

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

BioCube, Inc.

3060 West 3680 South #92, West Valley City, UT 84119

801-688-5194

kropfrob@gmail.com]

SIC Code - 9995

Quarterly Report

For the Period Ending: October 31, 2022
(the "Reporting Period")

As of October 31, 2022, the number of shares outstanding of our Common Stock was:

96,742,758

As of July 31, 2022, the number of shares outstanding of our Common Stock was:

96,742,758

As of January 31, 2022, the number of shares outstanding of our Common Stock was:

68,342,758

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: ☐

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) Name and address(es) of the issuer and its predecessors (if any)

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)-year 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.

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.

BioCube, Inc.

Alliance Network Communications Holdings, Inc. until January 2011

Halcyon Jets Holdings, Inc. until September 2009

Greenleaf Forest Products, Inc. until September 2007. State of Incorporation Nevada changed to Delaware concurrent with name change

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:

None

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

3060 West 3680 South #92, West Valley City, UT 84119

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 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:

2) Security Information

Trading symbol: BICB
Exact title and class of securities outstanding: Common
CUSIP: 09056U107
Par or stated value: 0.001

Total shares authorized: 300,000,000 as of date: October 31, 2022
Total shares outstanding: 96,742,758 as of date: October 31, 2022

Number of shares in the Public Float²: 3,500,000 as of date: October 31, 2022
Total number of shareholders of record: 93 as of date: October 31, 2022

All additional class(es) of publicly traded securities (if any):

Trading symbol: _____
Exact title and class of securities outstanding: _____
CUSIP: _____
Par or stated value: _____
Total shares authorized: _____ as of date: _____
Total shares outstanding: _____ as of date: _____

Transfer Agent

Name: Action Stock Transfer
Phone: 801-274-1088
Email: jb@actionstocktransfer.com
Address: 2469 E. Ft. Union Blvd, Salt Lake, UT 84121

Is the Transfer Agent registered under the Exchange Act?³ 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: ☒

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>January 31, 2020</u> Common: <u>68,342,758(1)</u> Preferred: <u>21,000(2)</u>			*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	Individual/ Entity Shares were issued to (entities must have individual with voting / investment	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

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.

³ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

					issuance? (Yes/No)	control disclosed).	Services Provided		
<u>4/25/2022</u>	<u>New Issuance</u>	<u>100,000</u>	<u>Series B Preferred Stock</u>	<u>0.10</u>	<u>N/A</u>	O3G LLC - Jeanette Mower	<u>Cash</u>	_____	_____
<u>3/5/2022</u>	<u>Cancellation</u>	<u>(21,000)</u>	<u>Series A Preferred Stock</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	_____	_____
<u>5/1/2022</u>	<u>New Issuance</u>	<u>15,000,000</u>	<u>Common</u>	<u>0.001</u>	<u>No</u>	<u>Robert Kropf</u>	<u>Officer compensation</u>	<u>Restricted</u>	<u>Rule 144</u>
<u>7/30/2022</u>	<u>New Issuance</u>	<u>13,400,000</u>	<u>Common</u>	<u>0.001</u>	<u>No</u>	O3G LLC - Jeanette Mower	<u>Debt Conversion</u>	<u>Restricted</u>	<u>Rule 144</u>

Shares Outstanding on Date of This Report

Ending Balance:

Date October 31, 2022

Common: 96,742,758

Series A Preferred: 0

Series B Preferred: 100,000

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended June 30, 2021, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2019 through June 30, 2021 pursuant to the tabular format above.

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

- (1) In addition to the issuance of the 50,000 shares of common stock described in footnote 2, the Company has an agreement with two former officers of the Company to issue to them a total of 200,000 shares of Company common stock or 3% of the total issued and outstanding, whichever is greater.
- (2) The Preferred Shares are called the Series A Preferred Stock. These shares have 1,000 to 1 voting rights and a liquidation preference of \$1.00 per share. The shares also were subject to a mandatory redemption on March 31, 2011, which except as stated on the succeeding sentence, did not occur. On March 5, 2022, the Company redeemed the shares from the holder with an agreement to issue 50,000 shares of common stock following the reverse split of the Company's common stock.

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: ☒

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.)
_____	_____	_____	_____	_____	_____	_____	_____

_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

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

4) Financial Statements

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

- ☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁴:

Name: Rachel Boulds
Title: Accountant
Relationship to Issuer: Service Provider

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

- C. Balance Sheet;
- D. Statement of Income;
- E. Statement of Cash Flows;
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- G. Financial notes; and
- H. 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. Financial Statements must be compiled in one document.

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 year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

⁴ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

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")

No operations.

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

None

- C. Describe the issuers' principal products or services.

None

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 and the extent in which the facilities are utilized.

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.

None

7) Company Insiders (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, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders 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 (City, State) of an individual representing the corporation or entity in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Robert Kropf</u>	<u>President/Sole Director</u>	<u>West Valley, UT</u>	<u>15,000,000</u>	<u>Common</u>	<u>15.5%</u>	<u>Appointed sole officer/director August 30, 2019.</u>

O3G LLC - Jeanette Mower	<u>5% owner</u>	<u>Salt Lake City, UT</u>	<u>100,000</u>	<u>Series B preferred</u>	<u>100%</u>	
O3G LLC - Jeanette Mower	<u>5% owner</u>	<u>Salt Lake City, UT</u>	<u>13,400,000</u>	<u>Common</u>	<u>13.9%</u>	
<u>Paul Lisak</u>	<u>5% owner</u>	<u>LaPuente, CA</u>	<u>6,000,000</u>	<u>Common</u>	<u>6.2%</u>	<u>Former officer/director</u>

8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities 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.

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: Daniel H. Luciano
Firm: Daniel H. Luciano, Attorney at Law
Address 1: 242A West Valley Brook Road
Address 2: Califon, New Jersey 07830
Phone: 908-832-5546
Email: dhl@dhlucianolaw.com

Accountant or Auditor

Name: Rachel Boulds
Firm: Rachel Boulds, CPA, PLLC
Address 1: 6371 S Glenoaks St
Address 2: Murray, UT 84107
Phone: 801-230-3945
Email: rachelbouldscpa@hotmail.com

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

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.

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

10) Issuer Certification

Principal Executive Officer:

I, Robert Kropf certify that:

1. I have reviewed this quarterly disclosure statement of BioCube, 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.

December 15, 2022

/s/ Robert Kropf

Principal Financial Officer:

I, Robert Kropf certify that:

1. I have reviewed this quarterly disclosure statement of BioCube, 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.

December 15, 2022

/s/ Robert Kropf

BIOCUBE, INC.
BALANCE SHEETS
(Unaudited)

	October 31, 2022	January 31, 2022
<u>ASSETS</u>		
Current Assets:		
Cash	\$ —	\$ —
Total Assets	<u>\$ —</u>	<u>\$ —</u>
<u>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</u>		
Current Liabilities:		
Accounts payable	\$ 600	\$ —
Total Liabilities	<u>600</u>	<u>—</u>
Stockholders' Deficit:		
Preferred Stock, \$0.001 par value, 9,879,000 shares authorized, no shares issued and outstanding	—	—
Series A Preferred Stock, \$0.001 par value; 21,000 shares authorized, 0 and 21,000 shares issued and outstanding, respectively	—	21
Series B Preferred Stock, \$0.001 par value, 100,000 shares authorized, 100,000 and no shares issued and outstanding, respectively	100	—
Common Stock, \$0.001 par value; 300,000,000 shares authorized, 96,742,758 and 68,342,758 shares issued and outstanding, respectively	96,743	68,343
Additional paid-in capital	1,269,753	1,259,832
Accumulated deficit	<u>(1,367,196)</u>	<u>(1,328,196)</u>
Total Stockholders' Deficit	<u>(600)</u>	<u>—</u>
Total Liabilities and Stockholders' Deficit	<u>\$ —</u>	<u>\$ —</u>

The accompanying notes are an integral part of these unaudited financial statements.

BIOCUBE, INC.
STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended October 31,		For the Nine Months Ended October 31,	
	2022	2021	2022	2021
Operating Expenses:				
General & administrative expenses	\$ 5,113	\$ —	\$ 24,000	\$ —
Officer stock compensation	—	—	15,000	—
Total operating expenses	5,113	—	39,000	—
Loss from operations	(5,113)	—	(39,000)	—
Loss before income taxes	(5,113)	—	(39,000)	—
Provision for income taxes	—	—	—	—
Net loss	<u>\$ (5,113)</u>	<u>\$ —</u>	<u>\$ (39,000)</u>	<u>\$ —</u>
Basic and diluted loss per share	<u>\$ (0.00)</u>	<u>\$ —</u>	<u>\$ (0.00)</u>	<u>\$ —</u>
Basic and diluted weighted average shares	<u>96,742,758</u>	<u>68,342,758</u>	<u>82,962,538</u>	<u>68,342,758</u>

The accompanying notes are an integral part of these unaudited financial statements.

BIOCUBE , INC.
STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR THE THREE AND NINE MONTHS ENDED OCTOBER 31, 2021 AND 2022
(Unaudited)

	Series A Preferred Stock		Common Stock		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Paid in Capital	Deficit	Stockholders' Deficit
Balance at January 31, 2021	21,000	\$ 21	68,342,758	\$ 68,343	\$ 1,259,832	\$ (1,328,196)	\$ —
Net loss	—	—	—	—	—	—	—
Balance at April 30, 2021	21,000	21	68,342,758	68,343	1,259,832	(1,328,196)	—
Net loss	—	—	—	—	—	—	—
Balance at July 31, 2021	21,000	21	68,342,758	68,343	1,259,832	(1,328,196)	—
Net loss	—	—	—	—	—	—	—
Balance at October 31, 2021	21,000	\$ 21	68,342,758	\$ 68,343	\$ 1,259,832	\$ (1,328,196)	\$ —

	Series A Preferred Stock		Series B Preferred Stock		Common Stock		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Paid in Capital	Deficit	Stockholders' Equity (Deficit)
Balance at January 31, 2022	21,000	\$ 21	—	\$ —	68,342,758	\$ 68,343	\$ 1,259,832	\$ (1,328,196)	\$ —
Preferred stock sold for cash	—	—	100,000	100	—	—	9,900	—	10,000
Redemption of shares	(21,000)	(21)	—	—	—	—	21	—	—
Net loss	—	—	—	—	—	—	—	(16,505)	(16,505)
Balance at April 30, 2022	—	—	100,000	100	68,342,758	68,343	1,269,753	(1,344,701)	(6,505)
Common stock issued for debt-related party	—	—	—	—	13,400,000	13,400	—	—	13,400
Common stock issued for services – related party	—	—	—	—	5,000,000	15,000	—	—	15,000
Net loss	—	—	—	—	—	—	—	(17,382)	(17,382)
Balance at July 31, 2022	—	—	100,000	100	96,742,758	96,743	1,269,753	(1,362,083)	4,513
Net loss	—	—	—	—	—	—	—	(5,113)	(5,113)
Balance at October 31, 2022	—	\$ —	100,000	\$ 100	96,742,758	\$ 96,743	\$ 1,269,753	\$ (1,367,196)	\$ (600)

The accompanying notes are an integral part of these unaudited financial statements.

BIOCUBE , INC.
STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Nine Months Ended October 31,	
	2022	2021
Cash flows from operating activities:		
Net loss	\$ (39,000)	\$ —
Adjustments to reconcile net loss to net cash used in operating activities:		
Common stock issued for services – related party	15,000	—
Changes in assets and liabilities:		
Accounts payable	600	—
Net cash used in operating activities	(23,400)	—
Cash flows from investing activities:	—	—
Cash flows from financing activities:		
Loans from a related party	13,400	—
Proceeds from sale of preferred stock – related party	10,000	—
Net cash provided by financing activities	23,400	—
Net change in cash	—	—
Cash, beginning of period	—	—
Cash, end of period	\$ —	\$ —

The accompanying notes are an integral part of these unaudited financial statements.

BIOCUBE, INC.
Notes to the Financial Statements
October 31, 2022
(Unaudited)

NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS

BioCube, Inc. (the "Company") is a Delaware registered company. The Company was incorporated in July 2007.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company's unaudited financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP"), and pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC") and reflect all adjustments, consisting of normal recurring adjustments, which management believes are necessary to fairly present the financial position, results of operations and cash flows of the Company as of and for the nine month period ending October 31, 2022 and not necessarily indicative of the results to be expected for the full year ending January 31, 2023.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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

Recent Accounting Pronouncements

The Company has implemented all applicable accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

NOTE 3 - GOING CONCERN

The accompanying unaudited financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company has no revenue and has an accumulated deficit as of October 31, 2022. The Company requires capital for its contemplated operational and marketing activities. The Company's ability to raise additional capital through the future issuances of common stock is unknown. The obtainment of additional financing, the successful development of the Company's contemplated plan of operations, and its transition, ultimately, to the attainment of profitable operations are necessary for the Company to continue operations. These conditions and the ability to successfully resolve these factors raise substantial doubt about the Company's ability to continue as a going concern. The financial statements of the Company do not include any adjustments that may result from the outcome of these uncertainties.

NOTE 4 – RELATED PARTY TRANSACTIONS

On February 25, 2022, the Company received a \$9,900 loan from O3G LLC ("O3G"), a majority shareholder, for general operating expenses. On June 1, 2022, O3G loaned the Company an additional \$3,500. The loans are non-interest bearing and due on demand. On July 30, 2022, O3G converted the \$13,400 due to them into 13,400,000 shares of common stock.

On April 25, 2022, the Company sold 100,000 shares of Series B Preferred Stock to O3G for total cash proceeds of \$10,000.

On May 1, 2022, the Company issued 15,00,000 shares of common stock to Robert Kropf for officer and director services. The shares were valued at \$0.001 per share, for total non-cash compensation expense of \$15,000.

NOTE 5 – PREFERRED STOCK

Series A Preferred Stock

The Company has authorized and designated 21,000 shares of preferred stock as Series A Preferred Stock. The Series A Preferred Stock have 1,000 to 1 voting rights and a liquidation preference of \$1.00 per share. The shares were subject to a mandatory redemption on March 31, 2011.

On March 5, 2022, the Company redeemed the 21,000 of the Series A Preferred Stock from the holder, with an agreement to issue 50,000 shares of common stock following a reverse split of the Company's common stock.

Series B Preferred Stock

On April 22, 2022, the Company filed a Certificate of Designation with the State of Delaware for a new series of its preferred stock, called the Series B Preferred Stock, par value \$0.001, with a total of 100,000 shares authorized. The Series B Preferred Stock has 1,000 to 1 voting rights and no other rights, privileges, or preferences. The Certificate of Designations was approved by the Company's Board of Directors on March 5, 2022.

Refer to Note 4 for Series B preferred stock sold to a related party.