ 5,239	\$ 5,239
Furniture and fixtures	4,329	4,329
Leasehold improvements	7,500	7,500
	17,068	17,068
Less: Accumulated depreciation	(15,130)	(12,536)
	<u>\$ 1,938</u>	<u>\$ 4,532</u>

Note 5 – Related Party Agreement

The Company has an agreement with its Chief Executive Officer to pay him an annual compensation of \$120,000. This amount is included in accrued expenses at December 31, 2020.

Note 6 – Settlement Under 3(a)(10)

Debt Settlement Under SEC Rule 3(a)(10) – November 2019

On November 15, 2019, Trillium Partners LP acquired the default judgement received by Labrys Fund LP for \$219,460, derived from the Company's default on the note issued to Labrys. Trillium purchased the default judgement for cash and has since received 129,675,901, shares of common stock, as of March 31, 2020. The share transactions are accounted for as an issuance at par with an equal offset to additional paid in capital until sales proceeds are collected, at which time the liability will be reduced with a credit to additional paid in capital. As of December 31, 2019, the liability was reduced to \$125,412, following application of proceeds collected from the sales.

Debt Settlement Under SEC Rule 3(a)(10) – March 2020

On March 6, 2020, a federal court approved the Judgement and Stipulation filed by Trillium Partners LP. The judgement provides for the Company to issue shares of common stock to Trillium when requested. Proceeds from sale of the shares will be paid to six creditors which were owed a total of \$890,214. The Company will account for the transaction as an assignment of creditor liabilities and recognize a debt put premium as interest expense in the amount of \$890,214. Trillium paid original creditors \$85,350, leaving a balance of \$804,864 of the agreed settlement.

Note 7 – Line of Credit

On September 22, 2016 the Company signed a revolving note (the "Note") at Signature Bank (the "Bank"). The outstanding balance of this Note is limited to \$200,000 and guaranteed by an officer of the Company. The outstanding balance bears interest at 5% per annum. Interest is payable monthly. The balance outstanding on the revolving note at December 31, 2020 was \$200,000.

Note 8 – Notes Payable

On March 29, 2016, the Company executed a note for \$1,500,000 with the United States Small Business Administration ("SBA") with the following terms and conditions:

- Maturing in March 29, 2026;
- Interest at the prime rate as quoted in the Wall Street Journal plus 2.75% per annum;
Monthly principal and interest is \$16,944 through December 31, 2016 and increases to \$17,073 as of January 1, 2017;

On July 1, 2019, two officers of the Company, on behalf of the Company, refinanced the note personally. The Company is obligated for its portion of the liability, which commenced on July 1, 2019 and matures on July 1, 2049. The loan bears interest at 7.375%, per annum, through maturity. The note is payable monthly and has a balance remaining of \$1,194,427, as of December 31, 2020,

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On February 15, 2018, the Company issued a note, payable to Eric Weisblum for \$30,000, for which \$30,000 was received as cash. The note matured on May 5, 2018, and incurs 0% annual interest. Note principal of \$30,000 has been reclassified to debt settled under 3(a)(10) on March 6, 2020, in accordance with a federal court approved Judgement and Stipulation filed by Trillium Partners LP and was fully satisfied on July 31, 2020.

On June 21, 2018, the Company issued a note, payable to Daniel Ryweck for \$100,000, for which \$100,000 was received as cash. The note matured on September 18, 2018, and incurred 12% annual interest through the date of maturity and now accrues 17% interest rate per annum. Note principal and accrued interest of \$55,085 was reclassified to debt settled under 3(a)(10) on March 6, 2020, in accordance with a federal court approved Judgement and Stipulation filed by Trillium Partners LP. The balance of the 3(a)(10) liability on December 31, 2020 is \$43,085.

On September 4, 2018, the Company issued a note, payable to Point Capital Inc. for \$50,000, for which \$50,000 was received as cash. The note matured on December 4, 2018, and incurred 12% annual interest through the date of maturity and now accrues 17% interest rate per annum. Note principal and accrued interest of \$55,461 was reclassified to debt settled under 3(a)(10) on March 6, 2020, in accordance with a federal court approved Judgement and Stipulation filed by Trillium Partners LP. The balance of the 3(a)(10) liability on December 31, 2020 is \$49,461.

On September 28, 2018, the Company issued a note, payable to Point Capital Inc. for \$200,000, for which \$200,000 was received as cash. The note matures on September 27, 2020, and incurs 6% annual interest. Note principal and accrued interest of \$221,844 was reclassified to debt settled under 3(a)(10) on March 6, 2020, in accordance with a federal court approved Judgement and Stipulation filed by Trillium Partners LP. The balance of the 3(a)(10) liability on December 31, 2020 is \$197,844.

On November 20, 2019, the Company issued a note, payable to Diamond Bridge for \$16,000, for which \$16,000 was received as cash. The note matured on February 20, 2020, and incurs 3% annual interest. Note principal of \$16,000, was repaid on February 11, 2020.

On April 20, 2020, the Company entered into a loan directly with the Small Business Administration under the Economic Injury Disaster Loan Program for \$10,000. This loan has a maturity of 24 months and an interest rate of 2.375%. Interest accrued on this loan was \$167 at December 31, 2020.

On May 4, 2020, the Company entered into a loan directly with the Small Business Administration under the Paycheck Protection Plan for a total of \$180,010. This loan has a maturity of 24 months and an interest rate of 1%. The loan will be forgiven provided the terms of forgiveness upon submission of a valid application for loan forgiveness. The terms call for LFL to use 75% of the funded amount for payroll costs. LFL has put in place controls designed to ensure compliance with the terms of forgiveness. The amount forgiven will be recognized as gain on debt extinguishment. Any amount that is not forgiven is to be amortized over the 18 months following the 10-month deferral period. Interest accrued on this loan was \$1,218 at December 31, 2020.

On June 9, 2020, the Company entered into a Disaster Relief Loan with the Small Business Administration for a total of \$150,000. This loan has a maturity of 30 years and an interest rate of 3.75%. Installment payments, including principal and interest, of \$731.00 monthly, will begin Twelve (12) months from the date of the promissory note. The note is secured by all tangible and intangible personal property, including, but not limited to: (a) inventory, (b) equipment, (c) instruments, including promissory notes (d) chattel paper, including tangible chattel paper and electronic chattel paper, (e) documents, (f) letter of credit rights, (g) accounts, including health-care insurance receivables and credit card receivables, (h) deposit accounts, (i) commercial tort claims, (j) general intangibles, including payment intangibles and software and (k) as-extracted collateral as such terms may from time to time be defined in the Uniform Commercial Code. Interest accrued on this loan was \$3,529 at December 31, 2020.

Note 9 - Convertible Notes Payable

MultiChip Display, Inc.

During November of 2017, REAP issued three convertible notes for \$15,000, \$5,000 and \$5,000 to MDI for cash of the same amounts. The notes matured on various dates in November 2018 and are convertible into common shares at the lower of: \$.001 or 50% of the lowest closing bid price during the 25 trading days prior to conversion. The current principal of \$23,000 and accrued interest of \$8,501 are outstanding at December 31, 2020. The Company evaluated the terms of the conversion features of the convertible debenture in accordance with ASC Topic No. 815 - 40, Derivatives and Hedging - Contracts in Entity's Own Stock, and determined that the conversion features meet the definition of a liability and therefore bifurcated the conversion feature and accounted for it as a separate derivative liability. The derivative liability was revalued at September 30, 2018 and reduced to \$33,863. The principal balance was reduced to \$23,000, following a cash payment during the three months ended December 31, 2018. Since the notes have matured the Company will no longer calculate a derivative value for these notes unless conditions outlined above at Note 3, have changed. The derivative liability associated with these notes remained \$33,863, at December 31, 2020.

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Power Up Lending Group/Redstart Holdings Corp.

On November 30, 2018, the Company issued a convertible note payable to Power Up Lending Group for \$20,000, for which \$20,000 was received as cash. The note matured on August 31, 2019, incurs 12% annual interest and can be converted to common stock at a discount of 58% of the lowest closing bid price reported during the 20 trading days preceding the conversion. On October 18, 2018 Power Up, assigned their balance of this \$20,000 convertible note and all accrued interest to Redstart under the same terms and conditions as the original note. Due to the note being in default, the balance of unconverted principal of \$20,000, was increased by \$10,000 (50% default percentage penalty) and is now \$30,000 at December 31, 2020, with accrued interest and put premiums respectively being \$7,098 and \$27,619.

On September 1, 2019, the Company issued a convertible note payable to Redstart for \$53,000, for which \$50,000 was received as cash. The note matured on May 31, 2020, incurs 12% annual interest, with no default interest penalty, and can be converted to common stock at a discount of 58% of the lowest closing bid price reported during the 20 trading days preceding the conversion. The note principal, accrued interest and put premiums balances were \$53,000, \$8,486 and \$38,379 respectively, at December 31, 2020.

On October 1, 2019, the Company issued a convertible note payable to Redstart for \$53,000, for which \$50,000 was received as cash. The note matured on June 30, 2020, incurs 12% annual interest, with no default interest penalty, and can be converted to common stock at a discount of 58% of the lowest closing bid price reported during the 20 trading days preceding the conversion. The note principal, accrued interest and put premiums balances were \$53,000, \$7,963 and \$38,379 respectively, at December 31, 2020.

On December 1, 2019, the Company issued a convertible note payable to Redstart for \$53,000, for which \$50,000 was received as cash. The note matures on August 31, 2020, incurs 12% annual interest, with no default interest penalty, and can be converted to common stock at a discount of 49% of the lowest closing bid price reported during the 20 trading days preceding the conversion. The note principal, accrued interest and put premiums balances were \$53,000, \$6,900 and \$38,379 respectively, at December 31, 2020.

On June 29, 2020, the Company issued a convertible note payable to Redstart for \$73,000, for which \$70,000 was received as cash. The note matures on June 29, 2021, incurs 12% annual interest, with no default interest penalty, and can be converted to common stock at a discount of 49% of the lowest closing bid price reported during the 20 trading days preceding the conversion. The note principal, accrued interest and put premiums balances were \$73,000, \$8,760 and \$70,137 respectively, at December 31, 2020.

Jabro Funding Corp.

On January 10, 2018, the Company issued a convertible note payable to Jabro Funding Corp. (“Jabro”) for \$50,000, for which \$50,000 was received as cash. The note matured on October 20, 2018, incurs 12% annual interest and can be converted to common stock at a discount of 58% of the lowest closing bid price reported during the 20 trading days preceding the conversion. On January 31, 2019, \$8,000 of the Note principal was converted to common stock and put premiums of \$5,793 were recorded as additional paid in capital. Due to the note being in default, the balance of unconverted principal of \$42,000, was increased by \$21,000 (50% default percentage penalty) and was \$63,000 at December 31, 2019, with accrued interest and put premiums being \$9,963 and \$30,414, respectively. On February 11, 2020, Trillium Partners acquired this convertible note under the terms of a Securities Transfer Agreement. The note principal and accrued interest included at this date was \$76,797.

On March 15, 2018, the Company issued a convertible note payable to Jabro for \$33,000, for which \$33,000 was received as cash. The note matured on December 30, 2018, incurs 12% annual interest and can be converted to common stock at a discount of 58% of the lowest closing bid price reported during the 20 trading days preceding the conversion. Due to the note being in default, the balance of unconverted principal of \$33,000, was increased by \$16,500 (50% default percentage penalty) and is now \$49,500 at December 31, 2020, with accrued interest and put premiums being \$13,346 and \$23,897, at December 31, 2020, respectively.

On May 7, 2018, the Company issued a convertible note payable to Jabro for \$14,000, for which \$4,000 was received as cash and \$10,000 was paid directly to a vendor in satisfaction of accounts payable. The note matured on February 14, 2019, incurs 12% annual interest and can be converted to common stock at a discount of 58% of the lowest closing bid price reported during the 20 trading days preceding the conversion. Due to the note being in default, the balance of unconverted principal of \$14,000, was increased by \$7,000 (50% default percentage penalty) and is now \$21,000 at December 31, 2020, with accrued interest and put premiums being \$6,058 and \$10,138, at December 31, 2020, respectively.

On July 25, 2018, the Company issued a convertible note payable to Jabro for \$25,000, for which \$25,000 was received as cash. The note matured on April 30, 2019, incurs 12% annual interest and can be converted to common stock at a discount of 58% of the lowest closing bid price reported during the 20 trading days preceding the conversion. Due to the note being in default, the balance of unconverted principal of \$25,000, was increased by \$12,500 (50% default percentage penalty) and is now \$37,500 at December 31, 2020, with accrued interest and put premiums being \$9,883 and \$18,103, at December 31, 2020, respectively.

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On October 16, 2018, the Company issued a convertible note payable to Jabro for \$25,000, for which \$24,500 was received as cash. The note matures on July 18, 2019, incurs 12% annual interest and can be converted to common stock at a discount of 58% of the lowest closing bid price reported during the 20 trading days preceding the conversion. Due to the note being in default, the balance of unconverted principal of \$24,500, was increased by \$12,250 (50% default percentage penalty) and is now \$36,750 at December 31, 2020, with accrued interest and put premiums being \$6,770 and \$30,555, at December 31, 2020, respectively.

On December 20, 2018 the Company issued a convertible note payable to Jabro for \$30,000, with a maturity date of September 19, 2019, with 12% annual interest. The note is convertible at 55% of the lowest market price on the twenty days preceding conversion. Due to the note being in default, the balance of unconverted principal of \$30,000, was increased by \$15,000 (50% default percentage penalty) and is now \$45,000 at December 31, 2020, with accrued interest and put premiums being \$9,986 and \$36,667, at December 31, 2020, respectively.

Essex

During the three months ended December 31, 2016 the Company issued a convertible note payable to Essex which had a principal balance of \$39,476 with accrued interest of \$9,561 as of December 31, 2017. Note principal of \$29,500 was converted to common stock during the year ended December 31, 2018. On January 17, 2019, \$1,500 of the Note principal was converted to common stock and put premiums of \$1,500 were recorded as additional paid in capital. The note principal, accrued interest and put premiums balances were \$8,476, \$12,804 and \$8,476, respectively at December 31, 2020.

All notes issued (with exception of the MDI notes) above which had derivative liabilities associated following conversions through June 30, 2018 were reclassified as stock settled debt in accordance with ASC 480 - "Distinguishing Liabilities from Equity". The Company has reclassified the derivative liability at its fixed monetary amount by measuring and recording a premium using the contractual stock price discount with a charge to interest expense in accordance with ASC 480.

Notes Issued in 2019

On April 8, 2019, the Company issued a convertible note payable to Geneva Roth Remark Holdings, Inc. ("Geneva") for \$168,000, which was received as cash. The note matured on February 28, 2020, incurs 12% annual interest and can be converted to common stock at a discount of 58% of the lowest closing bid price reported during the 20 trading days preceding the conversion. Due to the note being in default, the balance of unconverted principal of \$168,000, was increased by \$84,000 (50% default percentage penalty) and became \$252,000 on the date of default. From May 15, 2020 through June 24, 2020, the full note principal and accrued interest was converted to common stock and put premiums of \$182,493 were recorded as additional paid.

On May 16, 2019, the Company issued a convertible note payable to Geneva for \$128,000, which was received as cash. The note matured on March 16, 2020, incurs 12% annual interest and can be converted to common stock at a discount of 58% of the lowest closing bid price reported during the 20 trading days preceding the conversion. Due to the note being in default, the balance of unconverted principal of \$128,000, was increased by \$128,000 (100% default percentage penalty) and became \$256,000 on the date of default. On June 26, 2020, \$29,600 of the note principal was converted to common stock and put premiums of \$21,435 were recorded as additional paid in capital. On July 2, 2020, and July 8, 2020, \$79,000 of the note principal was converted to common stock and put premiums of \$57,207 were recorded as additional paid in capital. The note principal, accrued interest and put premiums balances were \$147,400, \$29,258 and \$106,738 respectively, at December 31, 2020.

Livingston Asset Management

On August 22, 2019, the Company issued a convertible note payable to Livingston Asset Management ("LAM") for \$100,000. The note has 10% annual interest, matured on May 31, 2020 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. The note was issued for future service related to debt restructure such as the 3(a)(10) discussed above. The note principal accrued interest and put premiums balances were \$100,000, \$13,589 and \$42,857 respectively, at December 31, 2020. There is no default interest penalty and acceleration of the note due to the default has been waived for six months as of December 31, 2020.

On September 1, 2019, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matured on May 31, 2020 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$25,000, \$3,336 and \$10,714 respectively, at December 31, 2020. There is no default interest penalty and acceleration of the note due to the default has been waived for six months as of December 31, 2020.

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On October 1, 2019, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matured on June 30, 2020 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$25,000, \$3,130 and \$10,714 respectively, at December 31, 2020. There is no default interest penalty and acceleration of the note due to the default has been waived for six months as of December 31, 2020.

On November 1, 2019, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matured on July 31, 2020 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$25,000, \$2,918 and \$10,714 respectively, at December 31, 2020. There is no default interest penalty and acceleration of the note due to the default has been waived for six months as of December 31, 2020.

On December 1, 2019, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on August 31, 2020 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$25,000, \$2,712 and \$10,714 respectively, at December 31, 2020. There is no default interest penalty and acceleration of the note due to the default has been waived for six months as of December 31, 2020.

On January 1, 2020, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on September 30, 2020 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$25,000, \$2,500 and \$10,714 respectively, at December 31, 2020. There is no default interest penalty and acceleration of the note due to the default has been waived for six months as of December 31, 2020.

On February 1, 2020, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on October 31, 2020 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$25,000, \$2,295 and \$10,714 respectively, at December 31, 2020. There is no default interest penalty and acceleration of the note due to the default has been waived for six months as of December 31, 2020.

On March 1, 2020, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on November 30, 2020 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$25,000, \$2,096 and \$10,714 respectively, at December 31, 2020. There is no default interest penalty and acceleration of the note due to the default has been waived for six months as of December 31, 2020.

On April 1, 2020, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on December 31, 2020 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$25,000, \$1,884 and \$10,714 respectively, at December 31, 2020. There is no default interest penalty and acceleration of the note due to the default has been waived for six months as of December 31, 2020.

On May 1, 2020, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on January 31, 2021 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$25,000, \$1,678 and \$10,714 respectively, at December 31, 2020. There is no default interest penalty and acceleration of the note due to the default has been waived for six months as of January 31, 2021.

On June 1, 2020, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on February 28, 2021 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$25,000, \$1,466 and \$10,714 respectively, at December 31, 2020.

On July 1, 2020, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on March 31, 2021 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$25,000, \$1,247 and \$10,714 respectively, at December 31, 2020.

On August 1, 2020, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on April 30, 2021 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$25,000, \$1,041 and \$10,714 respectively, at December 31, 2020.

On September 1, 2020, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on May 31, 2021 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$25,000, \$829 and \$10,714 respectively, at December 31, 2020.

On October 1, 2020, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on June 30, 2021 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$25,000, \$632 and \$10,714 respectively, at December 31, 2020.

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On November 1, 2020, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on July 31, 2021 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$25,000, \$404 and \$10,714 respectively, at December 31, 2020.

On December 1, 2020, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on August 31, 2021 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$25,000, \$205 and \$10,714 respectively, at December 31, 2020.

Trillium Partners LP

On August 23, 2019, the Company issued a convertible note payable to Trillium Partners LP for \$60,000. The note includes: \$50,000, cash, \$10,000 of original issue discount (OID), has 10% annual interest, matures on May 31, 2020 and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion. On October 9, 2019 and December 9, 2019, \$44,950 of principal was repaid. \$44,950 of put premium was recognized as with a credit to interest income. The note principal, of \$15,050, was fully repaid during the year ended December 31, 2020.

On October 27, 2020, the Company issued a convertible note payable to Trillium Partners LP for \$5,000. The note includes: \$4,000, cash, \$1,000 of original issue discount (OID), has 10% annual interest, matures on July 31, 2021 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$5,000, \$89 and \$5,000 respectively, at December 31, 2020.

On November 27, 2020, the Company issued a convertible note payable to Trillium Partners LP for \$1,500. The note includes: \$1,500, cash, has 10% annual interest, matures on August 31, 2021 and is convertible at 50% of the lowest closing bid price during the 20 days prior to conversion. The note principal, accrued interest and put premiums balances were \$1,500, \$14 and \$1,500 respectively, at December 31, 2020.

Notes Issued in 2020

On May 29, 2020, the Company issued a \$20,000, convertible note payable for professional fees to Matheau Stout, ESQ. The note has 12% annual interest, matures on May 31, 2021 and is convertible at 50% of the lowest closing bid price during the 30 days prior to conversion. The note principal, accrued interest and put premiums balances were \$20,000, \$1,427 and \$20,000 respectively, at December 31, 2020. The note and accrued interest were repaid in January and February 2021.

All notes issued above issued to Trillium, LAM and Mathieu Stout are classified as stock settled debt in accordance with ASC 480 - "Distinguishing Liabilities from Equity". The Company has calculated the related put premiums and recorded a premium using the contractual stock price discount with a charge to interest expense in accordance with ASC 480.

The carrying value of all convertible notes to third parties at December 31, 2020 and December 31, 2019 was comprised of:

	<u>December 31, 2020</u>	<u>December 31, 2019</u>
Convertible notes payable	\$ 1,157,126	\$ 984,276
Unamortized original issue discount and debt discount	(2,278)	(8,639)
Put premiums classified as liabilities (ASC 480)	688,248	619,545
	<u>\$ 1,843,096</u>	<u>\$ 1,595,182</u>

Note 10 – Stockholders' Deficit

Preferred Stock

The Company is authorized to issue 10,000,000, shares of preferred stock with super voting rights, 5,000,000 of which were issued and have votes equal to 100.1% of all outstanding shares.

On October 26, 2017, the Board of Directors designated shares of preferred stock as Series A. Each issued and outstanding Series A share shall be entitled to the number of votes equal to the result of: (i) the number of Common Shares issued and outstanding at the time of such vote multiplied by 1.01; divided by (ii) the total number of Preferred Shares issued and outstanding at the time of such vote, at each meeting of shareholders of the Company with respect to any and all matters presented to the shareholders of the Company for their action or consideration, including the election of directors. Except as provided by law, holders of Preferred Shares shall vote together with the holders of Common Shares as a single class.

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The Company approved by unanimous consent, the authorization of 100,000 shares of Series B Convertible Preferred Stock. Each share of Series B Preferred Stock shall have a par value of \$0.001 per share and a liquidation value of \$100 per share.

(a) Holders of Series B Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors out of funds legally available therefor, and the Company at the rate per share (as a percentage of the Stated Value per share) equal to five percent (5%) per annum on the Stated Value, payable in additional shares of Series B Preferred Stock. The party that holds the Series B Preferred Stock on an applicable record date for any dividend payment will be entitled to receive such dividend payment and any other accrued and unpaid dividends which accrued prior to such dividend payment date, without regard to any sale or disposition of such Series B Preferred Stock subsequent to the applicable record date but prior to the applicable dividend payment date.

(b) So long as any shares of Series B Preferred Stock remain outstanding, neither the Company nor any subsidiary thereof shall, without the consent of the Holders of eighty percent (80%) of the shares of Series B Preferred Stock then outstanding (the "Requisite Holders), redeem, repurchase or otherwise acquire directly or indirectly any Junior Securities (as defined in Section 7), nor shall the Company directly or indirectly pay or declare any dividend or make any distribution upon, nor shall any distribution be made in respect of, any Junior Securities, nor shall any monies be set aside for or applied to the purchase or redemption (through a sinking fund or otherwise) of any Junior Securities.

Each holder of the Series B Preferred Stock shall have the right to vote on any matter that may from time to time be submitted to the Company's shareholders for a vote, on an as converted basis, either by written consent or by proxy. So long as any shares of Series B Preferred Stock are outstanding, the Company shall not and shall cause its subsidiaries not to, without the affirmative vote of the Requisite Holders, (a) alter or change adversely the powers, preferences or rights given to the Series B Preferred Stock, (b) alter or amend this Certificate of Designation, (c) amend its certificate of incorporation, bylaws or other charter documents so as to affect adversely any rights of any Holders of the Series B

Preferred Stock, (d) increase the authorized or designated number of shares of Series B Preferred Stock, (e) apart from shares issued as a dividend pursuant to Section 2 (a), issue any additional shares of Series B Preferred Stock (including the reissuance of any shares of Series B Preferred Stock converted for Common Stock) or (f) enter into any agreement with respect to the foregoing.

On August 26, 2019, Mr. Huss cancelled all 5,000,000 shares of the Series A Preferred; and on August 26, 2019, the Board of Directors issued 5,000,000 shares of Series A Preferred stock to Karen Berend and David Berend, 2,500,000 to each, as compensation and 5,000 preferred series B shares were issued to Livingston Asset Management LLC, for services. Both issuances were made in accordance with Section 4(a)(2) of the Securities Act of 1933.

On January 7, 2020, the Company issued 16,950, shares of Series B preferred shares as follows:

3,160 shares to Alpha Capital Anstalt, a Liechtenstein based hedge fund that is registered with the SEC;

530 shares to Douglas Polinsky, an individual;

1,260 shares to Daniel Ryweck, an individual;

10,420 shares to Uppercut Brands, Inc. a publicly listed Delaware company domiciled in New Jersey.

1,580 shares to Barry and Majorie Zolot, individuals.

Common Stock

The Company is authorized to issue 15,000,000,000 shares of common stock with a par value of \$.001. The Company had 3,580,339,863 and 232,318,275 of \$.001 par value common stock outstanding at December 31, 2020 and December 31, 2019, respectively.

Securities Offering Under Regulation A of the 1933 Securities Act

On December 17 the Company received authorization from the SEC to offer 10,000,000,000 shares of common at price of \$0.0002 per share.

Common Stock Issued for Cash Under Reg A Offering

On December 31, 2020, the Company issued 300,000,000 shares of common stock to Trillium Partners LP under the terms of the Reg. A offering. The Company received \$60,000 in cash.

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Warrants Issued for Financing Commitment

The Crown Bridge Partners warrants (July 11, 2017) for the original number of shares 166,667, at a market price of \$.30, having market value of \$50,000, was originally charged to additional paid in capital. Following the exercise on December 17, 2019, Crown Bridge Partners was issued 9,777,590 shares of common stock, management now believes that a price adjustment clause in the warrant was triggered due to the Company stock price falling below the contractual floor price of \$.01. The Company recognized a derivative liability charging other income and losses for the change in fair market value. An additional exercise on January 6, 2020 and June 3, 2020 yielded the issuance of 10,901,251 and 16,509,995 shares of common stock, respectively and an additional fair market value changes to \$46,907, and total warrants outstanding and exercisable amount to 234,538,827, as of December 31, 2020.

Common Stock Issued for Warrant Exercise

On January 6, 2020, Crown Bridge Partners was issued 10,901,251, common shares following an exercise of the warrant issued on July 11, 2017, in conjunction with the Company's debt financing arranged and funded by Crown Bridge Partners. A total of \$28,916 was credited to common stock and additional paid in capital, upon the exercise.

On June 3, 2020, Crown Bridge Partners was issued 16,509,995, common shares following an exercise of the warrant issued on July 11, 2017, in conjunction with the Company's debt financing arranged and funded by Crown Bridge Partners. A total of \$19,768 was credited to common stock and additional paid in capital, upon the exercise.

Common Stock Issued for Conversion of Notes Payable

On February 14, 2020, the Company issued 33,140,034, of shares of common stock to Trillium Partners LP, in exchange for all principal and accrued interest, plus \$2,010 of fees, in conversion of the Jabro note acquired on February 11, 2020. The shares were valued at \$76,797. Put premiums totaling \$48,885, were reclassified to additional paid in capital.

From May 15, 2020 through June 25, 2020, the Company issued 411,843,745 shares of common stock to Geneva Roth Remark Holdings (Geneva) in exchange for principal and accrued interest of \$262,080 in conversion of the Geneva note issued on April 8, 2019. The shares were valued at \$444,573. Put premiums totaling \$182,493, were reclassified to additional paid in capital.

On June 29, 2020, the Company issued 39,466,667 shares of common stock to Geneva in exchange for principal of \$29,600 in conversion of a portion of the Geneva note acquired on May 16, 2019. The shares were valued at \$51,035. Put premiums totaling \$21,435, were reclassified to additional paid in capital.

On July 2, 2020, and July 8, 2020, the Company issued 121,541,746 shares of common stock to Geneva in exchange for principal of \$79,000 in conversion of a portion of the Geneva note acquired on May 16, 2019. The shares were valued at \$121,542. Put premiums totaling \$14,665, were reclassified to additional paid in capital.

Common Stock Issued for 3(a)(10) settlement

Between April 9, 2020, and December 31, 2020, the Company issued 2,451,871,000, common shares to Trillium Partners, LP under the terms of the 3(a)(10). The proceeds from sales are used to liquidate the liability assumed by Trillium under the terms of a settlement agreement with former creditors. The issuance is accounted for as a credit to common stock with an offsetting charge to additional paid in capital. The total outstanding balance of the two 3(a)(10) liabilities at December 31, 2020, is \$930,276.

Trillium submitted payments totaling \$100,350, to original creditors during the year ended December 31, 2020. An additional \$75,866 in fees were charged by third parties. In total \$561,189, was credited to additional paid in capital during the period.

Note 11 –Contingencies and Commitments

The Company has assessed all material known financial exposures as they have been asserted and made provisions for them as described in footnote 5.

Office space lease

The Company leased office space from 55 Washington Street LLC with the term commencing August 10, 2020 and ending August 9, 2021, at a monthly rate of \$3,443.

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Agreements

In August 2019, the Company entered into a financial service’s advisory agreement with Livingston Asset Management, LLC (“LAM”), whereby LAM provides ongoing general financial and strategic consultation, assistance with accounting and financial reporting and debt restructure services. The agreement provides for a monthly fee of \$25,000, payable in the form of a convertible note to be issued on the first day of each month.

Vendor Dispute

The Company has been in an ongoing discussion with a vendor over the amount of credits applied to inventory purchases. The Company expects to resolve this matter to the satisfaction of the parties involved.

Litigation

On October 19, 2018, a vendor filed a complaint against the wholly owned subsidiaries of the Company with the Superior Court of New Jersey, Law Division, seeking payment for merchandise. The Company has previously recognized costs of \$178,935, which remain unpaid in accounts payable. The Company has retained an attorney who is currently working to address the complaint.

Note 12 – Income Taxes

The difference between the expected income tax expense (benefit) and the actual tax expense (benefit) computed by using the Federal statutory rate of 21% is as follows:

	2020	2019
Expected income tax benefit at statutory rate of 21%	\$ 560,000	\$ 100,000
Expected state tax benefit at statutory rate	186,000	42,000
Change in valuation allowance	(746,000)	(142,000)
Income tax expense (benefit)	<u>\$ 0</u>	<u>\$ 0</u>

At December 31, 2020 the deferred tax valuation allowance increased by \$746,000. The realization of the tax benefits is subject to the sufficiency of taxable income in future years. The deferred tax assets represent the amounts expected to be realized before expiration. The Company periodically assesses the likelihood that it will be able to recover its deferred tax assets. The Company considers all available evidence, both positive and negative, including historical levels of income, expectations and risks associated with estimates of future taxable income and ongoing prudent and feasible profits.

Deferred tax assets and liabilities are provided for significant income and expense items recognized in different years for tax and financial reporting purposes. Temporary differences, which give rise to a net deferred tax asset, are as follows:

	2020	2019
Deferred tax assets:		
Tax benefit of net operating loss carry-forward	\$ 941,000	\$ 795,000
Less: valuation allowance	(941,000)	(795,000)
Net deferred tax asset	<u>\$ -</u>	<u>\$ -</u>

The Company had a federal net operating tax loss carry-forward of approximately \$4,479,000 as of December 31, 2020. The tax loss carry-forwards are available to offset future taxable income with the federal carry-forwards beginning to expire in 2035. If not used, these NOLs may be subject to limitation under Internal Revenue Code Section 382 should there be a greater than 50% ownership change as determined under the regulations. The Company plans on undertaking a detailed analysis of any historical and/or current Section 382 ownership changes that may limit the utilization of the net operating loss carryovers.

As a result of the NOLs a deferred tax asset was calculated. No tax benefit has been reported with respect to these since the Company believes that the realization of its net deferred tax asset of approximately \$941,000 was not considered more likely than not and accordingly, the potential tax benefits of the net loss carry-forwards are fully offset by a valuation allowance of \$ 941,000.

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For the years ended December 31, 2020 and 2019, no amounts have been recognized for uncertain tax positions and no amounts have been recognized related to interest or penalties related to uncertain tax positions. The Company has determined that it is not reasonably likely for the amounts of unrecognized tax benefits to significantly increase or decrease within the next twelve months. The Company is currently subject to a three-year statute of limitations by major tax jurisdictions.

Note 13 - Subsequent Events

Convertible Debt Settled for Cash

The \$20,000, convertible note issued, for professional services, to Matheau Stout, ESQ. that matured on May 31, 2021 along with accrued interest of \$1,500 was repaid in January and February 2021. The put premium balance of \$20,000, will be recorded as other income in the first quarter of 2021.

Common Stock Issued for Debt Settlement Under 3(a)10

Between January 12 and January 19, 2021, the Company issued 762,421,000 shares of common stock to Trillium Partners LP under the terms of the court ordered 3(a)10 settlement. Upon issuance the shares issued accounted for as common stock issued with an offsetting debit to additional paid in capital. When the shares are sold additional paid in capital is credited for the amount allocated to former debt holders.

Common Stock Issued for Conversion of Debt

The Company issued 460,754,635 shares of common stock to Geneva Roth Remark Holdings, Inc. in conversion of amounts due under convertible notes. The shares were issued at prices contracted per the terms of the convertible notes.

Common Stock Issued for Cash Under Reg A Offering

Between January 7, and July 7, 2021, the Company issued 8,431,795,000 shares of common stock to Trillium Partners LP under the terms of the Reg. A offering. The Company received \$1,686,360 in cash.

Issuance of Convertible Debt

On January 1, 2021, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on September 30, 2021, and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion.

On February 1, 2021, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on October 31, 2021, and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion.

On March 1, 2021, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on November 30, 2021, and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion.

On April 1, 2021, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on December 31, 2021, and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion.

On May 1, 2021, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on January 31, 2022, and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion.

On June 1, 2021, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on February 28, 2022, and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion.

On July 1, 2021, the Company issued a \$25,000, convertible note payable as advisory fees to LAM. The note has 10% annual interest, matures on March 31, 2022, and is convertible at 70% of the lowest closing bid price during the 20 days prior to conversion.

We evaluated subsequent events after the balance sheet date through the date the financial statements were issued. Except for the aforementioned we did not identify any additional material events or transactions occurring during this subsequent event reporting period that required further recognition or disclosure in these financial statements.

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Currently, the Company is engaged in retail and wholesale sale of footwear for the urban culture. The Lust for Life brand employs a website with traffic driven by online marketing tools and techniques. The Company derives the majority of its sales through its wholesale channel.

B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of their business contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

Blind Faith Concepts, Inc. – 100% directly owned subsidiary, engaged in private label branding for fashion merchandise.

Lust for Life Footwear, LLC – 100% indirectly owned subsidiary, engaged in wholesale distribution of fashion merchandise.

C. Describe the issuers' principal products or services, and their markets

Currently, the Company is engaged in retail and wholesale sale of footwear for the urban culture.

6) 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.

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

The Company leased office space from 55 Washington Street LLC with the term commencing September 1, 2020 and ending August 31, 2021, at a base monthly rate of \$3,443, common charges are estimated to be approximately \$70 per month and tenant credits total \$6,886.

7) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information regarding any person or entity owning 5% or more of the issuer, as well as any officer, and any director of the company, regardless of the number of shares they own. If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.

Name of Officer/Director and Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned (1) (1a)	Share type/class	Ownership Percentage of Class Outstanding	Note
Conrad Huss	CEO/Director	Airmont/NY	N/A	N/A	N/A	N/A
Karen Berend	>5%	New York, NY	2,500,000 38,506	Series A Preferred Series B Preferred	50% 47%	Restricted stock
David Berend	>5%	Palisades, NY	2,500,000 33,838	Series A Preferred Series B Preferred	50% 20%	Restricted stock
Livingston Asset Management LLC – Narine Persaud	>5%	Naples, FL	5,000	Series B Preferred	6%	Restricted stock

Note: Each issued and outstanding Series A Preferred share shall be entitled to the number of votes equal to the result of: (i) the number of common shares issued and outstanding at the time of such vote, multiplied by 1.01; divided by (ii) the total number of Series A Preferred shares issued and outstanding at the time of such vote, at each meeting of shareholders of the Company with respect to any and all matters presented to the shareholders of the Company for their action or consideration, including the election of directors. Except as provided by law, holders of Series A Preferred shares shall vote together with the holders of common stock as a single class.

Each holder of Series B Preferred stock is entitled to vote on any matters posed to stockholders. The number of common share equivalent votes is based on the conversion ratio of 1,840, shares of common stock for each share of Series B Preferred stock.

8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 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.

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

On October 19, 2018, a vendor filed a complaint against the wholly owned subsidiaries of the Company with the Superior Court of New Jersey, Law Division, seeking payment for merchandise. The Company has previously recognized costs of \$178,935, which remain unpaid in accounts payable. The Company has retained an attorney who is currently working to address the complaint.

Labrys Fund obtained a judgement claim for the balance due on its note for a total of \$219,460, which was subsequently settled by a court order for cash payment, with \$219,460 now covered by the 3(a)(10) settlement approved on November 15, 2019. The liability is currently \$125,412, and included in the settlement 3(a)(10) liability at December 31, 2020.

On March 6, 2020, a federal court approved the Judgement and Stipulation filed by Trillium Partners LP. The judgement provides for the Company to issue shares of common stock to Trillium when requested. Proceeds from sale of the shares will be paid to six creditors which were owed a total of \$890,214. The Company will account for the transaction as an assignment of creditor liabilities and recognize a debt put premium as interest expense in the amount of \$890,214.

9) **Third Party Providers**

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Andrew Coldicutt
Firm: Law Office of Andrew Coldicutt
Address 1: 1220 Rosecrans St., PMB 258
Address 2: San Diego, CA 92106
Phone: 619.228.4970
Email: Info@ColdicuttLaw.com

Accountant or Auditor

Name: William Gonyer
Firm: Will Stephenson Advisory LLC
Address 1: 697 Sport Hill Road
Address 2: Easton CT, 06612
Phone: (203) 702-1820
Email: _____

Investor Relations Consultant

N/A

Other Service Providers

— Provide the name of any other service provider(s), including, counsel, advisor(s) or consultant(s) that assisted, advised, prepared or provided information with respect to this disclosure statement, or provided assistance or services to the issuer during the reporting period.

None

10) Issuer Certification

Chief Executive Officer:

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, Conrad Huss certify that:

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

July 20, 2021

/s/ Conrad Huss

(Digital Signatures should appear as “/s/ [OFFICER NAME]”)

Principal Financial Officer:

I, Conrad Huss certify that:

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

July 20, 2021

/s/ Conrad Huss

(Digital Signatures should appear as “/s/ [OFFICER NAME]”)