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Part A - General Company Information

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

Names used by predecessor entities in the past five years and the dates of the name changes:

F/K/A: Auto Max Group Holdings, Inc. Oct. 2008 F/K/A: Brinkman Outdoors, Inc. Jan. 2008

Item II The address of the issuer's principal executive offices.

2400 S. Garnsey, Unit D, Santa Ana California 92707, 714-966-1234

www.biocentricenergy.com and www.biocentralgae.com

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

Dennis Fisher, Chairman of the Board and Acting CEO, Monique Berry, President and Board Member, Nancy Lane-Fisher, Secretary of the Corporation. Address for all officers: 2400 South Garnsey, Unit D, Santa Ana California 92707

BioCentric Investor Relations Office:

Marla Kennedy (714) 966-1234

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

Originally incorporated in California on October 3, 2006 acquired Brinkman Outdoors, Inc. and changed the name to BioCentric Energy Holdings on September 11, 2008 and executed a reverse merger to transfer the state of incorporation to Florida.

Part B - Share Structure

Item IV The exact title and class of securities outstanding:

Common Shares, CUSIP #: 09060S106 Symbol: BEHL; Preferred Series A and B, non-trading

Item V Par or stated value and description of the security:

Common Stock: \$.0001 Par Value Preferred shares have no par or stated par value

1. For common equity, describe any dividend, voting and preemption rights.

Common stock - The shares of common stock presently outstanding, and any shares of common stock issued upon exercise of stock options and/or warrants, will be fully paid and non-assessable. Each holder of common stock is entitled to one vote for each share owned on all matters voted on by shareholders, and a majority vote is required for all actions to be taken by shareholders, with the exception that a plurality is required for the election of directors. The common stock has no preemptive rights, no cumulative voting rights, and no redemption, sinking fund, or conversion provisions. Since the holders of common stock do not have cumulative voting rights, holders of more than 50% of the outstanding shares can elect all directors, and the holders of the remaining shares by themselves cannot elect any directors. Holders of common stock are entitled to receive dividends, if and when declared by the board of directors, out of funds legally available for such purpose, subject to the dividend and liquidation rights of any preferred stock that may then be outstanding.

Dividend Policy: The current intention of the Board is to retain future earnings, if any, to finance the expansion of business and does not anticipate paying cash dividends on common shares for the foreseeable future. The Company may not have sufficient funds to legally pay dividends, and if funds are legally available, the Board has sole discretion in deciding to, or not to, pay dividends. Holders of common stock are entitled to receive dividends, if and when declared by the board of directors, out of funds legally available for such purpose, subject to the dividend and liquidation rights of any preferred stock that may then be outstanding

2. For preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions:

Series A Preferred - Convertible into 2 shares of common for each share of Series A Preferred, changed from a 20 to 1 conversion on February 19, 2009. Voting rights are 20 votes per share. Full board approval required before conversion. No redemption or sinking fund provisions. The shares have non-cumulative dividend rights equal to common equivalents. No redemption or sinking fund provisions

Series B Preferred - Convertible into 1000 shares of common for each share of Series B Preferred. Voting rights are 1000 votes per share. Full board approval required before conversion. The shares have non-cumulative dividend rights equal to common equivalents. No redemption or sinking fund provisions

Dividend Policy: The current intention of the Board is to retain future earnings, if any, to finance the expansion of business and does not anticipate paying cash dividends on preferred shares for the foreseeable future. The Company may not have sufficient funds to legally pay dividends, and if funds are legally available, the Board has sole discretion in deciding to, or not to, pay dividends. Holders of common stock are entitled to receive dividends, if and when declared by the board of directors, out of funds legally available for such purpose, subject to the dividend and liquidation rights of any preferred stock that may then be outstanding.

Material rights of common or preferred stockholders.

None other than discussed above for preferred shares

Describe any provision in issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

None

Item VI The number of shares or total amount of the securities outstanding for each class of securities authorized:

As of period end date September 30, 2010, information for the common shares is:

- Estimated Market Cap
976,832 as of May 1, 2010
- Outstanding Shares
1,953,663,907 as of September 30th, 2010
- Authorized Shares
2,000,000,000 as of June 30th, 2010
- Float (shares)
1,065,272,504 as of September 30th, 2010
- Number of Shareholders of Record
7,493 as of Feb 24, 2010

Restricted 500,000 Series A Preferred shares authorized, 500,000 outstanding. 30,000,000 Series B Preferred shares authorized, 25,000,000 outstanding. No public float as preferred shares are non-trading. Three shareholders of record as of September 30th, 2010.

Part C - Business Information

Item VII The name and address of the transfer agent.

Securities Transfer Corp. - transfer agent is registered under the Exchange Act, and state of Texas. (469) 633-0101 FAX (469) 633-0088, 2591 Dallas Parkway, Suite 102, Frisco TX 75034_www.sctransfer.com_Anita, George, or Marilyn

Item VIII The nature of the issuer's business.

A. Nature of Business: Development of specialized algae growing equipment and product development using various strains of algae well as potential "Green Energy Solutions" based on oils extracted from algae.

1. The form of organization of the issuer: Corporation
2. The year that the issuer was organized: 2006
3. The issuer's fiscal year end date: December 31
4. Whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding: NO
5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets: NO
6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments: NO
7. Any change of control: Control was acquired by current management in January 2009, six months after Brinkman Outdoor, Inc. became Biocentric Energy Holdings, Inc. in September 2008
8. Any increase of 10% or more of the same class of outstanding equity securities; Yes – Authorized common raised to 5,000,000,000 shares from 2,500,000,000 on September 25,2010. See amendment to Articles of Incorporation at www.Sunbiz.org/pdf/

Yes – Authorized common raised to 2,500,000,000 shares from 2,000,000,000 on September 15, 2010

Yes – Authorized common raised to 2,000,000,000 shares from 1,500,000,000 on August 19, 2010

9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization: A Private Placement Memorandum is being authored for a total capital raise, including commissions of six million, five hundred thousand (\$6,500,000) as Series C Preferred. Management may request an increase in the authorized common stock. The Board of Directors has agreed to address this decision by September 2010

10. Any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board: No
11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved: NO

B. Business of Issuer

1.The issuer's primary and secondary SIC Codes: 5080 – Wholesale – Machinery, Equipment & Supplies 8744 – Services – Facilities Support Management Services 8742 – Services – Management Consulting Services 8741 – Services – Management Services 8731 – Services – Commercial Physical and Biological Research 3590 – Misc. Industrial & Commercial Machinery & Equipment

2. Is the company in the development stage, or is currently conducting operations:

In accordance with Statement on Accounting Standards #7, the company is a development state company because it has not generated significant revenues. The company has broken ground in Death Valley Junction California on its first algae farming facility. It has several interested investors and has received funding for the first acre from one customer.

3. Whether the issuer is or has at any time been a "shell company": NO

4. The names of any parent, subsidiary or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement: All entities listed below are subsidiaries of BEHL and are operated as separate business units. The financial statement below is inclusive of all separate business units listed. They are as follows:

a. BioCentric Energy, Incorporated was organized as a corporation under the laws of California on October 3, 2006. The Company is managed by a Board of Directors, who are personally engaged on a daily basis with this enterprise. The

Board of Directors consists of Dennis Fisher, Frank Rawson, and Monique Berry. The address and telephone number of the Company's principal office is 2400 S. Garnsey, Unit D, Santa Ana California 92707. Telephone number is 714-966-1234. www.BioCentricEnergy.com. The Company was organized primarily as a research & development company, which is the culmination of 4 years of R & D, whose principals are involved in seeking innovative energy solutions for the 21st Century. The Company mission is to increase the company's value through the discovery and development of new markets for algae and algae related products in the consumer marketplace and continue research into green energy projects. The strategy utilizes our extensive experience and global contacts to uncover opportunities through joint ventures or acquisitions. Research projects with strong profitable production potential will be identified and funded. The Company investment philosophy is to only invest in projects located in stable geopolitical regions offering low risk while providing for a sustainable business model. All business is currently being conducted by Biocentric Energy Holdings which has adopted the trade style "Biocentric Algae" which it believes is more reflective of its total business activities.

b. BioCentric Energy Algae, LLC. ("BioCentric Energy Algae") was organized as a limited liability company under the laws of the State of Delaware on April 24, 2008. The Company is wholly owned and is inactive. The address and telephone number of the Company's principal office is 2400 S. Garnsey, Unit D, Santa Ana California 92707. Telephone 714-966-1234 www.BioCentricEnergyAlgae.com. BioCentric Energy Algae LLC was organized to sell and build the Algae Pro Photobioreactor, and other associated products, both nationally and internationally. This function has been transferred to the parent Biocentric Energy Holdings, Inc. Our Photobioreactor initially will cost our clients approximately thirty dollars per square yard to purchase. Every install will have a five year maintenance contract to constantly monitor the farm remotely in real time. The trigger functions within the system will also be remotely managed to maintain the environment for maximum efficiency. Since inception, BioCentric has also been developing hard assets to accompany the Photobioreactor which include, cost reduction harvesting solutions, cost reduction oil extraction methodology, and other ancillary attributes to provide cost reductions. With the BioCentric Algae Pro Photobioreactor, BioCentric can capture & sequester CO₂, NO_x, and other emissions from smokestacks and optimize its utilization within the algae cultivation system, oil extraction, electrical generation, and biofuel refining technology. BioCentric Algae also has Intellectual Properties that have been applied for and granted "Provisional Patent" status. The Company intends to apply for additional "Provisional Patent" status and install during this 'Phase Two' which will provide the implementation knowledge behind the additional applications. Integrating its unique IP technologies, while capturing carbon emissions only enhances what BioCentric Algae believes is the most efficient solution for being profitable and addressing global warming.

c. BioCentric Energy Consortium, Incorporated was organized as a corporation under the laws of the State of Delaware on October 15, 2007. The Company is wholly owned and is inactive. The Company is managed by a Board of Directors. The Board of Directors consists of Dennis Fisher, Frank Rawson, and Monique Berry. The address and telephone number of the Company's principal office is 2400 S. Garnsey, Unit D, Santa Ana California 92707. The telephone number is 714-966-1234. www.BCEConsortium.com. The company was organized to facilitate the global representation of both buyers and sellers of organic oils for the production of biodiesel and the wholesale of EN/ASTM spec biodiesel.

5. a. The effect of existing or probable governmental regulations on the business:

BioCentric Energy Inc., meets or exceeds all federal, state and local requirements for air quality and environmental regulations. Presently, BioCentric Energy has been in contact with several city managers to educate, inform, and build the trust within the community and within all levels of the targets identified, to have the local agencies assist us in providing the necessary information for an expeditious approval. Other cities are mired with protocols that inhibit investment, even in today's environment, which create jobs for the local community. It has been this sporadic and unpredictability for locations identified which has been an impediment for achieving timelines. This educational process has altered our method for identifying proposed locations. No location is considered until a tear sheet is completed profiling all local, county, and state organizations that will be considered mitigating factors for final judgments.

b. An estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers; estimated amount spent:

Estimated \$1,975,000. No monies are borne directly from customers. All funds received from customer to date have been utilized for the Death Valley Junction Project.

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

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

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

Total employees - 14; Full time Employees - 14

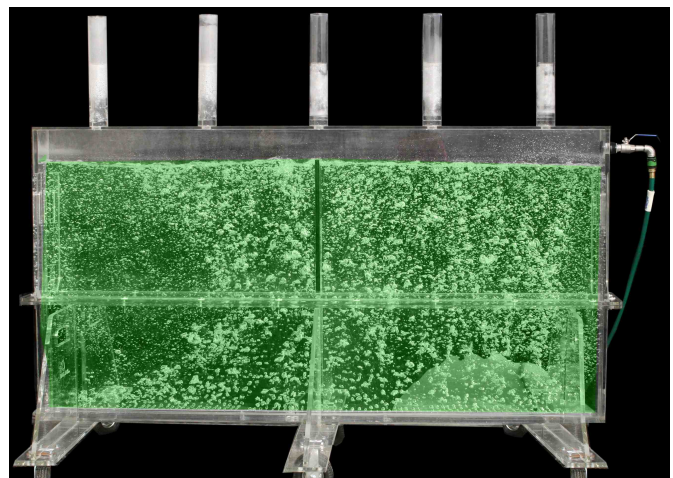
Item IX The nature of products or services offered.

A. Products and services of the issuer:

Principal products or services, and their markets:

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

Algae-Pro Photobioreactor System, The Wall Reactor Unit, The Culturing Station, The Continuous Flow System



Projects in Process for BioCentric

a) Death Valley Junction, California – a historic village adjacent to Death Valley – in a Joint Venture with Armargosa and BioCentric, BioCentric will install and manage commercial PBR systems to produce commercial volumes of algae for the nutraceutical, health and beauty industries for a global market. The Death Valley Junction Site will grow four separate algae strains: 1) chlorella, a green algae grown harvested for its high protein and starch properties, 2) astaxanthin, an algae red in color and high in antioxidants and spirulina, a blue-green algae high in beta-carotene and vitamin B, 4) an identified Diatom for Omega 3 with EPA for contracted client.

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

c) Pahrump, Nevada – in a Joint Venture the Company will install and manage profitable Algae growth of four separate algae strains: 1) chlorella, a green algae grown harvested for its high protein and starch properties, 2) astaxanthin, an algae red in color and high in antioxidants, 3) Spirulina, a blue-green algae high in beta-carotene and vitamin B and , 4) an identified Diatom for Omega 3 with EPA for contracted client.

B. Distribution methods of the products or services:

The company obtains potential customer (and joint venture partners) through 1) Licensed Value Added Resellers, and 2) In-house Representatives. All customers pay site assessment and qualification fee upon acceptance as a potential customer for our turn-key algae production solutions. Company is presently in negotiations to provide a sole and exclusive marketing and sales license for end production by both BEHL and BEHL Clients.

C. Status of any publicly announced new product or service:

- Software algorithms have been designed to automatically react when certain criteria or events occur within our Photobioreactor - a provisional patent is being completed for submission of patent pending status
- The redesigned “180 degree turn” has been completed by the engineers in China to facilitate the changes necessary for full scale implementation - a provisional patent has been submitted for patent pending status

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

The commercialization of algae is an emerging industry. New equipment, processes, and approaches are under development by many publicly held and private companies. The products being derived from algae include consumer product additives, nutraceutical supplements and other natural food products as well as intense research in biofuel products. Many of these companies have significantly larger financial resources, access to research grants, and a larger human resource base as compared with Biocentric Energy Holdings, Inc. Within our specific, chosen area of expertise: Close loop photobioreactor and related support equipment, the Company has significant technological advantages:

- BioCentric Algae charges less than three hundred thousand dollars per acre to install Algae Pro Photobioreactor - Our nearest competitor charges well over eight hundred thousand dollars per acre.
- The Algae Pro Photobioreactor can be installed, because of the Company’s unique design, at up to 1000 square feet per hour – the Company’s nearest competitor cannot accomplish 1000 square feet of install in a day.
- The Algae Pro Photobioreactor is monitored and managed both automatically and remotely by trained skilled professionals. No competitor is known to have achieved this sophistication.

The Company has identified specialized, profitable market areas where the benefits of algae and its derivatives are established as well as emerging consumer product development using algae components. The Company is establishing strategic partners in these areas who will, due to their market strength, purchase all our algae related production. We believe our superior technology and exclusive marketing arrangements provide Biocentric with a competitive advantage which offsets some of the resource advantages of our competitors.

E. Sources and availability of manufacture of hard assets and the names of principal suppliers: The company is not dependent on a single supplier for any individual components. The names of suppliers are closely held company secrets and have great value. Proprietary suppliers are contractually obligated to maintain confidentiality.

F. Dependence on one or a few major customers:

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

G. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration:

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

Submitted for Provisional Patent (awaiting return receipt from USPTO)

Multiple Layered Poly Tubing for Algae Pro Photobioreactor

Management has designed a solution to have #1 (above, the poly tubing) attached four wide across on a protective bottom sheet to quickly and easily install up to 1000 square feet per hour

Management has designed a solution to have #1 (above) attached four wide across on a protective bottom sheet to quickly and easily install up to 1000 square feet per hour that has certain added features to enable the Photobioreactor to be installed in cold weather climate regions globally and manage temperature

A design and mold has been re-engineered in China to lessen hard costs of the "180 degree turns"

Not Yet Submitted for Provisional Patent Status 1) Software is being designed to automatically enact when certain criteria or events occur within the Photobioreactor when completed, a provisional patent will be submitted for patent pending status 2) A simple and cost effective cleaning solution for the poly tubing that reverses when a complete sweep has been completed for maximum efficiency within the Photobioreactor - a provisional patent is being authored which will be submitted for patent pending status

H. The need for any government approval of principal products or services and the status of any requested government approvals:

No specific approval are required

Item X The nature and extent of the issuer's facilities.

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer. In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

The Management of BEHL has signed a multi-year (5 Years) lease for 2400 South Garnsey in Santa Ana California. This location has 6400 square feet of office and laboratory space, and sufficient ground space to build a 6200 square foot Algae Pro Photobioreactor and one small 800 square foot beta unit for the next version. At said location we have purchased four twenty foot containers to accommodate our research and development department for the next generation of our products and have all the necessary equipment to build our test components in house. Rent for the first six months (through June 2010) is \$4000. And after the interim is completed, the rent has been negotiated at \$ 5,500. per month for the duration of the lease.

Part D - Management Structure and Financial Information

Item XI The name of the chief executive officer, members of the board of directors, as well as control persons.

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

A. Dennis Fisher - Chairman of the Board, Acting CEO

B. Monique Berry - President, Board Member

C. Frank Rawson – Controller, Board Member

D. Nancy Lane-Fisher - Secretary of the Corporation

The following, although not officers of the company, are key employees or advisors and have significant influence in its operations:

A. Frank Rawson - Controller

B. Helmut Gass - R&D Manager

C. Patrick Kuykendall - Skunk Works Manager

D. Domini Maddox - In House Phycologist

E. Paul McGuire - Chief Technical Advisor

F Russell D. Noel - Remote Construction Manager

Address for all the above is Biocentric Energy Holdings, Inc. 2400 S Garnsey Santa Ana CA 92707

The following are biographies for the officers and directors and selected advisors:



Dennis Fisher - Chairman of the Board, Executive Vice President of Business Development

Dennis Fisher is a natural leader who excels at making crucial and necessary decisions under difficult conditions. Mr. Fisher has years of successful experience in the reorganization and the turnaround of many companies large and small. With a very quick insight for financials and value drivers, Dennis has the talent and uncanny ability for negotiating and creating valuable alliances. By all accounts, Dennis Fisher leads by example and is highly respected by those who have the privilege to work for him.

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

By re-energizing a \$30 million division by upgrading the management team, Dennis Fisher was responsible for improving strategy, stripping unnecessary costs, and appropriately allocating capital - resulting in improved business performance. He increased capital efficiency by 25%, and raised production by 19%. Mr. Fisher revamped a “dying” business unit by divesting low value assets and re-allocating resources to high value return areas. Mr. Fisher is responsible for executing the most successful sales and marketing campaign in the company’s history, personally generating over \$50 million in earnings through negotiated strategic alliances. Mr. Fisher assumed leadership of a start-up algae company that had significant leadership, financial and organizational challenges. He implemented budgets, cost reductions and marketing discipline. Also, Dennis has greatly increased productivity through education and improved information flow.

EXPERIENCE PROFILE

Executive Vice President - BRI 04 - 06 Designed and implemented sales and marketing campaigns for my clients to penetrate Hazardous Remediation Markets

Clients Asbestos Instant Response, Inc.

HazMat O & M Certification Number 26038-OMI

Independently identified and solicited alternative revenue streams to exceed sales targets within eight months.

Memorialized specifics of remediation solutions, calculated estimates and authored proposals for GC’s, local and state institutions to capture additional business. **Concentrex Remediation Solutions**

Initiated contact and brought to negotiated alliance national and local firms with like target markets that enhanced CRS attributes for all encompassing solutions.

Delivered contacts of the largest builders/developers in California to buy and remediate contaminated properties (Brownfield’s).

Allwest Remediation, Inc.

Devised and implemented the sales and marketing campaign to double sales within the first year of contract.
Authored the SOQ to empower Allwest to penetrate the hazardous gases barrier market in Southern California.
Personally visited and built relationships with the top 100 builders and developers in the southland.

Delivered financing to make it possible for this company to go to the next level. In capsule, empowerment of this company to become one of the top three Hazardous gaseous barrier companies within eighteen months.

Executive Vice President - Approved 1st 01- 04

Authored training and sales materials and trained Lease Representatives to deliver custom solutions for clients.
Envisioned and authored a prospectus generating internal financing to fund leasing solutions.
Initiated the penetration of new markets throughout the southwest to deliver multiple financing solutions for clients.
Initiated contact and brought to negotiated alliance, financial products and services, which created integrated solutions. In essence was an integral component of client contact from inception through to financing.

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

Negotiated sales of a myriad of hybrid cutting edge technologies to deliver integrated cost effective sales solutions for clients.
Envisioned, mapped and engineered marketing and sales solutions that resulted in clients' signature on contract agreements.
Initiated the penetration of new markets to deliver both complex and subdued branding campaigns.
Sold, authored and directed multiple multimedia projects simultaneously.
Initiated contact and brought to negotiated alliance, products, services and software applications to provide complete and integrated solutions to interface video, audio, graphics, illustration, animation, and design. In capsule, Mr. Fisher delivered a range of integrated sales and marketing solutions to increase return on investment for progressive businesses.
http://www.findarticles.com/p/articles/mi_m0EIN/is_1999_March_1/ai_53979399

Vice President of Sales - Technology Guardian (OTC BB ASAT) 95 - 99

Instrumental in providing sales and marketing plans to go public.
Conceptualized, authored and implemented national VAR program for Satellite Internet Telephony, Broadcasting and Multicasting.
Increased sales 23.5% annually.
Negotiated and brought to fruition VAR relationships with Lucent, HP, COMPUSA, IBM and Galaxy Internet.

Created and managed 32 VAR relationships in 16 western states. In capsule, delivered a comprehensive set of sales and marketing solutions to enable the company to grow in valuation to over half a billion dollars.

Additional Business Acumen:

Held both A & B Contractors Licenses from 86 to 95 - # 584294 - RDI - built this company from the ground up to become the largest and most sought after specialty contractor in the state.



Nancy Lane-Fisher Secretary, Vice President International Relations

Nancy Lane-Fisher's primary focus will be in bringing BioCentric Energy's Solutions-28 and other large-scale humanitarian based projects to fruition. With a focus on developing countries and economically deprived regions throughout the US, Nancy will rely upon her extensive background in communications and performing arts to interact with individuals from a multitude of cultures in countries throughout the world.

Understanding the difficulties and challenges created by poor health and economic depression, Nancy has spent the past 6 years assisting and teaching children with special needs. Believing that these challenges can be easily met through BioCentric Energy's Solutions-28 program, Nancy will be utilizing her valuable experience and unwavering compassion to make positive changes for those in great need.

Similar to the Muhammad Yunus, Grameen Bank program, Nancy believes that Solutions-28 is a solid program giving individuals the opportunities to invest into a better quality of life.

With her vast career in performing arts, Nancy has the determination, discipline and most importantly the fortitude to encourage, support and inspire individuals and organizations to adopt BioCentric Energy's Solutions-28 program.

For the past five years, Nancy Lane-Fisher has been employed as a teacher working in Southern California with mentally challenged children.



Monique Berry - President, Board Member

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

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

Prior to working for BioCentric Energy, Ms. Berry held the position of Vice President of Sales and Marketing for a financial company located in Southern California. This experience allowed Ms. Berry the opportunity to work with some brilliant pioneers who helped build the MasterCard and Visa platforms. This position also provided Ms. Berry with the experience of working in a technologically advanced environment in which the very latest engineered financial stored solutions were utilized. In the beauty industry, Ms. Berry traveled throughout the world spending a large portion of her time obtaining and managing multi-million dollar accounts.

Working in the South for an OEM and managing top beauty marketers in New York, California and Europe was not an easy task, especially when it came to communicating with a multitude of people from different cultures, many speaking different languages and dialects. Knowing that her basic French speaking skills were inadequate when dealing with decision makers at L'Oreal and Lancôme, for example, Ms. Berry spent her evenings and weekends learning business French and etiquettes at Nashville's Foreign language institute to aid her sales abilities. Securing new accounts and multi-million dollar business was a challenge that Ms. Berry quickly met. With a passion for innovation and a natural artistic talent, Ms. Berry began designing new cosmetic products and packages for the beauty industry. Many are still on the market today.

Vice President Sales & Marketing
Vice President Sales & Marketing
National Accounts Manager

CardEx International 2008 – 2009
Cantata Entertainment Group 2000 -2008
Cosmolab 2000 -2003

Additional Business Acumen:
BSBA-Kennedy Western University
Certificate of Completion-Musicians Institute Technology
Certificate of Completion-Tennessee Foreign Language Institute

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

Mr. McGuire has over forty-years of experience in the energy business. McGuire joins BioCentric Energy, Inc. from General Electric where he was the Senior Business Manager developing cogeneration, syngas and distributive power projects in the western United States and Canada. Mr. McGuire has received a B.S. in Mechanical Engineering from Villanova University and M.S. in Nuclear Engineering from New York University and received a Six Sigma – Green Belt Certification from the General Electric Company. His responsibilities included, but were not limited to, identifying projects, analyzing energy usage, monitoring the installation and start-up of power projects. He has managed waste-to-energy projects in North America and Europe. Prior to General Electric, Mr. McGuire was Vice President at Touchstone Energy where he was responsible for the development of energy projects including performance contracting, CHP projects, operating and maintenance services and natural gas and electricity sales for the western United States. Previously Mr. McGuire was a Regional Manager for PG&E Energy Services Company where the responsibilities included performance contracting, energy analyzes CHP projects and natural gas and electricity sales.

Mr. McGuire's position with TRI International was Vice President for Energy Services where he developed energy projects and consulting services. Mr. McGuire was also a consultant with the Arizona Public Service Company where he reported to the CEO and President and was responsible for the oversight of the construction completion, start-up and initial operations of the Palo Verde Nuclear Power Plants. As a consultant and founder of United Energy Services, Mr. McGuire and his team of 150 employees provided management services to commercial nuclear power plants. Mr. McGuire was plant manager of the Pilgrim Nuclear Power Plant. While with Boston Edison Company his tasks included operations and maintenance, modifications and outages of the plant. After TMI, he was an INPO Evaluation Team Manager responsible for improving safety at commercial nuclear power plants. At General Electric Company, Mr. McGuire was a Shift Supervisor for construction and start-up of the Cooper Nuclear Plant In addition, as a Contract Service Engineer, he was responsible for outage planning and implementation at five sites, two of which were in Japan. Mr. McGuire started his career in the mid 1960's as a Plant Engineer for the Long Island Lighting Company responsible for I&C, maintenance and operations at the Northport Power Station.

Russell D. Noel – Onsite Construction Manager
Emcon/Turner Corporation 2000 – Present

Cascade Recycling Center, Woodinville, WA – Sr. Superintendent

Scheduled, coordinated and managed all subcontractors during the construction of the 85,000 SF recycling facility. Provided detailed inspections to ensure all contractual agreements were fulfilled and maintained site safety and OSHA compliance. Developed and maintained an exceptional relationship with Waste Management site representatives, coordinated and participated in inspections with local municipal authorities.

Soldier Field Demolition and Abatement Project, Chicago, IL – Project Manager Coordinated and effectively managed subcontractors during the aggressive schedule and high profile Soldier Field Renovation Project and the Abatement and Demolition of the adjacent Park District Headquarters Building. Effectively managed 12 junior managers throughout the stadiums 24/7 demolition phase. Management of subcontractor's abatement, demolition, excavation, high volume trucking activities and manifesting procedures. Scheduled and instructed site specific safety and awareness training for construction managers and all site subcontractors. Maintained all on-site regulatory documents and prepared closeout documentation.

Cincinnati Museum of Natural History Demolition and Abatement Project, Cincinnati, OH - Project Manager

Coordinated and managed the abatement and demolition of the Cincinnati Museum of Natural History. Managing both the abatement and demolition subcontractors while, successfully meeting an aggressively scheduled deadline. Provided OSHA monitoring and analysis throughout the project and maintained all on-site regulatory documents. Preparation of all close-out documentation.

Quinton Medical Building Abatement Project, Seattle, WA – Project Manager Coordinated and managed the projects abatement phase prior to the sites demolition. Successfully managed the abatement subcontractor ensuring all contractual agreements were fulfilled as per the project specifications and schedule. Provided inspections, OSHA monitoring, bulk sampling and analysis throughout the project. Prepared and maintained all applicable regulatory and closeout documentation.

Airport Facilities, Nationwide – Inspector

Scheduled and performed inspections for environmental hazardous materials at over 35 airport facilities throughout the country in preparation for the installation of Explosive Tracing Devices (ETD). Prepared inspection documentation.

Other Notable Projects

- Walter Payton Center Renovation \$10M, Chicago, Illinois
- Long Beach Children's Hospital \$1.75M, Long Beach, California
- Russia Wharf Redevelopment \$6.5M, Boston, Massachusetts
- T.A.E. Consultants 1997 - 2000
- Chicago Public Schools – Project Manager/Inspector
- Provide building inspections and management of environmental abatement projects throughout the Chicago Public School system. Preparation and maintenance of all applicable regulatory documents. Perform inspections, OSHA monitoring, analysis and clearance procedures.
- MACPAC, Inc., Salt Lake City, UT 1993 – 1997 Project Coordinator/Draftsman Provided project coordination and support for the decommissioning, transportation and subsequent reassembly of commercial equipment and building materials to a variety of locations throughout the western United States.

Military Experience -United States Marine Corps - Corporal 1983 – 1987 Aircraft Refueler / Motor Transport Dispatcher

Licensed operator of all Marine Corps Semi-Trailer/5000 gal Refueler/Dragon Wagon Equipment. Squadron Transportation Dispatcher at Marine Corps Air Station, Tustin, CA. Scheduling and dispatching all Motor pool vehicles and base refueling operations. I received 3 Meritorious Promotions and numerous Meritorious Masts for exemplary performance of duty.

Education

Chaffey College, Alta Loma, CA, Engineering/Mechanical Drafting 1988-91 Naperville North HS, Naperville, IL 1982

Professional Licenses / Certifications

- 40 hour HAZWOPER
 - 30 hour OSHA
 - Asbestos Building Inspector - Licensed / EPA Certified (IL, LA, MO, TX, NE, WI, IA, IN, RI, MI, CA, MA)
 - Project Manager - Licensed / EPA Certified (IL, OH, CA)
 - Project Designer – EPA Certified (UC Berkeley)
 - Air Sampling Professional – Licensed / EPA Certified (IL, OH, CA)
 - Lead Inspector / Risk Assessor – EPA Certified
 - Indoor Air Quality- Microscopy of Dust, Spores and Pollen (McCrone Research Institute)
 - NIOSH 582 – Sampling and Evaluating Asbestos Airborne Dust
- Mold Remediation – IAQ Certified (Mycotech Biological)



Domini Maddox Algae Specialist

Ms. Domini Maddox, a graduate from the University of Texas, has extensive experience working with and identifying various strains of algae, lipid contents, DNA extractions, PCR amplification and creating laboratory protocols.

Ms. Maddox has worked on biofuel research projects sponsored by DARPA. Dr. Jerry Brand, the director of UTEX, who is well known and respected in the algae industry, highly recommended Ms. Maddox for the BioCentric Energy position. Ms. Maddox conducted algae research directly under Dr. Brand for two years. UTEX is the principal resource in the algae industry with approximately 2,300 different strains of algae in collection and an extensive library and research facility.

Bachelor of Science in Biochemistry (2005-2009) University of Texas, Austin TX Extensive educational classes involving chemistry, genetics and math, honor's awards, Pre-Veterinary Organization, Texas Rowing, involved in laboratory learning with biochemistry and organic chemistry.

- Associate of Science (2003-2005) Northwest Vista College, San Antonio, TX
- Phi Theta Kappa member (2003-2005), received Presidential and honor's awards, acquired experience in biology, physics and chemistry laboratories.

Board memberships and other affiliations:

No member of the Biocentric Energy Holdings, Inc. Board holds any other board memberships except for Monique Berry who is also the Chairman of the Board for BNPD

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

The following set forth all direct and beneficial stock ownership for the officers and directors:

Recipients: Nancy Fisher 2,000,000 Series B, 125,000 Series A Restricted Preferred shares
10,000,000 Common shares

Treasury Stock acquired from Dennis Shen 2,000,000 Series B, 125,000 Series A

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five 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

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

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: NONE

The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities. NONE

C. Disclosure of Family Relationships. Describe any family relationships among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities. Nancy Lane-Fisher is the wife of Dennis Fisher, Chairman and CEO of the company.

D. Disclosure of Related Party Transactions. Describe any transaction during the issuer's last two full fiscal years and the current fiscal year or any currently proposed transaction, involving the issuer, in which (i) the amount involved exceeds the lesser of \$120,000 or one percent of the average of the issuer's total assets at year-end for its last three fiscal years and

(ii) any related person had or will have a direct or indirect material interest. Disclose the following information regarding the transaction:

The company has not engaged in an material related party transaction with any officer, director, or other related party other than the acquisition of provisional patents discussed above in the ordinary course of business. Certain officers and directors have made advances to the company for working capital. The company issued a note payable for \$345,000 part of the terms of which included election to the board of directors for the holder of the note.

Disclosure of Conflicts of Interest. Describe any conflicts of interest. Describe the circumstances, parties involved and mitigating factors for any executive officer or director with competing professional or personal interests.

None know conflict of interests

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

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

This compilation was completed by Frank Rawson, CPA (inactive) and in-house Controller

Frank Rawson CPA (inactive), CPA License # 37172/California. Frank Rawson has a bachelor of arts from Stanford University in Economics. Post Graduate work in accounting and finance at California State University, Long Beach and California State University Fullerton. His CPA license was issued in 1980 and is currently inactive. Frank Rawson is not an officer of the company, but is employed by the company and is therefore, not independent.

- 1) Balance Sheet
- 2) Statement of Income
- 3) Statement of Cash Flow
- 4) Statement of changes in stockholders' equity;
- 5) Financial notes; and
- 6) Audit letter, if audited - Currently the company is in the process of engaging an auditor for 2008 and 2009

BioCentric Energy, Inc

A Development Stage Company

Balance Sheet

ASSETS	September 30, 2010	December 31, 2009	December 31, 2008
Current Assets			
Cash	\$ 775	\$ 68,580	\$ 445
Inventory	26,954		
Loan receivables	37,200	8,000	
Due from affiliates	942	484	484
Prepaid expenses	14,487	38,149	14,390
Deposits with vendors	1,611	51,150	
Investment securities		600	600
	<u>81,969</u>	<u>166,963</u>	<u>15,919</u>
Death valley project development costs	282,843		-
Property and Equipment	431,631	248,236	10,393
Other Assets			
Deposits	5,000	5,000	
Provisional patents	2,154,000	2,154,000	61,000
Organizational costs	1,234	1,234	1,234
	<u>2,160,234</u>	<u>2,160,234</u>	<u>62,234</u>
TOTAL ASSETS	\$ 2,956,677	\$ 2,575,433	\$ 88,546
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current Liabilities			
Accounts payable	\$ 140,815	\$ 58,671	\$ 13,588
Accrued expense	49,367	470	
Death valley customer deposits	150,000		
Franchise tax payable	3,200	2,400	1,600
Advances from stockholders	27,665	35,265	
	<u>371,047</u>	<u>96,806</u>	<u>15,886</u>
Notes payable	795,650	498,000	61,000
Stockholders' Equity			
Common stock	1,823,809	824,609	350,609
Preferred stock, series A	1,000	1,000	
Preferred stock, series B	2,001,000	2,000,000	
Retained earnings (deficit)	(2,035,829)	(844,982)	(338,251)
	<u>1,789,980</u>	<u>1,980,627</u>	<u>12,358</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 2,956,677	\$ 2,575,433	\$ 88,546

BioCentric Energy, Inc

A Development Stage Company

Statement of Income (Loss)

	Nine Months Ended September 30, 2010	June 1, 2006 (Date of Inception) to September 30, 2010
Revenue		
Sales	\$ 5,000	7,800
Cost of sales	6,604	8,934
Gross profit	(1,604)	(1,134)
Operating Expenses		
Advertising	23,577	46,827
Consultants	92,036	260,581
Professional fees and other legal expense	118,647	197,425
Rent and occupancy expense	118,474	233,750
Office expense	32,146	91,779
Depreciation	30,695	30,695
Other administrative expense	13,242	13,242
Salaries, wages and management fees	495,968	672,644
Taxes, licensee and fees	2,650	17,833
Travel, meals and entertainment	105,794	218,996
Conferences, and seminars	28,438	37,760
Research and development	57,051	90,100
Other production related expense	47,622	47,622
Telephone and internet	10,812	34,570
Automotive expense	11,291	36,871
	1,188,443	2,030,695
Provision For Taxes Based On Income		
Federal income tax		
California franchise tax	800	4,000
	800	4,000
NET LOSS	\$ (1,190,847)	\$ (2,035,829)
Income (loss) per share	\$ (0)	\$ (0)

BioCentric Energy, Inc

A Development Stage Company

Statement of Cash Flows

	Nine Months Ended September 30, 2010	June 1, 2006 (Date of Inception) to September 30, 2010
Cash Flow from Operating Activities		
Net loss for the period	\$ (1,190,847)	\$ (2,035,829)
Adjustments to reconcile net loss to net cash used by operating activities		
Depreciation	30,695	30,695
Change in inventory	(26,954)	(26,954)
Change in prepaid expenses	23,662	(14,487)
Change in due from affiliates	(458)	(942)
Change in vendor deposits	49,539	(1,611)
Change in investment securities	600	
Change in accounts payable and accruals	131,041	190,182
Change in customer deposits	150,000	150,000
Change in development costs	(282,843)	(282,843)
Change in franchise tax payable	800	3,200
Cash used by operating activities	<u>(1,114,765)</u>	<u>(1,988,589)</u>
Cash Flows from Investing Activities		
Investment in property and equipment	(214,090)	(462,326)
Investment in organization costs		(1,234)
Investment in loan receivable	(29,200)	(37,200)
Investment in long-term deposits		(5,000)
Investment in provisional patents		(2,154,000)
	<u>(243,290)</u>	<u>(2,659,760)</u>
Cash Flows from Financing Activities		
Advances from stockholders	(7,600)	27,665
Increase (decrease) in notes payable	607,650	795,650
Increase in preferred stock	1,000	2,002,000
Issuance of common stock	689,200	1,823,809
	<u>1,290,250</u>	<u>4,649,124</u>
Increase (decrease) in Cash	(67,805)	775
Cash, beginning of period	<u>68,580</u>	<u>-</u>
Cash, end of period	<u>\$ 775</u>	<u>\$ 775</u>
Interest paid		\$ -
Income Taxes, paid or accrued	\$ 800	\$ 3,200

BioCentric Energy, Inc

A Development Stage Company

Statement of Stockholders' Equity (Deficit)

	Common Stock	Preferred Stock	Retained Earnings (Deficit)	Total
Balance June 1, 2006, Date of Inception	\$ -	\$ -	\$ -	\$ -
Loss, Six Months Ended December 31, 2006			(67,113)	(67,113)
Loss, Year Ended December 31, 2007			(197,355)	(197,355)
Balance January 1, 2008			(264,468)	(264,468)
Common Stock Issued Year Ended December 31, 2008 (Exchange for Shareholder Debt)	350,609			350,609
Loss, Year Ended December 31, 2008			(73,783)	(73,783)
Balance January 1, 2009	350,609		(338,251)	12,358
Preferred Stock Series A Issued March 2009		1,000		1,000
Preferred Stock Series B Issued March 2009		2,000,000		2,000,000
Common Stock Issued Year Ended December 31, 2009	474,000			474,000
Loss, Year Ended December 31, 2009			(506,731)	(506,731)
Balance December 31, 2009	824,609	2,001,000	(844,982)	1,980,627
Common Stock Issued, Nine Months Ended September 30, 2010	654,200			654,200
Preferred Series B issued July 2010		1,000		1,000
Conversion of Note Payable to Common Stock	345,000			345,000
Loss, Nine Months Ended September 30, 2010			(1,190,847)	(1,190,847)
	\$ 1,823,809	\$ 2,002,000	\$ (2,035,829)	\$ 1,789,980

BIOCENTRIC ENERGY HOLDING, INC.

(A Development Stage Company)

Notes to Financial Statements September 30, 2010

NOTE 1 - ORGANIZATION AND DEVELOPMENT OF BUSINESS

Biocentric Energy Holdings, Inc. (the "Company") was originally incorporated in California in August 2006 as Biocentric Energy, Inc. In January 2006, the Company acquired Brinkman Outdoors, Inc., A Florida Corporation and merged its operations into Brinkman Outdoors, Inc. The resulting company then changed its name to Biocentric Energy Holdings, Inc. A Florida Corporation trading on the over the counter or "Pink Sheets" market. At the time of the merger Brinkman Outdoor did not have any assets or liabilities.

The Company is engaged in the manufacture of equipment to commercially produce various strains of algae in order to utilize their genetic properties in the development of products for various consumer markets such as health and beauty products as well as the emerging biofuels markets. The Company's AlgaePro Photobioreactor is a closed loop system (meaning not exposed to the open atmosphere) for producing single stain algae in a relatively stable, contaminate free environment. This approach enhances the growth potential of the algae. The company has registered several provisional patents on its design and control systems.

The Company is a development state enterprise since it has not generated significant revenue from the sale of its products from its inception in August 2006 through September 30, 2010. The Company has been principally devoted to perfecting and enhancing its AlgaePro System as well as raising capital. Accordingly the financial statements have been prepared in accordance with the provisions of Statement of Financial Accounting Standard (SFAS) Number 7, "Accounting and Reporting by Development Stage Enterprises".

The Company sells its systems on a turn key basis and maintains operating responsibility through a management contract and assists the owners in marketing the algae, extracted materials, and residual biomass under certain master sales contracts and other identified opportunities. The Company will receive a monthly service fee for its operating expertise and a sales commission for its marketing assistance. The Company is in the process of installing its first commercial system in Death Valley Junction California and expects to begin harvesting algae by the end of the first quarter of 2011.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements have been prepared in accordance with accounting principles generally accepted in the united States of America

Use of Estimates

The Company prepares financial statements in conformity with generally accepted accounting standards which requires management to make estimates and assumptions that

affect the reported amounts and disclosures. Although these estimates are based on management's knowledge of events and actions it may undertake in the future, actual results may differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less when acquired, to be cash equivalents. As of September 30, 2010 management has not made any such investments.

Property and Equipment

Property and equipment are stated at cost. Depreciation and amortization are computed using the estimated useful lives using the straight-line method as follows:

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Office Furniture and Equipment 3 to 5 years

Production Equipment 5 years

Laboratory Equipment 3 to 5 years

Leasehold Improvements: Term of the Lease 5 to 15 years

Intangible Assets

In March 2009, the Company acquired certain provisional patents from two officers and directors in exchange for Convertible Preferred Stock. The value of the provisional patents was determined by calculating the value of the common stock conversion rights at the trading price of the common stock. The patent will be amortized over its legal life of seventeen years or its estimated economic life which ever is shorter, upon final issuance. In accordance with Statement of Financial Account Standard 142 "Goodwill and Intangible Assets", management test for impairment of value each fiscal year.

NOTE 3 - CAPITAL STOCK

The Company has the following Capital Stock outstanding:

<u>Series</u>	<u>Authorized</u>	<u>Outstanding</u>	<u>Available</u>	<u>Amount</u>
Common	1,500,000,000	1,139,072,999	360,927,001	\$1,853,809
Preferred A	500,000	250,000	250,000	\$ 1,000
Preferred B	30,000,000	25,000,000	5,000,000	\$2,001,000

Series A Preferred Stock is convertible at a rate of 2 shares of common for each share of preferred and has voting rights of 20 votes per preferred share.

Series B Preferred Stock is convertible at a rate of 1000 shares of common for each share of preferred and has voting rights of 1000 votes per preferred share.

A unanimous vote of the board of directors is required in order to convert any shares of preferred stock into common stock of the Company.

In May 2010, the Company reacquired control of 250,000 shares of Series A and 10,000,000 shares of series B from a former officer and director in exchange for 2,500,000 unrestricted and 2,500,000 restricted common shares as part of a settlement of an employment contract. The unrestricted shares were provided by an unaffiliated shareholder for consideration from another non-affiliated individual. The stock is being held in escrow until the terms of the reacquisition and the settlement with the former officer are completed.

As a result of the reacquisition of the preferred shares discussed above, one affiliated shareholder and one non-affiliated shareholder controls all of the outstanding preferred shares. As a result of the voting rights of these shares, these shareholders or their proxy have effective power to elect all directors and to control the vote on substantially all other matters.

NOTE 4 - STOCK OPTION PLAN

The Company has adopted a qualified stock option plan which will reserve 150,000,000 shares for employee stock options. All employees are eligible to participate in the plan after a ninety day probation period. Generally options granted to management and key personal vest in equal quarterly installments over a four year period beginning with the quarter following the grant. Certain employees have options representing between 1,000,000 and 2,000,000 shares which vested upon grant. A total of 6,000,000 shares vested immediately. The vesting schedule for other employees consist of four equal installments vesting annually on December 31st of each of the years following the grant.

NOTE 5 - NOTES PAYABLE

Notes payable at September 30, 2010 consist of the following:

A non-interest bearing note dated June 1, 2009 payable to a non-affiliated company with a one year maturity convertible into common stock at a rate of \$0.001 per share.	\$ 92,000
A non-interest bearing note dated August 1, 2008 payable to a non-affiliated company with a one year maturity convertible into common stock at a rate of \$0.001 per share.	\$ 61,000

A series of non-interest bearing advances made beginning April 2010 from a non-affiliated company through September 30, 2010 which will be reduced to a series of notes payable with one year maturities convertible into common stock at rates ranging between \$0.004 and \$0.001 per share.	\$642,650
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April 2010	\$160,000
May 2010	38,000
June 2010	73,500
July 2010	89,100
August 2010	224,000
September 2010	<u>58,050</u>
	<u>\$642,650</u>

Total Notes Payable	<u>\$795,650</u>
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NOTE 6 - INCOME TAX

The Company is subject to Federal Corporate Income Tax and California Franchise Tax, as a resident foreign corporation. Through September 30, 2010 the Company has not generated a taxable income for Federal or California purposes. California does impose a minimum Franchise Tax of \$800 per year.

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

Item XIV Beneficial Owners. Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities.

None Other than the ownership of preferred shares discussed above

Item XV The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure: None

Investment Banker N/A

Promoters N/A

Counsel Kristin Cano Newport Beach, California

Accountant or Auditor Frank R. Rawson CPA (inactive) 13681 Newport Avenue, Suite 8-452, Tustin, California 92780
Acts only in the capacity of accounting services and is not independent with regard to the company

Public Relations Consultant(s) N/A

Investor Relations Consultant N/A

Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement the information shall include the telephone number and email address of each advisor. N/A

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

A. Plan of Operation.

1. Describe the issuer's plan of operation for the next twelve months. This description should include such matters as:

- i. A discussion of how long the issuer can satisfy its cash requirements and whether it will have to raise additional funds in the next twelve months; At today's burn rate management has sufficient capital for the next six months to operate
- ii. A summary of any product research and development that the issuer will perform for the term of the plan;

Management has the qualified staff, support and equipment in house such as a clean laboratory to facilitate the following:
1) site analysis (emission analysis, soil analysis, flora analysis, water analysis, climate review... as related to site specific objective{s})
2) algae strain selection best suited for site
3) determine nutrients selection available (and at the lowest cost for the most production)
4) identify and enhance future generations of algae for different objectives
5) possibly environmentally engineer a hybrid algae solution
6) Institute and enhance on BEHL proprietary IP and monitor, and document all results
iii. any expected purchase or sale of plant and significant equipment; and Six qualified and interested parties are presently in negotiations to either joint venture or purchase the Algae Pro Photobioreactor Solution

iii. Any significant purchase or sale of Plant and Equipment:

The Company currently leases its office and laboratory space. It expects this space to meet its needs for the next 2 months and then acquire an additional 10,000 square feet. The additional square footage will be utilized for the following. Seven thousand square feet will be used to stage the 20 foot containers for deployment to the field. The other three thousand square feet will be used for both a Network Operations Center (NOC) and a more sophisticated culturing laboratory. The Company is evaluating its equipment needs on a continuing basis and expects its needs will require an investment not exceeding \$150,000 over the next 12 months.

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

Yes – projections dictate a 65% increase in employees

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

The Company continues to incur losses as it prepares to complete its first installation in Death Valley Junction. The company has excess of adequate working capital from clients investing in operating activities.

1. *Full fiscal years.*

i. Any known trends, events or uncertainties that have or are reasonably likely to have a material impact on the issuer's short term or long-term liquidity;

YES – the temporary drop in oil prices has begun again a false sense of security for the immediate need for alternative energy solutions – it because of this that management has focused our company direction to the sequestration and utilization of CO2 and the byproduct is energy and growing algae for human nutritional supplements, animal feedstock, and pharmaceuticals.

ii. Internal and external sources of liquidity;

As of September 30, 2010 advances from Stockholders reflect \$27,665. The company is actively identifying new sources of debt, and equity investments. The company is now entering its operational stage and accepting customer deposits for site evaluations and participation in the company's joint algae production program

Management focus is to secure funding via:

- a) Bring in an outside investor for an equity share
- b) Procure a leasing solution to provide the necessary capital
- c) Complete and issue a PPM for an equity share through Series C Preferred Shares
- d) Execute financial agreements from clients committed to owning their own algae farm

iii. Any material commitments for capital expenditures and the expected sources of funds for such expenditures;

no major capital expenditures are expected within the short term.

iv. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations;

YES – the temporary drop in oil prices has begun again a false sense of security for the immediate need for alternative energy solutions – it because of this that management has focused our company direction to the sequestration and utilization of CO2 and the byproduct is energy and growing algae for human nutritional supplements, animal feedstock, and pharmaceuticals.

v. Any significant elements of income or loss that do not arise from the issuer's continuing operations; no

vi. The causes for any material changes from period to period in one or more line items of the issuer's financial statements; and no

vii. Any seasonal aspects that had a material effect on the financial condition or results of operation. No

C. Off-Balance Sheet Arrangements

1. In a separately-captioned section, discuss the issuer's off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the issuer's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors. The disclosure shall include the items specified in paragraphs C(1)(i), (ii), (iii) and (iv) of this Item XVI to the extent necessary to an understanding of such arrangements and effect and shall also include such other information that the issuer believes is necessary for such an understanding.

The nature and business purpose to the issuer of such off-balance sheet arrangements;

The importance to the issuer of such off-balance sheet arrangements in respect of its liquidity, capital resources, market risk support, credit risk support or other benefits;

The amounts of revenues, expenses and cash flows of the issuer arising from such arrangements; the nature and amounts of any interests retained, securities issued and other indebtedness incurred by the issuer in connection with such arrangements; and the nature and amounts of any other obligations or liabilities (including contingent obligations or liabilities) of the issuer arising from such arrangements that are or are reasonably likely to become material and the triggering events or circumstances that could cause them to arise; and

Any known event, demand, commitment, trend or uncertainty that will result in or is reasonably likely to result in the termination, or material reduction in availability to the issuer, of its off-balance sheet arrangements that provide material

benefits to it, and the course of action that the issuer has taken or proposes to take in response to any such circumstances.

2. As used in paragraph C of this Item XVI, the term off-balance sheet arrangement means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with the issuer is a party, under which the issuer has:

- i. Any obligation under a guarantee contract that has any of the characteristics identified in paragraph 3 of FASB Interpretation No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others (November 2002) ("FIN 45"), as may be modified or supplemented, and that is not excluded from the initial recognition and measurement provisions of FIN 45 pursuant to paragraphs 6 or 7 of that Interpretation;
- ii. A retained or contingent interest in assets transferred to an unconsolidated entity or similar arrangement that serves as credit, liquidity or market risk support to such entity for such assets;
- iii. Any obligation, including a contingent obligation, under a contract that would be accounted for as a derivative instrument, except that it is both indexed to the issuer's own stock and classified in stockholders' equity in the issuer's statement of financial position, and therefore excluded from the scope of FASB Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities (June 1998), pursuant to paragraph 11(a) of that Statement, as may be modified or supplemented; or
- v. Any obligation, including a contingent obligation, arising out of a variable interest (as referenced in FASB Interpretation No. 46, Consolidation of Variable Interest Entities (January 2003), as may be modified or supplemented) in an unconsolidated entity that is held by, and material to, the issuer, where such entity provides financing, liquidity, market risk or credit risk support to, or engages in leasing, hedging or research and development services with, the issuer.

The company has not been a party to any off-balance sheet financing arrangements. All entities (discussed above) in which it has any interest have been consolidated.

Part E Issuance History_Item XVII List of securities offerings and shares issued for services in the past two years.

<u>Purpose</u>	<u>Date</u>	<u>Shares</u>	<u>Net Proceeds</u>
Offering (1)	Dec 3, 2009	11,904,781	\$ 74,000
Offering (1)	Dec 10, 2009	18,181,818	\$ 93,250
Offering (1)	Dec 16, 2009	18,181,818	\$ 93,250
Offering (1)	Jan 12, 2010	13,888,888	\$ 93,250
Offering (1)	Feb 2, 2010	15,000,000	\$ 93,200
Offering (1)	Feb 17, 2010	25,925,925	\$130,500
Offering (1)	Mar 1, 2010	17,000,000	\$100,000
Services	Mar 16, 2010	800,000	\$ 4,705
Offering (1)	Mar 17, 2010	18,518,518	\$ 93,250
Offering (1)	Mar 23, 2010	28,400,000	\$ 93,250
Services	Mar 24, 2010	330,000	\$ 1,941
Offering (1)	Apr 7, 2010	12,962,962	\$ 65,250
Services	Apr 7, 2010	500,000	\$ 2,941
Services	July 1, 2010	5,000,000	\$ 1,000

(1) These sale are pursuant to rule 504 to accredited investors resident in Texas.

Part F Exhibits

The following exhibits must be either described in or attached to the disclosure statement:

Item XVIII Material Contracts.

A. Every material contract, not made in the ordinary course of business that will be performed after the disclosure statement is posted through the OTC Disclosure and News Service or was entered into not more than two years before such posting. Also include the following contracts: 1) Any contract to which directors, officers, promoters, voting trustees, security holders named in the disclosure statement, or the Designated Advisor for Disclosure are parties other than contracts involving only the purchase or sale of current assets having a determinable market price, at such market price; 2) Any contract upon which the issuer's business is substantially dependent, including but not limited to contracts with principal customers, principal suppliers, and franchise agreements;

We presently are working with multiple companies worldwide. All such contracts are in the ordinary course of business.

3) Any contract for the purchase or sale of any property, plant or equipment for consideration exceeding 15 percent of such assets of the issuer; or 4) Any material lease under which a part of the property described in the disclosure statement is held by the issuer.:

None

B. Any management contract or any compensatory plan, contract or arrangement, including but not limited to plans relating to options, warrants or rights, pension, retirement or deferred compensation or bonus, incentive or profit sharing (or if not set forth in any formal document, a written description thereof) in which any director or any executive officer of the issuer participates shall be deemed material and shall be included; and any other management contract or any other compensatory plan, contract, or arrangement in which any other executive officer of the issuer participates shall be filed unless immaterial in amount or significance. Management has signed a management contract under the terms and conditions contained with the BioCentric Energy Algae, PPM. Further, Management has signed a contract with original shareholders of BioCentric Energy to satisfy Advances from Stockholders

C. The following management contracts or compensatory plans need not be included: 1) Ordinary purchase and sales agency agreements;

2) Agreements with managers of stores in a chain organization or similar organization;

3) Contracts providing for labor or salesmen's bonuses or payments to a class of security holders, as such; and 4) Any compensatory plan that is available to employees, officers or directors generally and provides for the same method of allocation of benefits between management and non-management participants

In November 2008, the company entered into an employment contract with its former Chief Operating Officer which among other provisions, provided for a salary of \$10,000 per month and granted stock options for 10,000 shares per month for twenty-four months. In January, this employee resigned his positions with the company. As part of the settlement agreement which provided for total payments of \$40,000 payable in installments over an eight month period. The settlement provided for the termination of all stock options and the exchange of 250,000 shares of Series A Preferred and 10,000,000 shares of Series B Preferred stock for 5,000,000 shares of common stock of which 2,500,000 shares are restricted.

In March 2010 the company entered into an employment agreement with Brian Goodall to become its Chief Executive Officer. The contract provided for an annual salary of \$252,000 and included certain stock options. On June 21, 2010, Dr. Goodall resigned his position with the company. The company, based on advice of its counsel believes Dr. Goodall materially breached his contract and, therefore, no additional compensation or benefits are due to him. In addition, the option grant was not ratified by the Board of Directors and, therefore, the company believes it does not have any obligation under it.

The company is in the process of finalizing employment contracts with certain key individuals.

The Company has adopted a qualified stock option plan that will reserve 150,000,000 shares for employee stock options. All employees are eligible to participate in the plan after a ninety-day probation period. Generally options granted to management and key personal vest in equal quarterly installments over a four-year period beginning with the quarter following the grant. Certain employees have options representing between 1,000,000 and 2,000,000 shares which vested upon grant. A total of 6,000,000 shares vested immediately. The vesting schedule for other employees consist of four equal installments vesting annually on December 31st of each of the years following the grant.

Item XIX Articles of Incorporation and Bylaws.

A. A complete copy of the issuer's articles of incorporation or in the event that the issuer is not a corporation, the issuer's certificate of organization. Whenever amendments to the articles of incorporation or certificate of organization are filed, a complete copy of the articles of incorporation or certificate of organization as amended shall be filed. Click here for complete access...

http://www.sunbiz.org/scripts/cordet.exe?action=DETFIL&inq_doc_number=P07000098713&inq_came_from=NAMFWD&cor_web_names_seq_number=0003&names_name_ind=N&names_cor_number=&names_name_seq=&names_name_ind=&names_comp_name=BIOCENTRICENERGY&names_filing_type=

B. A complete copy of the issuer's bylaws. Whenever amendments to the bylaws are filed, a complete copy of the bylaws as amended shall be filed. Click here for complete access...

http://www.sunbiz.org/scripts/cordet.exe?action=DETFIL&inq_doc_number=P07000098713&inq_came_from=NAMFWD&cor_web_names_seq_number=0003&names_name_ind=N&names_cor_number=&names_name_seq=&names_name_ind=&names_comp_name=BIOCENTRICENERGY&names_filing_type=

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

ISSUER PURCHASES OF EQUITY SECURITIES

No ownership was purchased in any entity - Advances from Stockholders financed BCE, Inc.

Item XXI Issuer's Certifications. The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, Dennis Fisher, Chairman of the Board of Directors certify that:

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



Dennis Fisher - Chairman of the Board