

**ORPHEUM PROPERTY, INC.**

**dba KLMKH, INC.**

For the Three Months ended **June 30, 2021**

**Tin: 82-2633612**

## **Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines**

**ORPHEUM PROPERTY, INC.  
dba KLMKH, INC.**

2407 Plantation Center Dr. #100A  
Matthews, NC 28105  
(727) 470-8684  
[tyoung@klmkh.com](mailto:tyoung@klmkh.com)  
SIC # 4013

**Quarterly Report  
For the Period Ending: June 30, 2021  
(the "Reporting Period")**

As of June 30, 2021, the number of shares outstanding of our Common Stock was:

**1,351,092,905**

As of March 31, 2021 (our last report date) the number of shares outstanding of our Common Stock was:

**467,527,218**

As of March 31, 2021, (our last fiscal year report) the number of shares outstanding of our Common Stock was:

**467,527,218**

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: **X**

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

Yes: ☐ No: **X**

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

Yes: ☐ No: **X**

**1) Name and address(es) 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.

KLMKH, Inc. – Pursuant to the merger on January 29, 2021, was changed.

Orpheum Property, Inc. (Pacific Land & Coffee Corporation prior to December 10, 2010)

Orpheum Property, Inc. (the “Company”) was organized under the laws of the State of Delaware on February 14, 2003 as Back Channel Investments, Inc.

On May 20, 2003, the Company combined with Back Channel Investments, Inc., in a reverse merger pursuant to an Agreement and Plan of Reorganization. The pre-merger financial statements of Orpheum Property, Inc. are now the historical financial statements of the Company

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):

*Delaware - Active*

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:

*On January 29, 2021 merger, the Company merged with the formerly privately held, KLMKH, Inc., issuing 789,655,743 shares to that company’s shareholders and giving them a 60% control of the combined entity.*

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

*2407 Plantation Center Dr. #100A  
Matthews, NC 28105*

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: ☒*

*2407 Plantation Center Dr. #100A  
Matthews, NC 28105*

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

Yes: ☐ No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

N/A

## 2) Security Information

Trading Symbol: PLFF

Exact title and class of securities outstanding: Common  
CUSIP: 687311100 (pending change pursuant to merger)

Par or stated value: \$0.001

Total shares authorized: 1,500,000,000 as of 06/30/21

Total shares outstanding: 1,351,092,905 as of 06/30/21

Shareholders of Record 440 as of 06/30/21

Exact title and class of securities outstanding: Preferred

Par or stated value: \$0.001

Total shares authorized: 1,000,000 as of 06/30/21

Total shares outstanding: 0 as of 06/30/21

### Transfer Agent

Pacific Stock Transfer

6725 Via Austi Parkway

Suite 300

Las Vegas, NV 89119

[800-785-7782](tel:800-785-7782)

<http://www.pacificstocktransfer.com>

[info@pacificstocktransfer.com](mailto:info@pacificstocktransfer.com)

Is the Transfer Agent registered under the Exchange Act?<sup>2</sup> Yes: ☒ No: ☐

## 3) Issuance History

### 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: ☐

Shares Outstanding as of Second Most Recent Fiscal Year End:  <u>Opening Balance</u>  Date 03/31/19  Common: 467,527,218  Preferred: 40,000			*Right-click the rows below and select "Insert" to add rows as needed.						
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	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
6/10/21	New issuance	7,200,000	Common	.001	No	71, Inc. (Ronald Blackburn)	Replace shares used to pay Company debt	Restricted	144
6/10/21	New issuance	5,000,000	Common	.001	No	Jeffrey Montalbano	Commission Services	Restricted	144
6/10/21	New issuance	3,000,000	Common	.001	No	JBM Oil Sales Corporation (Jeffery Montalbano)	Director services (2018)	Restricted	144
6/10/21	New issuance	22,000,000	Common	.001	No	Crossfire Holdings, LLC (Patrick Flanigan)	Settlement of Dispute	Restricted	144
6/10/21	New issuance	1,000,000	Common	.001	No	Frank D'Amico	Director Services (2018)	Restricted	144
6/10/21	New issuance	1,000,000	Common	.001	No	Shawn Rogers	Director Services (2018)	Restricted	144
6/10/21	New issuance	1,000,000	Common	.001	No	Lloyd Springmann	Director Services (2018)	Restricted	144
6/10/21	Cancellation	40,000	Preferred	.001	No	Eleanor Brown	Convert to Common	Restricted	144
6/10/21	New issuance	200,000	Common	.001	No	Eleanor Brown	Converted from Preferred	Restricted	144
6/10/21	New issuance	26,000,000	Common	.001	No	Bernard Woodward	Settlement of Dispute	Restricted	144
6/10/21	New issuance	5,000,000	Common	.001	No	Michael Mulshine	Past Services	Restricted	144
6/10/21	New issuance	12,252,782	Common	.001	No	Tyrus Young	Director/Officer Services (2017 – 2021)	Restricted	144
6/10/21	New issuance	6,250,000	Common	.001	No	Andrew Kramer	Director/Officer Services (2019 – 2021)	Restricted	144

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	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
6/10/21	New issuance	2,000,000	Common	.001	No	Morris Kahn	Prior Agreement	Restricted	144
6/10/21	New issuance	1,500,000	Common	.001	No	Morris Kahn & Assoc	Prior Agreement	Restricted	144
6/10/21	New issuance	450,000	Common	.001	No	James Tarleton	Cash purchase	Restricted	144
6/10/21	New issuance	28,581	Common	.001	No	Benny Garcia	Cash purchase	Restricted	144
6/10/21	New issuance	28,581	Common	.001	No	Tim Park	Cash purchase	Restricted	144
6/10/21	New issuance	61,007,261	Common	.001	No	Barry Hopking	Merger Conversion	Restricted	144
6/10/21	New issuance	40,359,806	Common	.001	No	Chad and Ashley Christian Investment Company LLC	Merger Conversion	Restricted	144
6/10/21	New issuance	4,234,054	Common	.001	No	Tim Park	Merger Conversion	Restricted	144
6/10/21	New issuance	1,942,238	Common	.001	No	New Era Technologies LLC (Gordon Sellars)	Merger Conversion	Restricted	144
6/10/21	New issuance	1,802,531	Common	.001	No	Dwight Darwin Williams	Merger Conversion	Restricted	144
6/10/21	New issuance	19,734,082	Common	.001	No	David Ainsworth	Merger Conversion	Restricted	144
6/10/21	New issuance	67,060	Common	.001	No	David Bradley Ainsworth, Jr	Merger Conversion	Restricted	144
6/10/21	New issuance	31,046,004	Common	.001	No	David N. Hunt	Merger Conversion	Restricted	144
6/10/21	New issuance	11,487,022	Common	.001	No	Phoenix Captive Solutions LLC (Dei Vitae Enterprises/Susan Burton)	Merger Conversion	Restricted	144
6/10/21	New issuance	5,339,913	Common	.001	No	Brian Bowers	Merger Conversion	Restricted	144
6/10/21	New issuance	1,490,208	Common	.001	No	Adam M. Carpenter	Merger Conversion	Restricted	144

6/10/21	New issuance	404,614,503	Common	.001	No	Dei Vitae Enterprises, LLC (Susan Burton)	Merger Conversion	Restricted	144
6/10/21	New Issuance	206,531,061	Common	.001	No	Natan Holdings, LLC (Anthony Melikov)	Merger Conversion	Restricted	144
Shares Outstanding on Date of This Report: Ending Balance:  Date 6/30/21  Common: 1,351,092,905  Preferred: 0									

## B. Debt Securities, Including Promissory and Convertible Notes

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
Jan 28, 20 21	50,000	50,000	0 <A>	Jan 2024	80% of Mkt price based on 5 day average	CKH Enterprises, LLC (Matt Hagler)	Loan
Mar 11, 2021	20,000	20,000	0 <A>	Mar 2024	80% of Mkt price based on 5 day average	Brian Bowers	Loan
Mar 23, 2021	20,000	20,000	0 <A>	Mar 2024	80% of Mkt price based on 5 day average	Barry Hopking	Loan
June 28, 2001	50,000	50,000	0 <A>	June 2024	80% of Mkt price based on 5 day average	Robert Estave	Loan

<A> Each holder of the conversion note has indicated that they waive interest and wish to convert the note as soon as legally possible.

### 4) Financial Statements

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

- ☒ U.S. GAAP  
☐ IFRS

The financial statements for this reporting period were prepared by (name of individual)<sup>3</sup>:

Name: Tyrus C Young  
Title: Treasurer/Director  
Relationship to Issuer: Officer/Director

**The following financial statements are included:**

Balance sheets at June 30, 2021 and March 31, 2021  
Statement of income for the three months ended March 31, 2021 and 2020  
Statement of cash flows for the three months ended March 31, 2021 and 2020  
Statement of Changes in Stockholders' Equity for the period ended March 31, 2019 through June 30, 2021  
Notes the Financial Statements

**5) Issuer's Business, Products and Services**

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

*The Company is engaged in the drilling and production of oil and natural gas.*

- B. Please list any subsidiaries, parents, or affiliated companies.

*None*

- C. Describe the issuers' principal products or services

*Crude Oil*

**6) Issuer's Facilities**

*The company maintains a suite of offices located at 2407 Plantation Center Dr. #100A, Charlotte, NC 28105. Oil and gas properties consists of over 22,000 acres located in North Kansas.*

**7) Company Insiders (Officers, Directors, and Control Persons)**

***SEE NEXT PAGE***



Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
Dei Vitae Enterprises, LLC	Investor	Charlotte, NC	404,614,503	Common	29.94 %	Beneficial Owner – Susan Burton
Natan Holdings	Investor (Anthony Melikov – Board Chairman)	Chicago, IL	206,531,061	Common	15.3%	Beneficial Owner- Anthony Melikov (Chairman)
David Hunt	Director	Charlotte, NC	31,046,004	Common	2.3 %	
Barry Hopking	Director	Charlotte, NC	61,007,261	Common	4.52%	
Randolf Franklin	CEO	Atlanta, GA	0	Common	0	
Tyrus C Young	Treasurer/Director	Charlotte, NC	37,628,199	Common	2.79 %	
Andrew Kramer	Corporate Counsel/ Board Secretary	New Orleans, LA	6,250,000	Common	0.46 %	

#### 8) Legal/Disciplinary History

1. Please identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of 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.

*None*

### 9) Third Party Providers

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

#### Securities Counsel

Name:	Steven Mills
Firm:	Steven Mills, Attorney at Law
Address 1:	PO Box 281077
Address 2:	Nashville, TN 37228
Phone:	(615) 476-1151
Email:	stevenmillslaw@gmail.com

#### Accountant or Auditor

Name:	Tyrus C. Young
Firm:	Factsco, LLC
Address 1:	2407 Plantation Center Dr #100
Address 2:	Matthews, NC 28105
Phone:	727-470-8684
Email:	factsco@gmail.com

#### Investor Relations

*None*

#### Other Service Providers

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

*None*

## 10) Issuer Certification

*Principal Executive Officer:*

I, Randolph Franklin certify that:

1. I have reviewed this quarterly disclosure statement of KLMKH, Inc for the three months ended June 30, 2021.;
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.

8/12/21

/s/ Randolph Franklin  
Randolph Franklin, CEO

*Principal Financial Officer:*

I, Tyrus C. Young certify that:

1. I have reviewed this quarterly disclosure statement of KLMKH, Inc for the three months ended June 30, 2021.;
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.

08/12/21

/s/ Tyrus C. Young  
Tyrus C. Young, Treasurer/Director



**ORPHEUM PROPERTY, INC.**  
**dba KLMKH, NC.**  
**Balance Sheets**

	<b>ASSETS</b>	
	June 30, 2021 <u>(Unaudited)</u>	March 31, 2021 <u>(Unaudited)</u> RESTATED
Current Assets		
Cash and cash equivalents	\$ 59,678	\$ (20,357)
Reimbursement receivable	4,267	3,737
Employee receivable	1,918	1,949
Drilling escrow	324,432	324,608
Tax receivable	<u>64,336</u>	<u>-</u>
Total Current Assets	<u>454,631</u>	<u>309,937</u>
Fixed Assets, Net of DDA		
Field equipment	1,933,121	2,009,960
Office furniture	6,272	4,456
Vehicles	27,571	29,308
Proved, Producing assets		
Asset retirement costs	52,000	52,000
Capitalized production costs	762,069	762,347
Production equipment, wells, pipelines	17,330,000	17,336,445
Unimproved real estate	<u>234,878</u>	<u>234,878</u>
Total Fixed Assets	<u>20,345,911</u>	<u>20,429,394</u>
Other Assets		
Loan fees	215,988	197,901
Investment in Unproved Oil property	<u>524,585</u>	<u>524,585</u>
Total Other Assets	<u>740,573</u>	<u>722,486</u>
<b>TOTAL ASSETS</b>	<b>\$ <u>21,541,115</u></b>	<b>\$ <u>21,461,817</u></b>

The accompanying notes are an integral part of the financial statements

# **LIABILITIES & STOCKHOLDER'S EQUITY**

	June 30, 2021 <u>(Unaudited)</u>	March 31, 2021 <u>(Unaudited)</u>
<b>Current Liabilities</b>		
Accounts Payable	\$ 210,747	\$ 206,439
Accrued expenses	134,384	103,289
PPP Loans (pre-forgiveness)	145,676	16,500
Credit Line	150,000	-
Due to Related parties	888,251	847,272
Convertible debt instruments	140,000	90,000
ARC judgement	<u>4,667,880</u>	<u>2,498,655</u>
 Total Current Liabilities	 <u>6,336,938</u>	 <u>3,762,155</u>
 <b>Long Term Liabilities</b>		
Asset Retirement Liability	52,000	52,000
Equipment loan	7,579	8,420
Note receivable	245,000	245,000
TCA loan judgement	<u>678,173</u>	<u>678,173</u>
 Total Long Term Liabilities	 <u>982,752</u>	 <u>983,593</u>
 Total Liabilities	 <u>7,319,690</u>	 <u>4,745,748</u>
 <b>Stockholder's Equity</b>		
Preferred Stock - 1,000,000 shares authorized; Par value of \$.001, Convertible, Dividend producing: 0 and 40,000 shares outstanding at June 30, 2021 and March 31, 2021, respectively	     -	     40
Common Stock - 1,500,000,000 shares authorized; Par value of \$.001 per share; 1,351,092,905 and 467,527,218 shares issued and outstanding at June 30, 2021 and March 31, 2021, respectively	     1,351,093	     467,527
Stock to be issued	-	25,900
Stock to be cancelled	(41,031)	(41,031)
Capital in Excess of Par	52,349,791	53,170,914
Retained Earnings	<u>(39,438,428)</u>	<u>(36,907,281)</u>
Total Stockholders' Equity	<u>14,221,425</u>	<u>16,716,069</u>
 <b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	 <u><u>\$ 21,541,115</u></u>	 <u><u>\$ 21,461,817</u></u>

The accompanying notes are an integral part of the financial statement

**ORPHEUM PROPERTY, INC.**  
**dba KLMKH, Inc.**  
**Statements of Operations**

	For the Three Months Ended	
	June 30,	
	2021	2020
Revenues	\$ 170,892	\$ -
Cost of Sales	<u>46,467</u>	<u>-</u>
Total Gross Profit	<u>124,425</u>	<u>-</u>
General & Administrative Expense	<u>338,550</u>	<u>18,000</u>
Net Profit (Loss) from Operations	<u>(214,125)</u>	<u>(18,000)</u>
Other Income (Expense)		
ERC benefits	104,818	-
Loss on ARC Contract	(2,301,297)	-
Interest expense	(35,033)	-
Amortization & Depreciation expense	<u>(85,510)</u>	<u>-</u>
Total Other Income (Expense)	<u>(2,317,022)</u>	<u>-</u>
NET PROFIT (LOSS)	\$ <u><u>(2,531,147)</u></u>	\$ <u><u>(18,000)</u></u>

The accompanying notes are an integral part of these financial statements

**ORPHEUM PROPERTY, INC.**  
**dba KLMKH, Inc.**  
**Statements of Cash Flow**

	For the Three Months Ended	
	June 30,	
	2021	2020
Cash Flows from Operating Activities		
Net Profit (Loss)	\$ (2,531,147)	\$ (18,000)
Amortization & depreciation expense	85,510	-
Stock based compensation	34,503	-
Loss on ARC Contract	2,301,297	-
Deferred Revenue recognition	(132,073)	-
Adjustments to reconcile net loss to net used by operating activities		
(Increase) Decrease in:		
Reimbursement Receivables	(530)	-
Employee receivable	31	-
Drilling escrow	176	-
Tax receivable	(64,336)	-
Increase (Decrease) in:		
Accounts Payable	4,308	-
Accrued expenses	31,095	-
Related party payables	40,979	18,000
Net Cash Provided (Used) by Operations	(230,187)	-
Cash Flows from Investing Activities		
Loan fees	(16,087)	-
Purchase of other furniture & equipment	(2,027)	-
Net Cash Provided (Used) by Investing Activities	(18,114)	-
Cash Flows from Financing Activities		
Sale of convertible debt Instruments	50,000	-
Receipt of PPP loan	129,176	-
Equipment loan payments	(840)	-
Note payable proceeds	150,000	-
Net Cash Provided (Used) by Investing Activities	328,336	-
Net Increase (Decrease) in Cash	80,035	-
Beginning Cash Balance	(20,357)	-
Ending Cash Balance	\$ 59,678	\$ -

The accompanying notes are an integral part of these financial statements



**ORPHEUM PROPERTY, INC.**  
**dba KLMKH, Inc**  
**Statement of Changes in Shareholders' Equity**  
**March 31, 2019 to June 30, 2021**

	Common Stock		Preferred Stock		Stock To Be Issued	Stock To Be Cancelled	Capital in Excess of Par	Retained Earnings Deficit	Net Shareholders' Equity
	Shares	Par Value	Shares	Par Value					
As of March 31, 2019	467,527,218	\$ 467,527	40,000	\$ 40	\$ 8,000	\$ (41,031)	\$ 34,046,067	\$ (35,000,660)	\$ (520,057)
Loss from Operations								(72,238)	(72,238)
Balance - March 31, 2020	467,527,218	467,527	40,000	40	8,000	(41,031)	34,046,067	(35,072,898)	(592,295)
Conversion of realted party debt to Common Stock					17,900		161,100		179,000
Merger with KLMKH, Inc							18,963,747	(555,230)	18,408,517
Loss from Operations								(1,279,153)	(1,279,153)
Balance - March 31, 2021	467,527,218	\$ 467,527	40,000	\$ 40	\$ 25,900	\$ (41,031)	\$ 53,170,914	\$ (36,907,281)	\$ 16,716,069
Convert Preferred to Common	200,000	200	(40,000)	(40)					160
Issue Stock to be Issued	25,900,000	25,900			(25,900)				-
Issued for prior settlement	48,000,000	48,000							48,000
Issued for merger conversion	789,655,743	789,656							789,656
Issued for Services	12,359,944	12,360							12,360
Issued for Reimb of Shares	7,450,000	7,450							7,450
Prior period adj to KLMKH							(821,123)		(821,123)
Loss from Operations								(2,531,147)	(2,531,147)
Balance - March 31, 2021	<u>1,351,092,905</u>	<u>\$ 1,351,093</u>	<u>-</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (41,031)</u>	<u>\$ 52,349,791</u>	<u>\$ (39,438,428)</u>	<u>\$ 14,221,425</u>

The accompanying notes are an integral part of the financial statements

**ORPHEUM PROPERTY, INC.  
DbA KLMKH, INC.**

**Notes to Condensed Financial Statements**

**June 30, 2021**

**Note1 Organization and Summary of Significant Accounting Policies**

**Organization**

On January 29, 2021, KLMKH, Inc. (the “Company”) merged with Orpheum Property, Inc. and in accordance with the Definitive Merger Agreement, changed the Company name to KLMKH, Inc. The name is pending FINRA approval and therefore is currently registered as Orpheum Property, Inc., dba KLMKH, Inc.

Orpheum Property, Inc. was organized under the laws of the State of Delaware on February 14, 2003 as Back Channel Investments, Inc. The Company has elected a fiscal year end of March 31<sup>st</sup>. The Company was originally organized for the purpose of the research and development of tropical plantation plants, to own and sell real and personal property and to sell products. Currently, the Company owns several pieces of real estate and is pursuing projects to generate operating income.

On May 20, 2003, the Company combined with Back Channel Investments, Inc., in a reverse merger pursuant to an Agreement and Plan of Reorganization. Back Channel acquired all the outstanding shares of common stock of the Company in exchange for 7,000,000 shares of Back Channel’s common stock. The surviving entity was the Company. Upon completion of the reverse merger, the combined Company was re-capitalized to have 10,000,000 shares outstanding. No change in net book value or goodwill was recognized. Subsequently, in August, 2007, these shares were reduced to 3,333,332 shares through a reverse stock split. The pre-merger financial statements of Orpheum Property, Inc. are now the historical financial statements of the Company.

Seeking to redirect its activities, on June 28, 2010, the Company acquired 129 University Place whose sole asset was the Orpheum Theater with the intention of restoring the historic commercial property. The transaction involved the issuance of 42,260 shares of a new class of Preferred Stock (B) with a par value of \$2.00 per share and convertible into 2,000 shares of common stock for each share of preferred. The purchase price of the property was \$6,172,360 with the Company assuming an existing liability on the property of \$2,698,360 and an obligation to issue Company stock valued at \$3,474,000. In June, 2013, the company settled with debenture holders and the property was returned to their ownership.

Having established a foundation of several real estate properties, the Company again redirected their focus on investing in established business operations. In March, 2013, the Company reacquired Coscina Brothers Coffee, LLC, whose operations included wholesale coffee, pancake and waffle sales. Its operations include Hawaii, the U.S. mainland, and several Far East countries. In April, 2013, the Company also invested in Rare Cuts Gourmet Foods, Inc., a purveyor of prime meat products. As of March 31, 2018, the Company has divested itself of both operations.

**Basis of Presentation**

The accompanying unaudited financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Security and Exchange Commission (“SEC”) and should be read in conjunction with the audited financial statements and notes thereto contained in the Company’s Annual Report filed with the SEC on Form 10K (for the annual period ended March 31, 2012). In the opinion of management all adjustments (which include normal recurring adjustments) necessary to present fairly the financial position and the results of operations and cash flows presented have been reflected herein.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's March 31, 2012 audited financial statements.

### **Income Taxes**

The Company applies the provisions of FASB ASC Topic 740, *Income Taxes*. Topic 740 requires an asset and liability approach for financial accounting and reporting for income taxes, and the recognition of deferred tax assets and liabilities for the temporary differences between the financial reporting basis and tax basis of the Company's assets and liabilities at enacted tax rates expected to be in effect when such amounts are realized or settled. Due to a loss from inception, the Company has no tax liability. Deferred income tax assets and liabilities are reflected at currently enacted income tax rates applicable to the period in which the deferred tax assets and liabilities are expected to be realized or settled. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes.

### **Use of Estimates in Preparation of Financial Statements**

The preparation of financial statements in conformity with Accounting Principles Generally Accepted in the United States 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 revenue and expenses during the reporting period. Actual results could differ from those estimates.

### **Basic Loss per Common Share**

The Company computes basic loss per common share in accordance with FASB ASC Topic 260-10, *Earnings Per Share*. Net loss is divided by the weighted-average number of common shares outstanding during the period. Diluted earnings per share is computed using weighted average number of common shares plus dilutive common shares equivalents outstanding during the period using the treasury stock method. Because the Company incurred losses for the years ended March 31, 2021 and 2020, the effect of any equivalent shares for each period would be excluded from the loss per share computation since the impact would be antidilutive. There were no common stock equivalents outstanding as June 30, 2021.

### **Revenue Recognition**

Revenues of the Company are recognized as earned in accordance with the nature of the income as it occurs. Anticipated revenues in future periods is expected from sales at the coffee company, operating income from commercial properties invested into, and gains from the sale of properties that may be purchased. Revenues will not be recognized until such time as the service has been completed or escrows have closed.

### **Property and Equipment**

Property and equipment are stated at cost. Depreciation is provided using the straight-line method over the useful lives of the related assets. Expenditures for maintenance and repairs are charged to expenses as incurred.

### **Impairment of Long-lived Assets**

Long-lived tangible assets, including property, plant and equipment, and finite-lived intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the book value of the asset or asset groups may not be recoverable. The Company evaluates, regularly, whether events and circumstances have occurred that indicate possible impairment and relies on a number of factors, including operating results, business plans, economic projections, and anticipated future cash flows. The Company uses an estimate of the future undiscounted net cash flows of the related asset or asset group over the remaining life in measuring whether the assets are recoverable. Measurement of the amount of impairment, if any, is based upon the difference between the asset's carrying value and estimated fair value.

### **Cash and Cash Equivalents**

For purposes of the statement of cash flows, the Company considers all highly liquid investments purchased with a maturity of three months or less to be cash equivalents.

### **Recently Issued Accounting Standards**

In June 2009, the FASB changed the accounting guidance for the consolidation of variable interest entities. The current quantitative-based risks and rewards calculation for determining which enterprise is the primary beneficiary of the variable interest entity will be replaced with an approach focused on identifying which enterprise has the power to direct the activities of a variable interest entity and the obligation to absorb losses of the entity or the right to receive benefits from the entity. The new guidance became effective for the Company on April 1, 2010 with no impact on its financial statements.

In June 2009, the FASB changed the accounting guidance for transfers of financial assets. The new guidance increases the information that a reporting entity provides in its financial reports about a transfer of financial assets; the effects of a transfer on its statement of financial condition, financial performance and cash flows; and a continuing interest in transferred financial assets. In addition, the guidance amends various concepts associated with the accounting for transfers and servicing of financial assets and extinguishments of liabilities including removing the concept of qualified special purpose entities. This new guidance was adopted by the Company on April 1, 2010 with no impact on its financial statements.

In January 2010, the FASB issued ASU 2010-06, "*Fair Value Measurements and Disclosures*" (Topic 820) that requires new disclosures related to fair value measurements and clarifies existing disclosure requirements about the level of disaggregation, inputs and valuation techniques. Specifically, reporting entities now must disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers. In addition, in the reconciliation for Level 3 fair value measurements, a reporting entity needs to use judgment in determining the appropriate classes of assets and liabilities for disclosure of fair value measurement, considering the level of disaggregated information required by other applicable U.S. GAAP guidance and should also provide disclosures about the valuation techniques and inputs used to measure fair value for each class of assets and liabilities. The guidance was effective for financial statements issued for periods ending after December 15, 2009, except for disclosures about purchases, sales, issuances and settlements in reconciliation for Level 3 fair value measurements, which was effective for fiscal years beginning after December 15, 2010. The adoption of this guidance affects only the disclosure requirements and had no impact on the Company's statements of operations and condition.

In December 2010, the FASB issued authoritative guidance that modified Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts. For those reporting units, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. In determining whether it is more likely than not that a goodwill impairment exists, an entity should consider whether there are any adverse qualitative factors indicating that an impairment may exist such as if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. This new authoritative guidance was effective April 1, 2011 and did not have any impact on the Company's financial statements.

In April 2011, the FASB issued ASU 2011-02, which amends the guidance for evaluating whether the restructuring of a receivable by a creditor is a troubled debt restructuring (TDR). In evaluating whether a restructuring constitutes a TDR both for purposes of recording an impairment loss and for disclosure purposes, a creditor must separately conclude that both of the following exist: (a) the restructuring constitutes a concession; and (b) the debtor is experiencing financial difficulties. For public companies, the new guidance is effective for interim and annual periods beginning on or after June 15, 2011, and applies retrospectively to restructurings occurring on or after the beginning of the annual period of adoption. However, an entity should apply prospectively changes in the method used to calculate impairment. At the same time a public entity adopts ASU 2011-02, it is required to disclose the activity based information that was previously deferred by ASU No. 2011-01. The adoption of this ASU is not expected to have a material impact on Company's financial statements.

In May 2011, the FASB issued ASU 2011-04, "*Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*". The ASU contains guidance on the application of the highest and best use and valuation premise concepts, the measurement of fair values of instruments classified in shareholders' equity, the measurement of fair values of financial instruments that are managed within a portfolio, and the application of premiums and discounts in a fair value measurement. It also requires additional disclosures

about fair value measurements, including information about the unobservable inputs used in fair value measurements within Level 3 of the fair value hierarchy, the sensitivity of recurring fair value measurements within Level 3 to changes in unobservable inputs and the interrelationships between those inputs, and the categorization by level of the fair value hierarchy for items that are not measured at fair value but for which the fair value is required to be disclosed. These amendments are to be applied prospectively for interim and annual periods beginning after December 15, 2011. The adoption of this guidance is not expected to have a significant effect on the Company's financial statements.

In June 2011, the FASB issued ASU 2011-05, "*Presentation of Comprehensive Income*". The ASU increases the prominence of other comprehensive income in financial statements by requiring comprehensive income to be reported in either a single statement or in two consecutive statements which report both net income and other comprehensive income. It eliminates the option to report other comprehensive income and its components in the statement of changes in equity. The ASU is effective for periods beginning after December 15, 2011 and requires retrospective application. The ASU does not change the components of other comprehensive income, the timing of items reclassified to net income, or the net income basis for income per share calculations. As this ASU is disclosure related only, the adoption of this ASU will not impact reported financial position or results of operations.

In September 2011, the FASB amended guidance pertaining to goodwill impairment testing. The amendments permit an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. An entity is not required to calculate the fair value of a reporting unit unless the entity determines that it is more likely than not that its fair value is less than its carrying amount. The guidance is effective January 1, 2012 with no significant impact expected on the Company's financial statements.

In December 2011, the FASB issued guidance which relates to deconsolidation events. Under this amendment, when a parent (reporting entity) ceases to have a controlling financial interest in a subsidiary that is in substance real estate resulting from the default on the subsidiary's nonrecourse debt, the reporting entity should apply the guidance in Subtopic 360-20, *Property, Plant and Equipment - Real Estate Sales*, to determine whether it should derecognize the in substance real estate. This guidance is effective for the fiscal year ending December 31, 2013 and is not expected to have a significant impact on the Company's financial statements.

Also, in December 2011, The FASB issued authoritative guidance to provide enhanced disclosures in the financial statements about offsetting and netting arrangements. The new guidance requires entities to disclose both gross information and net information about both instruments and transactions eligible for offset in the statement of financial position and instruments and transactions subject to an agreement similar to a master netting agreement. This guidance was issued to facilitate comparison between financial statements prepared on a U.S. GAAP and IFRS reporting. The new guidance will be effective January 1, 2013 and is not expected to have a significant impact on the Company's financial statements.

## **Note 2 Going Concern**

The Company has limited operating capital with limited revenue from operations. Realization of a major portion of the assets is dependent upon the Company's ability to meet its future financing requirements, and the success of future operations. These factors raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustment that might result from the outcome of this uncertainty.

The merger with KLMKH, Inc. provides the Company with resources that should negate this concern, provided structured financing and production are required to occur to overcome the historical position.

### Note 3 - Crude Oil and Natural Gas Properties

*The following information presents information on the Crude Oil and Natural Gas Properties of KLMKH, Inc. for the years ended March 31, 2021 and 2020, despite KLMKH, Inc. and Orpheum Property, Inc. not having merged until January 29, 2021. This presentation is made for the purpose of informing the reader of the historical bases for properties now included in these financial statements.*

The book value of the Company's crude oil and natural gas properties consists of all acquisition costs (including cash expenditures, notes and the value of any stock considerations), drilling costs and other associated capitalized costs. Acquisitions are accounted for as purchases and, accordingly, the results of operations are included in the accompanying statements of operations from the closing date of the acquisition. Acquired assets and liabilities assumed are recorded based on their estimated fair value at the time of the acquisition. Acquisitions have been funded with internal cash flow, bank borrowings and the issuance of the debt and equity securities. Development capital expenditures and purchases of properties that were in accounts payable and not yet paid in cash at June 30, 2021 and March 31, 2021 were approximately \$ 0 and \$ 0, respectively.

#### FYE March 31, 2021 Acquisitions

On May 15, 2020, the Company completed its acquisition of the certain oil and gas properties and interests from KLM Exploration (KLMX). At closing, the acquired assets consisted of approximately -0- net producing wells and 80 net wells in process, as well as approximately 22,800 net acres in Kansas. The acquisition was completed pursuant to the purchase and sale agreement between the Company and KLM Exploration dated as of April 25, 2020.

The total consideration paid by the Company was \$1.5 million dollars, paid from proceeds from the contract agreement with ARC (Note 7). The Company incurred \$ 50,000 of transaction costs in connection with the acquisition, which are included in general and administrative expense in the statement of operations.

During September 2020, the Company acquired the Vanguard Pipeline for \$ 261,000. The pipeline is located on edge of property that we own and allows us to connect to exist to other pipelines that we already owned and controlled.

Separately, the Company paid cash for additional well, pipeline, and drilling pumps totaling \$16,755, during the year ended March 31, 2021.

The following table reflects the fair values of the net assets and liabilities as of the date of acquisition.

#### **Fair value of net assets**

Proved oil and natural gas properties	
KLMX acquisition	\$ 795,722
Vanguard Pipeline	261,000
Misc. property acquisitions	16,755
Asset retirement cost	52,000
Total Assets Acquired	1,125,477
Asset retirement obligations	(52,000)
Net assets acquired	<u>\$ 1,073,477</u>

#### **Fair value of consideration paid for net assets**

Cash consideration	\$ <u>1,073,477</u>
 Total fair value of consideration transferred	 \$ <u>1,073,477</u>

## FYE March 31, 2020 Acquisitions

On September 1, 2019, the initial investors of the Company donated 9 wells to the Company. The acquired assets consisted of -0- net producing wells and 9 net wells in process, as well as approximately 568 net acres in Kansas. In addition to the contribution of the oil and gas properties, field equipment and vehicles were also provided.

The fair market value, as determined by a certified tax opinion prior to the contribution, was \$16.8 million dollars and the equipment valued at \$1.8 million for a total FMV of \$18.6 million. The donation was booked to the Equity accounts of the donors.

The following table reflects the fair values of the net assets and liabilities as of the date of acquisition.

### **Fair value of net assets**

Proved oil and natural gas properties	
9 Kansas Wells	\$ 16,801,963
Total Assets Acquired	16,801,963
Asset retirement obligations	-
Net assets acquired	<u>\$ 16,801,963</u>

### **Fair value of consideration paid for net assets**

Capital Contribution	\$ 16,801,963
 Total fair value of consideration transferred	 <u>\$ 16,801,963</u>

## Pro Forma Information

The following summarized unaudited pro forma statement of operations information for the years ended March 31, 2021 and 2020, assumes that both the FYE March 31, 2021 and 2020 existed as of the initial start date of the Oil and Gas operations (September 1, 2019). The Company prepared the following summarized unaudited pro forma financial results for comparative purposes only. The summarized unaudited pro forma information may not be indicative of the results that would have occurred had the Company completed these acquisitions on the date indicated, or that would be attained in the future.

## Divestitures

From time-to-time the Company may divest assets. In addition, the Company may trade leasehold interest with operators to balance working interest in spacing units to facilitate and encourage a more expedited development of the Company's acreage.

## Unproved Properties

As of June 30, 2021 and March 31, 2021, the Company had the Mineral Rights to two parcels in Kansas. As of the date of this report, there has been no drilling or exploration activity to determine what reserves, if any, are available.

#### **Note 4 – Investment in Unimproved Properties**

On June 20, 2011, the Company purchased undeveloped property in Arkansas for \$19,200 by issuing 80,000 shares of common stock.

On July 26, 2011, the Company issued 14,596,153 shares of common stock for the purchase of two undeveloped land parcels appraised at \$3,795,000 located in California and Nevada. In early 2017, the Company questioned the original appraisals and determined that the combined properties were more likely valued at \$130,000. As such, we have written down the valuation on these statements. During 2017, the Nevada property had its title transferred as the result of an unaddressed default judgement. The remaining valuation of \$80,000 was written off as of December 31, 2017.

On November 14, 2011, the Company issued 1,066,667 shares of common stock for the purchase of ten (10) undeveloped land parcels in Hot Springs, Arkansas. Total purchase price, including closing costs was \$164,878.

#### **Note 5 Investments in Other assets – Written down**

In 2011, the Company invested \$6,000,000 (with stock) for a 50% share in Baja Coastal Properties, which included 2 parcels of land in Baja, Mexico and a Concession to sell decorative pebbles from one of the properties (expected to gross \$37,000,000). Subsequent to the purchase, the purchased investment had title problems on the two parcels and lost the concession rights. Efforts to sell our portion were unsuccessful until just recently (2021). We have recorded the write down from \$6,368,141 to \$30,000, the amount we eventually realized.

#### **Note 6 Business Purchases**

On March 19, 2013, the Company acquired a 100% interest in Coscina Brothers Coffee, LLC with the issuance of 26,666,667 shares of common stock valued at \$0.10 per share. Coscina Brothers Coffee, LLC roasts and wholesales specialty coffee, pancake and waffle mixes throughout the state of Hawaii and many Asian countries in the Far East. The sellers were Rampant Leon Financial Corporation, a related company partially owned by our then Chairman of the Board Andrew Reid and our then Chief Financial Officer, Tyrus C. Young. As part of the purchase arrangement the Company assumed a promissory note in the amount of \$31,507 due from the purchase of Coscina Brothers Coffee, LLC from its original owner.

On March 26, 2013, the Company acquired a 100% interest in NOLA Body Care, LLC with the issuance of 450,000 shares of common stock valued at \$0.10 per share. NOLA Body Care, LLC manufactured a limited number of soaps and body lotions in the New Orleans area. Due to a lack of personnel that remained with the operation, we closed the operation and impaired the assets at March 31, 2013.

On April 19, 2013, the Company acquired the assets of Rare Cuts, LLC, and placed them into a 100% Company owned subsidiary named Rare Cuts Gourmet Foods, Inc. with the issuance of 8,000,000 shares of common stock valued at \$0.10 per share. Rare Cuts Gourmet Foods, Inc., retails gourmet food products, primarily prime meat products. They also offer private fine dining experiences for groups of 6 to 30 persons. The sale of the location of the retail store by a developer necessitated the moving of operations in July, 2014. The new location did not draw enough interest and in April, 2016, the operation was closed.

#### **Note 7 VPP - ARC**

In February 2020, KLMKH, Inc. entered into a Volumetric Payment Program (VPP) with Appalachian Royalty Company (ARC) whereby the Company was to provide 150,000 bbls. of crude oil to ARC over a 5 year payment period in return for their advancing us \$3,425,000. Receipt of the funds is recorded as a deferred revenue,



primarily classed in Long Term Liabilities. A current portion is provided for the scheduled and expected amounts to be delivered in the ensuing year. For the quarter ended June 30, 2021, the Company recognized two months of revenue totaling \$ 132,073.

As this is a “swap” agreement, KLMKH, Inc. is required to buy back the oil at the current market price.

#### **Note 8   Common Stock**

Pursuant to the January 29, 2021, definitive merger agreement, we were prepared to do a reverse-split, followed by the issuance of shares to the shareholders of KMLKH, Inc. Due to certain complexities and the amount of work flow FINRA was experiencing, we pulled the application and chose to increase our authorization to 1,500,000,000 shares. This was registered with the State of Delaware and the following issuances were approved by the Board of Directors.

On June 10, 2021, the Company issued 7,200,000 shares of common stock to a shareholder who had used personal stock to pay Company debt.

Also on June 10, 2021, the Company issued 507,162 shares of common stock for cash payments received by the Company (2018).

Also, on June 10, 2021, the Company issued 34,502,782 shares of common stock to compensate former and current (up to the merger date) officers and directors for services rendered.

Also, on June 10, 2021, the Company issued 3,500,000 shares of common stock to a former CEO that was a settlement when he left the company in 2013 and cancelled the sale of a building to the company. The delay in issuance of the shares related to his returning and the company cancelling 35,000,000 shares. The Company is still pursuing the cancellation of those shares (see Note 11).

Also, on June 10, 2021, the Company issued 48,000,000 of common stock for a legal settlement agreed to in 2018.

Finally, on June 10, 2021, the Company issued 789,655,543 shares of common stock to the shareholders of KLMKH, Inc in accordance with the revised Definitive Merger Agreement.

#### **Note 9   Preferred Stock**

On June 6, 2011, the Company issued 40,000 shares of its Preferred Stock as compensation to a consultant that was owed \$200,000. On June 10, 2021, the Company converted the preferred shares to 200,000 shares of common stock.

#### **Note 10   Stock To Be Issued**

On April 18, 2018, the Company authorized 3,000,000 shares to its CEO for accrued fees and reimbursement of expenses. On the same date, the Company issued three directors 1,000,000 shares each for their services rendered on behalf of the Company.

On January 28, 2021, in preparation for the merger, the Board authorized the issuance of stock to eliminate the \$179,000 payable due to two officers of Orpheum Property, Inc. (\$17,900 par value).

On June 10, 2021, all shares due were authorized to be issued. As of June 30, 2021, this account has a zero balance.

**Note 11 Stock To Be Cancelled**

As part of the severance agreement with our former CEO, the Company returned the tax consulting contracts that had been sold to the Company for stock, as well as, return of ownership of the French Quarter Park building. Per the agreement, Mr. Kahn returned 35,000,000 shares of common stock. As of the report date, these shares have not been cancelled by the transfer agent.

Pursuant to the settlement of our lawsuit against the former owner of Coscina Brothers Coffee Company, he agreed to return the 6,030,540 shares that he held. Once received, the stock will be cancelled.

**Note 12 Effect of Merger on Prior Year Statements**

The attached financial statements reflect full operations of the merged companies for the three months ended June 30, 2021, however the presentation for the three months ended June 30, 2020, presents only the activity by the acquired entity, Orpheum Property, Inc. in conformity to what was submitted in the past for publication to the public. Attached as the second Supplemental Schedule are the following statements provide what the Balance Sheet and Income Statement would have reflected had the two entities been together June 30, 2020.

**Note 13 Related Party Transactions**

As of June 30, 2021, the Company's post-merger related parties have advanced a total of \$888,251 of cash and property to the Company. Most of the notes were pre-merger and bear an interest rate of 11% for both the receivables and payables.

For the three months ended June 30, 2021, we have accrued \$ 26,137 of interest expense to related parties.

**Note 14 Lawsuits Involving the Company**

The Company, as of this Balance Sheet date, has two unresolved or active legal actions against it:

In May 2018, the Company was notified of a judgement obtained by TCA, Inc. in the amount of \$678,173, despite not being notified of a pending action. They reportedly and unsuccessfully attempted to serve a former officer of the company, despite having on-going conversations with the current management. Initially, TCA contacted the Company (post-judgement) about the judgement, but as of the date of this report preparation (8/12/21) have not contacted the Company since that original inquiry in 2018. Management is confident that when monies are provided that we will be able to negotiate a significantly reduced settlement.

In March 2021, the Company was sued by Appalachian Royalties Company (ARC) for non-performance on a production contract. On June 7, 2021, the Company agreed to a stipulated judgement assessing the Company

\$ 4,668,000 in past due obligations, plus attorney and other costs. The difference between the balance we reflected as a liability and the judgement amount has been recorded as an Extraordinary Expense on the Statement of Income.

**Note 15 Significant Concentration of Credit Risk**

The Company has a significant concentration of activities currently in commercial real estate that is non-income producing. Any natural disasters or acts of vandalism or terrorism could prove detrimental to the holdings of the Company. The Company is currently looking at additional industry related ventures that could strengthen its current operations and expand into related areas.

**Note 16 Use of Estimates**

It is commonplace in preparing financial statements to use estimates for various reporting purposes. Depreciation expense, Allowance for Doubtful Accounts and such are recorded based on professional judgement, and reasonable basis.

**Note 17 Subsequent Events**

In accordance with FASB ASC Topic 855, Subsequent Events, the Company evaluates events and transactions that occur after the balance sheet date for potential recognition in the financial statements. The effects of all subsequent events that provide additional evidence of conditions that existed at the balance sheet date are recognized in the financial statements as of March 31, 2020. In preparing these financial statements, the Company evaluated the events and transactions that occurred through the date these financial statements were issued.

As of the date of this report, there are no significant events that would require disclosure.

## **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

### **KLMKH, INC.**

August 12, 2021

By **/s/ Randolph Franklin**  
Randolph Franklin  
Chief Executive Officer

August 12, 2021

By **/s/ Tyrus C. Young**  
Tyrus C. Young  
Treasurer/Director

## SUPPLEMENTAL SCHEDULE #1

### SUPPLEMENTAL OIL AND GAS INFORMATION (UNAUDITED) For the Year Ended March 31, 2021

#### Oil and Natural Gas Exploration and Production Activities

Oil and gas sales reflect the market prices of net production sold or transferred with appropriate adjustments for royalties, net profits interest, and other contractual provisions. Production expenses include lifting costs incurred to operate and maintain productive wells and related equipment including such costs as operating labor, repairs and maintenance materials, supplies and fuel consumed. Production taxes include production and severance taxes. Depletion of crude oil and natural gas properties relates to capitalized costs incurred in acquisition, exploration, and development activities. Results of operations do not include interest expense and general corporate amounts. The results of operations for the Company's crude oil and natural gas production activities are provided in the Company's related statements of income.

#### *Costs Incurred and Capitalized Costs*

The cost incurred in crude oil and natural gas acquisition, exploration and development activities are highlighted in the table below:

	March 31,	
	2021	2020
Costs incurred for the Year		
Proved Property Acquisition	\$ 1,510,000	\$ -
Development	<u>881,064</u>	<u>135,201</u>
 TOTAL	 <u>\$ 2,391,064</u>	 <u>\$ 135,201</u>

Excluded costs for unproved properties are accumulate by year. Costs are reflected in the full cost pool as the drilling costs are incurred or as costs are evaluated and deemed impaired. The Company anticipates these excluded costs will be included in the depletion computation over the next five years. The Company is unable to predict the future impact on depletion rates. As of March 31, 2021, the Company had -0- unproved properties or properties for which depletion was excluded.

#### Oil and Natural Gas Reserves and Related Financial Data

Information with respect to the Company's crude oil and natural gas producing activities is presented in the following tables. Reserve quantities, as well as certain information regarding future production and discounted cash flows, were determined by Ryder Scott Company, third-party, independent reserve engineers based on information provided by the Company. The reserve report we are relying on was prepared in 2017, which we have updated to account for depletion resulting from production. We are in the process of having a new reserve study performed, however, it is not expected to be completed prior to the issuance of this report.

The following tables present the Company's third-party independent reserve engineer's estimates of its proved crude oil and natural gas reserves. The Company emphasizes that reserves are approximations and are expected to change as additional information becomes available. Reservoir engineering is a subjective process of estimating underground accumulations of crude oil and natural gas that cannot be measured in an exact way, and the accuracy of any reserve estimate is a function of the quality of available data and of engineering and geological interpretation and judgement.

	Natural Gas (MCF) <B>	Oil (BBLS)	BOE
<b>Proved Developed and Undeveloped Reserves at September 1, 2019 &lt;A&gt;</b>	<u>&lt;B&gt;</u>	<u>8,145,377</u>	<u>8,145,377</u>
Production	-	(31,308)	31,308
<b>Proved Developed and Undeveloped Reserves at March 31, 2020</b>	<u>&lt;B&gt;</u>	<u>8,114,069</u>	<u>8,176,685</u>
Purchase of Minerals in place	-	292,690,002	1,743,200
Production	-	(30,994)	(30,994)
<b>Proved Developed and Undeveloped Reserves at March 31, 2021</b>	<u>&lt;B&gt;</u>	<u>300,773,077</u>	<u>9,888,891</u>
<b>Proved Developed Reserves</b>			
September 1, 2019	<u>&lt;B&gt;</u>	<u>7,645,377</u>	<u>4,241,215</u>
March 31, 2020	<u>&lt;B&gt;</u>	<u>7,614,069</u>	<u>4,209,907</u>
March 31, 2021	<u>&lt;B&gt;</u>	<u>9,326,275</u>	<u>4,178,913</u>
<b>Proved Undeveloped Reserves</b>			
September 1, 2019	<u>&lt;B&gt;</u>	<u>500,000</u>	<u>500,000</u>
March 31, 2020	<u>&lt;B&gt;</u>	<u>500,000</u>	<u>500,000</u>
March 31, 2021	<u>&lt;B&gt;</u>	<u>291,446,802</u>	<u>290,946,802</u>

<A> KLMKH, Inc. formed in 2018, but did not began operations until September 1, 2019.

<B> Natural Gas on our fields lie beneath the oil reserves. We know it exists due to evidence and use in producing our oil production. At this point, however, we do not have a determination of the quantities available for production.

Proved reserves are estimated quantities of crude oil and natural gas, which geological and engineering data indicate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions. Proved developed reserves are proved reserves that can be expected to be recovered through existing wells with existing equipment and operating methods. Proved undeveloped reserves are included for reserves for which there is a high degree of confidence in their recoverability and they are scheduled to be drilled within the next five years.

Notable changes in proved reserves for the period ended March 31, 2021, were limited to the purchase of minerals in place of 2.9 MMBOE attributable to oil and natural gas properties.

Notable changes in proved reserves for the period ended March 31, 2020, were limited to the donation by the initial shareholders of 1.2 MMBOE attributable to oil and gas properties.

### ***Standardized Measure of Discounted Future Net Cash Inflows and Changes Therein***

The following table presents a standardized measure of discounted future net cash flows relating to proved crude oil and natural gas reserves and the changes in standardized measure of discounted future net cash flows relating to proved crude oil and natural gas were prepared in accordance with the provisions of ASC 932 *Extractive Activities – Oil and Gas*. Future cash inflows were computed by applying average prices of crude oil and natural gas for the last 12 months to estimated future production. Future production and development costs were

computed by estimating the expenditures to be incurred in developing and producing the proved crude oil and natural gas reserves at the end of the year, based on year end costs and assuming continuation of existing economic conditions. Future income tax expenses were calculated by applying appropriate year end tax rates to future pretax cash flows relating to proved crude oil and natural gas reserves, less the tax basis of properties involved and tax credits and loss carry forwards relating to crude oil and natural gas producing activities. Future net cash flows are discounted at the rate of 10% annually to derive the standardized measure of discounted future cash flows. Actual future cash inflows may vary considerably, and the standardized measure does not necessarily represent the fair value of the Company's crude oil and natural gas reserves.

	March 31,	
	2021	2020
Costs incurred for the Year		
Proved Property Acquisition	\$ 1,510,000	\$ -
Development	881,064	135,201
<b>TOTAL</b>	<b>\$ 2,391,064</b>	<b>\$ 135,201</b>

### Page 3 - Standardardi Measure

	March 31,	
	2021	2020
Future Cash Flows	\$ 120,715,292	\$ 53,609,411
Future Production Costs	(21,125,176)	(9,381,647)
Future Income Tax Expense	(4,225,035)	(1,876,329)
Future Net Cash Flows	<u>\$ 95,365,081</u>	<u>\$ 42,351,435</u>
10% Annual Discount for Estimated Timing of Cash Flows	<u>(9,536,508)</u>	<u>(4,235,143)</u>
Standardized Measure of Discounted Future Net Cash Flows	<u>\$ 85,828,573</u>	<u>\$ 38,116,292</u>

The twelve month average prices were adjusted to reflect applicable transportation and quality differentials on a well by well basis to arrive at realized sales prices used to estimate the Company's reserves. The price of other liquids is included in natural gas. The prices for the Company's reserve estimates were as follows:

	Natural Gas (MCF)	Oil (BBLs)
March 31, 2021	\$ n/a	\$ 41.73
March 31, 2020	\$ n/a	\$ 45

The expected tax benefits to be realized from utilization of the net operating loss and tax credit carryforwards are used in the computation of future income tax cash flows. As a result of available net operating losses carryforwards and the remaining tax basis of its assets at March 31, 2021, the Company's future taxes were significantly reduced.

Changes in the Standardized Measure of Discounted Future Net Cash Flows at 10% per annum follow:

	March 31,	
	2021	2020
Beginning of Period	\$ 38,116,291	\$ 41,798,205
Sales of Oil Produce, net of Production costs	(473,969)	(118,073)
Purchases of Minerals in Place, net of associated production costs	54,012,224	-
Net changes in prices and production costs	(5,417,549)	(3,400,718)
Change in Income Taxes	(408,424)	(163,123)
	<u>\$ 85,828,573</u>	<u>\$ 38,116,291</u>



## **SUPPLEMENTAL SCHEDULE #2**

### **KLMKH, Inc. & Orpheum Property, Inc. (Combined)**

#### **Balance Sheets**

**As of June 30, 2020**

**(Unaudited)**

#### **ASSETS**

Current Assets	\$	1,442,583
Fixed Assets, Net of DDA		20,249,139
Other Assets		<u>235,797</u>
<b>TOTAL ASSETS</b>	<b>\$</b>	<b><u>21,927,519</u></b>

#### **LIABILITIES & STOCKHOLDER'S EQUITY**

Current Liabilities	\$	538,536
Long Term Liabilities		3,815,248
Stockholder's Equity		<u>17,573,735</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$</b>	<b><u>21,927,519</u></b>

### **KLMKH, Inc. & Orpheum Property, Inc. (Combined)**

#### **Statements of Income**

**For the Three Months Ended**

**June 30, 2020**

**(Unaudited)**

Revenues	\$	266,875
Cost of Sales		<u>105,509</u>
Total Gross Profit		<u>161,366</u>
General & Administrative Expense		<u>422,428</u>
Net Profit (Loss) from Operations		(261,366)
Other Income (Expense)		<u>(114,143)</u>
<b>NET PROFIT (LOSS)</b>	<b>\$</b>	<b><u>(375,205)</u></b>